

NAKASE PROPERTY

AREAPLAN | November 5, 2019



NAKASE PROPERTY AREA PLAN

NOVEMBER 5, 2019

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CHAPTER 1

INTRODUCTION



1.1 INTRODUCTION

The Nakase Planned Community is a new Planned Community identified under Section 9.112 of the City of Lake Forest Municipal Code. As such, it establishes new land uses, design guidelines, and development standards for the 122-acre site commonly described as the Nakase Property. The Planned Community zoning regulations set forth in Municipal Code Section 9.112 require the adoption of a Planned Community program. The Nakase Area Plan serves as the Planned Community program for the Nakase Property.

The Area Plan includes project design features, community facilities, and amenities, and outlines the community design guidelines, land use regulations, development standards, and implementation plan. The purpose of the Nakase Area Plan is to regulate the planning and development of the Nakase Property.

The regulatory framework for this Area Plan includes the City of Lake Forest General Plan, the City of Lake Forest Municipal Code, the Nakase Development Agreement, City of Lake Forest Design Standards, and Orange County Fire Authority (OCFA) fire protection guidelines for the new development.

1.2 PROJECT PLANNING OBJECTIVES

The Nakase Area Plan objectives address a range of planning elements for the site including land use objectives, grading and landform, neighborhood character and community design.

Working collaboratively with the site to cultivate a cohesive community, the planning objectives for the Nakase Property are:

- + Provide a comprehensive plan for development of the Nakase Property, which implements the goals and policies of the Lake Forest General Plan.
- + Develop new neighborhoods compatible with, and complementary to, the fabric of the larger Nakase Planned Community.
- + Provide a balanced mix of single family and high density senior affordable residential units, open space, and active private uses open to the public.
- + Accommodate public uses by incorporating a new elementary school site conveniently located within easy walking distance for residents and nearby neighborhoods.
- + Utilize the character and terrain of the site to develop a grading plan for the project and the community in such a way that the community embraces a harmonious relationship with its natural surroundings and celebrates them.
- + Provide an exceptional trail system, private parks open to the public including a Central Park, Neighborhood Park, and Neighborhood Mini Parks, and a landmark private recreational facility for project residents only.
- + Establish a cohesive community experience that seamlessly blends with its Southern California locale.
- + Reduce vehicular traffic and peak hour trips through thoughtful site planning that emphasizes connectivity, access, and mobility.
- + Create high-quality residential homes and distinct, identifiable neighborhoods, with a range of specifically targeted single-family product types.

1.3 PROJECT DESCRIPTION

Centrally located within the northern portion of the City of Lake Forest the Nakase Property is a master planned development with deep respect to its natural surroundings and the land's historic nursery use. Bordered by Bake and Rancho Parkways to the west and north respectively with Serrano Creek to the east, the Nakase Property master planned community spans 122 acres, redeveloping the land currently known as the Nakase Property.*

The site is organized into a grid and block system, echoing the refined edges and container rows of past orchestrated plantings. Interweaving its natural surrounds with cultivated open spaces and trails, and a diverse park system.

The proposed Area Plan for the Nakase Property is a residential community development designed to meet the diverse buyer profile and demographic. The Nakase Property encompasses up to 675 homes arranged in two and three-story configurations. The community ranges from low medium to medium density on 51 net acres; up to 101 high density senior affordable units with 2-4-story elevator-accessed buildings with surface parking and amenities on 2.6 acres; a public 10-acre school site (11.5 gross acres) which accommodates up to 1000 students from kindergarten through sixth grade; 4.8 acres centrally located Central Park, out of which 2.3 acres is open for public use, allowing community gatherings activities such as farmers markets as well as a 2.5 acre private community clubhouse and private recreational facility for use by residents only; a total of 2.62 acres of Neighborhood Mini Parks, open for public use, allowing each community to host a centrally located park; a 3.59 acre Neighborhood Park with amenities including a dog park as well as large open lawn that can be used as a soccer field or other field sports; and 10.4 acres of open space habitat and restoration area, bordering Serrano Creek, as well as trails & sidewalks connecting the neighborhoods to Serrano Creek Regional Trail System that will be open to the public.

^{*}For the purposes of the Nakase Property Area Plan, site descriptions containing cardinal directions will be defined as Rancho Parkway as north, Bake Parkway as west, and Serrano Creek as east respectively. All exhibits contained herein will maintain true north and will be clearly indicated on all drawings and illustrations.



EXHIBIT 1.1 Local Vicinity Map

1.4 PROJECT BACKGROUND

The Nakase Property encompasses 122 acres and is bounded by Bake and Rancho Parkways to the west and north respectively, and Serrano Creek to the east. Historically, The Nakase Property was developed with orchards from 1938 through the 1960s. From the late 1960s to the early 1980s, the site was developed with orchards on the northwest side while the remainder of the site remained a nursery. By 1988, the orchards were removed, and from the 1990s to the present, the entire project site has been used as an agricultural wholesale plant nursery.

The City of Lake Forest General Plan designated the property as Business Park similar to the commercial and light industrial properties bordering the Nakase Property to the southwest. The Nakase Property was within the 65 dB CNEL Noise Contour for the El Toro Marine Corps Air Station (MCAS), which restricted residential uses. Following the closure of the El Toro MCAS the City of Lake Forest commissioned an Opportunities Study known as the OSA (Opportunity Study Area) to identify land uses for areas no longer encumbered by the 65 dB CNEL Noise Contour, which consisted of 838 acres of undeveloped property. The City initiated General Plan Amendment (GPA) to amend permitted land uses on the OSA properties. The GPA changed the underlying land uses from industrial and commercial uses to low medium and medium residential, mixed use, and public park in order to better serve the community. The Nakase Property owners decided not to participate in the OSA thereby retaining the commercial and light industrial land use designations on the Nakase Property. With the OSA, the landscape to the north and west has continued to transition to new vibrant residential projects such as Portola Center and Baker Ranch.

The Nakase Project includes a General Plan amendment to change the General Plan land use designation for the entire 122-acre site from Business Park to low medium and medium density residential (Neighborhoods One through Five), high density residential (Senior Affordable Housing), Public Facility, parks, and open space (habitat and restoration areas). The Zone Change establishes the Planned Community zoning over the entire Nakase Property. The Area Plan and Zoning regulate design and development over the Nakase Site.

1.5 PROJECT SITE LOCATION & SETTING

Situated within the foothills of southeastern Orange County, the Nakase Property spans 122 acres, extending from the Serrano Creek Trail to the east to the intersection of Bake and Rancho Parkways at the west and north, respectively. The site borders the master planned community of Baker Ranch and Borrego Canyon to the west, Foothill Transportation Corridor and Towne Center to the north, Lake Forest Drive to the east, and existing commercial and light industrial to the south. The site is predominately flat with a gentle slope, running north to south. Bordered by the existing Bake and Rancho Parkways, the two major roadways serve as the primary west and north borders to the site. Additionally, the established roadways provide direct and easy access to the site, creating perfect opportunities for both primary and secondary entrances while connecting the Nakase Site to the surrounding Baker Ranch master-planned community, Foothill Transportation Corridor, commercial, and industrial areas beyond its borders.

The Serrano Creek Riparian Corridor and the open space area buffer the Serrano Creek Trail, which serves as the eastern and southeastern border of the site. The Serrano Creek Riparian Corridor is perhaps the most notable natural feature on the site as it links the creek to an expansive trail system to the Nakase Property community and to the neighboring communities within the City of Lake Forest. At the eastern edge of the site the grades follow the existing grades along Serrano Creek. The Nakase Area Plan proposes to restore and enhance the Open Space & Habitat & Restoration Area, bordering Serrano Creek, as set forth in *Exhibit 8.3* to its historic natural beauty.

Existing water, sewer, and electric systems immediately border the site providing the ability to serve the property without any additional upgrade to the backbone infrastructure. To establish a connected infrastructure for the entire community, the Project includes additional water, sewer, and electrical lines that will be extended within the property, as further described in later sections of the Area Plan.

1.6 EXISTING SURROUNDING LAND USES

Directly north of the site is the Foothill Ranch community, which is a development that combines residential, commercial, and business park uses. The Foothill Ranch Towne Centre is a large retail and commercial center, located within a mile of the site. The center affords many of the necessary goods and services required to satisfy the demands of daily living within proximity to the site. To the northeast, is Portola Hills, another master planned community (predominately residential in nature) which features both single-family and multi-family housing, Portola Hills elementary school, Orange County Fire Authority (OCFA) Fire Station No. 42, recreation facilities and open space.

To the east, the Serrano Open Space Habitat & Restoration Area buffers Serrano Creek and serves as the eastern and southeastern boundaries of the site. To the south and west are existing commercial and light Industrial facilities while Baker Ranch on the west is a development that just like Portola and Foothill combines residential and commercial uses featuring both single-family and multi-family housing as well as recreation facilities and open space.



EXHIBIT 1.2 Aerial Photograph



1.7 PLANNING CONTEXT

The Nakase Property is developed in accordance with the Nakase Development Agreement, and local and regional plans, policies, as well as various local, state and federal regulations. Following is a summary of the regulatory framework for the project.

1.7.1 CITY OF LAKE FOREST GENERAL PLAN

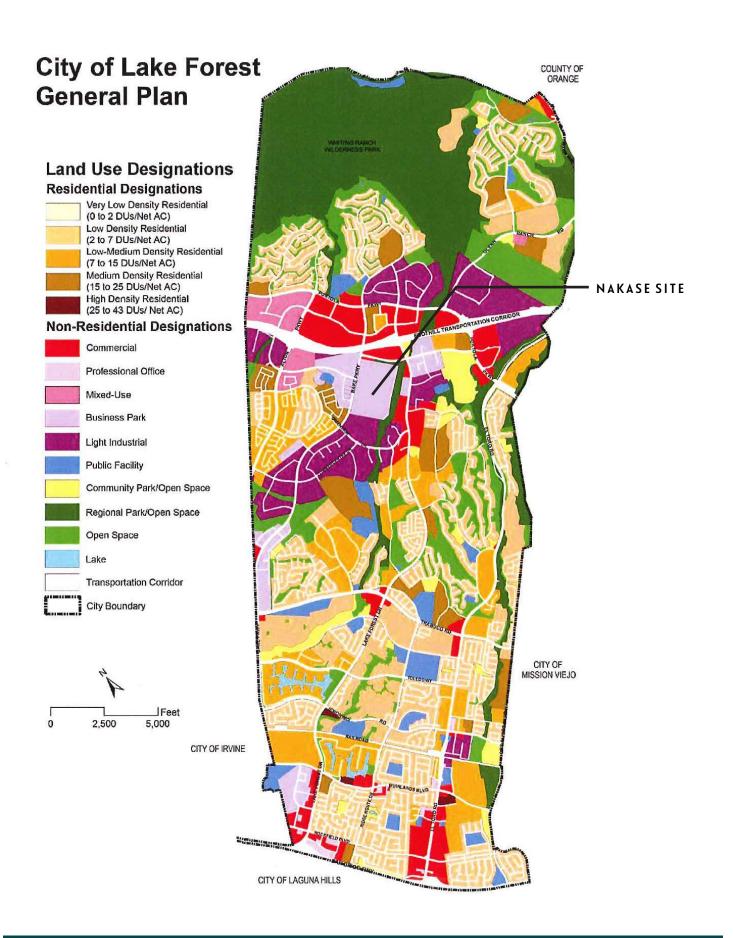
The City of Lake Forest General Plan lays out the land use framework for development in the City, as indicated on *Exhibit 1.3.* On Month, Day 20__ the City adopted a General Plan amendment to change the General Plan land use designation for the entire 122-acre site from Business Park to the following General Plan designations: Low Medium Density Residential (7-15 du/ac), Medium Density Residential (15-25 du/ac), High Density Residential (Senior Affordable, 25-43 du/ac), Regional Park/Open Space, Community Park/Open Space, and Public Facility.

The General Plan includes policies related to circulation, housing, conservation of natural resources, public facilities and public safety, and noise. The Nakase Property Area Plan is consistent with the General Plan.

1.7.2 NAKASE PROPERTY PLANNED COMMUNITY REGULATIONS

The Nakase Property is located within the Nakase Planned Community. The Planned Community zoning regulates design and development within the Nakase Property. Chapter 9 of this Area Plan contains detailed information on the Nakase Property Area Plan site development requirements and Area Plan amendments, including the Site Planning process and the subsequent development approvals required for the Nakase Project.

The Nakase Property Area Plan serves as the Planned Community program for the Nakase Property, unless otherwise noted, and guides the development and land uses for the property within the boundaries of the Planned Community. The Area Plan specifies the process for obtaining future development approvals. This process provides an opportunity for public review of future specific project proposals, the relationship of project land uses, and the design concepts that will implement the plan. The Nakase Property Area Plan and its comprehensive supporting materials are intended to fulfill the Planned Community Program requirement.



1.7.3 NAKASE PROPERTY DEVELOPMENT AGREEMENT

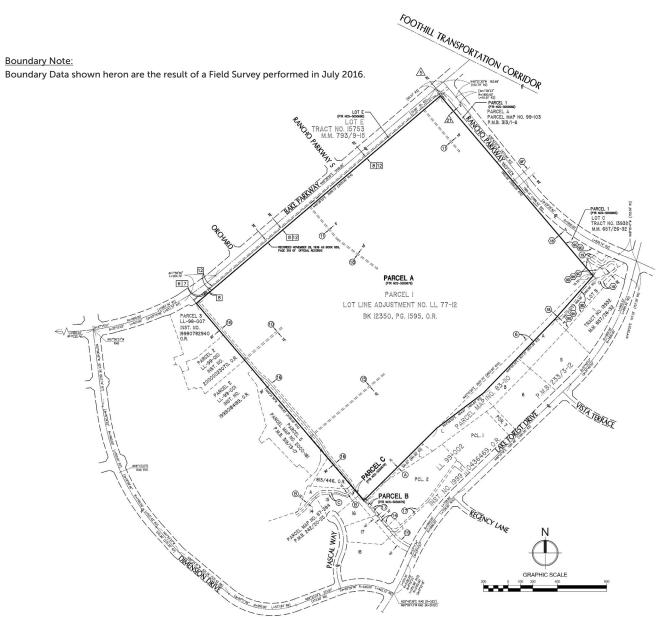
The City of Lake Forest and the Nakase Property owner entered into the Nakase Property Development Agreement 2019 which provided certain public benefits to the City and vested certain development rights for the Nakase Property. The Nakase Property Development Agreement vests the right to develop the Nakase Property Area Plan.

1.7.4 CENTRAL / COASTAL ORANGE COUNTY NCCP/HCP

The Central / Coastal Orange County Natural Community Conservation Plan (NCCP) / Habitat Conservation Plan (HCP) is a large-scale ecosystem-based multiple habitat, multiple species conservation plan established in 1996 that encompasses the central coastal portions of Orange County. Under the State of California NCCP and through the creation of a 37,000-acre preserve, the NCCP provides regional protection for threatened and endangered species and their native habitats within the plan area. The NCCP also allows compatible land uses and appropriate development. While the Project is located within the Central / Coastal Subregion of Orange County, California, (OCCCNCCP, 1996) the project applicant is a non-participating landowner, yet is required to pay NCCP/HCP development impact fees.

1.7.5 LOCAL, STATE & FEDERAL REGULATORY FRAMEWORK

Various local, state, and federal ordinances, laws, codes, and regulations govern many aspects of the Project, including the process of constructing the Project to its completion and long-term operation. Some of those laws include the California Environmental Quality Act (CEQA), the California Building Code, the Lake Forest Grading and Noise Ordinances, Orange County Fire Authority Fuel Modification and Fire Safety regulations, the Regional Water Quality Control Board National Pollution Discharge Elimination System (NPDES), permit requirements for storm water runoff, the Occupational Safety and Health Administration (OSHA) and U.S. Environmental Protection Agency Laws and Regulations, and many others applicable to the construction and operation of new development.



LEGAL DESCRIPTION:

REAL PROPERTY IN THE CITY OF LAKE FOREST, COUNTY OF ORANGE, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

PARCEL A:
PARCEL 1 AS SHOWN ON EXHIBIT A ATTACHED TO LOT LINE OF ADJUSTMENT NO. LL 77-12 RECORDED AUGUST 24, 1977 AS INSTRUMENT NO. 41101, BOOK 12350, PAGE 1595 OF OFFICIAL RECORDS OF ORANGE COUNTY, CALIFORNIA.

A NON-EXCLUSIVE EASEMENT AND RIGHT OF WAY FOR VEHICULAR AND PEDESTRIAN TRAVEL, POLE LINES AND UNDERGROUND PIPELINES DESCRIBED AS FOLLOWS:

A STRIP OF LAND 20.00 FEET WIDE, THE SOUTHWESTERLY LINE OF WHICH IS THE NORTHEAST LINE OF LOT E OF TRACT NO. 695 AS PER MAP RECORDED IN BOOK 25, PAGE 1 OF MISCELLANEOUS MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID ORANGE COUNTY; SAID STRIP OF LAND BEING BOUNDED ON THE NORTHWEST BY THE SOUTHEAST LINE OF LOT C OF SAID TRACT NO. 695 AND ON THE SOUTHEAST BY THE NORTHWEST LINE OF CANADA ROAD IS DESCRIBED IN DEED RECORDED SEPTEMBER 26, 1938 IN BOOK 960, PAGE 514 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY.

PARCEL C: A NON-EXCLUSIVE EASEMENT AND RIGHT OF WAY FOR VEHICULAR AND PEDESTRIAN TRAVEL, POLE LINES AND UNDERGROUND PIPELINES DESCRIBED AS FOLLOWS:

THE NORTHEASTERLY 40.00 FEET OF LOT E OF TRACT NO. 695, AS SHOWN ON A MAP RECORDED IN BOOK 25, PAGE 1 OF MISCELLANEOUS MAPS, RECORDS OF ORANGE COUNTY, CALIFORNIA.

Excepting THEREFROM THAT PORTION LYING NORTHWESTERLY OF THE SOUTHEASTERLY LINE OF THE LAND DESCRIBED IN DEED TO BENNIE W. OSTERMAN AND WIFE, RECORDED APRIL 14, 1934 IN BOOK 666, PAGE 484 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY.

ALSO EXCEPTING THEREFROM THAT PORTION LYING SOUTHEASTERLY OF THE NORTHWESTERLY LINE OF CANADA ROAD AS DESCRIBED IN DEED RE-CORDED SEPTEMBER 26, 1938 IN BOOK 960, PAGE 514 OF SAID OFFICIAL RECORDS.

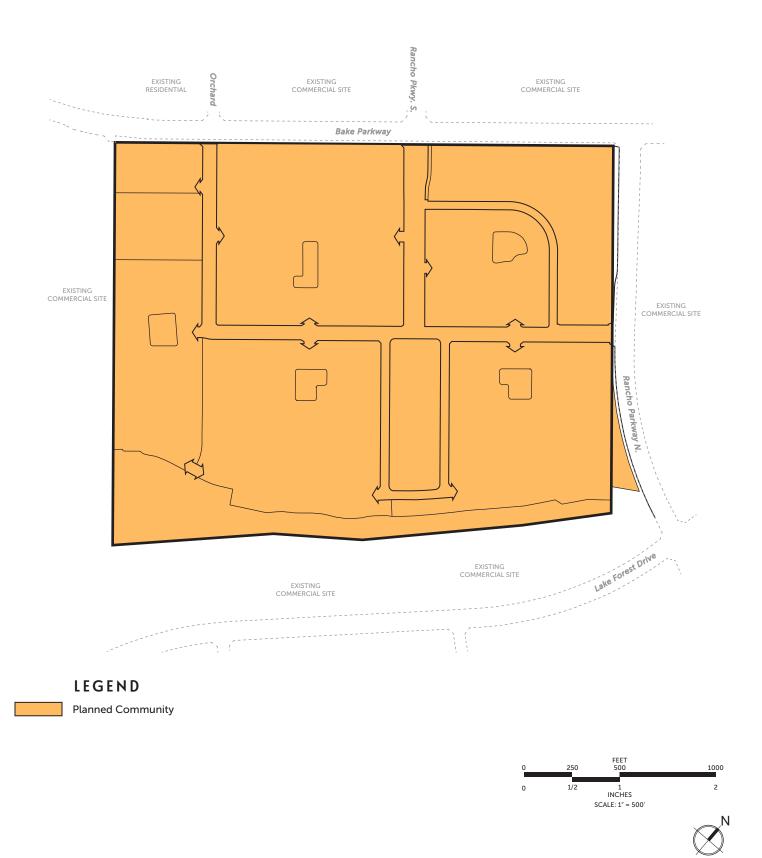
APN: 612-221-01



The map identifies the surrounding non-access strips and their status. The strips under agreement are added to Bake and Rancho Parkways to provide sufficient right-of-way to accommodate roadway improvements as part of the project.



EXHIBIT 1.5 Nakase Area Plan Proposed General Plan Map



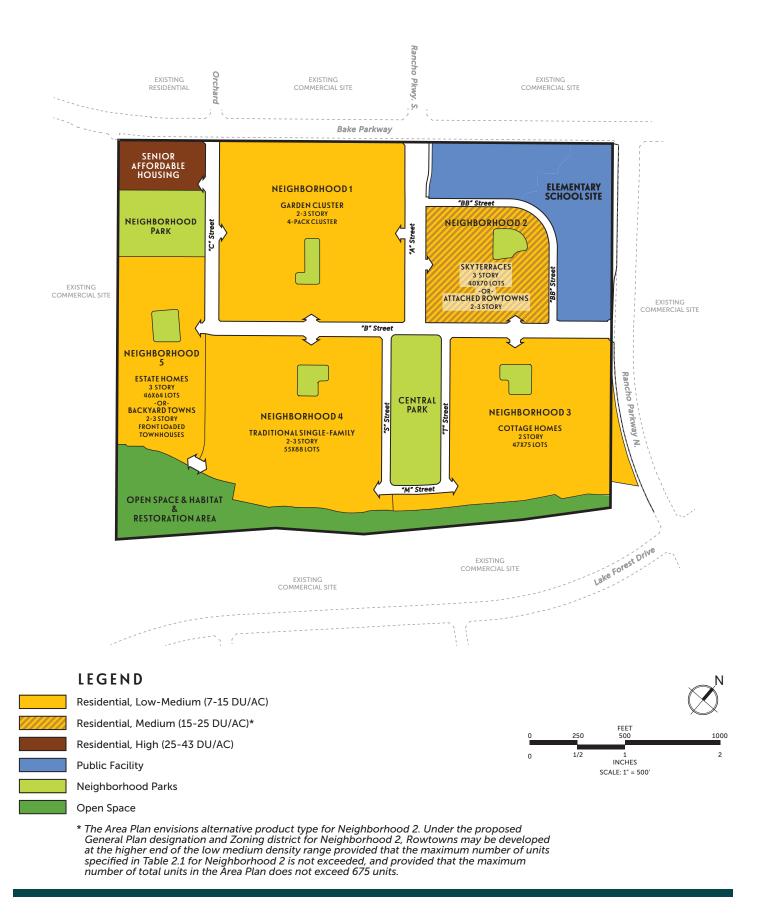


EXHIBIT 1.6B Nakase Area Plan Proposed Planning Areas



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CHAPTER 2

DEVELOPMENT CONCEPT



2.1 COMMUNITY VISION

Creating a community experience through thoughtful landscape, contemporary, yet contextual architecture, and an expansive park and trail system the Nakase community strives to reflect the inherent values of the City of Lake Forest. *Refer to Exhibit 2.1 for Nakase Property Illustrative Master Site Plan.*

The site's Southern California location, conservation of resources, and its historic use as a nursery serve as the greatest influences into the site's planning and development. Enhancing the site's historic nursery usage while providing the City of Lake Forest with a signature residential community development, the Nakase Property establishes a unique sense of place within the City it resides. Mirroring the articulated rows of green houses, and lines of trees and shrubs that defined the previous nursery landscape of the site, the Nakase Property's streets are adorned with tree allées and signature plantings. Throughout the community, an extensive trail and sidewalk system extends through the residential neighborhoods to interconnect parks, open space, the Serrano Creek Riparian Corridor, and an elementary school site with convenient access for neighborhood students and nearby residents.

Architecturally, five distinct residential home types are offered — one for each neighborhood — and serve to meet the demands of a diverse buyer demographic. Featuring a series of character styles that reflect a Contemporary Californian aesthetic, the Nakase Property feels both contextual and altogether new in its expression.

Through emphasizing the beauty of its site in thoughtful landscape, strategically designed home types, and distinct neighborhoods, the Nakase Area Plan strives to reflect the inspired vision of the City of Lake Forest, creating a dynamic community that fully embraces the abundant nature of its surroundings.



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2.2 LAND USE OBJECTIVES

The Nakase Property land use objectives are to provide a balanced mix of single-family neighborhoods, active public and private uses to create a development that is compatible with its surroundings and enables a balanced grading and landform plan.

Fundamentally, the vision for the community is founded upon the following principles:

- + Establish an Extensive Network of Parks & Open Space
- + Integrate Pedestrian Connections into an Extensive Circulation Network to Enhance Mobility
- + Provide Opportunities to a Diversity of Housing for Various Sectors of the Population
- + Afford Access to the Public School Site

2.3 LAND USE PLAN

2.3.1 PROJECT ENTRIES

All entries through Bake and Rancho Parkways serve as a major component of the community character of the neighborhoods in the Project. The entries are designed to have expanded landscape buffers and enhanced medians with landscape and community design elements that set the tone for the communities which they serve. The project entries are also designed to maximize efficient vehicle movement into and through the project's neighborhoods with each entry designed with two or more lanes of ingress.

Each entry will be identified with a monument which is the key statement identifying the Nakase Property, creating a sense of arrival and enhancing the impression of the community. *Refer to Exhibit 7.1*.

The primary entry on Bake and Rancho Parkway South serves as the gateway landmark with decorative masonry walls and tall hedge drop. The broad tree-lined avenues featuring medians filled with signature planting establish the grand impression and extend from the entry monumentation all the way to "B" Street and the grand lawn of the Central Park. *Refer to Exhibits 7.2 & 7.3*.

The secondary entries at Bake and Orchard and Rancho Parkways have secondary monumentation similar to the primary entry at Bake and showcase a street tree allée beginning at the monumentation and extending through "B" and "C" Streets while providing shady tree canopies and walkways for pedestrian and bicycle travel. *Refer to Exhibits 7.4 through 7.7.*

2.3.2 RESIDENTIAL NEIGHBORHOODS

The residential area is divided into five neighborhoods, each highlighting a specific product type that is purposefully targeted. The site establishes individuality amongst its various neighborhoods, which are further defined by landscape character, their own neighborhood mini parks, and trails. All Neighborhoods feature low medium density product types, with the exception of Neighborhood Two alternative, which features a medium density attached Rowtown product. *Exhibit 2.1 Land Use Plan* illustrates these neighborhoods in the context of the full development plan for reference.

With the intent of establishing a unique sense of place for the entire Nakase Property community, each neighborhood displays a distinct single-family product type. The Nakase Property features neighborhoods of Garden Clusters, Sky Terraces, Cottage Homes, Traditional Single-Family Homes, and Estate Homes product, as well as alternative product types for Neighborhoods Two and Five, which are Rowtowns and Backyard Towns, respectively.



Garden Clusters

Neighborhood One — Garden Clusters

Neighborhood One is a low medium density,
detached two story residential neighborhood
(7-15 DU/AC), with an option for a third-story,
featuring a detached Garden Cluster product
with up to 182 units on 12.8 net acres. The
neighborhood will be bounded by Bake Parkway
and "A," "B," and "C" Streets and includes a
centrally located 0.5 acre neighborhood minipark. The Garden Cluster homes are designed
as four-unit clusters with two homes facing the
street, establishing an inviting street presence,
while the two rear units are accessed off a shared
motor court. All homes provide a full private 18'
driveway.

2.3.2 RESIDENTIAL NEIGHBORHOODS



Sky Terraces

Neighborhood Two— Sky Terraces

Neighborhood Two is a low medium density, detached three-story residential neighborhood (7-15 DU/AC) featuring a detached Sky Terraces product with up to 121 units on 5.6 net acres. The neighborhood is bounded by Bake Parkway and "A," "B," and "BB" Streets and includes a centrally located 0.54 acres neighborhood minipark. The Sky Terraces feature main living areas that span the second floor, while outdoor living extends outward with patios and balconies. Its vertical format allows for high-ceilinged glass and dramatic entries. All units provide private 18' driveways.



Rowtowns

Neighborhood Two— Alternative Product Rowtowns

Neighborhood Two alternative is a medium density, two to three-story attached residential neighborhood (15-25 DU/AC), featuring a Rowtown product with up to 121 units on 5.6 net acres. The neighborhood is bounded by Bake Parkway and "A," "B," and "BB" Streets and includes a centrally located 0.54 acres neighborhood mini-park. The Rowtowns feature open floor plans with attached alley-loaded garages at the first floor while reserving secondary floors for bedrooms and loft areas. Optional third-floor rooftop decks provide generous opportunities for outdoor living.

2.3.2 RESIDENTIAL NEIGHBORHOODS



Cottage Homes

Neighborhood Three— Cottage Homes

Neighborhood Three is a low medium density, detached two-story detached residential neighborhood (7-15 DU/AC) featuring a detached Cottage Homes product with up to 141 units on 12.3 net acres. The neighborhood is bounded by Rancho Parkway, and "B," "T," and "M" Streets and includes a centrally located 0.52 acre neighborhood mini-park. The Cottage Homes are expansive toward the rear and offer ample opportunities for outdoor living, extending the living experience beyond the footprint. All homes include an 18' driveway for private resident parking.



Traditional Single-Family

Neighborhood Four—

Traditional Single-Family Homes

Neighborhood Four is a low medium density, detached two-story residential neighborhood (7-15 DU/AC), with an option for a third-story, featuring a detached Traditional Homes product with up to 135 units on 13.0 net acres. The neighborhood is bounded by "B," "S," "L," and "M" Streets and includes a centrally located 0.52 acre neighborhood mini-park. The Traditional Single-Family Homes feature a generous front façade, creating a pleasant and inviting street scene for the entire community. These homes allow for greater square footages, expansive living experiences, and opportunity for seamlessly integrated indoor and outdoor spaces. Traditional homes feature 18' driveways for private resident parking.

2.3.2 RESIDENTIAL NEIGHBORHOODS



Estate Homes

Neighborhood Five— Estate Homes

Neighborhood Five is a low medium density, detached three-story residential neighborhood (7-15 DU/AC), featuring a detached Estate Homes product with up to 96 units on 7.3 net acres. The neighborhood is bounded by "J," "K." "L," and "M" Streets and includes a centrally located 0.54 acre neighborhood mini-park. The Estate Homes feature main living areas that span the first floor, while a third floor provides room for additional bedrooms, common area, and elevated outdoor living space. The three floors also provide opportunities for dramatic interior volume and glass. All homes provide an 18' driveway for private resident parking.



Backyard Towns

Neighborhood Five — Alternative Product **Backyard Towns**

Neighborhood Five alternative is a low medium density, two to three-story attached residential neighborhood (7-15 DU/AC) featuring a Backyard Towns product with up to 96 units on 7.3 net acres. The neighborhood is bounded by "J," "K." "L," and "M" Streets and includes a centrally located 0.54 acre neighborhood mini-park. The Backyard Towns feature front-loaded garages, affording each home a backyard within a townhome configuration. Optional third-floor rooftop decks provide generous opportunities for outdoor living.

TABLE 2.1

PRODUCT SUMMARY						
PRODUCT TYPE	GENERAL PLAN DESIGNATION ¹	NET ACRES	MAX DENSITY	MAXIMUM # OF UNITS		
Garden Cluster (Neighborhood 1)	low medium density	12.8 acres	14.2 DU / Ac.	182 units		
Sky Terraces / Rowtowns ² (Neighborhood 2)	low medium density/ medium density ²	5.6 acres	21.6 DU / Ac. (in the case of alternate Rowtowns; otherwise 15 DU/Ac.)	121 units		
Cottage Homes (Neighborhood 3)	low medium density	12.3 acres	11.4 DU / Ac.	141 units		
Traditional Single Family Homes (Neighborhood 4)	low medium density	13.0 acres	10.4 DU / Ac.	135 units		
Estate Homes / Backyard Towns ³ (Neighborhood 5)	low medium density	7.3 acres	13.2 DU / Ac.	96 units		
TOTAL RESIDEN	675 max total units					
Senior Affordable Housing	high density	2.6 acres	38.9 DU / Ac.	101 units (additional to the 675 max total)		

¹ As per the City of Lake Forest the General Plan definitions for densities are as follows: Low Density Residential 2-7 DU/Ac.; Low Medium Density Residential 7-15 DU/ Ac.; Medium Density Residential 15-25 DU/Ac.; High Density Residential 25-43 DU/Ac.

² The Area Plan envisions alternative product type for Neighborhood 2. Under the proposed General Plan designation and Zoning district for Neighborhood 2, Rowtowns may be developed at the higher end of the low medium density range provided that the maximum number of units specified in Table 2.1 for Neighborhood 2 is not exceeded, and provided that the maximum number of total units in the Area Plan does not exceed 675 units.

³ Backyard Towns for Neighborhood Five is an alternative product that maintains the same max density as the standard product for the neighborhood.

2.3.3 SENIOR AFFORDABLE RENTAL COMMUNITY

The project provides a senior rental affordable development housing meeting the City of Lake Forest General Plan affordability goals. The affordable site is approximately 2.6 acres and can accommodate up to 101 senior affordable units at a high density residential density (25-43 DU/Ac.) with 2-4 story elevator-accessed buildings with surface parking and amenities. The actual number of affordable units will be pursuant to Development Agreement requirements.

2.3.4 ELEMENTARY SCHOOL

A net 10-acre school site (11.5 gross acres) would be offered for dedication to Saddleback Valley Unified School District (SVUSD) to accommodate a school with up to 1000 students from kindergarten through sixth grade. The elementary school conceptual site plan is comprised of a campus hub, kindergarten building, grades 1-2 building, grades 3-6 building, outdoor space learning area, active play area and field, parking for staff, teachers, and visitors, as well as a drop off area.

The elementary school site is located at the corner of Bake and Rancho Parkways. Two points of access are provided to the school site: one through the main entrance at Bake and the other through Rancho Parkway. "BB" Street, which solely serves the elementary school, is the primary road leading to the school with a two-lane street allowing for drop off and pick up along with parking on both sides.

2.3.5 PARKS AND OPEN SPACE

Recreation, connectivity, and open space are major defining elements within the Nakase Property community with over 24 acres of parks, open space, and trails.

Beginning at Bake Parkway, the entrance to the site, Street "A", with its broad tree allée and expansive pedestrian trail, leads to the Nakase Property's Central Park, the nucleus of the community. Multi-use bicycle and pedestrian pathways are strategically located along "A" Street, "B" Street, surround Central Park, and connect to Serrano Creek Trail. Refer to Exhibit 4.18 Accommodations for Bicycles & Trails. Sidewalks provide connections to all five neighborhoods within the Nakase Property enabling activity at a pedestrian level. Exhibit 2.2 Illustrative Open Space & Recreation Plan illustrates the location and relationships of parks, open spaces, and trails within the community

Each of the Nakase Property's five neighborhoods has a park for neighborhood gatherings and recreation.

2.3.6 CIRCULATION AND CONNECTIVITY

Circulation

Access to the site is provided from three new proposed entries; two at Bake Parkway, and one from Rancho Parkway. The main community entrance aligns with existing Rancho Parkway South. The secondary entry on Bake lines up with existing Orchard Road but will not have any median break and provides only a right-in / right-out turn access. The third access point is on Rancho Parkway and connects to the existing commercial center located north of the project. Together these access points provide connectivity to arterial highways such as Alton, Lake Forest Drive, and Irvine Boulevard while regional access is provided through the Foothill Transportation Corridor (State Road 241), as shown on *Exhibit 4.1 Illustrative Circulation Plan*.

An internal road system provides circulation through the site via three collector roads: "A" Street (from Bake to "B" Street with two travel lanes in each direction); "B" Street (from north to south connecting "A" and "C" Streets with one to two lanes in each direction); and "C" Street (a right-in / right-out intersection on the southern part of Bake), as shown on *Exhibits 4.1, 4.12 through 4.14*.

"BB" Street provides access to the school site, allowing full access from "B" Street while access from "A" Street is not provided eastbound on "A" Street to avoid queues stretching into Bake Parkway with one lane in each direction.

The Project includes the widening of Bake Parkway at the two project entries to provide right turn lanes. The Project also proposes to widen Rancho Parkway at the third project entry to provide a separate eastbound turn lane.

Connectivity

Collectively, the Nakase Property is a system of vehicular roadways and pedestrian trails working in conjunction to define the community and allow experience of its sequence of neighborhoods.

The Nakase Property provides walkability between its neighborhood parks creating a network of amenities that residents and visitors can enjoy. Connecting the neighborhoods to the community, The Nakase Property's trail system links to the Serrano Creek Trail, (Refer to Exhibit 2.1, Illustrative Master Site Plan), offering opportunities for activity beyond the community's borders and providing neighboring communities access and enjoyment of the community's extensive park and trail system.

Within the community, its parks and pathways soften neighborhood edges, while allowing for pedestrian and cyclist friendly travel. Pedestrian pathways are separated from the street by landscaping, creating an attractive and safe environment for walking and cycling. The parks, pathways, and trails throughout the community combine with the beautifully landscaped streets and create an inviting community experience (Refer to Exhibit 4.18, Accommodations for Bicycles & Trails as well as Chapter 4 for additional information).



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EXHIBIT 2.2 Illustrative Open Space & Recreation Plan

TABLE 2.2

SITE GROSS ACREAGE ALLOTMENTS						
AREA / FEATURE	ACREAGE					
PARKS*						
Central Park	2.3 acres					
Private Recreation Center	2.5 acres					
5 Neighborhood Mini-Parks	2.62 acres					
Neighborhood Park	3.59 acres					
TOTAL ACREAGE ALLOTTED FOR NEIGHBORHOOD PARKS	11.0 ACRES					
Open Space & Habitat & Restoration Area	10.4 acres					
TOTAL ACREAGE ALLOTTED FOR OPEN SPACE	10.4 ACRES					
UTILITARIAN	UTILITARIAN					
Roads	22.8 acres					
Street Medians & Parkways	12.5 acres					
SCHOOL						
Elementary School Site	11.5 acres**					
RESIDENTIAL						
Neighborhoods	51.0 acres					
SENIOR AFFORDABLE						
Senior Affordable Rental Housing	2.6 acres					
TOTAL ACREAGE	121.8 ACRES					

^{*}Refer to Table 6.1 Park & Recreation Facility Public Park Credits for detailed park credit information

^{**11.5} gross acres, 10.0 net acres

Parks

The Nakase Area Plan offers a number of parks that not only benefit the residents of the project but the public as well. Central Park, Neighborhood Park, and the Neighborhood Mini-Parks are all privately owned and maintained by the Nakase Property HOA, yet are open to the public.

