

# City of Brea Planning Commission

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## Staff Report

Meeting Date: 09.27.2022  
Study Session

TO: Honorable Chair and Planning Commission

FROM: Joanne Hwang, AICP, City Planner

**SUBJECT: BREA MALL MIXED-USE PROJECT – PROJECT PREVIEW**

### **EXECUTIVE SUMMARY**

The Applicant, Simon Property Group (Simon Properties), represented by Jocelyn Gubler, has submitted requests for the following entitlements:

- 1) Environmental Impact Report (EIR): to analyze the environmental impacts resulting from construction and operation of the Project, which is prepared pursuant to the California Environmental Quality Act (CEQA) and CEQA Guidelines Section 15132 (Contents of Final EIR), and CEQA Guidelines Section 15090 (Certification of the Final EIR);
- 2) General Plan Amendment (GPA): to change the General Plan Land Use designation of the Project site from Regional Commercial to Mixed Use I;
- 3) Zone Change (ZC): to change the zoning designation of the site from Major Shopping Center (C-C) with a Precise Development (P-D) overlay to Mixed Use I (MU-I);
- 4) Development Agreement (DA): for a contract between the Applicant and the City, defining the terms of development proposed by vesting the City's approval while specifying public benefits and improvements;
- 5) Precise Development Plan (PD): to demolish the former Sears building and surface parking lot and allow a new mixed-use development that includes retail, restaurants, for-rent residential apartments, a resort-type fitness center, and an outdoor gathering space;
- 6) Tentative Parcel Map (TPM): to adjust lot lines within the Project area to accommodate the Project; and

- 7) Conditional Use Permits (CUP): to allow a shared parking plan for the residential and commercial uses, allow on-site alcohol consumption of beer, wine and distilled spirits within dining establishments, to allow a resort-type fitness center and to amend the Brea Mall comprehensive sign program.

The above-mentioned entitlements herein are referred to as the "Project."

### **PROJECT LOCATION**

The Brea Mall encompasses approximately 74-acres of land with 1,291,433 square feet of commercial development, and is bounded by State College Boulevard and State Route 57 (SR-57) to the east, State College Boulevard and Imperial Highway to the south, Randolph Avenue to the west, and Birch Street to the north. The Project would occur within an approximately 15.5-acre area located at the southwest portion of the Brea Mall property, over the former Sears department store and adjacent surface parking lot. Refer to Figure 1 below for the Project Vicinity Map.

**Figure 1. Project Vicinity Map**



The Brea Mall site has a General Plan Land Use designation of Regional Commercial and zoning designation of Major Shopping Center (C-C) with a Precise Development (P-D). The surrounding land uses and zoning designation are shown in Table 1 and 2 and Figure 2 below.

**TABLE 1 – SURROUNDING LAND USES**

<b>North</b>	Brea Marketplace shopping center and multi-family and single-family homes <i>(across Birch Street)</i>
<b>East</b>	Commercial uses <i>(across State College)</i> and SR-57; Brea Plaza Shopping Center and single-family homes <i>(across SR-57)</i>
<b>South</b>	Commercial uses <i>(across State College)</i> ; Commercial uses and a gas station, <i>(across Imperial Highway)</i>
<b>West</b>	Brea Civic Center; Commercial uses and Brea Community Center <i>(across Randolph Avenue)</i>

**TABLE 2 – SURROUNDING ZONING DESIGNATIONS**

<b>North</b>	MU-I (Mixed Use I) and R-1 (Single Family Residential) <i>(across Birch Street)</i>
<b>East</b>	C-C (Major Shopping Center) <i>(across State College Boulevard)</i> ; R-2 (Multi-Family Residential) and C-G (Commercial General) <i>(across SR-57)</i>
<b>South</b>	C-C (Major Shopping Center) <i>(across State College Boulevard)</i> ; C-G (Commercial General) <i>(across Imperial Highway)</i>
<b>West</b>	P-F (Public Facilities), C-P (Commercial Professional), and C-G (Commercial General) <i>(across Randolph Avenue)</i>

