

**CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT**

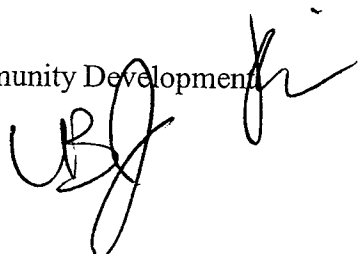
TO: Planning Commission

THROUGH: Richard Thompson, Director of Community Development

FROM: Laurie B. Jester, Planning Manager

DATE: October 8, 2008

SUBJECT: Consideration of a Master Use Permit to allow conversion of a portion of an existing office to restaurants or other commercial uses and allow a new restaurant (Tin Roof Bistro) with a new outdoor dining patio and on-site consumption of alcohol at 3500 Sepulveda Boulevard, Hacienda/Haagen building at Manhattan Village Shopping Center (Mark Neumann and Mike Simms).



RECOMMENDATION

Staff recommends that the Planning Commission **CONDUCT THE CONTINUED PUBLIC HEARING AND ADOPT THE ATTACHED RESOLUTION (EXHIBIT A) APPROVING THE PROJECT WITH CONDITIONS.**

PROPERTY OWNER

Mark Neumann- 3500 Sepulveda, LLC
620 Manhattan Beach Boulevard
Manhattan Beach, CA 90266

APPLICANT

Mark Neumann- 3500 Sepulveda, LLC and
Mike Simms, Tin Roof Bistro
121 20th Street, B
Manhattan Beach, CA 90266

BACKGROUND

The subject property is a separate legal parcel, known as the Hacienda or Haagen Building, located within the Manhattan Village Shopping Center. The property is one of the outlying buildings along the perimeter of the Center adjacent to Sepulveda. It is the only parcel with a different owner; the rest of the Mall property is owned by REEFE. Staff and the City Attorney met with the property owners attorney and was advised that they are in the process of negotiating an agreement with REEFE regarding the existing Master Use Permit entitlements on the properties. Based on that meeting the applications were continued from the September 24th Planning Commission meeting to tonight's meeting to allow time for the owners to complete their negotiations.

If these two property owners reach an agreement regarding the existing entitlements then a Master Use Permit to allow conversion of a portion of the existing office to restaurants or other commercial uses will not be required. An Amendment to allow on-site consumption of alcohol at the new restaurant (Tin Roof Bistro) is still required in accordance with the existing Use Permit for the Shopping Center. Since the negotiations are not complete as of the writing of this report the applicant has requested that the Planning Commission review the requests. The Shopping Center is also in the process of preparing an EIR for a three phase renovation and expansion and it is anticipated that 3500 Sepulveda will be included in this entitlement.

PROJECT OVERVIEW

LOCATION

<u>Location</u>	3500 N. Sepulveda Boulevard .
<u>Legal Description</u>	Parcel 12 of Parcel Map No. 12219
<u>Area District</u>	II

LAND USE

<u>General Plan</u>	Manhattan Village
<u>Zoning</u>	CC, Community Commercial

<u>Land Use</u>	<u>Existing</u>	<u>Proposed</u>
Tin Roof Bistro	Office (vacant)	Restaurant
Other portions of building	Office	Future Restaurant or other Commercial Uses

Neighboring Land Uses/Zoning

North, South and East, Commercial Manhattan Village Shopping Center, West across Sepulveda Boulevard (State Highway 1) Commercial, and Veterans Parkway Open Space with Residential Senior Citizen and Single Family Residential beyond.

PROJECT DETAILS

<u>Parcel Size:</u>	29,621 sf	
<u>Building Height:</u>	<u>Existing</u> 42' 2-story (legal non-conforming)	<u>Proposed</u> No change
<u>Building Area:</u>	<u>Existing</u>	<u>Proposed</u>
Tin Roof Bistro	4,250 sf office (vacant)	4,250 sf restaurant
Other office area	15,590 sf office	8,755 sf restaurant (future)
Total interior	19,840 sf	6,835 sf office or commercial 19,840 sf
Exterior courtyard	3,000 sf approx. common area No restaurant dining	2,200 sf approx. common area 800 sf conversion to outdoor restaurant dining

Note: Square footage of any outdoor restaurant areas would be counted towards the maximum total allowed restaurant area.

<u>Uses:</u>	<u>Existing</u> Offices	<u>Proposed</u> Up to 13,005 sf of restaurants inside and outside plus other commercial uses	
<u>Parking and Loading:</u> 3500 Sepulveda	<u>Existing</u> None on site	<u>Proposed</u> No change	<u>Required</u> Per Use Permit

Note: Common Area Agreement/Parking Easement (COREA) with Manhattan Village Shopping Center- approximately 2,393 parking stalls provided on Shopping Center site as well as loading at rear of Shopping Center. Access provided at front of 3500 Sepulveda building via private road on Shopping Center site.

<u>Hours of Operation:</u>	<u>Existing</u>	<u>Proposed</u>
Tin Roof Bistro	N/A	11am to 11 pm 7 days a week
Offices	M-F 8:30am-5:30 pm	Same

<u>Entertainment:</u>	<u>Existing</u>	<u>Proposed</u>
Tin Roof Bistro	None	None

<u>Alcohol:</u>	<u>Existing</u>	<u>Proposed</u>
Tin Roof Bistro	None	Full service on-site consumption restaurant

Note: Some of the square footages and parking numbers provided by the applicant conflict slightly with the numbers in the Shopping Center Master Use Permit (Resolution PC 01-27) and provided by the Shopping Center owner and are subject to verification.

PROJECT DESCRIPTION

Project Site

In 2001 the Manhattan Village Shopping Center (3200 Sepulveda) received approval of a Master Use Permit (MUP) for the renovation of the existing Shopping Center. This approval replaced the 1995 Master Use Permit which governed development on the Center, including the Hacienda Building site. Madison Marquette was the Shopping Center owner at the time; REEFE is the current owner. This project provided a complete joint parking study that was prepared by a traffic engineer and the square footages and mix of uses allowed were based on this detailed parking analysis. The application was approved with Resolution PC 01-27, attached as Exhibit B.

The application description, plans and tenant/building square footage list included the 3500 Sepulveda (Hacienda Building) property, which was and continues to be a separate legal parcel with separate ownership. However, the application was not signed by the Hacienda building owner and it appears that they were not notified of the pending application.

The 2001 MUP approval (Conditions 10 and 11-page 5) allows the conversion of up to 13,005 square feet of vacant, retail, or office space to restaurant use, for a total of 75,000 square feet gross leasable area of restaurant uses on the site. The 75,000 square foot maximum is based on an overall parking demand and supply of 4.1 parking stall per 1,000 square feet of gross leasable

area, which was recommended by the traffic engineer and approved with Resolution PC 01-27. Conditions 13 and 14 allow beer and wine at restaurants in the Center without an Amendment. Additionally, any restaurants that were in existence in 2001 at the time of the approval of Resolution PC 01-27 are allowed to expand from beer and wine service to full alcohol service without a public hearing as long as their square footage is not increased and the total 68,000 square feet of restaurant use with alcohol on the site is not exceeded.

The Hacienda building owner has requested a Master Use Permit to allow all of the uses allowed by the Master Use Permit for the Shopping Center Resolution PC 01-22 on the 3500 Sepulveda property, as detailed in Conditions 7 through 11. The attached application (Exhibit C) details the request and provides the Use Permit findings. The immediate plans include converting a portion of the building and the central common courtyard to a restaurant, Tin Roof Bistro, and in the future possibly converting more of the building to commercial uses or more restaurants up to the maximum allowed square footage. Plans were submitted last year to allow Starbucks to occupy the vacant office on the north side of the building. This space is approximately 1,400 square feet in area plus a small outdoor seating area in front, and was previously occupied by a dental office. These plans were never finalized, but if this Use Permit is approved then Starbucks or another restaurant use would be allowed.

Tin Roof Bistro

The proposed restaurant would be located on the first floor of the existing two-story building on the south side with the main entry on the east side off of the Mall perimeter road. All parking would be off-site to the east of the perimeter road. This parking is governed by the Construction, Operation, and Reciprocal Easement Agreement (COREA) which is a private recorded agreement between the property owner of the subject site, the Hacienda building, and the Shopping Center, REEFE. The applicant indicates that all 2,393 parking spaces are available to the building through the COREA, portions of which are attached as part of the project application (Exhibit C).

The project would convert 4,250 sf of interior vacant office area previously occupied by Platinum Capital Group to restaurant, plus convert 800 sf of common courtyard to outdoor dining area. The interior dining area would provide 142 seats, while the outdoor dining area provides 38 seats. A lounge area towards the rear of the restaurant provides 18 additional seats with ten seats at the bar and an additional eight seats at tables.. The dining area is 2,200 square feet in area, the kitchen is 1,450 square feet and the balance of the square footage is service and restroom areas. A new trash and recycling area is proposed on the south side of the building to the west of the existing trash enclosure as shown on the plans, Exhibit E.

The restaurant is proposed to be open seven days a week from 11:00 am to 11:00 pm, with peak hours anticipated to be lunch and dinner between 12:00 pm to 2:00 pm and 6:00 pm to 8:00 pm. The restaurant would employ approximately 20 people, while the previous tenant had approximately 45 employees. No new signage is shown on the plans, however staff would condition that any new signage would be required to be consistent with the Shopping Center signs. The existing large Theater sign is an off-site sign and a schedule for future removal of this sign will be required.

ENVIRONMENTAL DETERMINATION

In accordance with the provisions of the California Environmental Quality Act (CEQA) as amended by the City of Manhattan Beach CEQA Guidelines, the Community Development Department found that the subject project is exempt from CEQA as a Class 32 In-fill Development project.

DISCUSSION

Parking and Loading

Although the project site is a legal separate parcel with separate ownership it was built as part of the original Shopping Center. The property was designed, built and used by the original Center owner, Haagen, for their offices. Over the years the parcel was split off and the joint parking, access and maintenance agreement (COREA) was recorded. The building, patios and landscaping take up the entire site; all access is from surrounding properties. The draft conditions of approval (conditions 9, 16 and 27) would require the applicant to ensure to the satisfaction of the Director of Community Development that adequate parking and loading facilities are provided.

Use Permit

The Master Use Permit is required because 1) the building provides multiple uses and exceeds 5,000 sf and the site exceeds 10,000 sf (Section 10.84.105), 2) it is unclear if the existing entitlements (Resolution PC 01-27) for the adjacent Manhattan Village Shopping Center property owned by REEFE are applicable to the property, 3) new restaurants and new alcohol licenses require approval of a Use Permit (Section 10.16.020 (L), and, 4) the site has no on-site parking and loading, and standards and off-site use needs to be established (Sections 10.64.020 F., G. and H. and 10.64.050 B.).

The Planning Commission must make the following findings in accordance with Section 10.84.060 for the Use Permit, if the project is approved:

1. The proposed location of the use is in accord with the objectives of this title and the purposes of the district in which the site is located;
2. The proposed location of the use and the proposed conditions under which it would be operated or maintained will be consistent with the General Plan; will not be detrimental to the public health, safety or welfare of persons residing or working on the proposed project site or in or adjacent to the neighborhood of such use; and will not be detrimental to the public health, safety or welfare of persons residing or working on the proposed project site or in adjacent to the neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the city;
3. The proposed use will comply with the provisions of this title, including any specific condition required for the proposed use in the district in which it would be located; and
4. The proposed use will not adversely impact or be adversely impacted by nearby properties. Potential impacts are related but not necessarily limited to: traffic, parking noise, vibration, odors, resident security and personal safety, and aesthetics, or create demands exceeding the capacity of public services and facilities which cannot be mitigated.

The Planning Commission, as part of approving the use permit for the subject project, in accordance with Section 10.84.070 can impose reasonable conditions as necessary to:

- A. Achieve the general purposes of this ordinance or the specific purposes of the zoning district in which the site is located, or to make it consistent with the General Plan;
- B. Protect the public health, safety, and general welfare, or
- C. Ensure operation and maintenance of the use in a manner compatible with existing and potential uses on adjoining properties or in the surrounding area.
- D. Provide for periodic review of the use to determine compliance with conditions imposed, and Municipal Code requirements.

Staff believes that all of the findings to approve the Master Use Permit can be met with conditions. The proposed use is compatible with the surrounding area, is consistent with the Zoning and General Plan designations and there would be no anticipated impacts from the proposed uses as conditioned. The attached Draft Resolution details the required findings and conditions.

Public input

As of the writing of this report staff has not received any written comments from the public. One residential neighbor to the west called and expressed concerns with any new proposed exterior lighting. Any new lighting would need to be oriented downwards and shielded to prevent off-site illumination (Section 10.60.120) and would be reviewed through plan check. REEFE, the Shopping Center owner, has indicated verbally that they have concerns that the new restaurant square footage would limit their ability to potentially expand restaurants within the Shopping Center in the future.

Other Departments Input

The plans and applications were distributed to other departments for their review and comments and are attached as Exhibit C. The City Engineer commented that Sepulveda and the bridge will be widened in the future. He recommends that right-of-way be dedicated at no cost to the City to accommodate the widening and that an appropriate cash contribution also be required. Fire and Building Safety indicated that plans would be reviewed through plan check and handicapped and disabled access requirements would need to be met. The Police Department had no comments. The Department of Public Works had standard comments. All specific Department conditions are included in the attached draft resolution as appropriate and requirements will be addressed during the plan check process.

CONCLUSION

Staff recommends that the Planning Commission conduct the public hearing and adopt the attached draft Resolution approving the project with conditions.

ALTERNATIVES

Other than the stated recommendation, the Planning Commission may:

1. **DENY** the project subject to public testimony received, based upon appropriate findings, and **DIRECT** Staff to return with a draft Resolution.

EXHIBITS:

- A. Draft Resolution PC 08-XX
- B. Resolution PC 01-27 and Manhattan Village Shopping Center Area Analysis 9-23-2003
- C. Project applications
- D. Other Department Comments
- E. Plans

RESOLUTION PC 08-XX

RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF MANHATTAN BEACH APPROVING A MASTER USE PERMIT FOR THE CONVERSION OF A PORTION OF AN EXISTING OFFICE BUILDING (HACIENDA OR HAAGEN BUILDING) TO RESTAURANTS AND OTHER COMMERCIAL USES AND ALLOW A NEW RESTAURANT WITH OUTDOOR DINING AND ON-SITE CONSUMPTION OF ALCOHOL AND OFF-SITE PARKING AT 3500 SEPULVEDA BOULEVARD AVENUE (MARK NEUMANN, 3500 SEPULVEDA. LLC AND MIKE SIMMS)

SECTION 1. The Planning Commission of the City of Manhattan Beach hereby makes the following findings:

- A. The Planning Commission of the City of Manhattan Beach conducted a public hearing on September 24, and October 8, 2008 to consider an application for a Master Use Permit on the property. Said hearing was advertised pursuant to applicable law, testimony was invited and received.
- B. The subject property is legally described as Lot 12, of Parcel Map 12219, Map Book 122, pages 33-35 and is addressed as 3500 Sepulveda Boulevard, in the City of Manhattan Beach. The project property owner is Mark Neumann, 3500 Sepulveda LLC and the applicants are the same and Mike Simms, Tin Roof Bistro.
- C. The subject site is 29,621 square feet in area, with a 2-story building approximately 42 feet in height and 19,840 square feet in area. The building has a central courtyard, mature landscaping and no access or parking on the site.
- D. The project consists of the following: 1) conversion of approximately 13,000 square feet of office and outdoor common courtyard and patio areas to restaurant use 2) allow on-site alcohol consumption for a new restaurant (Tin Roof Bistro) 3) provision of 4.1 per 1,000 gfa parking standard with off-site parking, and 4) potential conversion of all office use to other allowed commercial uses.
- E. The Master Use Permit is required because 1) the building provides multiple uses and exceeds 5,000 sf and the site exceeds 10,000 sf (Section 10.84.105), 2) it is unclear if the existing entitlements (Resolution PC 01-27) for the adjacent Manhattan Village Shopping Center property owned by REEFE are applicable to the property, 3) new restaurants and new alcohol licenses require approval of a Use Permit (Section 10.16.020 (L), and, 4) the site has no on-site parking and loading and standards and off-site use needs to be established (Sections 10.64.020 F. G and H. and 10.64.050 B.).
- F. The Manhattan Village Shopping Center planning/zoning entitlement history is as follows:



RESOLUTION PC 08-XX

1. On March 6, 1979 the Manhattan Beach City Council adopted Resolution 3685, establishing the Commercial Planned Development (CPD) District for the First Phase construction and operation of a community shopping center (Manhattan Village Mall) consisting of approximately 150,000 square feet of retail establishments providing community convenience goods and services, and approximately 300,000 square feet of retail establishments providing goods and services customarily found in malls associated with department stores.
2. On December 18, 1979 the Manhattan Beach City Council adopted Resolution 3757, approving the Second Phase construction and operation of a community shopping center (Manhattan Village Mall).
3. Subsequent use permits were approved for individual uses within the shopping center.
4. On December 18, 1990 the Manhattan Beach City Council adopted Ordinance 1832, repealing the CPD zoning District and establishing the CC (Community Commercial) zoning district for the Shopping Center and subject property.
5. On April 5, 1994 the Manhattan Beach City Council adopted Ordinance 1902, establishing a provision for a Master Use Permit for multiple tenant projects to replace obsolete Commercial Planned Development (CPD) Permits.
6. On January 3, 1995 the Manhattan Beach City Council adopted Resolution 5142, approving the conversion of all previous Commercial Planned Development and individual Use Permit entitlements for the Shopping Center and subject property to a Master Use Permit consistent with provisions of Ordinance 1902.
7. On December 12, 2001 the Planning Commission adopted Resolution No. PC 01-27 which superseded and replaced all the previous approvals on the Manhattan Village Shopping Center site. Although the project description, plans and tenant/building square footages list submitted by the Shopping Center owner at the time (Madison Marquette) included the subject site (Hacienda or Haagen building) the property owner at the time did not sign the application and it is not clear if they were notified or aware of the pending application. The current owner of the subject property (3500 Sepulveda LLC) purchased the property in 2005.
8. The subject property owner is in the process of negotiating an agreement with REEFE (current owner of the Manhattan Village Shopping Center) regarding the existing Master Use Permit entitlements on the properties. Since the negotiations are not complete the applicant has requested that the Planning Commission review the request for a separate Master Use Permit for the subject site. The subject Master Use Permit applications were submitted in April 2008 to request the approvals described in C. above.

RESOLUTION PC 08-XX

9. The Shopping Center is also in the process of preparing an EIR for a three phase renovation and expansion and it is anticipated that 3500 Sepulveda will be included in this entitlement.

- G. An Environmental Impact Report (EIR) was prepared (1978) and certified for a phased project, of which Manhattan Village Shopping Center and the subject property was a part. Mitigation measures were identified and adopted in several issue areas.

- H. In accordance with the provisions of the California Environmental Quality Act (CEQA) as amended by the City of Manhattan Beach CEQA Guidelines, the Community Development Department found that the subject project is exempt from CEQA as a Class 32 In-fill Development project.

