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PLANNING BACKGROUND **2**

A SITE SETTING

A.1. Regional Context. Lancaster is located in the Antelope Valley region on the western edge of the Mojave Desert, about 70 miles north of downtown Los Angeles. In recent decades, the Antelope Valley has grown rapidly as a bedroom community to Los Angeles; the Antelope Valley is connected to the Greater Los Angeles Metropolitan Area by State Route 14 (Antelope Valley Freeway), as well as a Metrolink transit line. Major housing tract development and population growth took off in the early 1980's. Since then Lancaster's population has increased five-fold to 144,000 as of 2007. Major retail has developed in conjunction with the population boom, most notably with Palmdale's Antelope Valley Mall. Meanwhile, the valley communities are transforming themselves once again, beginning to offer a more broad-based and integrated mix of land uses.

A.2. Local Context. The Amargosa Creek site offers numerous locational advantages. Situated at the southern end of Lancaster, about a mile north of Palmdale, a series of north-south connections support convenient access and visibility. Nearby, Highway 14 serves as both a local and regional connection, while Sierra Highway and 10th Street West connect the site with Downtown Lancaster located about 2 miles to the north. These routes also serve as major commercial corridors, while much else of the area is occupied by low density residential use or vacant land. The City's largest public park accommodating numerous recreational activities and events is located directly west of the project site.

B SITE DESCRIPTION

B.1. Site Boundaries. The boundaries of the approximately 152-acre Specific Plan area are as follows: Avenue K-8 on the north; the 5th Street West right-of-way to the east; Avenue L to the south; and 10th Street West to the west. A small apartment complex (Montecito Apartments) occupies approximately 8 acres at the northeast intersection of Avenue L and 10th Street West; however, this use has been excluded from the Specific Plan Area.

B.2. Undeveloped Land. The project site is essentially flat and largely vacant. Existing development is limited to a rental and used car lot (located on a 3 acre parcel) fronting on 10th Street West, and a 1.3 acre parcel along the eastern boundary on which Los Angeles County operates a small waterworks facility.

B.3. Desert Landscape. The existing landscape is typified by desert scrubland. Its most significant feature is Amargosa Creek, a dry wash confined within earthen banks that bisects the site; the creek flows from roughly the southeastern corner of the site toward the site's northwestern corner.

B.4. Panoramic Views. An outstanding feature of the site is its sweeping views of the Tehachapi and San Gabriel Mountains.

B.5. High-Profile Frontage. Major arterials offer high profile frontage along the project site's south and west boundaries. Avenue L provides a direct link to both Highway 14 and Sierra Highway, while 10th Street West functions as a commercial corridor that connects the site with downtown Lancaster.

C SITE OPPORTUNITIES

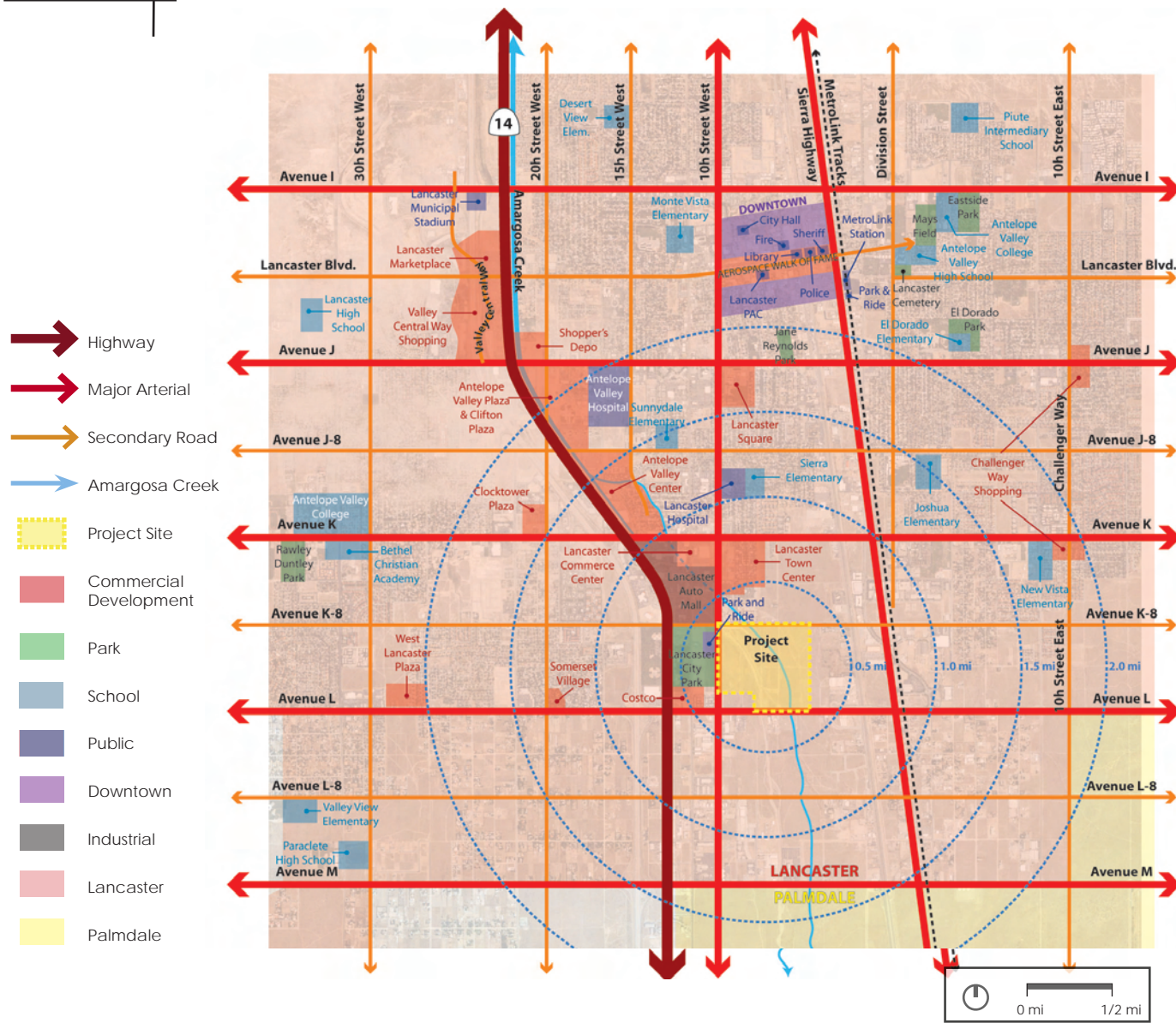
C.1. Gateway Location. Located at the nexus of three commercial corridors, development on the project site has the opportunity to function as a high-profile southern gateway to the City.

