EXHIBIT 2

Amendment Application No. 2018-04, Tentative Parcel Map No. 2018-01, and Development Agreement No. 2018-02, "MainPlace Specific Plan" 2800 North Main Street

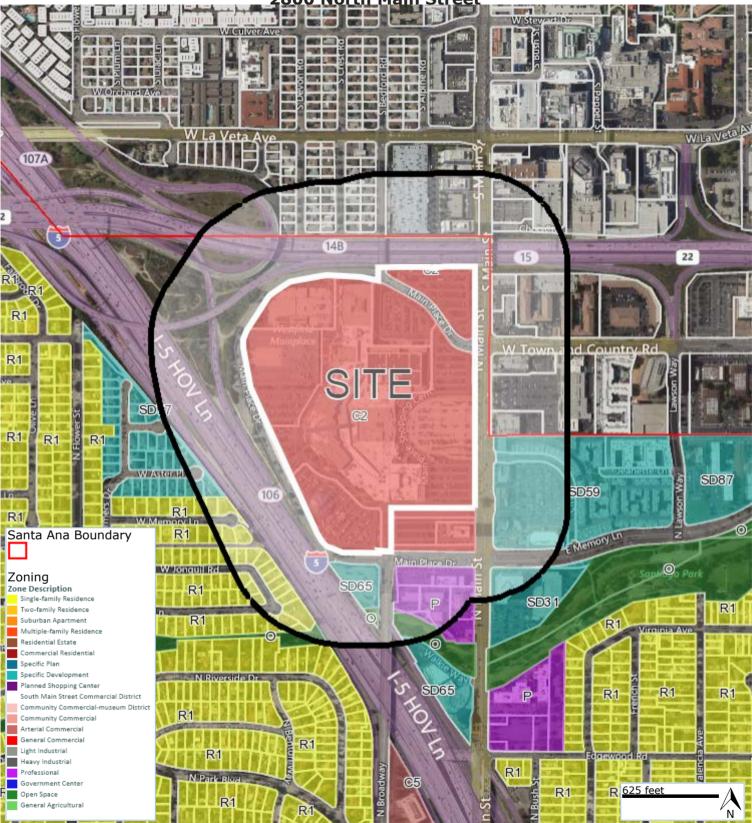


Exhibit 2 - Vicinity Zoning and Aerial View



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EXHIBIT 3

MAINPLACE





SPECIFIC PLAN (SP-4)

APRIL 2019

Draft

MAINPLACE SPECIFIC PLAN (SP-4)

April 2019

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City of Santa Ana

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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;
- Revitalize the retail heart & add complementary uses; and

Location

The Specific Plan area is located on the north edge of the City of Santa Ana, between Main Street on the east, and SR22 and I-5 to the north and west. Access to the Specific Plan area is primarily from Main Street, and MainPlace 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;
- Remove 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 MainPlace 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 Parcel Map Specific Plan Approval 1983 2000 2018				
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.



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 (MainPlace 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 MainPlace 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 The present

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 MainPlace 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.

 $^{^{\}rm 1}$ The gross acreage of the Specific Plan includes vacated right-of-way and the Macy's parcel.



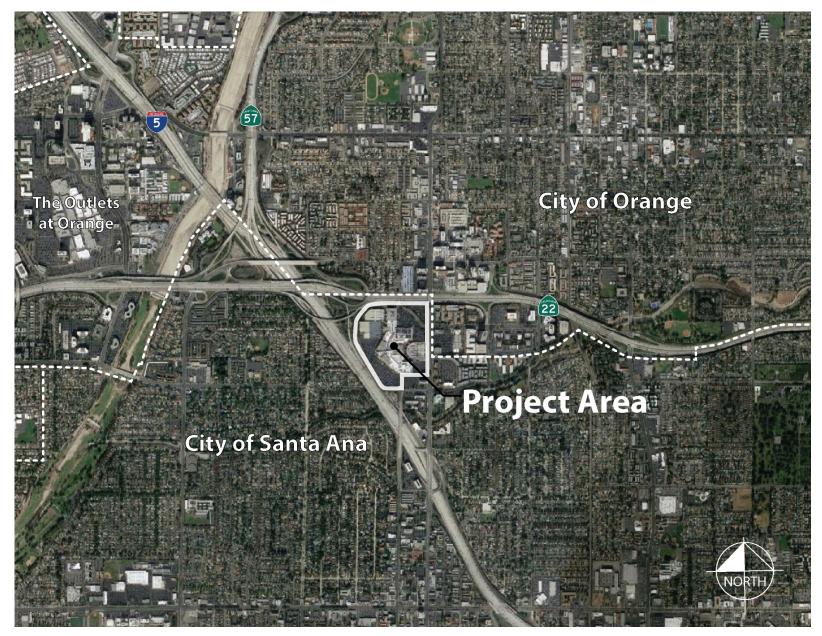


Figure 1-1: Location Map



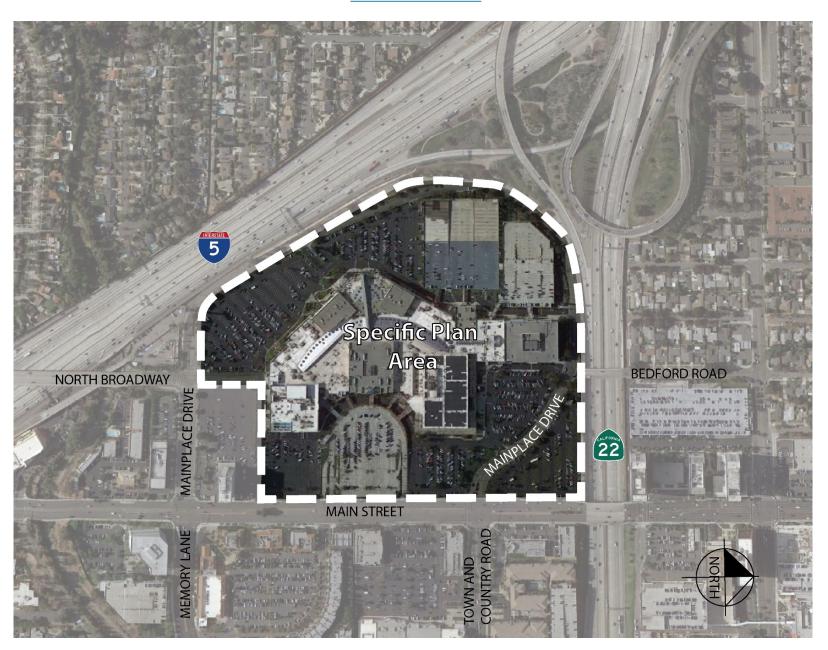


Figure 1-2: Specific Plan Area



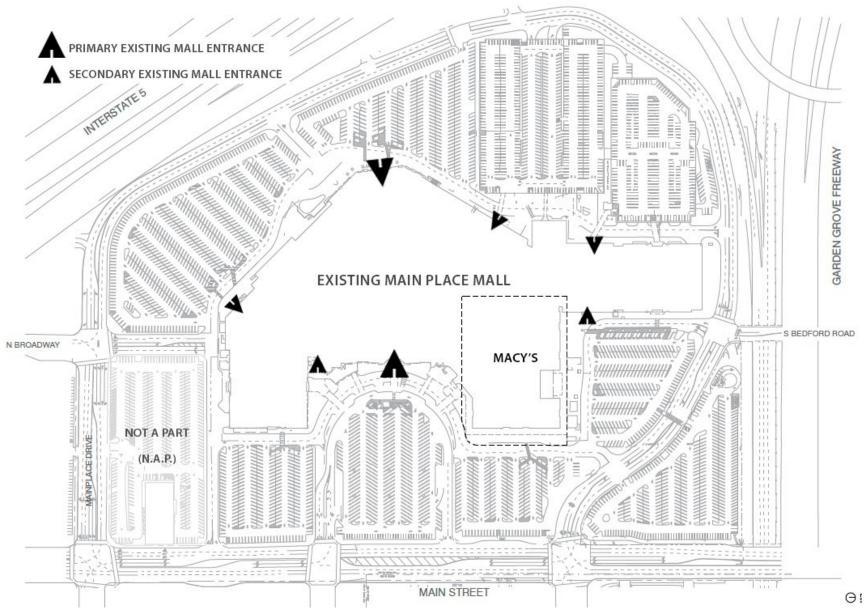


Figure 1-3: Existing Mall







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 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 faculties 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 2018
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 true 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 a true 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 Park
- 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 2-6 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.



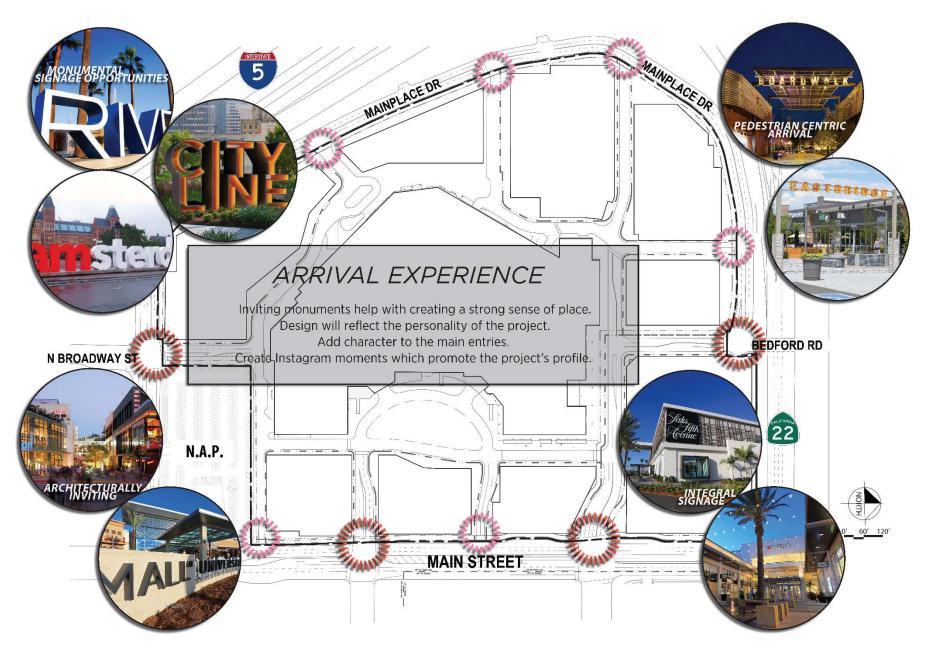


Figure 2-1 Arrival Experience MAINPLACE SPECIFIC PLAN | 2-4



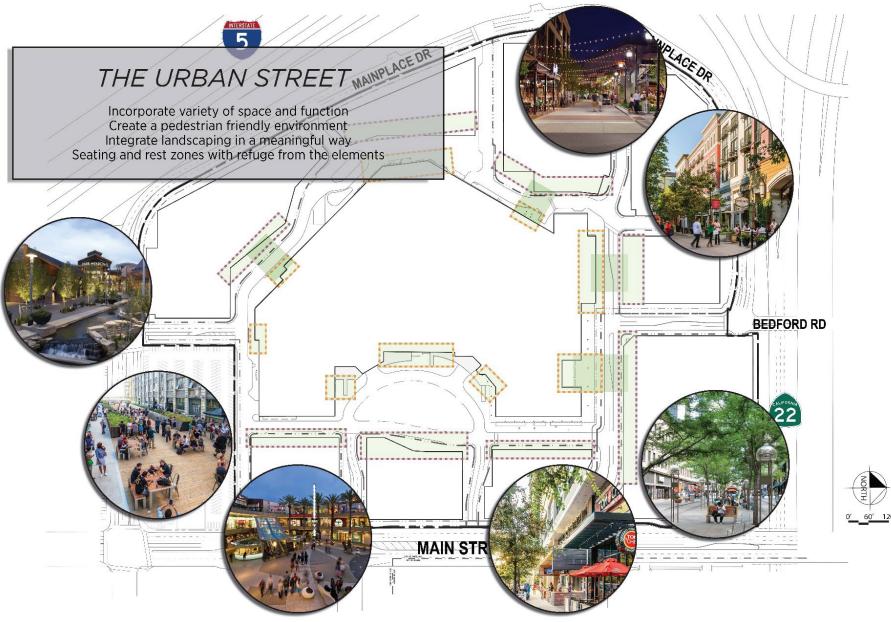


Figure 2-2 The Urban Street





Figure 2-3 Entry Plaza



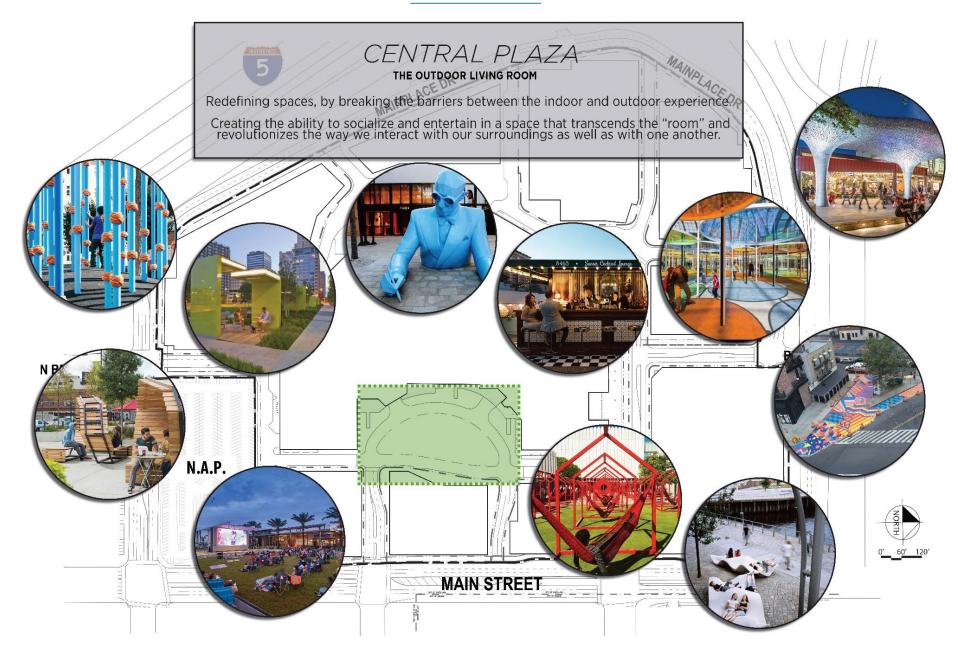


Figure 2-4 Central Plaza MAINPLACE SPECIFIC PLAN | 2-7



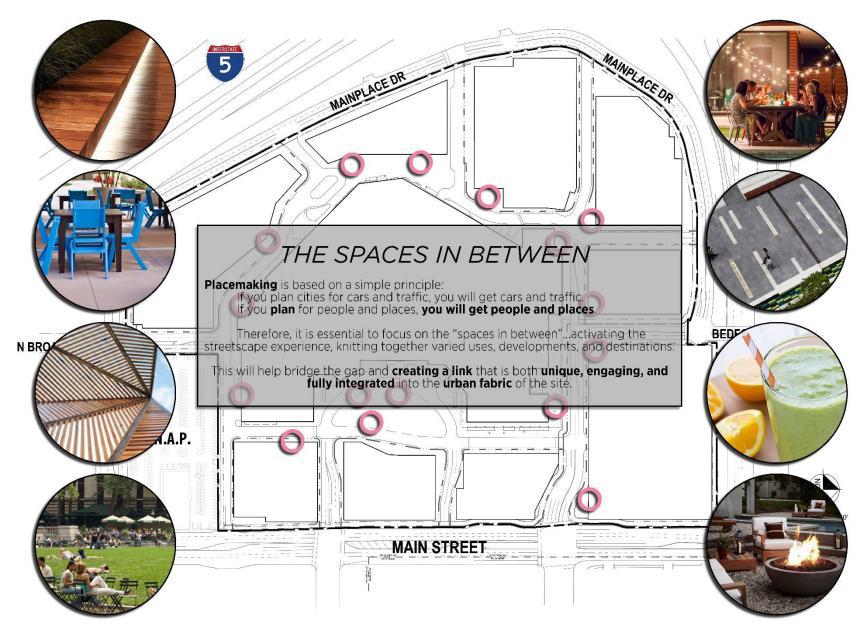


Figure 2-5 The Spaces in Between



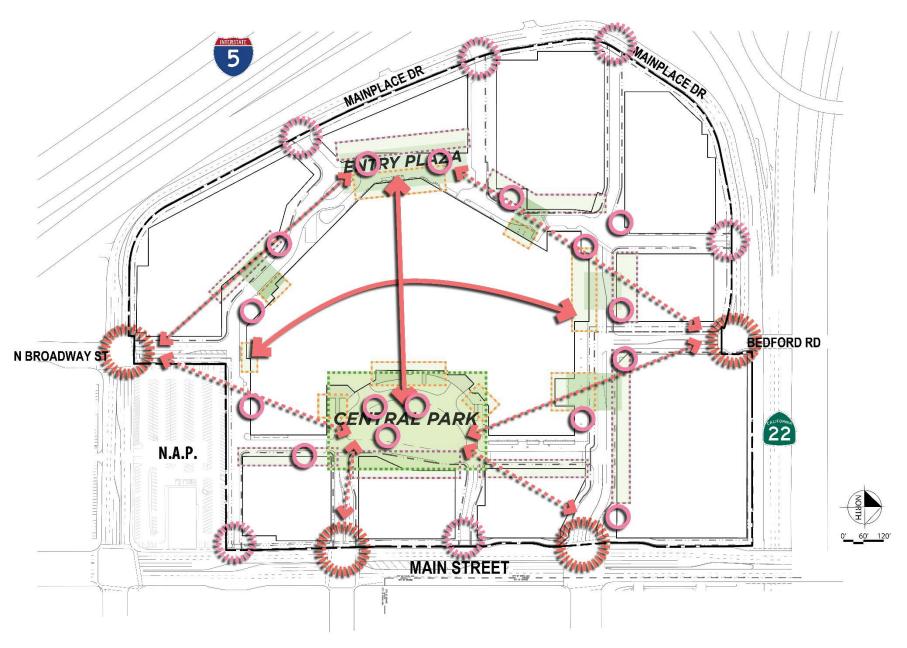


Figure 2-6 Placemaking Connections



2.3 Land Use Plan

As shown in Figure 2-7, *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 true 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.

Table 2-1 Land Use Summary		
Land Use	Intensity	
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	Х	Х		Х	Х	
2	Х	Х	Х		Х	
3	Х	Х	Х		Х	
4	Х	Х	Х		Х	
5		Х	Х	Х	Х	
6	Х	Х	Х	Х	Х	
7	Х	Х		Х	Х	
8		Х	Х	Х	Х	
9	Х		Х	Х	Х	
10		Х	Х	Х	Х	
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.







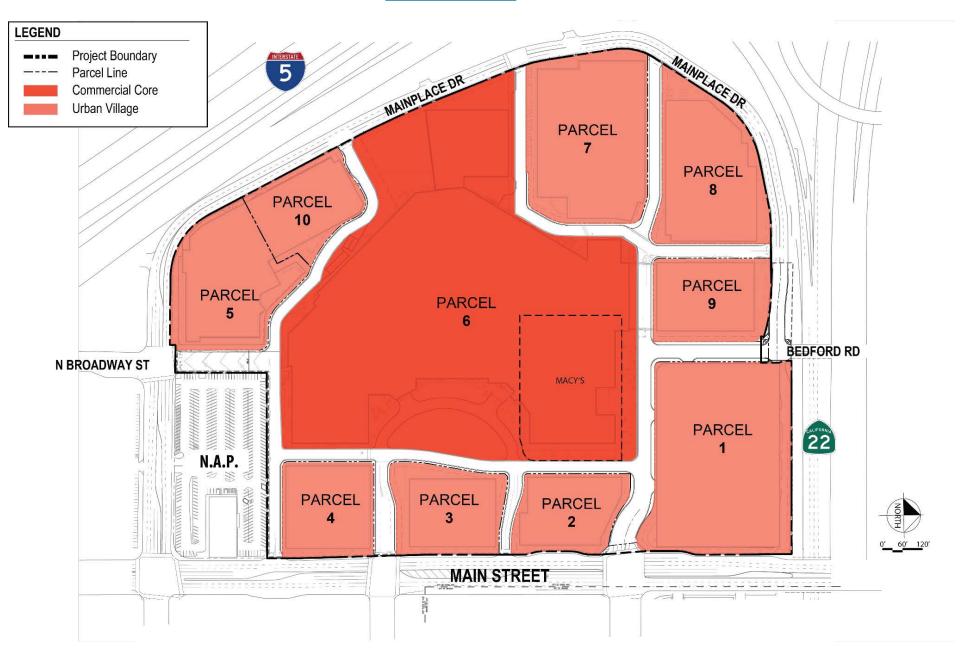


Figure 2-7 Land Use Plan



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 2-8, *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 programing 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.



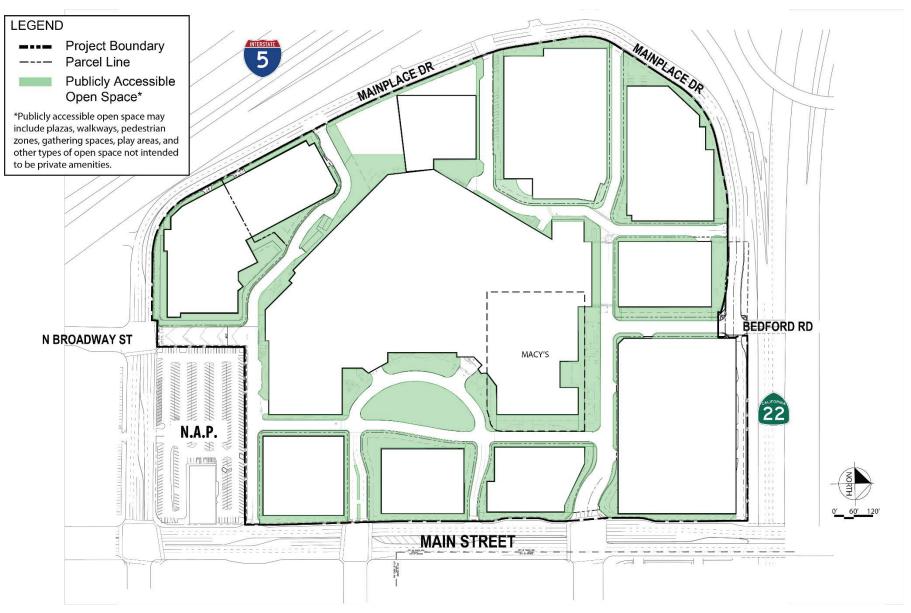


Figure 2-8 Conceptual Open Space

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



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 Mainplace 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 2-11, *Circulation Plan* and Figure 2-10, *Cross Sections*):

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 Mainplace Drive/Town and Country, a second at the parking structure entrance/East City Place Drive, and a third at Mainplace Drive/Memory Lane (see Figure 2-10, *Circulation Plan*).

B. Mainplace Drive

Mainplace 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. Mainplace Drive is constructed as a four-lane public road, with several turn lanes and painted medians but no sidewalks. Mainplace Drive functions as a loop, intersecting with Bedford Road on the north, Broadway on the south, and Main Street in two locations. Improvements to Mainplace Drive are limited to the following:

Vacation of Mainplace 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 Mainplace 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 Mainplace 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.
- No sidewalks are present or proposed within the existing rightof-way of Mainplace 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 Mainplace Drive, within a public use easement.
- Resurfacing of Mainplace Drive along its length, completed in phases as fronting projects develop subject to paving analysis.
- Restriping of Mainplace Drive between Bedford Road and Broadway to accommodate an on-street (Class II) bike lane. This restriping will result in two travel lanes and a center continuous turn lane.

C. Bedford Road

Bedford Road is a public local roadway which connects to Mainplace 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 Mainplace 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 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 Mainplace Drive.

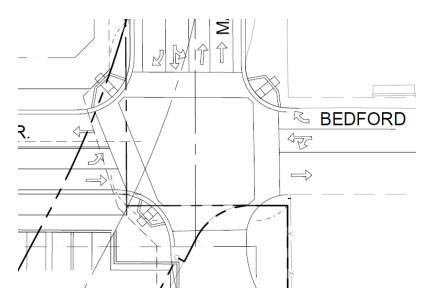


Figure 2-9 Bedford Road Restriping

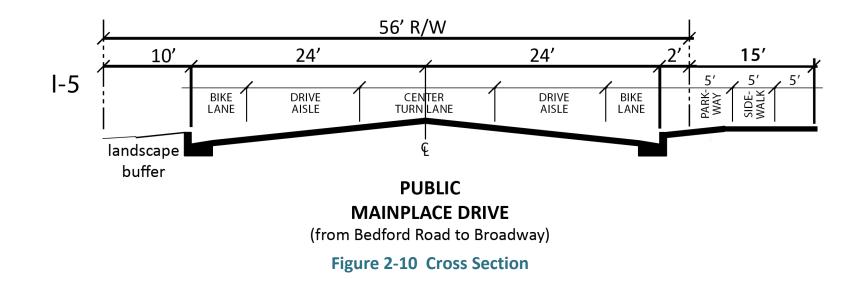
D. Broadway

Broadway is identified in the City's Circulation Element as a Secondary Arterial. It extends to Mainplace 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. An HOV ramp from Broadway provides access to Interstate 5 near the Discovery Science Center, south of MainPlace, but will be eliminated by 2019/2020. No improvements to Broadway are anticipated as part of the Specific Plan. There is an existing traffic signal at Broadway and Mainplace Drive.



E. Internal Loop Road/Private Drive

The inner circulation element providing access to the existing mall building is a private loop drive. In its developed configuration, this private drive will largely be retained, with modifications as shown on Figure 2-11, *Circulation Plan*. Realignment 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 from 26' to 30' 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.





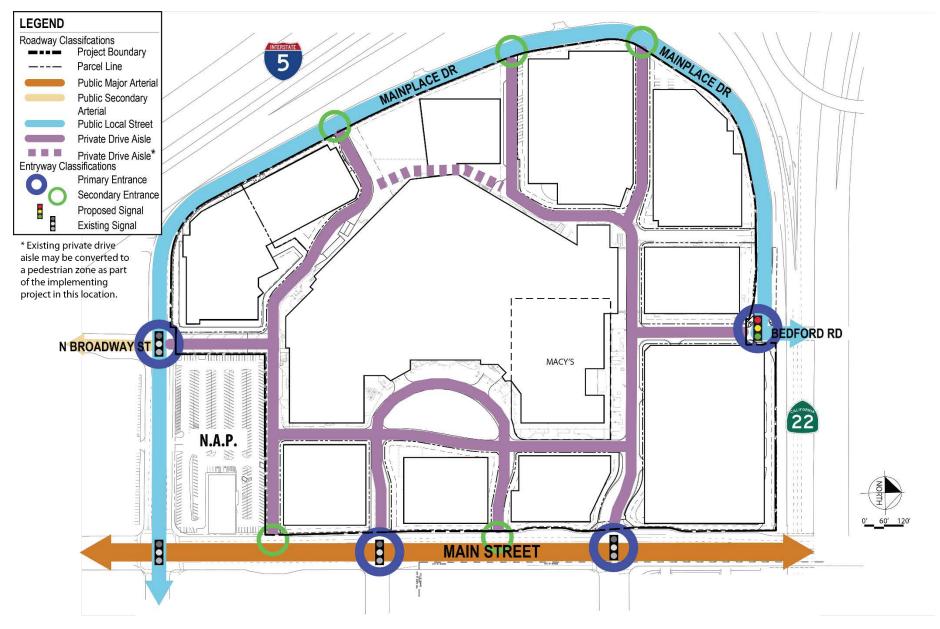
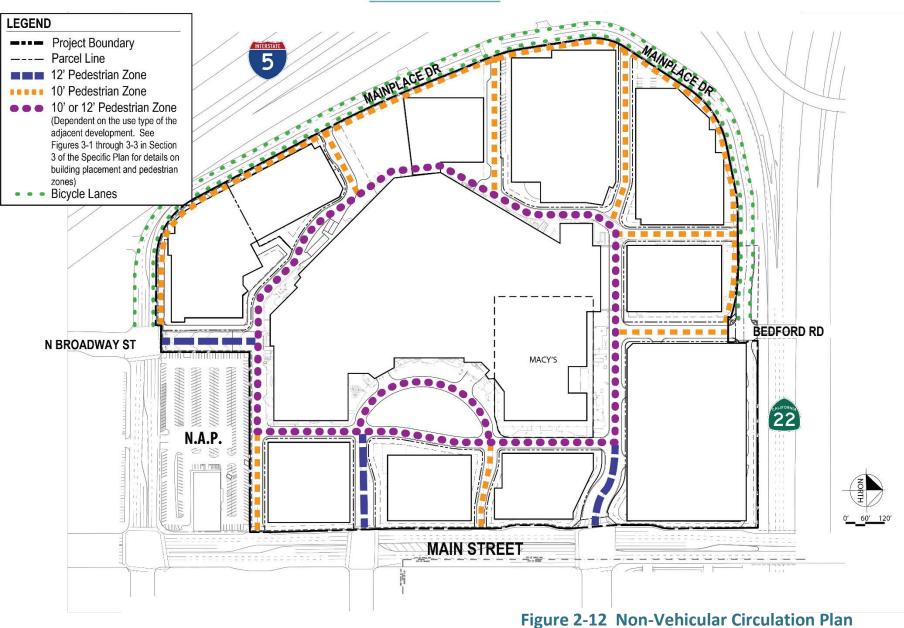


Figure 2-11 Circulation Plan







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 Mainplace Drive from Broadway, Bedford Road, and parking areas.

A regional trail, Santiago Creek Trail, terminates at the eastern side of Broadway at the Mainplace Drive intersection, providing bicycle access to the Specific Plan area from the City of Orange. An onstreet/Class II bike lane will be provided on Mainplace 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 lane (see Figure 2-10, *Cross Section*).

Presently no sidewalks are provided on Mainplace Drive due to constrained right-of-way. The circulation plan includes provision of a sidewalk on the project side of Mainplace Drive, within a 15' building setback from the Mainplace Drive right-of-way (see Figure 2-10, *Cross Section* and 2-12, *Non-Vehicular Circulation*).

Walkways are presently provided at the mall entries and connections with existing parking structures. Figure 2-12, *Non-Vehicular Circulation*, illustrates the anticipated pedestrian connections, including a new sidewalk on the inner edge of Mainplace 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 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 2-12, *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, based on parking ratios established as part of past entitlements. Of these existing parking spaces, 2,942 are provided in the three parking structures. The site is presently overparked.

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 selfpark 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 pickoff 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, Mainplace Drive.

There are four separate fire service connections to the City main in Mainplace 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 Mainplace 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 2-13, *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 Mainplace 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 Mainplace 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 Mainplace 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 Mainplace 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 Mainplace Drive to connect to the City sewer.

Figure 2-14, *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 Mainplace 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 Mainplace 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 onsite 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 Mainplace 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 Mainplace Drive, accommodating drainage from the Mainplace 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 Mainplace 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 Mainplace Drive on the Specific Plan area's western edge.

Figure 2-15, *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/Bioretention: 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 2-15, *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 Mainplace 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.



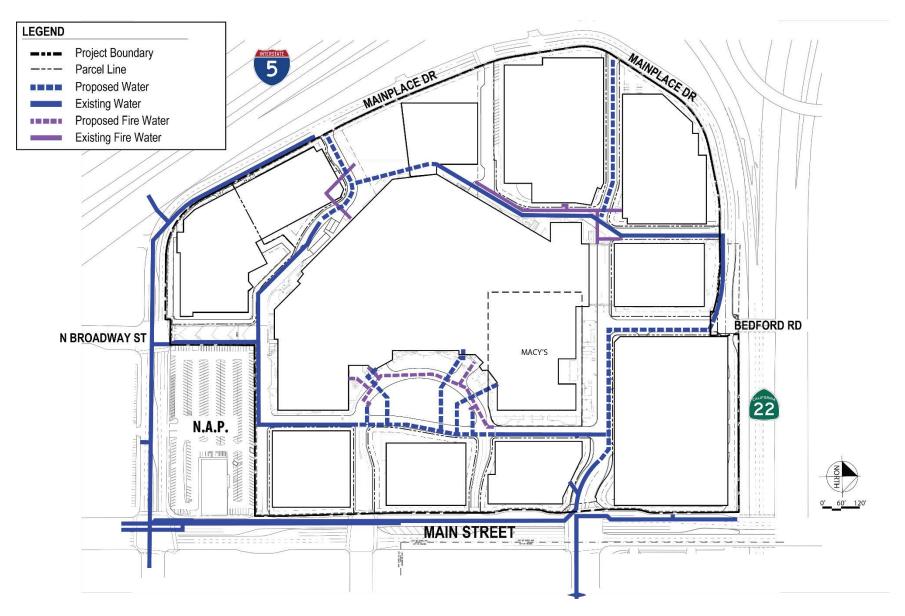


Figure 2-13 Water Plan



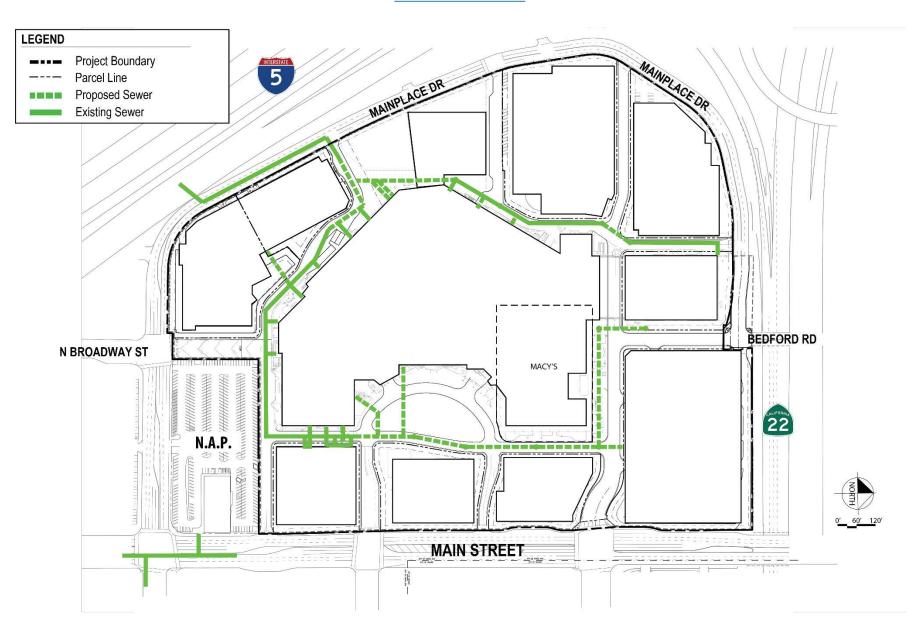


Figure 2-14 Sewer Plan



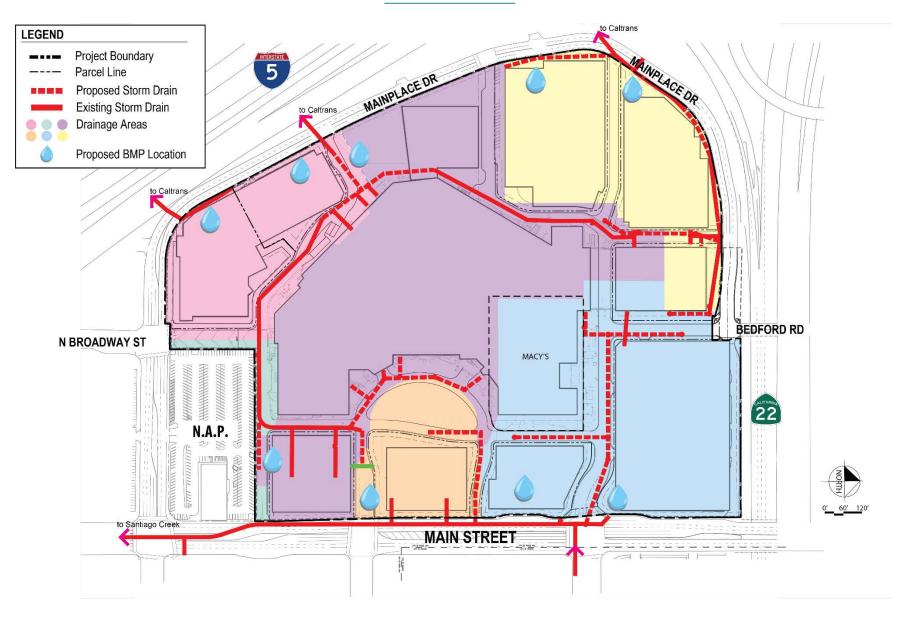


Figure 2-15 Drainage Plan



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 Ware 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:

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/Mainplace 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.

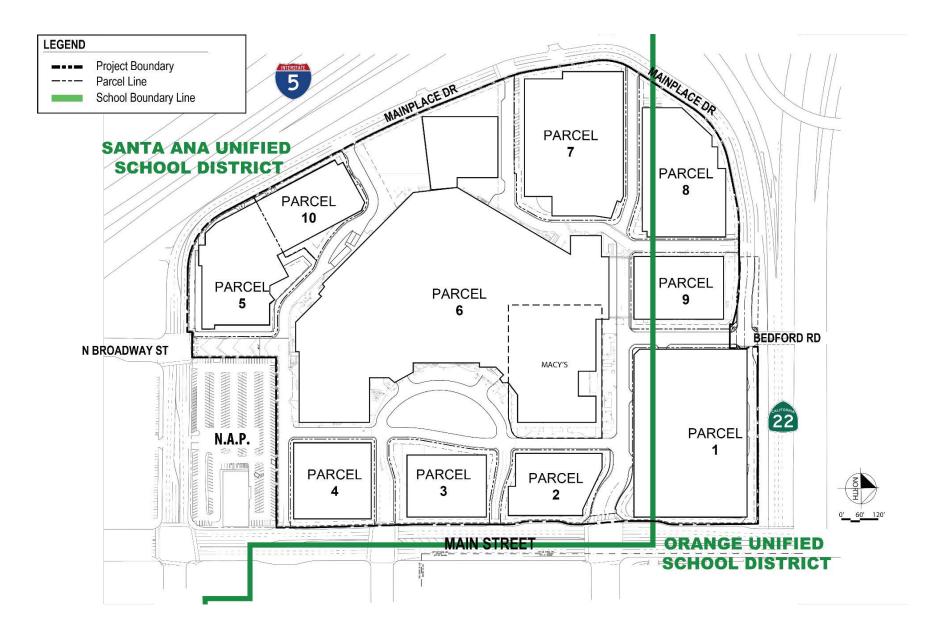


Figure 2-16 School District Boundary Map

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 nonconforming 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 all 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 by up to 12 feet, subject to design 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 and those identified by a "C" are conditional. 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 their 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.	Ρ	Ρ		
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.	Р	Р		
Service oriented office uses including insurance, real estate, travel, finance (including ATMs), creative office co-working (WeWork, Common Desk, etc), and similar uses.	Ρ	Р		
Commercial recreation;	Р	Р		
Gymnasiums and fitness clubs;	Р	Р		
Hotels, including, executive suites, guest suites, long-term stay, with commercial and food service incidental to the hotel use;	Ρ	Р		
Restaurants, cafes and eating establishments (no drive-through);	Р	Р		

Theaters and Cinemas, including ancillary food and alcohol sales (alcohol sales are subject to the provisions of SAMC Section 41-196);PMuseums and Science Centers;CPPublic utility and Municipal uses, including government offices, police substations, library, government offices, police substations, etc.;PPMultifamily 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.);PP
Museums and Science Centers;CPPublic utility and Municipal uses, including electric distribution substations, library, government offices, police substations, etc.;PPMultifamily 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.);PP
Public utility and Municipal uses, including electric distribution substations, library, government offices, police substations, etc.;PMultifamily 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.);PP
government offices, police substations, etc.;PMultifamily 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.);P
Multifamily apartments and/or condominiumsPPand associated leasing offices and recreational/fitness facilities, and including senior living (inclusive of independent living, assisted living, memory care, etc.);P
and associated leasing offices and recreational/fitness facilities, and including senior living (inclusive of independent living, assisted living, memory care, etc.);
recreational/fitness facilities, and including senior living (inclusive of independent living, assisted living, memory care, etc.);
senior living (inclusive of independent living, assisted living, memory care, etc.);
assisted living, memory care, etc.);
Wood burning fireplaces are not permitted in
residential uses. Fire pits may be permitted in
common areas.
Showrooms P
Automobile parking lots and parking structures P P
Incidental support commercial uses within an P P
office or hotel building
Other uses determined by the Planning and P P
Building Executive Director to be similar in
character to the Permitted uses listed above.
Alcohol sales for on-site or off-site consumption; C C
Daycare centers C C
Eating establishments with drive-through C
window service
Food Vending vehicles per SAMC Article XIV – C
(LUC)
Club/Live entertainment venues (music venue, C C
comedy club, nightclub, etc)
Performing/Cultural Arts venues C C
Pushcarts per SAMC Chapter 26 C
Tasting Rooms C C
Temporary outdoor activities per SAMC C C
Major wireless communication facilities per C C
SAMC
Commercial storage facilities C



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)	2.14			
Density (maximum)	90 du/ac ¹			
Lot Width/Depth (minimum)	none			
Arterial Street Setback (Main Street)	15 ft.			
Local Street Setback (MainPlace Drive)	15 ft.			
Distance Between Buildings	Building separation as			
	required by building code			
Building Height (Stories - max)				
Mixed Use Structure	10/20 stories ²			
Residential Structure	10/20 stories ²			
Hotel or Office	12/20 Stories ⁵			
Parking Structure	6 levels above grade (not			
	including grade level or			
	subterranean levels)			
	when exposed to view			
Residential Open Space /Amenity Space	200 sf/unit ⁶			
Overall Project Area Landscape Area	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. 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.

⁴ Density and Floor Area Ratio are averaged across the entire Specific Plan Area

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

⁶ 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





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



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*.

Table 3-3 Parking Standards	
Use	Ratio (min)
Commercial, inclusive of food service and cinema	3.5 spaces/1,000 sf
Residential	1.5 spaces/unit
Guest	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 3,000 square feet), no additional

parking is required. Commercial uses in excess of 3,000 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 SMC 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 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 MainPlace 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", 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. Turf is not permitted.

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 first occupancy for projects 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.



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 MainPlace 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.

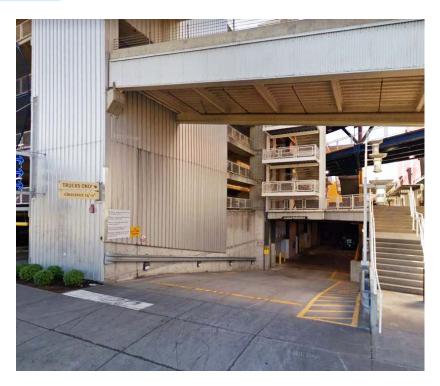


Ingress and egress points should have a clear organization and contain enhanced landscaping to define the area as an entry to the site.



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 shortterm 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 designbuild 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 7foot 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 is 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. Welldesigned and programed 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 commercials 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 cxamples 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 idenity 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.

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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

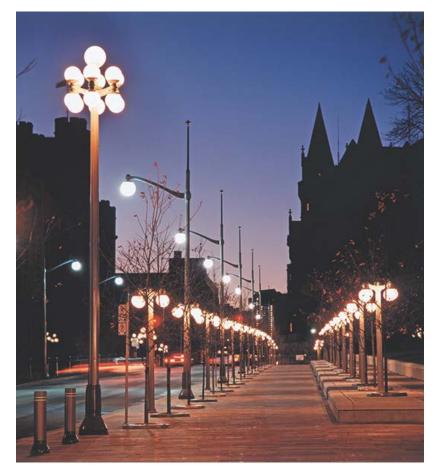
Lighting within the planning area will enhance safety for pedestrians and motorists and create an inviting atmosphere to promote night use of the site. Specific attention should be paid to providing adequate lighting at high pedestrian traffic areas or to illuminate entryway elements.

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 patter 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 MainPlace 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 MainPlace 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).





Lagerstroemla x Watchez Natohez Crape Myrtle



Washingtonia robusta Mexican Fan Palm



Phoenix dactylifera Medjool Date Palms

Pistacia chinensis Chinese Pistache





Gleditsla triacanthos Honeylooust



Olea Europaea Fruttless 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.

MAINPLACE SPECIFIC PLAN | 4-33





Aconium 'Zwartzkop Zwarlzkopf Tree Aeonium



California Meadow Sedge



Dichondra sericea Silverieaf Ponysfoot



Festuca glauca 'Siskiyou Blue' Sisklyou Blue Fecoue

Senecio rowleyanus String of Pearls





Atlas Fesoue

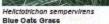


Hesperaloe parviflora Brakelights Brakelights Red Yucca



Rosa X 'Noaschnee' Flower Carpet White Groundoover Rose











Common Ruch

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.





Senecio serpens Blue Chaikstioks



Lomandra longifolia 'Platinum Beauty' Variegated Dwarf Mat Rush



Dianella tasmanica Flax Llly



Sedum spathullfollum Yellow Stoneorop



Muhlenbergla capillaris Irvine' Plumetactio Pink Muhly Grass



Echinocactus grusonii Golden Barrel Caotus



Muhlenbergla rigens Deer Grass



Setcreasea pail/da 'Purple Heart' Purple Heart



Stipe pulchra Tuffed Hair Grass





Blue Glow Agave



Agave attenuata Foxtall Agave

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:
 - a) 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
 - b) Use of flowering vines on walls and arbors where appropriate
 - c) 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.

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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 one24-inch box canopy tree per 25 lineal feet. The trees canbe 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 MainPlace 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 MainPlace 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 onsite 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 tress 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.



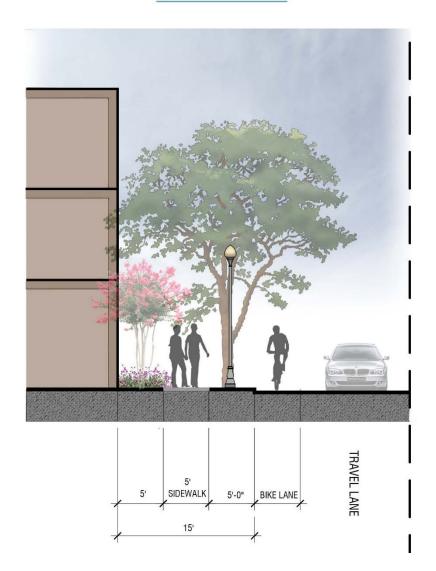


Figure 4-5: Typical Streetscape (MainPlace Drive)





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



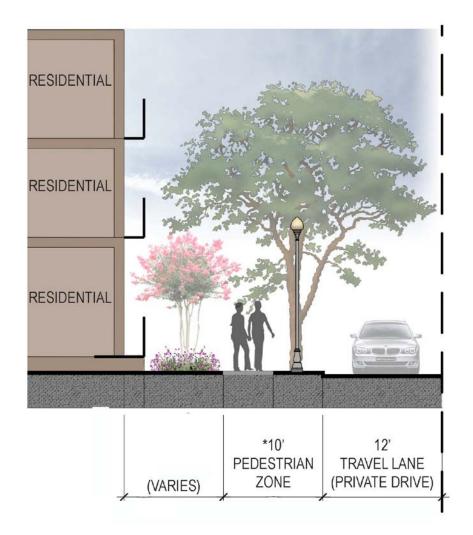


Figure 4-7: Typical Streetscape (Multi-Family Units)



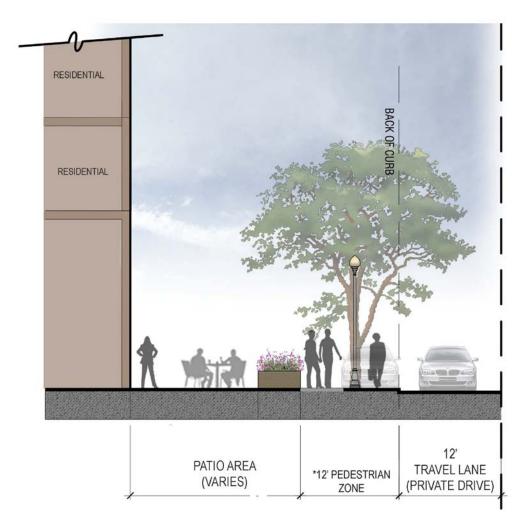


Figure 4-8: Typical Streetscape (Non-Residential Streetscape)

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 18-01 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.



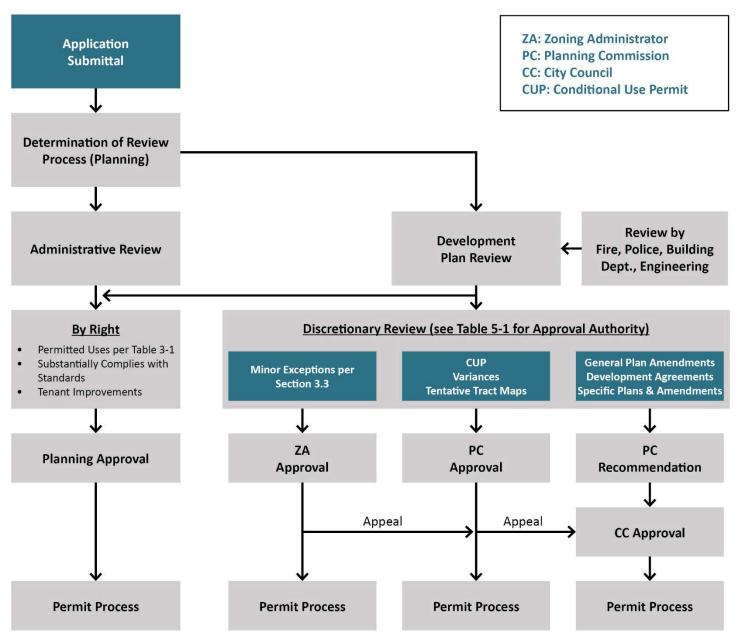


Figure 5-1: Permit Process

MAINPLACE SPECIFIC PLAN | 5-5

Table 5-1					
Review Authority					
Review Authority	Permit Type				
	Occupancy and Use Clearance				
	Sign Permits and updated master sign program				
	Land Use Interpretations				
Planning	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	Minor Exceptions to Development Standards (2)				
	Appeals				
Planning Commission	Conditional Use Permit (3)				
	Tentative Tract Maps				
	Variances (4)				
	Additional height facing I-5 per Table 3-2				
	Appeals of Staff Decisions				
	Specific Plan Adoption and amendments				
	Development Agreement Approval and				
City Council (E)	amendments				
City Council (5)	General Plan Amendments				
	Code Amendments				
	Appeals				
	stent with the Specific Plan's land uses and in substantial				
conformance development standards, applications for new development are					
to be approved admin					
 (2) For uses that fall within the provisions of Section 3.3 of this Specific Plan (2) For Uses identified with a "C" in Table 2.4 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. 					

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

Table 5-2 Land Use Equivalency Conversion							
	Land Use	Equivalency Ratios to Convert to these Land Use Types					
	(Unit)	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	Land Use Equivalencies					
	to Convert From	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			

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 MainPlace 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	Developer	Private/Public	Private/City			
BMPs	Developer	Private	Private			
Public Street	Developer	City	City			
Signals	Developer	City	City			
Private Internal Streets & Driveways	Developer	Private	Private			
Landscaping						
Public Right-of-Way	Developer	City	City			
Common	Developer	Private	Private			
Private Parkways	Developer	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.



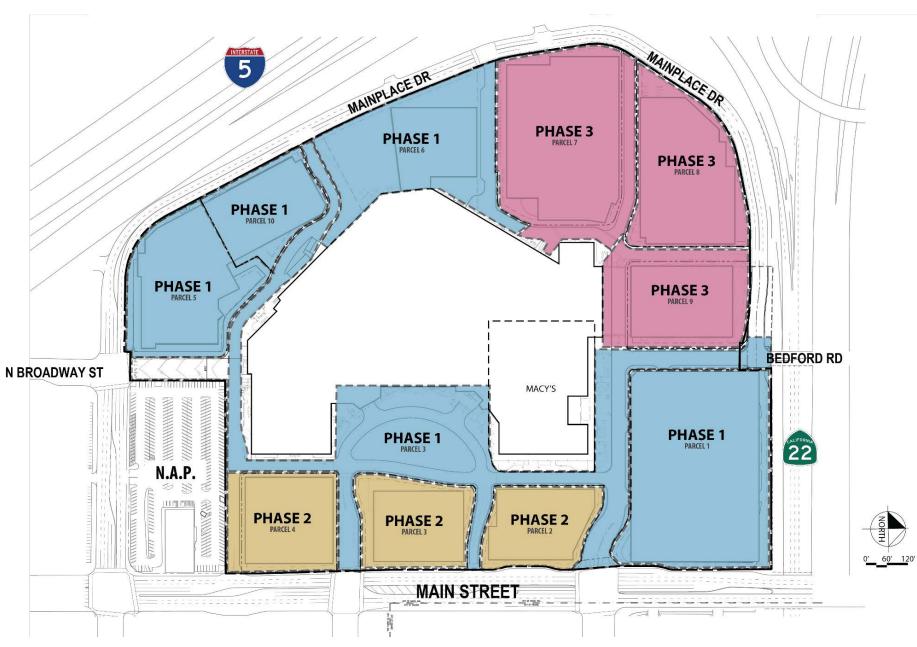


Figure 5-2: Conceptual Phasing Plan





Illustrative First Phase



Illustrative Buildout

MAINPLACE SPECIFIC PLAN | 5-10



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 ORANGE, 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 MAIN-PLACE 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 MAIN-PLACE 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.



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				

EXHIBIT 4

LEGAL DESCRIPTION

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF ORANGE. 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 FEFT 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.

PARCEL A-2:

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 MAIN PLACE 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 BEGINNING; THENCE OF 03' 47" EAST 293.66 FEET; SOUTH THENCE 0° 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 MAIN PLACE 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 OF 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 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:

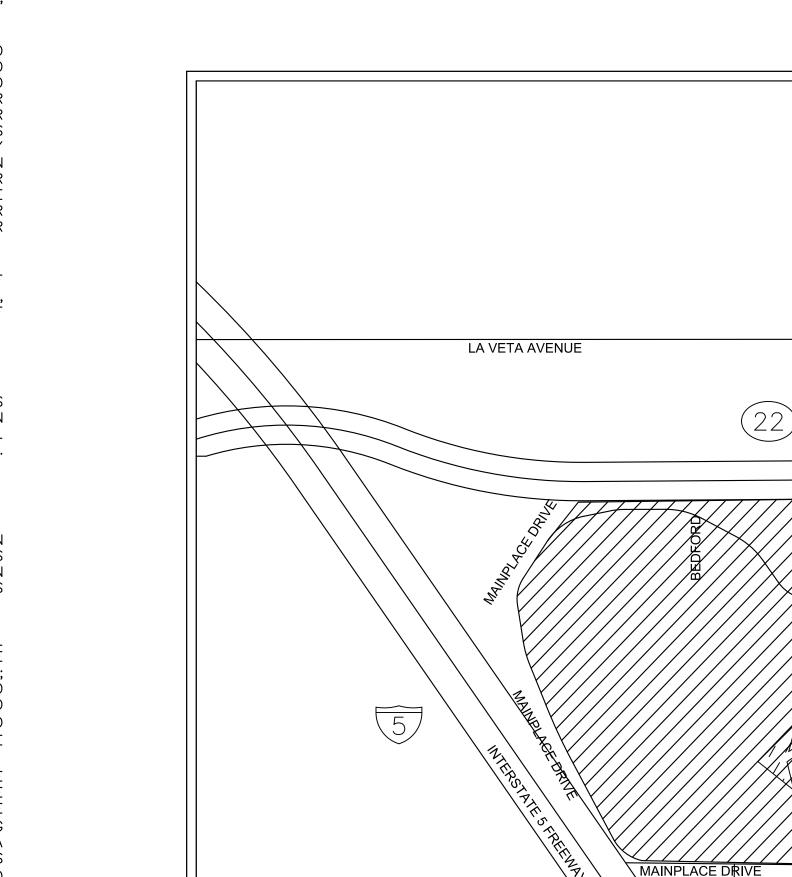
AN EASEMENT FOR ACCESS, LOADING, UNLOADING AND INCIDENTAL PURPOSES THERETO PURSUANT TO THE TERMS OF SECTION II M OF THE AMENDED AND RESTATED CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT DATED JANUARY 24, 1986 RECORDED JANUARY 27, 1986 AS INSTRUMENT NO. 86-35230 OF OFFICIAL RECORDS

PARCEL C-5:

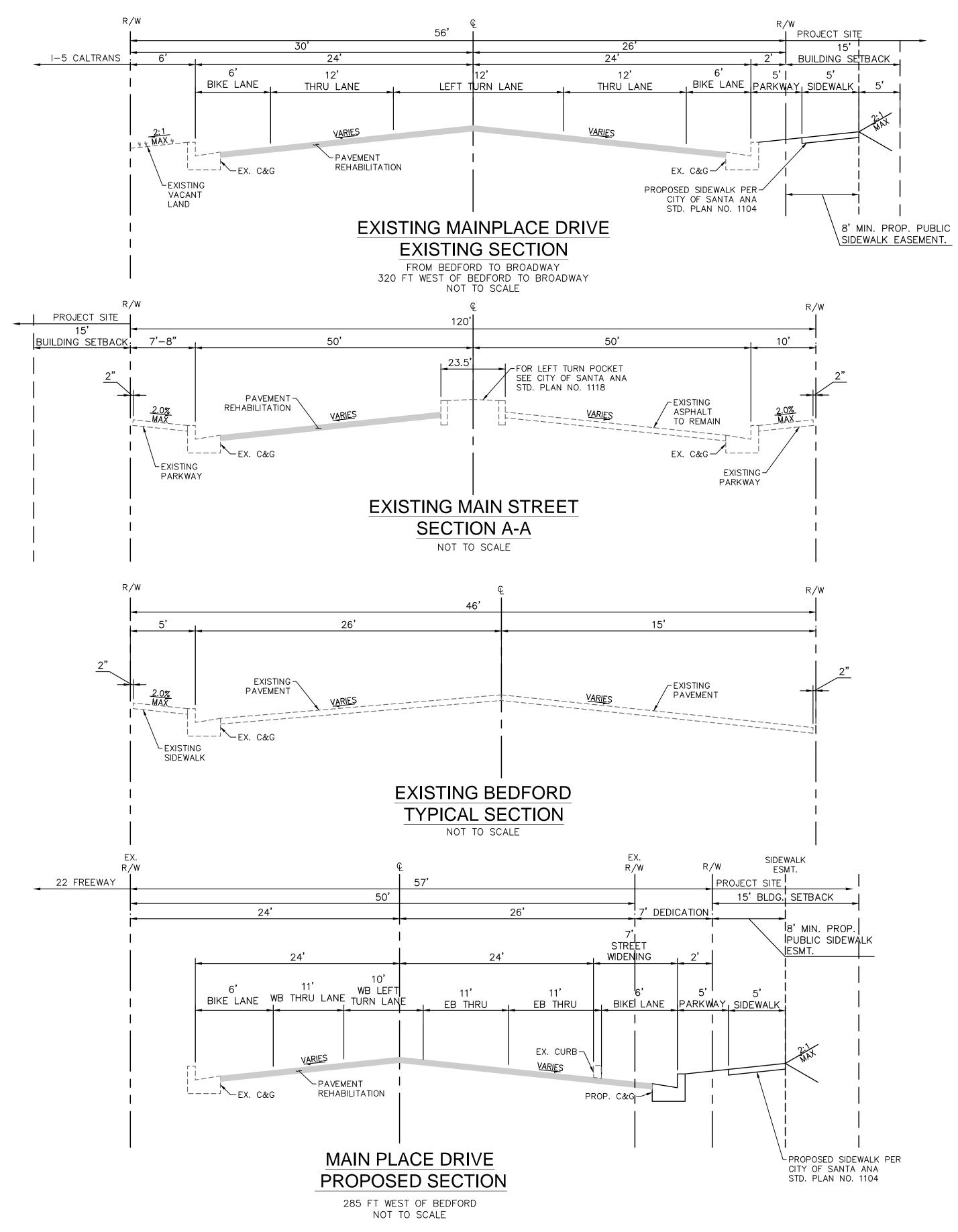
A PERPETUAL EASEMENT FOR CONSTRUCTION, OPERATION, MAINTENANCE, REPAIR, RECONSTRUCTION AND REMOVAL OF IMPROVEMENTS, PURSUANT TO THE TERMS OF SECTION II-N OF IN THE AMENDED AND RESTATED CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT DATED JANUARY 24, 1986 RECORDED JANUARY 27, 1986 AS INSTRUMENT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



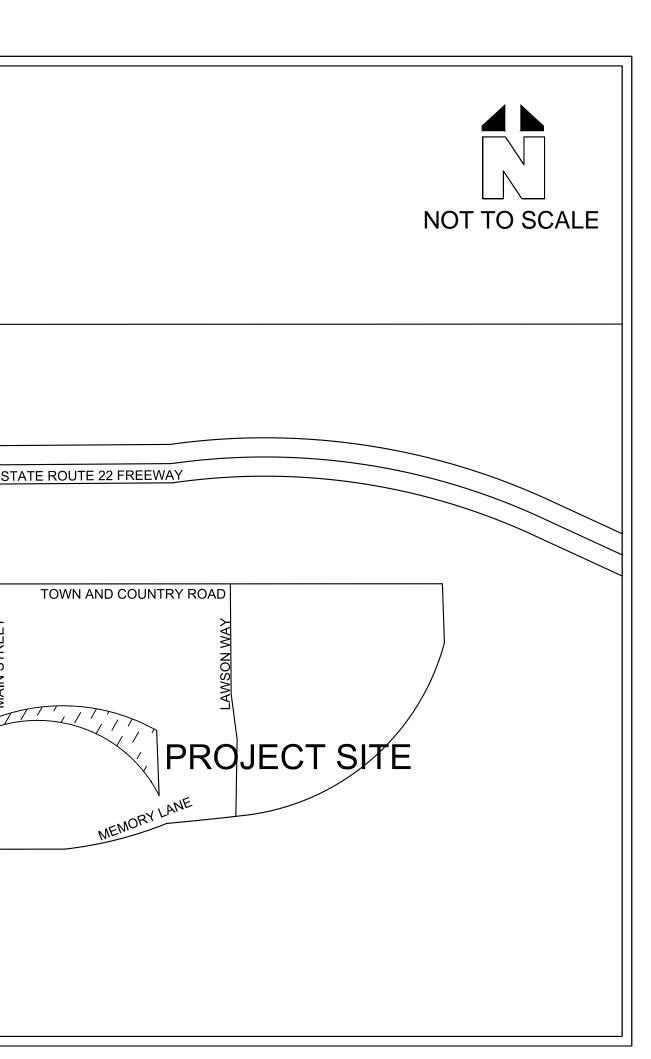
CENTENNIAL MAINPLACE TENTATIVE PARCEL MAP NO. 2018-139



VICINITY MAP N.T.S.



This document, together with the concepts and designs presented herein, as an instrument of service, is intended only for the specific purpose and client for which it was prepared. Reuse of and improper reliance on this document without liability to Kimley-Horn and Associates, Inc.



LEGEND

SUBDIVISION BOUNDARY ------ PROPOSED LOT LINE ----- EXISTING LOT LINE - - - PROPOSED EASEMENTS ---- EXISTING EASEMENTS ----- CENTERLINE

ABBREVIATIONS

RIGHT OF WAY
BUILDING
SUBDIVISION
PROPOSED
EXISTING
CENTERLINE
PROPERTY LINE
ACRES
CONCRETE
SITE VISIBILITY TRIANGLE

SHEET INDEX

SHEET NO.	SHEET TITLE
1	TITLE SHEET
2	TENTATIVE PARCEL MAP
3	PRELIMINARY GRADING PLAN
4	PRELIMINARY GRADING PLAN
5	PRELIMINARY GRADING PLAN
6	PRELIMINARY GRADING PLAN
7	PRELIMINARY UTILITY PLAN
8	PRELIMINARY UTILITY PLAN
9	PRELIMINARY UTILITY PLAN
10	PRELIMINARY UTILITY PLAN
11	GARBAGE TRUCK TURN ANALYSIS

PROJECT TEAM

RECORD OWNER/SUBDIVIDER/DEVELOPER/OWNER:

OLIVER ROBINSON CMF MP SOUTH LLC.

A DELAWARE LIMITED LIABILITY COMPANY 8750 N. CENTRAL EXPRESSWAY, SUITE 1740 DALLAS, TX 75231 PHONE: (972) 888-8044

MAINPLACE SHOPPINGTOWN LLC, A DELAWARE LIMITED LIABILITY COMPANY 8750 N. CENTRAL EXPRESSWAY, SUITE 1740 DALLAS, TX 75231

PHONE: (972) 888-8044 CIVIL ENGINEER:

JASON MARECHAL, PE(#63164) KIMLEY-HORN AND ASSOCIATES 765 THE CITY DRIVE, SUITE 200 ORANGE, CA 92868

PHONE: (714) 939–1030 ARCHITECT: ANDREW FAST

OMNIPLAN 1845 WOODALL RODGERS FREEWAY, SUITE 1500

DALLAS, TEXAS 75201 PHONE: (214) 775-0682

FINAL GRADE AS INDICATED ON THE GRADING PLAN(S).

ESTIMATED EARTHWORK QUANTITIES

CUT: 470,000 ± CY

FILL: 27,000 ± CY NET: $443,000 \pm CY (CUT)$

NOTE: THE ABOVE QUANTITIES ARE APPROXIMATE IN PLACE VOLUMES CALCULATED FROM THE EXISTING GROUND TO THE PROPOSED FINISHED GRADE. EXISTING GROUND IS DEFINED BY THE CONTOURS AND SPOT GRADES ON THE BASE SURVEY. PROPOSED FINISHED GRADE IS DEFINED AS THE

FLOOD ZONE

THE SUBJECT PROPERTY IS LOCATED IN FLOOD ZONE "X" (SHADED) DESCRIBED AS AREAS OF 0.2% ANNUAL CHANCE FLOOD; AREAS O 1-PERCENT ANNUAL CHANCE FLOOD WITH AVERAGE DEPTHS OF LESS THAN 1 FOOT OR WITH DRAINAGE AREAS LESS THAN 1 SQUARE MILE; AND AREAS PROTECTED BY LEVEES FROM 1-PERCENT ANNUAL CHANCE FLOOD, PER FLOOD INSURANCE RATE MAP NO. 06059C0163J, COMMUNITY NO. 060232 PANEL NO. 0163 J, DATED DECEMBER 3, 2009.

NOTE: THIS AREA IS SHOWN AS BEING PROTECTED FROM THE 1-PERCENT-ANNUAL-CHANCE OR GREATER FLOOD HAZARD BY A LEVEE SYSTEM. OVERTOPPING OR FAILURE OF ANY LEVEE SYSTEM IS POSSIBLE.

ACCREDITED LEVEE NOTES TO USERS: CHECK WITH YOUR LOCAL COMMUNITY TO OBTAIN MORE INFORMATION, SUCH AS THE ESTIMATED LEVEL OF PROTECTION PROVIDED (WHICH MAY EXCEED THE 1-PERCENT-ANNUAL-CHANCE) AND EMERGENCY ACTION PLAN, ON THE LEVEE SYSTEM(S) SHOWN AS PROVIDING PROTECTION FOR AREAS ON THIS PANEL. TO MITIGATE FLOOD RISK IN RESIDUAL AREAS. PROPERTY OWNERS AND RESIDENTS ARE ENCOURAGED TO CONSIDER FLOOD INSURANCE AND FLOOD PROOFING OR OTHER PROTECTIVE MEASURES.

BASIS OF BEARINGS

THE BEARING NORTH 01° 05' 58" EAST OF THE CENTERLINE OF MAIN STREET AS SHOWN ON PARCEL MAP NO. 99-152 RECORDED IN BOOK 328. PAGES 37 THROUGH 42 OF PARCEL MAPS IN THE OFFICE OF THE COUNTY RECORDER OF ORANGE COUNTY, WAS USED AS THE BASIS OF BEARINGS FOR THIS SURVEY.

BENCHMARK

COUNTY OF ORANGE ALUMINUM BENCHMARK DISK STAMPED "SA 295 82" SET IN THE SOUTHWEST CORNER OF A 9 FT. BY 3.5FT. CONCRETE CATCH BASIN. MONUMENT IS LOCATED IN THE SOUTHEAST CORNER OF THE INTERSECTION OF MAIN STREET AND MEMORY LANE, APPROXIMATELY 350 FEET. SOUTHERLY OF THE CENTERLINE OF MAINPLACE DR./MEMORY LAND AND 46 FEET EASTERLY OF THE CENTERLINE OF MAIN STREET. MONUMENT IS SET LEVEL WITH THE SIDEWALK. ELEVATION = 151.746 (NAVD88 ADJUSTED 2010)

UTILITY PURVEYORS

WATER, SEWER, & TRASH CITY OF SANTA ANA 20 CIVIC CENTER PLAZA, SANTA ANA, CA 92701 (714) 647-5454

<u>ELECTRIC</u> SOUTHERN CALIFORNIA EDISON (SCE) 14155 BAKE PARKWAY IRVINE, CA 92618 (714) 796-9932

SOUTHERN CALIFORNIA GAS COMPANY 1919 STATE COLLEGE BLVD. ANAHEIM, CA 92806-3120 (714) 634–6278

<u>AT&T</u> 11265 N. VAN BUREN ST., RM. 180 ANAHEIM, CA 92807 (714) 666-5467 CABLE TV CHARTER DAVE DOLNEY 1500 AUTO CENTER DR. ONTARIO, CA 92841 (714) 903–8446

SITE ADDRESS: NET SUBTOTAL ARE/	A	2800 N. MAI 47.04 AC	N ST. SANTA	ANA, CA 927	705				
AREA TO BE VACATI	ΈD	1.18 AC							
AREA TO BE DEDICA		0.22 AC							
NET AREA VACATION GROSS TOTAL AREA		0.96 AC 46.08 AC							
TOTAL LOTS		10							
EXISTING ZONING CLASSIFICATION:		C2 (GENERAI	_ COMMERCIAL	_)					
EXISTING USE:		MALL		-7					
PROPOSED USE:		MIXED USE							
PARCEL MAP:		99–152 PARCELS 1–							
PARCEL NUMBERS: GENERAL PLAN DESI	IGNATION:								
PROPOSED ZONING:		SP-4							
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002-221-30 0	02-222-01								
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SHEET NUMBER

LEGEND

SUBDIVISION BOUNDARY ----- PROPOSED LOT LINE ----- EXISTING LOT LINE ---- EXISTING EASEMENTS ----- CENTERLINE — — · — · — BUILDING SETBACK

- --- PROPOSED EASEMENTS

AREA TO BE DEDICATED

AREA TO BE VACATED. PUBLIC UTILITIES TO BE RELOCATED.

PARCEL NUMBER	
1	
2	
3	
4	
5	
6	
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9	
10	
NET SUBTOTAL	
NET VACATION	
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S88°15'03'E'81.43'-

REFERENCE DOCUMENT: CHICAGO TITLE COMPANY'S PRELIMINARY REPORT ORDER NO. 00035053-994-X49, EFFECTIVE DATE JULY 14, 2015, AMENDED JULY 27, 2015.

TEM NO.	GRANTEE	PURPOSE	REFERENCE	REMARKS	DISPOSITION
2	STATE OF CALIFORNIA	CONSTRUCTION, LANDSCAPING OR MAINTENANCE OF FREEWAYS	BOOK 2754 PAGE 562, BOOK 2786 PAGE 270, BOOK 5306 PAGE 336, BOOK 5803 PAGE 212 REC. 06/23/1954, O.R.'s	SHOWN HEREON	TO REMAIN
3	STATE OF CALIFORNIA	INGRESS AND EGRESS RIGHTS HAVE BEEN RELINQUISHED TO OR FROM FREEWAYS	BOOK 2754 PAGE 562 BOOK 2786 PAGE 270 BOOK 3188 PAGE 329 BOOK 5306 PAGE 336 BOOK 5427 PAGE 434 BOOK 5803 PAGE 212 BOOK 8081 PAGE 331 BOOK 10114 PAGE 873 REC 06/23/1954, O.R.'s	SHOWN HEREON	TO REMAIN
4	THE CITY OF SANTA ANA	WATER LINE	BOOK 4178 PAGE 504 REC. 1/28/1958, O.R.	SHOWN HEREON	QUIT CLAIM ON MAP
5	BET. SANTA ANA VENTURE, FEDERATED DEPT. STORES, INC., NORDSTROM, INC., ADCOR REALTY CORP., & THE CITY OF SANTA ANA	PEDESTRIAN & VEHICULAR INGRESS & EGRESS, PARKING UTILITIES, LOADING DOCK, CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT		SHOWN HEREON AFFECTS PARCEL C-2	TO REMAIN
	FEDERATED DEPARTMENT	SANITARY SEWERS	1/27/1986, O.R. BOOK 9415 PAGE 49	SHOWN HEREON (10'	TO REMAIN
6 7	STORES, INC. CITY OF SANTA ANA	OPEN AIR	REC. 9/25/1970, O.R. BOOK 12136 PAGE 154 REC. 4/6/1977, O.R.	SHOWN HEREON (10 <u>WIDE)</u> SHOŴN HEREON	TO REMAIN
8	CITY OF SANTA ANA	WATER LINES, APPUR. & INGRESS & EGRESS	BOOK 12413 PAGE 1940 REC. 10/13/1977, O.R.	SHOWN HEREON	PARTIAL RELOCATION
(10)	BET. SANTA ANA VENTURE, CENTER PARTNERS,FED. DEPT. STORES, NORDSTROM,ADCOR REALTY & CITY OF SANTA ANA	CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT	INST. NÓ. 86–35230 REC. 1/27/1986, O.R. INST. NO. 88–637306 REC. 12/7/1988, O.R.	AFFECTS PARCEL C-2	TO REMAIN
(12)	BET. SANTA ANA VENTURE & NORDSTROM	SHORT LEASE FORM & LOADING DOCK EASEMENT	INST. NO. 86–35234 REC. 1/27/1986, O.R.	SHOWN HEREON (AFFECTS PARCEL A-1)	TO REMAIN
(13)	THE CITY OF SANTA ANA	TRAFFIC SIGNALS, POLES, DETECTOR LOOPS, PULL BOXES, CONDUITS, WIRES & APPUR., INGRESS & EGRESS	INST. NO. 87-402654	SHOWN HEREON (AFFECTS PARCEL A-1)	
(14)	THE CITY OF SANTA ANA	TRAFFIC SIGNALS, POLES, DETECTOR LOOPS, PULL BOXES, CONDUITS, WIRES & APPUR., INGRESS & EGRESS	REC 7/15/1987 OR	SHOWN HEREON (AFFECTS PARCEL A-1)	TO REMAIN
(15)	THE CITY OF SANTA ANA	PUBLIC UTILITIES	INST. NO. 87–681878 REC. 12/9/1987, O.R. INST. NO. 91–293822	SHOWN HEREON	PARTIAL RELOCATION
(16)	SOUTHERN CALIFORNIA EDISON COMPANY	UNDERGROUND CONDUITS	REC. 6/10/1991, O.R. INST. NO. 88–067289 REC. 2/16/1988, O.R.	SHOWN HEREON	PARTIAL RELOCATION
$\langle 17 \rangle$	SOUTHERN CALIFORNIA EDISON COMPANY	SYSTEMS & COMM. SYSTEM		SHOWN HEREON	PARTIAL RELOCATION
(18)	THE CITY OF SANTA ANA	EXCL. UNDERGRD., NON-EXCL. SURFACE EASEMENT FOR PUBLIC EASEMENT	INST. NO. 91–039419 REC. 1/28/1991, O.R.	SHOWN HEREON	TO REMAIN
(19)	THE CITY OF SANTA ANA	STREET	INST. NO. 91–692518 REC. 12/17/1991, O.R.	SHOWN HEREON (AFFECTS PARCEL C-1)	
20	SANTA ANA VENTURE SANTA ANA	SANITARY SEWER	INST. NO. 93–54035 REC. 1/25/1993, O.R.	SHOWN HEREON	TO REMAIN
<u>21</u>	BULLOCK'S PROPERTIES CORP.	UNDERGROUND SEWER PIPELINE	INST. NO. 93–081029 REC. 2/5/1993, O.R.	SHOWN HEREON	TO REMAIN
<u> </u>	SOUTHERN CALIFORNIA EDISON COMPANY	UNDERGRD. ELEC. SUPPLY SYSTEMS & COMM. SYSTEM	REC. 6/22/1993, O.R.	BLANKET IN NATURE	TO REMAIN
<u><23</u> >	SOUTHERN CALIFORNIA EDISON COMPANY	ELEC. SUPPLY SYSTEMS & COMM. SYSTEM	REC. 8/16/1994, O.R.		PARTIAL RELOCATION
26		SHOWN EXISTING CALTRANS R-O-W OF GARDEN GROVE FWY.	R.O.S. NO. 2003–1006 BOOK 199 PAGES 1–16	MONUMENTS FOUND SHOWN HEREON	TO REMAIN
29	JCPENNY CORP.	MEMORANDUM OF SUBLEASE	INST. NO. 10–161950 REC. 4/07/2010, O.R.	SHOWN HEREON	TO REMAIN
32	SOUTHERN CALIFORNIA EDISON COMPANY	UNDERGRD. ELEC. SUPPLY SYSTEMS & COMM. SYSTEMS	INST. NO.2014-000486132 REC. 11/12/2014, O.R.	SHOWN HEREON (6' WIDE)	TO REMAIN
33	THE CITY OF SANTA ANA	PUBLIC STREET	NST. NO.91-692518 REC. 12/17/1991, O.R.	AFFECTS A PORTION OF PARCEL C-1	OUTSIDE MAP BOUNDARY
34	SOUTHERN CALIFORNIA EDISON COMPANY	PRIVATE RECIPROCAL INGRESS-EGRESS, DRIVEWAY	P.M. 99-152, M.B. 328 PAGES 36 TO 42 REC. 11/20/2002, O.R.	AFFECTS PARCELS 1, 2, 3, 6, 7. AND 8	TO REMAIN
35			INST. NO.94–050683 REC. 8/16/1994, O.R.	AFFECTS A PORTION OF PARCEL C-1	TO REMAIN
36	SOUTHERN CALIFORNIA EDISON COMPANY	UNDERGRD. ELEC. SUPPLY SYSTEMS & COMM. SYSTEMS			PARTIAL RELOCATION

CONCEPTUAL PUBLIC IMPROVEMENTS AND UTILITY QUANTITIES: QUANTITIES <u>ITEM</u>

	AC PAVEMENT 2	46,700	SF		
	CURB & GUTTER	225	LF		
	SIDEWALK	-	LF		
	NEW CURB RETURNS	10	ΕA		
	12" WATER MAIN	1,360	LF		
	FIRE HYDRANTS	13	ΕA		
	NEW WATER SERVICES	10	ΕA		
	PUBLIC SEWER LATERAL	2	ΕA		
	PUBLIC STORM LATERAL	3	ΕA		
10.	TE: QUANTITIES LISTED ABOVE ARE BASES ON CONCEPTUAL	ASSUMPTIO	NS.	SITE	ΡL

NUTE: QUANTITIES LISTED ABOVE ARE BASES ON CONCEPTUAL ASSUMPTIONS, SITE PLANS AND ACTUAL PARCEL USAGE/DESIGN IS NOT KNOWN AT THIS TIME. PARCELS WILL BE DEVELOPED IN MULTIPLE PHÁSES AND YEARS. FINAL QUANTITIES WILL BE DETERMINED AT THE TIME OF DESIGN OF EACH INDIVIDUAL PARCEL.

GENERAL NOTES:

1. THE BMPS, SHOWN ON THE APPROVED TENTATIVE MAP 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). ALL ACCESSIBILITY RAMPS ARE TO BE CONSTRUCTED PER CITY OF SANTA ANA CITY

STD. NO. 1122. RELOCATE ALL UTILITIES BEFORE VACATION OF MAINPLACE DRIVE. 15X15' SIGHT VISIBILITY TRIANGLE (SVT) SHOWN AT PROPOSED DRIVEWAYS

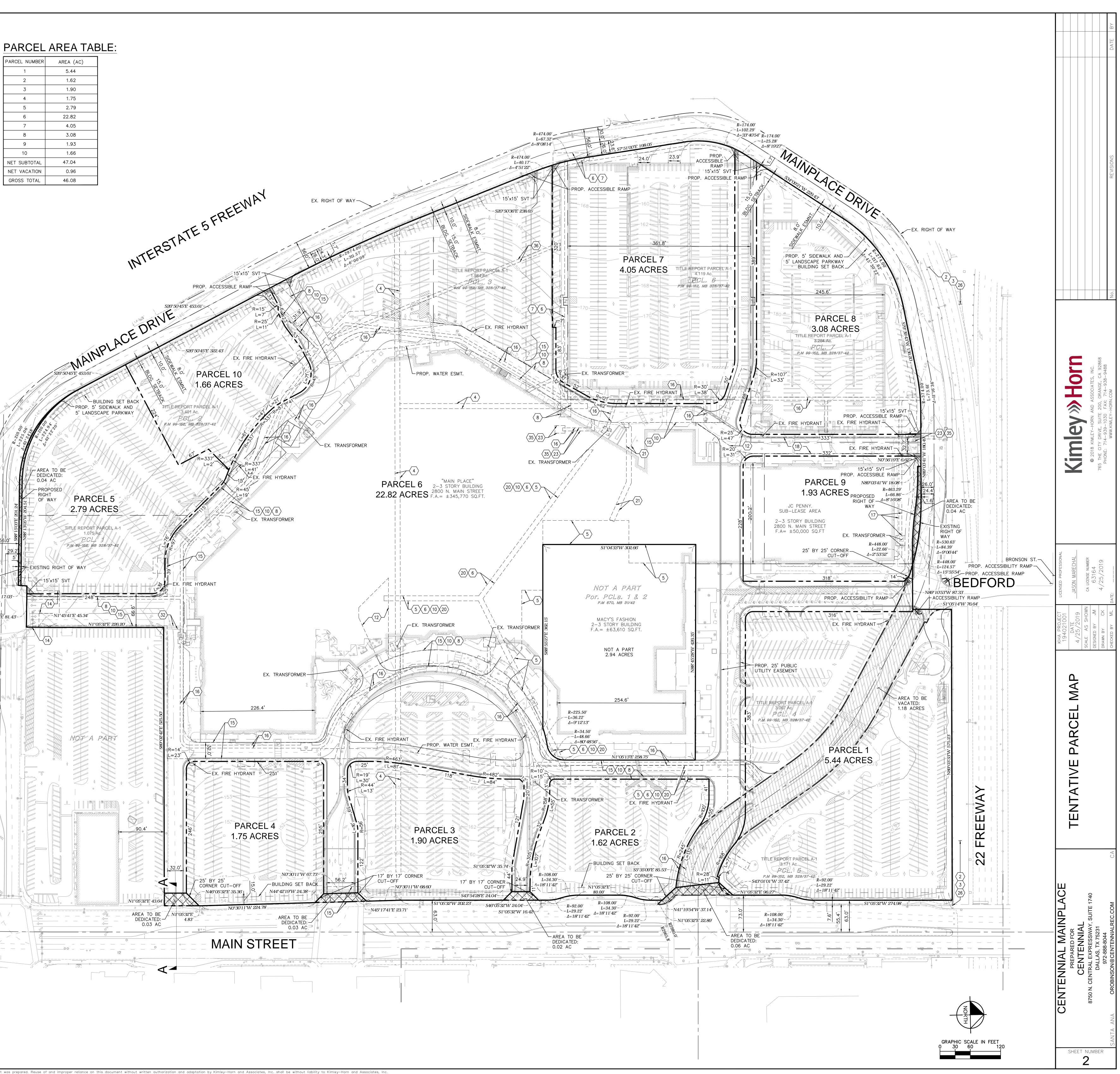
ALL PUBLIC MEDIANS AND PARKWAYS ALONG MAIN PLACE DRIVE FROM BROADWAY TO BEDFORD ROAD AND MAINSTREET BETWEEN MAIN PLACE DRIVE AND THE 22 FREEWAY

SHALL HAVE DROUGHT TOLERANT LANDSCAPE PER THE CITY OF SANTA ANA PARKWAY GUIDELINE FOR DROUGHT TOLERANT PLANTS INSTALLED.

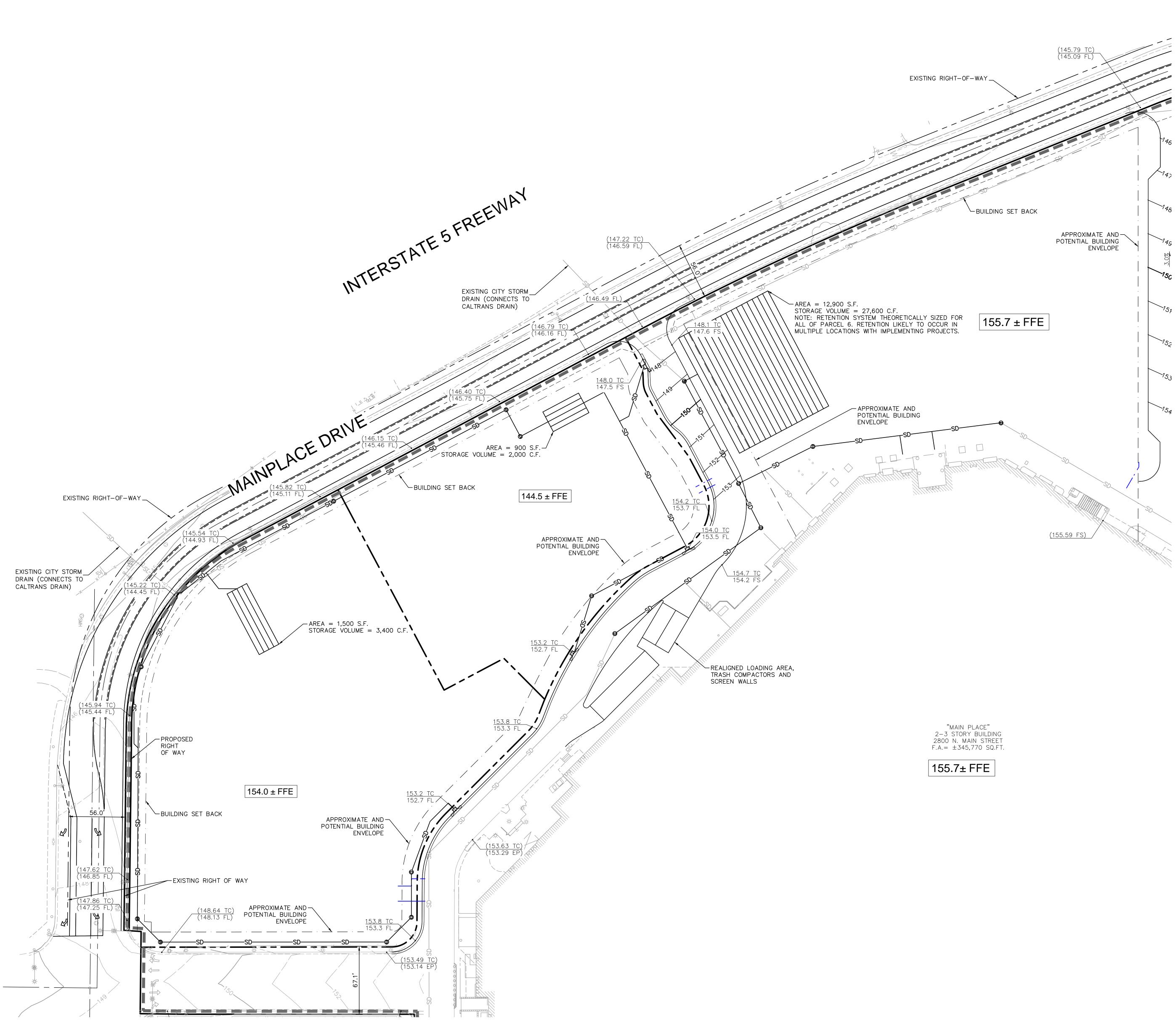
RECIPROCAL DRAINAGE AND ACCESS AGREEMENT WILL BE DEDICATED ACROSS ALL PARCELS AS PART OF THE PROJECT CC&RS/REOA.

ALL FRANCHISE UTILITIES, GAS, ELECTRIC, TELEPHONE SHALL BE RELOCATED PRIOR TO MAINPLACE DRIVE VACATION. 8. CONSTRUCT ACCESSIBLE RAMP AT SOUTHWEST QUADRANT OF THE INTERSECTION OF BEDFORD ROAD AND BRONSON STREET. OWNER/DEVELOPER TO CONSTRUCT IMPROVEMENTS OR FUND CITY OF SANTA ANA PERMITTING AND CONSTRUCTION OF THE ACCESSIBLE RAMP IMPROVEMENTS AT OWNER DISCRETION.









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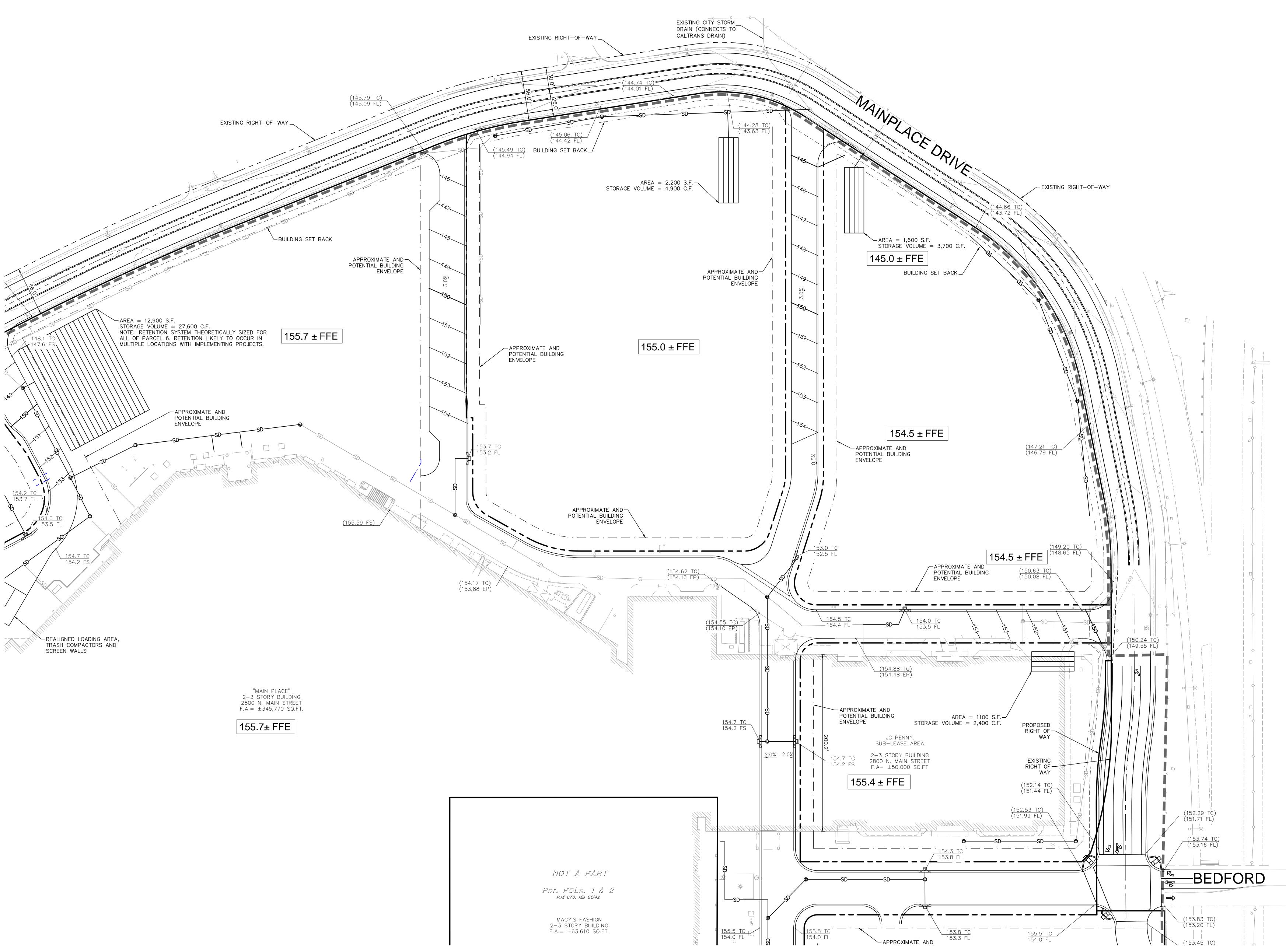
ALL UTILITY AND DRAINAGE LINE LOCATIONS, DEPTHS, AND SIZES ARE APPROXIMATE.