- I. The project will not individually nor cumulatively have an adverse effect on wildlife resources, as defined in Section 711.2 of the Fish and Game Code.

- J. This Resolution, upon its effectiveness, constitutes the Master Use Permit for the project site and replaces any and all previous land use approvals for the subject site, including but not limited to, Ordinances 3685, 3757, City Council Resolution 5142 and Planning Commission PC 92-14. This Resolution incorporates all relevant conditions of approval and operational requirements of all past approvals.

- K. Pursuant to Section 10.84.060 A. of the Manhattan Beach Zoning Ordinance, the following findings are made regarding the Use Permit application:
 1. The property is located within Area District II and is zoned CC, Community Commercial. The proposed location is in accord with the purpose of this zoning district, which is to provide sites for planned commercial centers which contain a wide variety of commercial establishments, including businesses selling home furnishings, apparel, durable goods and specialty items generally having a citywide market area. Support facilities such as entertainment and eating and dining establishments are permitted, subject to certain limitations to avoid adverse effects on adjacent uses. A portion of the building and outdoor common courtyard and patio areas will be converted to restaurant use and the interior of the building to potentially retail or other commercial uses in the future which are permitted by the underlying Community Commercial zoning district. The proposed location of the use is in accord with the objectives of this title and the purposes of the district in which the site is located.

 2. The General Plan designation for the property is Manhattan Village Commercial. This designation reflects the unique nature of the subject property as a portion of the largest retail development in the City. The modifications are consistent with the following General Plan Goals and Policies:

Goal Lu-2: Encourage the provision and retention of private landscaped open space

RESOLUTION PC 08-XX

Policy LU-2.4: Support appropriate stormwater pollution mitigation measures.

Policy LU-3.2: Promote the use of adopted design guidelines for new construction in Downtown, along Sepulveda Boulevard, and other areas to which guidelines apply

Policy LU- 3.5: Ensure that the sign ordinance provides for commercial signage that is attractive, non-intrusive, safe, and consistent with overall City aesthetic goals.

Policy LU-6.2: Encourage a diverse mix of businesses that support the local tax base, are beneficial to residents, and support the economic needs of the community

Policy LU- Recognize the need for a variety of commercial development types and designate areas appropriate for each. Encourage development proposals that meet the intent of these designations.

Goal LU-8: Maintain Sepulveda Boulevard, Rosecrans Avenue, and the commercial areas of Manhattan Village as regional-serving commercial districts.

Policy LU- 8-1: Ensure that applicable zoning regulations allow for commercial uses that serve a broad market area, including visitor-serving uses

Policy LU- 8.2: Support the remodeling and upgrading needs of businesses as appropriate within these regional-serving commercial districts

The new uses will be within the existing floor area and outdoor areas and is consistent with the existing uses of the site and other nearby commercial properties. The proposed project is an upgrade of an existing commercial building. Therefore the project will not be detrimental to the public health, safety or welfare of persons residing or working in or adjacent to the neighborhood of such use and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the city.

3. The conversion will be to restaurant and other commercial uses which are permitted by the underlying zoning district. The proposed renovation will comply with applicable performance and development standards. Therefore the proposed use will comply with the provisions of Title 10 of the Municipal Code (Zoning Ordinance), including any specific condition required for the proposed use in the CC zoning district in which it is located. Standards including but not limited to containment of glare and noise in that the conversion will be within an existing building and the outdoor courtyard is the center and the east side shielded from residential to the west across Sepulveda, State Highway 1. The subject site is at an elevation significantly lower (approximately 20-30 feet) than Sepulveda and the

RESOLUTION PC 08-XX

single family residential properties to the west, and these residential uses are over 450 feet to the west of the site.

4. The proposed use will not adversely impact nor be adversely impacted by nearby properties, which are a mix of commercial and residential uses. The additional proposed area will largely be located within the existing building footprint, and out of line-of-sight of the nearest residential use and therefore is not expected to cause any noise, glare or aesthetic visual impacts. The proposed conversion from office to restaurant and other commercial uses will not result in any significant traffic impacts, as the square footage conversion was evaluated with the previous approvals for the Shopping Center and the building is located on the perimeter away from the main Mall and any other restaurant or retail uses, the project will provide adequate parking off-site, subject to City verification, to serve the new uses.

Section 2. The Planning Commission of the City of Manhattan Beach hereby **APPROVES** the subject Master Use Permit subject to the following conditions:

General/procedural Conditions

1. *Compliance.* The Master Use Permit is based upon the Manhattan Village Shopping Center Area Analysis November 23, 2003 (portion of Exhibit B of staff report) and plans (Exhibit E of staff report) as on file with the City and as submitted by the applicant. Said plans shall become part of the Master Use Permit and are incorporated herein by reference. All development must occur in strict compliance with the proposal as set forth in the application for said permit, subject to any special conditions set forth below. Any substantial deviation from the approved plans and proposed site area analysis, except as provided in this approval, shall require an amendment to the Master Use Permit.
2. *Lapse of Approval.* The Use Permit shall lapse two (2) years after its date of approval unless implemented or extended in accordance with Manhattan Beach Municipal Code (MBMC) Section 10.84.090.
3. *Terms and Conditions are Perpetual.* These terms and conditions shall be perpetual, and it is the intention of the Director of Community Development and the permittee to bind all future owners and possessors of the subject property to the terms and conditions. Further, the applicant shall record the conditions of approval of this Resolution with the Office of the County Clerk/Recorder of Los Angeles. The format of the recording instrument shall be reviewed and approved by the City Attorney.
4. *Effective Date.* Unless appealed to the City Council, the subject Use Permit shall become effective when all time limits for appeal as set forth in MBMC Section 10.100.030 have expired.
5. *Legal Fees.* The applicant agrees, as a condition of approval of this project, to pay all reasonable legal and expert fees and expenses of the City of Manhattan Beach in

RESOLUTION PC 08-XX

defending any legal action associated with the approval of this project brought against the City. In the event such a legal action is filed against the project, the City shall estimate its expenses for the litigation. The Applicant shall deposit said amount with the City or enter into an agreement with the City to pay such expenses as they become due.

Land Use

6. The land uses approved for the Hacienda/Haagen Building shall include:
 - a) Retail Sales;
 - b) Personal Services;
 - c) Personal Improvement Services;
 - d) Travel Services;
 - e) Food and Beverage Sales (including Grocery Stores);
 - f) Offices, Business and Professional;
 - g) Commercial Recreation and Entertainment (including Indoor Movie Theaters);
 - h) Banks, Savings and Loans; and,
 - i) Eating and Drinking Establishments (restaurants).
 - j) Uses identified as permitted (by right) in the underlying zoning district (CC) which are not included in this Master Use Permit shall be left to the discretion of the Director of Community Development.
7. Uses identified as conditionally permitted (use permit required) in the underlying zoning district (CC) shall require an amendment to the Master Use Permit at a duly noticed public hearing, unless otherwise permitted in this Resolution.
8. Upon submittal of any request for business license, or application for building permit, which involves the alteration or enlargement of any tenant space, or the introduction of any new business within an existing tenant space, including but not limited to the proposed subject application for Tin Roof Bistro, the applicant shall provide a site-wide tenant space study which includes the subject site as well as all of the tenants and properties within the Manhattan Village Shopping Center. The space study shall include detailed area breakdowns subject to the review and approval of the Director of Community Development. The required space study shall be consistent in format, and information provided with Exhibit A (Manhattan Village Shopping Center Area Analysis dated 9-23-03) attached hereto. The space study shall also include any outdoor dining areas. The information shall include tenant street addresses, existing and proposed tenants, and evidence that the proposed alteration / tenant will provide adequate parking and loading as required by applicable parking standard.
9. Under the provisions of this Master Use Permit the subject site (3500 Sepulveda Hacienda/Haagen building) and the Manhattan Village Shopping Center, as combined sites, may convert up to 13,005 square feet to restaurant use, for a total of 75,000 square feet gross leasable area of restaurant uses on the combined sites. (75,000 square feet is the maximum restaurant square footage given an overall parking supply of 4.1 stalls per 1,000 square feet gla.). The applicant shall submit information to the satisfaction of the Director of Community Development that ensures that the required

RESOLUTION PC 08-XX

parking and loading is provided. Conversion to restaurant uses in excess of 75,000 square feet will require an amendment of the Master Use Permit.

10. Once there is a total of 68,000 square feet of restaurant usage providing alcohol service on the combined sites (as specified in condition 12), no additional restaurants may seek to provide full alcohol service without approval obtained in a duly noticed public hearing before the Planning Commission.

Eating and Drinking Establishments (Restaurants)

11. There shall be no drive-through service allowed in conjunction with any existing or proposed Eating and Drinking Establishment.
12. Any restaurant may provide service of beer and wine which is incidental to, and in conjunction with, the service of food provided that such use does not include full alcohol service or a retail bar, to a maximum area of 68,000 square feet on the combined sites as set forth in condition 10. This approval shall operate within all applicable State, County and City regulations governing the sale of alcohol. Any violation of the regulations of the Department of Alcohol and Beverage Control as they pertain to the subject location, or of the City of Manhattan Beach, as they relate to the sale of alcohol, may result in the revocation and/or modification of the subject Master Use Permit.
13. No outside cleaning of kitchen floor mats, shopping carts or similar items will be permitted on the site. All kitchen floor mats and similar items shall be cleaned in such a manner that the run-off wastewater drains only to a private sewer drain on the premises. A mop sink will be required to be installed in accordance with Public Works standards.
14. Restaurant uses, including the service of alcoholic beverages, shall be limited in their operation to the hours between 6:00 a.m. to 2:00 a.m., seven days a week.
15. Any entertainment proposed in conjunction with a restaurant use (with exception of background music, television and no more than 3 games or amusements) shall require approval obtained in a duly noticed public hearing before the Planning Commission; and, shall be required to obtain a Class I Entertainment Permit consistent with the provision of Section 4.20.050 of the Manhattan Beach Municipal Code.

Site-wide Operational

16. Delivery operations shall be conducted in such a manner so as not to exceed applicable residential noise standards. The term "delivery activities" shall include, but not be limited to the presence of workers or delivery trucks at the business site even if not actual delivery work or unloading is being done. It shall also include vehicles or delivery equipment being started or idled, playing of radios, tape players or other devices, loud talking, and unloading of materials. Delivery vehicles shall park in designated commercial loading areas only and shall not obstruct designated fire lanes.

RESOLUTION PC 08-XX

17. Landscaping and maintenance activities (including, but not limited to, grounds-keeping and outdoor equipment and shopping cart cleaning) shall occur in accordance with a Landscape Maintenance Plan (“The Maintenance Plan”) approved by the Director of Community Development. The Maintenance Plan shall establish permitted hours of operation for specific maintenance activities and areas, based on compatibility with nearby land uses, both on and adjacent to the subject property.
18. All landscaping materials shall be maintained to the satisfaction of the Director of Community Development.
19. Routine trash collection on the entire site shall occur after 7:00 a.m. and before 10:00 p.m. Construction material trash collection activities (drop off and pick-up) shall be limited to hours of permitted construction as specified in the City’s Noise Ordinance, or between 7:30 and 6:00 p.m. Mondays through Fridays, and between 9:00 a.m. and 6:00 p.m. on Saturdays.
20. All trash storage areas shall be screened, secured and maintained in a sanitary condition and all tenants/business owners shall take appropriate measures to prevent prohibited or undesirable activities as defined in the Municipal Code (Sec. 5.24.060) including but not limited to, scavenging, excessive accumulation of refuse, and allowing any portion of the property to become a breeding ground for flies, wild rodents or other pests. Trash storage areas shall be designated and bins shall be maintained within the designated areas.

Fire Department and Public Works

21. Commercial establishments are required (MBMC 5.24.030 (C)(2) to have sufficient refuse storage space to enclose a commercial lift container(s). Refuse storage spaces or facilities must be screened from public view and be either constructed within the building structure or in a screened enclosure. Trash areas shall subject to review and approval of the Departments of Public Works, Community Development and Fire, and shall include, but not be limited to, a roof enclosure, drainage to the sanitary sewer and adequate room for recyclables.
22. There shall be no discharge of construction wastewater, building materials, debris or sediment from the site.
23. Erosion and sediment control devices BMP’s (Best Management Practices) must be implemented as required by the Department of Public Works. Control measures shall be taken to prevent erosion from the site and street surface water from entering the site.
24. The applicant shall submit an irrevocable offer to dedicate right-of-way at no cost to the City for future street and bridge widening, and associated construction, as required by the Director of Public Works, for future road widening along Sepulveda Boulevard. Said dedication shall provide a minimum 3 foot distance from the west wall of the existing building. The applicant shall also pay a fair share contribution for

RESOLUTION PC 08-XX

the future widening as determined by the Director of Public Works. This condition shall be met prior to issuance of Certificate of Occupancy. The applicant shall cooperate fully with the City in the future roadway widening.

25. Backflow preventers for fire and domestic water services shall be installed per Public Works Department requirements.

Parking and Circulation

26. Minimum parking shall be provided at a ratio of 4.1 spaces per 1,000 square feet of gross leasable floor area (gla).
27. The minimum amount of parking required for the project shall be located on the subject site or the combined site, as defined above. Project required parking shall not be located on the parcel of land owned by the City that is leased on a short-term basis to the Shopping Center. The subject City parcel shall function as an "over flow" parking lot and not part of the required parking due to its location, several feet below the grade of and at the rear of the Shopping Center, away from the main public entrances. The applicant shall record a parking covenant or other agreement to maintain required parking on an off-premise lot, subject to review and approval of the Director of Community Development.
28. Under the provisions of this Master Use Permit no action which involves the alteration or enlargement of any tenant space, or the introduction of any new business within an existing tenant space, which exceeds the total number of on-site parking spaces shall be approved without an amendment to the Master Use Permit.
29. Any action that alters the number of required parking spaces shall be reviewed by the Building Division of the Community Development Department for compliance with the requirements for disabled access parking. Such review shall include the number, size and location of disabled access parking spaces.

Signage

30. All permitted exterior signage existing as of the effective date of this permit shall be regarded as approved and consistent with the Master Use Permit. All new proposed signage shall conform to all applicable requirements of Title 10 of the Manhattan Beach Municipal Code. New signage shall be submitted as a Master Sign Program subject to the review and approval of the Director of Planning, and shall be consistent with the Shopping Center Master Sign Program. Pursuant to the "Sepulveda Boulevard Development Guide" signs and sign copy should be compatible with their related buildings and not be crowded within their locations or backgrounds. Harsh plastic or illuminated backgrounds shall be avoided, and low profile (less than 6-feet in height) monument signs are encouraged. A schedule for removal of the off-premise theater sign shall be submitted to the Director of Community Development for review and approval and the sign shall be removed in accordance with the approved schedule.

RESOLUTION PC 08-XX

Special Conditions

31. Noise emanating from the property shall be within the limitations prescribed by the City of Manhattan Beach Noise Ordinance and shall not create a nuisance to nearby property owners. This would include construction and activity hours (MBMC 5.48.060). See also condition No. 17 regarding Landscaping and Maintenance activity (MBMC 5.48.275).
32. A Traffic Management and Construction Plan shall be submitted in conjunction with the building plans, to be approved by the Police, Public Works and Community Development Departments prior to issuance of building permits. The plan shall provide for the management of all construction traffic during all phases of construction, including delivery of materials and parking of construction related vehicles. Driver-less vehicles blocking driveways without written authorization, and overnight storage of materials in the roadway shall be prohibited.
33. Any off-site improvements shall require written approval of the property owner whose property the improvement is located upon prior to the issue of a permit or approval for the improvement.

SECTION 3. Pursuant to Government Code Section 65009 and Code of Civil Procedure Section 1094.6, any action or proceeding to attack, review, set aside, void or annul this decision, or concerning any of the proceedings, acts, or determinations taken, done or made prior to such decision or to determine the reasonableness, legality or validity of any condition attached to this decision shall not be maintained by any person unless the action or proceeding is commenced within 90 days of the date of this resolution and the City Council is served within 120 days of the date of this resolution.

I hereby certify that the foregoing is a full, true, and correct copy of the Resolution as adopted by the Planning Commission at its regular meeting of October 8, 2008 and that said Resolution was adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

RICHARD THOMPSON

Secretary to the Planning Commission

Sarah Boeschen

Recording Secretary

RESOLUTION PC 01-27

RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF MANHATTAN BEACH APPROVING A MASTER USE PERMIT AND HEIGHT VARIANCE FOR THE RENOVATION AND REMODELLING OF AN EXISTING ENCLOSED MALL AND PARKING LOT WITHIN THE MANHATTAN VILLAGE SHOPPING CENTER, LOCATED AT 3200 SEPULVEDA BOULEVARD AVENUE (MADISON MARQUETTE)

SECTION 1. The Planning Commission of the City of Manhattan Beach hereby makes the following findings:

- A. The Planning Commission of the City of Manhattan Beach conducted a public hearing on November 28, and December 12, 2001 to consider applications for a Master Use Permit and Variance on the property commonly known as the Manhattan Village Shopping Center. Said hearing was advertised pursuant to applicable law, testimony was invited and received.
- B. The subject shopping center property is legally described as Lots 1 – 23, of Parcel Map 12219, Map Book 122, pages 33-35 and is addressed as 2600 through 3562 Sepulveda Boulevard (3200 Sepulveda being the enclosed mall) and 1220 Rosecrans Avenue, in the City of Manhattan Beach. The project applicant and property owner is Madison Marquette.
- C. The project consists of the following: 1) conversion of approximately 16,000 square feet of food court area to retail area within the enclosed mall (square foot increase from 266,168 to 282,168 for enclosed mall and from 509,410 to 525,410 square feet for total center); 2) general remodel and refurbishment of enclosed mall, including roof and exterior architectural elements, these being maximum 34-foot high trellis features at north and south mall entrances, and a 38-foot high, 2,500 square foot clerestory skylight over fountain court; 3) re-striping of mall parking lots (including leased city-owned lot) to increase the number of large car versus compact parking spaces and bring all other compact spaces into conformity with stall dimensions; 4) provision of 4.1 per 1,000 gfa parking standard for entire shopping center; 5) construction and/or reconfiguring of traffic calming features along "Magnolia Way" private roadway located adjacent to the east property line, 6) construction/implementation of improvements or operational measures intended to address existing noise problems near the rear of the existing grocery/drug stores near the south end of the center and 7) future potential conversion of up to 13,005 square feet of existing retail or vacant space to restaurant.
- D. The Master Use Permit is required because the proposed actions would result in: 1) increase in leased square feet; 2) re-striping of parking lot and change in total number of parking spaces serving the site and 3) establishment of parking requirement of 4.1 parking spaces per 1,000 square feet gla. A Variance is required because proposed roof elements at two entries and above the fountain court exceed the applicable height limit of 22 feet.
- E. The Manhattan Village Shopping Center planning/zoning entitlement history is as follows:
 1. On March 6, 1979 the Manhattan Beach City Council adopted Resolution 3685, establishing the Commercial Planned Development (CPD) District for the First Phase construction and operation of a community shopping center (Manhattan Village Mall) consisting of approximately 150,000 square feet of retail establishments providing community convenience goods and services, and approximately 300,000 square feet of retail establishments providing goods and services customarily found in malls associated with department stores.
 2. On December 18, 1979 the Manhattan Beach City Council adopted Resolution 3757, approving the Second Phase construction and operation of a community shopping center (Manhattan Village Mall).



