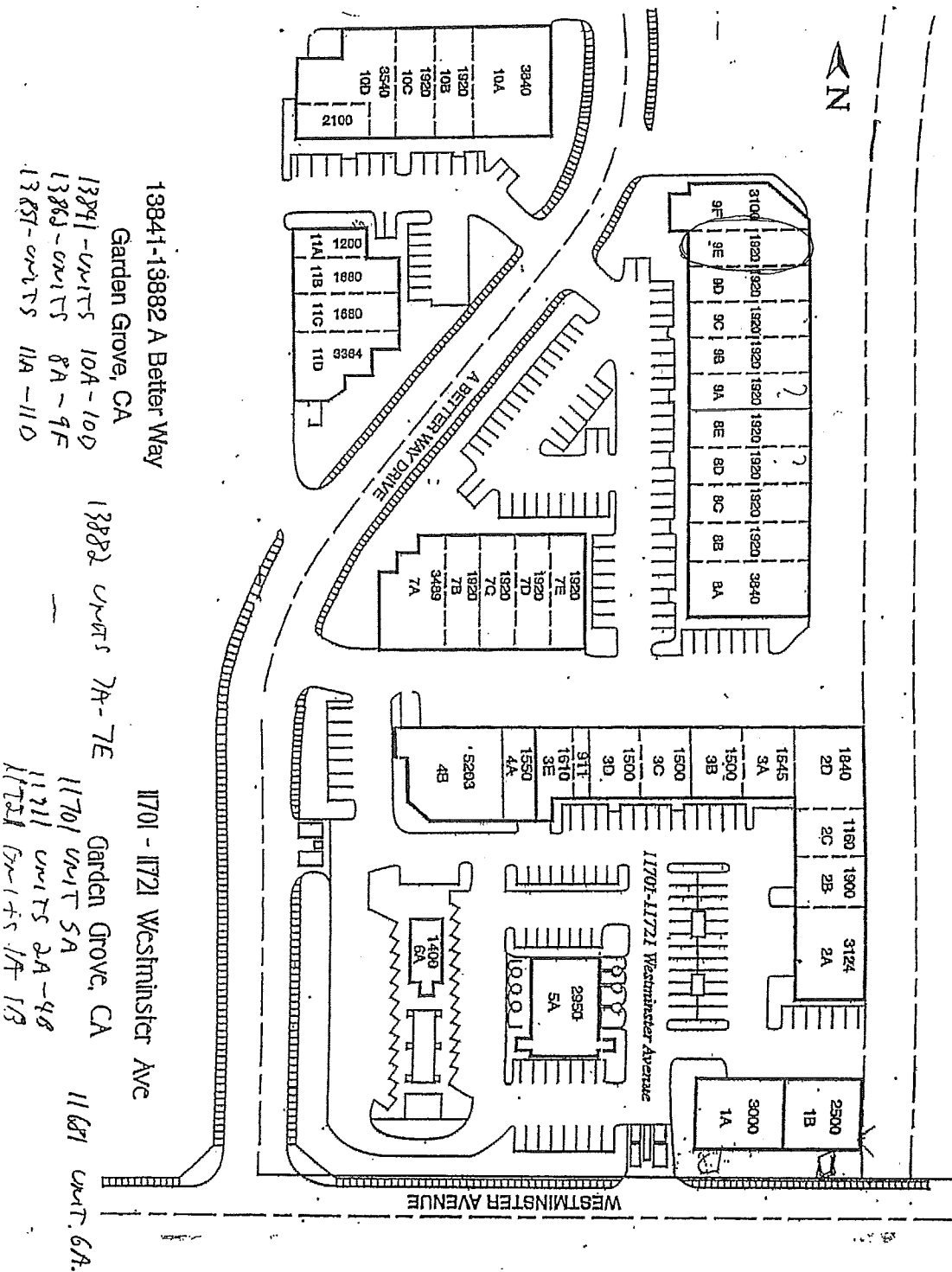


EXHIBIT "B"



13841-13882 A Better Way

Garden Grove, CA

- 13841 - UNITS 10A-10D
- 13863 - UNITS 8A-9F
- 13871 - UNITS 11A-11D

13882 UNITS 7A-7E

11701 - 11721 Westminster Ave

Garden Grove, CA

- 11701 UNITS 5A
- 11711 UNITS 2A-4B
- 11721 UNITS 1A-1B

11681 UNIT 6A

Initial: *PG*

7

ORDINANCE NO. 2145

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF GARDEN GROVE AMENDING GARDEN GROVE MUNICIPAL CODE AND PARTICULARLY ARTICLE IX THEREOF ENTITLED "LAND USE": PROPERTY LOCATED ON THE NORTH SIDE OF WESTMINSTER AVENUE BETWEEN HARBOR BOULEVARD AND NEWHOPE STREET, PARCEL NOS. 100-591-30, 34, 36, 39, 41, 43, 47, 48, 50, 51 AND 52

