Long Range Property Management Plan

City of Buena Park as Successor Agency
to the Former Redevelopment Agency

Approved by Oversight Board on

June 27, 2013

CITY OF BUENA PARK
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY
LONG RANGE PROPERTY MANAGEMENT PLAN

INTRODUCTION

On June 27, 2012, Governor Brown signed into law Assembly Bill 1484 (AB 1484), a budget trailer bill that makes substantial changes to the redevelopment agency dissolution process implemented by Assembly Bill 1X 26. One of the key components of AB 1484 is the requirement that all successor agencies develop a Long Range Property Management Plan that governs the disposition and use of the former non-housing redevelopment agency properties. This document is the Long Range Property Management Plan (LRPMP) for the Successor Agency to the former Buena Park Redevelopment Agency.

EXECUTIVE SUMMARY OF SUCCESSOR AGENCY OWNED PROPERTIES AND DISPOSITION PLANS

The former Redevelopment Agency acquired properties in an effort to revitalize blighted portions of the City. There are thirty (30) properties or parcels owned and controlled by the Successor Agency. They fall into two major revitalization areas - *Auto Center* and *Entertainment Zone*.

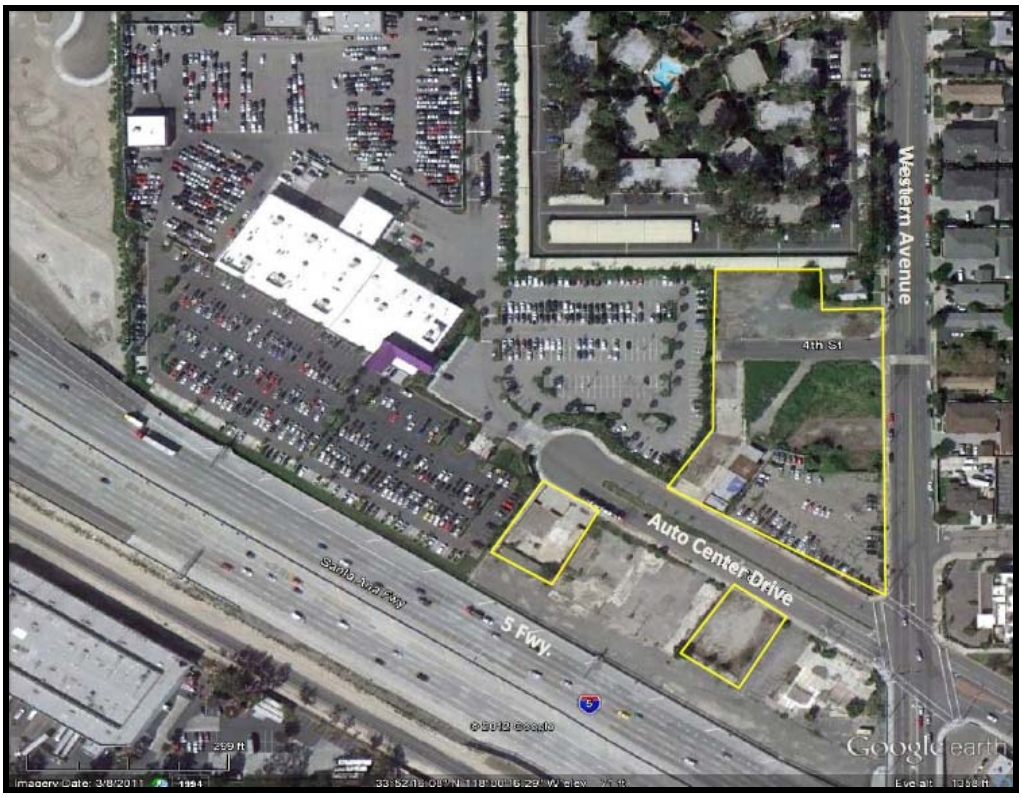
Auto Center

The former Redevelopment Agency acquired (17) parcels in this area to remove blighted structures, clean up environmental contamination, and expand the Auto Center area with new automobile dealerships. New automobile dealerships help to create hundreds of jobs and generate revenues to the state and local agencies.

The properties in this area are listed below:

Address	APN	Lot Size
6131 Western Avenue	066-061-15	5,933 sq. ft.
7431 4th Street	066-061-04	9,869 sq. ft.
7441 4th Street	066-061-03	4,888 sq. ft.
6195 Auto Center Drive	066-063-03	10,800 sq. ft.
6176 Auto Center Drive	066-062-12	5,296 sq. ft.
6165 Auto Center Drive	066-063-07	10,800 sq. ft.
6161 Western Avenue	066-062-23	4,950 sq. ft.
6171 Western Avenue 6141 Western Avenue 6192 Auto Center Drive	066-062-19 066-062-22 066-062-24 066-062-26 066-062-27 066-062-29 066-062-30	58,602 sq. ft.
6190 Auto Center Drive 7400 4th Street 7422 4th Street	066-062-03 066-062-13 066-062-21	11,395 sq. ft.

AUTO CENTER AREA PROPERTIES



The former Agency, and now Successor Agency, has been in negotiations for more than two years with General Motors, Inc. (GM) to acquire all the property in this area to develop a new Chevrolet dealership. GM is currently in escrow to purchase adjacent property owned by the Orange County Transportation Authority (OCTA). Recent appraisals have been conducted and GM is prepared to pay the current market value for the property. ***The Successor Agency intends to sell the property (Sec 34191.5 (2)) to GM as soon as possible to begin the development process.*** The disposition will likely take place under two separate transactions in order to resolve remaining environmental remediation issues. The first of two purchase agreements is being submitted for approval by the Department of Finance concurrently with this Long Range Property Management Plan.

Sale of the property for the development of one or more auto dealers is consistent with the Auto Center Specific Plan, former Agency approved Redevelopment Plan, Implementation Plans as well as the City General Plan.

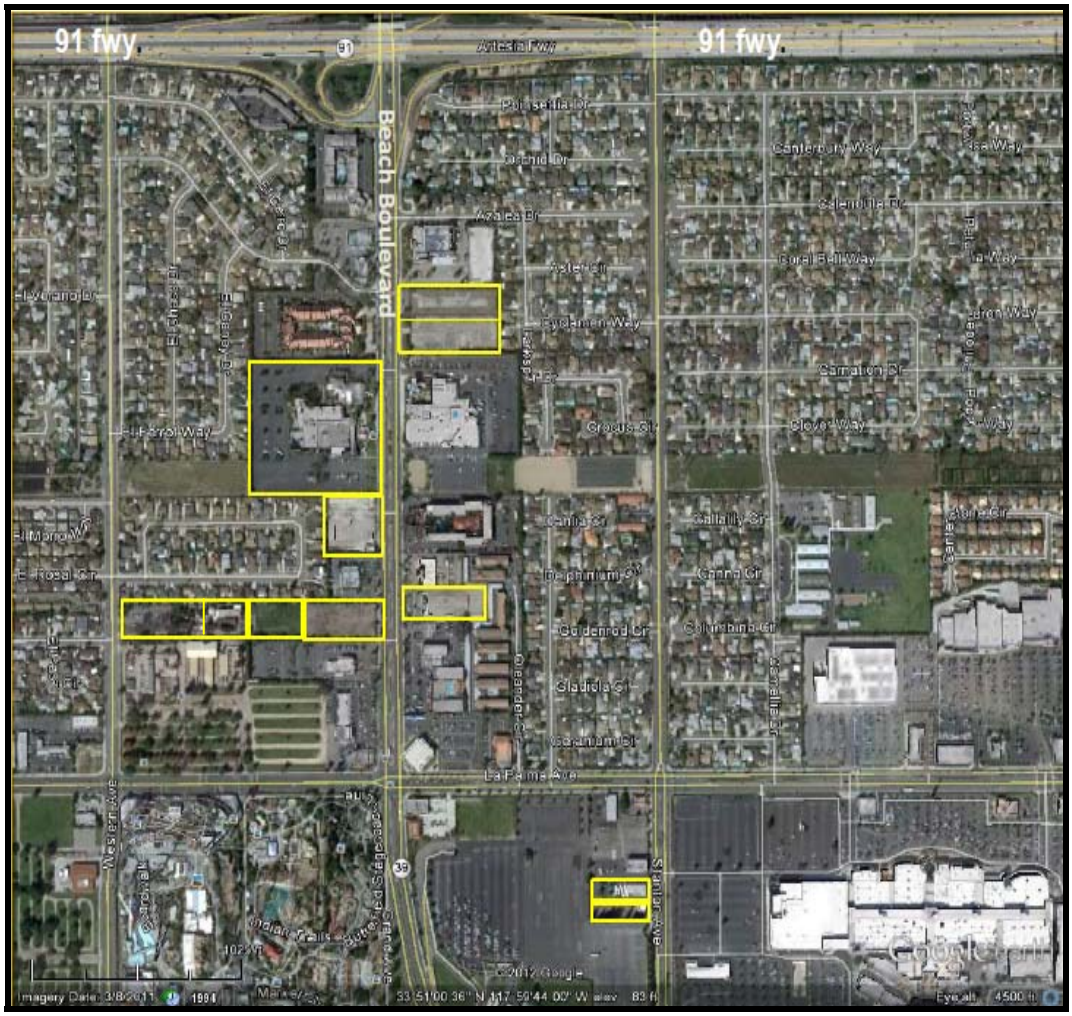
Entertainment Zone

The former agency acquired (13) parcels in this district to remove blighted motels and commercial structures to this once vibrant entertainment district. Buena Park has an entertainment district centered on State Highway, Beach Boulevard and anchored by Knott's Berry Farm - the legendary amusement park. Over time many of the motels and commercial buildings in the district became blighted and crime ridden. The Agency purchased and demolished five (5) motels and acquired seven (7) commercial buildings in order to add new entertainment uses, hotel/commercial developments, and expand the Knott's Berry Farm parking/attraction area. By doing so, thousands of new jobs will be created and tourism will increase by 3-4 million per year in the Entertainment Zone. This will increase local revenues - enabling the maintenance of vital services to the community.

The properties in this area are listed below:

Address	APN	Lot Size
7620 Beach Boulevard	136-262-17	57,095 sq. ft.
7640 Beach Boulevard	136-262-19 136-262-21	80,972 sq. ft.
7711-7733 Beach Boulevard	136-203-40 136-211-64	374,469 sq. ft.
7777 Beach Boulevard	136-211-68	62,522 sq. ft.
7851 Beach Boulevard	136-211-66	62,522 sq. ft.
7860 Beach Boulevard	136-231-35	63,178 sq. ft.
8101 Stanton Avenue	135-081-13	32,174 sq. ft.
8121 Stanton Avenue	135-081-27	16,010 sq. ft.
7864 Western Avenue	136-211-56	38,115 sq. ft.
7860 Western Avenue	136-211-39 136-211-40	110,009 sq. ft.

ENTERTAINMENT ZONE PROPERTIES



The City's Entertainment Zone was identified as the City's top priority through a Strategic Planning Session on August 26, 2006. The Entertainment Zone continues to be the City's number one priority. The Redevelopment Agency gave direction to staff to take steps to start acquisition of five deteriorated motels that were problematic with code enforcement violations as well as drugs, prostitution, and crime. Five action items were established as the top priority and have been accomplished.

1. **Prepare a Redevelopment Strategy for the Zone** - Adopted Entertainment Zone Action Plan 2008
2. **Intensify Knott's Berry Farm tying in Buena Park Downtown** - Public Amenity Masterplan and Streetscape Design includes an entertainment center that ties Knott's to Downtown
3. **Landscape and Improvements on Beach Boulevard** - Approved Public Amenity Masterplan and Streetscape Design; completed Buena Park Entertainment District Right-of-Way Enhancement Plans
4. **Targeted Old Motel Acquisition Program** - Acquired 5 motels and demolished them
5. **Former Movieland Redevelopment** - Interim attraction located on the site as approved by the Department of Finance until a permanent attraction can be developed

The Agency hired Idletime Network to prepare an Entertainment Zone Action Plan that was adopted in December 2008 that addresses the potential use of Agency acquired dilapidated motels, streetscape improvements, and circulation and parking improvements. As part of the implementation of the Plan, a Parking Demand and Vehicular Circulation Study was conducted to determine parking needs and locations, and an Entertainment Zone Public Amenity Master Plan and Streetscape Design was prepared with the goal of enhancing the aesthetics and walkability of the District.

The properties in the Entertainment Zone are zoned as part of the Entertainment Corridor Specific Plan. The Sub-districts within the plan restrict future development to only entertainment, entertainment/hotel/restaurant, or entertainment/hotel/restaurant/commercial uses.

The Successor Agency has received various proposals from development entities for Entertainment Zone properties. Following the adoption of this Long Range Property Management Plan, the Successor Agency will evaluate current proposals and seek additional proposals as necessary to implement the development of the parcels. ***The Successor Agency intends to retain the property for future development (Sec 34191.5 (2)).*** Once development opportunities have been identified that fulfill the zoning and plan requirements, the Successor Agency will dispose of the properties accordingly.

Remainder of Report and Contact Information

The remainder of this report provides detailed information on each property owned by the Successor Agency as required by Health and Safety Code Section 34191.5 Properties are grouped together if they are contiguous or have distinctive zoning requirements.

Any questions or information requests related to this report should be directed to:

City of Buena Park
Economic Development Department
Attention: Scott Riordan
SRiordan@buenapark.com
714-562-3588

AUTO CENTER

AUTO CENTER

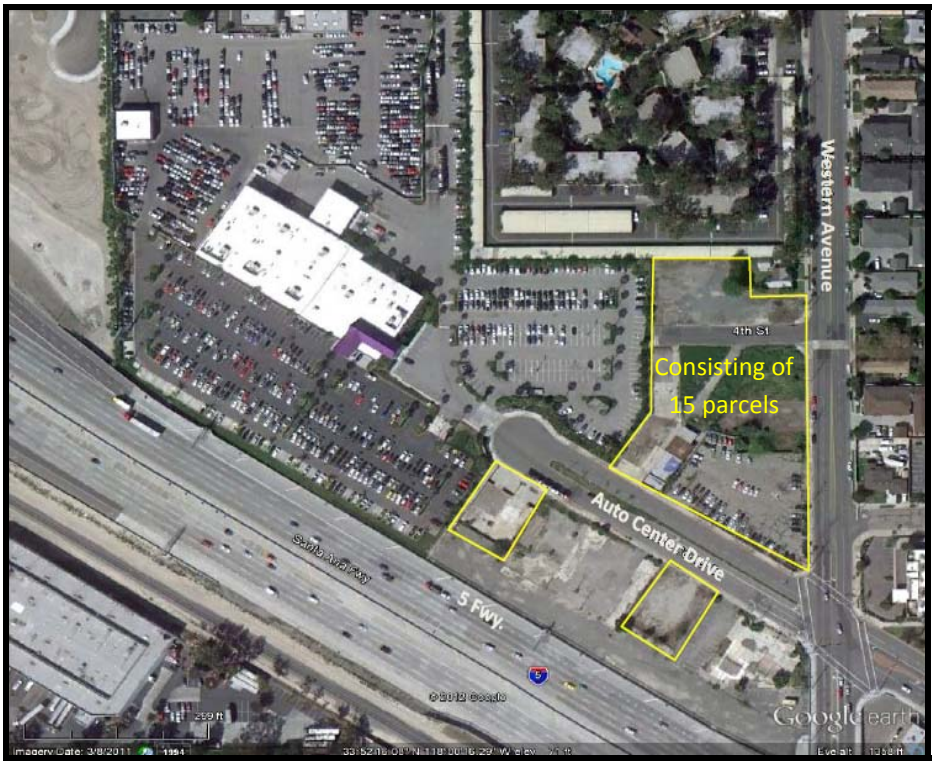
PARCEL INFORMATION

Address	APN	Acquisition Date	Value at Purchase (Purchase Price, including closing costs)	Lot Size
6131 Western Ave.	066-061-15	6/3/1991	$224,118.28	5,933 sq. ft.
7431 4th St.	066-061-04	8/20/1990	$140,095.63	9,869 sq. ft.
7441 4th St.	066-061-03	8/20/1990	$127,343.12	4,888 sq. ft.
6195 Auto Center Dr. (Manchester)	066-063-03	12/20/2005	$559,000.00	10,800 sq. ft.
6176 Auto Center Dr.	066-062-12	4/24/2007	$201,457.00	5,296 sq. ft.
6165 Auto Center Dr.	066-063-07	2/20/2009	$1,240,000.00	10,800 sq. ft.
6161 Western Ave.	066-062-23	11/29/2006	$727,961.52	4,950 sq. ft.
6171 Western Ave., 6141 Western Ave., 6192 Auto Center Dr.	066-062-19 066-062-22 066-062-24 066-062-26 066-062-27 066-062-29 066-062-30	12/30/2010	$2,414,350.02	58,602 sq. ft.
6190 Auto Center Dr., 7400 4th St., 7422 4th St.	066-062-03 066-062-13 066-062-21	1/29/2009	$1,750,000.00	11,395 sq. ft.

Purpose of Acquisition: The properties were acquired to revitalize blighted facilities in order to assemble for future development of automobile dealerships.

Current Zoning: Auto Center Specific Plan (ACSP)

Property Type: Vacant Lot/Land and One Vacant Commercial Building



Subject Properties

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcels including, if available, any appraisal information

Estimated Current Value:	$496,932 ($23 per square foot) for 6165 and 6195 Auto Center Drive. $2,190,000 ($21 per square foot) for 6176, 6190 Auto Center Drive; 7400, 7422, 7431 4th Street; 6131, 6141, 6161, 6171 Western Avenue. Values are based on current market appraisals of the actual or adjacent property. They do not account for potential credits required for environmental cleanup costs.
Proposed Sale Value:	Same as above
Proposed Sale Date:	Two separate transactions estimated to take place between August and December 2013.

ESTIMATE OF ANY LEASE, RENTAL, OR ANY OTHER REVENUES

Estimate of any lease, rental, or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds

Estimate of Lease/Rental/Other: $2,645.00/mo. – month-to-month lease with Sonic Automotive – 6192 Auto Center Drive for automobile storage.

Contractual Requirements for Use of Income/Revenue: None

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a Brownfield site, any related environmental studies, and history of any remediation efforts

Address	Brownfield Status	Studies Conducted	Remediation Efforts
6131 Western Ave.	N/A	Phase I and Asbestos Survey	Asbestos material removed during building demolition
7431 4th St.	N/A	Phase I	None
7441 4th St.	N/A	Phase I	None
6195 Auto Center Dr.	N/A	Phase I, Phase II and Asbestos Survey	Contaminated soil containing Total Petroleum Hydrocarbons (TPH) and Tetrachloroethene (PCE) removed during demolition; asbestos material removed during demolition.
6176 Auto Center Dr.	N/A	Phase I and Asbestos Survey	Asbestos material removed during building demolition
6165 Auto Center Dr.	N/A	Phase I, Phase II and Additional Investigation Report	Asbestos material removed during building demolition
6161 Western Ave.	N/A	Phase I and Asbestos Survey	Asbestos material removed during building demolition
6171 Western Ave., 6141 Western Ave., 6192 Auto Center Dr.	N/A	Phase I, Phase II, Soil Vapor Testing, Ground Water Analysis and Additional Site Investigation work Plan	Impact from various volatile organic compounds (VOCs) and petroleum hydrocarbons (TPH) in the soil and groundwater in the vicinity of the former underground storage tanks associated with a former gasoline station. Remediation measures will be determined when the investigation is complete.
6190 Auto Center Dr., 7400 4th St., 7422 4th St.	N/A	Phase I and Asbestos Survey	Asbestos material removed in the single-family home during building demolition. Asbestos material identified in the commercial building will be removed when building is demolished in the future.

