



S H E A / B A K E R R A N C H
A R E A P L A N

May 2012



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Approved May 15, 2012

Lake Forest City Council Resolution of Approval 2012-35

SHEA/BAKER RANCH AREA PLAN

Shea/Baker Ranch Associates, LLC
1250 Corona Pointe Court, Suite 600
Corona, CA 92879
951-739-9700

Document Prepared by:

Development Planning Solutions
22735 East La Palma Avenue
Yorba Linda, CA 92887

Contributors:

Hunsaker & Associates
Three Hughes
Irvine, CA 92618

William Hezmahalch Architects, Inc.
2850 Redhill Avenue, Suite 200
Santa Ana, CA 92705

The Collaborative West
100 Avenida Miramar
San Clemente, CA 92672

JZMK Partners
131 Innovation Drive, Suite 100
Irvine, CA 92617

Ron Krater
20341 SW Birch Street, Suite 210
Newport Beach, CA 92660

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 Appendix B Conceptual Grading Plan
 Appendix C Cross Sections of Borrego Canyon Wash Improvements
 Appendix D IRWD Will Serve Letter
 Appendix E Fuel Modification Plan
 Appendix F Shea/Baker Ranch AHIP (Attachment C to Development Agreement)

C H A P T E R 1

I N T R O D U C T I O N

1.1 PROJECT SUMMARY

The Shea/Baker Ranch community is a master planned community located in the northwestern portion of the City of Lake Forest. The project is bounded by Borrego Canyon Wash on the northwest, Bake Parkway and existing business park development on the south, the Foothill Transportation Corridor and an Irvine Ranch Water District reservoir site on the east, and Commercentre Drive on the west.

The proposed Area Plan for the Shea/Baker Ranch community provides for the following land uses with a total of 2,379 residential units:

Residential

- Up to 1,638 for-sale homes, on approximately 308 acres, ranging from low density (2-7 units per net acre) to medium density (up to 25 units per net acre)
- A broad variety of home styles including single family detached, motor courts, cluster homes, green courts, flats, townhomes and condominiums

Mixed Use

- A maximum of 48.38 acres designated for mixed use development
- The mixed-use development contemplates commercial areas developed together with multi-family residential units ranging from low-medium to high densities
 - A maximum of 25,000 square feet of commercial development and up to 741 residential units

Open space

The community provides over one hundred acres of parks and open spaces, as follows:

- 7.46 acres of community park and 12.0 acres of neighborhood parks, in addition to trails and paseos
- The 8.37 gross acre Central Linear Park, with 7.0 useable acres
- The 12.58-acre Borrego Linear Park including a trail system that covers approximately 5.05 acres

- Approximately 55 acres contained within slopes, paseos, the detention basin, and other open spaces, and approximately 15 acres within parkways and medians.
- 14.92-acre Borrego Canyon Wash

Access to the site is provided from Alton, Bake and Rancho parkways and Commercentre Drive. An internal collector level loop road, comprised of “A”, “B” and “C” streets, provides primary circulation within the community. Neighborhood streets connect from this collector street into the individual neighborhoods. Development of Shea/Baker Ranch includes completing Alton Parkway to its ultimate width and constructing the parkways and sidewalks associated with the road. All roads within Shea/Baker Ranch except driveways internal to apartment neighborhoods and alleys will be built to public street standards and dedicated to the City of Lake Forest for maintenance.

An off-site roadway, Baffin Bay Drive, will be improved as part of Shea/Baker Ranch. A cul-de-sac will be constructed at the street’s existing end, providing a permanent terminus for this road.

Construction of new potable water, reclaimed water, and sewer facilities will be completed to provide services for the community. Construction of the new sewer system will allow abandonment of the existing Irvine Ranch Water District pump station located north of Towne Centre Drive. These facilities will be dedicated to the Irvine Ranch Water District (“IRWD”) when complete.

Project drainage facilities will be constructed to handle the flows generated by Shea/Baker Ranch. This storm drain system will be dedicated to the City of Lake Forest when complete. Facilities to manage flows from offsite areas will also be constructed as part of the project, in Borrego Canyon Wash. .

Electrical, gas, cable television and telephone utilities will also be constructed to serve the needs of Shea/Baker Ranch residents and businesses.

1.2 REGULATORY BACKGROUND AND RELATIONSHIPS TO OTHER PLANS

Shea/Baker Ranch has a long history of project approvals. The original Area Plan for the site was approved by the County of Orange in April 1988 and then re-approved by the City of Lake Forest in January 2000. That project approval incorporated a 691-acre site known as Baker Ranch, only a portion of which is the subject of this Area Plan. In January 2000 the City of Lake Forest approved a revised version of the Baker Ranch Area Plan that amended the plan for Planning Area 1, consisting of the 386.6-acre Shea/Baker Ranch property. The Shea/Baker Ranch Area Plan includes Planning Area 1 (which now includes former Planning Area 2) and Planning Area 7 of the Baker Ranch Area Plan.

Shea/Baker Ranch is part of a larger 800-acre study area within the City of Lake Forest, known as the Opportunities Study Area (OSA) that addressed multiple properties within the City. The OSA was developed and planned in cooperation between the various landowners and the City. In 2006, a Program Environmental Impact Report (PEIR) was prepared to analyze the anticipated land use changes within the 800-acre study area. This PEIR identified that the OSA project would have significant impacts to the environment in the areas of Aesthetics, Agriculture, Air Quality, Water Quality, and Population and Housing. Portions of the PEIR were recirculated in 2008 to analyze a new alternative and to add an analysis of Global Climate Change. The proposed land use changes for Shea/Baker Ranch were evaluated at a program level of detail as part of this PEIR.

Shea/Baker Ranch was approved in the summer of 2010, with a General Plan Amendment (GPA), Zone Change, and adoption of a Development Agreement. Because certain details of the GPA and Zone Change proposals differed slightly from the GPA and Zone Change analyzed in the PEIR, and to address the Development Agreement, an Addendum to the PEIR, in accordance with CEQA Guidelines Section 15164, was prepared to describe those minor changes and additions.

The Baker Ranch Planned Community Supplemental Text and Development Plan (P.C. Text) was amended as part of this Zone Change. That Zone Change modified the Planning Area boundary between Planning Areas 1 and 2 to conform precisely to the Shea/Baker Ranch ownership, which eliminated Planning Area 2 from the project boundary, and divided Planning Area 1 into twelve smaller Planning Areas, as shown on Exhibit 2.4, Existing Land Use Plan. The plan established through this Zone Change includes a 1.05 acre slope adjacent to Alton Parkway at Commercentre Drive, Planning Area 1J, that is designated Business Park. This acreage is being eliminated from further discussion in this Area Plan. No development will occur in that Planning Area other than landscape improvements consistent with the other streetscapes in the community.

The Shea/Baker Ranch Development Agreement established a maximum of 2815 homes developed at low, low-medium, and medium densities; a mixed-use area including a maximum of 320,000 square feet of commercial uses and residential uses developed up to high density; and open space and recreational amenities. Regulatory documents that govern the use of the property include 1) the City's zoning ordinance (Title 9 of the Lake Forest Municipal Code) for topics on which the P.C. Text is silent, 2) the City's General Plan, and 3) the Shea/Baker Ranch Development Agreement as recorded in the official records of Orange County (document Number 201000055128), or as subsequently revised. The City has adopted design guidelines that apply to all properties in the City that establish retaining wall design standards. Those design guidelines also apply to the Shea Baker Ranch property.

The City recently constructed a segment of Alton Parkway that extends through the Shea/Baker Ranch project site pursuant to the terms of the Shea/Baker Ranch Development Agreement and

approvals granted by the County of Orange in 2010. The impacts of the Alton Parkway construction project were analyzed in the Alton Parkway Extension Project EIR 585 prepared and certified by the County of Orange in September 2007 (“Alton Parkway EIR”).

Table 1-1, below, summarizes the existing entitlements for Shea/Baker Ranch.

Table 1-1 Existing Approvals

| Entitlement | Approval Granted | Review or Approval Body / Date |
|---|--|---|
| General Plan Amendment 5-10-1233 | Land Use Designation Density | Planning Commission / June 10, 2010 City Council / July 20, 2010 |
| Zone Change 5-10-1234 (amending the Baker Ranch Planned Community Text) | Development Standards: Height, Setbacks, Parking Application Processing | Planning Commission / June 10, 2010 City Council / July 20, 2010 |
| Shea/Baker Ranch Development Agreement Document Number 2010000551280 | Application Processing Alton Parkway Design Borrego and Central Linear Parks (Concept) | Planning Commission / June 10, 2010 City Council / July 20, 2010 |
| Linear and Neighborhood Parks | Concept for Borrego and Central Linear Parks*; Neighborhood Parks; 5-acre Community Park *(The sports facilities previously envisioned for the Central Linear Park were redistributed to neighborhood parks) | Parks and Recreation Commission / October 20, 2011 |

1.3 PURPOSE OF THE AREA PLAN

This Area Plan amends the previously approved Baker Ranch Area Plan for Planning Areas 1 and 7 only. To implement the GPA and Zone Change approved in 2010, the Area Plan and supporting technical studies and environmental documentation have been prepared to describe the project-level implementation measures for the Shea/Baker Ranch property. The zoning document requires submittal of an Area Plan in advance of future development approvals to provide an opportunity for public review of the project proposals, the relationship of project land uses, and the design concepts that will implement the plan. This Area Plan and its comprehensive supporting materials fulfill that requirement. The Shea/Baker Ranch zoning boundary map and legal description included as Exhibit 1.1 defines the project area.

The zoning identifies particular requirements for Area Plans, listed below, along with a notation where each required component is found within this Area Plan.

- Master Land Use Plan – Chapter 2

- Design Plan – Chapter 6
- Public Facilities Phasing and Financing Plan – Chapter 11
- Grading Concept Plan – Chapter 3
- Landscape Concept Plan – Chapter 7
- Circulation Plan – Chapter 4
- Public and Private Recreational Facilities Plan – Chapter 7
- Recreation Phasing Plan – Chapter 11
- Affordable Housing Implementation Plan – Chapter 10
- Open Space Plan – Chapter 7
- Drainage Master Plan –Chapter 5
- Sewer Master Plan – Chapter 5
- Water Distribution Master Plan –Chapter 5
- Dry Utilities Plan – Chapter 5
- Fuel Modification Plan – Chapter 8
- Wall Plan – Chapter 7
- Maintenance Responsibilities Plan – Chapter 11

Additional requirements for Area Plans are the project title report, tentative tract map, and technical and special studies that are used to prepare and complete the required environmental analysis before final project environmental documentation and impact mitigation can be certified. None of these items are meant to be included within the Area Plan document itself, but are submitted separately and reviewed concurrently in order to create a comprehensive project description. Many of the concepts described in the Area Plan are shown in greater detail on the accompanying Tentative Tract Map.

1.4 APPROVAL PROCESS

The City Council, on recommendation of the Planning Commission, will make the determination for this Area Plan, subject to the approved Development Agreement. The Baker Ranch Planned Community Text establishes the process for future project approvals. Future Site Plans for residential development will be subject to the requirements of the Planned Community Text. If a future Site Plan proposes an alternative development standard less than requirements in the Planned Community Text or Zoning Ordinance, it shall be reviewed by the Planning Commission.

Table 1-2, Approval Processes, documents the approval process required for the future actions required to implement the Shea Baker Ranch Area Plan. The approval of this Area Plan (2-11-1732) and Tentative Tract Map 16466 includes development conditions that must be satisfied. Appendix A includes these conditions of approval.

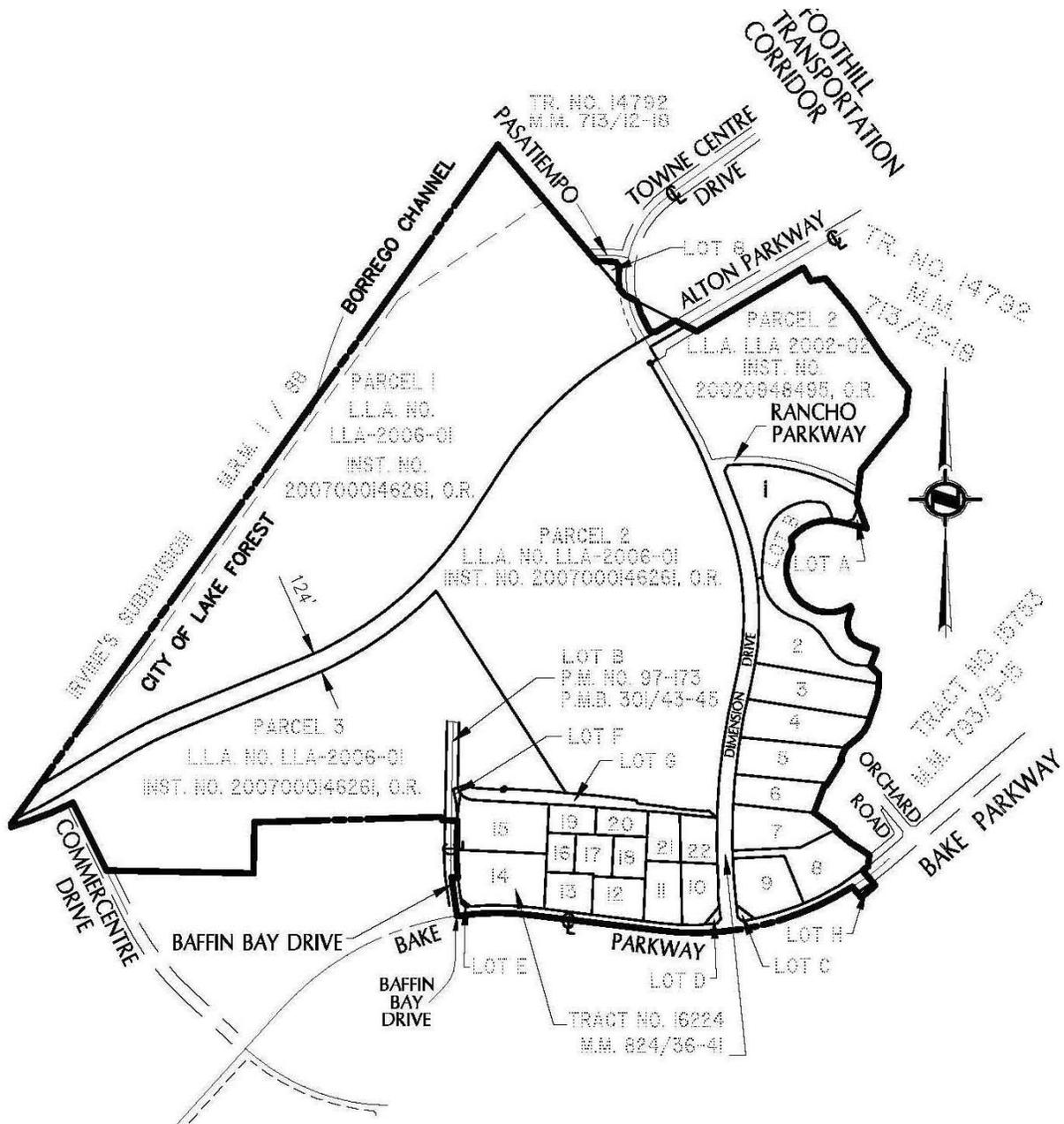
Table 2-1 Approval Processes

| Action | Application | Review Body |
|--|--|--|
| First Tentative Map Submittal Package | Area Plan / Tentative Tract Map | PC, CC (PH) |
| Minor Modifications to First Tentative Map Submittal Package | City Attorney / City Manager to determine scope of review (Section 7.7 of DA) | CA/CM OR CC |
| Amended First Tentative Map Submittal Package | Amended Area Plan / Amended Tentative Tract Map | PC, CC (PH) |
| Subsequent Tentative Maps | Tentative Tract Map | PC (PH) |
| “A” and/or “B” Final Maps | Final Map | CC |
| Final Maps for Condominium Purposes | Final Map | CC |
| New Single-Family Neighborhoods | Site Plan for review of plotting, architecture, colors, street furniture, and compliance with adopted development standards | DS; or PC (PH) if referred by Director of DS |
| New Multi-Family Neighborhoods | Site Plan for review of project layout, plotting, architecture, landscaping, and compliance with adopted development standards | PC (PH) |
| Neighborhood Retail Center | Site | PC (PH) |
| Alternative Development Standards | Site Plan to be reviewed in conjunction with project | PC (PH) |
| Tandem Parking | Site Plan for alternative development standard | PC (PH) |
| Subdivision, Gateway, or Model Signage | Planned Sign Program | PC (PH) |
| Master Landscape Plan | Review of slopes, medians, entry areas in accordance with Area Plan | PC (PH) |
| Interim Uses | Use Permit | PC (PH) |
| Non-Commercial Recreation Centers | Site Plan | DS |
| Model Home Complex | Site Plan | DS |
| Parks and Trails (Construction Drawings) | Ministerial Review | PW; DS; CS |

Review Body:

CA = City Attorney
 CC = City Council
 CM = City Manager
 PC = Planning Commission

PH = Public Hearing
 DS = Development Services
 PW = Public Works
 CS = Community Services



PARCELS 1 THROUGH 3, INCLUSIVE, OF LOT LINE ADJUSTMENT NO. LLA-2006-01 IN THE CITY OF LAKE FOREST, COUNTY OF ORANGE, STATE OF CALIFORNIA, RECORDED MARCH 7, 2007, AS INSTRUMENT NO. 2007000146261 OF OFFICIAL RECORDS OF SAID COUNTY.

PARCEL 2 OF LOT LINE ADJUSTMENT NO. LLA-2002-02 IN THE CITY OF LAKE FOREST, COUNTY OF ORANGE, STATE OF CALIFORNIA, RECORDED OCTOBER 30, 2002, AS INSTRUMENT NO. 20020948495 OF OFFICIAL RECORDS OF SAID COUNTY.

PARCEL B OF PARCEL MAP NO. 97-173 AS SHOWN ON A MAP FILED IN BOOK 301, PAGES 43, 44 AND 45, OF PARCEL MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

ALL OF TRACT NO. 16224 AS SHOWN ON A MAP FILED IN BOOK 824, PAGES 36 THROUGH 41, INCLUSIVE, OF MISCELLANEOUS MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

LOT B OF TRACT NO. 14792 AS SHOWN ON A MAP FILED IN BOOK 713, PAGES 12 THROUGH 18, INCLUSIVE, OF MISCELLANEOUS MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

Scale: 1"=1,000'

Exhibit 1.1 – Boundary Map and Legal Description

C H A P T E R 2

M A S T E R L A N D U S E P L A N

2.1 PROJECT LOCATION AND SETTING

Shea/Baker Ranch is located in the foothills of southeastern Orange County, as shown on the Local Vicinity Map, Exhibit 2.1. The project site consists of 371.59 acres (not including Planning Area 1J), generally surrounded by the Borrego Canyon Wash on the northwest, the Foothill Transportation Corridor and Towne Centre Drive on the northeast, an Irvine Ranch Water District reservoir site, existing business park development and Rancho Parkway on the east, Bake Parkway and Baffin Bay Drive and existing business park development to the south, and Commercentre Drive to the west. Access to the site is provided via Alton Parkway from the southwest and northeast, and Bake Parkway to the south.

The Foothill Ranch Planned Community, a mixed-use community including residential, commercial and business park uses, is located to the north and northeast of Shea/Baker Ranch, immediately north of the Foothill Transportation Corridor. Existing business park developments, including Pacific Commercentre, are located at the northwestern edge and east and south of the site. To the west of the site is a large area of regionally significant open space, included as part of the County of Orange's participation in the Natural Communities Conservation Plan.



Exhibit 2.1 – Local Vicinity Map

2.2 COMMUNITY VISION

The vision for the development of Shea/Baker Ranch is to enhance people's lives by creating a true community, one designed to orient toward open space and provide diverse neighborhoods with many different types of homes for future residents. The area's natural beauty is captured within a comfortable community atmosphere. The open space and recreation plan allows its residents to be active and interactive, leading to a friendly and welcoming atmosphere.

There are three fundamental project components on which the vision of Shea/Baker Ranch is based:

- Parks and Open Space
- Connectivity
- Diversity of Housing



2.2.1 Parks and Open Space

The primary, organizing element of Shea/Baker Ranch is open space and recreation. A key element in the recreation plan is an 8' wide community pedestrian loop formed by the sidewalk on one side of "A" and "B" streets. This walkway links all the neighborhoods to the parks and recreation facilities. This walkway is further enhanced by on-street bicycle lanes creating a multi-use corridor. The central linear park further connects the community, along with greenbelts within and adjacent to some neighborhoods, providing access to both usable open space for organized sports activities and more passive greens. The Open Space Plan, Exhibit 2.2, illustrates the location and relationships of parks, open spaces and trails within the community.



Exhibit 2.2 - Open Space and Recreation Plan

Activity and interaction with surrounding communities is encouraged at a seven acre City-owned community park, with features such as basketball courts, adventure play, multi-use fields, and picnic areas. Extra-community involvement is also supported by a bicycle trail located in Borrego Linear Park and trails along Alton, Bake and Rancho parkways and the community loop road, connecting residents and the outlying community to Shea/Baker Ranch's valuable, highly accessible recreational amenities as well as to the natural areas beyond.



In addition to the community park, many neighborhood parks are provided throughout the community, placing every home within a five-minute walk of a recreation center. Three of these parks are adjacent to private recreation centers, which are envisioned to include pools for the private use of residents. These new recreational opportunities for residents, the community active use park, multiple private recreation facilities, a central multi-functional linear park, multiple bicycle trail connections, Borrego Linear Park and a series of neighborhood parks, add to residents' sense that the enjoyment of nature and playful activity is literally right outside their door.

2.2.2 Connectivity

The roadway system within Shea/Baker Ranch serves multiple functions; vehicular, bicycle, and pedestrian mobility, it provides an aesthetic backdrop for the homes, and helps define the community character. Roads terminate on open spaces, creating vistas beyond the roadway. Traffic calming techniques designed as part of the street system include enhanced parkway landscaping, installation of medians in select locations, a thematic and connective community loop road, shorter street segments, and a roundabout at the intersection of "A" and "B" streets with Dimension Drive. These help create a safe, pedestrian and cyclist friendly community.



On-street bicycle trails are provided throughout Shea/Baker Ranch to facilitate internal and external connections, whether for recreational riders or commuters. An off-street trail is provided through the Borrego Linear Park, connecting to Alton at the southern end and ultimately to Whiting Ranch Park at the north.



Pedestrian walkways are separated from the street with landscaped parkways to create a pleasant and safe pedestrian environment. This promotes friendly interaction among neighbors and access to the community features and amenities. Sidewalks are shaded with groupings of trees to provide welcome shade and to reduce reflected heat from the sidewalks.

2.2.3 Diversity of Housing

The community of Shea/Baker Ranch is envisioned to include a wide range of housing types, situated among its diverse community-wide open space and recreational system. A broad mix of single-family homes, bungalows, green-courts, condominiums, flats, townhomes, cluster detached, and apartment homes will serve a wide range of family types, life-stage, and affordability levels.

Shea/Baker Ranch is designed to support a diverse population, with differing life styles, of different ages, and with different interests. Individual neighborhoods within Shea/Baker Ranch include a range of home styles and sizes. Development within the hillside areas, by virtue of the terrain, is lower density, resulting in larger homes on larger lots. These homes are designed for growing, active families or families who enjoy entertaining at home. A highly energetic feel will be achieved by building higher density living areas along the edges of the property, adjacent to the Borrego Canyon Wash and Bake Parkway. Attached homes for young families, first time buyers, and renters are also included. This mix results in a more diverse and vibrant community.

The legacy of Shea/Baker Ranch will be its landscape, open space, trails, and relaxing atmosphere.



2.3 LAND USE PLAN

2.3.1 Guiding Principles

The Shea/Baker Ranch land use concept is guided by the principle that the way in which physical spaces and land uses are organized creates a community, both in terms of creating a built environment and in fostering a sense of community among residents. The principles guiding the development plan for Shea/Baker Ranch include:

- Embrace the character of the site, its topography and the project setting.
- Create high quality residential neighborhoods and homes.
- Provide an innovative and diverse range of densities and home types.
- Create an exceptional open space and recreational system.
- Blend community design harmoniously with the southern California environment.
- Reduce vehicular trips by creating a community that emphasizes connectivity, access, and mobility.
- Create physical facilities and provide infrastructure to encourage “community building.”

2.3.2 Site Characteristics and Design Influences

The physical site characteristics of the land contained within the Shea/Baker Ranch Area Plan and the area immediately adjacent to the site establish the physical framework for the development plan. Both development opportunities and constraints are determined by the site characteristics. Exhibit 2.3 provides an aerial photograph of the area, illustrating many of these physical features.

Existing topographic features help define the site and guide its development. The Borrego Canyon Wash along the site’s northwestern boundary conveys storm water flows originating from upstream development in the Foothill Ranch area. The flow line of Borrego Canyon Wash meanders in and out of the Shea/Baker Ranch community boundary.



Exhibit 2.3 – Aerial Photograph

The open space reserve northwest of the Borrego Canyon Wash provides one of the most visually important features contributing to the development plan. Because this area will be permanently preserved as open space, its natural beauty provides assured views for residents of Shea/Baker Ranch. To allow all community residents and members of the public to enjoy those views, a variety of publicly accessible spaces, including parks and trails, are incorporated into the plan along the northwestern edge of the community. Additional public view opportunities are provided along the central linear park located in the center of Shea/Baker Ranch.

A hill located in the central portion of the site provides significant views of surrounding terrain. The development plan retains and reconfigures this hill in order to retain those view opportunities. Existing Irvine Ranch Water District (IRWD) water reservoirs are located on another hill along the eastern edge of the community. These reservoirs are elevated approximately ninety feet above the adjacent development sites with Shea/Baker Ranch. This creates the sense of being nestled in the hills for this area of the community.

One additional existing vegetation feature is preserved in the community plan. A large existing eucalyptus windrow is located along the northern boundary of the property between Alton Parkway and the Borrego Canyon Wash. This windrow may be retained if feasible to provide a visual buffer between the existing industrial use to the north and the community and helps frame the view of the open space.

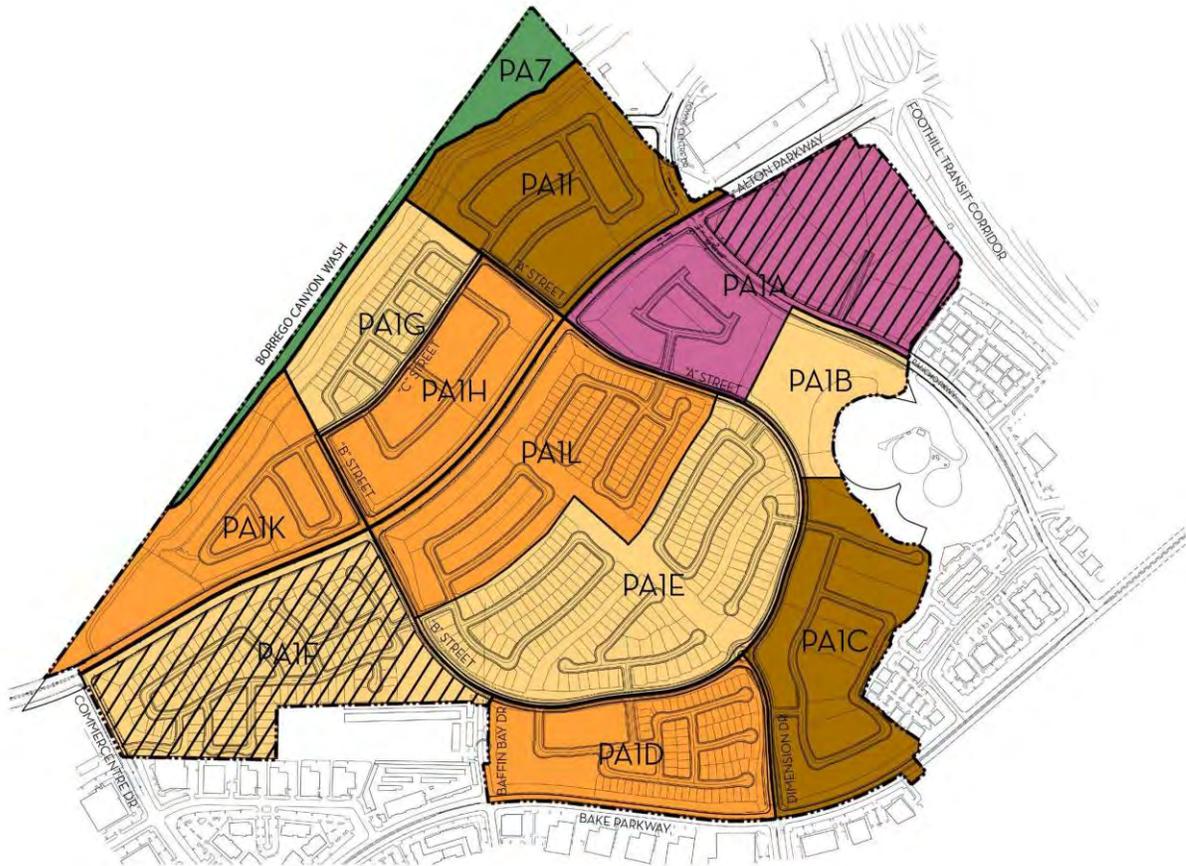
Several existing roads are adjacent to or otherwise affect the design of the project site. Adjacent roads include Bake Parkway, Commercentre Drive, Towne Centre Drive and Rancho Parkway. These roads provide boundaries for the site. Other roadways, due to their existing position, dictate the location of roadway connections within Shea/Baker Ranch. The location of Alton Parkway at its terminus with Towne Centre Drive and the location of the extension of Dimension Drive establish the points at which those roads are extended into and through the project site. A portion of Shea/Baker Ranch is immediately adjacent to the Foothill Transportation Corridor.

Foothill Ranch Towne Centre, a large retail and commercial center, is located within a mile of the site. Foothill Ranch Towne Centre provides many of the goods and services required to satisfy the daily needs of Shea/Baker Ranch residents, including grocery stores, department stores, a broad variety of specialty retail shops, restaurants and a movie theater. The proximity of this commercial area will be considered in designing commercial uses within Shea/Baker Ranch.

2.3.3 Community Concept

The land use plan for Shea/Baker Ranch divides the site into planning areas, based upon the unique features and development concepts incorporated into different parts of the community. Planning area boundaries are located at the centerline of streets or property lines between neighborhoods. Since approval of the Zone Change approving Shea/Baker Ranch, project roadway alignments have been adjusted, the City has accepted the dedication of Alton Parkway through the site, and lot layouts have been prepared. This results in minor shifts in the planning

area boundaries and acreages, while retaining the original development concept and intent. Exhibit 2.4, Land Use Plan, illustrates the refined Planning Area boundaries overlaid on the Development Plan for ease of reference.



- LEGEND
- MIXED-USE
 - LOW DENSITY RESIDENTIAL
 - LOW-MEDIUM DENSITY RESIDENTIAL
 - MEDIUM DENSITY RESIDENTIAL
 - PUBLIC FACILITIES OVERLAY
 - OPEN SPACE



NORTH
SCALE 1"=1,000'

Exhibit 2.4 -Land Use Plan

2.3.4 Land Use Summary

Table 1, below, identifies the uses and development density/intensity of use within each Planning Area and provides a comparison of the previously approved and proposed density ranges and acreages. A density transfer of units among the Planning Areas may be processed per the procedures outlined in Section II of the P.C. Text. Intensity of use for non-commercial space is regulated by the maximum square feet allowed rather than floor-to-area ratio.

Table 2-1 Community Statistical Table

| Planning Area | Land Use | Density Range | Acreage | Maximum Number of Units | Maximum Square Feet |
|---------------|--------------------------------|---------------|---------|-------------------------|---------------------|
| PA 1A | Mixed Use | N/A | 48.38 | 783 | 25,000 commercial |
| PA 1B | Residential/ Community Park | N/A | 11.83 | 0 | |
| PA 1C | Residential | Medium | 36.86 | 255 | |
| PA 1D | Residential | Low-Medium | 29.53 | 170 | |
| PA 1E | Residential | Low | 55.54 | 205 | |
| PA 1F | Residential | Low | 40.57 | 155 | |
| PA 1G | Residential | Low | 16.92 | 60 | |
| PA 1H | Residential | Low-Medium | 22.51 | 165 | |
| PA 1I | Residential | Medium | 30.81 | 275 | |
| PA 1K | Residential | Low-Medium | 25.14 | 106 | |
| PA 1L | Residential | Low-Medium | 38.58 | 205 | |
| PA 7 | Open Space | N/A | 14.92 | | |
| Totals | | | 371.59 | 2,379 | |

2.3.5 Interim Uses

Existing uses on the site include Recreational Vehicle Storage and nursery stock and landscape maintenance services. Until such time as the property is developed, these uses may be located on the site. Other interim uses compatible with the residential community and project landforms may be approved with a Use Permit as identified in the City's Zoning Code Section 9.184, and approved by the Planning Commission.

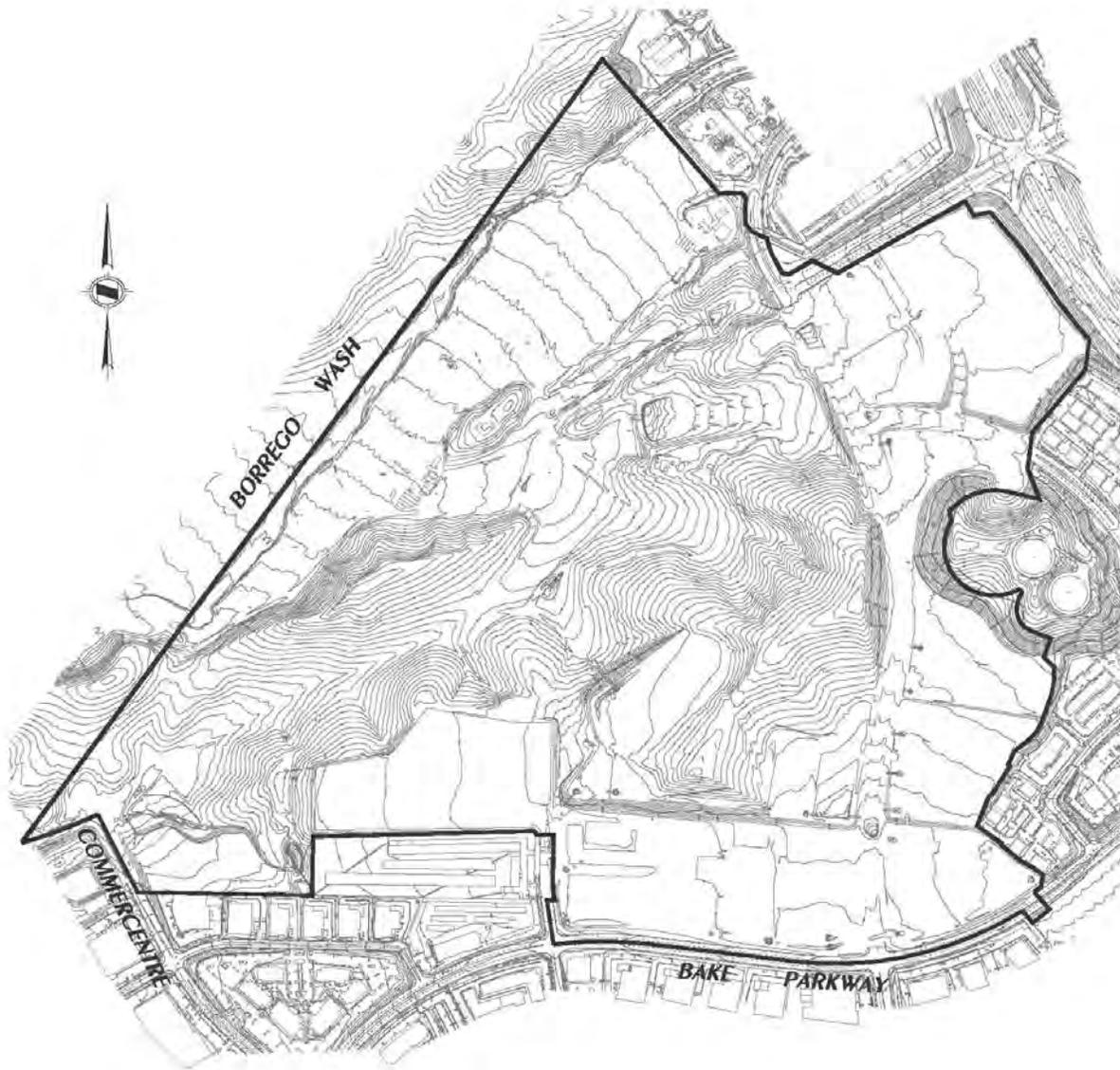
C H A P T E R 3

L A N D F O R M A N D G R A D I N G P L A N

3.1 EXISTING LANDFORM

The grading plan for Shea/Baker Ranch was developed with the goal of retaining the existing landforms to the greatest extent possible. The hill located in Planning Area 1E, the hill to the east of Planning Area 1B and the Borrego Canyon Wash are the most significant natural features in the community. Portions of the site were graded previously pursuant to a development plan that was not completed, resulting in flat pads and slopes that will be modified to conform to the Shea/Baker Ranch Area Plan. Exhibit 3.1 illustrates the existing topography of the site. All elevations used throughout this chapter are measured as above mean sea level.

The Area Plan site generally slopes from the northeast to southwest along the Borrego Canyon Wash. Alton Parkway is at an elevation of 700 feet at the northeastern side of the community, and falls to an elevation of 559 feet at the southwestern edge of Shea/Baker Ranch. Bake Parkway is at an elevation of 708 feet at its intersection with Dimension Drive. It falls almost twenty feet, to an elevation of 690 feet, at its intersection with Baffin Bay Drive. Rancho Parkway at Alton Parkway is at an elevation of approximately 700 feet. The road rises as you travel southeast to a high point of 765 feet near the community boundary. The highest point within the community as it is proposed is located north of "A" Street in Planning Area 1E. The elevation at this point is 810 feet. The lowest point within Shea/Baker Ranch is located at the east corner of the intersection of Alton Parkway and Commercentre Drive. This elevation is 570 feet.



Scale: 1"=800'

Exhibit 3.1 - Existing Topography

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3.2 GRADING CONCEPT

3.2.1 Relationship of Elevations

The overall grading concept for Shea/Baker Ranch respects the existing landform to the extent possible. The Conceptual Grading Plan, Exhibit 3.2, illustrates the grading plan for Shea/Baker Ranch. A full size copy of this exhibit is located in Appendix B.

The hill in Planning Area 1B leading up to the IRWD reservoirs remains in its existing condition, and the toe of its slopes forms the edges for the Community Park in Planning Area 1B and a neighborhood park in Planning Area 1C.

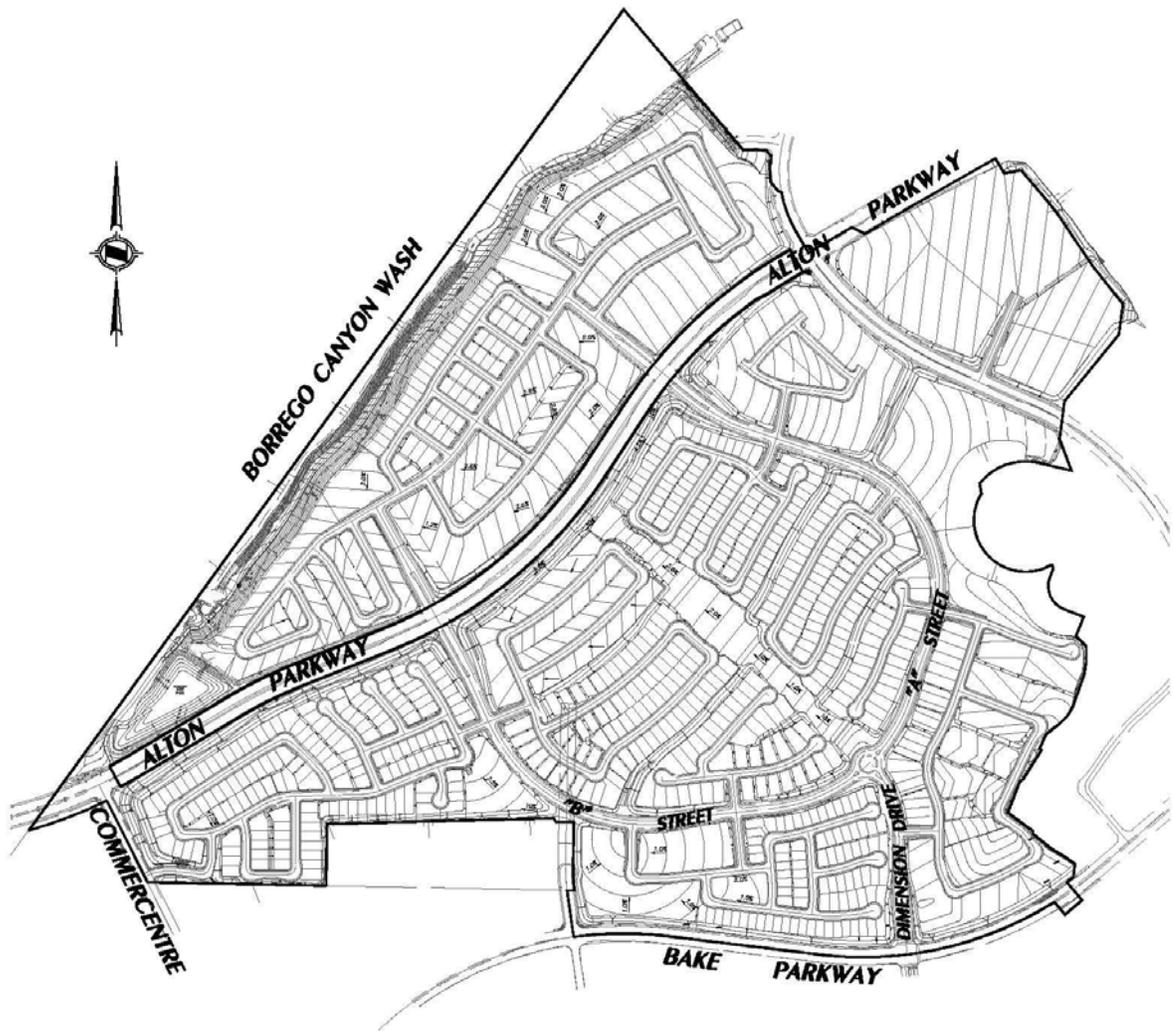
The central hill form is reconfigured and lowered while maintaining the general location of the site's highest point. Generally, the relatively steep peak of the hill is removed, and then the landform is terraced down the hill toward Alton Parkway through Planning Area 1E with slopes between some rows of homes to create views toward the north.

The community elevation along Bake Parkway will be raised from the existing condition to provide a grade separation between the homes and the roadway. This will create both a visual buffer and provide noise attenuation. The existing grade in Planning Area 1F is lowered adjacent to the existing recreational vehicle storage facility to provide a visual buffer.

A retaining wall will be constructed to change the grade between HHHH Street and the homes in PA 1F.

The areas along the northwest side of Alton Parkway remain the lowest pad areas. They are elevated above the existing condition by approximately 20 to 30 feet to provide separation from Alton Parkway and flood protection from Borrego Canyon Wash.

Planning Area 7 includes the Borrego Canyon Wash. The cross section of the Borrego Canyon Wash will be modified to stabilize the channel, to adequately convey storm flows, and to allow for revegetation.



Scale: 1"=800'

Exhibit 3.2 - Grading Concept Plan

3.2.2. Earthwork Quantities

The grading concept is designed to retain the site's natural landforms to the extent feasible and to minimize grading. The existing and designed surrounding roadway network determines much of the grading. Implementation of the conceptual grading plan requires approximately 5,000,000 cubic yards of cut and an equal amount of fill. When the spoils generated through construction of roadways and building foundations are considered, the grading is expected to balance on site. Areas of cut and fill are shown on Exhibit 3-3. The grading will be accomplished in two phases, corresponding to the phases outlined in Chapter 11 of this Area Plan. The grading phasing is subject to change depending on a variety of factors, including geotechnical requirements and changes in community phasing.

To balance the site's earthwork, soil must be moved across Alton Parkway. Section E.2. of the Shea/Baker Ranch Development Agreement provides that different methods may be used to accomplish this, including temporary closures on Alton Parkway or constructing a temporary bridge or bridges across Alton for the use of earthmoving equipment.

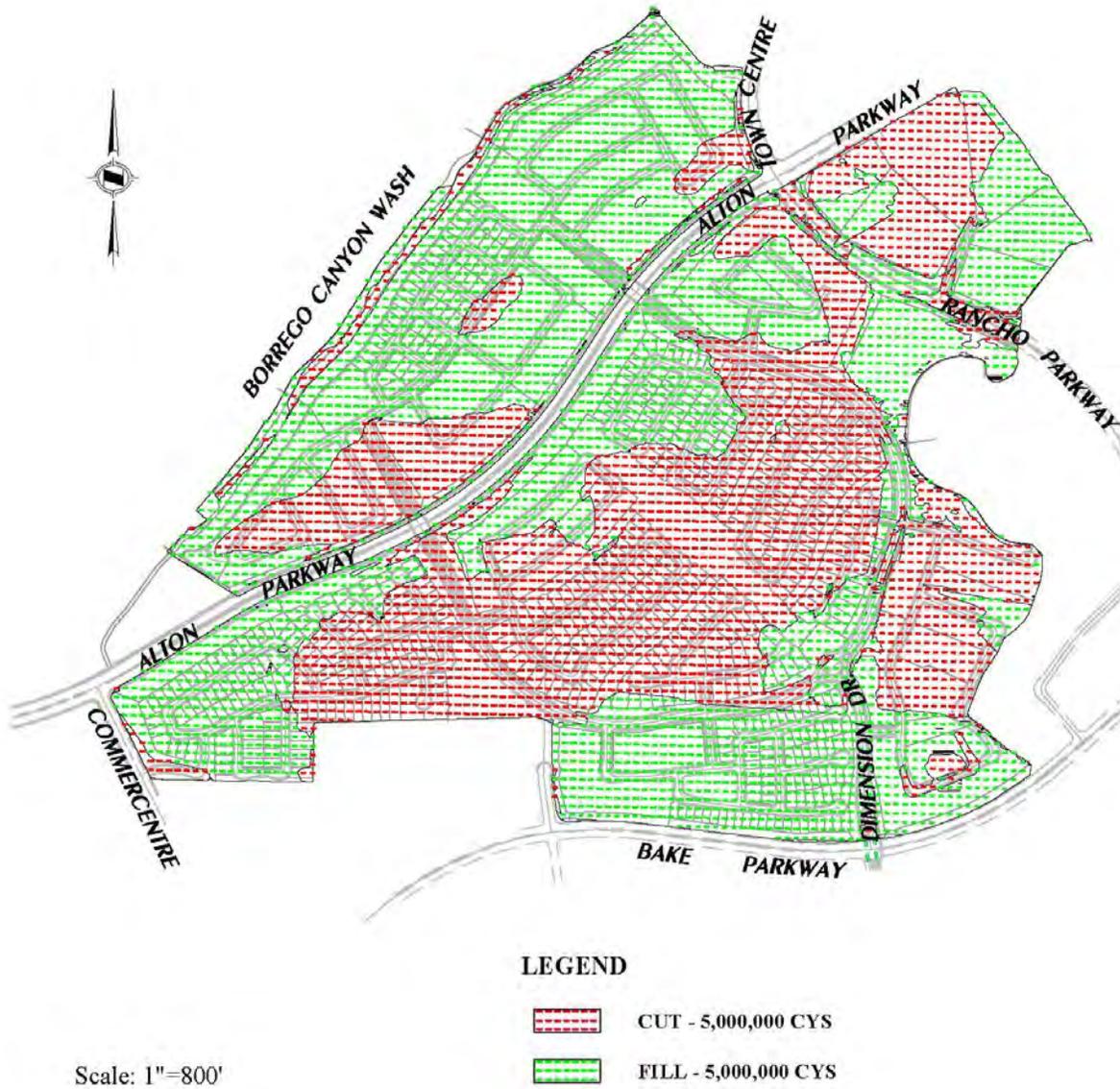


Exhibit 3.3 - Cut and Fill Map

3.2.3 Grading Development Standards

1. Grading shall conform to the City of Lake Forest grading ordinance and the County of Orange Grading Manual.
2. All grading activities shall be in substantial conformance with the provisions outlined herein, as shown on the project's Tentative Tract Map(s), and as described in the Shea/Baker Ranch Development Agreement.
3. All grading shall conform to the recommendations contained with a geotechnical report prepared for the site.
4. Any retaining walls proposed within Shea/Baker Ranch shall conform to the City's Retaining Wall Design Guidelines as approved by the City Council on 6/15/2010.

C H A P T E R 4

C I R C U L A T I O N P L A N

4.1 VEHICULAR CIRCULATION PLAN

Several existing off-site roadways serve the Shea/Baker Ranch Area Plan site. The Foothill Transportation Corridor, located to the east, provides regional access to the site. Local roadways adjacent to and providing access to the site include Commercentre Drive to the west, Bake Parkway and Dimension Drive to the south, Rancho Parkway to the east, and Towne Centre Drive to the northeast. Alton Parkway bisects the site in a northeast to southwest direction.

A major component of the circulation system for Shea/Baker Ranch is the alignment of Alton Parkway through the project site. Alton Parkway connects from Towne Centre Drive to the limits of the City's jurisdiction at Commercentre Drive, where it joins the segment of Alton Parkway in the City of Irvine. Within the project boundary Alton Parkway is a four-lane road, with a 20' wide raised median, left turn pockets and 8' paved shoulders on both sides.

As part of the Shea/Baker Ranch project Alton Parkway will be widened to its ultimate right-of-way width of 124', which includes six travel lanes, 8' on-street bicycle lanes, 8' landscaped parkways, and 8' public sidewalks on each side. As part of Shea/Baker Ranch, Rancho Parkway will be extended through the community, Dimension Drive will be extended across Bake Parkway into the community, "A", "B" and "C" streets will be built, forming a loop encircling Planning Areas 1 E, H and L. These new roads create two connection points to Alton Parkway.

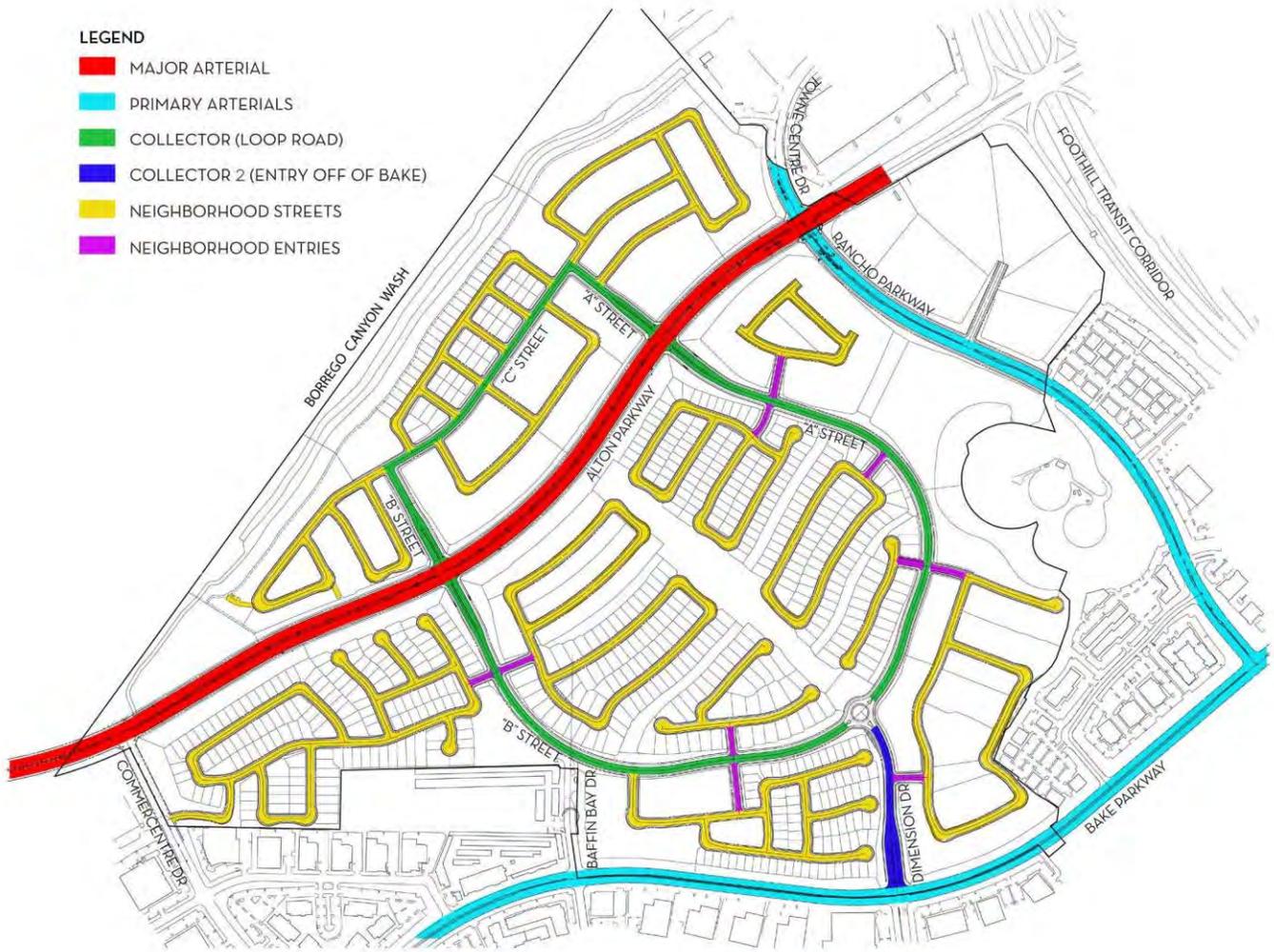
4.1.1 Street Sections

The on-site circulation for Shea/Baker Ranch includes a hierarchy of streets designed to fulfill different functions within the community. Arterial streets, collector streets, and neighborhood streets carry different anticipated volumes of traffic, and are designed with unique features to accommodate the anticipate traffic volumes. Additionally, to facilitate movement within and through the community, multiple connections are provided to avoid congestion at any one point. Traffic calming devices are allowed within the circulation plan to promote reduced vehicular speeds at certain locations within the community. The circulation plan for Shea/Baker Ranch is illustrated on Exhibit 4.1. Alton and Bake parkways provide the principal east/west connections and Rancho Parkway and Dimension Drive's connection to "A" and "B" streets provide the principal north/south routes.

Alternative street design standards were established by the adoption of the community's zoning in 2010. These alternative standards, referred to as "Optional Standards," allow for the following:

- Certain sidewalks to be located outside the public right-of-way with an easement granted to the City of Lake Forest for public access and maintenance purposes,
- Single loaded streets with parking on one side only,
- Alleys to serve as garage access,
- Traffic calming measures including tapers and roundabouts.

Exhibits 4.2 through 4.4 illustrate street sections for the roads within Shea/Baker Ranch. The community's roadways are heavily landscaped to provide enhanced pedestrian experiences and to create aesthetically pleasing edge conditions. On most streets a landscaped parkway separating the sidewalk from the curb is included. The exception to this occurs along existing Bake Parkway. Landscaped roadway medians are provided along Rancho and Bake parkways, a portion of Dimension Drive, and portions of the internal loop road (formed by "A", "B", and "C" streets). Parkway and median landscaping will be privately maintained.



NORTH
SCALE 1"=1000'

Exhibit 4.1 – Circulation Plan

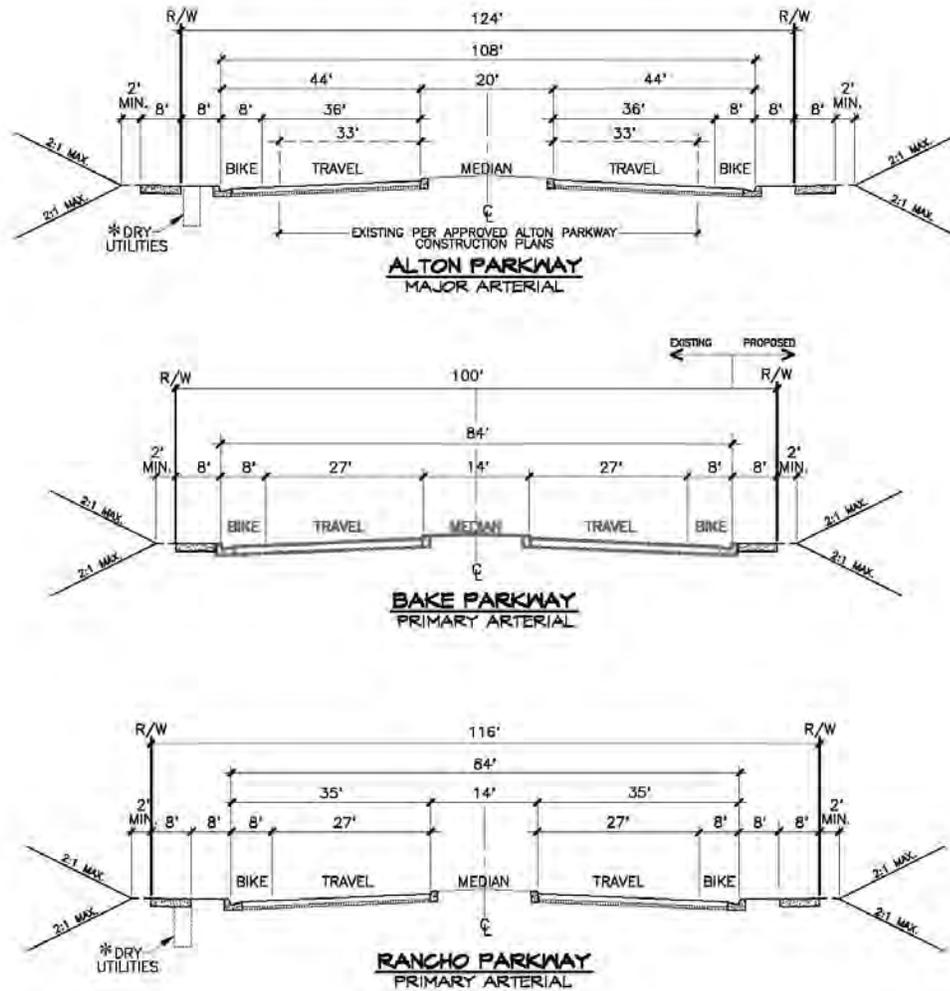
No parking is allowed on streets classified as arterial streets within the community. On-street parking is only allowed on certain collector roadway segments, and all local collector and neighborhood streets, as specified below.

Alton Parkway is classified as a major arterial, designed with six travel lanes, separated by a twenty-foot wide landscaped median. Public right-of-way extends eight feet behind the curb and includes the parkway. The sidewalk is located outside the right-of-way, and an access and maintenance easement will be granted to the City over the sidewalks.

Bake and Rancho parkways are classified as primary arterials. As illustrated on Exhibit 4.2, these roadways include four travel lanes separated by a fourteen-foot median. The right-of-way extends 16' behind the curb face along Rancho Parkway. The public right-of-way extends eight feet behind the curb face along Bake Parkway. On the Shea/Baker Ranch Bake Parkway frontage an eight-foot wide sidewalk will be constructed adjacent to the existing curb.

