

SPECIFIC DEVELOPMENT No. 75
AMENDMENT APPLICATION 04-01
NS-2649A/2649S

CITY COUNCIL ACTION
SEPTEMBER 27, 2004
APRIL 5, 2005,

ORDINANCE NO. NS-2649


Clerk of the Council

AN ORDINANCE OF THE CITY OF SANTA ANA REZONING THE PROPERTY LOCATED AT ONE BROADWAY PLAZA FROM MIDTOWN SPECIFIC PLAN NO. 3 (SP-3) TO ONE BROADWAY SPECIFIC DEVELOPMENT DISTRICT (SD-75) (AA NO. 2004-01); AMENDING THE MIDTOWN SPECIFIC PLAN (ZOA NO. 2004-02) AND ADOPTING THE ONE BROADWAY SPECIFIC DEVELOPMENT DISTRICT (SD-75)

THE PEOPLE OF THE CITY OF SANTA ANA ORDAIN AS FOLLOWS:

Section 1. It is hereby found and determined:

- A. Applicant is requesting approval of various entitlements in order to construct a thirty-seven (37) story, 493 feet in height, office tower located at One Broadway.
- B. On February 23, 2003, the Planning Commission held a duly noticed public hearing, and by a vote of 6:1 (Sinclair opposed) voted to recommend that the City Council:
 1. Certify and adopt the Final Environmental Impact Report No. 99-01, the Mitigation Monitoring Program, and the Statement of Overriding Considerations.
 2. Adopt an ordinance approving the rezoning the property located at One Broadway Plaza from Midtown Specific Plan No. 3 (SP-3) to One Broadway Specific Development District (SD-75), Amendment Application No. 2004-01.
 3. Adopt an ordinance amending to the Midtown Specific Plan (SP-3) (ZOA No. 2004-02).
 4. Adopt a resolution amending the General Plan of the City of Santa Ana to increase the Floor Area Ratio to 2.9, to classify streets as Local Commercial Streets, and to modify the Urban Design Element (GPA No. 2004-01).
- C. The City Council of the City of Santa Ana held a duly noticed public hearing on the above said actions for One Broadway on March 15, 2004, and at that time considered all testimony, written and oral. After closing this hearing, the City Council directed that a Development Agreement be negotiated.
- D. On June 14, 2004, the Planning Commission, held a duly noticed public hearing, and by a vote of 6:1 (Sinclair opposed) voted to recommend that the City Council:
 1. Adopt additional mitigation measures in response to comments from the Santa Ana Unified School District.
 2. Adopt an ordinance approving Development Agreement No. 2004-01.

3. Adopt a resolution approving Tentative Parcel Map No. 2004-02 (County Map No. 2003-262) as conditioned.
- E. On July 6, 2004, a second City Council meeting was scheduled and was continued by the City Council to July 19, 2004.
 - F. On July 19, 2004, the aforesaid hearing was held and at that time the City Council considered all testimony, written and oral.
 - G. Amendment Application No. 2004-01 has been filed with the City of Santa Ana to change the zoning district designation of certain real property located at One Broadway from Midtown Specific Plan No. 3 (SP-3) to the One Broadway Specific Development District (SD-75).
 1. SD-75 would allow professional and business offices; banks and similar financial institutions; service and commercial retail uses; restaurants; nightclubs, bars and indoor entertainment (with a Conditional Use Permit); coffee houses (with a Conditional Use Permit); and banquet facilities (with a Conditional Use Permit).
 2. Amendment Application No. 2004-01 is consistent with the General Plan, including but not limited to its goals and policies to:
 - a. Promote the balance of land uses to address basic community needs. Land Use Element Goal No. 1.0.
 - b. Promote land uses which enhance the City's economic and fiscal viability. Land Use Element Goal No. 2.0.
 - c. Support developments that create a business environment that is safe and attractive. Land Use Element Policy No. 2.8.
 - d. Enhance development sites and districts which are unique community assets that enhance the quality of life. Land Use Element Goal No. 4.0.
 - e. Encourage high intensity office development to attract major tenants that will contribute to cultural and business activities of the central city. Land Use Policy No. 1.3.
 - f. Support projects that contribute to the redevelopment and revitalization of the central city urban areas. Land Use Policy No. 2.7.
 - g. Create an opportunity for Class A office space suitable for acquisition of major, high profile tenant in the Downtown Development Area. Land Use Policy No. 2.11.
 - h. Encourage large-scale office development with ancillary retail in the proximity of the Civic Center Complex, Downtown and Midtown urban areas. Land Use Policy No. 2.12.
 3. The City Council has weighed and balanced the general plan's policies and has determined that based upon this balancing that the

One Broadway project is consistent with the purpose of the general plan.

4. The Council has examined all of the goals and policies of the general plan, including:
 - a. Promote the balance of land uses to address basic community needs. Land Use Element Goal 1.0.
 - b. Promote land uses which enhance the City's economic and fiscal viability. Land Use Element Goal 2.0.
 - c. Support developments that create a business environment that is safe and attractive. Land Use Element Policy 2.8.
 - d. Enhance development sites and districts which are unique community assets that enhance the quality of life. Land Use Element goal 4.0.
 - e. Encourage high intensity office development to attract major tenants that will contribute to cultural and business activities of the central city. Land Use Policy No. 1.3.
 - f. Support projects that contribute to the redevelopment and revitalization of the central city urban areas. Land Use Policy No. 2.7.
 - g. Create Class A office space suitable for acquisition of major, high profile tenant in the Downtown Development Area. Land Use Policy No. 2.11.
 - h. Encourage large-scale office development with ancillary retail in the proximity of the Civic Center Complex, Downtown and Midtown urban areas. Land Use Policy No. 2.12.
 5. The City Council also adopts as findings all facts presented in the Requests for Council Action dated March 15, 2004, July 6, 2004, and July 19, 2004 accompanying this matter.
 6. For these reasons, and each of them, Amendment Application No. 2004-01 is hereby found and determined to be consistent with the General Plan of the City of Santa Ana and otherwise justified by the public necessity, convenience, and general welfare.
- H. Zoning Ordinance Amendment No. 2004-02 has been filed with the City of Santa Ana to amend the Midtown Specific Plan (SP-3) to eliminate the area of the One Broadway Specific Design District from SP-3.
- I. Final Environmental Impact Report No. 99-01, the Mitigation Monitoring Program, and the Statement of Overriding Considerations which came before the City Council on March 15, 2004 and was approved and adopted by resolution at the second duly noticed public held on July 19, 2004. At the July 19, 2004 meeting, the City Council also introduced an ordinance rezoning the property (AA No. 2004-01), adopted a resolution amending the

City's general plan (GPA No. 2004-01) and a resolution approving Tentative Parcel Map No. 2004-02. This ordinance incorporates by reference, as though fully set forth herein, the resolutions and said Final Environmental Impact Report, Mitigation Monitoring Program, and Statement of Overriding Considerations, and all of their respective findings and conclusions in support of this ordinance.

- J. On October 4, 2004, a referendum petition against this Ordinance was certified, requiring the ordinance to be either repealed or submitted to the voters for approval. On November 15, 2004 the City Council decided to submit this ordinance to the voters.

Section 2. The real property located at One Broadway is hereby reclassified from Midtown Specific Plan No. 3 (SP-3) to One Broadway Specific Development District (SD-75). Amended Sectional District Map number 12-5-10, showing the above described change in use district designation, is hereby approved and attached hereto as Exhibit "A" and incorporated by this reference as though fully set forth herein. (AA No. 2004-01).

Section 3. Midtown Specific Plan No. 3 (SP-3) is hereby amended as set forth in Exhibit "B", attached hereto and incorporated as though fully set forth herein. (ZOA 2004-02).

Section 4. One Broadway Plaza Specific Development District (SD-75) as set forth in Exhibit "C", attached hereto and incorporated as though fully set forth herein, is approved adopted in its entirety.

Section 5. This ordinance shall not be effective unless and until Resolution No. 2004-021 and Ordinance No. NS-2656 becomes effective. If said ordinance or resolution are for any reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, or otherwise do not go into effect for any reason, then this ordinance shall be null and void and have no further force and effect.

Section 6. 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 7. This ordinance shall become effective only upon the approval by a majority of the voters of the City of the Santa Ana at the April 5, 2005 special election.

CERTIFICATE OF ORIGINALITY

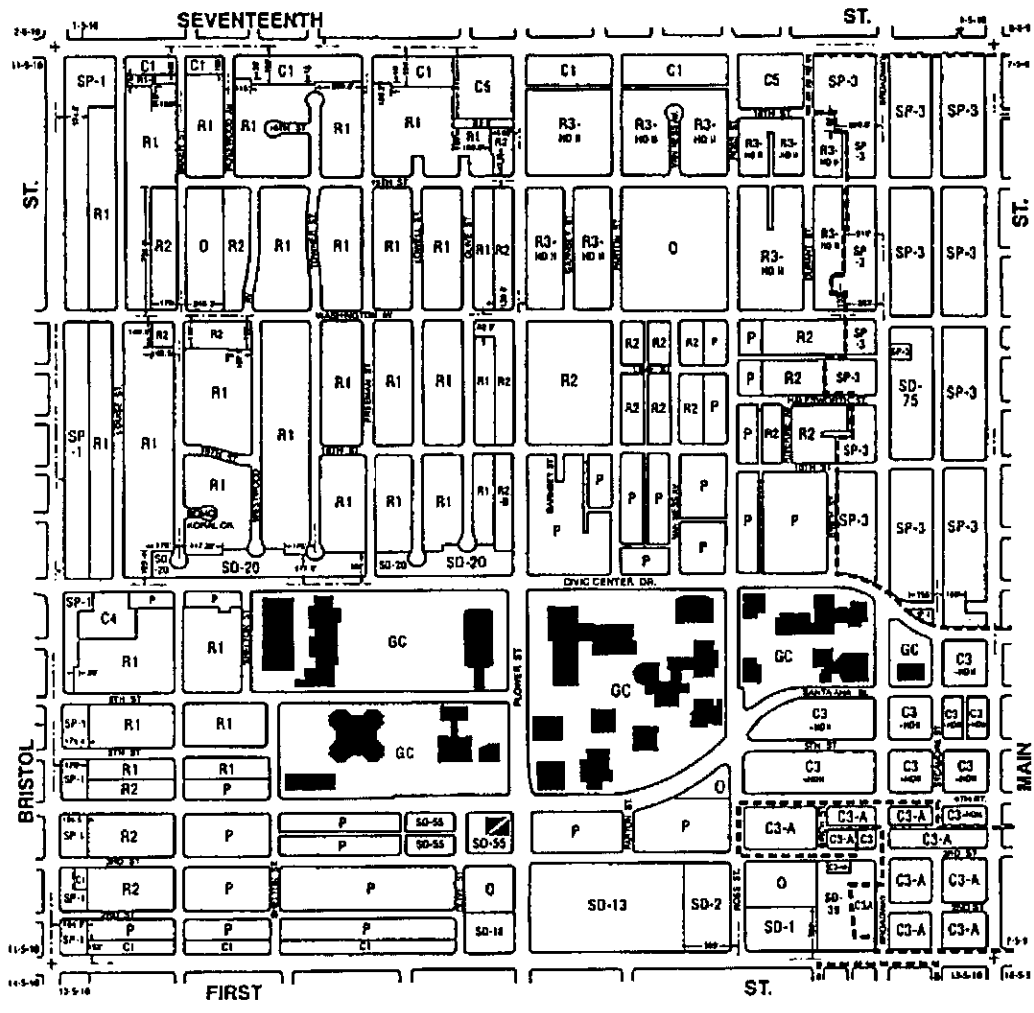
I, PATRICIA E. HEALY, Clerk of the Council, do hereby attest to and certify the attached Ordinance No. NS-2649 to be the original ordinance adopted by the People of the City of Santa Ana at the special municipal election held on April 5, 2005, as certified by the City Council on April 18, 2005. Pursuant to California State Elections Code Section 9217, this ordinance shall become effective on April 28, 2005.

Date:

4/29/05


Clerk of the Council

12-5-10²



Zoning District

ADOPTED BY RESOLUTION NO. 5186 BY THE SANTA ANA PLANNING COMMISSION
PART OF ORDINANCE NO. NS-384 ADOPTED BY THE SANTA ANA CITY COUNCIL, AUGUST 17, 1959.