Central Park

The 4.8 acre Central Park located in the center of the property is designed to benefit residents of the Nakase Property as well as the community at large with its public and private spaces intended for public events such as Farmer's Markets, art fairs, and other activities, as well as passive uses.

- + Central Park approximately 2.3 acres of Central Park open for public use provides a stately entry into the community. The Central Park has a diversity of uses that can serve various age groups and includes amenities such as open turf areas, shade structures, fireplace, barbecues, seating areas, and restroom facilities to name a few.
- + Private Recreation Area The project proposes a private community clubhouse and recreational facility on approximately 2.5 acres. The community clubhouse provides spaces for indoor and outdoor activities such as a recreation building with multi-purpose rooms, a private restroom facility, spas, swimming pools, shade cabanas, lawns, barbecues and fireplaces.

Neighborhood Park

A 3.59 acre Neighborhood Park on the southern side of the Nakase Property is designed for variety of active use while also performing underground storm water treatment. The site proposes amenities including a public dog park as well as large open lawn that can be used for soccer or other field sports. *Refer to Exhibit 6.8*

Neighborhood Mini-Parks

The Nakase Property proposes to provide 2.62 acres of neighborhood mini-parks, which are open for public use. Each Neighborhood is planned to have one mini-park centrally located within its boundaries and with a different designated use. The parks offer various activities. All neighborhood mini-park design must be reviewed by the Lake Forest Community Services Commission and approved by the Planning Commission. *Refer to Exhibits 6.3 through 6.7.*

+ Neighborhood One Park — 0.5 acres including the following amenities: barbecues, benches, picnic tables, dog waste station, trash receptacles, drinking fountain, bike rack, coal receptacles, sand volleyball court, shaded tot lot, and shade structures.

- Neighborhood Two Park 0.54 acres including the following amenities: barbecue, benches, picnic tables, dog waste station, trash receptacles, drinking fountain, bike rack, coal receptacles, shaded tot lot, swings, and shade structures.
- Neighborhood Three Park 0.52 acres including the following amenities: barbecues, benches, picnic tables, dog waste station, trash receptacles, drinking fountain, bike rack, coal receptacles, pickleball courts, shaded tot lot, and shade structure.
- + Neighborhood Four Park 0.52 acres including the following amenities: barbecues, benches, picnic tables, dog waste station, trash receptacle, open play lawn suitable for soccer field, shaded tot lot, swings, half basketball court, and shade structure.
- Neighborhood Five Park 0.54 acres including the following amenities: barbecue, benches, picnic tables, dog waste station, trash receptacles, drinking fountain, bike rack, coal receptacles, shaded tot lot, half basketball court, and shade structures.

Open Space

The Area Plan proposes 10.4 acres of open space habitat and restoration area, as well as trails as shown in Exhibit 6.9 connecting the walking trails within the community to Serrano Creek.

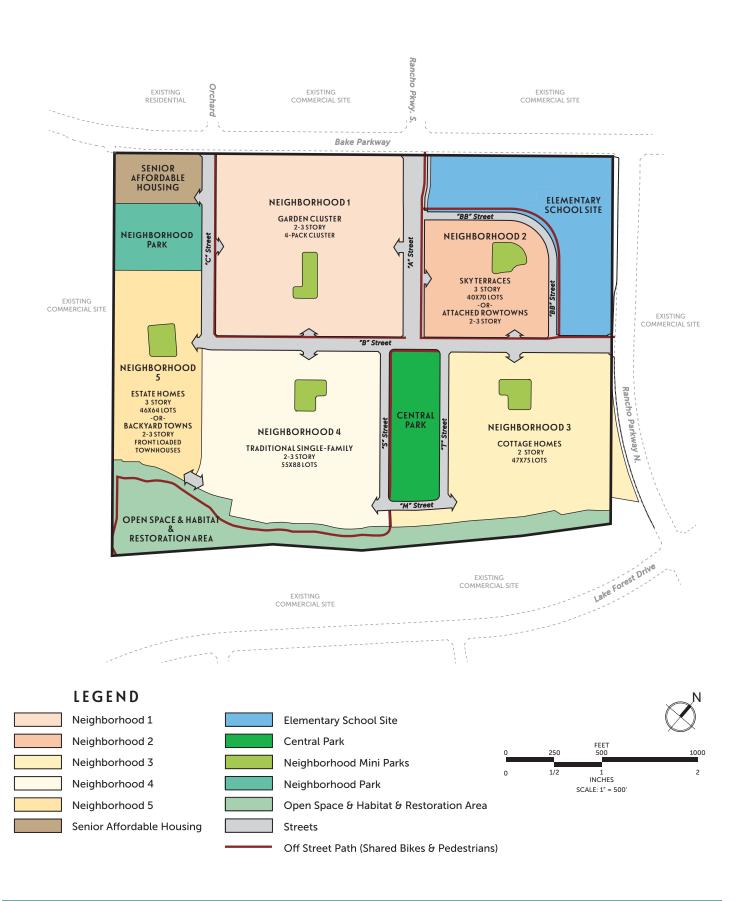
Open Space & Habitat Restoration Area, including the trail along the Serrano Creek corridor — an extensive system of open space and habitat restoration area totaling approximately 10.4 acres is located on the eastern side of the Nakase Property along Serrano Creek. The open space includes a trail near the Habitat & Restoration Area, as indicated in Exhibit 8.3, revitalizing the site's historic and natural beauty, providing connection between the community to the existing regional trail. The Serrano Creek Trail will provide the following amenities: benches, dog waste stations, exercise stations, and shade structures. The Serrano Creek Open Space & Habitat & Restoration Area, which is a mitigation area, as indicated in Exhibit 8.3 will be revitalized, a creating a naturally self-sustaining native riparian habitat community.

2.3.7 LAND USE SUMMARY

Table 2.3 Land Use Statistics, identifies the land uses and development densities for proposed land uses within each of the five neighborhoods. Residential development potential will be limited by density and building heights, intensity of non-residential land uses, and Public Facility space. In no event will the total number of market rate dwelling units that may be developed pursuant to the Nakase Area Plan be higher than the maximum of 675 market rate dwelling units (plus up to 101 attached Senior Affordable Housing units) based upon the established density ranges for all the five neighborhoods as indicated in Tables 2.1 an 2.3.

Low Medium—Medium Density Residential land use comprises approximately 51 net acres within the Nakase Property allowing for a variety of residential detached and attached housing types as indicated on Table 2.3. Unit counts will include up to 675 single-family detached and up to 101 attached senior affordable housing units, respectively. The Public Facility land use category is designated in the Area Plan Land Use Plan for the 10-net-acre elementary school site (11.5 Gross).

In terms of parks and open space, the Community includes four types of parks, as shown in *Exhibit 2.2:* a 4.8 acre Central Park (2.3 acres public, 2.5 acres private recreation facility); 2.62 acres in Neighborhood Mini-Parks; a 3.59 acre Neighborhood Park; and 10.4 acres of Trails and Open Space, Habitat & Restoration Area primarily located along Serrano Creek.



	1 "Net" area includes all of the land area				
LAND USE	PLANNING AREA	UP TO X UNITS	ACREAGE	MAX DENSITY⁴	included within a plan for a development project excepting
RESIDENTIAL ¹	Neighborhood One	182 units	12.8 net acres	14.2 DU / Ac. (low medium density)	those areas designated for public and private road rights-of-way, including internal streets, schools, parks, and other uses or easements which precludes the use of the land therein as part of the development project. For cluster product, cluster alleys are not included in the "net" area calculation 2 The Area Plan envisions alternative product type for Neighborhood 2. Under the proposed General Plan designation and Zoning district for Neighborhood 2, Rowtowns may be developed at the higher end of the low medium density range provided that the maximum number of units specified in Table 2.1 for Neighborhood 2 is not exceeded, and provided that the maximum number of total units in the Area Plan does not exceed 675 units. 3 Backyard Towns for Neighborhood Five is an alternative product that maintains the same max density as the standard product for the neighborhood. 4 As per the City of Lake Forest the General Plan definitions for densities are as follows: Low Density Residential 2-7 DU/Ac.; Low Medium Density Residential 15-25 DU/Ac.; High Density Residential 25-43 DU/Ac.
	Neighborhood Two ²	121 units	5.6 net acres	21.6 DU / Ac.* (medium density) *in the case of alternate Rowtowns; otherwise 15 DU/Ac. (low medium density)	
	Neighborhood Three	141 units	12.3 net acres	11.4 DU / Ac. (low medium density)	
	Neighborhood Four	135 units	13.0 net acres	10.4 DU / Ac. (low medium density)	
	Neighborhood Five ³	96 units	7.3 net acres	13.2 DU / Ac. (low medium density)	
SCHOOL	Elementary School Site	N / A	11.5 acres	N / A	
AFFORDABLE HOUSING	Senior Affordable Housing	101 units	2.6 acres	38.9 DU / Ac. (high density)	
	Central Park	N / A	2.3 acres	N / A	
	Private Recreation Center	N / A	2.5 acres	N / A	
OPEN SPACE	Neighborhood Mini-Parks	N / A	2.62 acres	N / A	
	Open Space & Habitat & Restoration Area, Trail	N / A	10.4 acres	N / A	
	Neighborhood Park	N / A	3.59 acres	N / A	
UTILITARIAN	Street Medians, & Parkways	N / A	12.5 acres	N / A	
	Roads	N / A	22.8 acres	N / A	

2.3.8 TRANSFER OF RESIDENTIAL DWELLING UNITS

The Land Use Plan & Statistics, shown on Exhibit 2.3 and Table 2.3 respectively, establish the preliminary distribution and density of residential dwelling units for each residential Planning Area and establishes the total number of residential dwellings units permitted on the Nakase Property. Under the project net area definition, as defined in the Zoning Code (LFMC, § 9.04.030.) "net" area includes all of the land area included within a plan for a development project excepting those areas designated for public and private road rightsof-way, including internal streets, schools, parks, alley, access easements, and other uses or easements which precludes the use of the land therein as part of the development project.

Adjustments to the number of residential dwelling units would occur at the time of final design of any portion of a particular Neighborhood. Residential dwelling units may be transferred from one Neighborhood to another, as noted herein. The Area Plan allows ranges in the number of residential dwelling units among the Neighborhoods provided that the maximum number of 675 market-rate dwelling units established for the Nakase Property is not exceeded and provided that neighborhood density ranges correlate with the ranges set forth in Table 2.1 and Table 2.3. The Area Plan also allows for up to 101 Senior Affordable Residential units for a total of 776 units.

Any requests for a transfer of market-rate dwelling units requires an administrative Site Development Permit approved by the Director of Community Development and would require: (1) an analysis of the other Nakase Planning Areas to ensure that the maximum number of dwelling units is not exceeded for the Area Plan as a whole, and (2) a demonstration that the specific development projects remain within the maximum density for each neighborhood. In the event that the dwelling units are transferred in accordance with this Chapter 2.3.8. Applicable Area Plan exhibits would need to reflect the requested changes in dwelling units.

2.4 RESIDENTIAL DEVELOPMENT STANDARDS & DEVELOPMENT REGULATIONS

Adoption of the development regulations described in Chapter 2.4, Residential Development Standards and Development Regulations, and the Architectural Design Guidelines contained in Chapter 7 of the Nakase Property Area Plan shall serve as the Planned Community zoning for the five residential Planning Areas, the Senior Residential Planning Area, the Elementary School Site, and open space, parks, and other Area Plan elements.

General

Residential units include the single-family detached and attached dwelling units as further described in Chapter 7 of this Area Plan. The residential standards for the residential land uses serve as the criteria for the development of the detached and the attached product types within the Nakase Property Planning Areas.

PERMITTED USES & FACILITIES

- 1. Elementary school (requires approval by the Saddleback Valley Unified School District (SVUSD)).
- 2. Single-family, detached dwellings (requires Planning Commission approval of a Site Development Permit).
- 3. Single-family, attached dwellings (requires Planning Commission approval of a Site Development Permit).
- 4. Private parks, non-lighted athletic fields, community centers, recreational buildings, greenbelts, and open space (requires Community Services Administrative Staff approval).
- 5. Accessory dwelling units are permitted per Lake Forest Municipal Code section 9.146.
- 6. Accessory uses to include the following (per Lake Forest Municipal Code section 9.144.080):
 - a. Home occupations per the Lake Forest Municipal Code section 9.146.060.
 - b. Storage sheds.
 - c. Gazebos, cabanas and other similar structures.
 - d. Swimming pools, spas, and other similar outdoor recreational amenities.
 - e. Patios and patio covers.
 - f. Garden structures, cabanas, and greenhouses, outdoor fireplaces, built-in barbecues, fountains, etc.
 - g. Monument signage (requires Planning Commission approval of a Site Development Permit (SDP)).
 - h. Model home and subdivision sales trailers; temporary construction parking, offices, and facilities; real estate signs, signage indicating future development and directional signage in accordance with the City of Lake Forest Municipal Code Section 9.144.070.1.

- i. Parking lots associated with permitted uses.
- j. Signs associated with permitted uses and as approved per the City of Lake Forest Municipal Code Section 9.164.060 sign permit procedures.

2.5 SUBSEQUENT DEVELOPMENT APPROVALS

The Nakase Property will require various subsequent permits and approvals to implement this Area Plan, some of which are administrative, but others which will be discretionary. Table 2.4 outlines these additional approvals and identifies the decision-making body(ies) for each.

TABLE 2.4

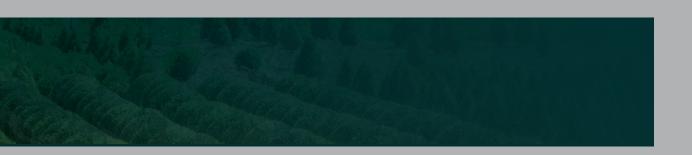
NAKASE PROPERTY SUBSEQUENT APPROVALS AND DECISION BODY					
ACTION		APPLICATION	REVIEW BODY		
First Tentative Map Submittal		Area Plan / Tentative Tract Map (TTM)	PC, CC (PH)		
Minor Modifications to First Tentative Map Submittal Package		City Attorney / City Manager to determine scope of review (Section of DA)	CA/CM or CC		
Amended Tentative Map Submittal	Amended Tentative Map Submittal		PC, CC (PH)		
Amend Area Plan (AP)		Amended Area Plan	PC, CC (PH)		
Subsequent Tentative Maps		Tentative Map (Tract or Parcel)	PC (PH)		
"A" and/or "B" Final Maps	"A" and/or "B" Final Maps		CC (Consent)		
New Single-Family Neighborhoods	s (N1-N5)	Site Plan for review of plotting, architecture, colors, street furniture, and compliance with adopted development standards	PC (PH)		
New Multi-Family Neighborhoods (N2 & N5)		Site Plan for review of plotting, architecture, colors, street furniture, and compliance with adopted development standards	PC (PH)		
Senior Housing		Site Plan	PC (PH)		
Alternative Development Standards		AP or Site Plan reviewed in conjunction w/ Project	PC (PH)		
Gateway/Community Monuments, Signage		Planned Sign Program	PC (PH)		
Master Landscape and Wall Plan		Review of exterior and interior slopes, street medians, wall plantings, other common landscaping, in accordance with Area Plan	PC (PH)		
Model Home Complex		Site Plan	CD		
Model Home Signage		Minor Planned Sign Program	PC (PH)		
Parks & Trails (Construction Drawin	ıgs)	Ministerial Review	PW; CD; CS		
Grading Plans, Building Plans, Stree Improvement Plans, Retaining Wall	et Plans, etc.	Ministerial Review	PW; CD		
Accessory Dwelling Units (ADU)		Per LFMC 1.46.050	See LFMC 1.46.050		
CD = Community Development CS = Community Services PH = Public Hearing	CA = City At	torney LFMC = Lake Forest Mu	PW=Public Works nicipal Code CM = City Manager		



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CHAPTER 3

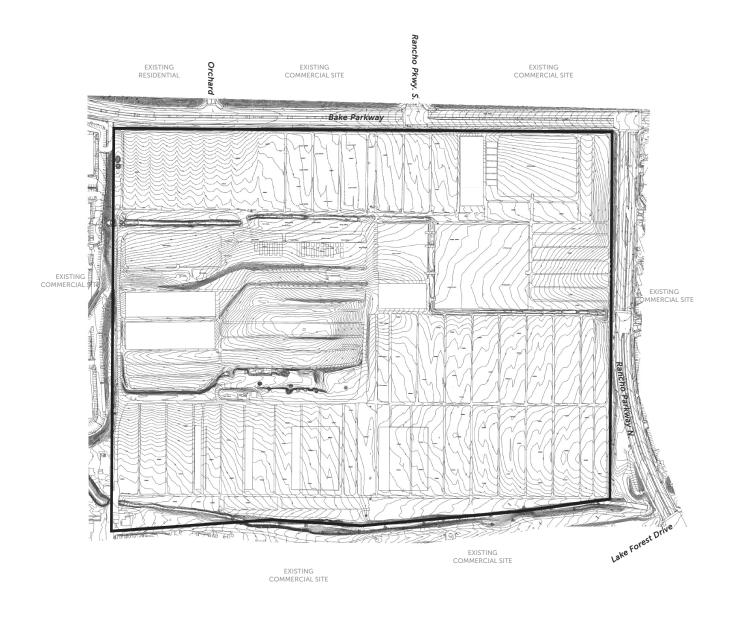
LANDFORM & GRADING PLAN

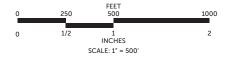


3.1 EXISTING LAND FORM

The existing nursery operations previously modified the project site's natural topography. Its present uses have resulted in a generally gently sloping pad with the exception of a central hill area to the southwest.

The site falls approximately 55' from the north side along Rancho Parkway to the south side. The property is generally below the elevation of Rancho Parkway. As the property falls to the south along Bake Parkway, grades generally follow that of Bake Parkway. The site is lower than the adjacent property along the southern property line. The eastern property line follows the existing top of bank grades of Serrano Creek. Refer to Exhibit 3.1 Existing Topography.







3.2 GRADING CONCEPT

Grading for the Nakase Property reflects a grading approach consistent with the City of Lake Forest Grading Ordinance. The proposed preliminary concept grading plan generally mimics the existing contours of the project site. *Refer to Exhibit 3.2 Grading Concept Plan*.

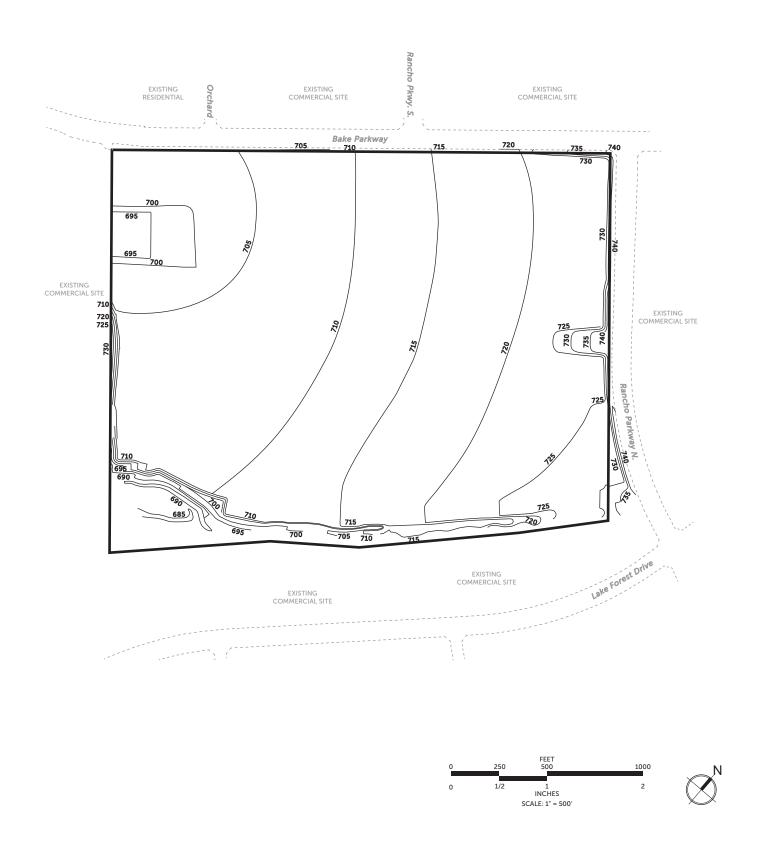
The grading plan anticipates the entire site to be graded in one continuous phase. The grading operation will consist of remedial grading of undocumented fill and processing of alluvium, as well as buttress stabilization of the edge of Serrano Creek and establishment of rough graded pads and street sections. It is anticipated that grading activities can be conducted using conventional grading techniques and equipment. The grading operation is anticipated to involve a total amount of approximately 825,000 cubic yards of cut and fill and approximately 1.8 million cubic yards of remedial grading. *Refer to Exhibit 3.3 Cut & Fill Map*. This project is anticipated to balance on site.

Although this project is designed to balance on site, there is a potential for up to approximately 150,000 cubic yards of export due to irregularities in the remedial shrinkage factors during grading as well as the uncertainties of the quantity of excess spoils generated from retaining walls, infrastructure and homebuilding activities post grading operation. Some adjustments can be made during construction to minimize these uncertainties, by adjusting grades and designing interim hold down areas. However, it is not possible to mitigate for all of these uncertainties as fewer areas to balance remain and 150,000 cubic yards of other haul may be necessary.

3.2.1 REMEDIAL GRADING

The Nakase Property site is located in a natural canyon area with adjoining gentle topographic ridges. The geologic earth units underlying the site include sandstone bedrock of the Oso Member of the Capistrano Formation in the ridges, slope wash deposits on the lower flanks of the ridges, and Quaternary alluvium in the canyon areas. Most of the former canyon areas is capped by a substantial volume of undocumented fill, that was placed during the nursery operation and agriculture. This created a relatively flat working surface for the nursery.

Remedial grading consists of removal of all of the undocumented fill and the upper portion of the slope wash and alluvium that is dry, porous and relatively loose. The structural areas within the bedrock ridges will be over excavated and capped with compacted fill. The design cut slopes will be provided with stabilization fills to mitigate erosion potential of the friable sandstone. Along the Serrano Creek edge, a shear key will be constructed to mitigate lateral earth movement during an earthquake event.

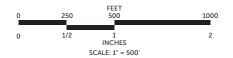




LEGEND

Cut (2,625,000 CYS)
Fill (2,625,000 CYS)

- * Balance On-site (Estimated)
- * NOTE: Cut/Fill Quantities include remedial and shrinkage.





3.3 RETAINING WALLS

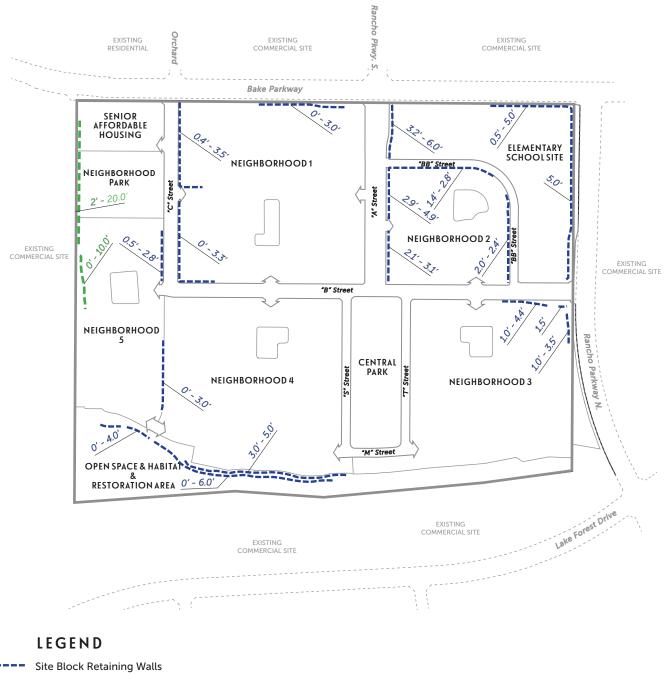
Retaining walls will be utilized to provide for vertical separation between public areas and private residential uses. They are also utilized to facilitate the efficient design and layout of the residential neighborhoods. These walls occur primarily along the toe of slope for the future manufactured slopes along Rancho Parkway and Bake Parkway. The retaining walls that will be constructed during rough grading have a total approximate length of 9,000 lineal feet and will vary in height up to 8 feet in accordance with LFMC Section 9.144.080.5 (C). These retaining walls will be subject to a Site Development Permit approval per LFMC Section 9.144.080.5. The aesthetic design of these retaining walls will be integrated into the overall landscape theme through the use of decorative colored split face blocks. *Refer to Exhibit 3.4 Retaining Wall Exhibit for location of walls*.

3.3.1 MECHANICALLY STABILIZED EARTH WALLS (MSE WALLS)

There are MSE retaining walls at or near the Southerly Tract Boundary that vary up to 19 feet in height. *Refer to Exhibit 3.4 Retaining Wall Exhibit*. Different MSE walls such as Verdura, Keystone, or approved equal may be approved. These walls are to be reviewed upon submittal and approval of a Tentative Tract Map (TTM) by Planning Commission.

3.4 PERIMETER WALLS

Project perimeter walls will be incorporated to provide for boundary delineation, sound attenuation, security, and privacy. They also provide perimeter delineation for each of the Neighborhoods. *Refer to Exhibit 3.5 Perimeter Wall Exhibit* for descriptions and locations.



Site Block MSE Retaining Walls

For additional information on wall locations, refer to Exhibit 7.17 in Chapter 7: Architectural Design Guidelines.

For additional information on retaining wall description, refer to Exhibits 7.22 & 7.23 in Chapter 7: Architectural Design Guidelines

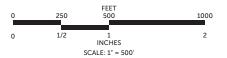




EXHIBIT 3.4 Retaining Wall Exhibit



Area Plan will be in accordance with heights provided on Tentative Map.

* For Additional Information See Exhibits 7.18 - 7.23

SCALE: 1" = 500'

3.5 GRADING DEVELOPMENT STANDARDS

The conceptual grading plan preserves the existing edge conditions and makes minor adjustments where necessary.

- 1. Grading shall conform to the City of Lake Forest Grading Ordinance and all local codes.
- 2. All permanent manufactured slopes shall be graded at a maximum slope of (2:1 horizontal to vertical) unless a higher ratio is approved by the Director of Public Works.
- 3. After approval of a vesting tentative tract map, the developer may submit grading plans for rough grading. Proposed grades shown on the rough grading plan may vary from the grades shown on the vesting tentative tract map. Such variation shall be reviewed and approved by the City Engineer for substantial conformance.
- 4. Horizontal adjustments to street and lot configurations may vary from the vesting tentative tract map. Such variations shall be reviewed and approved by the City of Lake Forest, Planning Director for substantial conformance.
- 5. Revisions to the height, inclination, and/or area of manufactured slopes which are the direct result of stabilization measures recommended by the project soils engineer or engineering geologist will not be considered a significant deviation from the vesting tentative tract map. Any such measures will be submitted to the City of Lake Forest for review and approval with the rough grading plan.
- 6. All grading shall conform to the recommendations contained within the geotechnical report prepared for the Nakase Property prior to issuance of a grading permit.
- 7. All plans for grading and drainage system must be prepared under the direction of a licensed civil engineer.

CHAPTER 4

CIRCULATION





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4.1 CIRCULATION & ACCESS

The Nakase Property Circulation Plan utilizes a hierarchy of neighborhood streets and trails that provide vehicle, pedestrian, and bicycle access to and between the Project's neighborhoods, parks, and adjacent school site. To facilitate movement within and through the community, multiple internal street connections are provided to avoid congestion at any one point. General purpose travel lanes, sidewalks, shared bicycle/ pedestrian pathways and on-street bike lanes accommodate both residential and school-related traffic flows, with appropriate intersection controls and crosswalks.

Connectivity to surrounding cities is also provided through the Foothill Transportation Corridor (State Route (Rte.) 241). Rancho Parkway South provides an access route to State Rte 241 from the Project using the existing SR-241 interchange ramp connections at Alton Parkway. Access to State Rte. 241 from the project site is also available via Rancho Parkway using the existing State Rte. 241 interchange ramps at Lake Forest Drive (to and from the northwest) and Portola Parkway.

Bake Parkway, Alton Parkway (via Rancho Parkway South), Lake Forest Drive and Portola Parkway (via Rancho Parkway), and Irvine Boulevard/ Trabuco Road (via Bake Parkway) provide arterial access. Other significant nearby roadways include Towne Center Drive (northeast of State Rte. 241) and El Toro Road (southeast of Lake Forest Drive).

The circulation plan for the Nakase Property is illustrated on Exhibit 4.1. Adjacent to the site, Bake Parkway and Rancho Parkway South are designated on the City of Lake Forest Arterial Highway Plan as Primary roadways (4 Lane Divided Roadways). Rancho Parkway is a Commercial Street along the northeasterly project boundary.

4.2 PROJECT ENTRIES

Local access to the site is provided via three new proposed entries, two from Bake Parkway and one from Rancho Parkway. The main community entrance from Bake Parkway connects directly to the existing Rancho Parkway South intersection, while the secondary entry on Bake Parkway is restricted to right-turns-in and right-turns-out only (no median break), across from the existing Orchard Street/Bake Parkway intersection. The third access point is located on Rancho Parkway at the existing Corridor Center/Rancho Parkway intersection, which serves the existing commercial center located north of the project.

The internal circulation roads allow entrance and exit to and from the site using the three new proposed entries, connecting all on-site neighborhoods and the school site via four collector roads:

- + "A" Street (from Bake Parkway to "B" Street with 2 travel lanes in each direction and an 8' to 12' median). Refer to Street Sections A1 and A2;
- + "B" Street (from north to south connecting "A" Street and "C" Street with Rancho Parkway, with one to two lanes in each direction and an 8' median from Rancho to "A" Street). Refer to Street Sections B1 through B4;
- + "C" Street (from a right-in/right-out intersection at Bake Parkway to "B" Street within the southwestern part of the project, with one lane in each direction). Refer to Street Sections C1 and C2:
- + "BB" Street (providing exclusive access to school site from a full-access intersection with "B" Street to a restricted-access intersection with "A" Street, with one lane in each direction). Refer to Street Section BB1.

The intersection of "BB" Street at "A" Street is restricted to right-turns only (no median break on "A" Street) to avoid morning inbound left turn queues associated with the school traffic. *Refer to Street Sections A1 and BB1.*

As part of the Nakase Property project, Bake Parkway will be widened at the two project entries to provide separate northbound right turn lanes. Rancho Parkway will also be widened at the project entry to provide a separate eastbound right turn lane. *Refer to Street Sections BP2, BP4, and RP3.*

On Rancho Parkway frontage adjacent to the northeasterly site boundary, a sidewalk will be constructed adjacent to the existing curb. On Bake Parkway adjacent to Property a separated sidewalk and parkway landscape area is proposed. *Refer to Street Sections BP1 through BP5.*

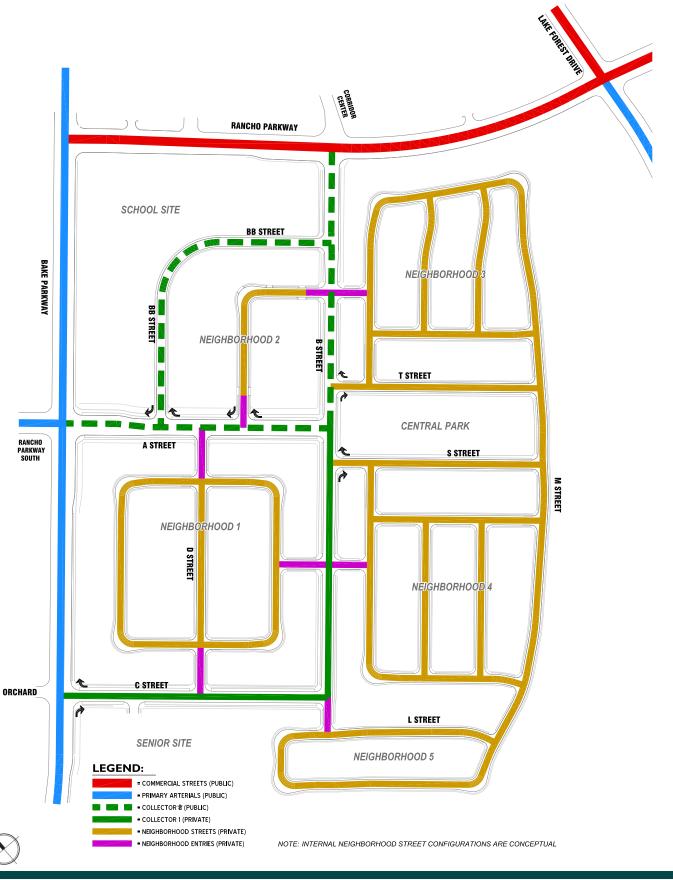
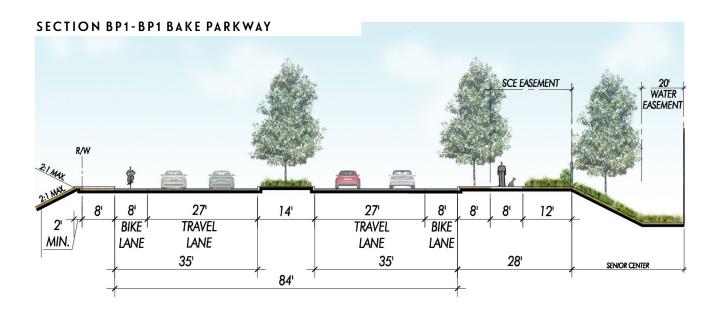
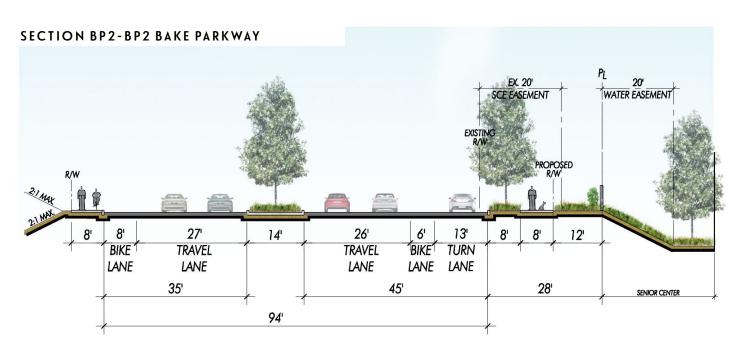


EXHIBIT 4.1 Illustrative Circulation Plan

* "A" Street from Bake Parkway to "B" Street, "B" Street from Rancho Parkway to "A" Street, and "BB" Street will only be public if SVUSD accepts the dedication of the school site from the Developer. If SVUSD does not accept the offer of dedication and the Developer builds units on that site, those streets will remain private.





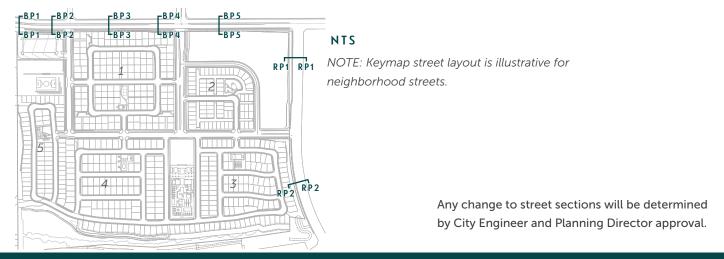
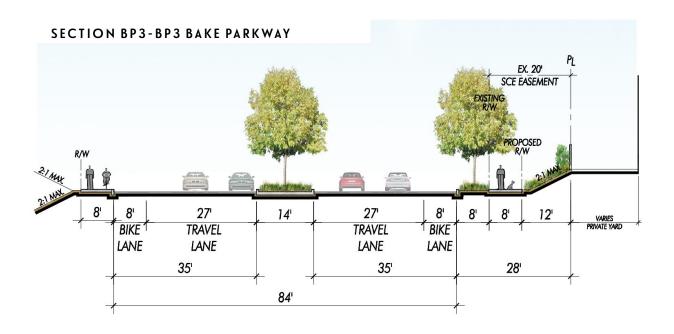
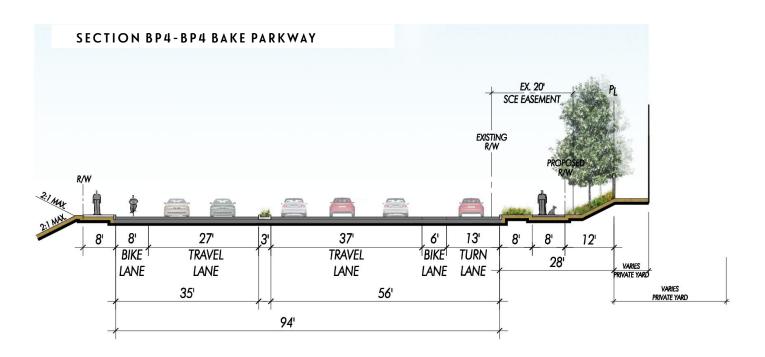
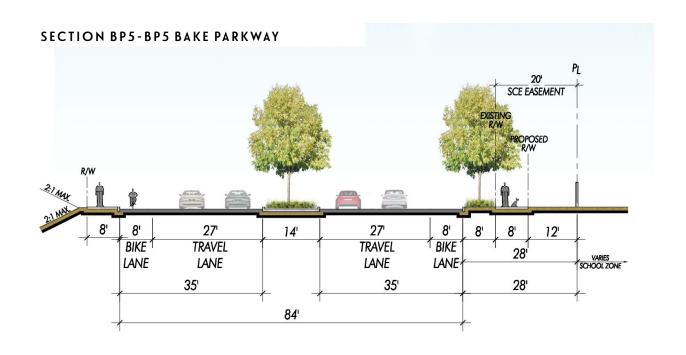
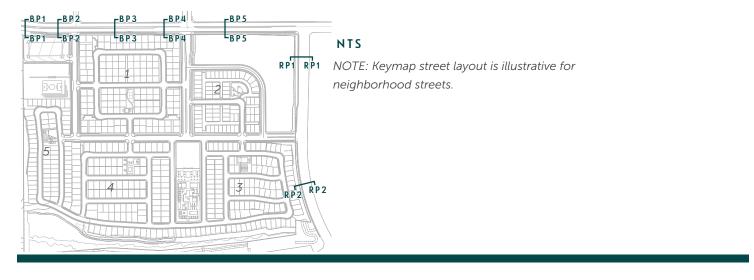


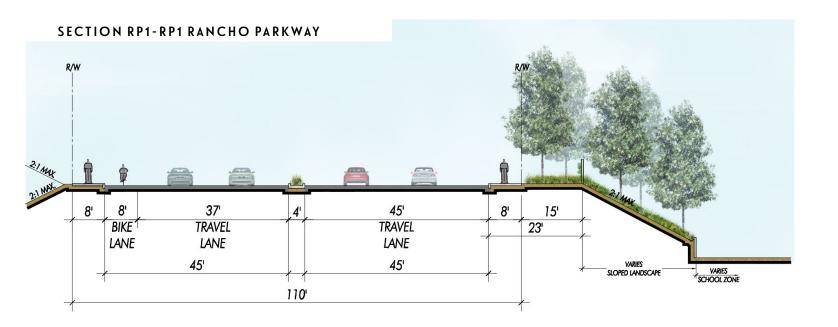
EXHIBIT 4.2 Street Sections

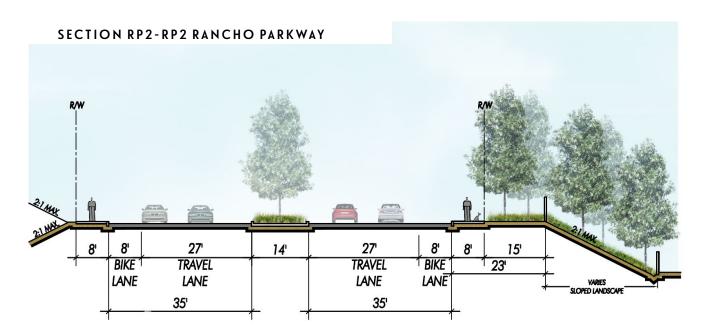












4.3 NEIGHBORHOOD STREETS

The on-site circulation for the Nakase Property includes three key residential collector streets, a separate local collector designed to exclusively serve the school site, and local neighborhood streets serving parks and homes. These collector and local streets are designed to accommodate planned traffic volumes in accordance with the standards identified in LFMC 14.05.10. In most cases, the proposed streets exceed the minimum requirements. In addition, alleys serve as garage access in some areas.