“A”, “B”, and “C” streets are classified as collector roads. “A” and “B” streets include two travel lanes, Class II bike lanes in both directions, and a curb separated sidewalk or 8' wide-community sidewalk. The bike lane is shared with right turn lanes near the intersections with Alton Parkway. No parking is allowed on “A” or “B” streets south of Alton Parkway except where the roads are widened specifically to accommodate parallel parking adjacent to the park in Planning Area F. “C” Street includes two travel lanes and curb separated sidewalks, with on street parking along its length. These streets are illustrated on Exhibit 4.3.

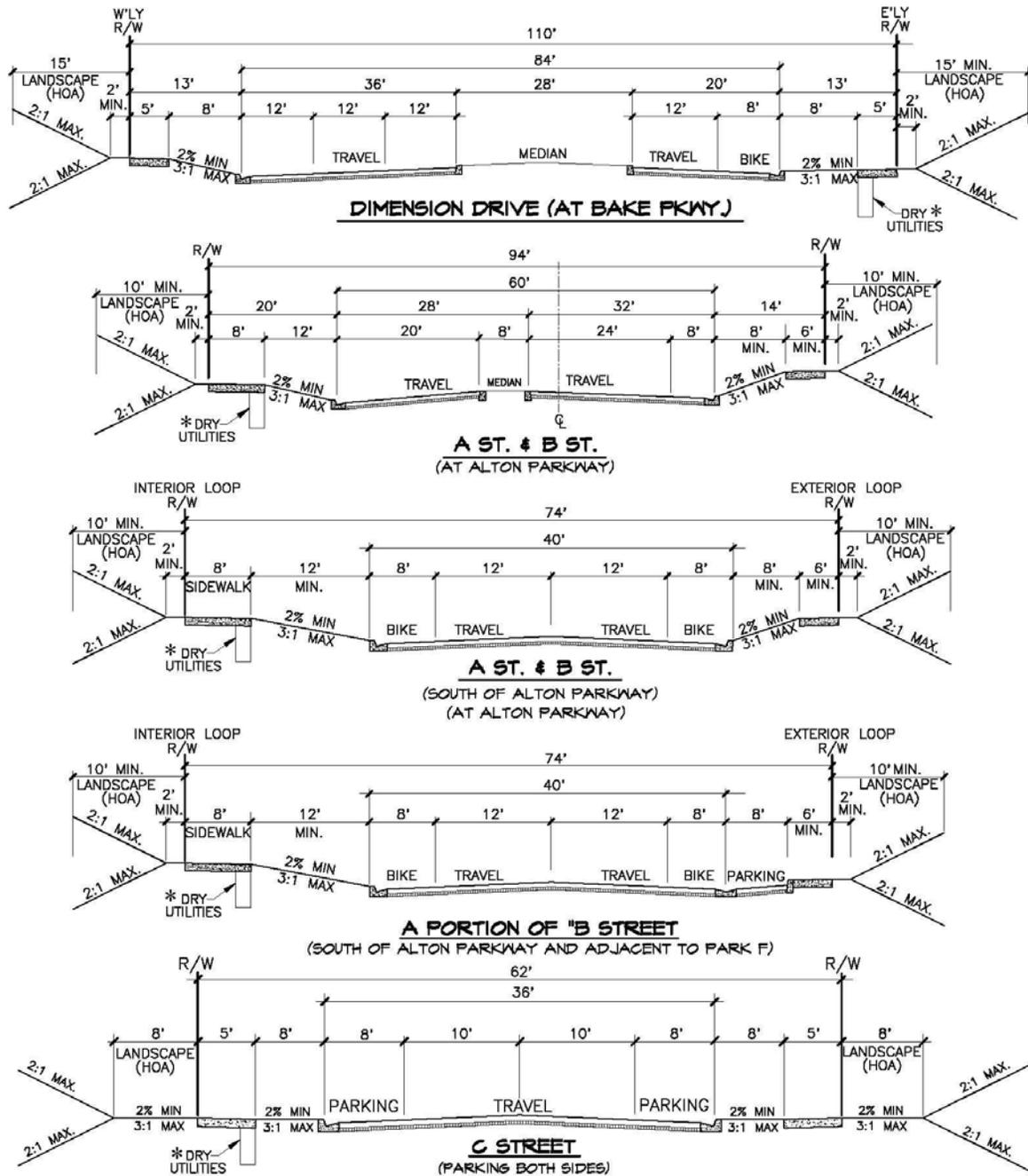
Neighborhood streets are those streets located within individual planning areas and neighborhoods, are illustrated on Exhibit 4.4. These streets include two undivided travel lanes and parking is allowed on some, but not all.



Scale: N.T.S.

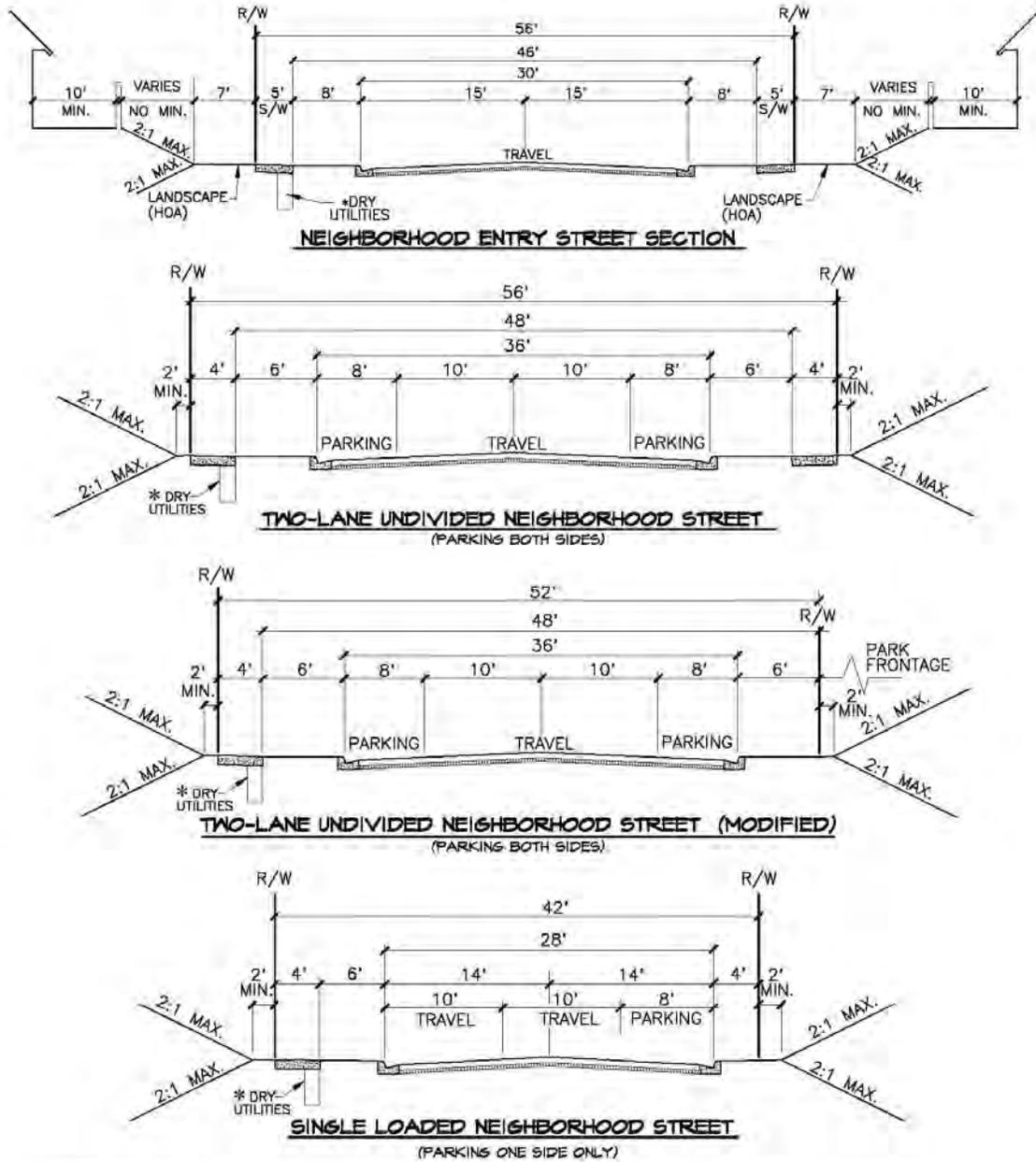
* DRY UTILITY LOCATION SHOWN IS A TYPICAL LOCATION, ACTUAL PLACEMENT OF DRY UTILITIES MAY BE ON ONE OR BOTH SIDES OF STREET AS DETERMINED BY UTILITY PROVIDERS.

Exhibit 4.2 - Arterial Street Sections



Scale: N.T.S. * DRY UTILITY LOCATION SHOWN IS A TYPICAL LOCATION, ACTUAL PLACEMENT OF DRY UTILITIES MAY BE ON ONE OR BOTH SIDES OF STREET AS DETERMINED BY UTILITY PROVIDERS.

Exhibit 4.3 – Collector Street Sections



Scale: N.T.S.

* DRY UTILITY LOCATION SHOWN IS A TYPICAL LOCATION, ACTUAL PLACEMENT OF DRY UTILITIES MAY BE ON ONE OR BOTH SIDES OF STREET AS DETERMINED BY UTILITY PROVIDERS.

Exhibit 4.4 - Neighborhood Streets

Private alleys may serve as the garage access for some homes in Shea/Baker Ranch. These alleys will be owned and maintained by a homeowners association. The private alleys are developed with a twenty-four-foot wide travel way. A minimum setback of three feet to a building or fence line is required from the travel way to provide a minimum of thirty feet between garages and any obstruction across the alley. A section of an alley is illustrated on Exhibit 4.5.

4.1.2 Parking Standards

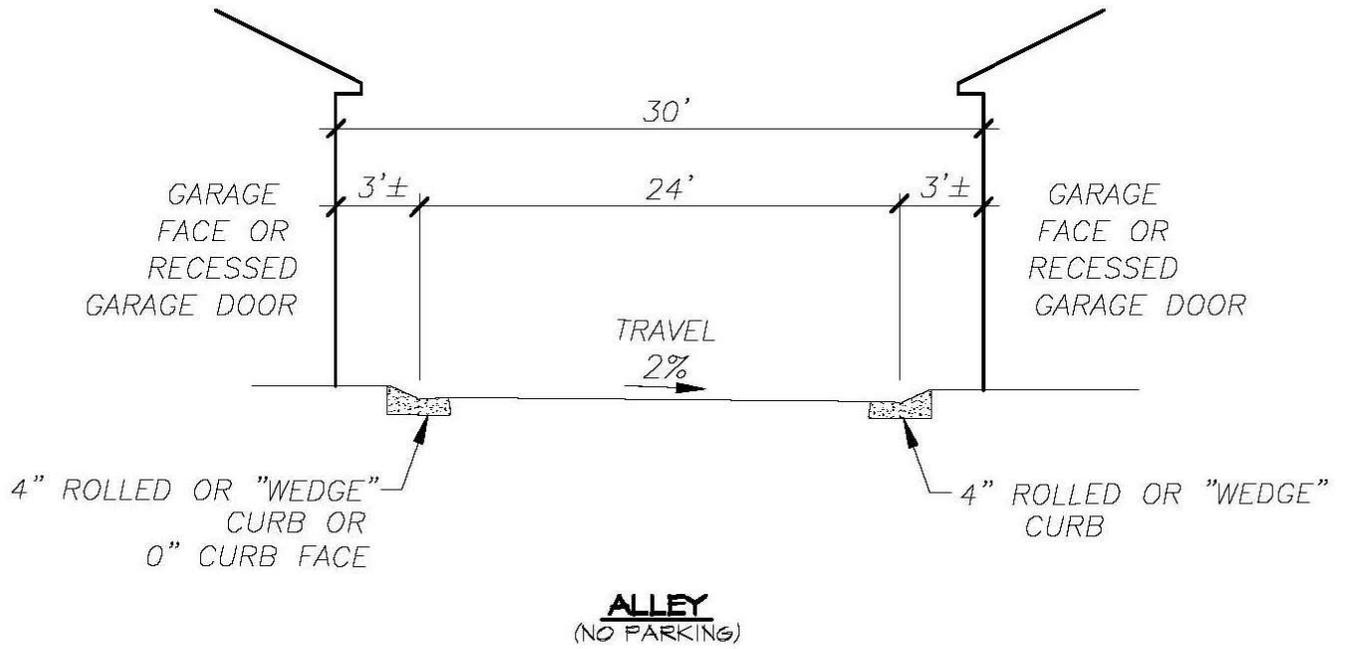
The City's Zoning Code, Chapter 9.168, and the Baker Ranch P.C. Text regulate the provision of parking within Shea/Baker Ranch. The following standards are intended to clarify parking standards for residential housing types proposed throughout Shea/Baker Ranch, are in addition to parking provisions within the City's Zoning Code and P.C. Text, and will apply to the Shea/Baker Ranch pursuant to approval of a Site Plan, as permitted by Section VI of the P.C. Text:

Residential housing units providing, at a minimum, an enclosed two-car side-by-side garage or two individual single-car enclosed garages for the sole use of the residential units, but having individual driveways less than 18-feet long, shall satisfy parking requirements as follows:

- Each residential housing unit shall provide two (2) covered parking spaces, and one (1) additional parking space within two hundred (200) feet of the housing unit. On-street parking, where permitted, may be used for the additional space. Such parking shall be limited to neighborhood streets, as defined by the Shea/Baker Ranch Area Plan.

Where parking is otherwise allowed on the street, on-street parking may be counted toward satisfaction of guest parking requirements on all neighborhood streets, as defined by the Shea/Baker Ranch Area Plan.

CC&Rs will require and Sellers will disclose that the home's occupant must maintain their garage in a manner that ensures that the number of cars for which the garage was designed may be accommodated, and that homeowners shall park within their garage and driveway spaces.



Scale: N.T.S.

Exhibit 4.5 - Alley

4.1.3 Offsite Improvements

Baffin Bay Drive is an existing road adjacent to the southwest side of the Shea/Baker Ranch project that provides access to established business park uses. This road was at one time planned to extend north beyond its existing termination point. An offer to grant an easement for roadway purposes to the City of Lake Forest was made on Tract Map 13343 over that area, and the City did not accept the offer. Based on the community plan for Shea/Baker Ranch, the developer intends to withdraw that offer. Instead, the project will construct a cul-de-sac at the existing terminus of Baffin Bay Road.

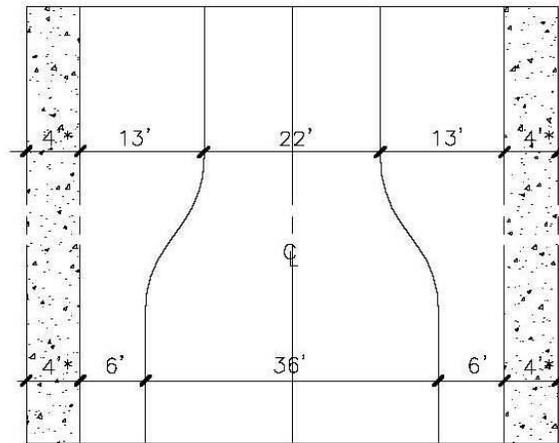
4.1.4 Special Intersection Treatments

Traffic-calming street designs are allowed within Shea/Baker Ranch. These reduce speeds and enable an increased amount of landscaping adjacent to or within the roadway.

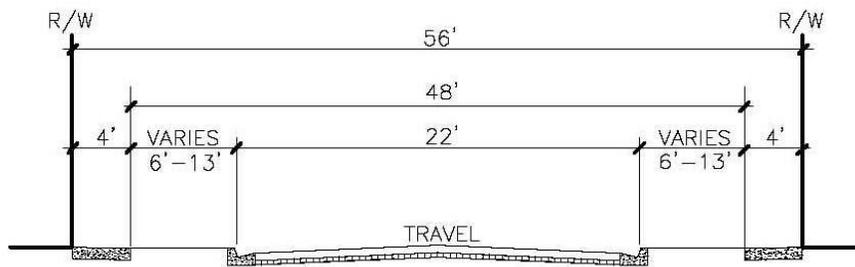
At the entries to neighborhoods and at internal intersections, a traffic-calming device called a taper may be included in the design, as illustrated on Exhibit 4.6. The tapers will extend into the street seven feet on each side, eliminating the on-street parking space. This creates two travel lanes, each eleven feet wide. Traffic-calming devices such as this one have proven to reduce speeds, considered an important priority within the neighborhoods.

One roundabout is located at the intersection of “A” and “B” streets with Dimension Drive. This roundabout location is shown on the Circulation Plan, Exhibit 4.1. The roundabout is proposed to help control traffic speeds within the community without requiring traffic control devices such as signals or stop signs. Circumnavigating a roundabout requires reduced vehicular speed. Traffic entering a roundabout yields to traffic already within the circle, eliminating the need for any other traffic control mechanism. The proposed roundabout is illustrated in Exhibit 4.7. Enhanced paving may be included at the pedestrian crossings at the roundabout.

As with landscaped parkways and medians in Shea/Baker Ranch, the center island of the roundabout will be maintained by a homeowners association.



PLAN VIEW



PROFILE VIEW

TAPER
(NO PARKING)

Scale: N.T.S.

Exhibit 4.6 - Taper Design

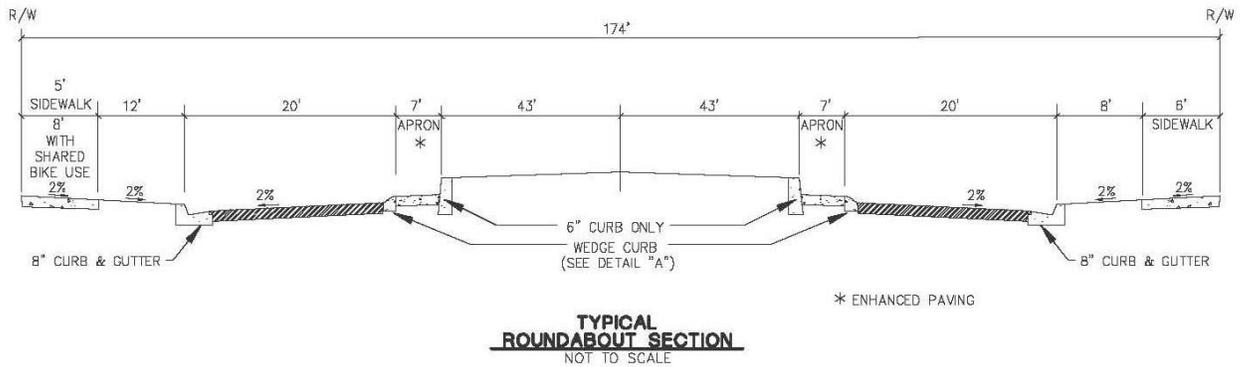
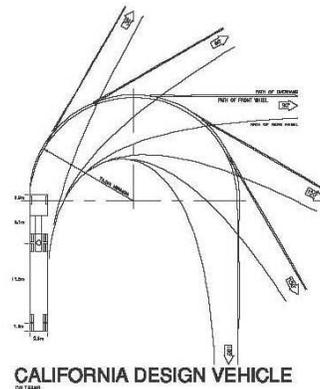
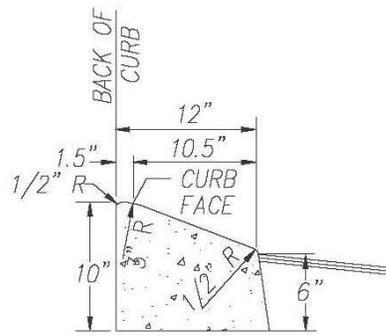
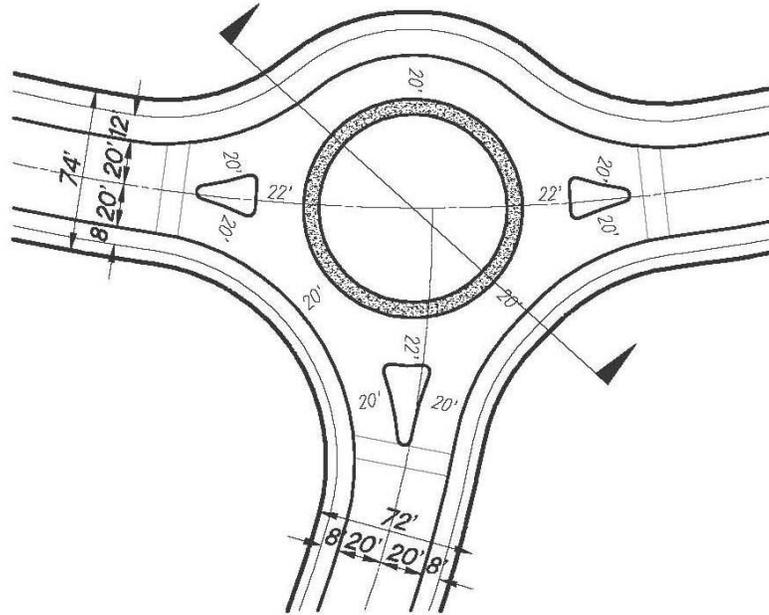


Exhibit 4.7 - Proposed Roundabout

4.2. ALTERNATIVE MODES OF TRANSPORTATION

To assist in reducing the number of vehicle miles traveled, and to promote converting some automobile trips into non-vehicular trips, a network of bicycle and pedestrian connections is provided in Shea/Baker Ranch. Additionally, public transit service is available in the community.

4.2.1 Bikeways

Over six miles of bikeways are provided within the community. Class II bikeways are located on both sides of Alton and Rancho parkways and Dimension Drive, consistent with Figure C-4 in the Circulation Element of the City's General Plan. Bike lanes are also located on both sides of "A" and "B" streets. These bikeways connect to existing and planned connections illustrated on the City's Planned Bikeways Map. The bicycle trail connects through Neighborhood Park K to the Borrego Linear Park. A Class I bicycle trail, shared with a maintenance road for the storm drain system, is located along the length of Borrego Linear Park that allows for cycling, consistent with the City's Recreation Plan, Figure RR-1 of the Recreation and Resources Element of the Lake Forest General Plan. This trail is connected to Alton Parkway at its southern end and to Towne Centre Drive just west of Alton Parkway at the northern end.

4.2.2 Pedestrian Connections

The City's Recreation Plan indicates that Alton and Bake Parkways are arterials providing pedestrian access. In addition to those pedestrian connections, all streets within Shea/Baker Ranch provide sidewalks separated from the vehicular travel ways by a parkway, except along portions of Bake Parkway, as noted above. The sidewalk on one side of "A" and "B" streets is widened to 8' for further enhance pedestrian movement. Two important off-street pedestrian trails are also provided, the Central Linear Park trail and the Borrego Linear Park trail, to facilitate movement throughout the community. These off-street trails provide almost two miles of pedestrian pathways. The design of these pedestrian connections is discussed more fully in Section 7 of the Area Plan, as a component of the Landscape Concept Plan.

4.2.3 Public Transit

Orange County Transit Authority (OCTA) provides public bus service to the City of Lake Forest. An established network of bus routes provides access to employment centers, shopping and recreational areas within the City. Currently, the Shea/Baker Ranch area is served by route 206, which travels along Bake Parkway from Dimension Drive to beyond the northeastern community boundary and into the Foothill Ranch community. OCTA continually modifies the bus routes in order to meet the needs of its riders. As Shea/Baker Ranch is developed, routes may be added or modified. The design of bus shelters, if any, shall be reviewed for compatibility with the community aesthetics and approved by the City and OCTA.

Metrolink and Amtrak provide commuter and passenger rail service to the area via a rail line that travels through the City of Lake Forest. The nearest rail station is located in the City of Irvine, at Barranca Parkway north of its intersection with Alton Parkway.

4.3 CIRCULATION DEVELOPMENT STANDARDS

1. The circulation system shall be constructed as shown herein and on the project's Tentative Tract Map(s).
2. The alternative roadway standards approved through Zone Change 5-10-1234 (called optional standards in that document) may be used within Shea/Baker Ranch.
3. Arterial and collector roadways will not provide any direct residential access. Residential neighborhoods will be served by neighborhood level, local roads.
4. Street lighting shall be installed per City of Lake Forest standard plans and requirements. If thematic street lighting is proposed in the future, design plans shall be submitted to the City for review and approval.
5. Bikeways shall be built to the County of Orange design and construction standards.
6. Trails shall be developed to meet all applicable ADA standards. If any trail segment does not meet those standards, an alternate path of travel shall be provided that does meet ADA standards to provide access to all parks within the community.

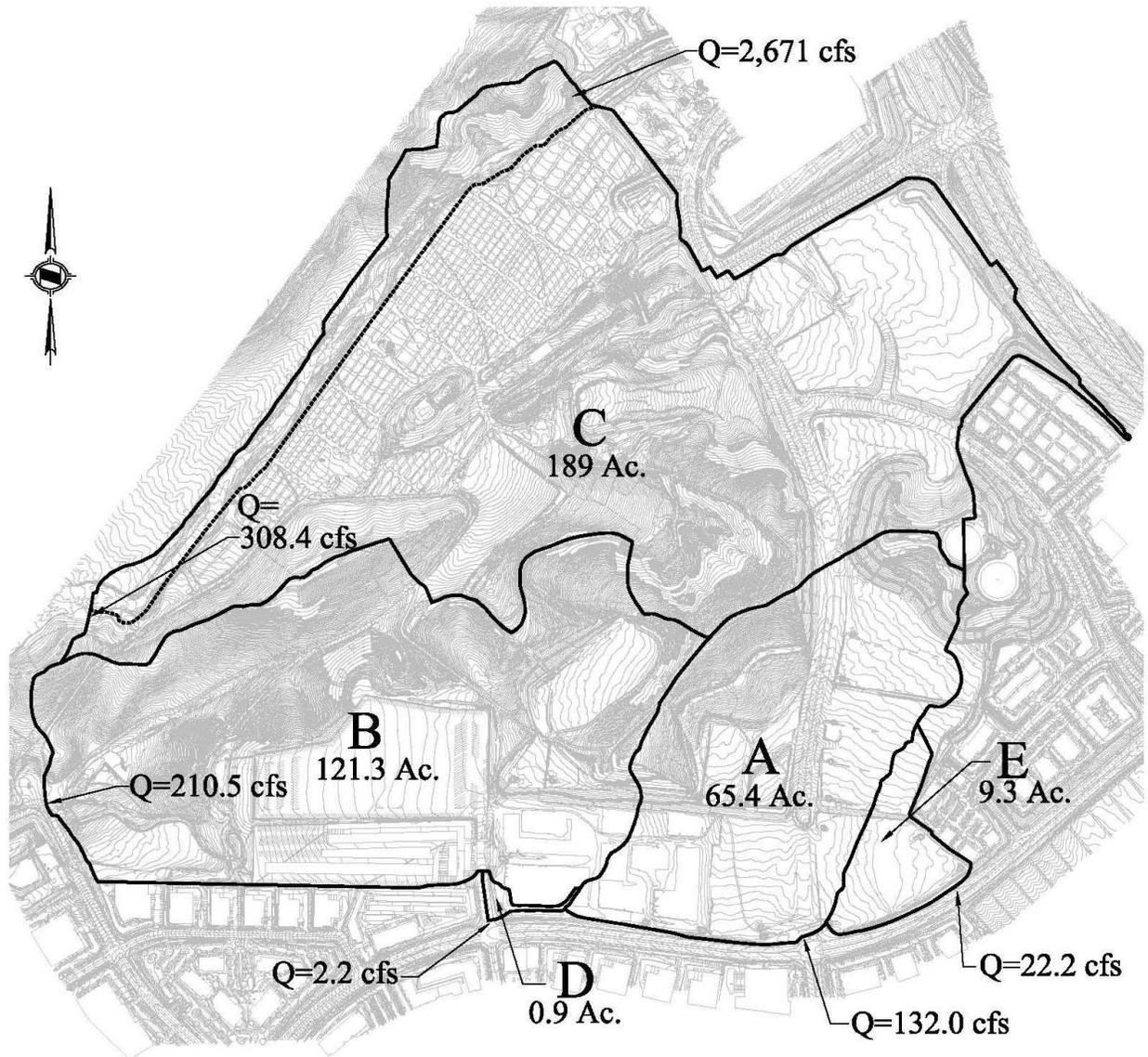
C H A P T E R 5

I N F R A S T R U C T U R E A N D S E R V I C E S

Infrastructure elements are those features that provide essential services to a community. Water and sewer conveyance systems and utility services systems are examples of physical infrastructure improvements. Other infrastructure elements are not physical improvements, but institutional services such as fire and police services or trash removal. Both types of infrastructure for Shea/Baker Ranch are described below.

5.1 PROJECT HYDROLOGY AND DRAINAGE

Shea/Baker Ranch includes a portion of the Borrego Canyon Wash, a natural alluvial channel with minimal channel improvements. In its existing condition, site surface water consists primarily of precipitation and irrigation water. Most of the water evaporates or migrates into the underlying soil. The existing hydrology of the site is illustrated on Exhibit 5.1, which illustrates five drainage areas. Areas A, D and E, a total area of 75.6 acres with a volume of flow (Q) of 156.4 cubic feet per second (cfs), drain toward Bake Parkway. Area B, 121.3 acres with a Q of 210.5 cfs, drains toward the southwest. A portion of this area is off-site. Area C contains 189.0 acres and the Q for Area C is 308.4 cfs. This area currently flows across the site's surface as sheet flow and drains into Borrego Canyon Wash.



Scale: 1"=800'

Exhibit 5.1 - Existing Hydrology

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Exhibit 5.2 illustrates the hydrology for Shea/Baker Ranch when developed. The drainage system has been designed to ensure that runoff volumes after development are the same as or less than the existing condition.

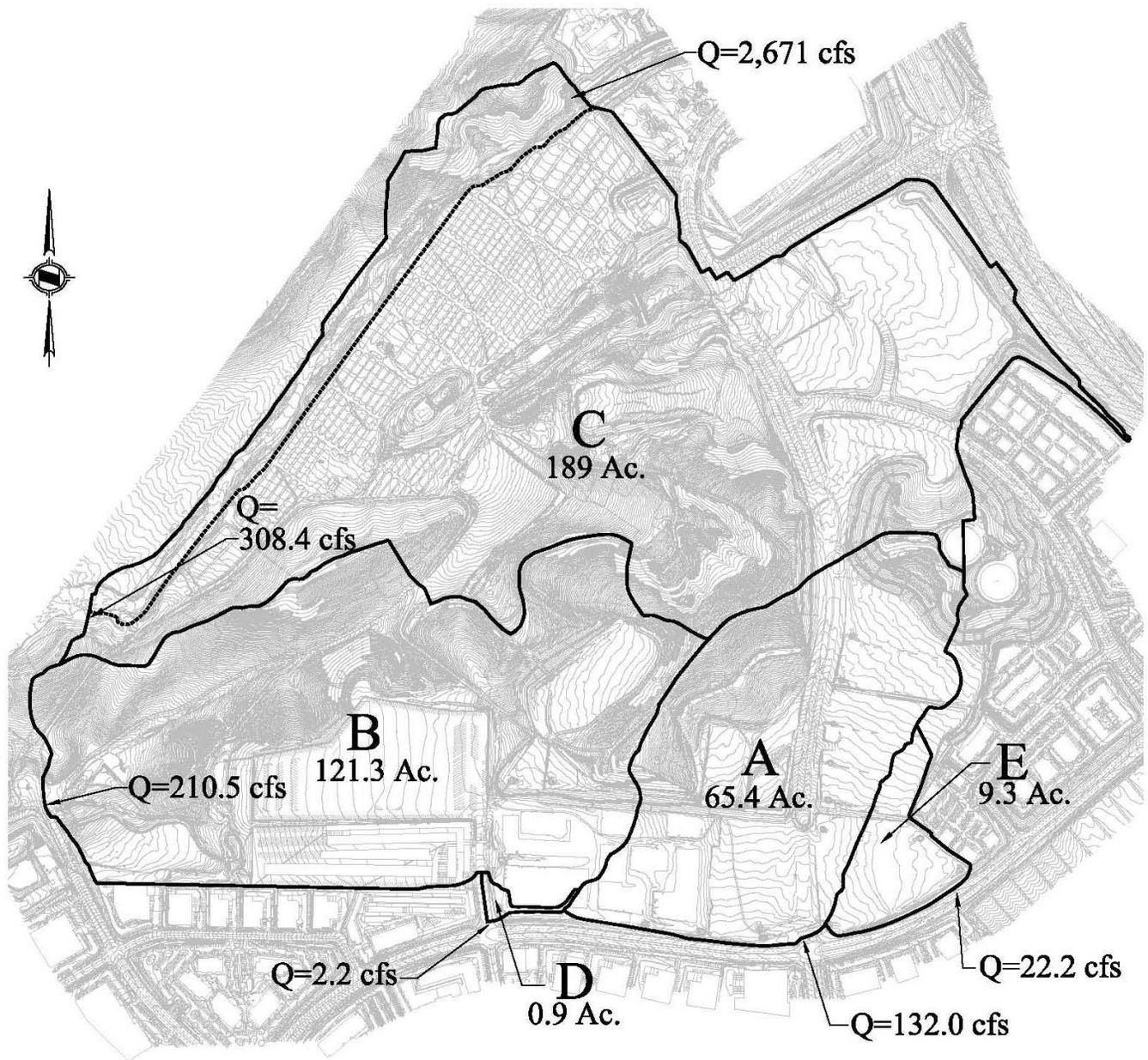
Drainage Area A is 49.2 acres, with a Q of 130.3cfs and connects to the existing drainage system in Bake Parkway.

Drainage Area B is comprised of two sections, one 13.0 acres and one 77.5 acres. These two areas combine to create a Q of 198.5 cfs and drain into the existing storm drain system in Alton Parkway.

Drainage Area C is comprised of 227.2 acres, an increase in size of 38 acres over the existing condition. This drainage area will discharge into the detention basin at the southwestern corner of the site. The Q without the detention basin would be 555.9 cfs. With the basin, the Q is reduced to 308.4 cfs or less, so there is no increase in run-off over the existing condition.

Drainage Area D is 0.6 acres, with a Q of 2.1 cfs. This area connects to the storm drain system in Area B, and discharges into the existing system in Alton Parkway at Commercentre Drive.

Drainage Area E is 6.0 acres and creates a Q of 15.4 cfs. This area drains into the existing storm drain system in Bake Parkway.



Scale: 1"=800'

Exhibit 5.2 - Proposed Hydrology

Exhibit 5.3 illustrates the proposed storm drain system. All storm drains constructed as part of Shea/Baker Ranch will be public facilities. Shea/Baker Ranch will connect to the existing storm drain in Alton Parkway and construct the catch basins needed to serve the project.

A detention basin was constructed as part of the City's Alton Parkway project, and is located in Planning Area 1K. Storm flows from Drainage Area C will flow into this basin where they will be temporarily stored to allow urban pollutants to settle or be absorbed by vegetation planted within the basin. This treated water will then be discharged to Borrego Canyon Wash. This basin was sized to accommodate project requirements for water treatment. A water quality management plan will be prepared for each individual project within Shea/Baker Ranch in order to comply with the City's municipal separate storm sewer system (MS4) permit from the Regional Water Quality Control Board.

Development of Shea/Baker Ranch and Alton Parkway, two separate projects, results in a need for mitigation of impacts to the plant communities that make up the habitat within jurisdictional waters. Pursuant to existing permits and agreements with regulatory agencies (CDFG 1603 Agreement, RWQCB 401 Certification, and ACOE 404 Permit), approximately 2 acres of mitigation plantings will occur on the detention basin slopes. The basin will be offered to the Irvine Ranch Water District for ownership and maintenance. If IRWD does not accept the basin, then it will be owned and maintained by the Homeowners Association.

5.1.1 Borrego Canyon Wash

The Borrego Canyon Wash originates in the foothills above the site and flows in a southwesterly direction until it discharges into the San Diego Creek. The portion of the Wash upstream from the project site is incised and consists of exposed bedrock. Improvements to this portion of the Wash consist of onsite slope stabilization and installation of a low-flow inlet structure slightly north of the site's northern boundary in a portion of the Wash already improved and managed by the Orange County Flood Control District (OCFCD).

The portion of the Wash adjacent to the project site is an incised earthen channel with nearly vertical banks. In order to stabilize the Wash, a Bypass Channel will be constructed parallel to the south side of the existing Wash alignment. The Bypass Channel is intended to control erosive flows that have historically caused the Wash to become unstable. The Bypass Channel will be designed as a reinforced concrete box (RCB) and will convey 100-year storm flows from upstream before it outlets back into the downstream reach of the Wash, south of the project site.

In order to construct the Bypass Channel, the existing Borrego Canyon Wash bottom and the existing south bank will be removed, re-contoured, and replanted with riparian vegetation. The work is limited to a portion of the Wash bottom and the slope of the Borrego Canyon Wash along and within the existing nursery operation. This slope presently consists predominantly of non-native ornamental vegetation. The Bypass Channel would connect to an existing County-owned



Scale: 1"=800'

LEGEND

-  STORM DRAIN LINE
-  EXISTING STORM DRAIN LINE
-  BORREGO BOX
-  CATCH BASIN
-  INLET
-  OUTLET

Exhibit 5.3 – Storm Drain System

drop structure upstream, approximately 300 feet north of the Shea/Baker Ranch property, and extend to the southern point where the Borrego Canyon Wash exits the Shea/Baker Ranch property, for a total of approximately 4,200 linear feet. Storm flows greater than approximately 200 cubic feet per second would be diverted into the Bypass Channel. Flows less than approximately 200 cubic feet per second (low flows) would continue to drain into and flow through the Borrego Canyon Wash to support and reestablish habitat. Appendix C contains proposed cross sections for the Shea/Baker Ranch improvements to the Borrego Canyon Wash.

The improvements to the Borrego Canyon Wash were evaluated as part of the County of Orange Alton Parkway EIR. However, the timing of the construction of the Borrego improvements is tied to the construction phasing of the Shea/Baker Ranch project. Construction of the Borrego Canyon Wash improvements will occur during Phase 2 of grading, as described in Section 11.3.1.

The low flow channel will be maintained by either a conservancy or the California Department of Fish and Game.

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5.2 WATER SERVICE

Irvine Ranch Water District (IRWD) provides water and sewer service to the community. Both adequate water supply and sewer treatment capacity are available to serve the project. A copy of the will serve letter from IRWD is attached as Appendix D.

There are two different domestic water pressure zones within the project limits. The lower pressure Zone II, a gravity feed system from the reservoirs above the site, serves sites at elevation 750 feet or lower. The higher pressure Zone III, which is pumped to achieve adequate pressure levels, serves sites at elevations greater than 750 feet. Exhibit 5.4 illustrates the water delivery system for each pressure zone, and indicates what improvements exist and those that will be developed with Shea/Baker Ranch. Construction of these improvements help complete IRWD's master planned infrastructure.

The project's water infrastructure plan consists of a dual water system. In addition to the potable water system described above, a second system will be developed to provide reclaimed wastewater for irrigation purposes. All developer installed common area and homeowners association maintained landscaped areas will be irrigated with reclaimed water. There are two reclaimed water zones, B and C. The backbone reclaimed water system is illustrated in Exhibit 5.5. This exhibit also indicates the existing and proposed portions of the reclaimed water system.

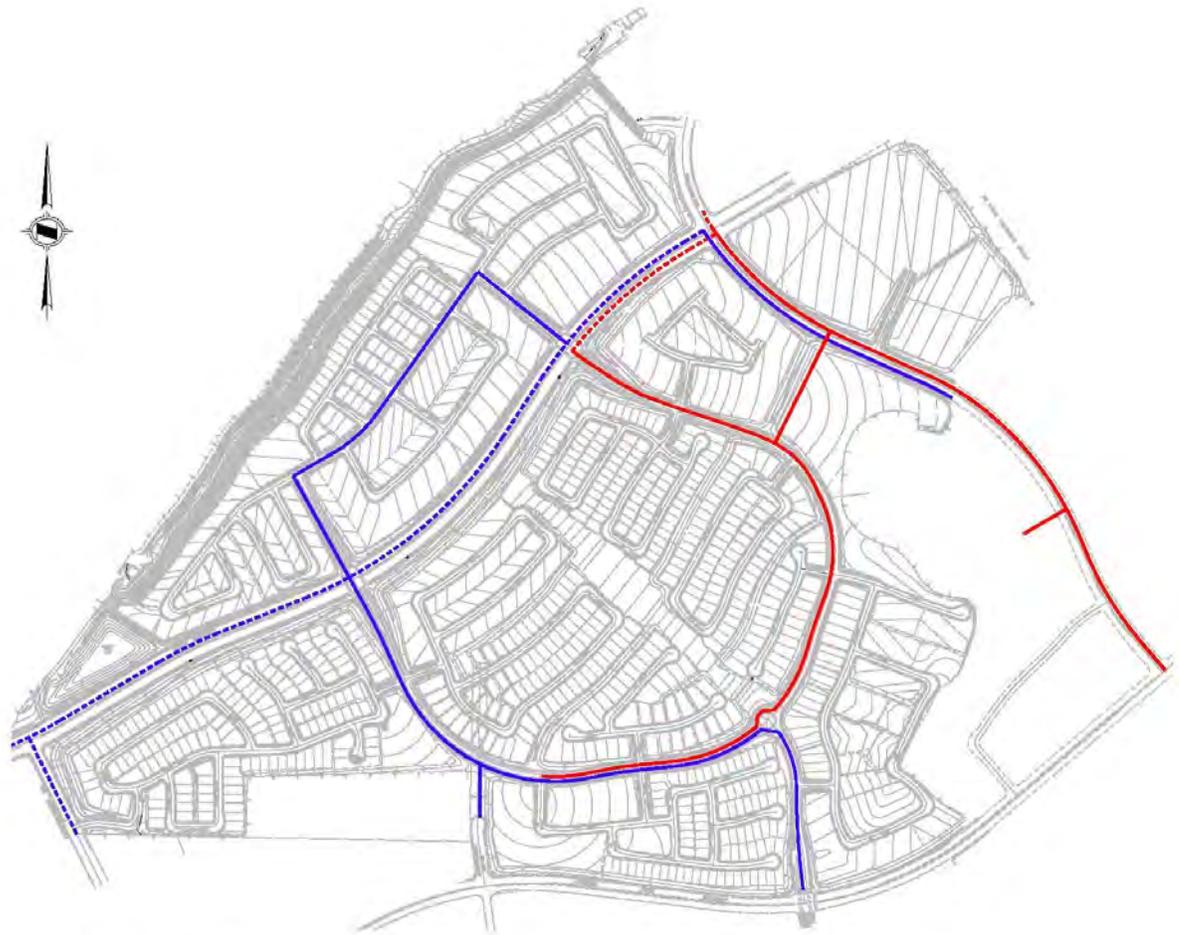


Scale: 1"=800'

LEGEND

- | | | | |
|---|-------------|--|----------------------|
|  | ZONE LF 2 |  | EXISTING ZONE LF 2 |
|  | ZONE LF 2Ra |  | EXISTING ZONE LF 2Ra |
|  | ZONE LF 3R | | |

Exhibit 5.4 - Water System



Scale: 1"=800'

LEGEND

- | | |
|--|---|
|  RECLAIMED WATER ZONE B |  EXISTING RECLAIMED WATER ZONE B |
|  RECLAIMED WATER ZONE C |  EXISTING RECLAIMED WATER ZONE C |

Exhibit 5.5 - Reclaimed Water System

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5.3 SEWER SERVICE

The sanitary sewer system is illustrated on Exhibit 5.6. There is an existing IRWD pump station located northeast of Planning Area 1I along Towne Centre Drive. In the current condition, wastewater from the site and immediately adjacent areas is pumped to connect to a sewer line in Bake Parkway. With the development of Shea/Baker Ranch, new sewer lines will be installed throughout the project site, connecting to the existing system at Alton Parkway at the north end of the project site and Bake Parkway on the east. This will create a gravity flow system that ultimately connects to existing sewer lines at Irvine Boulevard, allowing IRWD to remove the existing pump station at some point in the future. Some existing force main lines will be abandoned in place when the IRWD pump station is removed. Construction of these sewer facilities will help complete IRWD's master planned infrastructure.

5.4 UTILITY SERVICES

The Southern California Gas Company (SCG) and Southern California Edison (SCE) provide utility services for Shea/Baker Ranch according to service application agreements with the developer. Cable television service is provided through the City of Lake Forest franchisee, Cox Cable. Both Cox Communications and AT&T provide telephone service in the area. Proposed utility backbone facilities and service lines will be underground, except for switching cabinets, transformers, and similar standard structures. The developer will coordinate with these utility companies to determine the most appropriate location for above ground facilities and will provide this information to the City. Exhibit 5.7 illustrates the conceptual location of utilities in and under the streets in Shea/Baker Ranch.

5.5 SOLID WASTE

Regular trash pickup is provided by the City of Lake Forest through contracted services. Household waste recycling services are also provided through the City in order to comply with state-mandated solid waste reduction goals. Orange County Fire Authority (OCFA) provides and manages hazardous waste collection facilities at several locations throughout the County. The closest drop-off location to Shea/Baker Ranch is in the City of Irvine.

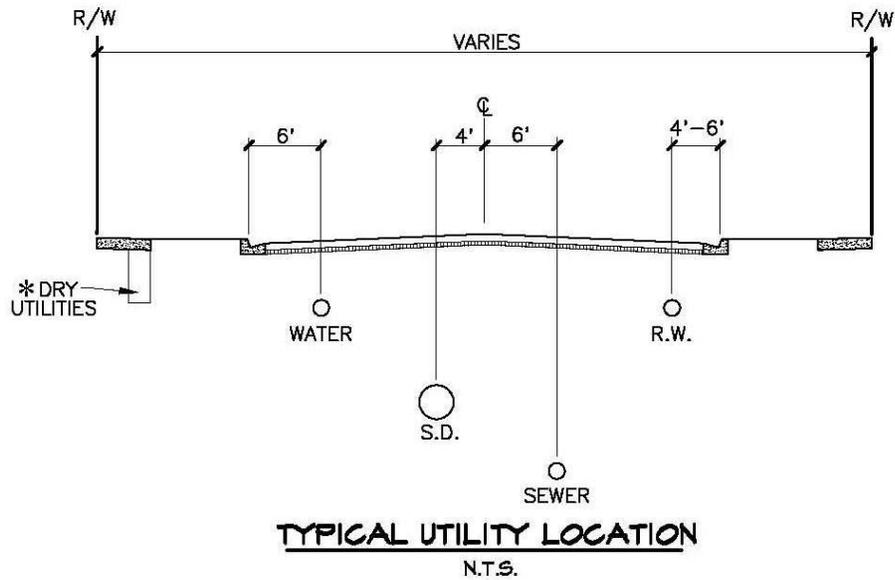


Scale: 1"=800'

LEGEND

- SEWER LINE
- DIRECTION OF FLOW
- - - EXISTING SEWER LINE

Exhibit 5.6 – Sewer Plan



Scale: N.T.S.

* DRY UTILITY LOCATION SHOWN IS A TYPICAL LOCATION, ACTUAL PLACEMENT OF DRY UTILITIES MAY BE ON ONE OR BOTH SIDES OF STREET AS DETERMINED BY UTILITY PROVIDERS AND CITY.

Exhibit 5.7 - Typical Utility Locations

5.6 EMERGENCY SERVICES

The County of Orange Sheriff Department provides police services for Shea/Baker Ranch under contract to the City of Lake Forest.

The City of Lake Forest contracts with Orange County Fire Authority (OCFA) for fire protection service. OCFA fire stations that can serve the property exist in the City of Lake Forest off of Portola Parkway at Pauling, approximately 1.25 miles away, and in the City of Irvine on Parker, just south of Irvine Boulevard between Bake and Alton parkways, approximately 2 miles away.

There are three hospitals within service range of Shea/Baker Ranch; Saddleback Community Hospital in Laguna Hills, Mission Community Hospital in Mission Viejo and South Coast Community Hospital in south Laguna Beach.

5.7 INFRASTRUCTURE DEVELOPMENT STANDARDS

1. Storm drain, water and sewer facilities shall be designed in accordance with Orange County Flood Control, Irvine Ranch Water District and City of Lake Forest requirements.
2. Project drainage facilities other than the Borrego Canyon Wash, “V” ditches on privately owned slopes, and the detention basin in PA 1K will be maintained by the City of Lake Forest. These facilities include catch basins and underground pipes.
3. Inlets will be protected to keep storm drain pipes from becoming clogged and for security.
4. All utility lines and pipes shall be placed underground. Utility junction boxes, transformers, etc. will be placed above ground and shall be screened to the extent possible.

C H A P T E R 6

A R C H I T E C T U R A L D E S I G N G U I D E L I N E S

These Design Guidelines provide the direction necessary to implement the project's Development Standards, as defined in the Shea/Baker Ranch P. C. Text. Guidelines are provided for single family detached homes, both conventional and non-traditional configurations, multi-family residential, and apartments, which have separate design guidelines from other multi-family neighborhoods. Non-residential guidelines are included to direct development of retail or other community buildings.

These Design Guidelines are intended to be flexible and are, therefore, illustrative in nature. As a flexible document, the Guidelines can, over time, accommodate changes in lifestyles, consumer preferences, economic conditions, community desires, and the marketplace. Design Guidelines that utilize the term "shall" are to be applied as the preferred implementation mechanism. Guidelines that use the word "should" are discretionary and alternative measures may be considered if those measures meet or exceed the intent of the Guidelines.

The landscape and architectural guidelines complement each other. Together they form a distinctive master plan offering a high quality, sustainable environment, and a sense of identity.

RESIDENTIAL GUIDELINES



Typical Street Scene Example

6.1 Architectural Principles

In order to promote quality development in Shea/Baker Ranch, the following principles will guide the architecture to ensure quality development:

- Provide a varied and interesting street scene.
- Focus the front elevation on the home, not the garage.
- Provide detail on rear elevations where visible from open space and the major streets.
- Design detached homes that are simple in form.
- Choose appropriate massing and roof forms to define the architecture styles balanced with the simple house concept for detached homes.
- Ensure that plans and styles provide a degree of individuality.
- Use architectural elements and details to reinforce individual architectural styles.

6.2 Site Planning

6.2.1 Conventional Detached Lots

The following site planning design techniques allow neighborhoods to meet the design guidelines.

6.2.1.1 Floor Plan, Elevation and Neighborhood Plotting

Great neighborhoods are filled with diversity and variety of architecture while still creating compatibility and harmony in the neighborhoods. In choosing floor plans, styles, and color palette, the following criteria apply for each site plan application. These criteria are intended to apply to each individual site plan to determine internal consistency. They are not intended to be used to compare one site plan to another.



Neighborhood Plotting

Floor Plan Plotting

Each single-family neighborhood shall provide:

- Two (2) floor plans not including reversed plans;
- Three (3) elevations for each floor plan using an individual style. Chosen elevation styles may be repeated on each floor plan, but additional styles are encouraged. If only three (3) styles are selected, elevations shall be significantly different in appearance; and
- Three (3) different color schemes for each floor plan or elevation.

Style Plotting

To ensure that architectural variety occurs, no more than two (2) of the same floor plan/elevations shall be plotted next to each other or directly across the street from one another. The following describes the minimum criteria for style plotting:

- For a home on a selected lot, the same elevation is not permitted on the lot most directly across from it and the one (1) lot on either side of it.
- Identical floor plans may be plotted on adjacent lots or across the street from each other, provided a different elevation style is selected for each of the floor plans.

Color Criteria

To ensure variety of color schemes, like color schemes cannot be plotted adjacent to or immediately across the street from one another.

- A color scheme for a home on a selected lot may not be repeated (even if on a different floor plan or elevation) on the lot most directly across from it and on the single lot to each side of it.

6.2.1.2 Corner Plotting

Special consideration should be given to key corner lots that are located at neighborhood entries and have high degree of visibility. Two of the following design solutions shall be provided:

- Add five (5) feet in width to the required street side yard setback, or
- Provide appropriate landscape buffer.
- Architectural elements such as pop-outs, broken wall planes or single story elements may be added.

6.2.1.3 Detached Accessory Structures

Accessory structures should conform to the design standards of the primary structure. If visible from the front or side lot line, the visible elevation should be considered a front elevation and should meet the design criteria of the applicable architectural style.

6.2.1.4 Single-family Waste Management

Space shall be provided in the interior portion of the garage, or in the adjacent side yard to handle up to three (3) recycling/waste containers (30-inch by 30-inch each). Space shall be identified on plans.

6.2.1.5 Utility & Mechanical Equipment

All utility and mechanical equipment may be located in the side and rear yards, and shall comply with the requirements of the City's Noise Ordinance. Noise sensitive rooms (such as bedrooms and living rooms) located adjacent to the following roadways shall be equipped with air conditioning:

- Alton Parkway, Planning Areas A (North and South), F, H, I, K and L
- Bake Parkway, Planning Areas C, D, and F;

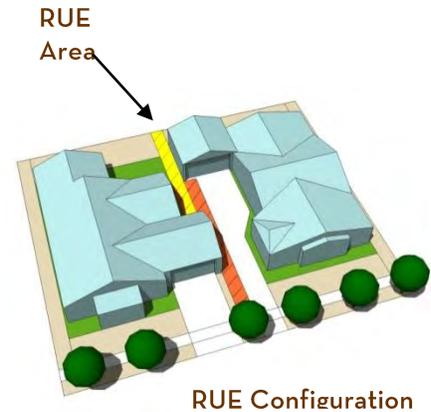
- Rancho Parkway, Planning Areas A (North and South), B, and I
- Commercentre Drive, Planning Area F.

6.2.2 Small Lot Detached, such as Z Lots and Clustered Lots

A number of other single family housing types are allowed at Shea/Baker Ranch including: Z lots, Motor Court clusters, homes with garages serviced by an alley, and Green Court clusters. Whenever possible, entries should face the street or common area.

- **Z Lots**

Z lots and/or reciprocal use easement (RUE) configurations are allowed. The Z lots allow neighboring lots to utilize adjacent property’s setback for a more efficient use of the land. Typically, this type of lot allows more flexibility in garage placement.



- **Motor Courts**

Motor courts consist of homes clustered together and oriented toward a motor court. Both pedestrian and garage access is taken from either the motor court or the public street. The Motor Court cluster orients detached homes with garages to reduce the presence of garage doors along the public street.



Motor Court Building Configuration,
Perspective View

Motor Court Example

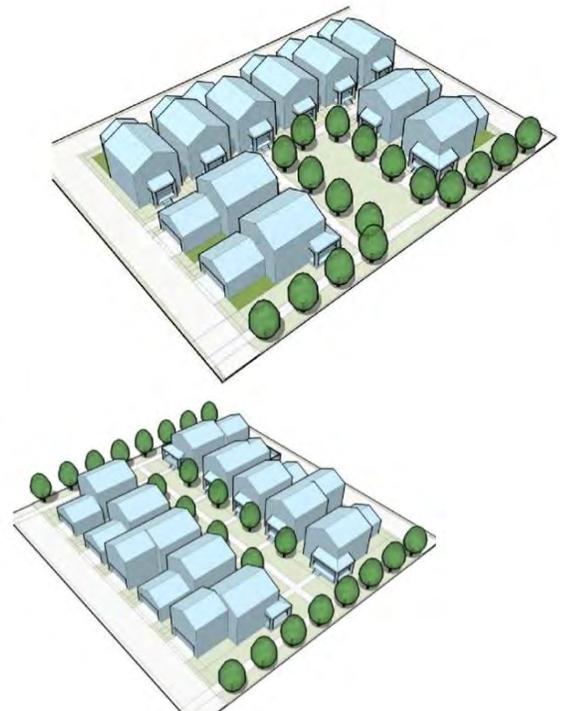
Alley Products

Alley products consist of homes with garages that are served by an alley rather than a traditional driveway accessed via a neighborhood street. The primary entry to the home is located from a public or private street rather than the alley.



Green Court Clusters

Green courts consist of four or more detached homes arranged around a common courtyard or linear court. Pedestrian access to the homes occurs along the edges of the courts or the public street. Garages are accessed from a shared alley. The Green Court clusters activate the public street scene with additional open space and reduce the presence of garages along the public street.



Green Court Examples

6.2.2.1 Floor Plan, Elevation and Neighborhood Plotting

For single family cluster homes, the number of elevations may be reduced for each neighborhood when the cluster is viewed as individual building grouping.

- Provide one (1) or more styles per cluster.
- Provided at least three (3) different, yet compatible color schemes for the neighborhood.

6.2.2.2 Cluster Massing

To ensure that the massing does not become too “boxed-out,” building ends and blank wall planes should be oriented away from public views and single story elements are encouraged along edges.

6.2.3 Multi-family Homes

The following site planning design techniques allow neighborhoods to meet the design guidelines.

6.2.3.1 Multi-family Massing Concepts

By the very nature of the building types, multi-family neighborhoods are much like small villages, or neighborhoods in and of themselves. Each multi-family neighborhood should be designed for compatibility within itself, using a blend of compatible architectural styles and a distinctive palette of colors and materials.

Multi-family plotting shall:

- Provide varied building front setbacks along the street or articulate each building.
- Provide pedestrian access and connections to public sidewalks, paseos, and open space systems.
- Provide two (2) elevations per building type; however the elevations may be the same style.
- Provided at least three (3) different, yet compatible color schemes for each neighborhood.



Articulated Building Example



Building Articulation

6.2.3.2 Multi-family Massing Concepts

Multi-family buildings should be an interlocking grouping of homes rather than line of buildings in a row (unless they are row homes or apartments). This can be achieved through the following:

- Minimize blank, singular planes oriented toward public views.
- Provide some architectural elements on all sides of building.

6.2.3.3 Multi-family Trash Enclosures

If curbside pick-up is not available, the design and placement of trash enclosures, utilities, and service areas must be carefully designed as follows:

- Provide adequate number of enclosures to accommodate the volume and types of refuse and recycling containers required by the disposal company. Recycling containers shall be a minimum of 50% of the area provided for the trash enclosures(s).
- Locate enclosures in a convenient area for the majority of residents.
- Keep enclosures from the edges of the community.
- Construct trash enclosures with masonry walls in a style and wall finish that is consistent with the overall architectural character of the development.
- Equip all trash enclosures with complementary self-closing gates of durable construction, hinged to self-supporting steel posts.

6.3 Edge Conditions

6.3.1 Detached Homes Edge Conditions

Rear elevations adjacent to open spaces and major roadways shall be treated in a manner respectful of their surroundings. Silhouettes and massing of homes along edges require design sensitivity. To minimize the visual impact of repetitious flat planes, similar building silhouettes, and similar ridge heights, different roof plans for each home plan should be designed. Individual roof plans may be simple but, between different plans or elevations, shall exhibit variety by using front to rear, side-to-side, gables, hipped roofs, and/or the introduction of single story elements. A long row of homes with a single front- or rear-facing gable is prohibited. Along common area lots, common landscape areas can provide screening. Single family lots will utilize walls and fences for screening. The following elements should be considered, and at least one (1) element incorporated, in the design of side and rear elevations along edge conditions:



Detached Homes Edge Condition

- Provide a mix of gable and hip roofs,
- Provide second story pop-outs or setbacks,
- Offset massing or wall planes (on individual plans or between plans),
- Add detail elements similar to the front elevation.
- Utilize roof plane breaks or offset roof planes, eave heights and ridge lines (on individual plans or between plans),
- Consider deep overhangs or patio covers where appropriate to the style to provide additional shade and interior cooling.
- Single story elements are encouraged along edges.

