



UPTOWN NEWPORT

Planned Community
Development Plan

Phasing Plan

Uptown Newport LP
February 14, 2013

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1.1 PURPOSE AND INTENT

The Uptown Newport Phasing Plan outlines the phasing of the proposed development within the Uptown Newport Planned Community Development Plan (Uptown Newport PC), and is intended to be used as a general guide for the planning and implementation of the phased development within the Uptown Newport PC.

New residential and commercial development within the subject property shall be subject to the Uptown Newport PC Land Uses, Development Standards & Procedures and Design Guidelines. Existing on-site land uses are allowed to continue as nonconforming uses in compliance with Newport Beach Municipal Code (NBMC) Chapter 20.38 and the Uptown Newport PC.

1.2 PHASING SUMMARY

The Uptown Newport project will include redevelopment of the 25-acre property into a high-density mixed-use residential project. Up to 1,244 residential units, 11,500 square feet of retail, and 2 acres of park space are planned as part of the project. The plan calls for the approximate 25-acre site to be configured with a pattern of streets and development areas that provide a pedestrian-friendly environment, with strong connectivity to adjacent commercial/office areas.

The project is anticipated to be developed in two primary phases. Phase 1 will include demolition of the existing single-story office building at 4311 Jamboree (the "Half Dome Building"), and development of the

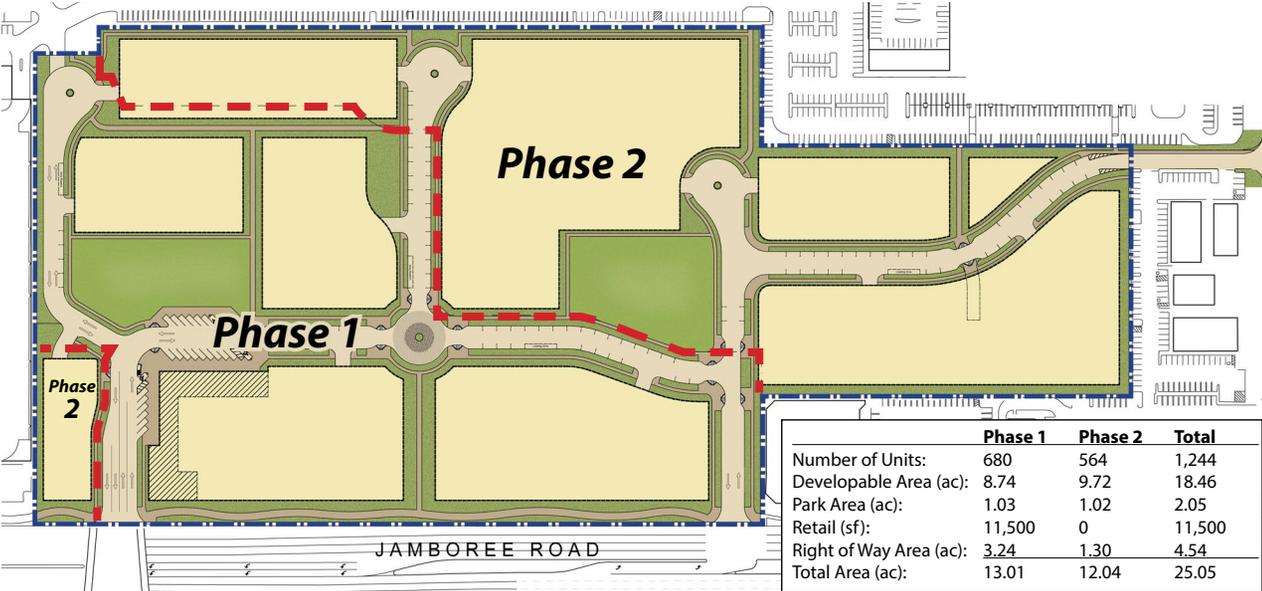
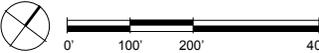


Figure 1-1: Phasing Diagram



1. INTRODUCTION

westerly portion of the property, including the frontage along Jamboree Road. Phase 1 development will include approximately 680 units and 11,500 square feet of retail, and is projected to commence in 2014 with build-out of Phase 1 through 2017.

The number of units developed within Phase 1 or Phase 2 may be less than or greater than the number of units specified herein provided that the units are allocated to the site through replacement of existing office or industrial uses, additive units, affordable housing units, or affordable housing density bonus units.

The minimum number of units at build-out of the project shall not be less than 30 dwelling units per acre based on the net developable acreage shown on the final map. Units not developed as part of Phase 1 will be available for Phase 2 development. The minimum and maximum number of units by phase is shown on Table 1-1.

Table 1-1: Units by Phase

	Minimum	Maximum
Phase 1	350	680
Phase 2	350	564
Total	700	1,244

The TowerJazz semiconductor facility is an existing semiconductor chip manufacturing facility that operates on the Uptown Newport property. The operation of TowerJazz may continue as an interim use within the Uptown Newport PC. In accordance with the Uptown Newport PC, interim light industrial uses shall cease to be an allowed use after March 12, 2027.

Phase 2 will include demolition of the TowerJazz building and development of approximately 564 units on the easterly portion of the property. Development of Phase 2 is anticipated to commence in the spring of 2017 with build-out through 2021. Timing for Phase 2 development is contingent on the existing lease of the TowerJazz building, which is currently set to expire in March 2017, but has the option to extend to 2027.



Figure 1-2: Phase 1 Spine Street with TowerJazz building

2. PHASE 1 DEMOLITION

2.1 DEMOLITION

Phase 1 will include demolition of the existing building at 4311 Jamboree Road (the “Half Dome” building). The Half Dome building is a 126,675 square foot single-story commercial building that is used for office, light industrial, storage, and café services (Figure 2-1). The TowerJazz building and associated mechanical equipment located at 4321 Jamboree Road along the northern property boundary are planned for demolition in Phase 2 development and will remain in operation during development of Phase 1. The existing SCE substation, located at the northwest corner of Fairchild Road and Jamboree Road, will remain during Phase 1. This area will be developed as part of Phase 2.

Phase 1 demolition activities involve: removing equipment, furniture and machinery from the Half Dome building; abating asbestos and lead-based paint as needed; decommissioning of utilities serving the Half Dome building; demolishing and removing the Half Dome building, removing foundations and footings; and removing above-ground storage tanks (ASTs). Utilities and piping serving the Half Dome building would also be removed, cut or capped. The asphalt parking lot, light fixtures, and landscaped islands will be removed. Asphalt, concrete, metal, and other demolition materials will be considered for recycling either on or off-site.

In addition, the existing 2,200 gallon liquid ammonia tank that is currently located in between the two existing on-site buildings will be relocated at least 200 feet from residential buildings within Phase 1.

2.2 SITE PREPARATION

Site preparation in Phase 1 will require the removal of any unsuitable fill material, stockpiles, vegetation, and organic or non-organic materials resulting from the demolition and clearing/grubbing operation.

Based on the previous investigations, development of Phase 1 will not encroach within the area of known environmental impacts, and does not pose unacceptable health risks to future residents. A Human Health Risk Assessment (HHRA) has been prepared for Phase 1 to evaluate the potential for environmental health risks associated with the known environmental impacts at the site. The HHRA has been approved by the Regional Water Quality Control Board (RWQCB) and no further remediation is required within Phase 1.



Figure 2-1: Half Dome building

3.1 GRADING AND EARTHWORK

The grading operation will involve the cutting and filling of the site to establish building pads, roadway sub-grades and park areas at elevations shown on a City-approved grading plan. At the completion of site preparation, zones of loose unsuitable materials, if any, will be identified. It may be necessary to remove the soils in these localized areas to a greater depth than the overall recommendation. Areas to receive fill and those areas under buildings and roadways will require over-excavation to remove and compact existing soils prior to placing any fill, as recommended in the geotechnical report.

Grading and earthwork for Phase 1 will require interim slopes and/or retaining walls along the interface with the TowerJazz building and its associated mechanical equipment areas. These interim slopes and walls will subsequently be removed with the grading of Phase 2.

Grading will be designed to optimize the balance of cut and fill, in both phases of the site development. The design of the grading anticipates the likelihood of subterranean parking levels beneath the proposed buildings. Material excavated to establish the subterranean pad envelopes will be used as fill to bring site grades up to elevations that are planned to be several feet above existing grades (see Figure 3-1).

Generally, the grading is designed such that the first floor elevations of the residential buildings are two to four feet above the surrounding street grades. The grading concept illustrated in Figure 3-1 is based on one level of subterranean parking within the larger building envelopes.

The grading plan is designed to balance cut and fill materials from the grading operation. Grades will be adjusted during final design to minimize the need to import or export soil during grading operations to the extent practical. However, final building design and grades may create the need to import or export soil from the site.

An export situation could occur to the extent that these building envelopes have a second level of subterranean parking. Should all of the larger envelopes in Phase 1 have two levels of subterranean parking, then the cut volume would increase by approximately 90,000 cubic yards, much of which would have to be exported from the site. Excess cut material will be transported to locations and by routes approved by the City traffic engineer.

3. PHASE 1 ON-SITE IMPROVEMENTS

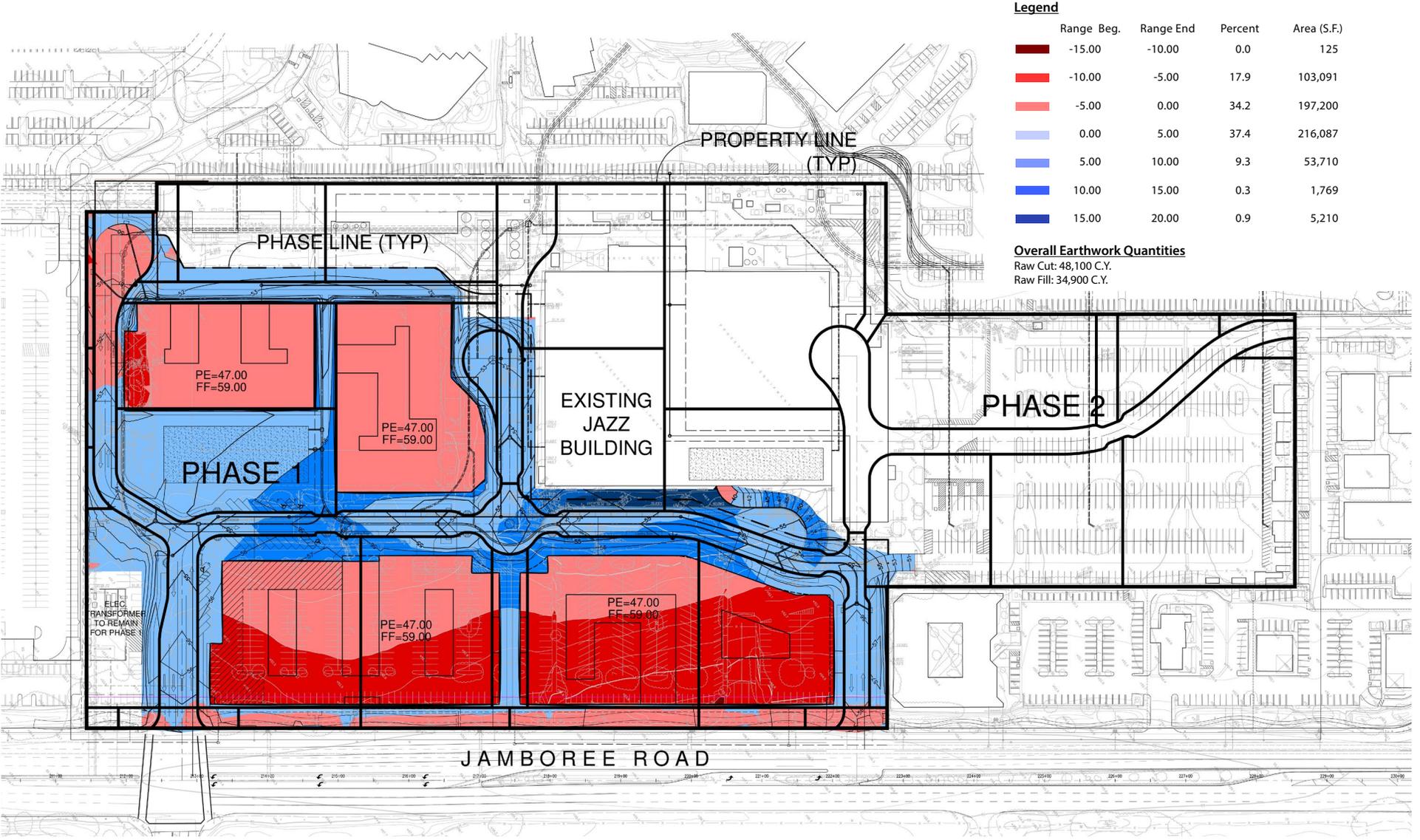
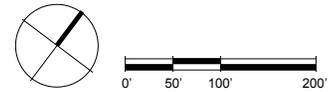


Figure 3-1: Phase 1 Earthwork with 1 Subterranean Parking Level
 Note: some building typologies may require 0 or 2 subterranean parking levels, in which case overall earthwork quantities will be impacted



3.2 UTILITIES AND DRAINAGE

3.2.1 Water

The proposed on-site water system will consist of a network of underground mains that in Phase 1 will have at least two connections to an existing Irvine Ranch Water District (IRWD) line in Jamboree Road. The Phase 1 system will include connections to supply both domestic and fire protection water service to the TowerJazz facility (see Figure 3-2). The on-site water system will be designed and installed in accordance

with IRWD standards so that upon completion of construction it may be turned over to IRWD for operation and maintenance. Appropriate easements will be granted to IRWD for these facilities.