EGEND	
	SUBDIVISION BOUNDARY
	PROPOSED LOT LINE
	EXISTING LOT LINE
147	EXISTING CONTOURS
147	PROPOSED CONTOURS
	CENTERLINE
	APPROXIMATE CIVIL LIMIT OF WORK LINE
GB	GRADE BREAK LINE
R	RIDGE LINE
· · · · · ·	FLOW LINE
	EXTENDING FOOTING/RETAINING WALL
SD	EXISTING STORM DRAIN
SD	PROPOSED STORM DRAIN
· · ·	BUILDING SET BACK
· · ·	APPROXIMATE AND POTENTIAL BUILDING ENVELOPE
(XX.XX TC) (XX.XX FS)	EXISTING SPOT GRADE
XX.XX TC XX.XX FS	PROPOSED SPOT GRADE
<u>2.00%</u>	PROPOSED FLOW (DIRECTION AND SLOPE)
TOF	2:1 SLOPE (MAX)
	EXISTING CATCH BASIN
	PROPOSED CATCH BASIN
\bigcirc	EXISTING STORM DRAIN MANHOLE
\bigcirc	PROPOSED STORM DRAIN MANHOLE

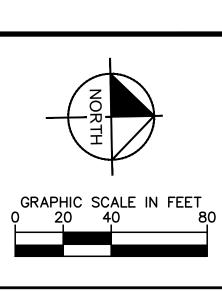
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	Kim ev »		© 2018 KIMLEY-HORN AND ASSO	765 THE CITY DRIVE, SUITE 200, ORA PHONE: 714-939-1030 FAX: 714	WWW.KIMLEY-HORN.COM
LICENSED PROFESSIONAL	JASON MARECHAL	CA LICENSE NUMBER	63164	4/25/2019	DATE:
КНА РКОЈЕСТ 194021001	DATE 4/25/2019	SCALE AS SHOWN	DESIGNED BY JM	DRAWN BY CK	CHECKED BY ML DATE:
	TENTATIVE PARCEL MAP			PRFI IMINARY GRADING PI AN	
IAL MAINPLACE	EPARED FOR UTENNIAI	EVDERSENAX SHITE 1710	EXFREGUMAT, SULLE 1740 1 AS TV 75331	972-888-8044	DROBINSON@CENTENNIALREC.COM
CENTENN	CENTENNIA	OCIN CENTRAL EVEN		972-6	SANTA ANA OROBINSON@CE

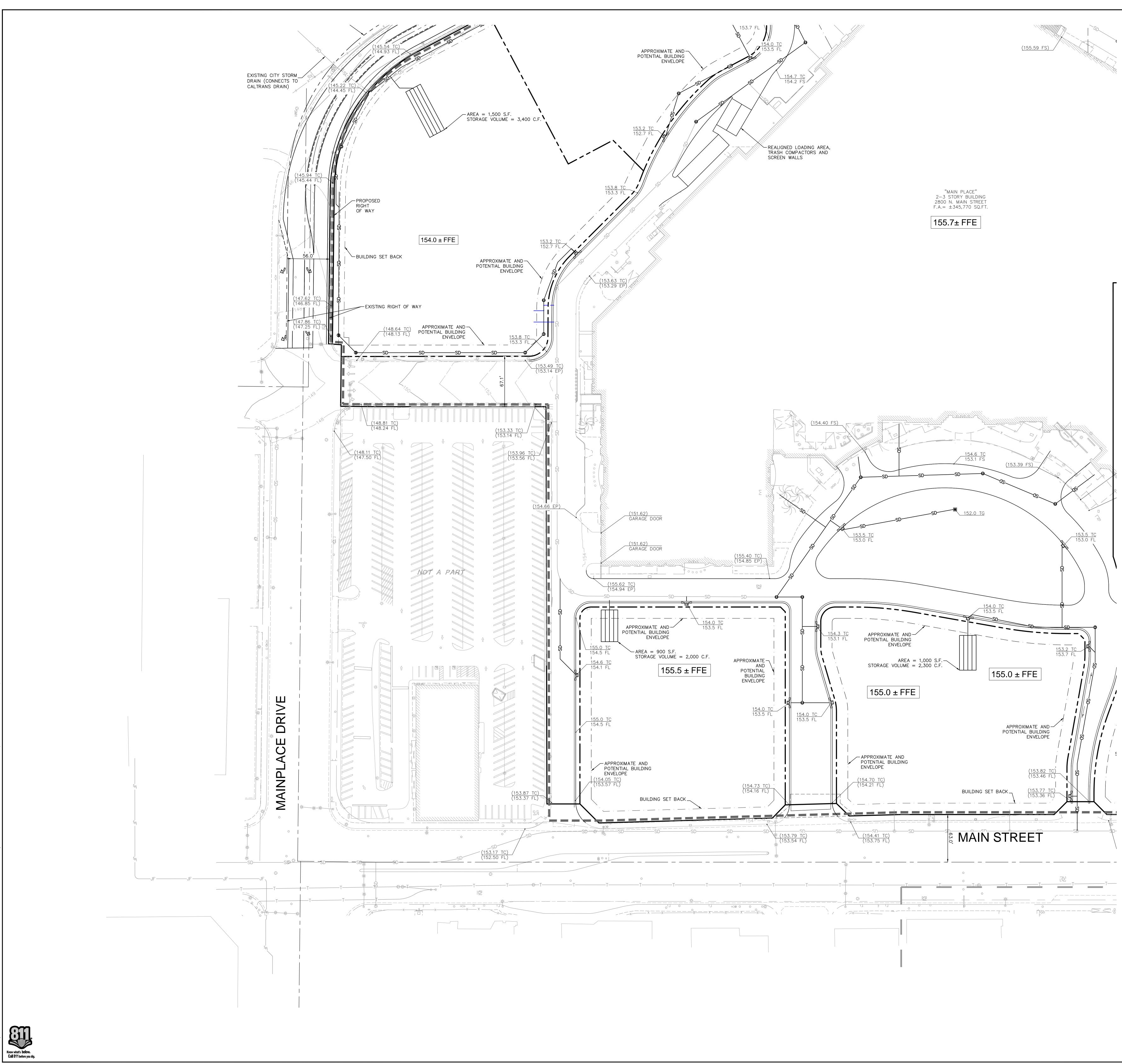
ALL UTILITY AND DRAINAGE LINE LOCATIONS, DEPTHS, AND SIZES ARE APPROXIMATE.

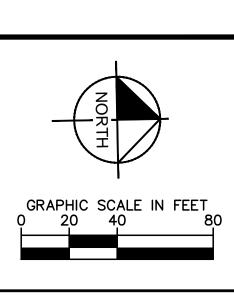
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	SUBDIVISION BOUNDARY
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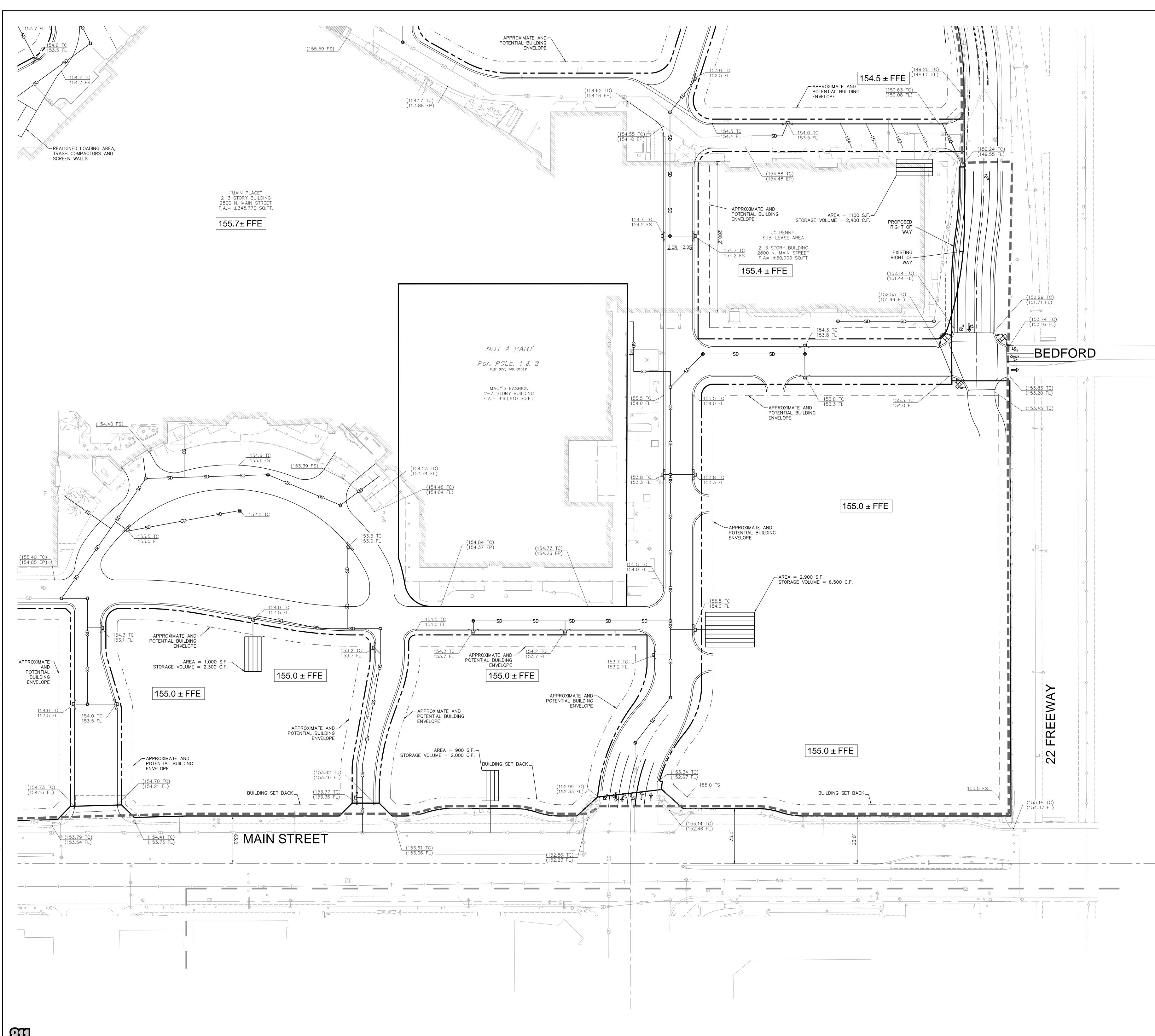
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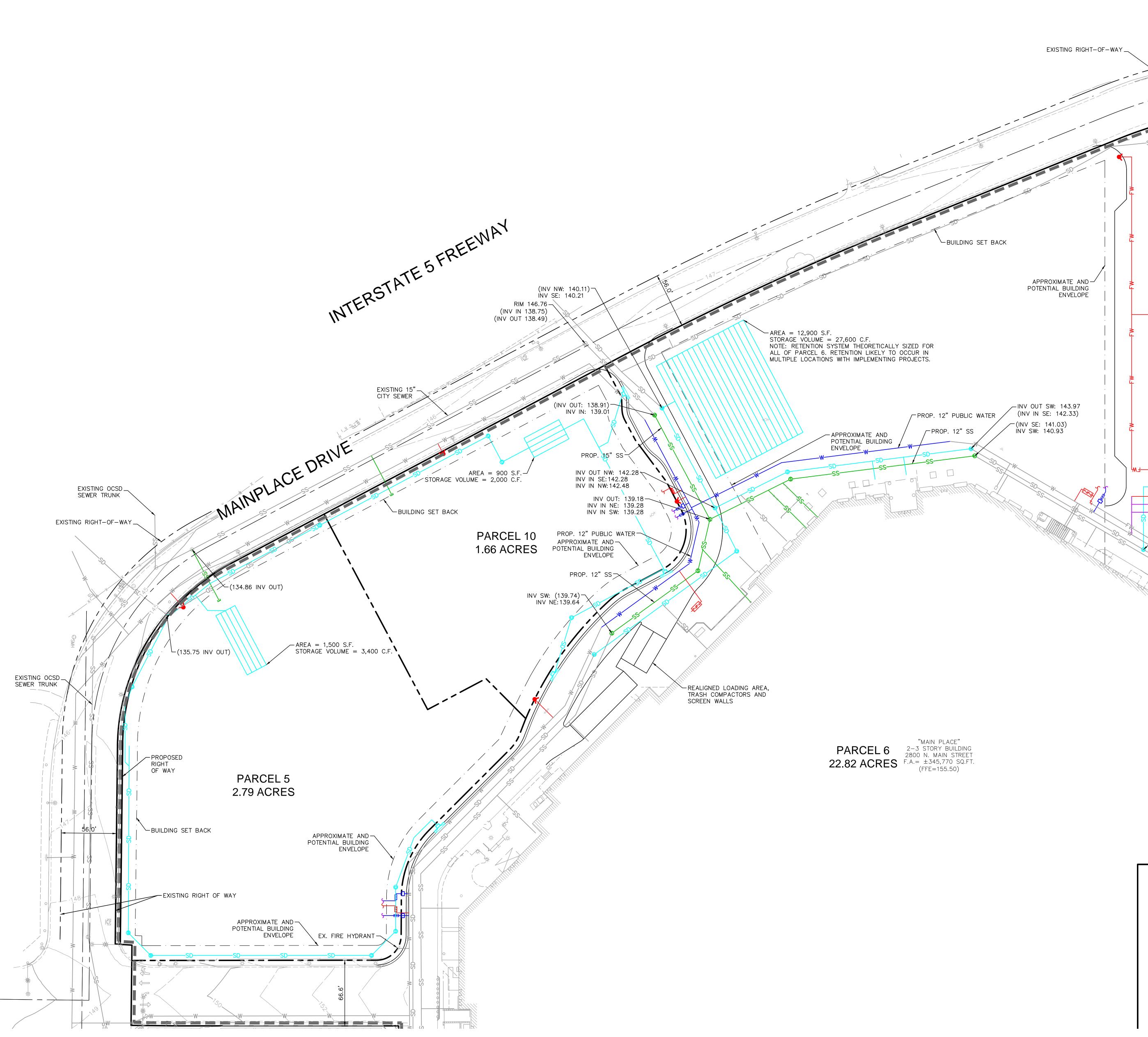
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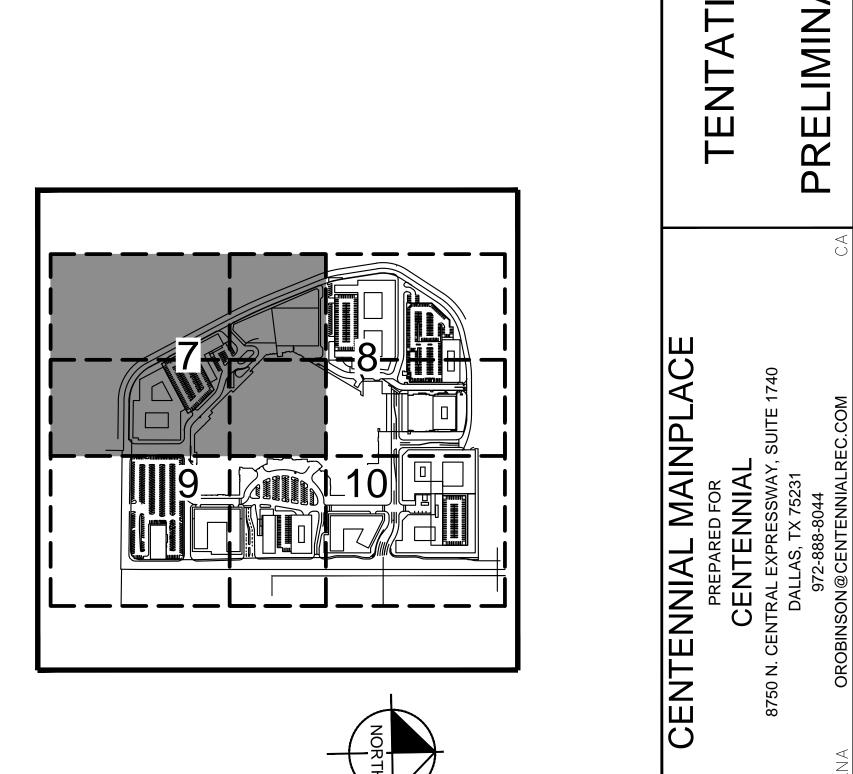
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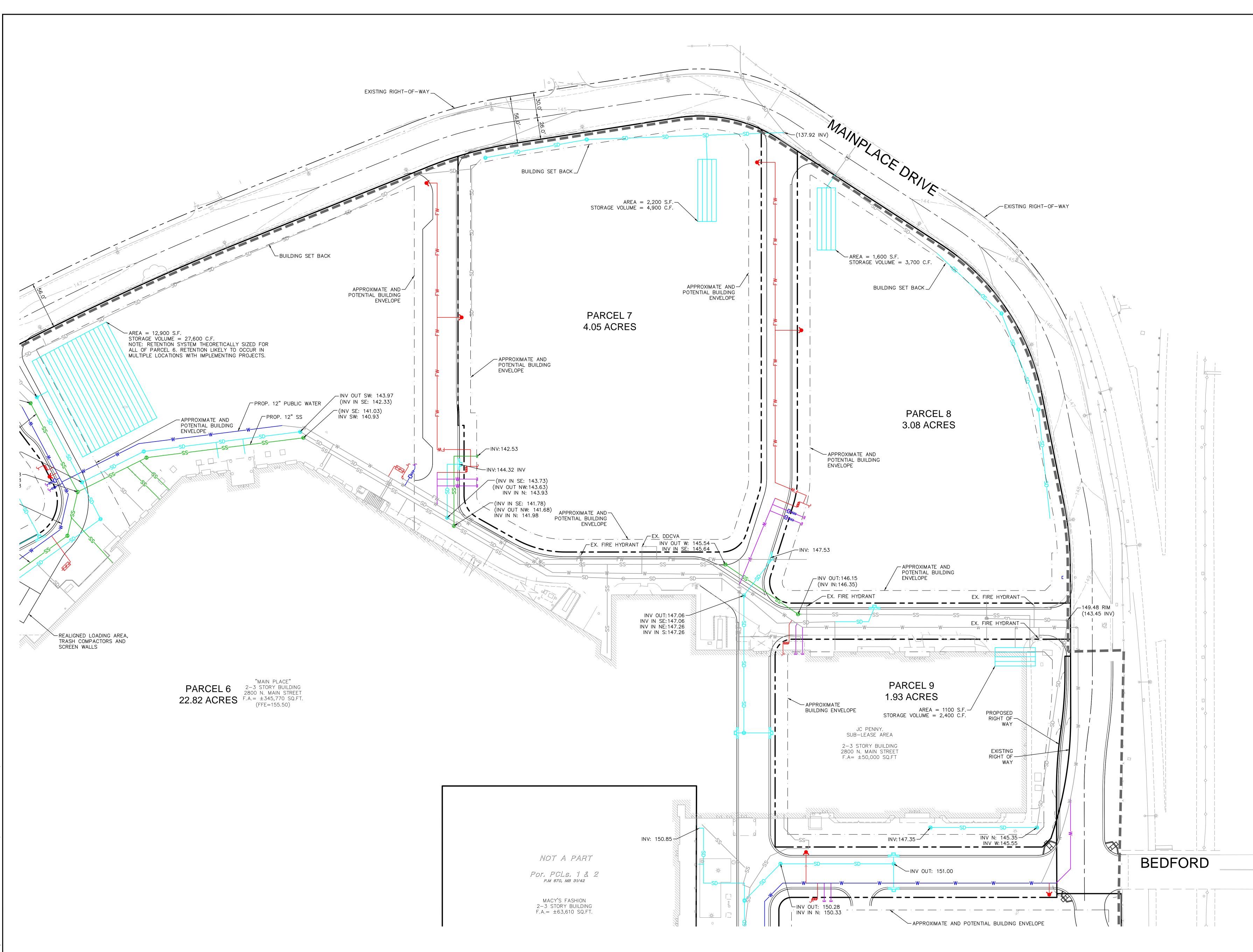
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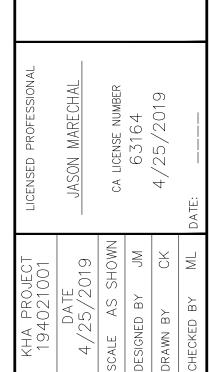




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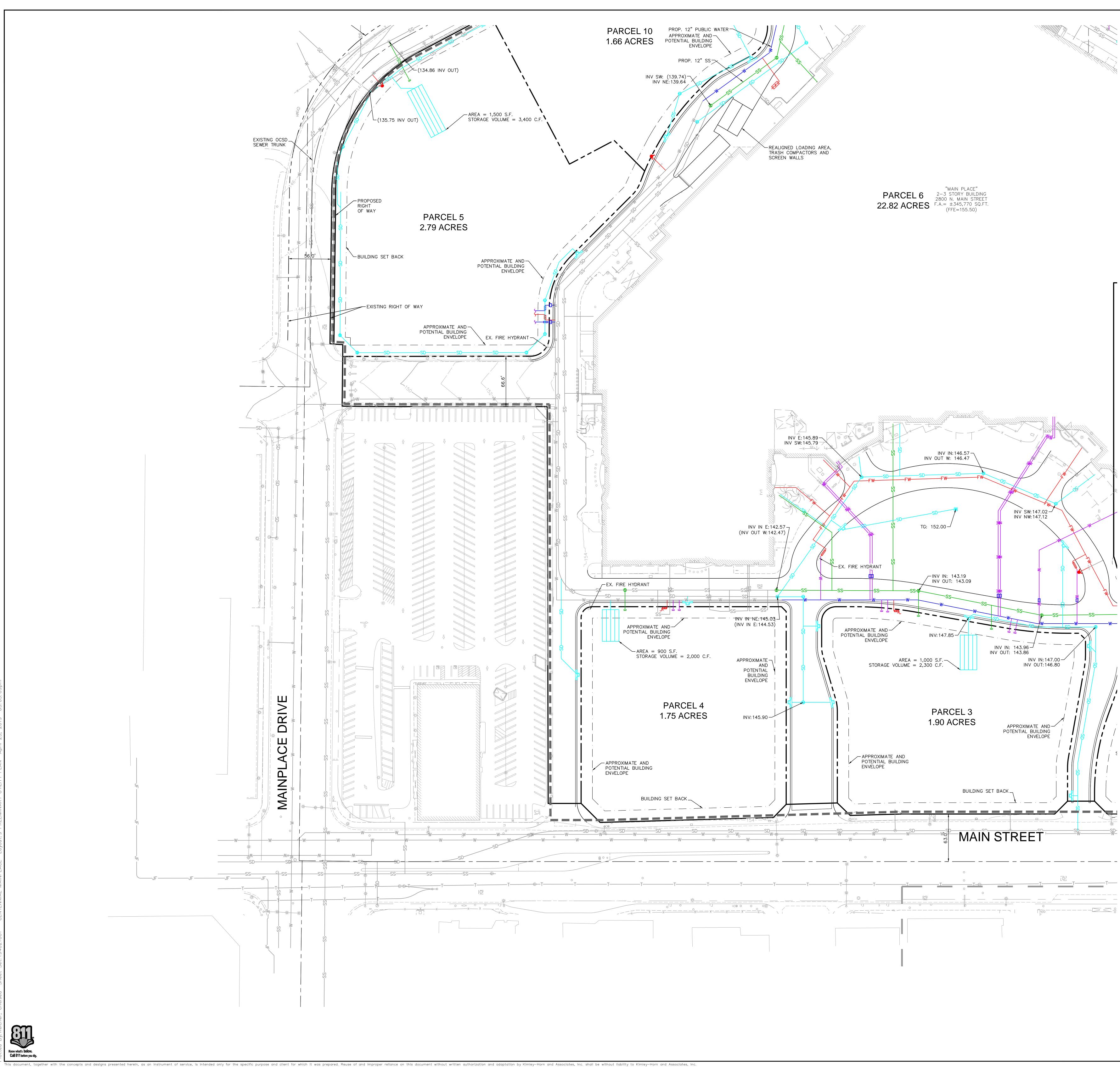
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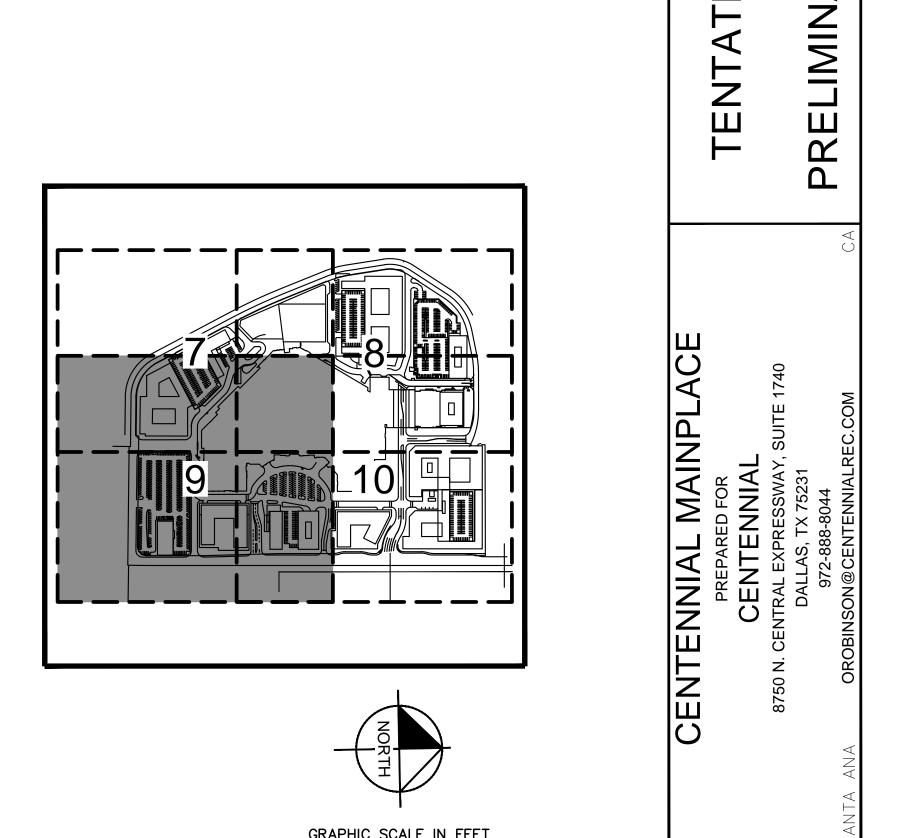
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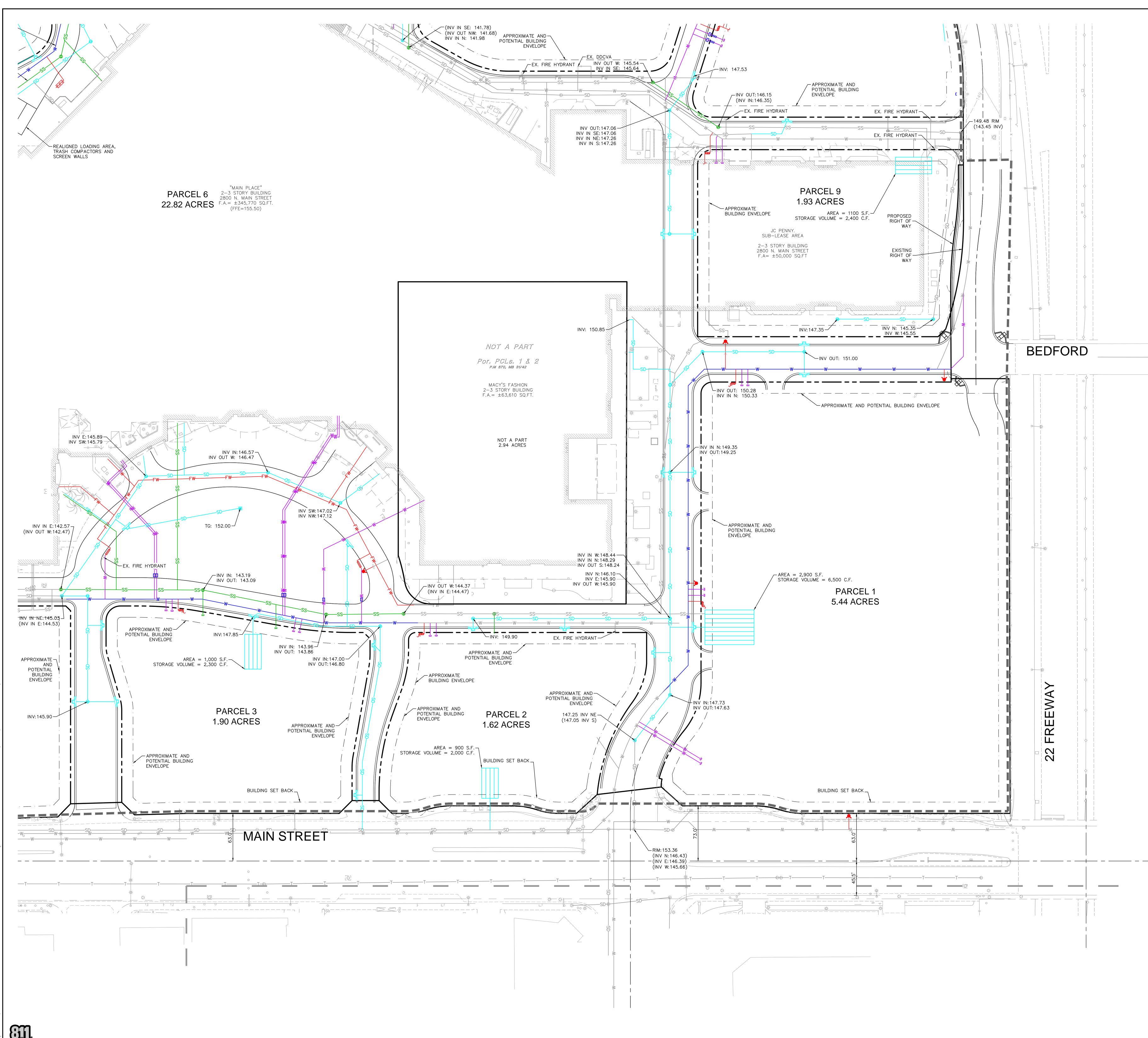
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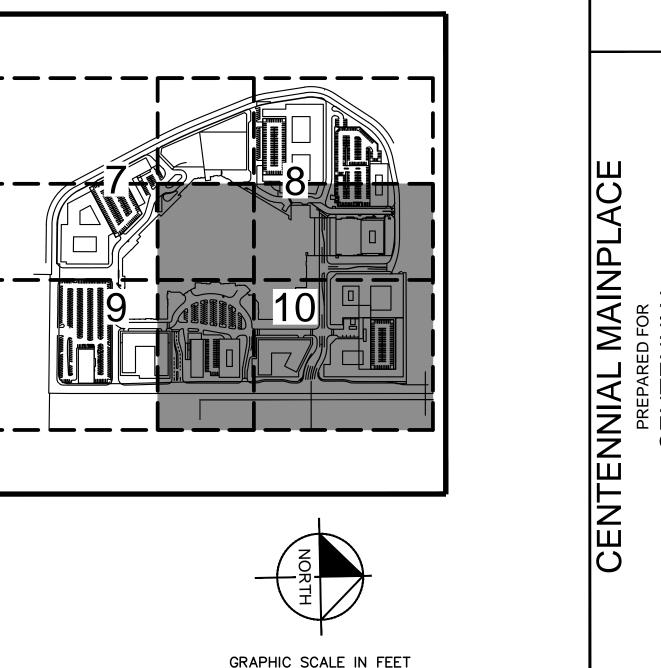
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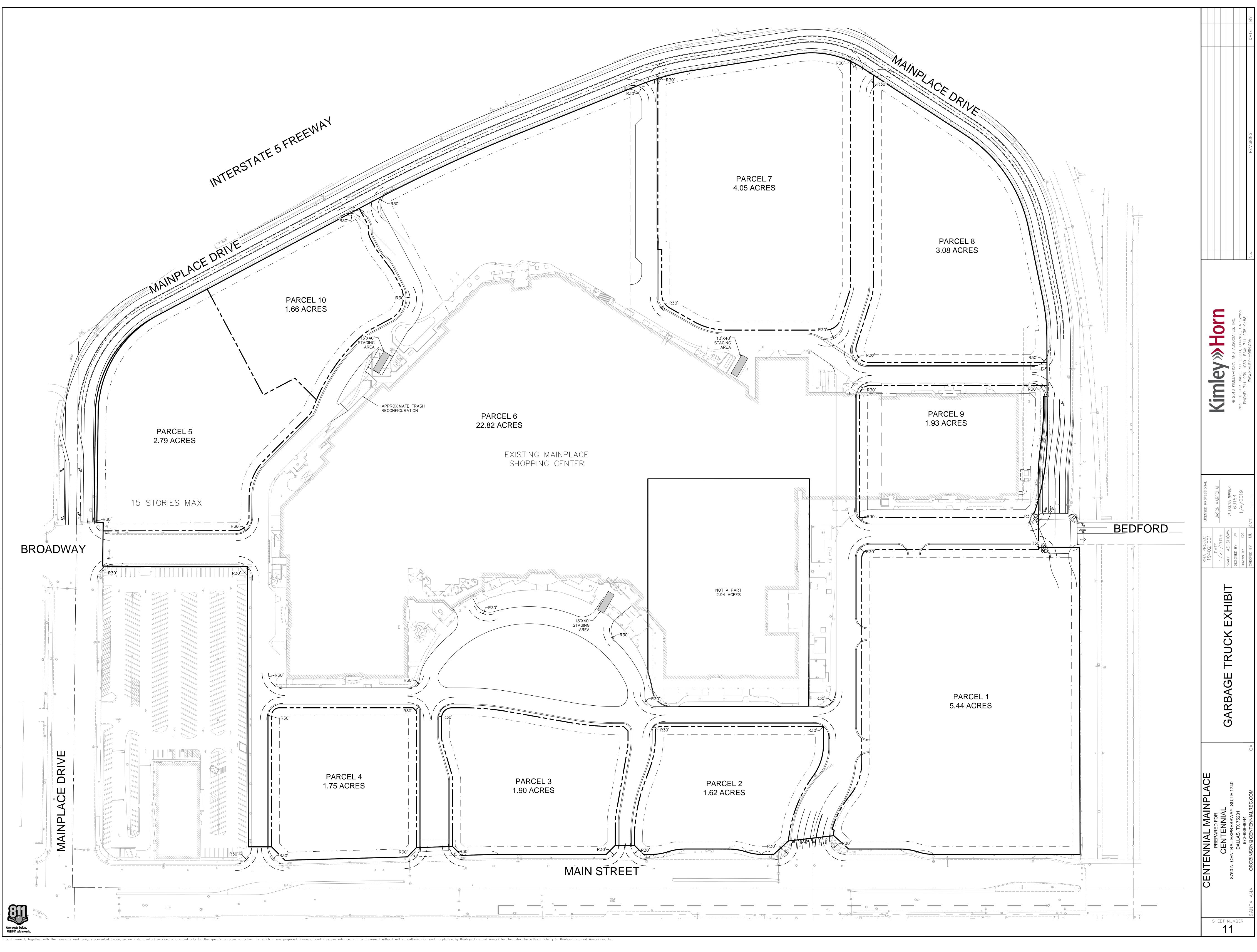


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ULTRASYSTEMS, INC. 16845 VON KARMAN AVENUE IRVINE, CALIFORNIA 92714

EIR 1983

FINAL ENVIRONMENTAL IMPACT REPORT CITY OF SANTA ANA REDEVELOPMENT PROJECT

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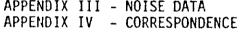
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1.0 INTRODUCTION

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This Environmental Impact Report (EIR) has been prepared to evaluate the environmental impacts of the proposed "Fashion Square Commercial Center" project. The proposed "Fashion Square Commercial Center" project involves the demolition of the existing Main Street Shopping Center, rehabilitation of Fashion Square Shopping Center and a maximum permitted development of 3,100,000 square feet of office and retail space and 1,200 hotel rooms.

This EIR is prepared as a "subsequent environmental impact report" to address the environmental impacts of an undertaking which is in furtherance of the Redevelopment Plan of the Santa Ana Redevelopment Project (as amended in June, 1975) and which is located within the project area established by that amended Redevelopment Plan. An environmental impact report was certified for the amended Redevelopment Plan on May 15, 1975, and is now a public record available for inspection in the offices of the Community Redevelopment Agency of the City of Santa Ana ("Agency"). This EIR is designed to be complete in itself, rather than merely as a supplement to the amended Redevelopment Plan EIR. For purpose of convenience, the word "project" is used herein to refer to this specific undertaking in furtherance of the amended Redevelopment Plan rather than to refer to the Santa Ana Redevelopment Project as a whole.

This EIR has been prepared for the City of Santa Ana Community Redevelopment Agency in accordance with the Guidelines for Implementation of the California Environmental Quality Act of 1970 (California Administrative Code, sections 15000 et. seq.).

The following organizations with this project in the capacities indicated:



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Lead Agency

Community Redevelopment Agency City of Santa Ana 20 Civic Center Plaza Santa Ana, California 92701 (714) 834-4228

Project Participants

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Traffic Consultant

Barton-Aschman Associates, Inc. 180 South Lake Avenue, Suite 260 Pasadena, California 91101 (213) 449-3917

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Environmental Consultant

Ultrasystems, Inc. 2400 Michelson Drive Irvine, California 92715 (714) 752-7500

2.0 GENERAL SUMMARY OF ENVIRONMENTAL IMPACTS AND MITIGATION MEASURES.

2.1 Land Use

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The project would result in the demolition of Mainstreet Center, rehabilitation of Fashion Square and provide a maximum development of 3,100,000 square feet of office/retail commercial use and 1,200 hotel rooms on the site. The project is consistent with the Community Shopping Center land use designation for the site while a small portion of the site would require a zone change from R-1 (Single Family Residential) to C-2 (General Commercial). The tenants of Main Street Center and some Fashion Square tenants will require relocation due to the project. The project would accomplish the objectives of the Redevelopment Plan by revitalizing and restoring the economic, physical and social health of the Redevelopment Project Area. Without mitigation, the project would result in the loss of approximately 198 parking spaces used for parking for the KLST-owned Fidelity Federal Savings building, but mitigation measures are available which would allow that building to retain an acceptable level of parking spaces in accordance with City code standards.

Mitigation Measures

(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.

(b) All tenants displaced by the project will be provided assistance in accordance with State law and Santa Ana Redevelopment Agency policies.

(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)



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at fair market value (or fair rent, if a lease arrangement is 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.

2.2 <u>Soils and Geology</u>

Impacts

There are no anticipated soil and geology impacts with the proposed project.

Mitigation Measures

No mitigation measures are proposed.

2.3 Hydrology

Impacts

The existing drainage facilities that serve the site should be adequate to accommodate the additional runoff generated by the project.

Mitigation Measures

No mitigation measures are proposed.



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Impacts

The project would not result in any significant vegetative impacts. The proposed project will to provide a landscaping plan that requires Agency approval per the Participation Agreement. During demolition and construction phases of the project, small grounddwelling animals and birds would be forced to migrate to outlying areas. When the project is completed and the project area is re-landscaped, wildlife would probably return.

Mitigation Measures

The Participation Agreement requires the Project Participant to provide adequate landscaping on the site and provides for the Redevelopment Agency to approve all preliminary and final landscaping plans submitted by the Participant.

2.5 Archaeology

Project Impacts

Since most of the site is already developed and there are no recorded sites on the property, no impacts are anticipated.

Mitigation Measures

No mitigation measures are proposed.

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Traffic and Circulation

Impacts

The project will have significant traffic impacts on the arterial highway and freeway system surrounding the site. Increased traffic will create the need for a substantial investment in improvements to the existing highway and transit system and creation of a TSM/Parking Management Program capable of achieving a 20 percent shift to a ride sharing/transit mode. Even with full implementation of all recommended transportation improvements, the project will cause a significant change in existing travel patterns. Although the project has a significant impact of the streets immediately surrounding the site, an even greater impact occurs on the freeways. Approximately 70 percent of the project is directly oriented to the freeways. If the freeway capacity is not increased, this traffic will be diverted to local arterials causing major congestion on Main Street.

Mitigation Measures

- Pay a one percent assessment fee to the areawide TSIP Program for implementation of improvements.
- 2. Provide funding for construction of two new freeway ramps on the west side of Fashion Square.
- 3. Widen Main Street in front of Fashion Square to provide four southbound lanes and a 26 foot wide median.
- 4. Construct a public road around Fashion Square.
- 5. Widen the Main Street entrance to Fashion Square and provide funding to construct a left turn lane on Town and Country Road and modify the signal phasing.



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- Provide funding to install traffic signals on La Veta Avenue at Bedford Road and the southbound Rte 57 Fwy off-ramp.
- 7. Develop and implement an aggressive TSM Program to maximize use of transit, ride sharing and staggering of work hours with a goal of achieving a 20 percent reduction in overall trip generation.
- 8. Develop an on-site pedestrian circulation plan with buildings designed to accommodate second level access from a transit station and/or a pedestrian bridge located in the vicinity of Main Street/Town and Country road.

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2.7 <u>Noise</u>

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Project Impacts

The project will generate additional noise in the local area due to demolition of existing on-site structures, construction activity, construction traffic and project-generated traffic. Since construction activities are limited to daytime hours and there are no "noise sensitive" land uses immediately adjacent to the site, no adverse noise impacts are anticipated during phase development of the project. The project may be expected to increase traffic noise levels along Owens Drive east of Main Street. Since the development plans are for commercial uses, the majority of traffic noise related to the project would occur during the daytime hours. Late night and early morning hour noise levels are not expected to be much different than existing conditions. Therefore, residents on Owens Drive closest to Main Street could anticipate increased noise levels only during the daytime.

Mitigation Measures

No mitigation measures are proposed.

2.8 Air Quality

Project Impacts

The construction phase of the project would produce two sources of air pollution emissions. These are exhaust emissions from construction and grading equipment and dust generated as a result of earth movement and equipment traffic on local streets. The dust emissions may cause a nuisance to people and businesses located on adjacent properties or along roadways used by the earth-moving equipment



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or to motorists who park motor vehicles in the vicinity of the project. Upon completion of construction, the dust emissions would cease. The exhaust emissions would be of short-term duration during the construction phase only.

The stationary on-site emissions resulting from natural gas consumption by the project is approximated to considered to be negligible when comparing this to the 1987 total emissions inventory projected for Orange County. The contribution of all other on-site generated air pollutants to the projected County emissions inventory is considered negligible (i.e., less than 0.1 percent).

The stationary emissions resulting from project electrical energy consumption would occur off-site at electrical power-generating plants located throughout the utility's generating network.

The emissions associated with project traffic would incrementally contribute to primary pollutant concentrations near local intersections during peak traffic periods and also result in incremental air quality deterioration.

The proposed project is consistent with the AQMP population forecast for this area of Orange County. The project is also consistent with <u>SCAG-78</u> land use projections in Orange County.

The aggregate long term contribution of the estimated project emissions to the 1987 Orange County emission inventory ranges from a negligible amount of organic gases to 0.7 percent of nitrogen oxides, depending upon the type of pollutant. The proposed project's air quality emissions would not have a significant adverse impact on the environment.



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Mitigation Measures

Since increased air emissions resulting from the Project are due primarily to (1) increased traffic and (2) increased use of electricity, and since mitigation measures for these areas of concern are discussed elsewhere in this report, no additional mitigation measures are proposed here.

2.9 Shade/Shadow, Solar Glare, Illumination

Project Impacts

Depending upon the height and the location of the buildings, there could be shade/shadow impacts to surrounding land uses, including residential areas.

There could be on-site and off-site solar reflection impacts if glass and/or reflective mirrors are used on the exterior of the proposed buildings. These solar reflection impacts could include "blind" spots for motorists, as well as a nuisance and annoyance for pedestrians and shoppers. These reflections could also extend to adjacent residential areas.

The project would also result in increased illumination due to aesthetic, security lighting and illumination after dark from the office buildings due to cleaning crews and people working in the buildings. However, any increase in illumination is not anticipated to have any significant impacts on surrounding land uses due to the existing illumination in the area.

Mitigation Measures

Development plans submitted to the Agency for approval pursuant to the Participation Agreement should be accompanied by a



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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.

Non-reflective building exteriors 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.

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.

2.10 Aesthetics

Project Impacts

The project site would be altered by the removal of the existing Mainstreet Center and several surface-level parking lots. Consistent with the Redevelopment Plan objectives the project would support the aesthetic quality of the North Main shopping area. Since there are existing high-rise buildings in the project area, the development of high-rise buildings on the site should not result in an adverse impact.

Mitigation Measures

The Participation Agreement incorporates standards and controls which would preclude any development which is unacceptable to the community on aesthetic grounds.

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



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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.

2.11 Housing/Population

Project Impacts

The project is anticipated to generate an estimated 8,630 employees. However, due to the relatively high unemployment rate which has added to the ample labor supply already existing in the City, the proposed project would draw its employees from a resident labor supply to a great extent.

Even though most of the job opportunities created by the project will be filled by persons already residing in the area, the project will result in some increase in the demand for housing. Some of the new employees will be persons residing a considerable distance from the project who will desire to move into Santa Ana or other neighboring communities in order to shorten their commuting distance. By contributributing to the general demand for housing in the area, such persons will add somewhat to the existing housing market problems, such as the difficulties of finding affordable housing and upward pressures on housing costs.

Mitigation Measures

No mitigation measures are proposed.

2.12 John Wayne Airport

Project Impacts

Like any other development in Orange County, the project may result in increased demand at the airport. The impact of this



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development, relative to that of county-wide development, is not considered significant. Any structure constructed on the site over approximately 58 feet in height would require Federal Aviation Administration approval. The Federal Aviation Administration would make a determination as to the aeronautical hazard of any proposed structures which intrude above the imaginary horizontal surface of 203 feet above sea level. Flashing-red obstruction lights might be required as a precaution for aircraft safety.

Mitigation Measures

No mitigation measures are proposed.

2.13 Public Services and Utilities

Natural Gas

Project Impacts

The project would consume approximately 86,210,000 cubic feet of natural gas per month. The project would not have a significant impact on Southern California Gas Company's ability to provide gas service to the project.

Mitigation Measures

No mitigation measures are proposed other than the energy conservation measures discussed in Section 5.14 (Energy) of this report.

Electricity

Project Impacts

The project would consume approximately 13,054,240 Kwh of electricity per month. The project would be served by existing



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facilities located in the area and the electric loads of the project are within parameters of projected load growth which Edison is planning to meet in this area.

Mitigation Measures

No mitigation measures are proposed other than the energy conservation measures discussed in Section 5.14 (Energy) of this report.

Telephone

Project Impacts

Although the project would be served from existing facilities, reinforcement of the existing telephone network would be necessary. The degree of reinforcement would vary from new cables being pulled through existing conduit systems to the installation of new conduit and cable systems.

Mitigation Measures

No mitigation measures are proposed.

Water

Project Impacts

The proposed project is estimated to consume approximately 490,000 gallons of water per day. The project would be served by existing water mains in the area, however, some improvements to the system may be required at the time of development in accordance with the City's standard building permit approval process.

Mitigation Measures

No mitigation measures are proposed.



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Sewer

Project Impacts

The project is estimated to generate approximately 490,000 gallons of sewage per day. The existing sewage system does not have the capacity to serve the project and therefore, additional sewer facilities would be required. The size and location of the required sewer facilities would be determined when final site plans become available.

Mitigation Measures

No mitigation measures are proposed.

Solid Waste

Project Impacts

The proposed project would result in a net generation of approximately 33 tons of solid waste per day. Since the County anticipates having adequate landfill capacity to last beyond the year. 2000, no significant adverse impacts are anticipated. However, the project would have an incremental impact on the reduction of the life capacity of the Coyote Canyon landfill site.

Mitigation Measures

No mitigation measures are proposed.

Police

Project Impacts

The types of crimes that can reasonably be expected to increase due to the project would be larceny, crimes against persons,



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auto thefts, auto burglaries and commercial burglaries. These anticipated increases in crimes would increase demand on police services, but the project would also generate additional tax revenues available for augmenting such services.

Mitigation Measures

The applicant should provide a private security force that would respond to business and customer needs. The presence of a security force would also have a deterrent effect on crime.

Fire

Project Impacts

In addition to Fire Station #1, the project would require an initial response from an additional engine company and an additional truck company. Fire Station #5 would be one of the additional responding companies, as well as Station #2. The project would also increase demand for paramedic services. However, the project would also generate additional tax revenues available for augmenting such services.

Mitigation Measures

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.

2.14 Energy Conservation

The proposed project can be expected to result in an increase in energy consumption. The estimated net increase in energy consumption figures associated with the project are 8,656,292 Kwh per month of electricity and a natural gas consumption of 62,507,440 cubic feet per month.



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Mitigation Measures

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 landscaping will reduce the amount of solar radiation reaching the interior of the buildings which will reduce air conditioning loads.

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3.0 PROJECT DESCRIPTION

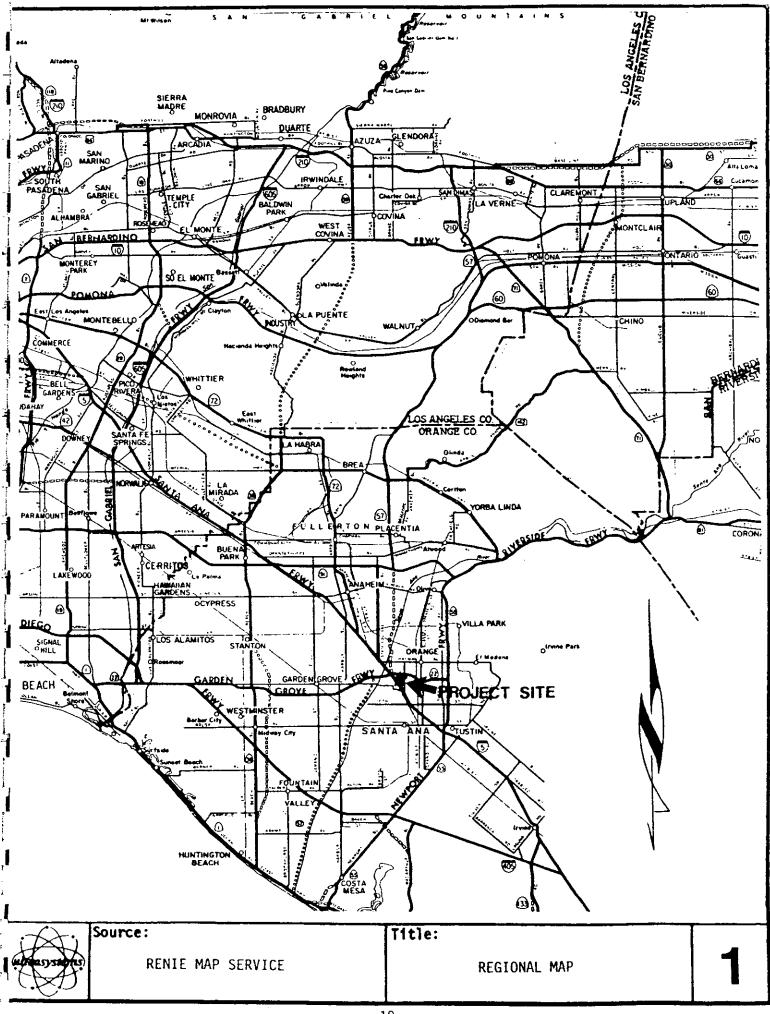
3.1 Location and Boundaries

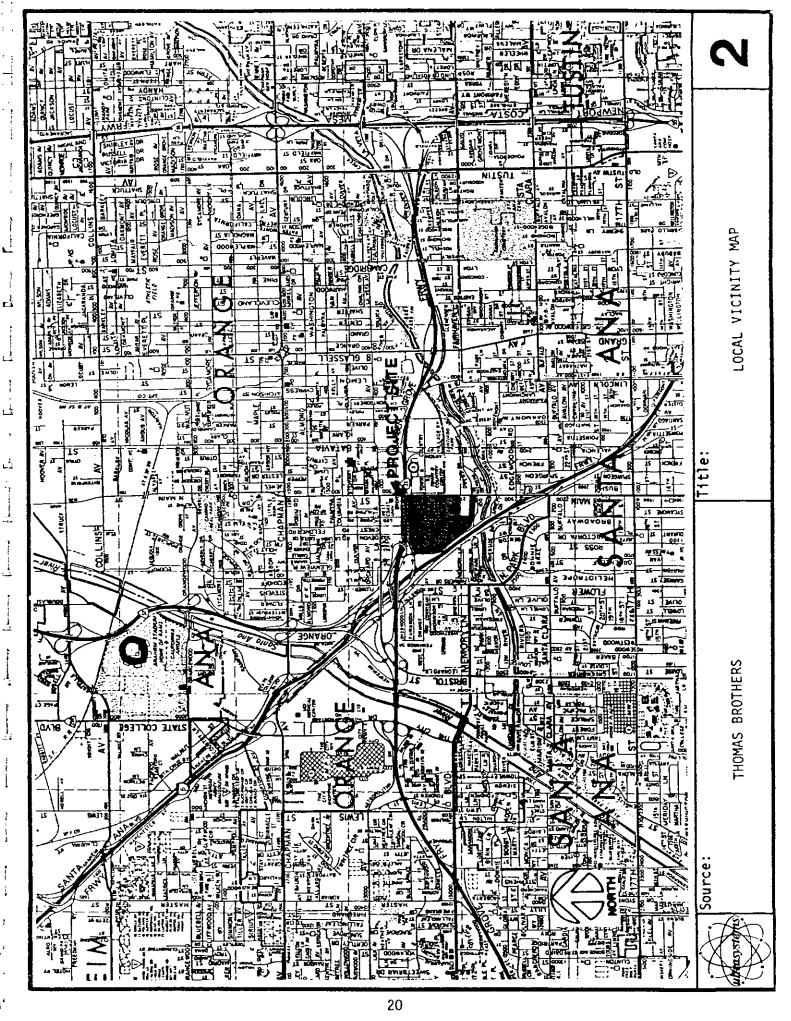
The +63-acre project site is located within the City of Santa Ana, California, as shown on the Regional Location Map (Figure 1). The project is located west of Main Street, south of the Garden Grove Freeway, east of the Santa Ana Freeway, and north of Roe Drive as show on the Local Vicinity Map (Figure 2). This figure also indicates that the City of Orange is located north and east of the site. Figure 3, Site Map, locates the project boundaries and the various parcels within the site. The aerial photo of the project area, Figure 4, shows the relationship between the proposed project site and its immediate surroundings.

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3.2 Discretionary Actions

The only agencies who will be using this EIR for decision making are the Redevelopment Agency and the City of Santa Ana. The primary discretionary action by which the Community Redevelopment Agency will determine whether or not to carry out the proposed project is its decision on whether to approve a proposed "Participation Agreement" between the Agency and the Project Participants. This "Participation Agreement" has received preliminary approval by the Project Participants, subject to the incorporation of mutually acceptable measures designed to mitigate significant environmental effects. Basically, it requires the Project Participants to undertake a prescribed minimum redevelopment of the project site and permits them to undertake the maximum redevelopment described in Section 3.4 of this report. The Agency's primary role is to acquire the project site (apart from the parcel already owned by the Participants) and to sell it to the Participants. This preliminary approved "Participation Agreement" is a public record on file with the Agency's Executive Director and available for inspection upon request.





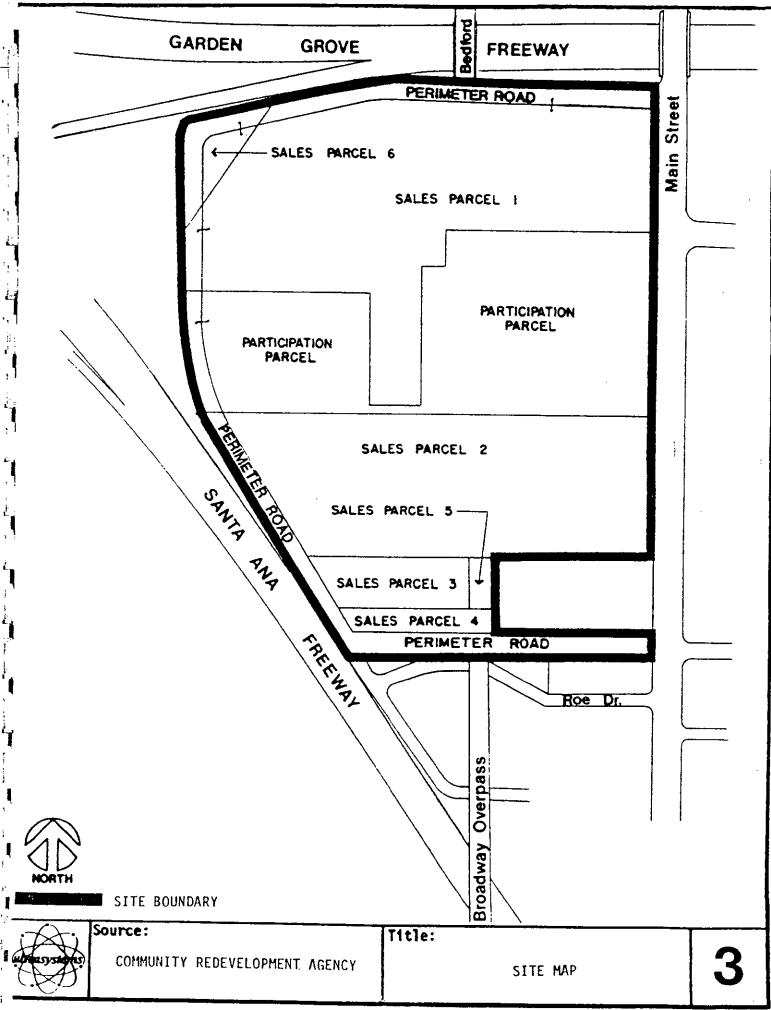
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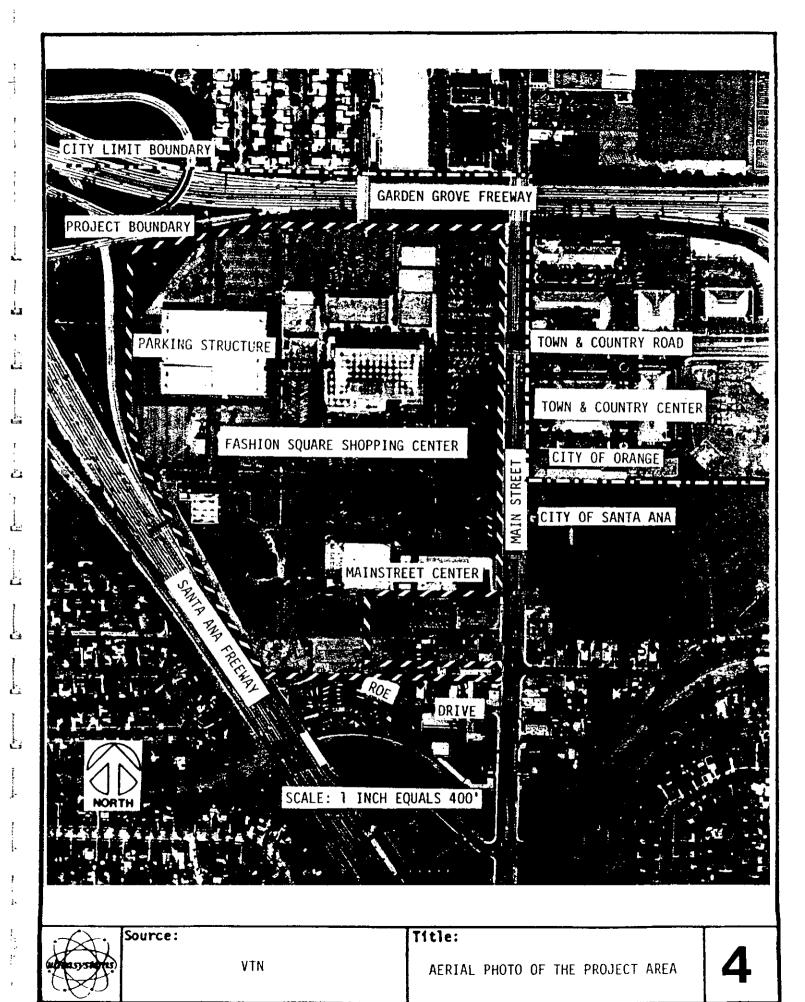
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At the same time as the Agency determines whether to approve the "Participation Agreement", the City Council of the City of Santa Ana will determine whether to approve the terms of sale of the project site to the Participants.

The Participants may also ask the City to approve a "Development Agreement" that will secure their rights under the Participation Agreement against subsequent application of possibly inconsistent land use restrictions.

A zone change will be required for commercial development to occur within the small area zoned R-1, single-family residential, located in the northwest portion of the site. In addition, a Conditional Use Permit (CUP) is required for the proposed hotel use.

The developer may want to subdivide the project site and a subdivision map may be required from the City.

In accordance with and subject to all the terms, covenants and conditions of the Participation Agreement, the Agency agrees to acquire or has acquired the Sales Parcels 1, 2, 3, 4, 5, and 6 as shown on Figure 3, Site Map. The owners of those parcels are shown in Table 1, Acquisition and Disposition of Portions of the Site.



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TABLE 1

ACQUISITION AND DISPOSITION OF PORTIONS OF THE SITE

Sales Parcel 1 - Fee title, presently owned by Bank America Realty Investors.

Sales Parcel 2 - Fee title, presently owned by Bruce Walkup.

Sales Parcel 3 - Fee title, presently owned by KLST Partnership, Ltd.

Sales Parcel 4 - Fee title, presently owned by Agency.

- Sales Parcel 5 Fee title, presently owned by Comet, Inc. a California Corporation.
- Sales Parcel 6 Fee title, presently owned by the State of California, Department of Transportation.

The Agency also agrees to acquire or to cause the City to acquire sufficient interests in real property for the Perimeter Road, some of which real property is now owned by the City and some of which real property has been previously dedicated to the City for street purposes. The Perimeter Road is also shown on Figure 3, Site Map.

It should be noted that Sales Parcel 5, which is the westerly 60 feet of Assessor Parcel 002-210-29, is a portion of property involved in a long term parking lease arrangement between the owner, Comet, Inc., and KLST Partnership, Ltd. KLST Partnership, Ltd., is the owner of the Fidelity Federal property and Sales Parcel 3.

3.3 Statement of Objectives

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The purpose of the proposed project is to implement the Amended Redevelopment Plan for the City of Santa Ana Redevelopment Project by providing for the rehabilitation and redevelopment of the Fashion Square Commercial Center site. The site shall be designed and developed consistent with the Redevelopment Plan as a mixed use commercial complex. The complex will be designed to insure that the individual buildings in the complex will have a distinctive, but cohesive architectural appearance.

Since the project is in a redevelopment area as designated by the City of Santa Ana Community Redevelopment Agency, the project objectives will be to support the objectives of the Redevelopment Plan, which are:

- To work in development and revitalization of the downtown core and northern core (Fashion Square) so that the two areas are complementary in terms of land use and development of that use rather than contradictory and competitive.
- To strengthen vehicular access between the northern retail center (Fashion Square) and the downtown area, and to implement a program of improved traffic circulation and freeway access between north and central Santa Ana, in order that service of both areas is more available to all persons in and surrounding the Project Area.
- To strengthen the revitalization of the central city and the North Main shopping area by implementing a program of beautification and improvement.
- Restore the economic, social and physical health of the Santa Ana Redevelopment Area.

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- Make the area a source of pride to persons residing and working in Santa Ana or visiting the City.
- Guide development towards an urban environment preserving the aesthetic and cultural qualities of the City.
- Assist in the re-establishment of businesses within the Project Area.
- Stimulate and attract private investment, thereby improving the City's economic health, employment opportunities and the tax base.
- To preserve the retail vitality of the community by providing the Redevelopment Agency the tool by which the Agency may participate in a plan to increase the existing shopping area known as Fashion Square.

These objectives shall be accomplished through removal of structurally substandard buildings, elimination of blighting influences, provision of land for needed public facilities, provision of substantial offstreet parking through the use of multi-story parking structures, removal of impediments to land disposition and development, achievement of changes in land use, improvements to major arterials and secondary streets.*

^{*} Amended Redevelopment Plan for the City of Santa Ana Redevelopment Project, amended June 2, 1975, p. 4.

3.4 **Project Characteristics**

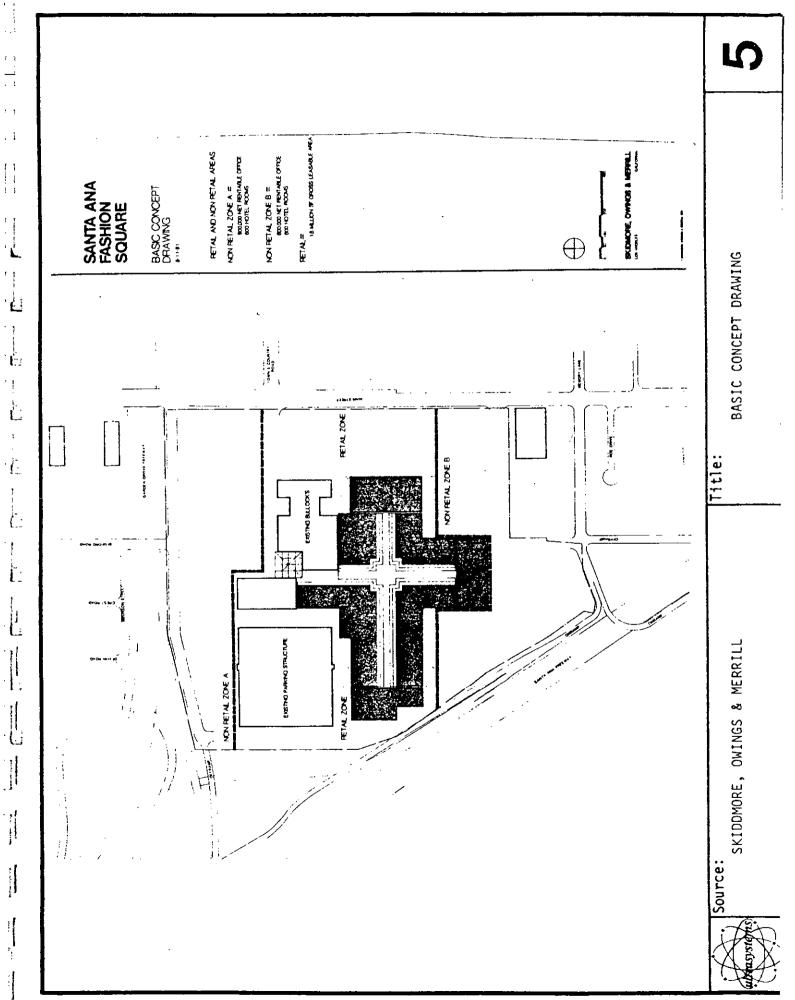
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The project proposes the rehabilitation and redevelopment of the site as a mixed use commercial complex consistent with the Redevelopment Plan. The ultimate maximum density of development of the site shall not exceed 1,500,000 net leasable square feet of office space, 1,600,000 gross leasable square feet of retail space, and 1,200 hotel guest rooms, with supportive facilities. All such development shall be in accordance with architectural and design plans, landscaping plans, and sign criteria approved by the Agency, as set forth in the Participation Agreement.* This EIR will discuss the potential environmental impacts of the proposed project based upon the previously mentioned maximum permitted development of the site.

The project will require the demolition of the existing Main Street Center (163,403 square feet of leasable area) and the construction of new retail and/or office buildings in its place. The existing Fashion Square Center (521,725 square feet of leasable area) will be substantially renovated, structurally altered and, in part, demolished, so as to incorporate the center into an improved, modernized, integrated shopping mall. Figure 5 shows a Basic Concept Drawing of the proposed Development Plan.

Based on current estimates, it is assumed in this EIR that approximately 400,000 square feet of the existing Fashion Square will be retained and approximately 1,200,000 square feet of new commercial develoment will be added if the project is, in fact, developed to the maximum.

^{*} City of Santa Ana Redevelopment Project, Santa Ana, California, Fashion Square Commercial Center Site Participation Agreement By and Between Community Redevelopment Agency, City of Santa Ana and Federated Department Stores, Inc., and Santa Ana Venture, pp. 15-17, and Attachment No. 2, p. 4.



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Table 2, Tentative Development Schedule, indicates the projected phasing for the various stages of development for the project.. The timing for project development is tentative since it is contingent on the acquisition of property and the economic conditions to provide a market for the proposed commercial development.

TABLE 2

TENTATIVE DEVELOPMENT SCHEDULE

<u>Use</u>		Additional	Footage	Approximately Time Of Opening
Retail	Total	800,000 400,000 1,200,000	sq. ft.	1985 - 1986 1986 - 1988
Office	Total	300,000 500,000 700,000 1,500,000	sq. ft. sq. ft.	1985 - 1986 1986 - 1987 1987 - 1989
Hotel	Total	600	rooms rooms rooms	1985 - 1986 1988 - 1989

4.0 REGIONAL SETTING AND RELATED PROJECTS

There are a number of other current and potential projects in the vicinity of the proposed Fashion Square Commercial Center Site project which could be expected to contribute to cumulative environmental impacts in the general area. These "cumulative projects" include a variety of proposed uses (i.e., Residential, Office, Commercial/Retail, and Hotel) located within the City of Santa Ana and the City of Orange. Table 3, Cumulative Projects, summarizes these "cumulative projects", giving a brief description of their relative size (approximate square footage), proposed use, and their present status. Figure 6 shows the location of the cumulative projects in relationship to the proposed subject.

The "cumulative projects" listed in Table 3, in addition to the proposed Fashion Square Commercial Center Project, will provide the basis for the cumulative impact analysis discussed in the Impacts Sections of this EIR.

It should be noted, however, that some of these "cumulative projects" are quite speculative and may never be developed to the extent described in Table 3. In particular, the "Hurwitz site" is not currently proposed for any specified development and the numbers given for that site represent merely a preliminary development proposal which was subsequently abandoned.

The approach taken in this report was to assume a maximum density scenario in order to determine the maximum possible magnitude of environmental effects. The listed "cumulative projects" should therefore be viewed only as illustrative of the types and magnitude of future development which could occur in the vicinity of the Fashion Square project if and when economic conditions ever become favorable to such large-scale new development.



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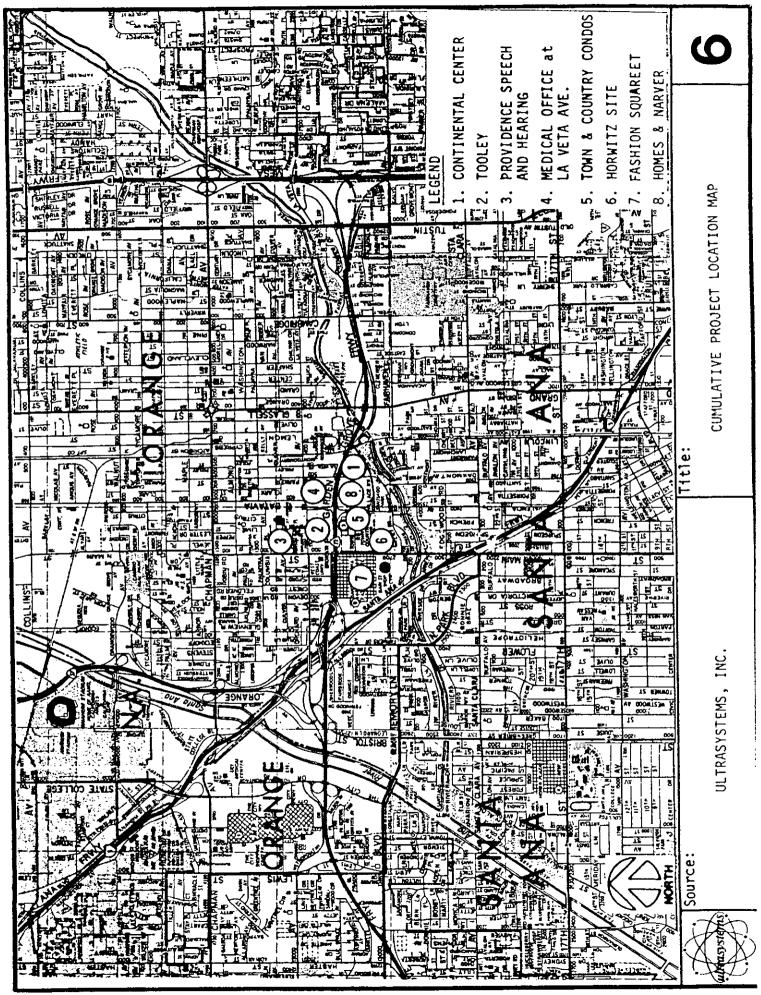
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TABLE 3CUMULATIVE PROJECTS

NAME	PROPOSED USE	SQUARE FOOTAGE	STATUS
Hurwitz Site	Office Hotel Retail	2,300,000 450 Rooms 500,000	Proposed
Homes and Narver Expansion	Office	98,239	Proposed
Continental Center	General Office	754,850	Approved
Tooley	Office	400,000	Approved
Medical Offices	Medical Offices	86,600	Under Construction
Town and Country Condominiums	Residential	500 units	Approved
Fashion Square	Retail (additional) Office Hotel(s)	1,100,000 1,500,000 1,200 rooms	Proposed



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5.0 DISCUSSION OF THE ENVIRONMENTAL SETTING, IMPACTS AND MITIGATION MEASURES

5.1 Land Use

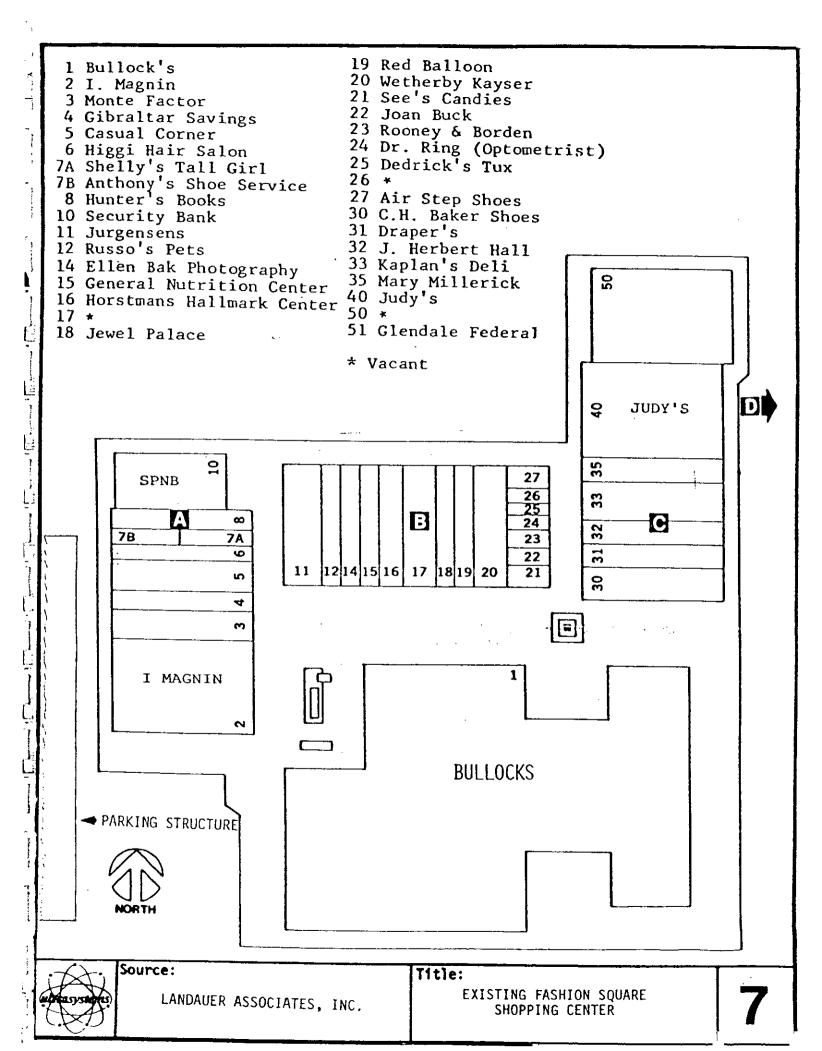
5.1.1 Environmental Setting

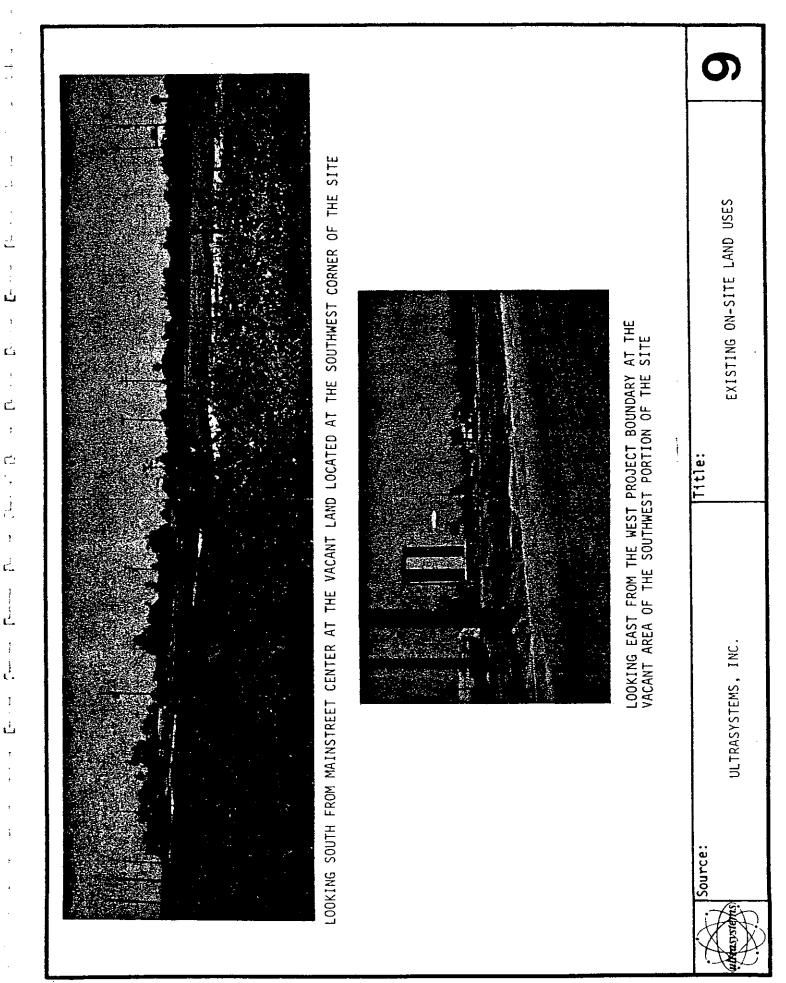
The existing land uses on the project site include Fashion Square Shopping Center, Main Street Shopping Center, vacant land and a 442 foot by 446 foot three level parking structure that provides approximately 1400 parking spaces and surface level parking lots. Fashion Square covers approximately ± 35.91 acres and has 51 stores totalling 521,725 square feet of leasable area.* A map of the existing Fashion Square Shopping Center showing the existing businesses is shown in Figure 7. Mainstreet Center covers ± 14.92 acres and has 163,403 square feet of leasable area.** A map of existing Mainstreet Center showing the existing businesses is shown in Figure 8. The vacant land and surface level parking lots cover approximately ± 12.71 acres. The parking structure is located immediately west of Fashion Square Shopping Center (refer back to Figure 4). Overall, the project site consists of ± 63.54 acres. Surface level photographs of these existing on-site land uses are shown in Figures 9 through 12.

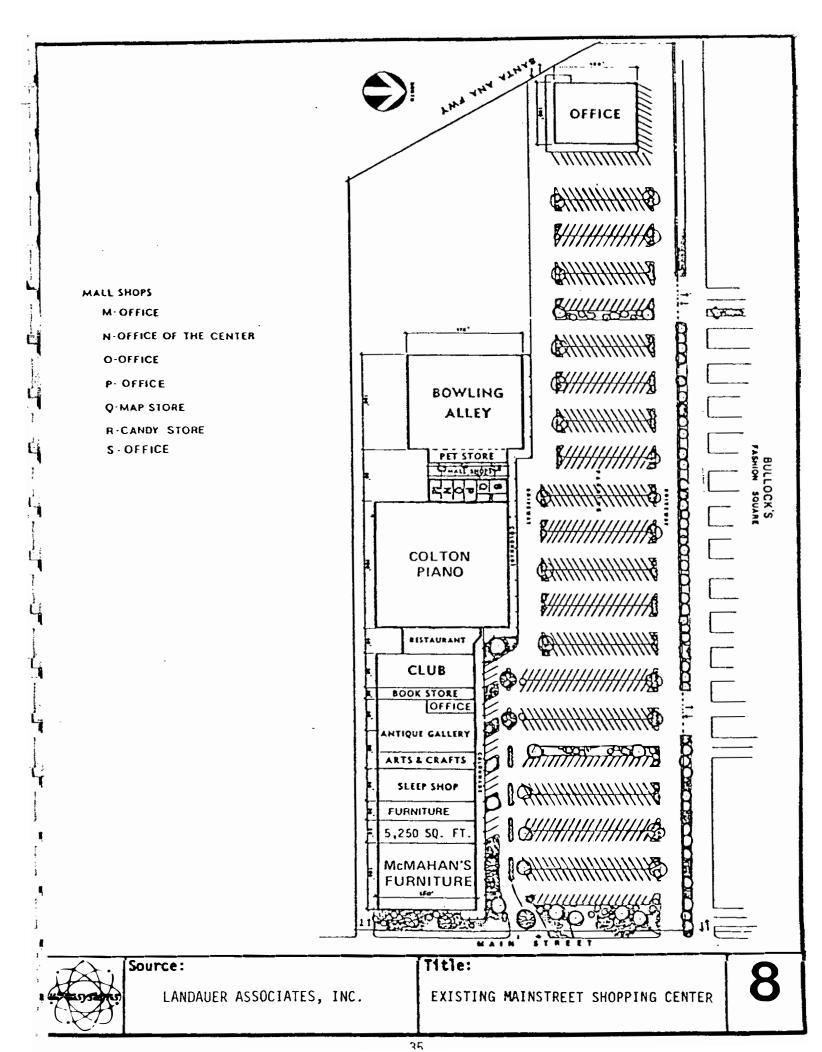
The land uses surrounding the project site include the Garden Grove Freeway, office buildings, and residential homes north of the site. The City Limit boundary for the City of Santa Ana and the City of Orange parallels the Garden Grove freeway along the north side of the freeway. The office buildings and the residential homes north of the Garden Grove Freeway are within the City of Orange. East of the site is the Town and Country Center, a vacant 18-acre parcel of land, Polly's Pie restaurant, residential homes, and commercial uses. The Town and Country Center is within the City of Orange. The other land uses east of the site and south of Town and Country Center are in the City of Santa Ana.

^{*} Santa Ana Fashion Square, Santa Ana, California, piii, Report by Landauer Associates, Inc., July 20, 1979.

^{**} Mainstreet Center and Adjacent Vacant Lane, Santa Ana, California, p. 13 Report by Landauer Associates, Inc., July 20, 1979.







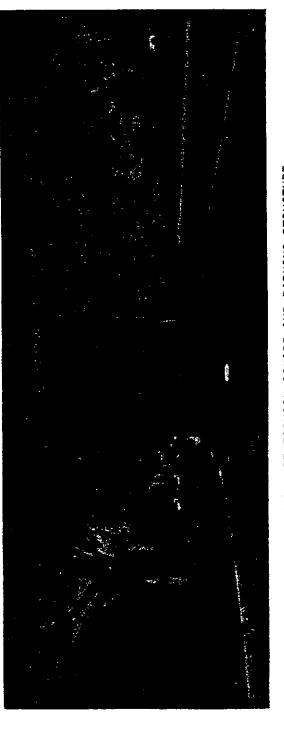
EXISTING ON-SITE LAND USES

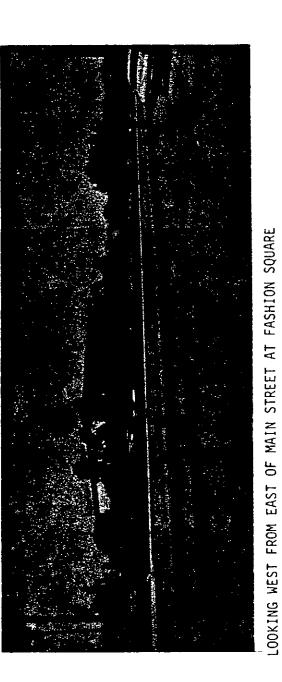
ULTRASYSTEMS, INC.

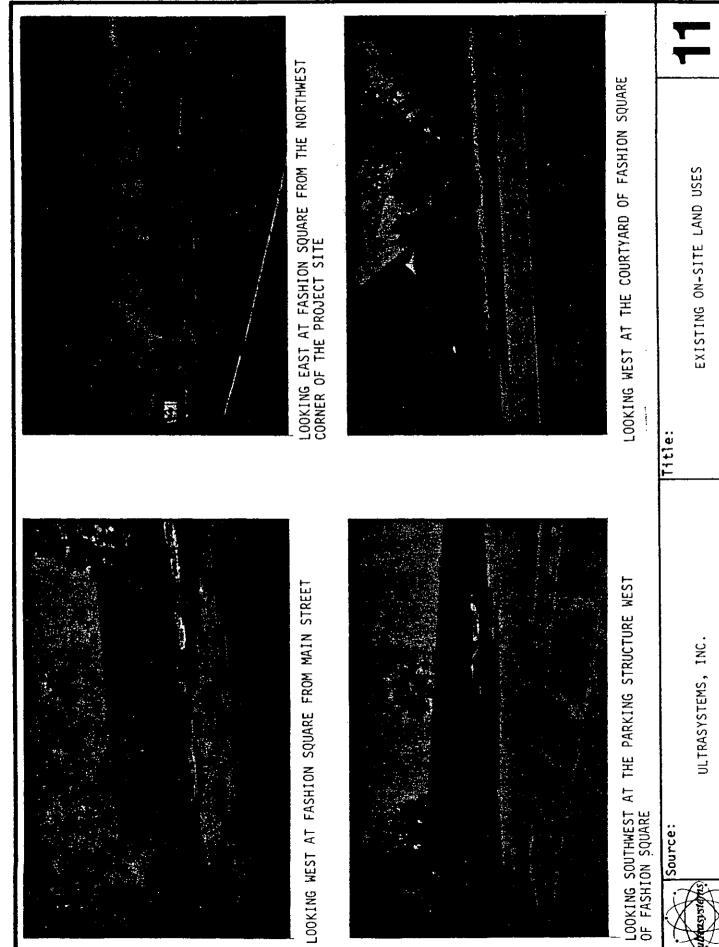


LOOKING NORTH AT THE WEST SIDE OF FASHION SQUARE AND PARKING STRUCTURE

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LOOKING WEST FROM ON-SITE AT A BUILDING WEST OF MAINSTREET CENTER LOOKING WEST FROM ON-SITE AT THE MAINSTREET SHOPPING CENTER EXISTING ON-SITE LAND USES Title: LOOKING EAST FROM ON-SITE AT THE MAINSTREET SHOPPING CENTER LOOKING NORTHWEST FROM OFF-SITE AT MAINSTREET SHOPPING CENTER WITH FASHION SQUARE IN THE BACKGROUND 5 ULTRASYSTEMS, INC. Source:

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South of the project site is Fidelity Federal and Savings office building, a motel and Ham's Restaurant. The Santa Ana Freeway is located west of the site. Figures 13 through 15 show surface level photographs of the surrounding land uses.

The project site is designated as part of the "Mixed Use Corridor" land use according to the City of Santa Ana General Plan. Figure 16 presents the City of Santa Ana Land Use Map. The surrounding land use designations in the City of Santa Ana include "Mixed Use Corridor" east and south of the site, parks and recreational open space south of the site and the Santa Ana Freeway and Garden Grove Freeway west and north of the site, respectively. The surrounding land use designations within the City of Orange include Low Density Residential and Major Commercial north of the site and Major Commercial east of the site.

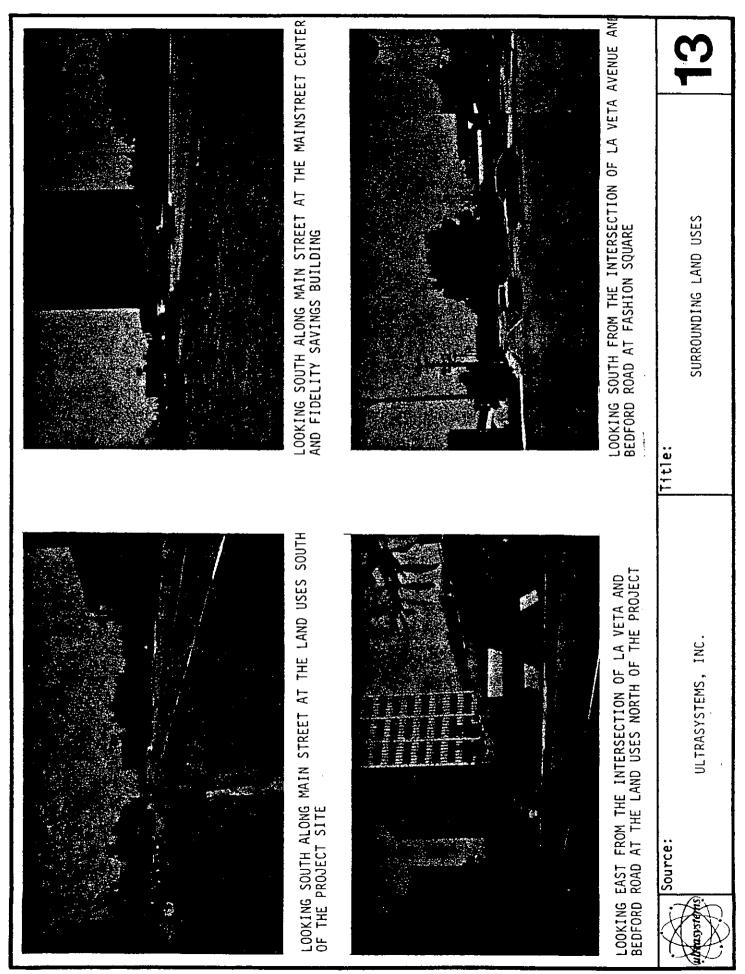
One of the policies of the Santa Ana General Plan's "Land Use" element is to "encourage higher density residential, office and commercial uses in Mixed Use Corridors."