RESOLUTION PC 01-27

3. Subsequent use permits were approved for individual uses within the shopping center.
 4. On December 18, 1990 the Manhattan Beach City Council adopted Ordinance 1832, repealing the CPD zoning District and establishing the CC (Community Commercial) zoning district for the subject property.
 5. On (date) the Manhattan Beach City Council adopted Ordinance 1902, establishing a provision for a Master Use Permit for multiple tenant projects to replace obsolete Commercial Planned Development (CPD) Permits.
 6. On January 3, 1995 the Manhattan Beach City Council adopted Resolution 5142, approving the conversion of all previous Commercial Planned Development and individual Use Permit entitlements for the subject property to a Master Use Permit consistent with provisions of Ordinance 1902.
- F. An Environmental Impact Report (EIR) was prepared (1978) and certified for a phased project, of which Manhattan Village Shopping Center was a part. Mitigation measures were identified and adopted in several issue areas. .
- G. An Initial Study has been prepared in compliance with the California Environmental Quality Act (CEQA) and City of Manhattan Beach CEQA Guidelines to determine whether the project would have adverse effects on the environment. The study concluded that the project would not have any significant adverse effects, and a Proposed Negative Declaration has been prepared that finds that the project will not have significant environmental effects. The Planning Commission has reviewed the Initial Study and approves the Negative Declaration together with comments received in the public hearing and finds that there is no substantial evidence that the project will have a significant effect on the environment. Any non-compliance with the City's Noise Ordinance will be addressed through proposed actions and implementation of appropriate conditions of approval.
- H. The project will not individually nor cumulatively have an adverse effect on wildlife resources, as defined in Section 711.2 of the Fish and Game Code.
- I. This Resolution, upon its effectiveness, constitutes the Master Use Permit for the project and replaces all previous site-wide (Ordinances 3685, 3757, City Council Resolution 5142 and Planning Commission PC 92-14) and individual land use approvals. This Resolution incorporates all relevant conditions of approval and operational requirements of all past approvals.
- J. Pursuant to Section 84.060 A. of the Manhattan Beach Zoning Ordinance, the following findings are made regarding the Use Permit application:
1. The property is located within Area District II and is zoned CC, Community Commercial. The proposed location is in accord with the purpose of this zoning district, which is to provide sites for planned commercial centers, such as Manhattan Village, which contain a wide variety of commercial establishments, including businesses selling home furnishings, apparel, durable goods and specialty items generally having a citywide market area. The additional leased floor area will be devoted to retail uses, which are permitted by the existing Master Use Permit and underlying Community Commercial zoning district. The additional floor area will assist in attracting high-quality tenants, therefore helping to ensure the success of the renovation of the mall which is being undertaken concurrently with this project. Accordingly, the proposed location of the use is in accord with the objectives of this title and the purposes of the district in which the site is located.
 2. The General Plan designation for the property is Manhattan Village Commercial. This designation reflects the unique nature of the subject property as the largest retail development in the City. The proposed addition of new retail area is consistent with Goal Number 4 of the Land Use Element, which is to support and encourage the viability of the commercial areas of Manhattan Beach and Goal Number 5, which is to encourage

RESOLUTION PC 01-27

high quality, appropriate investment in commercial areas. The additional floor area will be within the enclosed mall in the Manhattan Village Shopping Center, is consistent with the existing uses of the site and other nearby commercial properties and is well within the maximum development capacity of the property. The proposed project is a significant upgrade of a major component of the city's retail environment, which will also by design, blend with the city's unique small beach town identity. The proposed modifications to the site's main parking lot will result in a more effective use of the parking supply. Therefore the project will not be detrimental to the public health, safety or welfare of persons residing or working in or adjacent to the neighborhood of such use and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the city. By attracting high quality tenants the project will ensure the success of the mall renovation, which is being undertaken concurrently with the floor area addition.

3. The additional floor area will be devoted to retail uses, which are permitted by the existing Master Use Permit for the center and underlying zoning district. The proposed renovation and remodel/floor area addition will comply with applicable performance and development standards with the exception of height (subject of an accompanying variance). Therefore the proposed use will comply with the provisions of Title 10 of the Municipal Code (Zoning Ordinance), including any specific condition required for the proposed use in the CC zoning district in which it is located. standards including but not limited to containment of glare and noise in that the new area will
 4. The proposed use will not adversely impact nor be adversely impacted by nearby properties, which are a mix of commercial and residential uses. The additional proposed area will be located within the existing mall building footprint, and the proposed roof clerestory windows will be located sufficient distance (approximately 200 feet) and out of line-of-sight of the nearest residential use and therefore is not expected to cause any noise, glare or aesthetic visual impacts. The proposed conversion from food court and public seating areas to retail will not result in any significant traffic impacts, the project will provide adequate parking to serve the additional floor area and the parking lot re-striping to provide standard sized parking stalls will more effectively serve the center customers.
- K. Pursuant to Section 84.060 B. of the Manhattan Beach Zoning Ordinance, the following findings are made regarding the Variance application:
1. The project site is developed with a regional shopping center that is unique in that it is the largest retail building in the City. The project site, approximately 40 acres in size makes it one of the largest properties in the City. The site is appropriately zoned Community Commercial due to its size, variety of uses and market area. The increase in height for the specific roof and entry elements will define the character and aid access to the mall stores and will have no adverse impacts on adjoining properties. As such the absence of such architectural elements, due to an unusually constraining height limit would result in a peculiar hardship and difficulty for the property owner who seeks to renovate and improve the site.
 2. The height of the existing anchor department stores at the north and south ends are approximately 40 feet tall and the central portion of the mall is approximately 27 feet tall. The current height limit for structures in the Community Commercial district is 22 feet, where the roof slope is less than 4: 12 (vertical rise to horizontal distance). The project proposes the construction of two new architectural elements at the existing flat-roofed north and south entrances to the mall, adjacent to the anchor department stores. These elements will be at a height of between 31.5 feet and 34 feet. In addition the project proposes to construct a new 2,500 square foot clerestory window/skylight feature on the mall roof approximately 38 feet above the ground, or 8 feet above the existing mall roofline. All of the new elements will be below the

RESOLUTION PC 01-27

height of the existing anchor department store buildings. The new entrance elements will be adjacent to the taller department stores and will serve as a transition between them and the lower mall roofline.

The granting of the variance to allow the three roof elements will not be a substantial detriment to the public good, or impairment of affected natural resources, or be injurious to property or improvements in the vicinity of the site, or to the public health safety or general welfare in that the proposed roof/entry structures will not obstruct views or result in shadow impacts on surrounding properties, and there will be no new exterior lighting fixtures producing glare to nearby residential units.

3. The subject property is the largest single retail oriented development in the City. There are no other similar properties in the same zoning and area district. The additional height needed for these three minor structures is an integral part of the mall renovation. Therefore, approval of the application is consistent with the purposes of Title 10 of the City's Municipal Code and will not constitute a grant of special privilege inconsistent with limitations on other properties in the vicinity and in the same zoning area district.

Section 3. The Planning Commission of the City of Manhattan Beach hereby **APPROVES** the subject Master Use Permit and Variance subject to the following conditions:

General/procedural Conditions

1. *Compliance.* The Master Use Permit is based upon the site area analysis and site plan dated November 28, 2001 as submitted by the applicant. (The site area analysis is attached hereto as Exhibit A). Said plans shall become part of the Master Use Permit and are incorporated herein by reference. All development must occur in strict compliance with the proposal as set forth in the application for said permit, subject to any special conditions set forth below. Any substantial deviation from the approved plans and proposed site area analysis, except as provided in this approval shall require an amendment to the Master Use Permit.
2. *Lapse of Approval.* The Use Permit and Variance shall lapse two (2) years after its date of approval unless implemented or extended in accordance with Manhattan Beach Municipal Code (MBMC) Section 10.84.090.
3. *Terms and Conditions are Perpetual.* These terms and conditions shall be perpetual, and it is the intention of the Director of Community Development and the permittee to bind all future owners and possessors of the subject property to the terms and conditions. Further, the applicant shall record the conditions of approval of this Resolution with the Office of the County Clerk/Recorder of Los Angeles. The format of the recording instrument shall be reviewed and approved by the City Attorney.
4. *Effective Date.* Unless appealed to the City Council, the subject Use Permit and Variance shall become effective when all time limits for appeal as set forth in MBMC Section 10.100.030 have expired.
5. *Review.* At any time in the future, the Planning Commission or City Council may review the Use Permit for the purposes of revocation or modification. Modification may consist of conditions deemed reasonable to mitigate or alleviate impacts to adjacent land uses.
6. The applicant agrees, as a condition of approval of this project, to pay all reasonable legal and expert fees and expenses of the City of Manhattan Beach in defending any legal action associated with the approval of this project brought against the City. In the event such a legal action is filed against the project, the City shall estimate its expenses for the litigation. The Applicant shall deposit said amount with the City or enter into an

RESOLUTION PC 01-27

agreement with the City to pay such expenses as they become due.

Land Use

7. The land uses approved for the Manhattan Village Mall shall include:
 - a) Retail Sales;
 - b) Personal Services;
 - c) Personal Improvement Services;
 - d) Travel Services;
 - e) Food and Beverage Sales (including Grocery Stores);
 - f) Offices, Business and Professional;
 - g) Commercial Recreation and Entertainment (including Indoor Movie Theaters);
 - h) Banks, Savings and Loans; and,
 - i) Eating and Drinking Establishments (restaurants).
 - j) Uses identified as permitted (by right) in the underlying zoning district (CC) which are not included in this Master Use Permit shall be left to the discretion of the Planning Commission.
8. Uses identified as conditionally permitted (use permit required) in the underlying zoning district (CC) shall require an amendment to the Master Use Permit at a duly noticed public hearing, unless otherwise permitted in this Resolution.
9. Upon submittal of any request for business license, or application for building permit, which involves the alteration or enlargement of any tenant space, or the introduction of any new business within an existing tenant space, the applicant shall provide a site-wide tenant space study, including detailed area breakdown subject to the review and approval of the Director of Community Development. The required space study shall be consistent in format, and information provided, with Exhibit A attached hereto. The information shall include tenant street addresses, existing and proposed tenants, and evidence that the proposed alteration / tenant will provide adequate on-site parking as required by applicable parking standard.
10. Under the provisions of this Master Use Permit the Shopping Center may convert up to 13,005 square feet of vacant, retail, or office space to restaurant use, for a total of 75,000 square feet gross leasable area of restaurant uses on the site. (75,000 square feet is the maximum restaurant square footage given an overall parking supply of 4.1 stalls per 1,000 square feet gla.) Conversion to restaurant uses in excess of 75,000 square feet will require amendment of the Master Use Permit. X
11. Once there is a total of 68,000 square feet of restaurant usage on-site providing alcohol service (as specified in conditions 13 and 14), no additional restaurants may seek to provide full alcohol service without approval obtained in a duly noticed public hearing before the Planning Commission.

Eating and Drinking Establishments (Restaurants)

12. There shall be no drive-through service allowed in conjunction with any existing or proposed Eating and Drinking Establishment.
13. Any restaurant may provide service of beer and wine which is incidental to, and in conjunction with, the service of food provided that such use does not include full alcohol service or a retail bar, to a maximum area of 68,000 square feet site-wide as set forth in condition 11. This approval shall operate within all applicable State, County and City regulations governing the sale of alcohol. Any violation of the regulations of the Department of Alcohol and Beverage Control as they pertain to the subject location, or of the City of Manhattan Beach, as they relate to the sale of alcohol, may result in the revocation and/or modification of the subject Master Use Permit.

RESOLUTION PC 01-27

14. Any existing restaurant currently providing beer and wine service may expand to provide full alcohol service without a public hearing if said restaurant maintains its current size. An existing restaurant currently providing beer and wine service shall not be able to expand to full alcohol service without a duly noticed public hearing if said restaurant:
 - (a) seeks to expand beyond its present square footage; and,
 - (b) if the 68,000 square foot limit described in condition No. 11 has been reached.
15. No outside cleaning of kitchen floor mats or shopping carts will be permitted on the site. All kitchen floor mats shall be cleaned in such a manner that the run-off wastewater drains only to a private sewer drain on the premises.
16. Restaurant uses, including the service of alcoholic beverages, shall be limited in their operation to the hours between 6:00 a.m. to 2:00 a.m., seven days a week.
17. Any entertainment proposed in conjunction with a restaurant use (with exception of background music, television and no more than 3 games or amusements) shall require approval obtained in a duly noticed public hearing before the Planning Commission; and, shall be required to obtain a Class I entertainment Permit consistent with the provision of Section 4.20.050 of the Manhattan Beach Municipal Code.

Site-wide Operational

18. Delivery activities to the businesses contiguous to residentially zoned and improved properties shall be limited to between 7:00 a.m. and 10:00 p.m. Monday through Friday and between 8:00 a.m. and 10:00 p.m. on Saturdays, Sundays and major holidays, including New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, and Christmas Day. Delivery operations shall be conducted in such a manner so as not to exceed applicable residential noise standards. The term "delivery activities" shall include, but not be limited to the presence of workers or delivery trucks at the business site even if not actual delivery work or unloading is being done. It shall also include vehicles or delivery equipment being started or idled, playing of radios, tape players or other devices, loud talking, and unloading of materials. Business delivery doors shall not be opened before hours of permitted deliveries as specified herein. Delivery vehicles shall park in designated commercial loading areas only and shall not obstruct designated fire lanes.
19. Landscaping and maintenance activities (including, but not limited to parking lot cleaning, grounds-keeping and outdoor equipment and shopping cart cleaning) shall occur in accordance with a Landscape Maintenance Plan ("The Maintenance Plan") approved by the Director of Community Development. The Maintenance Plan shall establish permitted hours of operation for specific maintenance activities and areas of the shopping center, based on compatibility with nearby land uses, both on and adjacent to the center.
20. All landscaping materials shall be maintained to the satisfaction of the Director of Community Development.
21. Routine trash collection on the entire site shall occur after 9:00 a.m. and before 10:00 p.m. Construction material trash collection activities (drop off and pick-up) shall be limited to hours of permitted construction as specified in the City's Noise Ordinance, or between 7:30 and 6:00 p.m. Mondays through Fridays, and between 9:00 a.m. and 6:00 p.m. on Saturdays.
22. All trash storage areas shall be screened, secured and maintained in a sanitary condition and all tenants/business owners shall take appropriate measures to prevent prohibited or undesirable activities as defined in the Municipal Code (Sec. 5.24.060) including but not

RESOLUTION PC 01-27

limited to, scavenging, excessive accumulation of refuse, and allowing any portion of the property to become a breeding ground for flies, wild rodents or other pests. Trash storage areas shall be designated and bins shall be maintained within the designated areas.

Fire Department and Public Works

23. Commercial establishments are required (MBMC 5.24.030 (C)(2) to have sufficient refuse storage space to enclose a commercial lift container(s). Refuse storage spaces or facilities must be screened from public view and be either constructed within the building structure or in a screened enclosure subject to review and approval of the Public Works Department and Community Development Department.
24. There shall be no discharge of construction wastewater, building materials, debris or sediment from the site.
25. The applicant shall consider various SUSMP (Standard Urban Stormwater Mitigation Plan for Los Angeles County) measures and/or improvements as suggested by the Department of Public Works in its memorandum dated October 31, 2001 as determined to be relevant and reasonable based on the proposed construction.
26. The applicant shall replace displaced sidewalk adjacent to the site on Village Drive. All sidewalk, curb and gutter or driveway construction on public property shall be completed per Public Works Department specifications. (See Public Works Standard Plans ST1, ST-2, and ST-3.)
27. Backflow preventers for fire and domestic water services shall be installed per Public Works Department requirements.
28. Sandbags shall be placed around the construction site to prevent erosion from the site and street surface water from entering the site.
29. The applicant shall work cooperatively with the Fire Department to implement as feasible, several suggested improvements for public safety, including, but not necessarily limited to: 1) smoke evacuation (e.g. automated atrium window/clerestory opening system in fountain area); 2) addition of an additional standpipe for fire connection near the east passageway into the central mall area; 3) updating of existing mall fire alarm system; 4) activation of public address system currently in place for mall personnel and City Fire Department use; 5) upgrading fire/life safety components within individual mall tenant spaces as condition of occupancy as improvements occur (eventually bringing all tenant spaces into conformity), and 6) provision of pedestrian ramp or at-grade access at the rear of the mall to facilitate the safe removal of patients from that location.

Parking and Circulation

30. Minimum parking shall be provided at a ratio of 4.1 spaces per 1,000 square feet of gross leasable floor area (gla). A total of 2,154 parking spaces shall be provided for the development program shown on Exhibit A.
31. Prior to issuance of the mall remodeling permit, the applicant shall submit a detailed site-wide parking lot striping plan that shall comply with all applicable ADA (American Disabilities Act) requirements and that will result in a more effective parking supply. The parking layout shall be designed to 1) maximize available on-site space for parking; 2) convert compact to large-car stalls as shown on a plan dated October 25, 2001 prepared by Kaku Associates, Inc. and 3) increase the width of all other on-site compact spaces to 8.0 feet (located in the south sector of the center). The purpose of this condition is to provide a more efficient and effective on-site parking supply.
32. The minimum amount of parking required for the project shall be located on the subject site

RESOLUTION PC 01-27

or may be located off-premise on a suitably located parcel. Project required parking shall not be located on the parcel of land owned by the City that is leased on a short-term basis to the applicant. The subject City parcel shall function as an "over flow" parking lot and not part of the required parking due to its location, several feet below the grade of and at the rear of the mall, away from the main public entrances. The applicant shall record a parking covenant to maintain required parking on an off-premise lot, subject to review and approval of the Director of Community Development.

33. Any deviation from the provisions of the approved parking plan, as established in the Master Use Permit (see condition 31), shall require review by the Planning Commission to determine if the proposed change necessitates an Amendment to the Master Use Permit.
34. Under the provisions of this Master Use Permit no action which involves the alteration or enlargement of any tenant space, or the introduction of any new business within an existing tenant space, which exceeds the total number of on-site parking spaces shall be approved without an amendment to the Master Use Permit.
35. Any action that alters the number of required parking spaces shall be reviewed by the Building Division of the Community Development Department for compliance with the requirements for disabled access parking. Such review shall include the number, size and location of disabled access parking spaces.
36. The applicant shall implement proposed traffic-calming measures as identified in the October 2001 Traffic and Parking Analysis prepared by the firm Kaku and Associates, Inc. prior to issuance of a Certificate of Occupancy for the new tenant space that replaces the food court. The applicant shall conduct a test of the proposed "neck-down" and a test of Alternative 2 (roadway with adjacent parking) to determine their effectiveness prior to their construction, subject to review and approval of the City of Manhattan Beach, Community Development Department and Fire Department.
37. All existing speed "bumps" shall be removed and no new speed bumps installed along "Magnolia Way", the private drive located at the rear of the mall. Stop signs may be implemented, subject to review and approval of the City Department of Community Development, Fire Department and Police Department. The applicant shall implement pedestrian safety improvements as determined by the Department of Community Development on the subject site at the intersection of "Magnolia Way" and "30th Way" where a pedestrian gate provides access to Manhattan Village homes (at the rear of 2970 Sepulveda Boulevard).