C.2. Access & Visibility. Access and visibility from the nearby freeway and boundary arterials increase the site's potential as a gateway project and community focal point. Commercial development will find this situation exceptionally attractive.

C.3. Distinctive Character. The site's gateway location offers the potential for a highly identifiable, destination-type development that is distinct from downtown Lancaster and other commercial developments throughout the City.

D EXHIBIT 3. LOCAL SETTING

Exhibit 3



D. LOCAL SETTING

A LAND USE ADJACENCIES

A.1. South Lancaster. This is a developing area of the community, with current growth focused along major north-south commercial spines. Highway 14 has emerged as a regional shopping corridor, including the Lancaster Auto Mall located directly northwest of the project site. In general, large commercial centers featuring discount retailers take advantage of the freeway frontage. 10th Street West is rapidly developing as a more local-serving commercial corridor, while Sierra Highway maintains an aging mix of commercial activities. Low density residential and light industrial development also populate the area, most notably the Lancaster Business Park east of Sierra Highway.

A.2. Surrounding Land Uses. A mix of land uses, including substantial parcels of undeveloped land, border the project site. More specifically, land uses immediately surrounding the project site are as follows: undeveloped land to the east; two-story garden apartment complexes and undeveloped land to the north; a low density mix of commercial, industrial uses and undeveloped land to the south; and Lancaster City Park and a major commercial development (featuring Costco) to the west.

A.3. Lancaster City Park. Located across 10th Street West from the project site, this is the largest civic park in Lancaster. Accommodating numerous recreational facilities, the park also hosts an array of community festivals and events. Of particular note, the Lancaster Transfer Center and Park & Ride Lot occupy the northeast sector of the park.

B DEVELOPMENT PATTERN

B.1. Low Density. A sparse, low-density development pattern typifies the site and its surroundings, including significant acreage of vacant land. Commercial developments tend to concentrate along the major corridors (Highway 14 and 10th Street West) and are almost universally auto-oriented, relying on extensive parking fields.

B.2. Insular Projects. Given the low-density, auto-orientation of development throughout the area, there tends to be minimal connection between development projects. The insular character of individual projects, as well as the distance typically separating residential and commercial land uses, limits pedestrian access and mobility.

B.3. Vacant Land. A number of large vacant parcels border the site; in particular, land extending east, northeast, and southeast toward existing commercial frontage along Sierra Highway presents a tremendous opportunity for future planned growth. Vacant property at the northeast corner of 10th Street West and Avenue K-8 is tentatively planned for an expansion of the Lancaster Auto Mall.



