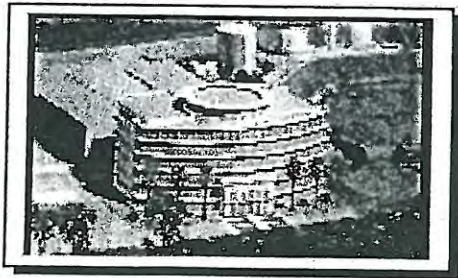
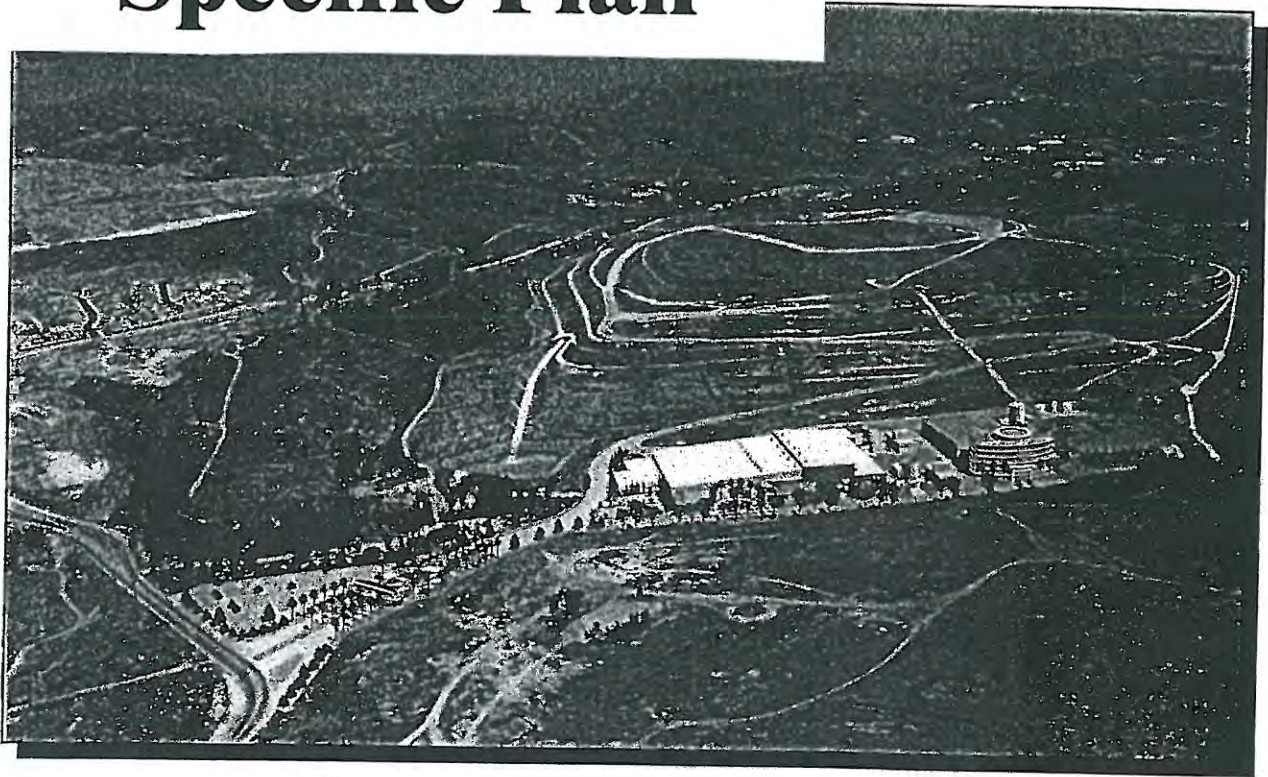


Loma San Marcos

Specific Plan

FILE COPY



AGENDA ITEM

Loma San Marcos Specific Plan

Prepared For:

Alliance Holdings, LLC
And
North County Resource Recovery Facility

Prepared By:

Hofman Planning Associates
Bastien and Associates
The Keith Companies

Date of Preparation:

June 19, 2003
Revised - October 31, 2003

AGENDA ITEM

City of San Marcos:

City Council:

Mr. F.H. "Corky" Smith - Mayor
Ms. Pia Harris - Vice Mayor
Mr. Hal Martin - Councilman
Mr. Lee Thibadeau - Councilman
Mr. Mike Preston - Councilman

City Staff:

Mr. Rick Gittings - City Manager
Mr. Paul Malone - Assistant City Manager
Mr. Charlie Schaffer - Community Development
Ms. Gina Franco - City Engineer
Mr. Jerry Backoff - Planning Director
Mr. Garth Kollar - Principal Planner
Mr. Alan Fishman - Planning Consultant

Property Owner:

North County Resource Recovery Facility - A Subsidiary of Allied Waste, Inc.
Mr. Jim Ambroso
Ms. Leslie Greve

Applicant:

Alliance Holdings, LLC
Mr. Brent Lee
Ms. Shari Hamrick
Ms. Michelle Hartly

Project Manager:

Benchmark Pacific
550 Laguna Drive, Ste B
Carlsbad, CA 92008

Mr. Doug Avis

Planning Consultant:

Hofman Planning Associates
5900 Pasteur Court, Ste 150
Carlsbad, CA 92008

Mr. Bill Hofman
Mr. Stan Weiler, AICP
Ms. Patia Christy

Architect:

Bastien and Associates, Inc.
2961 Edinger Avenue
Tustin, CA 92780

Mr. Gary Bastien
Mr. Michael Nelson

Landscape Architect:

The Keith Companies
5650 El Camino Real, Ste 100
Carlsbad, CA 92008

Mr. Mark LaRue

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I. EXECUTIVE SUMMARY

This Specific Plan document contains the necessary components to ensure that development of the San Marcos Studios site is completed in a manner that is consistent with all applicable requirements of the San Marcos General Plan. The standards contained in the San Marcos Studios Specific Plan were based on the requirements contained in the San Marcos Municipal Code and modified to allow for the flexibility necessary to meet the needs of the proposed use of the project site as a full service entertainment production facility.

To achieve a comprehensive analysis of the site, several elements were addressed including land use, project design, development standards, and public facilities. Criteria and regulations for these elements have been established to provide for desired development within the San Marcos Studios site. Therefore, the San Marcos Studios Specific Plan is intended to serve as the primary regulatory document for the site.

II. INTRODUCTION

As required by the San Marcos Municipal Code (Chapter 20.52) and the California Government Code (Section 65450 – 65457), the San Marcos Studios Specific Plan has been prepared to serve as the primary regulatory document to allow for development to occur within the defined boundaries of the project site. The intent of the Specific Plan is to facilitate the operation of a full service film and entertainment production studio.

A. PURPOSE

The purpose of a specific plan is to implement the provisions of the general plan. Due to the proximity of the project site to the San Marcos Landfill, the general plan requires the preparation of a specific plan to ensure the compatibility of proposed land uses. The Questhaven / La Costa Meadows section of the Land Use Element of the City of San Marcos General Plan identifies areas that should be subject to the land use designation of SPA and ultimately requires the preparation of a specific plan.

The San Marcos Studios Specific Plan site will be developed pursuant to this specific plan, consisting of both text and exhibits. This document is adopted by the City Council of the City of San Marcos for the purpose of implementing appropriate land uses, development regulations, and design guidelines. All City regulations shall apply to this specific plan unless otherwise stated within the document.

This Plan is intended to facilitate the development of the project site while adhering to all applicable codes, ordinances, and other governing legislation. The regulations of this Specific Plan are in addition to those set forth in the San Marcos Municipal Code.

B. AUTHORIZATION

The authority for approval of the San Marcos Studios Specific Plan is derived from the State of California Government Code Section 65450 – 65457 and Chapter 20.52 of the San Marcos Municipal Code.

Approval of this Specific Plan establishes the zoning for the entire property known as San Marcos Studios; setting forth permitted uses, regulatory criteria, and guidelines.

The San Marcos Studios Specific Plan will be subjected to requirements for approval provided in Chapter 20.52.080 of the San Marcos Municipal Code.

C. APPLICATIONS

Applications to be processed concurrently with the Specific Plan include the following:

- Specific Plan – The Specific Plan establishes the zoning for the San Marcos Studios by providing permitted uses, regulatory criteria, and design guidelines.

- Conditional Use Permit – The Conditional Use Permit grants the City the ability to review and determine the appropriateness of certain proposed uses such as a full service entertainment production studio.
- Negative Declaration – The Negative Declaration specifies potential effects of the project on the environment and the level of necessary environmental review as required by the California Environmental Quality Act (CEQA).

D. CEQA COMPLIANCE

The existing facilities on site were analyzed previously based on an entirely different use. The prior CEQA review is noted as Project SCH #89041911, June, 1991 and the 1987 North County Resource Recovery Facility Final EIR report City of San Marcos #03-85, SCH #85092527.

With regard to the proposed project and in accordance with Section 15060 of the State of California Environmental Quality Act (CEQA) Guidelines, a preliminary review was conducted by the City of San Marcos as the Lead Agency and it was determined that the activity proposed is defined as a "project" subject to CEQA. As required by Section 15063, an Initial Study was conducted and resulted in a determination that there was **not** substantial evidence that any aspect of the project may cause a significant effect on the environment resulting in the preparation of a Negative Declaration.

E. PLANNING DOCUMENTS

Planning documents utilized in the creation of the San Marcos Studios Specific Plan include the California Government Code, the City of San Marcos General Plan, the Questhaven/ La Costa Meadows Community Plan, the City of San Marcos Municipal Code, and the 2003 California Environmental Quality Act Guidelines.

III. SITE DESCRIPTION

A. LOCATION

The project site is located on the south side of San Elijo Road, west of Elfin Forest Road within the city of San Marcos, California (Exhibit 1 – Location Map, page 7). It is situated within the southern portion of the Questhaven/ La Costa Meadows Community Plan and is currently designated as Specific Plan Area (SPA) (Exhibit 3 – General Plan Map, page 9). The previous zoning of Solid Waste Management (SWM) was changed to allow the San Marcos Studios to be built under the flexibility of the Specific Plan Area classification (Exhibit 4 – Zoning Map, page 10).

The site covers 14.13 acres, and was formerly used to conduct the operations necessary for a recyclable materials recovery facility. The site is bordered on the west and south by vacant land, and is adjacent to a closed landfill to the east. San Elijo Road separates the site from residential development to the north.

B. PHYSICAL DESCRIPTION/ NATURAL RESOURCES

1. Existing Features

The primary existing features of the site include a large main building separated into four rooms with several smaller auxiliary structures surrounding it as well as a two-story office building. The following provides an approximate gross square footage total for the existing buildings:

Ground Level

Main Building:	
Industrial Space -	166,917 sq.ft.
Office Control Tower Space -	1,508 sq.ft.
Electrical Building:	2,475 sq.ft.
Shredder Buildings (2):	8,084 sq.ft.
Office Building:	2,653 sq.ft.
Ground Level Gross Total:	181, 637 sq.ft.

Second Level

Main Building:	
Office Control Tower Space -	1,508 sq.ft.
Maintenance Space -	1,708 sq.ft.
Office Building:	2,485 sq.ft.
Second Level Gross Total:	5,701 sq.ft.

Third Level

Main Building:	
Office Control Tower Space -	1,508 sq.ft.

Fourth Level

Main Building:	
Office Control Tower Space -	1,508 sq.ft.

Grand Gross Total

Approximately -	190,354 sq.ft.
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Additionally, two weigh scales located at the property entrance that were previously used to weigh haulers will be removed. The existing 8-foot fence surrounding the site will be maintained for security purposes. Other existing features include the roads providing access to the building and parking lots located on the site.

2. Natural Resources Plan

A predominate portion of the site has already been developed; therefore, a Natural Resources Plan is unnecessary.

3. San Marcos Landfill

The San Marcos landfill is located adjacent to the project. The landfill does not accept any solid waste, and will be capped in the near future.

C. SITE HISTORY

- Late 1970's – The original County landfill in San Marcos opened. The site included space for a waste-to-energy facility being developed by the Thermo Electron Corporation, which was originally due to begin operations in the mid - 1980's.
- 1987 – City of San Marcos voters approved Proposition A, which allowed the waste-to-energy facility to be built and operated.
- August 1991 – The County Board of Supervisors did not approve a contract to allow trash from the San Marcos landfill to be utilized in the waste-to-energy facility. In response to market changes, former County Supervisor Susan Golding led the move to develop the facility as a recycling plant.
- September 1991 – The project was approved as a recycling plant and was built as a materials recovery facility (MRF).
- January 1992 – Construction of the MRF started and was paid for by \$134 million in bonds from the California Pollution Control Financing Authority.
- February 1994 – The San Marcos MRF opened. During the 24-month construction phase, the County of San Diego mandated curbside recycling; an action that reduced expected recycling volumes of 20,000 tons per month to only 5,000 tons. In addition, during construction, the U. S. Supreme Court ruled that governmental entities could not dictate where waste haulers take garbage. Several cities opted to have their contracted haulers divert waste to less expensive landfills outside of San Diego County. As a result, the County generated less revenue than anticipated from lost landfill tipping fees and shared recycling revenues from the MRF.
- June 1995 – The County decided to buy out the contract from the Thermo Electron Corporation and stopped diverting trucks to the recycling facility. The plant was idle for one year while the County put together a plan to redeem the \$134 million in bonds that had been sold for the construction.