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development

The Mobility Element in the Buena Park General Plan includes a goal to provide Transit-Oriented Development (TOD) in appropriate locations in the City. Higher intensity residential and commercial developments are encouraged within ¼-mile of existing and potential future high-frequency bus transit corridors, especially in areas where two or more high-frequency transit lines cross. Design of new buildings near high-frequency transit locations should be oriented toward the transit facility including direct pedestrian access between buildings and transit stops.

These parcels are located near major public transit systems in Buena Park. The Buena Park Metrolink regional commuter rail line station is served by the Orange County Line, which begins in Oceanside in San Diego County; and the 91 Line, which begins in Riverside County. Both lines head north to Union Station in downtown Los Angeles. The Metrolink is within 2.6 miles of these properties. Orange County Transportation Authority (OCTA) provides local bus services and the nearest transit stop is on Beach Boulevard, within .62 miles of the proposed new automobile dealership.

The subject properties are located within the Auto Center Specific Plan (ACSP) zone. The ACSP identifies this area as an opportunity for expansion of existing and new dealerships between Artesia Boulevard and the I-5 Freeway, west of Western Avenue. Since these sites are not permitted for higher intensity residential and commercial development, these locations are not conducive to Transit-Oriented Development.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the successor agency

The use of these properties for the expansion of the City's Auto Center would advance the planning objectives of the City of Buena Park. The goals of the Auto Center Specific Plan, General Plan and Redevelopment Plan is to promote the Auto Center as a regional automobile sales destination to retain existing dealerships and encourage new dealerships to locate within the Auto Center. Several parcels were acquired and assembled to attract a new automobile dealership to the Auto Center.

The current General Plan designation of the subject property is Commercial which includes auto dealerships and a wide range of automobile related commercial land uses. The zoning for the subject properties is ACSP (Auto Center Specific Plan) within the A3 Sub-district which is envisioned for expansion of the existing and new dealerships between Artesia Boulevard and I-5 Freeway, west of Western Avenue. Permitted uses within the A3 Sub-district include auto dealerships for new sales/lease of autos and trucks as well as incidental retail uses anchored by a minimum 50,000 sq. ft. major tenant.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property

The Redevelopment Agency and Successor Agency have been in negotiations and under an Exclusive Right to Negotiate with General Motors dating back to 2010. A portion of the property has been leased for off site automobile storage on a month-to-month basis dating back to December 2010.

USE/DISPOSITION OF PROPERTY

Identify the use or disposition of the property, which could include 1) the retention of the property for governmental use, 2) the retention of the property for future development, 3) the sale of the property, or 4) the use of the property to fulfill an enforcement obligation

The Successor Agency intends to sell the property (Sec 34191.5 (2)) to GM as soon as possible to begin the development process. The Successor Agency intends to sell the property to General Motors for the development of a new Chevrolet (or other GM brands) automobile dealership as soon as possible at fair market value based on recent appraisals. Two transactions are likely to occur to accommodate environmental cleanup efforts. The Successor Agency may need to fulfill additional cleanup efforts prior to being able to transfer the property to GM. A Purchase and Sale Agreement for 6165 and 6195 Auto Center Drive is being considered by the Oversight Board and submitted to the Department of Finance for approval concurrently with this Long Range Property Management Plan. General Motors is currently leasing private property nearby for a temporary Chevrolet dealership. The lease for the site expires in mid 2014. Time is of the essence to close these transactions as soon as possible to avoid the shutting down of a job and income producing business.

The new dealership is projected to generate nearly $90 million in annual sales, over $7 million in sales tax and over 60 permanent jobs. Additionally, hundreds of construction jobs will be created during the development process.

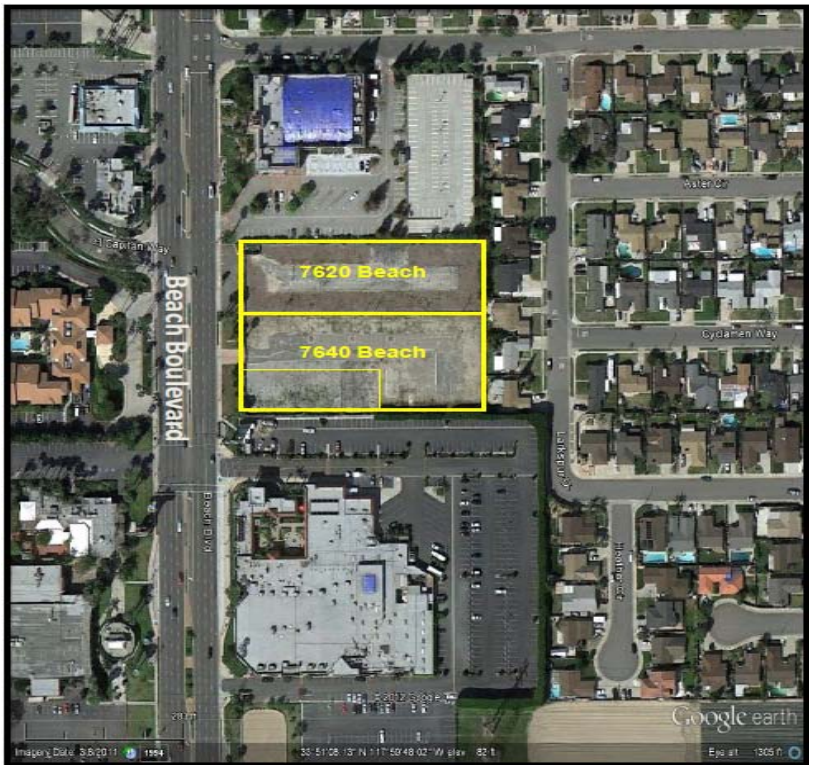
If the Successor Agency is unable to sell the property to General Motors, other automobile dealerships will be sought to purchase the property for the development of one or more new auto dealerships.

ENTERTAINMENT ZONE

ENTERTAINMENT ZONE

PARCEL INFORMATION

Property Address:	**7620 and 7640 Beach Boulevard, Buena Park**
Assessor Parcel No.:	136-262-17, 136-262-19 and 136-262-21
Acquisition Date:	5/5/2007 (7620 Beach Boulevard) 10/3/2005 (7640 Beach Boulevard)
Value at Purchase: (Purchase Price, including closing costs)	$4,730,140.00 (7620 Beach Boulevard) $4,357,204.00 (7640 Beach Boulevard)
Purpose of Acquisition:	The properties were acquired to demolish two older and blighted motels for the development of entertainment attractions.
Lot Size:	138,877 sq. ft.
Current Zoning:	Entertainment Corridor Specific Plan (ECSP) - Subdistrict B1(a). Allows for entertainment uses; museums, hotels, and restaurants permitted as incidental uses to an entertainment use.
Property Type:	Vacant Lot/Land



Subject Property

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcel including, if available, any appraisal information

Estimated Current Value:	No current appraisals exist. Based on recent proposals estimated land values range from $9 – 14 per square foot (psf). Re-use land values for entertainment zoned properties tend to be lower due to higher development costs required and risk to the developer.
Proposed Sale Value:	To be determined based on actual development proposals
Proposed Sale Date:	To be determined

ESTIMATE OF ANY LEASE, RENTAL, OR ANY OTHER REVENUES

Estimate of any lease, rental, or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds

Estimate of Lease/Rental/Other:	None
Contractual Requirements for Use of Income/Revenue:	N/A

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a Brownfield site, any related environmental studies, and history of any remediation efforts

Brownfield Status:	N/A
Studies Conducted:	Phase I Site Assessment and Asbestos Survey
Remediation Efforts	Asbestos abated during building demolition

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development

The Mobility Element in the Buena Park General Plan includes a goal to provide Transit-Oriented Development (TOD) in appropriate locations in the City. Higher intensity residential and commercial developments are encouraged within ¼-mile of existing and potential future high-frequency bus transit corridors, especially in areas where two or more high-frequency transit lines cross. Design of new buildings near high-frequency transit locations should be oriented toward the transit facility including direct pedestrian access between buildings and transit stops.

The two parcels are located near major public transit systems in Buena Park. The Buena Park Metrolink regional commuter rail line station is served by the Orange County Line, which begins in Oceanside in San Diego County; and the 91 Line, which begins in Riverside County. Both lines head north to Union Station in downtown Los

Angeles. The Metrolink is within 2.6 miles of these two properties. Orange County Transportation Authority (OCTA) provides local bus services and the properties are located along OCTA Bus Route 29. The Anaheim Resort Transportation System also provides local tourist bus service between the Anaheim Resort area and Buena Park's Entertainment Corridor.

The two properties are located within the Entertainment Corridor Focus Area in the Buena Park General Plan. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects to the major entertainment attractions along Beach Boulevard. Entertainment and entertainment related uses are envisioned for this area in order to create a regional destination. The Entertainment Corridor is considered the "heart" of the City. Since these two sites are not permitted for higher intensity residential and commercial development, these locations are not conducive to typical Transit-Oriented Development. However, transit-oriented entertainment related development could be achieved by providing appropriate connections to the existing transit corridors and pedestrian facilities.

PLANNING OBJECTIVES OF THE SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the successor agency

The Buena Park General Plan land use designation for the two vacant parcels is Tourist Entertainment and the properties are located within the Entertainment Corridor Focus Area. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects Knott's Berry Farm to the Buena Park Mall and other visitor serving uses along Beach Boulevard. The mix of entertainment, world-class shopping, excellent dining, and civic spaces are envisioned to create a regional destination where visitors can patronize local attractions without leaving the Entertainment Corridor.

The zoning for the properties is Entertainment Corridor Specific Plan (ECSP) in subdistrict B1(a) within the Theater District. The Theater District is envisioned for entertainment establishments that visitors select as amusement designations. Major entertainment uses within this area include Pirates Dinner Adventure and Medieval Times Dinner Theater. The permitted uses for Sub-District B1(a) allows for only entertainment uses/attractions. Museums, hotels and restaurants would be permitted as incidental uses to an entertainment use.

The use of these sites for entertainment uses is consistent with the goals of the Corrected Amendment 2007 Merged, Amended and Restated Redevelopment Plan for the Buena Park Consolidated Redevelopment Project Area adopted on June 26, 2007 and corrected on January 22, 2008 (Redevelopment Plan); the Redevelopment Implementation Plan 2010-2014 adopted December 8, 2009 (Implementation Plan); and the Buena Park Entertainment Zone Action Plan, adopted December 2008 (Action Plan). The Action Plan designated these sites for Museums and Attractions, along with themed dining, specialty retail/restaurants, branded hospitality, and parking structures.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITITY

Brief history of previous development proposals and activity, including the rental or lease of the property

The former Redevelopment Agency and Successor Agency have received proposals for an expansion of the Pirates Dinner Adventure with another dinner show concept, an outdoor surf park, a family buffet restaurant and a country western themed dinner house theatre. Pirates decided not to pursue the project due to the downturn in the economy. The Surf Park required long term financing, and the buffet restaurant underutilized the site.

The Successor Agency is currently in negotiations with a developer for a proposed 40,000 sq. ft. country western themed dinner house theatre. The project would bring 500,000-600,000 visitors per year to the Entertainment Zone.

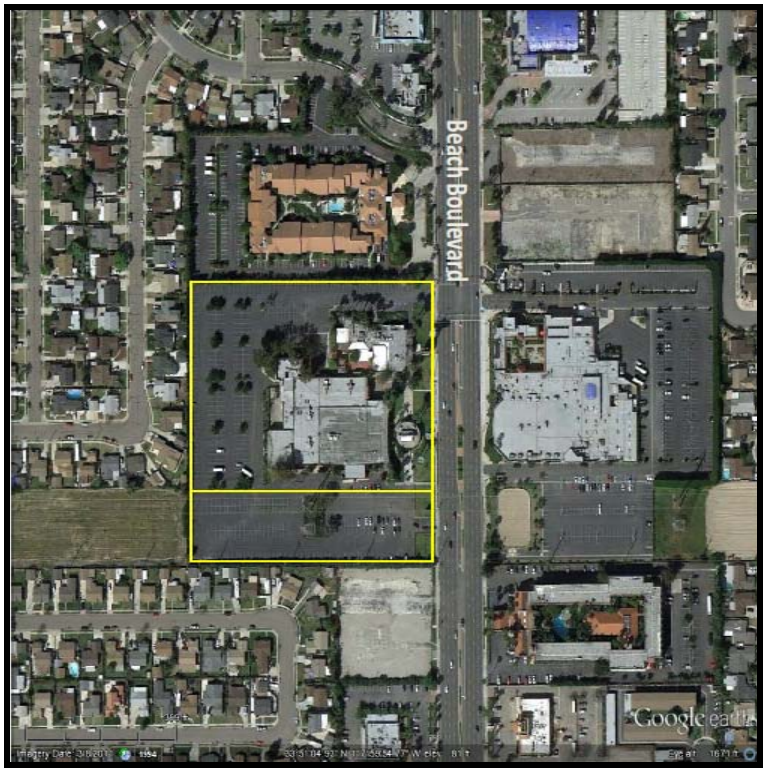
USE/DISPOSITION OF PROPERTY

Identify the use or disposition of the property, which could include 1) the retention of the property for governmental use, 2) the retention of the property for future development, 3) the sale of the property, or 4) the use of the property to fulfill an enforcement obligation

The Successor Agency intends to retain the properties for the future development of entertainment attractions. Should negotiations with the country western dinner house theatre developer not be successful, the Agency would solicit proposals from other entertainment attractions. The proposals would need to conform to the Successor Agency's vision for the area and the Entertainment Corridor Specific Plan and the Action Plan. It is anticipated that the Successor Agency would seek a developer with the experience and financial ability to develop a successful entertainment attraction. The goal would be a project that generates property taxes that would be shared with the taxing entities, as well as sales or transient occupancy taxes for the City of Buena Park.

PARCEL INFORMATION

Property Address:	**7711-7733 Beach Boulevard, Buena Park**
Assessor Parcel No.:	136-203-40 and 136-211-64
Acquisition Date:	5/18/2007
Value at Purchase: (Purchase Price, including closing costs)	$9,095,198.86
Purpose of Acquisition:	The property was acquired to demolish the 50 year-old blighted former Movieland Wax Museum and ancillary restaurant buildings for the future development of entertainment attractions
Lot Size:	374,469 sq. ft.
Current Zoning:	Entertainment Corridor Specific Plan (ECSP) - Subdistrict B2(a). Allows for entertainment uses; museums, hotels and restaurants permitted as incidental uses to an entertainment use.
Property Type:	Commercial Buildings
Permissible Use:	Future Development



Subject Property

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcel including, if available, any appraisal information

Estimated Current Value:	No current appraisal exists. Based on recent aquarium proposal estimated reuse land value range from $3-5 per square foot (psf). Re-use land values for entertainment zoned properties tend to be lower due to the higher development costs and risk to the developer. In this case, development cost is estimated at $60-70 million.
Proposed Sale Value:	To be determined based on actual development proposals
Proposed Sale Date:	To be determined

ESTIMATE OF ANY LEASE, RENTAL, OR ANY OTHER REVENUES

Estimate of any lease, rental, or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds

Estimate of Lease/Rental/Other:	$1,000/mo. – month-to-month lease with Pirates Dinner for offsite parking $5,000/mo. – month-to-month lease with Medieval Times for offsite parking $5,009/mo. – lease with Starbucks Coffee (expires 4/30/18) $1.00/mo. – lease with Premier Exhibitions (expires 1/1/15)
Contractual Requirements for Use of Income/Revenue:	None

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a Brownfield site, any related environmental studies, and history of any remediation efforts

Brownfield Status:	N/A
Studies Conducted:	Phase I Site Assessment and Asbestos Survey
Remediation Efforts:	Asbestos containing material identified in building material

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development

The Mobility Element in the Buena Park General Plan includes a goal to provide Transit-Oriented Development (TOD) in appropriate locations in the City. Higher intensity residential and commercial developments are encouraged within ¼-mile of existing and potential future high-frequency bus transit corridors, especially in areas where two or more high-frequency transit lines cross. Design of new buildings near high-frequency transit locations should be oriented toward the transit facility including direct pedestrian access between buildings and transit stops.

The property is located near major public transit systems in Buena Park. The Buena Park Metrolink regional commuter rail line station is served by the Orange County Line, which begins in Oceanside in San Diego County; and the 91 Line, which begins in Riverside County. Both lines head north to Union Station in downtown Los Angeles. The Metrolink is within 2.8 miles of the property. Orange County Transportation Authority (OCTA) provides local bus services and the property is located along OCTA Bus Route 29. The Anaheim Resort Transportation System also provides local tourist bus service between the Anaheim Resort area and Buena Park's Entertainment Corridor.

The subject property is located within the Entertainment Corridor Focus Area in the Buena Park General Plan. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects to the major entertainment attractions along Beach Boulevard. Entertainment and entertainment related uses are envisioned for this area in order to create a regional destination. The Entertainment Corridor is considered the "heart" of the City. Since the site is not permitted for higher intensity residential and commercial development, this location is not conducive to typical Transit-Oriented Development. However, transit-oriented entertainment related development could be achieved by providing appropriate connections to the existing transit corridors and pedestrian facilities.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the successor agency

The Buena Park General Plan land use designation for this property is Tourist Entertainment and the property is located within the Entertainment Corridor Focus Area. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects Knott's Berry Farm to the Mall and other visitor serving uses along Beach Boulevard. The mix of entertainment, world-class shopping, excellent dining, and civic spaces are envisioned to create a regional destination where visitors can patronize local attractions without leaving the Entertainment Corridor.

The zoning for the property is Entertainment Corridor Specific Plan (ECSP) in subdistrict B2(a) within the Theater District. The Theater District is envisioned for entertainment establishments that visitors select as amusement designations. Major entertainment uses within this area include Pirates Dinner Adventure and Medieval Times Dinner Theater. The permitted uses for Sub-District B2(a) allows for only entertainment uses. Museums, hotels and restaurants would be permitted as incidental uses to an entertainment use.

