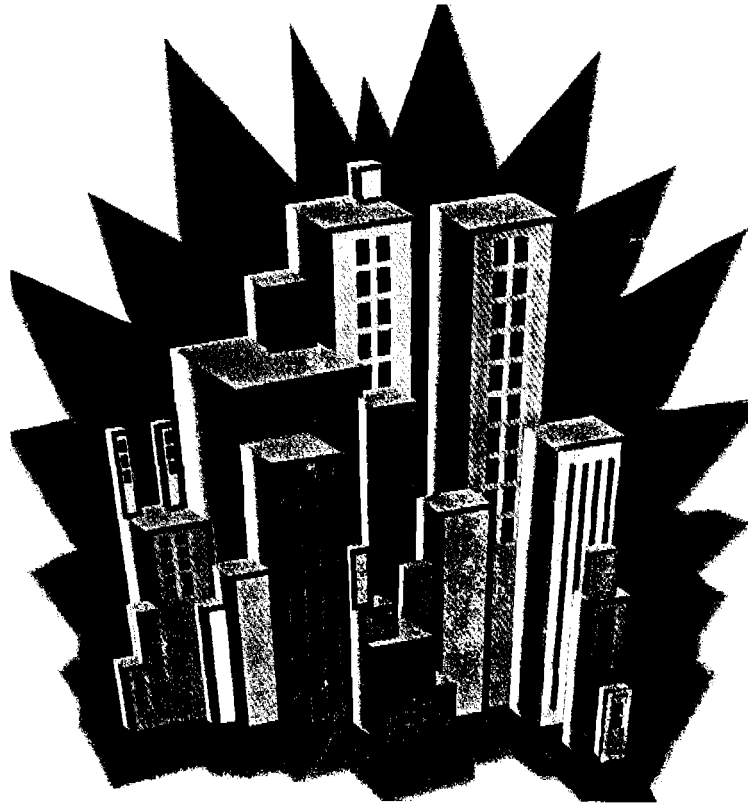


CITY OF SANTA ANA



MIDTOWN SPECIFIC PLAN

MIDTOWN SPECIFIC PLAN

DECEMBER 2, 1996

This document includes revisions to the Midtown Specific Plan as passed by the voters of Santa Ana on *April 5, 2005* (AA 2004-01).

ORDINANCE NO. NS-2308

AN ORDINANCE OF THE CITY OF SANTA ANA
REZONING THE PROPERTY IN THE MIDTOWN
AREA TO THE SPECIFIC PLAN (SP) DISTRICT
AND ADOPTING THE MIDTOWN SPECIFIC PLAN
FOR SAID AREA

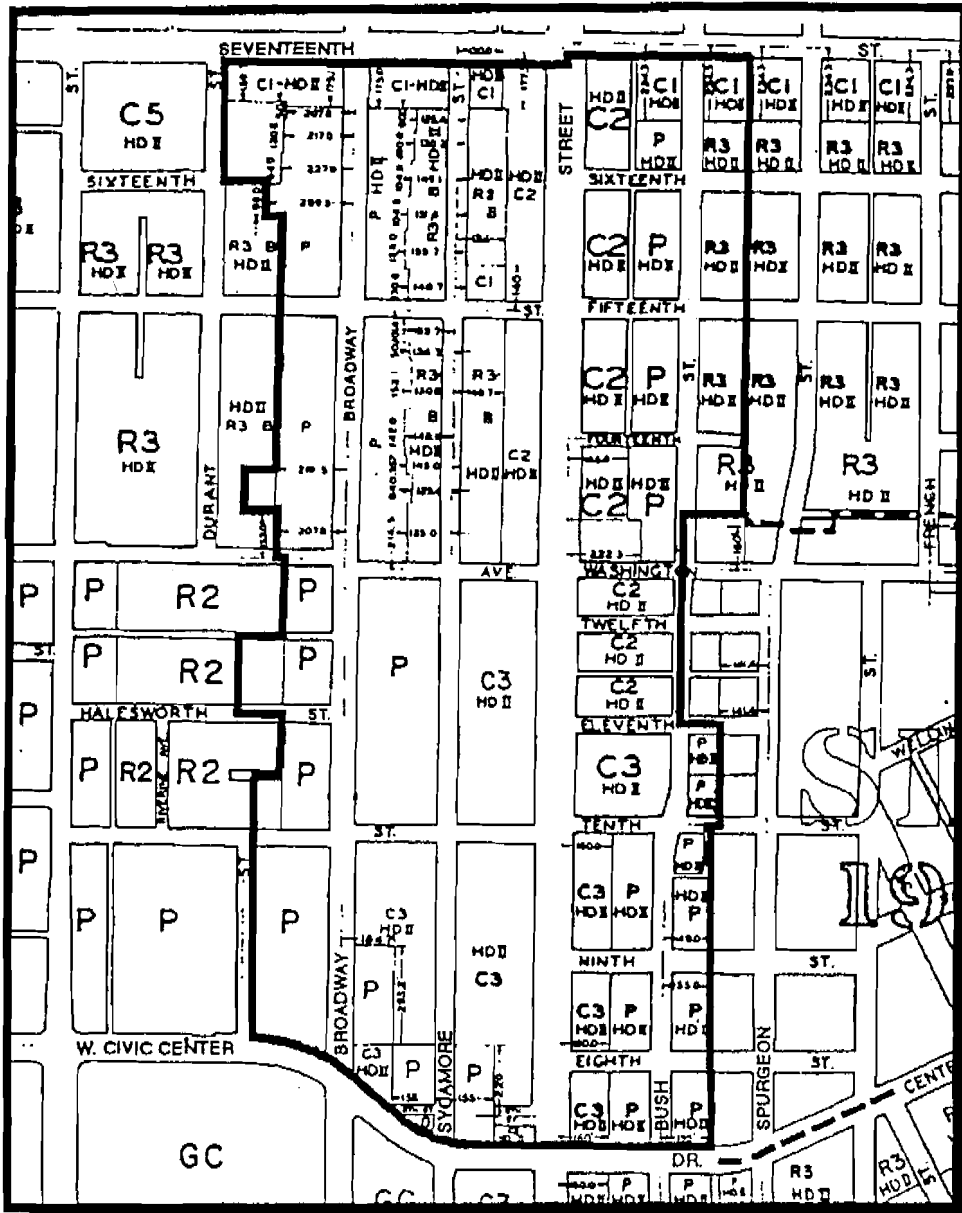
THE CITY COUNCIL OF THE CITY OF SANTA ANA DOES ORDAIN AS
FOLLOWS:

SECTION 1: All those parcels of real property shown on Exhibit A, attached hereto and incorporated herein, as to be included in the Midtown Specific Plan area are hereby reclassified from their current zoning district designations to the SP (Specific Plan) district. Amended Sectional District Maps numbers 12-5-10 and 7-5-9 showing the said change in use district designations are hereby approved. The area thus rezoned shall be designated SP-3 on said maps.

SECTION 2: That certain document entitled "Midtown Specific Plan," as presented to the City Council at its meeting of November 18, 1996 is hereby approved and adopted as the specific plan for the area reclassified to the SP (Specific Plan) district pursuant to Section 1 of this ordinance, and shall be known as Specific Plan No. 3. The Clerk of the Council is hereby directed to certify to the adoption of said specific plan on the face thereof and to maintain the same in the records of her office.

SECTION 3: If any section, subsection, sentence, clause, phrase or portion of this ordinance is for any reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of this ordinance. The City Council of the City of Santa Ana hereby declares that it would have adopted this ordinance and each section, subsection, sentence, clause, phrase or portion thereof irrespective of the fact that any one or more sections, subsections, sentences, clauses, phrases, or portions be declared invalid or unconstitutional.

SECTION 4: Neither the adoption of this ordinance nor the repeal hereby of any ordinance shall in any manner affect the prosecution for violation of ordinances, which violations were committed prior to the effective date hereof, nor be construed as affecting any of the provisions of such ordinance relating to the collection of any such license or penalty or the penal provision applicable to any violation thereof, nor to affect the validity of any bond or cash deposit in lieu thereof, required to be posted, filed or deposited pursuant to any ordinance and all rights and obligations thereunder appertaining shall continue in full force and effect.



AA 96-9
 (GPA 96-7)
MIDTOWN SPECIFIC PLAN
 PROPOSED ZONE CHANGE FROM EXISTING (SHOWN) TO SP-3
 CITY OF SANTA ANA

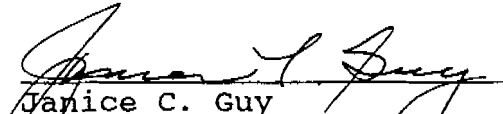



EXHIBIT A



ADOPTED this 2nd day of December, 1996.


ATTEST:


Janice C. Guy
Clerk of the Council


Miguel A. Pulido
Mayor

COUNCILMEMBERS:

Pulido	<u>Aye</u>
Richardson	<u>Absent</u>
Espinoza	<u>Aye</u>
Lutz	<u>Aye</u>
McGuigan	<u>Aye</u>
Franklin	<u>Aye</u>
Moreno	<u>Aye</u>

APPROVED AS TO FORM:

Joseph W. Fletcher
City Attorney

CERTIFICATE OF ORIGINALITY & PUBLICATION

State of California

County of Orange

I, JANICE C. GUY, Clerk of the Council, do hereby certify the attached Ordinance NS-2308 to be the original ordinance adopted by the City Council of the City of Santa Ana on 12-2-96; and that said ordinance was published in accordance with the Charter of the City of Santa Ana.

Date: 12/4/96

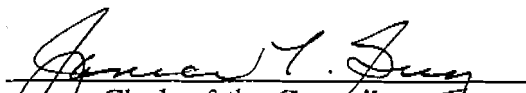

Clerk of the Council
City of Santa Ana

TABLE OF CONTENTS

INTRODUCTION	vii
CHAPTER 1: VISIONS.....	1
CHAPTER 2: EXISTING CONDITIONS.....	5
Background and Planning Context.....	7
Surrounding Land Uses and Linkage	9
Planning Area Access	13
Visual Strengths and Weaknesses.....	13
CHAPTER 3: SPECIFIC PLAN PRINCIPLES.....	17
Land Use	19
Urban Design.....	19
Circulation.....	22
Land Use/Activity Districts	22
CHAPTER 4: CIVIC/PROFESSIONAL DISTRICT.....	25
Theme.....	27
Objectives.....	27
Land Use/Activities	28
Physical Framework	28
Site Attributes	28
Development Opportunities.....	29
Development Standards.....	29
Design Guidelines	32
CHAPTER 5: FINANCIAL DISTRICT.....	39
Theme	41
Objectives.....	41
Land Use Activities	41
Physical Framework	42
Site Attributes	42
Development Opportunities.....	42
Development Standards.....	42
Design Guidelines	46
CHAPTER 6: COMMUNITY AND SPECIALTY RETAIL DISTRICT	53
Theme	55
Objectives.....	55
Land Use/Activities	56
Physical Framework.....	56
Site Attributes	56
Development Opportunities.....	56
Development Standards.....	57
Design Guidelines	60

CHAPTER 7: BROADWAY CORRIDOR DISTRICT 67

 Theme 69

 Objectives 69

 Land Use/Activities 70

 Physical Framework 70

 Site Attributes 70

 Development Opportunities 70

 Development Standards 71

CHAPTER 8: BUSH STREET PROFESSIONAL DISTRICT 75

 Theme 77

 Objectives 77

 Land Use/Activities 78

 Physical Framework 78

 Site Attributes 78

 Development Opportunities 78

 Development Standards 79

CHAPTER 9: LANDSCAPE CONCEPT PLAN 81

 Public & Private Open Space 83

 Main Street 83

 Broadway 84

 Sycamore and Bush 84

 Ninth, Eleventh, and Fourteenth Promenades 84

 East/West Vehicular Connectors 84

 Public Space Nodes and Connectors 85

 Seventeenth Street Gateway 86

 Civic Center Edge 87

CHAPTER 10: CIRCULATION 89

 Circulation Plan 91

CHAPTER 11. PARKING 99

 Parking Principles 99

 Parking Concepts 99

CHAPTER 12. IMPLEMENTATION 105

 General Plan 105

 Zone Change 105

 Parking 105

 Phasing Strategy 105

 Implementation Matrix 106

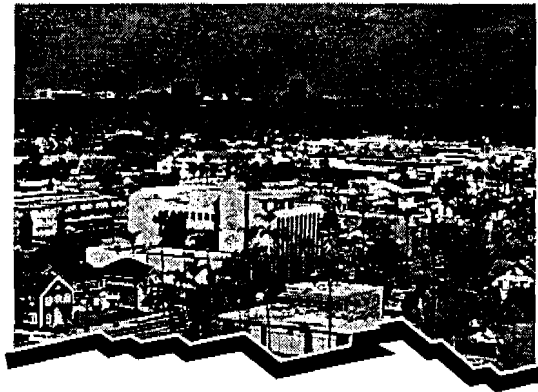
LIST OF EXHIBITS

Exhibit No.		
1	Existing General Plan Designations	8
2	Sub Regional and Surrounding Context	11
3	Conceptual Fixed Guideway Alignment Alternatives	12
4	Visual Strengths and Weaknesses	14
5	Urban Design Principles	20
6	General Building Heights	21
7	Midtown Districts.....	22
8	Proposed Land Use Designations	23
9	Civic/Professional District Concept Plan.....	27
10	Civic/Professional District Height and Setbacks	31
11	Figure Ground Diagram	32
12	Built Form Diagram.....	33
13	Ninth Street Section.....	34
14	Pedestrian/Parking Diagrams	34
15	Zero Setback Parking Structure.....	35
16	Sycamore Street Cross Section.....	35
17	Bush Street Parking.....	36
18	Main Street Cross Section	37
19	Main Street Elevation.....	37
20	Ninth and Main Hotel Option.....	38
21	Financial District Concept Plan.....	41
22	Financial District Height and Setbacks	44
23	Figure Ground Diagram	46
24	Built Form Diagram.....	47
25	Pedestrian/Parking Diagram.....	48
26	Sycamore Street Section.....	49
27	Bush Street Parking.....	50
28	Main Street Elevations.....	51
29	Community and Specialty Retail District Concept.....	55
30	Community and Specialty Retail Height and Setbacks.....	58
31	Figure Ground Diagram	60
32	Built Form Diagram.....	61
33	Pedestrian/Parking Diagram.....	62
34	Sycamore Street Section.....	63
35	Bush Street Parking.....	64
36	Main Street Elevations.....	65
37	Broadway Corridor Concept Plan	69
38	Broadway Corridor Height and Setbacks.....	73
39	Bush Street Professional District Concept Plan.....	77
40	Bush Street Professional District Height and Setbacks	80
41	Landscape Concept Plan.....	83
42	Church Plaza	85
43	Seventeenth Street Gateway.....	86
44	Civic Center Drive Parkway	87
45	Circulation Plan.....	92
46	Pedestrian Circulation.....	94
47	Parking Districts.....	101

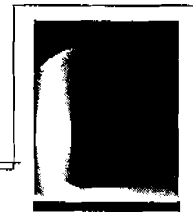
INTRODUCTION

The Midtown Specific Plan establishes out the overall framework for development in the Midtown planning area by creating a vision for Midtown and the role it plays in the downtown community.

The next chapter describes the Midtown vision in a comprehensive manner. Immediately following this chapter describes existing conditions in the Midtown area are developed, including background and planning context. Subsequent chapters provide details about design, land use, landscape, traffic circulation, parking and development standards.



CHAPTER VISIONS



VISION

Midtown is envisioned as a thriving and integrated district of civic, business, cultural and retail activity with a small residential component. Occupying a strategic site between Main Place and the evolving Museum District to the north and the established downtown and civic center to the south, Midtown is readily accessible from the Santa Ana Freeway, the Regional Transportation Center, and the Orange County Transit District's transportation terminal. Commercial and financial activity has changed dramatically since the onset of the recession in 1990; however, Midtown's role as a vibrant urban center is to be preserved and strengthened. Through the adoption of the Midtown Specific Plan, the City of Santa Ana has committed to implementing a new vision for this important component of the community.



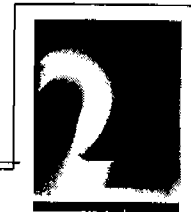
Midtown is to be restored and redeveloped as a vibrant and thriving urban place. As a functioning district, Midtown is comprised of five activity centers connected by two primary transportation corridors: Main Street and Broadway. These two public thoroughfares will feature boutique office space, specialty retail, restaurants, galleries, theaters, and government institutions. Neighborhood residents, office workers, government employees and visitors will frequent these businesses, providing pedestrian activity in the day and evening hours.

Midtown is a place where cars can be left and people can get anywhere with only a short walk. All five activity districts within Midtown are scaled so that no more than a 15-minute walk is required to travel from end to end. Parking facilities within Midtown will be easily accessible, attractive and safe. Work sites will be close to shopping, day care, transit, and cultural opportunities.

Within the frame of the Midtown Specific Plan, the City of Santa Ana will confidently encourage new investment in Midtown. Recognizing the value and importance of Midtown to Santa Ana's social and economic well being, the City is expecting the highest quality in new development through the Plan's policies, standards and guidelines. New development and major rehabilitation must be well designed, and must include those qualities that foster a lively urban environment. Building and site developments that insure the continued vitality of Midtown and contribute an enhanced vision will be welcomed.



CHAPTER
EXISTING
CONDITIONS



EXISTING CONDITIONS

The purpose of this chapter is to provide background information for the Midtown Santa Ana planning area. This chapter defines the planning context for Midtown, describes surrounding conditions, analyzes existing activities and use patterns, and quantifies development potential.



BACKGROUND AND PLANNING CONTEXT

Midtown is an integral part of the Central City Redevelopment Project Area. This makes available various redevelopment tools and powers for implementing revitalization plans and programs. Some of the tools that redevelopment offers include land assembly, land cost write-down, financing of off-site improvements, and commercial rehabilitation.

General Plan

The General Plan provides the overriding policies that establish direction for the City's physical development over the next 20 years. Because of its broad scope in providing policy direction, all City plans, programs and regulations are required to be consistent with the General Plan.

The Midtown Specific Plan is an implementation tool, and it has the regulatory power to set in motion the General Plan policies. Although not a part of the General Plan, the Specific Plan's role is to further development policies that are mostly contained in the General Plan's Land Use and Urban Design Elements. Other policies relevant to this plan are established in the Circulation Element, the Housing Element, the Open Space and Recreation Element, and the Air Quality Action Plan.

The General Plan is currently being revised, and some of its policies in the Midtown area may change as a result of the concepts contained herein. The Midtown Specific Plan policies are intended to work within the policy framework established by the General Plan.

The General Plan Land Use Element divides Midtown into several land use districts, including higher intensity commercial and office development (with floor to area ratios (FAR) of up to 2.0) along Main Street south of Tenth Street, a general-business commercial district (FAR up to 1.0) north of Tenth Street, and lower intensity professional offices along Bush Street and Broadway.

The City of Santa Ana General Plan land use element establishes broad land use and circulation policies for the Midtown area. The location of existing General Plan land use districts in the Midtown area is shown in Exhibit 1, Existing General Plan Designations. These land use designations are described as follows:

District Center (FAR 2.0) - The District Center designation is intended for to be developed with an urban character that provides a mix of shopping, business, cultural, educational, recreational, entertainment and housing opportunities within a high intensity environment. Within Midtown, the District Center designation runs along Main Street south of Tenth Street.

General Business District (FAR 1.0) - This designation is intended to provide for highly visible and accessible commercial development along the City's arterial corridors. This district also should provide services and facilities for surrounding neighborhoods. Within Midtown, the General Business District designation runs along Main Street between Tenth Street and Seventeenth Street. Development north of Washington generally reflects the intent of this designation.

Professional and Administrative Offices (FAR 0.5 to 1.0) - This land use designation is intended to provide a framework for the continuation of office uses in areas where they are established as the predominant development type. This land use designation can also serve as a buffer between residential neighborhoods and commercial development along arterial corridors.

The lower intensity Professional and Administrative Offices district is intended to allow transitional uses between the higher intensity District Center and General Business designations along Main Street, and the adjacent residential districts.

Chapters 34 and 41 of the Santa Ana Municipal Code (SAMC) contain the subdivision and zoning ordinances that regulate development in the city. The zoning code is the primary tool for implementing the goals, objectives, and policies of the General Plan.

Pursuant to the mandated provisions of the State Planning and Zoning Law; State Subdivision Map Act; California Environmental Quality Act and other applicable State and local requirements, no land shall be subdivided and/or developed for any purpose which is not in conformance with the General Plan and other applicable provisions of the Santa Ana Municipal Code. The design characteristics, type, and intensity of land uses defined by the General Plan shall determine, together with the subdivision and zoning codes and this Specific Plan, the characteristics of all development in the Midtown Area.

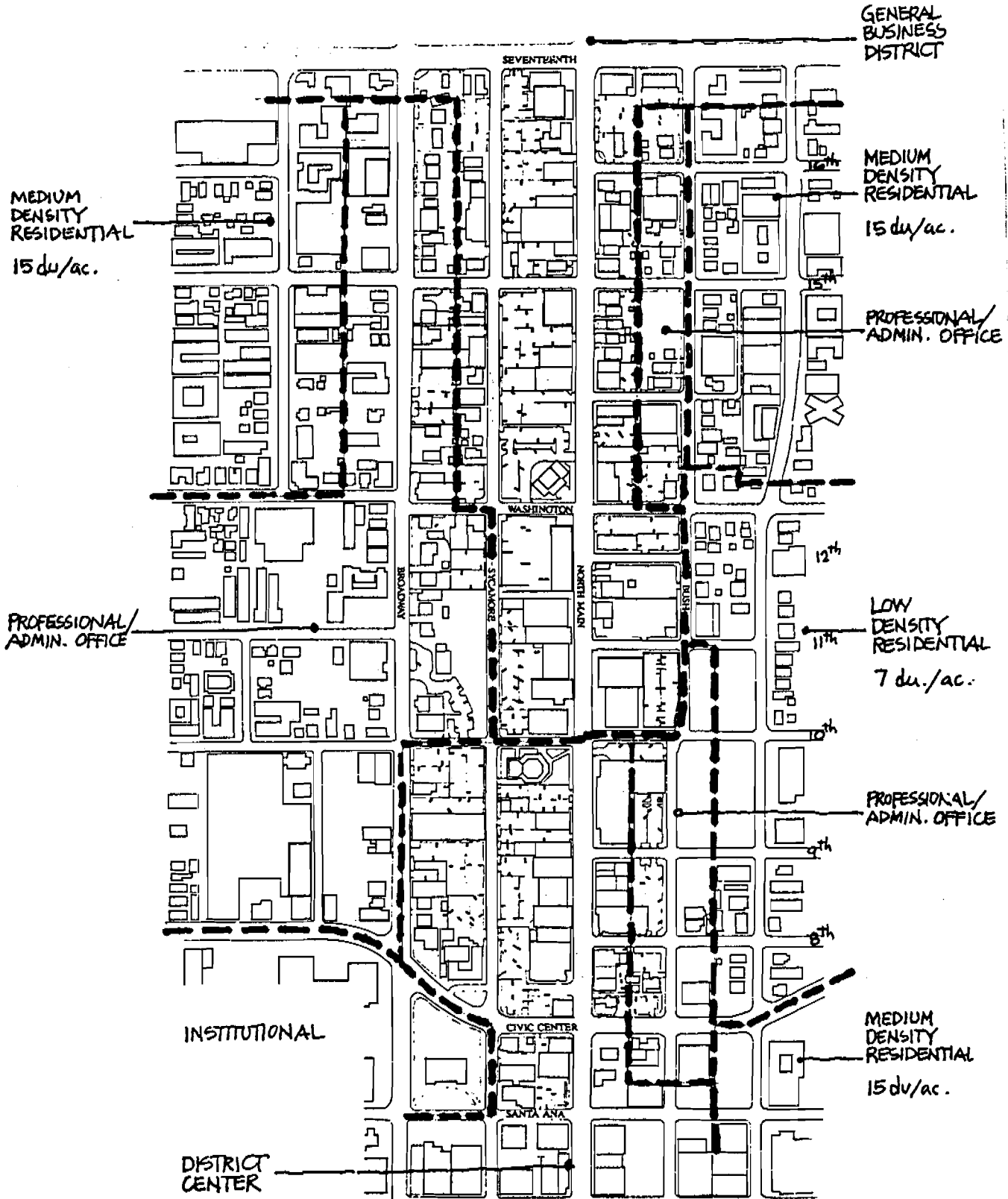


Exhibit 1 Existing General Plan Designations

Midtown Santa Ana Conceptual Plan

The *Midtown Santa Ana Conceptual Plan* also provides guidance for planning the Midtown area. This plan was derived from a design charette process sponsored by the City of Santa Ana's Community Development Agency, Downtown Development Division. The design charette, a three-day intense planning and design effort, took place in March, 1992. It involved representatives from the business and residential communities in an interactive process with a team of architects and planners to formulate planning and design concepts for Midtown. The main concepts that emerged from this endeavor include:

1. Retaining the "urban" character of Midtown, with its classic grid street system, clustered mid-rise offices along Main Street, a mosaic of activities and uses, and diverse architectural styles;
2. Establishing land use sub-areas that emphasize a desirable mixture of activities, including an urban garden district along Sycamore, Bush and Broadway as residentially scaled office-residential districts, a community commercial district north of Washington along Main Street, and financial or office districts along Main Street south of Washington. Sub-areas were identified based on the form and function of existing activities while additionally providing opportunity for new growth;
3. Establishing parking districts throughout Midtown to provide a shared use approach to parking with flexible standards;
4. Extending east-west streets to break up the very long blocks within Midtown, and locating the fixed guideway transit line along Sycamore Street; and,
5. Establishing unique public places within Midtown, with two plazas on Main Street oriented around the Church of Christ Scientist and Home Savings.

The design charette process, which incorporated extensive community input, established broad support for the Midtown planning concepts.

Enterprise Zone

One additional background note is appropriate concerning Santa Ana's recent designation as a State of California Enterprise Zone, and the implications of this program for Midtown. The zone's programs can be significant tools for implementing Midtown's revitalization program. Through an enticing menu of tax credits and City incentives to keep existing businesses and attract new employers, the future economic vitality of central Santa Ana should be enhanced. This in turn can increase the demand for existing office space. Therefore, previous economic and marketing analyses

that projected future uses and growth rates in central Santa Ana should be reviewed in light of the recently won enterprise zone designation.



SURROUNDING LAND USES AND LINKAGES

This section reviews major external influences on the Midtown planning area, including surrounding land uses, major sub-regional developments that will affect the Midtown area, and access.

Surrounding Land Uses

The North Main Street/Broadway corridor is the link between a number of distinct land use and activity districts, and as such plays a significant transition role within the community. These surrounding districts include the following:

South

Santa Ana's historic downtown district defines the southern border of the North Main Street corridor. Running between Civic Center Drive on the north and First Street on the South, and generally bordered by Ross Street on the west and French Street on the east, the downtown area is primarily dominated by retail commercial uses with office and service space above. The Fourth Street corridor serves as a major shopping district for the County's Latino population. The Fiesta Marketplace is a new mixed retail development anchoring the Fourth Street shopping district on the east. Along Main Street, the Fourth Street shopping district transitions to the office development that predominates north of Civic Center Drive.

Southwest

The southwestern corner of the planning area is anchored by the Santa Ana Civic Center complex, including uses that serve the civic center. The Civic Center, which includes City, County, State and Federal offices, is augmented on the east by the OCTA Transit building, the Old County Courthouse, the old YMCA building, and other public or semi-public uses. The Civic Center area exerts a considerable influence on land uses and activity patterns throughout the planning area. Many auxiliary public agencies and numerous law or financial service offices have located in the Midtown district to take advantage of its closeness to the Civic Center.

West

The Willard neighborhood lies to the immediate west of the planning area. Multiple family development backs onto the Broadway corridor throughout most of the planning area, but single family development

begins to predominate east of Ross Street. This neighborhood has a significant lack of re-investment by largely absentee property owners.

Residents of the Willard neighborhood support some of the stores and services in Midtown, because they are conveniently located to the neighborhood. In the future, Midtown could provide jobs for Willard residents, while better addressing the neighborhood's shopping and employment needs.

North

The commercial strip along Seventeenth Street defines the northern edge of the Midtown planning area, with residential and office uses along Broadway north of Seventeenth, and strip commercial development along North Main Street. Interior neighborhoods are predominantly single family residential in character, however. Commercial development along Seventeenth Street is organized into a mix of free-standing buildings and small convenience centers of varying ages. Older storefront development tends to take parking from alleys, while newer development provides street front parking.

The area generally north of the planning area along Main Street is known as the Museum District, and has the recently renovated Bowers Museum as its centerpiece. The Museum District master plan calls for several additional museums and complementary activities such as art galleries, framing shops, restaurants, and art supply stores. The Bowers Kidseum (a children's museum) opened in December 1994. Because Midtown is adjacent to the Museum District, it could also attract cultural and art uses centered around existing and future museums.

East

The eastern edge of the Midtown planning area is defined by the French Court and French Park neighborhoods. The French Court neighborhood to the north of Washington Street is dominated by multiple family residential development at relatively high densities intermixed with single family detached homes, some of which are representative of central Santa Ana's historic styles. The French Park neighborhood lies between Washington Street and Civic Center Drive. Primarily single family detached residential in character with several small scale professional office buildings along Bush Street, French Park is the City's premiere historic neighborhood, with a mixture of residential styles that include Victorian, Craftsman, and Italianate.

Both neighborhoods provide a residential base that could support a variety of stores and services in Midtown.

The unique character and residential integrity of these neighborhoods should be recognized and protected. Midtown planning should be sensitive to the residential scale and character, particularly along the Bush Street corridor.

Sub-Regional Linkages

The future of the Midtown planning area is, and will continue to be, influenced by numerous major developments throughout the sub-region centered on the Orange Crush freeway interchange. The following is a brief discussion of these major developments, and their implications for the Midtown area. Exhibit 2, Sub-Regional and Surrounding Context, shows the location of these sub-regional linkages.

Main Place Shopping Center and Hospital Complex

This area is a major office, hospital, and retail complex anchored by the Main Place shopping center, the CHOC and Saint Joseph hospital complex around the I-5, SR-22 and SR-57 interchange. Major activity centers include the Main Place Shopping Center, West Coast University, Children's Hospital of Orange County, Saint Joseph's Hospital, the Town and Country Shopping Center, and numerous high-rise and mid-rise office buildings. The Main Street Concourse (Shimizu) development will add approximately 1.9 million square feet of office, commercial and entertainment uses to the area by the turn of the century. Also planned is a \$20 million, 77,000 square foot Discovery Science Center involving an IMAX theater, restaurant, classrooms and exhibit uses.

Given its present and future role as a major employment center in Orange County, this area will continue to exert a significant influence on the Midtown area. New office development in the Main Place Shopping Center/CHOC area could induce office users in the Midtown area to relocate, especially from the Union Bank building. Also, the addition of retail commercial space in this area will compete directly with retail space in the Midtown area. While increased development in the Main Place Shopping Center/CHOC complex could provide increased competition for office space in the Midtown area, its higher-end users could attract additional lower-rent office demand to the planning area. In any event, continued development in the Main Street Shopping Center/CHOC area will draw additional traffic and users into the Santa Ana area.

Museum District

The strip along Main Street between the Main Place Shopping Center and the Midtown planning area houses the Museum District complex. Future development in this area could include additional cultural facilities, restaurants, bookstores, residential development, and office space that will effectively extend the Main Place Shopping Center area of influence to the south. This will in the long run provide the clear visual and psychological linkage between Midtown and the intense Main Place Shopping Center area that is lacking at present.

