

EXHIBIT "A"

CONDITIONS OF APPROVAL

For

Site Plan No. SP-027-2016 and Variance No. V-013-2016
13512 Newhope Street

General Conditions

1. The Applicant and each owner of the property shall execute, and the applicant shall record a "Notice of Agreement with Conditions of Approval and Discretionary Permit Approval," as prepared by the City Attorney's Office, on the property. Proof of such recordation is required within 30 days of this approval.
2. The term "Applicant", as used herein, shall mean and refer to each of the following: the project applicant, Outfront Media, LLC, the owner(s) of the property on which the relocated billboard is located, any future tenant of said property operating under this Site Plan and Variance approval, and each of their respective successors and assigns.
3. All Conditions of Approval set forth herein shall be binding on and enforceable against the "Applicant" as defined above. All Conditions of Approval are required to be adhered to for the life of the project, regardless of property ownership. Except as otherwise expressly provided in these Conditions of Approval, any changes to the Conditions of Approval require approval by the Planning Commission.
4. Site Plan No. SP-027-2016 and Variance No. V-013-2016 shall not become effective until and unless the City Council approves a Billboard Relocation Agreement with the Applicant. In the event that a Billboard Relocation Agreement with the Applicant is not approved by the City Council, the City's approval for SP-027-2016 and V-013-2016 shall be deemed null and void and of no effect. Approval of this Site Plan and Variance shall not be construed to mean any waiver of applicable and appropriate zoning and other regulations. Unless otherwise expressly specified, all other requirements of the Garden Grove Municipal Code shall apply. The Applicant shall obtain and abide by any necessary permits or licenses required to demolish and remove the existing billboards and to erect and operate the proposed electronic billboard structure, in compliance with all applicable laws.
5. Minor modifications to the site plan or these Conditions of Approval may be approved by the Community and Economic Development Director, in his or her discretion. Proposed modifications to the site plan or to these Conditions of Approval determined by the Community and Economic Development

Director not to be minor in nature shall be subject to approval of new and/or amended land use entitlements by the Planning Commission or other applicable City hearing body.

6. The approved site plan, elevations, and the use of the subject property as represented by the Applicant, are integral parts of the decision approving this Site Plan and Variance. Before major modifications may be made to the approved plans or use that result in the intensification of the approved use or create impacts that have not been previously addressed, the proper entitlements shall be obtained reflecting such changes.

Building Services Division

7. The billboard structure shall comply with the California Building Standards Code.

Fire Department

8. The proposed sign shall not encroach into any required fire lane. Adequate emergency vehicle access shall be maintained at all times.

Community and Economic Development Department

9. This approval shall be for a billboard relocation pursuant to Garden Grove Municipal Code Section 9.20.110.B. Specifically, this approval authorizes the demolition and permanent removal of three (3) existing legal non-conforming billboard structures with five (5) faces in the City and the installation of a relocated double-faced freeway-oriented electronic billboard sign along the Garden Grove (22) Freeway in compliance with the approved set of plans submitted with the subject Site Plan and Variance request and the requirements of Garden Grove Municipal Code Section 9.20.110 (Billboards). The Applicant's rights and obligations regarding maintenance and removal of the relocated billboard structure and sign faces shall be as established in the Relocation Agreement approved by the City Council. This Site Plan approval shall not result in the granting of any rights to the Applicant with respect to maintenance and removal of the relocated billboard than are greater than as established in the Relocation Agreement or possessed with respect to any of the legal non-conforming billboards to be removed pursuant to this Site Plan approval.
10. The maximum height of the billboard sign shall be 75 feet as measured from grade to top of sign. The electronic billboard faces shall not be larger than 14 feet high x 48 feet wide (672 square feet).

