

**CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT**

TO: Planning Commission

THROUGH: Richard Thompson, Director of Community Development

FROM: Laurie B. Jester, Planning Manager

DATE: May 22, 2013

SUBJECT Manhattan Village Shopping Center Enhancement Project, Final Environmental Impact Report (FEIR), Master Use Permit Amendment, Variance (Building Height), Sign Exception and Sign Program, located on the east side of Sepulveda Boulevard between Rosecrans Avenue and Marine Avenue (3200-3600 North Sepulveda Boulevard).

RECOMMENDATION

Staff recommends that the Planning Commission **CONDUCT THE CONTINUED PUBLIC HEARING, PROVIDE DIRECTION, AND CONTINUE UNTIL JUNE 26, 2013.**

PROPERTY OWNERS

RREEF America REIT II Corporation BBB
1200 Rosecrans Avenue, Suite 201
Manhattan Beach, CA 90266

3500 Sepulveda LLC-(Hacienda Building)
Bullocks USA, Inc.-(Macy's)

APPLICANT

RREEF America REIT II Corporation BBB
1200 Rosecrans Avenue, Suite 201
Manhattan Beach, CA 90266

BACKGROUND

On November 7, 2006 RREEF submitted a Master Use Permit amendment and Variance, for building height, for a remodel and expansion of the Manhattan Village Shopping Center. Revised applications, plus a Sign Exception/Program and Development Agreement were then submitted in 2012, although subsequently the Development Agreement was withdrawn. The applications also require the preparation of an Environmental Impact Report (EIR) in accordance with the requirements of the California Environmental Quality Act (CEQA). Over the past six years RREEF and their team of consultants have been meeting with the neighbors, tenants, other site property owners, staff, and community leaders to review the proposed project and to make revisions to address their concerns, as well as the needs of a changing consumer market.

On February 12, 2009, the City held a public Scoping Meeting to introduce the project to the community, and provide an overview of the project and the CEQA process. The 45 day public review and comment period for the Draft EIR was June 7, 2012 to July 23, 2012. The Final EIR is complete and was distributed for public review on April 2, 2013. The Draft and Final EIR's are available on the City website, at City Hall and at the Library. (Attachments E and F)

A Planning Commission public hearing was held on June 27, 2012 to provide an overview of the project. More public hearings were held on October 3, 2012, March, 13 and April 24, 2013 (Attachment A) as an opportunity for public and Commission input.

Since the April 24th meeting staff has continued to meet with the applicant and their team to refine the project and address design and other issues that have been raised through the public process, as well as meet with other City Departments to review and receive input on revised plans and draft conditions. Tonight's meeting is an opportunity for the public and Commission to again provide input; no final decisions on the project will occur at tonight's meeting.

Based on direction from the Commission at the last meeting, the format of tonight's meeting will be public comment at the beginning of the meeting after a brief introduction by staff. Then the City's EIR Traffic Engineer will provide a presentation on parking and traffic, followed by the applicant and staff presentations.

DISCUSSION

Project Overview

The approximately 44-acre Manhattan Village Shopping Center site includes an enclosed, main mall building and several freestanding buildings that provide approximately 572,837 square feet of gross leasable area (GLA), with 2,393 parking spaces. The proposed Project, all three Phases as analyzed in the Environmental Impact Report (EIR), would involve an increase of approximately 123,672 square feet of net new retail and restaurant GLA (approximately 194,644 square feet of new GLA and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema GLA) within an approximately 18.4 acre development area within the overall 44-acre Shopping Center site. Of the 194,644 square feet of new GLA, up to approximately 25,894 square feet would be new restaurant uses, while up to approximately 168,750 square feet would be new retail uses. When accounting for existing development on the Shopping Center site, upon Project completion, the Shopping Center site would include a total of approximately 696,509 square feet of GLA.

In addition, the EIR analyzed a Traffic Equivalency Program that provides the opportunity to build a variety of land uses currently permitted by the Master Use Permit for the Shopping Center as long as there is not an increase in traffic. As an example under, the Equivalency Program if 10,000 square feet of medical office use were eliminated it could be replaced with about 15,000 square feet of retail use, and not generate any additional traffic during the critical PM peak hour time. With implementation of the Equivalency Program, a maximum of 133,389 square feet of net new GLA (204,361 square feet maximum of new GLA and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema GLA) would be developed within the Development Area for a total of up to 706,226 square feet of GLA caps on square footage of land use. The conditions will include maximum square footage caps on different land uses.

The proposed Project would also include new on-site parking structures and surface parking areas that are proposed to provide at least 4.1 parking spaces per 1,000 square feet of GLA. Heights of new shopping center buildings and parking facilities would range from 26 feet to up to 42 feet, plus mechanical, elevators, architectural features and lights poles which can add up to

an additional 18 feet in height is shown on the Heights Table, the last page of the plan packet (Attachment C). The existing Macy's building is about 42 feet tall.

The EIR for the project includes all three Phases of development as described above and in the Final EIR. The Master Use Permit Amendment only requests approval of Phases I and II, and Phase III- North West corner will be deferred until this portion of the project can be further refined. Although the EIR only covers the 18 acre development site, the Master Use Permit and other land use applications cover the entire 44 acre site.

As currently proposed, Phase I- Village Shops includes the demolition of 22,144 SF (Theaters and See's Candy building) and the construction of 63,300 SF for a net increase of 41,156 SF. This would bring the new total square footage to 613,993 SF. Parking would increase by about 272 net new spaces to 2,665 total parking spaces with the addition of surface parking as well as 2 three level parking structures, which creates a parking surplus of almost 150 spaces for future Phase II use. Phase II- Northeast corner includes the demolition of 2,628 SF (restaurant by the Theaters) and the construction of a 50,000 SF Macy's expansion for a net increase of 47,372 SF. This would bring the new total square footage to 661,365 SF. Parking would increase by about 63 net new spaces for 2,728 total parking spaces in a new two level parking structure. The total square footage proposed is under the square footage analyzed in the EIR.

The project proposal is described in detail in the applicants Land Use application materials within Attachment A) and is shown in the applicants plans (Attachment C). Some common area portions of Phase III, including the culvert parking area and proposed "dog park" with pedestrian and bike connections under Sepulveda, and pedestrian, bike, transit and traffic improvements, will be developed with Phases I and II in order to integrate the entire site. Phase III includes the Fry's parcel, which has a lease that expires at the end of 2016.

As the plans for the project have continued to evolve, staff has continued to meet with the applicant to review and comment on the project. Staff has also met with all of the other Departments to again review and get their comments on the revised proposal. The applicant has been meeting separately to get their input also. Since revised plans did not develop until very recently, there was not adequate time to incorporate comments from other Departments into the plans or the draft conditions of approval. Staff will present revised conditions of approval based on the latest plans with comments from all the Departments incorporated at the next meeting.

Planning Commission Meeting-April 24, 2013

At the last meeting in April 2013, RREEF presented more details on Phases I and II of the project and the timing of development, the revised design of the south parking structure in Phase I-Village Shops and architectural details and examples to enhance the parking structures, parking deck lighting, Veterans parkway connection and "dog park", parking supply, ratios, comparisons to other centers and industrial standards and relationship to "core" commercial areas, walking distances to the Mall and comments from the other property owners on the site. The applicant also noted concerns about the draft conditions, specifically street dedications and improvements and the standards, timing and sign-off procedures for the conditions in general. A Macy's representative discussed Macy's need to grow as a highly productive and desirable store, and their parking needs. The City's EIR consultant, Matrix Environmental, provided an overview of the EIR process and the Draft and Final EIR which has been out of public review for a number of

weeks. A representative from Gibson Transportation, the City's traffic consultant on the EIR, provided a presentation on traffic, parking, and pedestrian, bike, and transit improvements. Peak parking supply and demand and options to reduce the parking were discussed, as well as traffic thresholds for determining significant impacts.

A number of residents spoke at the meeting and the public and Commission discussed a number of concerns as addressed in the attached minutes (Attachment B). The concerns continued to focus on the Traffic and Parking, Mobility (Bicycles, Pedestrians, Transit), Parking structures, Phase III -North West corner design and timing, Phasing, and Lighting, as well as the adequacy of the EIR. In general the public and Commission seemed to feel the project was heading in the right direction with the new design of the South parking structure in Phase I- Village Shops; lower and more elongated north to south with buildings in front between the parking structure and Sepulveda Boulevard.

Key Discussion Points-

The following seven items were detailed in the April 24th meeting, but due to the late hour the Commission was only able to discuss item #1, parking in detail. Staff feels that the following are some of the key topics that the Planning Commission has also discussed, followed by how these issues have been addressed.

1. Parking-spaces proposed and demand required-

The applicant, staff, the Commission and public all agree that we do not want to “overpark” the site by providing more parking than is needed to meet the demand. The applicant has indicated their desire, and the desire of their tenants, particularly Macy's, to have customer parking close to the core of the main Mall. The Planning Commission, staff and the public continue to strive to make the project more pedestrian friendly and less “car-centric”, and rely on alternative forms of transportation such as walking, biking and transit.

After much discussion the Commission concluded that it was important to balance the parking needs of the applicant with the City's desire to not “overpark” the site. The Commission agreed that there is as an opportunity to manage the employee parking more efficiently with a robust Employee Parking Reduction Program as outlined in the draft conditions 4 through 8. The Commission did not support a reduction in parking in Phases I and II , but felt there was an opportunity with Phase III to reconsider parking numbers, evaluate actual on-site parking data, and explore underground parking options in order to reduce the number of above ground levels and height of the parking structures. The importance of strengthening bicycle and pedestrian connections continued to be emphasized.

2. Light Poles on top of parking structures-

The proposed light structures are 15 feet above the surface of the top deck of each parking structure. Lower light fixtures, such as bollards, wall packs, and/or lower poles could be used in some areas which would increase the number of fixtures, but decrease the visual impact of the light structure poles. Staff believe that the lighting analysis provided in the Draft EIR as well as an observation of the current on-site lighting conditions indicate that the proposed light standards on top of the garages will be adequately shielded from off-site locations such as Oak Avenue. The applicant previously installed flags to depict the east side

of the Village Shops North and South parking structures at the top of the parapet height which is 26 feet. The proposed parking structure lights would be another 11 feet above this 26 foot parapet height. On Friday May 17th through Thursday the 23rd, the applicant has indicated that they will be installing more flags and rope lights to define the west side of these deck at the same 26 foot top of parapet height. It is anticipated that the applicant will provide photographs of the flags and rope lights at the meeting.

3. *Phasing Plans- connections between Phases and entire Mall site-*

The applicant has provided separate site plans that show Phase I – Village Shops Component and Phase I and Phase II-North East corner Component at completion (Attachment C) . Separate Concept plans that show pedestrian, bike and transit connections have also been provided as part of this plan package. The Draft conditions included within Attachment A suggest having Staff review some of these details through the administrative Planning preliminary Plan check review process. Streetscape, pavement treatment, sidewalks, and pedestrian crosswalk designs would be included. Staff anticipates that the Plan will be built in phases so that improvements are provided with the first Phase, however as future Phases are developed revisions and further improvements will be required. Additionally, through the Plan check process staff will require detailed plans to ensure that the overall 44-acre Mall site provides a cohesive connected design through pedestrian, bike and transit linkages as well as signage, lighting, landscaping and design features.

Staff has reviewed these plans with Fire, Police, Public Works, the Traffic Management Analyst, and the Traffic Engineer. A number of revisions will be required, most of which can be worked out through the conditions of approval and during the plan check process. Increased circulation connectivity, emergency vehicle access, bikeway locations, and transit stop improvements, as well as other details will need to be addressed. Staff has had discussions with the applicant on these items. As the plans for the project have continued to evolve and revised plans did not develop until very recently, there was not adequate time to incorporate comments from other Departments into the plans or the draft conditions of approval. Staff will present revised conditions of approval based on the latest plans with comments from all the Departments incorporated at the next meeting.

4. *Appearance of buildings and parking structures-*

At the last meeting the applicant provided some examples of parking structures that were designed to be integrated into the architecture of the surrounding buildings. Concept plans for the commercial buildings have also been provided by the applicant and the latest revised sets are attached to the packet. (Attachment D) The Draft conditions suggest having Planning staff review these design details through the administrative Planning preliminary Plan check review process. Concept designs that would include material boards with color and texture samples, renderings, other visual displays, and architectural details would be provided. Concept plans for the common outdoor plaza areas design, street/courtyard furniture, building and parking site plan-layout, and facades/elevations design motifs would be provided. The plans provided at this point are conceptual and show a variety of architectural styles. The quality of the design, materials, and finishes is depicted in the drawings and is important to note. The architectural design and details have made a lot of progress and staff is satisfied that these are heading in the right direction.

Planning Commission review of further architectural details would only be required at a notice public meeting if the design was significantly different from the concept plan or if either Phase proposed significant changes to the parking structures or building design. Phase II has not been worked out to the level of detail as Phase I, largely due to the fact that it includes the Macy's reconfiguration and RREEF is continuing to work with Macy's on their plans. Staff will ensure through the plan check process and conditions that the architecture is compatible with and similar in quality to Phase I, and that concerns of all the Departments are met. Additionally, through the Plan check process staff will require detailed plans to ensure that the overall 44-acre Mall site provides cohesive connected design features.