6.3.2 Multi-family Edge Conditions

Rear elevations adjacent to open spaces and major roadways shall be treated in a manner respectful of their surroundings. To minimize the visual impact of repetitious flat planes, similar building silhouettes, and similar ridge heights, massing and roofs should exhibit variety by using front to rear, side-to-side, gables, hipped roofs, and/or the introduction of single story elements. Along a common area lot, common landscape areas can provide screening. Although landscape is the first choice, walls and fences will also provide screening. The following elements should be considered, and at least one (1) element incorporated, in the design of side and rear elevations along edge conditions:



Multi-family Edge Condition Example

- Provide landscape in front of the buildings.
- Provide a mix of gable and hip roofs,
- Provide second story pop-outs or setbacks,
- Offset massing or wall planes (on individual plans or between plans),
- Add detail elements similar to the front elevation.
- Utilize roof plane breaks or offset roof planes, eave heights and ridge lines (on individual plans or between plans),
- Consider deep overhangs or patio covers where appropriate to the style to provide additional shade and interior cooling.
- Single story elements are encouraged along edges.

6.3.3 Edge Conditions Adjacent to the Foothill Transportation Corridor

The building design features for homes along the Foothill Transportation Corridor in PA 1A will include windows with Sound Transmission Class (STC)-28 or higher in the ground floor and STC-32 or higher in the floors above the first floor.

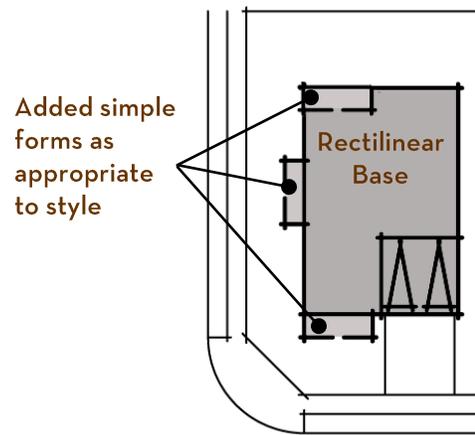
6.4 Building Forms

Building form, detail, and placement greatly affects how a structure is perceived. Elements such as light and how light strikes and frames the building is a strong design consideration. Shadow and shade can lend a sense of substance and depth to a building. The following elements and considerations can be used to facilitate the dynamic of light and depth perception of the building.

6.4.1 Simple House Concept for Detached Homes

The “Simple House” concept suggests that in order to achieve authenticity while using resources efficiently and in a more sustainable way, a simple design must be considered in the crafting of the basic structure of the house. Straightforward massing and roof forms not only ensure efficient use of construction materials, but lead to the most authentic expression of a style.

- Enhance simple house design with appropriate colors, materials, and details to keep the architectural style credible.
- Use simple rectilinear forms as the basis for the floor plan. Add additional simple forms to expand, add interest, and achieve floor plan objectives.
- Select architectural styles that best fit the massing derived from the floor plan.
- Use style appropriate architectural details to articulate wall planes, create shadow and provide visual interest, e.g., trim surrounds, shaped rafter tails, or wrought iron balconies.



6.4.2 Architectural Projections

Projections create shadow and provide strong visual focal points. This can be used to emphasize design features such as entries, major windows, or outdoor space. Projections are encouraged on residential building forms. Projections may include, but are not limited to:

- Awnings (cloth, metal, wood),
- Balconies,
- Eave overhangs,
- Projecting second- or third-story elements,

- Tower elements,
- Window/door surrounds,
- Bay windows or dormers,
- Trellis elements,
- Shed roof elements, and
- Porch elements
- Decorative iron elements



Architectural Projections Example

6.4.3 Offset Massing Forms

Front and street-facing elevations may have offset masses or wall planes (horizontally or vertically) to help break up the overall mass of a building.

- Offset forms are effective in creating a transition:
 - Vertically between stories, or
 - Horizontally between spaces such as recessed entries.
- Offset massing features are appropriate for changes in materials and colors.
- Offsets should be incorporated as a functional element or detail enhancement.
- Over-complicated elevations should be avoided.



Offset Building Form Example

6.4.4 Front Elevations

Front elevations shall be detailed to achieve variety along the street scene. In addition, each front elevation shall incorporate two (2) or more of the following techniques:

- Provide enhanced style appropriate details on the front elevation.
- Offset the second story from the first level for a portion of the second story.
- Vary the wall plane by providing projections of elements such as bay windows, porches, and similar architectural features.
- Create recessed alcoves, and/or bump out portions of the building.
- Incorporate second-story balconies.
- Create interesting entries that incorporate features such as porches, courtyards, large recessed entry alcoves, or projecting covered entries with columns.

- Use a minimum of two (2) colors (or building materials) on the front elevation; for example, a Spanish style could be all stucco with a contrasting trim color or include ironwork.
- Incorporate masonry veneers such as brick or stone to add interest.

6.4.5 Lower Height Elements

Lower height elements are important to street scene variety, especially for larger buildings or masses. Articulated massing avoids monotonous single planes. These elements also provide a transition from the higher story vertical planes to the horizontal planes of sidewalk and street. Repetitive street scenes are discouraged and lower height elevations should be interspersed through the community, but not necessarily on all plan types. Lower height elements may include but are not limited to:

- Interior living spaces,
- Porches,
- Entry features,
- Bay windows,
- Courtyards, and
- Pergolas.



Lower Height Element
Example

6.4.6 Balconies

Balconies can be used to break up large wall planes, offset floors, create visual interest to the facade, add human scale to a building, and provide outdoor living opportunities. Scaled second- or third-story balconies can have as much impact on stepped massing and building articulation as a front porch or lower height element. Balconies:

- May be covered or open, recessed into, or projecting from the building mass.
- Shall be an integral element of, and in scale with, the building mass, where appropriate.
- Are discouraged from being plotted side-by-side at the same massing level (i.e. mirrored second-story balconies).



Recessed Balcony Example

6.4.7 Roof Considerations

Composition and balance of roof forms are as important to a street scene as the street trees, active architecture, or architectural character.

- Rooflines and pitches, ridgelines, and ridge heights should create a balanced form to the architecture and elevation.
- Direction of ridgelines and/or ridge heights should vary along a street scene.
- Roof overhangs (eaves and rakes) may be used as projections to define design vocabulary and create light and shade patterns.
- Hip, gable, shed, and conical roof forms may be used separately or together on the same roof or street scene composition.
- Roof form and pitch shall be appropriate to the massing and design vocabulary of the home.

6.4.8 Multi-family Entries

Entries for multi-family homes should create an initial impact, locate and frame the doorway, act as an interface between public and private spaces, and further identify individual unit entries.

- Wherever possible, orient the front door and principal access towards the roadway, paseo, or common open space.
- Incorporate appropriate architectural elements such as roof elements, columns, windows, and the like in the entry statement to emphasize the building character and the location of individual doorways.
- If the front entry location is not immediately obvious due to building configuration, direct and draw the observer to it with added elements such as signs, lighting, and landscape elements.



Entry Example

6.5 Residential Architectural Styles

Shea/Baker Ranch is envisioned as a diverse community where architectural massing, roof forms, detailing, walls, and landscape collaborate to reflect, historic, regional, and climate-appropriate styles.

Three broad families of styles have been chosen for Shea/Baker Ranch:

- Spanish,
- Mediterranean, and
- California Eclectic.

Shea/Baker Ranch will display a variety of architecture; however, individual neighborhoods may reflect a combination of all three styles families - or may include individual styles from within a particular style family.



Mediterranean Style Family Example



California Eclectic Style Family



Spanish Style Family Example

6.5.1. Spanish Style Family

This style family reflects the traditional heritage of the southern California homes that were influenced by the Spanish Mission and Mexican Rancho eras. Examples of specific styles within this family include Hacienda, Spanish Colonial, Santa Barbara, Monterey, and Spanish Eclectic.

Over the years, architectural styles in California became reinterpreted traditional styles that reflect the indoor-outdoor lifestyle choices available in this Mediterranean climate. These styles included the addition of western materials while retaining the decorative detailing of exposed woodwork, wrought iron hardware, and shaped stucco of the original Spanish styles. Mixing of style attributes occurred between styles such as adapting Spanish detailing to colonial style form, or colonial materials and details to the Hacienda form.

The mixing of style attributes allows creative interpretation of the traditional styles utilizing details to express an abstracted architectural expression of a recognizable style that incorporates new, modern or alternative forms, details, and materials in the modern context of architecture.



Santa Barbara Style Example



Monterey Style Example



Spanish Colonial Style Example



Spanish Detail Elements

6.5.1.2 Spanish Family Style Elements

- Plan form is typically a courtyard or a two-story box with a strong first story element.
- Roofs are typically shallow to moderately pitched.
- Roof materials can include shingles, flat concrete tile, “S” tile or barrel tile.
- Roof forms are typically a front-to-back gable with moderate overhangs.
- Wall materials typically consist of stucco, brick or siding.
- Shaped corbels and beams typically detail roof overhangs and cantilevers.
- Balconies are typically detailed by simple columns without cap or base trim.
- Porch details include arches or simple columns without cap or base.
- Front entry is typically traditionally pedimented by a surround, porch or portico.
- Windows may include a window head or sill trim and shutters.
- Corbels and posts sometimes incorporate more “rustic” details.
- Arcades are sometimes used.
- Decorative wrought-iron accents, grille work, post or balcony railing may be used



Example of a Spanish Colonial Style



Example of a Monterey Style



Example of a Spanish Eclectic Style

6.5.2 Mediterranean Style Family

The Mediterranean style is a good example of a transplanted style developed in a climate zone similar to the climate found in California. Specific Mediterranean styles include Tuscan, Italianate, Italian Villa, and Provence. The Mediterranean styles are not strictly European, but rather American stylization of European landmarks and residences that were popular in the late nineteenth century. Primarily stemming from Italian and French influences, these styles are principally based on simpler and informal residential living styles of country settlements or old world villages. Their appeal is in their informal, rustic character expressed in warm colors, textures and materials. Although residential adaptations were less formal, sometimes traditional classical elements are included.



Italian Villa Example



Italianate Style Example

6.5.2.1 Mediterranean Family Style Elements

- Plan form is typically a series of simple boxes.
- Roofs are typically shallower pitched hips or gables and exaggerated overhangs.
- Roof material can include “S” or barrel tile.
- Exposed rafter tails with decorative end cuts or brackets may be used.
- Front entries are typically detailed with a pre-cast trim surround and/or wood head trim.
- Wall materials typically consist of stucco with stone and pre-cast accents.
- An arched element is sometimes used in conjunction with windows or doors.
- Windows are sometimes detailed with projecting head trim of brick, stone or wood and plank shutters.
- A horizontal banding element is sometimes used.
- Details sometimes include wrought iron elements, pre-cast trim elements, a Juliette balcony, arched windows or quoins.



Example of Italianate Style



Example of Tuscan Style



Example of Provence Style

6.5.3 California Eclectic Style Family

This broad family of styles is sometimes characterized as “traditional” architecture. Examples include Craftsman, Bungalow, American Heritage, and Americana. This collection represents traditional American styles found throughout the Country and southern California. The architectural form and elements of these styles descend from the first homes built in the New England colonies in the 17th century. These traditional-influenced styles became part of the early California vernacular as the new state experienced an influx of money and population from the East Coast during the gold rush era of the mid-19th-century. This influx brought East Coast culture, materials and technological advancements to the west. Second stories with overhangs, dormers and gabled roof forms are classic elements of this traditional American style. Wood shutters can also be used as finishing details for an otherwise simple and functional form.



Craftsman Style Example



Re-interpreted with Stucco
(California Materials)



Porch Detail Example

6.5.3.1 California Eclectic Style Family Elements

- Plan form typically simple box or “L” –shaped.
- Roofs are typically of moderate to steeper pitch and exaggerated/boxed eaves.
- Roof materials can include asphalt shingles or flat concrete tiles.
- A curved or round-top accent window is sometimes used on the front elevation.
- Windows are sometimes fully trimmed and may include shutters.
- Decorative or pedimented head and sill trim is typical.
- Porches can be prominent.
- Vertically proportioned windows with divided-lights.
- Wall materials may include stucco, horizontal or shingle siding and stone accents.



Example of a Ranch Style



Example of Americana Style



Example of Craftsman Style



Example of American Heritage Style

6.6 Materials

The choice and use of materials has an important impact on the character of each neighborhood and the community as a whole. Wood is a material reflective of many architectural styles; however, maintenance concerns, a design for long-term architectural quality, and new high-quality manufactured alternative wood materials make use of real wood elements less desirable. Where “wood” is referred to in these guidelines, it can also be interpreted as simulated wood trim with style-appropriate wood texture. In addition, some styles can be appropriately expressed without the wood elements, in which case stucco-wrapped, high-density foam trim (with style-appropriate stucco finish) is acceptable. Similarly, high-density foam or other similar materials can be used for style-appropriate finished pre-cast elements. Material choices are also affected by fire safety for ignition resistant materials some locations.



Material Changes

- Material changes should occur at logical break points.
- Materials applied to any elevation shall turn the corner of the building, ending at a logical termination point related to the roof line, building massing, or fence location.
- Columns, tower elements, and pilasters should be wrapped in their entirety.
- Siding is permitted to terminate at an outside corner where miter boards are used.
- Material breaks at garage corners shall have a return dimension equal to or greater than the width of the material on the garage plane elevation.
- Siding and veneers can terminate on the side wall past fence and wall return.
- Durable roofing such as laminated shingles and siding materials should be used to reduce the need for replacement.

6.7 Garage Placement & Treatment

In order to create attractive and comfortable street scenes and pedestrian spaces, the living space of the homes within the Shea/Baker Ranch community shall be emphasized. Generally the architecture should be forward and there shall be at least one (1) different garage placement listed below:

- Forward - Project at least 5' from a plane break in front of home (no flat façades).
- Shallow Recess - Recess at least 5' from a plane break (no flat façades).
- Mid-Recessed - Recess at least 10' from front living area.

- Deep Recessed - Recess 18' from front living area.
- Swing-In - Use the same architectural treatment on the street-facing garage walls as the front elevation; include at least one (1) street-facing window; and provide a back-up space of 28 feet.
- Garage Offset - Offset garage doors a minimum of 24 inches.
- Tandem - Tandem garage spaces counted toward required parking may be permitted by a Site Plan that demonstrates a better design solution than would otherwise be achieved.
- Tandem garages not counted toward required parking are permitted.
- Three-car Front Facing –
 - A maximum of two (2), three-car front facing plans are allowed per neighborhood;
 - Lots must be 55 feet or wider measured at the front property line;
 - Offset a single garage door at least two (2) feet from a double door or provide three single garage doors each separated by at least one (1) foot.

6.7.1 Garage Door Treatments

Appropriate treatment of garage doors will further enhance the elevation and decrease the utilitarian appearance of the garage. Various garage door patterns, windows, and/or color schemes should be utilized as appropriate to individual architectural styles.

- Garage doors shall be consistent with the architecture of the dwelling, to reduce the overall visual mass of the garage.
- Garage doors shall be recessed 6 inches from the wall plane.
- All garage doors shall be automatic sectional roll-up doors.

Street Facing Garages

Consider providing additional treatments for street facing garages to vary the garage door appearance along the street scene. Below are some additional options for the door variety:

- Vary garage door pattern, windows, and/or color as appropriate to individual architectural styles.
- Use an attached overhead trellis installed beneath garage roof fascia, and/or above garage door header trim.



Garage Door Examples

- Consider using two (2) single doors instead of a double door.
- Where appropriate on a recessed garage, consider providing a porte cochere, gated element, or overhead trellis.
- Carriage-style garage doors of upgraded design are encouraged.

6.8 Alley Requirements

The use of alleys should be enhanced from purely functional, simple garage-access to a pleasant space that residents experience and utilize on a daily basis. Design of alleys shall address the functional and aesthetic features of the space to create a positive experience for the residents. At least two (2) of the following shall be implemented along the alley:

- Stepped massing (recessed or cantilevered) offsets of at least one (1) foot,
- Window trim, colors, and appropriate details from the front elevation,
- Rear privacy walls and pedestrian gates designed and located for ease of unit access,
- Enhanced garage door patterns or finishes that complement the design vocabulary of the home/neighborhood, or
- Planting areas between garages.



Alley Massing Example



Multi-Family Alley Example

6.9 Lighting

Appropriate lighting is essential in creating an inviting evening atmosphere for the Shea/Baker Ranch community. All lighting shall be non-obtrusive.

- All exterior lighting shall be limited to the minimum necessary for safety.
- All exterior lighting shall be shielded to minimize glare and light spill on adjacent properties.
- All exterior entry lights visible from the street shall complement the architectural style.
- In common areas, low voltage lighting should be used whenever possible and be on photocells or timers.

6.10 Mail and Delivery Service Boxes

If the U.S. Postal Service requires the use of clustered mailboxes for any residential neighborhood, including apartments, they shall be sited so as to be convenient for residents' use without blocking adjacent driveways and shall be well lighted to provide security. Should delivery service drop boxes be located within the neighborhood, they shall be located adjacent to mailboxes.

NON-RESIDENTIAL GUIDELINES



Neighborhood Retail Example

The purpose of this section is to provide general design guidance for the non-residential uses at Shea/Baker Ranch. The guidelines are intended to:

- Define the character and quality of non-residential uses.
- Promote the human and pedestrian scale to ensure compatibility between non-residential and residential uses.
- Strengthen the pedestrian environment and improve overall community connectivity.
- Minimize potential negative visual impacts from the scale, bulk, and mass inherent in large non-residential buildings.
- Minimize negative impacts to adjoining uses.
- Promote site building and landscape design that are consistent with Shea/Baker Ranch's commitment to sustainability.

6.11 Site Planning

6.11.1 Connectivity

The non-residential planning areas should be designed to allow for the safe and convenient movement of pedestrians, bicycles, and vehicles:

- Provide clearly delineated pedestrian paths from perimeter sidewalks to the buildings' main entrances.
- Locate accessible bicycle parking near the building's main entrance.

6.11.2 Building Placement/Orientation

Special attention should be paid to the impacts of visibility, massing, and the height of the building. The following elements shall be considered during site design:

- Orient buildings to establish positive relationships with the adjacent streets.
- Use building location to frame and enclose interesting outdoor gathering spaces.
- Hide service and loading areas from view of the street where practical.
- Make building entrances clearly visible and easily identifiable as visitors access the site.
- Provide well-defined pedestrian connections from the parking areas to the building entrances.

6.11.3 Site Amenities/People-gathering Places

People-gathering places are encouraged to promote a vibrant and interactive environment for residents, employees, and visitors alike. Common use areas may include (but are not limited to): plazas, outdoor eating areas, building entry forecourts, and courtyards. These places provide opportunities for activities such as outdoor eating, casual meetings, and small group gatherings.



Example of Outdoor Eating Areas

6.11.4 Access and Site Circulation

Driveway access to parcels should provide safe vehicular movement and prevent traffic congestion. In addition to the Citywide Design Guidelines for access, site circulation and parking, the following standards shall be included in the design of parking lots:

- Design driveways and parking areas to provide sufficient vehicular stacking during peak hours.
- Driveway throat depths from the street curb to the first parking stall perpendicular to a driveway or to the first drive aisle intersection shall be as proscribed in the Lake Forest Municipal Code Section 9.168.050 C.

6.11.5 Parking

Sufficient employee and visitor parking shall be provided.

- Provide convenient locations for handicap, carpool, and bicycle parking.

- Screen parking areas from view of public streets by either walls, berms, and/or planting materials.
- Reduce the heat island effect by providing shade canopies and shade trees at a rate of one tree for the width of every five spaces, which may be provided in landscaped fingers, diamonds or other configurations as shown on a project site plan. Trees shall be spread throughout the site to provide for overall shade rather than grouped together.

6.11.6 Utilities, Services and Refuse Collections

Utilities, services, and loading areas should be provided on each non-residential development to service the business and activities conducted on the parcel.

- Locate above ground utility facilities so they are not highly visible from the street or pedestrian routes.
- Screen utility cabinets and pedestals within parking lot landscape islands, or parkways.
- Cluster the utility infrastructure where possible, and screen with landscape materials, berms, walls, and/or other architectural elements.
- Screen all rooftop and communication equipment from abutting roadways by parapet walls or roof structures.
- Where possible, locate service and refuse collection areas oriented away from public view.
- Screen service loading areas and refuse enclosures by a solid wall with materials of appropriate color and texture compatible to the adjoining building.
- Trash enclosures should be completely covered.
- The locations of trash enclosures shall allow convenient access for tenants. Each trash enclosure shall be screened from view with a 6' high wall.
- Trash enclosures shall include an additional enclosed area for collection of recyclable materials, unless the waste management service sorts recyclable materials post-collection. The recycling collection area, if provided, shall be a minimum of 50% of the area provided for the trash enclosure.

6.12 Non-residential Architectural Guidelines

Non-residential areas are to be visually attractive and cohesive with the surrounding residential and natural environment. The successful creation of pedestrian-friendly, non-intrusive development within Shea/Baker Ranch can be achieved by implementing the following:

- Scale buildings appropriately to the location and use of the building.

- Present a unified development character without creating repetitious or redundant forms or design.

6.12.1 Roof Considerations

Roofs should be functional, enhance/complement the overall architectural design of the building, and shield mechanical equipment.

The following design elements should be considered:

- Encourage vertical roof plane breaks, changes in building/ridge height, or other accent roof forms.
- Integrate form and materials with the overall design vocabulary of the development.
- Use fascia and/or cornice elements that are consistent with the primary design.
- Use contiguous parapets, and when used incorporate side/rear elevation returns to eliminate false front/unfinished appearance.



Vertical Roof Plane Break Example

6.12.2 Facade Treatments

Building should have articulation along auto and pedestrian corridors to generate pedestrian scaling and visual interest along the street scene.

- Avoid blank walls, especially along the primary pedestrian walkway and street frontages.
- Detail buildings that use only one (1) building material with banding, architectural details, textures, color variation, and/or offset massing.



Facade Treatment Example

- Provide shadow articulation and scale to the building elevation through projections, overhangs, and recesses.
- Unify architectural design for all pedestrian or major roadway elevations.

6.13 Neighborhood Retail Design Criteria

The neighborhood retail space at Shea/Baker Ranch will be pedestrian scale. Accessibility, pedestrian scale, and site/building design are important to the success and suitability of the neighborhood retail center. The neighborhood retail design should consider the following:

- To the extent feasible, design buildings to generally appear as a collection of individual small buildings rather than a single uninterrupted large building including:
 - Forms that appear to be on a tenant-by-tenant basis, and
 - Varied façade treatments, materials, color palettes, and massing.
- Use designs that are compatible and create an understandable and intuitive development.
- Articulate building/tenant entries.
- Incorporate pedestrian-scale windows, architectural features, and articulated massing.
- Offset wall planes where feasible.
- Vary materials and/or color.
- Promote multiple building heights and parapet/fascia treatments.

6.14 Community Building Design Criteria

Community buildings often act as focal points or landmarks and therefore will be held to a high degree of quality in both design concept and execution. The architectural expression of these buildings must be of substance that conveys a sense of permanence and importance.

- Use appropriate architectural vocabulary, materials, and colors.
- Where possible, elevate buildings on a single site in a unified design.
- Complement the surrounding neighborhood with the scale and mass of buildings.
- Consider pedestrian-scaled architectural elements and windows.
- Equally consider the design of all elevations.
- Refrain from monolithic building forms.
- Use of two (2) or more materials is encouraged and should complement not complicate or detract from the architecture.
- Use vertical and horizontal offsets where appropriate.

C H A P T E R 7

L A N D S C A P E D E S I G N G U I D E L I N E S

7.1 LANDSCAPE CHARACTER

The landscape character and design of the community and open space are key components to Shea/Baker Ranch. Detailed analysis and review of the community plan were undertaken for the development of a cohesive and comprehensive Landscape Master Plan illustrated in Exhibit 7.1.

The primary community elements of the Shea/Baker Ranch Area Plan include a Central Linear Park, the Borrego Linear Park, a Community Park, three Neighborhood Parks with Recreation Areas, four Neighborhood Parks, project monumentation, and streetscape/trail design.

A pedestrian and vehicular circulation system based on a central loop road links all neighborhoods and the community elements together. This design is an organizing tool used to distinguish the community landscape character and define the entries, neighborhoods, the Central Linear Park, Recreation Clubs, Parks, and adjacent open spaces. The circulation system guides residents and guests through the community and creates an accessible and enjoyable walking environment. The extensive pedestrian pathways provide connectivity between each neighborhood and help to minimize dependency on the automobile within Shea/Baker Ranch. The master landscape design also serves to compliment the site design by being in proper scale with the streets, buildings and open space.

The distinct planting design for Shea/Baker Ranch is another component contributing to the community character. Trees, shrubs and groundcover will be selected to maintain a historic California style to the landscape and the use of historical trees found in the Southern California region will be emphasized. As identified in the Baker Ranch Tree Assessment prepared by Dudek and Associates in March 2011, up to 47 oak trees will be removed during grading, and 115 oaks will be replanted ranging in size from seedlings to 60" boxed specimen trees. These trees will be located primarily in the open space surrounding the Borrego Canyon Wash, but may also be located in other open spaces within Baker Ranch. Evergreen canopy trees with drifts of tall vertical trees and deciduous tree accents will complement the architecture, streets and open space. Under plantings of evergreen and flowering shrubs and groundcover will add texture and color.

The concept for the landscape character is illustrated in a series of plans including the Landscape Master Plan, Open Space and Recreation Plan, Pedestrian Connectivity Plan, Monumentation Plan, Street Scenes and the Wall and Fence Plan.



Scale 1" = 800' 

Exhibit 7.1 - Landscape Master Plan

7.1.1 Water Efficient Landscape Practices

An important component of the landscape design in Shea/Baker Ranch is sensitivity to water conservation. Shea/Baker Ranch shall incorporate methods of water conservation while encouraging storm water infiltration and energy conservation. These practices are intended to be implemented where possible to encourage a sustainable landscape while meeting the requirements of the Water Efficient Landscape Ordinance No. 207 adopted by the City of Lake Forest. The methods shall include the measures described below.

7.1.1.1 Drought Tolerant Landscape

- Utilize primarily California-appropriate vegetation that reduces the use of water. Refer to Plant Palette at the end of this chapter for a list of proposed trees and shrubs.
- Encourage locating plants with higher water demands in shade or where more runoff naturally occurs.
- Encourage limiting the use of lawn for active use areas and replacing turf with ground covers or grasses that require less water.
- Group plants of similar water requirements to allow more effective use of irrigation.
- Encourage extensive use of mulching in landscape areas to improve water-holding capabilities of soil through reduced evaporation and compaction.

7.1.1.2 Water-conserving Irrigation Practices

- Encourage the utilization of point-irrigation systems as possible to allocate more efficient delivery of water to root systems and minimize run-off.
- Require the utilization of master irrigation systems (smart systems) with moisture sensors to ensure irrigation watering is based on actual need for irrigation watering and to allow a greater level of control in the management of irrigation in all commonly owned and maintained areas.
- Use recycled water in commonly owned and maintained open spaces.

7.1.1.3 Energy Conservation in the Landscape

- Encourage that common area and non-residential landscapes be designed to assist with energy conservation, including planting deciduous trees next to buildings and along streets to reduce ambient temperature, reduce heat gain, allow for cool natural ventilation, and provide a more pleasant pedestrian environment.
- Encourage deciduous trees and vines be planted in front of south-facing walls and windows to further cool buildings by intercepting sunlight during summer months, yet allow direct sunlight during the winter.

- Encourage that green screens (metal lattices planted with vines and/or climbing flowers) be used to shade south and west-facing walls on non-residential buildings to reduce interior heat gain and beautify buildings.
- Encourage that trees with appropriate heights and spreads be selected to provide ample shade in the summer months for outdoor spaces such as patios and plazas, pedestrian walkways, roadways and parking lots. Structures such as trellises and porticoes should also be incorporated into the building/landscape edge, especially on south and west-facing exposures, to provide shade in the summer and allow solar penetration when the sun is at a low angle in the winter.
- Encourage that landscape buffers, screens and windrows be located and designed to facilitate cooling by prevailing breezes in summer months.

7.2 OPEN SPACE AND RECREATION

Overview

The Shea/Baker Ranch Master Landscape Plan provides a comprehensive approach to the placement of various parks and recreational facilities within the project. Overall, the project will include approximately 40 acres of parks and recreation areas, as shown on Exhibit 7.2. Each park was studied and designed to provide a variety of recreational opportunities to serve the needs of various age groups and promote both passive and active opportunities.

Neighborhood parks are identified according to the Planning Area in which they are located. For example, Neighborhood Park A is within Planning Area 1A. In instances where two parks are located within the same Planning Area, they are designated as 1 and 2, e.g., Neighborhood Parks C1 and C2.

7.2.1 Central Linear Park

The 8.37 gross acre Central Linear Park (7.0 useable acres) is at the heart of the Shea/Baker Ranch community and will provide recreation space and also offer spaces for culture, learning, and social gathering. This central park will be an important identifying element to the Shea/Baker Ranch Community, and is illustrated on Exhibits 7.3 through 7.5.



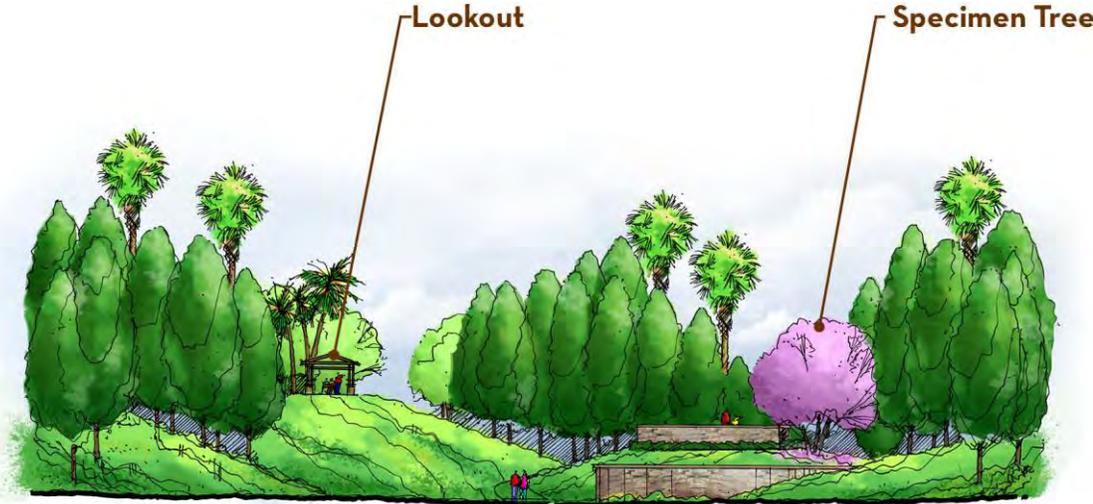
Scale 1" = 800' 

Exhibit 7.2 - Open Space and Recreation Plan

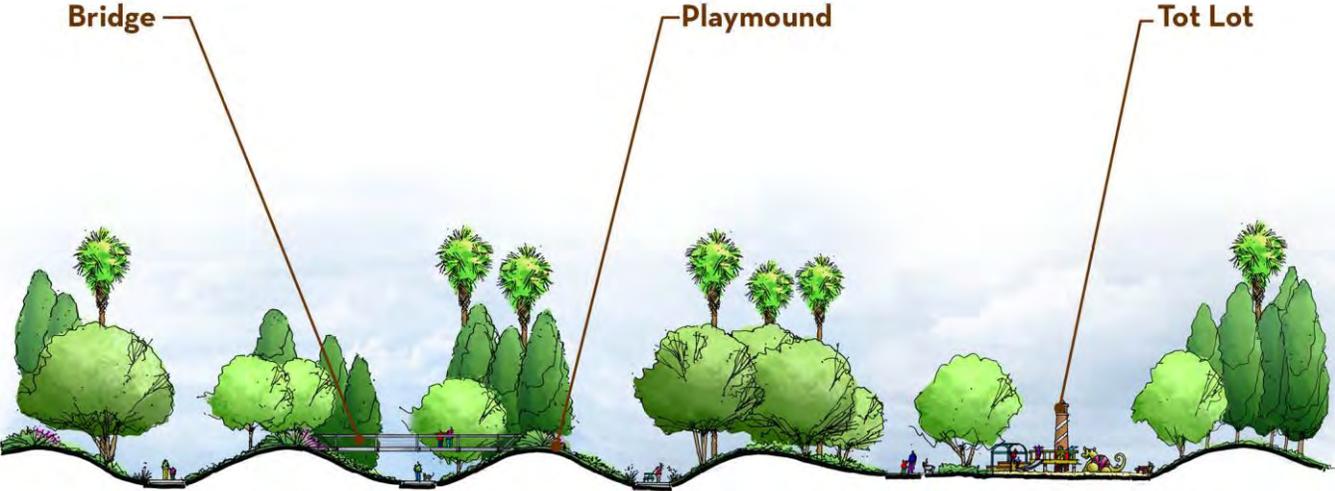


Scale 1" = 150'

Exhibit 7.3 - Central Linear Park - Concept Plan



Elevation A
Scale: 1"=40'



Elevation B
Scale: 1"=50'

Exhibit 7.4 - Central Linear Park
Elevations A and B



Elevation C



Elevation D

Scale 1" = 40'

Exhibit 7.5 - Central Linear Park
Elevations C and D

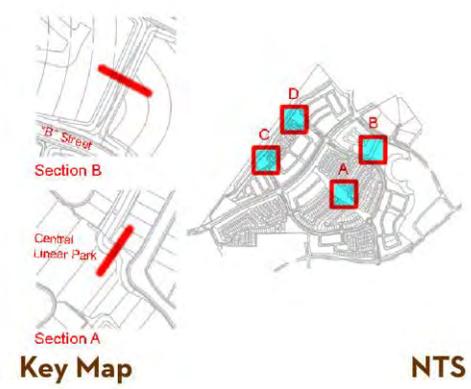
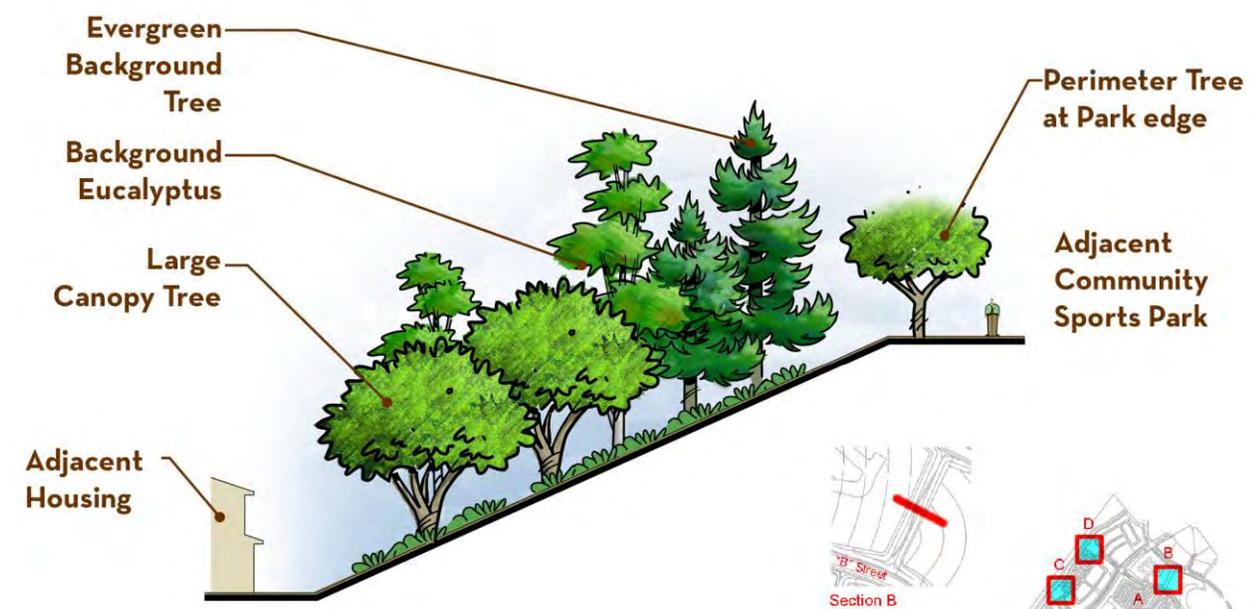
Connected by a curvilinear trail, the Central Linear Park will have a series of amenities along its path. The south end of the park serves as a viewpoint from Dimension Drive and the open turf in this area draws the eyes of visitors as they arrive into the community from Bake Parkway. The play areas for children, located north of the open turf, will incorporate play structures as well as utilize grade changes to facilitate imaginative play. For example, turf mounds will serve as “rolling greens” for children. A series of knolls and valleys connected by pedestrian bridges will link the play areas to the great lawn located at the center of the park.

Large trees will be located along the edge of the great lawn with shade structures anchoring its north and south ends. Shade structures with barbecue areas and overlook areas with benches are also located in this area and provide vistas into the park and beyond. A dog park serving the canine population is located to the north of the great lawn. A private community garden consisting of individual plots will provide residents with an opportunity to grow fruits and vegetables. This garden will also serve as a social hub or gathering area for the community. The northern terminus of the Central Linear Park features a tranquil rose garden.

Multiple pedestrian connections and access from each separate neighborhood to the Central Park reinforces its importance to the community. Clusters of large canopy trees and shrubs from a historic California landscape palette will provide shade, interest and accent along streetscape and walks. More intimate garden spaces will feature ornamental palettes and provide seasonal interest and opportunities for social gathering.

Pedestrian oriented spaces featuring shade structures, large canopy trees, and focal points will also offer larger gathering areas to residents. Park furnishings will echo the character of the community style in color and material and will be scaled at an appropriate size. Architectural elements and built structures within the Central Park shall also comply with the character of the community style. These elements relate to the community buildings and feature elements such as shaded pergolas and arcades, garden ornamentation, and garden spaces.

Exhibit 7.6 illustrates the edge condition between the Central Linear Park and the adjacent homes in Planning Area 1E.



Scale 1" = 30'

Exhibit 7.6 - Edge Condition at Central Linear Park and Community Park

Central Linear Park amenities may include the following.

- Open Turf Areas
- Large Earth Mounds
- Great Lawn
- Dog Park
- Community Gardens
- Rose Garden
- Shade Structures
- Tot Lots
- Park Furniture: Benches, Trash Cans, Bike Racks, Lighting etc.
- Barbecue Areas
- Meandering Trail and Walkways

7.2.2 Community Park

The Community Park, at 7.46 acres, provides a major active sport facility to Shea/Baker Ranch as well as to the overall public community of Lake Forest. Exhibit 7.6 illustrates the relationship between the Community Park and the adjacent residential neighborhood in Planning Area 1A. The Community Park is illustrated in Exhibit 7.7. The park consists of a soccer field with a baseball overlay, a full size basketball court, tot lots with benches and a shade structure, and open turf areas for play. The park will not include night lighting. The Community Park will be dedicated to and maintained by the City of Lake Forest.

Amenities within the park may include the following.

- Multi-purpose sports field
- On-site Parking lots (2 locations)
- Public Restroom Facilities, located so as to be visible from adjacent roads and parking areas for security
- Basketball Court
- Tot Lots
- Open Turf Area
- Walkways
- Park Furniture: Benches, Trash Cans, Bike Racks, Lighting etc.
- Pedestrian Connection to Neighborhood Park C1



Scale 1" = 150' 

Exhibit 7.7 - Community Park - Concept Plan

7.2.3 Neighborhood Parks

Seven Neighborhood Parks are distributed throughout the community, comprised of a total of 12.0 acres. These are all public parks. Three of these parks also include private recreation centers for the use of Shea/Baker Ranch residents. Those recreation centers are described more fully in Section 7.2.4, below.

The Neighborhood Parks will each be distinctively designed, based on the size and location of the park. Exhibits 7.8 through 7.12 show conceptual plans for each Neighborhood Park, including those with private recreation areas. Active sports courts will be located away from homes. Ample parking for these parks is available on the surrounding neighborhood streets. To provide ease of access, on-street parking is provided adjacent to Park F on “A” Street. Amenities within the parks may include:

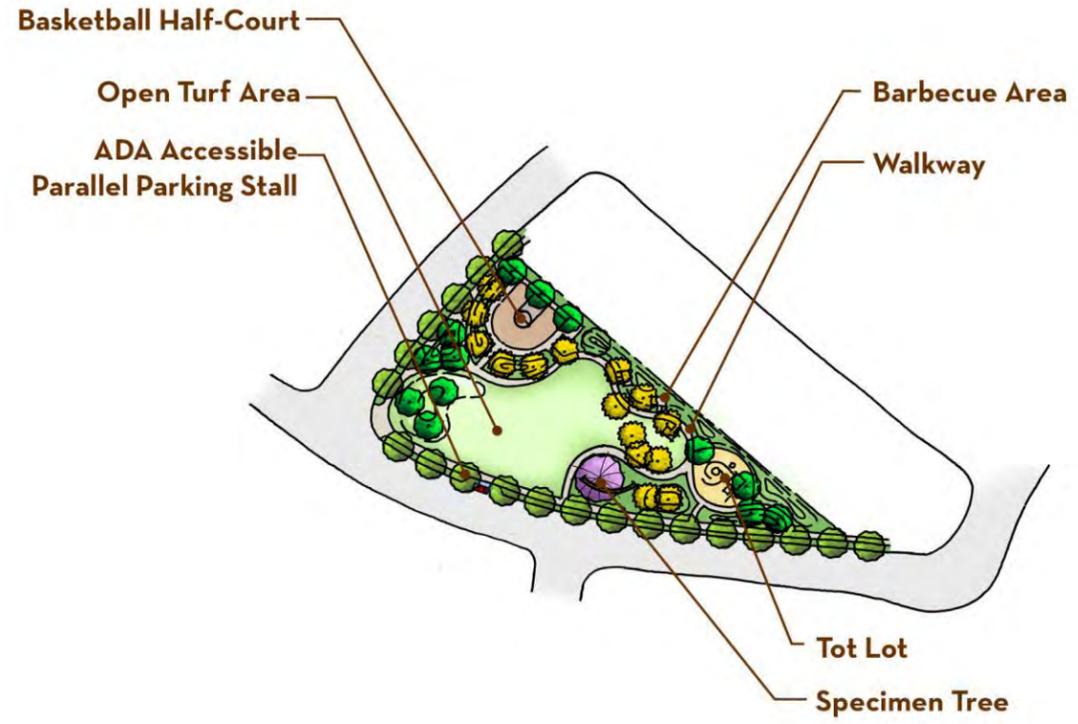
- Open Turf Areas
- Multi-purpose Sports Fields
- Active sport court such as basketball, volleyball, or bocce
- Tot Lots with adjacent benches
- Barbecue Areas
- Gardens
- Specimen Trees
- Walkways
- Shade Structures
- Connection to other parks, such as the Community Park (Neighborhood C1) and the Borrego Linear Park (Neighborhood Parks I and K).
- Park Furniture: Benches, Trash Cans, Bike Racks, Lighting etc.
- Swimming Pools

Edge conditions of Neighborhood Parks K and I are provided in Exhibit 7.13 to illustrate the screening and separation between the park and the residences.

7.2.4 Private Recreation Centers

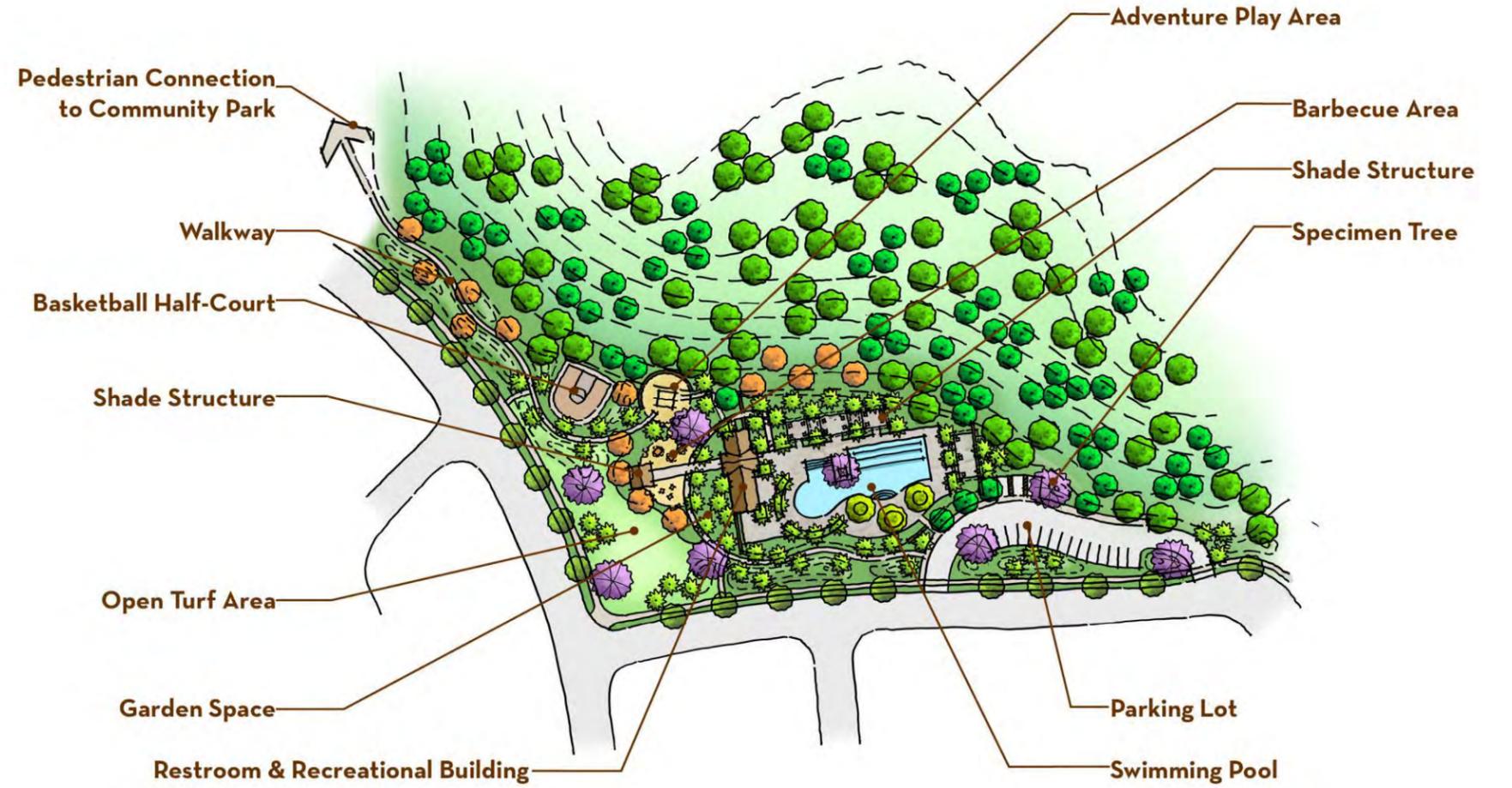
Neighborhood Parks C, F, and I are public parks with a private recreation club component. In addition to the amenities included within Neighborhood Parks, the Recreation Centers may also include the following.

- Recreation Buildings (might include a fitness room, lounge, kitchen, meeting room)
- Swimming Pools 25 yards in length
- Spas or wading pools
- Restroom facilities
- On-site Parking Lot



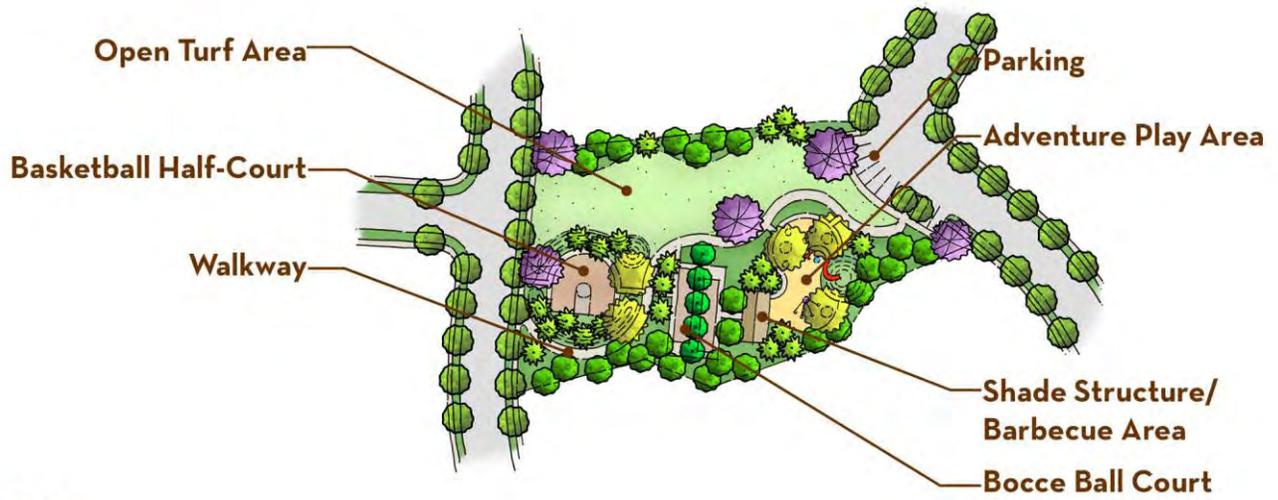
Neighborhood Park A

Scale 1" = 150'

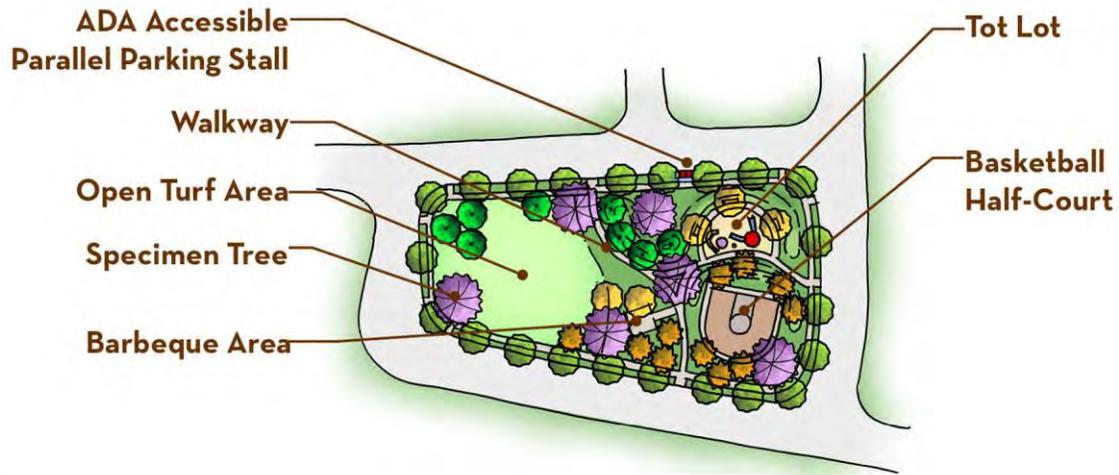


Neighborhood Park C1

Exhibit 7.8 - Neighborhood Parks A & C1 - Concept Plan



Park C2



Park D

Scale 1" = 150' 

Exhibit 7.9 - Neighborhood Park C2 & D - Concept Plan



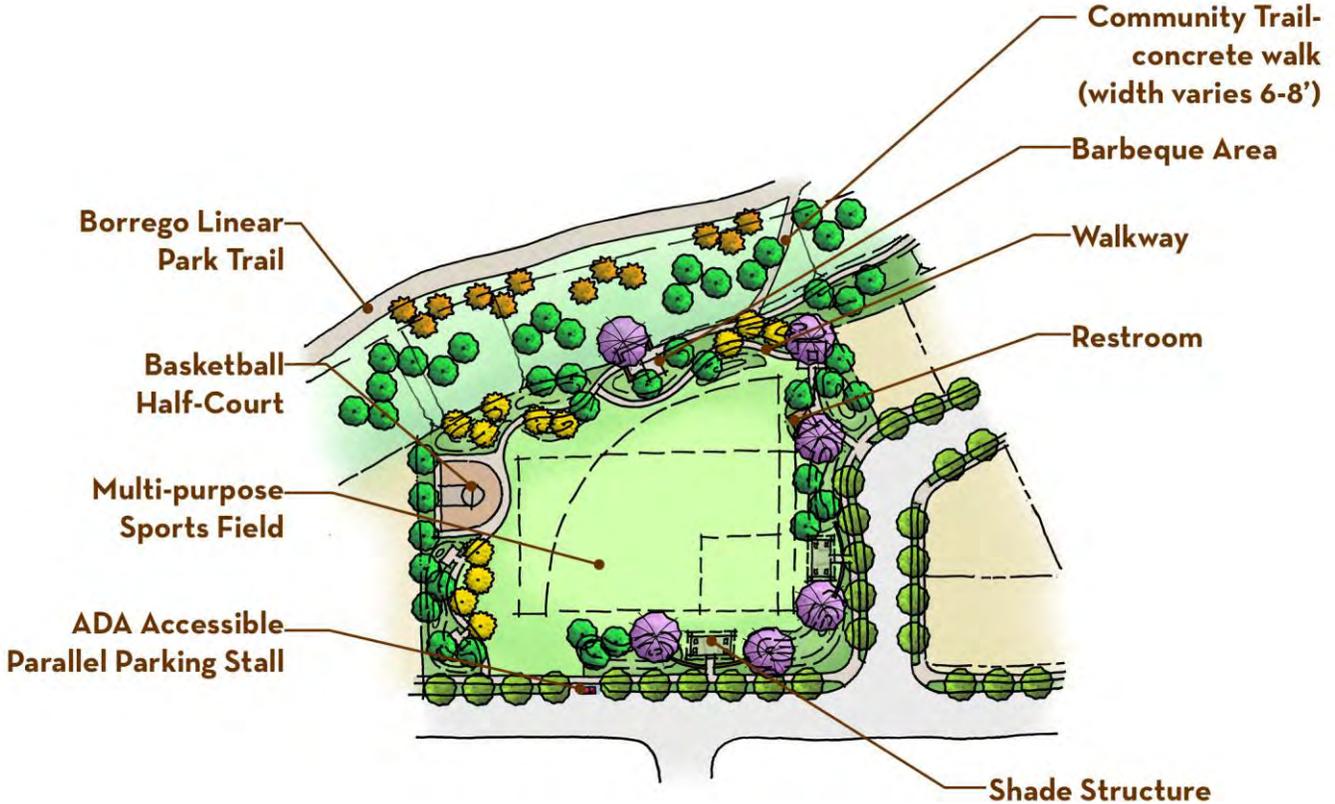
Scale 1" = 150' 

Exhibit 7.10 - Neighborhood Park F - Concept Plan



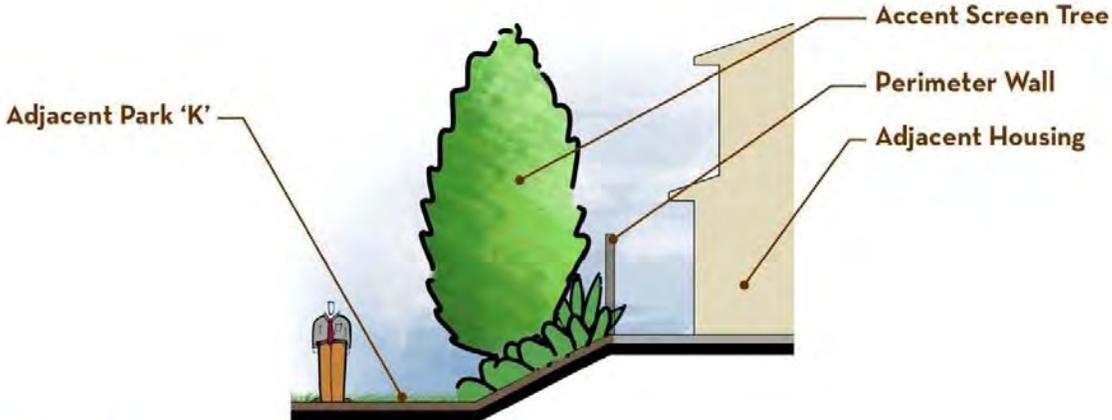
Scale 1" = 150' 

Exhibit 7.11 - Neighborhood Park I - Concept Plan

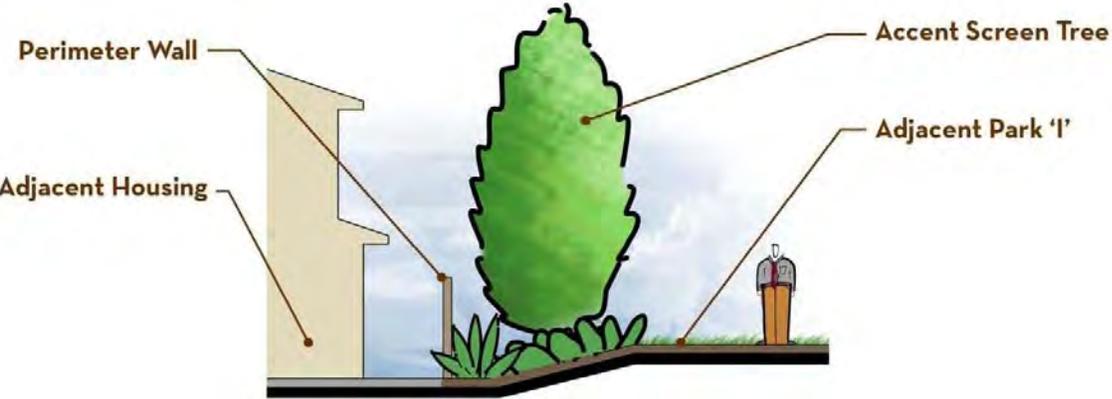


Scale 1" = 150' 

Exhibit 7.12 - Neighborhood Park K - Concept Plan



Elevation 'C'



Elevation 'D'



Scale 1" = 10' 

Exhibit 7.13 - Edge Condition at Neighborhood Parks K and I

7.2.5 Borrego Linear Park

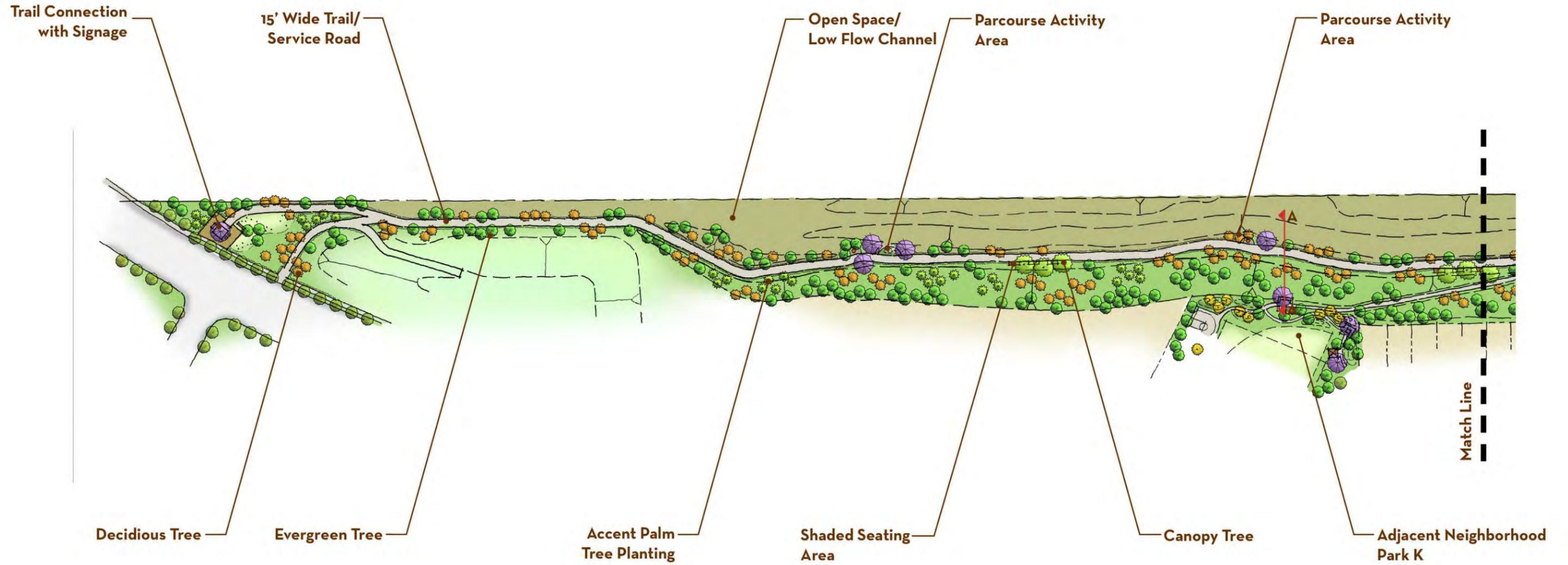
Borrego Linear Park is 5.05 acres in size. The park is illustrated in Exhibits 7.14 and 7.15. Exhibit 7.14 shows the southwestern portion of the park, and Exhibit 7.15 shows the northeastern portion.