The Mixed Use Corridors are a key component of the City's overall planning strategy and program, or Framework Plan. The mixed use corridors:

"provide important neighborhood facilities and services including shopping, recreation, cultural and entertainment activities, employment and education"

"provide support facilities and services for the Industrial Districts including office and retail, restaurants and various other services."

The Mixed Use Corridors will vary in character and intensity along their length according to the degrees of access, market demand, relationships to adjacent residential uses, availabillity of land and relationships between existing and new land uses.



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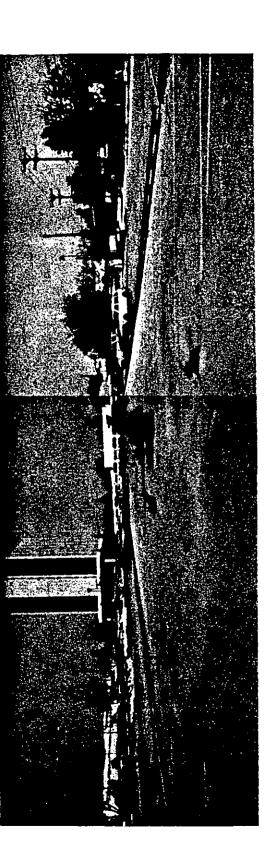
SURROUNDING LAND USES

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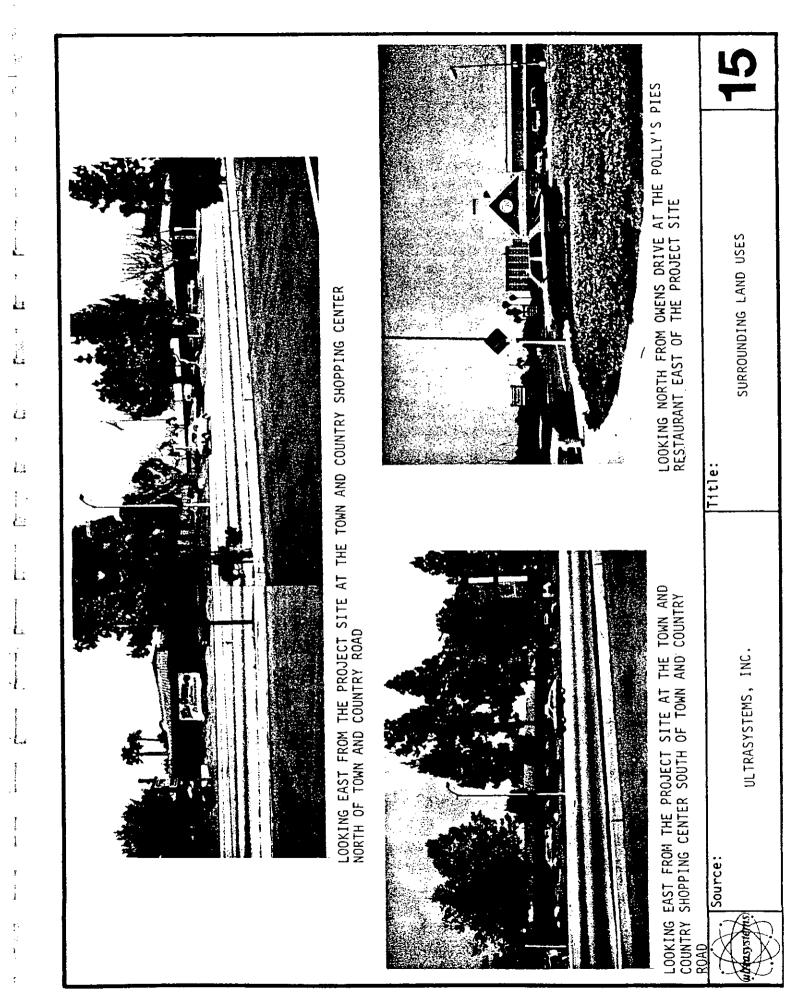
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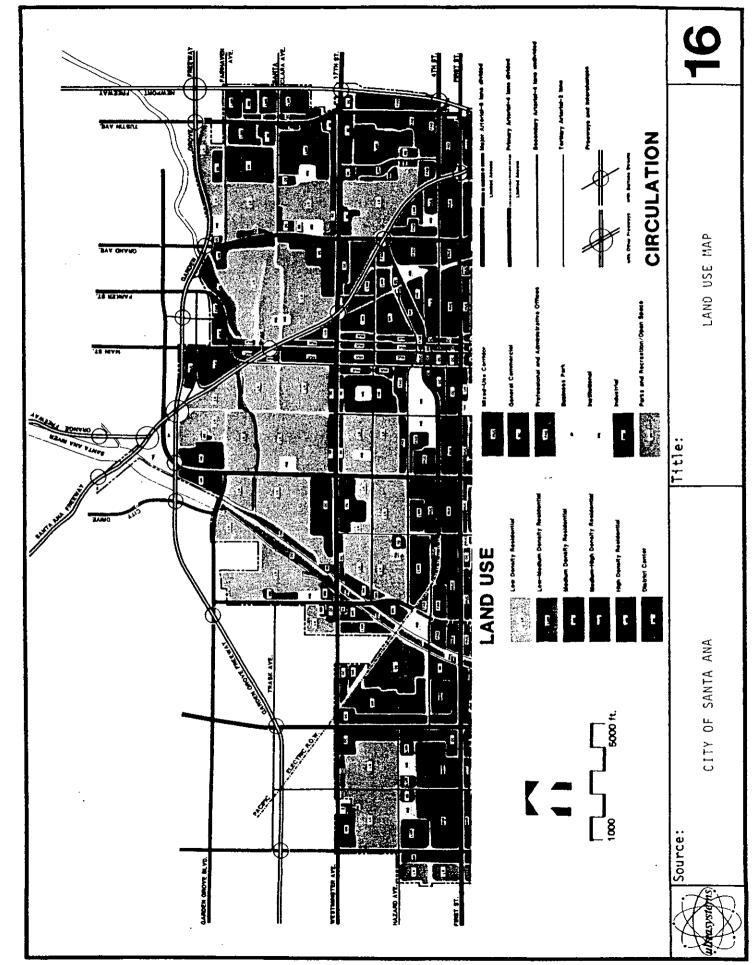
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LOOKING EAST AT THE SURFACE LEVEL PARKING LOT LOCATED AT THE SOUTHERN PORTION OF THE SITE





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A key feature of detailed planning and development of the Mixed Use Corridors will be the integration of land uses, pedestrian walkways, open spaces and building configurations with key transit routes and their associated stations or stops.*

One land use implementation policy that pertains to this project is:

Encourage higher density residential, office and commercial uses in Mixed Use Corridors.

The Implementation Programs that are applicable to this project include:

- Upgrade the economic and physical vitality of existing shopping centers.
- Upgrade marginal or poorly-located commercial strips through design plans and implementation programs.
- Utilize appropriate economic development programs to assist in the financing, upgrading and recycling of commercial uses.
- Promote the Main Street and First Street corridors as locations for higher density mixed use development.
- Adequately zone land and prepare development plans for a major new linear activity center between the Downtown and Fashion Square.
- Prepare specific plans for the Mixed Use Corridors.

^{*} City of Santa Ana General Plan, October, 1982.

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The project site is mostly zoned C-2 (General Commercial) with a small area on the site zoned R-1 (Single-Family Residential). Figure 17 presents the City of Santa Ana Zoning Map. The surrounding zoning within the City of Santa Ana is C-2 (General Commercial), R-1 (Single-Family residential) and Open Space south of the site, Open Space west and north of the site, and C-2 (General Commercial), R-1 (Single-family residential) and Open Space east of the site. Surrounding zoning within the City of Orange is Low Density Residential (R-1-6) and Major Commercial (C-2) north of the site, and Major Commercial (C-2) and (C-3) east of the site.

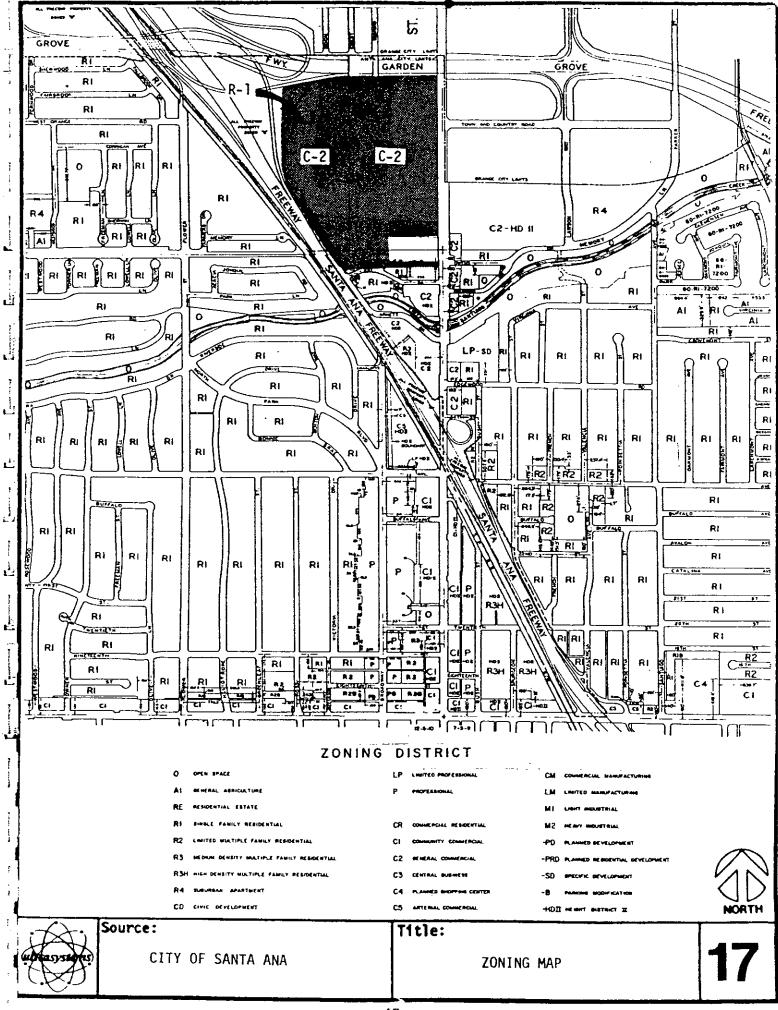
Some of the uses allowed by the City of Santa Ana C-2 zoning designation are administrative and professional offices, retail and service uses, restaurants, schools, automobile parking garages, etc. The uses allowed with a conditional use permit in the C-2 zone include hotels, motels, trailer parks, outdoor and indoor recreational uses, and dwelling units when erected above the ground floor of a commercial structure.

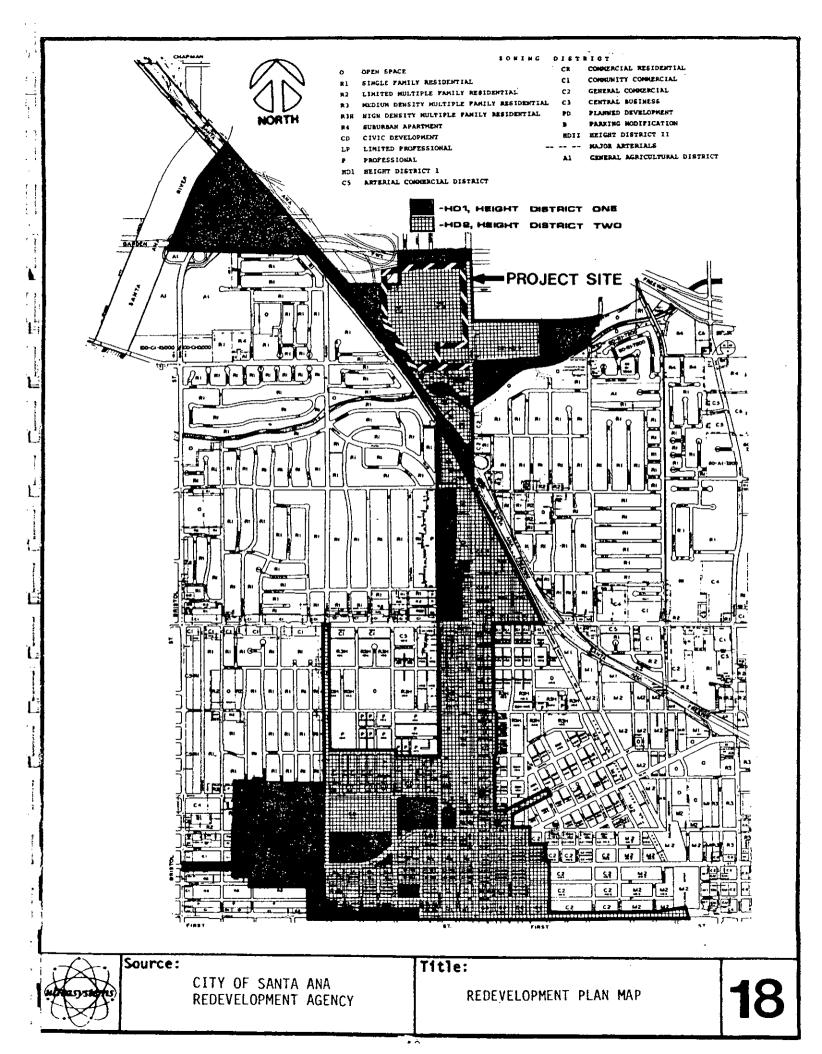
The project is in a redevelopment area as designated by the City of Santa Ana Community Redevelopment Agency. Figure 18 presents the Redevelopment Plan Map and indicates the location of the proposed project within the Redevelopment Area.

The project is located in Height District II. All lots within Height District II shall be subject to the following height exceptions and regulations:

Any structure may exceed thirty-five (35) feet in height if both of the following provisions are complied with:

a. Each part of any structure exceeding thirty-five
(35) feet in height shall be set in from one or the other or from both side property lines not less than







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a combined total distance equal to one-half (1/2) of the overall height of the structure, signs, included.

b. Each part of any structure exceeding thirty-five (35) feet in height shall be set in from the front or the back or from both the front and the back property lines not less than a combined total distance equal to one-half (1/2) of the overall height of the structure, signs included.*

5.1.2 Impacts

Project Impacts

The project proposes development of commercial/retail, offices, specialty shops and 1,200 hotel rooms on the project site. In order to construct the proposed uses, the Main Street Shopping Center would require removal.

The existing tenants of the Main Street Center and some of the tenants in the existing Fashion Square Center would require relocation upon project implementation. The Agency has already notified the tenants on the site of the proposed project. The tenants will again be notified at the time of the public hearing for acceptance of the Participation Agreement between the Redevelopment Agency and the project Participants. The tenants will also be formally notified at the time the Agency makes an offer on the purchase of the site. Once the project site is acquired by the Agency, the tenants will have at least 90 days to relocate. Generally, tenants prefer to find their own location to relocate to, but the Agency will assist them in this effort.

^{*} The Proper Place of Multi-Story Structures, Special Study, 17, Planning Department, City of Santa Ana, October, 1961, p. 33.

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The Agency will assist all persons (families, business concerns, and others) displaced by the project in finding other locations and facilities. The Redevelopment Agency will provide displaced tenants with relocation payments to compensate for moving expenses and assistance in finding new locations. The Agency administers such assistance in accordance with State law and regulations and as a matter of policy in accordance with the H.U.D. regulations that implement the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 (called the "Uniform Act").

Some of the displaced businesses may relocate while some may go out of business. If a business relocates, it may suffer financially from lost sales during the period that the business is relocating. Depending upon the individual business, this financial loss may or may not be significant. In addition to lost sales, the business may also experience reduced clientele at its new location. If a business relocates in the same general area as the proposed project, then it probably will not suffer from reduced clientele and sales.

The project will be developed in several phases providing up to a maximum of 3,100,000 square feet of commercial-office use and 1,200 hotel rooms. Construction of the project is expected to begin in mid-1983 and be completed by 1989.

The project would meet the intent and the policy of the Mixed Use Corridor land use designation. The project would provide important employment and shopping needs to the City of Santa Ana as well as other cities. The project could provide support facilities for the Industrial Districts, although the project is removed from these areas. The project would integrate land uses, pedestrian walkways, open space and building configurations with key transit routes and bus stops located along Main Street.

The project would meet one of the implementation policies by providing high density office and commercial uses.



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The project would comply with the Implementation Programs that are applicable to this project. The project would upgrade the economic and physical vitality of the existing Fashion Square shopping center. Although the project would result in the removal of the Mainstreet Center, the proposed project would upgrade the area. This project, with financial assistance through the Santa Ana Redevelopment Agency, will upgrade and recycle the commercial uses on the site. The project would also promote the Main Street corridor with higher density mixed use development. The project would help initiate major new linear activity between Downtown and Fashion Square. The project should have a specific plan prepared for ultimate development of the site as recommended in the General Plan.

The proposed project would generally conform with the existing zoning designations for the property. However, the project would require a zone change from R-1 (Single-Family Residential) to C-2 (General Commercial) for a small piece of property near the northwest corner of the site in order for the proposed project to be consistent with the zoning designation. The project would conform with the surrounding land uses since the types of uses proposed (retail and commercial) are characteristic of the existing uses in the project area.

The proposed development would accomplish the objectives of the Redevelopment Plan by revitalizing and restoring the economic, social and physical health of the Redevelopment Project Area. The project specifically complies with the objective to provide the Agency the tool by which the Agency may participate in a plan to increase the existing shopping area known as Fashion Square Center. The project should compliment the downtown area by expanding and varying the economic base in the city.

The existing surface level parking lot south of Mainstreet Center provides parking for customers, tenants and visitors of the Fidelity Savings office building. This parking lot is divided in ownership by KLST Partnership, Ltd. and Comet, Inc. as shown in Figure



19. The City of Santa Ana has an agreement with Comet, Inc. and KLST whereby Comet, Inc. agrees to provide parking, in addition to parking provided by KLST, for tenants of the Fidelity Savings building until the year 2023 or until recission of the agreement. The proposed project would eliminate the west parking lot owned by KLST (Sales Parcel 3) and 60 feet at the west end of the Comet, Inc. parking lot (Sales Parcel 5).

The Fidelity Savings Building consists of approximately 116,900 square feet of gross floor area. There are approximately 418 parking spaces in the total parking area serving the building, representing an existing ratio of 3.6 parking spaces per 1,000 square feet of gross floor area. Approximately 198 of these spaces are located in the area proposed to be acquired for the Fashion Square project (Sales Parcels 3 and 5). Assuming no redesign of the remaining parking area to include compact car spaces, the Fidelity Savings Building would be left with 220 parking spaces, for a ratio of 1.9 spaces per 1,000 square feet of gross floor area.

The City of Santa Ana zoning ordinance requires one parking space per each 300 square feet of floor area for office buildings, but in practice, the City measures this requirement against about 90 percent of gross floor area, with the remainder consisting of hallways, elevators, restrooms and similar non-office space. This results in an effective official city standard of 3 parking spaces per 1,000 feet of gross floor area. Applied to the Fidelity Savings Building, this would call for 351 parking spaces.

Thus, without mitigation, the Fidelity Savings Building would have a shortage of 131 spaces below the City established standard for office buildings. This could result in impacts on surrounding areas, in that there may not be enough on-site parking for tenants, employees, and clientele of the building, who would therefore seek alternative parking in adjacent shopping centers and along public streets. It is quite speculative at this time whether this pattern would occur to the extent



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of creating a severe parking problem in the area, since it depends both on the future availability of alternative parking in the area and on the actual future parking needs of the Fidelity Savings Building. For purposes of this environmental review, it will be presumed that the loss of parking spaces by the Fidelity Savings Building will amount to a significant effect on the environment only if it is not mitigated so as to provide that building with at least the 351 spaces required under current City off-street parking standards.

(It is true, of course, that even with mitigation to the extent of providing 320 spaces, the Fidelity Savings Building would still lose the 67 spaces it now has in excess of City standards, and that such decrease, while not deemed substantially adverse to the environment, does take away something of value to KLST. This, however, would be a loss of value for which the Agency would be required to compensate KLST in the course of its acquisition of Sales Parcels 3 and 5 by purchase or eminent domain).

In order to provide 351 spaces to the Fidelity Savings Building, it will be necessary to provide that building with additional land usable for off-street parking. The amount of land required will depend upon the City's requirements for parking space size and aisle width as well as the amount of additional spaces to be provided. The existing Fidelity Savings Building parking area is designed for full-size car spaces. The City zoning code does allow, however, for up to 40 percent of parking spaces to have the smaller dimensions prescribed for small cars together with some reduction in the width of aisles serving such small car spaces.

The Redevelopment Agency currently owns the strip of vacant land between the Fidelity Savings site and the Owens Drive extension to the south. Of this land, approximately 26,300 square feet lies to the south of that portion of the Fidelity Savings site which would remain after the loss of Sales Parcels 3 and 5. The City's Planning Department has conducted a review which indicates that, if this 26,300 square foot



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area were added on to the remainder of the existing Fidelity Savings parking area and the entire parking area were then redesigned to provide 35 percent small car spaces, then 259 total spaces could be provided. This still leaves 92 spaces to be provided, and the only land available for this purpose appears to be some part of the Fashion Square Project site itself.

It is therefore recommended that the Agency and the Developer seek an agreement with KLST to provide additional off-street parking, sufficient to satisfy City code standards, for the Fidelity Savings Building by sale or lease, or some combination thereof, of both the vacant Agency land to the south and some portion of the Project site in the near vicinity. The amount of land involved will depend upon the extent to which the existing and additional parking area is redesigned for small car spaces, which is a matter to be negotiated by the interested parties. At the least, however, the Agency and the Project Participants should offer KLST sufficient land at fair market value (or fair rent) in trade-off against the land to be acquired for the Project (Sales Parcels 3 and 5), to allow for a total of 351 parking spaces, assuming the maximum number of small car spaces, with the Agency and/or the Project Participants to bear the cost of installation of the new and redesigned parking areas.

(It may prove advisable to offer more land for more spaces in order to avoid potential severence damages, but this is a legal and economic issue rather than an environmental concern).

Cumulative Impacts

Construction of the "cumulative projects" listed in Table 3 would result in a high intensity of commercial and office uses in the project area. The proposed project in addition to the other proposed projects would convert existing vacant land into commercial uses, which would reduce open space in the area. However, the area is proposed for commercial uses by the respective general plans and, therefore, the

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proposed developments are not inconsistent with the proposed land use designations. The cumulative projects could result in cumulative impacts to adjacent land uses, especially residential areas. The cumulative impacts to local residents could consist of increased noise, reduced air quality, increased local traffic, increased illumination, etc., as described in the appropriate sections of this report. The proposed project would contribute to these cumulative impacts.

5.1.3 Mitigation Measures

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.

b) All tenants displaced by the project will be provided assistance in accordance with State law and Santa Ana Redevelopment Agency policies.

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 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.

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.



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5.1.4 Significant Environmental Effects

Unless agreements can be reached with KLST for the provision of additional off-street parking for the Fidelity Savings Building, the project will result in inadequate off-street parking for that building.

5.2 Soils and Geology

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5.2.1 Environmental Setting

A soils and geology report has not been prepared for the proposed project. A soils and geology report* was prepared, however, for the Fashion Square Parking Structure located west of Fashion Square Shopping Center within the proposed Fashion Square Commercial Center project boundaries. This section will summarize the information contained within that report and will serve as general information of the soil type on the project site.

Natural soils underlying the parking structure and presumably the project site are alluvial deposits associated with deposition by the Santa Ana River. The upper deposits are comprised of variable fine sand, silt and clay mixtures. In-place consistency was found to be somewhat non-uniform, generally ranging from moderately loose or soft to compact. These upper non-uniform deposits extend to depths of 12 to 25 feet in thickness. The soils between 25 feet and 50 feet, the maximum depth explored, consisted of compact to dense, fine to course sands and gravels.

Artificial fill, apparently associated with the original overall grading of the Fashion Square site was encountered in all the test borings made within the paved areas that were once located where the parking structure is now located. In general, the depth of fill was greatest along the east edge of the parking structure site and then gradually decreased in depth toward the southwest. The fill material was predominantly comprised of variable silty sand and clayey sand mixtures with occasional sandy clay and clean sand layers. No

^{*} Soils and Foundation Investigation Fashion Square Parking Structures, Soils International, February 23, 1977.



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significant contamination was observed and the in-place consistency appears to range between moderately compact to compact.

The remaining portion of the proposed project site (Main Street Center and the surface-level parking lot) probably contain some quantities of fill material from when these areas were constructed. The vacant parcel probably contains very little if any, fill materials. Except for some shallow subsurface fill material, the soil of that portion of the project site south of Fashion Square Center probably consists of Santa Ana River alluvial deposits as is characterized by the soil underlying the parking structure.

5.2.2 Impacts

Project Impacts

Since there were no identified soils and geology constraints or problems with the Fashion Square Center parking structure, it is not anticipated that there will be any adverse soils and geology impacts associated with the proposed project. Any potential impacts that may occur would probably be mitigated with proper engineering techniques.

As indicated in the Participation Agreement, "it shall be the sole responsibility of the participant, at the participant's expense to investigate and determine the soil and seismic conditions of the participation parcel and sales parcels and its suitability for the development to be constructed thereon."

The Participation Agreement also states that "it shall be the sole responsibility of the participant, at the participant's expense, to do all work necessary to demolish, grade, clear, and prepare the Participation Parcel and Sales Parcels and to investigate and determine the soil conditions of the Participation Parcel and Sales Parcels and



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the suitability of the Participation Parcel and Sales Parcels for the development to be constructed by the Participant. If the soil conditions of the Participation Parcel and Sales Parcels or any portion thereof are not in all respects entirely suitable for the use or uses to which the Participation Parcel and Sales Parcels will be put, then it is the sole responsibility and obligation of the Participant to take such action as may be necessary to place the Participation Parcel and Sales Parcels in all respects in a condition entirely suitable for the development thereof."*

Any soil and/or geologic conditions that could create building and construction impacts will have to be disclosed and corrected at the Participant's expense in accordance with the City's standard building permit approval process.

Cumulative Impacts

The cumulative impact of this development and other identified developments in the area are not anticipated to have any impacts on soils and geology in the area.

5.2.3 Mitigation Measures

No mitigation measures are proposed.

5.2.4 Significant Environmental Effects

No adverse impacts are anticipated.

^{*} City of Santa Ana Redevelopment Project, Santa Ana, California, Fashion Square Commercial Center Site, Participation Agreement by and Between Community Redevelopment Agency, City of Santa Ana and Federated Department Stores, Inc. and Santa Ana Venture, p. 14.



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5.3 Hydrology

5.3.1 Environmental Setting

The project site is basically flat and almost entirely covered with buildings and parking lots. Runoff from the site drains in a southwesterly direction to a 36-inch storm drain in Arnett Drive. Runoff from the storm drain in Arnett Drive discharges into Santiago Creek. There is also a 42-inch storm drain in Main Street that collected some runoff from the site which also discharges into Santiago Creek. The runoff generated from the northwest portion of Fashion Square drains into an open channel located within the freeway right-ofway (CALTRANS' property) and empties into the Santa Ana River.*

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5.3.2 Impacts

Project Impacts

Since the site is almost completely covered with development at the present time, the proposed project is not anticipated to result in a significant amount of additional runoff. The existing drainage facilities that serve the site should be adequate to accommodate the additional runoff generated by the project. Any improvements which do prove to be necessary will be required to be made at the time of construction pursuant to the City's standard building permit approval process.

Cumulative Proposed Impacts

The proposed project in conjunction with other developments in the area would result in an increase in the amount of stormwater runoff. The additional increase in runoff generated by the cumulative projects

^{*} John Burk, Senior Civil Engineer, City of Santa Ana, Public Works.



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is not known at this time. Therefore, it is not known if the existing storm drain facilities in the area could adequately accommodate the additional increase in runoff. If the existing facilities are inadequate, then improvements to the facilities would be required, at the time of development of the cumulative projects pursuant to the City's standard building permit approved process.

5.3.3 Mitigation Measures

No mitigation measures are proposed.

5.3.4 Significant Environmental Effects

No adverse impacts are anticipated.



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5.4 <u>Biota</u>

5.4.1 Environmental Setting

The project site is located in a mature urban environment with residential and commercial land uses. As a result, the natural vegetation in the project area has been replaced with introduced ornamental trees, shrubs and grasses. This vegetation consists almost entirely of species that were selected for their aesthetic qualities, adaptability to the urban environment and their ease of maintenance. The trees on the project site provide nesting and roosting places for several urban bird species.

The urbanized character of the project site provides limited habitat for wildlife. Only small ground mammals and birds that are adaptable and tolerant of man's activities are able to survive in the project area. Mammal species include mice and gophers while larger species are non-existent. Urban bird species include House Finch, Song Sparrow, Common Raven and Mourning Dove. A list of the plant and animal species observed or expected to occur on the site is listed in Appendix I.

5.4.2 Impacts

Project Impacts

The construction of the proposed project will not result in any reduction in the amount of ornamental trees, shrubs and grasses on the site, although the location will be changed. A project landscaping plan will be required subject to Agency approval per the Participation Agreement.* During the demolition and construction phases of the

^{*} City of Santa Ana Redevelopment Project Santa Ana, California, Fashion Square Commercial Center Site Participation Agreement By and Between Community Redevelopment Agency, City of Santa Ana and Federated Department Stores, Inc., and Santa Ana Venture, p. 16.



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project, the small ground-dwelling animals and the birds would be forced to migrate to the outlying areas. When the project is completed and the project area is re-landscaped, wildlife would probably return.

Cumulative Impacts

The proposed project, in conjunction with other development in the area, would result in a cumulative reduction of existing vegetation and habitat during construction of these projects and consequently, a reduction of bird and mammal species. However, the vegetation and landscaping that would be provided by the cumulative developments after project completion could actually result in an overall increase of urban bird and mammal species.

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5.4.3 Mitigation Measures

The Participation Agreement requires the Project Participant to provide adequate landscaping on the site and provide for the Redevelopment Agency to approve all preliminary and final landscaping plans submitted by the Participant.

5.4.4 Significant Environmental Effects

There are no substantial adverse biological impacts anticipated as a result of project implementation.



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5.5 <u>Archaeology</u>

5.5.1 Environmental Setting

An archaeological record search was conducted by Dr. David Van Horn to determine if there were any recorded archaeological sites on the project site. The record search indicated that there are no recorded sites on the property and only one archaeological site, Ora-278, has been recorded within a two-kilometer radius of the site. Archaeological site Ora-278 is located southwest of the project site.

5.5.2 Impacts

Project Impacts

Since most of the site is already developed and there are no recorded sites on the property, no impacts are anticipated.

Cumulative Impacts

No cumulative impact is anticipated.

5.5.3 Mitigation Measures

No mitigation measures are proposed.

5.5.4 <u>Significant Environmental Effects</u>

No substantial adverse impacts are anticipated.

5.6 Traffic and Circulation

5.6.1 Environmental Setting

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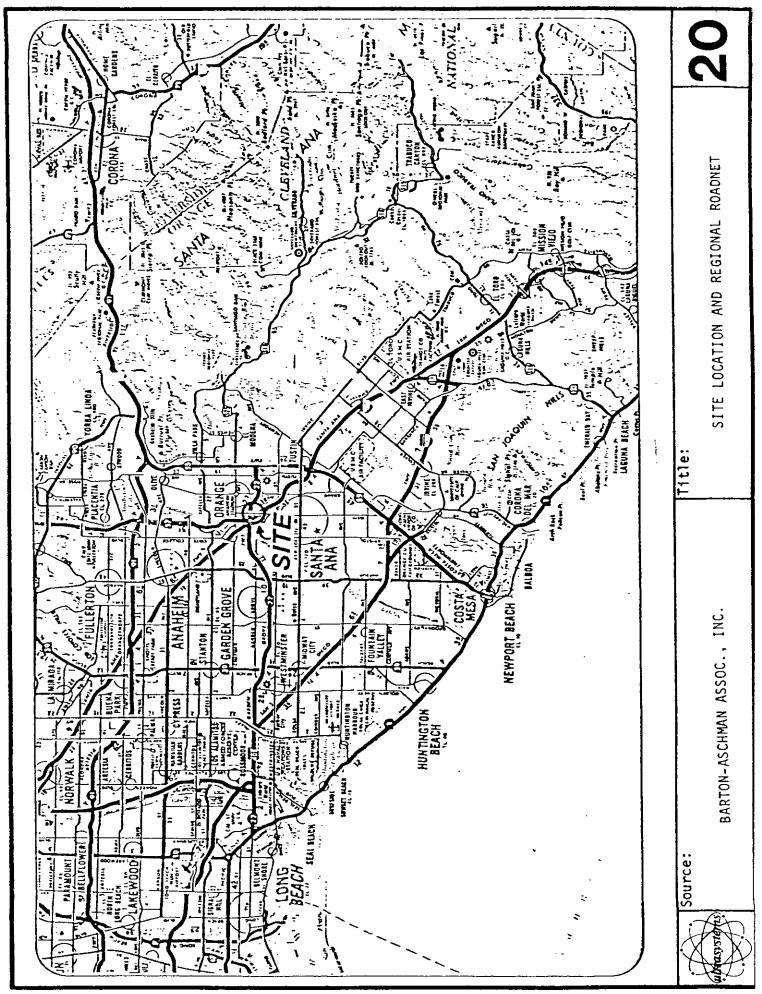
Santa Ana Fashion Square is an existing regional open shopping mall in Santa Ana, California. It is located immediately south of the boundary line with the City of Orange. Figure 20 illustrates the site and regional highway system. The site is bounded by Main Street to the east, the Garden Grove Freeway to the north, the Main Street Shopping Center to the south, and the interchange connector ramps of the Santa Ana and Garden Grove Freeways to the west. The site location and area highways are illustrated in Figure 21.

Presently, Santa Ana Fashion Square consists of approximately 512,595 square feet gross floor area (GFA) of retail space anchored by two major department stores - Bullocks and I. Magnin - together with mall specialty shops, on 35.21 acres of land.

The Santa Ana venture proposes to redevelop and expand this facility by acquiring parcels of land to the south of the existing center. As presently conceived, the redevelopment and expansion of the center consists of the following:

- Retail 1,200,000 square feet in addition to 400,000 square feet of the existing Fashion Square Center that will remain
- 2. Office 1,500,000 square feet
- 3. Hotel 1,200 rooms.

The existing 163,403 square foot Main Street Center would be demolished under the proposal.



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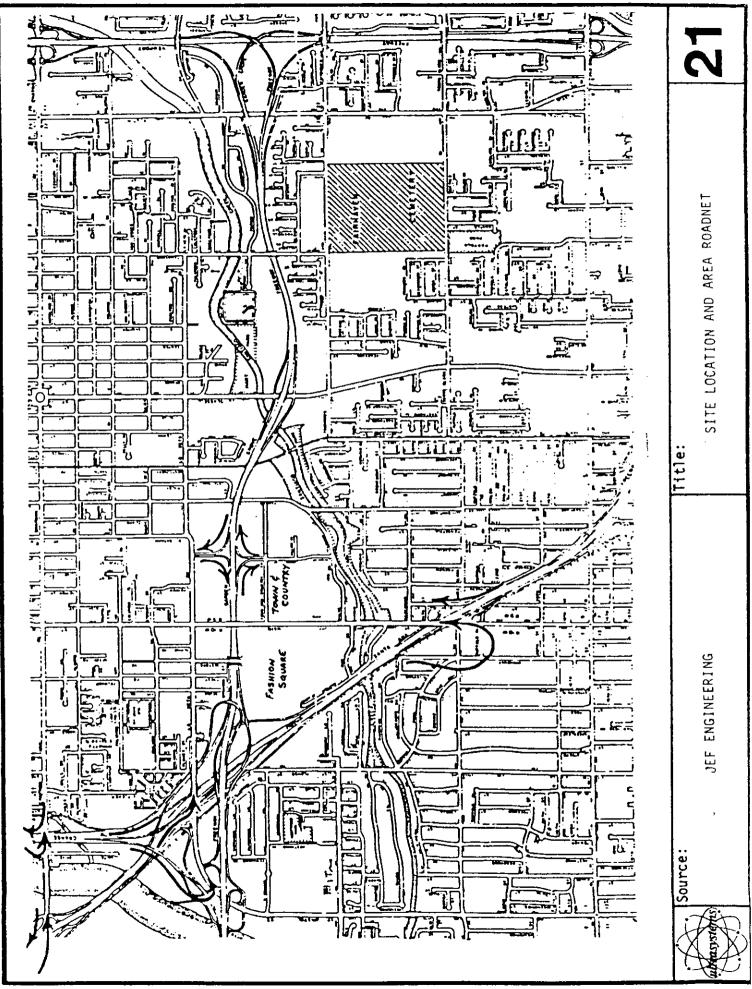
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Freeway

The principal access to the study area is shown in Figure 21. The area is served directly by three freeways: The Santa Ana (I-5), the Garden Grove (Rte 22) and the Orange (Rte 57) and indirectly by a fourth - the Costa Mesa-Newport (Rte 55). Interchanges are provided with the main arteries (Main Street, Grand/Glassell, Chapman and a partial interchange with Bristol/LaVeta). The existence of the I-5/Rte 22/Rte 57 interchange creates a "spaghetti bowl" immediately adjacent to the study area. This severly limits opportunities for creation of new ramps without substantially reconstructing the existing facilities. The freeways themselves create significant travel barriers and bridge crossings are limited to relatively few locations. The City of Santa Ana and Caltrans have budgeted funds for construction of a new bridge over I-5 connecting Broadway with Owens Drive and linking with Parker Street and Lawson Way.

Interviews with the California Highway Patrol together with field observations indicate that the freeways are relatively free flow during the off peak periods. I-5 is congested in both directions during the AM and PM peak periods and is becoming increasingly congested during non-peak periods, especially noontime. Rte 57 is relatively free flow except for the southbound connector to I-5 in both the AM and PM peak periods. Northbound Rte 57 is congested north of the study area during the PM peak period at Ball Road. The Rte 22 Freeway is relatively free flow in the vicinity of the study area throughout most of the day. However, congestion does occur daily at locations outside the study area. Eastbound Rte 22 backs up from its transition with Rte 55 in the morning (for the southbound connection) and during the evening (for the northbound connection). CalTrans recently improved westbound Rte 22 in the vicinity of Bristol/LaVeta. This substantially reduced what was previously one of the most congested exists on eastbound Rte 22 in advance of the transition to I-5 and Rte 57 during both peak periods. However, through traffic eastbound on Rte 22 passes this congestion with



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ار شا relatively minor delay by using the number one lane. All freeway to freeway connections to and from the study area are relatively free flowing with the following exceptions:

- The southbound Rte 57 to southbound I-5 connector during both peak periods
- The eastbound Rte 22 to northbound Rte 55 during the PM peak period.

Peak period congestion on the southbound I-5 creates a backup of traffic on southbound Rte 57 and eastbound Rte 22 Freeways. Once a motorist reaches the eastbound Rte 22 connector (from either southbound Rte 57 or I-5) then free flow conditions are encountered through the study area. Other than the existing congestion on the southbound I-5, nearly free flow freeway conditions are (or could be available) to/from the study area. To take advantage of this situation, access to the study area must be via Rte 22 rather than I-5.

Ramps

Several ramps serve the study area, but two in particular, are considered important. These are the two Main Street interchanges with I-5 and Rte 22. Neither of these interchanges is a conventional design nor is either particularly well suited to accommodate the high volume of traffic expected from new commercial development in the Main Street Area. The I-5/Main Street Interchange has one off-ramp directing traffic onto a residential street with a stop sign at the end of the ramp. The on-ramp directs on-ramp traffic through a circuitous "maze" of tight turns through a residential neighborhood. A third ramp directs Main Street Interchange is situated such that it does not serve Main Street directly. It directs freeway traffic on or off to two side streets -La Veta and Town and Country Road. In addition, the Main Street/Rte 22 Interchange has no bridge over the freeway to connect the on and off ramps.

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Two isolated off-ramps which directly serve the Fashion Square area are particularly noteworthy. These are the La Veta off-ramps from southbound I-5 and southbound Rte 57. There are no corresponding on-ramps, but the return trip is facilitated via the Bristol Street on-ramp to eastbound Rte 22 and the "horseshoe" connector to northbound I-5 or Rte 57. These two off ramps serve Fashion Square in a reasonably direct manner with little delay encountered. However, the return trip via the "horseshoe" involves considerable out-of-direction travel. The severe congestion associated with the "horseshoe" connector makes the return trip to the freeways particularly unsuitable.

Arterials

The Orange County Master Plan of Arterial Highways (MPAH) shows relatively few main arterials serving the study area. These arterials are shown in Table 4.

Lawson Way, an existing 406 lane wide street, which provides direct access to the Rte 22 Freeway, is not included on the MPAH. This appears to be a significant omission particularly since the road does provide direct access to a freeway. Furthermore, with the completion of the Broadway Overcrossing (including construction of Owens Drive), Lawson Way offers a more attractive routing to and from Rte 22 than Main Street. This fact becomes increasingly more important if, as will be discussed later, a bridge is constructed at the Main Street/Rte 22 Interchange connecting the ramps.

Although the MPAH indicates the future configuration of arterials serving the study area, there are substantial gaps in what exists today. Glassell Street north of La Veta Avenue is essentially a two lane roadway with several four-way stop controlled intersections and a traffic circle located at the intersection of Chapman Avenue. These restrictions effectively limit the capacity of Glassell Street, to little more than its present volume unless a major widening program is completed.

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Natural barriers to travel such as the I-5 and Rte 22 Freeways and Santiago Creek restrict north-south travel. Santiago Street, the only crossing of Santiago Creek between Main Street and Grand Avenue, has been closed to protect the residential area south of the creek from traffic generated by new development in the study area.

TABLE 4

ARTERIALS SERVING THE STUDY AREA

Arterials

MPAH Classification

N-S

1.	Main Street	Major/Primary
2.	Grand/Glassell	Major/Primary
3.	Batavia Street	Secondary
4.	Flower Street	Commuter
5.	Broadway/Owens Drive/Parker	Secondary/Primary
6.	Lawson Way	Not Included

E-W

1.	17th Street	Major
2.	La Veta Avenue	Primary
3.	Town and Country Road	Primary
4.	Chapman Avenue	Primary

With Santiago Street closed and Glassell Street offering limited capacity, at least for the foreseeable future, the principal north-south access to and through the Fashion Square area will be Main Street. Parker Street has an undercrossing of Rte 22 but offers only limited possibilities. Its principal function is to provide the north-south link for the Rte 22/Main Street Interchange. With the completion of the Broadway Overcrossing, Lawson Way offers an excellent opportunity to supplement north-south access.



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The cross section of Main Street varies considerably throughout the study area. North of La Veta, Main Street has four lanes and a left turn median. Signals exist at two intersections between Chapman Avenue and La Veta Avenue, but they do not seriously effect street capacity. The capacity of Main Street is determined at the intersections with La Veta and Chapman. South of La Veta, Main Street generally has three lanes northbound and two southbound with median turning lanes. The curb widths vary, but the five travel lanes exist between 17th and La Veta. Main Street, in the vicinity of I-5, has experienced severe congestion in years past. Recent improvements by the City of Santa Ana including relocation of the southbound on-ramp, elimination of parking and left turns at several locations and restriping have significantly improved the level of service. Left turn restrictions associated with the I-5/Main Street Interchange (southbound off and northbound on) have increased the inconvenience for some freeway traffic. However, this inconvenience is offset by a significant improvement in the level of service provided on Main Street. Several "complaints" were registered by residents during the Phase One TSIP Study regarding the inconvenience caused by left turn restrictions but actual measurements show relatively little impact whereas travel time on Main Street is much improved.

Traffic Volumes

Peak hour traffic volumes were used for analytical purposes for both present and future conditions. Peak hour volumes for all signalized intersections in the study area are presented in Appendix II-A. The source of data is existing counts from the two cities, both of whom maintain active annual counts programs, and several additional counts collected expressly for the Phase Two Transportation System Improvement Study. The machine counts along with several individual intersection peak hour turning movement counts were collected by Newport Traffic Studies (NTS). CalTrans provided information on freeway counts as well as selected on and off ramp peak hour counts. Travel time and delay data were collected for all major roadways in the study area and is presented in Appendix II-B.



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A special Christmas season traffic count was conducted during the peak hour at the intersection of Main and Town and Country (Fashion Square Entrance) to determine what changes occurred during peak shopping periods. The surprising results showed that typical Christmas and non-Christmas peak hourly intersection volume (5:00 PM - 6:00 PM) was the same (2,535 vph during Christmas compared to 2,566 vph during the non-Christmas season).

Intersection Capacity Analysis

An intersection capacity analysis was conducted utilizing PM peak hour turning movement counts collected at all signalized intersections. Appendix II-A shows the existing number of approach lanes at each signalized intersection along with the PM peak hour traffic volume. This information was used as the basis for the capacity analysis using an Intersection Capacity Utilization (ICU) technique to report the Level of Service. In order to calibrate the ICU analysis to the actual driving characteristics of motorists encountered in the study area, a special study of lane capacities was undertaken.

The results indicate the following lane capacities per hour of green time at signalized intersections:

Lane Designation	<u>Capacity</u> *
Single Left Turn Lane	1600
Dual Left Turn Lanes	2750 (1500 one lane,
	1250 2nd lane)
Thru Lane (including right	1700
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turns)

^{*} These are actual flow rates observed at the four approaches on the intersection of Main/La Veta. The flow rate is expressed in terms of vehicles per hour of green signal time.



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An independent ICU capacity analysis was conducted for the intersections along Main Street by the firm of Linscott, Law and Greenspan, Inc., (LL&G) on behalf of the developers of Fashion Square. Although there were some differences in assumptions and lane designations made by the analysis, the results of the two ICU studies corroborated one another. (The LLG study was done to determine the extent of additional development which could be accommodated by the existing arterials without necessitating a major widening program. That analysis indicates that six travel lanes will be required on Main Street to accommodate the traffic to be generated by approved projects and that expected in the first phase of the proposed Fashion Square Expansion and a number of other approved or anticipated developments in the area. LL&G's study presumed the completion of the Broadway Overcrossing Project.)

The existing level of service provided by the arterial highway system was examined using ICU type of analysis. Supplemental information in the form of a signal cycle inventory of the existing signalization was conducted. The results of the Intersection Capacity Utilization for critical signalized intersections in the Study Area is shown in Table 5. The results of the signal cycle inventory is presented in Appendix II-C.



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TABLE 5

INTERSECTION CAPACITY UTILIZATION

1981 - PM PEAK HOUR

		Total Vol.		
Location		Entering	ICU	<u>L0S</u>
1.	Main/Chapman	3,292	0.77	C
2.	Main/Almond	2,128	0.54	A
3.	Main/Culver/Stewart	2,606	0.55	A E A
4.	Main/La Veta	4,855	0.93	E
5.	Main/Town & Country	2,414	0.47	
6.	Main/Edgewood	2,226	0.49	Α
7.	Main/Santa Clara	2,942	0.56	Α
8.	Main/Buffalo	2,443	0.71	С
9.	Main/17th	4,450	0.69	B
10.	17th/Spurgeon	2,779	0.52	Α
11.	17th/Penn Way	2,731	0.67	В
12.	17th/Valencia	3,142	0.81	E
13.	17th/Santiago	2,828	0.49	Α
	17th/Lincoln	3,421	0.84	D
15.	17th/Grand	4,425	0.77	С
	Grand/Santa Clara	2,942	0.56	A C
18.	Glassell/Garden Grove FWY Ramps	3,031	0.75	С
	Glassell/La Veta	2,388	0.79	С
20.	La Veta/Pepper	3,052	0.85	D
21.	La Veta/Garden Grove FWY Ramps	3,312	0.62	В
22.	Garden Grove FWY/Town & Country	1,784	0.64	В

City Parking Requirements

The City of Santa Ana's code required parking for land uses anticipated in the study area was investigated. The code requirements are shown in Table 6.

Comparison of the code requirements with typical code requirements existing elsewhere and with actual parking experience shows the City of Santa Ana's requirement is high with respect to retail parking but adequate for office parking. The City of Los Angeles has recently completed a study of parking usage. The study indicates employment is a more predictable unit of measure for parking than square footage. Their study shows offices generate an average parking demand of 0.70 spaces per employee. However, in the downtown CBD area which is



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well served by transit, the actual parking demand ranges between 0.41 and 0.68 spaces per employee. This indicates that transit service can produce a significant reduction in the need for office parking.

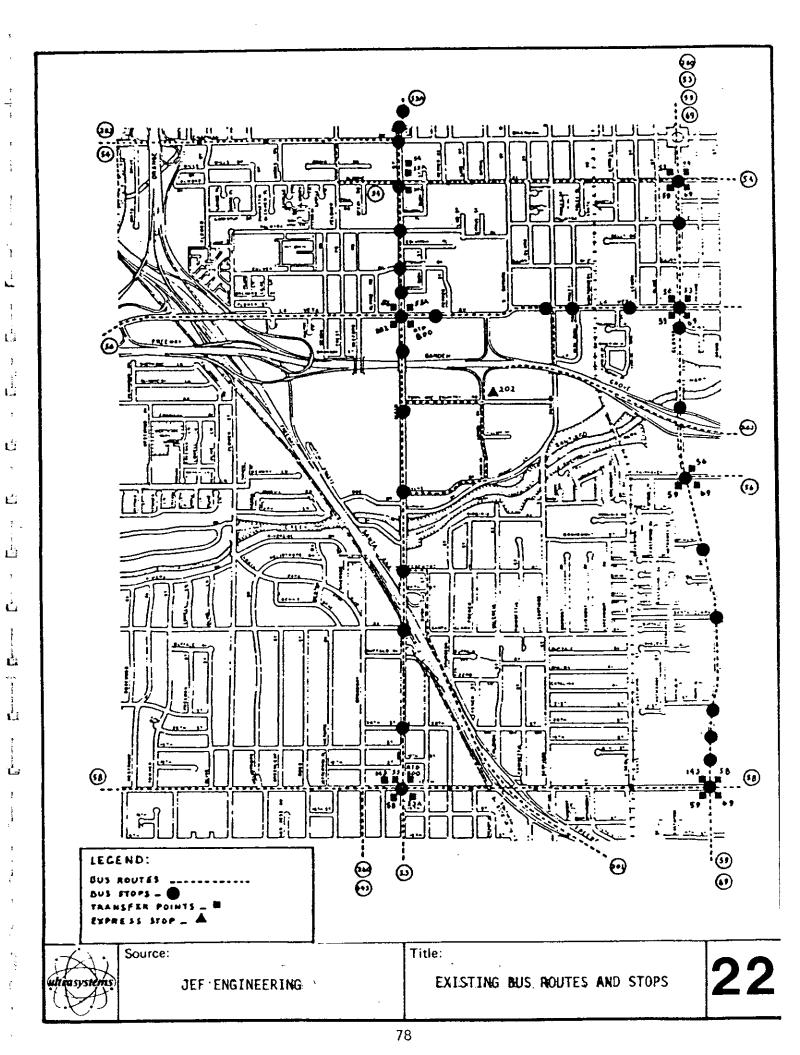
Another parking study recently completed in Anaheim showed actual parking usage rates of 5.0 spaces/1,000 SF for retail and 3.0 spaces/1,000 SQ for high rise offices. This is the same as required in the massive Century City office development. Examination of the parking being provided by the Continental Cities Development shows 3.0 spaces/1,000 SF are being supplied.

The City of Santa Ana code requirement of 6.7 spaces/1,000 SF of retail is higher than necessary to satisfy normal or even peak retail parking demand.

TABLE 6			
	CITY CODE PARKING REQUIREMENTS		
Land Use	Unit	<u>Parking Requ</u> Santa Ana	ired (spaces per unit) Typical Requirements
Office	1,000 SF	3	2.4 - 4.0
Retail	1,000 SF	6.7	4.5 - 5.0
Hotel	Room	0.5+0.33/ employee	1.0

Transit Service

Existing bus routes, stops and transfer locations serving the study area are presented in Figure 22. Information was obtained from the Orange County Transit District (OCTD) of residence of employees who work in the North Main Street area and for bus patronage. This information is presented in tabular form in Appendix II-D. Table 7 shows a breakdown of the typical driving distance for employees of the Main Street area.



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Examination of the existing transit service in the study area shows most service is concentrated on Grand/Glassell Street. Main Street has only one line (53/53A) which does have 20 minute service in peak periods. East-west service is provided on Chapman Avenue/Almond Avenue, La Veta Avenue, and 17th Street. One express bus line (202) does service the Main Street area with one stop. RTD provides service from one line (800) on Main Street.

An investigation was conducted to determine the total time required to use existing bus service from Fashion Square to the Amtrak Station in Santa Ana. The total time required (including waiting between transfers) is 45 minutes to an hour.

TABLE 7

DISTANCE OF EMPLOYEE RESIDENCES FROM NORTH MAIN STREET

Distance	Number of Employees	Percent
Less than 5 miles	1,535	41%
5 to 10 miles	1,645	43%
10 to 15 miles	502	13%
15 to 20 miles	50	1%
Greater than 20 miles	57	2%
То	tal 3,789	100%

One transfer is required to complete the trip. Frequent transit service does exist along Main Street, but the Amtrak Station is too far from Main Street to walk. A similar situation exists for the future Amtrak Station planned in Anaheim Stadium where no direct bus service is provided between the rail station and Fashion Square. Consequently, it is expected that a shuttle bus system operating between the two Amtrak stations and the Main Street portion of the study area is going to be needed to take advantage of expanded commuter rail service proposed in the future. The City of Santa Ana is expanding the parking



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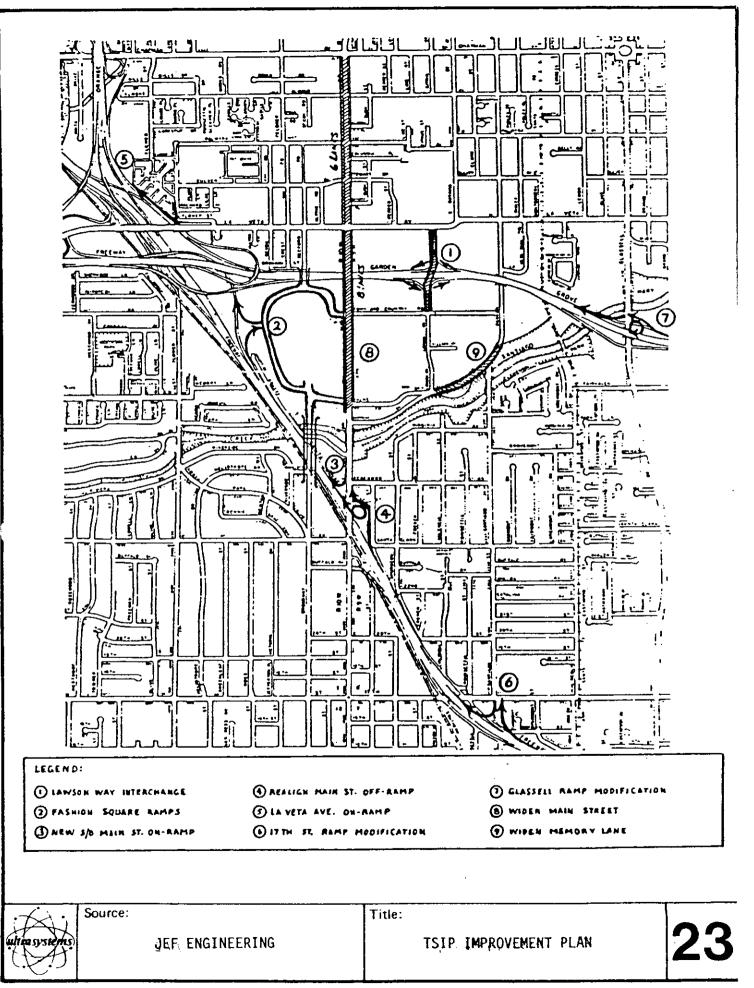
capacity of its Amtrak Station through relocating to Santa Ana Boulevard. Relocation to Santa Ana Boulevard will effect available transit serving the station. Two lines (61 and 75) serve the present location for the Amtrak Station and two lines (69 and 85) serve the future Santa Ana Boulevard location.

Reasonably good and relatively direct bus service is provided between Fashion Square and the downtown Santa Ana Park and Ride Station and the future Santa Ana Multi-modal Terminal. If the first phase of the future rapid transit starter line were to be the PERR alignment (as opposed to both the N-S and PERR Lines), then reasonably frequent (10-20 minute) and direct service between Fashion Square and the PERR Starter Line would be provided by the fixed route feeder bus system. Upon completion of the N-S Transit Line, direct accessibility to a rapid transit facility will be available in the Fashion Square area.

Status of TSIP Agreement

The Cities of Santa Ana and Orange have adopted a Transportation Systems Improvement Program (TSIP) Agreement to fund construction of transportation improvements needed to support the proposed development in the Main Street area. The agreement establishes a one percent assessment fee on all new development in the TSIP area to be used for implementation of improvements identified in the Phase Two TSIP Study and mutually agreed upon by the Cities. The consultant's recommendations for the Phase Two TSIP master plan are presented in Figure 23 and Table 8 and are currently under review by both of the Cities involved. Review by outside agencies such as CalTrans, etc., have indicated that the project proposals are feasible although a funding shortfall has been identified.

The entire TSIP plan, exclusive of the widening of the Santa Ana Freeway which is a project of regionwide interest, is estimated to cost \$16.66 million (1982) dollars. Full development of the one percent TSIP assessment fund will generate approximately \$8 million - creating a



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TABLE 8

PHASE TWO TRANSPORTATION SYSTEM IMPROVEMENT PROGRAM

Project	Cost	Priority
Complete TSM/Parking Management Program	\$485,000	I
Auxiliary Lane S/B I-5	7.0 M	111
Auxiliary Lane N/B I-5	8.0 M	111
Lawson Way Bridge	4.5 M	I
Fashion Square Service Road Ramps	0.5 M	I
New S/B Main St. on-ramp	1.0 M	I
Realign N/B I-5/Main St. off-ramp	2.0 M	II
New La Veta Ave on-ramp	1.0 M	II
Modify 17th St./I-5 Interchange	2.5 M	II
Modify Glassell St./Rte 22 Interchange	2.0 M	III
Widen Main St. (8 lanes Memory Lane to La Veta)	2.0 M	I
Complete Memory Lane (east of Lawson Way)	75,000	II
Complete Santa Ana Residential Traffic Control Plan	50,000	I
Develop Orange Residential Traffic Control Plan	50,000	I
Widen Bedford Road	500,000	III
Total	\$31.66 Milli	on



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shortfall of \$8.66 million. In order to fully implement the transportation improvements necessary to support maximum development envisioned in the Main Street area, an additional \$8.66 million (1982 dollars) will be necessary. As a result, the Fashion Square project (including developers and the City's Redevelopment Agency), and all other future developments in the TSIP area as well, must be prepared to fund transportation system improvements substantially in excess of what the one percent assessment fee would otherwise support. withasystems?

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5.6.2 Impacts

Introduction

The entire vicinity of Main Street, including Fashion Square and Town and Country, is undergoing intensive new development. As a result, the Cities of Santa Ana and Orange jointly developed a computerized travel model to analyze the traffic impacts of new projects in the area. (That travel model, referred to as the SATC/TSIP Model, is a derivative of the regional Multi-Modal Transportation Study (MMTS) -Santa Ana Transportation Corridor (SATC) Model. The only difference is that the SATC/TSIP version of the model disaggregates the area of North Santa Ana/South Orange into smaller zones and includes a highway network with Primary and Secondary classifications rather than only the "Majors" included in the MMTS/SATC Model).

The SATC/TSIP Model was created for the purpose of analyzing traffic impacts of various development proposals as they come forth. The SATC/TSIP Model incorporates an estimate of the maximum density envisioned for each zone along Main Street as well as current estimates for additional development in the remainder of the region. This model formed the basis for travel forecasts expected from the maximum planned development in the Main Street area and a master plan of transportation improvements for highway and transit facilities was developed.

The availability of the travel model and the designation of the zones in the vicinity of Main Street are well suited for the traffic analysis necessary in the EIR process. In fact, the regional model, which has been refined for detailed analysis of the study area, provides considerable more information for an EIR study than is normally available. The model provides for distribution and assignment of travel on region-wide basis. Frequently, traffic studies for EIR purposes must make large assumptions as to the trip generation distribution and assignment from a new or expanded facility. These assumptions can be a weakness when the project under consideration is large and the resulting



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peak hour trips are sufficient to cause a significant shift in both mode selection and time of travel. Such is the case with the proposed Fashion Square project. The anticipated trip generation is large compared to traffic presently existing on the streets. Several new highway facilities are proposed which will cause significant changes to occur in existing travel patterns that accompany major changes in demand (such as created by Fashion Square) and highway and transit capacity. As a result, the SATC/TSIP regional model was selected as the basis for the Fashion Square EIR traffic analysis.

Scope of Work

Much of the traffic analysis presented in the Fashion Square EIR traffic study was performed during the Phase Two TSIP study conducted jointly by the Cities of Santa Ana and Orange. The primary effort undertaken with regard to the preparation of the traffic study for the Fashion Square project was:

- 1. A comparison of the current proposal's density with that programmed in the SATC/TSIP Model.
- The conduct of a selected link analysis to isolate that traffic specifically generated by the Fashion Square project.
- 3. Evaluate that portion of the highway assignments attributable directly to Fashion Square.
- 4. Identify any impacts resulting from the Fashion Square proposal that were not included (or differed with) the overall master plan developed in the Phase Two TSIP Study.



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In addition, comparable trip generation rates were studied for high density commercial retail/office developments. It was noted during the Phase Two TSIP study effort that the MMTS/SATC Model tended to forecast less traffic, particularly for large scale commercial developments, than some trip generation studies would otherwise indicate. Such a relationship seemed reasonable since it was recognized that large commercial developments offered better opportunities for ride sharing, transit and staggering of work hours. However, rather than to simply rely on this intuitive assumption, comparisons were conducted on commercial developments similar to that proposed in Fashion Square to ensure the trip generation model was realistic.

To the extent possible, an intersection level capacity analysis was conducted as part of the EIR traffic study. The Phase Two TSIP Study conducted a capacity analysis at the arterial scale in sufficient depth to size the main arteries but had not extended the study to the detail of intersection level capacity analysis. Such was attempted in the EIR traffic study, primarily for the purpose of comparison with the classical Intersection Capacity Analysis (ICU) approach, but the effort was abandoned. Highway assignments are forecast on an individual link by link basis, but intersection turning movements are not readily obtainable. Assumptions would have to be made as to the percentage of thru and turning traffic at each intersection and these assumptions significantly influence the resulting capacity evaluations. Existing traffic data is available but does not necessarily provide an indication of future turning patterns because the proposed roadway network is substantially different than present. As a result, the comparison of ICU's was abandoned and a more generalistic approach taken whereby individual intersection approach volumes were compared against capacity to ensure a minimum level of Service D was provided. The typical cross section of Main Street is presumed to provide a median wide enough for dual left turn lanes.

The proposed expansion of Fashion Square is one of the first projects to proceed after completion of the Phase Two TSIP Study. The



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section of the Fashion Square EIR Traffic Study relies on the travel forecasts produced by the Phase Two TSIP Study and expands and focuses the analysis on the Fashion Square project. Included in the detailed analysis of the Fashion Square expansion is an investigation of trip generation rates for large commercial projects and examination of the impact of Fashion Square on the entire Main Street area. Freeway access recommended by the Phase Two Study is examined as well as changes in travel patterns that will occur and impacts on Main Street of a failure to provide any or all of the recommended freeway ramp additions. An intersection capacity analysis is performed which provides an indication of the impact newly generated Fashion Square traffic will have on two key Main Street intersections. This capacity analysis, which is based on the conventional "existing plus project traffic" approach is intended for comparative purpose only since existing conditions will be changed dramatically by planned development and roadway improvements in the area.

Trip Generation

Trip generation forecasts were prepared for the proposed maximum density development of the Fashion Square/Town and Country areas as part of the Phase Two TSIP Study. A "reasonableness" check was performed on the MMTS/SATC Model as a part of that effort to ensure that the trip generation aspect of the model realistically predicted travel demand. That analysis indicated that the MMTS/SATC Model's trip generation procedures did produce reliable estimates of total trip generation. The results of the trip generation for Fashion Square are presented in Table 9.



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TABLE 9

FASHION SQUARE TRIP GENERATION

	AM Pk (2 hrs)	PM Pk (3 hrs)	<u>Off Peak</u>	<u>Daily</u>
Inbound	6,668	4,552	17,317	28,537
Outbound	729 7,397	$\frac{10,832}{15,384}$	<u>17,147</u> 34,464	<u>28,708</u> 57,245

In order to test the validity of the MMTS/SATC Model's trip generation algorithm, extended peak period driveway counts were conducted at a number of office buildings in the vicinity of Main Street and trip generation information for other large scale office developments in the metropolitan area was researched. The results are presented and shown graphically in Table 10. The graph indicates that while the peak trip generation may be highly concentrated for relatively small office buildings (one hour and frequently less) it tends to become a peak period of 2 hours or longer for large office complexes. Prediction of these changes in travel patterns is an inherent characteristic of the regional travel model and is particularly appropriate in analyzing the changes that can accompany a proposed high density development such as Fashion Square.



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TABLE 10

OFFICE TRIP GENERATION RATES (PM PEAK PERIOD)

Loca	ation	Size (SF)	Vacancy	PM Pk Enter	Hour <u>Exit</u>	Peak 2 <u>Enter</u>	
1.	2525 N. Main	84,500	NA	0.16	1.73	0.40	2.37
2.	Wells Farbo/ Caldwell/Banker	103,000	6.4%	0.71	1.61	1.33	2.85
3.	Holmes & Narver	100,000	NA	0.10	2.17	0.19	2.59
4.	Fidelity Savings	110,000	6.0%	0.29	1.53	0.49	2.99
5.	Union Square Plaza	363,000	3.9%	0.09	1.63	0.17	2.24
6.	Newport Center	812,000	NA	0.23	1.16	0.42	2.00
	parable Projects w ta not Complete)*	hich India	ate Trends	Only			4
7.	Century City	907,000	NA	0.27	1.02	0.57	1.81
8.	Continental Cities (EIR)	754,850	NA	0.20	1.03	NA	NA

* Note: This data presented to indicate trend of large office complexes is toward lower trip generation rates per 1,000 SF but data is incomplete - actual trip generation rates may be different.



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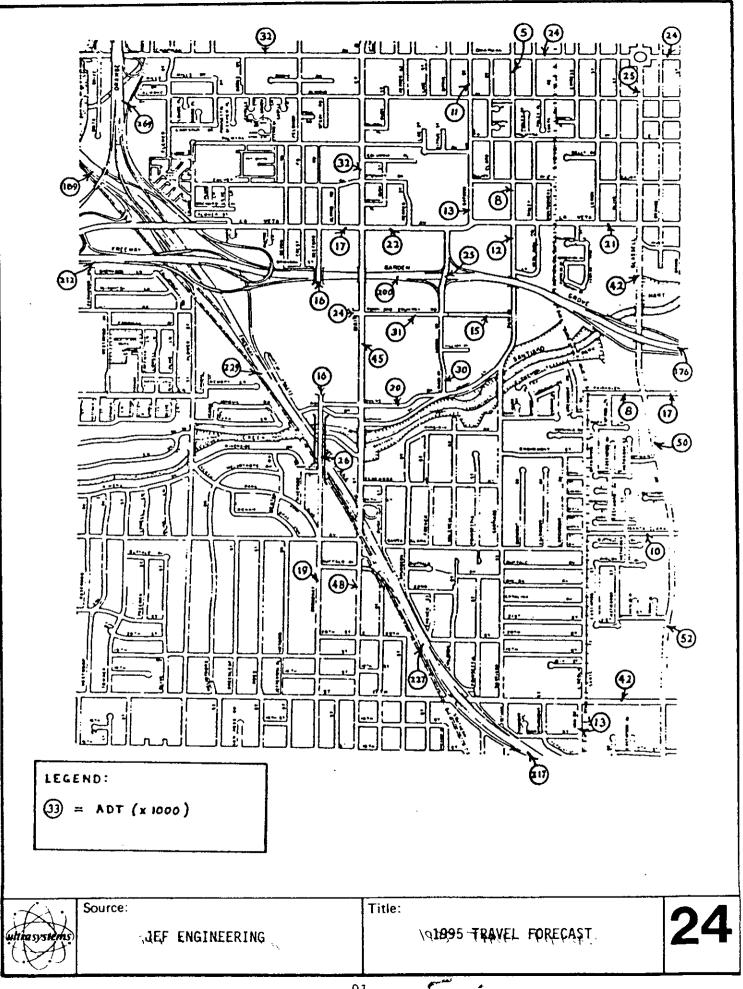
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Trip Distribution and Assignment

Distribution and assignment of trips generated by the Fashion Square project was obtained from the regional model. Figure 24 presents the 1995 travel forecasts obtained from the TSIP/SATC Model for maximum development of the Main Street/Town and Country area. A "selected link analysis" was performed on the highway assignment for the critical afternoon peak period. Two freeway flow conditions were examined. First, the freeway was treated as if sufficient capacity were available, and/or ramp metering were provided, which permitted the freeways to operate at near optimum flow rates, i.e., 35-45 miles per hour. Secondly, the freeway assignment resulting from a congested (stop and go) condition on the freeways was examined.

The typical trip length for travel associated with Fashion Square was also investigated. Analysis shows that 57.2 percent of the trips to and from Fashion Square will be less than 5 miles in length. Similarly, 95.9 percent of all trips will remain within Orange County whereas only 4.1 percent will travel to/from destinations beyond County boundaries. This information is corroborated by the Orange County Transportation Commission's employment study of Main Street which revealed 41 percent of existing employees live within five miles and 84 percent live within a 10 mile radius of the Fashion Square. With several commercial centers located close by, it appears reasonable that most shopping trips will be less than five miles in length. The combination of short shopping trips with the employment based trips show good correlation between the model output and survey data and provides reasonable assurance that the model's forecast of trip lengths is reliable.

The distribution of inbound and outbound trips from Fashion Square during the critical PM peak period is presented in Table 11. This table shows that 72.3 percent of the highly directional outbound peak period Fashion Square traffic is oriented directly to the freeways. This demonstrates the importance of providing direct freeway access from the site.



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Freeway	Direction	Outbound Trips
I-5	S/B	25.0%
I-5	N/B	12.7%
Rte 57	N/B	3.9%
Rte 22	W/B	16.7%
Rte 22	E/B	14.0%
		Inbound Trips
I-5	N/B	19.0%
I-5	S/B	15.5%
Rte 57	S/B	6.0%
Rte 22	W/B	16.7%
Rte 22	E/B	$\frac{6.0\%}{63.2\%}$

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FASHION SQUARE FREEWAY TRAVEL DEMAND (PM PEAK PERIOD)

Examination of peak-period highway assignments for the overall Fashion Square/Town and Country area revealed a significant portion of the would-be freeway trips generated may, in fact, travel by the arterials rather than the freeways. The MMTS/SATC Model's capacity restraint program continually adjusts the freeway speeds (downward) as additional traffic is assigned. Freeway speeds slow to the point where travel by the arterials is faster. The model assigns trips to the fastest routing timewise, which results in freeway trips being assigned to arterial streets.

To determine the effect of the diversion of freeway oriented traffic to the arterials, a "selected link analysis" was run on the SATC model. An optimum capacity condition was assumed for the freeways. Such a condition might be achieved by an effective ramp metering program. The freeways were assigned a speed of 40 miles per hour, a



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speed generally associated with the maximum flow rates on the freeway. The analysis was conducted for the critical PM peak period (3:30-6:30 PM) Table 12 shows the results. Analysis shows that as a result of increasing freeway congestion, approximately 20% of would-be freeway traffic may be diverted from the freeways to arterial streets during the peak periods unless the freeways themselves are improved.

The SATC model was also examined to determine how extensive the trip diversion from freeways to arterials was at some distance from the study area. The analysis revealed that motorists whose trips originate in the study area continued to avoid the freeway at locations away from the study area. Typical examples are indicated in Table 13. Analysis of Table 13 shows motorists will continue to utilize arterial streets in lieu of the freeways at distances considerably remote from Fashion Square unless the freeways themselves are improved.

TABLE 12

PORTION OF TOTAL TRAVEL ASSIGNED TO FREEWAYS (PM PEAK PERIOD)

Freeway Flow Condition	Direction	Percentage
Congested	To study area	11.8%
Congested	Out of study area	56.1%
Maximum Capacity (40 MPH)	To study area	57.8%
Maximum Capacity (40 MPH)	Out of study area	70.6%

TABLE 13

COMPARISON OF FREEWAY ASSIGNMENT VS TRAVEL DEMAND AT VARIOUS LOCATIONS

Location	Direction	<u>PM Peak Peri</u> FWY Demand	od Volume (x100)
2000 01011	Difection	TWI Demand	FWY Assignment
I-5 @ Rte 91	N/B	3	1
I-5 @ Rte 91	S/B	2	1
Rte 57 @ Rte 91	N/B	7	8
Rte 57 @ Rte 91	S/B	3	4
Rte 22 @ Beach	W/B	11	5
Rte 22 @ Beach	E/B	4	ĩ
I-5 @ Rte 55	S/B	31	38
I-5 @ Rte 55	N/B	7	5
Rte 91 @ Rte 55	E/B	9	3
Rte 91 @ Rte 55	W/B	3	1
Rte 55 @ I-5	S/B	21	ō
Rte 55 @ 1-5	N/B	5	Ō



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Freeway Access to Fashion Square

Existing and proposed access to Fashion Square is shown in Figure 25 and the resulting directional distribution of ingress/egress is presented in Table 14.

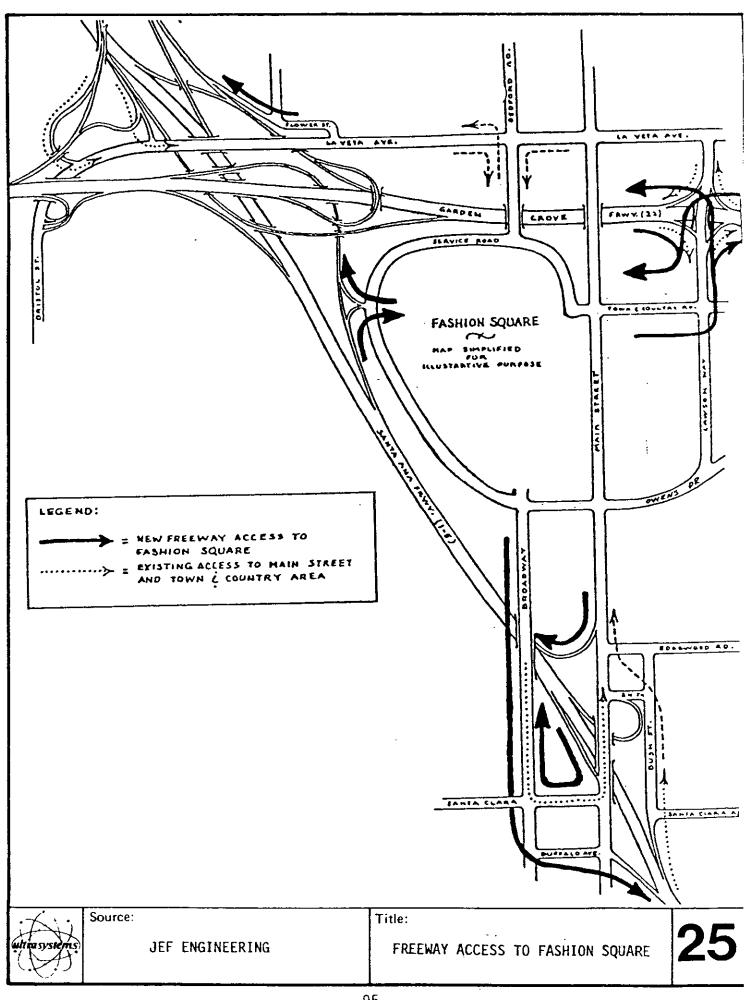
TABLE 14

DISTRIBUTION OF ACCESS TO FASHION SQUARE

<u>Entrance Exit</u>	<u>AM</u>	PM	Daily
Town and Country	49.0%	41.6%	42.3%
Broadway	28.6%	34.5%	28.75
Bedford Road	12.6%	13.4%	19.2%
Service Road Ramps	9.8%	11.0%	9.8%

Figure 25 illustrates that traffic generated by Fashion Square will not necessarily be concentrated on Main Street. Access to and from the freeways is designed to disperse traffic away from Main Street by taking advantage of Town and Country Road and Broadway and La Veta Avenue. In fact, Main Street does not provide any direct freeway access except for the Santa Ana Freeway and the revised circulation system provides alternative access to the Santa Ana Freeway. For example, southbound Santa Ana and Orange Freeway traffic have two off-ramp choices other than Main Street Interchange. These are the Bristol/La Veta off-ramps and the Main Street ramp from the Garden Grove Freeway.

An Origin and Destination survey conducted during the Phase One TSIP study revealed most motorists coming from the north, who are familiar with the area's freeway system, preferred to use the eastbound Garden Grove Freeway for access to the Fashion Square/Town and Country area rather than the southbound Santa Ana Freeway.



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Fashion Square traffic destined for the southbound Santa Ana Freeway will have a choice between Main Street and Broadway south to the Buffalo on-ramp. Inbound Fashion Square traffic from the southbound Santa Ana Freeway has a choice of using either Main Street or Broadway. However, most of this traffic will have been intercepted and diverted to the La Veta off-ramps or the Garden Grove Freeway. Northbound Santa Ana Freeway will be provided with a direct off-ramp to the Fashion Square Service Road. Outbound Fashion Square traffic headed north will have an opportunity to use a new Main Street on-ramp or avoid Main Street altogether by using the Rte 22 Freeway.

Fashion Square will probably be identified with Main Street and many motorists, particularly retail and hotel customers and visitors to the office buildings may use Main Street solely because of this identity. But more than half of peak periods travel will be by employees (commuters who seek out the shortest time paths which will be via freeway access other than Main Street.

Capacity Analysis

An arterial capacity analysis was conducted using the traffic assignment forecasts from the SATC/TSIP travel model. A detailed location by location Intersection Capacity Utilization (ICU) analysis was not conducted since the highway assignments do not include intersection turning movements. An assumption that the turning movements will remain similar to those existing today is highly speculative given that intensive development of the Fashion Square/Town and Country area will cause substantial changes in existing travel patterns. These changes will result from modifications to the existing highway network (new ramps, Broadway Overcrossing, Memory Lane, Lawson Way) and improved transit service as well as from increased ride sharing and staggering of work schedules.

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The intersection capacity analysis involved a transportation planning approach. The number of arterial lanes required to accommodate the directional design hourly volume (DDHV) was determined.

The High Flow Arterial Concept Feasibility Study completed by the Orange County Transportation Commission examined several high volume intersections in Orange County. The study disclosed that 70-80 percent of traffic approaching a signalized intersection is thru traffic which receive 35-40 percent of the green time.

From this information, an intersection capacity was estimated for thru and right turn traffic. This capacity is based on actual experience at Main/La Veta where flow rates equivalent to 1,700 vehicles per lane per hour of green were observed. A theoretical approach capacity of 750-800 vplph was used in conjunction with SATC/TSIP Model forecasts of the DDHV to predict intersection capacity.

Table 15 presents results of arterial capacity analysis showing the forecasted DDHV compared with the current peak hour volume and the number of arterial lanes required to satisfy the demand. In the case of Main Street and La Veta Avenue, a curiosity is noted with respect to a significant difference in the directionality of the DDHV flows. This situation is partially created by the construction of a new off-ramp directly into Fashion Square which eliminates the necessity to use Main Street northbound from the Santa Ana Freeway. A similar situation occurs on La Veta Avenue where inbound traffic from the southbound Santa Ana Freeway can use eastbound La Veta Avenue (from Bristol/La Veta off-ramp) and return using eastbound La Veta Avenue to the La Veta Avenue on-ramp.

In addition to the arterial lane requirements shown in Table 15, a center median is recommended on Main Street with sufficient width to accommodate dual left turn lanes and a future mass transit guideway. The capacity analysis for Main Street indicates something less than 8 lanes may be sufficient to satisfy thru traffic requirements, but it is



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expected that high volume turning movements into the adjacent commercial developments will be needed. Consequently, an eight lane section with the curb lanes functioning more as right turn lanes and bus stops is required.

TABLE 15

Street	Direction	Current Peak Pk. Hr. Vol.	Future DDHV	Arterial Lanes Required
Main Street	N/B	1,450	2,450	3
	S/B	1,100	2,950	4
La Veta Ave.	E/B	2,140*	2,000	3
	W/B	1,100	1,500	2
Town & Country Rd.	E/B W/B	850 425	1,600 1,600	22
Owens Drive	E/B	Negl.	1,300	2
	W/B	Negl.	1,450	2
Broadway	N/B	N.A.	1,600	2
	S/B	N.A.	1,700	2
Lawson Way	N/B	100	2,150	3
	S/B	125	2,150	3

ARTERIAL DIRECTIONAL DESIGN HOURLY VOLUMES

* East of Main Street; 1,100 vph west of Main Street.

Fashion Square Impact on Main Street

An analysis was conducted of the volume of the Fashion Square traffic that would use or cross Main Street and its impact on the existing levels of service. The SATC/TSIP Model was used for trip generation distribution and assignment and a selected link analysis was performed on the highway assignment for Fashion Square traffic. It was noted that the computerized assignment model allocates all freeway trips to the shortest time path to the freeway. In some cases, the computer assignment had to be adjusted to reflect that a proportionate share of freeway trips exiting from Fashion Square would use alternative routings



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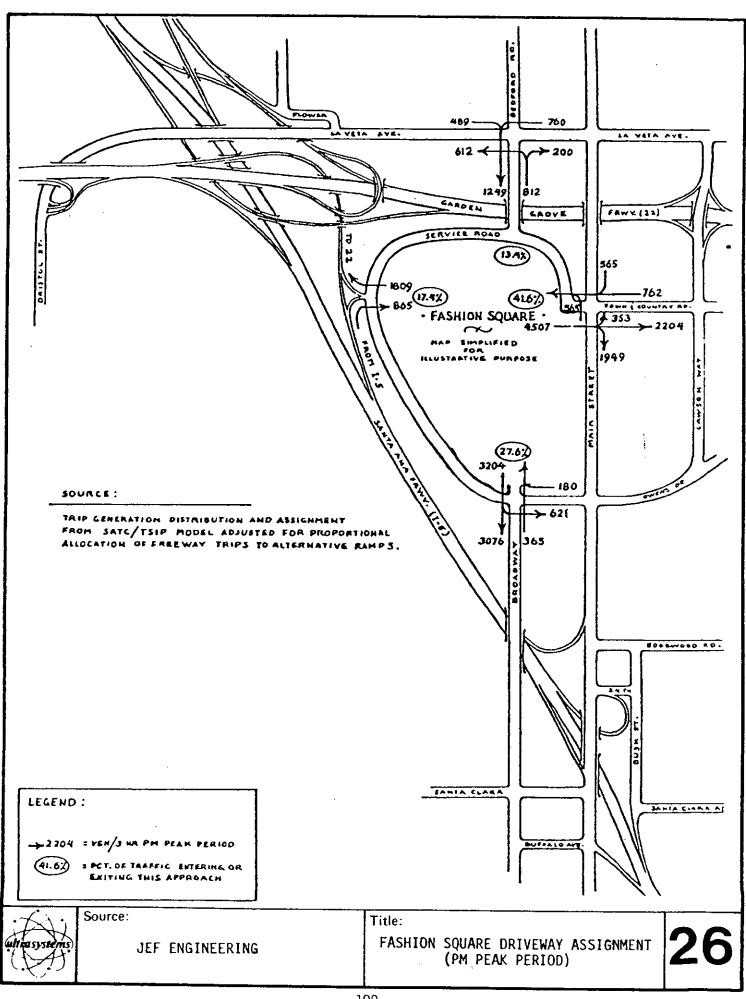
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to the freeways. For example, the computer assignment directs all the southbound I-5 trips to Main Street. In reality, this demand will be distributed between both Main Street and Broadway. Similarly, all southbound Route 55 Freeway trips are assigned to the Santa Ana Freeway (via southbound Main Street) then to southbound Route 55. Origin and Destination information obtained in the Phase One TSIP Study indicates this travel demand is distributed among both the I-5 and Route 22 Freeways, both of which interchange with the southbound Route 55 Freeway. The MMTS/SATC's assignment model has a capacity restraint feature which continually monitors volume to capacity ratios and assigns traffic around bottlenecks (such as the Main/La Veta Intersection). Consequently, appropriate refinements were necessary to use the computer assignment.

A diagram of the adjusted trip assignment for the Fashion Square entrance/exit locations is presented in Figure 26. Examination of this assignment reveals the area's revised circulation system enables approximately half (46.9 percent) of the Fashion Square traffic to avoid Main Street altogether while another one quarter (24.2 percent) only crosses Main Street in an east-west direction. Less than one-third of trips generated by Fashion Square (28.9 percent) will utilize Main Street for direct access into/out of the center. The trips assigned to the Main Street entrance/exits of Fashion Square, while shown as concentrated at Town and Country Road, will be distributed among a number of driveways situated along the Fashion Square/Main Street Center frontage.

An intersectional capacity analysis using the adjusted Fashion Square driveway assignment was conducted to demonstrate the relative impact of superimposing the Fashion Square development on two key intersections immediately surrounding the site - Main at La Veta and Main at Town and Country. It must be cautioned that this is an exercise for comparison purposes only and does not necessarily reflect a realistic portrayal of future conditions since new arterials and freeway ramps to be constructed will dramatically alter the current travel patterns at these two locations.



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This analysis does provide at least a frame of reference by which a decision maker can comprehend the order of magnitude represented by the Fashion Square project by itself without including other approved or proposed projects and the effect it would have on these two key intersections. For this analysis, existing conditions were taken as those counted in 1981 and the future peak hourly volume is assumed to be equivalent to 35 percent of the PM peak period travel forecast.

The results of the "comparative" critical intersection capacity analysis is presented in the following table.

TABLE 16

COMPARATIVE IMPACT OF FASHION SQUARE ON CRITICAL MAIN STREET INTERSECTIONS

Intersection	Existing vol/cap	Future vol/cap*
Main St./La Veta Ave. Main St./Town & Country F	0.93 ₹d. 0.47	1.10

* Note: Use for comparison purposes only. This is a theoretical calculation based on Fashion Square trip distribution superimposed on existing (1981) traffic volumes.

This theoretical capacity analysis indicates that Fashion Square considered by itself and in conjunction with the freeway/ramp improvements proposed in the Phase Two TSIP Master Plan would increase traffic at the two critical Main Street intersections by 18 percent at La Veta Avenue and 106 percent at Town and Country Road. This would cause the volume/capacity (vol/cap) ratio to exceed capacity (capacity = 0.90 to 1.00) but remain within limits manageable by reasonable mitigation measures.

It is evident from this analysis that a capacity restraint encountered at the Main and La Veta intersection in combination with the principal design feature of the Phase Two TSIP master plan, (i.e., diversion of traffic away from Main Street by providing parallel arterials and freeway access) does create a substantial dispersion of traffic around the Fashion Square site.



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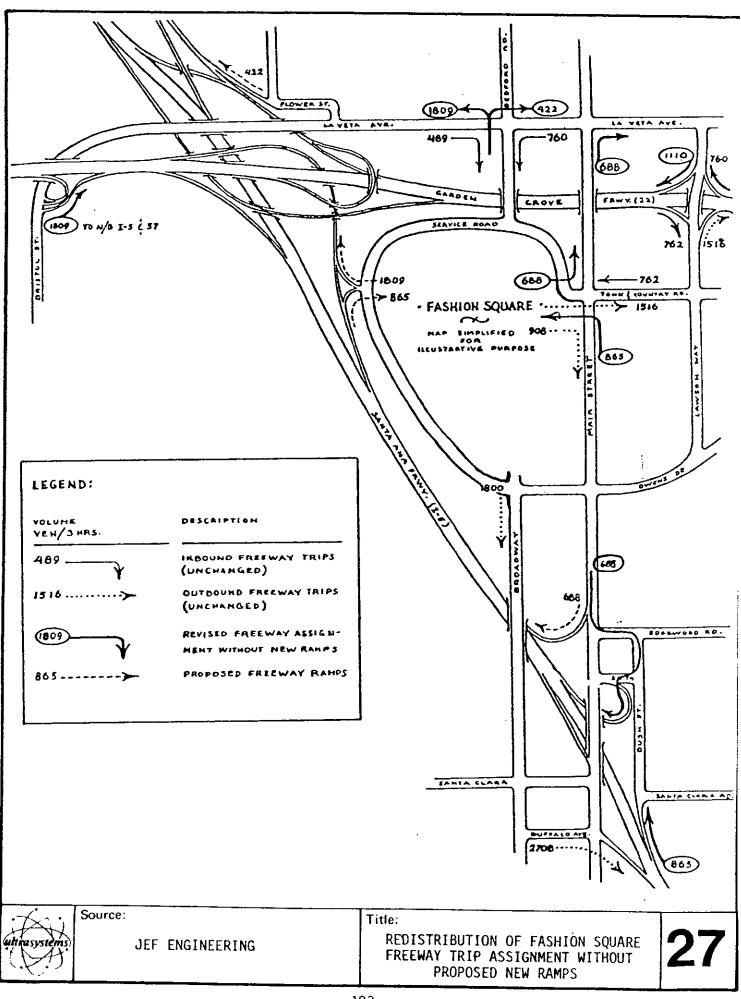
This analysis should not be used to reach conclusions regarding design details since, as was cautioned, the conditions simulated do not necessarily represent realistic ones. Rather, the arterial level capacity analysis and the highway trip assignments indicate the redistribution of travel patterns that will occur and form the basis for identification of appropriate mitigation measures.

Fashion Square Trip Assignment Without New Freeway Ramps

A qualitative "what if" type of analysis was conducted regarding the effect of a failure to implement all or part of the proposed new freeway ramp additions in the vicinity of Fashion Square. The effect of the redistribution of freeway oriented traffic shown in Figure 27. It should be noted that his assignment is for freeway trips only (69.6 percent of total trips) and intended to depict only the changes to travel patterns resulting if none of the new ramps are constructed.

The two new freeway ramps to be located on the west side of Fashion Square are the most important ones in terms of diverting traffic away from Main Street. If these two ramps are not constructed, then an additional 2,674 vehicles in the peak period (935 vehicles in the peak hour) will be superimposed on the arterial streets surrounding Fashion Square. With the new ramps, this same traffic would not impact any arterial streets. Failure to provide these two ramps will have a significant detrimental impact on both Main Street and La Veta Avenue. All of this traffic will involve left turn maneuvers from arterial streets further magnifying the impact. Likewise, concentration of all this new freeway traffic at the existing on/off ramp location will overload those facilities.

Aside from the two new freeway ramps which directly serve Fashion Square, significant impacts will result from failure to provide several other new ramp installations or modifications. Failure to



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provide the Flower Street on-ramp will cause Fashion Square traffic to use Flower Street or other residential streets to reach the northbound 57 Freeway on-ramp at Chapman Avenue.