- Summer 1996 – The County retired the bonds and took over as the owner of the MRF project. In an effort to improve its financial stability, the County put the solid waste system, including the MRF, up for sale. During the course of sale, the County kept the MRF non-operational.
- May 1997 – The City of San Marcos denied the County's plan to operate the facility on a limited basis. The County sought to run the MRF at low tonnage to "show case" the facility to prospective buyers, but the City invalidated the Conditional Use Permit (CUP) for the facility because it had not operated in the previous 12 months.
- October 1997 – Allied Waste was the successful bidder for the County solid waste system, including the San Marcos MRF. Allied decided against obtaining a new permit to operate the facility because the City was no longer interested in hosting a MRF (or landfill) due to the development of the large residential community being built across the street. However, the City was willing to rezone the property to a light-industrial application. Allied Waste divested of the recycling equipment and listed the property for sale.
- Status, June 2003 – The facility is currently non-operational. The recycling equipment has been removed, and the building is vacant. The City of San Marcos has approved a General Plan Amendment and Rezone to the land use designation of Specific Plan Area (SPA).

Exhibit 1 - Location Map

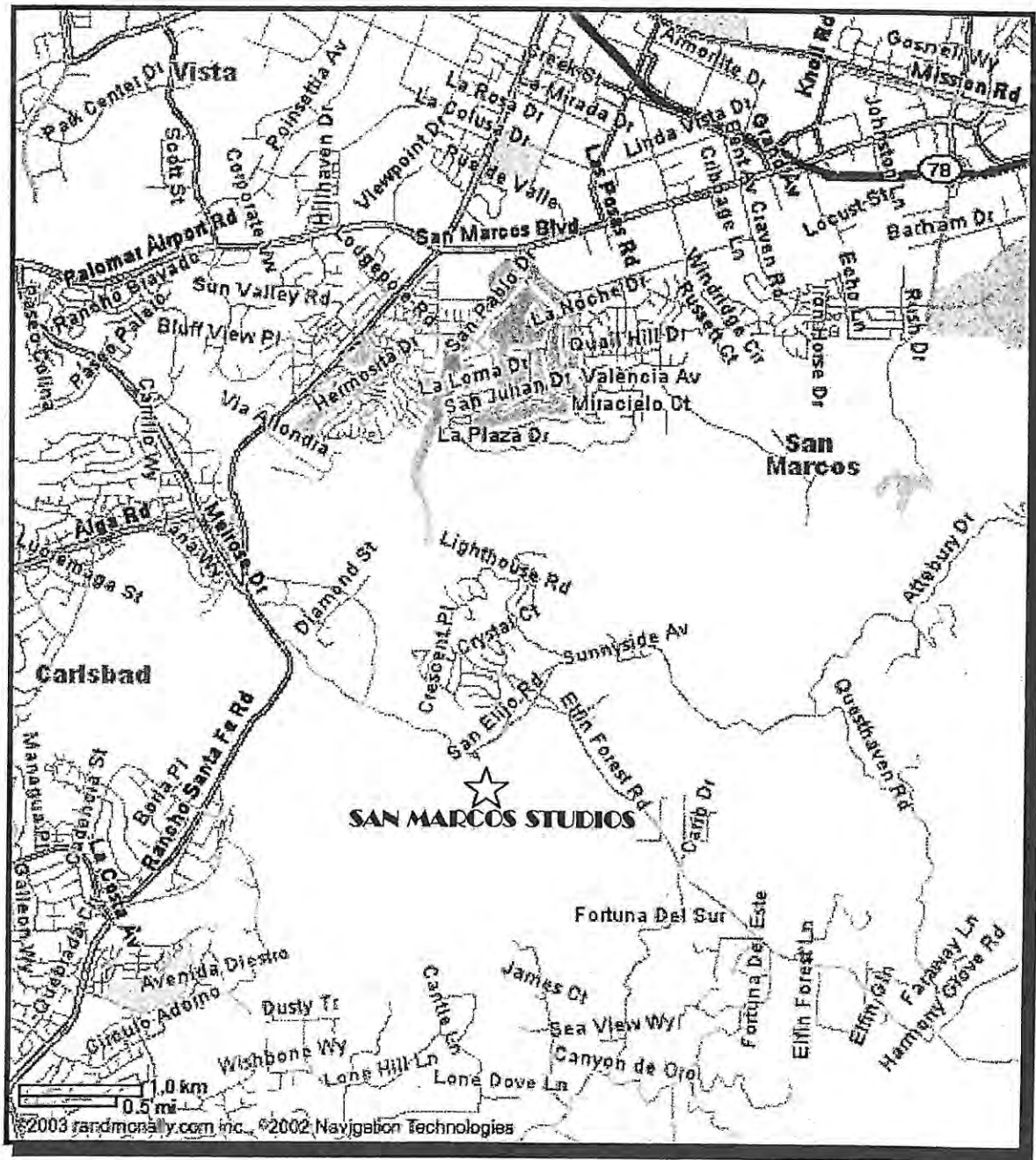


Exhibit 2 – Aerial Photograph

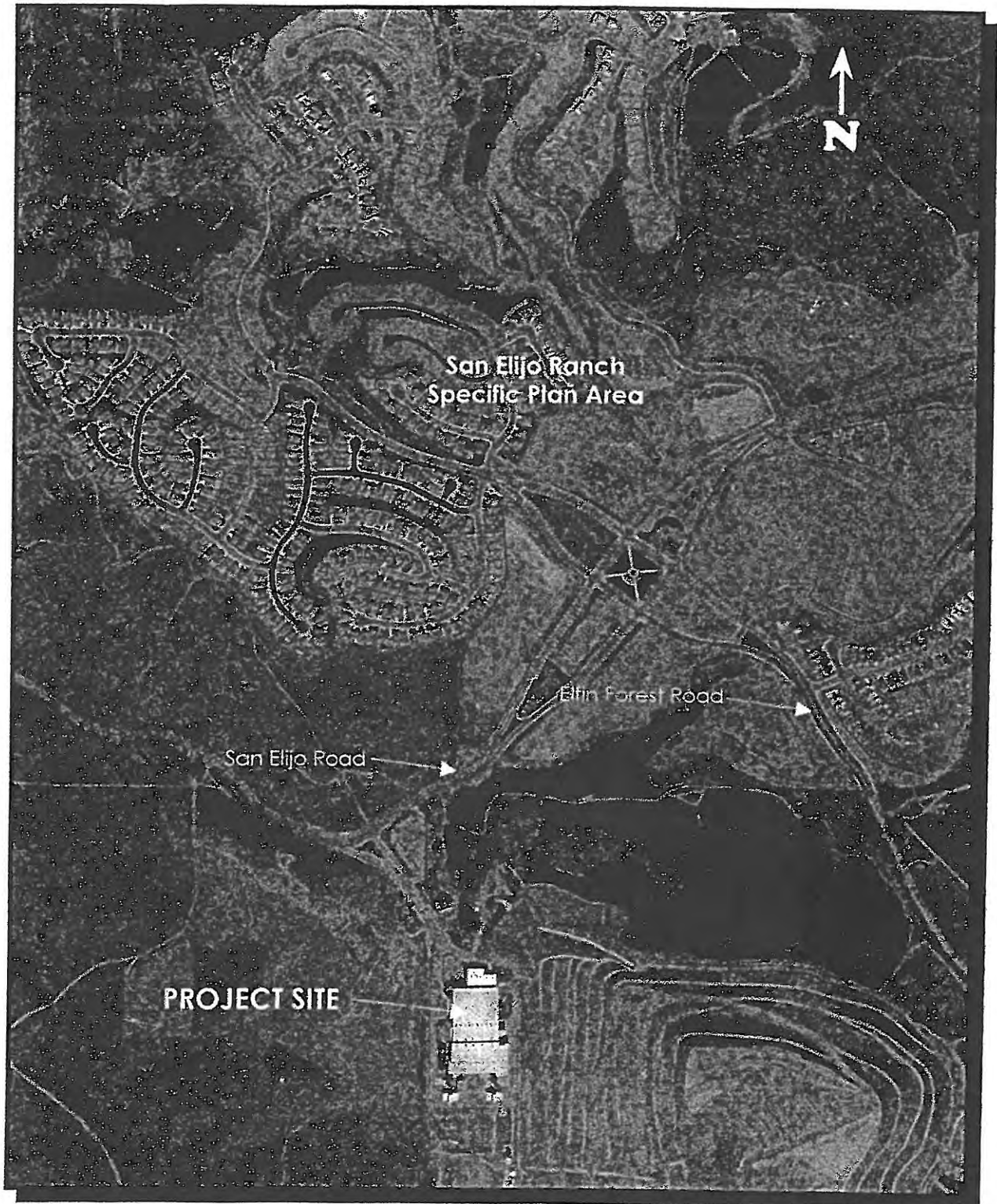


Exhibit 3 – General Plan Map

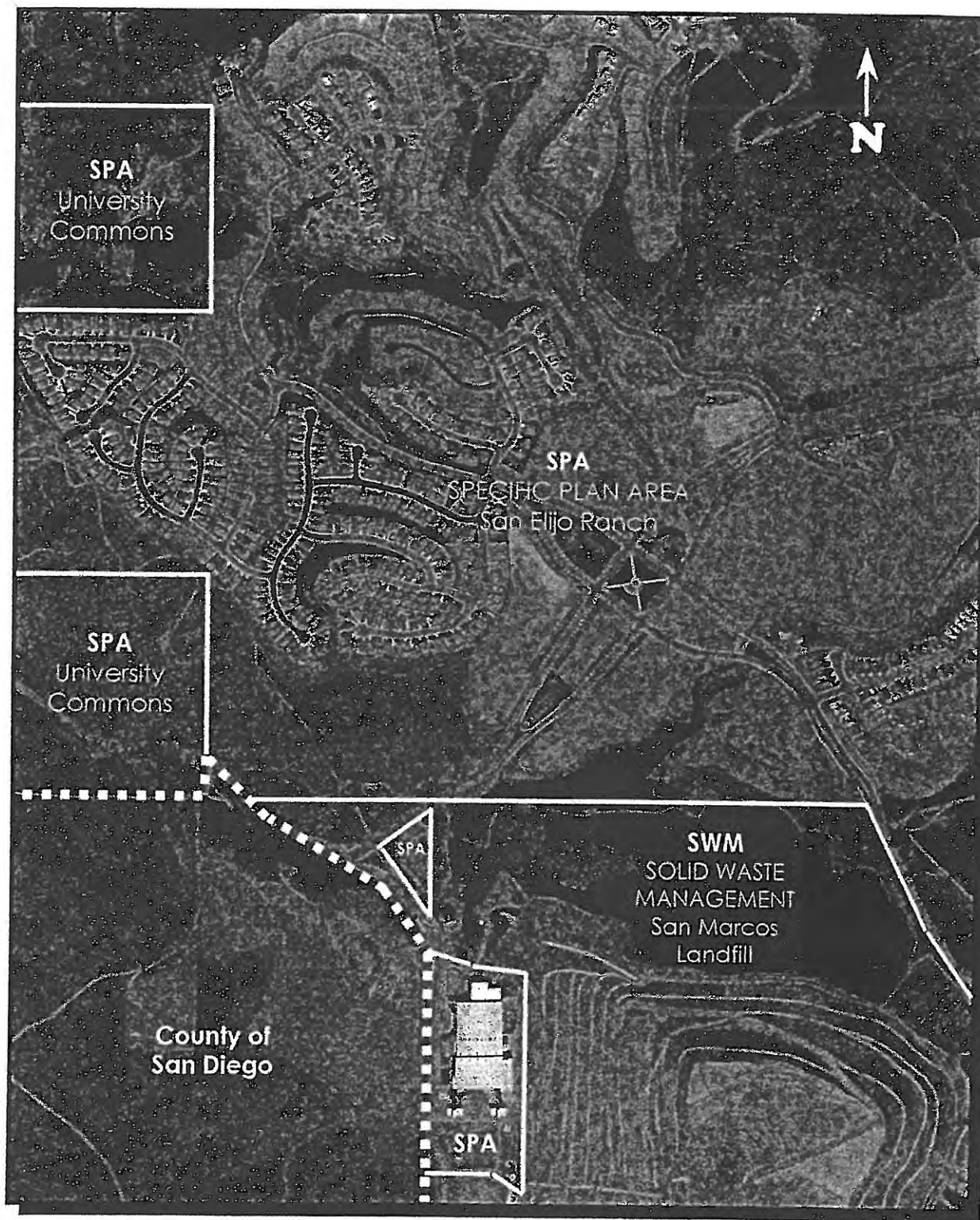
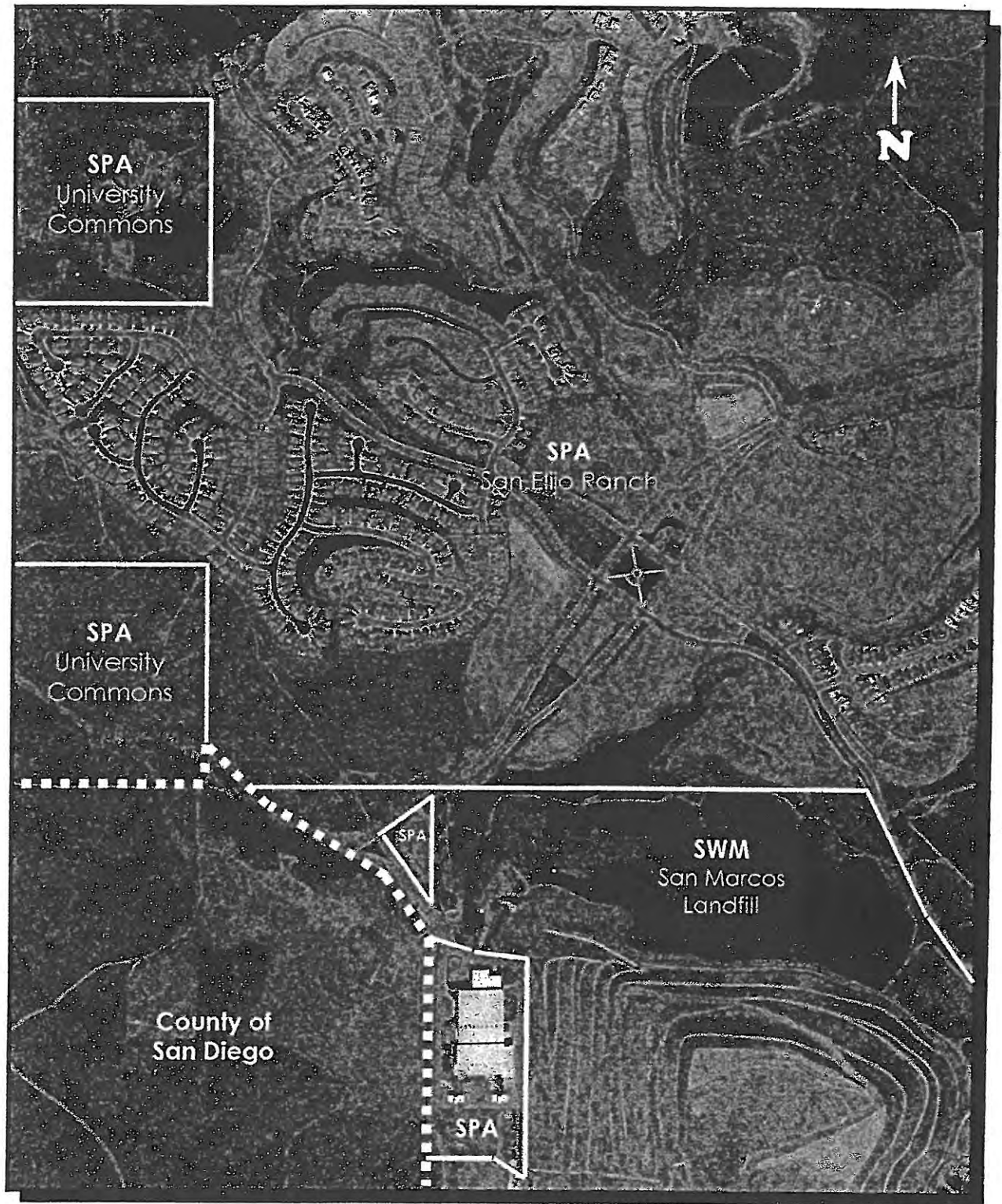


Exhibit 4 – Zoning Map



IV. PROJECT DESCRIPTION

A. GOALS

The following section presents the goals that provide the foundation of this plan and will serve as a guide for the future use of the site.

- 1. Provide for a facility capable of performing the operations required for an entertainment production studio.**
 - The Specific Plan will accommodate all intended uses for a film production studio and its associated activities.
- 2. Establish an attractive development that complements the existing surroundings.**
 - Development of the site will be undertaken in a manner that is aesthetically appealing yet visually discreet.
- 3. Create a facility that benefits both the users and the citizens of San Marcos.**
 - The studio will serve as an amenity to the City of San Marcos by providing employment opportunities, revenue, and recognition.
- 4. Ensure that all activities are consistent with governing regulations for the area.**
 - Adhere to both City and State requirements for development and operation.
- 5. Institute development standards, criteria, and guidelines to promote the aesthetic values of the area in terms of architecture, landscape, entries, and signage.**
 - Architectural, landscape and signage requirements are addressed in the Specific Plan to ensure a discreet and unobtrusive presence.

B. PROJECT CONCEPT

Due to the rise in demand for movies, music videos, television programs, and commercial advertisements, the need for new state-of-the-art entertainment studios has increased tremendously and consequently, Hollywood is suffering from a shortage in studio/sound stage space¹. Although the City of San Marcos is just over 100 miles away from downtown Hollywood, the location chosen for the San Marcos Studios is centralized enough to provide a facility capable of serving all of Southern California including the needs of San Diego County. Located away from the heavily urbanized areas, yet near the I-5 and I-15 corridors and in close proximity to the McClellan-Palomar Airport, the chosen site for San Marcos Studios is a prime location for a full entertainment production facility.

The site currently contains approximately 190,000 square feet of area within the main building, the office building, and several smaller accessory buildings. These buildings will be modified to accommodate the intended use as a production entertainment studio. Development will occur in two phases. The

¹ Source - <http://www.seeing-stars.com/Studios/ManhattanBeachStudios.shtml>

first phase will consist of on-site circulation and parking modifications, enhanced on-site and street frontage landscaping, as well as interior building modifications to increase the usable floor area to 213,361 square feet. Usable area is defined as the area between the inside faces of walls and does not include restrooms, mechanical/electrical rooms, or service corridors. Additional square footage may be necessary to provide for the interior storage of sets, materials, or equipment. The increase in interior storage square footage can be up to 10% of the total square footage without the requirement of a Specific Plan Amendment. Phase 1 may include the installation of the front entry statement. However, it is possible that the installation of the entry statement will be deferred to Phase 2. Phase 2 will include the construction of a parking structure of 5 ½ to 7 stories capable of accommodating 718 to 935 vehicles and a six-story 120,000 square foot office building. The size of the parking garage will be dependent on the actual full operational experience of Phase 1 and the anticipated Phase 2 needs for expansion. It is expected that the maximum number of persons on site at any given time will not exceed 400 for Phase 1 and 750 for Phase 2.

The primary objectives of the San Marcos Studios are to provide a viable use of the existing buildings as a full-service entertainment production facility, expand the use of the site to meet future demand by the entertainment industry and to accomplish these objectives within the confines of the project site in a discreet and unobtrusive manner.

As a full-service entertainment production studio, San Marcos Studios will be providing rental of sound stages, offices, and entertainment production facilities to filmmakers, television and commercial producers, musicians, and an array of other entertainment professionals. It is anticipated that the studio will attract high profile Hollywood clients to use the state-of-the-art electronic facilities as well as the high interior ceilings, which are in great demand by the movie production industry. Clearly, studios offering the latest technology will attract the best in the film and television industry.

