

PUBLIC HEARING – GENERAL PLAN AMENDMENT NO. GPA-1-10(A); PLANNED UNIT DEVELOPMENT NO. PUD-126-10; DEVELOPMENT AGREEMENT NO. DA-183-10; AND A MITIGATED NEGATIVE DECLARATION TO ESTABLISH PLANNED UNIT DEVELOPMENT ZONING WITH DEVELOPMENT STANDARDS FOR A WATER PARK HOTEL AT 12581, 12591, 12681, AND 12721 HARBOR BOULEVARD, AND 12602 AND 12601 LEDA LANE, GARDEN GROVE (F: 116.PUD-126-10) (XR: 106.DA-183-10) (XR: 20.GPA-1-10(A)) (XR: 80.1)

Staff report dated January 25, 2011, was introduced and reviewed by staff.

In response to Council Member Nguyen, staff confirmed that the plans presented tonight are the same that the Council Members have seen previously; and also confirmed that it has been determined that this project would not have a significant negative impact to the surrounding neighborhood.

Mayor Dalton declared the Public Hearing open and asked if anyone wished to address the City Council on the matter.

Charles Dang, representing his family and neighbors who live on Leda Lane adjacent to the project, raised two concerns about their private street; one, that the cul-de-sac would be preserved, and two, that Leda Lane would not be identified as a fire access for the hotel.

There being no further response from the audience, the Public Hearing was declared closed.

Staff indicated that within the proposed Resolution being considered for adoption, Condition No. 31 requires that the Leda Lane cul-de-sac be preserved. Further, staff stated that prior to coming into Plan Check, the developer would need to identify where fire access would be, and that Leda Lane is not an option.

Representing the Applicant, Kim Perry, with McWhinney, introduced John Shaw, President of McWhinney, and Rodney Jones with Great Wolf. She indicated that they are available to answer any questions.

Mr. Jones provided an overview of the Great Wolf Company.

RESOLUTION NO. 9028-11

It was moved by Council Member Broadwater, seconded by Council Member Do, and carried by unanimous vote that full reading of Resolution No. 9028-11 be waived, and said Resolution entitled A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GARDEN GROVE ADOPTING A MITIGATED NEGATIVE DECLARATION AND MITIGATED WATER MONITORING PROGRAM FOR GENERAL PLAN

AMENDMENT NO. GPA-1-10(A), PLANNED UNIT DEVELOPMENT NO. PUD-126-10; AND DEVELOPMENT AGREEMENT NO. DA-183-10, be and hereby is adopted.

RESOLUTION NO. 9029-11

It was moved by Council Member Broadwater, seconded by Council Member Do, and carried by unanimous vote that full reading of Resolution No. 9029-11 be waived, and said Resolution entitled A RESOLUTION OF THE CITY OF GARDEN GROVE APPROVING GENERAL PLAN AMENDMENT NO. GPA-1-10(A), be and hereby is adopted.

ORDINANCE NO. 2789 was introduced for first reading and the title read in full, entitled AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF GARDEN GROVE APPROVING PLANNED UNIT DEVELOPMENT NO. PUD-126-10, ENACTING A NEW PLANNED UNIT DEVELOPMENT AND ZONING REGULATIONS FOR PROPERTY CURRENTLY ZONED PLANNED UNIT DEVELOPMENT NO. PUD-121-98 AND R-1-7 (SINGLE-FAMILY RESIDENTIAL)

It was moved by Council Member Nguyen, seconded by Council Member Jones, and carried by unanimous vote that full reading of all Ordinances listed for consideration of adoption be waived.

It was moved by Council Member Broadwater, seconded by Council Member Nguyen, and carried by unanimous vote that Ordinance No. 2789 be and hereby is passed to second reading.

ORDINANCE NO. 2790 was introduced for first reading and the title read in full, entitled AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF GARDEN GROVE ADOPTING DEVELOPMENT AGREEMENT NO. DA-183-10 BETWEEN THE CITY OF GARDEN GROVE AND GARDEN GROVE MXD, INC.

It was moved by Council Member Nguyen, seconded by Council Member Jones, and carried by unanimous vote that full reading of all Ordinances listed for consideration of adoption be waived.

It was moved by Council Member Broadwater, seconded by Mayor Dalton, and carried by unanimous vote that Ordinance No. 2790 be and hereby is passed to second reading.

ORDINANCE NO. 2790

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF GARDEN GROVE
ADOPTING DEVELOPMENT AGREEMENT NO. DA-183-10 BETWEEN THE CITY OF
GARDEN GROVE AND GARDEN GROVE MXD, INC.

City Attorney Summary

This ordinance approves a development agreement between the City of Garden Grove and Garden Grove MXD, Inc., the developer of the water park hotel proposed to be located generally on the west side of Harbor Boulevard between Lampson Avenue and Garden Grove Boulevard. The agreement provides that the developer will be entitled to build the project in accordance with the existing land use entitlements for a period of 5 years. The agreement further provides for a development agreement payment, along with the payment of development fees, to the City of Garden Grove in an amount not to exceed \$2,635,629.

WHEREAS, the City of Garden Grove has received an application from Garden Grove MXD, Inc., for Development Agreement No. DA-183-10 for the establishment of a water park themed hotel resort with ancillary restaurant, retail, and meeting space uses to be developed on approximately 12.1 acres in an urbanized area in the city of Garden Grove located on the west side of Harbor Boulevard, north of Garden Grove Boulevard and south of Lampson Avenue, with addresses: 12581, 12591, 12681, and 12721 Harbor Boulevard, and 12602 and 12601 Leda Lane (Assessor Parcel Numbers: 231-441-27, 29, 39, and 40; 231-431-02 and 03)(the Project);

WHEREAS, pursuant to Resolution No. 5719, the Planning Commission at a duly noticed Public Hearing held on December 16, 2010, recommended approval of Development Agreement No. DA-183-10;

WHEREAS, a duly noticed Public Hearing was held by the City Council on January 25, 2011, and all interested persons were given an opportunity to be heard;

WHEREAS, Development Agreement No. DA-183-10 is consistent with the General Plan, as amended, and Planned Unit Development No. PUD-126-10, including the goals and policies of the Garden Grove General Plan; and

WHEREAS, the City Council approved Resolution No. 9028-11 during its meeting on January 25, 2011, adopting a Mitigated Negative Declaration and Mitigation Monitoring Program for the Project pursuant to the California Environmental Quality Act, California Public Resources Section 21000 et seq. (CEQA) and CEQA's implementing guidelines, California Code of Regulations, Title 14, Sections 15000 et seq.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF GARDEN GROVE, CALIFORNIA, HEREBY ORDAINS AS FOLLOWS:

Section 1. Recitals. The City Council finds that the above recitations are true and correct.

Section 2. Environmental Review. Pursuant to CEQA, the City Council adopted a Mitigated Negative Declaration and Mitigation Monitoring Program for the Project in City Council Resolution No. 9028-11 which incorporated by reference as if set forth fully herein.

Section 3. Approval. Development Agreement No. DA-183-10 is hereby adopted for property located on the west side of Harbor Boulevard, between Lampson Avenue and Garden Grove Boulevard, at 12581, 12591, 12681, and 12721 Harbor Boulevard, and 12601 and 12602 Leda Lane, Parcel Nos. 231-441-27, 29, 39, and 40 and 231-431-02, and 03. A copy of Development Agreement No. DA-183-10 is attached and on file in the City Clerk's Office.

Section 4. Recording. Pursuant to California Government Code Section 65868.5, the City Clerk shall record a copy of the Development Agreement with the County Recorder for the County of Orange within 10 days after the Development Agreement is executed.

Section 5. Severability. If any section, subsection, subdivision, sentence, clause, phrase, word, 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 hereby declares that it would have adopted this Ordinance and each section, subsection, subdivision, sentence, clause, phrase, word, or portion thereof, irrespective of the fact that any one or more sections, subsections, subdivisions, sentences, clauses, phrases, words, or portions thereof be declared invalid or unconstitutional.

Section 6. Effective Date. The Mayor shall sign and the City Clerk shall certify to the passage and adoption of this Ordinance and shall cause the same, or the summary thereof, to be published and posted pursuant to the provisions of law and this Ordinance shall take effect thirty (30) days after adoption.

The foregoing Ordinance was passed by the City Council of the City of Garden Grove on the ____ day of _____.

ATTEST:

MAYOR

CITY CLERK

STATE OF CALIFORNIA)
COUNTY OF ORANGE) SS:
CITY OF GARDEN GROVE)

I, KATHLEEN BAILOR, City Clerk of the City of Garden Grove, do hereby certify that the foregoing Ordinance was introduced and presented on January 25, 2011, with a vote as follows:

AYES: COUNCIL MEMBERS: (5) BROADWATER, DO, JONES, NGUYEN, DALTON
NOES: COUNCIL MEMBERS: (0) NONE
ABSENT: COUNCIL MEMBERS: (0) NONE

RECORDING REQUESTED BY)
AND WHEN RECORDED MAIL TO:)

City Clerk's Office)
City of Garden Grove)
11222 Acacia Parkway)
Garden Grove, CA 92840)
)
)

(Space above for Recorder.)

This document is exempt from payment of a recording fee pursuant to Government Code Section 6103.

Dated:

DEVELOPMENT AGREEMENT NO. DA-183-10

Conditional Use Permit No. CUP-303-10

and

Tentative Parcel Map No. PM-2010-1178

(Garden Grove MXD, Inc.)

THIS AGREEMENT is made this ____ day of _____, 2011, by the CITY OF GARDEN GROVE, a municipal corporation ("CITY"), and Garden Grove MXD, Inc. (DEVELOPER).

RECITALS

The following recitals are a substantive part of this Agreement:

- A. The CITY and DEVELOPER desire to enter into this DEVELOPMENT AGREEMENT for the construction of a water park hotel facility consisting of an approximately 605 room hotel, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, either a private or a public parking structure, an approximately 14,850 square foot restaurant pad, the on-site sale of alcoholic beverages in the hotel and hotel restaurants, the reconfiguration of the existing six properties into three separate properties, along with related improvements. (the "PROJECT") on that certain real property located on the west side of Harbor Boulevard, between Lampson Avenue and Garden Grove Boulevard, at 12581, 12591, 12681, and 12721 Harbor Boulevard and 12601 and 12602 Leda Lane, Parcel Nos. 231-441-27, 29, 39, & 40; 231-431-02 & 03. DEVELOPER will acquire such property in accordance with Sections 200-205 of the First Amended and Restated Disposition and Development Agreement dated as of _____ by

and between the Garden Grove Agency for Community Development and Garden Grove MXD, Inc.

- B. The Planning Commission approved Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178, for the PROJECT, on December 16, 2010, subject to this Development Agreement.
- C. The CITY and DEVELOPER desire to enter into this DEVELOPMENT AGREEMENT for the construction of the PROJECT pursuant to Article 2.5 (commencing with Section 65864) of Chapter 4 of Division 1 of Title 7 of the California Government Code (the "Development Agreement Statute").
- D. The PROJECT is a development requiring certain discretionary approvals by the CITY before it may be constructed.
- E. The Development Agreement Statute provides the authority for CITY to enter into binding development agreements with a developer having a legal and equitable interest in real property.
- F. DEVELOPER has an equitable interest in the PROPERTY.

AGREEMENT

THE PARTIES MUTUALLY AGREE AS FOLLOWS:

1. Duration. This Agreement and Land Use Entitlements described in Section 2 shall expire five (5) years from its effective date, unless any duty specified remains executory, in which case this Agreement may be extended at discretion of CITY, pursuant to law, until all duties are performed. Renewals shall not unreasonably be withheld. The effective date of this agreement shall begin on the date first identified above.
2. Permitted Uses/Land Use Entitlements. The following uses are permitted on the PROPERTY: A water park hotel facility that includes the water park hotel consisting of an approximately 605 room hotel, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, either a private or a public parking structure, and an approximately 14,850 square foot restaurant pad. The PROJECT had been granted the following entitlements: Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178. The Conditional Use Permit allows for the sale of alcoholic beverages in the hotel and hotel restaurants, and the Tentative Parcel Map allows the reconfiguration of the existing six properties into three separate properties. The development is processed in conjunction with a General Plan Amendment to change the General Plan Land Use designations of two properties from Low Density Residential to International West Mixed Use and a zone change to change the zoning of the property from Planned Unit Development No. PUD-121-98 to Planned Unit Development No. PUD-126-10. The PUD is subject to the development

standards that have been approved through the PUD process and the associated entitlements. The base zoning for the PROJECT is HCSP-DC (Harbor Corridor Specific Plan-District Commercial).

3. Density/Intensity. The density or intensity of the PROJECT is as follows: A water park hotel facility consisting of an approximately 605 room hotel, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, either a private or a public parking structure consisting of approximately 1050 spaces, and an approximately 14,850 square foot restaurant pad.
4. Maximum Height and Building Size. The maximum height and building sizes are as follows: The maximum height of the hotel building shall be 12-stories, 165-feet; the maximum height of the lobby portion of the building shall be 65-feet; the maximum height of the 5-level public or private parking structure shall be 50-feet, with the exception of the stairwell/elevator towers, which may extend an additional 16-feet above the top of the parapet wall; and the maximum height of the water park building or buildings shall be 70-feet, as indicated on the site submitted elevations. The maximum height of the stand-alone restaurant shall be 35-feet.
5. Reservation or Dedication. The reservation of easements or dedication of property to the City to allow the construction of the proposed development shall be as shown on and/or conditioned in the approved Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178.
6. Improvements. The improvements described in Planning Commission Resolution No. 5720 shall be constructed prior to the occupancy of the proposed development or the issuance of any certificate of occupancy for any unit of the development, all in accordance with the terms and conditions of CUP-303-10 and Tentative Parcel Map No. PM-2010-1178.
7. Scope of PROJECT. The PROJECT shall include a water park hotel facility consisting of an approximately 605 room hotel, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space and restaurants within the hotel facility, either a private or a public parking structure for approximately 1050 cars, an approximately 14,850 square foot restaurant pad, the on-site sale of alcoholic beverages in the hotel and hotel restaurants, the reconfiguration of the existing six properties described in Recital A into three separate properties, along with related improvements.
8. Resolution/Material Terms. All conditions of approval as per Resolution No. 5720 attached hereto and incorporated herein as "Exhibit A," are material terms of this Agreement. A material breach of any condition of approval after notice and right to cure as set forth in Section 12 shall be deemed to be a breach of this Development Agreement.

9. PROJECT Fees and Development Agreement Payment.

A. Development fees for the PROJECT include "non-City controlled fees," including Orange County Sanitation District ("OCSD") and Garden Grove Unified School District ("GGUSD") fees. Developer shall be responsible to pay the total non-City controlled fees at whatever is the final amount applicable to the PROJECT.

B. "City Controlled Development Fees" include, but are not limited to, building permit fees, fire facility fees and Section 2 fire services fees, building permit/plan review fees, electrical, mechanical and plumbing permit fees, art in public places fees, general plan fees, cultural arts fees, parkway tree fees, commercial driveway fees, water, front footage and drainage assessment fees and traffic impact mitigation fees. City Controlled Development Fees for the PROJECT, except for the restaurant and the public or private parking structure, are currently estimated to total Two Million Two Hundred Eighty-Five Thousand Six Hundred Twenty-Nine Dollars (\$2,285,629). Except as noted in Subsection C below, Developer shall be responsible to pay the total City Controlled Development Fees at whatever is the final amount applicable to the PROJECT, without regard to the estimate herein.

C. Developer shall pay to City a Development Agreement Payment calculated to equal the positive difference between the final total of the (1) City Controlled Development Fees, except for those applicable to the restaurant and the public or private parking structure, that are currently estimated at a total of Two Million Two Hundred Eighty-Five Thousand Six Hundred Twenty-Nine Dollars (\$2,285,629) and (2) Two Million Six Hundred Thirty-Five Thousand Six Hundred Twenty-Nine Dollars (\$2,635,629). For example, if the current estimates of the City Controlled Development Fees are accurate, the Development Agreement Payment will be Three Hundred Fifty Thousand Dollars (\$350,000). In no event shall the combined amount of City Controlled Development Fees and the Development Agreement Payment exceed Two Million Six Hundred Thirty-Five Thousand Six Hundred Twenty-Nine Dollars (\$2,635,629).

D. Developer and City acknowledge and agree that the fees and payments addressed in this Section 9 do not include development related fees and any Development Agreement Payment that apply to either a private or a public parking structure and the restaurant proposed for the 14,850 square foot restaurant building pad. City Controlled Development Fees and any Development Agreement Payment for the parking structure shall be calculated/established and paid to City at the time of the closing of the bond issuance contemplated for financing the parking structure. Development related fees and any Development Agreement Payment for the restaurant to be constructed on the restaurant pad site shall be calculated/established

and paid in conjunction with the design and construction of the restaurant.

10. City Agreement. CITY agrees that the development fees to be paid to the City, pursuant to Paragraph 9, will reimburse CITY for the cost of CITY services required by the development of the PROJECT.
11. Payment Due Date.
 - A. The non-City controlled fees, shall be paid at the time and in the manner established by the OCS D and the GGUSD respectively.
 - B. The grading fees for the water park hotel portion of the PROJECT shall be due and payable prior to issuance of a grading permit for the water park hotel.
 - C. The building permit/plan review fees, electrical, mechanical and plumbing permit fees, general plan fees, traffic impact mitigation fees, commercial driveway fees, water, front footage and drainage assessment fees for the water park hotel portion of the PROJECT shall be paid prior to the issuance of building permits.
 - D. The art in public places fees, the cultural arts fees, the parkway tree fees, and the Development Agreement Payment for the water park hotel portion of the PROJECT shall be due and payable prior to the granting of any certificate of occupancy for the PROJECT.
12. Termination Provisions. Except for a termination by mutual agreement of the parties, this Agreement may only be terminated (1) through the annual review process referred to in Section 13 herein, in accordance with the process and procedures set forth in Exhibit B or (2) upon material breach of the Agreement, in which case the process and procedures set forth in Exhibit B shall be utilized without regard to the timing of the annual review.
13. Annual Review. CITY shall review DEVELOPER'S performance every twelve (12) months at the anniversary of the adoption of this Agreement. DEVELOPER shall demonstrate good faith compliance with the terms of this Agreement. If as a result of the review CITY finds and determines, based upon substantial evidence, that DEVELOPER has not complied in good faith with terms or conditions of this Agreement, CITY may terminate the Agreement in accordance with Exhibit B. This review shall be conducted by the Director of the Community Development Department.
14. City Discretion. So long as the Agreement remains in effect, DEVELOPER shall have the full vested right to construct and complete development of the PROJECT and the use of the PROPERTY consistent with the land use entitlements identified in Paragraph 2. Otherwise, CITY retains its right and discretion, under all applicable Codes, to approve or disapprove any item related to this PROJECT that it has not specifically agreed to via this

Agreement. DEVELOPER acknowledges that it shall comply with all CITY requirements for applications and permits (except with respect to timing as described in Paragraph 11) that apply to the PROJECT and the PROPERTY on or before the Commencement Date and that this Agreement does not relieve DEVELOPER of the necessity of filing applications for and obtaining any such permits.

15. Improvement Schedule. The following improvements shall be constructed by the stated dates:

All repairs and improvements to the public right-of-way required in Planning Commission Resolution No. 5720 shall be completed prior to the issuance of any certificates of occupancy or release of any public utilities.

16. Developer Breach. Failure of DEVELOPER to construct improvements as specified, or to pay amounts specified in a timely fashion, shall result in the withholding of building permits, any other permit or certificate of occupancy until the breach is remedied.

17. Non-Liability of Officials and Employees of the City. No official or employee of CITY shall be personally liable to DEVELOPER in the event of any default or breach by CITY, or for any amount that will become due to DEVELOPER, or any obligation under the terms of this Agreement.

18. Notices. All notices shall be personally delivered or mailed to the below listed address, or to such other address as may be designated by written notice. These addresses shall be used for delivery of service of process.

A. Address of DEVELOPER is as follows:
Garden Grove MXD, Inc.
2725 Rocky Mountain Avenue, Ste. 200
Loveland CO, 80538
Attn: Chad McWhinney

B. Address of CITY is as follows:
City of Garden Grove
Attention: City Manager
11222 Acacia Parkway
Garden Grove, CA 92840

19. DEVELOPER'S Proposal. The PROJECT shall include DEVELOPER's proposal, as modified by Planning Commission and City Council, including all conditions of approval contained in Planning Commission Resolution No. 5720, which shall be incorporated herein by this reference. In the event of any inconsistency between terms of the proposal and this Agreement, this Agreement shall govern.

20. Licenses, Permits, Fees, and Assessments. At its sole expense, DEVELOPER shall obtain all licenses, permits, and approvals as may be required by this Agreement, or by the nature of the PROJECT.
21. Time of Essence. Time is of the essence in the performance of this Agreement.
22. Successor's In Interest. The provisions of this Agreement shall be binding upon and inure to successors in interest of the parties and shall be specifically binding upon and for the benefit of any future lessees or other owners of an interest in PROPERTY.
23. Authority to Execute. The persons executing this Agreement on behalf of the parties warrant that they are duly authorized to execute this Agreement and that by executing this Agreement, the parties are formally bound.
24. Indemnification. DEVELOPER agrees to protect, defend, and hold harmless CITY and its elective or appointive boards, officers, agents, and employees from any and all claims, liabilities, expenses or damages of any nature, including attorneys' fees, for injury or death of any person, or damage to property, or interference with use of property, arising out of, or in any way connected with performance of the Agreement by DEVELOPER, DEVELOPER'S agents, officers or employees, subcontractors hired by DEVELOPER.
25. Modification. This Agreement constitutes the entire agreement between the parties and supersedes any previous agreements, oral or written, regarding the time period that PROJECT land use entitlements shall be valid. This Agreement may be modified only by subsequent mutual written agreement executed by CITY, and the DEVELOPER.
26. Recordation. The City Clerk shall cause this Agreement to be recorded against the PROPERTY when DEVELOPER or its permitted successor in interest becomes the owner in fee of the PROPERTY.
27. Remedies. The occurrence of any Event of Default shall give the nondefaulting party the right to proceed with any and all remedies set forth in this Agreement, including an action for damages, an action or proceeding at law or in equity to require the defaulting party to perform its obligations and covenants under this Agreement or to enjoin acts or things which may be unlawful or in violation of the provisions of this Agreement, and the right to terminate this Agreement.
28. Force Majeure. Subject to the party's compliance with the notice requirements as set forth below, performance by either party hereunder shall be deemed to be in default, and all performance and other dates specified in this Agreement shall be extended, where delays or default are due to causes beyond the control and without the fault of the party claiming an extension of time to perform, which may include, without limitation, the following: war, insurrection, strikes, lockouts, riots, floods, earthquakes, fires, assaults, acts

of God, acts of the public enemy, epidemics, quarantine restrictions, freight embargoes, lack of transportation, governmental restrictions or priority, litigation, unusually severe weather, inability to secure necessary labor, material or tools, acts or omissions of the other party, or acts or failures to act of any public or governmental entity (except that the City's acts or failure to act shall not excuse performance of the City hereunder). An extension of the time for any such cause shall be for the period of the enforced delay and shall commence to run from the time of the commencement of the cause, if notice by the party claiming such extension is sent to the other party within thirty (30) days of the commencement of the cause.

29. Attorney's Fees. In addition to any other remedies provided hereunder or available pursuant to law, if either party brings an action or proceeding to enforce, protect or establish any right or remedy hereunder, the prevailing party shall be entitled to recover from the other party its costs of suit and reasonable attorney's fees.
30. Remedies Cumulative. No right, power, or remedy given by the terms of this Agreement is intended to be exclusive of any other right, power, or remedy; and each other and every such right, power, remedy shall be cumulative and in addition to every other right, power, or remedy given by the terms of any such instrument, or by any statute or otherwise.
31. Waiver of Terms and Conditions. The CITY may, in its sole discretion waive in writing any of the terms and conditions of this Agreement. Waivers of any covenant, term, or condition contained herein shall not be construed as a waiver of any subsequent breach of the same covenant, term, or condition.

IN WITNESS WHEREOF, these parties have executed this Agreement on the day and year shown below.

Date: _____

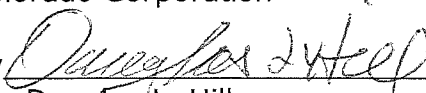
"CITY"
CITY OF GARDEN GROVE

BY

ATTEST:

CITY CLERK
DATE:

"DEVELOPER"
GARDEN GROVE MXD, INC., a
Colorado Corporation

By 
Douglas L. Hill
Chief Operating Officer
Date: January 5, 2011

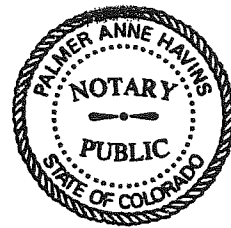
STATE OF COLORADO)
) ss.
COUNTY OF LARIMER)

The foregoing instrument was acknowledged before me this 5th day of January, 2011, by Douglas L. Hill, as Chief Operating Officer of GARDEN GROVE MXD, INC., a Colorado Corporation.

Witness my hand and official seal.

My Commission Expires: June 21, 2013

Palmer Anne Havins
Notary Public



My Comm. Expires
June 21, 2013

APPROVED AS TO FORM:

Garden Grove City Attorney

Date: _____

If DEVELOPER is a corporation, a Corporate Resolution and/or Corporate Seal is required. If a partnership, Statement of Partnership must be submitted to CITY.

EXHIBIT "A"

Conditional Use Permit No. CUP-303-10, Tentative Parcel Map No. PM-2010-1178

12581, 12591, 12681, and 12721 Harbor Boulevard, and
12601 and 12602 Leda Lane

CONDITIONS OF APPROVAL

General Conditions

1. The applicant shall record a "Notice of Agreement with Conditions of Approval and Discretionary Permit of Approval," as prepared by the City Attorney's Office, on the property. Proof of such recordation is required within 30 days of this approval. All conditions of approval are required to be adhered to for the life of the project, regardless of property ownership. Any changes of the conditions of approval require approval by the Planning Commission.
2. Approval of this Conditional Use Permit and Tentative Parcel Map shall be contingent upon the approval of General Plan Amendment No. GPA-1-10(A) and Planned Unit Development No. PUD-126-10 and shall not be construed to mean any waiver of applicable and appropriate zoning and other regulations; and wherein not otherwise specified, all requirements of the City of Garden Grove Municipal Code shall apply, the development standards/requirements in Planned Unit Development No. PUD-126-10, and the Harbor Corridor Specific Plan.
3. Minor modifications may be approved by the Community Development Department. If other than minor changes are made in the proposed development, the proper entitlements shall be filed which reflect the revisions made.
4. All lighting structures shall be placed so as to confine direct rays to the subject property. All exterior lights shall be reviewed and approved by the City's Planning Division. Lighting adjacent to residential properties shall be restricted to low decorative type wall-mounted lights, or a ground lighting system. Lighting shall be provided throughout all private drive aisles and entrances to the development per City standards for street lighting. Lighting in the common areas shall be directed, positioned, or shielded in such manner so as not to unreasonably illuminate the window area of nearby residences.

5. The applicant shall submit detailed plans showing the proposed location of utilities and mechanical equipment to the Community Development Department for review and approval prior to Building Division Plan Check. The project shall also be subject to the following:
 - a. All on-site and off-site utilities (off-site refers to the areas within public right-of-way to the center line of the streets adjacent to the subject property) within the perimeter of the site and to the centerline of the adjacent streets shall be installed or relocated underground.
 - b. Above-ground utility equipment (e.g., electrical, gas, telephone, cable TV) shall not be located in the street setbacks, within the common areas along Harbor Boulevard, or any parking areas and shall be screened to the satisfaction of the Community Development Department.
 - c. No roof-mounted mechanical equipment, including but not limited to dish antennas, shall be permitted unless a method of screening complementary to the architecture of the building is approved by the Community Development Department prior to the issuance of building permits. Said screening shall block visibility of any roof-mounted mechanical equipment from view of public streets and surrounding properties.
 - d. All ground, roof, or wall-mounted mechanical equipment shall be screened from public view from adjacent properties and the public right-of-way and shall also be screened, to the extent feasible, from on-site areas.
 - e. All mitigation measures that are part of the Mitigated Negative Declaration that was adopted for General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178 (the "Mitigated Negative Declaration") are incorporated herein by this reference and shall be implemented as conditions of approval for this project.
 - f. The Mitigation Monitoring Program adopted in conjunction with the Mitigated Negative Declaration shall be implemented during project construction through project completion. The applicant shall provide the City with a quarterly report demonstrating adherence to all mitigation measures. A person shall be designated by the developer and or hotel operator that will be responsible for any hotel or water park operational mitigation measure that extends beyond construction completion. Said person shall provide a report to the City when requested.

CONDITIONAL USE PERMIT CONDITIONS:

6. This approval shall allow for the establishment of a hotel and water park with ancillary uses that include restaurants, game arcade, and meeting rooms with alcoholic beverage sales for on-site consumptions. Due to the operational

aspects of a hotel facility, this approval shall permit the subject water park hotel facility to operate under a Type "47" (On-Sale, General-Eating Place), a Duplicate "47", a Type "66" (Controlled Access Cabinet Permit) and a Type "68" (Portable Bar), or comparable general license(s) as required by the Alcoholic Beverage Control board.

7. The trash enclosure areas shall be maintained, as indicated on the site plan, per City standard. Trash enclosure doors shall be kept closed and secured, except during trash disposal or pickup. Trash pickups and automated parking lot cleaning/sweeping, shall occur between the hours of 8:00 a.m. and 6:00 p.m. Trash pickups shall occur at a minimum of three (3) trash pickups per week.
8. No satellite dish antennas shall be installed on said premises unless and until plans have been submitted to and approved by the Community Development Department, Planning Division, which may require proper screening to hide such appurtenances from public view.
9. The service doors of all buildings shall be kept closed at all times during hours of operation except in case of emergency or to permit deliveries. Panic hardware on doors shall comply with all City Code requirements.
10. The developer/owner shall submit signed letters acknowledging receipt of the decision for General Plan Amendment No. GPA-1-10(A), Planned Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Tract Map No. PM-2010-1178, and their agreement with all conditions of approval.
11. Litter shall be removed daily from the project site including adjacent public sidewalks and all parking areas under the control of the developers/owners. These areas shall be swept or cleaned, either mechanically or manually, on a weekly basis, to control debris.
12. Graffiti shall be removed from the project site and all parking lots under the control of the developer/owner within 120 hours of application/notification.
13. The floor plan of the hotel and water parks shall be reviewed and approved by the Planning Division prior to issuance of permits and release of the Alcoholic Beverage Control Licenses.
14. Any adult merchandise (books, magazines, videos, etc.) shall be kept under the control of the management behind cashiers' counters and shall be segregated and screened from minors.
15. The owner/operator, at his/her expense shall provide a uniformed security guard(s) on the premises during the operation of the establishment, in the event security problems occur, at the request of the Police Department.

16. There shall be no gaming tables or gaming machines as outlined in Garden Grove Municipal Code Section 9.16.020.070, with the exception of the game machines located within the game arcade located within the hotel.
17. There shall be no uses or activities permitted of an adult-oriented nature as outlined in Garden Grove Municipal Code Section 9.16.020.070.
18. A prominent, permanent sign stating "NO LOITERING IS ALLOWED ON OR IN FRONT OF THESE PREMISES" shall be posted in a place that is clearly visible to patrons of the licensee. The size, format, form, placement, and languages of the sign shall be determined by the Department of Alcoholic Beverage Control.
19. Entertainment may be permitted in the establishment. However, at no time shall the establishment allow flyer events/parties, erotic dancers or any other special entertainment activities that are private or open to the public.
20. The operation of the water park hotel facilities shall be subject to the requirements and conditions of approval of Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178, the standards within Planned Unit Development No. PUD-126-10, and the mitigation measures outlined within the Mitigated Negative Declaration adopted for this project. This includes complying with all provisions of Alcoholic Beverage Control Act, subject to Condition No. 6, above. In addition, this provision also governs the meeting rooms, restaurants, and the indoor/outdoor water park area. In regard to specific activities within the meeting rooms and recreation areas, regardless of the type of event conducted, no event or activity shall at any time be or become a nuisance, disturbance or cause complaints for hotel guests or occupants of the surrounding area/properties, or in any way, endanger the public health, safety, or welfare.
21. No alcohol shall be served/consumed outside of any areas of the property that are licensed and approved for alcohol sales.
22. The business, prior to opening, shall show proof to the Police Department that all members of the business staff have completed the LEAD training (Licensee Education on Alcohol and Drugs) through Alcoholic Beverage Control (ABC) or an ABC approved "Responsible Beverage Service (RBS) Training" program.