Failure to provide the new Main Street slip ramp to northbound I-5 would increase the southbound left turning movement to Edgewood by 688 veh in the peak period (240 veh/pk hour). An equal volume of freeway bound trips will use Main Street northbound through the La Veta Avenue intersection to the westbound Route 22 on-ramp. In effect, the entire northbound I-5 travel demand (1,376 vehicles in the 3 hour peak period) would use Main Street thereby increasing turning movements all along Main Street. Construction of the new Main Street slip ramp eliminates left turns on Main Street and necessitates only right turns and use of thru lanes, both of which have substantially less impact on critical intersection capacity.

This analysis has been qualitative rather than quantitative because construction of the Broadway Overcrossing and the Owens Drive connection to the east will significantly alter existing travel patterns particularly in the vicinity of Main Street and the Santa Ana Freeway. Superimposing the freeway ramp traffic on existing intersection traffic would not be realistic. In addition, several alternate routings to the freeways do exist. The travel patterns shown in Figure 27 are the most direct routes to the freeways, but commuters will opt for alternates (which avoid left turns) if substantial congestion is experienced at their primary ramp location. As an example, many motorists may opt to use the Route 22 Freeway for access to the I-5 and Route 55 Freeway rather than Main Street particularly if the I-5/Main Street interchange is not improved.

It can be concluded from this qualitative analysis that failure to provide the freeway ramp improvements proposed would severly limit development opportunities in the entire Main Street/Town and Country area. With regard to Fashion Square, the two new ramps on the



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west side providing direct connection with the freeways are essential if the traffic from the size of development contemplated is to be accommodated.

TSM/Parking Management

Development and implementation of a TSM/Parking Management Program to promote ride sharing (including car pooling, van pooling, and transit) is essential if the traffic created by the Fashion Square development is to be accommodated by the transportation system. TSM/Parking Management Programs implemented in dense commercial office/retail projects elsewhere have produced a twenty percent mode shift. Examples are Century City, Newport Fashion Square, Fluor Corporation and several others.

A TSM Program could include some combination of the following:

- 1. Preferential parking for ride-sharing vehicles
- Transit subsidy in a dollar amount at least equal to the value of parking otherwise provided
- 3. Flex time and staggered hours and work schedules
- 4. Promotion of pedestrian and bicycle traffic
- 5. Employer-sponsored car pool/van pool/bus pool programs
- Transit system coordination (developers working with OCTD to set up programs to maximize use of transit)
- 7. The elimination of the "hidden subsidy" for single-occupant vehicles (by paying all employees the equivalent of the free market value of parking, then charging for parking - thus only parking users would pay the cost of parking).



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- 8. Remote area parking with shuttle service for employees to the office location
- Variable parking fees according to time of arrival/departure to promote staggering of work hours
- Other programs offering any prospect of reduced or shifted travel patterns.

It is probable that pay parking must be required for the employees in the buildings of Fashion Square, in order for TSM parking management strategies to reduce the overall travel demand.

Initially, it would be expected that many employers will subsidize their employee's parking costs in order to attract key personnel. This practice tends to penalize employees who share rides. Another method of accomplishing the same purposes while rewarding ride-sharing employees would be to "pay" all employees the monthly equivalent of the cost of providing their parking. Others (those sharing rides or transit users) would realize a financial benefit. The total monthly cost would be about the same for the employer (depending upon what rate is charged for an individual parking stall), but the subsidy encouraging use of a single occupant vehicle would be removed and ride-sharing would be rewarded. Considering the current monthly parking cost of about \$40-50 per space, the financial benefit would be significant.

Although pay parking offers opportunities to reduce employee's vehicular trips, it creates spill-over problems with the "free" residential and retail/commercial parking situated nearby. The extent of the spill-over is directly related to the cost of parking. Employees seeking to avoid paying the parking charges will attempt to park in these free areas causing complaints from those adversely affected and requests of the city to enforce parking regulations. These regulations may take the form of residential permit parking programs.



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Experience with enforcement of residential parking permit programs shows they are reasonably successful when the undesired parking is by repeat users, such as employees working in the vicinity. On the other hand, when the undesired parking is by occasional users, enforcement of residential permit parking is frequently ineffective. There are costs of administration and enforcement associated with residential permit parking programs which would be borne by the appropriate jurisdiction.

The spill-over parking problem can be dramatically reduced by the TSM parking management program previously described. The employer charges back employees in single occupant vehicles for their parking whether or not they park in the company lot. This removes the temptation to park in adjacent free area. This requires minor administration and enforcement on the employer's part to ensure the monthly cost of parking is paid by all employees who drive alone.

Elimination of the "hidden parking subsidy" is but one way of encouraging ride-sharing. The advantage to the transportation system is that less traffic is generated. The advantage to the employers is that they would have to provide less parking which would save (1982 dollars) the equivalent of \$10,000 per space in capital costs or about \$480.00 per space per year in annual costs for maintenance, operation, and capital recovery.

Parking charges can be varied not only to encourage ride-sharing but also to promote travel during other than peak periods. For example, employees arriving and departing before or after the peak hour(s) would pay less for parking. This would not reduce the required parking spaces of the office unless employee times did not overlap. But it would distribute travel over the off-peak period since it would provide a direct financial incentive to employees to adjust working hours.



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A TSM Program might also include payment of transit subsidies for implementation of a shuttle bus connection to the Amtrak station and improved fixed route bus lines with direct service to Main Street. One area in particular is the residential area of Orange located to the northeast of Fashion Square. The Main Street Employment Study isolated this as an area with a high concentration of residences for Main Street area employees. Examination of the existing bus service shows no convenient transit service from this area to Fashion Square.

An opportunity also exists to negotiate an agreement with OCTD to provide improved transit service to Fashion Square. Given the intensity of office development in the limited area of Fashion Square, all of which is within convenient walking distance from Main Street, ideal conditions are provided for transit usage to be maximized. The OCTD has expressed an interest in providing increased transit service to such intense employment centers.

Experience shows one way to make a TSM program successful is through provision of a financial incentive in addition to conditional approvals. One incentive could be a potential reduction in required parking. The developer would set up a pilot program consisting of appropriate ride-sharing elements, and the performance of that program in terms of reduced vehicular trip generation would be evaluated. Based upon the success achieved, the City of Santa Ana may consider reductions in parking requirements as a means to promote additional participation in these elements with a demonstrated effectiveness in reducing vehicular trip generation.

Neighborhood Traffic Control

Phase Two of the TSIP Study identified the residential area north of La Veta Avenue and Bedford Road as potentially receiving an impact from increased traffic emanating from Fashion Square. The EIR investigated that impact in more depth and determined that such an impact will occur unless mitigated.



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Investigation of trip generation from Fashion Square revealed a spill-over parking problem existed. Several employees and students who work or attend school in the Union Bank Plaza park in Fashion Square walk to the Union Bank Buildings. Closer investigation revealed that increased parking charges created this situation and that spillover parking was not limited to Fashion Square but occurred in the retail lots on the northwest corner of Main and La Veta and in the adjacent residential area. It was noticed that St. Joseph Hospital employees also park in the same residential area. Since employees have demonstrated a willingness to park in surrounding lots and residential areas to save the cost of parking, then the same would probably apply to future employees of Fashion Square as well as for other proposed projects in the area.

In addition to increased parking in the adjoining residential neighborhood, increased traffic as well may result. Bedford Road north of La Veta Road offers an excellent opportunity for commuters to avoid congestion at the intersection of Main Street and La Veta Avenue. Some area employees were observed using this route. Bedford Road provides a convenient by-pass for commuters headed north either to the Orange or Santa Ana Freeway. Flower Street provides a similar by-pass routing. The only difference is that Flower Street is a master planned commuter route passing through a multi-family area. Bedford Road is purely a residential street in a single family neighborhood. Flower Street also poses a by-pass routing for northbound Bristol Street commuters seeking to avoid congestion on the connector ramp enroute to the Orange Freeway.

The impact of installation of a new traffic signal on La Veta Avenue at Bedford Road to serve Fashion Square (and Union Bank Plaza) traffic will enhance opportunities for commuters to use adjacent residential streets. The signal will be needed to control a high volume (16,000 ADT) entryway to Fashion Square. But the new signal also poses the potential for encouraging commuters to use Bedford Road. To preclude such, it may be necessary to force northbound traffic on Bedford Road to burn right or left at La Veta Avenue. This, in itself,



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may not be sufficient. Commuters may turn on Crest or Devon Road and it may become necessary to prohibit right turns onto Crest and Devon during commuter hours to prevent intrusion of traffic into the residential area.

(Fortunately, the reverse direction of these by-pass routing does not appear to pose as serious a problem. Southbound commuters on the freeways are not likely to exit at Chapman Avenue although some east-west commuters on Chapman Avenue could opt to use Feldner/Bedford instead of Main Street.)

Construction of a new La Veta on-ramp to the Orange Freeway, as recommended in the Phase Two TSIP Master Plan, would eliminate the time advantage offered to Fashion Square commuters (as well as others) of by-pass routings through the residential neighborhood north of La Veta Avenue. Upon completion of this ramp, commuters would simply proceed westbound on La Veta to the on-ramp and immediately enter the northbound Orange Freeway at a location where free flow conditions are encountered.

Reduction of the spillover of parking, whether caused by employees of Fashion Square or other office developments, may involve signing of limited time curb parking or a residential permit parking program. In either case, additional police enforcement from the City of Orange would be necessary.

As demonstrated by the Phase One TSIP Study, residential traffic control is a sensitive issue and the affected residents must be involved in any program designed to reduce or prevent commuter traffic through their neighborhood. Some suggestions have been presented, but these may not be acceptable to the City of Orange or the residents. Consequently, an effort similar to that in the Phase One TSIP study should be undertaken to determine the extent of the problem and more importantly, the measures the residents want (or will accept) as mitigation.

5.6.3 Mitigation Measures

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Description of Mitigation Measures

One transportation system improvement currently underway is construction of the Broadway Overcrossing and Owens Drive. Completion of the Broadway Overcrossing will significantly increase north-south capacity and provide direct connection to Fashion Square without necessitating use of Main Street. The Broadway Overcrossing will provide direct_access to/from the Santa Ana Freeway without increasing Main Street traffic.

The following mitigation measures are recommended to reduce the traffic impacts of the proposed Fashion Square project:

> Contribute a one percent (1%) assessment fee to the Joint 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) 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.

 Provide 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.

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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 and directly benefit a single development, should be borne by that development.

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.

- 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 developments planned on both sides of Main Street, but some transitions in alignment may be necessary to minimize impacts to existing buildings.
- 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



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of (and impact upon) Main Street. This new road will provide direct access to/from the I-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 on public roads.

- 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.
 - 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.

Fashion Square will be the primary beneficiary of this reconstruction even though the new westbound left turn lane is 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.

 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.



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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 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.

 Develop and maintain an aggressive Transportation Systems Management (TSM) Program designed to maximize use of transit and ride sharing and staggering of work hours.

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 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.

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.

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- 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 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).
 - 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.

Priority of Mitigation Measures

The project does not have a defined phasing plan. The developers acknowledge that the maximum development would only be realized in 5-10 years if the market has sufficient demand to support such intense development. The traffic study is based on the maximum allowable development with a recognition that a lesser density may ultimately result. This means that if the maximum development in the Main Street/Town and Country area materializes, then all the improvements identified in the Phase Two TSIP Plan will be needed. To determine at what stage these improvements will be needed, the phasing of transportation improvements was compared with project implementation.

Linscott Law and Greenspan prepared an estimate of the magnitude of Fashion Square development that could proceed with only relatively minor additions of turning capacity at critical intersections.



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That analysis concluded that 400,000 SF of additional development could proceed if 6 lanes are provided on Main Street, the entrance to Fashion Square is improved, and a separate right turn lane provided on westbound La Veta Avenue at Main Street. This analysis included traffic created by other projects affecting Main Street. Any further development would require significant modification to existing freeway access such as proposed in the Phase Two TSIP Plan.

Next to the construction of the Broadway Overcrossing, the most important transportation system improvement is implementation of the new freeway ramps on the west side of Fashion Square. (Widening of Main Street in front of Fashion Square will provide only a marginal increase in capacity. The full capacity of Main Street will not be available until such time as the entire Main Street improvement is completed.) Consequently, the next increment of development of Fashion Square will be dependent upon construction of the two new freeway ramps. Construction of these two ramps will allow an estimated 80 percent of development of Fashion Square to proceed. These two ramps, in combination with the Broadway Overcrossing, provide Fashion Square with direct access to the freeways, minimizing the impact on Main Street.

Full development of Fashion Square will depend upon completion of a new Main Street on-ramp to northbound I-5 or construction of the new Lawson Way Bridge. Either of these projects alleviate the congestion caused by Fashion Square traffic using the existing northbound on-ramp to the I-5 Freeway. (A temporary alternative to these freeway projects is implementation of a new right turn lane on northbound Main Street at La Veta Avenue. This will permit Fashion Square traffic to use the Rte 22 Freeway westbound in lieu of the northbound I-5).

The success of the TSM/Parking Management Program will effect the magnitude of development that could accompany various levels of transportation system improvements. If the TSM program were to achieve



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5.6.4 <u>Significant Environmental Effects</u>

The redevelopment of Fashion Square will substantially increase employment in the area and generate an estimated 57,245 trips daily. This equates to 429,337 vehicle miles of travel daily based on average lengths of 10 miles for work and hotels and 3.0 miles for shopping. It should be noted that this is not entirely new travel since many of the trips will be diverted from elsewhere on the existing system.

Large increases in traffic created by redevelopment of Fashion Square will significantly impact the surrounding arterial highways and the freeways. Analysis shows that if the new ramps proposed in the Phase Two TSIP Plan are implemented, then approximately 30 percent of the Fashion Square traffic will directly impact local arterials. The remaining 70 percent will directly impact on the surrounding freeways causing severe congestion to occur. The capacity of the existing freeways will have to be enhanced to accommodate the increased regional travel or the freeway oriented trips generated by Fashion Square will use local arterial streets in lieu of the freeways. This will create congestion on the arterial highways such as Main Street and nullify the basic goal of the Phase Two TSIP Plan. Improvement of the freeway ramps and widening of the freeways themselves is essential if traffic generated by Fashion Square is to be accommodated.

Redevelopment of Fashion Square and the surrounding area will cause substantial changes in existing travel patterns. The complete character of travel in the area will change. The highly peaked travel condition currently encountered only during one hour in the afternoon will become a peak period of approximately three hours in duration. Capacity of the highway and transit elements will limit the travel that



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can occur during the peak hour forcing trips to be redistributed over a longer span of time. Employees and shoppers will have to accept and adjust to new peak period conditions.

Construction of transportation facilities will change the entire look of the area into a high density downtown CBD rather than the suburban character that exists today.

If the development proceeds and the associated transportation improvements either fail to materialize or lag the pace of development, then severe congestion will develop on Main Street. Main Street congestion is influenced not only by Fashion Square but hy redevelopment in the area. Implementation of the Phase Two TSIP Plan is dependent upon securing additional funds to cover \$8.66 Million for identified but unfunded projects.

Implementation of some of the freeway ramp improvements on Main Street will require acquisition and relocation of residential and commercial properties. Four single family homes and one or two commercial businesses on Main Street will be eliminated to make way for the new freeway ramps.

5.7 <u>Noise</u>

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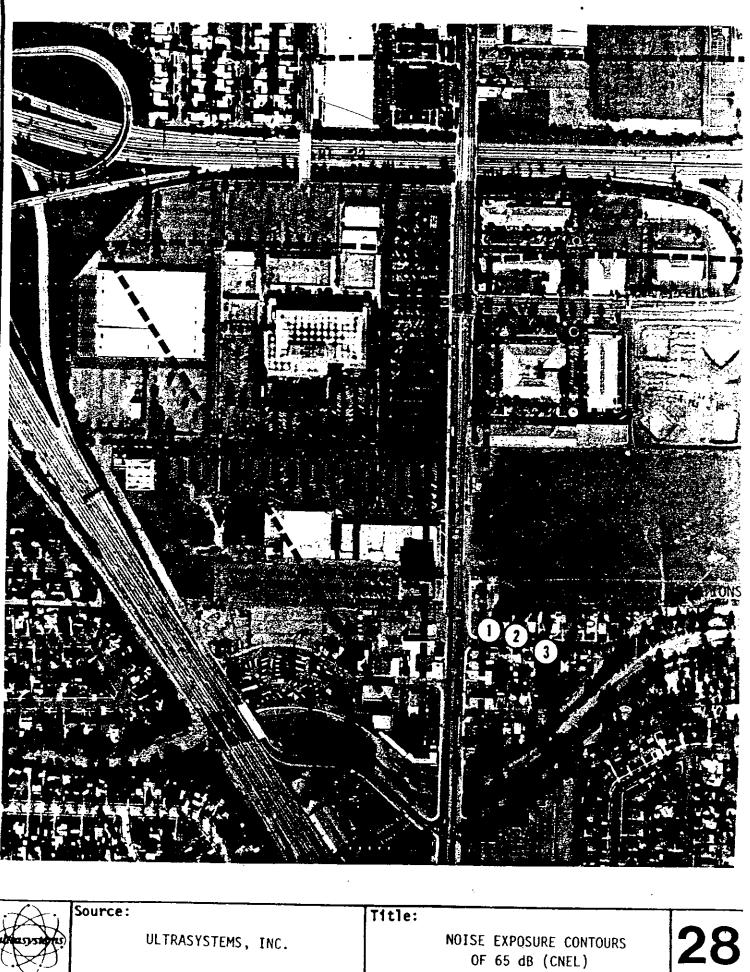
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5.7.1 Environmental Setting

Vehicle traffic is the primary noise source in the project area. The Santa Ana Freeway (I-15), Garden Grove Freeway (Route 22), and Main Street are all located within close proximity to the site. Noise exposure contours for these highway segments were calculated and are presented in Appendix III of this report. Figure 28 illustrates the general outline of the unattenuated 65 dB contour in the project area. 65 dB or greater is typically considered excessive for certain types of "noise sensitive" uses, i.e., residential.

Since the primary access to the site will be along Main Street, "peak hour" traffic noise measurements were made at a residential area which is located near Owens Drive and Main Street (Refer to Figure 28). A series of noise measurements were made at locations 1, 2, and 3 to establish ambient levels in this area which could be impacted by increased traffic from the project along Main Street. Noise samples of 12-minute periods taken at each location exhibited a range of 64 dB(A) at location 1, 57 dB(A) at location 2, and 52 dB(A) at location 3. Results of the noise survey also indicated that any change in traffic volumes along Main Street would change noise levels that would only be noticeable within the first 100-200 feet of Main Street. This is due to the shielding effect of homes along Owens Drive as one proceeds in an easterly direction away from Main Street. (Refer to noise measurement data in Appendix III of this report). Appendix III also contains supplemental noise measurement data collected near Broadway Street located southwest of the project site. CALTRANS proposes to extend Broadway Street over the Santa Ana Freeway. This overpass will provide an additional link for traffic between the project site and the west side of the Santa Ana Freeway. Results of this noise measurement study indicated that the noise levels are in the



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ULTRASYSTEMS, INC.

NOISE EXPOSURE CONTOURS OF 65 dB (CNEL)



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same noise range as the noise levels measured by CALTRANS.* CALTRANS will construct a noise barrier along the west side of Broadway between the freeway and Santa Clara Avenue.

5.7.2 Impacts

Project Impacts

The project will generate additional noise in the local area due to demolition of existing on-site structures, construction activities, construction traffic, and project-generated traffic. As with most development projects, there will be an increase in noise in the immediate vicinity of the site during project construction. Since construction activities are limited to daytime hours and there are no "noise sensitive" land uses immediately adjacent to the site, no adverse noise impacts are anticipated during phase development of the project. It is not anticipated that construction related truck traffic would use residential streets. City regulatory control over truck routes and street load limits is adequate to assure such use does not occur.

The proposed project will generate a additional volumes of vehicle traffic. The majority of this traffic will utilize Main Street or Broadway Street when the Broadway overpass is completed. The two areas of concern which may experience an increase in traffic noise are the first few homes along Owens Drive east of Main Street and residences on the west side of Broadway Street between the Santa Ana Freeway and Santa Clara Avenue. However, when the Broadway overpass is completed, CALTRANS will construct a noise barrier along the west side

^{*} California Department of Transportation, District 7. Physical Environmental Report, Broadway overcrossing Route 5 Freeway in Santa Ana.



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of Broadway as previously mentioned. This will mitigate any increase in traffic noise along Broadway resulting from project traffic.

The following traffic noise level increases may be expected along Owens Drive within a couple hundred feet of Main Street as a result of the project and cumulative development traffic:

Development Scenario	Noise Level Increase
Proposed Project	3-5 decibels
Cumulative Development	4-6 decibels

Results of the analysis indicate that a noticeable noise level increase will occur near Owens Drive and Main Street. Implementation of the project could increase noise levels to 67-69db, 60-62db and 55+57db at locations 1, 2 and 3 respectively. Since the development plans are for commercial uses, the majority of traffic noise related to the project would occur during the daytime hours. Therefore, residents on Owens Drive closest to Main Street could anticipate increased noise levels only during the daytime.* Late night and early morning hour noise levels are not expected to be much different than existing conditions.

The development of hotel structures on site are not expected to affected by local traffic if standard design and construction materials are utilized.

5.7.3 <u>Mitigation Measures</u>

No mitigation measures are proposed.

^{*} Since there is no viable way to construct a noise barrier along the east side of Main Street in this area, this impact is unavoidable.



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5.7.4 <u>Significant Environmental Effects</u>

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Residents along Owens Drive within a few hundred feet of Main Street may receive an increase in local traffic noise resulting from the proposed project.

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Air Quality

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5.8.1 Environmental Setting

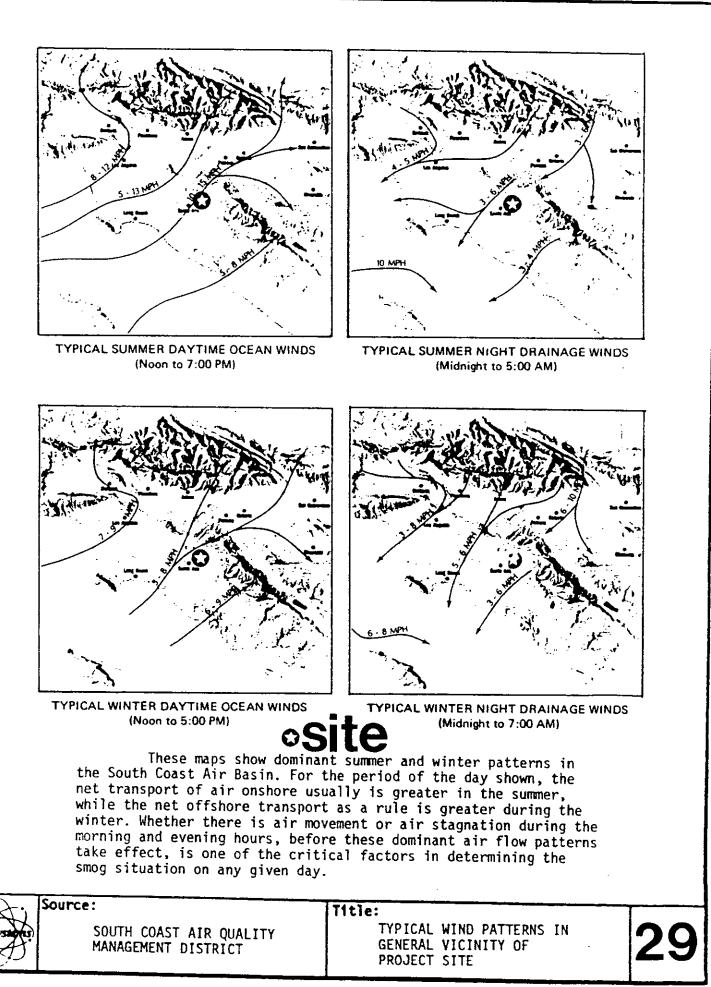
Air quality is dependent upon the source location, the amount and type of pollutants emitted, and on the subsequent atmospheric dispersion of the pollutants. Schematically, air quality may be described as follows:

DISPERSION

Emissions + Meteorology + Air Chemistry — Air Quality SOURCES RECEPTORS

There are several distinctions made in the identification of air pollutants. One distinction made is between primary and secondary air pollutants. Primary pollutants are those pollutants that are <u>emitted</u> directly from sources. Carbon monoxide, hydrocarbons (organic gases), oxides of nitrogen, sulfur dioxide, and particulate matters are primary pollutants. Secondary pollutants are those pollutants <u>formed</u> by chemical and photochemical reactions in the atmosphere. Photochemical oxidants and nitrogen dioxide (NO_x2) are principal secondary pollutants.

Primary and secondary pollutants are transported and dispersed by meteorological processes. Meteorological factors important to the transport of air pollution within the South Coast Air Basin, in which the proposed project site is located are wind speed and direction, and the presence of atmospheric temperature inversions. With very light wind speeds (average of 5.7 miles per hour) the basin atmosphere has a limited capability to disperse air pollutants horizontally. As shown in Figure 29, the dominate daily wind pattern is a northeasterly daytime sea breeze and southwesterly nighttime land breeze.





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Atmosphere temperature inversions are common in the South Coast Air Basin and inhibit the vertical dispersion of air pollution while they persist. As a result, air pollutants become more concentrated until the inversions either break or surface winds increase enough to disperse pollutants horizontally.

Levels at which air pollution produces adverse health or welfare effects on receptors are reflected in the Ambient Air Quality Standards. The Federal and State Air Quality Standards are represented in Table 17. The attainment of the Federal Primary Air Quality Standards is required by December 31, 1982,* but may be extended with EPA approval for carbon monoxide and oxidant to December 31, 1987. The California State Air Quality Standards were originally set as air quality goals and do not have a specific attainment date. In August, 1982, the Southern California Air Quality Management District (SCAQMD) and the Southern California Association of Governments (SCAG) revised the Air Quality Management Plan (AQMP)/State Implementation Plan (SIP) for the South Coast Air Basin. The plan was required by the Federal Clean Air Act and its revised goal is to attain federal and state ambient air quality standards in the basin as expeditiously as practical. However, modeling shows that even with the implementation of all reasonable measures which can be realistically implemented in the next five years, the region can not demonstrate attainment by 1987. Therefore, a long range plan has been prepared which includes provisions for annual increments of progress and interim air quality goals leading to the attainment of all standards at the earliest feasible date. The intent of the long range plan is to identify actions necessary to achieve attainment over a longer time frame, with the year 2000 selected as a target date.

Existing Air Quality

The South Coast Air Quality Management District measures air quality at their Anaheim Station, approximately seven miles north of the

^{*} Clean Air Act Amendments, 1977.



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project site. Air Quality information from this station can be assumed to be indicative of the general air quality for the project area. Air quality data for the year 1981, the most recent year for which annual air quality data are available, are presented in Table 17 for the Anaheim Station. As shown in the table, the State standard for carbon monoxide ($CO \ge 9$ ppm), 8-hour standard) was exceeded for 4 days; the State oxidant standard $O_x \ge .10$ ppm, 1-hour average) was exceeded 65 days; the State nitrogen dioxide standard ($NO_x \ge .25$ ppm, 1-hour average) was exceeded a total of 4 days; and the particulate matter standard ($TSP \ge 100$ ug/m³, 24-hour) was exceeded a total of 26 days. The Federal standard for carbon monoxide ($CO \ge 9$ ppm, 8-hour) was exceeded for 14 days, the Federal standard for oxidant ($O_x \ge .12$ ppm, 1-hour) was exceeded on 32 days; particulate matter ($TSP \ge 260$ ug/m³, 24-hour) was exceeded one day.

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5.8.2 Impacts

Project Impacts

Short-Term Impacts

The construction phase of the project would produce two sources of air pollution emissions. These are exhaust emissions from construction and grading equipment and dust generated as a result of earth movement and equipment traffic on local streets. The dust emissions may cause a nuisance to persons and businesses located on adjacent properties or along roadways used by the earth-moving equipment or to motorists who park motor vehicles in the vicinity of the project. The exhaust emissions would be of short-term duration during the construction phase only. Based on EPA estimates of dust emissions from construction projects, an estimated 80 pounds of dust per day per acre of grading activity is expected to occur. The actual daily dust emissions would vary depending on the amount of land and the type of soil being graded. Upon completion of construction, the dust emissions would cease.



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TABLE 17

SUMMARY OF EXISTING AIR QUALITY DATA - 1981 FOR THE ANAHEIM AIR MONITORING STATION

CAR	CARBON MONOXIDE)E		OZONE		LIN	TROGEN	NITROGEN DIOXIDE
Max. Conc. in	No. D		Max. Conc. in	No. Days Standard Exceeded	standard eded	Max. Conc.	conc.	No. Days State Std. Exceeded
PPM 1 Hour	<pre>Federal (a)/(b)</pre>	<pre>State (c)/(d)</pre>	PPM 1 Hour	Federal State State I hr. 2.12 ppm	State 1 hr.≥.10 p	۳ <u>-</u>		1 hr. ≥ .25 ppm
19	14/0	14/0	.26	32	65	.30		4
REAC	REACTIVE ORGANIC GASES	VIC GASES	-	SULFUR DIOXIDE)E	PART	TCULATI	PARTICULATES (Hi-Vol)
Max. Conc. in	No. Days Federal Standard Exceeded	Federal Exceeded	Max. Conc. in	No. D	ays Standard Exceeded	Max. Conc.	EX CE	No. Samples Exceeded Standard
PPM 1 Hour	.24 ppm:	.24 ppm: 6-9 A.M. (e	e) Hour	Federa] 24 hr.≻.14 ppm	ppm State (f)/(g)	ug/m ³	Federal 260 ug/	Federal <u>3</u> State 3 260 ug/m ³ 100 ug/m ³
MN	z	MM	.04	O	0/0	362		
<pre>(a)/(b) Federal Standards respectively:</pre>	ral Standa	rds respec	tivelv: (a)	(a) 8 hours > 9 nnm and/or (h) 1 hour > 35 nnm	m and/or (h)	hour \ 35 p	E	

 (b) 1 hour > 35 ppm.
 (d) 1 hour ≥ 20 ppm.
 Expressed as days exceeded over total days (d)/(d) State Standards respectively: (a) 8 hours > 9 ppm and/or (b) 1 hour > 35 ppm. (c)/(d) State Standards respectively: (c) 8 hours > 9 ppm and/or (d) 1 hour > 20 ppm. (e) Reactive Organic Gases (Total Organic Gases minus methane). Expressed as days exceeded data are available at the 6-9 interval. (f)/(g) State Standards, respectively: (f) 24 hour >.05 ppm with 1 hour ozone>.10 ppm, or with 24 hours TSP>100 ug/m. M Pollutant not monitored.

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Long-Term Impacts

Long-term impacts associated with the project consist of emissions generated by the following sources:

Stationary

Mobile

Off-site generation of electricity for project.

Motor Vehicles

On-site use of natural gas for space heating and water heating.

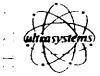
Stationary Sources

The stationary on-site emissions resulting from natural gas consumption associated with the existing Fashion Square Commercial Center project are presented in Table 18. As shown in the table, the contribution of project emissions from on-site consumption of natural gas to the 1987 total emissions inventory projected for Orange County is considered negligible (i.e., less than 0.1 percent).

The stationary emissions resulting from project electrical energy consumption would occur off-site at electrical power-generating plants located throughout the utility's generating network. The total emissions due to the generation of electricity for the Fashion Square Center and the contributory effect from the proposed project are given in Table 19.

Mobile Source

An estimate of the total motor vehicle emissions generated by the traffic associated with the Fashion Square Center and the effect of the proposed project are presented in Table 20. The emissions



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TABLE 18

ESTIMATED AIR POLLUTANT EMISSIONS FROM ON-SITE USE OF NATURAL GAS

AIR EMIS	EMISSION FACTOR ¹ EXISTING ²		PROPOSED PROJECT	(POUNDS/DAY)	COUNTY EMISSIONS
POLLUTANT (LBS/10 CF)	(LBS/UAT)			
Carbon Monoxide	20	0.0	56.7	2,509,560	NEGL
arbon nononic Gasos	α	3.6	22.7	849,000	NEGL
lotar organic uases	5 120	54.1	340.1	347,960	NEGL
anixo uagoulu	100			39,840	NEGL
Sulfur Oxide	NEGL	NEGL	NEGL		
Particulates	0.15	0.07	0.43	196,400	NEGL

² Factors, Table XII. ² Existing Fashion Square development has estimated total natural gas consumption of 13,702,560 ³ million cubic feet per month. ³ Based on a natural gas consumption rate of 86,210,000 cubic feet per month. ⁴ SCAQMD. Air Quality Management Plan, SCAQMD and SCAG, August, 1982, Table I.1, page B-14; converted from tons to pounds.

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NEGL = Negligible (less than 0.1 percent).



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TABLE 19

ESTIMATED AIR POLLUTANT EMISSIONS FROM OFF-SITE GENERATION OF ELECTRICITY

EMISSION FACTOR ¹ (LBS/1000 KWH)	EXISTING ² (LBS/DAY)	PROPOSED PROJECT ³ (LBS/DAY)
0.2	16.0	87.0
es 0.17	13.6	74.0
2.3	183.8	1,000.8
2.7	215.8	1,174.9
0.401	32.1	174.5
	0.2 es 0.17 2.3 2.7	(LBS/1000 KWH) (LBS/DAY) 0.2 16.0 es 0.17 13.6 2.3 183.8 2.7 215.8

¹ SCAQMD. Air Quality Handbook for Environmental Impact Reports, 2 October 1980. Energy Use Emission Factors, Table XII.

² Existing Fashion Square development has estimated total

3 electrical consumption of 2,397,948 KWH per month.

Based on electrical consumption rate of 13,054,240 KWH per month.



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TABLE 20

ESTIMATED AIR POLLUTANT EMISSIONS FROM MOTOR VEHICLES

AIR EMIS POLLUTANT (G	EMISSION FACTOR ⁺ (GRAMS/MILE)	EXISTING (LBS/DAY)	(LBS/DAY)	(POUNDS/DAY)	COUNTY EMISSIONS
	55 mph 25 mph				
Carbon Monoxide 11.73 19.88	3 19.88	4,507	11,938	2,509,560	۰ ۲
Reactive Organic Gases .7	.77 1.43	300	710	424,300	-2
Nitrogen Oxide 2.49	19 1.75	868	2,149	347,960	. و
Sulfur Oxide .2	20 .20	72	190	39,840	ۍ ۲
Particulates .3	.32 .32	115	305	196,400	.2

for highways and 25 mph for residential streets. The project traffic is distributed as 90 percent freeway

2 and 10 percent residential. 2 The existing Fashion Square development generates 163,000 vehicle trip miles per day (Barton-Aschman). 3 Based on a project generation of 588,000 vehicle miles traveled per day. 4 Air Quality Management Plan, SCAQMD and SCAG, August, 1982, Table I.1, page B-14, converted from tons to pounds.

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associated with project traffic would incrementally contribute to primary pollutant concentrations near local intersections during peak traffic periods, and also result in an incremental air quality deterioration.

This analysis assumes that the vehicle trips, and therefore the motor vehicle emissions, are strictly a result of the proposed project. In reality, this project is a receptor of vehicle trips, not a generator. This means that the vehicle trips would most likely be generated to another location in the South Coast Air Basin (SCAB) if they were not generated to the proposed project site. Therefore, the motor vehicle emissions would still be generated in the SCAB regardless of the status of the project. However, this simplified analysis which conforms to the procedures provided in the "Air Quality Handbook for Environmental Impact Reports" as revised October, 1980, does not recognize this. The project would redistribute the motor vehicle[±] emissions to the area of the project from another area in the SCAB.

Project Consistency with the Air Quality Management Plan

An EIR must demonstrate the project's consistency with the AQMP. This is done by showing consistency of local population and land use projections with those in the AQMP.

The AQMP utilizes the Growth Forecast Policy from the Southern California Association of Governments to prepare emission projections for future levels of air pollution in order to achieve air quality standards. <u>The Draft SCAG-82 Growth Forecast Policy</u>* expresses regional and local growth policies by providing projected population, housing, employment, and land use totals for Regional Statistical Areas (RSA's).

^{*} Some changes to the SCAG-82 Growth Forecast Policy may occur prior to its finalization in approximately April, 1983.

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The proposed project is located in RSA 42, which is in the Northwest Orange County Subregion. The Growth Forecast Policy shows a population increase of 95,900 during the period between 1980 and 2000 which is a 25.6 increase in growth for this RSA. This represents the fifth smallest population increase for the Orange County region, absorbing 11% of the County's growth. Most available land is developed within this urban area by 2000, and moderate recycle rates are forecasted." The proposed project is a commercial project that recycles existing urban land and will therefore, not directly increase the population in RSA 42. Such recycling of urban land uses is consistent with the AQMP population forecast.

According to <u>The SCAG-82 Growth Forecast Policy</u>, "Urban areas include the following land use categories which are generally associated with urban use: residential, commercial, industrial, transportation and utilities, and institutional. Non-urban acreage includes agricultural land, vacant land, water bodies, and undevelopable acreage. The forecast assumes that only vacant lands and agricultural lands will be converted to urban use." RSA 42 is forecasted to grow by 3,603 urban acres between 1979 and 2000, i.e., 3,603 non-urban acres will convert to urban use. The proposed project site is comprised of 63 acres of existing urban land which would be recycled to a greater intensity. Recycling of existing urban land uses is consistent with SCAG-82 and the AQMP.

Project Effects

The aggregate air quality emissions from on-site emission sources associated with the proposed project is shown in Table 21. As indicated in the table, only emission sources associated with the operational phase of the project were totaled. Emissions associated with the construction phase were considered short-term, and therefore, not considered in the long-term contribution of air emissions. The emissions associated with the generation of electricity were off-site



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and therefore, not considered to be a contribution to the 1987 projected Orange County emission inventory. The total contribution of the estimated project emissions to the 1987 projected Orange County emission inventory is approximately 15,712 pounds per day and represents .4 percent of the total 1987 projected County emissions.

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TABLE 21

SUMMARY OF PROJECT AIR EMISSIONS IN POUNDS PER DAY

POLLUTANT	NATURAL GAS	MOTOR VEHICLES	TOTAL OF POLLUTANT	TOTAL 1987 PROJECTED ORANGE COUNTY EMISSIONS (POUNDS/DAY)	PERCENT PROJECT EMISSIONS OF TOTAL ORANGE COUNTY IN 1987
Carbon Monoxide	56.7	11,938	11,494.7	2,509,560	0.5
Total Organic Gases	22.7		22.7	849,000	Negl.
Reactive Organic Gases		710	710	424,300 ²	.2
Nitrogen Oxides	340.1	2,149	2,489.1	347.960	0.7
Sulfur Oxides	Negl	190	190	39,840	0.5
Particulates	0.43	305	305.43	196,400	0.2

Air Quality Management Plan, SCAQMD and SCAG, August, 1982, Table I.1, page B-14; converted from tons to pounds.

2 Reactive Organic Gases = Total Organic Gases less Methane. Negl. = Negligible (less than 0.1 percent).

Cumulative Effects

The air quality emissions from mobile sources associated with the proposed project conbined with the cumulative projects (see Table 3) is shown in Table 22. The contribution of the estimated cumulative emissions to the 1987 Orange County emission inventory is approximately 23,514 pounds and represents .6 percent of the total 1987 projected Orange County emissions.



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TABLE 22

POLLUTANT	EMISSIO (GRAMS,	N FACTOR ¹ (MILE)	MOTOR VEHICLES ²	TOTAL 1987 PROJECTED ORANGE COUNTY EMISSIONS (POUNDS/DAY)	PERCENT CUMULATIV EMISSIONS OF TOTAL ORANGE COUNTY IN 1987
Carbon Monoxide	55 mph 11.73	<u>25 mph</u> 19.88	18,077	2,509,560	.7
Reactive Organic Gases	.77	1.43	1,205	424,300	.3
Nitrogen Oxides	2.49	1.75	3,482	347,960	1.0
Sulfur Oxides	.20	.20	289	39,840	.7
Particulates	.32	.32	461	196,400	.2

SUMMARY OF PROJECT COMBINED WITH CUMULATIVE PROJECTS MOBILE SOURCE EMISSIONS IN POUNDS PER DAY

1 1987 EMFAC6C Emission Factors, County of Orange, EMA, 1982. The assumed vehicular operating speed is 55 mph for highways and 25 mph for residential streets. The traffic is distributed as 90 percent freeway and 10 percent residential.

2 Based on a cumulative generation of 653,909 vehicle miles traveled per day

(JEF Engineering, Joe Foust, January 26, 1983). 3

Air Quality Management Plan, SCAQMD and SCAG, August, 1982, Table I.1, page B-14; converted from tons to pounds.



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5.8.3 <u>Mitigation Measures</u>

Increased air emissions resulting from the project are due to (1) increased traffic and (2) increased use of electricity, and natural gas. Mitigation measures designed to reduce the generation of traffic and usage of electricity and natural gas are discussed in detail in sections 5.6, 5.13.1, 5.13.2 and 5.14 of this report therefore, no additional mitigation measures are proposed here.

5.8.4 Significant Environmental Effects

The proposed project will incrementally increase the air emissions in the SCAB; however, the proposed project would account for less than two percent of the County emissions, which is considered not significant.

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Shade/Shadow, Solar Glare, Illumination

5.9.1 Environmental Setting

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Most of the existing structures on the site are single-story buildings with some buildings in Fashion Square Center two-story in height. There are several 12-story buildings in the project area such as the Fidelity Savings building south of Mainstreet Center and two office buildings adjacent to and north of the Garden Grove Freeway.

The solar reflections originating from the project site are very minimal, if not non-existent, since none of the existing on-site buildings have reflective-type (mirror or reflective glass) surfaces. There may be some solar glare from the glass windows of the buildings, but the glare is not significant.

The illumination on the site (parking lot lights, security lights, store lights, signs, etc.) is not out of character with the surrounding developed urban areas. The light poles in the parking lots are used for lighting the parking lots only and are not directed offsite or used for flood-lighting large areas. There are light poles on the top level of the Fashion Square parking structure, but these are low-intensity lights and are used only to light the top level of the structure. There are no high-intensity illumination sources on the site.

5.9.2 Impacts

Project Impact

It is not known at this time the height or the location of the proposed buildings. Since the site is located in Height District II (see Figure 17), there is no absolute height limit.



Since the building heights are not known, and for the purposes of this report, the maximum height of a building that would cast a shadow on surrounding residential areas will be evaluated. There are three major residential areas in the project vicinity that will be used to determine the height of the buildings (See Figure 30). Table 23 lists the maximum estimated height of a building that could be constructed on-site and not cast a shadow on the adjacent neighborhoods. As listed in Table 23 and shown in Figure 30, a building varying in height from 13 to 25 stories, depending upon location, could be located in the southeast portion of the site and not cast a shadow on residential area "A". Shadows from a building located in this area would not cast any shadows to either of the other residential areas as well. 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". Again, none of the buildings in this area of the site would cast shadows to the other two residential areas. 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".

There are many areas on the site where multi-story buildings could be located so that the shadows from the structures would not extend to adjacent residential areas. An analysis for each building and its location would have to be prepared when the plans are available in order to determine the shadow impacts. Generally though, the closer the proposed structures are located to the center of the site, the higher the buildings could be before they would cast shadows on adjacent residential areas. On the other hand, the closer that buildings are located to the project boundary in the vicinity of a residential area, the shorter a building would have to be in order that a building did not cast a shadow on an adjacent residential neighborhood.

Depending upon the type of building exterior of the proposed buildings (glass, reflective mirrors), there could be solar reflection impacts. Both on-site and off-site reflections could occur throughout



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TABLE 23

ESTIMATED MAXIMUM BUILDING HEIGHTS OF PROPOSED BUILDING BEFORE THEY WOULD CAST A SHADOW TO ADJACENT RESIDENTIAL AREAS

RESIDENTIAL AREA	DISTANCE (OF BUILDING SI	ETBACK FROM PI	ROJECT BOUNDA	RY (FEET)
	100	200'	3001	500'	700'
A*	13 Stories	15 Stories	17 Stories	21 Stories	25 Stories
B**	8 Stories	10 Stories	12 Stories	15 Stories	19 Stories
C***	19 Stories	24 Stories	30 Stories	41 Stories	52 Stories

Only affected during summer solstice period.

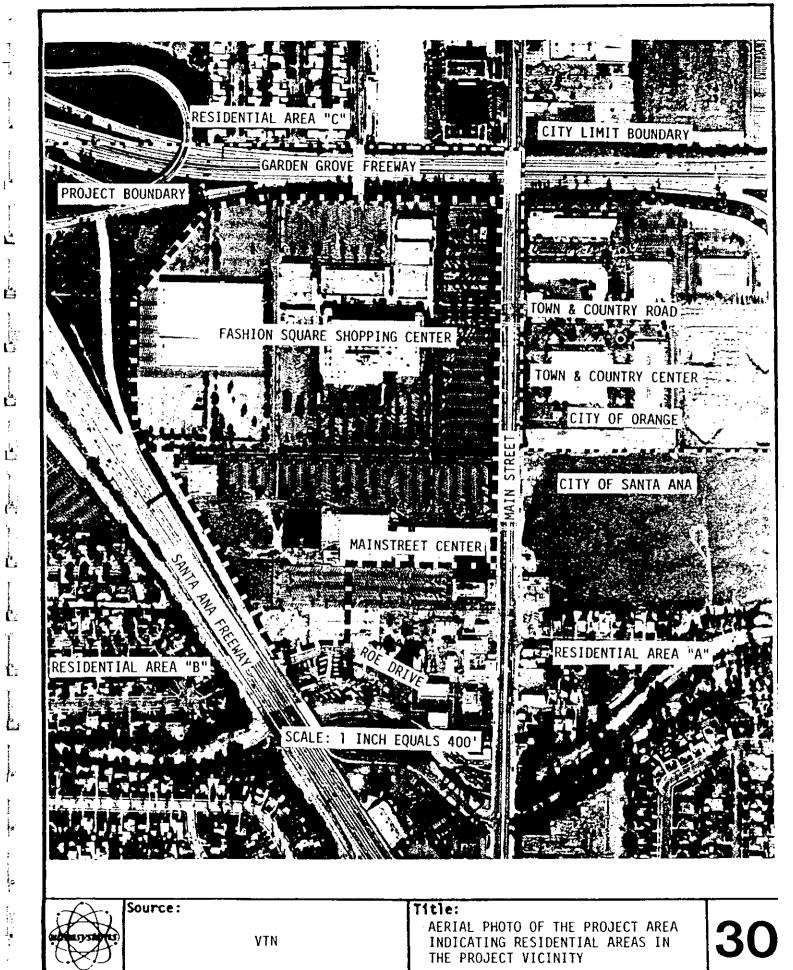
** Ibid.

*** Only affected during winter solstice period.

the day if a reflective surface is used. The sun could be reflected by the proposed buildings to on-site parking areas as well as to the adjacent streets and freeways (Main Street, Santa Ana and Garden Grove Freeways). At certain angles these solar reflections could cause "blind" spots for motorists as well as be a nuisance and annoyance for pedestrians and shoppers. The reflections could also extend to surrounding residential areas and cause an annoyance to residents. At a long distance from the building, the solar reflection would not shine on one particular point for a very long time, however, in close proximity to the building, a reflection may occur for a relatively long period (possibly one-half hour to an hour).

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The proposed project would probably require additional security and aesthetic lighting which would create increased on-site sources of illumination. In addition, there would be increased illumination after dark from the office buildings from cleaning crews and people working in the buildings. A specific determination and evaluation of illumination impacts cannot be made at this time since



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there are no site specific development plans. However, any increased on-site illumination is not anticipated to have any significant impacts on surrounding land uses due to the existing illumination in the area. There would be, however, an incremental increase in the illumination on the project site.

Cumulative Impacts

The cumulative impact of this project in conjunction with other developments in the area that would have high-rise buildings would result in an increase of solar interruption (shade/shadows) in the area and possibly an increase in solar reflection. Depending upon the location and height of the cumulative high-rise buildings, some of the local areas (residential and commercial) could experience an increase in solar interruption during certain periods of the year. The cumulative projects would also increase illumination in the area.

5.9.3 Mitigation Measures

Development plans submitted to the Agency for approval pursuant to the Participation Agreement should be accompanied by a shade/shadow analysis in order to determine the best building locations and building heights for the structures which could result in the least shade/shadow impact, if any, to the surrounding land uses.

Non-reflective building exteriors 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.

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.



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5.9.4 <u>Significant Environmental Effects</u>

The project would result in an increase in shadows and solar interruption in the area and possibly an increase in solar reflection. Depending upon final building heights, building locations and type of building exterior, the buildings could cause solar interruption and solar reflection to surrounding land uses.



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5.10 Aesthetics

5.10.1 Environmental Setting

The project area is characterized by commercial uses, residential homes and freeways which are typical of an urban environment. Commercial development on the project site is generally in good condition, although aging with well-maintained, mature landscaping. The Mall area of Fashion Square was built in 1957, with I. Magnin completed in 1958. The Mainstreet Center was also built in 1958. The large trees and shrubs located within the surface parking areas around both shopping centers enhance the aesthetic appearance of the site. Figures 9-12, previously presented, illustrate existing aesthetic conditions on the site.

Surrounding commercial and residential development north of the site is generally in a well-maintained condition. Two high-rise buildings are 'ocated north of the Garden Grove Freeway in the City of Orange. The Town and Country Shopping Center located east of the site is very well maintained and characterized by extensive mature landscaping. The area south of the project site is characterized by mixed commercial and residential land uses in a general declining condition. New infill commercial development is occurring on isolated parcels along Main Street south of the project site. The 12-story Fidelity Federal Building is located adjacent to and east of the site on Main Street. Figures 13-15, previously presented, illustrate aesthetic conditions in the surrounding area.

5.10.2 Impacts

Project Impacts

The project would provide for the rehabilitation and redevelopment of the project site consistent with the Amended Redevelopment Plan for the City of Santa Ana Redevelopment Project. The aesthetic



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appearance of the site would be altered by the removal of the existing Mainstreet Center and associated surface parking lot and the surface level parking lots south of Mainstreet Center, Parcels 3-5. New commercial development with associated landscaping would replace these existing uses. Consistent with the Redevelopment Plan, the existing Fashion Square Shopping Center would be rehabilitated and integrated into the proposed plan for new development of Fashion Square into an enclosed regional shopping center. The overall identity and architectural appearance of the site would be improved by development of a uniform urban design plan for the entire site. The proposed improvements would integrate and unify the land uses within the redevelopment area, revitalizing the area visually and economically. One of the objectives of the Redevelopment Plan is to create an attractive and pleasant environment within the Redevelopment area. Consistent with the objectives of the Redevelopment Plan, the aesthetic quality of the North Main shopping area in the City would be improved by the proposed rehabilitation and redevelopment.

Although no architectural designs are available at this time, the project will be designed to insure that the individual buildings will have a distinctive, but cohesive architectural appearance. All landscape plans, site plans and architectural drawings shall be reviewed and approved by the Agency. A master plan for the overall development will be prepared. The structure heights could exceed 35 feet if the provisions of the Height District II are complied with. The visual character of the site will be transformed from low intensity commercial development to an intensely developed commercial complex. The proposed new development will alter the view of the site by the introduction of vertical and horizontal building mass into existing visual open space. The proposed structures will be similar in scale with other high intensity commercial development in the area. However, when compared to the small scale of the older residential and commercial areas surrounding the site, the project could tend to visually dominate the area.



Since there are high-rise buildings in the project area, the development of high-rise buildings on the site should not result in an adverse impact. However, the possible addition of several high-rise buildings on the project site may have aesthetic impact to some people, depending upon individual preference.

Cumulative Impacts

Several of the cumulative projects proposed in the area consist of high-rise buildings similar to those that could be constructed on the project site. The cumulative aesthetic impact could be additional buildings in the area that would dominate the skyline and possibly interrupt existing views. The cumulative project area could become dominated by high-rise buildings as a result of the proposed project and other cumulative projects.

5.10.3 Mitigation Measures

The Participation Agreement incorporates standards and controls which would preclude any development which is unacceptable to the community on aesthetic grounds.

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.

5.10.4 Significant Environmental Effects

No adverse environmental effects are anticipated.



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5.11 Housing/Population

5.11.1 Environmental Setting

Introduction

The proposed Fashion Square Commercial Center project is composed of office, retail and hotel land uses. Population growth and housing needs that would be created by future employees of that project, and how those needs might be satisfied are determined through the evaluation of various interrelated variables. Those variables, which are identified in this assessment are: 1) type of employee and related income, 2) existing labor supply, 3) housing market, 4) housing costs, and 5) housing assistance programs.

Type of Employee and Related Income

Tables 24 through 27 give the percentage of occupations that would result from office, retail, health, and hotel development. Table 28 shows the related incomes associated with the various business categories.

The Federal Department of Housing and Urban Development (HUD) has determined that in 1981 a single person making \$620 a month, and a family of four making \$887 a month are considered very low income house-holds. HUD has also determined that in 1981 the median family income for Orange County was \$29,900. Low and moderate income households are computed based on 80-120 percent of the median income. Given that fact, \$23,920-\$35,800 for 1981 are considered low to moderate family income categories. Broken down into monthly increments the range would be \$1,993-\$2,983. Medium to higher family income is considered to be \$35,800 a year and above. Table 29 combines all the project related occupations and places them into expected income categories. As shown in Table 29 managers, officials, professionals and technicians comprise 23.6 percent of the expected work force and are the only occupations that can be expected to reach a higher income status. The remaining 76.4 percent of the work force would be comprised of sales, clerical,

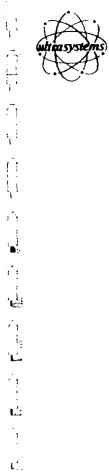


TABLE 24

OCCUPATIONAL PROFILE FINANCE, INSURANCE, AND REAL ESTATE INDUSTRIES (OFFICE)

OCCUPATION	PERCENTAGE EXPECTED EMPLOYEES*
Total Employment Managers/Officials	100.0 15.2
Professional/Technical	11.7
Sales	8.3
Clerical	52.7
Maintenance, Construction, Repair	6.9
Service	5.0

Source: State of California Employment Development Department, Employment Data and Research.

* Percentages do not add to the total because of rounding.

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TABLE 25

OCCUPATIONAL PROFILE RETAIL TRADE INDUSTRIES

OCCUPATION	PERCENTAGE OF EXPECTED EMPLOYEES
Total Employment	100.0
Managers/Officials	9.4
Professional/Technical	2.2
Sales	26.3
Clerical	16.6
Maintenance, Construction, Repair	17.0
Service	28.5

Source: State of California Employment Development Department, Employment Data and Research



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TABLE 26

OCCUPATIONAL PROFILE HEALTH INDUSTRIES (EXCLUDING HOSPITALS)

PERCENTAGE OF EXPECTED EMPLOYEES*
100.0
6.7
41.5
0.0
18.2
4.5
29.2

Source: State of California Employment Development Department, Employment Data Research.



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TABLE 27

OCCUPATIONAL PROFILE HOTEL INDUSTRY

OCCUPATION	PERCENTAGE OF EXPECTED EMPLOYEES
Total Employment	100.0
Managers/Officials	6.5
Professional/Technical	1.3
Sales	.4
Clerical	15.5
Maintenance, Construction, Repair	7.2
Service	69.1

Source: State of California Employment Development Department, Employment Data and Research

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TABLE 28

AVERAGE WAGE FOR VARIOUS BUSINESS CATEGORIES

Occupation	Average Monthly Pay Per Employee*	Estimated Annual Pay Per Employee**
Office	\$1,321	\$15,852
Retail	783	9,396
Hotel	656	7,872
Health	1,366	16,392

* Based on Third Quarter 1980 data. Includes all employees, even those who worked only part-time. Therefore, pay shown is lower than the average for full-time workers.

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** Estimated by multiplying third quarter average by 12.



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TABLE 29

OCCUPATIONAL PROFILE COMBINED INDUSTRIES

PERCENTAGE OF EXPECTED EMPLOYEES	INCOME CATEGORY*
100.0	
9.5	Moderate to High
14.1	Moderate to High
8.8	Very Low to Low
25.7	Very Low to Low
8.9	Low to Moderate
33.0	Very Low to Low
	OF EXPECTED EMPLOYEES 100.0 9.5 14.1 8.8 25.7 8.9

* State of California Employment Development Department, Employment Data and Research. Estimated from <u>Wage and</u> <u>Salary Study Orange County</u>, May 1981.



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and maintenance related occupations. Therefore, 76.4 percent of project related occupations would, when considered as the sole source of family income, be classified as either very low or low income households. It is assumed however, that in many cases income levels are raised through the existence of a second and third family income. The nature of both the retail and hotel related industries indicate that many employees in those industries will be part-time employees providing a secondary income. A study conducted by the Irvine Company concluded that up to 80 percent of wage earners in regional shopping centers are second and third wage earners in the family.*

Existing Labor Supply

Table 30 indicates the occupation of primary wage earners provided in the 1976 Special Census for persons living in the City of Santa Ana.

Table 31 indicates the location where the primary wage earner is employed.

As shown in the above Table 31, only about 26 percent of the respondents who live in the City of Santa Ana actually work in the City.

The data from the 1976 Special Census (Tables 30 and 31) indicate that there are qualified workers in all the project related occupations living in the City of Santa Ana. Since approximately 74 percent of those workers commute to work, it is possible that some of those workers would welcome the opportunity to leave their present place of employment to work in the City, if given the opportunity.

^{*} Earl Timmons, Director of Marketing Services, The Irvine Company conversation, April 14, 1982.

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In addition to future employees who already live in the City, there are those workers who live in neighboring communities who might be willing to commute into Santa Ana to work. Table 32 presents a breakdown of distances people are willing to travel to work. Based on

TABLE 30

OCCUPATION OF PRIMARY WAGE EARNER 1976 SPECIAL CENSUS

OCCUPATION	PERCENTAGE
No Response	11.38
Professional, Technical	10.10
Managers, Officials and Proprietors	7.46
Clerical	6.60
Sales	5.12
Craftsman, Foremen	16.58
Operatives	8.54
Service	6.83
Laborers	3.93
Retired	15.36
Other TOTAL	<u>8.09</u> 99.9*

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* Does not equal 100% because of rounding.



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TABLE 31

LOCATION OF EMPLOYMENT PRIMARY WAGE EARNER 1976 SPECIAL CENSUS

LOCATION	PERCENTAGE
No Response	12.48
Santa Ana Central Business	
District/Civic Center	7.32
Remainder of Santa Ana	18.74
Anaheim/Garden Grove	8.28
Irvine/Newport/Costa Mesa	10.67
North Orange County	5.30
South Orange County	5.16
City of Los Angeles	1.57
Remainder of Los Angeles County	4.03
Other	26.44
TOTAL	99.9*

* Total does not equal 100% because of rounding.

Table 32 estimates, 79 percent of workers living in surrounding communities would be willing to travel a distance of up to 15 miles to work. This represents a substantial labor market for employment in Santa Ana. The existing labor supply in both the City of Santa Ana and in surrounding communities is further evidenced by the current rate of unemployment, which was 6.1 percent in February, 1982 and expected to climb to 9.0 percent by the end of the year. The unemployment rate represents 72,200 unemployed individuals, many of which are concentrated in the Santa Ana and Central Orange County area.*

^{*} State of California, Employment Development Department, Alta Yetter, Labor Market Analyst, telephone conversation, April 10, 1982.



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Land Contract Contract

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TABLE 32

JOURNEY TO WORK

MILES FROM PROPOSED DEVELOPMENT	PERCENT OF EMPLOYEES WHO TRAVEL THOSE MILES*	SELECTED CITIES WITHIN THAT DISTANCE
0-5	39	Santa Ana, Garden Grove, Anaheim, Orange, Tustin, Villa Park
6-10	26	Fullerton, Anaheim, Westminster, Stanton, Yorba Linda, Irvine, Costa Mesa
11-15	14	Buena Park, La Miradá, La Habra, El Toro, Huntington Beach
16-20	9	Long Beach, Lakewood, Whittier, Mission Viejo,
21+		Compton, East Los Angeles,
TOTAL	100	Corona, San Juan Capistrano

* SCAG, Los Angeles Regional Transportation Study, 1979.



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Evidence of an existing labor market is further supported by labor statistics for Orange County as a whole. In 1981 there were 1,200,000 adult workers in the County; however, only 1 million jobs were available in the County for those workers. The result is that approximately 200,000 workers each day must travel outside of Orange County to work. The creation of new jobs in Orange County average about 30,000 annually.*

Housing Market

The Southern California Association of Governments (SCAG) reports that the housing demand in the region for the past five years has exceeded the supply by 180,000 units.** The housing market in Orange County in particular is very short in terms of affordable housing relative to the demand placed on it by low and moderate income households.

Based on the findings of the 1980 federal census, the City of Santa Ana has a population estimated at 204,000 residents. The City of Santa Ana experienced rapid growth from 1945 to 1965 when a substantial portion of the residential dwelling units were built.

The existing housing stock in the City of Santa Ana is comprised of a mixture of single-family dwelling units, multiple-family dwelling units, apartments, and mobile home units. A Southern California Association of Governments (SCAG) 1980 study identified that the majority of the housing stock was in "good" condition, with approximately 6,000 dwelling units in need of repair. Santa Ana is essentially a built-out city and, therefore, experiences only modest levels of new residential construction.

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 ^{*} Earl Timmons, Director of Marketing Services, The Irvine Company, presentation before the Orange County Chamber of Commerce", Economic Review and Forecast for Orange County, April 14, 1982.

^{**} The SCAG region is composed of the counties of Imperial, Los Angeles, Orange, Riverside, San Bernardino, and Ventura and the cities within those counties.



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The 1976 special federal census estimated that the City of Santa Ana has approximately 62,135 total dwelling units. Of the 62,135 total dwelling units, 33,900 or 55 percent are categorized as singlefamily dwelling units, 8,923 or 14 percent are categorized as multiple-family units with two to four occupancies, 15,335 or 25 percent are categorized as multiple-family units with five or more occupancies, 3,666 or six percent are categorized as mobile home units, and 311 or .005 percent are categorized as "other" forms of housing.

Based upon the SCAG 1980 study, 33,488 dwelling units in the City were owner-occupied, and 29,560 dwelling units were renteroccupied. Of the 33,488 owner-occupied units, 1,451 were identified as being suitable for rehabilitation, with 4,045 renter-occupied units being suitable for redevelopment.

The vacancy rate for rental dwelling units in Santa Ana is considerably less than in neighboring cities. In Santa Ana, the vacancy rate was estimated to be 0.5 percent by the SCAG 1980 study. To contrast, a vacancy rate under three percent is considered critical. Apparently, many residential dwelling units in Santa Ana exist in overcrowded conditions due to a shortage in rental units.

Table 33 provides the vacancy rate in 1979 for selected cities where some future employees of the proposed project might seek housing. As that table indicates, vacancy rates in surrounding communities are also below the standard of three percent.

The cost of all forms of housing, particularly single-family housing, has risen so drastically over the last ten years that households of moderate to medium levels of income are to a large extent purchasing less desirable homes which they would not purchase under normal circumstances. Or if they cannot afford to buy a home, they remain as tenants of rental units that otherwise would filter down to lower income households. The effects of this trend has caused even more narrowing of housing opportunities for low and moderate income households.



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TABLE 33 VACANCY RATES

Buena Park	0.7
Garden Grove	1.4
Orange	1.3
Westminster	0.9
Anaheim	2.0

Source: State of California, Employment Development Department, <u>Annual Planning Information</u>, 1980-81.

Housing Costs

The results of housing demand exceeding the supply has been a low vacancy rate and high prices. A consequence of the disparity between supply and demand is that homebuyers in the SCAG region paid an average of \$124,000 for a single home in 1980. This exceeded the national average by more than \$29,000.* It is apparent that the low income levels of the occupation categories previously listed, even when combined with a second income, would prevent most families from purchasing a home in Orange County. As a result most employees would be restricted to the rental market to satisfy their housing needs.

Table 34 illustrates housing costs for the City of Santa Ana and other cities in the Central Orange County area.

Table 35 presents the price of housing and rents affordable for various income levels. Realistically, families with incomes under \$30,000 a year would not qualify to purchase a house in Orange County, unless assistance is provided.

^{*} SCAG, <u>1979-80</u> Report of the Southern California Association of Governments.



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For purposes of comparison with rents indicated in Table 34, the Fair Market Rents as determined by HUD for 1981 are presented Table 36.

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HOUSING COSTS* 1981-1982

CITY	PRICE RANGE	RENTALS
Anaheim/Anaheim Hills	\$ 80,000 - 400,000	\$400 - \$1,000
Brea	95,000 - 300,000	250 - 1,200
Buena Park	88,000 - 250,000	350 - 900
Fullerton	90,000 - 650,000	350 - 1,500
Garden Grove	80,000 - 200,000	300 - 1,000
Placentia	100,000 - 250,000	350 - 900
Santa Ana	70,000 - 400,000	400 - 1,000
Tustin	110,000 - 750,000	400 - 2,500
Villa Park	225,000 - 900,000	900 - 2,500
Yorba Linda	100,000 - 300,000	350 - 1,200

Source: Moving to Publications, Ltd., 1981-82.

* House prices include single-family detached, condominiums and townhouses. Rental prices include houses and apartments.

The Fair Market Rents presented in Table 36 apply to the cities of Buena Park, Garden Grove, Orange, Westminster and Anaheim. As indicated by the Fair Market Rents table, the rents are on the lower end of the scale of actual rents as indicated in Table 34, previously presented.

In summary, there is an existing shortage of dwelling units affordable to low and moderate income families.



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TABLE 35

AFFORDABLE HOUSING*

ANNUAL INCOME	HOUSING AFFORDABLE INTEREST RATES			
	15%	16%	17%	18%
\$30,000	\$ 62,000	\$ 58,000	\$ 54,000	\$ 51,000
40,000	82,000	78,000	73,000	69,000
50,000	103,000	97,000	91,000	86,000
60,000	124,000	116,000	109,000	103,000
70,000	144,000	136,000	127,000	120,000

Source: Moving to Publications, Ltd., 1981-82.

* Assumes 20 percent down payment and a 30-year loan.

TABLE 36

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FAIR MARKET RENTS 1981

NUMBER OF BEDROOMS	RENT*
Single	\$ 287
1 2	345 406
3	556

Housing Assistance Programs

City of Santa Ana Community Redevelopment Agency

State of California Redevelopment Law in Section 33000 of the Health and Safety Code (1976) stipulates that redevelopment projects must set aside 20 percent of designated funds for housing. The Santa Ana Community Redevelopment Agency is currently half way through the

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process of establishing four new redevelopment districts which would provide low cost housing. Currently, the Agency provides 398 apartment units for senior citizens. It is also providing 157 condominium units which are under construction, and 157 condominium units which are occupied.*

Section 8 Housing Program

The cities of Santa Ana, Garden Grove, Anaheim and the County of Orange have their own Housing Authorities which assist families through the use of Federal Section 8 Certificates. Families are required to pay 25 percent of their income towards rent for their unit. The Housing Authority pays the owner the remainder of the contract established rent. Maximum rents per unit per family are established by HUD for each area such as Orange County. Those rents have previously been presented in Table 36.

The program was established by the 1974 Housing and Community Development Act, and is the Federal Government's major operating program for assisting lower income families to secure adequate housing.

Table 37 indicates the maximum income that an individual or family can earn to qualify for Section 8 Housing Assistance.

TABLE 37 MAXIMUM INCOME SECTION 8 HOUSING ASSISTANCE

Family Size	1	2	3	4
Income	15,250	17,400	19,550	21,750

^{*}Alice McCullough, City of Santa Ana Community Redevelopment Agency, telephone conversation, February 3, 1982.



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As of February, 1982 the Housing Authority is assisting 560 households and has a waiting list of an additional 370 households.

5.11.2 Impacts

Project Impacts

Table 38 displays the estimated number of employment opportunities generated by each land use. Currently there are approximately 1,370 retail occupation related employees in the existing Fashion Square and Mainstreet Center shopping centers.

As shown in Table 38, the proposed project has the potential to generate an estimated 8,630 employees. This represents approximately 29 percent of the average annual job growth for the County.

The occupational profile of those projected employees is shown in Table 39.

The creation of 8,630 employment positions in the City of Santa Ana will have an impact on housing demands. However, there are several factors that should be considered in analyzing the nature of this impact.

- 6,593 (refer to Table 39) of the projected employees will be low income employees many of which will be lowerskilled part-time workers. It is anticipated that most of those positions will be filled by persons already residing in Santa Ana or in the surrounding area and willing to commute to work (Refer back to Table 32).
- Many of the lower paying service and clerical positions will be filled by women and by recent high school graduates entering the job market. Those incomes, for the most part, will not be primary incomes.

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TABLE 38

ESTIMATED EMPLOYMENT GENERATION PROJECT SPECIFIC

LAND USE	SQUARE FEET	GENERATION FACTOR	ESTIMATED EMPLOYMENT POSITIONS GENERATED
Office	1,500,000	1 employee/* 250 Sq. Ft.	6,000
Commercial/ Retail	1,600,000	1 employee/** 500 Sq. Ft.	3,200
Hotel	979,200 (1,200 rooms)		800***
Less Existi	ng Employees		<u>1,370</u>
TOTAL			8,630

 City of Los Angeles, <u>EIR Manual for Private Projects</u>, 1975, update 1976.

** Ibid.

*** Los Angeles Hilton Hotel, Wilshire Boulevard, May 18, 1981.

TABLE 39

OCCUPATIONAL PROFILE PROPOSED PROJECT

OCCUPATION	INCOME LEVEL	PERCENTAGE OF EXPECTED EMPLOYEES*	NUMBER OF EMPLOYEES
Total Employment	Moderate	100.0	8,630
Managers/Officials	Moderate-High	9.5	820
Professional/Technical	Moderate-High	14.1	1,217
Sales	Lower	8.8	759
Clerical	Lower	25.7	2,218
Maintenance, Construction, Repair	Low-Moderate	8.9	768
Service	Very Low	33.0	2,848

* Percentages used are derived from combining the occupational profile of all anticipated land uses (refer back to Table 29).

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 As indicated in Table 31 previously shown, only about 26 percent of Santa Ana primary wage earners work in the City. The proposed project will give more residents an opportunity to work in Santa Ana.

- Table 39 indicates that approximately 2,037 of the future employees will be in the managerial, official, professional and technical fields. Incomes for those job categories would be expected to range from moderate to high. Some of those higher paid employees can be expected to prefer to transfer in from other areas, thus creating an increased demand for housing.
- Likewise, some of the 2,037 professionals, middle management and technical employees will be recent college graduates with moderate incomes wishing to establish new households. Those employees would desire to purchase moderate priced housing, but housing affordable to households making \$30,000 a year or less can no longer be purchased in Orange County for that price (refer back to Table 34).
- The existing low vacancy rates in the City of Santa Ana (0.5) and in surrounding cities indicate that employees desiring moderately priced rental housing will experience difficulty finding it within short commuting distance of the proposed project (refer back to Table 33).
- The high unemployment rate, 6.1 percent (72,200 individuals) in Orange County during February, 1982 indicates that there is an existing work force in the County. This situation would mitigate housing impacts, especially at the lower income levels, which for the most part are lower skilled occupations.



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Cumulative Impacts

Cumulative projects in the vicinity of the proposed Fashion Square Commercial Center project would generate an estimated 16,233 new employees, as illustrated in Table 40. The occupational profile of those employees is displayed in Table 41. The employees generated represent approximately 54 percent of the average annual job growth for Orange County.

The creation of 16,233 employment positions within the Santa Ana area could potentially have a significant impact on population growth and housing demands, subject to the same factors that were considered in analyzing the project impact.



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TABLE 40

ESTIMATED EMPLOYEE GENERATED CUMULATIVE PROJECTS

NAME	NAME PROPOSED USE		5 (A 6 7 C		8(AR/E		EMPLOYEE GENERATION*	
Hurwitz	Office Hotel Retail	2,300,000 450 Rooms 500,000	9,200 675 1,000					
Homes and Narver Expansion	Office	98,239	393					
Continental Center	General Office	754,850	3,019					
Tooley	Office	400,000	1,600					
Medical Offices	Medical Offices	86,600	346					
Town and Country Condominiums	Residential	500 Units	Not Applicab					
TOTAL			16,233					

* Employee generation is based on the following generation factors. General and medical offices, 1 employee per 250 Sq. Ft.; Retail Commercial, 1 employee per 500 Sq. Ft.; Hotel, based on information provided by Los Angeles Wilshire Hotel.

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TABLE 41

OCCUPATIONAL PROFILE CUMULATIVE PROJECTS

OCCUPATION	INCOME LEVEL	PERCENTAGE OF EXPECTED EMPLOYEES*	NUMBER OF EMPLOYEES
Total Employment		100.0	16,233
Managers/Officials	Moderate-High	9.5	1,542
Professionals/Technical	Moderate-High	14.1	2,289
Sales	Lower	8.8	1,429
Clerical	Lower	25.7	4,172
Maintenance, Construction Repair	Low-Moderate	8.9	1,445
Service	Very Low	33.0	5,357

* Percentages used are derived from combining the occupational profiles of all anticipated land uses (refer to Table 29).

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The proposed Fashion Square Commercial Center project combined with cumulative projects could potentially generate 24,863 new employment opportunities. The population growth and increased housing demands resulting from those employment opportunities will be of lesser magnitude because of the existing labor market both in the City of Santa Ana and in the surrounding communities. That labor market has the capacity to provide most of the low skilled employment needs anticipated frp, both the proposed project and cumulative projects. Housing difficulties will be more evident for those employees in higher income occupations who wish to move into Santa Ana or nearby communities.

5.11.3 Mitigation Measures

No mitigation measures are proposed.

5.11.4 Significant Environmental Effects

Even though most of the job opportunities created by the project will be filled by persons already residing in the area, the project will result in some increase in the demand for housing. Some of the new employees will be persons residing a considerable distance from the project who will desire to more into Santa Ana or other neighboring communities in order to shorten their commuting distance. By contributing to the general demand for housing in the area, such persons will add somewhat to the existing housing market problems, such as the difficulties of finding affordable housing and upward pressures on housing costs.

5.12 John Wayne Airport

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5.12.1 Environmental Setting

The project site is located outside the 60 CNEL noise contour for John Wayne Airport and is located over one mile from the area designated as the approach and horizontal surface. Figure 31 illustrates the location of the site in relation to John Wayne Airport's approach and horizontal surfaces. The existing commercial development on the site generates minimal impact upon John Wayne Airport operations. The airport is currently operating at over-capacity conditions and airport parking is grossly inadequate to meet existing demand. Based upon existing conditions and current projections, John Wayne Airport will not be able to satisfy short-term demand without significant expansion of airport operations and facilities.

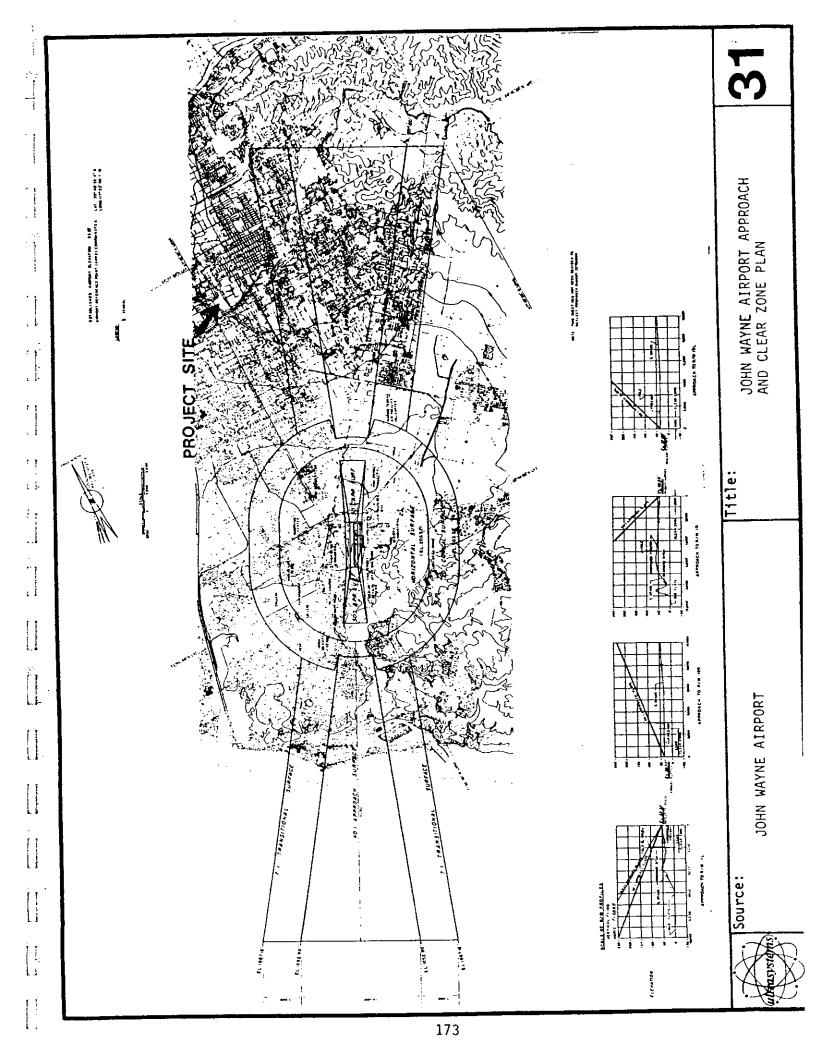
5.12.2 Impacts

Project Impacts

The proposed retail, office and hotel development would increase demand for air service and parking at John Wayne Airport in common with all new development approved for construction in Orange County. The project would probably result in additional passenger demand at John Wayne Airport, where even the existing demand is presently not being met by the airport.

As shown in Figure 30, the project is not located under the approach or horizontal surface of the airport. However, the Federal Aviation Administration regulations, as cited in Part 77, require a determination as to the aeronautical hazard of structures which intrude into an imaginary horizontal surface of 203 feet above sea level.*

^{*} Shirli Reithard, Supervising Planner, Orange County, Airport Land Uses Commission.





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Assuming an average ground elevation of 145 feet above sea level, FAA approval would be required for any structure over 58 feet in height.

The Federal Aviation Administration would make a determination as to the aeronautical hazard of any proposed structures which intrude above the imaginary horizontal surface of 203 feet above sea level. Flashing-red obstruction lights might be required as a precaution for aircraft safety.*

Cumulative Impact

The cumulative impact would result in additional passenger demand at the airport. As the case with the proposed project, the airport is not capable of meeting the existing demand, and therefore, the cumulative demand would also not be met. The additional passenger demand by the cumulative projects would probably be met by alternative airports or travel methods.

5.12.3 Mitigation Measures

No mitigation measures are proposed.

5.12.4 Significant Environmental Effects

The project will contribute toward increased demand for air service and parking John Wayne Airport.

^{*} Elly Stanson, Federal Aviation Administration, Air Space and Procedures Branch.



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5.13 Public Services and Utilities

5.13.1 Natural Gas

5.13.1.1 Environmental Setting

Natural gas is currently provided to the existing uses on the project site by the Southern California Gas Company. Gas service could be provided to the proposed project by existing gas mains on the site. Natural gas service would be provided in accordance with the Company's policies and extension rules on file with the California Public Utilities Commission.*

5.13.1.2 Impacts

Project Impact

The existing uses on the project site consume approximately 13,702,560 cubic feet of natural gas per month. Mainstreet Center and Fashion Square consume approximately 3,268,060 and 10,434,500 cubic feet of natural gas per month respectively.** As indicated in Table 42, the proposed project would consume approximately 86,210,000 cubic feet of natural gas per month.

The removal of Mainstreet Center and the construction of the proposed project would result in a net increase in consumption of natural gas of approximately 72,507,440 cubic feet per month. The Southern California Gas Company has indicated that the proposed project would not have a significant impact on its ability to provide natural gas service to the project*** (Refer to Appendix IV).

J. D. Allen, Southern California Gas Company.

^{**} Based on 20 cubic feet a month per square foot.

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TABLE 42

PROJECT NATURAL GAS CONSUMPTION

Land Use	Square Feet	Consumption Rate*	Consumption	
Office	1,500,000	3.5 CU.FT./MONTH/SQ.FT.	5,250,000 CU.FT./MONTH	
Retail	1,600,000	20 CU.FT./MONTH/SQ.FT.	22,000,000 CU.FT./MONTH	
Hotel	979,200 (1,200 Rooms)	50 CU.FT./MONTH/SQ.FT.	48,960,000 CU.FT./MONTH	
TOTAL	4,079,200		86,210,000 CU.FT./MONTH	

Cumulative Impacts

As indicated in Table 43 cumulative projects in the vicinity of the proposed project site would consume approximately 43,598,912 cubic feet of natural gas per month. The net increase in consumption, considering cumulative projects and the proposed project, would be 116,106,352 cubic feet per month.

5.13.1.3 Mitigation Measures

Energy conservation measures are discussed in Section 5.14 of this report. No additional mitigation measures are proposed here.

5.13.1.4 Significant Environmental Effects

No substantial adverse impacts are anticipated.

^{*} City of Los Angeles, <u>EIR Manual for Private Projects</u>, 1975, Updated, 1976.



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TABLE 43

CUMULATIVE NATURAL GAS CONSUMPTION

Ducient Name	Land Hea	Area	Consumption Factor*	Consumption Cu.Ft./Month
Project Name	Land Use	- Area	140101	out trynon
Hurwitz Site	Office	2,300,000 Sq.Ft.	3.5 Cu.Ft./ Month/Sq.Ft.	8,050,000
	Hotel	450 Rooms	50 Cu.Ft./ Month/Sq.Ft.	18,360,000
	Retail	367,200 Sq.Ft. 500,000 Sq.Ft.	20 Cu.Ft./ Month/Sq.Ft.	10,000,000
Homes & Narver Expansion	Office	98,239 Sq.Ft.	3.5 Cu.Ft./ Month/Sq.Ft.	343 ,837
Continental Center	Office	754,850 Sq.Ft.	3.5 Cu.Ft./ Month/Sq.Ft.	2,641,975
Tooley	Office	400,000 Sq.Ft.	3.5 Cu.Ft./ Month/Sq.Ft.	1,400,000
Medical Offices	Medical Office	86,600 Sq.Ft.	3.5 Cu.Ft./ Month/Sq.Ft.	303,100
Town & Country Condominiums	Residential	500 D.U.	5,000 Cu.Ft./ D.U./Month	2,500,000
Subtotal				43,598,912
Proposed Project	: Fashion Square (Commercial Center		86,210,000
Less existing us	es			13,702,560
TOTAL				116,106,352

* City of Los Angeles, <u>EIR Manual for Private Projects</u>, 1975. Update 1976. Ultrasystems, Inc. planning factors.

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5.13.2 Electricity

5.13.2.1 Environmental Setting

Southern California Edison currently provides electricity to the project site. This site is served by four 12 kV circuits served from four adjacent substations. Three of the circuits enter the site from overhead facilities and a fourth circuit enters the site as an underground facility. Edison maintains an extensive underground system within the northerly portion (Fashion Square Shopping Center) of the project site.*

5.13.2.2 Impacts

Project Impacts

The existing uses on the project site consume approximately 2,397,948 Kwh per month of electricity.** As indicated in Table 44, the proposed project would consume approximately 13,054,240 Kwh of electricity per month. The removal of Mainstreet Center and the construction of the proposed project would result in a net increase in electrical consumption of approximately 10,656,292 Kwh per month. The proposed project would be served by existing facilities located in the area and the electric loads of the project are within parameters of projected load growth which Edison is planning to meet in this area (refer to Appendix IV).***

** Based on 3.5 Kwh a month per square foot.

^{*} B. K. Smith, Southern California Edison Company.

^{***} B. K. Smith, Southern California Edison Company.



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TABLE 44

Land Use	Square Feet	Consumption Rate*	Consumption
Office	1,500,000	3.0 Kwh/Month/Sq.Ft.	4,500,000 Kwh/Month
Retail	1,600,000	4.0 Kwh/Month/Sq.Ft.	4,400,000 Kwh/Month
Hotel	979,200 (1,200 Rooms)	2.2 Kwh/Month/Sq.Ft.	2,154,240 Kwh/Month
TOTAL	4,079,200		13,054,240 Kwh/Month

PROJECT ELECTRICAL CONSUMPTION

Cumulative Impacts

As indicated in Table 45, cumulative projects in the vicinity of the proposed project would consume approximately 13,876,907 Kwh per month of electricity. The net increase in consumption, considering cumulative projects and the proposed Fashion Square Commercial Center project would be 24,533,199 Kwh per month.

5.13.2.3 Mitigation Measures

Energy conservation measures are discussed in Section 5.14 of this report. No additional mitigation measures are proposed here.

5.13.2.4 Significant Environmental Effects

No substantial adverse impacts are anticipated.

^{*} City of Los Angeles, EIR Manual for Private Projects, 1975, Updated 1976.

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TABLE 45

CUMULATIVE ELECTRICAL CONSUMPTION

Project Name	Land Use	Area	Consumption Factor*	Consumption KWH/Month
Hurwitz	Office	2,300,000 Sq. Ft.		6,900,000
	Hotel	450 Rooms	Month/Sq.Ft. 2.2 KWH/	807,840
	Retail	(367,200 Sq. Ft.) 500,000 Sq. Ft.		2,000,000
Homes & Narver Expansion	Office	98,239 Sq. Ft.		294,717
Continental Center	Office	754,850 Sq. Ft.	3.0 KWH/ Month/Sq.Ft.	
Tooley	Office	400,000 Sq. Ft.	3.0 KWH/ Month/Sq.Ft.	1,200,000
Medical Offices	Office	86,600 Sq. Ft.	3.0 KWH/ Month/Sq.Ft.	
Town & Country Condominiums	Residential	500 D.U.	300 KWH/ Month/D.U.	150,000
SUBTOTAL				13,876,907
Proposed Project Square Commercia				13,054,240
Less existing us				2,397,948

TOTAL

24,533,199

* City of Los Angeles, <u>EIR Manual for Private Projects</u>, 1975. Updated 1976.



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5.13.3 Telephone

5.13.3.1 Environmental Setting

The Pacific Telephone Company currently provides telephone service to the project site. The project would be served from existing facilities in the project area.*

5.13.3.2 Impacts

Project Impacts

Although the project would be served from existing facilities, reinforcement of the existing telephone network would be necessary. The degree of reinforcement would vary from new cables being pulled through existing conduit systems to the installation of new conduit and cable systems. In any case, the existing facilities are inadequate to serve the proposed project** (Refer to Appendix IV).

Cumulative Impact

The proposed project in conjunction with other projects in the area would require additional telephone facilities, possibly new conduit and cable systems.

5.13.3.3 Mitigation Measures

No mitigation measures are proposed.

Marshall Andrews, Pacific Telephone.

^{**} Ibid.



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5.13.3.4 Significant Environmental Effects

No substantial adverse impacts are anticipated.

5.13.4 Water

5.13.4.1 Environmental Setting

The City of Santa Ana currently provides water service to the project site. Fashion Square is served by a 12 inch water main located at the southern boundary of Fashion Square center and the Mainstreet Center is served by an 8 inch water main located along its southern boundary. The City also has a 16 inch water main in Owens Drive at Main Street that is proposed to extend west to the proposed Broadway Street overcrossing. This 16 inch main could then be extended north to the proposed project to support the existing water distribution facilities.*

5.13.4.2 Impacts

Project Impacts

The existing uses on the site consume approximately 68,513 gallons of water per day, assuming a consumption rate of 100 gallons/ 1000 square feet/day. The proposed project is estimated to consume approximately 490,000 gallons of water per day (See Table 46).

The removal of Mainstreet Center and the construction of the proposed project would result in a net increase in water consumption of approximately 421,487 gallons per day.

^{*} Walter Schraub, City of Santa Ana Public Works Department, telephone conversation May 8, 1981.



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The project can be served by the existing water mains in the area. Some improvement to the system might be required, at the time that precise development plans are submitted, in accordance with the standard City building permit approved process. (Refer to Appendix IV).

The project would be required to meet all State mandated water conservation measures, including use of low-flush toilets, turn-off adapters and faucet flow control devices to reduce water consumption.

Cumulative Impacts

As indicated in Table 47, cumulative projects in the vicinity of the proposed project would consume approximately 624,969 gallons of water per day. The net increase in consumption, considering cumulative projects and the proposed Fashion Square project would be approximately 1,046,456 gallons of water per day.

TABLE 46

PROJECT WATER CONSUMPTION

Land Use	Square Feet	Consumption Rate*	Consumption
Office	1,500,000	100 Gal/1000Sq.Ft./Day	150,000 Gal/Day
Retail Retail	1,600,000	100 Gal/1000Sq.Ft./Day	160,000 Gal/Day
Hotel	979,200 (1,200 Rooms)	150 Gal/Room	180,000 Gal/Day
TOTAL	4,079,200		490,000 Gal/Day

* City of Los Angeles, EIR Manual for Private Projects, 1975, updated 1976.



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TABLE 47

CUMULATIVE WATER CONSUMPTION

Project Name	Land Use	Area	Consumption Factor*	Consumption Gallons/Day
Hurwitz Site	Office	2,300,000 Sq.Ft.	100 Gal/1000/ Sq.Ft./Day	230,000
	Hotel	450 Rooms	150 Gal/Room/	67,500
	Retail	(367,200 Sq.Ft.) 500,000 Sq.Ft.	Day 100 Gal/Day/ 1000 Sq. Ft.	50,000
Homes & Narver Expansion	Office	98,239 Sq.Ft.	100 Gal/Day/ 1000 Sq. Ft.	9,824
Continental Center	Office	754,850 Sq.Ft.	100 Gal/1000, Sq.Ft./Day	75,485
Tooley	Office	400,000 Sq.Ft.	100 Ga1/1000/ Sq.Ft./Day	40,000
Medical Offices	Medical Office	86,600 Sq.Ft.	100 Ga1/1000/ Sq.Ft./Day	8,660
Town & Country Condominiums	Residential	500 D.U. (2.2 persons/ D.U.	125 Gal/Day/ Person	137,500
SUBTOTAL	<u>, , , , , , , , , , , , , , , , , , , </u>			624,969
Proposed Project	: Fashion Square Cor	mercial Center		490,000
Less existing us		······································		68,513
TOTAL		<u> </u>		1,046,456

* City of Los Angeles, EIR Manual for Private Projects, 1975, updated 1976.



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5.13.4.3 Mitigation Measures

No mitigation measures are proposed.

5.13.4.4 Significant Environmental Effects

No substantial adverse impacts are anticipated.

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5.13.5 <u>Sewer</u>

5.13.5.1 Environmental Setting

Sewage generated on the project site is presently collected by an on-site 8-inch sewage line that extends south through the middle of the site from Fashion Square Shopping Center to Roe Drive. This 8-inch line collects sewage from both Fashion Square and Mainstreet Center. The 8-inch sewage line extends west along Roe Drive to Arnett Drive where the line then extends in a northern direction for approximately 100 feet. At this point, the sewage line crosses underneath the Santa Ana Freeway to Jonquil Road. On-site sewage is treated at the regional sewage treatment located in Fountain Valley.

There is also a 12-inch sewer main in Roe Drive that could serve the proposed project. This line extends west from Main Street along Roe Drive, south to the north side of Santiago Creek where the main then crosses underneath the Santa Ana Freeway and extends in a westerly direction. Although this 12-inch main does not currently serve the site, it could provide sewer service to the proposed project.

5.13.5.2 Impacts

Project Impact

The existing uses on the site generate approximately 68,513 gallons of sewage per day, assuming a generation rate of 100 gallons a day per 1,000 square feet. As indicated in Table 48, the proposed project is estimated to generate 490,000 gallons of sewage per day.