Federal Courthouse Complex

A major Federal courthouse complex is presently under construction on land between Fourth and Fifth Streets west of Broadway. This

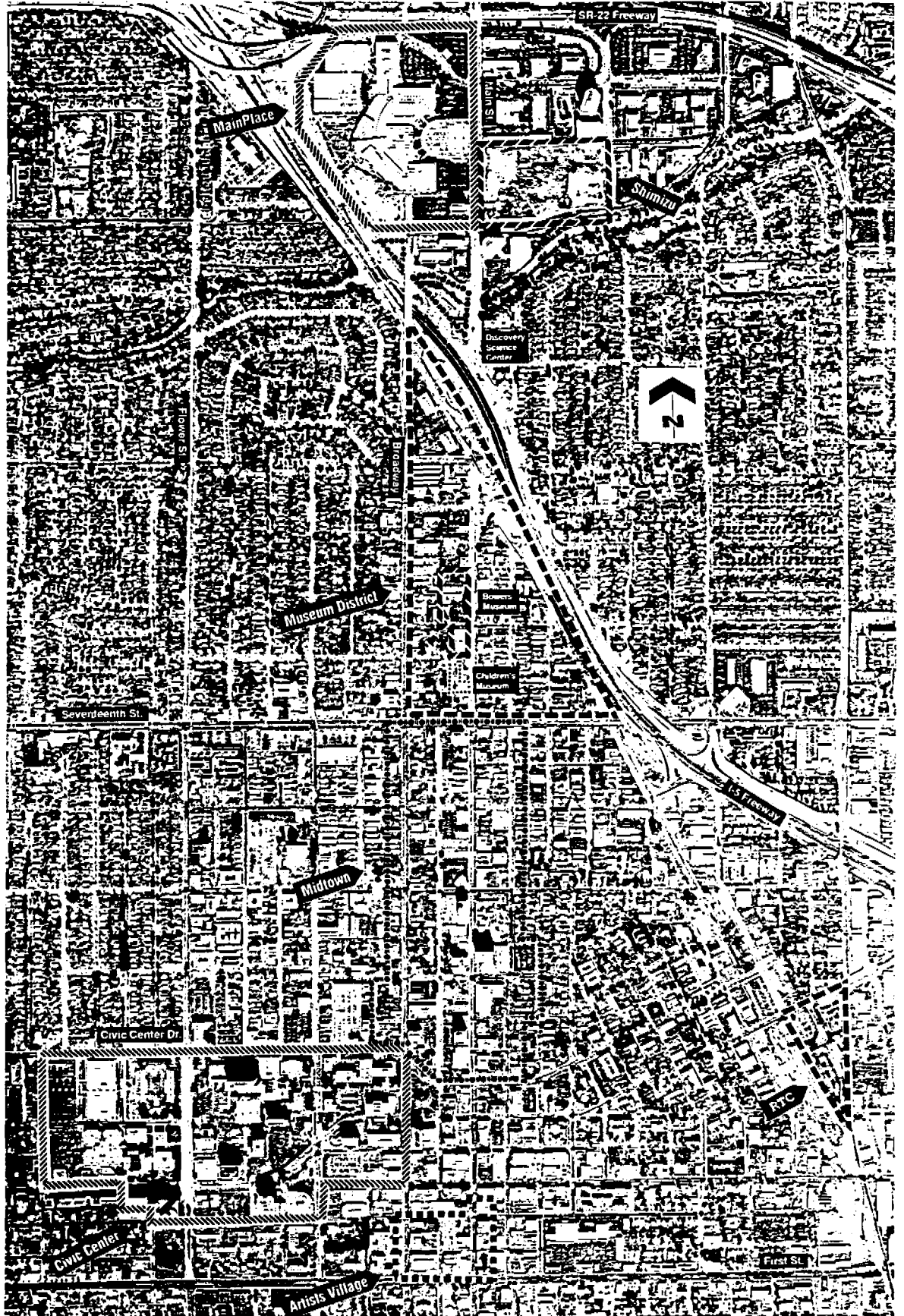


Exhibit 2 Sub Regional and Surrounding Context

central Santa Ana area, and could result in a number of law firms and court reporting firms relocating from elsewhere, or in the significant expansion of existing court-related firms in the planning area. The new Federal court facilities are scheduled for completion in 1997.

Downtown Santa Ana and Fiesta Marketplace

Downtown Santa Ana has emerged as a major shopping and office area specializing in Latino-oriented businesses and government offices. Coupled with its relatively easy mass transit access and central location in the County's primary concentration of Latinos, this area will likely continue as a major shopping district, and will significantly affect activity patterns and uses in the Midtown planning area. Recent trends towards locating technical schools in the southern portions of the planning area are, amongst other influences, an indication of its easy access and the nearby location of the Downtown shopping district.

Civic Center Complex

The concentration of local, State and Federal government offices in the Civic Center Complex is felt throughout the planning area. A survey of major office buildings in the Midtown area shows that a large number of Federal and County agencies have located in the planning area. If government services expand, additional demand for relatively inexpensive office space may be felt in the planning area. However, the short- and mid-term trend will be towards re-consolidating governmental services into the Civic Center complex. This will draw users away from the Midtown planning area, and could increase the already high vacancy rates in the high rise buildings south of Washington Street.

Regional Transportation Center (RTC) Complex

The RTC at the intersection of Santa Ana Boulevard and Santiago Avenue could emerge as a major node of urban activity as the new METROLINK system gains ridership, and as rail transit links are provided with the downtown/civic center complex and the rest of Orange County. Future land uses in the RTC area are presently being planned. The effect on future land uses in the Midtown area cannot be predicted at this point, but the planning area's location near the RTC could help attract office uses along with supporting retail commercial and restaurant development to the southern half of the planning area.

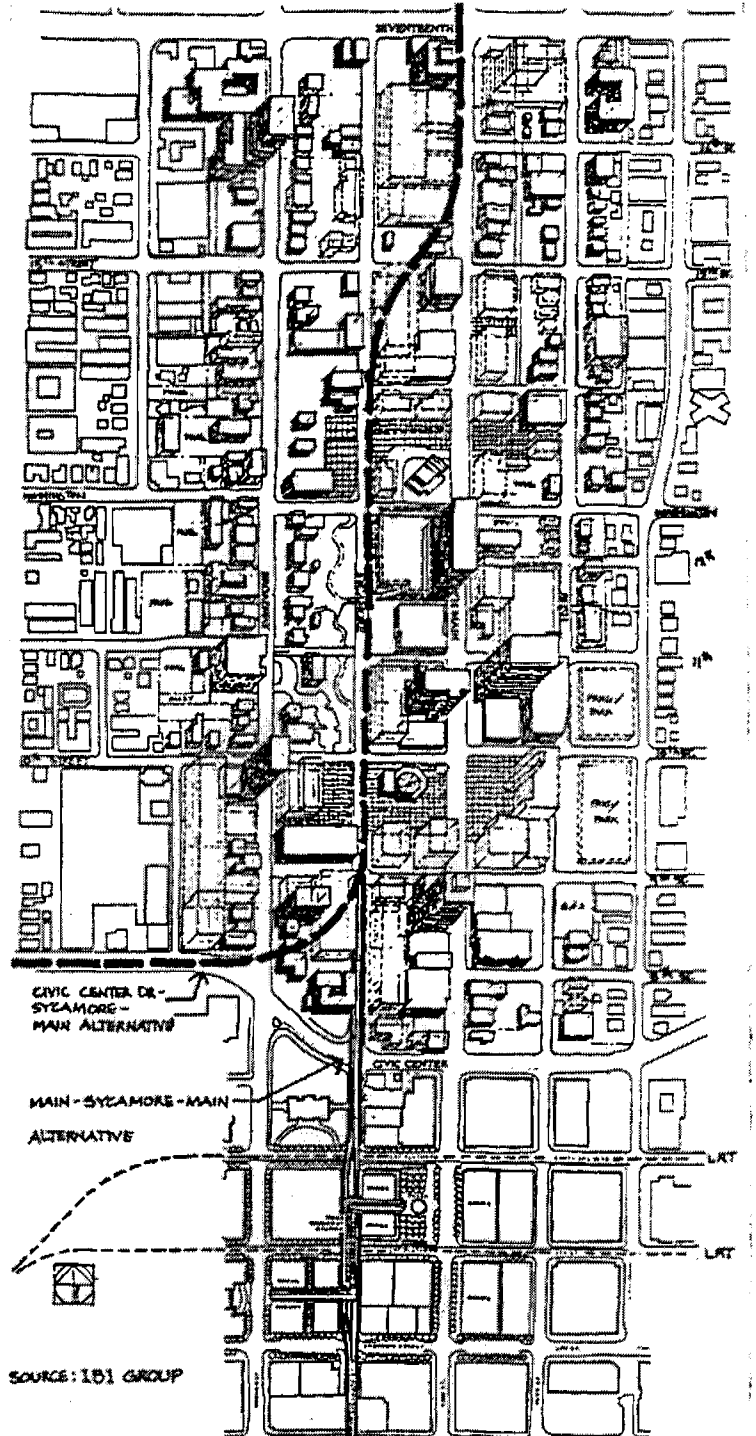


Exhibit 3 Conceptual Fixed Guideway Alignment Alternatives

PLANNING AREA ACCESS

At present, primary east-west access to the Midtown planning area is via First Street on the south and Seventeenth Street on the north. Main Street and Broadway provide primary arterial access to the downtown/civic center complex from the north and the south.

An "enhanced intersection" has been designated for Seventeenth Street and Main Street, and Seventeenth and Broadway, through General Plan Amendment No. 92-9. The intersection improvements will include increasing the number of lanes at the intersection approach to increase capacity. The exact configuration of the intersection will be based on detailed traffic and land use analysis.

Freeway access to the Midtown area is provided by Interstate 5, either from the Main Street interchange to the north, or the Seventeenth Street interchange to the northeast. Once improvements are complete, access to the planning area from the southeast will be provided by the First/Fourth Street interchange.

Even though competing employment centers have more convenient freeway access, the Midtown area benefits directly from its easy mass transit access. Bus access to the planning area is direct due mostly to the area's location near the Civic Center complex and the location of OCTA's main transit terminal at Broadway and Fifth Street. Commuter rail access is currently being provided at the Santa Ana Regional Transportation Center, and bus service is available for direct access to the Midtown area. As described above, both METROLINK and fixed guideway services will be available in the future. The implication for the planning area is that in the future its accessibility by rapid transit will be excellent, which over the long term will increase the attractiveness of the area as a business location. The planning area will also increasingly benefit adjacent residential neighborhoods with its convenience to jobs, shopping and regional transit.

VISUAL STRENGTHS AND WEAKNESSES

An inventory of Midtown's visual strengths and weaknesses is documented on Exhibit 4, Visual Strengths and Weaknesses. The following process was employed for this visual assessment.

- The photographic inventory, building survey, and physical constraints mapping of Midtown conducted for the design charrette were reviewed to gain familiarity with the planning area.
- A walking and driving survey was conducted by the consulting team to confirm the inventory data.

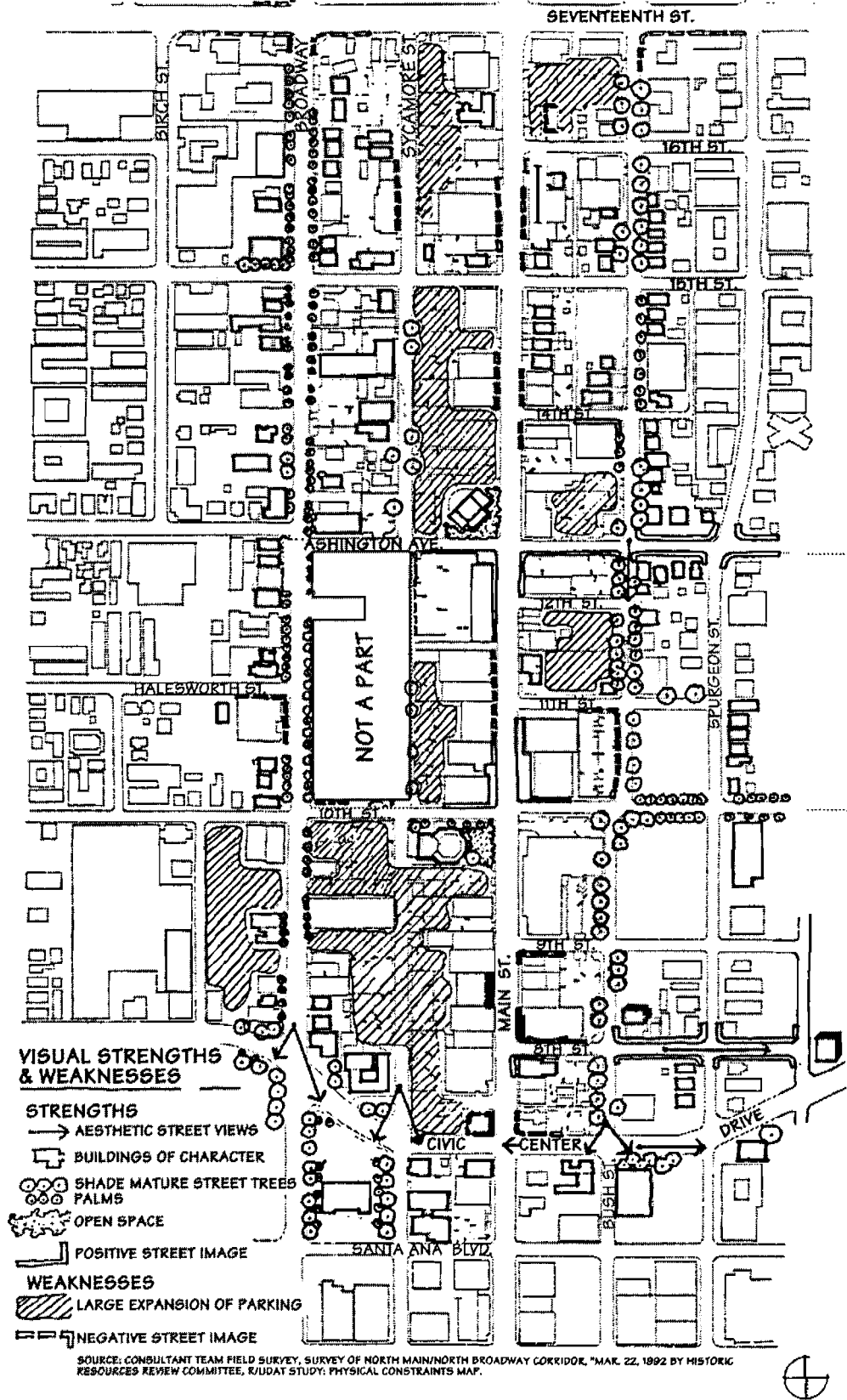


Exhibit 4 Visual Strengths and Weaknesses

- Views from streets were assessed to define locations where positive views exist.
- Street frontages were reviewed and notated according to their positive or negative appearance. Buildings that are not well maintained and frontages that are visually overwhelmed by a confusion of signs are examples of factors contributing to a negative appearance. Positive factors include well maintained frontages, buildings and setbacks, or mature landscaping along the street.

Based on the inventory review and field surveys, elements that strengthen or weaken Midtown's visual qualities were identified and mapped. A discussion of the visual strengths and weaknesses of Midtown follows.

Strengths

Aesthetic Street Views

The factors that influence these views are the architecturally significant buildings along Civic Center Drive and the view east on Eighth Street, which is terminated by an attractive residential structure. Views along Bush Street are enhanced in the blocks that have mature street trees on both sides of the street.

Buildings of Character

These include the buildings identified in the *Survey of North Main/North Broadway Corridor*, dated March 22, 1992 and prepared by the Historic Resources Review Committee. In addition, individual structures and groups of structures that add to the character and scale of various streets in Midtown are shown.

Mature Street Trees

Bush Street and Broadway have large numbers of mature street trees, although several blocks have only a few or none. Some of the east-west cross streets also have segments with mature street trees, including Eighth Street, Tenth Street, and Washington Street.

Open Space

Several significant open space areas make a positive contribution to Midtown. These include the church at Tenth and Main and the financial institution at Main Street and Washington.

Positive Street Image

Exhibit 4 shows several street segments throughout Midtown which exhibit an overall positive image due to the quality of landscaping, well-maintained and attractive building facades, and signage that is in scale and character with the buildings.

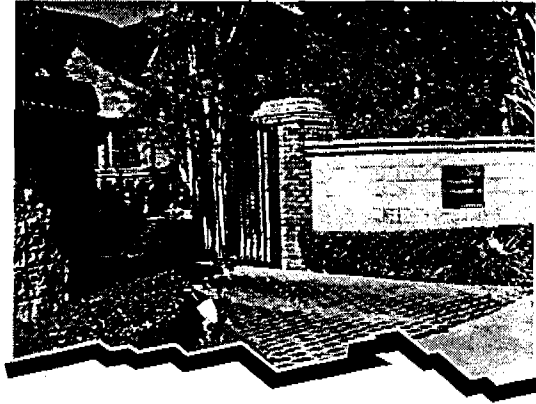
Weaknesses

Large Expanses of Unscreened Parking

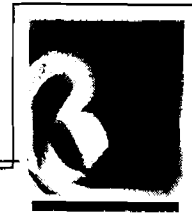
The negative impact from unscreened parking areas is exhibited primarily along Sycamore Street and Broadway between Civic Center Drive and Tenth Street. Many of these parking lots lack landscaping that provides visual buffering. This lack of screening magnifies the adverse impacts of large expanses of parking.

Negative Street Image

Also shown on Exhibit 4 are various segments of Midtown's street frontages which are visually unattractive. This is due to a combination of factors, including vacant buildings, deteriorating buildings, unkempt grounds, loud colors, blank walls, and unattractive signs.



CHAPTER
SPECIFIC
PLAN
PRINCIPLES



SPECIFIC PLAN PRINCIPLES

The following specific plan principles provide overall guidance in the areas of land use, design, and parking and circulation. Urban Design Principles, Exhibit 5, illustrates the following specific plan principles.

The subsequent chapters describe in detail the development standards and design guidelines for each of the five land use/activity districts, a landscape concept plan, circulation and parking plans and a review of implementation mechanisms.

LAND USE

- Encourage a land use pattern that builds upon the concepts identified in the Midtown Conceptual Plan while furthering the land use policy principles established in Santa Ana's General Plan.
- Residential concepts and densities should be consistent with General Plan policies.
- Establish links to surrounding employment and shopping areas.
- Protect and maintain the adjacent Willard, French Court and French Park neighborhoods.
- Limit single room occupancy development only to the YWCA building.
- Encourage the adaptive re-use of historically or architecturally significant buildings and districts throughout Midtown.
- Encourage recreation, entertainment and cultural activities in Midtown to complement the Museum District.
- Protect the image and integrity of the Broadway Corridor.

URBAN DESIGN

The following urban design principles address the overall form and structure of Midtown with specific details for its five land use/activity districts. After general considerations, they address views and gateways, building form, open space nodes, and pedestrian space linkages. These principles are intended to reinforce the unique identity of Midtown's activity districts and to achieve a coherent overall image. (Refer to Exhibit 5, Urban Design Principles.)

GENERAL CONSIDERATIONS

- Develop a strong sense of community identity for Midtown as a whole and for each of its districts.
- Strengthen pedestrian access into, around and through the Midtown area to the maximum extent possible consistent with the City's congestion management programs.
- Develop a comprehensive public improvements program, including consistent landscape and streetscape themes.
- Create a secure environment that will protect the community and attract additional business investment.
- Create a safe and pleasant open space component including plazas and passive green spaces.
- Protect the character of the Broadway Corridor north of Washington Avenue and Bush Street by reinforcing the predominant scale of development.
- Develop site and architectural design standards based on principles that promote and protect the identity and character of Midtown while stimulating additional investment.
- Preserve and build upon Santa Ana's historical resources and other significant resources.

VIEWS AND GATEWAYS

- Establish distinctive gateways to Midtown on Main Street at Civic Center Drive and Seventeenth Street through a combination of buildings, landscaping, signage, and streetscape designs.
- Enhance the streetscape of the approach routes to Midtown on Seventeenth Street and Civic Center Drive to contribute to greater aesthetic quality and beauty. Streetscape, landscape, signage and lighting should be coordinated to achieve a distinctive sense of arrival to Midtown.
- Extend downtown Santa Ana's historic street grid of square blocks into Midtown by introducing cross block view axes wherever appropriate to break up the excessive length of the blocks along Main Street. These visual breaks should occur at Ninth, Eleventh and Fourteenth Streets. This will provide an appropriate scale to the blocks and corridors.

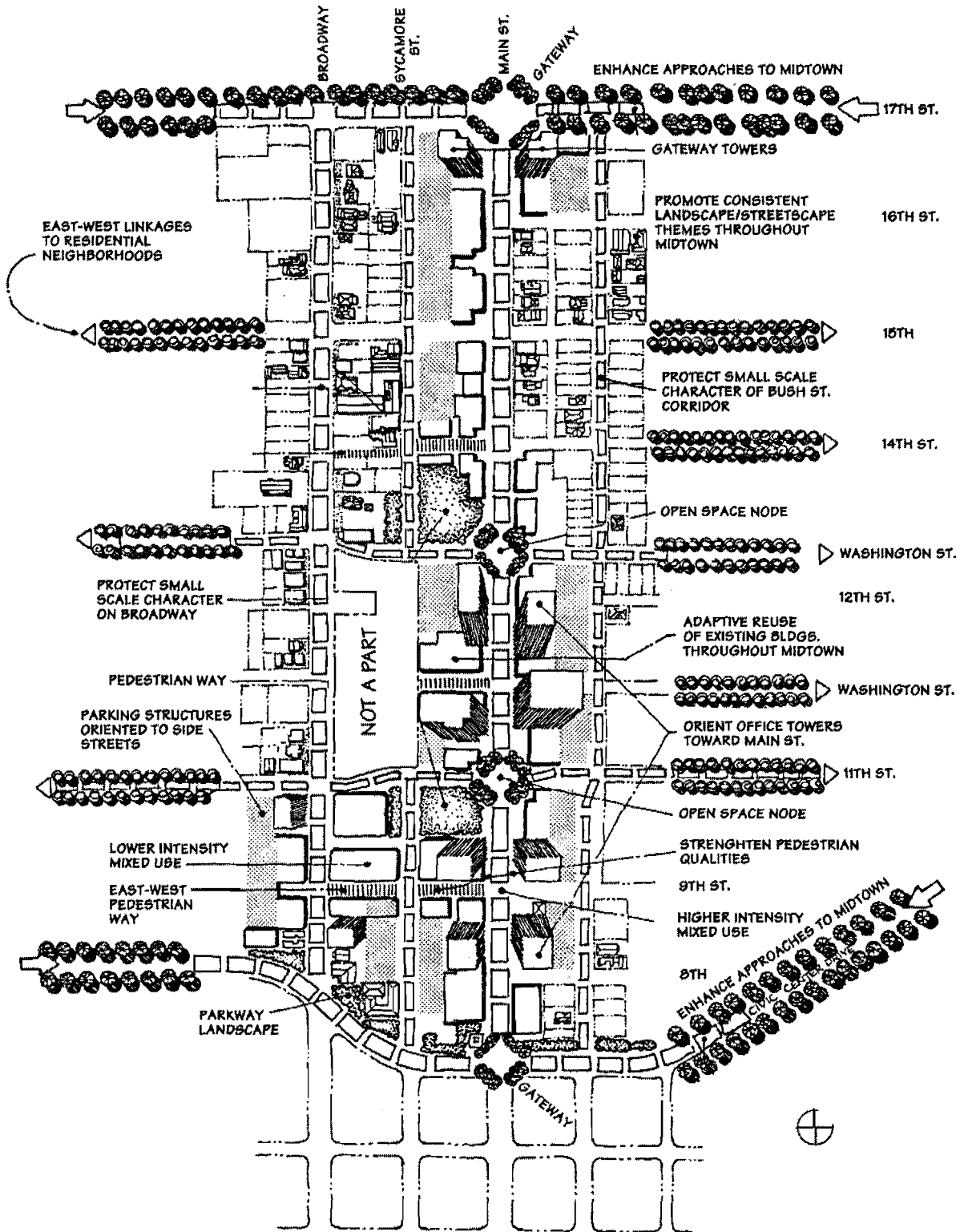


Exhibit 5 Urban Design Principles

BUILDING FORM

Building form shall contribute to the unique character desired for Midtown's various activity districts.

- Cluster taller buildings on Main Street from Civic Center Drive to Washington Avenue, tapering heights and intensities towards Washington Avenue, to reinforce existing office towers, and to express the Civic/Professional and Financial Districts' role as employment centers. A tower form is most appropriate for Main Street, because it reflects the form of existing office structures. There shall be only one new tower of 6 to 8 stories in the Financial District, with other buildings of one and two stories.
- Use lower buildings to define and protect pedestrian space and create an activity edge along Main Street and the mid-block extensions of Ninth, Eleventh and Fourteenth Streets.
- The form and siting of older structures of character on Broadway north of Washington and Bush (sited on small lots with front and side yards) shall be reflected by new development and revitalization of existing buildings along these streets.

Establish specific height zones to regulate building height, with the greatest heights on Main Street between Civic Center Drive and Washington, intermediate heights on Broadway and on Main Street north of Washington, and the lowest building heights along Broadway and Bush Streets. (See Exhibit 6, General Building Heights.)

OPEN SPACE NODES

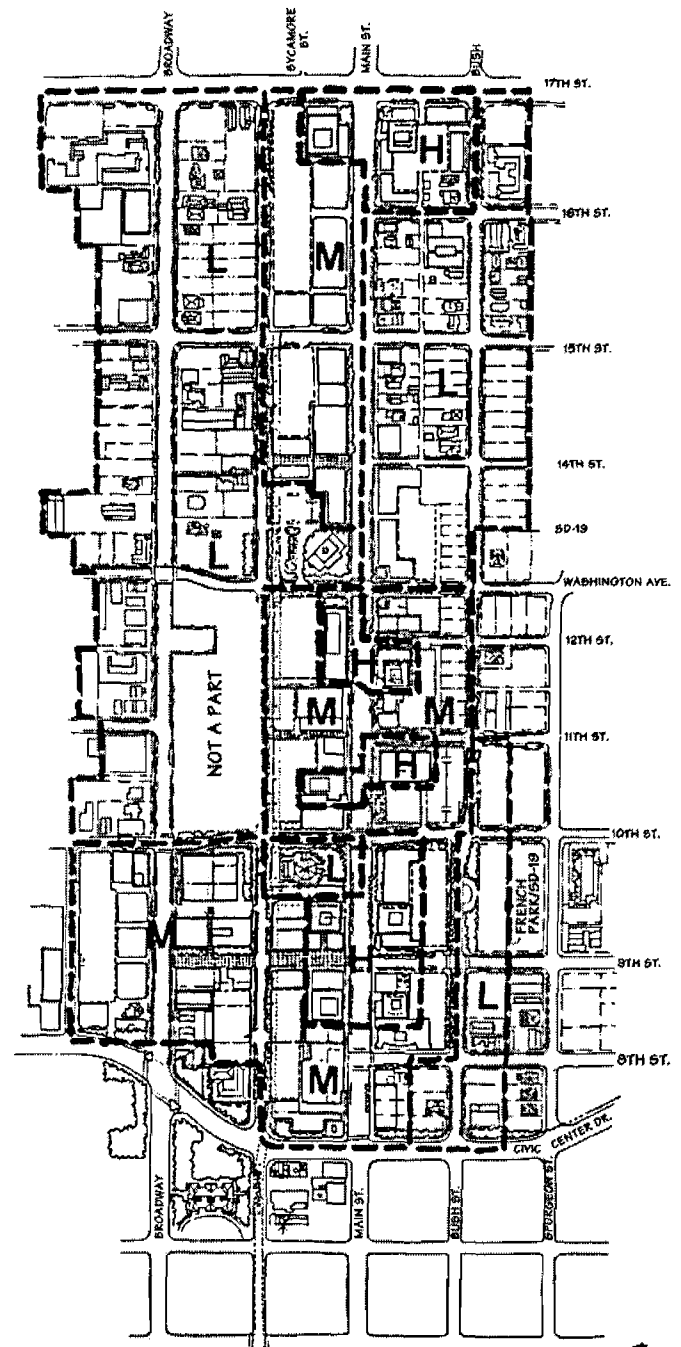
Main Street shall be accented by two open space nodes, one at the intersection of Tenth, and one at Washington. These nodes are intended to provide open space relief in the center of Midtown. These nodes shall be connected by a linear open space strip along Sycamore south of Tenth Street and north of Washington, which will function as an integral part of Midtown's central open space resource.

PEDESTRIAN SPACE

Pedestrian space shall reinforce the ground floor activities within districts and provide convenient and attractive routes and social spaces throughout Midtown. Main Street and the Ninth Street pedestrian way are the primary shopping streets with continuous storefronts defining the street space.

Wherever possible, the sidewalk will be widened to encourage pedestrian activity and provide space for enhanced landscaping and streetscape amenities.

Strengthen the qualities of pedestrian space on Broadway and Bush by maintaining mature street trees, landscaped front yards, clear pedestrian paths, and by requiring future development to provide these features.



H HIGH (5 stories and up)
M MEDIUM (3 to 4 stories)
L LOW (Up to 2 stories)

Note: These height districts are general
Refer to design guidelines for specific
requirements

Exhibit 6 General Building Heights

- Mid-block pedestrian street crossings are not encouraged. All pedestrian movements will be directed to approved crosswalks.
- Enhance the pedestrian scale of the Eleventh and Fourteenth Street mid-block pedestrian ways between Main and Sycamore by encouraging retail activities and landscaping along their edges.
- Provide safe, convenient and pleasant walkways linking surrounding residential areas to Midtown activity districts. These east-west connections include Washington, and Fifteenth Streets to the west, and Eighth, Ninth, Tenth, Washington, Fourteenth, Fifteenth, and Sixteenth Streets to the east.

CIRCULATION

- Maintain Broadway and Main as strong, visually attractive business corridors while making sure that their ability to safely carry high traffic volumes is maintained.
- Maintain the function of Washington Street, Civic Center Drive, and Seventeenth Street as east-west connectors.
- Develop land use and design strategies for incorporating a proposed fixed guideway rail mass transit system through Midtown, including possible alignments.
- Protect Bush Street from heavy business and residential traffic in order to maintain its residential character.

LAND USE/ACTIVITY DISTRICTS

Midtown will provide for a wide variety of uses organized into five land use districts. These districts were first identified as part of the initial conceptual planning for Midtown, and have been refined through additional area analysis. (See Exhibit 7, Midtown Districts.) Each is intended to be distinct from the other, but supportive of the whole area by contributing to a balance of commercial, public, office and other employment activities.

The following six chapters define each district according to its theme, objectives, land uses or activities, physical framework, site attributes, development opportunities, development standards, and design guidelines. Property lines shown on exhibits are based on assessor parcel maps and do not necessarily reflect legal parcels.

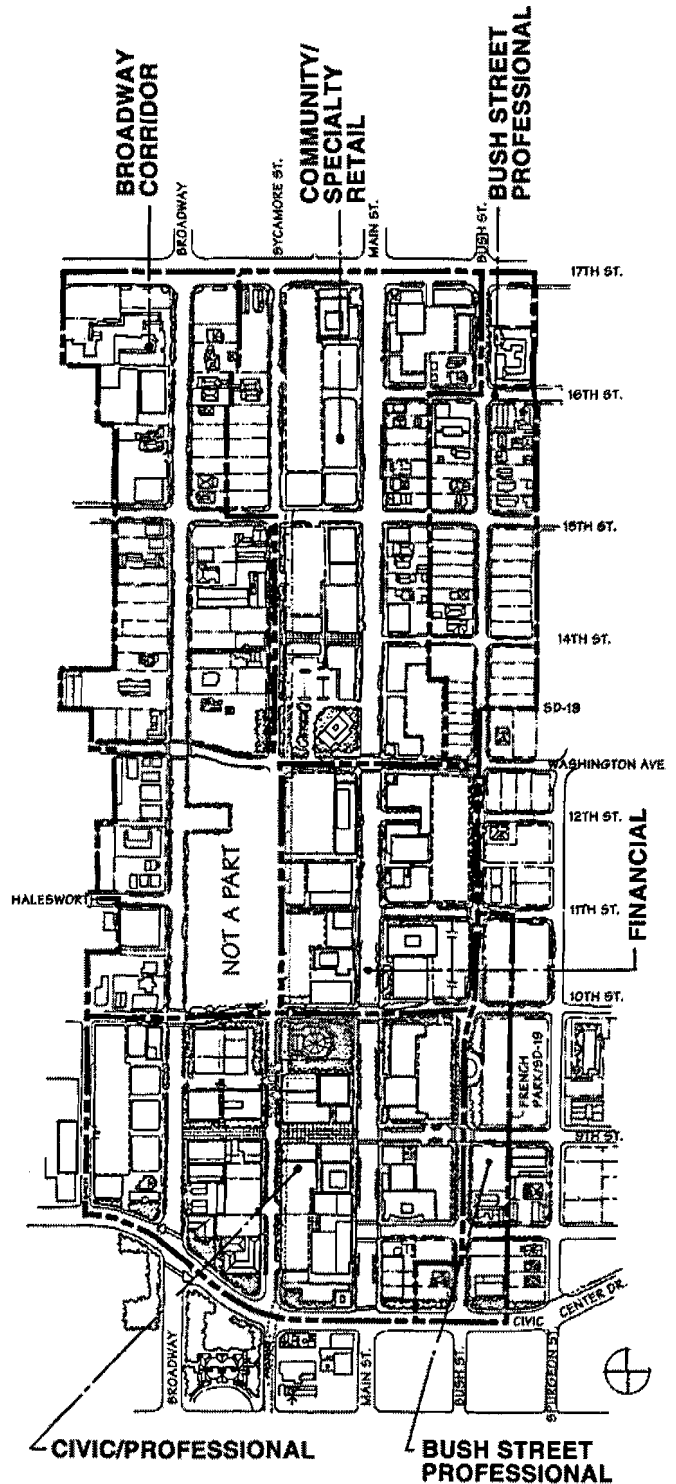
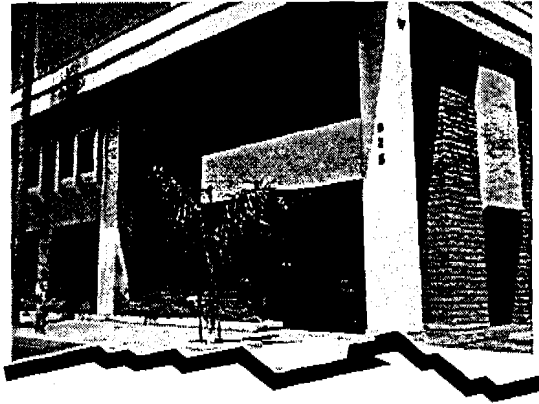


Exhibit 7 Midtown Districts



CHAPTER
CIVIC/
PROFESSIONAL
DISTRICT

CIVIC/PROFESSIONAL DISTRICT

THEME

A vibrant mixed use district with office towers clustered on Main street, low-rise space along Broadway north of Washington and pedestrian activity focused on Main Street and Ninth Street, which is extended through the district to provide an east-west circulation corridor central to the district See Exhibit 9, Civic/Professional District Concept Plan.

