

RESOLUTION NO.

A RESOLUTION OF THE CITY COUNCIL OF THE CITY  
OF ANAHEIM AMENDING CONDITIONAL USE PERMIT  
NO. 4078 WITH WAIVER OF CODE REQUIREMENTS  
(MINIMUM NUMBER OF PARKING SPACES).

WHEREAS, on June 22, 1999, the Anaheim City Council adopted Resolution No. 99R-136 to grant Conditional Use Permit No. 4078 and permit the Pointe Anaheim Lifestyle Retail and Entertainment Complex (hereinafter the "Pointe Anaheim Lifestyle Retail and Entertainment Complex" or the "Pointe Anaheim Project") consisting of up to 565,000 gross square feet of retail/dining/entertainment uses; two to three hotels comprising 1,050 hotel rooms/suites with approximately 86,985 gross square feet of related accessory uses (the hotel rooms/accessory uses would encompass a maximum of 923,800 gross square feet) and an approximately 141,200 gross square foot area on the top floor of the parking structure to be used to provide parking and/or hotel amenities serving guests and patrons of the Pointe Anaheim hotels only; up to three theaters with a total of 4,600 seats for live performances or, alternatively, a 24-screen movie theater with 4,757 seats; a 1,600,000 gross square foot parking structure with 4,800 striped parking spaces and 25 bus spaces with provision to park an additional 400 vehicles, which would bring the total number of vehicles that can be accommodated in the garage to 5,200 cars, and including a 21,600 gross square foot bus terminal/facility for airport transport and to/from sightseeing venues; and waiver of the minimum number of parking spaces (7,668 spaces required, 4,800 striped spaces proposed with provision for an additional 400 vehicles bringing the total number of vehicles that can be accommodated in the parking structure to 5,200); with development of the project to take place in a single phase; and

WHEREAS, Conditional Use Permit No. 4078 addresses development of an irregularly-shaped area within the Anaheim Resort Area and The Disneyland Resort Specific Plan No. 92-1 area, consisting of several parcels totaling approximately 29.1 acres with frontages of approximately 585 feet on the east side of Harbor Boulevard, 1,500 feet on the south side of Disney Way, 1,185 feet on the west side of Clementine Street and 728 feet on the north side of Katella Avenue, all of which area is more particularly described in the "Legal Descriptions" which is attached hereto as Exhibit "A" and incorporated herein; and

WHEREAS, on February 26, 2002, the Anaheim City Council did, by its Resolution No. 2002R-57, amend Conditional Use Permit No. 4078 to permit the Pointe Anaheim Lifestyle Retail and Entertainment Complex consisting of up to 634,700 gross square feet of retail/dining/entertainment uses, which includes a 94,000 square foot aquarium; up to four hotels comprising a maximum of 1,662 hotel rooms/suites (of which up to 200 units may be Vacation Ownership Resort units) with approximately 322,071 gross square feet of related accessory uses of which up to 178,120 gross square feet on top of the parking structure may be used for a hotel conference center (the hotel rooms/suites and accessory uses would encompass a maximum of 1,370,711 gross square feet); and a 1,949,800 gross square foot parking structure with up to 4,800 striped parking spaces and 15 bus spaces with a 10,200 square foot bus terminal/facility for airport transport and to/from sightseeing venues; and that the proposed

development of the Pointe Anaheim project would take place in up to five phases over time; and that said action included waiver of the minimum number of parking spaces (6,581 spaces required, up to 4,800 spaces in the parking structure proposed at full project buildout); and

WHEREAS, on December 14, 2004, the Anaheim City Council did, by its Resolution No. 2002R-253 amend Conditional Use Permit No. 4078, to extend the date by which the developer must commence construction of the Initial Phase of Development (from within 3 years after February 26, 2002 to February 26, 2006) and to reflect the name of the new owner (Anaheim GW, LLC); and

WHEREAS, on December 12, 2005, the Anaheim City Planning Commission did, by its Resolution No. PC2005-160, approved an amendment to Conditional Use Permit No. 4078, to extend the date by which the developer must commence construction of the Initial Phase of Development (from February 26, 2006 to February 26, 2007); and

WHEREAS, on December 12, 2005, the Anaheim City Planning Commission did, by its motion, duly initiated General Plan Amendment No. 2005-00440, Amendment No. 6 to The Disneyland Resort Specific Plan and an amendment to Conditional Use Permit No. 4078 (including a waiver of minimum number of parking spaces) for the area of land legally described as Area B in Exhibit "A" attached hereto; and

WHEREAS, William Stone, as authorized agent for Anaheim GW, LLC, submitted requests on January 3, 2006 for General Plan Amendment No. 2005-00440, Amendment No. 6 to The Disneyland Resort Specific Plan No. 92-1 (including amendments to the Land Use Plan, Public Facilities Plan Design Plan, General Plan Consistency, Zoning and Development Standards and Conditions of Approval), Amendment to Conditional Use Permit No. 4078 with waiver of code requirements, a request for the City of Anaheim to enter into the Second Amended and Restated Development Agreement No. 99-01 by and between the City of Anaheim and Anaheim GW, LLC, Tentative Parcel Map No. 2002-205, and Final Site Plan No. 2006-00002 for the area of land legally described as Area A in Exhibit "A" attached hereto. Anaheim GW, LLC has also submitted a request to amend the Disposition and Development Agreement by and between the City of Anaheim and Anaheim GW, LLC which will be considered by the City Council concurrently with the above-described actions (the city-initiated actions and the actions requested by Anaheim GW, LLC are hereinafter referred to collectively as the "Proposed Project Actions"); and

WHEREAS, the proposed changes relate to the mix and allocation of land uses, zoning standards, phasing, project layout and modifications to project conditions of approval and mitigation measures to provide for the development of 569,750 square feet of specialty retail, restaurants, and entertainment, including a multiplex movie theater; 1,628 hotel rooms/suites (including up to 500 vacation ownership units) and 278,817 square feet of hotel accessory uses; a transportation center; and 4,800 parking spaces and 15 bus spaces; and

WHEREAS, the Anaheim City Planning Commission did hold a public hearing upon said application for modification of Conditional Use Permit No. 4078 with waiver of Code

required parking at the Anaheim Civic Center, Council Chambers, 200 South Anaheim Boulevard in the City of Anaheim, on March 6, 2006, at 2:30 p.m., notice of said public hearing having been duly given as required by law and in accordance with the provisions of Chapter 18.60 of the Anaheim Municipal Code to hear and consider evidence for and against the Proposed Project Actions and to investigate and make findings and recommendations in connection therewith; and

WHEREAS, the Anaheim City Planning Commission has reviewed the Proposed Project Actions, and did find and determine, by its Resolution No. PC2006-21, that the City Council, based upon its independent review and consideration of the Second Addendum to the previously-approved Pointe Anaheim Initial Study and Mitigated Negative Declaration and Mitigation Monitoring Program No. 004a prepared in connection with the Proposed Project Actions, and the requirements of the California Environmental Quality Act ("CEQA"), including Section 21166 of the California Public Resources Code and Section 15162 of the CEQA Guidelines, and unless additional or contrary information is received during the public meeting, find and determine that the Second Addendum to the previously-approved Pointe Anaheim Initial Study and Mitigated Negative Declaration together with Mitigation Monitoring Program No. 004a are adequate to serve as the required environmental documentation for the Proposed Project Actions and satisfy all of the requirements of CEQA, and that no further environmental documentation need be prepared for the Proposed Project Actions; and

WHEREAS, said Planning Commission, after due inspection, investigation and studies made by itself and in its behalf and after due consideration of all evidence and reports offered at said hearing, did adopt its Resolution No. PC2006-24 granting a modification to Conditional Use Permit No. 4078 with a waiver of the required number of parking spaces required by the Anaheim Municipal Code; and

WHEREAS, thereafter, the Planning Commission, on its own motion, requested review of its decision by the City Council; and

WHEREAS, upon receipt of said request for review, the City Council did fix the 11th day of April, 2006, as the time, and the City Council Chamber in the Civic Center as the place for a public hearing on said modification to Conditional Use Permit with waiver of the minimum number of parking spaces required by the Anaheim Municipal Code and did give notice thereof in the manner and as provided by law; and

WHEREAS, the City Council did hold and conduct said noticed public hearing on April 11, 2006 and did give all persons interested therein an opportunity to be heard and did receive evidence and reports to consider the Second Addendum to the Pointe Anaheim Initial Study and Mitigated Negative Declaration and Modified Mitigation Monitoring Program No. 004a, and the Proposed Project Actions; and

WHEREAS, pursuant to the provisions of CEQA, the City Council, as lead agency for the Proposed Project Actions, by its motion, did find and determine, based upon its independent review and consideration of the Second Addendum to the previously-approved

