



# **PLANNING COMMISSION**

## **AGENDA REPORT**

MEETING DATE: SEPTEMBER 28, 2015

ITEM NUMBER: PH-1

**SUBJECT: SECOND AMENDMENT TO DEVELOPMENT AGREEMENT DA-00-02 (DA-15-02) AND NORTH COSTA MESA SPECIFIC PLAN SP-15-01**

**DATE: SEPTEMBER 21, 2015**

**FROM: PLANNING DIVISION / DEVELOPMENT SERVICES DEPARTMENT**

**PRESENTATION BY: MINOO ASHABI, PRINCIPAL PLANNER**

**FOR FURTHER INFORMATION CONTACT: MINOO ASHABI, AIA (714) 754-5610  
minoo.ashabi@costamesaca.gov**

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### **DESCRIPTION**

- 1) *Specific Plan Amendment SP-15-01 for clarifying language and minor updates to the North Costa Mesa Specific Plan.*

No changes to the previously-approved entitlements and trip budgets are proposed.

- 2) *Second amendment to Development Agreement DA-00-02 (Segerstrom Town Center):*

- Extend the term of the development agreement (originally executed in 2001) for additional 20 years until 2035.
- Include entitlements approved on January 16, 2007 by General Plan Amendment (GP-06-02) in the Development Agreement. These entitlements are described the in North Costa Mesa Specific Plan.

### **APPLICANT**

Justin McCusker of Segerstrom and Sons.

### **RECOMMENDATION**

Recommend that City Council approve the proposed project and give first reading of the Ordinance, by adoption of the Planning Commission resolution, subject to conditions.

**BACKGROUND**

***North Costa Mesa Specific Plan & Segerstrom Town Center***

Segerstrom Town Center is a sub-area of the South Coast Plaza Town Center. The 2000 General Plan designates the area as “Cultural Arts Center” and the corresponding zoning is “Town Center”. In February 2001, City Council approved General Plan Amendment GP-00-02, which resulted in the following entitlements for Segerstrom Town Center. City Council also amended the North Costa Mesa Specific Plan (as shown below), adopted a Preliminary Master Plan, and entered into the Development Agreement in conjunction with the general plan amendment.

<b>MAXIMUM ALLOWABLE FAR</b>	<b>MAXIMUM BUILDING SQUARE FOOTAGE</b>	<b>AM PEAK HOUR BUDGET</b>	<b>PM PEAK HOUR BUDGET</b>
1.98	2,118,550	2,764	3,453

On April 5, 2004, City Council approved an amendment to the Development Agreement for Segerstrom Town Center (Ordinance 04-3) that allowed obligations for discount parking for Costa Mesa residents attending cultural events to be fulfilled in the parking structure located at the southwest corner of Sunflower Avenue and Park Center Drive.

On January 16, 2007, City Council approved General Plan Amendment GP-06-02 that allows additional development options involving the transfer of building area within the Segerstrom Town Center sub-area.

As a development option, proposed new development within this sub-area includes:

1. One mixed-use high-rise tower with 233,170 square feet of office uses and 225 residential units;
2. 200-room hotel and 50 residential units;

The implementation of these entitlements require the demolition of office uses and two cinemas in this sub-area. (Both of the cinemas have been demolished and removed from this sub-area.)

An excerpt of the North Costa Mesa High Rise Residential Environmental Impact Report is attached (Attachment 2, Program EIR).

## History of Amendments to Specific Plan

The North Costa Mesa Specific Plan was adopted by the Costa Mesa City Council in July 1994. Since adoption, the plan has been amended. The following table provides a list and a brief description of the amendment(s).

AMENDMENT #	DATE OF ADOPTION	DESCRIPTION OF AMENDMENT
SP-98-04	April 19, 1999	Created a site-specific FAR of 0.72 for South Coast Metro Center (Area 6).
SP-99-02	July 3, 2000	Increased the site-specific FAR to 0.79 for South Coast Metro Center (Area 6).
SP-00-01	February 5, 2001	Created a new Cultural Arts Center designation and corresponding FAR of 1.77 for South Coast Plaza Town Center (Area 4).
SP-00-02	November 19, 2001	Increased the size of Area 1, and amended land use designations, floor area ratio, and trip budgets for Segerstrom Home Ranch (Area 1).
SP-02-01	July 1, 2002	Updated regulations to be consistent with 2000 General Plan.
SP-03-02	November 17, 2003	Amended acreage and building square footage allocation in Area 1 sub-areas.
SP-03-01	February 2, 2004	Incorporated the Theater and Arts District Plan into the plan.
SP-06-01	March 27, 2006	Amendment to the Theater and Arts District Plan regarding financing.
SP-06-02	January 16, 2007	Amendment to allow high-rise residential development in Sub-areas 4, 5, and 6 in this specific plan.
SP-07-01	November 20, 2007	Amendment to allow high-rise residential development for Wyndham Boutique Hotel / High-Rise residential project at 3350 Avenue of Arts, Area 5.
SP-11-01	September 20, 2011	Amendment to Sakioka Lot 2.

## ANALYSIS

### ***Specific Plan Amendment SP-15-01 to the North Costa Mesa Specific Plan.***

The NCMSP was adopted in July 1994. The proposed project includes a SP-15-01 North Costa Mesa Specific Plan Amendment. The primary objectives of the proposed Specific Plan Amendment are to:

- Further clarify the maximum allowable buildout of Segerstrom Town Center.
- Clearly specify the entitlements, including the high rise residential entitlements that have been approved to date.

Given that the Specific Plan will be incorporated by reference in the second amendment to the Development Agreement, staff is ensuring that the Specific Plan language is comprehensive and consistent with prior Council actions. Segerstrom staff have made specific requests for clarifying language in certain areas, and the proposed amendment reflects discussion and review with Segerstrom staff.

The proposed amendment will provide clarifying language related to, but not limited to, the following (*Exhibit 1 of Attachment 1, Redline*):

- Expanded description of the preliminary and final master plan process required for development in the Specific Plan areas.
- New clarifying language regarding approved and available entitlements in the Segerstrom Town Center area of the Specific Plan.

- Add new map exhibits and related exhibits for Area 4, South Coast Plaza Town Center.
- **NO CHANGES** to existing trip budgets or maximum allowable development are proposed as part of this Specific Plan amendment.

*No significant changes to Specific Plan*

The amended text is shown in redline in the page excerpts from the Specific Plan document (Exhibit 1). Staff collaborated with the Segerstrom staff to refine and better describe the allowable buildout of the Segerstrom Town Center subarea, including the development options for high rise residential development at 3400 and 3420 Bristol Street.

No changes to these entitlements are being proposed. The Specific Plan Amendment provides clarifying text without modifying the previously-approved entitlements as adopted by the City Council in 2007.

***Proposed Amendment to Development Agreement DA-00-02 (DA-15-02)***

The applicant is proposing an amendment to the development agreement to make it consistent with the approved General Plan Amendment GP-06-02 approved in 2007 reflecting the entitlement options that were adopted with the North Costa Mesa Specific Plan Amendment. (*Exhibit 2 of Attachment 1, Second Amendment*)

The proposal includes the following:

- 1) The proposed amendment will modify the term of the development agreement which will expire in 2021 for another 20 years until 2035.
- 2) The amendment will incorporate the entitlements noted in North Costa Mesa Specific Plan Subarea 3 pertaining to 3400 and 3420 Bristol Street as noted below (page 48 of Amended NCMSP). At this time, the development agreement does not include and therefore makes no reference to these entitlements:

The clarifying language in the Specific Plan document is briefly referenced below:

**“Segerstrom Town Center Sub-Area 3:** GP-06-02 amended the 2000 General Plan to allow high-rise/high-density residential units in the Cultural Arts Center land use designation. In this sub-area on 3.3 acres, the following unbuilt entitlements have been approved:

- 200-key hotel (220,000 sq.ft.) and 50 residential units at 3400 Bristol Street.
- Office high rise building (336,525 square feet) at 3420 Bristol Street (**OR**) mixed-use development of office uses (233,170 square feet) in addition to residential units (225 units) at 3420 Bristol Street.

In order to be fully implemented, these entitlements require the demolition of the former theater uses (31,500 square feet) which have been demolished and the existing office uses of 84,025 square feet. This would result in a maximum non-residential FAR of 1.88 with a maximum number of 275 high-rise residential units (Option 1 in Table 5A) in this sub-area. This maximum non-residential FAR and building square footage may be increased to no more than the Option 2 non-residential FAR of 1.98 and associated building square footage in direct relation to the decrease in the maximum allowable number of high-rise residential units.

Should the property owner determine not to develop the high-rise residential option in any form, the maximum allowable non-residential building square footage for this sub-area would be 2,118,550 square feet with a corresponding FAR of 1.98, AM Peak Hour trip budget (2,764 trips), PM Peak Hour trip budget (3,453 trips). This is the Option 2 development scenario shown in Table 5A. Table 5A/Option 2 describes the maximum buildout potential for the Segerstrom Town Center for commercial development. The existing buildings may be demolished, and the property may be redeveloped provided that the specified maximum allowable standards for nonresidential development, as shown in Table 5A, are not exceeded. For example, the single-story (with mezzanine) Park Tower annex building (32,316 square feet) on Town Center Drive may be demolished, and new construction may occur within the Segerstrom Town Center area as described in Table 5A.

For both Options 1 and 2, Table 5A indicates the a.m. and p.m. trip budgets, maximum number of dwelling units, maximum non-residential building square footage, and associated floor area ratios with the maximum FAR and building square footage, the Option 1 a.m. trip budget may be adjusted to be no more than the Option 2 a.m. trip budget in direct relation to the decrease in the maximum allowable number of dwelling units.”

### ***Justifications for Approval***

The applicant is not proposing additional public benefits in exchange for the proposed amendment to the development agreement. Any change to the public benefits section of the development agreement is considered a policy decision by the City Council.

State Law requires that amendments to Development Agreements be adopted by Ordinance. The attached Planning Commission resolution includes recommendations for the approval of the Specific Plan Amendment and Ordinance.