Signage

38. All permitted exterior signage existing as of the effective date of this permit shall be regarded as approved and consistent with the Master Use Permit. All new proposed signage shall conform to all applicable requirements of Title 10 of the Manhattan Beach Municipal Code. New signage shall be submitted as a Master Sign Program subject to the review and approval of the Planning Commission. Pursuant to the "Sepulveda Boulevard Development Guide" dated January 27, 1998, signs and sign copy should be compatible with their related buildings and not be crowded within their locations or backgrounds. Harsh plastic or illuminated backgrounds shall be avoided, and low profile (less than 6-feet in height) monument signs are encouraged.

Special Conditions

39. The applicant shall dedicate and convey to the city in fee simple title, a strip of land approximately 12.5 feet in width, running parallel to Marine Avenue, for a distance of approximately 178 feet from the property corner at Sepulveda Boulevard. This dedication,

RESOLUTION PC 01-27

subject to review of the City Engineer, will facilitate a future widening of Marine Avenue to relieve traffic congestion on Marine Avenue adjacent to the project. The dedication will offset project-related debits that the City will incur in the County of Los Angeles Congestion Management Program. This condition shall be met prior to issuance of Certificate of Occupancy.

40. All outdoor mobile storage containers shall be permanently removed within six months of the date of this approval.
41. Noise emanating from the property shall be within the limitations prescribed by the City of Manhattan Beach Noise Ordinance and shall not create a nuisance to nearby property owners. This would include construction and activity hours (MBMC 5.48.060). See also condition #19 regarding Landscaping and Maintenance activity (MBMC 5.48.275). To reduce existing noise:
 - a) The applicant shall commission an acoustical engineering firm to study noise issues and recommend measures to bring the shopping center site into compliance with the City's Noise Ordinance, both in terms of applicable levels of noise, and nuisance noise as based on a "reasonable person" standard (the "Noise Study"). The Noise Study shall focus on the noise issues along the project site's easterly property line, adjacent to "RPD" zoned properties within the Manhattan Village residential community. Staff shall determine the parameters of the Noise Study, and the applicant shall bear the cost of the Noise Study and also fund a peer review performed by an acoustical engineer retained by the City of Manhattan Beach. The Noise Study and a noise reduction plan shall be completed and approved by the City prior to the issuance of a Certificate of Occupancy for the mall renovation. Noise reduction measures set forth in the Noise Study and noise reduction plan may include, but not necessarily be limited to, the installation of a sound wall as specified in Condition No. 41 (c). Construction and/or implementation of all noise reduction measures shall be completed no later than one year from the date of Master Use Permit approval.
 - b) To confirm that compliance with the City's Noise Ordinance is achieved, the applicant shall fund a noise monitoring program (the "Noise Monitoring Program"), whose implementation shall occur under the direction of an acoustical engineer retained by the City. The Noise Monitoring Program will consist of 24-hour noise measurements at the most affected locations identified in the Noise Study. The Noise Monitoring Program shall be implemented on a quarterly basis for minimally a one-year time period. The Noise Monitoring Program concludes once compliance with the City's Noise Ordinance is demonstrated for a period of four continuous quarters.
 - c) The applicant shall post a bond with the City in the amount of \$125,000 (one hundred twenty five thousand) for the cost to construct 640 lineal feet of a maximum 12-foot tall solid sound wall between the shopping center car gate and pedestrian gate located on the project site east property line to the rear of the grocery and drug stores. The construction shall include replacement of an existing open-wrought-iron fence on the east property line in the vicinity of the aforementioned pedestrian gate. The purpose of the bond is to ensure that minimally a sound wall or other recommended noise reduction measures will be constructed should such measures not be undertaken by the applicant in a timely fashion. The bond shall be subject to review by the City Attorney.
42. A Traffic Management and Construction Plan shall be submitted in conjunction with the building plans, to be approved by the Police, Public Works and Community Development Departments prior to issuance of building permits. The plan shall provide for the management of all construction traffic during all phases of construction, including delivery

RESOLUTION PC 01-27

of materials and parking of construction related vehicles. Driver-less vehicles blocking neighbors' driveways without written authorization, and overnight storage of materials in the roadway shall be prohibited. This plan may also regulate and limit the hours of construction deliveries on weekend mornings where such activities including driving, parking and loading/unloading in areas adjacent to residential uses.

I hereby certify that the foregoing is a full, true, and correct copy of the Resolution as adopted by the Planning Commission at its regular meeting of December 12, 2001 and that said Resolution was adopted by the following vote:

AYES: Kirkpatrick, Kuch, Milam, Ward,
Chairman Simon

NOES: None

ABSTAIN: None

ABSENT: None

RICHARD THOMPSON
Secretary to the Planning Commission

Sarah Boeschen
Recording Secretary

Manhattan Village Shopping Center Area Analysis

09/23/2003

<u>Tenant</u>	<u>Address/ Tenant Space</u>	<u>Permit No.</u>	<u>Area</u>	<u>Comments</u>
<i>Large Retail</i>				
Macy's Women's	3400		108,977	
Macy's Men/Home	3100		67,077	
Sub-Total			176,054	
<i>Mid Size Retail</i>				
Ralphs	2700		43,400	
Savon	2900		25,500	
Sub-Total			68,900	
<i>Small Retail</i>				
MV Florist	3292A		1,500	
South shell	3208	02-01929		owner work, 8,490 total
North shell	3212	02-01929		owner work, 8,500 total
Tommy Bahama	3208-A	02-00232	3,643	sign prmit 03-00992
Corner Bakery (see restar)	3208-B	02-04008		
Coach store	3208-C	03-01507	2,580	combined 2 spaces
LA Food Show (see restar)	3212-A			
vacant	3212-B		600	
MALL SHOPS				
T-Mobile	3200/A1	03-00721	1,910	gla from ti plan
Sam Goody Musicland	3200/A2		2,149	
Wolf Camera	3200/A4		1,074	
Secret to Beauty	3200/A5	03-01679	2,145	
Express/Ltd.	3200/A6		6,592	
Williams-Sonoma	3200/A9-A/10	01-06074	5,365	
Pottery Barn	3200/B1	02-00878	10,452	
Pottery Barn Kids	3200/B2	02-00879	7,291	
B. Dalton Bookseller	3200/C2		4,420	
Harry and David	3200/C3	02-02237	2,127	lease 2111
Lucy's	3200/C4	02-03085	2,200	lease 2,111
Baby Style	3200/C5	02-03167	2,158	lease plan 7/24/02
Ann Taylor Loft	3200/C8	01-05729	5,428	
Victoria's Secret	3200/C10		6,000	
Walking Store	3200/C12	03-00255	1,382	
Geri's Hallmark	3200/C14		3,021	
Matt & Allie	3200/C15	02-03656	1,637	lease plan/childrens store
Kiosk - Sunglass Hut	3200/C300	01-06172	216	gla: 18' x 12' lease lines
Gigi	3200/D3		955	
Lerner's	3200/D6		7,500	
Bath & Body	3200/D8		2,000	
Lady Foot Locker	3200/D9		1,709	
Francesca's Collection	3200/D10	03-00506	873	
Corner Cottage	3200/D11		582	
Origins	3200/D12		900	
Village Shoe Repair	3200/D13		309	not on 7/25/02 lease plan
Thee Cutlery	3200/E1		294	
Prestige Jewelers	3200/E2	03-02168	812	confirm gla
Dr. Stein Optometric	3200/E4		1,885	
Godiva Chocolatiers	3200/E3	02-02402	635	
Clair's Boutique	3200/E5		726	
White House/Black Market	3200/E6	02-01319	1,491	
Bombay Trading Company	3200/E8	02-01316	3,577	new location
Gap	3200/E10		8,431	
Chicos	3200/E14	02-02012	2,563	
Vacant	3200/E15			merged with E18 Talbots
Vacant	3200/E16			merged with E18 Talbots
Talbots	3200/E18	02-03266	6,401	gfa by permit
Great Earth Vitamins	3010		608	

Manhattan Village Shopping Center Area Analysis

09/23/2003

See's Candy	3004		1,216	
Jenny Craig	2970		2,000	
Super Sports	2930		4,973	
Supercuts	2920		1,220	
Fazio Cleaners	2660		2,042	
Sub-Total			127,592	
<i>Medical Office</i>				
Sub-Total			19,066	
<i>Financial/General Office</i>				
Haagen Building	3500		18,758	
Pacific Century Bank	3300		5,000	
Wells Fargo	3110		8,000	
Bank of America	3016		7,650	
Union Bank	2910		6,250	
Glendale Federal	2710		4,661	
Hawthome Savings	2600		4,590	
Sub-Total			54,909	
<i>Theater</i>	3560			
Sub-Total			17,500	
<i>Restaurant</i>				
Surf City Squeeze	3564		1,210	no alcohol
Baja Fresh	3562		1,323	alcohol
Koo Koo Roo	3294		2,869	no alcohol
China Grill	3282		2,416	alcohol
California Pizza Kitchen	3280		7,250	alcohol
Islands	3200/D1		5,910	alcohol
Tacone restaurant	3200/B-3	02-01315	441	200 sf remote storage
L.A. Food Show	3212-A	02-04119	7,000	type 47 alcohol, outdr din
East Coast Bagel	3012		1,406	no alcohol, outdoor dining
Coffee Bean & Tea Leaf	3008		608	no alcohol
Robeks	3000		1,106	no alcohol
Reed's Restaurant	2640	03-01717	2,217	alcohol
Chilis	2620-B	02-03363	6,520	type 47 alcohol
Coco's	2620		6,927	alcohol
Olive Garden	2610		8,500	alcohol
Corner Bakery	3208-B	02-04008	2,999	outdoor dining, no alcohol
Sub-Total			58,702	
TOTAL ACTUAL			522,723	
TOTAL PERMITTED BY MUP			525,410	
BALANCE REMAINING			2,687	

Parking for Total Actual:

522,723	@ 4.1/1000 =	2143
---------	--------------	------

Psomas Parking plan "As-built"
2,193 spaces, including 212 on

(1,981 on main lot)



MASTER APPLICATION FORM

CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT

Office Use Only
Date Submitted: 4/4/08
Received By: SP
F&G Check Submitted:

3500 North Sepulveda Boulevard
Project Address

Parcel 12 as shown on PARCEL MAP Number 12219 AS PER BOOK 122 Pages 33-35. APN 4138-020-014
Legal Description

Manhattan Village GeneralCommercial/CommunityCommercial
General Plan Designation Zoning Designation Area District

For projects requiring a Coastal Development Permit, select one of the following determinations¹:
Project located in Appeal Jurisdiction Project not located in Appeal Jurisdiction
 Major Development (Public Hearing required) Public Hearing Required (due to UP, Var., etc.)
 Minor Development (Public Hearing, if requested) No Public Hearing Required

Submitted Application (check all that apply)
() Appeal to PC/PWC/BBA/CC _____ () Subdivision (Lot Line Adjustment) _____
() Coastal Development Permit _____ () Use Permit (Residential) _____
(x) Environmental Assessment 124 () Use Permit (Commercial) _____
() Minor Exception _____ (x) Use Permit Amendment 1209
() Subdivision (Mapping Deposit) _____ () Variance _____
() Subdivision (Tentative Map) _____ (x) Public Notification Fee 65
() Subdivision (Final) _____ () Other: _____

Fee Summary: Account No. 4225 (calculate fees on reverse)
Pre-Application Conference: Yes _____ No _____ Date: _____ Fee: _____
Amount Due: \$ _____ (less Pre-Application Fee if submitted within past 3 months)
Receipt Number: _____ Date Paid: _____ Cashier: _____

Applicant(s)/Appellant(s) Information
3500 Sepulveda, LLC, 13th & Crest Associates, LLC, 6220 Spring Associates, LLC _____
Name
620 Manhattan Beach Blvd, Manhattan Beach, CA 90266
Mailing Address
Owners
Applicant(s)/Appellant(s) Relationship to Property
Mark Neumann, Managing Member of Owner
Contact Person (include relation to applicant/appellant)
620 Manhattan Beach Blvd, Manhattan Beach, CA 90266
Address, and Phone Number
Applicant(s)/Appellant(s) Signature address Fax Number and e-mail

Complete Project Description- including any demolition (attach additional pages if necessary)

¹ An Application for a Coastal Development Permit shall be made prior to, or concurrent with, an application for any other permit or approvals required for the project by the City of Manhattan Beach Municipal Code. (Continued on reverse)

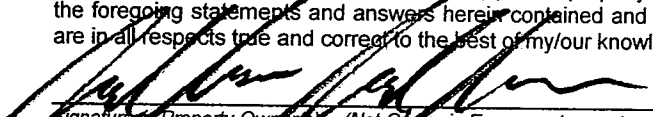
EXHIBIT
C PC 10/8/08

CASHIER: E
APR 04 2008
10-250588
PAII

OWNER'S AFFIDAVIT

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

I/We 3500 Sepulveda, LLC, 13th & Crest Associates, LLC, 6220 Spring Associates, LLC being duly sworn, depose and say that I am/we are the owner(s) of the property involved in this application and that the foregoing statements and answers herein contained and the information herewith submitted are in all respects true and correct to the best of my/our knowledge and belief(s).


Signature of Property Owner(s) - (Not Owner in Escrow or Lessee)

Mark Neumann, Mark Neumann, Richard Rizika
Print Name

620 Manhattan Beach Blvd, Manhattan Beach, CA 90266
Mailing Address

310-318-6190
Telephone

Subscribed and sworn to before me,
this _____ day of _____, 20____

in and for the County of _____
State of _____

Notary Public

REFER TO ATTACHED

Fee Schedule Summary²

Below are the fees typically associated with the corresponding applications. Additional fees not shown on this sheet may apply. Contact the Planning Department for assistance. Fees are subject to annual adjustment in January.

Submitted Application (circle applicable fees, apply total to Fee Summary on application)

Coastal Development Permit

Filing Fee (public hearing – no other discretionary approval required): \$ 1,824 ☒
Filing Fee (public hearing – other discretionary approvals required): \$ 124 ☒
Filing Fee (no public hearing required): \$ 124

Use Permit (Master)

Residential Filing Fee: \$ 2,420 ☒
Commercial Filing Fee: \$ 3,005 ☒
Amendment Filing Fee: \$ 1,209 ☒

Variance

Filing Fee: \$ 3,005 ☒

Minor Exception

Filing Fee: \$ 966 ☒

Subdivision

Tentative Parcel/Tract Map
Filing Fee: \$ 585 ☒
Final Parcel Map/Tract Map
Filing Fee: \$ 585
Mapping Deposit: \$ 473
Quimby Parks and Recreation Fee (new lot/unit): \$ 1,817
Certificate of Compliance
Filing Fee: \$ 564.50

Environmental Review (contact Planning Division for applicable fee)

Environmental Assessment: \$ 124 ☒
Environmental Assessment (if Initial Study is prepared): \$ 1,557
Fish and Game County Clerk Fee³: \$ 25

² Refer to the City of Manhattan Beach 2001-02 Resolution of Fees for a complete list of fees.

Legal Description

PARCEL 12, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON PARCEL MAP NO. 12219, IN BOOK 122 PAGES 33 TO 35 INCLUSIVE OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

Master Use Permit Findings

Request:

In connection with the current operation of the Manhattan Village Shopping Center ("Shopping Center"), which The 3500 North Sepulveda Boulevard Building ("3500") is a part of, the applicant is requesting approval by the City of Manhattan Beach of a MUP for 3500 allowing for the following uses currently permitted by the existing Master Use Permit (Resolution PC 01-27) and the potential conversion of up to 13,005 square feet of existing retail or vacant space to restaurant as currently permitted by the existing Master Use Permit (Resolution PC 01-27) ;

Retail Sales, Personal Services, Personal Improvement Services, Travel Services, Food and Beverage Sales (including Grocery Stores), Offices, Business and Professional, Commercial Recreation and Entertainment, Banks, Savings and Loans; and, Eating and Drinking Establishments (restaurants) some of which may include the incidental onsite consumption of alcoholic beverages. Uses identified as permitted (by right) in the underlying zoning district (CC) which are not included in this Master Use Permit shall be left to the discretion of the Planning Commission. Uses identified as conditionally permitted (use permit required) in the underlying zoning district (CC) shall require an amendment to the Master Use Permit at a duly noticed public hearing, unless otherwise permitted.

Project Information

The 3500 North Sepulveda Boulevard Building is an existing 19,840 square foot building on project site area of 29,621 square feet. Parking for the building is provided through a common area agreement for the Manhattan Village Shopping Center titled, The Construction, Operation and Reciprocal Easement Agreement, dated November 1, 1980 (COREA) recorded as instrument 80-1188655. The COREA provides 3500 a parking easement over all of the parking areas of the Shopping Center. Currently parking is provided at 4.1 spaces per 1,000 square feet of gross leasable floor area (gla) in the Shopping Center.

1. The proposed location of the use is in accord with the objectives of Title 10 (Planning and Zoning) of the City of Manhattan Beach Municipal Code and the purposes of the district in which the site is located.

The property is located in a commercial district in the City of Manhattan Beach. The specific purposes of commercial district regulations include, among others:

- A. Provide appropriately located areas consistent with the General Plan for a full range of office, retail commercial, and service uses needed by the residents of, and visitors to, the City and region; and
- B. Strengthen the City's economic base, but also protect small businesses that serve City residents.

The purpose of the Community Commercial district is to “provide sites for planned commercial centers, such as Manhattan Village and the 3500 North Sepulveda Building, which contain a wide variety of commercial establishments, including businesses selling home furnishings, apparel, durable goods, and specialty items and generally having a City-wide market area. Support facilities such as entertainment and eating-and-drinking establishments are permitted, subject to certain limitations to avoid adverse effects on adjacent uses.”

The new uses are consistent with the existing retail shops and restaurant uses on-site, and are permitted by Condition No.7 of the existing Master Use Permit (Resolution PC 01-27) for the site (“MUP”) and the underlying Community Commercial zoning district. The project will continue to support the local tax base and economic needs of the community of Manhattan Beach. Accordingly, the proposed location of the use is in accord with the objectives of Title 10 (Planning and Zoning) of the City of Manhattan Beach Municipal Code and the purposes of the district in which the site is located.

2. The proposed location of the use and the proposed conditions under which it would be operated or maintained will be consistent with the General Plan; will not be detrimental to the public health, safety or welfare of persons residing or working in or adjacent to the neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the city.

The Manhattan Village Shopping Center is designated as “Manhattan Village Commercial” and “General Commercial” by the Land Use Element of the City of Manhattan Beach General Plan. This designation reflects the unique nature of the subject property as the largest retail development in the City. In addition, the proposed Project is consistent with the following goals and policies of the Land Use Element:

Goal Number 6: “maintain the viability of the commercial areas of Manhattan Beach.”