**Figure 2. Surrounding Land Use Designations**



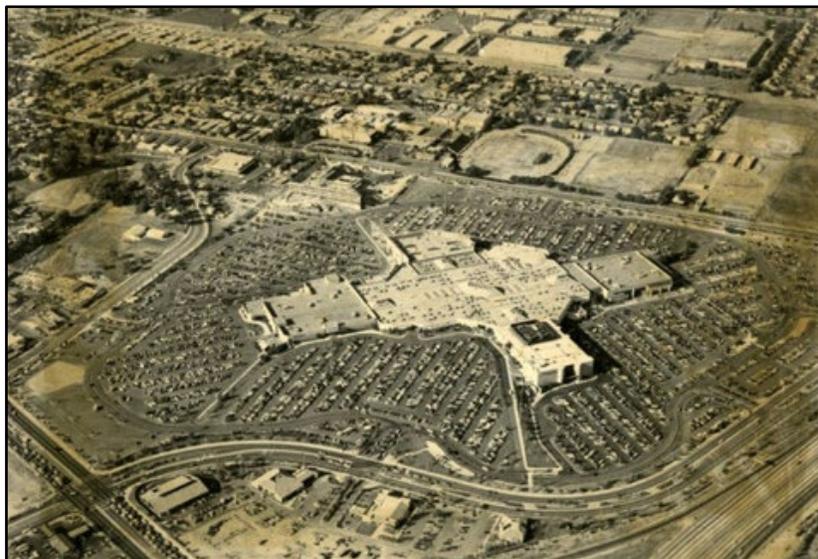
**BACKGROUND**

The Brea Mall first opened its doors in 1977 with 306,000 square feet of retail space, originally anchored by Sears and May Company California. The mall was first developed using the authority of the redevelopment statutes in place at that time. The mall has since been through several expansions. Later expansions were approved based on statutory development agreements. Nordstrom was added to the mall between 1977 and 1985. Historical photos of the Brea Mall construction in the 1970's are shown in Figures 3 through 5 below.

**Figure 3. Brea Mall Construction<sup>1</sup>**



**Figure 4. Brea Mall<sup>2</sup>**

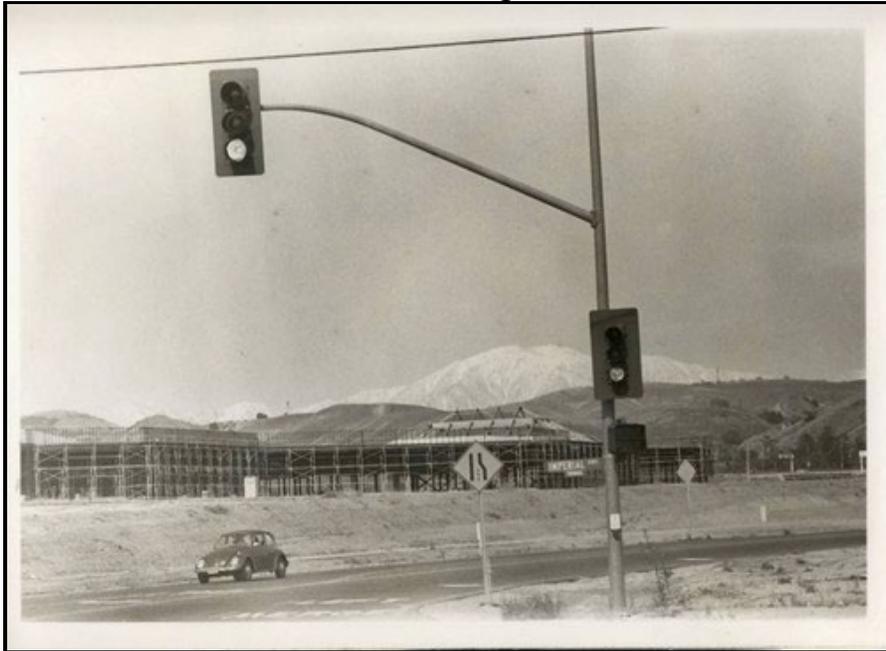


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<sup>1</sup> Title: Brea Mall Construction, Date: 197-, Collection: OC Stories Photos, Owning Institution: OC Public Libraries, Source: Calisphere Date of access: September 14 2022 23:49Permalink: <https://calisphere.org/item/01c165edccddb65fe264c5b5ef8ae63/>

<sup>2</sup> Title: Brea Mall, Date: 197-, Collection: OC Stories Photos, Owning Institution: OC Public Libraries, Source: Calisphere, Date of access: September 14 2022 23:49Permalink: <https://calisphere.org/item/5d5ea2b1492214fa1f000b41d9f7ca04/>

**Figure 5. Brea Mall Construction intersection of Imperial and State College Blvd.<sup>3</sup>**



**Entitlement History**

- **1985 Brea Mall Final EIR:** A Final EIR for the “Brea Mall/Civic Center Area Expansion and Development Project” was certified on February 1, 1985 (1985 Certified EIR). Brea Mall was identified as Planning Area 2 of the 1985 FEIR. The Final EIR evaluated expansion of the Brea Mall by 500,000 square feet:
  - Two new anchor tenants: 150,000 square feet each (resulting in five anchors total)
  - Third floor added to the Nordstrom department store: 40,000 square feet
  - Additional small shops: 160,000 square feet
  - Third parking structure

The Brea Mall expansion was projected to generate approximately 920 additional employees.