11. The design of the sign shall be consistent with the design approved by the Planning Commission and shown on the submitted plans. Color and material samples of the metal cladding shall be submitted to, and approved by, the Planning Division prior to issuance of building permits.
12. The sign faces of the relocated billboard shall be oriented toward the freeway and shall not cause excessive light and glare impacts on the freeway, adjacent streets or adjacent properties. The sign shall comply with all standards, requirements and limits applicable to illumination, light output, and message/image display set forth in Garden Grove Municipal Code Section 9.20.110.
13. The Applicant and the proposed relocated billboard shall comply will all applicable location, distance, size, operational, permit or licensing, and/or other requirements for off-premise electronic signs adjacent to the freeway right-of-way imposed by Federal or State law, including without limitation, the California Outdoor Advertising Act, California Business and Professions Code Section 5200, et. seq., and its implementing regulations, including applicable amendments thereto. To the extent such State or Federal requirements are stricter or more limiting than the requirements imposed pursuant to these Conditions of Approval, the stricter or more limiting State or Federal requirements shall apply. The Applicant shall demonstrate compliance with all applicable State and Federal requirements to the reasonable satisfaction of the Community and Economic Development Director prior to issuance of building permits and for as long as the relocated billboard remains in place on the property.
14. The Applicant shall make space available for the display of emergency messaging in accordance with local, regional, and/or state protocols.
15. In accordance with Garden Grove Municipal Code Section 9.20.110.D, the Applicant's permanent removal of at least five (5) existing billboard sign faces and associated structures located within the City is an express condition to the City's approval of this Site Plan. Pursuant to the Applicant's proposal, three (3) existing billboard structures with a total of five (5) sign faces located within the City of Garden Grove will be permanently removed. The removal of these existing billboard structures shall be completed prior to issuance of building permits for the construction and installation of the proposed relocated electronic billboard sign.
16. The applicant shall enter into a Billboard Relocation Agreement with the City pursuant to Garden Grove Municipal Code Section 9.20.110.D. Said Agreement shall be approved by the City Council and fully executed prior to issuance of building permits for the relocated billboard sign. The schedule of

performance for removal of existing billboards and installation/relocation of new electronic billboard, the time frame for Applicant's maintenance and eventual removal of the relocated billboard on the subject property, the implementation of applicable mitigation measures, and the donation of advertising time on the billboard for community events to the City shall be as set forth in the Billboard Relocation Agreement.

17. Permissible hours and days of construction of the proposed electronic billboard and demolition/removal of existing billboards shall be as set forth in the City of Garden Grove's Municipal Code Section 8.47.010, referred to as the Noise Control Ordinance.
18. The Applicant shall fully comply with and implement all mitigation measures identified in the Mitigated Negative Declaration adopted in conjunction with the approval of Site Plan No. SP-027-2016 and Variance No. V-013-2016. Specifically, and without limitation, such mitigation measures include the following:
 - a. The Applicant shall demonstrate compliance with a maximum 0.3-foot candle increase over ambient light at 250 feet from the sign face at all times upon initial start-up through field testing. If subsequent complaints consisting of direct personal impacts are received by the City of Garden Grove, the applicant shall be required to fund follow-up field testing by an independent contractor or City staff trained in the use of a handheld photometer to demonstrate continued compliance with these requirements. If increases in ambient light are found to be above the 0.3-foot candle level, the dimming level shall be adjusted until this level can be demonstrated.
 - b. The electronic billboard shall be installed with sensors which automatically lower light output in accordance with atmospheric conditions (i.e., cloudy or overcast weather). Throughout sign operation, the dimness setting of the LED sign shall be adjusted in real time so it does not exceed the level of illumination identified under Mitigation Measure AES-1.
 - c. The operation of the electronic billboards shall comply with the following at all times:
 - No special visual effects that include moving or flashing lights shall accompany the transition between two successive messages, and no special visual effects shall accompany any message display;