Lancaster City Park

C SITE OPPORTUNITIES

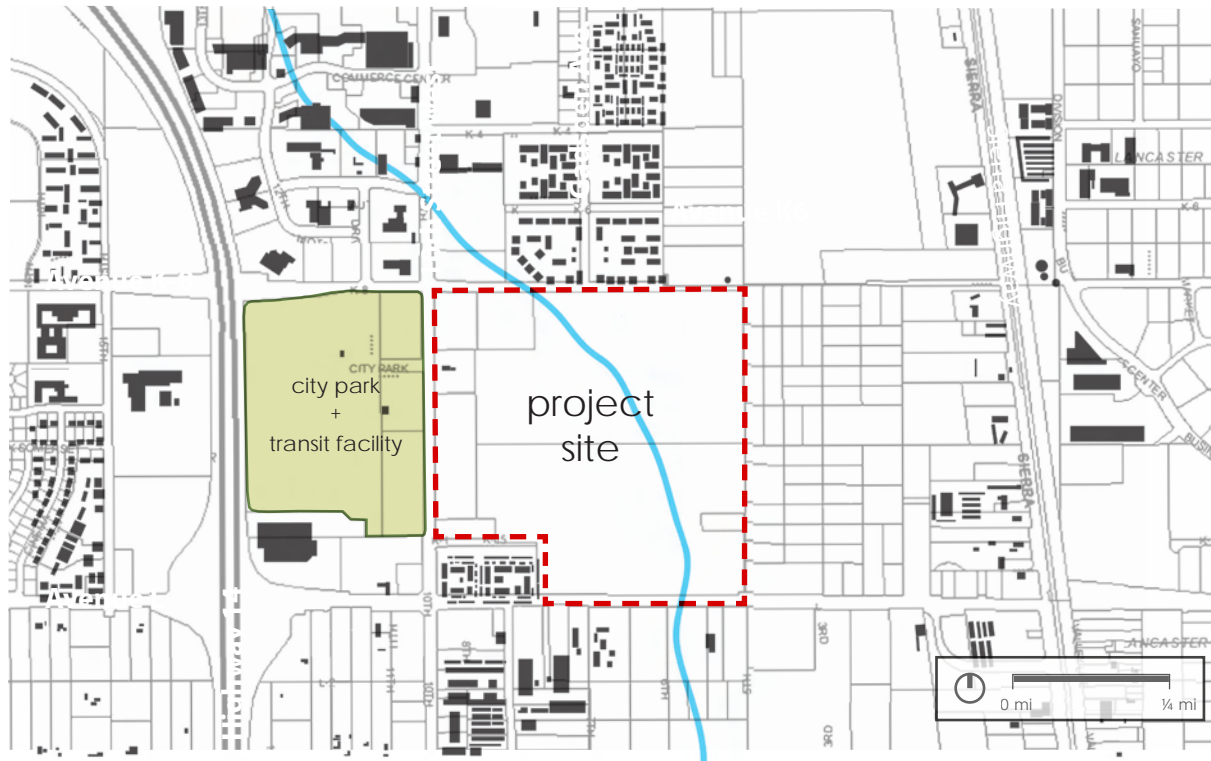
C.1. Cohesive District. The Amargosa Creek site represents a singular opportunity to bring together disparate parts of the southern Lancaster community by creating the vital center of a distinctive mixed-use district. This district could fill a unique niche within the Antelope Valley, beginning with development of a special pedestrian-oriented shopping environment (commercial retail) and medical center (employment) on-site, coupled with the adjacent City park and transit facility.

C.2. Catalytic Project. Meanwhile, development of the Amargosa Creek site could spur further positive change, in particular, development of the surrounding vacant land. Given the existing trend toward higher-end housing throughout the valley, quality residential at a range of densities could seek the advantage of proximity to a walkable shopping environment, augmented with nearby recreational and transit facilities.

C.3. Park Adjacency. Lancaster City Park is an especially valuable cultural resource that enhances the mix of uses and development potential in the area. For example, numerous park users, including participants in scheduled community events, will add vitality.

D EXHIBIT 4. DEVELOPMENT PATTERN

Exhibit 4



D. DEVELOPMENT PATTERN

A TRAFFIC + CIRCULATION

A.1. Freeway Accessibility. The Antelope Valley Freeway (State Route 14) provides local and regional connections. Convenient access to the freeway is provided via on- and off-ramps at Avenue L, approximately 1/2 mile west of the project site.

A.2. Arterial Frontage. The project site fronts on two major arterials - Avenue L along its southern boundary, and 10th Street West along its western boundary. Avenue L provides an important east-west connection to both Highway 14 and Sierra Highway; 10th Street West affords a north-south link to downtown.

A.3. On-site Access & Circulation. Because the site is largely vacant, there is no on-site vehicular circulation network, excepting access to the existing car lot along 10th Street West. The northern boundary will be defined by Avenue K-8, and the eastern boundary by 5th Street West. Both streets are subject to improvement in conjunction with future site development.

A.4. Pedestrian Movement & Bikeways. Pedestrian linkages on- and off-site are currently limited to rather narrow sidewalks on surrounding arterials, with few amenities. Moreover, pedestrian crossing to the park and transit facility across 10th Street West will prove to be a challenge given the width and traffic volumes on this street. A dedicated bike trail aligns with the unimproved Avenue K-8 from 10th Street West to Sierra Highway, forming a tenuous link between Lancaster City Park and the bike trail along Sierra Highway.

B PUBLIC TRANSPORTATION

B.1. Lancaster Transfer Center. Located in the northeast quadrant of Lancaster City Park, this Park & Ride Facility serves as the transit hub for southern Lancaster. Antelope Valley Transit Authority (ATVA) is the transit provider for the area, including a number of local and commuter bus routes serving the Lancaster Transfer Center, making the project site accessible by public transportation to residents from all over the valley.

B.2. Metrolink Station. Although the nearest Metrolink station is located adjacent to downtown, approximately 2.5 miles north-northwest of the project site, bus service links the Lancaster Metrolink Station with the Lancaster Transfer Center. The average Metrolink trip between Lancaster and Downtown Los Angeles is approximately two (2) hours, including stops at the Palmdale Transportation Center, Santa Clarita, Sylmar / San Fernando, Burbank and Glendale.