OBJECTIVES

- Create a viable and competitive employment center built around the nucleus of existing office space and its proximity to downtown and the civic center.
- Encourage ground floor retail space to provide shopping opportunities and services for the employees and visitors to the district.
- Encourage job training and educational institutions to locate in the district through the provision of refurbished and new space, convenient parking, pleasant pedestrian walkways and a secure and safe environment.
- Encourage professional and administrative offices to locate in

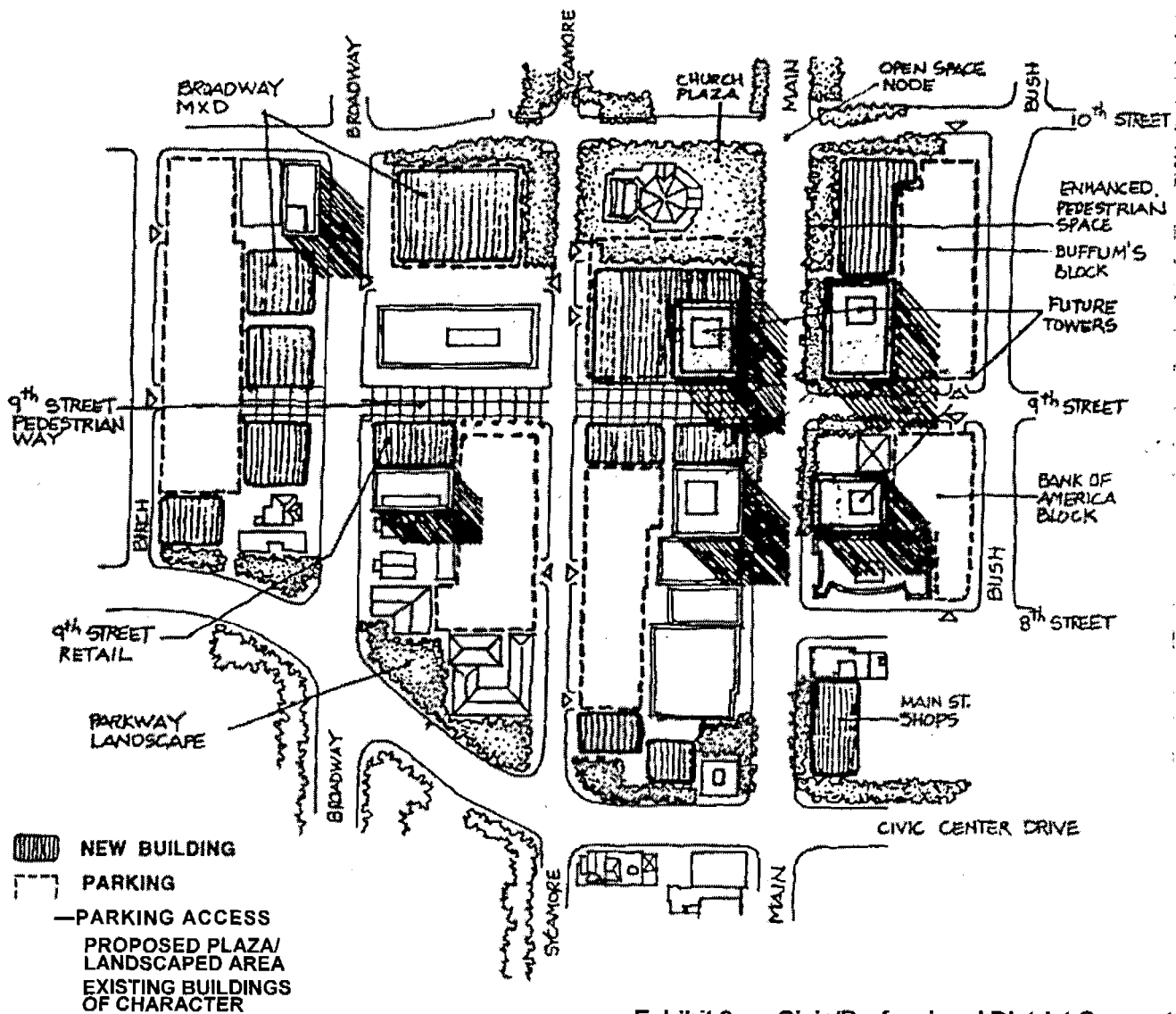


Exhibit 9 Civic/Professional District Concept Plan

the district due to its proximity to the civic center and downtown.



LAND USE/ACTIVITIES

The Civic/Professional District forms the southern quarter of the Midtown area, and runs between Birch Street on the west and Bush Street on the east. The area is bordered by Tenth Street on the north and Civic Center Drive on the south. The Civic/Professional District abuts the Santa Ana Civic Center with its concentration of public employment and public services on the southwest. Santa Ana's historic and extremely active and heavily used downtown district borders this area on the south.

The Civic/Professional District plays a three-faceted role in Midtown. It is ideally suited to provide office and other space to public and semi-public agencies that are not in the Civic Center, but must locate close to it. The Civic/Professional District also serves the downtown area with office space, business services, technical schools, and other organizations that can benefit from a location adjacent to downtown Santa Ana and its significant public transportation facilities. Finally, the Civic/Professional District serves as a corridor linking downtown and the Civic Center with the Main Street Financial District and other Main Street districts to the north.

Due to this varied role, the activity patterns in the Civic/Professional District are much more complex than elsewhere in Midtown. Activities foreseen for the District include:

1. Professional, financial, insurance and real estate offices.
2. Institutional uses, including public agencies and private, not-for-profit and semi-public organizations.
3. Trade schools and professional schools, including business academies, computer schools, language schools, court reporting schools, and downtown campuses of academic colleges.
4. Medical and dental offices, including clinics and group practices. These offices either should be located in smaller buildings, or on the upper floors of larger buildings, and shall avoid using ground floor space on Main Street and Broadway. Away from Broadway and Main Street, clinics can become major street level uses.
5. Retail commercial uses that primarily serve office workers and students, including retail shops such as clothing, books, stationary, gifts, personal services, business services, restaurants, delicatessens, florists, and markets.
6. Entertainment uses such as cinemas, theaters, art galleries, and night clubs.

7. Day care facilities.



PHYSICAL FRAMEWORK

1. The urban street grid is reinforced by the extension of Ninth Street from Main to Broadway, thus breaking up the large superblocks and creating pedestrian scale and increased access.
2. Main and Broadway are major north-south arterials.
3. Sycamore is primarily a local service street providing access to parking and on-site loading zones.
4. District parking is organized into three zones: Parking structures on Sycamore serve activities located between Broadway and Main; parking on Birch serves activities west of Broadway; and parking structures on Bush serve activities east of Main Street.
5. Primary pedestrian streets are Main and Ninth, which should be lined with retail space to create an interesting walking environment.
6. Church Plaza at Main and Tenth is the primary open space resource of the district. Its landscape theme is extended to all corners of the Tenth and Main intersection.
7. Civic Center Drive is fully landscaped to create a parkway character which reflects the Civic Center blocks to the south.
8. Higher buildings are oriented to Main Street to reinforce existing towers and lower buildings are oriented to Broadway, and Civic Center Drive.
9. Significant architectural or historical assets are to be preserved.



SITE ATTRIBUTES

1. Significant land areas currently used for on-grade parking provide suitable sites for parking structures without dislocation or demolition.
2. Main Street address.
3. Highly visible and accessible location.
4. Historic buildings clustered along Civic Center Drive.
5. Significant concentration of existing office space.
6. Adjacent to downtown and Civic Center.

DEVELOPMENT OPPORTUNITIES

The following development opportunities define the major projects within the district. The descriptions approximate the development potential of each site, and do not indicate actual permitted capacities. These will be defined by development standards and design guidelines.

Church Plaza Office Tower/Retail Arcade. Between the Church Plaza on the north and Ninth Street on the south, development includes an 85,000 square foot office tower and 21,000 square feet of retail space, with an arcade frontage on the plaza, and underground parking structures.

Ninth Street Extension Retail. About 25,000 square feet of new and refurbished space forming the south frontage along Ninth Street, between Broadway and Main. The Ninth Street extension will be a privately owned pedestrian street with limited vehicular access. It should be fully secured during off-hours.

Buffum's Block. An 81,000 square foot office tower or hotel development, and 20,000 square feet of retail space on Main street, between Ninth and Tenth Street, and parking structure along Bush Street.

Bank of America Block. An 81,000 square foot tower or hotel development, and 9,000 square feet of retail on main street, between Eighth and Ninth Streets, and parking structure along Bush Street.

Main Street Shops. Low-rise retail frontage on Main Street between Civic Center Drive and Eighth Street. About 10,000 square feet of ground floor retail and 10,000 square feet of upper level space.

Broadway Mixed. Broadway is suitable for a low-rise mix of office, education and institutional functions, with parking structures along Sycamore south of Tenth.

Christian Science Church. If the church should move from its current building, the building could be adaptively reused as a civic auditorium, a community building, or as a public meeting place. It is an architectural and historical asset that should be preserved.

DEVELOPMENT STANDARDS

Permitted and Conditionally Permitted Uses

Permitted Uses

Permitted uses in the Civic Professional district shall be as follows.

1. Professional, business and administrative offices and services.
2. Banks, finance, insurance and real estate offices. Walk-in facilities shall be on the first floor only.
3. Public agencies, and quasi-public organizations and offices.
4. Trade schools, professional schools and academic colleges.
5. Specialty and general practice medical and dental offices, including counseling and psychology, above the ground level (second floor or above).
6. Service and commercial retail uses which shall be limited to: book stores, stationary shops, gift stores, personal and business services*, restaurants, delicatessens, florists, pharmacies, and specialty markets. *Examples of personal and business services include dry cleaners, hair salons, travel agent, insurance, copy center, mail/postal center, tailor, shoe repair, art supply, office supply. Bail bond use are not permitted..
7. Museums, galleries, libraries, theaters and cinemas except those that require a conditional use permit.
8. Artist studios.
9. Day care facilities.
10. Health clubs.

Conditionally Permitted Uses

The following uses may be permitted subject to the issuance of a Conditional Use Permit pursuant to the Santa Ana Municipal Code.

1. Places of worship, provided they are located in free standing buildings only.
2. Night clubs, bars and indoor entertainment establishments, whether freestanding or part of another permitted or conditionally permitted use.
3. Parking lots and parking structures.
4. Collectibles and antiques, not including thrift and pawn shops.
5. Food uses open from 12 midnight to 5:00 a.m. and located within 150 feet of residential property.

Building Envelopes

General

The permitted building envelopes in the Civic/Professional District are defined by height and front yard setback requirements established for each block. Their primary purpose is to establish the relationship between public and private pedestrian space and the building wall, which forms its edge. Setbacks define pedestrian space at the ground level and show where higher buildings (greater than 35 feet) can be sited.

Exhibit 10, Civic/Professional District Height and Setbacks, provides the setback dimensions from property lines and other benchmarks throughout the district, and height limits and setbacks for buildings higher than 35 feet. Reference information on the exhibit shows existing buildings that are likely to remain, thereby indicating relationships between existing buildings and potential new development or realization.

Also shown for reference are major features of the comprehensive plan, including major open spaces, planned parking facilities, pedestrian access ways and recommended ground floor arcades.

Building Height

Height is specified by number of stories and feet as measured from curb height.

Generally, the maximum height for all low-rise buildings is 35 feet. Buildings above 35 feet in the Civic/Professional District include existing office towers on Main street and Broadway and potential office towers clustered at the intersection of Main street and Ninth Street, where heights may be up to 120 feet.

The towers are set back 15 feet from the Main Street and Ninth Street property lines or edge of the Ninth Street private pedestrian way. A maximum diagonal dimension is also specified to encourage slender towers.

An optional tower configuration is shown for a business hotel on the Buffum's block, whereby two hotel towers would be permitted with appropriate spacing between and a maximum 140 foot diagonal dimension.

Setbacks

Setbacks at ground level are established to enhance pedestrian space throughout the district, create compatible relationships between existing and future building street walls and recognize opportunities to create new open space resources, such as plazas, pedestrian ways and landscaped areas.

The major setback conditions are discussed below by street:

Main Street. A variety of conditions exist, but most buildings have no setback, thereby resulting in a tight, urban sidewalk character of minimal width. Major exceptions are the church plaza at Tenth and Main and the existing tower between Eighth and Ninth, which is setback 12 feet and has a 13 foot wide ground level arcade.

The potential future tower sites at Ninth and Main would maintain the 15 foot setback condition and provide a 15 foot wide ground level arcade in the setback.

The towers would be setback 15 feet from all property lines, thus reflecting the siting of all existing towers on Main street.

Open space and plaza amenities to be maintained and provided include the existing church plaza at Tenth Street, a wide sidewalk area across the street mirroring the wide sidewalk area north of Tenth, a corner plaza at Ninth and Main to provide an entry court for the potential tower, and a pedestrian plaza in a portion of the abandoned Seventh Street right-of-way.

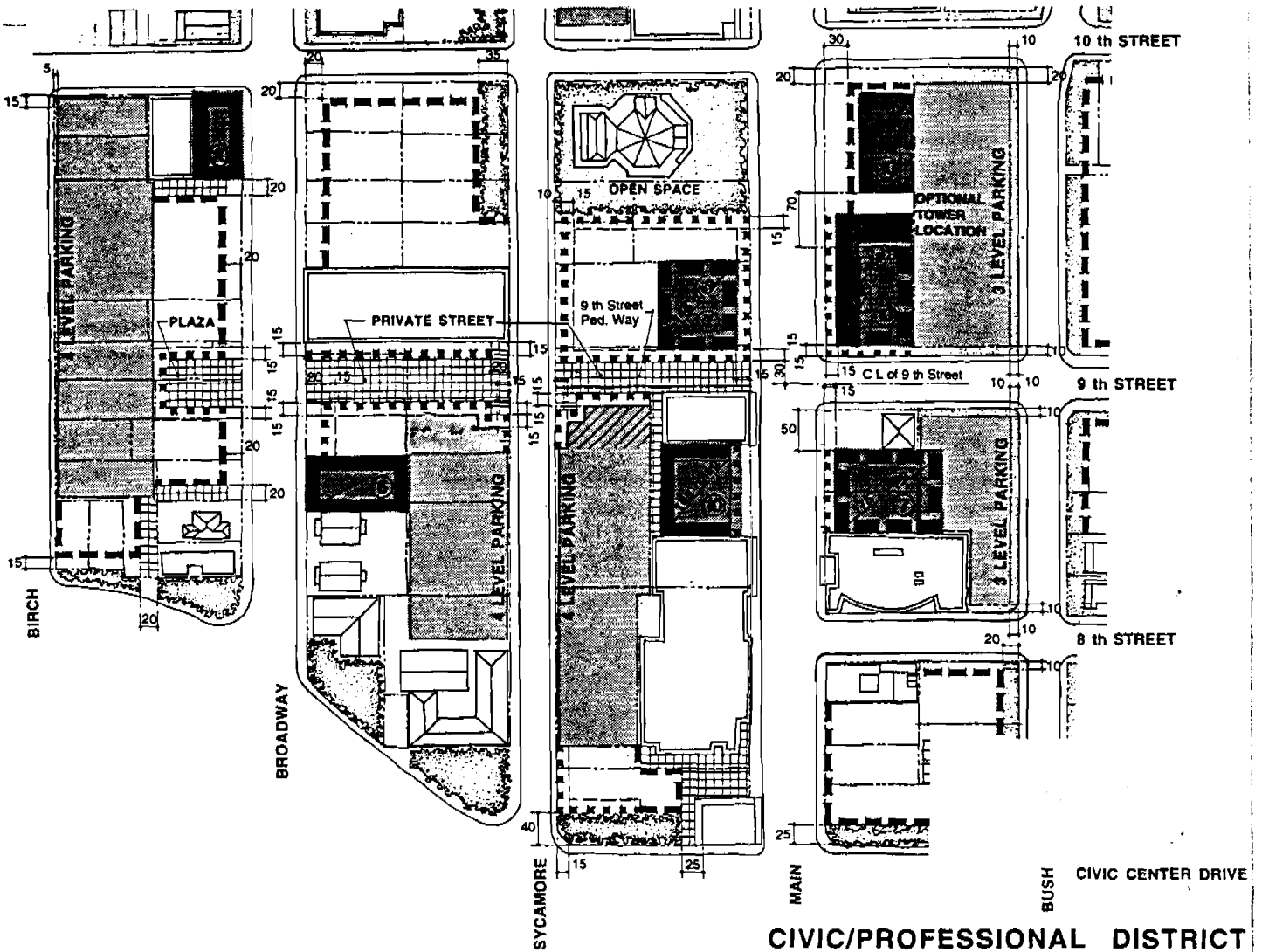
Ninth Street Pedestrian Way. This planned private access way is 40 feet wide and lined with 15 foot deep ground level arcades along most of its length. It terminates in a 70 foot wide plaza, also lined with arcades, on the west side of Broadway.

Civic Center Drive. The existing building walls will create a variegated landscaped area with varied and generous setbacks along the street, providing an aesthetic foreground for the cluster of older buildings of character likely to remain, and contributing to the parkway character which exists along much of Civic Center Drive.

Broadway. Twenty foot setbacks are established for all new developments. This will permit the landscaped character of Broadway north of Washington to be continued to south of Tenth Street. The exceptions are existing buildings that remain, which have less the 20 foot setbacks.

Sycamore Street. Sycamore functions primarily as a local service street and provides access to existing and planned parking. Three variations to the standard condition of zero setback occur: the church plaza at Tenth Street and a wide (35 foot) setback across the street to extend the landscaped character; corner setbacks and arcades at the Ninth Street pedestrian way intersection with Sycamore; and landscaped parkway areas at Civic Center Drive. Vine pockets are encouraged along parking structures and a 10 foot landscaped setback is required at surface parking lots.

Church Plaza. An expanded landscaped open space is planned to enhance the setting for the church. The south edge would be defined by a ground level arcade.



CIVIC/PROFESSIONAL DISTRICT

HEIGHT AND SETBACKS

*BUILDING HEIGHT IS 35' UNLESS INDICATED OTHERWISE

- EXISTING TALLER BLDGS. LIKELY TO REMAIN
- EXISTING CURB LINE
- PROPERTY LINE
- BLOCK PERIMETER SETBACK
- PROPOSED SITING OF HIGHER BUILDINGS
- PROPOSED GROUND FLOOR ARCADE

- EXISTING LARGE FLOOR-PLATE BLDGS. LIKELY TO REMAIN
- EXISTING SIDEWALK CANOPY
- OLDER BLDGS OF CHARACTER LIKELY TO REMAIN
- PROPOSED PARKING MIXED USE ZONE
- BUILDING HEIGHT (No. of Floors)
- PEDESTRIAN WAY
- OPEN SPACE/LANDSCAPE AREA



Parcel Size

The minimum parcel size shall be 15,000 square feet, with a minimum frontage of 120 feet.

DESIGN GUIDELINES

Figure Ground Diagram (Exhibit 11)

This diagram illustrates the spatial qualities of this district at maximum build-out. The desire to make these feel like pedestrian scaled urban spaces, in contrast to the impersonal character of Main Street requires that future buildings along Ninth Street be aligned to create a "street wall" as illustrated in the diagram. The "street wall" may either be solid or porous with periodic minor breaks in its continuity so long as the whole wall is seen to define the street edge. An arcade at the ground floor is required and upper parking levels should be masked from Ninth Street by smaller scaled openings, that is no continuous openings larger than 24 feet. Unifying elements for the Ninth Street pedestrian way include the following:

- ▲ Canopy trees such as oak will be used along the entire length of the Ninth Street pedestrian way from Main to the terminating plaza at Broadway; the private extension of Ninth Street is to include special paving materials without grade breaks or curbs and gutters. Control of vehicles will be by means of bollards as approved by the Public Works Agency.
- ▲ Street elements such as lights, benches, and trash receptacles should be the same from block to block to promote continuity and designed to encourage social use of the street space.
- ▲ Arcades along Ninth Street should be designed to be between 20 and 35 feet high.
- ▲ Arcades on Ninth Street should wrap around the corner onto cross streets at Broadway, Sycamore and Main to encourage pedestrian use. Refer to Exhibit 10, Civic/Professional District Height and Setbacks.

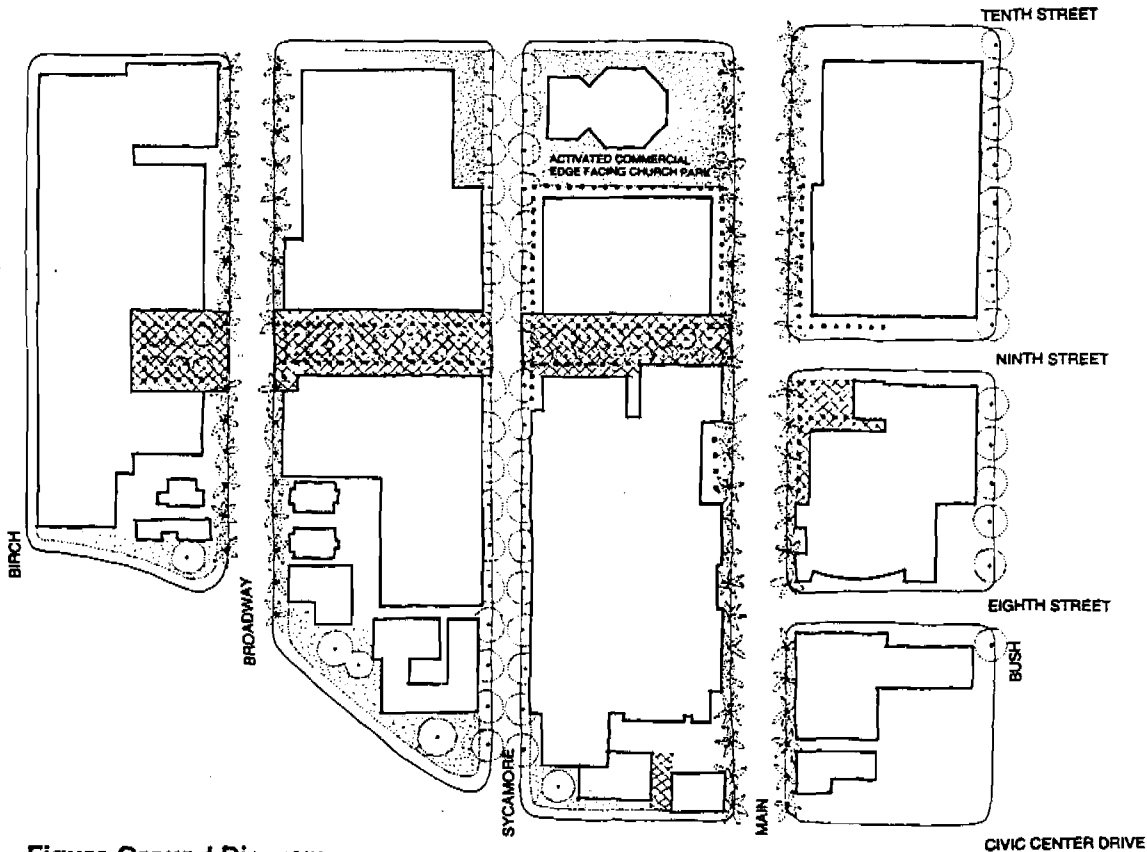


Exhibit 11 Figure Ground Diagram

Built Form Diagram (Exhibit 12)

The plaza fronting Broadway at the termination of the Ninth Street pedestrian way is located adjacent to a proposed four-level parking structure fronting Birch Street. The ground material of the on-site plaza should be a continuation of the Ninth Street materials.

To create consistency in the building forms that constitute the "street wall", the Ninth Street arcades should wrap around the corner onto Main Street, and an on-site urban plaza should be provided at the southeast corner of Ninth and Main as a component of any future tower project. These elements will contribute to the pedestrian scale necessary to create an important civic focal point along Main Street.

Retail/office frontage should line the plazas and the parking structure elevation should be designed to break up the large scale openings of

structures. No bays or openings greater than 24 feet horizontally shall be permitted, in order to maintain a pedestrian rhythm of architectural features.

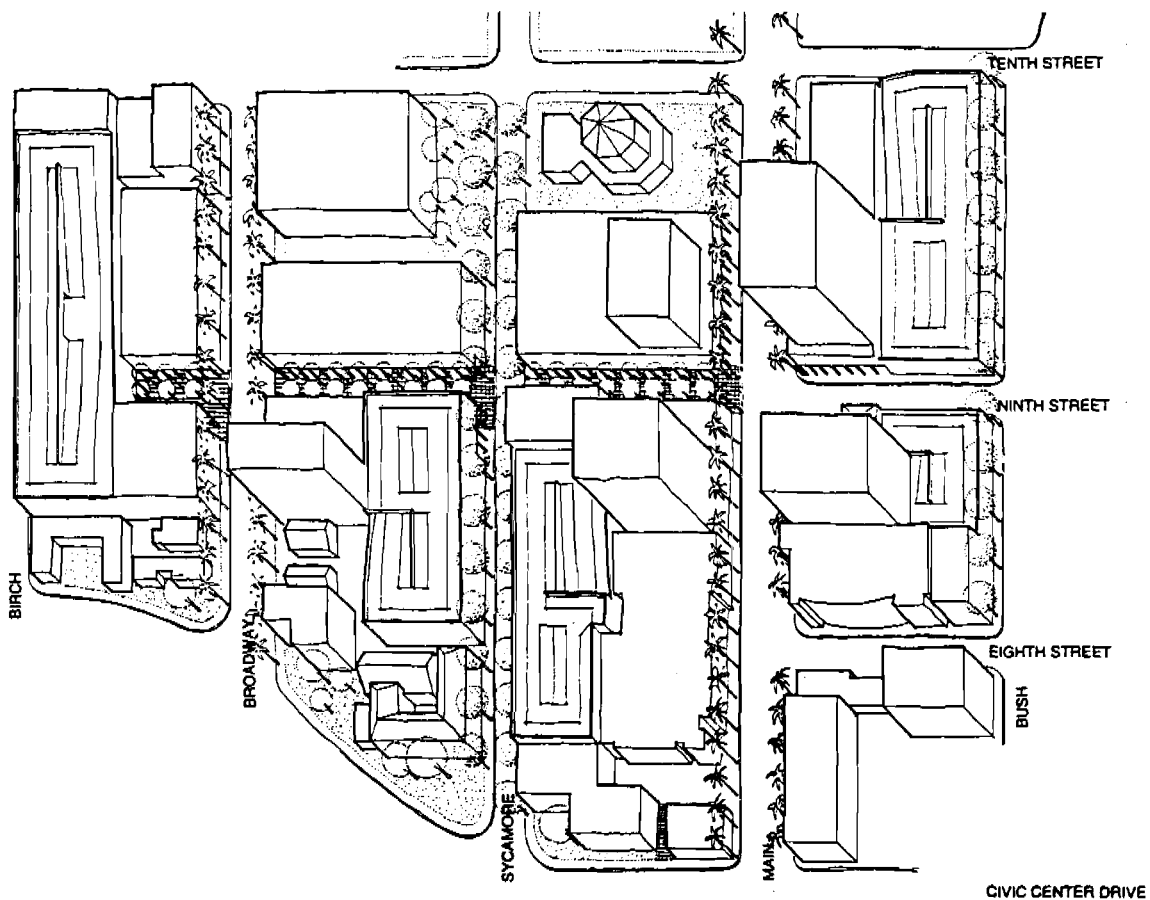


Exhibit 12 Built Form Diagram

Pedestrian/Parking Diagrams (Exhibits 13 and 14)

These diagrams illustrate vehicular access points and pedestrian paths at proposed parking structures. To ensure lively streets, the following design guidelines are recommended:

- ▲ Discourage direct access from parking structures to buildings to foster street activity by the general public.
- ▲ Stairs and elevators serving parking structures be located with direct access onto street sidewalk; preferably, stairs should be located at or as near as possible to street intersections.
- ▲ Shops front directly onto the Ninth Street pedestrian way to generate the energy required to ensure a vital pedestrian space.
- ▲ Where possible, retail frontage in parking structures should also be located on Broadway and Sycamore; if only one entrance is to be provided, it should be off of the Ninth Street pedestrian way.
- ▲ Parking structure design shall ensure efficiency, safety, and pedestrian friendly features.
- ▲ No parking structure shall front on Main Street.

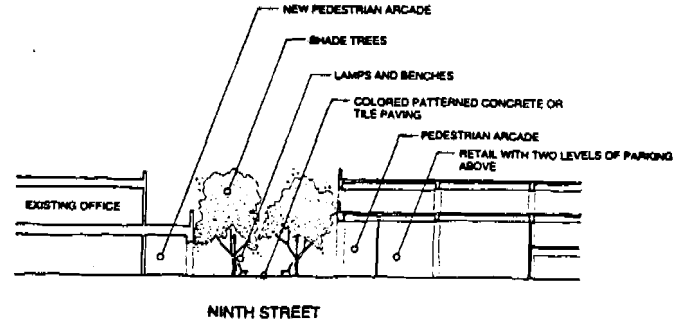


Exhibit 13 Ninth Street Section

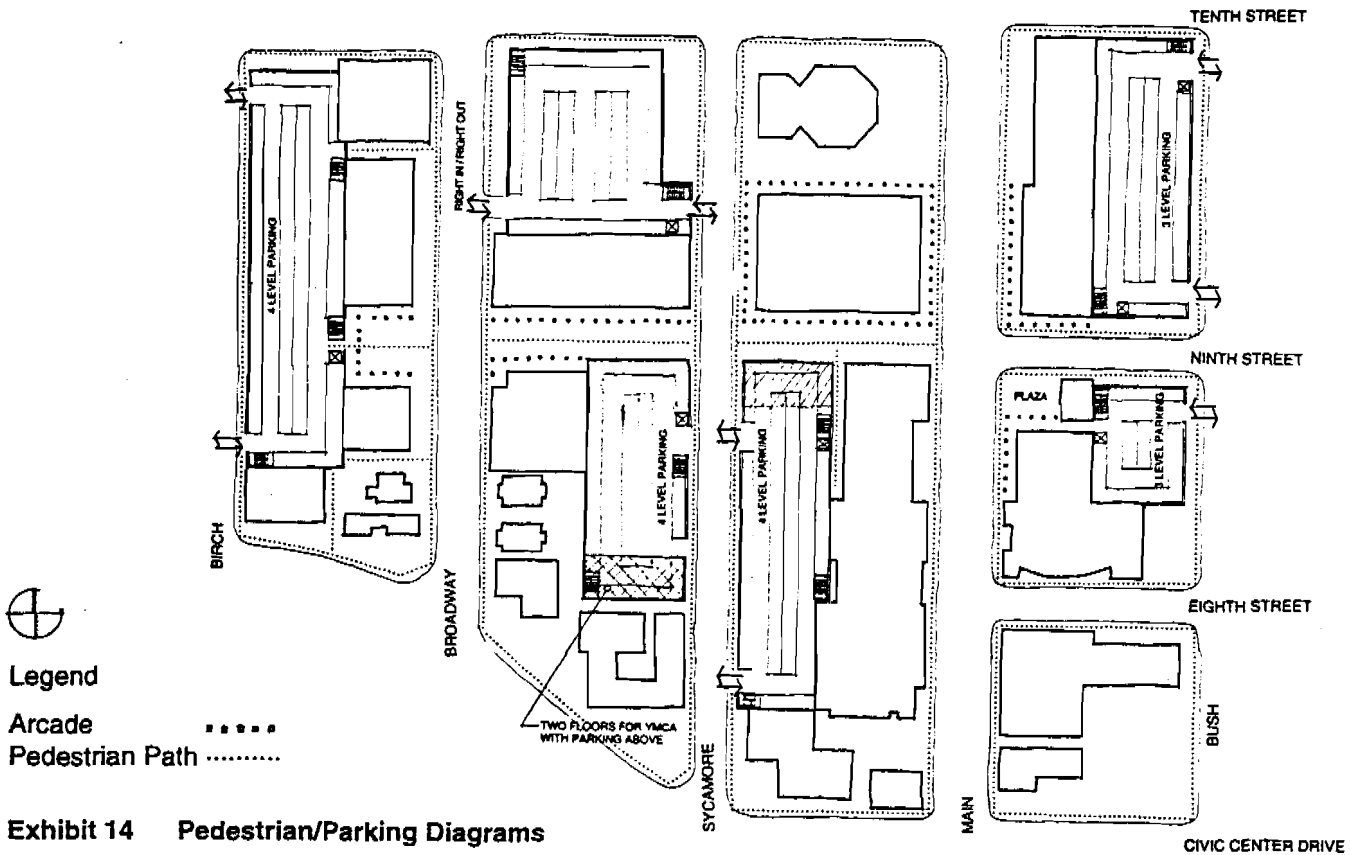


Exhibit 14 Pedestrian/Parking Diagrams

Sycamore Street Section (Exhibits 15 and 16)

The narrow blocks along Main and Sycamore will not permit street front setbacks for proposed parking garages. Therefore, landscape screening will be in on-site vine pockets and planters which are part of the structure.

Other guidelines for parking structures along Sycamore include.