- The minimum display duration time for messages shall be not less than 8 seconds, and the minimum display time between messages shall be not more than 1 second;
 - The LED billboard shall not contain any software, hardware, or other technology that would allow the billboard to interact with drivers, vehicles, or any device located in vehicles, including, but not limited to, a radio frequency identification device, geographic position system, or other device;
 - In the event of any failure or combination of failures that affect the electronic billboard's luminance, the operator shall impose a default to an output level no higher than 4 percent of the maximum luminance of the billboard. If this cannot be achieved, then the display shall be required to default to an "off" position until the problem can be resolved.
- d. The operator of electronic LED billboard shall submit within 30 days following June 30 of each year, a written report regarding operation of each electronic billboard during the preceding period of July 1 to June 30. The operator may submit a combined report for all such electronic billboards operated by such operator within the Garden Grove (22) Freeway Corridor. The report shall, when appropriate, identify incidents or facts that relate to specific electronic billboards. The report shall be submitted to the Office of the City Manager and the City Attorney, and shall include the following information:
- Status of the operator's license as required by California Business and Professions Code Section 5300 et seq.;
 - Status of the required permit for individual electronic billboards, as required by California Business and Professions Code Section 5350 et seq.;
 - Compliance with the California Outdoor Advertising Act, California Business and Professions Code Section 5200 et. seq. and all regulations adopted pursuant to such Act;
 - Compliance with California Vehicle Code Sections 21466.5 and 21467;
 - Compliance with provisions of written agreements between the U.S. Department of Transportation and the California Department of Transportation pursuant to the Federal Highway Beautification Act (23 U.S.C. § 131);
 - Compliance with mitigation measures and/or conditions of approval adopted as part of the project approval;
 - Each written or oral complaint received by the operator, or conveyed to the operator by any government agency or any other person, regarding operation of electronic billboards within the Garden Grove (22) Freeway Corridor;

- Each malfunction or failure of an electronic billboard operated by the operator within the Garden Grove (22) Freeway Corridor, which shall include only those malfunctions or failures that are visible to the naked eye, including reason for the malfunction, duration and confirmation of repair; and
 - Operating status of each electronic billboard operated by the operator within the Garden Grove (22) Freeway Corridor, including estimated date of repair and return to normal operation of any electronic billboard identified in the report as not operating in normal mode.
- e. During excavation and grading activities, if archaeological resources are discovered, the project contractor shall stop all work and shall retain a qualified archaeologist to evaluate the significance of the finding and appropriate course of action. Salvage operation requirements pursuant to Section 15064.5 of the *CEQA Guidelines* shall be followed and the treatment of discovered Native American remains shall comply with State codes and regulations of the Native American Heritage Commission.
19. The Applicant shall, as a condition of project approval, at its sole expense, defend, indemnify and hold harmless the City, its officers, employees, agents and consultants from any claim, action, or proceeding against the City, its officers, agents, employees and/or consultants, which action seeks to set aside, void, annul or otherwise challenge any approval by the City Council, Planning Commission, or other City decision-making body, or City staff action concerning Site Plan No. SP-027-2016 and Variance No. V-013-2016, as it relates to this project encompassed by Site Plan No. SP-027-2016 and Variance No. V-013-2016. The Applicant shall pay the City's defense costs, including reasonable attorney fees and all reasonable other litigation related expenses, and shall reimburse the City for court costs, which the City may be required to pay as a result of such defense. The Applicant shall further pay any adverse financial award, which may issue against the City including, but not limited to, any award of attorney fees to a party making such challenge. The applicant shall retain the right to select its counsel of choice in any action referred to herein, which shall be reasonably satisfactory to the City. In the event that any third party brings any challenge, the City shall give sufficiently prompt notice to the Applicant of such challenge and shall in all events give such notice within 10 days of the date that the Office of the City Attorney first learns of the challenge. Notwithstanding the foregoing, in the event any legal action or proceeding is filed against the City and/or applicant, seeking to attack, set aside, void or annul any of Site Plan No. SP-027-2016 and Variance No. V-013-2016, as it relates to the project encompassed by Site Plan No. SP-027-2016 and Variance No. V-013-2016, applicant shall have the right and obligation to either: (1) defend the City with legal counsel selected

by the applicant and reasonably satisfactory to the office of the City Attorney; or (2) request that the City rescind Site Plan No. SP-027-2016 and Variance No. V-013-2016, in which case the applicant would have no obligation to defend or indemnify the City and no obligation to make any payments described above; however, applicant shall reimburse the City for any costs incurred or assessed against the City as a result of the filing of such legal action or proceeding, provided the City acts promptly to rescind Site Plan No. SP-027-2016 and Variance No. V-013-2016 approval. The foregoing obligation to defend, indemnify and defend the City is subject to the condition that the City not voluntarily assist in any such third-party challenge or take any position adverse to the Applicant in connection with such third party challenge.