The park features a 5.05 acre, 15' wide multi-purpose paved trail that serve joggers, cyclists, and more casual weekend-walkers. The Borrego Trail connects from Alton Parkway at the southwest corner of Shea/Baker Ranch and extends over a mile to Towne Centre Drive, and then beyond to Whiting Ranch Regional Park. This establishes an important linkage to the greater Orange County natural trail experience.

Borrego Linear Park is located at a lower elevation than the adjacent homes, which provides a sense of separation from the residential portion of the community. This separation provides a strong visual connection to the open space located north of the site, creating a sense of escaping into nature. The park is more informal and rustic than other parks within the community to reinforce this natural ambiance. Exhibit 7.16 provides sections through Borrego Linear Park that illustrate the grade separations.

Amenities:

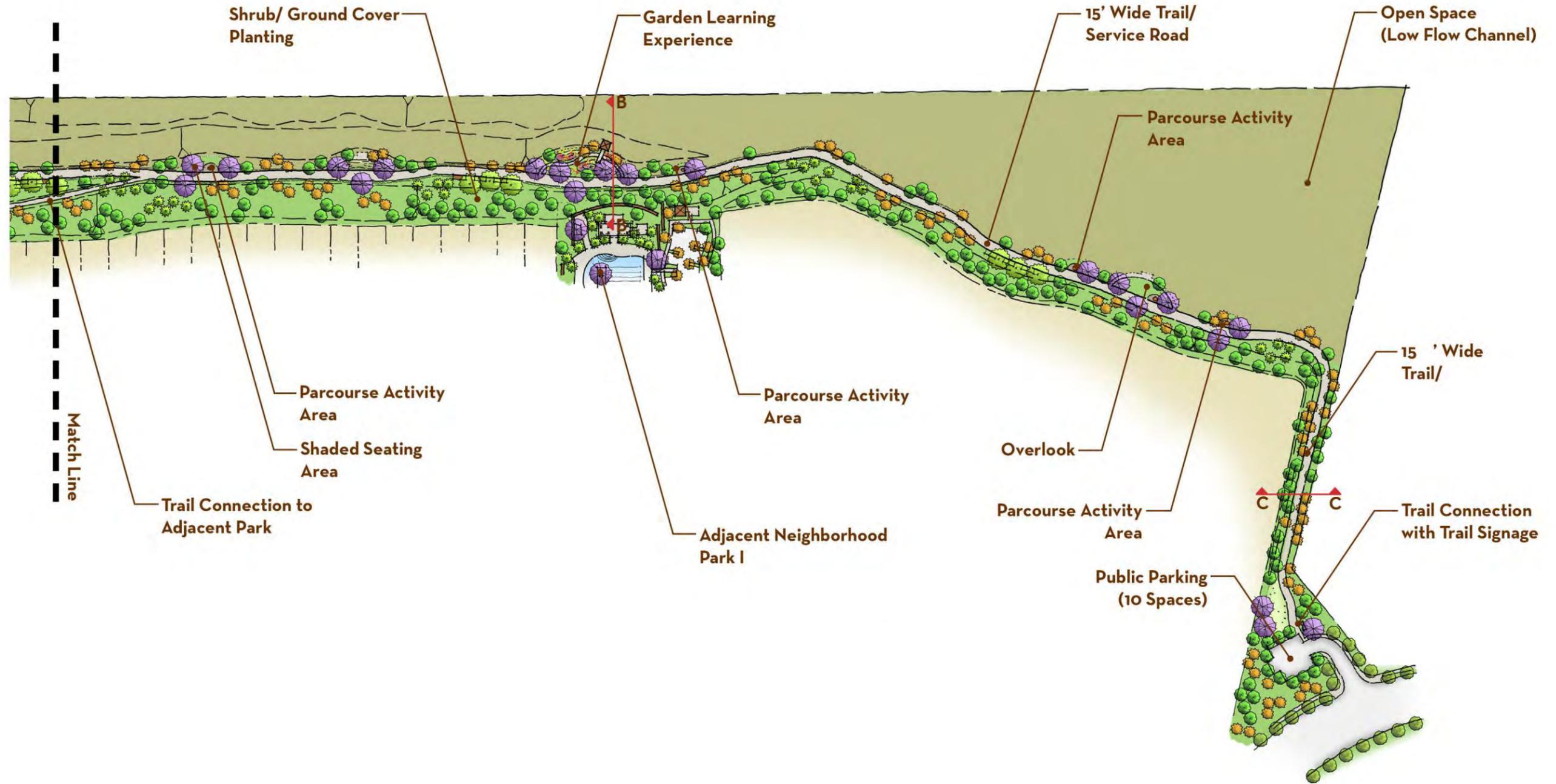
- Borrego Linear Park Trail (Paved Trail / Service Road)
- Par Course Stations
- Shade Structures
- Native Planting
- Interpretive Signage
- Park Furniture: Benches, Trash Cans, Bike Racks, Lighting etc.
- View Points
- Open Turf Areas



Scale 1" = 200'

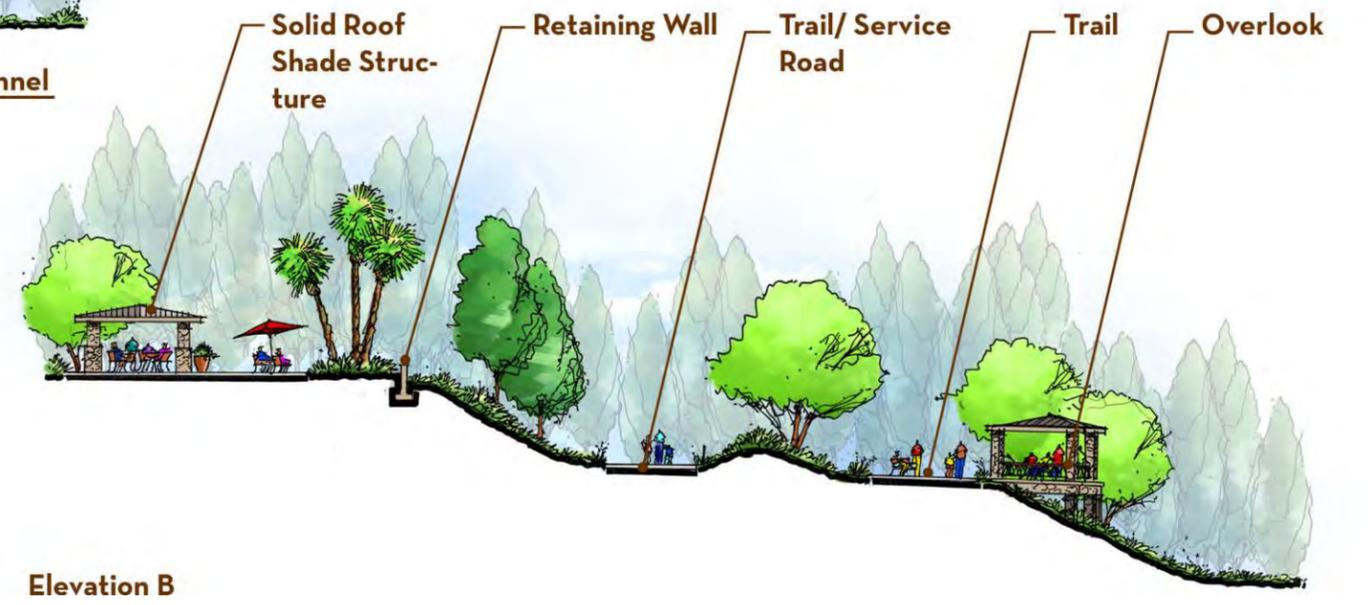
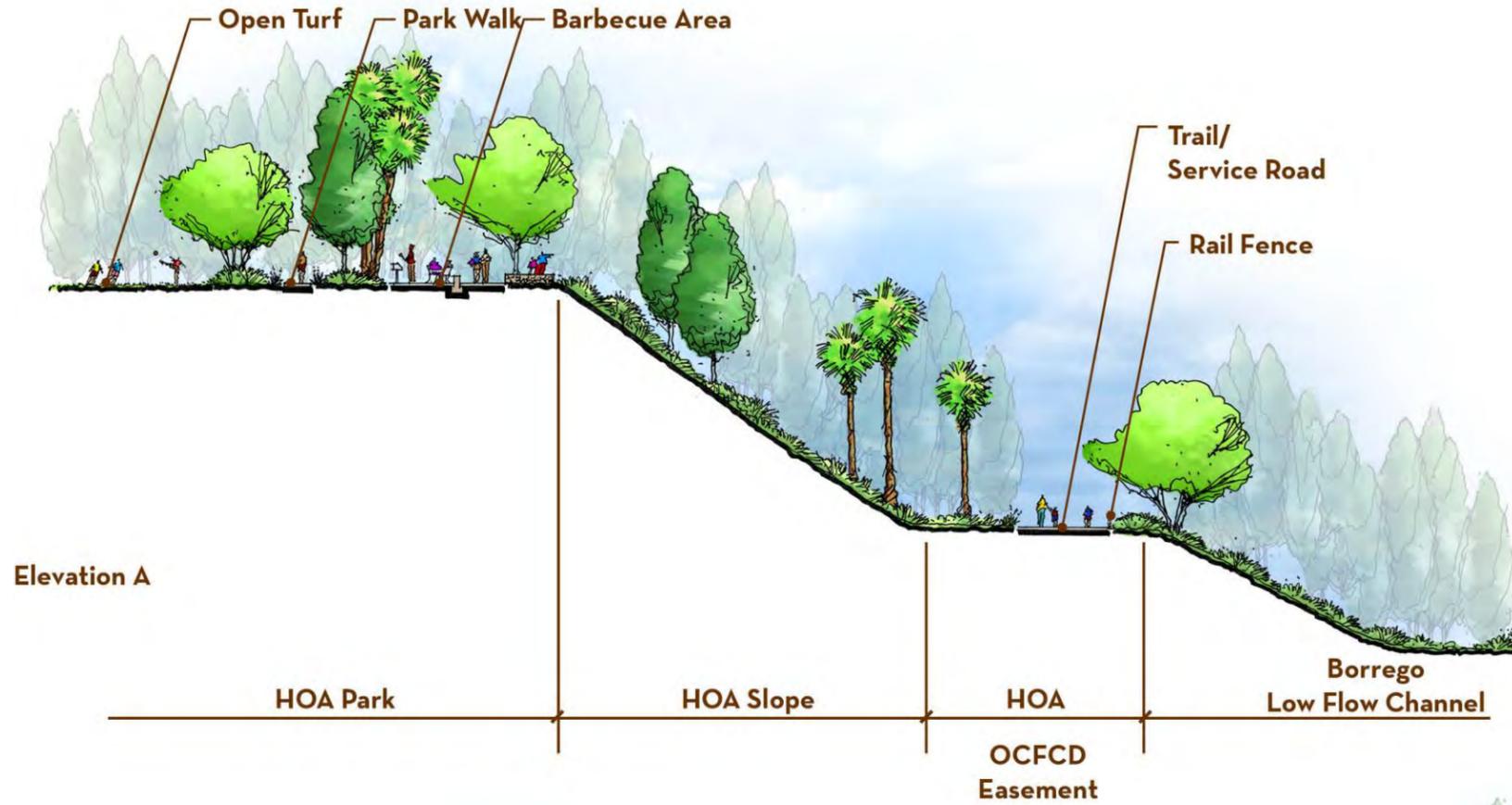


Exhibit 7.14 - Borrego Linear Park



Scale 1" = 200' 

Exhibit 7.15 - Borrego Linear Park



Scale 1" = 30'

Exhibit 7.16 - Borrego Linear Park - Elevations

7.2.6 Slope Landscape Character

The landscape character along the slopes throughout the community will consist of a historic California plant palette. The planting aesthetic will be natural, textural, and evergreen with deciduous and flowering accent plantings.

7.2.7 Park Credit

The Development Agreement between Shea/Baker Ranch Associates and the City of Lake Forest includes provisions in Section B of Attachment B that regulate the provision of park credit for the project. Shea/Baker Ranch will exceed this Park Dedication Requirement through a combination of the following:

- Paying the City Facility Fee,
- The provision of private open space,
- Dedication of parkland, and
- The improvement of and conveyance of parkland to one or more homeowners associations

Per the Agreement, one residential unit is assumed to generate 2.91 residents and Shea/Baker Ranch is required to generate park credit sufficient to provide the equivalent of 3 acres per 1,000 residents. With a proposed unit count of 2,379 units, which equates to a population of 6,922 residents, the required park credit is 20.77 acres.

Within the Development Agreement limitations were established for the amount of park credit that would be granted for the Central and Borrego Linear parks. This amount includes the 3.5-acre and 4.5-acre cap to the Central and Borrego Linear parks, respectively. The combined total of net usable acres for these two parks is 12.05. Regardless, Baker Ranch is capped at the total credit amount of 8 acres for the Linear Parks.

The Community Park was required to be a minimum of 5 acres, but has been enlarged to 7.27 net usable acres. The design of the Central Linear Park has been modified to eliminate active sports fields, which are provided in the Community Park, and to include facilities that appeal to a wider range of age groups and activity levels. The remaining park credit is obtained in neighborhood parks less than 3 acres and will be conveyed to one or more homeowner associations. Three of these 7 parks include private Recreation Centers for the exclusive use of Shea/Baker Ranch residents.

7.3 PEDESTRIAN CONNECTIVITY AND TRAILS

Overview

One of the fundamental design concepts of the Shea/Baker Ranch community is to create a walkable environment that promotes and enhances the pedestrian experience throughout the site. The following concepts and elements were incorporated to create a successful community. The Pedestrian Connectivity Plan, Exhibit 7.17, shows the location of the community sidewalks and trails.

7.3.1 Pedestrian Trail and Walks

Trails and Walks will provide the connective links between the neighborhoods, parks and the community. This trail system will act as the fabric that promotes walking, biking and strolling.

7.3.2 Street Furniture

Street furniture will be placed at appropriate intervals adjacent to trails and sidewalks to provide rest and social interaction opportunities.

7.3.3 Outdoor Lighting

Outdoor lighting will provide both safety and accent to the community landscape. The design and location of outdoor lighting will be shown on site plans for each park.



Scale 1" = 800' 
Exhibit 7.17 - Pedestrian Connectivity Plan

7.4 PROJECT MONUMENTATION

Overview

The Project Monuments are significant elements as they provide the first impression of Shea/Baker Ranch. They set a standard of quality and create a sense of arrival into the community. Accordingly, a two-tiered approach has been taken to distinguish between the primary and secondary entries. The entry treatments are a blend of walls, planting, grading and lighting to enhance community character and establish identity. Signs within Shea/Baker Ranch, such as these Community Monuments, shall be approved as part of a Sign Program, per P. C. Text Section VII, B. A future Sign Program will include these monument signs to provide more precise details, but shall be consistent with the community monuments as described herein.

As illustrated on Exhibit 7.18 the three primary community arrival monuments occur in open space areas on the eastern and western edges of the site at Alton Parkway and at the intersection of Bake parkway and Dimension Drive.

The two secondary entry monuments occur at the intersections of Alton Parkway with “A” and “B” streets.

The project monumentation elements are described in detail below.

7.4.1 Primary Community Arrival – West, East and South

The Community Arrival monuments will serve as the initial gateway landmark into the site and reinforce the character of the community. Special landscape treatments will be part of the monuments. Elements that appear throughout the community such as masonry walls and large specimen trees will reinforce their relationship to the community. The community signage will be visible along Alton Parkway and Bake Parkway. The following design elements will be incorporated into the arrival monuments. Exhibits 7.19 through 7.21 provide both plan views and sections of each of these monument locations. In addition, the southwest corner of Alton Parkway at Commercentre Drive (outside the boundary of this Area Plan) will also be landscaped consistently with the other three corners of the intersection.

- Community Signage
- Large Specimen trees
- Tall vertical trees
- Flowering accent trees
- Accent shrubs
- Walls
- Lighting



Scale 1" = 800' 

Exhibit 7.18: Community Monument Plan



Elevation



Plan

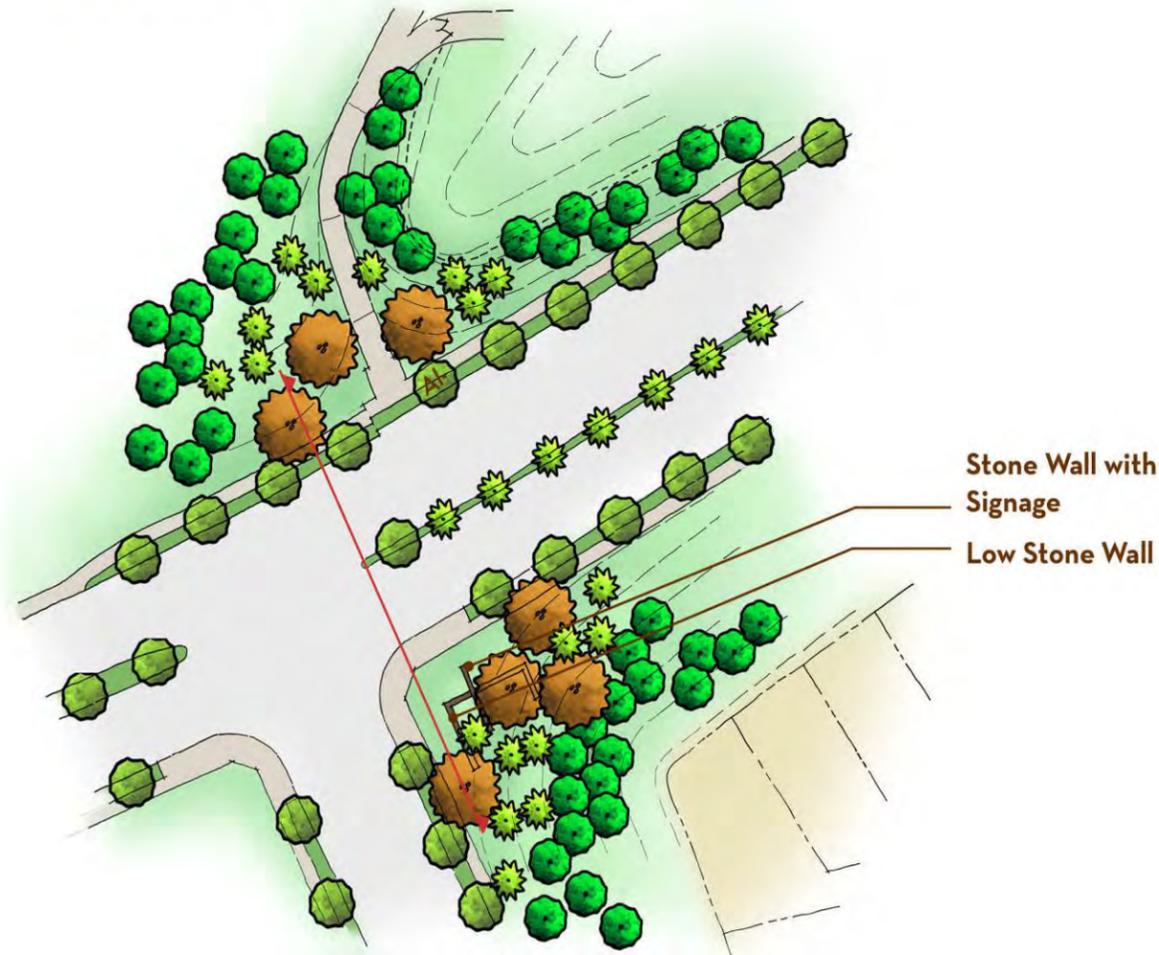


Exhibit 7.19 - Community Arrival East - Concept Plan and Elevation



Elevation

Scale: 1" = 30'



Plan

Scale: 1" = 100'

Exhibit 7.20 - Community Arrival West - Concept Plan and Elevation



Elevation



Plan

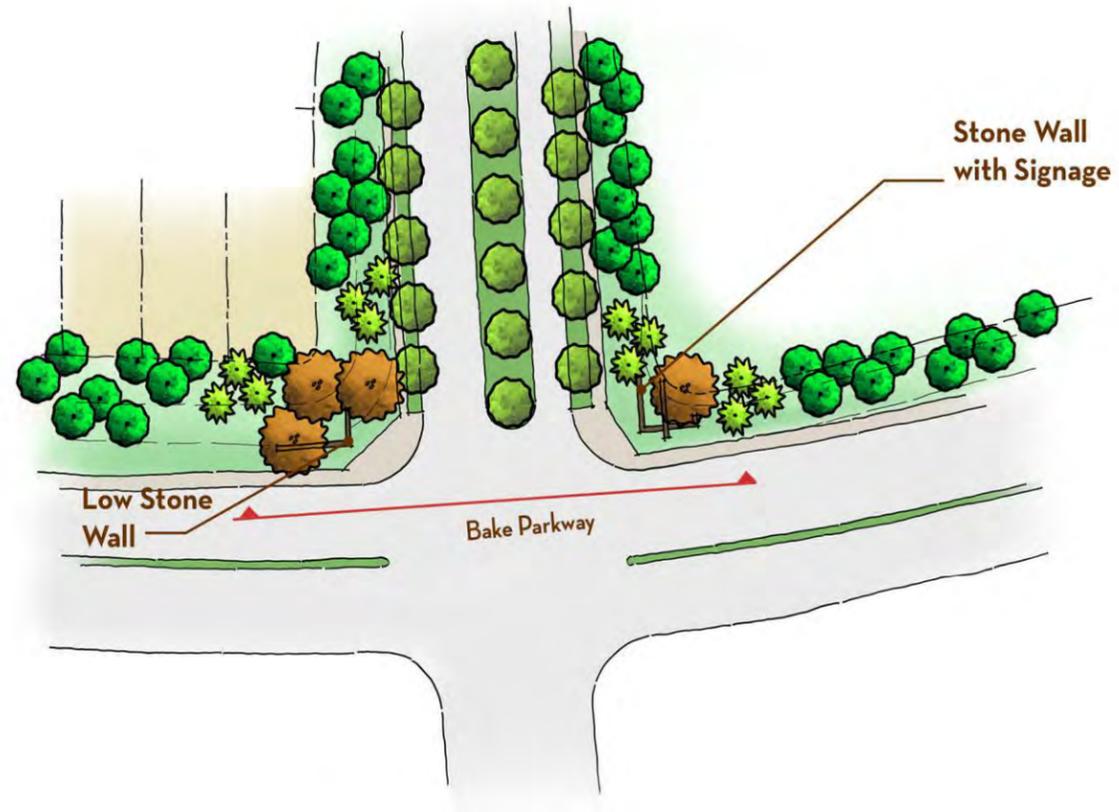
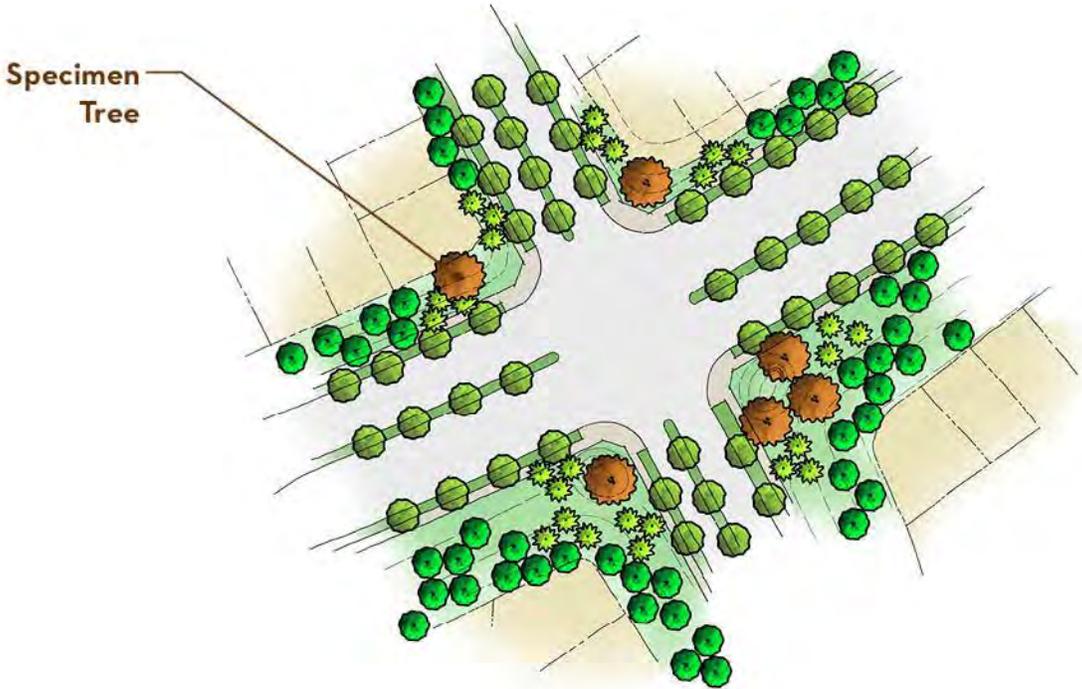


Exhibit 7.21 - Community Arrival South - Concept Plan and Elevation

7.4.2 Secondary Community Arrival - West and East Entries

The monumentation at the west and east intersection of Alton Parkway with “A” and “B” streets are secondary entry areas. Landscape elements that appear throughout the community, such as earth mounds and specimen trees, will be incorporated into the design of the monuments. Low masonry walls and secondary community signage maybe included. The following design elements will be incorporated into the entry monuments. Exhibit 7.22- provides the concept plan for these secondary entry monuments.

- Large Specimen trees
- Tall vertical trees
- Small flowering accent trees
- Accent shrubs



Scale 1" = 150' 

Exhibit 7.22 - Entry Monument West & East Concept Plan

7.5 STREET SCENES

Overview

The streetscape treatments at Shea/Baker Ranch have been designed to incorporate elements of a historic California landscape. Streetscape treatments are designed to identify the street system hierarchy within the project site. The street scenes are described in detail below. Where use of trees are described, they are intended to be planted as informal groupings, rather than in regularly spaced rows to create a more natural appearance.

7.5.1 Street Scene - Alton Parkway

Alton Parkway will consist of large specimen canopy trees and tall vertical trees in keeping with the large scale of the roadway. Selective use of palm and eucalyptus trees will be complimented by Coral trees (*Erythrina caffra*) and Pines (*Pinus halepensis* and *Pinus canariensis*). Exhibit 7.23 illustrates this streetscape concept plan.

7.5.2 Street Scene - Bake Parkway

Bake Parkway and its adjacent slope will consist of evergreen accent trees such as Brisbane Box (*Tristania conferta*), Yew Pines (*Podocarpus macrophyllus*) and Carrotwood (*Cupaniopsis anacardioides*) trees. Historic California style plantings of flowering shrubs and groundcover will accent these trees. Exhibit 7.24 illustrates the street scene and elevation for Bake Parkway.

7.5.3 Street Scene - Rancho Parkway

Rancho Parkway outside the project boundary is currently lined with Camphor trees (*Cinnamomum camphora*) and has a combination of Eucalyptus (various species) underplanted with a low groundcover, Honeysuckle (*Lonicera japonica*). The Camphor trees will be extended into the project, located within an 8' parkway and the median, and will be spaced to match the existing trees. Groups of canopy trees similar to those along Bake Parkway will be incorporated. No exhibit is provided for Rancho Parkway as much of the landscape exists.

7.5.4 Street Scene - "A" and "B" Streets

As shown on Exhibit 7.25, the loop road in Shea/Baker Ranch, formed by "A" and "B" streets, is a prime opportunity to allow the historic California landscape concept to flourish. The use of historical trees found in the Southern California region will be emphasized. For example, use of strategically placed groups of palms and eucalyptus trees will contribute to this sensibility. Additionally, evergreen trees, shrubs and groundcover will reinforce this idea. Where these streets intersect with Dimension Drive, a roundabout is planned. Exhibit

7.26 illustrates the landscape treatment for the roundabout, including a grouping of accent trees in the center median.

7.5.5 Street Scene - Neighborhood Street

The neighborhood streets provide an ideal framework for the residents and guests to live, walk and play. Large specimen evergreen, deciduous and flowering accent trees will be planted in regular spacing depending on tree type, as also seen on Exhibit 7.27.

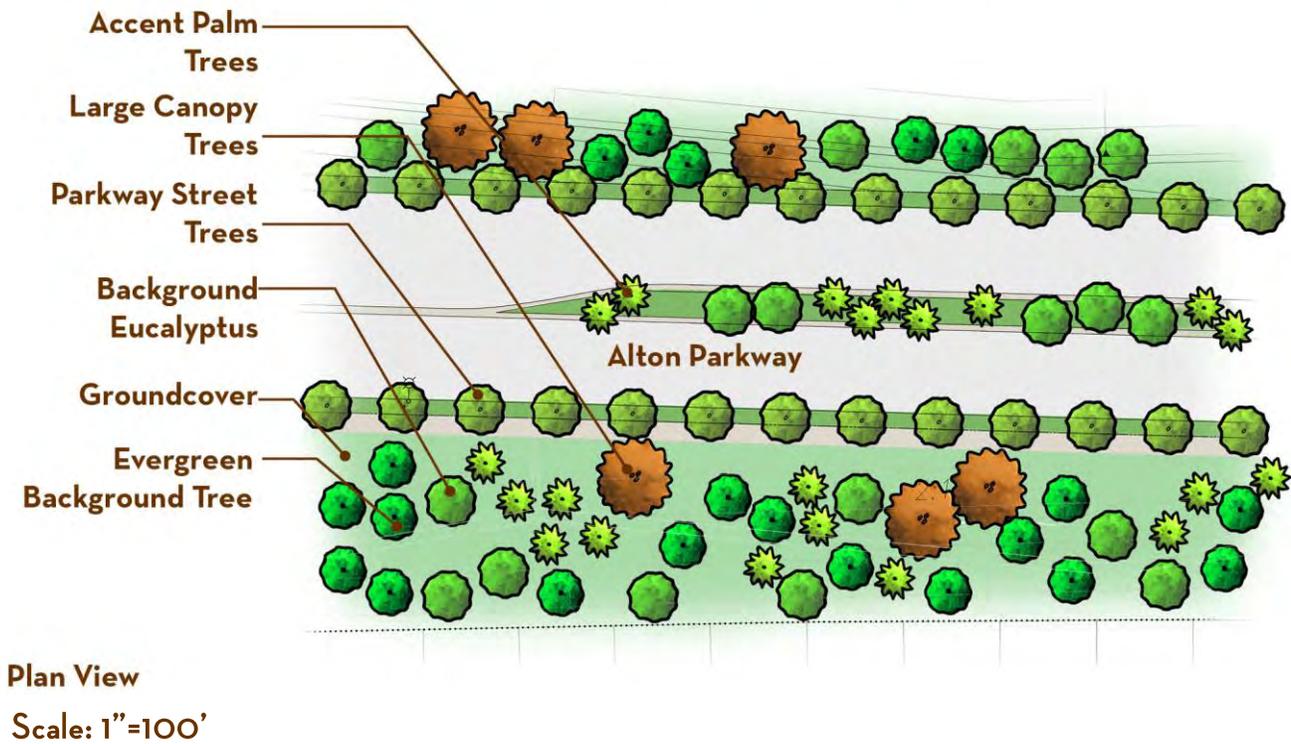
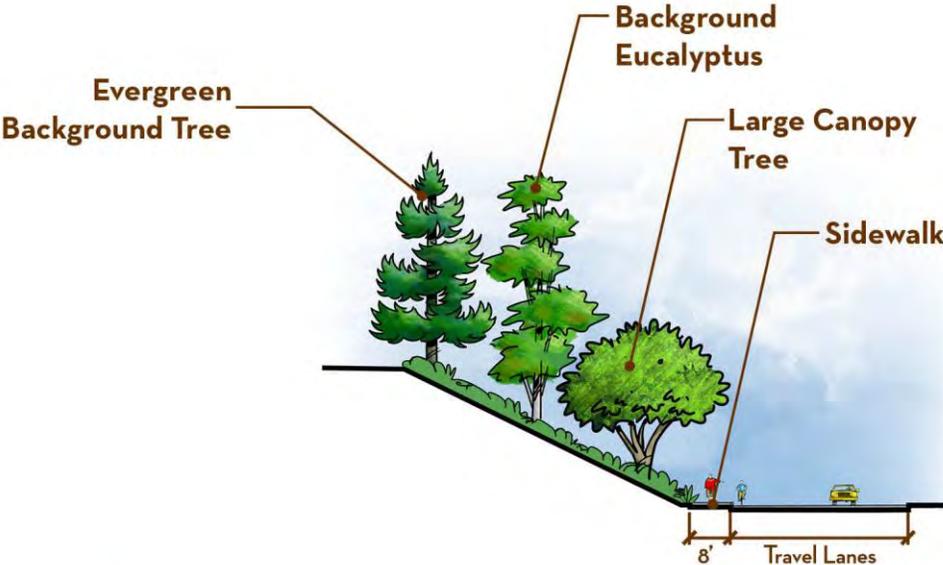
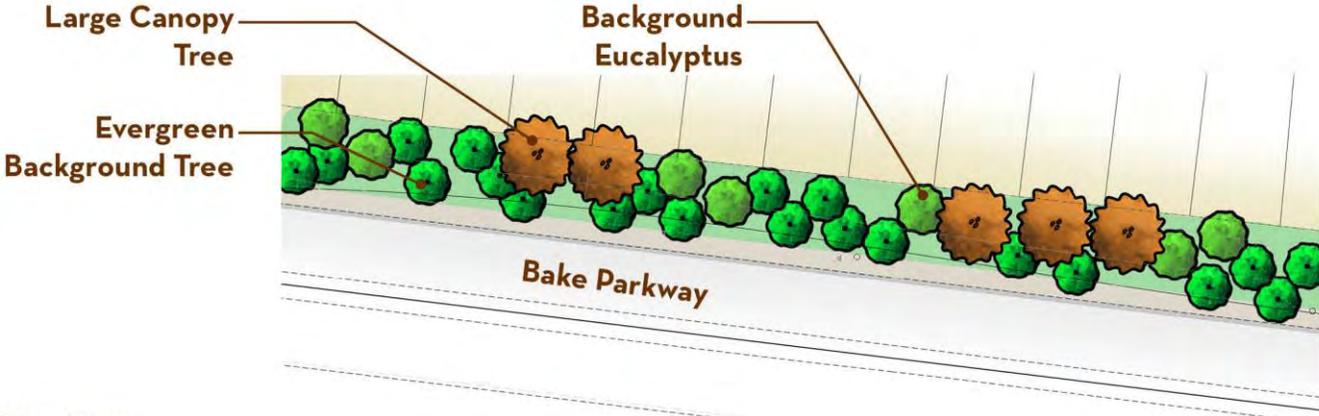


Exhibit 7.23 - Alton Parkway Street Scene

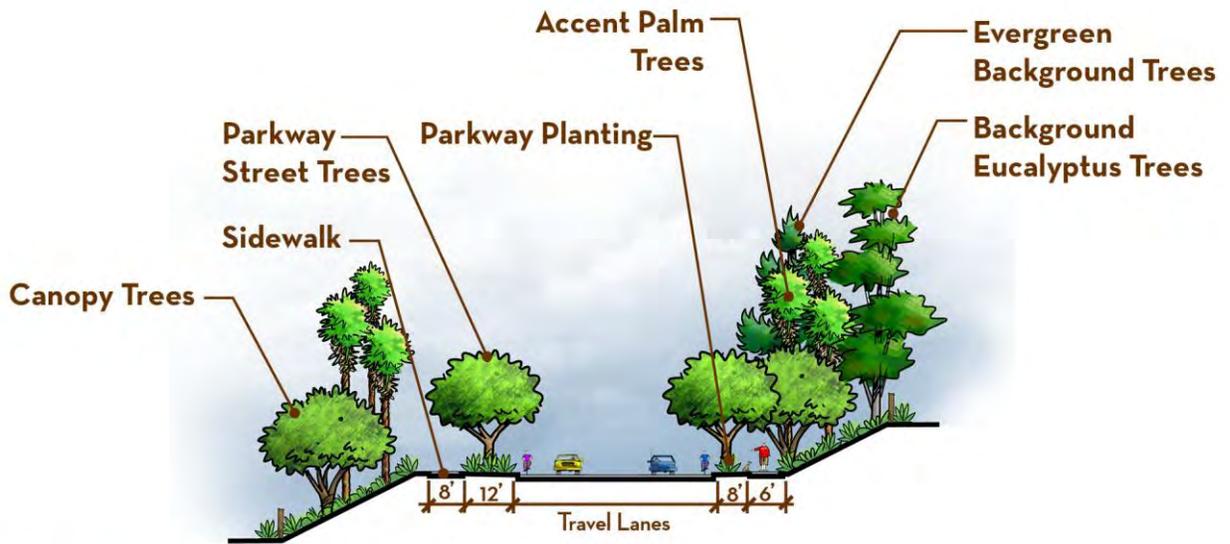


Elevation View
Scale: 1"=40'



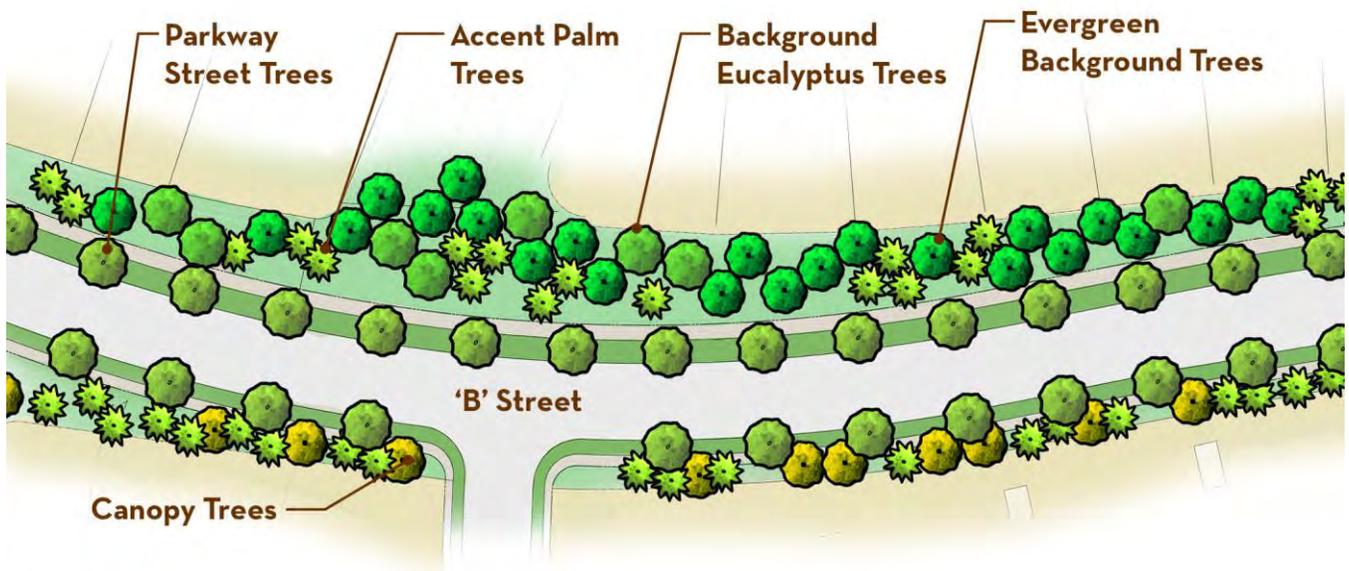
Plan View
Scale: 1"=100'

Exhibit 7.24 - Bake Parkway Street Scene



Elevation View

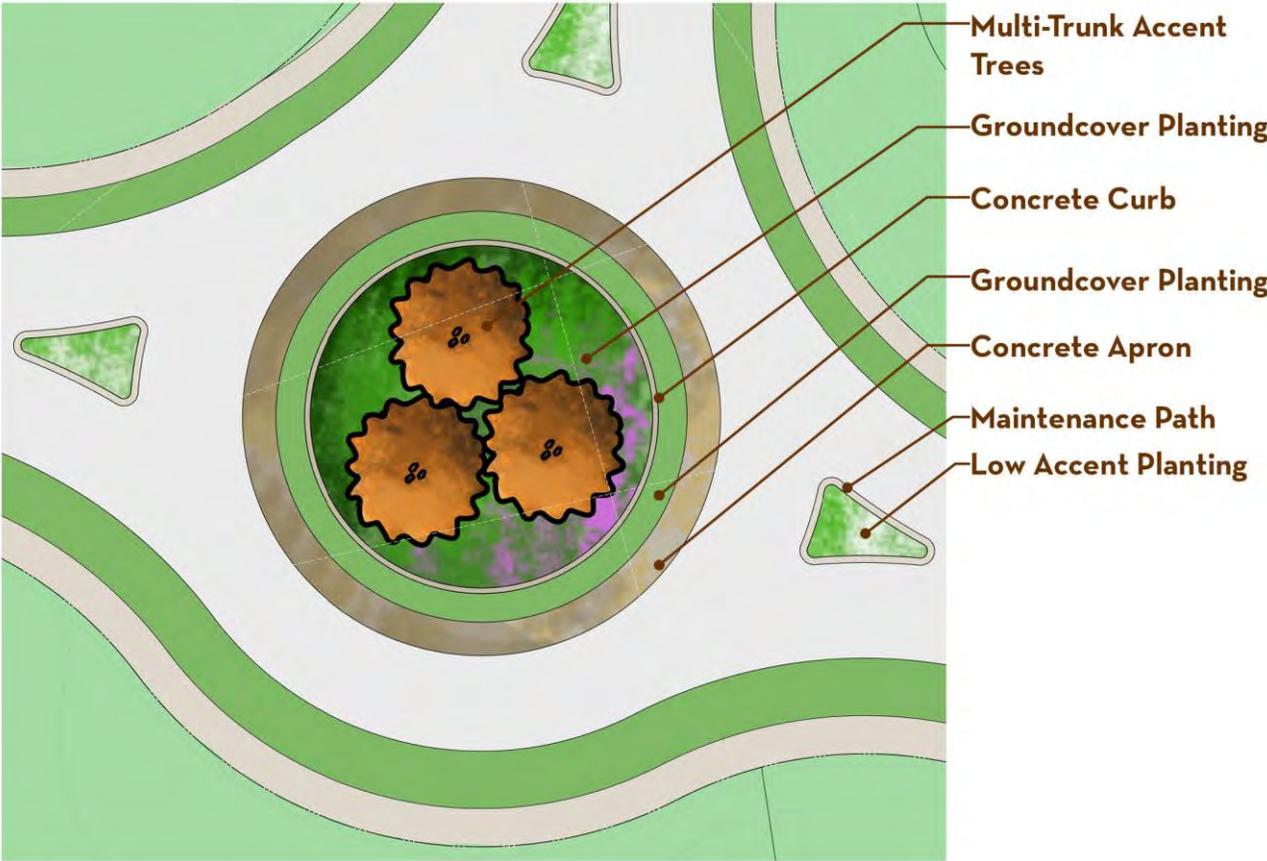
Scale: 1"=40'



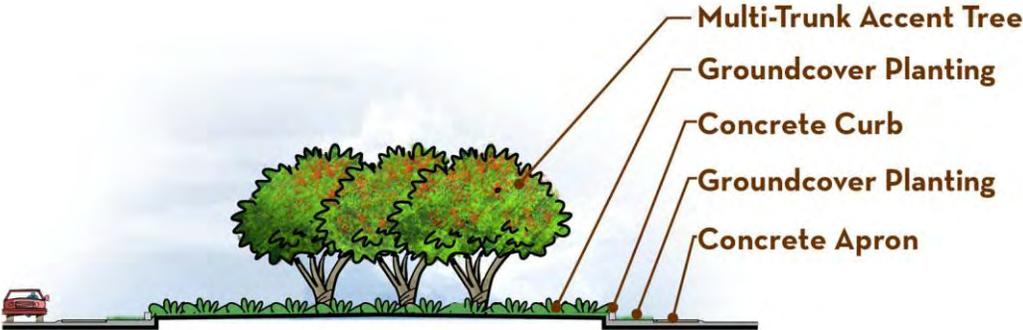
Plan View

Scale: 1"=100'

Exhibit 7.25 - "A" and "B" Street Scene

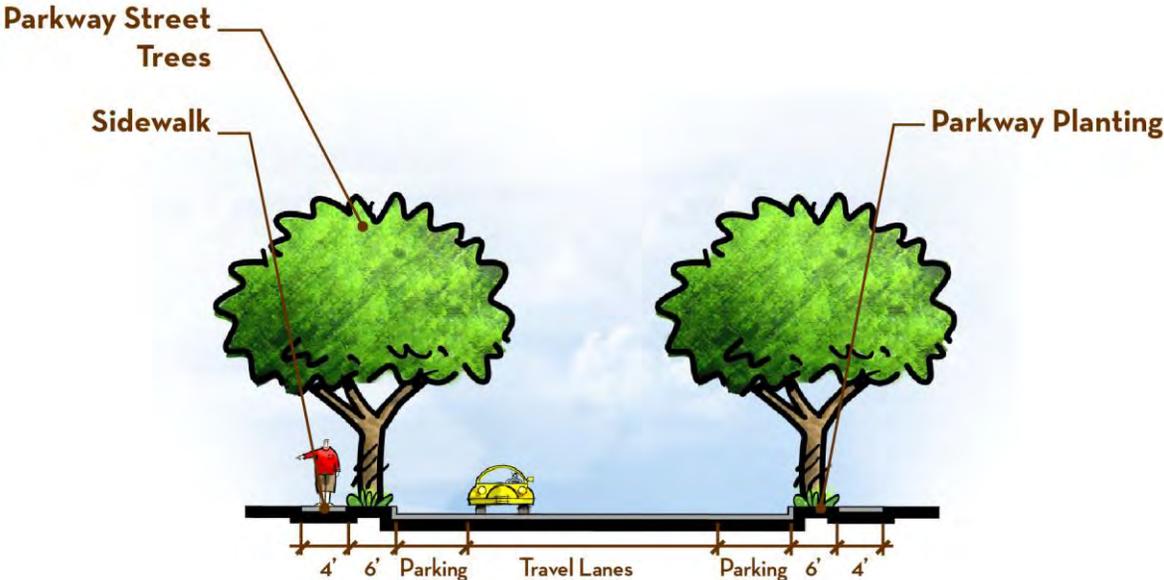


Plan View



Elevation View

Exhibit 7.26 - Roundabout Design Concept



Neighborhood Street - Street Scene
Scale: 1"=20'

Exhibit 7.27- Neighborhood Street Scene Elevation

7.6 WALLS AND FENCES

Overview

The community walls and fences provide a unifying element along the major thoroughfares of Shea/Baker Ranch. Walls will be composed of slump stone masonry and fences will be made of tubular steel. The use of trees, vines, and other landscape materials will be utilized to soften the walls and fences so they will not dominate the street scene but rather provide a background element. Whenever possible view fences shall be used to maintain a more open feel for the community and to preserve views both within the community and out toward mountains to the east and natural open spaces to the north.

The location of walls and fences are shown on Exhibit 7.28. Exhibit 7.291 depicts the two types of fencing proposed. Retaining walls within the community shall conform to the City's Retaining Wall Design Guidelines. The precise location of fencing may be modified to accommodate product changes within individual neighborhoods, subject to City approval.

7.6.1 Perimeter Wall

A six-foot community perimeter wall is planned along the edge of the community. This wall will be made of slump block.

7.6.2 View Fence

A painted 6' tall tubular steel fence will be utilized in view locations.

7.6.3 Sound Walls

In order to achieve the City of Lake Forest interior and exterior noise standards sound walls and barriers will be located along portions of Alton Parkway and the property line adjacent with the Foothill Transportation Corridor. The location of these barriers, with the respective height requirements of each, is illustrated on Exhibit 7.30: Sound Walls. Each of these walls must consist of materials with a minimum density of 3.5 pounds per square foot or combination of materials that meet this requirement, such as $\frac{3}{4}$ " plywood, $\frac{1}{4}$ " tempered glass, $\frac{1}{4}$ " laminated glass, $\frac{1}{4}$ " Plexiglas, or masonry..



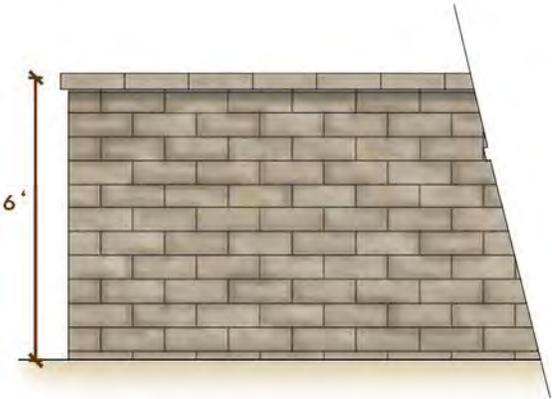
Legend

-  View Fence
-  Perimeter Wall

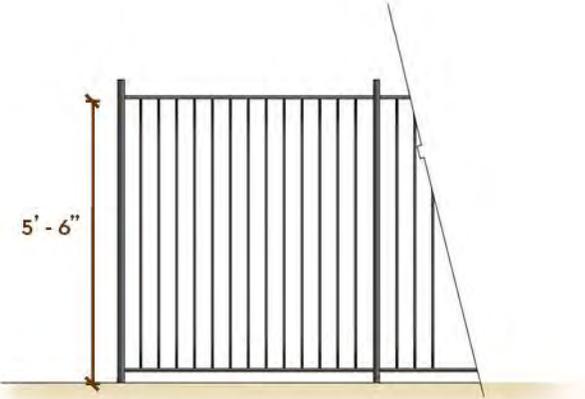
Note:
Fence and Wall locations may vary
with final product.

Scale 1" = 800' 

Exhibit 7.28 - Wall and Fence Diagram



Perimeter Wall - Slump Block Wall with Slump Cap



Tubular Steel View Fence

Exhibit 7.29: Wall and Fence Elevations

7.7 COMMUNITY PLANT MATERIAL GUIDELINES

The following plant materials are anticipated to be used in common areas within Shea/Baker Ranch. Final plant material selections will be shown with landscaping plans submitted in conjunction with Site Plans. On the table below, the abbreviation “NCN” means “no common name.”

| Trees | |
|---------------------------------------|------------------------|
| Botanical Name | Common Name |
| <i>Araucaria heterophylla</i> | Norfolk Island Pine |
| <i>Arbutus unedo</i> 'Marina' | Strawberry Tree |
| <i>Archontophoenix cunninghamiana</i> | King Palm |
| <i>Bismarckia nobilis</i> | Bismark Palm |
| <i>Brahea edulis</i> | Guadalupe Palm |
| <i>Butia capitata</i> | Pindo Palm |
| <i>Cassia leptophylla</i> | Gold Medallion Tree |
| <i>Chamaerops humilis</i> | Mediterranean Fan Palm |
| <i>Cinnamomum camphora</i> | Camphor Tree |
| <i>Cordyline australis</i> | NCN |
| <i>Cupaniopsis anacardioides</i> | Carrotwood |
| <i>Cyathea cooperi</i> | Australian Tree Fern |
| <i>Cycas revoluta</i> | Sago Palm |
| <i>Dracaena draco</i> | Dragon Tree |
| <i>Erythrina</i> spp. | Coral Tree |
| <i>Eucalyptus citriodora</i> | Lemon-scented Gum |
| <i>Eucalyptus ficifolia</i> | Red-Flowering Gum |
| <i>Howea belmoreana</i> | Sentry Palm |
| <i>Koelreuteria</i> spp. | Flame Tree |
| <i>Lagerstroemia indica</i> | Crape Myrtle |
| <i>Melaleuca quinquenervia</i> | Cajeput Tree |

| Trees | |
|--|-------------------------|
| Botanical Name | Common Name |
| <i>Phoenix canariensis</i> | Canary Island Date Palm |
| <i>Phoenix reclinata</i> | Senegal Date Palm |
| <i>Phoenix roebelenii</i> | Pigmy Date Palm |
| <i>Pinus canariensis</i> | Canary Island Pine |
| <i>Pinus eldarica</i> | Afghan Pine |
| <i>Pinus halepensis</i> | Aleppo Pine |
| <i>Platanus racemosa</i> | California Sycamore |
| <i>Podocarpus gracilior</i> | Fern Pine |
| <i>Quercus agrifolia</i> | Coast Live Oak |
| <i>Quercus ilex</i> | Holly Oak |
| <i>Quercus suber</i> | Cork Oak |
| <i>Quercus virginiana</i> | Southern Live Oak |
| <i>Rhapis excelsa</i> | Lady Palm |
| <i>Rhus lancea</i> | Laurel Sumac |
| <i>Schefflera actinophylla</i> | Schefflera |
| <i>Schinus molle</i> | California Pepper |
| <i>Strelitzia nicolai</i> | Giant Bird of Paradise |
| <i>Tabebuia avellanedae</i> | Lavender Trumpet Tree |
| <i>Tristania(Lophostemon) conferta</i> | Brisbane Box |
| <i>Ulmus parvifolia</i> 'True Green' | Chinese Elm |
| <i>Washingtonia filifera</i> | California Fan Palm |
| <i>Washingtonia robusta</i> | Mexican Fan Palm |

| Shrubs | |
|------------------------------------|--------------------|
| Botanical Name | Common Name |
| Aeonium spp. | NCN |
| Acacia redolens | NCN |
| Agave spp. | NCN |
| Aloe spp. | NCN |
| Anigozanthos flavidus | Kangaroo Paw |
| Arctostaphylos 'Emerald Carpet' | Manzanita |
| Baccharis pilularis 'Pigeon Point' | Coyote Brush |
| Buxus m. 'Japonica' | Japanese Boxwood |
| Callistemon 'Little John' | Bottlebrush |
| Camellia s. 'Yule Tide' | Red Camellia |
| Dietes bicolor | Fortnight Lily |
| Schefflera elegantissima | False Aralia |
| Echium fastuosum | Pride of Madeira |
| Hermerocallis spp. | Daylily |
| Hesperaloe parviflora | Red Yucca |
| Kniphopia uvaria | Red Hot Poker |
| Lavandula stoechas | Spanish Lavender |
| Lavatera assurgentiflora | Tree Mallow |
| Leonotis leonurus | Lion's Tail |
| Ligustrum j. 'Texanum' | Japanese Privet |
| Liriope m. 'Gigantea' | Big Blue Lily Turf |
| Melaleuca nesophila | Pink Melaleuca |
| Miscanthus sinensis | Eulalia Grass |
| Myoporum par. 'Putah Creek' | NCN |
| Nerium oleander | Oleander |

| Shrubs | |
|--------------------------------------|------------------------|
| Botanical Name | Common Name |
| <i>Phormium tenax</i> | New Zealand Flax |
| <i>Pittosporum tobira</i> | Mock Orange |
| <i>Podocarpus gracilior</i> | Fern Pine |
| <i>Raphiolepis indica</i> 'Clara' | Indian Hawthorn |
| <i>Raphiolepis</i> 'Majestic Beauty" | Indian Hawthorn |
| <i>Rhododendron</i> species. | Azalea |
| <i>Rhus integrifolia</i> | Lemonade Berry |
| <i>Romneya coulteri</i> | Matilija Poppy |
| <i>Rosa</i> spp. | Rose |
| <i>Rosmarinus o.</i> 'Tuscan Blue' | Tuscan Blue Rosemary |
| <i>Salvia leucantha</i> | Mexican Bush Sage |
| <i>Stipa</i> spp. | Feather / Needle Grass |
| <i>Strelitzia reginae</i> | Bird of Paradise |
| <i>Viburnum suspensum</i> | Sandankwa Viburnum |
| <i>Yucca recurvifolia</i> | <i>Yucca pendula</i> |
| <i>Yucca whipplei</i> | Lord's Candle |

| Vines / Espaliers | |
|-------------------------------|---------------------|
| Botanical Name | Common Name |
| Bougainvillea 'San Diego Red' | NCN |
| Bougainvillea 'White' | NCN |
| Calliandra haematocephala | Pink Powder Puff |
| Citrus spp. | NCN |
| Clematis armandii | Evergreen Clematis |
| Clytostoma callistegioides | Violet Trumpet Vine |
| Distictis buccinatoria | Red Trumpet Vine |
| Eriobotrya deflexa | Bronze Loquat |
| Jasminum polyanthum | Pink Jasmine |
| Magnolia grandiflora | Southern Magnolia |
| Osmanthus fragrans | Sweet Olive |
| Podocarpus gracilior | Fern Pine |
| Solandra maxima | Cup-of-Gold Vine |
| Trachelospermum jasminoides | Star Jasmine |

| Ground Cover | |
|---|----------------------|
| Botanical Name | Common Name |
| <i>Acacia redolens</i> 'Desert Carpet' | NCN |
| <i>Artemisia schmidtiana</i> 'Silver Mound' | Angel's Hair |
| <i>Bougainvillea</i> spp. | Bougainvillea |
| <i>Carissa macrocarpa</i> | Natal Plum |
| <i>Dudleya brittonii</i> | Chalk Dudleya |
| <i>Echeveria</i> spp. | Hen-and-chicks |
| <i>Elymus</i> a. 'Glaucus' | Blue Lyme Grass |
| <i>Hedera helix</i> | Hahn's Ivy |
| <i>Hemerocallis</i> spp. | Daylily |
| <i>Lonicera japonica</i> | Japanese Honeysuckle |
| Marathon II Turf | Turf |
| <i>Muhlenbergia rigens</i> | Deer Grass |
| <i>Myoporum</i> par. 'Putah Creek' | NCN |
| <i>Pelargonium peltatum</i> | Ivy Geranium |
| <i>Rosmarinus</i> 'Prostratus' | Prostrate Rosemary |
| <i>Sedum rubrotinctum</i> | Pork and Beans |
| <i>Senecio mandralisae</i> | NCN |
| <i>Trachelospermum jasminoides</i> | Star Jasmine |

C H A P T E R 8

F U E L M O D I F I C A T I O N P L A N

8.1 PLAN SUMMARY

The Fuel Modification Plan for Shea/Baker Ranch, approved by the Orange County Fire Authority (OCFA) in October 2010, is designed to provide maximum safety for the community, particularly the northern edge of the community that has open space interface. The land north of Shea/Baker Ranch is part of a large open space preserve of native habitat. This land will remain in its natural condition in perpetuity. Because the native vegetation in southern California is dormant in the summer months, the threat of wildland fires increases during the hot months of the year. This situation is exacerbated when high wind conditions can drive fire rapidly and blow embers away from the fire's perimeter.