Park & Ride Facility

C SITE OPPORTUNITIES

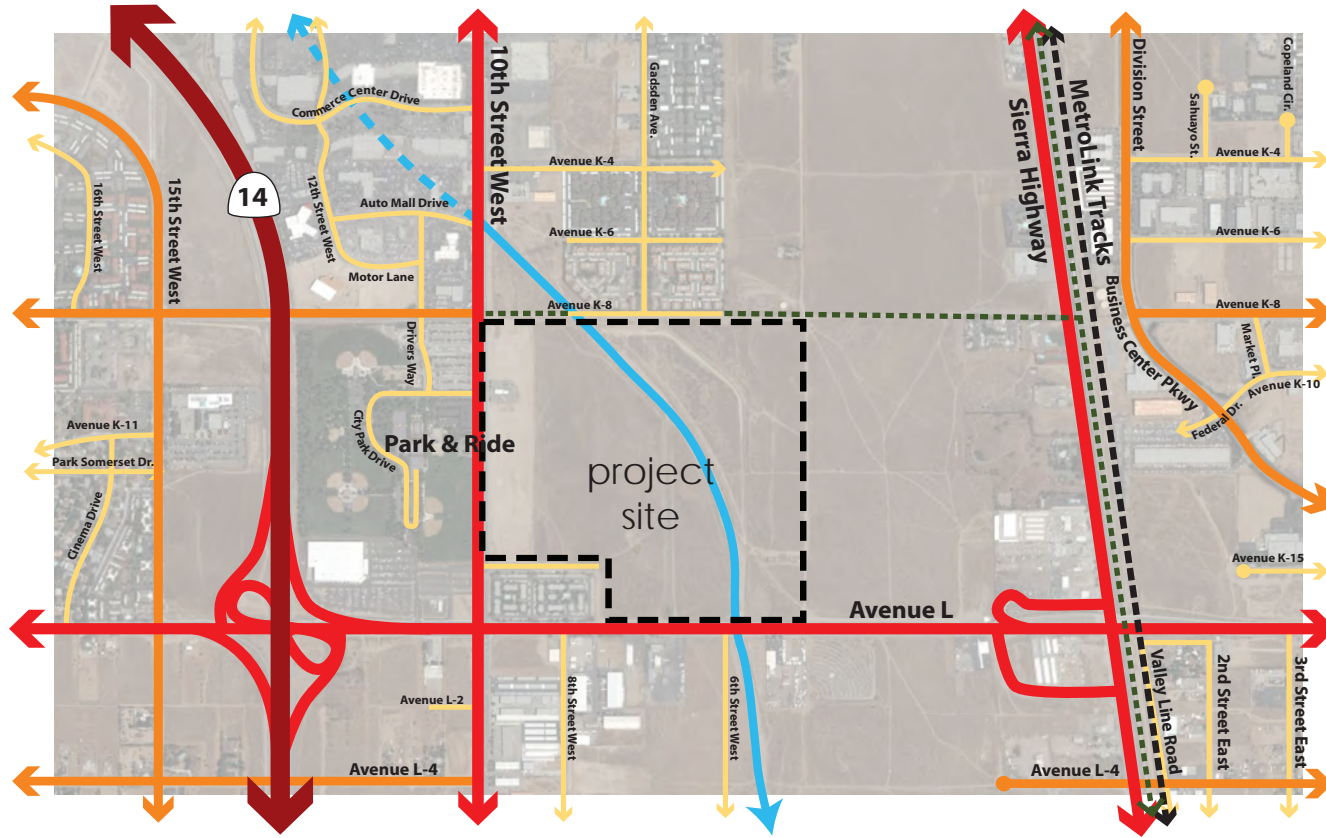
C.1. Street Grid. There is an opportunity to extend the street grid, improving access and physical connections to the site, in particular providing the north and east boundaries with improved street frontage.

C.2. Internal Circulation Network. In addition, site development will require an internal circulation network that ties into the City's overall pattern of gridded streets. Internal circulation should place special emphasis on safe and comfortable pedestrian movement, offering enhanced crosswalks, and high-amenity sidewalks and pedestrian paseos that link uses across the site.

C.3. Transit Linkage. The presence of the Lancaster Transfer Center at the NE corner of Lancaster City Park enhances the development potential of the project site. Therefore, the site layout should establish a direct connection between this transit facility and the area of most intensive pedestrian-oriented development on-site. Options for easier pedestrian crossing of 10th Street West between the site and the park should also be explored.

D EXHIBIT 5. CIRCULATION PATTERN

Exhibit 5



- Highway
- Major Arterial
- Secondary Road
- Local Road
- Bike Route
- Amargosa Creek

D. CIRCULATION PATTERN

A TOPOGRAPHY + DRAINAGE

A.1. Flat Site. The site is best described as flat, sloping gradually (1% gradient) from the southeast corner (2470') to the northwest corner (2430').

A.2. Dry Wash. The site's most identifiable landscape feature, the Amargosa Creek originates at Elizabeth Lake in the San Andreas Rift Valley, flowing southeast toward Palmdale before turning north and terminating in the Rosamond Dry Lake. In many locations, channelization and detention basins have altered the natural course of the creek. For example, immediately upstream of the project site the creek is an earthen channel, while just downstream it is enclosed within a reinforced concrete box. Upon reaching the project site, Amargosa Creek has become a dry wash confined to earthen banks, with flows limited to the winter rainy season.