THE CITY COUNCIL OF THE CITY OF GARDEN GROVE DOES ORDAIN AS FOLLOWS:

SECTION 1:

Section 9203.20.445 is added to Article IX of the Garden Grove Municipal Code to read as follows:

SECTION 9203.20.445

Planned Unit Development No. PUD-103-88/Revised '89 is hereby adopted. The amendment as provided by this Section shall be subject to all the conditions and provisions as set forth in City Council Resolution No. 7210-90 approving Planned Unit Development No. PUD-103-88/Revised '89. (Map D-10)

SECTION 2

- I. In order to fulfill the purpose and intent of the Municipal Code and thereby promote the health, safety and general welfare, and to implement the approved development plan for PUD-103-88/Revised '89, the following standards of development and conditions of approval shall apply:

A. PERMITTED USES

The purpose of PUD-103-88/Revised '89 is to establish a multi-use industrial project with carefully selected automotive service and retail uses and multi-tenant industrial uses typical of research and development type industrial parks. In order to maintain the integrity of the center, it is necessary to restrict certain uses from the project while encouraging other compatible uses.

The retail/automotive service uses to be permitted only in Buildings 1 through 5 of PUD-103-88/Revised '89 include the following:

Automotive (and Motorcycle) Service, including:

- Body and fender repair
- Auto painting
- Auto repair
- Auto lube and tune
- Auto tires and servicing

But expressly prohibiting:

- Automotive and vehicular sales
- Auto salvaging, dismantling and resale of salvaged parts
- Automotive service stations
- Auto towing service and storage
- Tire rebuilding, recapping or retreading
- All other vehicular repair, service, storage, etc.

*Note:
Automotive
uses, as listed,
also permitted
in a better way.
Buildings 7-11.*

Service Commercial and Retail Commercial uses, including:

- Auto parts
- Barber, Beauty Shop
- Beauty Supply Stores
- Bicycle Shops, including repair of bicycles
- Clothes Cleaning/Dry Cleaners (with or without plant on premises)
- Limited Print Shops
- Mailing Services
- Retail Hardware, Electrical or Plumbing Supply Stores
- Shoe Repair Shop
- Tailoring Services

The industrial uses to be permitted only in Buildings 7 through 11 of PUD-103-88/Revised '89 include the following:

- Ceramic, Glass, Metal, Stone or Wood-Working Shops
- Food processing (not including cannings or processing of foods which produce objectionable odors such as fish and meat products, yeast, renderings of fat and oils, etc.), packaging and storage
- Laboratories, including experimental, testing, engineering, research and/or scientific
- Machine and Metal Shops
- Manufacturing, assembly, and fabrication of:
 - Ceramic products
 - Electrical and Electronic products
 - Fixtures, tools and equipment utilized in manufacturing
 - Furniture
 - Garments, shoes and other wearing apparel
 - Scientific instruments
 - Textiles and synthetic fibers
- Publishing, printing, lithography and engraving
- Recording Studios
- Testing and repair of electrical or electronic components, systems and equipment
- Wholesale of any products or components mentioned above

Uses subject to a Conditional Use Permit:

- Warehousing which exceeds 50 percent of the tenant space

Uses expressly prohibited:

- Agricultural crops or sales
- Assembly uses
- Bars
- Billiard Parlors/Pool Halls
- Bowling Alleys
- Building supply, lumber yards
- Contractor's storage yards
- Cocktail Lounges
- Convenience Stores
- Draying, freighting or trucking yards

Uses expressly prohibited: (Cont'd.)

Equipment or vehicular storage of any kind
Liquor stores
Live entertainment in restaurants
Massage Parlors
Mini-warehouse, public or private storage
Nightclubs
Private clubs
Professional offices
Restaurants, including take-out only
Trade schools

B. PARKING

Auto center and restaurant pad: 102 spaces
Industrial: 120 spaces

C. BUILDING HEIGHT

Maximum of 30 feet

D. SETBACKS

Westminster Avenue - 15 feet
A Better Way - 10 feet to 15 feet as per approved plan

E. LANDSCAPING

All street setbacks
Parking area - 10% minimum

- F. All below listed Conditions of Approval and PUD regulations are required to be recorded. Recordation of said conditions is the responsibility of the applicant, and proof of such recordation is required prior to issuance of building permits. 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 of the Planning Commission.
- G. Approval of this Planned Unit Development 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.
- H. Per Municipal Code Section 9213F.10, the Planning Commission shall initiate proceedings to reclassify the area included in an adopted PUD to such zone as deemed appropriate by the Planning Commission if no development has occurred in pursuance of the adopted plan. The applicant shall be limited to two, one-year time extensions from the date of City Council adoption of the ordinance to reclassify the site to the PUD zone.