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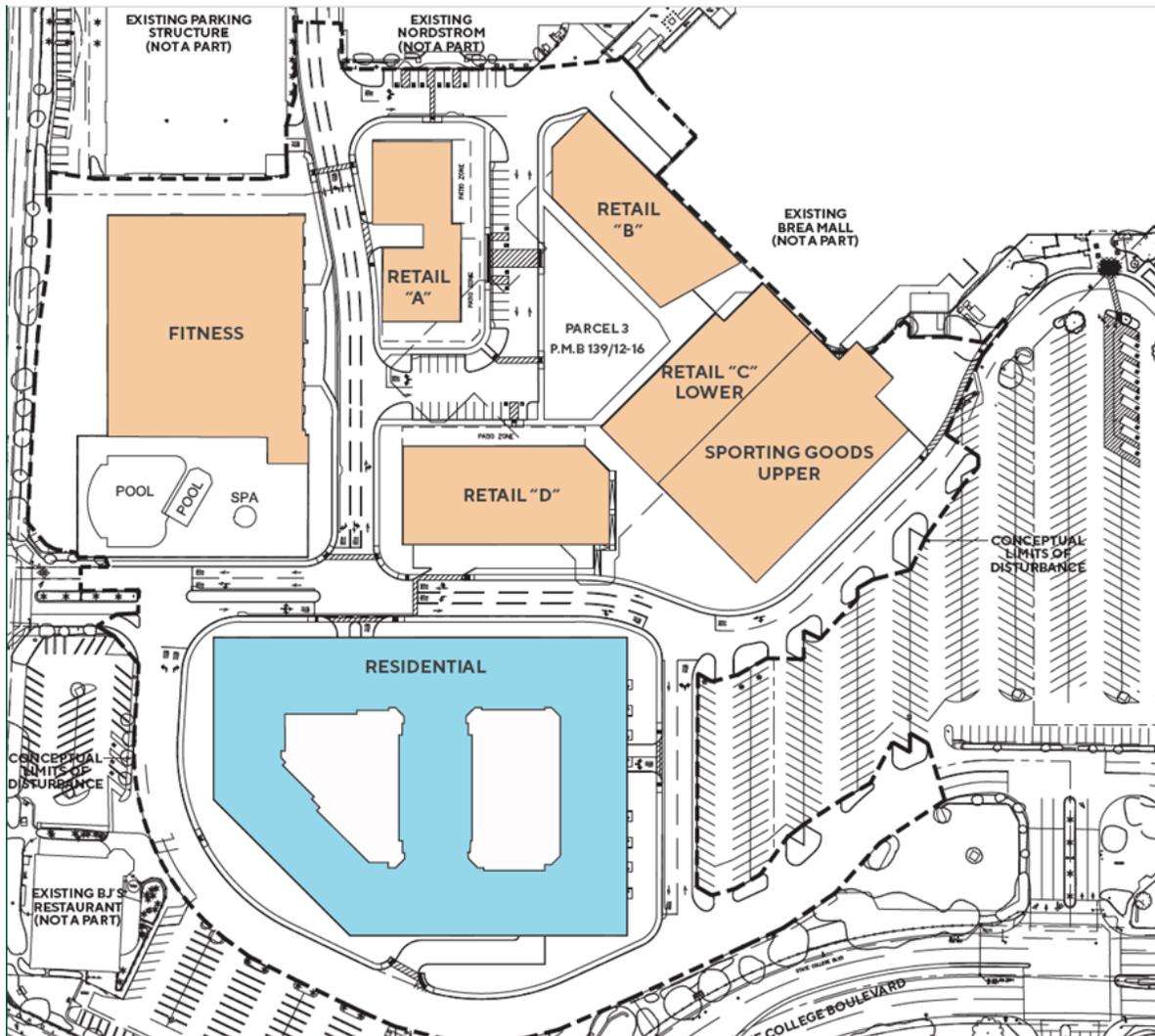
<sup>3</sup> Date: 197-, Collection: OC Stories Photos, Owning Institution: OC Public Libraries Source: Calisphere Date of access: September 15 2022 00:10  
Permalink: <https://calisphere.org/item/79cf14b264d4d07a7cca79ad539064e1/>

- **1987 Brea Mall Development Agreement and Subsequent Amendments:** The mall entered into a development agreement with the City in December 1987 (1987 DA), which was amended several times until it expired in 2007. Generally, it established the full buildout potential of the mall at 1,468,400 square feet of leasable commercial square footage
- **Brea Mall Mixed Use Plan (Current Proposal):**
  - On February 19, 2019, the Applicant filed planning applications for the Project which included the aforementioned entitlements.
  - On January 16, 2020, the Draft EIR prepared for the Project was circulated for a 45-day public comment review period, with the review period ending on March 2, 2020.
  - On January 25, 2022, the Planning Commission was presented with an initial Project Preview to provide an overview and update on the Project. Since then, staff continued to work with the Applicant and the City’s CEQA consultant to finalize the plans and CEQA documentation for Planning Commission review.
  - On or around September 27, 2022, the Final EIR will be released to the public and to the interested parties for review.
  - The tentative dates for the Planning Commission public hearing for the Project is October 25, 2022.

## **PROJECT DESCRIPTION**

The Project encompasses 15.5-acres located within the southwest portion of the 74-acre Brea Mall area. The Applicant proposes to redevelop 15.5-acre portion of the 74-acre Brea Mall site by demolishing now-closed Sears Department Store building, associated auto center (161,990 square feet) and approximately 7.5 acres of surface parking, in order to allow a new mix-use development, which would include retail, restaurants, for-rent residential apartments, a resort-type fitness center and an outdoor gathering space that is comprised of a 21,780 square foot (0.5 acres) “central green” and a 13,068 square foot (0.3 acres) plaza space. The *Brea Mall Mixed Use Site Plan*, which is Figure 2 below, shows the overall conceptual site plan, including both the residential, fitness and retail components for the Project (Figure 6).