Roadway and trail cross-sections are shown on Exhibits 4.2-4.11.

4.3.1 COMMUNITY COLLECTOR STREETS

"A", "B", and "C" streets are classified as collector roads. As illustrated on *Exhibit 4.6 Section A2*, "A" Street includes two travel lanes in each direction divided by a median. At the Bake Parkway/ Rancho Parkway South intersection, the westbound approach on "A" Street consists of dual left turn lanes, one through lane, and one right turn lane. See *Exhibit 4.6 Section A1*.

"B" Street includes two lanes in each direction between the Rancho Parkway intersection and the "BB" Street intersection. At the Rancho Parkway intersection, the northbound approach on "B" Street is configured with one left turn lane, and one shared through right lane. Between "BB" Street and "A" Street, the cross section for "B" Street consists of one southbound lane and two northbound lanes to accommodate turning movements related to the school site. South of "A" Street, "B" Street then transitions into a cross section which accommodates one lane in each direction.

"C" Street extends into the site from a right-in/right out intersection (no median break) with Bake Parkway which provides one travel lane and bike lane in each direction through to "B" Street.

On-street parking is not allowed on "A" Street, portions of "B" Street, and portions of "C" Street as shown on Exhibit 4.17.

"A" Street, "B" Street, "C" Street are privately owned and will be maintained by the HOA, with the exception of the public streets providing access to the school ("BB" Street, "A" Street from Bake Parkway to "B" Street and on "B" Street from Rancho Parkway to "A" Street).

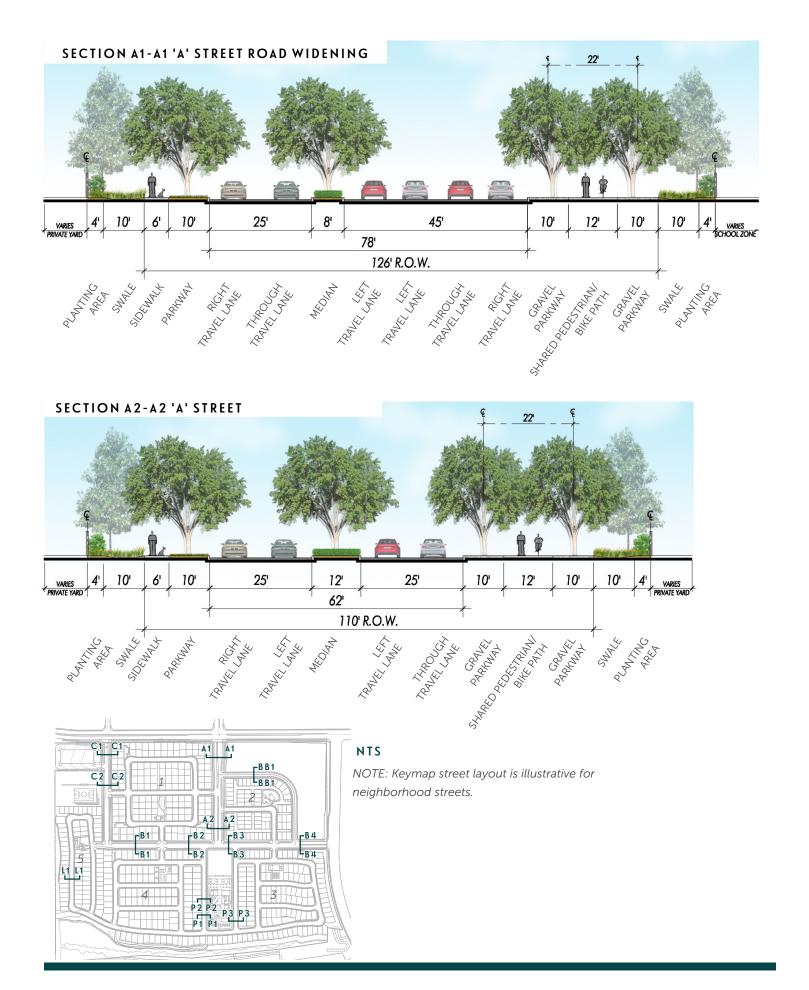


EXHIBIT 4.6 Street Sections

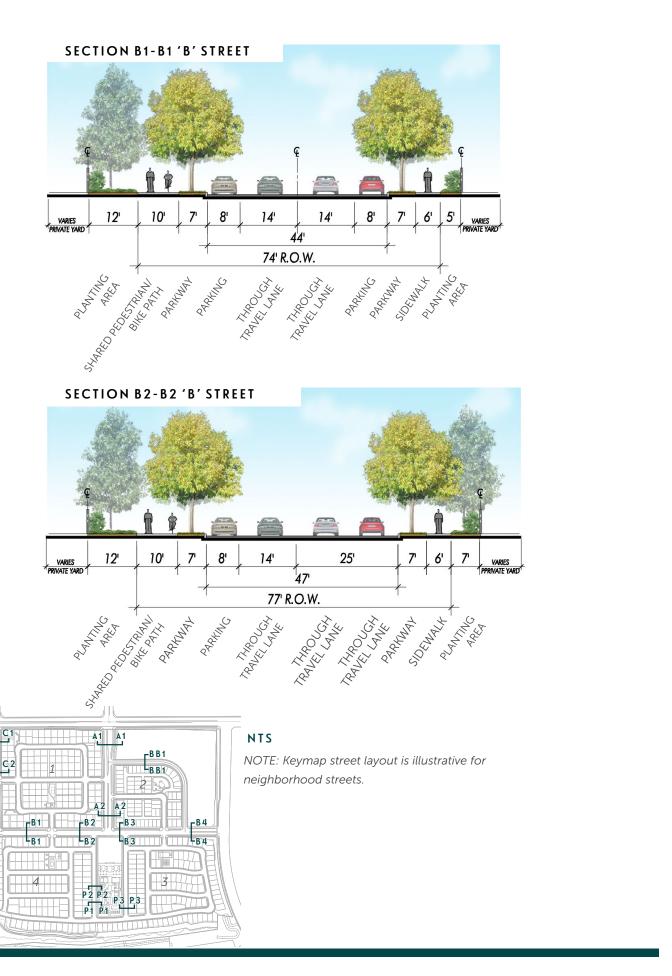
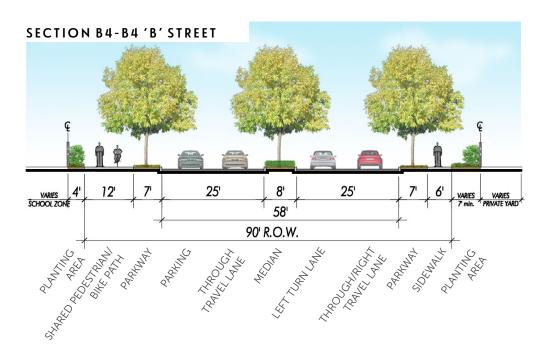


EXHIBIT 4.7 Street Sections





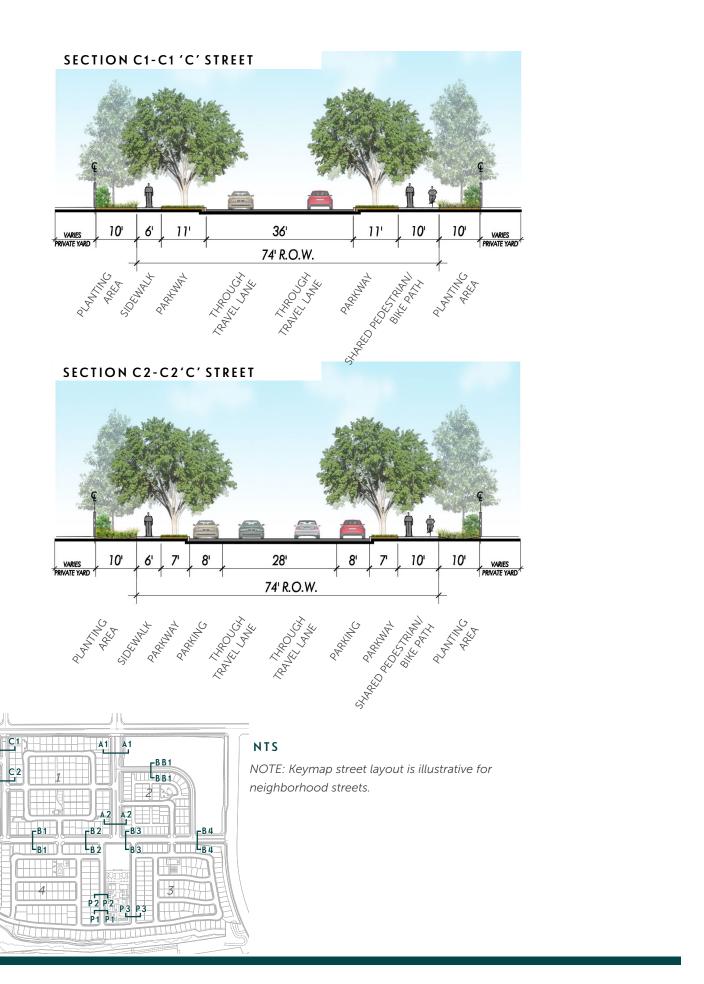
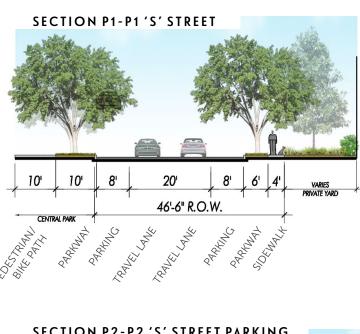
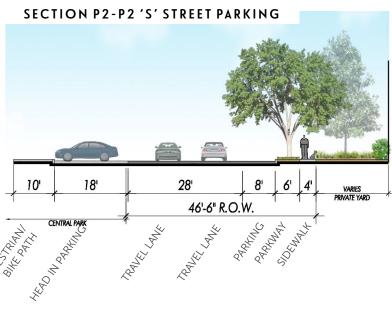
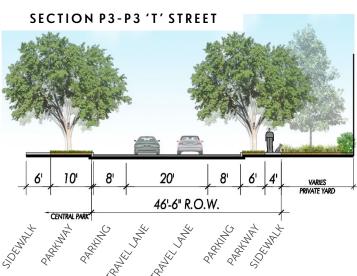


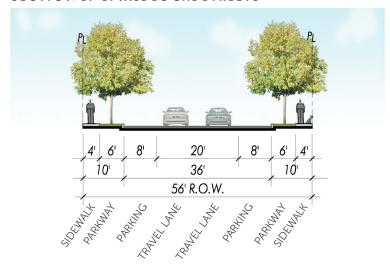
EXHIBIT 4.9 Street Sections







SECTION L1-L1: ALL LOCAL STREETS



ALTERNATIVE EXHIBIT: NEIGHBORHOODS 2 AND 5 PRIVATE ALLEY IN CASE OF ATTACHED PRODUCT

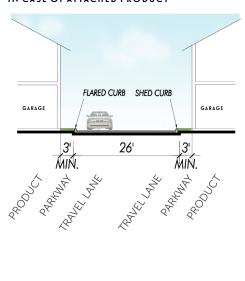
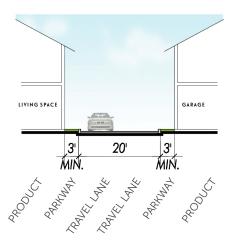


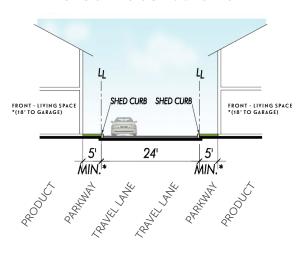


EXHIBIT 4.11 Street Sections

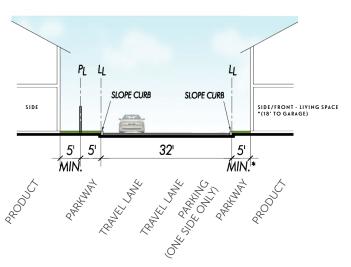
NEIGHBORHOOD 1: GARDEN CLUSTERS SECTION PRIVATE COURT

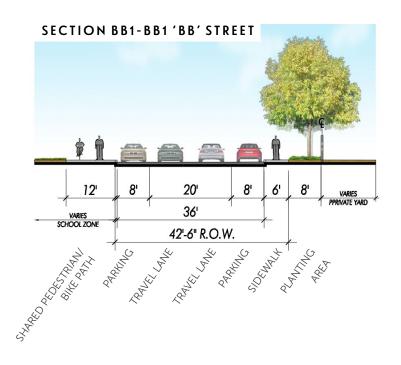


NEIGHBORHOOD 2: SECTION K-K PRIVATE ALLEY



NEIGHBORHOOD 2: SECTION J-J PRIVATE ALLEY





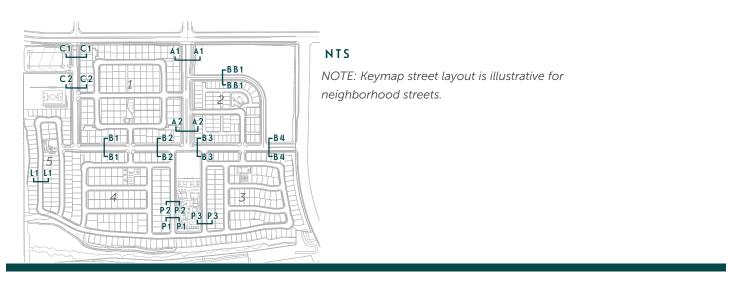


EXHIBIT 4.11A Street Sections



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4.3.2 NEIGHBORHOOD LOCAL STREETS

Neighborhood streets are those streets located within individual planning areas and neighborhoods. These streets include two undivided travel lanes (one in each direction) and on-street parking is allowed. Neighborhood streets are privately owned and will be maintained by the HOA.

Private alleys may serve as the garage access for some homes in the Nakase Property. These alleys will be owned and maintained by a homeowners' association.

4.3.3 INTERSECTION TREATMENTS

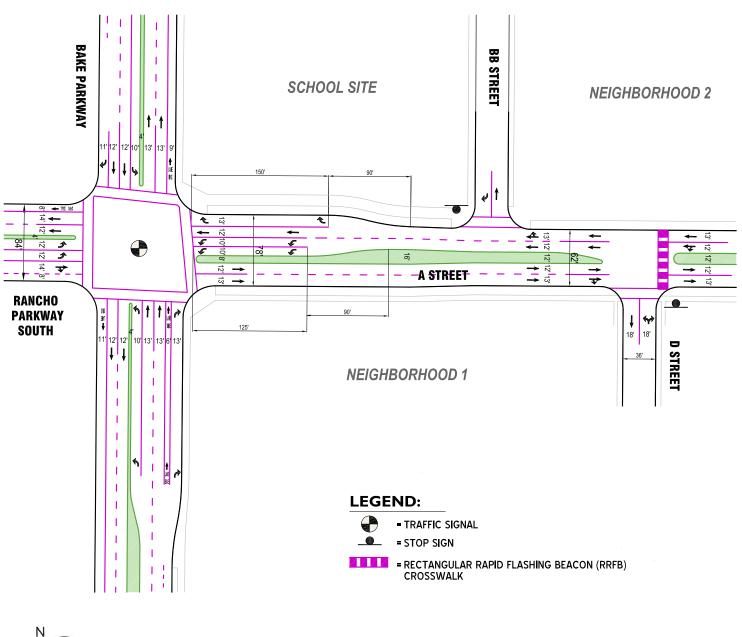
Exhibits 4.12 through 4.15 illustrate the vehicular lane geometrics, medians, and crosswalks at key Nakase Property project area intersections. At the intersection of Bake Parkway/ Rancho Parkway South, northbound traffic entering the site is served by a separate right turn lane, and two eastbound travel lanes accommodate traffic inbound to the site along "A" Street.

To efficiently accommodate residential traffic entering the site, the landscaped median on "A" Street prohibits eastbound traffic from making left turns onto "BB" Street (see *Exhibit 4.12*). Traffic exiting the site is served by westbound dual left turn lanes, a single westbound through lane, and a separate westbound right turn lane on "A" Street approaching Bake Parkway.

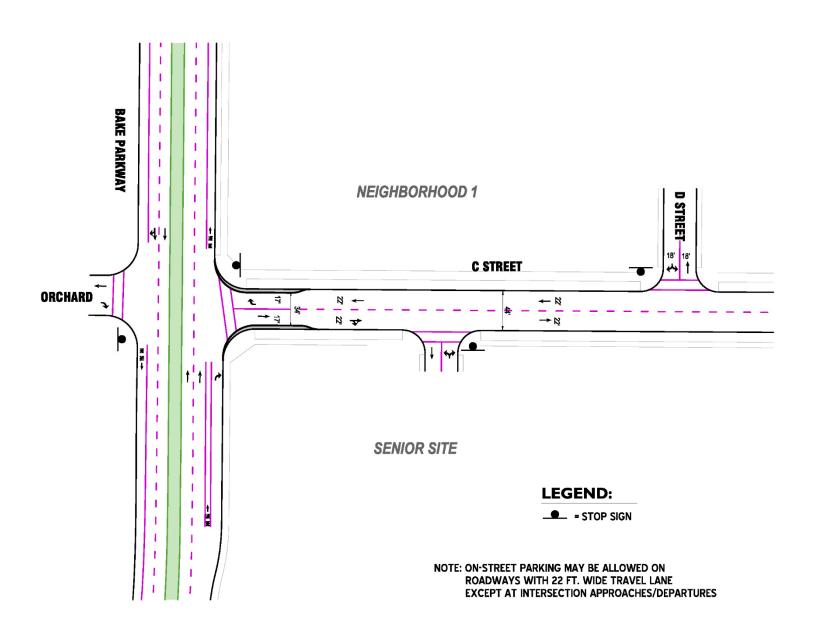
At the Bake Parkway/"C" Street intersection, northbound traffic entering the site is served by a separate right turn lane (see Exhibit 4.13). The Bake Parkway / "C" Street intersection is limited to right-turns only, with no median break on Bake Parkway.

At the intersection of "B" Street / Rancho Parkway, eastbound traffic entering the site is served by a separate right turn lane, and two southbound travel lanes accommodate traffic inbound to the site along "B" Street (see Exhibit 4.14). Traffic exiting the site is served by a northbound left turn lane as well as a northbound shared through/right turn lane on "B" Street approaching Rancho Parkway at the existing Corridor Center driveway. Because "BB" Street provides access to the school site, a separate southbound right turn lane is provided on "B" Street approaching the "B" Street/"BB" Street intersection. At the "B" Street/"BB" Street intersection, a northbound shared through/left turn lane is provided in addition to a separate northbound through lane.

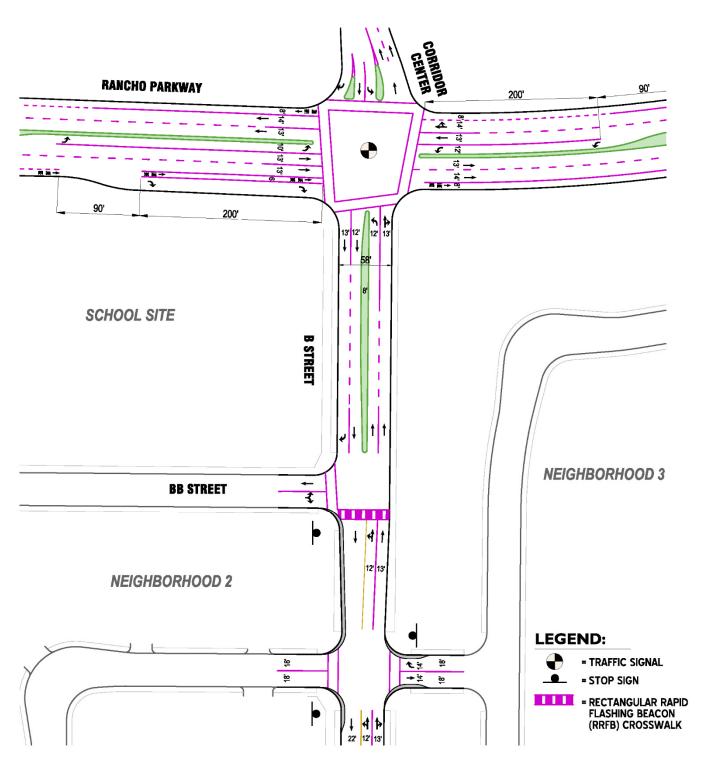
"B" Streets intersect "A" Street at the center of the Nakase Property development. At the "B" Street/"A" Street intersection, separate eastbound left and right turn lanes are provided on "A" Street (see Exhibit 4.15). In the vicinity of the "B" Street/"A" Street intersection, "B" Street includes one southbound lane and two northbound lanes in order to provide flexibility for left turn movements. The intersections of "B" Street/"T" Street and "B" Street/"S" Street are restricted to right-turns only (no median break) near the "B" Street/"A" Street intersection.



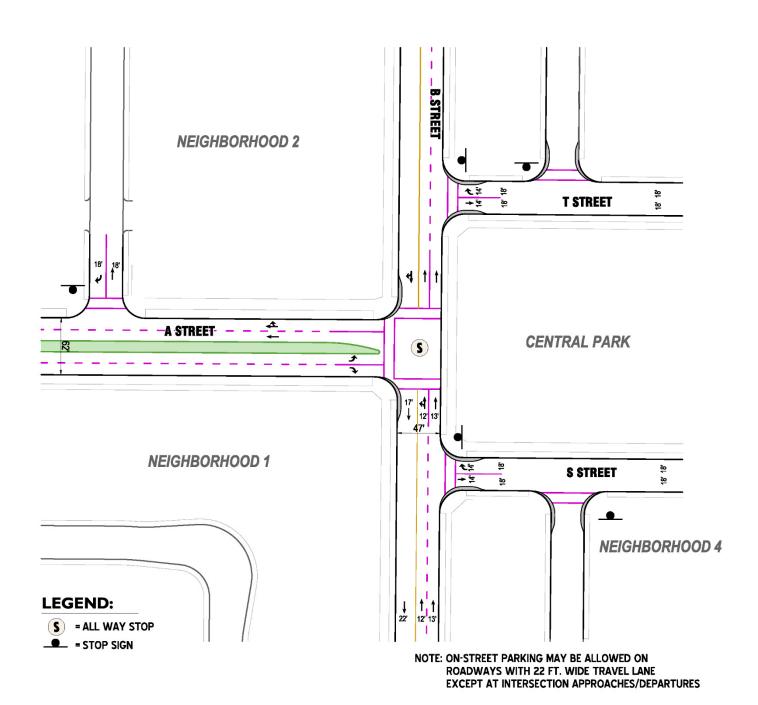














4.3.4 TRAFFIC CALMING

Residential streets within the Nakase Property include curb extensions/chokers at intersections as shown on *Exhibit 4.16*, to both visually enhance the look and feel of the intersection and to promote pedestrian activity. At key local street intersections, curb extensions have the combined benefits of aesthetic appeal and accommodations for non-motorized travelers. Pedestrian safety is enhanced through the use of landscaped curb extensions/chokers which project into the street four- to six-feet at street corners to promote vehicle slowing and to shorten the street-crossing distance for pedestrians.

Rectangular Rapid Flashing Beacons (RRFBs) at uncontrolled crosswalks are recommended at two key locations within the Project (see Exhibits 4.12 and 4.14) in order to enhance driver's awareness of crosswalks needed for efficient school access. They can be activated by pedestrians manually by a push button or passively by a pedestrian detection system. RRFB control at a crosswalk has the potential to be an effective traffic control device since it fulfills a need, commands attention, conveys a clear meaning, commands respect of road users, and gives adequate time for proper response.

On-street parking is allowed on neighborhood streets, "BB" Street, and segments of "C" Street and "B" Street, as indicated on Exhibit 4.17. On-street parking, in effect, reduces the width of the street, leading to slower driving. Parking also separates traveling cars from the sidewalk, helping to improve pedestrian safety.

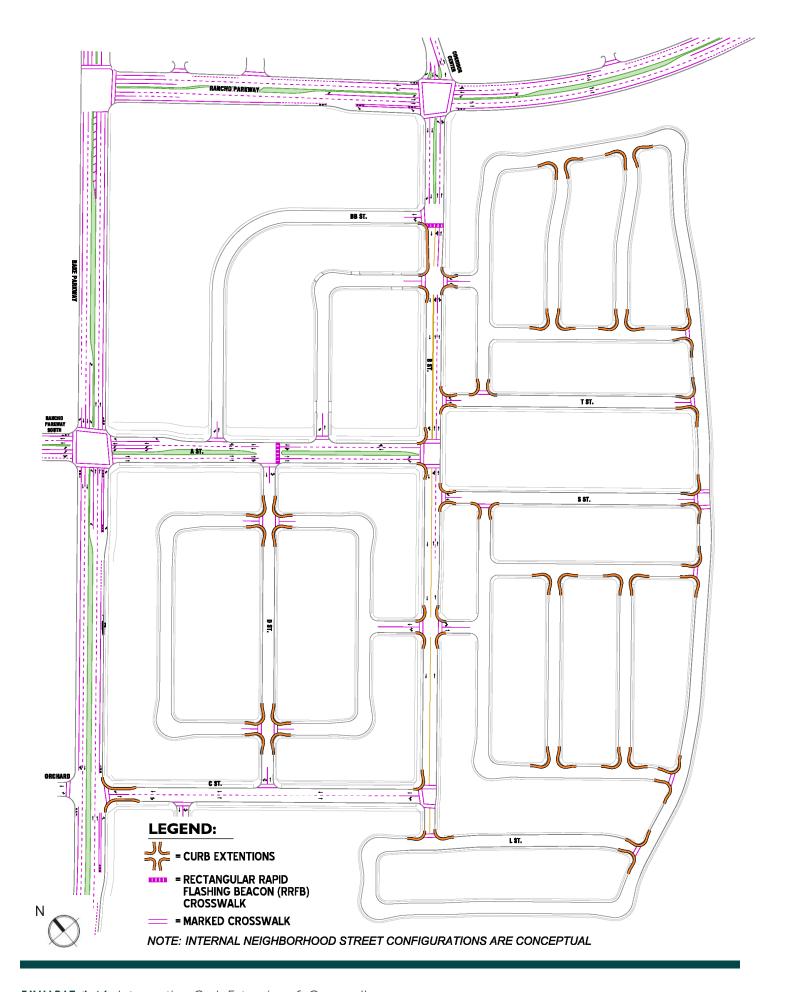


EXHIBIT 4.16 Intersection Curb Extensions & Crosswalks

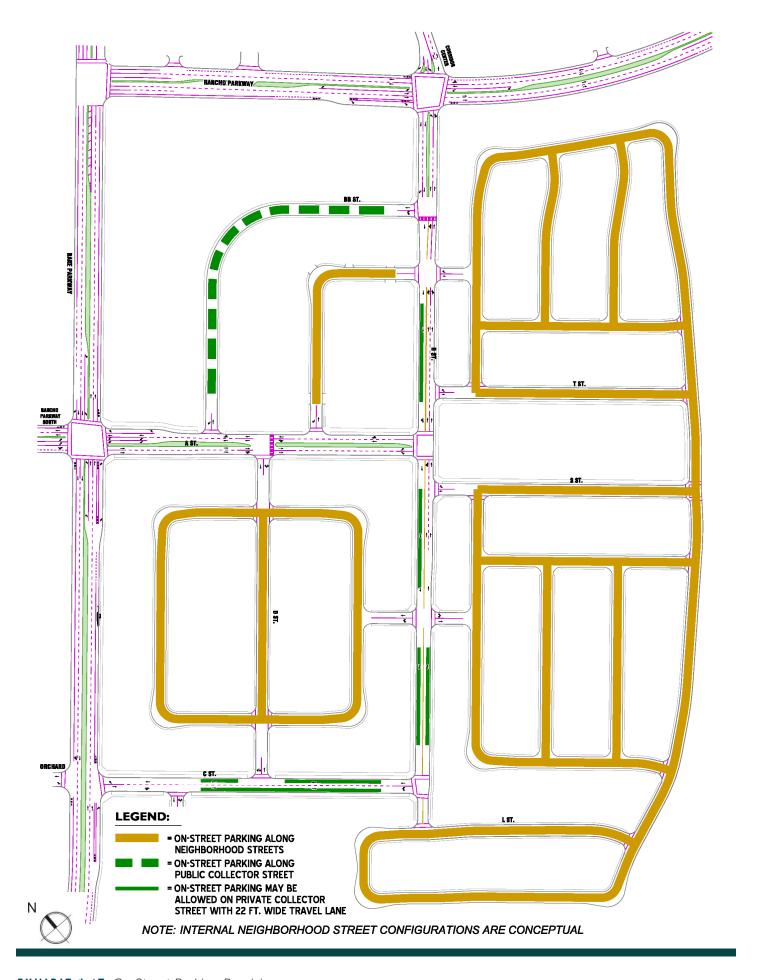


EXHIBIT 4.17 On Street Parking Provisions

4.4 PEDESTRIAN & BICYCLE PATHWAYS

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 the Nakase Property. Additionally, public transit service is available adjacent to the community.

4.4.1 BIKEWAYS

Class II bikeways (on-street bike lanes) are located on both sides of Bake Parkway, Rancho Parkway South and Rancho Parkway as shown on *Exhibit 4.18*, consistent with the Circulation Element of the City's General Plan. Bike lanes are also located on both sides of Lake Forest Drive and Alton Parkway in the project area. These bikeways connect to regional connections illustrated on the City's Planned Bikeways Map.

Within the site, off-street shared bicycle/pedestrian paths are located adjacent to "A" Street, "B" Street, "C" Street, and "S" Street. These bicycle/pedestrian trails connect through the site to the adjacent on-street bike lanes. The proposed Nakase Property paths also connect to an on-site trail from the "S" Street/"M" Street intersection, which then runs parallel to Serrano Creek to the southeast corner of the site. At that point it uses an existing service road crossing of Serrano Creek to provide access to the existing Serrano Creek Trail on the east side of the creek.

As shown on *Exhibit 4.19*, the off-site Serrano Creek Trail starts at Serrano Creek Park (connecting to Serrano Road north of Toledo Way) southerly of the Nakase Property site, and extends northerly to the Whiting Ranch Wilderness Park. This multi-purpose trail accommodates running, walking and biking.

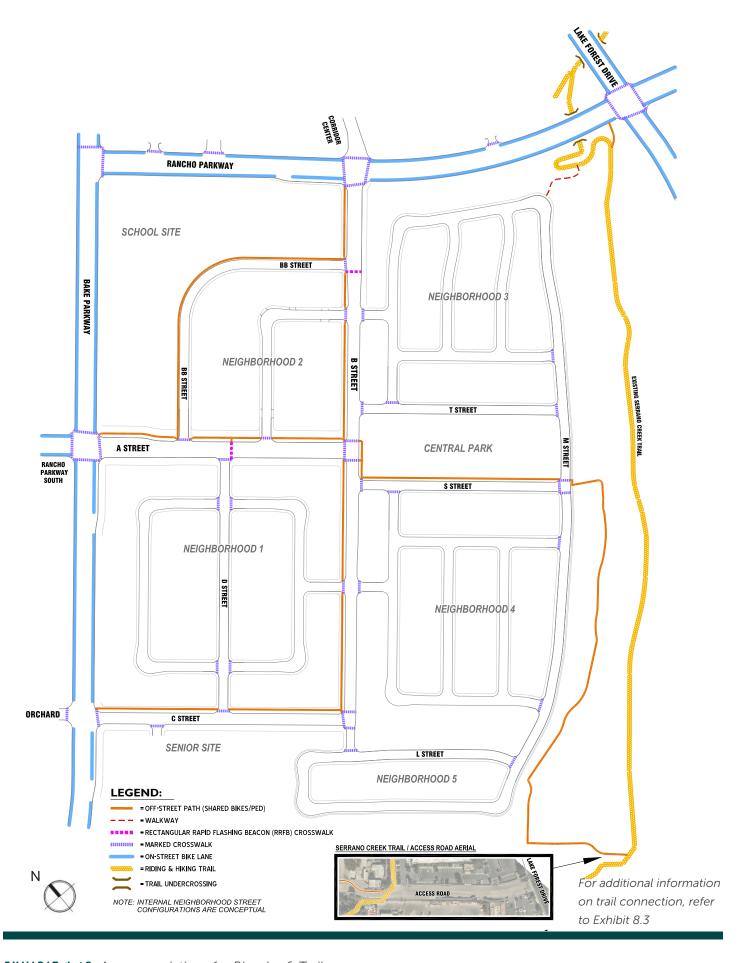
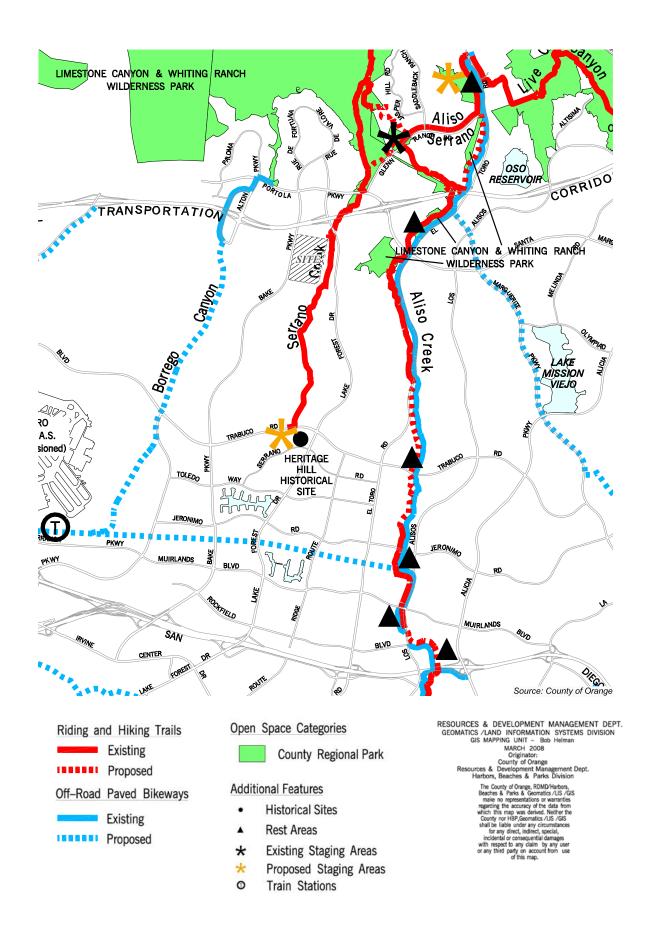


EXHIBIT 4.18 Accommodations for Bicycles & Trails



4.4.2 PEDESTRIAN CONNECTIONS

An extensive trail system within the Nakase Property promotes an alternative, comfortable, attractive, and "low stress" mode of circulation to residents and students. A key attribute of the trails is that they offer students a safe and aesthetic route to school with minimal road crossings. Where shown and as designed, trails shall connect neighborhoods and the school within the Nakase Property, and join the City-wide bike lanes and nearby Serrano Creek Trail system.

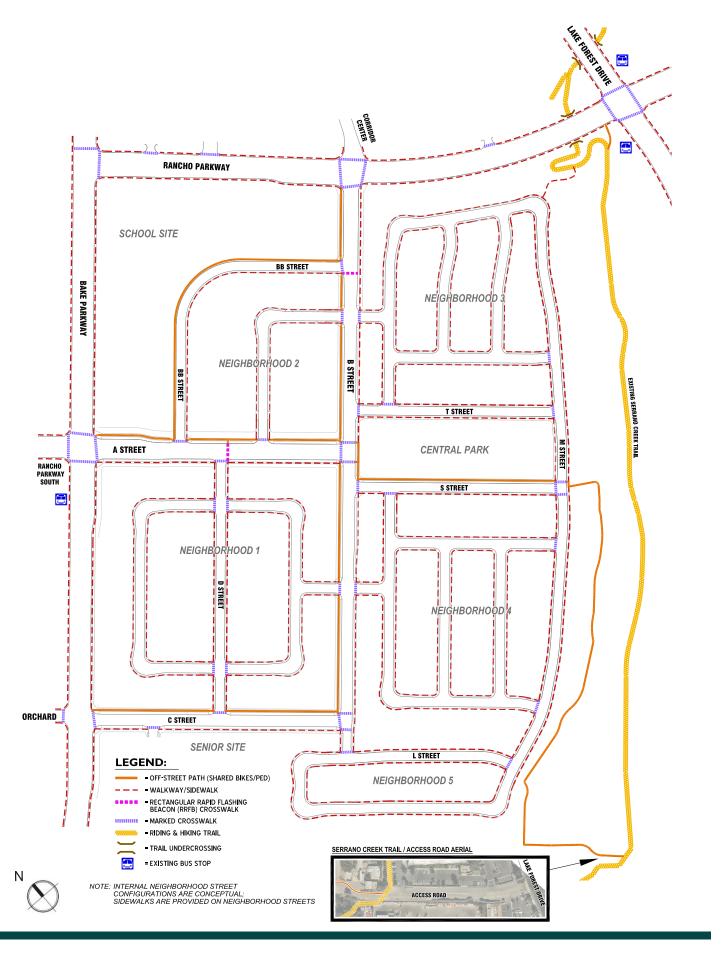
Bake Parkway and Rancho Parkway are arterials providing pedestrian access via sidewalks. On Rancho Parkway frontage adjacent to the site, a sidewalk will be constructed adjacent to the existing curb. In addition to those pedestrian connections, streets within the Nakase Property provide sidewalks as indicated on Exhibit 4.20.