Pointe Anaheim Initial Study and Mitigated Negative Declaration and Mitigation Monitoring Program No. 004a conducted pursuant to CEQA for the Proposed Project Actions, and the requirements of CEQA, including Section 21166 of the California Public Resources Code and Section 15162 of the CEQA Guidelines, and the evidence received at the public hearing, that the Second Addendum to the previously-approved Pointe Anaheim Initial Study and Mitigated Negative Declaration together with Mitigation Monitoring Program No. 004a are adequate to serve as the required environmental documentation for the Proposed Project Actions and satisfy all of the requirements of CEQA, and that no further environmental documentation need be prepared for the Proposed Project Actions; and

WHEREAS, the City Council, after due consideration of Planning Commission Resolution No. PC2006-24, including all files, records, exhibits and plans pertaining to the Proposed Project Actions which were made available to the City Council, and all evidence, testimony, and reports offered at the April 11, 2006 City Council hearing, and the recommended modifications and additions to the conditions of approval recommended by staff, as indicated in the April 11, 2006, staff report, and at the public hearing, does hereby find as follows:

1. That the proposed amendment to Conditional Use Permit No. 4078, in its entirety, including amending the conditions of approval, is properly one that is authorized by Anaheim Municipal Code Section 18.60.190 (Amendment of Permit Approval) of Chapter 18.60 (Procedures) and Section 18.66.070 (Procedures) of Chapter 18.66 (Conditional Use Permits).

2. That the use, as amended in its entirety, is authorized by the Anaheim Municipal Code.

3. That the use, as amended in its entirety, which is substantially similar to the previously proposed land use, will not adversely affect the adjoining land uses or the growth and development of the area in which it is proposed to be located.

4. That the size and shape of the site proposed for the use, as amended in its entirety, is adequate to allow full development of the use in a manner not detrimental to the particular area or to health and safety of the citizens of Anaheim.

5. That the proposal includes waiver of minimum number of parking spaces to reflect the Anaheim GardenWalk project, as proposed to be modified:

Sections 18.42.040.010 - Minimum number of parking spaces.  
and 18.114.110.010.0104 (~~6,984~~ required;  
4,800 total in Areas A and B proposed)

6. That the waiver of minimum number of parking spaces is hereby approved on the basis of the information contained in the parking analysis in the Anaheim GardenWalk Transportation Analysis Update, dated February 28, 2006 and prepared by Meyer, Mohaddes Associates, Inc., which parking demand analysis determined the peak parking demand for Area A to be 2,493 spaces at 8:00 PM and that inasmuch as 3,200 striped parking spaces and 15 bus

parking spaces will be provided; and further that the parking demand analysis determined the peak parking demand for project build-out (Areas A and B combined) to be 3,158 spaces at 8:00 PM and that inasmuch as up to 4,800 striped parking spaces and 15 bus parking spaces will be provided pursuant to the mitigation measures set forth in Modified Mitigation Monitoring Program No. 004a, the waiver will not cause fewer spaces to be provided for the Anaheim GardenWalk project than the number of such spaces necessary to accommodate all vehicles attributable to the Anaheim GardenWalk project under the normal and reasonably foreseeable conditions of operation of such use.

7. That on-street parking is not provided on any of the streets in the immediate vicinity of the proposed project, so visitors to the project would not expect to park on the street; that visitors will park in the on-site parking structures provided at the Anaheim GardenWalk project; that, in accordance with the mitigation measures set forth in Modified Mitigation Monitoring Plan No. 004a, the parking structures will accommodate up to 4,800 cars, which is more than the 8:00 PM peak parking demand of 3,158 spaces; and that, therefore, the waiver will not increase the demand and competition for parking spaces upon the public streets in the immediate vicinity of the Anaheim GardenWalk project.

8. That, as demonstrated in the parking analysis, the Anaheim GardenWalk parking structure will provide adequate spaces to meet the project's parking demands on-site, so the waiver will not increase the demand and competition for parking spaces upon adjacent private property in the immediate vicinity of the Anaheim GardenWalk project.

9. That on-site circulation in the parking structure will be designed to minimize congestion on-site and that pursuant to the mitigation measures set forth in Modified Mitigation Monitoring Program No. 004a and the Anaheim GardenWalk Overlay zoning and site development standards, the parking structure layout and signing plan will be reviewed and approved by the Planning Department and, therefore, the waiver will not increase traffic congestion within the off-street parking areas or lots provided for such use.

10. That City's Traffic and Transportation Manager has reviewed the transportation study and determined that the proposed Anaheim GardenWalk driveway entry and exit locations are appropriate for the project site; and that with the installation of a right-turn lane on the south side of Disney Way and installation of dual left turn lanes prior to development of Area B for west-bound traffic along Disney Way to the signalized project entry between Harbor Boulevard and Clementine Street, the waiver, pursuant to the mitigation measures set forth in Modified Mitigation Monitoring Program No. 004a, will not impede vehicular ingress to or egress from adjacent properties upon the public streets in the immediate vicinity of the use, as proposed to be modified.

11. That the proposal is consistent with the goals and policies of the Anaheim General Plan, as proposed for amendment pursuant to General Plan Amendment No. 2005-00440, and with the purposes, standards and land use guidelines therein.

12. That as demonstrated in the findings for approval of Amendment No. 6 to The Disneyland Resort Specific Plan No. 92-1 (Resolution No. PC2006-23), which amends the provisions for the Anaheim GardenWalk Overlay and the development of the Anaheim GardenWalk project, the proposed Anaheim GardenWalk uses will not adversely affect the adjoining land uses and the growth and development of the area in which said uses are proposed to be located.

13. That inasmuch as the Anaheim GardenWalk project is proposed to be developed in accordance with the zoning and development standards set forth for the Anaheim GardenWalk Overlay, as proposed for amendment pursuant to Amendment No. 6 to The Disneyland Resort Specific Plan No. 92-1, the size and shape of the site for the proposed use is adequate to allow full development of the proposal in a manner not detrimental to the particular area nor to the peace, health, safety and general welfare.

14. That as demonstrated in the Anaheim GardenWalk Transportation Analysis Update, dated February 28, 2006 and prepared by Meyer, Mohaddes Associates, Inc., the traffic generated by the proposed use will not impose an undue burden upon the streets and highways designed and improved to carry the traffic in the area.

15. That granting this conditional use permit, under the conditions of approval herein, will not be detrimental to the peace, health, safety and general welfare of the citizens of the City of Anaheim.

16. That this conditional use permit entitles the uses, maximum gross square footage and conceptual site plans and elevations associated with the Anaheim GardenWalk project, as set forth in Code Section No. 18.114.105.030 (Anaheim GardenWalk Density) of The Disneyland Resort Specific Plan No. 92-1, as proposed for amendment; and that detailed Final Site Plans are required to be submitted for Planning Commission review and approval as "Reports and Recommendations" items prior to approval of the first grading plan or subdivision plan or prior to issuance of the first building permit, whichever occurs first, for each development phase.

17. That, with regards to the provision of vacation ownership resort units as part of this conditional use permit, that there are adequate visitor-serving facilities in the City and that the proposed number of vacation ownership resort units will not preclude or significantly reduce the development of other needed tourist facilities or hotel or motel facilities.

18. That the applicant stipulated at the meeting on March 6, 2006 that the height of one of the icon elements would be reduced from a maximum height of 120 feet to a maximum height of 75 feet, as measured from the grade level of the sidewalk on Disney Way, and that the applicant described the icon as a subtle lighted element that slowly changes colors.

NOW, THEREFORE, BE IT RESOLVED that the City Council hereby approves the Amendment to Conditional Use Permit No. 4078, in its entirety, with waiver of minimum number of parking spaces as hereinabove stated, subject to the conditions of approval to this

Resolution set forth below, which include all mitigation measures, including project design features set forth in Modified Mitigation Monitoring Program No. 004a for this project as required by Section 21081.6 of the Public Resources Code as follows:

**AMENDED AND RESTATED CONDITIONS OF APPROVAL**

**ELECTRICAL**

1. That prior to issuance of each building permit, unless records indicate previous payment, a fee for street lighting purposes shall be paid to the City of Anaheim based on the length of street frontage in an amount as established by City Council resolution with credit against the fee given for city-authorized improvements installed by the property owner/developer.
2. That prior to approval of street improvement plans, pedestrian walkway lighting plans in the public rights-of-way shall be reviewed and approved by the Public Utilities Department, Electrical Services Division, and the Police Department.
3. That prior to issuance of each building permit, whichever occurs first, public utility easements (“PUE’s”) shall be recorded and/or abandonment of PUE’s shall be processed to the satisfaction of the Public Utilities Department for the following circumstances:
  - A. As a result of increases in rights-of-way, where electrical and communication facilities are located adjacent to the existing right-of-way, the facilities shall be either located within the new right-of-way or relocated to new adjacent areas, requiring a PUE.
  - B. The undergrounding of power and communication lines along the major streets will result in the need to obtain PUE’s for placement of pad mounted equipment and related facilities required as a result of the overhead to underground conversion work.
  - C. Alterations to existing private buildings and/or construction of new structures (buildings, signs, landscaping elements, etc.) may require relocation of existing electrical and/or communication facilities. This will require abandonment of existing PUE’s and recordation of new PUE’s to accommodate such relocation.  
*(SP Condition No. 3)*
4.
  - A. That prior to approval of street improvement plans, roadway lighting of all public streets shall be designed in accordance with the Anaheim Resort Identity Program and associated construction specifications to the satisfaction of the Planning Department, Planning Services Division and the Public Works Department.
  - B. That prior to approval of street improvement plans, unless records indicate previous payment, the property owner/developer shall pay or cause to be paid all costs associated with replacing the existing City of Anaheim street light system within the

public rights-of-way adjacent to or within The Disneyland Resort Specific Plan Area with street lights designed in accordance with the Anaheim Resort Identity Program to the satisfaction of the Public Utilities Department, Electrical Services Division.