Following are justifications for approval of the proposed project:

- *Proposal does not involve any material changes to the maximum allowable traffic generation beyond the currently established trip budgets for Segerstrom Town Center.*

The site has established maximum trip budgets for the AM Peak Hour and PM peak hour. Future proposed development of commercial office buildings, hotels, mixed-use high rise residential buildings, etc. shall be required to comply with Specific Plan and the maximum trip budgets.

Table 5A- South Coast Plaza Town Center Sub-Area Statistics North Costa Mesa Specific Plan					
	Maximum Allowable Non-Residential FAR	Maximum Non-Residential Building Square Footage	Maximum Allowable Number of High-Rise Residential Units	Maximum A.M. Peak Hour Trip Budget	Maximum P.M. Peak Hour Trip Budget
<b>Pacific Arts Plaza Sub-Area 1 (18.19 acres)</b>					
Option 1	1.46 <sup>1,2</sup>	1,160,528 sq. ft. <sup>2</sup>	180	2,111 <sup>3</sup>	2,150
Option 2	1.55 <sup>1</sup>	1,227,978 sq. ft.	0	2,133	2,150
<b>Segerstrom Center for the Arts Sub-Area 2 (11.21 acres)</b>					
	1.67 <sup>5</sup>	815,285 sq. ft.	80	283	1,029
<b>Segerstrom Town Center Sub-Area 3 (24.5 acres)</b>					
Option 1	1.88 <sup>2</sup>	2,015,195 sq. ft. <sup>2</sup>	275	2,729 <sup>3</sup>	3,453
Option 2	1.98	2,118,550 sq. ft.	0	2,764	3,453
<b>TOTAL SOUTH COAST PLAZA TOWN CENTER</b>					
Option 1	1.70 <sup>2</sup>	3,991,008 sq. ft. <sup>2</sup>	535	5,123 <sup>3</sup>	6,632
Option 2 <sup>4</sup>	1.77 <sup>5</sup>	4,161,813 sq. ft.	80	5,180	6,632
<ol style="list-style-type: none"> <li>1. Maximum floor area ratio calculation includes land dedicated or reserved for right-of-way for the Avenue of the Arts off-ramp and associated flood control improvements.</li> <li>2. This maximum FAR and building square footage may be increased to no more than the Option 2 FAR and building square footage in direct relation to the decrease in the maximum number of high-rise residential units.</li> <li>3. This maximum peak hour trip budget may be increased to no more than the Option 2 peak hour trip budget in direct relation to the decrease in the maximum number of high-rise residential units.</li> <li>4. This alternative includes the 80 high-rise residential units associated with the museum site in Segerstrom Center for the Arts Sub-Area 2.</li> <li>5. This maximum FAR may not be increased if the 80-unit residential component is not constructed in conjunction with art museum/art academy in Sub-Area 2.</li> </ol>					

- Proposal does not modify the previously-approved high rise residential entitlements, as adopted by the City Council in 2007.

City Council adopted the Development Agreement for Segerstrom Town Center in 2001. Once the second amendment to the DA is adopted, the changes would be in place prior to the next review of the development agreement. Other than incorporating the Specific Plan entitlements and extending the life of the development agreement by another 20 years, the changes to the development agreement do not involve increased intensity or higher density.

Table 5B- Statistical Summary of Unbuilt SCPTC Components as of 2006 North Costa Mesa Specific Plan				
Map Key	Unbuilt Entitlements Approved prior to 2006	Slated for Demolition (sq. ft.)	New Construction Approved In 2006 (GP-06-02)	Maximum Building Height (above grade level)
<b>Segerstrom Town Center Sub-Area 3</b>				
E.	Hotel-200-key (220,000 sq. ft.) 3400 Bristol Street	2 theaters (31,500 square feet)	200-key hotel (220,000 sq. ft.) and a maximum of 50 high-rise residential units in a mixed-use development	315 ft. agl
F.	Office 336,525 sq. ft. 3420 Bristol Street	84,025 sq. ft. office building	A 336,525 sq. ft. office OR B Maximum 233,170 sq. ft. office and maximum 225 residential high-rise units in a mixed-use development	315 ft. agl
Source: City of Costa Mesa May 2006, North Costa Mesa High Rise Residential Projects Program Environmental Impact Report (SCH# 2006011077)				

- Proposal is in compliance with the broader goals of the General Plan and the North Costa Mesa Specific Plan.

No changes to the City of Costa Mesa's General Plan are required. The proposal is in conformance with the City's General Plan and is consistent with the land use designation.

### **ENVIRONMENTAL DETERMINATION**

The project is exempt from the provisions of the California Environmental Quality Act under Section Exempt under Section 15061 (b) (3) (general rule) of the CEQA Guidelines.

### **LEGAL REVIEW**

The draft resolution and has been reviewed and approved as to form by the City Attorney's Office.

### **ALTERNATIVES**

The Planning Commission has the following alternatives:

1. Recommend Approval with any modifications. The Planning Commission may suggest specific changes that are necessary to alleviate concerns.
2. Recommend denial of the Request. If the Planning Commission believes that there are insufficient facts to support the findings for approval, Planning Commission must deny the application and provide facts in support of denial.

### **CONCLUSION**

Staff believes that the applicant has demonstrated good faith compliance with the provisions and conditions of the DA-00-02 as they pertain to date. The proposed amendment will ensure the entitlements granted by GP-06-02 is memorialized in the development agreement and extended for twenty years. The amendment to the Development Agreement are consistent with the Final EIR, North Costa Mesa Specific Plan and the City's General Plan.

  
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MINOO ASHABI, AIA  
Principal Planner

  
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CLAIRE FLYNN, AICP  
Assistant Director of Development  
Services

Attachments: 1. Planning Commission Resolution  
Exhibit 1: Amendment to North Costa Mesa Specific Plan  
Exhibit 2: Proposed Amendment to Development Agreement

2. Excerpt of the Program EIR, 2006

Distribution: Director of Economic & Development Services/Deputy CEO  
Assistant Development Services Director  
Senior Deputy City Attorney  
Public Services Director  
City Engineer  
Transportation Services Manager  
Fire Protection Analyst  
File (2)

## RESOLUTION NO. PC-15-

**A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF COSTA MESA RECOMMENDING CITY COUNCIL TO: (1) ADOPT NORTH COSTA MESA SPECIFIC PLAN AMENDMENT SP-15-01 AND (2) GIVE FIRST READING TO ORDINANCE FOR SECOND AMENDMENT TO DEVELOPMENT AGREEMENT DA-00-02 (DA-15-02)**

THE PLANNING COMMISSION OF THE CITY OF COSTA MESA HEREBY RESOLVES AS FOLLOWS:

WHEREAS, an application was filed by Justin McCusker, authorized agent for Segerstrom and Sons, for the following proposed project:

- 1) ***Specific Plan Amendment SP-15-01 for clarifying language and minor updates to the North Costa Mesa Specific Plan.***

No changes to the previously-approved entitlements and trip budgets are proposed.

- 2) ***Second amendment to Development Agreement DA-00-02 (Segerstrom Town Center):***

- Extend the term of the development agreement (originally executed in 2001) for additional 20 years until 2035.
- Include entitlements approved on January 16, 2007 by General Plan Amendment (GP-06-02) in the Development Agreement. These entitlements are described the in North Costa Mesa Specific Plan.

WHEREAS, the City Council executed Development Agreement DA-00-02 with South Coast Plaza, in 2001;

WHEREAS, On April 5, 2004, City Council approved an amendment to the Development Agreement for Segerstrom Town Center (Ordinance 04-3) that allowed obligations for discount parking for Costa Mesa residents attending cultural events to be fulfilled in the parking structure located at the southwest corner of Sunflower Avenue and Park Center Drive;

WHEREAS, a duly noticed public hearing was held by the Planning Commission on September 28, 2015, to allow for public comments on the proposed amendment to development agreement (DA-15-02) and North Costa Mesa Specific Plan SP-15-01 with all

persons having been given the opportunity to be heard both for and against the proposed project;

WHEREAS, the second amendment to the Development Agreement will promote and encourage the development of the proposed project by providing stability and certainty to the developer, and provide to the City and its citizens the public benefits promised in the Development Agreement as specified to date;

WHEREAS, the proposal does not involve any material changes to the maximum allowable traffic generation beyond the currently established trip budgets for Segerstrom Town Center. The site has established maximum trip budgets for the AM Peak Hour and PM peak hour. Future proposed development of commercial office buildings, hotels, mixed-use high rise residential buildings, etc. shall be required to comply with Specific Plan and the maximum trip budgets.

WHEREAS, the proposal does not modify the previously-approved high rise residential entitlements, as adopted by the City Council in 2007. City Council adopted the Development Agreement for Segerstrom Town Center in 2001. Once the second amendment to the DA is adopted, the changes would be in place prior to the next review of the development agreement. Other than incorporating the Specific Plan entitlements and extending the life of the development agreement by another 20 years, the changes to the development agreement do not involve increased intensity or higher density.

Table 6B- Statistical Summary of Unbuilt SCPTC Components as of 2006 North Costa Mesa Specific Plan				
Map Key	Unbuilt Entitlements Approved prior to 2006	Sited for Demolition (sq. ft.)	New Construction Approved in 2006 (GP-06-02)	Maximum Building Height (above grade level)
<b>Segerstrom Town Center Sub-Area 3</b>				
E	Hotel-200-key (220,000 sq. ft.) 3400 Bristol Street	2 theaters (31,500 square feet)	200-key hotel (220,000 sq. ft.) and a maximum of 50 high-rise residential units in a mixed-use development	315 ft. agl
F	Office 336,525 sq. ft. 3420 Bristol Street	84,025 sq. ft. office building	A. 336,525 sq. ft. office OR B. Maximum 233,170 sq. ft. office and maximum 225 residential high-rise units in a mixed-use development	315 ft. agl
Source: City of Costa Mesa May 2006, North Costa Mesa High Rise Residential Projects Program Environmental Impact Report (SCH# 2006011077)				

WHEREAS, the proposal is in compliance with the broader goals of the General Plan and the North Costa Mesa Specific Plan. No changes to the City of Costa Mesa's General Plan are required. The proposal is in conformance with the City's General Plan and is consistent with the land use designation.