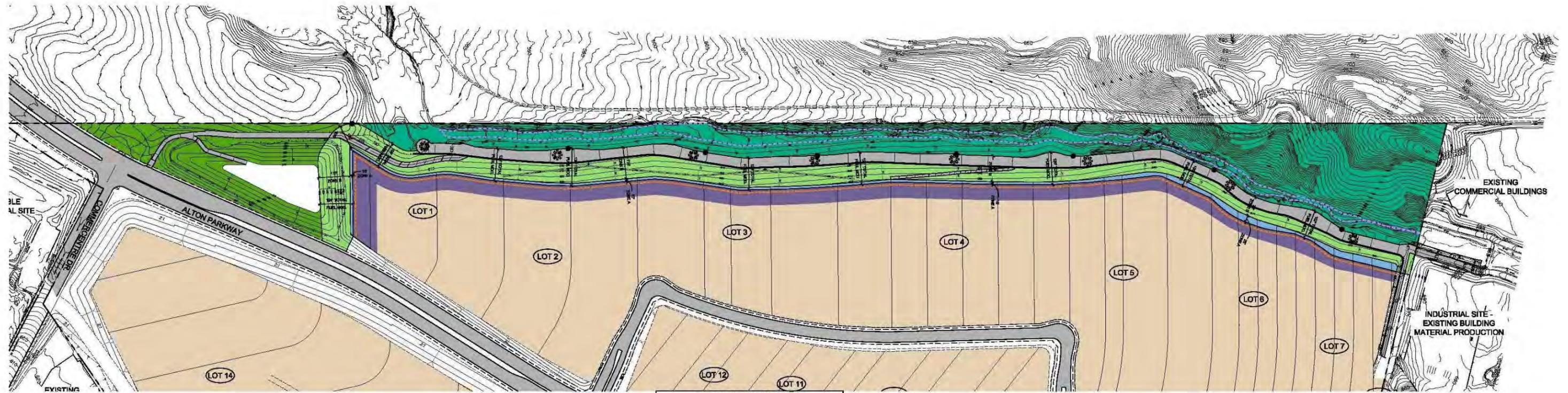
Generally, fire safety is achieved through separation from natural open space. However, other techniques may be used to achieve the same result, based on a technical analysis of fire behavior in a given condition. A Fire Behavior Analysis Report was prepared for Shea/Baker Ranch. This report identified alternate means and methods to achieve fire safety. These measures include such things as managing the types, size and moisture content of plants adjacent to development within Fuel Modification Zones, prohibiting structural vents on the building sides facing open space, controlling the size of vents in the community, and adding fire sprinklers to all homes in the community.

Shea/Baker Ranch employs two fuel modification zones. Zone A ranges in width from 10' to 26' and may be located within the private property of individual homeowners or within commonly maintained landscaped areas. Zone B ranges in width from 74' to 130' and is located and within commonly maintained landscaped areas and maintained by a homeowners association. Within both of these zones, the type of plant material and its ultimate size is limited to species approved by OCFA.

Exhibit 8.1 illustrates the fuel modification area and a full sized copy of the approved Fuel Modification Plan is included in Appendix E.

8.2 FUEL MODIFICATION DEVELOPMENT STANDARDS (as contained within the Fuel Modification Plan)

1. The Fuel Modification shall be no less than 100' and will be composed of only wet zones.



| BUILDING CLASSIFICATION LEGEND | |
|--------------------------------|--|
| | RADIANT HEAT/EMBER INTRUSION ZONE - ENHANCED CONSTRUCTION This fire protection area is a fuel modification whose location on this plan shall require enhanced construction in all fire (1) unless per compliance with all requirements per the 2007 California Building Code Chapter 7A. |
| | EMBER MITIGATION ZONE - ENHANCED CONSTRUCTION Within 10' or 15' (whichever is greater) of the ground surface of the lot, shall comply with the 2007 California Building Code Chapter 7A, coding, testing and listing requirements only, refer to Chapter 7A for more information on this zone. These requirements are as follows: <ul style="list-style-type: none"> • 70A.1.1 Roofing Systems • 70A.1.2 Roof Trusses • 70A.1.3 Roof Ceilings • 70A.1.4 Joist Vents • 70A.1.5 Sides & Gables Walls • 70A.1.6 Exterior Wall Details • 70A.1.7 Decking Surfaces In addition, all required alterations under this project shall be protected with a 1/2" 15 D or 1/4" 15 D Automatic Fire Suppression System as appropriate for each structure. |
| | INDICATOR SIDE THAT SHALL HAVE NO VENTING All structures requiring fuel modification shall have no venting or side facing the fuel modification as shown on plan. All other vents throughout the entire project requiring Chapter 7A alterations, shall require vents to be a minimum of 2" and a maximum of 24" and be a minimum 6" from the |

| FUEL MODIFICATION LEGEND | |
|--------------------------|---|
| | ZONE A - NON-COMBUSTIBLE CONSTRUCTION: 10'-0" to 20'-0" setback zone for non-combustible construction only. Zone A shall be maintained to the private homeowner or the Homeowners Association. |
| | ZONE B - WET ZONE (100% REMOVAL UNDESIRABLE SHRUBS): From 10'-0" to 150'-0" from Zone A. Zone B shall be permanently irrigated, fully landscaped with approved drought tolerant, cover control, mulch and relative moisture. If any non-plant material is added to this zone it shall be planted with cover control mulch. Zone B area shall be maintained by the Homeowners Association. |
| | LANDSCAPED ZONE - (100% REMOVAL UNDESIRABLE SHRUBS): Landscaped areas shall be within the Fuel Modification Zone with the same cover control as required on this plan shall be devoid of any plant material from the COFA Landscape Plant List. Any plant material installed within the area shall be from the approved COFA Plant List. This area shall be maintained by the Homeowners Association. |
| | CONSERVATION EASEMENT - (100% REMOVAL UNDESIRABLE SHRUBS): Open space area beyond the Fuel Modification, as required on the plan, shall be devoid of plant material from COFA Undesirable Plant List. |

Exhibit 8.1: Fuel Modification Detail

2. The ground cover shall be a riparian type material and will be low in height, not to exceed 12" to 18".
3. All structures adjoining a fuel modification edge shall comply with all of the 2007 Building Code Chapter 7A requirements, except for venting requirements, which shall be excluded as described below.
4. All structures adjoining the Fuel Modification shall exceed the 2007 Building Code Chapter 7A venting requirements by providing no venting on the side facing the Fuel Modification as shown on the plan. All other vents throughout the entire project requiring Chapter 7A amendments, which require vents to be a minimum of 1/8" and a maximum of 1/4" shall be a maximum of 1/8" venting.
5. All structures shall be protected with NFPA 13-D, NFPA 13-R or a Full NFPA 13 Fire Sprinkler system as appropriate for each structure.
6. The plant material installed within Zone B shall naturally grow to no more than 4'.
7. A Fire Protection Plan (FPP) shall be submitted to OCFA for approval in the future identifying enhanced construction features. The FPP will provide the information necessary for the review of the architectural features by the City of Lake Forest Building Department.

C H A P T E R 9

S U S T A I N A B I L I T Y P L A N

9.1 INTRODUCTION

Shea/Baker Ranch includes a variety of sustainable and “green” building practices to reduce greenhouse gas emissions. Sustainable development and “green” building are related concepts, but they are not the same thing. Sustainable development recognizes the interdependence of man and the environment within the context of a healthy economy and a healthy community. “Green” building focuses on the building techniques that may be employed to reduce use of resources and materials. Shea/Baker Ranch incorporates both sustainable development practices and “green” building techniques to create a healthy community.

9.2 BACKGROUND

The Program Environmental Impact Report for the Opportunities Study Area (OSA PEIR) analyzed the effects of greenhouse gas emissions expected to result from the projects contained within the OSA. The potential impacts resulting from development of the land uses within Shea/Baker Ranch were considered as part of this PEIR. In an effort to reduce the effects of greenhouse gas emissions, and thereby sustain the environment in which we live, the PEIR incorporated project design features and mitigation measures to be implemented with development of the land area contained within the OSA. These features and mitigation measures are designed to reduce greenhouse gas emissions through control of specific pollutants and reduction of energy and water use.

Subsequent to the approval of the OSA PEIR, the state of California adopted the 2010 California Green Buildings Standards Code, known as “CalGreen,” as part of the state Building Standards Code in Title 24 of the California Code of Regulations. The City of Lake Forest, in its adoption of the latest building code, also adopted these regulations. The CalGreen Code sets higher standards for incorporating sustainable measures into the built environment. These measures include many features and specific requirements to reduce energy use by approximately 15% below previous standards and landscape water consumption by approximately 50%.

The Air Quality Analysis prepared by LSA Associates, Inc. in December 2011 as part of the environmental analysis of the project recommended certain specific Project Design Features. These design features are included in the Development Standards at the end of this Chapter. Through project design elements, compliance with the project design features and the relevant

mitigation measures contained within the OSA PEIR and compliance with the CalGreen Code, Shea/Baker Ranch will exceed the sustainability levels anticipated in the OSA PEIR.

9.3 SUSTAINABILITY AND GREEN BUILDING MEASURES

9.3.1 Site Design Features

Several characteristics of the project are important sustainable features.

- Shea/Baker Ranch is located within the framework of existing development, which reduces the need for unplanned road and infrastructure extensions and reduces vehicle miles traveled to reach goods, services and employment.
- The property is close to the job centers in both Lake Forest and the City of Irvine. Both of these communities are considered very jobs rich. Shea/Baker Ranch is located immediately east of the existing regional shopping center within the Foothill Ranch area of Lake Forest, providing goods and services needed for everyday life within a very short distance.
- Design of the land use plan for Shea/Baker Ranch responds directly to the existing landform, thereby reducing the need for grading or for import or export of soil. The hills east of the site remain in place. The hill form in the central portion of the site is rounded to create development pads, but is not eliminated. Additionally, the final number of dwelling units and the amount of commercial square feet proposed within the community has been reduced from the amount allowed under the approved zoning. This will result in the use of less building material and less construction, and so fewer construction-related vehicle trips. This reduction in the number of homes results in fewer residents in the community than contemplated in the OSA PEIR. All of these combine to reduce the carbon footprint of Shea/Baker Ranch.

Shea/Baker Ranch places emphasis on connectivity by providing pedestrian and bicycle mobility throughout the community. Connecting internal bicycle lanes to the surrounding citywide bike lane system enhances the ease of bicycle commuting and recreational riding. Walking paths that connect all areas of Shea/Baker Ranch, including providing a park within a five-minute walk of every home, encourages pedestrian movement.

9.3.2 Project Design Features from the OSA PEIR

Project Design Feature 1 - The two recreational centers proposed within Shea/Baker Ranch shall be designed and constructed to include a photovoltaic system to reduce energy consumption.

Subsequent modifications to the design of Shea/Baker Ranch have increased the number of recreation centers to three. Two of these will include photovoltaic systems to reduce their energy demand.

Project Design Feature 2 - Residential development shall be constructed with the following features to reduce energy consumption so long as they pose no conflict with applicable Building Code requirements: installation of a majority of Energy Star appliances; installation of high efficiency HVAC equipment with SEER rating of 13 or higher and TXV valve; installation of vinyl frame windows with dual pane low emissivity glass; installation of natural gas clean burning fireplaces; installation of water efficient plumbing fixtures to reduce water consumption; and provision of an option to the homeowner to include electric vehicle charging facilities in the residence garage.

In addition to the features listed above, the new CalGreen Code requires many specific measures be designed and built into homes to reduce water and energy consumption, and to reduce the emission of target pollutants. These new measures include, among others:

A 20% reduction in water consumption through:

- Water efficient plumbing fixtures
- Weather-based automatic irrigation systems

Reduction of targeted air-borne pollutants through:

- Requiring the following items meet low volatile organic compound standards: adhesives, sealants, caulks, paints, stains, carpets, and a minimum of resilient flooring.
- Aerosol paints and coatings must meet standards for reactive organic compounds.
- Only low formaldehyde particleboard, medium density fiberboard, and hardwood plywood may be used in interiors of homes.
- Air handling ducts must be covered during construction.

Project Design Feature 3 - Bicycle lanes and walking paths shall be incorporated into the street system of new residential development to provide alternative circulation routes to reach logical points of destination such as schools, parks, and retail areas.

The streets within Shea/Baker Ranch have been designed with an extensive trail network to emphasize pedestrian mobility as described in Section 7.3, Pedestrian Connectivity and Trails. These trails incorporate specific design features to create a pleasant pedestrian experience to encourage walking, such as parkways separating the walk from vehicular travel lanes to enhance safety and shade trees to reduce the heat island effect of the road. In addition to the trails along streets, there are additional trails through the Central Linear Park and paseos through some

neighborhoods that enable residents to move freely throughout the community. Overall, the community includes over three miles of trails that connect the homes to all parks, to the retail center, and the open space adjacent to the site.

All arterial and collector streets within Shea/Baker Ranch provide bicycle lanes. These six-plus miles of bicycle lanes allow for ease of recreational and commuter biking.

9.4 SUSTAINABILITY DEVELOPMENT STANDARDS

Compliance with the OSA PEIR mitigation measures and the Project Design Features document in the Air Quality Analysis will be achieved through the following development standards.

Construction and Building Materials:

1. Recycle/reuse at least 50% of the demolished and /or grubbed construction material (including but not limited to, soil, mulch, vegetation, concrete, lumber, metal and cardboard). This shall be documented through submission of a construction waste management plan for review and approval of the Development Services Director prior to issuance of a building permit.
2. Use “Green Building Materials,” such as those materials that are rapidly renewable or resource efficient, and recycled and manufactured in an environmentally friendly way, for at least 10% of the project, as defined on the CalRecycle website (www.calrecycle.ca.gov/).

Energy Efficiency Measures:

3. Design all project buildings to exceed the 2010 California Building Code’s (CBC) Title 24 2008 energy standard by 15%, including, but not limited to any combination of the following:
 - Increase insulation, such that heat transfer and thermal bridging is minimized;
 - Limit air leakage through the structure or within the heating and cooling distribution system to minimize energy consumption, and;
 - Incorporate ENERGY STAR or better rated windows, space heating and cooling equipment, appliances, or other applicable electrical equipment.
4. Install efficient lighting and offer lighting control systems as an option. Use daylight as an integral part of the lighting systems in buildings.
5. Install energy efficient heating and cooling systems, appliances and equipment, and control systems

6. Install outdoor lighting that meets the City of Lake Forest City Code Section 9-97.
7. Traffic signals installed as part of Shea/Baker Ranch shall use LED technology.
8. Street lights installed as part of the Shea/Baker Ranch development shall be energy efficient and shall reduce the energy requirements a minimum of 10% below the 2007 baseline energy use for street lights.

Water Conservation and Efficiency Measures:

9. Devise a comprehensive water conservation strategy appropriate for the project and its location and in compliance with City of Lake Forest Water Efficient Landscape Ordinance No. 207. (The water conservation strategy is contained within this Area Plan in Chapter 7, Section 7.1.1. Please refer to that section for specific requirements within Shea/Baker Ranch.). The strategy may include the following, plus other innovative measures that might be appropriate:
 - Provide drought tolerant plants for landscaping within the development.
 - Use reclaimed water for landscape irrigation within the project. Install the infrastructure to deliver and use reclaimed water.
 - Install water-efficient irrigation systems, such as weather –based and soil-moisture-based irrigation controllers and sensors, for landscaping according to City of Lake Forest Landscaping Ordinance or California Department of Water Resources Model Efficient Landscape Ordinance.

Solid Waste Measures:

10. To facilitate and encourage recycling to reduce landfill-associated emissions among others, the project shall provide trash enclosures that include additional enclosed area(s) for collection of recyclable materials. The recycling collection area(s) shall be located within, near, or adjacent to each trash and rubbish disposal area. The recycling collection area shall be a minimum of 50 % of the area provided for the trash/rubbish enclosure(s)

Alternative Modes of Transportation:

11. To facilitate and encourage non-motorized transportation, bicycle racks shall be provided in convenient locations to facilitate bicycle access to the project area. The bicycle racks shall be shown on project landscaping and improvement plans submitted for Planning Department approval, and shall be installed in accordance with those plans.
12. The retail center shall designate priority parking for electric, hybrid and alternative fuel vehicles.

13. Implement pedestrian and connectivity as provided on Tentative Tract Map 16466 and this Area Plan.

C H A P T E R 1 0

A F F O R D A B L E H O U S I N G I M P L E M E N T A T I O N P L A N

10.1 BACKGROUND

The City of Lake Forest has adopted General Plan policies through its Housing Element that promote the development of homes affordable to families with a variety of income levels. The City defines levels of affordability based on annual household income and its relation to the median income for the area, as published by the California Department of Housing and Community Development, adjusted for family size. These affordable levels are defined as Very Low (earning less than 50% of the median income), Low (earning between 50 to 80% of the median income), and Moderate (earning 80 to 120% of the median income). In order to achieve its affordable housing goals, the City requires that developers either provide or help fund the provision of affordable housing.

10.2 AFFORDABLE HOUSING PLAN

The City of Lake Forest approved an Affordable Housing Implementation Plan for the Opportunities Study Area (OSA AHIP) in 2008. Section 8.23 of the Shea/Baker Ranch Development Agreement includes provisions addressing affordable housing specifically for this property, and the Shea/Baker Ranch AHIP is attached as Exhibit C to the Development Agreement. The Development Agreement provides that the developer may either comply with the AHIP provisions of the Development Agreement or dedicate to the City a site within Planning Area 1A. The specific requirements for the size and condition of the site and the timing for its dedication to the City are outlined in the Development Agreement.

Shea/Baker Ranch will satisfy its affordable housing requirement in a manner that is consistent with the approved AHIP and the requirements relative to the provision of affordable housing contained within Section 8.23 of the Shea/Baker Ranch Development Agreement. That Section of the Development Agreement is included as Appendix F in this Area Plan.

C H A P T E R 1 1

P U B L I C F A C I L I T I E S P H A S I N G A N D F I N A N C I N G P L A N

This section of the Area Plan provides the general framework for the financing and phasing of the public improvements in the Plan area, including the proposed mechanisms for financing the costs of construction and maintenance of those facilities, and the phasing of construction. Both private source and public financing for public improvements are described in this Section. All required elements in the Shea/Baker Ranch Development Agreement Exhibit K are discussed within this Chapter, including phasing for:

- Grading
- Circulation and street improvement
- Drainage improvement
- Sewer, Water, and reclaimed water
- Dry utilities
- Landscaping
- Recreational facilities, both public and private, and trails

11.1 BACKGROUND

There is a Development Agreement between the landowner and the City of Lake Forest for Shea/Baker Ranch, based on previous entitlement approvals. This Development Agreement represents a “performance” agreement to ensure that the land developer and City mutually accomplish agreed upon responsibilities. The City granted a long-term right to develop the property as approved by the City Council. In exchange, the land developer agreed to conduct project-level analysis, provide public improvements, pay fees, and assume other defined responsibilities related to the development of the property.

The Development Agreement provides that certain fees shall be paid to public agencies to offset the costs of expanding infrastructure and services to support development. These include fees to the City, specifically City Facilities and fees and the Lake Forest Transportation Mitigation program and its associated requirements. Fees shall also be paid for adopted regional road fee programs, including the Foothill Circulation Phasing Plan, the Foothill Eastern Transportation Corridor, and Santiago Canyon Road Fee Program. School fees shall be paid to the Saddleback Valley Unified School District.

11.2 FINANCING PLAN

The cost of construction for the vast majority of public improvements will be funded privately by a combination of owner's equity and bank loans. The developer may form financing districts to fund certain fees and capital facilities as outlined in the Shea/Baker Ranch Development Agreement. Financing districts shall be created pursuant to the requirements of the Mello-Roos Community Facilities act of 1982. One Community Facilities District (CFD) exists that includes the property previously approved as the Shea/Baker Ranch Planned Community, excluding that area known as the A.J. West property. One or more new CFDs may be established pursuant to the terms outlined in the Shea/Baker Ranch Development Agreement, which establishes specific funding priorities. Given the established funding priorities, it is expected that CFD financing, if elected, will be used largely if not exclusively on required fee payments. Should one or more funding districts be created, the original CFD would be terminated. Formation of a CFD would require a separate action on the part of the City or School District, and is not a part of the current project.

Public and commonly owned private facilities within Shea/Baker Ranch that require long term funding for maintenance include roads, water, sewer, drainage facilities, and landscaped areas, recreation centers and parks. One or more homeowners association will be formed for the purpose of funding long-term maintenance of certain common areas within Shea/Baker Ranch, including street medians, parkways, the island in the roundabout, slopes, the fuel modification zones and most of the recreational amenities in the community and private alleys.

All streets within Shea/Baker Ranch shall be constructed by the developer as public roads and dedicated to the City of Lake Forest, as shown on the project Tentative Tract Map. All sidewalks constructed outside the public right-of-way and subject to the maintenance responsibility of the City of Lake Forest shall be offered by an easement for public access and maintenance.

Funding for construction of Alton comes from two sources, existing regional roadway funding programs and developer funding. The developer of Shea/Baker Ranch has established a credit under the FCPP program. This credit may be applied toward one half of the fees payable with each building permit until the credit is exhausted. Alton Parkway is the final backbone improvement to be constructed as part of the FCPP. The developer will widen Alton Parkway to its ultimate width as part of Shea/Baker Ranch, and is eligible for FCPP fee credits for this construction per Section 8.26 of the Shea/Baker Ranch Development Agreement.

Water and sewer infrastructure will be funded and constructed by the developer, built to public agency standards, and dedicated to the Irvine Ranch Water District.

The storm drains, inlets and outlets constructed in conjunction with Shea/Baker Ranch shall be dedicated to the City of Lake Forest for ownership and maintenance. The detention basin will be offered for dedication to IRWD. If they do not accept the dedication, that facility will be owned and maintained by the HOA. The parallel storm drain line within the Borrego Canyon Wash shall

be owned and maintained by the Orange County Flood Control District (OCFCD). An access and maintenance easement shall be granted for this purpose. The low flow channel will be maintained by a land conservancy or the California Department of Fish and Game.

The community park in Planning Area 1B will be constructed by the developer and then dedicated to the City of Lake Forest for operation and maintenance. All other parks, trails and recreation centers within Shea/Baker Ranch shall be operated and maintained by a homeowner's association, including the Borrego Linear Park. Pursuant to the terms of the Resource Agency Permits, the Borrego Canyon Wash shall be maintained by a public or private land conservancy to provide for long-term maintenance by an entity familiar with the issues associated with natural lands management.

Table 11-1 below identifies the public or private entity responsible for maintenance of each public and publicly accessible facility within Shea/Baker Ranch.

Table 11-1

Maintenance of Improvements and Public Facilities

| | Master HOA | Sub HOA | City of Lake Forest | OCFCD | Irvine Ranch Water District | Resource Agency and/or Land Conservancy |
|------------------------------------|------------|---------|---------------------|-------|-----------------------------|---|
| Fuel Modification Zones | X | | | | | |
| Internal Slopes | X | X | | | | |
| Paseos | | X | | | | |
| Trails | X | | | | | |
| Neighborhood Parks | X | | | | | |
| Community Park | | | X | | | |
| Central Linear Park | X | | | | | |
| Borrego Linear Park | X | | | | | |
| Common Landscaping Areas | X | X | | | | |
| Community Monumentation | X | | | | | |
| Perimeter Walls ¹ | X | | | | | |
| Private Alleys | | X | | | | |
| Public Streets | | | X | | | |
| Detention Basin ² | X | | | | X | |
| Box Culvert Storm Drain in Borrego | | | | X | | |
| Borrego Canyon Wash | | | | | | X |
| Storm Drainage System | | | X | | | |
| Potable Water Facilities | | | | | X | |
| Sewer Facilities | | | | | X | |
| Street Lighting | | | X | | | |

1

The Homeowners Association (HOA) is responsible for maintenance of the exterior surface of the wall. The homeowners are responsible for maintenance of the interior surface of the wall as well as the wall's structural integrity, subject to the HOA having the right to step in and repair structural problems if the homeowner fails to do so.

² The Basin will be offered to IRWD. If it is not accepted, it will be dedicated to the Homeowners Association for maintenance.

11.3 PROJECT PHASING

11.3.1 Grading Phasing

Project Grading will occur in two phases, as described below. The limits of each grading phase are shown on Exhibits 11.1 and 11.2. As noted in Chapter 3 of this Area Plan, the project balances on site.

Phase 1:

- Includes Planning Areas 1A, 1B, 1C, 1D, and 1F and the portions of Planning Areas 1E and 1L immediately adjacent to “A” and “B” streets,
- Approximately 2,000,000 cubic yards of cut and fill, including 1,000,000 yards of cut from phase 2.

Phase 2:

- Includes Planning Areas 1E, 1L, 1I, 1G, 1H, 1K and PA 7,
- Approximately 3,000,000 cubic yards of cut and fill with approximately 2,000,000 cubic yards crossing Alton Parkway,
- The Borrego Canyon Wash improvements:
 - Installation of the box culvert,
 - Construction of the access road,
 - Revegetation planting of the low flow channel and adjacent slopes (not including the Borrego Liner Park Trail amenity).

Each phase of grading will incorporate sufficient drainage facilities to support that phase until project build-out. The detention basin in PA 1K was graded and constructed as part of the Alton Parkway improvements by the City of Lake Forest. The basin will be available to treat runoff for both the interim and ultimate grading conditions for the project.

PHASE 1 GRADING

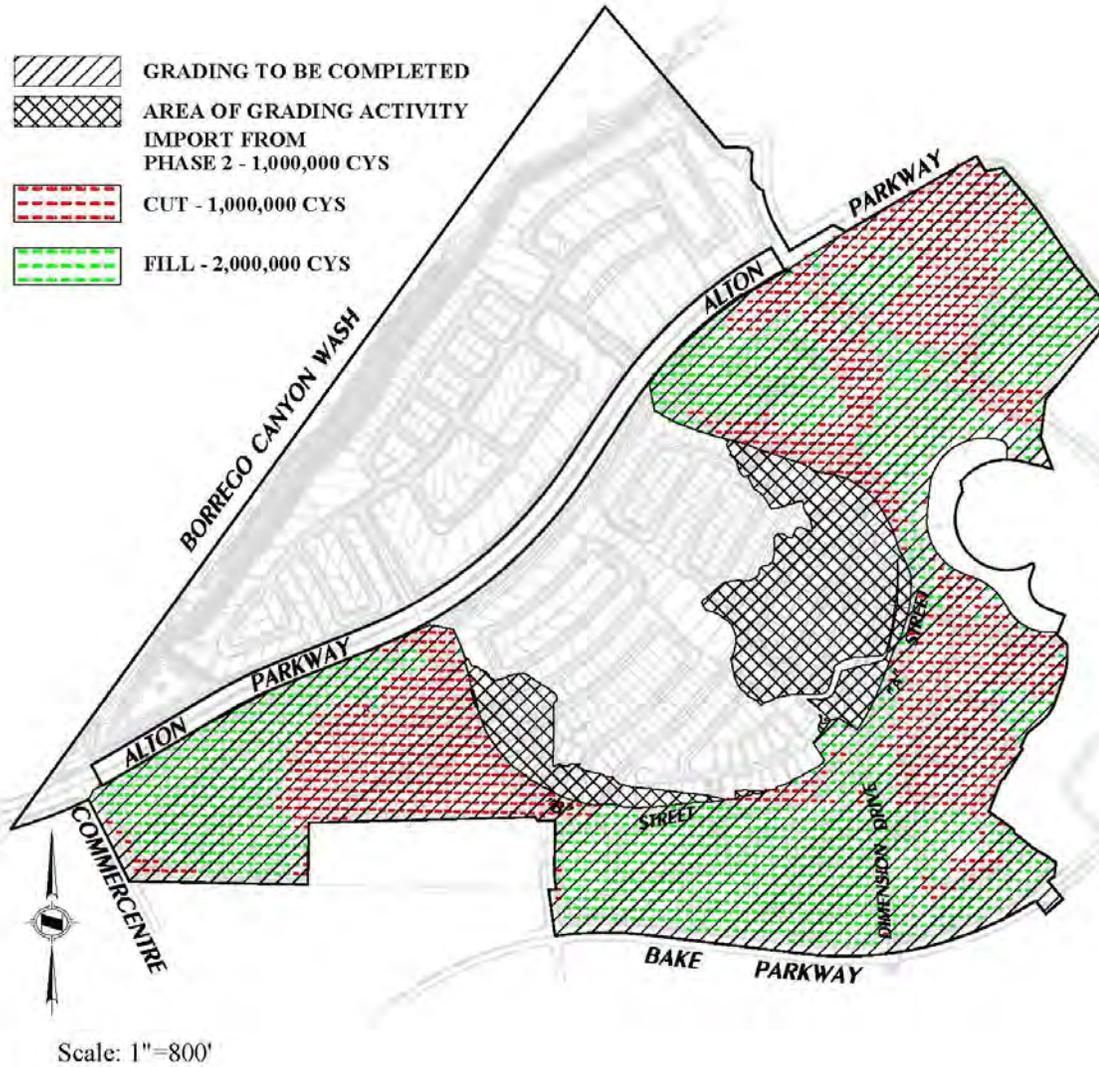


Exhibit 11.1 – Phase 1 Grading Plan

PHASE 2 GRADING



NOTES:

- PHASE 2 GRADING INCLUDES BORREGO
- APPROXIMATELY 2,000,000 CYS OF EARTH WILL CROSS ALTON PARKWAY

Exhibit 11.2 – Phase 2 Grading Plan

11.3.2 Development Phasing

Development of infrastructure, recreational amenities and homes in Shea/Baker Ranch is anticipated to occur in three phases as shown on Exhibit 11-3. Each of these phases includes adequate roadway access, underground utility and service infrastructure, and recreation facilities to be self-supporting. Because forces beyond the control of the landowner influence the property's development, the timing and sequence of phasing may be adjusted pursuant to Development Agreement Sections 8.19 and 8.22.

Development is phased in an orderly, logical progression with each development phase consisting of homes and the commercial center and the necessary infrastructure and facilities to serve them. Project phasing is planned to commence along the southern and eastern sides of the project, transition to the center to complete Planning Area 1A, and finish within the project's center and northern side.

The Shea/Baker Ranch Development Agreement established the timing for construction of certain improvements and satisfaction of certain obligations on the part of the developer. As identified below the timing for these occurrences is tied to the number of building permits issued. Compliance with these responsibilities may cause some construction to occur outside the sequence of phasing described later in this section. Timing for these improvements is determined by the Development Agreement as approved or as amended in the future.

These requirements are described below.

Prior to the 301st building permit:

- If a determination is made that land within Planning Area 1A will be dedicated to the City as an affordable housing site pursuant to terms outlined in Section 8.23 of the Development Agreement, an Irrevocable Offer of Dedication to the City of Lake Forest must be made over a portion of Planning Area 1A. The exact size of this site is determined based on the formula provided in the Affordable Housing Implementation Plan in the Development Agreement, and is estimated to be approximately 6 acres.
- The ultimate width of Alton Parkway between Commercentre Drive and its intersection with "B" Street must be completed, including sidewalks, parkways, and medians.

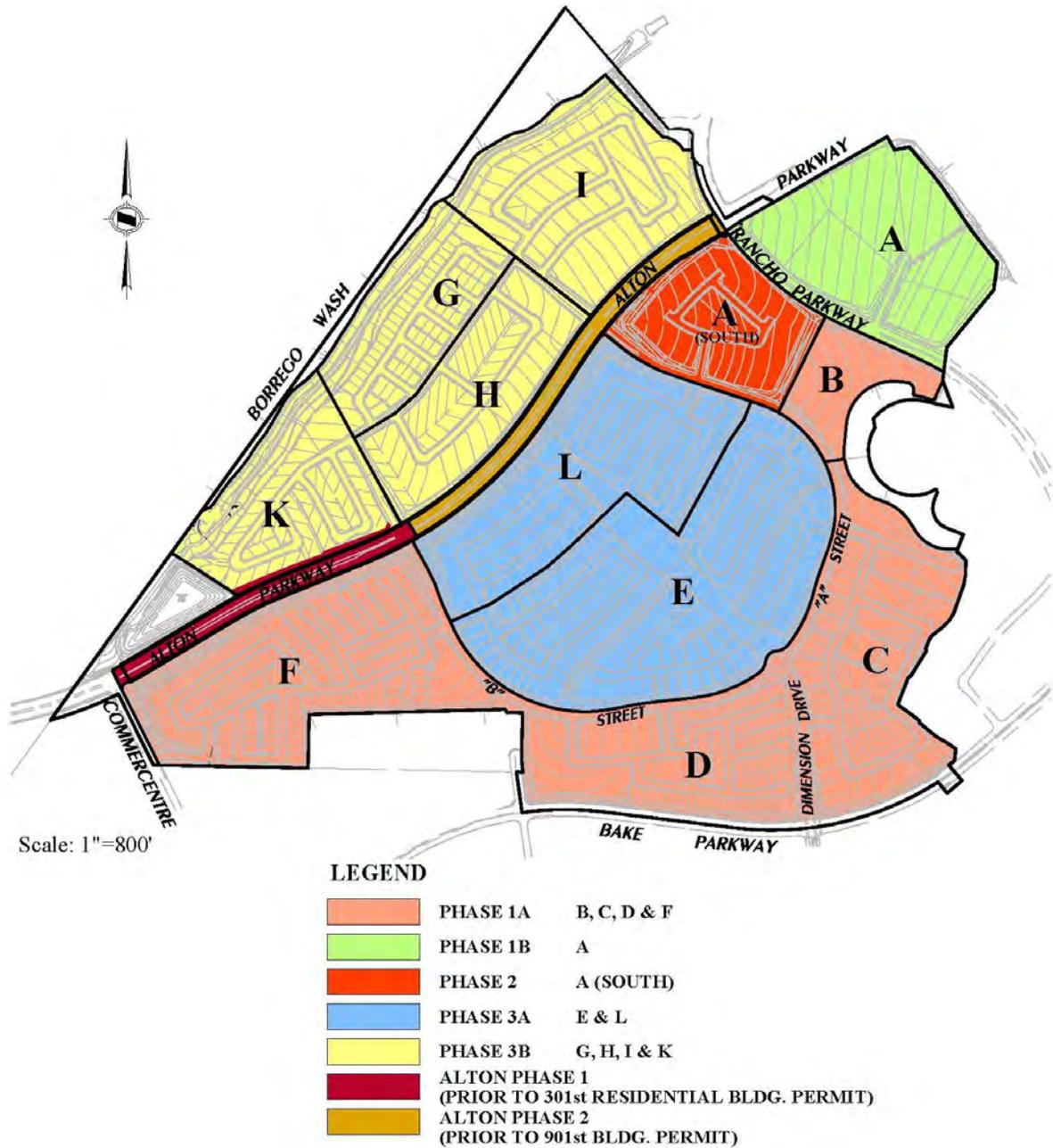


Exhibit 11.3 - Overall Phasing

Prior to the 901st building permit:

- The finished pad for the Affordable Housing Site, if dedicated, must be delivered to the City.
- Prior to issuance of the 901st building permit or recordation of a “B” Tract Map for Planning Area 1A, whichever occurs first, the 7-acre community park in Planning Area 1B must be dedicated to the City of Lake Forest.
- The ultimate width of Alton Parkway between “B” Street and Towne Centre Drive must be completed.

Within each phase of development, as described below, some improvements will be constructed by the Master Developer, and some will be constructed as part of the in-tract improvements of the Merchant Builder. Table 11.2 lists and Exhibit 11.4 illustrates the areas that include “backbone” Master Developer Improvements. Improvements outside the areas identified on Exhibit 11.4 will be constructed by the Merchant Builders, unless otherwise noted in the phasing discussion below. For specific details of utility and underground infrastructure improvements, please refer to exhibits 5.3 through 5.6 in Chapter 5 of this Area Plan.

Project-related improvements for which timing was not established in the Development Agreement will be constructed in three phases, two of which may be divided in to two sub-phases, as described below.

Phase 1 consists of two sub-phases, A and B. Table 11.3 identifies and Exhibit 11.5 illustrates the specific improvements to be made within the first phase. Phase 1A includes Planning Areas 1C, 1D, 1F. Phase 1B includes the portion of the mixed-use Planning Area 1A east of Rancho Parkway that includes the affordable housing site and a multifamily residential development. Development of this multifamily site may occur concurrently with Phase 1A, or may be deferred to a later phase. The developer instead may opt to incorporate the affordable homes into a multifamily neighborhood that includes both affordable and market-rate apartments (estimated to be 180 affordable and 414 market rate units) within Planning Area 1A. Development of this option could result in the construction of the total number of homes in Phases 1A and 1B, which would be 1197 dwelling units.

Improvements for Phase 1B are identified in Table 11.4 and illustrated by Exhibit 11.6. Phase 2 improvements are shown in Table 11.5 and Exhibit 11.7. Phase 3 may be divided into two sub-phases, A and B, as described in Tables 11.6 and 11.7 and shown on Exhibits 11.8 and 11.9.

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Table 11-2

Master Developer Improvements

| Infrastructure Improvements (including streets, sidewalks, parkways, adjacent slope landscaping, dry utilities, domestic and reclaimed water, sewer and storm drains) |
|---|
| <ul style="list-style-type: none"> • Rancho Parkway |
| <ul style="list-style-type: none"> • "A" Street |
| <ul style="list-style-type: none"> • "B" Street |
| <ul style="list-style-type: none"> • "C" Street |
| <ul style="list-style-type: none"> • Dimension Drive |
| <ul style="list-style-type: none"> • Commercentre Drive |
| <ul style="list-style-type: none"> • Neighborhood streets needed for park access as shown in gray on Exhibit 11.4 |
| Other Infrastructure Improvements |
| <ul style="list-style-type: none"> • Storm drain at Central Linear Park and Community Park as shown on Exhibit 11.4 |
| <ul style="list-style-type: none"> • Storm drain at PA 1A as shown on Exhibit 11.4 |
| <ul style="list-style-type: none"> • Domestic and reclaimed water through Community Park as shown on Exhibit 11.4 |
| <ul style="list-style-type: none"> • Storm drain through PA 1F as shown on Exhibit 11.4 |
| <ul style="list-style-type: none"> • Storm drain through PA 1D as shown on Exhibit 11.4 |
| Offsite Street Improvements |
| <ul style="list-style-type: none"> • Alton Parkway widening, including sidewalk and parkways |
| <ul style="list-style-type: none"> • Baffin Bay Drive cul-de-sac and associated sidewalk and landscaping |
| Recreational Amenities |
| <ul style="list-style-type: none"> • Community Park |
| <ul style="list-style-type: none"> • Park C1 including a private recreation center |
| <ul style="list-style-type: none"> • Park F including a private recreation center |
| <ul style="list-style-type: none"> • Park I including a private recreation center |
| <ul style="list-style-type: none"> • Park K |
| <ul style="list-style-type: none"> • Park D |
| <ul style="list-style-type: none"> • Central Linear Park |
| <ul style="list-style-type: none"> • Borrego Linear Park |
| Entry Monumentation |
| <ul style="list-style-type: none"> • Community Entry Monuments as shown on Exhibit 7.18 |
| <ul style="list-style-type: none"> • Landscaping on the southwest corner of Alton Parkway and Commercentre Drive |
| Borrego Canyon Wash Improvements |
| <ul style="list-style-type: none"> • Borrego box culvert |
| <ul style="list-style-type: none"> • Borrego low flow channel revegetation |
| <ul style="list-style-type: none"> • Storm drain line from detention basin to Borrego, including the outlet to Borrego |



Exhibit 11.4 - Master Development Backbone Infrastructure

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Table 11.3 Phase 1 A Improvements

| Improvement | Master Dev. or Merchant Builder | Funding Source | Financial Security | Maintenance Responsibility |
|---|---------------------------------|------------------|--------------------|----------------------------|
| Alton Pkwy. to its ultimate width including sidewalks from Commercentre Dr. to “B” St. | Master Developer | Master Developer | Performance Bond | City |
| Alton Parkway median and parkway landscaping from Commercentre Dr. to “B” St. | Master Developer | Master Developer | Performance Bond | HOA |
| Dimension Dr. from Bake Pkwy. to “A” St. including sidewalks on both sides of the street | Master Developer | Master Developer | Performance Bond | City |
| Slopes and parkway landscaping along Dimension Drive from Bake Parkway to “A” Street, at the roundabout at the intersection with “A” and “B” streets, and at southeast corner of the intersection of Alton Pkwy. and Commercentre Drive. | Master Developer | Master Developer | Performance Bond | HOA |
| Signal modification at Dimension Drive and Bake Parkway | Master Developer | Master Developer | Performance Bond | City |
| Ultimate width sidewalk on the north side of Bake Parkway along property frontage | Master Developer | Master Developer | Performance Bond | City |
| Slope Landscaping on the north side of Bake Parkway along property frontage | Master Developer | Master Developer | Performance Bond | HOA |
| “B” Street from its intersection with Alton Parkway to Dimension Drive, along with all related sidewalks | Master Developer | Master Developer | Performance Bond | City |
| Parkway, median and slope landscaping along “B” St. from Alton Pkwy. to Dimension Dr. | Master Developer | Master Developer | Performance Bond | HOA |
| Partial landscaping at the intersection of Alton Parkway and “B” Street | Master Developer | Master Developer | Performance Bond | HOA |
| Interim signal at Alton Parkway and “B” Street | Master Developer | Master Developer | Performance Bond | City |
| “A” Street from Dimension Drive to the northerly boundary of Planning Area 1C, along with all related sidewalks | Master Developer | Master Developer | Performance Bond | City |
| Parkway, slope and landscaping along “A” Street from Dimension Dr. to the northerly boundary of PA 1C | Master Developer | Master Developer | Performance Bond | HOA |
| Baffin Bay Drive cul-de-sac | Master Developer | Master Developer | Performance Bond | City |
| Entry monumentation at the intersections of Alton Parkway at Commercentre Drive and Bake Parkway at Dimension Drive | Master Developer | Master Developer | None | HOA |
| Neighborhood streets shown in gray on Exhibit 11.4 in PA 1F, 1D and 1C for park access | Master Developer | Master Developer | Performance Bond | City |
| Parkway landscaping along Neighborhood Streets shown in gray on Exhibit 11.4 in PA 1F, 1D and 1C | Master Developer | Master Developer | Performance Bond | HOA |
| Storm drain improvements at “B” St. from Alton to Dimension Drive, “A” St. from Dimension Drive to northerly boundary of PA1C, Dimension Drive to Bake Pkwy and as shown within PA 1F and PA 1D on Exhibit 11.4. | Master Developer | Master Developer | Performance Bond | City |
| Sewer and water improvements at “B” St. from Alton Pkwy to Dimension Dr., “A” St from Dimension Drive to northerly boundary of PA1C, Dimension Drive and Domestic Water Zone LF 3R from Rancho Parkway to “A” Street and Reclaimed Water Zone C from Rancho Parkway to “A” Street | Master Developer | Master Developer | Performance Bond | IRWD |
| Dry utility improvements along Alton, “B” Street from Alton to Dimension, “A” Street from Dimension to the northerly boundary of PA 1C, and Dimension Drive | Master Developer | Master Developer | None | Utility Companies |
| Neighborhood Parks C1, D and F, including private recreation centers in C1 and F | Master Developer | Master Developer | None | HOA |
| Neighborhood Park C2 | Merchant Builder | Merchant Builder | None | HOA |
| Neighborhood Streets including sidewalks | Merchant Builder | Merchant Builder | Performance Bond | City |
| Sewer and water improvements in PAs 1C, 1D and 1F | Merchant Builder | Merchant Builder | Performance Bond | IRWD |
| Storm drain improvements in PAs 1C, 1D and 1 F | Merchant Builder | Merchant Builder | Performance Bond | City |
| Dry Utility improvements in PAs 1C, 1D and 1F | Merchant Builder | Merchant Builder | None | Utility Companies |
| Homes in PAs 1C, 1D and 1F totaling 603 units | Merchant Builder | Merchant Builder | None | Owners or HOA |
| Common area landscaping | Merchant Builder | Merchant Builder | None | HOA |
| Perimeter walls at PAs 1C, 1D and 1F as shown on Exhibit 7.28 and 7.30 | Merchant Builder | Merchant Builder | None | HOA |

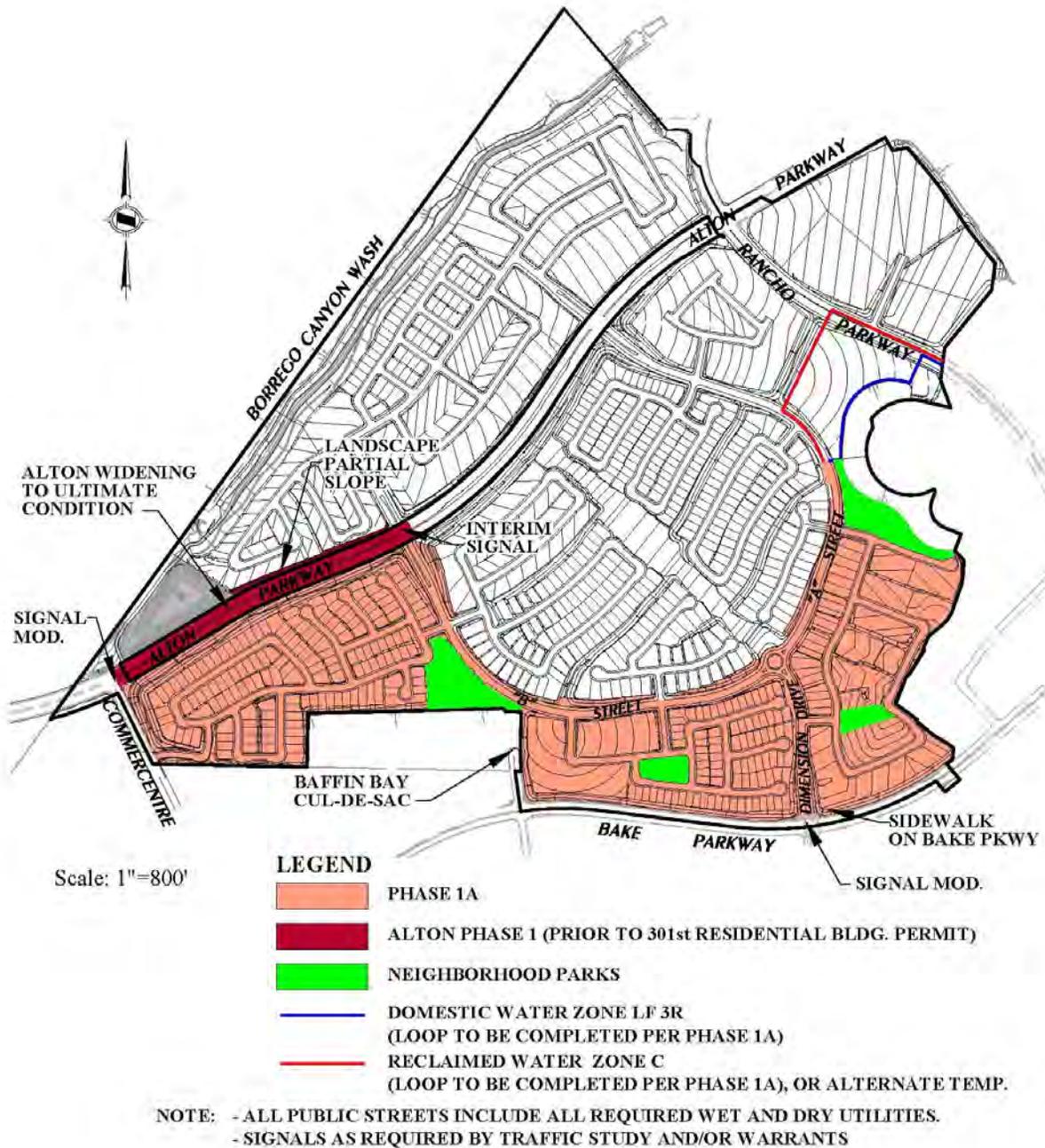


Exhibit 11.5 - Phase 1A

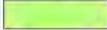
Table 11.4 Phase 1B Improvements

| Improvement | Master Dev. or Merchant Builder | Funding Source | Financial Security | Maintenance Responsibility |
|---|---------------------------------|------------------|--------------------|----------------------------|
| Rancho Parkway to its ultimate width, including sidewalks, from Alton Parkway to the community boundary, if required to support development of the mixed use site on the east side of the road | Master Developer | Master Developer | Performance Bond | City |
| Parkways and median along Rancho Parkway from Alton Parkway to the community boundary, if required to support development of the mixed use site on the east side of the road | Master Developer | Master Developer | Performance Bond | HOA |
| Interim signal modifications at Rancho Parkway at Alton Parkway | Master Developer | Master Developer | Performance Bond | City |
| Alton Basin outlet to Borrego Canyon Wash, or verification that Alton Basin with interim outlet can adequately convey additional development drainage from PA1A North, prior to connection of PA1A North storm drain to existing Alton Storm Drain. | Master Developer | Master Developer | Performance Bond | City |
| Storm drain within PA 1A on the northeast side of Rancho Parkway, as shown on Exhibit 11.4. | Master Developer | Master Developer | Performance Bond | City |
| Remaining drainage improvements within PA 1A on the northeast side of Rancho Parkway | Merchant Builder | Merchant Builder | Performance Bond | City |
| Sewer, domestic and reclaimed water improvements in Rancho Parkway from Alton Parkway to the community boundary | Master Developer | Master Developer | Performance Bond | IRWD |
| Sewer and water improvements within PA 1A on the northeast side of Rancho Parkway | Merchant Builder | Merchant Builder | Performance Bond | IRWD |
| Domestic Water Zone LF 2 in existing Rancho Parkway, as shown on Exhibit 11.6 | Master Developer | Master Developer | Performance Bond | IRWD |
| Reclaimed Water Zone C in existing Rancho Parkway, as shown on Exhibit 11.6 | Master Developer | Master Developer | Performance Bond | IRWD |
| Dry utilities along Rancho Parkway from Alton Parkway to community boundary | Master Developer | Master Developer | None | SCE, Gas Co., AT&T |
| Dry utilities within PA 1A northeast of Rancho Parkway as needed to support development | Merchant Builder | Merchant Builder | None | SCE, Gas Co., AT&T |
| Market rate apartments within PA 1A northeast of Rancho Parkway | Merchant Builder | Merchant Builder | None | Apartment Owner |
| The neighborhood commercial center, although retail building construction might be deferred until a later phase. | Merchant Builder | Merchant Builder | None | Property Owner |



Scale: 1" = 800'

LEGEND

-  PHASE 1B
-  DOMESTIC WATER ZONE LF 2
(LOOP TO BE COMPLETED PER PHASE 1B)
-  RECLAIMED WATER ZONE C
(LOOP TO BE COMPLETED PER PHASE 1B)

NOTE: - ALL PUBLIC STREETS INCLUDE ALL REQUIRED WET AND DRY UTILITIES.
- SIGNALS AS REQUIRED BY TRAFFIC STUDY AND/OR WARRANTS

Exhibit 11.6 - Phase 1B

Table 11.5 Phase 2 Improvements

| Improvement | Master Dev. or Merchant Builder | Funding Source | Financial Security | Maintenance Responsibility |
|---|---------------------------------|------------------|--------------------|----------------------------|
| Alton Parkway to its ultimate width, from Rancho Parkway to “B” Street, if not already improved (prior to the 901st building permit), including sidewalks | Master Developer | Master Developer | Performance Bond | City |
| Parkways and landscaped median along Alton Parkway from Rancho Parkway to “B” Street | Master Developer | Master Developer | Performance Bond | HOA |
| “A” Street between the northerly boundary of PA 1C to its intersection with Alton Parkway, including sidewalks | Master Developer | Master Developer | Performance Bond | City |
| Slopes, parkways, and medians along “A” Street between the northerly boundary of PA 1C to its intersection with Alton Parkway | Master Developer | Master Developer | Performance Bond | HOA |
| Partial landscaping at the intersection of Alton Parkway with “B” Street | Master Developer | Master Developer | Performance Bond | HOA |
| Rancho Parkway to its ultimate width including sidewalks from Alton Parkway to the community boundary (if not yet constructed) | Master Developer | Master Developer | Performance Bond | City |
| Parkways and median along Rancho Parkway from Alton Parkway to the community boundary (if not yet constructed) | Master Developer | Master Developer | Performance Bond | HOA |
| Partial landscaping at the intersection of Alton Parkway and “A” Street | Master Developer | Master Developer | Performance Bond | HOA |
| Full traffic signal at Alton Parkway at Rancho Parkway | Master Developer | Master Developer | Performance Bond | City |
| Full traffic signal at Alton Parkway at both “A” and “B” streets | Master Developer | Master Developer | Performance Bond | City |
| Dry utility improvements along Alton Parkway from “B” Street to Rancho Parkway and in “A” Street from the boundary of PA 1C to Alton Parkway | Master Developer | Master Developer | None | SCE, Gas Co., AT&T |
| Storm drain improvements in “A” Street from the boundary of PA 1C to Alton Parkway | Master Developer | Master Developer | Performance Bond | City |
| Sewer and water improvements in “A” Street from the boundary of PA 1C to Alton Parkway | Master Developer | Master Developer | Performance Bond | IRWD |
| Community Monumentation at Alton Parkway and Rancho (if not already built) | Master Developer | Master Developer | None | HOA |
| Community park (if it has not yet been constructed) | Master Developer | Master Developer | Performance Bond | City |
| Neighborhood Park A | Merchant Builder | Merchant Builder | None | HOA |
| Neighborhood Streets within PA 1A south of Rancho Parkway | Merchant Builder | Merchant Builder | Performance Bond | City |
| Sewer and water improvements within PA 1A west of Rancho Parkway | Merchant Builder | Merchant Builder | Performance Bond | IRWD |
| Storm drain improvements within PA 1A west of Rancho Parkway | Merchant Builder | Merchant Builder | Performance Bond | City |
| Dry utilities within PA 1A west of Rancho Parkway | Merchant Builder | Merchant Builder | None | SCE, Gas Co., AT&T |
| Homes in PA 1A west of Rancho Parkway totaling 147 units | Merchant Builder | Merchant Builder | None | Homeowner or HOA |
| Common area landscaping | Merchant Builder | Merchant Builder | None | HOA |
| Perimeter Walls along Alton Parkway | Merchant Builder | Merchant Builder | None | HOA |



Scale: 1"=800'

LEGEND

- PHASE 2
- ALTON PHASE 2 (PRIOR TO 901st BLDG. PERMIT)
- NEIGHBORHOOD PARK
- COMMUNITY PARK

NOTE: - ALL PUBLIC STREETS INCLUDE ALL REQUIRED WET AND DRY UTILITIES.
- SIGNALS AS REQUIRED BY TRAFFIC STUDY AND/OR WARRANTS

Exhibit 11.7 - Phase 2

Table 11.6 Phase 3A Improvements

| Improvement ¹ | Master Dev. or Merchant Builder | Funding Source | Financial Security | Maintenance Responsibility |
|---|---------------------------------|------------------|--------------------|----------------------------|
| Alton Parkway slope landscaping between “A” and “B” streets | Master Developer | Master Developer | Performance Bond | HOA |
| Storm drain improvements in Central Linear Park, as shown on Exhibit 11.4 | Master Developer | Master Developer | Performance Bond | City |
| Central Linear Park | Master Developer | Master Developer | None | HOA |
| Sewer and water lines that cross Central Linear Park | Merchant Builder | Merchant Builder | Performance Bond | IRWD |
| Storm drain line that crosses the Central Linear Park | Merchant Builder | Merchant Builder | Performance Bond | City |
| Neighborhood streets in PAs 1E and 1L, including sidewalks | Merchant Builder | Merchant Builder | Performance Bond | City |
| Parkways along Neighborhood streets in PAs 1E and 1L | Merchant Builder | Merchant Builder | Performance Bond | HOA |
| Sewer and water lines within PAs 1E and 1L | Merchant Builder | Merchant Builder | Performance Bond | IRWD |
| Storm drain lines within PAs 1E and 1L | Merchant Builder | Merchant Builder | Performance Bond | City |
| Alton Basin outlet to Borrego Canyon Wash, unless verified that Alton Basin with interim outlet can adequately convey additional development drainage from PAs 1E and 1L. | Master Developer | Master Developer | Performance Bond | City |
| Dry utilities within PAs 1E and 1L | Merchant Builder | Merchant Builder | None | SCE, Gas Co., AT&T |
| Homes in PAs 1E and 1L, totaling 385 units | Merchant Builder | Merchant Builder | None | Homeowner or HOA |
| Common area landscaping, including slopes between rear yards | Merchant Builder | Merchant Builder | None | HOA |
| Perimeter walls adjacent to PAs 1E and 1L, as shown on Exhibit 7.28 | Merchant Builder | Merchant Builder | None | HOA |

¹ Borrego Canyon Wash bypass channel (RCB) shall be constructed as part of phase 2 grading.



Scale: 1"=800'

LEGEND

- PHASE 3A
- CENTRAL LINEAR PARK

NOTE: ALL PUBLIC STREETS INCLUDE ALL REQUIRED WET AND DRY UTILITIES.

