City of Anaheim
PLANNING AND BUILDING DEPARTMENT

DATE: APRIL 16, 2024
FROM: PLANNING AND BUILDING DEPARTMENT
PUBLIC WORKS DEPARTMENT
SUBJECT: THE DISNEYLANDFORWARD PROJECT
DEVELOPMENT APPLICATION NO. 2021-00069

ATTACHMENT (Y/N): YES ITEM # 14

GOVERNMENT CODE § 84308 APPLIES: YES

RECOMMENDATION:

That the City Council take the following actions:

1. By Resolution, certify Final Subsequent Environmental Impact Report No. 352 (FSEIR No. 352) to FEIR No. 311 and Supplemental FEIR No. 340, adopt Findings and a Statement of Overriding Considerations, adopt Mitigation Monitoring and Reporting Plan No. 387, and determine that FSEIR No. 352 and MMP No. 387 have been prepared for the Project in compliance with the California Environmental Quality Act (CEQA), are adequate to serve as the appropriate environmental documentation for the Project and that no further environmental analysis is required;

2. By Resolution, approve an amendment to the General Plan Land Use and Circulation Elements and the City’s Bicycle Master Plan;

3. Introduce, by separate Ordinances:
   a. Amendment No. 9 to The Disneyland Resort Specific Plan (DRSP) No. 92-1;
   b. Zoning Code Amendment to amend Title 18, Chapter 18.114 (DRSP No. 92-1) in its entirety;
   c. Amendment No. 17 to the Anaheim Resort Specific Plan (ARSP) No. 92-2;
   d. Zoning Code Amendment to amend Title 18, Chapter 18.116 (ARSP No. 92-2) in its entirety;
   e. Zoning Code Amendment to amend Title 18 relating to Section 18.40.080 (Structural Height Limitations – Anaheim Commercial Recreation Area), including amending the Anaheim Commercial Recreation Area Maximum Permitted Structural Height Map, of Chapter 18.40 (General Development Standards);
4. By Resolution, approve Amendment No. 6 to The Anaheim Resort Public Realm Landscape Program;

5. By Resolution, approve Amendment No. 4 to The Anaheim Resort Identity Program;

6. Introduce Ordinance, approving and adopting the First Amended and Restated Development Agreement No. 96-01 between Walt Disney World Co. (renamed Walt Disney Parks and Resorts, U.S., Inc. in 2009) and the City of Anaheim and making certain findings thereto;

7. By motion, approve the Fire Operations Agreement between Disneyland Resort and the City of Anaheim;

8. By motion, approve the Police Operations Agreement between Disneyland Resort and the City of Anaheim;

9. By separate Resolutions, approve the abandonment of certain real property described as three easements for public road purposes generally known as:
   a. Magic Way, lying between Walnut Street and Disneyland Drive;
   b. Clementine Street, lying south of Katella Avenue; and

**DISCUSSION:**

The City of Anaheim General Plan designates the approximately 1,078-acre Anaheim Resort for Commercial Recreation land uses, which is intended to provide for tourist, convention and entertainment-related uses, such as theme parks, hotels, tourist-oriented retail, movie theaters, and other visitor-serving facilities. The Commercial Recreation designation is implemented by three specific plans, the DRSP, ARSP and Hotel Circle Specific Plan (HCSP).

On June 29, 1993, the City Council adopted the DRSP to provide for the development of an international multi-day vacation destination resort encompassing approximately 489.7 acres of The Anaheim Resort. The DRSP permits development of Disney California Adventure Park, additional hotels and entertainment areas (such as Disney’s Grand California Hotel & Spa and Downtown Disney), Disney administration offices, new parking facilities, an internal transportation system and ongoing modifications of the Disneyland theme park with new attractions and other improvements, all in four planning Districts (Theme Park, Hotel, Parking and Future Expansion). In conjunction with the approval of the DRSP, the City Council certified EIR No. 311 and adopted the Anaheim Commercial Recreation Maximum Structural Height Map codified in Section 18.40.080 of the Anaheim Municipal Code. This Height Map regulates the height of structures within The Anaheim Resort.

On August 16, 1994, the City Council adopted the HCSP, applicable to 6.8 acres within The Anaheim Resort. This specific plan allows for the development of up to 969 hotel rooms; 818 of which have been developed.
On September 20, 1994, the City Council adopted the ARSP to provide a long-range comprehensive plan for future development of approximately 549.5 acres surrounding the DRSP and HCSP. The ARSP permits the development of hotel, convention, retail, and other visitor-serving uses in the Commercial Recreation (C-R) District and the Public Recreation (PR) District. In conjunction with the approval of the ARSP, the City Council certified Master Environmental Impact Report (MEIR) No. 313 on September 20, 1994. Since the adoption of the ARSP, the City Council has adopted 14 amendments and 13 zoning code adjustments, and the total acreage of the ARSP is 581.3 acres.

Each Specific Plan includes a land use plan, zoning and development standards, design guidelines, and a public facilities plan, intended to maximize the area’s potential, guide future development, and ensure a balance between growth and infrastructure.

In conjunction with the approval of the ARSP, the City Council also adopted The Anaheim Resort Identity and Public Realm Landscape Programs. The Anaheim Resort Identity Program contains specific recommendations for the location and design of gateways, directional signs, banners, light fixtures, and street furniture for The Anaheim Resort. This document has been amended three times. The Anaheim Resort Public Realm Landscape Program includes landscape concepts proposed for the public streets within The Anaheim Resort and provides a general overview of the different landscape treatments that will help create a unifying resort identity. This document has been amended five times.

The applicant requests approval of the proposed DisneylandForward Project (Project) to provide for continued, long-term growth of The Disneyland Resort including allowing the transfer of uses permitted under the previously approved Disneyland Resort Project to other Disney Properties in the DRSP and the ARSP, an increase of 4,376 theme park-related parking spaces on Disney Properties in the ARSP, and future administrative review by the City of Disney’s development projects on Disney Properties.

The Project Site includes the entirety of The Anaheim Resort (inclusive of the ARSP, DRSP, and HCSP, because the Project includes updates to The Anaheim Resort Public Realm Landscape Program, The Anaheim Resort Identity Program, and the Anaheim Commercial Recreation Area Maximum Permitted Structural Height Map. However, no further changes are proposed to District A or the Anaheim GardenWalk or C-R Overlays of the DRSP, or to the HCSP.

Planning Commission: On March 11, 2024, the Planning Commission recommended City Council take the following actions on a 5-1 vote (Chairperson Kring and Commissioners Castro, Lieberman, Tran-Martin, and Walker voted yes; Commissioner Perez voted no):

1) Approve and certify Final Subsequent Environmental Impact Report No. 352 (FSEIR No. 352), adoption of Findings and a Statement of Overriding Considerations and Mitigation Monitoring Program (MMP) No. 387, and that City Council determine that FSEIR No. 352 and MMP No. 387 have been prepared for the Project in compliance with the California Environmental Quality Act (CEQA), are adequate to serve as the appropriate environmental documentation for the Project and that no further environmental documentation need be prepared for CEQA for the Project (Resolution No. PC 2024-004);
2) Approve an amendment to the General Plan Land Use and Circulation Elements and the City’s Bicycle Master Plan (Resolution No. PC 2024-005);

3) Introduce and adopt an ordinance approving Amendment No. 9 to The Disneyland Resort Specific Plan (DRSP) No. 92-1 and the DRSP Zoning and Development Standards (Chapter 18.114 of Title 18);

4) Introduce and adopt an ordinance approving Amendment No. 17 to the Anaheim Resort Specific Plan (ARSP) No. 92-2 and the ARSP Zoning and Development Standards (Chapter 18.116 of Title 18);

5) Introduce and adopt an ordinance approving a Zoning Code Amendment to Title 18 relating to Section 18.40.080 (Structural Height Limitations – Anaheim Commercial Recreation Area), including amending the Anaheim Commercial Recreation Area Maximum Permitted Structural Height Map, of Chapter 18.40 (General Development Standards);

6) Approve Amendment No. 6 to The Anaheim Resort Public Realm Landscape Program (Resolution No. PC 2024-006);

7) Approve Amendment No. 4 to The Anaheim Resort Identity Program (Resolution No. PC 2024-007); and

8) Approve the First Amended and Restated Development Agreement No. 96-01 between Walt Disney World Co. (renamed Walt Disney Parks and Resorts U.S., Inc. in 2009) and the City of Anaheim (Resolution No. PC 2024-008).