## ENGINEERING

5. That prior to approval of tentative tract or parcel maps, the following street design elements shall be shown on each tentative tract or parcel map to the satisfaction of the Department of Public Works:
  - A. Street cross-sections, including dimensions, labels, General Plan Circulation Element designation (i.e., Resort Secondary), and whether public or private;
  - B. Street grades and vertical alignment; and
  - C. Horizontal alignment, including centerline radii, and cul-de-sac radii.
6. That prior to approval of each final tract or parcel map, vehicular access rights to all public streets adjacent to subject tract or parcel, except at approved access points, shall be released and relinquished to the City of Anaheim, to the satisfaction of the Department of Public Works.
7. That prior to approval of each street improvement plan, the following shall be provided for a one (1) year maintenance period (commencing at completion of final building and zoning inspections), in a manner acceptable to the Department of Public Works:
  - A. Public Realm parkway and median island landscaping and irrigation maintenance. (The “Public Realm” is described in subsection 5.3 “Landscape Concept Plan” of Section 5.0 “Design Plan” of The Disneyland Resort Specific Plan document.)
  - B. Provision for replacement of any tree planted in accordance with landscaping plans in a timely manner in the event that it is removed, damaged, diseased and/or dies.
8. That all engineering requirements of the City of Anaheim, including preparation of improvement plans and installation of all improvements such as curbs and gutters, sidewalks, water facilities, street grading and pavement, sewer and drainage facilities, or other appurtenant work shall be complied with as required by the Department of Public Works and in accordance with specifications on file in the Office of the City Engineer, as may be modified by the Department of Public Works; and that security in an amount and form satisfactory to the Department of Public Works, shall be posted with the City to guarantee the satisfactory completion of said improvements. Said security shall be posted with the City prior to the issuance of building permits or prior to approval of a final subdivision map to guarantee the installation of the related improvements prior to final building and zoning inspections.

## FIRE

9. That prior to issuance of building permits, the property owner/developer shall ensure to the satisfaction of the Fire Department that an all-weather road/driving surface shall be provided from the roadway system to and on the construction site and to fire hydrants at all times, before building materials are placed on a building site. Such routes shall be paved or, subject to approval of the Fire Department, shall otherwise provide adequate emergency access.
10. That prior to issuance of grading and building permits, the property owner/developer shall ensure that all lockable pedestrian and/or vehicular access gates shall be equipped with “knox box” devices as required and approved by the Fire Department.
11. That prior to approval of on-site water plans, unless each commercial building is initially connected to separate fire services, an unsubordinated covenant satisfactory to the City Attorney’s Office shall be recorded prohibiting any individual sale of buildings until separate fire services are installed in the building(s) subject to the sale.

## LANDSCAPING

12. That prior to approval of landscape plans for any areas within seven (7) feet of public sidewalks, unless determined unnecessary by the Department of Public Works, root and sidewalk barriers for trees (with the exception of palm trees) shall be shown on said landscape plans. Prior to final building and zoning inspection, root and sidewalk barriers shall be installed to the satisfaction of the Department of Public Works.
13. That prior to approval of landscaping plans, the property owner/developer shall indicate on said plans, to the satisfaction of the Planning Department, Planning Services Division and Department of Public Works, Resort Services Division, that all trees planted in the Public Realm will be planted in accordance with the standard City specifications.
14. That prior to final building and zoning inspections, a licensed landscape architect shall certify to the Planning Department, Planning Services Division that all landscaping has been installed in accordance with landscaping plans approved by the City and on file with the Building Division of the Planning Department. Any deviation from the plant palette shown on the approved landscape plans shall be submitted for review and approval by the Planning Department, Planning Services Division. All irrigation equipment within the setback area shall be fully screened so that the equipment is not visible from the public right-of-way. Prior to final building and zoning inspections for the setback area, additional planting may be required for screening purposes to the satisfaction of the Planning Department, Planning Services Division.

15. That on-site non-Public Realm landscaping and irrigation systems, and Public Realm landscaping and irrigation systems within areas in which dedication has not been accepted by the City, shall be maintained by the property owner/developer in compliance with City standards.
16. That any tree planted within the Setback Realm shall be replaced in a timely manner in the event that it is removed, damaged, diseased and/or dies. (The “Setback Realm” is described in subsection 5.3 “Landscape Concept Plan” of Section 5.0 “Design Plan” of The Disneyland Resort Specific Plan document.)
17. That prior to approval of landscape plans, plans shall include a note that a licensed arborist shall be responsible for all tree trimming within the Setback Realm.
18. That prior to approval of each Final Site Plan, plans shall show that no less than twenty percent (20%) of the interior courtyards shall be landscaped with a variety of shrubs, groundcover, mature trees and potted plants to create a lush garden environment for the pedestrian (this landscaping is in addition to the required landscaped setback areas, as is measured by shade coverage). Seating areas and decorative features including, but not limited to, interactive and decorative water fountains and works of art, may also be included in this percentage. Adjacent to solid portions of building walls (i.e., where there are no store-front windows), small grouping of trees or shrubs, raised planters and site furnishings shall be located to minimize views of blank walls.
19. That prior to approval of each Final Site Plan, plans shall show that major project entries shall be enhanced with a more densely planted shrub palette utilizing annual color, perennial color and accent trees, to the satisfaction of the Planning Department.

## NOISE

20. That prior to issuance of grading and/or building permits, the property owner/developer shall document on grading and/or building plans that a construction barrier at the construction project perimeter areas (adjacent to public rights-of-way and/or other private property) be installed prior to commencement of construction activity. Subsequent to installation, property owner/developer shall notify the Planning Department, Planning Services Division that said construction barrier has been installed. The construction sound barriers shall be a minimum height of eight (8) feet with a minimum surface weight of one and one-quarter pounds (1.25 lbs.) per square foot or a minimum Sound Transmission Class Rating (STC) of 25. The structure shall be a continuous barrier. Gates and other entry doors shall be constructed with suitable mullions, astragals, seals, or other design techniques to minimize sound leakage when in the closed position. Access doors should be self closing where feasible. Vision ports are permissible providing they are filled with an acceptable solid vision product.

21. That sweeping operations in the parking facilities and private streets or on-site roadways shall be performed utilizing sweeping/scrubbing equipment which operates at a sound level measuring not greater than 60 dBA at the nearest adjacent property line.
22. That pressure washing operations for purposes of building repair and maintenance due to graffiti or other aesthetic considerations shall be limited to daytime hours of operation between 7:00 a.m. and 8:00 p.m.
23. Prior to issuance of building permits for the parking structures, a note shall be placed on the building plans which states, to the satisfaction of the Planning Department, that, in conjunction with construction of the parking structure, no impact drive piles shall be allowed.

#### PLANNING RELATED

24. That prior to approval of final site plans and issuance of building and grading permits, plans shall be submitted to the Planning Department that document compliance with Specific Plan No. 92-1, as amended.
25. That each Final Site Plan for the Anaheim GardenWalk project shall be prepared in conformance with Chapters 18.114.040 (Disneyland Resort Specific Plan) and 18.116.040 (Anaheim Resort Specific Plan) Final Site Plan submittal requirements. Prior to issuance of building permits, construction plans shall be in substantial conformance with said Final Site Plans.
26. That prior to issuance of building permits, unless records indicate previous payment, a fee for street tree purposes shall be paid or caused to be paid to the City of Anaheim based on the length of street frontage in an amount as established by City Council resolution with credit against the fee given for City-authorized improvements installed by the property owner/developer.
27. That prior to issuance of building permits, the property owner/developer shall document on building plans, to the satisfaction of the Planning Department, Planning Services Division, that all air conditioning facilities and other roof and ground mounted equipment shall be shielded from public view as required by The Disneyland Resort Specific Plan and the sound buffered to comply with the City of Anaheim noise ordinances from any adjacent residential or transient-occupied properties. That as part of final building and zoning inspections, compliance shall be verified. Additionally, all exterior appurtenances such as conduits shall be minimized and integrated into the structure; and that any rain gutters and downspouts and vents shall be finished to match the building materials and/or colors.
28. That prior to issuance of building permits, the property owner/developer shall document on said plans, to the satisfaction of the Planning Department, Planning Services Division, that all plumbing or other similar pipes and fixtures located on building exteriors shall be fully

screened from view of adjacent public rights-of-way and from adjacent properties by architectural devices and/or appropriate building materials. That as part of final building and zoning inspections, compliance shall be verified.