The removal of Mainstreet Center and the construction of the proposed project would result in a net increase in sewage generation of

* John Burk, City of Santa Ana, Public Works Department.

** Ibid.



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TABLE 48

PROJECT SEWAGE GENERATION

Land Use	Square Feet	Generation Rate*	Generation	
Office	1,500,000	100 Gal/1000 Sq.Ft./Day	150,000 Gal/Day	
Commercial/ Retail	1,600,000	100 Gal/1000 Sq.Ft./Day	160,000 Gal/Day	
Hotel	979,200 (1200 Rooms)	150 Gal/Room	180,000 Gal/Day	
TOTAL	4,079,200		440,000 Gal/Day	

approximately 421,487 gallons per day. Since the existing sewer lines do not have the capacity to serve the proposed project, additional sewer facilities would be required. The size and location of new sewer facilities would be determined when final site plans become available (Refer to Appendix IV)** and such new facilities will be installed as a condition to the approval of building permits in accordance with standard City procedures. The State-mandated water conservation measures referenced in Section 5.13.4 will likewise serve to reduce wastewater.

Cumulative Impact

As indicated in Table 49, cumulative projects in the vicinity of the proposed project would generate approximately 624,969 gallons of sewage per day. The net increase in generation, considering cumulative projects and the proposed Fashion Square project would be approximately 1,046,456 gallons of sewage per day. The cumulative projects would also probably require improvements to the local sewage collection system.

^{*} City of Los Angeles, <u>EIR Manual for Private Projects</u>, 1975, updated 1976.

^{**} John Burk, City of Santa Ana, Public Works Department.



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TABLE 49

CUMULATIVE SEWAGE GENERATION

Project Name	Not Available Land Use	Area	Generation Factor	Generation Gallons/Day
Hurwitz Site	Office	2,300,000 Sq. Ft.	100 Ga1/1000/ Sq. Ft./Day	230,000
•	Hotel	367,200 Sq. Ft. (450 Rooms)	150 Gal/Room	67,500
	Retail	500,000 Sq. Ft.	100 Gal/1000/ Sq. Ft./Day	50,000
Homes & Narver Expansion	Office	98,239 Sq. Ft.	100 Gal/1000/ Sq. Ft./Day	9,824
Continental Center	Office	754,850 Sq. Ft.	100 Gal/1000/ Sq. Ft./Day	75,485
Tooley	Office	400,000 Sq. Ft.	100 Ga1/1000/ Sq. Ft./Day	40,000
Medical Offices	Medical Office	86,600 Sq. Ft.	100 Ga1/1000/ Sq. Ft./Day	8,660
Town & Country Condominiums	Residential	500 D.U. (2.2 persons/D.U.)	125 Gal/Day/ Person	137,500
SUBTOTAL				624,969
Proposed Project Square Commercia				490,000
Less existing us				68,513
TOTAL				1,046,456

* City of Los Angeles, <u>EIR Manual for Private Projects</u>, 1975. Updated 1976.

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5.13.5.3 Mitigation Measures

No mitigation measures are proposed.

5.13.5.4 Significant Environmental Effects

No substantial adverse impacts are anticipated.

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5.13.6 Solid Waste

5.13.6.1 Environmental Setting

Solid waste on the site is presently serviced by a private collecting company and deposited at an Orange County sanitary landfill (Coyote Canyon). The County currently has four landfills with two new sites scheduled to open in the near future. Both the existing and new sites are Class II-2 landfills. The County has adequate landfill capacity to last beyond the year 2000.*

5.13.6.2 <u>Impacts</u>

Project Impact

The existing uses on the site generate approximately seven tons of solid waste per day . Mainstreet Center generates approximately two tons and Fashion Square approximately five tons. As indicated in Table 50, the proposed project would generate approximately 33.44 tons of solid waste per day .

The removal of Mainstreet Center and the construction of the proposed project would result in a net increase in solid waste generation of 26 tons per day. Since the County anticipates having adequate landfill capacity to last beyond the year 2000, no significant adverse impacts are anticipated (refer to Appendix IV). However, the project would have an incremental impact on the reduction of the life capacity of the Coyote Canyon landfill site.

Cumulative Impacts

As indicated in Table 51, cumulative projects in the vicinity of the proposed project would generate approximately 46 tons of solid waste per day. The net increase in generation, considering the Fashion



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Square project would be approximately 72 tons of solid waste per day. The cumulative projects would incrementally impact the life expectancy of the Coyote Canyon landfill site.

TABLE 50

PROJECT SOLID WASTE GENERATION

Land Use	Square Feet	Generation Rate*	Generation
Office	1,500,000	2 Lbs/Day/100 Sq. Ft.	15 Tons/Day
Commercial/ Retail	1,600,000	2 Lbs/Day/100 Sq. Ft.	16 Tons/Day
Hotel	979,200 (1200 Rooms)	.5 Lbs/Day/100 Sq. Ft.	2.44 Tons/Day
TOTAL	4,079,200		33.44 Tons/Day

5.13.6.3 Mitigation Measures

No mitigation measures are proposed

5.13.6.4 Significant Environmental Effects

No substantial adverse impacts are anticipated.

^{*} County of Orange, General Services Agency, Solid Waste Management Division.



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TABLE 51

CUMULATIVE SOLID WASTE GENERATION

Project Name	Land Use	Area	Generation Factor*	Generation Tons/Day
Hurwitz Site	Office	2,300,000 Sq. Ft.	2 Lbs/Day/ 100 Sq. Ft.	23.0
	Hotel	367,200 Sq. Ft. (450 Rooms)	.5 Lbs/Day/ 100 Sq. Ft.	1.0
	Retail	500,000 Sq. Ft.	2 Lbs/Day/ 100 Sq. Ft.	5.0
Homes & Narver Expansion	Office	98,239 Sq. Ft.	2 Lbs/Day/ 100 Sq. Ft.	1.0
Continental Center	Office	754,850 Sq. Ft.	2 Lbs/Day/ 100 Sq. Ft.	7.55
Tooley	Medical Office	400,000 Sq. Ft.	2 Lbs/Day/ 100 Sq. Ft.	4.0
Medical Offices	Medical Office	86,600 Sq. Ft.	2 Lbs/Day/ 100 Sq. Ft.	.86
Town & Country Condominiums	Residential	500 D.U. (2.2 persons/ D.U.)	2.2 Lbs/Day/ Person	1.21
SUBTOTAL				45.61
Proposed Project				22.4
Square Commercia Less existing us			· · · · · · · · · · · · · · · · · · ·	33.4
TOTAL				72.01

^{*} City of Los Angeles, EIR Manual for Private Projects, 1975, updated 1976.



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5.13.7 <u>Police</u>

5.13.7.1 Environmental Setting

Police protection is provided to the project site by the Santa Ana Police Department. The site is located in reporting district #161 which is served by twenty officers on a 24-hour seven day a week basis. There is currently no single major police problem associated with this reporting district.*

5.13.7.2 Impacts

Project Impact

The types of crimes that can reasonably be expected to increase due to the project would be larceny, crimes against persons, auto thefts, auto burglaries and commercial burglaries. These anticipated increases in crimes would increase the demand for police officers and equipment to properly patrol the area and respond to the needs of the citizens and business owners.**

On the other hand, the project will generate increased tax revenues available to provide additional police services and equipment. The extent to which such revenues are in fact used for such purposes lies in the future discretion of the City government.

Cumulative Impact

The proposed project in conjunction with other projects in the project vicinity that are located in the City of Santa Ana would result in an increase in the crime rate and the demand on police services. The overall effects of the project on police services are difficult to evaluate at this time, and are dependent upon the final development plans.***

Captain Robert H. Stebbins, City of Santa Ana Police Department.
 ** Ibid.

^{***} Ibid.



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5.13.7.3 Mitigation Measures

The Participants should provide a private security force to respond to business and customer needs. The presence of a security force would also have a deterrent effect on crime.

5.13.7.4 Significant Environmental Effects

The project would result in an increased demand on police services.

5.13.8 Fire

5.13.8.1 Environmental Setting

The project site is provided fire protection by the City of Santa Ana. Table 52 lists the fire stations that presently serve the project.

TABLE 52									
FIRE	STATIONS	SERVING	THE	SITE					

STATION	LOCATION	RESPONSE TIME
#1	1029 W. 17th Street*	Approx. 3.4 min.
#10	2301 Old Grand	Approx. 4.0 min.
#5	120 W. Walnut*	Approx. 4.0 min.
#2	1688 E. 4th Street	Approx. 5.0 min.

* Paramedic service.



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The City of Santa Ana and the City of Orange currently have a reciprocal automatic aid agreement whereby each city would respond to a fire in the other city, if called to respond.*

In addition to required on-site fire protection facilities, Fashion Square Shopping Center has a privately owned 200,000 gallon underground water reservoir with auxiliary pumps that provides a back-up supply of water for fire protection of Fashion Square.

5.13.8.2 Project Impact

The proposed project will result in increased demand on City fire suppression services. Due to the increased intensity of development on the subject site, more fire department men and equipment will be required to respond to any reported structure fire on the site, on a first alarm response, than are now required for such responses. Specifically, it is estimated that, upon maximum development, one Engine Company, one Truck Company and one Battalion Chief would have to be added to the current standard first response assignment.

It is possible that this increased first response assignment would require the City to provide an additional Engine Company in the area now serviced by Fire Station #1 in order to maintain an adequate level of fire emergency services. However, in the absence of actual experience with the area upon completion of the proposed project, such a need is quite speculative.

The proposed project, particularly the proposed hotel, will also increase demand for paramedic services. Again, it will require actual experience with the project upon completion to determine whether the City will be able to maintain an adequate level of paramedic service with its present City-wide complement of four Paramedic Units. On the other hand, the project upon completion will generate significant tax revenues available to the City to provide for expanded fire and paramedic services if the City Council determines such use of these revenues to be appropriate.

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Cumulative Impact

The proposed project in conjunction with related projects will result in substantially increased demand for fire and paramedic services. In particular, the construction of a significant number of high-rise buildings will require the City to provide an additional Ladder Company in order to maintain the current level of Ladder Company Service. Increased tax revenues will presumably be available from these projects to pay for expanded services.

5.13.8.3 Mitigation Measures

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.

5.13.8.4 Significant Environmental Effects

The project will result in increased demand for fire and paramedic services.



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5.14 Energy Conservation

5.14.1 Environmental Setting

The existing Fashion Square Shopping Center is comprised of 521,725 square feet of retail building space. Adjacent to Fashion Square is the Mainstreet Center which is comprised of 163,403 square feet of retail use.

Energy consumption by the existing land uses is pursuant to natural gas and electricity consumed by the existing Fashion Square Center and Mainstreet Center. As detailed in Section 5.13.1 of this report, the estimated natural gas consumption for the existing uses on the site is 13,702,560 cubic feet per month. Concurrently, and detailed in Section 5.13.2 of this report, the estimated electrical consumption for the existing uses on the site is 2,397,948 kilowatt hours per month.

5.14.2 Impacts

Existing Non-Residential Building Standards

The proposed structures will have to be designed for optimum energy efficiency in accordance with Energy Conservation Standards for non-residential buildings adopted by the State of California Energy Commission as amended July 26, 1978. The new regulations prescribe energy conservation standards for all new non-residential buildings in California and represent the state-of-the-art for most energy conservation measures related to building design and equipment selection. Specifically, the regulations specify energy-saving designs for roof, wall and floor installations, and also contain lighting, heating and air conditioning, and hot water supply specification standards. The regulations encourage the use of solar power and other



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non-depleting energy sources. They offer builders the option of utilizing building designs that consume less energy than specified in the regulations. The regulations provide for their enforcement by local building departments through the building permit process.

Energy Consumption

The proposed expansion of Fashion Square can be expected to result in an increase in energy consumption.

The estimated net increase in energy consumption figures associated with the project are 8,656,292 kilowatt hours per month of electricity and a natural gas consumption of 62,507,440 cubic feet per month.

5.14.3 Mitigation Measures

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 landscaping will reduce the amount of solar radiation reaching the interior of the buildings which will reduce air conditioning loads.

5.14.4 Significant Environmental Effects

No substantial energy conservation impacts are expected to occur as a result of activities associated with project implementation.



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ALTERNATIVES TO THE PROPOSED ACTION

6.1 No Project

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The "no project" alternative would leave the project site in its existing condition which is characterized by declining commercial uses. This alternative would reserve the project area for future redevelopment options. Any adverse environmental impacts that may be associated with demolition, rehabilitation and development of the proposed project would be avoided by the "no project" alternative. Existing businesses would not be required to relocate or participate in the redevelopment process. However, the "no project" alternative would result in the social and economic consequences of continued deteriorating conditions with the Redevelopment Area.

Although the alternative of "no project" would serve to eliminate any adverse impacts of the project (i.e., traffic, noise, air quality), the integration and interdependence of the redevelopment objective of the Redevelopment Plan is such that this alternative would eliminate these intended beneficial effects. Allowing the existing development on the site to remain and continue to deteriorate could have serious aesthetic, social, and economic consequences for the land owners, tenants, patrons and the City. According to the Redevelopment Plan, the proposed project is in the best interest of the health, safety and general welfare of the people of the City of Santa Ana.

6.2 Alternative Location

Some of the uses proposed by the project could be located at an alternative project location. Obviously, rehabilitation of the Fashion Square Center would be site specific, but the proposed office, retail and hotel rooms could be located elsewhere in the City.

There are other sites in the City of Santa Ana, including locations within the City's redevelopment area, available for the type of development for the project site.

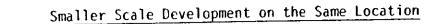
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If the project was located in the southern portion of the City, then some of the impacts associated with the project (aesthetics, shade/shadow) may be even less significant since these impacts may currently exist with high-rise buildings in this area. On the other hand, the project could result in increased impacts to several of the disciplines that are presently impacted (traffic, noise, air quality). Any incremental increase to some of these disciplines may result in significant adverse impacts.

If the project were developed in an area of the City where high-rise buildings, office and retail uses are non-existent, then the project could result in greater impacts than the proposed site. If an alternative site was in a predominantly residential area, then impacts such as traffic, noise, land use compatibility, shade/shadow, etc., may be greater than the proposed site location. In addition, an alternative site may result in impacts that are not associated with the proposed location: hydrology; soils and geology; public services and utilities, etc.

The project site is designated for redevelopment by the Community Redevelopment Agency, and redevelopment will occur eventually as conditions continue to deteriorate and economic pressures increase. Redevelopment of Fashion Square Shopping Center and revitalization of the North Main shopping area, consistent with the Redevelopment Plan, necessitates implementation of the project on the proposed site.



6.3.1 In General

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This section will evaluate the alternative of a project consisting of a smaller scale development on the same site as the project. Only those significant environmental impacts which were determined to exist for the maximum project will be examined in the discussing of this alternative, it being presumed (with one exception) that a smaller scale project could not result in the appearance of substantially adverse environmental effects beyond those identified for the maximum project.

(The one exception concerns the achievement of Redevelopment Plan goals. The imposition of a lesser maximum development may make the project unacceptable to the project participants, thus making this alternative equivalent to the "No Project" alternative. A large reduction in scale, even if accepted by the project participants, may result in redevelopment too minor to achieve the economic revitalization of the Fashion Square Main Street Shopping Center commercial area. The continued decline of that area would itself be a substantial adverse environmental effect.)

With respect to those significant effects identified for the maximum project, traffic impacts are by far the most serious and will be treated in considerable detail in the following subsection. The other identified significant effects can be discussed in more summary fashion as follows:

(1) <u>Land Use</u> - If the project site were reduced to avoid the acquisition of the Fidelity Savings building parking area, the potential parking problem involving that building would be eliminated. However, the project would lose the benefit of direct access from the Broadway overpass.



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(2) <u>Noise</u> - To the extent that a reduction in scale of the project reduces project-induced traffic on Main Street (reference Section 6.3.2), the noise impact on Owens Drive residents will likewise be reduced.

(3) <u>Shade/Shadow and Solar Glare</u> - The potential adverse impacts of shadowing and glare are consequences of building height and materials rather than the overall size of the development. A low limit on building height could eliminate such effects, but would appear to be an unnecessarily drastic alternative to the mitigation measure recommended for the project.

(4) <u>Housing and Airport Use</u> - A reduction in the scale of the project would likewise reduce the demand for housing in the area by project employees and the demand for use of the John Wayne Airport.

(5) <u>Demand for Police, Fire, and Paramedic Services</u> - A reduction in the scale of the project would reduce the demand for use of police, fire, and paramedic services. It would also reduce city tax revenues from the site which would otherwise be available for possible augmentation of those services.

6.3.2 Traffic and Circulation

In order to determine the sensitivity of the transportation system recommended in the Phase Two TSIP to changes in the size of the Fashion Square project, a 33 percent across-the-board reduction in the project was tested. Two tests were conducted. The most meaningful was a comparison of the traffic reduction occurring on Main Street as a result of a 33 percent reduction in Fashion Square. To answer this question, peak period trips were reduced by one third and a computerized selected link analysis was used to determine the effect on the directional design hourly volumes (DDHV) for Main Street. The Phase Two TSIP



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Study shows the DDHV for Main Street, given full development of the Fashion Square/Town and Country Area, is 2,950 vph southbound and 2,450 vph northbound. These DDHV/s translate into a 4 lane requirement for southbound and a 3 lane requirement for northbound traffic. This suggests the question, "Would a 33 percent reduction in Fashion Square reduce these lane requirements?" The analysis summarized in Table 53 shows it would not, although the level of service to be provided would be improved.

TABLE 53

COMPARISON OF DDHV FOR MAIN STREET OF 33 PERCENT REDUCTION IN FASHION SQUARE

	DH	V	Lane Requirements*		
Condition	North <u>Bound</u>	South Bound	North Bound	South Bound	
Full development of Main Street area	2,950	2,450	4	3	
33% reduction of Fashion Square	2,725	2,364	4	3	
Percent reduction	7.6%	3.6%	-	-	

* Based on capacity of 750-800 vplph.

This "What if" analysis indicates that the volume of traffic on Main Street is relatively insensitive to the changes in the size of Fashion Square. A 33 percent reduction in the size of Fashion Square only equates to a 7.6 percent reduction in the critical DDHV of Main Street. Intuitively, one may question this conclusion. Upon closer examination of the travel patterns to and from Fashion Square, the effectiveness of the Phase Two TSIP concept of providing alternative access to Fashion Square is evident. Previous analysis of Fashion Square's trip distribution and assignment indicates 69.6 percent of the trips desire access to/from freeways. An even higher portion (72.3 percent) of the outbound PM peak flow uses the freeways. Freeway access to/from Fashion Square is designed to minimize direct use of Main Street. The only freeway access serving Fashion Square traffic which



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loads traffic directly onto Main Street is the new northbound I-5 on-ramp. All other ramps have alternative circulation available which provides quicker (time wise) access to the freeways than Main Street. The net result is a relative insensitivity of Main Street to peak period trip reductions by Fashion Square. Trips generated by Fashion Square will effect Main Street as much from crossing movements at several intersections as adding to the north-south travel. Previous analysis established that 24.2 percent of Fashion Square trips cross Main Street whereas another 28.9 percent use Main Street for access. These factors are largely responsible for Main Street's reduced sensitivity to trip generation by Fashion Square.

The same sensitivity relationship between trips generated by Fashion Square and Main Street does not apply to the surrounding freeways. Fashion Square trips will use the freeways in a much higher proportion than they use Main Street. As a result, while a reduction of 10 trips from Fashion Square only reduced traffic on Main Street by 2.89 trips, it will have a correspondingly greater impact on the freeways by reducing peak period trips by 6.9 trips. A reduction of Fashion Square by 33 percent will reduce PM peak hour freeway usage by 1,237 trips on the Rte 22 and I-5 freeways.

(b) Effect of Selectively Reduced Land Uses

The previous analysis has shown the sensitivity of the transportation system to uniform reductions in land use in Fashion Square. This analysis will examine the impact of selectivity in reductions of one land use compared to another. Three primary types of land use are planned in Fashion Square - retail, office and hotel. These three land uses have the following trip generation characteristics.



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TABLE 54

TYPICAL TRIP GENERATION RATES FOR FASHION SQUARE LAND USE (PER 1,000 SF)

Land Use	Daily	In	Or <u>Out</u>	ange County ' <u>Total</u>	Trip Rates (PM pk hr) Dir. Distr.
Retail	26.5	0.60	0.80	1.40	57/43
Office	11.7	0.23	1.16	1.39	83/17
Hotel	10.5	0.36	0.37	0.73	50/50

Table 54 shows that reductions in the retail use are the most efficient in minimizing total trips. Retail traffic is approximately 2 to 2.5 times that of either office or hotel uses. However, reductions in the total daily trip generation are not necessarily a goal in itself. Transportation systems are designed for peak demand (usually one hour) not total daily travel. Therefore, reductions in land uses which produce off-peak travel are actually counter productive. In fact, a significant transportation system management (TSM) strategy is to encourage a shift in travel to off-peak periods rather than necessarily suppressing trips altogether. For example, analysis of the average daily vehicle miles of travel (VMT) produced by 1,000 SF of retail is 106 veh-miles compared to 117 veh-miles for equivalent sized offices. These two influences suggest it is essential to examine the peak period trip characteristics of land use even more so than total daily trip generations.

Table 54 indicates that the peak period trip generation characteristics of office and retail are nearly equivalent in total trips produced but differ in directional distribution and a major difference between retail and office uses is trip length. The average work trip is 10 miles compared to a 3-5 mile length for a typical shopping trip (to a regional center such as proposed for Fashion Square). Therefore, while it appears on the surface that reductions in either retail or office uses will produce the same magnitude of peak

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hour trip reductions the longer average length and high directionality of the office trip are important considerations. Retail is a more efficient use of available transportation capacity in both directions and produces short trips compared to office use. Therefore, even though retail and office generate about the same number of trips in the peak periods, reductions in office usage will be more effective in mitigating peak hour congestion.

(c) Conclusion

The conclusion of the alternatives which examined the traffic mitigation effects of reducing the size of Fashion Square while retaining the number of proposed and approved development in the area shows that:

- The traffic volume on Main Street is relatively insensitive to reductions in Fashion Square since only 28.9 percent of these trips are expected to use Main Street. A 33 percent across the board reduction in Fashion Square produces a 7.6 percent reduction in the critical design hourly volume on Main Street. Despite a reduction in the DDHV, the same number of lanes would be required on Main Street.
- Trip reductions achieved by Fashion Square produce correspondingly higher reductions in usage of the freeways than Main Street. A 33 percent reduction in Fashion Square trip generation produces a net reduction of 1,237 freeway trips in the PM peak hour.
- 3. Selective reductions in office and retail space is about twice as efficient as hotels in reducing travel for the critical PM peak period.

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4. Retail uses produce substantially higher total daily trips than office space, but those trips are more evenly distributed throughout the day. Peak hour trip generation and total VMT of both land uses are similar except for the highly directional nature of office travel, but reductions in office usage would be more effective than reductions in retail usage in mitigating peak hour congestion.

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THE RELATIONSHIP BETWEEN LOCAL SHORT-TERM USES OF MAN'S ENVIRONMENT AND THE MAINTENANCE AND ENHANCEMENT OF LONG-TERM PRODUCTIVITY

The project site is currently developed with retail uses (Fashion Square Shopping Center and Mainstreet Center), surface parking lots, and vacant land. The proposed rehabilitation and redevelopment will commit the land to long-term use as a commercial/retail complex. The project area has faced deteriorating commercial services as a result. of the decline of the downtown area. The lack of goods and services comparable to surrounding areas have forced residents to seek more competitive shopping than found in their own neighborhood. Over the long-term, the project will preserve those commercial services which are competitive and will provide new commercial opportunities for the residents in the area as the market allows. Fashion Square will be developed into an enclosed regional shopping center with supportive and complimentary commercial uses integrated into the development. Over the long-term, the project will preserve and substantially strengthen commercial/retail development, and concurrently the economic growth of the area. The project is in conformance with the long-range objectives of the City's Redevelopment Plan.

The proposed project will involve short-term activities such as building demolition, site preparation, and building construction. Along with other existing and planned developments in the area, the project will contribute to a decrease in air quality, increased energy consumption, increased automobile traffic and noise, and the depletion of natural resources. ANY SIGNIFICANT IRREVERSIBLE ENVIRONMENTAL CHANGES WHICH WOULD BE INVOLVED IN THE PROPOSED ACTION SHOULD IT BE IMPLEMENTED

The proposed project will result in an intensification of land uses within an urban area. Irreversible environmental changes which could be expected from implementation of the proposed project include demolition of existing structures, and the consumption of energy utilized in demolition and construction activities.

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There will be a permanent commitment to provide additional energy sources, particularly natural gas and electricity to the site. The fossil fuels consumed during demolition, construction, and those which will be consumed during the project's life are irreplaceable. There will be a permanent loss of natural resources for building material used to construct and finish the structures.

The project will result in increased vehicular traffic and congestion. There will be an incremental increase in air pollution as a result of the emissions from vehicles, power generated equipment, and grading activities. The increased traffic and urban activity will also result in increased noise levels in the local area. There will also be a permanent commitment to provide community services such as water, solid waste, sewage, police and fire services. The visual character of the site will be altered by the increased intensity of development, especially if high-rise buildings are developed on the site. If high-rise buildings are constructed, then shade/shadow impacts to adjacent developments, including residential areas, could result. Depending upon the type of exterior surfaces used on the structures, solar reflection could also cause an environmental change in the area.

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THE GROWTH-INDUCING IMPACT OF THE PROPOSED ACTION

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The proposed project is not anticipated to have a direct growth-inducing impact. Although the project is anticipated to generate approximately 10,000 new employment positions, there is adequate labor supply in the City of Santa Ana to meet the labor demand of the project. Future employees could also commute from surrounding cities, such as Orange, Westminster, Buena Park, Anaheim and Garden Grove, and therefore the project would not result in growth-inducing impacts since there is an adequate labor force in the project area.

The proposed revitalization and new construction will result in increased retail/commercial activity within the North Main Street shopping area. The project is intended to promote economic growth within the redevelopment area consistent with the Redevelopment Plan by restoring the economic, social and physical health of the area. The project will stimulate and attract private investment, while improving the City's economic health, employment opportunities and the tax base. The economic growth generated by the project is considered significant, however, the revitalization and redevelopment will have a positive economic impact upon the community.

The project may contribute to development of other property in the area, particularly within the Redevelopment Area, for ancillary commercial-related services and competitive land uses.

The project will have a growth-inducing effect upon utilities and public services because of increased demand. The project will also result in increased motor vehicle traffic.



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ORGANIZATIONS AND PERSONS CONTACTED	
Mr. Walter D. Schraub	City of Santa Ana Public Works Department
Mr. B.K. Smith	Southern California Edison Company
Mr. J.D. Allen	Southern California Gas Company
Mr. D.G. Poer	County of Orange Solid Waste Management Division
Mr. Marshall B. Andrews	Pacific Telephone
Captain Robert H. Stebbins	City of Santa Ana Police Department
Mr. John Burk	City of Santa Ana Public Works Department
Chief Montgomery	City of Santa Ana 👔 Fire Department
Mr. Dave Ream	City of Santa Ana Community Redevelopment Agency
Mr. Tom Hammill	City of Santa Ana Community Redevelopment Agency
Mr. Stan Soo Hoo	City of Orange
	<pre>Mr. Walter D. Schraub Mr. B.K. Smith Mr. J.D. Allen Mr. D.G. Poer Mr. Marshall B. Andrews Captain Robert H. Stebbins Mr. John Burk Chief Montgomery Mr. Dave Ream Mr. Tom Hammill</pre>



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APPENDIX I

PLANT AND ANIMAL SPECIES LIST

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APPENDIX I

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PLANTS OBSERVED ON PROJECT SITE

COMMON NAME	SCIENTIFIC NAME
	TREES
Ash Atlas Cedar	<u>Fraxinus</u> spp. Cedrus atlantica
Banana	Musa spp.
Canary Island Pine	Pinus canariensis
Cape Chestnut Tree	Calodendrum capense
Common Olive	Olea europaea
Flaxleaf Paperbark	Melaleuca linearifolia
Indian Laurel Fig	Ficus microcarpa nitida
Jacaranda	<u>Jacaranda mimosifolia</u>
Jack Pine	<u>Pinus banksiana</u>
Japanese Maple	Acer palmatum
Kaffirboom Coral Tree	Erythrina caffra
Lemon Bottlebrush	<u>Callistemon</u> citrinus
Lemon Scented Gum	Eucalyptus citriodna
London Plane Tree	<u>Plantanus acerifolia</u>
Nikau Palm	Rhopalostylis sapida
Palm	Brahea armata
Podocarpus	Podocarpus gracilor
Red Flowering Gum	Eucalyptus ficifolia
Sago Palm	<u>Cycas</u> revoluta
Silk Tree	<u>Albizia julibrissin</u>

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APPENDIX I WILDLIFE OBSERVED OR EXPECTED ON PROJECT SITE

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COMMON NAME	SCIENTIFIC NAME
BI	RDS
American Robin	<u>Turdus migratorius</u>
Breweris Blackbird	Euphagus cyanocephalus
Common Crow	<u>Coryus corax</u>
House Finch	<u>Carpodacus</u> mexicanus
House Sparrow	Passer domesticus
Inca Dove	<u>Scardafella inca</u>
Mockingbird	Mimus polyglottos
Rock Dove	<u>Columbria livia</u>
Spotted Dove	Streptopelia chinensis
Starling	<u>Sturnus</u> vulgaris
MAN	IMALS
Black Rat	<u>Rattus</u> <u>rattus</u>
Brush Rabbit	<u>Sylvilagus bachmani</u>
California Ground Squirrel	<u>Citellus</u> beecheyi
House Mouse	Mus musculus
Norway Rat	<u>Rattus</u> norvegicus
Valley Pocket Gopher	Thomomys bottae
REP	TILES
Side-Blotched Lizard	<u>Uta stansburiana</u>
Western Fence Lizard	Sceloporus occidentlis

APPENDIX I

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SHRUBS OBSERVED ON PROJECT SITE

COMMON NAME	SCIENTIFIC NAME
Aloe	Aloe arborescens
American Holly	<u>Ilex opaca</u>
Bird-of-Paradise	Strelitzia reginae
Bougainvillea	Bougainvillea spp.
Chinese Photina	<u>Photina serrulata</u>
Cordyline	<u>Cordyline</u> <u>austidis</u>
Crape Myrtle	<u>Lagerstroemia</u> indica
Dudleya	<u>Dadleya</u> brittonii
Fiddle Leaf Fig	<u>Ficus lyrata</u>
Grape	<u>Vitus</u> spp.
Jade Plant	<u>Crassula</u> argentea
Juniper	<u>Juniperus horizontalis</u>
Mock Orange	<u>Pittosporum tobira</u>
Oleander	<u>Nerium</u> <u>oleander</u>
Periwinkle	<u>Vinca</u> major
Rose Mallow	<u>Hisbiscus</u> militaris
Shrimp Plant	Justica brandegeana
	Daphniphyllum macropodium
	<u>Dalbergia</u> <u>sissoo</u>
GI	RASSES
Bermuda Grass	Cynodon dactylon
Crabgrass	<u>Digitaria sanquinalis</u>
Heanley Bamboo	Nandina domestica
Ryegrass	Lolium spp.
Wild Oat	<u>Avena: fatua</u>
1	WEEDS
Dandelion	<u>Taraxacuma</u> officinale
Field Mustard	Brassica rapa
Pigweed	Amaranthus album
Storksbill	Erodium cicutarium



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APPENDIX II

TRAFFIC DATA

Hafn/17th	Val. Lanaa Na LT 125 - 1 Na RT 142 - 2 Na RT 121 - 2 Sa LT 121 - 2 Sa LT 121 - 1 Sa LT 121 - 1 La RT 121 - 2 La RT 121 - 1 La RT 121 - 2 La RT	17 th/Valencia Not. Lance 18 tr 18 tr 18 tr 18 tr 19 1 19 1 19 1 10 1 19 1
Main/Buffalo	W-1 Lennes An LT /m An LT /m An LT /m An THUI //m An AT //m Sa LT //m John //m Sa BT //m Virit 1 Sa BT //m Virit 1 Ea BTU //m Virit 1 Ea BTU //m Virit 1 Ea BTU //m Virit 1	17 th/Penn May Well, Lensee He LT Vell, Lens
ane Use Inventory and Peak Hour Volume APPENDIX II-A Iver & Stewart	W-I. T. M. MB LT //. MB THU 11/. MB THU 11/. MB THU 11/. SB LT //. SB THU 11/. SB THU 11/. SB THU //.	17th/Spurgeon 17th/Spurgeon 17th/Spurgeon 17th/Spurgeon 18 RT 18 RT 19 Thu 17 15 19 1 19 1 19 1 19 1 19 1 19 1 10 10 1 10 1 10 10 10 1 10 10 10 1 10 10 10 10 10 10 10 10 10 10 10 10 10 1
Intersection Lane Use Inventory //PPENDIX II-A 	Val. Lanca Mn LT Val. Lanca Mn RT Val. Lanca Mn RT Val. Lanca Mn RT Val. Lanca SB RT Val. Para SB RT Val. Para SB RT Val. Para SB RT Not. Para Val. T T T	Main/Edgewood Na th/Edgewood Na th/ Na th/ Na th/ Na th/ Sa tr Sa ar Sa
Inte Main/Almond	W.I., Lamen I.D. LT V.I., LT S.D. LT V.I., LT V.I. LT V.I., LT <tr< td=""><td>Hain/Town and Country rol. Lense Ba LT 760 Lense Ba LT 760 Z Ba LT 155 Z Ba LT</td></tr<>	Hain/Town and Country rol. Lense Ba LT 760 Lense Ba LT 760 Z Ba LT 155 Z Ba LT
Ma In/Chapman	Yr.I. Lorrent 10 ET 11 17 12 17 13 17 14 17 14 17 14 17 14 17 15 17 16 17 17 17 18 17 19 17 11 17	Mafn/LeYeta In LT 241 1 HB TMU 241 1 HB TMU 501 1 151 1 151 2 151 1 151 2 151 1 151 2 151 1 151

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Glassell/LaVeta

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17th/Grand

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17th/Santiago

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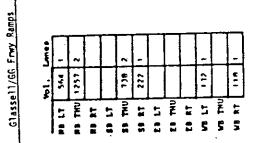
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APPENDIX II-B

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ARTERIAL STREET TYPICAL TRAVEL TIME COMPARISONS PEAK VS OFF-PEAK (MINUTES)

STREET	LIMITS	DIRECTION	<u>AM</u>	PM	OFF
17th	Bristol-	W/B	8-95	10-11	7-63
	Tustin	E/B	10	10-12 3/4	4 6-8
LaVeta/Bristol	Cambridge-	W/B	9-10	105	9-11
	Washington	E/B	10-11	115-13	9-11
Main Street	Orangewood-	N/B	63-9	84-10	7-8
	Washington	S/B	7-9	64-9	7-8
Glassell/	Chapman Ave.	- S/B	6 3/4	75	5-6
Grand	SA Blvd.	N/B	6 3/4	7-11	55
Parker/	Chapman to	s/b	55-62	6-62	54-62
Santiago	17th	N/b	6	6-63	54-6
Chapman	Yorba-	W/B	11	115-135	9-105
	City Drive	E/B	9½-12	10-14 3/4	65-10
Almond	Lincoln-	W/B	64-7	6	7
	Flower	E/B	7	7	7-75
Santa Clara	Bush-	E/B	4-43	43-53	42-52
	Tustin	W/B	4 3/4	5	43
Fairhaven	Tustin- Grand	W/B	14-24	2-3	22-32

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APPENDIX II-C

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SIGNAL CYCLE PERFORMANCE (OFF-PEAK PERIOD)

		TINE	V CYCLE		AVG. CYCLE LENGTH (SEC)			
INTERSECTION	PHASING	OF DAY	HAJOR	SIDE	MAJOR ST.	SIDE ST.	ATOT	
ain-Duffalo	S/B leading L.T.Ø	1290	60	50	26	23	49	
ain-5/B fwy off	2 Ø	1130	Û	(50)	35	46	81	
Ain-17th St.	Lead L.T. Ø	1230	40	Becall 40	23	44	67	
7th - Spurgeon	₩/B lead L.T. Ø	1200	45	(50) Recāll	45	28	73	
7th-S/B off/Pennway	W/B lag L.T. Ø	1130	30	40	36	34	70	
7th-N/B off/Valencia	E/B lead L.T. Ø	1100	30	(40) Recall	53	21	74	
7th-Santiago	20	1030	30	(40) Recall	62	16	60	
7th-Lincoln	2 ø	1020	40	(40) Pecall	29	21	50	
i7th-Grand	80 Lead L.T.	0920	50	50	36	50	66	
Frand -21st	2ø	0900	20	50	59	15	74	
rand —Santa Clara	2ø	0845	20	(40) Recall	36	26	6	
Frand -Fairhaven	20	0820	60	(50) Recall	41	33	74	
lassell-E/B Psy Rps	Lead S/B L.T.Ø	1520	50	(30) Recall	46	14	6	
lassell-W/B Pwy Rps	Lead N/B L.T.Ø	1500	(20) Recall	(ø) Recall	50	10	6	
lassell-La Veta	20	1430	80	70	36	36	٦.	
hapman-Lemon	2Ø	1415	40	60	28	21	•	
hapman-Batavia	20	1 350	20	(20) Recall	33	44		
hapman-Hain	6Ø Lead L.T.	1330	40	30	42	48	1	
Chapman-Feldner	2ø	1250	20	ø	. 41	17	. !	
hapman-N/B Rte. 57	20	1215	0	0	55	10	(
Dapman-S/B Rte. 57	20	1135	0	0	43	17		
tain-Almond	2ø	0850	60	30	63	23	I	
ain-Culver/Stewart	20	0915	20	40	39	15		
1ain-La Veta	80 Lead L.T.	0930	60	60	36	49		
ain-Town & Country	50 Lead L.T. N.S.	1000 .	40	50	43	ר2 `		
tain-Edgewood	Lead S/B L.T.Ø	1045	40	50	52	19		
lain-Santa Clara	20	1110	(Ø) Recal	60 1	57	26		
La Veta-Parker	20	1445	30	20	25	16		
La Veta-Pepper	E/B Lead L.T. Ø	1300	40	10	33	19		
La Veta-Rte 22 Rps.	W/B Lead L.T. Ø	1315	30	30	42	28		

APPENDIX II-D

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Bus Route Ridership

Route #	Direction	On Board Entering	<u>On / Off</u>	ON Board Exiting
53	South	223	304 / 133	388
53	North	412	152 / 242	325
54	East	351	127 / 134	335
54	West	263	123 / 108	282
56	East	44	5 / 19	32
56	West	27	24 / 6	45
69	South	417	203 / 207	421
69	North	464	180 / 227	429
143	East	303	147 / 144	249
143	West	301	129 / 103	309

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APPENDIX III

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NOISE DATA

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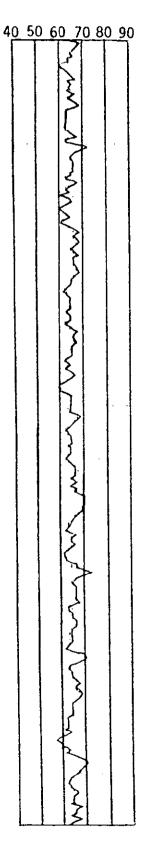
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Noise Level dB(A)

Location 1

approximately 130' east of Main Street on the north side of Owens Drive.



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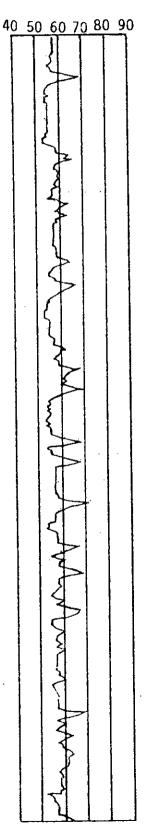
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Location 2 approximately 250' east of Main Street on the north side of Owens Drive

Noise Level dB(A)



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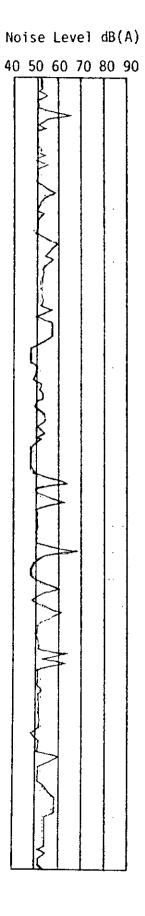
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Location 3

approximately 400' east of Main Street on the south side of Owens Drive



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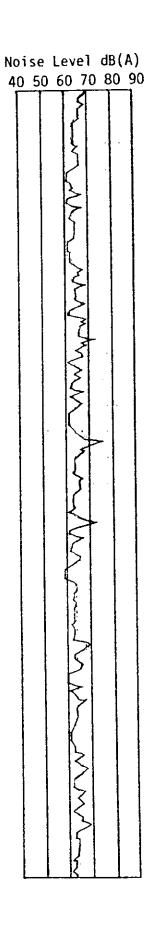
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Location 5

approximately 100' west of Broadway on the south side of Charlotte Street

(refer to map)



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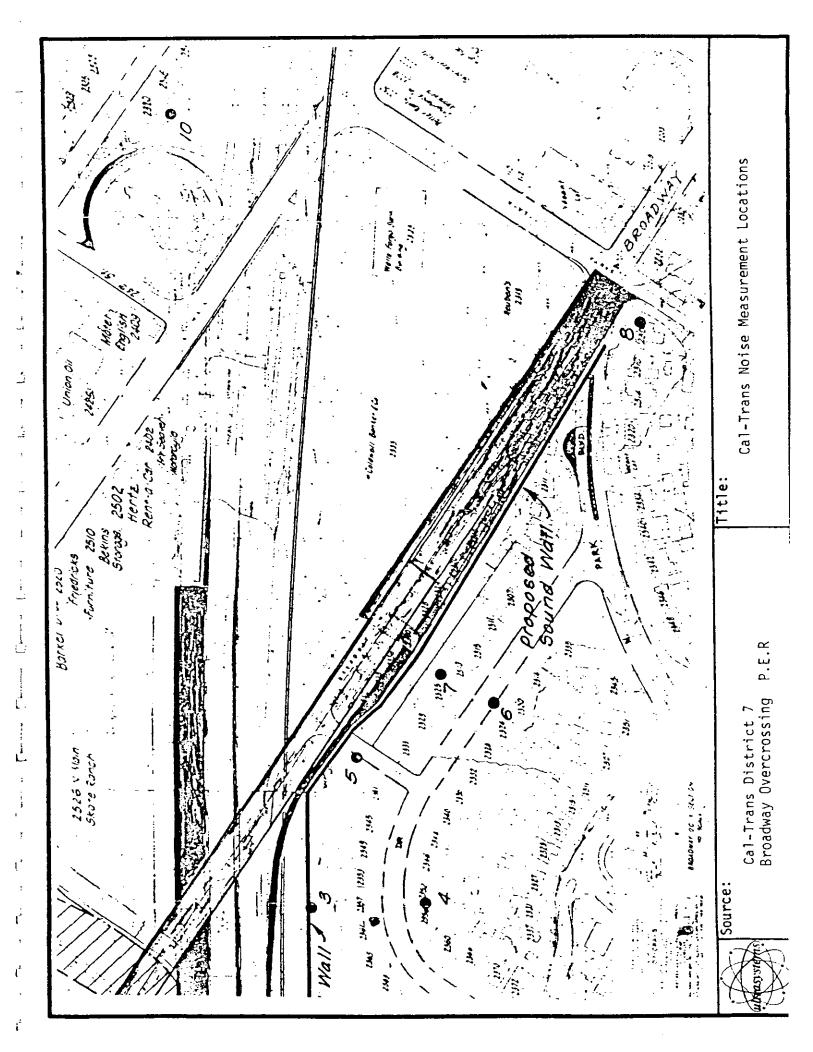
Location 8 approximately 100' west of the intersection at Broadway and Santa Clara (refer to map)

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Noise Level dB(A) 40 50 60 70 80 90 . . . WWWW m man mannen

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APPENDIX IV

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CORRESPONDENCE

.

MAYOR Cordon Bricken VICE MAYOR R. W. Luxembourger COUNCIL MEMBER John Acosta Daniel E. Griset J. Ogden Markel Patricia A. McGuigan Alfred C. Serrato

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May 4, 1981



CITY MANAGER A. J. Wilson CITY ATTORNEY Edward J. Cooper CLERK OF THE COUNCIL Janice C. Guy

RECEIVED

MAY 08 1981

ENVIRONMENTAL STUDIES DIV.

Doris Starnes Environmental Studies Department Ultrasystems, Inc. P.O. Box 19605 Irvine, CA 92715

SUBJECT: ENVIRONMENTAL IMPACT REPORT FOR THE PROPOSED FASHION SQUARE REDEVELOPMENT PROJECT

Dear Ms. Starnes:

The data you requested in your letter of April 24, 1981 is as follows:

Water

Fashion Square is served by a 12" main along the south boundary of Fashion Square and a 12" water main in the frontage road next to the Santa Ana Freeway; an 8" water main along the south property line of Metcalf Plaza serves the shopping center south of Fashion Square.

Fashion Square has a private fire line extending around the exterior of the structures that is served from a 10" fire line connected to the 12" water main south of it. The private line is a combination of 8" and 6" with 200,000 gallon underground reservoir and auxiliary pumps to provide additional protection.

The stores are served domestic water through a privately owned water line connected to the 12" water main at the south property line. The pipeline is 6" to the underground reservoir feedline then is 4" along the westerly and northerly periphery of the buildings.

The project can be served by the existing water mains, although it may require some reinforcement. A 16" water main exists in Main Street at Memory Lane. The City proposes to extend the 16" water main westerly to eventually connect to the 16" water main in the frontage road on the northeast side of the Santa Ana Freeway. The 16" water main will extend from Memory Lane to Metcalf Plaza.

The impact of the project will depend upon the increased water demand over the present demand. When the Howard Crooke Reservoir and Pumping Station was built in Santiago Day Camp about 1/2 mile east of Fashion Square the pressure and water capacity was increased at Fashion Square. Alternatives Nos. 3 and 4 indicate a sizable increase in the square feet of floor space and it will be necessary to determine what the water demands for these facilities will be before giving an estimate of the impact.

SEWER

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Fashion Square is presently sewered by a private sewer system of 8" sewer mains. They connect to an 8" sewer main running south about midway between Main Street and Arnett Drive, which is the frontage road for the Santa Ana Freeway.

Metcalf Plaza is connected to the same north-south 8" sewer main.

The 8" sewer main extends along Roe Drive to Arnett Drive then north along Arnett Drive to a Santa Ana Freeway crossing where it passes through an easement to Jonquil Road.

An additional 12" sewer main was installed in 1969 from Roe Drive south through an alley and easement to the north bank of Santiago Creek. The 12" sewer main passes through an easement to connect to a 12" sewer main in Park Lane

Your request to determine if the existing trunk lines have capacity to the project will be referred to our Design Section. The remaining data request will also be referred to the Design Section.

Sincerely,

Walter D. Acheant

Walter D. Schraub Water Engineer

WDS/gg

Southern California Edison Company

P O BOX 2307 SANTA ANA CALIFORNIA 92707 May, 1981

RECEIVED

MAY 12 1961

ENVIRCHMENTAL STUDIES DIV.

DORIS STARNES Ultra Systems, Inc. 2400 Michelson Dr. Irvine, CA 92715

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This is to advise that the subject property is located within the service territory of the Southern California Edison Company and that the electric loads of the project are within parameters of projected load growth which Edison is planning to meet in this area.

Unless the demand for electrical generating capacity exceeds our estimates, and provided that there are no unexpected outages to major sources of electrical supply, we expect to meet our electrical load requirements for the next several years.

Our total system demand is expected to continue to increase annually; and, if our plans to proceed with future construction of new generating facilities are delayed, our ability to serve all customer loads during peak demand periods could become marginal by 1984.

In addition, the major fuel used in Edison's generating facilities is low sulfur fuel oil. We now believe that our low sulfur fuel oil inventory, together with our contractual commitments for delivery and our customers' conservation efforts will permit us to meet the current forecasted demands for electricity through 1981.

It is our intention to continue to do everything that can reasonably be accomplished to provide our customers with a continuous and sufficient supply of electricity.

Enclosed is a single-line diagram of Southern California Edison Co. existing overhead facilities in the area of the proposed redevelopment project. Both freeway crossings will remain overhead on existing structures as shown to maintain Edison system integrity.

Within the proposed project, Edison maintains 4-12000V circuits served from 4 adjacent substations. Three circuits enter the area on overhead structures, one circuit enters the project underground from the East. Edison maintains an extensive underground system within the northerly portion (Fashion Square Shopping Center) of the proposed site.

The development will be served by existing Edison facilities.

Please contact Edison Energy Services representative, Bob Miller, 714-835-3833 concerning conservation information for this project.

If I can be of any further assistance on this project, please contact me at 714-835-3833.

Sincerely,

* Amite

B. K. SMITH Service Planner

BKS/lp



T.R. EGAN DIRECTOR

RONALD BATES ASSISTANT DIRECTOR SUPPORT SERVICES

RECEIVED

MAY 04 1981

ENVIRONMENTAL

STUDIES DOV.

SOLID WASTE MANAGEMENT DIVISION DONALD G. POER, MANAGER 1300 SOUTH GRAND AVE. SANTA ANA, CA 92705 714 834-3466

April 30, 1981

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Doris Starnes, Project Manager Ultrasystem, Inc. P. O. Box 19605 Irvine, CA 92715

Dear Ms. Starnes:

The following information has been compiled by the Orange County General Services Agency/Solid Waste Management Division, to assist engineers and consultants in the preparation of the solid waste management aspects of Environmental Impact Statements/Reports:

- 1. Orange County currently operates four sanitary landfills. Two future sites, Olinda Alpha and Bee Canyon, are scheduled to open in the near future. These landfills will replace the existing Olinda and Coyote Canyon stations. (see attach)
- 2. All four existing sites are Class II-2. The two new sites will also be designated Class II-2.
- 3. Orange County will have adequate landfill capacity to last beyond the year 2000.
- 4. Private collectors make collections in all areas of the County with the exception of the City of Newport Beach, and the Sanitation District service in the Midway City, Westminster area.
- 5. The solid waste disposal systems are placed to accommodate continuing development within the County.
- 6. The impacts of increased population include expanded collection service by the collectors and an increase in the amount of refuse to be disposed. The estimated generation is approximately 7.5 lbs. per person per day.

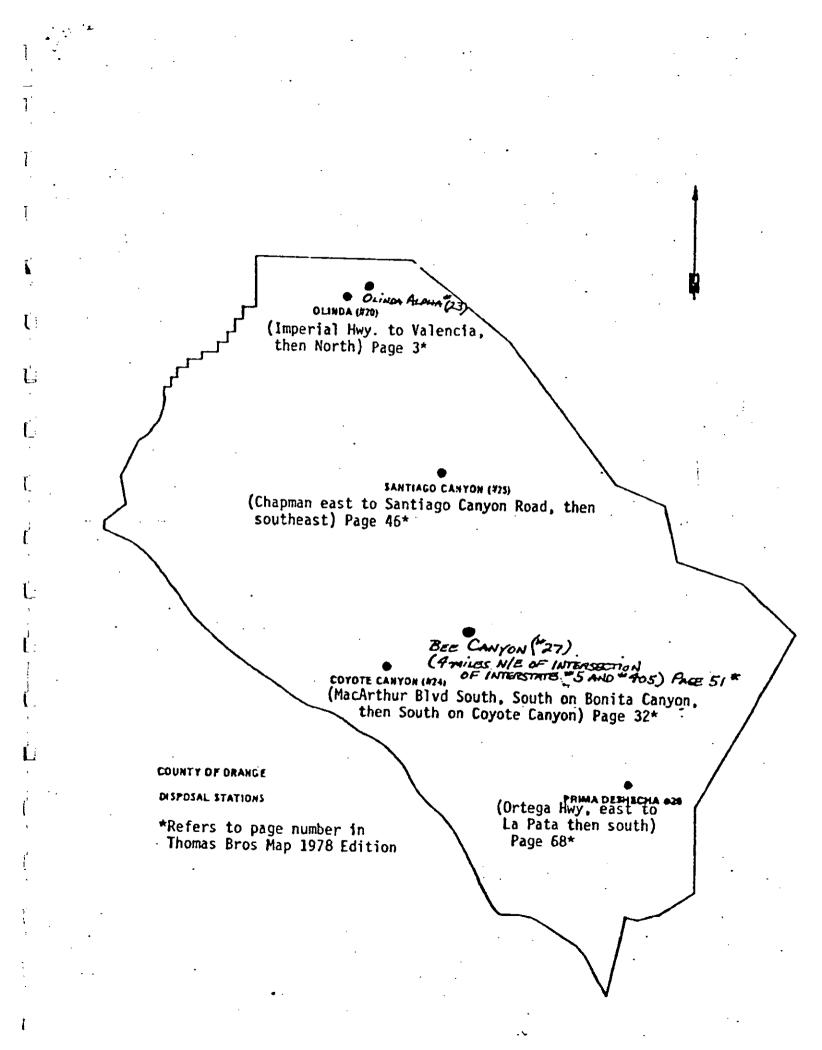
The above information is considered sufficient to answer most questions regarding solid waste management in Orange County. If more detail is required, do not hesitate to call us.

Very truly_yours,

D. G. Poer, Manager

DP:kh

Att.



MAYOR Gordon Bricken VECE MAYOR R. W. Euxenibeurger COUNCIE MEMBER John Acosta Daniel E. Griset J. Ogden Markel Patricia A. McGuigan Alfred C. Serrato

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May 18, 1981



CITY MANAGER A J. Wilson CITY ATTORNEY Edward J. Cooper CLERK OF THE COUNCIL Janice C. Guy

RECEIVED

MAY 2 1981

ENVIRONMENTAL STUDIES DIV.

Doris Starnes Ultrasystem, Inc. 2400 Michelson Drive P.O. Box 19605 Irvine, CA 92715

SUBJECT: FASHION SQUARE REDEVELOPMENT PROJECT

Dear Ms. Starnes:

Your letter of April 24, 1981 to Walter Schraub indicated that you are in the process of preparing an environmental impact report for the above project. You asked us to answer several questions pertaining to the existing sewer and storm drain facilities.

One of the questions pertains to the sewage treatment plant and whether it has capacity to serve the proposed project. As you may have concluded, our sewer systems are connected to Orange County Sanitation trunk lines, which in turn carry the sewage to their treatment plant in Fountain Valley. The administration office is located at 10844 Ellis Avenue. We do not envision any capacity problem, but it is advised that you contact an O.C.S.D. representative for your answer.

The Fashion Square area is served by an 8" sewer in Roe Drive and a 12" sewer in Roe Drive and Main Street. There is sufficient capacity for your proposed alternatives 1 or 2, but alternatives 3 or 4 would require the construction of additional sewer facilities.

Drainage should not be a problem, since the area is essentially all paved now. We have a 42" ϕ storm drain in Main Street and a 36" ϕ line in Arnett Drive, both of which discharge into Santiago Creek. The northwest portion of Fashion Square drains into an open channel which is part of the state freeway drainage system emptying into the Santa Ana River.

If you wish to discuss the above information in greater detail, please call Joseph Hopper at 834-4152.

Sincerely,

John Burk

Senior Civil Engineer-Design

Enclosure: Plan

JH/gg



May 12, 1981

Ultrasystems, Inc. P. O. Box 19605 2400 Michelson Drive Irvine, Calif. 92715

Attention: Doris Starnes

Re: Fashion Square Redevelopment Project EIR

Dear Doris:

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1:

This is in reply to your letter of April 24, 1981, requesting Pacific Telephone's input for the above mentioned EIR.

Our existing underground facilities are represented on the enclosed record sheets (Route 1 Sheets 10, 11, 12).

The impact on the telephone network is similar for any of the four alternatives, in that a reinforcement of the network would be necessary. The degree of this reinforcement would vary from, new cables being pulled into existing conduit systems, to, new conduit and cable systems being built. In any case, the existing facilities are inadequate to serve the proposals set forth in your letter.

Lead time is of the utmost importance in projects of this type. We emphasize the fact that Pacific Telephone needs to be kept informed as to the direction and magnitude of this project to provide service in an adequate and timely manner.

Additional information should be forwarded to us as it becomes available. Should any questions arise, I may be reached at 999-5715.

Very truly yours.

Marshall B. Andrews Engineer, Liaison

MBA:kc Enclosures ORANGE COUNTY DIVISION . P. O. BOX 3334, ANAHEIM, CALIF. 92803

May 1, 1981

Ultrasystems, Inc. P.O. Box 19605 2400 Michelson Drive Irvine, CA. 92715

Attn: Doris Starnes; Project Manager

Subject: Fashion Square Redevelopment Project

This letter is not to be interpreted as a contractual commitment to serve the proposed project, but only as an information service. Its intent is to notify you that the Southern California Gas Company has facilities in the area where the above-named project is proposed. Gas service to the project could be provided from an existing main as shown on the attached atlas sheet without any significant impact on the environment. The service would be in accordance with the Company's policies and extension rules on file with the California Public Utilities Commission at the time contractual arrangements are made.

The availability of natural gas service, as set forth in this letter, is based upon present conditions of gas supply and regulatory policies. As a public utility, the Southern California Gas Company is under the jurisdiction of the California Public Utilities Commission. We can also be affected by actions of federal regulatory agencies. Should these agencies take any action which affects gas supply or the condition under which service is available, gas service will be provided in accordance with revised conditions.

Estimates of gas usage for non-residential projects are developed on an individual basis and are obtained from the Commercial-Industrial Market Services Staff by calling 213-689-2041 or 213-689-2062.

We have developed several programs which are available, upon request, to provide assistance in selecting the most effective applications of energy conservation techniques for a particular project. If you desire further information on any of our energy conservation programs, please contact this office for assistance.

Sincerely,

J. D. Allen Technical Supervisor

G/es attach.

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MAY 0 3 1981

ENVIRONMENTAL GTUDIES DIV



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CITY OF SANTA ANA

OFFICE OF THE CHIEF OF POLICE 24 CIVIC CENTER PLAZA • SANTA ANA • CALIFORNIA 92701

RECEIVED

May 18, 1981

MAY 19 1981

ENVIRCHMENTAL STUDIES DIE

Ms. Doris Starnes, Project Manager Environmental Studies Ultra Systems Incorporated 2400 Michelson Drive Irvine, Ca. 92715

Subject: E.I.R. For Proposed Fashion Square Redevelopment Project

Dear Ms. Starnes:

The following comments and recommendations are in response to your request:

1. Below is a breakdown of crime for this area which is identified as reporting district 161. The rating for this district is based on a total of 128 reporting district. This reporting district is one of nine that is policed by a total of twenty officers on a 24-hour seven day a week basis.

INCIDENTS	<u>1979</u>	<u>1980</u>
Calls	120	123
Arrests	116	126
Crimes	120	122
Accidents	118	122
Residential Burglary	98	104
Commercial Burglary	62	120
Auto Burglary	98	119
GTA	121	122
Robbery	100	105
Larceny	123	124

2. There is currently no singular major police problem associated with this reporting district. Crimes that can reasonably be expected to increase with this multi-faceted development would be larceny, crimes against persons, auto thefts, auto burglaries, and commercial burglaries. These increases will require additional police and equipment to properly patrol and respond to the needs of the citizens and business owners. Ms. D. Starnes May 18, 1981 Page 2.

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3. The City of Santa Ana has a Building Security Ordinance that effects all new construction, but consideration should be given to the development of an internal security force for the regional shopping center that you are proposing. Such a security force would be available to respond rapidly to individual business and customer needs and their mere presence would have a deterrent effect on crime.

The overall effects of this development on police services are difficult to measure and are dependent on the final plan that is selected. The police department is available and ready to assist in this project to insure that security needs are met.

Should you have any questions regarding this matter, please feel free to contact Officer R. Helton in our Crime Prevention Unit at 834-4169.

Sincerely,

RAYMOND C. DAVIS Chief of Police Robert H. Stebbins, Captain

Administration Division

RCD:RHS:RH:img cc: file

EXHIBIT 6

ADDENDUM (ER 96-033) TO THE ENVIRONMENTAL IMPACT REPORT FOR PROPOSED MAINPLACE/SANTA ANA EXPANSION

1

Prepared for:

City of Santa Ana

Submitted by:

Jones & Stokes Associates, Inc.

April 4, 1996

ADDENDUM (ER 96-033) TO THE ENVIRONMENTAL IMPACT REPORT FOR PROPOSED MAINPLACE/SANTA ANA EXPANSION

Prepared for:

City of Santa Ana Planning and Building Agency 206 W. Fourth Street Santa Ana, CA 92702

Submitted by:

Jones & Stokes Associates, Inc. 2151 Michelson Drive, Suite 136 Irvine, CA 92715-1312 Contact: John Westermeier 714/260-1080

April 4, 1996

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Addendum to the EIR for MainPlace/Santa Ana

SUMMARY

This document was prepared for the City of Santa Ana and is an Addendum to a Environmental Impact Report (EIR) which addresses the potential impacts associated with the proposed expansion of the MainPlace Regional Shopping Center. MainPlace was previously known as the Fashion Square Commercial Center. The Fashion Square Commercial Center EIR, certified in 1983 by the City of Santa Ana, analyzed the impacts of a development consisting of 1.5 million square feet of leasable office space, 1.6 million square feet of gross leasable retail space and a 1,200 hotel guest rooms. The existing MainPlace Regional Shopping Center consists of approximately 1.1 million square feet of leasable retail space.

The proposed expansion consists of the following:

- Removal of an existing Bank of America modular banking facility and construction of an Automated Teller Machine (ATM) drive-through facility.
- Construction of a restaurant (8,000 square-feet) and an approximately 70,000 square-foot cinema.
- Expansion of an existing department store (69,000 square feet) and a two level parking deck.

The overall expansion is approximately 150,000 square feet bringing the total area of the shopping center to approximately 1.25 million square feet.

An analysis was conducted of the issues addressed in the Final Fashion Square Commercial Center EIR (Fashion Square EIR) as well as a review of other potential environmental issues. This review concluded that impacts identified in the Fashion Square EIR were much greater that the impacts associated with the existing facility plus the proposed expansion. Therefore, no new significant effects or an increased severity of previously identified impacts were identified. Additionally, no new information of substantial importance which was not previously known at the time of the Fashion Square EIR were identified.



INTRODUCTION

This Addendum to the Final EIR for the Fashion Square Commercial Center (now known as MainPlace) has been prepared for proposed modifications of 147,000 square feet to three areas of the existing MainPlace Regional Shopping Center, located in the City of Santa Ana, on a site surrounded by the Santa Ana Freeway (I-5), the Garden Grove Freeway (SR-22), and North Main Street. This addendum has been prepared in accordance with the California Environmental Quality Act (CEQA) based on a previously certified EIR, The Final EIR for the City of Santa Ana Redevelopment Project: Fashion Square Commercial Center (Fashion Square EIR) prepared September 1983, and certified in 1983. The Fashion Square Center has subsequently been renamed MainPlace and is regarded as a regional shopping center.

The Final Fashion Square EIR proposed the rehabilitation and redevelopment of the site as a mixed use commercial complex consisting of an ultimate intensity of 1,500,000 square feet of leasable office space, 1,600,000 square feet of gross leasable retail space, and 1,200 hotel guest rooms totaling 979,200 square feet. The project required the demolition of the then existing Main Street Center (163,403 square feet of leasable area) and the construction of new retail and/or office buildings in its place. The then existing Fashion Square Center comprised 521,725 square feet of leasable area which was incorporated into the renovation of the current MainPlace Regional Shopping Center.

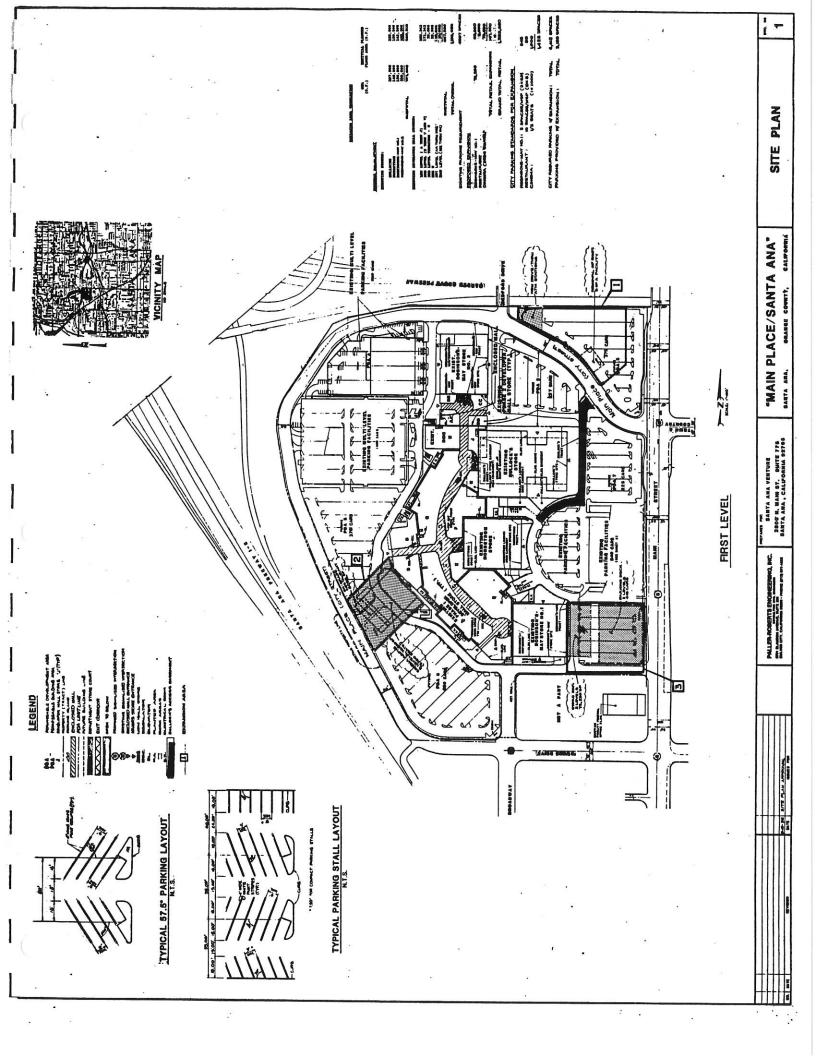
EXISTING AREA DESCRIPTION

MainPlace is a regional shopping center located in the City of Santa Ana which serves all of central Orange County. There is currently 1,108,080 square feet of retail floor area in the center, including four anchor stores (Bullocks, Nordstrom, and two Robinson's-May). The property has three parking facilities, two of which are located in the northwest corner of the site adjacent to the I-5/SR-22/SR-57 interchange, and one between Main Street and Nordstrom. The Layout is shown in Figure 1. The remainder of the property is surface parking. The total available existing parking spaces is 4,987 spaces.

The surrounding land uses include the Garden Grove Freeway (SR 22) on the north; the Santa Ana Freeway (I-5) on the west; commercial uses including the Fidelity Federal Tower and other office buildings to the south; and, Polly's Pies, vacant land slated for the Main Street Concourse, and the Town & Country Shopping Center located in the City of Orange to the east.

Of note is that the existing square footage of 1,108,080 square feet is approximately 27 percent of the 4,079,200 square feet which was proposed and analyzed in the Fashion Square EIR.





PROPOSED EXPANSION

The proposed expansion involves site plan revisions and expansions in three areas of the project site. The expansions total an additional 147,000 square feet and are designated as areas 1, 2, and 3, shown on Figure 1. A description of each of these area expansions follows:

- Area 1: Removal of the existing Bank of America modular banking facility from the surface parking lot bordered by Main Street and SR-22 Freeway. This is located on the northeast corner of the MainPlace site. The area of the removed facility will be resurfaced to provide parking spaces. Drive through automated teller machines (ATMs) will be constructed in the corner of the site adjacent to Bedford Drive and the SR-22 Freeway which is slightly northeast of the existing modular banking facility.
- Area 2: Construction of an on-grade restaurant containing approximately 8,000 square feet of floor area on the west side of MainPlace in the area of the former Rogers Gardens outdoor area. This location has exposure to MainPlace Drive and the I-5 Freeway. Part of the restaurant will be located below a new two-level cinema of approximately 70,000 square feet that will provide for a 3,000 seating capacity. The first level of the new cinema will be located at the same elevation of the second level of the existing mall including the existing food court and existing cinema. This level will maintain its current fire department access and vehicular circulation with only minor modifications.
- Area 3: A three-level expansion of the existing Robinson's-May Store #1 located on the south end of MainPlace. The expansion will be brought eastward of the existing store toward Main Street and add approximately 69,000 square feet of initial planned floor area to the existing store. Modification to the existing grade-level parking area located on the east side of Robinson's-May, adjacent to Main Street, and south of the existing parking deck will also be constructed. This expansion will be a two-level parking deck and will accommodate 416 parking spaces. Pedestrian access from the second level of the anchor expansion to the parking facility will be provided along with a pedestrian and vehicular connection from the existing deck to the new parking facility.

City parking standards for the proposed expansion would require an additional 1,425 spaces. However, these are development standards for strip mall development. No standards are in place for a regional shopping center. The City is considering granting a variance for the parking requirement. Parking that is planned for the proposed expansion will include an additional 182 spaces over the existing 4,987 spaces which will bring total parking to 5,169 spaces, and total required code parking to 6,412 spaces. The variance, if granted, will provide relief for 1,243 spaces.



The City is also considering granting variances for setback and landscaping for the expansions. The required setback is 15-feet and the proposed parking structure would be constructed within the 15-foot setback. The variance would allow for the expansions without having to bring the entire 53 acres into compliance. The variance for landscaping would allow for various plant groupings and clusters instead of the code required 1 planter for each 10 parking spaces throughout all surface parking areas.

CEQA COMPLIANCE

An addendum EIR (14 Cal Code Reg 15164) is prepared under the CEQA when changes and additions to a previously certified EIR are necessary, but none of the conditions pursuant to a subsequent EIR (14 Cal Code of Reg Section 15162) occur as follows:

- where major revisions of the previous EIR result in substantial changes due to the involvement of new significant environmental effects or an increased severity of previously identified significant effects;
- where substantial changes occur with respect to the circumstances under which the project is undertaken which require major revisions of the previous EIR due to new significant environmental effects or a substantial increase in the severity of previously identified significant effects; or
- new information of substantial importance which was not previously known at the time the previous EIR was certified.

The proposed expansion would not require major revisions of the Fashion Square EIR because no new significant environmental effects or increased severity of previously identified environmental effects would occur.

No substantial changes in the circumstances related to this expansion have been identified. Therefore, no major revisions to the previous EIR are necessary.

Since the certification of the Fashion Square EIR, no new information of substantial importance has been identified. Based on these findings, the City of Santa Ana, lead agency, has determined that a subsequent EIR is not required.



ANALYSIS

The impact analysis follows the same order of discipline headings that were presented in the Fashion Square EIR.

Land Use

The proposed additions are within the approved square footage for the existing retail shopping complex. The addition is consistent with the current land use. No land use impacts would result.

To comply with City standards for parking, the proposed expanded shopping center would require 6,412 spaces. However, only 5,169 spaces are being provided, and the City would need to grant a variance for the difference in parking. This is based on the City requirements for strip mall developments, which are considerably different from a regional shopping mall. In conversation with the City of Santa Ana Case Planner, Jeffrey Rice (pers. comm., March 22, 1996), some parking crowding may occur during the Christmas holiday season. No other parking crowding is anticipated and the impact is not considered significant.

As part of the project, the City is considering a variance on the setback distance for the new parking structure. If allowed, no significant impacts would result from implementation of this setback.

Soils and Geology

The Fashion Square EIR identified no soils and geology constraints or problems with the then proposed development. The current proposed expansion will not result in any adverse soils or geology impacts. No impacts or additional mitigation over that which is included in the Final Fashion Square EIR is required. Terms of the participation agreements already in place for responsibilities regarding soils and seismic reports shall remain in force.

Hydrology

Because the site is already paved, the incorporation of new structures and parking areas, will not result in increased amounts of runoff. Consistent with the determination of the Fashion Square EIR, existing drainage facilities should be adequate to serve the site modifications. Improvements



will be pursuant to the City's standard building permit approval process. The impacts or additional mitigation over that which is included in the Final Fashion Square EIR is required.

Biota

The site is entirely developed and vegetation is comprised of introduced ornamental trees, shrubs and grasses. Consistent with the Fashion Square EIR, there is no native vegetation. No impacts will occur from the proposed expansion.

The City will require decorative landscaping as part of the final plan approval process. A variance for landscaping that would allow for plant groupings and clusters, rather than the required one planter for each 10 parking spaces is being considered.

Archaeology

The Fashion Square EIR refers to a records search that was completed for that EIR. No sites were recorded on the site. Because the site is entirely paved and developed, it is not anticipated that archaeological sites are present under the areas of the proposed expansion modifications. No impacts are expected.

Traffic and Circulation

Existing Roadway System

Freeways

The area is served directly by three freeways, the Santa Ana (I-5), the Garden Grove (SR-22) and the Orange (SR-57), and indirectly by a fourth , the Costa Mesa (SR-55). The I-5 Freeway has been undergoing major improvements over the last several years which has included widening of the freeway mainline to add two additional lanes in each direction and high occupancy vehicle (HOV) lanes, and accompanying improvements to the ramp system. In particular, improvements to the I-5 ramps at 17th Street, Buffalo Street and Santa Clara Avenue were completed in mid-1995. Ramp improvements, including HOV access ramps, are ongoing at Edgewood Road and improvements to the I-5/SR-22 interchange were completed in late 1995. These improvements have resulted in improved traffic flow along the I-5 Freeway and between the I-5 and the Garden Grove Freeways, particularly during peak traffic periods. However, some slowing continues to occur in the vicinity of the I-5/SR-22 interchange on both the I-5 Freeway and the SR-22 Freeway during peak traffic hours.

Arterials

The following arterials surround and provide access to/from MainPlace Mall:

Main Street: This six-lane roadway provides direct access to/from the site at the signalized intersections of Main Street and Town & Country, and Main Street at MainPlace Access Drive. In the vicinity of MainPlace Mall, Main Street has three lanes in each direction with turning lanes at intersections and a median.

Memory Lane: Extending east of Main Street, south of MainPlace Mall, Memory Lane is a six-lane arterial. It intersects Lawson Way, providing access to SR-22. Memory Lane is anticipated to provide primary access, along with Main Street, to the planned Main Street Concourse mixed-use development.

MainPlace Drive: MainPlace Drive is a four-lane loop road surrounding the mall. It intersects Main Street at the signalized intersections at Memory Lane and at Town & Country. MainPlace Drive carries predominantly mall-oriented traffic, and as such, carries low levels of traffic compared to its potential capacity.

Town & Country Road: This four-lane roadway extends east of Main Street at the north end of the project site. Town & Country Road has an interchange with eastbound Route 22 at a four-way stop controlled intersection.

Existing Intersection Analyses

The following intersections were analyzed as part of the original traffic study for the Fashion Square EIR:

Main Street at :

Chapman Avenue Almond Avenue Culver/Stewart La Veta Avenue Town & Country Road Edgewood Road Santa Clara Avenue Buffalo Avenue 17th Street at: Spurgeon Street Penn Way Valencia Avenue Santiago Avenue Lincoln Avenue

J:ſ

Grand Avenue Grand Avenue/Glassell Street: Santa Clara Avenue WB Garden Grove Freeway Ramps EB Garden Grove Freeway Ramps La Veta Avenue La Veta Avenue at: Pepper Street WB Garden Grove Freeway Ramps Town & Country Road at: EB Garden Grove Freeway Ramps.

With the implementation of the I-5 widening, Valencia Avenue no longer intersects 17th Street, therefore this intersection has been eliminated from the current analysis.

Three additional intersections have been added as part of this analysis:

Main Street at Memory Lane Main Street at MainPlace Access Drive MainPlace Drive at Broadway.

Intersection capacity analyses were conducted for each of the 23 study intersections to determine present operating conditions and level of service. Using existing geometrics and traffic volumes for the AM and PM peak hours, the Intersection Capacity Utilization methodology for intersection analyses was conducted. Table 1 presents volume-to-capacity (V/C) ratios and levels of service (LOS) for each of the study intersections.

As shown in Table 1, all study intersections are operating at an acceptable LOS D and better under existing AM peak hour conditions. During the PM peak hour existing conditions, the intersections of La Veta Avenue at SR-22 westbound ramps, and Grand/Glassell at SR-22 westbound ramps are operating at an unacceptable LOS E and F.

Existing Plus Entitled Project Conditions

"Entitled" projects are those projects which have already been approved for development but have not yet been completed and are therefore not yet generating traffic. By estimating the traffic volumes which would be generated by entitled projects and adding that traffic to the surrounding roadway system and study intersections, a more realistic background condition is created, reflecting how the roadway system will function when carrying all traffic likely to be on the roadways when the proposed development is completed.



	Existing C		
	PM Peak Hour		Date
Intersection	V/C	LOS	Counted
Main Street at :			
Chapman Avenue	0.85	D	05/93
Almond Avenue	0.59	А	08/95
Culver/Stewart	0.71	С	11/95
La Veta Avenue	0.83	D	09/95
Town & Country Road	0.67	В	09/95
Memory Lane	0.52	Α	09/93
Edgewood Road	0.49	Α	09/95
Santa Clara Avenue	0.61	В	09/95
Buffalo Avenue	0.50	А	09/95
17th Street	0.76	С	03/93
Broadway at:			
Main Place Drive	0.39	Α	03/93
17th Street at:			
Spurgeon Street	0.56	Α	03/93
Penn Way	0.74	С	03/93
Santiago Avenue	0.60	А	09/91
Lincoln Avenue	0.78	С	10/91
Grand Avenue	0.74	С	03/95
Grand Avenue/Glassell Street:			
Santa Clara Avenue	0.68	В	06/91
WB SR-22 Fwy Ramps	1.07	F	02/94
EB SR-22 Fwy Ramps	0.67	В	02/94
La Veta Avenue	0.68	В	02/94
La Veta Avenue at:			
Pepper Street	0.87	D	11/95
WB SR-22 Fwy Ramps	0.94	Е	09/95
Town & Country Road at:			
EB SR-22 Fwy Ramps	0.64	В	09/95

 Table 1

 Existing Conditions Intersection Capacity Analyses

Source: Korve Engineering, Inc., March, 1996.

The most significant entitled project in the vicinity of MainPlace is Main Street Concourse. Table 2 shows the land uses to be developed as part of Main Street Concourse and their estimated trip generation. Table 3 presents the V/C ratios and LOS of the 3 study intersections under existing plus entitled projects conditions.

Review of Table 3 shows that 2 additional intersections are projected to operate at unacceptable levels of service E or worse during the PM peak hour with the addition of traffic attributable to the entitled projects, for a total of 4 study intersections operating at LOS E or worse. These intersections are:

Main Street at Chapman Avenue Main Street at La Veta Avenue La Veta Avenue at SR 22 WB Ramps Grand/Glassell at SR 22 WB Ramps

Impacts

Project Trip Generation

Trip generation estimates were prepared for the proposed MainPlace modifications using the Institute of Transportation Engineers' *Trip Generation*, Fifth Edition. Table 4 shows the estimates of project trips for daily, AM peak hour and PM peak hour conditions. The proposed expansion is projected to generate approximately 1,235 trips during the PM peak hour.

Project Trip Distribution and Assignment

Project trips were distributed and assigned to the local area and regional street system based on trip distribution patterns derived from the original traffic study for the Fashion Square EIR and on the Transportation System Improvement Area Model. This traffic forecasting model was developed by Austin-Foust Associates to evaluate the potential traffic related impacts of proposed developments within the Main Street Corridor, of which MainPlace was one.

Intersection Capacity Analysis

Project traffic has been added to the existing plus entitled project traffic volumes, and the 23 study intersections have been analyzed. Table 5 presents the V/C ratios and LOS of the 23 study intersections including existing, entitled projects and proposed expansion traffic.

Review of Table 5 shows that, with the addition of project traffic, no additional intersections are projected to operate at unacceptable levels. The following four intersections which were projected to operate at LOS E or worse during the PM peak hours with the addition of entitled project traffic would continue to operate at unacceptable levels with the addition of proposed project traffic. They are:

Table 2 Entitled Projects Trip Generation

		Daily	PM Peak Hour Trips		
		Trips	In	Out	
Main Street Concourse:					
Office	931,075 sq. ft.	8,696	224	1,183	
Retail	224,960 sq. ft.	15,867	625	687	
Restaurant	9,200 sq. ft	1,848	97	86	
Hotel	360 rooms	3,045	126	105	
Cinema	27,400 sq. ft.	2,131	33	135	
Health Club	29,000 sq. ft.	1,371	82	82	
Residential	280 d.u.s.	1,278	74	42	
TOTAL		34,236	1,261	2,320	

Source: Traffic Study for Main Street Concourse, DKS Associates

:



Table 3 Existing Plus Entitled Projects Conditions Intersection Capacity Analyses

	Existing C	Conditions	Exist	-
			Entitled Conditions	
	PM Peak Hour		PM Peak Hour	
Intersection	V/C	LOS	V/C	LOS
Main Street at :				
Chapman Avenue	0.85	D	0.93	E*
Almond Avenue	0.59	А	0.64	В
Culver/Stewart	0.71	С	0.75	С
La Veta Avenue	0.83	D	0.92	E*
Town & Country Road	0.67	В	0.81	D
Main Place Parking	0.51	А	0.87	D
Memory Lane	0.52	Α	0.84	D
Edgewood Road	0.49	Α	0.72	C
Santa Clara Avenue	0.61	В	0.72	C
Buffalo Avenue	0.50	А	0.57	A
17th Street	0.76	С	0.84	D
Broadway at:				
Main Place Drive	0.39	A	0.45	A
17th Street at:		;		
Spurgeon Street	0.56	А	0.56	A
Penn Way	0.74	С	0.75	С
Santiago Avenue	0.60	А	0.62	В
Lincoln Avenue	0.78	С	0.79	С
Grand Avenue	0.74	С	0.75	C
Grand Avenue/Glassell Street:			D.	
Santa Clara Avenue	0.68	В	0.68	В
WB SR-22 Fwy Ramps	1.07	F	1.07	F*
EB SR-22 Fwy Ramps	0.67	В	0.67	В
La Veta Avenue	0.68	В	0.76	С
La Veta Avenue at:				
Pepper Street	0.87	D	0.88	D
WB SR-22 Fwy Ramps	0.94	E	1.23	F*
Town & Country Road at:				
EB SR-22 Fwy Ramps	0.64	В	0.83	D

Source: Korve Engineering, Inc., March, 1996.

Table 4 Project Trip Generation

[PM Peak Hour			
		Daily	Rate			
Proposed Uses	Units	Rate	In	Out		
Retail	69,000 sq. ft.	73.56	3.09	3.09		
Restaurant	8,000 sq. ft.	200.89	10.56	9.37		
Cinema	70,000 sq. ft.	77.79	5.77	0.37		
Drive-Thru ATM	4 stations		26.29	28.48		
Source: Institute of	Transportation Enginee	ring, <i>Trip G</i>				
			PM Peak Hour			
		Daily	Trips			
Proposed Uses	Units	Trips	is In Ou			
Retail Restaurant	69,000 sq. ft. 8,000 sq. ft.	5,076 1,607	214 84	214 75		
	70,000 sq. ft.	5,445	404	26		
Cinema Drive-Thru ATM	4 stations	3,443	105	114		
	4 510115		105	114		
TOTAL		12,128	807	428		

Source: Korve Engineering, Inc., March, 1996.

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Table 5Existing Plus Entitled Plus Project ConditionsIntersection Capacity Analyses

	Existing Conditions		Existing +		Existing + Entitled +	
			Entitled Conditions		Project Conditions	
	PM Pea	ak Hour	PM Peak Hour		PM Peak Hour	
Intersection	V/C	LOS	V/C LOS		V/C	LOS
Main Street at :						
Chapman Avenue	0.85	D	0.93	E*	0.95	E*
Almond Avenue	0.59	Α	0.64	В	0.66	В
Culver/Stewart	0.71	С	0.75	С	0.76	С
La Veta Avenue	0.83	D	0.92	E*	0.94	E*
Town & Country Road	0.67	В	0.81	D	0.83	D
Main Place Parking	0.51	А	0.87	D	0.90	D
Memory Lane	0.52	Α	0.84	D	0.87	D
Edgewood Road	0.49	А	0.72	С	0.74	С
Santa Clara Avenue	0.61	В	0.72	С	0.74	С
Buffalo Avenue	0.50	А	0.57	A	0.59	А
17th Street	0.76	С	0.84	D	0.85	D
Broadway at:						
Main Place Drive	0.39	А	0.45	A	0.53	A
17th Street at:						
Spurgeon Street	0.56	А	0.56	A	0.56	A
Penn Way	0.74	С	0.75	С	0.75	С
Santiago Avenue	0.60	А	0.62	В	0.62	В
Lincoln Avenue	0.78	С	0.79	С	0.79	С
Grand Avenue	0.74	С	0.75	С	0.75	С
Grand Avenue/Glassell Street:						
Santa Clara Avenue	0.68	В	0.68	В	0.68	В
WB SR-22 Fwy Ramps	1.07	F*	1.07	F*	1.07	F*
EB SR-22 Fwy Ramps	0.67	В	0.67	В	0.67	В
La Veta Avenue	0.68	В	0.76	С	0.76	С
La Veta Avenue at:						
Pepper Street	0.87	D	0.88	D	0.90	D
WB SR-22 Fwy Ramps	0.94	E*	1.23	F*	1.23	F*
Town & Country Road at:						
EB SR-22 Fwy Ramps	0.64	В	0.83	D	0.85	D

Source: Korve Engineering, Inc., March, 1996.

Main Street at Chapman Avenue Main Street at La Veta Avenue La Veta at SR-22 WB Ramps Glassell Avenue at SR-22 EB Ramps

The capacity values used in this analysis were consistent with those used in the 1983 Traffic Study for Fashion Square, which were 1500 vehicles per lane per hour for left turn lanes and 1600 vehicles per lane per hour for through and right turn lanes. Recently, both the City of Orange and the City of Santa Ana have assumed 1700 vehicles per lane per hour for all lanes. The increase in assumed capacity was based on current traffic flow characteristics within these cities. Assuming the revised capacity values, only two intersections would be projected to operate at unacceptable levels:

La Veta at SR-22 WB Ramps Glassell Avenue at SR-22 EB Ramps

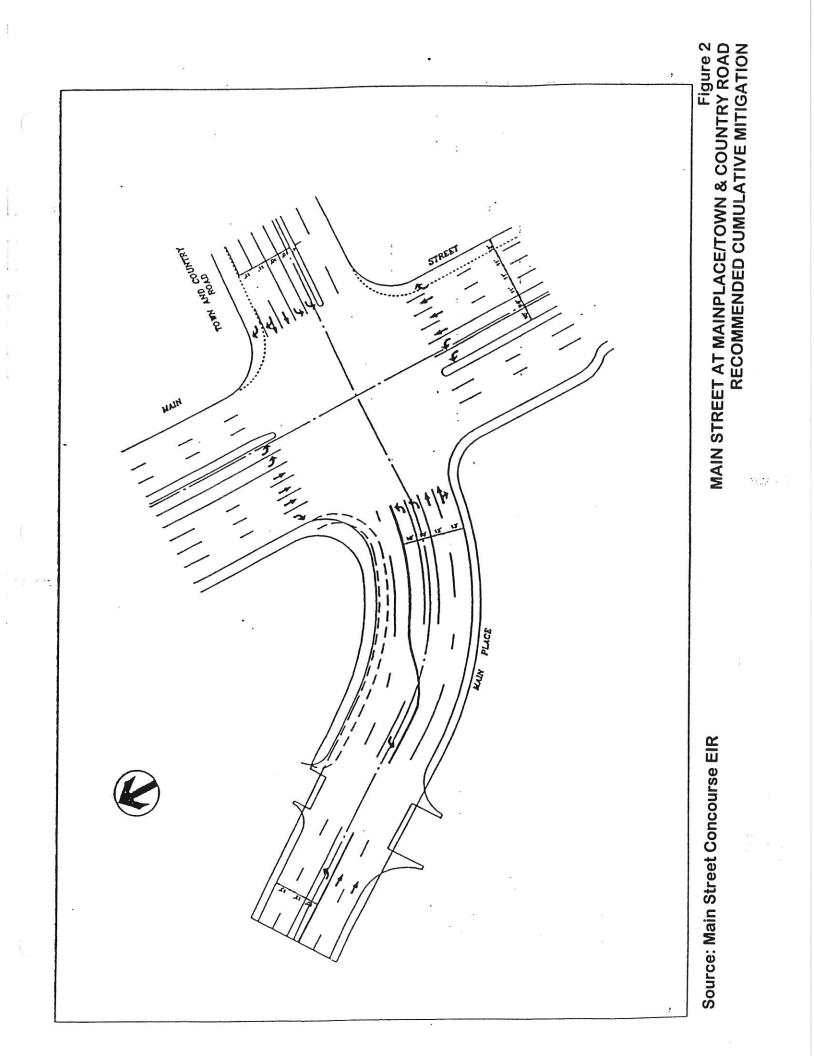
Eight traffic-related mitigation measures were identified in the Fashion Square EIR. Most of these mitigation measures have been implemented during the initial phases of development of MainPlace with the following exception:

"Provide 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 direct ramps to/from the I-5 Freeway have not been implemented on a permanent basis although they have been used for temporary freeway access during the I-5 widening. There may be some reconsideration of this mitigation measure, based on current Caltrans policy regarding dedicated ramps to private development. Also, there may be an opportunity to augment ramp capacity in a way which would provide greater area-wide benefit.

In addition, significant improvements to the circulation system have been implemented as part of the I-5 widening project and the planned Main Street Concourse project. These include:

- Completion of the Broadway overcrossing and reconfiguration of the I-5 freeway ramps, providing more direct access to Broadway and MainPlace.
- Widening of Owens Drive (now called Memory Lane) east of Main Street and reconfiguration of the intersection of Owens Drive at Main Street.
- Enhancements to the intersection of Main Street at MainPlace Access Drive.
- Improvements to intersection of Main Street at MainPlace Drive/Town & Country Road (see Figure 2).



 Improvements along La Veta Avenue, including the intersection of Main Street at La Veta Avenue and La Veta Avenue at Pepper Street.

These improvements in combination with the mitigation measures originally identified for the Fashion Square EIR, which have already been implemented, will provide adequate roadway capacity to accommodate estimated traffic to be generated by the proposed expansion.

The proposed expansion modifications are not estimated to result in any additional significant impacts compared to those identified in the Traffic Study for Fashion Square EIR. The measures identified to mitigate the anticipated impacts of the Fashion Square Commercial Center served to mitigate a much larger project than the proposed expansion and that which exists as MainPlace. The measures are more than adequate to mitigate the estimated impacts of the proposed MainPlace expansion.

Noise

Environmental Setting

As discussed in the Fashion Square EIR, vehicle traffic is the primary source of noise in the project area. Major roadways previously described in that EIR continue to be the primary sources of traffic noise in the area. The extension of Broadway Street over the Santa Ana freeway which provides an additional link for traffic between the project site and the west side of the Santa Ana freeway has been completed. A noise barrier along the west side of Broadway Street between the freeway and Santa Clara Avenue has been completed.