A high degree of flexibility will be necessary to allow for the interchange of Production Support space and Tenant Lease space as needed. The studio must be able to convert these spaces to accommodate the unique needs of a production. Production Support space is a combination of office area, dressing rooms, hair and makeup rooms, wardrobe storage, wardrobe laundry, general storage and other various uses, which is typically leased for the duration of a production. Tenant Lease space is generally office space, which is leased long term by service providers to the Studio or entertainment industry tenants.

Production companies such as Steven Spielberg's DreamWorks will have the option of renting one or all of the stages in order to create a film. Projects may take several months to complete and will require ancillary off-site services such as transportation, lodging, and catering. These needs can easily be met by the businesses currently operating within the City of San Marcos.

Although film studios are generally used for large productions, short-term tenants will also utilize the facilities for the filming of TV commercials and music videos as well as conducting film and sound editing. San Marcos Studios anticipates providing entertainment production facilities at nearly all levels, regardless of a company's size. The studio will be capable of

accommodating not only big budget blockbuster film projects, but also individuals and minor productions. The intent is to provide full production services to a wide array of needs throughout the duration of a project.

The services that may be offered will include but are not limited to the following: production offices, talent and casting offices, screening rooms, the use of sound stages, lighting, grip and camera setups, adjustable rigging grids, filming and sound recording, set and prop construction and demolition, electronic equipment, computers, vehicles, trailers, landscape plants, costumes and laundry, set and prop storage, production and creation of special effects, computer-assisted graphics, animation, robotics, claymation, editing, sound manipulation, telecine, color-correction, and associated services such as photo processing, printing, book binding, copying, duplication of photos, videos, CDs and DVDs, as well as advertising, marketing and promotion. There will also be opportunities for independently contracted businesses, either located in space leased from the Studio, or located in separately owned space near the Studio, that will enhance and further the operation of the facility as a whole.

The entertainment industry requires facilities and operations that perform in a very fluid environment. Flexibility is possibly the most important element in the successful operation of a film studio. San Marcos Studios intends to meet the needs of this industry while maintaining an amiable relationship with the property owners and businesses in the area. Nearly all studio operations will occur within the confines of the building; however, there may be occasions when outdoor activities are necessary. Production vehicles and trailers may occasionally be parked around the perimeter of the building. Additionally, set assembly and temporary storage of set parts, lumber, materials, and stage equipment may occur outdoors. These temporary outdoor use areas will be located near the building and are designated as such on the site plan.

As is the case with most studios, 95% of the filming is done indoors in order to control the filming atmosphere. Occasionally, an event is better filmed outdoors to capture the natural lighting. In the event the back parking area is used as a "back lot" for filming purposes, the following activities may take place:

Various sets will be constructed to simulate actual scenes for filming purposes. These sets are temporary and are constructed somewhere on the lot and only include the backdrop needed for the actual scene to be "caught". Typical scenes would include a street scene with a building façade in the background. The building façade would be constructed of wood with a painted surface depicting the setting. Other sets may include a western scene or any other scene that requires outdoor lighting.

Some scenes may include the addition of simulated weather phenomena such as wind, rainfall, or snow. This is accomplished with blowers and sprinklers attached to hoses connected to the building. Other equipment would be needed for filming outdoors on the lot including, cameras, lighting hoists or lift trucks, golf carts, etc. No explosives or pyrotechnics are contemplated. In the event such a device is desired, approval from the city would be sought.

Night filming is rare, but may be necessary for some "shoots". In such cases, the city would be provided appropriate notification along with a full description of the scenes to be filmed. Special attention will be given to minimize the effect of the lighting at night to keep any visual impacts limited to the property.

As required for production, outdoor filming may be necessary off-site. Appropriate notification procedures may be needed depending on the extent of the outdoor filming. The operators of the San Marcos Studios will develop a working relationship with local agencies and city liaisons in order to ensure that required procedures and permits are obtained prior to outdoor filming activities off-site.

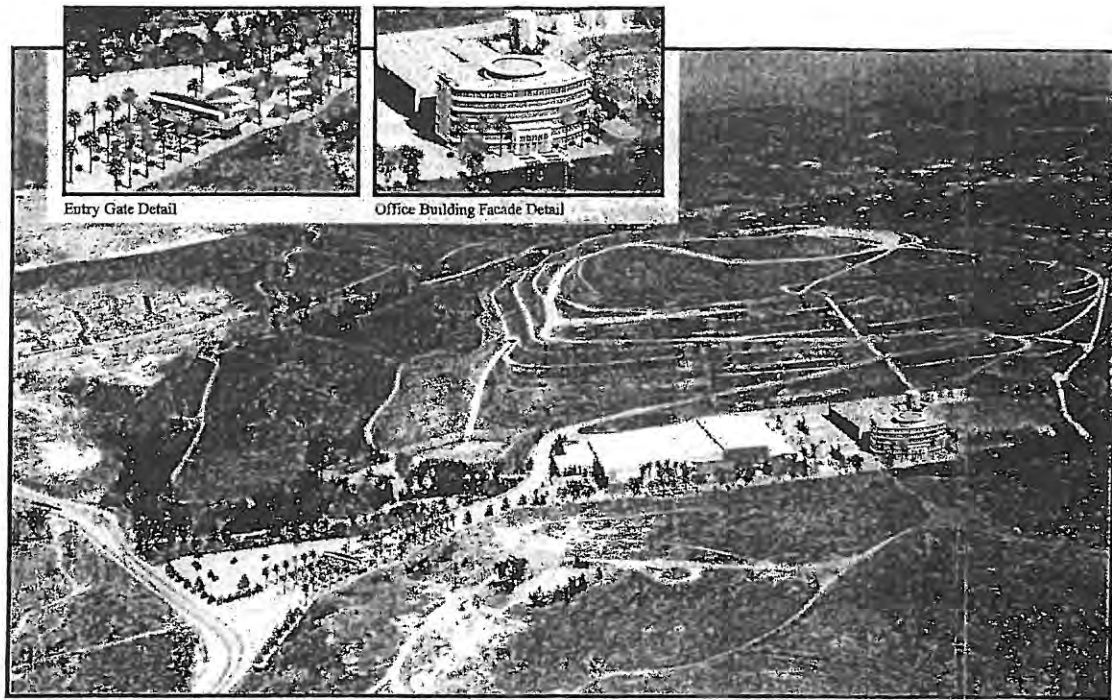
The San Marcos Studios will also offer opportunities for the rental of sound stages for social events such as parties and gatherings to not only the entertainment industry but also corporate organizations. Planning services for these events may be organized by either the San Marcos Studios staff or by an outside organization. The studio will accommodate a range of events from small gatherings of less than 100 to large gala events serving several hundred people.