29. That the property owner/developer shall be responsible for removal of any on-site graffiti within twenty-four (24) hours of its application.
30. That the conceptual location and configuration of all lighting fixtures including ground-mounted lighting fixtures shall be shown on each Final Site Plan. That prior to issuance of building permits, plans submitted for building permits shall document, to the satisfaction of the Planning Department, Planning Services and Building Divisions, the location and configuration of all lighting fixtures including ground-mounted lighting fixtures utilized to accent buildings and landscape elements, or to illuminate pedestrian areas. All lighting shall be shielded to direct lighting toward the area to be illuminated. That as part of final building and zoning inspections, compliance shall be verified.
31. That prior to approval of each Final Site Plan, the property owner/developer shall document on plans, to the satisfaction of the Planning Department, Planning Services Division, that building elevations shall show that the rear elevations of buildings visible from a five (5) foot high view point from off-site areas shall be architecturally accented to portray a finished look.
32. That prior to recordation of a subdivision map, in the event a parcel is subdivided and there is a need for common on-site circulation and/or parking, an unsubordinated covenant providing for reciprocal access and/or parking, as appropriate, approved by the Department of Public Works and the Planning Department, Planning Services Division, and in a form satisfactory to the City Attorney, shall be recorded with the Office of the Orange County Recorder.
33. That no shuttle/bus/vehicular drop-off areas shall be permitted in hotel/motel or vacation resort front setback areas.
34. That in connection with submittal of the first Final Site Plan for Area A, the property owner/developer shall submit a comprehensive sign program. Each subsequent Final Site Plan shall include a sign program that shall be in compliance with the comprehensive sign program and the development standards of the Anaheim GardenWalk Overlay. The comprehensive sign program shall, at a minimum, include the following:
  - A. A sign theme/concept which demonstrates an overall appearance, quality and type of sign, banner or other display device; the quality of such signage shall be equivalent to those utilized at Universal City Walk, Fashion Island or Irvine Spectrum. This is a quality standard and is not intended, nor does it provide, additional signage rights or permit any specific type of sign which does not conform with the signage regulations set forth in The Disneyland Resort Specific Plan, as amended per the Anaheim GardenWalk Overlay.

- B. Sign criteria for interior corporate sponsorship displays (said displays could include “jumbotrons,” banners or placards) which are oriented towards the interior of the Anaheim GardenWalk project. The staff report to the Planning Commission shall include a recommendation by the Planning Director regarding his or her determination as to the orientation of such displays. Such displays shall not be visible from the public rights-of-way at an equal elevation as the Anaheim GardenWalk property line (measured at five (5) feet above the grade of the sidewalk on the opposite side of the street from the Anaheim GardenWalk project) except through the limited view corridors set forth in the Anaheim GardenWalk Overlay (as shown on Exhibit 5.8.3.f.5, titled “Interior Signage and Icon/Themed Signage Element Plan,” of The Disneyland Resort Specific Plan No. 92-1 document).
  - C. Sign criteria limiting interior wall signs from projecting more than fifty percent (50%) of the vertical height of the sign above the roof parapet or fifty (50%) of the horizontal length of the sign beyond the side of a building.
  - D. Sign Criteria consistent with the adopted sign regulations for the Anaheim GardenWalk Overlay.
  - E. Standards for maintenance and replacement of damaged/broken signs and banners and installation and maintenance of changeable sign copy, neon signage or electronic readerboards.
35. Prior to issuance of building permits for the retail and parking structure component of Area A, the property owner/developer shall submit final design plans for the icon/themed signage element indicated on Exhibit No. 5.8.3.f.5 of The Disneyland Resort Specific Plan No. 92-1 and Exhibit No. 12 of this conditional use permit, and that the height of the icon element would be reduced from a maximum height of 120 feet to a maximum height of 75 feet, as measured from the grade level of the sidewalk on Disney Way, and that lighting on the icon will be limited to subtle lighting that slowly changes colors. If the icon element does not include any signage visible from the public rights-of-way at an equal elevation as the Anaheim GardenWalk property line (measured at five (5) feet above the grade of the sidewalk on the opposite side of the street from the Anaheim GardenWalk project), plans shall be reviewed by the Planning Director for substantial conformance with the Final Site Plans. If the icon includes any signage, a conditional use permit, in compliance with Section 18.114.130.020.0201.02(b) and 18.114.130.060.0602.05 shall be required, with the maximum height and design of the element subject to the review and approval of the Planning Commission. Preliminary design plans for said icon/themed element without signage shall be shown on plans submitted as part of Final Site Plans, subject to the review and approval of the Planning Commission. Said plans shall include the location, design, height, dimensions, and lighting scheme of the icon/themed structure. Final design plans shall be subject to the review and approval of the Planning Director prior to the issuance of building permits, and/or may be recommended for review and approval by the Planning

Commission as a report and recommendation item at the sole discretion of the Planning Director.

36. That prior to issuance of each sign permit, the property owner/developer/tenant shall submit a letter and plans demonstrating that the sign plans conform with the comprehensive sign program approved by the Planning Commission and with the business identification sign locations for Disney Way and Katella Avenue, as depicted in Exhibit Nos. 5.8.3.f.6, 5.8.3.f.7, and 5.8.3.f.8 of The Disneyland Resort Specific Plan No. 92-1.
37. That prior to approval of each Final Site Plan, the property owner/developer shall submit the anticipated construction schedule for each of the remaining project components by development phase; and that an updated schedule shall be submitted to the Planning Department every six (6) months until the project is completed, or as deemed necessary by the Planning Department.
37. That the property owner/developer shall be responsible for all costs associated with the review of each Final Site Plan application by an architect, licensed by the State of California and selected by the City, to review the Final Site Plan for conformance with Section 5.0 "Design Plan" of The Disneyland Resort Specific Plan. The property owner/developer shall pay all costs associated with this review prior to each Final Site Plan being scheduled for a Planning Commission meeting.
38. That prior to issuance of each building permit for a parking structure, a line-of-sight study shall be submitted for review and approval by the Planning Department which shows that any light poles on the roof-top areas of the parking structure, if proposed, shall not be visible from the adjacent public rights-of-way, as measured from a five (5) foot high view point from adjacent off-site areas.
39. That no exterior-mounted air conditioning facilities for individual hotel rooms or vacation ownership rooms shall be permitted in the Anaheim GardenWalk Overlay.
40. That prior to approval of each Final Site Plan, plans shall show how all on-site service and loading area operations shall be screened from the public rights-of-way to the satisfaction of the Planning Department.
41. That a comprehensive sign program for Area B shall be submitted in conjunction with the first Final Site Plan in Area B for review and approval by the Planning Commission. The comprehensive sign program shall be in compliance with the sign standards and regulations contained within The Disneyland Resort Specific Plan.
42. That the subject property shall be developed in substantial conformance with plans and specifications submitted to the City of Anaheim by the applicant and which plans are on file with the Planning Department marked Exhibit Nos. 1 through 12 of Conditional Use Permit No. 4078 and Exhibit Nos. 1 through 17 of Final Site Plan No. 2006-00002 (which includes Exhibit Nos. 1 through 12 of Conditional Use Permit No. 4078). The Anaheim

GardenWalk project shall be developed in accordance with the quality, design and architectural integrity as shown on the exhibits.

#### POLICE

43. That prior to approval of each Final Site Plan and prior to issuance of each building permit, the Anaheim Police Department shall review and approve plans for safety, accessibility, crime prevention, and security provisions during both the construction and operative phases.
44. That prior to issuance of the first building permit, the plans which are required to be submitted for the police/security office (to comply with the mitigation measures identified in Modified Mitigation Monitoring Plan No. 004a) shall make provision for the police/security office in accordance with the requirements of Development Agreement No. 99-01, as amended, to the satisfaction of the Police Department. Plans shall also specifically identify the parking spaces designated for such police/security office.
45. That prior to issuance of building permits for parking structures, plans submitted for building permits shall be approved by the Police Department to ensure that safety and security measures are incorporated, including the use of bi-directional antennae to insure performance of public safety radio communications equipment (800 Mhz) in eighty-five percent (85%) of any structure or developed area, or in compliance with public safety radio system coverage requirements in effect at the time of the issuance of building permits. Prior to final building and zoning inspections, installation of required antennae shall be verified.