Within the site, off-street shared bicycle/pedestrian paths are located adjacent to "A" Street, "B" Street, "C" Street, and "S" Street. Two additional off-street pedestrian trails are also provided. At the northeast corner of the site, a sidewalk connection will be provided from the Nakase Property to the existing Serrano Creek Trail. From the "S" Street/"M" Street intersection, a shared bicycle/pedestrian path is aligned parallel to Serrano Creek to the southeast corner of the site. At that point it uses an existing service road crossing of Serrano Creek to provide access to the existing Serrano Creek Trail as indicated above.

4.4.3 PUBLIC TRANSIT

Orange County Transit Authority (OCTA) provides public bus service to the project area as illustrated in Exhibit 4.21. An established network of bus routes provides access to surrounding employment centers, shopping and recreational areas. Currently, the Nakase Property area is served by route 206, which travels along Bake Parkway from Dimension Drive to beyond the northwestern community boundary and into the Foothill Ranch community. OCTA continually modifies the bus routes in order to meet the needs of its riders. As the Nakase Property 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.







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CHAPTER 5

INFRASTRUCTURE, COMMUNITY FACILITIES, & SERVICES



5.1 OVERVIEW

Infrastructure elements are those features that provide essential services to a community. Storm drain, water, domestic and recycled, 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 Nakase Property (TTM 18142) are described below.

5.1.1 PROJECT HYDROLOGY & DRAINAGE

The Nakase Property project site is bordered by existing primary arterial Bake Parkway on the west and commercial street Rancho Parkway on the north; The existing Baker Ranch residential community is located to the west. The existing Home Depot/24-Hour Fitness commercial center is located north and adjacent to Rancho Parkway for the entire site frontage. To the east is natural Serrano Creek drainage course traversing from the northeast corner of the project site to the southeast corner and continues off-site and downstream. A County of Orange Regional Bike/Riding Trail exists adjacent to the entire site easterly boundary. Easterly of the County trail is a strip commercial/industrial center. To the south is another Office/Industrial development.

Virtually the entire Nakase Property land parcel except for Serrano Creek along the easterly boundary is utilized as a commercial wholesale Nursery facility for potted planting/growing purposes requiring constant minor irrigation to support the Nursery operation.

The land is generally at grade along Bake Parkway and lower in elevation adjacent to Rancho Parkway and has an existing "Turtle Shell" configuration with respect to site elevations. The highest existing ground is adjacent to the northerly boundary and the site drainage generally flows southwesterly and Southeasterly from the higher elevations with drainage runoff roughly bisecting the site area-wise. The west side portion flows to an existing 10.5-foot high x 10.5-foot wide box culvert and the east side portion flows to existing Serrano Creek, a natural, earthen streambed.

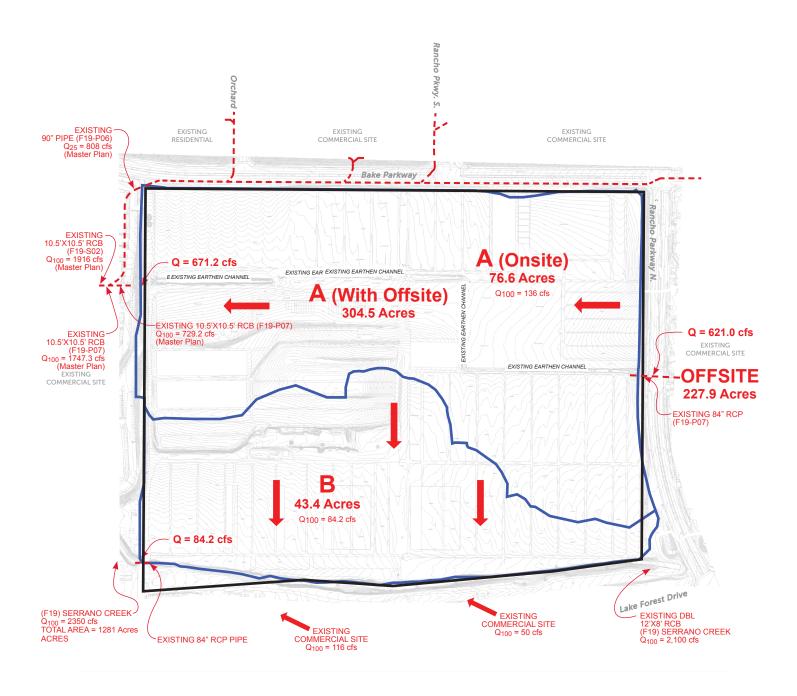
The existing hydrology of the project site is shown on *Exhibit 5.1*, which illustrates two drainage areas. Areas A, a total of 76.6 acres (with a peak 100-year flow (Q) of 136 cubic feet per second cfs), drains toward existing 10.5-foot high x 10.5-foot wide box culvert storm drain. Area B, a total area of 43.4 acres (with a peak 100-year flow (Q) of 84.2 cfs), flows across the site's surface as sheet flow and drains into Serrano Creek. The total of onsite existing flow is 220 cfs.

5.1.1 PROJECT HYDROLOGY & DRAINAGE (CONTINUED)

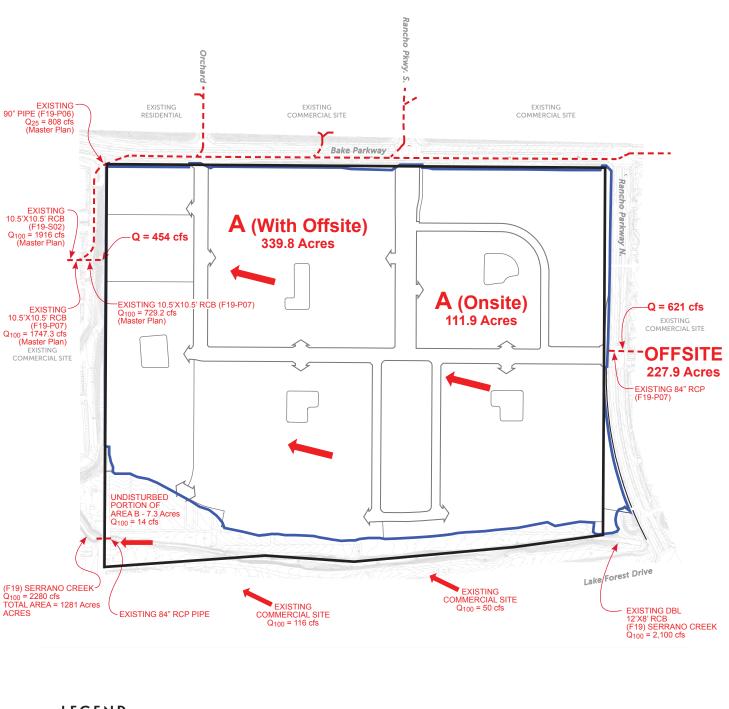
The Home Depot Center has an existing 84-inch outfall storm drain pipe which crosses Rancho Parkway at the Home Depot site entry intersection. This storm drain line is a County of Orange Flood Control Channel Facility designated as F-19-P07. The Rancho Parkway intersection is located roughly in the middle of the project site. The pipe outlets through a reinforced concrete structure to a "low flow" small height (2-foot \pm) rectangular channel/ ditch which flow north to south and traverses across the Nursery facility. The low flow ditch eventually outlets to an existing reinforced concrete box culvert with inlet structure approximately one-fourth of the project boundary distance easterly from Bake Parkway. The existing 10.5-foot high x 10.5-foot wide box culvert storm drain traverses the existing southerly industrial site and eventually joins Serrano Creek F-19 open channel downstream. The off-site Home Depot Center has a total area of 227.9 acres with a peak 100-year flow (Q) of 621.0 cfs.

Exhibit 5.2 illustrates the hydrology for the Nakase Property when developed. The project hydrology design proposes to direct the entire developed site grading and runoff flows to the southwest and discharge into the existing 10.5-foot high x 10.5-foot wide (Facility F19-P07) off-site box culvert drainage facility. The off-site box culvert ultimately discharges into Serrano Creek approximately 3,000 ft downstream (at point of confluence). The drainage system has been designed to ensure that the flow rates after development are the same as or less than the flow rates under the existing condition levels. See Chapter 5.1.4. An underground detention basin located in the Central Park is proposed to significantly reduce the post development flows to accommodate the increased project-generated flows as a result of development. The underground detention basin will also substantially reduce the historic peak flows and rates to less than the pre-development condition. As a result, there are no negative impacts to the existing downstream system due to the project's development and drainage pattern changes.

Table 5.1 Existing Vs. Proposed Project Flows summarizes the flows for existing and project conditions.







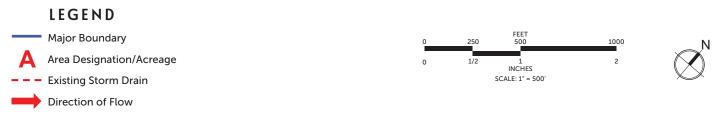


EXHIBIT 5.2 Proposed Hydrology

TABLE 5.1

EXISTING YEAR VS. PROPOSED PROJECT FLOWS

EXISTING 100 YEARS HISTORIC FLOWS	
Off-site flows going through the site (from existing Home Depot Commercial Site)	621 cfs
Off-site flows, drainage area "A" only (pre-development)	136 cfs
Less reduction due to time of concentration when combining off-site with on-site flows (Based on Orange County Hydrology Manual procedures)	(86 cfs)
TOTAL TRIBUTARY TO EXISTING 10.5' X 10.5' RCB	671 CFS
On-site flows by sheet flow to Serrano Creek, Drainage Area "B" (pre-development)	84 cfs
TOTAL EXISTING FLOWS LEAVING THE SITE THROUGH BOTH SERRANO CREEK AND THE 10.5' X 10.5' RCB (AT THE CONFLUENCE OF THE RCB AND SERRANO CREEK)	755 CFS
PROPOSED 100 YEAR FLOWS POST DEVELOPMENT	
Off-site flows from existing commercial	621 cfs
On-site flows (post-development)	272 cfs
ON-SITE & OFF-SITE FLOWS COMBINED AT RCB	893 CFS
On-site detention via construction of a 120' x 120' x 15' deep detention RCB	(439 cfs)
TOTAL POST DEVELOPMENT FLOWS TO 10.5' X 10.5' RCB 893 - 439 = 454	454 CFS
On-site flows by sheet flow to Serrano Creek, Undisturbed Portion of Drainage Area "B" (post-development) See Exhibit 5.2	14 cfs
TOTAL POST DEVELOPMENT FLOWS TO 10.5' X 10.5' RCB LEAV- ING THE SITE (AT THE CONFLUENCE OF THE RCB AND SERRANO CREEK) 454 + 14 = 468	468 CFS

5.1.2 SERRANO CREEK

The existing Serrano Creek (designated as County of Orange Flood Control Facility F-19) adjacent to the site is generally a natural, earthen streambed which accepts upstream runoff from a double 12-foot high x 8-foot wide box culvert traversing the intersection of Rancho Parkway and Lake Forest Drive. The double box outlet transition structure terminates near the northeast corner of the project site. Serrano Creek traverses southerly along the easterly boundary. Portions of this natural streambed are located within the Nakase Property and the remaining portion is located within the adjacent strip commercial/industrial center property. Downstream, the channel transitions across a maintenance road crossing at the site's southeast corner and outlets through an 84-inch RCP. This joins the Serrano Creek natural earthen channel section which traverses the southerly off-site commercial property.

No improvements or encroachments to Serrano Creek are proposed for the project.

5.1.3 STORMWATER TREATMENT

A comprehensive stormwater treatment drain system will be implemented for the project. As shown on Exhibit 5.3, this system will be comprised of a complex of bioswales, underground bioretention structures, and modular devices. In addition to these features, the project incorporates Low Impact Development (LID) practices. These practices would include but are not limited to; preserving important site features, reducing and disconnecting impervious areas, utilizing native vegetation and maintaining natural drainage features.

Bioswales will be placed in the parkway section of street "A" and will vary in width. In addition, a bioswale will be created within the fuel modification zone along Serrano Creek. This swale will generally parallel the creek and will discharge treated stormwater into the Mitigation Area.

An underground bio-filtration facility will be the primary water quality treatment feature in the Neighborhood Park. The underground bio-filtration facility will be comprised of a vault system that is partially filled with an engineered soil media. The stormwater will enter at the surface of the media and then percolate downward to an underdrain system which connects to the storm drain. Selected locations on the sides of the structure will have horizontal voids that will provide for root access to the media from the surface plantings. Similar type facilities, along with Modular Wetlands or equal and bioswales, will be utilized in combination within the Neighborhood Mini Parks. A variety of plants and trees will be used in conjunction with these structures resulting in effective on-site stormwater management through absorption, evapotranspiration and interception.

The underground bio-filtration facility in the Neighborhood Park will provide for a stable surface that can be used for a variety of active uses such as play fields, dog parks and jogging tracks.

The school site and the affordable site will include on-site water quality treatment BMPs designed to address those specific project stormwater flows.

5.1.4 ON-SITE DETENTION

As shown on Exhibit 5.3, an underground detention facility will be located within the Central Park. This facility will pick-up off-site stormwater flows and detain the flows so that peak flows and velocities will not be increased in Serrano Creek. This facility will decrease current Nakase Property stormwater flows to Serrano Creek.

The on-site underground detention facility will be comprised of a system of modular vault structures with a solid impermeable floor. This structure will be designed to hold approximately 621,000 cubic feet of storage in order to address and mitigate any hydromodification impacts from the project. This underground design will allow for open space park uses above the structure. The structure will not be visible from the surface with the exception of several maintenance access manholes.



EXHIBIT 5.3 Storm Drain System & Storm Water Treatment

5.2 DOMESTIC & RECYCLED WATER

Irvine Ranch Water District (IRWD) serves the project area with Domestic and Recycled water facilities. Bake Parkway has domestic and recycled water mains of 24-inch and 12-inch respectively. The existing 24-inch Zone 5 domestic water line, located on the easterly side of bake parkway, will serve the project site. The 12-inch recycled water line, located on the west side of Bake parkway at the southwestern corner of the property, will serve the project site. Rancho Parkway has 12-inch, Zone 5 domestic and 12-inch recycled water main that will serve the project site. Along the projects southerly boundary an existing 12-inch Zone 6 domestic water line and 12-inch recycled water line transverses from west to east extending easterly to Lake Forest Drive.

The existing 12-inch Zone 6 domestic water and 12-inch recycled water mains located along the southern Property boundary will be relocated as part of the Project site development plan. *Refer to Exhibit 5.4 Domestic Water System and Exhibit 5.5 Recycled Water System.* The two IRWD facilities located within existing IRWD maintenance easement may be rerouted with new water line facilities aligned within new project circulation streets or lots. All relocated mains will have new easement rights to IRWD. All rerouting of water facilities will be reviewed and approved by IRWD and the City.

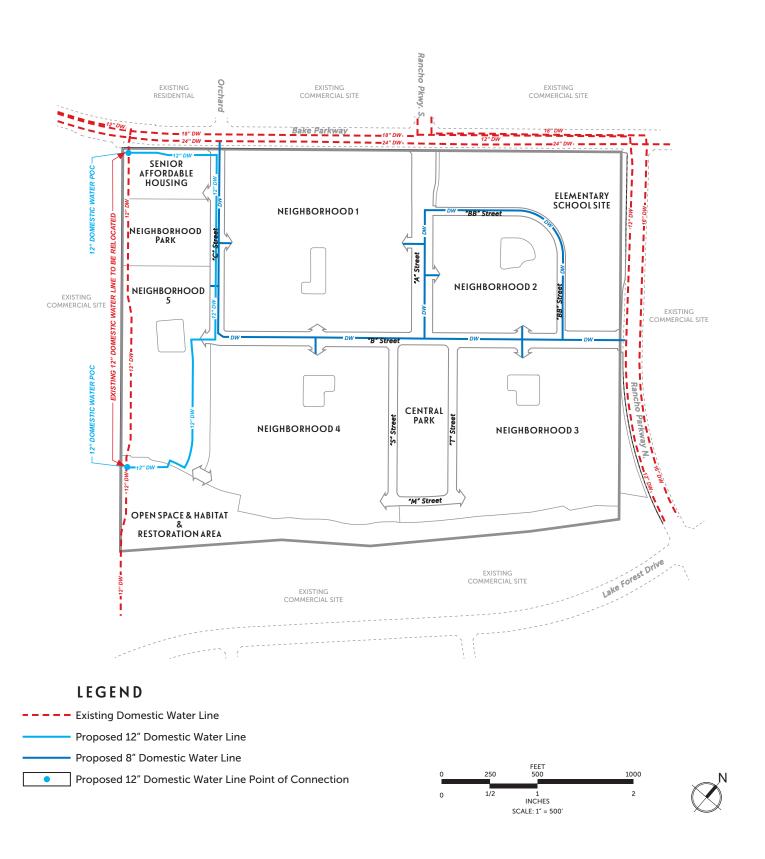


EXHIBIT 5.4 Domestic Water System

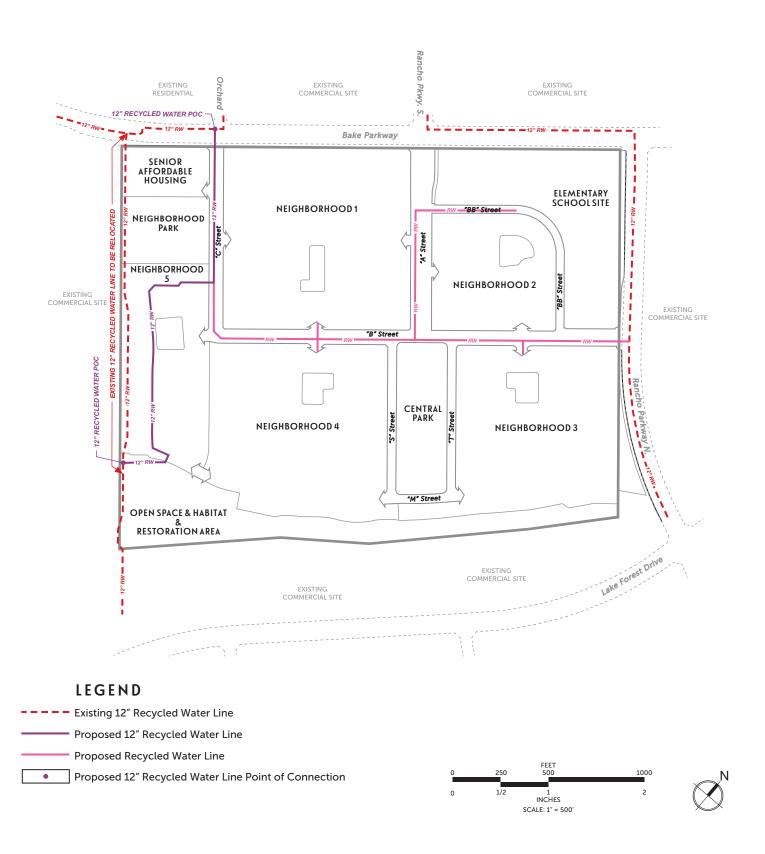


EXHIBIT 5.5 Recycled Water System

5.3 SEWER SERVICE

The Irvine Ranch Water District (IRWD) services the project area and has existing gravity sewer facilities in Rancho Parkway and Bake Parkway. An existing 12-inch sewer mainline with a potential sewerage receiving manhole is located within the off site access road easement adjacent to the Nakase Property southeast corner. Preliminary engineering analysis indicates that the existing 21-inch sewer in Bake Parkway will be adequate to serve the entire proposed Nakase Property developed site. *Refer to Exhibit 5.6 Sanitary Sewer System*.

5.4 UTILITY SERVICES

The Project's dry utilities include electrical and natural gas services, and communication services (telephone, cable, and internet). Southern California Edison (SCE) and Southern California Gas Company provide electric and gas services, respectively, to the Project and the surrounding area. Electrical transmission service to the Project area is provided via an overhead transmission line in Bake Parkway. Electric and gas distribution services are extended through all on-site streets from private streets to which the Project will connect. The developer will be responsible for construction connections to these distribution facilities and the backbone distribution systems for the Project.

The existing overhead utility lines and the 66kV transmission line will be placed underground along the easterly side of Bake Parkway, as part of the Project development. Adequate services are available to serve the proposed project. Existing Edison Line will be relocated within the 20' Edison Easement along Bake Parkway. *Refer to Exhibit 5.7 SCE Power Relocation Exhibit.*

Telephone, Cable, and Internet services also existing in Rancho Parkway and these services will be extended into the Project at the Project's three entrances. Internal to the Project, the Project Developer will be responsible for constructing backbone utility infrastructure and providing extensions to the various neighborhoods in the Project. Transformer and cable box locations shall be carefully planned and coordinated with the utility company, the landscape architect, and the Developer to be unobtrusive and screened from public view where possible.

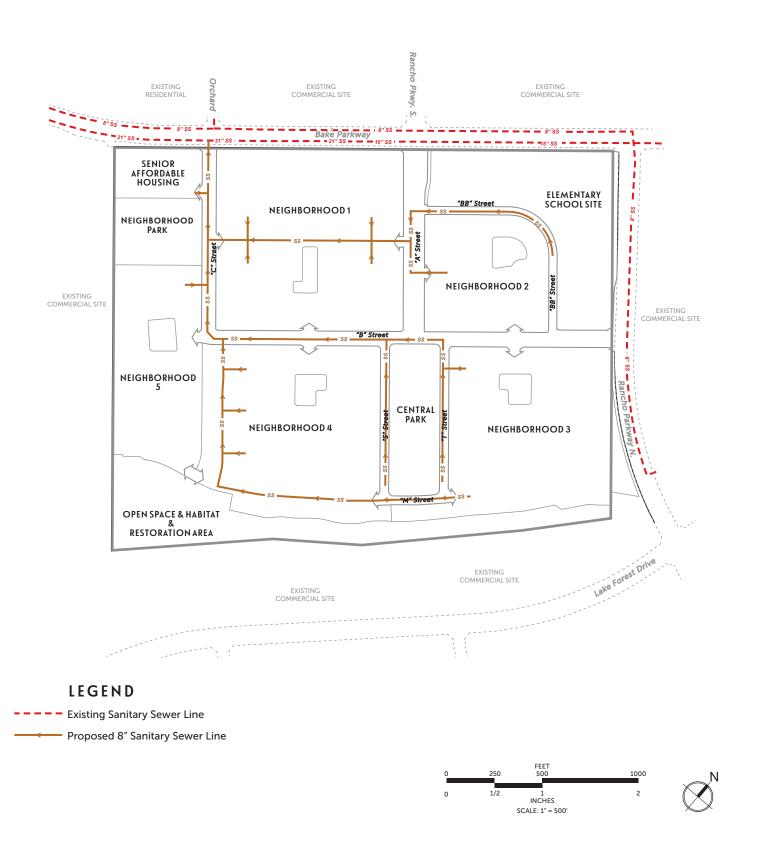
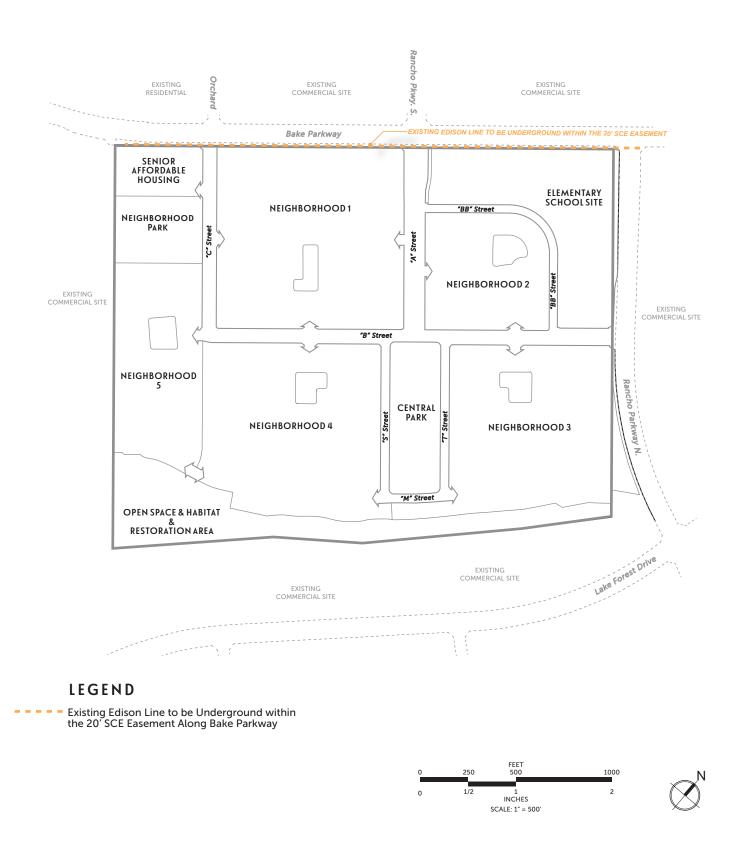


EXHIBIT 5.6 Sanitary Sewer System



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. CR&R, Inc. provides and manages hazardous waste collection facilities at several locations throughout Orange County. The closest drop-off location to the Nakase Property is in the City of Irvine. Organic waste recycling requirements (A-B 1826 would apply to the residential homes, high density senior affordable homes, and the school facility.

Orange County Fire Authority (OCFA) provides and manages hazardous waste collection facilities at several locations throughout the County. The closest drop-off location to the Nakase Property is in the City of Irvine.

5.6 EMERGENCY SERVICES

The Orange County Sheriff's Department provides police services for the Nakase Property, out of the Saddleback Station at 20202 Windrow in Lake Forest (approximately .5 miles to the east) under contract to the City.

The City of Lake Forest contracts with Orange County Fire Authority (OCFA) for fire protection service. OCFA fire stations that can serve the property are Station 54 in the City of Lake Forest off of Portola Parkway on Pauling, approximately 1.25 miles away, and Station 38 in the City of Irvine on Parker, just south of Irvine Boulevard between Bake and Alton Parkways, approximately 2.5 miles away.

There are four hospitals within service range of the Nakase Property; Saddleback Medical Center in Laguna Hills, Mission Hospital in Mission Viejo, Hoag Hospital in Irvine, and Kaiser Permanente Medical Center conveniently located in Irvine.

5.7 INFRASTRUCTURE DEVELOPMENT STANDARDS

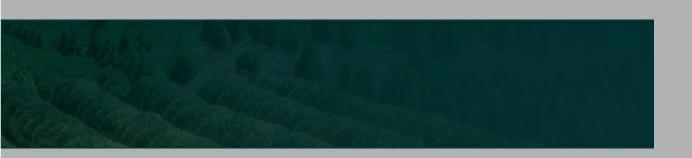
- 1. Storm water, domestic and recycled water, and sewer facilities shall be designed in accordance with Orange County Flood Control, Irvine Ranch Water District and City of Lake Forest requirements.
- 2. Storm drain lines on public streets will be maintained by The City of Lake Forest. Storm drains on private streets will be maintained by the HOA. The 84-inch, F19-P07 will be maintained by the OCFCD. Underground detention facility will be HOA maintained. All water quality features as well as the underground water treatment facility will be HOA maintained.
- 3. All wet and dry utility lines and pipes shall be placed underground.



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CHAPTER 6

PARKS, RECREATION, & TRAILS,



6.1 SUMMARY OF PROJECT PARKS, RECREATION & TRAILS PLAN

A positive quality of life for the residents and guests was of utmost concern when the Nakase Property site plan was designed. The distribution of considerable land for parks and recreational facilities helps achieve this goal. Uses include a wide range of public activities promoting social and environmental prosperity, as indicated on *Exhibit 6.1*. The project includes over 10 acres of open space and over 11 acres dedicated for parks, recreation areas, and Neighborhood Parks.

An extensive network of parks and recreational facilities is distributed throughout the Nakase Property. These are easy to reach, and serve to restore and enhance the historic natural features that once characterized the Nakase Property many decades ago, like the re-establishment of the Open Space & Habitat & Restoration Area along the upper western bank of Serrano Creek, an shown on *Exhibit 8.3*. The system of pedestrian pathways, trails and neighborhood streets connect the Nakase Property's parks and recreational facilities, and provide enhancement to the quality of life for its residents and guests.

Multi-purpose lawn areas and other active recreational uses are located in the Project's Central Park. Central Park is designed to have direct pedestrian and vehicle access for the Project's residents as well as the surrounding Lake Forest community.

The Project's parks and community open space areas serve as defining elements of the Nakase Property Land Use Plan and community design strategy. The Nakase Property trail system is integral to the Project's recreational experience and provides connections to the Serrano Creek regional trail, and it affords trail users with views of the revitalized historic Habitat & Restoration Area community along the upper western bank of Serrano Creek, as shown on *Exhibit 8.3*. The Project's trail system, pedestrian pathways, and neighborhood paseos create a recreational network that weaves together the Project's various neighborhoods, Central Park, Community open space areas, Neighborhood Parks, and the Private Recreation Center.



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6.2 NAKASE PARK REQUIREMENTS

The City of Lake Forest Subdivision Ordinance LFMC 7.38.040 establishes a park dedication requirement based on population projections for new development projects. Per section A in ordinance LFMC 7.38.040 the city requires that 5 acres of new public parkland be provided for every 1,000 residents a new project is projected to generate. In accordance with LFMC Section 7.38.040 A.2, the most recent Federal Census establishes an average population of 2.93 persons per home to determine the number of future residents that a new project will generate.

6.2.1 PARK FACILITIES

To meet its public park requirements, The Area Plan provides an array of parks, fields, recreational facilities, and trails that will provide recreational use to not only the residents of the project but also for the surrounding communities and the residents of Lake Forest (excluding only the Central Recreational facility which will only serve the community residents).

The project includes over 11 acres of public parks and a private recreation facility as well as over 10 acres of habitat and restoration areas. According to LFMC 7.38.040 B if the subdivider provides park and recreational improvements to the dedicated land, the value of the improvements together with any equipment located thereon shall be credited against the payment of fees or dedication of land. Based on the parks set forth in the Nakase Development Agreement, these areas will be eligible for a public park credit of 1.15 acres for every net acre of parkland provided.

Moreover, according to LFMC Section 7.38.050 and the Nakase Development Agreement, private parks and recreational facilities are eligible for a public park credit of 0.25 acres for every net acre of parkland provided.

Table 6.1 below provides a list of the project's various parks and trails that are eligible for park credit based on the applicable Lake Forest Municipal Code provisions stated above.

PARK & RECREATIONAL FACILITY PUBLIC PARK CREDITS PARK/ PUBLIC CREDIT PARK **FACILITY PARK NAME DESCRIPTION MULTIPLIER** AREA **CREDIT** (ACRES) (ACRES) Park located in the center of the Central Park 2.29 1.15 2.633 Master Plan. Private clubhouse located in the Private Recreational Center 2.5 0.25 0.625 Central Park. Park located on the Southern-1.15 4.128 Neighborhood Park 3.59 Western edge of the site. Park located in the center of Neighborhood Mini Park One 0.5 1.15 0.575 Neighborhood One. Park located in the center of 0.621 Neighborhood Mini Park Two 0.54 1.15 Neighborhood Two. Park located in the center of Neighborhood Mini Park Three 0.52 0.598 1.15 Neighborhood Three. Park located in the center of 0.52 1.15 0.598 Neighborhood Mini Park Four Neighborhood Four. Park located in the center of Neighborhood Mini Park Five 0.54 1.15 0.621 Neighborhood Five. Located on Southern-Eastern part 0.92 Trail of the Central Park and running 8.0 1.15 South along the Serrano Creek Total Acreage Provided N/A 11.8 11.32 Total Public Park Acreage

11.37

11.37

N/A

Required Based on Max Number

of Units** (see Table 6.1A)

^{*}Based on Lake Forest Municipal Code 7.38.040 and subject to the Nakase Development Agreement, 1.15 acres of park credit per acre will be granted for public park creation and 0.25 of park credit per acre will be granted for private park/rec center facility of 0.5 acres or greater in size

^{**}The project proposes a maximum of 776 units, including a maximum of 675 single family homes, and a maximum of 101 affordable units. In accordance with the Quimby Act, this number of units will require parkland dedication of 11.37 acres. The developer is offering to provide 11.32 acres. Should any shortages in parkland dedication be determined by the City upon final park design and the actual number of units built, the applicant shall pay park in-lieu fees for any shortage in parkland dedication. The amount of park in-lieu fees to be paid by the applicant shall be determined in accordance with Lake Forest Municipal Code section 7.38.090 C. This section requires park in lieu fees based on an appraisal prepared by an appraiser mutually acceptable to the City and applicant, or as determined by the Development Agreement which will be considered by the City Council at a later date.

TABLE 6.1A - REQUIRED PUBLIC PARK ACREAGE CALCULATION (BASED ON MAX NUMBER OF UNITS)

PRODUCT TYPE	POPULATION FACTOR	POPULATION	ACRES PER PERSON	TOTAL PARK ACREAGE
776 Max Residential Dwelling Units	2.93	2,274	0.005	11.37

The various parks and facilities planned for the Nakase Property as put forth in this chapter have been designed at a conceptual level. Final site plans and construction drawings will be prepared by the developer and reviewed and approved under an Administrative Site Development Permit (SDP) by the Director of Community Services and Community Development.

6.3 CENTRAL PARK & PRIVATE RECREATION PLAN

The approximately 4.8 acre Central Park is a centrally located hub with over two acres of private park, open to the public, but maintained by the HOA. The Central Park is envisioned to provide both passive and community gathering space usages such as farmers markets, food truck events, art festivals, family events, celebrations, and other appropriate community uses. The beauty of Central Park is its diversity of uses that serve various age groups.

Central Park amenities will be open to the public and include the following:

- + Open Turf Areas
- + Shade Structures: Multi-purpose that accommodates seating areas.
- + Park Furniture: Seating, trash cans, bike racks, lighting, etc.
- + Market Street: Tree-centric gathering area with space to hold events such as farmers markets, festivals, celebrations, etc.
- + Parking: Ample head-in and parallel parking to accommodate public events.
- + Public Restroom Facilities lockable at night.

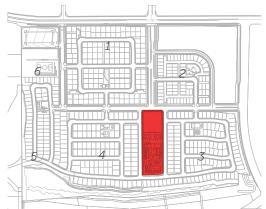
In addition to the public amenities described above, the Central Park includes a private recreation center that would be open to residents only, and maintained by the Nakase Homeowner's Association. The recreation center is designed to include areas for indoor and outdoor activities and uses.

The Recreation Center amenities include the following:

- + Recreation building with multi-purpose rooms
- + Pools
- + Spas

- + Wading pool
 - + Shade cabanas
 - + Restroom facility (private use only)
 - + Group barbecue and fireplace areas
 - + Multi-purpose Lawn
 - + Abstract climbing structure(s)

LEGEND Parallel parking spaces B Street 2 Open lawn / play 3 Grand steps at trellis 4 Seatwall **5** Entry shade structure 6 Outdoor cooking area 7 Focal lawn 8 Shade structure with barbecues (2) and coal receptacles (2) 9 Quiet pool 10 Quiet spa Public 10 Food truck parking (Parallel to street) 12 Community building entry **B** Wading pool 14 Public restrooms 15 Head in parking spaces (18'x9' bays) 16 Cabanas 17 Community play pool 20 18 Spa 19 10' wide shared pedestrian /bike path -20 Community room 14 21 Underground detention basin 20 (4' below park finished grade) 22 Climbable abstract 'structure' 23 Dog waste station (1) 10 24 Trash receptacles (2) 25 Drinking fountain (1) 26 Bike rack (1) Private 2 Private restroom in Recreation Center, location to be determined 13









6.4 NEIGHBORHOOD MINI PARKS

A neighborhood mini park is planned for each of the five neighborhoods throughout the community (for a combined total of 2.62 acres of neighborhood mini parks). These public parks encompass unique designs based on their size, configuration, location and neighborhood home buyer profile. The parks have great opportunities for passive and active activities. Exhibits 6.3 through 6.7 show conceptual plans for each Neighborhood Mini Park. All parks must be reviewed by Community Services Commission and Planning Commission and meet the design and development criteria contained in the Toll Development Agreement.

Mini Park amenities include:

- + Walkways
- + Group Barbecue Areas (including Shade Structure, Barbecue, and Picnic Table)
- + Open Lawn
- + Water Quality Areas
- + Signage
- + Furnishings: Seating, tables, trash cans, bike racks, drinking fountain, security lighting.
- + ADA Accessible Path of Travel
- + Sports Court or Athletic Field (basketball, pickleball, sand volleyball, or tennis)
- + Tot Lot (Play Equipment, Surfacing, & Features)

Exhibits 6.3-6.7 specify the location of each amenity above.