A copy of the Planning Commission staff report is attached to this report (Attachment 16). The Draft Planning Commission minutes are provided as Attachment 17. Non-substantive additions or amendments to project materials identified after the Planning Commission’s action are summarized in Attachment 18. The Commission did not have purview to consider or make recommendations on the proposed Fire Operations Agreement, Police Operations Agreement, or abandonment of right-of-way (Magic Way, Clementine Street and Hotel Way).

Proposal:

To allow continued, long-term growth of The Disneyland® Resort, Disney proposes DisneylandForward, which would allow the transfer of uses permitted under The Disneyland Resort Project to other Disney Properties in the DRSP and the ARSP. These areas would be considered to be part of The Disneyland Resort Project, as modified by the DisneylandForward Project.

The Project would not increase the amount of development square footage or hotel rooms currently allowed in the DRSP and analyzed in Environmental Impact Report (EIR) No. 311, which the City of Anaheim (City) certified in 1993, or the number of hotel rooms currently allowed in the ARSP and analyzed in Supplemental Environmental Impact Report No. 340, which the City certified in 2012. However, the Project would permit an increase of 4,376 theme park employee-related parking spaces in the ARSP. The Project also would provide for future administrative review by the City of Disney’s development projects on Disney Properties.
The DRSP and the ARSP currently allow the uses for the Disney Properties as shown in Table 1. The Project would modify the limits of the existing Theme Park and Hotel District boundaries within the existing DRSP perimeter, rename Districts within the DRSP, and establish Overlays for Disney’s ARSP Properties. Within the ARSP, the Project would create a Theme Park East Overlay for the existing Toy Story Parking Lot, a Theme Park West Overlay for the existing Paradise Pier Hotel, and a Parking Overlay. The Project’s densities (maximum allowable development) for Disney Properties are shown in Table 2 for the updated DRSP and ARSP areas.

Within The Disneyland Resort, the Project proposes to reallocate allowable land uses within the Theme Park District (389 acres), the Parking District (57.1 acres), and the Southeast District (24.7 acres). The Project would allow Disney to move a portion of the unused approved theme park square footage to the existing Hotel District, which would become part of the new expanded Theme Park District of the DRSP. The Project would allow Disney to move a portion of the unused approved theme park square footage to the existing Future Expansion District, which would become the Southeast District of the DRSP, and to the proposed Theme Park East and West Overlays of the ARSP.

Under the Project, Disney could develop up to 6,850,000 previously-approved square feet in the expanded DRSP Theme Park District if all theme park square footage were developed in the expanded Theme Park District. Disney could also develop a portion of this previously-approved theme park square footage in the newly renamed DRSP Southeast District (up to 390,000 square feet), in the proposed ARSP Theme Park East Overlay (up to 840,000 square feet), and in the proposed ARSP Theme Park West Overlay (up to 80,000 square feet). If theme park square footage is developed in the Southeast District and Theme Park East and West Overlays, an equivalent amount of theme park square footage would be removed from the allotment for the Theme Park District, such that the maximum theme park square footage would not exceed 6,850,000 square feet.

Similarly, the Project would allow Disney to move the unused portion of the hotel room approvals from the existing Hotel District to the existing Theme Park District or the existing Future Expansion District, the newly renamed Southeast District. Under the Project, Disney could develop a combination of up to 5,600 previously approved hotel rooms in the expanded Theme Park District if all hotel rooms were developed in the expanded Theme Park District and up to 1,852 previously approved hotel rooms in the newly renamed Southeast District.

The Theme Park Overlay would allow Disney to develop theme park uses on these properties concurrently with the development of theme park uses on the expanded Theme Park District or the Southeast District of the DRSP. With the Project, Disney could develop up to 840,000 square feet of previously-approved theme park uses within the Theme Park East Overlay and up to 80,000 square feet of previously-approved theme park uses within the Theme Park West Overlay for a cumulative total of up to 920,000 square feet of previously-approved theme park uses in these Overlays. The Anaheim Municipal Code currently allows theme park uses in these Overlay areas with approval of a conditional use permit.

The Parking Overlay is within the ARSP and applies to the Disney ARSP Properties located at 1515 S. Manchester Avenue, 1585 S. Manchester Avenue, 1530 S. Harbor Boulevard, and 333 W. Ball Road. The Project would increase the number of permitted theme park employee parking spaces in the Parking Overlay at 333 W. Ball Road, permitting up to 5,700 employee parking
spaces (this includes 1,324 existing spaces, currently used by employees, plus 4,376 additional spaces). The Parking Overlay would permit development of the same type of parking and transportation facilities allowed under Anaheim Municipal Code Section 18.114.080 for the East Parking Area of the DRSP Parking District, and the same type of back-of-house uses, limited retail, and dining and entertainment uses allowed under Anaheim Municipal Code Section 18.114.060 for the Theme Park District of the DRSP. Parking facilities in the Parking Overlay would be architecturally treated through use of terraced structures; landscaped buffers and berms; noise attenuation louvers along the openings on the lower levels and solid walls with landscaped planters on the upper levels; and additional landscaping in the setbacks.

Disney could also develop hotel rooms in the Theme Park East and Theme Park West Overlays and the Parking Overlays as permitted by the existing ARSP.
## TABLE 1
USES CURRENTLY ALLOWED UNDER DRSP/ARSP
FOR DISNEY PROPERTIES