Policy LU-6.2: “Encourage a diverse mix of businesses that support the local tax base, are beneficial to residents, and support the economic needs of the community.”

Goal Number 8: “Maintain Sepulveda Boulevard, Rosecrans Avenue, and the commercial areas of Manhattan Village as regional-serving commercial districts.”

Policy LU-8.1: Ensure that applicable zoning regulations allow for commercial uses that serve a broad market area, including visitor serving uses.”

Policy LU-8.2: Support the remodeling and upgrading needs of businesses as appropriate within these regional serving commercial districts.”

An important objective of the project is to create an inviting, pedestrian friendly environment consistent with the goals of the Manhattan Beach General Plan. The project is located in an urbanized setting, in a developed commercial center, which attracts a substantial working and visiting population. The Project would allow the remodeling and

upgrading of an existing building and would serve as convenient location for meeting, shopping and dining activities. The project would also provide increased opportunities in quality retail and dining offerings, reducing the need for local customers to travel long distances to enjoy these types of uses. The tenants sought for the project would offer product lines consistent with the demographics and needs of the residents and visitors to the City of Manhattan Beach and ensure the continued success of the 3500 Sepulveda Building.

The Project is located in a developed commercial area, on a property designated for Manhattan Village Commercial and General Commercial uses by the Land Use Element of the General Plan. The project is pedestrian in scale, and compatible with the character and architecture of the buildings in the surrounding area. All adjacent residential, and commercial uses are widely separated by distance and/or physical development. Access to on site parking is readily available from Sepulveda Boulevard. Based on these circumstances, the Project will not be out of character with, nor detrimental to the uses in the immediate neighborhood.

The Project has a sufficient amount of parking provided through a common area agreement for the Manhattan Village Shopping Center titled, The Construction, Operation and Reciprocal Easement Agreement, dated November 1, 1980 (COREA) recorded as instrument 80-1188655. The COREA provides 3500 a parking easement over all of the parking areas of the Shopping Center. Currently parking is provided at 4.1 spaces per 1,000 square feet of gross leasable floor area (gla) in the Shopping Center as permitted by the existing Master Use Permit (Resolution PC 01-27).

The Project is an existing building in the Manhattan Village Shopping Center containing 19,840 square feet of gross leasable floor area (gla). The building is currently occupied by a locally owned business, Platinum Capital Group and has 5,571 square feet of vacant space. Per the terms of the existing Master Use Permit (Resolution PC 01-27) the project includes converting the existing vacant space to restaurant use, a portion of this restaurant use may include incidental onsite consumption of alcoholic beverages in connection with the sale of food. However, Condition No. 11 of the existing Master Use Permit (Resolution PC 01-27) permits a total of 68,000 square feet of restaurant uses in the Manhattan Village Mall to provide alcohol service. Accordingly, in compliance with Condition No. 11, new alcohol serving uses within the Project together with existing uses on site will not exceed the 68,000 square foot limit. The diversity of food service is desired and expected, and the selling of alcoholic beverages provides a desired amenity for patrons. In addition, ample on-site parking is accessible and the service of alcoholic beverages will only be incidental to the principal restaurant operations, these establishments will not take on the negative characteristics of a tavern or bar, nor attract undesirable elements into the neighborhood. Additionally, it should be recognized that the serving of alcoholic beverages has come to be accepted as a normal and desirable complement to food service in fine quality restaurants.

Because of the reasons stated above, the Project will not be detrimental to the public health, safety or welfare of persons residing or working in or adjacent to the

neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the city.

3. The proposed use will comply with the provisions of Title 10 of the City of Manhattan Beach Municipal Code, including any specific condition required for the proposed use in the district in which it would be located.

The Project in an existing building will be devoted to the uses currently approved by the existing Master Use Permit (Resolution PC 01-27) including office, retail shops and restaurant uses (which may include the incidental onsite consumption of alcoholic beverages), and permitted by the underlying General Commercial and Community Commercial zoning district. All other requirements of the Zoning Code and the existing MUP will be complied with. Therefore, the proposed use will comply with the provisions of Title 10 of the City of Manhattan Beach Municipal Code, including any specific condition required for the proposed use in the district in which it would be located.

4. The proposed use will not adversely impact nor be adversely impacted by nearby properties. Potential impacts are related but not necessarily limited to: traffic, parking, noise vibration, odors resident security and personal safety, and aesthetics, or create demands exceeding capacity of public services and facilities which can not be mitigated.

The Project is located in a developed commercial area, on a property designated for Manhattan Village Commercial and General Commercial uses by the Land Use Element of the General Plan. The project is pedestrian in scale, and compatible with the character and architecture of the buildings in the surrounding area. All adjacent residential and commercial uses are widely separated by distance and/or physical development. Access to on site parking is readily available from Sepulveda Boulevard. Based on these circumstances, the Project will not be out of character with, nor detrimental to the uses in the immediate neighborhood.



ENVIRONMENTAL INFORMATION FORM

(to be completed by applicant)

CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT

Date Filed: _____

APPLICANT INFORMATION

Name: 3500 Sepulveda, LLC et al.
Address: 620 Manhattan Beach Blvd
Phone number: 310-318-6190
Relationship to property: Owners

Contact Person: Mark Neumann
Address: 620 Manhattan Beach Blvd
Phone number: 310-318-6190
Association to applicant: Managing Member

PROJECT LOCATION AND LAND USE

Project Address: 3500 North Sepulveda Boulevard

Assessor's Parcel Number: 4138-020-014

Legal Description: Parcel 12 as shown on PARCEL MAP Number 12219 AS PER BOOK 122 Pages 33-35.

Area District, Zoning, General Plan Designation: General Commercial/Community Commercial

Surrounding Land Uses:

North Commercial, Industrial

West Commercial

South Commercial

East Commercial, Residential, Parks

Existing Land Use: Regional Shopping Center

PROJECT DESCRIPTION

Type of Project: Commercial X Residential _____ Other _____

If Residential, indicate type of development (i.e.; single family, apartment, condominium, etc.) and number of units: _____

If Commercial, indicate orientation (neighborhood, citywide, or regional), type of use anticipated, hours of operation, number of employees, number of fixed seats, square footage of kitchen, seating, sales, and storage areas: _____

If use is other than above, provide detailed operational characteristics and anticipated intensity of the development: _____

Removed/

	<u>Existing</u>	<u>Proposed</u>	<u>Required</u>	<u>Demolished</u>
Project Site Area:	<u>29,621</u>	<u>29,621</u>	<u>10,000 sf. min.</u>	<u> </u>
Building Floor Area:	<u>19,840</u>	<u>No Change</u>	<u> </u>	<u> </u>
Height of Structure(s)	<u>42 feet</u>	<u>No Change</u>	<u> </u>	<u> </u>
Number of Floors/Stories:	<u>Two</u>	<u>No Change</u>	<u> </u>	<u> </u>
Percent Lot Coverage:	<u>N/A</u>	<u>N/A</u>	<u> </u>	<u> </u>
Off-Street Parking:	<u>2,393</u>	<u>No Change</u>	<u> </u>	<u> </u>
Vehicle Loading Space:	<u>One</u>	<u>One</u>	<u> </u>	<u> </u>
Open Space/Landscaping:	<u>No Change</u>	<u>No Change</u>	<u> </u>	<u> </u>

Proposed Grading:

Cut _____ Fill _____ Balance _____ Imported _____ Exported _____

Will the proposed project result in the following (*check all that apply*):

- | <u>Yes</u> | <u>No</u> | |
|-------------------|--------------|--|
| <u> </u> | <u> X </u> | Changes in existing features or any bays, tidelands, beaches, lakes, or hills, or substantial alteration of ground contours? |
| <u> </u> | <u> X </u> | Changes to a scenic vista or scenic highway? |
| <u> </u> | <u> X </u> | A change in pattern, scale or character of a general area? |
| <u> </u> | <u> X </u> | A generation of significant amount of solid waste or litter? |
| <u> </u> | <u> X </u> | A violation of air quality regulations/requirements, or the creation of objectionable odors? |
| <u> </u> | <u> X </u> | Water quality impacts (surface or ground), or affect drainage patterns? |
| <u> </u> | <u> X </u> | An increase in existing noise levels? |
| <u> </u> | <u> X </u> | A site on filled land, or on a slope of 10% or more? |
| <u> </u> | <u> X </u> | The use of potentially hazardous chemicals? |
| <u> </u> | <u> X </u> | An increased demand for municipal services? |
| <u> </u> | <u> X </u> | An increase in fuel consumption? |
| <u> </u> | <u> X </u> | A relationship to a larger project, or series of projects? |

Explain all "Yes" responses (*attach additional sheets or attachments as necessary*):

CERTIFICATION: I hereby certify that the statements furnished above and in attached exhibits present the data and information required for this initial evaluation to the best of my ability, and that the facts, statements, and information presented are true and correct to the best of my knowledge and belief.

Signature:  Prepared For: _____

Date Prepared: 4-4-08

Revised 7/97

5/2/08

80-1188655

RECORDING REQUESTED BY:
AND WHEN RECORDED MAIL TO:

Federated Department Stores, Inc.
c/o McCutchen, Black, Verleger & Shea
3435 Wilshire Boulevard, 30th Floor
Los Angeles, California 90010
Attention: Byron Hayes, Jr., Esq.

RECORDING OFFICIAL RECORDS
OF LOS ANGELES COUNTY, CA
NOV 25 1980 AT 8 A.M.
Recorder's Office

DOCUMENTARY TRANSFER TAX
COUNTY OF LOS ANGELES
APPROXIMATE VALUE OF PROPERTY CONVEYED
DATE OF SALE
SIGNATURE OF OFFICER

CONSTRUCTION, OPERATION AND RECIPROCAL
EASEMENT AGREEMENT

(Manhattan Beach, California)

104.00
FEE \$ 101 M
181

Table of Contents

Article		Page
1	DEFINITIONS	4
1.1	Accounting Period	
1.2	Allocable Share	
1.3	Automobile Parking Area	
1.4	Common Area	
1.5	Common Area Maintenance Cost	
1.6	Common Building Component	
1.7	Developer Improvements	
1.8	Developer Mall Stores	
1.9	Developer Non-Mall Stores	
1.10	Enclosed Mall	
1.11	Enclosed Mall Operation and Maintenance Expense	
1.12	Floor Area	
1.13	Initial Planned Floor Area	
1.14	Mortgage and Mortgage	
1.15	Occupant	
1.16	Original Partnership	
1.17	Operate, Operating, Operation Operated	
1.18	Operator	
1.19	Party	
1.20	Prime Parties	
1.21	Perimeter Sidewalks	
1.22	Permittees	
1.23	Person	
1.24	Project Architect	
1.25	Shopping Center Phase 1 and Phase 2	
1.26	Store or Stores	
1.27	Termination Date	
1.28	Developer, Bullock's, and Hacienda	
1.29	Tract or Tracts	

<u>Article</u>		<u>Page</u>
2	EASEMENTS	24
	→ 2.1 Nonexclusive Easements For Automobile Parking and Incidental Uses	
	2.2 Utilities	
	→ 2.3 Construction Easements	
	→ 2.4 Condominium and Servient Estates	
	2.5 Prohibition Against Granting Easements	
3	EXERCISE OF EASEMENTS	28
	3.1 Provisions Governing Exercise of Easements	
	3.2 Foundations	
	3.3 Expenses of Relocation	
4	IMPROVEMENT PLANS	31
	4.1 Scope of Plans	
	4.2 Additional Improvement Plans	
	4.3 Changes in Plans	
	4.4 Approval and Delivery of Plans	
	4.5 General Design Data	
	4.6 Enclosed Mall	
	4.7 Construction Compatibility	
	4.8 Exercise of Approval Rights	
	4.9 Entry Into Enclosed Mall	
5	CONSTRUCTION OF IMPROVEMENTS BY DEVELOPER	41
	5.1 Time of Construction	
	5.2 Manner of Construction	
	5.3 Time for Completion of Developer Mall Stores	
	5.4 Enclosed Mall Construction	
	5.5 Development Permit	
6	CONSTRUCTION OF COMMON AREA	44
	6.1 Work Contracts	
	6.2 Omitted	
	6.3 Common Improvement Work	
	6.4 Design and Construction of Perimeter Sidewalks	
	6.5 Books and Records of Account	
	6.6 Scheduling of Common Improvement Work	
	6.7 Separation of Work	
7	CONSTRUCTION OF STORES: OPENING DATES	52
	7.1 Construction	
	7.2 Opening Dates of Bullock's	
	7.3 Time for Leasing and Opening of Developer Mall Stores	
	7.4 Buffums Store	

<u>Article</u>		<u>Page</u>
8	FLOOR AREA, USE, OPERATION, SIZE AND HEIGHT	54
	8.1 Floor Area	
	8.2 Heights	
	8.3 Area	
	8.4 Prohibitions	
	8.5 Kiosks	
	8.6 No Sales Outside Floor Area	
9	GENERAL CONSTRUCTION REQUIREMENTS	58
	9.1 Interference With Construction	
	9.2 Construction Barricades	
	9.3 Submission of Plans and Schedule	
	9.4 Workmanship	
	9.5 Coordination	
	9.6 Mechanics' Liens	
	9.7 Indemnity	
10	OPERATION AND MAINTENANCE OF ENCLOSED MALL AND OTHER COMMON AREA	63
	10.1 Enclosed Mall - Standards	
	10.2 Common Area - Standards	
	10.3 Automobile Parking	
	10.4 Indemnity	
	10.5 Parking Regulations	
	10.6 Budget and Reimbursement	
	10.7 Accounting	
	10.8 Take-Over of Maintenance	
	10.9 Liens	
	10.10 Designation of Operator	
11	INDEMNIFICATION AND PUBLIC LIABILITY INSURANCE	77
	11.1 Indemnity - Common Area	
	11.2 Indemnity	
	11.3 Operator's Liability Insurance - Common Area	
	11.4 Parties' Liability Insurance - Floor Area	
	11.5 Blanket Insurance and Self-Insurance	
12	FIRE AND EXTENDED COVERAGE INSURANCE	81
	12.1 Developer - Fire Insurance	
	12.2 Bullock's and Hacienda - Fire Insurance	
	12.3 Blanket Insurance and Self-Insurance	
	12.4 Waiver of Subrogation	
	12.5 Release of Liability	
	12.6 Occupants Insurance	
	12.7 Insurance Trustee	

<u>Article</u>		<u>Page</u>
13	COVENANTS AS TO REPAIR, MAINTENANCE, ALTERATIONS AND RESTORATION	87
	13.1 Maintenance	
	13.2 Restoration of Common Area	
	13.3 Restoration of Certain Developer Improvements	
	13.4 Restoration of Stores	
	13.5 Standards of Construction	
	13.6 Licenses for Reconstruction	
	13.7 Clearing of Premises	
	13.8 Common Building Components	
	13.9 Liability of Mortgagee	
	13.10 Hacienda Building and Developer Non-Mall Stores	
14	MERCHANTS' ASSOCIATION	98
15	EXCUSE FOR NON-PERFORMANCE	100
	15.1 Force Majeure	
	15.2 Bullock's Excused from Recon- struction	
	15.3 Developer Excused from Recon- struction	
16	CONDEMNATION	101
	16.1 Determination of Award	
	16.2 Distribution of Proceeds of Award	
	16.3 Unresolved Issues	
	16.4 Taking of Automobile Parking Area	
	16.5 Partial Taking of Floor Area; Parking Spaces; or Access	
	16.6 Mortgagee Participation	
	16.7 Extent of Reconstruction	
	16.8 Inverse Condemnation	
17	CORRECTION OF SITE DESCRIPTIONS, DESCRIP- TIONS OF EASEMENTS	107
	17.1 Correction of Site Descriptions	
	17.2 Grant of Easements	
	17.3 Description of Easements	
18	SIGNS	109
	18.1 Criteria	
	18.2 Approval of Special Signs	
	18.3 Compliance with City Requirements	
19	RULES AND REGULATIONS	110
20	COVENANTS OF DEVELOPER AND HACIENDA	111
	20.1 standards	
	20.2 Management Criteria	

<u>Article</u>		<u>Page</u>
	20.3 Tenant Composition	
	20.4 Operation of Buffums Store	
	20.5 Buffums Lease	
	20.6 Benefits	
	20.7 Binding on Developer Tract	
	20.8 Dominant and Servient Estates	
	20.9 Benefits	
	20.10 Binding on Hacienda Tract	
	20.11 Dominant and Servient Estates	
21	COVENANTS OF BULLOCK'S	119
	21.1 Operation Covenants	
	21.2 Release from Obligations	
	21.3 Subordination to Lien	
	21.4 Benefits to Parties	
	21.5 Covenants Running with the Land	
	21.6 Dominant and Servient Estates	
	21.7 Hacienda's Rights	
22	TAXES AND ASSESSMENTS	123
	22.1 Payment	
	22.2 Proration of Common Area and Enclosed Hall Taxes	
	22.3 Contest	
	22.4 Non-Payment of Taxes by a Party	
	22.5 Assessment Benefiting Shopping Center	
	22.6 Assessment for Common Improve- ment Work	
23	ARBITRATION	126
	23.1 Disputes Covered	
	23.2 Procedures	
24	ATTORNEY'S FEES	128
25	NOTICES	129
	25.1 Notices to Parties	
	25.2 Mortgagee Notice	
26	AMENDMENT; PARTIES BENEFITED	132
	26.1 Method of Amendment	
	26.2 No Third Party Beneficiary	
27	TERMINATION OF REA; RIGHTS OF PURCHASE	133
	27.1 Termination by Bullock's	
	27.2 Termination by Any Party	
	27.3 Purchase of Bullock's Tract and Improvements by Developer	
	27.4 Right of First Refusal	
	27.5 Purchase Terms	
	27.6 Recordable Document	

-v-

80-1188655

<u>Article</u>		<u>Page</u>
28	CPI ADJUSTMENT	139
29	LIENS	140
30	MISCELLANEOUS	141
	30.1 Breach Shall Not Defeat Mortgage	
	30.2 Breach Shall Not Permit Termination	
	30.3 Captions	
	30.4 Consent	
	30.5 Estoppel Certificate	
	30.6 Exercise of Approval Rights	
	30.7 Governing Laws	
	30.8 Injunctive Relief	
	30.9 No Partnership	
	30.10 Not a Public Dedication	
	30.11 Payment on Default	
	30.12 Performance of Operator Cove- nants	
	30.13 Release	
	30.14 Severability	
	30.15 Successors	
	30.16 Time of Essence	
	30.17 Waiver of Default	

- EXHIBIT A - LEGAL DESCRIPTION
- EXHIBIT B - SITE PLAN
- EXHIBIT C - MAXIMUM BUILDING HEIGHTS
- EXHIBIT D - SIGN CRITERIA
- EXHIBIT E - RULES AND REGULATIONS

13

ARTICLE 1
DEFINITIONS

As used hereinafter in this REA, the following terms shall have the following meanings:

1.1 ACCOUNTING PERIOD. The term "Accounting Period" refers to any period commencing January 1 and ending on the next following December 31, except that Bullock's first Accounting Period shall commence, on (i) a date 30 days prior to the date Bullock's first opens for business in its Store (as hereinafter defined), or (ii) the date of completion of the common improvement work described in Article 6 hereof, whichever date occurs later, and shall end on and include the next following December 31, and Bullock's last Accounting Period shall end on the last day that the Common Area shall be maintained by the Operator (as hereinafter defined) pursuant to this REA. Any portion or portions of the Common Area Maintenance Cost (as hereinafter defined) relating to a period of time only part of which is included within Bullock's first Accounting Period or Bullock's last Accounting Period shall be prorated on a daily basis.