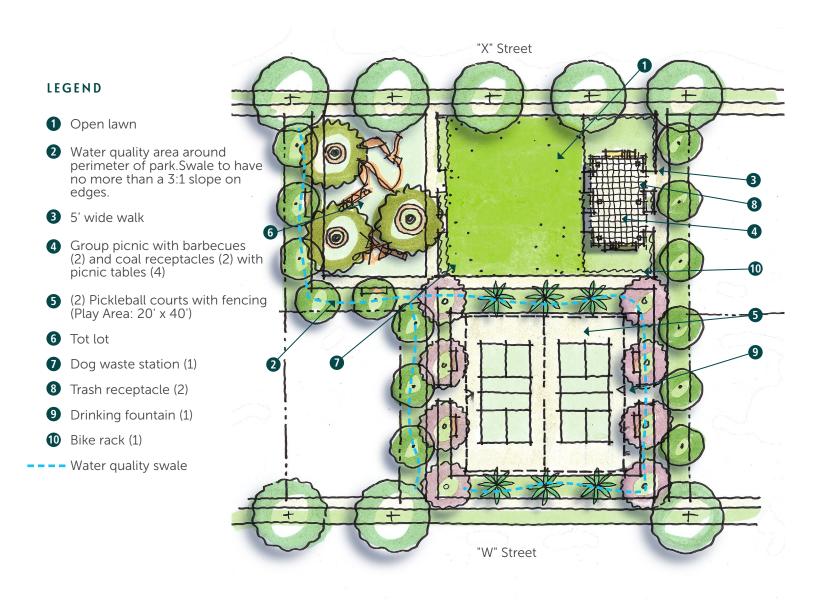


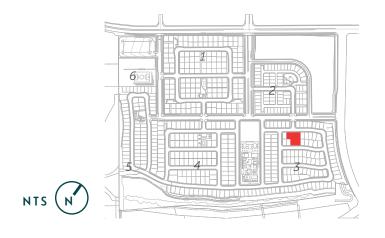
EXHIBIT 6.3 Illustrative Neighborhood One Mini Park (0.50 Acres)

- 1 Open lawn
- Water quality area around perimeter of park. Swale to have no more than a 3:1 slope on edges.
- **3** 5' wide walk
- 4 Group picnic with barbecues (1) coal receptacles (2), and shelter with picnic tables (4)
- 5 Shaded tot lot area with resilient surface and swings
- 6 Seatwall in tot lot
- Passive shaded seating
- 8 Bike rack (1)
- 9 Dog waste station (1)
- 10 Trash receptacle (2)
- 11 Drinking fountain (1)
- 12 Shaded bench area (3)
- --- Water quality swale

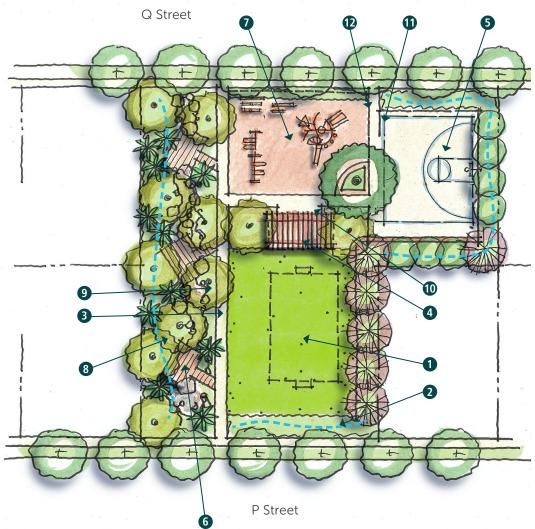








- 1 Open play lawn (Small soccer area: 30' x 50')
- 2 Water quality area around perimeter of park. Swale to have no more than a 3:1 slope on edges.
- 3 5' wide walk
- 4 Group picnic barbecues (2), coal receptacles (2), and shelter with picnic tables (4)
- 5 Half basketball court (Play Area: 40' x 50')
- 6 Passive seating area
- Shaded tot lot with resilient surface area and swings
- 8 Tree bosque/water quality area
- 9 Dog waste station (1)
- 10 Trash receptacle (1)
- 11 Drinking fountain (1)
- 12 Bike rack (1)
- --- Water quality swale





- 1 Open lawn
- Water quality area around perimeter of park. Swale to have no more than a 3:1 slope on edges.
- 3 5' wide walk
- 4 Half basketball court with open play area (Play Area: 45' x 90')
- 5 Age separated shaded tot lot area with resilient surface

- Seatwall
- 8 Bike rack (1)
- 9 Dog waste station (1)
- Trash receptacle (2)
- **1** Drinking fountain (1)
- Group picnic barbeques (1), coal receptacles (2), and shelter with picnic tables (4)



EXHIBIT 6.7 Illustrative Neighborhood Five Mini Park (0.54 Acres)

6.5 NEIGHBORHOOD PARK

The 3.59 acre Neighborhood Park is a multi-purpose park on the southerly side of the Nakase Property specially designed for a variety of active uses while also performing underground storm water management. The park includes two fenced Dog Park areas for dogs to exercise freely. Residents of the Nakase Property community, as well as the community at large, can enjoy a designated place to bring their dogs to play. The two separated dog parks cater to the needs of both big and small dogs. *Refer to Exhibit 6.8*.

Also located within the park is a turf play field designed to host a multitude of active uses and sports. The field is large enough for soccer or other field sports and is surrounded by trees which create shady opportunities for visitors and spectators. The added shade of trellis structures, benches or other types of seating throughout the Neighborhood Park makes the space feel comfortable and friendly for socializing and other more leisurely activities. The central walkway provides access to both the dog parks and the field sports, with adjacent trees providing shade.

The proposed water quality treatment structures (underground filtration basins) provide for a stable surface for these activities. The associated trees are not only providing abundant shade opportunities, but are an integral component of the treatment process for storm water.

- 1 Soccer field (Play Area: 210' x 140')
- 2 Open turf area
- 3 Large dog park area
- 4 Small dog park area
- 5 Shade trellis with benches
- 6 Sloped walk down to amenities

- 8 6:1 slope (or less)
- **9** Low retaining wall (less than 3')
- ADA parking (1)
- 10 Dog waste station (2)
- Trash receptacle (2)
- Drinking fountain with dog water station (2)
- 14 Bike rack (1)
- (5) Canopy trees and seatwall to provide shade and seating at dog park
- 16 Dog park perimeter fence
- **1** Dog park gate
- **18** Bench (9)



EXHIBIT 6.8 Neighborhood Park (3.59 Acres)

6.6 PEDESTRIAN CONNECTIVITY & PATHWAYS

Fundamental and inherent to the landscape character, one of the essential design concepts of the Nakase Property community is to generate a walkable environment that encourages and enhances the mobility experience at the pedestrian level throughout the site. Exhibit 6.9, Conceptual Pedestrian Connectivity Plan, illustrates the location of the community sidewalks and pathways.

A comprehensive recreational pathway and walk system is planned for the Nakase Property to encourage exercise such as walking and biking throughout the community. Pathways and walks provide the connection between the neighborhoods, the parks, the school, and the adjacent existing Serrano Creek Regional Trail.

6.6.1 PAVED OFF-STREET TRAIL

A paved off-street 10' path provides bicyclists and pedestrians connection from Bake Parkway along Street "A" through the Nakase Property to the existing Serrano Creek Riding and Hiking Trail. The 10' path also extends along "B" Street and "C" Street from Bake to Rancho Parkway.

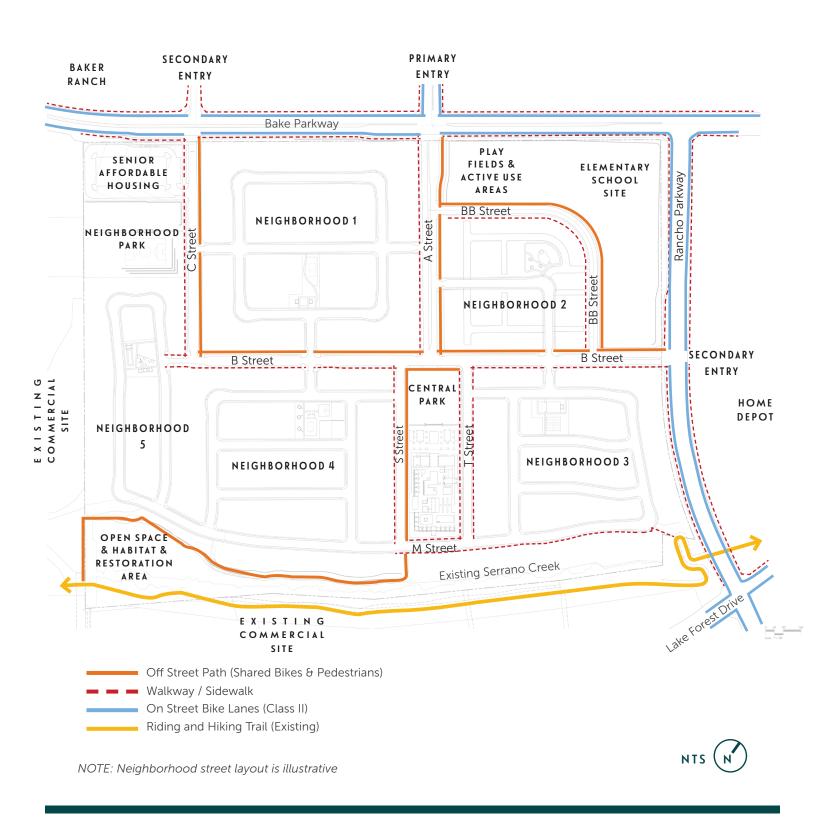


EXHIBIT 6.9 Illustrative Pedestrian Connectivity Plan



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CHAPTER 7

ARCHITECTURAL DESIGN GUIDELINES





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7.1 DESIGN PHILOSOPHY

The Nakase Property Community Design Guidelines are intended to provide design direction and standards for the development of the Nakase Property, its site and built environment. Encircling a large Central Park that features a community clubhouse, the Project is arranged into five residential neighborhoods, an elementary school, open space, and a senior affordable rental community. The purpose of the Design Guidelines and Development Standards contained herein is to ensure that all design and development within the Nakase Property are of high quality and maintains the Project's overall vision.

7.2 COMMUNITY VISION

Embracing the site's historic nursery usage while providing the City of Lake Forest with a signature mixed-use community, the Nakase Property establishes a unique sense of place within the City it resides. Mirroring the articulated rows of green houses, and lines of trees and shrubs that defined the historical nursery landscape of the site, the Nakase Property is adorned with tree-lined streets and cultivated plantings. Throughout the community, an extensive trail system extends through the residential neighborhoods to interconnect neighborhood parks, open space, the Serrano Creek habitat restoration area, and an elementary school-site with convenient access for neighborhood students and nearby residents. At its heart, the community features an expansive 4.8-acre Central Park for public use and a private Community Clubhouse. Additionally, the Nakase Property provides 3.59 acres of neighborhood park and 2.62 acres of neighborhood mini-parks.

Artfully balancing the intrinsic architectural heritage of California and the site's agricultural history with today's clean and pure forms, the Nakase Property community evokes a new, Contemporary California in its landscape and built environment. Building on this theme, the community features a series of character styles that reflect a California Contemporary aesthetic in its architectural style palette: Coastal Contemporary, California Modern, Modern Hacienda, and Spanish vernaculars. Together, the styles establish a cohesive community for the Nakase Property that feels both contextual and altogether new in its expression.

Thoughtfully designed to meet the demands of a diverse buyer demographic, the community offers five residential neighborhoods, each offering a different housing type, establishing each neighborhood as distinct, yet unified by the Nakase Property's sophisticated example of Contemporary California.

Through emphasizing the beauty of its site in intelligent landscape, cohesive Contemporary California architecture, strategically designed home types, and distinct neighborhoods, the Nakase Property reflects the inspired vision of the City of Lake Forest, creating a dynamic community that fully embraces the abundant nature of its surroundings.

Fundamentally, the vision for the community is founded upon the following principles:

- + Afford Access to Public & On-site Public Facility Uses
- + Establish an Extensive Network of Parks & Open Space
- + Integrate Pedestrian Connections into an Extensive Circulation Network to Provide Opportunities to a Diversity of Housing for Various Sectors of the Population

The Design Elements contained herein are not meant to be overly prescriptive or limiting.

Rather they are intended to provide design direction and to ensure that the Nakase Property is a development of high-quality by creating architecturally appealing neighborhoods connected by the community's unique, identifiable theme.

7.3 PROJECT ARRIVAL MONUMENTATION & ENTRY DESIGN

Establishing hierarchy and a sense of arrival for the community, the Nakase Property's entry scenes are defined by community entry signage, decorative walls, and enhanced landscaping depicted with large parkway trees, accent trees, and accent plantings that reflect the overall theme and vision for the Nakase Property. The Project proposes three entrances with one primary entry at Bake Parkway and 'A' Street along with two secondary entries located at the intersections of Bake Parkway and 'C' Street and Rancho Parkway and "B" Street respectively. Refer to Exhibit 7.1. Each arrival monument and entry are described in greater detail below.

7.3.1 PRIMARY COMMUNITY ARRIVAL AT BAKE PARKWAY

Serving as the initial gateway landmark into the site, the primary entry arrival monument occurs at the intersection of Bake Parkway and "A" Street. Reinforcing the character of the Nakase Property, the entry monument incorporates decorative masonry walls with a tall hedge backdrop forming a visual gateway into the community. The community's identity signage is displayed on the primary entry's wall. A street tree allée begins at the entry with the monument and extend the length of "A" Street, establishing a striking primary entry scene into the community. Beyond the extended entry, expressed through the striking tree allée, "A" Street affords direct views to the community's Central Park and Community Clubhouse. The primary community arrival elements include community identity signage, decorative walls, a median with enhanced landscaping, large specimen trees, tall vertical hedges, accent shrubs and groundcovers, decorative gravel, and lighting. Refer to Exhibits 7.2 and 7.3.

7.3.2 SECONDARY COMMUNITY ARRIVAL AT BAKE PARKWAY

Designed to mirror the primary entry, the intersection at Bake Parkway and "C" Street serves as a secondary entry for the Nakase Property. Like the primary entry, this secondary arrival monument is composed of the same masonry material for its decorative walls and incorporates a street tree allée that begins at the entry monument and extends the length of "C" Street. The secondary entry maintains the same identity signage for the Nakase Property community. Composed of decorative walls, large specimen trees, taccent shrubs and groundcovers, and lighting, the secondary arrival at Bake Parkway emulates the primary entry albeit without the tall vertical hedges and its smaller scale. *Refer to Exhibits 7.4 and 7.5.*

7.3.3 SECONDARY COMMUNITY ARRIVAL AT

Occurring at Rancho Parkway and "B" Street, this secondary entry into the community reflects the same materials and expression of the community's other entry monuments and sequences comprised of the same decorative masonry material, community identity signage, tree allée and median, large specimen trees, and planting accents. *Refer to Exhibits 7.6, and 7.7.*

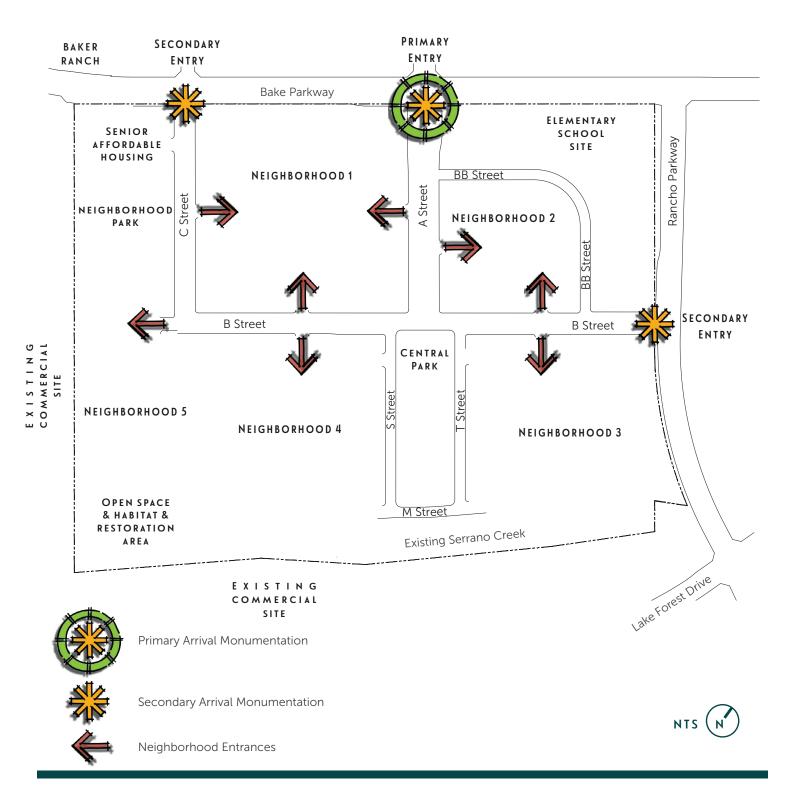
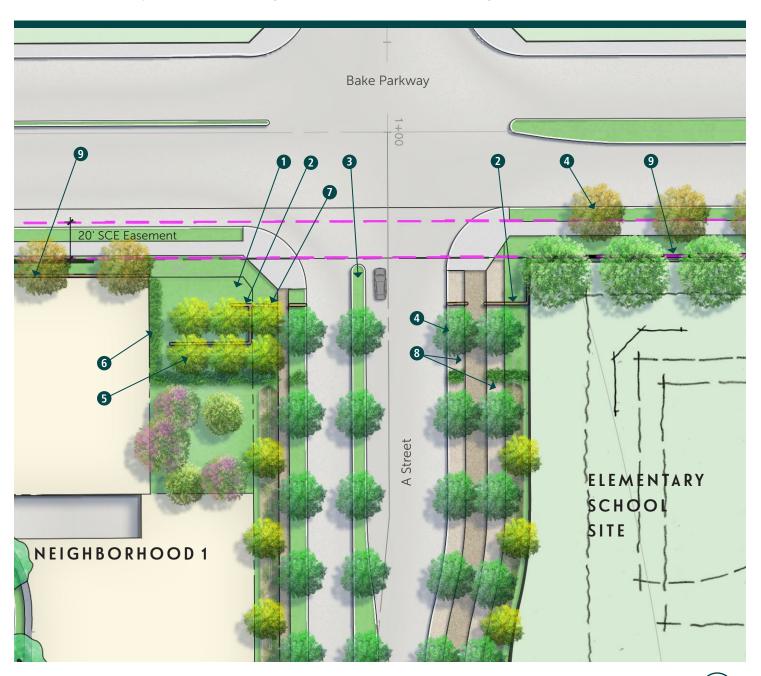


EXHIBIT 7.1 Project Arrival Monumentation

EXHIBIT 7.2 Conceptual Monument Study for Main Entrance at Bake Parkway



LEGEND

- 1 Accent Planting
- 2 Decorative Wall
- 3 Median Planting
- 4 Parkway Trees
- **5** Accent Trees
- 6 Vertical Hedge
- 7 Illuminated Community Sign
- 8 Decorative Gravel
- Sound Wall



*6 Represents the Community Active Use Park and Dog Park.



NTS LEGEND

- 1 Parkway Trees
- 2 Accent Trees
- 3 Illuminated Community Sign
- 4 Decorative Wall
- **5** Vertical Hedge
- 6 Sound Wall

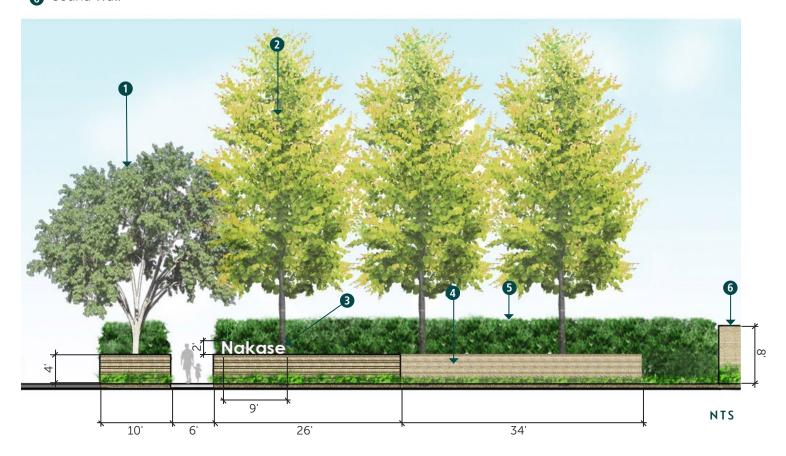


EXHIBIT 7.4 Conceptual Monument Study for Secondary Entrance at Bake Parkway



LEGEND

- 1 Accent Planting
- 2 Decorative Wall
- 3 Illuminated Community Sign
- 4 Parkway Trees
- **5** Accent Trees
- **6** Sound Wall





NTS LEGEND

- 1 Parkway Trees
- 2 Accent Trees
- 3 Illuminated Community Sign
- 4 Decorative Wall
- **5** Accent Planting
- 6 Sound Wall

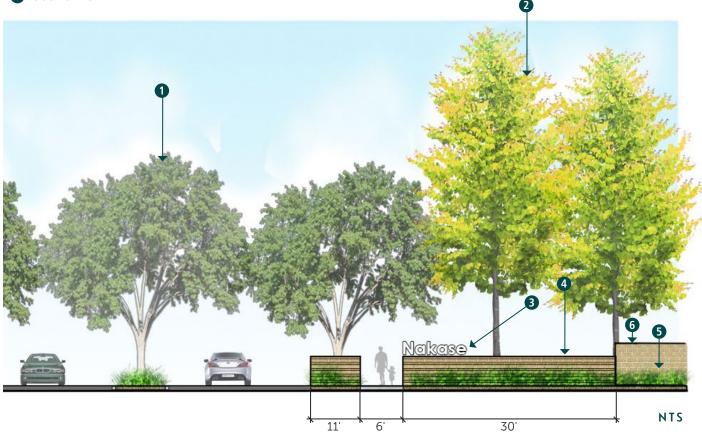


EXHIBIT 7.6 Conceptual Monument Study for Secondary Entrance at Rancho Parkway



LEGEND

ITS N

- 1 Accent Planting
- 2 Decorative Wall
- 3 Median Planting
- 4 Accent Trees
- **5** Parkway Trees
- 6 Illuminated Community Sign
- **7** Sound Wall



*6 Represents the Community Active Use Park and Dog Park.



LEGEND

- Parkway Trees
- 2 Accent Trees
- 3 Illuminated Community Sign
- 4 Decorative Wall
- 6 Accent Planting
- 6 Sound Wall



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7.4 ARCHITECTURAL DESIGN GUIDELINES

The goal of the architectural design guidelines is to provide general design criteria and guidance. The guidelines promote variety in a community setting while maintaining visual compatibility by utilizing high quality architectural design. Architectural Design Guidelines are provided for the single family detached and attached homes.

The guidelines and development standards are intended to be flexible and to guide the special design considerations which will arise over time, accommodating the changes in lifestyles, economic conditions, consumer preferences, community desires, and the residential marketplace. With the development of each project component, the Design Guidelines help to ensure that the quality and fundamental concepts established at the community design level are maintained all the way through the design and construction of individual sites and buildings within the Project.

Within the Design Guidelines, the term "shall" is used to establish the required design elements and features, and the term "should" is used to establish the preferred design elements and features such that alternative measures which meet or exceed the intent of the Guidelines may be used. The architectural styles chosen for the portions of the project are closely associated to styles that have evolved in California over many decades. The criteria and architectural styles are not intended to be restrictive but are meant to assist in achieving a high level of design quality. The application of the details and character of the architectural styles should be as authentic as possible. Plotting and massing of the homes is intended to provide a variety in appearance as well as a sense of individuality for each detached and attached single-family home.

^{*}All graphics and imagery contained herein are for conceptual purposes only and as such are not meant to be prescriptive or limiting but meant to offer overall direction and illustrate the guidelines' basic intent.

7.4.1 ARCHITECTURAL PRINCIPALS

To ensure a quality development, the following overall principals shall be used to guide the architecture for the Project:

- + Provide a diverse and visually interesting street scene.
- + The front elevation should minimize focus on the garage.
- + Roof forms, windows, entries and doors shall aesthetically complement each other and reflect the architectural style of the building.
- + Second floor and third floors decks and balconies are encouraged to provide outdoor living spaces and to open up to views.
- + Additional details should be provided on side and rear and elevations where they are visible from open space or major streets.
- + Provide individuality across plans and elevations through the use of varied styles, elements, and colors.
- + Design all appurtenant structures (covered entries, balconies, patio covers, and similar) to be consistent with the primary structure.

Further details can be found in subsequent sections of the Architectural Design Guidelines.







7.4.2 NEIGHBORHOOD SITE PLANNING

To establish each individual neighborhood as distinct within the Nakase Property, each of its five residential neighborhoods feature a specific product type, designed to reach the City's diverse demographic while expressing the community's cohesive Contemporary California aesthetic through its character palette.

To implement the Project's overall design vision at the architectural level, the following guidelines shall apply:

- + Streetscape Variety: Provide variety in architectural styles, front and active side elevations, setbacks, massing, and roof forms create a pleasing streetscape and community experience.
- + Corner Lots (and lots with rear elevations adjacent to community's major roadways such as Bake Parkway, Rancho Parkway, "A" Street, "B" Street, and "C" Street): Special consideration shall be given to highly visible lots through architectural enhancements (cantilevered elements, plane breaks, or special elevation treatments), and enhanced landscaping. Refer to Section 7.4.4.
- + Floor Plan & Style Plotting: Each single-family neighborhood shall provide a minimum of three (3) floor plans (not including reversed plans), and three (3) distinctly different elevations for each floor plan. Elevation designs shall be congruent with the styles as depicted herein; The same floor plan and elevation and color scheme shall not be permitted to occur directly across or on either side of a given home.
- + Color Criteria: A minimum of three (3) different color schemes for each elevation style shall be provided for each neighborhood; Schemes containing similar body colors shall not be allowed on homes directly across from one another, or on either side of a given home.
- + Single-Family Waste Management: Space, in accordance with the City's contracted waste management company (CC&R) size requirements, shall be provided within garage or side yards for three (3) recycling / waste containers. Space shall be identified on plans.
- + Detached Accessory Structures: Accessory structures shall conform to the same design guidelines of the primary structure. If the accessory structure is visible from the front or side lot line, it should meet the design criteria of a front elevation for the applicable architectural style.
- + *Views:* Maximize view potential using building orientation and maintain privacy for residential building adjacent to natural open space and recreation areas with the use of landscaping and fencing.



*Both Neighborhoods Two and Five allow for alternative product types - refer to Table 2.1. The alternative product for Neighborhood Two is Rowtowns and the alternative product for Neighborhood Five is Backyard Towns.



EXHIBIT 7.8 Overall Illustrative Site Plan

^{**}School play fields are based on conceptual school site plan design - refer to Exhibit 7.24

7.4.3 BUILDING FORMS AND MASSING

Form and massing influence how a building is perceived and integrates with its surroundings. Articulation helps provide interest and animation to an elevation, but simply-massed forms also lend themselves to creating a cohesive and pleasing street scene.

7.4.3.1 FRONT ELEVATIONS

The front elevation of a home is an integral component to an interesting and diverse street scene. To promote variety, each front elevation should incorporate at least two (2) or more of the following features:

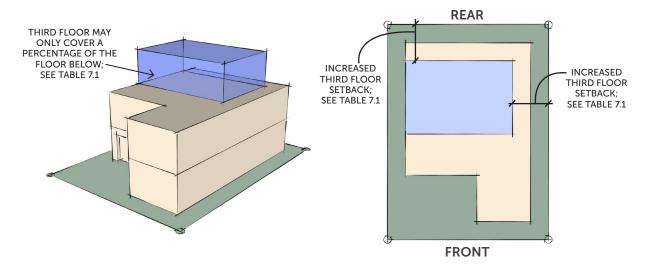
- + Set back certain parts of the second story front elevation plate lines from first story elevations to help break up monolithic building masses.
- + Provide enhanced style-appropriate details on the front elevation. *Refer to style Design Characteristics in sections 7.4.10.1 through 7.4.10.4.*
- + Vary the front wall plane by providing projections of elements, such as bay windows, porches, and similar architectural features.
- + Create recesses or bump-outs to articulate the elevation.
- + Provide second-story balconies
- + Create enhanced entries that incorporate architectural elements such as courtyards, porches, recessed entry alcoves, or projecting covered entries.
- + Incorporate masonry veneers to add interest and texture.
- + Use a minimum of two (2) colors (or style-appropriate materials) on the front elevation.

7.4.3.2 OFFSET MASSING FORMS

Front and street-facing elevations may have offset masses or wall planes (horizontal or vertical) to help add articulation to the overall mass of a building.

- + Offset forms are effective in creating transitions both vertically, between stories, and horizontally, between spaces such as recessed entries.
- + Offset massing provides an opportunity for changes in color and material.
- + Offsets should be incorporated as a functional element or detail enhancement.
- + The overall massing of each building should be organized to avoid the building appearing as a mixture of unrelated forms.

+ To promote building articulation when a third-story option is offered, all third floors in Neighborhoods 1, 2, and 4 shall only cover a percentage of the floor below per Table 7.1. Additionally, at least two of the third floor facades must also exhibit increased setbacks from the property line, also per Table 7.1.



7.4.3.3 ARCHITECTURAL PROJECTIONS

Projections are encouraged on residential building forms, as they create interest and strong visual focal points. These projections can be used to emphasize design features, such as entries, windows, outdoor spaces, or building masses. Projections can include:

- + Awnings,
- + Balconies,
- + Eave overhangs,
- + Second- or third- story elements,
- + Tower elements,
- + Window surrounds,
- + Door surrounds,
- + Bay windows or dormers,
- + Trellis elements,
- + Shed roof elements.
- + Porch elements, and
- + Decorative iron elements.



7.4.3.4 LOWER HEIGHT ELEMENTS

Lower height elements are important in creating an interesting and diverse street scene. These elements become increasingly important on larger buildings, such as two- and three-story structures. These lower elements help bring a pedestrian scale to these larger masses. To encourage diversity, not all plans need to exhibit lower height elements, but are encouraged on a variety of plan types. These lower height elements may include:

- + Porches,
- + Entry features,
- + Courtyards,
- + Patios,
- + Single story living areas,
- + Garages, and
- + Bay or box windows.

7.4.3.5 BALCONIES

Much like lower height elements, balconies can add human scale to a building and provide articulation and massing variety on above-ground floors. In addition to adding this visual interest, balconies also provide outdoor living opportunity, enhancing the livability of a plan form. While not required on all plan forms, balconies are encouraged on a variety of plan forms to enhance the street scene variety. Care should be taken to avoid adjacent balconies where possible. Balconies should also be integral to the building mass and appropriate for the architectural style. Balconies can be:

- + Covered
- + Uncovered.
- + Integrated into the main building mass,
- + Project from the main building mass.



7.4.3.6 ROOF FORMS

Roof forms and compositions are an integral component to a varied street scene. Monotonous roof forms can dominate the street scene and should be avoided. Rooflines, pitches, ridgelines, and ridge heights should be used to create an architecturally-balanced form on every elevation.

- + Roof form and pitch shall be appropriate to the architectural style of a home.
- A street scene should exhibit a variety of ridgelines and/or ridge heights.
- + Overhangs should match the style vernacular.
- + Hip, gable, and shed roof variety is encouraged on a street scene, or even a single elevation, provided the forms used are consistent with the architectural style.
- + Design gutters and downspouts as continuous architectural features that fit with the building's architectural style and match the surface or accent color of the building.



7.4.4 EDGE CONDITIONS

Corner lots and rear elevations adjacent to open space and the community's major roadways (Bake Parkway, Rancho Parkway, "A" Street, "B" Street, and "C" street) are given additional consideration due to their high-visibility. Additionally, careful attention is paid to massing and roof silhouettes so that the repetition of flat planes, homes with similar massing, and roof ridge heights is minimized at edge conditions.

At edge-condition lots at least two (2) of the following design features are required:

- + Create visual variety using varied floor plans and / or elevation styles.
- + Employ different roof forms and overall roof silhouettes as specified per architectural style.
- + Provide second story pop-outs and / or cantilevered elements
- + Add articulation to elevations by offsetting masses or wall planes.
- + Incorporate style details that mirror those employed on the front elevation.
- + Add overhangs, covered patios, and / or porches where possible to encourage indoor / outdoor livability



7.4.5 ATTACHED MULTI-FAMILY DESIGN **GUIDELINES**

Proposed as alternate products on Neighborhoods 2 and 5, attached multi-family architecture should meet the following guidelines.

7.4.5.1 ATTACHED MULTI-FAMILY SITE PLANNING

Like the detached single family neighborhoods, each of the attached multi-family neighborhoods are distinct within the Nakase Property and feature a specific product type, designed to reach the City's diverse demographic while expressing the community's cohesive Contemporary California aesthetic through its character palette. Each attached multi-family neighborhood shall be designed for compatibility within itself.

To implement the Project's overall design vision at the planning level, the following guidelines shall apply to attached multi-family neighborhoods:

- + Provide varied front building setbacks along the street or create articulation within each building.
- + Provide pedestrian access and connections to sidewalks, paseos, and open space systems.
- + Provide at least (2) complementary, yet different, color schemes for each neighborhood.

7.4.5.2 ATTACHED MULTI-FAMILY MASSING CONCEPTS

Attached multi-family buildings should be a composed as an interlocking group of homes. As they are inherently larger than detached single family homes, the following massing guidelines should be considered:

- + Provide some architectural elements and detailing on all sides of buildings.
- + Minimize plain, flat planes oriented to public views.



7.4.5.2 ATTACHED MULTI-FAMILY EDGE CONDITIONS

Rear elevations adjacent to open space and the community's major roadways (Bake Parkway, Rancho Parkway, "A" Street, "B" Street, and "C" street) are given additional consideration due to their high-visibility. Additionally, careful attention should be paid to massing to minimize the repetition of flat planes, For attached multi-family neighborhoods, at least two (2) of the following elements should be incorporated:

- + Provide landscape in front of the buildings.
- + Provide a mix of roof forms, such as hip and gable roofs, as appropriate to the architectural style.
- + Provide second or third story pop-outs or setbacks.
- + Offset massing or offset wall planes. These offsets can be between plans or within an individual plan.
- + Added detail elements congruent with the front elevation.



- + Roof plane breaks, offsets, varied eave heights, or varied ridgelines.
- + Deep overhangs, balconies, or patio covers..

7.4.5.3 ATTACHED MULTI-FAMILY ENTRIES

By definition, multi-family buildings contain a number of residences. Entries become an important design consideration for multi-family homes because they help locate and enhance the doorway, provide an interface between public and private spaces, and help identify and distinguish individual unit entries.

- + Where possible, front doors and principal unit access should be oriented towards a roadway, paseo, or common open space.
- + Enhance the entry with style-appropriate elements. These can include (but are not limited to) roof elements, columns, porches, windows, pop-outs or recesses. These elements help further identify the entries from the public space.
- + In the event the entry location is not immediately obvious due to building configuration, landscape elements, lighting, signage, or similar elements can help draw attention to the primary entryway.

7.4.6 GARAGES

Garage doors are a necessary architectural element, but should be carefully incorporated into a building to not dominate the facade. Effort should be made to emphasize the living space of the home throughout the community.

7.4.6.1 GARAGE CONFIGURATIONS

Generally, the living space architecture or entry elements should be forward of the garage, but to create diversity alternate configurations are permitted:

- + Forward garage projects at least 5' from a plane break in front of the home (no flat facades).
- + Shallow recess garage is recessed at least 5' from a plane break in front of the home (no flat facades).
- + Mid-recess garage is recessed at least 10' from front living area.
- + Deep-recess garage is recessed at least 18' from front living area.
- + Swing-in The street-facing side of the garage should receive the same architectural treatment as the front elevation and should contain at least one (1) street-facing window. A 25-foot back-up space shall be provided.
- + Garage offset garage doors are offset by at least 24 inches.
- + 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.
 - + The single garage door must be offset from the double garage door by at least two (2) feet and be separated by at least one (1) foot.





7.4.6.2 GARAGE DOOR TREATMENTS

Architectural treatment of the garage doors helps further enhance the facade and aids in decreasing the utilitarian appearance of the garage.

- + A variety of garage door types, patterns, glazing, and/or color schemes shall be used throughout the neighborhoods.
- + Garage doors shall be appropriate to the architectural style of the home to minimize the overall impact of the garage.
- + All doors shall be automatic sectional roll-up doors.

7.4.6.3 STREET-FACING GARAGES

Additional enhancement should be considered for street-facing garages. At least one (1) of the following design considerations should be employed on street-facing garages:

- + Varied garage door pattern, windows, and/or color per elevation, as appropriate to the architectural style.
- + Provide a porte cochere, gated element, or overhead trellis on a recessed garage and where appropriate to the architectural style.
- + Use upgraded-design carriage-style doors where appropriate to the architectural style.
- + Use an attached, overhead trellis or roof element above the garage door.

7.4.7 ALLEYS

Where they occur, alleys should be enhanced to elevate them from a purely utilitarian space to an architecturally-designed space. At least two (2) of the following shall be integrated into the alley architecture designs:

- + Window trim, colors, and appropriate details consistent with the architectural style and the front elevation.
- + Enhanced garage door patterns or finishes which complement the architectural style of the unit or neighborhood.
- + Planting areas between garages to soften the alleyway.
- + Stepped massing of at least one (1) foot. These elements can be recesses or cantilevers, as appropriate to the architectural style.
- + Rear privacy walls and pedestrian gates designed and located for privacy and ease of resident unit access.

7.4.8 MATERIALS

While massing plays a large role in the overall feel of a building, materials also have a significant impact. Materials play a large role in the overall style and character of a building, the overall neighborhood, and even the community as a whole.

Materials permitted include (but are not limited to) stucco (with a style-appropriate finish), wood (including wood composites and cementitious alternatives), masonry veneers (including stone, brick, and manufactured alternatives).

- + Material changes should occur at logical break points. Materials applied to any elevation shall turn the corner of the elevation and terminate at a logical point related to the roof line, windows, massing, or a fence line. Siding is permitted to terminate at an outside corner when miter boards are used. Siding and veneers on the side wall can also terminate past a fence or wall
- + Columns, towers, pilasters, and similar architectural elements should be wrapped in their entirety.
- + Material breaks at garage corners shall return with a dimension at least equal to the width of the material on the garage plane elevation.
- + Durable materials, including roofing, should be selected to minimize the need for replacement.



7.4.9 LIGHTING

The use of lighting throughout the community should be non-obtrusive and designed to create an inviting atmosphere.

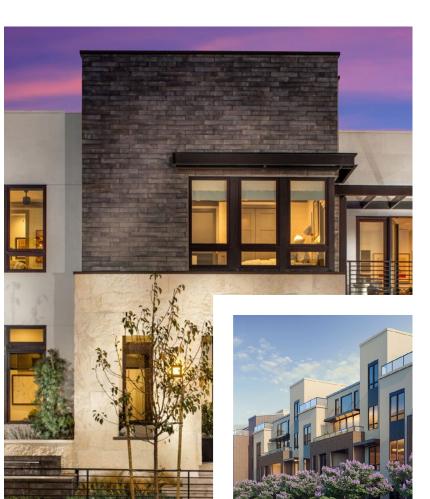
- + All exterior lighting shall be limited to the minimum needed for safety.
- + All exterior lighting shall be shielded to minimize light spill to adjacent properties as well as minimize glare.
- + All exterior lights visible from the street or public ways shall be appropriate to the architectural style of the building.
- + Common area lighting should be low voltage wherever possible and be run from photocells and timers.

7.4.10 ARCHITECTURAL THEMES

Homes within each neighborhood reflect a variety of architectural themes or styles creating a diverse community. Several architectural styles are suggested as models for development at the Nakase Property. Each style includes ideas from which a contemporary version may be derived. The selected styles are intended to provide direction to the architect, while allowing latitude in the interpretation of the style through use of the style elements listed. The styles represented are not intended to be prescriptive, but are intended to provide inspiration and encouragement. Contemporary versions of these styles may appear different from the sketch examples shown. However, contemporary interpretations should use many of the style elements illustrated to create buildings that contain sufficient characteristics so that the chosen style is evident. Emphasis should be placed on the building form, articulation, elevations, and key architectural elements such as the roof style and pitch, windows, defining features such as columns or stone work, and facades to denote the chosen architectural style.