<table>
<thead>
<tr>
<th>Disney DRSP Property</th>
<th>Maximum Allowable Development Under DRSP</th>
<th>Existing Development¹</th>
<th>Remaining Entitlement¹</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Hotel District Uses (97 acres)</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hotel Rooms</td>
<td>5,600 hotel rooms</td>
<td>2,342 hotel rooms²</td>
<td>3,258 hotel rooms</td>
</tr>
<tr>
<td>Hotel Retail/Restaurant</td>
<td>300,000 sf</td>
<td>159,549 sf</td>
<td>140,451 sf</td>
</tr>
<tr>
<td>Hotel Meeting Space</td>
<td>200,000 sf</td>
<td>161,220 sf</td>
<td>38,780 sf</td>
</tr>
<tr>
<td>Parking Spaces</td>
<td>9,930 spaces</td>
<td>5,885 spaces</td>
<td>4,045 spaces</td>
</tr>
<tr>
<td><strong>Theme Park District (292 acres)</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Theme Park</td>
<td>6,850,000 sf</td>
<td>3,192,885 sf</td>
<td>3,657,115 sf</td>
</tr>
<tr>
<td>Administration Building</td>
<td>475,000 sf</td>
<td>305,430 sf</td>
<td>169,570 sf</td>
</tr>
<tr>
<td>Administration Building Parking</td>
<td>2,300 spaces</td>
<td>1,545 spaces</td>
<td>755 spaces</td>
</tr>
<tr>
<td><strong>Parking District (57.1 acres)</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>East Parking Area</td>
<td>17,600 spaces</td>
<td>2,179 spaces</td>
<td>15,421 spaces</td>
</tr>
<tr>
<td>West Parking Area</td>
<td>16,700 spaces</td>
<td>16,298 spaces</td>
<td>402 spaces</td>
</tr>
<tr>
<td><strong>Future Expansion District (24.7 acres)</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Parking Area</td>
<td>5,100 spaces</td>
<td>2,529 spaces</td>
<td>2,571 spaces</td>
</tr>
<tr>
<td><strong>Total Maximum Allowable Development</strong></td>
<td>7,825,000 sf</td>
<td>5,600 rooms</td>
<td>51,630 spaces</td>
</tr>
<tr>
<td><strong>Disney ARSP Properties</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>C-R District Uses (75.4 acres)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1515 S. Manchester Ave</td>
<td>1,116 hotel rooms (75 rooms per gross acre or 75 rooms per lot or parcel, whichever is greater)</td>
<td>Cast Member parking (1,261 spaces – temporary parking lot initially approved on May 8, 2019, and an approximately 67,424-square foot office building)</td>
<td>1,116 hotel rooms</td>
</tr>
<tr>
<td>1585 S. Manchester Ave</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1530 S. Harbor Blvd (14.88 acres)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1900 S. Harbor Blvd (44.66 acres)</td>
<td>3,348 hotel rooms (75 rooms per gross acre or 75 rooms per lot or parcel, whichever is greater)³</td>
<td>Toy Story Parking Lot (4,635 spaces-temporary parking lot approved through June 26, 2024)</td>
<td>3,348 hotel rooms</td>
</tr>
<tr>
<td>333 W. Ball Road (10.69 acres)</td>
<td>534 hotel rooms (50 rooms per gross acre or 75 rooms per lot or parcel, whichever is greater)⁴</td>
<td>Cast Member parking (1,324 spaces)</td>
<td>534 hotel rooms</td>
</tr>
<tr>
<td>1717 S. Disneyland Drive (5.15 acres)</td>
<td>564 hotel rooms (50 rooms per gross acre or 75 rooms per lot or parcel, whichever is greater)⁵</td>
<td>Paradise Pier Hotel (489 rooms and approximately 17,619 square feet in ancillary commercial uses)</td>
<td>45 hotel rooms</td>
</tr>
</tbody>
</table>

¹ These numbers are as of the date of the Notice of Preparation, October 21, 2021; over the course of this environmental review process, these numbers may change due to ongoing development efforts based on current entitlements.

² Hotel rooms include existing Vacation Ownership Resort (VOR) units at the Grand Californian Hotel and VOR units at the Disneyland Hotel under construction as of NOP.

³ This amount includes the existing 246,702 sf of retail, dining and entertainment in Downtown Disney as of the NOP. The DRSP allows up to 350,000 sf of retail, dining and entertainment sf in either the Theme Park or Hotel District.

⁴ This amount includes the existing 842 spaces in the Ball Cast Member Lot. The DRSP allows up to 5,000 parking spaces identified for the East Parking Area to be located in the Theme Park District.

⁵ Acreage for density excludes ultimate public right-of-way for Clementine Street and Gene Autry Way.

⁶ The Paradise Pier Hotel property is comprised of two parcels: a 4.48-acre parcel that includes 489 hotel rooms and a 0.67-acre property that is allowed 75 hotel rooms.

Source: City of Anaheim 2021.
### TABLE 2
PROPOSED DEVELOPMENT SUMMARY FOR DISNEY PROPERTIES

<table>
<thead>
<tr>
<th>Disney DRSP Property</th>
<th>Maximum Allowable Development Under DRSP</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Theme Park District – 389 acres</strong></td>
<td></td>
</tr>
<tr>
<td>Hotel Rooms</td>
<td>Up to 5,600 hotel rooms³</td>
</tr>
<tr>
<td>Hotel Retail/Restaurant</td>
<td>Up to 300,000 sf</td>
</tr>
<tr>
<td>Hotel Meeting Space</td>
<td>Up to 200,000 sf</td>
</tr>
<tr>
<td>Parking for Hotel Uses</td>
<td>Up to 9,930 spaces</td>
</tr>
<tr>
<td>Theme Park District Retail Entertainment</td>
<td>Up to 6,850,000 sf</td>
</tr>
<tr>
<td>Administration Building</td>
<td>475,000 sf</td>
</tr>
<tr>
<td>Administration Building Parking</td>
<td>2,300 spaces</td>
</tr>
<tr>
<td>Theme Park Parking</td>
<td>5,000 spaces²</td>
</tr>
<tr>
<td><strong>Parking District – 57.1 acres</strong></td>
<td></td>
</tr>
<tr>
<td>East Parking Area (30.1 acres)</td>
<td>Up to 17,600 spaces²</td>
</tr>
<tr>
<td>West Parking Area (27 acres)</td>
<td>Up to 16,700 spaces</td>
</tr>
<tr>
<td><strong>Southeast District – 24.7 acres</strong></td>
<td></td>
</tr>
<tr>
<td>Theme Park</td>
<td>Up to 390,000 sf⁴</td>
</tr>
<tr>
<td>Hotel Rooms</td>
<td>Up to 1,852 hotel rooms³</td>
</tr>
<tr>
<td>Parking</td>
<td>5,100 spaces</td>
</tr>
<tr>
<td><strong>Total Maximum Allowable Development</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td>7,825,000 sf</td>
</tr>
<tr>
<td></td>
<td>5,600 rooms</td>
</tr>
<tr>
<td></td>
<td>51,630 spaces</td>
</tr>
<tr>
<td><strong>Disney ARSP Properties</strong>¹</td>
<td></td>
</tr>
<tr>
<td><strong>Parking Overlay – 25.57 acres</strong></td>
<td></td>
</tr>
<tr>
<td>1515 S. Manchester Ave</td>
<td>A portion of the parking spaces allocated</td>
</tr>
<tr>
<td>1585 S. Manchester Ave</td>
<td>up to 1,116 hotel rooms</td>
</tr>
<tr>
<td>1530 S. Harbor Blvd</td>
<td></td>
</tr>
<tr>
<td>333 W. Ball Road</td>
<td>Up to 5,700 parking spaces and up to</td>
</tr>
<tr>
<td></td>
<td>534 hotel rooms⁷</td>
</tr>
<tr>
<td>**Theme Park East Overlay – 52.6 acres²</td>
<td></td>
</tr>
<tr>
<td>1900 S. Harbor Blvd</td>
<td>Up to 840,000 sf of theme park uses and</td>
</tr>
<tr>
<td></td>
<td>up to 3,348 hotel rooms⁵</td>
</tr>
<tr>
<td><strong>Theme Park West Overlay – 5.15 acres</strong></td>
<td></td>
</tr>
<tr>
<td>1717 S. Disneyland Drive</td>
<td>Up to 80,000 sf of theme park uses and</td>
</tr>
<tr>
<td></td>
<td>up 564 hotel rooms⁸</td>
</tr>
</tbody>
</table>

Notes:

1. Up to 350,000 sf of the theme park and back-of-house sf may be developed as Retail, Dining and Entertainment sf.
2. Up to 5,000 parking spaces may be constructed within the Theme Park District; however, an equivalent number of potential parking spaces would be removed from the allotment for the East Parking Area.
3. Up to 1,852 hotel rooms may be constructed in the Southeast District; however, an equivalent number of potential hotel rooms would be removed from the allotment for the Theme Park District, such that the maximum number of hotel rooms would not exceed 5,600.
4. For any square footage for back-of-house uses or limited retail, dining and entertainment uses, the traffic generation characteristics of said uses shall not exceed those associated with the otherwise permitted hotel/motel (including accessory uses) density as determined by the City Traffic and Transportation Manager prior to approval of building plans. Further, the proposed development shall not result in infrastructure impacts greater than those associated with the property's permitted hotel/motel density, unless such impacts are duly analyzed and mitigated pursuant to subsequent environmental review (such impacts shall be determined through a sewer and traffic impact analysis to be submitted to the City Engineer). Additional infrastructure studies may be required as determined by the Planning Director.
5. Theme park sf may be constructed in the Southeast District, the Theme Park East Overlay and the Theme Park West Overlay; however, an equivalent number of potential theme park sf would be removed from the allotment for the Theme Park District, such that the maximum theme park sf would not exceed 6,850,000 sf. The amount of restaurant sf in the Southeast District and the Theme Park East Overlay shall be further limited to up to 20 percent of the allotted theme park square footage in the District/Overlay.
6. Up to 5,700 parking spaces includes the number of existing spaces (1,324 spaces) plus additional spaces (4,376 spaces).
7. The planned extensions of Clementine Street and Gene Autry Way are proposed to be removed as part of the Project; therefore, the total acreage for the Theme Park East Overlay has been adjusted to include the acreages associated with these street rights-of-way; however, the maximum intensity of up to 3,348 hotel rooms would not change.
8. Actual acres for hotel density to be determined by a licensed Civil Engineer/Land Surveyor.