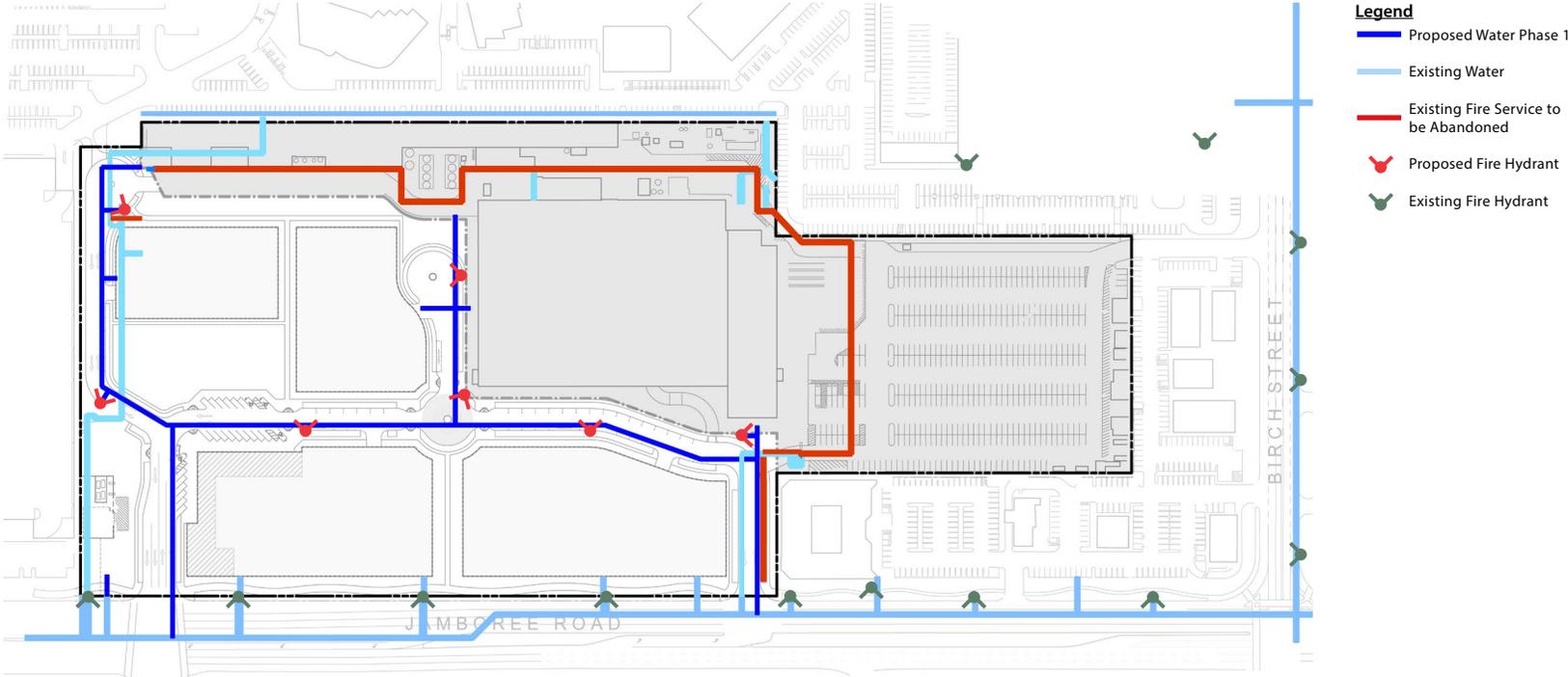


Figure 3-2: Phase 1 Water Concept



3. PHASE 1 ON-SITE IMPROVEMENTS

3.2.2 Sewer

The sewer system has been designed to take advantage of existing City and Orange County Sanitation District (OCSD) facilities that currently serve the site. To the extent possible, the proposed on-site sewer system will be located within the site roadway system. The design of the sewer system for Phase 1 must take into account the need to provide continued service to the existing TowerJazz building. In that regard, it is anticipated that elements of the Phase 1 sewer system will connect on an interim basis to existing lines within the TowerJazz area (See Figure 3-3).

Because the TowerJazz facility produces a significant daily discharge (up to 1.0 mgd) to the public sewer system, it is important that the design of the Phase 1 sewer system include an evaluation of the capacities of the downstream City and OCSD facilities. Since multiple options are available for connecting to the public system, the choice of which connection(s) to tie into should be based on available downstream capacity as well as the physical location and elevation of the point of connection.

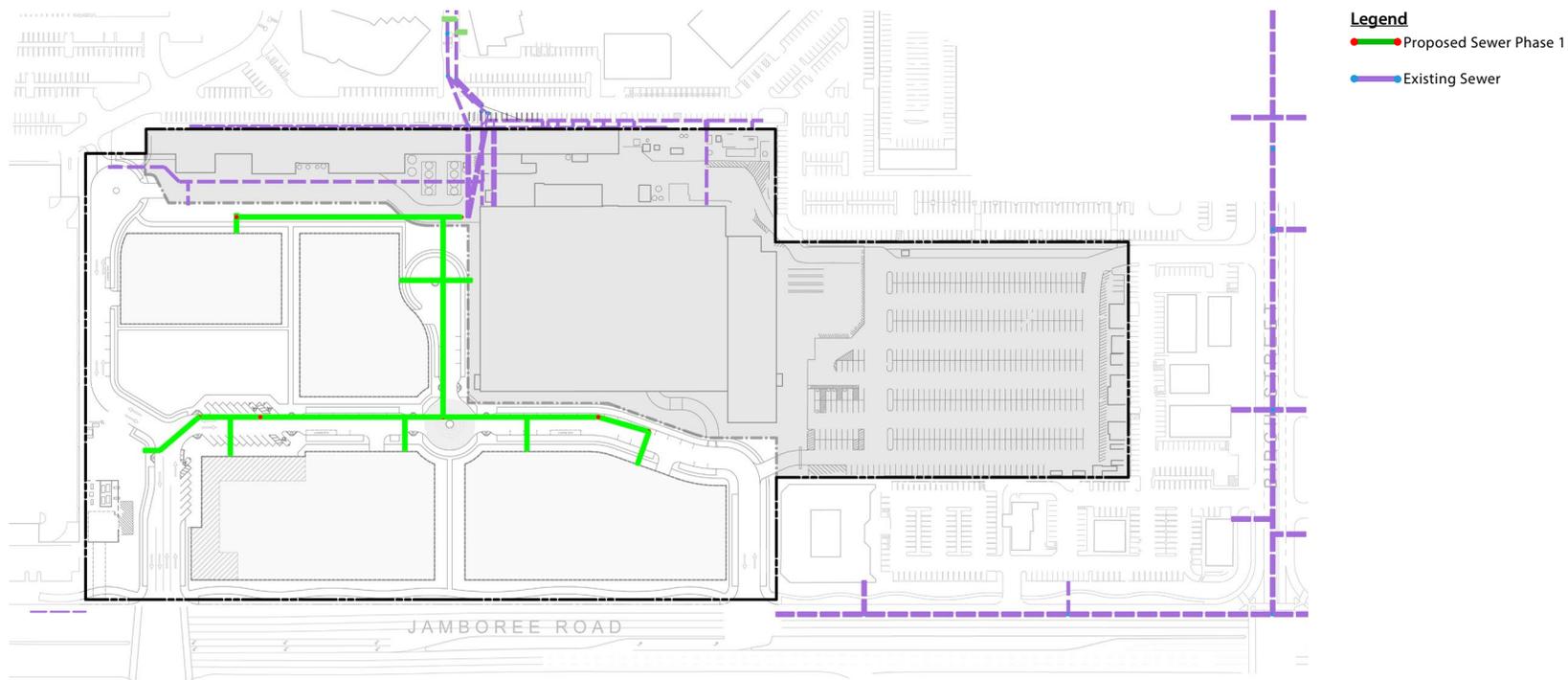


Figure 3-3: Phase 1 Sewer Concept

3. PHASE 1 ON-SITE IMPROVEMENTS

3.2.3 Drainage & Water Quality

Runoff from the site is currently conveyed by underground storm drains to the existing drainage ponds along Von Karman Avenue to the northwest of the property. The proposed on site storm drain system will consist of a system of underground pipes that will convey storm water runoff to the existing downstream off-site system using several points of connection along the northwest side of the site. Since the existing on-site underground storm drain system conflicts with locations of the proposed buildings, this system will be sequentially removed and replaced with the new system. Because the proposed project will have more

vegetated open space areas than currently exists on the site, the amount of post-development runoff will be less than existing.

Within the Phase 1 development area, existing underground lines will be removed during site preparation and grading. A new underground system will be installed to serve the proposed development. The proposed storm drain system for Phase 1 will tie into existing storm drain lines within the TowerJazz mechanical equipment area. The conceptual Phase 1 storm drain system is illustrated in Figure 3-4.

The proposed project is designed to comply with the requirements of the adopted North Orange County MS4 Permit that regulates storm water discharges pursuant to the National Pollution Discharge Elimination System (NPDES). A preliminary Water Quality Management Plan (WQMP) has been prepared for Uptown Newport. A final WQMP will be prepared during final design. The WQMP identifies the measures to be implemented in each of the two phases of development to minimize the effects of urbanization on stormwater runoff quality and quantity.

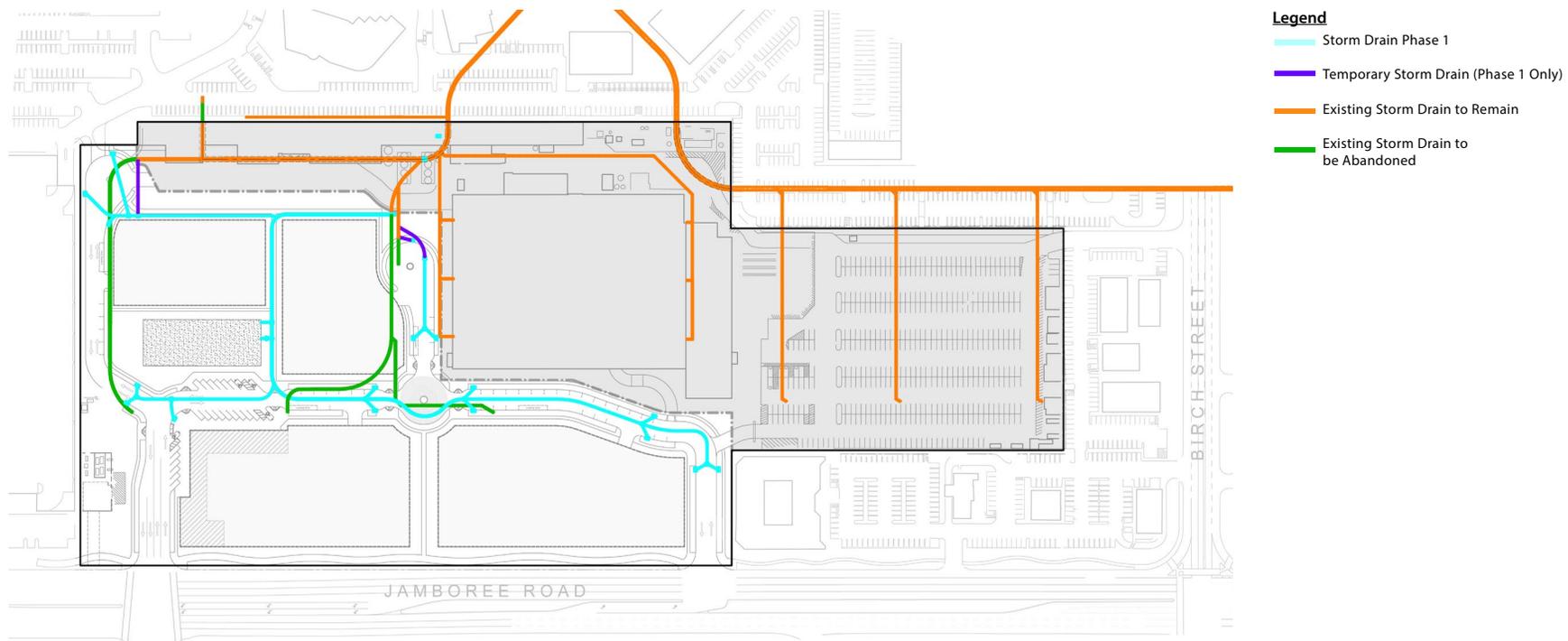
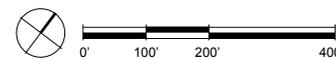


Figure 3-4: Phase 1 Storm Drain Concept



The implementation of the WQMP will be sequenced by phase such that in Phase 1, the BMP's will be sufficient to adequately treat the area developed in that phase. When the balance of the site is developed in Phase 2, the remainder of the BMP's will be installed to treat the additional area of development. To the extent possible, the master developer should provide BMP's for the design capture volume for the site. However, it may be necessary for merchant builders to treat runoff from their respective pad areas.

For the construction phase of the project, a Storm Water Pollution Prevention Plan (SWPPP) will be prepared prior to grading activities. This plan will specify the BMP's to be deployed during grading and construction of the project to minimize deleterious effects on the quality of stormwater runoff from the project.

Best Management Practices (BMP's) will include infiltration with bioretention in landscape and park areas, planter boxes with underdrains, vegetated filter strips, and proprietary treatment systems. The downstream ponds in Koll Center Newport will provide further water quality treatment through aeration and settlement of silt and sediments.

3.2.4 Dry Utilities

The site is currently served by existing 66kV electric lines that run along the northerly side of Jamboree Road and the existing Southern California Edison (SCE) substation located at the southwesterly corner of the site at the intersection of Jamboree Road and Fairchild Road. The 66kV electric service is stepped down to 12kV electric service at the substation and currently serves the Half Dome and TowerJazz Buildings as well as equipment operated by TowerJazz Semiconductor.

The existing 66kV electric lines will continue to serve the property for Phase 1. Electric service for the Phase 1 development will feed off of the existing 66kV distribution line along Jamboree Road and will be distributed through Phase 1 in underground distribution lines. Electric transformers serving Phase 1 are anticipated to be incorporated into the proposed building structures or buffered from view to the public.

The SCE substation will also remain in service during development of Phase 1, but will only serve the TowerJazz building and TowerJazz equipment. The SCE substation will be screened with landscaping in accordance with the Uptown Newport PC and Design Guidelines.