- I. Minor modifications shall be approved by the Planning Commission. If other than minor changes are made in the proposed development, a new PUD application shall be filed which reflects the revisions made, as per Municipal Code Section 9213F.11.
- J. 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 Section. Lighting shall be restricted to decorative type wall-mounted lights, or preferably a ground lighting system.
- K. No roof-mounted mechanical equipment shall be permitted unless a method of screening complementary to the architecture of the building is approved by the Development Services Department prior to issuance of building permits. Said screening shall block visibility of any roof-mounted mechanical equipment from view of public streets and surrounding properties.
- L. All ground-mounted mechanical equipment shall be screened from view from any place on or off the site.
- M. Grading, drainage, and underground utility plans are required.
- N. All entrances to the property shall be posted with a sign indicating that unauthorized vehicles will be removed at the owner's expense. The signs shall be of the size, type, and location specified in the California Vehicle Code and Garden Grove Municipal Code.
- O. Prior to the issuance of building permits, the applicant shall submit to the Development Services Department a final landscape plan for review and approval. Said plan shall include an automatic irrigation system and shall adhere to the site plan and preliminary landscape plan, and shall include the following:
 1. The use of special paving at the passenger vehicle entries to the east and west sides of the industrial park portion of the center. This paving shall be identical to that used at the automotive center driveways.
 2. The addition of street trees in all street setback areas at the minimum required ratio of one, 24-inch box tree for every 30 feet of property frontage. These trees may be grouped or clustered. In no case shall the minimum number of trees be less than 12 trees on Westminster Avenue, 25 on the east side of A Better Way and 15 on the west side of A Better Way.
 3. Addition of landscaped finger planters among the rows of parking stalls as identified in the staff report.
 4. Addition of landscaped areas along the northern property line at the west side of the center as outlined in the staff report, and where said landscaping will not interfere with truck maneuvering.

5. All street setbacks shall be designed with a 30-inch high undulating berm with turf.
 6. Addition of flowering and evergreen species of shrubs and trees, to be approved by the Development Services Director.
- P. Prior to the issuance of building permits, the applicant shall submit a final, detailed sign program to the Development Services Department for review and approval. Said program shall include number, type, material, color, size and location of all signs and shall include the following:
1. No roof- or pole-mounted signs are permitted.
 2. No wall-painted or can signs are permitted.
 3. Store window signage is restricted to ten percent of the window area on which signage is located and should be of a permanent type indicating business type or name only.
 4. No signs indicating prices for services shall be permitted unless posted within the building.
 5. No temporary signs are permitted except for "approved events" reviewed by the City.
- Q. Lease agreements with individual store owners shall include restrictions on window display and signage (not more than ten percent coverage permitted) and shall ensure that storefronts remain free of advertising, clutter and merchandise. Prior to the issuance of a Certificate of Occupancy, the applicant shall submit a sample lease agreement to the City Attorney and Development Services Director for review and approval.
- R. Prior to the issuance of building permits, the applicant shall record a maintenance agreement with the City of Garden Grove. Said agreement shall set standards and schedules for the maintenance of building, landscaping, signs, parking lots, lighting, trash collection, etc.
- S. The applicant shall comply with all provisions of the City's Flood Damage Prevention Ordinance.
- T. The applicant shall be responsible for complying with and payment for all provisions of the Engineering Services Division including, but not limited to, the following:
1. A street improvement plan and bond in an amount not to exceed \$5,000 are required.
 2. A grading plan indicating retaining walls shall be submitted in accordance with the Flood Damage Prevention Ordinance.