The use of these sites for entertainment uses is consistent with the goals of the Corrected Amendment 2007 Merged, Amended and Restated Redevelopment Plan for the Buena Park Consolidated Redevelopment Project Area adopted on June 26, 2007 and corrected on January 22, 2008 (Redevelopment Plan); the Redevelopment Implementation Plan 2010-2014 adopted December 8, 2009 (Implementation Plan); and the Buena Park Entertainment Zone Action Plan, adopted December 2008 (Action Plan). The Action Plan designated these sites for Museums and Attractions, along with themed dining, specialty retail/restaurants, branded hospitality, and parking structures.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property

Developers have submitted proposals for non-themed restaurants, hotels, and retail; an indoor ski slope; a concert venue; surf themed hotel; residential, and retail shops. The past proposals either did not meet City goals, zoning, or could not get financing. The most recent proposal is an aquarium with five entertainment venues. The Agency is in negotiations with the developer for the aquarium, based on their proposal meeting all of the objectives of the Successor Agency, permitted zoning, experience in developing successful aquariums, and their financial ability to implement the project. The Developer is completing their feasibility study at which point the Successor Agency will start negotiating the price and terms for the property. The project would bring 2-2.5 million visitors per year to the Entertainment Zone. The Department of Finance approved a short-term 21 month lease between the Successor Agency and Premier Exhibitions for an interim entertainment use on the site with the understanding that it would take time to complete negotiations, design, and entitlements for the project while reducing ROPS property maintenance costs

USE/DISPOSITION OF PROPERTY

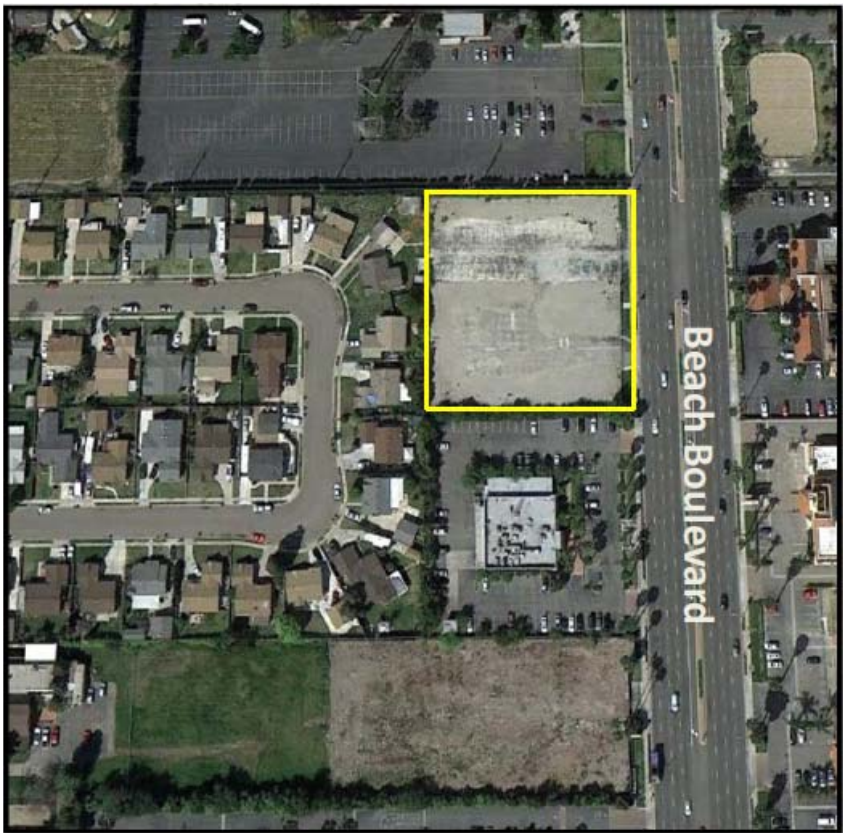
Identify the use or disposition of the property, which could include 1) the retention of the property for governmental use, 2) the retention of the property for future development, 3) the sale of the property, or 4) the use of the property to fulfill an enforcement obligation

The Successor Agency intends to retain the properties for the future development of entertainment attractions. Should negotiations with the aquarium developer not be successful, the Agency would solicit proposals from other entertainment attractions. The proposals would need to conform to the Successor Agency's vision for the area and the Entertainment Corridor Specific Plan and Action Plan. It is anticipated that the Successor Agency would seek a developer with the experience and financial ability to develop a successful entertainment attraction. The goal would be a project that generates property taxes that would be shared with the taxing entities, as well as sales or transient occupancy taxes for the City of Buena Park.

The Successor Agency may consider, as an interim use, continuation or extension of existing leases to help offset property maintenance obligations until the ultimate disposition/sale of the property is achieved.

PARCEL INFORMATION

Property Address:	**7777 Beach Boulevard, Buena Park**
Assessor Parcel No.:	136-211-68
Acquisition Date:	12/22/2008
Value at Purchase: (Purchase Price, including closing costs)	$9,197,337.04
Purpose of Acquisition:	The property was acquired to demolish an older blighted motel and restaurant for the future development of entertainment, specialty retail or restaurant uses.
Lot Size:	62,522 sq. ft.
Current Zoning:	Entertainment Corridor Specific Plan (ECSP) - Subdistrict C2(a). Allows for entertainment uses, museums, hotels, and conference center hotels and restaurants.
Property Type:	Vacant Lot/Land



Subject Property

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcel including, if available, any appraisal information

Estimated Current Value:	No current appraisal exists. Based on recent proposals re-use values range from $17-25 per square foot (psf).
Proposed Sale Value:	To be determined based on actual development proposals
Proposed Sale Date:	To be determined

ESTIMATE OF ANY LEASE, RENTAL, OR ANY OTHER REVENUES

Estimate of any lease, rental, or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds

Estimate of Income/Revenue/Other:	None
Contractual Requirements for Use of Income/Revenue:	N/A

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a Brownfield site, any related environmental studies, and history of any remediation efforts

Brownfield Status:	N/A
Studies Conducted:	Phase I Site Assessment and Asbestos Survey
Remediation Efforts:	Asbestos abated during building demolition

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development

The Mobility Element in the Buena Park General Plan includes a goal to provide Transit-Oriented Development (TOD) in appropriate locations in the City. Higher intensity residential and commercial developments are encouraged within ¼-mile of existing and potential future high-frequency bus transit corridors, especially in areas where two or more high-frequency transit lines cross. Design of new buildings near high-frequency transit locations should be oriented toward the transit facility including direct pedestrian access between buildings and transit stops
.
The property is located near major public transit systems in Buena Park. The Buena Park Metrolink regional commuter rail line station is served by the Orange County Line, which begins in Oceanside in San Diego County; and the 91 Line, which begins in Riverside County. Both lines head north to Union Station in downtown Los Angeles. The Metrolink is within 3 miles of the property. Orange County Transportation Authority (OCTA) provides local bus services and the property is located along OCTA Bus Route 29. The Anaheim Resort Transportation System also provides local tourist bus service between the Anaheim Resort area and Buena Park's Entertainment Corridor.

The subject property is located within the Entertainment Corridor Focus Area in the Buena Park General Plan. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects to the major entertainment attractions along Beach Boulevard. Entertainment and entertainment related uses are envisioned for this area in order to create a regional destination. The Entertainment Corridor is considered the "heart" of the City. Since the site is not permitted for higher intensity residential and commercial development, this location is not conducive to typical Transit-Oriented Development. However, transit-oriented entertainment related development could be achieved by providing appropriate connections to the existing transit corridors and pedestrian facilities.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the successor agency

The Buena Park General Plan land use designation for this vacant parcel is Tourist Entertainment and the property is located within the Entertainment Corridor Focus Area. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects Knott's Berry Farm to the Mall and other visitor serving uses along Beach Boulevard. The mix of entertainment, world-class shopping, excellent dining, and civic spaces are envisioned to create a regional destination where visitors can patronize local attractions without leaving the Entertainment Corridor.

The zoning for the property is Entertainment Corridor Specific Plan (ECSP) in subdistrict C2(a) within the Promenade District. The Promenade District is envisioned for entertainment related uses designed to provide pedestrian activities and connectivity to the major amusement designations within the corridor including Knott's Berry Farm and the Buena Park Mall. The permitted uses for Sub-District C2(a) allows for entertainment uses, museums, hotels, conference center hotels, and restaurants.

The use of these sites for entertainment uses is consistent with the goals of the Corrected Amendment 2007 Merged, Amended and Restated Redevelopment Plan for the Buena Park Consolidated Redevelopment Project Area adopted on June 26, 2007 and corrected on January 22, 2008 (Redevelopment Plan); the Redevelopment Implementation Plan 2010-2014 adopted December 8, 2009 (Implementation Plan); and the Buena Park Entertainment Zone Action Plan, adopted December 2008 (Action Plan). The Action Plan indicates the parcel should be planned with the adjacent 8 acre former Movieland Wax museum site to be developed for specialty restaurants, themed dining, clubs, and entertainment uses.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property

The former Redevelopment Agency and Successor have received six proposals from developers for restaurants. The land re-use value is tied to the restaurant type. The Successor Agency feels it is more important to secure the entertainment attraction developer on the adjacent 8.74-acre site before it can be determined which proposal is best on this parcel.

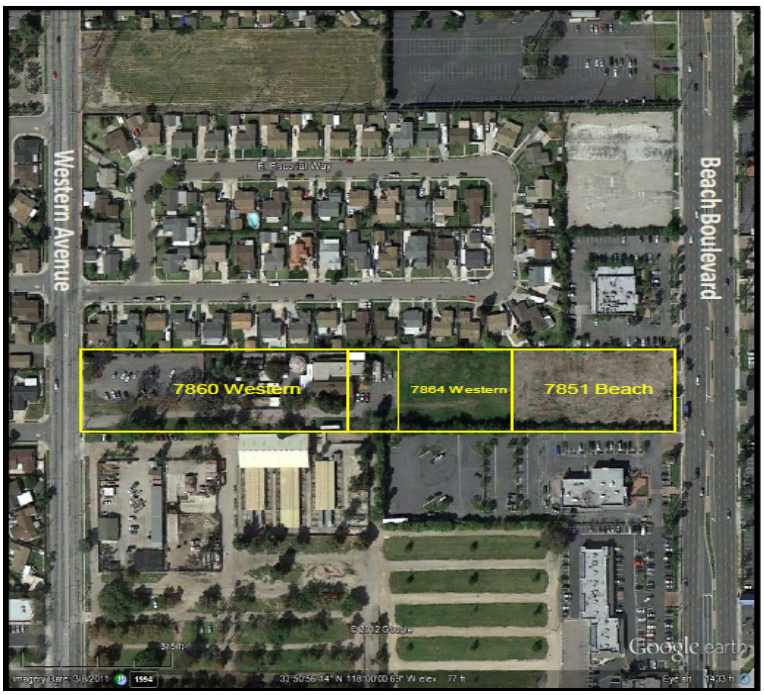
USE/DISPOSITION OF PROPERTY

Identify the use or disposition of the property, which could include 1) the retention of the property for governmental use, 2) the retention of the property for future development, 3) the sale of the property, or 4) the use of the property to fulfill an enforcement obligation

The Successor Agency intends to retain the property for the future development of restaurants and entertainment attractions. Should negotiations with the aquarium developer for the adjacent 8.74-acre site not be successful, the Agency would solicit proposals from other entertainment, museum and restaurant developers. The proposals would need to conform to the Successor Agency's vision for the area and the Entertainment Corridor Specific Plan and the Action Plan. It is anticipated that the Successor Agency would seek a developer with the experience and financial ability to develop a successful entertainment, museum or restaurant project. The goal would be a project that generates property taxes that would be shared with the taxing entities, as well as sales or transient occupancy taxes for the City of Buena Park.

PARCEL INFORMATION

Property Address:	**7851 Beach Boulevard and 7860 and 7864 Western Avenue, Buena Park**
Assessor Parcel No.:	136-211-39, 136-211-40, 136-211-56, 136-211-66
Acquisition Date:	6/30/2011 (7860 Western 1/02/2009 (7864 Western) 7/31/2007 (7851 Beach)
Value at Purchase: (Purchase Price, including closing costs)	$3,577,494.50 (7860 Western) $1,829,239.28 (7864 Western) $5,011,992.00 (7851 Beach)
Purpose of Acquisition:	The properties were acquired to demolish an older blighted motel and commercial warehouse building to combine with adjacent parcels for the future development of a mixed-use retail, hospitality and restaurant development with meeting space to anchor Beach Boulevard and La Palma Avenue intersection to improve the overall entertainment area with new uses to encourage more visits to the area.
Lot Size:	210,646 sq. ft.
Current Zoning:	Entertainment Corridor Specific Plan (ECSP) - Subdistrict C2(a). Allows for entertainment uses, museums, hotels, conference center hotels, and restaurants.
Property Type:	Vacant Commercial Building and Vacant Lot/Land



Subject Property

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcel including, if available, any appraisal information

Estimated Current Value:	No current appraisal exists. Based on recent hotel development proposals the re-use value of the land is estimated at $13-16 per square foot (psf).
Proposed Sale Value:	To be determined based on actual development proposals
Proposed Sale Date:	To be determined

ESTIMATE OF ANY LEASE, RENTAL, OR ANY OTHER REVENUES

Estimate of any lease, rental, or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds

Estimate of Lease/Rental/Other:	$6,295.50/mo. – lease with U.S. Postal Service (expires 8/31/15) - 7860 Western
Contractual Requirements for Use of Income/Revenue:	None

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a Brownfield site, any related environmental studies, and history of any remediation efforts

Brownfield Status:	N/A
Studies Conducted:	Phase I Site Assessment and Asbestos Survey
Remediation Efforts:	Asbestos containing material identified in building material will be removed during demolition

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development

The Mobility Element in the Buena Park General Plan includes a goal to provide Transit-Oriented Development (TOD) in appropriate locations in the City. Higher intensity residential and commercial developments are encouraged within ¼-mile of existing and potential future high-frequency bus transit corridors, especially in areas where two or more high-frequency transit lines cross. Design of new buildings near high-frequency transit locations should be oriented toward the transit facility including direct pedestrian access between buildings and transit stops.

The properties are located near major public transit systems in Buena Park. The Buena Park Metrolink regional commuter rail line station is served by the Orange County Line, which begins in Oceanside in San Diego County; and the 91 Line, which begins in Riverside County. Both lines head north to Union Station in downtown Los Angeles. The Metrolink is within 3 miles of the properties. Orange County Transportation Authority (OCTA) provides local bus services and the properties are located along OCTA Bus Route 29. The Anaheim Resort

Transportation System also provides local tourist bus service between the Anaheim Resort area and Buena Park's Entertainment Corridor.

The subject properties are located within the Entertainment Corridor Focus Area in the Buena Park General Plan. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects to the major entertainment attractions along Beach Boulevard. Entertainment and entertainment related uses are envisioned to create a regional destination. The Entertainment Corridor is considered the "heart" of the City. Since the site is not permitted for higher intensity residential and commercial development, these locations are not conducive to typical Transit-Oriented Development. However, transit-oriented entertainment related development could be achieved by providing appropriate connections to the existing transit corridors and pedestrian facilities.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the successor agency

The Buena Park General Plan land use designation for these parcels is Tourist Entertainment and the properties are located within the Entertainment Corridor Focus Area. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects Knott's Berry Farm to the Mall and other visitor serving uses along Beach Boulevard. The mix of entertainment, world-class shopping, excellent dining, and civic spaces are envisioned to create a regional destination where visitors can patronize local attractions without leaving the Entertainment Corridor.

The zoning for the properties is Entertainment Corridor Specific Plan (ECSP) in subdistrict C2(a) within the Promenade District. The Promenade District is envisioned for entertainment related uses designed to provide pedestrian activities and connectivity to the major amusement designations within the corridor including Knott's Berry Farm and the Buena Park Mall. The permitted uses for Sub-District C2(a) allows for entertainment uses, museums, hotels, conference center hotels, and restaurants.

The Action Plan designated these properties to be combined with the adjacent two properties to the south all the way to La Palma Avenue to create a mixed use retail and hospitality development to anchor the Beach Boulevard and La Palma Avenue intersection. This site would be directly north of Knott's Berry Farm.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property

The former Redevelopment Agency was in negotiations to purchase the two adjacent properties when the Supreme Court placed a stay on Redevelopment. Negotiations were halted and the Successor Agency has worked with two developers proposing a hotel, meeting space, restaurant, and possibly an entertainment venue on these sites. One developer has negotiated the purchase of the adjacent parcel for the development of a hotel, restaurant, coffee house and entertainment attraction. Negotiations are underway with both developers.

USE/DISPOSITION OF PROPERTY

Identify the use or disposition of the property, which could include 1) the retention of the property for governmental use, 2) the retention of the property for future development, 3) the sale of the property, or 4) the use of the property to fulfill an enforcement obligation

The Successor Agency intends to retain the properties for future development of a hotel, themed dining, clubs, retail, or entertainment attractions. Should negotiations with the developers not be successful, the Agency would solicit proposals from other developers. The proposals would need to conform to the Successor Agency's vision for the area and the Entertainment Corridor Specific Plan and the Action Plan. It is anticipated that the Successor Agency would seek a developer with the experience and financial ability to develop a successful entertainment, museum, hotel, and conference center hotel or restaurant project. The goal is a project that generates property taxes that would be shared with the taxing entities, as well as sales or transient occupancy taxes for the City of Buena Park.

PARCEL INFORMATION

Property Address:	**7860 Beach Boulevard, Buena Park**
Assessor Parcel No.:	136-231-35
Acquisition Date:	9/10/2009
Value at Purchase: (Purchase Price, including closing costs)	$5,978,481.54
Purpose of Acquisition:	The property was acquired to demolish an older blighted motel property for the future development of entertainment, hotel and restaurant uses.
Lot Size:	63,178 sq. ft.
Current Zoning:	Entertainment Corridor Specific Plan (ECSP) - Subdistrict C1(a). Allows for entertainment uses, museums, hotels, conference center hotels and restaurants.
Property Type:	Vacant Lot/Land



Subject Property

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcel including, if available, any appraisal information

Estimated Current Value:	No current appraisal exists. Based on recent proposals the re-use value for an extended stay hotel ranges from $9-12 per square foot (psf) and for restaurant use the range is $14-16 psf.
Proposed Sale Value:	To be determined based on actual development proposals
Proposed Sale Date:	To be determined

ESTIMATE OF ANY LEASE, RENTAL, OR ANY OTHER REVENUES

Estimate of any lease, rental, or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds

Estimate of Lease/Rental/Other:	None
Contractual Requirements for Use of Income/Revenue:	N/A

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a Brownfield site, any related environmental studies, and history of any remediation efforts

Brownfield Status:	N/A
Studies Conducted:	Phase I Site Assessment and Asbestos Survey
Remediation Efforts:	Asbestos abated during building demolition

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development

The Mobility Element in the Buena Park General Plan includes a goal to provide Transit-Oriented Development (TOD) in appropriate locations in the City. Higher intensity residential and commercial developments are encouraged within ¼-mile of existing and potential future high-frequency bus transit corridors, especially in areas where two or more high-frequency transit lines cross. Design of new buildings near high-frequency transit locations should be oriented toward the transit facility including direct pedestrian access between buildings and transit stops. The property is located near major public transit systems in Buena Park. The Buena Park Metrolink regional commuter rail line station is served by the Orange County Line, which begins in Oceanside in San Diego County; and the 91 Line, which begins in Riverside County. Both lines head north to Union Station in downtown Los Angeles. The Metrolink is within 2.9 miles of the property. Orange County Transportation Authority (OCTA) provides local bus services and the property is located along OCTA Bus Route 29. The Anaheim Resort Transportation System also provides local tourist bus service between the Anaheim Resort area and Buena Park's Entertainment Corridor.