5. *Pedestrian and bicycle connections to the Veterans Parkway Greenbelt under Sepulveda-*

Concept plans that show pedestrian, bike and transit connections at completion of Phase I – Village Shops Component and Phase I and Phase II-North East corner Component have been provided by the applicant. The applicant and staff understand the importance of having a connection under Sepulveda through the Veterans Parkway and to the site. The Draft conditions recommend installing this linkage with Phase I, including lighting, signage and other improvements to enhance the aesthetics, useability and security of the area and to create an inviting entry and secure environment. The applicant has included this connection and the culvert improvement plans, including a “dog park” as part of Phase I. Staff anticipates that the improvement plans will be Phased so that most of the improvements are provided with the first Phase, however as future Phases are developed, revisions and further improvements will be required. Staff feels that the plans are fairly complete at this point and generally satisfy the goals of the City. Staff will provide more detailed conditions that include comments from other Departments and then review the plans through the Plan check process.

6. *Conditions of approval-*

Draft conditions of approval are provided as a starting point for the Planning Commission to review, discuss and provide input as a part of Attachment A. Staff has not had adequate time to update these conditions and include all of the comments and revisions suggested by the other Departments based on the revised plans that have been evolving over the past two weeks. These draft conditions have been provided to the applicant and they have indicated to staff that they would like to further discuss a number of these conditions. A few of their concerns are the Irrevocable Offers to Dedicate (IOD) land and provide street improvements adjacent to the project along Sepulveda, Rosecrans and Village Drive, the location and number of security cameras, the location of the Police Security area, and the timing and extent of the site-wide improvements (pedestrian, bike, transit, landscaping, signage). Staff will present revised conditions of approval based on the latest plans with comments from all the Departments incorporated at the next meeting.

7. *Phase III-North West Corner-*

Staff, the public and Commission has continued to have a number of comments and concerns about the design of Phase III- North West Corner. Staff is recommending that when action is taken on the project at a future hearing, that the Commission recommend that the City Council Certify the Final EIR for the entire project but that the land use entitlements, the Master Use Permit Amendment, Variance, and Sign Program/Sign Exception for Phase III-

North West corner, be deferred until a later date. This will allow time for the applicant to thoroughly address the concerns of the community and work through these design issues.

Land Use Applications, General Plan and Sepulveda Boulevard Development Guidelines

The Manhattan Beach Municipal Code has specific purposes, criteria, authority, conditions and findings required for the Master Use Permit Amendment, Variance, for building height, and Sign Exception/Program as detailed in the April 24th staff report attachments. The Land Use Section IV. E-1 of the Draft EIR (Attachment E) provides details of the General Plan and Sepulveda Development Guidelines goals, policies and programs. The applicants Land Use applicant packet, portion of Attachment A, discusses the required findings. The Planning Commission is required to make findings that the project is consistent with all of these criteria in order to approve the project. These findings are separate and different from the EIR certification which is based on the determination that there is no significant environmental impact.

Public review and comments

No new notice was sent out for this meeting, but it is anticipated that a new notice may be sent out for the June 26th meeting. No new written comments have been received since the April meeting. The Final EIR includes all the comments on the DEIR and responses to those comments as well as changes and additions to the project. Copies of the Final EIR were distributed to the Planning Commission, City Staff, City Council, and the public on April 2, 2013.

The Draft and Final EIR documents are available to the public for review at the following locations:

- 1- City of Manhattan Beach, Community Development Department and City Clerk's office
- 2- County of Los Angeles Manhattan Beach Public Library
- 3- City of Manhattan Beach Website: <http://www.citymb.info/index.aspx?page=1629>.

The City has provided an entire webpage devoted to the Mall project with links to all of the staff reports, minutes, presentations and EIR documents at <http://www.citymb.info/index.aspx?page=1629>.

Further future noticed public hearings on the Final EIR, Master Use Permit Amendment, Variance, Master Sign Permit and Sign Exceptions before the Planning Commission and City Council will be required.

CONCLUSION

The purpose of tonight's meeting is to present the revised project concept plans, the Master Land Use Applications (Master Use Permit Amendment, Variance, Master Sign Permit and Sign Exceptions), and the draft conditions of approval to the Commission and the community, and provide an opportunity for questions, discussion and comments. Staff recommends that that Planning Commission accept a brief introduction from staff, take public comments, accept the City's EIR Traffic Consultants presentation and then the applicants presentation and provide comments and direction on the proposed project.

Attachments:

- A. Planning Commission Staff report and attachments (excluding Att. H)- April 24, 2013
- B. Planning Commission Minutes- April 24, 2013
- C. **Hyperlink** to Planning Commission Plan packet- from Callison; applicants architect- Dated May 22, 2013
- D. **Hyperlink** to Draft Plan Check Guidelines/Architectural Design Details packet- from Callison; applicants architect- Dated May 14, 2013
- E. Hyperlink to Draft Environmental Impact Report (DEIR)
<http://www.citymb.info/manhattanvillage/index.html>
- F. Hyperlink to Final Environmental Impact Report (FEIR)-
<http://www.citymb.info/manhattanvillage/Final2013/index.html>

c: Chuck Fancher, Fancher Partners, LLC
Mark English, RREEF
Pat Gibson, Gibson Transportation Consulting

**CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT**

TO: Planning Commission

THROUGH: Richard Thompson, Director of Community Development

FROM: Laurie B. Jester, Planning Manager

DATE: April 24, 2013

SUBJECT Manhattan Village Shopping Center Enhancement Project, Final Environmental Impact Report (FEIR), Master Use Permit Amendment, Variance (Building Height), Sign Exception and Sign Program, located on the east side of Sepulveda Boulevard between Rosecrans Avenue and Marine Avenue (3200-3600 North Sepulveda Boulevard).

RECOMMENDATION

Staff recommends that the Planning Commission **CONDUCT THE PUBLIC HEARING AND PROVIDE DIRECTION.**

PROPERTY OWNERS

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BACKGROUND

On November 7, 2006 RREEF submitted a Master Use Permit amendment and Variance, for building height, for a remodel and expansion of the Manhattan Village Shopping Center. Revised applications, plus a Sign Exception/Program and Development Agreement were recently submitted also, although subsequently the Development Agreement was withdrawn. The applications also require the preparation of an Environmental Impact Report (EIR) in accordance with the requirements of the California Environmental Quality Act (CEQA). Over the past six years RREEF and their team of consultants have been meeting with the neighbors, tenants, staff, and community leaders to review the proposed project and to make revisions to address their concerns, as well as the needs of a changing consumer market.

On February 12, 2009, the City held a public Scoping Meeting to introduce the project to the community, and provide an overview of the project and the CEQA process. The 45 day public review and comment period for the Draft EIR was June 7, 2012 to July 23, 2012. The Final EIR is complete and was distributed for public review on April 2, 2013. The Draft and Final EIR's are available on the City website, at City Hall and at the Library. (Attachments I and J)

A Planning Commission public hearing was held on June 27, 2012 to provide an overview of the project. Second and third public hearings were held on October 3, 2012 and March 13, 2013 (Attachment A) as an opportunity for public and Commission input. Since that time staff has continued to meet with the applicant and their team to refine the project and address design and other issues that have been raised through the public process. Tonight's meeting is an opportunity for the public and Commission to again provide input; no final decisions on the project will occur at tonight's meeting.

DISCUSSION

Project Overview

The approximately 44-acre Manhattan Village Shopping Center site includes an enclosed, main mall building and several freestanding buildings that provide approximately 572,837 square feet of gross leasable area (GLA), with 2,393 parking spaces. The proposed Project would involve an increase of approximately 123,672 square feet of net new retail and restaurant GLA (approximately 194,644 square feet of new GLA and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema GLA) within an approximately 18.4 acre development area within the Shopping Center site. Of the 194,644 square feet of new GLA, up to approximately 25,894 square feet would be new restaurant uses, while up to approximately 168,750 square feet would be new retail uses. When accounting for existing development on the Shopping Center site, upon Project completion, the Shopping Center site would include a total of approximately 696,509 square feet of GLA.

In addition, an equivalency program is proposed as part of the Project that provides for the exchange between land uses currently permitted by the existing Master Use Permit for the Shopping Center site based on p.m. peak traffic equivalency factors. With implementation of the equivalency program, a maximum of 133,389 square feet of net new GLA (204,361 square feet maximum of new GLA and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema GLA) would be developed within the Development Area for a total of up to 706,226 square feet of GLA. The proposed Project would also include new on-site parking structures and surface parking areas that are proposed to provide at least 4.1 parking spaces per 1,000 square feet of GLA. Heights of new shopping center buildings and parking facilities would range from 26 feet to up to 42 feet.

The EIR for the project includes all three Phases of development as described above and in the Final EIR. The Master Use Permit Amendment only requests approval of Phases I and II, and Phase III- North West corner will be deferred until this portion of the project can be further refined. This is described in detail in the applicants Land Use application materials (Attachment H) and is shown in the applicants plans (Attachment I). Some common area portions of Phase III will be developed with Phases I and II in order to integrate the entire site. Phase III includes the Fry's parcel, which has a lease that expires in 2016.

Planning Commission Meeting-March 13, 2013

At the last meeting in March 2013 RREEF presented a number of options for the south parking structure in Phase I-Village Shops to address the concerns raised by the public, Planning Commission and staff through the public process. A representative from Murex Environmental provided a presentation on the soils, methane and hazards on the site. RREEF, their architect and their parking consultant presented more details on the proposed pedestrian, bicycle, and transit plans, and other design options for the site.

A number of residents spoke at the meeting and the public and Commission discussed a number of concerns as addressed in the attached minutes (Attachment B). The concerns continued to focus on the Size-Regional Draw, Traffic, Mobility (Bicycles, Pedestrians, Transit), Parking structures, North West corner design, Lighting, Crime, Hazardous soils, and Construction impacts. The public and Commission indicated that they felt the Center was overparked, using the peak December parking demand, and too much of a “Car-centric” design. Veterans Parkway connection was continued to be emphasized as a key element and an opportunity to provide a dynamic connection and entry to the site.

In general the public and Commission seemed to feel the project was heading in the right direction with the new design of the South parking structure in Phase I- Village Shops; lower and more elongated north to south with buildings in front between the parking structure and Sepulveda Boulevard. There was an understanding of the challenges to placing the parking structures underground due to the hydrocarbons on the site, but the opportunity for placing parking underground in Phase III- North West corner, was something that should be explored which could then reduce the number of above ground levels and height of the parking structures. Some of the Commissioners felt that distributing the parking areas throughout the site and providing an effective valet was good for an aging population with decreased mobility, while others felt that more centralized parking would create a safer environment, easier to police, and encourage shoppers to park once and walk throughout the Center.

The Commission asked for a Phasing Plan, more information on parking numbers per Phase and a map of walking distances to the Mall. The applicant has provided this information in the packet of plans (Attachment H).

Key Discussion Points

Staff feels that the following are some of the key topics that the Planning Commission discussion should focus on.

1. Parking-spaces proposed and demand required-

The applicant, staff, the Commission and public all agree that we do not want to “overpark” the site by providing more parking than is needed to meet the demand. The applicant has indicated their desire, and the desire of their tenants, particularly Macy’s, to have customer parking close to the core of the main Mall. The Planning Commission, staff and the public continue to strive to make the project more pedestrian friendly and less car-centric, and rely on alternative forms of transportation such as walking, biking and transit.

The Draft EIR parking demand study- (Attachment D-Chart and discussion on pages IV. H 56-61 Transportation and Circulation of the Draft EIR) shows that at the peak parking demand on the worse day of the year in December there are over 100 extra parking spaces on the site. It also shows a demand of 481 to 718 employee parking spaces on the site at the peak. This is about 25% of the total demand of 2,211 to 2,752 parking spaces. The majority of the days there will be an even greater number of surplus parking spaces.

Staff sees this as an opportunity to manage the employee parking more efficiently. Employees could park more remotely, on or off-site, freeing up the closer more convenient and desirable parking spaces in the core for the customers. A robust Employee Parking Reduction Program to encourage remote parking, parking in the lower culvert area, off-site parking, walking, biking, transit use, carpooling and other forms of alternative transportation can effectively reduce employee parking. Conditions 4 through 8 of the drafts conditions of approval suggest items to reduce on-site parking demand and improve pedestrian circulation between the Mall and the City leased parking, the Senior Housing, the Village homes, the Veterans parkway and other off-site areas. Actively promoting a “Walk to the Mall” program is suggested as well as providing a package holding and delivery service to provide options for customers that do not drive to the Mall as well as for safety and security concerns.