Coastal Contemporary, California Modern, Modern Hacienda, and Spanish are all appropriate architectural styles that are derived from the historical styles of the site's early California Heritage. The historical basis for these styles should not be interpreted as a mandate to create an exact replica. The styles include specific design characteristics that should be selected from to design a contemporary building. These styles are discussed in more detail in the following pages.

^{*}All graphics and imagery contained herein are for conceptual purposes only and as such are not meant to be prescriptive or limiting but meant to offer overall direction, inspiration, and illustrate the guidelines' basic intent.













7.4.10.1 COASTAL CONTEMPORARY

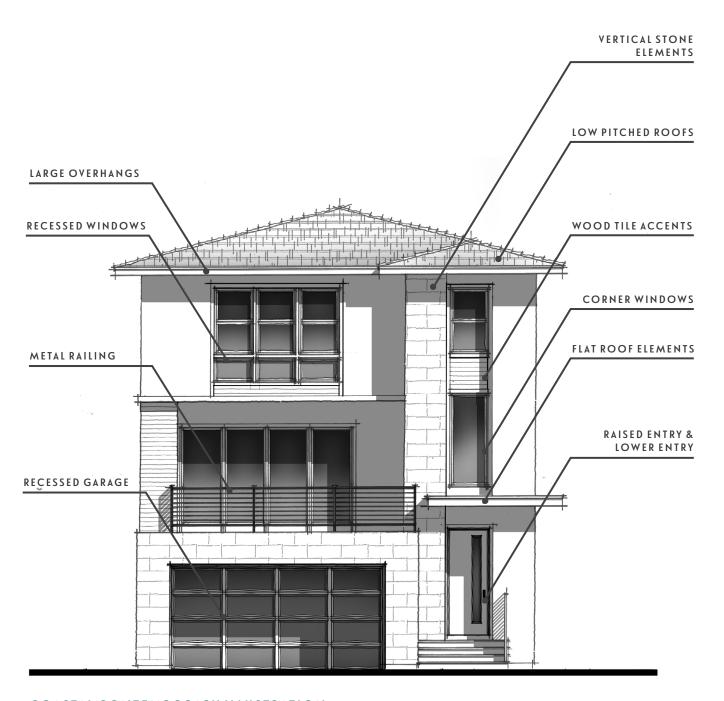
Style Narrative

Extrapolated from various interpretations of International styled elevations scattered throughout California, the Coastal Contemporary style is a fresh take on modernism's favorite aesthetic. Striking and iconic in nature, the style artfully merges streamlined forms, bold roof lines, stunning glass, and sharp metal details with subtle textures. Balanced, asymmetrical masses, deep roof overhangs, and carefully composed window patterns are essential for executing this style properly. Bay window projections framing window compositions are strongly encouraged as they add drama to Coastal Contemporary's inherent simplicity. The material palette is comprised predominantly of stucco, with accents of clean stone textures, metal, and rich wood tile. Stucco body colors should be light and tonal, allowing for bold, contrasting fascia and dark eyebrow roofs. Overall, the Coastal Contemporary style is sophisticated and modern without being sterile.

Coastal Contemporary Design Characteristics

The design characteristics provide essentials for massing, scale and proportion, and building materials for understanding this style. *They are:*

- + Clean, streamlined forms and textures
- + Low pitch hip roofs with deep enclosed flat eave overhangs and modern cornice accents
- + Use of transom windows and expansive glass walls
- + Recessed windows with tile veneer accents on front elevations
- + Large scale stone accents to highlight prominent massing elements Horizontal trim band accents to differentiate changes in wall planes and materials
- + Metal canopy entry elements



COASTAL CONTEMPORARY ILLUSTRATION

*2-story max height: 35';3-story max height: 40'

7.4.10.2 CALIFORNIA MODERN

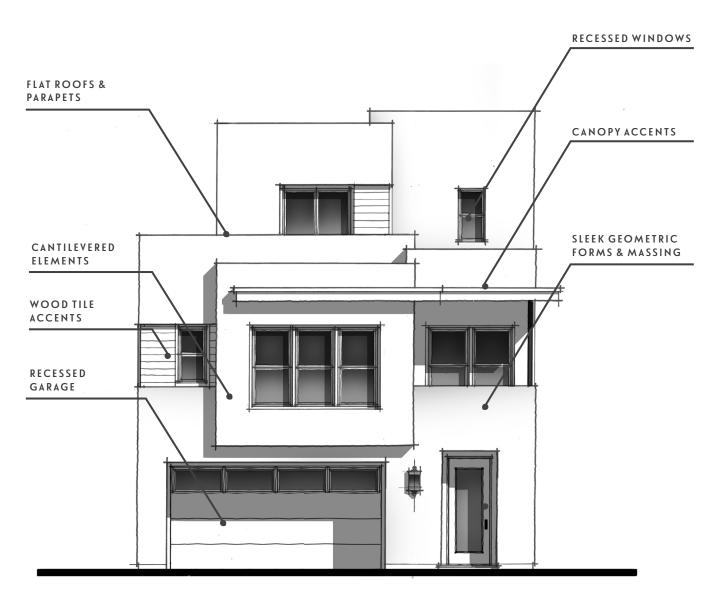
Style Narrative

Inspired by the contemporary vernacular that scatters along California's coastal landscape, the California Modern style is expressed through its sleek forms, structured massing, and minimalistic detailing. The style reads sophisticated and simple, and comprises of a juxtaposition of diverse forms, which serve to accentuate both the linear and vertical nature of the homes. Smooth stucco surfaces, metal canopy accents, and horizontal tile elements combine with floor-to-ceiling glass to create the distinctly bold and dynamic character of style. Overall, the California Modern aesthetic is a marriage of classic style and modern spirit.

California Modern Design Characteristics

The design characteristics provide essentials for massing, scale and proportion, and building materials for understanding this style. *They are:*

- + Sleek, clean geometric forms and massing
- + A combination of parapets walls, flat and low-slope roofs
- + Recessed windows with horizontal tile banding on front elevations
- + Canopy accents



CALIFORNIA MODERN ILLUSTRATION

*2-story max height: 35';3-story max height: 40'

7.4.10.3 MODERN HACIENDA

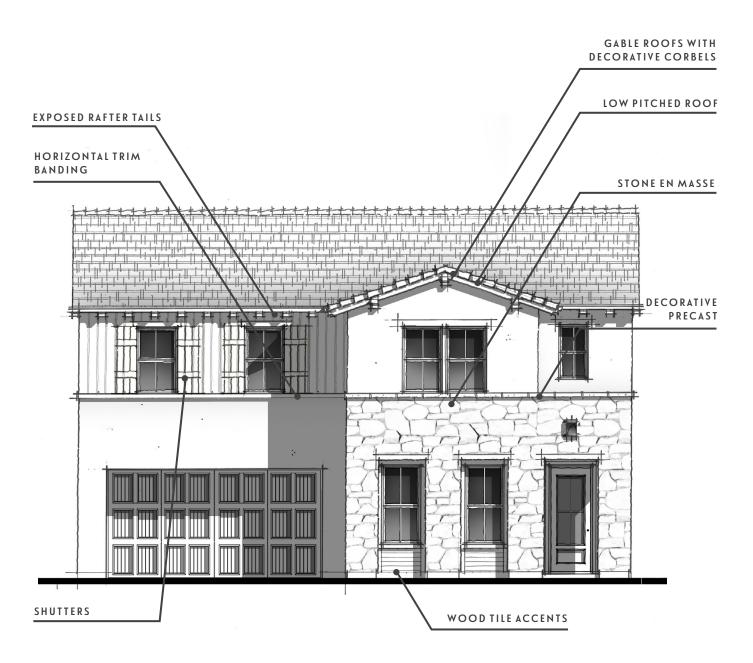
Style Narrative

Merging the pastoral, romantic beauty of early California's haciendas with modern sophistication, Modern Hacienda is expressed through the purity of its forms, simplistic detailing, clean stucco, and rough stone textures, creating a style that is both rustic and elegant. The style follows plan forms ranging from simple rectilinear configurations to larger massing expressions. The roof forms echo that of the plan, utilizing low-pitched gables with decorative corbel elements and exposed rafter tails, which draws upon inspiration from early haciendas. Clean, rectangular entries are highlighted by decorative precast and foam elements. Above all, the Modern Hacienda requires well-articulated details: gables with tight eaves, minimal overhangs at roofs, simple corbel details, decorative shutters and refined wrought iron treatments. All these pieces contribute to informing an aesthetic that is authentically early Californian, yet refreshingly new.

Modern Hacienda Design Characteristics

The design characteristics provide essentials for massing, scale and proportion, and building materials for understanding this style. *They are:*

- + Predominant use of gable roofs with decorative corbels
- + Exposed 4x6 rafter tails at roof eaves
- + Stone veneer to define and highlight prominent massing elements
- + Use of decorative precast and foam trim accents at windows and doors
- + Horizontal trim band accents to differentiate changes in materials
- + Recessed windows with wood tile accents on front elevations
- + Shutters to highlight certain windows



MODERN HACIENDA ILLUSTRATION

*2-story max height: 35';3-story max height: 40'

7.4.10.4 SPANISH

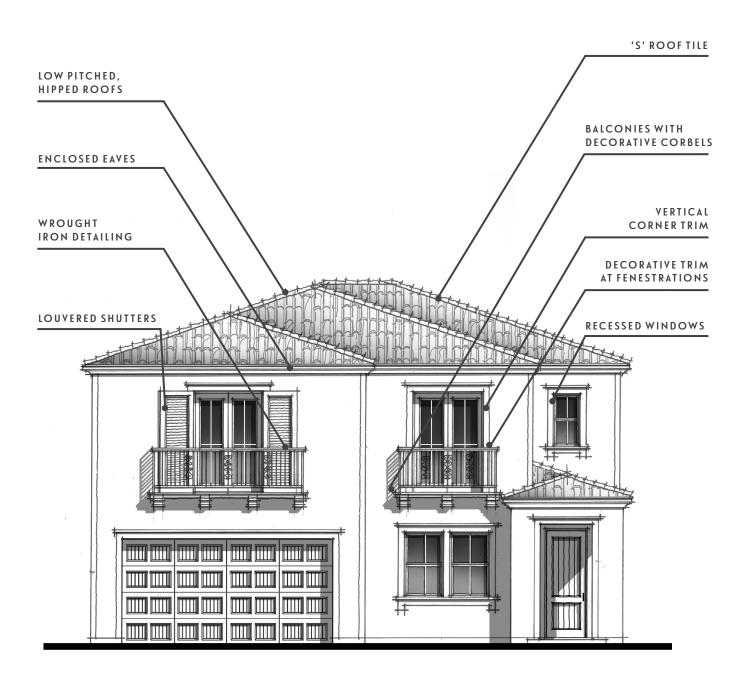
Style Narrative

Directly inspired by California 's most beloved and quintessential architecture, the Spanish style is an artful blend of Spanish Colonial and Spanish Eclectic vernaculars, with a refined edge. The style follows plan forms ranging from simple rectilinear configurations to larger massing expressions. The roof forms mirror that of the plan, combining low-pitched hipped roofs with decorative enclosed cornices. Simplistic in nature, clean stucco facades express the style's purity of forms, while wrought iron details, louvered shutters, and corner trim contribute to its articulation without becoming ornate and obtrusive. Overall, this native Californian style is characterized by its unadulterated elegance, clearly illustrated through its masses and authentic detailing.

Spanish Design Characteristics

The design characteristics provide essentials for massing, scale and proportion, and building materials for understanding this style. *They are:*

- + Use of stucco as predominant exterior material
- + Low-pitched hip roofs with decorative cornices at enclosed eaves
- + Vertical trim elements at exterior corners
- + Decorative wrought iron balconies with corbel accents
- + Windows to receive decorative trim
- + Louvered shutters highlight certain windows and balconies
- + Recessed windows on front elevations



SPANISH ILLUSTRATION

*2-story max height: 35';3-story max height: 40'



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7.4.11 NEIGHBORHOOD PRODUCT TYPES

Segmented into specific neighborhoods, the Nakase Property features the following product types: Garden Clusters, Sky Terraces, Cottage Homes, Traditional Single-Family Homes, and Estate Homes. Each product type's specifications are provided on Table 7.1 and illustrations for each product as well as alternative product types are shown on Exhibits 7.9 - 7.16.

The neighborhoods are segmented as follows:

- + Neighborhood 1: Garden Clusters
- + Neighborhood 2: Sky Terraces; Alternative Rowtowns
- + Neighborhood 3: Cottage Homes
- + Neighborhood 4: Traditional Single-Family Homes
- + Neighborhood 5: Estate Homes; Alternative Backyard Towns





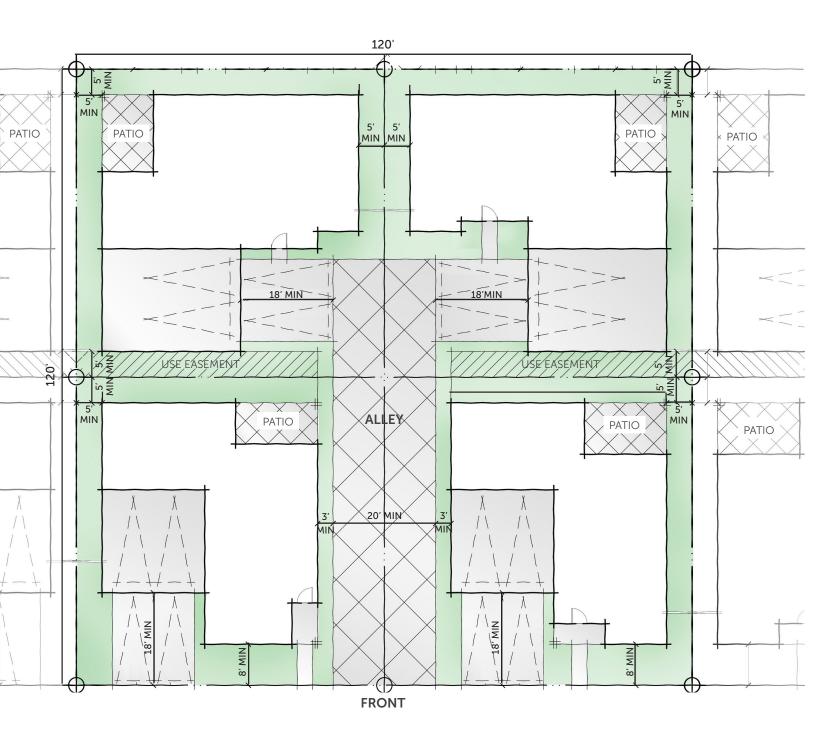




7.4.11.1 NEIGHBORHOOD ONE: GARDEN CLUSTERS

Product Type Description

Efficient detached two-story plans, with a third-story option*, oriented in 4-pac clusters allow for a convenient layout. The two front units take pedestrian and vehicle traffic directly off a main street while the two rear units take access off a shared motor court, providing optimal functionality with an alluring street presence. In addition to two parking spaces within the garage, all units have 18' private driveways which provide two additional parking spaces. Additionally, use easements allow for desirable outdoor spaces. *See Elevation Examples.



Site Plan Layout

*All setbacks shown at minimum requirements.

Elevation Examples





*Third-story option



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7.4.11.2 NEIGHBORHOOD TWO: SKY TERRACES

Product Type Description

This three story detached front-loaded product is designed for efficiently sized lots by providing main spaces to the second and third floors; livability is comparable to a much wider home. It's vertical format, transforms the traditional single-family living experience while establishing a striking presence to the street. In addition to two parking spaces within the garage, all units have 18' private driveways which provide two additional parking spaces.

Elevation Example

Site Plan Layouts



*All setbacks shown at minimum requirements.

Refer to Table 7.1 for additional information on setback requirements.

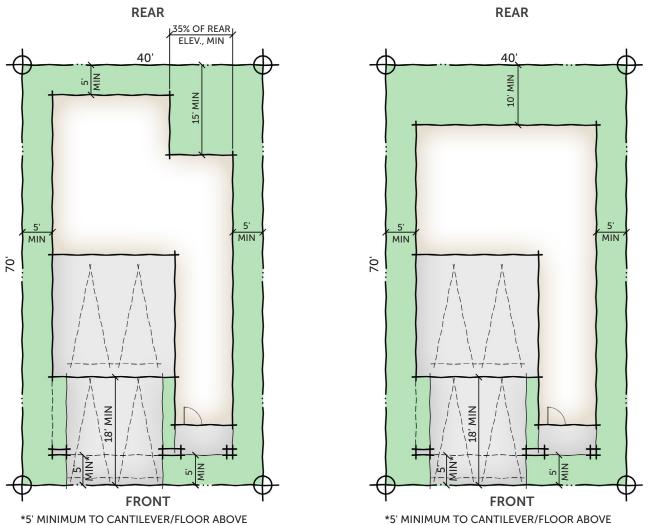


EXHIBIT 7.11 Neighborhood Two Product Site Layouts & Elevation Example



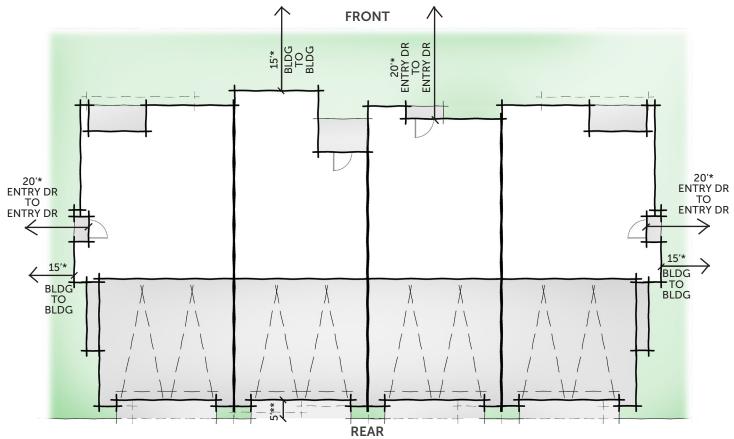




7.4.11.2.1 NEIGHBORHOOD TWO: ALTERNATIVE PRODUCT ROWTOWNS (ATTACHED MULTI-FAMILY)

Product Type Description

This alley-loaded, two-three story attached residential product type allows for the perfect blend of single-family and attached living. Within this configuration, garages are accessed from the rear, pushing the main living areas to the front on the first floors and bedrooms and secondary living spaces to the second floors. Additionally, an option for a third floor expands the living upwards, either enclosed or creating the possibility for a rooftop deck.



^{* 15&#}x27; minimum building to building setback, 20' minimum entry door to entry door setback

Elevation Example



EXHIBIT 7.12 Neighborhood Two Alternative Product Site Layout & Elevation Example

^{**} driveway must be 5' or less OR 18' or greater







7.4.11.3 NEIGHBORHOOD THREE: COTTAGE HOMES

Product Type Description

This configuration allows for a detached two-story plan form, on a comfortably sized lot, while affording generous outdoor areas. Lot size allows the square footage to sprawl along the length of lot, extending its footprint, while offering a modest presence to the street. In addition to two parking spaces within the garage, all units have 18' private driveways which provide two additional parking spaces.

Elevation Examples



Site Plan Layout

*All setbacks shown at minimum requirements.

Refer to Table 7.1 for additional information on setback requirements.

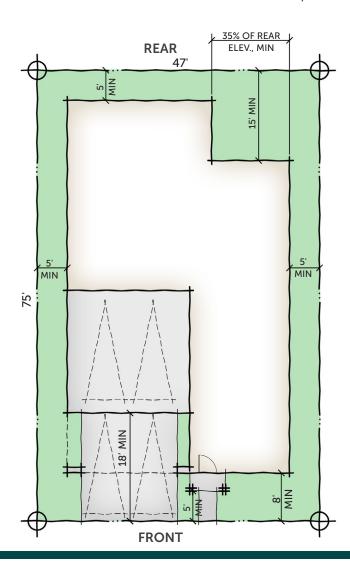


EXHIBIT 7.13 Neighborhood Three Product Site Layout & Elevation Example







7.4.11.4 NEIGHBORHOOD FOUR : TRADITIONAL SINGLE-FAMILY

Product Type Description

This detached traditional two-story with a third-story option*, on a comfortably sized lot allows for conventional 45' wide product with an opportunity for rear yards and outdoor living space. With its larger footprint, the traditional single-family configuration affords ample square footage and possibilities for indoor / outdoor living. Additionally, its third-story option provides unique opportunities for indoor / outdoor living. In addition to two parking spaces within the garage, all units have 18' private driveways which provide two additional parking spaces. *See elevation examples.

Elevation Examples



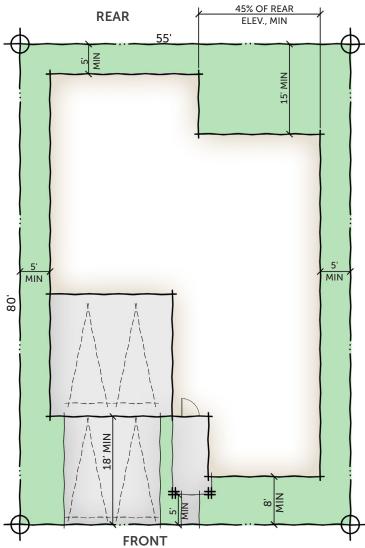


*Third-story option

Site Plan Layout

*All setbacks shown at minimum requirements.

Refer to Table 7.1 for additional information on setback requirements.





*Third-story option

EXHIBIT 7.14 Neighborhood Four Product Site Layout & Elevation Examples







7.4.11.5 NEIGHBORHOOD FIVE: ESTATE HOMES

Product Type Description

By expanding a traditional single family layout to three stories, the detached estate homes provide large, desirable footages ideal for families. Main-floor living coincides with the rear yard to enhance indoor-outdoor livability while the third floor affords additional space for bedrooms and common area, as well as ample outdoor living space. In addition to two parking spaces within the garage, all units have 18' private driveways which provide two additional parking spaces.

Elevation Example



Site Plan Layout

*All setbacks shown at minimum requirements.

Refer to Table 7.1 for additional information on setback requirements.

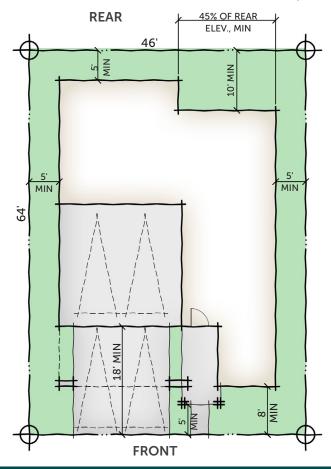


EXHIBIT 7.15 Neighborhood Five Product Site Layout & Elevation Example





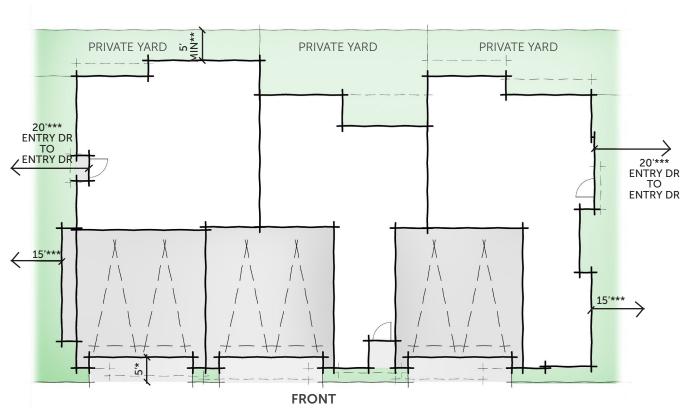


7.4.11.5.1 NEIGHBORHOOD FIVE: ALTERNATIVE PRODUCT BACKYARD TOWNS (ATTACHED MULTI-FAMILY)

Product Type Description

This front-loaded, two-three story attached residential product type allows for a unique single-family lifestyle experience. Pushing garages to the front, affords each unit a backyard, an atypical amenity within attached product types. The main living areas span the first floor, while the bedrooms span the second floor. An optional third floor allows for a rooftop deck option, adding to this unique offering's appeal.

REAR



^{*} driveway must be 5' or less OR 18' or greater

Elevation Example



EXHIBIT 7.16 Neighborhood Five Alternative Product Site Layout & Elevation Example

^{** 5&#}x27; minimum rear yard setback

^{*** 15&#}x27; minimum building to building setback, 20' minimum entry door to entry door setback

7.5 SITE DEVELOPMENT STANDARDS

TABLE 7.1

SINGLE FAMILY PROPERTY DEVELOPMENT STANDARDS					
DEVELOPMENT STANDARD	CLUSTER UNITS	CONVENTIONAL SINGLE FAMILY UNITS			
	N1 GARDEN CLUSTERS	N2 SKY TERRACES	N3 COTTAGE HOMES	N4 TRADITIONAL SINGLE-FAMILY	N5 ESTATE HOMES
Lot Criteria	50 X 50	40 X 70	47 X 75	55 X 80	46 X 64
Minimum Lot Area (square feet)	2500	2800	3525	4400	2944
Maximum Lot Coverage (%) ¹	70%	70%	70%	70%	70%
Minimum Lot Depth (feet)	50	70	75	80	64
Minimum Lot Width (feet)					
Measured at setback line;	50	40	47	55	46
flag lot street frontage;	18	18	18	18	18
knuckle or cul-del-sac frontage	18	18	18	18	18
Minimum Front Yard Setback (feet) ²					
to direct street entry garage ³	18 4	18	18	18	18
to private court entry garage door	18	18	18	18	18
living from property line	8 4	5	8	8	8
living from private court or motor court	3	N/A	N/A	N/A	N/A
to porch from property line	5 4	5	5	5	5
to porch or living from private court or motor court	3	N/A	N/A	N/A	N/A

¹ Coverage excludes architectural popouts and elements, cantilevers, roof overhangs, second and third floor living areas, and similar architectural features.

² Setback is measured from property line to the footprint.

³ Lake Forest Municipal Code 9.168.040 (D-1): "...Those dwellings having less than a seventeen (17) foot setback from the back of

curb or sidewalk, whichever is closest to the garage or carport, shall provide one (1) additional parking space within two hundred (200) feet of the dwelling. On-street parking, where permitted, may be used for the additional space."

 $^{4\,}$ Front setback applies only to two front cluster units adjacent to public street.

	CLUSTER UNITS	CONVENTIONAL SINGLE FAMILY UNITS			
DEVELOPMENT STANDARD	N1 GARDEN CLUSTERS	N2 SKY TERRACES	N3 COTTAGE HOMES	N4 TRADITIONAL SINGLE-FAMILY	N5 ESTATE HOMES
Lot Criteria	50 X 50	40 X 70	47 X 75	55 X 80	46 X 64
Minimum Side Yard Setback (feet)¹					
to adjacent residential lot ²	5	5	5	5	5
distance between primary bldgs	10	10	10	10	10
garage side to garage side	10	10	10	10	10
aggregate total both side yards	10	10	10	10	10
– to right-of-way (corner lot)	10	10	10	10	10
Minimum Rear Yard Setback (feet)					
to ground-floor living	5	5/15 ³	5/15 4	5/15 ⁵	5/10 6
to covered outdoor room/trellis	5	5	5	5	5
to second-floor living	5	5	5	5	5
Third-Floor Requirements (see diagram on page 143)					
max-allowed third-floor coverage ⁷	50%	75%	N/A	50%	100%
required third-floor setback ⁸ on minimum 2 facades (feet) ⁹	10	10	N/A	10	N/A
Maximum Building Height (feet)10	40	40	35	40	40
Maximum Building Stories	3	3	2	3	3
Single Family Parking (per LFMC Chapter 9.168) ¹¹					
total parking spaces required within an enclosed garage ¹²	2/DU	2/DU	2/DU	2/DU	2/DU
guest parking required	0.2/DU	0.2/DU	0.2/DU	0.2/DU	0.2/DU
min garage square footage ¹³	390	390	390	390	390
minimum driveway length ¹¹ (feet)	18	18	18	18	18

- 1 Setback is measured from property line to the footprint.
- 2 May be reduced to zero for zero lot line concepts / joints easement.
- 3 Plans will have either minimum 35% of rear elevation at 15' setback or minimum 100% of rear elevation at 10' setback.
- 4 All plans will have a minimum 35% of rear elevation at 15' setback.
- 5 All plans will have a minimum 45% of rear elevation at 15' setback.
- 6 All plans will have a minimum 45% of rear elevation at 10' setback.
- 7 To promote massing articulation, third floors may only cover a percentage of the floor below with the exception of NH 5.
- 8 Setback is measured from property line to exterior living wall.
- 9 To promote massing articulation, the third floor must exhibit an increased setback of 10' at least 2 facades (front, left, rear, right).
- 10 Height to be measured to top of roof material from finished floor.
- 11 Lake Forest Municipal Code 9.168.040 (D-1): "...Those dwellings having less than a seventeen (17) foot setback from the back of curb or sidewalk, whichever is closest to the garage or carport, shall provide one (1) additional parking space within two hundred (200) feet of the dwelling. On-street parking, where permitted, may be used for the additional space."
- 12 Tandem garage spaces do not count towards required parking
- 13 Capable of accommodating three 96-gallon trash can carts (43.25" H x 29.75" W x 35.25" D)

TABLE 7.2

ATTACHED MULTI-FAMILY PROPERTY DEVELOPMENT STANDARDS1

DEVELOPMENT FEATURE	STANDARD
Building height	+ Forty-five (45) feet maximum ² + Fifty (50) feet maximum ³
Building site coverage	 + Sixty (60) percent maximum, not to include garages, carports, porches, decks, or outdoor living. + Seventy (70) percent maximum, not to include garages, carports, porches, decks, or outdoor living and if attached garages are constructed to serve the dwelling units.
Building setbacks	Twenty (20) feet minimum from any exterior property line, no minimum from interior property lines.
Distance between primary buildings	Entry door to front door — twenty (20) feet minimum; all other distances — fifteen (15) feet minimum.
Distance between garage door to directly opposite garage door	Thirty (30) feet minimum. Does not include garage doors that are offset from each other.
Patios	No attached or detached covered patio shall be located closer than zero (0) feet to a properly line except the street-side property line of a corner lot, in which case a minimum distance of seven (7) feet shall be maintained.
Architectural projections	Eaves, cornices, chimneys, outside staircases, balconies and other similar architectural features may project four (4) feet into any required front, side, or rear setback.
Off-street parking	Per Section 9.168.040 of LFMC (parking requirement based on bedroom count)
Garage and carport setbacks	The point of vehicular entry to a garage or carport shall be a distance of five (5) feet or less, or eighteen (18) feet or more from back of sidewalk, or if there is no sidewalk, from back of curb. Garages set back five (5) feet or less to the point of vehicular entry shall be equipped with automatic garage door openers.
Garage area	18'x18' clear, and large enough to accommodate three 96-gallon trash can carts (43.25" H x 29.75" W x 35.25" D)
Lighting	Exterior and interior lighting shall be designed and located to be directional to confine direct lighting to the premises.

¹ Applies to alternative products on neighborhoods 2 and 5.

² Attached multi-family alternative product on neighborhoods 2 and 5 up to 45' in height to accommodate rooftop decks.

 $^{\, {\}it 3} \,$ Affordable rental senior affordable housing height up to 50'.



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7.6 COMMUNITY WALLS & FENCE DESIGN GUIDELINES

Community Walls and Fences are used to further emphasize the Contemporary California theme, and provide Community continuity. Walls are used as safety buffers, noise abatement, and privacy buffers for the school and residences. Combination Masonry with Glass Walls and Tubular Steel Fences are used along properties adjacent open space areas, or where off-site views are desired.

Wall and Fence locations are shown on *Exhibit 7.17 Wall Diagram*. *Exhibits 7.18-7.23 Wall and Fence Elevations* illustrate scale and the typical materials to be used. Final location of wall and fences may be modified to accommodate product changes within individual neighborhoods, subject to City approval.

Community Theme Sound Wall — Similar to the Community Theme Solid Wall, masonry Community Theme Sound Walls is located along Bake Parkway and Rancho Parkway in compliance with the City of Lake Forest's interior and exterior noise standards. Final Sound Wall Heights are to be up to eight feet tall, according to the noise abatement study. See Exhibit 7.18.

Community Theme Solid Wall — The Community Theme Solid Wall is a six feet tall masonry wall. These walls may be higher than six feet if required for privacy, sound attenuation or sloped condition with a Site Development Permit approval. See Exhibit 7.18.

Community Theme Open View Glass Wall — The Community Theme Open View Glass Wall is a low masonry wall with glass, maximum height eight feet. It will be located to enhance view opportunities while serving as a function of fuel modification protection. See Exhibit 7.19.

Community Theme Open View Fence — The Community Theme Open View Fence is a painted six feet tall tubular steel fence that will be located to enhance view opportunities while preventing access to adjacent slopes. See Exhibit 7.20.

Community Theme Low Wall With Open View Fence — The Community Theme Low Wall With Open View Fence is a low masonry wall with tubular fence, maximum height of eight feet. It will be located to enhance view opportunities. See Exhibit 7.21.

Side Yard Wall — The Side Yard Wall is a maximum eight feet tall masonry wall that will be located at side yards to provide privacy between units. See Exhibit 7.18.

In addition to the various theme walls, the Nakase Property includes the use of conventional masonry retaining walls. When retaining walls occur at the Theme Wall locations, they are to be considered the Theme Wall. Retaining walls within the community shall conform to the City's Retaining Wall Design Guidelines. See Exhibits 7.22 through 7.23A.

In Neighborhoods where walls and fences are located within the front yard, or adjacent to the public street, they shall be designed and placed according to the following guidelines:

- + Walls to be of a material, matching color, and surfacing that is consistent with any adjoining wall material.
- + Landscaping, such as trees, shrubs or evergreen vines, should be used to soften the appearance of the walls according to the landscape plan.
- + Combined solid fencing or walls, walks and open fencing may be used to create interest. Masonry walls are required only where necessary for noise attenuation or soil retention.
- + Walls used as rear or side yard walls should be constructed up to six feet in height, but may be higher if required for privacy or sloped condition with a Site Development Permit approval.
- + Solid Walls should be used to mitigate adverse noise impacts on residential units.
- + A variance in wall maximum height up to 20 percent can be approved by the Planning Director.



- Community Theme Sound Wall Locations
- **— —** Community Theme Solid Wall Locations
- **---** Community Theme Open View Glass Wall Locations
- ••••• Community Theme Open View Fence Locations
- **---** Community Theme Low Wall with Open View Fence Locations

NOTE:

- 1. For MSE and Retaining Walls please refer to Exhibit 3.4 and Exhibit 3.5
- 2. Wall locations may vary with final product.



EXHIBIT 7.17 Wall Diagram



EXHIBIT 7.18 Community Theme Solid Wall, Side Yard Wall, and Sound Wall

NTS

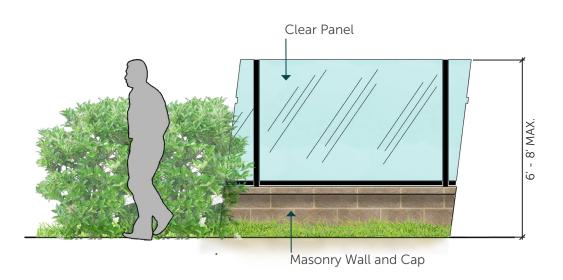


EXHIBIT 7.19 Community Theme Open View Glass Wall

NTS

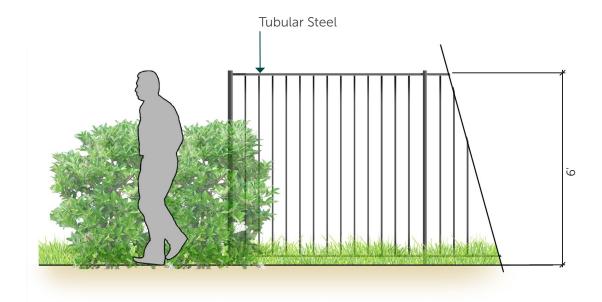


EXHIBIT 7.20 Community Theme Open View Fence

NTS

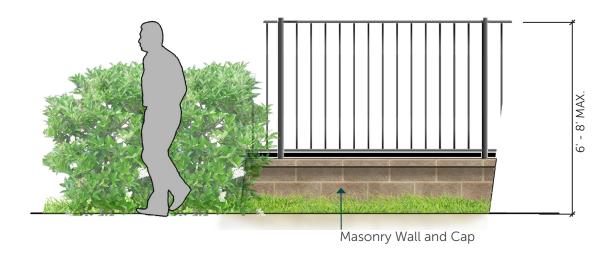


EXHIBIT 7.21 Community Theme Low Wall with Open View Fence

NTS

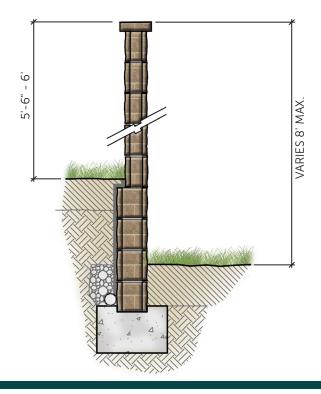


EXHIBIT 7.22 Community Theme Retaining Wall

NTS

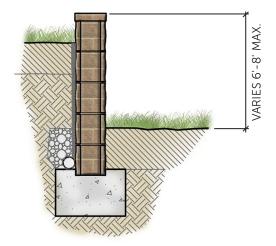


EXHIBIT 7.23 Low Retaining Wall

NTS



EXHIBIT 7.23A MSE Wall



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7.7 PARKING AREA DESIGN STANDARDS

The following standards are intended to clarify parking standards for residential housing types proposed throughout the Nakase Property, are in addition to parking provisions within the City's Zoning Code, and will apply to the Nakase Property pursuant to approval of a Site Plan.

Residential housing units providing, at a minimum, an enclosed two-car side-by-side garage or two enclosed individual single-car garages (no tandems) for the sole use of the residential units. Per the parking requirements:

+ Per LFMC 9.168.040, 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 well as Street "B" and Street "C" as defined by the Nakase Property Area Plan.

Residential units having individual driveways not less than 18-feet long will be available for additional parking spaces.

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 Nakase Property Area Plan.

Along "T" Street and "S" Street adjacent to the park, on-street parking is accommodated for community and public events. In addition, on-street parking is allowed on designated areas of "B" Street and "C" Street. Along "BB" Street adjacent to the school, on-street parking is accommodated for student drop-off and pick-up purposes.

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.

All parking shall meet City's Parking Standards.