Source: WDI 2021.
Existing DRSP and ARSP Districts (ARSP in purple)
Proposed DRSP Districts and ARSP Overlays
Public Right-of-Way Improvements: The Project includes a variety of improvements to, and within, the public right-of-way, including the following:

1. Installation of a pedestrian signal on Walnut Street at Magic Way;
2. Installation of Class I Bike Paths, comprised of a single two-way, off-street, shared-use pathway for pedestrians and bicycles along the east side of Walnut Street from Ball Road to Katella Avenue; along the north side of Disney Way between Anaheim Boulevard and Clementine Street; and along the west side of Clementine Street between Disney Way and the future bike parking facility in the East Parking Area and/or Parking Overlay;
3. Installation of traffic signal control at the existing driveway to the Southeast District on Haster Street, south of Katella Avenue and at the intersection of Manchester Avenue/Clementine Street and Alro Way;
4. Construction of at least one and up to three pedestrian bridges over Harbor Boulevard north of Disney Way and south of Manchester Avenue with public access to/from the sidewalk on Harbor Boulevard;
5. Widening of Katella Avenue to four westbound lanes along Disney’s property adjacent to the Theme Park District from Disneyland Drive to approximately 800 feet west of Harbor Boulevard, and to four eastbound lanes along Disney’s property adjacent to the Southeast District;
6. Implementation of intersection improvements at:
   a. Harbor Boulevard and Disney Way, to add a westbound left turn, restripe the westbound through lane to a shared westbound through/right turn lane, and eliminate the north leg crosswalk;
   b. Harbor Boulevard and Katella Avenue, to reprogram the traffic signal to double-service the westbound left turn lane to reduce westbound left queuing;
   c. Harbor Boulevard and Orangewood Avenue, to add a northbound left turn lane and a southbound left turn lane;
   d. Clementine Street and Katella Avenue, to add a southbound left turn lane; and
   e. Anaheim Boulevard/Haster Street and Katella Avenue, to lengthen the southbound left turn and westbound left turn pockets to accommodate queues.

Description of Project Entitlements:

General Plan Amendment: The applicant requests an amendment to the General Plan Land Use and Circulation Elements and the City’s Bicycle Master Plan, to revise maps, figures, text, and tables throughout the General Plan to conform to the following proposed changes:

a. Land Use Element - Amend the descriptions of The Disneyland Resort Specific Plan and the Anaheim Resort Specific Plan in Table LU-4 (General Plan Density Provisions for Specific Areas of the City) to reflect the amended District names and new Overlays and associated density proposed as part of the DisneylandForward Project.
b. Circulation Element - Remove the planned future extensions of Clementine Street between Katella Avenue and Orangewood Avenue and Gene Autry Way between Harbor Boulevard and Haster Street; and, reclassify Disney Way between Anaheim Boulevard and Harbor Boulevard from a six-lane Major Arterial to a four-lane Primary Arterial (with no change to the width of the ultimate public right-of-way).

c. Circulation Element - Reflect the following intersection lane configurations: (1) at Harbor Boulevard and Convention Way, provide two left-turn lanes, one shared through/right-turn lane, and one exclusive right-turn lane on the eastbound approach and one left-turn lane, one shared through/right-turn lane, and one exclusive right-turn lane on the westbound approach (consistent with existing configuration); and (2) at Haster Street & Gene Autry Way, provide a single shared left-turn/through/right-turn lane for the eastbound approach and three left-turn lanes and two right-turn lanes for the westbound approach. The northbound approach would be equipped with a right-turn signal overlapping with the westbound left-turn signal phase.

d. Circulation Element and the City’s Bicycle Master Plan - Remove the Class I Bike Path in the Southern California Edison right-of-way (“ROW”) between Harbor Boulevard and Anaheim Boulevard and add a Class I Bike Path on the north side of Disney Way between Clementine Street and Anaheim Boulevard; add a Class I Bike Path on the west side of Clementine Street between Alro Way and Disney Way (limits subject to change based on final location of bike parking facility); and, modify the classification of the planned bike facility on Walnut Street between Katella Avenue and Ball Road from Class II Bike Lanes to a Class I Bike Path on the east side of Walnut Street.

The Disneyland Resort Specific Plan and Zoning and Development Standards Amendment: The applicant requests an amendment to the Specific Plan document and Zoning and Development Standards (Chapter 18.114 of the Anaheim Municipal Code) to comprehensively update text, graphics, and imagery throughout the documents to reflect the proposed DisneylandForward Project.

Since the Project would allow potential theme park uses closer to public streets and residential areas, the amended Specific Plan would require new criteria called 360-Degree Architectural Treatment for new theme park uses visible from the public right-of-way or abutting residential zones, which would include enhanced architectural treatments at varying heights while utilizing new and existing wall and landscape buffers. Development standards would also be modified to address the new residential adjacency with respect to setbacks and height. For example, on Walnut Street, across from residential uses, the Project proposes a building setback increase from 30 feet to 50 feet and increased stepback, referred to as “a sky exposure plane” in the Zoning Code, for the taller portions of a building. A redlined document showing the changes proposed to Chapter 18.114 (Disneyland Resort Specific Plan No. 92-1) is included as Attachment No. 19; a summary of changes to the document is included within Attachment No. 21.

The applicant also proposes to amend the Zoning Code to streamline review of future development on Disney Properties. While most development in the DRSP is currently permitted by right, specific uses in certain areas require discretionary review by either the Planning Director or Planning Commission. For example, the Zoning Code currently requires Planning Director
consideration of development of a parking facility in the East Parking Area. As part of the Project, the Zoning Code would be updated to allow for administrative review of all development. Staff would confirm that development is in conformance with the Specific Plan, Zoning Code, Conditions of Approval, Mitigation Measures, and development agreement terms prior to issuing building permits.

Additionally, existing tree and plant selection matrices within the DRSP will be removed, updated with an expansive list of attractive, low water species, and provided as a standalone Planning Standard Detail referenced in both the DRSP and ARSP. Planning Standard Detail No. 10 is included as Attachment No. 22.

Anaheim Resort Specific Plan and Zoning and Development Standards Amendment: The applicant requests an amendment to the Specific Plan document and Zoning and Development Standards (Chapter 18.116 of the Anaheim Municipal Code) to comprehensively update text, graphics, and imagery throughout the documents to reflect the proposed DisneylandForward Project, including approval of the Theme Park East Overlay, the Theme Park West Overlay and the Parking Overlay.

The Zoning Code would include new sections to provide regulations for these new overlays, which would incorporate many of the same provisions as the corresponding Theme Park and Parking Districts in the DRSP, including administrative review, which are described above. A redlined document showing the changes proposed to Chapter 18.116 (Anaheim Resort Specific Plan No. 92-2) is included as Attachment No. 20; a summary of changes to the documents are included within Attachment No. 21.