Staff believes a goal to reduce the on-site employee parking demand by a minimum of 100 spaces is very realistic and achievable. Staff would suggest that the Commission discuss reducing the size of the North parking structure in Phase I- Village Shops by 100 spaces, and the draft conditions suggest some language to provide for this. This will provide adequate parking on-site, while reducing the visual impact of the structure. The applicant is concerned with reducing the parking on site and has addressed this in their application material and is anticipated to discuss this at the meeting. Parking demand can be monitored with Phases I and II, and if additional on-site parking is needed it could be provided with Phase II or III.

This approach has successfully been used to manage parking Downtown. Additionally, biking, walking, transit, and valet parking provide customer opportunities to manage parking on-site more efficiently, and the ability to explore options to reduce on-site parking and reduce the height of the parking structures.

2. *Light Poles on top of parking structures-*

The proposed light structures are 15 feet above the surface of the top deck of each parking structure. Lower light fixtures, such as bollards, wall packs, and/or lower poles could be used in some areas which would increase the number of fixtures, but decrease the visual impact of the light structure poles.

3. *Phasing Plans- connections between Phases and entire Mall site-*

The applicant has provided separate site plans that show Phase I – Village Shops Component and Phase I and Phase II-North East corner Component at completion (Attachment H) . Separate Concept plans that show pedestrian, bike and transit connections have also been provided (Attachment H). The Draft conditions (Attachment C) suggest having Staff review some of these details through the administrative Planning preliminary Plan check review process. Streetscape, pavement treatment, sidewalks, and pedestrian crosswalk designs

would be included. Staff anticipates that the Plan will be built in phases so that improvements are provided with the first Phase, however as future Phases are developed revisions and further improvements will be required. Additionally, through the Plan check process staff will require detailed plans to ensure that the overall 44 acre Mall site provides a cohesive connected design through pedestrian, bike and transit linkages as well as signage, lighting, landscaping and design features. The applicant has also provided a map of walking distances to the Mall at 5 minute increments, up to 20 minutes, which is a standard used by other Cities for the distance people will typically walk.

4. *Appearance of buildings and parking structures-*

At the last meeting the applicant provided some examples of parking structures that were designed to be integrated into the architecture of the surrounding buildings. Concept plans for the commercial buildings have also been provided in the Draft and Final EIR' and in the prior presentation from the applicant. The Draft conditions suggest having Planning staff review these design details through the administrative Planning preliminary Plan check review process. Concept designs that would include material boards with color and texture samples, renderings, other visual displays, and architectural details would be provided. Concept plans for the common outdoor plaza areas design, street/courtyard furniture, building and parking site plan-layout, and facades/elevations design motifs would be provided. Planning Commission review would only be required at a notice public meeting if the design was significantly different from the concept plan or if Phase II proposed significant changes to the parking structure or building design. Additionally, through the Plan check process staff will require detailed plans to ensure that the overall 44-acre Mall site provides cohesive connected design features.

5. *Pedestrian and bicycle connections to the Veterans Parkway Greenbelt under Sepulveda-*

Concept plans that show pedestrian, bike and transit connections at completion of Phase I – Village Shops Component and Phase I and Phase II-North East corner Component have been provided by the applicant. The applicant and staff understand the importance of having a connection under Sepulveda through the Veterans Parkway and to the site. The Draft conditions (Attachment C) suggest installing this linkage with Phase I, including lighting , signage and other improvements to enhance the aesthetics, useability and security of the area and to create an inviting entry and secure environment. Staff anticipates that the Plan will be Phased so that some improvements are provided with the first Phase, however as future Phases are developed, revisions and further improvements will be required. Staff will review these plans through the Plan check process.

6. *Conditions of approval-*

Draft conditions of approval are provided as a starting point for the Planning Commission to review, discuss and provide input. (Attachment C) These conditions have been provided to the applicant and they have a number of comments. The applicant has indicated to staff that they would like to further discuss a number of these conditions, including but not limited to the number of security cameras, timing of the site-wide improvements, the parking structures and number of spaces, the Rosecrans and Sepulveda dedications, the timing of the Rosecrans left-turn restriction, the number of Electric Vehicle (EV) charging stations, and the Village Drive rear cut-thru diversion improvement Plan.

7. Phase III-North West Corner-

Staff, the public and Commission has continued to have a number of comments and concerns about the design of Phase III- North West Corner. Staff is recommending that when action is taken on the project at a future hearing that the Commission Certify the Final EIR for the entire project but that the land use entitlements, the Master Use Permit Amendment, Variance, and Sign Program/Sign Exception for Phase III- North West corner, be deferred until a later date. This will allow time for the applicant to thoroughly address the concerns of the community and work through these design issues.

Land Use Applications, General Plan and Sepulveda Boulevard Development Guidelines

The Manhattan Beach Municipal Code has specific purposes, criteria, authority, conditions and findings required for the Master Use Permit Amendment, Variance, for building height, and Sign Exception/Program. (Attachment E) The Land Use Section IV. E-1 of the Draft EIR (Attachment I) provides details of the General Plan and Sepulveda Development Guidelines goals, policies and programs. The applicants Land Use applicant packet (Attachment G) discusses the required findings. The Planning Commission is required to make findings that the project is consistent with all of these criteria in order to approve the project. These findings are separate and different from the EIR certification which is based on the determination that there is no significant environmental impact.

Public review and comments

Since the distribution of the Final EIR only a few comments have been received and they are attached to the report (Attachment F). Notice of tonight's Planning Commission meeting was published in the paper, mailed to all property owners and residential non-owner residents within a 500 foot radius, mailed to surrounding Cities and public agencies, and e-mailed to interested parties. The Final EIR includes all the comments on the DEIR and responses to those comments as well as changes and additions to the project. Copies of the Final EIR were distributed to the Planning Commission, City Staff, City Council, and the public on April 2, 2013.

The Draft and Final EIR documents are available to the public for review at the following locations:

- 1- City of Manhattan Beach, Community Development Department and City Clerk's office
- 2- County of Los Angeles Manhattan Beach Public Library
- 3- City of Manhattan Beach Website: <http://www.citymb.info/index.aspx?page=1629>.

The City has provided an entire webpage devoted to the Mall project with links to all of the staff reports, minutes, presentations and EIR documents at <http://www.citymb.info/index.aspx?page=1629>.

Further future noticed public hearings on the Final EIR, Master Use Permit Amendment, Variance, Master Sign Permit and Sign Exceptions before the Planning Commission and City Council will be required.

CONCLUSION

The purpose of tonight's meeting is to present the Final EIR, the new project concept plans, the Master Land Use Applications (Master Use Permit Amendment, Variance, Master Sign Permit and Sign Exceptions), and the draft conditions of approval to the Commission and the community, and provide an opportunity for questions, discussion and comments. Staff recommends that that Planning Commission accept the presentations, take public comments, and provide comments on the proposed project.

Attachments:

- A. Planning Commission Staff report and attachments- March 13, 2013
 - B. Planning Commission Minutes- March 13, 2013
 - C. Draft Conditions of Approval- April 24, 2013
 - D. Peak Parking Demand Chart- Table IV. H-17- Draft EIR page IV. H-58
 - E. MBMC Sections: 10.84 Master Use Permit and Variance, 10.72 Sign Program and Exception
 - F. Public Comments
 - G. Master Land Use Application packet from applicant – April 18, 2013
 - H. Plan packet- from Callison; applicants architect – April 24, 2013
 - I. Hyperlink to Draft Environmental Impact Report (DEIR)-
<http://www.citymb.info/manhattanvillage/index.html>
 - J. Hyperlink to Final Environmental Impact Report (FEIR)-
<http://www.citymb.info/manhattanvillage/Final2013/index.html>
- c: Chuck Fancher, Fancher Partners, LLC
Mark English, RREEF
Stephanie Eyestone-Jones, Matrix Environmental
Pat Gibson, Gibson Transportation Consulting

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Commission input. Since that time staff has continued to meet with the applicant and their team to refine the project and address design and other issues that have been raised through the public process. Tonight's meeting is an opportunity for the public and Commission to again provide input; no final decisions on the project will occur at tonight's meeting.

DISCUSSION

The attached staff report from October 3, 2012 (Attachment A) provides an overview of the project. Since that meeting RREEF has met with a number of neighborhood groups and has explored options to address the concerns raised by the public, Planning Commission and staff through the public process. Tonight RREEF would like the opportunity to address those concerns. A representative from Murex Environmental will provide a presentation on the soils, methane and hazards on the site. RREEF and their parking consultant will provide a presentation on options for the Village Shops parking structures and other design options for the site. The applicant will also be presenting more details on the proposed pedestrian, bicycle, and transit plans.

Public comments

Comments on the Draft EIR that were received from about 45 residents, agencies, surrounding Cities, business owners and other members of the public, and are summarized in the October 3, 2012 staff report (Attachment A). Additionally, comments received at the October Planning Commission meeting are detailed in the minutes from that meeting (Attachment B). The comments received at that meeting were similar to those provided on the Draft EIR. In general the comments focused on the following areas:

- Size-Regional Draw**
- Traffic**
- Mobility (Bicycles, Pedestrians, Transit)**
- Parking structures**
- Northwest corner design**
- Lighting**
- Crime**
- Hazardous soils**
- Construction impacts**

Public review

Notice of tonight's Planning Commission meeting was published in the paper, mailed to all property owners within a 500 foot radius, and e-mailed to interested parties. A Final EIR is in the process of being prepared that includes all the comments on the DEIR and responses to those comments as well as any changes or additions to the project. Noticed public hearings on the Final EIR, Master Use Permit, Variance, Master Sign Permit and Sign Exceptions before the Planning Commission and City Council will be required. Planning Commission public hearings on the project are anticipated to be scheduled in the near future when the Final EIR is completed.

The Draft EIR document is available to the public for review at the following locations:

- 1- City of Manhattan Beach, Community Development Department
- 2- County of Los Angeles Manhattan Beach Public Library
- 3- City of Manhattan Beach Website: <http://www.citymb.info/index.aspx?page=1629>.

CONCLUSION

The purpose of tonight's meeting is to provide a status report on the project to the Commission and the community, and provide an opportunity for questions and comments. Staff recommends that that Planning Commission accept the presentation, take public comments, and provide comments on the proposed project.

Attachments:

- A. Staff report Planning Commission October 3, 2012
 - B. Minutes Planning Commission October 3, 2012
- c: Chuck Fancher, Fancher Partners, LLC
Mark English, RREEF
Stephanie Eyestone-Jones, Matrix Environmental
Pat Gibson, Gibson Transportation Consulting

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**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 3, 2012

SUBJECT Presentation on the Manhattan Village Shopping Center Enhancement Project located on the east side of Sepulveda Boulevard between Rosecrans Avenue and Marine Avenue.

RECOMMENDATION

Staff recommends that the Planning Commission **ACCEPT THE PRESENTATION, TAKE PUBLIC COMMENTS, AND PROVIDE COMMENTS ON THE PROPOSED PROJECT.**

PROPERTY OWNERS

RREEF America REIT II Corporation BBB
1200 Rosecrans Avenue, Suite 201
Manhattan Beach, CA 90266

APPLICANT

RREEF America REIT II Corporation BBB
1200 Rosecrans Avenue, Suite 201
Manhattan Beach, CA 90266

3500 Sepulveda LLC-(Hacienda Building)
Bullocks USA, Inc.-(Macy's)

BACKGROUND

On November 7, 2006 RREEF submitted a Master Use Permit amendment and Variance, for building height, for a remodel and expansion of the Manhattan Village Shopping Center. Revised applications, plus a Sign Exception/Program and Development Agreement were recently submitted also. The applications also require the preparation of an Environmental Impact Report (EIR) in accordance with the requirements of the California Environmental Quality Act (CEQA). Over the past six years RREEF and their team of consultants have been meeting with the neighbors, tenants, staff, and community leaders to review the proposed project and to make revisions to address their concerns, as well as the needs of a changing consumer market. RREEF is the applicant and the main property owner. The other two property owners, 3500 Sepulveda and Macy's, have signed affidavits consenting to the filing of the applications by RREEF.

On February 12, 2009, the City held a public Scoping Meeting to introduce the project to the community, and provide an overview of the project and the CEQA process. Matrix Environmental is preparing the EIR under the management of City staff and Gibson Transportation Consulting is a sub consultant to Matrix and is preparing the Traffic Impact analysis. The 45 day public review and comment period for the Draft EIR was June 7, 2012 to July 23, 2012. The consultants are now in the process of responding to all of the public

comments on the Draft EIR for incorporation into the Final EIR. The Final EIR will include all the comments and responses, a mitigation monitoring program; and changes or additions that have been made to the project since the Draft EIR was written. After the Final EIR is completed the document will be available for public review and comments at noticed public hearings.

A Planning Commission public hearing was held on June 27, 2012 to provide an overview of the project to the community and the Planning Commission. Since that time staff has continued to meet with the applicant and their team to refine the project and address design issues. Future noticed public hearings on the Final EIR, Master Use Permit, Variance, Master Sign Permit and Sign Exceptions, and Development Agreement before the Planning Commission and City Council will be required. Planning Commission public hearings on the project are anticipated to be scheduled this fall, with City Council meetings anticipated later in the year. Tonight's meeting is an opportunity for the public and Commission to again provide input; no final decisions on the project will occur at tonight's meeting.