As is typical of most Hollywood studios, little can be viewed from the public right-of-way other than the planned enhancement of the entry statement. The entry statement will be a guarded gate used for security purposes. Many of today's film, television, and music stars are greatly concerned with security; therefore, the studios must provide ample security to ensure the safety and privacy of the entertainers working within the studio. The site will continue to be surrounded by the secure fencing currently provided. Additionally, on-site security personnel, possibly supplemented by close circuit television security cameras and electronic identification access systems, will provide an extra measure of protection for the entertainers.

The exterior elevations of many of the older Hollywood studios are plain and resemble large industrial buildings. However, the San Marcos Studios is renovating the site to create a more aesthetically pleasing environment. An attractive entry statement as well as enhanced paving and landscaping is planned at the studio entrance. Existing buildings will be painted to beautify the exterior elevations. Future structures will be aesthetically pleasing and complimentary to the existing buildings. Additionally, due to the constraints of the site, the proposed improvements anticipated for Phase 2 will be located south of the existing building and substantially screened from public view.

The studio will not be open to the public and public tours will not be provided. However, the taping of TV shows may offer opportunities for the distribution of free tickets to the public to participate as members of a studio audience. Providing tickets to certain sit-coms is typical of many studios in Hollywood. The provision of tickets is a means by which the public may be allowed to view studio operations and see celebrities in person. The persons attending tapings would be escorted while on the studio property for security purposes.

San Marcos Studios envisions great success for the on-site operators and owners, as well as for the City of San Marcos. A special mystique is attached to the film and music industry and it is expected that a full service entertainment production studio will increase the City's stature and bring prosperity to the local economic market.



Entry Gate Detail

Office Building Facade Detail

AERIAL PHOTO OVERLAY

Ex 5a11

SAN MARCOS STUDIOS San Marcos, California

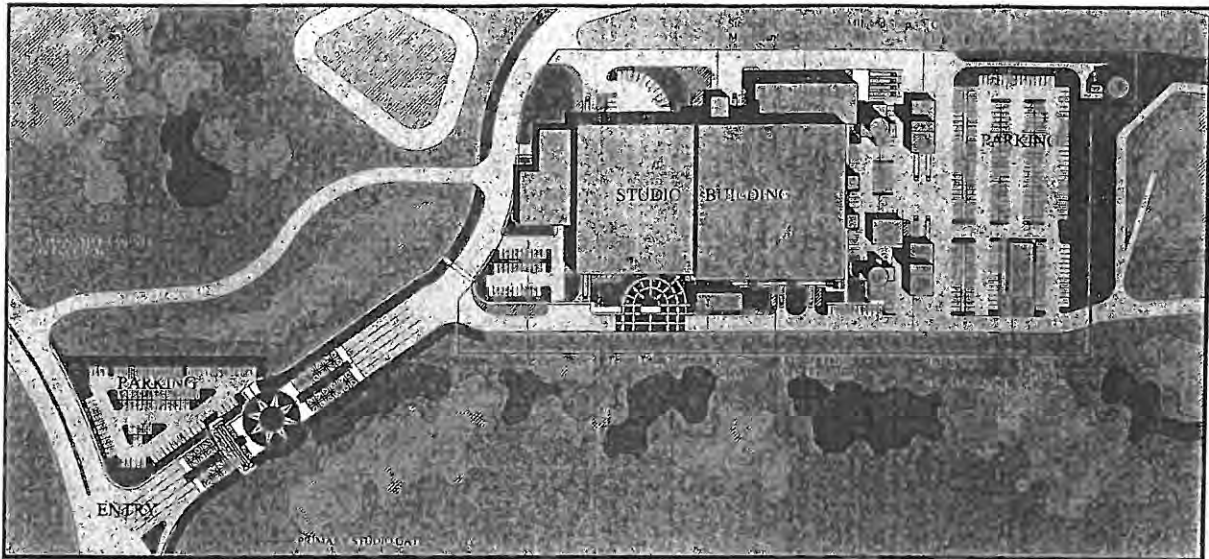
Exhibit 5

21 October 2009

San Marcos Studios, Inc. and its subsidiaries are not responsible for the accuracy or completeness of the information contained herein. The information is provided for informational purposes only and should not be used for any other purpose. The information is provided as a service to the public and is not intended to be a substitute for professional advice. The information is provided as a service to the public and is not intended to be a substitute for professional advice.

BASTIEN AND ASSOCIATES, INC.
ARCHITECTURE AND PLANNING
1000 S. GATEWAY AVENUE
SAN MARCOS, CALIFORNIA 92673
TEL: 760.341.1111 FAX: 760.341.1112
WWW.BASTIENANDASSOCIATES.COM

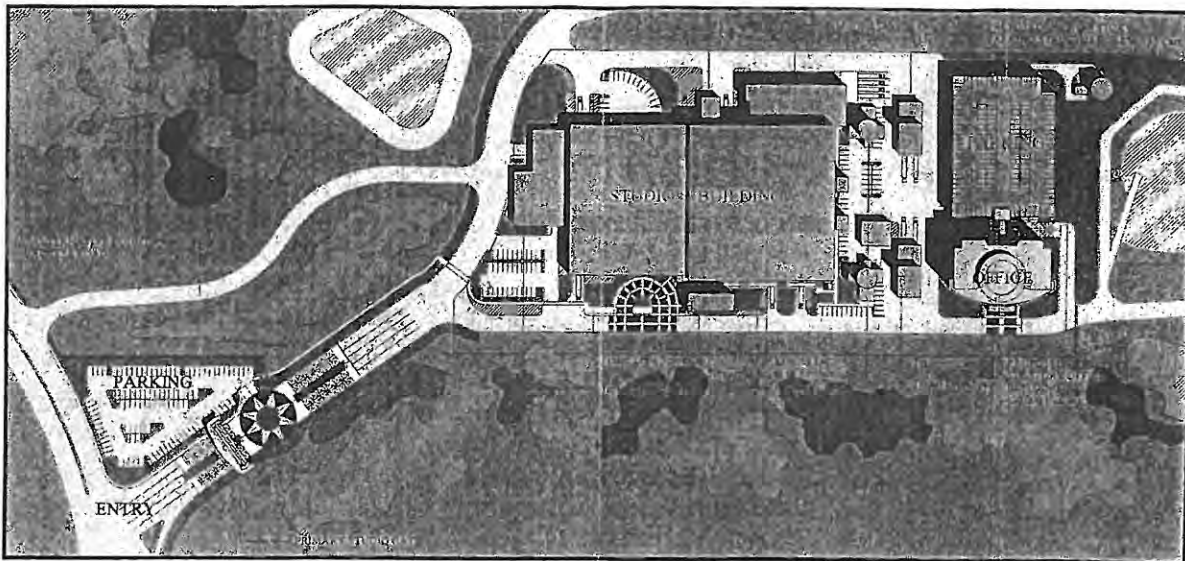
AGENDA ITEM



LEVEL 1	USABLE AREA	LEVEL 2	USABLE AREA	LEVEL 3	USABLE AREA	LEVELS 4, 5 and 6	USABLE AREA	TOTALS
Sound Stages	89,715 s.f.	Sound Stages	0 s.f.	Sound Stages	0 s.f.	Sound Stages	0 s.f.	89,715 s.f.
Production Support	23,320 s.f.	Production Support	19,200 s.f.	Production Support	0 s.f.	Production Support	0 s.f.	42,520 s.f.
Tenant Lease	22,026 s.f.	Tenant Lease	0 s.f.	Tenant Lease	17,950 s.f.	Tenant Lease (4)	17,950 s.f.	57,926 s.f.
Mill and Workshops	19,380 s.f.	Mill and Workshops	3,820 s.f.	Mill and Workshops	0 s.f.	Mill and Workshops	0 s.f.	23,200 s.f.
Net Usable	154,441 s.f.	Net Usable	23,020 s.f.	Net Usable	17,950 s.f.	Net Usable	17,950 s.f.	213,361 s.f.
Core, Storage and Walls	33,741 s.f.	Core, Storage and Walls	4,437 s.f.	Core, Storage and Walls	2,885 s.f.	Core, Storage and Walls	2,885 s.f.	43,948 s.f.
Total Gross	188,182 s.f.	Total Gross	27,457 s.f.	Total Gross	20,835 s.f.	Total Gross	20,835 s.f.	257,309 s.f.

SITE MASTERPLAN - PHASE I





LEVEL 1	USABLE AREA	LEVEL 2	USABLE AREA	LEVEL 3	USABLE AREA	LEVELS 4, 5 and 6	USABLE AREA	TOTALS
Sound Stages	89,715 s.f.	Sound Stages	0 s.f.	Sound Stages	0 s.f.	Sound Stages	0 s.f.	89,715 s.f.
Production Support	23,320 s.f.	Production Support	19,200 s.f.	Production Support	0 s.f.	Production Support	0 s.f.	42,520 s.f.
Tenant Lease	22,026 s.f.	Tenant Lease	0 s.f.	Tenant Lease	17,950 s.f.	Tenant Lease (4)	17,950 s.f.	57,926 s.f.
Mill and Workshops	19,380 s.f.	Mill and Workshops	3,820 s.f.	Mill and Workshops	0 s.f.	Mill and Workshops	0 s.f.	23,200 s.f.
Office Building	20,000 s.f.	Office Building	20,000 s.f.	Office Building	20,000 s.f.	Office Building	60,000 s.f.	120,000 s.f.
Net Usable	174,441 s.f.	Net Usable	43,020 s.f.	Net Usable	37,950 s.f.	Net Usable	77,950 s.f.	333,361 s.f.
Core, Storage and Walls	35,741 s.f.	Core, Storage and Walls	6,437 s.f.	Core, Storage and Walls	4,885 s.f.	Core, Storage and Walls	5,885 s.f.	55,948 s.f.
Total Gross	210,182 s.f.	Total Gross	49,457 s.f.	Total Gross	42,835 s.f.	Total Gross	86,835 s.f.	389,309 s.f.

SITE MASTERPLAN - PHASE 2

3" = 1' 0"

GRAPHIC SCALE

PARKING PROVIDED		
Studio	490 Cars	Ratio 1:435 Usable s.f.
Office	481 Cars	Ratio 1:250 Usable s.f.
Total	971 Cars	Ratio 1:343 Usable s.f.



SAN MARCOS STUDIOS

San Marcos, California

Exhibit 7

BY DESIGN TEAM

Architectural and other drawings are prepared by the architect and are not to be used for construction purposes without the approval of the architect. The drawings are not to be used for any other purpose without the written consent of the architect.

BASTIEN AND ASSOCIATES, INC.
ARCHITECTURE AND PLANNING
1000 S. GILBERT AVENUE
SAN MARCOS, CALIFORNIA 92678
TEL: (949) 461-1111 FAX: (949) 461-1112

AGENDA ITEM

V. LAND USE REGULATIONS

A. GENERAL PLAN/ ZONING

The General Plan designation of the San Marcos Studios Specific Plan is classified as Specific Plan Area, which allows for flexibility within the development process and endeavors to obtain the advantages that result from such planned development. Chapter 20.52 of the San Marcos Municipal Code outlines the requirements for this land use designation.

The underlying zoning for this project is Light Manufacturing (LM), meaning that in the absence of standards established by this Specific Plan, the standards for the LM zone shall apply. However, the permitted uses are only those provided for in this specific plan and related to the operation of a full service film production and entertainment studio.

1. Permitted Uses

The specific plan area allows the following uses and associated components necessary to facilitate a full service film/video production and entertainment studio. It is not the intent of the specific plan or this section to prohibit uses not specifically identified below that are directly or indirectly related to the overall intended use of the specific plan area as a full service entertainment production facility.