Natural gas is provided to the site by the Southern California Gas Company by an existing 8" natural gas line located in Jamboree Road. Natural gas service for Phase 1 development will continue to be served from the existing gas line located in Jamboree Road.

AT&T phone service and Cox Communications fiber optic service are available in Jamboree Road along the frontage of Phase 1 development.

3. PHASE 1 ON-SITE IMPROVEMENTS

3.3 VEHICULAR CIRCULATION

The internal circulation system to serve Phase 1 will include two intersections with Jamboree Road. The southerly intersection will be located at the present location of the existing signalized entry opposite Fairchild Road. At the northerly intersection there will be both right-turn and left-turn ingress from Jamboree Road. Egress will be right-turn-only to Jamboree Road. Left turn egress will be prevented by signage and a raised median in Jamboree Road. This intersection will not be signalized.

The on-site roadway system will be privately owned and maintained, but open to the public. Driveways off the roadways in Phase 1 will provide direct access to parking within each building envelope. Street parking will be available in designated locations. Roadway widths, turning radii, and turn-around dimensions will be designed to accommodate truck movements and fire equipment.

The Phase 1 roadway system will include a gated connection to the TowerJazz parking area. In the southwest corner of the site, the Phase 1 roadway will

provide gated access to the TowerJazz equipment yard and emergency vehicle access to the Koll property. The Phase 1 system will also provide vehicular access to the SCE substation at the south end of the property.

The existing emergency vehicle access to and from the Koll Center Newport property in Phase 1 as depicted in Figure 3-5 and 6-5 shall be preserved in perpetuity. This connection through Koll Center Newport to Von Karman Avenue may be expanded to allow for future public access for pedestrians, bicycles, and vehicles in the future.

3.4 PEDESTRIAN & BICYCLE CIRCULATION

Phase 1 pedestrian circulation will be provided through a sidewalk system on each side of the Spine Street and Neighborhood Streets. These paths, as well as paseos between buildings and around the park, will connect the residential buildings with the on-site retail, the park, and all off-site adjacencies. Bicycles will be permitted on all streets and paseos within the Uptown Newport PC. The TowerJazz facility will maintain its northwest building entrance and will be accessible from the Uptown Newport pedestrian circulation system. The Class I pedestrian and bicycle trail will be constructed along the project frontage on Jamboree Road as part of the master site improvements for Phase I.

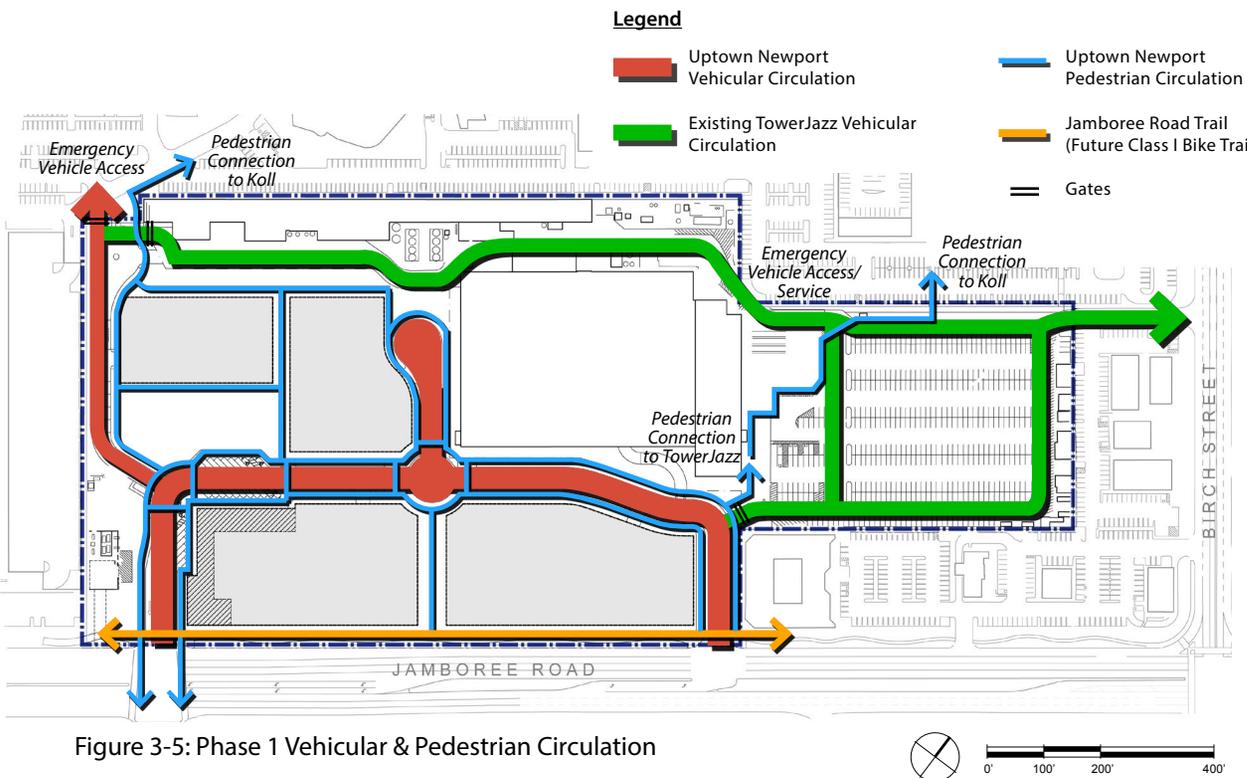


Figure 3-5: Phase 1 Vehicular & Pedestrian Circulation

3. PHASE 1 ON-SITE IMPROVEMENTS

3.5 PHASE 1 CONCEPTUAL LANDSCAPE MASTER PLAN

The Phase 1 Conceptual Landscape Master Plan will implement the master landscape improvements within the Uptown Newport PC, including: Jamboree median and parkway landscaping; entry landscaping and monumentation; landscaping along Phase 1 project streets to the back of sidewalk; electric substation landscape screening; Phase 1 park landscaping and improvements; paseo improvements within Phase 1;

perimeter walls and fences within Phase 1, and; interim landscaping and walls/fences associated with interim slopes and edge conditions. Refer to Figure 3-6 for the Phase 1 Conceptual Landscape Master Plan.

Construction phasing from Phase 1 to Phase 2 will include interim edge conditions such as interim slopes, interim landscaping, and interim walls and fences. These interim improvements have been designed to integrate and be consistent with the design of the overall Master Site Development Plan for the Uptown Newport PC,

and will be designed to reflect the quality and character that is reflective of permanent improvements. Careful attention to these conditions during the design stage of the Uptown Newport project will insure a successfully phased community. Proper studies of temporary walls and fencing, landscape hedge treatments, walks and lighting with a vision for the ultimate finished condition at build out, and minimizing hardscape demolition of Phase 1 improvements will be implemented during the design phase.

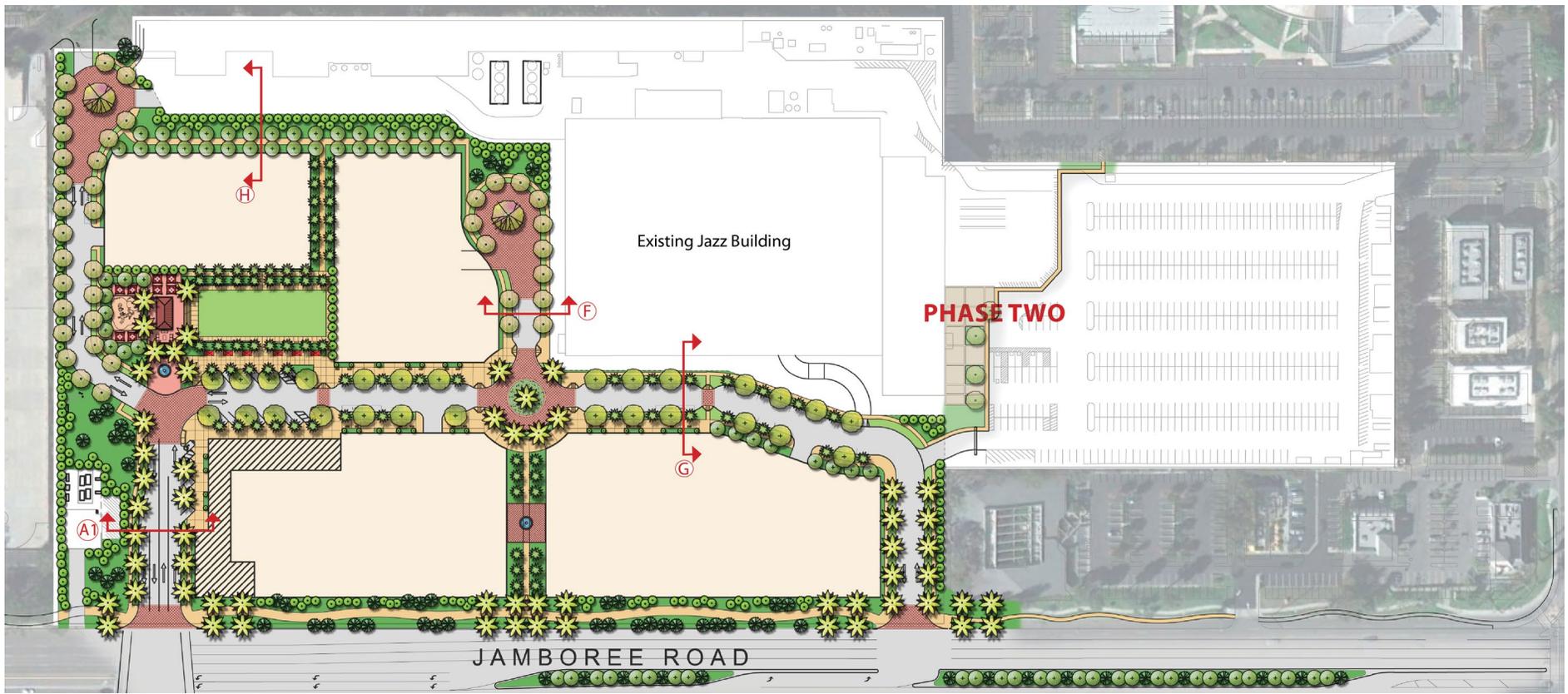


Figure 3-6: Phase 1 Conceptual Landscape Master Plan

3. PHASE 1 ON-SITE IMPROVEMENTS

3.5.1 Entry Drives

The transitional landscape along the entry drive adjacent to the existing electrical substation will be planted with dense evergreen trees and a screen wall in order to block views of the existing substation from the entry drive experience. Additional green areas in front of and behind the substation will be incorporated into the entry landscape design as open spaces, featuring passive turf lawns and trees located in-between the screen trees and the back of walk will enhance the area immediately surrounding the substation.

Within the parkway, Date palm trees with colorful vines and ground covers will be used to enhance the project entry experience. Buildings are designed to be approximately 2'-3' above the Jamboree Road center line elevation.

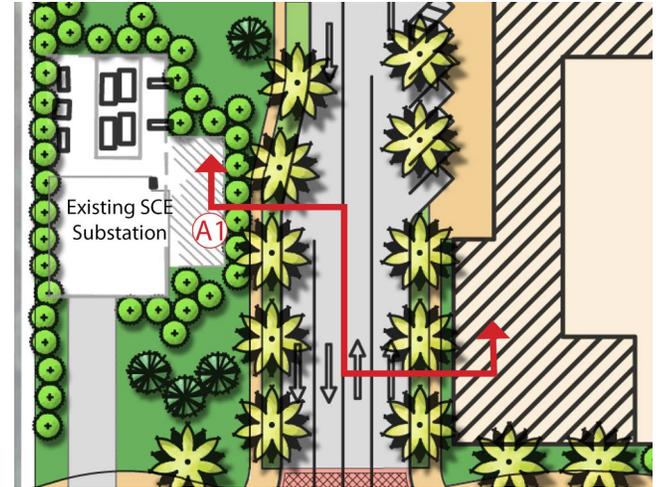


Figure 3-7: Existing SCE Substation

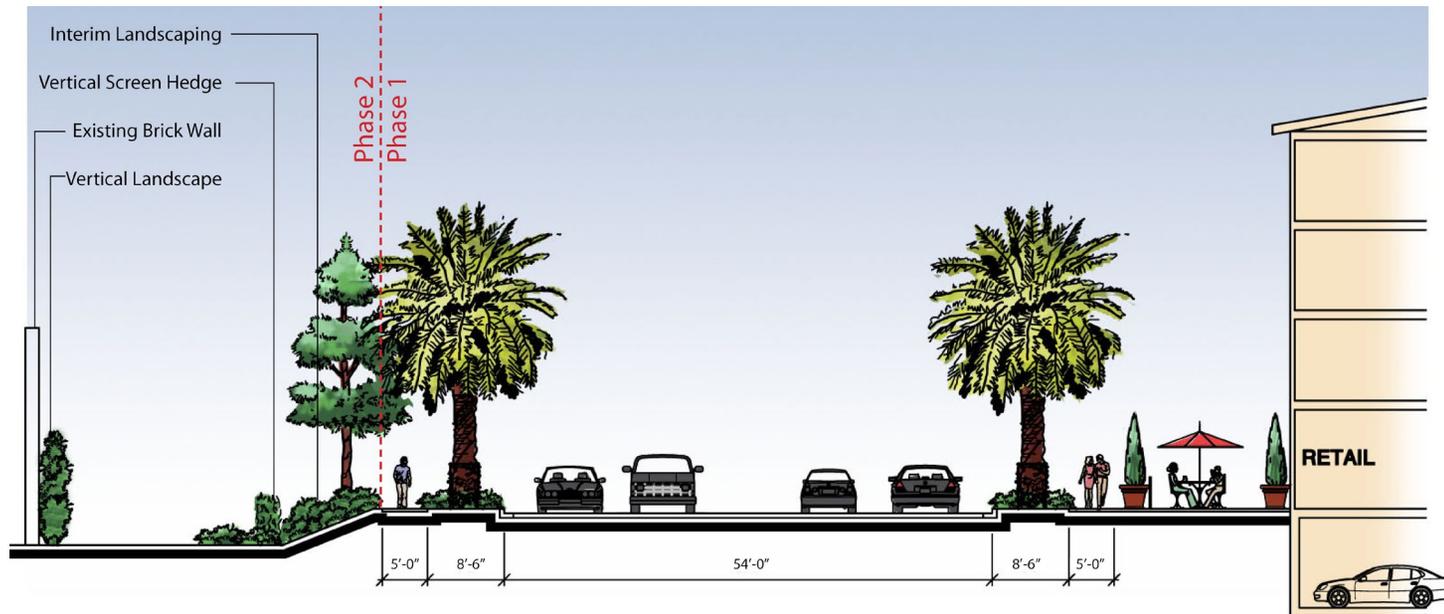


Figure 3-8: Section A1 - Entry Drive

3. PHASE 1 ON-SITE IMPROVEMENTS

3.5.2 Spine Street

The transitional landscape adjacent to the existing TowerJazz building will be planted with low shrubs and a screen wall or fence in order to screen and soften views of the existing TowerJazz building from the street experience. The narrow landscape area between the back of walk and the retaining wall will provide opportunities to add pockets of green space and enhance the landscaping in front of the TowerJazz building on one side. Within the Spine Street parkway, the street tree pattern is formal with alternating skyline palms and large evergreen canopy trees.