BE IT RESOLVED that the Planning Commission hereby **RECOMMENDS** that the City Council: (1) Adopt a resolution to approve North Costa Mesa Specific Plan SP-15-01 (Exhibit 1) and (2) Give first reading to the ordinance for Development Agreement DA-00-02 (DA-15-02) (Exhibit 2);

BE IT FURTHER RESOLVED that if any section, division, sentence, clause, phrase or portion of this resolution, or the documents in the record in support of this resolution, are for any reason held to be invalid or unconstitutional by a decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining provisions.

**PASSED AND ADOPTED this 28th day of September, 2015.**

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Robert L. Dickson, Jr., Chair  
Costa Mesa Planning Commission

STATE OF CALIFORNIA )  
 )ss  
COUNTY OF ORANGE )

I, Claire Flynn, Secretary to the Planning Commission of the City of Costa Mesa, do hereby certify that the foregoing Resolution was passed and adopted at a meeting of the City of Costa Mesa Planning Commission held on September 28, 2015 by the following votes:

AYES: COMMISSIONERS

NOES: COMMISSIONERS

ABSENT: COMMISSIONERS

ABSTAIN: COMMISSIONERS

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Claire Flynn, Secretary  
Costa Mesa Planning Commission

**EXHIBIT 1  
NORTH COSTA MESA SPECIFIC PLAN  
AMENDMENT**

## **AREA 4- SOUTH COAST PLAZA TOWN CENTER**

### **Existing Land Uses**

This 54-acre area is commonly referred to as South Coast Plaza Town Center (SCPTC), and it contains a variety of commercial, entertainment, and high-rise office uses, including the Segerstrom Center for the Arts Orange County Performing Arts Center. The approval of GP-00-02 resulted in a maximum non-residential building intensity of 4,161,813 square feet.

The primary entry street into SCPTC is Anton Boulevard, which also serves as the circulation backbone. Many of the existing developments along Anton Blvd. between Bristol Street and Sakioka Drive are oriented to the pedestrian, thereby encouraging walking. An extensive greenbelt/pathway system within the SCPTC's core also links the various buildings and uses. In order to facilitate foot traffic to and from South Coast Plaza, the Unity Bridge, has been constructed across Bristol Street.

### **General Plan and Zoning**

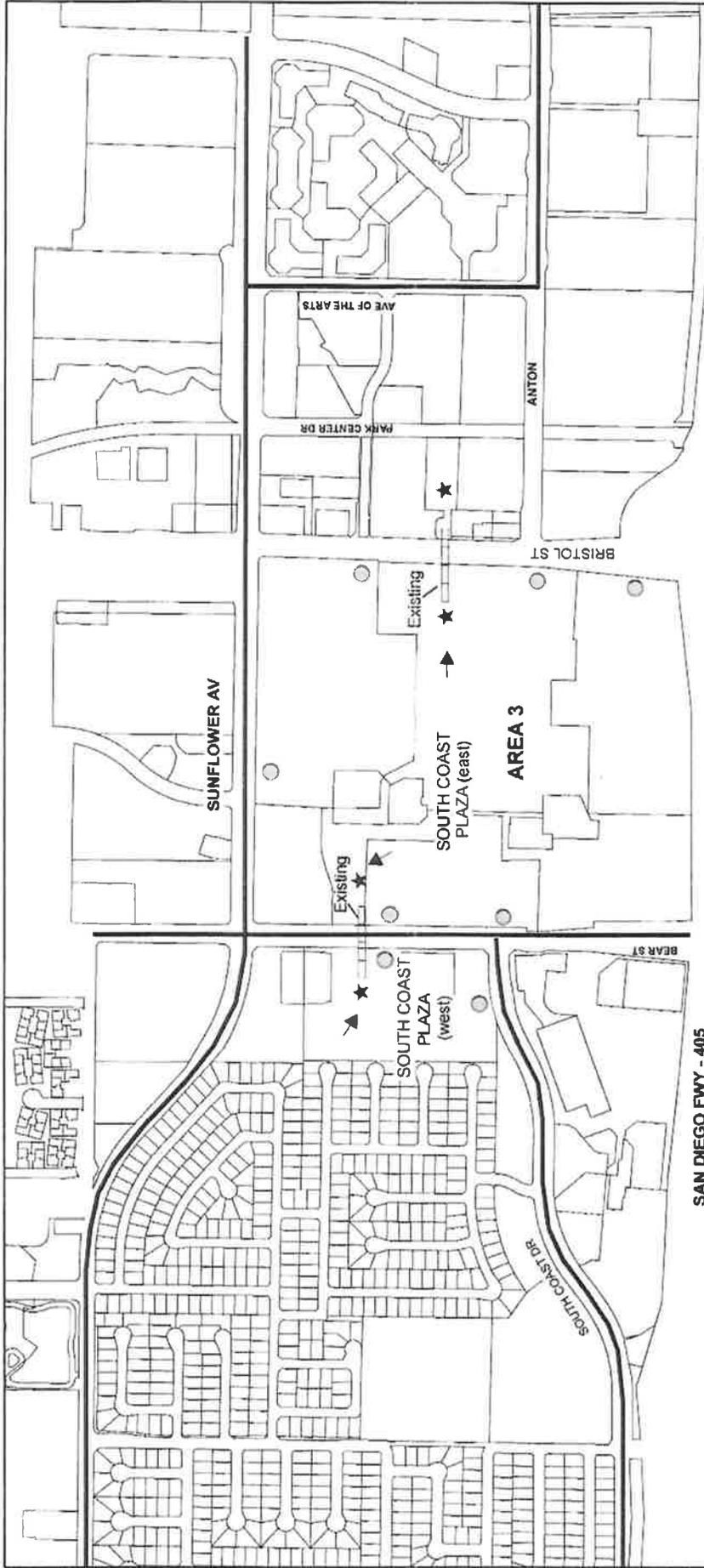
This site is designated Cultural Arts Center by the General Plan and the corresponding zoning is TC. The maximum FAR is 1.77 for the entire project area; this corresponds to a maximum non-residential building square footage of 4,161,813. The non-residential trip budget for this area is 5,180 a.m. peak hour trips and 6,632 p.m. peak hour trips. The FAR for specific non-residential developments or ownership parcels may exceed the maximum of 1.77, provided that the maximum allowable FARs shown in Table 5A for each sub-area are not exceeded.

In 2007, General Plan Amendment (GP-06-02) was approved to allow 535 high-rise/high-density residential units in specific locations in South Coast Plaza Town Center. Table 5A indicates the maximum number of units for each sub-area and the corresponding trip budget associated with the residential uses. See following sub-areas discussion for additional discussion.

### **Sub-Areas**

The SCPTC was divided into three sub-areas in conjunction with the approval of GP-00-02. These three sub-areas are under separate ownership. Provided in Table 5A is a statistical summary of the maximum floor area ratio, building square footage, and trip budgets for each sub-area. Figures 14A & 14B illustrate the boundaries of the sub-areas.

To facilitate flexibility within a sub-area, building square footages may be transferred, provided that the total building square footage, floor area ratio, and trip budget for the affected sub-area are not exceeded as delineated in Table 5A. Transfers between any of the sub-areas are not permitted.



**AREA 3 - SOUTH COAST PLAZA  
Development Summary**

- Total Area: 115 Acres**  
(97 acres - South Coast Plaza East  
18 acres - South Coast Plaza West)
- General Plan: Regional Commercial**
- Zoning: PDC**
- Maximum Intensity: 0.652 FAR - South Coast Plaza (east)  
0.89 FAR - South Coast Plaza (west)**
- Maximum Square Footage: 2,750,000 sf - South Coast Plaza (east)  
690,350 sf - South Coast Plaza (west)**
- Trip Budget:**  
South Coast Plaza (east) - 1,166 a.m. peak hour trips  
5,036 p.m. peak hour trips  
South Coast Plaza (west) - 293 a.m. peak hour trips  
1,264 p.m. peak hour trips
- Maximum Building Height: 4 stories/85 feet**

**LEGEND**

- Project Entry
- ★ Pedestrian Directional Signage
- ➔ Pedestrian Linkage
- Bikeway
- ▭ Pedestrian Overpass

Note: The information provided in graphic form is intended to be illustrative and is not intended to be interpreted as the precise location for future land uses or structures, unless so specified in Section 4.0 Development Standards.



Figure 13



<b>Table 5A- South Coast Plaza Town Center Sub-Area Statistics North Costa Mesa Specific Plan</b>					
	<b>Maximum Allowable Non-Residential FAR</b>	<b>Maximum Non-Residential Building Square Footage</b>	<b>Maximum Allowable Number of High-Rise Residential Units</b>	<b>Maximum A.M. Peak Hour Trip Budget</b>	<b>Maximum P.M. Peak Hour Trip Budget</b>
<b>Pacific Arts Plaza Sub-Area 1 (18.19 acres)</b>					
Option 1	1.46 <sup>1,2</sup>	1,160,528 sq. ft. <sup>2</sup>	180	2,111 <sup>3</sup>	2,150
Option 2	1.55 <sup>1</sup>	1,227,978 sq. ft.	0	2,133	2,150
<b>Segerstrom Center for the Arts Sub-Area 2 (11.21 acres)</b>					
	1.67 <sup>5</sup>	815,285 sq. ft.	80	283	1,029
<b>Segerstrom Town Center Sub-Area 3 (24.5 acres)</b>					
Option 1	1.88 <sup>2</sup>	2,015,195 sq. ft. <sup>2</sup>	275	2,729 <sup>3</sup>	3,453
Option 2	1.98	2,118,550 sq. ft.	0	2,764	3,453
<b>TOTAL SOUTH COAST PLAZA TOWN CENTER</b>					
Option 1	1.70 <sup>2</sup>	3,991,008 sq. ft. <sup>2</sup>	535	5,123 <sup>3</sup>	6,632
Option 2 <sup>4</sup>	1.77 <sup>5</sup>	4,161,813 sq. ft.	80	5,180	6,632
<ol style="list-style-type: none"> <li>1. Maximum floor area ratio calculation includes land dedicated or reserved for right-of-way for the Avenue of the Arts off-ramp and associated flood control improvements.</li> <li>2. This maximum FAR and building square footage may be increased to no more than the Option 2 FAR and building square footage in direct relation to the decrease in the maximum number of high-rise residential units.</li> <li>3. This maximum peak hour trip budget may be increased to no more than the Option 2 peak hour trip budget in direct relation to the decrease in the maximum number of high-rise residential units.</li> <li>4. This alternative includes the 80 high-rise residential units associated with the museum site in Segerstrom Center for the Arts Sub-Area 2.</li> <li>5. This maximum FAR may not be increased if the 80-unit residential component is not constructed in conjunction with art museum/art academy in Sub-Area 2.</li> </ol>					