3. Additions and alterations to the existing storm drain as needed.
4. Parcel map required to change the existing street and lot configuration.
5. The applicant shall provide a 30-foot wide minimum easement from a Better Way to the City Yard entrance gate for ingress/egress purposes.
6. The applicant shall pay for the construction of the median islands on Westminster Avenue to incorporate the new alignment of A Better Way.
7. Five new marblelite street lights with underground wiring are required on A Better Way, location to be determined by the Engineering Services Division.
8. Post a bond in the amount of \$5,000 to cover the cost of furnishing and installing all required traffic control devices.
9. A Better Way shall be signed "No Stopping At Any Time" (R26Rs) in both directions for the entire length of the street.
10. All driveways intersecting A Better Way shall be provided with stop signs (R-1 and "STOP") legends. Other stop signs and legends shall be installed as indicated on the plans.
11. A cross-walk and stop sign shall be installed on A Better Way at the intersection of Westminster Avenue and at the easterly driveway on Westminster.
12. All driveway approaches shall be the flared, depressed type per Orange County Standard Plan No. 210.
13. All compact parking stalls shall be individually marked.
14. All handicap parking stalls shall be marked and signed in accordance with CVC 22511.8(a).
15. All curbs not associated with a parking stall shall be painted red for no parking, although parking will be permitted for a 50 foot stretch south of the northern property line on both sides of A Better Way.
16. The southerly driveway shall be signed for right turns only.
17. All curbs on the property's southern street frontage shall be painted red and signed to prohibit parking.
18. All internal alleyways servicing back-to-back parking shall maintain a minimum width of 25 feet.

19. All landscaping along street frontages adjacent to driveways shall be of the low-height variety to provide safe sight clearance.
 20. All mitigation measures of the traffic impact study shall be complied with at the developer's expense, including:
 - a. Re-stripe Westminster Avenue at the intersection of A Better Way to include left-turn pockets in both directions.
 - b. Widen Westminster Avenue to ultimate width in the vicinity of A Better Way to channel right-turn movements onto A Better Way and provide a merging lane onto Westminster Avenue from A Better Way.
- U. The applicant shall comply with all provisions of the Fire Department including, but not limited to, the following:
1. Automatic fire sprinkler systems shall be installed in all buildings 6,000 square feet or more.
 2. Each building with 100 or more sprinkler heads requires a central station monitor.
 3. Fire sprinklers are recommended for Building 1 due to use of flammable liquids and presence of spray booth.
 4. Building 1 spray booth to comply with UFC Articles 45 and 79 - storage of flammable and combustible liquids.
 5. Building 5 shall comply with UFC Article 79.
 6. An automatic fire sprinkler system is required for Building 6 for the hood and duct system.
 7. Installation of four fire hydrants, location to be determined by the Fire Department.
- V. The applicant shall comply with all provisions of the Water Services Division, including, but not limited to, the following:
1. A fully engineered water system is required which shall include a looping waterline from A Better Way to Westminster Avenue. The developer shall contact Water Services for water system design and approval prior to construction.
 2. A ten-foot wide minimum water line easement may be required depending upon the water system design.
 3. All one and one-half inch or larger meters shall be equipped with an approved backflow device.
 4. All water improvements shall be at the developer's expense.

- W. Comply with all provisions of the Economic Development Department including, but not limited to, the following:
 - 1. Prior to the issuance of building permits, PUD-103-88/Revised '89 shall be received and filed by the Garden Grove Agency for Community Development subsequent to Planning Commission review.
 - X. Comply with all provisions of the Garden Grove Police Department. Prior to the the commencement of construction drawings, the applicant or his representative shall obtain a Security Provisions Checklist from the Police Department.
 - Y. The applicant shall comply with all provisions of the Sanitary District including, but not limited to, the following:
 - 1. A sanitary sewer plan must be reviewed and approved by the Sanitary District.
 - Z. An environmental audit shall be conducted prior to the issuance of building permits to determine the levels, if any, of hydrocarbons present on the site.
- II. 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 shall apply to the restaurant pad site:
- AA. The applicant shall comply with all the provisions of Garden Grove Development Services Department, including:
 - 1. Prior to issuance of building permits, the applicant shall submit a detailed landscape and irrigation plan to Garden Grove Development Services for approval. Said plan shall include type, size and quantity of landscaping materials, as well as a fully automatic comprehensive watering system.
 - 2. The applicant shall provide a minimum of twenty (20) 15-gallon trees as per the preliminary landscape plan. Six (6) trees shall be incorporated into the patio area. All trees shall be a minimum of one (1) inch caliper, eight (8) foot height, and two-and-one-half (2-1/2) foot head in north and south landscaped areas.
 - 3. Ground cover shall incorporate undulating turf at least 30" in height.
 - 4. The applicant shall provide a detailed patio plan and elevations indicating type, location and size of all tables and planters, as well as materials, preferably incorporated into a planter/bench combination. Applicant shall also indicate location of all trash receptacles, which shall be of a permanent type designed to accentuate the patio area.