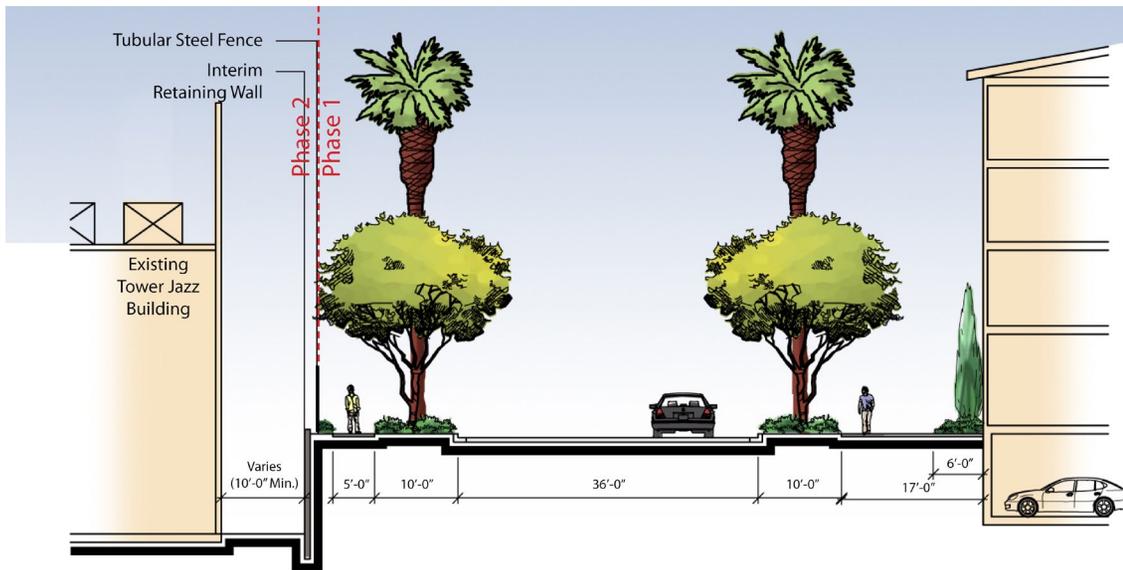
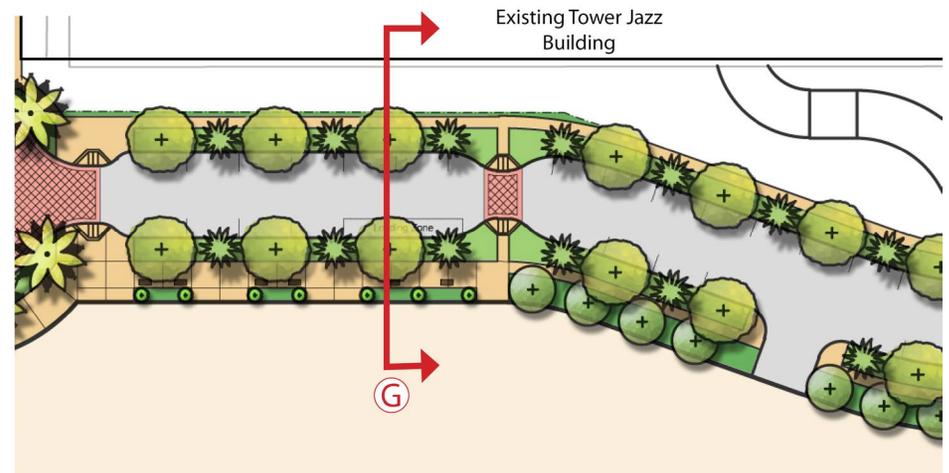


Figure 3-9: Section G - Spine Street



Figure 3-10: Existing TowerJazz Building

3. PHASE 1 ON-SITE IMPROVEMENTS

3.5.3 Community Buffers / Edges

The interim landscape in-between the neighborhood street and the existing TowerJazz building will feature a screen wall or fence in order to screen views of the existing TowerJazz building from the street experience. Within the neighborhood street parkway, the street tree pattern is formal with canopy trees. The interim landscape within the paseo adjacent to the existing TowerJazz Mechanical Equipment Area will be constructed with walkway access in the center of the 30 foot landscape setback area. This walk will be utilized for pedestrian circulation and emergency access. The paseo trees in this area will be formal evergreen trees. An interim screen wall with evergreen screen trees will be included in order to buffer views and transition grade to the existing TowerJazz site.

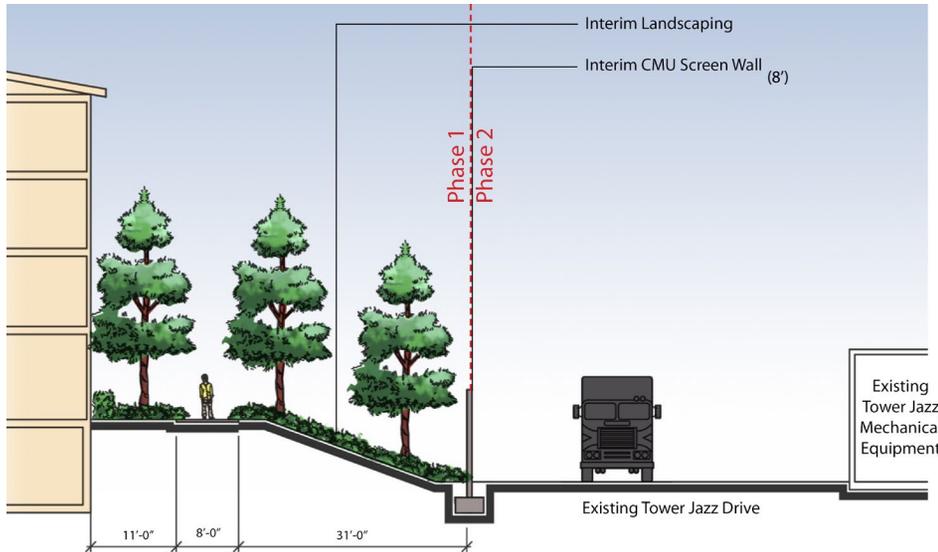
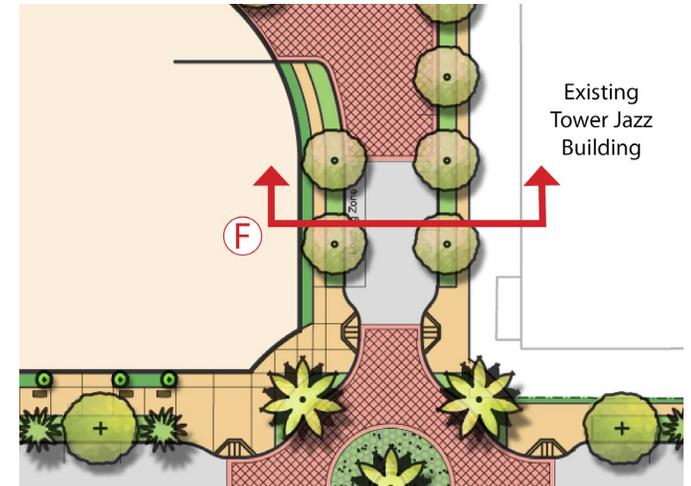
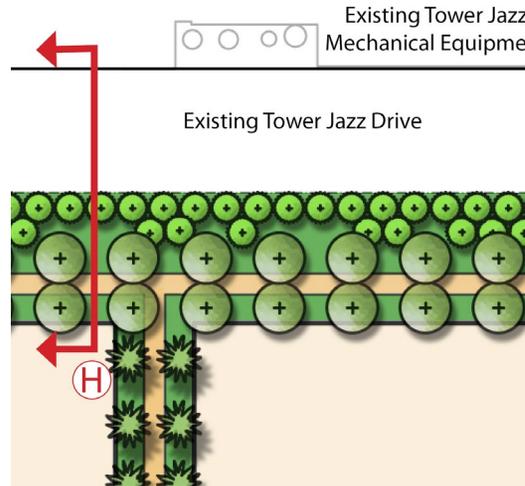


Figure 3-11: Section H - Buffer at Property Line

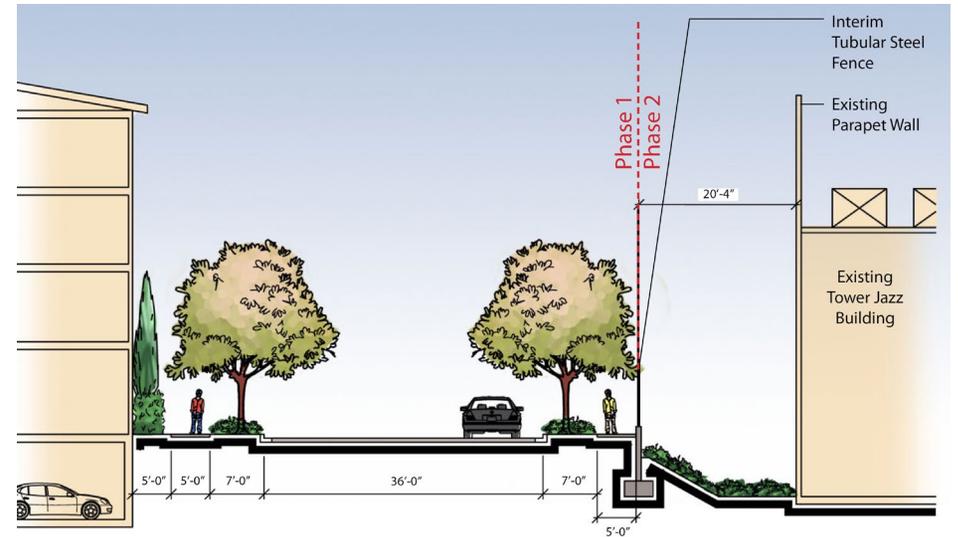


Figure 3-12: Section F - Buffer at Phase Line

3. PHASE 1 ON-SITE IMPROVEMENTS

3.5.4 Walls and Fencing

Phasing of the project will influence the interim wall and fencing solutions at adjacent existing land uses. Phased grading transitions that tie into existing land uses will be utilized and would be reconstructed during the project build-out phase. Monument walls will be located at the two entries to the project with signage identification. Wall character will be consistent with the adjacent architectural style. The project will have one fence design used throughout all parcel areas. Vehicular gates will be located at access points to the TowerJazz

site. The wall along the TowerJazz building will reduce noise and screen views from the adjacent first levels of the residential development. Additionally, walls and sound attenuating materials will be installed in between the TowerJazz site and the Phase 1 development to reduce noise from the TowerJazz operation.

Screen wall materials are to be made of concrete masonry units with a split face or enhanced finish to match the adjacent buildings. Interim retaining walls in between existing structures and the Phase 1

development are to be constructed utilizing a retaining wall system and are to be removed during the project build-out phase, where applicable. Security fencing is to be tubular steel with a painted metal finish. Wall and fence locations are shown on Figure 3-13. Final heights and locations for the Walls and Fencing will be refined in the master development design.