**Pacific Arts Plaza Sub-Area 1:** GP-06-02 amended the 2000 General Plan to allow high-rise/high-density residential units in the Cultural Arts Center land use designation. In this sub-area, 180 residential high-rise residential units may be constructed at the southwest corner of Park Center Drive and Anton Boulevard in conjunction with the demolition of the existing office building. This would result in a maximum non-residential floor area ratio of 1.46 with a maximum number of 180 high-rise residential units on 1.3 acres that equals 138 units per acre (Option 1 shown in Table 5A). This maximum non-residential FAR and building square footage may be increased to no more than the Option 2 non-residential FAR of 1.55 and associated building square footage in direct relation to the decrease in the maximum allowable number of high-rise residential units.

Should the property owner determine not to develop the high-rise residential option, the maximum allowable non-residential square footage for this sub-area is 1,227,978 square feet with a corresponding FAR of 1.55; see Option 2 in Table 5A.

For both Options 1 and 2, Table 5A indicates the a.m. and p.m. trip budgets, maximum number of dwelling units, maximum non-residential building square footage and associated floor area ratio.

As shown in Table 5A, the Option 1 a.m. trip budget may be adjusted to be no more than the Option 2 a.m. trip budget in direct relation to the decrease in the maximum allowable number of dwelling units. Unbuilt entitlements for this sub-area are shown in Table 5B and Figure 14A & 14B.

**Segerstrom Center for the Arts Sub-Area 2:** GP-06-02 amended the 2000 General Plan to allow high-rise/high-density residential units in the Cultural Arts Center land use designation. In this sub-area, 80 residential high-rise residential units may be constructed at the vacant southwest corner of Avenue of the Arts and the Pedestrian Plaza in conjunction with the new art museum/academy building. For this sub-area, the maximum allowable floor area ratio is 1.67 and the maximum allowable number of dwelling units is 80 units. Unlike, Sub-Areas 1 and 3, if the 80-unit residential component is not constructed in conjunction with the art museum/academy or fewer than 80 units are constructed, then the maximum allowable non-residential floor area ratio for this sub-area will not increase proportionately. The trip budget for this sub-area is 283 a.m. peak hour trips and 1,029 p.m. peak hour trips. Unbuilt entitlements for this sub-area are shown in Table 5B and Figure 14A & 14B.

**Segerstrom Town Center Sub-Area 3:** GP-06-02 amended the 2000 General Plan to allow high-rise/high-density residential units in the Cultural Arts Center land use designation. In this sub-area on 3.3 acres, the following unbuilt entitlements have been approved:

- 200-key hotel (220,000 sq.ft.) and 50 residential units at 3400 Bristol Street.
- Office high rise building (336,525 square feet) at 3420 Bristol Street (OR) mixed-use development of office uses (233,170 square feet) in addition to residential units (225 units) at 3420 Bristol Street.  
~~a mixed-use development composed of 233,170 square feet of office and 225 high-rise residential units may be constructed at the southeast corner of Bristol~~

Forma  
0.25"  
Forma  
Forma  
Forma  
0.25"  
Forma  
Forma

Street and Sunflower Avenue in conjunction with the demolition of an existing office building. Another mixed-use development composed of a 200-room hotel and 50 high-rise residential units may be constructed at the northeast corner of Bristol Street and Town Center Drive in conjunction with the demolition of two existing theaters. In order to be fully implemented, these entitlements require the demolition of the former theater uses (31,500 square feet) which have been demolished and the existing office uses of 84,025 square feet. This would result in a maximum non-residential FAR of 1.88 with a maximum number of 275 high-rise residential units (Option 1 in Table 5A) in this sub-area. This maximum non-residential FAR and building square footage may be increased to no more than the Option 2 non-residential FAR of 1.98 and associated building square footage in direct relation to the decrease in the maximum allowable number of high-rise residential units.

Forma

Should the property owner determine not to develop the high-rise residential option in any form, the maximum allowable non-residential building square footage for this sub-area would be 2,118,550 square feet with a corresponding FAR of 1.98, AM Peak Hour trip budget (2,764 trips), PM Peak Hour trip budget (3,453 trips). This is the Option 2 development scenario shown in Table 5A, and Figure 14A & 14B. Table 5A/Option 2 describes the maximum buildout potential for the Segerstrom Town Center for commercial development. The existing buildings may be demolished, and the property may be redeveloped provided that the specified maximum allowable standards for nonresidential development, as shown in Table 5A, are not exceeded. For example, the single-story (with mezzanine) Park Tower annex building (32,316 square feet) on Town Center Drive may be demolished, and new construction may occur within the Segerstrom Town Center area as described in Table 5A.

For both Options 1 and 2, Table 5A indicates the a.m. and p.m. trip budgets, maximum number of dwelling units, maximum non-residential building square footage, and associated floor area ratio.

As with the maximum FAR and building square footage, the Option 1 a.m. trip budget may be adjusted to be no more than the Option 2 a.m. trip budget in direct relation to the decrease in the maximum allowable number of dwelling units. Unbuilt entitlements for this sub-area are shown in Table 5B.

Table 5B and Figures 14A & 14B provide further detail and illustrations of the anticipated permitted development within each of the three sub-areas. Precise building uses, locations, and square footages will be determined in conjunction with final master plan approvals for the SCPTC.

### Preliminary and Final Master Plan

Forma

Title 13 of the Costa Mesa Municipal Code sets forth the processing procedures for preliminary and final master plans. Unbuilt entitlements and other proposed development shall require approval of a final master plan by the Planning Commission, or other final review authority as indicated in the Zoning Code. Proposed development may be constructed in a variety of mixed-use or nonresidential development scenarios subject to



master plan approval and conformance with the North Costa Mesa Specific Plan.

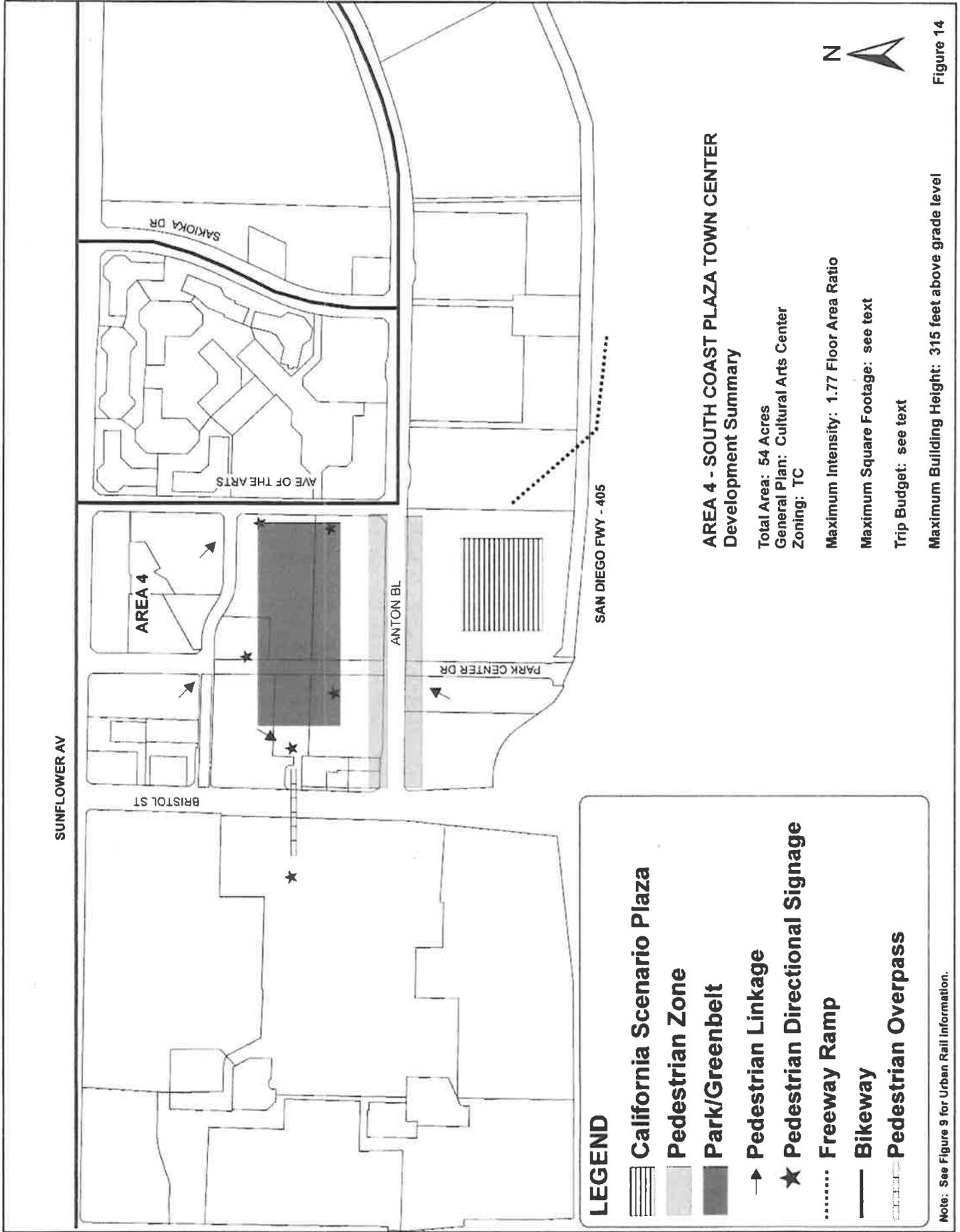
### **Land Use Compatibility/Integration**

The remaining 1.64-acre parcel located adjacent to the Renèe and Henry Segerstrom Concert Hall on Avenue of the Arts is in a well-defined urban area. A 140,000 square-foot museum and 80 high-rise residential units are approved for this site. The Segerstrom Hall Orange County Performing Arts Center, South Coast Repertory, Reneè and Henry Segerstrom Concert Hall, Samuëli Theater, and Plaza Tower are also in the immediate vicinity. Future development of the museum site should be complementary to these surrounding developments, and where possible, linked physically by sidewalks and open space/greenbelts. Anticipated development for this area is detailed in Table 5B and Figure 14A & 14B. Street level and pedestrian appeal should also be taken into account during site design. The site design should also consider The Lakes apartments located across Avenue of the Arts, so as to not cause significant shade or shadow impacts.