The subject property is located within the Entertainment Corridor Focus Area in the Buena Park General Plan. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects to the major entertainment attractions along Beach Boulevard. Entertainment and entertainment related uses are envisioned for this area in order to create a regional destination. The Entertainment Corridor is considered the "heart" of the City. Since the site is not permitted for higher intensity residential and commercial development, this location is not conducive to typical Transit-Oriented Development. However, transit-oriented entertainment related development could be achieved by providing appropriate connections to the existing transit corridors and pedestrian facilities.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the successor agency

The Buena Park General Plan land use designation for the property is Tourist Entertainment and the property is located within the Entertainment Corridor Focus Area. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects Knott's Berry Farm to the Mall and other visitor serving uses along Beach Boulevard. The mix of entertainment, world-class shopping, excellent dining, and civic spaces are envisioned to create a regional destination where visitors can patronize local attractions without leaving the Entertainment Corridor.

The zoning for the property is Entertainment Corridor Specific Plan (ECSP) in subdistrict C1(a) within the Promenade District. The Promenade District is envisioned for entertainment related uses designed to provide pedestrian activities and connectivity to the major amusement designations within the corridor including Knott's Berry Farm and the Buena Park Mall. The permitted uses for Sub-District C1(a) allows for entertainment uses, museums, hotels, conference center hotels, and restaurants.

The use of these sites for entertainment uses is consistent with the goals of the Corrected Amendment 2007 Merged, Amended and Restated Redevelopment Plan for the Buena Park Consolidated Redevelopment Project Area adopted on June 26, 2007 and corrected on January 22, 2008 (Redevelopment Plan); the Redevelopment Implementation Plan 2010-2014 adopted December 8, 2009 (Implementation Plan); and the Buena Park Entertainment Zone Action Plan, adopted December 2008 (Action Plan). The Action Plan designated this parcel and several adjacent parcels to be combined for a "Supercorner" link between the Mall and Beach and La Palma.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property

The former Redevelopment Agency was not successful in negotiations with adjacent owners to create the "Supercorner" link between the Buena Park Mall site and Beach Boulevard and La Palma Avenue before the Supreme Court stay on redevelopment. The Successor Agency has received proposals from two (2) developers to develop a 90-unit extended stay hotel or restaurant uses on the site. Negotiations are ongoing with both developers.

USE/DISPOSITION OF PROPERTY

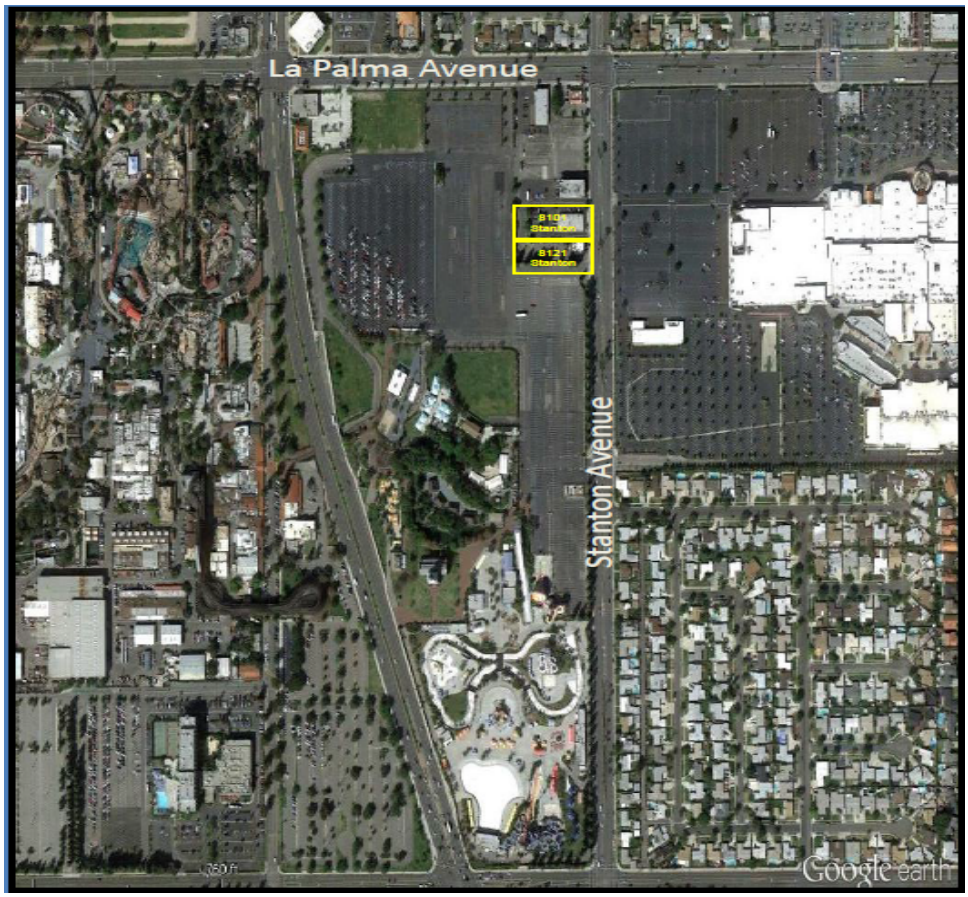
Identify the use or disposition of the property, which could include 1) the retention of the property for governmental use, 2) the retention of the property for future development, 3) the sale of the property, or 4) the use of the property to fulfill an enforcement obligation

The Successor Agency intends to retain the properties for future development of a hotel, themed dining, clubs, retail, or entertainment attractions. Should negotiations with the developers not be successful, the Agency would solicit proposals from other developers. The proposals would need to conform to the Successor Agency's vision for the area and the Entertainment Corridor Specific Plan and the Action Plan. It is anticipated that the Successor Agency would seek a developer with the experience and financial ability to develop a successful hotel development, entertainment, museum or restaurant project. The goal is a project that generates property

taxes that would be shared with the taxing entities, as well as sales or transient occupancy taxes for the City of Buena Park.

PARCEL INFORMATION

Property Address:	**8101 and 8121 Stanton Avenue, Buena Park**
Assessor Parcel No.:	135-081-13 and 135-081-27
Acquisition Date:	4/20/2011(8101 Stanton) 4/14/2011(8121 Stanton)
Value at Purchase: (Purchase Price, including closing cost)	$1,951,424.50 (8101 Stanton) $600,690.00 (8121 Stanton)
Purpose of Acquisition:	The properties were acquired to demolish blighted commercial properties for future development of an entertainment use in conjunction with Knott's Berry Farm.
Lot Size:	48,184 sq. ft.
Current Zoning:	Entertainment Corridor Specific Plan (ECSP) - Subdistrict C3(b). Allows for entertainment uses, tourist services, personal services, commercial retail, museums, hotels and restaurants.
Property Type:	Vacant Blighted Commercial Buildings



Subject Property

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcel including, if available, any appraisal information

Estimated Current Value:	No current appraisals exist. No proposals have been received. Based on proposals of other area properties, the land value is estimated to be a range of $3 – 5 per square foot (psf). Re-use land values for entertainment zoned properties tend to be lower due to higher development costs required and risk to the developer.
Proposed Sale Value:	To be determined based on actual development proposals
Proposed Sale Date:	To be determined

ESTIMATE OF ANY LEASE, RENTAL, OR ANY OTHER REVENUES

Estimate of any lease, rental, or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds

Estimate of Lease/Rental/Other:	None
Contractual Requirements for Use of Income/Revenue:	N/A

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a Brownfield site, any related environmental studies, and history of any remediation efforts

Brownfield Status:	N/A
Studies Conducted:	Phase I Site Assessment and Asbestos Survey
Remediation Efforts:	Asbestos containing material identified in building material

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development

The Mobility Element in the Buena Park General Plan includes a goal to provide Transit-Oriented Development (TOD) in appropriate locations in the City. Higher intensity residential and commercial developments are encouraged within ¼-mile of existing and potential future high-frequency bus transit corridors, especially in areas where two or more high-frequency transit lines cross. Design of new buildings near high-frequency transit locations should be oriented toward the transit facility including direct pedestrian access between buildings and transit stops. The properties are located near major public transit systems in Buena Park. The Buena Park Metrolink regional commuter rail line station is served by the Orange County Line, which begins in Oceanside in San Diego County; and the 91 Line, which begins in Riverside County. Both lines head north to Union Station in downtown Los Angeles. The Metrolink is within 3 miles of the properties. Orange County Transportation Authority (OCTA) provides local bus services and the nearest transit stop is on Beach Boulevard, within .5 miles of the subject properties. The Anaheim Resort Transportation System also provides local tourist bus service between the Anaheim Resort area and Buena Park's Entertainment Corridor.

The subject properties are located within the Entertainment Corridor Focus Area in the Buena Park General Plan. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects to the major entertainment attractions along Beach Boulevard. Entertainment and entertainment related uses are envisioned for this area in order to create a regional destination. The Entertainment Corridor is considered the "heart" of the City. Since the site is not permitted for higher intensity residential and commercial development, these locations are not conducive to typical Transit-Oriented Development. However, transit-oriented entertainment related development could be achieved by providing appropriate connections to the existing transit corridors and pedestrian facilities.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the successor agency

The Buena Park General Plan land use designation for these two properties is Tourist Entertainment and the properties are located within the Entertainment Corridor Focus Area. The Entertainment Corridor Focus Area is envisioned as a pedestrian-friendly and tourist-oriented destination that connects Knott's Berry Farm to the Mall and other visitor serving uses along Beach Boulevard. The mix of entertainment, world-class shopping, excellent dining, and civic spaces are envisioned to create a regional destination where visitors can patronize local attractions without leaving the Entertainment Corridor.

The zoning for the properties is Entertainment Corridor Specific Plan (ECSP) in subdistrict C3(b) within the Promenade District. The Promenade District is envisioned for entertainment related uses designed to provide pedestrian activities and connectivity to the major amusement designations within the corridor including Knott's Berry Farm and the Buena Park Mall. The permitted uses for Sub-District C3(b) allows for entertainment uses, tourist services, personal services, commercial retail, museums, hotels, and restaurants.

The use of these sites for entertainment uses is consistent with the goals of the Corrected Amendment 2007 Merged, Amended and Restated Redevelopment Plan for the Buena Park Consolidated Redevelopment Project Area adopted on June 26, 2007 and corrected on January 22, 2008 (Redevelopment Plan); the Redevelopment Implementation Plan 2010-2014 adopted December 8, 2009 (Implementation Plan); and the Buena Park Entertainment Zone Action Plan, adopted December 2008 (Action Plan). The Action Plan designated the entire block where the two parcels are located for an entertainment center, civic space, and open space for linkage between Knott's Berry Farm and the Buena Park Mall.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property

The former Redevelopment Agency was in negotiations with Knott's Berry Farm to construct parking structures and to utilize their surface parking adjacent to these two properties for an Entertainment Center with themed restaurants, clubs, specialty retail, and entertainment venues, similar to Downtown Disney and Universal City Walk. The former Redevelopment Agency acquired these two parcels and planned to acquire the remaining parcels on the block to partner with Knott's to develop the Entertainment Center. The Successor Agency would like to continue negotiations with Knott's for the sale of the parcels.

USE/DISPOSITION OF PROPERTY

Identify the use or disposition of the property, which could include 1) the retention of the property for governmental use, 2) the retention of the property for future development, 3) the sale of the property, or 4) the use of the property to fulfill an enforcement obligation

The Successor Agency intends to retain the properties for future development with Knott's Berry Farm to develop an Entertainment Center with themed restaurants, clubs, specialty retail, and entertainment venues, similar to Downtown Disney and Universal City Walk. Should negotiations with the Knott's Berry Farm not be successful, the Agency would solicit proposals from other entertainment attractions. The proposals would need to conform to the Successor Agency's vision for the area and the Entertainment Corridor Specific Plan and the Action Plan. It is

anticipated that the Successor Agency would seek a developer with the experience and financial ability to develop a successful project that conforms to the Entertainment Corridor Specific Plan. The goal would be a project that generates property taxes that would be shared with the taxing entities, as well as sales or transient occupancy taxes for the City of Buena Park.

LIST OF ATTACHMENTS

Per Health and Safety Code Section 34191.5 attached are selected sections of pertinent former Agency redevelopment plans, specific plans, community plans and the general plan

1. Attachment A - Community Redevelopment Agency Merged Amended and Restated Redevelopment Plan

2. Attachment B - Community Redevelopment Agency – Redevelopment Implementation Plan 2010-2014,

3. Attachment C - Buena Park General Plan – Chapter 2 – Land Use and Community Design Element

4. Attachment D - Buena Park Auto Center Specific Plan

5. Attachment E - Buena Park Entertainment Zone Action Plan

6. Attachment F - Buena Park Beach Boulevard Entertainment Corridor Specific Plan

COMMUNITY REDEVELOPMENT AGENCY OF THE CITY OF BUENA PARK
6650 Beach Boulevard, Buena Park, CA 90622

Corrected Amendment 2007

Merged, Amended and Restated Redevelopment Plan

for the

Buena Park Consolidated Redevelopment Project Area

June 26, 2007

Adopted on June 26, 2007 by Ordinance No. 1501 and corrected on January 22, 2008 by Ordinance No. 1513

U. "Owner Participation Agreement" means an agreement between the Agency and a property Owner or Tenant which sets forth terms and conditions for the redevelopment of such property.

V. "Participant" means an Owner, Business or Tenant living or operating within the Project Area who enters into an agreement with the Agency to participate in the redevelopment of the Consolidated Project Area in accordance with the provisions of this Plan and the rules as designated herein.

W. "Person" means an individual(s), or any public or private entities.

X. "Project" means any undertaking of the Agency pursuant to this Amended Plan.

Y. "Project Areas" means Project Area I, Project Area II, Project Area III, and Project Area IV as described in Section 100 of this Amended Plan.

Z. "Real Property" means land, buildings, structures, fixtures and improvements on the land; property appurtenant to or used in connection with the land; every estate, interest, privilege, easement, franchise, and right in land, including rights-of-way, terms for years, and liens, charges, or encumbrances by way of judgment, mortgage or otherwise, and the indebtedness secured by such liens.

AA. "State" means the State of California.

BB. "Tenant" means a person or group of persons who rent or otherwise are in lawful possession of a dwelling or business, including a sleeping room that is owned by another.

CC. "Zoning" or Zoning Code" means Title 19 of the Buena Park Municipal Code, as amended from time to time.

SECTION III. (300) CONSOLIDATED PROJECT AREA BOUNDARIES

The boundaries of the Consolidated Project Area are illustrated on the map attached hereto and incorporated herein as Exhibit A. The legal descriptions of the boundaries of each constituent Project Area are provided in Exhibit B.

SECTION IV. (400) REDEVELOPMENT PLAN GOALS

Implementation of this Amended Plan is intended to achieve the following goals within the Consolidated Project Area:

1. Elimination and prevention of blight and deterioration, as well as the conservation, rehabilitation, and redevelopment of the Consolidated Project Area;
2. Cooperation and participation of residents, business persons, public agencies and community organizations in the revitalization of the area;
3. Support for a broad range of land uses consistent with the General Plan, the Zoning Ordinance and any applicable Specific Plans;
4. Encouragement of modern, integrated, and diverse development with high concern for architectural, landscape, and urban design character;
5. Acquisition and assembly of land into reasonably sized and shaped parcels to remove impediments to development;

6. Improvement of pedestrian and vehicular circulation coordinated with land uses and densities, including installation, construction, reconstruction, redesign, or reuse of streets, utilities, curbs, gutters, and sidewalks;
7. Expansion and improvement of public transportation services;
8. Encouragement of investment by the private sector in redevelopment of the area;
9. Expansion, renovation, and relocation of existing commercial structures to enhance economic viability;
10. Expansion and development of commercial activity, including but not limited to auto dealerships and a specialty commercial and office professional center;
11. Development of distinct commercial districts with a consistent image and character, which relate positively to adjacent land uses;
12. Development of diverse local job opportunities, aided by the development of new commercial and industrial activities;
13. Continued public improvements to increase economic viability;
14. Expanded open spaces for recreational uses and the preservation of views, natural character, and topography;
15. Increased public service facilities and utilities, including but not limited to libraries, senior citizen centers, youth centers, cultural centers, parks and recreation facilities, and a center for public activities;
16. Construction of a new police facility on currently vacant property;
17. Encouragement of non-sensitive uses in areas of high noise exposure and development of safeguards against noise and pollution;
18. Growth and improvement of the City's supply of very low, low, and moderate income residential uses;
19. Alleviation of overcrowded and substandard housing conditions;
20. A procedural and financial mechanism by which the Agency can assist, complement, and coordinate public and private development, redevelopment, revitalization, and enhancement of the community.

In addition to the goals listed for the Consolidated Project Area, implementation of this Amended Plan seeks to reach specific goals for Project Area I/Central Business District:

1. Preservation and enhancement of the varied and distinctive character of the CBD, as well as the promotion of the CBD as a cultural center;
2. Promotion of the economic well being of the CBD by diversification of its commercial base and employment opportunities;
3. Retention and rehabilitation of small businesses throughout the CBD, especially along portions of Beach Boulevard, encouraged by redevelopment assistance by the Agency;
4. Development of off-street parking with access to Beach Boulevard;

5. Examining problems associated with street parking on Beach Boulevard and implementing strategies for their correction.
6. Provision of a up-to-date and modern Police-Safety Facility within the CBD which is centrally located to the entire Consolidated Project Area

SECTION V. (500) REDEVELOPMENT ACTIONS

A. (501) General

The Agency proposes to eliminate and prevent the recurrence of blight and accomplish the goals of the Amended Plan by the:

1. Revitalization of areas suffering from economic dislocation and disuse;
2. Replanning, redesign and/or redevelopment of areas which are stagnant or improperly utilized and could not be accomplished by private enterprise acting alone without public participation and assistance;
3. Protecting and promoting of sound development and redevelopment of those blighted areas and the general welfare of the citizens of the City by remedying such injurious conditions through the employment of appropriate means;
4. Installation of new or replacement of existing public improvements, facilities, and utilities in areas which are currently inadequately served with regard to such improvements, facilities, and utilities; and
5. Other means as deemed appropriate.

To accomplish these actions and to implement this Amended Plan, the Agency is authorized to use the powers provided in this Amended Plan, and the powers now or hereafter permitted by the CRL and any other State law.

B. (502) Property Acquisition

1. (503) Acquisition of Real Property

The Agency may acquire Real Property, any interest in property, and any improvements on it by any means authorized by law including, without limitation, by gift, grant, exchange, purchase, cooperative negotiations, lease, option, bequest, devise or, unless specifically exempted, by eminent domain in Project Areas I, II and III. The Agency may acquire Real Property within Project Area IV by any lawful means other than by eminent domain.

The Agency shall not acquire Real Property subject to a participation agreement if the Owner fully performs under such agreement.

The Agency is authorized to acquire structures without acquiring the land upon which those structures are located. The Agency is also authorized to acquire any other interest in Real Property less than fee title.

The Agency may use these funds to meet, in whole or in part, the replacement housing provisions in Section 533 of this Amended Plan. These funds may be used inside or outside the Consolidated Project Area (with use of these funds outside the Consolidated Project Area only if findings of benefit to the Consolidated Project Area have been made by resolutions of the Agency and City Council).