As described above, existing tree and plant selection matrices will be removed from the ARSP and provided as a standalone Planning Standard Detail referenced in both the ARSP and DRSP. Planning Standard Detail No. 10 is included as Attachment No. 22.

Zoning Code Amendment: The applicant requests an amendment to Chapter 18.40 (General Development Standards) of the Anaheim Municipal Code to amend the Anaheim Commercial Recreation Area Maximum Permitted Structural Height Map (Anaheim Municipal Code Section 18.40.080 (Structural Height Limitation – Anaheim Commercial Recreation Area)) to provide for the Disneyland Resort Specific Plan to regulate building heights within a larger portion of the Theme Park District and the Southeast District and the Anaheim Resort Specific Plan to regulate building heights within the Theme Park East and Theme Park West Overlays. The DRSP and ARSP would allow for taller heights in some areas than are currently allowed; it would also reduce the allowed heights in other areas. These changes would not affect allowed heights on non-Disney properties.

The Anaheim Resort Public Realm Landscape Program Amendment: The applicant requests an amendment to The Anaheim Resort Public Realm Landscape Program to comprehensively update text, graphics and imagery throughout the document to reflect current conditions in The Anaheim Resort; expand The Anaheim Resort planting palette to include additional plantings that are more climate appropriate, drought tolerant and/or low water using, disease and pest resistant, and native to Southern California; and, include information pertaining to pedestrian bridges/crossings and
pedestrian and bicycle paths to reflect the proposed DisneylandForward Project. The summary of changes to the document is included within Attachment No. 21.

The Anaheim Resort Identity Program Amendment: The applicant requests an amendment to The Anaheim Resort Identity Program to comprehensively update text, graphics and imagery throughout the document to reflect current conditions in The Anaheim Resort and include information pertaining to Arrival Gateways, Pedestrian Bridge/Crossings and Minor Pedestrian Directional and Informational Signs to reflect the proposed DisneylandForward Project. The summary of changes to the document is included within Attachment No. 21.

First Amended and Restated Development Agreement No. 96-01: The applicant requests approval of an amendment of the Development Agreement between the City of Anaheim and Walt Disney World Co. (renamed Walt Disney Parks and Resorts, U.S., Inc. in 2009), to provide continued certainty to Disney to facilitate growth and investment in The Disneyland Resort and specified benefits to the City.

A Development Agreement is a contract between the City and a property owner that provides certainty to the developer that the approved project will be exempt from future changes to zoning laws. In exchange for that certainty, a Development Agreement requires the developer to provide benefits to the city beyond what would otherwise be required by existing regulations and ordinances. The property owner is also required to submit annual reports to the City demonstrating compliance with the terms of the Agreement. State law allows cities and project applicants to enter into a development agreement for their mutual benefit.

The existing Agreement, provided as Attachment No. 23, pertains to the development and implementation of The Disneyland Resort project which includes development of a second theme park (Disney California Adventure), additional hotel rooms (Disney’s Grand Californian Hotel & Spa), entertainment areas (Downtown Disney), administrative office facilities, back-of-house facilities, new public and private parking facilities, an internal transportation system, and the ongoing maintenance, enhancement, and expansion of The Disneyland Resort. The existing Agreement has a 40-year term that expires in 2036. The Agreement covers land owned or controlled by Disney within the DRSP; the Agreement does not cover properties that Disney owns or controls outside of the boundaries of the DRSP.

The existing Agreement also requires implementation of seven public benefits, referred to in the Agreement as “obligations.” Four of the obligations were completed prior to the 2001 Opening Day project of Disney California Adventure theme park, Downtown Disney, and the Grand California Hotel. The fifth obligation pertaining to right-of-way acquisition and dedication was completed by 2007. The last two obligations concern the ongoing development of remaining theme park, hotels and entertainment area and parking facilities in accordance with the development limits set forth in the DRSP and the implementation of an Anaheim Jobs program.

The proposed amendment to the Development Agreement (“First Amended DA”) would govern the development of the updated Disneyland Resort Project proposed as part of the DisneylandForward Project. The First Amended DA would include property owned or leased by Disney or subsidiaries of The Walt Disney Company in the DRSP and in the ARSP (“Disney Properties”).
The First Amended DA provides for:

- A new 40-year term from the effective date of the agreement, anticipated to be through 2064;
- A minimum $1.9 billion investment by Disney in theme park, lodging, entertainment, shopping and dining within 10 years;
- $30 million from Disney for affordable housing within five years of approval;
- $8 million from Disney for Anaheim parks within first year of approval;
- $40 million from Disney for street and transportation improvements;
- $10 million from Disney for sewer improvements along Katella Avenue;
- Disney continues workforce programs serving up to 10,000 Anaheim residents annually;
- Public Safety Agreements for Police and Fire;
- Staff reimbursement agreement for increased staff and service costs for enhanced plan check, permitting and inspection services; and
- Streamlined process for Disney Vacation Club projects and Transient Occupancy Tax (TOT) Revenue Neutrality Agreement providing equivalent TOT revenues to comparable hotels.

Abandonment: The applicant requests the abandonment and vacation of the three segments of existing public right-of-way. Specifically:

- Magic Way which is owned by Disney and is encumbered by easements to the City for a public road, public utility, and other public purposes. It is currently improved as a street and the abutting properties to the north and south are under Disney’s sole possession and control.

- Clementine Street which is also owned by Disney and is encumbered by an easement to the City for a public road. It is currently the driveway into the Toy Story parking lot and the abutting property to the east and west is under Disney’s sole possession and control.

- Hotel Way is owned by Southern California Edison, leased to Disney for ingress and egress to the Pumbaa parking lot, and is encumbered by an easement to the City for a public road.

Findings and Analysis:

General Plan Amendment: Before the City Council may approve a General Plan Amendment, it must make a finding of fact that the evidence presented shows that all of the following conditions exist:
1) The proposed amendment maintains the internal consistency of the General Plan;

2) The proposed amendment would not be detrimental to the public interest, health, safety, convenience or welfare of the City; and

3) The proposed amendment would maintain the balance of land uses within the City.

The proposed General Plan Amendment to the Land Use and Circulation Elements and the City’s Bicycle Master Plan maintains the internal consistency of the General Plan, as the proposed modifications to the General Plan are consistent with the General Plan goals and policies, as described in detail in Table 5.10-1 (Consistency of the Project with the General Plan) (Attachment No. 24).

The proposed General Plan Amendment would not be detrimental to the public interest, health, safety, convenience, or welfare of the City because the proposed amendment would result in and support the continued development of General Plan Commercial Recreation land uses envisioned for The Anaheim Resort, the implementation of new bike facilities in and around The Anaheim Resort, and the implementation of public right-of-way improvements needed to support the Project, as described in detail in Final SEIR No. 352.

The proposed General Plan Amendment would maintain the balance of land uses within the City because the Project’s land use densities and uses would continue to be compatible with the Commercial Recreation land use designation; allow for continued development of the currently entitled land uses including a mix of theme park, hotel uses and parking areas plus the development of additional parking spaces for theme park employees, allow the ability to transfer currently entitled land uses on DRSP Disney Properties to other Disney Properties within the DRSP and the ARSP, and the Project has been designed to continue to be compatible with and complementary to the surrounding land uses.

The proposed amendments to the General Plan Land Use Element would not modify the boundaries of the Commercial Recreation land use designation or change the Land Use Plan (Figure LU-4 of the General Plan).