5. The applicant shall provide decorative stamped paving for the patio surface. Final material and pattern to be approved by the Development Services Department.
 6. The parking cover/canopy structure shall be stucco treated to match main building. The applicant shall also provide accentuating caps at the base of all supports.
 7. Restaurant window signage shall not exceed ten percent of the window area. If neon signage is used, it shall be reviewed and approved by the Development Services Department.
 8. All speaker boxes shall provide adjustable volume control.
 9. The applicant shall submit a final lighting plan showing location of all exterior light standards, which shall be designed to accentuate the restaurant.
 10. The trash enclosure shall be stucco treated to match building. The doors shall be metal, painted to match the building and shall remain closed at all times.
 11. The southerly drive aisle shall be signed for one-way traffic only.
 12. Westminster Avenue and A Better Way landscaping frontages shall be bermed to screen parking. Berm height shall be determined by the Development Services Department prior to issuance of building permits.
 13. No signage shall be painted or installed on canopies.
 14. Any changes in building colors or materials shall be reviewed and approved by the Development Services Department.
 15. The developer shall comply with all conditions of approval for PUD-103-88 as per Planning Commission Resolution No. 3941.
 16. Final building colors and materials shall be reviewed and approved by the Development Services Department.
 17. Monument signs on Westminster Avenue shall be limited to four (4), including center identification. As per Planning Commission Resolution Number 3941, the applicant shall maintain no more than two (2) tenants on the two easterly monument signs. One (1) monument sign shall be signed for the single tenant of the restaurant pad.
- BB. The applicant shall comply with all the provisions of Garden Grove Traffic Engineering Section, including:
1. All compact parking stalls shall be individually marked.
 2. All handicap parking stalls shall be marked and signed in accordance with CVC 22511.8(a).

3. All curbs not associated with a parking stall shall be painted red to prohibit parking.
 4. Driveway throat shall be a minimum of 20 feet in length.
 5. Driveway throat shall be a minimum of 35 feet in width.
 6. No driveway shall be located closer than 35 feet to or from curb return.
 7. All internal alleyways servicing back-to-back parking shall be a minimum of 25 feet in width.
 8. Minimum width of one-way drive aisle shall be no less than 13 feet in width.
 9. All landscaping along street frontage adjacent to driveways shall be on the low-height variety to assure safe line of sign clearance.
- CC. The applicant shall comply with all the provisions of the Garden Grove Fire Department, including:
1. An automatic fire extinguisher system shall be installed to protect cooking equipment and exhaust system.
- DD. The applicant shall comply with all the provisions of the Garden Grove Police Department, including:
1. The owner and/or operator of the restaurant shall be required to work in conjunction with the Garden Grove Police Department. An agreement of understanding between the Garden Grove Police Department and the restaurant operator shall be submitted in writing prior to issuance of building permits setting forth the requirements under which an on-site security guard will be required, if any. If problems occur, the applicant shall provide an on-site security guard(s) and shall close no later than 10:00 p.m. on nights of operation designated as problem nights. In addition, the agreement shall stipulate that Cal Sonic agrees to cooperate and conform to the order of the Garden Grove Police Department as to the control of person or persons congregating, causing unnecessary noise, motor racing, or loitering outside of a motor vehicle. Cal Sonic shall further agree to post signs in conspicuous locations at the subject site that announce all applicable City Codes and shall enforce or call the Police Department for assistance in enforcing such codes.
- EE. The applicant shall comply with all the provisions of Garden Grove Water Services Section, including:
1. All water improvements shall be at developer's expense.

2. Meters and dedicated water facilities shall be located within City right-of-way or dedicated easements.
3. One and one-half (1-1/2) or larger meters shall have an approved backflow device as per City standard plan B-771, A and B.

The foregoing Ordinance was passed by the City Council of the City of Garden Grove on the 19th day of March, 1990.

ATTEST:


MAYOR


CITY CLERK

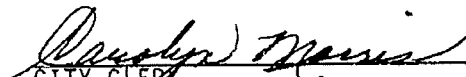
STATE OF CALIFORNIA)
COUNTY OF ORANGE) SS:
CITY OF GARDEN GROVE)

I, CAROLYN MORRIS, City Clerk of the City of Garden Grove, do hereby certify that the foregoing Ordinance was introduced and presented on March 5th, 1990 with vote as follows:

AYES: COUNCILMEMBERS: (5) DINSEN, KESSLER, LITTRELL, WILLIAMS, DONOVAN
NOES: COUNCILMEMBERS: (0) NONE
ABSENT: COUNCILMEMBERS: (0) NONE

and was passed on March 19th, 1990 by the following vote:

AYES: COUNCILMEMBERS: (5) DINSEN, KESSLER, LITTRELL, WILLIAMS, DONOVAN
NOES: COUNCILMEMBERS: (0) NONE
ABSENT: COUNCILMEMBERS: (0) NONE


CITY CLERK