A1	GENERAL AGRICULTURE	C3	ARTERIAL COMMERCIAL	PRD	PLANNED RESIDENTIAL DEVELOPMENT
B	PARKING MODIFICATION	CR	COMMERCIAL RESIDENTIAL	R1	SINGLE FAMILY RESIDENTIAL
C-SM	COMMERCIAL SOUTH MAIN	GC	GOVERNMENT CENTER	R2	LIMITED MULTIPLE FAMILY RES.
C1	COMMUNITY COMMERCIAL	M1	LIGHT INDUSTRIAL	R3	MEDIUM DENSITY MULTIPLE
C1-MD	COMM. COMMERCIAL/MUSEUM DISTRICT	M2	HEAVY INDUSTRIAL		FAMILY RESIDENTIAL
C2	GENERAL COMMERCIAL	MO	MILITARY OPERATIONS	R4	SUBURBAN APARTMENTS
C3	CENTRAL BUSINESS	O	OPEN SPACE	RE	REAL ESTATE
C3-A	CENTRAL BUSINESS-ARTIST VILLAGE	P	PROFESSIONAL	SD	SPECIFIC DEVELOPMENT
C4	PLANNED SHOPPING CENTER	PCD	PLANNED COMMUNITY DEVELOPMENT	SP	SPECIFIC PLAN

Latest Revision Date: 10-3-03
THIS MAP IS THE OFFICIAL SECTIONAL DISTRICT MAP OF THE CITY OF SANTA ANA, AS AUTHORIZED BY CITY COUNCIL, RESOLUTION NO. 34-162, DATED 11-15-71. I HEREBY ATTEST THAT THIS MAP IS A TRUE COPY OF THE ORIGINAL SECTIONAL DISTRICT MAP NO. 12-5-10.
By: *Constance G. Nelson*
CITY CLERK
DEPUTY CITY MANAGER FOR DEVELOPMENT SERVICES
Certificate Date: SEPTEMBER 12, 2002

RES. J.A.A. J.A.M. NO.	AA 1016	AA 1086	AA 813	AA 968	AA 265	AA 602
ORD. / RES. NO.	NS-2177	NS-2295	NS-2297	NS-2398	NS-2357	NS-2630
ADOPTED DATE	5-21-92	1-18-93	5-12-93	7-2-93	9-13-93	9-2-01
APPROVED	<i>[Signature]</i>	<i>[Signature]</i>	<i>[Signature]</i>	<i>[Signature]</i>	<i>[Signature]</i>	<i>[Signature]</i>

RES. J.A.A. J.A.M. NO.	AA 1016	AA 1086	AA 813	AA 968	AA 265	AA 602
ORD. / RES. NO.						
ADOPTED DATE						
APPROVED						

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.

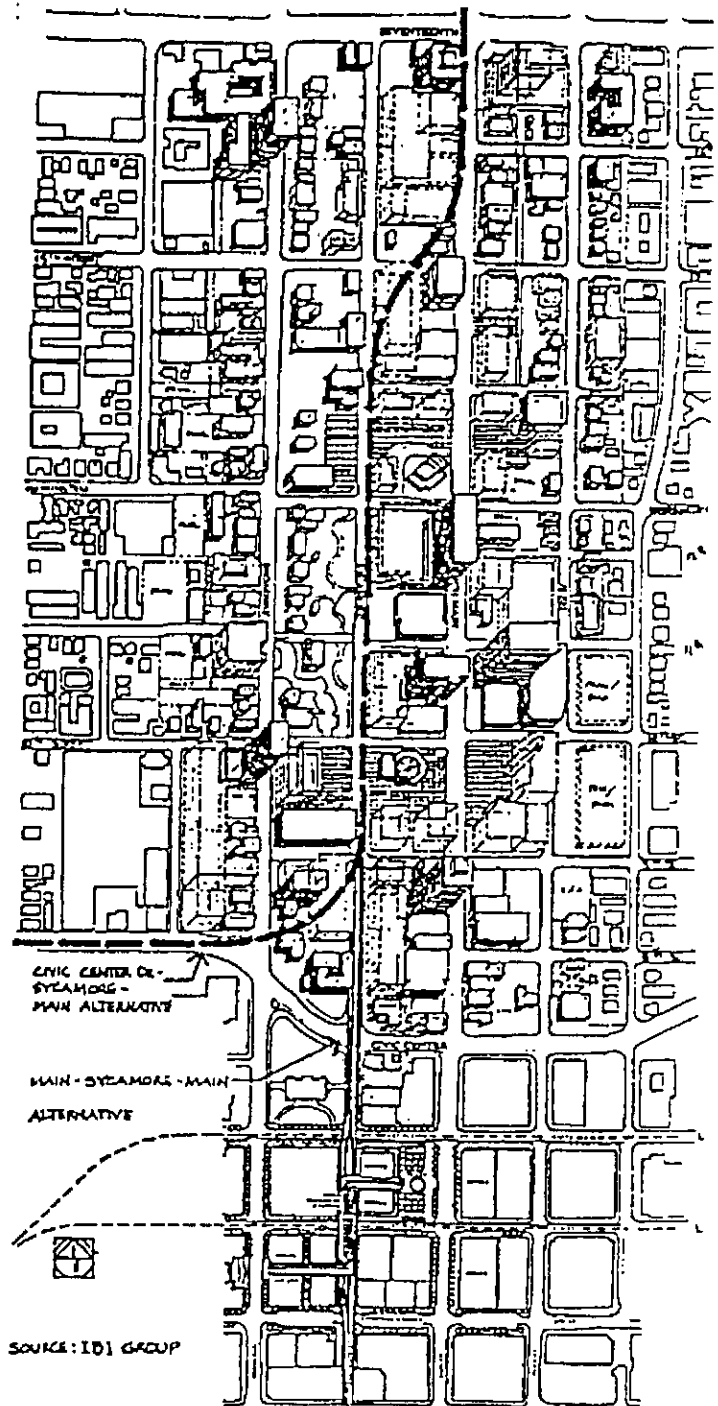


Exhibit 3 Conceptual Fixed Guideway Alignment Alternatives

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.

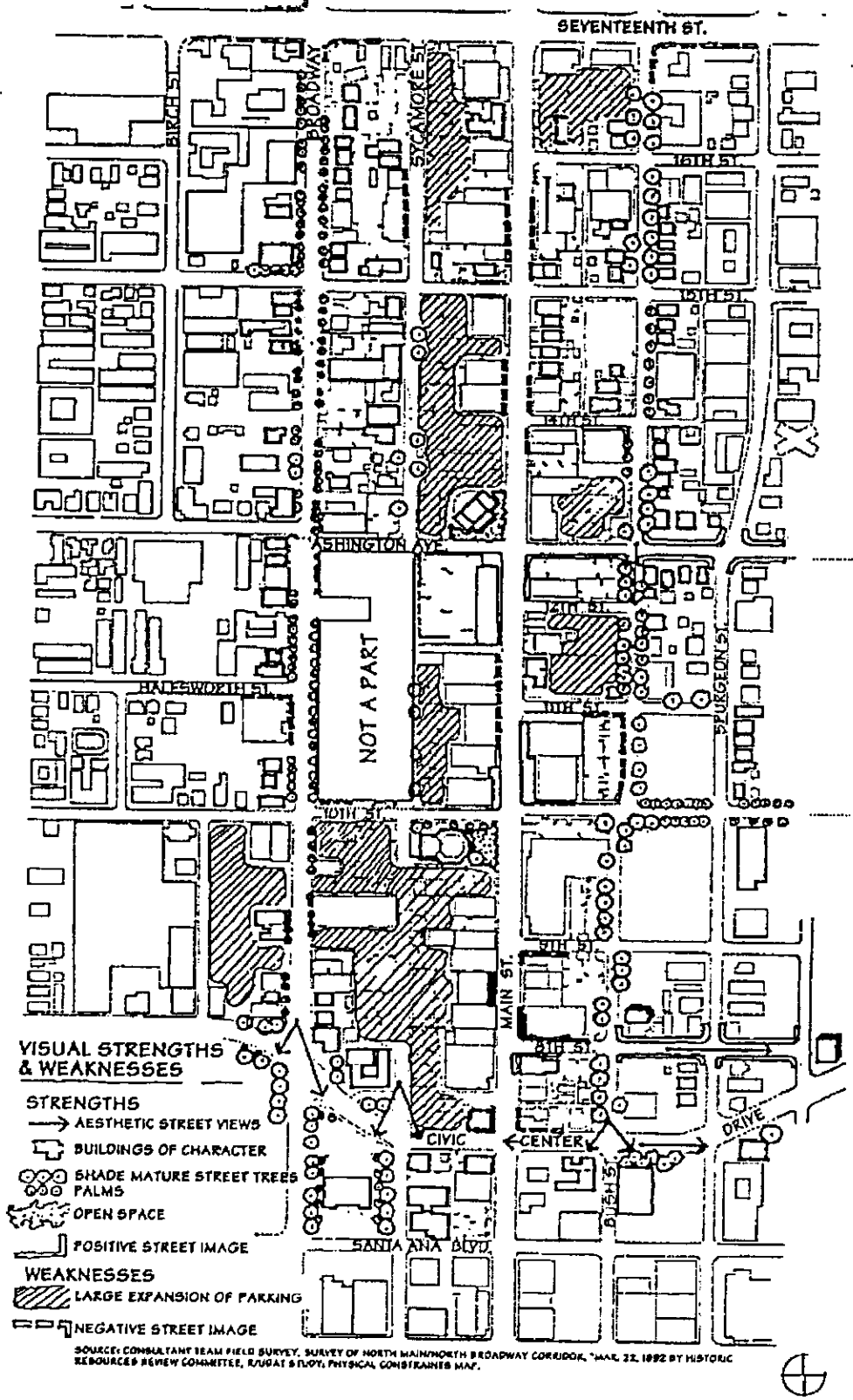


Exhibit 4 Visual Strengths and Weaknesses

SOURCE: CONSULTANT TEAM FIELD SURVEY, SURVEY OF NORTH MAIN/NORTH B ROADWAY CORRIDOR, MAR. 22, 1992 BY HISTORIC RESOURCES REVIEW COMMITTEE, RUGAT & FLOY, PHYSICAL CONSTRAINTS MAP.

- 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.

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.

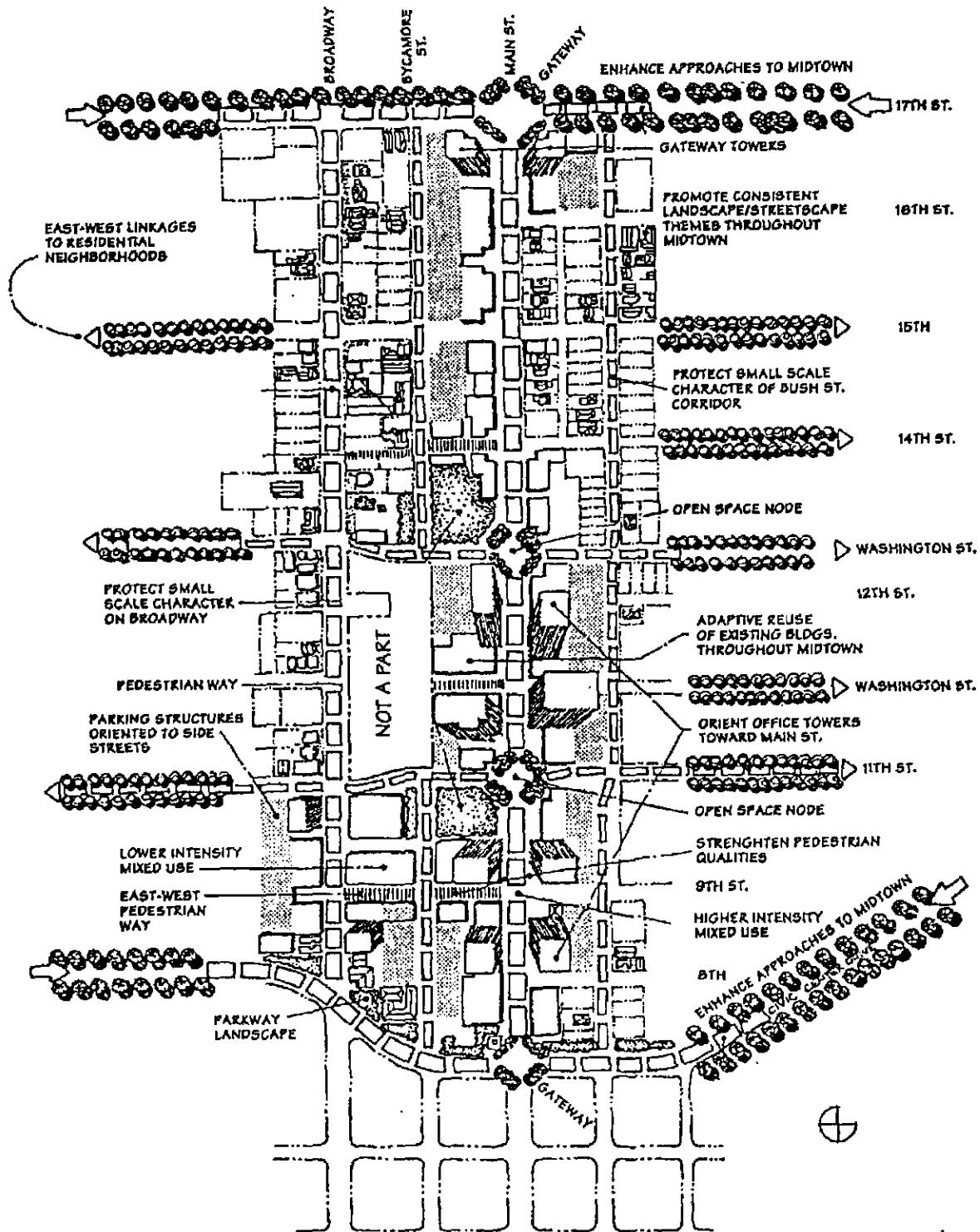


Exhibit 5 Urban Design Principles

- 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.