DISCUSSION

Overview

RREEF is proposing improvements to the 44-acre Manhattan Village Shopping Center. The Project site includes an enclosed, main mall building and several freestanding buildings. The Shopping Center site currently includes approximately 420,247 square feet of retail uses, 65,734 square feet of restaurant uses, a 17,500 square foot cinema (closed at the end of May 2012), 36,151 square feet within six banks, 11,527 square feet of office uses, and approximately 21,678 square feet of medical office uses for a total of approximately 572,837 square feet. When accounting for common areas, the buildings include approximately 614,151 square feet. There are currently 2,393 surface parking spaces on the site. An additional 210 shared parking spaces are available off-site on the City-owned parking lot to the east of the Center, however these are not included in the Shopping Centers parking analysis.

The proposed Project would involve an increase of approximately 123,672 square feet of net new retail and restaurant area (approximately 194,644 square feet of new and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema) within an approximately 18.4 acre development area within the Shopping Center site. Of the 194,644 square feet of new area, up to approximately 25,894 square feet would be used for restaurant uses, while up to approximately 168,750 square feet would be used for new retail uses. When accounting for existing development on the Shopping Center site, upon Project completion, the Shopping Center site would include a total of approximately 696,509 square feet of area.

In addition, an equivalency program is proposed as part of the Project that provides flexibility for the exchange between land uses currently permitted by the existing Master Use Permit for the Shopping Center site based on p.m. peak traffic equivalency factors. With implementation of the equivalency program, a maximum of 133,389 square feet of net new area (approximately 204,361 square feet of new and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema) could be developed within the Development Area for a total of up to 706,226 square feet of area.

The proposed Project would also include new on-site parking structures and surface parking areas that would provide at least 4.1 parking spaces per 1,000 square feet of area to accommodate the new uses. Heights of new shopping center buildings and parking facilities would range from 26 feet to up to 42 feet.

Public comments

Comments on the Draft EIR were received from about 45 residents, agencies, surrounding Cities and business owners, other members of the public, and the Planning Commission provided comments. The following briefly summarizes those comments. Each comment provided during the Draft EIR public comment period will be responded to individually in the Final EIR. Comments that relate more to land use issues will be addressed through the Master Use Permit Amendment, Variance, Master Sign Permit and Sign Exceptions, and Development Agreement. Since the June 27th meeting, RREEF met with a group of residents from Oak Avenue and surrounding streets and they will provide information on that discussion. RREEF will provide a comprehensive presentation on the status of the project at the Planning Commission meeting.

Size-Regional Draw

Some of the public felt that the Mall would be too large, and not serve Manhattan Beach residents, but be designed to be more regional-serving.

Traffic, Mobility (Bicycles, Pedestrians, Transit) and Parking structures

The vast majority of the comments received focused on this topic. An increase in traffic congestion on Sepulveda, Marine and Rosecrans, which are already heavily impacted, and anticipated to be further impacted with Phase II of Plaza El Segundo, was expressed. Traffic impacts on smaller surrounding streets, Village Drive with deliveries and as a new major entrance, as well as Cedar, was noted. Potential impacts to the residential neighborhood west of Sepulveda were raised as a concern, specifically an increase in cut-through traffic on Oak and Elm Avenues, and traffic at the curve at Ardmore and 33rd Street. Construction traffic, parking, noise and dust impacts to Village Drive and neighboring properties was noted. Comments indicated that adding 500 new parking spaces will generate more traffic, parking spaces should not be compact, and that parking phasing may not be adequate.

Many comments related to the proposed parking structures were received, indicating that parking should be underground since it would be safer and more attractive. Concerns cited with above ground structures included an increase in crime, unsightly, too tall, massive, out of scale and unattractive, sound problems with noise bouncing off structures, air pollution, visible to Oak Avenue residents, attracting vagrants, and teens congregating and using for illegal activity and as a skateboard ramp.

The importance of alternative transportation to draw people to the site, and to be able to circulate safely and efficiently throughout the site was noted. Comments indicated that pedestrian, bike and transit circulation should be encouraged, enhanced, integrated externally and internally, including the east (rear) and south, and particularly with Veterans parkway and surrounding neighborhoods. The public felt that transit stops, more bike parking, and a Green line/Mall shuttle should be provided on-site. Implementation and integration with the South Bay Bike Master Plan was noted as important, as well as improving pedestrian safety

in front (Cedar Way) of Ralphs and the south end of mall, which will worsen with increased traffic.

Caltrans provided a number of comments related to Sepulveda Boulevard as it is a State Highway under their jurisdictions. They indicated that a longer deceleration lane at Fashion Boulevard, south of the existing Fry's driveway, is needed. The City Engineer has indicated this will require expanding the bridge widening project which is currently in the design phase with construction anticipated in Spring 2014. Caltrans requested ADA accessible sidewalks, the installation of Intelligent Transportation Systems (ITS), synchronized and upgraded signals, more Transportation Demand Management (TDM) information, and limiting construction traffic to off-peak times.

The City of El Segundo and commercial property owners along Rosecrans Avenue had a number of comments including requests that the EIR use an updated, not 2009, related projects list, provide more counts in El Segundo including morning and midweek midday counts, use Caltrans traffic estimates not actual traffic counts, and use 2011 not 2008 traffic counts. They felt that since Plaza El Segundo had provided improvements on Rosecrans that RREEF needs to also do their fair share to address cumulative impacts. They requested that land be dedicated for future road widening and improvements on Rosecrans and Sepulveda. There was a concern that over 500 new parking spaces will increase traffic. It was requested that the Construction Management Plan be reviewed by surrounding jurisdictions and owners and that impacts to MTA lines be addressed.

Lighting

A number of concerns were raised regarding the lighting for the site, particularly on top of the parking structures. Light spillover and visibility from off-site areas due to the use of tall light standards instead of wall-mounted lights on top of the structures was cited as an issue.

Crime

There were concerns expressed that a larger Mall, a more regional draw, and more high-end shops will increase crime. Concerns were raised with the parking structures providing an opportunity for increased crime as well as in the underground "tunnel-like" parking in the old railroad right-of-way culvert.

Hazards

Hazards mitigation was suggested including providing an active methane extraction system, on-site contamination clean up, assurance that there is no future health risks due to site contamination, infiltration on the site where there is no contamination and more recent environmental soil investigation data. Staff and the consultant team have met with the Regional Water Quality Control Board and discussed these issues and they will be further responded to in the Final EIR document and at future hearings after the Final EIR is complete.

Miscellaneous

A variety of other comments were also presented by the public including concerns with the overall visual impacts of the project, the increase in mass, height, bulk; with both the

buildings and signs being too large, massive. Comments indicated that the northwest corner at Sepulveda and Rosecrans should be redesigned to be activated with possible retail on top of the parking structure, to draw and tie in pedestrian and bicycle linkages, provide internal and external integration, and be inviting instead of just a parking structure. Regarding sustainability, comments indicated that standards for landscaping, stormwater, greenhouse gases and LEED should be exceeded, not just meeting the minimum requirements. Consideration for providing electric vehicle charging and solar panel “trees” was suggested. There was concern about losing significant revenue from Fry’s and there being a poor tenant mix which does not meet demographic needs with smaller tenants being desired. There were suggestions to provide a larger community meeting room, support for senior citizens, a cell tower for Village Homes reception, a package holding and delivery, and a new movie theater. Concerns with construction, parking, and noise impacts to existing Mall businesses was cited.

Public review

Notice of tonight’s Planning Commission meeting was published in the paper, mailed to all property owners within a 500 foot radius, and mailed to interested parties. A Final EIR is in the process of being prepared that includes all the comments on the DEIR and responses to those comments. Noticed public hearings on the Final EIR, Master Use Permit, Variance, Master Sign Permit and Sign Exceptions, and Development Agreement before the Planning Commission and City Council will be required. Planning Commission public hearings on the project are anticipated to be scheduled in the Fall.

The Draft EIR document is available to the public for review at the following locations:

- 1- City of Manhattan Beach, Community Development Department
- 2- County of Los Angeles Manhattan Beach Public Library
- 3- City of Manhattan Beach Website: <http://www.citymb.info/index.aspx?page=1629>.

CONCLUSION

The purpose of tonight’s meeting is to provide a status report on the project to the Commission and the community, and provide an opportunity for questions and comments. Staff recommends that that Planning Commission accept the presentation, take public comments, and provide comments on the proposed project.

Attachments:

- A. Minutes Planning Commission 6-27-12
- B. Comment letter from 3500 Sepulveda, LLC dated 9-24-12

- c: Chuck Fancher, Fancher Partners, LLC
Mark English, RREEF
Stephanie Eyestone-Jones, Matrix Environmental
Pat Gibson, Gibson Transportation Consulting

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**CITY OF MANHATTAN BEACH
PLANNING COMMISSION
EXCERPTS OF MINUTES OF REGULAR MEETING
JUNE 27, 2012**

A Regular Meeting of the Planning Commission of the City of Manhattan Beach, California, was held on the 27th day of June, 2012, at the hour of 6:30 p.m., in the City Council Chambers of City Hall, at 1400 Highland Avenue, in said City.

1. ROLL CALL

Present: Conaway, Gross, Ortmann*, Paralusz, Chairperson Andreani
Absent: None
Staff Present: Richard Thompson, Community Development Director
Laurie Jester, Planning Manager
Recording Secretary, Sarah Boeschen

*Commissioner Ortmann arrived at 8:00 p.m.

06/27/12-3 Introduction and Overview of the Manhattan Village Shopping Center Enhancement Project Located on the East Side of Sepulveda Boulevard Between Rosecrans Avenue and Marine Avenue

Director Thompson commented that staff and the applicants have been working closely together on the comprehensive master plan to update the mall to a more current design.

Planning Manager Jester summarized the staff report, and provided a power point presentation with an outline of what the various presenters would be reviewing tonight.

Mark English, representing RREEF, commented that they believe the enhancement project would be a tremendous opportunity for the shopping center. He indicated that the center consists of 44 acres and 570,000 square feet of building area. He said that their leasing area is comparatively small compared to Plaza El Segundo; South Bay Galleria; and Del Amo Mall. He commented that the center is currently almost fully occupied, and they would like to expand to keep retail revenue in the City. He pointed out that the project would not require any funding from the City. He stated that their vision is unique to Manhattan Beach. He commented that the business along Sepulveda Boulevard would benefit and property values would be increased by the project. He indicated that the annual sales for the center are approximately \$270,000,000.00. He indicated that they would like to create a gateway to Manhattan Beach. He indicated that they also would like to enhance the green belt pedestrian bikeway, as the additional pedestrian and bicycle traffic would benefit their businesses.

Mr. English pointed out that RREEF strives for LEED certification for all of its new development projects. He commented that there is a need to improve the circulation and access for the Fry's property. He stated that they would include green areas as part of the redevelopment. He stated that they want to be certain that they are providing an opportunity for the retailers to succeed. He commented that Fry's generates a large amount of tax revenue for the City. He indicated that the lease for Fry's ends in 2016, and it is likely that Fry's will leave the site after the current lease expires. He indicated that the fact that the Pacific Theater has closed adds to the need for the renovation of the site. He said that the Apple store currently occupies a small space in the mall and needs more space to expand.

In response to a question from Commissioner Paralusz, **Mr. English** said that the City's annual tax revenue from the center is currently approximately \$2,700,000.00.

Mr. English said that they believe they can increase the sales of the existing center with the renovation. He described the proposed new design of the center. He commented that they are hoping that Macy's will consolidate the men's store with their main store. He said that their intent is to place the parking garages proximate to the retail stores, which would allow customers to quickly find convenient parking. He indicated that they are planning to use a landscaping berm off of 33rd Street next to California Pizza Kitchen to eliminate outbound traffic in order to improve the traffic flow.

Mr. English commented that other locations of Fry's stores are more profitable, as they are larger and have a lower rent than in Manhattan Village. He indicated that they do not know whether Fry's intends to stay in their current location after their lease expires in 2016.

In response to a question from Commissioner Paralusz, **Mr. English** said that the decision regarding renewal of the lease will be a mutual negotiation between RREEF and Fry's. He said that the existing Fry's building is obsolete and does not meet the needs of many retailers. He indicated that they believe it is highly unlikely that the building will remain in its configuration after the lease for Fry's expires. He said that the intent is to create an open air outdoor center. He commented that they would like to attract the type of tenants that would be desired by residents of the City.

In response to a question from Commissioner Conaway, **Mr. English** indicated that the majority of customers at the center live in Manhattan Beach. He said that they are not attempting with the project to greatly expand and become more of a regional draw.