- ▲ Only horizontal floors in the parking structure should be visible along Sycamore, in order to blend with surrounding buildings.
- ▲ Lighting integrated with the parking structure both to highlight the landscaping and the structure and provide safety for pedestrians (This is in addition to public street lights).
- ▲ At least 36-inch high wall built at grade to screen headlights and cars from the sidewalk. It is encouraged that openings at grade be screened with decorative devices such as metal grills, planters and awnings. Cars should be screened at all levels.
- ▲ Strongly encourage retail frontage at the ground level of a parking structure on Sycamore at the Ninth Street pedestrian way to activate the street and prevent dead zones.
- ▲ Maximum horizontal dimension of bays and openings are to be 24 feet to maintain pedestrian scale and rhythm.

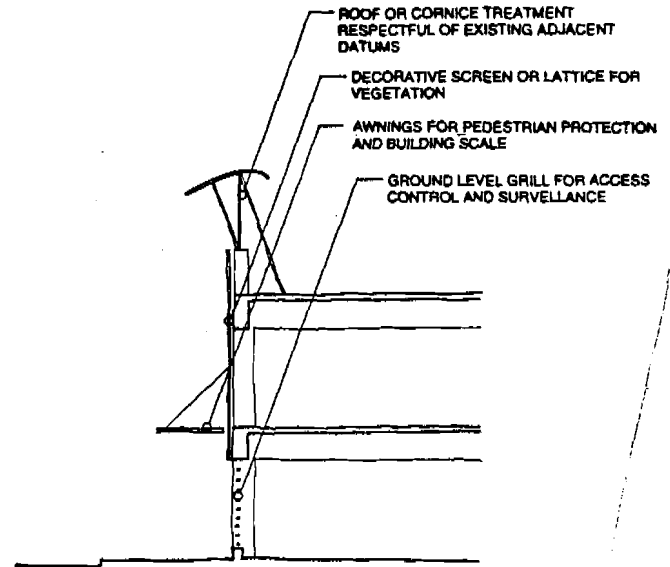
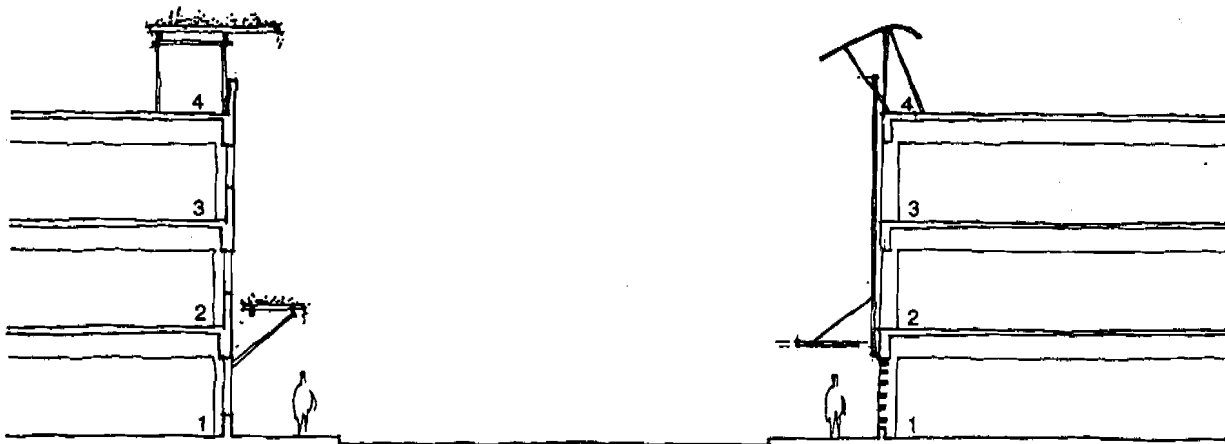


Exhibit 15 Zero Setback Parking Structure



SYCAMORE

Exhibit 16 Sycamore Street Cross Section

Bush Street Parking (Exhibit 17)

Bush Street represents the transition from a downtown commercial core to a residential district. Existing and proposed parking structures are sited at the rear of the Main Street blocks fronting Bush Street. The narrow block width will result in minimal setbacks of 10 to 15 feet. (A three-level structure requires a 10 feet Bush Street setback and a four-level structure requires a 15 feet setback). Design guidelines include the following:

- ▲ The setback areas are to be landscaped.
- ▲ Retain and augment existing street tree canopies (oak and jacaranda).
- ▲ Consistent character of landscaping on both sides of Bush Street.
- ▲ Only horizontal floors for parking structures fronting Bush Street.

- ▲ At least 36-inch high wall built at grade to screen headlights and cars from the sidewalk. Openings at grade should be screened with decorative devices such as metal grills, planters and awnings. Cars should be screened at all levels.
- ▲ Maximum horizontal dimension of bays and openings are to be 24 feet to maintain pedestrian scale and rhythm.

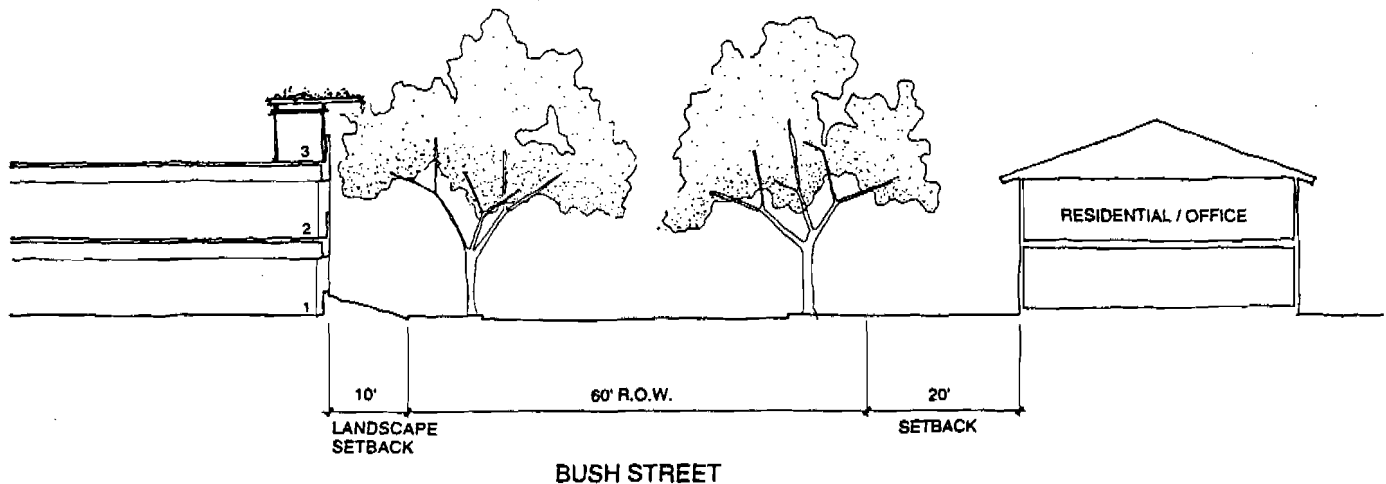


Exhibit 17 Bush Street Parking

Main Street Setbacks and Datum (Exhibits 18 and 19)

A setback of 15 feet is required for buildings along Main Street, with an arcaded base up to 35 feet high having no required setback. The Bank of America building is shown (Exhibit 18 & 19) establishing the height of the base of buildings along Main Street. A further illustration of an infill project (Exhibit 19) shows how the building base should relate to lower rise buildings on either side of it. It is anticipated that these buildings will be at the 35 feet maximum height for lower buildings. A large ground floor height is desirable, harmonizing with existing facilities. Canopies similar to those existing on Main Street and extending beyond the property line are acceptable and encouraged with encroachment permits from the Public Works Agency.

Ground floors should have the maximum amount of glazing possible. Minor advertising letters should be of an appropriate scale to complement the architectural features of the facade, in scale with a continuous signage band, and take into account existing signage on either side of new structures.

Substantial materials such as concrete, glass, metal, stone, and brick are required for buildings fronting Main Street. Smooth finish stucco (steel towel finish) will be acceptable only for buildings up to 35 feet high and in conjunction with other materials.

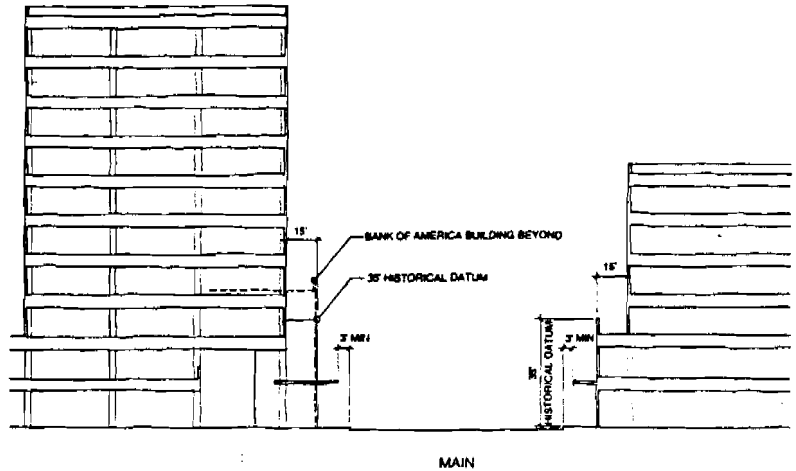


Exhibit 18 Main Street Cross Section

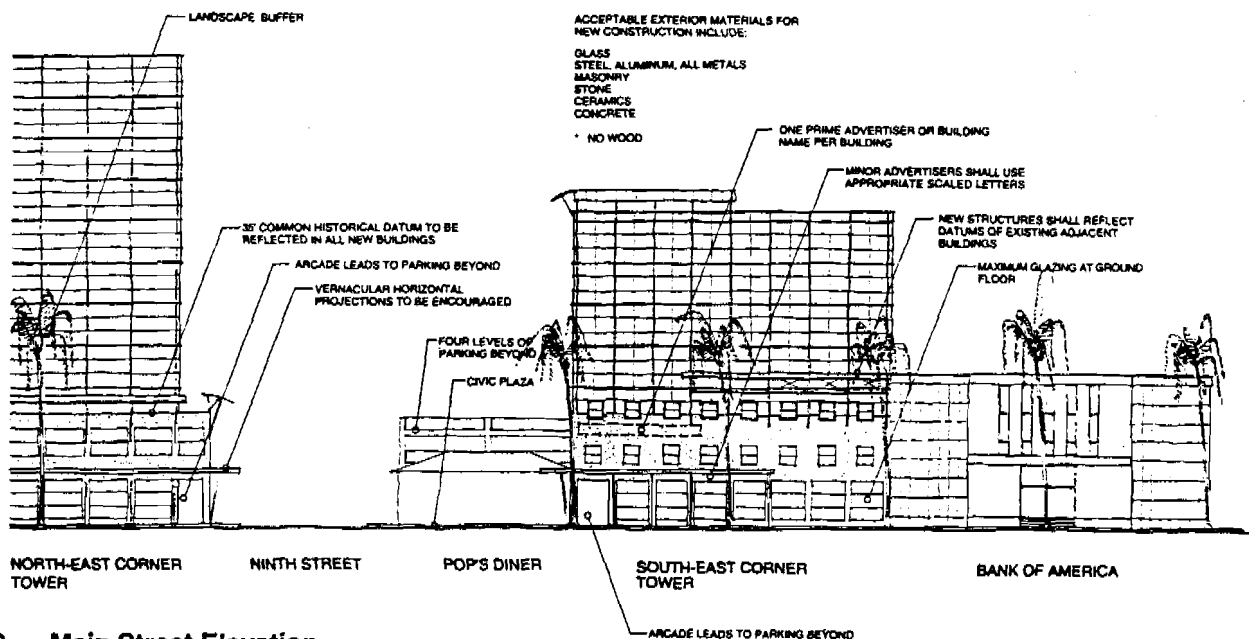


Exhibit 19 Main Street Elevation

Ninth and Main Hotel Option (Exhibit 20)

This illustration shows the building form and massing for a downtown business hotel located on Main Street between Ninth and Tenth Streets. The massing for the higher buildings is shown as two towers with a maximum diagonal dimension of 140 feet, thus controlling the building bulk to be consistent with the scale of existing Main Street towers.

A parking structure is indicated at the rear of the block, along Bush Street. Here, horizontal floors and landscaped setbacks are part of the design treatment along Bush Street.

Under the hotel option, parking requirements will need to address a mix of uses, which may include ground floor retail, hotel and offices. Specific site design considerations for access, loading and parking will be addressed during site plan review.

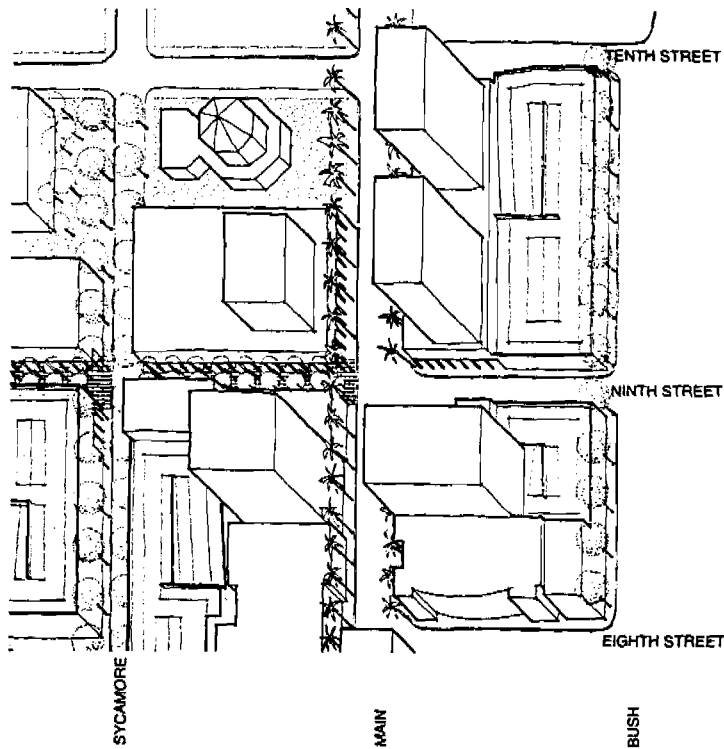
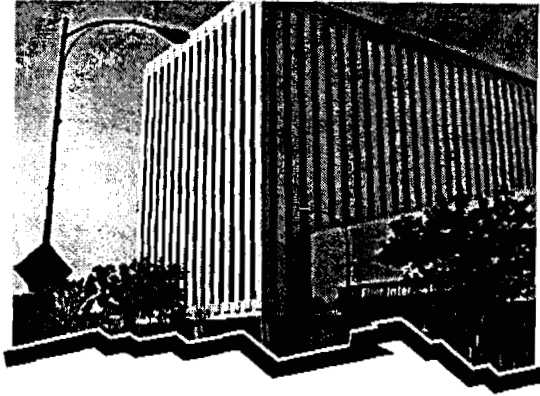
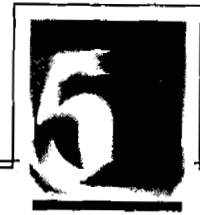


Exhibit 20 Ninth and Main Hotel Option



**CHAPTER
FINANCIAL
DISTRICT**



FINANCIAL DISTRICT

THEME

A midrise district of office towers on Main Street, with a vibrant street-life of support retail stores, services and restaurants. (See Exhibit 21, Financial District Concept Plan.)

OBJECTIVES

- Maintain the existing concentration of financial institutions and office towers on Main Street and encourage reinvestment to enhance the quality of this space.
- Encourage an office tower development on Main Street.
- Encourage ground floor retail uses on Main Street to serve the day-time office employees, visitor traffic on Main Street and to enhance the quality of the pedestrian experience.
- Enhance the sidewalk space on Main Street through widening, additional landscaping and streetscape amenities on private property.

LAND USE ACTIVITIES

The Financial District lies at the center of Midtown from Tenth Street on the south and Washington Street on the north, and between Sycamore Street on the west and Bush Street on the east. The Financial District abuts the Civic/Professional District on the south, with its intended concentration of institutional and civic uses, and is within easy walking distance of the downtown retail activities along Fourth Street. The Financial District is bordered by the One Broadway District Center on the west with its mix of office and retail uses, and by the historic French Park residential district on the east. Lower intensity strip commercial development predominates along Main Street north of Washington Avenue.

The Financial District's primary role in the Midtown area is to act as a concentrated office district that will attract a mix of professional offices, financial institutions, and governmental agencies reliant in part on proximity to the Civic Center. Ground floor space should be filled with uses that are traditionally street oriented and encourage pedestrian activity, including retail establishments, restaurants,

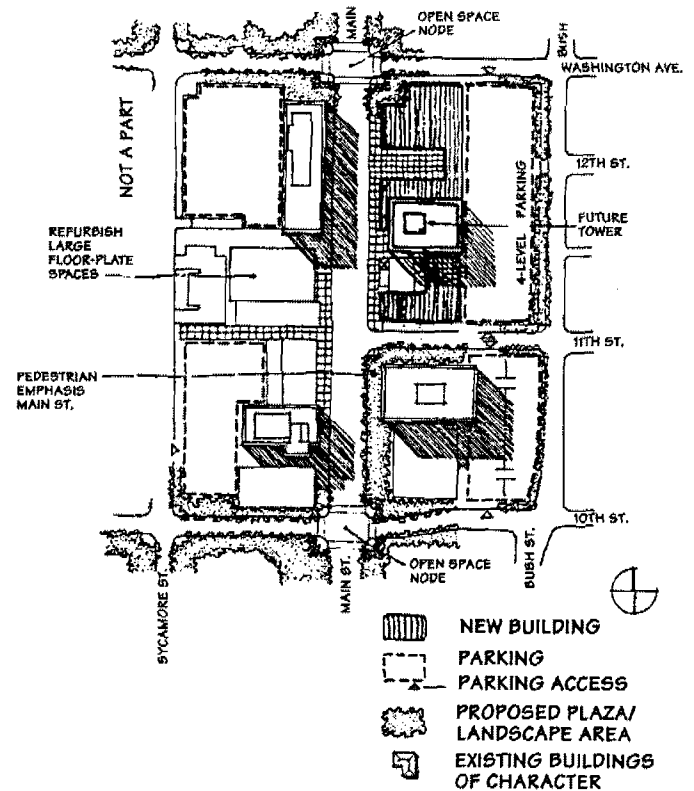


Exhibit 21 Financial District Concept Plan

banks, credit unions, and other activities that serve office workers in and near the district.

Given the relatively homogenous character of the Financial District, activity patterns will be much less complex than characterized by the Civic/Professional District to the south and the mixed office and residential districts to the east and west. Uses foreseen for the Financial District include:

- Professional, financial, insurance and real estate offices. Offices that rely on direct interface with clientele, such as retail bank operations, should locate on ground floors.
- Governmental agencies needing larger floor areas, but not having a large walk-in clientele. Examples include specialized service agencies, regional planning agencies, independent transit authorities, and Federal offices.
- Retail commercial uses that serve office workers and clients, including ground floor retail shops such as books, stationary, gifts, personal services, business services, and restaurants.
- Museums, galleries, or unique attractions.
- Day care facilities
- Medical offices and clinics located on the upper floors of commercial office buildings.

PHYSICAL FRAMEWORK

- The urban street grid is reinforced by the extension of Eleventh Street as a mid-block pedestrian way.
- Main Street is the primary north-south arterial, and access to parking is provided by cross streets and Sycamore Street south of Tenth Street and north of Washington.
- Open space nodes and special intersection streetscape on Main Street at Tenth and Washington Streets provide landmarks for the district.
- Main Street is the primary pedestrian focus for the district.
- New and existing large floor-plate spaces fronting Main Street are to be refurbished to enhance the Main Street pedestrian environment.

SITE ATTRIBUTES

- Significant concentration of existing office space
- Main Street address
- Highly visible and accessible location

DEVELOPMENT OPPORTUNITIES

The following development opportunities define the major projects within the district. The descriptions approximate the development potential of each site, and do not indicate actual permitted capacities. These will be defined by development standards and design guidelines.

- Reuse and refurbishment of an appropriate ground floor activity on Main Street, such as a food court, gallery or exhibit space, as a bank, as a business service (including, but not limited to, copy services, Federal Express offices or United Parcel Service offices), or as service office uses such as insurance or travel agencies.
- Upgrading the existing office towers.
- New office tower and ground floor retail space on east side of Main Street between Eleventh Street and Washington Avenue. This project could include refurbishment of the bank building on Main Street at Eleventh Street and incorporate the existing trade school block at Washington and Main.
- Jewelry mart in an office tower.

DEVELOPMENT STANDARDS

Permitted and Conditionally Permitted Uses

Permitted Uses

Permitted uses in the Financial District shall be as follows.

1. Professional, business and administrative offices and services.
2. Banks, finance, insurance and real estate offices.
3. Public agencies, and quasi-public organizations and offices needing large floor areas, but not having large walk-in clientele.

This may include specialized service agencies, regional planning agencies, or independent authorities, except on the ground level.

4. Specialty and general practice medical and dental offices and clinics, including pharmacies and other retail establishments dispensing merchandise traditionally related to health care only, except on the ground level.
5. Service and commercial retail uses which shall be limited to: book stores, stationary shops, gift stores, personal and business services*, restaurants, delicatessens, florists, pharmacies, and specialty markets. *Examples of personal and business services include dry cleaners, hair salons, travel agent, insurance, copy center, mail/postal center, tailor, shoe repair, art supply, office supply. Bail bond use are not permitted.
6. Museums, libraries, galleries, theater and cinema, except those that require a conditional use permit.
7. Artist studios.
8. Day care facilities.

Conditionally Permitted Uses

The following uses may be permitted subject to the issuance of a Conditional Use Permit pursuant to the Santa Ana Municipal Code.

1. Night clubs, bars and indoor entertainment, whether freestanding or part of another permitted or conditionally permitted use.
2. Parking lots and parking structures.

Building Envelopes

General

The permitted building envelopes in the Financial District are defined by height and front yard setback requirements established for each block. Their primary purpose is to establish the relationship between public and private pedestrian space and the building wall which forms its edge. Setbacks define pedestrian space at the ground level and show where higher buildings (greater than 35 feet) can be sited.

Exhibit 22, Financial District Height and Setbacks, provides the setback dimensions from property lines and other benchmarks throughout the district, and height limits and setbacks for buildings higher than 35 feet. Reference information on the exhibit shows existing buildings that are likely to remain, thereby indicating

relationships between existing buildings and potential new development or revitalization.

Also shown for reference are major features of the comprehensive plan, including major open spaces, planned parking facilities, pedestrian access ways and recommended ground floor arcades.

There are no setbacks required for interior property lines.

Building Height

Height is specified by number of stories and feet as measured from curb grade.

Generally, the maximum height for all low-rise buildings is 35 feet, or three stories. Buildings above 35 feet in the Financial District include existing office towers on Main street and a potential office tower located on the east side of Main street between Eleventh and Twelfth Streets, eight stories high or 96 feet.

The potential tower has no setback from Main Street and a fifteen foot deep ground floor arcade. A maximum diagonal dimension of 180 feet is also specified to encourage a slender tower.

Setbacks

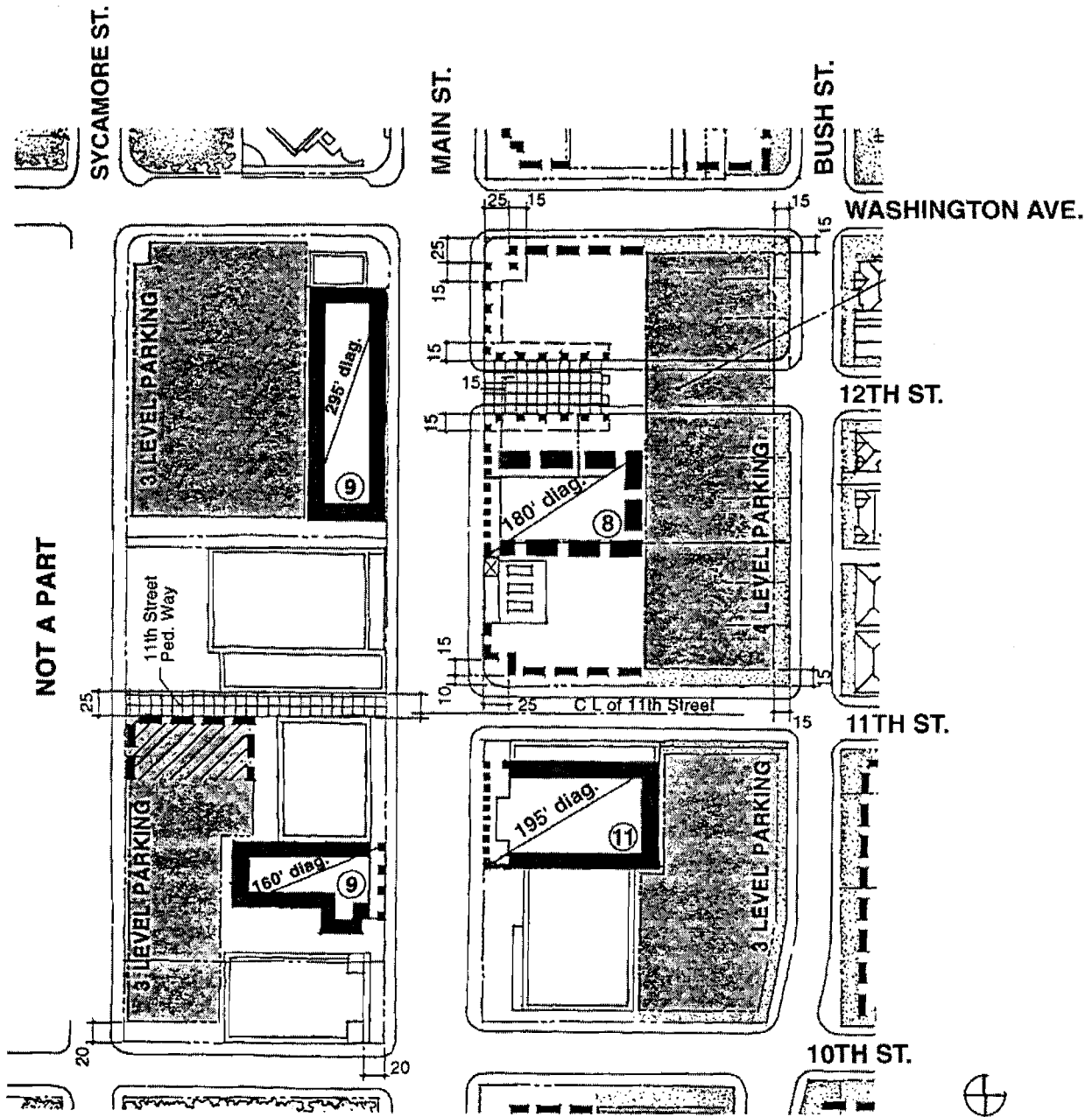
Setbacks at ground level are established to enhance pedestrian space throughout the district, create compatible relationships between existing and future building street walls and recognize opportunities to create new open space resources, such as plazas, pedestrian ways and landscaped areas.

The major setback conditions are discussed below by street:

Main Street. A variety of conditions exist. A 15 foot setback is required unless a 15 foot arcade is provided along Main Street. Existing towers have no setback, although both existing bank towers have ground floor arcades. Existing low-rise buildings, most of which have large floor plates, are typically setback, have projecting awnings and incorporate streetfront planting areas.

The potential new development on the east side of Main street would incorporate a ground level arcade and wider corner setbacks at Washington and Main streets as part of the enhanced intersection landscape treatment.

Twelfth street may be vacated if lot assemblage of all adjacent property occurs. If Twelfth Street is vacated, it should be partially retained as a pedestrian plaza that would give pedestrian access to parking and be lined with arcade ground floor space.



FINANCIAL DISTRICT

HEIGHT AND SETBACKS

BUILDING HEIGHT IS 35' UNLESS INDICATED OTHERWISE

EXISTING TALLER BLDGS. LIKELY TO REMAIN

EXISTING CURB LINE

PROPERTY LINE

BLOCK PERIMETER SETBACK

PROPOSED SITING OF HIGHER BUILDINGS

PROPOSED GROUND FLOOR ARCADE

EXISTING LARGE FLOOR-PLATE BLDGS. LIKELY TO REMAIN

EXISTING SIDEWALK CANOPY

OLDER BLDGS. OF CHARACTER LIKELY TO REMAIN

PROPOSED PARKING MIXED USE ZONE

BUILDING HEIGHT (No. of Floors)

PEDESTRIAN WAY

OPEN SPACE/LANSCAPE AREA

Exhibit 22 Financial District Height and Setbacks

Sycamore Street. Sycamore functions primarily as a local service street south of Tenth Street and north of Washington and provides access to existing and planned parking facilities on the east side of the street. There are no setback requirements. Vine pockets are encouraged along parking structures, and a 10-foot landscaped setback is required at surface parking lots.

Bush Street. Existing and planned parking facilities line the street. A ten foot setback is required for a three-level parking structure and a fifteen foot setback is required for a four-level structure.

Floor Area Ratio

The floor area ratio for the proposed office towers in this district is 2.0 FAR. The potential new tower may only occur with the abandonment of Twelfth Street and consolidation of the two blocks.

Parcel Size

The minimum parcel area is 15,000 square feet and the minimum frontage of 120 feet.

DESIGN GUIDELINES

Figure Ground Diagram (Exhibit 23)

This diagram illustrates the spatial qualities of this district at maximum build-out. Future buildings along Eleventh Street and Main should be aligned to create a "street wall" as illustrated in the diagram. The "street wall" may either be solid or porous with periodic minor breaks in its continuity so long as the whole wall is seen to define the street edge. A pedestrian way should be provided in line with Eleventh Street, between Main and Sycamore. An Outlet from the Bush Street parking structure between Eleventh and Washington should be provided onto Main, using the Twelfth Street right-of-way. Upper parking levels should be masked from the Eleventh Street pedestrian way by smaller scaled openings. The lateral width of bay openings should not exceed 24 feet in order to maintain pedestrian scale and rhythm of architectural features.

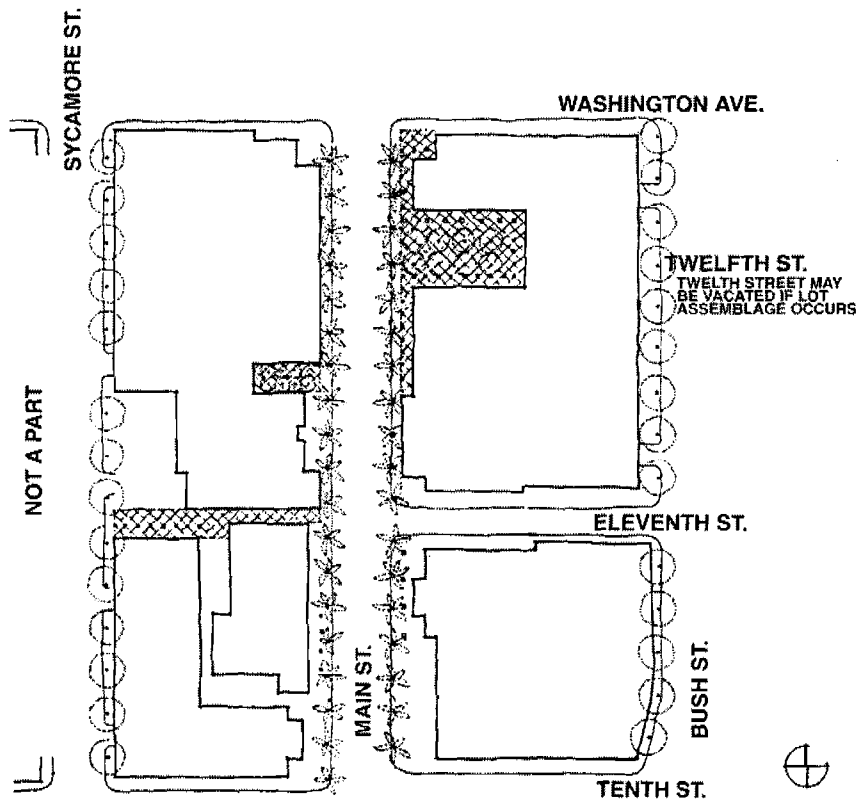


Exhibit 23 Figure Ground Diagram

Built Form Diagram (Exhibit 24)

This district has the potential for only one new office tower, for a maximum total of four towers. The narrowest building dimension should face Main Street to make it appear less bulky. Building bases up to 35 feet in height should follow the guidelines delineated under "Main Street Elevations." Street front arcades on Main Street should be part of the base structure. they should wrap around the corner and line the Twelfth Street plaza space which could provide an important pedestrian connection to proposed parking.

Retail/office frontage should line any plazas and arcades.