- Filming/Video
- Music Video
- Television Programs and Commercials
- Live Audiences
- Sound Stages
- Casting
- Sound Recording
- Film and Photo Processing
- Set and Prop Construction, Demolition and Storage
- Mill and Workshops for Prop Construction
- Painting, Plastering, Welding, Framing, Hardware Assembly All Associated With Prop Construction
- Storage of Film, Video, Cameras, Lighting, Grip, and Associated Equipment
- Special Effects Creation
- Editing
- Printing and Publishing of Film, Video, CDs, DVDs, Books, Photos, or Other Materials Associated With the Entertainment Industry.
- Employee Cafeteria and/or Vending Machines
- Administrative Support and Production Offices

- Any outdoor storage shall be located near the rear of the existing buildings and will not be visible from San Elijo Road. Due to the location of the storage materials, the existing and proposed landscaping, and the proximity to San Elijo Road, additional screening of outdoor storage of sets, props, or materials is not required.

2. Prohibited Uses

All uses identified as prohibited in the L-M Zone are also prohibited in the Specific Plan Area. It is not anticipated that a helipad will be installed at this site. If helicopter access is deemed necessary in the future, a minor amendment to this specific plan will be required.

B. GENERAL PROVISIONS

The City of San Marcos's Municipal Code shall regulate development within the San Marcos Studios Specific Plan Area, except as modified by the regulatory standards contained in this Specific Plan. In cases where development regulations conflict, the Specific Plan standards shall prevail.

1. Entitlements

This Specific Plan sets standards for future development; however, it does not provide a guaranteed approval for projects within the site's boundaries. Development plans shall be evaluated in accordance with the provisions of this Specific Plan and other applicable governing documents and may be subject to review by the Planning Commission and City Council. Where a conflict for development of the site arises, the standards of this Specific Plan shall take precedence.

2. Development Consistency

All new development proposed for the site shall be in conformance with the policies and regulations provided in this Specific Plan. All zone changes, site development plans, public works, capital improvements and other discretionary projects within the area shall be consistent with these requirements.

3. Severability

In the event that a California Court or Federal Court of competent jurisdiction holds any regulation, condition, program, or portion of this Specific Plan invalid or unconstitutional, such provisions and the invalidity of such provisions shall not affect the validity of the remaining provisions.

4. Boundaries

The site boundaries are depicted within several small-scale exhibits of this Specific Plan. Development shall be in conformance with established setback requirements.

5. Dedications

All land and/or easements required by this Specific Plan for public streets, open space, recreational purposes and public utility purposes should be granted to the City of San Marcos as conditioned by the appropriate discretionary approval.

6. Development Agreements

Any prior development agreements between the City of San Marcos and NCRRF, Inc. have been satisfied and are no longer obligatory.

C. SPECIFIC PROVISIONS

The establishment of land use guidelines is necessary to uphold the land use element of the City of San Marcos General Plan. The San Marcos Specific Plan will abide by the goals, objectives, and policies of the General Plan to the fullest extent possible.

Because the site has already been developed, previously established land use guidelines will be utilized unless stated elsewhere within the Specific Plan. The existing development of the site makes the creation of land use guidelines for the area less extensive. The following provides a brief overview of the land use regulations.

1. Open Space

Currently there are no open space land use designations on the project site; however, passive outdoor space consisting of landscaped and seating areas will be provided for the employees.

2. Grading

Phase 1 of the project will require only minor grading for a new entry access through an existing berm on the west side of the building, and very minor modifications for new parking areas.

Phase 2 will require grading for both the office building and parking facility. The area for Phase 2 is relatively flat; therefore, minimal grading will be necessary. Grading permits may be required prior to construction.

Any grading activity for either Phase 1 or Phase 2 shall comply with the grading criteria as contained in the City of San Marcos Municipal Code.

3. Community Recreation Facilities

Since the project does not create a direct demand for recreational facilities, the establishment of community recreation facilities is not required and will not be provided by this Specific Plan Area.

4. Specific Plan Area

The establishment of this site as a SPA requires the processing of a Conditional Use Permit for any proposed use.

5. Outdoor Filming or Production Activities

Any outdoor filming or production activities that have the potential to attract the attention of adjacent property owners or residents may require a letter of approval from the Community Development Director prior to the activity occurring. The letter of approval will contain a description of the activity to occur, the dates of the occurrence, and any requirements deemed appropriate to ensure continuity within the community.

6. Site Access

All access to the site will be through the main entry gate. The main gate will be manned by a guard(s) on a 24-hour basis. Access will be scrutinized to ensure the security of the project site. Access rights are currently provided to the County of San Diego for access to the landfill, as well as the property owners to the south and west. These access rights will be maintained as long as valid easements exist.

The landfill closure will require the importation of a large amount of soil to cap the landfill in order to complete the closure process. Access to the trucks importing the soil will be provided through the main gate.

A proposal for an alternative truck access has been presented to the County of San Diego staff overseeing the landfill closure. The alternative truck access is proposed at a location east of the main entrance. An existing single lane gravel/dirt road currently provides access to an existing paved driveway at the north end of the existing building that leads to the base of the landfill east of the project site. The alternative access road would bypass the main entry. This alternative access is not intended to be a part of the specific plan project, but is being explored to separate the two land use activities. It is the intent of this specific plan to identify this alternative truck access in concept only and to emphasize that all access to the landfill will occur through the main entry gate.

It is acknowledged that additional civil engineering, local review by the City of San Marcos, potential State and Federal agency permits as well as formal acceptance by San Diego County may be required to finalize this concept. The review process for the alternative truck access will occur separately from the specific plan review process.

VI. DEVELOPMENT DESIGN GUIDELINES

A. DESIGN CRITERIA

The purpose of this portion of the Specific Plan is to establish design criteria that enhance the visual quality of the San Marcos Studios site. The standards shall serve as the planning regulations for development and as the zoning for the site upon adoption of the Specific Plan.

1. Setbacks

All setbacks shall be consistent with the City's Zoning ordinance for the Light Manufacturing (LM) zone unless stated otherwise within this Specific Plan.

2. Building Height

Building heights shall conform to the building height standards stated within Development Standards Summary table as provided in this section of the Specific Plan.

3. Parking

Parking areas for guests and employees will be provided and will include the appropriate provisions for handicapped stalls in accordance with the Americans with Disabilities Act. The number of required parking spaces will meet the provisions established by this Specific Plan. The parking ratios provided are based on the total useable area within the buildings. The useable area does not include the space between walls, electrical utility rooms, HVAC areas, etc. The parking ratio for the Phase 1 area exceeds the ratios for other entertainment studios of similar size. The parking ratio for Phase 2 is based on typical office space needs for an entertainment production studio. The size of all parking spaces will be in accordance with Section 20.84.050 of the San Marcos Municipal Code.

4. Lighting

Light standards shall be located and designed to minimize direct glare beyond the parking lot or service area. All lighting shall be consistent with respect to design, architectural style, materials, and color of the project. Lighting shall meet the requirements set forth in the San Marcos Municipal Code.

DEVELOPMENT STANDARDS SUMMARY PHASE 1

<u>ELEMENT</u>	<u>STANDARD</u>
Setbacks:	
Front	20'
Side	0'
Rear	0'
Building Height:	85'
Parking Ratio Studio: Useable	1: 435

DEVELOPMENT STANDARDS SUMMARY PHASE 2

<u>ELEMENT</u>	<u>STANDARD</u>
Setbacks:	
Front	20'
Side	0'
Rear	0'
Building Height:	
Office	102'
Parking Garage	84'
Parking Ratio Office:	1: 250 Useable
Parking Ratio Studio:	1:435 Useable
Parking Ratio Total:	1:343 Useable

5. **Community Design**
The San Marcos Specific Plan will design the project in a style that is complimentary to the surrounding community.
6. **Open Space**
Open space requirements for the site shall remain consistent with present conditions. Development of the site will preserve existing natural habitats, views and resources to the fullest extent possible.
7. **Drainage**
Guidelines for storm water runoff shall meet the requirements in accordance with the National Pollutant Discharge Eliminations Systems (NPDES), Best Management Practices (BMP), and Federal Emergency Management Agency (FEMA).
8. **Grading**
Grading shall meet requirements as established by the City of San Marcos Municipal Code.
9. **Circulation**
Onsite traffic circulation shall meet the requirements established by the City of San Marcos Municipal Code and the San Marcos Fire Department.
10. **Screening**
Refuse containers and utility equipment shall be easily accessible by service vehicles but screened from public view.
11. **Site Accessories**
Site features such as recycling bins, bicycle racks, litter cans, planters and benches should be designed as an integral part of the project. The architectural character and materials should be consistent with the overall project design.
12. **Maintenance**
The site will be maintained by the owner to ensure proper care for the vegetation, litter is cleared, and general upkeep of the facility is in good operating condition.

B. ARCHITECTURAL GUIDELINES

1. Architecture

Existing Buildings - The existing buildings utilize concrete, metal siding, and metal post and beam construction materials in a standard utilitarian but high quality industrial architectural style. The roof over much of the existing building will be replaced and portions possibly raised to accommodate the high interior ceiling needs of the film industry. The paint and finishes of the existing buildings are in good condition and are pleasant neutral colors. Portions of the existing building may be repainted where necessary with colors matching the new entry gate area and future office building.

Office Building – The office building is envisioned as being a clean and classic design utilizing the light natural colors of the San Elijo community. The window glass will be green, complimenting the light natural colors and matching the green metal roofs present on portions of the existing buildings. The natural colors and green glass will blend with the landscape that surrounds the building, making it inconspicuous from the surrounding properties. The building may be up to six stories with rooftop equipment penthouse/screen totaling up to 102 feet in height.

Parking Garage – The parking garage will be designed to compliment the office building to the greatest extent possible. The structure will be of concrete construction and painted to match the neutral color scheme of the office building. The garage is proposed for 5 ½ levels at 69 feet in height, but may be permitted to be increased to 7 levels and 84 feet in height if deemed necessary to accommodate additional parking needs. The structure will also include an elevator tower and machine penthouse above the top floor.

2. Building Wall Treatment/ Materials

Existing Building – The existing buildings will maintain the metal siding and other materials currently in place. Painting of the existing buildings may occur, however, there will not be any substantive changes to the existing building's exteriors.

Office Building and Entry Gate – The exterior facades are anticipated to be either pre – cast concrete panels, glass fiber reinforced concrete panels, exterior plaster, or exterior insulation finish system (a system with a plaster – like appearance), all with a sand finish texture. Colors will be light and natural to match the San Elijo community. The window glass is anticipated to be green, complimenting the green metal roofs present on portions of the existing buildings, and blending with the surrounding landscape. The window mullions, exterior doors, exterior trim, and accents are anticipated to be natural clean anodized aluminum, or metallic paint to match aluminum.

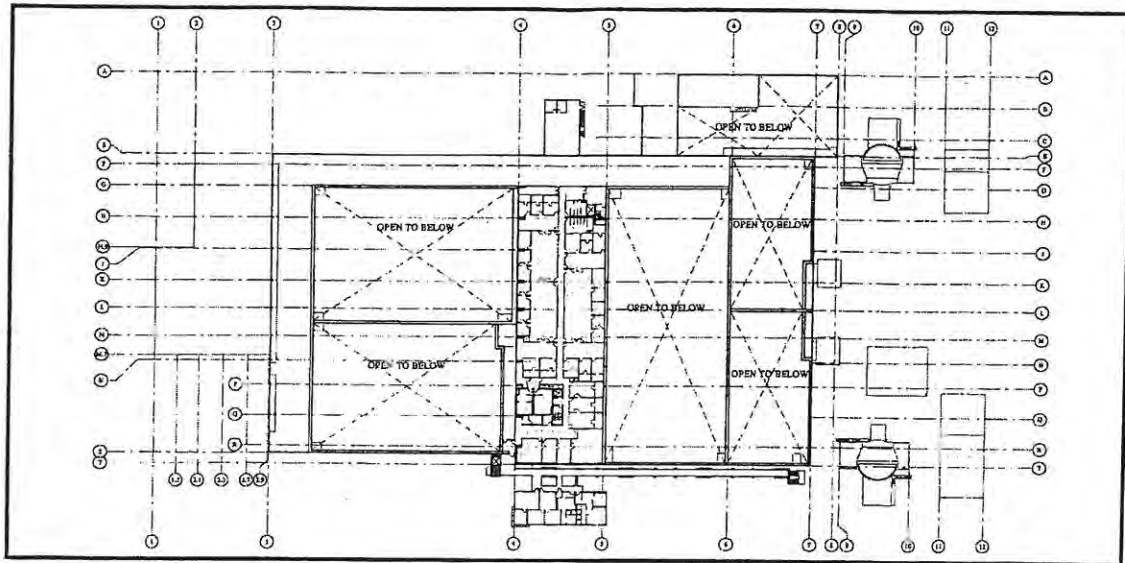
Parking Garage – The structure is anticipated to be pre – cast concrete construction, smooth sand finish texture, painted to match the office building.