Stephanie Eyestone-Jones, representing Matrix Environmental, stated that the intent of CEQA (the California Environmental Quality Act) is to inform City decision makers and the public regarding potential environmental impacts of a project; to reduce potential environmental impacts; to encourage coordination between agencies; and to encourage public participation. She commented that CEQA does not apply to projects that are approved administratively. She said that the initial study to determine potential significant impacts for the project was begun in 2009 which determined that an EIR was warranted. She commented that a Notice of Preparation was sent to the public within a 500 foot radius of the site and agencies throughout Los Angeles County. She indicated that the comment period for the Notice of Preparation began on January 29, 2009, and ended on March 2, 2009. She stated that there was a scoping meeting during the public review period where people were invited to learn more about the project and provide input on the draft EIR. She indicated that the draft EIR was recently released. She commented that the public review period for the draft EIR started on June 7 and will end on July 23rd. She indicated that notice of the draft EIR review period went to everyone who participated in scoping meetings; everyone who commented at the scoping meeting; and to property owners within 500 feet of the subject site. She stated that the final EIR will include responses to the comments that have been received; a mitigation monitoring program; and changes or additions that have been made to the project since the draft EIR was written. She indicated that several meetings will take place before the Commission and City Council after the final EIR is completed. She commented that the Mayor will sign the Development Agreement Ordinance if the project is approved, which will be followed by a Notice of Determination.

Ms. Eyestone-Jones indicated that the EIR contains a summary; project description; impact analysis; and analysis of project alternatives. She stated that the EIR also includes impacts and mitigation measures; impacts found not to be significant; and references. She indicated that the

draft EIR evaluates issues regarding aesthetics; air quality including greenhouse gas emissions and hazardous materials; hydrology; land use; noise; fire protection; police protection; traffic; access to parking; water supply; and waste water. She indicated that they have determined through the analysis that the project would not result in significant environmental impacts. She pointed out that mitigation measures are included in the draft EIR for many of the issues. She indicated that there is a chart of the topics that require mitigation measures included with the summary of the EIR.

Director Thompson pointed out that the entitlement process will not yet be completed when the EIR is finalized and approved. He said that there will still be opportunities for the public to provide comments even after the EIR is finalized through the Use Permit process.

Sarah Drobis, representing Gibson Transportation, stated that the comments that are received related to traffic throughout the process will be incorporated into the Final EIR and responses will be provided as part of the Final EIR. She indicated that their study analyzed 13 intersections including driveways that access the site along Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue. She commented that they looked at the intersections that carry a high volume of traffic during peak periods. She said that they focused on the weekday afternoon peak hour traffic and mid-day Saturday peak traffic. She said that the traffic counts were conducted in 2009, and updated counts were done in 2010 and 2011. She indicated that the traffic forecasts from 2009 far exceeded the actual traffic counts taken in 2011. She said that they also looked at traffic counts taken during different times of the year. She indicated that they looked at traffic in summer and non-summer months.

Ms. Drobis commented that they looked at several configurations of the Fry's driveway on Rosecrans Avenue. She said that the driveway further to the east on Rosecrans Avenue is proposed to be moved further west. She commented that the existing shopping center generates approximately 2,351 trips during the peak hour. She said that the total project as proposed would generate approximately the same number of trips as the existing uses in the center. She indicated that the cinema and Fry's uses generate twice the amount of traffic as the typical shopping center use. She commented that the greatest traffic impact would occur when the northeast corner of the site is developed. She indicated that they determined that there would be no significant impacts resulting from the project during peak hours. She commented that the applicant is dedicating right-of-way for a Sepulveda Bridge widening project to allow for continuation of a travel lane. She said that a deceleration lane is proposed along Rosecrans Avenue to allow for better access to the center from Rosecrans Avenue. She commented that improvements are also proposed to the entry point to the center from Cedar Way. She commented that separate bicycle and pedestrian connections are proposed for Veterans Parkway. She said that internal circulation improvements are proposed. She stated that there is a construction management plan proposed as part of the project to minimize the impacts of construction including parking for construction workers and construction vehicle traffic.

Ms. Drobis indicated that the project would provide a clearer pedestrian path to connect different parts of the center. She said that a pedestrian circulation improvement plan is proposed as part of the project to enhance pedestrian safety and improve ADA access. She said that the proposal would provide a better connection of the Fry's parcel to the shopping center. She indicated that the bicycle parking facilities are proposed to be increased by 140 spaces throughout the center. She commented that there currently are 2,393 parking spaces in the center which is proposed to increase to 2,935 parking spaces. She indicated that the applicant is proposing to maintain the existing 4.1/1000 square foot parking ratio. She stated that the parking demand would be met during construction. She commented that a parking management plan is proposed as part of the project which would include measures to address

parking for construction workers. She said that the construction management plan would also have provisions for staging of construction equipment on public streets.

In response to a comment from Commissioner Ortmann, **Ms. Drobis** indicated that they wanted to be certain that the existing parking ratio would be maintained for the shopping center with the proposed addition of square footage. She said that the goal is to reduce the parking demand further by providing better pedestrian and bicycle access.

Ms. Drobis commented that the project would not result in a significant impact to traffic or parking for the center; construction would be scheduled to meet the parking demands and maintain the existing parking ratio; and internal as well as external circulation improvements are proposed be included as part of the project.

In response to a question from Commissioner Gross, **Ms. Drobis** indicated that providing a separation between bicycle, pedestrian, and vehicle traffic would be a project design issue and not included as part of the environmental review.

Director Thompson stated that the suggestion of Commissioner Gross regarding separation of vehicular, bicycle, and pedestrian traffic will be addressed in the project even if it is not addressed as part of the EIR.

Commissioner Gross requested that lighting be added at the parking deck over the railroad right-of-way at all times. He suggested that the area underneath the Sepulveda Bridge be incorporated with the plan for bicycle and pedestrian traffic.

In response to a question from Commissioner Gross, Planning Manager Jester said that there is a mitigation monitoring program. She indicated that all of the conditions that are included in the monitoring program are addressed through plan check, construction, or during operations. She commented that the applicant will work with the City to make sure the conditions are met.

Commissioner Paralusz said that there is a great deal of information in the executive summary included with the EIR regarding potential impacts to the air, water, emissions, odors, and surface water quality. She asked at what point those issues would be addressed in more detail as part of the discussion of the project.

Director Thompson pointed out that there will be several hearings regarding the project with opportunities for questions. He indicated that staff can have experts provide further information if requested by the Commission.

Chairperson Andreani said that she would like further information regarding the increase of 974 metric tons of carbon dioxide that would be released as indicated in the report. She asked regarding the extent that the increased emissions would be considered significant beyond the amount currently being emitted. She said that she would like further information regarding the standard for greenhouse gas emissions and the impact of increasing emissions. She commented that it would seem the goal should be to reduce emissions. She commented that she would anticipate that there would be questions that arise regarding the increase in emissions that would result from the project.

In response to a question from Commissioner Conaway, Planning Manager Jester said that the height methodology used by the City does not work well for large sites along the Sepulveda Boulevard corridor. She indicated that the Code allows a height limit of 22 feet for buildings with a flat roof and a height limit of 30 feet for buildings with a sloped roof or with parking structures. She stated that there is not enough height to accommodate two levels for a large

department store with the maximum height limit established in the Code. She said that a height Variance has historically been granted for the site, and the proposal is to match the existing heights. She commented that the Macy's store has a maximum height of 42 feet. She stated that the heights will be addressed in detail through the Variance process.

In response to a question from Commissioner Conaway, **Ms. Eyestone-Jones** said that there has been an analysis of the permeable surfaces that would be included with the proposal. She pointed out that there are current regulations for addressing storm water runoff that will apply to the new development which did not apply to the original development. She indicated that the amount of permeable surfaces remains about the same as existing with the new development, but the water quality would improve with the project.

In response to a question from Commissioner Conaway, **Ms. Eyestone-Jones** indicated that there would be an increase in carbon dioxide emissions from the project. She indicated, however, that sustainability features are included as part of the project. She stated that the analysis determined that the increase of emissions would be a less than significant impact. She said that the emission of greenhouse gasses would not be reduced by the project, but the thresholds for greenhouse gasses would not be exceeded.

Commissioner Paralusz commented that there is a lack of continuous sidewalks along the back side and the western portion of the site. She suggested that a pedestrian walkway be extended along the outer edge of the parking lot.

Commissioner Ortmann said that he does not see that the project provides any improvement to mass transit access to the site.

Mr. English said that providing access for mass transit would require changes to the site plan. He indicated that they can look at the possibility of providing access for mass transit. He commented that making the site more accessible by mass transit would reduce the amount of traffic and parking congestion at the site.

Commissioner Paralusz pointed out that the majority of people who shop at the mall who live nearby would most likely not use mass transit.

In response to a question from Commissioner Gross, Planning Manager Jester said that there is no proposed change from the approved uses in the original Master Use Permit.

In response to a question from Commissioner Gross, Planning Manager Jester indicated that the 4.1 parking ratio is a composite of all of the restaurant, retail, and office uses in the center. She stated that there currently is a cap on the amount of square footage for restaurant uses that are permitted for the center, and an increase beyond the maximum cap would require additional parking.

In response to a question from Chairperson Andreani, Planning Manager Jester said that Macy's and the Hacienda Building are under separate ownership from the rest of the center and the Hacienda building and Fry's have separate Use Permits. She indicated that the Fry's property was previously under separate ownership but now is owned by RREEF. She said that the permit for the Hacienda Building incorporates the Master Use Permit for the mall, although it allows them separate restaurant and alcohol uses. She said that the entire site everything will be included under the new Master Use Permit, EIR, Variance and Sign Program/Exception.

In response to a question from Chairperson Andreani, Planning Manager Jester said that the project would require a Sign Exception, as the permitted height, square footage, and number of

signs would be exceeded. She stated that there currently is a Sign Exception and a Sign Program for the center that would be modified with the proposal.

Chairperson Andreani opened the public hearing.

Audience Participation

Alan Bloom, a resident of Park Place, said that he would like to know about the impact that the project would have to traffic at the intersection of Village Drive and Rosecrans Avenue. He commented that he is concerned with Village Drive becoming a major intersection with a great deal of traffic and noise.

Chris Prodromides, a resident of the 3100 block of Oak Avenue, indicated that they are concerned that the project would be so large in order to be competitive that it would attract a large number of people from other areas and would increase traffic and pollution. He commented that they are concerned with the addition of large parking structures and taller buildings. He stated that they also have a concern with light pollution at night and noise bouncing off of the tall parking structures and coming into the adjacent neighborhood. He is concerned with pedestrian safety, and feels it is unsafe in front of Ralph's already. He said that the intersection of Rosecrans Avenue and Sepulveda Boulevard would become more congested with the project. He indicated that more people will cut through on the adjacent streets in the residential areas on Oak to avoid traffic on Sepulveda Boulevard, more than they already do. He said that they are also concerned with an increase in crime resulting from the proposed expansion of the mall, particularly in the tunnel underground parking. He commented that additional high-end shops would make the mall a greater target for crime. He said that they appreciate that the existing mall is small and serves the local community rather than being a regional draw. He is concerned with air, light and noise pollution.

Marilynn Holcomb, a resident of the 1000 block of 33rd Street, said that they want additional lighting in order to provide for safety but would not want not to have it shining into their homes. She commented that they are concerned about security with increasing the use of the walkway and bikeway from Veterans Parkway. She stated that they are also concerned that the project would result in an increase of traffic from Ardmore to 33rd Street, in the area they call "dead mans curve". She indicated that the residents enjoy having a smaller community shopping center and would not want it to become more of a regional draw. She asked whether the impact that would result from the second phase of the El Segundo project is addressed in the EIR.

Bill Victor, a Manhattan Beach resident, said that the existing shopping center is beautiful, although it perhaps could be updated. He pointed out that a police officer was killed at the mall by someone from outside of the local area, and security at the center is a concern. He commented that the expansion of the mall would attract more people from other areas. He said that the charm of the existing center is that it is smaller and accessible. He said that the addition of parking garages and additional shopping area would increase traffic and congestion. He indicated that local residents may choose not to shop at the center if it becomes larger and extremely congested. He said that the mall should not become a destination point for people from other areas. He commented that the City should maximize and enjoy the benefits of having a small town atmosphere, and we should keep the theater.

Faith Lyons, a resident of the 500 block of 33rd Street, pointed out that there was a great deal of concern when the Metlox development was being proposed that it would be too large, but it ended up turning out very well, and the underground parking is very safe.

Robin Gohlke, a resident of the 3200 block of Oak Avenue, commented that the largest concern that has been expressed regarding the project appears to be the addition of parking garages. It is big ugly walls and the sound will bounce off of it. She pointed out that the parking garage for the Metlox development is underground rather than a structure above ground.

Steve Packwood, a resident of the 3100 block of Oak Avenue, agreed with his neighbors that the mall should be kept small and community oriented. He indicated that more lighting for larger buildings as proposed would impact the adjacent residents. He indicated that there are minimum security problems with the existing outdoor parking area. He said, however, that the addition of four high rise parking structures as proposed would result in more crime. He commented that he is glad that a security plan is included as part of the project, and he suggested that it be very detailed. The parking garages are tall, plus have tall lights on top and sound will bounce off the sides of the garages.