**Figure 6. Brea Mall Mixed Use Site Plan**



Land Uses

In the General Plan, the Brea Mall is designated Regional Commercial, which has a maximum floor area ratio (FAR) of 0.65. Applying the General Plan FAR, the Brea Mall site would allow for development of a maximum of approximately 2,090,000 square feet of enclosed commercial uses. The proposed Project would change the land use designation to Mixed Use I. The Mixed Use I designation allows both commercial and

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residential uses and has a density range of 12.1 to 50 dwelling units per acre for residential uses and a maximum FAR of 3.0 for non-residential uses.

Table 3, *Land Use Summary*, identifies the existing and proposed improvements. The Project would result in a net increase of 47,425 square feet of commercial square footage, for a total of 1,338,858 square feet of leasable commercial square feet, and 380 residential units.

**Table 3. Land Use Summary**

Tenant	Existing Commercial Square Feet	Demolition Commercial Square Feet	New Construction Square Feet	Total Brea Mall Square Feet (SF)
<b>Major Department Stores</b>				
Sears	161,990	-161,990	—	0
Macy's <sup>1</sup>	182,360	—	—	182,360
Nordstrom	176,540	—	—	176,540
JC Penney	135,800	—	—	135,800
Macy's Men <sup>2</sup> & Home	192,060	—	—	192,060
<b>Major Department Stores</b>	<b>848,750</b>	<b>-161,990</b>	<b>0</b>	<b>686,760</b>
<b>Other Commercial</b>				
Resort-Type (lifestyle) Fitness Center <sup>3</sup>	0	—	90,000	90,000
Non-Anchor Mall Retail	432,514	—	69,415	293,937
Sporting Goods	0	—	50,000	254,992
<b>Total Other Commercial</b>	<b>432,514</b>	<b>0</b>	<b>209,415</b>	<b>641,929</b>
<b>Outlots</b>				
Cheesecake Factory Outlot	10,169	—	—	10,169
<b>Total Mall</b>	<b>1,291,433</b>	<b>-161,990</b>	<b>209,415</b>	<b>1,338,858</b>
<b>Non-Residential Net Change from Existing</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>47,425 SF</b>
<b>Residential</b>				
Residential Building Units	—	—	380	380
Residential Square Feet <sup>4</sup>	—	—	393,500	393,500
<b>Net Change from Existing</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>380 units</b>

Notes

<sup>1</sup> Macy's owns the buildings occupied by Red Lobster and Olive Garden; therefore, the commercial square footage for Macy's includes these restaurants. BJ's is not owned by Simon or the other retail anchors; therefore, the square footage for this outlot is not included in this table.

<sup>2</sup> Owned by Macy's occupied by Macy's Mens, Children, & Home.

<sup>3</sup> While project applicant proposes a 90,000-square-foot fitness center, the technical studies evaluated a fitness center of 128,000 square feet. Therefore, modeling in the EIR is conservative as it analyzed a larger fitness center.

<sup>4</sup> The residential building square footage is based on the gross square footage under the California Building Code and includes the residential floors and leasing.

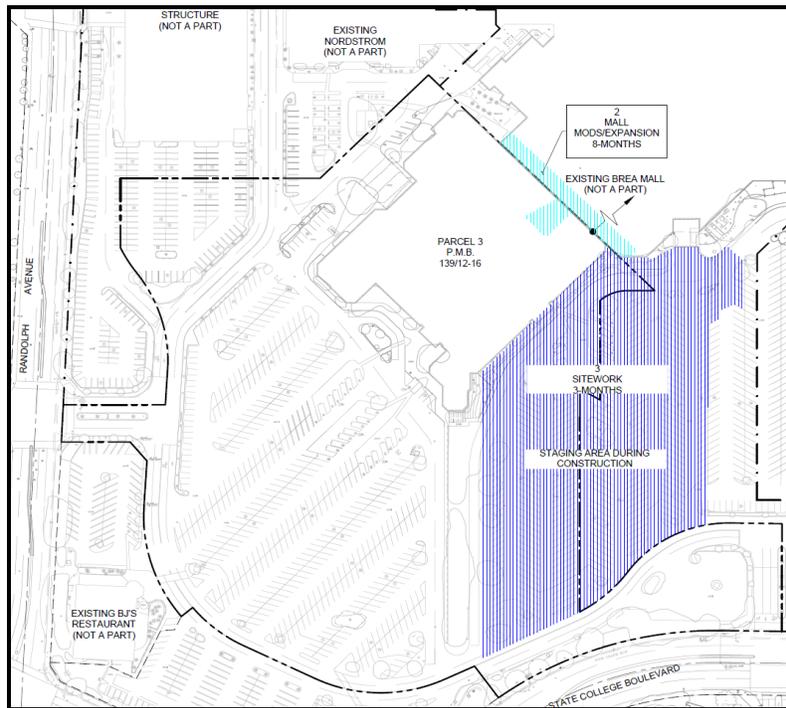
Phasing

The Project construction would be phased over an approximately 40-month period. Construction is anticipated to commence in Summer 2023 and development of the Project site is expected to be constructed in three phases. Phase 1 involves demolition of the former Sears retail building and parking lot (Figure 7). Phase 2 involves sitework and a setting up a staging area (Figure 8). Phase 3 involves the construction phasing sequence (Figure 9). Development phases may occur either sequentially or concurrently with one another, and the phasing sequence is subject to change in response to market conditions and demands.