3. Colors

Colors used for the existing building and project additions should be complementary to each other as well as to the surrounding community. For large building surfaces, colors should be muted and subdued. Accent colors may include brighter and/or darker colors.

4. Roof

Roofing materials shall be of a durable and attractive nature. Roofing forms should be simple and avoid a massive or unfinished appearance.



- | | | |
|--|--|---|
| ☐ Sound Stages | ☐ Storage / Warehouse / Maintenance | ☐ Circulation And Core |
| ☐ Mill and Shops | ☐ Production Support | ☐ Transportation |
| ☐ Grip and Lighting | ☐ Service Corridor | ☐ Tenant Lease Space |

LEVEL TWO PRODUCTION SUPPORT PLAN



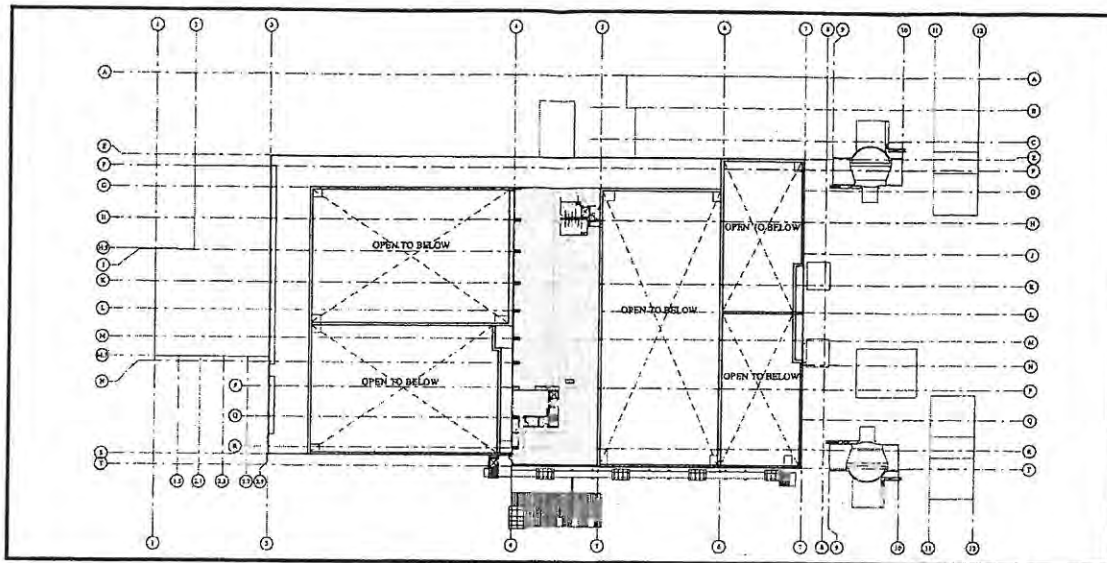
SAN MARCOS STUDIOS San Marcos, California

Exhibit 9

BY: 01/10/10 12:00

Nothing, quantities and other features, including those in sections, shall be taken as an indication of the actual and the intended construction of the building. The architect shall be responsible for the construction of the building and the construction of the building shall be in accordance with the approved plans and specifications.

BASTIEN AND ASSOCIATES, INC.
ARCHITECTURE AND PLANNING
10000 100TH AVENUE, SUITE 100
DENVER, COLORADO 80231
PHONE: (303) 751-1111
FAX: (303) 751-1112
WWW.BASTIENANDASSOCIATES.COM



- | | | |
|--|--|---|
| ☐ Sound Stages | ☐ Storage / Warehouse / Maintenance | ☐ Circulation And Core |
| ☐ Mill and Shops | ☐ Production Support | ☐ Transportation |
| ☐ Grip and Lighting | ☐ Service Corridor | ☐ Tenant Lease Space |

LEVEL THREE PLAN

 GRAPHIC SCALE



SAN MARCOS STUDIOS San Marcos, California

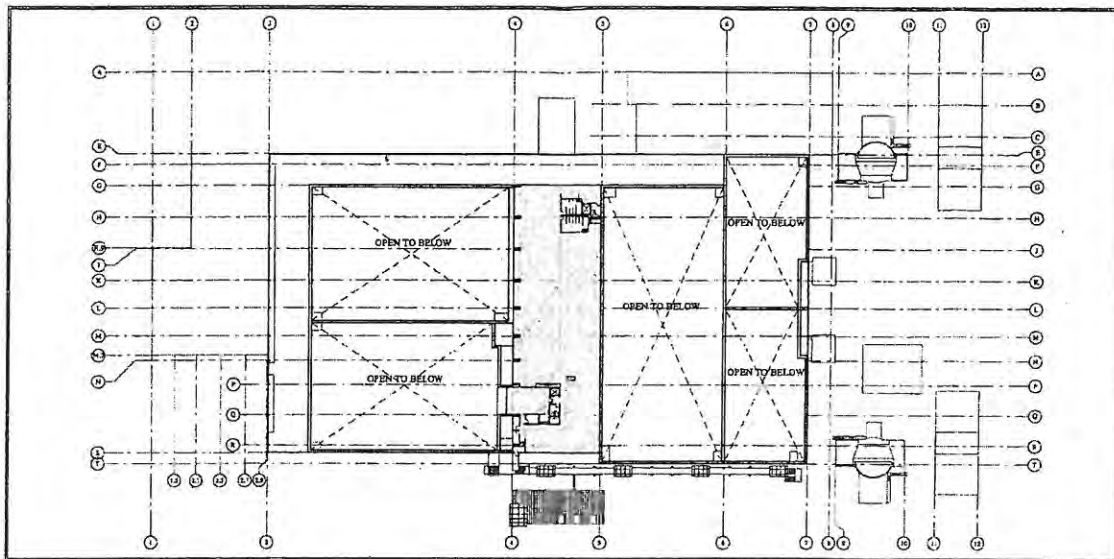
Exhibit 10

San Marcos Studios and other property, including but not limited to, are owned by the San Marcos Studios, Inc. and are not to be used for any other purpose without the written consent of the San Marcos Studios, Inc. The San Marcos Studios, Inc. is not responsible for any damage or loss of any kind resulting from the use of this information.

31 041811 1001

BASTIEN AND ASSOCIATES, INC.
 ARCHITECTURE AND PLANNING
 10000 N. 100TH AVE., SUITE 100
 EDEN PRAIRIE, MN 55424
 PH: 952.935.1111 FAX: 952.935.1112
 WWW.BASTIENANDASSOCIATES.COM

AGENDA ITEM
 # _____



- | | | |
|--|--|---|
| ☐ Sound Stages | ☐ Storage / Warehouse / Maintenance | ☐ Circulation And Core |
| ☐ Mill and Shops | ☐ Production Support | ☐ Transportation |
| ☐ Grip and Lighting | ☐ Service Corridor | ☐ Tenant Lease Space |

LEVEL FOUR PLAN



SAN MARCOS STUDIOS San Marcos, California

Exhibit 11

21 October 2002

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KASTEN AND ASSOCIATES, INC.
ARCHITECTURE AND PLANNING
10000 N. 100th Ave., Suite 100
Seattle, WA 98153
Tel: 206.764.1000 Fax: 206.764.1001
www.kastenandassociates.com

C. LANDSCAPE CRITERIA

The Landscape Plan will be executed in two phases coinciding with the proposed development phases for the site (Exhibit 13 – Landscape Plan – Phase 1 and Exhibit 14– Landscape Plan - Phase 2, on pages 34 and 35).

1. Street Frontage

Landscaping near streets will be used to enhance the visual quality and character of the site as well as providing a buffer and distinguishing the property boundary.

2. Entry Statement

Landscaping and paving will be used to create an attractive ingress at the primary entrance of San Marcos Studios that is complimentary to the surroundings. A guard station with security personnel will be constructed as a component of the entry statement (Exhibit 15 – Entry Statement Elevation, page 36). The main gate will be set back from San Elijo Road with landscape screening on both sides of the entry drive. The entry statement will be of a simple and classic design. It will incorporate along its base the stone typical in the San Elijo community and adopt some of the color scheme used in the community. The height of the canopy will be set in accordance with the requirements of the San Marcos Fire Department to allow ample access for emergency vehicles. The currently existing guard booths and truck scales will be removed prior to the completion of the permanent entry gate.

It is intended that the entry statement will be completed as a component of Phase 1; however, the actual timing will be dependent upon the needs of the County of San Diego regarding access to the landfill. Due to the extent of the enhancements proposed and the number of trucks that will be accessing the landfill through the main entry gate during the closure process, it has been determined that the best course of action is to delay the construction of the entry statement until after the final closure of the landfill.

In order to reduce the impacts on the project site from truck traffic and to advance the timing for the construction of the entry statement, a proposal for an alternative truck access has been presented to the County of San Diego staff overseeing the landfill closure process. The alternative access road would bypass the main entry thus eliminating the impacts to the enhancements proposed.

3. Edge Treatments

Landscaping will be provided at the edges of the property to create an attractive buffer zone.

4. Parking Lot

Parking lots shall be designed in a manner that minimizes visual impact and will be screened from public view to the fullest extent possible. Parking lot landscaping is provided as shown on the Landscape Plan and is in accordance with Section 20.84.140 of the San Marcos Municipal Code.

5. Fence/ Wall Design

Fences and walls in public view should be built with attractive and durable materials and should be consistent with materials and designs used throughout the project. Height shall not exceed eight feet. These elements should provide privacy, security, and boundary definition.

6. Landscape Palette

Exhibit 16 – Landscape Palette on page 37 lists acceptable species of trees and plants to be used for landscaping purposes.

PROJECT FENCE (TYP)

PLANTING LEGEND

ALL PLANTING SHALL SUBSTANTIALLY CONFORM TO THE PLANT PALETTE BUT SHALL NOT NECESSARILY BE LIMITED TO THE FOLLOWING. ALL PLANTING SHALL CONFORM TO THE REQUIREMENTS OF THE CITY OF SAN MARCO.

CATEGORY / DESCRIPTION / SIZE

- SPECIMEN TREES 20'-40' SPREADS 100% (41' BOX OR LARGER), SUCH AS:
EPHYRINA CAUTRA / COREAL TREE
POCA SPIF, POTUA F. BANANARIA GAT, ALBOSPICA, 11'G EYE
- TREES 60-80 FT (24' BOX OR LARGER) SUCH AS:
ZYXIS ROMANDICUSUM / GREEN PALM
PHOENIX CANARIENSIS / CANNARY ISLAND PALM
PINCED DACTYLORHIZA DATE PALM
WINDMILL PALM / MEDICINAL PALM
- SHRUBS SCRAM MOUNTED 70% (1 GAL.) 30% (5 GAL) BUSH AS:
ACALIA GRANDIFLORA / GLADY AMELIA
AGAVEUS OBSCURUS / AGAVEUS-HILL
BOUQUET BRUNELLE / BOUQUET
CORDEMA REVERE / MISTRI PLANT
DERS SPI / FORTUNE LY
ESCALONIA SPI / ESCALONIA
ESPALLA SPI / ESPALLA
HINOCASSUS SPI / DAYLILY
LOUCHON SPI / HOUTTELOUE
NANOVA CORVICA / HENRY SAWDOO

NOTES:

- GENERAL LANDSCAPE NOTE:
1. ALL LANDSCAPE AND SITEWORK SHALL CONFORM TO THE STANDARDS OF THE CITY OF SAN MARCO IRRIGATION NOTES:
1. AN IRRIGATION SYSTEM SHALL BE PROVIDED AS REQUIRED FOR PROPER IRRIGATIONAL DEVELOPMENT AND MAINTENANCE OF THE VEGETATION. THE DESIGN OF THE SYSTEM SHALL PROVIDE ADEQUATE SUPPORT FOR THE VEGETATION SELECTED.
2. ALL PLANTING AREAS WILL BE ADEQUATELY WATERED TO PROMOTE HEALTHY PLANT DEVELOPMENT BY MEANS OF AN AUTOMATICALLY CONTROLLED UNDERGROUND IRRIGATION SYSTEM, WHERE FEASIBLE. DRIP IRRIGATION AND LOW VOLUME SPRINKLER SYSTEMS WILL BE INCORPORATED. THE SYSTEM WILL BE DESIGNED ACCORDING TO PLANT TYPE, WATER DEMANDS, EXPOSURE, SOIL TYPES, AND SLOPE GRADIENTS. THE IRRIGATION SYSTEMS DESIGN AND EQUIPMENT, INCLUDING ANTI-SIPHON DEVICES, PIPING AND RISERALS ON-WELL CONFORM WITH ALL CITY STANDARDS.

ALL PLANTING SHALL SUBSTANTIALLY CONFORM TO THIS PLANT PALETTE BUT SHALL NOT NECESSARILY BE LIMITED TO THE FOLLOWING. ALL PLANTING SHALL CONFORM TO THE REQUIREMENTS OF THE CITY OF SAN MARCO.