B CLIMATIC CONSIDERATIONS

B.1. Desert Environment. Located on the western edge of the Mojave Desert, the Antelope Valley is subject to climatic extremes, including strong winds, hot summers, cold winters, and drought. Precipitation is low (approximately 8 inches per year), while most days are sunny.

B.2. Seasonal Temperature Variation. Lancaster experiences considerable seasonal variation in temperature. Winter lows are on average below freezing, although snow is extremely rare. In contrast, summers are extremely hot, with average highs in July and August nearing 100 degrees.

B.3. Strong Prevailing Winds. Of particular note, the project site is subject to prevailing winds that are strong and persistent from west to east, and are especially forceful on numerous afternoons.

C SITE OPPORTUNITIES

C.1. Developable Site. The gentle topography and largely undeveloped character facilitate development of the site, for example, minimizing cost and impacts associated with grading. Nonetheless, the dry wash must be engineered to accommodate major storm events (for example, through channelization), and is subject to a Streambed Alteration Agreement with the California State Department of Fish and Game (CDFG). The proposed medical facility requires a culvert where the creek crosses that portion of the project site.

C.2. Desert Identity. Although many view the dry climate as a severe constraint on development of a suitable pedestrian locale, appropriate design responses can ameliorate the harshest climatic conditions while portraying a unique identity that marries aesthetics and environment. Viable approaches include architectural shading devices and drought tolerant vegetation.

D EXHIBIT 6. TOPOGRAPHIC PATTERN

1 View of creekbed and site looking north towards Avenue K-8



2 View of site from Gadsden Ave. & Avenue K-8



3 View of creekbed from 10th Street W. & Ave. K-6



4 View of creekbed and site looking south towards Avenue L

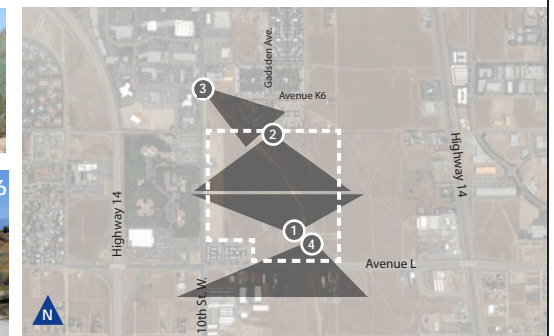
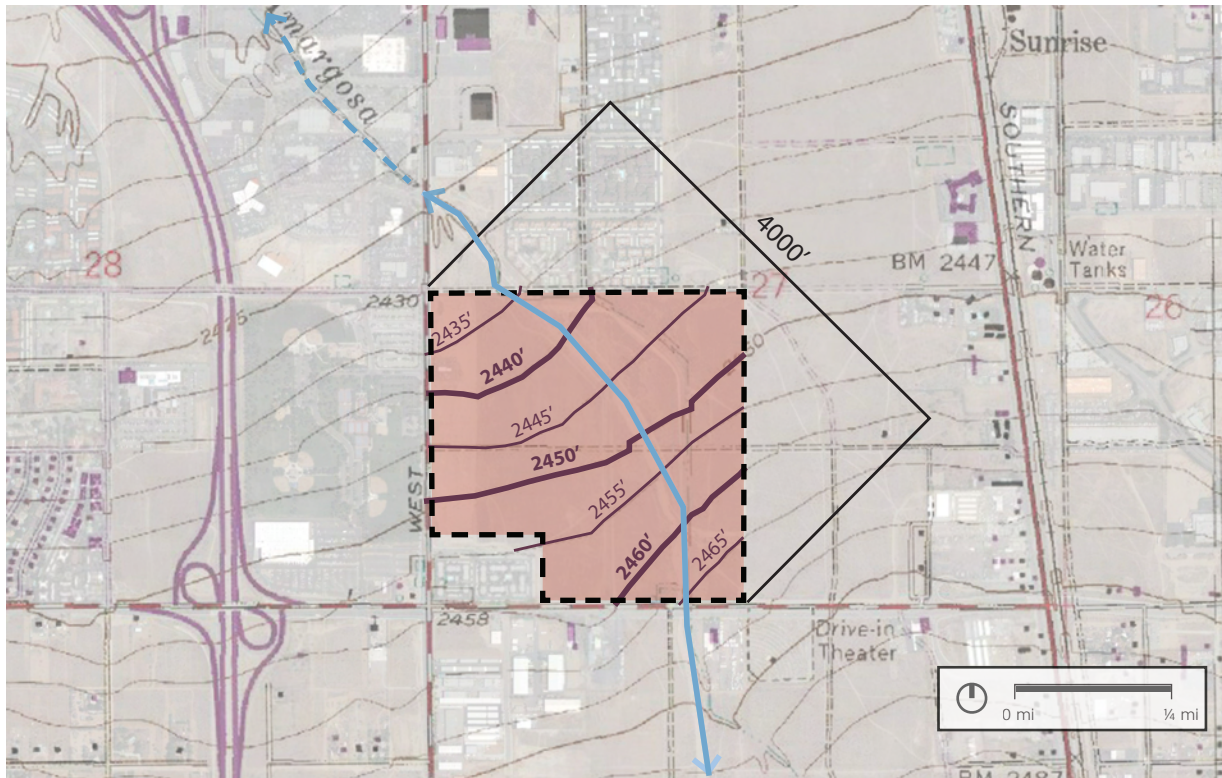


Exhibit 6



D. TOPOGRAPHIC PATTERN

A DEMOGRAPHICS

A.1. Population & Growth. The current population of the City of Lancaster is approximately 144,000 persons (California Department of Finance, 2007). However, the regional market area population is significantly larger (approximately 446,000 persons) and is expected to increase 6 - 10% by 2010; the regional market area encompasses Lancaster, Palmdale, and the northern portion of the Antelope Valley (including eastern Kern County). The critical 15-minute market area population is expected to increase from approximately 216,000 to 238,000 persons by 2010.