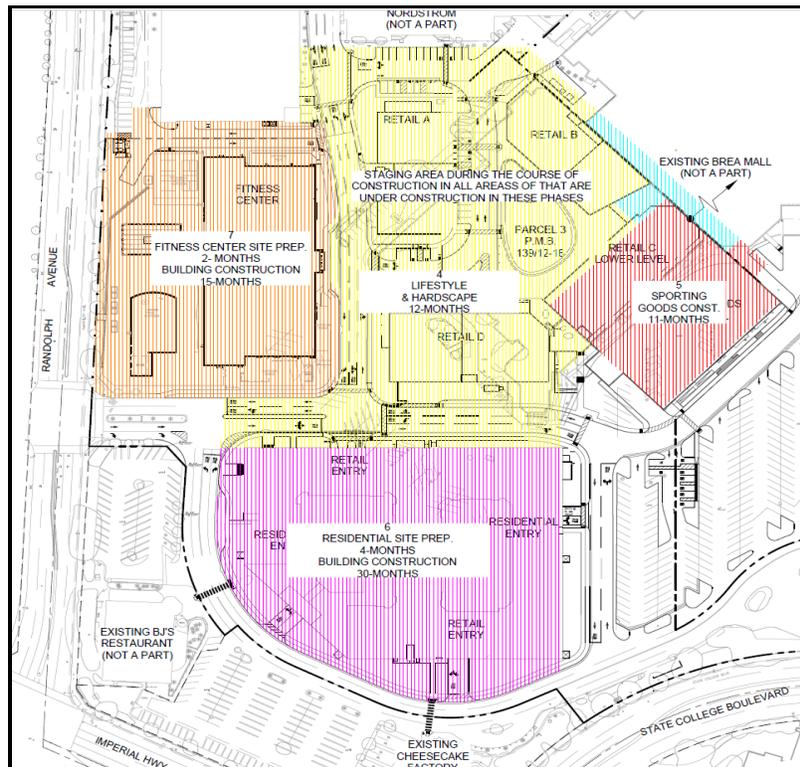
**Figure 7. Phase 2 – Demolition**



**Figure 8. Phase 2 Sitework and Staging Area**



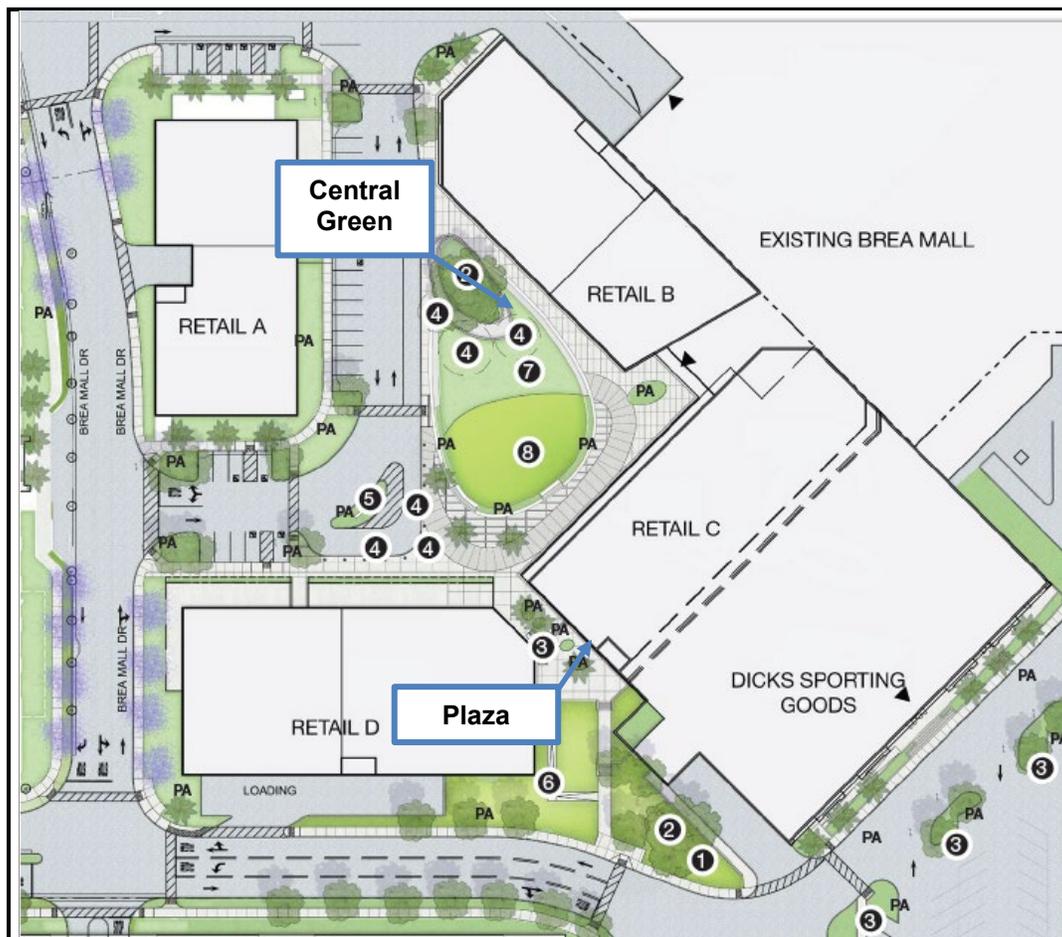
**Figure 9. Phase 3 Construction**



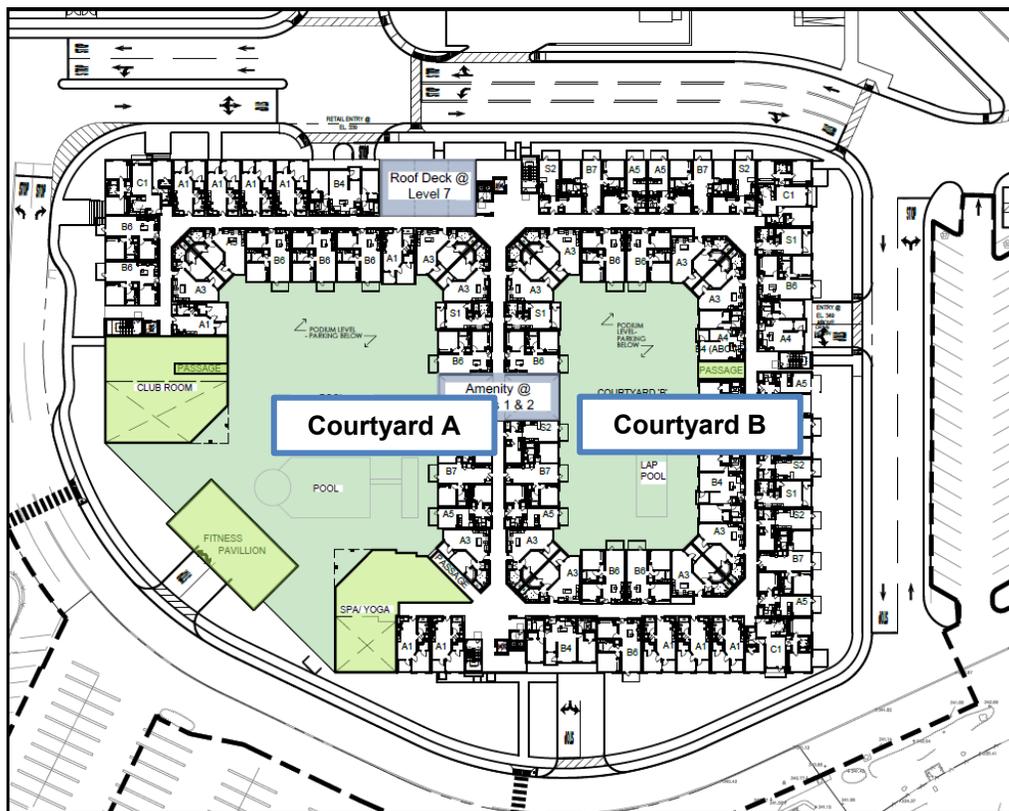
Open Space

The retail component of the project would include an approximately 0.5-acre central green that would be used as a common open space. The central green would include play areas for children, areas for seasonal outdoor sales, open seating, and landscaping. The central green would be privately maintained and managed but open to the public. The driveway adjacent to the central green area is approximately 26,000 square feet and it could be temporarily closed off to provide additional open area for special events. The project also includes a 0.3-acre plaza that would be used as open space for gatherings. The residential component of the project includes two common open space areas, Courtyard A and Courtyard B, and two swimming pools. The conceptual landscape plan for both the residential complex and the retail uses are shown in figures 10 and 11.