The Fashion Square EIR reports the results of sound level measurements that were taken in the residential area which is located near Memory Lane (formerly Owens Drive) and Main Street. Measurements were taken during the peak afternoon traffic period at the three locations depicted in Figure 28 of the Fashion Square EIR. 12-minute average sound levels were 64 dBA, 57 dBA, and 52 dBA respectively at Positions 1, 2, and 3. Sound levels reported in the Fashion Square EIR have likely increased in the time since those measurements were taken. Noise from traffic is proportional to the volume of traffic. A rule of thumb is that a doubling of the traffic volume is needed to increase traffic noise by 3 dB, and a tripling of traffic volume would be needed for a 5 dB increase in noise, generally considered to be the threshold of a distinctly perceptible increase in noise.

Since the time the Fashion Square EIR was prepared, the amount of retail space at the center has increased from approximately 522,000 square feet to 1,100,000 square feet or a factor of about 2:1. This corresponds to about a 3 dB increase in traffic noise for the immediate area and access to MainPlace parking. Accordingly, existing peak period sound levels are estimated to be 67 dBA, 60 dBA, and 55 dBA respectively at the three positions where measurements were previously taken. A 3 dB increase in traffic noise implies that the contours depicted in Figure 28 in the EIR would expand to a distance of about 1.5 times the distances to the associated roadways shown in Figure 28.

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In urban settings, peak period average sound levels are generally within 1 to 2 dB of Community Noise Equivalent Level (CNEL) and Day-Night Noise Level (DNL) values. The CNEL descriptor requires that an artificial increment of 5 dBA be added to the actual noise level for the hours from 7:00 to 10:00 p.m. and 10 dBA for the hours from 10:00 p.m. to 7:00 a.m. The DNL descriptor uses the same methodology except that there is no artificial increment added to the hours between 7:00 and 10:00 p.m. Both descriptors give roughly the same 24-hour level with the CNEL being only slightly higher. For the purposes of this discussion, peak period sound levels are considered to be equivalent to DNL values.

The City of Santa Ana General Plan Noise Element identifies the following standards and guidelines for land uses:

	Desirable Maximum CNEL or DNL	Maximum Acceptable CNEL or DNL
Residential, low density	55	65
Residential, medium density	60	65
Residential, high density	65	70
Schools	60	70
Commercial, office	65	75
Industrial	70	. 75

Using these guidelines, existing sound levels are considered to be generally consistent with the land uses in the area.

Impacts

As with the project proposed in the Fashion Square EIR, the proposed expansion modification will generate additional noise in the local area due to demolition of existing on-site structures, construction activities, construction traffic, and project-generated traffic. No pile driving activities will be associated with construction (pers. communication, Ron Brunswig, April 1, 1996). Because the City of Santa Ana noise ordinance (No. NS-1441) limits noise from construction that occurs outside daytime hours and because there are no noise sensitive land uses in the immediate vicinity of the project, construction noise impacts are considered less than significant and no mitigation is required.

The Fashion Square EIR identified increases in traffic noise in the range of 3 to 5 dB along Memory Lane (then Owens Drive) within a couple hundred feet of Main Street as a result of the project. These increases corresponded to increasing the uses in the area from about 522,000 square feet of retail space to a total of 1,500,000 square feet of office space, 1,600,000 square feet of retail space, and 1,200 hotel guest rooms. The current project would add 8,000 square feet of restaurant space, a 70,000 square foot cinema, and 69,000 square feet of retail space for a total of 147,000 square feet. Increasing the existing retail floor area of 1,108,000 square feet by 147,000 square feet

is estimated to increase existing traffic noise levels in the area by less than 1 dB. Because a 1 dB increase is well below the 3 dB threshold of a perceptible increase, the impact of the project-related traffic noise in the area is considered less than significant and no mitigation is required.

Air Quality

Environmental Setting

Air Quality Standards and Monitoring Data

Carbon monoxide (CO) levels are a public health concern when CO combines with hemoglobin and can reduce the rate at which oxygen is transported in the blood stream. Both the cardiovascular system and the central nervous system can be affected. State and federal ambient air quality standards for CO have been set at levels intended to keep CO from combining with more than 15% of the blood's hemoglobin. State and federal CO standards have been set for both 1-hour and 8-hour averaging times. The state 1-hour CO standard is 20 ppm, and the federal 1-hour CO standard is 35 ppm. State and federal standards are both 9 ppm for an 8-hour averaging period. State CO standards are phrased as values not to be exceeded. Federal CO standards are established as values not to be exceeded more than once per year. Both the state and federal 8-hour CO standards, as well as the state 1-hour CO standard, have been violated several times during the last four years in the project region (ARB 1994, 1993, 1992, 1991).

Ozone is a public health concern because it is a respiratory irritant that also increases susceptibility to respiratory infections. Ozone causes substantial damage to leaf tissues of crops and natural vegetation, and damages many materials by acting as a chemical oxidizing agent. Ozone is formed by the combination of reactive organic gases (ROG) and oxides of nitrogen (NOx) in the presence of sunlight. State and federal standards for ozone have been set for a 1-hour averaging time. The state 1-hour ozone standard is 0.09 parts per million (ppm), not to be exceeded at any time. The federal 1-hour ozone standard is 0.12 ppm, not to be exceeded more than three times in any 3-year period. Both the state and federal ozone standards have been violated several times - during the last four years in the project region (ARB 1994, 1993, 1992, 1991).

Health concerns associated with suspended particles focus on those particles small enough to reach the lungs when inhaled because they can lodge in the lungs and contribute to respiratory problems, including permanent lung damage. Fine particles can also interfere with the body's mechanism for clearing the respiratory tract or by acting as a carrier of an absorbed toxic substance. Few particles larger than 10 microns in diameter reach the lungs, so particulate matter smaller than 10 microns in diameter (PM10) is the focus of the state and federal standards. State and federal PM10 standards have been set for 24-hour and annual averaging times. The state 24-hour PM10 standard equals 50 micrograms per cubic meter (μ g/m³) and the federal 24-hour standard is 150 μ g/m³. The state annual PM10 standard is 30 μ g/m³, an annual geometric mean, whereas the federal annual PM10 standard is 50 μ g/m³, an annual arithmetic mean. Federal and state 24-hour PM10

standards may not be exceeded more than 1 day per year, and both annual standards may not be exceeded at all. Both the annual and 24-hour state PM10 standards have been violated several times during the last four years in the project region (ARB 1994, 1993, 1992, 1991).

Attainment Status and Air Quality Planning

The project region, located in the Orange County portion of the South Coast Air Basin (SCAB), is classified as a nonattainment area for the state and federal CO standards, an extreme nonattainment area for the state and federal ozone standards and a nonattainment area for the state and federal PM10 standards (Chico, personal communication, March 26, 1996).

The South Coast Air Quality Management District (SCAQMD) is responsible for monitoring air quality and enforcing air quality regulations in the Orange County portion of the SCAB. In 1994, the SCAQMD prepared an air quality attainment plan (AQMP) for the SCAB which included the project region. The ozone portion of this plan forms the ozone SIP for the SCAB. Additionally, the SCAQMD is revising the 1994 AQMP and the revised version is due to ARB in 1997. The PM10 portion of this revised plan, which will later become the PM10 SIP, is due to EPA in February 1997 (Hogo, personal communication, October 27, 1996).

Impacts

Calculation of Construction Emissions

Three sources of construction-related emissions are assessed in this analysis: construction worker vehicles, construction trucks, and construction equipment. Emissions of CO, ROG, NOx, and PM10 generated by construction workers commuting to the project site were estimated by multiplying the maximum number of construction worker trips expected to be made per day times the average trip length and an emission rate for each pollutant. Emission rates were generated using EMFAC7F, release 1.1, a program created by ARB to estimate vehicle emission rates. The maximum number of trips expected to be made during any day of construction was used to ensure that this would be a worst-case analysis. Construction truck emissions were calculated similarly.

Exhaust emissions generated by the operation of construction equipment were estimated by multiplying the maximum number of hours of operation of each type of equipment expected to be used on the busiest day of construction by an emission rate for each pollutant. Emission rates for the various types of construction equipment were taken from the document "Compilation of Air Pollutant Emission Factors" (EPA 1985). This document contains emission rates for a broad range of pollutant-producing equipment and activities. The maximum number of pieces of equipment and maximum number of hours of equipment operation expected to occur during project construction was used to ensure that this would be a worst-case analysis.



Dust emissions generated by operation of construction equipment in unpaved areas were estimated by multiplying the maximum number of acres of land expected to be disturbed in a single day during the construction period by a fugitive dust emission rate taken from the EPA document described above.

Calculation of Vehicular and Stationary Operation Emissions

The Fashion Square EIR included estimates of emissions of CO, ROG, NOx, and PM10 generated by motor vehicles traveling to and from the project site, and the on-site use of natural gas. Emissions of CO, ROG, NOx, and PM10 generated by motor vehicles and on-site natural gas use were estimated for the proposed MainPlace modifications by multiplying the emissions estimated in the Fashion Square EIR by a factor equal to the proposed expansion's square footage divided by the square footage analyzed in the Fashion Square EIR.

Construction-Related Impacts

As shown in Table 6, construction of the proposed MainPlace modifications would result in the emission of approximately 72 pounds per day (ppd) of CO, 8 ppd of ROG, 75 ppd of NOx, and 119 ppd of PM10. These quantities are clearly below the SCAQMD construction emission thresholds of 550 ppd of CO, 75 ppd of ROG, 100 ppd of NOx, and 150 ppd of PM10.

Operation-Related Impacts

As shown in Table 7, even though emissions for pollutant emissions generated by the proposed MainPlace modifications are above AQMD thresholds, these emissions coupled with the emissions for the existing center would be well below the quantities generated by the project analyzed in the Fashion Square EIR.

Shade/Shadow, Solar Glare, Illumination

The Fashion Square EIR examined shade/shadow from the assumption that high-rise buildings could be built onsite. This was assumed at the time based on the square footage that was proposed, and the lack of a finite configuration. That analysis examined multi-story building ranging from 8 to 52 stories at various setbacks from area residential neighborhoods. It was determined that no impacts would result. The existing buildings onsite are no higher than three stories and pose no shade/shadow impacts to offsite structures. The proposed expansions of the restaurant/cinema and the Robinson's-May department store addition are also proposed at a maximum of three stories, will blend with the existing structure, and will not result in any adverse impacts to shade/shadow.



Table 6

Emission Source	co	ROG	NOX	PM10
Construction Equipment	21.6	3.3	52.1	3.2
Construction Vehicles	15.6	4.1	21.6	3.4
Construction worker vehicles	35	1.1	1.2	0.1
Ground Disturbance	0	0	0	112

19

5

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22

Maximum Pollutant Emissions Generated During Construction of Proposed Main Place Modification

Notes:

one year. This was based on discussions with the developer and Jones & Stokes Associates' experience type of equipment used on this type of project. Construction is expected to continue for approximately trips would be made on a peak construction day. The construction equipment is an average of the 1 bulldozer (6 hours), 1 backhoe (6 hours), 1 crane (8 hours). Additionally, 30 heavy truck 1) Analysis of construction equipment and vehicle emissions is based on the assumption that the following equipment would be used simultaneously on a peak construction day: in working with projects of this size.

J:ſ

2) Analysis of construction worker vehicle emissions is based on the assumption that there would be 35 workers coming to the construction site on a peak construction day

would be removed from the construction zone and is based on the maximum total area disturbed of the unpaved ground would be disturbed on a peak construction day. This assumes that existing paving 3) Analysis of ground disturbance emissions is based on the assumption that 3 acres of project areas, shown on Figure 1.

4) Any discrepancy in the sum of total emission shown in table is due to rounding.

Source: Calculations by Jones & Stokes

April 4, 1996

Fotal Daily Emissions

Table 7 Operation-Related Emissions for the Proposed Main Place Modifications

	1983 Project (1)	A DESCRIPTION OF A DESC	1996 Addendum (2)	Total 1996	
	(3.3 Million sf) emission	(1.1 million sf) emission	(150,000) sf) emission	(1.25 million sf) emissions	AQMD
Pollutant	(lbs/day)	(lbs/day)	(lbs/day)	(lbs/day)	Thresholds
СО	11,995	4,028	545	4,573	550
ROG	674	226	31	257	55
NOx	2,489	836	113	949	55
PM10	305	103	14	117	150

Source:

(1) Fashion Square EIR

(2) Calculations by Jones & Stokes



The Fashion Square EIR also examined the use of reflective materials for building surfaces which could have adverse affects to motorists on area streets. The existing structure was designed and constructed with no such reflective surfaces. It is assumed that the proposed expansions will be constructed in a manner consistent with the existing structures, and no solar glare is anticipated. No impacts will result.

The MainPlace site is part of an area that is largely commercial and produces illumination from signage and parking. The Fashion Square EIR determined that no significant impacts to surrounding land uses would result from project illumination. The proposed modifications represent a small percentage of the already existing structures on the site. No differential in illumination will result from the proposed additions. No impacts will result.

Aesthetics

The proposed modifications represent a small percentage of the structures already in place. The City will require that the new modifications blend with the existing structure. The proposed modifications are similar in height at three stories to the existing structures and will not result in any obtrusive or out-of-scale visual elements. The visual appearance of the proposed modifications will not result in any significant adverse impacts.

Housing/Population

Based on the projected employment figures that were generated in the Fashion Square EIR, for a commercial/retail establishment, 1 employee is required for every 500 square feet of space. For the proposed expansion of approximately 147,000 square feet, then, approximately 300 new employees may be required. That would be 138 persons for the expanded Robinson's-May department store, and approximately 160 persons for the cinema complex and restaurant. It can be assumed that less employees per square foot would be required for the cinema complex, however, a greater number are required in restaurant operations.

It is typical that most employees will be hired from the local surrounding community, especially with a higher unemployment rate that is currently being experienced in central Orange County. The exception may be higher-level managerial personnel who may commute. The number of new hires will not have an effect on the demand for new housing in the area, and will not create a significant inflow of persons relocating to the area. No significant impacts will result to population or housing demands within Santa Ana or the surrounding communities.

John Wayne Airport

The proposed 147,000 square-foot expansion to MainPlace, and the associated approximately 300 new employees will not result in any increased demand for service from John Wayne Airport. The addition would not create any new hazards to aircraft approaching or departing the airport. No significant impacts will occur.

Public Services and Utilities

The Fashion Square EIR assumed the development of a total of over 4 million square feet based on 1.5 million for office, 1.6 million for retail, and over 979,000 square feet for hotel uses. The impacts for natural gas, electricity, telephone, water, sewer, solid waste, police, and fire were all based on that number. In consideration that the current actual developed square footage is 1.1 million square feet, and the proposed expansion is 147,000 square feet, the anticipated requirements for public services and utilities were never met.

No impacts were identified for natural gas and electricity although energy conservation measures were recommended (see Energy Section below).

Water and sewer improvements that were put in place to accommodate the existing MainPlace structures should be able to accommodate the proposed expansions. The Orange County Sanitation District completed a major sewer upgrade to the project area with entitlements for Main Street concourse. Any additional modification will be the responsibility of the developer. No significant impact is anticipated.

It is not expected that the proposed 147,000 square foot expansion will constrain the capability of telephone, solid waste, police and fire services. The conclusions of the Fashion Square EIR regarding on-site security and fire suppression services should remain a requirement for the proposed expansion.

Energy Conservation

As with the structure that was proposed in the Fashion Square EIR, the new 147,000 square foot expansion, will need to be designed for optimum energy efficiency in accordance with Energy Conservation Standards for non-residential buildings. The projected natural gas consumption for the 150,000 square foot addition would be 3 million cubic feet/month based on a consumption rate of 20 cubic feet per month per square foot, while the projected electricity consumption would be 600,000 Kwh/month based on a consumption rate of 4.0 Kwh per month per square foot. These numbers are approximations.

The originally projected energy usages in the Fashion Square EIR, based on building of over 4 million square feet of office, retail and hotel uses resulted in a projected consumption of over 86 million cubic feet per month of natural gas and over 13 million Kwh/month of electricity. Based on a ratio comparison, the existing MainPlace's 1.1 million square feet combined with the proposed 147,000 square foot expansion will be approximately one-third of that which was originally projected for energy usage. No impacts will result.

PERSONAL COMMUNICATIONS

Brunswig, Ron. Senior Vice President, Urban Retail Properties, Santa Ana, CA. April 1, 1996 - telephone conversation.

Chico, Tom. Program supervisor. South Coast Air Quality Management District, Diamond Bar, CA. March 26, 1996 - telephone conversation.

Hogo, Henry. Planning Manager. South Coast Air Quality Management District, Diamond Bar, CA. October 12, 1995 - telephone conversation.

Rice, Jeffrey. Case Planner. City of Santa Ana, Planning and Building Agency, Santa Ana, CA. March 22, 1996 - telephone conversation.

LIST OF PREPARERS

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Korve Engineering:

Catherine Higley

Traffic



BIBLIOGRAPHY

City of Santa Ana, 1978. Ordinance No. NS-1441. An Ordinance of the City of Santa Ana Amending Article VI of Chapter 18 of the Santa Municipal Code Relating to Noise Control.

City of Santa Ana, 1982. City of Santa Ana General Plan, Noise Element, pgs. 72-74. Adopted September 1982, per Resolution 82-122.

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Traffic Impact Analysis for the Main Street Concourse, DKS Asociates, January 2, 1992.

Trip Generation, Instituted Transportation Engineers, 5th Edition.

Ultrasystems, Inc., 1983. Final Environmental Impact Report for the City of Santa Ana Redevelopment Project: Fashion Square Commercial Center. Prepared for the City of Santa Ana, Community Redevelopment Agency.

EXHIBIT 7



MEMORANDUM

To: Ali Pezeshkpour, City of Santa Ana Planning and Building Agency From: Justin Glover, Sr. Account Manager, Communications LAB Re: Report on May 31 Sunshine Ordinance Meeting, MainPlace Transformation Project Date: June 4, 2018

On behalf of our client Centennial Real Estate and as a record of the May 31, 2018 public meeting on the MainPlace Mall Transformation Project, please find attached to this memorandum our report.

Please contact me with any questions at <u>Justin@communicationslab.com</u> or 949-215-5539.

MAINPLACE TRANSFORMATION PROJECT Report on Sunshine Ordinance Meeting

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- EXHIBIT B | NOTICE OF THE MEETING AT PROJECT SITE: PAGE 34
- EXHIBIT C | NOTICE OF MEETING PUBLISHED IN OC REGISTER: PAGE 39
- EXHIBIT D | MEETING MINUTES: PAGE 41
- EXHIBIT E | CEO OPENING REMARKS, Q & A SESSION: PAGE 46
- EXHIBIT F | COURT REPORTER TRANSCRIPT: PAGE 48
- EXHIBIT G | PUBLIC WRITTEN COMMENTS: PAGE 83
- EXHIBIT H | PUBLIC VIDEO COMMENTS: PAGE 105
- EXHIBIT I | SIGN-IN SHEETS: PAGE 107



Affidavit Regarding Community Meeting

I, Samuel Justin Glover, declare as follows:

1. This declaration is made on behalf of MainPlace Shoppingtown, LLC, pursuant to Santa Ana Municipal Code section 2-153 ("Section 2-153"). I have personal knowledge of the facts set forth below, and am able to competently testify thereto. I am available, on behalf of MainPlace Shoppingtown, LLC, to answer any questions regarding the matters discussed herein.

2. The community meeting required by Section 2-153 was held by MainPlace Shoppingtown, LLC, in compliance with Section 2-153, on May 31, 2018, from 5:30 pm to 7:30 pm.

3. Notice of the meeting was mailed to all property owners, and at least one occupant per dwelling unit having a valid United States Postal Service address within a 600 foot radius of the project site, on May 21, 2018. True and correct copies of the mailing, as well as the notification list, are collectively attached hereto as Exhibit A.

4. Notice of the meeting was posted on the project site (at all major entrances of MainPlace Mall) on May 21, 2018. A slightly modified version of the notice was posted at the same locations on May 22, 2018. True and correct copies of the posted notices are attached hereto as Exhibit B.

5. Notice of the meeting was published in the Orange County Register, a newspaper of general circulation within the City of Santa Ana, on May 21, 2018. A true and correct copy of the newspaper notice is attached hereto as Exhibit C.

6. Meeting minutes I prepared that provide an accurate description and summary of the meeting are attached hereto as Exhibit D.

7. The meeting was conducted in an open house format, but began with opening remarks from the applicant's CEO, as well as a question and answer session. A true and correct copy of the video of the opening remarks, including questions from the public and answers thereto, is attached hereto as Exhibit E.

8. A court reporter was hired to transcribe public comments at the meeting. In addition, members of the public were provided an opportunity to submit written comments and/or video comments. True and correct copies of the transcript prepared by the court reporter, the written comments received from the public, and the video comments received from the public are respectively attached hereto as Exhibits F, G, and H.

9. A true and correct copy of the sign-in sheet for the meeting is attached hereto as Exhibit I.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this date of June 4, 2018, at Orange, California.

A the

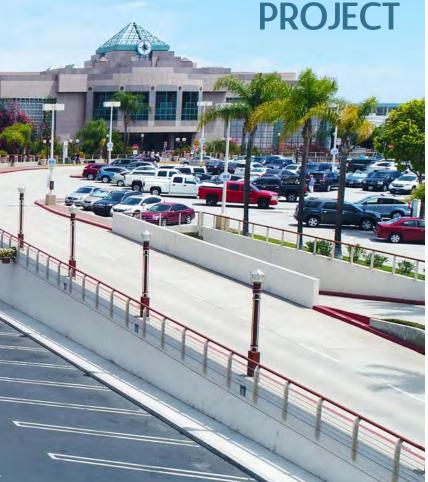
Samuel Justin Glover

MAINPLACE TRANSFORMATION PROJECT Report on Sunshine Ordinance Meeting

EXHIBIT A



MAINPLACE TRANSFORMATION PROJECT



JOIN US TO DISCUSS THESE EXCITING CHANGES

WHEN

THURSDAY, MAY 31, 2018 5:30 - 7:30 p.m. Former Nordstrom Department Store, 2nd Floor 2800 N Main St, Santa Ana, CA

WHERE

WHY YOU SHOULD ATTEND

- Learn about the proposed vision and project
- Share comments and ask questions
- Meet the project team

ABOUT THE PROJECT

The proposed MainPlace Mall Transformation Project seeks to preserve the mall as an iconic local shopping destination while evolving the center to meet the needs of today's consumer.

In addition to maintaining and improving more than one million square feet of retail space, the master plan integrates mixed-use to create a dynamic community destination in Orange County with a modernized MainPlace Mall at its core. This holistic approach to update the site plan with residential development will be ideal for live-work spaces, serving nearby workers in retail, hospital and government. This project proactively addresses the issues facing retail properties across the nation, creating a thriving MainPlace for generations to come.

www.TransformMainPlace.com.

Justin Glover, Community Outreach justin@communicationslab.com or 949-215-5539

Diego Teran, *Community Outreach* diego@communicationslab.com or 949-215-5539 *(Llame para recibir información en español) in-language support available*





PROYECTO DE TRANSFORMACIÓN DEL MAINPLACE

ÚNASE A NOSOTROS PARA HABLAR DE ESTOS INTERESANTES CAMBIOS

CUÁNDO

DÓNDE

JUEVES, 31 DE MAYO, 2018 5:30 - 7:30 p.m.

Antigua tienda Nordstrom, 2º piso 2800 N Main St, Santa Ana, CA

IMPORTANCIA DE SU ASISTENCIA

- Conozca la visión y proyecto propuestos
- Comparta sus comentarios y haga preguntas
- Conozca al equipo del proyecto

ACERCA DEL PROYECTO

El proyecto propuesto de Transformación del MainPlace Mall busca preservar al centro comercial como un icónico destino local de compras y a la vez busca la evolución del centro para cumplir con las necesidades del consumidor actual.

Además de mantener y mejorar más de 1 millón de pies cuadrados de espacio comercial, el plan maestro integra uso mixto para crear un dinámico destino comunitario en el Condado de Orange con un modernizado MainPlace Mall en el centro. Este enfoque holístico para actualizar el plan del sitio con urbanización residencial será ideal para viviendas-talleres, que sirvan a empleados locales en ventas al por menor, hospitales y gobierno. Este proyecto aborda preventivamente asuntos que las propiedades de ventas al por menor enfrentan en toda la nación, creando un vibrante MainPlace para las futuras generaciones.



MainPlace Transformation Project

C/o Communications LAB 701 E. Chapman Avenue Orange, CA 92866 PRSRT FIRST CLASS U.S. POSTAGE PAID LAKE FOREST, CA PERMIT #110

FULL NAME STREET2	STREET1	CITY	ST ZIP4
Occupant	2810 N Main St	Santa Ana	CA 92705-6605
Occupant	2820 N Main St	Santa Ana	CA 92705-6605
Occupant	2890 N Main St	Santa Ana	CA 92705-6605
Occupant	2800 N Main St Unit 100	Santa Ana	CA 92705-6616
Occupant	2800 N Main St Unit 1010	Santa Ana	CA 92705-6608
Occupant	2800 N Main St Unit 1014	Santa Ana	CA 92705-6608
Occupant	2800 N Main St Unit 1020	Santa Ana	CA 92705-6608
Occupant	2800 N Main St Unit 1024	Santa Ana	CA 92705-6608
Occupant	2800 N Main St Unit 1028	Santa Ana	CA 92705-6608
Occupant	2800 N Main St Unit 1030	Santa Ana	CA 92705-6608
Occupant	2800 N Main St Unit 1038	Santa Ana	CA 92705-6608
Occupant	2800 N Main St Unit 104	Santa Ana	CA 92705-6616
Occupant	2800 N Main St Unit 1040	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 1044	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 1048	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 1100	Santa Ana	CA 92705-6703
Occupant	2800 N Main St Unit 112	Santa Ana	CA 92705-6616
Occupant	2800 N Main St Unit 1140	Santa Ana	CA 92705-6615
Occupant	2800 N Main St Unit 1180	Santa Ana	CA 92705-6614
Occupant	2800 N Main St Unit 132	Santa Ana	CA 92705-6616
Occupant	2800 N Main St Unit 136	Santa Ana	CA 92705-6616
Occupant	2800 N Main St Unit 140	Santa Ana	CA 92705-6616
Occupant	2800 N Main St Unit 144	Santa Ana	CA 92705-6616
Occupant	2800 N Main St Unit 152	Santa Ana	CA 92705-6616
Occupant	2800 N Main St Unit 156	Santa Ana	CA 92705-6616
Occupant	2800 N Main St Unit 158	Santa Ana	CA 92705-6650
Occupant	2800 N Main St Unit 160	Santa Ana	CA 92705-6617
Occupant	2800 N Main St Unit 162	Santa Ana	CA 92705-6617
Occupant	2800 N Main St Unit 168	Santa Ana	CA 92705-6617
Occupant	2800 N Main St Unit 176	Santa Ana	CA 92705-6617
Occupant	2800 N Main St Unit 180	Santa Ana	CA 92705-6617
Occupant	2800 N Main St Unit 184	Santa Ana	CA 92705-6617
Occupant	2800 N Main St Unit 194	Santa Ana	CA 92705-6006
Occupant	2800 N Main St Unit 196	Santa Ana	CA 92705-6617
Occupant	2800 N Main St Unit 201	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 2050	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 2054	Santa Ana	CA 92705-6609

Occupant	2800 N Main St Unit 2060	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 2064	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 2068	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 2074	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 2078	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 208	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 2084	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 2086	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 2088	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 2100	Santa Ana	CA 92705-6614
Occupant	2800 N Main St Unit 212	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 2140	Santa Ana	CA 92705-6615
Occupant	2800 N Main St Unit 2160	Santa Ana	CA 92705-6615
Occupant	2800 N Main St Unit 218	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 224	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 228	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 232	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 236	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 240	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 244	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 248	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 260	Santa Ana	CA 92705-6610
Occupant	2800 N Main St Unit 268	Santa Ana	CA 92705-6674
Occupant	2800 N Main St Unit 272	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 280	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 282	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 284	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 300	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 301	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 302	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 303	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 304	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 306	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 308	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 3100	Santa Ana	CA 92705-6614
Occupant	2800 N Main St Unit 312	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 3150	Santa Ana	CA 92705-6715
Occupant	2800 N Main St Unit 316	Santa Ana	CA 92705-6611

Occupant	2800 N Main St Unit 332	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 340	Santa Ana	CA 92705-6611
Occupant	2800 N Main St Unit 342	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 344	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 348	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 400	Santa Ana	CA 92705-6617
Occupant	2800 N Main St Unit 404	Santa Ana	CA 92705-6617
Occupant	2800 N Main St Unit 406	Santa Ana	CA 92705-6617
Occupant	2800 N Main St Unit 408	Santa Ana	CA 92705-6617
Occupant	2800 N Main St Unit 412	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 416	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 418	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 426	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 430	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 438	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 442	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 446	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 450	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 458	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 500	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 504	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 508	Santa Ana	CA 92705-6618
Occupant	2800 N Main St Unit 512	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 524	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 528	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 536	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 540	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 544	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 546	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 548	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 552	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 556	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 558	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 560	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 564	Santa Ana	CA 92705-6619
Occupant	2800 N Main St Unit 568	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 572	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 576	Santa Ana	CA 92705-6620

Occupant	2800 N Main St Unit 580	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 584	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 600	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 601	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 602	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 603	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 606	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 608	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 610	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 632	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 636	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 640	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 644	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 648	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 652	Santa Ana	CA 92705-6612
Occupant	2800 N Main St Unit 656	Santa Ana	CA 92705-6007
Occupant	2800 N Main St Unit 660	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 664	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 668	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 672	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 700	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 701	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 702	Santa Ana	CA 92705-6609
Occupant	2800 N Main St Unit 704	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 708	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 712	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 716	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 720	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 724	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 726	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 728	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 736	Santa Ana	CA 92705-6613
Occupant	2800 N Main St Unit 740	Santa Ana	CA 92705-6614
Occupant	2800 N Main St Unit 744	Santa Ana	CA 92705-6614
Occupant	2800 N Main St Unit 748	Santa Ana	CA 92705-6614
Occupant	2800 N Main St Unit 752	Santa Ana	CA 92705-6614
Occupant	2800 N Main St Unit 756	Santa Ana	CA 92705-6614
Occupant	2800 N Main St Unit 760	Santa Ana	CA 92705-6614

Occupant	2800 N Main St Unit 775	Santa Ana	CA 92705-6615
Occupant	2800 N Main St Unit 800	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 808	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 826	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 828	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 836	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 840	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 844	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 848	Santa Ana	CA 92705-6620
Occupant	2800 N Main St Unit 852	Santa Ana	CA 92705-6621
Occupant	2800 N Main St Unit 854	Santa Ana	CA 92705-6621
Occupant	2800 N Main St Unit 860	Santa Ana	CA 92705-6621
Occupant	2800 N Main St Unit 864	Santa Ana	CA 92705-6621
Occupant	2800 N Main St Unit 868	Santa Ana	CA 92705-6621
Occupant	2800 N Main St Unit 872	Santa Ana	CA 92705-6621
Occupant	2800 N Main St Unit 900	Santa Ana	CA 92705-6621
Occupant	2800 N Main St Unit 9020	Santa Ana	CA 92705-6001
Occupant	2800 N Main St Unit 9021	Santa Ana	CA 92705-6022
Occupant	2800 N Main St Unit 9025	Santa Ana	CA 92705-6001
Occupant	2800 N Main St Unit 9030	Santa Ana	CA 92705-6001
Occupant	2800 N Main St Unit 9032	Santa Ana	CA 92705-6001
Occupant	2800 N Main St Unit 9034	Santa Ana	CA 92705-6000
Occupant	2800 N Main St Unit 9035	Santa Ana	CA 92705-6622
Occupant	2800 N Main St Unit 904	Santa Ana	CA 92705-6621
Occupant	2800 N Main St Unit 9040	Santa Ana	CA 92705-6002
Occupant	2800 N Main St Unit 9050	Santa Ana	CA 92705-6000
Occupant	2800 N Main St Unit 9053	Santa Ana	CA 92705-6000
Occupant	2800 N Main St Unit 9055	Santa Ana	CA 92705-6000
Occupant	2800 N Main St Unit 906	Santa Ana	CA 92705-6621
Occupant	2800 N Main St Unit 9060	Santa Ana	CA 92705-6000
Occupant	2800 N Main St Unit 9062	Santa Ana	CA 92705-6000
Occupant	2800 N Main St Unit 9064	Santa Ana	CA 92705-6699
Occupant	2800 N Main St Unit 9065	Santa Ana	CA 92705-6022
Occupant	2800 N Main St Unit 9067	Santa Ana	CA 92705-6699
Occupant	2800 N Main St Unit 9070	Santa Ana	CA 92705-6699
Occupant	2800 N Main St Unit 9075	Santa Ana	CA 92705-6699
Occupant	2800 N Main St Unit 9078	Santa Ana	CA 92705-6699
Occupant	2800 N Main St Unit 908	Santa Ana	CA 92705-6621

Occupant	2800 N Main St Unit 9080	Santa Ana	CA	92705-6698
Occupant	2800 N Main St Unit 9082	Santa Ana	CA	92705-6698
Occupant	2800 N Main St Unit 9087	Santa Ana	CA	92705-6699
Occupant	2800 N Main St Unit 9100	Santa Ana	CA	92705-6697
Occupant	2800 N Main St Unit 912	Santa Ana	CA	92705-6621
Occupant	2800 N Main St Unit 916	Santa Ana	CA	92705-6621
Occupant	2800 N Main St Unit 920	Santa Ana	CA	92705-6614
Occupant	2800 N Main St Unit 9210	Santa Ana	CA	92705-6003
Occupant	2800 N Main St Unit 9220	Santa Ana	CA	92705-6003
Occupant	2800 N Main St Unit 924	Santa Ana	CA	92705-6614
Occupant	2800 N Main St Unit 932	Santa Ana	CA	92705-6614
Occupant	2800 N Main St Unit 934	Santa Ana	CA	92705-6614
Occupant	2800 N Main St Unit 936	Santa Ana	CA	92705-6614
Occupant	2800 N Main St Unit 940	Santa Ana	CA	92705-6614
Occupant	2800 N Main St Unit 944	Santa Ana	CA	92705-6614
Occupant	2800 N Main St Unit 948	Santa Ana	CA	92705-6614
Occupant	2800 N Main St Unit 999	Santa Ana	CA	92705-6622
Occupant	2850 N Main St	Santa Ana	CA	92705-6605
Santa Ana RR	2677 N Main St Ste 470	Santa Ana	CA	92705-6692
State Of California	2501 Pullman St	Santa Ana	CA	92705-5515
Occupant	2670 N Main St Ste 100	Santa Ana	CA	92705-6639
Occupant	2670 N Main St Ste 150	Santa Ana	CA	92705-6658
Occupant	2670 N Main St Ste 265	Santa Ana	CA	92705-6654
Occupant	2670 N Main St Ste 200	Santa Ana	CA	92705-6639
Occupant	2670 N Main St Ste 270	Santa Ana	CA	92705-6639
Occupant	2670 N Main St Ste 240	Santa Ana	CA	92705-6639
Occupant	2670 N Main St Ste 245	Santa Ana	CA	92705-6689
Occupant	2670 N Main St Ste 250	Santa Ana	CA	92705-6653
Occupant	2670 N Main St Ste 320	Santa Ana	CA	92705-6639
Occupant	2670 N Main St Ste 300	Santa Ana	CA	92705-6654
Occupant	2670 N Main St Ste 350	Santa Ana	CA	92705-6648
Occupant	2670 N Main St Ste 305	Santa Ana	CA	92705-6693
Occupant	2670 N Main St Ste 370	Santa Ana	CA	92705-6648
Occupant	2670 N Main St Ste 380	Santa Ana	CA	92705-6639
Occupant	2660 N Main St	Santa Ana	CA	92705-6601
Occupant	2600 N Main St	Santa Ana	CA	92705-6601
Discovery Science Center Of Orange County	2500 N Main St	Santa Ana	CA	
Occupant	2700 N Main St Ste 100	Santa Ana	CA	92705-6638

Occupant	2700 N Main St Ste 105	Santa Ana	CA 92705-6638
Occupant	2700 N Main St Ste 115	Santa Ana	CA 92705-6638
Occupant	2700 N Main St Ste 310	Santa Ana	CA 92705-6638
Occupant	2700 N Main St Ste 335	Santa Ana	CA 92705-6647
Occupant	2700 N Main St Ste 337	Santa Ana	CA 92705-6638
Occupant	2700 N Main St Ste 340	Santa Ana	CA 92705-6638
Occupant	2700 N Main St Ste 400	Santa Ana	CA 92705-6666
Occupant	2700 N Main St Ste 500	Santa Ana	CA 92705-6637
Occupant	2700 N Main St Ste 502	Santa Ana	CA 92705-6637
Occupant	2700 N Main St Ste 506	Santa Ana	CA 92705-6637
Occupant	2700 N Main St Ste 508	Santa Ana	CA 92705-6637
Occupant	2700 N Main St Ste 510	Santa Ana	CA 92705-6637
Occupant	2700 N Main St Ste 533	Santa Ana	CA 92705-6646
Occupant	2700 N Main St Ste 601	Santa Ana	CA 92705-6668
Occupant	2700 N Main St Ste 610	Santa Ana	CA 92705-6669
Occupant	2700 N Main St Ste 630	Santa Ana	CA 92705-6636
Occupant	2700 N Main St Ste 750	Santa Ana	CA 92705-6636
Occupant	2700 N Main St Ste 761	Santa Ana	CA 92705-6636
Occupant	2700 N Main St Ste 765	Santa Ana	CA 92705-6651
Occupant	2700 N Main St Ste 840	Santa Ana	CA 92705-6675
Occupant	2700 N Main St Ste 845	Santa Ana	CA 92705-6675
Occupant	2700 N Main St Ste 850	Santa Ana	CA 92705-6676
Occupant	2700 N Main St Ste 860	Santa Ana	CA 92705-6677
Occupant	2700 N Main St Ste 945	Santa Ana	CA 92705-6678
Occupant	2700 N Main St Ste 980	Santa Ana	CA 92705-6630
Occupant	2700 N Main St Ste 990	Santa Ana	CA 92705-6679
Occupant	2700 N Main St Ste 1000	Santa Ana	CA 92705-6657
Occupant	2700 N Main St Ste 1040	Santa Ana	CA 92705-6685
Occupant	2700 N Main St Ste 1050	Santa Ana	CA 92705-6655
Occupant	2700 N Main St Ste 1060	Santa Ana	CA 92705-6686
Occupant	2700 N Main St Ste 1070	Santa Ana	CA 92705-6656
Occupant	2700 N Main St Ste 1100	Santa Ana	CA 92705-6680
Occupant	2700 N Main St Ste 1105	Santa Ana	CA 92705-6682
Occupant	2700 N Main St Ste 1107	Santa Ana	CA 92705-6683
Occupant	2700 N Main St Ste 1110	Santa Ana	CA 92705-6680
Occupant	2700 N Main St Ste 1200	Santa Ana	CA 92705-6684
Occupant	2700 N Main St	Santa Ana	CA 92705-6634
Occupant	2800 N Main St	Santa Ana	CA 92705-6607

Occupant	2677 N Main St Ste 100	Santa Ana	CA 92705-6663
Occupant	2677 N Main St Ste 108	Santa Ana	CA 92705-6014
Occupant	2677 N Main St Ste 115	Santa Ana	CA 92705-6694
Occupant	2677 N Main St Ste 120	Santa Ana	CA 92705-6624
Occupant	2677 N Main St Ste 125	Santa Ana	CA 92705-6671
Occupant	2677 N Main St Ste 130	Santa Ana	CA 92705-6665
Occupant	2677 N Main St Ste 140	Santa Ana	CA 92705-6659
Occupant	2677 N Main St Ste 150	Santa Ana	CA 92705-6640
Occupant	2677 N Main St Ste 200	Santa Ana	CA 92705-6625
Occupant	2677 N Main St Ste 225	Santa Ana	CA 92705-6695
Occupant	2677 N Main St Ste 230	Santa Ana	CA 92705-6695
Occupant	2677 N Main St Ste 240	Santa Ana	CA 92705-6695
Occupant	2677 N Main St Ste 300	Santa Ana	CA 92705-6626
Occupant	2677 N Main St Ste 310	Santa Ana	CA 92705-6626
Occupant	2677 N Main St Ste 350	Santa Ana	CA 92705-6750
Occupant	2677 N Main St Ste 370	Santa Ana	CA 92705-6013
Occupant	2677 N Main St Ste 400	Santa Ana	CA 92705-6627
Occupant	2677 N Main St Ste 460	Santa Ana	CA 92705-6642
Occupant	2677 N Main St Ste 465	Santa Ana	CA 92705-6642
Occupant	2677 N Main St Ste 500	Santa Ana	CA 92705-6628
Occupant	2677 N Main St Ste 540	Santa Ana	CA 92705-6696
Occupant	2677 N Main St Ste 600	Santa Ana	CA 92705-6629
Occupant	2677 N Main St Ste 700	Santa Ana	CA 92705-6629
Occupant	2677 N Main St Ste 810	Santa Ana	CA 92705-6632
Occupant	2677 N Main St Ste 820	Santa Ana	CA 92705-6631
Occupant	2677 N Main St Ste 830	Santa Ana	CA 92705-6690
Occupant	2677 N Main St Ste 815	Santa Ana	CA 92705-6661
Occupant	2677 N Main St Ste 825	Santa Ana	CA 92705-6649
Occupant	2677 N Main St Ste 850	Santa Ana	CA 92705-6661
Occupant	2677 N Main St Ste 860	Santa Ana	CA 92705-6652
Occupant	2677 N Main St Ste 870	Santa Ana	CA 92705-6643
Occupant	2677 N Main St Ste 900	Santa Ana	CA 92705-6632
Occupant	2677 N Main St Ste 901	Santa Ana	CA 92705-6632
Occupant	2677 N Main St Ste 910	Santa Ana	CA 92705-6690
Occupant	2677 N Main St Ste 930	Santa Ana	CA 92705-6632
Occupant	2677 N Main St Ste 1000	Santa Ana	CA 92705-6633
Occupant	2677 N Main St Ste 1050	Santa Ana	CA 92705-6004
Occupant	2677 N Main St Ste 1070	Santa Ana	CA 92705-6004

Occupant	2677 N Main St Ofc	Santa Ana	CA 92705-6015
Occupant	2773 N Main St	Santa Ana	CA 92705-6008
Occupant	2775 N Main St	Santa Ana	CA 92705-6008
Occupant	2777 N Main St	Santa Ana	CA 92705-6008
Occupant	2783 N Main St	Santa Ana	CA 92705-6008
Occupant	2785 N Main St	Santa Ana	CA 92705-6008
Occupant	2787 N Main St	Santa Ana	CA 92705-6008
Occupant	2789 N Main St	Santa Ana	CA 92705-6008
Occupant	2791 N Main St	Santa Ana	CA 92705-6008
Occupant	103 E Memory Ln	Santa Ana	CA 92705-6012
Occupant	111 E Memory Ln	Santa Ana	CA 92705-6012
Occupant	121 E Memory Ln	Santa Ana	CA 92705-6012
Occupant	131 E Memory Ln	Santa Ana	CA 92705-6012
Occupant	151 E Memory Ln	Santa Ana	CA 92705-6012
Biss LLC	205 Memory Ln	Santa Ana	CA 92705-6005
Robert P Kelley	207 Memory Ln	Santa Ana	CA 92705-6005
Pasha Ali Mirhadi	209 Memory Ln	Santa Ana	CA 92705-6005
Christopher Goffredo	211 Memory Ln	Santa Ana	CA 92705-6005
Robert H Leung	213 Memory Ln	Santa Ana	CA 92705-6005
Christopher K Evans	215 Memory Ln	Santa Ana	CA 92705-6005
Paul Phuong Tran	217 Memory Ln	Santa Ana	CA 92705-6005
Michael T Andrews	219 Memory Ln	Santa Ana	CA 92705-6005
Resident	221 Memory Ln	Santa Ana	CA 92705-6005
Takeyuki & Atsuko Goshima	223 Memory Ln	Santa Ana	CA 92705-6005
Tony Crisp	225 Memory Ln	Santa Ana	CA 92705-6005
Carol Lynn Bjornestad	227 Memory Ln	Santa Ana	CA 92705-6005
Vincent A Snee	229 Memory Ln	Santa Ana	CA 92705-6005
Resident	231 Memory Ln	Santa Ana	CA 92705-6005
Cindy Hoi Shan Cheung	199 E City Place Dr	Santa Ana	CA 92705-6010
George Nguyen	197 E City Place Dr	Santa Ana	CA 92705-6010
Linda T Ta	195 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	193 E City Place Dr	Santa Ana	CA 92705-6010
Abraham Park	191 E City Place Dr	Santa Ana	CA 92705-6010
Ian E Hedge	189 E City Place Dr	Santa Ana	CA 92705-6010
Teang Sy/Melvin Tann	187 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	185 E City Place Dr	Santa Ana	CA 92705-6010
Lsb Investments	183 E City Place Dr	Santa Ana	CA 92705-6010
James C Bechler	181 E City Place Dr	Santa Ana	CA 92705-6010

Thomas K Yeon/Sarah Yi	179 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	177 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	175 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	173 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	171 E City Place Dr	Santa Ana	CA 92705-6010
Kasaben Investment Group	169 E City Place Dr	Santa Ana	CA 92705-6010
Amy L Stark	213 E City Place Dr	Santa Ana	CA 92705-6011
Fernando M & Patricia Padilla	211 E City Place Dr	Santa Ana	CA 92705-6011
Sandip S & Nikki Ravalya Vadher	209 E City Place Dr	Santa Ana	CA 92705-6011
Occupant	207 E City Place Dr	Santa Ana	CA 92705-6011
Dae Hyeon Kim	161 E City Place Dr	Santa Ana	CA 92705-6010
Bechler LLC	159 E City Place Dr	Santa Ana	CA 92705-6010
Mark Jon Yessian	157 E City Place Dr	Santa Ana	CA 92705-6010
Susanna T Chu	155 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	153 E City Place Dr	Santa Ana	CA 92705-6010
Resident	412 E Jeanette Ln	Santa Ana	CA 92705-6017
Kelly G Mullarney	151 E City Place Dr	Santa Ana	CA 92705-6010
Christine A & Rooy Jerry M Van Rooy	149 E City Place Dr	Santa Ana	CA 92705-6010
David P Ko	147 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	145 E City Place Dr	Santa Ana	CA 92705-6010
David C Wavro	143 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	141 E City Place Dr	Santa Ana	CA 92705-6010
Quan Nguyen	139 E City Place Dr	Santa Ana	CA 92705-6010
Ali Ashabi Minoo Ghotbzadeh	137 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	135 E City Place Dr	Santa Ana	CA 92705-6010
Ken & Terry Leng Cheng	133 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	131 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	129 E City Place Dr	Santa Ana	CA 92705-6010
Leila D Zagwolsky	127 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	125 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	123 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	121 E City Place Dr	Santa Ana	CA 92705-6010
Alain S Wu	11552 Ranch HI	North Tustin	CA 92705-3130
Occupant	119 E City Place Dr	Santa Ana	CA 92705-6010
Kuulocations LLC	117 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	115 E City Place Dr	Santa Ana	CA 92705-6010
Christina Belmonte	113 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	111 E City Place Dr	Santa Ana	CA 92705-6010

Occupant	109 E City Place Dr	Santa Ana	CA 92705-6010
Douglas & Milagros Asuncion	107 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	105 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	103 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	3017 N Main St	Santa Ana	CA 92705-6009
Jonathan Pham/Natalie N Ton	3015 N Main St	Santa Ana	CA 92705-6009
Dana N Harvey	3013 N Main St	Santa Ana	CA 92705-6009
Dana N Harvey	3011 N Main St	Santa Ana	CA 92705-6009
Steven Kha	3009 N Main St	Santa Ana	CA 92705-6009
Occupant	3007 N Main St	Santa Ana	CA 92705-6009
Resident	258 E Jeanette Ln	Santa Ana	CA 92705-6016
Victor Cheung	256 E Jeanette Ln	Santa Ana	CA 92705-6016
Brian Linh Pham/Caitlyn Vo	254 E Jeanette Ln	Santa Ana	CA 92705-6016
Blake Means/Adriana Falcon	252 E Jeanette Ln	Santa Ana	CA 92705-6016
Resident	250 E Jeanette Ln	Santa Ana	CA 92705-6016
Kristina Borja	248 E Jeanette Ln	Santa Ana	CA 92705-6016
Santiago Diaz	246 E Jeanette Ln	Santa Ana	CA 92705-6016
Maribel Leon	244 E Jeanette Ln	Santa Ana	CA 92705-6016
Gary Essex Aguilar Solsona	238 E Jeanette Ln	Santa Ana	CA 92705-6016
Resident	236 E Jeanette Ln	Santa Ana	CA 92705-6016
Nicholas Villalovos	234 E Jeanette Ln	Santa Ana	CA 92705-6016
Resident	232 E Jeanette Ln	Santa Ana	CA 92705-6016
Resident	230 E Jeanette Ln	Santa Ana	CA 92705-6016
Christopher A Eng	228 E Jeanette Ln	Santa Ana	CA 92705-6016
James Williams	226 E Jeanette Ln	Santa Ana	CA 92705-6016
Resident	224 E Jeanette Ln	Santa Ana	CA 92705-6016
Derrick L Chan-Sew	218 E Jeanette Ln	Santa Ana	CA 92705-6016
Maria Renee Trujillo	216 E Jeanette Ln	Santa Ana	CA 92705-6016
Bethlehem Wudie	214 E Jeanette Ln	Santa Ana	CA 92705-6016
Resident	212 E Jeanette Ln	Santa Ana	CA 92705-6016
Ruben & Dorothy Czerny	210 E Jeanette Ln	Santa Ana	CA 92705-6016
Sheila S Yei	208 E Jeanette Ln	Santa Ana	CA 92705-6016
Jason Williams	206 E Jeanette Ln	Santa Ana	CA 92705-6016
Brady J & Andrea L Hunt	204 E Jeanette Ln	Santa Ana	CA 92705-6016
Daniel D Lee	235 E Jeanette Ln	Santa Ana	CA 92705-6016
Bo Zhao	233 E Jeanette Ln	Santa Ana	CA 92705-6016
Dimetros Dammena	231 E Jeanette Ln	Santa Ana	CA 92705-6016
Resident	229 E Jeanette Ln	Santa Ana	CA 92705-6016

Thuy Thanh Pham	227 E Jeanette Ln	Santa Ana
Ernest M & Lesley Linda Rivera	225 E Jeanette Ln	Santa Ana
Resident	223 E Jeanette Ln	Santa Ana
Jason A Badger	221 E Jeanette Ln	Santa Ana
Noel K Wu/Junko Tominaga	241 E Jeanette Ln	Santa Ana
Robert A Cruz/Kristen Frame	243 E Jeanette Ln	Santa Ana
Cho Yun Kao	245 E Jeanette Ln	Santa Ana
Sunday G Pineda/Michelle Manuel	247 E Jeanette Ln	Santa Ana
Resident	249 E Jeanette Ln	Santa Ana
Sarah Yukinii Watari	251 E Jeanette Ln	Santa Ana
Keith M Willer	253 E Jeanette Ln	Santa Ana
Matthew W Lai	255 E Jeanette Ln	Santa Ana
Kevin Donaghey	257 E Jeanette Ln	Santa Ana
Clare Rose Jimeno	259 E Jeanette Ln	Santa Ana
Margaret Kanishock	261 E Jeanette Ln	Santa Ana
Resident	304 E Jeanette Ln	Santa Ana
Andrew Prichard	306 E Jeanette Ln	Santa Ana
Val H Tran/My T Phuong	310 E Jeanette Ln	Santa Ana
Diem Dang Ngoc Nguyen	504 E Jeanette Ln	Santa Ana
Shasha Guan	506 E Jeanette Ln	Santa Ana
Luis M Marcano/Maria C Salazar	508 E Jeanette Ln	Santa Ana
Trang Nguyen	510 E Jeanette Ln	Santa Ana
Andres E Rodriguez Brito	512 E Jeanette Ln	Santa Ana
Resident	514 E Jeanette Ln	Santa Ana
Keng Chai Loy	516 E Jeanette Ln	Santa Ana
Sho & Yuka Hatta	522 E Jeanette Ln	Santa Ana
Resident	524 E Jeanette Ln	Santa Ana
Eric Wu	526 E Jeanette Ln	Santa Ana
Resident	328 E Jeanette Ln	Santa Ana
Serena K Ng	326 E Jeanette Ln	Santa Ana
Alan Randle	324 E Jeanette Ln	Santa Ana
Resident	322 E Jeanette Ln	Santa Ana
Markus Mettler	320 E Jeanette Ln	Santa Ana
Peter Kim/Anna Cho	318 E Jeanette Ln	Santa Ana
Resident	316 E Jeanette Ln	Santa Ana
Tanya Chopra	414 E Jeanette Ln	Santa Ana
Kevin I Kim	410 E Jeanette Ln	Santa Ana
Resident	408 E Jeanette Ln	Santa Ana

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na	CA	92705-6016
na	СА	92705-6016
na	CA	92705-6016
na	СА	92705-6016
na	CA	92705-6018
na	CA	92705-6018
na	CA	92705-6018
na	CA	92705-6019
na	CA	92705-6018
na	CA	92705-6017
na	CA	92705-6017
na	CA	92705-6017

Resident	406 E Jeanette Ln	Santa Ana	CA 92705-6017
Resident	404 E Jeanette Ln	Santa Ana	CA 92705-6017
John Alves/Camille Stewart	448 E Jeanette Ln	Santa Ana	CA 92705-6017
Atulkumar N & Sudha A Patel	450 E Jeanette Ln	Santa Ana	CA 92705-6017
Brian Bui	452 E Jeanette Ln	Santa Ana	CA 92705-6017
Frank & Deborah A Rigley	454 E Jeanette Ln	Santa Ana	CA 92705-6017
Nirav Hemanshu Badani/Jamila Jaffer	426 E Jeanette Ln	Santa Ana	CA 92705-6017
Brian Jay & Justine Emnace Encabo	424 E Jeanette Ln	Santa Ana	CA 92705-6017
Eugene Chang	422 E Jeanette Ln	Santa Ana	CA 92705-6017
Robert F & Laura M Copeland	420 E Jeanette Ln	Santa Ana	CA 92705-6017
David T Truong	432 E Jeanette Ln	Santa Ana	CA 92705-6017
Charles W Daff	434 E Jeanette Ln	Santa Ana	CA 92705-6017
Kevin Ho	436 E Jeanette Ln	Santa Ana	CA 92705-6017
Ti & Jennifer Le	438 E Jeanette Ln	Santa Ana	CA 92705-6017
Brianne R Kelley	440 E Jeanette Ln	Santa Ana	CA 92705-6017
Resident	442 E Jeanette Ln	Santa Ana	CA 92705-6017
Daniel C Jaffurs	604 E Jeanette Ln	Santa Ana	CA 92705-6020
John S Lim	606 E Jeanette Ln	Santa Ana	CA 92705-6020
Monica Stoner	608 E Jeanette Ln	Santa Ana	CA 92705-6020
Eileen Hui-Yi Wang	610 E Jeanette Ln	Santa Ana	CA 92705-6020
Resident	612 E Jeanette Ln	Santa Ana	CA 92705-6020
Grant Hooks	614 E Jeanette Ln	Santa Ana	CA 92705-6020
Nanxin Li	638 E Jeanette Ln	Santa Ana	CA 92705-6020
Un Ho & Emily Keunjung Chung	640 E Jeanette Ln	Santa Ana	CA 92705-6020
Aida B & James E Cook	634 E Jeanette Ln	Santa Ana	CA 92705-6020
Victor K & Cassandra A Van Zandt	636 E Jeanette Ln	Santa Ana	CA 92705-6020
Anthony S Thomas	626 E Jeanette Ln	Santa Ana	CA 92705-6020
Resident	624 E Jeanette Ln	Santa Ana	CA 92705-6020
Resident	622 E Jeanette Ln	Santa Ana	CA 92705-6020
Resident	620 E Jeanette Ln	Santa Ana	CA 92705-6020
Alan Eric Schlichting	335 Memory Ln	Santa Ana	CA 92705-6021
Robert J /Amanda L Page-Karleskint	337 Memory Ln	Santa Ana	CA 92705-6021
Francis NA	339 Memory Ln	Santa Ana	CA 92705-6021
Richard Pilkington	341 Memory Ln	Santa Ana	CA 92705-6021
Terishia T Tran	347 Memory Ln	Santa Ana	CA 92705-6021
Eric Lan/Kai Chun Ning	349 Memory Ln	Santa Ana	CA 92705-6021
Christian A Kelley	351 Memory Ln	Santa Ana	CA 92705-6021
Gerardo De Jesus	353 Memory Ln	Santa Ana	CA 92705-6021

Llesena Ontiveras	355 Memory Ln	Santa Ana	CA 92705-6021
Richard F & Patty Lopez	357 Memory Ln	Santa Ana	CA 92705-6021
Kristine Y Seko	359 Memory Ln	Santa Ana	CA 92705-6021
Nasir Javed	361 Memory Ln	Santa Ana	CA 92705-6021
Resident	367 Memory Ln	Santa Ana	CA 92705-6021
Anthonio /Romie Barron- Briseno	369 Memory Ln	Santa Ana	CA 92705-6021
Aaron Hamilton	371 Memory Ln	Santa Ana	CA 92705-6021
Occupant	205 E City Place Dr	Santa Ana	CA 92705-6011
Occupant	167 E City Place Dr	Santa Ana	CA 92705-6010
Occupant	2700 N Main St Ste 320	Santa Ana	CA 92705-6638
Eastcity PI Onetwentyone	9952 Briley Way	Villa Park	CA 92861-4200
Alex Nackoul	18451 Serrano Ave	Villa Park	CA 92861-2756
Jacob Barger	PO Box 4489	Orange	CA 92863-4489
Benjamin Baitlon	561 N Cambridge St	Orange	CA 92867-6837
Mark A Stevens	690 N Sacramento St	Orange	CA 92867-7231
Childrens Hospital Of Orange County	455 S Main St	Orange	CA 92868-3835
Occupant	557 S Main St	Orange	CA 92868-4566
Resident	564 S Devon Rd	Orange	CA 92868-4520
Guadalupe & Rosalia Marcial	574 S Devon Rd	Orange	CA 92868-4520
Joseph H & Melissa A Niemela	582 S Devon Rd	Orange	CA 92868-4520
Juan Martinez Lozano	563 S Devon Rd	Orange	CA 92868-4519
Horacio R & Magdalena V Arcero	573 S Devon Rd	Orange	CA 92868-4519
Martir Ricardo Estrada	581 S Devon Rd	Orange	CA 92868-4519
Isidro T & Perlita G Cruz	591 S Devon Rd	Orange	CA 92868-4519
Javier & Rafaela Serrano	592 S Crest Rd	Orange	CA 92868-4504
Nelson E Segovia	582 S Crest Rd	Orange	CA 92868-4504
Jose Villalvazo	574 S Crest Rd	Orange	CA 92868-4504
Resident	564 S Crest Rd	Orange	CA 92868-4504
Gerardo Jerry Viera	553 S Crest Rd	Orange	CA 92868-4503
Daniel L Becerra	563 S Crest Rd	Orange	CA 92868-4503
Robert A Bohack	573 S Crest Rd	Orange	CA 92868-4503
Esequiel Z Gracia	581 S Crest Rd	Orange	CA 92868-4503
Resident	591 S Crest Rd	Orange	CA 92868-4503
Christian V Gonzalez	592 S Bedford Rd	Orange	CA 92868-4502
Marcella Ann Matthews	582 S Bedford Rd	Orange	CA 92868-4502
Guillermo Rosas & Maria Gabriela Garcia	574 S Bedford Rd	Orange	CA 92868-4502
Roberto M & Kelly J Alatorre	564 S Bedford Rd	Orange	CA 92868-4502
Fidel Alatorre	554 S Bedford Rd	Orange	CA 92868-4502

Occupant	500 S Main St Ste 320	Orange	C A	92868-4559
Occupant	500 S Main St Ste 120	Orange		92868-4512
Occupant	500 S Main St Ste 103	Orange	CA	
•	500 S Main St Ste 114 500 S Main St Ste 105	Orange		92868-4512
Occupant		•		
Occupant	500 S Main St Ste 102	Orange		92868-4512
Occupant	500 S Main St Ste 1030	Orange	CA	
Occupant	500 S Main St Ste 500	Orange		92868-4536
Occupant	500 S Main St Ste 600	Orange		92868-4514
Occupant	500 S Main St Ste 900	Orange		92868-4563
Occupant	500 S Main St Ste 1000	Orange		92868-4533
Occupant	500 S Main St Ste 101	Orange	CA	92868-4535
Occupant	500 S Main St Ste 1100	Orange	CA	92868-4513
Occupant	500 S Main St Ste 1210	Orange		92868-4556
Occupant	500 S Main St Ste 110	Orange	CA	92868-4536
Occupant	500 S Main St Ste 550	Orange	CA	92868-4552
Occupant	500 S Main St Ste 700	Orange	CA	
Occupant	530 S Main St Ste 600	Orange	CA	92868-4544
Occupant	530 S Main St Ste 100	Orange	CA	92868-4555
Occupant	550 S Main St	Orange	CA	92868-4506
Occupant	600 S Main St Ste 1000	Orange	CA	92868-4650
Occupant	600 S Main St Ste 906	Orange	CA	92868-4697
Occupant	600 S Main St Ste 900	Orange	CA	92868-4607
Resident	1235 W Town And Country Rd Apt 1101	Orange	CA	92868-4612
Resident	1235 W Town And Country Rd Apt 1102	Orange	CA	92868-4612
Resident	1235 W Town And Country Rd Apt 1103	Orange	CA	92868-4612
Resident	1235 W Town And Country Rd Apt 1104	Orange	CA	92868-4612
Resident	1235 W Town And Country Rd Apt 1105	Orange	CA	92868-4612
Resident	1235 W Town And Country Rd Apt 1106	Orange	CA	92868-4612
Resident	1235 W Town And Country Rd Apt 1107	Orange	CA	92868-4612
Resident	1235 W Town And Country Rd Apt 1201	Orange	CA	92868-4613
Resident	1235 W Town And Country Rd Apt 1202	Orange	CA	92868-4613
Resident	1235 W Town And Country Rd Apt 1203	Orange	CA	92868-4613
Resident	1235 W Town And Country Rd Apt 1204	Orange	CA	92868-4613
Resident	1235 W Town And Country Rd Apt 1205	Orange	CA	92868-4613
Resident	1235 W Town And Country Rd Apt 1206	Orange	CA	92868-4613
Resident	1235 W Town And Country Rd Apt 1207	Orange	CA	92868-4613
Resident	1235 W Town And Country Rd Apt 1301	Orange	CA	92868-4614
Resident	1235 W Town And Country Rd Apt 1302	Orange	CA	
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Resident	1235 W Town And Country Rd Apt 1303	Orange	CA 92868-4614
Resident	1235 W Town And Country Rd Apt 1304	Orange	CA 92868-4614
Resident	1235 W Town And Country Rd Apt 1305	Orange	CA 92868-4614
Resident	1235 W Town And Country Rd Apt 1306	Orange	CA 92868-4614
Resident	1235 W Town And Country Rd Apt 1307	Orange	CA 92868-4614
Resident	1235 W Town And Country Rd Apt 1401	Orange	CA 92868-4617
Resident	1235 W Town And Country Rd Apt 1402	Orange	CA 92868-4617
Resident	1235 W Town And Country Rd Apt 1403	Orange	CA 92868-4617
Resident	1235 W Town And Country Rd Apt 1404	Orange	CA 92868-4617
Resident	1235 W Town And Country Rd Apt 1405	Orange	CA 92868-4617
Resident	1235 W Town And Country Rd Apt 1406	Orange	CA 92868-4617
Resident	1235 W Town And Country Rd Apt 1407	Orange	CA 92868-4617
Resident	1235 W Town And Country Rd Apt 2101	Orange	CA 92868-4619
Resident	1235 W Town And Country Rd Apt 2102	Orange	CA 92868-4619
Resident	1235 W Town And Country Rd Apt 2103	Orange	CA 92868-4619
Resident	1235 W Town And Country Rd Apt 2104	Orange	CA 92868-4619
Resident	1235 W Town And Country Rd Apt 2105	Orange	CA 92868-4619
Resident	1235 W Town And Country Rd Apt 2106	Orange	CA 92868-4619
Resident	1235 W Town And Country Rd Apt 2108	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2109	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2110	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2111	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2112	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2113	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2114	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2115	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2116	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2117	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2118	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2119	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2120	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2121	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2122	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2123	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2124	Orange	CA 92868-4622
Resident	1235 W Town And Country Rd Apt 2125	Orange	CA 92868-4624
Resident	1235 W Town And Country Rd Apt 2126	Orange	CA 92868-4624
Resident	1235 W Town And Country Rd Apt 2127	Orange	CA 92868-4624
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Resident	1235 W Town And Country Rd Apt 2128	Orange	CA	92868-4624
Resident	1235 W Town And Country Rd Apt 2129	Orange	CA	92868-4624
Resident	1235 W Town And Country Rd Apt 2130	Orange	CA	92868-4624
Resident	1235 W Town And Country Rd Apt 2131	Orange	CA	92868-4624
Resident	1235 W Town And Country Rd Apt 2132	Orange	CA	92868-4624
Resident	1235 W Town And Country Rd Apt 2133	Orange	CA	92868-4624
Resident	1235 W Town And Country Rd Apt 2134	Orange	CA	92868-4624
Resident	1235 W Town And Country Rd Apt 2135	Orange	CA	92868-4624
Resident	1235 W Town And Country Rd Apt 2201	Orange	CA	92868-4627
Resident	1235 W Town And Country Rd Apt 2202	Orange	CA	92868-4627
Resident	1235 W Town And Country Rd Apt 2203	Orange	CA	92868-4627
Resident	1235 W Town And Country Rd Apt 2204	Orange	CA	92868-4627
Resident	1235 W Town And Country Rd Apt 2205	Orange	CA	92868-4627
Resident	1235 W Town And Country Rd Apt 2206	Orange	CA	92868-4627
Resident	1235 W Town And Country Rd Apt 2207	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2208	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2209	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2210	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2211	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2212	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2213	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2214	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2215	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2216	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2217	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2218	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2219	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2220	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2221	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2222	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2223	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2224	Orange	CA	92868-4628
Resident	1235 W Town And Country Rd Apt 2225	Orange	CA	92868-4629
Resident	1235 W Town And Country Rd Apt 2226	Orange	CA	92868-4629
Resident	1235 W Town And Country Rd Apt 2227	Orange	CA	92868-4629
Resident	1235 W Town And Country Rd Apt 2228	Orange	CA	92868-4629
Resident	1235 W Town And Country Rd Apt 2229	Orange	CA	92868-4629
Resident	1235 W Town And Country Rd Apt 2230	Orange	CA	92868-4629

Resident	1235 W Town And Country Rd Apt 2231	Orange	CA	92868-4629
Resident	1235 W Town And Country Rd Apt 2232	Orange	CA	92868-4629
Resident	1235 W Town And Country Rd Apt 2233	Orange	CA	92868-4629
Resident	1235 W Town And Country Rd Apt 2234	Orange	CA	92868-4629
Resident	1235 W Town And Country Rd Apt 2235	Orange	CA	92868-4629
Resident	1235 W Town And Country Rd Apt 2301	Orange	CA	92868-4630
Resident	1235 W Town And Country Rd Apt 2302	Orange	CA	92868-4630
Resident	1235 W Town And Country Rd Apt 2303	Orange	CA	92868-4630
Resident	1235 W Town And Country Rd Apt 2304	Orange	CA	92868-4630
Resident	1235 W Town And Country Rd Apt 2305	Orange	CA	92868-4630
Resident	1235 W Town And Country Rd Apt 2306	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2307	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2308	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2309	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2310	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2311	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2312	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2313	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2314	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2315	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2316	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2317	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2318	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2319	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2320	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2321	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2322	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2323	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2324	Orange	CA	92868-4634
Resident	1235 W Town And Country Rd Apt 2325	Orange	CA	92868-4636
Resident	1235 W Town And Country Rd Apt 2326	Orange	CA	92868-4636
Resident	1235 W Town And Country Rd Apt 2327	Orange	CA	92868-4636
Resident	1235 W Town And Country Rd Apt 2328	Orange	CA	92868-4636
Resident	1235 W Town And Country Rd Apt 2329	Orange	CA	92868-4636
Resident	1235 W Town And Country Rd Apt 2330	Orange	CA	92868-4636
Resident	1235 W Town And Country Rd Apt 2331	Orange	CA	92868-4636
Resident	1235 W Town And Country Rd Apt 2332	Orange	CA	92868-4636
Resident	1235 W Town And Country Rd Apt 2333	Orange	CA	92868-4636

Resident	1235 W Town And Country Rd Apt 2334	Orange	CA	92868-4636
Resident	1235 W Town And Country Rd Apt 2335	Orange	CA	92868-4636
Resident	1235 W Town And Country Rd Apt 2401	Orange	CA	92868-4637
Resident	1235 W Town And Country Rd Apt 2402	Orange	CA	92868-4637
Resident	1235 W Town And Country Rd Apt 2403	Orange	CA	92868-4637
Resident	1235 W Town And Country Rd Apt 2404	Orange	CA	92868-4637
Resident	1235 W Town And Country Rd Apt 2405	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2406	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2407	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2408	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2409	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2410	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2411	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2412	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2413	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2414	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2415	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2416	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2417	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2418	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2419	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2420	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2421	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2422	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2423	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2424	Orange	CA	92868-4640
Resident	1235 W Town And Country Rd Apt 2425	Orange	CA	92868-4641
Resident	1235 W Town And Country Rd Apt 2426	Orange	CA	92868-4641
Resident	1235 W Town And Country Rd Apt 2427	Orange	CA	92868-4641
Resident	1235 W Town And Country Rd Apt 2428	Orange	CA	92868-4641
Resident	1235 W Town And Country Rd Apt 2429	Orange	CA	92868-4641
Resident	1235 W Town And Country Rd Apt 2430	Orange	CA	92868-4641
Resident	1235 W Town And Country Rd Apt 2431	Orange	CA	92868-4641
Resident	1235 W Town And Country Rd Apt 2432	Orange	CA	92868-4642
Resident	1235 W Town And Country Rd Apt 2433	Orange	CA	92868-4642
Resident	1235 W Town And Country Rd Apt 2434	Orange	CA	92868-4642
Resident	1235 W Town And Country Rd Apt 2435	Orange	CA	92868-4642
Resident	1235 W Town And Country Rd Apt 3101	Orange	CA	92868-4659
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Resident	1235 W Town And Country Rd Apt 3102	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3103	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3104	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3105	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3114	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3115	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3116	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3117	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3118	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3119	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3120	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3121	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3122	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3123	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3124	Orange	CA	92868-4659
Resident	1235 W Town And Country Rd Apt 3125	Orange	CA	92868-4663
Resident	1235 W Town And Country Rd Apt 3127	Orange	CA	92868-4663
Resident	1235 W Town And Country Rd Apt 3128	Orange	CA	92868-4663
Resident	1235 W Town And Country Rd Apt 3129	Orange	CA	92868-4663
Resident	1235 W Town And Country Rd Apt 3130	Orange	CA	92868-4663
Resident	1235 W Town And Country Rd Apt 3131	Orange	CA	92868-4663
Resident	1235 W Town And Country Rd Apt 3132	Orange	CA	92868-4663
Resident	1235 W Town And Country Rd Apt 3201	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3202	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3203	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3204	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3205	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3206	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3207	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3211	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3214	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3215	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3216	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3217	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3218	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3219	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3220	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3221	Orange	CA	92868-4669

Resident	1235 W Town And Country Rd Apt 3222	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3223	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3224	Orange	CA	92868-4669
Resident	1235 W Town And Country Rd Apt 3225	Orange	CA	92868-4670
Resident	1235 W Town And Country Rd Apt 3226	Orange	CA	92868-4670
Resident	1235 W Town And Country Rd Apt 3227	Orange	CA	92868-4670
Resident	1235 W Town And Country Rd Apt 3228	Orange	CA	92868-4670
Resident	1235 W Town And Country Rd Apt 3229	Orange	CA	92868-4670
Resident	1235 W Town And Country Rd Apt 3230	Orange	CA	92868-4671
Resident	1235 W Town And Country Rd Apt 3231	Orange	CA	92868-4671
Resident	1235 W Town And Country Rd Apt 3232	Orange	CA	92868-4671
Resident	1235 W Town And Country Rd Apt 3301	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3302	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3303	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3304	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3305	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3306	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3307	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3308	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3309	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3310	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3311	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3312	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3314	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3315	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3316	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3317	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3318	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3319	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3320	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3321	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3322	Orange	CA	92868-4672
Resident	1235 W Town And Country Rd Apt 3323	Orange	CA	92868-4673
Resident	1235 W Town And Country Rd Apt 3324	Orange	CA	92868-4673
Resident	1235 W Town And Country Rd Apt 3325	Orange	CA	92868-4674
Resident	1235 W Town And Country Rd Apt 3326	Orange	CA	92868-4674
Resident	1235 W Town And Country Rd Apt 3327	Orange	CA	92868-4674
Resident	1235 W Town And Country Rd Apt 3328	Orange	CA	92868-4674
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Resident	1235 W Town And Country Rd Apt 3329	Orange	CA	92868-4674
Resident	1235 W Town And Country Rd Apt 3330	Orange	CA	92868-4674
Resident	1235 W Town And Country Rd Apt 3331	Orange	CA	92868-4674
Resident	1235 W Town And Country Rd Apt 3332	Orange	CA	92868-4674
Resident	1235 W Town And Country Rd Apt 3401	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3402	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3403	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3404	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3405	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3406	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3407	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3408	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3409	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3410	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3411	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3412	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3414	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3415	Orange	CA	92868-4675
Resident	1235 W Town And Country Rd Apt 3416	Orange	CA	92868-4677
Resident	1235 W Town And Country Rd Apt 3417	Orange	CA	92868-4677
Resident	1235 W Town And Country Rd Apt 3418	Orange	CA	92868-4677
Resident	1235 W Town And Country Rd Apt 3419	Orange	CA	92868-4677
Resident	1235 W Town And Country Rd Apt 3420	Orange	CA	92868-4677
Resident	1235 W Town And Country Rd Apt 3421	Orange	CA	92868-4677
Resident	1235 W Town And Country Rd Apt 3422	Orange	CA	92868-4677
Resident	1235 W Town And Country Rd Apt 3423	Orange	CA	92868-4677
Resident	1235 W Town And Country Rd Apt 3424	Orange	CA	92868-4677
Resident	1235 W Town And Country Rd Apt 3425	Orange	CA	92868-4678
Resident	1235 W Town And Country Rd Apt 3426	Orange	CA	92868-4678
Resident	1235 W Town And Country Rd Apt 3427	Orange	CA	92868-4678
Resident	1235 W Town And Country Rd Apt 3428	Orange	CA	92868-4678
Resident	1235 W Town And Country Rd Apt 3429	Orange		92868-4678
Resident	1235 W Town And Country Rd Apt 3430	Orange	CA	92868-4678
Resident	1235 W Town And Country Rd Apt 3431	Orange	CA	92868-4678
Resident	1235 W Town And Country Rd Apt 3432	Orange	CA	
Occupant	1235 W Town And Country Rd Ste 3106	Orange	CA	
Occupant	1235 W Town And Country Rd Ofc	Orange	CA	92868-4612
Occupant	1235 W Town And Country Rd Ste 1	Orange	CA	92868-4625

Occupant	655 S Main St Ste 250	Orange	CA 92868-5621
Occupant	655 S Main St Ste 240	Orange	CA 92868-4688
Occupant	655 S Main St Ste 230	Orange	CA 92868-4623
Occupant	655 S Main St Ste 210	Orange	CA 92868-4621
Occupant	655 S Main St Ste 205	Orange	CA 92868-4688
Occupant	655 S Main St Ste 200	Orange	CA 92868-4688
Occupant	691 S Main St Ste 100	Orange	CA 92868-4686
Occupant	691 S Main St Ste 90	Orange	CA 92868-4686
Occupant	691 S Main St Ste 80	Orange	CA 92868-5619
Occupant	691 S Main St Ste 130	Orange	CA 92868-4686
Occupant	691 S Main St Ste 140	Orange	CA 92868-5625
Occupant	691 S Main St Ste 150	Orange	CA 92868-5620
Occupant	745 S Main St Ste 200A	Orange	CA 92868-5614
Occupant	745 S Main St Ste 100	Orange	CA 92868-5614
Occupant	745 S Main St Ste 120	Orange	CA 92868-5615
Occupant	745 S Main St Ste 130	Orange	CA 92868-5616
Occupant	745 S Main St Ste 150	Orange	CA 92868-5617
Occupant	745 S Main St Ste 170	Orange	CA 92868-5618
Occupant	763 S Main St Ste 100	Orange	CA 92868-4610
Occupant	763 S Main St Ste 125	Orange	CA 92868-5609
Occupant	763 S Main St Ste 150	Orange	CA 92868-5627
Occupant	763 S Main St Ste 175	Orange	CA 92868-5611
Occupant	763 S Main St Ste 200B	Orange	CA 92868-5612
Occupant	763 S Main St Ste 188	Orange	CA 92868-4610
Occupant	763 S Main St Ste 190	Orange	CA 92868-4610
Occupant	791 S Main St	Orange	CA 92868-4606
Resident	524 S Devon Rd	Orange	CA 92868-4520
Resident	534 S Devon Rd	Orange	CA 92868-4520
Resident	544 S Devon Rd	Orange	CA 92868-4520
Resident	554 S Devon Rd	Orange	CA 92868-4520
Resident	553 S Devon Rd	Orange	CA 92868-4519
Resident	543 S Devon Rd	Orange	CA 92868-4519
Resident	533 S Devon Rd	Orange	CA 92868-4519
Resident	523 S Devon Rd	Orange	CA 92868-4519
Resident	513 S Devon Rd	Orange	CA 92868-4519
Resident	506 S Crest Rd	Orange	CA 92868-4504
Resident	514 S Crest Rd	Orange	CA 92868-4504
Resident	524 S Crest Rd	Orange	CA 92868-4504

F	Resident	534 S Crest Rd	Orange	CA	92868-4504
F	Resident	544 S Crest Rd	Orange	CA	92868-4504
F	Resident	554 S Crest Rd	Orange	CA	92868-4504
F	Resident	543 S Crest Rd	Orange	СА	92868-4503
F	Resident	533 S Crest Rd	Orange	СА	92868-4503
F	Resident	523 S Crest Rd	Orange	СА	92868-4503
F	Resident	524 S Bedford Rd	Orange	СА	92868-4502
F	Resident	534 S Bedford Rd	Orange	СА	92868-4502
F	Resident	544 S Bedford Rd	Orange	CA	92868-4502
[Davy C & Jong H Park	133 Bridle Path	Irvine	СА	92602-1806
Ν	Maintenance Retreat	16845 Von Karman Ave Ste 200	Irvine	CA	92606-4960
ŀ	Kenneth M B Guerrero	160 Santa Louisa	Irvine	CA	92606-8855
Ν	Meridian Orange Center	PO Box 1299	Lake Forest	СА	92609-1299
Ν	Mainplace Shoppingtown LLC	18818 Teller Ave Ste 277	Irvine	СА	92612-1612
ç	State Of California	3337 Michelson Dr # 380	Irvine	СА	92612-1699
2	2700 N Main	19782 Macarthur Blvd Ste 100	Irvine	СА	92612-2414
Ν	Aullrock Lincoln Town Center Fee	18881 Von Karman Ave Ste 400	Irvine	СА	92612-6525
Ν	Martin Ubaldo Sapetto	18662 Macarthur Blvd Ste 200	Irvine	СА	92612-1285
ç	Scott A & Lisa Michaelis	52 Oxford	Irvine	СА	92612-6602
١	/ip Tracking	204 Technology Dr Ste B	Irvine	СА	92618-2406
ŀ	Kory James Kramer	2582 Bungalow Pl	Corona Del Mar	СА	92625-1526
ç	Stephan D Crane	1997 Church St # B	Costa Mesa	СА	92627-2255
(Global Mbl	14 Monarch Bay Plz # 183	Dana Point	СА	92629-3467
(Global Mbl	20 Via Sienna	Dana Point	СА	92629-3358
١	/ip Tracking	27171 Coachman Way	Lake Forest	СА	92630-5822
F	Paul McKinney	25 Rancho Cir	Lake Forest	СА	92630-8324
٦	rojan Capital Investments LLC	2618 San Miguel Dr # 316	Newport Beach	СА	92660-5437
٦	Town & Country Spe	1100 Newport Center Dr Ste 200	Newport Beach	СА	92660-6254
Ν	Aichele B Domico	60 Victoria	Newport Beach	СА	92660-9009
L	.ily Xiao-Li Hou	216 Via Lorca	Newport Beach	СА	92663-4915
	Drange Town & Country #3	629 Camino De Los Mares Ste 201	San Clemente	СА	92673-2831
E	Eric Haenchen	2 Zocala	San Clemente	СА	92673-2746
J	lenny Huynh	9200 Bolsa Ave Ste 225	Westminster	СА	92683-5582
٦	Thanh Tran Tran/Phuong Thi Khong	7 Capricorn Dr	Ladera Ranch	СА	92694-0717
(City Of Santa Ana	20 Civic Center Plz	Santa Ana	СА	92701-4058
	Decupant	301 N Main St	Santa Ana	CA	92701-4852
	Courbet LLC	205 N Sycamore St	Santa Ana	CA	92701-4805
(Guadalupe Ortiz	PO Box 3642	Santa Ana	СА	92703-0642

Monte P & Guadalupe Dreyer	508 W Memory Ln	Santa Ana	CA 92706-1125
Margarita Pena	502 W Memory Ln	Santa Ana	CA 92706-1125
Javier & Maria B De Leon	515 W Memory Ln	Santa Ana	CA 92706-1125
Ryan Murphy	507 W Memory Ln	Santa Ana	CA 92706-1125
Resident	505 W Jonquil Rd	Santa Ana	CA 92706-1624
Leona Abels	501 W Jonquil Rd	Santa Ana	CA 92706-1624
Miguel Zapien	427 W Jonquil Rd	Santa Ana	CA 92706-1622
Vera Mae Patenaude	423 W Jonguil Rd	Santa Ana	CA 92706-1622
Robert Baden Whitehouse	419 W Jonguil Rd	Santa Ana	CA 92706-1622
Resident	415 W Jonquil Rd	Santa Ana	CA 92706-1622
William Joseph & Carol A Breski	409 W Jonquil Rd	Santa Ana	CA 92706-1622
Resident	405 W Jonquil Rd	Santa Ana	CA 92706-1622
Resident	401 W Jonquil Rd	Santa Ana	CA 92706-1622
Asiana Le	402 W Park Ln	Santa Ana	CA 92706-1631
Charles Hoang Thuy Nguyen	700 W Pepper Tree Ln	Santa Ana	CA 92706-1172
John Dritsopoulos	715 W Aster Pl	Santa Ana	CA 92706-1167
Rebecca S Gallegos	700 W Aster Pl	Santa Ana	CA 92706-1166
Resident	710 W Aster Pl	Santa Ana	CA 92706-1166
Frank P Barbaro	2419 Bonnie Brae	Santa Ana	CA 92706-1604
Resident	616 W Memory Ln	Santa Ana	CA 92706-1127
Resident	608 W Memory Ln	Santa Ana	CA 92706-1127
Resident	602 W Memory Ln	Santa Ana	CA 92706-1127
Resident	520 W Memory Ln	Santa Ana	CA 92706-1125
Resident	514 W Memory Ln	Santa Ana	CA 92706-1125
Resident	521 W Memory Ln	Santa Ana	CA 92706-1125
Resident	603 W Memory Ln	Santa Ana	CA 92706-1126
Resident	609 W Memory Ln	Santa Ana	CA 92706-1126
Resident	617 W Memory Ln	Santa Ana	CA 92706-1126
Resident	735 W Aster Pl	Santa Ana	CA 92706-1167
Resident	745 W Aster Pl	Santa Ana	CA 92706-1167
Resident	755 W Aster Pl	Santa Ana	CA 92706-1167
Resident	765 W Aster Pl	Santa Ana	CA 92706-1167
Resident	715 W Pepper Tree Ln	Santa Ana	CA 92706-1173
Resident	518 W Park Ln	Santa Ana	CA 92706-1633
Resident	514 W Park Ln	Santa Ana	CA 92706-1633
Resident	510 W Park Ln	Santa Ana	CA 92706-1633
Resident	506 W Park Ln	Santa Ana	CA 92706-1633
Resident	502 W Park Ln	Santa Ana	CA 92706-1633

R	Resident	414 W Park Ln	Santa Ana	СА	92706-1631
R	Resident	410 W Park Ln	Santa Ana	СА	92706-1631
R	Resident	406 W Park Ln	Santa Ana	СА	92706-1631
R	Resident	404 W Jonquil Rd	Santa Ana	СА	92706-1623
R	Resident	518 W Jonquil Rd	Santa Ana	СА	92706-1625
R	Resident	514 W Jonquil Rd	Santa Ana	СА	92706-1625
R	Resident	510 W Jonquil Rd	Santa Ana	СА	92706-1625
R	Resident	506 W Jonquil Rd	Santa Ana	СА	92706-1625
R	Resident	418 W Jonquil Rd	Santa Ana	СА	92706-1623
R	Resident	414 W Jonquil Rd	Santa Ana	СА	92706-1623
R	Resident	509 W Jonquil Rd	Santa Ana	СА	92706-1624
R	Resident	515 W Jonquil Rd	Santa Ana	CA	92706-1624
R	Resident	519 W Jonquil Rd	Santa Ana	СА	92706-1624
К	Celly F Sherbanee	2879 Player Ln	Tustin	СА	92782-1534
	hanh Huynh/Gai T Dang	6633 Upton Ln	Nashville	ΤN	37209-4316
	Vest Stores Macys	7 W 7th St	Cincinnati	ΟН	45202-2424
F	Ioan H Ma	203 Amherst Dr	Bartlett	IL	60103-1685
N	lainplace Nb LLC	8750 N Central Expy Ste 1740	Dallas	ТΧ	75231-6413
J	ose M Espinosa	PO Box 343	Deming	NM	88031-0343
C	Caco LLC	507 Magnolia St	Denver	СО	80220-6013
E	jy LLC	30 N Gould St # 5407	Sheridan	WY	82801-6362
А	t Main Place I Windsor	PO Box 4900	Scottsdale	ΑZ	85261-4900
K	inlen B Gee	4570 N Quartz Hill Pl	Tucson	ΑZ	85750-9787
S	treet Concourse Main	PO Box 7019	Incline Village	NV	89450-7019
F	litomi Kitagawa/Shinichiro Watanabe	629 Traction Ave Apt 406	Los Angeles	СА	90013-1693
Ν	lationwide Theatres West Flagler	120 N Robertson Blvd FI 3	Los Angeles	СА	90048-3115
C	Carol L Perkin	2260 E Maple Ave	El Segundo	СА	90245-6507
С	Charles S C Wang	20 Horseshoe Ln	Rolling Hills Estates	СА	90274-4823
Ģ	George Lin	1331 Oak View Ave	San Marino		91108-1114
	erry L Butts	13943 Ramona Dr	Whittier	СА	90605-1427
К	Allen Bushong	7532 Barbi Ln	La Palma	СА	90623-1412
Т	erry T Carter	7332 Douglas Cir	La Palma	СА	90623-1319
C	Chung-Hsiang Michael Chou	640 N Montebello Blvd	Montebello	СА	90640-3538
	lenry Tse	508 Deepmead Ave	La Puente	СА	91744-5910
	avin M Rupani	1363 Custoza Ave	Rowland Heights	СА	91748-2211
	Drange County Realty Investors	PO Box 1368	Carlsbad	CA	92018-1368
	D D Investment	173 E Freedom Ave	Anaheim	СА	92801-1006
К	(im U Yong	7770 E Bridgewood Dr	Anaheim	CA	92808-1403
	5	5			

Sung J Kim/Younghee Park Ze Yi Liu Doan K Thai/Esther W Han Alastair Baird Realty Inge Thanh T & Kelly Nguyen Jane N Lum Justin Glover Daniel Dazun & Kathy Sun Su Steven Arthur Lopushinsky Joseph John Klein Sharon L Rotondo **Vnl Enterprises** Santiago David Rodriguez Vivian H Lin-Ra/Philip Ra City Place Maintenance Himy Family Limited Darryl & Linda Kan Dean A Smith Tyrone Rodriguez State Of California Occupant Resident

8821 E Crestview Ln 2793 E Pacific Ct 421 Maravilla Ln 3106 Terraza Pl 12461 Harbor Blvd 10886 Lotus Dr 6191 Cerulean Ave 701 E Chapman Ave 305 S Notre Dame St 7642 E Cedar Creek Way 1558 Hastings Way 925 Nicholas Pl 2975 Mangular Ave 936 Silvercreek Rd 100 Claremont Ave 555 12th St Ste 215 4045 Horton St PO Box 240762 40281 SE Meadow Song Rd 2200 NW 22nd Ave PO Box 2304 Term Annex 525 S Main St 592 S Devon Rd

Anaheim	CA	92808-1664
Brea	CA	92821-9117
Brea	CA	92823-6390
Fullerton	CA	92835-1526
Garden Grove	CA	92840-3811
Garden Grove	CA	92843-4951
Garden Grove	CA	92845-2709
Orange	CA	92866-1620
Orange	CA	92869-4377
Orange	CA	92869-4595
Placentia	CA	92870-7470
Corona	CA	92882-7986
Corona	CA	92882-5792
Corona	CA	92882-6144
Orinda	CA	94563-2142
Oakland	CA	94607-3690
Emeryville	CA	94608-3509
Honolulu	HI	96824-0762
Sandy	OR	97055-7591
Camas	WA	98607-7402
Los Angeles	CA	90053
Orange	CA	92868
Orange	CA	92868

MAINPLACE TRANSFORMATION PROJECT Report on Sunshine Ordinance Meeting

EXHIBIT B



PLEASE JOIN US TO DISCUSS THESE EXCITING CHANGES AT A COMMUNITY INFORMATION MEETING FOR THE:

MAINPLACE TRANSFORMATION PROJECT



WHEN: THURSDAY, MAY 31, 2018 5:30 - 7:30 p.m.

WHERE: FORMER NORDSTROM DEPARTMENT STORE, 2ND FLOOR 2800 N MAIN ST, SANTA ANA, CA



WHY YOU SHOULD ATTEND

- Learn about the proposed vision and project
- Share comments and ask questions
- Meet the project team

ABOUT THE PROJECT

The proposed MainPlace Mall Transformation Project seeks to preserve the mall as an iconic local shopping destination while evolving the center to meet the needs of today's consumer.

In addition to maintaining and improving more than one million square feet of retail space, the master plan integrates mixed-use to create a dynamic community destination in Orange County with a modernized MainPlace Mall at its core. This holistic approach to update the site plan with residential development will be ideal for live-work spaces, serving nearby workers in retail, hospital and government. This project proactively addresses the issues facing retail properties across the nation, creating a thriving MainPlace for generations to come.