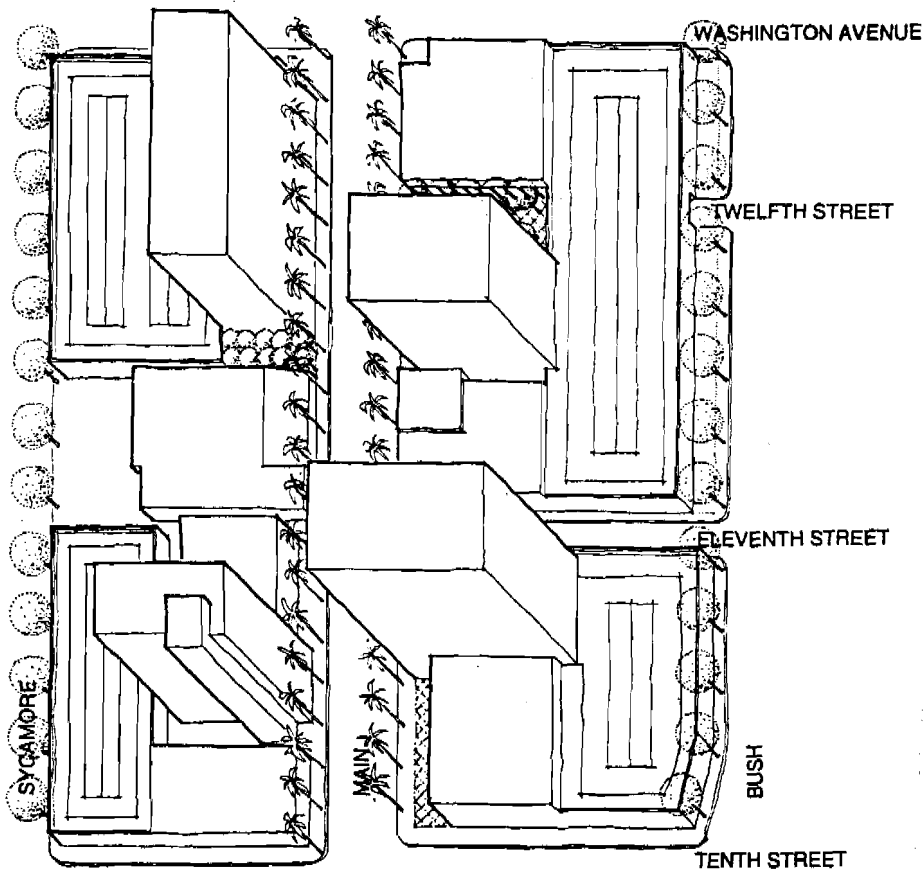


Exhibit 24 Built Form Diagram

Pedestrian/Parking Diagram (Exhibit 25)

These diagrams illustrate vehicular access points and pedestrian paths at proposed parking structures. To ensure lively streets, the following design guidelines are recommended:

- Discourage general public access from parking structures directly to buildings to encourage pedestrian traffic on the street.
- Stairs and elevators serving parking structures be located with direct access onto street sidewalk; preferably, stairs should be located at or as near as possible to the intersection of two streets.
- Shops front directly onto Tenth, Eleventh, and Washington Streets.
- Where possible, retail should also be located on major north/south streets; if only one entrance is to be provided, it should be off the side streets (East/West), with the exception of Washington Street.
- No parking structures shall front on Main Street.

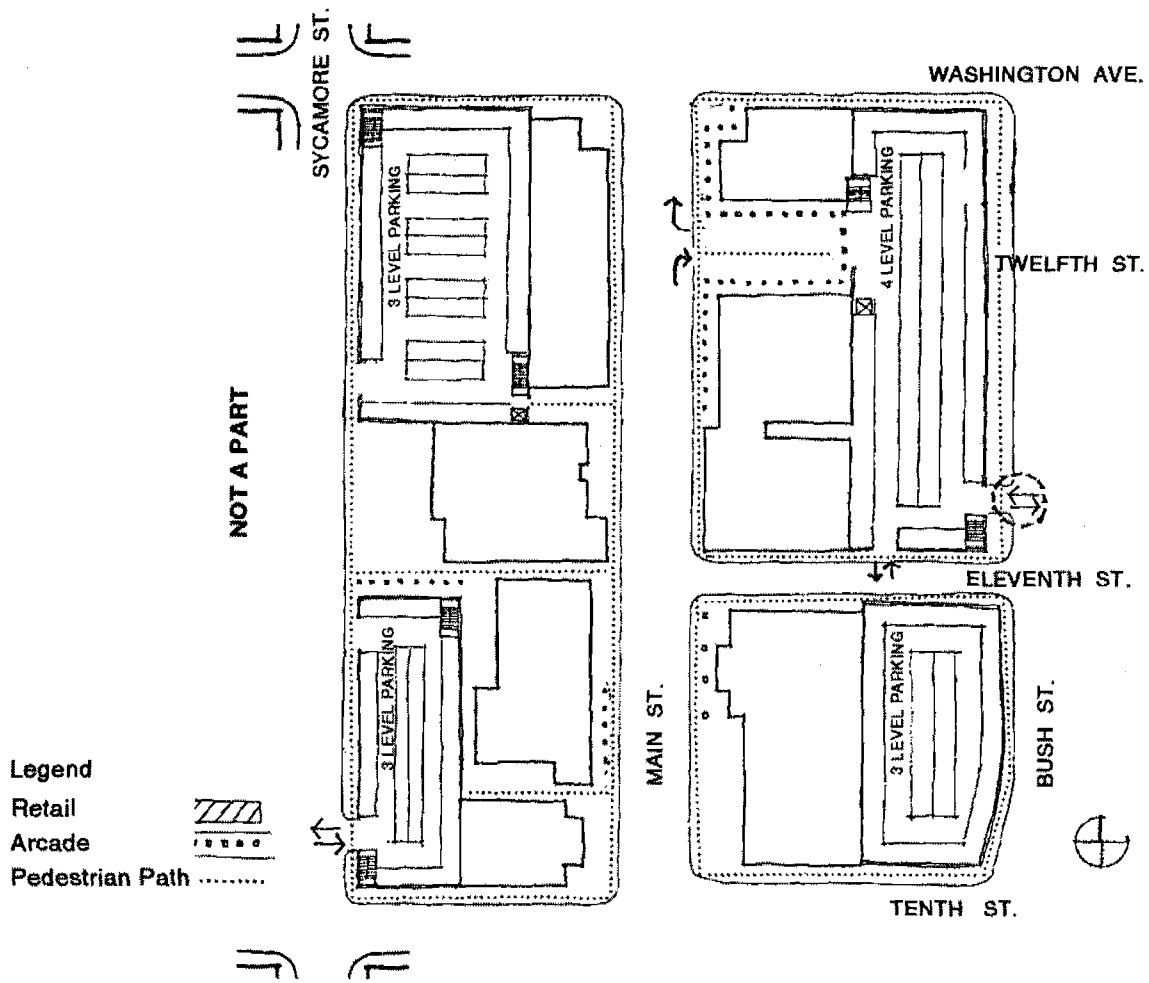


Exhibit 25 Pedestrian/Parking Diagram

Sycamore Street Section (Exhibit 26)

The narrow blocks along Main and Sycamore will not permit street front setbacks for proposed parking garages. Therefore, landscape screening will be in on-site vine pockets and planters which are part of the structure.

Other guidelines for parking structures along Sycamore include:

- ▲ Only horizontal floors along Sycamore (No ramping to be visible).
- ▲ Lighting integrated with the parking structure both to highlight the landscaping and the structure and provide safety for pedestrians. This is in addition to public street lights.
- ▲ At least 36 inches of wall be built at grade to screen headlights and cars from the sidewalk. It is encouraged that openings at grade be screened with decorative devices such as metal grills, planters and awnings. Cars are to be screened on all levels.
- ▲ Wherever possible, retail frontage on the Eleventh street pedestrian way should be provided at the ground level of a parking structure to activate the street and prevent dead zones.
- ▲ Maximum horizontal dimension of bays and openings are to be 24 feet to maintain a pedestrian scale and architectural rhythm.

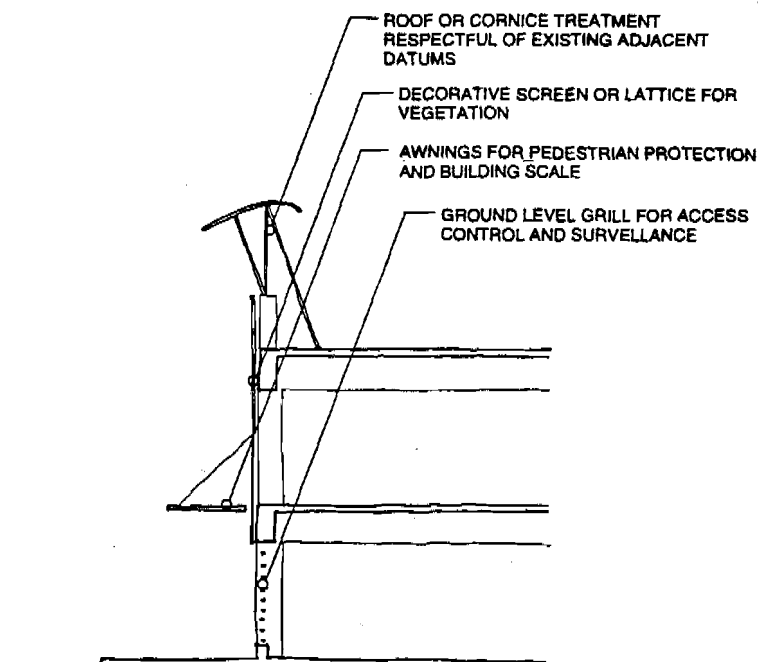


Exhibit 26 Sycamore Street Section

Bush Street Parking (Exhibit 27)

Bush Street represents the transition from a downtown commercial core to a residential district. Existing and proposed parking structures are sited at the rear of the Main Street blocks fronting Bush Street. The narrow block width will result in minimal setbacks of 10 to 15 feet. (A three-level structure would require a 10 feet Bush Street setback and a four-level structure would require a 15 feet setback). Design guidelines include the following:

- ▲ The setback area is to be landscaped.
- ▲ Retain and augment existing street tree canopies (oak and jacaranda).
- ▲ Consistent character of landscaping on both sides of Bush Street.

- ▲ Only horizontal floors for parking structures fronting Bush street.
- ▲ At least 36-inch high wall built at grade to screen headlights and cars from the sidewalk. Openings at grade shall be screened with decorative devices such as metal grills, planters and awnings. Cars on all levels are to be screened.
- ▲ Maximum horizontal dimension of bays and openings are to be 24 feet to maintain pedestrian scale and architectural rhythm.

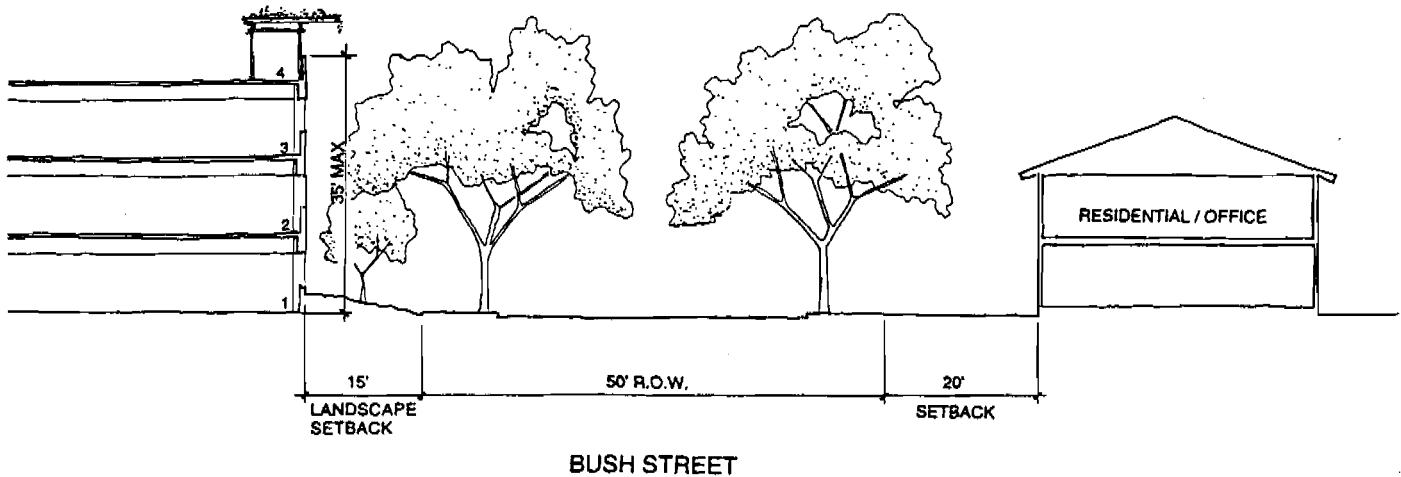


Exhibit 27 Bush Street Parking

Main Street Elevations (Exhibit 28)

Main Street elevation character is well established by the several large existing office towers on both sides of the street.

Infill projects should establish a building base with a continuous arcade along the street. A large ground floor height is desirable, harmonizing with existing ground floor lobby heights. Ground floors should have the maximum amount of glazing possible. Minor advertising letters should be of an appropriate scale to complement the architectural features of the facade, should be in scale with a continuous signage band, and should take into account existing signage on either side of new structures.

Substantial materials such as concrete, glass, metal, stone and brick are required for building fronting on Main Street. Smooth finish stucco (steel trowel finish), will be acceptable for buildings up to 35 feet high, and in conjunction with other materials.

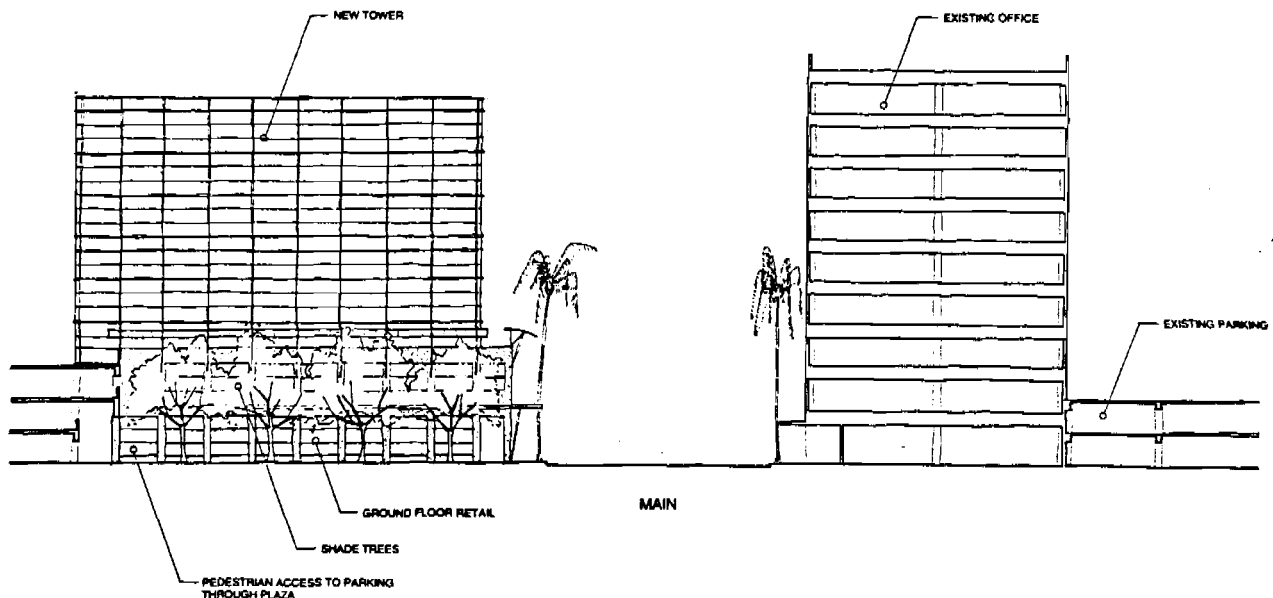
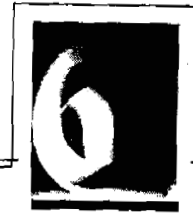


Exhibit 28 Main Street Elevations



CHAPTER
COMMUNITY
AND
SPECIALTY
RETAIL
DISTRICT

COMMUNITY AND SPECIALTY RETAIL DISTRICT

THEME

An active and convenient community shopping and entertainment district that provides services to the surrounding residential neighborhoods. (See Exhibit 29, Community and Specialty Retail District Concept.)

OBJECTIVES

- Establish a community-oriented shopping district to serve surrounding neighborhoods. Activities should include a mixture of convenience stores, personal services and entertainment in a setting which will provide a social gathering place and be convenient for people coming by car and on foot.
- Create a specialty shopping area incorporating the unique character of older Main Street structures, and attract a wide variety of specialty retail activities, including those which are complementary to the adjacent Museum District.
- Encourage small-lot infill development or relocated historic structures on Main Street that are complementary to the character and siting of existing structures.
- Enhance the sidewalk space on Main Street through widening, additional landscaping, sidewalk canopies, streetscape amenities.
- Encourage a more intense form of development at Seventeenth and Main Streets which can be part of a "gateway" for Midtown, incorporating office towers and ground floor retail fronting Main and Seventeenth Streets.
- Encourage activities that complement the Museum District.
- Enhance pedestrian accessibility from adjacent neighborhoods.

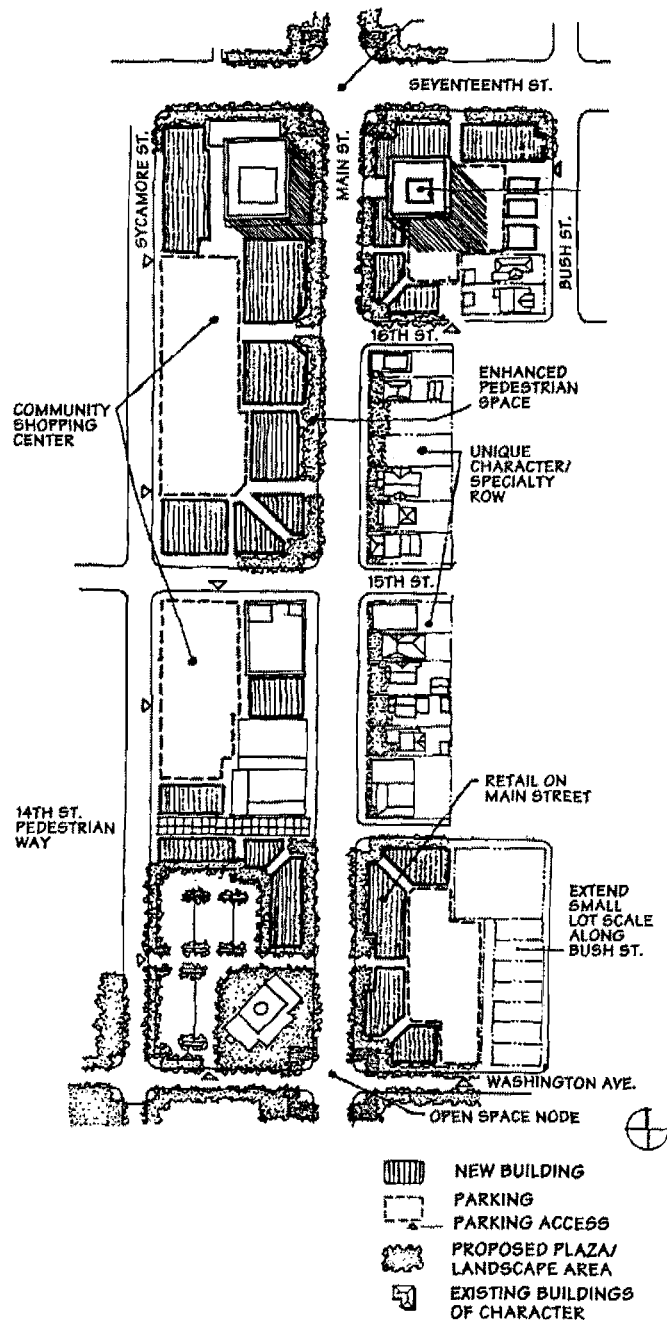


Exhibit 29 Community & Specialty Retail District



LAND USE/ACTIVITIES

The Community and Specialty Retail District occupies the four block stretch of Main Street north of Washington Avenue, and has the role of providing a community oriented shopping district while expanding upon its present role of providing regional specialty stores.

This area will continue as a lower intensity commercial district, but will increasingly provide for the shopping needs of the surrounding residential neighborhoods, and of the employees to the south. The primarily employment and service-related activities to the south will transition to predominantly retail commercial activity patterns. In general, the larger lots along the west side of Main Street lend themselves to the development of larger square footage retail uses, including a neighborhood shopping center anchored by a supermarket, drug store and entertainment activities. The smaller lots along the eastern side of the street offer opportunities for specialty retail uses that serve both regional and local customers.

In order to encourage the transition of this district into an integrated neighborhood and community shopping district, permitted activities along the western side of Main Street should focus on those that normally gravitate to integrated shopping centers. Encouraged activities along the eastern side of Main Street should be oriented towards free standing uses that offer unique merchandise or regional specialties while benefiting from the unique character afforded by the older Main Street structures. Such uses include:

- ▲ Neighborhood serving retail commercial uses such as supermarkets, laundries, pharmacies, dry goods stores, hardware stores, family restaurants, entertainment uses, and a wide variety of specialty stores and services. Such uses should be in integrated centers with shared parking accessible from Sycamore Street and east-west cross streets.
- ▲ Neighborhood serving offices such as real estate agents, insurance agents, doctors and dentists, and similar services. These uses could be either in free-standing one or two story buildings, or on the second story of a neighborhood commercial center.
- ▲ Entertainment uses such as theaters, specialty restaurants, or gyms. Entertainment uses should cluster around a central plaza space within easy walking distance of the Financial District and the nearby residential neighborhoods.
- ▲ Specialty retail uses that require a free-standing building. These uses would concentrate along the eastern side of Main Street, and include cafes, book stores, restaurants with outdoor seating, antique stores, apparel stores, and craft and hobby shops.
- ▲ Day care facilities



PHYSICAL FRAMEWORK

- ▲ The urban street grid pattern is reinforced by the extension of Fourteenth Street as mid-block pedestrian way.
- ▲ Main Street is the primary north-south arterial and access to parking is provided by cross streets and Sycamore Avenue.
- ▲ Open space nodes and special intersection streetscape on Main Street at Washington and Seventeenth Street provide landmarks for the district.
- ▲ Main Street is the primary pedestrian area in the district.
- ▲ The one and two- story residential building scale on the east side of Main street should be maintained and complemented by similarly scaled structures. Taller buildings are appropriate near Seventeenth Street, while two to four story heights are appropriate on the west side of Main Street.



SITE ATTRIBUTES

- ▲ Significant land area currently used for on-grade parking provide suitable sites for parking structures serving the district.
- ▲ Main street address.
- ▲ Highly visible and accessible location.
- ▲ Unique character of older structures fronting Main street.
- ▲ Adjacent to downtown residential neighborhoods.



DEVELOPMENT OPPORTUNITIES

The following development opportunities define the primary projects within the district. The descriptions approximate the development potential of each area, and do not indicate actual permitted capacities. These will be defined by development standards and design guidelines.

Community Shopping Center Encompassing two blocks west of Main Street, from Washington to Seventeenth Street, development would provide substantial retail space and be integrated with existing financial institutions and large floor plate retail structures. A super market and/or drug store is an essential anchor use for the new community-serving center. Parking structures serving the district would front on Sycamore.

Gateway Tower at Seventeenth Street A 6 story office tower combined with ground floor retail space and a parking structure would be included in this development.

Specialty Row Two blocks of residentially-scaled structures would be converted to retail use and older homes could be relocated onto existing lots to infill the historic home character. Parking would be provided at the rear of the lots and in a new parking structure north of Sixteenth Street.

Retail Frontage on Main Street. Low-rise retail frontage between Washington and Fourteenth Street. About 28,000 square feet of ground floor retail and 23,000 square feet of upper level space with a parking structure on the rear portion of the Main Street lots.



DEVELOPMENT STANDARDS

Permitted and Conditionally Permitted Uses

Permitted Uses

Permitted uses in the Community/Specialty Retail district shall be as follows.

1. Professional, business and administrative offices and services, including real estate or insurance agents, and other businesses with a strong neighborhood orientation.
2. Specialty and general practice medical and dental offices, including counseling and psychology, above the ground level (2nd floor or above).
3. Service and commercial retail uses permitted in the C-1 (Community Commercial) Zone, except automobile related sales, service and repair, plant nurseries, outdoor storage, or other uses as specified elsewhere herein.
4. Museums, libraries, galleries, theaters and cinema, except those that require a conditional use permit.
5. Artist studios.
6. Day care facilities.
7. Plazas and other publicly accessible open space.

Conditionally Permitted Uses

The following uses may be permitted subject to the issuance of a Conditional Use Permit pursuant to the Santa Ana Municipal Code.

1. Parking lots and parking structures.

2. Places of worship provided they are located in freestanding buildings only.
3. Night clubs, bars and indoor entertainment, whether freestanding or part of another permitted or conditionally permitted use.
4. Collectible and antique shops, not including thrift and pawn shops.
5. Parking lots and parking structures, except on Main Street.
6. Laundromats.
7. Food uses open between 12 midnight and 5:00 a.m. within 150 feet of residential property.

Building Envelopes

General

The permitted building envelopes in the Community/Specialty Retail District are defined by height and front yard setback requirements established for each block. Their primary purpose is to establish the relationship between public and private pedestrian space and the building wall which forms its edge. Setbacks define pedestrian space at the ground level and show where higher buildings (greater than 35 feet) can be sited.

Exhibit 30, Community and Specialty Retail Height and Setbacks, provides the setback dimensions from property lines and other benchmarks throughout the district, and height limits and setbacks for buildings higher than 35 feet. Reference information on the exhibit shows existing buildings that are likely to remain, thereby indicating relationships between existing buildings and potential new development or revitalization.

Also shown for reference are major features of the comprehensive plan, including major open spaces, planned parking facilities, pedestrian access ways and recommended ground floor arcades.

There are no setbacks for side and rear interior property lines.

Building Height

Height is specified by number of stories and feet as measured from curb grade.

The maximum height for all low-rise buildings is 35 feet, or three stories. Heights up to six stories or 75 feet are permitted at Seventeenth and Main Streets.

The potential gateway tower is set back ten feet from the Main Street property line and fifteen feet from the Seventeenth Street property line, with enhanced gateway plaza landscaping at the intersection.

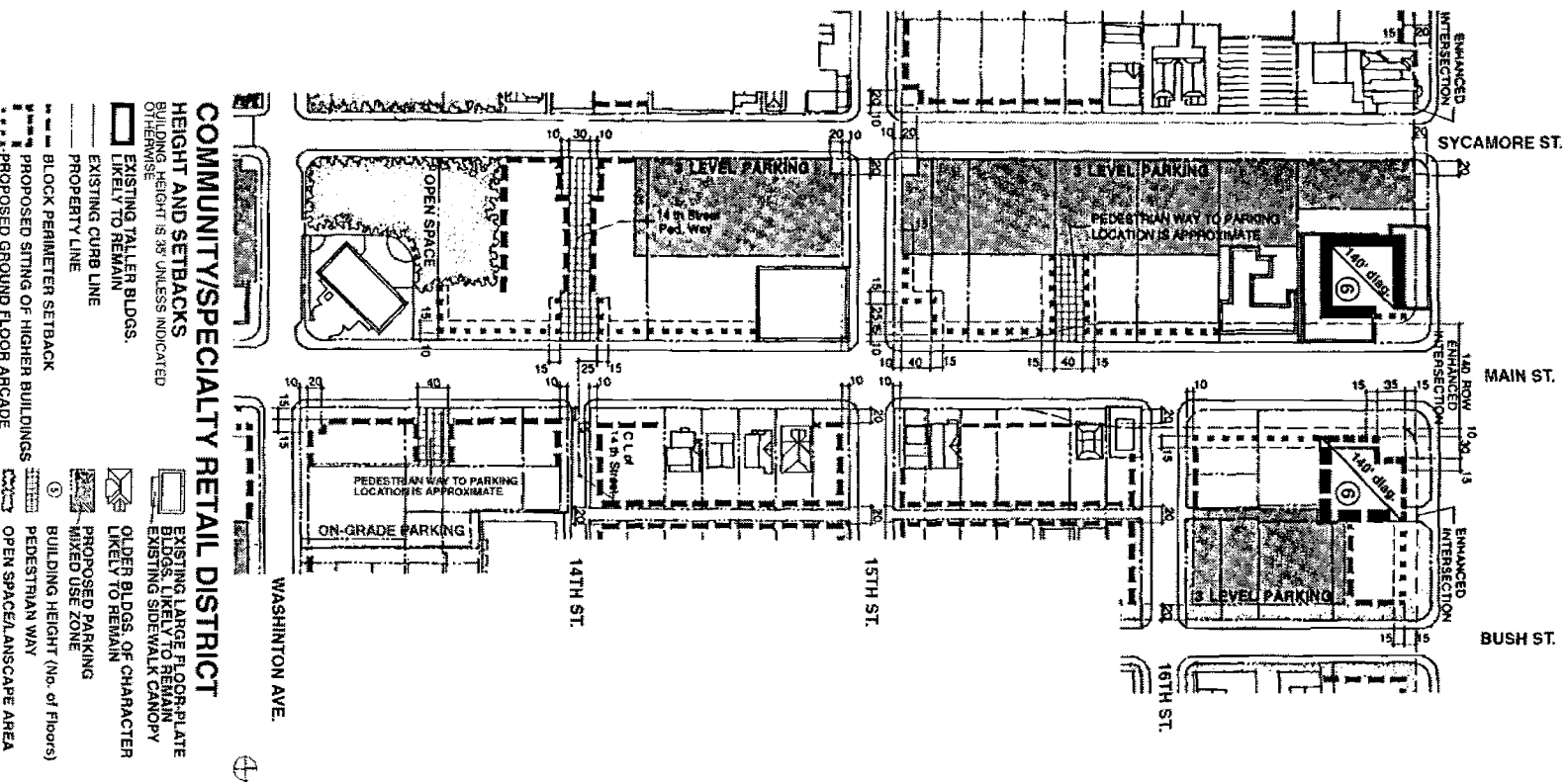


Exhibit 30 Community and Specialty Retail Height and Setbacks

A maximum diagonal dimension of 160 feet is also specified to encourage a slender tower.

Setbacks

Setbacks at ground level are established to enhance pedestrian space throughout the district, create compatible relationships between existing and future building street walls and recognize opportunities to create new open space resources, such as plazas, pedestrian ways and landscaped areas.

The major setback conditions are discussed below by street:

Main Street. On the east side of Main, setback conditions are specific to each block. They are designed to permit an enhanced pedestrian space to be established with appropriate landscaping and street furniture. A double row of street trees is proposed for both sides of Main. Between Sixteenth and Seventeenth Streets, a ten foot setback is required and a 15 foot deep ground level arcade is required. Between Fourteenth and Sixteenth Streets, a 20 foot setback is required, which reflects the existing front yards of residential structures on these two blocks. Between Washington and Fourteenth Street, a 15 foot setback is required.

On the west side of Main, all new development would set back 10 feet and have a 15 foot deep ground level arcade. Larger corner setbacks are required at Fifteenth Street and for the proposed Fourteenth Street pedestrian way.

Sycamore Street. A five foot setback is required for parking structures on the east side of Sycamore. A minimum 10 foot landscaped setback is required for surface parking lots. On the west side of Sycamore, between Fifteenth Street and Seventeenth Street, a ten foot setback is required, consistent with most of the existing front yard space on this block. Vine pockets are encouraged along parking structures, and a 10-foot landscaped setback is required at surface parking lots.

Bush Street. A 20 foot setback is required between Sixteenth Street and Seventeenth Street, consistent with the front yard setbacks typical for most of Bush Street.

Seventeenth Street. A 15 foot setback is required along Seventeenth Street.

Floor Area Ratio

The General Plan specifies a 1.0 FAR for this portion of Main Street. The existing Sanwa Bank site and the proposed office tower on the east side of Main street may have up to a 2.0 FAR.

Parcel Size

The minimum parcel area is 6,000 square feet, with a minimum frontage of 50 feet.

Enhanced Intersection

The City of Santa Ana may implement enhanced traffic movement intersections at Main and Broadway along Seventeenth Street in the future. Should these dedications and improvements be required as a condition of development, or should they be installed by the city, all development shall be adjusted accordingly to maintain setbacks, plazas, form, and FARs. as specified herein.

DESIGN GUIDELINES

Figure Ground Diagram (Exhibit 31)

This diagram illustrates that the buildings along the west side of Main Street shall be continuous in contrasting with the existing and proposed new structures on the east side of Main Street, which are cited on small lots and have side yard setbacks.

Where shown on the Figure Ground Diagram an arcade of at least 15 feet in depth and 15 feet - 35 feet in height should be provided.

A plaza should be located at the west side of Main between Fifteenth and Sixteenth Streets. That plaza provides access from the parking structure located between Sycamore and Main. The arcade along Main Street should wrap around the buildings as they come towards the parking structure.

A distinct break in buildings should be made for pedestrians in line with Fourteenth Street, north of Washington.

All buildings on the west side of the street should form a continuous street wall.

A double row of street trees (palms) should be employed along Main Street to further enhance the pedestrian space and unify the streetscape. Street trees will be located on private property, and within the Main Street right-of-way.

An entry plaza is to be provided at the intersection of Main and Seventeenth Streets.

Buildings on the east side of Main should be continuous between Seventeenth and Sixteenth Streets as well as between Washington and Fourteenth Streets with the exception of the plaza giving access to the parking.

The buildings between Fourteenth and Sixteenth Streets should reflect the context and scale of existing structures in that segment of Main Street. The parcel bounded by Main, Washington and Sycamore and presently including Home Savings, is to include a heavily landscaped parking lot with large canopy trees and a large plaza at Main and Washington.

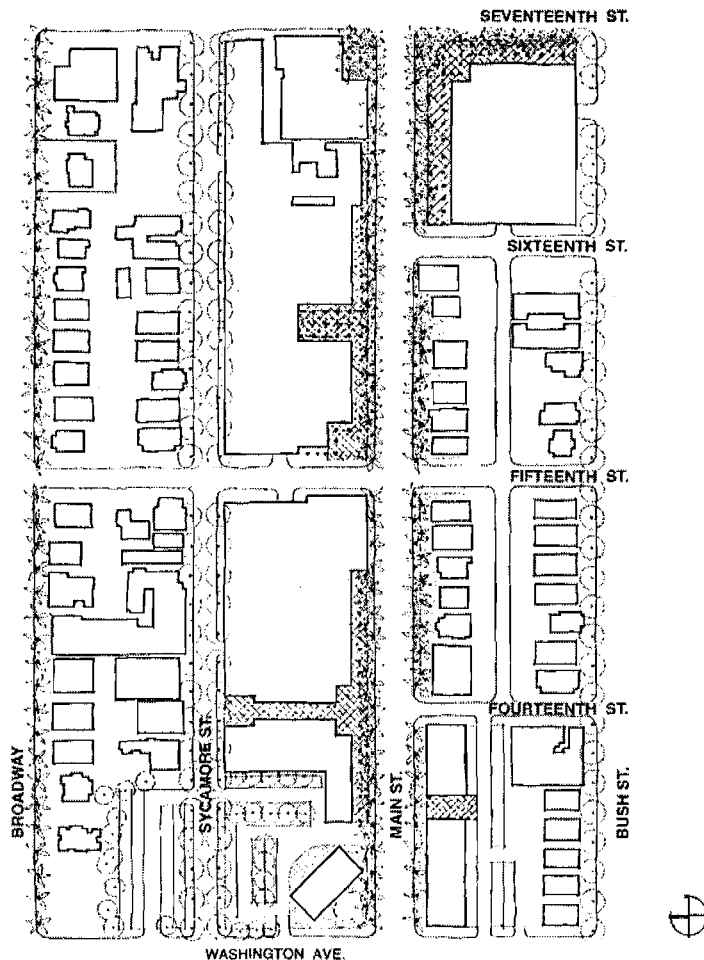


Exhibit 31 Figure Ground Diagram

Built Form Diagram (Exhibit 32)

The Built Form Diagram shows in three dimensional terms the characteristics described in the Figure Ground Diagram.

A consistent treatment for buildings along the west side of Main is encouraged. The arcade treatment fronting Main and wrapping around corners at plazas should be continuous, use consistent spacing between columns, use similar column details and similar flooring materials throughout.

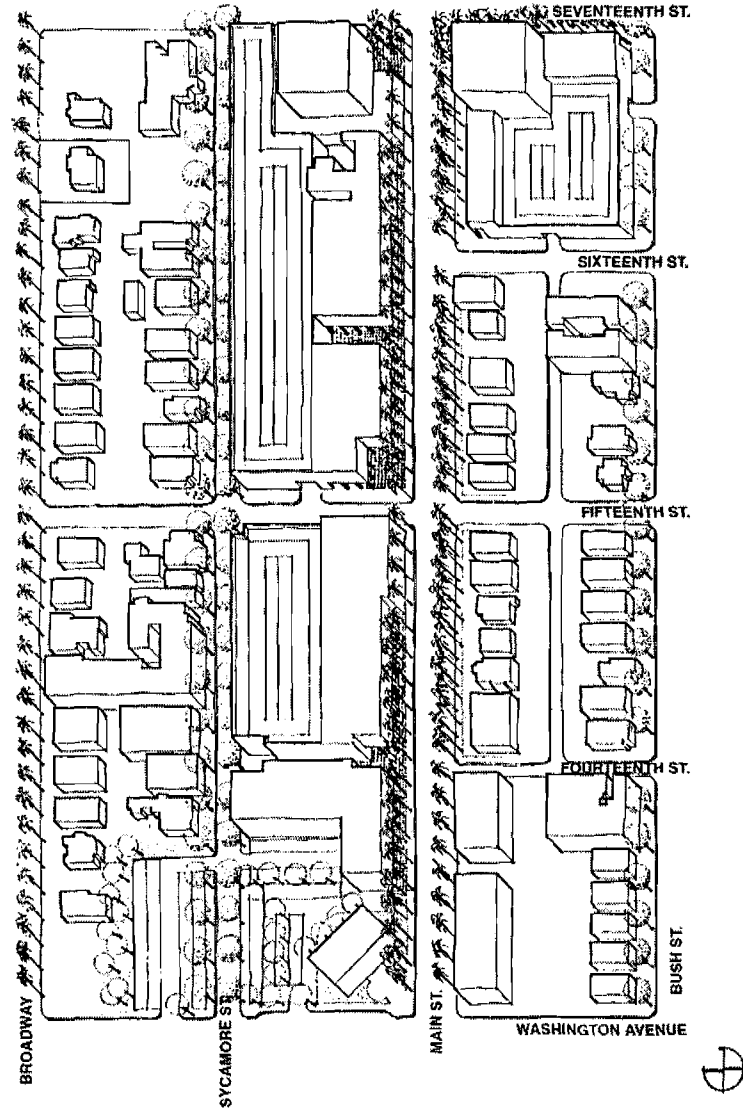


Exhibit 32 Built Form Diagram

Pedestrian/Parking Diagram (Exhibit 33)

These diagrams show entries to parking structures and possible locations of staircases providing access to the streets.

Parking for the small scale structures on the east side of Main should be at the rear of the lots, screened from Main Street.

To ensure lively streets, the following design guidelines are recommended:

- Discourage access by the general public from parking structures directly to buildings to encourage pedestrian activity.
- Stairs and elevators serving parking structures be located with direct access onto street sidewalk; preferably, stairs should be located at or as near as possible to the intersection of two streets.
- Shops front directly onto Main Street and the Fourteenth Street pedestrian way.
- No parking structure shall front on Main Street.

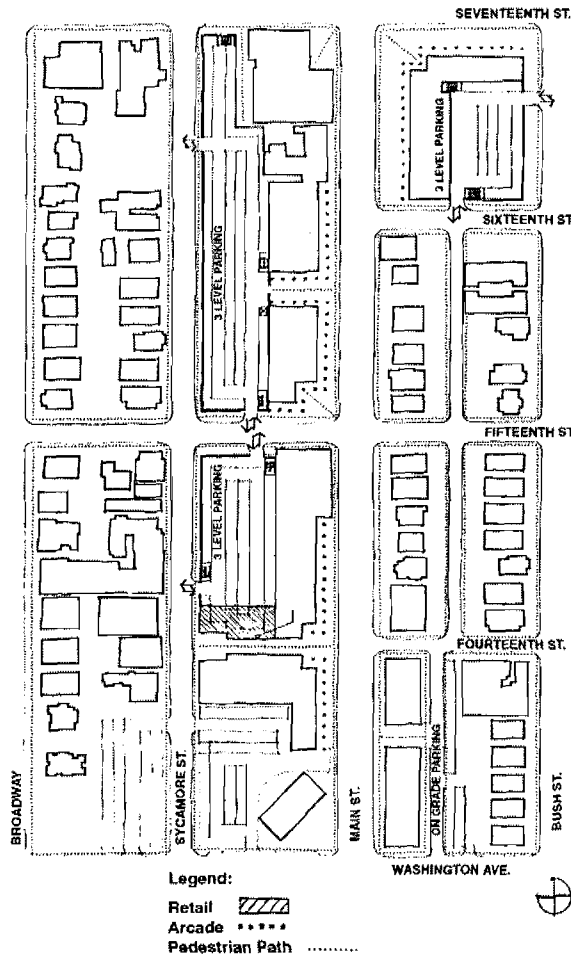


Exhibit 33 Pedestrian/Parking Diagram

Sycamore Street Section (Exhibit 34)

The narrow blocks along Main and Sycamore will not permit street front setbacks for proposed parking garages. Therefore, landscape screening will be in vine pockets and planters which are part of the structure.

Other guidelines for parking structures along Sycamore include:

- ▲ Only horizontal floors along Sycamore.
- ▲ Lighting integrated with the parking structure both to highlight the landscaping and the structure and provide safety for pedestrians. This is in addition to public street lights.
- ▲ At least 36-inch high wall built at grade to screen headlights and cars from the sidewalk. It is encouraged that openings at grade be screened with decorative devices such as metal grills, planters and awnings. Vehicles on all levels are to be screened.
- ▲ Retail frontage should be provided at the ground level of a parking structure to provide street activity and prevent "dead zones". This applies along the Fourteenth Street pedestrian way.
- ▲ Maximum horizontal dimension of bays or openings are to be 24 feet to maintain pedestrian scale and architectural rhythm.

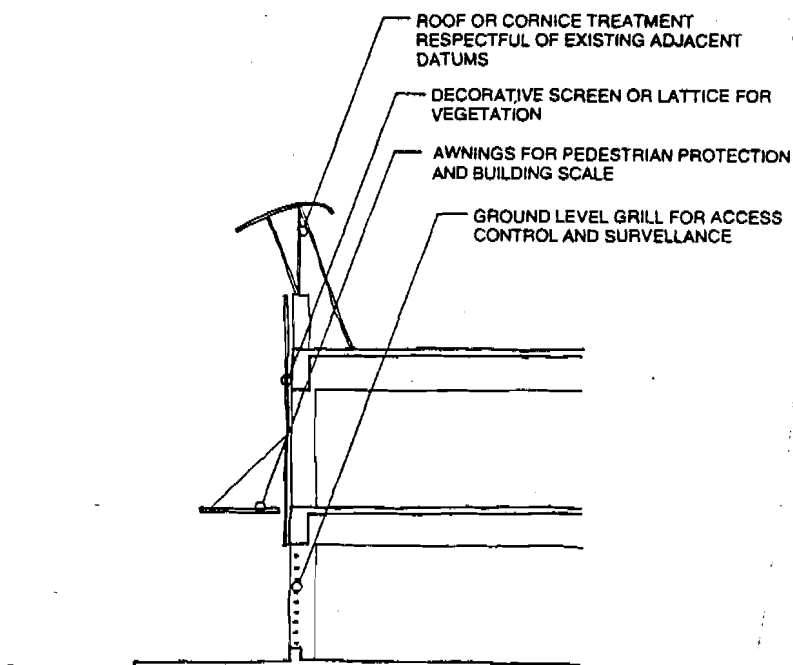


Exhibit 34 Sycamore Street Section

Bush Street Parking (Exhibit 35)

There is only one location for a parking structure in this district at Bush Street; that is between Sixteenth and Seventeenth Streets fronting onto Bush. Access for vehicular traffic can be off either Sixteenth Street or Bush.

Horizontal floors for the parking structure should front Bush Street (no sloping floors or ramps facing the streets). The maximum horizontal dimension of any bays or openings is to be 24 feet to maintain pedestrian scale and architectural rhythm.

At least 36 inches of wall shall be built at grade to screen headlights and cars from the sidewalk. Openings at grade should be screened with decorative devices such as metal grills, planters and awnings. Vehicles on all levels are to be screened.

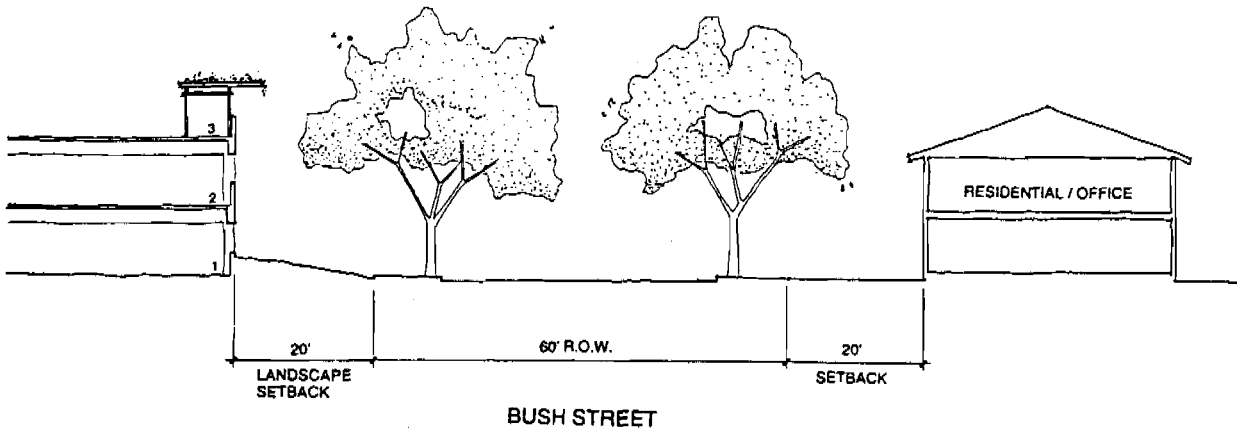


Exhibit 35 Bush Street Parking

Main Street Elevations (Exhibit 36)

Facade conditions will vary along Main Street. An arcaded base is proposed for the west side, and for the gateway block at Seventeenth Street along the east side of the street. Exhibit 36, Main Street Elevations, illustrates new buildings and how the existing scale, context, and fenestration patterns should be maintained. A larger scale architectural element is encouraged at the corner of each block as shown at the corner of Fifteenth and Main.

Specifically, front porches with columns are encouraged. Elements such as shed roofs and dormer windows are encouraged as are small scale elements relating directly to pedestrians.

The east side of Main Street consists of smaller scale residential buildings, with typical residential side yards separating each structure. New architectural structures shall maintain the character and scale of existing buildings on this side of Main Street.

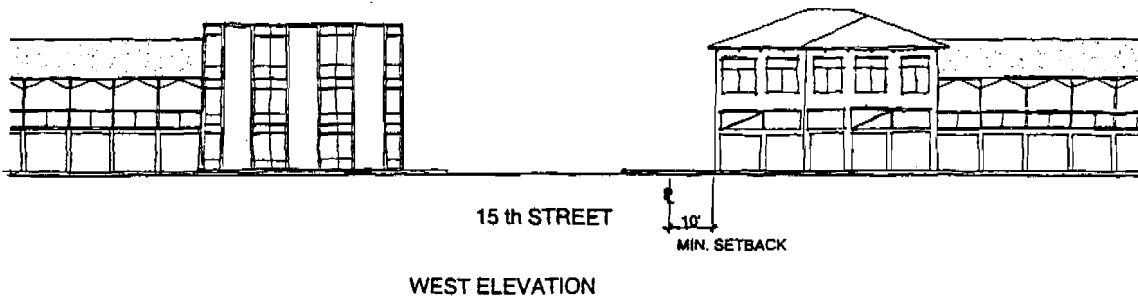
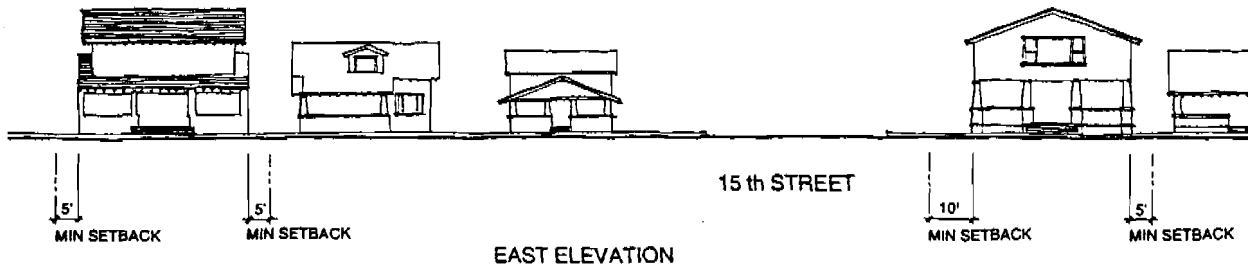
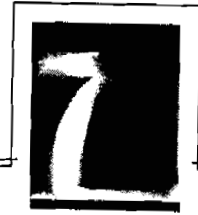


Exhibit 36 Main Street Elevations



CHAPTER
BROADWAY
CORRIDOR
DISTRICT



BROADWAY CORRIDOR DISTRICT

THEME

A major north-south arterial with a scale and character reflective of its past as a residential boulevard, which has a wide variety of residential, institutional and office uses. (See Exhibit 37, Broadway Corridor Concept Plan.)

OBJECTIVES

- Maintain the scale and character given to much of Broadway by the large number of historic and architecturally significant structures, the mixture of office, institutional and residential uses, landscaped front yards and mature street trees.
- Encourage revitalization of existing multi-family residential properties for safe and sanitary housing units.
- Encourage revitalization of existing properties for a variety of professional office, service and institutional office uses.
- Provide through-block pedestrian ways from Broadway to Sycamore and Main Street to increase convenient circulation routes.
- Extend green open space frontage north of Washington on the west side of Sycamore as a visual connection to the landscaped parking lot plaza proposed to surround Home Savings' existing parking.
- Maintain the small scale character of office uses fronting Sycamore Street between Washington and Seventeenth Street and, where appropriate, encourage their revitalization at a similar scale.

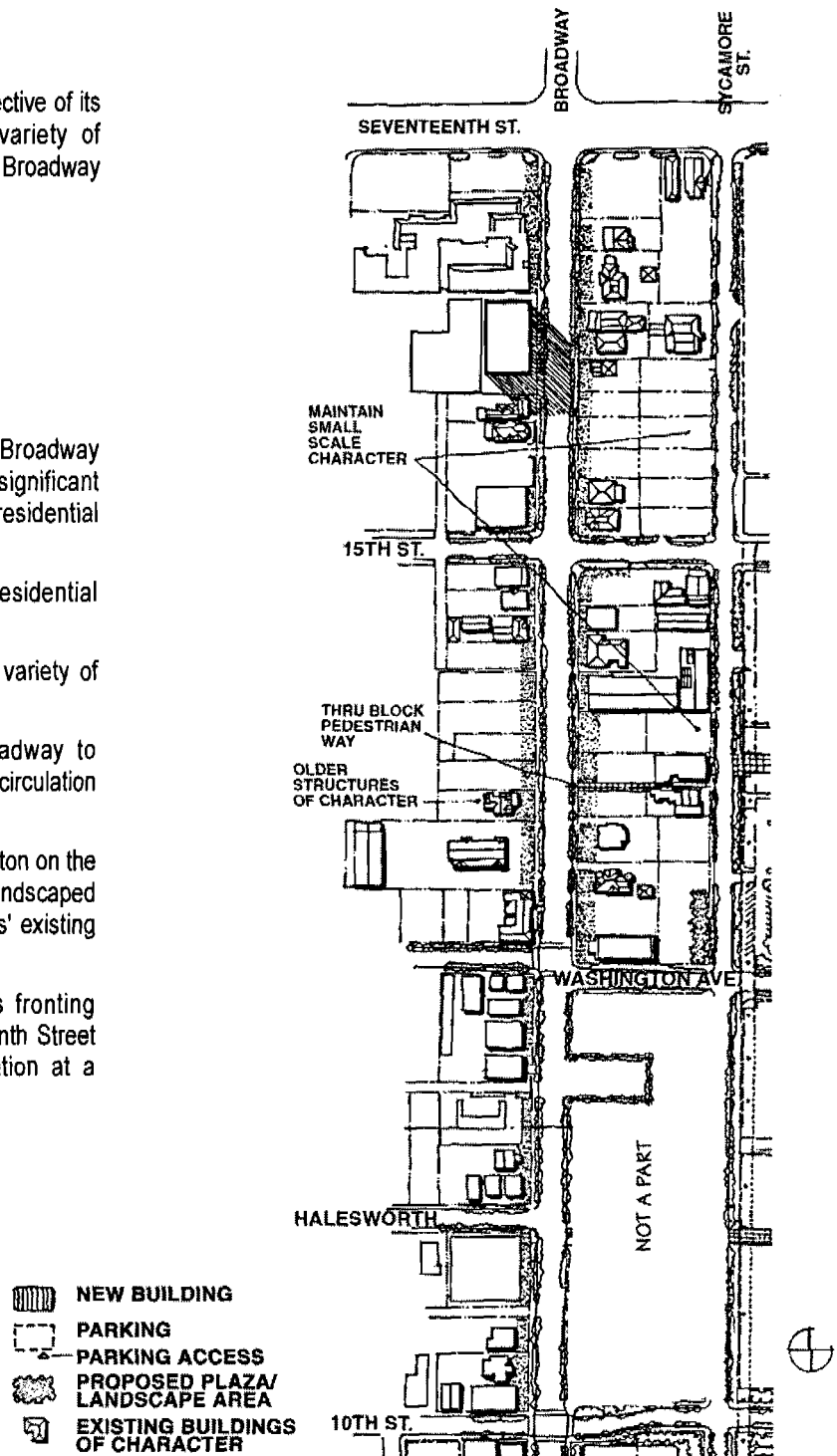


Exhibit 37 Broadway Corridor Concept Plan

LAND USE/ACTIVITIES

The Broadway Corridor District encompasses both sides of Broadway and the west side of Sycamore Street between Washington and Seventeenth Street. With the notable exception of the 10 story office building in the 1600 block and the next door apartment complex, this area is a mix of residential, office, and institutional uses in one and two story buildings. The Broadway District abuts the Civic/Professional District to the south, and backs onto the One Broadway District Center and the Community and Specialty Retail District to the east. The Broadway District has a strong historic character, with a number of buildings dating from the turn of the century.

The Broadway District will continue to play its current role in the Midtown area by providing lower-intensity office space mixed with residential and institutional activities, such as churches and social services. The urban scale and form will remain that of a large square footage single family neighborhood with deep setbacks from the street. Broadway itself will continue to carry heavy traffic as a secondary arterial access for the downtown and Civic Center areas to the south. The Broadway District will continue to serve the downtown and Civic Center areas with professional offices, space for semi-public service agencies such as the YWCA, and limited residential uses. While very low intensity in character, the district will thus house a wide variety of uses and activities.

These activities and uses include the following:

- Professional, financial, insurance and real estate offices with little walk-in traffic.
- Institutional office uses, including public agencies and private office uses.
- Specialty and general practice medical and dental offices.
- Reoccupied single family structures for cottage industries, as a conditional use.
- Day care facilities.
- Congregate care and convalescent homes.

PHYSICAL FRAMEWORK

- Broadway is the major north-south arterial forming the western edge of Midtown.
- Older structures, landscaped front yards, mature street trees and small lot frontages define Broadway's unique character. (The long-range land use policy is to create a landscaped open space centrally located to the Midtown District).

SITE ATTRIBUTES

- Between residential neighborhoods and central city commercial district.
- Significant concentration of older structures of character.
- Landscaped front yards and mature street trees.
- Small lots and primarily residentially-scaled structures.

DEVELOPMENT OPPORTUNITIES

The following development opportunities define the major projects within the district. The descriptions approximate the development potential of each site, and do not indicate actual permitted capacities. These will be defined by development standards and design guidelines.

Small Lot Infill. Existing vacant lots, and those with deteriorating structures that are not architecturally significant provide sites for small-scale office development, consistent with the architectural styles and scale of surrounding structures.

Renovation. Refurbishment of existing structures for re-use as professional offices, services and institutional uses.

Revitalization. Upgrading major office structures to make them competitive in the local office market.



DEVELOPMENT STANDARDS

Permitted and Conditionally Permitted Uses

Permitted Uses

Permitted uses in the Broadway Corridor district shall be as follows.

1. Multiple family dwellings in buildings used for this purpose at the time of adoption of this specific plan.
2. Professional, business and administrative offices, including government, nonprofit, and similar office uses. Bail bonds are not permitted.
3. Medical and dental clinics, except psychology and counseling.
4. Day care facilities.

Conditionally Permitted Uses

The following uses may be permitted subject to the issuance of a Conditional Use Permit pursuant to the Santa Ana Municipal Code.

1. Places of worship provided they are located in freestanding buildings only.
2. Congregate care facilities, including convalescent homes, nursing homes, rest homes and extended care facilities.
3. Counseling and psychology offices.
4. Live-work studios with galleries.
5. Cafes, restaurants or coffee houses, not exceeding 2,500 square feet.

Building Envelopes

General

The permitted building envelopes in the Broadway Corridor District are defined by height and front yard setback requirements established for each block. Their primary purpose is to establish the relationship between public and private pedestrian space and the building wall which forms its edge. Setbacks define pedestrian space at the ground level and show where higher buildings (greater than 35 feet) can be sited.

Exhibit 38, Broadway Corridor Height and Setbacks, defines the setback dimensions from property lines and other benchmarks throughout the district, and height limits and setbacks for buildings higher than 35 feet. Reference information on the exhibit shows existing buildings that are likely to remain, thereby indicating relationships between existing buildings and a potential new development or revitalization.

Also shown for reference are major features of the concept plan, including major open spaces, planned parking facilities and pedestrian access ways.

Building Height

Height is specified by number of stories and feet as measured from the pedestrian ground plane of the site.

The maximum height for all buildings is 35 feet, or three stories, whichever is less.

Setbacks

Setbacks at ground level are established to enhance pedestrian space throughout the district, create compatible relationships between existing and future building street elevations and recognize opportunities to create new open space resources, such as plazas, pedestrian ways and landscaped areas.

The major setback conditions are discussed below by street:

Broadway. A twenty foot setback is required throughout the district. The majority of existing structures meet this standard. A twenty foot setback is required throughout the district. The generous front yards is one of the most important characteristics of Broadway, and maintenance of these landscaped open spaces is crucial to preserving the streetscape.

Sycamore Street. A 30 foot setback is required from Tenth Street to Washington. The long range land use policy is passive open space centrally located to the Midtown District. A 10 foot setback is required from Washington to Fifteenth Street.

For the block from Washington to Fifteenth Street, a ten foot setback is required for new development. Several existing buildings likely to remain have lesser setbacks. The parcels at the Washington Street corner are designated as open space.

Floor Area Ratio

The General Plan designates a 0.5 to 2.0 FAR for the Broadway Corridor, while most small lot development, typical for the corridor, would not exceed 0.5 FAR.

Parcel Size

The minimum parcel area is 6,000 square feet with a minimum frontage of 50 feet.

Enhanced Intersection

The City of Santa Ana may implement enhanced traffic movement intersections at Main and Broadway along Seventeenth Street in the future. Should these dedications and improvements be required as a condition of development, or should they be installed by the city, all development shall be adjusted accordingly to maintain setbacks, plazas, form, and FARs. as specified herein.

BROADWAY CORRIDOR DISTRICT

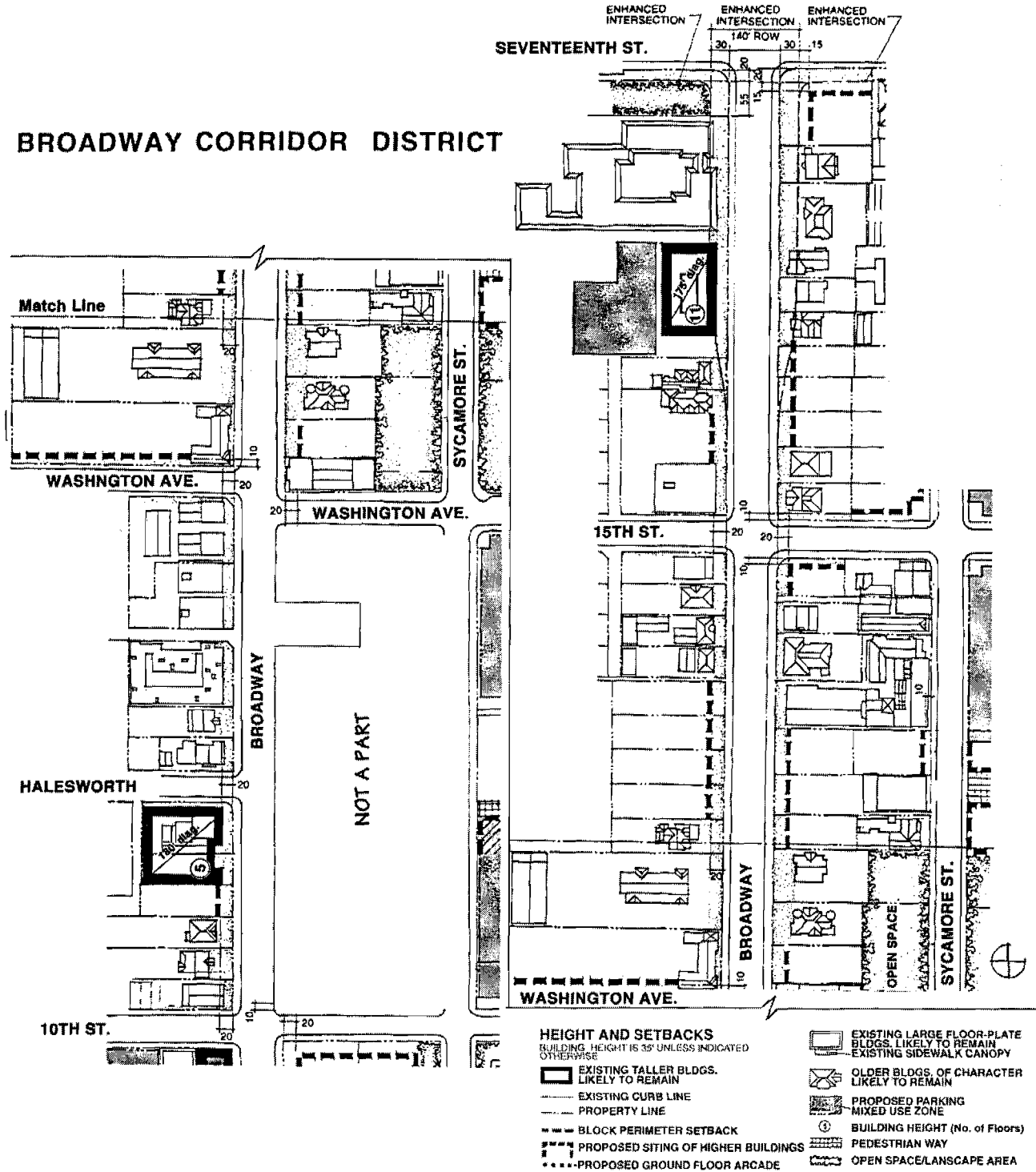
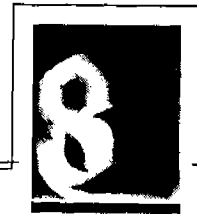
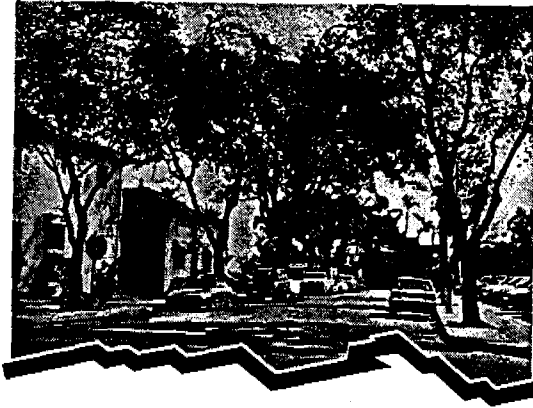


Exhibit 38 Broadway Corridor Height and Setbacks



CHAPTER
BUSH
STREET
PROFESSIONAL
DISTRICT

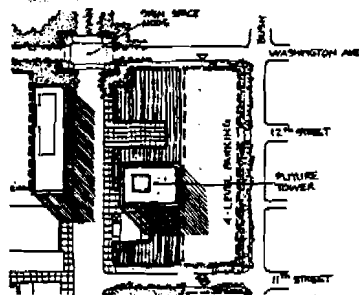
BUSH STREET PROFESSIONAL DISTRICT



A quiet residential street with an overall historic character given by a mixture of office and residential uses located in older structures of character. (See Exhibit 39, Bush Street Professional District Concept Plan.)

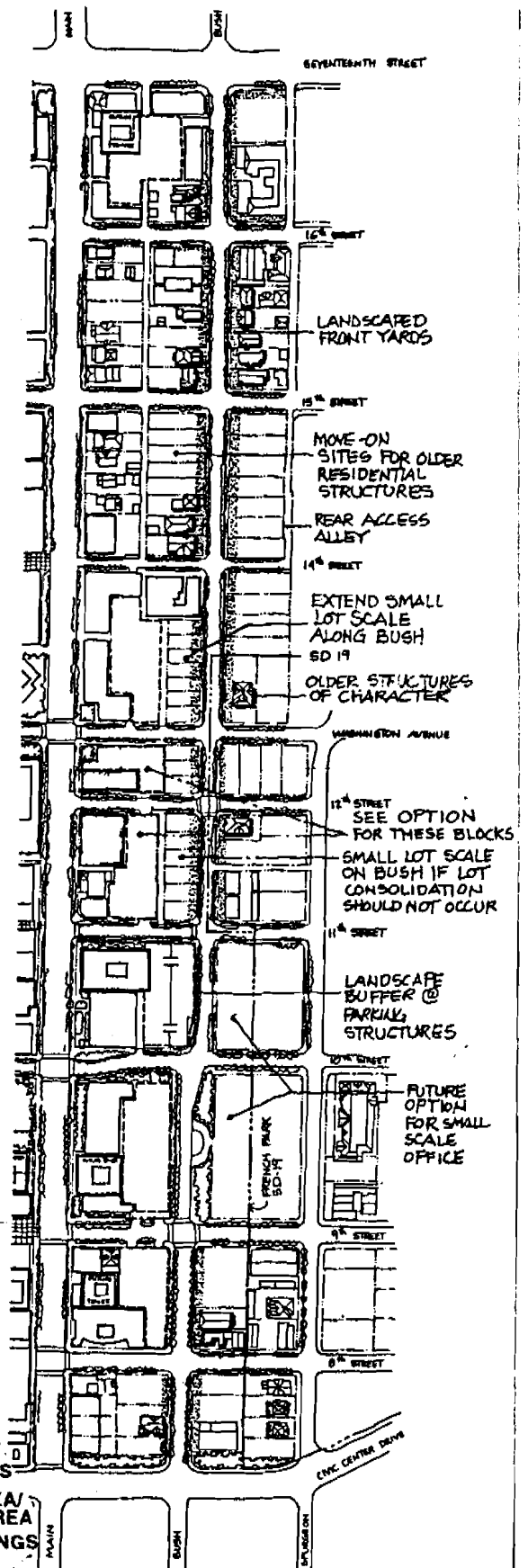


- ▲ Maintain the scale and character given by the residential nature of many of the older structures along Bush Street, the mature street trees and the mixture of professional offices and residences.
- ▲ Extend the small lot scale of development along the west side of Bush Street, between Eleventh and Fourteenth Streets.
- ▲ Where existing or future parking structures front on Bush Street, provide for adequate landscape buffer space and encourage architectural design that lessens the visual impact of these structures on the street scene.
- ▲ Encourage the relocation of older residential structures onto vacant lots fronting Bush Street.
- ▲ Consider future re-use of the existing on-grade parking lots between Ninth and Eleventh Streets, with small-scale structures which could accommodate a variety of professional office, service and institutional uses, which are an appropriate transition between the historic residential and Main Street commercial activities.
- ▲ Use building and site design techniques to help buffer nearby office and commercial development from lower scale residential uses.
- ▲ Widen alleys to a full 20 feet width.



DEVELOPMENT OPTION BETWEEN 11th and WASHINGTON IF LOT ASSEMBLAGE OCCURS

- NEW BUILDING
- PARKING
- PARKING ACCESS
- PROPOSED PLAZA/ LANDSCAPED AREA
- EXISTING BUILDINGS OF CHARACTER



Bush Street Professional District Concept Plan



LAND USE/ACTIVITIES

The Bush Street Professional District includes the entire length of Bush Street from Civic Center Drive to Seventeenth Street. South of Eleventh Street only the east side of Bush Street is included. The west side is part of the Civic/Professional District and the southern half of the Financial District. North of Eleventh Street both sides of Bush Street are included, with the exception of the two blocks that are in the French Park Specific Development District (SD-19).

As with the Broadway Corridor District, the Bush Street Professional District will continue to be a mix of professional office and residential uses. Because of the sensitive interface between the Main Street business districts and the historic French Park neighborhoods, the scale of development along Bush Street should be predominantly residential in character. Office uses should occupy older single family residential structures, and newly constructed office buildings should blend with the street's existing single family residential character. Given the aim of maintaining a low intensity character along Bush Street, and because the traffic capacity of the street is limited, only office uses that generate light traffic should be encouraged. For instance, an architect's or engineer's office generates very little traffic other than employees, because these professionals go to their clients. However, the nature of medical clinics or social service agencies require that their clients come to them, which creates a larger traffic impact.

In general, the scale of future development in this area will be much smaller than along the Broadway Corridor, because the lots along Bush Street are smaller and narrower than those along Broadway. Thus, the environment on Bush Street is much more compact and intimate than along Broadway.

Activities that would be compatible with the purpose of the Bush Street Professional District include:

- ▲ Small scale professional, financial, insurance and real estate offices.
- ▲ Relocation of architecturally significant single family homes for residential and/or professional office occupancy.
- ▲ Artists studios and galleries.
- ▲ Day care facilities.



PHYSICAL FRAMEWORK

- ▲ The residential-scale street with mature street trees along much of its length, arching over the roadway and providing a pleasant pedestrian scale.
- ▲ Landscaped front yards which further enhance the residential quality of Bush Street.
- ▲ One and two story structures on typical residential size lots.
- ▲ Rear access alleys provided on both sides of the street, which eliminates most curb cuts and driveways.
- ▲ Cross streets at regular intervals which strengthens the residential scale of Bush Street.
- ▲ Substandard alleys.
- ▲ The district abuts the French Park and the French Court neighborhoods.



SITE ATTRIBUTES

- ▲ Between residential neighborhoods and central city commercial district.
- ▲ Significant concentration of older structures of character.
- ▲ Landscaped front yards and mature street trees.
- ▲ Vacant small lots offer infill development opportunities.
- ▲ Small lots and primarily residentially-scaled structures.



DEVELOPMENT OPPORTUNITIES

The following development opportunities define the major projects within the district. The descriptions approximate the development potential of each site, and do not indicate actual permitted capacities. These will be defined by development standards and design guidelines.

Small Lot Infill. Existing vacant lots provide relocation sites for move-on residential structures. Newly subdivided lots provide opportunities for small-scale office development.

Renovation. Refurbishment of existing structures for re-use as professional offices, services and institutional uses

DEVELOPMENT STANDARDS

Permitted and Conditionally Permitted Uses

Permitted Uses

Permitted uses in the Bush Street professional district shall be as follows.

1. Single family dwellings.
2. Multiple family dwellings. (15 DV/AC)
3. Professional, business and administrative offices and services. Bail bonds are not permitted.
4. Specialty and general practice medical and dental offices and clinics, including pharmacies and other retail establishments dispensing merchandise traditionally related to health care only.
5. Day care facilities.
6. Cafe, bakery, bookstores.

Conditionally Permitted Uses

The following uses may be permitted subject to the issuance of a Conditional Use Permit pursuant to the Santa Ana Municipal Code.

1. Places of worship provided they are located in freestanding buildings only.
2. Night clubs, bars and indoor entertainment, whether freestanding or part of another permitted or conditionally permitted use.
3. Professional, business and administrative offices and services in converted residential structures.
4. Parking lots and parking structures.
5. Art galleries and coffee houses.

Building Envelopes

General

The permitted building envelopes in the Bush Street Professional District are defined by height and front yard setback requirements established for each block. Their primary purpose is to establish the relationship between public and private pedestrian space and the building wall which forms its edge. Setbacks define pedestrian space at the ground level. The 35 foot height limit applies throughout the district.

Exhibit 40, Bush Street Professional District Height and Setbacks, defines the setback dimensions from property lines and other

benchmarks throughout the district. Reference information on the exhibit shows existing buildings that are likely to remain, thereby indicating relationships between existing buildings and potential new development or revitalization.

Also shown for reference are major features of the comprehensive plan, including major open spaces, planned parking facilities, pedestrian access ways and recommended ground floor arcades.

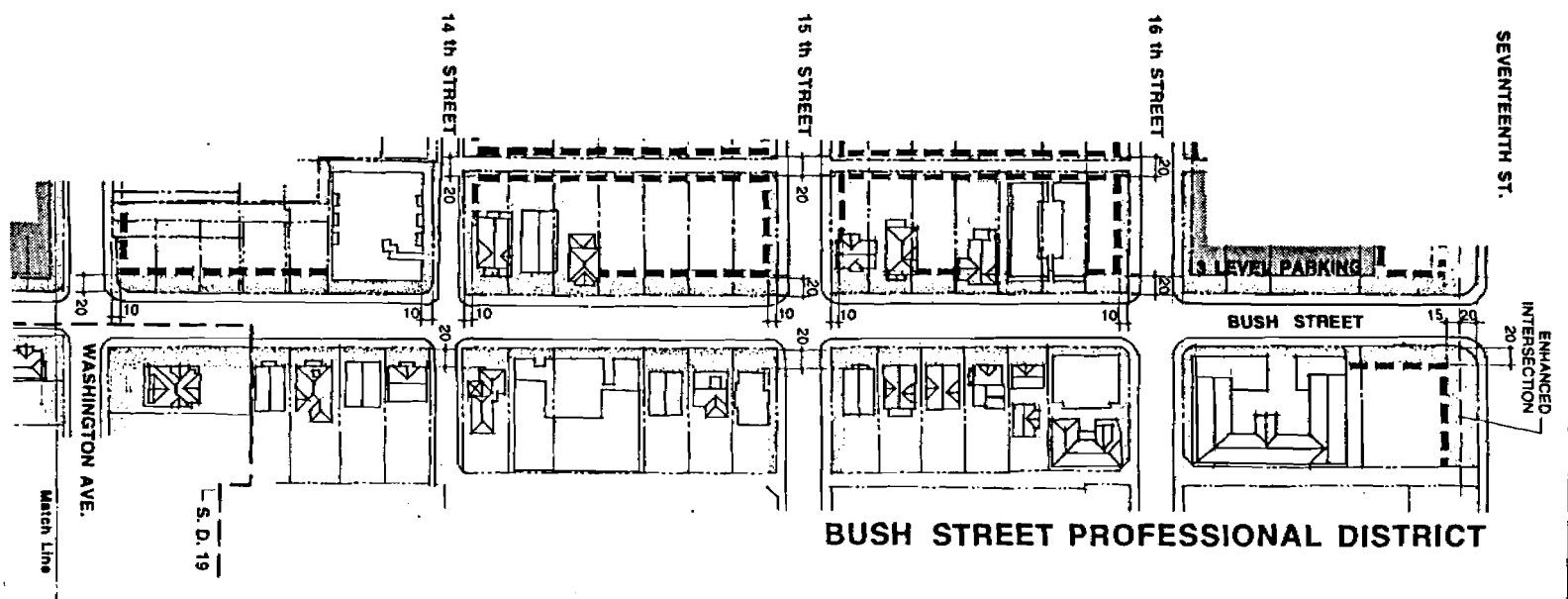
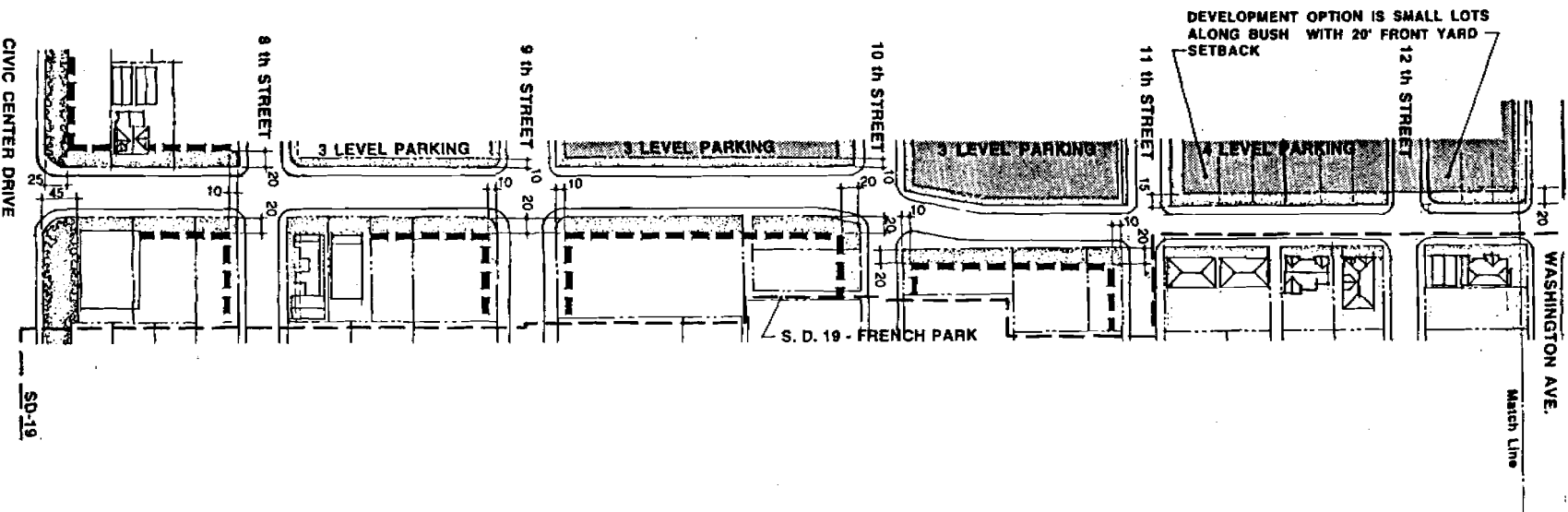
Setbacks for side and rear yards on interior parcels are defined by current zoning and building code regulations applicable to the Midtown area.

Setbacks

The primary setback condition along Bush Street is 20 feet, which reflects the majority of existing front yard dimensions. A 20 feet front yard is required along Bush Street. Corner lots shall provide a minimum of 10 feet on side yards abutting a street.

Parcel Size

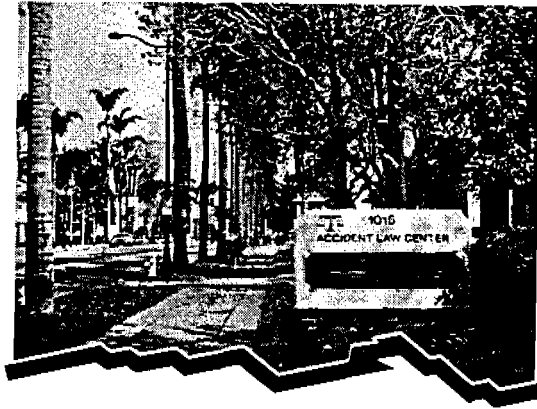
The minimum parcel area is 4,000 square feet with a minimum frontage of 50 feet.



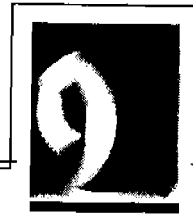
- HEIGHT AND SETBACKS**
- MAXIMUM HEIGHT IS 35' UNLESS INDICATED OTHERWISE
 - EXISTING TALLER BLDGS. LIKELY TO REMAIN
 - EXISTING CURB LINE
 - PROPERTY LINE
 - BLOCK PERIMETER SETBACK
 - PROPOSED SITING OF HIGHER BUILDINGS
 - PROPOSED GROUND FLOOR ARCADE
- EXISTING LARGE FLOOR-PLATE BLDGS. LIKELY TO REMAIN**
- EXISTING SIDEWALK CANOPY LIKELY TO REMAIN
 - OLDER BLDGS. OF CHARACTER LIKELY TO REMAIN
 - PROPOSED PARKING
 - MIXED USE ZONE
 - BUILDING HEIGHT (No. of Floors)
 - PEDESTRIAN WAY
 - OPEN SPACE/LANDSCAPE AREA



Exhibit 40 Bush Street Professional District Height and Setbacks



CHAPTER
LANDSCAPE
CONCEPT
PLAN



LANDSCAPE CONCEPT PLAN

Midtown is articulated by an urban fabric of city blocks bounded by avenues and streets. The landscape concept plan (Exhibit 41, Landscape Concept Plan) proposes to strengthen the existing grid pattern and define the character of individual roadways with a specific palette of plant materials arranged formally along the street space. Two distinct open plaza spaces occur on Main Street at Home Savings and First Church of Christ Science. The following sections delineate the different proposed streetscape concepts from the palm lined Main Street to the quiet canopy of Bush Street.

PUBLIC & PRIVATE OPEN SPACE

Currently all open space areas in Midtown are privately owned, with the exception of street and other rights-of-way. This relationship will remain the same into the future, with all or most publicly accessible space such as plazas, promenades or courtyards being privately owned and managed. New development will be required to improve certain plazas and pedestrian promenades in accordance with the Landscape Concept Plan (Exhibit 41).

MAIN STREET

Main Street will be the gateway to Midtown and its landscape character should reflect the importance of this role. Queen Palms are proposed to provide a vertical street tree compatible with the cluster of office towers and to mirror the Broadway streetscape.

This will develop a vertical scale that could be identified from a distance. Banners hanging from the street lights could further enhance Main Street's importance and announce special events such as festivals and merchant-sponsored promotions.

As funds become available, intersections will be improved at four locations: Seventeenth, Washington, Tenth, and Civic Center Drive. Enhanced paving or interlocking pavers would be utilized to define pedestrian crossing and set a standard for material upgrades for the district.

Subject to funding, the following streetscape upgrades could be utilized along Main Street to develop a vital commercial element:

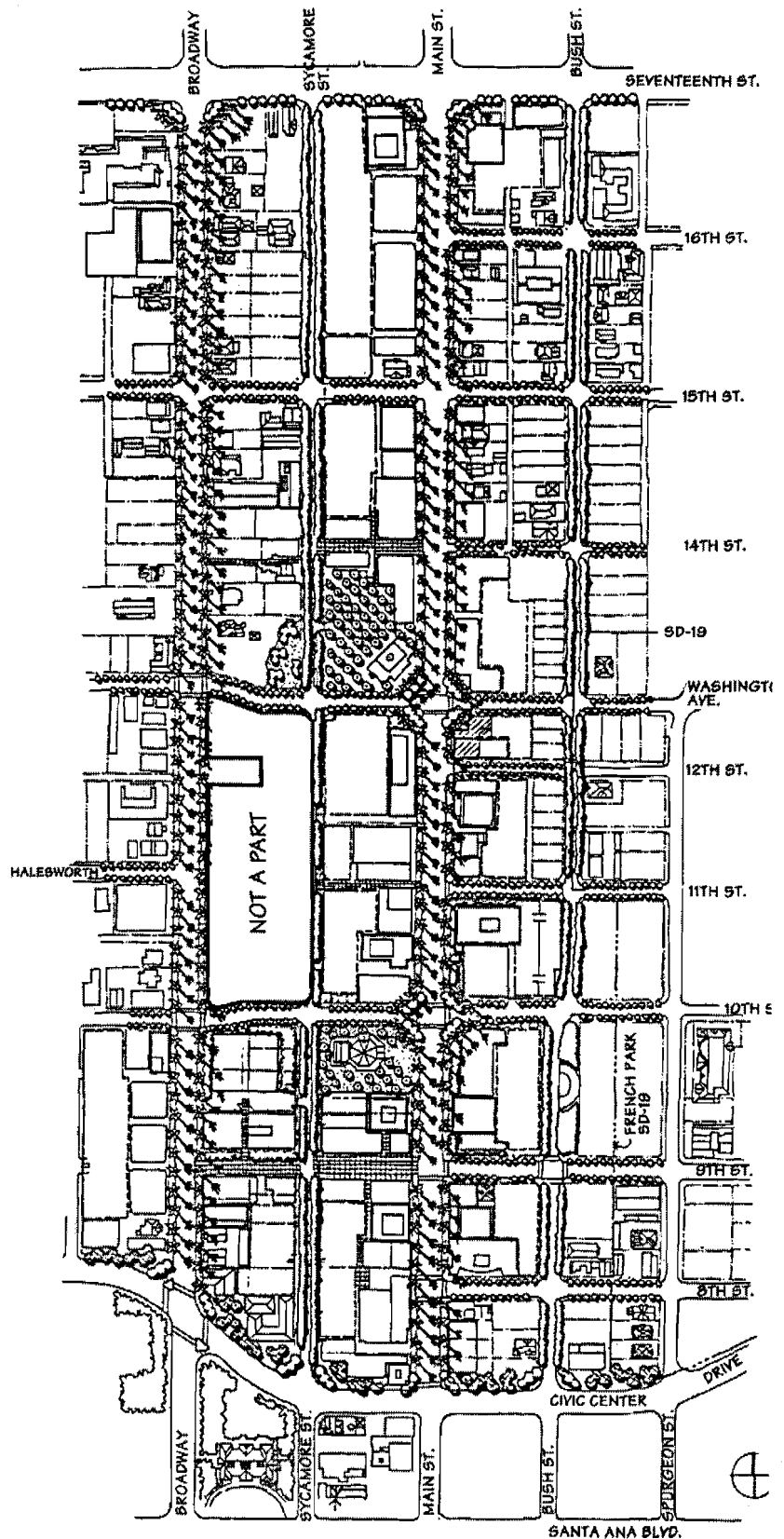


Exhibit 41 Landscape Concept Plan

- ▲ Lighting for pedestrian safety and theme strengthening.
- ▲ Art in public places.
- ▲ Coordinated Main Street signage program.



BROADWAY

The Broadway streetscape shall be the standard of quality that the entire district shall recognize as an example to follow. The queen palms provide a vertical scale that is unequalled in Orange County and should be protected and infilled where appropriate. Intersection paving treatment would correspond to Main Street enhancement at the north and south ends of the district (Seventeenth and Civic Center Drive) thus providing a coordinated visual treatment at the main gateways to Midtown.



SYCAMORE AND BUSH

The landscape character of these north/south streets is well established with mature Jacaranda and Oak canopy trees, in some locations forming a pleasant and shady enclosure of street space. Retain the canopy, and in fill individual street trees to support the existing canopy along both corridors. On Bush Street, between Ninth and Eleventh, particular attention would be given to the landscaped edges of the existing parking lots. A visual buffer will be maintained by plant materials and street trees.



NINTH, ELEVENTH, AND FOURTEENTH STREET PROMENADES

These streets have been designated as mid-block connectors that will provide east/west pedestrian easements from Main to Broadway.

Enhance the character of these corridors with special paving, banners, seating, lighting and planting to encourage pedestrian activity and use.

Ninth Street will be an outdoor focus of the proposed civic/professional district. This corridor will provide areas under private control for outdoor seating and activities serving employees and students. The Eleventh and Fourteenth Street corridors are

primarily pedestrian easements providing access, however; some retail frontage and restaurants may be incorporated.



EAST/WEST VEHICULAR CONNECTORS

Tenth, Washington, and Fifteenth Streets serve as the districts primary east/west corridors. Medium sized canopy trees will be utilized to supplement the existing Platanus and Cupaniopsis street trees. In addition, unsightly elements will be screened and shade will be provided for pedestrians.

PUBLIC SPACE NODES AND CONNECTORS

Two open space plazas (non-buildable areas) will require special landscape treatment to create successful gathering places and complement their existing architectural landmarks, the First Church of Christ Science and Home Savings.

At both sites the street corner enhancement will be extended to all four adjacent corners. Intersection enhancement will include enhanced paving, signage, flags and banners, canopy trees for architectural definition, and palms for vertical scale. [Enhancement shall develop a landscape node that shall define the vehicular and pedestrian right-of-way for safety and function.]

Landscape will envelop the open space with dense canopy trees to create a park like setting around and within the existing parking behind Home Savings. Future development plans will preserve the diagonal alignment created by Homes Savings to ensure the plaza space. Tree layout will provide visual access to architectural structures, screen the barren walls of neighboring buildings and emphasize the urban grid that surrounds them. The plaza around the First Church of Christ Science (Exhibit 42, Church Plaza) should remain as green space. The design will incorporate a retail arcade along the south edge of the plaza.

The open space nodes will be connected by a passive park-like corridor. The character will be natural and freeform developing an oasis away from the urban grid. Indigenous plants will strengthen the existing oak and sycamore habitat.

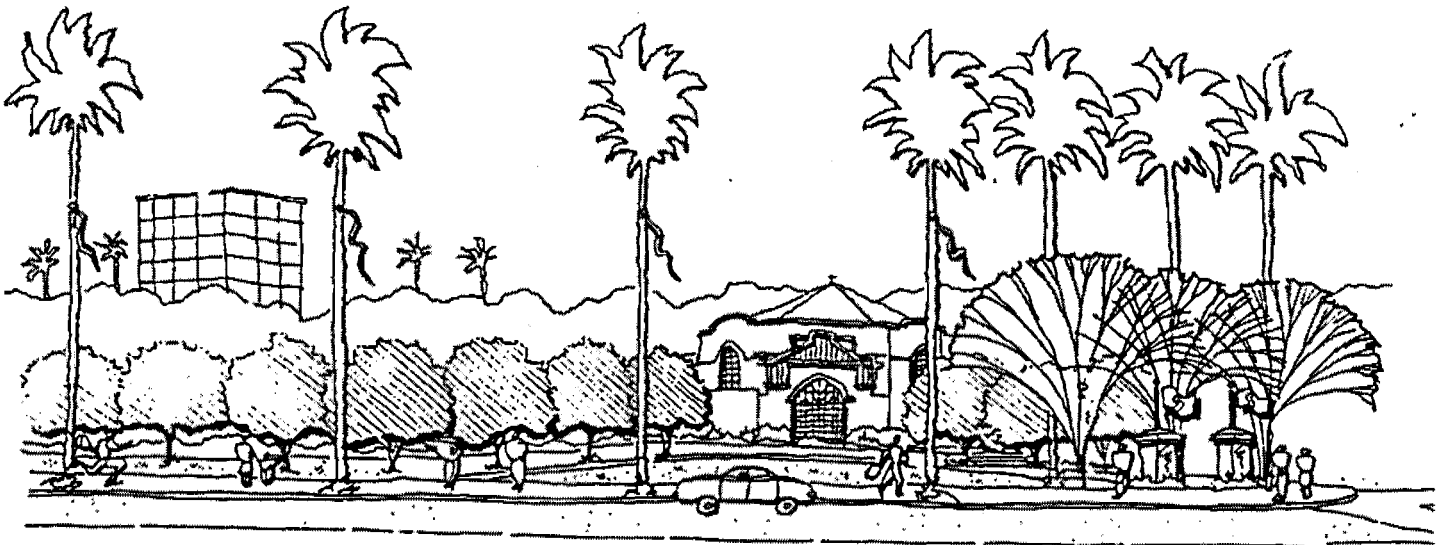


Exhibit 42 Church Plaza



SEVENTEENTH STREET GATEWAY

Proposed at the intersection of Seventeenth and Main Street, the gateway will announce the Midtown District to pedestrians and drivers. (See Exhibit 43, Seventeenth Street Gateway.) It can also serve as a gateway to the Museum District to the north. Intersection improvements will be coordinated with the "enhanced intersection" planned to improve traffic flow.

A combination of elements for the gateway would be employed, including:

- ▲ Corner plazas fronting corner office towers
- ▲ Public art work
- ▲ Banners
- ▲ Distinctive paving materials and patterns
- ▲ Fountains
- ▲ Landscaping

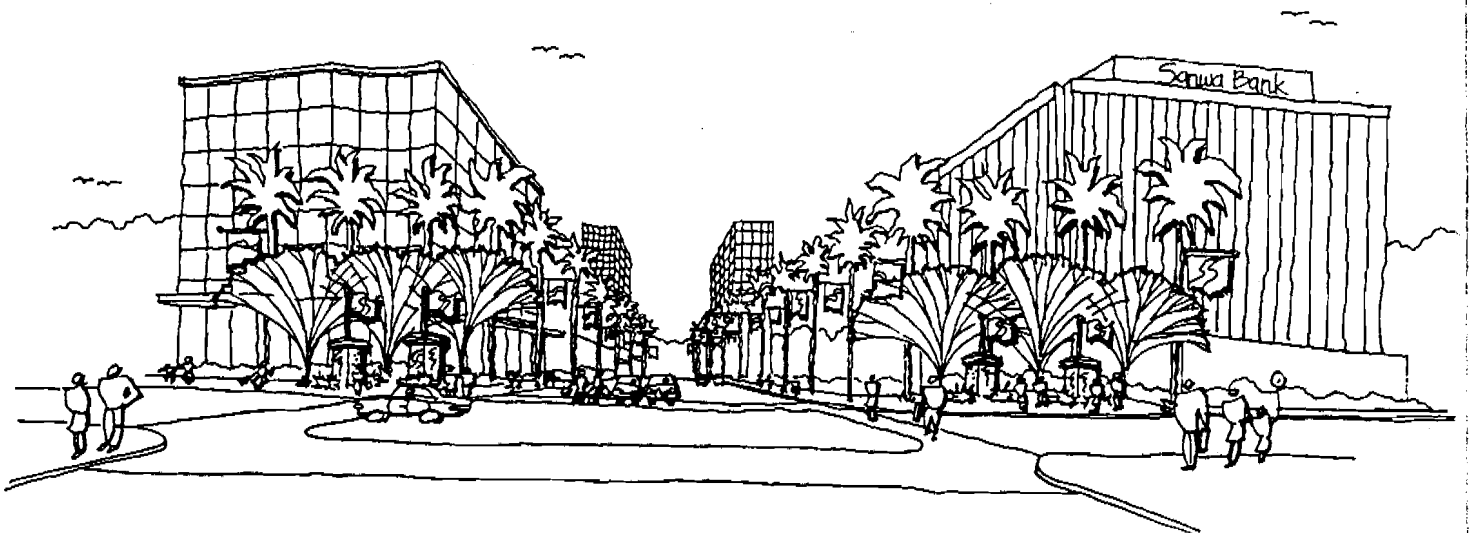


Exhibit 43 Seventeenth Street Gateway



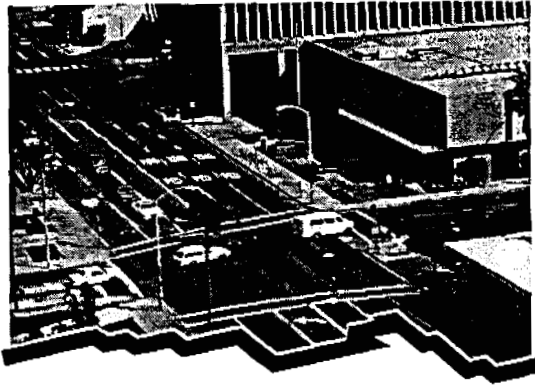
CIVIC CENTER EDGE

Develop Civic Center Drive with a distinctive parkway character on adjacent private property which reflects the park-like character of the civic center. (See Exhibit 44, Civic Center Drive Parkway.) This would include an undulating screen of deciduous and evergreen canopy trees, bright foliage and flowers, and walkways and seating areas.

Corners will contain accent trees to match those used at Main Street nodes. Matching canopy trees will be infilled to enhance architectural assets, and palms will continue along medians to strengthen the landscaped parkway.



Exhibit 44 Civic Center Drive Parkway



CHAPTER **CIRCULATION**



CIRCULATION

CIRCULATION PLAN

Traffic and circulation analysis was completed as part of the evaluation of proposed conceptual land use plans for the Midtown District. The development envisioned for the study area, which consists of a variety of land uses and proposed parking facilities, would impact the circulation conditions in the study area. The study area is in close proximity to the Santa Ana Freeway (1-5) with convenient access to the Orange (SR-57), Costa Mesa (SR-55) and Garden Grove (SR-22) Freeways.

Circulation System Principles

Maintain Broadway and Main Street as enhanced visual corridors while ensuring that north/south arterial capacities are maintained.

- Encourage safe pedestrian flow internal to the existing block setting.
- Encourage pedestrians to use crosswalks across Main Street/Broadway where signal control is available.
- Prohibit on-street parking along Main Street and Broadway.
- Encourage access to parking lots/structures from secondary east/west streets.
- Locate parking facilities so that pedestrians are encouraged to cross streets safely.

Protect Bush Street and Sycamore Street from heavy traffic to preserve and promote their character.

- Evaluate the use of stop sign control on Sycamore Street at Ninth Street.
- Increase car carrying capacity of parallel streets, Broadway and Main Streets.

Evaluate the potential for new east/west streets and pedestrian access paths, on-street parking, further definition of grid pattern, and interdistrict circulation. Maintain the function of Civic Center Drive, and Tenth, Washington and Seventeenth Streets as east/west connectors by maintaining their current capacities.

- Provide east/west pedestrian paths by extending Ninth, Eleventh, and Fourteenth Streets across the study area, per the concept plan and plan principles.

- Discourage access to parking lots/structures from Civic Center Drive, Washington and Seventeenth Streets.
- Enhance traffic flow along Civic Center Drive, and Tenth, Washington and Seventeenth Streets by not allowing on-street parking.

Vehicular Circulation Plan

The potential measures to implement the principles have been identified and are listed above. The circulation plan for the Midtown District is illustrated in Exhibit 45, Circulation Plan. The circulation plan incorporates a majority of the measures listed above. Some of the elements of the circulation plan as illustrated in Exhibit 46 are as follows:

- Several new pedestrian pathways were recommended. Pedestrian safety, minimal pedestrian/vehicular interaction were considered in the recommendation of these pathways. Along some pedestrian pathways, vehicular traffic is limited to emergency and service vehicles only. Pedestrian crossings across Main Street and Broadway were limited to existing signalized intersections.
- No new traffic signals were recommended. Parking is recommended to be removed along Main Street to enhance its capacity for through traffic movement.
- Access to the proposed parking structures was primarily limited to local streets such as Bush, Sycamore, Birch, Eighth, and Ninth Streets.
- Several enhanced intersections are planned throughout the City of Santa Ana to improve traffic flow on the arterial system, including Main Street and Seventeenth Street, Broadway and Seventeenth Street, and Main Street and First Street. Enhanced intersections are assumed to have as many as two left-turn lanes, three through lanes, and one right-turn lane on each approach to the intersection. The built environment may affect the extent to which an enhanced intersection is developed.