Chairperson Andreani closed the public hearing.

Commission Discussion

Director Thompson encouraged members of the public who are interested to look at the information about the EIR on the City's website. He said that the issues of parking, traffic, and noise are addressed in the EIR. He said that there has been a great deal of analysis regarding traffic and the impact to the adjacent neighborhood. He commented that there have been many discussions regarding the impact that the project and the Plaza El Segundo project would have to the intersection of Rosecrans Avenue and Sepulveda Boulevard. He said that the website also includes pictures, elevations, and site plans. He indicated that all interested parties are also invited to attend the future hearings and meetings regarding the proposal.

Chairperson Andreani asked if there are any plans to possibly open an independent theater on the site.

Mr. English commented that it was not the decision of RREEF for the Pacific Theaters to close. He commented that the loss of the theater was one of the driving factors in redesigning the site. He said that the proposal is to add predominantly retail uses and some restaurant uses.

Chuck Fancher, representing RREEF, said that films could not be distributed to a new theater use in Manhattan Village because of the close proximity to the Arclight site in Manhattan Beach, which has a higher volume of customer so they get the best movies and more of the new releases on opening days.

Mr. English commented that they have noted the comments of the Commissioners and members of the public who have spoken at the meeting. He said that they intend to continue to collaborate with the community and staff on the project. He commented that they have noted that a number of residents from Oak Avenue are present at the hearing, and they are happy to meet with any residents regarding their concerns.

Commissioner Paralusz thanked staff, the consultants, and the members of the public who spoke at the hearing regarding the project. She commented that there is not often the opportunity to develop such a large site. She indicated that she is excited about the project provided that it addresses the concerns that have been raised. She stated that she also shares the concerns of the adjacent residents regarding parking, traffic, aesthetics, and security. She said that there is a concern that the project would change the small town feel of the community. She suggested that anyone who has an interest in the project read the executive summary of the

EIR. She pointed out that the developer has a right to develop the property. She also pointed out that the applicant would not want a result that would lose customers. She said that the pedestrian circulation plan is important and should continue around the site, integrated internally and externally. She commented that it is an important project for the City, as the center generates a large amount of tax revenue. She encouraged residents to send questions and comments and continue to be involved in the project.

Commissioner Conaway thanked staff, the consultants, and the members of the community for participating in the hearing. He commented that now is the opportunity for members of the community to be involved with the project. He suggested that the connection of the center to the Sepulveda Bridge underpass/Veterans parkway with a walkway and bikeway be more clearly defined. He indicated that the access point from the Sepulveda Bridge should be made an "arrival point" to the center for pedestrians and bicyclists, encouraging access. He commented that providing a pathway for bicyclists through the site does not appear to have been addressed. He suggested activating the northwest corner of the site and look into the possibility of having retail uses on top of the parking structure at that northwest corner and possibly tie in with pedestrians and bicyclists. He said that he is concerned with the glare of the lighting and security issues resulting from the proposed parking structures. He pointed out that the project is a rare opportunity to address storm water mitigation for the site, and go beyond the minimum mitigation required.

Commissioner Gross commended staff and the applicant on the project and for defining the process which will allow for a great amount of input. He said that he echoes the comments of Commissioner Conaway regarding the importance of providing bicycle access, particularly at the Sepulveda Bridge. He pointed out that the Sepulveda Bridge is the only point to ride a bicycle or walk across Sepulveda Boulevard safely, and it would help the shopping center for it to be incorporated as an entry point. He was not clear on how this lower level connects up to the main mall level. He commented that opening Cedar Way to Rosecrans Avenue and making it pedestrian friendly are good objectives. He suggested that the project would be a good opportunity to widen Cedar Way and provide separate paths for vehicles, pedestrians, and bicycles. He said that he hopes the applicant is taking notes and listening to the comments that have been made at the hearing.

In response to a question from Commissioner Paralusz, Commissioner Gross said that he would leave it to the experts to determine the best method of allowing bicycles to coexist on Cedar Way with vehicles and pedestrians.

In response to a question from Commissioner Ortmann, Director Thompson pointed out that details regarding the architectural design and building elevations will come through the entitlement process. He indicated that the first stage of the project is the environmental review process. He commented that staff is receiving questions during the comment period for the draft EIR and will provide responses with the final version of the document. He indicated that public hearings for the Master Use Permit, the Variance request, and the Sign Program/Exception will follow. He pointed out that the purpose of this hearing is mainly to introduce and provide an overview of the proposal, and there is still an opportunity to raise any concerns. He indicated that he anticipates that there will be several changes to the project after the EIR is finalized.

Commissioner Ortmann commented that he feels the project is an opportunity to do something really special with the site. He indicated that he has not heard anyone opposed to renovating the center. He commented that he feels the opportunity for developing the northwest corner is lost with the current proposal. He said that the current design for the northwest corner provides an inward focus to the center rather than an inviting access point for pedestrians and bicyclists

to draw people in. He feels the entire project site needs to better integrate and relate the outside and inside of the site.

Chairperson Andreani thanked the members of the public who spoke at the hearing as well as the consultants and staff. She pointed out that there will be many opportunities for members of the public to provide comments on the project. She said that she agrees with the comments of the other Commissioners. She indicated that she does have a concern with the impact to traffic along Sepulveda Boulevard and Rosecrans Avenue resulting from the project along with the development of the second phase of Plaza El Segundo. She said that she is also concerned regarding the building height and mass of the project. She commented that the current design of the northwest corner is not inviting, but she is also is concerned with traffic at the intersection of Sepulveda Boulevard and Rosecrans Avenue. She indicated that there is a concern that there is not enough street level parking at the center; however, she has concerns with the security with the addition of four parking structures. She indicated that she would like for a clear separation to be provided for vehicle, bicycle and pedestrian traffic, and have access better integrated throughout the site. She stated that she would also like for pedestrian walkways to be provided through the center as well as around the perimeter. She said that she would like more information regarding the mitigation and impacts of greenhouse gas emissions and wastewater management. She indicated that she trusts the applicant wants to work with the community further on the project.

Director Thompson said that he expects the next hearing on the item to be scheduled for September 26, 2012. He indicated that members of the public can also follow the project on the City's website and can submit any questions or comments to staff.

- 5. DIRECTORS ITEMS**
- 6. PLANNING COMMISSION ITEMS**
- 7. TENTATIVE AGENDA July 11, 2012**
- 8. ADJOURNMENT**

The meeting was adjourned at 9:30 p.m. to Wednesday, July 11, 2012, in the City Council Chambers, City Hall, 1400 Highland Avenue

SARAH BOESCHEN
Recording Secretary

ATTEST:

RICHARD THOMPSON
Community Development Director

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September 24, 2012

Ms. Laurie Jester
City of Manhattan Beach City Hall – Chief Planner
1400 Highland Avenue
Manhattan Beach, CA 92266

Re: Manhattan Beach Redevelopment - 3500 Sepulveda Application Questions

Dear Ms. Jester:

Our property located at 3500 Sepulveda, Manhattan Beach, CA 90266 is owned by 3500 Sepulveda, LLC, 13th & Crest Associates, LLC and 6220 Spring Associates, LLC, as tenants in common (collectively, "3500 Sepulveda"). The property owned by 3500 Sepulveda is sometimes referred to as the "Hacienda Building".

3500 Sepulveda previously reviewed and consented to RREEF's proposed Shopping Center Project as depicted in Site Plans dated August 1, 2008, pursuant to a settlement agreement dated October 8, 2008, between RREEF and 3500 Sepulveda (the "Settlement Agreement"). In the Settlement Agreement, 3500 Sepulveda and RREEF agreed to cooperate in good faith with each other in the processing of the RREEF Application based on these August 1, 2008 plans, including but not limited to an amended MUP and Environmental Impact Report. In connection therewith, under separate cover we have submitted a signed affidavit authorizing RREEF to process the RREEF Application.

The purpose of this letter is to set forth some of our concerns with the RREEF Application, for inclusion in the public record and to make these concerns known in a timely fashion, among other reasons, for inclusion in the staff report and to preserve our rights with respect thereto. 3500 Sepulveda previously reviewed and consented to RREEF's proposed Shopping Center Project as depicted in Site Plans dated August 1, 2008, pursuant to a settlement agreement dated October 8, 2008, between RREEF and 3500 Sepulveda (the "Settlement Agreement"). In the Settlement Agreement, 3500 Sepulveda and RREEF agreed to cooperate in good faith with each other in the processing of the RREEF Application based on these August 1, 2008 plans, including but not limited to an amended MUP and Environmental Impact Report. However, the collective changes and amendments to the proposed expansion plans made by RREEF after August 1, 2008 materially affect the Hacienda Building, its tenants, and 3500 Sepulveda. A comparison of the Approved site plan to the current site plan is attached.

EXHIBIT B
PC MTG 10-3-12

ENVIRONMENTAL INFORMATION FORM

The Hacienda Building is not owned by RREEF as represented in the Environmental Information Form application, dated November 7, 2006. 3500 Sepulveda did not sign or authorize the filing of this Environmental Information Form application, dated November 7, 2006. We believe that the noticing to the public may be flawed since it does not have the authorized signatures of the three legal owners of property within the shopping center included in the application. At a minimum, the public noticing for this application needs to be recirculated reflecting the accurate ownership of the properties included in the application.

MASTER USE PERMIT APPLICATION

The Hacienda Building is not owned by RREEF as represented in the Master Application Form, dated November 7, 2006.

AMENDED MASTER USE PERMIT APPLICATION

3500 Sepulveda has been asked by RREEF America REIT II Corporation ("RREEF") and by the City of Manhattan Beach to execute an Owner's Affidavit to an amended MUP indicating 3500 Sepulveda's knowledge of the planned expansion of the Manhattan Village Shopping Center as set forth in the Manhattan Village Shopping Center Master Application Form prepared by David Moss & Associates, Inc., Draft 08062012 marked "DRAFT" (the "Application"). 3500 Sepulveda has signed, and under separate cover delivered, the Owner's Affidavit, subject to the conditions set forth in the cover letter accompanying said Affidavit.

As one of the owners of property within the Manhattan Village Shopping Center, 3500 Sepulveda requests, again, that it receive copies of all correspondence to or from the City concerning the shopping center and/or its entitlements.

The following sets forth our proposed corrections and clarifications to the Application:

II.1.b) This section incorrectly makes reference to a "2012 Hacienda MUP amendment". 3500 Sepulveda has MUP amendments which were issued in 2008 and 2010.

II.1.d) The Envelope Plan (Figure II-1) presents the proposed height and massing within the Enhancement Area. THIS HAS NOT BEEN APPROVED by 3500 Sepulveda and is materially different from what was approved by it in the Settlement Agreement.

II.1.g) This section proposes to revise the MVSC 2002 MUP Condition Nos. 10 and 11 of the 2002 MUP as follows:

(i) Allows up to 89,000 sq. ft. of alcohol serving restaurant uses parked at the 2002 MUP parking requirement of 4.1 spaces/1,000 GLA, and

(ii) Allows more than 89,000 sq. ft. of alcohol serving restaurant uses as long as an additional 2.6 parking spaces for every 1,000 GLA above 89,000 sq ft. are provided.

As an existing building, it is not clear whether the Hacienda Building is grandfathered and exempt from this condition (or, to put it differently, whether the restaurant uses within the Hacienda Building are deemed to be included within the first 89,000 square feet of alcohol serving restaurant uses). It should be made express that the Hacienda Building is included within the first 89,000 square feet of alcohol serving restaurant uses.

II.3.c.(i) and (iii) The plan identified here will require the approval of the three parties to the COREA, and an amendment of the COREA; among other things, without an amendment of the COREA, additional land may not be added to the shopping center. This approval has NOT been given and the COREA has NOT been amended by the three parties.

III.4.a(i) and (ii) RREEF and 3500 Sepulveda have agreed per the Settlement Agreement that parking garages would be grade level plus one, NOT grade plus two levels. 3500 Sepulveda has neither approved nor waived its right to object to this modification.

III.9.(iii) The Hacienda Building has regular weekend hours for medical offices.

IV.1.g(i) The reciprocal access identified here will require the approval of the three parties to the COREA, and an amendment of the COREA. This Approval has NOT been given and the COREA has NOT been amended by the three parties.

IV.2.b The project identified here WILL BE detrimental to the Hacienda Building and its tenants, because the current parking distribution and balance will be worsened by the proposed development.

IV.4.b This requires the approval of the three parties to the COREA, and the amendment of same. This approval has NOT been given and the COREA has NOT been amended by the three parties. Moreover, the project will create adverse traffic and parking impacts to the Hacienda Building and its tenants.

Ms. Laurie Jester
September 24, 2012
Page 4

We believe that in addition to the City and RREEF, the parties to the Development Agreement proposed in this Application should include the other individual property owners within the shopping center, i.e., Macy's and 3500 Sepulveda. In addition, the proposed enhancement of the Manhattan Village Shopping Center contemplates the construction of buildings within areas that presently are used for parking, and which are encumbered by easement rights held by 3500 Sepulveda and Macy's pursuant to the COREA which governs the shopping center; 3500 Sepulveda has not surrendered its easement rights with respect thereto and thus the proposed project appears to violate those rights. The COREA contains many other restrictions which, in the absence of an amendment to the COREA, would be violated by the proposed enhancement. The COREA has not yet been amended.