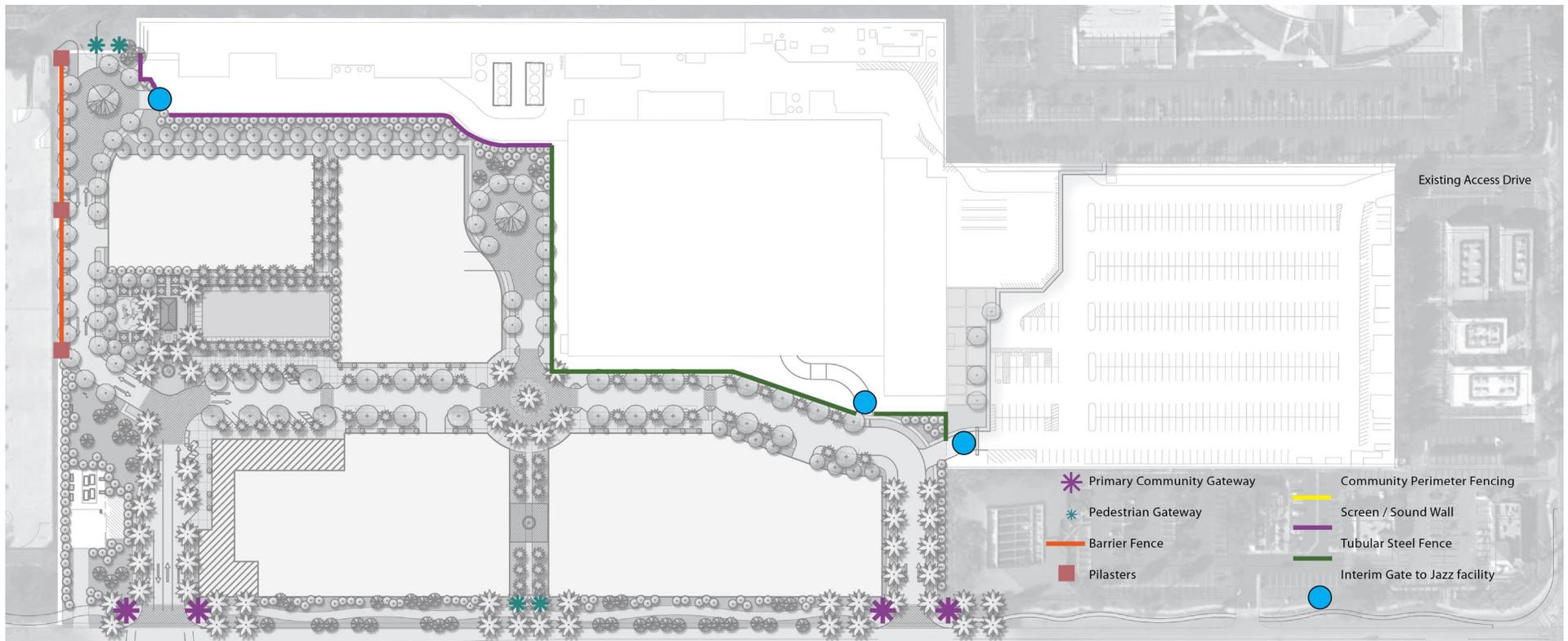


Figure 3-13: Walls and Fencing Concept



4. PHASE 1 OFF-SITE IMPROVEMENTS

4.1 JAMBOREE STRIPING

The project proposes to maintain the same lane widths and overall pavement width along Jamboree Road in the westbound (or southbound) direction along the project's frontage as currently exists immediately west of Birch Street. This would result in a 14 foot #1 travel lane (or outside lane adjacent to the raised median), two 12 foot travel lanes, and a 14 foot #4 travel lane. In order for the #4 travel lane to align with the #4 receiving lane west (or south) of Fairchild Road, a transition distance of 350 feet would need to occur based on the posted speed to widen the outside travel lane to the requisite 21 feet at the intersection of Jamboree Road and Fairchild Road. This re-striping concept would not reduce the number of through travel lanes along Jamboree Road in the westbound (or southbound) direction, and would allow for a longer and wider landscaped median area along the project's frontage.

4.2 JAMBOREE WATER

The water system improvements beyond the project property line will consist of connections to the existing IRWD water main in Jamboree Road. There will be two such connections that will enable the IRWD system to be extended into the site. The off-site work may also include the service connections for the buildings that will front on Jamboree Road.



Figure 4-1: Existing Striping on Jamboree Road

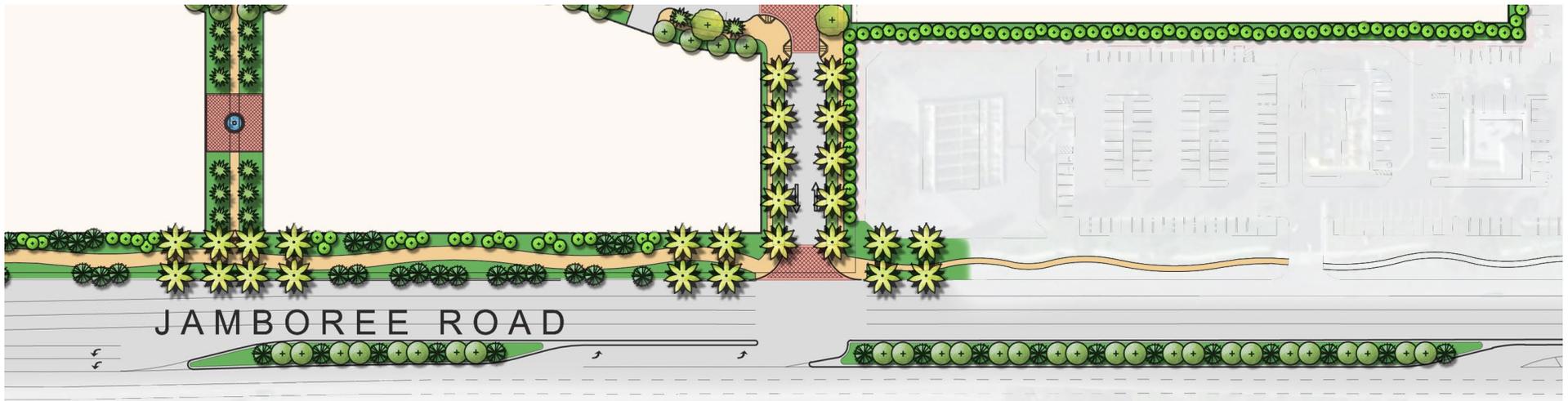


Figure 4-2: Jamboree Striping Plan



5. PHASE 2 DEMOLITION & REMEDIATION

5.1 DEMOLITION

Phase 2 will include demolition of the TowerJazz building at 4321 Jamboree Road and associated mechanical equipment located along the northern property boundary. The TowerJazz building was built in the 1960's and is two and three story building that is approximately 311,452 square feet in size, and includes both industrial and supporting office uses. The TowerJazz facility is currently in operation as a semiconductor chip manufacturing plant. The TowerJazz building underwent a seismic retrofit base isolation improvement project that included underpinning of building footings, excavation of soils beneath the building, and installation of base isolation devices below the existing footings.

Phase 2 demolition activities involve removing equipment, furniture and machinery from the TowerJazz building; abating asbestos and lead-based paint as needed; decommissioning of utilities serving the TowerJazz Building, including the SCE substation and mechanical equipment along the northern property boundary; demolishing and removing the TowerJazz Building, removing foundations and footings; and removing above-ground storage tanks (ASTs). Seismic base isolation foundations may be removed, cut, or left in place in accordance with geotechnical recommendations and architectural specifications for buildings to be constructed in the area. Mechanical equipment, utilities and piping serving the TowerJazz building would also be removed, cut or capped. The asphalt parking lot on the east side of the property off of Birch Street, light fixtures, and landscaped islands will be removed. Demolition materials will be considered for recycling either on- or off-site.

5.2 SITE PREPARATION

Site preparation in the second phase of the project will involve the removal of any undocumented fill, stockpiles, vegetation, and organic or non-organic materials resulting from the demolition and clearing/grubbing operation. The interim retaining walls and slopes constructed during Phase 1 will be removed to allow the grading of the Phase 2 area to be blended seamlessly with the grades established in Phase 1.

Based on the previous investigations, soil and groundwater remediation will be necessary to facilitate the development of Phase 2. Impacted soils will be excavated and characterized for disposal. Soil and groundwater cleanup levels and criteria will be established by the Regional Water Quality Control Board (RWQCB). A soil removal quantity of approximately 29,000 tons is anticipated for this portion of the site. This would include an area of approximately 22,160 square feet to depths of 5 to 30 feet below the ground surface (bgs).

Groundwater remediation of the upper groundwater aquifer zone is currently underway under the oversight of the RWQCB. An estimated time frame of 1 to 3 years is anticipated for the additional groundwater remediation, with an additional 2 to 3 years of groundwater monitoring.

Upon removal of impacted soils and cleanup of the groundwater, a Human Health Risk Assessment (HHRA) will be prepared for Phase 2 to evaluate the potential for environmental health risks associated with the known environmental impacts at the site and the cleanup levels established by the RWQCB. The HHRA will be submitted to the RWQCB for their review, and development of Phase 2 will follow the requirements imposed by the RWQCB. Phase 2 residential construction will not commence without environmental clearance from RWQCB.



Figure 5-1: Existing TowerJazz Building

6.1 GRADING AND EARTHWORK

The grading operation will involve the cutting and filling of the Phase 2 site to establish building pads, roadway sub-grades and park areas at elevations shown on a City-approved grading plan. At the completion of site preparation, zones of loose unsuitable materials, if any, will be identified. It may be necessary to remove the soils in these localized areas to a greater depth than the overall recommendation. Areas to receive fill and those areas under buildings and roadways will require over-excavation to remove and compact existing soils prior to placing any fill, as recommended in the geotechnical report.

Grading will be designed to optimize the balance of cut and fill within the Phase 2 area. Continuing the grading theme established in the first phase, the Phase 2 grading will be designed such that the first floor elevations of the residential buildings are two to four feet above the surrounding site grades. The grading concept illustrated in Figure 6-1 assumes one level of subterranean parking within the larger building envelopes. This scenario makes it possible to achieve a virtual balance of cut and fill. However, to the extent that these building envelopes have a second level of subterranean parking, then cut will exceed fill. Should all of the larger envelopes in Phase 2 have two levels of subterranean parking, then the volume of cut would exceed the volume of fill by approximately 100,000 cubic yards, much of which would have to be exported from the site. This would be additional to any export during Phase 1. Excess cut material will be transported to locations and by routes approved by City traffic engineer.

6. PHASE 2 ON-SITE IMPROVEMENTS

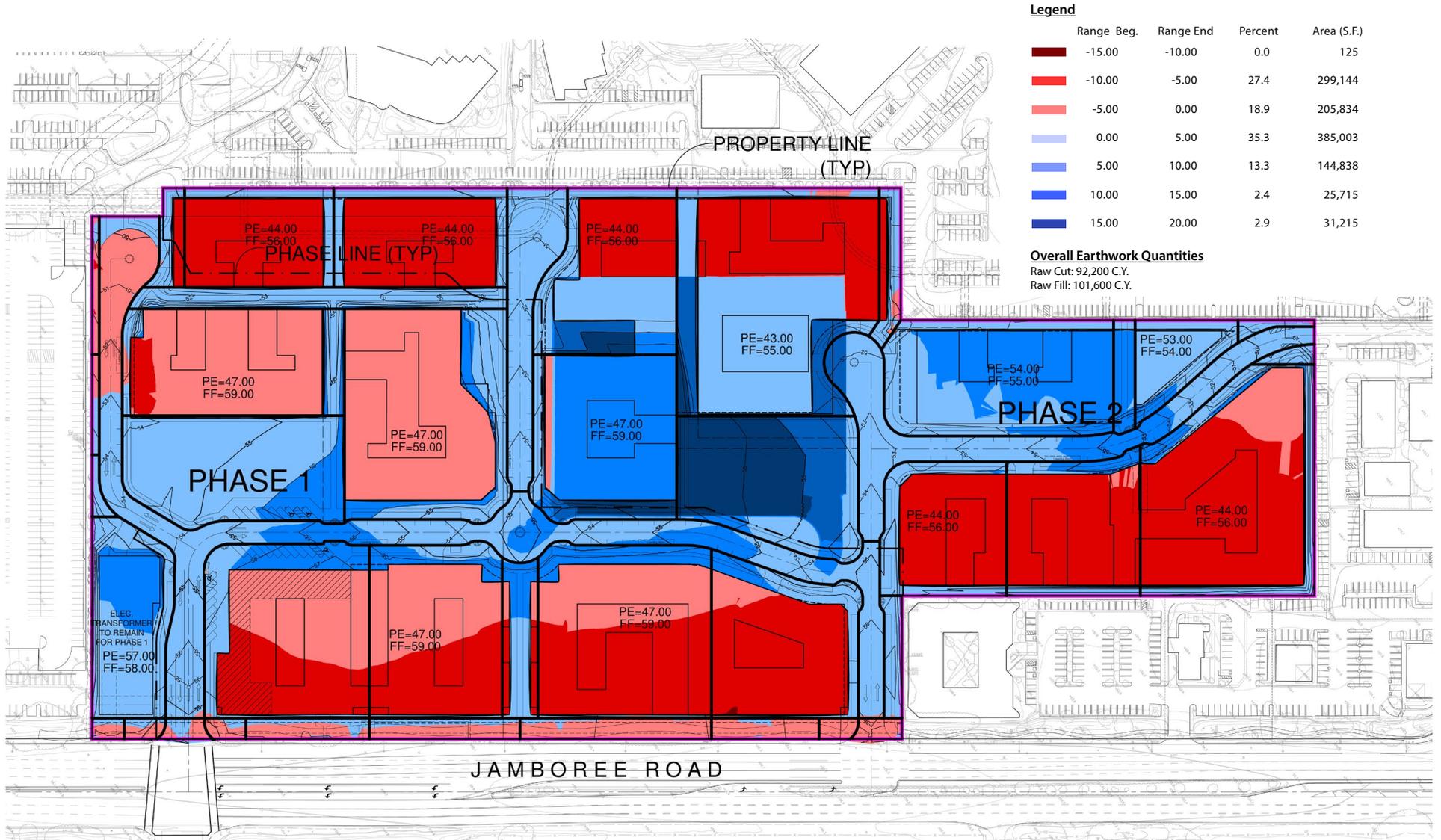
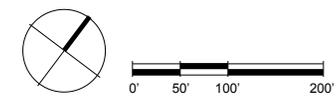


Figure 6-1: Phase 2 Earthwork with 1 Subterranean Parking Level
 Note: some building typologies may require 0 or 2 subterranean parking levels, in which case overall earthwork quantities will be impacted



6.2 UTILITIES AND DRAINAGE

6.2.1 Water

The system installed in the first phase of development will be extended into the Phase 2 area, generally within the site roadways. (See Figure 6-2). Remaining vestiges of the underground fire protection water system that served the TowerJazz facility will be removed. The on-site water system will be designed and installed in accordance with IRWD standards so that upon completion of construction it may be turned over to IRWD for operation and maintenance. Appropriate easements will be granted to IRWD for these facilities.