Pedestrian-oriented directional signage should be added within the existing 3-acre open space easement in Town Center. Signage should be placed at key entry points, particularly adjacent to the hotel, to guide pedestrians to the various attractions.

### **Building Heights**

Building heights shall be limited to 315 feet above grade level. Buildings above 173 feet above grade level in height will require a Federal Aviation Agency (FAA) determination of no hazard.



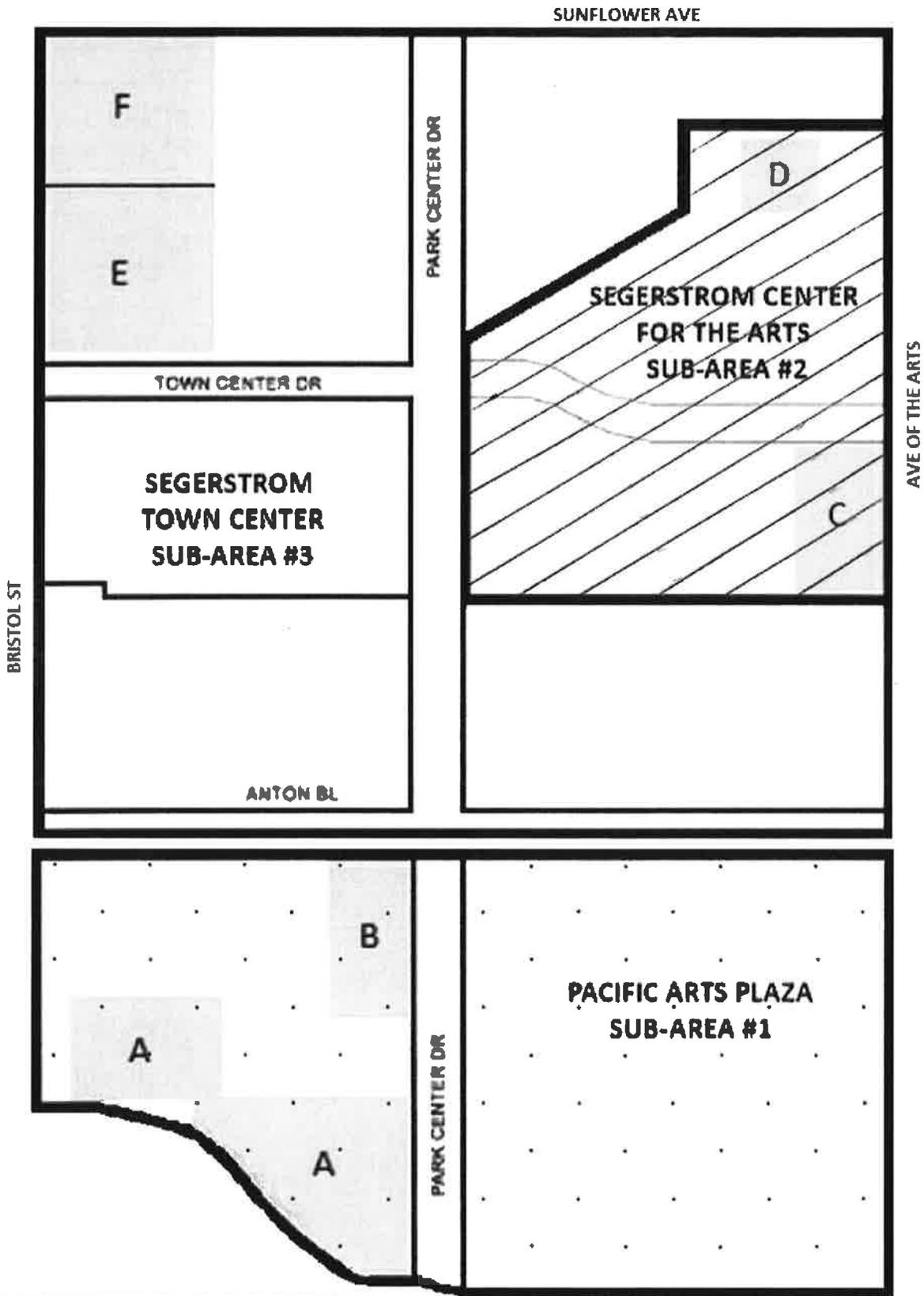
**AREA 4 - SOUTH COAST PLAZA TOWN CENTER**  
**Development Summary**

Total Area: 54 Acres  
 General Plan: Cultural Arts Center  
 Zoning: TC  
 Maximum Intensity: 1.77 Floor Area Ratio  
 Maximum Square Footage: see text  
 Trip Budget: see text

Maximum Building Height: 315 feet above grade level

Figure 14

Note: See Figure 9 for Urban Rail Information.



**LEGEND**

 Future Development Area

Note: See Table 5B for project information.

**South Coast Plaza Town Center  
Conceptual Location of Future Projects**



Figure 14A

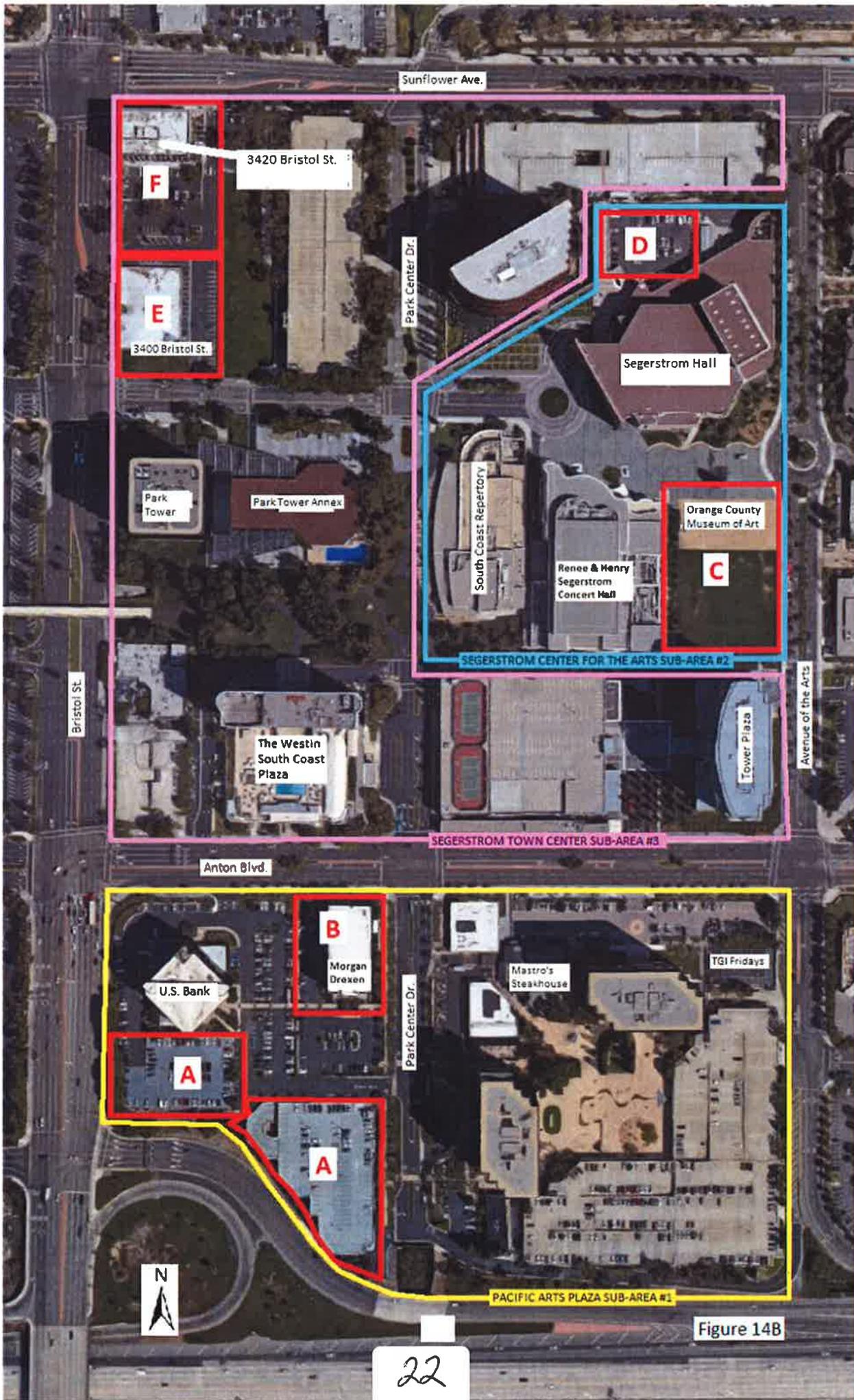




Table 5B- Statistical Summary of Unbuilt SCPTC Components as of 2006 North Costa Mesa Specific Plan				
Map Key	Unbuilt Entitlements Approved prior to 2006	Slated for Demolition (sq. ft.)	New Construction Approved in 2006 (GP-06-02)	Maximum Building Height (above grade level)
<b>Segerstrom Town Center Sub-Area 3</b>				
E.	Hotel-200-key (220,000 sq. ft.) <u>3400 Bristol Street</u>	2 theaters (31,500 square feet)	200-key hotel (220,000 sq. ft.) and a maximum of 50 high-rise residential units in a mixed-use development	315 ft. agl
F.	Office 336,525 sq. ft. <u>3420 Bristol Street</u>	84,025 sq. ft. office building	A. 336,525 sq. ft. office <b>OR</b> B. <del>No less than</del> Maximum 233,170 sq. ft. office and <del>no more than</del> maximum 225 residential high- rise units in a mixed-use development.	315 ft. agl
Source: City of Costa Mesa May 2006, <u>North Costa Mesa High Rise Residential Projects Program Environmental Impact Report (SCH# 2006011077).</u>				



## **Circulation**

The street network for this sub-area is in place. However, the Master Plan of Bikeways indicates a new bikeway on Avenue of the Arts and Sakioka Drive. The widening of the Bristol Street interchange with the I-405 is completed. Figure 9 indicates one urban rail alignment to the east of the project site.