A.2. Socio-economic Characteristics. Lancaster's average household income exceeds \$60,000 per year; however, the community's "West-side" zip code (93536) exceeds over \$80,000. This increase in average household income is indicative of the construction of new housing tracts offering detached homes in the \$500,000 to \$700,000 range. In fact, Lancaster's fastest growing population segment consists of those households with incomes over \$100,000; that number of households has increased over 33 percent since 2000. The City and the Antelope Valley region continue to experience rapid growth as families move to the area from other areas of metropolitan Los Angeles in search of quality housing at more affordable prices.

B BUSINESS ENVIRONMENT

B.1. Employment Generators. The largest employers in Lancaster are in several industry clusters, including RV manufacturing, customer service centers, and warehouse and distribution centers. Personal, health, and education services also play an important role in the local economy. Historically, the aerospace industry has also been a major part of the community's livelihood, including Edwards AFB and many large aerospace companies located in the valley, including Lockheed-Martin, Northrup-Grumman, and Boeing.

B.2. Retail Performance. Lancaster's retail market is generally considered healthy, with particularly strong sales generated by general merchandise stores. However, certain tenants are underrepresented in the City, and residents are willing to drive a considerable distance to shop for items not readily available in Lancaster. This is especially true of apparel stores, full-service restaurants, and specialty stores. These are core tenancies for a lifestyle retail center, and the continued development of new residential projects throughout the Antelope Valley should strengthen the City's attractiveness to such retailers.

B.3. Office Performance. Office space in Lancaster is typically occupied by smaller professional firms (located in older professional or medical offices) serving a local market. However, experienced office developers are introducing new product into the office market. Many educational and medical users are expanding to keep pace with the growing residential market and corresponding population increase.