8. (542) Duration of Affordability

Except as provided in Section 33334.3 of the CRL, or as otherwise permitted by law, all new or substantially rehabilitated housing units developed or otherwise assisted with monies from the Low and Moderate Income Housing Fund pursuant to an agreement approved by the Agency shall be required to remain available at affordable housing cost to persons and families of low or moderate income and very low income households for the longest feasible time, but for not less than the periods set forth in Section 33334.3 of the CRL, which as of the date of the Adopting Ordinance are as follows:

a. Fifty-five (55) years for rental units. However, the Agency may replace rental units with equally affordable and comparable rental units in another location within the City if (i) the replacement units are available for occupancy prior to the displacement of any persons and families of low or moderate income residing in the units to be replaced and (ii) the comparable replacement units are not developed with monies from the Low and Moderate Income Housing Fund.

b. Forty-five (45) years for Owner-occupied units. However, the Agency may permit sales of Owner-occupied units prior to the expiration of the 45-year period for a price in excess of that otherwise permitted under this subdivision pursuant to an adopted program which protects the Agency's investment of monies from the Low and Moderate Income Housing Fund.

SECTION VI. (600) USES IN THE CONSOLIDATED PROJECT AREA

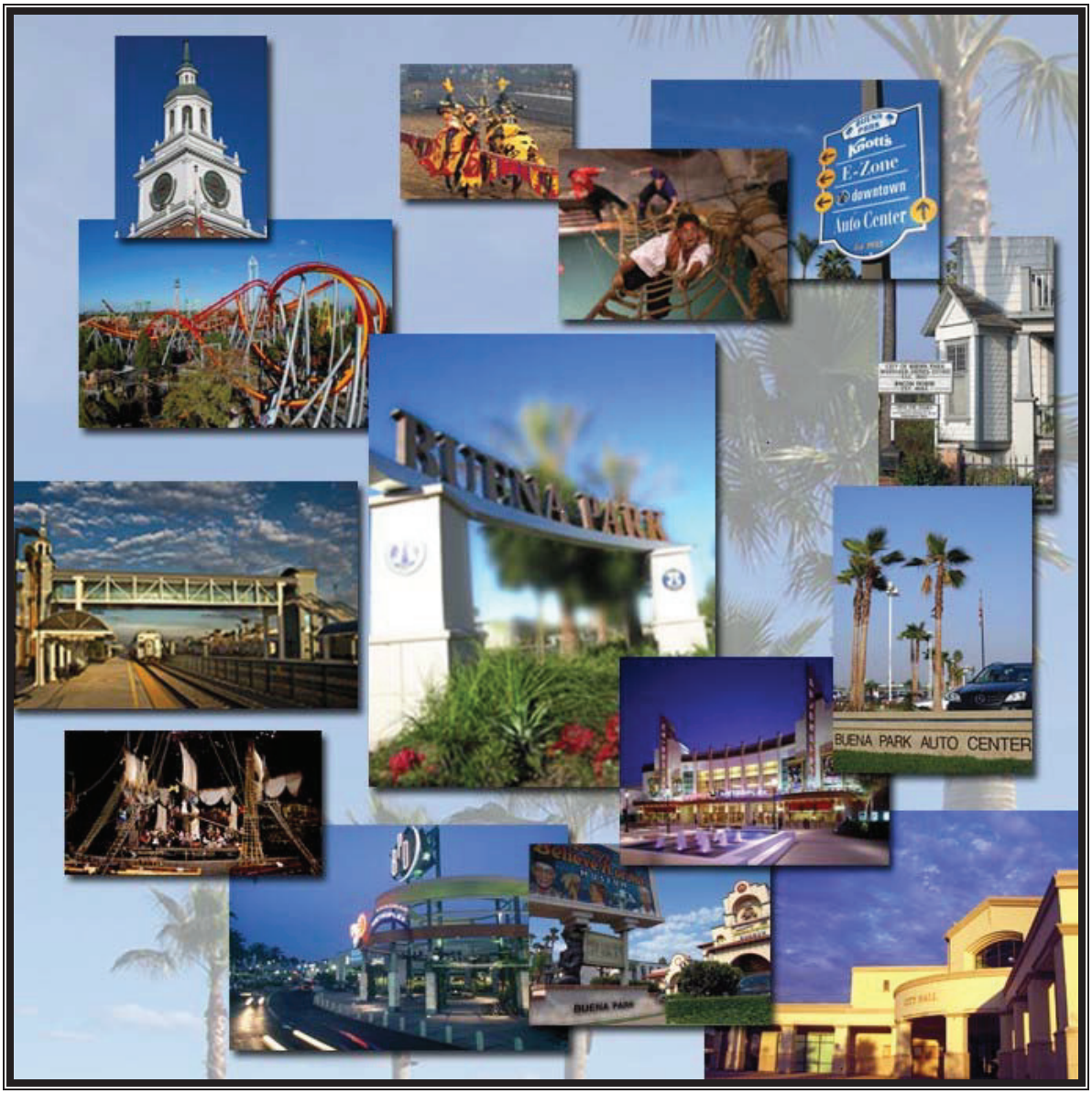
A. (601) Map and Land Uses

The Project Area maps, attached hereto as Exhibits A-1 thru A-5 and incorporated herein, illustrate the location of the boundaries of the Consolidated Project Area and of each constituent Project Area. The land uses permitted by this Amended Plan shall be those permitted by the City General Plan, applicable Specific Plan(s) and Zoning Code, as now existing or as may be amended in the future. The Agency, after consultation with the Planning Commission, may, by resolution, adopt additional specific plans for all or any portion of the Consolidated Project Area which establish architectural controls, heights of buildings, land coverage, setback requirements, traffic circulation, traffic access, sign criteria and other development and design controls necessary for proper development of both private and public areas within the Consolidated Project Area.

All real property in the Consolidated Project Area is hereby made subject to the controls and requirements of this Amended Plan. No real property shall be developed, rehabilitated or otherwise changed after the date of the adoption of this Amended Plan except with the approval of the Agency and in conformance with the provisions of this Amended Plan.

Attachment B

COMMUNITY REDEVELOPMENT AGENCY OF THE CITY OF BUENA PARK



REDEVELOPMENT IMPLEMENTATION PLAN 2010 - 2014

December 8, 2009

defective design; (2) buildings and lots affected by substandard design, inadequate size given market conditions, multiple ownership, and lack of parking; (3) depreciated and stagnant property values with impaired values; and (4) abnormally low lease rates compared to other properties of similar characteristics.

REDEVELOPMENT GOALS AND OBJECTIVES

One of the primary objectives of the Implementation Plan is to provide a basis by which the Agency evaluates attainment of the goals and objectives of the California Community Redevelopment Law and the Redevelopment Plan. According to the Redevelopment Plan, some of the specific objectives designed to end the blighting conditions within the Project Area are:

- To eliminate and prevent the spread of blight and deterioration and to conserve, rehabilitate, and redevelop the Project Area in accordance with the Redevelopment Plan, the City's General Plan, and the specific plans.
- To encourage the cooperation and participation of residents, business persons, public agencies and community organizations in the revitalization of the areas.
- To encourage the investment of the private sector in the redevelopment of the Project Area.
- To promote the economic well-being of the Project Area by encouraging the diversification of its commercial base and of employment opportunities.
- To promote the development of local job opportunities.
- To remove impediments of land assembly and development through acquisition and reparcelization of land into reasonably sized and shaped parcels served by an improved street system and improved public facilities.
- To encourage the preservation and enhancement of the varied and distinctive character of the community and to promote the development of the community as a cultural center.

COMPLETED ACTIVITIES

The tax increment revenues for the Project Area during the implementation plan period were $88,604,600. The Original 2005 Implementation Plan projected $42,269,590 in tax increment revenues and $109,993,657 during the Midterm Review in January 2007. Table 2 shows the original tax increment projections from December 2004 next to the actual amount of tax increment received.

Five Year Revenue Receipts **Table 2**

Buena Park Consolidated Redevelopment Project Area

	Tax Increment Receipts & Projections		
Fiscal Year	Original Plan	Actual	% Increase
2004-05	$8,041,657	$11,692,417	45.40%
2005-06	8,242,698	15,454,449	87.49%
2006-07	8,448,765	19,111,155	126.20%
2007-08	8,659,985	20,679,971	138.80%
2008-09	8,876,485	21,666,608	144.09%
Total	**$42,269,590**	**$88,604,600**	

Source: Agency Annual Reports

The following is a list of programs which have been completed by the Agency during the five-year Amended 2005 Implementation Plan period as of December 2009.

Best Inn, Franklin, Golden State, Hometown, Palm Inn, and Pioneer Motels – The Agency has acquired Best Inn, Franklin, Golden State, Hometown, Palm Inn, and Pioneer Motels which were dilapidated and had many code enforcement issues. Franklin, Golden State, Palm Inn, and Pioneer Motel buildings have been demolished. Best Inn and Hometown Motels were leased back to the current operating owners temporarily. The Agency plans to demolish the remaining blighted motels in the future and attract new venues for the two sites. The Agency is having discussions with potential users.

Gymnasium – The City and Buena Park School District jointly built and operate a gymnasium on the grounds of Buena Park Junior High School. The 17,000 square foot facility opened in February 2009 and is equipped with three full-sized volleyball courts and three basketball courts. This joint project allows the City to offer residents more recreational programs at the new facility. The project cost was $6 million, with $1 million being the Redevelopment Agency's contribution. The remaining balance paid by the school district and State grants.

Ken Grody Ford and Simpson GMC – The Agency provided $2 million in loans to assist the auto dealers by purchasing a maintenance easement and a purchase option. The assistance provided the auto dealers the opportunity to retain jobs in the Auto Center.

Lincoln Avenue Landscaping - The City has been working on enhancing the medians along Lincoln Avenue, between Valley View Street and Knott Avenue. The street was reconstructed and raised medians were installed. The Agency funded the installation of landscaping in the new medians. The Agency completed street improvements in January 2005 for $846,000.

City Yard – The City Yard facility is overcrowded and service equipment is being stored at other City-owned properties. The City identified and purchased a new facility on Aragon Circle that will meet the growing needs of the City Yard. The relocation of the City Yard will allow the Agency to purchase the existing City Yard site on Page Street for the Orangethorpe and Stanton high density mixed use project.

Entertainment Zone – The Agency entered into an agreement with ECS/Idletime Network Inc. to develop a masterplan strategy and management analysis for the revitalization of the Entertainment Zone. The comprehensive plan adopted in December 2008 addresses the potential use of the dilapidated motels the Agency has acquired, streetscape improvements, identification and branding, circulation, and parking improvements. The Agency contracted with three new consultants in the areas of parking, streetscape, and branding to assist with the Entertainment Zone Action Plan's implementation. The consultants are currently developing a Parking Demand and Vehicular Circulation Study to determine parking needs and locations within the Zone; creating an Entertainment Zone Public Amenity Master Plan and Streetscape Design to unify the District with destination elements such as enhanced landscaping, transit stops, iconic gateways, kiosks, pedestrian overpasses, and public spaces; and implementing a Branding and Identification Study yielding a compelling brand and identity making it an integral player in the competitive entertainment marketplace. The Public Amenity Master Plan and Streetscape consultant is working on conceptual plans for the Entertainment Zone. The project may include parking structures, retail development, hotels, entertainment venues, civic space, improved streetscape, lakes, water features, iconic walkways, and gateway entries. The Agency is having discussions with several themed hotels to identify the best use of Agency-owned properties in the Entertainment Zone.

Industrial Business Retention and Attraction Program – The Agency implemented this new program as part of the City's business retention and attraction efforts in June 2009. The program offers industrial businesses interested in relocating or expanding in the Project Area a low interest loan up to $250,000. The funds can be used for equipment, capital improvements, and building retrofits. The Agency provided a $250,000 loan to Erika Records to relocate from Downey. The assistance will create at least 10 new full-time jobs in the community. The Agency will continue to work with industrial businesses interested in the program.

Movieland Wax Museum - The Agency acquired the Movieland parcel in May 2007 for $8,600,000. The property is currently leased to Starbucks and Po Folks Restaurant with a portion of the parking lot leased to Pirates Dinner Adventure. The annual cost to maintain the site is approximately $200,000. The Agency continues to manage the property and tenants. Staff has been meeting with potential attraction and hotel developers for future uses.

Nabisco Reuse Project - From the time Kraft announced that they would be closing the Nabisco factory, the Agency has been working with their real estate department and the site's brokers to create a project that maximizes the potential of the 24 acre, freeway-adjacent site. The Agency assisted the owners process a general plan amendment, zone change, and EIR to allow the site to be transitioned from industrial to a new retail center. The Agency also assisted the new owners of the Nabisco site in negotiations with CalTrans to allow access to their site on Firestone Boulevard and Artesia Boulevard. The Agency will assist with off-site improvements to underground utilities. The City and OCTA have applied for grant funds for the reconfiguration of Firestone Blvd. The project will be anchored by high quality national retail tenants and supported by a synergistic mix of local and national retail shops and pad tenants. The owners expect to sign a lease with a major sporting goods anchor in the next several months and anticipate beginning first phase of construction in early 2010 with completion in mid 2011.

Neighborhood Shopping Center Rehabilitation Program - Within the Consolidated Redevelopment Project Area, there are a few neighborhood shopping centers that are in need of improvement. The Agency assisted and completed exterior renovations of the shopping center on La Palma Avenue, across the street from the Buena Park Mall in December 2008. The project included new stucco paint, storefront systems, renovation of existing ground sign, new wall signage, new parapet wall with decorative cornice treatment on all elevations of the building, and repaving and restriping of parking lot and driveways. Agency assistance was $175,000. The Agency is working with the owner of the Chapala shopping center at the corner of Knott Avenue and Thelma Avenue for the rehabilitation and expansion of the center. The Agency may assist the property owner with a rebate or low interest loan to help finance the improvements.

Potential Automobile Dealership Sites - There are many small parcels located along Auto Center Drive in the Buena Park Auto Center that could be acquired to assemble a parcel large enough to attract additional automobile dealerships to the Center. Many of the properties have been purchased by CalTrans for the expansion of the I-5 Freeway. Once the expansion is complete, the Agency may purchase the excess land, combine it with smaller, adjacent parcels, and create a site that is viable for another dealership. The Agency has assembled several parcels and spent over $3.4 million in acquisition. Other automobile dealership activities are ongoing as opportunities arise.

Sewerline Replacement & Upgrades - The City has substandard sewer lines that are in need of improvement. The Agency funded the Crescent Avenue sewer study to determine the size of the sewer line needed. The Agency may help fund other sewer projects listed in Table 4.

Attachment C



Buena Park general plan

Chapter 2 Land Use and Community Design Element

2.3.1 Specific Plans

In general, specific plans are designated to implement General Plan goals and policies by designating land uses, densities, and development and design standards in more specific detail. This is accomplished by designating specific locations and intensities for land uses, and specific development standards and design guidelines. A specific plan is able to address smaller areas that have unique qualities and require focused planning attention. A specific plan may be designed to implement any element of a General Plan.

A specific plan is a comprehensive planning and implementation tool of the General Plan. Currently, there are three adopted specific plans within the City of Buena Park. For each of these designated areas, development and land use are regulated by the respective specific plans.

BEACH BOULEVARD ENTERTAINMENT CORRIDOR SPECIFIC PLAN (ECSP)

The Beach Boulevard Entertainment Corridor Specific Plan encompasses approximately 147 acres located along Beach Boulevard (Highway 39), roughly between Orangethorpe and La Palma Avenues. The Specific Plan was adopted in August 1987, was updated in January 2000, and amended in August 2008. This plan is a comprehensive and cohesive planning guide and implementation tool, providing a strategy for responsible economic growth and a superior physical image for the Beach Boulevard Entertainment Corridor. It was formulated in response to the area's unique conditions and opportunities as a tourist/commercial area. The land use designation in the area is Tourist Entertainment. The current General Plan allows for tourist entertainment uses with a FAR of 2.5.

AUTO CENTER SPECIFIC PLAN (ACSP)

The Auto Center Specific Plan, amended in October 2010, encourages a concentration of auto dealers in Buena Park, primarily along the Interstate 5 Freeway (I-5) and Auto Center Drive. The Specific Plan comprises approximately 131 acres including Commercial and Commercial Services land use designations.

BEACH AND ORANGETHORPE MIXED-USE SPECIFIC PLAN (BOMUSP)

The Beach and Orangethorpe Mixed-Use Specific Plan encompasses approximately 12.75 acres, located on the northeast corner of Beach Boulevard and Orangethorpe Avenue. The Specific Plan, adopted in 2008, allows for a mixed-use development with a maximum of 1,000 dwelling units, 355,000 square feet of retail space, 195,000 square feet of office space, a 300-room hotel, and 350,000 square feet of open area amenities.

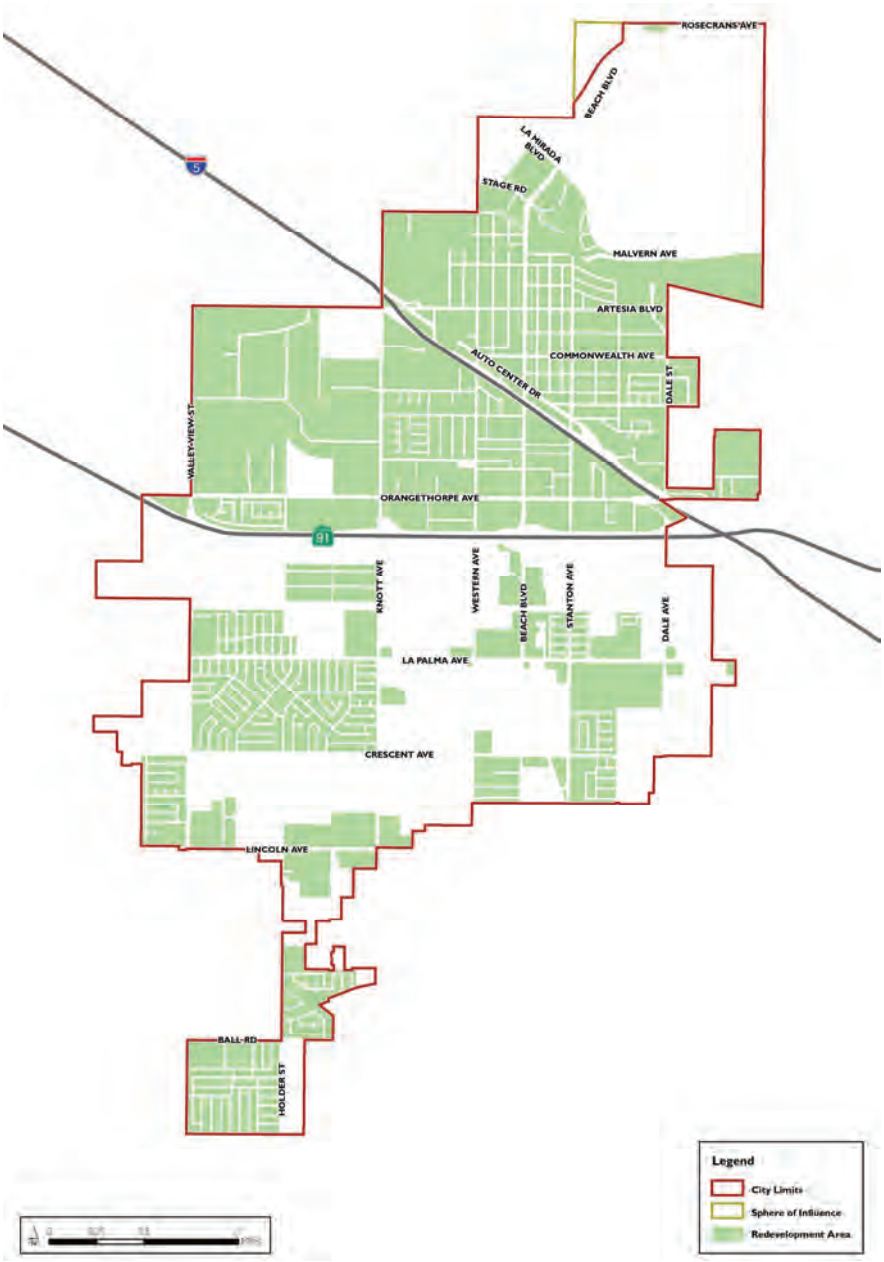
2.3.2 Redevelopment Areas

Adoption of redevelopment plans by cities is allowed by the State Legislature under the Community Redevelopment Law of the State of California. Redevelopment plans are intended to revitalize and rehabilitate blighted areas. Government assistance is provided initially with the intent to encourage private investment. Because redevelopment projects must be in conformance with the General Plan, these plans are one of the more powerful means cities have to implement the goals and policies set forth in their General Plan.