Specific Plan Amendment (Amendment No. 9 to the DRSP and Amendment No. 17 to the ARSP) and Zoning Code Amendment (Chapters 18.114 and 18.116 of the Anaheim Municipal Code): Before the City Council may approve a Specific Plan Amendment, it must make a finding of fact that the evidence presented shows that all of the following conditions exist:

1) That the property proposed for the specific plan has unique site characteristics, such as topography, location or surroundings, that are enhanced by special land use and development standards;

2) That the specific plan is consistent with the goals and policies of the General Plan, and with the purposes, standards and land use guidelines therein;
3) That the specific plan results in development of desirable character that will be compatible with existing and proposed development in the surrounding neighborhood;

4) That the specific plan contributes to a balance of land uses throughout the City; and

5) That the specific plan respects environmental, aesthetic and historic resources consistent with economic realities.

The property proposed for the amendments to the DRSP and ARSP Specific Plan documents and Zoning and Development Standards (Chapters 18.114 and 18.116 of the Anaheim Municipal Code) has unique site characteristics, such as topography, location or surroundings that are enhanced by special land use and development standards. The DRSP and ARSP is located in an area of the City known as The Anaheim Resort, which is designated on the City of Anaheim General Plan for Commercial Recreation land uses. The Commercial Recreation designation is implemented by three Specific Plans, including the DRSP and the ARSP, and is intended to provide for tourist and visitor-serving uses. The proposed amendment would not change the boundaries of the existing DRSP or ARSP.

The proposed amendments to the DRSP and the ARSP are consistent with the goals and policies of the General Plan. The Project provides for a mix of tourist and visitor-serving uses, including theme park, retail, restaurant, entertainment, hotels, and parking uses. The proposed DRSP and ARSP amendments are consistent with, and implements, the existing goals and policies of the General Plan and with the purposes, standards and land use guidelines therein. The proposed amendments would also be consistent with the goals and policies of the General Plan following the approval of the General Plan Amendment, now pending, to the Land Use and Circulation Elements and the City’s Bicycle Master Plan. The Project’s consistency with the General Plan is described in detail in Table 5.10-1 (Consistency of the Project with the General Plan) (Attachment No. 24).

The proposed amendments to the DRSP and the ARSP would result in development of desirable character that would continue to be compatible with existing and proposed development in the surrounding neighborhood. The proposed amendments provide for continued development of theme park, hotel, parking and other visitor-serving uses consistent with the General Plan Commercial Recreation land use designation. The proposed amendments also include amended zoning and development standards and design guidelines for these uses, including, but not limited to, building heights, setbacks and screening requirements, which have been designed to be compatible with surrounding uses, implement the General Plan, and will enhance and preserve the general welfare, as described in detail in the proposed amended DRSP and ARSP.

The proposed amendments to the DRSP and the ARSP would continue to contribute to a balance of land uses throughout the City by encouraging tourist and entertainment related industries in an area of the City specifically designated for this type of development. The proposed amendments would allow for the transfer of previously approved theme park square footage and parking spaces from the DRSP to Disney Properties in the DRSP and ARSP to permit greater flexibility in the development of these uses. In the DRSP, this includes the potential addition of theme park and hotel uses in the Southeast District (former Future Expansion District) and in the expanded Theme
Park District. It also includes the potential transfer of DRSP theme park uses to the proposed new ARSP Theme Park East and Theme Park West Overlays and the potential transfer of parking uses from the DRSP Parking District to the adjacent proposed new ARSP Parking Overlay. It would also permit an increase of 4,376 theme park employee parking spaces in the new ARSP Parking Overlay north of Ball Road. The proposed amendment would not increase the overall maximum development square footage or hotel rooms currently allowed by the ARSP and the DRSP.

The proposed amendments to the DRSP and ARSP would continue to respect environmental, aesthetic and historic resources consistent with economic realities. All potential environmental impacts associated with the Project have been analyzed in Final Subsequent Environmental Impact Report No. 352 for the Project and the Findings and a Statement of Overriding Considerations and applicable mitigation measures have been established in Mitigation Monitoring Program No. 387, as discussed in other sections of this report.

Zoning Code Amendment: The requested Zoning Code amendment would modify Section 18.40.080 (Structural Height Limitations – Anaheim Commercial Recreation Area), including the Anaheim Commercial Recreation Area Maximum Permitted Structural Height Map (Height Map), of Chapter 18.40 (General Development Standards) to implement the Project.

The Zoning Code may be amended upon a finding that the action is necessary to implement the General Plan and will enhance and preserve the general welfare. The proposed Zoning Code change is consistent with the proposed amendments to the General Plan, the DRSP and the ARSP. The current building height requirements for these properties were designed to protect views of uses on these properties from the Theme Park District. With the potential for theme park and mixed-uses to be developed on these properties in the future, there would be less concern for visual intrusion into the Theme Park District by non-themed architecture. This amendment would allow these areas to be regulated by more detailed DRSP and ARSP zoning and development standards and design guidelines which would provide more flexibility to develop theme park and hotel uses, while minimizing visual intrusion to neighboring properties by design elements including more site specific height limits, minimum building setbacks, landscape, screening and architectural treatments.

Amendments to The Anaheim Resort Public Realm Landscape Program and The Anaheim Resort Identity Program: The proposed amendments to these Programs would be consistent and compatible with the amendments to the DRSP and ARSP and would provide for updated planting palettes that are more climate appropriate and updated arrival gateways, pedestrian bridge/crossings and pedestrian and informational signs to support the Project.

First Amended and Restated Development Agreement No. 96-01: In 1982, the City Council approved a resolution establishing procedures and requirements for the consideration of development agreements and amendments thereto. Before the City Council may approve an agreement or amendment, it must make a finding that all of the four following conditions exist:

1) The proposed Development Agreement is consistent with the General Plan and any applicable specific plan;
2) The proposed Development Agreement is compatible with the uses authorized in, and the regulations prescribed for, the applicable zoning district(s) in which the project is and will be located;

3) The proposed Development Agreement is compatible with the orderly development of property in the surrounding area; and

4) The proposed Development Agreement is not otherwise detrimental to the health and safety of the citizens of the City of Anaheim.

The First Amended and Restated Development Agreement No. 96-01 (“First Amended DA”) is consistent with the goals, policies, programs, objectives, purposes, standards and land use guidelines specified in the General Plan and any applicable specific plan. The Project continues to provide for a mix of theme park, hotels, retail and entertainment uses, and parking as provided for the Commercial Recreation land use designation. It would also permit the transfer of uses permitted under the previously-approved DRSP to an expanded Theme Park District and the Southeast District in the DRSP and to new Theme Park East and Theme Park West Overlays and Parking Overlays in the ARSP to provide flexibility for development of these uses. It would also provide for implementation of appropriate right-of-way improvements and bike facilities to support the Project and surrounding community. A detailed description of the Project’s consistency with the General Plan is provided in Table 5.10-1 (Consistency of the Project with the General Plan) (Attachment No. 24).

The First Amended DA is compatible with the uses authorized in, and the regulations prescribed for, the zoning district(s) applicable to the Property, as proposed for amendment, as a mix of theme park, hotels, retail and entertainment uses, and parking is permitted within the DRSP and ARSP Zones and the Project would provide for additional flexibility for development of these uses.

The First Amended DA is compatible with the orderly development of property in the surrounding area as the Project would continue to implement a mix of theme park, hotels, retail and entertainment uses, and parking consistent with the Commercial Recreation land use designation, at a density that is consistent with the maximum density allowed for the DRSP and ARSP, and with zoning and development standards designed to be compatible with the surrounding commercial and residential land uses in the vicinity.

The First Amended DA is not otherwise detrimental to the health and safety of the citizens of the City of Anaheim in that it provides for extensive public benefits as described previously in this report. Further, the proposed amendment to the Development Agreement constitutes a lawful, present exercise of the City’s police power and authority under, is entered into pursuant to, and is in compliance with the City’s charter powers, the requirements of Section 65867 of California Government Code and the Procedures Resolution.