7.8 ELEMENTARY SCHOOL **DESIGN GUIDELINES**

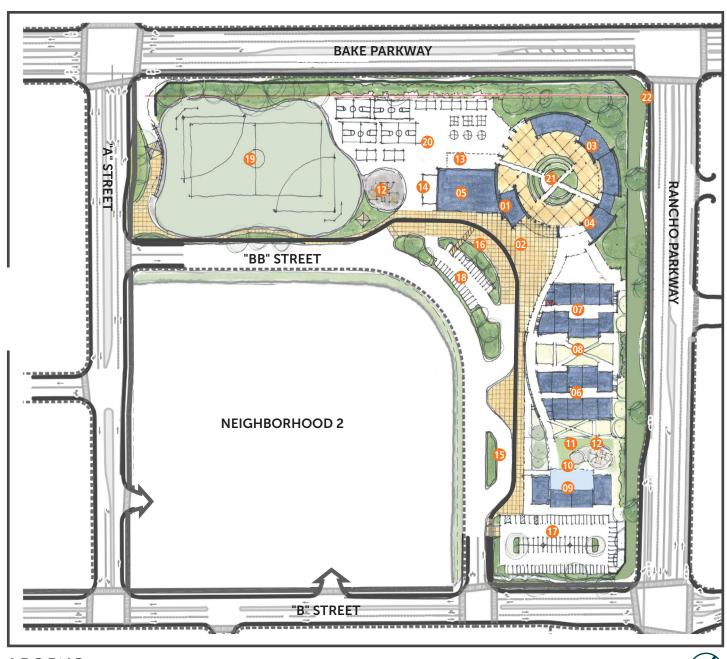
A public elementary school (subject to SVUSD approval, environmental review, and CDE's final site approval) is planned at the corner of Bake and Rancho Parkways. The site is approximately 11.5 acres (gross) in size and approximately 10 net acres. The preliminary design can accommodate up to 1000 students from kindergarten to sixth grade. The proposed school program includes:

- + Campus activity center
- + Kindergarten building
- + Grades 1 to 2 building
- + Grades 3 to 6 building
- + Outdoor learning area
- + Play fields and courts
- + Staff and visitor parking
- + Parents and bus drop off areas

Significant consideration has been given to the school location and traffic circulation to minimize impacts of vehicles queuing onto adjacent streets and roadways in addition to pedestrian access. As shown on Exhibit 7.24, the primary vehicular access to the school is off Rancho Parkway and "B" Street intersection onto "BB" Street. Access to the school site from Bake Parkway and "A" street is not provided as there is no median break on "A" Street to allow left turns onto "BB" Street. Vehicles can also access the school site off "A" Street westbound by turning right or left at the north of the intersection of "A" Street and "B" Street and then onto "BB" Street by taking a right.

"BB" Street which is approximately 1,200 feet in length is dedicated solely to serving the school site. "BB" Street is designed as a two lane 36-foot wide street with parking on both sides with approximately 100 on-street parking spaces. Additionally, based upon the preliminary school site plan approximately 120 on-site parking spaces are provided for an approximate total of 220 parking spaces dedicated solely for the new elementary school. Refer to Table 7.3 Elementary School Parking Summary for additional detail.

Additionally, bicycle and pedestrian access will be provided to the school site via Class I (off-street) bikeways through the site that will connect future and adjacent residents to the school along with pedestrian access via a network of sidewalks.



LEGEND

- Mathematical Administration
- 1 Entry Plaza
- 03 Campus Hub
- Student Support Services
- 05 Campus Activity Center
- 6 Grades 1-2 Village
- Grades 3-4 Village (lower level)
 Grades 4-5 Village (upper level)
- Outdoor Learning Area
- 69 Kindergarten Village
- Activity Center
- Shade Structure
- Play Structure
- 13 Lunch Shelter
- 4 Service Yard
- 15 Bus Drop-off

- 16 Parent Drop-off
- 17 Staff / Visitor Parking (88 spaces)
- (18) Visitor Parking (29 spaces)
- 19 Play Field & DG Track (2.5 acres)
- 20 Play Courts (1.3 acres)
- Courtyard & Amphitheater
- 22 Assume 25' Setback From Edge of Easement

OFF-STREET PATH (SHARED BIKES/PED)

NTS

-- = WALKWAY/SIDEWALK

= CROSSWALK = ON-STREET BIKE LANES

= RIDING & HIKING TRAIL

School site approval is subject to SVUSD and CDE consent. School construction design is subject to SVUSD and DSA approval.

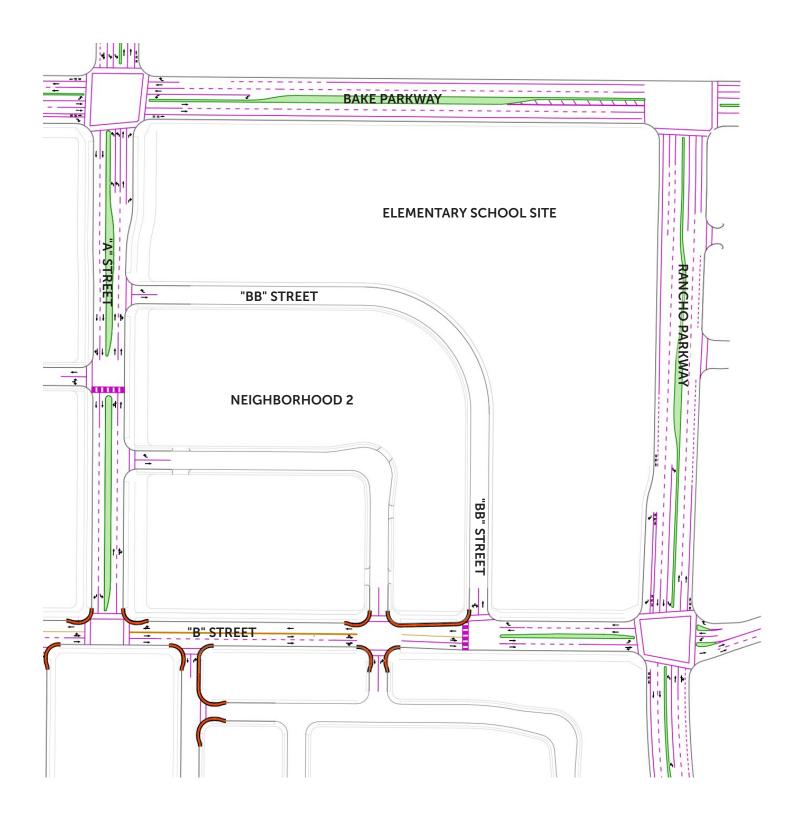




EXHIBIT 7.25 Conceptual School Area Geometrics

7.8.1 SCHOOL PARKING AREA DESIGN GUIDELINES

The below guidelines apply to the Elementary School:

- + Curbs or raised planters shall be provided in all parking lot areas adjacent sidewalks, streets or buildings so that car bumpers do not overhang the pedestrian travel way or strike the building.
- + Service structures for commercial docking shall be located to the rear of buildings whenever possible.
- + When parking is located adjacent to a public street, landscape buffering shall be used to screen views of parked cars.
- + Plants used as screening shall be a compact, evergreen type with a minimum screening height of 36 inches (36"), and a minimum width of two feet (2') at maturity.
- + School sport fields will not be lit.

TABLE 7.3

ESTIMATED ELEMENTARY SCHOOL PARKING SUMMARY ¹					
PARKING LOCATION	NUMBER OF SPACES	CITY STANDARD			
On-Site Parking	100 - 120	(2 Day Classys 2 vs)			
On-Street Parking	80 - 100	(2 Per Classroom)			
TOTAL SCHOOL PARKING	180 - 220	100			

¹ Actual street and school parking will be determined by SVUSD upon final approved school site plan by SVUSD and CDE...

7.8.2 SCHOOL DESIGN

The school will be constructed in accordance with the preliminary and final approved CDE site plan, the City approved Area Plan, the California Division of State Architect (DSA) and the standards and needs of the SVUSD. The District will endeavor to design a high-quality school in keeping with the Nakase Property architectural character and minimize "back-of house" impacts to adjacent land uses. Additionally, the play fields will not be lit with overhead lighting.

7.8.3 FUTURE STEPS

Upon the City's approval of the Nakase EIR, GP Amendment, Area Plan and Zoning Change and subject to the SVUSD's environmental review and approval of the school site, the elementary school site will be dedicated to the District.

The school site will be dedicated prior to or upon approval and recordation of the Final Map in conjunction with completion of site grading and backbone infrastructure, or as otherwise specified in the School Mitigation Agreement. In the event the SVUSD does not accept the conveyance of the school site pursuant to the mitigation agreement, medium density residential use (15-25 du/acre) will be permitted on this parcel. The max number of units will not exceed the number specified in Table 2.1.

In no event will the Project exceed 675 residential units and 101 rental affordable units.

7.9 SENIOR AFFORDABLE HOUSING DESIGN GUIDELINES

7.9.1 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 area 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 area median income), Low (earning between 50 to 80% of the area median income), and Moderate (earning 80 to 120% of the area 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.

7.9.2 AFFORDABLE HOUSING REQUIREMENT

The City of Lake Forest encourages the provision of affordable housing with new development projects pursuant to the Lake Forest General Plan and establishes an objective of including 15% of the proposed units as affordable units.

7.9.3 NAKASE PROPERTY SENIOR AFFORDABLE HOUSING

Pursuant to the desire of City of Lake Forest to obtain greater affordability and in accordance with the DA requirements to meet the City's Affordable Housing Implementation Plan (AHIP), the Nakase Property will include up to 101 Rental Senior Affordable housing units within a 2.6 acre neighborhood.

While the neighborhood will follow the General Plan definition of High Density Residential, the actual number of units may be reduced as set forth in the Development Agreement.

The senior affordable development component of the Nakase Project will consist of multi-family attached rental units. The senior affordable homes will be developed and managed by a senior affordable housing developer.

7.9.4 PARKING AREA DESIGN GUIDELINES

The below guidelines apply to the Senior Affordable Housing:

- + Curbs or raised planters shall be provided in all parking lot areas adjacent sidewalks, streets or buildings so that car bumpers do not overhang the pedestrian travel way or strike the building.
- + Service structures for commercial docking shall be located to the rear of buildings whenever possible.
- + When parking is located adjacent to a public street, landscape buffering shall be used to screen views of parked cars.
- + Plants used as screening shall be a compact, evergreen type with a minimum screening height of 36 inches (36"), and a minimum width of two feet (2') at maturity.

7.10 COMMUNITY MONUMENTATION & SIGNAGE

The Project Monuments are significant elements as they provide the first impression of the Nakase Property. 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.

All signage within the Nakase Property are governed by the regulations of the City of Lake Forest Sign Code. Signage and Monumentation within the Nakase Property also exhibit compatibility with the architectural theme and other community design features of its surroundings. The signage graphics palette is a simple and coordinated signage system, and contributes to the overall design unity and identity of the project.

Signs within the Nakase Property, such as community monuments and wayfinding, shall be approved as part of a Sign Program. A future Sign Program will include these monument signs to provide more precise details, but shall be consistent with the Community monument illustrations as described herein.



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CHAPTER 8

LANDSCAPE DESIGN GUIDELINES



8.1 LANDSCAPE DESIGN PHILOSOPHY

The historical use of the site as a nursery played a large role in developing the landscape character of the Nakase Property. The goals in the development of this property are to elaborate the beauty of the botanical and physical features of the Nakase Property, and create a destination for the greater Lake Forest community to gather, have a place to exercise, and to enjoy.

The property's rich and physical nature of the lot and block grid system of greenhouses and planted containers was shaped as an idea to form the school, parks, neighborhoods, and overall circulation layouts.

8.2 LANDSCAPE THEME & FRAMEWORK

The Landscape theme for the Nakase Property is built from the balance of the architectural heritage of California and the site's agricultural history combined with today's clean and pure forms. The Property evokes a new, Contemporary California in its landscape and built environment.

8.2.1 COMMUNITY ENTRIES

The property is designed to have a grand entrance off Bake Parkway at Rancho Parkway South, and welcoming entrances both off Bake and Rancho Parkways.

The opportunity for community engagement is enunciated early on with the grand entrance off Bake Parkway lined with shady tree canopies in a wide median and parkways, and oversized pedestrian and bicycle walkways. The streetscape on backbone roads "A" Street is unique by providing a rich and dynamic sense of arrival. Context is key to the community landscape concept for the Nakase Property. The nursery was founded in 1938 by the Nakase Brothers. It served contractors, Cities and homeowners for many years. This plan, its streets, its symmetry reflects the rows and rows of trees and shrubs the family grew there. Our "A" Street is envisioned to bring forward the nursery road layout. "A" Street's broad width is intended to both reflect the history and to provide residents as well as visitors a distinct change, a new path of travel. Tall spreading trees set in gravel (a nursery staple too), a 12' wide concrete walk and a variety of plants frame both the vehicular and pedestrian experience. This primary entrance street terminates at the grand lawn of Central Park, embraced by tree allées as well, and offering the public an invitation to experience the space.

The welcoming secondary entrance off Bake Parkway is also lined with shady tree canopies and large parkways. This walkable, beautiful, tree-lined street will provide direct access to the Senior Affordable Housing, and connection to all the Nakase Property amenities.

Another welcoming secondary entrance is located off Rancho Parkway. Once again, the theme is carried over with a wide median and parkways that offer space for shady tree canopies, and walkways for pedestrian and bicycle travel. This street is the gateway for the Elementary School, providing a safer route of off-street pedestrian and bicycle travel.

8.2.2 INTERNAL STREETS & PROJECT NEIGHBORHOODS

The neighborhood streets, parkways, parks, trails, and landscape areas should maintain an orderly continuity of shady tree canopies and rich, yet simple plant massing. The intention is that there is massing of single types of background and foreground plants with hints of specially-selected accent plants or other special types.

8.2.3 SLOPE LANDSCAPE CHARACTER

The landscape character of the slopes along the perimeter of the community promotes the theme of the historic nursery plant palette. The slopes are organized with large massing of single types of plants. Soil stabilization is the primary importance of slope plantings; therefore, appropriate deep-rooted and/or fast surface covering plant material will be specified. All trees and plant material selected shall correspond with the approved trees and plant list to reinforce community theme.

8.2.4 FUEL MANAGEMENT ZONE

The east side of the Project supports the fuel modification zones. The easterly edge of the site adjacent the existing Serrano Creek has non-combustible areas and Wet Zone criteria requiring that the landscape be permanently irrigated and landscaped with Orange County Fire Authority (OCFA) approved drought tolerant, deep rooted, moisture retentive material. The slopes closer to Serrano creek on both the southerly and northerly edges of the Nakase Property have Special Maintenance Areas designated as a Wet Zone. Plants are permanently irrigated, and selected to comply with OCFA's SMA Wet Zone restrictions.

Additionally, Lots within the Radiant Heat Zone must comply with the 2016 California Residential Code Section R337, which includes Accessory Structures (Trellises, Gazebos, Patio Covers and other similar structures of miscellaneous character) which are required to meet ignition-resistant requirements per code or be of no combustible construction. These requirements also apply to Accessory Structures within the Private Homeowner Setback Area which adjoins the Fuel Modification Zone B.

Within the Private Homeowner Setback Area, Planting shall comply with the approved Conceptual Fuel Modification Plan including no planting of material from the OCFA Undesirable Plant List (*Refer to Appendix B: Undesirable and Invasive Plant Species*), plant material being fully irrigated and specific spacing requirements to be met. No solid fuel burning is allowed within the Private Homeowner Setback Area, however, gas or propane powered Bar-be-cues, Fire Pits and other similar amenities are permitted.

A separate Fuel Modification Plan has been prepared for this project. Refer to Chapter 10: Fire Safety Plan and Exhibit 10.1: Fuel Modification Plan.

8.3 LANDSCAPE SECTIONS

The Nakase Property's three entry gateways and streetscapes are significant because they establish the character of the Community within. The entry's enhanced landscape sets the standard of quality for the remaining landscape areas.

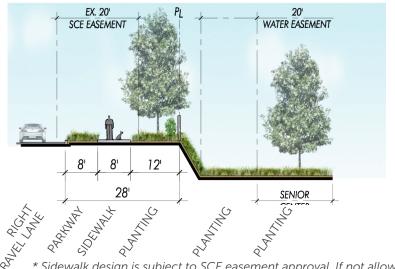
Bake Parkway has a generous eight-foot wide planted parkway with an eight-foot wide separated sidewalk, and an additional twelve feet of planted area. A Southern California Edison easement is located within this combined twenty-eight feet. No trees can be located within the easement, but sidewalks and shrubs can. In addition, there is a twenty-foot wide water line easement that extends from the southerly property line to 'C' Street. No trees can be located within the easement. *Refer to Sections BP6 through BP11 in Exhibit 8.1.*

The eight-foot wide sidewalk continues curb-adjacent on Rancho Parkway, with a wide fifteen-foot planting area between the sidewalk and the perimeter sound wall. *Refer to Sections RP3 and RP4 in Exhibit 8.1.*

On the east side of the community, eight-foot wide Serrano Creek Trail begins across from the Recreation Center, and extends along Serrano Creek, downhill from Neighborhoods 4 and 5. The slopes along the trail vary in width. *Refer to Section S1 in Exhibit 8.1*.

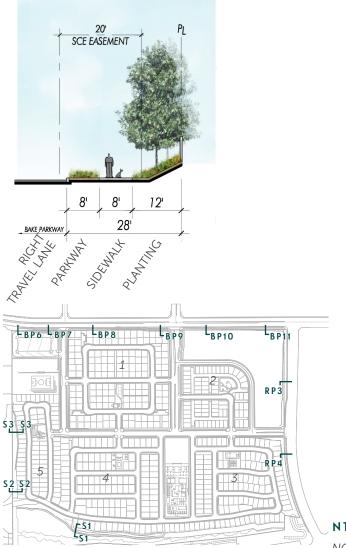
Along the southerly edge of Neighborhood 5 is a slope up to the adjacent existing Commercial site. The slope transitions to a downslope condition at the easterly corner of the neighborhood. *Refer to Sections S2 and S3 in Exhibit 8.1*.

* SECTION BP7: BAKE PARKWAY

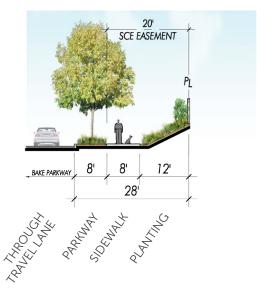


* Sidewalk design is subject to SCE easement approval. If not allowed, the sidewalk will be curb adjacent as currently provided.

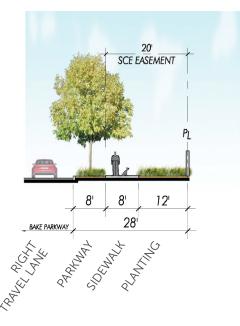
SECTION BP9: BAKE PARKWAY



SECTION BP8: BAKE PARKWAY

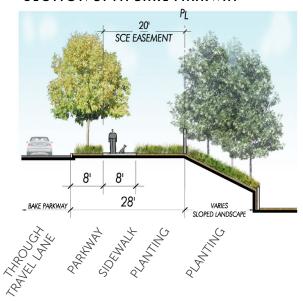


SECTION BP10: BAKE PARKWAY

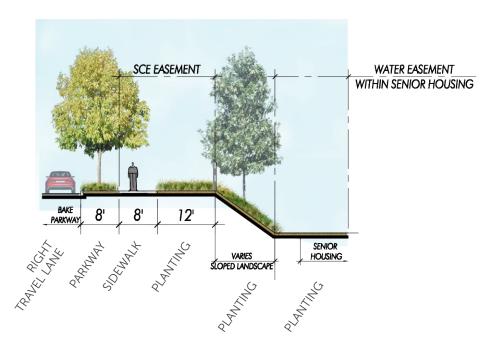


NOTE: Keymap street layout is illustrative

SECTION BP11: BAKE PARKWAY

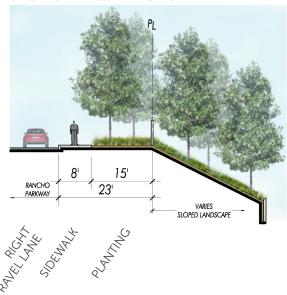


* SECTION BP6: BAKE PARKWAY

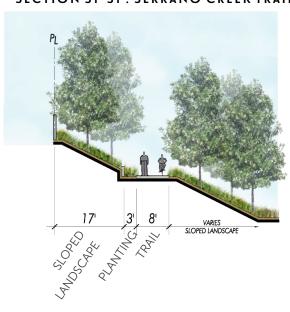


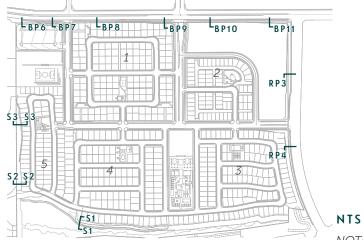
* Sidewalk design is subject to SCE easement approval. If not allowed, the sidewalk will be curb adjacent as currently provided.

SECTION RP3: RANCHO PARKWAY

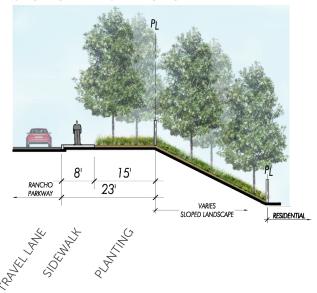


SECTION S1-S1: SERRANO CREEK TRAIL

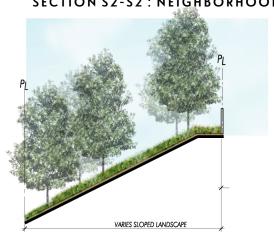




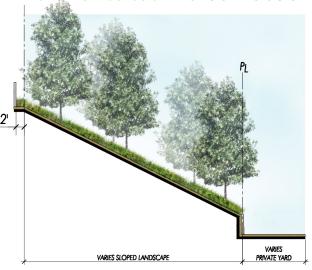
SECTION RP4: RANCHO PARKWAY



SECTION S2-S2: NEIGHBORHOOD 5



PL SECTION S3-S3: NEIGHBORHOOD 5



NOTE: Keymap street layout is illustrative

8.4 LANDSCAPE CONCEPT PLAN & PLANT PALETTES

Keeping within the theme, a distinct planting design for the Nakase Property is an important component contributing to the community character. Varieties of plant materials are selected and planted in large groupings with regular on-center spacing. This patterned planting provides a consistency and organization component reminiscent of the Nakase Property. The landscape character concept is illustrated in *Exhibit 8.2: Illustrative Concept Area Plant Palette*.

The overall palettes for the community are divided into seven landscape areas. The areas include the following:

- 1. Bake Parkway and Rancho Parkway
- 2. Primary and Secondary Entries
- 3. Interior Residential Streets
- 4. Parks
- 5. Slopes
- 6. Slopes and Fuel Management
- 7. Neighborhood Park and Dog Park

These palettes are illustrated in *Exhibit 8.2 Landscape Concept Area Plant Palette*. These plant palettes provide direction when the landscape areas are designed. However, substitutions may be required due to plant material availability, soils test results, or other considerations.







EXHIBIT 8.2 Illustrative Concept Area Plant Palette

Area 1: Bake Parkway and Rancho Parkway

Trees such as: Trees such as:

Arbutus spp. (Strawberry Tree) Cercidium x 'Desert Museum' (Desert Museum Palo Verde)

Cupaniopsis anacardioides (Carrotwood Tree) Cupaniopsis anacardioides (Carrotwood Tree)

Liriodendron tulipifera (Tulip Tree) Dracaena draco (Dragon Tree)

Magnolia spp. (Magnolia) Ficus microcarpa nitida (Indian Laurel)

Podocarpus gracilior (Fern Pine) Liriodendron tulipifera (Tulip Tree)

Quercus spp. (Oak) Magnolia spp. (Magnolia)

Tristania conferta (Brisbane Box) Olea europea (Olive)

Ulmus parvifolia (Evergreen Elm) Podocarpus gracilior (Fern Pine)

Quercus virginiana (Southern Live Oak)

Tristania conferta (Brisbane Box)

Area 2: Primary and Secondary Entries

Shrubs, groundcovers, vines, etc. such as: Ulmus parvifolia (Evergreen Elm)

Agave spp. (Varies)

Aloe sp.

Bougainvillea spp. (Varies) Shrubs, groundcovers, vines, etc. such as:

Buxus m. japonica (Japanese Boxwood) Agave spp. (Varies)

Calliandra spp. (Pink Powder Puff) Aloe spp. (Varies)

Callistemon spp. (Bottlebrush)

Bougainvillea spp. (Varies)

Dasylirion wheeleri (Desert Spoon)

Buxus m. japonica (Japanese Boxwood)

Dianella sp. Carissa macrocarpa spp. (NCN)

Festuca mairei (Atlas Fescue) Dianellla sp.

Ligustrum j. 'Texanum' (Texas Privet) Ficus microcarpa (Indian Laurel Fig)
Lonicera j. 'Halliana' (Hall's Honeysuckle) Ligustrum j. 'Texanum' (Texas Privet)

Lomandra longifolia (Dwarf Mat Rush)

Lonicera j. 'Halliana' (Hall's Honeysuckle)

Olea 'Montra' Lomandra longifolia (Dwarf Mat Rush)

Pittosporum t. variegata (Mock Orange) Olea 'Montra'

Rhaphiolepis indica spp. (Indian Hawthorn) Miscanthus spp. (Silvergrass)

Rosa spp. (Rose) Rhaphiolepis indica spp. (Indian Hawthorn)

Rosmarinus spp. (Rosemary) Rosa spp. (Rose)

Strelitzia spp. (Bird of Paradise) Rosmarinus spp. (Rosemary)

Trachelospermum jasminoides (Star Jasmine) Strelitzia spp. (Bird of Paradise)

Westringia spp. (Coast Rosemary)

Trachelospermum jasminoides (Star Jasmine)

Area 3: Interior Residential Streets

Trees such as:

Arbutus spp.

Cercidium x 'Desert Museum' (Palo Verde)

Chitalpa tashkentensis (Pink Dawn)

Cupaniopsis anacardioides (Carrotwood Tree)

Dracaena drago (Dragon Tree)

Jacaranda spp. (Jacaranda Tree)

Koelreuteria spp. (Flame Tree)

Lagerstroemia indica (Crape Myrtle)

Laurus nobilis (Sweet Bay)

Liriodendron tulipifera (Tulip Tree)

Magnolia spp.

Olea spp. (Olive Tree)

Podocarpus gracilior (Fern Pine)

Prosopis chilensis (Chilean Mesquite)

Prunus spp. (NCN)

Pyrus calleryana 'Bradford' (Bradford Pear)

Quercus spp. (Oak)

Tristania conferta (Brisbane Box)

Ulmus parvifolia (Evergreen Elm)

Shrubs, groundcovers, vines, etc. such as:

Agapanthus spp. (Lily of the Nile)

Agave spp. (Varies)

Bougainvillea spp. (NCN)

Calliandra spp. (Pink Powder Puff)

Callistemon spp. (Bottlebrush)

Carex

Dianella spp. (Flax Lily)

Dietes bicolor (Fortnight Lily)

Distictis buccinatoria (Blood Red Trumpet Vine)

Euphorbia spp. (NCN)

Ficus microcarpa (Indian Laurel Fig)

Festuca glauca

Hemerocallis spp. (Day Lily)

Juncus spp. (Rush)

Lantana spp. (NCN)

Ligustrum j. 'Texanum' (Texas Privet)

Liriope m. 'Gigantea' (Big Blue Lily Turf)

Lomandra longifolia (Dwarf Mat Rush)

Lonicera j. 'Halliana' (Hall's Honeysuckle)

Pittosporum t. variegata (Mock Orange)

Miscanthus spp. (Silvergrass)

Olea 'Montra'

Pandorea spp. (Bower Plant)

Phlomis spp. (Jerusalem Sage)

Phormium spp. (Flax)

Pyracantha spp. (Firethorn)

Rhaphiolepis indica spp. (Indian Hawthorn)

Rosa spp. (Rose)

Strelitzia spp. (Bird of Paradise)

Trachelospermum jasminoides (Star Jasmine)

Westringia spp. (Coast Rosemary)

Wisteria spp. (NCN)

Area 4: Parks Bougainvillea spp. (NCN)

Trees such as:

Buxus japonica

Arbutus spp. (Strawberry Tree)

Carissa macrocarpa spp. (NCN)

Araucaria spp. (Star Pine)

Bauhinia spp. (NCN)

Callistemon spp. (Bottlebrush)

Cercidium floridum

Camellia spp. (Camellia)

Chamaerops humilis (Mediterranean Fan Palm)*

Dracaena draco (Dragon Tree)

Chondropetalum spp. (Cape Rush)

Clytostoma callistegioides (Lavender Trumpet Vine)

Carex

Dietes bicolor (Fortnight Lily)

Lantana spp. (NCN)

Ficus microcarpa nitida (Indian Laurel)

Dianella spp. (NCN)

Lagerstroemia indica (Crape Myrtle)

Distictis buccinatoria (Blood Red Trumpet Vine)

Magnolia spp. (Magnolia)

Euphorbia spp. (NCN)

Olea spp. (Olive Tree)

Festuca sp.

Phoenix dactylifera (Date Palm)*

Hemerocallis spp. (Day Lily)

Platanus racemosa (California Sycamore)

Prunus spp. (NCN)

Juncus spp. (Rush)

Pyrus calleryana 'Bradford' (Bradford Pear)

Ligustrum j. 'Texanum' (Texas Privet)

Quercus spp. (Oak)

Rhus lancea (Laurel Sumac)

Liriope m. 'Gigantea' (Big Blue Lily Turf)

Lomandra longifolia (Dwarf Mat Rush)

Tristania conferta (Brisbane Box)

Ulmus parvifolia (Evergreen Elm)

Washingtonia filifera (California Palm)*

Miscanthus spp. (Varies)

Parthenocissus tricuspidata (Boston Ivy)

*Due to Fuel Modification, this species is Rhaphiolepis indica spp. (Indian Hawthorn)

only allowed in the Recreation Center

Rosa spp. (Rose)

Rosmarinus spp. (Rosemary)

Salvia spp. (Salvia)

Shrubs, groundcovers, vines, etc. such as:

Senecio mandralisae

Agapanthus spp. (Lily of the Nile)

Agave spp. (Varies)

Strelitzia spp. (Bird of Paradise)

Teucrium spp. (Germander)

Aloe spp. (Varies)

Trachelospermum jasminoides (Star Jasmine)

Westringia spp. (Coast Rosemary)

Phlomis spp. (Jerusalem Sage)

Wisteria spp. (NCN)

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Area 5: Slopes

Trees such as:

Cercis occidentalis (California Redbud)

Metrosideros excelsa (New Zealand Christmas Tree)

Quercus spp. (Oak)

Rhus lancea (Laurel Sumac)

Tristania conferta (Brisbane Box)

Ulmus parvifolia (Evergreen Elm)

Shrubs, groundcovers, vines, etc. such as:

Acacia redolens (Prostrate Acacia)

Cotoneaster spp. (NCN)

Festuca rubra (Red Fescue)

Lonicera j. 'Halliana' (Hall's Honeysuckle)

Melaleuca nesophila (Pink Melaleuca)

Myoporum p. 'Putah Creek' (Creeping Myoporum)

Rhus integrifolia (Lemonade Berry)

Area 6: Slopes at Fuel Management

Trees such as:

Cercis occidentalis (California Redbud)

Metrosideros excelsa (New Zealand Christmas Tree)

Quercus spp. (Oak)

Rhus lancea (Laurel Sumac)

Tristania conferta (Brisbane Box)

Ulmus parvifolia (Evergreen Elm)

Shrubs, groundcovers, vines, etc. such as:

Arctostaphylos spp. (Manzanita)

Baccharis spp. (Coyote Bush)

Festuca rubra (Red Fescue)

Iva hayesiana (Poverty Weed)

Lonicera j. 'Halliana' (Hall's Honeysuckle)

Melaleuca nesophila (Pink Melaleuca)

Myoporum p. 'Putah Creek' (Creeping Myoporum)

Area 7: Neighborhood Park

Platanus racemosa (California Sycamore)

Quercus spp. (Oak)

Jacaranda spp. (Jacaranda Tree)

Cercis occidentalis (California Redbud)

Pyrus calleryana 'Bradford' (Bradford Pear)

Tristania conferta (Brisbane Box)

Ulmus parvifolia (Evergreen Elm)

Shrubs, groundcovers, vines, etc. such as:

Baccharis spp. (Coyote Bush)

Carex spp. (Sedge)

Festuca spp. (Fescue)

Helictotrichon spp. (Blue Oak Grass)

Juncus spp. (Rush)

Leymus spp. (Wild Rye)

Marathon II (Turf)

Miscanthus spp. (Varies)

Muhlenbergia spp. (Varies)

Rhaphiolepis indica spp. (Indian Hawthorn)

Ligustrum j. 'Texanum' (Texas Privet)

Westringia spp. (Coast Rosemary)

Dianella spp. (NCN)

Lomandra longifolia (Dwarf Mat Rush)

8.5 COMMUNITY OPEN SPACE & HABITAT & RESTORATION AREA

An extensive system of open space and habitat restoration is located in the eastern portion of the Nakase Property along the upper western bank of Serrano Creek. The open space and habitat restoration area totals approximately 10 acres and enhances the preservation of natural and visual resources. The open space includes a trail along a portion of Serrano Creek that provides connections between the Nakase Property community and the regional trail system. The trail provides pedestrian and bike connectivity through the Nakase Property.

The Open Space & Habitat & Restoration Area within the Nakase Property, totaling approximately 10 acres, sustains preservation of natural and visual resources. Native riparian habitat is re-established along the upper western bank of Serrano Creek. In addition to creating a valuable visual amenity by incorporating a native natural greenbelt element into the Nakase Property for residents and the public to enjoy, this improves Serrano Creek as an important regional wildlife movement corridor by creating a natural buffer from the adjacent community, reducing edge effects caused by human activities. It also provides valuable live-in and breeding habitat for many native wildlife species, including song birds such as the yellow warbler. This area is planted with local native riparian plant species. Plants are irrigated temporarily until they are established. After establishment, plants are allowed to prosper naturally and irrigation is terminated, creating a naturally self-sustaining native riparian habitat community. Refer to Exhibit 8.3 Serrano Creek: Open Space & Habitat & Restoration Area for an illustrative landscape plan of the area's improvements. For all open space acreage allotments, see Table 2.2, Site Acreage Allotments.





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CHAPTER 9

SITE DEVELOPMENT REQUIREMENTS & AREA PLAN AMENDMENTS



9.1 NAKASE PROPERTY AREA PLAN ALTERNATIVE DEVELOPMENT STANDARDS

The Nakase Property Area Plan includes five residential neighborhoods, an elementary school site, senior affordable housing, parks and open space areas within the boundaries of the Nakase Property Planned Community. The Nakase Property Planned Community Regulations establish development standards for an individual Neighborhood or Neighborhoods within the Area Plan.

Consistent with the Nakase Property Planned Community Regulations, the community design guidelines, land use regulations, and development standards contained in this Area Plan shall govern development in the Nakase Property Project Planning Areas. The land use regulations and development standards control allowable uses and establish minimum and maximum standards, respectively. The community design guidelines set forth in Chapter 7 establish a conceptual design framework to control the quality and character of development of the Nakase property. Any future amendments to this Area Plan or establishment of new Planning Areas or Planning Units within the Nakase Property Project site shall comply with the Area Plan Amendment provisions of the Nakase Property Planned Community Regulations, *Chapter 9.2, "Area Plan Regulations and Procedures"* which specifies the content and procedures by which the Area Plan can be amended.

9.2 NAKASE PROPERTY AREA PLAN REGULATIONS & PROCEDURES

All individual development applications proposed for the Nakase Property, including but not limited to site development plans, subdivision maps, public and private infrastructure improvements, and other discretionary projects within the Project site boundaries shall be consistent with the land use regulations, development standards, and community design guidelines set forth in this Area Plan. The Development Standards contained in Chapter 2 of this Area Plan constitute the zoning of the Nakase Property for the Project's residential and nonresidential uses.

Should any of the provisions of this Area Plan conflict with the City of Lake Forest land use regulations or development standards, the requirements of this Area Plan shall prevail. Any aspect of land use regulations or development standards not addressed in this Area Plan, subsequent plan approvals, and/or the Nakase Property Planned Community Regulations shall be regulated by the applicable sections of the Lake Forest Zoning Ordinance.

Minor Modifications

The following constitute minor modifications to the Area Plan and do not require an Area Plan Amendment. The Director of Community Development shall have the discretion to refer any such request for modification to the Planning Commission for action.

- 1. Change in utility or public service provider.
- 2. Change in roadway alignment of any roadway illustrated on the "Circulation Plan" as contained within this Area Plan when the change results in a centerline shift of less than 150 feet.
- 3. Residential dwelling unit transfers or adjustment of a Planning Area boundary, consistent with the provisions of Sections 2.3 of this Area Plan.
- 4. Minor deviations to adopted quantifiable development standards as contained in Section 2.4, "Residential Development Standards & Development Regulations," of this Area Plan; provided, however, that the deviation does not result in a change of more than fifteen percent to an adopted quantifiable development standard.
- 5. Minor changes to landscape materials, wall materials, wall alignment, entry design, and streetscape design which are consistent with the conceptual design set forth in *Section 8, "Landscape Design Guidelines,"* of this Area Plan.
- 6. Minor changes to the design guidelines contained in Sections 7 and 8 of the Area Plan, which are intended to be flexible in their implementation.

Area Plan Amendments

Amendments to the Nakase Area Plan may be requested by the applicant at any time. Amendments to this Area Plan shall be processed pursuant to the provisions of Section 9.184.020(B), "Area Plans," of the City of Lake Forest Municipal Code. In the event the proposed amendment requires supplemental environmental analysis pursuant to CEQA, the applicant is responsible for the costs associated with preparing the necessary CEQA documentation.

In the event that any regulation, condition, plan, or portion of this Area Plan is held invalid or unconstitutional by a California Court or Federal Court of Competent Jurisdiction, such provision(s), and the invalidity of such provision(s) shall not affect the validity and applicability of the remaining provisions, regulations, conditions, and/or plans.

9.3 SITE DEVELOPMENT PERMIT REQUIREMENTS

Section 9.184.020(D) of the City of Lake Forest Municipal Code states that Site Plans are included within the term "site development permit." The purpose of a site development permit is to provide for the administrative or discretionary review of detailed development plans for a proposed use that is allowed under the applicable zoning. Uses that require a site development permit have a relatively low potential for adverse impacts on the subject site or surrounding community due to the nature or magnitude of the use vis-à-vis the sensitivity of the subject site or surrounding community.

A site development permit is a Precise Plan of development and shall include the same elements described in LFMC Section 9.184.020(C) for use permits.