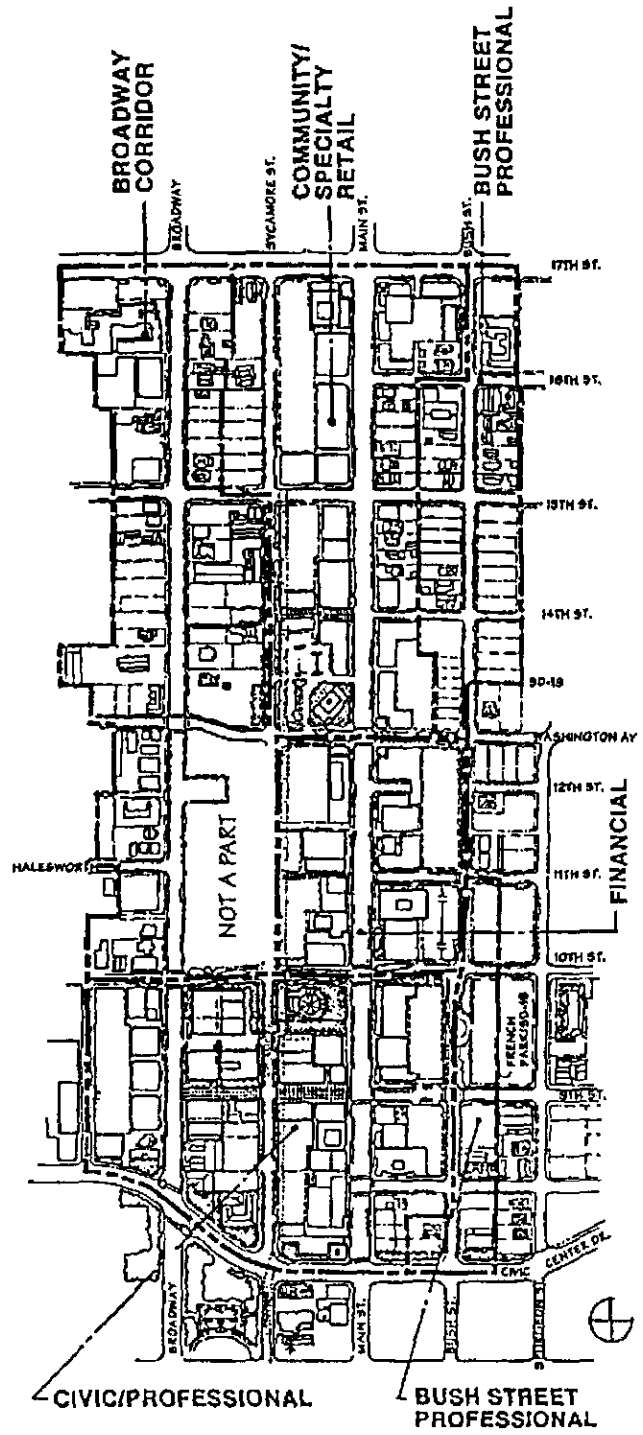


Exhibit 7 Midtown Districts

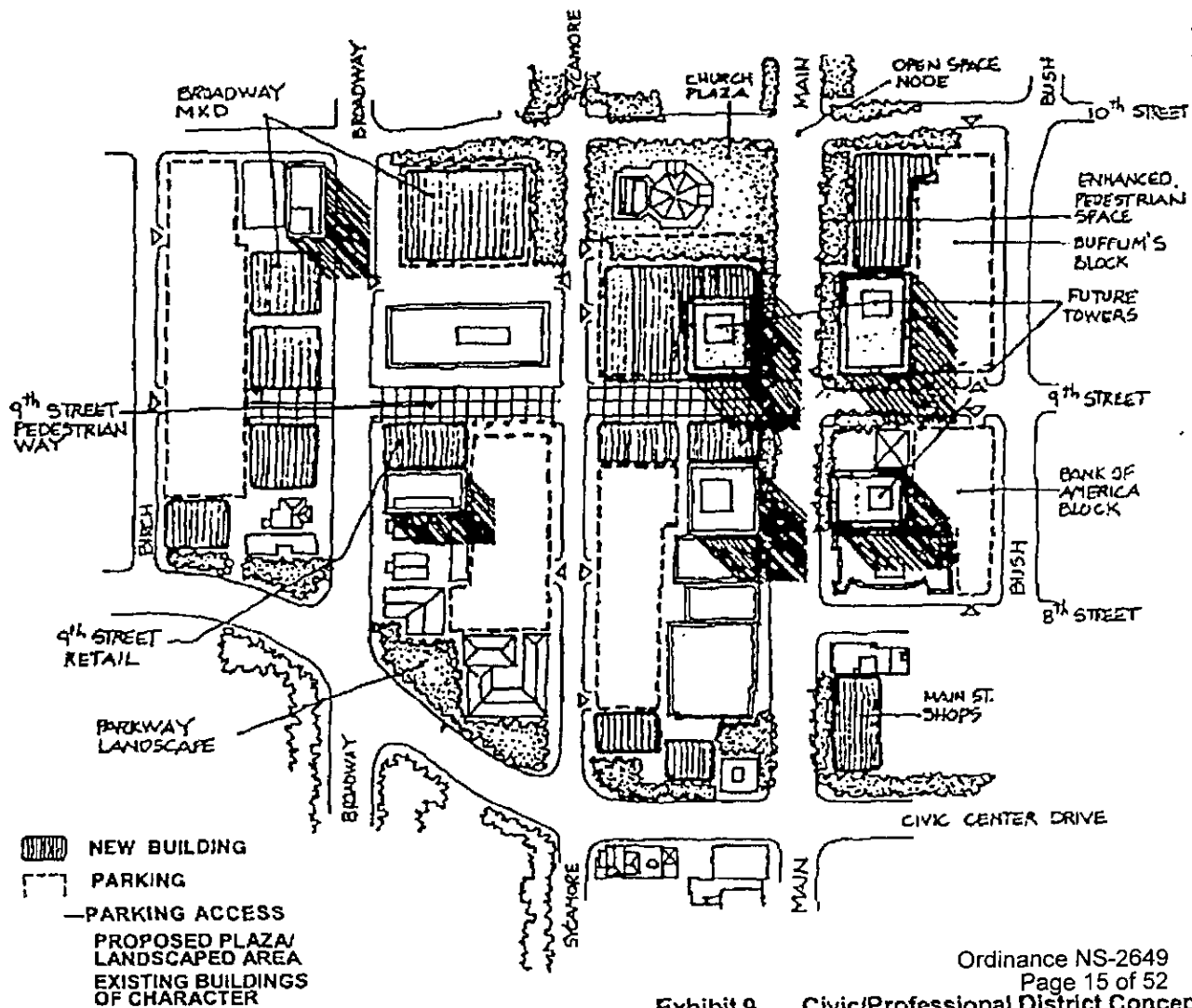
CIVIC/PROFESSIONAL DISTRICT

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



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Exhibit 9 Civic/Professional District Concept Plan

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.

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,

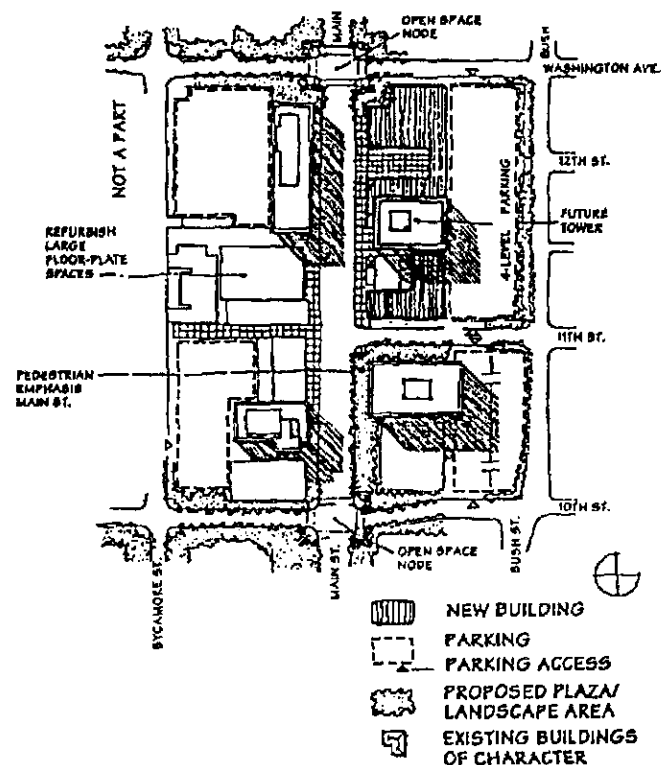
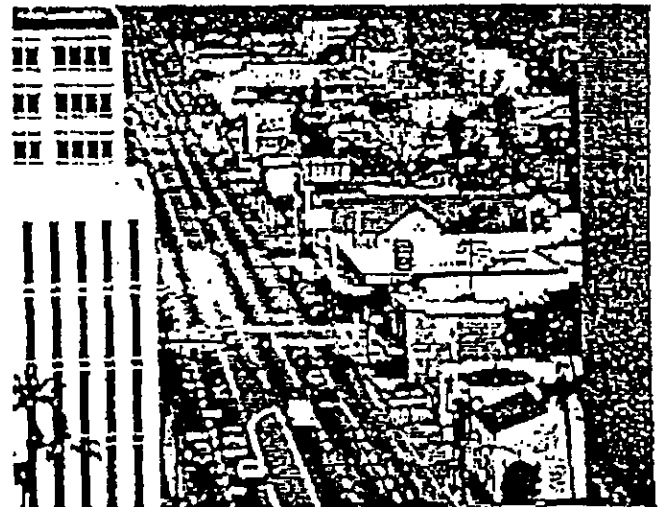


Exhibit 21 Financial District Concept Plan

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.