1.2 ALLOCABLE SHARE. The term "Allocable Share" refers to that part of Common Area Maintenance Cost allocable to Bullock's for each Accounting Period, all as provided in that certain Unrecorded Agreement dated as of November 1, 1980, between Bullock's and Developer (hereinafter referred to as the "Unrecorded Agreement").

1.3 AUTOMOBILE PARKING AREA. The term "Automobile Parking Area" refers to all Common Area (as hereinafter defined) used for the parking of motor vehicles, including incidental and interior roadways, pedestrian stairways, walkways and tunnels, bicycle paths, equestrian trails, curbs and landscaping within or adjacent to areas used for parking of motor vehicles,

together with all improvements which at any time are erected thereon for such purposes. Such areas shall not include truck ramps and loading and delivery areas.

1.4 COMMON AREA. The term "Common Area" refers to all areas within the exterior boundaries of the Shopping Center Site to be made available as required by this REA for the general use, convenience and benefit of Developer and all Occupants (as hereinafter defined), and Permittees (as hereinafter defined), including employee parking areas, if any, located upon land outside the Shopping Center Site which may from time to time be provided with the written approval of the Prime Parties.

Such Common Area shall include, but not be limited to, utility lines and systems, Automobile Parking Area, access roads, driveways, Perimeter Sidewalks (as hereinafter defined), malls, including the Enclosed Mall (as hereinafter defined), rest rooms not located within the premises of any Occupant, and similar areas, and in addition a Common Area maintenance office and Common Area equipment sheds. The Common Area shall include, but not be limited to, all items of Common Area shown on Exhibit B.

Common Area shall not include truck parking, turn-around and dock areas, the depressed portions of truck tunnels or ramps serving the Developer Improvements (as hereinafter defined), the Hacienda Building, or the Stores, or emergency exit corridors or stairs as defined in Article 1.12.

1.5 COMMON AREA MAINTENANCE COST. The term "Common Area Maintenance Cost" refers to and means the total of all monies paid out by Operator for reasonable costs and expenses directly relating to the maintenance, repair, Operation (as hereinafter defined), payment of taxes and assessments on, and management of, the Common Area, as provided in Article 10,

ARTICLE 2

EASEMENTS

2.1 NONEXCLUSIVE EASEMENTS FOR AUTOMOBILE PARKING AND INCIDENTAL USES. Each Party hereby grants to each of the other Parties, for their respective use, and for the use of their respective Permittees, in common with all others entitled to use the same, nonexclusive easements over the Common Area of its respective Tract, for the passage and accommodation of pedestrians and vehicles, on such portions of such Common Area as are set aside, maintained and authorized for such use pursuant to this REA, and for the doing of such other things as are authorized or required to be done on said Common Area pursuant to this REA on such portions of the Common Area set aside pursuant to this REA for the doing of such other things. Each such Party further reserves to itself the right to grant such easements over the Common Area of its respective Tract, for the purposes hereinabove enumerated, to such other Persons as may from time to time be entitled thereto.

Each Party hereby reserves the right to eject or cause the ejection from the Common Area of its Tract of any Person or Persons not authorized, empowered or privileged to use the Common Area of such Tract. Notwithstanding the foregoing, each Party reserves the right to close off the Common Area of its Tract for such reasonable period or periods of time as may be legally necessary to prevent the acquisition of prescriptive rights by anyone; provided, however, that prior to closing off any portion of the Common Area, as herein provided, such Party shall give written notice to each other Party of its intention so to do, and shall coordinate such closing with all other Parties so that no unreasonable interference with the Operation of the Shopping Center shall occur. Notwithstanding the reservation herein provided for, and the right to grant easements,

89-1188655

-24-

31

it is expressly understood and agreed that such reservation and the right to grant easements is limited to nonexclusive use of the surface. No Floor Area shall be erected and constructed within any portion of the Common Area of any Tract except as shall have been approved by the Prime Parties.

2.2 UTILITIES

2.2.1 Separate Utility Lines. Bullock's, Developer, and Hacienda each hereby grant to all of the Parties, respectively, nonexclusive easements in, to, over, under and across the Common Area of its respective Tract for the installation, operation, flow and passage, use, maintenance, repair, relocation and removal of sanitary sewers, storm drains, water and gas mains, electrical power lines, telephone lines and other utility lines, all of such sewers, drains, mains and lines to be underground, serving the respective Tracts of each of the Parties.

2.2.2 Common Utilities Lines. Bullock's Developer, and Hacienda each hereby grants to all of the Parties, respectively, nonexclusive easements in, to, over, under and across the Common Area of its respective Tract for the installation, operation, flow and passage, use, maintenance, repair, relocation and removal of sanitary sewers, storm drains, water and gas mains, electrical power lines, cable T.V., telephone lines and other utility lines, all of such sewers, drains, mains and lines to be underground, for the service of Common Area and for use in common with other Parties. Each such granting Party further reserves to itself the right to grant such easements in, to, over, under and across its respective Tract, for the purposes hereinabove enumerated, to such other Persons as may from time to time be entitled thereto.

2.2.3 Location of Easements. The location of all easements of the character described in this Article 2.2

shall be subject to the prior written approval of the Party in, to, over and under whose Tract the same is to be located. Upon completion of construction of such utility facilities the Parties shall join in the execution of an Agreement, in recordable form, appropriately identifying the type and location of such respective utility facilities.

2.3 CONSTRUCTION EASEMENTS. Each Party with respect to its Tract hereby grants to all other Parties nonexclusive easements in, to, over, under and across the Common Area of each such respective Tract for the purpose of the development and construction thereof, pursuant to the provisions of Articles 5, 6, and 7 of this REA, and for the construction, reconstruction, erection and removal and maintenance on, to, over, under and across each such respective Tract of Common Building Components and to a maximum lateral distance of six feet in respect of footings, foundations, supports and walls, and 14 feet in respect of canopies, flag poles, roof and building overhangs, awnings, alarm bells, signs, lights and lighting devices and other similar appurtenances to the building, or beneath the surface of such Common Area for electrical or similar vaults to a maximum lateral distance of 14 feet into such Tract of any Party, as the case may be, the location of which shall be subject to the approval of the Party whose Tract is burdened by such easements, or pursuant to any other written agreement hereafter executed between such Parties. Each Party covenants and agrees, respectively, that its exercise of such easements shall not result in damage or injury to the buildings or other improvements of any other Party, and shall not interfere with the business operation conducted by any other Party in the Shopping Center. The exercise of the rights referred to in this Article 2.3 shall be in conformity with the Article 3 of this REA. Upon completion of the construction elements referred

to above, the Parties shall join in the execution of an agreement, in recordable form, appropriately identifying the nature and location of each such construction element.

2.4 DOMINANT AND SERVIENT ESTATES. Each easement granted pursuant to the provisions hereof is expressly for the benefit of the Tract of the grantee, and the Tract so benefited shall be the dominant estate and the Tract upon which such easement is located shall be the servient estate, but where only a portion thereof is bound and burdened, or benefited by a particular easement, only that portion so bound and burdened, or benefited, as the case may be, shall be deemed to be the servient or dominant tenement, as the case may be. Any easement granted pursuant to the provisions of this Article 2 may be abandoned or terminated by execution of an agreement so abandoning or terminating the same, by the owners of the dominant and servient estates.

2.5 PROHIBITION AGAINST GRANTING EASEMENTS. No Party shall grant an easement or easements of the type set forth in this Article 2 for the benefit of any property not within the Shopping Center without the prior written approval of each other Party.

10.2.11 Perform such maintenance as may be required by the Development Permit of the City of Manhattan Beach referred to in Article 5.5.

10.3 AUTOMOBILE PARKING. Subject to Article 15.1, Developer hereby covenants (i) that there shall be available within the Common Area located in the Shopping Center Phase 2, at all times from and after the completion of the construction thereof, not less than 1246 parking spaces and (ii) that there will be located within the Common Area, at all times from and after the completion of the construction thereof, no less than 1957 parking spaces. Subject to the applicable requirements of any governmental agency having jurisdiction over the Shopping Center, each parking space, regardless of angles of parking, shall have a width of nine feet on center, except for employee parking which may be 8.5 feet on center, measured at right angles to the side line of the parking space without overlapping spaces. Parking lanes or bays (which include two rows of parking spaces and incidental one-way driveways) shall have the following minimum and preferred widths at the angle of the parking designated below:

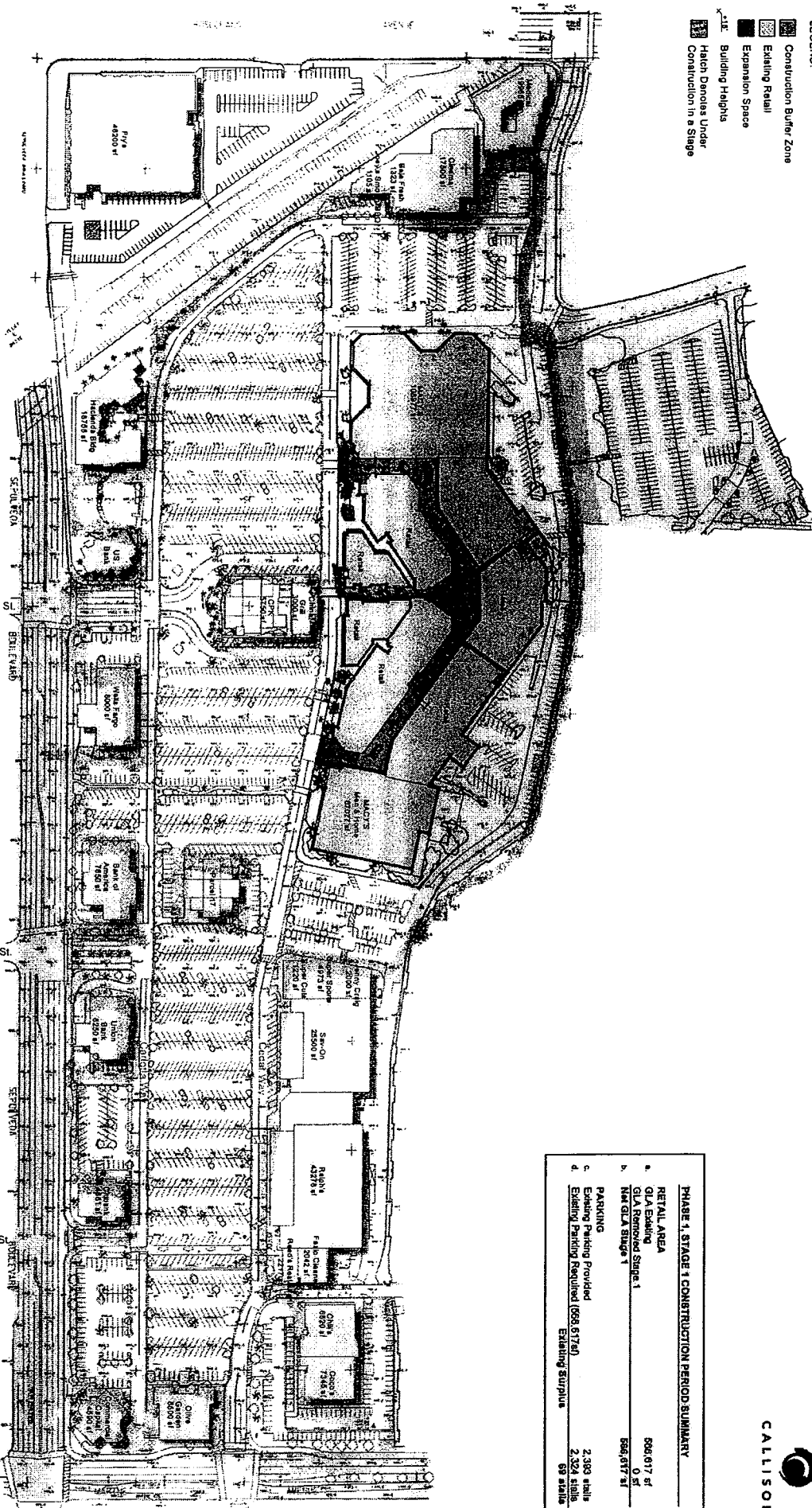
DEGREES	MINIMUM	PREFERRED
45°	49'	50'
52-1/2°	55'	52'
60°	54'	55'
90°	62'	65'

Each Party severally agrees with the others to take no action which would reduce the number of parking spaces below the requirements set forth above in this Article.

10.4 INDEMNITY. Operator agrees to indemnify, defend, and hold harmless all Parties, and their respective

80- 1188655

- LEGEND:**
- Construction Buffer Zone
 - Existing Retail
 - Expansion Space
 - Building Heights
 - Hatch Denotes Under Construction in a Stage





MB Hacienda, LLC

January 31, 2007

Laurie B. Jester
Senior Planner
City of Manhattan Beach
1400 Highland Avenue
Manhattan Beach, CA 90266

RE: 3500 Sepulveda, Manhattan Beach

Dear Laurie,

MB Hacienda, LLC as the authorized agent for; 3500 SEPULVEDA LLC, a Delaware limited liability company, 13th & CREST ASSOCIATES, LLC, a California limited liability company and 6220 SPRING ASSOCIATES, LLC, a California limited liability company, as Tenants in Common, the owners of 3500 Sepulveda is working on an agreement with the City of Manhattan Beach for the dedication of a strip of land adjacent to Sepulveda Boulevard and our building. The purpose of the agreement is to allow the widening of Sepulveda Boulevard. We anticipate finalizing this agreement soon.

If you or anyone else has questions about the proposed agreement, please feel free to call me with any questions.

Sincerely,

MB Hacienda, LLC

Mark A. Neumann



MB Hacienda, LLC

Draft

August 7, 2007

City of Manhattan Beach
1400 Highland Avenue
Manhattan Beach, CA 90266
Attention: Laurie Jester

Dear Laurie:

In connection with the dedication of land executed by us and delivered to you concurrently with this letter (the "Dedication"), the undersigned owners (collectively, "Owners") agree to execute the necessary right of entry documents and/or temporary construction easements that may be required by Caltrans to facilitate the construction of certain roadway improvements to be installed in conjunction with the acquisition of the above described right of way and the planned widening of Sepulveda Boulevard, provided there is not material adverse effect on the use of the existing building and related parking areas as a result thereof.

All costs of preparing documents to facilitate the Dedication and plans and specifications and the construction of the street and appurtenances, shall be solely the responsibility of The City of Manhattan Beach ("City"), Caltrans or their authorized agents, and not Owners.

The scope of work shall include, but not be limited to the street, curb and gutter, sidewalks, retaining walls, replacement of landscaping ~~and signs~~ and any modifications to the existing signage on the property. Construction of the improvements shall not impair access to the building or parking.

No permit for the modification of the theater sign on the dedicated property shall be granted by the City unless the owners of this Parcel 12 are granted 250 square feet of signage on each face of the sign on the top panel of the sign for use by their tenants.

The dedication is made subject to the rights, terms and conditions of a certain unrecorded Ground Lease between Manhattan Hacienda Property Co. as Lessor, and Manhattan Beach Commercial Properties, a general partnership as Lessee, said Ground Lease dated March 10, 1981, and such rights as the successors to Manhattan Beach Commercial Properties claim in substitution or replacement thereof.

Please have this letter executed by the City where indicated below, evidencing the City's agreement to the foregoing.

Very truly yours,

3500 SEPULVEDA LLC,
a Delaware limited liability company
as to an undivided 45.056% interest

By: _____
Mark A. Neumann as Trustee of the
Neumann Family Trust dated July 4,
2000, its sole member

13th & CREST ASSOCIATES, LLC,
a California limited liability company
as to an undivided 26.609% interest

By: _____
Cris Bennett, Trustee of the Bennett
Family Revocable Trust dated April 3,
2003, its managing member

By: _____
Carolyn Bennett, Trustee of the
Bennett Family Revocable Trust dated
April 3, 2003, its managing member

By: Twin El Segundo, LLC,
a Delaware limited liability company,
its managing member

By: _____
Mark A. Neumann as Trustee of
the Neumann Family Trust
dated July 4, 2000, its sole
member

6220 SPRING ASSOCIATES, LLC,
a California limited liability company
as to an undivided 28.335% interest

By: _____
Richard S. Rizika, Trustee of the
Rizika Family Trust, its member, and
Chief Executive Officer

The foregoing is accepted and agreed to.

CITY OF MANHATTAN BEACH

By _____

Name: _____

Title: _____

Recording Requested By:

City Clerk

City Of Manhattan Beach

1400 Highland Avenue

Manhattan Beach, CA 90266

SPACE ABOVE THIS LINE FOR RECORDER'S USE

IRREVOCABLE OFFER TO DEDICATE

The undersigned hereby certifies that we are the Fee Title owners of or are parties having an interest in the hereinafter described real property, and the undersigned, for themselves, their heirs, successors and assigns, do hereby designate and set aside for future street purposes and other uses appurtenant thereto and irrevocably offer to dedicate to The City of Manhattan Beach, without warranty as to the rights of others, a grant for public street purposes and other uses appurtenant thereto, in, over along, upon and across the hereinafter described real property located in The City of Manhattan Beach, County of Los Angeles, State of California, described in Exhibit A and Exhibit B.

This irrevocable offer to dedicate is made pursuant to and subject to all of the provisions of Government Code Section 7050 and shall continue in full force and effect until the time of acceptance by The City Council.

Such offer of dedication may be terminated and the right to accept such offer abandoned in the same manner as is prescribed for the summary vacation of streets or highways by Section 8300 and following of the Streets and Highways Code.