SPECIMEN TREES (25' - 40' SPREAD): 100% 145' BOX OR LARGER) SUCH AS:
ERYTHINA CAFFRA / CORAL TREE
FICUS SP. RETUSA, F. MALLABINA OR F. RUBIGINOSA. / FIG TREE

- PALMS (20-40 FT.) (2' BOX OR LARGER) SUCH AS:
 SYAGRUS ROMANTONIFOLIUM / GREEN PALM
 PHOENIX CANARIENSIS / CANARY (DWARF) PALM
 PHOENIX DACTYLIFERA / DATE PALM
 WASHINGTONIA ROBUSTA / MEXICAN FAN PALM
 PHOENIX ROSEBLENH / FINGER DATE PALM
 PHOENIX REXINANA / SENEGAL DATE PALM

- SMALL ACCENT TREES (18" SPREAD; 50% (15 GAL.) 50% (24" HOZ) GUICH. AS:
 ERYTHRONYX DEFLEXA / BRONZE LORON
 MAGNOLIA TL. MARY / ST. MARYS MAGNOLIA

- PRUNUS CISTACEA / CHERRY PLUM TREE
PRUNUS KAWAKAWA / EVERGREEN PEAR
RAPHIOLEPS MAJESTIC BEAUTY / TREE FORM

- MYRTIN: IDEAL SHADE TREES (25' SPREAD): 100% (15 GAL.) SUCH AS:
 CUPANHOPOSE ACACIACADESIDS / CANTERWOOD
 KODERLETERIA BIRNINIA / CHINESE FLAME TREE
 MAGNOLIA SPP. / MAGNOLIA
 PINUS SPP. / PINE TREE
 PRUNUS CERASIFERA / CHERRY PLUM
 GEERA PANTYFLORA / AUSTRALIAN YELLOW

- [illegible]

- WINE 100% (5 GAL)
 BONGARVILLEA SPP / BONGARVILLEA
 CYTHOFORMA CALLISTEGODES / VIOLET TRUMPET WINE
 DISTICTUS BUCCHONIA / BLOOD RED TRUMPET WINE
 MISTRA SENGIS / CHINESE PASTERIA

- GROUNDCOVERS & ANNUALS: 100% FLATS 1 GR.
 DIECKMANN ALBA / WHITE TAILING CEREAL
 GHAZANIA SPHEERIS / GHAZANIA
 HEDERA HELIX / ENGLISH IVY
 IMPATIENS WALLERIANA / IMPATIENS
 PELARGONIUM PESTIFIDIUM / MY CIGARRUM
 ROSMARINUS PROSTRATUS / ROSEMARY
 VERICA MAJOR / DWARF PETTICOLE
 MYCOPORIUM SP. / MYCOPORIUM

- MAF 1500 / SITE
ALL FLOOR
EXISTING LANDSCAPE

GENERAL LANDSCAPE NOTE:

3. ALL LANDSCAPE AND IRRIGATION SHALL CONFORM TO THE STANDARDS OF THE CITY OF SAN MARCOS.

1. ANY IRRIGATION SYSTEM SHALL BE PROVIDED AS REQUIRED FOR PROPER REPAIR, DEVELOPMENT AND MAINTENANCE OF THE VEGETATION. THE DESIGN OF THE SYSTEM SHALL PROVIDE ADEQUATE SUPPORT FOR THE VEGETATION SELECTED.

2. ALL PLANTING AREAS WILL BE ADEQUATELY WATERED TO PROVIDE FOR HEALTHY PLANT DEVELOPMENT BY MEANS OF AN AUTOMATICALLY CONTROLLED UNDERGROUND IRRIGATION SYSTEM, WHERE FEASIBLE. CON-SPRINKLER AND LOW VOLUME SPRINKLER SYSTEMS WILL BE INCORPORATED. THE SYSTEMS WILL BE DESIGNED AS ORDERING TO PLANT TYPE, WATER DEMANDS, EXPOSURE, SOIL TYPE, AND SLOPE. THEREAFTER, THE IRRIGATION SYSTEMS DESIGNER SHALL PROVIDE BACKFLOW PREVENTION DEVICES, PRESSURE AND FLOWMETER, WHICH WILL COMPLY WITH ALL CITY STANDARDS.

- MAINTENANCE NOTE:
a. REQUIRED LANDSCAPE AREAS SHALL BE MAINTAINED BY THE OWNER. THE LANDSCAPE AREAS SHALL BE MAINTAINED FREE OF DEBRIS AND LITTER AND ALL PLANT MATERIAL SHALL BE MAINTAINED IN A HEALTHY GROWING CONDITION. DISEASED OR DEAD PLANT MATERIAL SHALL BE SATISFACTORILY TREATED OR REPLACED PER THE CHOICES OF THE OWNER.

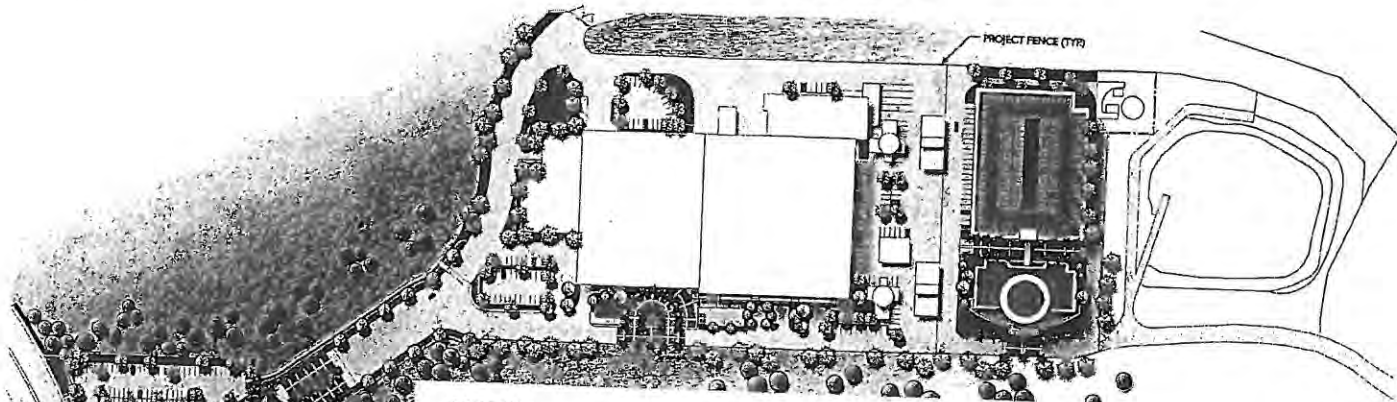
THIS PROJECT WILL BE INSTALLED WITH IRRIGATION PRODUCTS APPROVED FOR FUTURE RECLAIMED WATER USE.



The Keith Companies
8650 El Camino Real, Suite 100
Carlsbad, California 92008
760/438-1210
Fax 760/438-2785



San Marcos Studios Landscape Concept Plan - Phase 2



PLANTING LEGEND

ALL PLANTING SHALL SUBSTANTIALLY CONFORM TO THE PLANT PALETTE BUT SHALL NOT NECESSARILY BE LIMITED TO THE FOLLOWING. ALL PLANTING SHALL CONFORM TO THE REQUIREMENTS OF THE CITY OF SAN MARCOS.

CATEGORY / DESCRIPTION / SIZE

- SPRINGBROOK HILLS (20-40 FEET) - 100% (100% OF LARGER) SUCH AS:
 - LEUCOPHYLLA DAPHNE / CORAL BEE
 - FIGS (SP. RETUSA / F. MANHATTAN OR L. BURGESSIANA) / FIG TREE
- PAVING (20-40 FT) (10% BOX OR LARGER) SUCH AS:
 - WAXED PAVING (20-40 FT) (10% BOX OR LARGER) SUCH AS:
 - PHOENIX CACTUS / DATE PALM
 - PHOENIX CACTUS / DATE PALM
 - PHOENIX CACTUS / DATE PALM
 - PHOENIX CACTUS / DATE PALM
 - PHOENIX CACTUS / DATE PALM
 - PHOENIX CACTUS / DATE PALM
- SMALL ACCENT TREES (10-15 FEET) (10% OF LARGER) SUCH AS:
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA
- MEDIUM DOME SHADE TREES (20-30 FEET) (10% OF LARGER) SUCH AS:
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA
 - BRONZED OLEA / BRONZED OLEA

- SHRUBS (FROM 10-15 FT. TO 10% OF LARGER) SUCH AS:
 - AGAVE / AGAVE
 - AGAVE / AGAVE
 - AGAVE / AGAVE
 - AGAVE / AGAVE
 - AGAVE / AGAVE
 - AGAVE / AGAVE
 - AGAVE / AGAVE
- GRASS (FROM 10-15 FT. TO 10% OF LARGER) SUCH AS:
 - GRASS / GRASS
 - GRASS / GRASS
 - GRASS / GRASS
 - GRASS / GRASS
 - GRASS / GRASS
 - GRASS / GRASS
 - GRASS / GRASS
- VINES (10-15 FT. TO 10% OF LARGER) SUCH AS:
 - VINE / VINE
 - VINE / VINE
 - VINE / VINE
 - VINE / VINE
 - VINE / VINE
 - VINE / VINE
 - VINE / VINE

NOTES

GENERAL LANDSCAPE NOTE

1. ALL LANDSCAPE AND IRRIGATION SHALL CONFORM TO THE STANDARDS OF THE CITY OF SAN MARCOS.

IRRIGATION NOTE

1. AN IRRIGATION SYSTEM SHALL BE PROVIDED AS REQUIRED FOR PROPER IRRIGATION, DEVELOPMENT AND MAINTENANCE OF THE VEGETATION. THE DESIGN OF THE SYSTEM SHALL PROVIDE ADEQUATE SUPPLY FOR THE VEGETATION SELECTED.

2. ALL PLANTING AREAS WILL BE ADEQUATELY WATERED TO PROVIDE FOR HEALTHY PLANT DEVELOPMENT BY MEANS OF AN AUTOMATICALLY CONTROLLED UNDERGROUND IRRIGATION SYSTEM. WHERE FEASIBLE, SHIP PRODUCTION AND LOW VOLUME SPRINKLER SYSTEMS WILL BE INCORPORATED. THE SYSTEM WILL BE DESIGNED ACCORDING TO PLANT TYPE, WATER DEMANDS, EXPOSURE, SOIL TYPE, AND SLOPE GRADIENT. THE IRRIGATION SYSTEMS DESIGN AND EQUIPMENT, BACKFLOW PREVENTION DEVICES, PIPING AND INSTALLATION WILL CONFORM WITH ALL CITY STANDARDS.

MAINTENANCE NOTE

ALL REQUIRED LANDSCAPE AREAS SHALL BE MAINTAINED BY THE OWNER. THE LANDSCAPE AREAS SHALL BE MAINTAINED FREE OF DEBRIS AND LITTER AND ALL PLANT MATERIAL SHALL BE MAINTAINED IN A HEALTHY GROWING CONDITION. DEBRIS OR DEAD PLANT MATERIAL SHALL BE SATISFACTORILY BREAST OR REPLACED FOR THE CORRECTION OF THE ISSUE.

RECLAIMED WATER NOTE

THIS PROJECT WILL BE PERMITTED WITH IRRIGATION PRODUCTS APPROVED FOR FURTHER RECLAIMED WATER USE.