Exhibit 11.8 - Phase 3A

Table 11.7 Phase 3B Improvements

| Improvement | Master Dev. or Merchant Builder | Funding Source | Financial Security | Maintenance Responsibility |
|--|---------------------------------|------------------|--------------------|----------------------------|
| “A” and “B” Streets northwest of Alton Parkway and “C” Street including sidewalks | Master Developer | Master Developer | Performance Bond | City |
| Baker Ranch Road improvements | Master Developer | Master Developer | Performance Bond | City |
| Parkways along Streets “A” and “B” northwest of Alton Parkway and “C” Street | Master Developer | Master Developer | Performance Bond | HOA |
| Slope adjacent to the northwest side of Alton Parkway | Master Developer | Master Developer | Performance Bond | HOA |
| Storm drain improvements in Streets “A” and “B” northwest of Alton Parkway and “C” Street | Master Developer | Master Developer | Performance Bond | City |
| Sewer and water lines in Streets “A” and “B” northwest of Alton Parkway and “C” Street | Master Developer | Master Developer | Performance Bond | IRWD |
| Alton Basin outlet to Borrego Canyon Wash, unless verified that Alton Basin with interim outlet can adequately convey additional development drainage from PAs 1G, 1H, 1I and 1K | Master Developer | Master Developer | Performance Bond | City |
| Dry Utilities along Streets “A” and “B” northwest of Alton Parkway and “C” Street | Master Developer | Master Developer | None | SCE, Gas Co., AT&T |
| Borrego Linear Park and its trail links to parks K | Master Developer | Master Developer | None | HOA |
| Neighborhood Parks K and I, which includes a private recreation center | Master Developer | Master Developer | None | HOA |
| Neighborhood street as shown in gray on Exhibit 11.4 in PA 1G and PA 1I for park access | Master Developer | Master Developer | Performance Bond | City |
| Parkway landscaping along Neighborhood streets shown in gray on Exhibit 11.4 in PA 1G and PA 1I | Master Developer | Master Developer | Performance Bond | HOA |
| Neighborhood streets in PAs 1G, 1H, 1I and 1K, including sidewalks and parkways | Merchant Builder | Merchant Builder | Performance Bond | City |
| Parkways along Neighborhood streets in PAs 1G, 1H, 1I and 1K | Merchant Builder | Merchant Builder | Performance Bond | HOA |
| Sewer and water lines within PAs 1G, 1H, 1I and 1K | Merchant Builder | Merchant Builder | Performance Bond | IRWD |
| Storm drain lines within PAs 1G, 1H, 1I and 1K | Merchant Builder | Merchant Builder | Performance Bond | City |
| Dry utilities within PAs 1G, 1H, 1I and 1K | Merchant Builder | Merchant Builder | None | SCE, Gas Co., AT&T |
| Homes in PAs 1G, 1H, 1I and 1K, totaling 650 units | Merchant Builder | Merchant Builder | None | Homeowner or HOA |
| Common area landscaping, including slope between Borrego Linear park and residential lots | Merchant Builder | Merchant Builder | None | HOA |
| Perimeter walls adjacent to PAs 1G, 1H, 1I and 1K, as shown on Exhibits 7.28 and 7.30 | Merchant Builder | Merchant Builder | None | HOA |

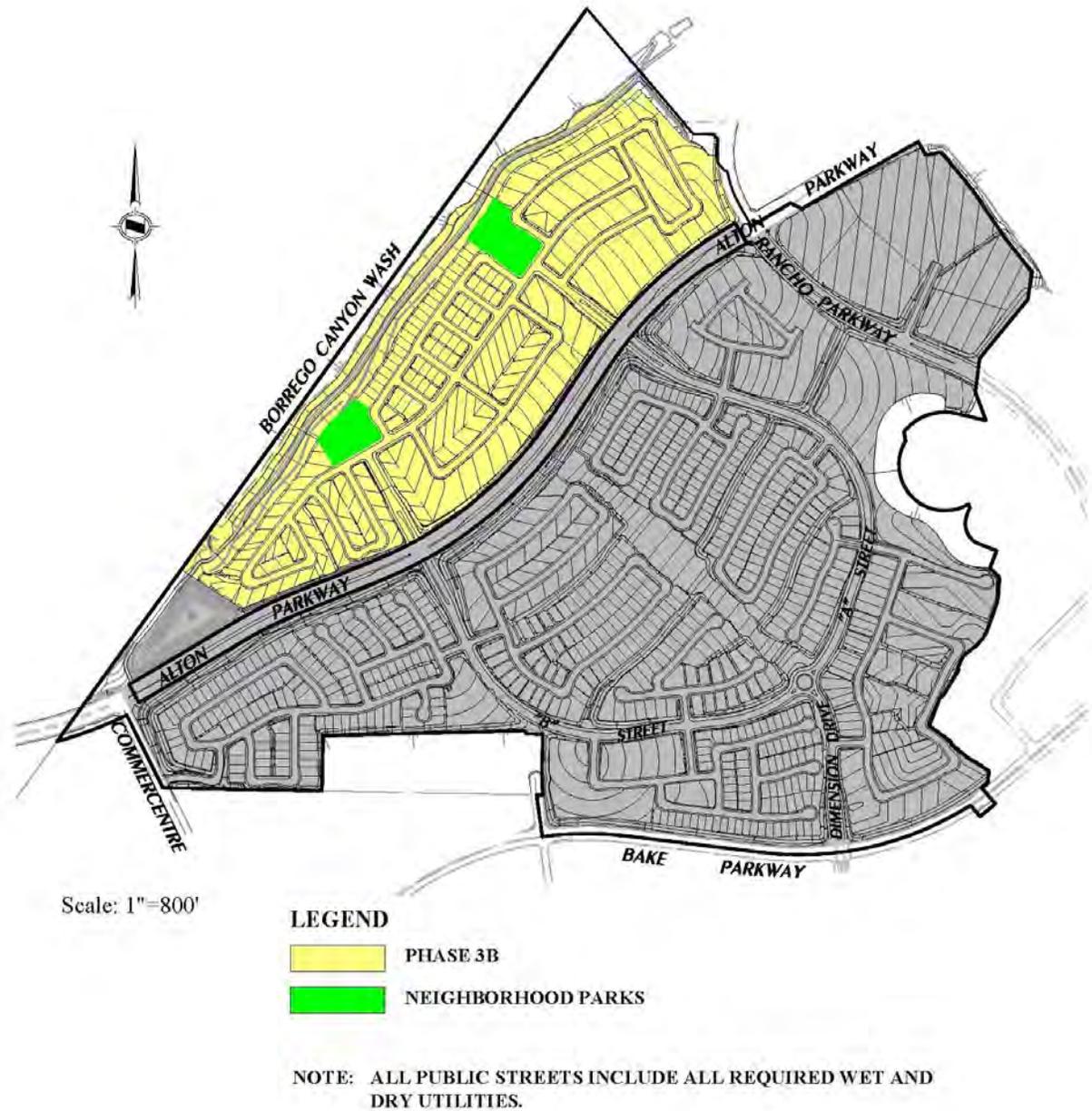


Exhibit 11.9 – Phase 3B

11.4 PROJECT PHASING STANDARDS

1. Prior to issuance of grading permits, grading and erosion control plans for the respective development phase shall be submitted to and approved by the City Public Works Department.
2. Each development phase shall include development of the immediately adjacent common area slopes, parkways, and other landscape development areas, including fuel modification zones.
3. Construction of the development phases identified in this Section may be completed progressively in stages in any phasing order, provided vehicular access, public facilities, and infrastructure is constructed to adequately service the dwelling units or as needed for public health and safety within each development phase.
4. The development phasing sequence described in this Section is conceptual based on current market demand. Certain areas may be developed out of the expected sequence, or in smaller increments, provided the required infrastructure and services are available to service the development phase.
5. To the extent feasible, phasing will be planned to separate construction traffic from the completed residential phases of the project.

S H E A / B A K E R R A N C H

Appendix A - Conditions of Approval for Area Plan 2-11-1732 and
Tentative Tract Map 16466

(This Appendix A is provided for informational and reference purposes only and is not a substantive part of the Area Plan. Revisions to the Conditions of Approval included herein shall not necessitate modification of the Area Plan and this Appendix A may be updated at any time such revisions occur.)

Resolution No. 2012-35

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LAKE FOREST, CALIFORNIA, APPROVING AREA PLAN 2-11-1732 FOR THE SHEA / BAKER RANCH DEVELOPMENT, LOCATED IN THE NORTHWESTERN PORTION OF THE CITY OF LAKE FOREST AND BOUND BY THE BORREGO CANYON WASH TO THE WEST, COMMERCENTRE DRIVE TO THE SOUTH, BAKE PARKWAY TO THE SOUTHEAST, AND RANCHO PARKWAY TO THE NORTH. (ASSESSOR'S PARCEL NUMBERS 610-421-07 through 09; 610-422-01; 610-431-01 through 12; 410-432-01 through 17; 612-132-01 and 612-134-05)

WHEREAS, on February 16, 2011, Shea / Baker Ranch Associates, applicant and property owner, filed applications for approval of a Tentative Tract Map and Area Plan for the development of a 386.8-acre site ("Property") located in the northwestern portion of the City of Lake Forest and bound by the Borrego Canyon Wash to the west, Commercentre Drive to the south, Bake Parkway to the southeast, and Rancho Parkway to the north ("Project"); and

WHEREAS, the Property was part of the City of Lake Forest Opportunities Study, which amended the General Plan and rezoned five properties previously included in the 65 dB CNEL Noise Contour depicted in the Airport Environs Land Use Plan as it existed prior to 2005, to allow for residential development; and

WHEREAS, on June 3, 2008, the City Council certified a Program Environmental Impact Report (SCH # 2004071039), and adopted a Mitigation Monitoring Program and Statement of Overriding Considerations for the Opportunities Study Area ("OSA PEIR"); and

WHEREAS, on July 6, 2010, the City adopted an Addendum to the OSA PEIR for the General Plan Amendment and Zone Change for the Shea / Baker Ranch site that was consistent with the previously analyzed OSA PEIR; and

WHEREAS, the City Council approved General Plan Amendment 5-10-1233, which changed the General Plan Designation for the project site from Business Park to Low, Low-Medium, and Medium Density Residential and Mixed Use, and became effective on October 20, 2010; and

WHEREAS, the City Council approved Zone Change 5-10-1234, which changed the zoning for the project site from Urban Activity to Residential and Mixed Use, and became effective on October 20, 2010; and

WHEREAS, on July 20, 2010, the City Council adopted an ordinance approving a development agreement (recorded on October 20, 2010 by the Orange County Clerk as document number 2010000551280) between the City of Lake Forest and Shea / Baker Ranch Associates, LLC (“Development Agreement”) for the development of the Property; and

WHEREAS, section 8.5.1 of the Development Agreement requires that an area plan (as part of the “First Tentative Map Submittal Package”) be approved in conjunction with approval of the Tentative Tract Map for the Property, to guide the development of the Project; and

WHEREAS, Area Plan 2-11-1732 is intended to satisfy the aforementioned Development Agreement requirement, and guide the development of the Project; and

WHEREAS, on March 30, 2012, the City gave public notice of the public hearing on Area Plan 2-11-1732 and Tentative Tract Map 16466 by advertisement in a newspaper of general circulation, posted the public notice at City Hall and the El Toro and Foothill Ranch branches of the public library, and mailed the notice to all property owners within 300 feet of the project boundary; and

WHEREAS, on April 12, 2012, the Planning Commission conducted a duly-noticed public hearing to consider Area Plan 2-11-1732 and Tentative Tract Map 16466, and the Draft Supplemental Environmental Impact Report for the Project (“DSEIR”), at which time interested persons had opportunities to testify in support of or against, and the Planning Commission had opportunities to consider Area Plan 2-11-1732, Tentative Tract Map 16466, and the DSEIR; and

WHEREAS, on April 12, 2012, the Planning Commission, after carefully considering all pertinent testimony and the staff report offered in the case as presented at the public hearing, adopted resolutions recommending that the City Council approve Area Plan 2-11-1732 and Tentative Tract Map 16466; and

WHEREAS, on May 4, 2012, the City gave public notice of the public hearing on Area Plan 2-11-1732 and Tentative Tract Map 16466 by advertisement in a newspaper of general circulation, posted the public notice at City Hall and the El Toro and Foothill Ranch branches of the public library, and mailed the notice to all property owners within 300 feet of the project boundary; and

WHEREAS, on May 15, 2012, the City Council conducted a duly-noticed

public hearing to consider Area Plan 2-11-1732 and Tentative Tract Map 16466, and the Environmental Impact Report for the Project ("EIR"), at which hearing members of the public were afforded an opportunity to comment upon Area Plan 2-11-1732; and

NOW THEREFORE, THE CITY COUNCIL OF THE CITY OF LAKE FOREST DOES RESOLVE, DETERMINE, FIND AND ORDER AS FOLLOWS:

SECTION 1. FINDINGS. Based on consideration of the entire record before it, the Lake Forest City Council hereby finds as follows:

1. General Plan: The project proposed is consistent with the General Plan.

The site has General Plan land use designations of Low, Low-Medium, and Medium Density Residential, allowing for development of 2-7 dwelling units per acre, 7-15 dwelling units per acre, and 15-25 dwelling units per acre, respectively. A portion of the site is also designated Mixed-use, which allows for up to 43 dwelling units per acre. The Shea / Baker Ranch Area Plan proposed development scenarios are within the designated densities and are therefore, consistent with the General Plan land use designation.

The Area Plan is consistent with numerous policies within the General Plan, including Goal 3.0 and Policies 3.1, 3.2, and 3.3, which generally recommend that new developments be compatible with the community and that developments fit within their settings and ensure that necessary services can be provided. The Area Plan is a framework for the implementation of the applicable General Plan policies. The Area Plan contains a community vision statement, design guidelines, and policies which guide the growth of the project site in a manner which is consistent with the General Plan.

2. Zoning Code: The use, activity, or improvement(s) proposed by the application is consistent with the provisions of the Zoning Code and/or Planned Community Text.

The project site is located within the Baker Ranch Planned Community and is therefore, governed by both the Zoning Ordinance and the Baker Ranch Planned Community Text. The Area Plan has been reviewed by City staff and found to be in compliance with the applicable zoning regulations in the Baker Ranch Planned Community Text, including building site size, site coverage, building setbacks, required parking, and landscaping. The proposed uses of the Shea / Baker Ranch project site are residential uses in

a variety of potential configurations, a mixed-use site, and open space and parks. These are permitted uses within the Planned Community Text. The Area Plan contains landscaping and residential design guidelines, development standards which are in addition to those required by the Planned Community Text.

3. CEQA: The approval of the permit application is in compliance with the requirements of the California Environmental Quality Act.

The requirements of the California Environmental Quality Act have been satisfied in that an Initial Study and Supplemental Environmental Impact Report was prepared for the Shea / Baker project, including the Area Plan and Tentative Tract Map, and the City Council has certified the Shea / Baker Supplemental EIR.

4. Compatibility: The location, size, design and operating characteristics of the proposed use will not create significant noise, traffic, or other conditions or situations that may be objectionable, detrimental or incompatible with other permitted uses in the vicinity.

The Area Plan includes provisions guiding the location, design, size, and operating characteristics of the future development in a manner that is consistent with the General Plan and will ensure that the future community will not cause negative noise, traffic, or other objectionable conditions. The Area Plan includes provisions for an on-site circulation system, such as streets and sidewalks, to be developed to the City standards. The Area Plan requires the use of Conditions, Covenants, and Restrictions (CC&Rs) to provide for maintenance of future common areas and regulations to guarantee a consistent quality of life.

5. General Welfare: The application will not result in conditions or circumstances contrary to the public health and safety and the general welfare.

The Area Plan ensures that all future projects will be in compliance with all applicable State, County, and City design, building, and other safety related laws, codes, and regulations. The Area Plan reflects the policies of the General Plan and complies with the Municipal Code and Baker Ranch Planned Community Text, thereby establishing its consistency with City regulatory documents. The Area Plan contains numerous additional provisions to ensure that the future community does not create conditions or circumstances contrary to the public health and safety and the general welfare.

6. Development Fees for Provision of Public Facilities: The permit would not allow development of a project which would contribute to the need for the facility for which a fee is required.

Per the executed Development Agreement and applicable City and County regulations, the developer is required to pay development impact fees in conjunction with the project. Therefore, the fees associated with any facilities would be paid by the developer prior to issuance of building permits or as otherwise specified by the Development Agreement and/or conditions of approval.

7. Design Guidelines: The project has been reviewed in accordance with Citywide Design Guidelines, and is consistent with the purpose and intent of the guidelines.

The Citywide Design Guidelines acknowledge that Opportunities Study Area project sites will be governed by design guidelines which have been included within a respective Area Plan for that site. The Shea / Baker Ranch Area Plan include architectural and landscape design guidelines which are consistent with the vision statement in the Citywide Design Guidelines and as such, will be implemented in a manner consistent with the purpose and intent of the guidelines.

SECTION 2. Based on the Staff Report, all written and oral comments and testimony presented, and the aforementioned findings, the City Council hereby approves Area Plan 2-11-1732, subject to the following conditions:

**CONDITIONS OF APPROVAL
AREA PLAN 2-11-1732, SHEA / BAKER RANCH**

INDEMNIFICATION

1. The applicant shall indemnify, protect, defend, and hold the City, and/or any of its officials, officers, employees, agents, departments, agencies, authorized volunteers, and instrumentalities thereof, harmless from any and all claims, demands, lawsuits, writs of mandamus, and other actions and proceedings (whether legal, equitable, declaratory, administrative or adjudicatory in nature), and alternative dispute resolution procedures (including, but not limited to arbitrations, mediations, and other such procedures), judgments, orders, and decisions (collectively "Actions"), brought against the City, and/or any of its officials, officers, employees, agents, departments, agencies, authorized volunteers, and instrumentalities thereof, that challenge, attack, or seek to modify, set aside, void, or annul,

any action of, or any permit or approval issued by the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof (including actions approved by the voters of the City) for or concerning the project, whether such Actions are brought under the Ralph M. Brown Act, California Environmental Quality Act, the Planning and Zoning Law, the Subdivision Map Act, Community Redevelopment Law, Code of Civil Procedure Sections 1085 or 1094.5, or any other federal, state, or local constitution, statute, law, ordinance, charter, rule, regulation, or any decision of a court of competent jurisdiction. It is expressly agreed that the City shall have the right to approve, which approval will not be unreasonably withheld, the legal counsel providing the City's defense, and that applicant shall reimburse City for any costs and expenses directly and necessarily incurred by the City in the course of the defense. City shall promptly notify the applicant of any Action brought and City shall cooperate with applicant in the defense of the Action.

EXPIRATION

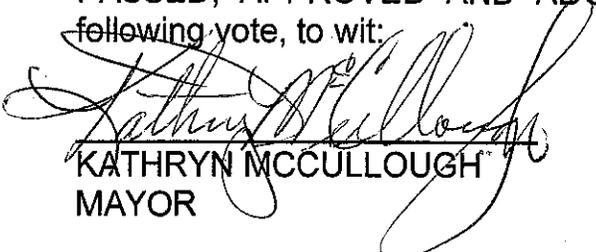
2. Area Plan 2-11-1732 shall expire in accordance with the recorded Development Agreement (recorded on October 20, 2010 by the Orange County Clerk as document number 2010000551280). (PLNG _____)

GENERAL

3. Within five (5) business days of the approval of the project by the City Council, the applicant shall deliver to the Development Services Department a check payable to the County Clerk, in the amount of fifty dollars (\$50.00) for the County administrative filing fee, to enable the City to file the Notice of Determination required under Public Resources Code Section 21152 and 14 Cal. Code of Regulations 15075. (PLNG _____)
4. The Area Plan shall be maintained in substantial compliance as that approved by the City Council on May 15th, 2012 and on file with the City of Lake Forest Development Services Department. Minor modifications or changes to the Area Plan shall be processed as stated within the Development Agreement or within the Area Plan. (PLNG _____)
5. The Area Plan shall be consistent in all respects with all terms and conditions of the Development Agreement.
6. The approval of this Area Plan permits the development of up to 2,379 units on the entirety of the Property.

7. Approval of this Area Plan shall not be interpreted to supplant or supersede, or to render inapplicable by omission of notice of non-compliance with, any provisions of the Development Agreement for the project.
8. The Planning Division processes discretionary applications on a deposit basis. Deposit funds are provided by applicants to cover the actual costs associated with staff time and resources utilized in processing an application. If, at any time, the cost to process the application exceeds the deposit on file, additional funds must be deposited by the applicant. A final accounting for this project will be prepared following the City Council's decision on the project and if needed, a request for additional funds will be provided to the applicant. Should additional funds be required, the applicant shall submit a check or money order, payable to the City of Lake Forest, for the additional funds within 30 days, or prior to issuance of any permits for the project, whichever is earlier. (PLNG _____)
9. The Area Plan is intended as a document to guide the growth of a geographical area. The Area Plan shall not supersede any portions of the Municipal Code or the Planned Community Text, unless the Municipal Code or the Planned Community Text permits exceptions. When there is a conflict between the Area Plan, the Planned Community Text and the Municipal Code, the more restrictive regulation shall prevail.
10. Development of the property detailed in the Area Plan is contingent upon the approval of Tentative Tract Map 16466 by the City Council.
11. Changes to the Area Plan, particularly Chapter 11, Public Facilities Phasing and Financing Plan, may necessitate changes to Tentative Tract Map 16466 and associated conditions. Whenever possible, changes to the Area Plan and TTM shall be processed concurrently. (PW/ENG _____)
12. The development of the property detailed in the Area Plan shall be in accordance with any and all conditions associated with Tentative Tract Map 16466, and any subsequent maps, and mitigation measures from the Shea / Baker Ranch Supplemental Environmental Impact Report (SCH#2004071039).

PASSED, APPROVED AND ADOPTED this 15th day of May, 2012 by the following vote, to wit:


KATHRYN MCCULLOUGH
MAYOR

Resolution No. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LAKE FOREST, CALIFORNIA, APPROVING TENTATIVE TRACT MAP 16466 FOR THE SHEA / BAKER RANCH DEVELOPMENT, LOCATED IN THE NORTHWESTERN PORTION OF THE CITY OF LAKE FOREST AND BOUND BY THE BORREGO CANYON WASH TO THE WEST, COMMERCENTRE DRIVE TO THE SOUTH, BAKE PARKWAY TO THE SOUTHEAST, AND RANCHO PARKWAY TO THE NORTH. (ASSESSOR'S PARCEL NUMBERS 610-421-07 through 09; 610-422-01; 610-431-01 through 12; 410-432-01 through 17; 612-132-01 and 612-134-05)

WHEREAS, on February 16, 2011, Shea / Baker Ranch Associates, applicant and property owner, filed applications for approval of a Tentative Tract Map and an Area Plan for the development of a 386.8-acre site ("Property") located in the northwestern portion of the City of Lake Forest and bound by the Borrego Canyon Wash to the west, Commercentre Drive to the south, Bake Parkway to the southeast, and Rancho Parkway to the north ("Project"); and

WHEREAS, the Property was part of the City of Lake Forest Opportunities Study, which amended the General Plan and rezoned five properties previously included in the 65 dB CNEL Noise Contour depicted in the Airport Environs Land Use Plan as it existed prior to 2005, to allow for residential development; and

WHEREAS, on June 3, 2008, the City Council certified a Program Environmental Impact Report (SCH #2004071039), and adopted a Mitigation Monitoring Program and Statement of Overriding Considerations for the Opportunities Study Area ("OSA PEIR"); and

WHEREAS, on July 6, 2010, the City adopted an Addendum to the OSA PEIR for the General Plan Amendment (GPA 5-10-1233) and Zone Change (ZC 5-10-1234) for the Shea / Baker Ranch site that was consistent with the previously analyzed OSA PEIR; and

WHEREAS, the City Council approved General Plan Amendment 5-10-1233, which changed the General Plan Designation for the project site from Business Park to Low, Low-Medium, and Medium Density Residential and Mixed Use, and became effective on October 20, 2010; and

WHEREAS, the City Council approved Zone Change 5-10-1234, which changed the zoning for the project site from Urban Activity to Residential and Mixed Use, and became effective on October 20, 2010; and

WHEREAS, on July 20, 2010, the City Council adopted an ordinance approving a development agreement (recorded on October 20, 2010 by the Orange County Clerk as document number 2010000551280) between the City of Lake Forest and Shea / Baker Ranch Associates, LLC (“Development Agreement”) for the development of the Property; and

WHEREAS, section 8.5.1 of the Development Agreement requires that an area plan (as part of the “First Tentative Map Submittal Package”) be approved in conjunction with approval of the Tentative Tract Map for the Property, to guide the development of the Project; and

WHEREAS, Area Plan 2-11-1732 is intended to satisfy the aforementioned Development Agreement requirement, and guide the development of the Project; and

WHEREAS, Tentative Tract Map 16466 proposes the subdivision of the Property in accordance with the Planning Areas and future development described in the Area Plan; and

WHEREAS, Chapter 7.05 of the Lake Forest Municipal Code requires that the Planning Commission review all tentative tract maps, and section 8.5.3 of the Development Agreement requires the First Tentative Map for the Project to be approved by the City Council. In accordance with these requirements, the Planning Commission will review and provide a recommendation to the City Council; and

WHEREAS, on March 30, 2012, the City gave public notice of the public hearing on Area Plan 2-11-1732 and Tentative Tract Map 16466 by advertisement in a newspaper of general circulation, posted the public notice at City Hall and the El Toro and Foothill Ranch branches of the public library, and mailed the notice to all property owners within 300 feet of the project boundary; and

WHEREAS, on April 12, 2012, the Planning Commission conducted a duly-noticed public hearing to consider Area Plan 2-11-1732 and Tentative Tract Map 16466, and the Draft Supplemental Environmental Impact Report for the

Project SCH #2004071039 (“DSEIR”), at which time interested persons had opportunities to testify in support of or against, and the Planning Commission had opportunities to consider Area Plan 2-11-1732, Tentative Tract Map 16466, and the DSEIR; and

WHEREAS, the Planning Commission, after carefully considering all pertinent testimony and the staff report offered in the case as presented at the public hearing, adopted a resolution to recommend that the City Council approve Tentative Tract Map 16466; and

WHEREAS, on May 4, 2012, the City gave public notice of the City Council public hearing on Tentative Tract Map 16466 by advertisement in a newspaper of general circulation, posted the public notice at City Hall and the El Toro and Foothill Ranch branches of the public library, and mailed the notice to all property owners within 300 feet of the project boundary; and

WHEREAS, on May 15, 2012, the City Council conducted a duly-noticed public hearing to consider Tentative Tract Map 16466, and Area Plan 2-11-1732, and the Supplemental Environmental Impact Report for the Project, at which hearing members of the public were afforded an opportunity to comment upon Tentative Tract Map 16466.

NOW THEREFORE, THE CITY COUNCIL OF THE CITY OF LAKE FOREST DOES RESOLVE, DETERMINE, FIND AND ORDER AS FOLLOWS:

SECTION 1. TENTATIVE TRACT MAP FINDINGS. Based on consideration of the entire record before it, the Lake Forest City Council hereby finds as follows:

1. The proposed map is consistent with the General Plan.

The site has General Plan land use designations of Low, Low-Medium, and Medium Density Residential, allowing for development of 2-7 dwelling units per acre, 7-15 dwelling units per acre, and 15-25 dwelling units per acre, respectively. A portion of the site is also designated Mixed-use, which allows for up to 43 dwelling units per acre. The Shea / Baker Ranch Area Plan proposes development scenarios are within the designated densities and are therefore, consistent with the General Plan land use designation.

The Tentative Tract Map proposes 2,379 homes, within the range of a maximum of 2,815 homes permitted through the recorded Development Agreement and within the allowable density in the General Plan for the respective land use designations, as follows:

- The homes proposed for the Low Density Residential designation are at 3.8 to 5.2 dwelling units per acre; land use designation is at 2 - 7 units per acre.*
- The homes proposed for the Low-Medium Density Residential land use designation are at 5.3 to 10.6 units per acre; land use designation is at 7-15 units per acre.*
- The homes proposed for the Medium Density Residential land use designation are at 7.2 to 15.6 units per acre; land use designation is at 7 to 15 units per acre.*

All are within the permitted density ranges. Therefore, the proposed map is consistent with the General Plan.

2. The design and improvement of the proposed subdivision is consistent with the General Plan.

The design and improvement of the proposed development is consistent with the General Plan, including Goal 3.0 and Policies 3.1, 3.2, and 3.3, which generally recommend that new developments be compatible with the community, that developments fit within settings, that residential neighborhoods within Lake Forest are preserved and enhanced, and ensuring that necessary services can be provided.

The Area Plan is a framework for the implementation of the applicable General Plan policies. The Area Plan contains a community vision statement, development regulations, design guidelines, and policies which govern the project site in accordance with the General Plan policies. The Tentative Tract Map is consistent with the General Plan and implements the Area Plan, by providing for the development of required infrastructure, such as streets, water, sewer, and storm drainage, to serve the future Planning Areas. There are not existing adjacent residential areas that would be affected by the Project. Therefore, the Tentative Tract Map is consistent with the General Plan.

3. The site is physically suitable for the proposed type of development.

As addressed in the OSA PEIR and the grading plans submitted with the Tentative Tract Map, the geology and the physical characteristics of the site are able to accommodate the proposed number of lots, dwelling units, future streets, site landscaping, and open spaces while complying with all applicable development regulations, such as street widths, lot sizes, and requirements for parks in the City Subdivision and Zoning Ordinances, adopted street standards, and development standards in the Baker Ranch Planned Community Text.

4. The requirements of the California Environmental Quality Act have been satisfied.

The requirements of the California Environmental Quality Act have been satisfied in that a Modified Initial Study and Supplemental Environmental Impact Report were prepared for the Shea / Baker Ranch project, including the Area Plan and Tentative Tract Map, and the City Council has certified the Shea / Baker Ranch Supplemental EIR. As provided in Government Code Section 66474.01, the OSA PEIR identified certain impacts that could not be feasibly mitigated and the Planning Commission recommended the adoption of a Statement of Overriding Considerations as provided in Planning Commission Resolution No. 2012-05.

5. The site is suitable for the proposed density of development.

The approximately 387-acre site has General Plan land use designations of Low, Low-Medium, and Medium Density Residential, allowing for development of 2-7 dwelling units per acre, 7-15 dwelling units per acre, and 15-25 dwelling units per acre, respectively. A portion of the site is also designated Mixed-use, which allows for up to 43 dwelling units per acre. The Shea / Baker Ranch Area Plan proposes development scenarios are within the designated General Plan densities.

The Tentative Tract Map subdivides the project site in accordance with the development scenarios within the Area Plan. The Tentative Tract Map is required to comply with the Area Plan, which requires that appropriate infrastructure be provided to support the development. Therefore, the site is suitable for the proposed density of development.

6. The design of the subdivision and the proposed improvements are not likely to cause substantial environmental damage or substantial and avoidable injury to fish or wildlife or their habitat.

The proposed subdivision is located on land that has largely been previously graded and/or used as temporary farmland and growing operations. While the proposed subdivision is located adjacent to Borrego Canyon Wash, which has experienced erosion over the past several decades, the development will not drain directly into the wash. Post development drainage will enter storm drains on Bake Parkway, which discharge into Serrano Creek, and Alton Parkway storm drains, which discharge into the Borrego Canyon Wash. The Opportunities Study Area Program Environmental Impact Report, Alton Parkway Environmental Impact Report, and Shea / Baker Ranch Supplemental Environmental Impact Report identified coastal sage scrub that will be affected by development, and as such, the project will comply with the applicable mitigation measures contained in the regulatory permits pertaining to the removal of native vegetation. As a result of those measures, all impacts to wildlife and habitat will be mitigated to less than significant levels.

7. The design of the subdivision and the proposed improvements are not likely to cause serious public health problems.

The design of the subdivision and the proposed improvements are in compliance with all required standards. The subdivision proposes recreational facilities and adequate infrastructure to support proposed uses. In addition, the project, as conditioned, are required to be in compliance with all applicable State, County, and City design, building, and other safety related laws, codes, and regulations, including, but not limited to, the Uniform Building Code and Uniform Fire Code. Furthermore, the proposed subdivision and related development have not been designated as a hazardous or ultra hazardous use, will not involve the generation, disposal, use, release, or transportation of a significant amount of toxic or hazardous substances, and will not create noxious or offensive odors. Therefore, it is not anticipated that the proposed subdivision will cause serious health problems.

8. The design of the subdivision and the proposed improvements will not conflict with easements of record or established by court judgment or acquired by the public at large for access through or use of property within the proposed subdivision; or, if such easements exist, that alternate easements for access or for use will be provided and these will be substantially equivalent to ones previously acquired by the public.

Review of the proposed subdivision has revealed that there are no easements for the purposes of providing access through, or public use of, the property. In the case of previously recorded easements no longer proposed for their originally-intended use, those easements will be quitclaimed. Because the subdivision involves future parks open to the public and a potential affordable housing site, necessary easements will be created to allow for public access in perpetuity. Therefore, design of the subdivision and proposed improvements will not conflict with such easements of record.

9. The design and improvement of the proposed subdivision are suitable for the uses proposed and the subdivision can be developed in compliance with the applicable zoning regulations pursuant to Section 7.05.055.

The design and improvement of the proposed subdivision has been reviewed and found to be in compliance with the applicable zoning regulations in the Baker Ranch Planned Community Text, including street widths, street grades, and lot sizes.

10. The subdivision is not located in a fee area or, if located in a fee area, the subdivider has met the requirements for payment of the applicable fees or the subdivision would not allow development of a project which would contribute to the need for the facility for which a fee is required.

The subdivision is located in the Foothill Circulation Phasing Area, Foothill Transportation Corridor, and Santiago Canyon fee areas. Furthermore, per the executed Development Agreement and applicable City and County regulations, the developer is required to pay certain development impact fees prior to the construction of any homes. Therefore, the subdivision would not allow the development of a project which would contribute a need for facilities for which the project has not paid.

11. The discharge of waste from the proposed subdivision into the existing sewer system would not result in a violation of the existing requirements of the Regional Water Quality Control Board pursuant to Division 7 of the Water Code.

The OSA PEIR addressed the water quality impacts of the Project in Section 3.8. No impacts on the existing sewer system from the development on the Project were identified.

SECTION 2. CITY COUNCIL ACTIONS. Based on the Staff Report, all written and oral comments and testimony presented, and the aforementioned

findings, the City Council hereby approves Tentative Tract Map 16466, subject to the following conditions:

**Tentative Tract Map 16466
Conditions of Approval**

Conditions of Approval are divided into the following sections:

| | |
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Note: Mitigation Measures from the Shea/Baker Supplemental EIR have been incorporated, and modified from the OSA PEIR where appropriate for the project, into the following conditions of approval and are referenced by numbers corresponding to the measures identified in the SEIR or the OSA PEIR, when carried forward.

Notes:

1. *The Public Facilities Phasing and Financing Plan from the Shea / Baker Ranch Area Plan is incorporated as Exhibit A.*
2. *The Planning Areas referenced in these conditions of approval are defined in the Shea / Baker Ranch Area Plan.*
3. *The term “developer” shall apply to any and all subsequent master or merchant builders, owners, or applicants for subsequent development projects.*

GENERAL CONDITIONS

1. The developer shall indemnify, protect, defend, and hold the City, and/or any of its officials, officers, employees, agents, departments, agencies, authorized volunteers, and instrumentalities thereof, harmless from any

| Division Codes | | Other Codes | |
|----------------|---------------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | EIR | - Environmental Impact Report |
| CS | - Community Services | MM | - Mitigation Measure |
| PLNG | - Planning Division | OSA | - Opportunities Study Area |
| OCFA | - Orange County Fire Authority | PEIR | - Program EIR |
| PW/ENG | Public Works/ Engineering Division | RW | - Retaining Wall Design Guidelines |
| | | AQ | - Air Quality |
| | | BIO | - Biological Resources |
| | | CR | - Cultural Resources |
| | | GCC/GHG | - Greenhouse Gases |
| | | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

and all claims, demands, lawsuits, writs of mandamus, and other actions and proceedings (whether legal, equitable, declaratory, administrative or adjudicatory in nature), and alternative dispute resolution procedures (including, but not limited to arbitrations, mediations, and other such procedures), judgments, orders, and decisions (collectively "Actions"), brought against the City, and/or any of its officials, officers, employees, agents, departments, agencies, authorized volunteers, and instrumentalities thereof, that challenge, attack, or seek to modify, set aside, void, or annul, any action of, or any permit or approval issued by the City and/or any of its officials, officers, employees, agents, departments, agencies, and instrumentalities thereof (including actions approved by the voters of the City) for or concerning the project, whether such Actions are brought under the Ralph M. Brown Act, California Environmental Quality Act, the Planning and Zoning Law, the Subdivision Map Act, Community Redevelopment Law, Code of Civil Procedure Sections 1085 or 1094.5, or any other federal, state, or local constitution, statute, law, ordinance, charter, rule, regulation, or any decision of a court of competent jurisdiction. It is expressly agreed that the City shall have the right to approve, which approval will not be unreasonably withheld, the legal counsel providing the City's defense, and that developer shall reimburse City for any costs and expenses directly and necessarily incurred by the City in the course of the defense. City shall promptly notify the developer of any Action brought and City shall cooperate with developer in the defense of the Action. This condition is intended to reflect and implement Section 11.2 of the Development Agreement between the City and the developer. It shall not be interpreted to expand, change, or in any way modify the respective rights of the parties under Section 11.2.

2. Approval of Tentative Tract Map 16466 shall expire at the end of term of the Development Agreement in accordance with section 7.8.1 of the Development Agreement and section 66452.6(a)(1) of the Government Code. (PLNG _____)
3. Within five (5) business days of the approval of the project by the City

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Council, the developer shall deliver to the Development Services Department a check payable to the County Clerk, in the amount of fifty dollars (\$50.00) for the County administrative filing fee, to enable the City to file the Notice of Determination required under Public Resources Code Section 21152 and 14 Cal. Code of Regulations 15075. (PLNG_____)

4. The project shall be developed and maintained in substantial compliance with Area Plan 2-11-1732 and Tentative Tract Map 16466 approved by the City Council on _____, 2012 and on file with the City of Lake Forest Development Services Department. Minor modification or changes to the Tentative Tract Map shall be in accordance with Chapter 7.05 of the Lake Forest Municipal Code, the Subdivision Map Act and Chapter 7.7 of the Development Agreement.
(PLNG _____) (PW/ENG_____)
5. The developer shall comply in all respects with all terms and conditions of the Development Agreement, as recorded by the Orange County Clerk-Recorder's Office on October 20, 2010, as document number 2010000551280. (City Attorney_____) (PLNG _____)
6. The developer shall comply in all respects with all terms and conditions of any Implementing Agreement and/or Operating Memorandum to the Shea/Baker Ranch Development Agreement entered into by the developer/property owner and the City.(City Attorney_____) (PLNG _____)
7. Approval of this application shall not be interpreted to supplant or supersede, or to render inapplicable by omission of notice of non-compliance with, any provisions of the Development Agreement for the project. When a direct conflict is present between the conditions of approval contained herein and the Development Agreement, the Development Agreement shall prevail. Where the Development Agreement does not address a particular issue addressed in the conditions of approval, the conditions of approval shall prevail.
(City Attorney_____) (PLNG _____)
8. The approval of this Tentative Tract Map permits the development of up

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to 2,379 residential units. (PLNG _____)

9. The Planning Division processes discretionary applications on a deposit basis. Deposit funds are provided by applicants/developers to cover the actual costs associated with staff time and resources utilized in processing an application. If, at any time, the cost to process the application exceeds the deposit on file, additional funds shall be deposited by the applicant/developer. A final accounting for this project will be prepared following the City Council's decision on the project and if needed, a request for additional funds will be provided to the applicant within 10 business days. Should additional funds be required, the developer shall submit a check or money order, payable to the City of Lake Forest, for the additional funds within 30 days, or prior to issuance of a grading permit or a final map for the project, whichever is earlier. (PLNG _____)
10. The developer shall submit a monetary deposit to fund post-discretionary approval activity. Post-discretionary approval activity consists of any activity involving staff time to facilitate the processing of the project in accordance with approval documents, discretionary approvals, explanations of language, and subsequent coordination activities. This activity does not include review of grading or building plans, processing of Final Maps, subsequent development applications, or any other activity for which a processing fee or deposit is already collected. (PLNG _____)
11. The developer may file up to forty (40) phased final maps as part of the Project. (PW/ENG_____)
12. Changes to the Tentative Map 16466 may necessitate changes to the Shea / Baker Ranch Area Plan (AP 2-11-1732) and associated conditions. Whenever possible, changes to the Area Plan and TTM shall be processed concurrently. (PLNG _____) (PW/ENG_____)
13. Unless otherwise specified, references to building permits in this resolution do not include building permits for model homes. The number of model homes in a neighborhood shall be specified as part of the Site

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Plan for model home complex to be processed by the developer.
(PLNG _____)

14. The term “Site Development Permit” shall be treated as a “Site Plan” for the purposes of the Shea / Baker Ranch project and subject to regulations of the Baker Ranch Planned Community Text and the Shea / Baker Ranch Area Plan. (PLNG _____)

SUBSEQUENT DEVELOPMENT APPROVALS REQUIRED

15. For any subsequent development, a precise grading or building permit shall only be issued following approval of Site Plan, as referenced in the Baker Ranch Planned Community Text and Shea / Baker Ranch Area Plan (Area Plan 2-11-1732), for the corresponding residential development on Planning Areas 1A – 1L. Site Plans shall be in accordance with the Lake Forest Municipal Code, Baker Ranch Planned Community, Shea / Baker Ranch Area Plan and any applicable design guidelines, to be reviewed and decided upon in accordance with Section 1.4 of the Shea / Baker Ranch Area Plan. This condition is not intended to preclude future tentative tract or parcel maps to create smaller building sites or condominium parcels in any Planning Area. (PLNG _____)
16. In accordance with Section 8.23 of the Shea / Baker Ranch Development Agreement, each Site Plan for the project site shall either (a) comply with the Affordable Housing Implementation Plan or (b) provide evidence of dedication of the “Affordable Site”, as defined in the Shea / Baker Ranch Development Agreement. (PLNG _____)
17. Prior to construction of either the neighborhood parks or passive park, the developer shall obtain final approval of designs for that park from the Community Services Department, Public Works Department, and the Development Services Departments.
(CS_____) (PW/ENG_____) (PLNG_____)
18. Nothing in this resolution shall preclude the developer’s ability to further subdivide lots, provided that the proposed subdivision complies with all regulations of the Subdivision Map Act, Zoning Ordinance, Baker Ranch

| | | | |
|--|---------------------------------------|---------|----------------------------|
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| | | TT | - Traffic / Transportation |

Planned Community Text, and Shea / Baker Ranch Area Plan.
(PLNG _____) (PW/ENG_____)

19. Subsequent development approvals for future residential developments are not precluded from including conditions of approval relevant to the subsequent development proposal. Nothing in this resolution shall be superseded by resolutions for subsequent development approvals unless specifically identified. (PLNG _____)
20. Subsequent development approvals shall incorporate all applicable mitigation measures from the Shea / Baker Ranch Final Environmental Impact Report. (PLNG _____)
21. For model home site plans only, within 60 days after the termination of the use of the subject property as a model home/sales complex, the parking lot and temporary fencing shall be removed or revised as necessary to comply with the current applicable zoning regulations. Within six months following the removal of the parking lot improvement and trailer, the lots upon which the parking lot and trailer were situated shall be either planted with grass or improved with dwellings.
(OSA PEIR MMRP Aesthetics Model Home Complex Standard Condition of Approval: MHC1) (PLNG _____)
22. A condition of approval shall be placed on all Site Development Permit and/or Use Permit approvals for site-specific developments, which states: "Prior to issuance of a building permit, the applicant shall submit plans for shielding of all HVAC equipment to provide noise attenuation that will reduce noise from HVAC systems to 65 dBA or less when measured at 50 feet from the noise source." Noise MM-3 (OSA Program EIR Mitigation Measure MM 3.10-3). (PLNG _____)
23. Prior to the issuance of a Site Development Permit for new commercial and retail projects, site plans shall include prioritized parking for electric vehicles, hybrid vehicles, and alternative fuel vehicles. GHG MM-2 (OSA PEIR Mitigation Measure MM GCC3) (PLNG _____)
24. The developer shall demonstrate on conceptual landscape plans that new

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|--|---------------------------------------|---------|----------------------------|
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| PW/ENG - Public Works/Engineering Division | RW - Retaining Wall Design Guidelines | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

development will use reclaimed water for public and common area landscaping where available; install 50 percent native/drought-tolerant plant species in developer-installed landscaped areas; and utilize “smart” advanced capability controllers (e.g., Weather-Trac) to reduce water and energy consumption. GHG MM-5 (OSA PEIR Mitigation Measure MM GCC6) (PLNG _____)

25. Prior to approval of a Site Development Permit for new commercial, retail and industrial projects, site plans must incorporate any combination of the following strategies to reduce heat gain created by impervious areas:

- Utilizing shade trees in common area landscaping;
- Reducing the street widths to minimize impervious areas and reduce the use of asphalt;
- Utilizing light-colored and reflective roofing materials and paint;
- Incorporating bioswales where feasible in development areas to capture urban runoff and increase the amount of pervious surfaces.

GHG MM-6 (OSA PEIR Mitigation Measure MM GCC7) (PLNG _____)

26. A condition of approval shall be placed on all Site Development Permit and/or Use Permit approvals for site-specific developments, which states:

- Construction staging areas and operation of earth moving equipment on a project site shall be located more than 25 feet away from sensitive receptors (such as residences, schools, hospitals). If equipment will be operated within 25 feet of any sensitive receptor, the applicant shall prepare a construction plan which quantifies the anticipated vibration levels associated with the construction (in VdB) and the length of time the construction is to occur, and documents efforts to minimize impacts associated with groundborne vibration.
- The project contractor shall place all stationary construction equipment so that emitted noise is directed away from sensitive receptors nearest the project site.
- The construction contractor shall locate equipment staging in areas

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that will create the greatest distance practical between construction-related noise sources and noise-sensitive receptors such as residential uses nearest the project site during all project construction.

- The construction contractor shall obtain the City’s approval for its haul plan, with the planned haul truck routes avoiding residential areas to the extent feasible.

Noise MM-1 (OSA Program EIR Mitigation Measure MM 3.10-1).
(PLNG _____)

PRIOR TO ANY DEMOLITION ACTIVITIES

27. Prior to demolition of existing on-site structures, an asbestos survey shall be conducted by a qualified environmental professional to determine the presence or absence of asbestos. If present, asbestos removal shall be performed by a State-certified asbestos containment contractor in accordance with the Toxic Substance Control Act (TSCA), (15 U.S.C. Section 2601 et. seq.) Title 2 – Asbestos Hazard Emergency Response for handling asbestos. (Source: OSA PEIR, Legal Requirements for Hazards and Hazardous Materials) (BLDG_____)
28. If during demolition of the structures, paint is separated from the building material (e.g., chemically or physically), the paint waste shall be evaluated independently from the building material by a qualified environmental professional to determine its proper management. According to the Department of Toxic Substances Control, if paint is not removed from the building material during demolition (and is not chipping or peeling), the material may be disposed of as construction debris (a non-hazardous waste). The landfill operator shall be contacted in advance to determine any specific requirements they may have regarding the disposal of lead-based paint materials, if necessary. (Source: OSA PEIR, Legal Requirements for Hazards and Hazardous Materials) (BLDG_____)

PRIOR TO ROUGH GRADING PERMIT ISSUANCE (EACH PHASE)

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29. The developer shall prepare and submit a rough grading plan for the review and approval of the Director of Development Services, the Building Official, and the Director of Public Works/City Engineer showing new pads and elevations of finished grades, drainage routes, retaining walls, erosion control, slope easements, structural best management practices conforming to the approved water quality management plan, and other pertinent information. The developer shall also print all conditions of approval relevant to rough grading within the first four sheets of the rough grading plan. (PLNG _____) (BLDG_____) (PW/ENG_____)
30. If review of the grading plan for this property indicates significant deviation from the proposed grading illustrated on the approved tentative map, specifically with regard to slope heights, slope ratios, and pad elevations, size, and configuration, the plan shall be reviewed by the Director of Pubic Works/City Engineer for a finding of substantial conformance prior to the issuance of a grading permit. The Director of Pubic Works/City Engineer may refer the matter to the Planning Commission for a recommendation. Failure to achieve such a finding will require processing an amended tentative tract map or revisions to the grading plan to achieve substantial conformance. (PW/ENG _____) (PLNG _____)
31. In accordance with the City’s Retaining Wall Design Guidelines, the developer shall include the following submittal materials as part of the rough grading plans.
- a. All proposed retaining walls, including locations, heights and materials, shall be depicted on each applicable sheet of the project plans submitted to the City for review and approval. Wall heights shall be noted at changes in wall height, where height variations occur, and at regular intervals of sufficient frequency to fully describe the proposed wall. Measured wall heights to be noted include the full height (from the top of footing to the top of wall, the exposed face height, and the height from the daylight line to the top of the wall. Plans shall depict property lines and right-of-way lines, and shall be

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stamped and signed by a Civil Engineer registered in the State of California.

- b. Areas with building restrictions related to proposed retaining walls and geogrid fabric shall be clearly identified on the project plans.
- c. The developer shall submit a written narrative identifying and describing in detail the proposed means (e.g., CC&Rs) of ensuring the long-term maintenance of retaining walls which traverse multiple independently owned parcels, and/or walls under common ownership via a property owners association.
- d. Engineering studies, prepared by a California-registered professional engineer, demonstrating the technical appropriateness of the proposed wall for the project site, shall be submitted concurrent with the project plans. Required studies shall, at a minimum, address the following:
 - i. Geotechnical design parameters include seismic information and shear strength calculations.
 - ii. Whether onsite materials will be acceptable for backfill between any proposed geogrids, or if soil import is needed for wall construction.
 - iii. Recommendations for minimum setbacks from proposed walls to proposed structures, based on the design parameters of the proposed wall.
 - iv. Recommendations for restrictions on structures and improvements, including swimming pools, walls/fences and trees, within proximity of proposed retaining walls.

(PW/ENG____) (PLNG____)

32. In accordance with LFMC Section 8.30.090, the developer shall post security for the grading permit in an amount to be determined by the Building Official/City Engineer. The required amount must include items relating to hazardous conditions such as erosion and air/dust control, the

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cost of completing any Mechanically-Stabilized Earth (MSE) walls, provisions for landscaping as relating to slope stability, compliance with approved landscape plans, and contingency funds which must include an allowance for site maintenance. (BLDG _____) (PLNG _____)

33. All utilities serving the project shall be underground. (PW/ENG _____)

34. The developer shall conduct a final site-specific geotechnical investigation for the boundaries for the grading permit and prepare a report that fully assesses the geologic and soil conditions. As part of the report preparation, soil sampling and any geotechnical testing will be completed at locations where structures are to be erected. The report shall provide grading and structural design recommendations for avoiding liquefaction, subsidence or collapse for those locations. The report shall be consistent with the preliminary geotechnical study submitted during the Tentative Tract Map and environmental review process. The recommendations shall be included in the plans submitted to the City.
(PW/ENG) (BLDG _____)

35. The project shall adhere to geotechnical recommendations outlined in Chapter 3, Conclusion and Preliminary Recommendations, of the *Geotechnical Review of Tentative Tract Map 16466 and Geotechnical Review of the Western Edge of the Baker Ranch Development*, prepared by NMG Geotechnical dated March 2011 and August 2011 (for Borrego Canyon Wash), respectively. Recommendations shall be noted on project grading plans and building specifications for the proposed Tentative Tract Map and any future projects proposed within the Area Plan. Grading plans and building specifications shall be reviewed and approved by the Building Official and Director of Public Works.
(MM GEO-1 - Source: OSA PEIR, Legal Requirements for Geology, Soils and Mineral Resources) (PLNG_____)

36. The developer shall submit a complete hydrology and hydraulic study (including off-site areas affecting the development), prepared by a California-registered professional civil engineer, consistent with the use of the criteria of the Orange County Hydrology Manual, to the Director of

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Public Works/City Engineer for review and approval. The study shall be consistent with the study submittal during the Tentative Tract Map and environment review process. The study report shall determine potential stormwater runoff rates and peak flows for the City of Lake Forest and County of Orange design storms, as well as the 100-year storm for both existing and proposed project conditions. Sufficient detail shall be provided to develop the existing conditions and proposed project conditions potential hydrograph and timing of peak flows. The study report shall also include detailed drainage information indicating how the drainage conveyance systems including applicable swales, channels, street flows, catch basins, storm drains, and flood water retarding, in conjunction with the site grading, will allow building pads to be safe from inundation from rainfall runoff which may be expected from all storms up to and including the theoretical 100-year flood. The study report shall demonstrate that the effect of stormwater discharge to any City-, County-, or Other Agency-owned drainage or flood control facility as mitigated shall be designed and implemented to prevent post-construction stormflows from exceeding pre-construction volumes and rates.

(OSA PEIR MM 3.8-5.) (PW/ENG _____)

37. The developer shall submit storm drain plans, prepared by a California registered professional civil engineer, depicting proposed storm drain improvements for the project. All storm drain improvements shall comply with the Orange County Local Drainage Manual. (PW/ENG_____)
38. The developer shall demonstrate compliance with the project Water Quality Management Plan (WQMP) approved July 6, 2010. (PW/ENG_____)
39. The developer shall submit a proposed truck haul plan for the review and approval of the Director of Public Works /City Engineer, for the import and export of dirt, construction materials, vehicles, and equipment. The plan shall include the proposed route and hours of operation and a maintenance plan. (PW/ENG_____)
40. The developer shall include provisions on the grading plans that provide

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temporary fencing for construction sites and that fences be secured and maintained for the duration of the construction, to the satisfaction of the City Engineer. The configuration of construction fencing located at corners, driveways, or intersections shall not create view obstructions of traffic or pedestrians. (PLNG _____)

41. At least three business days prior to any lane closure, the construction contractor shall notify the Orange County Sheriff's Department (OCSD) and Orange County Fire Authority (OCFA), the City of Lake Forest Development Services Department, Public Works Department, and Traffic Engineering Manager of construction activities that would impede movement (such as road or lane closures) along roadways immediately adjacent to the development area, to allow for uninterrupted emergency access and maintenance of evacuation routes.
HAZ MM-2 (OSA PEIR MMRP Mitigation Measure 3.7-3)
(PW/ENG_____) (PLNG_____)
42. Per Government Code Section 66473.7(b)(1), the developer shall demonstrate that a sufficient water supply is available. This may be satisfied by demonstration that a verification of water supply has been provided by the Irvine Ranch Water District. (PLNG_____)
43. The developer shall require by contract specifications that all diesel-powered equipment used would be retrofitted with after-treatment products (e.g., engine catalysts) to the extent that it is readily available in the South Coast Air Basin. Contract specifications language shall be reviewed by the City prior to issuance of a grading permit.
(AQ MM-1) (OSA PEIR Mitigation Measure MM 3.3-1) (PLNG_____)
44. The developer shall require by contract specifications that alternative fuel construction equipment (i.e., compressed natural gas, liquid petroleum gas, and unleaded gasoline) and low-emission diesel construction equipment would be utilized to the extent that the equipment is readily available and cost effective in the South Coast Air Basin. Contract specification language shall be reviewed by the City prior to issuance of a grading permit. AQ MM-3 (OSA PEIR Mitigation Measure MM 3.3-3)

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(PLNG_____)

45. The developer shall require by contract specifications that construction equipment engines will be maintained in good condition and in proper tune per manufacturer’s specification for the duration of construction. Contract specification language shall be reviewed by the City prior to issuance of a grading permit. AQ MM-4 (OSA PEIR Mitigation Measure MM 3.3-4) (PLNG_____)
46. The developer shall require by contract specifications that construction-related equipment, including heavy-duty equipment, motor vehicles, and portable equipment, shall be turned off when not in use for more than five minutes. Contract specification language shall be reviewed by the City prior to issuance of a grading permit. AQ MM-5 (OSA PEIR Mitigation Measure MM 3.3-5) (PLNG_____)
47. The developer shall require by contract specifications that construction operations rely on the electricity infrastructure surrounding the construction site rather than electrical generators powered by internal combustion engines to the extent feasible. Contract specification language shall be reviewed by the City prior to issuance of a grading permit. AQ MM-6 (OSA PEIR Mitigation Measure MM 3.3-6) (PLNG_____)
48. The developer shall implement dust control measures consistent with SCAQMD Rule 403— Fugitive Dust during the construction phases of new project development. Contract specification language shall be reviewed for inclusion of this language by the City prior to issuance of a grading permit. The following actions are currently recommended to implement Rule 403 and have been quantified by the SCAQMD as being able to reduce dust generation between 30 and 85 percent depending on the source of the dust generation:
- Apply water and/or approved nontoxic chemical soil stabilizers according to manufacturer’s specification to all inactive construction areas (previously graded areas that have been inactive for 10 or more

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days)

- Replace ground cover in disturbed areas as quickly as possible
- Enclose, cover, water—three times daily, or apply approved chemical soil binders to exposed piles with 5 percent or greater silt content
- Water trucks will be utilized on the site and shall be available to be used throughout the day during site grading to keep the soil damp enough to prevent dust being raised by the operations. Water active grading sites at least twice daily
- Suspend all excavating and grading operations when wind speeds (as instantaneous gusts) exceed 25 miles per hour over a 30-minute period
- All trucks hauling dirt, sand, soil, or other loose materials are to be covered or should maintain at least two feet of freeboard (i.e., minimum vertical distance between top of the load and the top of the trailer), in accordance with Section 23114 of the California Vehicle Code
- Sweep streets at the end of the day
- Install wheel washers where vehicles enter and exit unpaved roads onto paved roads, or wash off trucks and any equipment leaving the site each trip on a gravel surface to prevent dirt and dust from impacting the surrounding areas.
- Apply water three times daily or chemical soil stabilizers according to manufacturers’ specifications to all unpaved parking or staging areas or unpaved road surfaces
- Post and enforce traffic speed limits of 15 miles per hour or less on all unpaved roads

AQ MM-7 (OSA PEIR Mitigation Measure MM 3.3-7) (PLNG_____)

49. The Applicant shall retain a qualified, permitted biologist to confirm the presence and quantity of coastal sage scrub habitat located on the project site. If coastal sage scrub habitat is found to be located on the project

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site, the Applicant shall submit proof to the Director of Development Services that in-lieu fees have been paid to the County of Orange Central/Coastal Natural Communities Conservation Plan (NCCP) Reserve.

The Applicant shall also demonstrate to the satisfaction of the Director of Development Service compliance with the following NCCP construction impact avoidance measures or such measure in effect at the time of construction:

1. To the maximum extent practicable, no grading of CSS habitat that is occupied by nesting gnatcatchers will occur during the breeding season (February 15 through July 15). It is expressly understood that this provision and the remaining provisions of these “construction-related minimization measures,” are subject to public health and safety considerations. These considerations include unexpected slope stabilization, erosion control measures and emergency facility repairs. In the event of such public health and safety circumstances, landowners or public agencies/utilities will provide USFWS/CDFG with the maximum practicable notice (or such notice as is specified in the NCCP/HCP) to allow for capture of gnatcatchers, cactus wrens and any other CSS Identified Species that are not otherwise flushed and will carry out the following measures only to the extent as practicable in the context of the public health and safety considerations.

2. Prior to the commencement of grading operations or other activities involving significant soil disturbance, all areas of CSS habitat to be avoided under the provisions of the NCCP/HCP, shall be identified with temporary fencing or other markers clearly visible to construction personnel. Additionally, prior to the commencement of grading operations or other activities involving disturbance of CSS, a survey will be conducted to locate gnatcatchers and cactus wrens within 100 feet of the outer extent of projected soil disturbance activities and the locations of any such species shall be clearly marked and identified

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on the construction/grading plans.

3. A monitoring biologist, acceptable to USFWS/CDFG will be on site during any clearing of CSS. The landowner or relevant public agency/utility will advise USFWS/CDFG at least seven (7) calendar days (and preferably fourteen (14) calendar days) prior to the clearing of any habitat occupied by Identified Species to allow USFWS/CDFG to work with the monitoring biologist in connection with bird flushing/capture activities. The monitoring biologist will flush identified Species (avian or other mobile Identified Species) from occupied habitat areas immediately prior to brush-clearing and earth-moving activities. If birds cannot be flushed, they will be captured in mist nets, if feasible, and relocated to areas of the site to be protected or to the NCCP/HCP Reserve System. It will be the responsibility of the monitoring biologist to assure that Identified bird species will not be directly impacted by brush-clearing and earth-moving equipment in a manner that also allows for construction activities on a timely basis.
4. Following the completion of initial grading/earth movement activities, all areas of CSS habitat to be avoided by construction equipment and personnel will be marked with temporary fencing or other appropriate markers clearly visible to construction personnel. No construction access, parking or storage of equipment or materials will be permitted within such marked areas.
5. In areas bordering the NCCP reserve system or Special Linkage/Special Management areas containing significant CSS identified in the NCCP/HCP for protection, vehicle transportation routes between cut-and-fill locations will be restricted to a minimum number during construction consistent with project construction requirements. Waste dirt or rubble will not be deposited on adjacent CSS identified in the NCCP/HCP for protection. Preconstruction meetings involving the monitoring biologist, construction supervisors and equipment operators will be conducted and documented to

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ensure maximum practicable adherence to these measures.