#### STREET MAINTENANCE

46. That prior to issuance of building permits, plans submitted for building permits shall document that trash storage areas be provided and maintained in locations acceptable to the Department of Public Works, Streets and Sanitation Division and in accordance with approved plans on file with said Department.

#### TRAFFIC/CIRCULATION

47. That prior to issuance of building permits, plans submitted for building permits shall be reviewed to ensure that gates shall not be installed across any driveway or private street in a manner which may adversely affect vehicular traffic in the adjacent public streets and that all parking facilities conform to City standard plans. Installation of any gates shall conform to Standard Plan No. 402-B ("Parking Structure & Ramp Standard Detail") and Standard Plan No. 475 ("Gate Standard for Residential/Commercial/Industrial") and shall be subject to the review and approval of the Public Works Department, Traffic Engineering Division

and the Planning Department, Planning Services Division prior to issuance of a building permit.

48. That prior to approval of each Final Site Plan, plans for vehicular and pedestrian circulation shall be submitted to the Department of Public Works, Traffic Engineering Division for review and approval showing conformance with Section 5.0 "Design Plan" of the Specific Plan.
49. That prior to issuance of building permits for parking structures, internal signage plans shall be designed to enhance smooth traffic flows on each level of the parking structure and shall be submitted to the Planning Department, Planning Services Division and Department of Public Works, Traffic Engineering Division for review and approval.
50. That prior to issuance of building permits, the property owner/developer shall prepare a plan of operations for review and approval by the Department of Public Works, and shall provide proof of their participation in the Anaheim Transportation Network ("TMA") to the Department of Public Works, Traffic Engineering Division.
51. That prior to approval of the Final Site Plan for the area encompassing the driveway for Anaheim GardenWalk adjacent to the driveway for the Super 8 Motel at 415 West Katella Avenue, the Final Site Plan shall show that the driveway has been redesigned to combine the driveways or to meet the distance requirement set forth in The Disneyland Resort Specific Plan (i.e., minimum forty (40) foot wide distance between driveways serving adjacent parcels). If redesigned to combine the driveways, proof of an agreement with the adjacent property owner shall also be provided to the satisfaction of the City Attorney's Office.
52. That prior to approval of the first Final Site Plan for Area A, and prior to approval of the first Final Site Plan for Area B, the property owner/developer shall submit conceptual street improvement plan cross-sections (to be shown on the Final Site Plan) to the Department of Public Works, Development Services Division for the installation of the ultimate public right-of-way improvements for adjacent public streets. Prior to the approval of the final subdivision map for Area A, and prior to approval of grading plans if a subdivision map is not proposed for Area B, the property owner/developer shall submit final street improvement plans for review and approval by the Department of Public Works, Development Services Division. The property owner/developer shall be responsible for all costs associated with the preparation and processing of the street improvement plan and all costs associated with the construction of the improvements to the satisfaction of the Public Works Director. These improvements shall be completed prior to the first final building and zoning inspections for Area A and Area B.
53. That prior to approval of the first Final Site Plan for Area A, conceptual street improvement plans shall be prepared for the construction of a free right-turn lane on the south side of Disney Way from the parking garage driveway exit to Clementine Street (thirteen (13) foot lane width) in order to improve outbound parking structure operations.

Prior to the approval of the final subdivision map for Area A, the property owner/developer shall submit final street improvement plans for the construction of the free right-turn lane for review and approval by the Department of Public Works, Development Services Division. The property owner/developer shall be responsible for all costs associated with the preparation and processing of the street improvement plan and all costs associated with the construction of the improvements to the satisfaction of the Public Works Director. These improvements shall be completed prior to the first final building and zoning inspection for Area A. A portion of the free right-turn lane on Disney Way may be utilized as a bus loading/unloading zone on an interim basis until such time that Area B is developed, subject to the review and approval of striping plans by the Department of Public Works, Traffic Engineering Division.

54. That prior to approval of the first Final Site Plan for Area A, the property owner/developer shall submit conceptual street improvement plans to the Department of Public Works, Development Services Division for intersection improvements, including construction of a driveway on the south side of Disney Way to provide signalized ingress and egress, including a signal plan and a pedestrian cross walk, between Anaheim GardenWalk and westbound and eastbound traffic along Disney Way. Final street improvement plans shall be submitted for review and approval by the Department of Public Works prior to approval of the final subdivision map. The property owner/developer shall be responsible for all costs associated with the preparation and processing of said street improvement plans and all costs associated with the construction of the improvements to the satisfaction of the Department of Public Works, Development Services Division. These improvements shall be completed prior to the first final building and zoning inspection for Area A.
55. That prior to approval of the Final Site Plan for Area B, the property owner/developer shall submit conceptual street improvement plans to the Department of Public Works for construction of a right-turn lane on the south side of Disney Way from Harbor Boulevard to the mid-block project entrance. Prior to the approval of the final subdivision map, or prior to approval of grading plans if a subdivision map is not proposed for Area B, the property owner/developer shall submit final street improvement plans for review and approval by the Department of Public Works, Development Services Division. The property owner/developer shall be responsible for all costs associated with the preparation and processing of the street improvements plan and all costs associated with the construction of the improvements to the satisfaction of the Department of Public Works. These improvements shall be completed prior to the first final building and zoning inspection for Area B.
56. That prior to approval of the first Final Site Plan for Area A, the property owner/developer shall submit conceptual street improvement plans to the Department of Public Works, Development Services Division for the interim condition to provide a single left turn lane in Disney Way between the mid-block project entrance and Clementine Street. Prior to the approval of the final subdivision map for Area A, the property owner/developer shall submit final street improvement plans for review and approval of the Department of Public Works, Development Services Division. The property owner/developer shall be

responsible for all costs associated with the preparation and processing of the street improvements plan and all costs associated with the construction of the improvements to the satisfaction of the Department of Public Works. These improvements shall be completed prior to the first final building and zoning inspection for Area A.

57. That prior to approval of the first Final Site Plan for Area B, the property owner/developer shall submit conceptual street improvement plans to the Department of Public Works, Development Services Division for the ultimate condition to provide dual left turn lanes in Disney Way between the mid-block project entrance and Clementine Street. Prior to the approval of the final subdivision map, or prior to approval of grading plans if no subdivision is proposed for Area B, the property owner/developer shall submit final street improvement plans for review and approval of the Department of Public Works, Development Services Division. The property owner/developer shall be responsible for all costs associated with the preparation and processing of the street improvement plans for the dual left turn lanes and all costs associated with the construction of the improvements to the satisfaction of the Department of Public Works. These improvements shall be completed prior to the first final building and zoning inspection for Area B.
58. That in connection with submittal of each Final Site Plan application, the property owner/developer shall provide information regarding the ownership and/or long term lease status of each of the underlying parcels, including any airspace or vertical subdivision, of the 29.1 acre Anaheim GardenWalk project (i.e., whether the parcels are owned, leased, under negotiation, etc.)
59. That prior to Planning Commission review of each Final Site Plan, a notice shall be mailed to the property owners within a three hundred (300) foot radius of Anaheim GardenWalk advising them of the Planning Commission meeting.
60. Prior to issuance of the first grading permit, and updated on a monthly basis during construction, the property owner/developer shall submit a plan, for review and approval by the Department of Public Works, identifying (and updating) the sequence and timing of all street improvements along Disney Way, Clementine Street, Katella Avenue and Harbor Boulevard. Said street improvement plans shall include all driveways, traffic signals, pedestrian cross walks, etc. The phasing and timing for commencing and completing any or all of the street improvements shall be as required by Department of Public Works.

## WATER

61. That prior to issuance of building permits, building plans shall document that water backflow equipment and any other large water system equipment shall be installed behind the Setback Realm area in a manner fully screened from all public streets and alleys. Prior to final building and zoning inspections, compliance with this condition shall be verified by the Public Utilities Department, Water Utility Division.

62. That prior to issuance of water improvement plans, the property owner/developer shall document on water improvement plans, to the satisfaction of the Public Utilities Department, Water Engineering Division, that water service is available.