A site development permit shall be processed per LFMC Section 9.184.040(D), "Administrative action," unless the Director of Community Development determines on a case-by-case basis that the public interest would be better served by a public hearing before the Planning Commission. In such cases, the site development permit shall be processed per LFMC Section 9.184.040(C), "Public hearings." If the land use regulations of a planned community allow a site development permit or site plan to modify the site development standards to be less restrictive than otherwise stated in the enabling ordinance, such a site development permit shall always require a public hearing before the Planning Commission per LFMC Section 9.184.040(C).

Establishment, maintenance and operation of the use or uses proposed by the application shall contain the information and comply with the specifications shown on the approved site development permit.

9.4 NAKASE PROPERTY AREA PLAN SUBSEQUENT PERMITS & APPROVALS

The Nakase Property Project requires various subsequent permits and approvals to implement this Area Plan, some of which are administrative, while other approvals are discretionary. Table 9.1 below outlines these additional approvals and identifies the decision-making body(ies) for each approval.

TABLE 9.1

NAKASE PROPERTY SUBSEQUENT APPROVALS & DECISION BODY

ACTION	APPLICATION	REVIEW BODY
ACTION	APPLICATION	REVIEW BODY
Vesting Tentative Map Submittal	Area Plan / Vesting Tentative Tract Map (TTM)	PC, CC
Amended Tentative Map Submittal	Amended Area Plan / Amended TTM	PC, CC
Amended Area Plan (AP)	Amended Area Plan	PC, CC
Final Maps	Final Map (Tract or Parcel)	CC (Consent)
New Single-Family Neighborhoods	Site Plan for review of plotting, architecture, colors, street furniture, and compliance with adopted development standards	PC
New Multi-Family Neighborhoods Site Plan	Site Plan for review of product layout, access, plotting, architecture, landscaping, & compliance with AP dev. standards	PC
Alternative Development Standards	Site Plan reviewed in conjunction w/ Project	PC
Senior Affordable Housing	Site Plan	PC

ACTION	APPLICATION	REVIEW BODY
Gateway/Community Monuments; Model Signage	Planned Sign Program	PC
Master Landscape and Walls Plan	Review of exterior and interior slopes, street medians, walls, wall plantings, other common landscaping, in accordance with Area Plan	PC
Model Home Complex	Site Plan	CD
Model Home Signage	Minor Planned Sign Program	PC
Parks & Trails (Construction Drawings)	Ministerial Review	PW: CD; CS
Grading Plans, Building Plans, Street Improvement Plans, Retaining Wall Plans, etc.	Ministerial Review	PW: CD
Neighborhood Parks	Site Plan	CS Commission

REVIEW BODY

CA = City Attorney	CD = Community Development
CC = City Council	PW = Public Works
CM = City Manager	CS = Community Services

PC = Planning Commission

CHAPTER 10

FIRE SAFETY PLAN



10.1 PLAN SUMMARY

The following fire plans: Fire Protection Plan, Fire Master Plan and Fuel Modification Plan were submitted to Orange County Fire Authority (OCFA) for review on November 2017 and approved on January 2018, February 2018, and March 2018 respectively. The plans are designed to provide maximum fire safety for the community, especially along the eastern edge, which has an open space interface bordering the Serrano Creek. This space will remain in its natural condition in perpetuity.

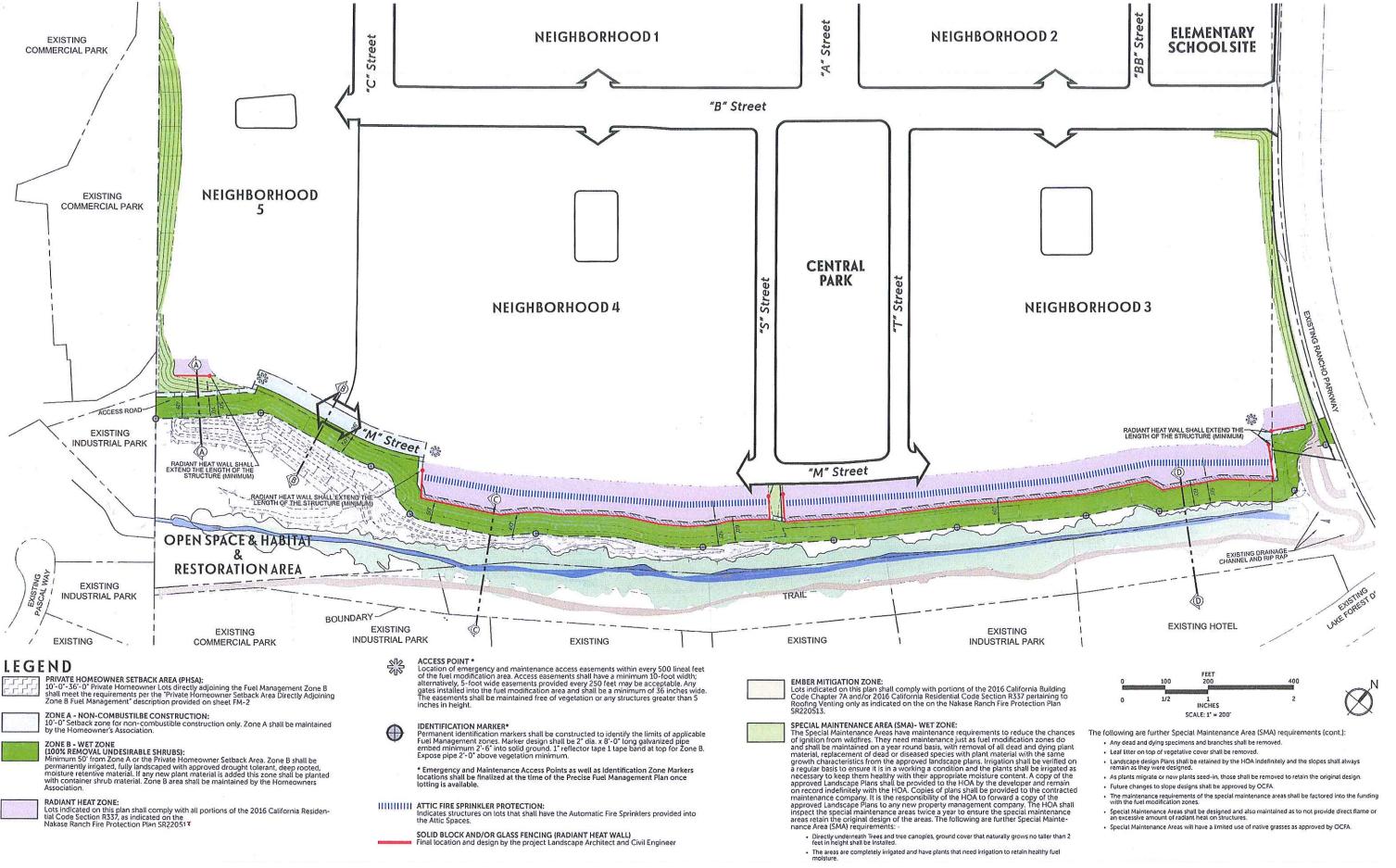
Generally, fire safety is mostly achieved by forming a separation from natural open space. A fire behavior analysis was prepared for the Nakase Property. The project will analyze and utilize some of the most common measures used to enhance fire safety such as species selection and spacing of plants adjacent to and within the fuel modification zones; building construction materials and building methods adjacent to fuel mod zone such as fire sprinklers, use of fire resistant materials and more.

10.2 FUEL MODIFICATION PLAN

The goal of the Fuel Modification Plan, and fuel modification program therein, is to protect homes and structures within the Nakase Property from the hazards of wildfires, via fuel reduction through permanent vegetation modification in dedicated areas and lots, as well as on-going maintenance in perpetuity. The Fuel Modification Plan is intended to provide the developer with the requirements of fuel management measures that can be used to create an area around buildings and/or properties to create defensible space. Defensible space is the area around buildings and structures which provides firefighters with a working environment in which to protect those buildings and structures from encroaching wildfires. This space also serves to minimize the chance that a structure fire will transition to the surrounding wild land. *Refer to Exhibit 10.1 for a graphic of the conceptual Fuel Modification Plan*.

Lots within the Radiant Heat Zone must comply with the 2016 California Residential Code Section R337, which includes Accessory Structures (Trellises, Gazebos, Patio Covers and other similar structures of miscellaneous character) which are required to meet ignition-resistant requirements per code or be of no combustible construction. These requirements also apply to Accessory Structures within the Private Homeowner Setback Area which adjoins the Fuel Modification Zone B.

Within the Private Homeowner Setback Area, Planting shall comply with the approved Conceptual Fuel Modification Plan including no planting of material from the OCFA Undesirable Plant List, plant material being fully irrigated and specific spacing requirements to be met. No solid fuel burning is allowed within the Private Homeowner Setback Area, however, gas or propane powered Bar-be-cues, Fire Pits and other similar amenities are permitted.



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10.3 FIRE MASTER PLAN

Fire Master Plans are intended to analyze and identify proper installation and maintenance of fire access roadways, locations of fire hydrants, sufficient water supply and access to residences and structures within the community. The elements of the Fire Master Plan correlate directly with the effectiveness and efficiency of first responders including the fire department and emergency medical personnel. Access to the residences, structures throughout the Nakase Property meet or exceed the current requirements of the Orange County Fire Authority to not hinder fire access and fire department operations for the planned community. *Refer to Exhibit 10.2 for a graphic of the conceptual Fire Master Plan.*

10.4 FIRE PROTECTION PLAN

The Fire Protection Plan identifies the specific lots and structures within the Nakase Property that shall adhere to the specific requirements of Chapter 7A of the California Building Code (CBC) and/or Section R337 of the California Residential Code (CRC). Airborne embers can ignite fires great distances from the wildfire. Many homes actually burn from the inside-out due to embers seeping into the attic through vents or gathering in roofs. Accordingly, all structures in Nakase Property shall adhere to the standards from Chapter 7A of the CBC and/or Section R337 of the CRC pertaining to Roofing and Venting to help prevent the intrusion of embers into structures. Additionally, residences adjoining the fuel management zones will meet all portions of Section R337 of the CRC since these structures have direct exposure to the native vegetation beyond the Fuel Management Zones and a potential wildfire. *Refer to Exhibit 10.3 for a graphic of the overall Fire Protection Plan*.



LEGEND



PROPOSED FIRE DEPARTMENT ACCESS ROAD WITH
ALL-WEATHER PAVED SURFACE MEETING OCFA GUIDELINE
B-09 TO SUPPORT VEHICULAR LOADS OF 68,000 LBS WITH A
ROAD BASE OVER SOIL COMPACTED TO A LEAST 90%

PRADIANT HEAT ZONE:
LOTS INDICATED ON THIS PLAN SHALL COMPLY WITH ALL
PORTIONS OF THE 2016 CALIFORNIA BUILDING CODE
CHAPTER TA AND/OR 2016 CALIFORNIA BUILDING CODE
CHAPTER TA AND/OR 2016 CALIFORNIA RESIDENTIAL
CODE SECTION R337, AS INDICATED ON THE NAKASE

RANCH FIRE PROTECTION PLAN SR220513.

EMBER MITIGATION ZONE:
LOTS INDICATED ON THIS PLAN SHALL COMPLY WITH PORTIONS
OF THE 2016 CALIFORNIA BUILDING CODE CHAPTER 7A AND/OR
2016 CALIFORNIA RESIDENTIAL CODE SECTION R337 PERTAINING
TO ROOFING VENTING ONLY AS INDICATED ON THE ON THE
NAKASE RANCH FIRE PROTECTION PLAN SR220513.



EXHIBIT 10.2 Fire Master Plan

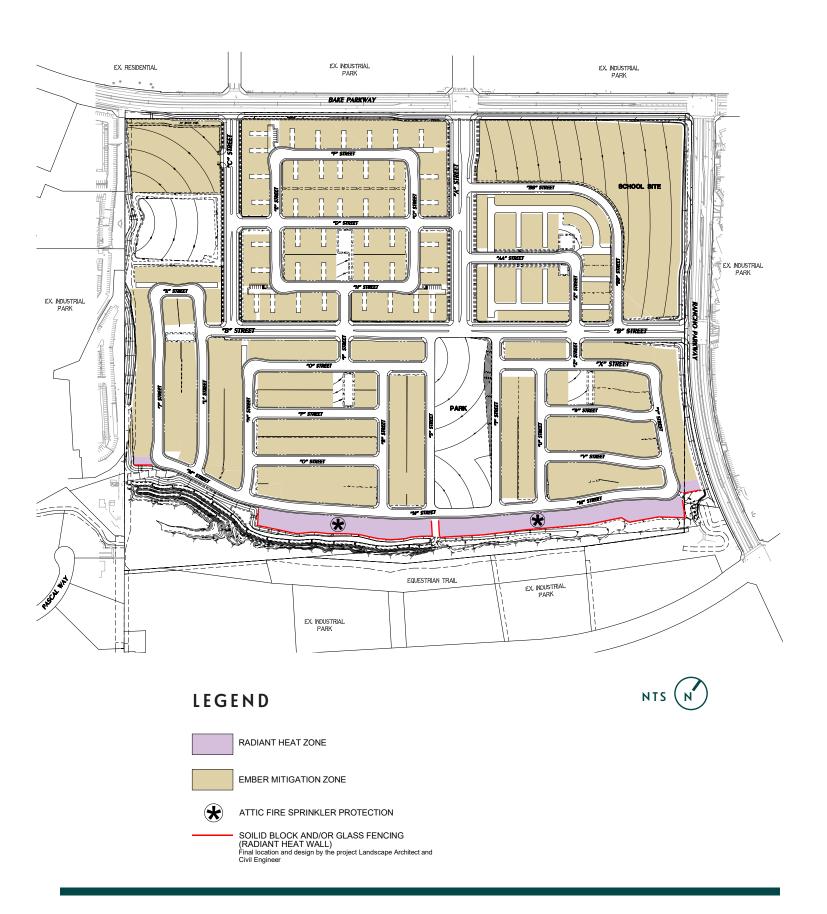


EXHIBIT 10.3 Fire Protection Plan



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CHAPTER 11

SUSTAINABILITY PLAN



11.1 INTRODUCTION

The built environment has a significant impact on the natural environment, economy, health, wellbeing and productivity (of occupants). Sustainable Design promotes an integrated approach to development and redevelopment that considers natural resource protection and energy consumption through a holistic design approach. Sustainable design principles seek to: protect landscape and water resources; minimize non-renewable energy consumption; balance long-term economic, social and environmental needs; provide cost-effective development solutions; and enhance quality of life.

Sustainability in housing can be defined as a house or community of houses that makes efficient use of materials and energy with minimal impacts on the environment. Sustainability strategies cover a wide range of green and energy efficiency measures that are designed and built into the homes, however the location and site of the homes is also a major part of any sustainability strategy. Additionally, human health and wellbeing is becoming part of the sustainability conversation.

The Nakase Property will, when possible, employ a wide range of green and energy efficient strategies to achieve levels of sustainability based on what California requires by Title 24 and CALGreen building code. This will result in a positive impact on the environment and healthier homes for the occupants.

11.2 SUSTAINABILITY MEASURES

The Nakase Property is committed to sustainable development and building strategies and has outlined these measures in the following pages. Additionally, as part of the State Building Standards Code in Title 24, California adopted the California Green Buildings Standards Code, known as CALGreen. The CALGreen Code sets a higher standard for sustainable and green buildings resulting in approximately 10% reduction in energy use, increased water efficiency and many other green measures. CALGreen implementation will be a standard practice in all the Nakase Property homes.

CALGreen

Details on the requirements of the CALGreen building code can be found in the sections below, noted as (CALGreen).

The Nakase Property homes will employ the following Sustainability measures into the site and home designs:

11.2.1 SITE & LOCATION

Existing Infrastructure and Infill Development

The Nakase Property is located within the framework of existing development, reducing the need for road and infrastructure and reducing the miles traveled for goods, services and workplaces. By locating the development near existing services, roads and other infrastructure the Nakase property is demonstrating a sensitivity to sprawl development. As a result, natural land forms and native landscaping is preserved.

Efficient Development

Responsible land use comes through proper land planning techniques. By utilizing responsible land planning strategies developers and builders address issues inherent to sustainability practices. By developing building lots that are not only aesthetically attractive in size but also responsible from a land area perspective (and use less land per home) The Project will create less of an impact on the natural environment.

The Nakase Property's efficient lot design and layout, as described on the conceptual site plan not only reduces the amount of natural land that is impacted from the development, but also uses less materials and shorter travel distances thus reducing energy impacts of the development.

Site Improvement

During the site improvement process the project will seek to reduce the environmental impact and increase sustainability by using various techniques such as:

- + Use infill, or redevelopment to leverage a net environmental, social, and economic improvement for underutilized, or previously disturbed sites.
- + Establish and manage an erosion and sedimentation control plan during construction
- + Develop site in proximity to existing infrastructure (e.g., sewer, public water supply, existing roads) with adequate capacity to accommodate the new project.
- + Provide an integrated site design for storm water management that incorporates bio swales, bio retention basins, rain gardens, and infiltration where feasible.

Erosion and Sedimentation Control

Prior to construction, the Nakase Property designs and plans appropriate erosion control measures. Erosion control measures for the Nakase Property include the following:

- + Stockpile and protect disturbed topsoil from erosion (for reuse)
- + Control the path and velocity of runoff with silt fencing or comparable measures
- + Protect on-site storm sewer inlets, streams, and lakes with straw bales, silt; fencing, silt sacks, rock filters, or comparable measures
- + Provide swales to divert surface water from hillsides
- + If soils in a sloped area are disturbed during construction, use tiers, erosion blankets, filter socks and berms, or some comparable approach to keep soil stabilized

Site Water Control

The Nakase Property provides an integrated site design for storm water measures that incorporate water runoff, storm water management, bio swales, bio retention basins, and infiltration where feasible.

The way a home or a development is integrated into a site or larger parcel of land can have significant effects on the short-term and long-term environmental health of the site. Rainwater that falls onto the site can create erosion and runoff.

Providing on-site rain water collection, retention and filtration reduces the burden on storm water infrastructure and 'down-stream' impacts. By providing bio retention basins the Nakase Property will reduce the impacts of storm water runoff such as chemicals flowing to creeks, oceans or water purification plants.

Connectivity: Multi-Model Transportation, Pedestrians, & Bicycles

Emphasis is placed 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 Connecting different portions of the community. Pedestrian mobility and connectivity is promoted throughout the entire community and all neighborhoods. To provide a community that promotes healthy lifestyle these trails and walkways encourage walking and biking, independent of vehicular traffic.

A healthy physical and mental state is considered in the design of the Nakase Property trail system. Creating moments of quiet park settings throughout gives occupant the serenity of quiet natural settings.

Elementary School

The Nakase Property encompasses an elementary school site K-6, thus not only providing walkability to school, but also reducing the overcrowding in the Portola Hills and Foothill Ranch communities, leading to reduced traffic in the AM and PM peak hours.

Landscape Sustainability

- + California-friendly and water wise plants included in the Area Plan shall be utilized for project landscaping. Plants shall be grouped in combinations with similar water and sun exposure needs. Grouping plants with similar needs will reduce the chance of over watering or under watering and will allow growth without risk of disease or failure due to improper irrigation.
- + Irrigation shall utilize low flow bubblers, spray heads, and drip systems where applicable, to reduce the probability of water run off and overspray.
- + The use of an irrigation controller equipped with soil moisture sensor, rain shut off, and wind shut off capabilities is encouraged. It is recommended that the controller be able to adjust station run times to daily evapotranspiration updates. Utilizing these tools, management of the irrigation system will be automated and will reduce the labor required to provide system adjustments based on seasonal change. These mechanisms will also reduce the volume of water applied to planting areas otherwise wasted using typical time clock controllers.

11.2.2 BUILDING DESIGN

Energy Efficiency, Conservation, Renewable Energy

While energy efficient strategies in new residential construction have an effect on the environment, they positively impact the lifestyle of the home occupants through several mechanisms such as reduced utility bills.

The Nakase Property is committed to a more energy efficient and energy independent future by increasing the energy efficiency of the homes utilizing the following measures:

- + Increased insulation values in walls and attic spaces
- + Limiting air leakage through the building envelope
- + Controlling energy losses in the HVAC system (specifying high SEER rated equipment and reducing duct leakage)
- + Incorporate high efficiency windows and doors
- + Providing and installing ENERGY STAR® appliances
- + Installing highly efficient lighting and lighting control systems
- + Installing renewable energy systems as indicated in the 2019 California Energy Code renewable energy requirements)

Water Conservation

Water efficiency and water conservation measures in new homes can save as much as 30,000 gallons of water per year. As California struggles with limited access to fresh water the Nakase Property homes are making a difference with the following measures:

- + Water efficient plumbing fixtures contribute to a 20% reduction in domestic and irrigation water demand
- + Providing drought tolerant plants for exterior landscape design
- + Installation of water-efficient irrigation systems that employ 'smart' sensors that can tell if it has rained or if the landscape needs irrigation using moisture sensors
- + Use of recycled water for common landscape irrigation

The following water efficiency measures will be built into each home per CALGreen requirements:

- + 1.28 gallon per flush Water Closets (CALGreen)
- + 2.0 gallons per minute Showerheads (CALGreen)
- + 1.8 gallons per minute Kitchen Faucets (CALGreen)

Electric Vehicle Charging

Each home will be built as electric vehicle ready if the homebuyer chooses to install electric vehicle charging stations in the future. A raceway that accommodates a dedicated 240-volt circuit will be built into each home. This will allow the easy installation of electric vehicle charging in the future. (CALGreen)

Building Materials / Indoor Air Quality

The Nakase Property will 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.

Controlling indoor environmental pollutants through Indoor Air Quality measures has been gaining higher importance as our homes have become more energy efficient (air tight envelopes). Americans spend nearly 90% of our time indoors and most of that time is spent in the homes. The Nakase Property is committing to a healthier indoor environment though the following sustainability measures:

- + Adhesives, Sealants, Caulking, Paints and Coatings shall have low VOC levels to reduce airborne pollutants. (CALGreen)
- + Carpets installed in the building interior shall be Green Label Plus certified or California Department of Health approved, or NSF/ANSI Gold Level certified. (CALGreen)
- + Carpet Cushion (padding) shall be Green Label Polus certified. (CALGreen)
- + Hard flooring shall meet indoor air quality minimums for VOC emissions per the California Department of Health, UL or the Resilient Floor Covering Institute. (CALGreen)
- + Aerosol paints and coatings must meet standards for reactive organic compounds. (CALGreen)
- + Only low formaldehyde particleboard, medium density fiberboard, and hardwood plywood may be used in interiors of homes. (CALGreen)
- + Air handling ducts must be covered during construction (CALGreen)

Construction Waste

The Nakase Property will comply with CALGreen Code Guidelines. At least 65% of demolished construction material (such as soil, mulch, vegetation, concrete, lumber etc.) will be recycled, or reused. This will be implemented through a Construction Waste Management Plan that will be reviewed, and approved, by the city prior to pulling a building permit.



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APPENDICES



APPENDIX A PUBLIC FACILITIES & PHASING PLAN

A.1 EXECUTIVE SUMMARY

The Nakase Property Public Facilities and Phasing Plan ("PFP Plan") outlines the grading and construction phasing for the Project and the major infrastructure improvements and facilities associated with each development phase of the Project. This PFP Plan comports with the Nakase Property Development Agreement ("DA"), the Nakase Property Area Plan ("Area Plan"), and Tentative Tract Map 18142.

This report adheres to the requirements and provisions of California Government Code Section 65451 by establishing a program of financing mechanisms necessary to provide the Project with the required backbone improvements and other public facilities and services.

A.2 BACKGROUND

The Public Financing & Phasing Plan identifies the phasing necessary to achieve the delivery of those required facilities and those backbone and major improvements necessary to implement the Project consistent with the Project Description, Tentative Tract Map, and Project Conditions of Approval.

A.3 PLAN OVERVIEW

The purpose of this PFP Plan is to describe the phasing of the Project's grading and backbone improvements and public and private facilities, identify financing strategies for the construction of these improvements and facilities, and outline the long-term maintenance responsibilities for the Project area.

The specific purposes of the PFP Plan are:

- + To depict the Project's grading and backbone improvements
- To describe the Project's major phases of development and identify the improvements necessary to serve each phase;
- + To identify viable financing strategies for the construction of these improvements and public facilities;
- + To identify the long-term maintenance responsibilities of the project's backbone improvements and public and private facilities, such as public parks, landscape corridors, private recreational facilities, and other improvements.

A.4 OVERVIEW OF PROJECT PHASING APPROACH

This section of the Area Plan provides the general framework for the phasing of the public and private improvements in the Plan area, including the proposed mechanisms for maintenance of those facilities, and the phasing of construction. All required on-site elements in the Nakase Property Development Agreement are discussed within this section.

The first phase of development consists of remedial grading to stabilize the site for development, grading and construction of backbone facilities. The entire site is remedial graded to stabilize the site for development. Rough grading and infrastructure operations are performed to support the backbone systems on Streets "A," "B", "C", and "BB" as shown in Section 5 exhibits. Improvements along Bake Parkway and Rancho Parkway are also performed within this phase.

The second phase of development consists of all remainder grading and infrastructure necessary to complete the in-tract facilities to service the individual private streets and residential lots.

The development within each individual neighborhood may also be broken down into smaller development areas in order to expedite improvements. The cost of construction for the public improvements is funded privately by the developer.

"B-B" street, "A" Street from Bake to "B" Street, and "B" Street from Rancho to "A" Street are proposed to be maintained by the City of the Lake Forest. All other streets, while open to the public, are constructed by the developer as private roads and maintained by the HOA.

Water and Sewer infrastructure as well as relocation of IRWD lines on the southern edge are funded and constructed by the developer, built to IRWD standards and dedicated to IRWD. IRWD also maintains its lines.

Dry utilities infrastructure including gas, cable, and electrical are funded and constructed by the developer and built to agency standards including the undergrounding of the Edison Transmission Line along Bake Parkway. The maintenance is under the responsibility of the utility agency.

Southern California Edison (SCE) maintains the electrical transmission and distribution service facilities including the underground lines, transformers, and street lights; The Southern California Gas Company (SCGC) maintains the gas transmissions and distribution service.

The storm drains, inlets and outlets on the backbone Streets "A", "B", "C", and "BB" shall be owned and maintained by the HOA. Additionally, the storm drains, inlets and outlets on the rest of the internal streets, as well as underground hydromodification facility in central park and multi purpose water quality basin, are constructed, owned and maintained by the HOA.

Table 12.2 establishes the responsible parties for the maintenance of all site improvements, including both private and public facilities.

Preliminary Development Sequencing

- + Remedial & Rough Grading
- + IRWD Relocation
- + Edison Transmission Line Undergrounding
- + Bake and Rancho Parkways Improvements
- + Backbone Storm Drain Installation- MS4 Requirements
- + Backbone Sewer / Water / Reclaimed Water
- + Backbone Street Improvements ("A", "B", "C", and "BB" Streets)
- + Bake & Rancho Parkways Signalized Intersections
- + Backbone Dry Utilities
- + School Site
- + Central Park
- + Neighborhood Park
- + Mini Neighborhood Parks
- + Neighborhood Storm Drain
- + Neighborhood Sewer / Water / Reclaimed Water
- + Neighborhood Streets
- + Neighborhood Dry Utilities
- + Habitat & Mitigation Area (Pursuant to Jurisdictional Permit Requirements)
- + Project Landscape (Phased with Completion of Backbone and Neighborhood Streets)
- Project Home Construction (Phased with Completion of Neighborhood Streets and Precise Grade)
- + Project Park Construction (Phased and concurrent with Completion of Associated Neighborhood

Development Phasing

Development of infrastructure, recreational amenities, and homes in the Nakase Property will be developed in phases. This phasing is anticipated to occur by Neighborhoods as shown on Exhibit 2.1. 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.

Development is phased in an orderly, logical progression with each development phase consisting of homes and the necessary infrastructure and facilities to serve them.

Grading Phasing

Project Grading will occur in one continuous phase of operation and will include the steps as described below. The project will be designed to balance on site.

Remedial Grading

The Nakase Property site is located in a natural canyon area with adjoining gentle topographic ridges. The geologic earth units underlying the site include sandstone bedrock of the Oso Member of the Capistrano Formation in the ridges, slope wash deposits on the lower flanks of the ridges, and Quaternary alluvium in the canyon areas. A majority of the former canyon areas is capped by a substantial volume of undocumented fill that resulted in creating a relatively flat working surface for the nursery.

Remedial grading consists of removal of all of the undocumented fill and the upper portion of the slope wash and alluvium that is dry, porous and relatively loose. The structural areas within the bedrock ridges are over excavated and capped with compacted fill. The design cut slopes are provided with stabilization fills to mitigate erosion potential of the friable sandstone. Along the Serrano Creek edge, a shear key is constructed to mitigate lateral earth movement during the design earthquake event.

Rough Grading

Following the remedial grading step, the grading operation will continue with conventional grading. This grading is expected to utilize standard equipment and techniques to provide the cuts and fills necessary to implement the plan. Although this project is designed to balance on site, there is a potential for up to approximately 150,000 cubic yards of export due to irregularities in the remedial shrinkage factors during grading as well as the uncertainties of the quantity of excess spoils generated from retaining walls, infrastructures

and homebuilding activities post grading operation. Some adjustments can be made during construction to minimize these uncertainties, by adjusting grades +/- 3 feet and designing interim hold down areas. However, it is not possible to mitigate for all of these uncertainties as we work through to the end of the project and run out of areas to balance.

In-Tract & Recreational Phasing

Development of in-tract infrastructure for neighborhoods and recreational amenities is anticipated to occur in multiple phases. Each of these phases includes roadway access, underground utility and service infrastructure, and recreation facilities to be self-supporting. Timing and sequence of phasing is subject to the Conditions of Approval of the Master Tentative Tract Map and Development Agreement.

All neighborhood and mini neighborhood parks shall be completed on the schedule set forth in the Development Agreement.

Within each phase of development, as described below, all improvements are constructed by the Master Developer. For specific details of utility and underground infrastructure improvements, please refer to exhibits within Section 5 of this Area Plan.

A.5 MISCELLANEOUS IMPROVEMENTS

Placement of monument signs, landscaping, and community walls and fences shall comply with the City's requirements for sight distance at intersections and driveways.

MASTER DEVELOPER IMPROVEMENTS

INFRASTRUCTURE IMPROVEMENTS

Including streets, parkways, adjacent slope landscaping, dry utilities, domestic and reclaimed water, sewer, and storm drains.

PUBLIC STREETS

+ "BB" Street, "A" Street from Bake Parkway to "B" Street, "B" Street from Rancho Parkway to "A" Street

PRIVATE STREETS

+ Neighborhood Streets, "C" Street, and "A" and "B" Streets with the exception of the street sections that provide access to the school (A" Street from Bake Parkway to "B" Street, "B" Street from Rancho Parkway to "A" Street)

OTHER INFRASTRUCTURE IMPROVEMENTS

- + Neighborhood Park & Storm Water Elements
- + IRWD relocation
- + Edison transmission line undergrounding

OFF SITE STREET IMPROVEMENTS

- + Bake Parkway and Rancho Parkway widening, including sidewalk and parkways.
- + Traffic Signalization on Bake & Rancho Parkway Entries

RECREATIONAL AMENITIES

- + Central Park / Recreation Center
- + Neighborhood Mini Parks 1-5
- + Neighborhood Park

ENTRY MONUMENTATION

- + Community Entry Monuments as shown on Exhibits 7.1-7.7 ²
- 1 Comply with City requirements for sight distance. *Refer to Appendix A.5: Miscellaneous Improvements.*

MAINTENANCE OF IMPROVEMENTS & PUBLIC FACILITIES

PRODUCT TYPE	MASTER HOA	CITY OF LAKE FOREST	OCFCD	IRWD	RESOURCE CONSER- VATION DISTRICT (TBD)	SVUSD	SCE
Fuel Modification Zones	X						
Internal Slopes	Χ						
Neighborhood Mini Parks	Χ						
Central Park	Χ						
School Park						Χ	
Common Landscape Areas	Χ						
Community Monumentation	Χ						
Perimeter Walls	Χ						
Public streets "BB", "A" Street from Bake Parkway to "B" Street, "B" Street from Rancho Parkway to "A" Street		X					
Private Streets / Alley	X						
Central Park & Underground Hydromodification	X						
Neighborhood Park & Underground Bioretention Facility	X						
Serrano Creek Mitigation					X		
Storm Drain (Public Streets)	X						
Storm Drain (Private Streets)	X						
Storm Drain 84" F19-P07 (maintained by City of Lake Forest or OCFCD pertaining to their agreement)		X	X				
Sewer				Х			
Water (Domestic & Recycled)				Χ			
Street Lighting							Χ

City of Lake Forest Maintained Facilities

The facilities and improvements to be maintained by the City of Lake Forest include the following:

- + Public Street "BB"
- + "A" Street from Bake Parkway to "B" Street
- + "B" Street from Rancho Parkway to "A" Street
- + Storm Drain 84" F19-P07 (maintained by City of Lake Forest or OCFCD pertaining to their agreement).

Homeowners Association Maintained Facilities

The facilities and improvements to be maintained by the Project Homeowners Associations include the following:

- + Project Entries, Monuments/Signage, Gates, Private Streets, Driveways, & Courtyards
- + Project Landscaping and Open Space Areas (Slopes, Retaining Walls, Fuel Modification Zones, & Parkways)
- + All Neighborhood Parks
- + Private Recreational Facilities (e.g., Rec. Center in Central Park)
- + Enhanced Pedestrian Pathways
- + Storm Water System including Detention, Filtration, and Water Quality Treatment Basins & Storm Drain Outfalls
- + Other Common Interest Ownership Amenities including Community Walls, Non Public Utility Based Street Furniture

As contemplated in the City's standard form Subdivision Improvement Agreement, the above financial security requirements are anticipated to be met by posting surety bonds in favor of the City for all those improvements shown on the improvement plans with the exception of dry utilities and certain other improvements such as project entry monuments and private park amenities and facilities typically handled through the building permit process.

A.5 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 neighborhoods identified in this PFP Plan may be completed progressively in stages in any phasing order, provided vehicular access, public facilities, and infrastructure are 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 PFP Plan is conceptual. 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 and the Project Conditions of Approval are met.
- 5. Phasing will be planned to separate construction traffic from the completed residential phases of the project.

APPENDIX B

UNDESIRABLE AND INVASIVE PLANT SPECIES

Certain plants are considered to be undesirable and invasive due to their characteristics. These characteristics can be either physical or chemical. Physical properties that would contribute to high flammability include large amounts of dead material retained within the plant, rough or peeling bark, and the production of copious amounts of litter. Chemical properties include the presence of volatile substances such as oils, resins, wax, and pitch. Certain native plants are notorious for containing these volatile substances.

Plants with these characteristics shall not be planted in any fuel modification zones. Should these species already exist within these areas, they shall be removed because of their invasiveness or potential threat they pose to any structures.

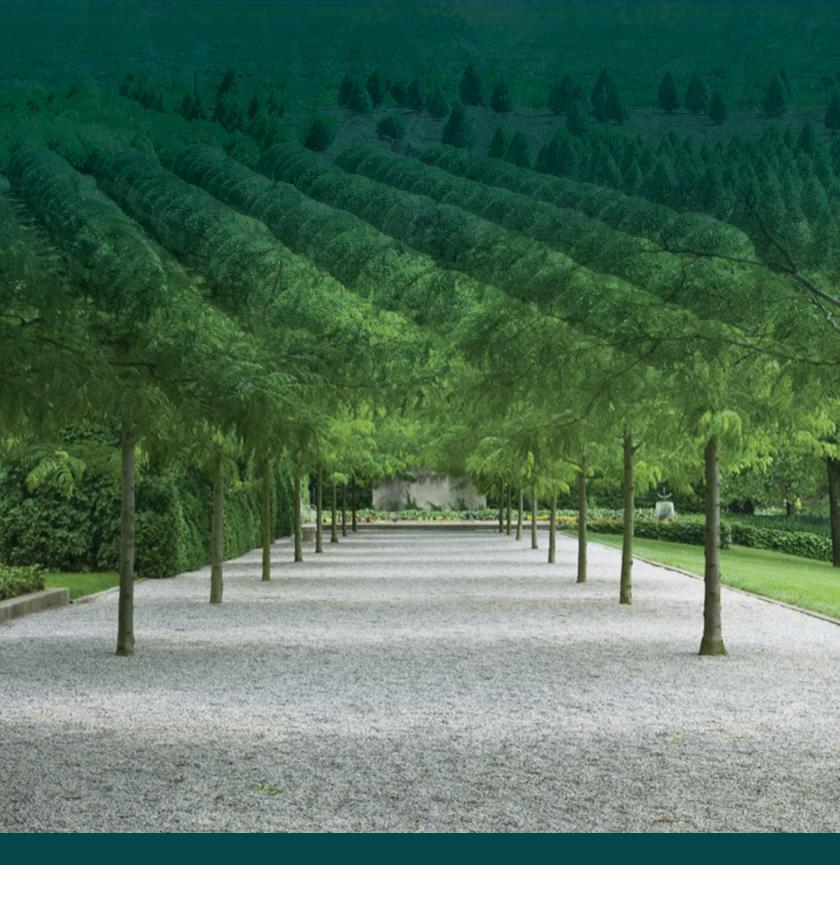
PLANT SPECIES (MANDATORY REMOVAL)

Botanical Name	Common Name
Cynara Cardunculus	Artichoke Thistle
Ricinus Communis	Castor Bean Plant
Cirsium Vulgare	Wild Artichoke
Brassica Nigra	Black Mustard
Silybum Marianum	Milk Thistle
Sacsola Austails	Russian Thistle/Tumblewood
Nicotiana Bigelevil	Indian Tobacco
Nicotiana Glauca	Tree Tobacco
Lactuca Serriola	Prickly Lettuce
Conyza Canadensis	Horseweed
Heterothaca Grandiflora	Telegraph Plant
Anthemix Cotula	Mayweed
Urtica Urens	Burning Nettle
Cardaria Draba	Noary Cress, Perennial Peppergrass
Brassica Rapa	Wild Turnip, Yellow Mustard, Field Mustard
Adenostoma Fasciculatum	Chamise
Adenostoma Sparsifolium	Red Shanks
Cortaderia Selloana	Pampas Grass
Artemisia Californica	California Sagebrush
Eriogonum Fasciculatum	Common Buckwheat
Salvia Mellifera	Black Sage
Ornamental	Common Name
Cortaderia	Pampas Grass
Cupressus sp	Cypress
Eucalyptus sp	Eucalyptus
Juniperus sp	Juniper
Pinus sp	Pine
Arecaceae (all palm sp)	Palms



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NAKASE PROPERTY

AREA PLAN