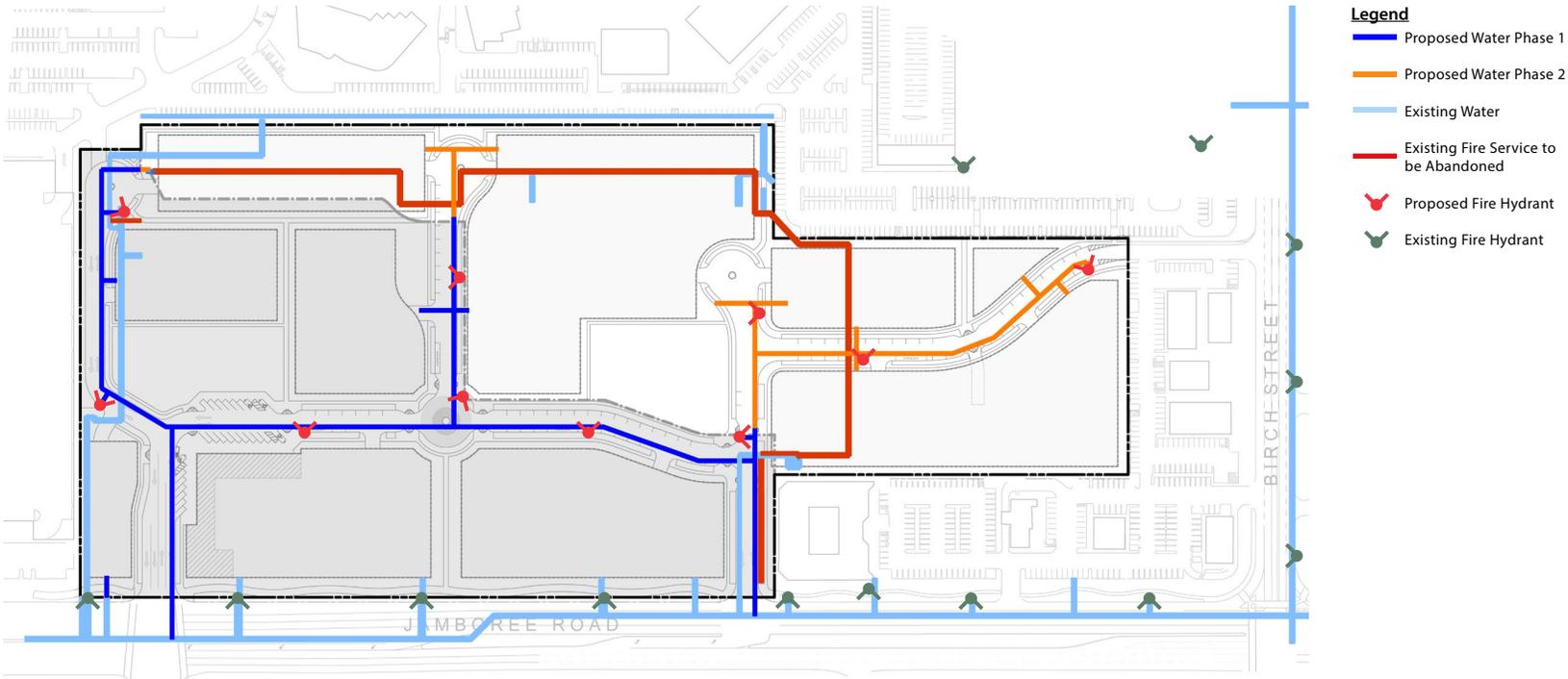
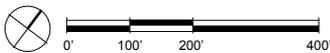


Figure 6-2: Water Concept



6. PHASE 2 ON-SITE IMPROVEMENTS

6.2.2 Sewer

In Phase 2 the TowerJazz manufacturing will cease, resulting in a major reduction in the volume discharged to the sewer system, even at build-out of the proposed project. Accordingly, it is not likely that it will be necessary to expand or increase the sizes of downstream off-site facilities. Demolition of the TowerJazz facilities will include removal of the sewer lines to which portions

of the Phase 1 system connected. It will be necessary to construct new underground sewer lines to extend those lines to the off-site system within the Koll property. The northern area of the Phase 2 site (currently the TowerJazz parking area) will be served by a sewer system that will tie into the Phase 1 sewer lines (see Figure 6-3).

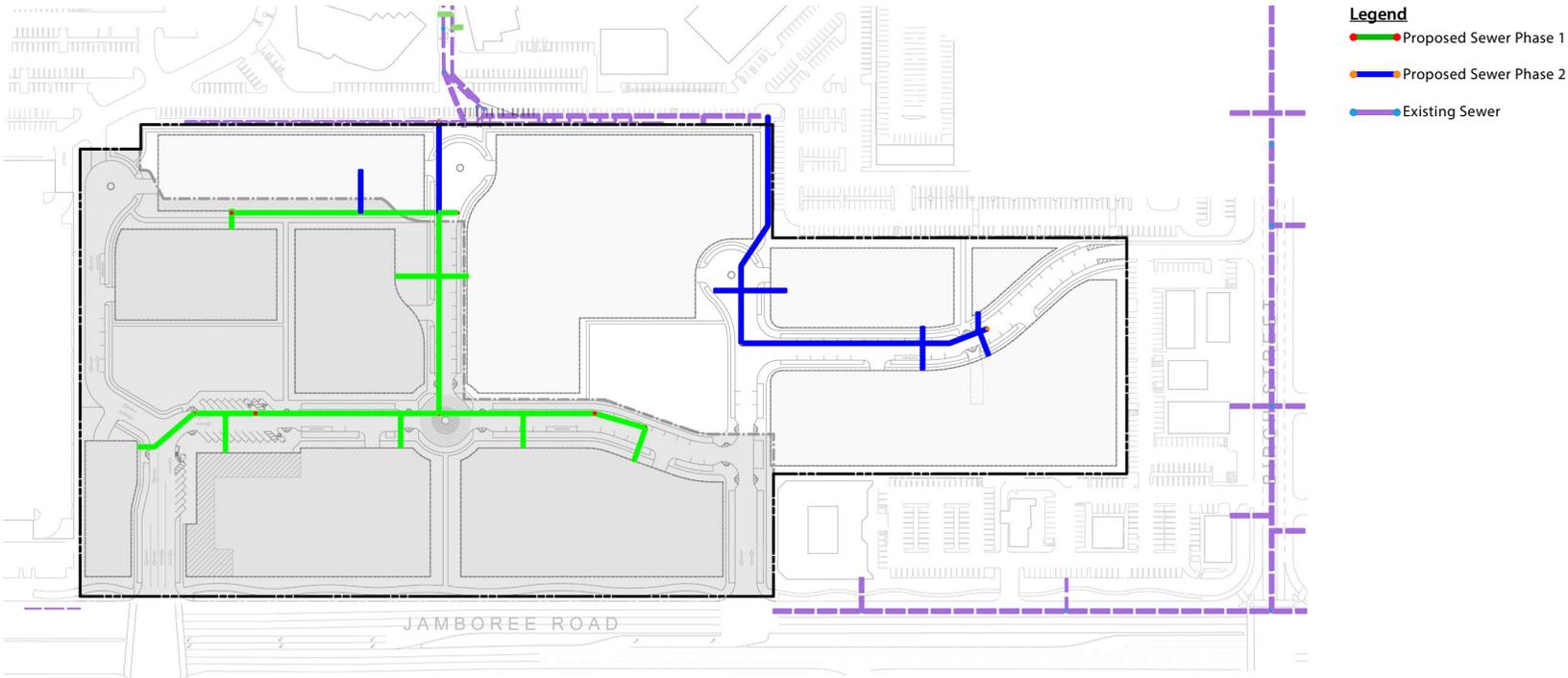


Figure 6-3: Sewer Concept

6. PHASE 2 ON-SITE IMPROVEMENTS

6.2.3 Drainage & Water Quality

Upon completion of demolition of the TowerJazz facilities, the storm drain system constructed for Phase 1 will be extended to the northwestern property line to connect to the existing off-site system. Existing storm drains within the Phase 2 area will be removed and replaced with a new underground system that will tie into the off-site public storm drain system within the Koll Center Newport site, as conceptually illustrated in Figure 6-4. The drainage system will be designed in accordance with Orange County hydrology methodology and will be coordinated with the design of the water quality treatment facilities. Because the proposed project will

have more vegetated open space areas than currently exists on the site, the amount of post-development runoff will be less than existing.

As described in Section 3.2.3, the proposed project will require development of a Water Quality Management Plan that will specify Low Impact Development (LID) measures to minimize the effects of urbanization on stormwater runoff quality and quantity. The LID Best Management Practices (BMP's) will include infiltration with bioretention in landscape and park areas, planter boxes with underdrains, vegetated filter strips, and proprietary treatment systems. The downstream ponds

will provide further water quality treatment through aeration and settlement of silt and sediments.

As the site is developed in Phase 2, BMP's will be installed to treat the additional area of development. To the extent possible, the master developer should provide BMP's for the design capture volume for the site. It may be necessary for the builders to treat runoff from their pad areas, which could be accomplished by means similar to those employed by the master developer.

For the construction phase of the project, a Storm Water Pollution Prevention Plan (SWPPP) will be required. This plan will specify the BMP's to be deployed during construction of the project to minimize deleterious effects on the quality of stormwater runoff from the project.

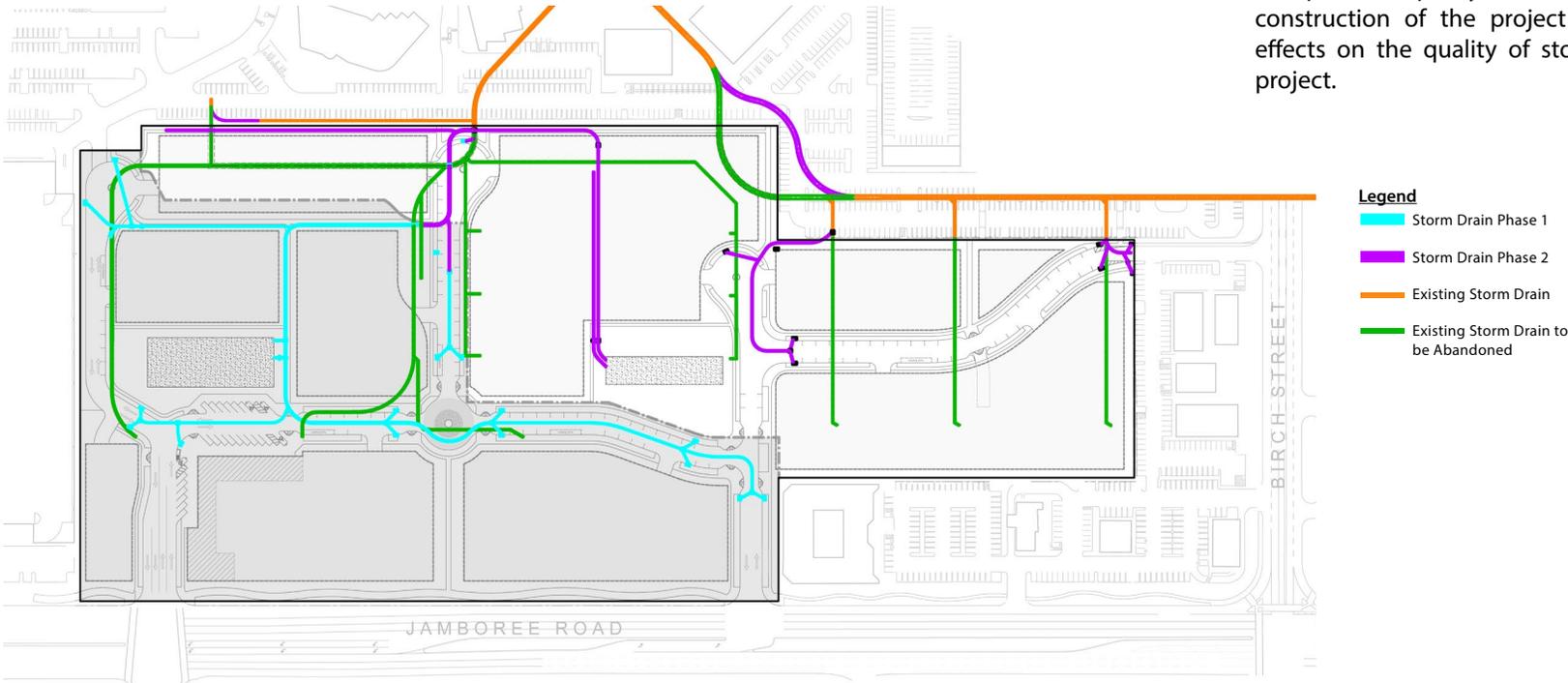
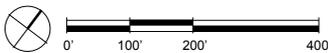


Figure 6-4: Storm Drain Concept



6.2.4 Dry Utilities

Electric service for the Phase 2 development will feed off of the Phase 1 infrastructure and the existing 66kV distribution line along Jamboree Road, and will be distributed through the project in underground distribution lines. Electric transformers serving the project are anticipated to be incorporated into the proposed building structures or buffered from view to the public.

The SCE substation will be decommissioned by SCE after demolition of the TowerJazz in Phase 2, and the land on and around the SCE substation will be developed.

Natural gas is provided to the site by the Southern California Gas Company. An existing 8" natural gas line is located in Jamboree Road. Natural gas service for Phase 2 development will feed off of Phase 1 infrastructure and existing facilities.

AT&T phone service and Cox Communications fiber optic service are available in Jamboree Road. Telecommunications service for Phase 2 development will feed off of Phase 1 infrastructure and existing facilities.

6.3 VEHICULAR CIRCULATION

The Phase 2 vehicular circulation system will include a connection to Birch Street. This access is enabled by virtue of an existing easement on the off-site property. Together with the two Jamboree Road intersections, this connection to Birch Street will be the third point of public vehicular access to the project. The emergency vehicle access to the Koll property in Phase 1 will be preserved. The Phase 2 roadways will have driveways that will provide direct access to parking within each building envelope. Street parking will be available in designated locations. Roadway widths, turning radii,

and turn-around dimensions will be designed to City standards to accommodate truck movements and fire equipment.

The existing emergency vehicle access to and from the Koll Center Newport property in Phase 1 as depicted in Figure 3-5 and 6-5 shall be preserved in perpetuity. This connection through Koll Center Newport to Von Karman Avenue may be expanded to allow for future public access for pedestrians, bicycles, and vehicles in the future.

6.4 PEDESTRIAN & BICYCLE CIRCULATION

In addition to unifying the various residential districts and project open space amenities for the overall Uptown Newport project, pedestrian circulation improvements in Phase 2 will complete connectivity elements from the site to adjacent Koll properties. In addition to Phase 1 improvements, a series of four additional connections to the Koll properties pedestrian network will be established and improved. On-street improvements will also link pedestrians to the northeast corner of the project area with convenient proximity to Birch Street. Bicycles will be permitted on all streets and paseos within the Uptown Newport PC.

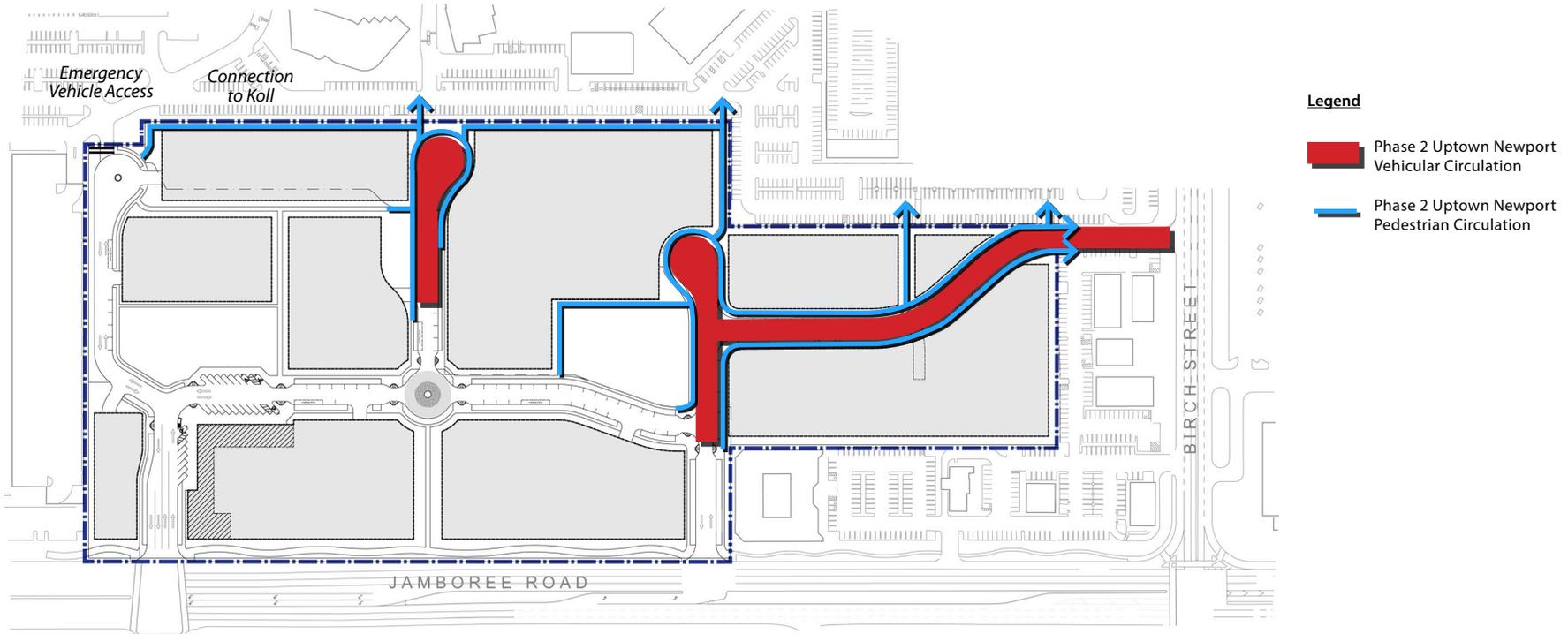


Figure 6-5: Phase 2 Vehicular & Pedestrian Circulation

6.5 PHASE 2 CONCEPTUAL LANDSCAPE MASTER PLAN

The common area landscape in Phase 2 consists of the areas outside of the residential product development areas. These areas will include; secondary streets, paseo landscapes, Park B, open space and community edges. The following exhibits will outline the landscape framework, hardscape and streetscape character.

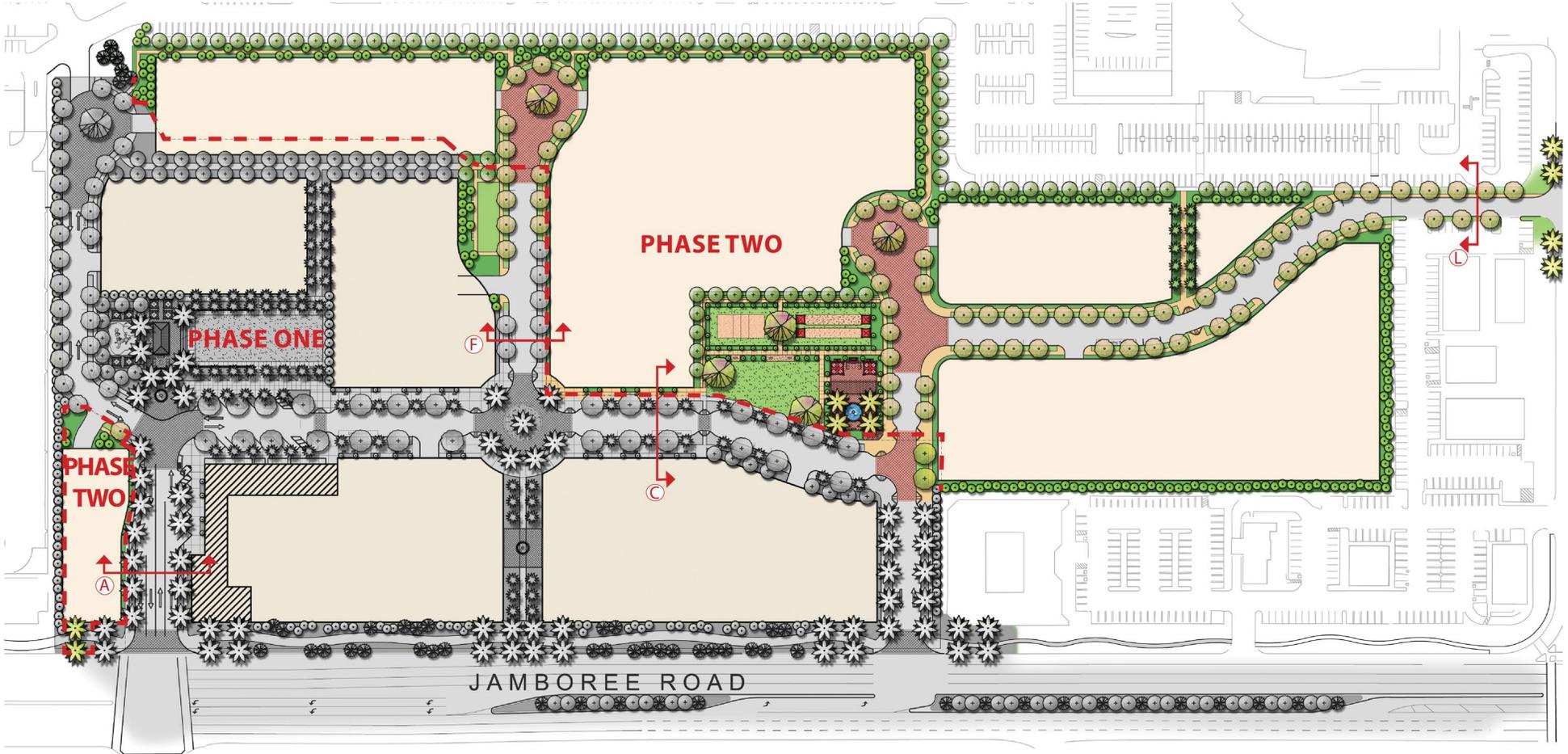
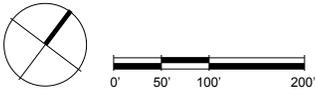


Figure 6-6: Phase 2 Conceptual Landscape Master Plan



6. PHASE 2 ON-SITE IMPROVEMENTS

6.5.1 Jamboree Road Entry Drive

The landscape character at the entries will be transparent inviting and colorful. Date Palm trees are recommended to punctuate the skyline entry while providing important views into the adjacent residential buildings and parks beyond. The use of colorful vines on the palm trunks and ground covers in this area is encouraged. Vertical screen trees used at the building edges are encouraged to soften and buffer the buildings from the street in this area. Hedges will be used to soften building bases and ground covers will be used when parking is not adjacent. Angled parking located along the retail edge modifies the street tree pattern with canopy trees shading the parking areas and palms hugging the walkway promenade along both the storefronts and the market park paseo alike. Upon implementation of phase two, all adjacent walkways and parkway landscapes must be protected in place, with new landscape areas installed behind the phase one sidewalks.

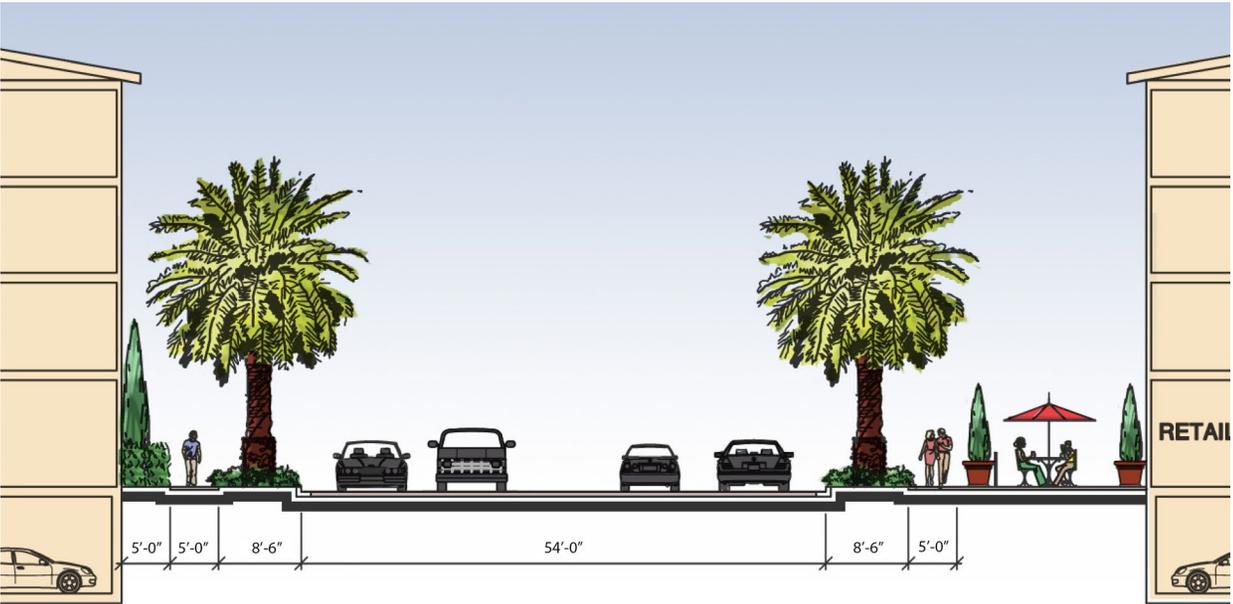
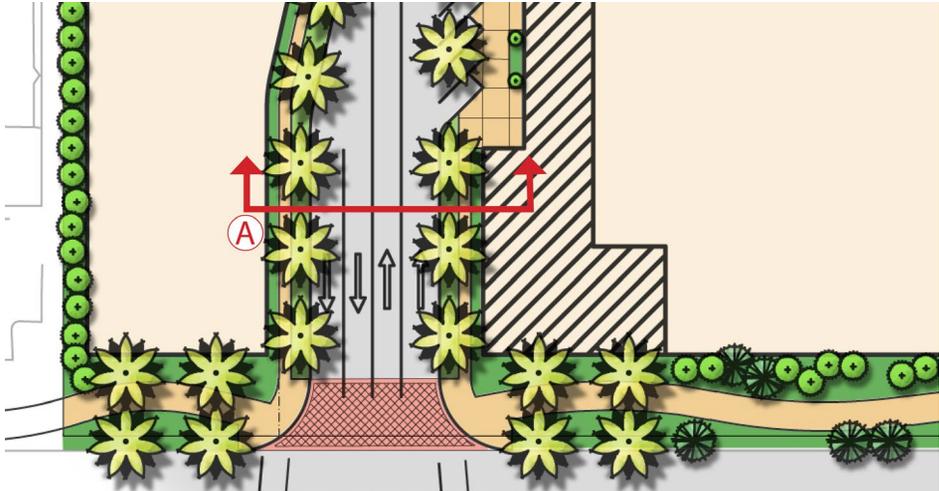


Figure 6-7: Section A - Jamboree Road Entry Drive

6. PHASE 2 ON-SITE IMPROVEMENTS

6.5.2 Birch Street Entry Drive

The Phase 2 entry drive off of Birch Street is an existing entry drive that accesses the Uptown Newport PC through an adjoining property to the northeast via an existing easement. The Birch Street entry drive easement is 33 feet in width and is a non-exclusive easement for passage in, over and along the adjoining property, including the right to maintain driveways, roadways, sidewalks and passageways on said property (Figure 6-8).

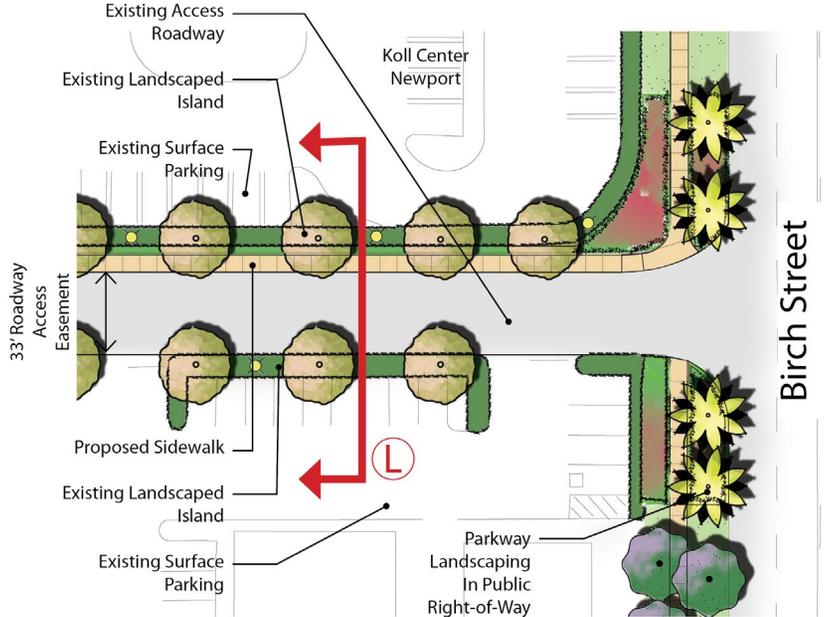
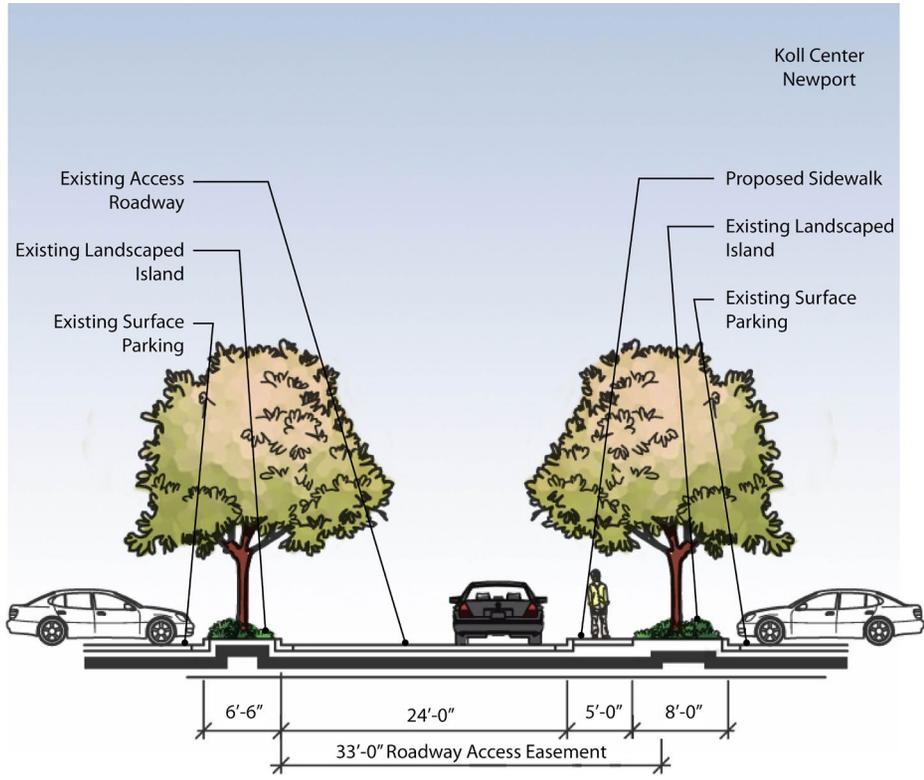


Figure 6-8: Section L - Birch Street Entry Drive

6. PHASE 2 ON-SITE IMPROVEMENTS

6.5.3 Spine Street

The Spine Street is the core that provides the connection between the neighborhood and community amenities. Anchored by the two entries and supported by the two parks at each end, visually and physically this street is the most important link in the project. The street tree pattern is formal with alternating combinations of skyline palms and large evergreen canopy trees. Turf parkways at adjacent parallel parking areas will allow ease of access to the sidewalk. Upon implementation of Phase 2, all adjacent walkways and parkway landscapes will be protected in place, with new landscape areas installed behind the Phase 1 sidewalks.

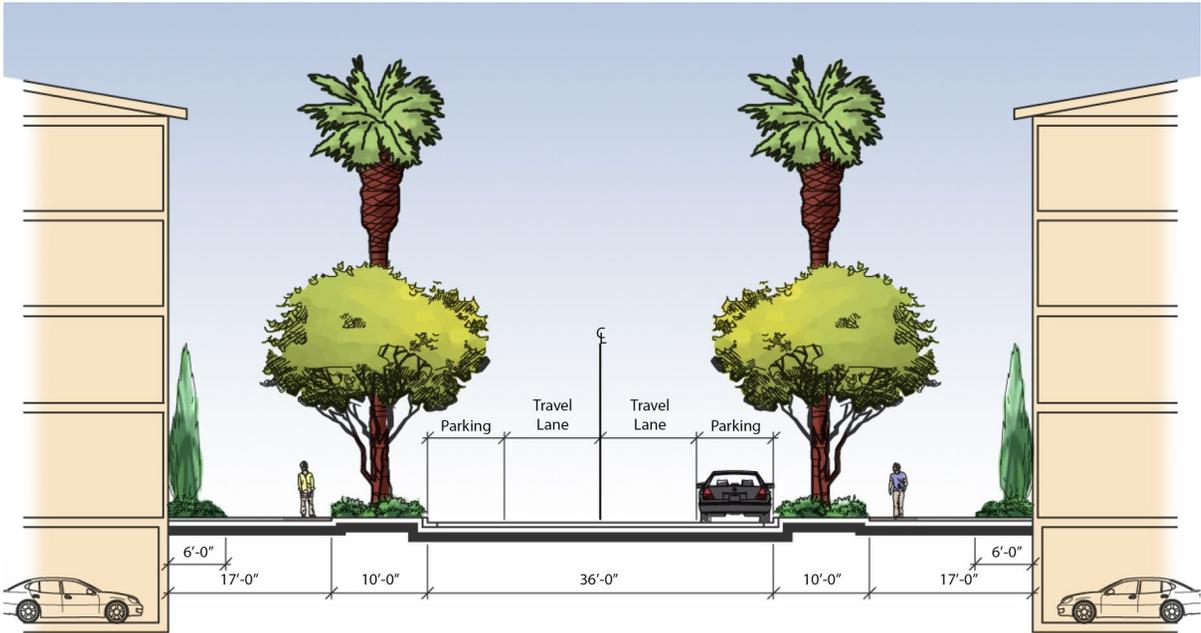
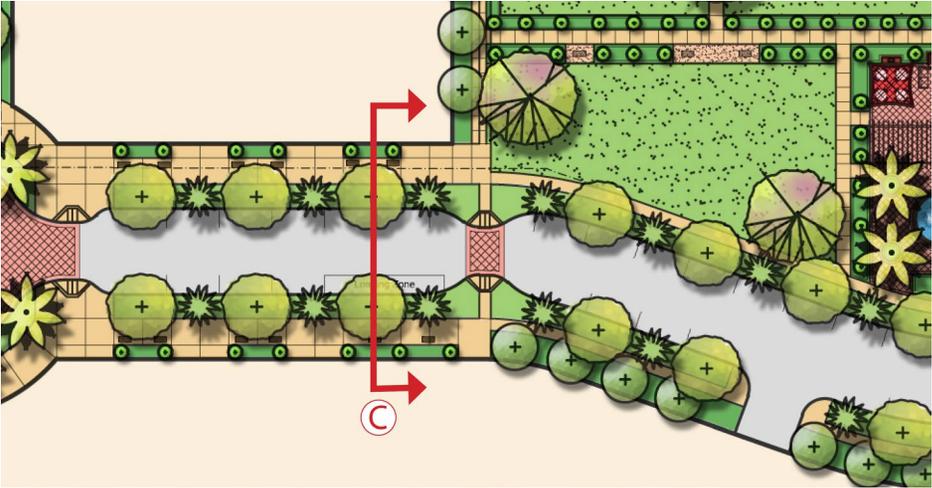


Figure 6-9: Section C - Spine Street

6. PHASE 2 ON-SITE IMPROVEMENTS

6.5.4 Paseo Landscape

These landscape areas are pedestrian connections that tie the project together using garden pathways. These pathways will be lined with vertical palms or canopy trees. The beginning and end of these paseos will be enhanced with accent trees or palms to call attention to these garden areas. Colorful shrubs and ground covers will be used here as well. Vertical buffer trees and accent trees will soften the edges and transitions to the vertical building mass and hedges will be used to soften building bases. The use of large pots in these garden areas is encouraged. Upon implementation of Phase 2, all adjacent walkways and parkway landscapes will be protected in place, with new landscape areas installed behind the Phase 1 sidewalks.

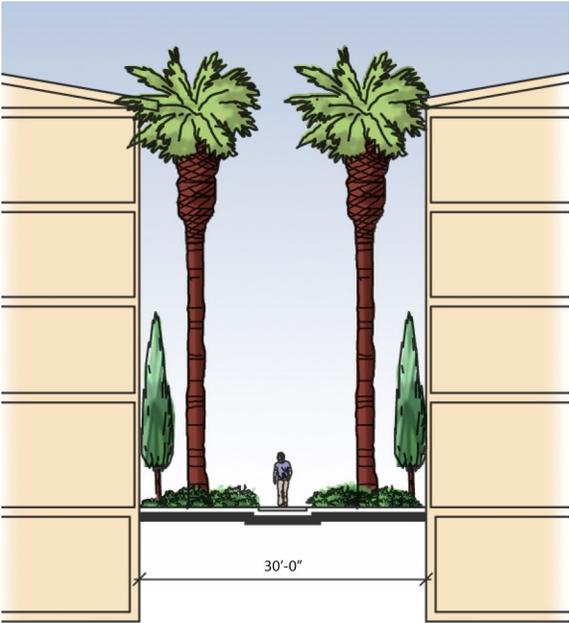
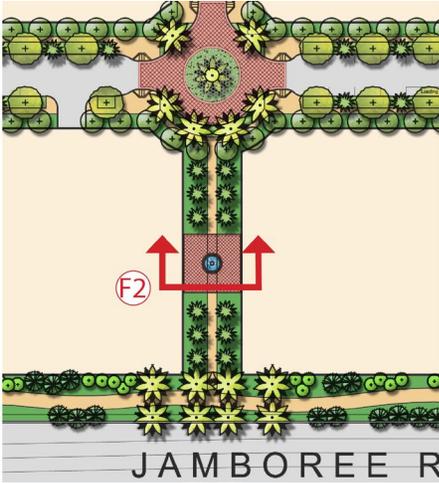
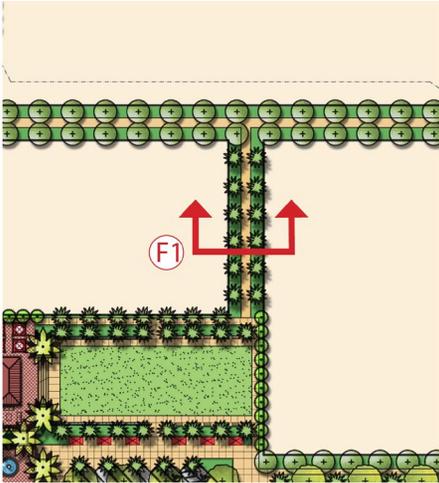


Figure 6-10: Section F1 - Paseo Landscape

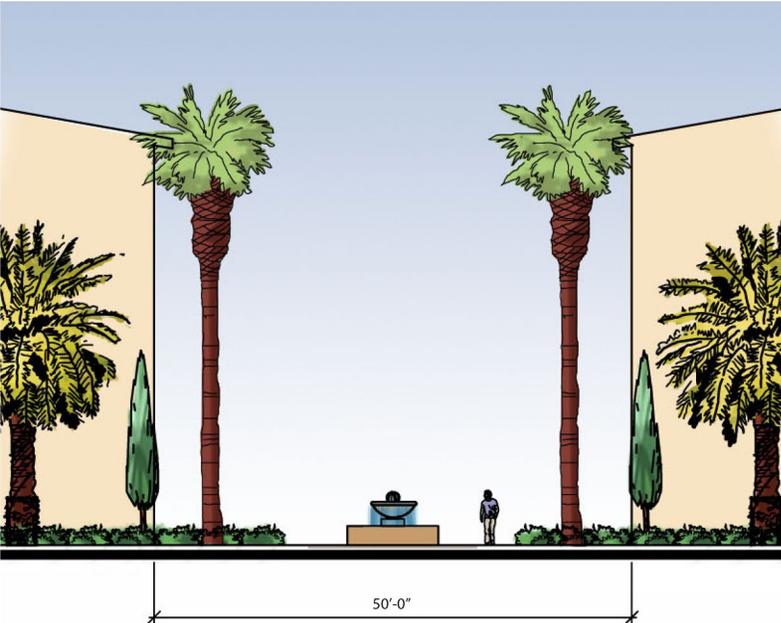


Figure 6-11: Section F2 - Paseo Landscape

7.1 BIRCH STREET INFRASTRUCTURE

In Phase 2, the site will have a third access drive located northeasterly from the project property across the adjacent property for approximately 200 feet to Birch Street. This access drive is the current TowerJazz access drive to Birch Street that is located within an existing easement. Outbound traffic from the site will be controlled with a stop sign before turning left or right on Birch Street.

7.2 KOLL PROPERTY

The development of Phase 2 will require the relocation of a portion of an existing City of Newport Beach underground storm drain line that crosses a corner of the project site to the rear of the existing TowerJazz manufacturing building. This 66-inch diameter storm drain line carries runoff from a tributary area that includes the project site as well as upstream properties north of Birch Street. The relocation work will involve constructing approximately 300 feet of replacement line within the adjacent Koll property. The relocated line is shown on the Storm Drain Concept plan, Figure 6-4. Existing utility easements allow for the storm drain relocation within the Koll Center Newport. Concurrent with the relocation work, the existing easement documents will be modified to reflect the new alignment.



Figure 7-1: Existing Koll Property