More information at: www.TransformMainPlace.com

If you have any questions regarding this event or you require language interpretation services in languages other than English, please contact:

Justin Glover, Community Outreach justin@communicationslab.com or 949-215-5539

Diego Teran, *Community Outreach* diego@communicationslab.com or 949-215-5539 *(Llame para recibir información en español) in-language support available*









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WHERE: FORMER NORDSTROM DEPARTMENT STORE, 2ND FLOOR 2800 N MAIN ST, SANTA ANA, CA

Notification Area

Project Area

ABOUT THE PROJECT

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More information at: www.TransformMainPlace.com

ÚNASE A NOSOTROS PARA HABLAR DE ESTOS EMOCIONANTES CAMBIOS EN UNA REUNIÓN COMUNITARIA INFORMATIVA PARA EL:

PROYECTO DE TRANSFORMACIÓN DEL MAINPLACE



CUÁNDO: JUEVES, 31 DE MAYO, 2018 5:30 - 7:30 p.m.







DÓNDE: ANTIGUA TIENDA NORDSTROM, 2º PISO 2800 N MAIN ST, SANTA ANA, CA

IMPORTANCIA DE SU ASISTENCIA

- Conozca la visión y proyecto propuestos
- Comparta sus comentarios y haga preguntas
- Conozca al equipo del proyecto

ACERCA DEL PROYECTO

El proyecto propuesto de Transformación del MainPlace Mall busca preservar al centro comercial como un icónico destino local de compras y a la vez busca la evolución del centro para cumplir con las necesidades del consumidor actual.

Además de mantener y mejorar más de 1 millón de pies cuadrados de espacio comercial, el plan maestro integra uso mixto para crear un dinámico destino comunitario en el Condado de Orange con un modernizado MainPlace Mall en el centro. Este enfoque holístico para actualizar el plan del sitio con urbanización residencial será ideal para viviendas-talleres, que sirvan a empleados locales en ventas al por menor, hospitales y gobierno. Este proyecto aborda preventivamente asuntos que las propiedades de ventas al por menor enfrentan en toda la nación, creando un vibrante MainPlace para las futuras generaciones.

Más información en: www.TransformMainPlace.com

Si tiene alguna pregunta sobre este evento o si necesita servicios de intérprete en otros idiomas distintos del inglés, favor contactar a:

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CUÁNDO: JUEVES, 31 DE MAYO, 2018 5:30 - 7:30 p.m. **DÓNDE:** ANTIGUA TIENDA NORDSTROM, 2º PISO 2800 N MAIN ST, SANTA ANA, CA

Zona de notificación

Zona del proyecto

ACERCA DEL PROYECTO

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MAINPLACE TRANSFORMATION PROJECT Report on Sunshine Ordinance Meeting

EXHIBIT C



Petition

FROM PAGE 3

TU Santa Ana, a coalition of community groups launched their effort April 3 with the filing of a notice of intent to circulate petitions. The city reviewed the wording of the proposed initiative before giving supporters the green light to launch a petition drive.

"People are excited about rent control, and everybody we approached has been willing to sign," said Isuri Ramos, a com-Kennedy Commission, an the past eight years.

affordable housing advocacy group. "It's a peoplepowered campaign. It's heavily volunteer."

Orange County apartment rents averaged \$1,885 a month during the first three months of the year and increased 25 percent over the past eight years, according to commercial property tracker Reis Inc.

faster in Los Angeles County, home to rent control campaigns in Long Beach, Glendale, Inglewood and Pasadena. The average winter-quarter rent there was \$1,898 a 15 California cities where tenance in rent-controlled munity organizer with the month, up 36 percent in rent control battles have buildings.

"With renters struggling with housing affordabil- is underway to put an iniity and rising rents, Santa Ana residents are asking for tenant protections and Hawkins Act, which limrent relief," said an email from the Kennedy Commission on Thursday.

Rent control ballot campaigns also are underway in Sacramento, Santa Cruz natures to put the initiaand in National City, near San Diego. Seven North-Rents are rising even ern California cities held rent control referendums in 2016 and 2017, with the statewide initiative, arrent control passing in guing rent control harms two: Mountain View and Richmond. Renters are in the majority in 12 of the rentals and reduced mainoccurred.

In addition, a campaign tiative on the statewide ballot to repeal the Costaits rent control to apartments, duplexes and triplexes built before 1995. Supporters have said they already have enough sigtive on the November ballot.

Landlord groups have been preparing to fight more tenants than it helps because it results in fewer

FOR THE RECORD



PAUL BERSEBACH - STAFF PHOTOGPRAHER

Saturday's article about the Verne Hughes Memorial USTA National Men's Hard Court Championships, a tennis tournament in Laguna Woods Village, ran with photos of last year's event. This year's tournament was held May 14 through Saturday.

ROTC

FROM PAGE 3

2012, Cecil took a job as an ROTC instructor at a high school in Lancaster. Looking to move his wife and four children to a more metropolitan area, Cecil landed his Pacifica High post a few years later.

Pacifica's program has been dogged by probation on and off for three decades, occasionally dipping below the minimum enrollment stipulations. The Navy requires at least 100 ROTC members or, in the case of smaller schools, 10 percent of the student body.

"It's hard to maintain those numbers," Cecil said. In 2015-16, enrollment was at a borderline 103. The next year, with a deficit of younger students coming up, the count fell to 96.

But thanks to the recruit-— and to word of mouth on campus – the number now stands at 140. Next year, Cecil expects about 160.

"Yeah, I hear my kids like me – probably because I'm helped her overcome shyimmature," Cecil modestly allowed. "I have 'Stars Wars' figurines on my desk and do things like give students extra credit for dressing up for Halloween."

However, Joanna Hwang,



walks among his cadets as they line up and prepare for a ceremony at Pacifica Hiah School in Garden Grove on Tuesday. In just over a few years, Cecil managed to triple the number of students in the NJROTC program. Of the 18 graduating seniors, 14 are going to college and four are going into the military.

THOMAS R CORDOVA STAFF PHOTOGRAPHER

ment efforts by ROTC mem- 18, who will attend Clarebers at local middle schools mont McKenna College on she joined ROTC as a an ROTC scholarship, of-fered another reason: "Lt. Cecil is not just a teacher he's a mentor."

The program, she said, ness – especially when she had to bark orders while marching.

"I was such an introvert, but now I can yell at anyone," Hwang said with a laugh.

freshman because doing so allowed her to transfer from her home school. She planned to stay with the program the mandatory two years and move on.

Brown-bound Bui said

"I definitely did not want to join, but my parents insisted I go to Pacifica," Bui said. "I imagined running through mud and people screaming in my face, but it's not quite that dramatic."

During her sophomore uplifting." year, when Cecil took over, Bui said she discovered her love for ROTC. "He gives us structure and opportunities to lead," she said.

Bui, who also plays volleyball, noticed at ROTC competitions the camaraderie among the groups not just Pacifica's.

"It's not like in sports where you root only for your team," she said. "Everyone

Universities the other graduates will enter include UC San Diego, UC Riverside, San Francisco State and Cal State Fullerton.

Elijah Hong, 18, is one of two senior cadets who will land at UC Irivne.

His family had recently moved to Garden Grove from Riverside when he joined ROTC as a freshman. "It gave me a place to beis cheering you on. It's very long and a circle of friends,"

Hong said.

Most of the seniors hold no aspirations for military careers – and that's just fine with Cecil.

'There is a misconception that ROTC is a recruitment program," he said. "That is not at all our purpose

"My goal is to teach students personal responsibility, conflict resolution and how to speak up for themselves."

Chocolate FROM PAGE 3

place for longtime customer Pedone.

"I'll have 400 square feet and my own climate-controlled room," says Pedone right for her to grow along of her new spot called Ciocolatto Lab, which will be

shops each month, weekly chocolate workshops and new releases of Italian-inspired products.

When the lab launches, she will be open by appointment and on pop-up shop days. She's grateful that the timing has worked out just with The Hood.

CHOCXO

Reopening: June 4 Location: The Hood Kitchen, 350 Clinton St., Costa Mesa Online: valenzachocolatier. com

Point and Tony Canino of Irvine, who will both con-"This has been just such tinue to live part-time in



Valenza Chocolatier has closed but will reopen in a permanent, 400-squarefoot space at The Hood Kitchen on June 4. Seen here, mini

equipped with new quartz countertops.

It's been a challenge making a delicate product in a space that literally heats up as more chefs arrive during the day and begin their own cooking projects.

"I can only work until 9 or 10 a.m.," says Pedone, who has been starting her day at 3 or 4 a.m. to get the job done. "I could never go in the afternoons. It just gets too hot, and I can't temper chocolate."

tus each year from mid-July to mid-September because of the weather. Beginning in June, her new space will allow her to remain open vear-round and expand her

a blessing to me," she said. Orange County. The reason "It's a valued relationship, for the closure is that they both ways."

In other chocolate news

ChocXO, an award-winning chocolatier that in 2014 had opened a factory in Irvine offering tours, and at one time operated cafés in Costa Mesa and Lake Forest, has decided to close shop here and move back to Canada.

The Irvine location, at 9461 Irvine Center Drive, She also had to go on hia- closed Saturday. Some inventory will be available after June 1 at Sugar Rush Sweet Shoppe in the Los Olivos Marketplace in Irvine.

activities such as pop-up Richard Foley of Dana and at Bristol Farms, Gel- just launched almond but- Costco locations soon.

have outgrown the Irvine facility and need to consolidate at their private label factory, Chewters Chocolates in Delta, British Columbia. "We love the Orange County market. The problem is that it has gotten so busy up there it requires both of us as owners to be there," Canino said. "We're simply moving. The brand is not going anywhere. The brand is growing, we're building momentum and we have a loyal following in O.C."

ChocXO chocolates will still be sold online at ChocXO.com, through ChocXO is owned by several local distributors

Costco and other retailers

son's Markets, Marshalls, ter cups at Costco in Can-HomeGoods, T.J. Maxx, ada, and it's such a hit," said Canino, adding that they in the U.S. and Canada. "We hope to bring them to U.S.

> Please join us to discuss these exciting changes at a community information meeting for the:

MainPlace Transformation Project

WHEN: THURSDAY, MAY 31, 2018 5:30 - 7:30 p.m. WHERE: Former Nordstrom Department Store, 2nd Floor 2800 N Main St, Santa Ana, CA

WHY YOU SHOULD ATTEND

 Learn about the proposed vision and project Share comments and ask questions Meet the project team

ABOUT THE PROJECT

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YMCA

FROM PAGE 3

stroom before the shooting began, and for eight hours the couple remained separated, not knowing if the other was alive.

Now, Jimmy Lessard said, anything from a passing helicopter to ambulance sirens triggers his PTSD. His wife suffers panic attacks that can be set off by a suspicious-looking passerby or a gust of wind.

"PTSD, that's something I really didn't think existed, to be honest with you, until I had it," Lessard told the Register in April.

by the number of people who've been touched by trauma.

"I didn't realize how many others at the Y have dealt with other traumatic events," he said. "So many people came together because they started opening up to each other, and it's really helped us become like a family."



PHOTO BY KYUSUNG GONG

Lessard said he's amazed During Saturday's Ride 4 Healing, a 300-mile stationary bike-riding event at Newport-Mesa Family YMCA in Costa Mesa, doves are released in remembrance of the people who died at the Route 91 Harvest Festival in Las Vegas.

> He said people process would get frustrated with trauma differently, and that," he said. "But I learned the most important thing that's not how it works. You trauma sufferers can do is have to find a system that have a strong support sys-

"My wife has dealt with Writer Brooke Becher it differently, and at first I contributed to this story.

works for you."

COURTESY OF VALENZA CHOCOLATIER

MAINPLACE TRANSFORMATION PROJECT Report on Sunshine Ordinance Meeting

EXHIBIT D



MainPlace Mall Transformation Project

Public Meeting, May 31, 2018

Meeting Minutes

A public meeting in an open house format on the MainPlace Mall Transformation Project was held on May 31, 2018 from 5:30 – 7:30 p.m. at 2800 N Main Street in the former Nordstrom department store on the second floor.

Approximately 100 members of the public attended. Attendees were invited to sign in and provide a name, address and email address. They were also offered refreshment which included water and cookies.

The meeting was organized into stations, each with information on the project (meeting guide with layout attached). Following a presentation at the first station by Centennial Real Estate CEO Steven Levin/question and answer session, members of the public were invited to circulate to each station and to provide comments.

CEO Steven Levin's presentation included the following:

- Mr. Levin introduced himself and gave thank yous to members of the public attending.
- Mr. Levin provided background on Centennial Real Estate. He stated the company owns and operates malls and is a long-term owner, along with the partner on this project: USAA. He stated the company's focus is on creating destination projects and being involved in the company. He stated he views malls as the fabric of the community.
- He stated the company believes in social responsibility and protecting the environment.
- He stated Centennial purchased the mall from Westfield several years ago. He stated the company has spent two years planning for the transformation of MainPlace. He stated the company also acquired the development rights so the company could propose the project being discussed tonight.
- Mr. Levin offered background on the project including the vision to create a place for the community of Santa Ana. He stated that when malls were built in the past, it served as the entertainment for the community, but the focus was only on retail. The plan for MainPlace is to create today's version of a community destination with food, experiences, outdoor spaces, restaurants, movies, music venues, kids' entertainment, and shopping.
- He stated the company doesn't compete with Amazon, which is where you go to buy a book or a hammer, but MainPlace is where you go as a destination, for the city of Santa Ana.

• He stated that Centennial want to be long term owners who are willing to invest several hundred million dollars to make MainPlace Mall a destination for the residents of Santa Ana and the region.

Mr. Levin took questions from members of the public, including:

- What short and long-term steps can Centennial take to ensure the mall is successful in the future?
- What other similar projects is Centennial working on?

Responses included:

- Centennial purchased the properties and development rights to ensure the vision for MainPlace Mall can be executed. Mr. Levin also discussed the changing nature of retail, as it relates to responses to online shopping.
- A discussion of similar projects Centennial is working on, including two properties in Chicago. Mr. Levin stated that MainPlace is the biggest project and the pinnacle of projects they are working on.

Public comments were taken in the form of written comments, video comments or recorded comments by a court reporter.

Interpreters for both Spanish and Vietnamese were available at the sign-in table and at the public comments stations.

MAINPLACE TRANSFORMATION PROJECT Public Open House

Thank You for Attending!

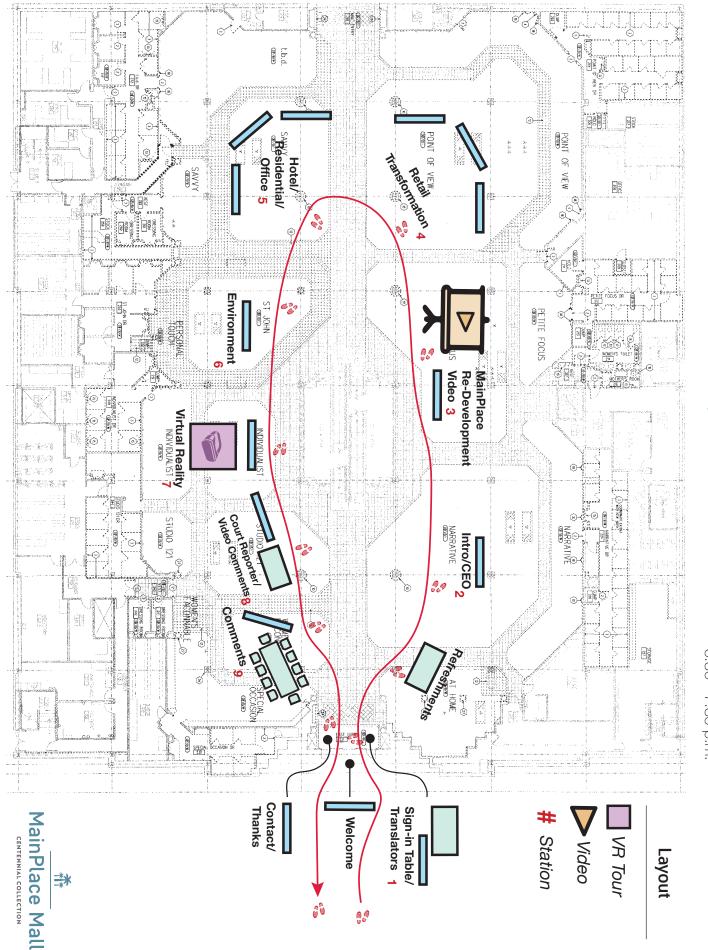
please feel free to start at any station

We have several stations of information that we are excited to share with you tonight regarding the transformation plans for the MainPlace Mall site. As a true open house, there is no particular order in which you need to visit the information stations. If you see a line, feel free to visit another station and return when the line has shortened.

information station overview

Station 1: Sign In | Translators Station 2: Project Introduction | A Word from the CEO Station 3: MainPlace Re-Development Video Station 4: Retail Transformation Station 5: Residential | Office | Hotel Station 6: Sustainability and the Environment Station 7: Virtual Reality Experience Station 8: Court Reporter | Video Comments Station 9: Written Comments

open house map on opposite side



Thursday, May 31, 2018 5:30 - 7:30 p.m.

MainPlace Transformation Project Public Open House

MAINPLACE TRANSFORMATION PROJECT Report on Sunshine Ordinance Meeting

EXHIBIT E



May 31, 2018 Public Meeting, Centennial Real Estate

Presentation by CEO Steven Levin and answers to questions:

https://youtu.be/5DB8RBDN9fw

MAINPLACE TRANSFORMATION PROJECT Report on Sunshine Ordinance Meeting

EXHIBIT F



1 MAIN PLACE MALL TRANSFORMATION PROJECT 2 3 4 5 IN THE MATTER OF:)) Public Meeting held Thursday, 6) May 31, 2018 at 5:30 p.m.) 7) 8 9 10 Meeting Held at: Main Place Mall 11 Former Nordstrom 12 Department Store Comment Station 13 2800 N. Main Street Second Floor 14 Santa Ana, California 92705 15 16 17 18 19 Reported By: 20 Katherine Emerling, CSR 21 CSR No. 11157 22 23 24 25 Page 1

1	I N D E X	
2	PUBLIC PARTICIPANTS:	PAGE
3	1. Barbara Russell	3
4	2. Sally Neuville	3
5	3. Ellen Diamond	б
6	4. Sherry H.	7
7	5. Janelle Johnson	9
8	6. Ms. Speaker	9
9	7. Juan Carrera	9
10	8. Eric Scandrett	11
11	9. Jeff Martinez	12
12	10. Guida Quon	14
13	11. Victor Mollica	15
14	12. Jason Queen	17
15	13. Phil Schaefer	18
16	14. Sue McDonald	18
17	15. Kelly Medina	19
18	16. Tracy Matheny	21
19	17. Thomas Cartney	22
20	18. Dale Helvig	25
21		
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		Page 2
	Hahn & Bowersock, A Veritext Company	
	funn & Dowersoek, it ventert Company	

1	Santa Ana, California, Thursday, May 31, 2018
2	5:30 p.m.
3	
4	
5	(Mr. Justin Glover expedited the transcript for
6	Friday delivery, June 1, 2018.)
7	
8	PUBLIC COMMENTS
9	1. MS. BARBARA RUSSELL:
10	Well, 1900 units is way too many. You have to
11	figure on parking two cars per unit, and I think and
12	we don't have enough parking. I can't tell you how many
13	times I have left the mall because there hasn't been
14	parking, and I do park over in the back. I look back
15	there. I don't like those high-rise parking structures,
16	but I do park there when I have to so parking is an
17	issue.
18	And I mean, if you didn't I wouldn't mind if
19	you bought up some properties nearby, that brick
20	building or the big, tall office building. I don't see
21	how you're going to do everything in the space that
22	there is so I wouldn't mind if you took more property.
23	I mean, I think the
24	2. MS. SALLY NEUVILLE:
25	I live in that 280-unit building across the
	Page 3

street and around the pool when we're talking about it. I mean, the main thing is that those people are saying, hey, we can do -- if they do something really great. So we are inviting, you know, it's something we want to go to we'll just walk across the street. We don't even have to worry about parking, you know, and that -- those structures over there, there's 280 units.

8 They go from studio apartments to three-bedroom 9 apartments and the population goes from the young 10 bachelor who's just entering the law firm who I met at 11 the pool to a whole family including two dogs, and that 12 building has its own private dog park.

You punch in the code to get you in the gate to the building, it works on the dog park gate and the dog park has benches. Take your doggie in there, take them off the leash and sit down on the bench and talk to your friends. They allow dogs without an extra fee.

They don't do it with the cats because the cats scratch, but they do it with the dogs. And so that, you know, there is a thing again with those kinds of people it's going to appeal to because of the jobs, you know, because like I said, they can walk across the street.

You have the Easter bunny, bring the kids allover, you know, see the Easter bunny.

25

I'm Sally Neuville. I'm the first one on the

1 sign-in pad. I met the boys earlier and they took me in 2 through the backdoor because of this thing so I can get I'm getting used to a new telephone number. 3 in. I moved over here from Huntington Beach and they said, no, 4 5 you can't take your phone -- your old phone number with You have to get a new one so at the age of 77, I 6 vou. 7 am trying to learn a new telephone number.

8 MS. BARBARA RUSSELL: I just want to make sure 9 you got it that I'm positive about the idea, but I just cannot see 1900 units when you have to figure on two 10 11 cars per unit, a minimum. We have this problem in 12 downtown Santa Ana already and it annoys the heck out of 13 I just don't go there to restaurants and things me. like that because of the parking issue, so that's my 14 15 main comment. I'm Barbara Russell. I put my email 16 down. I put my email down when I signed in. 17 Barbarajrussell@yahoo.com.

MS. SALLY NEUVILLE: Phone number is 18 657-210-4732. I'm a retired school teacher. I taught 19 20 40 years. I taught for the Garden Grove Unified School District. I started in 1960 and I retired in 2000 21 because I wanted to be able to say I taught for two 22 23 centuries so that was the reason I waited to retire just 24 because of that just, you know being silly, but it turns out it made a big difference in my retirement because I 25

was there so long. I love teaching.

I keep wanting to write a letter to President Trump but, you know how he Tweets all the time. Okay. This morning he Tweeted this whole big thing, and several times he Tweeted it's so wonderful to have his wife back at home because she's been in the hospital. In every one of his Tweets he spelled her name wrong. Can you imagine? What an idiot.

9 One thing I'd love to be asked to do is, 10 because so many people say we're going to make it easy 11 for the handicap, and you get there and the cart is this 12 (indicating) wide, and the aisle is this (indicating) 13 So when you start saying you're going to have side. 14 handicapped access and everything, give me a call. I'll 15 come up and test it out for you and make sure things are 16 wide enough. That's important. It's very frustrating 17 when you are trying to go someplace or buy something and you can't get through. That is really -- it looks like 18 they have you flashed. 19

20

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3. MS. ELLEN DIAMOND:

My comment is, this is supposed to be the sunshine meeting. It just seems a little thin on information. I mean, I like -- the idea is nice with the different stations and you can go and you can ask guestions, but I've been to other sunshine meetings and

it just seems they don't have a lot of actual
 information about the project.

There isn't even a map of the potential layout, and when you go over to the sections of the residential and the retail and the hotel saying, well, this is what we have the right to do, but we're not going to do this. This is what we might do. This is what we could do, so I'm left really not knowing anything.

9 For a sunshine meeting, I feel like I'm not 10 really getting -- I feel like I'm getting a lot of, it's 11 going to be great, but I'm not getting a lot of facts, 12 which I would like more. I mean, I would like some 13 takeaways besides just a map of what's in here. I left 14 my email when I signed in.

15

4. SHERRY H.

16 Do you want me to tell you what I think about 17 the project? I think it's great that they're looking to 18 -- they have some good ideas regarding the mall. The things I would like to see addressed, first of all, I'd 19 20 like to see -- I'm concerned about parking with 21 residential. They said they had 1900 units planned. My guess is that's usually at least two vehicles per 22 household plus guests, so where is that parking going to 23 24 be in addition to the mall parking. Also parking for -if they do a hotel and office structures so to make sure 25

there is a lot of sufficient parking to maintain so it's
 not overflowing into the neighborhoods.

Second would be the height of any buildings 3 that are going to be seen from nearby residential, how 4 5 intrusive it is visually from the surrounding 6 residential areas. Right now you really don't see too much of the mall certainly from the surrounding 7 8 residential. You know it's there. We go out to the 9 Main Place and you see it in the -- certainly from the freeway, but some of the height of the buildings, I'd 10 11 like to know what the height of the buildings, what 12 their plan is.

13 Also they don't really have an overview map as 14 to where they're planning different elements -- where 15 they're planning to put different elements.

16 And finally, I'd like to see at least some sort 17 of theme. Right now what I'm seeing from the videos, it looks very kind of haphazard like they're not really 18 sure what kind of theme they're using. You've got an 19 20 airplane in the kids unit. I'm not quite sure how that relates to everything else, you know. There seems to be 21 very disjointed in terms of the theme for the mall and I 22 23 would be curious to know what their theme is in terms of 24 something that can also last for a while. A lot of the stuff in terms of maintenance also, if it's too -- some 25

1 of the elements that might deteriorate quicker in terms 2 of upkeep and maintenance. I'm curious to know what their theme is and what they planned for maintaining the 3 place so it keeps updated and doesn't end up looking 4 5 like a carnival. Right now it looks like a carnival to me so I think that's about it. 6 7 No, I just thought I'd be helpful. I'm not 8 leaving my email. I know they're looking for feedback 9 so I just want to make sure I give them some -- at least feedback and I'm sure they've thought about all those 10 11 things but it's just my observations from what I saw. 12 Thank you. 13 5. MS. JANELLE JOHNSON: I'm looking forward to it and hopefully they 14 15 can give them a run -- Edgewater main shut down because 16 there's plenty of buildings being built and that's 17 really going to ruin our neighborhood. This is a much better spot for all of that. 18 6. MS. SPEAKER: 19 20 Keep the name Main Place, take off the "mall" but leave the name. 21 22 7. MR. JUAN CARRERA: 23 So as far as I'm concerned like, you know, someone young, for me, like the mall is -- like it's 24

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outdated, you know, like everything I buy its online,

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Amazon, online shopping, you know. I just come in to maybe return something like, just exactly how he describes so -- like what I would like to see is like something -- because around my area, I live in Orange, there is literally nothing.

If, you know, I'm trying to go to entertainment I have to go all the way to L.A. to go like to a venue like the Microsoft Novo Center or like the only other entertainment place is observatory in Santa Ana and so I would like to see more like entertainment, you know, to be able to go out with friends and do stuff.

And also like food spots, like breweries like Karl Strauss or like how downtown Disney is getting a Ballast Point Brewery, just more stuff like that because as far as like retail and stuff for me, I feel like that's second to a mall nowadays.

17 It's more of entertainment and things to do 18 with family and friends as opposed to, I'm going to go 19 to the mall to shop. I feel like nowadays it's: I'm 20 going to go to the mall to do something, to have fun, to 21 have a good time and enjoy my day because it's infinite 22 stuff or whatever. That was only my comment.

I feel like there needs to be a focus on entertainment and restaurants and dining experience, and that will drive people to the retail and shopping.

8.

1

ERIC SCANDRETT:

Hi, my name is Eric Scandrett and I want to just make some comments. First of all, we appreciate this opportunity and I've been very active in neighborhood association work here in Santa Ana. And all of our neighborhoods are organized in this part of the city.

8 We are very anxious for this company, once they 9 know where they're going and what they're doing, that they come out and talk at the neighborhood association 10 11 meetings so that the residents feel that they are being 12 included in this project. That will help a lot in terms 13 of getting support and it will help you folks know what some of the people that live within a mile or so of here 14 15 are really interested in seeing happen with this mall.

16 I think that you need to know that north 17 Santa Ana, there's about seven or eight neighborhood associations, and we are the only part of Santa Ana that 18 does not have a senior citizens center. If that could 19 20 somehow be worked through a lease with the city so that 21 we have a senior citizens center in this complex, I think that people would really appreciate it. I think 22 23 they would support it. I think it would bring a lot of 24 people into the complex. I think that's all I have. 25 I appreciate the opportunity. I'm not negative

1 at all. In fact, I think this is, you know, it's 2 something that needs to happen. Probably the biggest issue that would be faced is traffic because we already 3 have major traffic issues and there's an awful lot of 4 5 building going on across the street, down the street, 6 and people are extremely concerned about being able to mitigate the traffic issue, so that's something that 7 8 needs to be addressed, not only with the surveys that 9 the city does because we understand the State of 10 California requires that, but it's partly a 11 psychological thing. 12 People need to see how this is going to be 13 handled as opposed to just pie in the sky, this is what 14 the statistics say. 15 I'm excited about the fact this is going to be 16 developed further. It needs it. Right now it's 17 struggling. Everybody can see that. 18 My email is: emscandrett@aol.com. 19 And what is the name of this group? 20 MR. BRIAN LOCHRIE: It would be -- I'll give you one of my cards. It would be Communications Lab. 21 22 We are helping out with the community outreach so it 23 will be from us. We're located here locally. 9. 24 MR. JEFF MARTINEZ: 25 There is a reference of a development. It's at Page 12

1 the campus of USC. It's called USC Village and it was 2 sponsored by Trader Joe's and Target, and just Google that and it will give you a reference. There is great 3 photos, you know, some interesting architecture kind of 4 5 -- it's completely different than, you know, what it's 6 -- it's in matching with the schools, but it's not the traditional modern -- ultra modern. It's more of a 7 8 Renaissance Italian kind of architecture just some 9 really interesting aspects.

10 There is -- they do have the housing. There is 11 some shopping so that lends itself more to a college 12 campus life as opposed to a mall, but some of the 13 aspects are really nice.

You have small stores, like it's not a 14 full-size Target, not a full-size Trader Joe's. 15 It's 16 small enough to meet the persons living in the area, the residents so -- and not too far from us. We're right 17 across the street so, again, it's the USC Village. 18 It's kind of an idea, food for thought, and the reviews have 19 20 been really excellent on that development. It seems like there is a lot of happy campers so that's my 21 22 feedback to look at that as an influence. That would, you know, be an anchor store as well in a different 23 24 It would definitely compliment the other stores sense. 25 here. Okay.

1 E-mail is Jeffmarz@yahoo.com. 2 10. MS. GUIDA OUON: 3 Well, I will start with I'm very excited that something is going happen at this mall because I have 4 5 lived here -- I lived here many moons ago when this mall opened and was a successful mall that had high-end 6 7 stores. 8 I moved away, lived somewhere else for 20 9 years. I came back 20 years ago. The mall was okay, but a lot of those stores had long gone. Now, you know, 10 11 it's gotten dreadful. Dreadful. However, it's had a 12 new owner and what had happened in the last couple of 13 years have been very promising and exciting so I'm very excited to know all this is happening here. 14 15 And I totally understand that the mall 16 experience has to change, and people -- I live across 17 the freeway in West Floral Park. Some people are like all up in the air that, you know, it's going to bring 18 more traffic. It is. I don't think we can do much 19 20 about that but, you know, they're like, a residential and a mall, they don't get it. 21 22 Where are they tonight? Where are those 23 They should be here, you know, find out. people? 24 Anyway. My husband and I are excited. We are looking forward to it. I hope we live long enough to experience 25

everything that they're going to do here because it will
 be great.

3 It will be great. I used to sell ad space years ago, like 25 years ago, and this mall advertised 4 5 with me in the magazine that I worked for. And so I 6 have a pretty intimate experience with the mall as a customer before this mall was Main Place, when it was 7 8 Bullocks, when it was Jorgensons, when it was Judy's, 9 when it was, you know, other stores and the mall in Santa Ana. 10

11 And then, you know, I just -- I'm with this 12 mall. I want it. I want it bad so I'm excited. That's 13 it.

- 14 My e-mail is guida@roadrunner.com.
- 15

11. MR. VICTOR MOLLICA:

16 One of the biggest concerns that I have is 17 going to be traffic. Getting people in and out of this mall has always been a detriment to this mall. 18 My mother used to work at Bullocks at the 55 so we've seen 19 20 it all. We live on Bedford, which is the street over, so we see the flow of traffic holiday seasons and what 21 22 we have always heard and what we've always known is that 23 people have a difficulty finding parking, getting in and 24 out of the mall is the biggest concern.

25

All the people we've known that have worked

here, all the people that have come to shop here, you've
 only got three entrances.

Now we explained to the gentleman over there, the CEO, there used to be an off-ramp here behind us. There is actually a piece of property which he says they have been trying to find the owner of it. That used to be an off-ramp and that off-ramp used to bring cars off the 5 Freeway directly into the mall and it was utilized 190 percent.

It made access into the mall 10 It was there. 11 It's no longer there, but we're only concerned is nice. 12 that people being able to get in and get out. And I 13 know that one of the things you're trying to do is bring a living in here, which is good. That means people will 14 15 work here and be here. They may not have to leave, get 16 in a car drive and drive anywhere.

17 We just added a bunch of residential -- we've got about 2600 people capable of moving in and living 18 here in the mall and that's great. What we are trying 19 20 to find is making sure that the traffic flow down Main 21 Street, getting people through the traffic signals and everything as quickly as possible is being considered as 22 part of the flow of bringing people in and bringing 23 24 people out as quickly as possible with the least amount of frustration. 25

1 I can tell you one of the biggest problems that 2 you have, which is the most frustrating for us, and 3 that's that entrance right here on Bedford. That Bedford entrance which is used probably 80 to 90 percent 4 5 of the time year-round just because people come from 6 Garden Grove down Bristol to La Veta and come through Bedford, which is right in front of our house and it's 7 8 just traffic that come and go. You've got Union Bank three-level parking structure. You've got them coming 9 10 off and getting off work and that presents a problem for 11 people coming into this mall. If they can focus on flow 12 of traffic getting people in and out of this place, I 13 think it will do that. I think people will be happy here. We can walk over here so it's no problem, but I 14 15 wanted that to be a consideration to how they're going 16 to bring people in and out of this place. That way they 17 can enjoy it. You know, the sooner you can park, the sooner you can enjoy, the sooner you can leave, I think 18 that's the happiness we all want. 19

20 My email is: V_mollica@sbcglobal.net. Thank 21 you.

22

12. MR. JASON QUEEN:

I'm a resident across the street at City Place.
I commute south every morning and I'm really excited
about the project, but my number one concern is traffic.

1 I know that there are four separate projects around There is this one. There the 2525 Main Street. 2 here. There is the one right across the street, and then there 3 is one by Town and Country, all will be adding 4 5 residents. And my only concern is that all of that additional traffic is taken into account for this 6 7 project. Otherwise, I'm very excited about it. 8 My E-mail is Jason@Jasonqueen.com. 9 I do have one more thing. For the residential, I prefer condos over apartments. Thank you so much. 10 11 13. MR. PHIL SCHAEFER: 12 First of all, I think it's a great project 13 overall. I'm very happy to see the vision. Please, please, please bring a Trader Joe's here. We have been 14 15 trying to get Trader Joe's in the north end of town. 16 There is multimillion dollar homes across the freeway. 17 We need somewhere good to grocery shop so I think that would be a very successful thing you can add to this. 18 19 That's it. 20 E-mail is my name, philschaefer1@gmail.com. 14. MS. SUE McDONALD: 21 22 You've got to get the on ramps and off-ramps for the 5 Freeway behind here again. They used to be 23 If you do that, then the traffic will take off 24 there. back there instead of going down Main Street, which is 25 Page 18

1 too crowded. 2 My email is: oldmcdonald@sbcqlobal.net. 15. MS. KELLY MEDINA: 3 Something has to happen. I'm trying to think 4 5 of one. We live right over there in Park Santiago, 6 which is just east of the Discovery Science Center, and on the corner across the street from there, they're 7 8 trying to build high-density apartments which we really I would love it if they would strong arm 9 don't want. the city council, and so forth, to put a kibosh on that 10 11 and make this more the place. 12 But also just adding in, I said it to the CEO 13 who was not apparently aware of it, but they are going to close the carpool lane exit. That is a given. 14 Thev 15 are also going to change the way that it's working so 16 there aren't going to be very many exits from the 17 5 Freeway to here and everything is going to have to 18 come down Main Street or come off of the 22 Freeway. 19 Those are really the only -- maybe -- maybe La Veta and Bristol, but that's a big pain in the rear, getting off 20 21 there. And I'm thinking about the fact they already 22 built these super high-density places here in Orange 23 right across the street and that's where the only other 24 places to get off the freeway are. 25 I think that access -- right now I do anything

1 I can to avoid going down Main Street for this one mile 2 because it has so many stop lights and people drive silly and they don't get through lights. No one is 3 going to come here if you can't get through the traffic. 4 5 The traffic is not going to be fun so it would be nice 6 if they figured out a way to make it very accessible, and also deal with the homeless situation in the parks 7 8 because we just live a mile but we don't like to walk 9 here at a certain time of day because the people and characters we encounter on the way are iffy and not safe 10 11 so -- don't you feel like that, Sue? 12 MS. SUE McDONALD: 13 We ran into them coming over. We walked. MS. KELLY MEDINA: 14 At any rate that's why I drove. I didn't know 15 16 what time I would be getting back. 17 MS. SUE McDONALD: 18 You were shopping too. MS. KELLY MEDINA: 19 20 So anyway, I would like it to be something like 21 he made -- when I saw those pictures it made me think 22 about that lima bean, that silver lima bean at Chicago, the area around it has a lot of walking and it has an 23 24 open air theater, I noticed, venue and it has stores nearby. Just being out in those areas with fountains 25

1 and so forth, was very pleasant.

2	There are lots of people there but, of course,
3	you're going to need an overpass. That's it. Maybe an
4	overpass, a pedestrian bridge over Main because they're
5	not going to be able to cross. That stops up a lot of
6	traffic. There are 4,000 apartments going in over
7	there. They need something to make it like they did at
8	South Coast Plaza so the people don't keep stopping the
9	lights.
10	Anything else you can think of? I've got all
11	kinds of thoughts. Bring in Crate and Barrel. What are
12	your thoughts, Sue?
13	MS. SUE McDONALD:
14	No, just traffic is mostly it. Part one, we'll
15	focus on that. I like better stores in here.
16	MS. KELLY MEDINA:
17	And if there is some way to teach people good
18	manners when they're shopping. They bring all of their
19	kids, and so forth. We live in a dream world, I think.
20	16. MS. TRACY MATHENY:
21	I would like you to bring Lands' End here as a
22	retailer. Right now you can only get to them either via
23	catalog or go to a Sears store. You get this
24	(indicating) much instead of that (indicating) much, so
25	I would love to see Lands' End.

1 I talked to your CEO and he's got a great 2 vision, and I was really glad that I came because he -he changed what I thought was going to happen here. 3 He changed my mind about how I felt about it because I 4 5 wasn't sure this is what I wanted, but understanding his 6 vision, I'm excited now for what this is going to be. 7 Thank you. 8 My email is TracyMdesigns@gmail.com. I was 9 feeling negative about the whole thing. I feel differently now. 10 11 17. MR. THOMAS CARTNEY: 12 I would say that in general terms that I am 13 very excited with regard to the prospect of redevelopment of this property and that it's 14 15 understandable with the direction that retail is going, 16 that to make this more of a multi-use project is 17 awesome. Although, I don't feel that in the CEO's 18 presentation that there was enough specifics with 19 20 respect to, you know, if this is going to be a lifestyle 21 designation. There is presently a gym here. There is presently a sort of adult activity, a bowling lane, pool 22 23 table arcade thing, so on what scale, what other 24 attractions. A brand new cinema, sure, that's fine. That's fantastic, but what else specifically is going to 25

be offered at what scale?

1

2	And probably my greatest concern on a negative
3	side of this is that I live in the neighborhood closest
4	to this development and that the prospect of having 1900
5	more units of housing, a 400-key hotel, and the new
6	retail and/or office space will definitely bring much
7	more no, I'm doing court reporting I decided court
8	reporting. I've taken where's the Bible. I'm
9	supposed to do the oath thing; right?
10	Yeah, she's the court reporter. She's taking
11	I'm not photogenic among other things. We'd have to
12	do a million takes. I stutter.
13	But my main concern is with this development
14	and many others that are between the crossroads of these
15	two cities that what's not being taken into
16	consideration is the traffic impact, quite frankly.
17	There isn't capacity, you know. Even when I'm looking
18	at the fact that present entitlements, they're saying
19	there is going to be a reduction in trips. I don't even
20	believe that. I can't believe that. That cannot be the
21	case. It does not take into consideration any of the
22	brand new apartments that are here and many other
23	proposed projects. That's the one thing I'm highly
24	skeptical about.
25	And although I feel that this location is a

1 very appropriate location for this type of development, 2 our neighborhood is currently fighting a new 500-unit apartment building on a site adjacent to our 3 single-story home community right off of the freeway. 4 5 So, if anything, I would just hope that in the entitlement of this project that there -- there has to 6 be some major master plan, or someone has to be 7 8 overseeing for the welfare of all the residents here in 9 the total amount of development that's happening, whether the infrastructure can even support it. 10

11 Then I'm going throw in my architectural 12 detail. Okay? They're so far away from the 13 architectural stuff. It's minutia. It's minutia. I 14 have a minutia issue.

15

Then you can get your shot in on 2525 --

16 I found it interesting that they must have 17 felt that the freeway facade of this current development with the huge gable projection is so iconic that they 18 19 want to push it through to the street side over here, 20 and that seemed kind of strange and silly to me that the real architectural bones of the site should be keyed off 21 22 what used to be the Bonton building or the current 23 Macy's building that it would seen to make sense to do a 24 very upscaled mid-century modern type of approach to all the development as a unifying architectural theme. 25

1That's my two cents about aesthetics and2development. I do like the exterior of Macy's. It's3incredible. I don't even mind the marble, and it should4be preserved. That really is a very well designed5facade. All right.

6

18. MR. DALE HELVIG:

7 Let me just say that the project in itself overall, I like it. My concern is the amount of 8 residential that will go in here and the traffic that 9 10 will be created as a result of it. Not everybody that 11 will be living and shopping in this area will be working 12 in this area. And so Main Street and the freeway on and 13 off-ramps are going to be of a concern because right there they're heavily congested. Those new developments 14 15 are only going to add to that so I hope this project 16 takes a look at the infrastructure that's going to be 17 needed to be modified as a result of this project. But I do support the project so --18

My email is: nsapainfo@gmail.com. I'm
chairman of North Santa Ana Preservation Alliance.
949-525-8477.

(End of proceedings at 7:30 p.m., Thursday,
 May 31, 2018.)

24

25

1	CERTIFICATION
2	OF
3	CERTIFIED SHORTHAND REPORTER
4	
5	I, the undersigned, a Certified Shorthand
6	Reporter of the State of California do hereby certify:
7	That the foregoing proceedings were taken
8	before me at the time and place herein set forth; that a
9	verbatim record of the proceedings was made by me using
10	machine shorthand which was thereafter transcribed under
11	my direction; further, that the foregoing is an accurate
12	transcription thereof.
13	I further certify that I am neither
14	financially interested in the action nor a relative or
15	employee of any attorney of any of the parties.
16	IN WITNESS WHEREOF, I have this date
17	subscribed my name
18	Dated: June 1, 2018
19	
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22	Katherine Emerling
23	Katherine Emerling, CSR
24	Certificate Number 11157
25	
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parties 26:15	present 23:18	queen 2:14 17:22	13:17 18:5 24:8
partly 12:10	presentation	questions 6:25	respect 22:20
pedestrian 21:4	22:19	quicker 9:1	restaurants 5:13
people 4:2,20 6:10	presently 22:21,22	quickly 16:22,24	10:24
10:25 11:14,22,24	presents 17:10	quite 8:20 23:16	result 25:10,17
12:6,12 14:16,17	preservation	quon 2:12 14:2	retail 7:5 10:15,25
14:23 15:17,23,25	25:20	r	22:15 23:6
16:1,12,14,18,21	preserved 25:4	ramp 16:4,7,7	retailer 21:22
16:23,24 17:5,11	president 6:2	ramps 18:22,22	retire 5:23
17:12,13,16 20:2,9	pretty 15:6	25:13	retired 5:19,21
21:2,8,17	private 4:12	ran 20:13	retirement 5:25
percent 16:9 17:4	probably 12:2	rate 20:15	return 10:2
persons 13:16	17:4 23:2	real 24:21	reviews 13:19
phil 2:15 18:11	problem 5:11	really 4:3 6:18 7:8	right 7:6 8:6,17
philschaefer1	17:10,14	7:10 8:6,13,18	9:5 12:16 13:17
18:20		7 - 7 -	<i>7.0 12.10 13.11</i>

			I
17:3,7 18:3 19:5	10:3,10 12:12,17	sort 8:16 22:22	stuff 8:25 10:11,14
19:23,25 21:22	15:21 18:13 21:25	south 17:24 21:8	10:15,22 24:13
23:9 24:4 25:5,13	seeing 8:17 11:15	space 3:21 15:3	stutter 23:12
rise 3:15	seen 8:4 15:19	23:6	subscribed 26:17
roadrunner.com.	24:23	speaker 2:8 9:19	successful 14:6
15:14	sell 15:3	specifically 22:25	18:18
round 17:5	senior 11:19,21	specifics 22:19	sue 2:16 18:21
ruin 9:17	sense 13:24 24:23	spelled 6:7	20:11,12,17 21:12
run 9:15	separate 18:1	sponsored 13:2	21:13
russell 2:3 3:9 5:8	set 26:8	spot 9:18	sufficient 8:1
5:15	seven 11:17	spots 10:12	sunshine 6:22,25
S	sherry 2:6 7:15	start 6:13 14:3	7:9
safe 20:10	shop 10:19 16:1	started 5:21	super 19:22
sally 2:4 3:24 4:25	18:17	state 12:9 26:6	support 11:13,23
5:18	shopping 10:1,25	station 1:12	24:10 25:18
santa 1:14 3:1	13:11 20:18 21:18	stations 6:24	supposed 6:21
5:12 10:9 11:5,17	25:11	statistics 12:14	23:9
11:18 15:10 25:20	shorthand 26:3,5	stop 20:2	sure 5:8 6:15 7:25
santiago 19:5	26:10	stopping 21:8	8:19,20 9:9,10
santiago 19.3 saw 9:11 20:21	shot 24:15	stops 21:5	16:20 22:5,24
saw 9.11 20.21 saying 4:2 6:13	shut 9:15	store 1:12 13:23	surrounding 8:5,7
7:5 23:18	side 6:13 23:3	21:23	surveys 12:8
says 16:5	24:19	stores 13:14,24	t
says 10.5 sbcglobal.net.	sign 5:1	14:7,10 15:9	table 22:23
17:20 19:2	signals 16:21	20:24 21:15	take 4:15,15 5:5
scale 22:23 23:1	signature 26:22	story 24:4	9:20 18:24 23:21
scand 22.23 23.1 scandrett 2:10	signed 5:16 7:14	strange 24:20	takeaways 7:13
11:1,2	silly 5:24 20:3	strauss 10:13	taken 18:6 23:8,15
schaefer 2:15	24:20	street 1:13 4:1,5	26:7
18:11	silver 20:22	4:22 12:5,5 13:18	takes 23:12 25:16
school 5:19,20	single 24:4	15:20 16:21 17:23	talk 4:16 11:10
schools 13:6	sit 4:16	18:2,3,25 19:7,18	talked 22:1
science 19:6	site 24:3,21	19:23 20:1 24:19	talking 4:1
scratch 4:19	situation 20:7	25:12	tall 3:20
sears 21:23	size 13:15,15	strong 19:9	tan 5:20 target 13:2,15
sears 21:25 seasons 15:21	skeptical 23:24	structure 17:9	taught 5:19,20,22
seasons 15.21 second 1:13 8:3	sky 12:13	structures 3:15	taught 5:19,20,22 teach 21:17
10:16	small 13:14,16	4:7 7:25	teacher 5:19
sections 7:4	someplace 6:17	struggling 12:17	
sections 7:4 see 3:20 4:24 5:10	sooner 17:17,18	studio 4:8	teaching 6:1
	17:18		telephone 5:3,7
7:19,20 8:6,9,16			

tell 3:12 7:16 17:1	tracy 2:18 21:20	unifying 24:25	we've 15:19,22,25
terms 8:22,23,25	tracymdesigns	union 17:8	16:17
9:1 11:12 22:12	22:8	unit 3:11,25 5:11	welfare 24:8
test 6:15	trader 13:2,15	8:20 24:2	west 14:17
thank 9:12 17:20	18:14,15	units 3:10 4:7 5:10	whereof 26:16
18:10 22:7	traditional 13:7	7:21 23:5	wide 6:12,16
theater 20:24	traffic 12:3,4,7	updated 9:4	wife 6:6
theme 8:17,19,22	14:19 15:17,21	upkeep 9:2	witness 26:16
8:23 9:3 24:25	16:20,21 17:8,12	upscaled 24:24	wonderful 6:5
thereof 26:12	17:25 18:6,24	usc 13:1,1,18	work 11:5 15:19
thin 6:22	20:4,5 21:6,14	use 22:16	16:15 17:10
thing 4:2,20 5:2	23:16 25:9	usually 7:22	worked 11:20 15:5
6:4,9 12:11 18:9	transcribed 26:10	utilized 16:8	15:25
18:18 22:9,23	transcript 3:5	v	working 19:15
23:9,23	transcription	v 17:20	25:11
things 5:13 6:15	26:12	vehicles 7:22	works 4:14
7:19 9:11 10:17	transformation	venue 10:7 20:24	world 21:19
16:13 23:11	1:1	verbatim 26:9	worry 4:6
think 3:11,23 7:16	trips 23:19	veta 17:6 19:19	write 6:2
7:17 9:6 11:16,22	trump 6:3	victor 2:13 15:15	wrong 6:7
11:22,23,24 12:1	trying 5:7 6:17	videos 8:17	X
14:19 17:13,13,18	10:6 16:6,13,19	village 13:1,18	x 2:1
18:12,17 19:4,25	18:15 19:4,8	vision 18:13 22:2,6	
20:21 21:10,19	turns 5:24	visually 8:5	y
thinking 19:21	tweeted 6:4,5		yahoo.com. 5:17
thomas 2:19 22:11	tweets 6:3,7	W	14:1
thought 9:7,10	two 3:11 4:11 5:10	waited 5:23	yeah 23:10
13:19 22:3	5:22 7:22 23:15	walk 4:5,22 17:14	year 17:5
thoughts 21:11,12	25:1	20:8	years 5:20 14:9,9
three 4:8 16:2 17:9	type 24:1,24	walked 20:13	14:13 15:4,4
throw 24:11	u	walking 20:23	young 4:9 9:24
thursday 1:6 3:1	ultra 13:7	want 4:4 5:8 7:16	
25:22	undersigned 26:5	9:9 11:2 15:12,12	
time 6:3 10:21	understand 12:9	17:19 19:9 24:19	
17:5 20:9,16 26:8	14:15	wanted 5:22 17:15	
times 3:13 6:5	understandable	22:5	
tonight 14:22	22:15	wanting 6:2	
total 24:9	understanding	way 3:10 10:7	
totally 14:15	22:5	17:16 19:15 20:6	
town 18:4,15	unified 5:20	20:10 21:17	

MAINPLACE TRANSFORMATION PROJECT Report on Sunshine Ordinance Meeting

EXHIBIT G



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MainPlace Mall

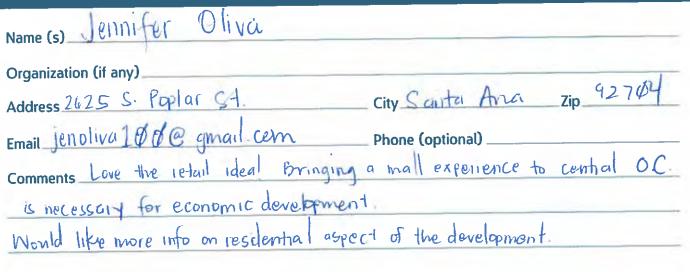
Zip 92706
11
smoothie

What would you like to see at MainPlace? a smoothie bowl or whee place

Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace?

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MainPlace Mall



What would you like to see at MainPlace?

Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace?

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MainPlace Mall

Name (s) David Permban	
Drganization (if any)	C A : Maria
Address 122 W. Pomona St.	City Santa Ana Zip 92707
mail dave _ peraloza ante O yahoo. Com	Phone (optional) 714-227-9094
Comments Don't like the name	Emporium. Also there is an
empty office building already	en-site.

What would you like to see at MainPlace?

Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace?



Name (s) Amergin Sorgano Organization (if any) Francesca's			
		Zin	
Address		Zip	
Email	Phone (optional)		
Comments 1. HOW Will the const		ir already	
struggling business.			
What would you like to see at MainPlace?			
aren't Butfillo Wild Wings,	or ustaurants	2.	



Van Carrera Name (s)____ Organization (if any) Address 11762 5 Rancho Santiago Blvd City Orange Zip 92869 Email jureir d'aid equail.com Phone (optional) (714) 470-8163 Comments There needs to be a focus on entertainment 3 diving As a young adult theres no clubs/bars/etc. close to nome where you could go. What would you like to see at MainPlace? Front Clubs like Jour The NOVO in Los Angelez. Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace? No Bremerres Rease keep me informed about the MainPlace Transformation Project and add me to your email distribution list.



Name (s) Michael Plantamura

Organization (if any) Address 2501 OAKMONTANE City SANTA ANA Zip 92706 Email California. trendking@gmail.com Phone (optional) Comments Two big concerns - the plan is toad apartments (1900) - Aportment dwellers are transitory - Preter condos or townhomes - Second traffic impact w/ all other developments especially EZZ offrang to MAIN and travel NES on Main What would you like to see at MainPlace? Revitalization is needed - Not sure about adding 1900 apartments - Reduce by half-contos instead Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace? Local moms pop restaurants - not chain vestaurants - Unique Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

Name (s) Diane Ashbauch Organization (if any) City Santa Apa Zip 92700 Address 207 W. 19th Street Phone (optional) Email comments Concept sounds interesting, with there was move inschut inside and ditails. What would you like to see at MainPlace? Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace? Crate & Barrel, Sur la table, Atten Bern Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

(COMMENT CARD	MainPlace Mall
Name (s) Deffe		
Organization (if any)		
Address	City	Zip
Email	Phone (optional)	
You have to ce	exiting the 22 1	of the
What would you like to see at Mainf	Hace? Main Haer St	Vect - It
will be a night	mere	
Is there a specific Fashion Retailer, R	estaurant, or Entertainment Use you wou March SI Med of JainPlace Transformation Project and add me to	junt tood



Name (s) Christopher J. Whiteside + Josie M. Cashilo Address ME City Place Dr. City Sante Ana zip 92705 Christopher james whites i de @ gmail com Email & msj mcastillo @ gmail.com Phone (optional) Organization (if any) comments need much more into re: parking, residential, traffic, market analysis for employment What would you like to see at MainPlace? parking, infrastructure, public services, safety/security Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace? Target (even city target), grocery (not speciality) Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

Name (s) JAMES + MADONNA BRISCUE Organization (if any) Address 415 S. BEDFORD RD. City OKANGE Zip 72868 Email madonnabriscoe gahoo. comphone (optional)_ comments I live one block north of LAVeta, x I am very concerned about troppic - especially with the plan for hotel/office/multi- Jamily development. I am What would you like to see at MainPlace? not sure that the current Set-up of Main St & LAVETA can accomposate more Is there a specific Fashion-Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace? traffic, which I would expect with such deve Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

ment, as planned. Is a troppic study part of the planning for the MainPlace Transformation Project?

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MainPlace Mall

ancred Name (s) Organization (if any) 2205 N. Wistwood Are dn 76 Address City Email Stancredi 51@gmuil.com Phone (optional) 714-231-8667 carly in the process but-Comments how the other proposed uses integrat his would be grea Ahorid/ What would you like to see at MainPlace?

Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace?

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MainPlace Mall

Name (s) Larry Klein Organization (if any) Morrison Park Weighborhodd Association Address 2714 N Lowell LN City SA Zip 92706 Email <u>larry @ la Klein.com</u> Phone (optional) 7/4 356 2275 Comments Be aware of added residential units impact on parks, schools, traffic. Need proper amount of security to Keep gangs away. What would you like to see at MainPlace? Keep Tesla Self-charging stations.

Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace? Trader Joes, Santa Ana Trolley Stop at the MainPlace? Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

COMMENT CARD MainPlace Mall Manibe IDVUL Name (s) Organization (if any) City. Zip Address_ Phone (optional) Email. **Comments** What would you like to see at MainPlace? Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace?

Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.



Name (s) Jason Queen	
Organization (if any) N/A	CIA Data5
Address 223 Janette Ln	City Santa Ana Zip 92705
	Phone (optional) 559-359-0179
Email jason@jasonquein.com	Phone (optional)
T live agree the stript of	of City Pice I am excited
Comments IVE BITTLE	
about this Areiter I am concerne	a shart trattic I know this
about the projection in the	residential L Chandle of (Icounty)
about this project I am concerne more business is good but I hipe that AL	pendingh projects are considered in total
What would you like to see at MainPlace?Apple	Store
What would you like to see at MainPlace?	

Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace? A food will would be vice!

X Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

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MainPlace Mall

Name (s) Kelly RUBIO Organization (if any) N/A Ret Address 514 N. WRIGHT City S.A Zip 92701 Email KRUBID 94 Opac bell, net Phone (optional) Comments This project will be an asset to our COMMUNITY. FILCOME back to Shop here

What would you like to see at MainPlace? It Appears that you've got

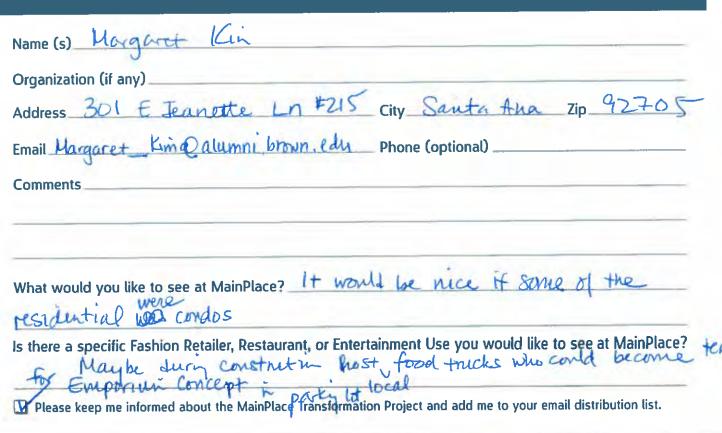
it covered

Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace?

Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

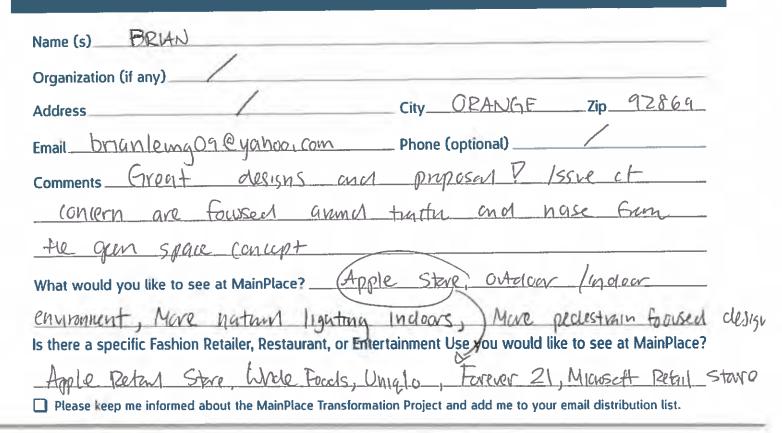
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MainPlace Mall



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MainPlace Mall





Name (s) DALE HEWK NSAPA Organization (if any) City_____S.A. Zip Address NSAPAINTO EGMAL. COM **Fmail** Phone (optional) Comments LOOKING FORWARD TO THE CHANGES TO THE MALL BUT NOT & MUCH TO THE SUPPOUNDING AREA GO EASY ON THE AREA, IT CAN ONLY HANDLE SO MUCH DEVELOPHENT. FREEWAY ACCESS WILL NEED TO IMADLE What would you like to see at MainPlace? WILL YOY BE POSTING ANSWERS TO TONKHTS QUESTINUS)

Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace?

Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

MainPlace Mall

irin (Name (s) Organization (if any) City_ Zip Address Email pcoleman (agmail. com Phone (optional) Comments I hope you would consider joining in w/ other Main street enterprises to create a shuffle line from the train station (or even the school of the arts to the What would you like to see at MainPlace? Mall and beyond up to St. Joseph's hospital an CHOC. This transportaction link would Is there a specific Fashion Retailer, Restaurant, or Entertainment Use you would like to see at MainPlace? greatly increase your traffi mall traffic (in a good way Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

and decrease the load on the public streets.

For example: The "Emory-go-Round" in Emorgville

Also please be careful to retain sufficient parking. I have left Brow Mall without going in for lack of a place to park.

Please be aware that we need good, quality jobs in Santa Ana. We are looking forward to seeing what you can bring. MAINPLACE TRANSFORMATION PROJECT Report on Sunshine Ordinance Meeting

EXHIBIT H



May 31, 2018 Public Meeting, Centennial Real Estate

Comments given by video:

https://youtu.be/bqCzj2Brs84

MAINPLACE TRANSFORMATION PROJECT Report on Sunshine Ordinance Meeting

EXHIBIT I



	WELCOME BIEN	/ENIDO	MainPlace Mall	the part of
Name Nombre	Email Correo electrónico	Address Dirección	Phone Teléfono	
Sally A. Neuville		1235 N. Town + Country Rd. (#3)	657-210	-
		Orange, CA 92868	4732	44
Marc Morly	mily Dech energy	SANTO ANK	746478526	
Steven Mendor	Mendoza Z Sbaglabal.no	ł	700-799-734K	
Gregory Pitman	expstoremb 0531 express.com		1	
ERIC SCANDRETT	enscandette AOL an	SANTA ANA		1
Larry Klein	larry @lattein.com	Morrison Park	354 227	7-
Francie Adens	V520547730Starburg,	Con	547-7140	1
DARCIE CANCINO	darcielc@gmail.com	SANTIAGO PARK	714.402.2582	-
- Lawid Penaloza	dave penabeord yahow.com	Scata Aren, CA	714-227-9094	
Thomas Cartilles	cartneyzertegmailcon	Bart Santory		1
DANIEL LES	DANIEL DLEE HOTMAIL COM		213-280-8148	4
Repato Shoodon	Venuto. shordon @ guail	fancaster (a	310279876	7
Jennifer Oliva	jonoliva 1. ØØE gmail. con	Santa Ana Coast	714) 340- 4977	! (
Dixte Jim Bosley	abosaaaa aol.com	1925 Kemper Ave, S.A.	714 6336256	, [
Jason Queen	jason@jasonqueen.com	223 Josnette Ln. Santa Ana, CA	559-359-9179	
Bran be	- /			

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 Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

 Por favor mantengame informado sobre el Proyecto de Transformación del MainPlace y añádame a su lista de distribución

4 WELCOME | BIENVENIDO MainPlace Mall CENTERNIAL COLLECTION Name Nombre Email | Correo electrónico Address | Dirección Phone | Teléfono ★ loriteterbs@gmail.com Den-seral Q SSCG Bal 2545 Santiqu genellejohnson@gmail.com nelle Johnson SA Unristing Pirrucello CPivruccello Docta. Net 550 5 main st 7145605766 oldmcdunald@sbcglobal. het Whe Mc Donald 2403 Tench 714-272-9543 guida@roadrunner.com 916 W. KIVIErast Danny Guar emercan 916 W. Riviera SA 5 Achbal 207 W. 19th Street Str 2834 NOTIVE LA 714-788-1958 dorsa smithzoo egne, likor EN 5. 60%. NOT 135 E. CITY PLACE OF. 92705 714514.0051 SHAENCH 92868 MADONNA BRISCOE madonnabriscoe By ahoo com 415 5 BEDFORD ORANGE 1714 543-8845 midge 000@ IND con Man place saite 442 Schu KUM Shaiske gMail COM 121 B. CITT PLACE DR. SAJANDE Christiphe-Vance Whiteside @ 127 E and M. D. E. 714-697-8100 Chris Whiteside 177 E city Place Dr SA (For) 393-3534 gmail. cum 202 Kim. margareth Ogmåil. com 31235 W Town & Country Oran Magnet Kin (657)278-39.

Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list. Por favor manténgame informado sobre el Proyecto de Transformación del MainPlace y añádame a su lista de distribución

	WELCOME BIENV	ENIDO	
Name Nombre	Email Correo electrónico	Address Dirección	Phone Teléfono
CHARLE H. LOURT	CITASHL DOW COMEN "Con	1 TOUN FRANKY	
VICTOR MOLICE	V-molling @ SBC Gul my	BODFORD Rd	
PatriciaLopez	lopergpata vanco.com	City Place	ę
Phyleis/Bills	PHYLNBILL COM	Concord At.	
Dochne / Laynockethla	dorine K-2003 & yahro, con	Clementon AVI	
Sylvia Varguer	Svazg-ez@sante-cina.crd		
Ali, Pezeshkopour			
Ellen Damond	Eadiamond Coo Smail. Co	M ZOZ W19#4 87	
Kaincooper	- KSCoop@packell	mplace St.	
Berbara Russell	barborn, nu sell @ ychoo, com	Park In, SA	
Markiberguera	mbelly80segrepus com	244 Jeanette Ln i	the
Juli for	juditione ore, cam	Careful FB	
ZUSAN LAW	Keychose Glmail o	on	
CNOMILLE	Chamilete Monig Vagmail.	om	714 953-2009
MikeTardif	mike@tardifsheetmeta	1, COM Santa Ang, CA 92	701
Sandra P. Sarmiento	mike@tardifsheetmeda pocha@pocharte.com	910 E. Grant St 92 Fol	769417
Victor Payan	Victor & masa media.org	POBX181(SACA GODO	5- 6/9-701-001

XXX Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list. Por favor mantengame informado sobre el Proyecto de Transformación del MainPlace y anadame a su lista de distribución

	WELCOME BIENVEN	IDO	MainPlace Mall
Name Nombre	Email Correo electrónico	Address Dirección	Phone Teléfono
America i Sonano	ameyalisonano@yahoo.am		
Row Anderson	von Anderson . WEG agrind icom		
Juan Carrera	jun mindset@gwail.com		
Chie Allen	HE'llen 9303(@ Att. Net		
Many An Norsdom	Myr. 0727 @ forcvardl.com		
Johnny Caro	52Knguyen@@ad.com		
Arejandra francisu	ALQ. 2019. F. GMay . COM		
Alerich Wir	awu 4058 & g mier l. con	•	
S. HOVER		2	
Felly Medina	6	Trepel 37.	
Kay On	marboutique à gmail.com		
Dave Fragkin	dianefradkine hotmail. on]	Wik Santago	
	3	V	
	*		

 Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

 Por favor mantengame informado sobre el Proyecto de Transformación del MainPlace y añadame a su lista de distribución

	WELCOME BIENVE	NIDO	MainPlace Mall	
Name Nombre	Email Correo electrónico	Address Dirección	Phone Teléfono	
George Conder	Egenzler elucilles BBQ.com			
DAVE HELVIG	W NSAPA info @ GINAIL-COM			
Joshua Sherman	jesherman de Organil.com)		
Volda Stam	JSHERMAN COLME/LITZ	FORG		
Neither & Martuez	abranche galio:			
Ashlypate				-
DILLY & LINDA (6161)	BILLY COORDINS DEMAN	1. Com		
Kelly RUBIO	KRUB1094 Opac Vell-Net			
Tim JoHNSON	tiphasme ilkrille.com			
Phil Schaefer	Phil Schaeten Josma	uil.com		
Tracy Matheny	tracy ndesigns@ gmail. Co			
Michael Plantaniera	california. trendkinge grail.			
			•	
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Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.Por favor manténgame informado sobre el Proyecto de Transformación del MainPlace y añádame a su lista de distribución

			C	Z
	WELCOME BIENV	ENIDO	MainPlace Mall	
Name Nombre	Email Correo electrónico	Address Dirección	Phone Teléfono*	*
Della Alonso	Rafadelia & Sbeglobal. net	Sonta Ana	(714)264-04	超
Steve Jancredi	stancredi Si@gmail.cm	2205 N. Northad	714-231-866	
Seleva lacarer '	Dam Skelaver & Santa-arg.	ort		
Jorge werd '	Unsabid@hotmail	244 Jeanette In	714-658-063	
JOANNE AGARINAN	SOXIAL STAR COMMIL. COM			
Usie M. Castillo	msimcastillo @gmail.com		·····	
Pat Coleman "	pcoleman 6 agmail.com			
JANelle McLoughlin.	JAvelle Maloushlin @ quare. Con	2415 NRIVERSIDE DR	114-349272	3
Elisha Paoline '	epoothqasantzavachamba		714343372	3
Jose Solaria	jsolocine asl. con			
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	•	•		

 Please keep me informed about the MainPlace Transformation Project and add me to your email distribution list.

 Por favor manténgame informado sobre el Proyecto de Transformación del MainPlace y añádame a su lista de distribución

	WELCOME BIENV	(ENIDO	
Name Nombre	Email Correo electrónico	Address Dirección	Phone Teléfono
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Natalie Medina	•		
MATHAN HITTLE	NATHAN & CARIBONIC	1103 N BROADWAY	714 920 00
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	WELCOME BIENV	/ENIDO	MainPlace Mall	
Name Nombre	Email Correo electrónico	Address Dirección	Phone Teléfono	*
KEN MAY	KENKEN1990 SMOOL	ch.	714-225.95	
Cavol Park	KENKEN1990 SMOOL	e ovg	714-293-3	947
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1

EXHIBIT 8



MAINPLACE MIXED-USE PROJECT: APARTMENTS, HOTEL, AND RETAIL

Net Fiscal Impact & Economic Benefit Analysis SANTA ANA, CA

Prepared For:

Centennial Real Estate Company, LLC 8750 North central Expressway, Suite 1740 Dallas, TX 75231

Prepared By:



1601 N. Sepulveda Blvd. #382 Manhattan Beach, CA 90266 www.kosmont.com

December 2018



December 31, 2018

Mr. Oliver Robinson Centennial Real Estate Company

RE: MainPlace Market, Fiscal and Economic Benefit Analysis

Kosmont & Associates, Inc. doing business as Kosmont Companies ("Consultant" or "Kosmont") is pleased to present our Fiscal and Economic Benefit Analysis ("Analysis") for Centennial's proposed MainPlace redevelopment plan ("Project") located at 2800 N. Main Street in Santa Ana, California.

Background

Centennial Real Estate Company, LLC ("Developer") is seeking entitlements from the City of Santa Ana ("City") to develop a mixed-use project on the 50-acre Site. As part of the entitlement process, the City requested an analysis to examine retail market trends and to evaluate the net fiscal and economic impacts of the proposed Project.

The proposed development will consist of apartments, hotel, retail and commercial office space. These elements as well as additional improvements are further described in the Analysis.

Analysis Description

The Analysis evaluates net fiscal revenues and expenditures for the City, as well as direct, indirect, and induced economic benefits to the local economy resulting from the development of the proposed project. The fiscal revenues were derived from estimating the various taxes associated with the Project including property taxes (secured and unsecured), business taxes, franchise taxes, onsite and off-site retail sales taxes, and hotel transient occupancy taxes. The fiscal expenditures were derived from a per capita allocation ratio applied to estimated project occupants based on the 2016-17 Financial Report for the City of Santa Ana.

In the most recent election, The City of Santa Ana voters approved Measure X, which will increase the retail sales tax rate for 10 years by 1.5%, beginning in 2019. The initiative provides for a 0.5% reduction in 2029 where it will stay for 10 additonal years before expiring.



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1.0 **Executive Summary**

Santa Ana has achieved relative economic success compared to many other California cities, with the local unemployment rate (4.5%) below the state averages. Reflective of its strong economic character, Santa Ana is the corporate headquarters for several major companies including: Behr Paint, First American Corporation, Greenwood & Hall, Ingram Micro, and STEC. It also houses regional headquarters for Xerox, T-Mobile, and Ultimate Software.

Despite its current strength, economic growth in the region has been sluggish over the past decade. It was not until 2016 that taxable sales (\$4.1 billion) within the City surpassed 2008 prerecession level of \$3.9 billion.

Santa Ana's future faces significant economic challenges, as the digital economy converts the lifestyles and social patterns of society. Today's consumers increasingly utilize online websites for the purchasing of clothes, shoes, and other soft goods that impact major department stores. As this competition increases, retail chains continue to withdraw from traditional retail spaces; impacting even the most vibrant of communities and retail centers. The result of these forces is the need for the public and private sector to rethink traditional approaches to retail land uses.

The Millennial generation, with their increased use of media and digital communication, no longer seek collections of retail stores. Instead, young consumers increasingly desire gathering places with stores, restaurants and entertainment venues. Millennials are not the only segment of the population with such desires. According to many economic theorists, the creative class of professionals (artists, designers, scientists, musicians, and programmers) represent another key force in this economic development. This dynamic workforce is attracted to communities with urban environments and clustered centers, which provide a sense of vitality, diversity, convenience as well as a balanced mix of work, entertainment, services, art and culture.

Taking stock of these trends, it is apparent that today's economic forces demand approaches to land use and development that involve a diversification of uses and densities, as well as concepts for public amenities and private attractions that help cities capture consumer trips and thus "sales" sufficient to retain vibrant commercial districts.

MainPlace

Built in 1987, MainPlace recently lost its major anchor tenant, Nordstrom's and is facing significant competitive challenges to remain a viable regional mall for the economic benefit of the City of Santa Ana. Although the mall is generating over \$2 million in annual sales taxes based on City's 1% share, 12-month average annual retail sales are down over 20% as a result of Nordstrom closure. Interestingly, the Macy's store saw no uptick in sales following Nordstrom departure.



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Centennial Real Estate wants to transform the existing MainPlace Mall into a "blended-use" village. This study is being commissioned as part of the entitlement effort for development rights for approximately 2 million square feet of hotel, residential and office space, in addition to attracting a 100,000 square foot entertainment anchor that is education oriented and will bring over 1 million children each year to participate in a full day of fun and educational activity, encouraging parents to spend time at the mall after dropping them off.

Fiscal Benefits

The redevelopment of MainPlace will bring significant fiscal benefits to the City of Santa Ana. Buildout of Phase 1 alone is estimated to generate over \$6.6 million in new General Fund revenues annually, with a net fiscal impact of \$5.0 million. Measure X will result in an additional \$2.1 million in net revenues thru 2028, and \$1.4 million from 2029 through 2038.

At full buildout, the City could expect to see \$9.3 million in new annual revenue, with a net fiscal impact of \$6.5 million, after allowance for municipal service costs. Measure X will result in an **additional** \$2.4 million in net annual revenues thru 2028 and \$1.6 million from 2029 through 2038, as shown below.

	Phase 1	Full Buildout
Fiscal Revenues	8	
Annual Gross Fiscal Revenues	\$6,607,900	\$9,295,500
Fiscal Expenditures		
Annual Gross Expenditures	\$1,573,786	\$2,781,376
NET FISCAL IMPACT		
Annual Net Fiscal Total	\$5,034,100	\$6,514,100
With Measure X 2019-2028	\$7,134,000	\$8,914,000
With Measure X 2029-2038	\$6,434,000	\$8,114,000

Exhibit 1.1.1: Fiscal Benefits from Annual Operations



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MainPlace Mall Net Fiscal Impact and Economic Analysis December 2018 Page 6 of 33

Economic Benefits

The redevelopment of MainPlace will bring significant economic benefits to the City of Santa Ana and Orange County. Buildout of Phase 1 alone is estimated to require over \$700 million in new capital investment.

ase One	and a second		
	Employment	Labor Income	Economic Outpu
Direct (On-Site)	3,635	\$355,972,000	\$730,713,000
Indirect	1,389	\$96,421,000	\$216,051,000
Induced	1,512	\$88,909,000	\$235,036,000
Total Countywide	6,536	\$541,302,000	\$1,181,799,000
· · · · · · · · · · · · · · · · · · ·			
Estimated City Capture	3,934	\$375,068,000	\$777,190,000
Estimated City Capture			
l Project	Employment	Labor Income	Economic Output
I Project Direct (On-Site)	Employment 7,189	Labor Income \$704,094,000	Economic Output \$1,421,181,000
I Project Direct (On-Site) Indirect	Employment	Labor Income	Economic Output
I Project Direct (On-Site) Indirect Induced	Employment 7,189	Labor Income \$704,094,000	Economic Output \$1,421,181,000
I Project Direct (On-Site) Indirect	Employment 7,189 2,615	Labor Income \$704,094,000 \$184,310,000	Economic Output \$1,421,181,000 \$412,966,000

Exhibit 1.1.2: Economic Benefits from Construction

Source: IMPLAN, Kosmont Companies (2018)

Phase 1 construction is estimated to provide over 3,600 FTE jobs on site, with a total of 6,500 jobs countywide (\$540 million in wages), including indirect and induced impacts.

By full buildout, the Project could be responsible for over 12,700 full time person years of employment – yielding \$1 billion in wages in today's dollars,

Operations

Phase 1 stabilized operations is estimated to provide approximately 1,143 jobs on site, with a total of 1,551 jobs countywide (\$71 million in wages), including indirect and induced impacts. After full buildout, the Project could be responsible for over 5,400 jobs in the County – yielding \$400 million in wages in today's dollars.

MainPlace Mall Net Fiscal Impact and Economic Analysis December 2018 Page 7 of 33

ase One			
	Employment	Labor Income	Economic Outpu
Direct (On-Site)	1,143	\$45,583,000	\$136,263,000
Indirect	209	\$13,722,000	\$32,902,000
Induced	200	\$11,746,000	\$31,061,000
Total Countywide	1,551	\$71,052,000	\$200,227,000
		A 40 007 000	¢110.051.000
Estimated City Capture	1,185	\$48,207,000	\$142,854,000
Estimated City Capture			
l Project	Employment	Labor Income	Economic Outpu
I Project Direct (On-Site)	Employment 3,425	Labor Income 279,198,000	Economic Outpu 439,342,000
I Project Direct (On-Site) Indirect	Employment 3,425 877	Labor Income 279,198,000 54,594,000	Economic Outpu 439,342,000 120,188,000
I Project Direct (On-Site) Indirect Induced	Employment 3,425 877 1,124	Labor Income 279,198,000 54,594,000 66,147,000	Economic Outpu 439,342,000 120,188,000 174,918,000
I Project Direct (On-Site) Indirect	Employment 3,425 877	Labor Income 279,198,000 54,594,000	Economic Outpu 439,342,000 120,188,000

Exhibit 1.1.3: Economic Benefits from Annual Operations

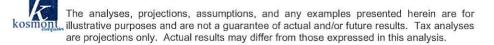
Source: IMPLAN, Kosmont Companies (2018)

Lessons Learned

Many communities and malls have begun to adapt to the new realities of retail. This report examines three similar malls in Southern California in the process of redeveloping their sites into mixed or "blended-use" developments by incorporating office, hotel, and residential uses.

- The Baldwin Hills Crenshaw Plaza was first opened in 1947 and has served as a key commercial center in central Los Angeles ever since. In June, the Los Angeles City Council approved a redevelopment plan to create a mixed-use entertainment center.
- Laguna Hills Mall is being reconfigured as a mixed-use redevelopment project in Orange County, due to the loss of all major anchor tenants.
- The Westfield Promenade in Woodland Hills has suffered from high tenant vacancy, so the owners have filed a proposal to demolish the existing structure and replace it with a 34-acre mixed use project including hotels, residential units, office space, and an entertainment center.

With a loss of over 8,000 retail stores nationally in 2017, mall owners are unable to find new tenants for vacant spaces, showing the critical importance of investing in a strategy to diversify the types of land uses, such as apartments, with pedestrian-friendly promenades and open spaces, outdoor dining, and entertainment and retail, all within a unified site.



MainPlace Mall Net Fiscal Impact and Economic Analysis December 2018 Page 8 of 33

2.0 **Project Description**

2.1 Location

City of Santa Ana

Incorporated in 1886, the City of Santa Ana is a key economic and governmental driver in the center of Orange County. Serving as the County Seat, the City has a 2018 estimated population of 338,247 individuals, Santa Ana is the second largest City in Orange County and the eleventh largest in the State of California. Its population is predominantly Hispanic (78.2%).

Traditionally a largely residential community, modern Santa Ana is characterized by several distinct districts, each with their own unique environment and lifestyles. The core of the city is the downtown area with a dense campus of City and county administrative, retail, and housing uses. The midtown district to the north is home to several unique entertainment features including the Bowers Museum of Cultural Arts, the Discovery Science Center, and the MainPlace Mall. While to the south, the City has maintained its largely suburban residential character.

The City's central location offers direct access to several major California freeways including Interstate Highways 5 and 405, and State Highway 55. The city is also home two major transit hubs in the Santa Ana Regional Transportation Center and John Wayne Airport.

Reflective of its strong economic character, Santa Ana is the corporate headquarters for several major companies including: Behr Paint, First American Corporation, Greenwood & Hall, Ingram Micro, and STEC. It also houses regional headquarters for Xerox, T-Mobile, and Ultimate Software.

Project Site

As shown in Exhibit 2.1.1, the MainPlace Mall is located on the northern edge of the City, just east of the intersection of State Route 22 and Interstate Highway 5. The eastern side of the Site is bordered by North Main Street, on the opposite of which lies the City of Orange.

The mall has a current gross leasable area of approximately 1,100,000 sf, and consists of approximately 200 stores, 14 restaurants, two department stores, a gym, and other entertainment options. The Nordstrom store has been vacant since March 2017.



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MainPlace Mall Net Fiscal Impact and Economic Analysis December 2018 Page 9 of 33



Exhibit 2.1.1: Local Map

Source: City of Santa Ana; ESRI, 2018.



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Exhibit 2.1.2: Project Site Map



Source: City of Santa Ana; ESRI, 2018.

Land Uses

Currently, the Site is zoned for General Commercial (C2) under the City of Santa Ana's Zoning Designations. General Commercial uses currently prohibit residential developments on the site and require conditional use permits for hotels.

The Site is bordered to the immediate south by a special development district for the Discovery Science Center. To the east of the site are additional specific development districts for commercial office space and mixed use. Additional urban mixed-use districts lie to the immediate east of the Site within the City of Orange. Land use beyond the two bordering highways are composed primarily of single residential units.

Freeway Access

The Site maintains close proximity to access points to two major freeways. On/off ramps to the Garden Grove (22) Freeway are approximately 0.4 miles north-east of the site, while entrances to the Santa Ana (5) freeway are 0.5 miles south of the site.



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MainPlace Mall Net Fiscal Impact and Economic Analysis December 2018 Page 11 of 33

2.2 Proposed Project

On the 50-acre property, the Project would redevelop surface parking areas surrounding the existing MainPlace Mall. Retaining approximately 1,100,000 sf of retail space, the proposed site plan would permit approximately 1,900 residential units, 400 hotel rooms, 750,000 sf of office space, and 250,000 sf of new retail space. The proposed expansion would be comprised of up to five new mid-rise apartment complexes, several office buildings, and two hotel towers occupying ten designated areas surrounding the Mall's existing footprint.

Developer has already secured a new anchor tenant for 100,000 sf of its new retail space, a family entertainment/education center, which will occupy Area G of the proposed development. The entertainment center allows children to role play as adults in a child-sized replica of a real city.

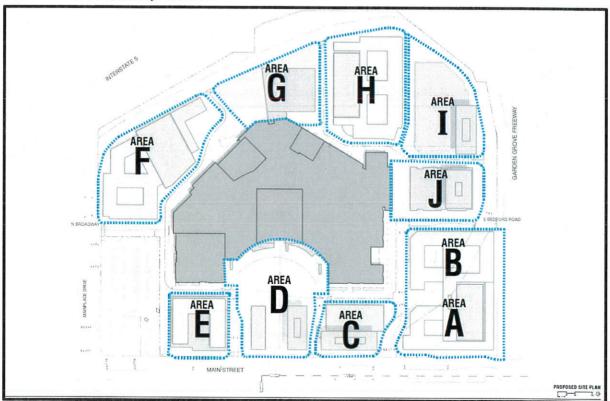


Exhibit 2.2.1: Preliminary Site Plan

Source: Centennial Real Estate Company, LLC, 2018.

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MainPlace Mall Net Fiscal Impact and Economic Analysis December 2018 Page 12 of 33

3.0 Retail Market Trends

3.1 Local Retail Trends

Santa Ana has seen slow retail growth since the "Great Recession" started a decade ago. In 2008, the City had an estimated \$3.9 billion in taxable sales reported in their Annual Financial Report. By 2010, this figure had dipped to \$3.1 billion, and it has only been in the last few years that retail sales have exceeded their pre-Recession levels (\$4.1 billion in 2017).

Part of this slow growth is potentially indicative of changing retail trends and the growth of the digital economy. Today's consumer is using online websites such as Amazon.com for purchasing clothing, shoes, electronics, appliances, and more. Because of this, even the most vibrant of communities are susceptible to the closure of major department stores and the sales tax revenues that accompany them.

Orange County and the City of Santa Ana are by no means exceptions to these trends. Countywide retail vacancy rates, as reported by Kidder Mathews, have slowly increased over the past three years rising from 3.6% to 3.9%. A trend which has been felt particularly amongst several of Orange County's key shopping centers. Across the county, major sites such as the Brea Mall, Laguna Hills Mall, MainPlace Mall, and more have seen major tenants such as Macy's and Sears close their doors. The cause for these closures are by no means local, but instead the result of broader global retail trends.

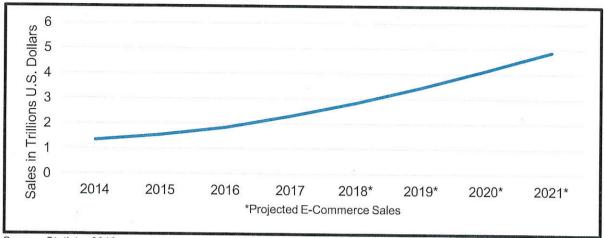
3.2 National Retail Trends

Santa Ana, like most cities, will face many unavoidable challenges as the global retail market is affected by the continued growth of the digital economy. In order to remain competitive in this evolving retail environment, the City will need to recognize and understand how global trends continue to shape the new retail economy.

Foremost among these trends has been the growth of e-Commerce sales within the retail industry. As seen in Exhibit 3.2.1, from 2014 to 2017 e-Commerce sales grew by 70% and are projected to grow an additional 100% within the next four years.

Reflective of this growth, Exhibit 3.2.2 shows that the number of digital buyers has also increased significantly in the past four years. Since 2014 the number of digital buyers has increased 340 million,

MainPlace Mall Net Fiscal Impact and Economic Analysis December 2018 Page 13 of 33



Source: Statista, 2018.

Exhibit 3.2.1: Global e-Commerce Sales

The growth of this digital market has taken away from traditional brick and mortar sales over the past two decades. In 2000, e-Commerce retail sales comprised a mere 0.8% of the total retail sales market. By Q1 2018, 9.5% of all retail sales were conducted via e-Commerce, a steady growth pattern which is projected by many economists to continue in the years ahead (see Exhibit 3.2.3).

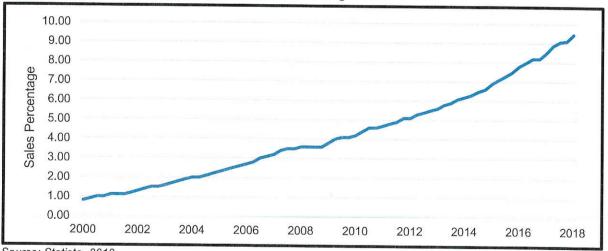


Exhibit 3.2.3: e-Commerce Retail Sales as a Percentage of Total Sales

Source: Statista, 2018.

Business Insider estimates that in 2017, 8,053 retail stores closed their doors. For comparison, this outpaced closures at the height of the 2008 economic recession which saw 6,183 closures.



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Recently, most major department stores have continued to announce store closures. For example, Sears & K-Mart closed 40 stores in 21018, Macy's is closing 11 department stores, including Laguna Hills Mall and Westside Pavilion. J.C Penney is closing 8 more stores after a loss of 140 stores in 2017. Brookstone just announced a Chapter 11 bankruptcy filing, and will close all 101 remaining mall stores.

Other examples of store closures include:

- Toys "R" Us has closed all 735 stores
- Bon-Ton Stores has announced liquiation of all its Midwest department stores
- Sears and K-Mart announced 80 more store closing in March 2019
- · Gap will close approximately 200 stores in next few years
- GNC will close 200 stores in 2018
- Footlocker is closing 110 stores
- J. Crew will close 20 stores
- Subway is closing 500 stores

With a loss of over 8,000 retail stores in 2017, mall owners are unable to find new tenants for vacant spaces, showing the critical importance of investing in a strategy to diversify the types of land uses, such as apartments, with pedestrian-friendly promenades and open spaces, outdoor dining, and entertainment and retail, all within a unified site.

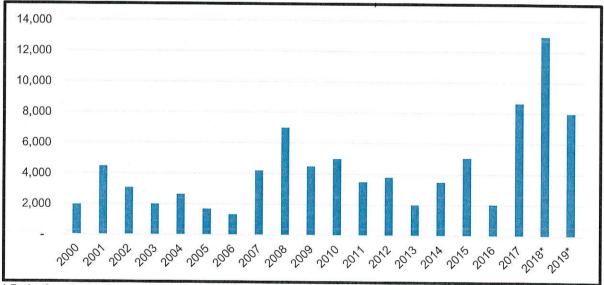


Exhibit 3.2.4: Major Chain Store Closures

* Projections

Source: Credit Suisse, Cushman & Wakefield, 2018.

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For many large shopping malls, these closures have been especially impactful as traditional anchor tenants have left significant vacancies. The commercial real estate firm CoStar has recently estimated that almost 310 of the nation's 1,300 shopping malls are at high risk of losing an anchor tenant. A reality, which will force shopping malls to reconsider the traditional composition of their tenant spaces.

Today's economic forces demand approaches to land use that explore diversification in uses and densities, and concepts for public amenities and private attractions that help cities capture trips and thus "sales" sufficient to retain vibrant commercial districts. Younger consumers, with their increased use of media and digital communication, seek gathering places with restaurants and entertainment venues, rather than collections of retail stores.

To this end, retail landlords are increasingly adding office, hotel, residential, entertainment and open space to their shopping centers to draw in more customers throughout the day and evening hours (i.e., creating villages). Retail shop space is being converted towards dining and entertainment markets, with some food stores becoming anchors. Subsequently, these blended use projects are attracting significant demand from employers seeking to attract younger working professionals, who no longer want to be located in a suburban office park or high-rise tower.

3.3 Mall Redevelopment Case Study Examples

Reflecting national retail trends, many developers across the country are repositioning traditional shopping malls into new "Villages" and mixed-use developments. Below are three cases of such developments in Southern California. Each demonstrates the ways in which traditional shopping malls are seeking to reposition into new blended use developments.

Baldwin Hills Crenshaw Plaza

The first post-war retail complex in the state of California, the Baldwin Hills Crenshaw Plaza has served as a key commercial center in south central Los Angeles since its opening in 1947. Since opening the mall has undergone a number of renovations and additions, the most recent of which was completed in 2010 after the purchase by Capri Capital Partners. However, the mall suffered major setback when the Walmart store was forced to close in January 2016.

Following unsuccessful attempts to find a replacement anchor, Capri filed plans with City of Los Angeles for a major mixed-use development expansion. On June 27th, 2018, the Los Angeles City Council approved the development agreement with Capri to add 2 million square feet of office hotel and residential uses, while redeveloping significant retail portions of the existing footprint to become a mixed-use entertainment center.



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MainPlace Mall Net Fiscal Impact and Economic Analysis December 2018 Page 16 of 33



Exhibit 3.3.1: Concept of Baldwin Hills Crenshaw Mall Redevelopment

The project plan approved by City Council would add approximately 2 million gross square feet to the existing approximately 1 million square feet already on site. The majority of this to be added space is composed of approximately 1.2 million gross square feet of residential space encompassing 961 new residential units. Additions also include plans for a 400-key hotel, close to 150 thousand square feet of office space, and approximately 350,000 square feet of new restaurant and retail uses.