TENTATIVE PARCEL MAP CONDITIONS:

Public Work's Engineering Division

The following provisions of the Public Works Engineering Division shall be complied with:

23. Prior to the issuance of any building permits, the applicant shall prepare a Parcel Map for the consolidation of the six separate parcels. A field survey shall be required.
24. Ties to horizontal control: Prior to recordation of a Final Map, the surveyor/engineer preparing the map shall tie the boundary of the map into the Horizontal Control System established by the County Surveyor in a manner described in Sections 7-9-330 and 7-9-337 of the Orange County Subdivision Code and Orange County Subdivision Manual, Sub article 18. The surveyor/engineer shall submit record information to the City on Auto Cad DWG format.
25. Digital map submission: Prior to recordation of a Final Map, the surveyor/engineer preparing the map shall submit to the County Surveyor a digital graphics file of said map in a manner described in Sections 7-9-330 and 7-9-337 of the Orange County Subdivision Code and Orange County Subdivision Manual, Sub article 18. The surveyor/engineer shall submit record information to the City on Auto Cad DWG format.
26. A geotechnical study prepared by a registered geotechnical engineer is required. The report shall analyze the liquefaction and contamination potential of the site and make recommendations. The report shall analyze sub-surface issues related to the past uses of the site, including sub-surface tanks, basement and septic facilities. Should contaminants be found, the site will require Environmental Clearance that will usually involve site remediation. The report shall make recommendations for pavement design based on a Traffic Index to be supplied by the City Traffic Engineer. The report shall also contain tests and analysis of soil conditions for LID (Low Impact Development) principles and make recommendations for implementation of such LID principles, including, but not limited to, soil compaction, saturation, permeability and groundwater levels. The recommendations of the geotechnical study, as approved by the City Engineer, shall be implemented.
27. Grading plans prepared by a registered Civil Engineer are required. The grading plan shall be based on a current survey of the site, including adjacent properties, and designed to preclude cross-lot drainage. Minimum grades shall be 0.50% for concrete flow lines, 1.25% for asphalt surfaces and 2.0% for landscaped areas. Grading modifications will be allowed if approved by the City Engineer. The grading plan shall also include demolition, water, sewer and LID improvements.
28. The trash enclosure/facilities shall be located to allow pick-up and maneuvering, including turnarounds, in the area of the enclosure/facilities.
29. Street improvement plans prepared by a registered Civil Engineer are required. Harbor Boulevard shall be designed to the City's proposed Smart Street

Standards, and specifically, the existing raised median on Harbor Boulevard shall be modified per the City Traffic Engineer recommendations stated herein.

30. A separate street permit is required for work performed within the public right-of-way.
31. The cul-de-sac located at the southerly end of Leda Lane shall be maintained.
32. Prior to the issuance of any grading or building permits or prior to recordation upon subdivision of land if determined applicable by the City Building Official, the applicant shall submit to the City for review and approval a Water Quality Management Plan that:
 - a. Addresses Site Design Best Management Practices ("BMPs"), as applicable, such as minimizing impervious areas, maximizing permeability, minimizing directly connected impervious areas, creating reduced or "zero discharge" areas, and conserving natural areas;
 - b. Incorporates the applicable Routine Source Control BMPs as defined in the DAMP and provides a detailed description of their implementation;
 - c. Incorporates Treatment Control BMPs as defined in the DAMP;
 - d. Implements Low Impact Development (LID) BMPs to reduce run-off to the maximum extent practicable;
 - e. Includes an Operations and Maintenance (O&M) Plan that (1) generally describes the long-term operation and maintenance requirements for the Treatment Control BMPs; (2) identifies the entity that will be responsible for long-term operation and maintenance of the Treatment Control BMPs; and (3) describes the mechanism for funding the long-term operation and maintenance of the Treatment Control BMPs.
33. Prior to grading or building permit closeout and/or the issuance of a certificate of use or a certificate of occupancy, the applicant shall:
 - a. Demonstrate that all structural best management practices (BMPs) described in the Project WQMP have been constructed and installed in conformance with approved plans and specifications;
 - b. Demonstrate that applicant is prepared to implement all non-structural BMPs described in the Project WQMP;
 - c. Demonstrate that an adequate number of copies of the approved Project WQMP are available on-site; and,

- d. Demonstrate that the applicant has agreed to and recorded CC&Rs, an agreement, or another legal instrument approved by the City Attorney that shall require the property owner, successors, tenants (if applicable), and assignees to operate and maintain in perpetuity the post-construction BMPs described in the Project WQMP.
34. Prior to issuance of grading permits, the applicant shall submit a copy of the Notice of Intent (NOI) indicating that coverage has been obtained under the National Pollutant Discharge Elimination System (NPDES) State General Permit for Storm Water Discharges Associated with Construction Activity from the State Water Resources Control Board. Evidence that the NOI has been obtained shall be submitted to the Building Official. Projects subject to this requirement shall prepare and implement a Stormwater Pollution Prevention Plan (SWPPP). A copy of the current SWPPP shall be kept at the project site and be available for City review on request. In addition, the applicant shall include notes on the grading plans indicating that the project will be implemented in compliance with the Statewide Permit for General Construction Activities.
35. All required vacations and/or acquisitions shall be completed prior to recordation of the final map.
36. Any new or required block walls and/or retaining walls and trash enclosures shall be shown on the grading plans. Block walls shall be developed to City Standards or designed by a professional registered engineer. In addition, the developer shall provide the following:
 - a. The color and material of all proposed block walls, columns, and wrought iron fencing shall be approved by the Planning Services Division prior to installation.
37. All vehicular access drives to the site shall be provided in locations approved by the City Traffic Engineer.
38. Provide hydrology with scaled map and calculations and hydraulic calculations to size storm drains per the County of Orange standards. Additionally, the project is located in a mapped FEMA flood zone. The project shall either have the lowest floor, including basement, elevated at or above the base flood elevation; or together with attendant utility and sanitary facilities, shall:
 - a. Be flood proofed so that below the base flood level the structure is watertight with walls substantially impermeable to the passage of water;
 - b. Have structural components capable of resisting hydrostatic and hydrodynamic loads and effects of buoyancy;

- c. Be certified by a registered professional engineer or architect that the design and methods of construction are in accordance with accepted standards of practice for meeting provisions of this subsection based on their development and/or review of the structural design, specifications and plans. The City engineer shall approve such certifications.
 - d. Nonresidential structures that are elevated, not flood proofed, shall meet the same standards for space below the lowest floor as described in "a", above.
 - e. Applicants flood proofing nonresidential buildings are hereby notified that flood insurance premiums will be based on rates that are one foot below the flood proofed level (e.g. a building flood proofed to the base flood level will be rated as 1-foot below).
39. Wheelchair ramps shall be provided as required by State and Federal law. The curb radius for drive entrances/approaches shall be 20-foot minimum unless otherwise approved by the City Engineer.
40. Prior to issuance of building permits, all applicable traffic mitigation fees shall be paid in full.
41. Prior to issuance of certificates of use and occupancy, a traffic signal shall be designed and constructed at the intersection of Harbor Boulevard and the Project Entrance in a manner meeting the approval of the City Traffic Engineer.
42. Prior to the issuance of certificates of use and occupancy, raised median improvements shall be designed and constructed on Harbor Boulevard to facilitate ingress and egress at the Project Entrance in a manner meeting the approval of the City Traffic Engineer. Said improvements shall include a 150-foot northbound turn pocket with a 90-foot taper and removal/reconstruction of the median island north of the intersection.
43. The three driveway approaches to the site shall be constructed in accordance with Garden Grove Standard Plan B-120 or B-120a.

Garden Grove Fire Department

The following provisions of the Garden Grove Fire Department and the California Fire Code shall be met:

44. Buildings shall be required to meet High-Rise Standards that include, but are not limited to, the following:
- a. Including Fire Control Room.

- b. Diesel powered fire pump.
 - c. Installation of water pump as a secondary water source.
 - d. Fire Department standpipes shall be in vestibules and not stairwells.
 - e. Fire Department connection will be within 40-feet of a City hydrant.
 - f. Knox-Box key systems shall be installed at the Fire Control Room and emergency gates and where deemed necessary.
45. All buildings shall be required to meet all adopted local changes to the California Building Code (CBC) and California Fire Code (CFC) in Title 18 of the Garden Grove Municipal Code.
46. Not later than Applicant's submittal of project construction plans to the City for plan check, Applicant shall submit to City: (1) documentation, satisfactory to the Fire Chief, providing for public safety emergency vehicle access to the rear of the property; or (2) such other alternative plans for public safety emergency vehicle access to the project site as may be acceptable to the Fire Chief.
47. All vehicle access shall meet the standards provided for in the CFC for widths, turning radius, and hammerhead turnarounds. The fire access area shall be paved. Any fencing that crosses the subject fire emergency access shall be provided with a Knox box. An emergency access plan shall be submitted to the Fire Department for review and approval prior to installation of the fire access.
48. A Bi-Directional Amplifier (BDA) system for emergency radios shall be installed for use in all areas.
49. Water supply and hydrants shall be installed before the start of construction.
50. All interior decorations shall meet the State Fire Marshal flame retardant test.
51. The development shall meet the City's hazardous materials disclosure plan for any storage or use of hazardous materials.
52. The development is subject to a third party inspector, at the owner's expense to certify the alarm systems, sprinkler systems, and smoke removal systems.
53. All plans submitted are subject to review and corrections, as needed per CBC and CFC conditions.
54. Fire hydrants shall be provided on-site. The fire hydrants shall be on a loop system approved by the Fire Department and on their own water line. The fire hydrants shall be within 40-feet of the Fire Department Connection (FDC). All sprinklers shall be on their own dedicated lines. The fire hydrants shall be

installed and fully operational prior to any combustible material being delivered to the site. Prior to and during construction, a temporary roadway shall be constructed and maintained to the satisfaction of the Fire Department for access to each of these fire hydrants. The Fire lanes serving the site shall be constructed to support the weight load of Fire truck(s) per Fire Department requirements.

55. All Fire related aspects of the proposed project shall comply with California Fire Codes and the California Building Codes (2010 Edition).
56. An all-weather fire access road shall be in place before combustible materials are placed on-site. Required water supply for fire protection shall be in place before building with combustible materials commences.
57. All buildings shall be sprinklered according to NFPA 13 standards and shall have fire alarms according to NFPA 72 under the current year adopted by the Garden Grove Fire Department.
58. All Fire Department connections shall have a 3-foot clearance and shall be clear of all obstructions and vegetation.

Building Services Division

59. The buildings shall be designed to comply with all provisions of the California Building Codes and City adopted amendments.

Public Works Water Services Division

The following provisions of the Garden Grove Public Work's Water Services Division shall be met:

60. The existing 12-inch water main is presently located in the existing Harbor frontage road. In the proposed hotel improvements the existing water main will be under the proposed planter/sidewalk area. The existing 12-inch water main shall be relocated and resized to a 16-inch PVC water main. The new 16-inch water main is to be placed in Harbor Boulevard, east of/and parallel to the existing 12-inch main, and a minimum of 10-feet west of the existing 18-inch sewer main in Harbor Boulevard. The existing 8-inch A. C. water main shall be abandoned.
61. New Water service installations 2-inch and smaller shall be installed per City Standards. Installation shall be scheduled upon payment of applicable fees, unless otherwise noted. Fire services and larger water services 3-inch and larger shall be installed per City Standards.
62. Water meters shall be located within the City right-of-way or within dedicated waterline easement. Fire services and large water services 3-inch and larger

shall be installed by contractor with a Class A or C-34 license per City water standards and inspected and approved by a Public Works inspection.

63. A Reduced Pressure Principle Device (RPPD) backflow prevention device shall be installed for meter protection. The landscape system shall also have a RPPD device. Any carbonation dispensing equipment shall have a RPPD device. Installation shall be per City Standards and shall be tested by a certified backflow device tester immediately after installation. A Cross connection inspector shall be notified for inspection after the installation is completed. Owner shall have the RPPD device tested once a year thereafter by a certified backflow device tester and the test results shall be submitted to the City's Public Works Water Services Division. Property owner must open a water account upon installation of RPPD device.
64. Any existing private water well(s) shall be abandoned per Orange County Health Department requirements. Abandonment(s) shall be inspected by an Orange County Health Department inspector after permits have been obtained.
65. A composite utility site plan shall be part of the water plan approval.
66. Water system improvements within private streets shall be constructed per City Standards by developer and dedicated to the City. Bonding will be required.
67. Owner shall dedicate all rights to underground water, without the right to surface entry, to the City.
68. Any new or existing water valve located, or to be located, within a new concrete driveway or sidewalk shall be reconstructed per City Standard B-753.
69. City shall determine if existing water service(s) is/are usable and meet(s) current City Standards. Any existing meter and service located within a new driveway(s) shall be relocated.
70. No permanent structures, trees or deep-rooted plants shall be placed over sewer main, water main, or the fire service main.
71. Location and number of fire hydrants shall be as required by the Water Services Division and the Fire Department.
72. If required, fire service shall have an above ground backflow device with a double check valve assembly. The fire service line shall be looped. The device shall be tested immediately after installation and once a year thereafter by a certified backflow device tester and the results to be submitted to Public Works Water Services Division. The device shall be on private property and is the responsibility of the property owner. The above ground assembly shall be screened from public view as required by the Planning Division.

73. A properly sized grease interceptor shall be installed on the sewer lateral and maintained by the property owner. There shall be a separate sanitary waste line that will connect to the sewer lateral downstream of the grease interceptor. All other waste lines shall be drained through the grease interceptor. The grease interceptor shall be located outside of the building and shall be accessible for routine maintenance. Owner shall maintain comprehensive grease interceptor maintenance records and shall make them available to the City of Garden Grove upon demand.
74. Food grinders (garbage disposal devices) are prohibited per Ordinance 6 of the Garden Grove Sanitary District Code of Regulations.
75. Owner shall install new sewer lateral with clean out at right-of-way line. Lateral in public right-of-way shall be 6-inch minimum diameter, extra strength VCP with wedgelock joints.
76. Contractor shall abandon any existing unused sewer lateral(s) at street right-of-way on the property owner's side. The sewer pipe shall be capped with an expansion sewer plug and encased in concrete.

Planning Services Division

77. All landscaping shall be consistent with the landscape requirements within the development standards in Planned Unit Development No. PUD-126-10. The developer shall submit a complete landscape plan governing the entire development. The landscape irrigation plans shall include type, size, location and quantity of all plant material. The landscape plan shall include irrigation plans and staking and planting specifications. All landscape irrigation shall comply with the City's Landscape Ordinance and associated Water Efficiency Guidelines. The landscape plan is also subject to the following:
 - a. A complete, permanent, automatic remote control irrigation system shall be provided for all landscaping areas shown on the plan. The sprinklers shall be low flow/precipitation sprinkler heads for water conservation.
 - b. The plan shall provide a mixture of a minimum of ten percent (10%) of the trees at 48-inch box, ten percent (10%) of the trees at 36-inch box, fifteen percent (15%) of the trees at 24-inch box and sixty percent (60%) of the trees at 15-gallon. The remaining five percent (5%) may be of any size. These trees shall be incorporated into the landscaped frontages of all streets. Where clinging vines are considered for covering walls, drought tolerant vines shall be used.
 - c. Trees planted within 10-feet of any public right-of-way shall be planted in a root barrier shield. All landscaping along street frontages adjacent to driveways shall be of the low height variety to ensure safe sight clearance.

- d. Landscaping along Harbor Boulevard, including within the public right-of-way shall include two rows of Date Palm Trees (minimum brown trunk height of 25-feet), canopy trees (minimum 24-inch box), shrubs, and ground covers. Landscape materials shall match the landscape materials used within the project located at the southwest corner of Harbor Boulevard and Chapman Avenue.
 - e. All landscape areas, including the areas located within the public right-of-way along Harbor Boulevard that abuts the subject property, are the responsibility of the developer/operator of the water park hotel.
 - f. The landscape plan shall incorporate and maintain for the life of the project those means and methods to address water run-off also identified as Low Impact Development provisions, which address water run-off. This is also to be inclusive of any applicable Water Quality Management Plan (WQMP), the Orange County Drainage Area Management Plan (DAMP), and/or other water conservation measures applicable to this type of development.
78. Hours and days of construction and grading shall be as follows as set forth in the City of Garden Grove's Municipal Code Section 8.47.010 referred to as the County Noise Ordinance as adopted:
- a. Monday through Saturday - not before 7 a.m. and not after 8 p.m. (of the same day).
 - b. Sunday and Federal Holidays - may work same hours but subject to noise restrictions as established in section 8.47.010 of the Municipal Code.
79. The approvals are subject to a Development Agreement with the City of Garden Grove. This includes the payment of a Development Payment in accordance with the Ordinance approving Development Agreement No. DA-183-10.
80. After the installation of the Tornado waterslide lighting, but prior to final issuance of building permits for the project, the light output of the light show shall be adjusted to a level that is satisfactory to the City, that will minimize light spillage, and that will not produce light above what is allowed by Code.
81. The developer/owner shall prepare Covenants, Conditions, and Restrictions, or another appropriate recordable document or agreement acceptable to the City that runs with the land and binds future owners (collectively, "CC&Rs") for review and approval by the City Attorney's office and Community Development Department prior to the issuance of building permits. The approved CC&Rs shall be recorded at the same time that the subdivision map is recorded and two copies of the recorded CC&Rs shall be provided to the Planning Division. The CC&Rs shall include the following:

- a. Provisions for common maintenance of all landscape areas, including landscaping and landscape lighting within the public right-of-way, driveways, and parking areas.
- b. Provisions for reciprocal access and parking between properties. Parking provisions shall also include provisions for future Valet Parking.
- c. Best Management Practices shall be incorporated to detour and/or abate any graffiti vandalism throughout the project and the life of the project.
- d. The CC&Rs shall provide provisions for the tenant/property owner(s) a means of contacting persons responsible for site maintenance, repairs, trash pick-up, and other related matters for a development of this type. This also includes ensuring tree overhangs do not block or hinder any vehicles such street sweepers, trash trucks, fire trucks, etc. from maneuvering on the streets within the project.
- e. The preceding provisions shall not be modified without the approval of the City of Garden Grove. The CC&Rs shall contain a provision that indicates that the CC&Rs may not be terminated or substantially amended without the consent of the City.
- f. The CC&Rs shall include provisions identifying a property owner's association or other entity responsible for ongoing implementation and funding of the Operations and Maintenance (O&M) Plan associated with the WQMP for the Project and compliance with the City's Stormwater Quality Ordinance (Garden Grove Municipal Code Title 6, Chapter 40) and other applicable National Pollutant Discharge Elimination System (NPDES) regulations.
- g. The following provisions shall be included within the CC&Rs:
 - i. Enforcement: The City is hereby made a party to these Declarations solely for purposes of enforcing its provisions and the Conditions of Approval of General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178. The City, its agents, departments and employees shall have the unrestricted right and authority, but not the obligation, to enforce the provisions of these Declarations and the Conditions of Approval of General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178. The City, its agents, departments and employees may further refuse to issue any building, electrical or plumbing permit that may be in violation of these Declarations or General Plan Amendment No. GPA-1-10(A), Planned Unit Development

No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178 approvals. However, the City shall not be liable for failing or refusing to enforce the provisions of these Declarations or the Conditions of Approval of General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178.

- ii. Assessments: The City may levy special assessments against the properties in connection with its actions to enforce the conditions of these Declarations or General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178 approvals, or to abate the violation thereof. The City shall have the same power as the Association [*or other appropriate entity*] to levy special assessments pursuant to the provisions of [SECTION] of these Declarations in the event that it incurs expenses in the enforcement of the conditions of these Declarations or General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178 approvals. Notice of intention to make such assessment shall be mailed by the City to the Owner of each affected [LOT/UNIT] affording the Owner thirty (30) days' notice to satisfy or reimburse the City's expenditure. In the event of the failure of any Owner of any affected [LOT/UNIT] to reimburse the City within thirty (30) days, notice of such assessment shall be mailed by the City to said Owner, and said assessment shall thereafter be due as a separate debt to the City within thirty (30) days following the mailing of such notice. Any such delinquent assessment may be and may become a lien upon the interest of the defaulting Owner in the Lot upon the execution by the City and the recording in the Orange County Recorder's office of a notice of delinquent assessment under the same conditions that the Association could record the same pursuant to the provisions of [SECTION]. The City may foreclose on such notice of delinquent assessment in the same manner and with the same power as the Association could foreclose on such notice pursuant to the provisions of [SECTION]. It is the intent of Declarant, which intent shall be binding upon all of Declarant's successors in interest in the Properties, that the City shall be deemed an interest holder pursuant to the provisions of these Declarations in order to enforce the rights which have been given to the City generally in these Declarations and specifically pursuant to this Section.
- iii. Attorneys' Fees: The City shall be entitled to recover its attorneys' fees incurred in connection with its actions to enforce the conditions of these Declarations or General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit

No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178 approvals, or to abate the violation thereof.

- iv. Public Safety Access: The Police and Fire Department personnel may enter upon any part of the common area and/or portion of the property generally held open to the public for the purpose of enforcing State and Local laws.
82. The developer shall comply with all provisions of the Community Development Department including, but not limited to, the following:
- a. The facades of the hotel, water park, and future free-standing restaurant structures shall be designed with sound attenuation features including the use of dual pane windows and limiting, when possible, the use of windows and vents. These features shall be approved by the Community Development Department prior to the issuance of building permits.
 - b. Prior to the finalization of working drawings for Planning Division, Engineering Division, and Building Division Plan Check, the developer shall submit to the Community Development Department detailed and dimensioned plot plans, floor plans, exterior elevations, and landscape plans which reflect the above conditions of approval. The plans shall indicate cross sections of all streets within the development, landscape materials, wall materials, and building materials proposed for the project. Each unit shall have phone jacks and cable-TV outlets in all hotel rooms. Mechanical equipment, including air conditioning units, pool equipment, sump pump, etc., shall not be located closer than 5-feet of any side or rear property line and shall not be located in the front landscape setback. Air conditioning units and all other mechanical shall be completely screened from public view from the street and/or common open space area.
 - c. Should the developer elect to build the project in more than one phase, then a phasing plan shall be submitted to the Community Development Department prior to issuance of building permits. The phasing plan shall include, but not limited to, a site plan showing the phasing areas, protection of finished units, and protection for related safety issues concerning pedestrians and non-construction vehicles. The perimeter improvements including landscaping, walls, street improvements, and underground utilities shall be completed in the first phase. The phasing plan shall be approved by the Community Development, Fire, and Public Works Departments prior to issuance of building permits.
83. Any new or required block walls and/or retaining wall(s) shall be shown on the grading plans. Block walls shall be developed to City Standards or designed by a Registered Engineer and shall be measured from on-site finished grade. The applicant shall provide the following:

- a. Decorative masonry walls are required along the entire northerly, southerly, and westerly property lines and shall be constructed to a maximum height of 8-feet, as measured from highest point of finished grade on the project's side. A higher wall may be constructed if needed for additional sound attenuation. These walls shall use slumpstone or split-face block with decorative caps, subject to Community Development Department's approval.
 - b. The applicant shall work with the existing property owner(s) along the northerly, southerly, and westerly property lines in designing and constructing the required block wall. This requirement is to avoid having double walls and minimize any impact that it might cause to the existing landscaping on the neighbor's side as much as possible. The perimeter block wall shall be constructed and situated entirely within the subject property. In the event that the applicant cannot obtain approval from the property owners, the applicant shall construct the new wall with a decorative cap to be placed between the new and existing walls. In the event the location of a new wall adjacent to an existing wall or fence has the potential to affect the landscape planter, then the Developer shall work with City Staff to address this situation.
84. Construction activities shall adhere to SCAQMD Rule 403 (Fugitive Dust) that includes dust minimization measures, the use of electricity from power poles rather than diesel or gasoline powered generators, and the use methanol, natural gas, propane or butane vehicles instead of gasoline or diesel powered equipment, where feasible. Also, the use of solar or low-emission water heaters, low-sodium parking lot lights, and compliance with Title 24 of the Building Code are required.
 85. Building color and material samples shall be submitted to the Planning Division for review and approval prior to issuance of building permits. The buildings shall have decorative features that include multi-toned stuccoed exterior; siding or equal material; building pop-outs; varied roof lines; decorative lighting; windows on the water park building, facing Harbor Boulevard; and a decorative porte-cochere. The parking structures shall be designed to be architecturally compatible with on-site buildings, utilizing similar design features, details and materials. All sides of a parking structure that are in view from adjacent properties and public-rights-of-way shall be architecturally enhanced. Parking structures shall be well illuminated, including having the interior of the parking garage painted a light color, and designed to meet City parking standards for aisle width, stall sizes, and height clearances.
 86. The driveways from Harbor Boulevard Street shall have enhanced concrete treatment. All details of the decorative entry shall be submitted on the required landscape plans for review and approval of the Community Development Department.

87. Prior to obtaining any building permits, if any structure or portion thereof, is to be removed, demolished, or relocated on the subject site, a written report shall be provided verifying whether any hazardous materials exist (e.g., asbestos, lead based paint, termites or other) or do not exist to the City Building Division and the report shall declare how such hazardous material will be properly removed and properly discarded. This includes, but is not limited to, obtaining permits from Air Quality Management District, Environmental Protection Agency and any other affected Agency by such action, which can include tenting for termites or rodents/vermin, and/or any other action to remedy the situation of hazardous type materials, termites or pests. All of which is to be done to the satisfaction of affected agencies.
88. If suspected hazardous materials are discovered, the appropriate agencies will be notified immediately. Upon notification and coordination with the appropriate agencies, suspected hazardous materials will be sampled and submitted for analytical testing to a State-certified laboratory. Should such testing confirm the hazardous nature of excavated materials, they will be disposed of in accordance with State and Federal hazardous waste laws.
89. In the event any legal action or proceeding is filed against the City of Garden Grove and/or applicant or its successors or assigns, seeking to attack, set aside, void or annul any approval or condition of approval of the City of Garden Grove concerning the Project, including, but not limited to, the Mitigated Negative Declaration, Conditional Use Permit No. CUP-303-10, Tentative Parcel Map No. PM-2010-1178, General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, or Development Agreement No. DA-183-10, the applicant or its successors and assigns shall have the right and obligation to either: (1) defend (with legal counsel mutually selected by the applicant and the office of the City Attorney), indemnify, and hold harmless the City, its officers, agents, and employees from and against any such legal action or proceeding; or (2) request that the City rescind the entitlement approvals, in which case the applicant would have no obligation to defend or indemnify the City; however, the applicant shall reimburse the City for any costs incurred or assessed against the City as a result of the filing of such legal action or proceeding, provided the City acts promptly to rescind the entitlements.

EXHIBIT B Termination

1. Annual Review. The Annual Review shall be conducted in accordance with Paragraph 13 of the Development Agreement.

2. Pre-Determination Procedure. DEVELOPER's submission of compliance with this Agreement, in a form which the Director of Community Development Department may reasonably establish, shall be made in writing and transmitted to the Director of Community Development Department not later than ninety (90) days prior to the yearly anniversary of the Effective Date.

3. Director's Determination. On or before the yearly anniversary of the Effective Date of the Agreement, the Director of Community Development Department shall make a determination regarding whether or not DEVELOPER has complied in good faith with the provisions and conditions of this Agreement. The Director of Community Development Department may, at his/her discretion or at the request of the DEVELOPER host a public information meeting regarding compliance with this Agreement. The determination of compliance shall be made in writing with reasonable specificity, and a copy of the determination shall be provided to DEVELOPER in the manner prescribed in Section 18 of the Development Agreement.

4. Period To Cure Non-Compliance. If, as a result of this Annual Review procedure, it is found and determined by the Community Development Department Director, that DEVELOPER has not complied in good faith with the provisions and conditions of this Agreement, the City, shall submit to DEVELOPER, by registered or certified mail, return receipt requested, a written notice of non-compliance stating with specificity those obligations of DEVELOPER which have not been performed. Upon receipt of the notice of non-compliance, DEVELOPER shall promptly commence to cure the identified items of non-compliance at the earliest reasonable time after receipt of the notice of non-compliance and shall complete the cure of such items of non-compliance not later than forty-five (45) days after receipt of the notice of non-compliance, or such longer period as is reasonably necessary to remedy such items of non-compliance, provided that DEVELOPER shall continuously and diligently pursue such remedy at all times until such item of non-compliance is cured.

5. Failure To Cure Non-Compliance Procedure. If the Director of Community Development Department finds and determines that DEVELOPER, or its successors, transferees, and/or assignees, as the case may be, has not cured or timely commenced to and pursued the cure of an item of non-compliance pursuant to this Section, and that the City intends to terminate or modify this Agreement, the Director of Community Development Department shall then set a date for a public hearing before the Planning Commission for a recommendation to the City Council and, thereafter for consideration by the City Council in accordance with the notice and hearing requirements of Government Code Sections 65867 and 65868.

6. Termination Or Modification Of Agreement. The City may terminate or modify this Agreement, or those transferred or assigned rights and obligations, as the case may be, after a finding or determination of noncompliance by the City Council. There shall be no modifications of this Agreement unless the City Council acts pursuant to Government Code Sections 65867.5 and 65868, irrespective of whether an appeal is taken as provided above.

RESOLUTION NO. 9029-11

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GARDEN GROVE
APPROVING GENERAL PLAN AMENDMENT NO. GPA-1-10(A)

WHEREAS, the City of Garden Grove has received an application from Garden Grove MXD, Inc., for General Plan Amendment No. GPA-1-10(A), for the establishment of a water park themed hotel resort with ancillary restaurant, retail, and meeting space uses to be developed on approximately 12.1 acres in an urbanized area in the city of Garden Grove located on the west side of Harbor Boulevard, north of Garden Grove Boulevard and south of Lampson Avenue, with addresses: 12581, 12591, 12681, and 12721 Harbor Boulevard, and 12602 and 12601 Leda Lane (Assessor Parcel Numbers: 231-441-27, 29, 39, & 40; 231-431-02 & 03)(collectively, the Project);

WHEREAS, the application requests an amendment of the General Plan Land Use designation of two properties from Low Density Residential to International West Mixed Use along with a request to rezone an 12.1-acre site that is comprised of six (6) properties from R-1-7 (Single-Family Residential) and Planned Unit Development No. PUD-121-98 to Planned Unit Development No. PUD-126-10;

WHEREAS, the proposed Project includes an approximately 605 room hotel, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail space located within the facility, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, a 5-level parking structure, and an approximately 14,850 square foot restaurant pad;

WHEREAS, a Conditional Use Permit to allow for the sale of alcoholic beverages in the hotel and hotel restaurants, a Tentative Parcel Map to reconfigure the existing six properties into three separate properties, and a Development Agreement were also requested in the application;

WHEREAS, the Planning Commission, at a duly noticed Public Hearing held on December 16, 2010, recommended City Council approval of General Plan Amendment No. GPA-1-10(A) pursuant to Resolution No. 5719;

WHEREAS, a duly noticed Public Hearing was held by the City Council on January 25, 2011, and all interested persons were given an opportunity to be heard;

WHEREAS, the City Council gave due and careful consideration to the matter during its meeting of January 25, 2011; and

WHEREAS, the City Council approved Resolution No. 9028-11 during its meeting on January 25, 2011, adopting a Mitigated Negative Declaration and Mitigation Monitoring Program for the Project pursuant to the California Environmental Quality Act, California Public Resources Section 21000 et seq.

(CEQA) and CEQA's implementing guidelines, California Code of Regulations, Title 14, Sections 15000 et seq.