Thank you for the opportunity to present these concerns and make them a part of the public record with respect to the Application.

Sincerely,

3500 Sepulveda, LLC

By 

Mark A. Neumann
Managing Member

13th & Crest Associates, LLC


By Twin El Segundo, LLC,
Managing Member

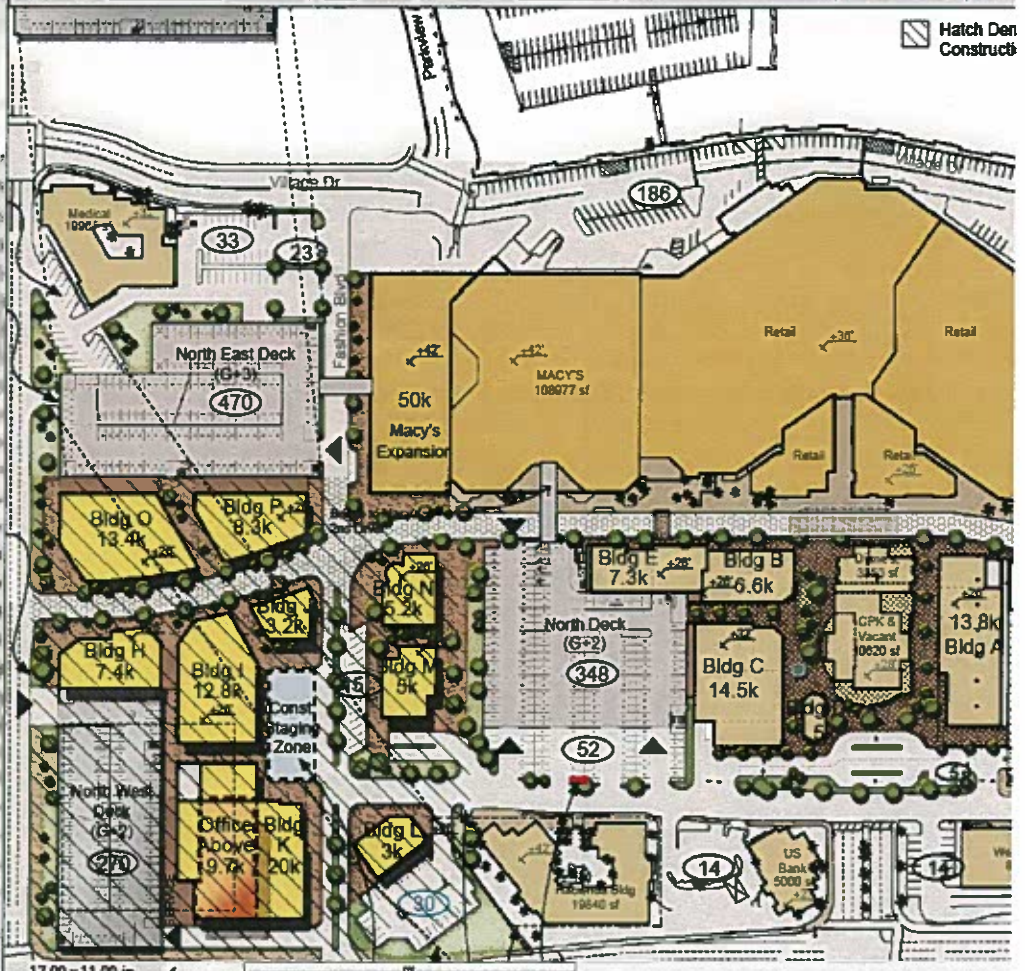
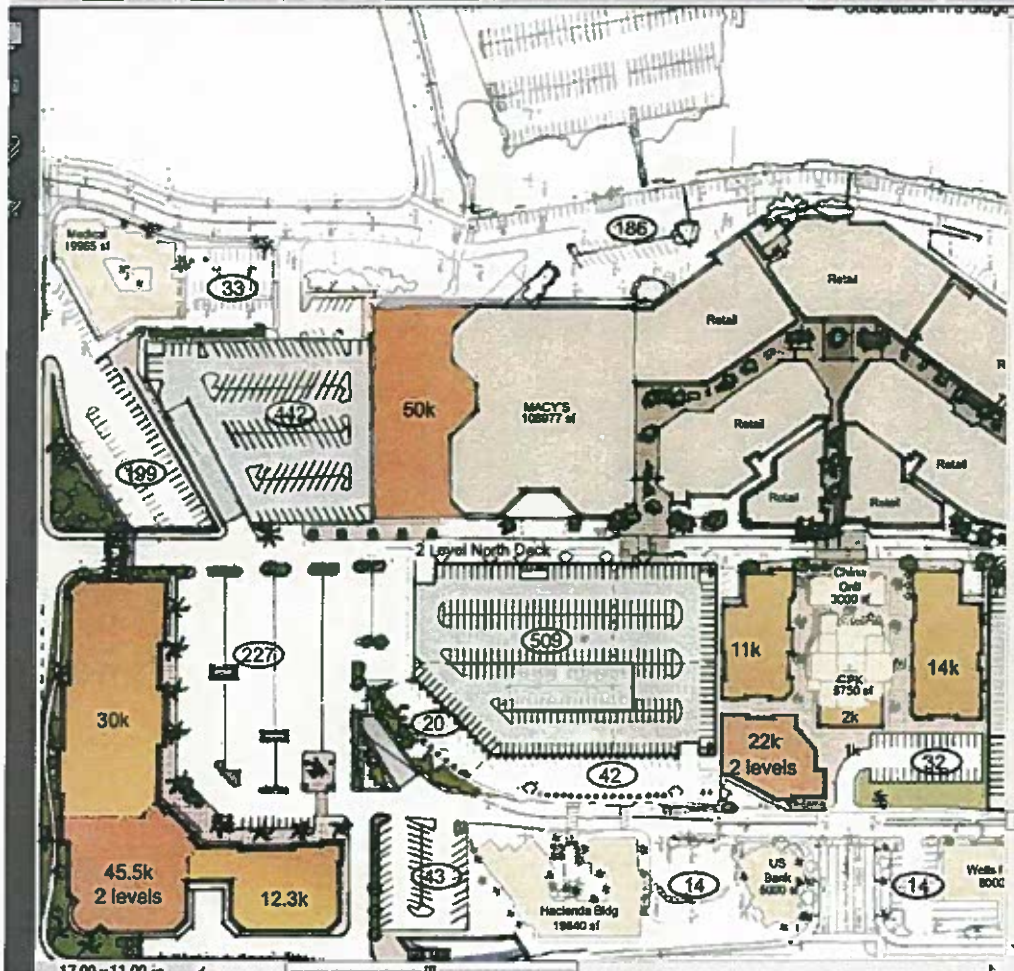
By 

Mark A. Neumann
Co-Managing Member

6220 Spring Associates, LLC

By 

Richard S. Rizika, Trustee
of the Rizika Family Trust,
~~Chief Executive Officer~~ 



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**CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT**

TO: Planning Commission

THROUGH: Richard Thompson, Director of Community Development

FROM: Laurie B. Jester, Planning Manager

DATE: March 13, 2013

SUBJECT Presentation on the Manhattan Village Shopping Center Enhancement Project located on the east side of Sepulveda Boulevard between Rosecrans Avenue and Marine Avenue.

RECOMMENDATION

Staff recommends that the Planning Commission **ACCEPT THE PRESENTATION, TAKE PUBLIC COMMENTS, AND PROVIDE COMMENTS ON THE PROPOSED PROJECT.**

PROPERTY OWNERS

RREEF America REIT II Corporation BBB
1200 Rosecrans Avenue, Suite 201
Manhattan Beach, CA 90266

3500 Sepulveda LLC-(Hacienda Building)
Bullocks USA, Inc.-(Macy's)

APPLICANT

RREEF America REIT II Corporation BBB
1200 Rosecrans Avenue, Suite 201
Manhattan Beach, CA 90266

BACKGROUND

On November 7, 2006 RREEF submitted a Master Use Permit amendment and Variance, for building height, for a remodel and expansion of the Manhattan Village Shopping Center. Revised applications, plus a Sign Exception/Program and Development Agreement were recently submitted also, although subsequently the Development Agreement was withdrawn. The applications also require the preparation of an Environmental Impact Report (EIR) in accordance with the requirements of the California Environmental Quality Act (CEQA). Over the past six years RREEF and their team of consultants have been meeting with the neighbors, tenants, staff, and community leaders to review the proposed project and to make revisions to address their concerns, as well as the needs of a changing consumer market.

On February 12, 2009, the City held a public Scoping Meeting to introduce the project to the community, and provide an overview of the project and the CEQA process. The 45 day public review and comment period for the Draft EIR was June 7, 2012 to July 23, 2012. The consultants are now in the process of preparing the Final EIR.

A Planning Commission public hearing was held on June 27, 2012 to provide an overview of the project. A second public hearing was held on October 3, 2012 as an opportunity for public and

**CITY OF MANHATTAN BEACH
PLANNING COMMISSION
MINUTES OF ADJOURNED MEETING
OCTOBER 3, 2012**

An Adjourned Meeting of the Planning Commission of the City of Manhattan Beach, California, was held on the 3rd day of October, 2012, at the hour of 6:31 p.m., in the City Council Chambers of City Hall, at 1400 Highland Avenue, in said City.

1. ROLL CALL

Present: Conaway, Gross, Ortmann, Paralusz*, Chairperson Andreani
Absent: None
Staff Present: Richard Thompson, Community Development Director
Laurie Jester, Planning Manager
Ariana Kennedy and Angela Soo, Recording Secretaries

*Commissioner Paralusz arrived at 7:06 p.m.

2. APPROVAL OF MINUTES – September 12, 2012

Action

A motion was MADE and SECONDED (Commissioner Ortmann/Commissioner Conaway) to **APPROVE** the minutes of September 12, 2012.

AYES: Conaway, Gross, Ortmann, Chairperson Andreani
NOES: None
ABSENT: Paralusz
ABSTAIN: None

3. AUDIENCE PARTICIPATION

4. PUBLIC HEARING

**10/03/12-2 Presentation on the Manhattan Village Shopping Center
Enhancement Project Located on the East Side of Sepulveda
Boulevard Between Rosecrans Avenue and Marine Avenue.**

Director Thompson commented that staff and the applicants have been working closely together on the comprehensive master plan to update the shopping center.

Planning Manager Jester summarized the staff report, and explained that all input from the public will be addressed in the Final Environmental Impact Report (EIR). She clarified that the meeting was the second in a series and any questions or concerns could be shared via email, mail, etc. Any member of the public wishing to be included in future public meeting notices should also contact her.

Chairperson Andreani asked when the Master Use Permit and signage for the property would come before the Planning Commission.

Planning Manager Jester explained when the EIR is finalized the public hearings before the Planning Commission will include the Master Use Permit and signage for the property.

Commissioner Gross asked if the Master Use Permit is for the redevelopment area or the entire property.

Planning Manager Jester explained the EIR covers the 18-acre portion of the mall scheduled for redevelopment and the Master Use Permit covers the entire 44 acre property.

Commissioner Gross asked if this is the proper time for input for regarding the transportation for the entire mall.

Planning Manager Jester confirmed it is the time to provide input.

Commissioner Gross asked if it is appropriate to place time constraints on the different phases of the project in order to insure the redevelopment is completed in a timely manner.

Planning Manager Jester explained the phasing is partly addressed in EIR as well as in the development agreement.

Commissioner Ortmann asked if all the property owners of the shopping center were on board with the redevelopment phases.

Planning Manager Jester explained the City has signed affidavits from all of the property owners saying they are now a party to the application; there are still private agreements to be negotiated between the property owners.

Commissioner Conaway asked for clarification regarding the next steps.

Planning Manager Jester explained there will be another round of public hearings regarding the final EIR, variance, sign exception, and development agreement before the project goes before City Council and the number of public hearings depends on the Planning Commission, but it will move forward before 2013. She then introduced Mark English, the RREEF representative.

Mark English, representing RREEF, began his PowerPoint presentation. He commented that the property owners believe the enhancement project would be a tremendous opportunity for the shopping center. He indicated that the center consists of 44 acres and 570,000 square feet of building area. He said that their leasing area is comparatively small compared to South Bay Galleria and Del Amo Mall. He commented that the center is currently almost fully occupied, and they would like to expand to keep retail revenue in the City. He stated that their vision is unique to Manhattan Beach. He commented that the business along Sepulveda Boulevard would benefit and property values would be increased by the project. He indicated that the annual sales for the center are approximately \$270 million. He indicated that they would like to create a gateway to Manhattan Beach at Rosecrans Avenue and Sepulveda Boulevard. He indicated that they also would like to enhance the green belt pedestrian bikeway, as the additional pedestrian and bicycle traffic would benefit their businesses.