### MISCELLANEOUS

63. That the property owner/developer shall be held responsible for compliance with the mitigation measures and for implementation of the project design features identified in Modified Mitigation Monitoring Program No. 004a in compliance with Section 21081.6 of the Public Resources Code. Furthermore, the Anaheim GardenWalk property owner/developer shall be responsible for any direct costs associated with the monitoring and reporting required to ensure implementation of those mitigation measures and project design features identified in Modified Mitigation Monitoring Program No. 004a. Modified Mitigation Monitoring Program No. 004a, which includes mitigation measures and project design features, is attached and made a part of these conditions of approval.
64. Prior to approval of each Final Site Plan, the following plans/materials/information shall be provided for review and approval by the Planning Department:
  65. A. A site plan showing all proposed project components of the development phase including, but not limited to, all buildings, landscape areas, parking areas, and the adjacent street improvements. Conceptual hardscape areas, fountains/water features and works of art will also be shown.
  - B. Preliminary Mass Grading Plans.
  - C. Conceptual elevation plans showing all views of each proposed building.
  - D. Roof-top plans for each building showing all roof-top equipment (roof-top equipment is required to be fully-screened by the architecture of the building and painted in a color to match the color of the roof).
  - E. Preliminary floor plans for each level of the parking garage (all parking spaces shall be dimensioned and the total number of spaces on each level shall be shown on the plan).
  - F. Preliminary landscape plans showing all proposed planting materials and the proposed landscape plant/tree palette, including color photographs, to show the proposed trees, shrubs and groundcover.
  - G. Above- and below-ground utility equipment shall be shown on each site plan and landscape plan. Plans must indicate how any above-ground equipment is fully screened by landscaping from any public view.

- H. Conceptual colored renderings of the site improvements to show the building elevations from Harbor Boulevard, Katella Avenue, Clementine Street, and Disney Way, and views of the interior portions of the site. Additionally, where a development phase adjoins a future development phase (as yet undeveloped), a colored rendering shall be provided to illustrate the building elevation(s) facing that future phase.
- I. Preliminary material and color boards for each building, including the parking structure, which show that all building colors, textures and materials shall be compatible between on-site uses. The preliminary color boards shall show the proposed decorative paving materials for the interior courtyard areas of the site and pedestrian gathering areas will be compatible with on-site uses. The design and location of the walkways shall not impact the placement of trees in the public right-of-way parkways. In addition, the walkways shall not preclude the planting of the number of trees required for the setback area by The Disneyland Resort Specific Plan Design Plan.
- J. Letter from the property owner/developer indicating how the Final Site Plan is in compliance with The Disneyland Resort Specific Plan requirements and Conditional Use Permit No. 4078, as amended.
- K. That the lighting fixture plan shall include the style of the fixtures which shall be compatible with the project theme.
- L. That any existing adjacent development on the 29.1-acre Anaheim GardenWalk site shall be shown on the site plan or other appropriate plan(s) to clearly illustrate the relationship between the proposed construction on each development phase and existing development/uses on adjoining development phase(s). Such additional information is intended to illustrate vehicle and pedestrian circulation between development phases, access to public rights-of-way, shared parking spaces, continuity of building design and placement (including the parking structure), etc.
- M. That the developer shall provide information regarding the development status of the other development phases (i.e., vacant, pre-existing use, construction underway in accordance with Anaheim GardenWalk uses, construction completed in accordance with Anaheim GardenWalk uses, etc.) for the entire 29.1-acre Anaheim GardenWalk site.
- N. That in connection with development in the Anaheim GardenWalk Overlay, submittal of any Final Site Plan adjacent to a development phase which is vacant or which is not developed in accordance with Anaheim GardenWalk Overlay shall show that a minimum ten (10) foot setback, fully landscaped, shall be provided and maintained along the property line separating said development phases.

66. That if Area B is not developed in accordance with the Anaheim GardenWalk Overlay, it may be developed in accordance with The Disneyland Resort Specific Plan No. 92-1, District A provisions.
67. That if Area B is developed in accordance with the Anaheim GardenWalk Overlay, prior to approval of a Final Site Plan, the property owner shall demonstrate on plans and show that development of Area B shall be fully integrated with Area A and that Areas A and B will be operated as a single integrated project.
68. That prior to advertising for any special event which will draw visitors to the Anaheim GardenWalk project, a special events permit shall be obtained.
69. That granting of the parking waiver is contingent upon operation of the use in conformance with the assumptions and/or conclusions relating to the operation and intensity of use as contained in the Anaheim GardenWalk Transportation Analysis Update, dated February 26, 2006, that formed the basis for approval of said waiver. Exceeding, violating, intensifying or otherwise deviating from any of said assumptions and/or conclusions, as contained in the Anaheim GardenWalk Transportation Analysis Update dated February 28, 2006 shall be deemed a violation of the expressed conditions imposed upon said waiver which shall subject this conditional use permit to termination or modification pursuant to the provisions of the Anaheim Municipal Code.”
70. That following completion of construction of the 3,050 space parking structure in Area A, and on-going during project operation, the property owner/developer shall provide overflow parking to the Anaheim Convention Center in accordance with the “Parking Facilities Operating Lease”, as may be amended, as part of the Disposition and Development Agreement by and between Anaheim GW, LLC and the City of Anaheim. “
71. That prior to approval of the first Final Site Plan for Area B, the property owner/developer shall submit a parking analysis to the Planning Department for review and approval, showing that the proposed number of parking spaces (1,600 spaces in Area B) will be adequate for Area B (i.e., the proposed land uses and building areas). Further, because the parking for the Anaheim GardenWalk project may be shared between multiple land uses in Areas A and B, said analysis shall include information regarding the number of parking spaces, the land uses and the building areas in the previously approved portions of the project. If the parking analysis concludes that additional parking spaces are necessary to accommodate the parking demands of Areas A and B, as well as the overflow parking for the Anaheim Convention Center, as prescribed in the “Parking Facilities Operating Lease”, as may be amended, as part of the Disposition and Development Agreement by and between Anaheim GW, LLC and the City of Anaheim, said spaces shall be shown on plans submitted for Final Site Plan approval.“
72. That the Anaheim GardenWalk project shall be developed in accordance with the following provisions, as set forth in Development Agreement No. 99-01, as amended:

- A. The property owner/developer shall obtain approval of Final Site Plans, obtain the appropriate building and other permits, and commence construction of the retail and parking facility components of the Initial Phase (Area A) on or before February 26, 2007.
  - B. The property owner/developer shall complete the construction of and open the retail and parking facility components of the Initial Phase within a period of two (2) years after commencement of construction of the Initial Phase.
  - C. The property owner/developer shall obtain approval of Final Site plans, obtain the appropriate building and other permits, and commence construction of any one of the three hotels proposed in Area A within four years of the effective date of the Development Agreement.
  - D. The property owner/developer shall obtain approval of Final Site Plans, obtain the appropriate building and other permits, and commence construction of each of the remaining project elements within Area A (including the two remaining hotels and vacation ownership resort) at twenty-four (24) month intervals after commencement of construction of the immediately prior project element and complete construction and open for business no later than twenty-four (24) months after commencement of construction of that project element.
73. That approval of this conditional use permit is contingent upon the approval and adoption of General Plan Amendment No. 2005-00440 and Amendment No. 6 to The Disneyland Resort Specific Plan No. 92-1.
74. That the property owner/developer shall construct the Anaheim GardenWalk project in accordance with the following limitations:
- A. The property owner/developer will not seek to change the entitlements for the one thousand six hundred twenty eight (1,628) hotel rooms/suites to any other use; provided, however, that the owner/developer may elect to construct up to 400 Vacation Ownership Units in lieu of 400 Hotel Rooms in Area A and up to 100 Vacation Ownership Units in lieu of 100 Hotel Rooms in Area B of the project, and provided further, that the property owner/developer may elect to construct the remaining hotel rooms as Condominium Hotels as defined in Code Section No. 18.114.020.0202 of The Disneyland Resort Specific Plan No 92-1, Anaheim GardenWalk Overlay and as defined in Development Agreement No. 99-01, as amended. As a condition of such election, the property owner/developer shall enter into subsequent agreements with the City that provide the City with “in-lieu” payments to be made at a mutually acceptable time(s), and in amounts not in excess of the equivalent Transient Occupancy Taxes to which the City would be entitled if such Vacation Ownership Units and Condominium Hotel units were occupied as traditional hotel rooms.