Public Safety Agreements: The First Amended DA and environmental mitigation measures provide that Disney and the City will enter into a Fire Operations Agreement (FOA) and a Police Operations Agreement (POA) pursuant to which Disney will reimburse the City for the costs of public safety personnel, facilities and equipment that serve the Project. Disney and City staff have
negotiated drafts of the FOA (Attachment 11) and POA (Attachment 12), which are proposed for approval as part of the City Council’s consideration of the Project.

The FOA includes provisions to construct and maintain a fire substation in the Theme Park District. The FOA also includes provisions for reimbursement of certain personnel and equipment, as well as criteria for incremental increases. Disney will reimburse the City for the fully burdened hourly rates for four paramedics (i.e. two paramedic teams) assigned to the Disneyland Resort. This will increase by two additional paramedics (i.e. one paramedic team) when annual volume of service calls to the Resort reaches 6,000 (the current annual volume of service calls is approximately 4,000), and an additional paramedic team for each incremental annual increase of 2,000 service calls. Disney will reimburse the City for the fully burdened hourly rates for two community risk reduction personnel assigned to the Resort and the cost of startup and periodic replacement equipment for such personnel. Disney will reimburse the City for the total annual cost of one fully-equipped and staffed ambulance assigned to the Resort and will reimburse the City for the cost of an additional ambulance when the volume of patient transports from the Resort in a single year reaches 3,650 (which is approximately twice the current number of annual transports).

The POA includes provisions to construct and maintain certain facilities, including a police substation in the Theme Park District and a police satellite office in the Southeast District or Theme Park East Overlay. The POA also includes provisions for reimbursement for personnel and equipment. Disney will reimburse the City for the fully burdened hourly rates for 14 Police Officers (12 officers and two sergeants) assigned to the Disneyland Resort. The POA includes provisions for Disney to reimburse the City for an increase in the number of officers based on construction of a new theme park, security screening station, new entrance, and/or new uses west of Disneyland Drive. In terms of equipment reimbursement, Disney will reimburse City for the total annual cost of acquiring and maintaining four marked patrol vehicles and one or more deterrent vehicles. The Chief of Police and Disney’s Vice President of Security will meet and confer quarterly regarding additional needed equipment to be reimbursed by Disney.

**Abandonments:** In consideration of the abandonment request, Anaheim Public Works reviewed pertinent property rights, including abutter's rights, to ensure no direct loss to public right-of-way would occur upon the abandonment and vacation of these existing roadway segments. In doing so, Anaheim Public Works confirmed (1) the existing roadway segments of Magic Way and Clementine Street lie within property under one ownership (Disney) and do not continue through separate ownership nor do they touch the property of a separate owner, (2) Disney's reversionary property rights as the sole landowner abutting Magic Way and Clementine Disney and (3) Disney's ability to secure private access if necessary within the Southern California Edison corridor upon the abandonment and vacation of Hotel Way.

Additionally, the Operational Traffic Analysis for the Project considered the abandonment of these existing roadway segments, including the subsequent closure to non-emergency vehicles of Magic Way at the westerly intersection with Walnut Street. The Operational Traffic Analysis concluded that the Project would have no discernible effect on traffic patterns in the study area. In response to public comments regarding use of Magic Way, a Supplemental Analysis for Magic Way was prepared and reviewed by the City Traffic Engineer and is included as Attachment No. 25. The Supplemental Analysis confirms that approximately 80% of the Magic Way trips use the easterly intersection at Disneyland Drive which will remain open following abandonment. The remaining
trips, the majority of which either originated or had a destination at a Disney property, would relocate to an alternative route, consistent with the conclusions of the Operational Traffic Analysis.

Upon the formal vacation of the existing roadway segments, the City will reserve a public utility/service easement across the entire abandoned right-of-way for all existing public facilities in place at the time of abandonment. In doing so, the City will retain control of property rights necessary for maintaining and operating those public utilities/service facilities and authority to prohibit unharmonious development encroaching onto those required easement areas. Specific to Magic Way, the Project also includes conditions and obligations to permit pedestrian and emergency vehicle access upon abandonment and vacation.

Lastly, the abandonment and vacation of the existing roadway segments is contingent upon the City receiving compensation. An Appraisal for Right-of-Way Abandonments (Attachment 26) has been prepared to establish the fair market value of the segments.

The First Amended DA provides Disney with the option, at their discretion, to exercise the abandonment of any or all these existing roadway segment(s) within twenty years from the date of execution of the First Amended DA. However, due to the prolonged period (20 years), an updated appraisal shall be required for any existing roadway segment not formally abandoned and vacated within ten years from the effective date of the First Amended DA. Disney shall pay the greater amount for that existing road segment(s) abandoned and vacated after the ten-year period.

Until such time as Disney exercises the option to abandon any or all of these existing roadway segments(s), the City's property rights and responsibilities will remain in their current condition.

Based on the review of property rights, traffic analyses, and the promises, covenants, and consideration outlined in the First Amended DA, Anaheim Public Works concluded that the existing road segments, if approved for abandonment and vacation, are unnecessary for public use.

**Fiscal Analysis:** The Disneyland Resort commissioned The Woods Center for Economic Analysis & Forecasting at California State University, Fullerton (CSUF), to conduct an economic and fiscal impacts analysis to evaluate potential expansion scenarios at the Disneyland Resort. The Executive Summary of this analysis is provided as Attachment 27. CSUF reviewed proprietary information and data provided confidentially by Disney, including data regarding construction spending, Cast Member wages, hotels, taxes, third-party spending, and vendor spending. According to the CSUF analysis, investment by Disney in theme parks or hotels generates jobs and increases labor income, economic output, and tax revenue in the construction and operating phase.

**Environmental Analysis:** Final Subsequent Environmental Impact Report (Final SEIR) No. 352 to FEIR No. 311 and Supplemental FEIR No. 340 has been prepared pursuant to the California Environmental Quality Act (CEQA) for the proposed DisneylandForward Project, along with Findings and a Statement of Overriding Considerations (Attachment 28) and Mitigation Monitoring Program (MMP) No. 387 (Attachment 29).

Final SEIR No. 352 includes the Draft SEIR No. 352; comments and recommendations received on the Draft SEIR No. 352; a list of persons, organizations and public agencies that submitted comments on Draft SEIR No. 352; the responses of the City, as lead agency, to environmental
issues raised during the review and consultation process; corrections, clarifications and additions to Draft SEIR No. 352, which do not alter the conclusions of the Draft SEIR No. 352; and Mitigation Monitoring Program No. 387 prepared for the Project (Attachment 30).

The primary purpose of Draft SEIR No. 352 (Attachment No. 31) is to review the analyses in the prior EIRs to determine if the changes proposed by the DisneylandForward Project would create new significant impacts or substantially increase the severity of significant impacts identified in the prior EIRs or trigger any of the other standards for supplemental review under CEQA. For each environmental topic discussed, the Draft Subsequent EIR analyzes how the impacts associated with the transfer of previously approved uses to other Disney Properties and other proposed Project changes compare to those impacts discussed and analyzed in the prior EIRs and determines if the Project would create a new or substantially more severe significant impact than determined in the prior EIRs. Draft SEIR No. 352 provides mitigation measures, where applicable, to reduce these impacts.

Even with the implementation of the proposed mitigation measures, the Project would result in significant unavoidable impacts related to air quality, cultural resources, greenhouse gas emissions, and noise. Therefore, Findings of Fact and a Statement of Overriding Considerations document that would support certification of the Final SEIR and approval of the Project has been prepared. The document summarizes the significant impacts of the Project, describes how these impacts are to be mitigated, describes the level of significance of impacts after mitigation, and describes and makes findings regarding alternatives to the Project. The Statement of Overriding Considerations presents the benefits to override the significant impacts related to the Project that cannot be mitigated to a less than significant level, including providing community and fiscal benefits to the City, providing jobs, incorporating sustainability and efficiency features, increasing pedestrian safety, enhancing bicycle circulation, implementing vehicle trip reduction measures, and increasing setback and height step-back standards. It also states that the City Council, as the decision-making body, has balanced the benefits of the Project against its unavoidable significant environmental effects and has determined that the benefits of the Project outweigh the adverse effects and, therefore, the adverse effects are considered to be acceptable.