**Figure 10. Open Space for Retail Uses**



**Figure 11. Open Space for Residential Complex**



### Circulation

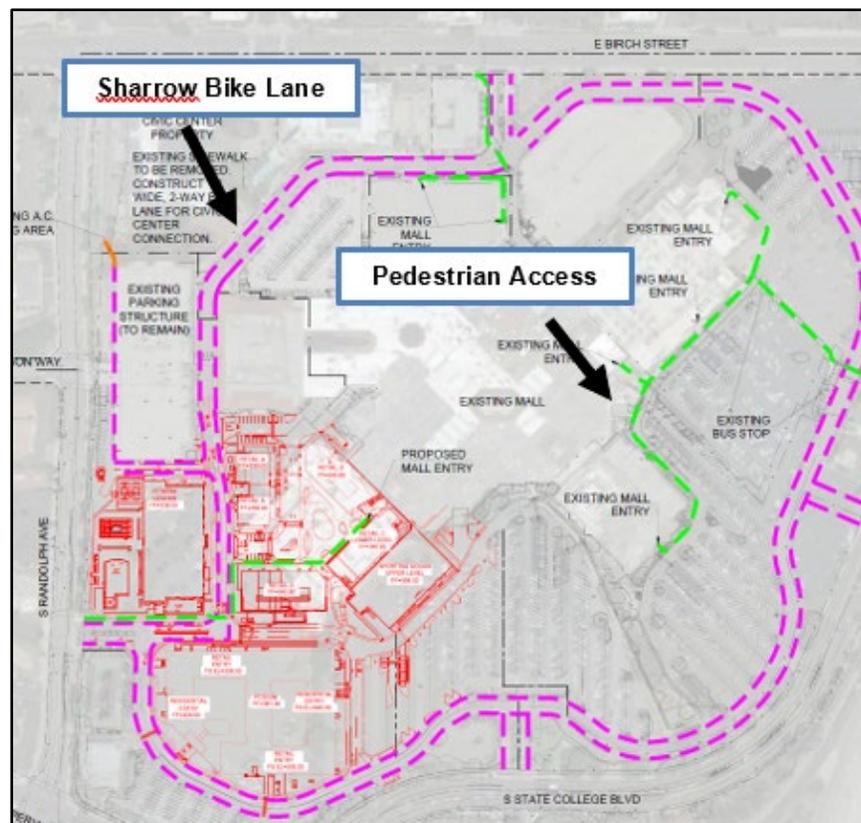
The street Improvements and new signalized intersections would be completed in accordance with the Project's phasing. Street sections would be required as part of conditions of approval to be designed to Brea Public Works standards and all arterials streets would be developed to their ultimate widths as depicted in the Circulation Plan, and inspected by the City's Public Works Department. Vehicles would access to the Brea Mall from the existing driveways as follows:

- South College Boulevard
  - The Brea Mall South and State College Boulevard intersection (four-way, signalized intersection)
  - The Brea Mall Center and State College Boulevard intersection (three-way, signalized intersection)
  - The Brea Mall North and State College Boulevard intersection (four-way, signalized intersection)

- East Birch Street
  - The Brea Mall and East Birch Street intersection (four-way, signalized intersection)
- South Randolph Avenue
  - The Madison Way and South Randolph Avenue intersection (four-way, signalized intersection)
  - The Brea Mall and South Randolph Avenue intersection (four-way, signalized intersection)

Birch Street is striped with bike lanes to the east of the East Birch Street and Brea Mall intersection. There is no on-street parking allowed on State College Boulevard, Randolph Avenue, or Birch Street. The project would construct an internal bike lane along the mall ring road with off-site bike and pedestrian connections to the plaza (Figure 12).

**Figure 12. Bicycle and Pedestrian Paths**



Required Entitlements

- **General Plan Amendment (GPA No. 2020-01)**

The Project site has a General Plan Land Use designation of Regional Commercial, which is intended for diversified commercial uses serving a wide regional market area. Uses include large retail centers, the Brea Mall and service-oriented business activities. The Regional Commercial Land Use designation does not support residential uses and it has a maximum FAR of 0.65 for commercial uses. Since the Project, when compared to the 15.5-acre project area, proposes a residential density of 24.5 dwelling units per acre and a FAR of 0.3 for non-residential uses, the Project would require a GPA to change the site's General Plan Land Use designation to Mixed Use I, which is intended for intense, mixed-use urban environments that offer opportunities for people to live, work, shop, and recreate without having to use their cars. The Mixed Use I designation allows both commercial and residential uses and has a density range of 12.1 to 50 dwelling units per acre for residential uses and a maximum FAR of 3.0 for non-residential uses.

- **Zone Change (ZC No. 2020-01)**

The Project site has a zoning designation of Major Shopping Center (C-C) with a Precise Development (P-D) overlay which is intended to provide for the development of large modern shopping center facilities to serve the community. The existing Zoning does not support residential uses. Therefore, the Project would require a Zone Change to change the zoning designation of the site from Major Shopping Center (C-C) with a Precise Development (P-D) overlay to Mixed Use (MU-I) which is intended for intense, mixed-use urban environments that offer opportunities for people to live, work, shop, and recreate without having to use their vehicles.

- **Development Agreement (DA No. 2020-01)**

The Project requires a Development Agreement (DA) which is a contract the developer and City defining the terms of development proposed by vesting the City's approval while specifying public benefits and improvements.

- **Precise Development Plan (PD No. 2020-02):**

A Precise Development Plan (PD) is required for residential construction of five or more units and non-residential construction that is over 10,000 square feet of gross

floor area. The PD application will ensure that the project complies with the MU-1 development standards and also allows for architectural review of the proposed retail, restaurants, for-rent residential apartments, a resort-type fitness center, and an outdoor gathering space.

- **Tentative Parcel Map (TPM No. 2022-113)**

The Project requires a Tentative Parcel Map to adjust lot lines for the former Sears parcel and the Nordstrom parcel to accommodate the proposed residential and fitness center component of the project.

- **Conditional Use Permits (CUP)**

*CUP No. 2022-06: Brea Mall Comprehensive Sign Program Amendment*

The Project proposes modifications to the existing Brea Mall sign program. The intent of comprehensive sign programs is to enhance the overall aesthetics of a site and allow for a combination of various types of signs. Comprehensive sign programs are required to specify the proposed type, number, size, location, design, colors and materials for each sign. Pursuant to BCC Section 20.28.340.C.4, comprehensive sign programs are subject to Planning Commission approval of a CUP.