6. CSS identified in the NCCP/HCP for protection and located within the likely dust drift radius of construction areas shall be periodically sprayed with water to reduce accumulated dust on the leaves as recommended by the monitoring biologist.

BIO MM-2 (OSA Program EIR Mitigation Measure 3.4-2). (PLNG_____)

50. Prior to issuance of a grading permit for any site within the Project Area, a qualified archaeologist shall be retained by the applicant for that grading permit to provide professional archaeological services. The archaeologist shall be present at the pre-grading conference to establish procedures for archaeological resource surveillance. Those procedures shall include provisions for temporarily halting or redirecting work to permit sampling, identification and evaluation of resources deemed by the archaeologist to potentially be historical resources or unique archaeological resources under CEQA. If, before grading, any portions of the property subject to the grading permit have been identified as sites, which may have such resources present and may be impacted by development, the archaeologist shall conduct a site survey and records search and such further examinations as may be needed to assess the significance of the resources. If the archaeological resource is determined to be a unique archaeological resource, options for avoidance or preservation in place shall be evaluated and implemented if feasible. In the event that avoidance or preservation in place is infeasible and the archaeologist determines that the potential for significant impacts to such resources exists, a data recovery program shall be expeditiously conducted. The archaeologist also shall conduct on-site archaeological monitoring for the grading operation. Should historical resources or unique archaeological resources be discovered during the grading operation, grading activities shall be modified to allow expeditious and proper analysis and/or salvage of the resources. Disposition of the resources shall be within the discretion of the City of Lake Forest. If prehistoric archaeological sites (not isolates) are discovered during monitoring of earthmoving, Native

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American representatives shall be retained to observe activities and shall contribute to discussion of any treatment proposed.

The qualified archaeologist retained shall prepare monthly progress reports to be filed with the site developer(s) and the City of Lake Forest.

Artifacts recovered shall be prepared, identified, and catalogued before donation to the accredited repository designated by the City of Lake Forest. State of California Guidelines for the Curation of Archaeological Collections shall be consulted regarding the treatment of recovered artifacts. Any artifacts determined to be insignificant shall be offered to local schools for use in educational programs.

The qualified archaeologist retained shall prepare a final report to be filed with the site developer(s), the City of Lake Forest, and the South Central Coastal Information Center. The report shall include a list of specimens recovered, documentation of each locality, interpretation of artifacts recovered and shall include all specialists' reports as appendices.

CR MMs- 1-4 (OSA P EIR Mitigation Measure 3.5-1-4) (PLNG_____)

51. Before issuance of a grading permit, a qualified paleontologist shall be retained by the site developer(s) to provide professional paleontological services. Prior to commencement of construction, the paleontologist will develop a research design, based on current information, which will include specific research questions and what types of data (fossils, micropaleontological analysis, etc) will permit those questions to be answered. The research design should be sufficient to ensure that future fossils recovered can be placed into a regional context and contribute new information to science. During grading activities, the qualified paleontologist shall conduct on-site paleontological monitoring for the project site. Monitoring shall include inspection of exposed surfaces and microscopic examination of matrix to determine if fossils are present. The monitor shall have authority to divert grading away from exposed fossils temporarily in order to recover the fossil specimens. Cooperation and assistance from on-site personnel will greatly assist timely resumption of

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work in the area of the fossil discovery. Fossil localities discovered require specific information be recorded on location and elevation of fossils, taking of samples for analysis, stratigraphic column be developed and fossils must be identified by qualified experts.

The qualified paleontologist retained shall prepare monthly progress reports to be filed with the site developer(s) and the City of Lake Forest.

Fossils recovered shall be prepared, identified, and cataloged before donation to an accredited repository designated by the City of Lake Forest. The principal paleontologist will develop a research design to place newly and previously discovered fossils from the project area into a regional context and will specifically include research questions to be answered during fossil recovery work.

The qualified paleontologist retained shall prepare a final report to be filed with the site developer(s) and the City of Lake Forest. The report shall include a list of specimens recovered, documentation of each locality, interpretation of fossils recovered and shall include all specialists' reports as appendices. CR MM-5-8 (OSA PEIR Mitigation Measure 3.5-5-8)
(PLNG_____)

52. Site developer(s) shall be responsible for providing evidence to the City and the OCFA prior to the issuance of grading permits that water pressure is adequate for fire-fighting purposes.
HAZ MM-4 (OSA PEIR MMRP Mitigation Measure 3.7-5). (OCFA_____)
53. Prior to the issuance of a grading permit, the applicant shall demonstrate to the Building Official that coverage has been obtained under California's General Permit for Storm Water Discharge Associated with Industrial Activity by providing a copy of the Notice of Intent (NOI) submitted to the State Water Resources Control Board and a copy of the subsequent notification of the issuance of a Waste Discharge Identification (WDID) Number to the Building Official. Prior to the issuance of a grading permit, the applicant shall submit to the Building Official for review and approval a Stormwater Pollution Prevention Plan (SWPPP). A copy of the approved

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SWPPP shall be kept at the project site and available for review upon request. *(OSA PEIR MMRP Drainage/Flood/NPDES Standard Conditions of Approval DFN2)* (PW/ENG____) (BLDG____)

54. Prior to the issuance of a grading permit, the applicant shall produce written evidence, or other evidence deemed reasonably acceptable by the Director of Development Services, that all construction vehicles or equipment, fixed or mobile, operated within 1,000 feet of any residential dwelling unit shall be equipped with properly operating and maintained mufflers. *(OSA PEIR MMRP Noise Standard Condition N2)* (PLNG____)
55. Prior to issuance of a grading permit, the applicant shall obtain approval of the Fire Chief for all fire protection access roads within 150 feet of all portions of the exterior of every structure on the site. The site plan shall indicate existing and any proposed fire hydrants. The site plan shall indicate the locations of the existing and/or proposed fire lane markings. Please contact the OCFA at (714) 573-6100 or visit the OCFA website to obtain a copy of the "Guidelines for Emergency Access." *(OSA PEIR MMRP Fire Protection Standard Conditions of Approval F1)* (OCFA____)
56. Prior to the issuance of a grading permit, the applicant shall submit construction details for any access gate to the Fire Chief for review and approval. The Fire Chief will approve the construction details if the Chief reasonably determines that the construction details are in compliance with the Uniform Fire Code and such other Federal, State, and Local laws, regulations, ordinances, standards, and policies as are applicable. *(OSA PEIR MMRP Fire Protection Standard Conditions of Approval F2)* (OCFA____)

PRIOR TO ROUGH GRADING PERMIT ISSUANCE (2nd Phase)

57. Per the requirements of LPMC 8.03.090, the developer shall post financial security for Phase 2 rough grading. Developer shall also post security for the Borrego Canyon Wash improvements (including but not limited to,

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grading, installation of box-culvert, restoration of Wash bottom to 2002 profile, revegetation of the Wash, construction of access road for box-culvert, installation of flow diverter upstream of box culvert, outlet structure downstream of box culvert to the Borrego Canyon Wash, and energy dissipaters). (PW/ENG_____) (BLDG_____)

58. Prior to approval of the Project plans and specifications, the City of Lake Forest Director of Public Works, or designee, shall confirm that the plans and specifications stipulate that the Project site will be adequately protected from the 100-year storm, will not adversely impact downstream properties, and is designed in conformance with applicable City and OCFCD requirements. (*Alton Parkway Extension EIR No. 583, MMRP Project Design Features, Standard Conditions and Mitigation Measures*) SC 3-3b (PW/ENG_____)
59. Per Section E.2.e of Exhibit B in the Shea / Baker Ranch Development Agreement, the developer shall submit a Road Closure Plan pertaining to the closure of Alton Parkway during Phase 2 of grading. Per LFMC Section 14.08.090, road closures must be authorized by the City Council. (PW/ENG_____)
60. The developer shall demonstrate that a request has been submitted to FEMA for a Conditional Letter of Map Revision (CLOMR), requesting the removal of the western portion of the property from its current flood plain designation. (PW/ENG_____)

PRIOR TO APPROVAL OF ANY FINAL TRACT MAPS FOR FINANCE AND CONVEYANCE (“A” MAP AS DEFINED IN THE DEVELOPMENT AGREEMENT)

61. The following statements shall be included on each sheet of a proposed tract map for finance and conveyance purposes.
 - a. “The lots created by the recordation of this tract map are for financing/conveyance purposes only and are not legal building lots.”
 - b. “Lots are subject to approved SBRA Area Plan (2-11-1732), TTM 16446, and associated conditions.” (PW/ENG_____)

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| PW/ENG Public Works/Engineering Division | RW - Retaining Wall Design Guidelines | HAZ | - Hazardous Materials |
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**PRIOR TO APPROVAL OF ANY FINAL TRACT MAPS FOR
DEVELOPMENT (“B” MAP AS DEFINED IN THE DEVELOPMENT
AGREEMENT)**

62. The developer shall dedicate, construct, or enter into a Subdivision Improvement Agreement and post security in a manner meeting the approval of the Director of Public Works/City Engineer guaranteeing the dedication and construction of the following public improvements applicable to this subdivision:
- a. Public street improvements including, but not limited to: pavement, curb and gutter, sidewalks, parkways, streets, medians, roundabouts, cul-de-sacs, drive approaches, landscaping for parkways, slopes, and medians, street lighting, signing, striping, and ADA ramps.
 - b. The following project-specific public improvements:
 - i. Traffic signals
 - ii. Streets
 - iii. On-site and off-site storm drain facilities, including water quality/detention basins.
 - iv. Sewer, reclaimed and/or domestic water systems as required by the appropriate sewer and water districts as well as the Orange County Fire Authority when appropriate.
 - v. The installation and completion of landscaping and computerized irrigation control system on all site perimeter landscaped areas, including slopes, areas above and below retaining walls, and public parkways, as indicated on the approved landscape plan.
 - vi. Installation of street light poles, luminaries, conduits and cable to the satisfaction of the Director of Public Works/City Engineer and the Southern California Edison Company.
 - vii. Monumentation.

Plans for improvements, including proposed and relocated utility lines, shall be prepared by a California-registered professional civil engineer and shall be prepared on 24” x 36” sheets. Plans shall be reviewed and approved by the Director of Public Works/City Engineer based on the

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City's ordinances, standards, and policies, including, but not limited to, those design and construction standards adopted by the City or otherwise reasonably determined by the Director to be applicable to the project. Plans for signing, striping, and other traffic control devices shall be reviewed and approved by the City Traffic Engineering Manager. Water improvement plans shall be reviewed and approved by the Fire Marshal and the Irvine Ranch Water District. The water distribution system and appurtenances shall conform to the applicable laws and adopted regulations enforced by the Orange County Health Department. Domestic water, sewer and reclaimed water improvement plans shall be reviewed and approved by the Irvine Ranch Water District. These plans shall also be approved by the City Engineer for construction within the public right-of-way. Encroachment permits are required for any work within the City's right-of-way. (PW/ENG _____)

63. Developer shall provide to the Public Works Department for review a preliminary Title Report no older than 60 days from the final tract map submittal date. The owner's name in the report shall match the name under the Owner's Certificate section of the final map. (PW/ENG _____)
64. Any final map requested by the developer shall have completed, or posted security for completion of, any on- and off-site infrastructure serving the area to the satisfaction of the Director of Public Works/City Engineer and the Director of Development Services. (PW/ENG _____)
65. Any easement that lies within or crosses rights-of-way proposed to be deeded or dedicated to the City, shall be subordinated to the City prior to City acceptance of the rights-of-way, unless otherwise exempted by the Director of Public Works/City Engineer based on the City's ordinances, standards, and policies, including, but not limited, to those design and construction standards adopted by the City or otherwise reasonably determined by the Director to be applicable to the project. (PW/ENG _____)
66. The developer shall prepare a Buyer's Notice and Disclosure statement for all future buyers and/or residents regarding all of the following

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applicable nearby features: FAA Property/ FBI Firearms Training Facility, State Route 241, Concrete Plant, Borrego Canyon Wash, Major Roads (Alton Parkway, Rancho Parkway, Bake Parkway, Dimension Drive), James A. Musick Facility, Community Park, Linear Parks, Neighborhood Parks, and the general characteristics associated with these uses, including lights, noise, traffic, and/or parking. The presence of geogrid fabric for the mechanically-stabilized earth (MSE) walls on each property shall also be disclosed. The disclosure shall be reviewed by the Director of Development Services, Director of Public Works, and the City Attorney and include a site exhibit. The Buyer's Notice and Disclosure statement shall be recorded onto each saleable lot for the property.

(PLNG _____) (PW/ENG_____) (City Attorney_____)

67. The developer shall submit to the Development Services Department for review and approval by the City Attorney, Director of Development Services and the Director of Public Works/City Engineer a copy of the Covenants, Conditions and Restrictions (CC&Rs) for this project. The CC&Rs shall include, but is not limited to, the following:
- a. Creation of a property owner's association for the purpose of assuming maintenance responsibility. There may sub-associations created within individual planning areas.
 - b. Identify the property owners association as responsible and liable for the maintenance and repair of all common area improvements including but not limited to: site-retaining walls, exterior faces of perimeter walls, perimeter slopes, landscaping, irrigation and drainage improvements, modular wetlands, water quality measures, fuel modification areas, private drives and alleys, guest parking areas, private walkways, signage, and other community amenities.
 - c. Maintenance of retaining walls in all instances where retaining walls traverse multiple independently owned parcels.
 - d. A provision ensuring that residential parking garages are permanently and continually kept available for the parking of vehicles belonging to the occupants of the attached or assigned residence.
 - e. A provision stating that all parking spaces shall remain available as guest parking spaces, free of charge, for the life of the project.

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- f. Identify the mechanism for funding all necessary (anticipated and unanticipated) maintenance and repairs.
 - g. A graphic and description identifying the locations of the Mechanically-Stabilized Earth wall geogrid fabric and any associated restrictions.
 - h. A graphic and provision prohibiting parking spaces along the Streets “A” and “B”, the exception of parking for Park F.
 - i. Homeowners’ Association Maintenance of all WQMP BMPs on site, including on public streets (in accordance with the approved WQMP). A graphic shall be included indicating all facilities to be maintained.
 - j. A graphic and provision referencing all parks or portions thereof which are owned and maintained by the Homeowners’ Association, but remain open for public access.
 - k. References to all applicable final Water Quality Management Plans.
 - l. A requirement for annual encroachment permits to be obtained for access to the public right-of-way for maintenance of any walls or landscaping. (City Attorney____) (PW/ENG ____)(PLNG ____)
68. Final maps shall correspond to Section 11 (Public Facilities Phasing and Financing Plan) of the Area Plan. (PW/ENG ____)(PLNG ____)
69. Prior to approval of each Master, Tentative Tract, or Project Tract Map, the site developers shall enter into a Secured Fire Protection Agreement with OCFA that will ensure an adequate level of service is maintained in the City. PS MM-2 (*OSA PEIR MMRP Mitigation Measure 3.12-2*). (OCFA____)
70. When applicable, final maps shall include a public use easement for all parks within Shea / Baker Ranch (recreation centers and swimming pools excepted). (PW/ENG ____)(PLNG ____)
71. The developer shall provide the Planning Division an ArcGIS digital data file of the Final Map with each parcel as a separate polygon or feature class. The ArcGIS digital file may not contain annotation, labels, or measurement lines. The ArcGIS digital file may either be a Shapefile, Personal Geodatabase or a File Geodatabase. A request for the approval

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of any other ArcGIS compatible file format shall be subject to the discretion of the Director of Development Services. The ArcGIS digital map file shall be in accordance with the following criteria:

- 1) Digital data shall be georeferenced to the California coordinate system – STATEPLANE Zone 6 (Lambert Conformal Conic projection) and NAD 83 datum.
- 2) Digital data shall have units in US FEET.
- 3) The database for the ArcGIS digital file shall include either the tract and lot numbers for each parcel or the Assessor’s Parcel Number (if it has been assigned) and the lot size. (PLNG _____)

PRIOR TO RELEASE OF SECURITY

72. Prior to release of the grading bond, the developer shall provide a certificate, from a Registered Civil Engineer, certifying that the finished grading has been completed in accordance with the City approved grading plan. (PW/ENG _____) (BLDG _____)
73. Prior to the release of subdivision improvement bond, the developer shall submit one (1) set of computerized data, which is compatible with the City ARC/VIEW system and in the file types of either Shapefile (.shp), File Geodatabase (.gdb), or Personal Geodatabase (.mdb), of “as built” of landscape and grading improvements, and in a manner acceptable to, the City Engineer. When requested by the City Engineer, the developer shall submit one (1) set of computerized data of computer generated structural analysis and calculations. (PLNG _____) (PW/ENG _____)
74. Prior to the release of subdivision improvement bond for any portion or the entire project site, the developer shall demonstrate completion of all subdivision improvements associated with that bond. (PW/ENG _____)

PRIOR TO THE ISSUANCE OF FIRST PRECISE GRADING PLAN OR FIRST RESIDENTIAL BUILDING PERMIT FOR THE ENTIRE PROJECT

75. The developer shall submit a master landscape plan prepared by a licensed landscape architect to the Planning Commission for review and

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approval. The plans shall include retention of any existing landscaping as well as new landscaping for common public or private property, including parkways, medians, slopes, and roundabouts. Where landscaping is located in adjacent or between site retaining walls, the plans shall include the location of the retaining walls for reference. The plan shall be consistent with Section 7 of the Shea / Baker Ranch Area Plan (Area Plan 2-11-1732). (PLNG _____)

PRIOR TO THE ISSUANCE OF PRECISE GRADING PLAN OR FIRST RESIDENTIAL BUILDING PERMIT FOR EACH NEIGHBORHOOD

- 76. The applicant shall prepare and submit a final (precise) grading plan to the Building Division of the Development Services Department showing building footprints, new and revised pads and elevations of finished grades, drainage routes, retaining walls, erosion control, slope easements, structural best management practices conforming to the approved water quality management plan, and other pertinent information. (*OSA PEIR MMRP Geology, Soils, And Mineral Resources Grading Standard Conditions of Approval G1*) (PLNG _____)
- 77. The applicant shall submit a lighting plan to the Development Services Department for review and approval for each specific development project. The plan shall specify the lighting type and placement to ensure that the effects of security lighting are limited as a means of minimizing night lighting and the associated impacts to aesthetics. Prior to completion of final plans and specifications, the City of Lake Forest shall review the plans and specifications to ensure that all light fixtures will use glare-control visors, arc tube suppression caps, and will use a photometric design that maintains 70 percent of the light intensity in the lower half of the light beam. Completion of this measure shall be monitored and enforced by the City of Lake Forest.

All lighting and advertising (including signage) shall be oriented in such a manner to reduce the amount of light shed onto adjacent residential development and incorporate “cut-off” shields as appropriate to minimize any increase in lighting at adjacent residential properties.

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All interior floodlights, exterior parking lot, and other security lighting shall be directed away from adjacent uses and towards the specific location intended for illumination. State-of-the-art fixtures shall be used, and all lighting shall be shielded to minimize the production of glare and light spill onto both existing and proposed residential units.

Landscape illumination and exterior sign lighting shall follow the City's Municipal Code and applicable Planned Community design guidelines and be accomplished with low-level unobtrusive fixtures.

(AE MM-1-4/OSA Program EIR MM 3.1-4) (PLNG _____)

78. The developer shall identify energy efficient street lights and water and wastewater pumps and treatment systems which are currently available and which when installed will provide for a 10 percent reduction beyond the 2007 baseline energy use for this infrastructure, and shall require the use of this technology in all new development. All new traffic lights installed within the City shall use LED technology.

GHG MM-3 (OSA PEIR Mitigation Measure MM GCC4) (PW/ENG _____)

PRIOR TO ISSUANCE OF BUILDING PERMITS FOR NON-RESIDENTIAL STRUCTURES OR PLAN CHECK APPROVAL OF RESIDENTIAL CONSTRUCTION PLANS

79. The developer shall obtain approval of a landscape and irrigation construction plan for the associated neighborhood, prepared by a licensed landscape architect by the Director of Development Services. The plans shall include retention of any existing landscaping as well as new landscaping for common public or private property, including parkways, medians, slopes, and roundabouts. The plan shall be consistent with Section 7 of the Shea / Baker Ranch Area Plan (Area Plan 2-11-1732) and the master landscape plan approved by the Planning Commission. (PLNG _____)

80. The residential construction plans shall be developed in substantial conformance with Site Plan approved either by the Director of

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- Development Services or the Planning Commission. (PLNG _____)
81. The developer shall submit a soils report pertaining to building pads for review and approval of the Building Official. The report may pertain to multiple building pads. (BLDG _____)
 82. The developer shall indicate on plans that mechanical equipment placed on the roof such as, but not limited to, air conditioning, heating, ventilating ducts and exhaust fans is screened from view to the adjacent streets and properties through the use of approved roof screens, recessed roof wells and/or use of the building parapets. (PLNG _____) (BLDG _____)
 83. The plans shall be in compliance with all regulatory documents and codes including but not limited to the Zoning Ordinance, Baker Ranch Planned Community Text, Shea / Baker Ranch Area Plan, California Building Codes. (PLNG _____) (BLDG _____)
 84. Prior to the issuance of building permits for new commercial and retail projects or residential projects, the City shall review the plans to confirm that the SBRA Project complies with the requirements of Title 24 of the California Code of Regulations.
GHG MM-1 (OSA PEIR Mitigation Measure MM GCC2) (BLDG_____)
 85. The developer shall recycle and/or salvage at least 50 percent of nonhazardous construction and demolition debris. To implement this requirement, the applicant shall submit a construction waste management plan for review and approval of the Director of Development Services prior to issuance of a building permit. The construction waste management plan shall identify materials to be diverted from disposal and whether the materials will be stored on-site or commingled. Excavated soil and land-clearing debris do not contribute to this credit. Calculation can be done by weight or volume but must be documented. GHG MM-4 (OSA PEIR Mitigation Measure MM GCC5) (BLDG_____)
 86. Prior to issuance of building permits for any development within the Project Area, the City shall modify, to the extent necessary, the City's emergency response protocol and available emergency response

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resources, as outlined in the Emergency Preparedness Plan, to accommodate development. Such modifications shall ensure that the existing level of emergency service is maintained.

HAZ MM-3 (*OSA PEIR MMRP Mitigation Measure 3.7-4*). (BLDG_____)

87. All commercial, industrial and retail development shall be required to post signs and limit idling time for commercial vehicles, including delivery trucks to no more than 5 minutes.

GHG MM-7 (*OSA PEIR Mitigation Measure MM GCC8*) (PLNG_____)

88. No overnight sleeping or camping shall be permitted on the property. Signs stating such shall be posted within the parking lot. (PLNG_____)

89. Prior to the issuance of building permits for each structure or tenant improvement other than a parking structure, the applicant shall submit a final acoustical report prepared to the satisfaction of the Director of Development Services. The report shall show that the development will be sound attenuated against present and projected noise levels, including roadway and railroad, to meet City interior and exterior noise standards. In order to demonstrate that all mitigation measures have been incorporated into the project, the report shall be accompanied by a list identifying the sheet(s) of the building plans that include the approved mitigation measures. (*OSA PEIR MMRP Noise Standard Condition N3*)

(PLNG_____)

90. Prior to the issuance of a building permit, the applicant shall submit evidence of the on-site fire hydrant system to the Fire Chief and indicate whether it is public or private. If the system is private, it shall be reviewed and approved by the Fire Chief prior to building permit issuance, and the applicant shall make provisions for the repair and maintenance of the system in a manner meeting the approval of the Fire Chief. (*OSA PEIR MMRP Fire Protection Standard Conditions of Approval F3*)

(OCFA _____)

91. Prior to the issuance of a building permit for combustibile construction, the applicant shall submit a letter on company letterhead stating that water for

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fire-fighting purposes and all weather fire protection access roads shall be in place and operational as required by the Uniform Fire Code before any combustible materials are placed on the site. (*OSA PEIR MMRP Fire Protection Standard Conditions of Approval F4*) (OCFA _____)

92. Prior to the issuance of a building permit, the applicant shall provide evidence of adequate fire flow. The “Orange County Fire Authority Water Availability for Fire Protection” form shall be signed by the applicable water district and submitted to the Fire Chief for approval. If sufficient water to meet fire flow requirements is not available an automatic fire extinguishing system may be required in each structure affected. (*OSA PEIR MMRP Fire Protection Standard Conditions of Approval F5*) (OCFA _____)
93. Prior to the issuance of a building permit, plans for the automatic fire sprinkler system shall be submitted to the Fire Chief for review and approval. This system shall be operational prior to the issuance of a certificate of use and occupancy. (*OSA PEIR MMRP Fire Protection Standard Conditions of Approval F6*) (OCFA _____)
94. Prior to the issuance of a building permit, the applicant shall contact the Orange County Fire Authority Hazardous Materials Disclosure Office at (714) 744-0463 to complete and submit a “Hazardous Materials Business Information and Chemical Inventory Packet.” (*OSA PEIR MMRP Fire Protection Standard Conditions of Approval F8*) (OCFA _____)

PRIOR TO ISSUANCE OF ALL BUILDING PERMITS

95. a. The developer shall timely pay fees associated with the Development Agreement, including, but not limited to, the Community Center Facilities Fee, Maintenance fees for City Facilities, fees associated with the Lake Forest Transportation Mitigation Program (LFTM), and Affordable Housing Fees, if applicable. (BLDG_____)
96. Prior to the issuance of a building permit, the applicant shall pay fees to the City of Lake Forest as prescribed in the Major Thoroughfare and

| | | | |
|--|---------------------------------------|---------|----------------------------|
| Division Codes | Other Codes | AQ | - Air Quality |
| BLDG - Building and Safety | EIR - Environmental Impact | BIO | - Biological Resources |
| CS - Community Services | Report | CR | - Cultural Resources |
| PLNG - Planning Division | MM - Mitigation Measure | GCC/GHG | - Greenhouse Gases |
| OCFA - Orange County Fire Authority | OSA - Opportunities Study Area | HAZ | - Hazardous Materials |
| PW/ENG Public Works/ Engineering Division | PEIR - Program EIR | HYD | - Hydrology |
| | RW - Retaining Wall Design Guidelines | PS | - Public Services |
| | | TT | - Traffic / Transportation |

Bridge Fee Program, including but not limited to the following:

- Foothill Circulation Phasing Plan – Zone 2
- Foothill/Eastern Transportation Corridor – Zone A
- Santiago Canyon Road

(BLDG_____)

97. In accordance with the Development Agreement, the developer shall comply with the School Facilities Funding and Mitigation Agreement and provide a Certificate of Compliance to the City as written indication that applicable school fees have been/or will be paid. (BLDG_____)

98. The developer(s) shall demonstrate that applicable library impact fees have been paid to Orange County Public Library the library impact fees in effect at the time of building permit issuance.
(OSA PEIR MMRP Standard Conditions and Legal Requirements for Public Services) (BLDG_____)

PRIOR TO ISSUANCE OF THE FIRST RESIDENTIAL BUILDING PERMIT IN A PLANNING AREA

99. The developer shall obtain approval of a construction landscape and irrigation plan for all common-area landscaping on the perimeter of the Planning Area, including slopes, medians, parkways, and entry monumentation. (PLNG_____)

100. The developer shall submit to the Development Services Department an exhibit demonstrating all of the “Neighborhoods” which comprise the Planning Area. (PLNG_____)

PRIOR TO ISSUANCE OF THE FIRST RESIDENTIAL BUILDING PERMIT IN ANY NEIGHBORHOOD OR MULTI-FAMILY PROJECT

101. The developer shall demonstrate that contiguous streets providing access and utilities providing service to the neighborhood or project have been completed. (PW/ENG_____)

| Division Codes | | Other Codes | |
|----------------|-----------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | EIR | - Environmental Impact Report |
| CS | - Community Services | MM | - Mitigation Measure |
| PLNG | - Planning Division | OSA | - Opportunities Study Area |
| OCFA | - Orange County Fire Authority | PEIR | - Program EIR |
| PW/ENG | Public Works/Engineering Division | RW | - Retaining Wall Design Guidelines |
| | | AQ | - Air Quality |
| | | BIO | - Biological Resources |
| | | CR | - Cultural Resources |
| | | GCC/GHG | - Greenhouse Gases |
| | | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

102. The developer shall have applied for and obtained the approval of a Site Plan, in accordance with Section 1.4 of the Shea / Baker Ranch Area Plan. (PLNG ____)
103. The developer shall submit to the Development Services Department a construction phasing plan for the neighborhood or project. (PLNG ____)

PRIOR TO ISSUANCE OF THE 50th RESIDENTIAL BUILDING PERMIT IN EACH NEIGHBORHOOD OR MULTI-FAMILY PROJECT

104. The developer shall demonstrate that sidewalks and landscaping along the streets providing access to the neighborhood have been completed. (PLNG ____)(PW/ENG____)

PRIOR TO ISSUANCE OF THE FIRST RESIDENTIAL BUILDING PERMIT IN A CONSTRUCTION PHASE OF ANY NEIGHBORHOOD

105. The developer shall demonstrate that streets and utilities have been completed and provide contiguous access and service (i.e., connect to the backbone infrastructure) to the residential lots(s) within the phase. (PW/ENG____)
106. The developer shall construct perimeter walls on the residential properties within the construction phase, if any. (PLNG ____)

CONDITIONS WITH PROJECT-WIDE UNIT THRESHOLDS

PRIOR TO APPROVAL OF THE 301st RESIDENTIAL BUILDING PERMIT IN THE ENTIRE PROJECT

107. In accordance with Section 8.23 of the Development Agreement, the developer shall submit an Irrevocable Offer of Dedication to the satisfaction of the City Manager, City Attorney, and Director of Development Services, for the “Affordable Housing” site to the City if the developer chooses to satisfy the affordable housing requirement through dedication of land. (PLNG ____)
108. The developer shall complete Alton Phase 1, as described in the Shea / Baker Ranch Development Agreement Exhibit B - (E)(2)(o)(i), consisting

| Division Codes | Other Codes | | |
|--|---------------------------------------|---------|----------------------------|
| BLDG - Building and Safety | EIR - Environmental Impact Report | AQ | - Air Quality |
| CS - Community Services | MM - Mitigation Measure | BIO | - Biological Resources |
| PLNG - Planning Division | OSA - Opportunities Study Area | CR | - Cultural Resources |
| OCFA - Orange County Fire Authority | PEIR - Program EIR | GCC/GHG | - Greenhouse Gases |
| PW/ENG - Public Works/Engineering Division | RW - Retaining Wall Design Guidelines | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

of the widening of Alton Parkway from 4 to 6 lanes (ultimate width) between Commercentre Drive and “B” Street, including sidewalks, curb, gutter, parkway, bicycle lane, median, landscaping (parkway and median), and dry utilities. (PLNG _____) (PW/ENG_____)

109. The developer shall install the Interim signal at Alton Parkway and “B” Street, to the satisfaction of the Director of Public Works. (PW/ENG_____)

110. The developer shall complete landscaping at the southeast corner of the intersection of Alton Parkway and “B” Street. (PLNG _____) (PW/ENG_____)

111. The developer shall complete the entry monumentation at Alton Parkway and Commercentre Drive. (PLNG _____)

PRIOR TO APPROVAL OF THE 550th RESIDENTIAL BUILDING PERMIT IN THE ENTIRE PROJECT

112. The developer shall obtain Orange County Flood Control District approval of plans for the Borrego Canyon Wash box culvert, and associated features, including, but not limited to the upstream flow diverter, box outlet to the Borrego Canyon Wash, energy dissipaters, and maintenance and access trail, etc. (PW/ENG_____)

113. The developer shall demonstrate that an agreement with the Orange County Flood Control District has been executed for the ownership and maintenance of the Borrego Canyon Wash box culvert, and associated features, including, but not limited to the upstream flow diverter, box outlet to the Borrego Canyon Wash, and energy dissipaters. (PW/ENG_____)

114. The developer shall demonstrate that an agreement, to the satisfaction of the Director of Public Works/City Engineer, has been executed for the future ownership of the natural portion of the Borrego Canyon Wash (otherwise known as the “low-flow” portion). The agreement shall delineate the entity(s) responsible for the maintenance of the “low-flow” portion of the Wash, describe all maintenance responsibilities, and

| Division Codes | | Other Codes | |
|----------------|-----------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | EIR | - Environmental Impact Report |
| CS | - Community Services | MM | - Mitigation Measure |
| PLNG | - Planning Division | OSA | - Opportunities Study Area |
| OCFA | - Orange County Fire Authority | PEIR | - Program EIR |
| PW/ENG | Public Works/Engineering Division | RW | - Retaining Wall Design Guidelines |
| | | AQ | - Air Quality |
| | | BIO | - Biological Resources |
| | | CR | - Cultural Resources |
| | | GCC/GHG | - Greenhouse Gases |
| | | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

specify appropriate endowments, if applicable. The agreement shall be subject to the City’s approval, which the City may provide or withhold, in its sole and absolute discretion. (PW/ENG_____)

PRIOR TO APPROVAL OF THE 600th RESIDENTIAL BUILDING PERMIT IN THE ENTIRE PROJECT

115. The developer shall deliver the Five Acre Neighborhood Park, with improvements as required pursuant to Paragraph C2 of Exhibit B of the Development Agreement, prior to the earlier of (a) the issuance of the 600th building permit for the Project, and (b) the issuance of the first certificate of occupancy within Planning Area 1A as shown on the Land Use Plan of the Shea / Baker Ranch Area Plan, excluding certificates of occupancy for model homes. (PLNG _____)

PRIOR TO APPROVAL OF THE 901st BUILDING PERMIT IN THE ENTIRE PROJECT

116. In accordance with Section 8.23 of the Development Agreement, the developer shall deliver the “Affordable Housing” site to the City in “Superpad” condition, to the satisfaction of the City Manager, City Attorney, Director of Public Works, and Director of Development Services, if the developer has chosen to satisfy the affordable housing requirement through the dedication of land. (PLNG_____)(PW/ENG_____)
117. The developer shall complete Alton Phase 2, as described in the Shea / Baker Ranch Development Agreement Exhibit B - (E)(2)(o)(ii), consisting of the widening of Alton Parkway from 4 to 6 lanes (ultimate width) between “B” Street and Rancho Parkway, including sidewalks, curb, gutter, parkway, bicycle lane, median, landscaping (parkway and median), and dry utilities. (PW/ENG_____)
118. The developer shall install the full signal at Alton Parkway and “B” Street, to the satisfaction of the Director of Public Works. (PW/ENG_____)
119. The developer shall install the full signal at Alton Parkway and “A” Street, to the satisfaction of the Director of Public Works. (PW/ENG_____)

| Division Codes | | Other Codes | |
|----------------|---------------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | EIR | - Environmental Impact Report |
| CS | - Community Services | MM | - Mitigation Measure |
| PLNG | - Planning Division | OSA | - Opportunities Study Area |
| OCFA | - Orange County Fire Authority | PEIR | - Program EIR |
| PW/ENG | Public Works/ Engineering Division | RW | - Retaining Wall Design Guidelines |
| | | AQ | - Air Quality |
| | | BIO | - Biological Resources |
| | | CR | - Cultural Resources |
| | | GCC/GHG | - Greenhouse Gases |
| | | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

120. The developer shall complete landscaping at the northeast corner intersection of Alton Parkway and “A” Street.
(PLNG_____) (PW/ENG_____)
121. The developer shall deliver the Five Acre Neighborhood Park, with improvements as required pursuant to Paragraph C2 of Exhibit B of the Development Agreement, prior to the earlier of (a) the issuance of the 600th building permit for the Project, and (b) the issuance of the first certificate of occupancy within Planning Area 1A as shown on the Land Use Plan of the PC Text, excluding certificates of occupancy for model homes.
(PLNG _____)

PRIOR TO APPROVAL OF THE 1346th BUILDING PERMIT IN THE ENTIRE PROJECT

122. If the Borrego Condition (as defined in the Shea / Baker Ranch Development Agreement) is not imposed, the developer must commence the “Borrego Improvements” by the earlier of 1) commencement of Phase 2 grading for the Project as outlined in Exhibit 11.2 of the Area Plan, and 2) issuance of the 1,346th building permit for the Project. Borrego Improvements is as defined in the Shea / Baker Ranch Development Agreement.
(PLNG _____) (PW/ENG_____)

PRIOR TO APPROVAL OF THE 1863rd BUILDING PERMIT IN THE ENTIRE PROJECT

123. If the Borrego Condition is not imposed, the developer must complete the Borrego Improvements prior to issuance of the 1,863rd building permit for the Project.
(PLNG _____) (PW/ENG_____)

CONDITIONS PERTAINING TO SPECIFIC PLANNING AREAS

PRIOR TO THE ISSUANCE OF THE FIRST RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1A (EITHER PORTION)

124. The developer shall construct improvements to Rancho Parkway between Alton Parkway and eastern community boundary, including streets, curb and gutter, construction of parkways, medians and slopes, storm drain,

| | | | |
|--|---------------------------------------|---------|----------------------------|
| Division Codes | Other Codes | AQ | - Air Quality |
| BLDG - Building and Safety | EIR - Environmental Impact Report | BIO | - Biological Resources |
| CS - Community Services | MM - Mitigation Measure | CR | - Cultural Resources |
| PLNG - Planning Division | OSA - Opportunities Study Area | GCC/GHG | - Greenhouse Gases |
| OCFA - Orange County Fire Authority | PEIR - Program EIR | HAZ | - Hazardous Materials |
| PW/ENG - Public Works/Engineering Division | RW - Retaining Wall Design Guidelines | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

and wet utilities. (PLNG _____) (PW/ENG_____)

- 125. The developer shall complete drainage improvements on the northeast side of Rancho Parkway. (PW/ENG_____)
- 126. The developer shall complete the connection to Domestic Water Zone LF 2, as identified in the Shea / Baker Ranch Area Plan (eastward of eastern community boundary on Rancho Parkway). (PW/ENG_____)
- 127. The developer shall complete the connection to Reclaimed Water Zone C, as identified in the Shea / Baker Ranch Area Plan (eastward of eastern community boundary on Rancho Parkway). (PW/ENG_____)
- 128. The developer shall coordinate with City regarding interim signal modifications at Rancho Parkway and Alton Parkway six months prior to signal coming online. (PW/ENG_____)
- 129. The developer shall coordinate with City regarding ultimate signal modifications at Rancho Parkway and Alton Parkway six months prior to signal coming online. (PW/ENG_____)

PRIOR TO THE ISSUANCE OF THE BUILDING PERMIT FOR THE 50TH RESIDENTIAL UNIT IN PLANNING AREA 1A (EITHER PORTION)

- 130. The developer shall complete improvements to Rancho Parkway between Alton Parkway and eastern community boundary, including sidewalks, landscaping of parkways, medians and slopes, and dry utilities. (PLNG _____) (PW/ENG_____)

PRIOR TO THE ISSUANCE OF THE 50TH RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1A (NORTH OF RANCHO PARKWAY)

- 131. The developer shall complete landscaping at the northeast corner of Rancho Parkway and Alton Parkway. (PLNG _____)

PRIOR TO THE ISSUANCE OF THE FIRST RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1A (SOUTH OF RANCHO PARKWAY)

- 132. The developer shall complete construction of “A” Street from Alton

| Division Codes | Other Codes | | |
|--|---------------------------------------|---------|----------------------------|
| BLDG - Building and Safety | EIR - Environmental Impact Report | AQ | - Air Quality |
| CS - Community Services | MM - Mitigation Measure | BIO | - Biological Resources |
| PLNG - Planning Division | OSA - Opportunities Study Area | CR | - Cultural Resources |
| OCFA - Orange County Fire Authority | PEIR - Program EIR | GCC/GHG | - Greenhouse Gases |
| PW/ENG - Public Works/Engineering Division | RW - Retaining Wall Design Guidelines | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

Parkway to northerly boundary of Planning Area 1C, including streets, curb and gutter, construction of parkways and slopes, storm drain, and wet utilities. (PLNG _____) (PW/ENG_____)

133. The developer shall obtain approval of park construction plans from the City and commence construction of Neighborhood Park A. (PLNG _____)

PRIOR TO THE ISSUANCE OF THE 50TH RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1A (SOUTH OF RANCHO PARKWAY)

134. The developer shall complete construction of "A" Street from Alton Parkway to northerly boundary of Planning Area 1C, including, sidewalks, landscaping of parkways and slopes, and dry utilities. (PLNG _____) (PW/ENG_____)
135. The developer shall complete landscaping at the southeast corner of Rancho Parkway and Alton Parkway (PLNG _____)
136. The developer shall complete construction of Neighborhood Park A. (PLNG _____)

PRIOR TO THE ISSUANCE OF THE FIRST CERTIFICATE OF OCCUPANCY WITHIN PLANNING AREA 1A

137. The developer shall deliver the Five Acre Neighborhood Park, with improvements as required pursuant to Paragraph C2 of Exhibit B of the Development Agreement, prior to the earlier of (a) the issuance of the 600th building permit for the Project, and (b) the issuance of the first certificate of occupancy within Planning Area 1A as shown on the Land Use Plan of the PC Text, excluding certificates of occupancy for model homes. (PLNG _____)

PRIOR TO ISSUANCE OF FIRST RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1C

138. The developer shall obtain approval of park construction plans from the City and commence construction of Neighborhood Park C1, (including

| Division Codes | Other Codes | | |
|--|---------------------------------------|---------|----------------------------|
| BLDG - Building and Safety | EIR - Environmental Impact Report | AQ | - Air Quality |
| CS - Community Services | MM - Mitigation Measure | BIO | - Biological Resources |
| PLNG - Planning Division | OSA - Opportunities Study Area | CR | - Cultural Resources |
| OCFA - Orange County Fire Authority | PEIR - Program EIR | GCC/GHG | - Greenhouse Gases |
| PW/ENG - Public Works/Engineering Division | RW - Retaining Wall Design Guidelines | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

adjacent neighborhood street for access and parkway landscaping. (PLNG

139. The developer shall obtain approval of park construction plans from the City and commence construction of Neighborhood Park C2.
(PLNG _____)

PRIOR TO ISSUANCE OF THE FIRST RESIDENTIAL BUILDING PERMITS IN PLANNING AREA 1C AND 1E

140. The developer shall complete construction of "A" Street from northerly boundary of Planning Area 1C to Dimension Drive, including streets, construction of parkways and slopes, storm drain, and wet utilities. (PLNG

PRIOR TO ISSUANCE OF THE 50TH RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1C

141. The developer shall commence construction of recreation center and pool in Neighborhood Park C1. (PLNG _____)
142. The developer shall complete construction of Neighborhood Park C1, including adjacent neighborhood street for access and parkway landscaping. (PLNG _____)
143. The developer shall complete construction of Neighborhood Park C2. (PLNG _____)
144. The developer shall complete frontage improvements along the northwest side of Bake Parkway, including slope, slope landscaping, and sidewalk. (PLNG _____)
145. The developer shall complete construction of "A" Street from northerly boundary of Planning Area 1C to Dimension Drive, including sidewalks, landscaping of parkways and slopes, and dry utilities. (PLNG _____) (PW/ENG _____)

PRIOR TO ISSUANCE OF THE 140TH RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1C

146. The developer shall complete construction of recreation center and pool

| Division Codes | | Other Codes | |
|----------------|-----------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | EIR | - Environmental Impact Report |
| CS | - Community Services | MM | - Mitigation Measure |
| PLNG | - Planning Division | OSA | - Opportunities Study Area |
| OCFA | - Orange County Fire Authority | PEIR | - Program EIR |
| PW/ENG | Public Works/Engineering Division | RW | - Retaining Wall Design Guidelines |
| | | AQ | - Air Quality |
| | | BIO | - Biological Resources |
| | | CR | - Cultural Resources |
| | | GCC/GHG | - Greenhouse Gases |
| | | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

in Neighborhood Park C1. (PLNG _____)

**PRIOR TO ISSUANCE OF THE 50TH RESIDENTIAL BUILDING PERMIT
IN PLANNING AREA 1D**

147. The developer shall complete construction of Neighborhood Park D, (including adjacent neighborhood street for access and parkway landscaping. (PLNG _____)
148. The developer shall complete frontage improvements along the northwest side of Bake Parkway, including slope, slope landscape, and sidewalk. (PLNG _____) (PW/ENG_____)

**PRIOR TO THE 50TH RESIDENTIAL BUILDING PERMIT IN THE AREA
CONSISTING OF PLANNING AREAS 1C, 1D AND 1F**

149. The developer shall complete the Baffin Bay cul-de-sac, including sidewalk, curb, gutter, and paving. (PLNG _____) (PW/ENG_____)

**PRIOR TO ISSUANCE OF FIRST RESIDENTIAL BUILDING PERMIT IN
PLANNING AREA 1D**

150. The developer shall obtain approval of park construction plans from the City and commence construction of Neighborhood Park D, (including adjacent neighborhood street for access and parkway landscaping. (PLNG _____)

**PRIOR TO THE FIRST RESIDENTIAL BUILDING PERMIT IN
PLANNING AREA 1C AND 1D**

151. The developer shall construct Dimension Drive from Bake Parkway to "A" Street, including streets, curb and gutter, construction of slopes, median, parkways, storm drain, and wet utilities. (PLNG _____) (PW/ENG_____)
152. The developer shall construct and landscape the roundabout at the intersection of Dimension Drive and "A"/"B" Street. (PLNG _____) (PW/ENG_____)
153. The developer shall complete modification of the traffic signal at Dimension Drive and Bake Parkway. (PW/ENG_____)

| Division Codes | | Other Codes | |
|----------------|---------------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | EIR | - Environmental Impact Report |
| CS | - Community Services | MM | - Mitigation Measure |
| PLNG | - Planning Division | OSA | - Opportunities Study Area |
| OCFA | - Orange County Fire Authority | PEIR | - Program EIR |
| PW/ENG | Public Works/ Engineering Division | RW | - Retaining Wall Design Guidelines |
| | | AQ | - Air Quality |
| | | BIO | - Biological Resources |
| | | CR | - Cultural Resources |
| | | GCC/GHG | - Greenhouse Gases |
| | | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

PRIOR TO THE 50TH RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1C AND 1D

- 154. The developer shall complete Dimension Drive from Bake Parkway to “A” Street, including sidewalks and landscaping of slopes, median, parkways, and dry utilities. (PLNG _____) (PW/ENG_____)
- 155. The developer shall complete entry monumentation at Bake Parkway and Dimension Drive. (PLNG _____)

PRIOR TO ISSUANCE OF FIRST RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1F AND 1D

- 156. The developer shall complete construction of “B” Street from Alton Parkway to Dimension Drive, including streets, sidewalks, construction and landscaping of parkways and slopes, and utilities. (PLNG _____) (PW/ENG_____)

PRIOR TO ISSUANCE OF FIRST RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1F

- 157. The developer shall obtain approval of park construction plans from the City and commence construction of Neighborhood Park F, (including adjacent neighborhood street for access and parkway landscaping. (PLNG _____)

PRIOR TO ISSUANCE OF THE 40TH RESIDENTIAL BUILDING PERMITS IN PLANNING AREA 1F

- 158. The developer shall complete construction of Neighborhood Park F, including adjacent neighborhood street for access and parkway landscaping. (PLNG _____)
- 159. The developer shall obtain approval of park construction plans from the City and commence construction of recreation center and pool in Neighborhood Park F. (PLNG _____)
- 160. The developer shall complete landscaping at the southeast corner of Alton Parkway and Commercentre Drive (Lot QQQQ). (PLNG_____)

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|--|---------------------------------------|---------|----------------------------|
| Division Codes | Other Codes | AQ | - Air Quality |
| BLDG - Building and Safety | EIR - Environmental Impact Report | BIO | - Biological Resources |
| CS - Community Services | MM - Mitigation Measure | CR | - Cultural Resources |
| PLNG - Planning Division | OSA - Opportunities Study Area | GCC/GHG | - Greenhouse Gases |
| OCFA - Orange County Fire Authority | PEIR - Program EIR | HAZ | - Hazardous Materials |
| PW/ENG Public Works/Engineering Division | RW - Retaining Wall Design Guidelines | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

**PRIOR TO ISSUANCE OF THE 80TH RESIDENTIAL BUILDING PERMIT
IN PLANNING AREA 1F**

161. The developer shall complete construction of recreation center and pool in Neighborhood Park F. (PLNG _____)

**PRIOR TO ISSUANCE OF FIRST RESIDENTIAL BUILDING PERMIT IN
PLANNING AREA 1E AND 1L**

162. The developer shall complete construction of “B” Street from Alton Parkway to Dimension Drive, including streets, sidewalks, construction and landscaping of parkways and slopes, and utilities. (PLNG _____) (PW/ENG _____)
163. The developer shall complete construction of “A” Street from Alton Parkway to northerly boundary of Planning Area 1C, including streets, sidewalks, construction and landscaping of parkways and slopes, and utilities. (PLNG _____) (PW/ENG _____)
164. The developer shall obtain approval of park construction plans from the City and commence construction of the Central Linear Park, including sewer, water, and storm drain improvements through the Central Linear Park. (PLNG _____) (PW/ENG _____)
165. The developer shall complete storm drain lines that will cross the Central Linear Park. (PW/ENG _____)

**PRIOR TO ISSUANCE OF THE 75TH RESIDENTIAL BUILDING PERMIT
IN PLANNING AREA 1E AND 1L**

166. The developer shall complete landscaping at the southeast corner intersection of Alton Parkway and “A” Street. (PLNG _____) (PW/ENG _____)
167. The developer shall complete landscaping at the northeast corner intersection of Alton Parkway and “B” Street. (PLNG _____) (PW/ENG _____)
168. The developer shall complete Alton Parkway slope landscaping between

| Division Codes | | Other Codes | |
|----------------|---------------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | EIR | - Environmental Impact Report |
| CS | - Community Services | MM | - Mitigation Measure |
| PLNG | - Planning Division | OSA | - Opportunities Study Area |
| OCFA | - Orange County Fire Authority | PEIR | - Program EIR |
| PW/ENG | Public Works/ Engineering Division | RW | - Retaining Wall Design Guidelines |
| | | AQ | - Air Quality |
| | | BIO | - Biological Resources |
| | | CR | - Cultural Resources |
| | | GCC/GHG | - Greenhouse Gases |
| | | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

“A” and “B” Street (east side of Alton Parkway).
(PLNG _____) (PW/ENG_____)

169. The developer shall complete construction of “A” Street from northerly boundary of Planning Area 1C to Dimension Drive, including sidewalks, landscaping of parkways and slopes, and dry utilities.
(PLNG _____) (PW/ENG_____)

PRIOR TO ISSUANCE OF THE 100TH RESIDENTIAL BUILDING PERMITS IN PLANNING AREA 1E AND 1L

170. The developer shall complete construction of the Central Linear Park, including sewer, water, and storm drain lines that traverse the park. The developer shall also commence construction of the storm drain improvements through the Central Linear Park. (PW/ENG_____)

PRIOR TO ISSUANCE OF FIRST RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1K AND 1G

171. The developer shall obtain approval of park construction plans from the City and commence construction of Neighborhood Park K, (including adjacent neighborhood street for access and parkway landscaping.

PRIOR TO ISSUANCE OF THE 50TH RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1K AND 1G

172. The developer shall complete construction of Neighborhood Park K, (including adjacent neighborhood street for access and parkway landscaping. (PLNG _____)

PRIOR TO ISSUANCE OF FIRST RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1I AND 1G

173. The developer shall obtain approval of park construction plans from the City and commence construction of Neighborhood Park I, (including adjacent neighborhood street for access and parkway landscaping.

PRIOR TO ISSUANCE OF THE 100TH RESIDENTIAL BUILDING PERMIT IN PLANNING AREA 1I AND 1G

| Division Codes | | Other Codes | |
|----------------|---------------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | EIR | - Environmental Impact Report |
| CS | - Community Services | MM | - Mitigation Measure |
| PLNG | - Planning Division | OSA | - Opportunities Study Area |
| OCFA | - Orange County Fire Authority | PEIR | - Program EIR |
| PW/ENG | Public Works/ Engineering Division | RW | - Retaining Wall Design Guidelines |
| | | AQ | - Air Quality |
| | | BIO | - Biological Resources |
| | | CR | - Cultural Resources |
| | | GCC/GHG | - Greenhouse Gases |
| | | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

174. The developer shall complete construction of Neighborhood Park I, including adjacent neighborhood street for access and parkway landscaping. (PLNG ____)
175. The developer shall obtain approval of park construction plans from the City and commence construction of recreation center and pool in Neighborhood Park I. (PLNG ____)

PRIOR TO ISSUANCE OF THE 200TH RESIDENTIAL BUILDING PERMITS IN PLANNING AREA 1I AND 1G

176. The developer shall complete construction of recreation center and pool in Neighborhood Park I. (PLNG ____)

PRIOR TO THE ISSUANCE OF ANY BUILDING PERMITS ON LOTS WITHIN A FLOOD PLAIN

177. The developer shall demonstrate a Letter of Map Revision (LOMR) that revises the Flood Insurance Rate Map. Developer shall be responsible for obtaining the LOMR in advance of the timing requirement to allow sufficient processing time. (PW/ENG____)

PRIOR TO THE FIRST RESIDENTIAL BUILDING PERMIT FOR THE AREA CONSISTING OF PLANNING AREAS 1H, 1I, 1G, AND 1K

178. The developer shall complete improvements for a turnaround and retained access to flood control easement at Baker Ranch Road. (PW/ENG____) (PLNG ____)
179. The developer shall complete construction of “A” and “B” Streets (west of Alton Parkway) and “C” Street, including streets, curb and gutter, construction parkways, median and slopes, storm drain and wet utilities. (PW/ENG____) (PLNG ____)
180. The developer shall obtain approval of park construction plans from the City and commence construction of the Borrego Linear Park, including the trail link to Neighborhood Park K. (PLNG ____)

PRIOR TO THE 75TH RESIDENTIAL BUILDING PERMIT FOR THE

| Division Codes | | Other Codes | |
|----------------|---------------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | AQ | - Air Quality |
| CS | - Community Services | BIO | - Biological Resources |
| PLNG | - Planning Division | CR | - Cultural Resources |
| OCFA | - Orange County Fire Authority | GCC/GHG | - Greenhouse Gases |
| PW/ENG | Public Works/ Engineering Division | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |
| | | EIR | - Environmental Impact Report |
| | | MM | - Mitigation Measure |
| | | OSA | - Opportunities Study Area |
| | | PEIR | - Program EIR |
| | | RW | - Retaining Wall Design Guidelines |

AREA CONSISTING OF PLANNING AREAS 1H, 1I, 1G, AND 1K

- 181. The developer shall complete the slope and landscaping adjacent to the northwest side of Alton Parkway. (PLNG _____)
- 182. The developer shall complete construction of “A” and “B” Streets (west of Alton Parkway) and “C” Street, including sidewalks, landscaping of parkways, and dry utilities. (PW/ENG_____)
- 183. The developer shall complete landscaping at the intersection of northwest and southwest corners of “B” Street and Alton Parkway on the west side of Alton Parkway. (PLNG_____)
- 184. The developer shall complete landscaping at the northwest and southwest corners of the intersection of “A” Street and Alton Parkway on the west side of Alton Parkway. (PLNG_____)

PRIOR TO THE 175TH RESIDENTIAL BUILDING PERMIT FOR THE AREA CONSISTING OF PLANNING AREAS 1H, 1I, 1G, AND 1K

- 185. The developer shall complete construction of the Borrego Linear Park, including the trail link to Neighborhood Park K. (PLNG _____)

PRIOR TO THE APPROVAL OF PARK CREDIT

- 186. The developer shall post financial security for the construction of all parks to be submitted for park credit. Prior to the release of security, the developer shall demonstrate that the parks have been construction in accordance with the park plans approved by the City. (PW/ENG_____)
- 187. All parks submitted for park credit shall comply with the requirements of the Development Agreement and the Shea / Baker Ranch Area Plan. (CS_____)(City Attorney_____)(PW/ENG_____)
- 188. Parks shall be developed in conformance with the recommendations by the Parks and Recreation Commission on October 20, 2011 and contained in subsequently revised precise conceptual design within the Area Plan. (CS_____)(PLNG_____)(PW/ENG_____)

| Division Codes | | Other Codes | |
|----------------|-----------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | EIR | - Environmental Impact Report |
| CS | - Community Services | MM | - Mitigation Measure |
| PLNG | - Planning Division | OSA | - Opportunities Study Area |
| OCFA | - Orange County Fire Authority | PEIR | - Program EIR |
| PW/ENG | Public Works/Engineering Division | RW | - Retaining Wall Design Guidelines |
| | | AQ | - Air Quality |
| | | BIO | - Biological Resources |
| | | CR | - Cultural Resources |
| | | GCC/GHG | - Greenhouse Gases |
| | | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

**PRIOR TO ISSUANCE OF THE FIRST CERTIFICATE OF OCCUPANCY
IN ANY CONSTRUCTION PHASE OF ANY NEIGHBORHOOD**

189. The developer shall demonstrate that sidewalks and landscaping along the streets serving the units in that particular construction phase have been completed. (PLNG _____) (PW/ENG_____)

PRIOR TO ISSUANCE OF ALL CERTIFICATES OF OCCUPANCY

190. The applicant shall demonstrate that all structural Best Management Practices (BMP) described in the project's Water Quality Management Plan (WQMP) have been constructed and installed. In addition, the applicant is prepared to implement all non-structural BMP's described in the project's WQMP. Two (2) copies of the WQMP shall be available on-site. Prior to the issuance of a certificate of occupancy, all equipment shall be in place and in good working order as indicated in the WQMP. *OSA PEIR MMRP Drainage/Flood/NPDES Standard Conditions of Approval DF* (PW/ENG_____)
191. The developer shall have completed all project landscaping and irrigation for the associated neighborhood or construction phase. The developer shall submit a landscape installation verification letter from a licensed landscape architect indicating that the landscaping was installed in accordance with the approved plan. (PLNG _____)
192. The developer shall verify that mechanical equipment placed on any roof such as, but not limited to, air conditioning, heating, ventilating ducts and exhaust fans shall be screened from view through the use of approved roof screens, recessed roof wells and/or use of the building parapets. *PPP AESTH-5 (OSA PEIR MMRP Aesthetics Mechanical Equipment Standard Conditions of Approval ME2)* (PLNG _____)
193. The developer shall submit a letter of certification to the Director of Development Services from the project architect and civil engineer certifying that all improvements have been constructed in accordance with the approved building plans. Determination of consistency shall be subject to the review and approval of the Director of Development

| Division Codes | | Other Codes | |
|----------------|---------------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | EIR | - Environmental Impact Report |
| CS | - Community Services | MM | - Mitigation Measure |
| PLNG | - Planning Division | OSA | - Opportunities Study Area |
| OCFA | - Orange County Fire Authority | PEIR | - Program EIR |
| PW/ENG | Public Works/ Engineering Division | RW | - Retaining Wall Design Guidelines |
| | | AQ | - Air Quality |
| | | BIO | - Biological Resources |
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| | | GCC/GHG | - Greenhouse Gases |
| | | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

Services.

(PLNG _____)

SIGNAGE

- 194. Prior to the installation of any permanent sign, the developer shall obtain approval of a Planned Sign Program for all subdivision identification signage, as well as signage associated with individual developments. The Sign Program shall ensure a consistent appearance and theme for signage within the development and shall be in accordance with the Area Plan, Baker Ranch Planned Community Text, and Zoning Ordinance regulations. (PLNG _____)
- 195. A minimum of a 15-foot corner cut-off for clear sight triangles shall be maintained at all driveways. Final sign location shall be subject to approval by the Director of Development Services after consultation with the City's Traffic Engineering Manager. (PW/ENG_____) (PLNG _____)

AT ALL TIMES

- 196. Maintenance responsibilities shall be as detailed in Table 11-1 of Chapter 11 of the Area Plan.
- 197. All landscaping shall be maintained in a healthy and living condition. If necessary, plants shall be replaced in a manner that is consistent with the approved landscape plans. Landscaping shall be irrigated and all irrigation systems shall be maintained in good working order.
- 198. The developer shall comply with the following regulatory permits and associated conditions in addition to requirements contained in this resolution.
 - a. Section 404 Individual Permit (Issued 8/13/2010)
 - b. Consistency Determination regarding Least Bell's Vireo (Issued August 11, 2010)
 - c. Streambed Alteration Agreement 1602 (Issued August 6, 2010)
 - d. Section 401 Certification (Issued July 1, 2010)
 - e. Section 7 Biological Opinion (Issued July 6, 2010)

| Division Codes | | Other Codes | |
|----------------|---------------------------------------|-------------|------------------------------------|
| BLDG | - Building and Safety | EIR | - Environmental Impact Report |
| CS | - Community Services | MM | - Mitigation Measure |
| PLNG | - Planning Division | OSA | - Opportunities Study Area |
| OCFA | - Orange County Fire Authority | PEIR | - Program EIR |
| PW/ENG | Public Works/ Engineering Division | RW | - Retaining Wall Design Guidelines |
| | | AQ | - Air Quality |
| | | BIO | - Biological Resources |
| | | CR | - Cultural Resources |
| | | GCC/GHG | - Greenhouse Gases |
| | | HAZ | - Hazardous Materials |
| | | HYD | - Hydrology |
| | | PS | - Public Services |
| | | TT | - Traffic / Transportation |

PASSED, APPROVED AND ADOPTED this 15th day of May, 2012 by the following vote, to wit:

KATHRYN MCCULLOUGH
MAYOR

ATTEST:

STEPHANIE D. SMITH, CMC
CITY CLERK

APPROVED AS TO FORM:

SCOTT C. SMITH
CITY ATTORNEY

STATE OF CALIFORNIA)
COUNTY OF ORANGE) SS
CITY OF LAKE FOREST)

I, Stephanie D. Smith, City Clerk of the City of Lake Forest, California, do hereby certify that the foregoing Resolution No. ___ was duly passed and adopted at a regular meeting of the Lake Forest City Council on the 15th day of May, 2012 by the following vote, to wit:

AYES: COUNCIL MEMBERS:
NOES: COUNCIL MEMBERS:
ABSENT: COUNCIL MEMBERS:
ABSTAIN: COUNCIL MEMBERS:

STEPHANIE D. SMITH, CMC
CITY CLERK

S H E A / B A K E R R A N C H

Appendix B - Conceptual Grading Plan



Scale: 1"=300'

GRADING CONCEPT

S H E A / B A K E R R A N C H

Appendix C - Cross Sections of Borrego Canyon Wash Improvements

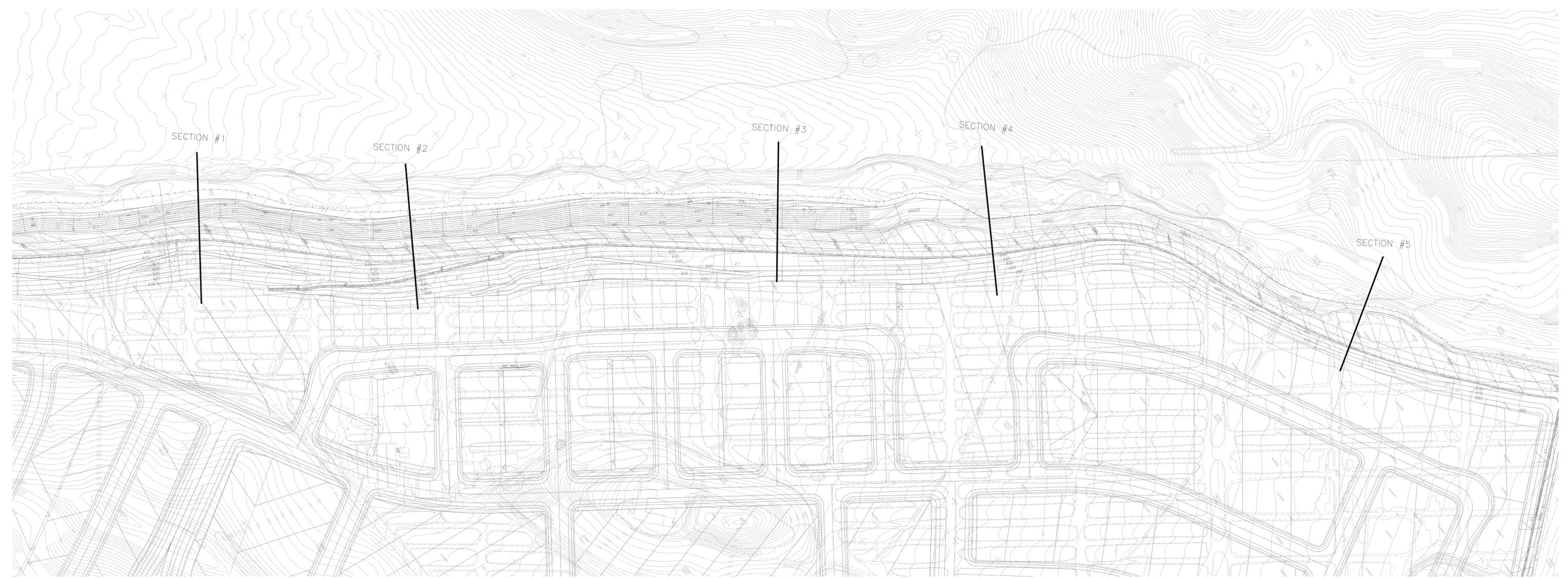
SECTION #1

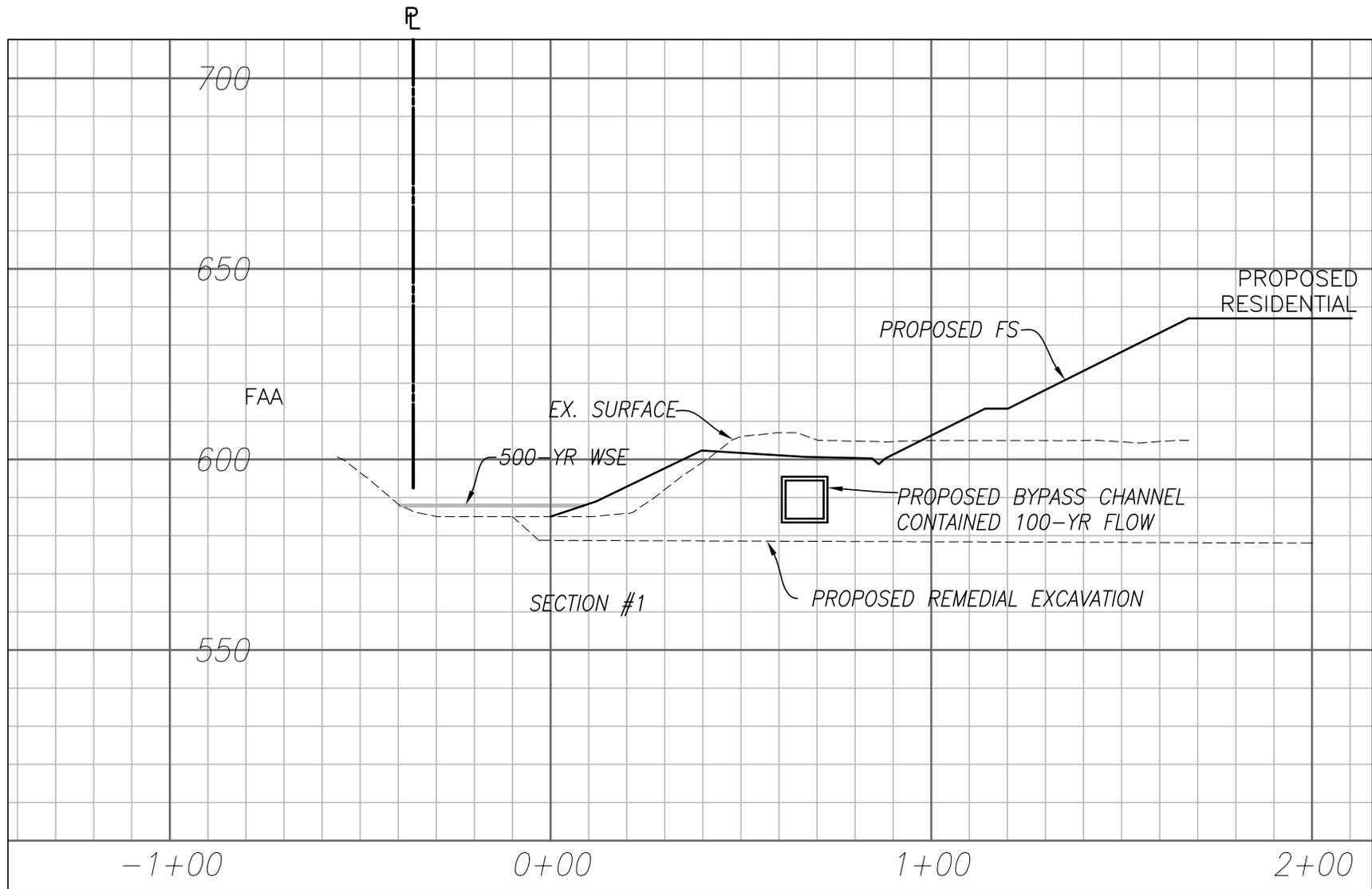
SECTION #2

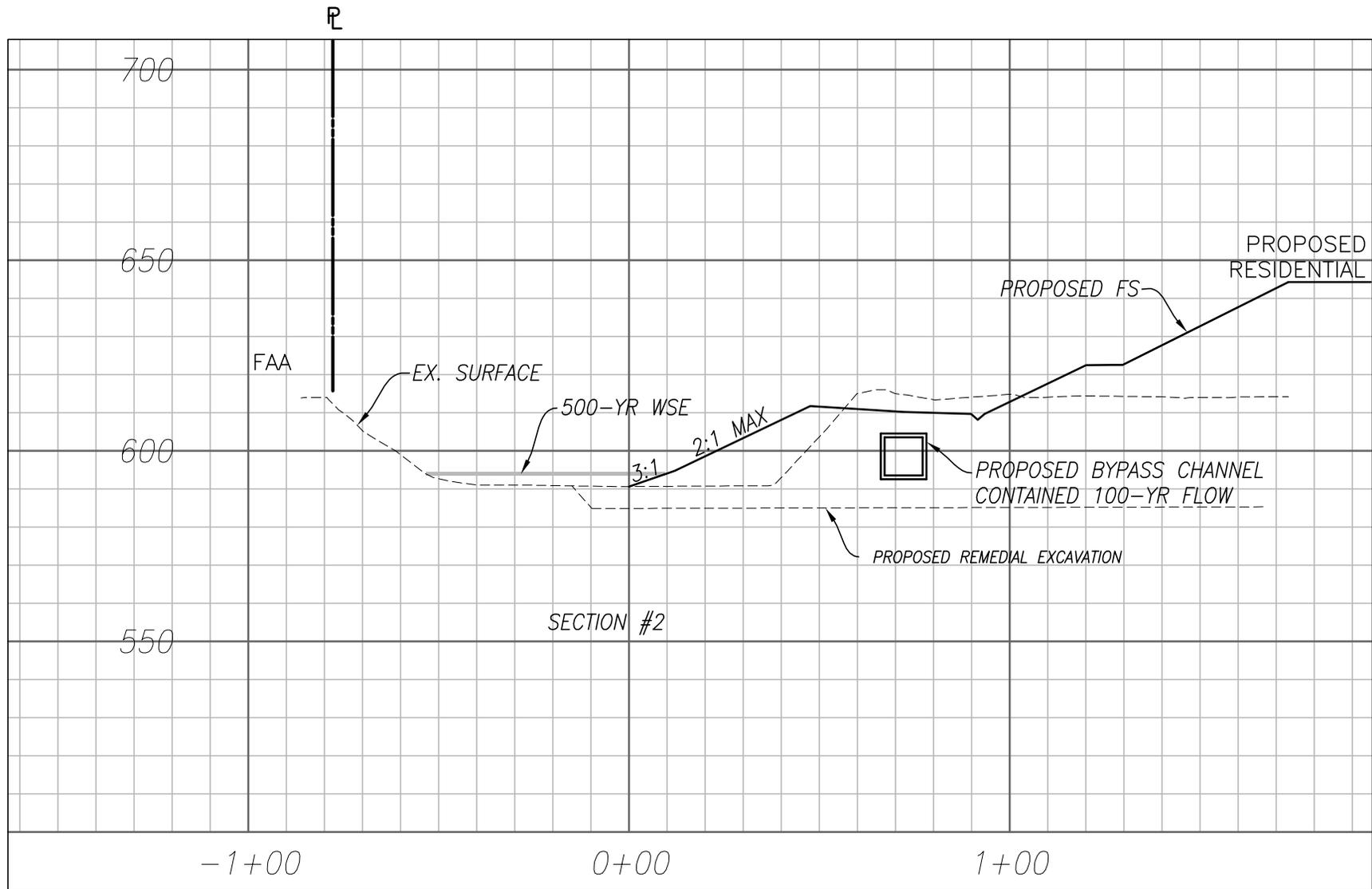
SECTION #3

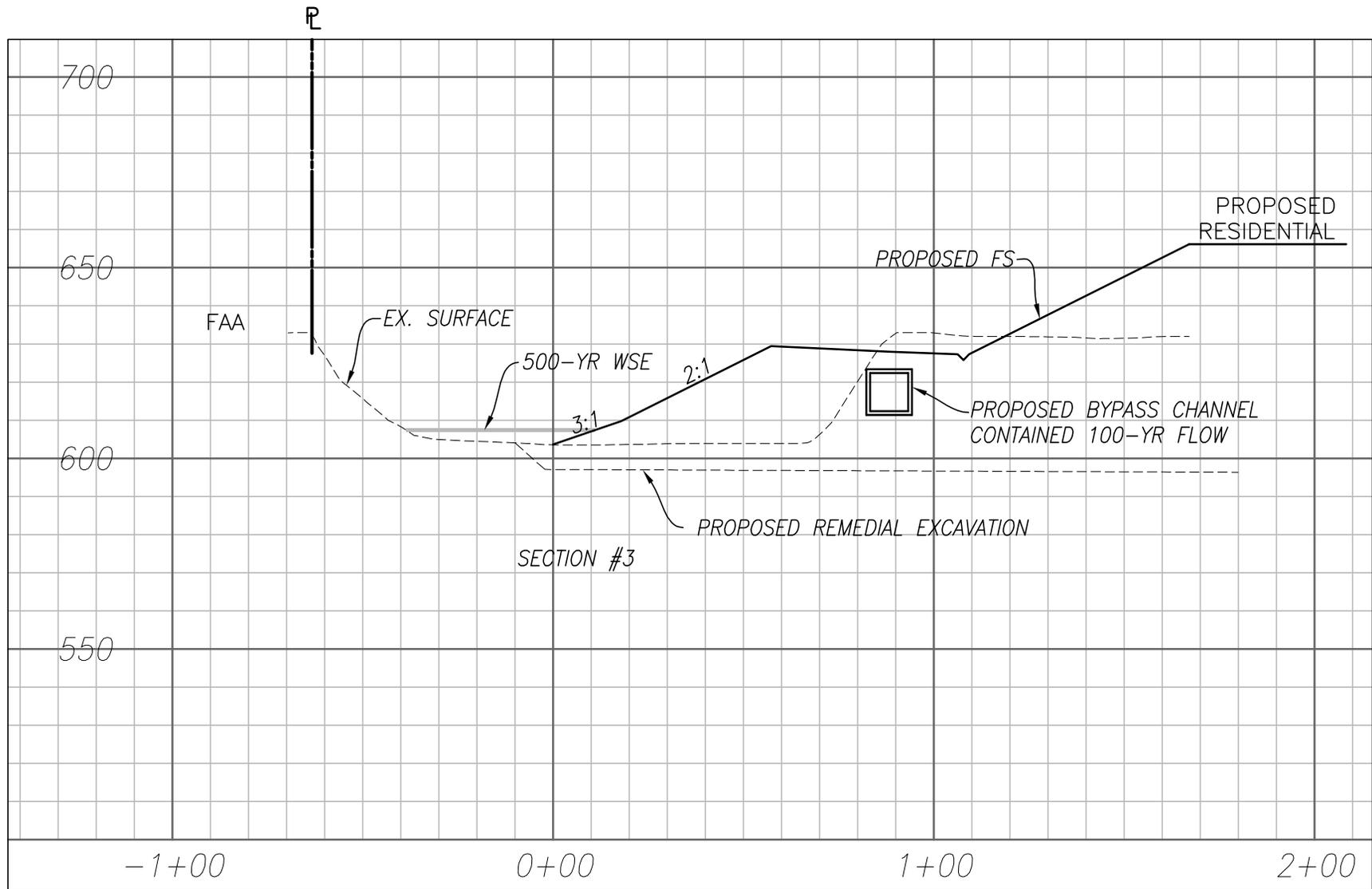
SECTION #4

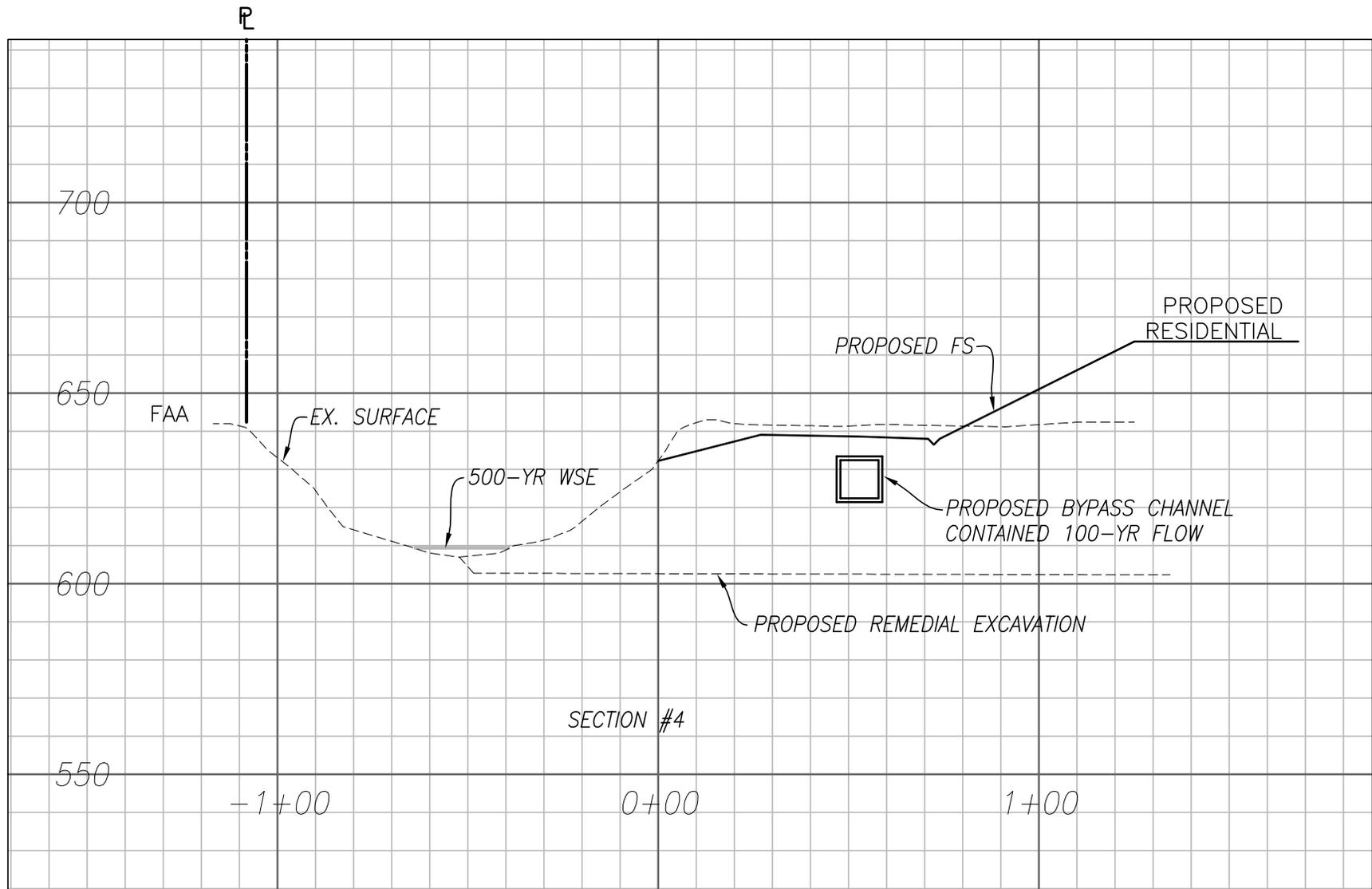
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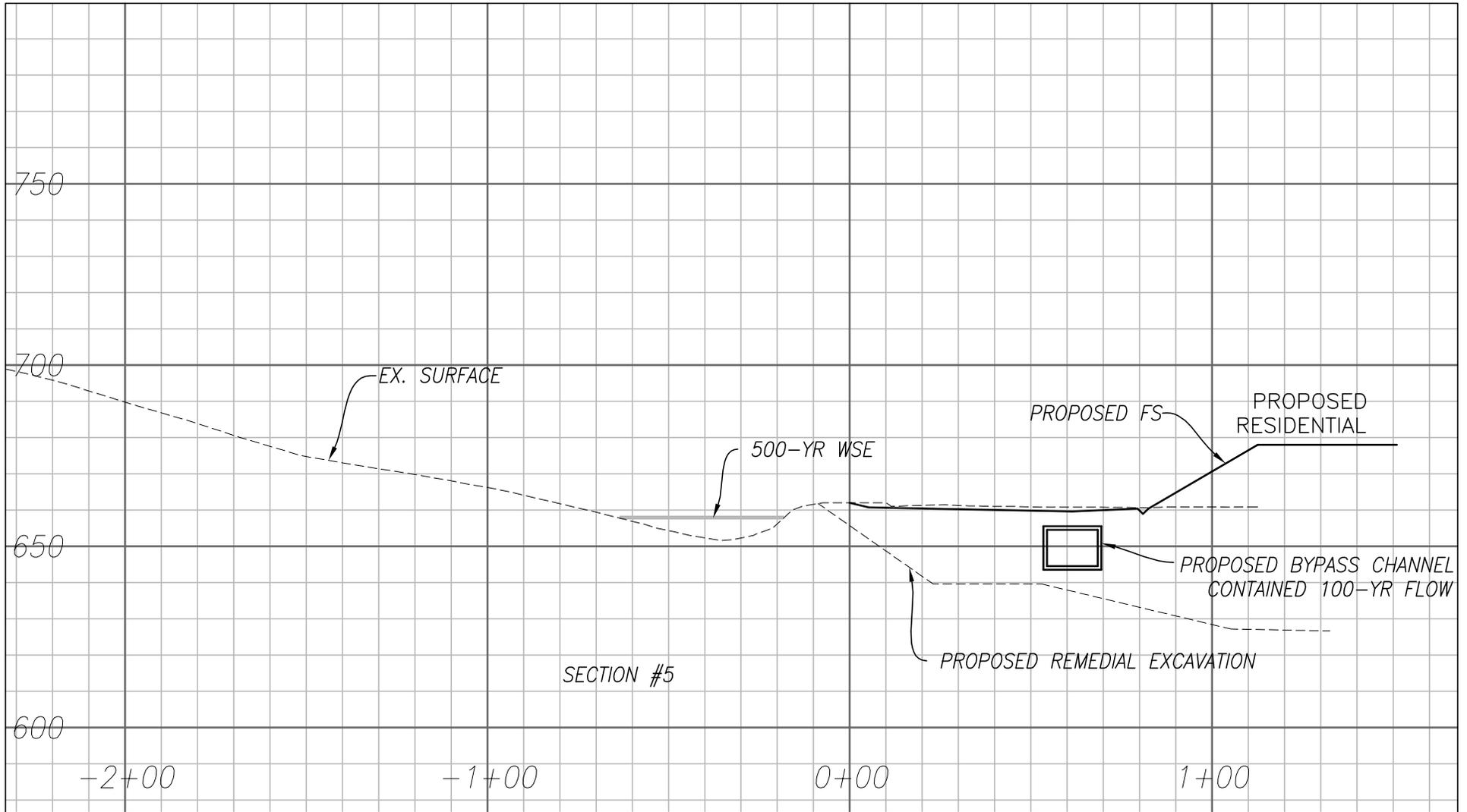












S H E A / B A K E R R A N C H

Appendix D - IRWD Will Serve Letter



IRVINE RANCH WATER DISTRICT

15600 Sand Canyon Ave., P.O. Box 57000, Irvine, CA 92619-7000 (949) 453-5300

March 14, 2011

Ws-Cond-Lake Forest.doc

Mr. David Belmer
Assistant City Manager
City of Lake Forest
25550 Commerce Centre Drive
Lake Forest, CA 92630

SUBJECT: CONDITIONAL WATER AND SEWER WILL SERVE LETTER FOR
 TENTATIVE TRACT 16466, PROPERTY KNOWN AS BAKER RANCH,
 LOCATED IN THE CITY OF LAKE FOREST

Dear Mr. Belmer:

This is to advise you that the IRWD would have adequate domestic water supplies to furnish each and every building lot, without exception, in the tentative tract, subject to the developer providing for construction of additional water supply and transmission mains as may be identified in our pending Subarea Master Plan, and the developer installing the necessary in-tract distribution main.

Please be advised that for residential tracts, two (2) points of connection must be made to IRWD's water system, and may necessitate street trenching or underground boring if not done prior to road construction.

The District will also be able to provide sewer service to each and every building lot, without exception, in the tentative tract, conditioned upon the developer providing for the construction of additional sewer trunk lines and local sewer collection facilities, as may be identified in our pending Sub Area Master Plan, and the developer installing the necessary in-tract sewer mains.

This letter does not constitute either a water supply verification, as required by California Government Code Section 66473.7, or a water supply assessment, as required by California Water Code Section 10910. If compliance with one or both of such requirements is necessary for the project, appropriate requests shall be submitted to the District.

If you have any questions or require any additional information regarding the Sub Area Master Plan, please call Eric Akiyoshi at 949-453-5552.

Yours truly,

A handwritten signature in black ink that reads "Kevin L. Burton".

Kevin L. Burton, P.E.
Director of Engineering and Construction

Reviewed: 

Cc: John Pham, Hunsaker ✓
Eric Akiyoshi

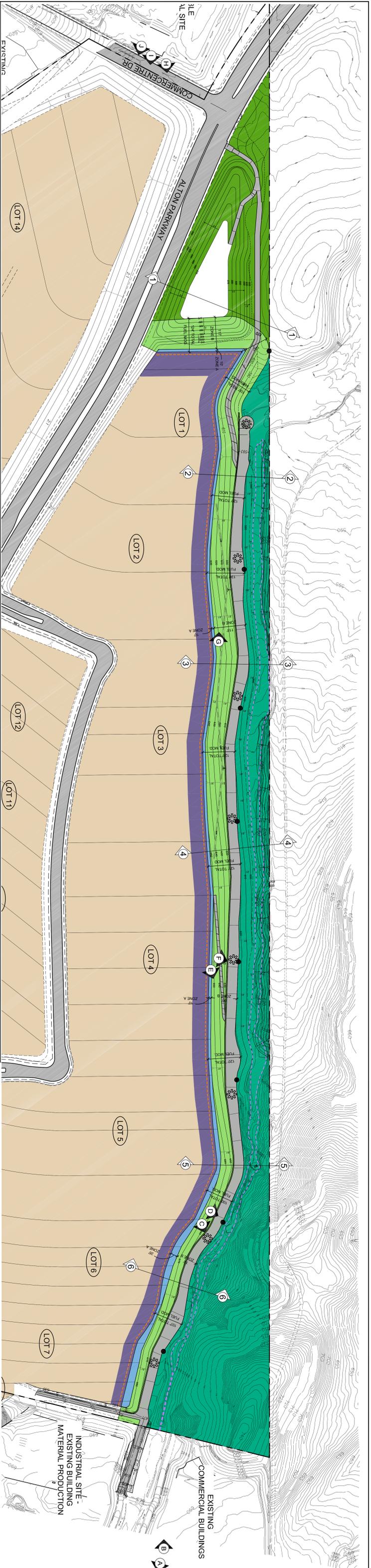
VICINITY MAP

SITE



S H E A / B A K E R R A N C H

Appendix E - Fuel Modification Plan



FUEL MODIFICATION SECTIONS

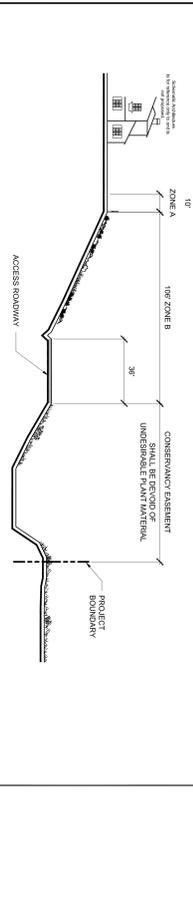
PLANT MATERIAL SHOWS AS REFERENCE ONLY.

RETENTION / WATER QUALITY BASIN SHALL BE PAINTED WITH CEPA APPROVED PLANT MATERIAL. SHALL BE BEYOND OF UNDESIRABLE PLANT MATERIAL.



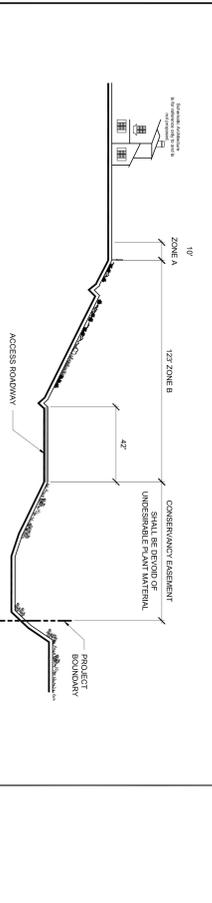
SCALE: 1" = 30'-0" SECTION: 1 - 1

PLANT MATERIAL SHOWS AS REFERENCE ONLY.



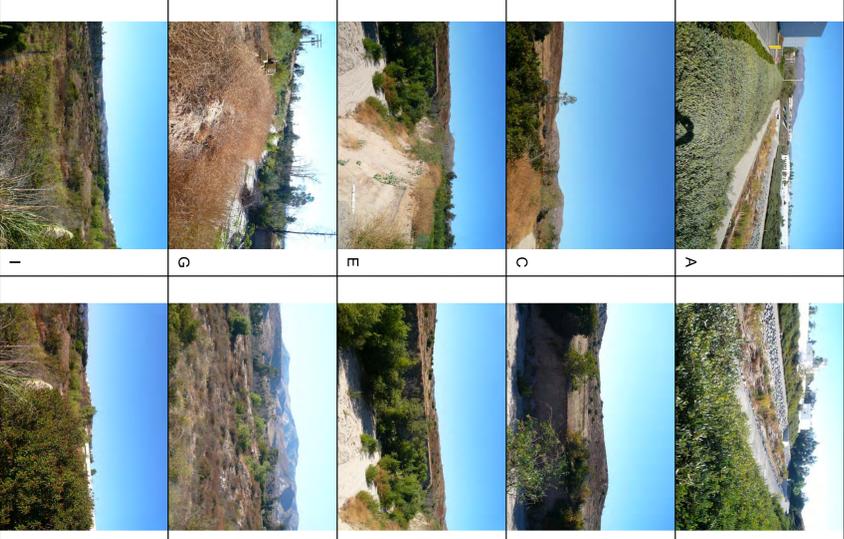
SCALE: 1" = 30'-0" SECTION: 2 - 2

PLANT MATERIAL SHOWS AS REFERENCE ONLY.



SCALE: 1" = 30'-0" SECTION: 3 - 3

SITE IMAGES



PLANT REMOVAL LIST

| ZONE | PLANT SPECIES |
|---|---------------|
| 100% REMOVAL FROM ALL FUEL MODIFICATION ZONES PER THE ORANGE COUNTY LOCAL FIRE DEPARTMENT FUEL MODIFICATION REGULATIONS | AGAVE |
| | AGAVE |
| 2007 CALIFORNIA BUILDING CODE CHAPTER 7A | AGAVE |
| | AGAVE |

PLANTING NOTE

All new landscaping plant material shall be planted in the Orange County Fire Authority's approved plant list. All existing plants shall be removed from the site. All new plants shall be planted in the Orange County Fire Authority's approved plant list. All new plants shall be planted in the Orange County Fire Authority's approved plant list.

BUILDING CLASSIFICATION LEGEND

| | |
|---|---|
| EMBER MITIGATION ZONE - ENHANCED CONSTRUCTION | EMBER MITIGATION ZONE - ENHANCED CONSTRUCTION |
| EMBER MITIGATION ZONE - ENHANCED CONSTRUCTION | EMBER MITIGATION ZONE - ENHANCED CONSTRUCTION |

FUEL MODIFICATION LEGEND

| | |
|--|--|
| ZONE A - NON-COMBUSTIBLE CONSTRUCTION | ZONE A - NON-COMBUSTIBLE CONSTRUCTION |
| ZONE B - 100% REMOVAL UNDESIRABLE SHRUBS | ZONE B - 100% REMOVAL UNDESIRABLE SHRUBS |
| ZONE C - 100% REMOVAL UNDESIRABLE SHRUBS | ZONE C - 100% REMOVAL UNDESIRABLE SHRUBS |
| ZONE D - 100% REMOVAL UNDESIRABLE SHRUBS | ZONE D - 100% REMOVAL UNDESIRABLE SHRUBS |
| ZONE E - 100% REMOVAL UNDESIRABLE SHRUBS | ZONE E - 100% REMOVAL UNDESIRABLE SHRUBS |
| ZONE F - 100% REMOVAL UNDESIRABLE SHRUBS | ZONE F - 100% REMOVAL UNDESIRABLE SHRUBS |
| ZONE G - 100% REMOVAL UNDESIRABLE SHRUBS | ZONE G - 100% REMOVAL UNDESIRABLE SHRUBS |
| ZONE H - 100% REMOVAL UNDESIRABLE SHRUBS | ZONE H - 100% REMOVAL UNDESIRABLE SHRUBS |
| ZONE I - 100% REMOVAL UNDESIRABLE SHRUBS | ZONE I - 100% REMOVAL UNDESIRABLE SHRUBS |
| ZONE J - 100% REMOVAL UNDESIRABLE SHRUBS | ZONE J - 100% REMOVAL UNDESIRABLE SHRUBS |

ACCESS POINT

Access points shall be provided for all fuel modification zones. Access points shall be provided for all fuel modification zones. Access points shall be provided for all fuel modification zones.

FUEL MODIFICATION SECTION LOCATION

Fuel modification section locations are shown on the site plan. Fuel modification section locations are shown on the site plan.

BORROWED WASH - CHANNEL BOTTOM LIMITS

Borrowed wash channel bottom limits are shown on the site plan. Borrowed wash channel bottom limits are shown on the site plan.

SITE IMAGE APPROXIMATE LOCATION

Site image approximate locations are shown on the site plan. Site image approximate locations are shown on the site plan.

October 13, 2010
 Brent Anderson
 Senior Fire Prevention Specialist
 Orange County Fire Authority
 1 Fire Authority Road
 Irvine, CA 92618
 Subject: Baker Ranch Precise Fuel Modification Plan
 OCEA SR# 173719
 Tender: Tract 16460
 Mr. Anderson
 This report has been prepared to you to establish and control to time table for the
 Landscape Planning Plans to be submitted and approved to OCEA.
 Planning plans drawn by a licensed landscape architect are required to be submitted for
 review and approved by OCEA prior to issuance of building permits and prior to
 installation of the plans.
 Sincerely,
 David Oatis
 President of Shea Baker Ranch Associates, LLC

SCALE: 1" = 100' - 0"
 0 50 100 150 200 300 400
 NORTH
 SHEA BAKER RANCH ASSOCIATES, LLC
 130 VANTER, SUITE 200
 ALBANY, CALIFORNIA 94524
 PHONE: (925) 353-1115
 FAX: (925) 353-1055

HSA
 HENSINGER & ASSOCIATES
 300 N. EL CAMINO REAL, SUITE 203
 SAN ANTONIO, CALIFORNIA 78201
 PHONE: (214) 343-1111
 FAX: (214) 343-1112

firesafe
 FIRE PLANNING SOLUTIONS
 300 N. EL CAMINO REAL, SUITE 203
 SAN ANTONIO, CALIFORNIA 78201
 PHONE: (214) 343-1111
 FAX: (214) 343-1112

FUEL MODIFICATION SECTIONS & SITE IMAGES
 BAKER RANCH
 PRECISE FUEL MODIFICATION PLAN
 LAKE FOREST, CA
 SR# 173719

SHEET 2 OF 3

S H E A / B A K E R R A N C H

Appendix F - Shea/Baker Ranch AHIP (Attachment C to Development Agreement)

EXHIBIT C

Affordable Housing Implementation Plan

EXHIBIT C

Affordable Housing Implementation Plan

EXHIBIT C
Affordable Housing Implementation Plan

OPPORTUNITIES STUDY
AFFORDABLE HOUSING IMPLEMENTATION PLAN

A. Definitions.

1. **“Affordable Units”** means residential units, whether attached or detached, for sale or for rent, which are affordable to Very Low Income Households, Low Income Households, or Moderate Income Households, as those terms are defined below.
2. **“Affordable Housing Covenant”** means a restriction recorded at the time that a developer records its grant deed to the original home purchaser of an Affordable Unit which relates in some manner to the use of the property for affordable housing.
3. **“Housing Purchase Cost”** means the total payments for a single month for principal and interest on a 30-year fixed rate mortgage loan and any associated mortgage loan insurance costs, property taxes and assessments, fire and casualty insurance covering the replacement value of property improvements, and a reasonable allowance for utilities, and homeowner association fees.
4. **“Housing Rental Cost”** means the total payments for a single month for rent (other than security deposits), plus a reasonable allowance for utilities.
5. **“Low Income Household”** means a household whose annual income is greater than fifty percent (50%) but does not exceed eighty percent (80%) of the median family income for the area, as published by the California Department of Housing and Community Development, adjusted for family size.
6. **“Moderate Income Household”** means a household whose annual income is greater than eighty percent (80%) but does not exceed one hundred twenty percent (120%) of the median family income for the area, as published by the California Department of Housing and Community Development, adjusted for family size.
7. **“Offsite”** means outside of the boundaries of the entire Opportunities Study Area, but within the City of Lake Forest.

8. **“Project”** refers to the development of each of the individual project areas defined in the Opportunities Study Area General Plan Amendment. Thus, there are a maximum of six “Projects” and this policy shall be applied individually to each Project, rather than to the OSA as a whole or all Projects collectively.
9. **“Second Unit”** refers to an “accessory living quarters/second unit” as those terms are used in Section 9.180.050 of the City’s Municipal Code and which meets the standards of Section 9.180.050(D).
10. **“Senior Unit”** means a residential unit occupancy of which is restricted to persons sixty-two (62) years of age or older, provided that the minimum age shall be fifty-five (55) years in any project containing 150 or more Senior Units.
11. **“Very Low Income Households”** means a household whose annual income does not exceed fifty percent (50%) of the median family income for the area, as published by the California Department of Housing and Community Development, adjusted for family size.

B. “Planning Principles” for Affordable Housing.

1. The developer of each Project will provide or facilitate the production of Affordable Units in conjunction with the development of its Project. Participation will be based on the “Point System” set forth in Section C below. Facilitation of the production of Affordable Units may include participation with the Lake Forest Redevelopment Agency in producing such units, on such terms as may be mutually agreeable to the Redevelopment Agency and the developer.
2. The types and locations of Affordable Units in all income categories may include, among other variations, onsite and offsite units (subject to Paragraph C3(b) below), for-sale and rental units, attached and detached units, and units of varying size and bedroom counts.
3. Consistent with City policy as set forth in Section 5 of the Housing Plan of the City’s Housing Element (entitled “Expedited Project Review”), the City shall:
 - (a) Prioritize the review and processing of the Affordable Units component of all development applications for all aspects of the Project (including, but not limited to, those for area plans,

subdivision maps, site development permits, grading permits, and building permits); and

(b) Retain an independent contracting firm to expedite the processing of all such development applications, upon the developer's agreement to pay the full cost of such retention.

4. The developer, at its sole discretion, may satisfy the "point" requirement of this policy through the provision of either rental or for-sale housing.
5. Subject to Paragraph B6 below, an Affordable Housing Covenant in favor of the City and/or Lake Forest Redevelopment Agency, in the form approved by the City as part of the implementation of each Project, shall be recorded against each Affordable Unit that is not a Second Unit. The Affordable Housing Covenant shall be recorded at the time that the developer records its grant deed to the original home purchaser of a for-sale unit or prior to the occupancy of the first tenant of a rental unit.

If the rental unit is within a multi-family development in which not all of the units are Affordable Units, the Affordable Housing Covenant shall specify the total number of units (as opposed to identifying specific units) within that development which must be made available as Affordable Units. In that case, the Affordable Housing Covenant also shall clearly state that beyond the identified number of Affordable Units, no other units within the development are encumbered by the Affordable Housing Covenant.

6. An Affordable Housing Covenant shall not be required for Affordable Units sold to Moderate Income Households if the developer declines to receive the additional one (1.0) point credit for a moderate for-sale unit as provided in Paragraph C4 below. Regardless of whether an Affordable Housing Covenant is recorded for a Moderate Income Affordable Unit, the initial sale of such unit shall be to a qualifying Moderate Income Household, with the household income adjusted for family size.
7. The provisions of this policy pertaining to the recording of Affordable Housing Covenants shall apply to all pre-existing units for which "points" are given, including but not limited to pre-existing rental units converted to "for sale" units which are treated under the Point System below as "for sale" units.

C. The Point System.

The purpose of the "Point System" described below is to provide incentives for the provision of certain types of affordable housing as part of development in the Opportunities Study Area, in order to meet the housing needs of the community. These housing types include units affordable to lower income categories, onsite units, units with multiple bedrooms, and owner-occupied units.

1. **Required Points.** The number of Affordable Units to be provided will be based upon a "Point System." The number of required "points" will be equal to 15% of the total number of units approved and built within a Project. For example, if 2,815 units are built within a Project, then a total of 422 "points" will be required. Notwithstanding any provision of this Plan, including the application of any provision of the Point System, and with the exception of the Projects on Sites 5 and 6 in the OSA GPA, no Project shall provide a number of Affordable Units that is less than eight and one-half percent (8.5%) of the total number of market-rate units which are approved under the Project's First Tentative Map.
2. **Offsite Affordable Units.** Offsite Affordable Units will be provided points only if they are affordable to Very Low and Low Income Households.
3. **Base Points.** Subject to Paragraph C2 above:
 - (a) **One Base Point (1.0)** shall be awarded for each home sold or rented onsite to households within any affordable income category (moderate, low, and very low), and
 - (b) **One half Base Point (0.5)** shall be awarded for each home sold or rented offsite to Low or Very Low Income Households.
4. **Additional Points.** Because of the City's interest in (1) providing certain amenities, (2) serving lower income categories, and (3) providing onsite Affordable Units, points shall be awarded in addition to Base Points, as set forth below, for each onsite Affordable Unit in any income category which meets the following criteria:
 - (a) To encourage units for families, additional points based upon bedroom counts shall be provided as follows, with points awarded for only one bedroom count category in this subparagraph (a) (for example, a four bedroom unit receives one (1.0) additional point, not $0.2+0.7+1.0$):

- (i) 0.2 additional point for two-bedroom units;
 - (ii) 0.7 additional point for three-bedroom units; and
 - (iii) 1.0 additional point for four-bedroom units.
- (b) In addition, to encourage development of Affordable Units in the Low and Very Low Income Household categories, one-half (0.5) additional point shall be provided for rental units affordable to Low Income Households and one (1.0) additional point shall be provided for rental units affordable to Very Low Income Households.
- (c) In addition, to encourage the placement of Affordable Units within Market Rate Communities,¹ one-half (0.5) additional point shall be provided for each Affordable Unit located within a Market Rate Community, provided that at least fifty percent (50%) of the Units within the applicable Market Rate Community are market rate units.
- (d) In addition, to encourage the development of "for sale" Affordable Units, for each for-sale unit with an affordability deed restriction, the following points will be provided for deed restrictions consistent with Paragraph D1:
- (i) 3.0 additional points for very low income units;
 - (ii) 2.0 additional points for low income units; and
 - (iii) 1.0 additional point for moderate income units, subject to the limitations of Paragraph C5(e).

5. **Other Considerations.**

- (a) Points may be provided for any net increase in Affordable Units in the City constructed or provided by the developer of a Project (including through participation by the developer with the Lake Forest Redevelopment Agency) through any combination of housing units which are affordable to Moderate, Low, or Very Low Income Households, including, but not limited to:
- (i) Apartments, including the conversion of existing market rate units to Affordable Units, provided that the

¹ A "Market Rate Community" shall be deemed to be any group Units within the boundaries of a Final Map in which the predominant Units are not Affordable Units.

Developer assumes all tenant relocation obligations created by law and in effect on the date of the conversion;

- (ii) For sale housing, including the conversion of off-site existing market rate rental or for-sale units to Affordable Units with recorded Affordable Housing Covenants, provided that the Developer assumes all tenant relocation obligations created by law and in effect on the date of the conversion;
 - (iii) The inclusion of Second Units on lots within the Project (all Second Units shall be deemed to be "Moderate" units).
- (b) All "points" are cumulative, with a single Affordable Unit receiving points for all criteria which it meets, except as expressly provided within this Plan.
 - (c) An additional one (1.0) point shall be provided for a Second Unit. However, a Second Unit may have a total of no more than two (2.0) points, and no points shall be granted for the primary unit on any lot containing a Second Unit. No more than 25% of the total Affordable Units for a Project may receive Second Unit credit
 - (d) Moderate Income Affordable Units may account for no more than one-third (1/3) of the total number of "points" provided to a Project.
 - (e) An on-site for-sale unit sold to a Moderate Income Household does not require an Affordable Housing Covenant (unless the unit is converted from existing housing), provided that the additional 1.0 point available under Paragraph C4(c) for for-sale moderate income units shall not be provided to any Affordable Unit unless an Affordable Housing Covenant is recorded.
 - (f) In calculating aggregate points earned by a given Project, fractions equaling one half (0.5) or greater shall be rounded to the next highest whole number. This rounding shall not apply with respect to the points earned by any individual Affordable Unit.
 - (g) Senior Units receiving points under this Plan may account for no more than one third (1/3) of the Affordable Units

provided by a Project, provided that Senior Units may be transferred between Projects if: (i) the aggregate cap on Senior Units among all Projects is not exceeded as a result of any transfer; and (ii) the City determines that the transfer of Senior Units will further the goals of the Housing Element, the Affordable Housing Implementation Plans for the Projects involved, and this Plan.

D. Other Terms and Conditions.

1. **Term of Affordable Housing Covenants.** The affordability restrictions contained in Affordable Housing Covenants will commence with the first occupancy of the Affordable Unit by a Very Low, Low, or Moderate Income Household and will terminate in thirty (30) years, except when sources of funding or applicable laws dictate longer periods of affordability restriction.
2. **Related Calculations.** Calculations related to qualification shall include:
 - (a) For units not otherwise required by the funding sources to meet the Housing Rental Cost identified in California Health and Safety Code Section 50053, as may be amended from time to time, the Housing Rental Cost shall not be greater than the following amounts:
 - (i) For Moderate Income Households: 30% of 120% of the area median income adjusted for family size appropriate for the unit;
 - (ii) For Low Income Households, 30% of 80% of the area median income adjusted for family size appropriate for the unit;
 - (iii) For Very Low Income Households, 30% of 50% of the area median income adjusted for family size appropriate for the unit.
 - (b) For units not otherwise required by the funding sources to meet the Housing Purchase Cost identified in California Health and Safety Code Section 50052.5, as may be amended from time to time, the Housing Purchase Cost shall not be greater than the following amounts:
 - (i) For Moderate Income Households: 35% of 120% of the area median income adjusted for family size appropriate for the unit;

- (ii) For Low Income Households, 30% of 80% of the area median income adjusted for family size appropriate for the unit;
 - (iii) For Very Low Income Households, 30% of 50% of the area median income adjusted for family size appropriate for the unit.
 - (c) Unless a source of funding for a particular Project or Affordable Unit dictates a lower standard, household size shall be deemed to equal two persons per bedroom. For example, a two bedroom dwelling unit could accommodate a 4-person household.
 - (d) Unless private mortgage insurance is required by the mortgage lender, mortgage interest rate assumptions shall assume a fully amortized 30-year fixed rate loan. No requirement for private mortgage insurance shall be assumed (due to the loan to value ratio based on the unrestricted home value), provided that a lender is willing to forego private mortgage insurance, and the mortgage interest rate assumed shall be no lower than the interest rate such a lender offers under such conditions.
 - (e) Down payment on for-sale Affordable Units shall be assumed to be 5% of the Affordable Unit sales price.
3. **Updating of Pricing Estimates.** Pricing estimates required by this policy may be updated to reflect then-current eligibility requirements at any time before the Affordable Units are sold.
4. **Payment of In-Lieu Fees and Alternative Means of Satisfying Obligations.** An affordable housing in-lieu fee may be paid by the developers of those Projects built upon Sites 5 and 6 in the OSA GPA, and by developers of Projects built upon Site 1 and other Projects with the consent of the City. The affordable housing in-lieu fee shall be \$12,000 per dwelling unit for each home within each Project. The fee is adjustable each year based on the latest California Consumer Price Index published by the State of California Department of Finance, with the January 2007 Consumer Price Index serving as a baseline. With the consent of the City, the developer of a Project may dedicate land to the City in partial or complete satisfaction of the developer's obligations under this Affordable Housing Implementation Plan to make available Affordable Units.

5. **Phasing.** Unless a Project's affordable housing obligations have been satisfied through payment of an in lieu fee or dedication of land as provided in Paragraph D4 above, the following process shall be followed to account for the provision of Affordable Units within the Project:

Before or with the submittal of the first application for a Site Development Permit (an "SDP") for a neighborhood or phase within a Project, the developer of that neighborhood or phase shall estimate the total number of market rate residential units which it anticipates to build on the Project site as part of the neighborhood or phase (the "Total Units"). This number may be revised, at the developer's discretion, upon the submittal of future SDPs to reflect increases or decreases in the Total Units proposed to be built in the neighborhood or phase.

- (a) With each application for an SDP, the developer shall provide an update to the Affordable Housing Implementation Plan submitted with the First Tentative Map Submittal Package pursuant to the Development Agreement for that Project, which shows the anticipated type (for-sale or rental), size, estimated price or rent, and location of each proposed Affordable Unit to be provided through the completion of the development contemplated by that SDP (an "SDP Cycle"). Additionally, the developer shall indicate the number of "points" that it shall earn upon the completion of the Affordable Units within that SDP Cycle. The Affordable Housing Plan may be revised during the course of the SDP Cycle to reflect updated assumptions.
- (b) Building permits must be issued for Affordable Units which will generate one-fourth (25%) of the total required affordable housing "points" before the issuance of building permits beyond 45% + 1 of the then current anticipated number of Total Units.
- (c) Building permits must be issued for Affordable Units which will generate an additional one-fourth (for a total of 50%) of the total required affordable housing "points" before the issuance of building permits beyond 65% + 1 of the then current anticipated number of Total Units.
- (d) Building permits must be issued for Affordable Units which will generate an additional one-fourth (for a total of 75%) of the total required affordable housing "points" before the

issuance of building permits beyond 80% + 1 of the then current anticipated number of Total Units.

(e) Building permits must be issued for Affordable Units which will generate an additional one-fourth (for a total of 100%) of the total required affordable housing "points" before the issuance of building permits beyond 97% + 1 of the then current anticipated number of Total Units.

6. **Rehabilitation of Offsite Units.** No points shall be awarded for any offsite unit until and unless the unit has been rehabilitated to meet all codes and standards applicable to new units.
7. **Construction and Design Standards for Affordable Units.** Affordable Units shall be designed and constructed so as to be substantially equivalent to the base-level market rate units of a similar product type within the Project with respect to design, appearance, materials, finished quality, and interior amenities.
8. **Siting of Affordable Units.** If Affordable Units are part of a larger market rate neighborhood or development within a Project, the Affordable Units shall be dispersed throughout the neighborhood or development. This paragraph shall apply only to for-sale Affordable Units, and not to rental units.
9. **Reporting and Monitoring of Compliance.** The owner of any Affordable Unit shall comply with the requirements of California Health & Safety Code Section 33418, including but not limited to the submission of an annual report, with respect to the Affordable Unit as though Section 33418 applies to the Affordable Unit, regardless of whether Section 33418 actually applies. With respect to rental Affordable Units, the owner of the units shall cause the information required by Section 33418 to be submitted on forms prescribed by the City, and any contract between the owner and the manager of the units shall require the manager to comply with the affordability requirements and standards established by this Affordable Housing Implementation Plan and applicable law. The owner of any Affordable Units shall provide the City with the name and qualifications of any proposed manager of the Affordable Units, and shall not employ or retain a manager not approved by the City, provided that the City's approval shall not be unreasonably denied, and further provided that the City shall not disapprove the following managers: (i) Shea Properties; (ii) Jamboree Housing Corporation; (iii) Bridge Housing; (iv) KDF Communities; (v) Steadfast Companies; (vi) Affirmed Housing Group; (vii) Pacific West Companies; (viii) AF Evans; (ix) Simpson Housing LLP; and (x)

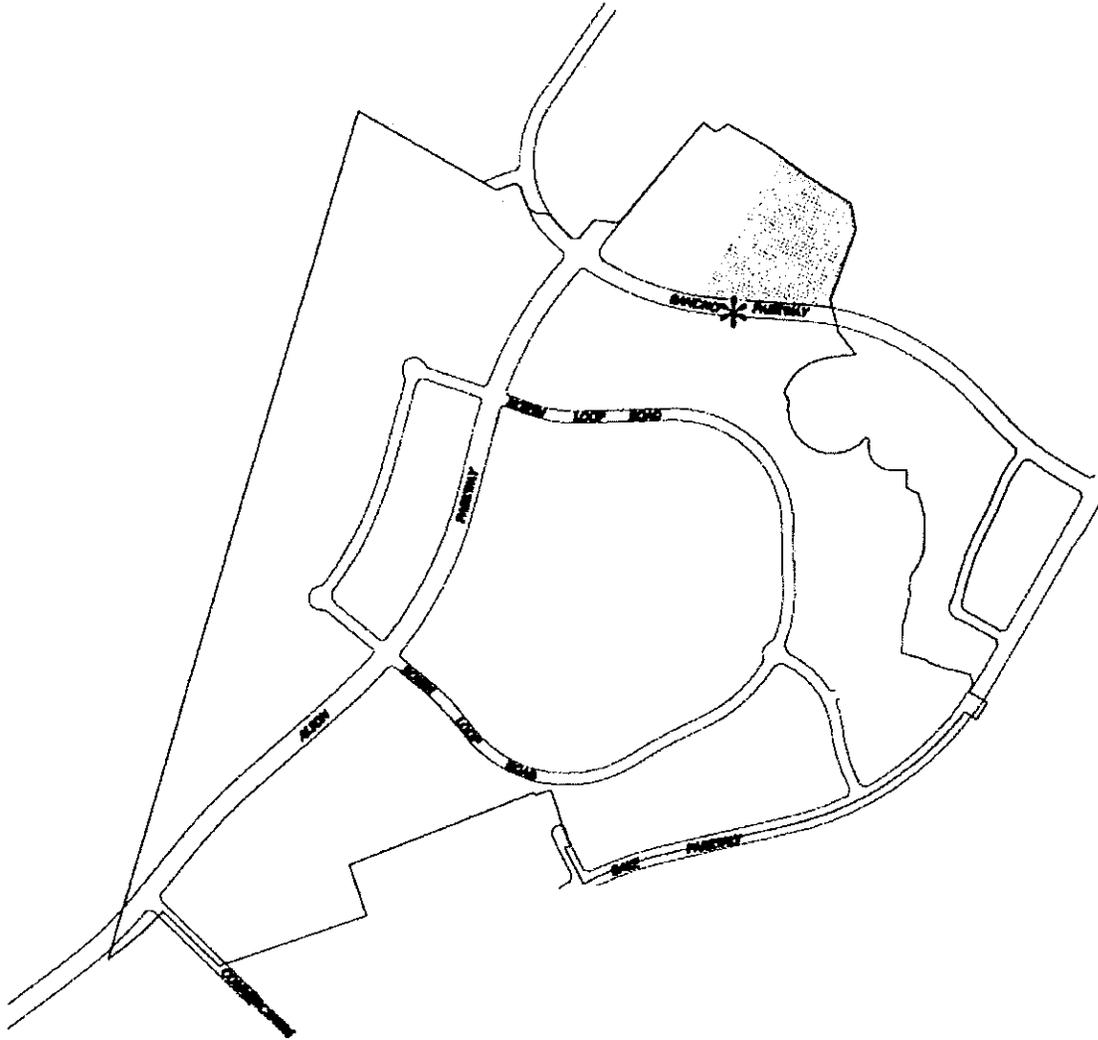
Fairfield Residential LLC. The City shall have the right to audit any information submitted by the owner of an Affordable Unit, and the owner shall pay the cost of such audit if such information is submitted on an improper form. With respect to owner-occupied Affordable Units for which an Affordable Housing Covenant is recorded, the developer of such units shall cause a condition to be included in the Affordable Housing Covenant requiring that the information required by Section 33418 be submitted to the City in connection with any subsequent sale of the Affordable Unit.

10. **Maintenance Standards for Rental Affordable Units.** Owner shall comply with all provisions of the covenants, conditions and restrictions (CC&R's) for the rental property, approved by the City as part of the implementation of the Project, including the property maintenance requirements set forth in the CC&R's. The CC&R's shall provide that if property maintenance deficiencies are not corrected following notice from the City to Owner (or any successor in interest), the City may perform such repairs or maintenance as may be necessary, and may recover the cost of such work from Owner.

EXHIBIT C-1
Affordable Site

EXHIBIT C-1
Affordable Site

Exhibit C-1
AFFORDABLE SITE



Ⓢ
Scale: 1"=1,000'

LEGEND

- * PROVISION OF ACCESS AS GENERALLY SHOWN OFF OF RANCHO PARKWAY.
- ▨ AREA WITHIN WHICH AFFORDABLE HOUSING IOD MAY BE LOCATED. THE NUMBER OF ACRES SHALL BE DETERMINED IN ACCORDANCE WITH SECTION 8.23.

NOTE: ALL STREET CONFIGURATIONS ARE CONCEPTUAL

DATE: 05-20-2010