The City of Buena Park Community Redevelopment Agency was formed in 1972 to rehabilitate and revitalize blighted and deteriorated areas in the Consolidated Redevelopment Project Area.

The Project Area is 3,940 acres in size and is comprised of four project areas that were merged in May 2002 by adoption of Ordinance No. 1422. Amendment 2007 created the Merged, Amended, and Restated Redevelopment Plan (Amended Plan), which incorporates the provisions of the redevelopment plans previously adopted for the Consolidated Project Area.

The Amended Plan establishes a process and framework for implementation. The Amended Plan also establishes several goals for redevelopment activities within the Consolidated Project Area.



Buena Park Redevelopment Areas

ENTERTAINMENT MIXED-USE

The Entertainment Mixed-Use Designation provides for a mix of higher-density residential, entertainment and commercial uses that support entertainment and tourism uses within the City. Floor area ratios up to 3.0 are permitted and the base density is 80 du/ac.

COMMERCIAL OFFICE MIXED-USE

The Commercial Office Mixed-Use Designation encourages the addition of higher-intensity commercial and office uses within existing commercial and industrial areas. Floor area ratios up to 0.5 are permitted.





Left to Right:
Central Buena Park Mixed-Use, Entertainment Mixed-Use, and Commercial Office Mixed-Use

BEACH AND ORANGETHORPE MIXED-USE SPECIFIC PLAN

The Beach and Orangethorpe Specific Plan supports a world class mixed-use development comprised of commercial retail, full service hotel, office, and multiple-family units in high-rise buildings with multi-level parking that is unique and distinctive from conventional land use patterns of independent and unrelated activities. The amount of potential development in this area is defined in the Specific Plan.



Beach and Orangethorpe Mixed-Use

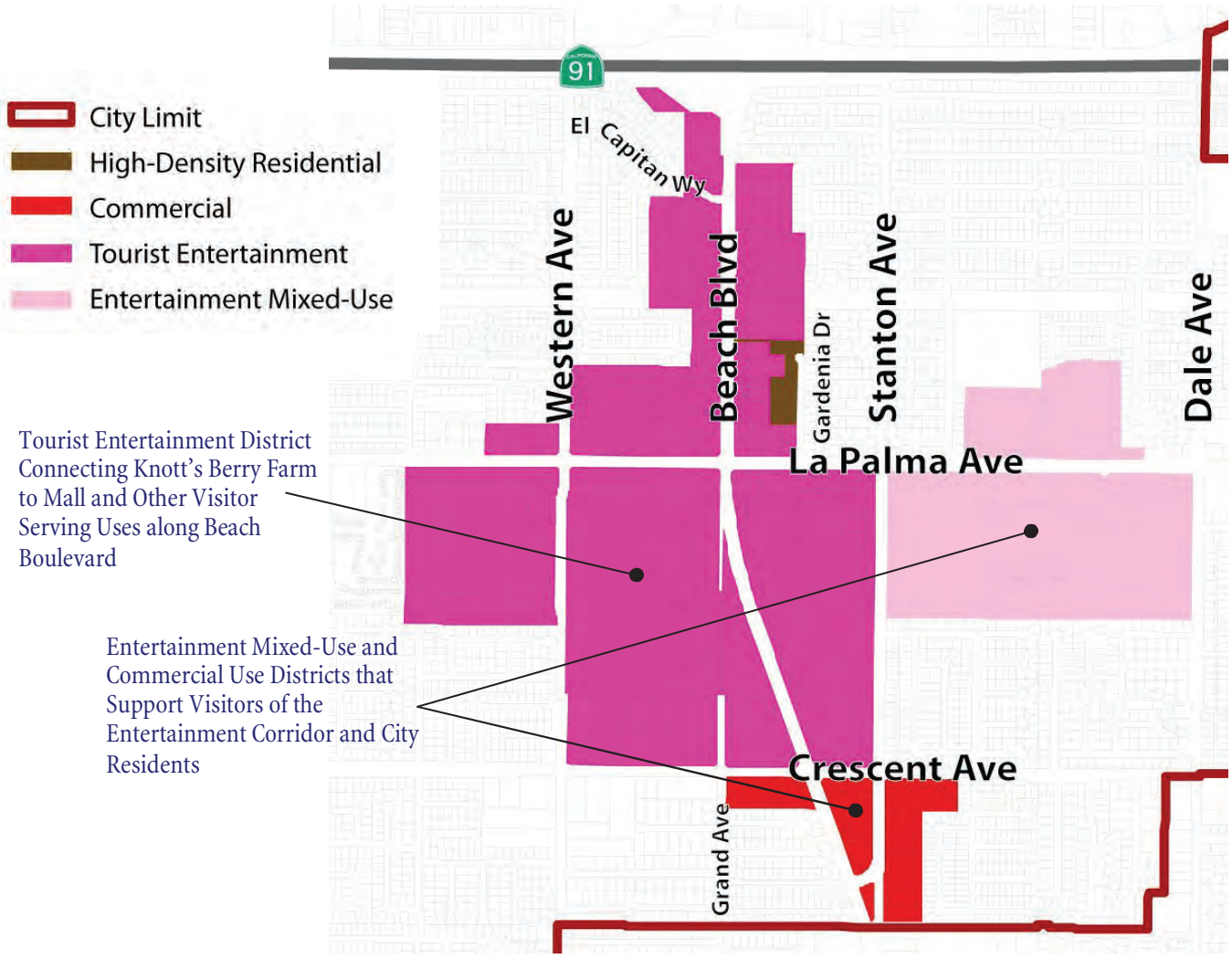
2.5.5 Commercial Land Use Designations

Land use designations in this category apply to most of the established commercial districts in the City. The types of development included in the commercial land use designations consist of freestanding commercial development and smaller neighborhood or community retail centers located along major roadways, with the exception of strip commercial development. There are three commercial land use designations provided in the Land Use and Community Design Element. The development intensity standards for the commercial land use designations are defined using a floor area ratio (FAR) standard discussed previously.

2.7.4 Entertainment Corridor Focus Area

The Entertainment Corridor Focus Area is the primary tourist-oriented area within the City and includes Knott's Berry Farm and Soak City, Medieval Times, Pirates Dinner Adventure, and the Buena Park Mall. The Entertainment Corridor Focus Area is generally located along Beach Boulevard and is the major City gateway from the south. Expanding tourism is a priority for the City. Opportunities for improvements in this area include improving connectivity between the Buena Park Mall and Knott's Berry Farm, as well as maximizing utilization of the Mall property.

The Entertainment Corridor is envisioned as a pedestrian-friendly and tourist-oriented destination that connects Knott's Berry Farm to the Mall and other visitor serving uses along Beach Boulevard. The mix of entertainment, world-class shopping, excellent dining, and civic spaces are envisioned to create a regional destination where visitors can patronize local attractions without leaving the Entertainment Corridor. With uses that attract both residents and visitors, the Entertainment Corridor is considered the "heart" of the City. Unique urban design features, including landscaping, streetscape, and signage enhancements along Beach Boulevard provide the area character and identity.



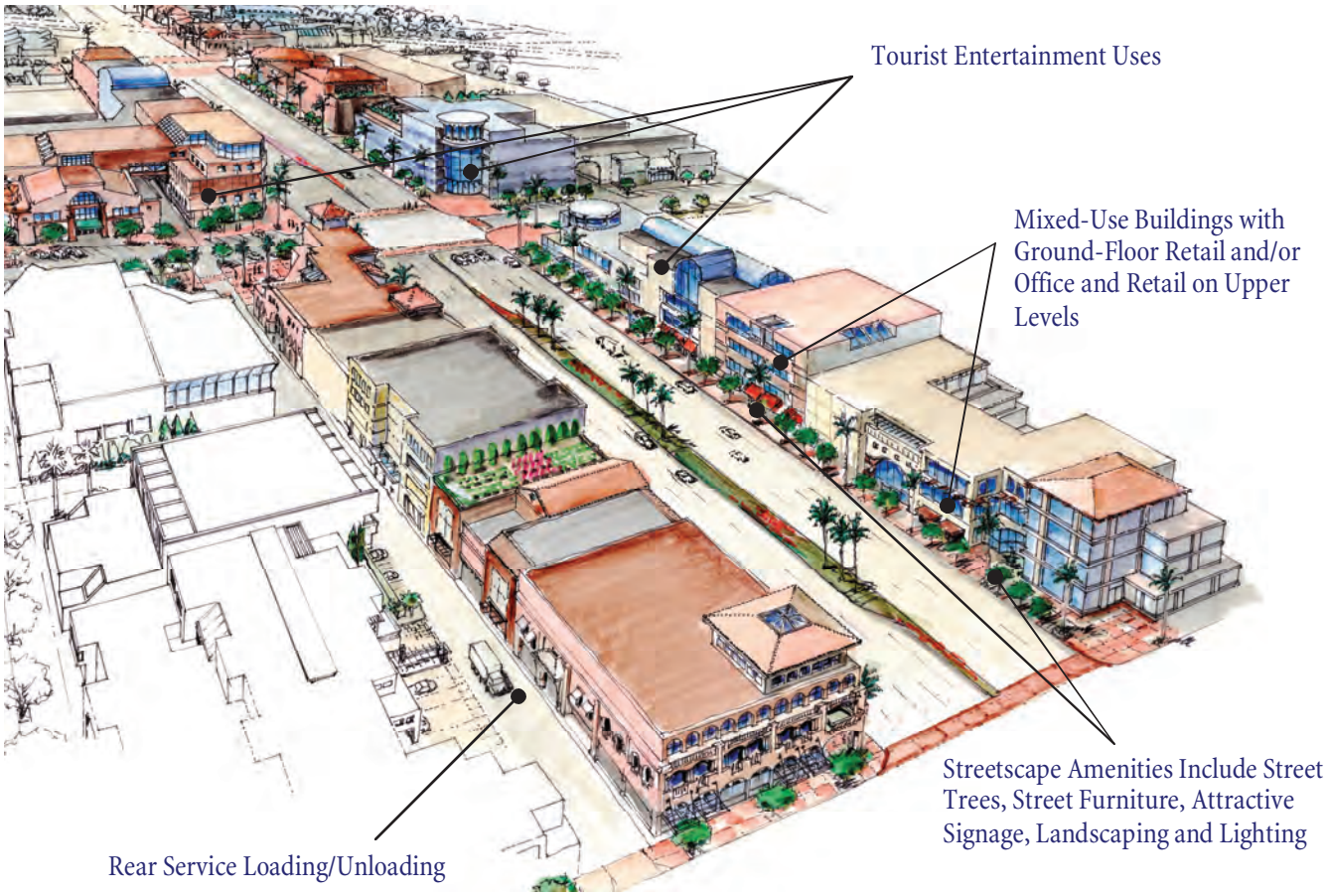
DESIRED CHARACTER OF ENTERTAINMENT CORRIDOR





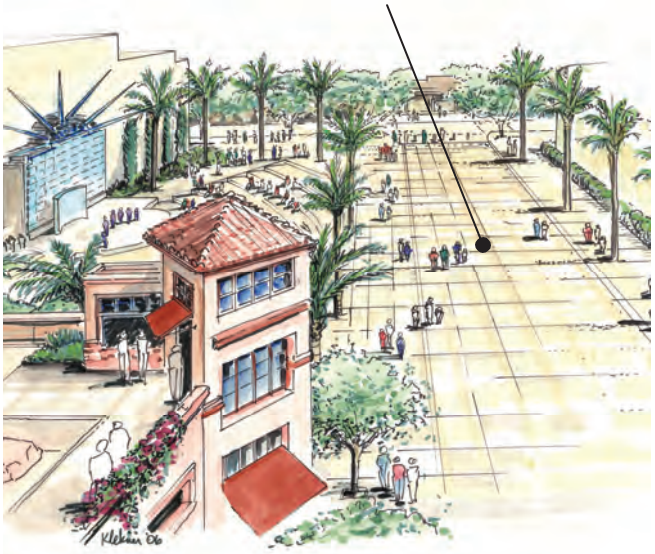


DESIRED CHARACTER OF ENTERTAINMENT CORRIDOR





Public Entertainment Plaza



Goal LU-12: Continued promotion of the Auto Center as an automotive sales corridor.

Policy LU-12.1: Promote the Auto Center as a regional automobile sales destination to retain existing dealerships and encourage new automobile dealerships to locate within the Auto Center.

PRINCIPLE: MANAGEMENT OF GROWTH AND CHANGE

It is essential that City growth and change be managed, including consideration of fiscal implications of land use decisions.

Goal LU-13: Fiscal impacts of growth and change are evaluated.

Policy LU-13.1: Ensure necessary capital improvements are in place prior to new development or completed concurrently.

Policy LU-13.2: Ensure that fiscal impacts associated with growth and change are evaluated to ensure City ability to provide vital services is not compromised.

Goal: LU-14: Proactive coordination with Regional Agencies.

Policy LU-14.1: Provide a strong role in the development of regional planning efforts by ensuring local land use issues are adequately addressed at the regional level.

Policy LU-14.2: Establish a strong role in the implementation of Proposition 1A with the California High Speed Rail Authority (CHSRA).

Policy LU-14.3: Continue coordination with the California Department of Transportation (Caltrans) related to the local impacts of change and development of the I-5 and SR-91 Freeways as well as other local transportation routes and areas of influence under the jurisdiction of Caltrans.

Policy LU-14.4: Continue coordination with the Orange County Transportation Authority (OCTA) to ensure regional and sub-regional transportation efforts reflect Buena Park's unique attributes.

Policy LU-19.9: Encourage high-profile, high quality development that provides visibility from the adjacent SR-91 and I-5 freeways.

Policy LU-19.10: Encourage the development of live-work units as a means of transition between high intensity commercial development and adjacent residential neighborhoods along Oregon Street and Indiana Street.

Policy LU-19.11: Maximize accessibility of non-residential uses along Kass Drive and Page Street to reduce conflicts with existing residential uses.

Orangethorpe Corridor West Focus Area

Policy LU-19.12: Evaluate opportunities to introduce high-density residential development south of Melrose Street as a means to transition between commercial uses and existing single-family residential uses to the north.

Policy LU-19.13: Encourage the development of integrated campus-like commercial development through improved functional connectivity with Western Avenue and Knott Avenue.

Policy LU-19.14: Encourage the consolidation of long, narrow parcels fronting Orangethorpe Avenue to provide opportunities for larger, integrated campus developments.

Policy LU-19.15: Enhance the pedestrian environment through the development of streetscape and urban design that consolidates site ingress and egress.

Policy LU-19.16: Ensure that future development along Orangethorpe and Knott Avenue addresses the need for an enhanced pedestrian environment for adjacent school uses.

Entertainment Corridor Focus Area

Policy LU-19.17: Encourage development of the Mall with a mix of higher-density residential, entertainment, and commercial uses that complement and enhance Knott's Berry Farm and other entertainment uses.

Policy LU-19.18: Encourage the development of a variety of urban entertainment uses that encourage activity within the area.

Policy LU-19.19: Promote linkages to adjacent developments to promote the Entertainment Corridor as a pedestrian destination.

Policy LU-19.20: Continue to coordinate with Knott's Berry Farm to ensure potential new development or expansion of operations are compatible with adjacent land uses.

Entertainment Corridor North Focus Area

Policy LU-19.21: Continue to support Knott's Berry Farm as a centerpiece of the City's entertainment corridor through the establishment of uses and activities that complement and enhance its continued success as a regional attraction.

Policy LU-19.22: Encourage the development of a high-intensity urban entertainment activity center that strengthens physical and functional connectivity with the resort area.

Policy LU-19.23: Provide for a highly vitalized urban pedestrian environment through the establishment of pedestrian amenities and retail development along Beach Boulevard and Orangethorpe Avenue.

Policy LU-19.24: Expand and enhance supportive commercial, hospitality, and residential uses along Beach Boulevard and Orangethorpe Avenue that attract and complement the tourist industry.

Policy LU-19.25: Promote linkages to adjacent developments to promote the Entertainment Corridor North as a pedestrian destination.

Policy LU-19.26: Encourage development of strategically located, joint-use parking facilities to establish a "park once" destination.

Policy LU-19.27: Incorporate high-density residential development as a component of retail and entertainment uses to provide additional housing opportunities for employees of the resort area.

Northwest Focus Area

Policy LU-19.28: Encourage the creation of large-scale, job-creating development.

Policy LU-19.29: Encourage the establishment of high-end corporate businesses through incentives, land use regulations, and other techniques.

Policy LU-19.30: Encourage high quality commercial development with direct access to Orangethorpe Avenue and Valley View Street.

BUENA PARK

AUTO CENTER

SPECIFIC PLAN

MARCH 22, 2005

Adopted by Ordinance No. 1347
On April 7, 1997
Amended by Ordinance No. 1356
On November 3, 1997
Effective: December 3, 1997
Amended by Ordinance No. 1377
On September 22, 1998
Effective: October 22, 1998
Amended by Ordinance No. 1465
On February 22, 2005
Effective: March 22, 2005

SECTION I. INTRODUCTION

Encouraging appropriate uses, with associated other measures, is vital to maintaining and improving the economic health of the community. Buena Park exists as a fully developed city with a population of approximately 80,600 persons. Very little vacant land remains that is suitable in size for major developments. With the exception of the Nabisco site, the few large parcels that were in existence at the conception of the Auto Center Specific Plan have been occupied by new auto dealerships that have established within the Specific Plan area. However, there still remains the opportunity for the consolidation of the remaining smaller parcels to create viable land area for additional auto dealerships.

The City's General Plan maps the direction the City will take in relation to its development and balances that with the continued high expectation of the quality of life for its residents. The following goals established in the Buena Park General Plan outline the focus and direction of this Specific Plan:

Goal 1 of the City's General Plan states "Ensure that proposals for development and redevelopment are compatible with existing development and promote and enhance the quality of life in the City."