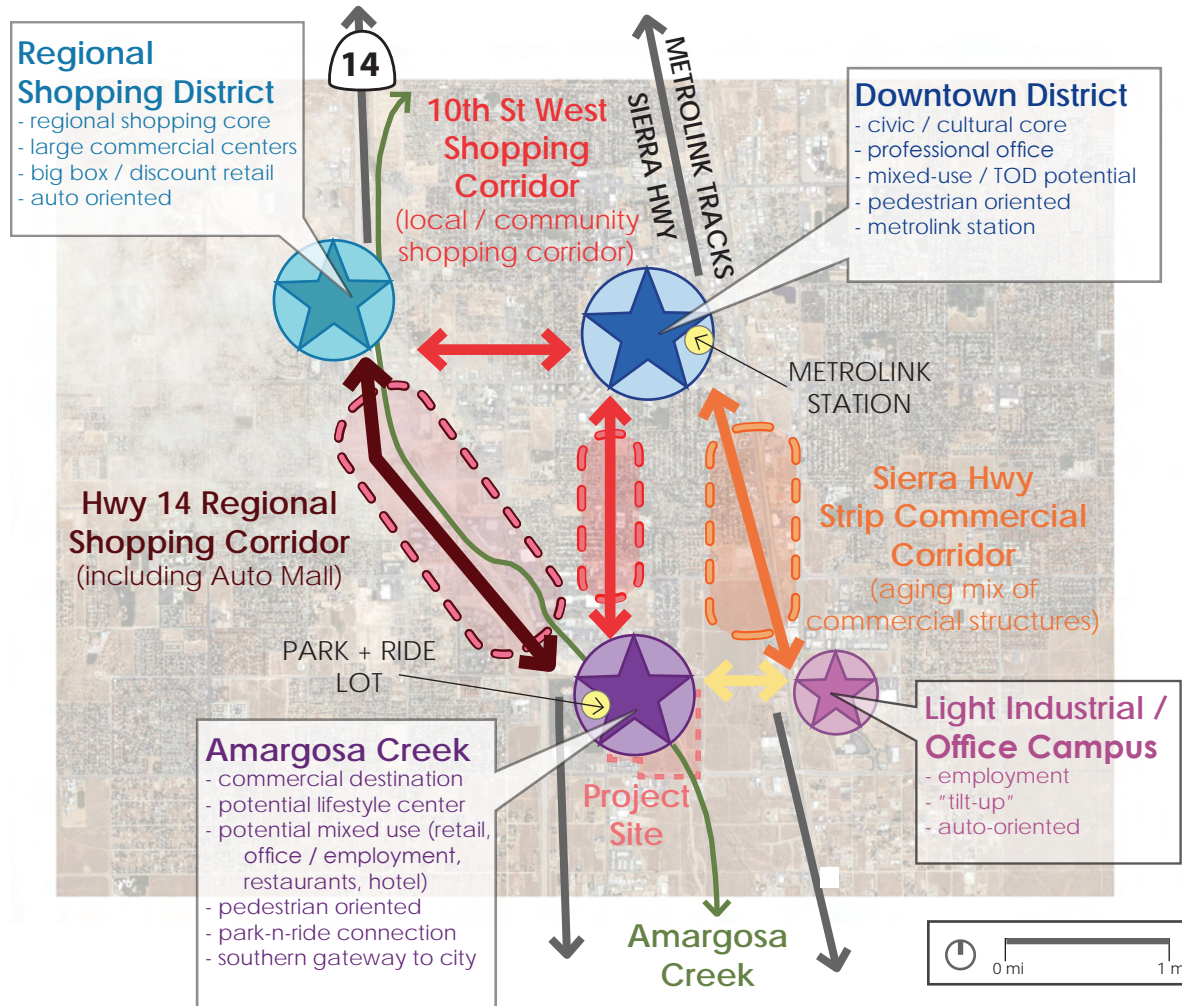
C SITE OPPORTUNITIES

C.1. Commercial Retail Development. An initial market evaluation conducted in December 2005 (Keyser Marston Associates) indicated that the project site is well situated to capture retail development considering its access and visibility, with some limited opportunity for office use. Although a more traditional community retail center is regarded as most viable in the near-term, the expected increase in the number of higher income households within the region could support a lifestyle center in the mid-term (5-10 years).

C.2. Medical Center Impact. The phased development of a master planned Kaiser Permanente Medical Center campus located at the southeast quadrant of the site reflects Lancaster's strength as a health care service provider. The medical facility is expected to have a beneficial impact on housing, retail, and office development in the surrounding community through the creation of many high paying employment opportunities. Its role as an employment generator is also expected to increase the viability of retail and office development on-site, and was not anticipated by the initial market evaluation. An economic impact analysis of a future Kaiser Permanente Medical Center medical facility at this location will be developed.

D EXHIBIT 7. COMMERCIAL DISTRICTS

Exhibit 7



D. COMMERCIAL DISTRICTS

A LAND USE POLICY

A.1. General Plan Objectives & Policies. Pertinent objectives and policies contained within the General Plan address revenue generation and community form. The General Plan supports intensification of commercial and office land use to augment the City's revenue generating potential (*General Plan Objectives 16.3 and 16.4*). In addition, exemplary design is promoted in pursuit of high quality development. Mixed-use developments that incorporate pedestrian scale and promote a "sense of place" are encouraged (*General Plan Objective 19.1 and Policy 19.1.1*)

A.2. General Plan Land Use Designations - Site. Most of the project site is designated Light Industrial, except that parcels located along the 10th Street frontage are designated for Commercial use.

A-3. General Plan Land Use Designations - Surroundings. As for the surrounding land, properties to the east and south of the project site are also designated Light Industrial, with the Commercial designation typically applied to land fronting the 14 Freeway and 10th Street West. Residential land use designations are applied to properties north of the project site, including parcels occupied by the existing apartment complexes. Lancaster City Park is designated for Park use.

B ZONING POLICY

B.1. Zoning Designations - Site. The current zoning for the site is consistent with the land use designations. Most of the project site is zoned Light Industrial (LI). Parcels fronting on 10th Street West are zoned Commercial Planned Development (CPD).

B.2. Zoning Designations - Surroundings. Zoning of the surrounding areas is also consistent with the land use designations. Light Industrial (LI) zoning is assigned south and east of the site, Commercial Planned Development (CPD) is predominant along the 14 Freeway and 10th Street West, and residential zoning is predominant directly north of the site. Lancaster City Park is zoned Open Space (OS).



Apartment Complex North of Site

C SITE OPPORTUNITIES

C.1. General Plan & Zoning Amendments. General Plan and Zoning Amendments are required to accommodate the proposed increase in commercial retail activity on site, as well as the proposed medical facility.















C.2. Specific Plan Process. The Specific Plan will provide comprehensive development controls for the site in accordance with the proposed development concept, including development standards and design guidelines.

D EXHIBIT 8. EXISTING ZONING

Auto-oriented Commercial Development along 10th Street West

Exhibit 8



- | | |
|---|--|
|  HDR - High Density Residential of 15.1-30 Units / Acre |  C - Commercial |
|  MDR - Medium Density Residential of 7.1-15 Units / Acre |  OP - Office Professional |
|  R-7,000 (Single Family Residential on 7,000 SF Lots) |  SP - Specific Plan |
|  R-10,000 (Single Family Residential on 10,000 SF Lots) |  LI - Light Industry |
|  RR-2.5 (Rural Residential of 1 Unit / 2.5 Acres) |  HI - Heavy Industry |
|  Open Space |  H - Hospital |
|  CPD - Commercial Planned Development |  Creek |

D. EXISTING ZONING

A STAKEHOLDER INTERVIEWS

A.1. Interview Process. As part of the background analysis, a series of interviews were conducted face-to-face and by phone with important stakeholders and community representatives to elicit their concerns and aspirations pertaining to development of the Amargosa Creek site. In total, 30 persons were interviewed, including property owners, council members, key City staff, local business interests, etc.