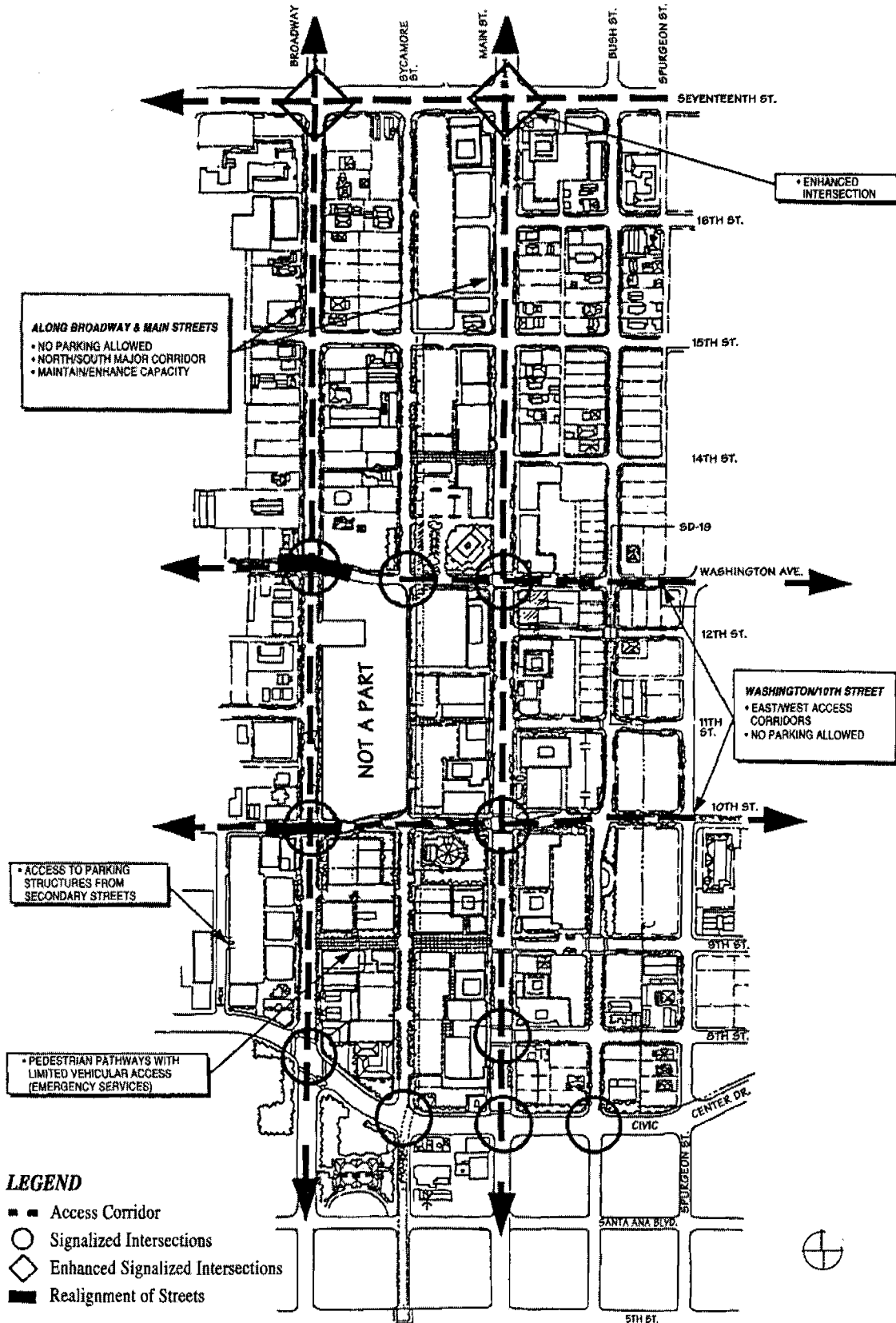


Exhibit 45 Circulation Plan

Pedestrian Circulation Plan

Pedestrian circulation considerations address linkages between Midtown and adjacent areas, and circulation within the district. (See Exhibit 46, Pedestrian Circulation.)

The pedestrian linkages to French Park and French Court include all of the local east-west residential streets between Seventeenth and Civic Center Drive. Most have sidewalks on both sides and some are lined with mature street trees. To enhance these linkages to Midtown destinations, improvements should be made to the pedestrian space between Bush and Main. These blocks will be subject to the most change through revitalization projects, and enhanced streetscape should be incorporated into these efforts.

Linkages to Willard include Tenth, Washington and Fifteenth Street. Again, streetscape enhancement (sidewalks, parkways, shade trees, lighting) will reinforce these linkages.

The linkages between downtown, the civic center and Midtown include Bush, Main, Sycamore and Broadway. Extension of streetscape improvement programs on these streets to the south would strengthen these connections.

Connections to the Museum District north of Seventeenth Street are provided by Bush, Main and Broadway. The proposed Seventeenth Street gateway will enhance this intersection at Main and make this crossing a more pleasant experience for the pedestrian.

Within Midtown, the primary pedestrian routes are Main Street and the pedestrian ways at Ninth, Eleventh and Fourteenth Streets. These should be designed with priority given to pedestrian scale and comfort. They are all envisioned to be lined with shops, restaurants and services, with display windows being more dominant than blank walks. To make Main Street pedestrian friendly, it too is envisioned as a lively shopping street with interesting store windows and enhanced streetscape. Wherever possible, Main Street pedestrian space should be widened by establishing an on-site setback for new developments. The widened sidewalk should be zoned into three sections: the area closest to buildings would be dedicated to merchant displays, sidewalk cafes, and window shopping; a middle zone would provide an unobstructed pedestrian path; and area along the curb would provide space for street trees, planters, utilities, banners and other improvements that would separate the pedestrian from moving traffic.

Broadway and Bush both have pleasant pedestrian spaces provided by landscaped front yards and mature street trees. These qualities should be extended along the length of these streets. From both safety and design standpoints, it is critically important to maintain very clearly delineated physical and visual access for pedestrians into all proposed parking structures and pedestrian circulation areas.

Clearly defined entries, and designs that reduce places to hide are required.

Fixed Guideway

The objective of the development and operation of a proposed fixed guideway project in Central Orange County including Santa Ana and adjacent cities is to provide access to and linkage between Orange County's existing and future major activity centers. It will potentially provide connections to the regional transit system such as the commuter rail and the Metro Green Line. There is a study currently underway by a consultant team to review alternative alignments for the fixed guideway and an alignment is not yet finalized. The entire fixed guideway project is envisioned to be elevated in order to maximize performance and minimize environmental impacts and traffic disruption.

In the Midtown District area, the fixed guideway is anticipated to travel north along Sycamore Street and transitions to North Main Street between Fifteenth and Sixteenth Street. The fixed guideway would be in close proximity to Broadway and Main Street corridors throughout the Midtown District. In addition to Midtown District, other major activity centers in Santa Ana that would benefit from the fixed guideway project are Hutton Center, MacArthur Place, Santa Ana Civic Center and North Main Street.

The fixed guideway is anticipated to be primarily elevated (aerial). With the aerial operation, there will be some impacts to vehicular traffic. This involves building an aerial structure (guideway) to accommodate rail along the entire alignment. The guideway will be supported by concrete columns. The columns will be about seven to ten feet in diameter, depending upon the height of the structure, and spaced, on average, 80 feet apart. Along Sycamore Street, the aerial operation is anticipated to run along the east side of the street and along Main Street, it is anticipated to run in the median of the street. In addition to impacts on level of service, the aerial alternative will affect several related elements such as roadway capacity (reduced lanes to accommodate aerial guideway) and sight distance, on-street parking, among others. Columns would support the aerial structure, where possible, however, in some locations, due to the nature of roadway geometry, operations, or adjacent land use, placement of a "bent" structure (on either side of a roadway) would be used. Those impacts will be evaluated in detail during the route refinement/design phase of the fixed guideway project.

Visual impacts of the elevated guideway structure on Sycamore would be significant on the character of the street space and adjacent land uses. There are two possible alignments for the structure: along the centerline of the street right-of-way or offset to one side.

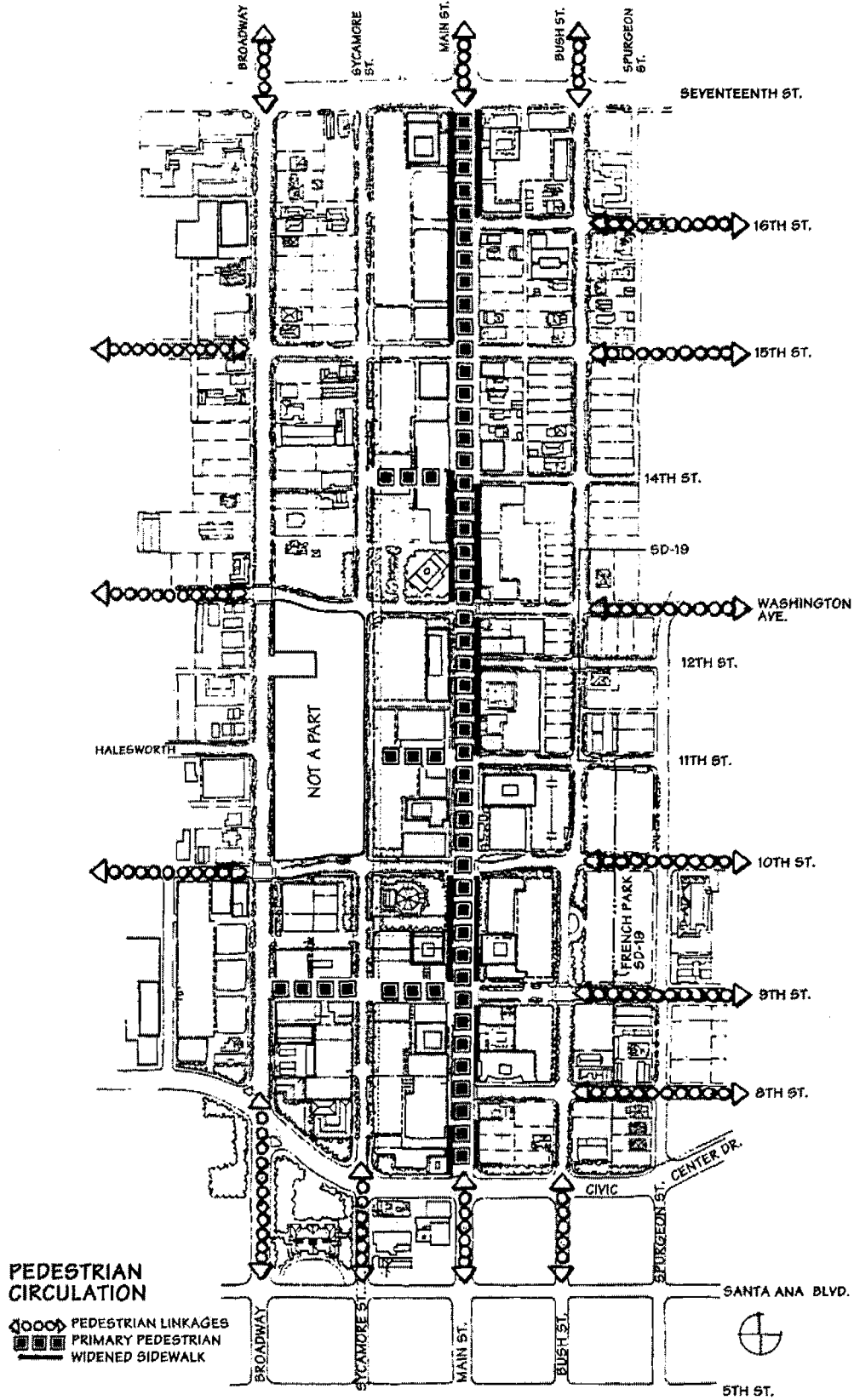


Exhibit 46 Pedestrian Circulation

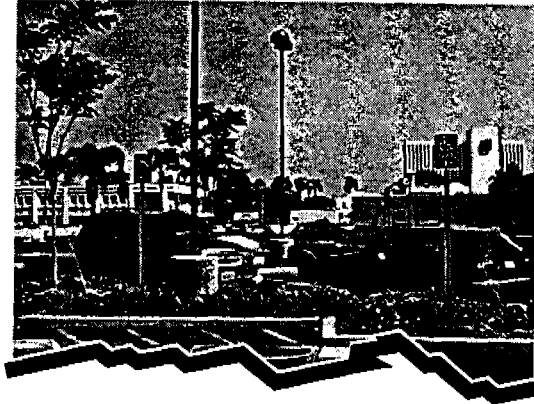
The centered approach would place a line of columns in the street, with one moving lane of traffic on either side. On-street parking would be eliminated or provided on one side only if the columns are shifted off center.

The impact on uses is primarily on the west side of Sycamore, particularly north of Washington where one and two story structures house a variety of professional offices, community services and residences. The guideway structure, which is 17 feet high to the base of the track bed and six feet wide, would be directly in line with second story views. Uses on the east side of Sycamore will be primarily parking structures, so the visual impacts are significantly less.

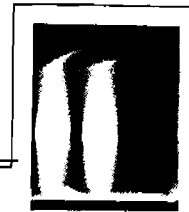
The off-set alignment could place the guideway structure along the east side of the right-of-way in a transit easement, which would be at least 24 feet wide. This easement could be incorporated at the edge of proposed parking structures. It would reduce the amount of parking spaces and leave the street space unaffected, which would reduce the visual impact on uses north of Washington on the west side of Sycamore.

The guideway alignment shifts from Sycamore to Main street, probably in the blocks just south of Seventeenth Street. These blocks are planned for a new community-serving shopping center, where building heights could be up to four stories. If this development proceeds before the fixed guideway, it would mean that an alternative location would be needed to effect the transition from Sycamore to Main

Fixed guideway stations are planned north of Eighth Street on Main and at Sycamore and Fifth Street or Civic Center Drive and Birch. Therefore, stations are on the north and south edges of Midtown, but not within the district. These station locations would increase access to Midtown, since the mid-point between stations would be a 12 minute walk. Transit service, therefore, would enhance Midtown as a location for office, retail, education and institutional uses.



CHAPTER PARKING



PARKING PLAN

The Midtown District of the City of Santa Ana has a variety of land uses including office, bank, institutional, and retail. The provision of adequate parking for businesses, employees, and customers in and around Midtown is one of the critical issues facing the Midtown District. The commercial activities are located primarily along two corridors traversing the Midtown District (Main Street and Broadway). Adjacent to these commercial strips are residential neighborhoods which might be impacted by the spillover of parking demand from commercial uses. Many buildings in the study area were constructed several years ago, and do not have sufficient parking provisions as per the City's existing parking code. As the intensification of land use continues and evolution of the study area occurs, there will be an increased demand for parking, and the parking space shortages will become more widespread throughout the area.

PARKING PRINCIPLES

Future parking demand was estimated based on the proposed land use plan for the Midtown District. The development of the parking plan is based on parking principles identified below, and the industry-accepted standard for shared parking.

- ▲ An area-wide parking management plan must be developed and properly implemented.
- ▲ Shared parking and parking demand for the district must be identified.
- ▲ A maximum "800 feet" walking distance requirement will be standard for a shared or joint use approach to parking.
- ▲ The objective of the parking plan is to locate shared parking facilities such that all present and future demand will be met by each district.
- ▲ Maintain Broadway and Main Street as enhanced visual corridors while ensuring that north/south arterial capacities are maintained.
- ▲ Maintain the function of Civic Center Drive, 10th, Washington, and 17th Street. This principle is useful in determining the access points to the parking structures.
- ▲ All parking shall be designed to Midtown development standards.

In order to maintain an "800-foot" maximum walking distance to any of the future parking structures, each of the three districts within the Midtown District are further subdivided. The typical subdivision is a two-block grid. Exhibit 15, Parking Plan, illustrates the Midtown District and its parking districts.

PARKING CONCEPTS

The following parking concepts will be utilized within the Midtown District:

Parking Management Plan

A parking management plan influences the location, availability, demand and, in many cases, the cost of parking in a defined area. It can consist of a single strategy or a combination of strategies. The strategies may include shared parking, joint parking, in-lieu fee districts, etc. The benefits of a management plan range from achieving lower minimum parking requirements to reduced development costs, to massive congestion management opportunities. One of the most appreciated results of the management plan is the beforehand knowledge that the owner, landlord, or tenant is provided which gives a clear picture of parking expectations and potential remedies.

Shared Parking

Shared parking is not a new phenomenon. It has long been observed in central business districts, suburban communities, and other areas where land uses are combined. While developers and public officials recognize the existence of shared parking, typical zoning codes do not provide for it. The typical parking codes do not reflect the fact that total or combined peak parking demand can be significantly less than the sum of the individual demand values. That is, parking requirements may be overstated if they require space for the peak parking accumulations of each land use. Realistically, the peak parking accumulations for individual land uses in the study area can occur at different time periods. Parking demand fluctuation usually occurs by hour of day, but it is also significant by day of week or season. Further, the proximity of the land uses encourages multiple-purpose trips in which people visit more than one land use in an area. For people using an auto to travel to such developments, a single parking space can be used to serve several land uses.

The existing/proposed land use plan meets the elements of shared parking, such as:

- a. Three or more significant land uses.
- b. Significant functional and physical integration of project components (including continuous pedestrian connections).
- c. A coherent development plan specifying project phasing, scheduling, land use densities, and other characteristics.

Joint Parking

The concept of joint parking is related to the provision of combined parking facilities for two or more entities. An example of joint parking is a small shopping center with multiple retail shops using a single parking lot. A majority of public off-street parking lots act as joint parking lots, since they provide parking for multiple entities and individual users. The construction of a parking garage to suit multiple entities often solves multiple demands in urban areas.

In-Lieu Fee for Parking District

A municipality may establish an in-lieu parking fee district which provides that parking requirements for a nonconforming use or structure may be met by payment of an in-lieu fee. The predetermined amount of the fee, the terms, and time of payment are set by the City Council.

Special Assessment or Benefit District

The City will actively pursue a special assessment district or benefit district to issue bonds secured by liens on benefited properties for the construction of infrastructure (parking facilities). The establishment of a parking special assessment district could occur independently of the existence of an in-lieu parking district, or as a result of an ongoing in-lieu presence. No building owner would be required to contribute to an assessment district and an in-lieu fee district.

The proposed parking plan (for future land use plan) was developed using the principles and guidelines described earlier. In addition, the following assumptions were used:

- a. Only off-street parking spaces were included in determining future parking supply.
- b. Residential land use component was assumed to be independently self-sufficient in parking, and was not included in supply/demand calculations.
- c. The total parking demand for each subdistrict was identified by hour of the day, and the peak hour parking demand was determined. The total parking demand for each hour is the sum of parking demand for individual land uses for that hour. This strategy utilized parking characteristics data from the parking survey. This strategy results in a lower peak hour demand than combining peak demand for individual land uses, because peak hour varies by land use.
- d. Assumed an approximate 300-square-foot area for each parking space.
- e. A maximum of five levels was assumed for parking structure (facilities).

Midtown Parking Districts

A summary of conditions in individual subdistricts is as follows:

Subdistrict 1 - Civic/Professional District The district is made up of a number of underparked mid-rise office buildings, as well as a number of surface-parked office towers. The recommended parking management plan addresses new garage construction, surface lot consolidation, and shared parking.

Subdistrict II - Financial District This area is characterized by a number of larger office towers which are serviced by structured and surface off-street parking. Maximum usage of these buildings will require construction of additional parking, either through additions to existing garages or through structures built on existing surface lots.

Subdistrict III - Community and Specialty Retail District This district slated for neighborhood commercial retail and service users is presently served with surface parking for most uses. Future major land use developments will be required to meet parking requirements on site. This could be in the form of garages or strategically placed surface parking. Additional surface parking is recommended for construction on the east side of Main Street in this district to relieve pressure on the businesses on Main Street.

Midtown Parking Strategy

Santa Ana Parking Requirements

The fundamental source for the determination of off-street parking requirements and standards is the Santa Ana Municipal Code Chapter 41, Article XV.

The Executive Director of the Community Development Agency will prepare a Midtown Parking Management Plan to enable the application of all the aforementioned parking concepts. These concepts are addressed separately for each district as follows:

Subdistrict I - Civic Center/Professional District

1. On-site parking is to be provided and constructed to commercial development standards, city parking structure standards, and the Midtown guidelines contained herein.
2. Shared and/or joint use parking is encouraged. Approval is in the same manner as specified in Chapter 41 SAMC.
3. Public parking within 800 feet of the use it will serve and the property owner of the use pays into the parking assessment district satisfies the on-site parking specified in number 1 above.

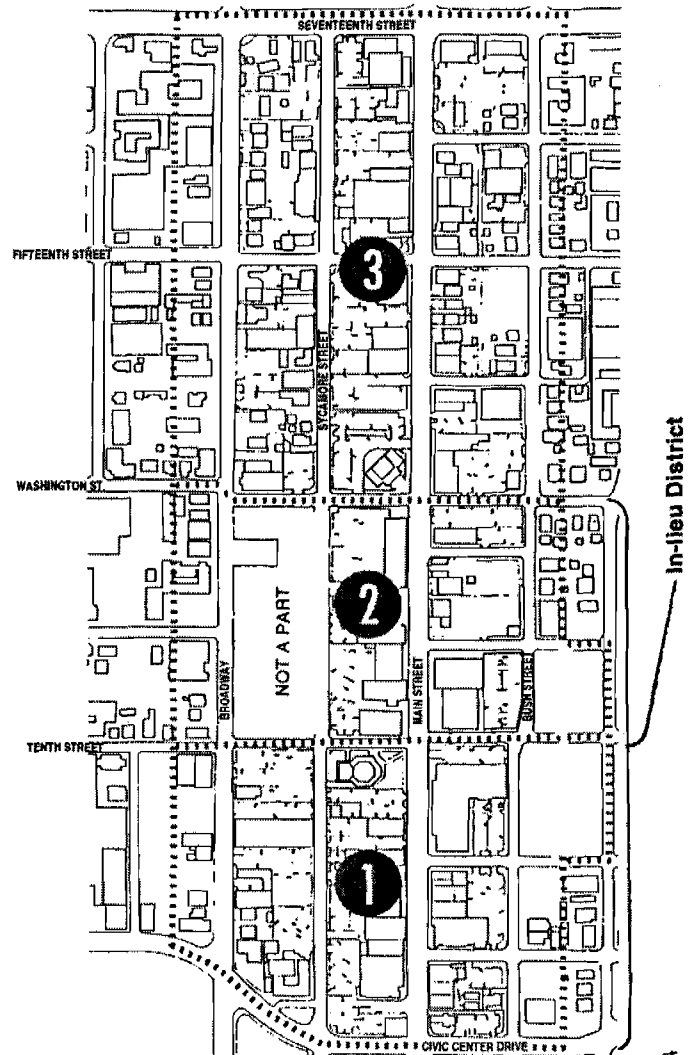
4. An in-lieu parking fee is paid for each space deficient of the requirement as specified in Chapter 41 SAMC.

Subdistrict II - Financial District

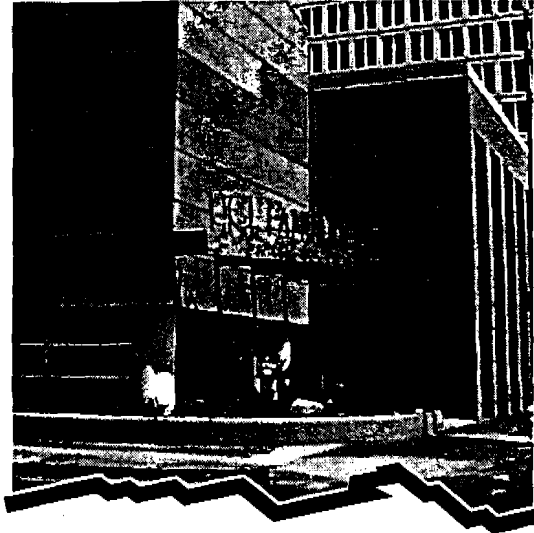
1. On-site parking is to be provided and constructed to commercial development standards, city parking structure standards, and the Midtown guidelines contained herein.
2. Shared and/or joint use parking is encouraged. Approval is in the same manner as specified in Chapter 41 SAMC.
3. Public parking within 800 feet of the use it will serve and the property owner of the use pays into the parking assessment district satisfies the on-site parking specified in number 1 above.

Subdistrict III - Community and Specialty Retail District

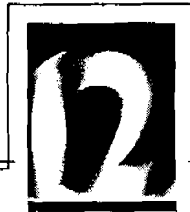
1. On-site parking is to be provided and constructed to commercial development standards, city parking structure standards, and the Midtown guidelines contained herein.
2. Shared and/or joint use parking is encouraged. Approval is in the same manner as specified in Chapter 41 SAMC.



Parking Districts
 Santa Ana Midtown District
Exhibit 47 Midtown Parking Districts



CHAPTER IMPLEMENTATION



IMPLEMENTATION

In order to bring about the vision for Midtown, actions to be undertaken by the City, merchants and property owners will:

- ▲ Enhance the viability of existing businesses in the area;
- ▲ Encourage new businesses to locate in the area;
- ▲ Establish financial mechanisms for public improvements;
- ▲ Implement a parking management plan;
- ▲ Grant regulatory and process relief; and
- ▲ Set priorities.

GENERAL PLAN

In conjunction with the adoption of the Midtown Specific Plan, the General Plan needs to be amended to bring land use designations and floor area ratios into consistency with those proposed to meet the vision of the Midtown area.

ZONE CHANGE

The adoption of the Midtown Specific Plan creates a new zoning district that redesignates each property within the bounds of the plan from its existing zoning to the Specific Plan No. 3 District (SP-3). The Specific Plan sets out permitted and conditionally permitted uses, development standards and design guidelines for the area by five subdistricts.

- ▲ Subdistrict development regulations and design guidelines provide detailed long-term development controls. These regulations are intended to address the unique needs of Midtown, differentiated by subdistrict in order to achieve the activity patterns foreseen by the plan.
- ▲ Each subdistrict identifies specific permitted uses for the area. Existing structures not shown in the plan may be reoccupied without discretionary action provided parking requirements are satisfied as provided in the parking management plan for Midtown.

Any improvements done to a site must be consistent with the purpose and intent of this plan and with the City's commercial development standards. For zoning issues and development standards not addressed in the plan, the appropriate citywide standards apply.

PARKING

Parking availability was previously identified as a critical concern in the Midtown area. Many properties lack required parking. Without convenient parking, however, many buildings are obsolete and a liability to the surrounding area. Parking shortages are most critical south of Washington Avenue and public parking is the preferred strategy for addressing this issue.

The most effective method to provide needed parking in the Civic Center/Professional and Financial Districts is a parking assessment district whereby affected property owners are proportionately assessed the cost of constructing and operating a parking structure. A public agency would issue the bonds, secured by the real estate assets in the defined district. These assessments can be supplemented by parking structure use fees and in-lieu fees.

Since a parking structure will take some time to finance and build, it can only be considered a longer term strategy to solving the parking problem. The immediate issue of lack of parking is still present for many vacant buildings. Those uses wanting to reoccupy a vacant or under parked building prior to public parking being available will be able to contribute to an in-lieu fee for each space that the proposal is short as provided in the parking management plan. Although this does not provide short term parking, it does provide a relief mechanism that benefits the parking structure strategy economics. It also has the advantage of allowing vacant space to be occupied consistent with the plan thereby creating a more vital community image. Reuse of vacant properties generates economic activity and reduces blight. The occupancy of buildings also deters vandalism and removes an overall negative image and liability to the surrounding area.

PHASING STRATEGY

The implementation of this plan and the revitalization of Midtown relies market driven activity sparked by the plans strategy. The City is facilitating this market process with the adoption of this specific plan. Projects, both reuse and in-fill, will be financed primarily with private capital and will be constructed according to market demands. Some of the Community Development Agency participation in private development will consist of assisting in:

- ▲ preparation of financing packages;
- ▲ land assembly; and
- ▲ business attraction activities.

Midtown design elements that will be conditioned as developer improvements on adjacent projects include:

- Landscaping improvements.
- The extension of the Ninth, Eleventh, and Fourteenth Street pedestrian connectors.
- The Seventeenth Street and Civic Center Drive corner features.
- The urban plaza features at Washington and Tenth Street.

Meanwhile, City capital improvement funding will focus on streetscape improvements. These include:

- A parking and streetscape program on Main Street.
- An identification banner program.
- Entry treatments.

The implementation strategy includes phasing priorities that focus at both ends of the Midtown area and work toward the middle:

Priority 1 - Direct stimulus to the revitalization of the civic/professional district is to be provided through the construction of a public parking structure on the west side of Sycamore south of the Ninth Street extension. As part of this project, the extension of Ninth Street as a pedestrian corridor is to be undertaken. The Main Street parking and streetscape programs are also to be implemented. The provision of a new parking in the Civic/Professional district will provide a significant attraction for new businesses, and eventually new construction.

Priority 2 - The construction of a new community shopping center along the west side of Main Street between Washington Avenue and 17th Street is to proceed. This project will require considerable Community Development Agency involvement in recruiting a developer and major tenants including a supermarket, and providing assistance with land assembly. The project will need to integrate the construction of a parking structure to serve the needs of the new commercial development. The existing financial institutions also may be retained and incorporated into the development plan so that they function as key elements in the overall community serving project. The pedestrian connector shown in the plan along Fourteenth Street also should be constructed as a central pedestrian and entertainment corridor.

The development of a Midtown Business improvement district is also necessary. This district is a mechanism for business in the area to come together for marketing, self-promotion activities,

and business development similar to what is occurring in the downtown area.

The City will explore using capital funds, grants or other funding sources to purchase undeveloped parcels on the west side of Sycamore Street north of Tenth Street, which are critical to the central open space resource of the plan. This area can be developed into the proposed urban park.

Priority 3 - Construct Tenth Street to Washington Avenue parking facilities together with the mid-block pedestrian connector along Eleventh Street. Once additional parking is provided on the east side of Sycamore Street, then action can be taken to develop the central open space. The node around the church and the three lots along the west side of Sycamore Street south of Washington Avenue can be combined with the lots to the south purchased during Priority 2 to complete the development of the urban park. This priority also includes the construction of a parking structure west of Broadway south of Tenth Street with vehicular access on Birch Street and pedestrian access to Broadway.

IMPLEMENTATION MATRIX

The following matrix depicts the implementation program detailing the priorities listed above under the headings of development and parking, streetscape, open space and marketing. Projects are organized and prioritized as short, mid or long-term. Generally, short-term is within five years, mid-term is between five and 10 years, and long-term is beyond 10 years. Activities and projects are prioritized based upon their ability to stimulate new private investment in Midtown.

The Implementation Program serves as a guide for allocating City resources in Midtown as well as assisting in the direction of private funding and capital outlay. As funds become available, projects identified as short-term are to be given first priority and included in the City's budgeting process. Private development interest may also effect the allocation of public resources and project priorities if it is determined that the private project promotes the goals and objectives of the Specific Plan.

MIDTOWN SPECIFIC PLAN IMPLEMENTATION PROGRAM

Streetscape and Open Space								
Short-term			Mid-term			Long-term		
Project	Lead Agency	District	Project	Lead Agency	District	Project	Lead Agency	District
Complete street tree program on Main, Broadway, Sycamore, Bush, Washington, Tenth & Fifteenth.	PWA CDA	District-wide	Complete Ninth and Eleventh Street promenades including paving, banners, seating, lighting and planting.	PWA CDA PBA RCS	Civic Center	Complete Main Street intersection improvements at Seventeenth, Washington, Tenth, and Civic Center.	PWA CDA Civic Center, Financial, Community Shopping	
Complete Main Street theme sidewalk.	PWA CDA	Civic Center, Financial, Community Shopping	Complete Civic Center edge including landscaping and seating areas.	PWA CDA	Civic Center	Complete Sycamore Street passive park.	RCS CDA Broadway	
Complete Main Street banner program.	PWA CDA	Civic Center, Financial, Community				Complete Seventeenth Street gateway including plazas, public art, banners, paving, fountains, and landscaping.	PWA CDA PBA RCS Community Shopping	
Complete Main Street Christmas decorations.	CDA	Civic Center, Financial, Community Shopping						

MDTOWN SPECIFIC PLAN IMPLEMENTATION PROGRAM

Development and Parking								
Short-term			Mid-term			Long-term		
Project	Lead Agency	District	Project	Lead Agency	District	Project	Lead Agency	District
Complete Ninth Street parking structure and retail arcade.	PWA CDA PBA	Civic Center	Complete Community Shopping Center development.	CDA Private	Community Shopping	Develop Buffum's Block office tower and retail space.	PWA CDA PBA Private Civic Center	Civic Center
Develop Specialty Row parking solution.	CDA	Community Shopping, Bush Street	Complete Specialty Row retail district.	CDA Private	Community Shopping	Complete Eleventh Street office tower and retail space.	PWA CDA PBA Private Financial	Financial
Identify reuse for Main Street ground floor space.	CDA PBA	Civic Center, Financial	Complete Broadway small lot infill program.	CDA Private	Broadway	Complete Seventeenth Street enhanced intersection projects.	PWA CDA PBA Community Shopping, Broadway	Community Shopping, Broadway
Develop parking financing program.	CDA PBA	District-wide	Complete Bush Street small lot infill program.	CDA Private	Bush Street	Complete Tenth Street parking garage.	PWA CDA PBA Civic Center	Civic Center
Add parking to Main Street.	PWA	Community Shopping, Financial Civic Center						

MIDTOWN SPECIFIC PLAN IMPLEMENTATION PROGRAM

Marketing								
Short-term			Mid-term			Long-term		
Project	Lead Agency	District	Project	Lead Agency	District	Project	Lead Agency	District
Continue to provide business retention services.	CDA	District-wide	Implement Midtown Business Improvement District.	CDA	District-wide	Retain a skilled leasing agent to identify and recruit office and retail tenants.	CDA	District-wide
Continue to prepare Midtown available space survey.	CDA	District-wide	Commence Midtown promotional events.	CDA	District-wide	Provide financial incentives to attract anchor tenants.	CDA	District-wide
Continue Midtown Executive business meetings.	CDA	District-wide	Develop Midtown security network.	CDA SAPD	District-wide			
Continue Midtown rotating exhibits.	CDA		Develop facade rehabilitation program for major office structures.	CDA	District-wide			

ACKNOWLEDGEMENTS

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