- B. The design of the Anaheim GardenWalk project shall incorporate the hotels as integral components of the site plan, and the Anaheim GardenWalk project's construction shall be consistent with said plan.
75. That a public art program shall be installed within the boundaries of the Anaheim GardenWalk project. Prior to approval of the first Final Site Plan, the public art element concept (including location, description and budget), shall be submitted to the City of Anaheim for review and approval. The public art element shall be installed prior to the first final building and zoning inspections for the structures or components in the development phase in which it is proposed to be located, excluding the parking structure.
76. That prior to issuance of any permit by the City of Anaheim for construction of any development within the Anaheim GardenWalk project, all pre-existing land uses, buildings and structures on the property underlying said development phase(s) shall have been removed; and that the property owner/developer shall have obtained the appropriate permits from the City for the removal or demolition of such buildings or structures. In no event shall any land use, building, structure and/or other improvement approved in connection with the Anaheim GardenWalk project be allowed in addition to pre-existing land uses and/or structures.
77. That the land uses permitted in each development phase shall comply with The Disneyland Resort Specific Plan No. 92-1 document, as amended.
78. That the project development density shall not exceed that which is specified in the City of Anaheim General Plan, Land Use Element, Table LU-4 "General Plan Density Provisions for Specific Areas of the City", and The Disneyland Resort Specific Plan No. 92-1, as amended for the Anaheim GardenWalk Overlay.
79. That prior to issuance of the first building permit or approval of the first grading permit, whichever occurs first, for development that incorporates all or a portion of the following parcel(s), the property owner(s) shall submit a letter to the Planning Department requesting termination of the zoning petitions associated with said underlying parcel(s) (which zoning entitlements are not associated with the Anaheim GardenWalk project), as follows:

Pyrovest (Anaheim Plaza Hotel and Suites) parcel

Variance No. 1021: Approved by the Planning Commission under Resolution No. 40, Series, 1958-1959, to establish a motor hotel and appurtenant uses at 1660-1720 South Harbor Boulevard; and by the City Council on September 2, 1958 under Resolution No. 4733 regarding only the "appurtenant uses")

Variance No. 3433: Approved on October 29, 1984 under Resolution No. PC84-225 for waiver of permitted number and type of flags to retain 25 roof-mounted flags in the CR Zone at 1700 South Harbor Boulevard)

80. That prior to approval of final site plans for any vacation ownership resort units within the Anaheim GardenWalk Overlay, the property owner/developer shall submit information to the Planning Department indicating the provision of facilities, amenities, or design features usually associated with hotels (for example, lobbies, check-in areas, registration desks, service closets, laundry facilities, etc) in compliance with Code Section 18.114.120.050.0503, and further, whether any kitchen facilities suitable for visitors are proposed, in compliance with Code Section 18.114.120.050.0504. Plans and information submitted for final site plan approval shall be in compliance with Code Section 18.114.070, excepting Subsection .0712 (required parking demand study).
81. A. Prior to approval of each final site plan for a condominium hotel, CC&R's and a Master Lease shall be submitted to the Planning Department and the City Attorney's Office for review and approval. The final CC&Rs and Master Lease shall be consistent with Conditional Use Permit No. 4078, as amended, on file in the Planning Department, The Disneyland Resort Specific Plan and the City of Anaheim General Plan. The CC&Rs and Master Lease shall not be amended or terminated without the prior written approval of the Planning Director and modification of land use permits as may be required to authorize and reflect the changes in the CC&Rs and/or the Master Lease.
- B. Prior to approval of each final site plan for a condominium hotel, the property owner/developer shall have a title company review the airspace condominium map and certify that the airspace condominium map has created insurable units for sale as commercial condominium units.
- C. On-going during project operation, any non-residential condominium hotel developed as part of this project shall be maintained and operated as a hotel (with the exception of the proposed financing structure), as approved by Conditional Use Permit No. 4078 and in accordance with approved final site plans.
- D. On-going during project operation, Transient Occupancy Tax shall be collected for all non-residential condominium hotel rooms as set forth in Chapter 2.12 (Transient Occupancy Tax) of the Anaheim Municipal Code.
- E. On-going during project operation, for any non-residential condominium hotel, owners use of airspace condominium units shall be limited to fourteen (14) days per calendar year, and shall be subject to the payment of Transient Occupancy Tax based upon the hotel room rate of a comparable hotel room.
- F. On-going during project operations, any non-residential condominium hotel developed as part of this project shall be managed, maintained and operated by a single qualified professional entity.
- G. On-going during project operations, at no time shall any hotel rooms developed as part of this project be occupied as residential dwelling units.

82. That approval of this application constitutes approval of the proposed request only to the extent that it complies with the Anaheim Municipal Zoning Code and any other applicable City, State and Federal regulations. Approval does not include any action or findings as to compliance or approval of the request regarding any other applicable ordinance, regulation or requirement.

BE IT FURTHER RESOLVED that City Council does hereby find and determine that adoption of this Resolution is expressly predicated upon applicant's compliance with each and all of the conditions hereinabove set forth. Should any such conditions, or any part thereof, be declared invalid or unenforceable by the final judgment of any court of competent jurisdiction, then this Resolution, and any approval herein contained, shall be deemed null and void.

THE FOREGOING RESOLUTION is approved and adopted by the City Council of the City of Anaheim this 11th day of April, 2006, by the following roll call vote:

AYES: Mayor Pringle, Council Members Sidhu, Hernandez, Galloway, Chavez

NOES: None

ABSENT: None

ABSTAIN: None

CITY OF ANAHEIM

By \_\_\_\_\_  
MAYOR OF THE CITY OF ANAHEIM

ATTEST:

  
\_\_\_\_\_  
CITY CLERK OF THE CITY OF ANAHEIM

61209.1\MGordon

**Exhibit A**  
**Legal Descriptions**

**AREA A:**

**Melodyland Parcels:**

**PARCEL A:**

THE WEST 20 ACRES OF THE NORTHERLY 645.00 FEET OF THE SOUTHERLY 1320.00 FEET OF THE SOUTHEAST QUARTER OF SECTION 22, TOWNSHIP 4 SOUTH, RANGE 10 WEST, IN THE RANCHO SAN JUAN CAJON DE SANTA ANA, CITY OF ANAHEIM, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 51, PAGE 10 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT THE WEST 720.00 FEET.

ALSO EXCEPT THE NORTH 60.00 FEET.

**PARCEL B:**

THAT PORTION OF THE SOUTHEAST QUARTER OF SECTION 22, TOWNSHIP 4 SOUTH, RANGE 10 WEST, IN THE RANCHO SAN JUAN CAJON DE SANTA ANA, IN THE CITY OF ANAHEIM, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 51, PAGE 10 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY REORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF SAID SOUTHEAST QUARTER; THENCE NORTH 675.00 FEET ALONG THE WEST LINE OF SAID SOUTHEAST QUARTER; THENCE EAST 833.51 FEET PARALLEL WITH THE SOUTH LINE OF SAID SOUTHEAST QUARTER TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 0° 16' 30" EAST 675.11 FEET TO A POINT, SAID POINT BEING ALSO THE SOUTHEASTERLY CORNER OF THE LAND DESCRIBED IN DEED TO ALWYN S. JEWELL AND LUCILLE G. JEWELL, RECORDED OCTOBER 5, 1979 IN BOOK 4912, PAGE 102, OFFICIAL RECORDS; THENCE EAST 486.49 FEET ALONG THE SOUTH LINE OF SAID SOUTHEAST QUARTER TO THE SOUTHEAST CORNER OF LAND CONVEYED TO DONALD F. REA BY DEED RECORDED DECEMBER 1, 1958 IN BOOK 4521, PAGE 453, OF OFFICIAL RECORDS; THENCE NORTH 675.00 FEET ALONG THE EAST LINE OF SAID LAND CONVEYED TO REA, TO THE NORTHEAST CORNER THEREOF; THENCE WEST ALONG THE NORTH LINE OF SAID LAND OF REA TO THE TRUE POINT OF BEGINNING.

EXCEPT THE WEST 292.00 FEET THEREOF.

ALSO EXCEPT THE SOUTH 360.00 FEET THEREOF.

**Hasenyager Parcel:**

LOT 3 OF TRACT NO. 3330, IN THE CITY OF ANAHEIM, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 113, PAGES 21 AND 22 OF MISCELLANEOUS MAPS, RECORDS OF ORANGE COUNTY, CALIFORNIA.

**Zaby's Parcel:**

LOTS 1 AND 2 OF TRACT 3330, IN THE CITY OF ANAHEIM, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 113, PAGES 21 AND 22 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT THEREFROM THAT PORTION CONVEYED TO THE CITY OF ANAHEIM BY DEED RECORDED JULY 30, 1997 AS INSTRUMENT NO. 97-0359942, OFFICIAL RECORDS.

**Berger Parcel:**

LOTS 4 AND 5 OF TRACT NO. 3330, IN THE CITY OF ANAHEIM, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 113, PAGES 21 AND 22 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

**Rist Parcel:**

PARCEL 1:

THE WEST 292 FEET OF THAT PORTION OF THE SOUTHEAST QUARTER OF SECTION 22, IN TOWNSHIP 4 SOUTH, RANGE 10 WEST, IN THE RANCHO SAN JUAN CAJON DE SANTA ANA, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP THEREOF RECORDED IN BOOK 51, PAGE 10, MISCELLANEOUS MAPS, RECORDS OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SOUTHEAST QUARTER; THENCE NORTH 675.00 FEET ALONG THE WEST LINE OF SAID SOUTHEAST QUARTER; THENCE EAST 833.51 FEET PARALLEL WITH THE SOUTH LINE OF SAID SOUTHEAST QUARTER TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 0° 16' 30" EAST 675.11 FEET TO A POINT, SAID POINT BEING ALSO THE SOUTHEASTERLY CORNER OF THE LAND DESCRIBED IN DEED TO ALWYN S. JEWEL AND LUCILLE G. JEWELL, RECORDED OCTOBER 5, 1959 IN BOOK 4912, PAGE 102, OFFICIAL RECORDS; THENCE EAST ALONG THE SOUTH LINE OF SAID SOUTHEAST QUARTER, 486.49 FEET TO THE SOUTHEAST CORNER OF LAND CONVEYED TO DONALD F. REA BY DEED RECORDED DECEMBER 1, 1958 IN BOOK 4521, PAGE 543, OFFICIAL RECORDS; THENCE NORTH ALONG THE EAST LINE OF SAID LAND CONVEYED TO REA, 675.00 FEET TO THE NORTHEAST CORNER THEREOF; THENCE WEST ALONG THE NORTH LINE OF SAID LAND OF REA TO THE TRUE POINT OF BEGINNING;

EXCEPT THEREFROM THE WEST 150 FEET OF THE SOUTH 360 FEET; ALSO EXCEPT THEREFROM THE SOUTH 60 FEET INCLUDED WITHIN KATELLA AVENUE, 120 FEET WIDE.