NOW, THEREFORE, the City Council of the City of Garden Grove does resolve, find, and determine as follows:

1. City Council Resolution No. 9028-11 adopting a Mitigated Negative Declaration and Mitigation Monitoring Program for the Project is incorporated by reference as if set forth fully herein.
2. The City Council hereby finds and determines, as follows:
 - A. The General Plan Amendment is internally consistent with the goals and objectives of all elements of the City's adopted General Plan. The proposed water park hotel facility is compatible with the other existing and planned land uses in the area. The International West Mixed Use land use designation promotes the development of hotels, resorts, amusement facilities, and restaurants along Harbor Boulevard.
 - B. The General Plan Amendment will promote the public interest, health, safety, and welfare by maintaining a General Plan Land Use designation and zoning, which are consistent with the proposed use of the site and with the improvements in the area.
 - C. The parcels for which an amendment of the General Plan land use map is sought are physically suitable for the proposed land use designation of International West Mixed Use, as they are adjacent to similarly designated parcels and will be incorporated into the larger water park hotel facility project. In addition, the proposed use in conjunction with the Project will be compatible with surrounding land uses and consistent with the proposed General Plan Land Use designation and zoning, which are intended to foster development of hotels, resorts, amusement facilities, and restaurants along Harbor Boulevard. Potential impacts to adjacent residential uses will be adequately mitigated in conjunction with the Project.
3. The facts and reasons stated in Planning Commission Resolution No. 5719 recommending approval of GPA-1-10(A), a copy of which is on file in the Office of the City Clerk, is incorporated herein by reference with the same force and effect as if set forth in full herein.
4. General Plan Amendment No. GPA-1-10(A) is hereby approved.
5. The property shown on the attached map is changed from Low Density Residential to International West Mixed Use. The General Plan map is amended accordingly.

Adopted this 25th day of January 2011.

ATTEST:

/s/ WILLIAM J. DALTON
MAYOR

/s/ KATHLEEN BAILOR, CMC
CITY CLERK

STATE OF CALIFORNIA)
COUNTY OF ORANGE) SS:
CITY OF GARDEN GROVE)

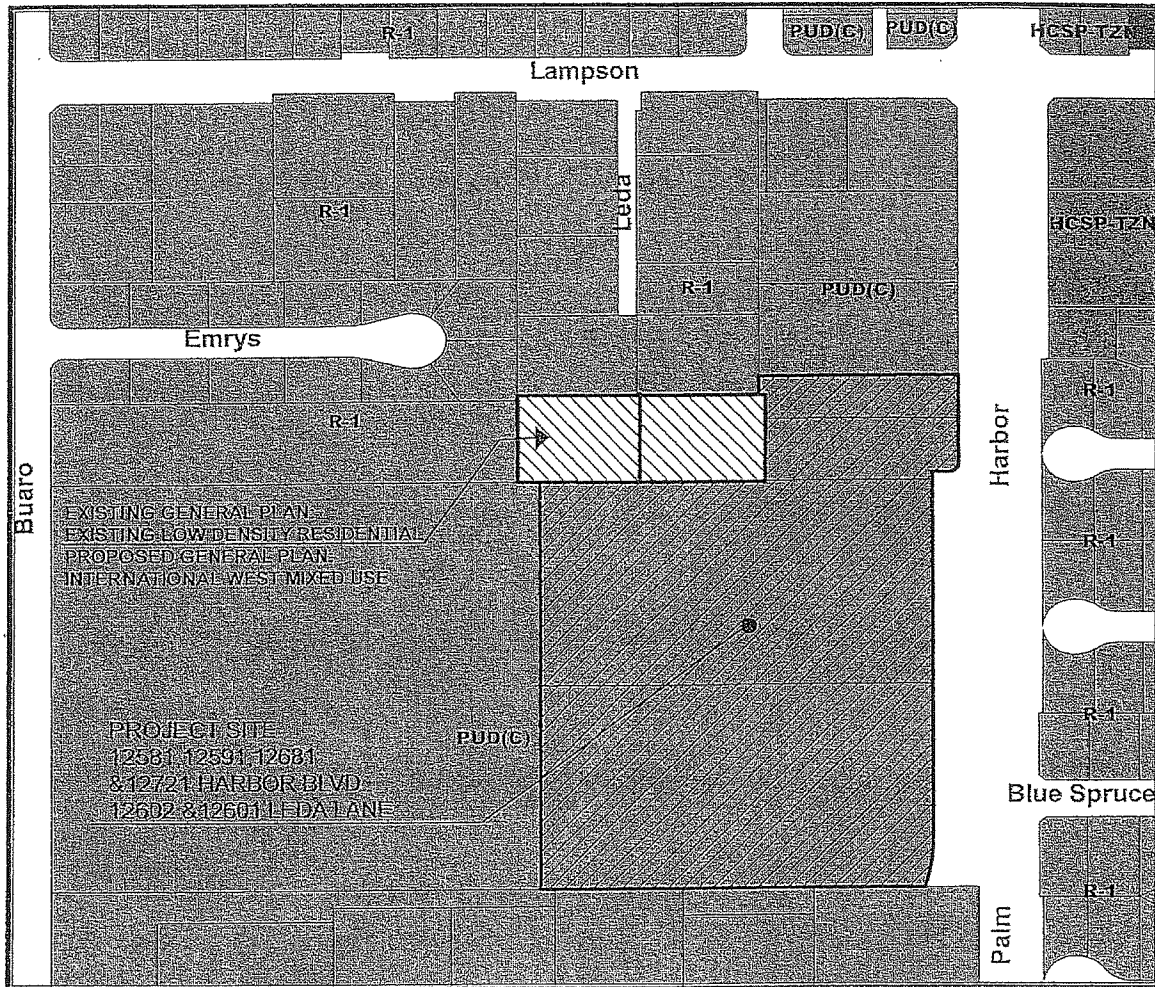
I, KATHLEEN BAILOR, City Clerk of the City of Garden Grove, do hereby certify that the foregoing Resolution was duly adopted by the City Council of the City of Garden Grove, California, at a meeting held on the 25th day of January 2011, by the following vote:

AYES: COUNCIL MEMBERS: (5) BROADWATER, DO, JONES, NGUYEN, DALTON
NOES: COUNCIL MEMBERS: (0) NONE
ABSENT: COUNCIL MEMBERS: (0) NONE



/s/ KATHLEEN BAILOR, CMC
CITY CLERK



GENERAL PLAN AMENDMENT NO. GPA-1-10



LEGEND

-  PROJECT SITE
-  AREA DESIGNATED FOR GENERAL PLAN AMENDMENT



NOTES

SITE ADDRESS: 12581, 12591, 12681 & 12721 HARBOR BLVD.
 12602 & 12601 LEDA LANE

CITY OF GARDEN GROVE
 COMMUNITY DEVELOPMENT DEPARTMENT
 PLANNING DIVISION
 GIS SYSTEM
 SEPTEMBER 2010

ORDINANCE NO. 2789

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF GARDEN GROVE APPROVING PLANNED UNIT DEVELOPMENT NO. PUD-126-10, ENACTING A NEW PLANNED UNIT DEVELOPMENT AND ZONING REGULATIONS FOR PROPERTY CURRENTLY ZONED PLANNED UNIT DEVELOPMENT NO. PUD-121-98 AND R-1-7 (SINGLE-FAMILY RESIDENTIAL)

City Attorney Summary

This ordinance establishes planned unit development and zoning regulations for the site of the water park hotel resort proposed to be located generally on the west side of Harbor Boulevard between Lampson Avenue and Garden Grove Boulevard in the City of Garden Grove. The development and zoning regulations will authorize the establishment of a water park themed hotel resort with ancillary restaurant, retail and meeting space on the approximately 12.2 acre site.

WHEREAS, the City of Garden Grove has received an application from Garden Grove MXD, Inc., for Planned Unit Development No. PUD-126-10, enacting a new Planned Unit Development and Zoning Regulations for property currently zoned Planned Unit Development No. PUD-121-98 and R-1-7 (Single Family Residential), for the establishment of a water park themed hotel resort with ancillary restaurant, retail, and meeting space uses to be developed on approximately 12.1 acres in an urbanized area in the city of Garden Grove located on the west side of Harbor Boulevard, north of Garden Grove Boulevard and south of Lampson Avenue, with addresses: 12581, 12591, 12681, and 12721 Harbor Boulevard, 12602 and 12601 Leda Lane (Assessor Parcel Numbers: 231-441-27, 29, 39, and 40; 231-431-02 and 03)(collectively, the Project);

WHEREAS, the Planning Commission, at a duly noticed Public Hearing held on December 16, 2010, recommended approval of Planned Unit Development No. PUD-126-10;

WHEREAS, a duly noticed Public Hearing was held by the City Council on January 25, 2011, and all interested persons were given an opportunity to be heard;

WHEREAS, the City Council gave due and careful consideration to the matter during its meeting of January 25, 2011;

WHEREAS, the change from Planned Unit Development No. PUD-121-98 and R-1-7 to Planned Unit Development No. PUD-126-10 is consistent with the objectives policies, general land uses, and programs specified in the General Plan which collectively promote the development of hotels, resorts, amusement facilities, and restaurants along Harbor Boulevard within the International West Mixed Use area;

WHEREAS, the change from Planned Unit Development No. PUD-121-98 and R-1-7 to Planned Unit Development No. PUD-126-10 will insure a degree of compatibility with surrounding properties and uses by permitting development

consistent with the existing land uses within the International West area including hotels, restaurants, retail, and office uses; and

WHEREAS, the City Council approved Resolution No. 9028-11 during its meeting on January 25, 2011, adopting a Mitigated Negative Declaration and Mitigation Monitoring Program for the Project pursuant to the California Environmental Quality Act, California Public Resources Section 21000 et seq. (CEQA) and CEQA's implementing guidelines, California Code of Regulations, Title 14, Sections 15000 et seq.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF GARDEN GROVE, CALIFORNIA, HEREBY ORDAINS AS FOLLOWS:

Section 1. Recitals. The City Council finds that the above recitations are true and correct.

Section 2. Environmental Review. City Council Resolution No. 9028-11 adopting a Mitigated Negative Declaration and Mitigation Monitoring Program for the Project is incorporated herein by reference with the same force and effect as if set forth in full.

Section 3. Approval. Planned Unit Development No. PUD-126-10 is hereby approved, pursuant to the facts and reasons stated in Planning Commission Resolution No. 5719, a copy of which is attached to this Ordinance and incorporated herein by reference with the same force and effect as if set forth in full.

Section 4. Rezoning. The property shown on the map attached hereto is rezoned to the Planned Unit Development No. PUD-126-10 zone as shown thereon. Zone Map part R-11 is amended accordingly.

Section 5. Severability. If any section, subsection, subdivision, sentence, clause, phrase, word 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 hereby declares that it would have adopted this Ordinance and each other section, subsection, subdivision, sentence, clause, phrase, word or portion thereof, irrespective of the fact that any one or more sections, subsections, subdivisions, sentences, clauses, phrases, words or portions thereof be declared invalid or unconstitutional.

Section 6. Effective Date. The Mayor shall sign and the City Clerk shall certify to the passage and adoption of this Ordinance and shall cause the same, or the summary thereof, to be published and posted pursuant to the provisions of law and this Ordinance shall take effect thirty (30) days after adoption.

The foregoing Ordinance was passed by the City Council of the City of Garden Grove on the ____ day of _____.

ATTEST:

MAYOR

CITY CLERK

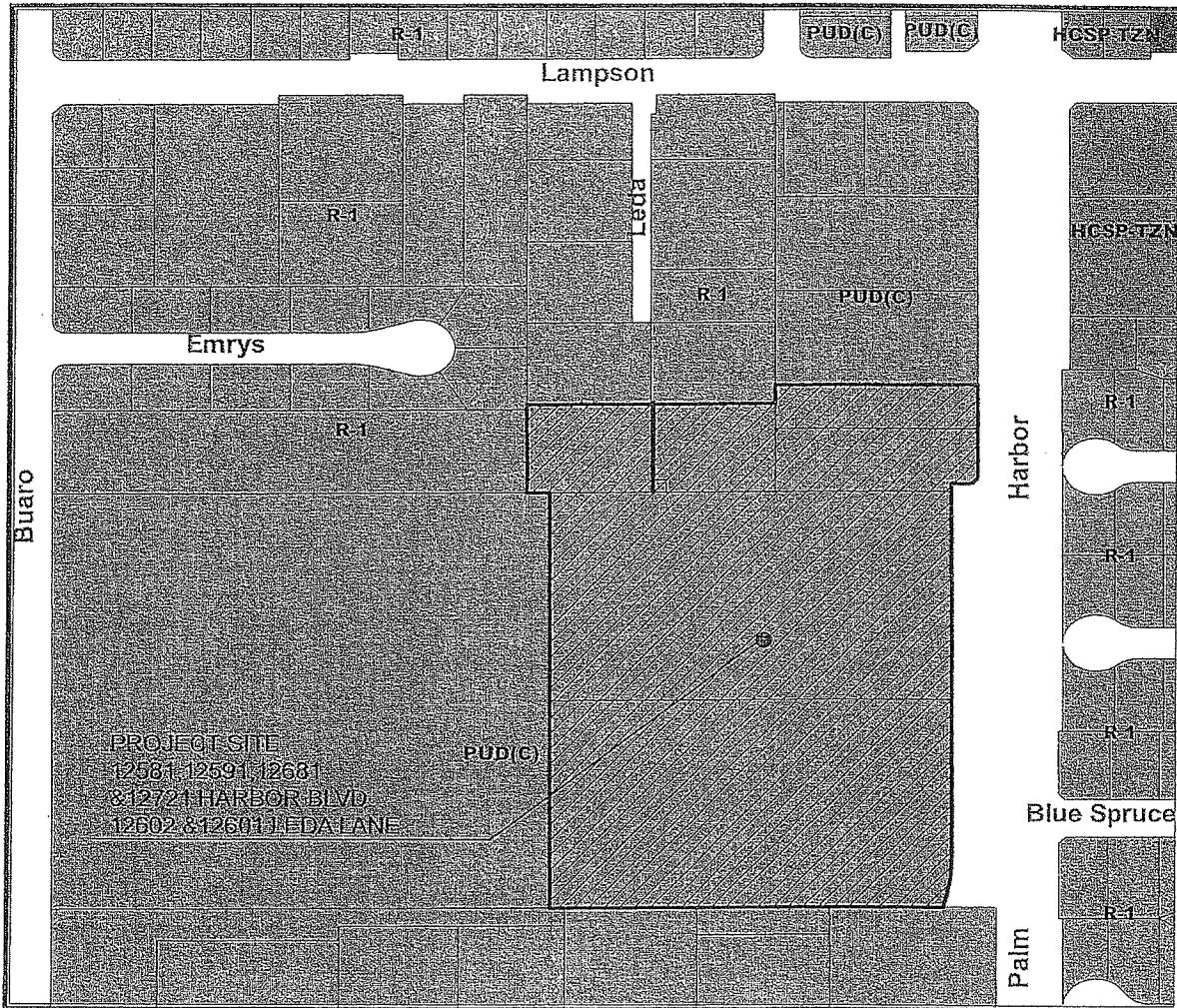
STATE OF CALIFORNIA)
COUNTY OF ORANGE) SS:
CITY OF GARDEN GROVE)

I, KATHLEEN BAILOR, City Clerk of the City of Garden Grove, do hereby certify that the foregoing Ordinance was introduced and presented on January 25, 2011, with a vote as follows:


AYES: COUNCIL MEMBERS: (5) BROADWATER, DO, JONES, NGUYEN, DALTON
NOES: COUNCIL MEMBERS: (0) NONE
ABSENT: COUNCIL MEMBERS: (0) NONE



PLANNED UNIT DEVELOPMENT NO. PUD-126-10



LEGEND

 PROJECT SITE

NOTES

SITE ADDRESS: 12581, 12591, 12681 & 12721 HARBOR BLVD.
 12602 & 12601 LEDA LANE
 REZONE: FROM PUD-121-98 & R-1 (SINGLE FAMILY
 RESIDENTIAL) TO PUD-126-10 (INTERNATIONAL
 WEST MIXED USED & LOW DENSITY RESIDENTIAL)



CITY OF GARDEN GROVE
 COMMUNITY DEVELOPMENT DEPARTMENT
 PLANNING DIVISION
 GIS SYSTEM
 SEPTEMBER 2010

RESOLUTION NO. 5719

A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF GARDEN GROVE RECOMMENDING THAT THE CITY COUNCIL ADOPT A MITIGATED NEGATIVE DECLARATION AND MITIGATION MONITORING PROGRAM; APPROVE GENERAL PLAN AMENDMENT NO. GPA-1-10(A), CHANGING THE LAND USE MAP DESIGNATION FOR TWO PROPERTIES FROM LOW DENSITY RESIDENTIAL TO INTERNATIONAL WEST MIXED USE; APPROVE PLANNED UNIT DEVELOPMENT NO. PUD-126-10, ENACTING A NEW PLANNED UNIT DEVELOPMENT AND ZONING REGULATIONS FOR PROPERTY CURRENTLY ZONED PLANNED UNIT DEVELOPMENT NO. PUD-121-98 AND R-1-7 (SINGLE-FAMILY RESIDENTIAL); AND APPROVE DEVELOPMENT AGREEMENT NO. DA-183-10.

WHEREAS, the City of Garden Grove has received an application for General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, and Development Agreement No. DA-183-10 for the establishment of a water park themed hotel resort with ancillary restaurant, retail and meeting space uses to be developed on approximately 12.1 acres in an urbanized area in the City of Garden Grove located on the west side of Harbor Boulevard, north of Garden Grove Boulevard and south of Lampson Avenue, with addresses: 12581, 12591, 12681, 12721 Harbor Boulevard, and 12602 and 12601 Leda Lane (Assessor Parcel Numbers: 231-441-27, 29, 39, & 40; 231 431 02 & 03)(collectively, the "Project"); and

WHEREAS, pursuant to the California Environmental Quality Act, California Public Resources Code Section 21000 *et seq.* ("CEQA") and CEQA's implementing guidelines, California Code of Regulations, Title 14, Section 15000 *et seq.*, an initial study was prepared and it has been determined that the proposed Project qualifies for a Mitigated Negative Declaration because the proposed Project with the proposed mitigation measures cannot, or will not, have a significant effect on the environment; and

WHEREAS, a Mitigation Monitoring Program has been prepared and is attached to the Mitigated Negative Declaration listing the mitigation measures to be monitored during project implementation; and

WHEREAS, the Mitigated Negative Declaration was prepared and circulated in accordance with CEQA and CEQA's implementing guidelines; and

WHEREAS, the Planning Commission of the City of Garden Grove held duly noticed public hearings on September 16, 2010 and December 16, 2010 and considered all oral and written testimony presented regarding the Project, the initial study, and the Mitigated Negative Declaration.

NOW, THEREFORE, BE IT RESOLVED, FOUND, AND DETERMINED as follows:

1. The Planning Commission has considered the proposed Mitigated Negative Declaration together with comments received during the public review process.
2. The Planning Commission finds on the basis of the whole record before it, including the initial study and comments received, that there is no substantial evidence that the project will have a significant effect on the environment.
3. The Planning Commission recommends adoption of the Mitigated Negative Declaration and Mitigation Monitoring Program to City Council, subject to Public Resources Code 21083.3 and CEQA Guidelines Section 15183.
4. The record of proceedings on which the Planning Commission's decision is based is located at the City of Garden Grove, 11222 Acacia Parkway, Garden Grove, California. The custodian of record of proceedings is the Director of Community Development.

BE IT FURTHER RESOLVED that the Planning Commission of the City of Garden Grove, in regular session assembled on December 16, 2010, does hereby recommend that the City Council adopt the Mitigated Negative Declaration and Mitigation Monitoring Program and approve General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, and Development Agreement No. DA-183-10 for land located at the west side of Harbor Boulevard between Lampson Avenue and Garden Grove Boulevard at 12581, 12591, 12681, and 12721 Harbor Boulevard and 12601 and 12602 Leda Lane (APN: 231-441-27, 29, 39, & 40; 231-431-02 & 03)(the "Project").

BE IT FURTHER RESOLVED in the matter of General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, and Development Agreement No. DA-183-10, the Planning Commission of the City of Garden Grove does hereby report as follows:

1. The case was initiated by Garden Grove, MXD. Inc.
2. The applicant is requesting approval to amend the General Plan Land Use designation of two of the six subject properties that make up a 12.1-acre site from Low Density Residential to International West Mixed Use and rezone the site to Planned Unit Development No. PUD-126-10 in order to allow future development a water park hotel project that includes an approximately 605 room hotel, indoor/outdoor water park, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility that will serve alcoholic beverages, a 5-level parking structure, and an approximately 14,850 square foot restaurant pad. A Development Agreement is also proposed.
3. The Community Development Department has prepared a Mitigated Negative Declaration for the project, that (a) concludes that with the appropriate mitigation measures the proposed project can not, or will not, have a

significant adverse effect on the environment, and (b) was prepared and circulated in accordance with applicable law, including CEQA and CEQA's implementing guidelines.

4. The property has a General Plan Land Use designation of International West Mixed Use and Low Density Residential and is currently zoned Planned Unit Development No. PUD-121-98 and R-1 (Single-Family Residential). Approximately half of the subject site is vacant and unimproved and the other half is occupied with a vacant commercial building, a recreational vehicle park, and two vacant single-family homes.
5. Existing land use, zoning, and General Plan designation of property in the vicinity of the subject property have been reviewed.
6. Report submitted by City staff was reviewed.
7. Pursuant to legal notice, public hearings were held on September 16, 2010 and December 16, 2010, and all interested persons were given an opportunity to be heard.
8. The Planning Commission gave due and careful consideration to the matter during its meeting of December 16, 2010; and

BE IT FURTHER RESOLVED, FOUND AND DETERMINED that the facts and reasons supporting the conclusion of the Planning Commission are as follows:

FACTS:

The property is a 12.1-acre site, comprised of six (6) properties that are located on the west side of Harbor Boulevard, between Lampson Avenue and Garden Grove Boulevard. The property is located within the City's International West area, which includes hotels located to the north, restaurants, retail, and office uses.

The purpose for the proposed General Plan Amendment, Planned Unit Development zoning, and Development Agreement is to allow the development of the 12.1-acre site to allow the construction of a water park hotel project that includes an approximately 605 room hotel, an approximately 130,000 square foot indoor/outdoor water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility that will serve alcoholic beverages, a 5-level parking structure, and an approximately 14,850 square foot restaurant pad.

The developer is authorized to enter into a Development Agreement in compliance with Government Code Section 65864.

FINDINGS AND REASONS:General Plan Amendment:

1. The General Plan Amendment is internally consistent with the goals and objectives of all elements of the City's adopted General Plan. The proposed water park hotel facility is compatible with the other existing and planned land uses in the area. The International West Mixed Use Land Use designation promotes the development of hotels, resorts, amusement facilities, and restaurants along Harbor Boulevard.
2. The General Plan Amendment will promote the public interest, health, safety, and welfare by maintaining a General Plan Land Use designation and zoning, which are consistent with the proposed use of the site and with the improvements in the area.
3. The size and shape of the area is suitable for the proposed land use designation of International West Mixed Use. The proposed use is consistent with the proposed General Plan Land Use designation and zoning, which fosters development of hotels, resorts, amusement facilities, and restaurants along Harbor Boulevard.

Planned Unit Development:

1. The location, design, and the proposed uses are compatible with the character of the existing development in the vicinity and will be well integrated into its setting.

The subject site is located in an area that is improved with commercial, office, and hotel developments along Harbor Boulevard that are surrounded by residential uses.

The subject 12.1-acre site has been primarily used for commercial uses, a recreational vehicle park, and two single-family homes. Currently, a portion of the site is vacant, with the other areas developed with a vacant commercial building, the recreational vehicle park, and the two vacant single-family homes. The proposed development is compatible with the existing commercial and hotel developments along Harbor Boulevard that are located with the area identified by the City's General Plan as International West.

2. The plan will produce a stable and desirable environment and will not cause undue traffic congestion on surrounding streets.

The proposed zoning of the site to a Planned Unit Development to accommodate the proposed intensity and density of the site will create a stable and desirable environment by consolidating the parcels into one site; enhance the opportunity to utilize the site to its fullest intent as prescribed in the General Plan 2030 Update; create additional hotel space along with creating a

tourist destination spot; provide sufficient amount of parking to address the anticipated demand for a development; will produce a substantial amount of traffic that, with the implementation of mitigation measures would not cause undue traffic congestion on surrounding streets.

3. Provision is made for both public and private open spaces.

The project has been designed in accordance with the City Code provisions for providing an adequate amount of landscaping within the street setbacks and elsewhere on-site. Additionally, the water park portion of the site provides both indoor and outdoor recreational space for patrons of the hotel.

4. Provision is made for the protection and maintenance of private areas reserved for common use.

Through the conditions of approval, all necessary agreements for the protection and maintenance of private areas reserved for common use will be in place prior to the start of construction and will be required to be adhered to for the life of the project.

5. The quality of the project, achieved through the proposed Planned Unit Development zoning, is greater than could be achieved through traditional zoning.

The current zoning designations of Planned Unit Development No. PUD-121-98 and R-1 (Single-Family Residential) would not facilitate the proposed development that is encouraged and prescribed in the City's General Plan 2030 Update. Furthermore, in order to allow the subject project to move forward, changing the zoning to Planned Unit Development No. PUD-126-10 is necessary. The new PUD zone will encompass 12.1 acres slated for the water park hotel facility. The anticipated water park hotel development, which is best facilitated through the proposed PUD zoning, will allow for increased building heights and a hotel with amenities that include an indoor/outdoor water park, restaurants, and meeting rooms. Therefore, the proposed PUD will allow for a project with a superior design than what can be achieved under the existing zoning for the property.

INCORPORATION OF FACTS AND FINDINGS SET FORTH IN STAFF REPORT

In addition to the foregoing, the Planning Commission incorporates herein by this reference, the facts and findings set forth in the staff report.

BE IT FURTHER RESOLVED that the Planning Commission does conclude:

1. The General Plan Amendment and Development Agreement possess characteristics that would indicate justification of the request in accordance with Municipal Code Section 9.32.020 (General Plan Amendment) and

Government Code Section 65864 et. seq. provisions for Development Agreement.

2. The Planned Unit Development possesses characteristics that would indicate justification of the request in accordance with Municipal Code Section 9.16.03.020 (Planned Unit Development).
3. The implementation provisions for Planned Unit Development No. PUD-126-10 are as follows:

Planned Unit Development provisions and development standards

Purpose and Intent

The purpose and intent of this Planned Unit Development is to facilitate the development of the 12.1-acre project site that consists of an approximately 605 room hotel, an approximately 130,000 square foot indoor/outdoor water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, a 5-level parking structure, and an approximately 14,850 square foot restaurant pad. In the event that the restaurant pad is sold off to a separate owner, the site will be governed by Covenants, Conditions, and Restrictions (CC&R's) or similar document.

Permitted Uses

- All uses permitted in the Harbor Corridor – District Commercial (HCSP-DC) zone.
- Hotels, hotels with convention space, meeting rooms, restaurants, and ancillary uses such as gift shops, coffee and beverage dispensary, swimming pool and fitness room.
- Resort Hotels with amusement facilities. Amusement facilities may include, but is not limited to, water parks and mechanical rides that are typical of amusement parks. Any outdoor amusement area that is not a hotel pool area shall be subject to Conditional Use Permit Approval.
- Alcohol sales on-site and off-site subject to all provisions of Title 9 Zoning Code, including, but not limited to Conditional Use Permit (CUP) approval.
- Restaurants with or without alcoholic beverage sales.
- Restaurants with outside eating area. Outside eating areas shall be separated from sidewalks, landscape areas, and drive aisles by a minimum 5-foot landscape area and a minimum 5-foot high barrier that allows visibility into the outside dining area from any public area.

- Entertainment is limited to an accessory use to the hotel operation. Flyer events/parties, erotic dancers or any other special entertainment activities that are private or open to the public are not permitted.
- Outside vending such as hot dog carts, merchandise carts, and similar free standing/mobile vending carts subject to Conditional Use Permit approval.
- Athletic and health clubs, spas, and public/private gyms subject Conditional Use Permit approval.
- Any proposed use not listed is first subject to the Zoning Administrator's (ZA) review (or their designee) pursuant to Section 9.32.030 of the Municipal Code. If the Zoning Administrator or the designee determines that the proposed use should be subject to further review, the matter will be referred to the appropriate hearing body and processed as a determination of use.

Uses Not Permitted

- Auto repair and servicing.
- Tires sales and/or service.

Site Area Requirements

Minimum lot size is 3-acres. Initial development may occur in phases subject to an approved phasing plan by the City.

Due to the nature of the intended development, there is no restriction on lot coverage.

Set backs

1. Minimum building setback from face of curb along Harbor Boulevard is 15-feet. Note: within the minimum setback along Harbor Boulevard, a sidewalk width of 8-feet shall be provided along with landscape planter areas on both sides of the sidewalk, thereby allowing for palm trees on both sides of the side walks along with the required canopy trees, shrubs, and ground covers.
2. Minimum building setback along the northerly property line is 33-feet, with the exception of the parking structure, which shall maintain a minimum 41-ft setback. The minimum building setback from the westerly property line shall be 35-feet. Building elements and architectural pop-outs shall be permitted to encroach into the setback along the westerly property line a maximum of three (3) feet with the total linear feet of building pop-outs not to exceed 50 percent of the linear length of the property line. The minimum setback along the southerly property line shall be 10-feet unless a greater setback is required for emergency access or Building Code requirements.

3. Building elements such as structural components, architectural features, roof projections, and similar elements may project into any side or front setback up to 5-feet but may only reduce the street frontage setbacks by no more than 25 percent of the entire length.
4. No interior setbacks required other than that prescribed by site design and the California Building Code and Uniform Fire Code.

Maximum Building Height

Building height hotel structure may range from one to 12 stories with a maximum building height of 165-feet to top of parapet wall. The height of the water park building shall be a maximum of 70-feet. The height of the 5-level parking structure shall not exceed 50-feet to top of parapet wall, with the exception of the stairwell/elevator towers, which may extend an additional 16-feet above the top of the parapet wall. The height of the freestanding restaurant shall not exceed 35-feet. All structures are subject to any restrictions by the California Building Code and Uniform Fire Code.

Landscaping

General: The site shall consist of a combination of trees, shrubs and bushes, and ground cover with the allowance for other landscape treatments such as large rocks, water elements, and unique walkway paving, and street furniture. Any area not covered by roadways, parking, walkways, and buildings, shall have landscape treatment. A minimum 5-foot landscape buffer shall be provided along the northerly and westerly property lines and a minimum 15-foot landscape planter shall be provided along Harbor Boulevard.

Harbor Boulevard Landscape Treatment: Landscaping along Harbor Boulevard, including within the public-of-way, shall include two rows of Date Palm Trees (minimum brown trunk height of 25-feet), canopy trees (minimum 24-inch box), shrubs, and ground covers. Landscape materials shall match the landscape materials used within the project located at the southwest corner of Harbor Boulevard and Chapman Avenue. Landscape area shall include up-lighting on the trees. All aspects and elements of the Harbor Boulevard Landscape Treatment shall be included on the required Project landscape/irrigation plans and shall be reviewed and approved by the City prior to the beginning of site construction.

Landscape Plan: A detailed landscape plan shall be prepared and approved prior to site construction. The plan shall be detailed to show all plant material, water elements, pathways, and other landscape treatments. The landscape plan shall be the basis of how the site is to be developed and maintained for the life of the project. Should changes need to occur, revisions, renovations, or changes to the landscaping shall be reviewed by the City to ensure the aesthetics are maintained concerning this element of the overall project.

The landscape plan shall incorporate and maintain for the life of the project those means and methods to address water run-off also identified as Low Impact Development provisions, which address water run-off. This is to also to be inclusive of any applicable Water Quality Management Plan (WQMP), the Orange County Drainage Area Management Plan (DAMP) and any other water conservation measures applicable to this type of development.

Boundary: The site's boundary for maintenance, landscaping, and improvements is that area around the project site that is to the property line along adjacent properties and where the project is adjacent to public right-of-way, the boundary shall extend to the curb of each street respectively.

Maintenance: The overall site, inclusive of the landscaped areas and other amenities and features (e.g., water elements, irrigation systems, sculptures, street furniture, trash receptacles, common area signage, and lighting) shall be kept in proper working condition, maintained for the life of the project, and have the planted areas to be in a weed free, healthy and growing condition, with overall debris removed on regular basis.

Circulation and Access

The site shall be limited to three (3) ingress and egress points on Harbor Boulevard with an additional emergency vehicle point. The final location of the emergency access shall be determined prior to submittal of plans for building and grading permits. If emergency access is provided through an adjacent property, a recorded emergency access agreement with the adjacent property owner(s) shall be provided prior to issuance of building permits. The main access point shall be a lighted intersection that will permit two-way traffic, allowing left and right-turn movements in and out of the site. The northerly driveway, located along the north property line, shall be a two-way drive that will only allow right-turn movements in and out of the site. The most southerly driveway shall be an exit only driveway limited to right-turn vehicle movements.

Internal circulation shall allow vehicles ease of access to all parking areas, allow for convenient drop-off and pick-up areas, and meet applicable City standards.

All driveways along Harbor Boulevard shall include decorative paving that extends a minimum of 15-feet back from the property line. The emergency access point shall be gated with a Knox box and shall only be used for emergency access vehicles.

Any expansion of the water park hotel project, addition of any use not covered by the subject approval and associated entitlements, or any new project shall require a site specific traffic and parking analysis, shall be prepared for City review and approval.

Parking Areas and Requirements

All retail space shall be calculated at one (1) parking space per 200 square feet of gross floor area.

Restaurants and conference rooms shall be calculated at one (1) parking space per 100 square feet of gross floor area.

Hotel and motel with manager's unit uses shall be calculated at a minimum of .8 space per room plus two (2) spaces for manager's unit.

Parking for other uses shall comply with the parking requirements of Section 19.16.040.150 of Title 9 of the Municipal Code.

All parking areas shall comply with parking standards as stated within Title 9 of the Municipal Code.

All parking structures shall be designed to be architecturally compatible with on-site buildings, utilizing similar design features, details and materials. All sides of a parking structure that are in view from adjacent properties and public-rights-of-way shall be architecturally enhanced. Parking structures shall be well illuminated, including having the interior of the parking garage painted a light color, and designed to meet City parking standards for aisle width, stall sizes, and height clearances. Within the structures, an emergency communication system shall be installed and maintained that allows emergency services such as police, fire, and paramedics, the ability to use communication devices throughout the enclosed areas.

Signs and Graphic Standards

A sign plan shall be provided that governs the overall site signage that is inclusive of business signage, common area signage, sales and lease signs, future tenant signs, and directional signs. The sign plan shall be approved prior to construction of the site and shall remain in effect for duration of the project. Should changes occur to the approved sign plan, the City shall first grant approval.

All sign calculations for commercial businesses shall be calculated per 9.20 of Title 9 of the Municipal Code the C-1 zone. Signs may be mounted flush with the wall surface or perpendicular to the wall (blade sign).

All common area signs, directional signs, and kiosk type signs shall be uniform in lettering, material, and coloring.

All signage, including a free-standing monument sign shall be architecturally compatible with on-site buildings. A freestanding sign structure shall utilize similar details and finishes that are used on the on-site buildings. Location of monument signs shall not occur in any public right-of-way or within any vision clearance area and shall not exceed a height of 5-feet or a width of 10-feet, not exceeding a sign

face area of 100 square feet. These specific signs may include tenant names of up to three tenants. Signs may be double face.

Utilities

All utility lines shall be underground or placed in locations as to be concealed from view. This includes gas and electrical lines and conduit, Cable TV, and telephone lines and conduit, and any other utility or service lines, including water pipes for domestic use and fire sprinkler systems.

Storage and Refuse Collection

All staging and storage areas for all the businesses on site shall be provided within their respective tenant space. No outside storage area shall be provided nor shall there be any outside storage of goods or merchandise at any time. The site may create designated staging areas (loading/unloading) for general deliveries of goods sold on the site, but maintained as such to not create hindrances to vehicle or pedestrian traffic or create restrictions for emergency vehicles or emergency access.

Refuse storage and collection areas shall be provided and subject to both Garden Grove Sanitation District (GGSD), and GGSD contracted solid waste handler/hauler approval, and be subject to applicable building and fire codes.

Environmental Mitigation Measures

The overall development and subsequent occupancy and operation of the site shall be subject to those environmental mitigation measures as identified in the environmental analysis prepared for Planned Unit Development No. PUD-126-10, as well as any environmental mitigation measures identified in the General Plan 2030 Update Environmental Impact Report that apply to the International West Mixed Use area.

Covenants, Conditions, and Restrictions (CC&R's)

Prior to any portion, unit or otherwise, of the subject site becoming under separate ownership, the developer/subdivider shall record a set of Covenants, Conditions, and Restrictions (CC&Rs) or a similar legal document reviewed and approved by the City that is all inclusive of the entire development. The CC&Rs shall include, without limitation, all provisions of PUD-126-10 development standards, the mitigation measures referenced herein, operational and maintenance provisions for the entire site and those areas noted within the boundaries of the Project site, and other provisions applicable to the Project.

Absence of Provisions and Standards

Any matters pertaining to the development or occupancy or operation of the subject site that is not listed or provided herein shall be subject to the provisions and

development standards of the City's Municipal Code, inclusive. This would include, but not be limited to, undergrounding all existing and new utilities serving the site, complying with all Building, Fire, and Development Codes, and paying all related fees, bonds, and other associated costs.

Development Plans

Should the Community Development Director determine that a Developer's submittal of development plans are in substantial compliance with the provisions of this PUD and in similar shape, form and configuration with the plans that are included with this approval, such Developer may proceed to securing the appropriate building permits for constructing the development without further entitlement review. However, any entitlement not covered under this PUD, such as a Subdivision Map (Tentative Tract Map and/or Tentative Parcel Map), Conditional Use Permit, or other, shall be processed in accordance with the City's Municipal Code.

Associated Conditions of Approval

All conditions of approval as applied to Tentative Parcel Map. No. PM-2010-1178, shall apply, shall be incorporated into the final design of the development and incorporated in the development plans submitted for City review. All conditions of approval as applied to Conditional Use Permit No. CUP-303-10 for the sale of alcoholic beverages for on-site consumption shall apply to the hotel and associated amenities.

ADOPTED this 16th day of December, 2010

/s/ KRIS BEARD
CHAIR

I HEREBY CERTIFY that the foregoing resolution was duly adopted at the regular meeting of the Planning Commission of the City of Garden Grove, State of California, held on December 16, 2010, by the following votes:

AYES:	COMMISSIONERS:	BEARD, BUI, ELLSWORTH, PAK
NOES:	COMMISSIONERS:	NONE
ABSENT:	COMMISSIONERS:	BONIKOWSKI, CABRAL
VACANCY:	COMMISSIONERS:	ONE

/s/ JUDITH MOORE
SECRETARY

PLEASE NOTE: Any request for court review of this decision must be filed within 90 days of the date this decision was final (See Code of Civil Procedure Section 1094.6).

A decision becomes final if it is not timely appealed to the City Council. Appeal deadline is January 6, 2011.

City of Garden Grove

INTER-DEPARTMENT MEMORANDUM

To: Matthew Fertal
Dept: City Manager
Subject: CONSIDERATION OF A MITIGATED
NEGATIVE DECLARATION, GENERAL
PLAN AMENDMENT NO. GPA-1-10(A),
PLANNED UNIT DEVELOPMENT NO.
PUD-126-10, AND DEVELOPMENT
AGREEMENT NO. DA-183-10

From: Susan Emery
Dept: Community Development
Date: January 25, 2011

OBJECTIVE

To transmit a Planning Commission recommendation for (i) adoption of a Mitigated Negative Declaration and Mitigation Monitoring Program for the proposed development of a hotel and water park on an approximately 12.1 acre site along Harbor Boulevard, (ii) approval of a General Plan Amendment to change the General Plan Land Use designations of two properties within the proposed project area from Low Density Residential to International West Mixed Use, (iii) adoption of an ordinance establishing a Planned Unit Development zoning with development standards for the development of the proposed hotel and water park;, and (iv) adoption of an ordinance approving a Development Agreement with Garden Grove MXD, Inc. concerning the land use entitlements for the proposed project.

BACKGROUND

The project area is an approximately 12.1-acre site, currently comprised of six properties, and is located on the west side of Harbor Boulevard, between Lampson Avenue and Garden Grove Boulevard. The site is comprised of a vacant property, a recreational vehicle park, vacant commercial structures, and two vacant single-family homes. Four of the properties maintain a General Plan Land Use Designation of International West Mixed Use and a zoning of Planned Unit Development No. PUD-121-98. The remaining two properties maintain a General Plan Land Use Designation of Low Density Residential and a zoning of R-1 (Single-Family Residential).

The properties to the north are zoned R-1 (Single-Family Residential) and Planned Unit Development No. PUD-121-98 and are developed with single-family homes and an integrated commercial development, respectively. The properties to the east, across Harbor Boulevard, are zoned R-1 and are developed with one-story, single-family homes. The properties to the south are zoned PUD-121-98 and are

developed with an integrated commercial center. The properties to the west are zoned PUD-121-98 and R-1 and are developed with an apartment complex and a church, respectively.

The subject project proposes to establish a Planned Unit Development zoning with development standards for the development of a hotel and water park on an approximately 12.1-acre site, along with a General Plan Amendment to change the General Plan Land Use designations of two properties from Low Density Residential to International West Mixed Use, a Conditional Use Permit to allow for the sale of alcoholic beverages in the hotel and hotel restaurants, and a Tentative Parcel Map to reconfigure the existing six properties into three separate properties. The proposed project will include an approximately 605 room hotel, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail space located within the facility, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, a 5-level parking structure, and an approximately 14,850 square foot restaurant pad. A Development Agreement is also proposed.

As part of the entitlement process, a neighborhood meeting was held on August 11, 2010 and a community meeting was held on August 25, 2010. Both meetings were held to provide information to the community and surrounding neighborhood, as well as address concerns that were raised by those attending the meetings. The main concerns raised and addressed at these meetings included traffic, access, light and glare, and water quality.

The Planning Commission held a public hearing on September 16, 2010, and continued the item in order to finalize environmental work. On December 16, 2010, the Planning Commission held a continued public hearing regarding the project and the Mitigated Negative Declaration. Issues that were raised and addressed at the Planning Commission meetings included parking, the perimeter wall, the number of jobs projected for the resort, noise, length of construction, fire service and emergency access, use of Leda Lane and maintenance of the cul-de-sac, site grading, light and glare, water demand and conservation, traffic on surrounding streets, and sewer capacity. Excerpts from the minutes of the September 16, 2010 and December 16, 2010 Planning Commission meetings describing the comments and discussion relating to the project are attached to this report.

At the conclusion of the December 16, 2010 public hearing, the Planning Commission voted to recommend City Council adoption and approval of the Mitigated Negative Declaration and Mitigation Monitoring Report, General Plan Amendment, Planned Unit Development, and Development Agreement.

Additionally, the Planning Commission adopted a resolution adopting the Mitigated Negative Declaration and Mitigation Monitoring Program for the project and approving the associated Conditional Use Permit (CUP-303-10) and Tentative Parcel

Map (PM-2010-1178), subject to specified Conditions of Approval. The approval of the Conditional Use Permit will allow for the sale of alcoholic beverages in the hotel and hotel restaurants. The Tentative Parcel Map approval will allow the reconfiguration of the existing six properties into three separate properties.

DISCUSSION

General Plan Amendment

Two of the six properties that are included in the development and that make up the northwesterly portion of the site are located at the end of Leda Lane. The General Plan Land Use Designation of the two properties is Low Density Residential and they are currently developed with single-family homes. The remainder of the site maintains a General Plan Land Use Designation of International West Mixed Use.

In order for the project to move forward as proposed, the General Plan Land Use Designation of the two properties needs to be changed from Low Density Residential to International West Mixed Use. The current General Plan Land Use Designation only allows the development of single-family homes. The proposed International West Mixed Use Land Use Designation encourages the development of hotels, resort, and tourist-based entertainment-related uses. Additionally, mixed-use commercial/residential developments are permitted within the area as well. The proposed use of the site is a water park resort hotel that includes a hotel, an indoor/outdoor water park, associated restaurant and retail uses within the hotel, and a free-standing restaurant pad. With the proposed General Plan Amendment, the subject project will be consistent with the goals of the City's General Plan.

Planned Unit Development

The property presently maintains two zoning designations. Two of the properties that make up the northwesterly portion of the site, and are located at the end of Leda Lane, are zoned R-1 (Single-Family Residential). The remainder of the Site is zoned Planned Unit Development No. PUD-121-98. The R-1 zoning designation allows the development of the single-family residential homes. The PUD-121-98 zoning designation was originally intended for the Riverwalk development, which was a 53-acre development that included 1,000,000 square feet of commercial and entertainment uses. While the project was never constructed, the Planned Unit Development zoning remained in place.

The applicant is proposing to change the zoning designation of the subject site from R-1 and PUD-121-98 to Planning Unit Development No. PUD-126-10 in order to allow the development of the subject water park hotel to move forward. The Planned Unit Development (PUD) zoning designation establishes development standards and uses specific to a particular project, and independent of the Municipal Code, provided that

the quality of the project achieved through the PUD zoning is greater than could be achieved through traditional zoning.

The proposed PUD is establishing the design and use criteria for the entire development site that will facilitate the project's construction. The proposed PUD includes standards that address building height and setbacks, landscaping, use, maintenance, parking, circulation and access, signage, utilities, storage and refuse collection, submittal of development plans, environmental mitigation measures, and related conditions of approval. The development of the proposed water park hotel facility and associated uses is the type of development/use that is envisioned and encouraged within the International West Mixed Use zoning Land Use Designation and therefore is consistent with the City's General Plan.

Site Design and Circulation:

While the PUD for the site includes development and use standards, the envisioned build out of the site is based on a submitted concept plan and environmental document that are the basis for setting the parameters for which the water park hotel is to follow. All construction plans of the water park, hotel, and parking structure shall be consistent with the PUD standards and the associated plans, environmental documentation, and conditions of approval that are approved through the entitlement process. The development of the restaurant pad will require a separate entitlement approval.

The development will have three ingress and egress points. The main access to the site will be from a lighted intersection that will allow both left and right turns in and out of the site. The main access point will allow direct access to the project's parking structure as well as the hotel's front entrance under a decorative porte-cochere. A second egress point, that will be restricted to right turn movements, will be located south of the main entrance. The third access point will be located along the northerly property line and will be restricted to right-turns in and right-turns out of the site. This third access area will be for emergency vehicle access to the rear of the site, access to the rear loading area, and employee entrance. The parking structure for the site will be a 5-level parking structure, 50 feet in height, located toward the north and west property lines. The parking for the development totals 1,050 parking spaces, which, with the exception of seven parking spaces located between the porte-cochere and the front property line, are within the confines of the parking structure.

Surrounding the site, on the northerly, westerly, and southerly property lines will be a minimum 8-foot high decorative wall that will separate the subject site and the adjacent properties. The wall is required for screening and sound attenuation.

Landscaping will be provided within the project as well as along Harbor Boulevard. The landscaping along Harbor Boulevard will include a double row of palm trees with canopy trees, shrubs, and ground cover that will match the landscaping treatment used at the southwest corner of Harbor Boulevard and Chapman Avenue.

Building Architecture/Aesthetics:

The physical improvements for the project site will be compatible with the Community Design Guidelines as stated in the General Plan. The proposed development will comply with the goals and objective of the Community Design Element of the City's Adopted General Plan including provisions for attractive building design, landscaping, and signage. All development plans will be subject to, and be governed by, the approved PUD for the site.

While aesthetic impacts are by their nature very subjective, the intent of the project is to create a themed resort environment through enhanced architectural elements as shown on the conceptual massing and building elevation plans submitted along with the PUD request. The concept has structures that vary in height and massing. The hotel structure will be 12 stories with a height of 165 feet to top of parapet wall. The enclosed water park building, including a tower feature will be 70 feet high. The height of the 5-level parking structure will be 50 feet to the top of the parapet wall and the future free-standing restaurant, located toward Harbor Boulevard, will be 35 feet high.

The design of the water park building and hotel will reflect a themed architectural style, which includes a decorative porte-cochere with carved wolves, stucco and vertical siding, building pop-outs, varied roof lines, windows on the water park building facing Harbor Boulevard, water park ride tubing extruding from the front façade of the water park structure, and decorative lighting. The PUD requirements will require that the parking structure be decorative, utilizing materials and details that are used on the hotel building.

Conditions of Approval

All Conditions of Approval adopted in conjunction with Conditional Use Permit (CUP-303-10) and Tentative Parcel Map (PM-2010-1178) shall apply to the project. Note that the Garden Grove Agency for Community Development ("Agency") is responsible for certain off-site improvements and other obligations required by the Conditions of Approval in accordance with that certain First Amended and Restated Disposition and Development Agreement between the Agency and the developer approved on April 13, 2010.

Development Agreement

The applicant is entering into a Development Agreement with the City. The applicant will be guaranteed five years in which to construct the project in accordance with the existing land use entitlements, and the City will receive from the developer a development agreement payment, along with the payment of development fees, in an amount not to exceed \$2,635,629,. The Planning Commission recommended that the Development Agreement be approved by City Council.

Environmental Consideration

Pursuant to the California Environmental Quality Act (CEQA), Public Resources Code Section 21000 et seq., an Initial Study was prepared. Based on the Initial Study and supporting analyses, it was determined that all potentially adverse environmental impacts can be mitigated to a level of less than significance. The applicable mitigation measures are incorporated in the conditions of approval for the project. On this basis, a Mitigated Negative Declaration and Mitigation Monitoring Program have been prepared. Copies of the Initial Study, Mitigated Negative Declaration, including the Mitigation Monitoring Program, and conditions of approval have been included in Attachments 4, 5, and 2, respectively.

The 30-day public comment period on the Mitigated Negative Declaration occurred from November 5, 2010, to December 6, 2010. Two comment letters were received. These letters were from the California Department of Toxic Substances Control and the California Department of Transportation. These comment letters and the City's responses are included as Attachment 6.

FINANCIAL IMPACTS

Pursuant to the proposed Development Agreement, the City would receive a development agreement payment, along with the payment of development fees, in an amount not to exceed \$2,635,629,.

RECOMMENDATION

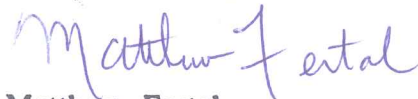
It is recommended that the City Council:

- Adopt a Resolution adopting a Mitigated Negative Declaration and Mitigation Monitoring Program for the proposed General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, and Development Agreement No. DA-183-10;
- Adopt a Resolution approving General Plan Amendment No. GPA-1-10(A);
- Introduce and conduct the first reading of the attached ordinance regarding Planned Unit Development No. PUD-126-10; and
- Introduce and conduct the first reading of the attached ordinance approving Development Agreement No. DA-183-10.



SUSAN EMERY
Community Development Director

Approved for Agenda Listing



Matthew Fertal
City Manager

By: 
Lee Marino
Senior Planner

- Attachment 1: Planning Commission Staff Reports dated September 16, 1020 and December 16, 2010
- Attachment 2: Planning Commission Resolution Nos. 5719 and 5720 with Exhibit "A" Conditions of Approval
- Attachment 3: Planning Commission Minute Excerpt of September 16, 2010 and Draft Planning Commission Minute Excerpt of December 16, 2010
- Attachment 4: Initial Study
- Attachment 5: Mitigated Negative Declaration and Mitigation Monitoring Report
- Attachment 6: Comments and Response to Comments for Water Park Hotel Mitigated Negative Declaration
- Attachment 7: Memorandum Regarding Available Sewer Capacity for Water Park Hotel Project
- Attachment 8: Proposed City Council Resolution Adopting Mitigated Negative Declaration and Mitigation Monitoring Report
- Attachment 9: Proposed City Council Resolution for General Plan Amendment GPA-1-10(A)
- Attachment 10: Proposed City Council Ordinance for Planned Unit Development No. PUD-126-10
- Attachment 11: Draft City Council Ordinance for Development Agreement No. DA-183-10

COMMUNITY DEVELOPMENT DEPARTMENT PLANNING STAFF REPORT

AGENDA ITEM NO.: C.4.	SITE LOCATION: West side of Harbor Boulevard, between Lampson Avenue and Garden Grove Boulevard at 12581, 12591, 12681, & 12721 Harbor Boulevard and 12601 & 12602 Leda lane
HEARING DATE: September 16, 2010	GENERAL PLAN: International West Mixed Use and Low Density Residential PROPOSED GENERAL PLAN: International West Mixed Use
CASE NOS.: General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, Tentative Parcel Map No. PM-2010-1178, and Development Agreement No. DA-183-10	EXISTING ZONE: Planned Unit Development No. PUD-121-98 & R-1 (Single-Family Residential) PROPOSED ZONE: Planned Unit Development No. PUD-126-10
APPLICANT: Garden Grove MXD, LLC	APN: 231-441-27, 29, 39, & 40 and 231-431-02, & 03
PROPERTY OWNER: Garden Grove Agency for Community Development	CEQA DETERMINATION: Mitigated Negative Declaration

REQUEST:

A request to establish a Planned Unit Development zoning with development standards for the development of a hotel and water park on an approximately 12.1-acre site along with a General Plan Amendment to change the General Plan Land Use designations of two properties from Low Density Residential to International West Mixed Use, a Conditional Use Permit to allow for the sale of alcoholic beverages in the hotel and hotel restaurants, and a Tentative Parcel Map to reconfigure the existing six properties into three separate properties. The proposed project will include an approximately 605 room hotel, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail space located within the facility, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, a five-level parking structure, and an approximately 14,850 square foot restaurant pad. A Development Agreement is also proposed.

BACKGROUND/DISCUSSION:

Staff is requesting that the subject applications be continued to a date certain in order to give additional time to complete the project analysis.

Karl Hill
Planning Services Manager

Lee Marino
Senior Planner

COMMUNITY DEVELOPMENT DEPARTMENT PLANNING STAFF REPORT

AGENDA ITEM NO.: C.1.	SITE LOCATION: West side of Harbor Boulevard, between Lampson Avenue and Garden Grove Boulevard at 12581, 12591, 12681, & 12721 Harbor Boulevard and 12601 & 12602 Leda lane
HEARING DATE: December 16, 2010	GENERAL PLAN: International West Mixed Use and Low Density Residential PROPOSED GENERAL PLAN: International West Mixed Use
CASE NOS.: General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, Tentative Parcel Map No. PM-2010-1178, and Development Agreement No. DA-183-10	EXISTING ZONE: Planned Unit Development No. PUD-121-98 & R-1 (Single-Family Residential) PROPOSED ZONE: Planned Unit Development No. PUD-126-10
APPLICANT: Garden Grove MXD, Inc.	APN: 231-441-27,29, 39, & 40 and 231-431-02, & 03
PROPERTY OWNER: Garden Grove Agency for Community Development	CEQA DETERMINATION: Mitigated Negative Declaration

REQUEST:

A request to establish a Planned Unit Development zoning with development standards for the development of a hotel and water park on an approximately 12.1-acre site along with a General Plan Amendment to change the General Plan Land Use designations of two properties from Low Density Residential to International West Mixed Use, a Conditional Use Permit to allow for the sale of alcoholic beverages in the hotel and hotel restaurants, and a Tentative Parcel Map to reconfigure the existing six properties into three separate properties. The proposed project will include an approximately 605 room hotel, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail space located within the facility, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, a 5-level parking structure, and an approximately 14,850 square foot restaurant pad. A Development Agreement is also proposed.

PROJECT STATISTICS:

	<u>Provided</u>
<u>Lot Size:</u>	12.1 acres*
<u>Parking:</u>	1050**
<u>Building Height:</u>	
Hotel:	165'-0"
Water Park Building:	70'-0"
Parking Structure:	50'-0"
<u>Building Setbacks:</u>	
North:	41'-0"
East:	15'-0"
West:	35'-0"
South:	10'-0"

* Title 9 of the Municipal Code requires commercial PUD's to be a minimum of 5-acres in size.

** Pursuant to Title 9 of the Municipal Code, the development requires a minimum of 933 parking spaces.

BACKGROUND:

The property is an approximately 12.1-acre site, comprised of six properties, and is located on the west side of Harbor Boulevard, between Lampson Avenue and Garden Grove Boulevard. The site is comprised of a vacant property, a recreational vehicle park, vacant commercial structures, and two vacant single-family homes. Four of the properties maintain a General Plan Land Use Designation of International West Mixed Use and a zoning of Planned Unit Development No. PUD-121-98. The remaining two properties maintain a General Plan Land Use Designation of Low Density Residential and a zoning of R-1 (Single-Family Residential).

The properties to the north are zoned R-1 (Single-Family Residential) and Planned Unit Development No. PUD-121-98 and are developed with single-family homes and an integrated commercial development, respectively. The properties to the east, across Harbor Boulevard, are zoned R-1 and are developed with one-story, single-family homes. The properties to the south are zoned PUD-121-98 and are developed with an integrated commercial center. The properties to the west are zoned PUD-121-98 and R-1 and are developed with an apartment complex and a church, respectively.

As part of the entitlement process, a neighborhood meeting was held on August 11, 2010 and a community meeting was held on August 25, 2010. Both meetings were held to provide information to the community and surrounding neighborhood

as well as address concerns that were raised by those attending the meetings. The main concerns that were raised and addressed included traffic, access, light and glare, and water quality.

DISCUSSION:

GENERAL PLAN AMENDMENT:

Two of the six properties that are included in the development and make up the northwesterly portion of the site, are located at the end of Leda Lane. The General Plan Land Use Designation of the two properties is Low Density Residential and they are currently developed with single-family homes. The remainder of the site maintains a General Plan Land Use Designation of International West Mixed Use.

In order for the project to move forward as proposed, the General Plan Land Use Designation of the two properties need to be changed from Low Density Residential to International West Mixed Use. The current General Plan Land Use Designation only allows the development of single-family homes. The proposed International West Mixed Use Land Use Designation encourages the development of hotels, resort, and tourist-based entertainment-related uses. Additionally, mixed-use commercial/residential developments are permitted within the area as well. The proposed used of the site is a water park resort hotel that includes a hotel, an indoor/outdoor water park, associated restaurant and retail uses within the hotel, and a free-standing restaurant pad. With the proposed General Plan Amendment, the subject project will be consistent with the goals of the City's General Plan.

PLANNED UNIT DEVELOPMENT:

The property presently maintains two zoning designations. Two of the properties that make up the northwesterly portion of the site, and are located at the end of Leda Lane, are zoned R-1 (Single-Family Residential). The remainder of the Site is zoned Planned Unit Development No. PUD-121-98. The R-1 zoning designation allows the development of the single-family residential homes. The PUD-121-98 zoning designation was originally intended for the Riverwalk development, which was a 53-acre development that included 1,000,000 square feet of a commercial and entertainment uses. The uses within the development included a cinema with up to 30-screens, a multi-story entertainment center, a 500-room hotel with subterranean parking, restaurants, live entertainment and attraction areas, specialty retail and a major water element. The project also included three parking structures and surface parking. While the project was never constructed, the Planning Unit Development zoning remained in place.

The applicant is proposing to change the zoning designation of the subject site from R-1 and PUD-121-98 to Planning Unit Development No. PUD-126-10 in order to allow the development of the subject water park hotel to move forward. The Planned Unit Development (PUD) zoning designation establishes development standards and uses specific to a particular project, and independent of the Municipal Code, provided that the quality of the project achieved through the PUD zoning is greater than could be achieved through traditional zoning.

The proposed PUD is establishing the design and use criteria for the entire development site that will facilitate the project's construction. The proposed PUD includes standards that address building height and setbacks, landscaping, use, maintenance, parking, circulation and access, signage, utilities, storage and refuse collection, submittal of development plans, environmental mitigation measures, and related conditions of approval. The subject development request proposes construction of an approximately 605 room hotel, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail space located within the facility, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, a 5-level parking structure, and an approximately 14,850 square foot restaurant pad. Additionally, the request includes consideration of a Conditional Use Permit to allow for the sale of alcoholic beverages in the hotel and hotel restaurants, and a Tentative Parcel Map to reconfigure the existing six properties into three separate properties. The development of the proposed water park hotel facility and associated uses is the type of development/use that is envisioned and encouraged within the International West Mixed Use zoning Land Use Designation and therefore is consistent with the City's General Plan.

Site Design and Circulation:

While the PUD for the site includes development and use standards, the envisioned build out of the site is based on a submitted concept plan and environmental document that are the basis for setting the parameters for which the water park hotel is to follow. All construction plans of the water park, hotel, and parking structure shall be consistent with the PUD standards and the associated plans, environmental documentation, and conditions of approval that are approved through the entitlement process. The development of the restaurant pad will require a separate entitlement approval.

The development will have three ingress and egress points. The main access to the site will be from a lighted intersection that will allow both left and right turns in and out of the site. The main access point will allow direct access to the project's parking structure as well as the hotel's front entrance under a decorative porte-cochere. A second egress point, that will be restricted to right turn movements, will be located south of the main entrance. The third access point will be located along the northerly property line and will be restricted to right-turns in and right-turns out of the site. This third access area will be for emergency vehicle access to the rear of the site, access to the rear loading area, and employee entrance. The parking structure for the site will be a 5-level parking structure, 50 feet in height, located toward the north and west property lines. The parking for the development totals 1,050 parking spaces, which, with the exception of seven parking spaces located between the porte-cochere and the front property line, are within the confines of the parking structure.

Surrounding the site, on the northerly, westerly, and southerly property lines will be a minimum 8-foot high decorative wall that will separate the subject site and the adjacent properties. The wall is required for screening and sound attenuation.

Landscaping will be provided within the project as well as along Harbor Boulevard. The landscaping along Harbor Boulevard will include a double row of palm trees with canopy trees, shrubs, and ground cover that will match the landscaping treatment used at the southwest corner of Harbor Boulevard and Chapman Avenue.

Building Architecture/Aesthetics:

The physical improvements for the project site will be compatible with the Community Design Guidelines as stated in the General Plan. The proposed development will comply with the goals and objective of the Community Design Element of the City's Adopted General Plan including provisions for attractive building design, landscaping, and signage. All development plans will be subject to, and be governed by, the approved PUD for the site.

While aesthetic impacts are by their nature very subjective, the intent of the project is to create a themed resort environment through enhanced architectural elements as shown on the conceptual massing and building elevation plans submitted along with the PUD request. The concept has structures that vary in height and massing. The hotel structure will be 12 stories with a height of 165 feet to top of parapet wall. The enclosed water park building, including a tower feature will be a 70 feet high. The height of the 5-level parking structure will be 50 feet to the top of parapet wall and the future free-standing restaurant, located toward Harbor Boulevard, will be 35 feet high.

The design of the water park building and hotel will reflect a themed architectural style, which includes a decorative porte-cochere with carved wolves, stucco and vertical siding, building pop-outs, varied roof lines, windows on the water park building facing Harbor Boulevard, water park ride tubing extruding from the front façade of the water park structure, and decorative lighting. The PUD requirements will require that the parking structure be decorative, utilizing materials and details that are used on the hotel building.

CONDITONAL USE PERMIT:

In conjunction with the proposed General Plan Amendment and Planned Unit Development Request, the applicant is requesting approval of a Conditional Use Permit to operate the hotel, water park, and ancillary restaurant and meeting room uses located within the hotel and water park with Type "47" (On-Sale, General-Eating Place), Duplicate "47", Type "66" (Controlled Access Cabinet Permit) and Type "68" (Portable Bar) Alcoholic Beverage Control Licenses. Conditional Use Permit approval for the alcoholic beverage sales for the free-standing restaurant is not being requested at this time. A separate request will be requested at the time when a restaurant is brought before the Planning Commission for review and approval.

The proposed water park hotel facility is located within a high-crime area and in an area with an over-concentration of on-sale Alcoholic Beverage Control licenses. A summary of the district can be found in Resolution No. 5720 for Conditional Use Permit No. CUP-303-10. The Community Development Department and the Police

Department have reviewed the request are in support of the proposal. All standard conditions of approval will apply.

TENTATIVE PARCEL MAP:

In accordance with the State Subdivision Map Act, the developer has filed a Tentative Parcel Map for the project. The subject map proposed reconfiguring the existing six lots into three separate lots. One lot will be created for the hotel and water park building, the second lot will be created for the parking structure and the third lot will be created for the restaurant pad located toward Harbor Boulevard. All three lots will maintain reciprocal access and parking with each other. The proposed Tentative Parcel Map is consistent with the City's General Plan, the City's Zoning Code, the City's Subdivision Ordinance, and the State Subdivision Map Act.

DEVELOPMENT AGREEMENT:

The applicant is required to enter into a Development Agreement with the City. The applicant will be guaranteed four years in which to construct the project and the City will receive from the developer, development related fees not to exceed \$2,635,629. The development related fees include, but are not limited to building permit fees, building permit/plan review fees, electrical, mechanical and plumbing permit fees, general plan fees, traffic impact fees, and Development Agreement payment fees. It should be noted that the Development Agreement payment fee is designed to reduce the economic costs of new projects to the public and mitigate development-related impacts on the community. The Planning Commission recommendation on the Development Agreement will be forwarded to the City Council for final action.

ENVIRONMENTAL CONSIDERATION:

Attached to this report is the Environmental Checklist with special studies under separate covers, which address the environmental determination for the subject project. Along with these two items are the concept plans used for discussion purposes and environmental consideration in evaluating the proposed General Plan Amendment, Planned Unit Development, Conditional Use Permit, and Tentative Parcel Map. At the conclusion of the study it was determined that a Mitigated Negative Declaration was required and that with the implementation of project related mitigation measures, along with project conditions of approval, the potential for a significant environmental impact to the site or surrounding properties would be insignificant.

RECOMMENDATION:

Staff recommends that the Planning Commission take the following actions:

1. Recommend City Council adoption of the Mitigated Negative Declaration;
2. Approve Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178, subject to the recommended Conditions of Approval; and,
3. Recommend approval of General Plan Amendment No. GPA-1-10(A)Planned Unit Development No. PUD-126-10 and Development Agreement No. DA-183-10 to the City Council.

Karl Hill
Planning Services Manager

By: Lee Marino
Senior Planner

PUD-126-10SR

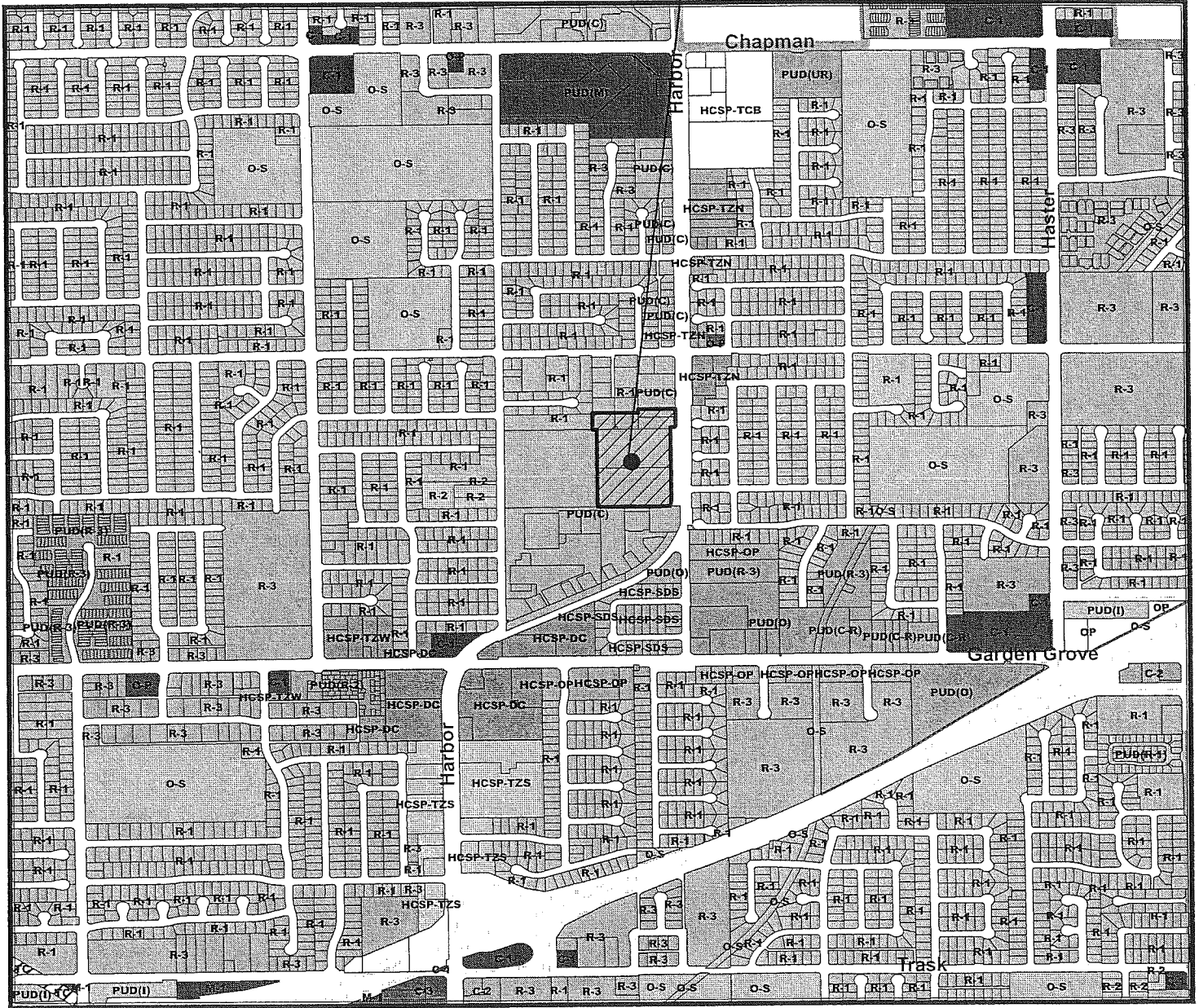


GARDEN GROVE

VICINITY MAP

PROJECT SITE

12581,12591,12681 & 12721 HARBOR BLVD.
12602 & 12601 LEDA LANE



LEGEND



PROJECT SITE:

12581,12591,12681
& 12721 HARBOR BLVD.
12602 & 12601 LEDA LANE

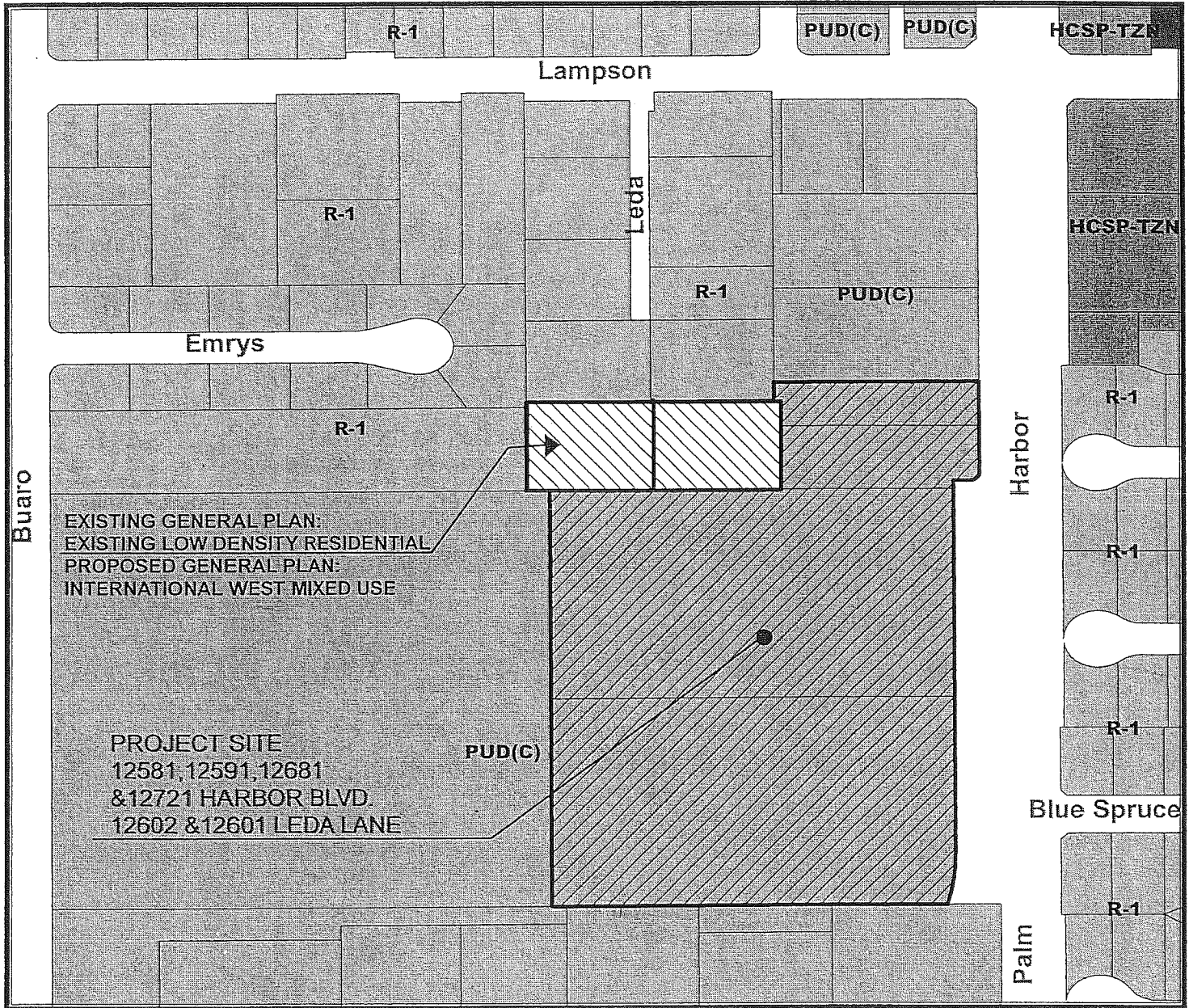


0 375 750 1,500
Feet



CITY OF GARDEN GROVE
COMMUNITY DEVELOPMENT DEPARTMENT
PLANNING DIVISION
GIS SYSTEM
OCTOBER 2010



GENERAL PLAN AMENDMENT NO. GPA-1-10

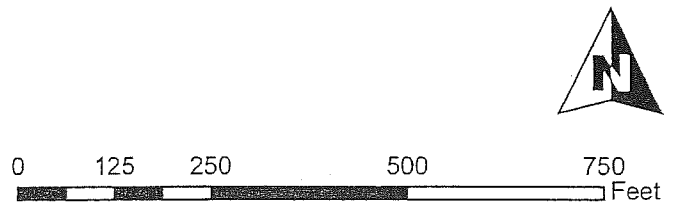


LEGEND

-  PROJECT SITE
-  AREA DESIGNATED FOR GENERAL PLAN AMENDMENT

NOTES

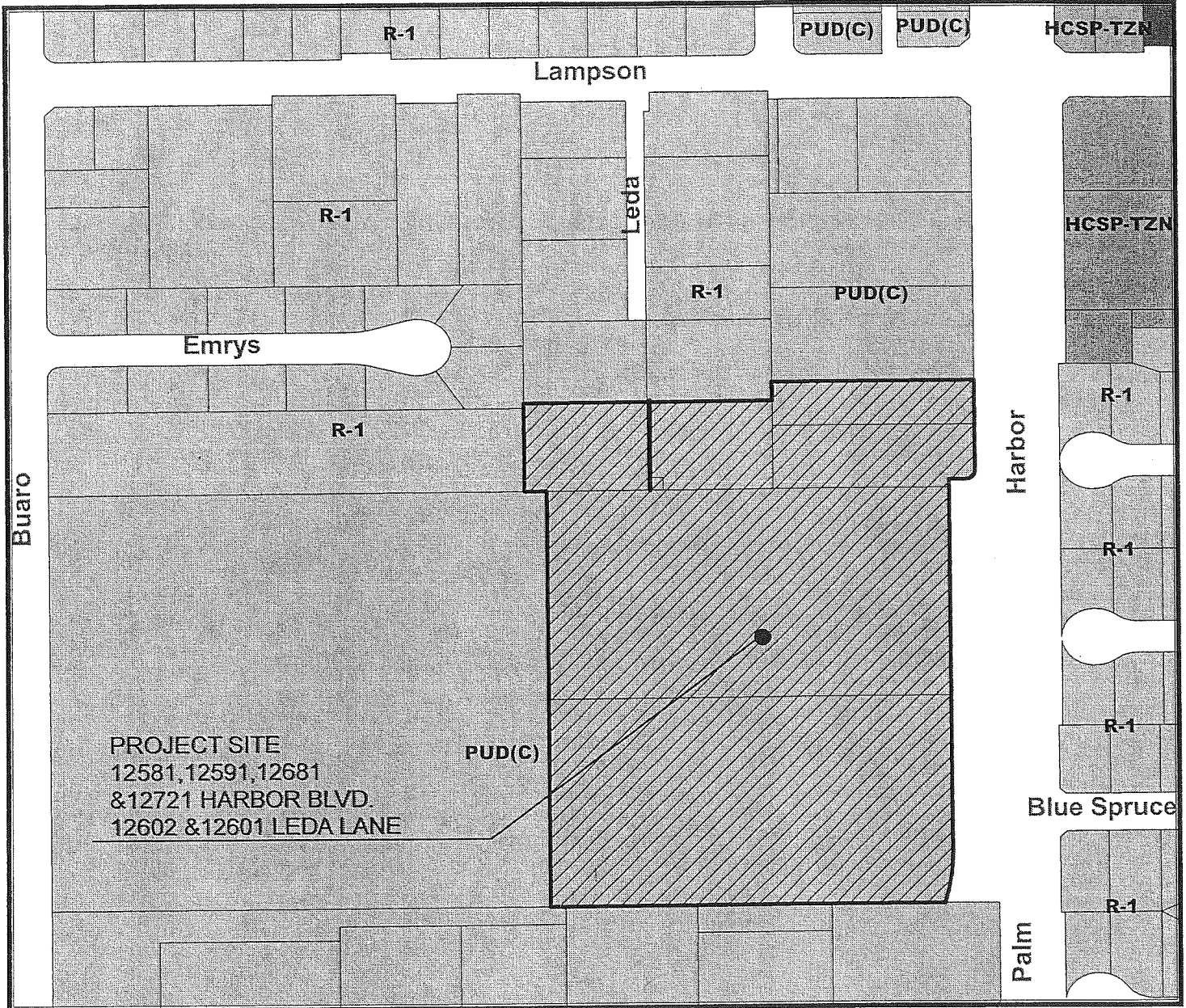
SITE ADDRESS: 12581, 12591, 12681 & 12721 HARBOR BLVD.
12602 & 12601 LEDA LANE



CITY OF GARDEN GROVE
COMMUNITY DEVELOPMENT DEPARTMENT
PLANNING DIVISION
GIS SYSTEM
SEPTEMBER 2010



PLANNED UNIT DEVELOPMENT NO. PUD-126-10



LEGEND

 PROJECT SITE

NOTES

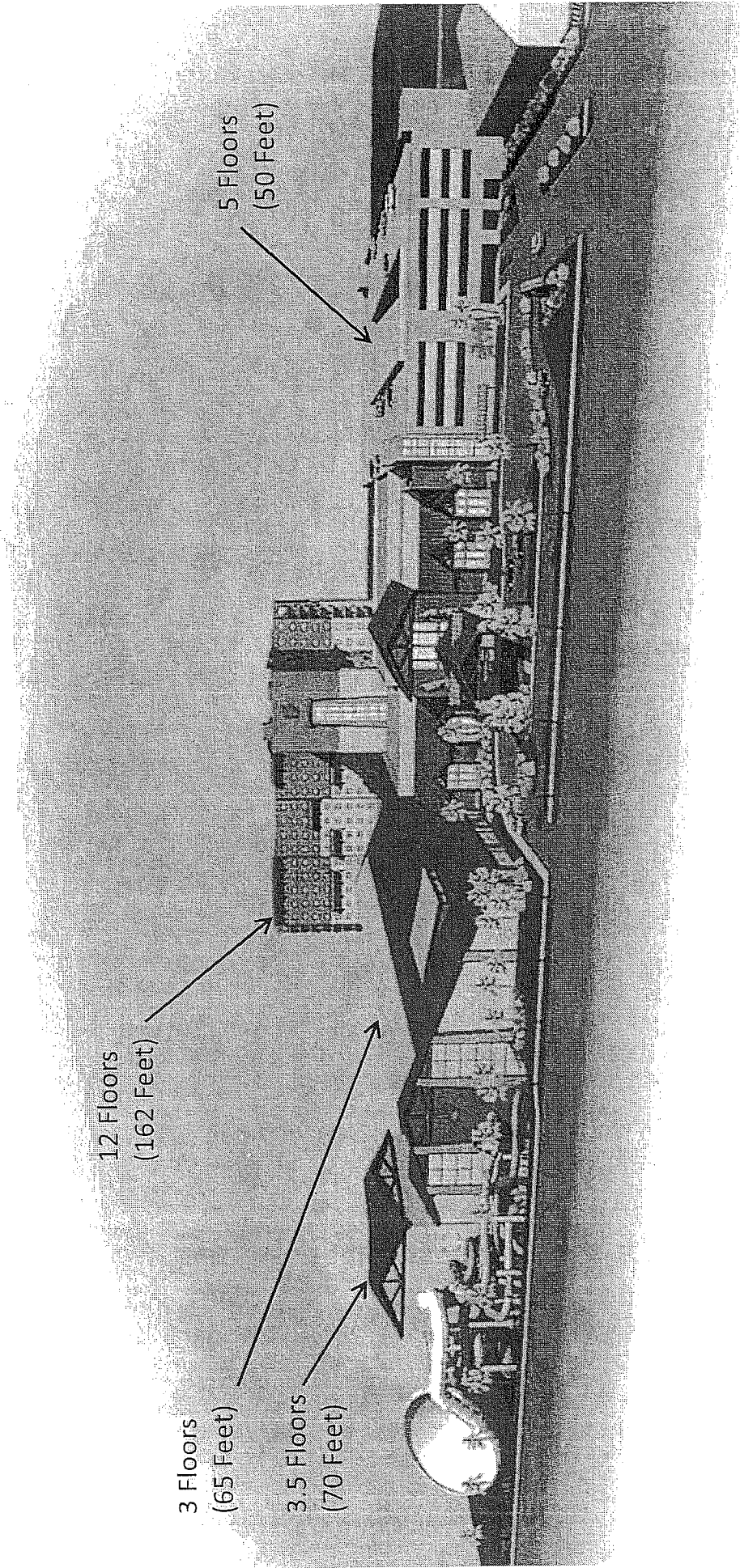
SITE ADDRESS: 12581, 12591, 12681 & 12721 HARBOR BLVD.
12602 & 12601 LEDA LANE

REZONE: FROM PUD-121-98 & R-1 (SINGLE FAMILY
RESIDENTIAL) TO PUD-126-10 (INTERNATIONAL
WEST MIXED USED & LOW DENSITY RESIDENTIAL)



CITY OF GARDEN GROVE
COMMUNITY DEVELOPMENT DEPARTMENT
PLANNING DIVISION
GIS SYSTEM
SEPTEMBER 2010

Building Massing



12 Floors
(162 Feet)

3 Floors
(65 Feet)

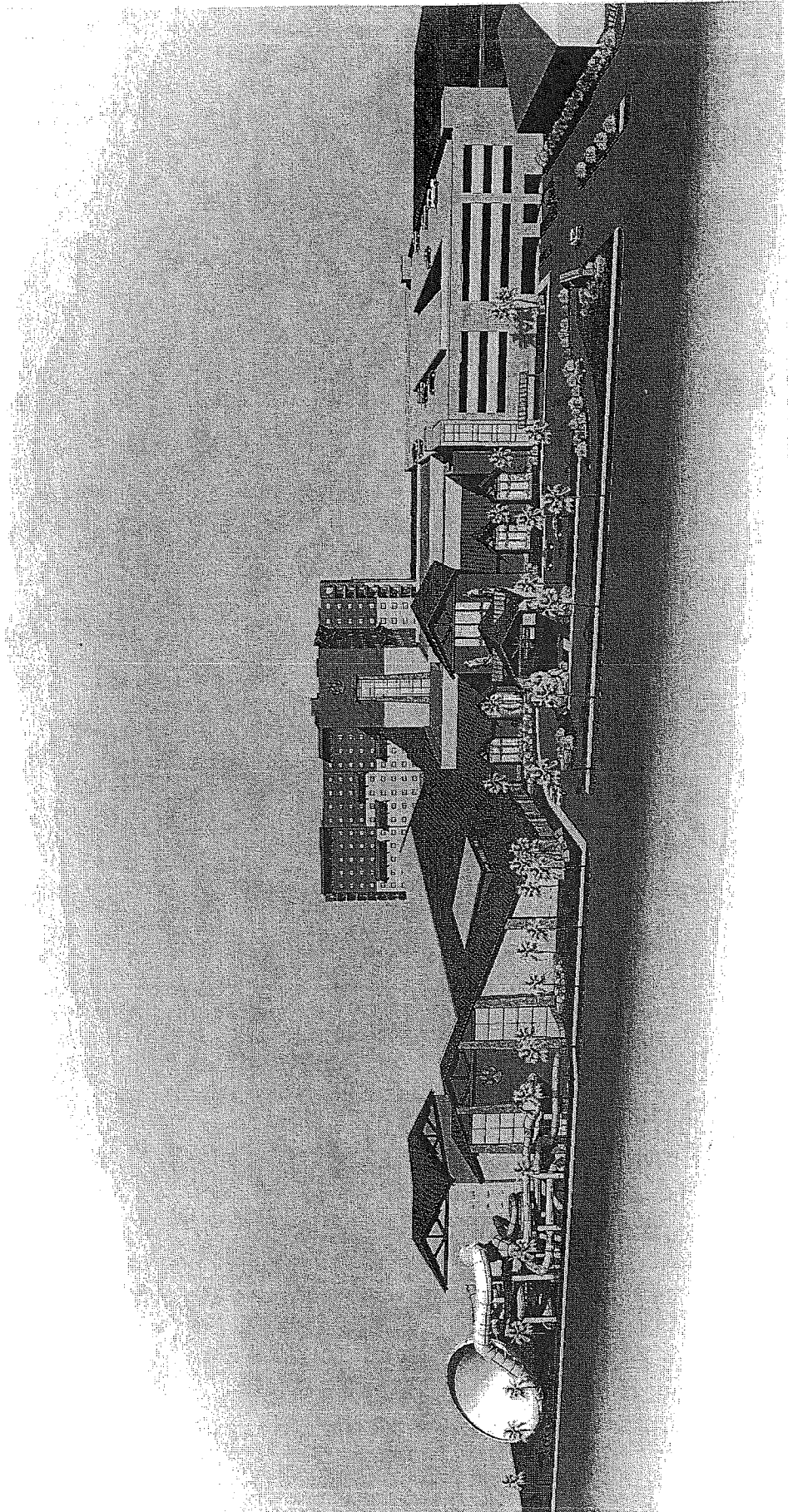
3.5 Floors
(70 Feet)

5 Floors
(50 Feet)

Streetscape

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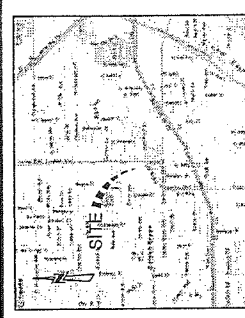
**Architectural Design
Consultants, Inc.**

Great Wolf Lodge - Garden Grove, CA
August 6, 2010

East Perspective

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PROPOSED CONDITIONS
TENTATIVE PARCEL MAP NO. 2010-1178
 IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA
 BEING A CONSOLIDATION AND RE-ORGANIZATION OF A PORTION OF THE NORTHEAST QUARTER
 OF THE SOUTHWEST QUARTER OF SECTION 11, TOWNSHIP 38 NORTH, RANGE 16 WEST



IDENTIFY MAP
 N
 1 inch = 40 ft.



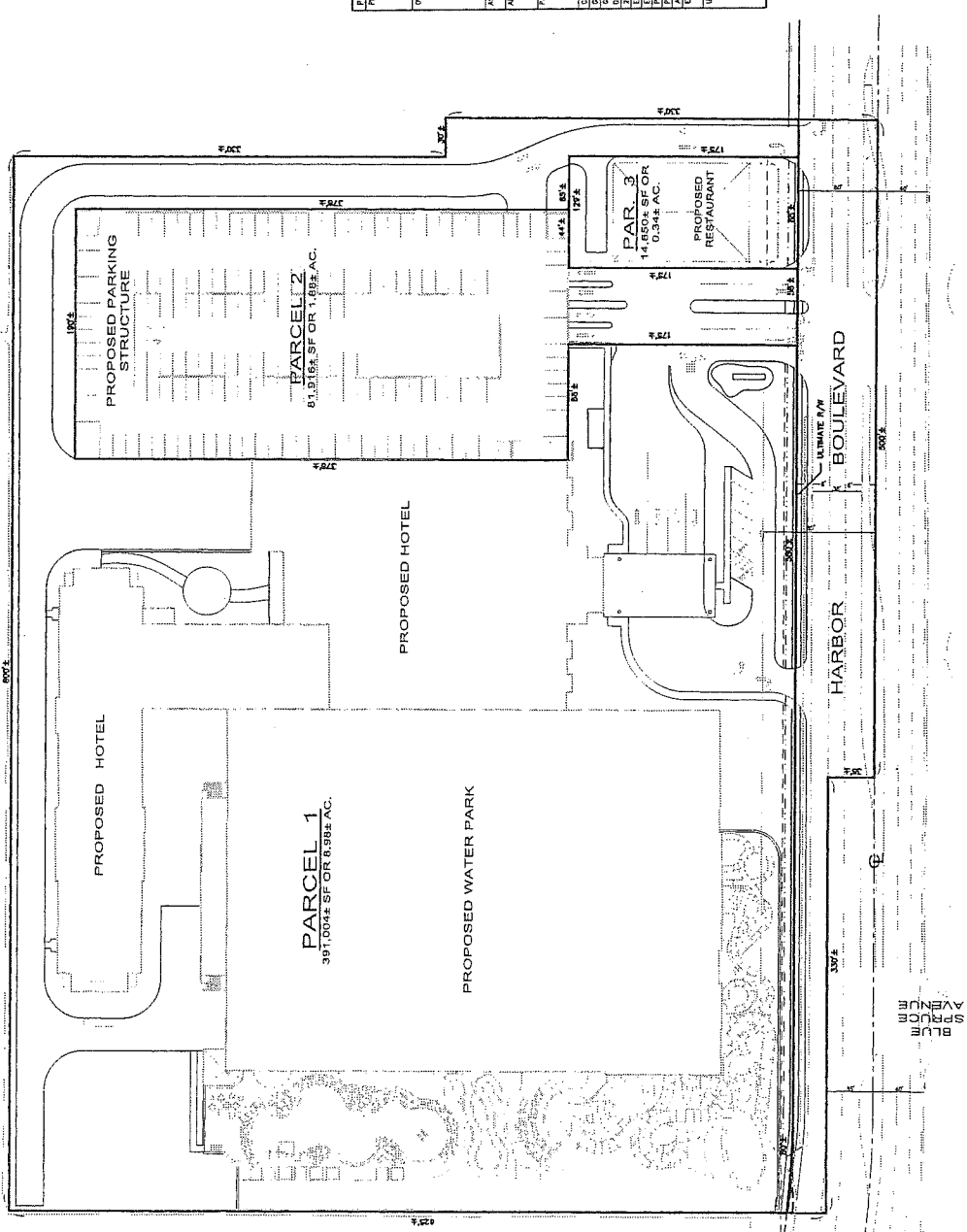
NO.	DATE	DESCRIPTION

TAT
 7818 Parkview Blvd
 Suite 100, Garden Grove, CA 92643
 Tel: (714) 634-1111
 Fax: (714) 634-1111

CITY OF GARDEN GROVE
 1122 GARDEN GROVE BLVD
 GARDEN GROVE, CA 92643

TENTATIVE PARCEL MAP
 12601 A & 12602 LEOLA LANE AND 12591, 12592, 12721 HARBOR BOULEVARD
 GARDEN GROVE, CALIFORNIA 92643

DATE: 8/09/10
 CHECKED: 08/10/10
 DATE: 08/10/10
 1 OF 2



PROJECT INFORMATION:
 PREPARED BY: TAT
 OWNER: TAT
 ADDRESS: 7818 Parkview Blvd, Suite 100, Garden Grove, CA 92643

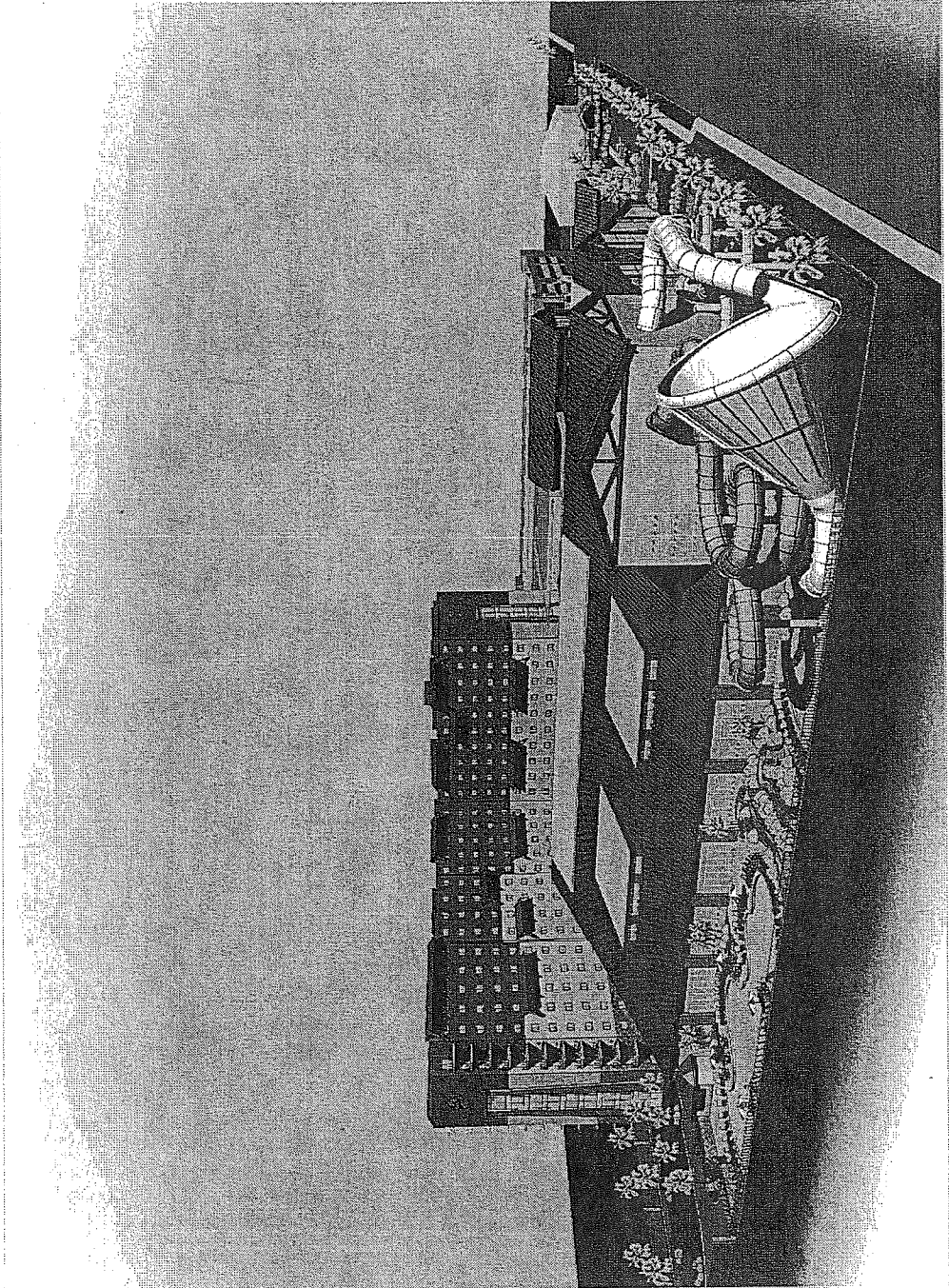
PROJECT DESCRIPTION:
 THIS PROJECT IS A CONSOLIDATION AND RE-ORGANIZATION OF A PORTION OF THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 11, TOWNSHIP 38 NORTH, RANGE 16 WEST, CITY OF GARDEN GROVE, CALIFORNIA. THE PROJECT WILL BE DEVELOPED AS A MIXED-USE COMMERCIAL AND RESIDENTIAL DEVELOPMENT. THE PROJECT WILL INCLUDE A PROPOSED HOTEL, PROPOSED PARKING STRUCTURE, PROPOSED WATER PARK, PROPOSED RESTAURANT, AND PROPOSED RESIDENTIAL DEVELOPMENT.

EXISTING CONDITIONS:
 EXISTING LOT AREA: 1,000,000 SF
 EXISTING GROSS AREA FOR PAVEMENT: 1,000,000 SF
 EXISTING GROSS AREA FOR PARKING: 1,000,000 SF

PROPOSED CONDITIONS:
 PROPOSED LOT AREA: 1,000,000 SF
 PROPOSED GROSS AREA FOR PAVEMENT: 1,000,000 SF
 PROPOSED GROSS AREA FOR PARKING: 1,000,000 SF

QUALITY PAVEMENT:
 RESURFACING/REPAIRS (HOT MIX ASPHALT, PORTLAND CEMENT CONCRETE, ETC.)
 CURBS, GUTTERS, (AS ST) FROM EXISTING CITY & COUNTY ORDINANCES
 ALL UTILITIES SHALL BE DEEPENED AND REPAIRED TO MEET THE LATEST CITY ORDINANCES

NOTE:
 ALL PROPERTY SURVEY RESEARCH IS SUBJECT TO FUTURE REPRODUCTION, REVISIONS AND/OR CHANGES FOR ACCESS, PARKING, DRAINAGE, UTILITIES AND MAINTENANCE.

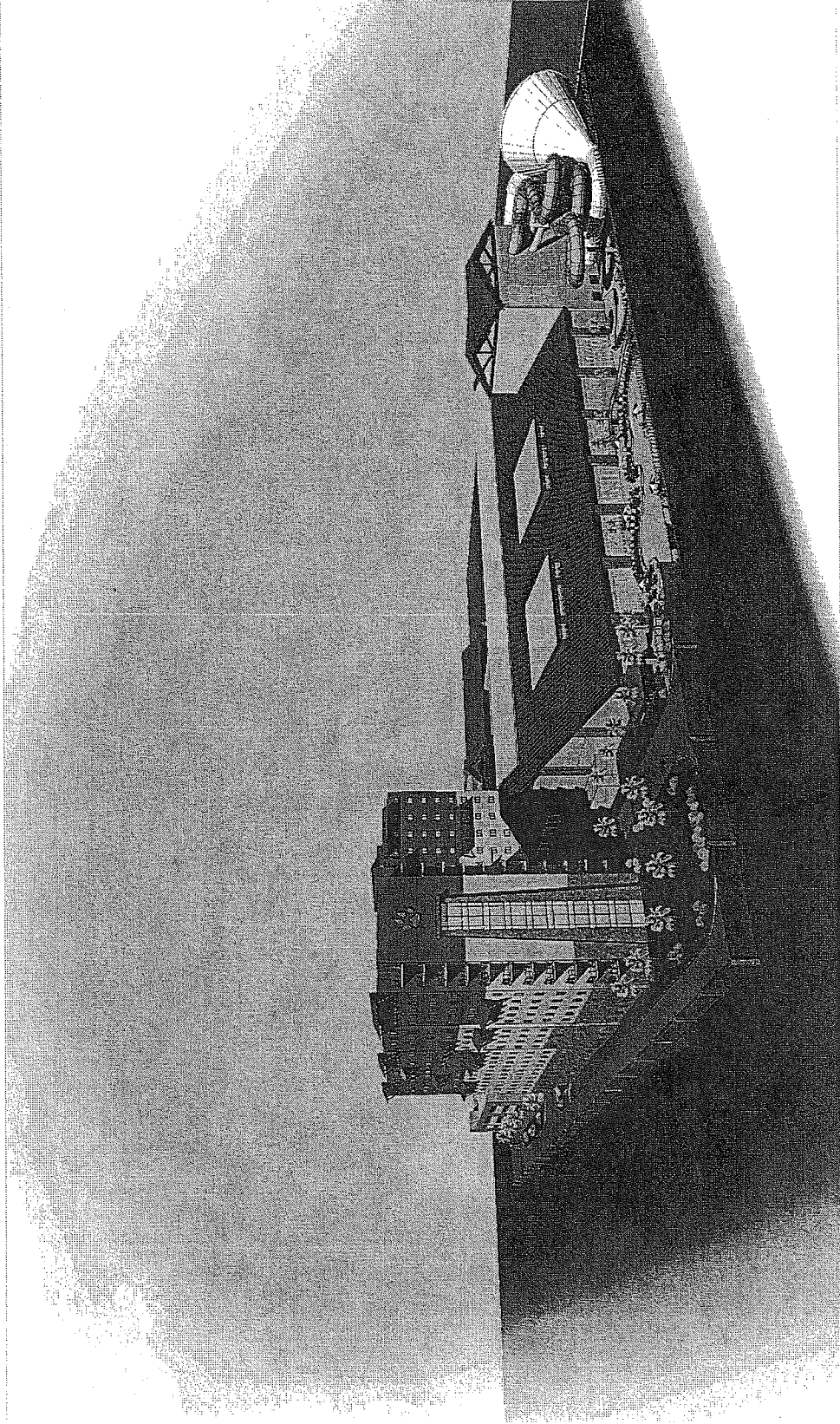


**Architectural Design
Consultants, Inc.**

Great Wolf Lodge - Garden Grove, CA
August 6, 2010

Southeast Perspective

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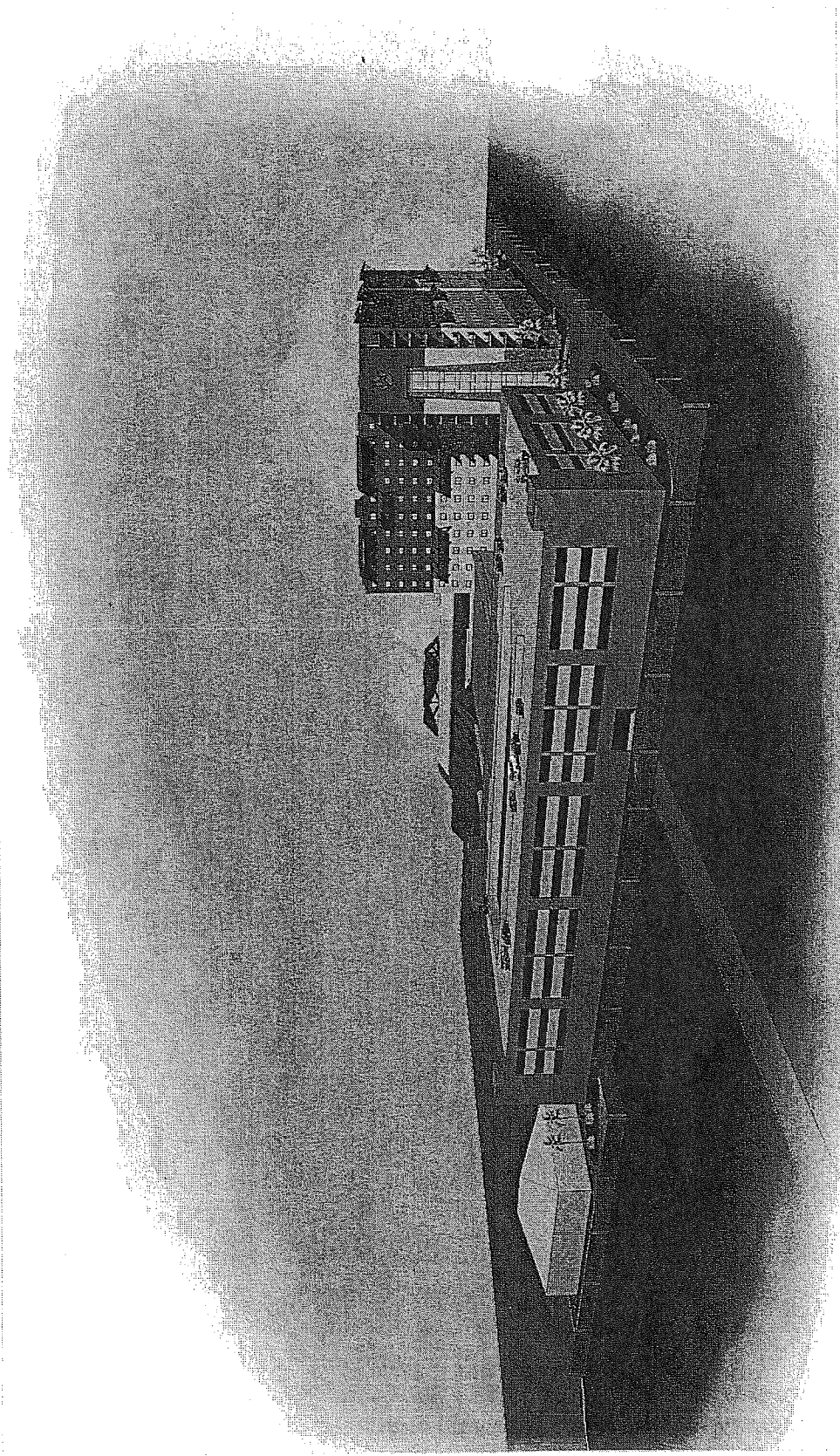


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Great Wolf Lodge - Garden Grove, CA
August 6, 2010

Southwest Perspective

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Great Wolf Lodge - Garden Grove, CA
August 6, 2010

Northwest Perspective

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RESOLUTION NO. 5719

A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF GARDEN GROVE RECOMMENDING THAT THE CITY COUNCIL ADOPT A MITIGATED NEGATIVE DECLARATION AND MITIGATION MONITORING PROGRAM; APPROVE GENERAL PLAN AMENDMENT NO. GPA-1-10(A), CHANGING THE LAND USE MAP DESIGNATION FOR TWO PROPERTIES FROM LOW DENSITY RESIDENTIAL TO INTERNATIONAL WEST MIXED USE; APPROVE PLANNED UNIT DEVELOPMENT NO. PUD-126-10, ENACTING A NEW PLANNED UNIT DEVELOPMENT AND ZONING REGULATIONS FOR PROPERTY CURRENTLY ZONED PLANNED UNIT DEVELOPMENT NO. PUD-121-98 AND R-1-7 (SINGLE-FAMILY RESIDENTIAL); AND APPROVE DEVELOPMENT AGREEMENT NO. DA-183-10.

WHEREAS, the City of Garden Grove has received an application for General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, and Development Agreement No. DA-183-10 for the establishment of a water park themed hotel resort with ancillary restaurant, retail and meeting space uses to be developed on approximately 12.1 acres in an urbanized area in the City of Garden Grove located on the west side of Harbor Boulevard, north of Garden Grove Boulevard and south of Lampson Avenue, with addresses: 12581, 12591, 12681, 12721 Harbor Boulevard, and 12602 and 12601 Leda Lane (Assessor Parcel Numbers: 231-441-27, 29, 39, & 40; 231 431 02 & 03)(collectively, the "Project"); and

WHEREAS, pursuant to the California Environmental Quality Act, California Public Resources Code Section 21000 *et seq.* ("CEQA") and CEQA's implementing guidelines, California Code of Regulations, Title 14, Section 15000 *et seq.*, an initial study was prepared and it has been determined that the proposed Project qualifies for a Mitigated Negative Declaration because the proposed Project with the proposed mitigation measures cannot, or will not, have a significant effect on the environment; and

WHEREAS, a Mitigation Monitoring Program has been prepared and is attached to the Mitigated Negative Declaration listing the mitigation measures to be monitored during project implementation; and

WHEREAS, the Mitigated Negative Declaration was prepared and circulated in accordance with CEQA and CEQA's implementing guidelines; and

WHEREAS, the Planning Commission of the City of Garden Grove held duly noticed public hearings on September 16, 2010 and December 16, 2010 and considered all oral and written testimony presented regarding the Project, the initial study, and the Mitigated Negative Declaration.

NOW, THEREFORE, BE IT RESOLVED, FOUND, AND DETERMINED as follows:

1. The Planning Commission has considered the proposed Mitigated Negative Declaration together with comments received during the public review process.
2. The Planning Commission finds on the basis of the whole record before it, including the initial study and comments received, that there is no substantial evidence that the project will have a significant effect on the environment.
3. The Planning Commission recommends adoption of the Mitigated Negative Declaration and Mitigation Monitoring Program to City Council, subject to Public Resources Code 21083.3 and CEQA Guidelines Section 15183.
4. The record of proceedings on which the Planning Commission's decision is based is located at the City of Garden Grove, 11222 Acacia Parkway, Garden Grove, California. The custodian of record of proceedings is the Director of Community Development.

BE IT FURTHER RESOLVED that the Planning Commission of the City of Garden Grove, in regular session assembled on December 16, 2010, does hereby recommend that the City Council adopt the Mitigated Negative Declaration and Mitigation Monitoring Program and approve General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, and Development Agreement No. DA-183-10 for land located at the west side of Harbor Boulevard between Lampson Avenue and Garden Grove Boulevard at 12581, 12591, 12681, and 12721 Harbor Boulevard and 12601 and 12602 Leda Lane (APN: 231-441-27, 29, 39, & 40; 231-431-02 & 03)(the "Project").

BE IT FURTHER RESOLVED in the matter of General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, and Development Agreement No. DA-183-10, the Planning Commission of the City of Garden Grove does hereby report as follows:

1. The case was initiated by Garden Grove, MXD. Inc.
2. The applicant is requesting approval to amend the General Plan Land Use designation of two of the six subject properties that make up a 12.1-acre site from Low Density Residential to International West Mixed Use and rezone the site to Planned Unit Development No. PUD-126-10 in order to allow future development a water park hotel project that includes an approximately 605 room hotel, indoor/outdoor water park, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility that will serve alcoholic beverages, a 5-level parking structure, and an approximately 14,850 square foot restaurant pad. A Development Agreement is also proposed.
3. The Community Development Department has prepared a Mitigated Negative Declaration for the project, that (a) concludes that with the appropriate mitigation measures the proposed project can not, or will not, have a

significant adverse effect on the environment, and (b) was prepared and circulated in accordance with applicable law, including CEQA and CEQA's implementing guidelines.

4. The property has a General Plan Land Use designation of International West Mixed Use and Low Density Residential and is currently zoned Planned Unit Development No. PUD-121-98 and R-1 (Single-Family Residential). Approximately half of the subject site is vacant and unimproved and the other half is occupied with a vacant commercial building, a recreational vehicle park, and two vacant single-family homes.
5. Existing land use, zoning, and General Plan designation of property in the vicinity of the subject property have been reviewed.
6. Report submitted by City staff was reviewed.
7. Pursuant to legal notice, public hearings were held on September 16, 2010 and December 16, 2010, and all interested persons were given an opportunity to be heard.
8. The Planning Commission gave due and careful consideration to the matter during its meeting of December 16, 2010; and

BE IT FURTHER RESOLVED, FOUND AND DETERMINED that the facts and reasons supporting the conclusion of the Planning Commission are as follows:

FACTS:

The property is a 12.1-acre site, comprised of six (6) properties that are located on the west side of Harbor Boulevard, between Lampson Avenue and Garden Grove Boulevard. The property is located within the City's International West area, which includes hotels located to the north, restaurants, retail, and office uses.

The purpose for the proposed General Plan Amendment, Planned Unit Development zoning, and Development Agreement is to allow the development of the 12.1-acre site to allow the construction of a water park hotel project that includes an approximately 605 room hotel, an approximately 130,000 square foot indoor/outdoor water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility that will serve alcoholic beverages, a 5-level parking structure, and an approximately 14,850 square foot restaurant pad.

The developer is authorized to enter into a Development Agreement in compliance with Government Code Section 65864.

FINDINGS AND REASONS:General Plan Amendment:

1. The General Plan Amendment is internally consistent with the goals and objectives of all elements of the City's adopted General Plan. The proposed water park hotel facility is compatible with the other existing and planned land uses in the area. The International West Mixed Use Land Use designation promotes the development of hotels, resorts, amusement facilities, and restaurants along Harbor Boulevard.
2. The General Plan Amendment will promote the public interest, health, safety, and welfare by maintaining a General Plan Land Use designation and zoning, which are consistent with the proposed use of the site and with the improvements in the area.
3. The size and shape of the area is suitable for the proposed land use designation of International West Mixed Use. The proposed use is consistent with the proposed General Plan Land Use designation and zoning, which fosters development of hotels, resorts, amusement facilities, and restaurants along Harbor Boulevard.

Planned Unit Development:

1. The location, design, and the proposed uses are compatible with the character of the existing development in the vicinity and will be well integrated into its setting.

The subject site is located in an area that is improved with commercial, office, and hotel developments along Harbor Boulevard that are surrounded by residential uses.

The subject 12.1-acre site has been primarily used for commercial uses, a recreational vehicle park, and two single-family homes. Currently, a portion of the site is vacant, with the other areas developed with a vacant commercial building, the recreational vehicle park, and the two vacant single-family homes. The proposed development is compatible with the existing commercial and hotel developments along Harbor Boulevard that are located with the area identified by the City's General Plan as International West.

2. The plan will produce a stable and desirable environment and will not cause undue traffic congestion on surrounding streets.

The proposed zoning of the site to a Planned Unit Development to accommodate the proposed intensity and density of the site will create a stable and desirable environment by consolidating the parcels into one site; enhance the opportunity to utilize the site to its fullest intent as prescribed in the General Plan 2030 Update; create additional hotel space along with creating a

tourist destination spot; provide sufficient amount of parking to address the anticipated demand for a development; will produce a substantial amount of traffic that, with the implementation of mitigation measures would not cause undue traffic congestion on surrounding streets.

3. Provision is made for both public and private open spaces.

The project has been designed in accordance with the City Code provisions for providing an adequate amount of landscaping within the street setbacks and elsewhere on-site. Additionally, the water park portion of the site provides both indoor and outdoor recreational space for patrons of the hotel.

4. Provision is made for the protection and maintenance of private areas reserved for common use.

Through the conditions of approval, all necessary agreements for the protection and maintenance of private areas reserved for common use will be in place prior to the start of construction and will be required to be adhered to for the life of the project.

5. The quality of the project, achieved through the proposed Planned Unit Development zoning, is greater than could be achieved through traditional zoning.

The current zoning designations of Planned Unit Development No. PUD-121-98 and R-1 (Single-Family Residential) would not facilitate the proposed development that is encouraged and prescribed in the City's General Plan 2030 Update. Furthermore, in order to allow the subject project to move forward, changing the zoning to Planned Unit Development No. PUD-126-10 is necessary. The new PUD zone will encompass 12.1 acres slated for the water park hotel facility. The anticipated water park hotel development, which is best facilitated through the proposed PUD zoning, will allow for increased building heights and a hotel with amenities that include an indoor/outdoor water park, restaurants, and meeting rooms. Therefore, the proposed PUD will allow for a project with a superior design than what can be achieved under the existing zoning for the property.

INCORPORATION OF FACTS AND FINDINGS SET FORTH IN STAFF REPORT

In addition to the foregoing, the Planning Commission incorporates herein by this reference, the facts and findings set forth in the staff report.

BE IT FURTHER RESOLVED that the Planning Commission does conclude:

1. The General Plan Amendment and Development Agreement possess characteristics that would indicate justification of the request in accordance with Municipal Code Section 9.32.020 (General Plan Amendment) and

Government Code Section 65864 et. seq. provisions for Development Agreement.

2. The Planned Unit Development possesses characteristics that would indicate justification of the request in accordance with Municipal Code Section 9.16.03.020 (Planned Unit Development).
3. The implementation provisions for Planned Unit Development No. PUD-126-10 are as follows:

Planned Unit Development provisions and development standards

Purpose and Intent

The purpose and intent of this Planned Unit Development is to facilitate the development of the 12.1-acre project site that consists of an approximately 605 room hotel, an approximately 130,000 square foot indoor/outdoor water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, a 5-level parking structure, and an approximately 14,850 square foot restaurant pad. In the event that the restaurant pad is sold off to a separate owner, the site will be governed by Covenants, Conditions, and Restrictions (CC&R's) or similar document.

Permitted Uses

- All uses permitted in the Harbor Corridor – District Commercial (HCSP-DC) zone.
- Hotels, hotels with convention space, meeting rooms, restaurants, and ancillary uses such as gift shops, coffee and beverage dispensary, swimming pool and fitness room.
- Resort Hotels with amusement facilities. Amusement facilities may include, but is not limited to, water parks and mechanical rides that are typical of amusement parks. Any outdoor amusement area that is not a hotel pool area shall be subject to Conditional Use Permit Approval.
- Alcohol sales on-site and off-site subject to all provisions of Title 9 Zoning Code, including, but not limited to Conditional Use Permit (CUP) approval.
- Restaurants with or without alcoholic beverage sales.
- Restaurants with outside eating area. Outside eating areas shall be separated from sidewalks, landscape areas, and drive aisles by a minimum 5-foot landscape area and a minimum 5-foot high barrier that allows visibility into the outside dining area from any public area.

- Entertainment is limited to an accessory use to the hotel operation. Flyer events/parties, erotic dancers or any other special entertainment activities that are private or open to the public are not permitted.
- Outside vending such as hot dog carts, merchandise carts, and similar free standing/mobile vending carts subject to Conditional Use Permit approval.
- Athletic and health clubs, spas, and public/private gyms subject Conditional Use Permit approval.
- Any proposed use not listed is first subject to the Zoning Administrator's (ZA) review (or their designee) pursuant to Section 9.32.030 of the Municipal Code. If the Zoning Administrator or the designee determines that the proposed use should be subject to further review, the matter will be referred to the appropriate hearing body and processed as a determination of use.

Uses Not Permitted

- Auto repair and servicing.
- Tires sales and/or service.

Site Area Requirements

Minimum lot size is 3-acres. Initial development may occur in phases subject to an approved phasing plan by the City.

Due to the nature of the intended development, there is no restriction on lot coverage.

Set backs

1. Minimum building setback from face of curb along Harbor Boulevard is 15-feet. Note: within the minimum setback along Harbor Boulevard, a sidewalk width of 8-feet shall be provided along with landscape planter areas on both sides of the sidewalk, thereby allowing for palm trees on both sides of the side walks along with the required canopy trees, shrubs, and ground covers.
2. Minimum building setback along the northerly property line is 33-feet, with the exception of the parking structure, which shall maintain a minimum 41-ft setback. The minimum building setback from the westerly property line shall be 35-feet. Building elements and architectural pop-outs shall be permitted to encroach into the setback along the westerly property line a maximum of three (3) feet with the total linear feet of building pop-outs not to exceed 50 percent of the linear length of the property line. The minimum setback along the southerly property line shall be 10-feet unless a greater setback is required for emergency access or Building Code requirements.

3. Building elements such as structural components, architectural features, roof projections, and similar elements may project into any side or front setback up to 5-feet but may only reduce the street frontage setbacks by no more than 25 percent of the entire length.
4. No interior setbacks required other than that prescribed by site design and the California Building Code and Uniform Fire Code.

Maximum Building Height

Building height hotel structure may range from one to 12 stories with a maximum building height of 165-feet to top of parapet wall. The height of the water park building shall be a maximum of 70-feet. The height of the 5-level parking structure shall not exceed 50-feet to top of parapet wall, with the exception of the stairwell/elevator towers, which may extend an additional 16-feet above the top of the parapet wall. The height of the freestanding restaurant shall not exceed 35-feet. All structures are subject to any restrictions by the California Building Code and Uniform Fire Code.

Landscaping

General: The site shall consist of a combination of trees, shrubs and bushes, and ground cover with the allowance for other landscape treatments such as large rocks, water elements, and unique walkway paving, and street furniture. Any area not covered by roadways, parking, walkways, and buildings, shall have landscape treatment. A minimum 5-foot landscape buffer shall be provided along the northerly and westerly property lines and a minimum 15-foot landscape planter shall be provided along Harbor Boulevard.

Harbor Boulevard Landscape Treatment: Landscaping along Harbor Boulevard, including within the public-of-way, shall include two rows of Date Palm Trees (minimum brown trunk height of 25-feet), canopy trees (minimum 24-inch box), shrubs, and ground covers. Landscape materials shall match the landscape materials used within the project located at the southwest corner of Harbor Boulevard and Chapman Avenue. Landscape area shall include up-lighting on the trees. All aspects and elements of the Harbor Boulevard Landscape Treatment shall be included on the required Project landscape/irrigation plans and shall be reviewed and approved by the City prior to the beginning of site construction.

Landscape Plan: A detailed landscape plan shall be prepared and approved prior to site construction. The plan shall be detailed to show all plant material, water elements, pathways, and other landscape treatments. The landscape plan shall be the basis of how the site is to be developed and maintained for the life of the project. Should changes need to occur, revisions, renovations, or changes to the landscaping shall be reviewed by the City to ensure the aesthetics are maintained concerning this element of the overall project.

The landscape plan shall incorporate and maintain for the life of the project those means and methods to address water run-off also identified as Low Impact Development provisions, which address water run-off. This is to also to be inclusive of any applicable Water Quality Management Plan (WQMP), the Orange County Drainage Area Management Plan (DAMP) and any other water conservation measures applicable to this type of development.

Boundary: The site's boundary for maintenance, landscaping, and improvements is that area around the project site that is to the property line along adjacent properties and where the project is adjacent to public right-of-way, the boundary shall extend to the curb of each street respectively.

Maintenance: The overall site, inclusive of the landscaped areas and other amenities and features (e.g., water elements, irrigation systems, sculptures, street furniture, trash receptacles, common area signage, and lighting) shall be kept in proper working condition, maintained for the life of the project, and have the planted areas to be in a weed free, healthy and growing condition, with overall debris removed on regular basis.

Circulation and Access

The site shall be limited to three (3) ingress and egress points on Harbor Boulevard with an additional emergency vehicle point. The final location of the emergency access shall be determined prior to submittal of plans for building and grading permits. If emergency access is provided through an adjacent property, a recorded emergency access agreement with the adjacent property owner(s) shall be provided prior to issuance of building permits. The main access point shall be a lighted intersection that will permit two-way traffic, allowing left and right-turn movements in and out of the site. The northerly driveway, located along the north property line, shall be a two-way drive that will only allow right-turn movements in and out of the site. The most southerly driveway shall be an exit only driveway limited to right-turn vehicle movements.

Internal circulation shall allow vehicles ease of access to all parking areas, allow for convenient drop-off and pick-up areas, and meet applicable City standards.

All driveways along Harbor Boulevard shall include decorative paving that extends a minimum of 15-feet back from the property line. The emergency access point shall be gated with a knox box and shall only be used for emergency access vehicles.

Any expansion of the water park hotel project, addition of any use not covered by the subject approval and associated entitlements, or any new project shall requires a site specific traffic and parking analysis, shall be prepared for City review and approval.

Parking Areas and Requirements

All retail space shall be calculated at one (1) parking space per 200 square feet of gross floor area.

Restaurants and conference rooms shall be calculated at one (1) parking space per 100 square feet of gross floor area.

Hotel and motel with manager's unit uses shall be calculated at a minimum of .8 space per room plus two (2) spaces for manager's unit.

Parking for other uses shall comply with the parking requirements of Section 19.16.040.150 of Title 9 of the Municipal Code.

All parking areas shall comply with parking standards as stated within Title 9 of the Municipal Code.

All parking structures shall be designed to be architecturally compatible with on-site buildings, utilizing similar design features, details and materials. All sides of a parking structure that are in view from adjacent properties and public-rights-of-way shall be architecturally enhanced. Parking structures shall be well illuminated, including having the interior of the parking garage painted a light color, and designed to meet City parking standards for aisle width, stall sizes, and height clearances. Within the structures, an emergency communication system shall be installed and maintained that allows emergency services such as police, fire, and paramedics, the ability to use communication devices throughout the enclosed areas.

Signs and Graphic Standards

A sign plan shall be provided that governs the overall site signage that is inclusive of business signage, common area signage, sales and lease signs, future tenant signs, and directional signs. The sign plan shall be approved prior to construction of the site and shall remain in effect for duration of the project. Should changes occur to the approved sign plan, the City shall first grant approval.

All sign calculations for commercial businesses shall be calculated per 9.20 of Title 9 of the Municipal Code the C-1 zone. Signs may be mounted flush with the wall surface or perpendicular to the wall (blade sign).

All common area signs, directional signs, and kiosk type signs shall be uniform in lettering, material, and coloring.

All signage, including a free-standing monument sign shall be architecturally compatible with on-site buildings. A freestanding sign structure shall utilize similar details and finishes that are used on the on-site buildings. Location of monument signs shall not occur in any public right-of-way or within any vision clearance area and shall not exceed a height of 5-feet or a width of 10-feet, not exceeding a sign

face area of 100 square feet. These specific signs may include tenant names of up to three tenants. Signs may be double face.

Utilities

All utility lines shall be underground or placed in locations as to be concealed from view. This includes gas and electrical lines and conduit, Cable TV, and telephone lines and conduit, and any other utility or service lines, including water pipes for domestic use and fire sprinkler systems.

Storage and Refuse Collection

All staging and storage areas for all the businesses on site shall be provided within their respective tenant space. No outside storage area shall be provided nor shall there be any outside storage of goods or merchandise at any time. The site may create designated staging areas (loading/unloading) for general deliveries of goods sold on the site, but maintained as such to not create hindrances to vehicle or pedestrian traffic or create restrictions for emergency vehicles or emergency access.

Refuse storage and collection areas shall be provided and subject to both Garden Grove Sanitation District (GGSD), and GGSD contracted solid waste handler/hauler approval, and be subject to applicable building and fire codes.

Environmental Mitigation Measures

The overall development and subsequent occupancy and operation of the site shall be subject to those environmental mitigation measures as identified in the environmental analysis prepared for Planned Unit Development No. PUD-126-10, as well as any environmental mitigation measures identified in the General Plan 2030 Update Environmental Impact Report that apply to the International West Mixed Use area.

Covenants, Conditions, and Restrictions (CC&R's)

Prior to any portion, unit or otherwise, of the subject site becoming under separate ownership, the developer/subdivider shall record a set of Covenants, Conditions, and Restrictions (CC&Rs) or a similar legal document reviewed and approved by the City that is all inclusive of the entire development. The CC&Rs shall include, without limitation, all provisions of PUD-126-10 development standards, the mitigation measures referenced herein, operational and maintenance provisions for the entire site and those areas noted within the boundaries of the Project site, and other provisions applicable to the Project.

Absence of Provisions and Standards

Any matters pertaining to the development or occupancy or operation of the subject site that is not listed or provided herein shall be subject to the provisions and

development standards of the City's Municipal Code, inclusive. This would include, but not be limited to, undergrounding all existing and new utilities serving the site, complying with all Building, Fire, and Development Codes, and paying all related fees, bonds, and other associated costs.

Development Plans

Should the Community Development Director determine that a Developer's submittal of development plans are in substantial compliance with the provisions of this PUD and in similar shape, form and configuration with the plans that are included with this approval, such Developer may proceed to securing the appropriate building permits for constructing the development without further entitlement review. However, any entitlement not covered under this PUD, such as a Subdivision Map (Tentative Tract Map and/or Tentative Parcel Map), Conditional Use Permit, or other, shall be processed in accordance with the City's Municipal Code.

Associated Conditions of Approval

All conditions of approval as applied to Tentative Parcel Map. No. PM-2010-1178, shall apply, shall be incorporated into the final design of the development and incorporated in the development plans submitted for City review. All conditions of approval as applied to Conditional Use Permit No. CUP-303-10 for the sale of alcoholic beverages for on-site consumption shall apply to the hotel and associated amenities.

ADOPTED this 16th day of December, 2010

/s/ KRIS BEARD
CHAIR

I HEREBY CERTIFY that the foregoing resolution was duly adopted at the regular meeting of the Planning Commission of the City of Garden Grove, State of California, held on December 16, 2010, by the following votes:

AYES:	COMMISSIONERS:	BEARD, BUI, ELLSWORTH, PAK
NOES:	COMMISSIONERS:	NONE
ABSENT:	COMMISSIONERS:	BONIKOWSKI, CABRAL
VACANCY:	COMMISSIONERS:	ONE

/s/ JUDITH MOORE
SECRETARY

PLEASE NOTE: Any request for court review of this decision must be filed within 90 days of the date this decision was final (See Code of Civil Procedure Section 1094.6).

A decision becomes final if it is not timely appealed to the City Council. Appeal deadline is January 6, 2011.

RESOLUTION NO. 5720

A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF GARDEN GROVE ADOPTING A MITIGATED NEGATIVE DECLARATION AND MITIGATION MONITORING PROGRAM AND APPROVING CONDITIONAL USE PERMIT NO. CUP-303-10 AND TENTATIVE PARCEL MAP NO. PM-2010-1178.

WHEREAS, the City of Garden Grove has received an application for Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178, for the establishment of a water park themed hotel resort with ancillary restaurant, retail and meeting space uses to be developed on approximately 12.1 acres in an urbanized area in the City of Garden Grove located on the west side of Harbor Boulevard, north of Garden Grove Boulevard and south of Lampson Avenue, with addresses: 12581, 12591, 12681, 12721 Harbor Boulevard, and 12602 and 12601 Leda Lane (Assessor Parcel Numbers: 231-441-27, 29, 39, & 40; 231-431-02 & 03)(collectively, the "Project"); and

WHEREAS, pursuant to the California Environmental Quality Act, California Public Resources Section 21000 *et seq.* ("CEQA") and CEQA's implementing guidelines, California Code of Regulations, Title 14, Sections 15000 *et seq.*, an initial study was prepared and it has been determined that the proposed Project qualifies for a Mitigated Negative Declaration because the proposed Project with the proposed mitigation measures cannot, or will not, have a significant effect on the environment; and

WHEREAS, a Mitigation Monitoring Program has been prepared and is attached to the Mitigated Negative Declaration listing the mitigation measures to be monitored during project implementation; and

WHEREAS, the Mitigated Negative Declaration was prepared and circulated in accordance with CEQA and CEQA's implementing guidelines; and

WHEREAS, the Planning Commission of the City of Garden Grove held duly noticed public hearings on September 16, 2010 and December 16, 2010 and considered all oral and written testimony presented regarding the Project, the initial study, and the Mitigated Negative Declaration.

NOW, THEREFORE, BE IT RESOLVED, FOUND, AND DETERMINED as follows:

1. The Planning Commission has considered the proposed Mitigated Negative Declaration together with comments received during the public review process.

2. The Planning Commission finds on the basis of the whole record before it, including the initial study and comments received, that there is no substantial evidence that the project will have a significant effect on the environment.
3. The Planning Commission hereby approves and adopts the Mitigated Negative Declaration and the Mitigation Monitoring Program for the Project.
4. The Mitigated Negative Declaration reflects the Planning Commission's independent judgment and analysis.
5. The record of proceedings on which the Planning Commission's decision is based is located at the City of Garden Grove, 11222 Acacia Parkway, Garden Grove, California. The custodian of record of proceedings is the Director of Community Development.

BE IT FURTHER RESOLVED that the Planning Commission of the City of Garden Grove, in regular session assembled on December 16, 2010, does hereby approve Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178, for land located on the west side of Harbor Boulevard, south of Lampson Avenue, north of Garden Grove Boulevard at 12581, 12591, 12681, and 12721 Harbor Boulevard and 12601 and 12602 Leda lane, Parcel Nos. 231-441-27, 29, 39, & 40; 231-431-02, & 03.

BE IT FURTHER RESOLVED in the matter of Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178, the Planning Commission of the City of Garden Grove does hereby report as follows:

1. The subject case was initiated by Garden Grove MXD, Inc.
2. The applicant is concurrently requesting approval to amend the General Plan Land Use designation of two of the six subject properties that make up a 12.1-acre site from Low Density Residential to International West Mixed Use (General Plan Amendment No. GPA-1-10(A) and rezone the site to Planned Unit Development No. PUD-126-10 in order to allow future development of a water park hotel project that includes an approximately 605 room hotel, an approximately 130,000 square foot indoor/outdoor water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility that will serve alcoholic beverages, a 5-level parking structure, and an approximately 14,850 square foot restaurant pad. A Development Agreement is also being concurrently proposed. General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, and Development Agreement No. DA-183-10 require approval of the Garden Grove City Council.

3. The property has a General Plan Land Use designation of International West Mixed Use and Low Density Residential and is currently zoned Planned Unit Development No. PUD-121-98 and R-1 (Single-Family Residential). Approximately half of the subject 12.1-acre site is vacant and unimproved and the other half is occupied with a vacant commercial building, a recreational vehicle park, and two vacant single-family homes.
4. The applicant requests approval of a Conditional Use Permit to allow the water park hotel facility to operate with Alcoholic Beverage Control Licenses that will allow the sale and service of alcoholic beverages in the restaurants, pool/water park area, meeting/banquet rooms and adjacent pre-function areas, and in-room service via room service and/or mini-bars. The types of licenses include "47" (On-Sale General-Eating Place); Duplicate Type "47" (On-Sale General-Eating Place); Type "66" (Controlled Access Cabinet); and Type "68" (Portable Bar License).
5. The applicant also requests approval of a Tentative Parcel Map to reconfigure six (6) existing properties into three (3) separate properties.
6. Existing land use, zoning, and General Plan designation of property in the vicinity of the subject property have been reviewed.
7. Report submitted by City staff was reviewed.
8. Pursuant to legal notice, public hearings were held on September 16, 2010 and December 16, 2010, and all interested persons were given an opportunity to be heard.
9. The Planning Commission gave due and careful consideration to the matter during its meeting of December 16, 2010; and

BE IT FURTHER RESOLVED, FOUND AND DETERMINED that the facts and reasons supporting the conclusion of the Planning Commission, as required under Municipal Code Sections 9.32.030 and 9.40, are as follows:

FACTS:

The property is a 12.1-acre site, comprised of six (6) properties that are located on the west side of Harbor Boulevard, between Lampson Avenue and Garden Grove Boulevard. The property is located within the City's International West area, which includes hotels located to the north, restaurants, retail, and office uses.

The site has a General Plan Land Use designation of International West Mixed Use and Low Density Residential and is currently zoned Planned Unit Development No. PUD-121-98 and R-1 (Single-Family Residential).

The applicant is requesting approval of a Conditional Use Permit to allow the water park hotel facility to operate with Alcoholic Beverage Control Licenses that will allow the sale and service of alcoholic beverages in the restaurants, pool/water park area, meeting/banquet rooms and adjacent prefunction areas, and in-room service via room service and/or mini-bars. The types of licenses include "47" (On-Sale General-Eating Place); Duplicate Type "47" (On-Sale General-Eating Place); Type "66" (Controlled Access Cabinet); and Type "68" (Portable Bar License).

The applicant is also requesting Tentative Parcel Map approval to reconfigure six (6) existing properties into three (3) separate properties.

The application for Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178 is being processed in conjunction with General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10 and Development Agreement No. DA-183-10.

The General Plan Amendment and Planned Unit Development will facilitate the development of the site with the proposed water park hotel facility and associated site improvements that include restaurant uses, a parking structure, and a restaurant pad for a free-standing restaurant.

The water park hotel facility is located in a high-crime district, and in an area with an over-concentration of Alcoholic Beverage Control (ABC) Licenses. A summary of the district is as follows:

- The subject site is located in Crime Reporting District No. 144.
- The crime count for the District is 286.
- Average crime count per district in the City is 94.
- A District is considered high when it exceeds the Citywide average by 20%.
- The subject District has a crime count of 204% above the Citywide average; therefore, it is considered a high-crime area.
- The subject site is located in Alcoholic Beverage Control (ABC) Census Report District No. 885.02.
- ABC Census Reporting District No. 885.02 allows for six (6) on-sale licenses within the District. Currently, there are twelve (12) on-sale licenses in the District. The approval of this CUP will increase the number of ABC Licenses in this District by one (1), and the total number of on-sale licenses in the District will be thirteen (13).

A finding for public convenience or necessity must be made in order to approve an establishment that is requesting a new original Alcoholic Beverage Control license that is located within a district with a high crime rate and/or in an area with an over-concentration of ABC licenses. Pursuant to California Business and Professions Code Sections 23958 and 23958.4, the ABC is required to deny an application for a license if issuance of that license would tend to create a law enforcement problem, or if issuance would result in or add to an undue concentration of licenses, unless it is determined that the public convenience and necessity would be served by the issuance of the license.

FINDING OF PUBLIC CONVENIENCE OR NECESSITY

The public convenience and necessity would be served by the issuance of the proposed Alcoholic Beverage Control Licenses, which will allow the sale and service of alcoholic beverages in the restaurants, pool/water park area, meeting/banquet rooms and adjacent pre-function areas, and in-room service via room service and/or mini-bars.

Although the proposed establishment is located in a high-crime area with an over-concentration of on-sale ABC licenses, a finding for public convenience or necessity is warranted given the potential indirect and direct community benefit through the addition of alcoholic beverage licenses, which would provide an additional amenity that would enhance the experience at the proposed water park hotel facility. Additionally, the sale of alcoholic beverages is an amenity that is normal for resort type hotels, such as the subject hotel. The use will not adversely affect the health, peace, comfort or welfare of persons residing or working in the surrounding area. The conditions of approval will minimize potential impacts to the adjoining area. Provided the conditions of approval are adhered to for the life of the Project, the use will be harmonious with the persons who work and live in the area.

The Community Development Department and the Police Department have reviewed the request and are supporting the proposal. All standard conditions of approval for a Type "47", duplicate "47", "66", and "68" Licenses will apply.

FINDINGS AND REASONS:

Conditional Use Permit:

1. The proposed use will be consistent with the City's adopted general plan.

This approval will allow the subject water park hotel facility to sell alcoholic beverages for on-site consumption. Upon approval of the associated General Plan Amendment and Planned Unit Development, the subject site will maintain a General Plan Land Use Designation of International West Mixed Use and zoning of

Planned Unit Development No. PUD-126-10. The International West Mixed Use Land Use designation promotes the development of hotels, resorts, amusement facilities, and restaurants along Harbor Boulevard. Alcohol sales by resort hotels and restaurants are conditionally permitted in this zone. The sale of alcoholic beverages is an amenity that is normal for resort type hotels, such as the proposed subject hotel. Provided that the conditions of approval are complied with, the use will be consistent with the General Plan.

2. The proposed use will not adversely affect the health, peace, comfort or welfare of persons residing or working in the surrounding area.

This approval will allow the water park hotel facility to sell alcoholic beverages for on-site consumption. The types of alcohol sales contemplated will not adversely affect the health, peace, comfort or welfare of persons residing or working in the surrounding area. The conditions of approval impose requirements designed to mitigate the secondary impacts commonly associated with alcohol sales and will minimize potential impacts to the adjoining area. Pursuant to the conditions of approval, no alcohol may be served or consumed outside of the premises. It is anticipated that most of the alcohol sales will be to guests of the water park hotel facility. Provided the conditions of approval are adhered to for the life of the project, the sale of alcohol, ancillary to the operation of the water park hotel project, will be harmonious with and have little impact on the persons who work and live in the surrounding area.

3. The proposed use will not interfere with the use, enjoyment or valuation of property of other persons located in the vicinity of the site.

The types of alcohol sales contemplated will not unreasonably interfere with the use, enjoyment or valuation of the property of other persons located within the vicinity of the site, provided the conditions of approval are adhered to for the life of the Project. The Project is buffered from adjacent residential uses. In addition, the conditions of approval impose requirements designed to mitigate the secondary impacts commonly associated with alcohol sales and will minimize potential impacts to property in the vicinity of the site. Pursuant to the conditions of approval, no alcohol may be served or consumed outside of the premises. It is anticipated that most of the alcohol sales will be to guests of the water park hotel facility. Accordingly, the sale of alcohol for on-site consumption, ancillary to the operation of the water park hotel project, will be compatible with, and have little impact on, the surrounding uses.

4. The proposed use will not endanger or otherwise constitute a menace to public health, safety or general welfare.

The sale of alcohol for on-site consumption ancillary to the operation of the water park hotel Project will not jeopardize, endanger, or otherwise constitute a menace to public health, safety, or general welfare. The conditions of approval impose requirements designed to mitigate the secondary impacts commonly associated with alcohol sales. Pursuant to the conditions of approval, no alcohol may be served or consumed outside of the premises. It is anticipated that most of the alcohol sales will be to guests of the water park hotel facility. The nature of the use and the conditions of approval will ensure there are no significant adverse impacts to the public health, safety, or general welfare.

Tentative Parcel Map:

1. The Tentative Parcel Map for the proposed water park hotel development is consistent with the Garden Grove General Plan, which encourages land subdivision in order to facilitate new development. The site is adequate in size and shape to accommodate the proposed future development of the site.
2. The design and improvements of the proposed parcel map are consistent with the zoning, Title 9 of the Garden Grove Municipal Code, and the General Plan provisions for location, proximity to similar uses, lot width, and overall depth required for a Commercial Planned Unit Development.
3. The site is physically suitable for the proposed development and complies with the spirit and intent of a Commercial Planned Unit Development and Title 9 of the City's Municipal Code.
4. The requirements of the California Environmental Quality Act, California Public Resources Section 21000 et seq. ("CEQA") have been satisfied. Pursuant to CEQA and CEQA's implementing guidelines, California Code of Regulations, Title 14, Sections 15000 et seq., an initial study was prepared and it has been determined that the proposed Project qualifies for a Mitigated Negative Declaration because the proposed Project with the proposed mitigation measures cannot, or will not, have a significant effect on the environment.
5. The design of the water park hotel development parcel map, and the proposed improvements, are not likely to cause public health problems. The conditions of approval for on and off-site improvements will safeguard the public health.
6. The design of the water park hotel development parcel map, and the proposed improvements, will not conflict with easements of record or easements established by court judgment acquired by the public-at-large for access through or use of property within the subdivision; if such easements exist, then alternate easements for access or for use will be provided and these will be substantially equivalent to the ones previously acquired by the public.

7. The design and improvements of the water park hotel parcel map are suitable for the existing site improvements and the project can be developed in compliance with the applicable zoning regulations.
8. The design and improvements of the proposed parcel map are suitable for the proposed commercial project and the subdivision can be developed in compliance with the applicable zoning regulations.
9. The design of the development, to the extent feasible, does have allowance for future passive or natural heating and cooling opportunities.
10. The design, density, and configuration of the subdivision strikes a balance between the effect of the subdivision on the housing needs of the region and of public service needs, and that the character of the subdivision is compatible with the design of existing structures and lot sizes in the general area.

INCORPORATION OF FACTS AND FINDINGS SET FORTH IN STAFF REPORT

In addition to the foregoing, the Planning Commission incorporates herein by this reference, the facts and findings set forth in the staff report.

BE IT FURTHER RESOLVED that the Planning Commission does conclude:

1. The Conditional Use Permit and Tentative Parcel Map do possess characteristics that would indicate justification of the request in accordance with Municipal Code Sections 9.32.030 (Conditional Use Permit) and 9.40.010 (Subdivisions).
2. In order to fulfill the purpose and intent of the Municipal Code, and, thereby, promote the health, safety, and general welfare, the following conditions of approval, attached as "Exhibit A", shall apply to Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178.
3. Approval of this Conditional Use Permit and Tentative Parcel Map shall be contingent upon the approval of General Plan Amendment No. GPA-1-10(A) and Planned Unit Development No. PUD-126-10 by the Garden Grove City Council.

ADOPTED this 16th day of December, 2010

/s/ KRIS BEARD
CHAIR

I HEREBY CERTIFY that the foregoing resolution was duly adopted at the regular meeting of the Planning Commission of the City of Garden Grove, State of California, held on December 16, 2010, by the following votes:

AYES:	COMMISSIONERS:	BEARD, BUI, ELLSWORTH, PAK
NOES:	COMMISSIONERS:	NONE
ABSENT:	COMMISSIONERS:	BONIKOWSKI, CABRAL
VACANCY:	COMMISSIONERS:	ONE

/s/ JUDITH MOORE
SECRETARY

PLEASE NOTE: Any request for court review of this decision must be filed within 90 days of the date this decision was final (See Code of Civil Procedure Section 1094.6).

A decision becomes final if it is not timely appealed to the City Council. Appeal deadline is January 6, 2011.

EXHIBIT "A"

Conditional Use Permit No. CUP-303-10, Tentative Parcel Map No. PM-2010-1178

12581, 12591, 12681, and 12721 Harbor Boulevard, and
12601 and 12602 Leda Lane

CONDITIONS OF APPROVAL

General Conditions

1. The applicant shall record a "Notice of Agreement with Conditions of Approval and Discretionary Permit of Approval," as prepared by the City Attorney's Office, on the property. Proof of such recordation is required within 30 days of this approval. All conditions of approval are required to be adhered to for the life of the project, regardless of property ownership. Any changes of the conditions of approval require approval by the Planning Commission.
2. Approval of this Conditional Use Permit and Tentative Parcel Map shall be contingent upon the approval of General Plan Amendment No. GPA-1-10(A) and Planned Unit Development No. PUD-126-10 and shall not be construed to mean any waiver of applicable and appropriate zoning and other regulations; and wherein not otherwise specified, all requirements of the City of Garden Grove Municipal Code shall apply, the development standards/requirements in Planned Unit Development No. PUD-126-10, and the Harbor Corridor Specific Plan.
3. Minor modifications may be approved by the Community Development Department. If other than minor changes are made in the proposed development, the proper entitlements shall be filed which reflect the revisions made.
4. All lighting structures shall be placed so as to confine direct rays to the subject property. All exterior lights shall be reviewed and approved by the City's Planning Division. Lighting adjacent to residential properties shall be restricted to low decorative type wall-mounted lights, or a ground lighting system. Lighting shall be provided throughout all private drive aisles and entrances to the development per City standards for street lighting. Lighting in the common areas shall be directed, positioned, or shielded in such manner so as not to unreasonably illuminate the window area of nearby residences.

5. The applicant shall submit detailed plans showing the proposed location of utilities and mechanical equipment to the Community Development Department for review and approval prior to Building Division Plan Check. The project shall also be subject to the following:
 - a. All on-site and off-site utilities (off-site refers to the areas within public right-of-way to the center line of the streets adjacent to the subject property) within the perimeter of the site and to the centerline of the adjacent streets shall be installed or relocated underground.
 - b. Above-ground utility equipment (e.g., electrical, gas, telephone, cable TV) shall not be located in the street setbacks, within the common areas along Harbor Boulevard, or any parking areas and shall be screened to the satisfaction of the Community Development Department.
 - c. No roof-mounted mechanical equipment, including but not limited to dish antennas, shall be permitted unless a method of screening complementary to the architecture of the building is approved by the Community Development Department prior to the issuance of building permits. Said screening shall block visibility of any roof-mounted mechanical equipment from view of public streets and surrounding properties.
 - d. All ground, roof, or wall-mounted mechanical equipment shall be screened from public view from adjacent properties and the public right-of-way and shall also be screened, to the extent feasible, from on-site areas.
 - e. All mitigation measures that are part of the Mitigated Negative Declaration that was adopted for General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178 (the "Mitigated Negative Declaration") are incorporated herein by this reference and shall be implemented as conditions of approval for this project.
 - f. The Mitigation Monitoring Program adopted in conjunction with the Mitigated Negative Declaration shall be implemented during project construction through project completion. The applicant shall provide the City with a quarterly report demonstrating adherence to all mitigation measures. A person shall be designated by the developer and or hotel operator that will be responsible for any hotel or water park operational mitigation measure that extends beyond construction completion. Said person shall provide a report to the City when requested.

CONDITIONAL USE PERMIT CONDITIONS:

6. This approval shall allow for the establishment of a hotel and water park with ancillary uses that include restaurants, game arcade, and meeting rooms with alcoholic beverage sales for on-site consumptions. Due to the operational

aspects of a hotel facility, this approval shall permit the subject water park hotel facility to operate under a Type "47" (On-Sale, General-Eating Place), a Duplicate "47", a Type "66" (Controlled Access Cabinet Permit) and a Type "68" (Portable Bar), or comparable general license(s) as required by the Alcoholic Beverage Control board.

7. The trash enclosure areas shall be maintained, as indicated on the site plan, per City standard. Trash enclosure doors shall be kept closed and secured, except during trash disposal or pickup. Trash pickups and automated parking lot cleaning/sweeping, shall occur between the hours of 8:00 a.m. and 6:00 p.m. Trash pickups shall occur at a minimum of three (3) trash pickups per week.
8. No satellite dish antennas shall be installed on said premises unless and until plans have been submitted to and approved by the Community Development Department, Planning Division, which may require proper screening to hide such appurtenances from public view.
9. The service doors of all buildings shall be kept closed at all times during hours of operation except in case of emergency or to permit deliveries. Panic hardware on doors shall comply with all City Code requirements.
10. The developer/owner shall submit signed letters acknowledging receipt of the decision for General Plan Amendment No. GPA-1-10(A), Planned Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Tract Map No. PM-2010-1178, and their agreement with all conditions of approval.
11. Litter shall be removed daily from the project site including adjacent public sidewalks and all parking areas under the control of the developers/owners. These areas shall be swept or cleaned, either mechanically or manually, on a weekly basis, to control debris.
12. Graffiti shall be removed from the project site and all parking lots under the control of the developer/owner within 120 hours of application/notification.
13. The floor plan of the hotel and water parks shall be reviewed and approved by the Planning Division prior to issuance of permits and release of the Alcoholic Beverage Control Licenses.
14. Any adult merchandise (books, magazines, videos, etc.) shall be kept under the control of the management behind cashiers' counters and shall be segregated and screened from minors.
15. The owner/operator, at his/her expense shall provide a uniformed security guard(s) on the premises during the operation of the establishment, in the event security problems occur, at the request of the Police Department.

16. There shall be no gaming tables or gaming machines as outlined in Garden Grove Municipal Code Section 9.16.020.070, with the exception of the game machines located within the game arcade located within the hotel.
17. There shall be no uses or activities permitted of an adult-oriented nature as outlined in Garden Grove Municipal Code Section 9.16.020.070.
18. A prominent, permanent sign stating "NO LOITERING IS ALLOWED ON OR IN FRONT OF THESE PREMISES" shall be posted in a place that is clearly visible to patrons of the licensee. The size, format, form, placement, and languages of the sign shall be determined by the Department of Alcoholic Beverage Control.
19. Entertainment may be permitted in the establishment. However, at no time shall the establishment allow flyer events/parties, erotic dancers or any other special entertainment activities that are private or open to the public.
20. The operation of the water park hotel facilities shall be subject to the requirements and conditions of approval of Conditional Use Permit No. CUP-303-10 and Tentative Parcel Map No. PM-2010-1178, the standards within Planned Unit Development No. PUD-126-10, and the mitigation measures outlined within the Mitigated Negative Declaration adopted for this project. This includes complying with all provisions of Alcoholic Beverage Control Act, subject to Condition No. 6, above. In addition, this provision also governs the meeting rooms, restaurants, and the indoor/outdoor water park area. In regard to specific activities within the meeting rooms and recreation areas, regardless of the type of event conducted, no event or activity shall at any time be or become a nuisance, disturbance or cause complaints for hotel guests or occupants of the surrounding area/properties, or in any way, endanger the public health, safety, or welfare.
21. No alcohol shall be served/consumed outside of any areas of the property that are licensed and approved for alcohol sales.
22. The business, prior to opening, shall show proof to the Police Department that all members of the business staff have completed the LEAD training (Licensee Education on Alcohol and Drugs) through Alcoholic Beverage Control (ABC) or an ABC approved "Responsible Beverage Service (RBS) Training" program.

TENTATIVE PARCEL MAP CONDITIONS:

Public Work's Engineering Division

The following provisions of the Public Works Engineering Division shall be complied with:

23. Prior to the issuance of any building permits, the applicant shall prepare a Parcel Map for the consolidation of the six separate parcels. A field survey shall be required.
24. Ties to horizontal control: Prior to recordation of a Final Map, the surveyor/engineer preparing the map shall tie the boundary of the map into the Horizontal Control System established by the County Surveyor in a manner described in Sections 7-9-330 and 7-9-337 of the Orange County Subdivision Code and Orange County Subdivision Manual, Sub article 18. The surveyor/engineer shall submit record information to the City on Auto Cad DWG format.
25. Digital map submission: Prior to recordation of a Final Map, the surveyor/engineer preparing the map shall submit to the County Surveyor a digital graphics file of said map in a manner described in Sections 7-9-330 and 7-9-337 of the Orange County Subdivision Code and Orange County Subdivision Manual, Sub article 18. The surveyor/engineer shall submit record information to the City on Auto Cad DWG format.
26. A geotechnical study prepared by a registered geotechnical engineer is required. The report shall analyze the liquefaction and contamination potential of the site and make recommendations. The report shall analyze sub-surface issues related to the past uses of the site, including sub-surface tanks, basement and septic facilities. Should contaminants be found, the site will require Environmental Clearance that will usually involve site remediation. The report shall make recommendations for pavement design based on a Traffic Index to be supplied by the City Traffic Engineer. The report shall also contain tests and analysis of soil conditions for LID (Low Impact Development) principles and make recommendations for implementation of such LID principles, including, but not limited to, soil compaction, saturation, permeability and groundwater levels. The recommendations of the geotechnical study, as approved by the City Engineer, shall be implemented.
27. Grading plans prepared by a registered Civil Engineer are required. The grading plan shall be based on a current survey of the site, including adjacent properties, and designed to preclude cross-lot drainage. Minimum grades shall be 0.50% for concrete flow lines, 1.25% for asphalt surfaces and 2.0% for landscaped areas. Grading modifications will be allowed if approved by the City Engineer. The grading plan shall also include demolition, water, sewer and LID improvements.
28. The trash enclosure/facilities shall be located to allow pick-up and maneuvering, including turnarounds, in the area of the enclosure/facilities.
29. Street improvement plans prepared by a registered Civil Engineer are required. Harbor Boulevard shall be designed to the City's proposed Smart Street

Standards, and specifically, the existing raised median on Harbor Boulevard shall be modified per the City Traffic Engineer recommendations stated herein.

30. A separate street permit is required for work performed within the public right-of-way.
31. The cul-de-sac located at the southerly end of Leda Lane shall be maintained.
32. Prior to the issuance of any grading or building permits or prior to recordation upon subdivision of land if determined applicable by the City Building Official, the applicant shall submit to the City for review and approval a Water Quality Management Plan that:
 - a. Addresses Site Design Best Management Practices ("BMPs"), as applicable, such as minimizing impervious areas, maximizing permeability, minimizing directly connected impervious areas, creating reduced or "zero discharge" areas, and conserving natural areas;
 - b. Incorporates the applicable Routine Source Control BMPs as defined in the DAMP and provides a detailed description of their implementation;
 - c. Incorporates Treatment Control BMPs as defined in the DAMP;
 - d. Implements Low Impact Development (LID) BMPs to reduce run-off to the maximum extent practicable;
 - e. Includes an Operations and Maintenance (O&M) Plan that (1) generally describes the long-term operation and maintenance requirements for the Treatment Control BMPs; (2) identifies the entity that will be responsible for long-term operation and maintenance of the Treatment Control BMPs; and (3) describes the mechanism for funding the long-term operation and maintenance of the Treatment Control BMPs.
33. Prior to grading or building permit closeout and/or the issuance of a certificate of use or a certificate of occupancy, the applicant shall:
 - a. Demonstrate that all structural best management practices (BMPs) described in the Project WQMP have been constructed and installed in conformance with approved plans and specifications;
 - b. Demonstrate that applicant is prepared to implement all non-structural BMPs described in the Project WQMP;
 - c. Demonstrate that an adequate number of copies of the approved Project WQMP are available on-site; and,

- d. Demonstrate that the applicant has agreed to and recorded CC&Rs, an agreement, or another legal instrument approved by the City Attorney that shall require the property owner, successors, tenants (if applicable), and assignees to operate and maintain in perpetuity the post-construction BMPs described in the Project WQMP.
34. Prior to issuance of grading permits, the applicant shall submit a copy of the Notice of Intent (NOI) indicating that coverage has been obtained under the National Pollutant Discharge Elimination System (NPDES) State General Permit for Storm Water Discharges Associated with Construction Activity from the State Water Resources Control Board. Evidence that the NOI has been obtained shall be submitted to the Building Official. Projects subject to this requirement shall prepare and implement a Stormwater Pollution Prevention Plan (SWPPP). A copy of the current SWPPP shall be kept at the project site and be available for City review on request. In addition, the applicant shall include notes on the grading plans indicating that the project will be implemented in compliance with the Statewide Permit for General Construction Activities.
35. All required vacations and/or acquisitions shall be completed prior to recordation of the final map.
36. Any new or required block walls and/or retaining walls and trash enclosures shall be shown on the grading plans. Block walls shall be developed to City Standards or designed by a professional registered engineer. In addition, the developer shall provide the following:
 - a. The color and material of all proposed block walls, columns, and wrought iron fencing shall be approved by the Planning Services Division prior to installation.
37. All vehicular access drives to the site shall be provided in locations approved by the City Traffic Engineer.
38. Provide hydrology with scaled map and calculations and hydraulic calculations to size storm drains per the County of Orange standards. Additionally, the project is located in a mapped FEMA flood zone. The project shall either have the lowest floor, including basement, elevated at or above the base flood elevation; or together with attendant utility and sanitary facilities, shall:
 - a. Be flood proofed so that below the base flood level the structure is watertight with walls substantially impermeable to the passage of water;
 - b. Have structural components capable of resisting hydrostatic and hydrodynamic loads and effects of buoyancy;

- c. Be certified by a registered professional engineer or architect that the design and methods of construction are in accordance with accepted standards of practice for meeting provisions of this subsection based on their development and/or review of the structural design, specifications and plans. The City engineer shall approve such certifications.
 - d. Nonresidential structures that are elevated, not flood proofed, shall meet the same standards for space below the lowest floor as described in "a", above.
 - e. Applicants flood proofing nonresidential buildings are hereby notified that flood insurance premiums will be based on rates that are one foot below the flood proofed level (e.g. a building flood proofed to the base flood level will be rated as 1-foot below).
39. Wheelchair ramps shall be provided as required by State and Federal law. The curb radius for drive entrances/approaches shall be 20-foot minimum unless otherwise approved by the City Engineer.
40. Prior to issuance of building permits, all applicable traffic mitigation fees shall be paid in full.
41. Prior to issuance of certificates of use and occupancy, a traffic signal shall be designed and constructed at the intersection of Harbor Boulevard and the Project Entrance in a manner meeting the approval of the City Traffic Engineer.
42. Prior to the issuance of certificates of use and occupancy, raised median improvements shall be designed and constructed on Harbor Boulevard to facilitate ingress and egress at the Project Entrance in a manner meeting the approval of the City Traffic Engineer. Said improvements shall include a 150-foot northbound turn pocket with a 90-foot taper and removal/reconstruction of the median island north of the intersection.
43. The three driveway approaches to the site shall be constructed in accordance with Garden Grove Standard Plan B-120 or B-120a.

Garden Grove Fire Department

The following provisions of the Garden Grove Fire Department and the California Fire Code shall be met:

44. Buildings shall be required to meet High-Rise Standards that include, but are not limited to, the following:
- a. Including Fire Control Room.

- b. Diesel powered fire pump.
 - c. Installation of water pump as a secondary water source.
 - d. Fire Department standpipes shall be in vestibules and not stairwells.
 - e. Fire Department connection will be within 40-feet of a City hydrant.
 - f. Knox-Box key systems shall be installed at the Fire Control Room and emergency gates and where deemed necessary.
45. All buildings shall be required to meet all adopted local changes to the California Building Code (CBC) and California Fire Code (CFC) in Title 18 of the Garden Grove Municipal Code.
46. Not later than Applicant's submittal of project construction plans to the City for plan check, Applicant shall submit to City: (1) documentation, satisfactory to the Fire Chief, providing for public safety emergency vehicle access to the rear of the property; or (2) such other alternative plans for public safety emergency vehicle access to the project site as may be acceptable to the Fire Chief.
47. All vehicle access shall meet the standards provided for in the CFC for widths, turning radius, and hammerhead turnarounds. The fire access area shall be paved. Any fencing that crosses the subject fire emergency access shall be provided with a knox box. An emergency access plan shall be submitted to the Fire Department for review and approval prior to installation of the fire access.
48. A Bi-Directional Amplifier (BDA) system for emergency radios shall be installed for use in all areas.
49. Water supply and hydrants shall be installed before the start of construction.
50. All interior decorations shall meet the State Fire Marshal flame retardant test.
51. The development shall meet the City's hazardous materials disclosure plan for any storage or use of hazardous materials.
52. The development is subject to a third party inspector, at the owner's expense to certify the alarm systems, sprinkler systems, and smoke removal systems.
53. All plans submitted are subject to review and corrections, as needed per CBC and CFC conditions.
54. Fire hydrants shall be provided on-site. The fire hydrants shall be on a loop system approved by the Fire Department and on their own water line. The fire hydrants shall be within 40-feet of the Fire Department Connection (FDC). All sprinklers shall be on their own dedicated lines. The fire hydrants shall be

installed and fully operational prior to any combustible material being delivered to the site. Prior to and during construction, a temporary roadway shall be constructed and maintained to the satisfaction of the Fire Department for access to each of these fire hydrants. The Fire lanes serving the site shall be constructed to support the weight load of Fire truck(s) per Fire Department requirements.

55. All Fire related aspects of the proposed project shall comply with California Fire Codes and the California Building Codes (2010 Edition).
56. An all-weather fire access road shall be in place before combustible materials are placed on-site. Required water supply for fire protection shall be in place before building with combustible materials commences.
57. All buildings shall be sprinklered according to NFPA 13 standards and shall have fire alarms according to NFPA 72 under the current year adopted by the Garden Grove Fire Department.
58. All Fire Department connections shall have a 3-foot clearance and shall be clear of all obstructions and vegetation.

Building Services Division

59. The buildings shall be designed to comply with all provisions of the California Building Codes and City adopted amendments.

Public Works Water Services Division

The following provisions of the Garden Grove Public Work's Water Services Division shall be met:

60. The existing 12-inch water main is presently located in the existing Harbor frontage road. In the proposed hotel improvements the existing water main will be under the proposed planter/sidewalk area. The existing 12-inch water main shall be relocated and resized to a 16-inch PVC water main. The new 16-inch water main is to be placed in Harbor Boulevard, east of/and parallel to the existing 12-inch main, and a minimum of 10-feet west of the existing 18-inch sewer main in Harbor Boulevard. The existing 8-inch A. C. water main shall be abandoned.
61. New Water service installations 2-inch and smaller shall be installed per City Standards. Installation shall be scheduled upon payment of applicable fees, unless otherwise noted. Fire services and larger water services 3-inch and larger shall be installed per City Standards.
62. Water meters shall be located within the City right-of-way or within dedicated waterline easement. Fire services and large water services 3-inch and larger

shall be installed by contractor with a Class A or C-34 license per City water standards and inspected and approved by a Public Works inspection.

63. A Reduced Pressure Principle Device (RPPD) backflow prevention device shall be installed for meter protection. The landscape system shall also have a RPPD device. Any carbonation dispensing equipment shall have a RPPD device. Installation shall be per City Standards and shall be tested by a certified backflow device tester immediately after installation. A Cross connection inspector shall be notified for inspection after the installation is completed. Owner shall have the RPPD device tested once a year thereafter by a certified backflow device tester and the test results shall be submitted to the City's Public Works Water Services Division. Property owner must open a water account upon installation of RPPD device.
64. Any existing private water well(s) shall be abandoned per Orange County Health Department requirements. Abandonment(s) shall be inspected by an Orange County Health Department inspector after permits have been obtained.
65. A composite utility site plan shall be part of the water plan approval.
66. Water system improvements within private streets shall be constructed per City Standards by developer and dedicated to the City. Bonding will be required.
67. Owner shall dedicate all rights to underground water, without the right to surface entry, to the City.
68. Any new or existing water valve located, or to be located, within a new concrete driveway or sidewalk shall be reconstructed per City Standard B-753.
69. City shall determine if existing water service(s) is/are usable and meet(s) current City Standards. Any existing meter and service located within a new driveway(s) shall be relocated.
70. No permanent structures, trees or deep-rooted plants shall be placed over sewer main, water main, or the fire service main.
71. Location and number of fire hydrants shall be as required by the Water Services Division and the Fire Department.
72. If required, fire service shall have an above ground backflow device with a double check valve assembly. The fire service line shall be looped. The device shall be tested immediately after installation and once a year thereafter by a certified backflow device tester and the results to be submitted to Public Works Water Services Division. The device shall be on private property and is the responsibility of the property owner. The above ground assembly shall be screened from public view as required by the Planning Division.

73. A properly sized grease interceptor shall be installed on the sewer lateral and maintained by the property owner. There shall be a separate sanitary waste line that will connect to the sewer lateral downstream of the grease interceptor. All other waste lines shall be drained through the grease interceptor. The grease interceptor shall be located outside of the building and shall be accessible for routine maintenance. Owner shall maintain comprehensive grease interceptor maintenance records and shall make them available to the City of Garden Grove upon demand.
74. Food grinders (garbage disposal devices) are prohibited per Ordinance 6 of the Garden Grove Sanitary District Code of Regulations.
75. Owner shall install new sewer lateral with clean out at right-of-way line. Lateral in public right-of-way shall be 6-inch minimum diameter, extra strength VCP with wedgelock joints.
76. Contractor shall abandon any existing unused sewer lateral(s) at street right-of-way on the property owner's side. The sewer pipe shall be capped with an expansion sewer plug and encased in concrete.

Planning Services Division

77. All landscaping shall be consistent with the landscape requirements within the development standards in Planned Unit Development No. PUD-126-10. The developer shall submit a complete landscape plan governing the entire development. The landscape irrigation plans shall include type, size, location and quantity of all plant material. The landscape plan shall include irrigation plans and staking and planting specifications. All landscape irrigation shall comply with the City's Landscape Ordinance and associated Water Efficiency Guidelines. The landscape plan is also subject to the following:
 - a. A complete, permanent, automatic remote control irrigation system shall be provided for all landscaping areas shown on the plan. The sprinklers shall be low flow/precipitation sprinkler heads for water conservation.
 - b. The plan shall provide a mixture of a minimum of ten percent (10%) of the trees at 48-inch box, ten percent (10%) of the trees at 36-inch box, fifteen percent (15%) of the trees at 24-inch box and sixty percent (60%) of the trees at 15-gallon. The remaining five percent (5%) may be of any size. These trees shall be incorporated into the landscaped frontages of all streets. Where clinging vines are considered for covering walls, drought tolerant vines shall be used.
 - c. Trees planted within 10-feet of any public right-of-way shall be planted in a root barrier shield. All landscaping along street frontages adjacent to driveways shall be of the low height variety to ensure safe sight clearance.

- d. Landscaping along Harbor Boulevard, including within the public right-of-way shall include two rows of Date Palm Trees (minimum brown trunk height of 25-feet), canopy trees (minimum 24-inch box), shrubs, and ground covers. Landscape materials shall match the landscape materials used within the project located at the southwest corner of Harbor Boulevard and Chapman Avenue.
 - e. All landscape areas, including the areas located within the public right-of-way along Harbor Boulevard that abuts the subject property, are the responsibility of the developer/operator of the water park hotel.
 - f. The landscape plan shall incorporate and maintain for the life of the project those means and methods to address water run-off also identified as Low Impact Development provisions, which address water run-off. This is also to be inclusive of any applicable Water Quality Management Plan (WQMP), the Orange County Drainage Area Management Plan (DAMP), and/or other water conservation measures applicable to this type of development.
78. Hours and days of construction and grading shall be as follows as set forth in the City of Garden Grove's Municipal Code Section 8.47.010 referred to as the County Noise Ordinance as adopted:
- a. Monday through Saturday - not before 7 a.m. and not after 8 p.m. (of the same day).
 - b. Sunday and Federal Holidays - may work same hours but subject to noise restrictions as established in section 8.47.010 of the Municipal Code.
79. The approvals are subject to a Development Agreement with the City of Garden Grove. This includes the payment of a Development Payment in accordance with the Ordinance approving Development Agreement No. DA-183-10.
80. After the installation of the Tornado waterslide lighting, but prior to final issuance of building permits for the project, the light output of the light show shall be adjusted to a level that is satisfactory to the City, that will minimize light spillage, and that will not produce light above what is allowed by Code.
81. The developer/owner shall prepare Covenants, Conditions, and Restrictions, or another appropriate recordable document or agreement acceptable to the City that runs with the land and binds future owners (collectively, "CC&Rs") for review and approval by the City Attorney's office and Community Development Department prior to the issuance of building permits. The approved CC&Rs shall be recorded at the same time that the subdivision map is recorded and two copies of the recorded CC&Rs shall be provided to the Planning Division. The CC&Rs shall include the following:

- a. Provisions for common maintenance of all landscape areas, including landscaping and landscape lighting within the public right-of-way, driveways, and parking areas.
- b. Provisions for reciprocal access and parking between properties. Parking provisions shall also include provisions for future Valet Parking.
- c. Best Management Practices shall be incorporated to detour and/or abate any graffiti vandalism throughout the project and the life of the project.
- d. The CC&Rs shall provide provisions for the tenant/property owner(s) a means of contacting persons responsible for site maintenance, repairs, trash pick-up, and other related matters for a development of this type. This also includes ensuring tree overhangs do not block or hinder any vehicles such street sweepers, trash trucks, fire trucks, etc. from maneuvering on the streets within the project.
- e. The preceding provisions shall not be modified without the approval of the City of Garden Grove. The CC&Rs shall contain a provision that indicates that the CC&Rs may not be terminated or substantially amended without the consent of the City.
- f. The CC&Rs shall include provisions identifying a property owner's association or other entity responsible for ongoing implementation and funding of the Operations and Maintenance (O&M) Plan associated with the WQMP for the Project and compliance with the City's Stormwater Quality Ordinance (Garden Grove Municipal Code Title 6, Chapter 40) and other applicable National Pollutant Discharge Elimination System (NPDES) regulations.
- g. The following provisions shall be included within the CC&Rs:
 - i. Enforcement: The City is hereby made a party to these Declarations solely for purposes of enforcing its provisions and the Conditions of Approval of General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178. The City, its agents, departments and employees shall have the unrestricted right and authority, but not the obligation, to enforce the provisions of these Declarations and the Conditions of Approval of General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178. The City, its agents, departments and employees may further refuse to issue any building, electrical or plumbing permit that may be in violation of these Declarations or General Plan Amendment No. GPA-1-10(A), Planned Unit Development

No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178 approvals. However, the City shall not be liable for failing or refusing to enforce the provisions of these Declarations or the Conditions of Approval of General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178.

- ii. Assessments: The City may levy special assessments against the properties in connection with its actions to enforce the conditions of these Declarations or General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178 approvals, or to abate the violation thereof. The City shall have the same power as the Association [*or other appropriate entity*] to levy special assessments pursuant to the provisions of [SECTION] of these Declarations in the event that it incurs expenses in the enforcement of the conditions of these Declarations or General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178 approvals. Notice of intention to make such assessment shall be mailed by the City to the Owner of each affected [LOT/UNIT] affording the Owner thirty (30) days' notice to satisfy or reimburse the City's expenditure. In the event of the failure of any Owner of any affected [LOT/UNIT] to reimburse the City within thirty (30) days, notice of such assessment shall be mailed by the City to said Owner, and said assessment shall thereafter be due as a separate debt to the City within thirty (30) days following the mailing of such notice. Any such delinquent assessment may be and may become a lien upon the interest of the defaulting Owner in the Lot upon the execution by the City and the recording in the Orange County Recorder's office of a notice of delinquent assessment under the same conditions that the Association could record the same pursuant to the provisions of [SECTION]. The City may foreclose on such notice of delinquent assessment in the same manner and with the same power as the Association could foreclose on such notice pursuant to the provisions of [SECTION]. It is the intent of Declarant, which intent shall be binding upon all of Declarant's successors in interest in the Properties, that the City shall be deemed an interest holder pursuant to the provisions of these Declarations in order to enforce the rights which have been given to the City generally in these Declarations and specifically pursuant to this Section.
- iii. Attorneys' Fees: The City shall be entitled to recover its attorneys' fees incurred in connection with its actions to enforce the conditions of these Declarations or General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, Conditional Use Permit

No. CUP-303-10, and Tentative Parcel Map No. PM-2010-1178 approvals, or to abate the violation thereof.

- iv. Public Safety Access: The Police and Fire Department personnel may enter upon any part of the common area and/or portion of the property generally held open to the public for the purpose of enforcing State and Local laws.

82. The developer shall comply with all provisions of the Community Development Department including, but not limited to, the following:

- a. The facades of the hotel, water park, and future free-standing restaurant structures shall be designed with sound attenuation features including the use of dual pane windows and limiting, when possible, the use of windows and vents. These features shall be approved by the Community Development Department prior to the issuance of building permits.
- b. Prior to the finalization of working drawings for Planning Division, Engineering Division, and Building Division Plan Check, the developer shall submit to the Community Development Department detailed and dimensioned plot plans, floor plans, exterior elevations, and landscape plans which reflect the above conditions of approval. The plans shall indicate cross sections of all streets within the development, landscape materials, wall materials, and building materials proposed for the project. Each unit shall have phone jacks and cable-TV outlets in all hotel rooms. Mechanical equipment, including air conditioning units, pool equipment, sump pump, etc., shall not be located closer than 5-feet of any side or rear property line and shall not be located in the front landscape setback. Air conditioning units and all other mechanical shall be completely screened from public view from the street and/or common open space area.
- c. Should the developer elect to build the project in more than one phase, then a phasing plan shall be submitted to the Community Development Department prior to issuance of building permits. The phasing plan shall include, but not limited to, a site plan showing the phasing areas, protection of finished units, and protection for related safety issues concerning pedestrians and non-construction vehicles. The perimeter improvements including landscaping, walls, street improvements, and underground utilities shall be completed in the first phase. The phasing plan shall be approved by the Community Development, Fire, and Public Works Departments prior to issuance of building permits.

83. Any new or required block walls and/or retaining wall(s) shall be shown on the grading plans. Block walls shall be developed to City Standards or designed by a Registered Engineer and shall be measured from on-site finished grade. The applicant shall provide the following:

- a. Decorative masonry walls are required along the entire northerly, southerly, and westerly property lines and shall be constructed to a maximum height of 8-feet, as measured from highest point of finished grade on the project's side. A higher wall may be constructed if needed for additional sound attenuation. These walls shall use slumpstone or split-face block with decorative caps, subject to Community Development Department's approval.
 - b. The applicant shall work with the existing property owner(s) along the northerly, southerly, and westerly property lines in designing and constructing the required block wall. This requirement is to avoid having double walls and minimize any impact that it might cause to the existing landscaping on the neighbor's side as much as possible. The perimeter block wall shall be constructed and situated entirely within the subject property. In the event that the applicant cannot obtain approval from the property owners, the applicant shall construct the new wall with a decorative cap to be placed between the new and existing walls. In the event the location of a new wall adjacent to an existing wall or fence has the potential to affect the landscape planter, then the Developer shall work with City Staff to address this situation.
84. Construction activities shall adhere to SCAQMD Rule 403 (Fugitive Dust) that includes dust minimization measures, the use of electricity from power poles rather than diesel or gasoline powered generators, and the use methanol, natural gas, propane or butane vehicles instead of gasoline or diesel powered equipment, where feasible. Also, the use of solar or low-emission water heaters, low-sodium parking lot lights, and compliance with Title 24 of the Building Code are required.
 85. Building color and material samples shall be submitted to the Planning Division for review and approval prior to issuance of building permits. The buildings shall have decorative features that include multi-toned stuccoed exterior; siding or equal material; building pop-outs; varied roof lines; decorative lighting; windows on the water park building, facing Harbor Boulevard; and a decorative porte-cochere. The parking structures shall be designed to be architecturally compatible with on-site buildings, utilizing similar design features, details and materials. All sides of a parking structure that are in view from adjacent properties and public-rights-of-way shall be architecturally enhanced. Parking structures shall be well illuminated, including having the interior of the parking garage painted a light color, and designed to meet City parking standards for aisle width, stall sizes, and height clearances.
 86. The driveways from Harbor Boulevard Street shall have enhanced concrete treatment. All details of the decorative entry shall be submitted on the required landscape plans for review and approval of the Community Development Department.

87. Prior to obtaining any building permits, if any structure or portion thereof, is to be removed, demolished, or relocated on the subject site, a written report shall be provided verifying whether any hazardous materials exist (e.g., asbestos, lead based paint, termites or other) or do not exist to the City Building Division and the report shall declare how such hazardous material will be properly removed and properly discarded. This includes, but is not limited to, obtaining permits from Air Quality Management District, Environmental Protection Agency and any other affected Agency by such action, which can include tenting for termites or rodents/vermin, and/or any other action to remedy the situation of hazardous type materials, termites or pests. All of which is to be done to the satisfaction of affected agencies.
88. If suspected hazardous materials are discovered, the appropriate agencies will be notified immediately. Upon notification and coordination with the appropriate agencies, suspected hazardous materials will be sampled and submitted for analytical testing to a State-certified laboratory. Should such testing confirm the hazardous nature of excavated materials, they will be disposed of in accordance with State and Federal hazardous waste laws.
89. In the event any legal action or proceeding is filed against the City of Garden Grove and/or applicant or its successors or assigns, seeking to attack, set aside, void or annul any approval or condition of approval of the City of Garden Grove concerning the Project, including, but not limited to, the Mitigated Negative Declaration, Conditional Use Permit No. CUP-303-10, Tentative Parcel Map No. PM-2010-1178, General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, or Development Agreement No. DA-183-10, the applicant or its successors and assigns shall have the right and obligation to either: (1) defend (with legal counsel mutually selected by the applicant and the office of the City Attorney), indemnify, and hold harmless the City, its officers, agents, and employees from and against any such legal action or proceeding; or (2) request that the City rescind the entitlement approvals, in which case the applicant would have no obligation to defend or indemnify the City; however, the applicant shall reimburse the City for any costs incurred or assessed against the City as a result of the filing of such legal action or proceeding, provided the City acts promptly to rescind the entitlements.

MINUTE EXCERPT

GARDEN GROVE PLANNING COMMISSION

PUBLIC HEARING: MITIGATED NEGATIVE DECLARATION
GENERAL PLAN AMENDMENT NO. GPA-1-10(A)
PLANNED UNIT DEVELOPMENT NO. PUD-126-10
TENTATIVE PARCEL MAP NO. PM-2010-1178
CONDITIONAL USE PERMIT NO. CUP-303-10
DEVELOPMENT AGREEMENT NO. DA-183-10

APPLICANT: MCWHINNEY

LOCATION: WEST SIDE OF HARBOR BOULEVARD, SOUTH OF LAMPSON AVENUE, NORTH OF GARDEN GROVE BOULEVARD AT 12581, 12591, 12681, 12721 HARBOR BOULEVARD, AND 12602 AND 12601 LEDA LANE

DATE: SEPTEMBER 16, 2010

REQUEST: To establish a Planned Unit Development zoning with development standards for the development of a water park hotel on an approximately 12.1-acre site along with a General Plan Amendment to change the General Plan Land Use designations of two properties from Low Density Residential to International West Mixed Use, a Conditional Use Permit to allow for the sale of alcoholic beverages in the hotel and hotel restaurants, and a Tentative Parcel Map to reconfigure the existing six properties into three separate properties. The proposed water park hotel project will include the water park hotel that consists of an approximately 639 room hotel, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, a parking structure, and an approximately 14,850 square foot restaurant pad. A Development Agreement is also included.

Staff requested that this case be continued to a date uncertain in order to finalize environmental work, however, public testimony could be taken at this meeting and the project would be re-advertised for a later date.

Chair Beard opened the public hearing to receive testimony in favor of or in opposition to the request.

Mr. Charles Dang, 12581 Leda Lane, approached the Commission and expressed his concerns regarding Leda Lane, a dead-end road, being used as an emergency fire access road; that the residents were not notified of the proposed new use of the road; that City Council response was that another location may be chosen, however, this was not a written statement and the residents need a definitive answer on this matter.

Staff responded that an answer was not available yet due to additional project analysis that is needed, however, the residents would receive notices

with the opportunity to respond at a future Planning Commission public hearing.

Mr. Dang asked for clarification on the public hearing process. Staff replied that this case would come before the Planning Commission at a future date prior to being recommended to the City Council for further consideration.

Mr. Keith Pusavat, a deacon at Orange County Young Nak Church, approached the Commission and stated that the church is adjacent to the proposed development. He asked staff when reports would be available for public review. Staff replied that the Environmental analysis would be available 30 days prior to the meeting, and the staff report and resolutions would be available one week before the meeting.

Mr. Dang asked if the Commission addresses economic matters concerning the proposed development as community members would like to know the economic impact to the City. Staff responded that the Commission only addresses land use issues and that the Garden Grove Agency for Community Development addresses economic matters.

There being no further comments, the public portion of the hearing was closed.

Commissioner Bonikowski moved to continue the case to a date uncertain, seconded by Commissioner Ellsworth. The motion carried with the following vote:

AYES:	COMMISSIONERS: BEARD, BONIKOWSKI, BUI, CABRAL, ELLSWORTH
NOES:	COMMISSIONERS: NONE
ABSENT:	COMMISSIONERS: PAK
VACANCY:	COMMISSIONERS: ONE

DRAFT MINUTE EXCERPT

GARDEN GROVE PLANNING COMMISSION

CONTINUED
PUBLIC HEARING: MITIGATED NEGATIVE DECLARATION
GENERAL PLAN AMENDMENT NO. GPA-1-10(A)
PLANNED UNIT DEVELOPMENT NO. PUD-126-10
TENTATIVE PARCEL MAP NO. PM-2010-1178
CONDITIONAL USE PERMIT NO. CUP-303-10
DEVELOPMENT AGREEMENT NO. DA-183-10

APPLICANT: MCWHINNEY
LOCATION: WEST SIDE OF HARBOR BOULEVARD, SOUTH OF LAMPSON AVENUE, NORTH OF
GARDEN GROVE BOULEVARD AT 12581, 12591, 12681, 12721 HARBOR BOULEVARD,
AND 12062 AND 12601 LEDA LANE
DATE: DECEMBER 16, 2010

REQUEST: To establish a Planned Unit Development zoning with development standards for the development of a water park hotel on an approximately 12.1-acre site along with a General Plan Amendment to change the General Plan Land Use designations of two properties from Low Density Residential to International West Mixed Use, a Conditional Use Permit to allow for the on-site sale of alcoholic beverages in the hotel and hotel restaurants, and a Tentative Parcel Map to reconfigure the existing six properties into three separate properties. The proposed water park hotel project will include the water park hotel that consists of an approximately 605 room hotel, an approximately 130,000 square foot water park, approximately 18,000 square feet of retail, approximately 30,000 square feet of meeting space, restaurants within the hotel facility, a five-level parking structure, and an approximately 9,500 square foot restaurant space on a detached, approximately 14,850 square foot restaurant pad. A Development Agreement is also included. The site is in the Planned Unit Development No. PUD-121-98 and R-1 (Single-Family Residential) zones.

Staff report was read and recommended approval along with the review of the Response to Comments for the Water Park Hotel Mitigated Negative Declaration.

Commissioner Pak asked staff if any of the 1050 parking spaces are designated for recreational vehicle (RV) parking. Staff responded no, that typically, the visitors to hotels are not using RVs.

Commissioner Ellsworth asked staff to clarify the wall height on the north side of the property. Staff replied the wall along the north, west, and south sides of the project would be eight foot high; that there is a setback for the parking structure; and that landscaping along Harbor Boulevard would match the existing resort area hotels.

Chair Beard asked if the parking would be exclusive to hotel guests. Staff replied that the parking serves the hotel and restaurant pad; that typically the hotel shops are for hotel guests only, however, the shops would be open to the public.

Chair Beard asked for the number of jobs projected for the resort. Staff answered that the range of construction and resort jobs would be between 560 to 1,000.

Chair Beard asked staff to clarify the Mitigated Monitoring Program. Staff responded that the program relates to the Mitigated Negative Declaration or full Environmental Impact Report; that any environmental impact requires a Mitigation Monitoring Report and that the monitoring begins at the start of the project until completion.

Commissioner Ellsworth asked if the noise from the Tornado Ride along Harbor Boulevard would impact the area. Staff responded that the ride is lit and has exterior music, and that prior to operation, any noise from the ride must be below the City's noise ordinance.

Commissioner Pak asked staff if the Development Agreement's four-year guarantee is to start or complete the project. Staff responded that the developer has four years in which to begin the development; that this project has a two-year construction schedule; and that if no construction has begun after four years, the Development Agreement would need to be amended at a public hearing and be approved by City Council, to extend the entitlements another four years.

Commissioner Pak asked for the length of the property along Harbor Boulevard. Staff responded approximately 800 feet.

Commissioner Ellsworth asked if additional fire services or medical aid services would be required, especially with the hotel at full capacity. Staff stated that any new building would increase the response, but not significantly; that a station is in the hotel district already; that the larger issue is man-power for protection, however, the City is adequately prepared for the proposed building.

Commissioner Pak questioned whether the grading would cause floodwater run-off in residential area during the rain season. Staff responded that some run-off could occur during construction, however, this project's water flow is from the east to the southwest and that existing drainage going to a southerly shopping center would be removed.

Vice Chair Pak questioned if an increase in pedestrians would warrant crosswalks for visitors to patronize other businesses nearby. Staff replied that a new traffic signal at the entrance would have a crosswalk.

Commissioner Pak asked staff if Condition No. 56 could include 'all buildings and all rooms' be fire sprinkled. Staff replied that Condition No. 56 is a standard for all sprinkle requirements and that fire staff does train in high-rise hotels.

Commissioner Pak asked staff to clarify Condition No. 66. Staff responded that 'without right to surface entry' means that the owner cannot drill a well.

Chair Beard asked if the project is not successful, could another entertainment venue come in? Staff replied that the land use approval and some environmental would need to be amended.

Chair Beard asked if the hotel could have live entertainment. Staff responded yes, that for banquet rooms, an example would be a disc-jockey (DJ) brought in for a wedding.

Chair Beard asked if any contaminants were found, would they be cleared up prior to construction. Staff replied yes.

Chair Beard asked if lights and glare would face away from houses. Staff replied yes, at both the east and west sides.

Chair Beard asked if construction would be a seven-day work schedule. Staff replied yes, with limitations so as not to impact the residents.

Chair Beard asked if other Great Wolf hotels have been researched. Staff replied yes, that staff visited the Grapevine, Texas project and found the venue to be a great concept with a kid-friendly, family hotel.

Chair Beard asked staff to clarify the water resources. Staff responded that the net additional water demand would be 139 acre feet per year, with an acre-foot being approximately the surface area of a football field at one-foot deep; that water resources are imported water from the Metropolitan Water District and the Colorado River Aqueduct with the other 62 percent pumped from ground water; that there is a reliable source of water, and that in addition to local reservoirs, the larger storage basin is the Orange County Water Basin.

Commissioner Ellsworth asked if there were complaints relating to other high-rise hotels in the area regarding shade and shadow. Staff replied no, that the other hotels are not as close to residential areas as this project.

Chair Beard asked if there would be a traffic impact. Staff stated that the main mitigation measure would be the new traffic signal serving the main access point; and that the peak hours would be in the evening.

Commissioner Ellsworth asked staff to describe the traffic impact at Harbor Boulevard and Trask Avenue. Staff replied that the heavy traffic is due to the ingress and egress of the freeway traffic; that the City is working with OCTA to re-time traffic signals on Harbor Boulevard so that timing is improved prior to the project's start; that some side streets may be delayed; and that because more development will occur on Harbor Boulevard, now would be the time to improve traffic for future development.

Staff pointed out a discrepancy in the staff report, as noted by Commissioner Pak. The correct length of the Development Agreement is five years.

Chair Beard opened the public hearing to receive testimony in favor of or in opposition to the request.

Ms. Kim Perry, the applicant's representative from McWhinney, approached the Commission.

Chair Beard asked Ms. Perry if she had read and agreed with the conditions of approval. Ms. Perry replied yes.

Mr. Rodney Jones, the senior director of design of Great Wolf approached the Commission and stated that the first indoor water park was built in 1997; that they are the leaders in the industry and have learned how to operate and save energy at their twelve resorts; and that the resorts are spreading across the country.

Ms. Perry described the project adding that a shuttle would be instituted to move people back and forth to other businesses; that the parking structure is pushed back

to create a better visual; that the water park facility and outdoor portion are sunk down; and that the eight-foot wall would be all around.

Commissioner Ellsworth asked Mr. Jones for a comparison to one of their other hotels. Mr. Jones cited the Grapevine Texas hotel with approximately 600 rooms is the most similar, however, this water park would be larger with other hotel amenities the same size.

Commissioner Ellsworth questioned if job hiring would be within the local community. Mr. Jones replied yes; that the operation team would do an advertised hiring clinic to hire 300 to 400 people who would work different shifts.

Commissioner Pak asked for the estimated annual number of tourists.

Mr. Trae Rigby from McWhinney responded that there would be 605 rooms with approximately three to four people per room.

Commissioner Pak asked if earthquake activity was addressed. Mr. Jones responded that swimming pools had a built-in mesh to hold water to float and move as a vessel even if cracked.

Chair Beard asked if the Great Wolf resorts are close to other theme parks. Mr. Jones replied typically, yes, and that the Grapevine resort, similar to the proposed Garden Grove Water Park Hotel, has not had complaints and is doing well.

Vice Chair Bui asked for a project time line. Mr. Rigby responded that after the approval process, with the partnership in place, the next step would be financing, with the project cost at about \$275 million dollars; and that construction would only commence with a loan commitment, with fixed costs, for the entire project.

Mr. Sorin Boer, from RK Engineering Group and who is responsible for the Traffic Impact Study, stated that the study evaluated how people would get to the project safely; that the intersection at Trask Avenue and Harbor Boulevard, the northbound left turn is the critical movement and they worked to mitigate the worst case scenario.

Mr. Jones noted that regarding water conservation, the hotel has three parts – the hotel, the laundry, and the water park; the water park would lose approximately 7,000 gallons per day by evaporation, the laundry facility has reclaimed water, and the hotel has water saving urinals, faucets, showerheads, and baths.

Mr. Charles Dang, a resident of Leda Lane, approached the Commission and expressed his, and his neighbor's concern, regarding the potential loss of the cul-de-sac due to the encroachment of the hotel water park; the proposed use of Leda Lane as a fire access road for the hotel; and the duration of the construction.

Mr. Curt Moore a neighboring resident, approached the Commission and expressed that the Water Park Hotel would be an improvement, however, he was concerned with the hotel's capacity and the potential of increased traffic on Buaro Street and Palm Street, as the new signal at Harbor Boulevard may divert traffic down Buaro Street.

Ms. Perry clarified that the construction period would be 22 months; that construction permits would not be issued until the fire access issues are determined

and accepted; that the site plan could function with the cul-de-sac remaining in place; and that the number of guests would be similar to the Grapevine hotel with 605 rooms.

Mr. Jones added that a full night of guests would not exceed what would be allowed by code.

Vice Chair Bui asked for the number of hotel guests that would use the water park. Mr. Jones replied that only guests could use the facility amenities; that they do have a community day once a year upon opening; and that there may be additional incentives for locals such as an open house.

Ms. Perry clarified that the emergency and fire access does not include Leda Lane; and that a follow up traffic study indicated that there would not be a significant impact at the Buaro Street and Palm Street intersection.

Commissioner Ellsworth asked Mr. Dang why the residents were opposed to the fire access road on Leda Lane. Mr. Dang replied that Leda Lane is a private, narrow, dead end road and that conversion of the road to a through-street would be a violation of property.

Staff added that the primary access would be the main driveway; that the emergency access would only be used if the main driveway was blocked, or if the fire was large enough to need additional units; that three other sites for fire access have been identified; that if a gate was placed at the end of the street, the fire trucks would have the Knox Box key, and not the Police Department.

Ms. Perry assured everyone that there were alternate fire access areas and the cul-de-sac could remain. Staff agreed and stated that the language could be included in the conditions of approval.

There being no further comments, the public portion of the hearing was closed.

Commissioner Pak asked if the sewer capacity would be sufficient. Staff replied that for International West and future development, a dedicated sewer line is in place that heads down Harbor Boulevard to Garden Grove Boulevard to an OC Sanitation District trunk line.

Chair Beard questioned the five-year construction timeline. Staff responded that the five years was to commence construction.

Commissioner Pak asked if the site was part of an Indian burial site. Staff replied no.

Commissioner Pak referred to Resolution No. 5720, Page 5, second paragraph under Finding of Public Convenience or Necessity, and stated that the booked hotel guests benefited directly and that the community benefited indirectly; that the five-level parking structure was good; that everyone involved should be mindful of the residents; and that the project would be a wonderful addition to Garden Grove as a destination.

Commissioner Ellsworth stated that the project is a good thing and long overdue, especially as the area is blighted with high crime; and that revenue would be generated for the City and community.

Minute Excerpt – December 16, 2010
GPA-1-10(A)

Vice Chair Bui agreed, commended staff, and thanked the Leda Lane neighbors, encouraging neighbors to communicate more.

Chair Beard also agreed stating that major issues have been addressed and that a blighted condition would be improved.

Chair Beard moved to recommend adoption of the Mitigated Negative Declaration and approval of General Plan Amendment No. GPA-1-10(A), Planned Unit Development No. PUD-126-10, and Development Agreement No. DA-183-10 to City Council, and to adopt the Mitigated Negative Declaration and approve Tentative Parcel Map No. PM-2010-1178 and Conditional Use Permit No. CUP-303-10, with amendments, seconded by Commissioner Pak, pursuant to the facts and reasons contained in Resolution Nos. 5719 (GPA/PUD/DA) and 5720 (PM/CUP). The motion carried with the following vote:

AYES:	COMMISSIONERS:	BEARD, BUI, ELLSWORTH, PAK
NOES:	COMMISSIONERS:	NONE
ABSENT:	COMMISSIONERS:	BONIKOWSKI, CABRAL
VACANCY:	COMMISSIONERS:	ONE