## **Parks and Recreation**

As stated in Section 2, Development Setting, the 3-acre open space/greenbelt easement boundaries were reconfigured and slightly expanded in 2001. In addition, it was secured as part of GP-00-02, as a permanent private open space area in Segerstrom Town Center and Segerstrom Center for the Arts. Also, in conjunction with the Pacific Arts Plaza approval of GP-00-02, the property owner is to preserve and maintain the California Scenario sculpture garden substantially in accordance with its existing configurations and function, commencing immediately and continuing for the useful life of the existing office buildings adjacent to the garden.

In conjunction with high-rise residential projects, private on-site recreational amenities shall be provided to serve the high-rise residents. These amenities may be located on the ground level, rooftop, and/or on a podium.

## **Theater and Arts District Plan**

A Theater and Arts District (TAD) Plan was prepared in conjunction with the development of Town Center. The TAD Plan details the strategy to foster and enhance a unified look and feel for the area. Entry and monument signs, and other signs identifying the Theater and Arts District prominently include the name of the City. The plan addresses public access and parking fee restrictions for SCPTC parking structures for patrons of the cultural arts facilities, and the financing mechanisms for public street amenities. The TAD Plan is included as Appendix D.

## **Parking**

Although the project area is composed of multiple ownerships, the parking demand analysis for SCPTC has always considered the project as a single development. Specifically, parking need not be located on the same parcel as the building for which it is required; all parking facilities are to be available to employees and visitors of all South Coast Plaza Town Center uses. Consistent with the historical analysis of parking demand for this project, any future parking studies need to continue to examine the South Coast Plaza Town Center as a single project.

Persons who are residents of the City of Costa Mesa attending a cultural arts venue during evenings (after 6 p.m.) or on weekends shall be provided a discount of fifty percent



(50%) off the price for parking otherwise applicable to the general public. For the high-rise residential units, the following parking rate range shall be appropriately applied to the residential development in conjunction with approval of any residential final master plan. The parking rate shall take into consideration the shared parking arrangements that exist in the South Coast Plaza Town Center.

Tenants: 1.5 to 2.0 parking spaces per unit

Guests: 0.5 parking spaces per unit for the first 50 units and 0.25 parking spaces for each unit above 50.

Furthermore in the final master plan for any high-rise residential development, consideration may be given to the feasibility of valet parking, tandem parking, and mechanical lift parking devices in order to fully meet the residential parking demands.

**EXHIBIT 2**  
**SECOND AMENDMENT TO DEVELOPMENT AGREEMENT**  
**DRAFT ORDINANCE**

ORDINANCE NO. \_\_\_\_\_

**AN ORDINANCE OF THE CITY COUNCIL OF  
THE CITY OF COSTA MESA, CALIFORNIA,  
APPROVING A SECOND AMENDMENT TO THE  
DEVELOPMENT AGREEMENT NO. DA-00-02  
FOR SEGERSTROM TOWN CENTER**

**THE CITY COUNCIL OF THE CITY OF COSTA MESA DOES HEREBY ORDAIN  
AS FOLLOWS:**

Section 1. The City Council of the City of Costa Mesa, California, does hereby find and declare as follows:

1. On or about March 5, 2001, the City Council of the City of Costa Mesa adopted Ordinance No. 01-14 approving Development Agreement DA-00-02 for the Segerstrom Town Center Project.
2. The parties to said Development Agreement have subsequently determined that certain provisions of the Development Agreement require amendment.
3. Public hearings have been held before this City Council pursuant to the procedures described in Council Resolution No. 88-53. At these hearings, the City Council considered the evidence, the testimony presented by the public, and the Planning Commission's recommendation regarding the proposed First Amendment to Development Agreement DA-00-02 between the City of Costa Mesa and South Coast Plaza, a California general partnership ("Owner")
4. The Second Amendment to the Development Agreement between the

City of Costa Mesa and Owner:

27

- (a) Is consistent with the General Plan and the North Costa Mesa Specific Plan;
  - (b) Is compatible with the uses authorized in, and the existing land use regulations prescribed for, the zoning districts in which the real property covered by the Amendment to the Development Agreement are located; and
  - (c) Is in conformity with and will promote the public necessity, and public convenience, general welfare, and good land use practices.
5. The Second Amendment to the Development Agreement will not:
- (a) Be detrimental to the public's health, safety and general welfare; nor
  - (b) Adversely affect the orderly development of the property.
6. The Second Amendment to the Development Agreement will promote and encourage the development of the proposed project by providing stability and certainty to the Owner, and will provide to the City and its citizens the public benefits promised in the Development Agreement and subsequent Amendments thereto.
7. The Second Amendment to the Development Agreement has been reviewed for compliance with the California Environmental Quality Act (CEQA), the CEQA Guidelines, and the City's environmental procedures, and has been found to be exempt.

Section 2. The City Council hereby approves, adopts and enters into the

Second Amendment to the Development Agreement in the form attached hereto and incorporates the Second Amendment herein by this reference.

Upon execution of the Second Amendment by all parties, the City Clerk is directed to record the Second Amendment pursuant to the City of Costa Mesa Development Agreement Procedures and Requirements.

Section 3. Publication.

This Ordinance shall take effect and be in full force and effect thirty (30) days from and after its passage and, before the expiration of fifteen (15) days after its passage, shall be published once in the NEWPORT BEACH-COSTA MESA DAILY PILOT, a newspaper of general circulation printed and published in the City of Costa Mesa, or, in the alternative, the City Clerk may cause to be published a summary of this Ordinance and a certified copy of the text of this Ordinance shall be posted in the office of the City Clerk five (5) days prior to the date of adoption of this Ordinance, and within fifteen (15) days after adoption, the City Clerk shall cause to be published the aforementioned summary and shall post in the office of the City Clerk a certified copy of this Ordinance together with the names of the members of the City Council voting for and against the same.

PASSED AND ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, 2015

\_\_\_\_\_  
Mayor of the City of Costa Mesa

**DRAFT**

**9/14/15**

RECORDING REQUESTED BY  
AND WHEN RECORDED RETURN TO:

CITY OF COSTA MESA,  
77 Fair Drive  
Costa Mesa, CA 92626  
Attn: CITY Clerk

---

(Space Above This Line for Recorder's Use)

This Second Amendment to the Development Agreement for Segerstrom Town Center is recorded at the request and for the benefit of the CITY of Costa Mesa and is exempt from the payment of a recording fee pursuant to Government Code § 6103

SECOND AMENDMENT TO THE  
DEVELOPMENT AGREEMENT FOR  
SEGERSTROM TOWN CENTER

by and between

CITY OF COSTA MESA

and

SOUTH COAST PLAZA

DA-00-02  
Ordinance No. 01-4

SECOND AMENDMENT TO THE  
DEVELOPMENT AGREEMENT FOR SEGERSTROM TOWN CENTER

THIS SECOND AMENDMENT TO THE DEVELOPMENT AGREEMENT FOR SEGERSTROM TOWN CENTER (the "**Amendment**") is executed this \_\_\_\_\_ day of \_\_\_\_\_, 2015, by and between The City of Costa Mesa, a Municipal Corporation of the State of California ("**City**"), South Coast Plaza, a California general partnership ("**SCP**"), and One Town Center Associates, a California general partnership ("**OTCA**" and together with SCP, "**Owners**"), with respect to the following:

RECITALS

A. City and SCP entered into that certain Development Agreement for Segerstrom Town Center executed as of March 5, 2001 (the "**Original Agreement**"), as amended by that certain First Amendment to the Development Agreement for Segerstrom Town Center executed April 5, 2004 (the "**First Amendment**"). The Original Agreement and First Amendment were recorded in the Official Records of Orange County, California as Instrument Nos. 20010281648 and 2004000686075, respectively, and are herein referred to together as the "**Development Agreement**." The Development Agreement provides for development within Town Center, as that term is defined in the Original Agreement. OTCA is an affiliate of SCP and successor in interest from SCP to certain property in Town Center.

B. City and Owners desire to amend the Development Agreement to extend its term and to ensure that it includes and references certain changes to accord with changes in the North Costa Mesa Specific Plan approved by the City.

C. This Amendment was approved by City of Costa Mesa Ordinance No. \_\_\_\_\_, adopted by the City Council on \_\_\_\_\_, 2015, after the public notice and public hearings required by law. The parties have executed this Amendment on the date indicated above after the effective date of this Ordinance.

AGREEMENT

IN CONSIDERATION OF the foregoing Recitals, and for good and valuable consideration, City and Owner agree as follows:

1. Effective Date of Amendment. The effective date of this Amendment shall be the date this Amendment was executed by the parties as indicated in the opening phrase of this Amendment prior to the Recitals.

2. Duration of Agreement. The Development Agreement is hereby extended and shall be operative and continue until that date which is twenty (20) years from the effective date

of this Amendment (the “New Expiration Date”). To that end, the first sentence of Section 3.2 of the Development Agreement is hereby amended in its entirety to read as follows:

“This Agreement shall be operative commencing on the Effective Date and continue thereafter until the New Expiration Date, unless otherwise extended by the Parties, subject to earlier termination upon the completion, performance and discharge of all obligations hereunder.”

3. Definitions. The following terms in the Development Agreement shall have the definitions as set forth below, which shall replace any previous definitions of the same term in the Development Agreement.:

a. “Property” shall mean that certain property generally located along Bristol Street between Anton Boulevard and Sunflower Avenue as more fully described in Exhibit “AA” and shown in the map set forth on Exhibit “BB” both attached hereto.

b. “STC Project” shall mean the development of the Property pursuant to the Existing Land Use Regulations, Existing Development Approvals, the TAD Plan, the Future Development Approvals, and the terms of this Agreement. The STC Project may include non-residential (i.e. office, hotel, restaurant, retail and cultural uses) and residential uses as more specifically described in the Existing Land Use Regulations.

c. “Existing Development Approvals” and “Existing Land Use Regulations” shall be as defined in the Original Agreement except that all references to the City’s General Plan and the North Costa Mesa Specific Plan included therein shall mean the General Plan and North Costa Mesa Specific Plan in effect as of the effective date of this Amendment. In addition, if both City and Owner subsequently agree in writing to amend the Development Approvals or Land Use Regulations at some future date, the term “Existing Development Approvals” or “Existing Land Use Regulations,” as applicable, shall mean the Development Approvals or Land Use Regulations in effect as of the effective date of such subsequent amendment (which the parties shall endeavor to reflect in an updated Exhibit “D” to the Development Agreement prepared and exchanged between the parties).

4. Future Design. Precise building uses, locations, square footages and designs for the STC Project will be determined in conjunction with Future Development Approvals. To that end, (a) references in the Development Agreement to a new office building at the corner of Bristol Street and Sunflower Avenue and a hotel at the intersection of Bristol Street and Anton Boulevard are illustrative only, and (b) Article IV of Exhibit “F” to the Development Agreement is deleted in its entirety from the Development Agreement.

5. FAR and Trip Budgets. The FAR and trip budget for the TTC Project, the SCA Project and the Balance of Town Center, as well as the overall FAR and trip budget for the entire Town Center area shall be as provided in the North Costa Mesa Specific Plan in effect as of the effective date of this Amendment and included in the Existing Development Approvals and Existing Land Use Regulations. Exhibit “G” to the Development Agreement is deleted in its entirety from the Development Agreement.

6. Original Agreement Amended and Conflicts. In the event of any conflict between the terms of this Amendment and the remainder of the Development Agreement, this Amendment shall control. Except as otherwise set forth herein to the contrary, all terms and provisions of the Development Agreement shall remain unamended and continue in full force and effect. This Amendment with the remainder of the Development Agreement shall be construed together and shall constitute one agreement.

7. Defined Terms. All capitalized terms used herein and not defined herein have the same meanings as set forth in the Development Agreement.

8. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall be deemed to constitute one instrument. It shall not be necessary that all signatories execute the same counterpart(s) of this Amendment for this Amendment to become effective.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment to the Development Agreement for Segerstrom Town Center as of the date first above written.

CITY OF COSTA MESA,  
A municipal corporation

\_\_\_\_\_  
Mayor of Costa Mesa

ATTEST:

\_\_\_\_\_  
City Clerk and ex-officio Clerk  
of the City of Costa Mesa

APPROVED AS TO FORM:

\_\_\_\_\_  
City Attorney, City of Costa Mesa

SOUTH COAST PLAZA, a California general  
partnership

By: C.J. Segerstrom & Sons, a California general  
partnership, Managing General Partner

By: Henry T. Segerstrom Management LLC,  
a California limited liability company

By: \_\_\_\_\_

OR

By: \_\_\_\_\_  
Alternate Manager

AND

By: HTS Management Co., Inc.,  
a California corporation

By: \_\_\_\_\_  
Senior Vice President

ONE TOWN CENTER ASSOCIATES, a California  
general partnership

By: Henry T. Segerstrom Management LLC,  
a California limited liability company,  
Manager

By: \_\_\_\_\_

OR

By: \_\_\_\_\_  
Alternate Manager

AND

By: HTS Management Co., Inc., a  
California corporation, Manager

By: \_\_\_\_\_  
Senior Vice President

Exhibit "AA"  
Legal Description of Property

Parcels between Sunflower Avenue and Town Center Drive

Parcels 1 and 2 of Lot Line Adjustment No. LL 2013-01, recorded on August 13, 2013, as Instrument No. 2013000478793 in the Official Records of the County Recorder of Orange County, California; and

Parcels 5 and 6 of Parcel Map S-78-10, as shown on a map filed in Book 115, Page 37 of parcel maps, in the Official Records of the County Recorder of Orange County, California.

Parcels between Town Center Drive and Anton Boulevard

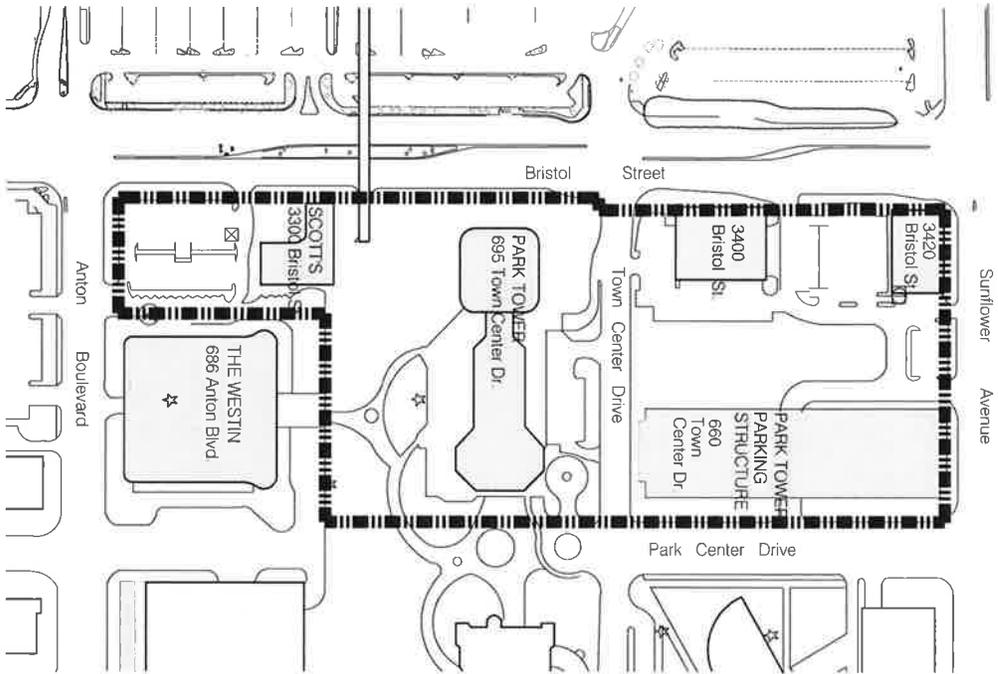
Parcel 1 of Parcel Map 81-379, as shown on a map filed in Book 164, Page 10 of parcel maps, in the Official Records of the County Recorder of Orange County, California;

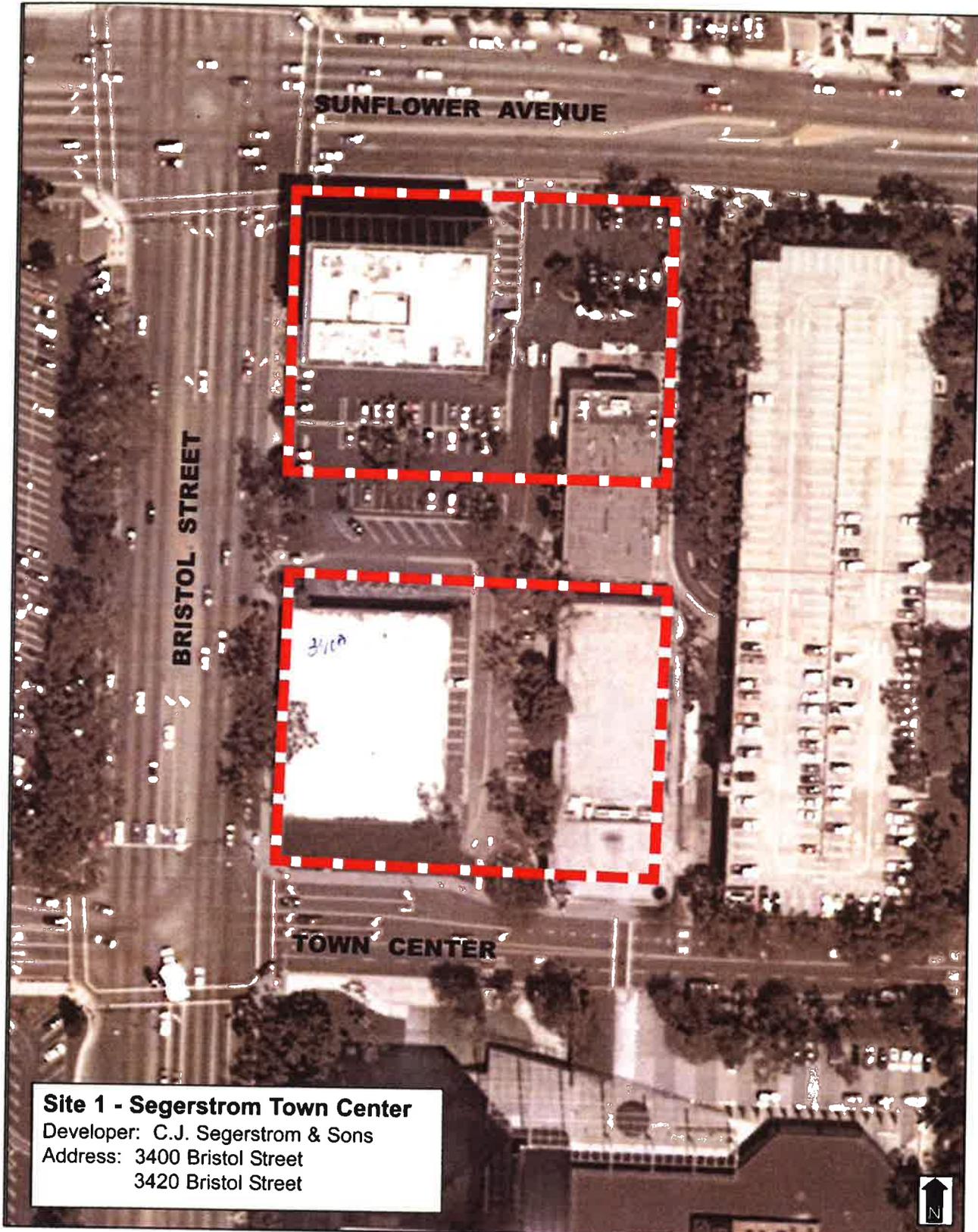
Parcels 1 and 2 as shown on a map filed in Book 12, Page 18 of parcel maps, in the Official Records of the County Recorder of Orange County, California;