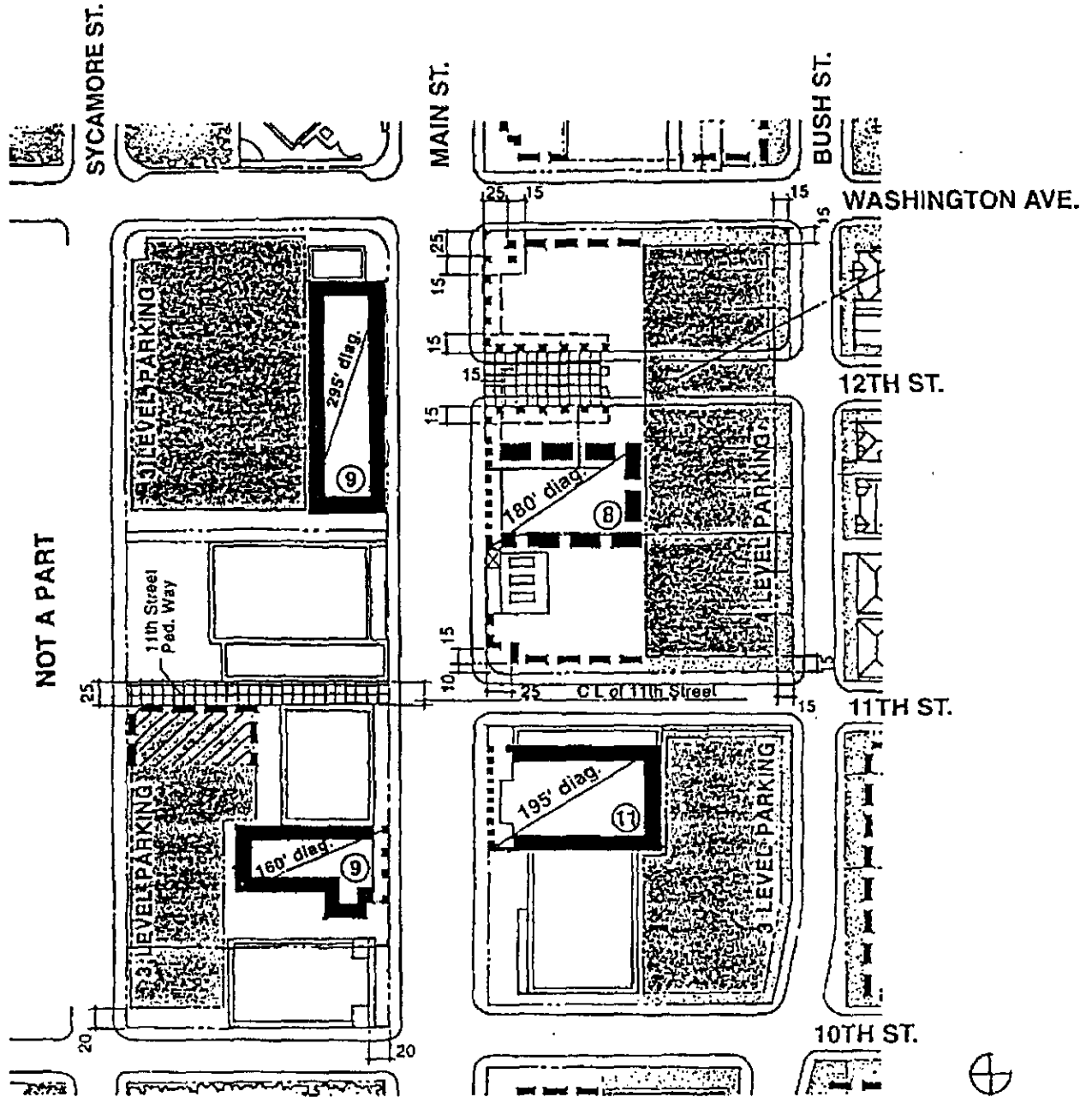
DEVELOPMENT STANDARDS

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.



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/LANDSCAPE 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.

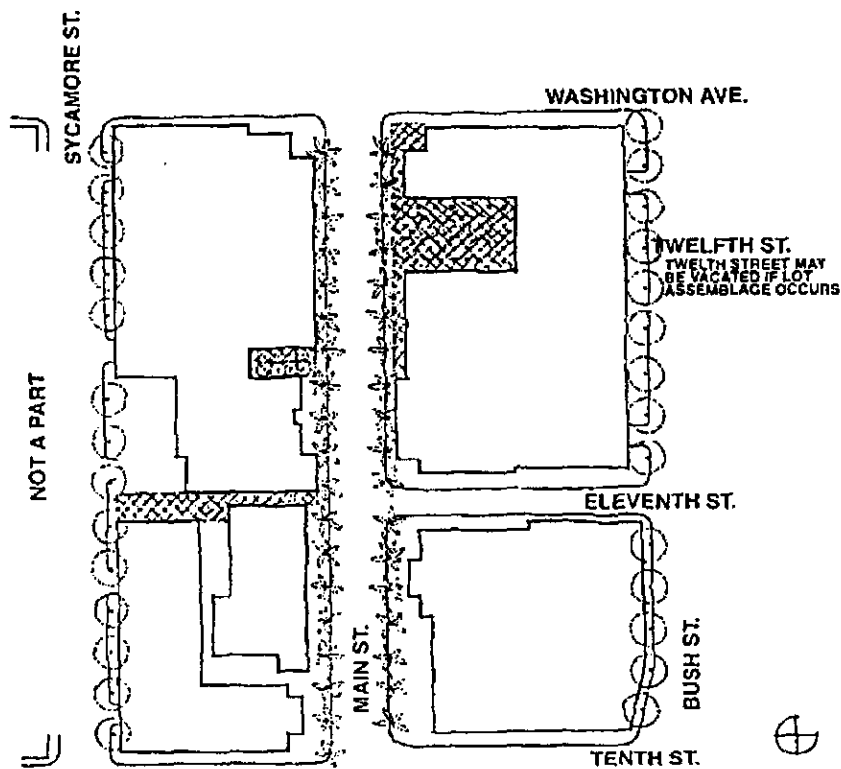


Exhibit 23 Figure Ground Diagram

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.

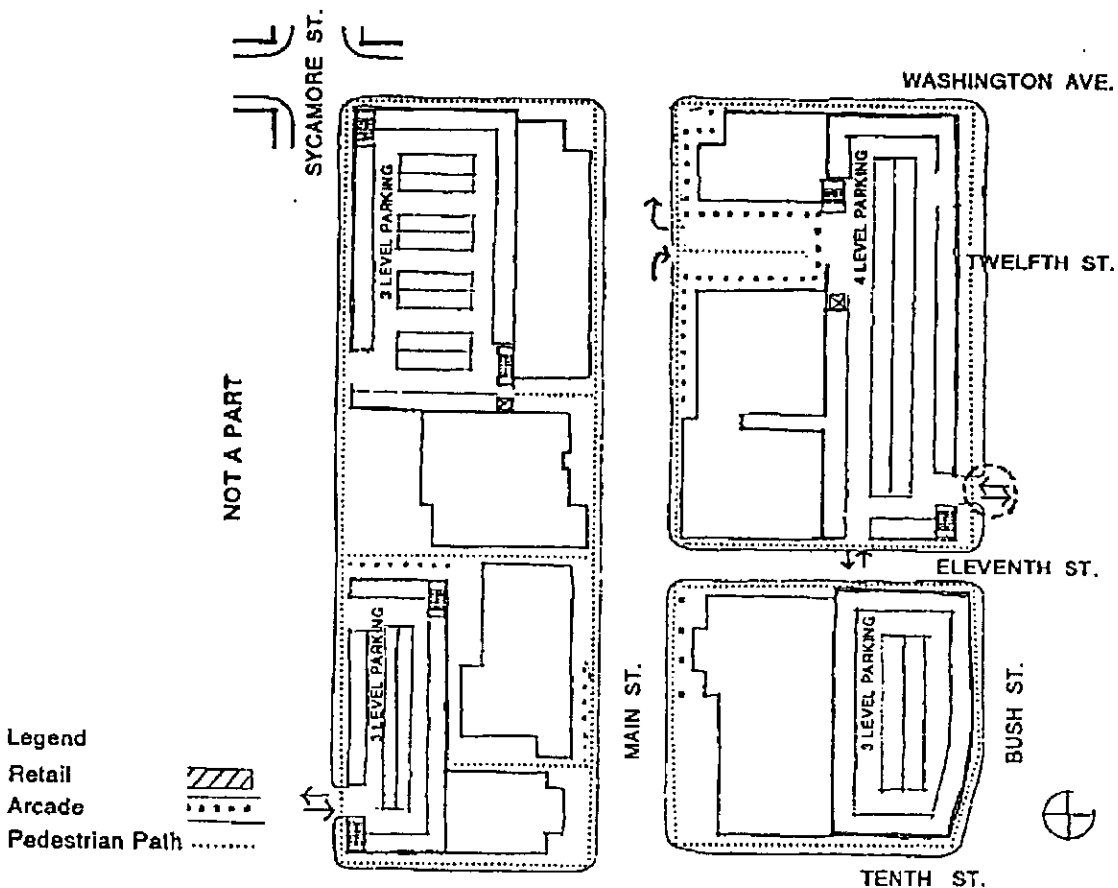


Exhibit 25 Pedestrian/Parking Diagram

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.

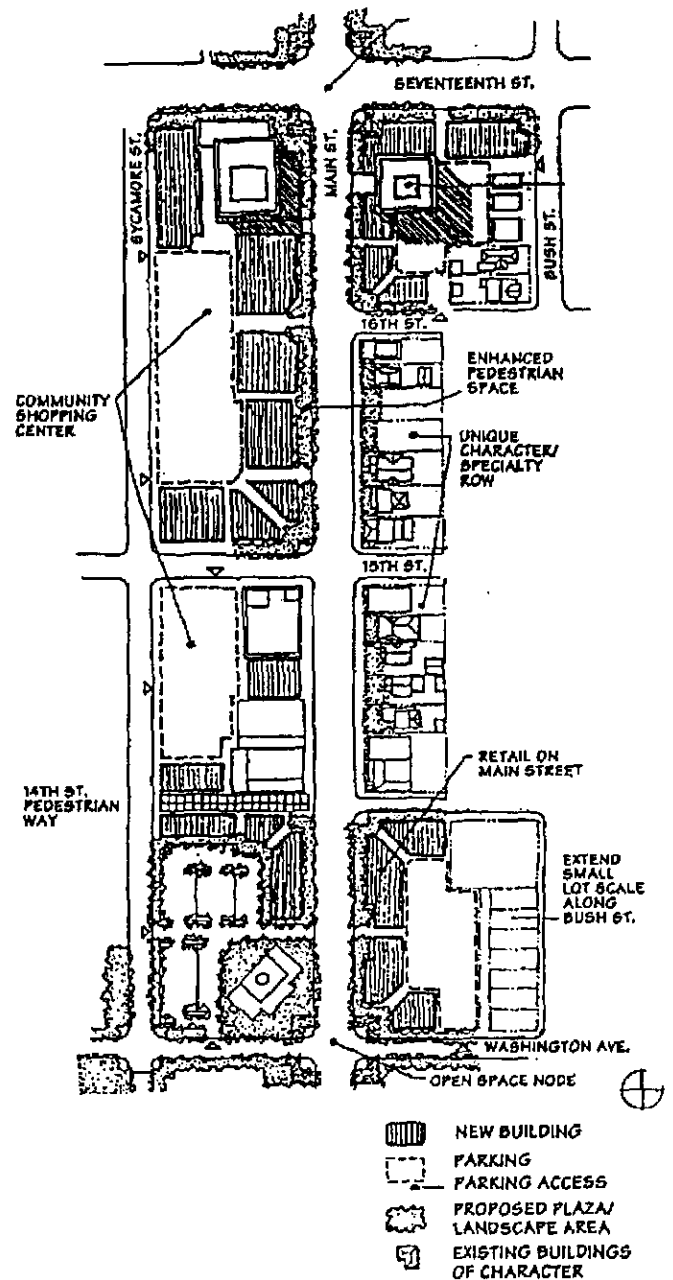
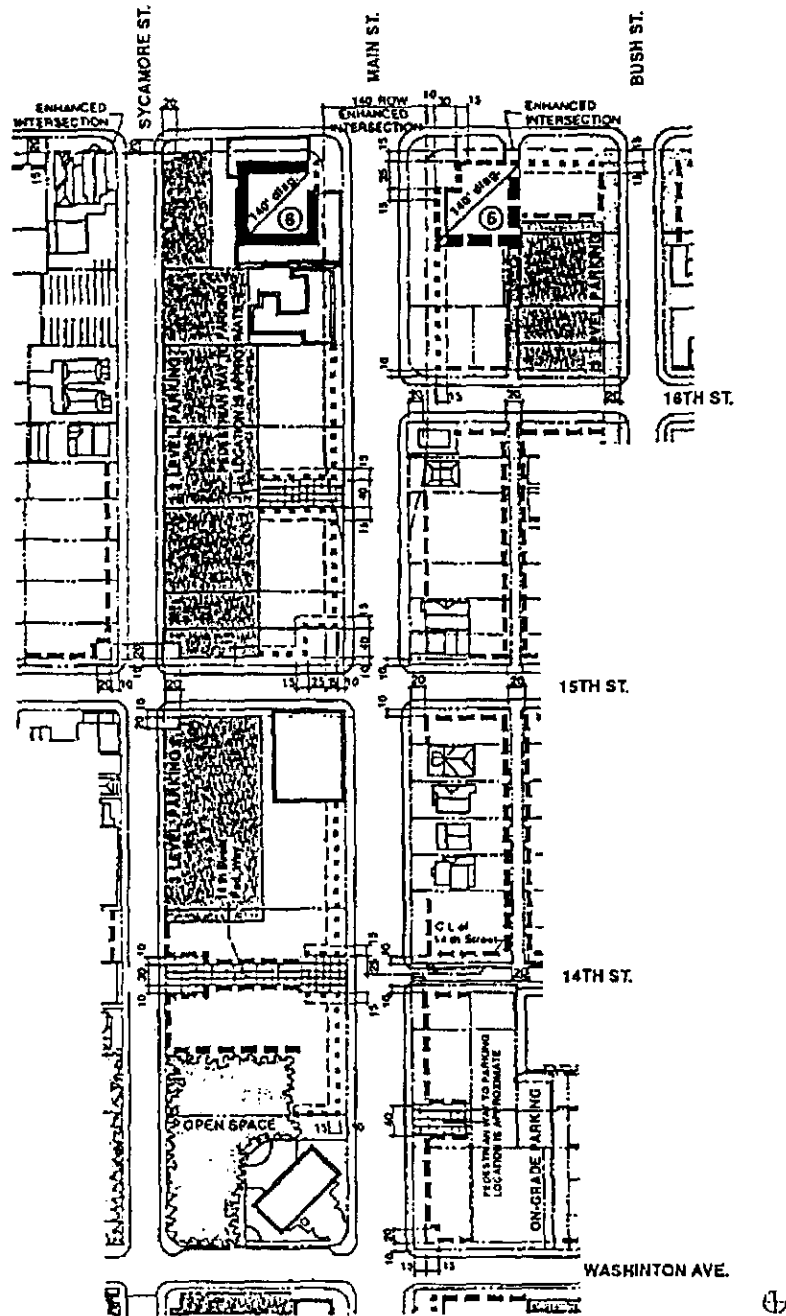


Exhibit 29 Community & Specialty Retail District



COMMUNITY/SPECIALTY RETAIL DISTRICT

HEIGHT AND SETBACKS

BUILDING HEIGHT IS 25' 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

Exhibit 30 Community and Specialty Retail Height and Setbacks

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.

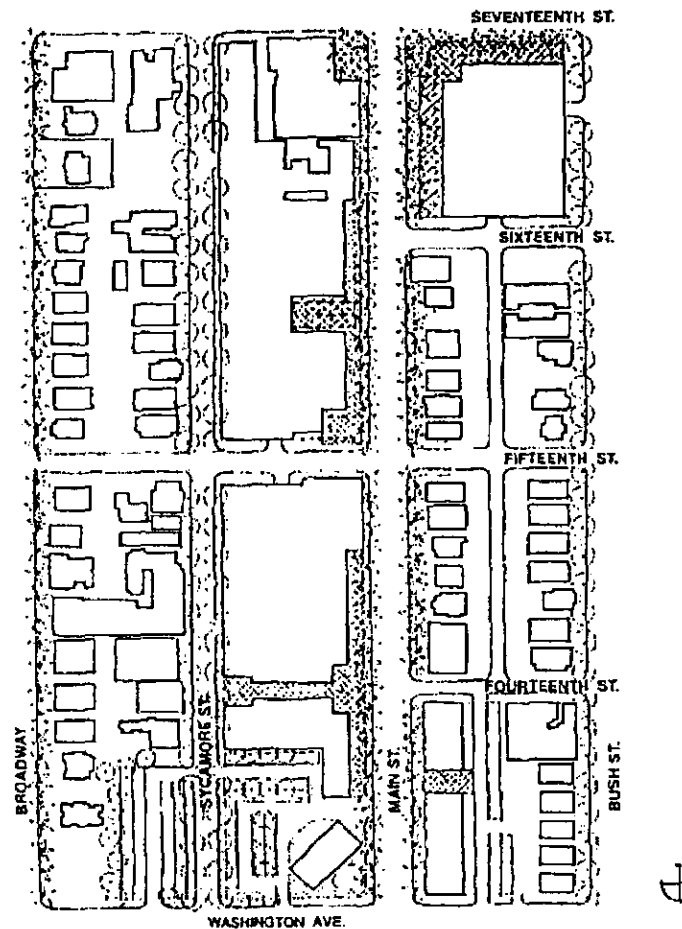
All buildings on the west side of the street should form a continuous street wall.

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.



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.

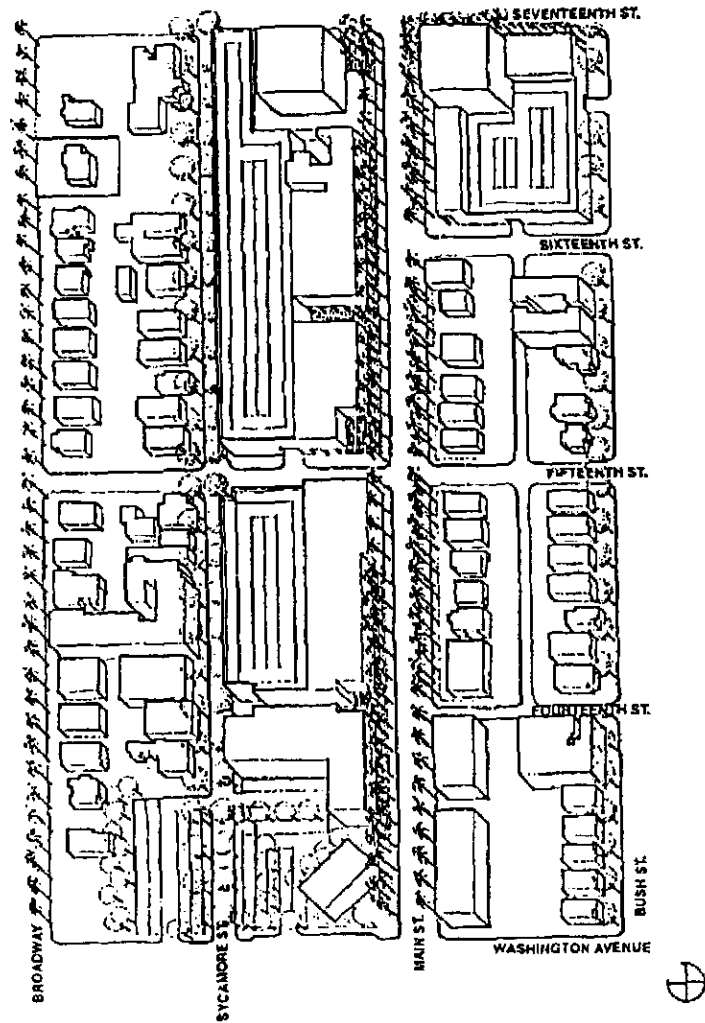


Exhibit 32 Built Form Diagram

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.

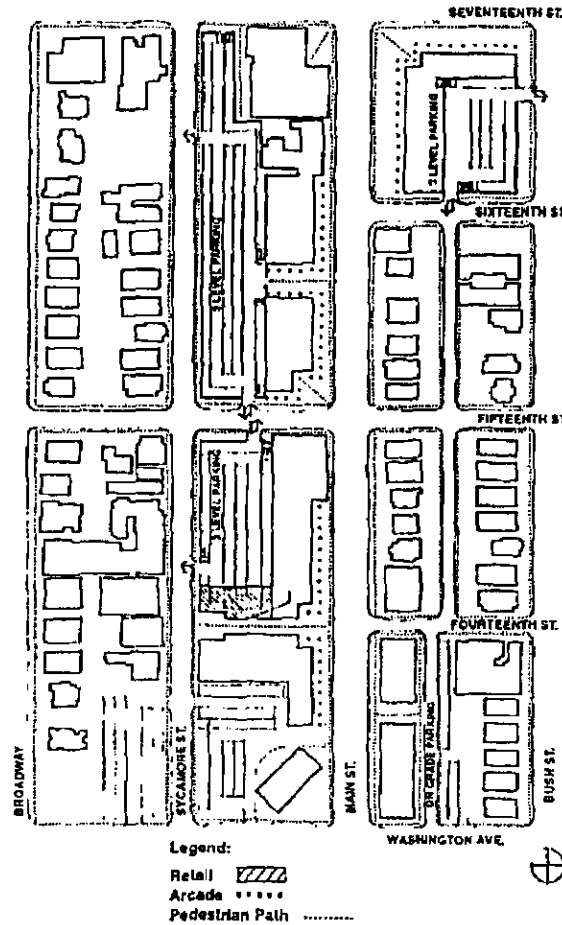


Exhibit 33 Pedestrian/Parking Diagram

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.

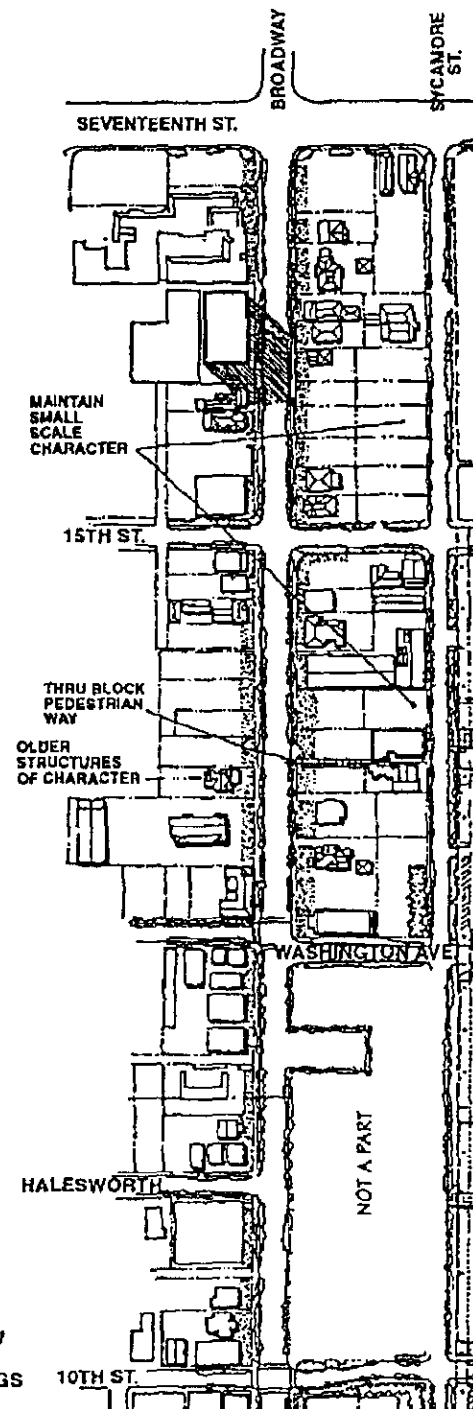


Exhibit 37 Broadway Corridor Concept Plan

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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.

BROADWAY CORRIDOR DISTRICT

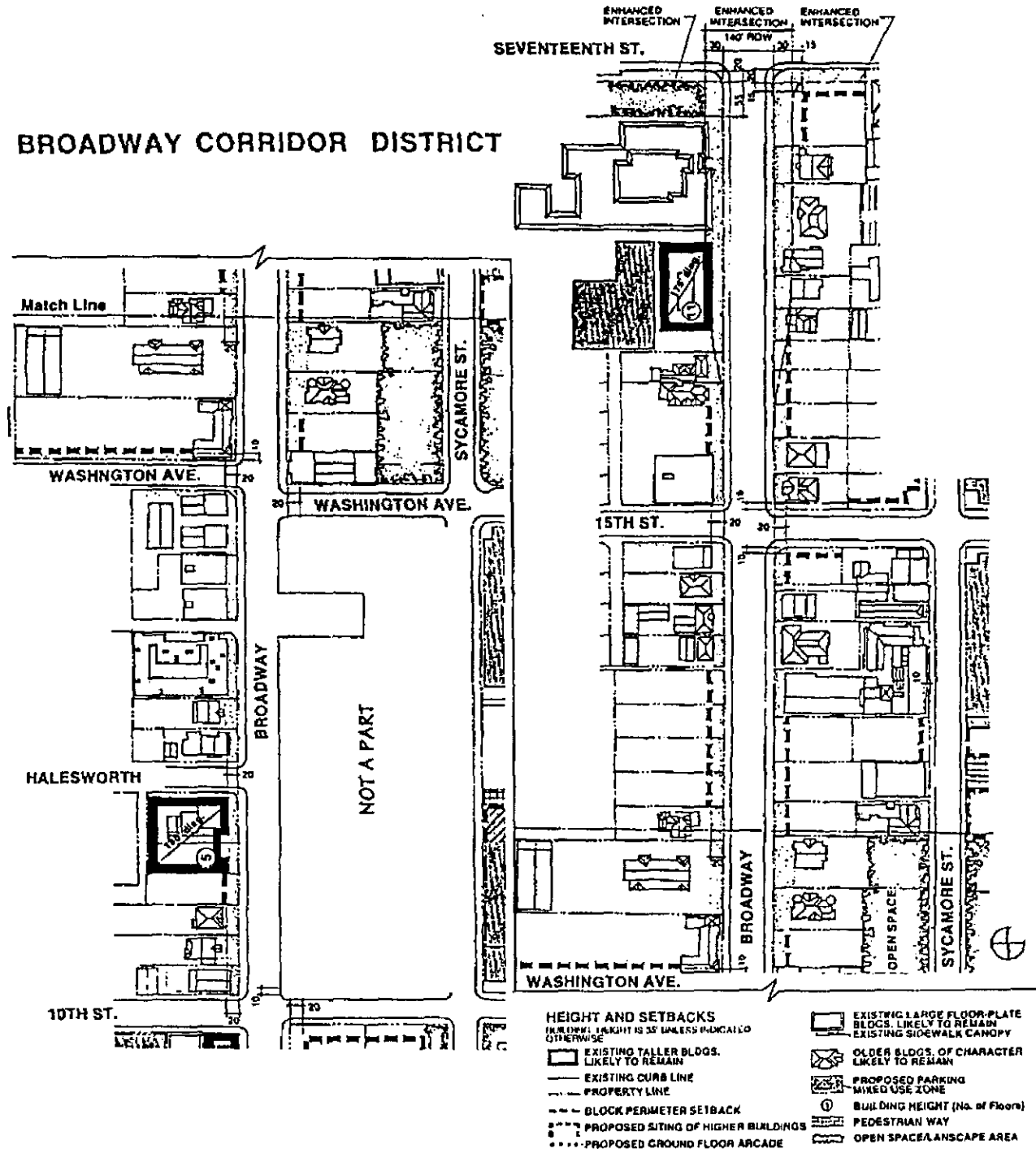


Exhibit 38 Broadway Corridor Height and Setbacks

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:

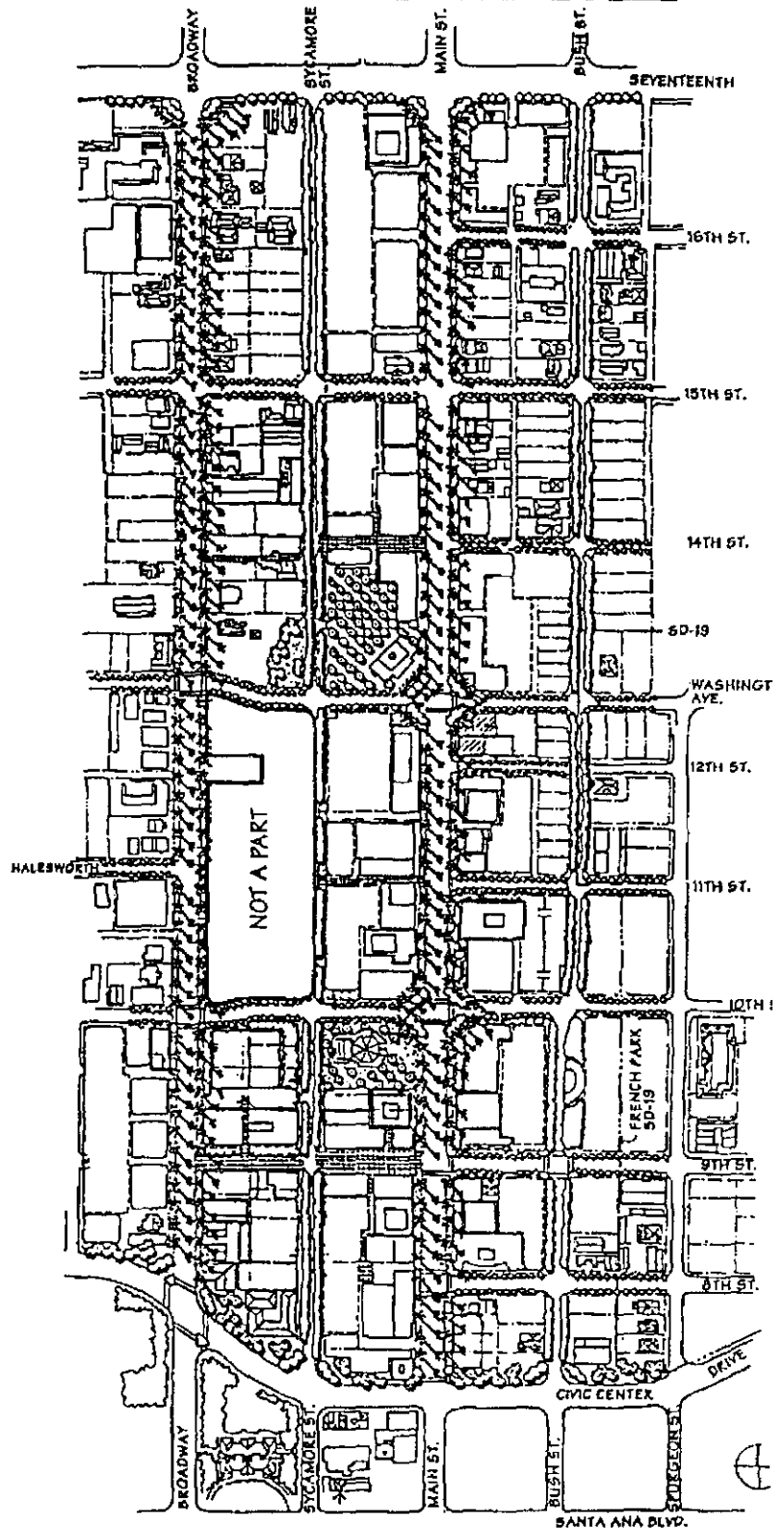


Exhibit 41 Landscape Concept Plan

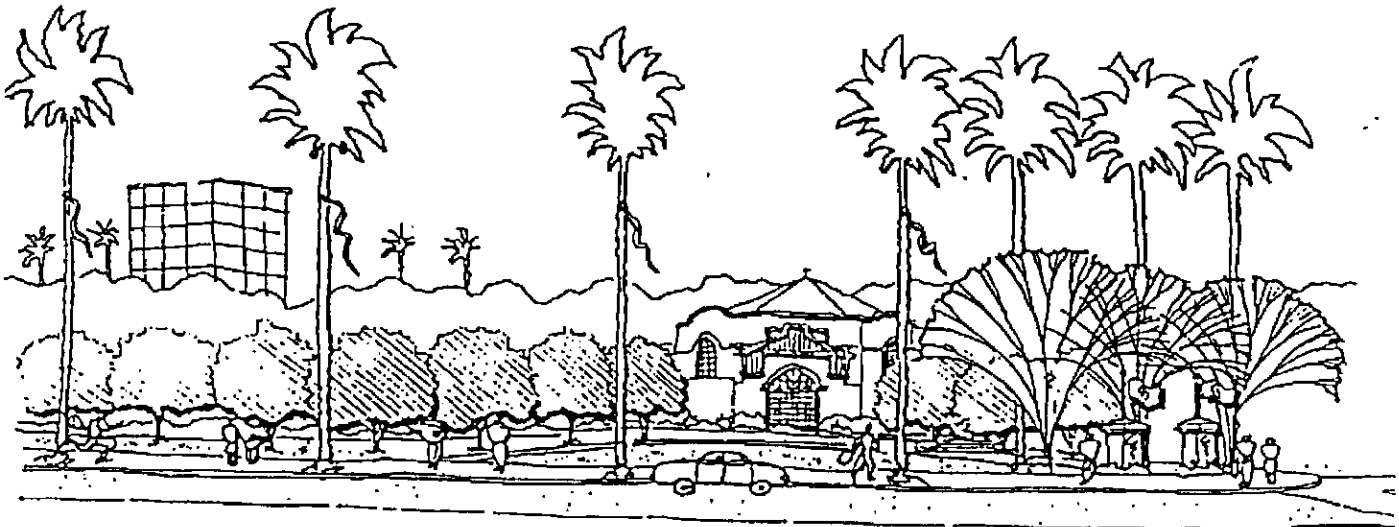
PUBLIC SPACE NODES AND CONNECTORS

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.



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.
- 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.

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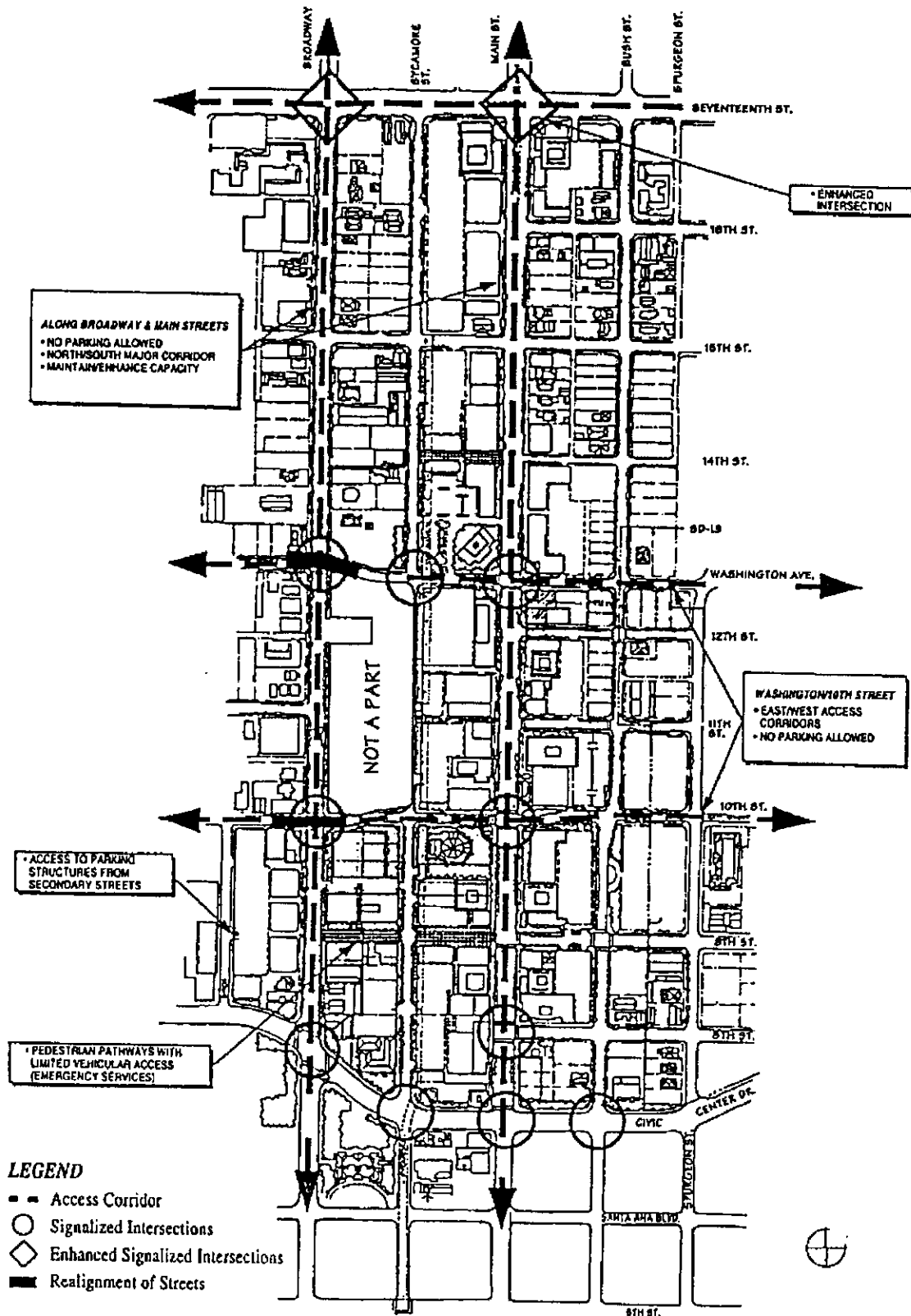
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- Discourage access to parking lots/structures from Civic Center Drive, Washington and Seventeenth Streets.
- Enhance traffic flow along Civic Center Drive, and Tenth, Washington and Seventeenth Streets by not allowing on-street parking.

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.