DATE: JUNE 25, 2003

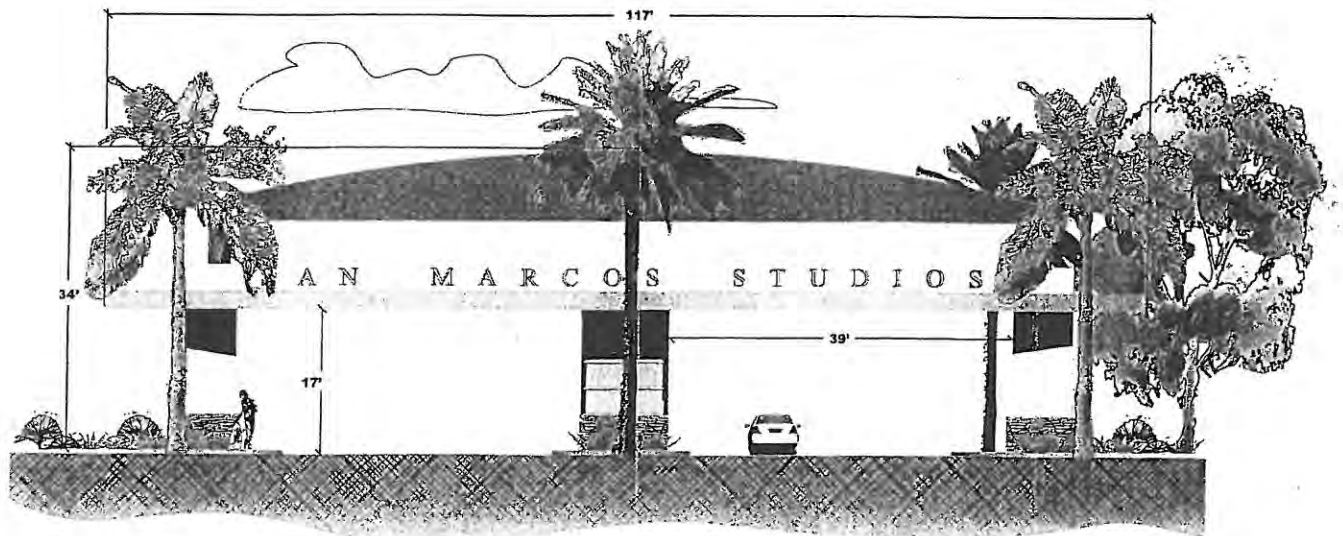
The Keith Companies
5550 El Camino Real, Suite 100
Carlsbad, California 92008
760/438-1210
Fax 760/438-8765

TKC

EXHIBIT 14

AGENDA ITEM
#

San Marcos Studios
Entry Statement Elevation



DATE: JUNE 25, 2001

The Keith Companies
5550 El Camino Real, Suite 100
Carlsbad, California 92008
760/438-1210
Fax: 760/438-8766

TKC

EXHIBIT 15

Exhibit 16 – Landscape Palette

PLANTING LEGEND		
PLANT	SIZE	SPREAD
Specimen Trees	48" Box	25' – 40'
➤ Erythrina Caffra/ Corral Tree		
➤ Ficus SP. (F. Retusa, F. Benjamina, or Rubiginosa)/ Fig Tree		
Palms	24" Box	20' – 40'
➤ Syagrus Romanzoffianum/ Green Palm		
➤ Phoenix Canariensis/ Canary Island Palm		
➤ Phoenix Dactylifera/ Date Palm		
➤ Washingtonia Robusta/ Mexican Fan Palm		
➤ Phoenix Roebelenii/ Pigmy Date Palm		
➤ Phoenix Reclinata/ Senegal Date Palm		
Small Accent Trees	15 Gallon	18'
➤ Erlobotrya Deflexa/ Bronze Loquat		
➤ Magnolia 'St. Mary'/ St. Mary's Magnolia		
➤ Prunus Cerasifera/ Cherry Plum Tree		
➤ Pyrus Kawakamii/ Evergreen Pear		
➤ Raphiolepis "Majestic Beauty"/ Tree Form		
Medium Dome Shade Trees	15 Gallon	25'
➤ Cupaniopsis Anacardioides/ Carrotwood		
➤ Koelreuteria Bipinnata/ Chinese Flame Tree		
➤ Magnolia SPP./ Magnolia		
➤ Pinus SPP./ Pine Tree		
➤ Prunus Cerasifera/ Cherry Plum		
➤ Giejera Parviflora/ Australian Willow		
Shrubs	1 – 5 Gallon	Varied
➤ Abelia Grandiflora/ Glossy Abelia		
➤ Agapanthus Orientalis/ Lily – of – the – Nile		
➤ Buxus Sempervirens/ Boxwood		
➤ Coprosma Repens/ Mirror Plant		
➤ Dietes SPP./ Fortnight Lily		
➤ Escallonia SPP./ Escallonia		
➤ Grevillea SPP./ Grevillea		
➤ Hemerocallis SPP./ Daylily		
➤ Lonicera SPP./ Honeysuckle		
➤ Nandina Domestica/ Heavenly Bamboo		
➤ Nerium Oleander/ Oleander		
➤ Phormium Tenax/ Flax		
➤ Photinia Fraseri/ Photinia		
➤ Pittosporum Tobira/ Mock Orange		
➤ Raphiolepis Indica/ India Hawthorn		
➤ Tecomaria Capensis/ Cape Honeysuckle		
➤ Xylosma Congestum/ Shiny Xylosma		
Vines	5 Gallon	NA
➤ Bougainvillea SPP./ Bougainvillea		
➤ Clytostoma Callistegiodes/ Violet Trumpet Vine		
➤ Distictus Buccinitoria/ Blood Red Trumpet Vine		
➤ Wisteria Sinensis/ Chinese Wisteria		
Groundcovers and Annuals	1 Gallon	NA
➤ Delosperma Alba/ White Trailing Iceplant		
➤ Gazania Splendens/ Gazania		
➤ Hedera Helix/ English Ivy		
➤ Impatiens Wallerana/ Impatiens		
➤ Pelargonium Peltatum/ Ivy Geranium		
➤ Rosmarinus Prostratus/ Rosemary		
➤ Vinca Minor/ Dwarf Periwinkle		
➤ Myoporum SP./ Myoporum		
Turf	NA	NA
➤ Tall Fescue		

D. SIGN CRITERIA

All signage will be of a similar style and format in terms of architecture and information. Signs should utilize consistent lettering, materials, and colors to create a unified appearance. Sign permits may be required for entry, monument, and wall signage.

1. City Sign Ordinance

Signs will be consistent in appearance and scale, and shall comply with the requirements of Chapter 20.120 of the City of San Marcos Municipal Code.

2. Entry Statement Signage

The studio name may be located on the entry gate. The letters will be of a simple and clean font style complimentary to the design of the entry gate. The height of the letters will be no more than 36 inches and may use either interior or exterior lighting methods.

3. Monument Signage

All monument signs will be constructed in accordance with Section 20.120.030 of the San Marcos Municipal Code, which states that monument signs may not exceed ten feet in height. Any monument sign will be complementary in form and design to the San Elijo community and may be located near San Elijo Road at the driveway entrance to San Marcos Studios.

4. Wall Signage

Wall signage shall adhere to City requirements stating that signs may not project more than 18 inches from a given wall as specified in Section 20.120.030 of the San Marcos Municipal Code.

5. Internal Directory Signage

Internal directory signs may be used to provide information to persons within the site. These will be small and inconspicuous and will not require permits.

VII. PUBLIC SERVICES AND UTILITIES

All necessary public services and utilities for the site will be provided. It is anticipated that few changes will be necessary due to the fact that these facilities currently exist.

A. WASTEWATER

The San Marcos Studios will utilize the existing wastewater facilities within the Vallecitos Water District. An 8" sewer line will connect the facility to the public sewer system. Fees have been paid to the Vallecitos Water District for capacity rights up to 15,000 of wastewater per day. No additional capacity will be required for the use of the site as proposed in this specific plan.

B. WATER

The Olivenhain Water District provides potable water service to this site. Current facilities supply approximately 20 PSI of residual pressure and a minimum flow of 2,500 gallons per minute. A 10" main provides potable water to the site. Because the proposed use of the property is anticipated to be less intensive than its previous use, the current water facilities will be sufficient to service the Studios and associated uses.

C. SOLID WASTE

EDCO currently provides solid waste disposal services to this area. Solid waste is collected at the site, deposited at the EDCO Transfer Station in the City of Escondido, where it is loaded to transfer trucks, and transported to an appropriate landfill.

D. LAW ENFORCEMENT

The San Diego County Sheriff, who is contracted by the City of San Marcos to provide police protection, will serve the San Marcos Studios specific plan area.

E. FIRE PROTECTION

Fire protection services for the specific plan area will be provided by the City of San Marcos. Of the three stations serving the city, the closest station to the San Marcos Studios is located at 1250 South Rancho Santa Fe Road. In the future, the station proposed for Planning Area S of the San Elijo Ranch development would serve the site and provide faster response times.

On an interim basis, fire protection facilities and personnel may be located on or near the San Marcos Studios site. The fire protection services would include one fire fighting apparatus with a two-person crew. The crew may be housed either on-site or at the station on Rancho Santa Fe Road.

F. SCHOOLS

The site falls within the Rancho Santa Fe Union Elementary School and San Dieguito Union High School Districts. This project will not affect enrollment at either of these schools.

G. GAS AND ELECTRIC

San Diego Gas and Electric provides electric services to the area. Existing facilities for electric services will remain in place for Phase 1. Phase 2 will require the re-location or elimination of the electrical substation located within the Phase 2 area.

Currently, there are no natural gas facilities within the project site.

H. DRAINAGE

Modification of the site's current drainage system will not be necessary for the proposed use of the property.

I. CIRCULATION

Although it is not anticipated that the San Marcos Studios will adversely affect the existing circulation system, standards will be established to ensure that the circulation system continues to support the use of the site as a production and entertainment studio. Traffic generated by the studios is anticipated to be less intensive than the amount created by the site's previous use as a recycling/ recovery facility.²

San Elijo Road will provide access to the primary entrance for the San Marcos Studios. San Elijo is currently a two-lane road, but is scheduled to be reconfigured as a four-lane major arterial in the year 2004. The property owner has provided right-of-way for the road widening. No further improvement participation by the property owner is required.

Vehicles will enter the site through the primary studio gate. Guests may be directed to park in the northern parking lot while employees and delivery trucks will proceed further into the site. A service road will provide access to loading docks at the rear of the building. There will be no onsite public street system.

Access to properties located to the south and adjacent to the San Marcos Studios site will be provided through the main access gate and the existing dirt road located on the western property line. Restricting the access and requiring visitors to these properties to enter through the main gate provides additional security for these southern properties.

²

Source: Traffic Impact Analysis, October 2003, Craine and Associates

VIII. FINANCING MEASURES

As required by California Government Code Section 65451 (4), financing measures must be addressed by the specific plan. Since the primary structure to be utilized as a part of the proposed use of this site already exists and nearly all necessary public infrastructure is in place, additional financing for capital improvements is unnecessary. The current public facilities are capable of supporting the proposed use as an entertainment production studio. Additional right-of-way will be provided to the City of San Marcos for frontage street improvements; however, this site will not be required to participate in those improvements other than providing the right-of-way.

The property owner /developer of the site will be responsible for funding any necessary on-site improvements needed for the operation of the site. The developer will also be responsible for payment of applicable fees to the city of San Marcos associated with future construction.

IX. IMPLEMENTATION

A. GENERAL PLAN CONSISTENCY

The San Marcos Studios Specific Plan is consistent with and implements the provisions of the City of San Marcos General Plan. The San Marcos Studios Specific Plan Area is located within the Questhaven/La Costa Meadows Community Plan area in the southern most portion of the city. The community plan area contains a variety of land uses including residential, light industrial, open space, Solid Waste Management, and other areas designated as SPA.

B. COMMUNITY REQUIREMENTS

As part of the Questhaven/ La Costa Meadows Community Plan, the San Marcos Studios Specific Plan will be subject to review to ensure consistency with applicable regulations and standards specifically for that area.

C. DEVELOPMENT REVIEW

Due to the general plan land use designation and zoning designation of SPA, a specific plan document must be prepared. All proposed development projects shall be reviewed by city staff to ensure conformance with the requirements of the specific plan and the San Marcos Municipal Code. Upon circumstances when the regulations of the specific plan and the municipal code are in conflict, the specific plan shall prevail.

D. DEVELOPMENT PROCESSING

A Conditional Use Permit (CUP) must be processed for any proposed use of this site. The purpose of the CUP is to demonstrate compliance with the parameters provided in the Specific Plan.

E. SPECIFIC PLAN AMENDMENT

Specific Plan Amendments shall be processed pursuant to the requirements of Chapter 20.52.090 of the City of San Marcos Municipal Code and as provided within this specific plan.

1. Minor Amendments

The Planning Director may approve the following minor adjustments administratively:

- Modification of technical information within the San Marcos Studios Specific Plan that does not create an unfavorable circumstance.
- Change in building materials, building colors, pavement treatments, landscaping species, landscape treatments, and related aesthetic amenities contained in the specific plan.
- Modification of the internal vehicular circulation system provided that the City Engineer approves the modifications.
- Proposals for the increase of useable square footage within the existing buildings up to 10% of the total.

2. Major Amendments

Any amendment to the specific plan that does not meet the criteria of a minor amendment or is not determined as a minor amendment by the Planning Director must be amended using the process established by the Section 20.52.090 of the San Marcos Municipal Code.

F. CONDITIONAL USE PERMIT AMENDMENT

All applications for Conditional Use Permits shall be considered as stated in Chapter 20.96 of the San Marcos Municipal Code.

G. SITE DEVELOPMENT PLAN

Prior to the issuance of building permits for the Phase 2 office building and parking garage, the proposed development plan must be reviewed pursuant to the process provided in Chapter 20.80 of the San Marcos Municipal Code. The development plan will be reviewed to ensure substantial conformance with the specific plan and conditional use permit.

H. CLARIFICATION/ INTERPRETATION

In cases where specific plan standards are unclear, the Planning Director may provide clarifications or interpretations. Appeals to a Planning Director determination shall follow the procedures set forth in Section 20.80.040 of the San Marcos Municipal Code.