Parcels 1 and 2 of Parcel Map S-20-67, as shown on a map filed in Book 11, Page 32 of parcel maps, in the Official Records of the County Recorder of Orange County, California; and

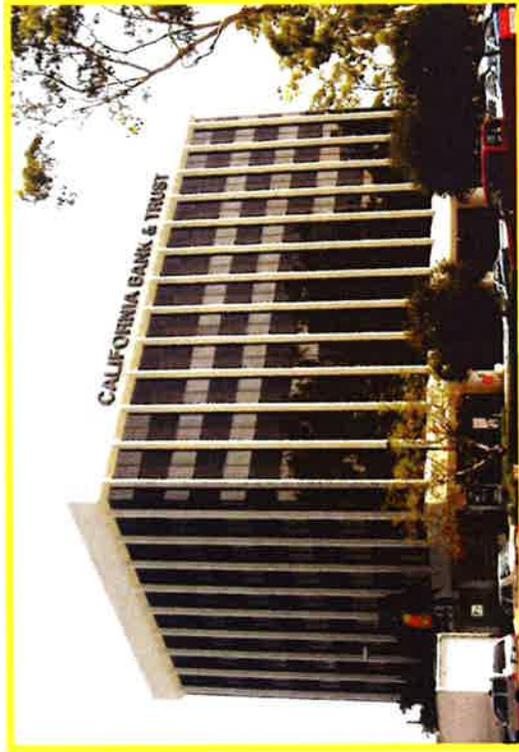
Parcel 2 of Parcel Map S-78-10, as shown on a map filed in Book 115, Page 37 of parcel maps, in the Official Records of the County Recorder of Orange County, California.

EXHIBIT "BB"  
Map of Property

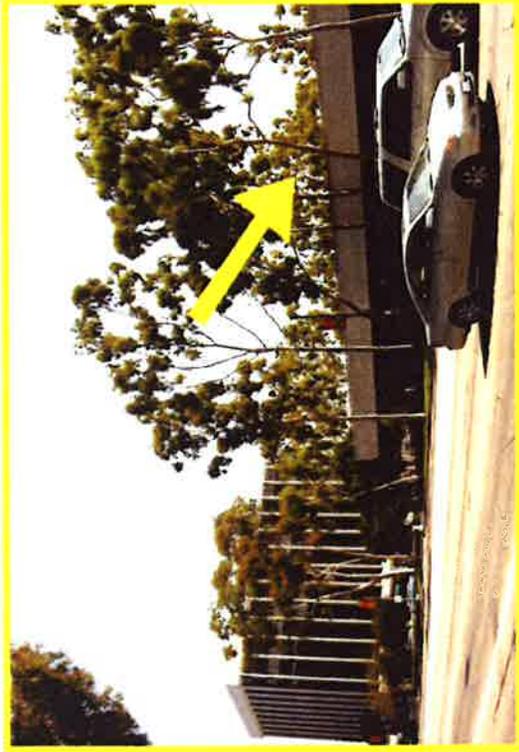




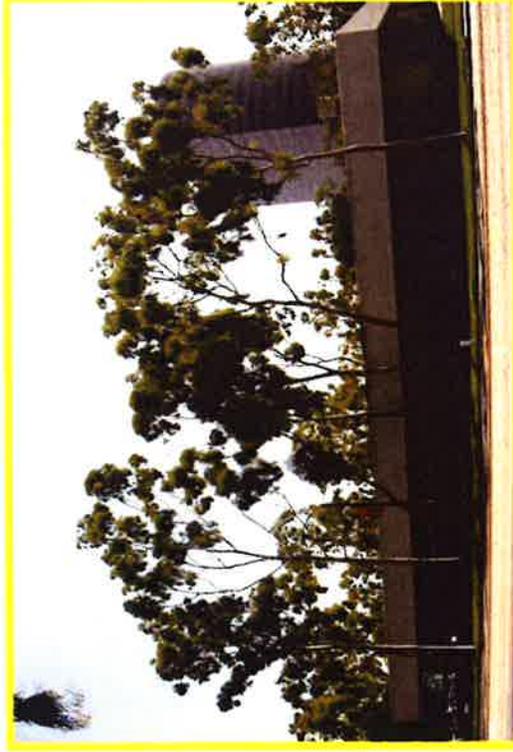
**Exhibit 5 - Site 1 (Segerstrom Town Center) Site Plan**



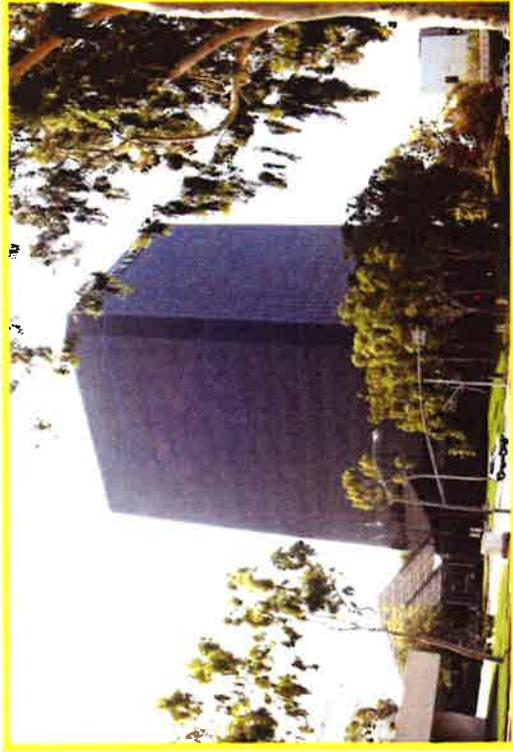
California Bank & Trust building



Proposed Hotel Site (in place of one-story building)



View along Bristol Street (frontage)



Northwest Corner of Bristol Street and Town Center Drive

### Exhibit 6 - Site 1 Photographs of Site and Surrounding Area (page 1)



Northeast Corner of Bristol Street and Town Center Drive



View looking east along Town Center Drive

## Exhibit 7 - Site 1 Photographs of Site and Surrounding Area (page 2)

**4.2.2 Site 1 - Segerstrom Town Center (3.3 acres)**

Project Location	Property Owner	Authorized Agent
3400 and 3420 Bristol Street	South Coast Plaza Partners	Paul Freeman/David Wilson C.J. Segerstrom & Sons 3315 Fairview Road Costa Mesa, CA 92626
<b>Office Project – 3420 Bristol Street</b>		
Existing unbuilt entitlement	336,525 sq.ft. of office	
Existing uses to be demolished	84,025 sq.ft. of office	
Proposed development	Maximum conversion of 103,355 sq.ft. of unbuilt office entitlement to a maximum of 225 residential high-rise units resulting in 233,170 sq.ft. of office	
Maximum building height	315 feet above ground level	
<b>Hotel Project – 3400 Bristol Street</b>		
Existing unbuilt entitlement	200-key hotel (220,000 sq.ft.)	
Existing uses to be demolished	31,500 sq.ft. of theaters (2)	
Proposed development	Addition of 50 residential units in addition to the unbuilt hotel entitlement	
Maximum building height	315 feet above ground level	

**1. Existing Setting**

Segerstrom Town Center (Exhibit 5) is located at the southeast corner of Bristol Street and Sunflower Avenue, immediately east and across Bristol Street from South Coast Plaza. Retail/commercial centers are located north of the site in the City of Santa Ana across Sunflower Avenue. The Park Tower office building and parking structure is located to the east of the site, and office and restaurant uses are located to the south across Town Center. The site is currently developed with a single-story office building, a multi-story office building, and two vacant movie theaters (31,500 square feet). The existing uses on the site would be demolished in order to make room for the entitled and proposed developments. Site 1 photographs are shown on Exhibit 6 and Exhibit 7.

EIR No. 1047, the South Coast Plaza Town Center EIR, analyzed an increase in development intensity within the South Coast Plaza Town Center area, and included the development of a 186-key, 220,000-square-foot high-rise hotel, and 339,025 square feet of high-rise office uses on this site. These projects were approved by the City of Costa Mesa in February 2001, but have not yet been constructed. In 2003, the hotel was increased to 200 keys, and the office entitlement was decreased to 336,025 square feet.

Site 1 is identified as the Segerstrom Town Center sub-area of Area 4, South Coast Plaza Town Center, in the NCMSP.

40

## 2. Proposed Development

The proposed project includes two high-rise residential towers with a total of 275 residential units. The first tower, located at 3400 Bristol Street, would include 50 residential units, built atop a previously entitled, but un-built 200-key hotel. The second tower, located at 3420 Bristol Street, would include 225 residential units, built in addition to 233,170 square feet of previously entitled, but un-built office building space. The existing entitled office space totals 336,525 square feet, however, this would be reduced to 233,170 in order to maintain the existing trip budgets. The two towers would be 315 feet above ground level (AGL), and project construction is not contemplated until after year 2010. The design for this site is conceptual and has not yet been finalized. The developer will be required to submit a Final Master Plan to the Costa Mesa Planning Division, which shall address all design requirements as set forth in the City's General Plan and the NCMSP.

The development proposals are further described in Table 6 - Project Summary (page 91) and Table 7 – Development Components Summary (page 92).