- LEGEND**
- - Access Corridor
 - Signalized Intersections
 - ◇ Enhanced Signalized Intersections
 - ▬ Realignment of Streets

Exhibit 45 Circulation Plan

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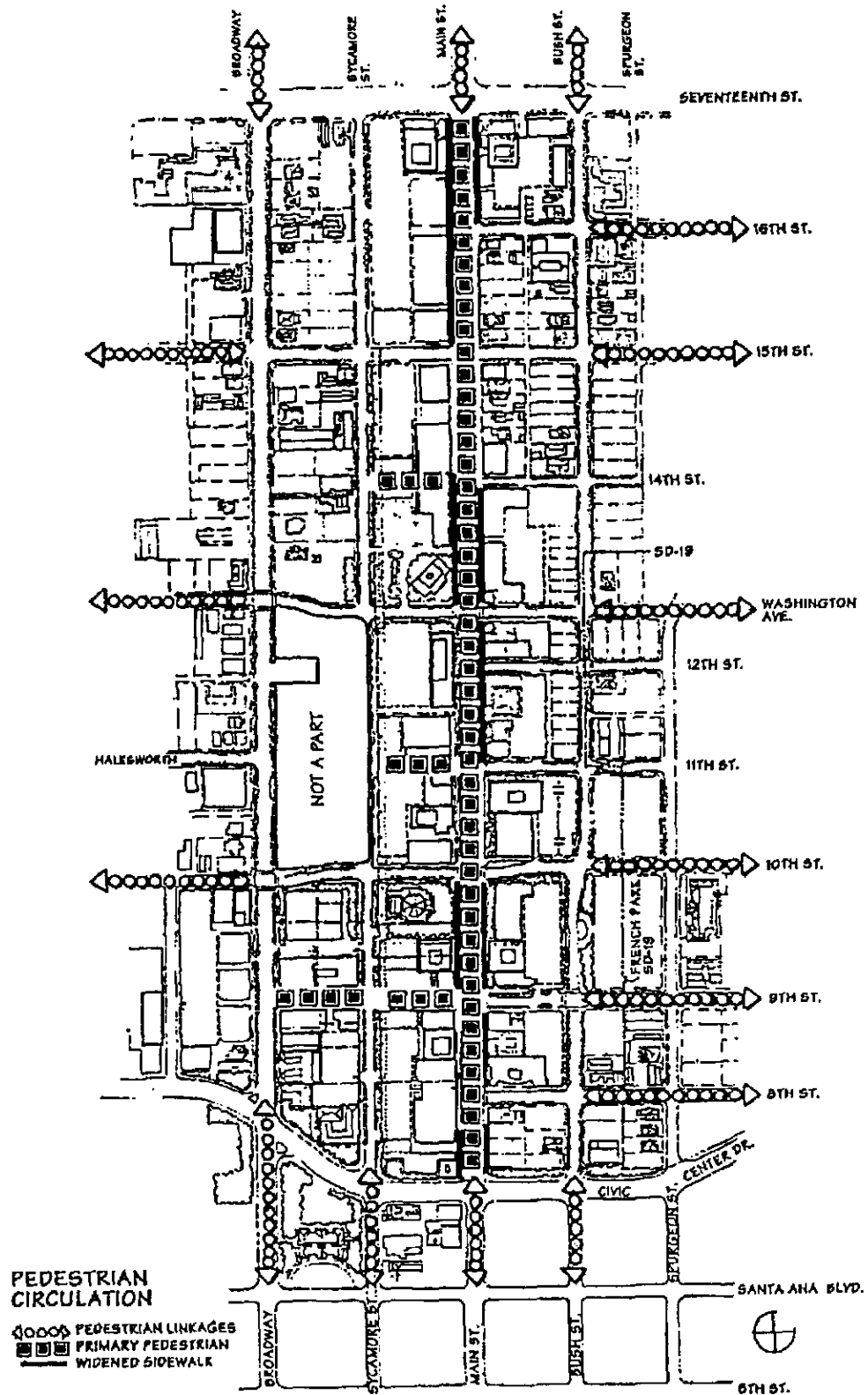


Exhibit 46 Pedestrian Circulation

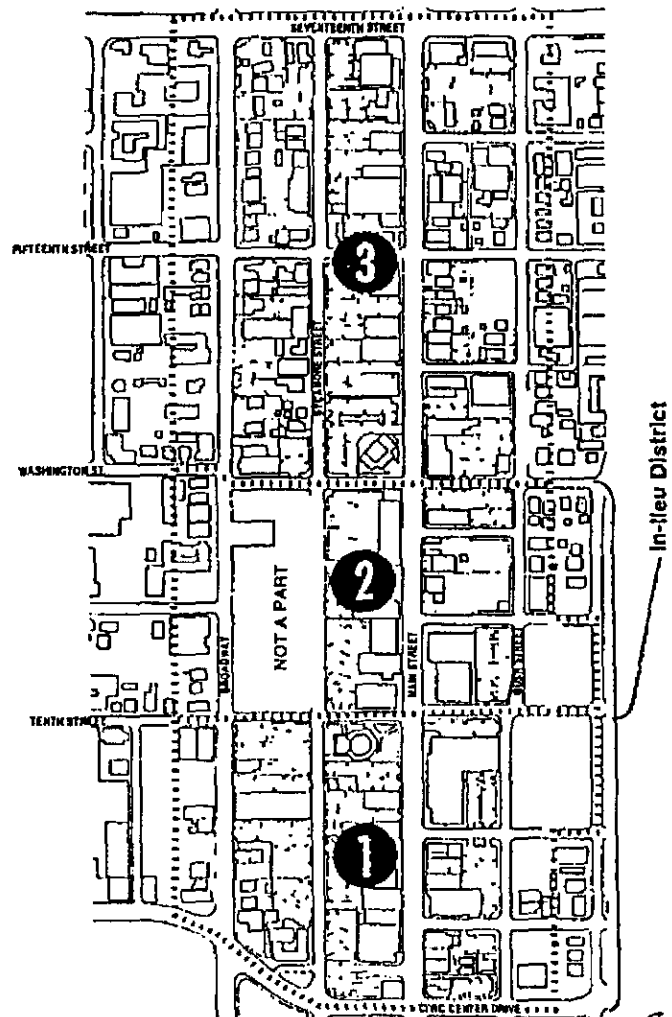
4. An in-lieu parking fee is paid for each space deficient of the requirement as specified in Chapter 41SAMC.

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

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.

One Broadway Plaza Specific Development District (SD-75)

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One Broadway Plaza Specific Development District (SD-75)

SECTION 1 APPLICABILITY OF ORDINANCE

The specific development zoning district, as authorized by Chapter 41, Division 26, of the Santa Ana Municipal Code, is specifically subject to the regulations contained in this ordinance for the express purpose of establishing use district regulations. All other applicable chapters, articles and sections of the Santa Ana Municipal Code shall apply unless expressly waived or superseded by this ordinance. Use district regulations established in Chapter 41, Article III, of the Santa Ana Municipal Code for zoning districts other than the SD zoning district may be incorporated herein by reference.

SECTION 2 PURPOSE

The Specific Development No. 75 (SD-75) use district regulations are hereby established for the express purpose of protecting the health, safety and general welfare of the City by encouraging the use of innovative planning concepts and principles and promoting and enhancing the value of properties and encourage orderly development.

The SD-75 regulations will establish a professional district that will exclusively entitle a 37-story, 518,003 square foot office tower at the northeast corner of Tenth Street and Broadway with a historic setting further north along Broadway to Washington Avenue. This area will be primarily a professional office district with support services and eating establishments.

SECTION 3 GOALS, OBJECTIVES AND POLICIES

The One Broadway Plaza Specific Development District is located within the midtown area of the City. The One Broadway Plaza Specific Development District encompasses a large established city block bounded by Washington Avenue to the north, Tenth Street to the south, Sycamore Street to the east and Broadway to the west. The One Broadway Plaza Specific Development District maintains a historic character along the northwest portion of the district, with a number of buildings dating from the early years of development in Santa Ana. The project site is surrounded by the Civic/Professional, Financial, and the Community Specialty Retail zones of the Midtown Specific Plan.

The One Broadway Plaza office tower is intended to be a major landmark in the midtown section of the City of Santa Ana. In addition, the various activities planned for this site will result in the project becoming a node, or

place of activity. The objectives of the One Broadway Plaza specific development plan include the following:

- A landmark office project along Broadway at the center of the Midtown Specific Plan.
- Maintain the existing streetscape pattern including sidewalk design, mature palm trees and historic light fixtures.
- Maintain the scale and character established by the existing historic structures along the north end of the district.
- Maintain large open setbacks adjacent to Broadway.
- Encourage revitalization of existing properties for a variety of professional office uses.
- Enhance the pedestrian experience through the development of new plaza areas and water features at the intersection of Sycamore Street and Tenth Street and Broadway and Tenth Street.

SECTION 4 PERMITTED IMPROVEMENTS

Improvements permitted on the project site include either one of the following:

1. An iconic office tower of no less than 493 feet tall, approximately 37 stories, 518,300 square feet of building area with a destination restaurant at the top two levels of the tower.
 - a. The project site shall be no less than 4.339 acres
 - b. A nine level (one subterranean and eight above grade), 78 foot high parking structure, with a minimum of 2,463 parking spaces.
 - c. The renovation and rehabilitation of four existing structures located to the north of the office tower. The structures are those addressed as 1103, 1111, 1115-17 and 1211 North Broadway.
2. All other permitted improvements shall comply with the Midtown Specific Plan, Chapter 7, Broadway Corridor District, Development Standards.

SECTION 5 PERMITTED USES

The category of permitted land uses to be included within the project include: Professional and business offices, banks and similar financial institutions, service and commercial retail uses and restaurants. If a use is for any reason omitted from those specified as permissible, it shall be subject to Ordinance No. 28701, Page 1 of 52

ambiguity arises concerning the classification of a particular use, the determination shall be at the discretion of the Planning Manager.

1. Professional, business and administrative offices and services, including but not limited to employment agencies, advertising agencies, escrow agencies, accountants, insurance, attorneys, architects, engineers, planners and other similar uses.
2. Banks, finance, insurance and real estate offices.
3. Service and commercial retail uses which shall be limited to:
 - a. Bookstores
 - b. Stationery shops
 - c. Gift stores
 - d. Dry cleaner
 - e. Hair salon
 - f. Travel agent
 - g. Copy center
 - h. Mail/postal center
 - i. Tailor
 - j. Shoe repair
 - k. Art supply
 - l. Office supply
4. Cafes and restaurants, except fast food and/or take out restaurants (Added by the Planning Commission on February 23, 2004).
5. Florists
6. Pharmacies
7. Day care facilities
8. Museums, libraries and galleries
9. Artists' studios

SECTION 6 CONDITIONALLY PERMITTED USES

The following uses are permitted upon the approval of a conditional use permit in accordance with the Santa Ana Municipal code:

1. Nightclubs, bars and indoor entertainment uses whether freestanding or part of another permitted or conditionally permitted use, except adult entertainment businesses
2. Establishments selling or serving alcoholic beverages

3. Coffee houses
4. Banquet facilities
5. Uses open after midnight to 5:00 a.m.
6. Helipads
7. Fast food and/or take out restaurants (Added by the Planning Commission on February 23, 2004).

SECTION 7 DEVELOPMENT STANDARDS

The One Broadway Plaza Specific Development District is intended to allow the development of a landmark office tower and affiliated parking garage while maintaining some of the historic structures located on the northwest side of the district. The following general development standards are applicable to this project:

1. Floor Area Ratio (F.A.R.)

The required floor area ratio for the project site shall be 2.9, or 530,487 square feet of development. The FAR is calculated by dividing the total square footage of the office building plus the existing structures to remain by the total square footage of the project site. Consistent with the General Plan, the parking structure is not included in the FAR calculation. This FAR includes the proposed office tower (518,003 square feet) and the structures that will remain on the project site (12,484 square feet). The FAR for the existing structures shall remain at 0.5 or less.

2. Parcel Size

The One Broadway Plaza parcel size shall be 4.339 acres. Subdivision of the parcel is not permitted.

3. Building Envelopes

Height and yard areas established for the existing structures and the office tower define the permitted building envelopes in the One Broadway Plaza Specific Development District. With the exceptions of the office tower and parking structure, all buildings shall maintain a lower scale character no taller than 35 feet or 3-stories, whichever is less.

4. Office Tower

The basic form, size and location of the office tower as illustrated in the applicant's plans are hereby approved. In order to address certain outstanding details, however, revised plans conforming with Ordinance No. 2649

Section 7-4-e-iii of this ordinance shall be submitted to and be approved by the Planning Commission prior to issuance of any building permits.

a. General Requirements

- i. The office tower shall remain consistent with the approved site plan as shown in Exhibit 1.

b. Building 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 front yard is one of the most important characteristics of Broadway and maintenance of these landscaped open spaces is crucial to preserving the streetscape. Major setback conditions are discussed below by street:

i. Broadway:

The One Broadway Plaza office tower shall maintain a building setback of 20 feet. This setback area may include hardscape as shown on the approved plaza plan. For existing buildings, a setback of 20 feet shall be maintained. The existing structure at 1111 North Broadway shall maintain a minimum setback of 15 feet.

ii. Tenth Street:

A 12-foot building setback shall be required for the office tower. Hardscape, landscape and water features shall be provided in the required setback as shown on the applicant's Landscape Plan dated February 4, 2004 (Exhibit 2).

iii. Washington Avenue:

The 15-foot landscaped setback for the existing structure shall be maintained.

c. Building Height

The approved height for the office tower is approximately 493 feet. Modifications to the tower's approved building height or number of stories, which represent either an increase or decrease, shall not be allowed. The existing buildings along Broadway shall maintain their existing height and shall not exceed 35 feet.

d. **Screening**

All appurtenances shall be located outside any required setback and shall be screened from view.

e. **Elevations**

- i. Exterior elevations shall incorporate a translucent, non-reflective glass in a light green tone consistent with the materials board sample provided by the applicant and as approved by the Planning Commission and City Council.
- ii. The structural system of the building shall be visible from the exterior elevations consistent with the plans approved by the Planning Commission and City Council.
- iii. Incorporate an arcade or ground level "skirt" to provide a transition between the tower and pedestrian level. Plans satisfying this requirement shall be submitted to and must be approved by the Planning Commission prior to the issuance of any building permit.

5. **Parking Structure**

The basic form, size and location of the parking structure as illustrated in the applicant's plans are hereby approved. In order to address certain outstanding details, however, revised parking structure plans shall be submitted to and be approved by the Planning Commission prior to issuance of any building permits. The revised plans shall comply with the following:

a. **General Requirements**

- i. No parking areas above or below grade shall encroach into required setbacks.
- ii. Subterranean levels shall use offset sloping ramps to allow for open and unobstructed visibility for floor surveillance.
- iii. The parking structure shall maintain a minimum vertical clearance of 11 feet on the street level, with the exception of the entry at Sycamore Street. The entry area shall maintain a vertical clearance of 21 feet to facilitate the loading and unloading function as well as allow trash truck access.
- iv. On all other levels, the parking structure shall maintain a minimum vertical clearance of eight feet, two inches.

- v. Glare from the parking structure lighting shall not be visible from the plaza level or any public right-of-way.
- vi. The ceiling of all parking levels shall be painted white and be maintained to improve illumination and enhance safety within the parking structure.
- vii. The parking structure shall be completed, shall have been finalized by the Building Division and be fully operational prior to any occupancy of any building or use, or portion thereof, for which the structure provides parking.
- viii. The parking structure shall contain a minimum of 2,463 parking spaces, which are allocated as follows:
 - a) 1470 spaces for the office tower
 - b) 50 spaces for ground level retail uses (10,000 square feet)
 - c) 180 spaces for restaurant uses (18,000 square feet)
 - d) 29 spaces for offices uses within existing buildings (9,627 square feet)
 - e) 29 spaces for restaurant uses within existing buildings (2,857 square feet)
 - f) 30 spaces to replace parking displaced on Sycamore Street
 - g) 100 spaces to replace parking displaced on Main Street
 - h) 110 spaces to replace existing surface parking lot for 1200 N. Main Street
 - i) 12 spaces to replace existing surface parking lot for 1111 N. Broadway
 - j) The remaining 453 parking spaces may be used for other uses in the area

b. Building Setbacks

i. Broadway:

The minimum required setback for the parking structure is 124 feet as measured from the property line.

ii. Washington Avenue:

A landscaped setback of 15 feet shall be required.

iii. Sycamore Street:

There shall be no setback requirement.

iv. Tenth Street:

The minimum required setback is 145 feet as measured from the property line to the entrance to the parking structure.

c. Building Height

The maximum allowable height of the parking structure is 78 feet.

d. Screening

All appurtenances shall be located outside any required setback and shall be screened from view.

e. Elevations

- i. The north and east elevations shall incorporate architectural cues and proportions found along Main Street to create an architectural screen as a visual enhancement to the existing commercial corridor.
- ii. Exterior walls shall exhibit horizontal rather than sloping design elements.
- iii. The exterior of the parking structure shall be painted a soft, earth tone color as approved by the Planning Division. Brighter and darker colors, including dark green, shall be prohibited.
- iv. Decorative grillwork or landscape materials shall be placed between wall and floor of the higher parking level.
- v. Elevators shall be located so they are visible to the public. The elevator cabs shall have glass facing the public view.
- vi. The parking structure shall comply with the Santa Ana Municipal Code sections pertaining to the Police Department's Security requirements, including parking lot lighting levels.
- vii. The parking structure shall comply with the Santa Ana Police Department's parking structure design guidelines.

f. Landscaping:

- i. Landscaping planters incorporated into the parking structure shall have a minimum planter dimension of 4-feet wide and 4-feet deep. An internal drainage system and waterproofing of the planters shall be provided along with an automatic drip-type irrigation system.
 - ii. A trellis shall be incorporated into the north and west building elevations where blank walls occur on the structure. The trellis material shall be constructed of decorative and durable materials and shall cover a minimum of 60 percent of the blank wall. The trellis details shall be included in the project landscape plan and be approved prior to building permit issuance.
 - iii. Canary Island Pines, Deodar Cedars and River She-Oaks shall be planted along the Broadway and Washington Avenue elevations. The trees shall be planted at a minimum of 30 feet on center as shown on a landscape plan to be approved by the City's Landscape Development Associate prior to the issuance of building permits for the parking structure. The landscape plan shall be fully implemented prior to the issuance of any certificate of occupancy.
 - iv. The size of the trees to screen the parking structure along Washington Avenue and Broadway shall be a minimum 120-inch box tree.
- g. Signs
- i. All signage shall comply with the Santa Ana Municipal Code.
 - ii. Prior to issuance of any sign permits or certificates of occupancy for any building or portion thereof, a comprehensive sign program for the entire site, including directional signs and graphics for the parking structure, shall be submitted to and be approved by the Planning Commission.

6. Parking/Circulation

A student drop-off area shall be created in the parking lot of 920 North Main Street for the exclusive use of the Orange County High School of the Arts. The minimum standards for this function include:

- a. Prior to issuance of any building permits, construct a raised center median on Main Street per a Street Improvement Plan to be approved by the Public Works Agency.

- b. Prior to issuance of any building permits, construct a two-way drop-off zone. Each lane shall have a minimum width of 18 feet. A yellow line approximately one foot in width shall be painted to separate the two drive-thru lanes. The plans shall be submitted to the Planning Division and Public Works Agency for approval.
- c. Prior to issuance of any building permits, install a hedge and 36-inch tall fence to direct students towards the Main Street and Sycamore Street public sidewalks in order to avoid illegal pedestrian crosswalk movements onto Tenth Street.
- d. Prior to submittal into building plan check, revise the site plan to depict and note the removal of the existing parking stalls and meters on Main Street consistent with the mitigation measures contained in the Final EIR.
- e. Prior to submittal into building plan check, revise the site plan to depict and note the restriping of Main Street to provide three northbound and two southbound travel lanes.
- f. All loading zone areas must provide a minimum 6-inch raised curb around the perimeter of each area.
- g. The proposed roundabout and water feature details must be included as part of the Plaza Plan referenced in Section 7-7 of this ordinance. Prior to the issuance of any certificate of occupancy, all water feature and roundabout improvements must be completed.
- h. Prior to issuance of any certificate of occupancy, close off the existing curb and gutter serving the trash collection area between 1200 South Main Street and the OCHSA. The curb and gutter shall be replaced with a new curb, gutter and sidewalk.
- i. Prior to submittal into building plan check, revise the site plan to depict and note the left turn ingress (Sycamore Street - southbound) into the school drop-off zone.
- j. Prior to submittal into building plan check, revise the site plan to depict and note wheel chair accessibility ramps at the Broadway egress exit.
- k. Prior to submittal into building plan check, revise the site plan to depict and note the replacement of the painted striped "No Access Zone" to be replaced with a raised median barrier with decorative pavement for the eastern and western portions of Tenth Street.

- l. Prior to submittal into building plan check, revise the site plan to depict and note the modifications of the signals at the Main/Washington, Main/Tenth, Washington/Sycamore, Broadway/Washington and Broadway/Tenth intersections.
- m. Prior to the issuance of any building permit, install a raised median at the Broadway egress as determined by the Public Works Agency.

7. Plaza Design

Prior to issuance of any building permits, a detailed Plaza Plan shall be submitted to and approved by the Planning Commission.

- a. The overall plaza design theme shall incorporate a minimum of three major pedestrian-level water features and two water elements adjacent to the proposed building.
- b. The plaza landscape palette must include a minimum of four (4) tree species, to be approved by the Landscape Development Associate prior to the issuance of any building permit. The minimum established size for palm trees shall be 30 feet brown trunk height. Non-palm tree species shall be a minimum of 20 feet in height and 60-inch box.
- c. Land uses such as retail, office or other services shall be incorporated within the plaza level pursuant to the approved site plan. Exterior kiosks, carts or other temporary outdoor uses are not allowed unless specifically submitted to and approved by the Planning Commission.
- d. The plaza shall incorporate seating, benches and landscaping to provide visual interest and additional amenities within the plaza.
- e. Pedestrian amenities shall be provided such as lighting, planters, drinking fountains, unit pavers, and bicycle racks.
- f. The color and appearance of the plaza furniture products and other elements must complement the overall plaza design and tower architecture.

- g. Benches and pedestrian seating shall be made of a durable material such as concrete or painted iron and be designed to minimize effects from vandalism, skateboarding and weather.
- h. Trash receptacles should be located in high-activity areas, such as plazas and other public open spaces. The style shall be compatible with other plaza furnishings.
- i. Bike racks shall be provided at key activity locations on the plaza level.
- j. All street furniture surfaces, pedestrian-level walls and amenities shall incorporate graffiti resistant coatings.
- k. Soft as well as hard surfaced areas shall be incorporated into the Plaza Plan. Plaza area paving shall consist of unit pavers.
- l. One linear foot of seating shall be provided for every 60 square feet of plaza area. Seating may include benches, low seating walls, steps, planter edges or fountains. The seating shall be designed to discourage sleeping.
- m. Lighting height in the plaza area should be at a pedestrian scale. A range between 16 feet and 22 feet in the plaza area should be fully illuminated from dusk until dawn. The overall lighting shall be maintained at one-foot candle and incorporate other pedestrian-oriented lights, such as lighted bollards. Uplighting of trees and other site features is also required.
- n. The required Plaza Plan shall include adequate provisions for the on-going maintenance of all plaza and roundabout improvements.
- o. The required Plaza Plan shall include design details, materials and provisions for the on-going maintenance for all interior public areas within the office tower, including but not limited to the ground floor and basement area lobbies.

8. Public Art

- a. Public art valued at one percent of the office tower valuation is required. The cost of any water feature or portion thereof shall not be included for purposes of complying with the public art requirement. Public art may be comprised of multiple art pieces, however, at least one such art piece shall be placed at the southwest corner of the project site adjacent to Broadway and Tenth Street. The public art should invite participation and interaction, inspire, add local meaning, interpret the community by revealing its culture or history, and/or capture or reinforce the

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unique character of the new place. A comprehensive Public Art Plan indicating compliance with this requirement, and which proposes specific pieces of art for specific locations or applications, shall be submitted to the Planning Commission for review and approval prior to issuance of any building permits. All public art approved by the Planning Commission in the Public Art Plan shall be completely installed prior to the issuance of any certificates of occupancy for the project.

- b. Art should be sited to complement features such as plaza or architectural components so that the art is an integral part of the One Broadway Plaza development site.
- c. Public art should be constructed using durable materials and finishes including but not limited to stone or metal.
- d. No art piece provided pursuant to the public art requirement, including an art piece such as a mural that may be proposed on the south elevation of the parking structure at the Sycamore Street entrance, shall include advertising of any type, including but not limited to products, services or businesses.
- e. All public art provided pursuant to the public art requirement shall be properly maintained at all times, be free of any graffiti and shall not incorporate any flashing or distracting form of illumination.
- f. All art pieces approved and installed pursuant to the Public Art Plan shall remain on the project site and may not be removed without the approval of the Planning Commission.