General Plan Policy 1.8 identifies the City's intent in accomplishing this goal is to "promote business retention and expansion to ensure the City's economic vitality is maintained."

Response:

This is reinforced by this Plan in detailing the necessary components to accomplish this task specifically dealing with issues within the Auto center and the two non-contiguous sites.

Goal 3 states: Preserve and enhance the existing commercial areas and, where appropriate, expand commercial opportunities to serve the needs of residents and visitors.

Supporting this goal is policy 3.8 which states: "Continue to promote and expand auto dealerships and supporting commercial activities as part of a new Auto Dealership Specific Plan area." This is further supported by Policy 3.13 which states: "Encourage shared parking and enhanced vehicular and pedestrian access among properties within districts which exhibit existing unequal distribution of parking and access in order to promote the viability of the whole district."

Response:

The City's Redevelopment Agency is continuing its efforts to retain existing auto dealers and market vacant sites to new dealerships.

Attachment E



Buena Park
Entertainment Zone Action Plan

Final Report • December 2008

Executive Summary

INTRODUCTION AND EXECUTIVE REPORT

Idletime Network Inc. (INI) has been retained by the Community Redevelopment Agency (Agency) to study the potential of creating a destination Entertainment District within the area currently designated as the "E-Zone." The Study Area is generally centered along Beach Boulevard from just north of Orangethorpe Avenue to just south of Crescent Avenue, and along La Palma Avenue, between Dale Street and Western Avenue. INI has engaged the collaborative efforts of MSI planners and landscape architects to develop the overall master plan, and utilized the economic analysis of the District and its regional potential by Economic Services Consulting (ECS) in preparing this report. Collectively, INI, MSI, and ECS comprise the Planning Team.

At the outset of the process, the Agency established the following objectives for the Action Plan:

1. *Develop a corridor that is an economically vibrant tourist destination for visitors to enjoy.*

2. *Create a strong corridor that supports the residents by providing local services and creating a destination for residents to enjoy.*



3. *Improve pedestrian experience along Beach Boulevard including walkability, safety, and aesthetics.*

4. *Create strong vehicular and pedestrian connections between Knott's Berry Farm, the mall and Beach Boulevard businesses and hotels. Create a plan for a linkage between Buena Park with Disney.*

5. *Create an improved circulation plan that connects visitors to the mall from Beach Boulevard.*

6. *Create parks and open spaces that improve the aesthetics of the community and provide passive and active recreation opportunities for the residents and visitors.*

7. *Improve the quality of development along the Beach Boulevard Corridor and create strategies to remove blighted areas to create redevelopment opportunities including agency owned parcels as well as identifying future acquisition opportunities.*

8. *Create strategies to increase the quality and number of hotels along Beach Boulevard and bring a convention or conference center to Buena Park to create a smaller, more affordable convention alternative in the area.*

9. *Create parking solutions for the hotels, businesses and destinations along Beach Boulevard.*

10. *Create strategies to improve the signage along the corridor, both public and those for private businesses.*

11. *Encourage redevelopment of the mall site which creates an amenity and contributes to Buena Park as a destination.*

12. *Improve relationships with businesses and entertainment destinations to facilitate improvements within the community.*

The contents of this Final Report is the result of the study undertaken by the Planning Team and the City Team made up of staff from City Manager, Economic Development, and Community Development departments.

It is recognized that Buena Park is in a unique position to capitalize on its strategic location near the Disney Theme Park properties, its regional location within Orange County, and easy access to the 91 and 5 Freeways. The area is already anchored by Knott's Berry Farm to the south, the regional mall to the east, and two very successful dinner theaters to the north. These and other existing entertainment venues bring some 6,400,000 visitors to the Study Area each year. Any municipality would be envious of these assets. But, while upgraded hotels and a few new restaurants have been added over the years, the current conditions of the 'E-Zone' do not

reflect its potential. Several properties have become vacant, including a key entertainment property, the former Movieland Wax Museum site.

In an effort to proactively restore the area as a tourist and regional destination, the Community Redevelopment Agency has acquired some of these properties with the intent of creating a more controlled development strategy geared toward revitalization of the area. It is the purpose of the Action Plan to determine the best use of these properties owned by the Agency, identify the overall development approach, priorities, and steps that will lead toward the ultimate development strategy.

As a result of the Study, the Planning Team has identified several Critical Items that are necessary for success:

1. *The current identity of the "E-Zone" must be updated to establish a forward-thinking brand necessary for a successful destination. The entire District must be unified with streetscape, signage and graphics, and a newly developed identity.*

2. *Agency owned properties must be strategically developed as entertainment attractions, accommodations, and specialty retail/food and beverage to create the 'critical mass' necessary for a successful Entertainment District. *(See Specific Agency owned property recommendations in section: Plan of Attack Immediate Opportunities -Page 30).*

3. *Vehicular circulation must be improved and structured parking strategically placed to improve access and reduce traffic.*

4. *With the length of the entire District more than one mile, a street tram system, dedicated to the District, should be studied to allow visitors to the District to park or stay in one location, and easily travel the entire District. The tram system might also connect to the new Metrolink station north of the District.*

5. *Improved streetscape, landscaping, and a more human scale environment must be created for the pedestrian connectivity necessary for a successful District.*

6. *More upscale hospitality options, including a conference/resort hotel, are necessary to increase tourist population in the District, establishing Buena Park as an attractive option to neighboring Anaheim.*

7. *To maximize its potential impact on the District and compete with nearby regional retail and entertainment destinations, the mall and cinema property must be updated as a 'lifestyle' retail/entertainment complex to anchor areas east of Beach Boulevard on La Palma Avenue and to complement the adjacent Knott's property.*

8. *A civic amenity space is critical at the "Supercorner" intersection of Beach Boulevard and La Palma Avenue to create the public heart of the District, and make the vital connection between the mall property and entertainment and retail properties on Beach Boulevard.*

9. *The 'Knott's Gate Zone' (Knott's property east of Beach) offers an outstanding opportunity for a major entertainment/ retail/hospitality development, providing pedestrian links between properties north of La Palma Avenue, the mall property to the east, and Knott's Theme Park and Water Park gates to the west and south, respectively.*

The body of this report explores existing conditions, potential entertainment development options, economic factors, physical planning issues, and other challenges to the objectives of the study and the Critical Items above. The study concludes with recommendations for next steps, and an overall development strategy that the City can follow to achieve success in reaching its objectives.

The following list summarizes those "next steps" but more information can be found in the Implementation Chapter:

1. *Commission a Parking Demand and Vehicular Circulation and Access Study*

2. *Commission a Branding and Identification Study*

3. *Commission a specific detailed Public Amenity Master Plan and Streetscape Design*

4. *Secure the Developer/Operator of a major entertainment attraction at the Wax Museum site*

5. *Commission a Transportation System Study*

6. *Evaluate future land acquisitions to secure properties within the overall District*

7. *Encourage development of the mall and Knott's properties*

Critical Elements • Process

PLANNING PROCESS OVERVIEW

The process to create a redevelopment strategy for Buena Park's Beach Boulevard Corridor involved city staff, area stakeholders and the city's elected officials. All three groups came together to create a cohesive strategy for the improvement and reinvestment of the city's primary commercial corridors.

The city working group comprised of staff members led the initial phases of the process including an inventory of existing conditions, site evaluations and benchmarking. The staff assisted the consultant in evaluating the current conditions and identifying areas of opportunity along the corridors.

The Planning Process was conducted in a four-step process, as outlined below:

Step One: Review and Analysis
- Existing Conditions Review & Benchmarking
- Stakeholder Interviews
- Analysis Workshop

Step Two: Concept Planning
- Conceptual Land Use Options
- Concept Planning Workshop

Step Three: Concept Planning II
- Conceptual Alternatives
- Concept Planning Workshop

Step Four: Action Plan Report
- Draft Plan Report
- Draft Plan Review
- Final Report and Implementation Plan

Once the base information was established, the planning team and the city working group set up stakeholder interviews with key individuals and property owners in the study area and in the city. These interviews provided significant input into the goals and needs for the future of the study area. By initiating conversations with interested parties in the study area, the consultant and the city were able to create plan recommendations that respond to the needs and concerns of property owners and other stakeholders. This step was critical in creating a plan that is supported by the people impacted most significantly. There were more than 20 stakeholder interviews conducted which yielded significant comments about the current condition of the study area, influences on the corridor as well as desires for the future.

Some of the key issues, concerns, and recommendations gained from the stakeholders that have affected the Action Plan for the Beach Boulevard Corridor are as follows:

Strengths:
- Dinner theaters; Medieval and Pirates
- Support for planning and improvement of the corridor
- Family oriented
- Knott's Berry Farm is a strong entertainment anchor on Beach Boulevard

Weaknesses
- Entertainment District brand "E- Zone" is not achieving the goals as intended
- Limited linkages between uses within the community as well as those located in the region
- Reputation of Buena Park is weaker than surrounding communities
- Lack of pedestrian amenities along the corridor especially given the intensity of the traffic
- Lack of identity for the corridor
- Traffic along Beach Boulevard is intense and not properly managed
- Parking is a concern due to distribution and limited parking for the more intense uses

Needs:
- Additional attractions and restaurants
- Additional hotels
- Additional /diversified housing options
- Improvements to Beach Boulevard that not only attract additional tourists, but provide an asset to residents of Buena Park as well
- Links (vehicular and pedestrian) between attractions, hotels, and greater Buena Park to ease movements within the community
- Hotel and conference center to attract smaller conventions that may not require the large facilities in Anaheim.

How do we get there?

1. Create Catalyst or "Nucleus Project" to build around.

There are three strong possible catalyst projects for the proposed Entertainment District. These projects would lead to additional development and be important structural elements for the District as it develops. The mall provides an opportunity for a large scale redevelopment project. The Knott's Gate zone should be redesigned to facilitate a strong link between a large development on the mall site and Beach Boulevard to maximize the impact of that redevelopment. Finally, the District needs an identifiable and iconic heart which should be located at the "Supercorner" of Beach Boulevard and La Palma Avenue.

CORE AREA

- *Mall site - Regional entertainment/mixed-use destination*
- *Knott's Gate Zone – linked to the corridors and the mall*
- *The "Supercorner" of Beach Boulevard and La Palma Avenue as the heart of the District*
- *Rejuvenate Beach Blvd. by adding attractions and pedestrian activity*

COMPLEMENTARY GATEWAY PROJECT

- *Mixed-use center at Beach and Orangethorpe*



Buena Park Mall



Knott's Berry Farm Theme Park



Figure 3: Buena Park Entertainment Zone looking North.

Knott's Gate Zone - Linked to the Corridors and the Mall

The area surrounding the Knott's Berry Farm Gate, located at the corner of Beach Boulevard and La Palma Avenue, is a key linkage between the Beach Boulevard corridor and the potential redevelopment of the mall site. Improving this connection is critical to the success of new development on the mall site. It is also important to maximize the impact of the mall redevelopment on the sites along Beach Boulevard. If Beach Boulevard feels separated from new development at the mall, new development will not be spurred.



Figure 4: The "Supercorner" of Beach Boulevard and La Palma Avenue

The "Supercorner" of Beach Boulevard and La Palma Avenue - Reinvented as the Heart of the District

One of the significant elements lacking in the District is a "heart." Successful places have identifiable and often iconic centers. The most significant development in size and scale should occur at the heart, allowing other development to stretch out from there. The most logical and most appropriate location for the heart of the Entertainment District of Buena Park is the "Supercorner" at Beach Boulevard and La Palma Avenue. It is located in the center of the District, and there are opportunities to utilize corner lots for iconic elements and sizable structures to define the character of the District and Buena Park.



Figure 6: Buena Park Entertainment Zone looking North.

Attractions & Hotels - Potential Sites

New attractions and hotels along the corridors are likely to be iconic and, therefore, they should be located so as to maximize the impact of their presence. This makes them perfect for prominent spots in the District like the "Supercorner". They are likely to be large in scale and have interesting architecture due to their use. Large iconic buildings on the "Supercorner" would facilitate the creation of a heart to the District in that location.

Also, the existing hotels and attractions along Beach Boulevard are an already-established entertainment zone that new development could contribute to and capitalize on. Beach Boulevard is also home to some of the existing sites that could be improved as the corridor redevelops.

Plan of Attack • Immediate Opportunities

Specific Recommendations For Agency Owned Properties: The City Redevelopment Agency has acquired several properties in the District to better control future development. These properties can be developed immediately to create a catalyst for further development on other parcels in the District, and to create momentum that will generate public interest in the newly branded destination. The Planning Team has reviewed the various development proposals for each property, and makes the following recommendations for the most appropriate use for each. The summary below outlines the most appropriate use for each parcel that would support the overall long range vision for the District. To identify specific developers and/or operators, the selection should be made objectively through an RFP process, more fully described in the following section.

1. ***7711-7733 Beach Boulevard (Movieland Wax Museum Site) 8 acres:*** *This being the largest available site for development in the District at this time, the former Movieland Wax Museum site is the primary opportunity for a significant new entertainment attraction development. Due to it strategic location roughly in the center of the District, it is also one of the few viable opportunities to construct a parking structure that will not only provide necessary parking for the attraction itself, but additional public parking for the District that will benefit other property owners in District.*

   The most appropriate uses of this site include: Wonderworks, Ripley's or Titanic Museum, Wax Museum, or other entertainment venues that would allow the construction of a 500+ stall parking structure. Uses such as hotels, conference centers, or retail/office developments would be better placed elsewhere.

   The California Edison easement which is included in the total 8 acre site must remain surface parking due to restrictions of the utility right of way. This 2.4 acre parcel will yield approx. 215 additional parking stalls.

2. ***7620, 7640 Beach Boulevard (former Golden State Motel and Palm Inn) 3.2 acres:*** *This parcel would be best utilized by an upscale business or suite hotel that could incorporate a banquet and/or restaurant venue. Its proximity to the two dinner theaters, and strategic location roughly in the center of the District and easy access to the 91 Freeway would make it a natural hospitality option for visitors to the area.*

3. ***7851 Beach Boulevard (former Pioneer Motel) 2.3 acres:*** *This parcel is too small and isolated for a significant development option. It is advisable to join this parcel with adjacent parcels south to La Palma Avenue—through cooperative effort with existing property owners—to create up to 8.0 acres of unified development. These combined parcels could create a much needed link between the Movieland Wax Museum site and the 'Supercorner' of Beach Boulevard and La Palma Avenue.*

   The most appropriate uses of the unified site would be retail, themed dining, clubs, and other retail or entertainment uses.

4. ***7777 Beach Boulevard (former Hometown Motel) 1.8 acres****: This parcel is too small and isolated for a significant development option. It is advisable to join this parcel with adjacent parcels north to the Wax Museum site and south to La Palma Avenue—through cooperative effort with existing property owners—to create up to 8.0 acres of unified development. These combined parcels could create a much needed link between the Movieland Wax Museum site and the 'super corner' of Beach Boulevard and La Palma Avenue*

   The most appropriate uses of the unified site would be retail, themed dining, clubs, and other retail or entertainment uses.

Plan of Attack • Near Term

NEAR TERM REDEVELOPMENT OPPORTUNITIES

The sites identified for near term redevelopment are those with reasonable potential for public or private investment in the near term. They will likely require coordinated planning and likely public/private partnerships to implement change These properties include:

- *Generally larger parcels under common ownership*
- *Significant portions are currently vacant or are surface parking lots*
- *Mixed-Use Retail and Hospitality to anchor Beach Boulevard & La Palma Avenue intersection and mall sites are encouraged*

Plan of Attack • Long Term

LONG TERM REDEVELOPMENT OPPORTUNITIES

These sites are identified as those with long term potential for redevelopment. It is important to recognize these sites in the overall strategy so the city does not preclude development there through actions taken on the immediate and near term opportunity sites. These long-term properties include those with the following:

- *All have existing structures and businesses, but could be upgraded and/or relocated as part of a comprehensive improvement plan.*
- *Will require coordinated planning and a likely public/ private partnership*
- *Could make final "Supercorner" link between Mall site and Beach Boulevard & La Palma Avenue.*

BEACH BOULEVARD ENTERTAINMENT CORRIDOR SPECIFIC PLAN

City of Buena Park
6650 Beach Boulevard
Buena Park, CA 90620
(714) 562-3550

Approved by Ordinance No. 1206 on August 28, 1987
Effective: September 28, 1987
Amended by Ordinance No. 1293 on April 5, 1993
Effective: May 5, 1993
Amended by Ordinance No. 1315 on November 28, 1994
Effective: December 28, 1994
Amended by Ordinance No. 1400 on January 11, 2000
Effective: February 11, 2000

I. INTRODUCTION

A. PURPOSE OF THIS SPECIFIC PLAN

Located in the center of Buena Park, the Beach Boulevard Entertainment Corridor is a unique tourist/commercial area with exciting potential. Knott's Berry Farm, Movieland Wax Museum, Wild Bill's, and Medieval Times are unique southern California entertainment attractions located along a one-mile stretch of Beach Boulevard - either within or adjacent to the Entertainment Corridor. In addition, the Sequoia Athletic Club, a full service sports facility, and the nearby Buena Park Mall on La Palma Avenue, a retail attraction, further complement and support the entertainment and recreational uses in the Entertainment Corridor.

This characterization of Beach Boulevard as an entertainment area is generally shared by many people. What the market analysis completed as part of the specific plan study makes abundantly clear is that the potential for this corridor even exceeds past expectations.

The Entertainment Corridor is in large part an outgrowth of facilities that support or benefit from Knott's Berry Farm, Buena Park's primary tourist attraction. The area is clearly in transition, with many of its uses approaching 20 to 30 years of age. New establishments are replacing old on a lot by lot basis. In order to guide and stimulate the future success of the Entertainment Corridor, a coordinated development strategy is needed to: 1) establish a clear identity for the corridor; 2) specify land use potentials and circulation improvements; and 3) establish development regulations, design guidelines and implementation actions.

This plan is a comprehensive and cohesive planning guide and implementation tool, providing a strategy for responsible economic growth and a superior physical image for the Beach Boulevard Entertainment Corridor. It was formulated in response to the area's truly unique conditions and special opportunities.

This Specific Plan will augment the General Plan and designates the corridor a "special zone" (Entertainment Corridor Specific Plan Zone) requiring special consideration for future developments to ensure continued positive growth.

As time goes by, the original Specific Plan area may be expanded to include additional areas to further encourage tourist related activities and services.

B. BACKGROUND

Buena Park exists as a fully developed city with a population of approximately 70,000 persons. Very little vacant land remains that is suitable for development. A large share of it is situated along Beach Boulevard.

Encouraging appropriate uses on these remaining parcels through new development, consolidation and other measures is critical to the economic health of the community. Although there is a strong economic base linked to tourism, warehousing, light manufacturing, and regional

shopping malls, continued expansion of the economic base must rely upon an intensification of some existing uses and the provision for appropriate new uses.

Two major freeways (the Santa Ana Freeway - I-5 and the Artesia Freeway - Route 91) and a state highway (Beach Boulevard - Route 39) pass through Buena Park, allowing the Entertainment Corridor to draw from the regional economy. There are further opportunities to capitalize on freeway accessibility to the Entertainment Corridor through the proposed interchange improvements between the Santa Ana Freeway (I-5) and Beach Boulevard, as well as the street widening of Beach Boulevard.