A.2. Interview Response Summary. The interview process revealed a number of common interests. Given its size and location, respondents viewed the Amargosa Creek site as the best opportunity to create a unified commercial development that also functions as a community destination. In particular, respondents perceived a clear need for expanded retail and dining offerings (especially “lifestyle retail” and “quality restaurants”) coupled with a pedestrian-oriented experience (“open air shopping”), including provision of public venues for community gatherings and events. Furthermore, there was considerable agreement that the site should not allow for industrial and manufacturing uses.



October 2005 Community Visioning Meeting

B COMMUNITY VISIONING

B.1. Workshop Commentary. To introduce the Specific Plan process to the community and gather their ideas for the site, a Community Visioning Workshop was also conducted as part of the background analysis stage. Participants reviewed background mapping, participated in a visual preference survey, and offered commentary on the project. As with the Stakeholder Interviews, there was a strong interest in utilizing the Amargosa Creek site to create a commercial destination that expands retail and dining opportunities within the community.

B.2. Visual Preference Survey. This survey queried community participants regarding the appropriateness of different development typologies for the project site. Most noteworthy was the interest in an lifestyle shopping experience within an open-air environment, and that a central gathering space such as a plaza needs to be integral to the development. Moreover, mixed-use development, including “above-the-shop” residential and office uses were deemed desirable. On the other hand, there was a lack of support for commercial development designed as a “strip center” and various forms of low-density housing.



August 2006 Field Trip w/ Stakeholders to Study Precedents

C SITE OPPORTUNITIES

C.1. Lifestyle Retail. There is a clearly expressed community desire for particular commercial tenants that are underrepresented in Lancaster, such as specialty retail and full-service restaurants, reinforcing the findings of the initial market evaluation. Likewise, the community understands that these tenants are most likely attracted to high quality development, typically in the form of a “lifestyle retail center.”

C.2. Community Destination. The community is also looking for development on the Amargosa Creek site to create a community destination. Outdoor gathering spaces for informal meetings and formal events, open air shopping and a comfortable pedestrian environment, as well as physical connections to Lancaster City Park are key elements in the project’s success.

D EXHIBIT 9. VISUAL PREFERENCES**E** EXHIBIT 10. STAKEHOLDER INTERVIEW RESPONSES

Exhibit 9

1
SHOPPING



Outdoor Mall

- Pedestrian-oriented
- Outdoor shopping environment
- Destination

2
PLAYING /
GATHERING



Piazza / Plaza

- People gathering place
- Enhances retail / dining experience
- Complement to Lancaster City Park

3
WORKING



Office Above the Shop

- Mixed-use
- Further activates district
- "Eyes on the street"

D. VISUAL PREFERENCES

E. STAKEHOLDER INTERVIEW RESPONSES

Exhibit 10 |

From your perspective, what are the **principal issues** pertaining to development of the Amargosa Creek site? Are there any issues that will impact the operation of your agency or business?

- **Unified development opportunity / project aesthetics**
- **Expanded retail / commercial opportunities within city**
- **Traffic issues / circulation**
 - Relationship to adjacent Park / parking for Poppy festival
 - Infrastructure provision / drainage
 - Development of 10th Street as main commercial spine
 - Open space preservation
 - Compatibility w/ downtown
 - Wind / weather

From your perspective, what are the **three most important role(s)** of the Amargosa Creek site within the Lancaster community?

- **Expand retail / restaurant options**
- **Create retail center / destination**
- **Offer pedestrian experience / open air shopping**
- **Place for community gathering**
- **Enhance community identity**
- **Generate tax revenues / economic development**
 - Control flooding / drainage
 - Preserve creek / open space
 - Promote daytime & nighttime use
 - Provide jobs / achieve jobs - housing balance
 - Expand auto mall

What do you think is the appropriate level of **city participation**, if any, in this project?

- **Infrastructure / public improvements**
- **Establish vision / master planning**
- **Redevelopment assistance / land assembly**
 - Entitlements / expedite permit processing
 - Design review / design standards
 - City sponsored events on-site

Exhibit 10 |

Are there particular **uses and/or activities** that you think are especially **appropriate** for the Amargosa Creek site or are there particular uses and/or activities that you would especially hope to see on the site?

Commercial:

- **lifestyle retail / restaurant**
- **hotel / conference / banquet**
- **mixed- use**
- **entertainment venues**
- **office**
- **auto mall expansion - along K-8**
- anchor retail

Housing:

- loft / condo
- townhouse

Open Space / Recreation:

- **small community gathering venues**
- recreational / trails
- flood control

Are there particular **uses and/or activities** that you think are **inappropriate** for the Amargosa Creek site?

- **industrial / major manufacturing**
- **motel / motor inn**
- **residential - all types**
- strip mall / mall
- thrift / discount stores
- rental residential
- fast food
- low income housing
- large park / open space

In your opinion, what do you think are the **issues and concerns of the general public** regarding development of the Amargosa Creek site?

- **Better shopping & dining opportunities**
- **Traffic congestion**
- Safety / need to feel safe
- Strip malls / not another strip mall
- Multi-family residential / no residential on-site
- Creek preservation / trails
- Relationship to City Park / Poppy festival

- **> 75% RESPONSE**
- **50-75% RESPONSE**
- **25-50% RESPONSE**
- 10-25% RESPONSE
- <10% RESPONSE

E. STAKEHOLDER INTERVIEW RESPONSES