*CUP No. 2022-16: On-site Alcohol Sales*

The Project proposes a blanket on-site alcohol consumption of beer, wine and/or distilled spirits (Type “41” or “47” Alcoholic Beverage Control (ABC) alcohol license) for a new restaurants and bars. Pursuant to BCC Section on-site alcohol consumption is subject to Planning Commission approval of a CUP.

*CUP No. 2022-17: Brea Mall Shared Parking*

The Project proposes shared parking for residential and commercial uses within a three-story parking garage. Section 20.08.040.F of BCC allows modification of the off-street parking requirements if a parking demand study demonstrates that the requested modification will not result in insufficient parking for the proposed use subject to Planning Commission approval of a CUP.

*CUP No. 2022-18: Resort-Type Fitness Center*

The Project proposes a two-story resort-type fitness center with an outdoor swimming pool. Section 20.258.010 of the BCC allows the fitness center use in the Mixed Use I zoning district subject to Planning Commission approval of a CUP.

## **ANALYSIS**

Overall, the Project as a whole supports several goals and policies of the General Plan Community Development and Housing Elements including, but not limited to:

- *Policy CD-1.1. Create neighborhoods that effectively integrate single-family and multi-family housing with convenience and neighborhood shopping centers, park and recreation areas, and other uses appropriate for the neighborhoods.*
- *Policy CD-1.2. Maintain a land use structure that balances the provision of jobs and housing with available infrastructure and public and human services.*
- *Policy CD-1.5. Provide opportunities for development of housing that responds to diverse community needs in terms of density, size, location, design, and cost.*
- *Policy CD-1.9. Encourage new development that is organized around compact, walkable, mixed- use neighborhoods and districts to conserve open space resources, minimize infrastructure costs, and reduce reliance on the automobile.*
- *HE Goal 2.0. Assist in the provision of adequate housing to meet the needs of the community. Establish a balanced approach to meeting the housing needs that includes the needs of both renter and owner households.*
- *HE Goal 3.0. Provide adequate housing sites through appropriate land use, zoning, and specific plan designations to accommodate Brea's share of regional housing needs.*

In addition, the Project is consistent with the City's 6<sup>th</sup> Cycle Housing Element as it will facilitate housing growth and assist in achieving the City's RHNA allocation. The Project seeks to provide diverse quality housing types, affordability levels, and living experiences that accommodate Brea's residents and workforce of all income levels and age groups.

## **ENVIRONMENTAL IMPACT REPORT (EIR)**

During the review of the Project's scope, it was determined that the Project required preparation and certification of an Environmental Impact Report (EIR) pursuant to the California Environmental Quality Act (CEQA). The purpose of an EIR is to identify the

significant effects on the environment of a Project, to identify alternatives to the Project, and to indicate the manner in which those significant effects can be mitigated or avoided.

The City as the lead agency consulted with the City’s CEQA consultant, PlaceWorks, Inc. (PlaceWorks), to prepare the EIR in accordance with the authority and criteria contained in the CEQA Guidelines, and the environmental regulations of the City. The Draft EIR analyzed issues related to Aesthetics, Air Quality, Cultural Resources, Energy, Geology and Soils, Greenhouse Gas Emissions, Hazards and Hazardous Materials, Land Use and Planning, Noise, Population and Housing, Public Services, Recreation, Transportation, Tribal Cultural Resources, Utilities and Service Systems as areas that may have potentially significant impacts. The Draft EIR found that prior to mitigation, implementation of the Project will result in potentially significant impacts to Air Quality, Cultural and Paleontological Resources, Hazards and Hazardous Materials and Tribal Cultural Resources. However, mitigation measures (MMs) have been developed to avoid or reduce all of these impacts to levels considered less than significant. In addition, the Draft EIR determined that there is an unavoidable significant adverse impact related to Transportation. The Draft EIR was circulated for a 30-day public comment review period from January 16, 2020 to March 2, 2020, and a total of nine comment letters were received. When the review of the Project resumed earlier this year, Placeworks began preparing the responses to comments, updates to the analysis to reflect changes in the Project, identification of mitigation measures that will be included in the Final EIR, and the Statement of Overriding Considerations (SOC). Also included in the FEIR is an updated analysis on Transportation, in compliance with SB743, which required Vehicle Miles Traveled (VMT) to be used as a metric for assessing transportation impacts of a project, instead of previously used Level of Service (LOS) method. It is anticipated that the Final EIR will be released for the public review on September 27, 2022.

**NEXT STEPS**

The Project is tentatively scheduled for further Planning Commission review at its regularly scheduled meetings in October and the subsequent meeting. As required, public notices will be sent to property owners within 500 feet of the Project site and to

interested parties for those meetings. The Public Notice will also be published in the local newspaper. The public and all interested parties will have opportunities to testify before the Planning Commission at that time. On or around September 27, 2022, all interested parties will be notified of the availability of the Final EIR, and the Final EIR will be posted on the City's website and available for review at the Brea library. Following review of all entitlements, public comments received, and Planning Commission discussion, staff would be requesting a Planning Commission recommendation of the Project to the City Council.

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**Concurrence by:**

Jason Killebrew, Community Development Director

**ATTACHMENTS**

- A. Brea Mall Architecture and Landscape Plans