Development in the area has evolved in a haphazard way, with no orchestrated direction or overall thrust. Although a tourist/visitor economy exists due to several major attractions, the lack of a coordinated development plan for the Entertainment Corridor area has constrained its economic potential.

The City and community responded in 1985 by designating the area as a Redevelopment Project Area and adopted a Redevelopment Plan which called for programs and actions to address the area's mixture of incompatible land uses, inadequate parking and aesthetic deficiencies.

In October 1986, the City enacted a one-year moratorium on project approvals within the Corridor to allow a detailed study and comprehensive strategy which culminated in the Specific Plan.

In 1992 the Specific Plan was amended to expand the tourist orientation of the area by providing a linkage to the Buena Park Mall and to enhance the physical and economic transition of the dated developments along that linkage. This area was designated as the Paseo de Plaza Amendment Area.

In 1994 the Specific Plan was further amended to expand the California District to include the Sequoia Athletic Club and the Arco gas station for conformance with the General Plan's 1994 comprehensive revision.

In 1999 the City amended the Specific Plan for a third time in order to update the land use chart and provide encouragement for the placement of pedestrian seating areas along Beach Boulevard as well as transit linkages to the Buena Park Mall and a future Metrolink train station in the northern area of the City.

C. SPECIFIC PLAN BOUNDARY AND INFLUENCES

The Specific Plan area is situated along Beach Boulevard (Highway 39) roughly between Orangethorpe and La Palma Avenues. Also included is the northeast corner of Beach and Orangethorpe, the southeast corner of Beach and La Palma, and three properties at the northeast corner of Crescent and Western Avenues.

The 1992 amendment area is located on the south side of La Palma Avenue between Beach Boulevard and Stanton Avenue and the northerly portion of the west side of Stanton Avenue south of La Palma.(See the Specific Plan Area Boundary exhibit).

The 1994 amendment area is located on the southeast corner of Orangethorpe and Western Avenues.

Farm. The rest of the district is vacant. The proposed image for this area is to provide a setting that relates to the Buena Park Hotel and Knott's Berry Farm, and is unified through a common landscaping treatment.

2. Public Street Right-of-Way Themes

Since this Specific Plan is affected by the "Smart Street" plans and the proposed widening of Beach Boulevard by CalTrans, it must provide guidance for final street design. There are two special street areas that are publicly owned and strongly influence the image of the corridor. They are the freeway interchange or City/Corridor Gateway, and Beach Boulevard.

a) The City/Corridor Gateway: The interchange at the Artesia Freeway and Beach Boulevard serves as a "gateway," or entry/exit for the corridor. It is therefore a transition area and does not qualify as a full district because of the lack of structures and the inability to exercise complete control over landscaping and signage in the CalTrans right-of-way. This public land presents a significant opportunity for highly visible improvement. It is the main entry point to the corridor and should represent a statement of quality and commitment by the City to upgrading the image of the area. It is the opportunity to let travelers know that something special is happening on Beach Boulevard in Buena Park. It should direct them into the Entertainment Corridor in a more attractive way.

b) The Beach Boulevard Streetscape: Based on the proposed "Smart Street" plans, much of Beach Boulevard within the planning area has the opportunity to change significantly in the future. By the acquisition of additional street right-of-way, CalTrans will force the relocation of a majority of the signs, sidewalks, landscaping, lights, driveways, parking, bus turnouts, and street furniture adjacent to the existing street.

To mitigate impacts caused by temporary construction work and the permanent effects from the expansion to an 8-lane highway the streetscape plan concepts presented in the Design Guidelines should be applied within the expanded right-of-way as well as on adjacent private property.

As an added enhancement, the City of Buena Park is encouraging the creation of pedestrian seating areas along Beach Boulevard. These "Sidewalk Enhancements" include the use of street furniture, decorative paving, and theme landscaping.

B. LAND USE PLAN AND ECONOMIC STRATEGY

The Land Use Plan and Economic Strategy for the Beach Boulevard Entertainment Corridor are derived primarily from a market analysis conducted to determine the economic development opportunities that would benefit property owners, business proprietors and the City. Input and participation from property and business owners in the Specific Plan area, as well as City officials, also influenced land use proposals.

The uses that are listed in the Land Use Matrix in Chapter V, Development Requirements, are key ingredients in achieving the objectives of this specific plan.

1. Basic Market Strategy

The basic economic and land use strategy has two components: 1) more retail/commercial uses and restaurants; and 2) more quality hotel rooms. A third potential strategy is the desirability of adding more visitor attractions, such as a conference oriented hotel.

a) An issue identified by business owners and the market analysis is a general lack of retail/tourist commercial services. The corridor doesn't presently have the ability to retain and hold visitors that come to the main attractions. The visual image of the area is weak. The small independent businesses have insufficient marketing strength to pull people in. The Specific Plan encourages focused retail uses in each area, with the Promenade District being the most significant opportunity. Some retail uses, especially in the California District, are related primarily to non-tourist markets.

b) Some interest has already been expressed for a residential style all-suite hotel that provides the corporate guest with facilities for family members or associates during a long stay. There are several possible locations for accommodating this use.

c) The third market opportunity to be encouraged is additional hotel developments that provide services to accommodate at least one full-service conference hotel with the ability to capture regional trade association meetings. A facility of approximately 350 rooms serving the high end of the room rate spectrum would be appropriate. If placed correctly within the specific plan area adjacent to or near one of the existing hotels, a "synergistic" effect may occur. Conference facilities and overbookings could be shared.

2. Land Use Sub-Districts

Each land use sub-district (depicted on the Land Use Concept exhibit following this section) is located within a Design Theme District. The "preferred land uses" are indicated for each land use district on the exhibit.

The overall zoning for most of the specific plan is termed E.C.S.P. - Entertainment Corridor Specific Plan Zone. The Southern California Edison Company easement on the east side of Beach Boulevard remains in OS-Open Space zoning.

Besides trying to uplift the economic vitality of the area through land use and development strategies, each land use district is linked to a strong design concept that creates unity and cohesiveness, improving the "marketability" of development. The land use districts are described below in relation to the appropriate design theme district. Zone Designations are: A through D for design theme district and 1 through 3 for land use sub-district.

a) The California District (A): The land uses prevalent in this area are lodging, commercial and restaurant oriented, with several successful businesses such as the Holiday Inn, Denny's and Stuart Andersen's Black Angus. The Sequoia Athletic Club is a prime recreational attraction to the District. Some auto-oriented uses are in the area, which seems appropriate due to freeway proximity.

1) Land Use Sub-District A1: Neighborhood Commercial Center & Recreational - This is a mostly vacant area and excellent target for new local-serving development, capitalizing on freeway access. The preferred land uses include hotels, conference centers, and restaurants. Community oriented recreation uses such as a skating rink or movie complex are also appropriate. This subdistrict is subject to the Master Plan requirements of Section V.

Land Use Sub-District A2: Lodging and Commercial - This is a successful existing hotel area that will be adding a restaurant and retail center on the corner of Orangethorpe and Beach in the near future.

No significant land use changes are proposed. Additional retail uses and restaurants are desirable.

Land Use Sub-District A3: Lodging, Commercial, and Recreational - This area includes an existing commercial development with restaurants and retail sales, a health club with incidental medical offices and convention facilities, as well as a hotel, that could offer expanded services. Preferred uses include retail, commercial, restaurants, delicatessens, recreational facilities, and medical/health related offices.

b) The Theater District (B): The land uses are oriented towards lodging, commercial, and large entertainment facilities that capitalize on freeway exposure and share prominence with Knott's Berry Farm. Most uses in the area are economically strong and not subject to major change, with the Medieval Times, Wild Bill's, and The Movieland Wax Museum being the major activities. The Inn Suites and the Marriot Courtyard are very successful hotels within the District.

1) Land Use Sub-District B1: Lodging, Entertainment and Commercial - Medieval Times, Wild Bill's and several older hotels are located here. When new uses occur, entertainment activities should be provided. Restaurants, dinner theaters, nightclubs, dancing and hotel suites are encouraged.

2) Land Use Sub-District B2: Lodging, Entertainment and Commercial - Room for expansion or development could occur if El Capitan Way is closed off. Uses for the district should be cultural, theatrical or art related, including museums, restaurants, dinner theaters, nightclubs, dancing and retail commercial. Additional lodging would be a permitted use. Entertainment uses are preferred.

c) The Promenade District (C): Because of the potential for foot traffic between the Corridor and Knott's Berry Farm this should be a pedestrian-oriented area with commercial and lodging opportunities. This area is the best target for redevelopment or expansion of under-utilized land uses, or for new development on existing vacant land. Tourist serving retail commercial and conference oriented hotels are encouraged.

1) Land Use Sub-District C1: Tourist Commercial, Lodging and Entertainment - Two major successful uses here are the Embassy Suites Hotel and Ripley's Believe It or Not Museum. Uses should provide "pedestrian-scale" retail and service opportunities, such as markets, restaurants, pharmacies, fast food, lodging, specialty retail, and banks. This sub-district is subject to the master plan requirements of Section V.

2) Land Use Sub-District C2: Tourist Commercial, Lodging and Entertainment - Two successful uses here are a 7,000 sq.ft. McDonald's and the Heritage Village retail center, which includes the Claim Jumper restaurant. Because of vacant properties, a large portion of this area is under-utilized or not realizing its potential. "Pedestrian-scale" retail and lodging are preferred with a pedestrian orientation between shops encouraged. Preferred uses also include a conference hotel. This District is subject to the master plan requirements of Section V.

3) Land Use Sub-District C3: Tourist Commercial, Lodging, and Entertainment - Divided into two separate areas {C3(a) and C3(b)}, the major tourist oriented land use here is the Crystal Factory and Capodimonte Shop. Uses here should provide "pedestrian-scale" retail and service opportunities, such as restaurants, small drug stores, fast food, lodging, specialty retail, and banks, with a pedestrian orientation between shops and linkage to the Buena Park Mall area encouraged. In area C3(b) of this sub-district, provisions have been made to allow offices as a primary use. This sub-district is subject to the master plan requirements of Section V.

d) The Attraction District (D): The major existing use is the Buena Park Hotel with the remainder of the area developed as parking for Knott's Berry Farm Amusement Park. Lodging, conference-oriented hotel or additional attractions are encouraged, since Knott's Berry Farm is a destination resort area.

1) Land Use Sub-District D1: Lodging, Conference Hotel, and Attraction - The existing hotel might be enhanced by adjacent conference facilities, additional hotel rooms and attractions. Preferred uses are a conference-oriented hotel, additional lodging, an extension of Knott's Berry Farm or a compatible attraction. Tourist oriented incidental retail commercial is an acceptable use.

IV. GOALS, OBJECTIVES AND POLICIES

The function of this section of the plan is to establish the foundation for the regulatory section of the plan. Examining the components contained herein will clarify the spirit of the Development Requirements found in Chapter V. This section serves as a reference point in determining the intent of the plan and assuring its consistency with Buena Park's General Plan.

The major issues and relevant guidance for this section of the Specific Plan were taken from the following documents:

- Buena Park General Plan;
- Project Area I CBD Redevelopment Plan; and
- Project Area II Redevelopment Plan.

The definitions of "goals" and "objectives" relate only to conditions, not actions. They may or may not imply direct actions taken by the City. "Policies" relate to actions. In order to understand how overall guidance is translated into direction for this particular area, the following terms are used:

Goal: A general statement of desired future condition toward which effort is directed.

Objectives: Specific statement of desired future condition toward which effort is directed.

Policy: Organized set of actions or activities carried out to achieve desired objectives. This is the level at which action is specified. In situations of public/private partnership and approaches to local problem solving, the City may:

1) Undertake all necessary actions to achieve a particular goal and/or objective; or
2) Undertake part of the necessary action for achievement of a goal and/or objective, providing incentives for outside contributions.

Policies identified in this plan include responsibilities that may be assumed by both the City of Buena Park and private parties interested in the development of the Entertainment Corridor.

The subjects identified within the aforementioned documents and germane to the formulation and implementation of the Specific Plan include:

- Commercial Development;
- Land Use;
- Circulation;
- Economic Function; and
- Urban Design.

A. COMMERCIAL DEVELOPMENT

Goal: An attractive variety of commercial uses within the Corridor (including restaurants, tourist serving retail, lodging, and entertainment facilities) which will contribute economically, socially and visually to the community.

Objectives:
1) Conserve existing quality commercial facilities.
2) Rehabilitate/revitalize existing under-utilized commercial developments or parcels.
3) Replace those commercial uses deemed inappropriate to the purpose of the Specific Plan development regulations.
4) Facilitate a project review process that is consistent with the intent of the Specific Plan.
5) Provide a mix of commercial uses that create economic growth and stability for the Entertainment Corridor.
6) Encourage the development of commercial uses that relate in a positive manner to adjacent uses.

Policies:
1) To establish incentives for consolidated commercial parcels and integrated site planning wherever possible to maximize development potential.
2) To establish use regulations to ensure compatible new commercial development with existing development.
3) To implement a clear, concise review process for development proposals within the Specific Plan area.
4) To utilize City Redevelopment resources for commercial rehabilitation wherever applicable.

B. LAND USE

Goal: Commercial land uses within the Corridor that are compatible with adjacent land uses.

Objectives:
1) Reduce/eliminate existing conflicts between uses where possible.
2) Eliminate potential conflicts between commercial development and adjacent land uses.
3) Implement design standards to improve compatibility between land uses.
4) Maximize redevelopment incentives for underutilized parcels.

Policies:
1) To implement development regulations and guidelines which ensure land use compatibility.
2) To consolidate or cooperatively plan adjacent lots for efficient site planning coordination wherever possible.

C. CIRCULATION

Goal: An optimum system of safe and efficient circulation to serve both vehicular and pedestrian needs.

Objectives:
1) Provide integration of Smart Street plans/recommendations with adjacent on-site development plans to the maximum extent possible.
2) Provide quality pedestrian walkways throughout the Corridor area as linkages to shops, hotels, motels, restaurant facilities, entertainment attractions and the Buena Park Mall.
3) Minimize unnecessary curb cuts in locations where shared access is available and desirable.
4) Improve ingress/egress for corner properties and reduce transportation load onto Beach Boulevard by locating curb cuts on cross streets whenever possible.
5) Encourage a mass transit system between the Entertainment Corridor, the Buena Park Mall, and other points of interest with linkage to the Metrorail station proposed at Malvern Avenue and Dale Street.
6) Avoid deterioration or impedance of vehicular traffic flow along the Corridor, wherever possible.
7) Reduce or eliminate vehicular and pedestrian conflicts, to the maximum extent possible.
8) Provide adequate, easily accessible parking for commercial uses within the Corridor.

Policies:
1) To improve traffic circulation onto Beach Boulevard through modification of existing curbs cuts wherever applicable and appropriate.
2) To implement clear and concise development review guidelines to improve off-street parking facilities.
3) To incorporate Smart Street recommendations as part of the development regulations and project review process.
4) Provide a transit system that will link the uses within the Entertainment Corridor with the Buena Park Mall and the future Metrorail station proposed at Malvern Avenue and Dale Street.

D. ECONOMIC VITALITY

Goal: An economic balance and well being of the Entertainment Corridor through diversification of the commercial base and employment opportunities.

Objectives:
1) Coordinate a mix of public/private sector investment in development and redevelopment ventures.
2) Promote the development of additional job opportunities.
3) Promote the continued viability of family and tourist entertainment facilities.

Policies:
1) To utilize available City moneys for project funding whenever possible.
2) To utilize economic analysis studies of the Corridor as an integral part of development recommendations.

E. URBAN DESIGN

Goal: A visually pleasing, positive and cohesive image of both public and private uses.

Objectives:
1) Encourage positive identity of commercial structures through building design, material compatibility and landscaping treatments.
2) Incorporate design techniques (i.e., landscaping, berming, fencing, building orientation) as methods of ensuring compatibility between commercial and adjacent residential land uses.
3) Incorporate signage design guidelines as an integral part of the development plan.
4) Include attractive, consistent pedestrian walkways throughout individual projects and the entire Entertainment Corridor.
5) Incorporate landscaping/streetscape treatments throughout the Corridor.
6) Encourage lot consolidation or integrated site planning for development projects.
7) Explore possibilities of utilizing utility easements for enhancement of the corridor.
8) Establish (a) design theme(s) within the Corridor, incorporating design variation in the physical image as needed.

Policies:
1) To implement clear and concise design guidelines in the development review process to ensure compatibility with adjacent uses and structures.
2) To implement consistent City sign design for directional, informational signage.
3) To provide incentives for visual rehabilitation of existing commercial structures.
4) To provide incentives and/or development bonuses for lot consolidation/ integrated site planning within the Specific Plan regulations.
5) To locate all utility wiring underground wherever possible.
6) To incorporate development recommendations and design standards within the Design Guidelines as needed to mitigate impacts of the Smart Street Program.
7) To utilize existing quality development projects and design features as examples of desired future development.
8) To preserve structures, areas or landscaping of importance or significance to the Corridor and to the community.
9) To implement signage guidelines and standards that define use and enhance the design theme(s) of the Corridor.

3. Entertainment Corridor Concept

The Entertainment Corridor is intended to be a place where people can come for amusement, diversion and entertainment. The main unifying concept in the Specific Plan Area is the portrayal of different aspects and periods of Californian life and history. This concept is portrayed through the use of California architecture, plant materials and fashion.

Each District or sub-area is part of the overall statement that has been developed for the length of Beach Boulevard, but is allowed to have its own identity. Themes have been devised to improve the memorability of the corridor as a whole, and provide recognition of the districts and sub-areas (or projects) within the corridor. Instead of "standing alone," projects are encouraged to gather their collective marketing strength to attract consumers to the area, using the corridor and its theme areas as a reference point for advertising purposes.

B. GENERAL PROVISIONS

1. General Landscape Guidelines

The landscape concept for the Beach Boulevard Entertainment Corridor has been conceived to organize and present a memorable image for the Corridor as a whole and allow for the identification of individual districts within the Specific Plan Area. The purpose of these General Landscape Guidelines is to establish a unified landscape framework that provides continuity and enhances the streetscape while encouraging a variety of district theme statements. A high degree of landscape quality is to be maintained throughout the Specific Plan Area.

a) A simple design character that is easy to maintain and is unique relative to other commercial areas is sought. The overriding goal is to provide a positive visual experience for all persons within the Corridor.

   1. Trees, both in lines and masses, shall be utilized to enclose exterior spaces and provide physical protection from the sun and wind in paved areas.

   2. Contiguous parcels or areas with parcels reserved for future expansion shall fully install the required landscape areas adjacent to street at the time the first phase of development occurs.

b) The form and massing of street front plant materials shall be consistent in application from district to district, but the materials and colors may change to conform to the district theme. Each district uses a suggested planting palette which lists appropriate landscape materials available to that area. Substitutions may be granted based upon Planning staff approval.

c) Landscape plant materials must be "long-lived" varieties. "Short-lived" materials such as flowering annuals and perennials may be utilized to accent or augment the "longer-lived" elements which form the landscape framework.