EXECUTED this _____ day of _____ 2007

3500 SEPULVEDA LLC,
a Delaware limited liability company
as to an undivided 45.056% interest

By: _____
Mark A. Neumann as Trustee of the
Neumann Family Trust dated July 4,
2000, its sole member

13th & CREST ASSOCIATES, LLC,
a California limited liability company
as to an undivided 26.609% interest

By: _____
Cris Bennett, Trustee of the Bennett
Family Revocable Trust dated April 3,
2003, its managing member

By: _____
Carolyn Bennett, Trustee of the
Bennett Family Revocable Trust dated
April 3, 2003, its managing member

By: Twin El Segundo, LLC,
a Delaware limited liability company,
its managing member

By: _____
Mark A. Neumann as Trustee of
the Neumann Family Trust
dated July 4, 2000, its sole
member

6220 SPRING ASSOCIATES, LLC,
a California limited liability company
as to an undivided 28.335% interest

By: _____
Richard S. Rizika, Trustee of the
Rizika Family Trust, its member, and
Chief Executive Officer

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On August __, 2007, before me, _____, a Notary Public in and for said state, personally appeared Carolyn Bennett, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public in and for said State

(SEAL)

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On August __, 2007, before me, _____, a Notary Public in and for said state, personally appeared Mark A. Neumann, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public in and for said State

(SEAL)

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On August __, 2007, before me, _____, a Notary Public in and for said state, personally appeared Richard S. Rizika, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public in and for said State

(SEAL)

Exhibit A

DESCRIPTION OF THE PROPERTY

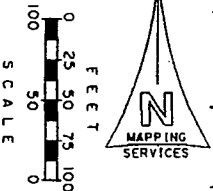
That portion DESCRIBED BELOW of PARCEL 12, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON PARCEL MAP NO. 12219, FILED IN BOOK 122 PAGES 33 TO 35 INCLUSIVE OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

A variable width strip of land along the Sepulveda Boulevard (Route 1) frontage of the said parcel which will be defined accurately by a metes and bounds description that will be created by The State of California Department of Transportation (Caltrans) or their authorized agents. The areas to be dedicated are shown on the attached Exhibit B "Certification Map Of Sepulveda Bl", dated 11-14-96, DETAIL "A" as Parcel No. P27-11, P27-11F.1, and 27-11P.1

EXHIBIT B

SEE SHEET 6

CITY OF EL SEGUNDO
 ROSECRANS AV
 CITY OF MANHATTAN BEACH



PARCEL NO.	PROPERTY OWNER	VESTING DEED	TOTAL AREA	EXCESS BEHR	REC'D RECORDING DATA
27-5P-1	MONTEREY PARK ASSOCIATES		12360		
27-5	MANHATTAN BEACH ASSOCIATES*		1380		
27-5S-1			2100		
27-6-1			400		
27-6S-1			7		
27-6-2	CHEVRON U.S.A. INC.		1100		
27-6S-2			1884		
27-6-3			600		
27-6S-3	THE HEIRS OR DEVISEES OF GEORGE B. WEIDLER		780		
27-8	MANHATTAN BEACH COMMERCIAL PROPERTIES*		720		
27-8S-1			1209		
27-9-2	NORTHERN TRUST OF CALIFORNIA, N.A.*		390		
27-9-3			600		
27-11P-1	MANHATTAN HACIENDA PROPERTY CO.		380		
27-11P-2			570		
4173-8-3-4					

PM NO 18890
 TR NO 1638
 MB 21-46-47

PM NO 12219
 TR NO 12219-33-35
 MB 12-46-47

PRELIMINARY SUBJECT TO CHANGE

CERTIFICATION MAP OF SEPULVEDA BL

22ND ST TO EL SEGUNDO BL

CASH CONTRACT NO

COUNTY OF LOS ANGELES

DEPARTMENT OF PUBLIC WORKS

MAPPING AND PROPERTY MANAGEMENT DIVISION

APPROVED BY: _____

DATE: _____

CHECKED BY: J. BURTON

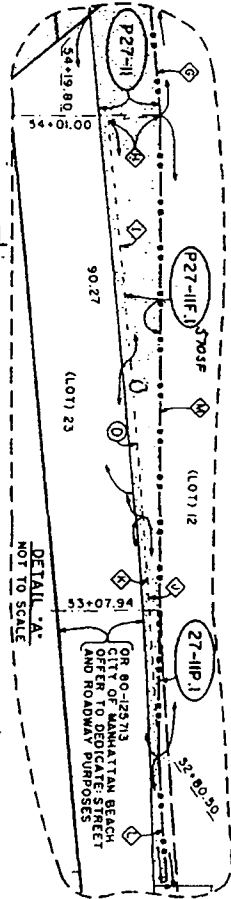
DATE: _____

BY DIRECTION OF: _____

DATE: 11-14-96

PROJECT NAME: SEPULVEDA BL

SHEET 3 OF 11 SHEETS



LEGEND

RECORD DISTANCES SHOWN IN 1'.

DISTANCES SHOWN IN FEET UNLESS OTHERWISE INDICATED.

AREAS SHOWN IN SQUARE FEET UNLESS OTHERWISE INDICATED.

OWNERSHIP AND ACTUAL EXISTENCE OF FOREIGN EASEMENTS ARE NOT CURRENTLY OFFERED FOR ROADWAY PURPOSES.

PROPOSED ROAD RIGHT OF WAY (EASEMENT) IS SHOWN BY DASHED LINE.

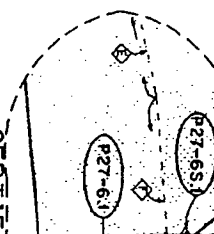
FOR COMPLETE VESTING SEE TITLE REPORT.

CURVE	CENTRAL ANGLE	RADIUS	LENGTH
1	90°35'59"	27	42.69
2	6°56'44"	508	37.34
3	7°40'59"	292	39.16
4	1°08'03"	1506.50	29.82
5	2°10'20"	292	11.07

LINE	BEARING	DISTANCE
1	S 0°01'47"E	50.00
2	S 6°18'58"W	32.81
3	N 86°43'29"E	15.00
4	S 3°59'09"W	75.50
5	S 12°29'51"E	47.32
6	S 5°12'47"E	49.92
7	S 3°47'17"E	150.08
8	S 84°12'43"W	10.00
9	S 3°47'17"E	44.96
10	S 4°39'14"E	96.77
11	S 4°39'14"E	43.21
12	S 4°39'14"E	51.55
13	N 0°27'35"W	120.51
14	N 84°12'43"E	50.07
15	N 26°00'38"E	88.25
16	N 38°39'51"W	85.71
17	N 84°12'43"E	15.00

SEE SHEET 4

CERTIFICATION MAP OF SEPULVEDA BL



COUNTY OF LOS ANGELES
 DEPARTMENT OF PUBLIC WORKS
 MAPPING AND PROPERTY MANAGEMENT DIVISION
 PROJECT NAME: SEPULVEDA BL
 SHEET 3 OF 11 SHEETS
 DATE: 11-14-96
 CHECKED BY: J. BURTON
 DATE: _____
 BY DIRECTION OF: _____
 DATE: _____
 APPROVED BY: _____
 DATE: _____



MASTER APPLICATION FORM

CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT

Office Use Only
Date Submitted: 4/17/08
Received By: SD
F&G Check Submitted: NA

Project Address
3500 N Sepulveda Blvd
TR=Parcel Map as per BK 122P 33-35 of PM Lot 12

Legal Description
Manhattan Village CC MBV
General Plan Designation Zoning Designation Area District

For projects requiring a Coastal Development Permit, select one of the following determinations¹:
Project located in Appeal Jurisdiction Project not located in Appeal Jurisdiction
 Major Development (Public Hearing required) Public Hearing Required (due to UP, Var., etc.)
 Minor Development (Public Hearing, if requested) No Public Hearing Required

Submitted Application (check all that apply)
() Appeal to PC/PWC/BBA/CC
() Coastal Development Permit
() Environmental Assessment 124
() Minor Exception
() Subdivision (Mapping Deposit)
() Subdivision (Tentative Map)
() Subdivision (Final)
() Subdivision (Lot Line Adjustment)
() Use Permit (Residential)
() Use Permit (Commercial)
() Use Permit Amendment 1209
() Variance
() Public Notification Fee 65
() Other: _____

Fee Summary: Account No. 4225 (calculate fees on reverse)
Pre-Application Conference: Yes _____ No X Date: _____ Fee: _____
Amount Due: \$ 1274.00 1398.00
2685.00 (less Pre-Application Fee if submitted within past 3 months)
Receipt Number: _____ Date Paid: _____ Cashier: _____

Applicant(s)/Appellant(s) Information
TRB, LLC TRB, LLC
Name
7985 Santa Monica Blvd. #200, West Hollywood, CA 90046
Mailing Address
Tenant
Applicant(s)/Appellant(s) Relationship to Property
Mike Simms - Owner
Contact Person (include relation to applicant/appellant)
121 20th Street Apt B, Manhattan Beach, CA 90266 (310) 487-0222
Address, and Phone Number
[Signature] (323) 656-7898 mike@simmsrestaurants.com
Applicant(s)/Appellant(s) Signature address Fax Number and e-mail

Complete Project Description- including any demolition (attach additional pages if necessary)
See Attached Full Service
Beer, Wine, & Alcohol

CASHIER: M
APR 17 2008
01-0251329
PAID

¹ An Application for a Coastal Development Permit shall be made prior to, or concurrent with, an application for any other permit or approvals required for the project by the City of Manhattan Beach Municipal Code. (Continued on reverse)

OWNER'S AFFIDAVIT

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

6220 SPRING ASSOCIATES LLC

I/We 3500 SEPULVEDA, LLC, 13TH CREST ASSOCIATES, LLC being duly sworn,
depose and say that I am/we are the owner(s) of the property involved in this application and that
the foregoing statements and answers herein contained and the information herewith submitted
are in all respects true and correct to the best of my/our knowledge and belief(s)

Handwritten signature of Mark Neumann

Signature of Property Owner(s) - (Not Owner in Escrow or Lessee)

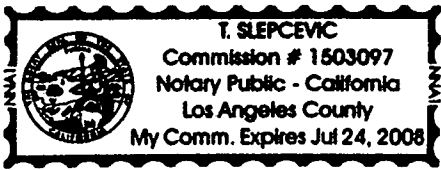
MARK NEUMANN, MARK NEUMANN, RICHARD RIZIKA
Print Name

620 MANHATTAN BEACH BLVD, MANHATTAN BEACH, CA 90266
Mailing Address

310-546-5151
Telephone

Subscribed and sworn to before me,
this 16th day of April, 2008
in and for the County of Los Angeles
State of CA

Notary Public [Signature]



Fee Schedule Summary^2

Below are the fees typically associated with the corresponding applications. Additional fees not
shown on this sheet may apply. Contact the Planning Department for assistance. Fees are
subject to annual adjustment in January.

Submitted Application (circle applicable fees, apply total to Fee Summary on application)

Table listing various permit fees: Coastal Development Permit (Filing Fee: \$1,824), Use Permit (Master) (Residential: \$2,420, Commercial: \$3,005, Amendment: \$1,209), Variance (Filing Fee: \$3,005), Minor Exception (Filing Fee: \$966), Subdivision (Tentative Parcel/Tract Map: \$585, Final Parcel Map/Tract Map: \$585, Mapping Deposit: \$473, Quimby Parks and Recreation Fee: \$1,817, Certificate of Compliance: \$564.50), Environmental Review (Environmental Assessment: \$124, Environmental Assessment (if Initial Study is prepared): \$1,557, Fish and Game County Clerk Fee: \$25).

^2 Refer to the City of Manhattan Beach 2001-02 Resolution of Fees for a complete list of fees.

Applicant: TRB ~~Inc~~, LLC
Project: 3500 N. Sepulveda Blvd.
Contact: Mike Simms, Owner (310) 487-0222

Written Description:

The Tin Roof Bistro will be a 4,250 square foot restaurant with an 800 foot Patio comprised of 142 seats inside with an additional 38 seats on the interior courtyard. It is the second restaurant operated by the Simms Family in Manhattan Beach, the Kettle being the first and operated by Mr. Simms's Father and Uncle.

The Tin Roof Bistro will focus on serving healthy food to the surrounding neighborhood with an incidental sale of alcohol. This restaurant will help grow the neighborhood, elevate the quality of life, create jobs, activate the street, and promote community involvement by serving fresh food in a casual, clean, comfortable atmosphere. The Tin Roof Bistro will be the neighborhood's casual bistro. The hours of operation will be seven days a week, 11am to 11pm. The peak hours will be everyday between the hours of 12pm and 2pm as well as 6pm and 8pm.

All of the aspects of the restaurant are in conformance with the goals, policies, and objectives of the general and specific plans.

Findings:

1. Support facilities such as entertainment and eating-and-drinking establishments are permitted under "CC" Districts, subject to certain limitations to avoid adverse effects on adjacent uses. The adjacent uses are primarily other businesses and a limited number of homes. There are no foreseeable adverse effects.
2. The Tin Roof Bistro is consistent with the General Plan for the Manhattan Beach Village land use. It will serve as an additional service to the village and as an employer for eighty persons.
3. The Tin Roof Bistro does and will comply with the provisions of Title 10.
4. There are no adverse impacts to nearby properties. Traffic, parking and noise increases will be negligible compared to its present use. Cooking odors will be emitted thirty feet in the air with the predominant winds carrying them into the parking lot and away from other businesses. Resident security and personal safety will not be changed. We are a restaurant that serves alcohol, not a bar. We will not be open late. Between the outdoor dining and high end interior design, the aesthetics will be dramatically increased. The restaurant will not exceed the capacities of public services and facilities.



ENVIRONMENTAL INFORMATION FORM

(to be completed by applicant)

CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT

Date Filed: _____

APPLICANT INFORMATION

Name: ~~TRB, LLC~~ TRB LLC

Contact Person: Mike Simms

Address: 7985 Santa Monica Blvd., 90046

Address: 121 20th St. Apt B, 90266

Phone number: (323) 656-0874

Phone number: (310) 487-0222

Relationship to property: Tenant

Association to applicant: Owner

PROJECT LOCATION AND LAND USE

Project Address: 3500 N Sepulveda Blvd.

Assessor's Parcel Number: 4138-020-014

Legal Description: TR= Parcel Map as per BK 122P 33-35 of PM Lot 12

Area District, Zoning, General Plan Designation: Manhattan Village Mall, CC

Surrounding Land Uses:

North CG - Fry's

West CG/RS - Hotel then Homes

South CC - Mall

East PD/RPD/CC - Mall then Home

Existing Land Use: Office - Financial

PROJECT DESCRIPTION

Type of Project: Commercial Residential _____ Other _____

If Residential, indicate type of development (i.e.; single family, apartment, condominium, etc.) and number of units: _____

If Commercial, indicate orientation (neighborhood, citywide, or regional), type of use anticipated, hours of operation, number of employees, number of fixed seats, square footage of kitchen, seating, sales, and storage areas: _____

Neighborhood, Eating Drinking Establishment, Mon-Sun 11am to 11pm, 20

Employees, 142 seats in/32 out, 1450 ft Kit, 2200 ft. seating, \$4M

If use is other than above, provide detailed operational characteristics and anticipated intensity of the development: _____

Removed/

	<u>Existing</u>	<u>Proposed</u>	<u>Required</u>	<u>Demolished</u>
Project Site Area:	18,758	18,758		
Building Floor Area:	4,250	4,250		
Height of Structure(s)	30 feet	30 feet		
Number of Floors/Stories:	2	2		
Percent Lot Coverage:				
Off-Street Parking:	<u>Mall Prk</u>	<u>Mall Prk</u>		
Vehicle Loading Space:				
Open Space/Landscaping:				

Proposed Grading:
 Cut _____ Fill _____ Balance _____ Imported _____ Exported _____

Will the proposed project result in the following (*check all that apply*):

- | <u>Yes</u> | <u>No</u> | |
|------------|-----------|--|
| _____ | <u>X</u> | Changes in existing features or any bays, tidelands, beaches, lakes, or hills, or substantial alteration of ground contours? |
| _____ | <u>X</u> | Changes to a scenic vista or scenic highway? |
| _____ | <u>X</u> | A change in pattern, scale or character of a general area? |
| _____ | <u>X</u> | A generation of significant amount of solid waste or litter? |
| _____ | <u>X</u> | A violation of air quality regulations/requirements, or the creation of objectionable odors? |
| _____ | <u>X</u> | Water quality impacts (surface or ground), or affect drainage patters? |
| _____ | <u>X</u> | An increase in existing noise levels? |
| _____ | <u>X</u> | A site on filled land, or on a slope of 10% or more? |
| _____ | <u>X</u> | The use of potentially hazardous chemicals? |
| _____ | <u>X</u> | An increased demand for municipal services? |
| <u>X</u> | _____ | An increase in fuel consumption? |
| _____ | <u>X</u> | A relationship to a larger project, or series of projects? |

Explain all "Yes" responses (*attach additional sheets or attachments as necessary*):

Restaurants require more electricity and gas

CERTIFICATION: I hereby certify that the statements furnished above and in attached exhibits present the data and information required for this initial evaluation to the best of my ability, and that the facts, statements, and information presented are true and correct to the best of my knowledge and belief.

Signature: 

Prepared For: _____

Date Prepared: 12/12/07

Revised 7/97

CITY OF MANHATTAN BEACH
DEPARTMENT OF COMMUNITY DEVELOPMENT

TO: See Distribution Below
FROM: May Dorsett, Planning Secretary
DATE: May 20, 2008
SUBJECT: Review Request for Proposed Project at:

3500 N. SEPULVEDA BLVD.
(MANHATTAN VILLAGE MALL)

The subject application has been submitted to the Planning Division. Please review the attached material(s) and provide specific comments and/or conditions you recommend to be incorporated into the draft Resolution for the project. Conditions should be primarily those which are not otherwise addressed by a City Ordinance. If no response is received by MAY 27, 2008, we will conclude there are no conditions from your department.

Comments/Conditions (attach additional sheets as necessary):

5/20/08

The City will be widening Sepulveda (and the bridge) in the future. One condition should be the dedication of the necessary R/W for the project at no cost to City - Also an appropriate cash contribution would be helpful.

Distribution :

- Dana Greenwood
- Engineering (Roy / Lee)
- Fire Dept.
- Building Official
- Police Dept.

EXHIBIT
D RC 10/8/08

CITY OF MANHATTAN BEACH
DEPARTMENT OF COMMUNITY DEVELOPMENT

TO: See Distribution Below
FROM: May Dorsett, Planning Secretary
DATE: April 18, 2008
SUBJECT: Review Request for Proposed Project at:

Diary

3500 N. SEPULVEDA BLVD.

(Tin Roof Bistro)

The subject application has been submitted to the Planning Division. Please review the attached material(s) and provide specific comments and/or conditions you recommend to be incorporated into the draft Resolution for the project. Conditions should be primarily those which are not otherwise addressed by a City Ordinance. If no response is received by APRIL 28, 2008, we will conclude there are no conditions from your department.

disabled access!

Comments/Conditions (attach additional sheets as necessary):

COMPLY W/ 2007 CALIFORNIA CODES
PLUMBING FIXTURE COUNT
H/C REQUIREMENTS
~~REQUIREMENTS~~

DJA

Distribution:

- X Police Dept.
- X Engineering (Roy / Lee)
- X Fire Dept.
- X Building Official

CITY OF MANHATTAN BEACH
DEPARTMENT OF COMMUNITY DEVELOPMENT

TO: See Distribution Below
FROM: May Dorsett, Planning Secretary
DATE: April 18, 2008
SUBJECT: Review Request for Proposed Project at:

3500 N. SEPULVEDA BLVD. - Alcohol
Tin Roof
Bistro

The subject application has been submitted to the Planning Division. Please review the attached material(s) and provide specific comments and/or conditions you recommend to be incorporated into the draft Resolution for the project. Conditions should be primarily those which are not otherwise addressed by a City Ordinance. If no response is received by **APRIL 28**, 2008, we will conclude there are no conditions from your department.

Comments/Conditions (attach additional sheets as necessary):

NOTHING SPECIAL NOTED.
4/22 FIRE PREV. JLS.