<u>Use</u>	Existing GFA (SF)	New GFA (SF)
Retail	833,077	833,077
Theater	75,000	75,000
Commercial	104,041	104,041
Ofice	4,623	148,000
Residential		1,234,500
Retail Restaurant		331,838
Hotel		346,500
Total	1,016,741	3,072,956

Exhibit 3.3.2: Baldwin Hills Crenshaw Project Summary

Source: Development Agreement with City of Los Angeles, 2018.



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Laguna Hills Mall (Five Lagunas)

First opening in 1973, the Laguna Hills mall was centered around four major department stores. In 1991 the first of these department stores (Buffum's) closed, forcing the mall to redevelop the former tenant's space into a food court. In the past few years, the mall suffered as additional anchor tenants have closed their stores (Sears, Macy's, and JC Penny). As of October 2018, all four of the major anchor tenant spaces will be vacant.

Facing high vacancy levels, in 2016 Merlone Geier Partners unveiled plans to redevelop to bring it into line with the modern shopping experience.

Exhibit 3.3.3: Concept of Five Lagunas Redevelopment



Rebranded as the "Five Lagunas" the project will more than double the existing square footage of the site. The majority of this new gross area will come from the addition of 1.3 million square feet of residential space (988 units). Additional growth is also planned with 115,300 square feet for new restaurant tenant space, 40,100 square feet for a new fitness center, 45,900 square feet for flex retail and office space, as well as an 109,070 square foot expansion of the cinema tenant on site (see Exhibit 3.3.4).

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<u>Use</u>	Existing GFA (SF)	New GFA (SF)
Restaurant	78,795	115,354
Retail	873,551	616,013
Fitness	_	40,102
Cinema	13,166	109,070
Flex Retail/Medium Office	-	45,890
Residential	-	1,300,000
Total	965,512	2,226,429

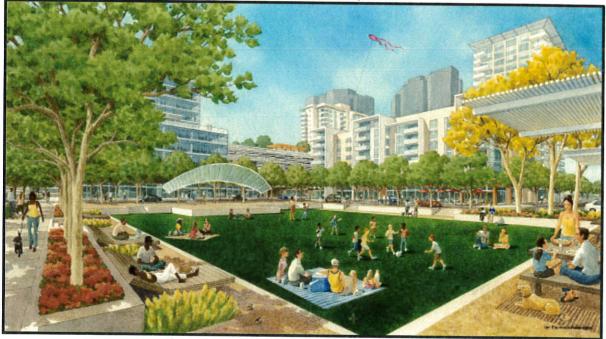
Exhibit 3.3.4: Five Lagunas Project Summary

Source: Five Lagunas Project Plan, 2016.

Westfield Promenade (The Promenade)

Opened in 1973, The Promenade was originally a high-fashion center in Woodland Hills developed by Kaiser Aetna as part of their plan for the former Warner Ranch. In recent years, the promenade has suffered serious tenant issues and slow business. Vacancy from several key tenants has recently pushed the Westfield Group, who owns the site, to make substantial changes to the property.







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In late 2016, Westfield submitted a proposal to demolish the existing Westfield Promenade in Woodland Hills and reposition the 34-acre site into a mixed-use project. Replacing the existing 641 thousand square feet of retail space, the project would bring approximately 244,000 SF of retail, 629,000 SF of office space, two hotels with a total of 572 rooms, as well as 1,432 residential units (see Exhibit 3.2.6).

Uniquely, the project also includes a 15,000-seat Entertainment and Sports center to accompany approximately 7 acres of open space. If approved by the Los Angeles City Council, the project is not expected to be completed until 2033.

<u>Use</u>	Existing GFA (SF)	New GFA (SF)
Retail	641,000	244,000
Residential	-	1,609,000
Office		629,000
Hotel	-	469,000
Entertainment		320,000
Total	641,000	3,271,000

Exhibit 3.3.6: Westfield Promenade Project Summary

Source: Westfield Promenade Proposed Project Description, 2016.



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4.0 **Construction Period**

4.1 **Construction Period Overview and Cost Estimation**

Construction of the Project is expected to take place in two major phases. Under the first phase, the Developer expects 1,250 residential units, 400 hotel units, 40,000 SF of new retail space, 105,000 SF within former Nordstrom, 100,000 SF of space for "edu-tainment", and 1,650 garage parking spaces to be completed.

The second phase of construction, which will bring the project to full buildout totals, is expected to add an additional 650 residential units, 750,000 SF of office space, and an additional 2,900 garage parking spaces. Kosmont has organized this report to illustrate Phase 1 elements of the Project, as well as its final Full Buildout.

The estimated costs for the Full Project are approximately \$1.42 billion, including soft and hard costs. At an approximate total of \$730 million, Phase 1 elements of the Project are expected to encompass a little more than half of full buildout development costs, summarized in Exhibit 4.1.

Development costs displayed in Exhibit 4.1 do not include land. Land acquisition costs are not referenced in the cost estimates, as they do not impact the fiscal calculations, as title is already vested under the Developer's name and no near-term re-assessment is expected.

Exhibit 4.1.1: Development Cost Estimate

Development Costs (Soft + Hard) Phase 1 Full Buildout

\$729,800,000 \$1,421,400,000



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5.0 **Fiscal Impacts**

This Analysis is based on information provided by the Developer, the City of Santa Ana ("City"), Orange County ("County") Property Tax Auditor-Controller's Office, California Department of Finance ("DOF"), California Board of Equalization ("BOE"), U.S. Census, U.S. Bureau of Labor Statistics ("BLS"), and ESRI.

5.1 General Assumptions

Unless otherwise noted, the subsequent analysis maintains the following assumptions.

- Dollar amounts are expressed in 2018 dollars. •
- Fiscal impacts are estimated at full build-out and stabilized occupancy.
- Employment figures are permanent FTE jobs.

5.2 **Fiscal Revenue Analysis**

5.2.1 Property Tax

Secured property tax revenues are estimated based on the anticipated assessed value of the Project upon full build-out and the applicable property tax rates for the City (see Exhibit 5.2.1). Acquisition costs were not included as part of the analysis, as the subject property is already on the tax rolls and title is vested under the Developer's name.

According to the Assessor's office, there are a total of 14 Assessor Parcel Numbers (APNs) associated with the Site. The various properties are located in a total of 3 different Tax Rate Areas ("TRAs") namely, 11-015, 11-053, and 11-054. The apportionment to the City is similar for the various TRAs. The City general fund receives an approximate 18.16% share of the annual 1.0% secured property tax general levy placed by the County on the assessed value of the property (\$0.1816 of each \$1.00 of secured property tax revenue) within the TRAs.

Unsecured property taxes are collected based on the assessed value of real property not affixed to the underlying land, such as business fixtures, and some types of vehicles. The rate of taxation and apportionment is generally the same as for secured property taxes. In the City's 2017 Comprehensive Annual Financial Report, the City reported that the assessed value of unsecured property is estimated to be approximately 6.5% of the assessed value of secured property.



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Exhibit 5.2.1: Property Taxes

		Phase 1	Full Buildout
Total Development Costs (Rounded)		\$729,820,000	\$1,421,400,000
5% Adjustment to Assessed Value:		\$36,491,000	\$71,070,000
Total Estimated Assessed Value		\$693,329,000	\$1,350,330,000
Property Tax Rates			2
General Levy - Secured	1.00%	\$6,933,290	\$13,503,300
City General Fund Distributions - Secured	18.16%	\$1,258,878	\$2,451,795
Unsecured Property as Percent of Secured		6.5%	6.5%
Estimated Unsecured Property Taxes to City		\$81,316	\$158,370
Fotal Property Tax to City (Secured + Unsecured)	- Rounded:	\$1,340,200	\$2,610,200

Source: Centennial Real Estate Company, LLC, Orange County Assessor's Office, Kosmont Companies (2018)

5.2.2 Property Tax In-Lieu of VLF

Prior to 2004, a percentage of State motor vehicle license fees (VLF) were distributed to cities and counties. In 2005, the State of California instituted a revenue swap, guaranteeing that municipalities and counties within California receive a distribution equal to the VLF collected the prior year, plus a percentage equal to the annual increase in assessed value. Property tax inlieu of VLF resulting from the Project is estimated based on the incremental amount of assessed value that both Phase 1 and Full Buildout will add to the City; thereby increasing the City's apportionment.

In 2017-2018, the City of Santa Ana was expected to receive approximately \$31 million in VLF revenues with the total assessed value of all secured property in the City totaling \$23.8 billion. Based on the relative ratios associated with these figures, it is estimated that the proposed project will generate approximately \$898,000 and \$1,750,000 for Phase 1 elements and Full Buildout respectively.

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Exhibit 5.2.2: Property Tax In-Lieu of VLF

	Phase 1	Full Buildout
Total Estimated Assessed Value	\$693,329,000	\$1,350,330,000
Total Assessed Value within City (2015-16)	\$23,886,126,355	\$23,886,126,355
Percent Share / Increase in Assessed Value	2.9026%	5.6532%
Estimated Property Tax In-Lieu of VLF	\$30,966,459	\$30,966,459
Incremental Project Tax In-Lieu of VLF	\$898,800	\$1,750,600

Source: City of Santa Ana, Centennial Real Estate Company, Orange County Assessor's Office (2018)

5.2.3 Real Property Transfer Tax

The City of Santa Ana generates approximately 0.055% of gross sales proceeds in transfer taxes upon the sale/re-sale of properties. The analysis assumes that the Developer will retain ownership of the project for an extended period of time; therefore, the analysis does not include any property transfer taxes.

5.2.4 Sales Tax (On-Site / Direct)

The proposed project includes five major retail/commercial components, which are expected to generate significant on-site sales taxes. As seen in Exhibit 5.2.4, these include 75,000 SF of vacant spaces, 30,000 SF for food hall restaurants, 65,000 SF of new retail, a 50,000 SF theater, and a 100,000 SF Edu-tainment Center. Taxable sales for each of these components vary based on current industry standards/projections.

In addition to sales tax, the City receives use tax revenues, which are levied on shipments into the State and on construction materials for new development not allocated to a sites location. Use tax is allocated by the BOE to counties and cities based on proportion of countywide and statewide direct taxable sales. Use tax revenues to the City are estimated at an additional 13% percent of point-of-sale taxable sales.

Based on the preceding, Full Buildout is expected to result in approximately \$127 million in annual taxable sales, which would result in an estimated \$1.4 million in sales and use tax revenues for the City. This excludes any future retail development that may is permitted.

In the most recent election, Santa Ana voters approved Measure X, which will increase the retail sales tax rate for 10 years by 1.5%, beginning in 2019. The initiative provides for a 0.5% reduction in 2029 where it will stay for 10 additonal years before expiring.

				ANNUAL TAX	ABLE SALES
Sales Generating Components	Phase 1	Full Buildout	Taxable Sales/Unit	Phase 1	Full Buildout
Current Vacant Space	75 000 05	75 000 05	A		
Current Vacant Spaces	75,000 SF	75,000 SF	\$500 PSF	\$37,500,000	\$37,500,000
New Retail	65,000 SF	65,000 SF	\$500 PSF	\$32,500,000	\$32,500,000
Entertainment /1	100,000 SF	100,000 SF	\$100 PSF	\$10,000,000	\$10,000,000
Food Hall	30,000 SF	30,000 SF	\$1,250 PSF	\$37,500,000	\$37,500,000
Theater	50,000 SF	50,000 SF	\$200 PSF	\$10,000,000	\$10,000,000
Total				\$127,500,000	\$127,500,000
Annual Sales Tax to City			1.0%	\$1,275,000	\$1,275,000
Annual Use Tax as % of Sa	les Tax		10.0%	\$127,500	\$127,500
Total Sales and Use Tax to	o City (On-Site	Direct)		\$1,402,500	\$1,402,500
With Measure X 2019-2028 With Measure X 2029-2038				\$3,400,000 \$2,700,000	\$3,400,000 \$2,700,000
/1 gross revenues are estim	ated at \$500 psf	with 20% taxat	ble		

Exhibit 5.2.4: Sales Tax (On-Site/Direct- excluding Measure X)

Source: BOE, City of Santa Ana, Centennial Real Estate Company, and Kosmont Companies (2018)

As noted, Measure X will result in an additional \$2.0 million in annual on-site sales taxes to City through 2028, and \$1.3 million annually from 2029 through 2038, before expiring.

5.2.5 Sales Tax (Off-Site / Indirect)

In addition to onsite sales, employees and residents will generate off-site / indirect sales tax revenue based on the taxable sales generated by the Citywide spending of Project residents and employees. Resident spending is based on average household incomes and BLS Consumer Expenditure Survey data, which provides spending habits of consumers based on household income.

Based on the preceding, Full Buildout is expected to result in approximately \$36 million in annual offsite taxable sales, which would result in an estimated \$390,000 in annual sales and use tax revenues for the City.

Measure X will result in an additional \$530,000 in annual offsite sales taxes to City through 2028 and \$350,000 annually from 2029 through 2038.

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		Phase 1	Full Buildout
Residents			
Estimated Annual Taxable Spending / HH		\$19,500	\$19,500
Estimated Capture within City	50%	\$9,750	\$9,750
Estimated # Households		1,213	1,857
Total Employee Taxable Spending within (City	\$11,821,875	\$18,101,655
Retail & Restaurant Employees			
Estimated Annual Taxable Spending / Emp	pl.	\$14,602	\$14,602
Estimated Capture within City	40%	\$5,841	\$5,841
Estimated # Employees		580	580
Total Employee Taxable Spending within C	City	\$3,387,555	\$3,387,555
Hotel / Housing Employees			
Estimated Annual Taxable Spending / Emp	ol.	\$7,700	\$7,700
Estimated Capture within City	40%	\$3,080	\$3,080
Estimated # Employees		263	296
Total Employee Taxable Spending within C	City	\$808,500	\$910,756
Office Employees			
Estimated Annual Taxable Spending / Emp	ol.	N/A	\$18,454
Estimated Capture within City	40%	N/A	\$7,382
Estimated # Employees		N/A	2,250
Total Employee Taxable Spending within C	City		\$16,608,582
lotel Guests			
Estimated Annual Taxable Spending / Gue	st	\$13,688	\$13,688
Estimated Capture within City	50%	\$6,844	\$6,844
Estimated # Guests		432	432
Total Taxable Sales Captured		\$2,956,500	\$2,956,500
otal Indirect Taxable Sales		\$18,974,430	\$41,965,048
ess Estimated Capture On-Site	(15%)	(\$2,846,164)	(\$6,294,757)
otal Off-Site / Indirect Taxable Sales		\$16,128,265	\$35,670,291
nnual Sales Tax to City	1.0%	\$161,283	\$356,703
rojected Use Tax as % of Sales Tax	10%	\$16,128	\$35,670
nnual Sales & Use Tax to City (Off-Site/Indir	ect)	\$177,400	\$392,400
Vith Measure X 2019-2028 Vith Measure X 2029-2038		\$417,400 \$337,400	\$928,400 \$748,400

Exhibit: 5.2.5: Sales Tax (Off-Site/Indirect)

Source: BOE, Centennial Real Estate Company, LLC, ESRI, City of Santa Ana, Kosmont Companies (2018)



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5.2.6 Hotel Visitors Tax

Hotel Visitor Tax ("HVT") revenues are projected based on estimated average daily room rates, occupancy, and the City's TOT rate of 11%. According to the CBRE Hotel market study report, occupancy rates for hotels throughout Orange County is projected to average 80% in 2018. Average Daily Room Rate for Orange County was listed at \$193.17 in the same report.

All hotel construction is expected to be completed within Phase 1 of the project. The 400 rooms planned under the current model should generate an approximate \$2.5 million for the City annually in HVT (see Exhibit 5.2.6).

	Phase 1	Full Buildout
Number of Rooms	400	400
Average Daily Room Rate - 2018\$	\$193.17	\$193.17
Average Occupancy Rate	80%	80%
Annual Hotel Room Receipts	\$22,562,300	\$22,562,300
City HVT Rate		11.0%
Annual TOT to City	\$2,481,900	\$2,481,900

Exhibit 5.2.6: Hotel Visitors Tax Revenue

Source: CBRE Real Estate Group, Centennial Real Estate Company, LLC, City of Santa Ana

5.2.7 Utility User, Franchise, and Business Taxes

Business license tax, utility user tax, and franchise taxes are estimated on a per capita basis based on the City's 2017-2018 Adopted Budget and the relevant resident and employee populations within the City.

At full Project buildout miscellaneous business and utility taxes are estimated to bring \$658,000 to the City General Fund annually; of which \$307,000 is derived from Phase 1 project elements See Exhibit 5.2.7 on following page for detail assumptions.



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Exhibit 5.2.7: Franchise & Business Taxes

Budget Category	FY 2017-18 Budget	Relevant City Population	Allocation Basis	Per Capita Factor	Relevant Project Pop.	Estimated Project Annual Revenue
Franchise Taxes Phase 1	\$3 358 017	101 245	Control Control	n n e		
		441,040	service robulation	19.14	2,996	\$23,880
				\$7.97	5,426	\$43,244
Business License						
Phase 1	\$11,870,000	158,256	Employees	\$75.01	1 143	¢85 603
Full Buildout				\$75.01	3,426	\$256,945
Utility User Tax						
Phase 1	\$27,780,000	421,345	Service Population	\$65.93	2.996	\$197.548
Full Buildout				\$65.93	5,426	\$357,746
Phase 1 Franchise Tax & Business	iness License (Rounded)	d)				\$307 100
Full Project Total Franchise Tax & Business License (Rounded)	Business License	(Rounded)				\$657 900

Source: City of Santa Ana, Centennial Real Estate Company, LLC, ESRI, Kosmont Companies (2018)



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5.2.8 Fiscal Revenue and Expenditure Analysis

Expenditures such as police/protective services, public safety, and other fiscal expenditures are also estimated on a per capita basis based on the City's Fiscal Year 2016-2017 Adopted Budget, and the relevant resident and employee populations within the City. For the purpose of revenue and expenditure budget allocation, total projected employees within the City are multiplied by an equivalency factor of 0.5 to arrive at a number of equivalent residents (see Exhibit 5.2.8a).

Exhibit 5.2.8a: City Service Population

Total City Service Population	421,345
Effective Employee Population	79,128
Employee / Resident Weighting Factor	0.5
City Employee Population (2018)	158,256
City Resident Population (2018)	342,217

Source: ESRI, Centennial Real Estate Company, LLC, City of Santa Ana (2018)

Net Fiscal Revenues

Utilizing the previous analyses, annual fiscal revenues and expenses were projected for the proposed project over the course of a stabilized fiscal year. The Exhibits below project net fiscal impacts on both the Phase 1 elements of the project, as well as revenues and expenditures based on full buildout.

As shown in Exhibit 5.2.8b, the Phase 1 elements are expected to generate \$6.6 million at stabilization and yield an annual positive net fiscal impact of approximately \$5.0 million in 2018\$.

Measure X will result in an **additional** \$2.1 million in annual sales taxes to City through 2028 and \$1.4 million annually from 2029 through 2038.



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Phase 1 Net Fiscal Impact	
Primary Fiscal Revenues	Estimated Annual Tota
Property Tax (Secured & Unsecured)	\$1,340,200
Property Tax In-Lieu of VLF	\$898,800
Sales & Use Tax (On-Site/Direct)	\$1,402,500
Sales & Use Tax (Off-Site/Indirect)	\$177,400
Transient Occupancy Tax	\$2,481,900
Utility User Tax (UUT)	\$197,548
Business Taxes Franchise Taxes	\$85,693
Total General Fund Revenues (Rounded):	\$23,880
rotal General Fund Revenues (Rounded):	\$6,607,900
Primary General Fund Expenditures Police	\$823,979
Fire	\$358,524
Parks and Rec	\$141,488
General Government	\$115,152
⊃lanning and Building	\$71,613
Public Works	\$48,691
Bowers Museum	\$10,460
Community Development	\$3,877
Total General Fund Expenditures (Rounded):	\$1,573,786
PHASE ONE NET FISCAL IMPACT (Rounded):	\$5,034,100
Nith Measure X 2019-2028	\$7,134,000
With Measure X 2029-2038	\$6,334,000

Exhibit 5.2.8b: Annual Net Fiscal Impacts: Phase 1

Source: Centennial Real Estate Company, LLC, California Board of Equalization, City of Santa Ana, Bureau of Labor Statistics, Kosmont Companies, Orange County Auditor-Controller (2018)

Full Buildout

The full project buildout model is also expected to result in additional net revenues for the City upon stabilized occupancy. Excluding Measure X, the estimated annual gross revenues are expected to reach \$9.3 million in 2018\$, while the net fiscal impact is expected to increase to approximately \$6.5 million with the additional elements included (see Exhibit 5.2.8c).



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Primary Fiscal Revenues	Estimated Annual Total
Property Tax (Secured & Unsecured)	\$2,610,200
Property Tax In-Lieu of VLF	\$1,750,600
Sales & Use Tax (On-Site/Direct)	\$1,402,500
Sales & Use Tax (Off-Site/Indirect)	\$392,400
Transient Occupancy Tax	\$2,481,900
Utility User Tax	\$357,746
Business Taxes	\$256,945
Franchise Taxes Total General Fund Revenues (Rounded):	\$43,244
	\$9,295,500
Primary General Fund Expenditures Police	\$1,492,172
Fire	\$649,264
Parks and Rec	\$216,646
General Government	\$203,510
Planning and Building	\$109,654
Public Works	\$88,177
Bowers Museum	\$16,016
Community Development	\$5,936
Total General Fund Expenditures	\$2,781,376
FULL PROJECT NET FISCAL IMPACT (Rounded	\$6,514,100
With Measure X 2019-2028	\$8,914,000

Exhibit 5.2.8c: Annual Net Fiscal Impacts: Full Project

Source: Centennial Real Estate Company, LLC, California Board of Equalization, City of Santa Ana, Bureau of Labor Statistics, Kosmont Companies, Orange County Auditor-Controller (2018)

Measure X will result in an additional \$2.4 million in annual sales taxes to City through 2028 and \$1.6 million annually from 2029 through 2038.



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6.0 **Economic Impact and Job Benefits**

6.1 **IMPLAN Modeling**

This analysis uses the IMPLAN (IMpact analysis for PLANning) econometric input/output model developed by the IMPLAN Group to quantify the economic impact to the local region from Project construction / renovation and ongoing operations. This proprietary model estimates the economic benefits on the industries in a given geographic area based on known economic inputs, such as construction costs. The model estimates direct, indirect, and induced benefits expressed in terms of increased economic activity ("output"), earnings ("labor income"), and job creation.

Direct Economic Benefits: Direct benefits refer to the short-term business activity of general contractors involved in Project construction / renovation and the ongoing business activities of Project tenants.

Indirect Economic Benefits: Indirect benefits will result when local firms directly impacted by the Project purchase materials, supplies or services from other firms. Examples would include increased sales of building materials as a result of construction activity, and increased sales of inputs related to the business operations of tenants within the Project.

Induced Economic Benefits: Induced benefits relate to the consumption spending of employees of firms that are directly or indirectly affected by the Project. These would include all of the goods and services normally associated with household consumption (e.g., housing, retail purchases, local services, etc.).

Inputs for the IMPLAN economic benefit analysis include the development budget provided by the Developer and permanent on-site employment information estimated by Kosmont. The permanent full-time employment estimates were derived from similar projects and industry standard per-square-foot employment densities for corresponding land use types.

6.2 **Construction Related Economic Benefits**

During the construction period, the Phase 1 elements of the Project are expected to produce approximately 6,500 jobs, \$541 million in labor income, and \$1.18 billion in economic output across Orange County. Of these projections, approximately 3,900 jobs, \$375 million in labor income, and \$777 million of economic output are expected to be captured within the City (see Exhibit 6.2.1).



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	Employment	Labor Income	Economic Outpu
Direct (On-Site)	3,635	\$355,972,000	\$730,713,000
Indirect	1,389	\$96,421,000	\$216,051,000
Induced	1,512	\$88,909,000	\$235,036,000
Total Countywide	6,536	\$541,302,000	\$1,181,799,000
Estimated City Capture	3,934	\$375,068,000	\$777,190,000
l Project			
l Project	Emailstand		
	Employment	Labor Income	Economic Outpu
Direct (On-Site)	7,189	\$704,094,000	Economic Outpu \$1,421,181,000
Direct (On-Site) Indirect			- 10 7 0
Direct (On-Site) Indirect Induced	7,189	\$704,094,000	\$1,421,181,000
Direct (On-Site) Indirect	7,189 2,615	\$704,094,000 \$184,310,000	\$1,421,181,000 \$412,966,000

Exhibit 6.2.1: Economic Benefits from Construction

Notes: Estimated benefits are during construction. 100% of direct benefits are estimated to be captured on-site within the City. 10% of indirect and induced benefits estimated to be captured off-site within the City. Values in 2018 dollars.

Source: IMPLAN, Kosmont Companies (2018)

Economic benefits deriving from the full buildout of the project are expected to result in approximately 12,775 jobs, \$1.06 billion in labor income, and \$2.3 billion of economic output. Of these totals, the City is expected to capture approximately 7,760 jobs, \$740 million in labor income, and \$1.5 billion in economic output.

6.3 Economic Benefits from On-going Operations

Once completed, the Project's Phase 1 elements are projected to result in approximately 1,000 new jobs, approximately \$44.9 million in labor income, and approximately \$126.7 million in economic output across the County. Of these projections, IMPLAN estimates that approximately 750 jobs, \$30.5 million of labor income, and \$90.4 million of economic output are expected to be captured within the City (see Exhibit 6.3.1).



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	Employment	Labor Income	Economic Outpu
Direct (On-Site)	1,143	\$45,583,000	\$136,263,000
Indirect	209	\$13,722,000	\$32,902,000
Induced	200	\$11,746,000	\$31,061,000
Total Countywide	1,551	\$71,052,000	\$200,227,000
Estimated City Capture	1,185	¢49,007,000	
ll Project	1,100	\$48,207,000	\$142,854,000
	1,100	\$48,207,000	\$142,854,000
ll Project	Employment	Labor Income	
I I Project Direct (On-Site)			Economic Output
ll Project	Employment	Labor Income	Economic Output 439,342,000
Il Project Direct (On-Site) Indirect Induced	Employment 3,425	Labor Income 279,198,000	Economic Output 439,342,000 120,188,000
Il Project Direct (On-Site) Indirect	Employment 3,425 877	Labor Income 279,198,000 54,594,000	Economic Output 439,342,000

Exhibit 6.3.1: Economic Benefits from On-Going Operations

Notes: 100% of direct benefits estimated to be captured on-site within the City. 10% of indirect and induced benefits estimated to be captured off-site within the City. Values in 2018 dollars.

Source: IMPLAN, Kosmont Companies (2018)

Once the full project scope has been completed and is operational, the project is expected to generate approximately 5,400 jobs, \$400 million of labor income, and \$734 million economic output across the County. Of these benefits, the City is projected to capture approximately 3,600 jobs, \$290 million of labor income, and \$470 million of economic output (see Exhibit 6.3.1).



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EXHIBIT 9



City of Santa Ana Main Place Mall Impact Study Peer Review Report

May 8, 2018

Economics General Limiting Conditions

AECOM devoted the level of effort consistent with (i) the level of diligence ordinarily exercised by competent professionals practicing in the area under the same or similar circumstances, and (ii) consistent with the time and budget available for the Services to develop the Deliverables. The Deliverables are based on estimates, assumptions, information developed by AECOM from its independent research effort, general knowledge of the industry, and information provided by and consultations with Client and Client's representatives. No responsibility is assumed for inaccuracies in data provided by the Client, the Client's representatives, or any third-party data source used in preparing or presenting the Deliverables. AECOM assumes no duty to update the information contained in the Deliverables unless such additional services are separately retained pursuant to a written agreement signed by AECOM and Client.

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Prepared for: City of Santa Ana

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1. Summary of Findings

AECOM conducted a peer review of "MainPlace Mixed-Use Project: Apartments, Hotel, and Retail: Net Fiscal Impact & Economic Benefit Analysis Santa Ana, CA," prepared by Kosmont Companies (hereafter referred to as "Consultant") for Centennial Real Estate Company LLC (Developer) in December of 2018.

AECOM generally agrees with the consultant's conclusions. Overall, they are reasonable and consistent with industry practice. In some cases the study contains assumptions and methodologies that could be clarified to give the City of Santa Ana (City) a better understanding of the scope of fiscal and economic impacts of the development.

- The report does not analyze the net new operational impacts of the project. Net new impacts are quantified by subtracting the estimated operational impacts of the existing land uses from the estimated operational impacts of the project. This would allow a more complete assessment of the magnitude the project would potentially put the City on stronger footing compared to the existing land uses. More complete information would help inform the City's decision-making process.
- Economic Benefits The application of the IMPLAN model is based on sound methodology and the results appear consistent with other studies involving similar project size. Additional clarity on the study's assumed City capture rates would be helpful for understanding the results.
- 3. Fiscal Revenues Many of the assumptions about fiscal revenues (Property Tax, Business Tax, etc.) are in line with comparable studies and provide reasonable estimates for the impact of the Development.
- Sales Taxes The estimates for sales per square foot are optimistic but within the range for comparable properties in Southern California. Capture Rates for employee spending are also near the upper limit for comparable assumptions.
- 5. Hotel Visitors Tax The Average Daily Rate (ADR) used to approximate tax revenue is derived from the Orange County Market, but the ADR for the sub-region containing the City is notably lower.
- 6. Expenditures for Service Population While the pro rata expenditure for the new service population is a reasonable application of the City's Adopted Budget, assumptions about a below average household size for new residences could greatly underestimate the actual costs to the City.

2. Economic Impacts

The Consultant uses an IMPLAN input/output model to estimate the economic impacts of both the construction and stabilized operations of the Development. IMPLAN modeling is a well-established methodology to forecast economic impacts on a regional level that combines direct inputs with localized industry sector and employment data to generate estimates for employment and economic production. While the County-wide measures are largely in line with similar studies in Southern California, the estimated City capture rate of economic benefits could use some clarification. **Table 1.1** shows the estimated capture by the City of the employment, labor income and economic output of the combined direct, indirect and induced economic benefits for both the Construction and Operations phases of the Development.

Table 1.1: Estimated City Capture of Economic Benefits					
Employment Labor Income Economic Output					
Construction	Phase 1	60%	69%	66%	
	Full Buildout	61%	70%	69%	
Operations	Phase 1	76%	68%	71%	
	Full Buildout	67%	73%	64%	

Source: Kosmont Companies

Given the peripheral location of MainPlace Mall within the City, the proposed capture rates of 64%-71% for these economic outputs would need to be substantiated. It is possible that the assumption is well founded or that this is a direct output of the IMPLAN model but this is not detailed in the study. As an illustration, **Figure 1.1** shows 5 and 10 minute drive time radii around MainPlace Mall, which include substantial sections of Orange, Anaheim, Garden Grove and Tustin. Similarly, Citywide capture of employment and labor income indicates the place of employment is within the City, and not that jobs would be held and income earned by Santa Ana residents. In fact, the most recent data from the US Census Longitudinal Employer-Household Dynamics Survey (2015) reveal that of the approximately

2,500 employees at MainPlace Mall, fewer than 10% reported Santa Ana as their place of residence. While the overall economic outputs are within the expected range for a project of this magnitude, it is not easily discernable from the study that the Citywide capture rates of economic impacts are justifiable.

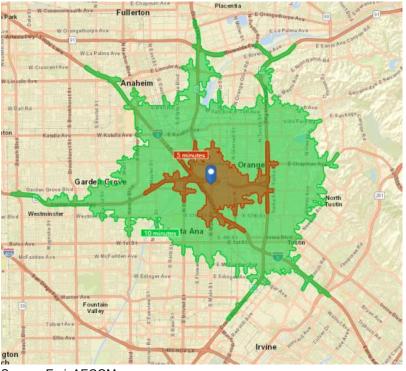


Figure 1.1 Five and Ten Minute Drive Time around MainPlace Mall

Source: Esri, AECOM

The Consultant estimates an average yearly salary of approximately \$40,000 for Phase 1 and \$80,000 for full buildout for the total employment in the operations stage of the Development. While the Phase 1 employees will be concentrated in retail and hotel sectors, full buildout anticipates the addition of 2,500 office jobs spread across various industry sectors. This indicates an average yearly salary of approximately \$100,000 for the office workers. IMPLAN Labor Income includes the full estimation of salary and benefits, which inflates the average salary. These estimates fall within the approximate range for workers in the industry sectors they represent. Depending on the mix of industries that will occupy space in the proposed Development, these estimates are largely in line with economic patterns in Orange County.

3. Fiscal Impacts

The Consultant estimates the generation of additional revenue for the City's General Budget from increased Property Tax, Property Tax in-Lieu of VLF, Property Transfer Tax, Sales Tax (Direct and Indirect), Hotel Visitors Tax, Utility User Tax, Franchise Tax and Business Tax. These estimates are largely derived from well-established methodologies, and AECOM highlights only a few assumptions that need clarification.

Property Tax

Estimated Property Tax revenues are based on the assessed value of the development at full buildout. In turn, the assessed value is based off the estimated development costs for the entire project with the land acquisition costs excluded. This cost approach to property valuation is widely accepted and the most suitable for this project in the current stage of development.

Sales Tax

The recent promulgation of Measure X in 2018 increases the relative importance of sales tax to the City of Santa Ana and will be a significant source of revenue for the coming two decades. Estimates of direct Sales Tax depend on predicted sales per square foot for the currently vacant and new retail space in the Development. The Consultant estimates \$500 in sales per square foot for general retail. According to an eMarketer survey of retail locations in Southern California in 2018, average sales per square foot was found to be \$436, with a median sales per square foot of \$322. For new retail space, these estimates are within the acceptable range for the region and will depend on future tenants and strategies for attracting clientele. Sales per square foot for the proposed food hall, entertainment and theater uses fall within the ranges of eMarketer survey data and AECOM verified examples from 2018, again on the high end of ranges.

Estimates for indirect sales tax rely on several assumptions regarding household/employee spending habits and the City's capture of this spending. In terms of capture rates for the City, the Consultant estimates 50% of taxable spending for new households and hotel guests and 40% for on-site employees. Comparable studies from AECOM (2018), Economic Planning Systems (2016) and Keyser Marston Associates (2018) calculate ranges from 25%-50%, with greater capture rates for developments near the commercial center of larger cities. A review of retail surplus/leakage data from ESRI reveals that Santa Ana had a retail surplus of approximately \$1.5 billion in 2018. This indicates that the City has an abundant supply of retail trade, food and drink that both satisfies the potential demand of City residents and absorbs demand of non-resident households. Nonetheless, a 50% capture rate for the City of new household spending is optimistic considering the peripheral location of the Development in the City of Santa Ana. More clarification on the justification for this capture rate would be helpful.

The estimate of taxable sales for households, however, is comfortably within the range of several data sources. The Bureau of Labor Services Consumption Survey for the Los Angles Metro Area that includes the City estimates approximately \$22,000 for households across the region, and ESRI estimates approximately \$18,000 for the City. However, the level of household spending is determined by many factors, including income and household size. The question of household size will be addressed in the Fiscal Expenditures section below.

Taxable sales generated by on-site employee spending, however, are more contentious. Particularly for office workers, the Consultant's estimate of \$18,454 per year exceeds figures from the International Council of Shopping Center's Office-Worker Retail Spending that estimate approximately \$15,000 per year for the highest category of worker (suburban, senior managers with ample retail option in the immediate vicinity of the office). Nonetheless these

averages are based on national data, and retail spending is highly correlated to income, which is significantly higher in Orange County compared to the country as a whole.

Hotel Visitor's Tax

Transient Occupancy Taxes (TOT) are a significant source of revenue for many municipalities in California. The Consultant uses a CBRE Hotel Report for Orange County to estimate City revenues from the proposed hotel use in the Development. These estimates assume an average occupancy rate of 80% and an Average Daily Rate (ADR) of \$193.17. CBRE is a reliable source, and their market data are an industry standard. A simple application of the Orange County average to the proposed development should not be done automatically. Orange County has multiple luxury options lining the coast and clustered around Disneyland that skew the average upward. CBRE's Southern California Lodging Forecast from 2018 places Santa Ana in a sub-region of cities it labels the Orange County Airport Market, for which it estimates an average occupancy of 76% and an ADR of \$148. Applying the historic growth rate to hotel rooms in this sub-region would be expected to yield a lower rate and reduce TOT revenue. While AECOM did not model any potential reduction this would potentially reduce annual TOT meaningfully, potentially up to or around 20%.

Utility User, Franchise and Business Taxes

The Consultant estimates the approximate Franchise and Utility Users Taxes based on their per capita application for the service population and the Business Tax on a per capita application for employees. This is an acceptable methodology, and these predictions are in line with assumptions made in comparable studies. AECOM does question the assumption of resident population revealed only here in the Consultant's report. This assumption will be addressed in the Fiscal Expenditures section below.

Fiscal Expenditures

The Consultant applies a standard pro rata fiscal expenditure for the service population of the Development, which is calculated as new residents added to a factor of 0.5 applied to new employees. This results in a pro rata Fiscal Expenditure of approximately \$512 for resulting service population of the Development at Full Buildout. This methodology is a standard practice and widely accepted for planning purposes. Potential problems arise with the estimation of the service population and the subsequent calculation of Fiscal Expenditures incurred by the City.

While the report does not disclose details of the proposed multifamily residences, it does reveal that Phase 1 will bring approximately 1,213 new dwelling units to market and Full Buildout will contain a total of 1,857 units. In the section that details Utility User, Franchise and Business Taxes, the Consultant reveals that the new residential population will be approximately 3,860 at Full Buildout (AECOM calculation based on Consultant's methodology). Thus, the estimated average household size for these new residences would be approximately 2.1. Santa Ana is one of the most densely populated cities in the United States, and the average household size for rented housing units in 2017 was 4.29. This places the Consultant's estimates of residential population well below the City's average. This small household size severely limits the service population from which fiscal expenditures are calculated. The US Census shows that in 2017, Santa Ana had approximately 76,000 occupied housing units, and Costar estimates that 25,000 or 33% were multifamily residences, while 66% were single family residences. **Table 1.2** shows the consultant's projection, AECOM's range and the US Census average and the resulting service populations and Total Fiscal Expenditures. We were not able to ascertain based on information included within the study a potential mix of bedroom size by units. As a result, while the assumed 2.1 household size may be reasonable clarification may be warranted.

Table 1.2: Fiscal Expenditure at Full Buildout				
HH Size	HH Size Service Population Per Capita Expenditure Total Expenditure			
2.1	5,426	\$512	\$2,781,000	
2.5	6,206	\$512	\$3,254,000	
3	7,134	\$512	\$3,657,000	
4.29	9,530	\$512	\$4,956,000	

Source: Kosmont Companies, US Census, Costar, AECOM

The increased Fiscal Expenditures continue to yield a net benefit to the City's General Fund, although the margin could be reduced by between approximately \$500,000 and \$2 million.

4. Conclusion

Overall, the Consultant's report is based on sound methodology and within the range of comparable studies for fiscal and economic impacts of development in Southern California, several assumptions are optimistic and clarification or validation would be helpful. The inclusion of impacts to the City from the current land uses of MainPlace Mall would also provide the City with a more complete picture of the overall impact of the Development.

EXHIBIT 10

Kimley »Horn

MEMORANDUM

То:	Mr. Oliver Robinson
From:	Serine Ciandella
Date:	May 2, 2019
Subject:	MainPlace Mall Specific Plan – Development of Parking Standards

The following has been prepared to provide a summary of the current parking standards and requirements for MainPlace Mall, and to present the analysis and recommendations for the proposed future parking standards and requirements for the MainPlace Mall Specific Plan.

EXISTING AND APPROVED MAINPLACE MALL DEVELOPMENT AND PARKING STANDARDS

MainPlace Mall - Current Entitlements

The current development entitlements for MainPlace Mall are summarized on Table 1:

Table 1 MainPlace Mall Current Entitlements ¹		
Use	Gross Square Footage	
Retail / Restaurant / Cinema (1,918 seats)	1,509,255	
Office Buildings	1,500,000	
Hotel (400 Rooms)	(approx.) 500,000	
Total	3,509,255	
¹ Source: Request for Council Action, November 20, 2000, Vesting Tentative Parcel Map No. 99-132.		



MainPlace Mall - Approved Parking Standards

The approved parking standards for the MainPlace Mall uses are summarized on Table 2.

Table 2 MainPlace Mall Approved Parking Standards			
Use Parking Standard 1			
Retail / Restaurant / Cinema 3.75 - 4.0 / 1,000 SF Net Square Foota			
Office 3 / 1,000 SF GFA			
Hotel 0.8 / room, 1 st 300 rooms 1.0 / room over 300 rooms			
¹ Source: Request for Council Action, November 20, 2000, Vesting Tentative Parcel Map No. 99-132.			
GFA = Gross Floor Area			

These parking standards are based on the *Request for Council Action, November 20, 2000, Vesting Tentative Parcel Map No. 99-132.* A copy of this document is provided in *Attachment A.*

Note that a single parking standard is applied to the three uses currently found in MainPlace Mall – specifically, retail, restaurant, and cinema (Mall Uses). Note also that the parking standard for the Mall Uses is not a single rate, but a range, from 3.75 to 4.0; and that the ratio is based on Net Square Footage, rather than Gross Floor Area. This has been a source of ambiguity, since the parking requirements for the Mall Uses is expressed as a single number, not a range; and the Project entitlements are expressed in Gross Floor Area, not Net Square Footage.

Net Square Footage is based on the building square footage measured from the inside face of the outer building walls; does not include common areas that are not leased to tenants (such as lobbies, elevator cores, stairs, corridors, atriums); and does not include floor area occupied by mechanical, electrical, communications, and security equipment. Gross Floor Area is the total square footage of the building, including the thickness of the exterior building walls.

MainPlace Mall - Parking Requirements for Current Entitlements

Based on the current MainPlace Mall entitlements, and the approved parking standards, the parking requirements for build-out of MainPlace Mall are summarized on Table 3.

Table 3 MainPlace Mall Parking Requirements for Current Entitlements				
Use	Quantity	Required Parking		
Retail	1,421,255 SF GFA			
Restaurant	50,000 SF GFA	3.75 – 4.0 / 1,000 Net SF	4,781 ²	
Cinema	1,918 seats 38,000 SF GFA ¹			
Office	1,500,000 SF GFA	3 / 1,000 GFA	4,500	
Hotel	400 rooms	0.8 / room, 1 st 300 rooms 1.0 / room over 300 rooms	340	
Total			9,621	
¹ Estimated				

² Assumes an average parking ratio of 3.875 and assumes that the Net Square Footage of the Mall is 81.75% of the Gross Floor Area; *Source: Request for Council Action, November 20, 2000, Vesting Tentative Parcel Map No. 99-132.*

Build-out of the full MainPlace Mall entitlements would require a parking supply of 9,621 parking spaces. Note that the parking requirement for the Mall Uses (retail, restaurant, and cinema) is derived by using the average of the range of rates (the average of 3.75 and 4.0, which is 3.875), and that the GFA is factored by 81.75% to estimate Net Square Footage. This is consistent with the parking assumptions in the *Request for Council Action, November 20, 2000, Vesting Tentative Parcel Map No. 99-132* for MainPlace Mall.

MainPlace Mall - Parking Requirements for Existing Development

The existing MainPlace Mall consists of 1,130,000 gross square feet of retail, restaurant, and cinema uses (Mall Uses). Based on the approved parking standard, the required parking for the existing MainPlace Mall development is shown on Table 4.

Table 4 MainPlace Mall Parking Requirements for Existing Development					
Use Quantity Parking Required Standard Parking					
Mall Uses1 1,130,000 GFA 3.75 - 4.0 / 1,000 Net SF 3,580 ²					
¹ Mall Uses consists of the existing mix of uses in MainPlace Mall, including retail, restaurant, and cinema square footage.					
² Assumes an average parking ratio of 3.875 and assumes that the Net Square Footage of the Mall is 81.75% of the Gross Floor Area; <i>Source: Request for</i> <i>Council Action, November 20, 2000, Vesting Tentative Parcel Map No. 99-132.</i>					

The parking requirement for the existing Mall Uses, based on the approved parking standard, would be a parking supply of 3,580 spaces.

MainPlace Mall – Existing Parking Supply and Effective Parking Ratio

MainPlace Mall currently has 4,882 parking spaces. When compared to the parking requirement of 3,580 spaces, the existing parking supply provides a surplus of 1,302 spaces.

When compared to the existing 1,130,000 square feet of GFA, the existing parking supply of 4,882 spaces equates to an effective parking ratio of 4.32 spaces per existing KSF of Gross Floor Area, and 5.28 spaces per existing KSF Net Floor Area, as shown on Table 5.

Table 5 MainPlace Mall Existing Parking Supply and Effective Parking Ratio					
Use Quantity Current Effective Parking Supply Parking Ratio					
Mall Uses1 1,130,000 GFA 4,882 4.32 spaces / GFA 5.28 spaces / Net SF 2					
 ¹ Mall Uses consists of the existing mix of uses in MainPlace Mall, including retail, restaurant, and cinema square footage. ² Assumes that the Net Square Footage of the Mall is 81.75% of the Gross Floor Area; <i>Source: Request for Council Action, November 20, 2000, Vesting Tentative Parcel Map No.</i> 99-132. 					

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MainPlace Mall – Existing Parking Demand and Effective Parking Ratio

Parking occupancy data collection for the entire Mall was conducted on a typical Friday and Saturday in August, 2018. The peak parking demand observed was 2,472 occupied spaces, between 1:00 PM and 2:00 PM on Saturday.

The peak parking demand of 2,472 spaces observed for the current Mall operations was factored to account for three issues:

- The observed parking demand was factored to account for approximately 175,000 square feet of vacant space in the Mall at the time of the counts.
- The counts were taken in August. Based on the Urban Land Institute (ULI) seasonal parking factors published in the *Shared Parking* (2nd Edition) manual, a seasonal factor of 1.125 is applied to the observed parking demand to account for seasonal fluctuation.
- A revitalization factor of 1.10 was then applied to account for an anticipated increase in Mall activity in response to the proposed MainPlace Mall Specific Plan improvements.

Once these factors are applied, the observed peak parking demand and resulting estimated
parking ratios for the existing Mall Uses would be as summarized on Table 6.

Table 6 MainPlace Mall Parking Demand for Existing Development						
Scenario GFA Peak Demand Factors (spaces per KSF GFA)						
Existing Mall GFA	Existing Mall GFA 1,130,000 2,472 ¹ 2.19					
Existing Occupied GFA 955,000 2,472 2.59						
Seasonal Factor ²		2,781	1.125	2.91		
Revitalization Factor 3 3,059 1.10 3.20						
 ¹ Source: Kimley-Horn, August 2018 parking data collection at MainPlace Mall. ² Source: Urban Land Institute (ULI) Shared Parking (2nd Edition) ³ Anticipated increase in Mall activity with proposed Specific Plan improvements KSF = Thousand Square Feet GFA = Gross Floor Area 						

When each of these adjustment factors is applied to the observed peak parking demand, the resulting estimated parking ratio would be 3.20 spaces per KSF of Gross Floor Area for the existing Mall Uses.

PROPOSED MAINPLACE MALL SPECIFIC PLAN DEVELOPMENT AND PARKING STANDARDS

MainPlace Mall Specific Plan

The MainPlace Mall Specific Plan proposes the following changes to the approved entitlements for MainPlace Mall:

Table 7						
MainPlace Mall						
Summary of Approved and Proposed Land Uses						
Land Use	Currently Entitled	Proposed	Difference			
Commercial (SF)	1,509,255	1,400,000	(109,255)			
Office (SF)	1,500,000	750,000	(750,000)			
Hotel (Rooms)	400	400	0			
Residential (DU)	0	1,900	+ 1,900			
DU = Dwelling Unit						

As shown in the last column, the proposed plan would reduce the commercial and office square footage, and would add 1,900 multi-family residential units.

Recommended Parking Standards for MainPlace Mall

The approved parking standards for MainPlace Mall were presented previously on Table 2. The following presents a proposed approach to the parking standards to be adopted for the MainPlace Mall Specific Plan.

Mall Uses

The approved parking standard for the Mall Uses (retail, restaurant, and cinema) is currently 3.75 – 4.0 spaces per 1,000 Net Square Feet. As pointed out earlier, this parking standard has been a source of ambiguity, since the number of required parking spaces for the Mall are expressed as a single number, not as a range; and the Project entitlements are expressed in Gross Floor Area, not Net Square Footage.

It is recommended that the parking standard for the Mall Uses be simplified to a single parking ratio, rather than a range; and that the standard be adjusted to apply to Gross Floor Area, rather than Net Square Footage, consistent with other parking standards.



As shown on Table 3, the parking requirement for the approved 1,509,255 gross square feet of Mall Uses is 4,781 spaces. This would equate to a parking ratio of 3.17 parking spaces per 1,000 square feet of Gross Floor Area. This ratio is generally consistent with the effective parking ratio of 3.20 that was observed through the parking data collection for the existing Mall Uses. To provide an additional buffer over existing observed conditions, it is recommended that the parking standard for the retail, restaurant, and cinema uses be established at 3.5 spaces per Gross Floor Area in the Specific Plan.

Office

The approved parking standard for Office use is currently 3.0 spaces per 1,000 square feet of Gross Floor Area. It is recommended that this parking standard remain the same.

Hotel

The approved parking standard for Hotel use is currently 0.8 space per room for the first 300 rooms, and 1.0 space per room over 300 rooms. It is recommended that this parking standard remain the same.

Residential

The current MainPlace Mall approvals do not specify a parking standard for residential uses. It is recommended that the parking requirement for residential uses be established at 1.5 spaces per dwelling unit (DU) for residents, and 0.15 space per DU for visitors. These rates are consistent with the Urban Land Institute *Shared Parking* (2nd Edition) rates.

The proposed parking standards for the proposed MainPlace Mall Specific Plan are summarized on Table 8.

Table 8 MainPlace Mall Specific Plan Proposed Parking Standards			
Use	Proposed Parking Standard		
Commercial	3.5 / 1,000 SF GFA		
Office	3.0 / 1,000 SF GFA		
Hotel	0.8 / room, 1 st 300 rooms 1.0 / room over 300 rooms		
Residential	1.5 / DU for residents, plus 0.15 / DU for guests		
GFA = Gross Floor Area DU = Dwelling Unit			

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Using these proposed parking standards, the parking requirements for the proposed MainPlace Mall Specific Plan development would be as follows:

Table 9 MainPlace Mall Specific Plan Parking Requirements					
Use	Quantity	Parking Standard	Required Parking		
Commercial	1,400,000 SF GFA	3.5 / 1,000 GFA	4,900		
Office	750,000 SF GFA	3.0 / 1,000 GFA	2,250		
Hotel	400 rooms	0.8 / room, 1 st 300 rooms 1.0 / room over 300 rooms	340		
Total Non-Residential			7,490		
Residential	1,900 DU	1.5 / DU for residents, plus 0.15 / DU for guests	3,135		
Total with Residential			10,625		
GFA = Gross Floor Area DU = Dwelling Unit					

SHARED PARKING ANALYSIS

A shared parking analysis has been conducted for the proposed MainPlace Mall project using the methodology outlined in the Urban Land Institute (ULI) *Shared Parking* (2nd Edition) document. The purpose of a shared parking analysis is to determine the actual anticipated usage of the proposed parking supply for the project, taking into account the non-concurrent parking peaks for the retail, office, and hotel uses, and to determine the reduction in parking supply that can be supported due to shared parking synergies. Note that the residential uses are excluded from this analysis, because the tenant parking for the residential components will be reserved exclusively for the residential buildings.

The ULI Shared Parking methodology is a multi-step process that, first, establishes the standalone peak parking requirements for a variety of uses, including office, retail, and hotel uses. The methodology then applies a percentage to the peak requirement for each use, to represent the actual usage of the parking requirement for each hour of the day between the hours of 6:00 AM and midnight, reflecting the fact that the parking demand for each use fluctuates throughout the course of the day.

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Beneficial shared parking synergies exist between different uses whose peak operating times occur at different times of the day. The ULI study also identifies weekday vs. weekend variations in parking demand. Uses with non-concurrent peak operating characteristics can share a portion of the same parking supply without detriment to the other, rather than each providing their own distinct and complete parking supply. For example, the parking demand for office uses peaks on weekdays during the mid-morning and mid-afternoon hours; while the parking demand for retail uses peaks on weekends, when the office usage is at its lowest; and hotel parking demand peaks in the late night and early morning hours when both retail and office uses are typically closed.

Monthly variations in parking demand for each use for each month of the year are also taken into account in the shared parking methodology. Parking demand for retail peaks on the weekend in the month of December, during the Christmas season, and is at 75% or less from January through October.

Each of these factors is incorporated into the shared parking spreadsheets (see *Attachment B*), and applied to the office, retail, and hotel mix proposed for the MainPlace Mall project. Applying these factors to the proposed mix of uses yields a projected peak parking requirement, at a particular time of day (weekday and weekend) and season. In theory, the actual parking supply that would be needed for the project will not exceed the projected peak, due to the interrelationships and benefits of shared parking synergies.

Shared Parking Results

As shown previously on Table 9, the total parking requirement for the non-residential portions of the Project, without taking shared parking into account, would be 7,490 spaces. The shared parking analysis indicates that the parking demand for the proposed mix of uses would typically peak at 2:00 PM on weekdays, and 1:00 PM on weekends. The forecasted peak parking demand would range from 4,826 to 6,352 spaces on a weekday, and 3,113 to 4,882 on a weekend, depending on the month of the year, as shown on Table 10.

Based on the shared parking synergies and fluctuations in peak parking patterns on a monthly, daily, and hourly basis, the shared parking synergies between the uses would allow for a parking reduction of between 788 (for the peak month of December) and 1,706 spaces (for the next highest peak month of November). The hourly fluctuations of parking demand for each of the office, retail, and hotel uses are shown graphically for November weekdays and weekends on Figures **1** and 2, respectively; and for December weekdays and weekends on Figures **3** and 4, respectively.

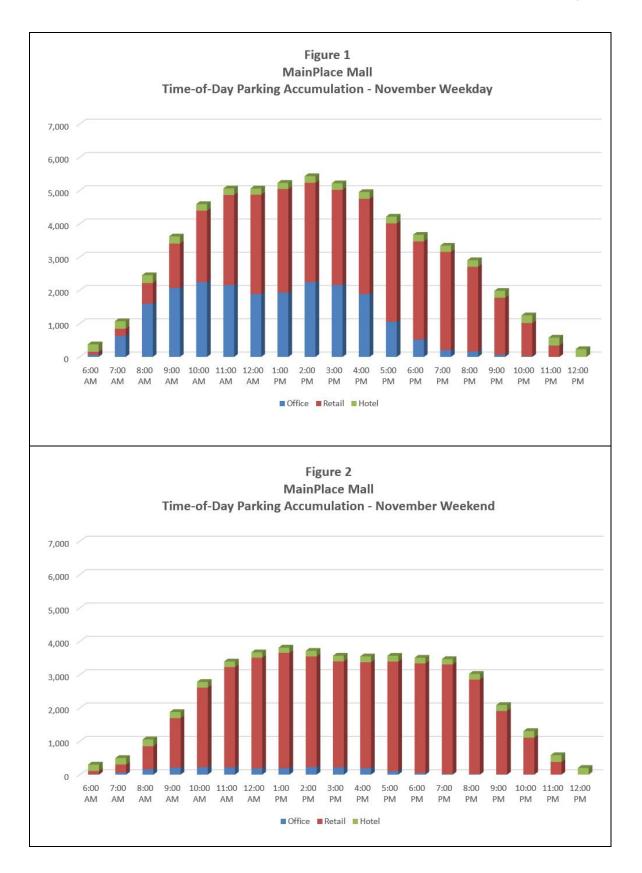
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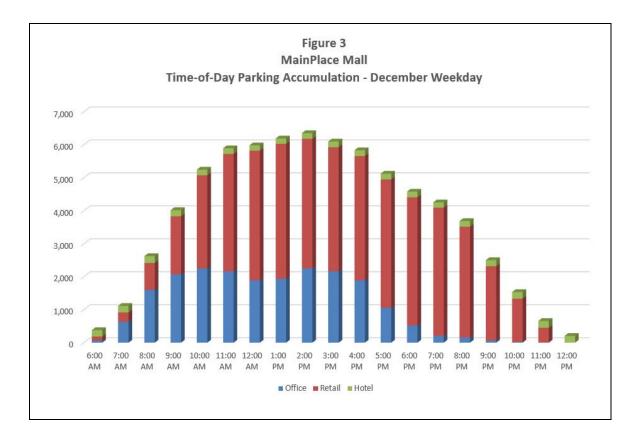
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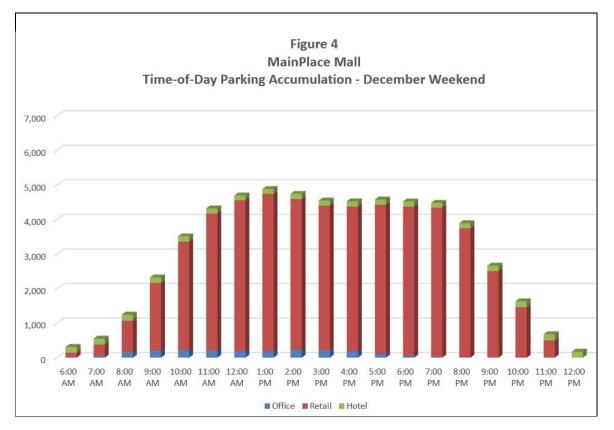
	Table 10 MainPlace Mall Projected Peak Parking Demand by Month														
		Weel	kday - 2:	00 PM		Week	kend – 1:	00 PM							
Month	Office	Retail	Hotel	Total	Shared Parking Relief	Office Retail		Hotel	Total	Shared Parking Relief					
Jan	2,250	2,398	178	4,826	2,314	194	2,776	144	3,113	4,027					
Feb	2,250	2,398	203	4,851	2,289	194	2,776	165	3,134	4,006					
Mar	2,250	2,634	215	5,099	2,041	194	3,049	174	3,416	3,724					
Apr	2,250	2,595	213	5,058	2,083	194	194 3,003		3,369	3,771					
May	2,250	2,713	217	5,180	1,960	194	3,140	176	3,509	3,631					
Jun	2,250	2,752	231	5,233	1,907	194	3,185	187	3,566	3,574					
Jul	2,138	2,634	227	4,999	2,142	184	3,049	183	3,416	3,724					
Aug	2,138	2,791	217	5,146	1,994	184	3,231	176	3,590	3,550					
Sep	2,250	2,634	217	5,101	2,039	194	3,049	176	3,418	3,722					
Oct	2,250	2,713	217	5,180	1,960	194	3,140	176	3,509	3,631					
Nov	2,250	2,988	197	5,435	1,706	194	3,458	159	3,811	3,329					
Dec	2,250	3,931	171	6,352	788	194	4,550	133	4,882	2,258					

Kimley » Horn



Kimley » Horn







It should be pointed out that the results of this shared parking analysis are based on the assumption that all parking spaces are accessible to all uses, and conveniently located within a reasonable walking distance. For a development the size and complexity of the proposed MainPlace Mall, and depending on the final layout, location, and management of the parking supply, it may be necessary to exclude some portions of the parking supply from shared parking consideration, which would reduce the parking reduction that would be supported by shared parking. It is recommended that the potential for a shared parking arrangement between compatible uses be reviewed and evaluated based on proximity and accessibility as each new development comes on line.

ATTACHMENT A

COPY OF REQUEST FOR COUNCIL ACTION – NOVEMBER 20, 2000 VESTING TENTATIVE PARCEL MAP NO. 99-152

REQUEST FOR COUNCIL ACTION



CLERK OF COUNCIL USE ONLY:

CITY COUNCIL MEETING DATE:

NOVEMBER 20, 2000

TITLE:

VESTING TENTATIVE PARCEL MAP NO. 99-152 TO SUBDIVIDE MAINPLACE/SANTA ANA INTO EIGHT PARCELS AT 2800 NORTH MAIN STREET



APPROVED	
	As Recommended
	As Amended
	Ordinance on 1st Reading
	Ordinance on 2nd Reading
	Implementing Resolution
	Set Public Hearing For
CONTINUED	то
FILE NUMBE	R

RECOMMENDED ACTION

Receive and file the staff report approving Vesting Tentative Parcel Map No. 99-152 as conditioned.

Zoning Administrator Action

Adopted a resolution approving Vesting Tentative Parcel Map No. 99-152 as conditioned at the meeting of October 11, 2000.

DISCUSSION

Request of Applicant

Santa Ana Venture is applying for a vesting tentative parcel map to subdivide the 53-acre MainPlace/Santa Ana regional shopping mall into eight parcels to accommodate the build-out of the Fashion Square redevelopment project.

Property Description

The site, located at 2800 North Main Street, is at the north city boundary adjacent to the City of Orange and is abutted by the Garden Grove and Santa Ana Freeways, MainPlace Drive, and Main Street. The MainPlace area is in the District Center (DC) land use category of the General Plan. The zoning district for the site is General Commercial (C2) and the surrounding properties are a variety of commercial uses and abutting freeways (Exhibits 1 and 2).

MainPlace/Santa Ana is an enclosed regional shopping center comprised of approximately 1,108,080 square feet on 53 acres with 170 mall tenants, 17 fast food shops, and four anchor stores (Macys, Nordstrom, and two Robinsons-May stores).



The property has three parking structures, two of which are located in the northwest corner of the site adjacent to the I-5/SR-22/SR-57 interchange, and one between Main Street and Nordstrom. The remainder of the property is surface parking.

An expansion to the mall is anticipated, and will include a three level expansion of the south Robinsons-May store easterly toward Main Street adding approximately 70,000 square feet of floor area; a parking structure containing approximately 416 spaces adjacent to Main Street which would connect to the Robinsons-May expansion at the second level via bridges from the third level of the parking structure; and possibly a new major department store. The design of both the mall expansion and parking structure will be consistent with the existing facilities.

Project Description

The proposed project is a site plan and vesting tentative parcel map (Exhibits 3 and 4) with several purposes, the first of which is the division of the MainPlace property into eight parcels. The second is to delineate ownership rights for development purposes on the property. Lastly, the map will vest development rights from a City perspective consistent with the rights conferred in the original Participation Agreement between the Redevelopment Agency and the developer group. The parcel layouts are restricted as to their future use as follows:

PARCEL NUMBER	LOT SIZE (ACRES)	USE RESTRICTION
Parcel No. 1	1.1	Office (and ancillary uses)
Parcel No. 2	3.4	Parking Structure
Parcel No. 3	2.9	Hotel or motel (and ancillary uses)
Parcel No. 4	3.0	Parking Structure
Parcel No. 5	3.2	Developer Parcel (no use restriction)
Parcel No. 6	4.2	Existing Parking Structure
Parcel No. 7	3.2	Parking Structure
Parcel No. 8	25.1	Existing Regional Mall
Total	46.1	

Ancillary uses typically associated with the primary use listed above are permitted. The development that would result from this map will consist of the expansion of:

32.A.

- The south Robinsons-May department store along with additional parking.
- 2. A 400 room hotel.
- 3. The construction of a south office tower with parking structure.
- 4. A north office tower with parking structure.

The gross square feet of build-out is anticipated as follows:

Use	Gross Square Footage
Retail, Cinema, and Restaurant	1,509,255
Office Buildings	1,500,000
Hotel (400 Rooms)	(approx.) 500,000
Total	3,509,255

Parking is the one development standard from which relief is requested with this application. Parking proposed to be entitled with this vesting map is based on the parking generation numbers in the Participation Agreement with the Redevelopment Agency and in the Reciprocal Easement Agreement between the mall owners, the department stores, and the City. These ratios include retail, restaurant, and cinema at four spaces per 1,000 square feet of net floor area, office at three per 1,000 square feet of gross floor area, and 0.8 space per room for the first 300 hotel rooms and 1.0 spaces per room thereafter.

Use	City Standard	Proposed Standard
Retail	5/1,000 GFA	3.75-4.0/1,000 net
Restaurant	10/1,000 GFA	Count with retail
Office	3/1,000 GFA	3/1,000 GFA
Hotel	1.1/room	0.8-1.0/room
Conference	1/50 GFA	N/A
Cinema	1/3 seats	Count with retail

Analysis of the Issues

MainPlace was developed in 1986 as a joint venture of JMB Realty and Santa Ana Venture pursuant to a Participation Agreement with the Redevelopment Agency. Phase I of the approved development was for over one million



square feet of retail space in a mixed use setting. An Environmental Impact Report was prepared and certified for the total build out plan for the MainPlace project.

No specific plan or special district zoning was created at that time since (C2) district the General Commercial accommodated the project. Subsequently, the commercial development standards have been modified in response to the proliferation of strip centers and mini-malls on small sites throughout the City. These new standards include the requirement of a 15-foot landscape buffer along all streets and internal parking lot landscaping which are appropriate for the scale of small projects but are often excessive when applied to larger scaled projects such as a regional mall.

In 1990, the property owner applied for and received approval for relief from parking, setback, and landscaping standards in order to facilitate a 20 percent expansion to the retail mall. A 10 percent parking reduction was granted with 4,987 spaces provided. The mall was built out to its current square footage of 1,108,080 square feet in 1991 with 5,048 parking spaces at MainPlace. In 1996, the applicant received approval to expand MainPlace with a 70,000 square foot addition to the south Robinsons-May store, expand the cinemas, add restaurants, and rebuild the Bank of America. This approval reduced the parking ratio on-site to 4.1 per 1,000 square feet. Other than the Bank of America work, this phase never proceeded. The Robinsons-May proposal from the 1996 submittal is now part of this package.

1. Tentative Parcel Map

The proposed subdivision is consistent with the District Center (DC) land use designation of the General Plan and the General Commercial (C2) zoning district. The design, configuration, and size of the eight parcels being created are in conformance with all of the City of Santa Ana requirements and standards for the subdivision of The site is a highly visible parcel of land easily seen property. from the Santa Ana (I-5) Freeway and adjacent businesses. The property being subdivided is flat with over 1,000 feet of street frontage on Main Street. Each parcel will have at least 100 feet of street frontage on either Main Street or MainPlace Drive. The site is 46.1 acres, which accommodates the proposed uses. The proposed parcels well exceed the 15,000 square feet minimum required by the No additional street Community Commercial (C1) zoning district. dedications are required of this subdivision. There are no anticipated environmental or health impacts as a result of this subdivision.

> The subdivision of MainPlace is not anticipated to create any impacts to the other uses on-site and in the area. The on and off-site circulation is not impacted by the proposed layout and all future development is required to be designed to tie in with the overall project. The proposed map will facilitate the development of the long-range redevelopment plan and contribute to the long-term success of the project.

> The overall project is not an intensification of activity from the original redevelopment plan for the site and area. As such, dedication and street improvements on Main Street or MainPlace Drive are not necessary with this project.

2. Parking

The current City parking requirement was developed to satisfy the demands of small retail centers that are characterized by high trip generation and short vehicle parking time on-site. A regional mall, however, generates parking demand at a lower rate because of more extended stays and high pedestrian activity. MainPlace has, as part of its participation agreement with the Redevelopment Agency, reciprocal easement agreements with the department stores; further, subsequent variances created parking generation numbers different from the City's zoning code which are reflective of a regional shopping mall rather than smaller community or neighborhood centers.

The proposed parking requirement for MainPlace is as follows:

Use	Generation Factor	City Standard	City Requirement	Proposed Standard	Proposed Requirement
Retail	1,421,255 GFA	5/1,000 GFA	7,106	3.75- 4.0/1,000 net	4,781
Restaurant	50,000 GFA	10/1,000 GFA	500	Count with retail.	0
Office	1,500,000 GFA	3/1,000 GFA	4,500	3/1,000 GFA	4,500
Hotel	400 rooms	1.1/room	440	0.8-1.0/room	340
Conference	12,000 GFA	1/50 GFA	240	N/A	0
Cinema	1,918 seats	1/3 seats	639	Count with retail.	0
	-		13,425		9,621

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> The resulting overall parking ratio is 3.44 spaces per 1,000 square feet of mall and office area. This ratio is consistent with the reciprocal agreement between the major tenants and property owner as well as the Owner Participation Agreement with the Redevelopment Agency.

> In order to assess if the parking ratios in the Participation Agreement, the Reciprocal Easement Agreements, and those proposed with this vesting tentative map will realistically address the parking needs of a multi-use regional shopping mall, the applicant has submitted a traffic analysis (Exhibit 5). The study was prepared based on the Urban Land Institute's shared use demand methodology. Per the model, parking generation is calculated by each use using Urban Land Institute demand factors and adjusting them for both time of day and seasonal variations. Based on this methodology, peak demand occurs on a December weekday at 2:00 p.m. The difference between code, the original redevelopment agreement, and the recent parking demand study are shown below.

Parking Requ	irement	的行行和通知
City Code	* *	13,425
Participation Agreement		9,621
Urban Land Institute Study		8,754

3. Uniform Codes

A result of the creation of the proposed map is the placement of property lines that would, if this were not a covered mall, create violations of the uniform building codes related to yard areas and unprotected openings such as doors and windows near the new property lines. Because the property is held together as a covered mall, a different set of rules set forth in the uniform codes set forth appropriate conditions that require all future development to protect life safety issues. However, because there are no current development plans for the newly created development parcels, a series of conditions have been developed to ensure that future development is consistent with the uniform building code covered mall standards, such that all life safety concerns of the uniform codes are met at the time each subsequent project is submitted into site plan review and Building Division plan check.

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Based upon the analysis of the issues and findings, staff recommends approval of Tentative Parcel Map No. 99-152 as conditioned.

Environmental Impact

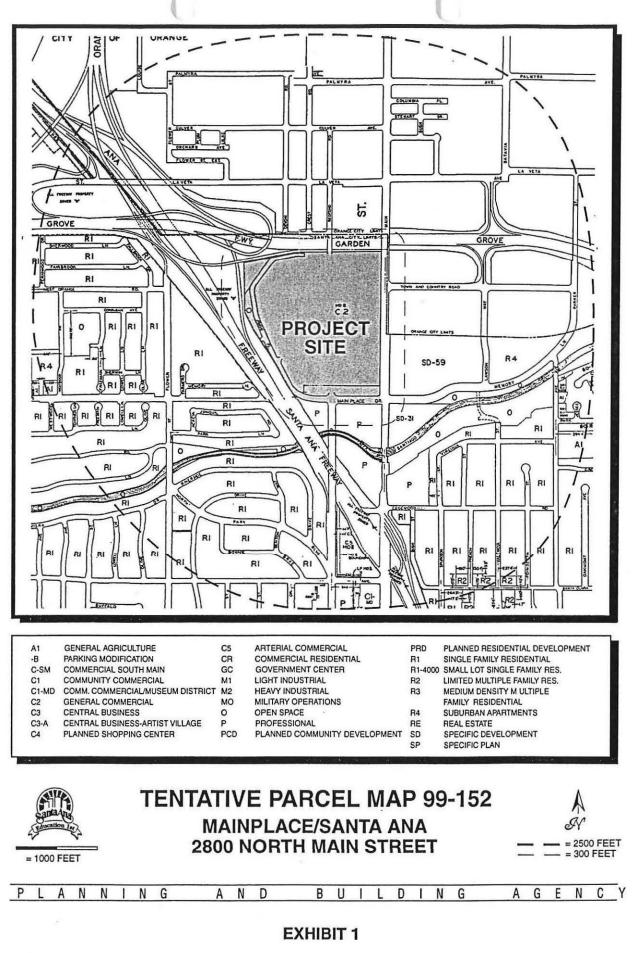
The prior Environmental Impact Report and Addendum prepared for MainPlace has been determined to satisfy the requirements of the California Environmental Quality Act (CEQA) for the proposed vesting tentative parcel map. The addendum (Environmental Review 96-033) to the Fashion Square Environmental Impact Report was prepared for a prior expansion.

Commia Dels

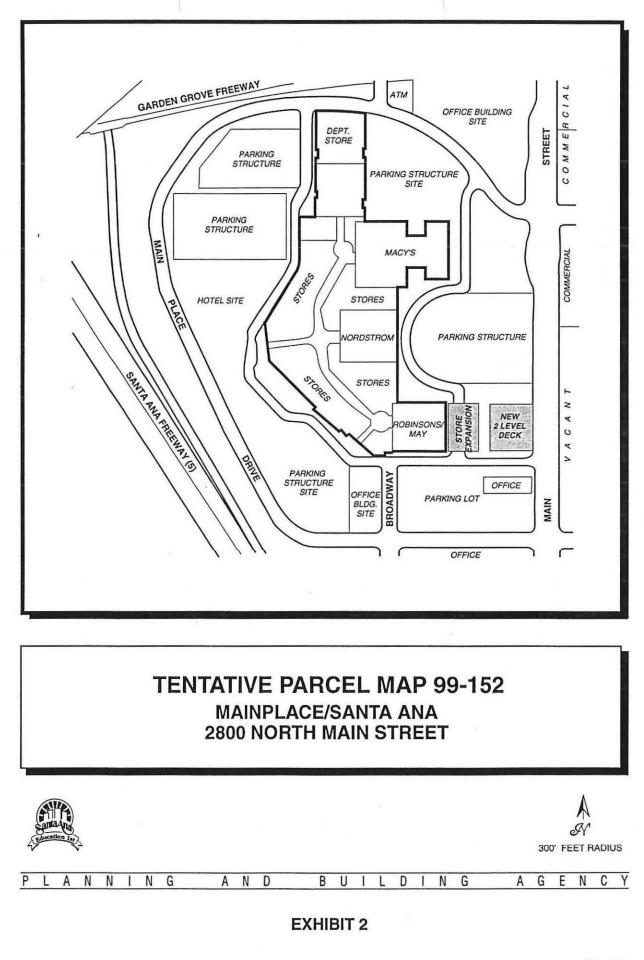
Cynthia J. Nelson Deputy City Manager Development Services

CJN:JM jsr\reports\tpm99-152.cc

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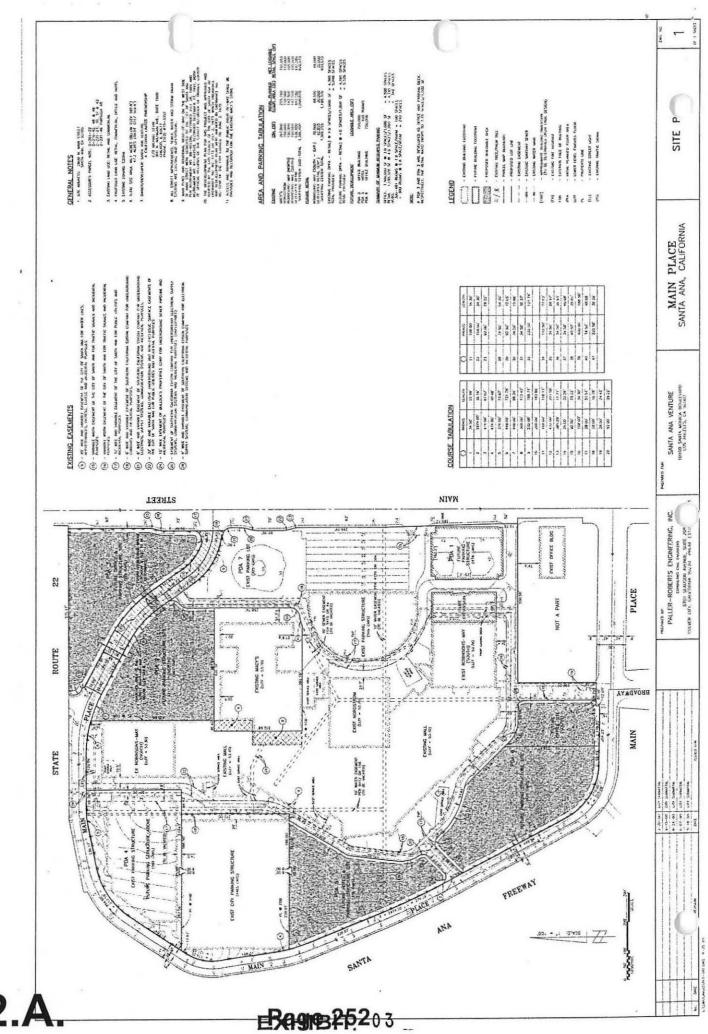


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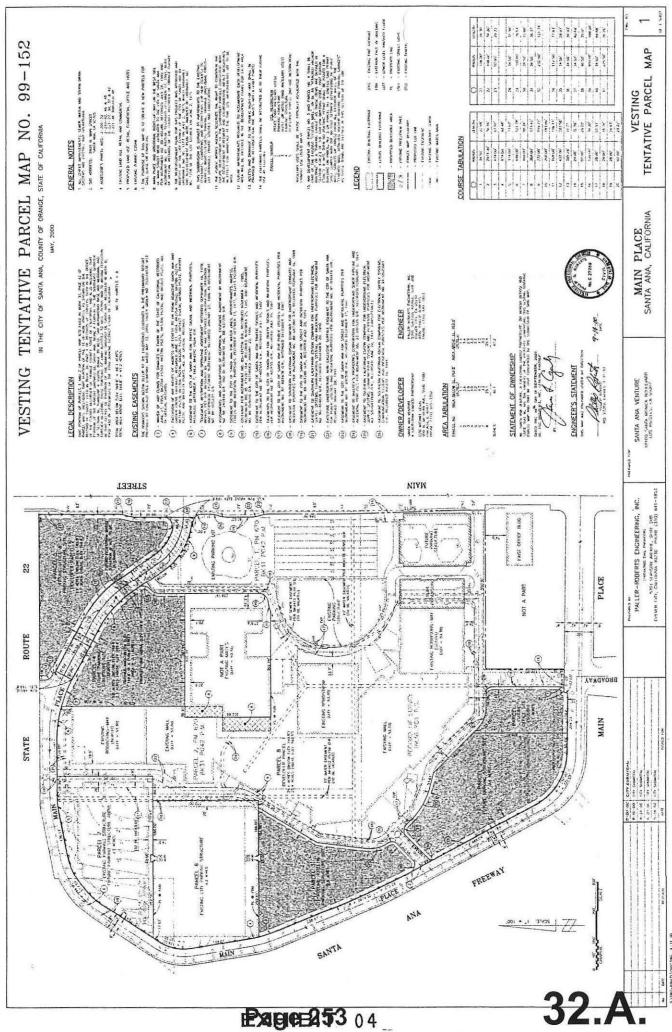


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SANTA ANA F/C DEVELOPMENT VENTURE LLC P.O. Box 25738 · Santa Ana, California 92799 (714) 546-0110

May 18, 2000

Hand Delivered

Mr. Jeffrey Rice City of Santa Ana Planning & Building Agency P.O. Box 1988, M-20 Santa Ana, California 92702

Re: MainPlace Vesting Map

Dear Jeff:

Attached is a copy of the Parking Demand Analysis for MainPlace. The analysis is generated by using the Gross Leasable Square Footage (GLSF) of the various elements (generators) of the development, and then applying the average demand factors estimated by the Urban Land Institute. This information is then adjusted using both seasonal and time of day demand information to project the 'Shared Use Demand'. Per the model, the peak demand occurs on a December weekday at 2 p.m. and is based on the following elements:

	Elements		Space Demand
•	Office	1,500,000 GLSF	4,147
•	Retail	1,035,435 GLSF*	4,017
•	Restaurants	38,791 GLSF*	314
•	Cinema	1,918 Seats*	126
•	Hotel	400 Rooms	95
•	Hotel Convention	12,000 GLSF	54
	Total Spaces - Deman	d	8,754

Under the proposed vesting map, the following ratios would apply:

		Ratio	Total Spaces
Office	1,500,000	3/1000	4,500
Retail	1,100,000	3.75/1000	4,125
Hotel	400 Room	1/room	400
Total Spa	ices – Proposed Su	9,025	

Note: Retail area calculations are based on criteria from the parking model and are slightly greater than actual development. 32.A

ERAB 25405

Jeff, please let me know if you need additional information.

Thank you.

Very truly yours,

Chase J. McLaughlin

lc att. c:\0231

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ATTACHMENT B

MAIN PLACE MALL SPECIFIC PLAN SHARED PARKING WORKSHEETS

SHARED PARKING ANALYSIS

PER THE ULI SHARED PARKING MANUAL (2nd Edition) FOR WEEKDAY PARKING DEMAND

PROJECT:	MAINPLA	CE MALL										SCENARIO	:														
			MED.	RE	STAURA	NT			HOTE	L					OFFICE			750.0	KSF								
LAND USE:	OFFICE	RETAIL	OFFICE	QUAL	Family	F FOOD	THEATER	ROOM	REST.	CONF.	CONV.				RETAIL			1,400.0	KSF								
UNIT:	KSF	KSF	KSF	KSF	KSF	KSF	SEAT	ROOM	KSF	KSF	KSF				REST	QUAL		0.000	KSF								
QUANTITY:	750.000	1,400.0	0.000	0.000	0.00	0.000	0	400	0.000	0.000	0.000				REST	Family		0.000	KSF								
RATE:	3	3.25	0	0	0	0	0	0.85	0	0	0	TOTAL			REST	F FOOD		0.000	KSF								
REQ'D PRKG	2,250	4,550	0	0	0	0	0	340	0	0	0	7,140			THEATER	2		0.000	KSF (SEATS:)					
Mode Adjustment	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00				HOTEL			500.000	KSF (ROOMS:	400)					
W-day/W-end Factor	1.00	0.90	1.00	0.90	0.70	1.00	0.93	1.00	1.00	1.00	1.00				MEDICA	L OFFICE			KSF								
Seasonal Factor	1.00	0.76	1.00	0.94	0.94	0.94	0.25	0.85	1.00	1.00	0.85	NOV			TOTAL			2,650.0									
	PERCENTAGE OF PEAK DEMAND														PROJI		RKING DEN	лаnd	(SEATS:) (ROOMS: 400 ID								
	BY HOUR OF DAY																	IR OF DAY									
TIME OF	055105	DETAIL	MED.		STAURA			BGGH	HOTE			055105		MED.		ESTAURA						00111/	TOTAL				
DAY	OFFICE	RETAIL	OFFICE		.]	F FOOD			-	CONF.		OFFICE											-				
6:00 AM	3%	3%	0%	0%	16%	7%	0%	77%	0%	0%	0%	62	93	0	0	0	0	0		v	-	v					
7:00 AM	28%	7%	0%	0%	32%	12%	0%	78%	10%	0%	0%	630	218	0	0	0	0	0		v	v	Ű					
8:00 AM	71%	20%	80%	8%	51%	22%	0%	82%	30%	30%	50%	1,598	622	0	0	0	0	0		v	v	0					
9:00 AM 10:00 AM	92% 100%	43% 69%	93%	11% 26%	73% 91%	32% 58%	0%	74% 68%	10% 10%	60% 60%	100%	2,070	1,338	0	0	0	0	0		v	v	v					
11:00 AM	96%	69% 87%	100% 100%	<u>26%</u> 48%	91% 91%	58% 87%	0% 0%	68% 68%	10% 5%	60% 60%	100% 100%	2,250 2,160	2,147 2,708	0	0	0	0	0		-	-	v					
12:00 AM	90%	87% 96%	53%	48%	100%	100%	20%	64%	5% 100%	60% 65%	100%	2,160	2,708	0	0	0	0	0		v	-	v					
12.00 AM	86%	100%	93%	77%	87%	100%	45%	64%	100%	65%	100%	1,890	3,112	0	0	0	0	0		-	-	-					
2:00 PM	100%	96%	100%	69%	70%	91%	45% 55%	68%	33%	65%	100%	2.250	2,988	0	0	0	0	0		-	-	-					
3:00 PM	96%	92%	100%	45%	45%	62%	55%	68%	10%	65%	100%	2,250	2,863	0	0	0	0	0		-	-	Ű					
4:00 PM	84%	92%	93%	54%	49%	56%	55%	70%	10%	65%	100%	1,890	2,863	0	0	0	0	0		-	-	v					
5:00 PM	47%	95%	87%	79%	65%	62%	60%	70%	30%	100%	100%	1.058	2,957	0	0	0	0	0		-		0					
6:00 PM	23%	95%	67%	96%	74%	86%	60%	68%	55%	100%	50%	518	2.957	0	0	0	0	0	197	0	0	0					
7:00 PM	9%	95%	30%	100%	74%	82%	80%	64%	60%	100%	30%	203	2,957	0	0	0	0	0	185	0	0	0	3,344				
8:00 PM	7%	82%	15%	100%	69%	52%	100%	68%	70%	100%	30%	158	2,552	0	0	0	0	0	197	0	0	0	2,906				
9:00 PM	3%	55%	0%	100%	37%	32%	100%	72%	67%	100%	10%	68	1,712	0	0	0	0	0	208	0	0	0	1,987				
10:00 PM	1%	32%	0%	96%	31%	22%	80%	80%	60%	50%	0%	23	996	0	0	0	0	0	231	0	0	0	1,250				
11:00 PM	0%	11%	0%	77%	22%	12%	65%	82%	40%	0%	0%	0	342	0	0	0	0	0	237	0	0	0	579				
12:00 PM	0%	0%	0%	27%	26%	7%	40%	81%	30%	0%	0%	0	0	0	0	0	0	0	234	0	0	0	234				

(a) Source: ULI <u>Shared Parking</u> (2nd Edition) Table 2-5 - Percentages shown are the weighted averages of the employee and customer / visitor Time of Day Factors.

WEEKDAY PROJECTED PEAK PARKING DEMAND = WEEKDAY UNADJUSTED PEAK PARKING DEMAND = WEEKDAY PARKING ADJUSTMENT DUE TO SHARED PARKING =

5,434 AT 2:00 PM 7,140 24%

1,706

|::

03-Apr-19

SHARED PARKING ANALYSIS

PER THE ULI SHARED PARKING MANUAL (2nd Edition) FOR WEEKEND PARKING DEMAND

PROJECT:	MAINPLA	CE MALL										SCENARIO):	0									
			MED.	RE	STAURA	NT			HOTE	L					OFFICE			750.000	KSF				
LAND USE:	OFFICE	RETAIL	OFFICE	QUAL	Family	F FOOD	THEATER	ROOM	REST.	CONF.	CONV.				RETAIL			1,400.0	KSF				
UNIT:	KSF	DU	KSF	KSF	KSF	KSF	SEAT	ROOM	KSF	KSF	KSF				REST	QUAL		0.000	KSF				
QUANTITY:	750.000	1,400.0	0.000	0.000	0.00	0.000	0	400	0.00	0.00	0.00				REST	Family		0.000	KSF				
RATE:	3	3.25	0	0	10	0	0	0.85	0	0	0	TOTAL			REST	F FOOD		0.000	KSF				
REQ'D PRKG	2,250	4,550	0	0	0	0	0	340	0	0	0	7,140			THEATER	R		0.000	KSF (SEATS:	0)	
Mode Adjustment	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00				HOTEL			500.000	KSF (ROOMS:	400)	
W-day/W-end Factor	0.10	1.00	1.00	1.00	1.00	0.93	1.00	0.86	1.00	1.00	0.50				MEDICAL	OFFICE		0	KSF				
Seasonal Factor	1.00	0.76	1.00	0.94	0.94	0.94	0.78	0.85	1.00	1.00	1.00	NOV			TOTAL			2,650.0	KSF				
	PERCENTAGE OF PEAK DEMAND											PROJECTED PARKING DEMAND											
	BY HOUR OF DAY											PROJECTED PARKING DEMAND BY HOUR OF DAY MED. RESTAURANT HOTEL											
TIME OF			MED.	RE	STAURA	NT		HOTEL											HOTE	L		1	
DAY	OFFICE	RETAIL	OFFICE	QUAL	Family	F FOOD	THEATER	ROOM	REST.	CONF.	CONV.	OFFICE	RETAIL	OFFICE	QUAL	Family	F FOOD	THEATER	ROOM	REST.	CONF.	CONV.	TOTAL
6:00 AM	3%		79%	0%	29%	7%	0%	77%	0%	0%	0%	7	104	0	0	0	0	0	191	0	0	0	302
7:00 AM	28%		45%	0%	54%	12%	0%	78%	10%	0%	0%	63	242	0	0	0	0	0	194	0	0	0	499
8:00 AM	71%	20%	36%	8%	64%	22%	0%	82%	30%	30%	50%	160	692	0	0	0	0	0	204	0	0	0	1,055
9:00 AM	92%		50%	11%	77%	32%	0%	74%	10%	60%	100%	207	1,487	0	0	0	0	0	184	0	0	0	1,878
10:00 AM	100%	69%	36%	26%	87%	58%	0%	68%	10%	60%	100%	225	2,386	0	0	0	0	0	169	0	0	0	2,780
11:00 AM	96%	87%	50%	48%	91%	87%	0%	68%	5%	60%	100%	216	3,008	0	0	0	0	0	169	0	0	0	3,393
12:00 AM	84%		50%	77%	100%	100%	20%	64%	100%	65%	100%	189	3,320	0	0	0	0	0	159	0	0	0	3,668
1:00 PM	86%	100%	31%	77%	91%	100%	45%	64%	100%	65%	100%	194	3,458	0	0	0	0	0	159	0	0	0	3,811
2:00 PM	100%	96%	26%	69%	57%	91%	55%	68%	33%	65%	100%	225	3,320	0	0	0	0	0	169	0	0	0	3,714
3:00 PM	96%	92%	31%	45%	49%	62%	55%	68%	10%	65%	100%	216	3,181	0	0	0	0	0	169	0	0	0	3,566
4:00 PM	84%	92%	56%	54%	49%	56%	55%	70%	10%	65%	100%	189	3,181	0	0	0	0	0	174	0	0	0	3,544
5:00 PM	47%		100%	79%	78%	62%	60%	70%	30%	100%	100%	106	3,285	0	0	0	0	0	174	0	0	0	3,565
6:00 PM	23%		95%	96%	82%	86%	60%	68%	55%	100%	50%	52	3,285	0	0	0	0	0	169	0	0	0	3,506
7:00 PM	9%		61%	100%	82%	82%	80%	64%	60%	100%	30%	20	3,285	0	0	0	0	0	159	0	0	0	3,464
8:00 PM	7%		31%	100%	82%	52%	100%	68%	70%	100%	30%	16	2,836	0	0	0	0	0	169	0	0	0	3,020
9:00 PM	3%		10%	100%	63%	32%	100%	72%	67%	100%	10%	7	1,902	0	0	0	0	0	179	0	0	0	2,088
10:00 PM	1%	0.1.0	2%	96%	56%	22%	100%	80%	60%	50%	0%	2	1,107	0	0	0	0	0	199	0	0	0	1,308
11:00 PM	0%		2%	77%	52%	12%	80%	82%	10%	0%	0%	0	380	0	0	0	0	0	204	0	0	0	584
12:00 PM	0%	0%	0%	27%	26%	7%	50%	81%	30%	0%	0%	0	0	0	0	0	0	0	201	0	0	0	201

(a) Source: ULI <u>Shared Parking</u> (2nd Edition) Table 2-6 - Percentages shown are the weighted averages of the employee and customer / visitor Time of Day Factors. WEEKEND PROJECTED PEAK PARKING DEMAND = 3,811 WEEKEND UNADJUSTED PEAK PARKING DEMAND = 7,140

7,140

AT 1:00 PM

WEEKEND PARKING ADJUSTMENT DUE TO SHARED PARKING =

3.329 47%

03-Apr-19

EXHIBIT 1

EXHIBIT 11

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-anddocuments/main-place-mall-transformation-project

Or by visiting:

Planning and Building Agency – Planning Division Public Counter

20 Civic Center Plaza

Santa Ana, CA 92701