Staff recommends that the City Council certify the Project’s subsequent environmental impact report, adopt the Findings and a Statement of Overriding Consideration and MMP No. 387, and determine that no further environmental analysis is required.

Community Engagement: The City created a Project webpage (Anaheim.net/DisneylandForward) in 2021 to provide a landing page for the community interested in the Project where available Project information would be consolidated upon release and the public could easily sign up to receive notices for City meetings and workshops. Key dates in the community engagement schedule include:

- November 29, 2021 – Project Public Scoping Meeting;
- September 14, 2023 – Publication of the following: Draft SEIR No. 352, including CEQA Transportation Analysis and Operational Traffic Analysis; draft DRSP and ARSP, including zoning code amendments with development standards; proposed Height Map; draft Anaheim Resort Identify Program; and draft Anaheim Resort Public Realm Landscape Program;
• October 9, 2023 – Planning Commission Public Workshop: CEQA Draft SEIR;
• January 23, 2024 – City Council Public Workshop: Project and Development Agreement;
• February 26, 2024 – Planning Commission Public Workshop: Project and Development Agreement;
• February 29, 2024 – Publication of the following: Final SEIR No. 352, exhibits for the General Plan Amendments, and the summary of terms for the First Amended DA;
• March 6, 2024 – Publication of Draft First Amended DA;
• March 7, 2024 – Publication of Planning Commission Staff Report and Attachments;
• March 11, 2024 – Planning Commission Public Hearing; and
• April 10, 2024 – Informational Open House to provide an opportunity for members of the public to ask questions of subject matter experts.

In addition to City-led community engagement, the Disney project team indicates they have conducted over 100 individual and group briefings of neighboring residents, businesses, stakeholders located within or near the Project Site over the last three years. They have also briefed the City of Anaheim, the City of Buena Park, the City of Garden Grove, a variety of local and regional public agencies, and federal, state, county and local elected officials. This proactive engagement included reaching more than 100,000 households via mail with over 2,000 Anaheim residents expressing interest in the project, 13 community coffees reaching nearly 800 community members, and over 100 touchpoints in the community. Further, they have maintained a separate project website to share project information. Attachment No. 32 provides the applicant’s community outreach summary.

All public correspondence received on the Project during the comment period for the Environment Analysis is included in Attachment 30 along with the required responses. All public correspondence received beyond the CEQA comment period is included in Attachment 33.

Additional Development Agreement Provisions and Conditions of Approval:

Following the Planning Commission public hearing, and in response to concerns raised by community members about the future closure of Magic Way, an additional development agreement provision was added to ensure that previously planned City improvements at the Ball Road/Walnut Street and Ball Road/Disneyland Drive intersections are completed prior to the abandonment and vacation of Magic Way. Specifically, Section 3.1.9.2 (A) in the First Amended DA has been amended to include the following:

(ii) Disney will not seek and the City will not finalize abandonment of the Magic Way Road Segment until the City has completed its currently planned improvements to the intersections of Ball Road and Walnut Street, and Ball Road and Disneyland Drive, the contracts for both of which are expected to be awarded not later than one year after the Effective Date of this Agreement.
Additionally, in response to concerns raised with truck deliveries at Gate 26 on Walnut Street, the applicant has agreed to an additional condition of approval to immediately limit ingress and phase out egress in the near term. Specifically, Condition No. 30 has been added to the Project as follows:

No later than thirty (30) days after the City Council’s action on Amendment No. 9 to The Disneyland Resort Specific Plan No. 92-1, the property owner/developer shall cease using Gate 26 on Walnut Street as an authorized access point for vehicle ingress to the Project site, and no later than five (5) years after said City Council action date shall cease using Gate 26 as an authorized point of vehicle egress from the Project site onto Walnut Street. In no event shall these shifts in vehicle access be considered to restrict emergency and/or security vehicles from using Gate 26 for access to and from the Project site, or to prevent the property owner/developer from allowing use of Gate 26 for vehicle ingress or egress in exigent circumstances.

CONCLUSION:

The Project, including the recommended project actions, would provide more flexibility to develop a wider range of attractions, hotel accommodations, restaurants, and shopping opportunities, which would support the long-term growth of The Disneyland Resort and enhance the success and vitality of The Anaheim Resort.

The Planning Commission found the Project to be in conformance with the General Plan, The Disneyland Resort Specific Plan, the Anaheim Resort Specific Plan, the Zoning Code, The Anaheim Resort Public Realm Landscape Program and The Anaheim Resort Identity Program, as amended. Staff recommends approval of the Project.

IMPACT ON BUDGET:

There is no budgetary impact. The costs associated with this hearing will be incurred by the project applicant.

Respectfully submitted,

Ted White
Deputy City Manager
Director of Planning and Building

Rudy Emami
Director of Public Works
Attachments:
1. Resolution for FSEIR No. 352
2. Resolution for General Plan Amendment
3. Ordinance for Amendment No. 9 to The Disneyland Resort Specific Plan No. 92-1
4. Ordinance for Zoning Code Amendment (Chapter 18.114) DRSP. No. 92-1
5. Ordinance for Amendment No. 17 to the Anaheim Resort Specific Plan No. 92-2
6. Ordinance for Zoning Code Amendment (Chapter 18.116) ARSP. No. 92-2
7. Ordinance for Zoning Code Amendment (Section 18.40.080) Structural Height Limitations – Anaheim Commercial Recreation Area
8. Resolution for Amendment No. 6 to The Anaheim Resort Public Realm Landscape Program
9. Resolution for Amendment No. 4 to The Anaheim Resort Identity Program
10. Ordinance for First Amended and Restated Development Agreement No. 96-01
11. Draft Fire Operations Agreement
12. Draft Police Operations Agreement
13. Resolution for Magic Way Abandonment
14. Resolution for Clementine Street Abandonment
15. Resolution for Hotel Way Abandonment
16. Planning Commission Staff Report dated March 11, 2024 (without attachments)
17. Draft March 11, 2024 Planning Commission Minutes
18. Summary of Additions and Amendments to Planning Commission Materials
19. Draft Redlined Chapter 18.114 (Disneyland Resort Specific Plan No. 92-1)
20. Draft Redlined Chapter 18.116 (Anaheim Resort Specific Plan No. 92-2)
21. Summary of Amendments to the Disneyland Resort Specific Plan (DRSP), and Anaheim Resort Specific Plan (ARSP), The Anaheim Resort Public Realm Landscape Program, and The Anaheim Resort Identity Program
22. Draft Planning Standard Detail No. 10 – Tree and Shrub Selection Matrices
23. Adopted Development Agreement No. 96-01
24. Table 5.10-1 (Consistency of the Project with the General Plan)
25. Supplemental Analysis for Magic Way Traffic Redistribution
26. Appraisal for Right-of-Way Abandonments
27. Executive Summary: Economic Impacts of Potential Expansion of Theme Parks and Lodging at the Disneyland Resort
28. Findings and Statement of Overriding Considerations
29. Mitigation Monitoring Program (MMP) No. 387
30. Final Subsequent Environmental Impact Report No. 352
31. a. Draft Subsequent Environmental Impact Report No. 352 Volume 1
   b. Draft Subsequent Environmental Impact Report No. 352 Volume 2
32. Applicant Community Outreach Summary
33. Public Correspondence
34. Applicant’s Letter of Request