PARCEL 2:

THAT PORTION OF THE SOUTHEAST QUARTER OF SECTION 22, TOWNSHIP 4 SOUTH, RANGE 10 WEST, IN THE RANCHO SAN JUAN CAJON DE SANTA ANA, IN THE CITY OF ANAHEIM, AS SHOWN ON A MAP THEREOF RECORDED IN BOOK 51, PAGE 10 MISCELLANEOUS MAPS, RECORDS OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SOUTHEAST QUARTER; THENCE NORTH 675.00 FEET ALONG THE WEST LINE OF SAID SOUTHEAST QUARTER; THENCE EAST 833.51 FEET PARALLEL WITH THE SOUTH LINE OF SAID SOUTHEAST QUARTER TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 0° 16' 30" EAST 675.11 FEET TO A POINT, SAID POINT BEING ALSO THE SOUTHEASTERLY CORNER OF THE LAND DESCRIBED IN DEED TO ALWYN S. JEWELL AND LUCILLE G. JEWELL, RECORDED OCTOBER 5, 1959 IN BOOK 4912, PAGE 102, OFFICIAL RECORDS; THENCE EAST ALONG THE SOUTH LINE OF SAID SOUTHEAST QUARTER, 486.49 FEET TO THE SOUTHEAST CORNER OF LAND CONVEYED TO DONALD F. REA, BY DEED RECORDED DECEMBER 1, 1958 IN BOOK 4521, PAGE 543, OFFICIAL RECORDS; THENCE NORTH ALONG THE EAST LINE OF SAID LAND CONVEYED TO REA, 675.00 FEET TO THE NORTHEAST CORNER THEREOF; THENCE WEST ALONG THE NORTH LINE OF SAID LAND OF REA TO THE TRUE POINT OF BEGINNING.

EXCEPT THEREFROM THE SOUTH 60.00 FEET INCLUDED WITHIN KATELLA AVENUE, 120.00 FEET WIDE.

ALSO EXCEPT THEREFROM THE NORTH 315 FEET. ALSO EXCEPT THEREFROM THE WEST 292 FEET.

**Ursini Parcel:**

THAT PORTION OF THE SOUTHEAST QUARTER OF SECTION 22, TOWNSHIP 4 SOUTH, RANGE 10 WEST, IN THE CITY OF ANAHEIM, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 51, PAGE 10 OF MISCELLANEOUS MAPS, RECORDS OF ORANGE COUNTY, CALIFORNIA, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SOUTHEAST QUARTER; THENCE NORTH 675.00 FEET ALONG THE WEST LINE OF SAID SOUTHEAST QUARTER; THENCE EAST 833.51 FEET PARALLEL WITH THE SOUTH LINE OF SAID SOUTHEAST QUARTER; THENCE SOUTH 0° 16' 30", EAST 675.11 FEET TO THE TRUE POINT OF BEGINNING, SAID POINT ALSO BEING THE SOUTHEASTERLY CORNER OF THE LAND DESCRIBED IN DEED TO ALWYN S. JEWELL AND LUCILLE G. JEWELL, RECORDED OCTOBER 5, 1959 IN BOOK 4912, PAGE 102 OF OFFICIAL RECORDS; THENCE NORTH 0° 16' 30" WEST, 360.00 FEET ALONG THE EASTERLY LINE OF SAID LAND; THENCE EAST 150.00 FEET PARALLEL WITH THE SOUTHERLY LINE OF SAID

SOUTHEAST QUARTER; THENCE SOUTH 0° 16' 30" EAST, 360.00 FEET PARALLEL WITH SAID EASTERLY LINE OF THE LAND CONVEYED TO JEWELL TO THE SOUTHERLY LINE OF SAID SECTION; THENCE WEST ALONG THE SOUTHERLY LINE OF SAID SECTION 150.00 FEET TO THE TRUE POINT OF BEGINNING.

EXCEPTING THEREFROM, THAT PORTION OF SAID PROPERTY LYING SOUTHERLY OF THE NORTHERLY LINE OF THAT CERTAIN FINAL ORDER OF CONDEMNATION DATED JANUARY 30, 1998, CASE NO. 782833 OF THE SUPERIOR COURT OF THE STATE OF CALIFORNIA, A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 9, 1998 AS INSTRUMENT NO. 19980071981 OF OFFICIAL RECORDS.

**City Parcel:**

THE NORTHERLY 280.35 FEET OF PARCEL 1, IN THE CITY OF ANAHEIM, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A PARCEL MAP FILED IN BOOK 55, PAGE 46 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

**AREA B:**

**Pyrovest Parcels:**

**PARCEL 1:**

THE EAST 660.00 FEET OF THE WEST 720.00 FEET OF THE NORTH 585.00 FEET OF THE SOUTH 1260 FEET OF THE SOUTHEAST QUARTER OF SECTION 22, TOWNSHIP 4 SOUTH, RANGE 10 WEST, IN THE RANCHO SAN JUAN CAJON DE SANTA ANA, IN THE CITY OF ANAHEIM, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 51, PAGE 10 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM, THE FOLLOWING DESCRIBED PROPERTY:

BEGINNING AT A POINT SOUTH 0° 13' 22" EAST 15.03 FEET FROM THE NORTHWEST CORNER OF THE ABOVE DESCRIBED PROPERTY SAID POINT BEING ON THE EASTERLY LINE OF HARBOR BOULEVARD 120 FEET WIDE; THENCE SOUTH 0° 13' 22" EAST ALONG SAID EASTERLY LINE 100.08 FEET; THENCE NORTH 89° 54' 30" EAST PARALLEL TO THE NORTHERLY LINE OF ABOVE DESCRIBED PARCEL 111.34 FEET; THENCE NORTH 0° 13' 22" WEST, PARALLEL TO THE EASTERLY LINE OF HARBOR BOULEVARD 30.75 FEET; THENCE NORTH 89° 54' 38" EAST 38.66 FEET; THENCE NORTH 0° 13' 22" WEST 84.36 FEET TO A POINT ON THE SOUTHERLY LINE OF FREEDMAN WAY, 60.00 FEET WIDE; THENCE ALONG THE SOUTH LINE OF SAID FREEDMAN WAY, SOUTH 89° 54' 30" WEST 134.97 FEET TO THE BEGINNING OF A CURVE CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 15.00 FEET; THENCE WESTERLY AND SOUTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90° 07' 52" A LENGTH OF 23.60 FEET TO THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION.

PARCEL 2:

BEGINNING AT A POINT SOUTH 0° 13' 22" EAST 15.03 FEET FROM THE NORTHWEST CORNER OF THE ABOVE DESCRIBED PROPERTY SAID POINT BEING ON THE EASTERLY LINE OF HARBOR BOULEVARD 120 FEET WIDE; THENCE SOUTH 0° 13' 22" EAST ALONG SAID EASTERLY LINE 100.08 FEET; THENCE NORTH 89° 54' 30" EAST PARALLEL TO THE NORTHERLY LINE OF ABOVE DESCRIBED PARCEL 111.34 FEET; THENCE NORTH 0° 13' 22" WEST, PARALLEL TO THE EASTERLY LINE OF HARBOR BOULEVARD 30.75 FEET; THENCE NORTH 89° 54' 38" EAST 38.66 FEET; THENCE NORTH 0° 13' 22" WEST 84.36 FEET TO A POINT ON THE SOUTHERLY LINE OF FREEDMAN WAY, 60.00 FEET WIDE; THENCE ALONG THE SOUTH LINE OF SAID FREEDMAN WAY, SOUTH 89° 54' 30" WEST 134.97 FEET TO THE BEGINNING OF A CURVE CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 15.00 FEET; THENCE WESTERLY AND SOUTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90° 07' 52" A LENGTH OF 23.60 FEET TO THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION.