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DOWNEY LANDING

Amended
Specific Plan

FINAL DRAFT

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Section One:
INTRODUCTION



A. PREFACE

For over 75 years, activities on the Downey Landing site (the “Site”) have touched the lives of thousands of Downey residents. As one of the first places where Southern California’s aeronautics primacy was established, this parcel of land looms large in the history and culture of the City.

For the past two hundred years, the evolution of the Site has mirrored the evolving Southern California landscape. The transition from raw grazing land to agriculture was the first major change in the landscape. The change from agriculture to airplane manufacturing was the second major change in the landscape. Consistent with the Site’s location near Hollywood, the next transition was from manufacturing to studio operations. Now, a change from movie, television and commercial production to mixed-use is the next major transition for the Site. This change of use mirrors the dramatic economic changes in Southern California that have occurred over the past two decades.

The *Downey Landing Specific Plan* (“Original Plan”) was created to guide the transition to new uses. The Plan had three primary purposes: a vision for the reuse of this Site; the rules for future development on the Site; and a tool to help City of Downey decision-makers better understand the physical, visual, circulatory and infrastructure changes to the City fabric inherent with the development of the Site.

This document amends the Original Plan. As the Kaiser parcel (30 acres) and the Downey Landing Retail Center (34 acres) adjacent to Stewart & Gray Road, and the 13-acre park consisting of the Discovery Sports Complex and Columbia Memorial Space Center are substantially complete, this document addresses the middle 77 acres of the Original Plan. From 2002 to the present, the 77-acre central portion of the Site (the “Central Portion”) was redeveloped into Downey Studios. This project will transform Downey Studios into the Tierra Luna Marketplace. This *Amended Downey Landing Specific Plan* (“Amended Plan”) replaces what the former sections of the Original Plan referred to as the Commerce Center and the Media Center and prescribes new regulations for the Tierra Luna Marketplace portions of the Site.

This Amended Plan also updates other sections of the Original Plan to reflect changes and items now completed, previously referred to as proposed actions.

Nothing in this Amended Plan is intended, nor shall it be construed, to revise entitlements already granted to properties already built under the Original Plan. Additionally, the regulations governing those properties in the future will remain the same as they are under the Original Plan.

B. PURPOSE OF THE SPECIFIC PLAN

The Amended Plan implements the Goals, Objectives, and Policies of the City of Downey General Plan (*Vision 2025 General Plan*, adopted January 2005). The Original Plan when combined with the Amended Plan contains a vision, land use concepts, infrastructure and service plans, design guidelines, and development regulations for approximately 154 acres of former industrial property. As stated previously, the Amended Plan pertains to the Central Portion, as well as the balance of the 154-acre Site.

The Plan contains the following components:

- Section 1 Introduction
- Section 2 Summary of Existing Site Conditions
- Section 3 Visions — Goals, Objectives, and Strategies
- Section 4 Development Plans
- Section 5 Development Standards and Guidelines
- Section 6 Project Approval Process

C. PROJECT LOCATION

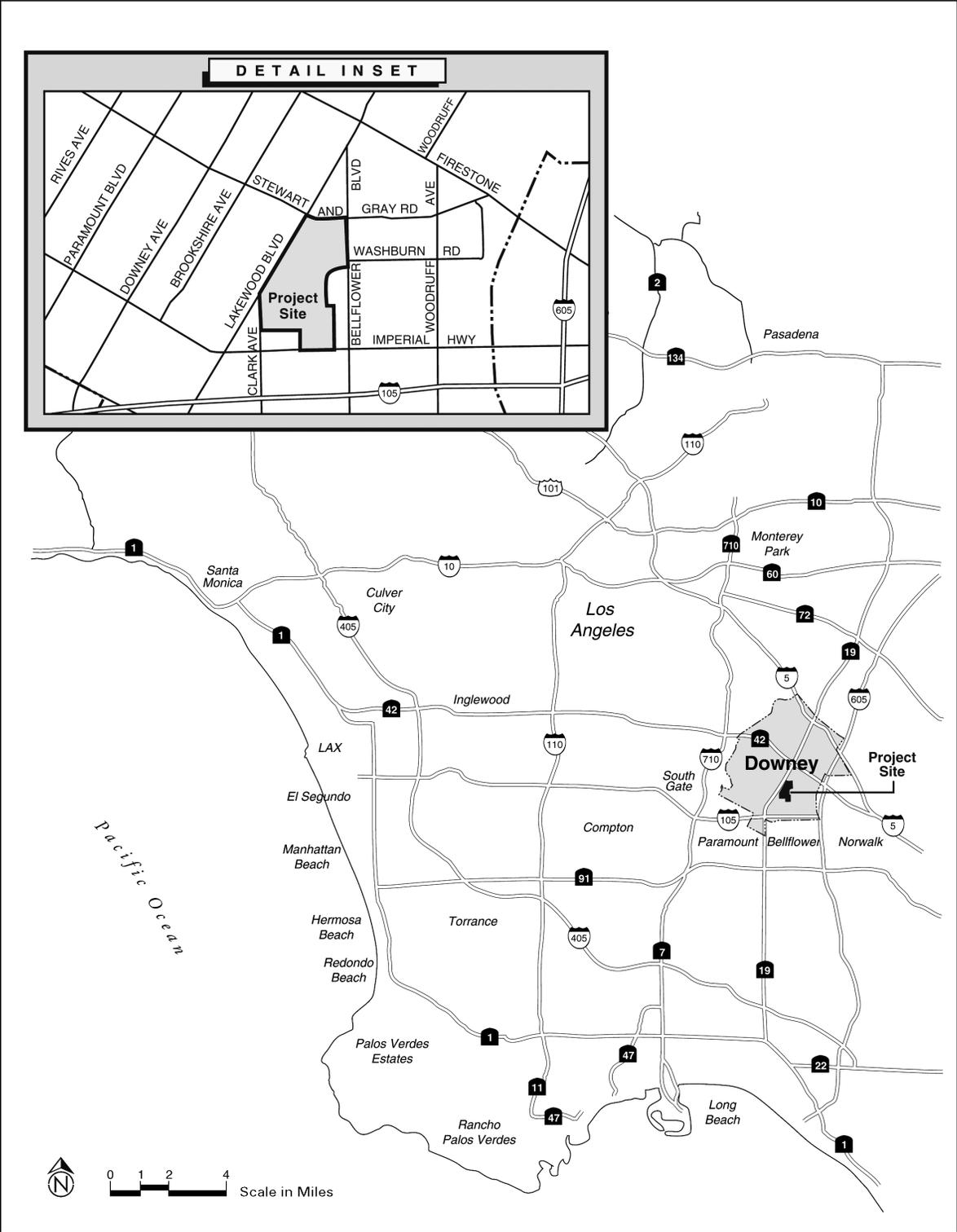
The City of Downey is located in the southeastern portion of Los Angeles County. Lakewood Boulevard, Stewart & Gray Road, Bellflower Boulevard, Imperial Highway and Columbia Way bound the site. The site is accessed from all of these streets. (Figure 1.1) The Site was originally a former industrial site of approximately 154 acres located in the southern portion of the City of Downey.

As previously mentioned, fifty percent of the property covered by the Original Plan has been successfully developed into the Downey Landing Retail Center on approximately 34 acres of the Site, the \$390 million Kaiser Downey Medical Center on approximately 30 acres of the Site and the Discovery Sports Complex and Columbia Memorial Space Center on approximately 13 acres of the Site.

D. SITE HISTORY

The Downey Landing site was in continuous industrial use since construction of the initial manufacturing facilities in 1929, until development of other uses after the adoption of the Original Plan. The built form of the Site evolved over its lifetime and included aircraft manufacturing and assembly; testing and operation of the first low-level nuclear reactor in California; invention, testing, and patenting of chemical milling processes; research, production, and assembly of early American rockets and missiles; design, production, assembly, and testing of equipment associated with space and moon landing programs; and support for the Space Shuttle program. The Central Portion is currently used for television and film production.

The progression of ownership and operation of the aeronautical facilities was from Vultee to Consolidated to North American Aviation to National Aeronautics and Space Administration



REGIONAL LOCATION FIGURE 1.1

(NASA) and Rockwell/Boeing/North American Aviation. In 1998, as a result of restructuring within the Boeing Company, the NASA Industrial Plant was determined to be “excess to the company’s needs,” and was, therefore, also considered to be excess to the government’s needs, making it available for disposal by the federal government. The ownership of the parcel was transferred from the federal government to the City of Downey shortly before the Original Plan was adopted and subsequently was sold or ground-leased to the current property owners.

The Site has been and will be developed into three major components — a mixed use on approximately 111 acres, a new Kaiser Hospital and Medical Office Complex on approximately 30 acres and a thirteen-acre site that supports the City’s Discovery Sports Complex and the Columbia Memorial Space Center.

Through a competitive bidding process the City entered into a memorandum of understanding (MOU) with the Downey Landing LLC to develop a majority of the Site and Kaiser Permanente (Kaiser) to purchase the remainder. Pursuant to the MOUs, the City prepared the Original Plan to guide development of the site into a mixed-use commercial and medical complex. In accordance with the requirements of the California Environmental Quality Act (“CEQA”), an Environmental Impact Report (EIR) was prepared to assist in the evaluation of the impacts of the reuse proposed for this Site. This EIR was certified and the City of Downey City Council adopted the Original Plan on March 12, 2002.

E. PROJECT CHARACTERISTICS AND OPPORTUNITIES

The Original Plan provides for the development of a mix of uses including commercial, medical, business, technical, and open space that form distinct districts within the City of Downey.

Downey Landing is, first and foremost, a comprehensive project. All of the development within the 154 acres had been governed by common development standards and guidelines described in this plan. The entire 154 acres was named Downey Landing, reflecting its historic uses and its importance to the future of the City.

The Central Portion is currently being used for movie and television production, operating with and around the various industrial buildings that were constructed by previous occupants when the Site was used primarily for manufacturing. The Site’s topography is virtually flat. The Plan provides for both pedestrian and automobile circulation networks. The surrounding scale of development is one to two stories, providing a low-rise perimeter around Downey Landing.

The northern portion of the Site, planned and developed as a retail center, is set back considerably from the road. A landscaped pedestrian walkway along Lakewood Boulevard provides direct pedestrian access to the food court located at the corner of Lakewood Boulevard and Stewart & Gray Road.

The southern portion of the Site was planned and developed as a major hospital and medical office complex. Facing Imperial Highway are a landscaped entry and surface parking. Additional parking can be provided in a structure at the rear of the medical center, fronting Congressman Steve Horn Way.

The Amended Plan will facilitate the development of the Central Portion (between the Kaiser Downey Medical Center and Downey Landing Retail Center) that is referred to in this Amended Plan as the Tierra Luna Marketplace, a true mix of uses, including commercial, retail, entertainment, office, medical office and hotel.

F. AUTHORITY FOR THE SPECIFIC PLAN

The authority for preparation and amendment of specific plans is found in the California Government Code, Section 65450, *et seq.* The law permits the preparation of a specific plan once a General Plan has been adopted. The specific plan creates a systematic implementation mechanism for the General Plan.

G. RELATIONSHIP TO THE GENERAL PLAN

The Kaiser Downey Medical Center, the Columbia Memorial Space Center and Discovery Sports Park and Downey Landing Retail Center, adjacent to Stewart & Gray Road, are substantially complete and were developed under the *City's Downey Vision 2010* General Plan, adopted in 1992.

The *Amended Downey Landing Specific Plan* will follow the direction of the City's "*Downey Vision 2025*" General Plan, adopted by the City of Downey on January 25, 2005. Portions of that General Plan specifically directed at the Downey Landing Site are highlighted below.

Land Use – The General Plan specifies a Mixed-Use designation with a maximum Floor Area Ratio of 5:1. The General Plan also suggests that surrounding properties be developed to attract the best types of uses which will complement the Downey Landing Site. Surrounding uses were specified as the General Plan anticipated that the Central Portion of the site would remain a motion picture production facility rather than the business-oriented mixed-use center proposed to replace the motion picture facilities.

Within the Land Use chapter of the General Plan, under "livable community concepts", the plan calls for project designs that reduce traffic, promote mixed use and locate dining facilities within walking distance of employment centers. This section also calls for the development of the Downey Landing site as a catalyst for further economic development including housing on properties along the periphery of the site. However, due to deed restrictions that were recorded as part of the Federal Government's disposition of the Site, residential uses are prohibited on the Site. Consequently, no residential uses have been proposed in either the Original Plan or the Amended Plan.

Circulation – The General Plan includes policies specifically addressing Downey Landing. The parking section recommends that the City encourage flexibility in regards to parking, including joint use parking, off-site parking and shared-use parking.

Open Space – the General Plan specifies the existing Discovery Sports Complex and the Columbia Memorial Space Center on the west side of the property.

H. PLANNING AND RELATED DOCUMENTS

The process leading to the consideration of the Amended Plan created two documents that will guide the planning, design, and development of the Central Portion of the Site as the Tierra Luna Marketplace. These documents are discussed below.

Amended Downey Landing Specific Plan (“Amended Plan”)

The Amended Plan is a comprehensive guide describing the appearance, scale, and quality of development on the site. The Amended Plan sets forth permitted uses and provides measures to ensure that future development is acceptable to and compatible with surrounding uses on the Site and in the City.

Development Plans

The Development Plans section (Amended Specific Plan Section Four) addresses how the Central Portion will be developed, at what intensity, and in which areas. It describes the supporting services that are required to support levels of development. The sections include Land Use, Open Space, Circulation, Utility, and Public Service Plans.

The Amended Plan specifically designates a mixed-use development project referred to as the Tierra Luna Marketplace for the 77-acre Central Portion of the 154-acre Downey Landing Site.

Development Standards and Design Guidelines

Development Standards and Design Guidelines provide detailed direction for future development on the Central Portion of the Site. The Standards and Guidelines implement planning and design concepts provided in the Amended Plan.

Where the Development Standards and Guidelines conflict with other City codes, or where other City codes are silent, the Standards and Guidelines contained herein are to control and govern the development on the Site.

The Standards and Guidelines are intended to encourage appropriate design solutions while maintaining sufficient flexibility to accommodate realities in the market place. The amended Development Standards and Guidelines relate specifically to the Central Portion. The Specific Plan’s existing Development Standards will continue to apply to the Downey Landing Retail Center and Kaiser Downey Medical Center. Revised and existing Development Standards are found in Section Five of this document.

Environmental Impact Report (EIR)

The existing Downey Landing Specific Plan Environmental Impact Report (“Original Plan EIR”), certified in 2002 in accordance with CEQA, examined the environmental impacts of the actions contemplated in the Original Plan and focused on potential changes in the environment resulting from its implementation. As an evaluation tool for the decision-makers in the City of Downey, the Original Plan EIR examined all phases of the project including planning, construction, and occupancy.

Adoption of the Amended Plan for the 77-acre Tierra Luna Marketplace (i.e. the proposed project) also requires an Environmental Impact Report (the EIR for the Tierra Luna Specific Plan) because certain physical impacts of the proposed project may have a significant effect(s) on the environment. The Tierra Luna Marketplace is identified as the 2011 Alternative, or Alternative F in the final EIR.

The physical development of Downey Landing was planned as a multi-phased project. Future applications for development, determined by City staff to be consistent with either the Original Plan or Amended Plan, and falling within the scope of the EIRs prepared, will require no further environmental review, unless otherwise required by law. If development plans fall outside the scope of the prior environmental reviews, or there are potential significant effects peculiar to the project, further environmental review may be necessary.

Development Agreements

The City of Downey and a person with legal or equitable interest in all or part of the 154 acres may enter into Development Agreements for all or parts of the 154 acres of the Downey Landing project. A development agreement is an agreement between property owners/developers and the City. Generally, development agreements state the terms and conditions under which development may take place, the roles and responsibilities of each of the parties, and an agreement as to the responsibility for various project costs and the timing of those costs.

Property owners, subject to the provisions of the *Amended Downey Landing Specific Plan*, may execute a development agreement with the City of Downey in accordance with the California Government Code, Sections 65864 through 65869.5. A development agreement may set forth needed infrastructure improvements, the timing and method of financing improvements, and other specified performance obligations of the property owners and the City of Downey as it relates to a development of the Central Portion. A development agreement serves as a legal and binding contract between the City of Downey and property owners/developers and provides vested rights to develop this property.