Distribution:

X Police Dept.
X Engineering (Roy / Lee)
X Fire Dept.
X Building Official

City of Manhattan Beach
Department of Public Works
Memorandum

To: May Dorsett, Planning Division Secretary
Through: Jim Arndt, Director of Public Works *JAC*
From: Dana Greenwood, City Engineer *DG*
Lee Morlet, Public Works Inspector (310) 802-5305
Roy Murphy, Public Works Inspector (310) 802-5306 *RM*
3621 Bell Avenue, Manhattan Beach CA 90266
Subject: 3500 N. Sepulveda Blvd. *Tin Roof Bistro*
Date: April 28, 2008

Entered on
Page or
Sheet #

ALL THE PUBLIC WORKS NOTES AND CORRECTIONS MUST BE PRINTED ON THE PLAN. NO EXCEPTIONS.

This property was inspected by Public Works staff on April 28, 2008 and the following items are required and must be added to the plans. Indicate location of correction on blanks at left.

- _____ 1. No discharge of construction wastewater, building materials, debris, or sediment from the site is permitted.
- _____ 2. A property line cleanout must be installed on the sanitary sewer lateral. See City Standard Plan ST-5. Cleanout must be added to the plumbing plan.
- _____ 3. A backwater valve is required on the sanitary sewer lateral if the discharges from fixtures with flood level rims are located below the next upstream manhole cover of the Public sewer. See City Standard Plan ST-24. Must be shown on the plan if applicable.
- _____ 4. If any existing sewer lateral is used, it must be televised to check its structural integrity. The tape must be made available for review by the Public Works Department. The Public Works Department will review the tape and determine at that time if the sanitary sewer lateral needs repairing, replaced, or that it is structurally sound and can be used in its present condition. The lateral must not be cleaned before it is video taped.
- _____ 5. A mop sink must be installed and shown on the plumbing plan.
- _____ 6. Commercial enterprises must comply with the National Pollution Discharge Elimination System (NPDES) clean water requirements. Discharge of mop water, floor mat washing, trashcan cleaning and washing out trash enclosures into the street or storm drain system is prohibited. M.B.M.C. 5.84.060, 5.84.090.
- _____ 7. Any unused water or sanitary sewer laterals must be shown on the plans and abandoned at the City main.
- _____ 8. A grease interceptor must be installed and placed into a maintenance program with regular inspections and removal of grease buildup.

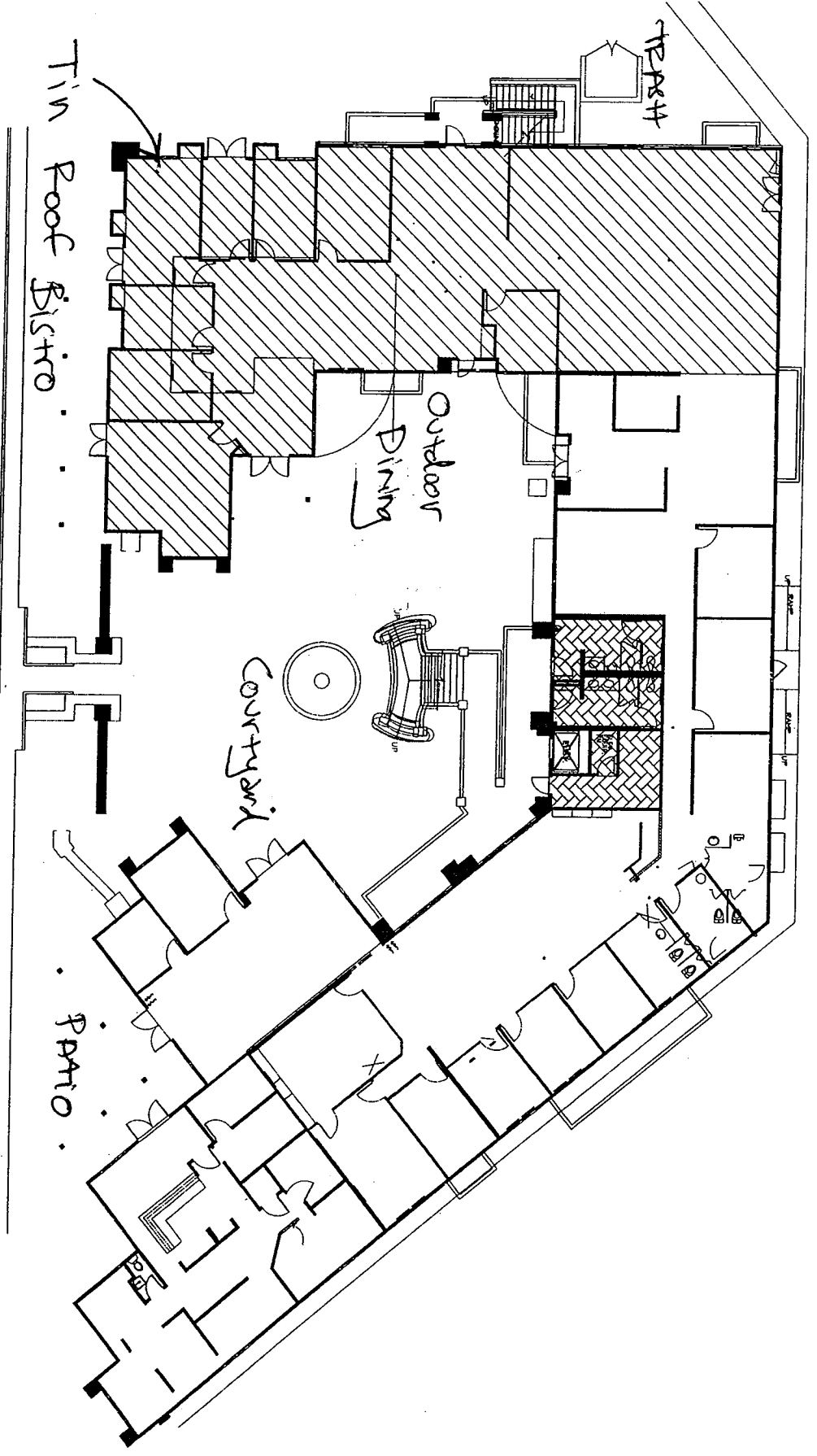
Mike Simms

- _____ 9. All trash enclosures shall be enclosed, have a roof, built in such a manner that stormwater will not enter, and a drain installed that empties into the sanitary sewer system. Floor drain or similar traps directly connected to the drainage system shall be provided with an approved automatic means of maintaining their water seals. See 1007.0 Trap seal Protection in the Uniform Plumbing Code. Contact the City's refuse contractor for sizing of the enclosure. **Drawings of the trash enclosure must be on the plan, and must be approved by the Public Works Department before a permit is issued. See Standard Plan ST-25.**
- _____ 10. Commercial establishments are required, by municipal code 5.24.030 (C)(2) to have a sufficient refuse and recycling storage space to enclose a commercial lift container(s). The refuse storage space or facility must be screened from public view and be either constructed within the building structure or in a screened enclosure on private property. Please read the code section for further clarification
- _____ 11. Backflow preventers for fire and domestic water services must be installed per Public Works Department requirements.
- _____ 12. Water meters shall be placed near the property line and out of the driveway approach whenever possible. Water meter placement must be shown on the plans.
- _____ 13. If the water meter box is replaced, it must be purchased from the City, and must have a traffic rated lid if the box is placed in the driveway.
- _____ 14. Erosion and sediment control devices BMPs (Best Management Practices) must be implemented around the construction site to prevent discharges to the street and adjacent properties. BMPs must be identified and shown on the plan. Control measures must also be taken to prevent street surface water entering the site.
- _____ 15. Plan holder must have the plans rechecked and stamped for approval by the Public Works Department before the building permit is issued

cc: Roy Murphy
Lee Morlet

0 Application-newcommercial

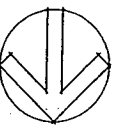
SEPUVEDA BEYOND



Mall Perimeter Drive

3500 SEPULVEDA BLVD.
MANHATTAN BEACH, CALIFORNIA

FIRST FLOOR

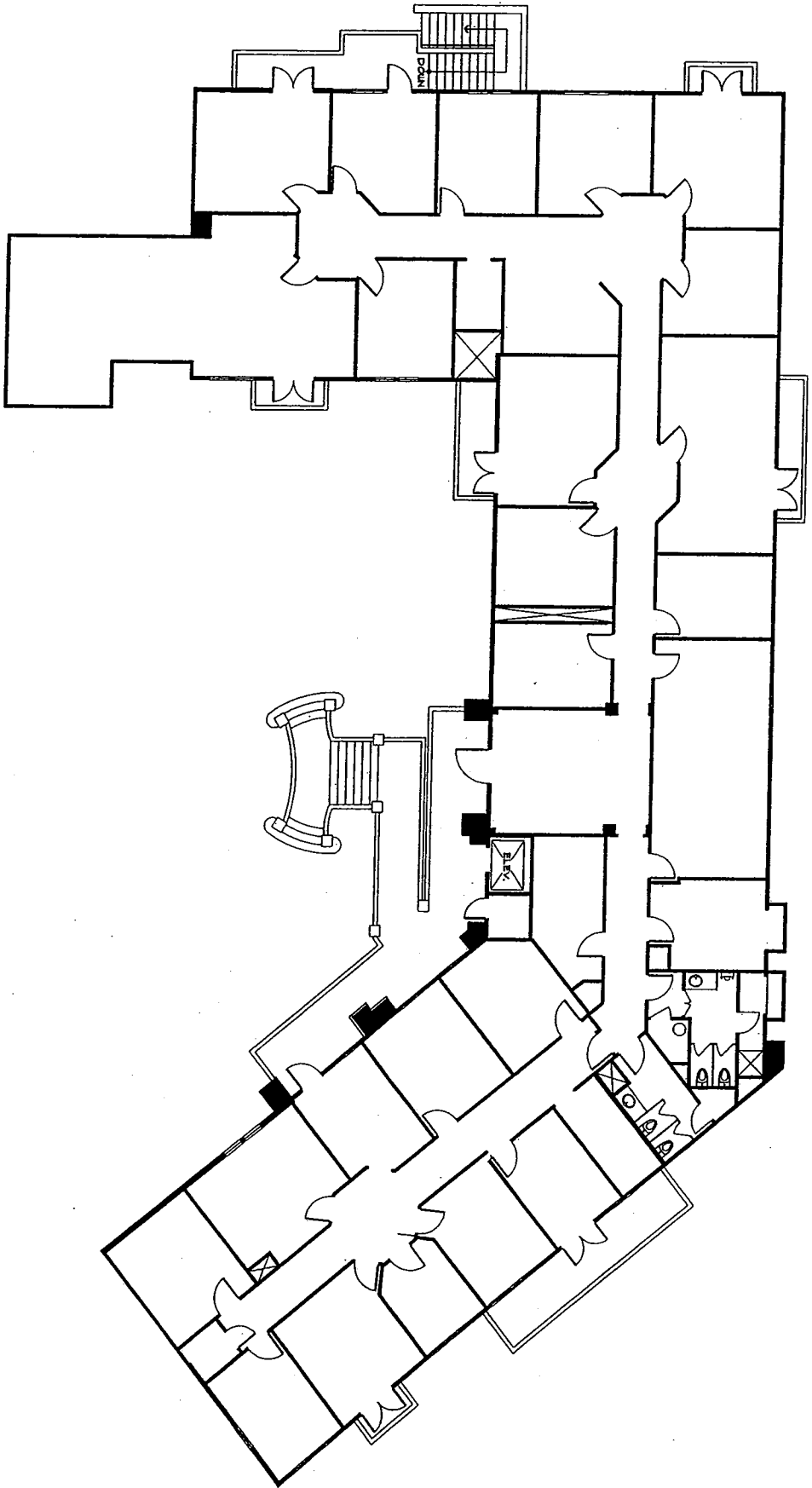


SAA
 SHELMMER+ALGOZE+ASSOCIATES
 INTERIORS and ARCHITECTURE

6041 Bristol Parkway
 Los Angeles, CA 900230
 T (310) 555-3252
 F (310) 555-9449

3300 Irvine Ave., Suite 130
 Newport Beach, CA 92660
 T (949) 724-8958
 F (949) 724-1981

1/28/05



3500 SEPULVEDA BLVD.
 MANHATTAN BEACH, CALIFORNIA

SECOND FLOOR



S|A|A
 SLEMMER+ALGAZE+ASSOCIATES
 INTERIORS and ARCHITECTURE

6041 Bristol Parkway
 Los Angeles, CA 90023
 T (310) 553-3252
 F (310) 553-9449

3300 Irvine Ave., Suite 130
 Newport Beach, CA 92660
 T (949) 724-8958
 F (949) 724-1981

12/01/05

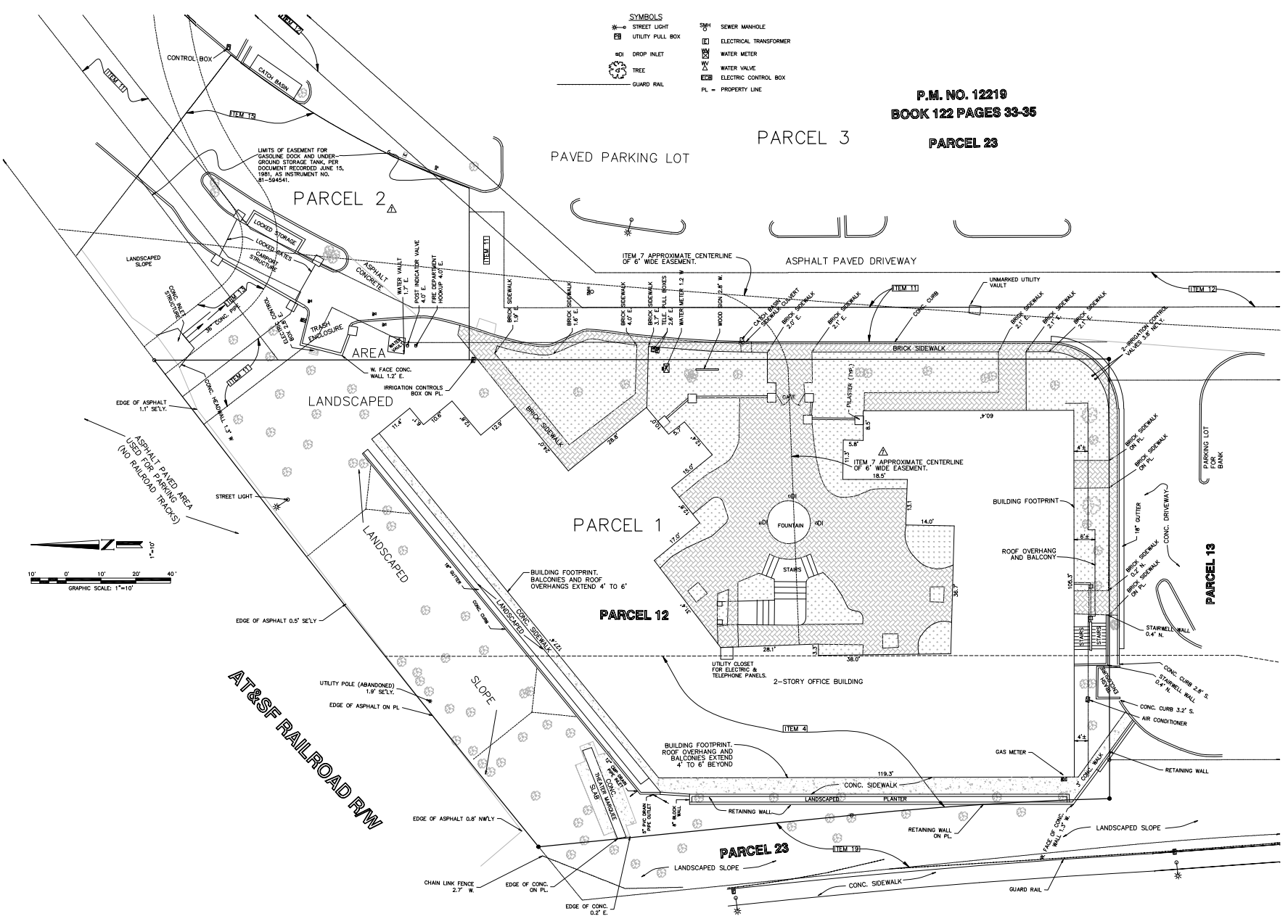
- SYMBOLS**
- ⊕ STREET LIGHT
 - ☒ UTILITY PULL BOX
 - ⊙ DROP INLET
 - 🌳 TREE
 - GUARD RAIL
 - SMH SEWER MANHOLE
 - ⊞ ELECTRICAL TRANSFORMER
 - ⊞ WATER METER
 - ⊞ WATER VALVE
 - ⊞ ELECTRIC CONTROL BOX
 - PL - PROPERTY LINE

P.M. NO. 12219
BOOK 122 PAGES 33-35

PARCEL 23

PARCEL 3

PAVED PARKING LOT



REV	DATE	DESCRIPTION
1A	11/15/08	REVISE SURVEY PER NORTHERN AMERICAN TITLE COMPANY.

Engineering - Surveying - Planning - Landscape Architecture
 100 Exchange, Suite 100-1000, California 92602-1301/714-965-6300

ALTA / ACSM LAND TITLE SURVEY
 FOR
CENTER TRUST
MANHATTAN BEACH, CALIFORNIA

PROJECT NO. 06157-000
SHEET 2 OF 2

11/15/08 11:58 AM 11/15/08 11:58 AM

LANDSCAPE

LANDSCAPE

EXISTING LANDSCAPE

ADJACENT BUILDING - NC

PUBLIC RESTROOM

ADJACENT OUTDOOR PLAZA

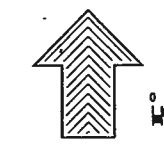
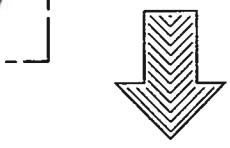
BRICK PA

MALL PERIMETER DRIVE LANE

EXHIBIT "D" pc 10/8/08

OCCUPANT AREAS SCHEDULE

SPATIAL GROUP	NET AREAS	USEAGE TYPE	OCCUPANT FACTOR	OCCUPANT LOAD
1. DINING	2,195.0 SF	PUBLIC	30 SF	73 OCC
2. PATIO	662.1 SF	PUBLIC	30 SF	22 OCC
TOTAL	2,857.1 SF	PUBLIC		95 OCC
3. KITCHEN	1,448.1 SF	EMPLOYEE	200 SF	7 OCC
4. HOSTESS	77.5 SF	EMPLOYEE	200 SF	1 OCC
5. SERV 1	27.7 SF	EMPLOYEE	200 SF	1 OCC
6. SERV 2	18.4 SF	EMPLOYEE	200 SF	1 OCC
7. SERV 3	85.0 SF	EMPLOYEE	200 SF	1 OCC
TOTAL	1,656.7 SF	EMPLOYEE		11 OCC
8. RESTRM	337.2 SF	ACCESSORY	N/A	N/A



SCALE 1/4" = 1'-0"



12-03-2001 SCALE 1/4" = 1'-0"

OCCUPANCY AREAS PLAN