Mr. English pointed out that there is a need to improve the circulation and access with the Fry's property. He stated that they would include green areas as part of the redevelopment. He stated that they want to be certain that they are providing an opportunity for the retailers to succeed. He commented that Fry's generates a large amount of tax revenue for the City. He indicated that the lease for Fry's ends in 2016, and it is likely that Fry's will leave after the current lease expires. He indicated that the fact that the Pacific Theater has closed adds to the

need for the renovation of the site. He said that the Apple store currently occupies a small space in the mall and needs more space to expand.

Mr. English said that the City's annual tax revenue from the center is approximately \$2.7 million. He said that they believe they can increase the sales of the existing center with the renovation. He described the proposed new design of the center and walked through mock ups of the site design. He commented that they are hoping that Macy's will consolidate the men's store with their main store. He said that their intent is to place the parking garages proximate to the retail stores for customer convenience.

Mr. English indicated that the majority of customers at the center live in Manhattan Beach. He said that they are not designing the center to become a regional draw.

Commissioner Paralusz pointed out that the majority of people who shop at the mall who live nearby would most likely not use mass transit.

Mr. English further explained the construction would begin with the south portion of the village shops and the plan is to begin construction in January 2014. The second part would be the north side, a retail street to connect to the interior mall and then expand the village shops in order to foster more pedestrian and bicycle traffic along Cedar Way; the goal is to slow traffic along Cedar Way. The new shops would lend themselves to small boutique type and restaurants, not big national chain stores. The northeast parking deck and Macy's 50,000 square foot expansion would also be part of phase two. The third phase consists of the northwest corner parking deck (which will be designed to not appear to be a parking deck) and the new (20,000 square feet and smaller) buildings along Fashion Boulevard.

Mr. English then addressed specific issues brought up during the previous Planning Commission meeting, including: crime under the bridge connecting Veterans Parkway to the site; parking deck entry and exit sites; traffic circulation improvements; Cedar Way improvements; improvements at the Cedar Way/Marine Avenue intersection; converting entrances off of Sepulveda to three way stops, rather than four way stops; and adding a middle turn lane to Carlotta Way (the western ring road).

Commissioner Conaway asked if the parking decks are single, double, or multi-level.

Mr. English explained the Village Shops south and north decks are ground level plus two (3 levels); the northwest deck is ground level plus two (3 levels); and the northeast deck is ground level plus three (4 levels). He pointed out the Hacienda building is 42 feet high and the northwest parking deck would be 26 feet high.

Commissioner Conaway asked for the heights of the existing light standards and the proposed light standards.

Mr. English explained the existing light standards are 30 feet high; the proposed light standards atop the Village Shops parking decks would be 37 feet from the ground.

Commissioner Gross asked if headlights of autos would fall below the parapet of the Village Shops parking structure or be visible over the top of the parking structure.

Commissioner Paralusz asked if the plan for lights is similar to what is already on the property.

Mr. English explained the existing lights were switched to LEDs about a year ago. They are

more focused therefore, fewer light poles are needed but each needs to be taller or there need to be more light poles. Each of the lights have a hood focusing the light down. The parapet is 4 feet above the top deck of the parking structure.

Commissioner Gross recommended interested parties look at the lights that were just installed by the City on the walk streets west of Highland Avenue, around 16th to 19th Street They are brand new LEDs with hoods that focus the light on the ground.

Commissioner Paralusz asked how many light poles did the site plan include for the top of the parking decks.

Brad Nelson, the lighting engineer, explained the total number of light poles on top of the parking decks would be nine.

Commissioner Conaway asked if the photometric analysis is included in the EIR.

Mr. Nelson explained the photometric analysis of what is currently on the site and what has been proposed are both detailed in the EIR.

Mr. English presented a mock-up panorama of the corner of Sepulveda Boulevard and Rosecrans Avenue and explained the use of architectural elements to hide the proposed parking deck.

Commissioner Ortmann shared his opinion that the mock up panorama of the Sepulveda Boulevard/Rosecrans Avenue corner does not maintain the status quo but makes it less friendly. He expressed his wish for RREEF to explore alternatives for the northwest corner of the property to activate the corner with retail and to be more pedestrian oriented.

Mr. English thanked Commissioner Ortmann for his input and stated the property owners are looking for input and feedback.

Commissioner Conaway asked if the parking deck at the Sepulveda/Rosecrans corner has expanded since the Planning Commission meeting in June.

Mr. English explained the site plan has not changed since the June Planning Commission meeting. No parking has been added. An alternative concept for a 10 story parking structure on the north end was presented to the Oak Avenue neighbors as they objected to the north and south Village Shops structures.

Commissioner Ortmann indicated that instead of a 10-story structure, which would be very unappealing, that underground parking should be considered.

Mr. English further explained a number of people have expressed concern with crime and security in underground parking structures. And based on research, above ground parking decks are among the safest. He highlighted some of the crime mitigation design aspects: no blind corners, no dark corners, panic/pull stations, and no isolated parking areas. He commented that below ground parking structures could have environmental issues since the site is built upon a former Chevron tank farm, and there are hydrocarbons on the site. The site has been capped but contaminated soil would need to be excavated if underground parking was built.

Commissioner Gross mentioned information regarding the environmental issues related to the capped tank farm are also detailed in the EIR.

Commissioner Paralusz asked if the safety of the parking structures and environmental impacts on the site are the applicant's contentions or the opinions of an independent body.

Mr. English explained the EIR is compiled by an independent body.

Commissioner Gross affirmed the EIR is compiled by an independent body that was hired by the City and paid for by the applicants. He mentioned the ramp that currently runs from Veterans Parkway to the site could be kept to connect the site to the Parkway sooner, and not wait for the final phase to be completed.

Mr. English explained that the traffic volume on Carlotta Way would make a bike and pedestrian connection from Veterans Parkway close to the Sepulveda Bridge difficult. Therefore, the site plan connects Veterans Parkway under Sepulveda Boulevard and to the Rosecrans Avenue side of the site.

Commissioner Gross expressed his concern with the connection between Veterans Parkway and the mall property that bike access should be designed in a way that they enter the top level of the site just east of the bridge.

Mr. English pointed out the proposal for an oversized elevator connecting the tunnel, parking deck, and site. He mentioned RREEF discussed the plan with the Bicycle Coalition and their focus was connecting Veterans Parkway to Rosecrans.

Chairperson Andreani explained she did not see the chart included at the June 27th meeting that had identified clear circulation for cars, pedestrians, and bicycles and asked if the Bicycle Master Plan had determined Veterans Parkway become a bike Path.

Director Thompson explained the Bicycle Master Plan has not determined that Veterans Parkway will become a bike path but a connection under Sepulveda is important.

Commissioner Gross affirmed that the Bicycle Master Plan provides for a bike path along Veterans Parkway, not necessarily on the Parkway.

Commissioner Paralusz expressed her concern with the security for bicyclists and pedestrians under Sepulveda Boulevard.

Mr. English clarified the plan creates a specific bike lane under Sepulveda with security and lighting. The EIR would require the deck covering the parking allow for natural light.

Commissioner Paralusz asked **Mr. English** to detail the crime prevention efforts for the connection under Sepulveda Boulevard and the lower level parking.

Mr. English assured Commissioner Paralusz he would return with examples of other decks and the type of security, artificial, and natural light they require.

Commissioner Ortmann shared his disappointment regarding the connection of Veterans Parkway to the site; he explained it is an opportunity lost for the shopping center; it is rare to have the ability to connect alternative transportation to a site in this manner.

Mr. English assured the Planning Commission the applicants would reexamine the Veterans Parkway/site connection.

Commissioner Gross asked if the bike path along Cedar Way is a class one or shared path.

Mr. English explained Cedar Lane will have a sharrow. He thanked the Commission and members of the community for their participation in the meeting.

Director Thompson introduced **Pat Gibson**, the traffic engineer hired to do the traffic analysis portion of the EIR.

Pat Gibson, representing Gibson Transportation, explained his firm was retained by the City to complete the traffic requirements of the EIR. **Mr. Gibson** gave his PowerPoint presentation highlighting 13 intersections including driveways that access the site along Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue and the flow of traffic within the site.

Mr. Gibson stated that the comments that are received related to traffic throughout the process will be incorporated into the Final EIR and responses will be provided as part of the Final EIR. He commented that they looked at the intersections that carry a high volume of traffic during peak periods. He said that they focused on the weekday afternoon peak hour traffic and mid-day Saturday peak traffic. He said that the traffic counts were conducted in 2009, and updated counts were done in 2010 and 2011. He indicated that the traffic forecasts from 2009 far exceeded the actual traffic counts taken in 2011. He said that they also looked at traffic counts taken during different times of the year. He indicated that they looked at traffic in summer and non-summer months.

Mr. Gibson commented that the project would not result in a significant impact to traffic as defined by CEQA, as there is a less than 2 percent increase in traffic, and there is also no parking impact for the center. A 2 percent increase is the threshold of a significant impact to traffic. Internal as well as external circulation improvements are proposed to be included as part of the project. The site plan includes a hierarchy of roads. Carlotta Way would become the outer ring road, absorbing most of the traffic and making Cedar Way safer for pedestrians and bicyclists.

Commissioner Conaway asked if the future development in El Segundo was factored into the analysis.

Mr. Gibson explained that there are two required tests: one test is add your traffic on top of existing traffic and tell what that condition is; the second test is tell what your traffic is on top of future traffic in 2021. Under both conditions the project does not have a significant impact on traffic.

Commissioner Ortmann asked how the three-way stops entering the site would improve traffic circulation, and that the 33rd Street entry throat seems too short, and if Mr. Gibson would design the site differently if he were to begin the project again.

Mr. Gibson explained the ring road, Carlotta Way, will stop traffic from flowing into the center of the site, allowing priority for inbound traffic with no stops at 33rd, 30th, and 27th Streets entering the site. He explained if he were designing the shopping center today he would design something very similar. **Mr. Gibson** further highlighted the plan for improving crosswalks protected by stop lights, speed humps, raised intersections, and different pavement material.

Commissioner Gross asked Mr. Gibson to discuss mass transit on the site.

Mr. Gibson highlighted the transit stop at the beginning of the plaza area where a local shuttle will be able to make a stop. He pointed out the shopping center is not conducive to mass public transit due to high traffic volumes at peak shopping times during the year.

Commissioner Conaway asked if there are proposed improvements to the bus stops on the adjacent public streets.

Mr. Gibson explained the improvements to the pedestrian walkways and connectivity between the bus stops and site are improvements.

Commissioner Gross asked **Mr. Gibson** to explain how pedestrians walking from Veterans Parkway can walk under Sepulveda Boulevard and then get up to the shopping area.

Mr. Gibson pointed out the stairway/elevator connection in the northwest parking deck would serve to connect pedestrians and bicyclists to the shopping center.

Commissioner Conaway asked if there are planned improvements along Cedar Way to Marine Avenue.

Mr. Gibson highlighted the plan to improve Cedar Way to Marine Avenue, which includes a sharrows.

Commissioner Gross commented that the EIR does not provide solutions for fixing the existing problem intersections around the site. He asked if mitigating the traffic issues are within the scope of the project.

Mr. Gibson explained it is not within the scope of the project, since each project is only responsible for mitigating the traffic they add. Mr. Gibson thanked the Planning Commission.

Commissioner Paralusz apologized for coming late and explained that she just flew in from Washington D.C. where she was working.

Chairperson Andreani opened the public hearing.

Audience Participation

Alan Bloom, a resident of Park Place, thanked the Commission for their mutual concern in how the project would affect the northeast corner at the intersection of Rosecrans Avenue and Village Drive. He said the EIR noted this would be a major portal for all construction equipment to pass through. He said steps should be taken to mitigate potential traffic problems given that the street is narrow and also near the country club, homes and senior villas.

Mr. Bloom said his main concern is the City owned parking lot that directly abuts the senior village, soccer field, country club, and is also in direct line of sight from homes. If the parking lot area becomes the construction staging site with dumpsters, port-o-potties, construction workers and heavy equipment, then it may cause a negative impact to the surrounding businesses, residents and operations at the soccer field used by thousands of residents. He also was concerned about potential rodent infestation from food debris left by construction workers.

Mr. Bloom pointed out the parking lot problems are only construction related and should dissolve when the mall becomes fully operational. However, once the project is complete, the shopping center will attract many visitors outside of the Manhattan Beach area. The Rosecrans

Avenue and Village Drive intersection will become the main entrance from the east and he would like to see it remain a single-lane turn and then further down on Rosecrans Avenue have two lanes.

He reiterated his primary concern is that the parking lot does not become part of the whole construction process. He would like to see it remain primarily used by employees and soccer field patrons, and as an entryway to the senior villas and supplemental parking for the country club.

Glenn Goldstein, Chairperson of the joint homeowner committee in Manhattan Village, stated there are two residential homeowner committees which have been meeting jointly on a regular basis with RREEF representatives since 2007. He said initially in 2007 there was considerable conflict when a three-story parking garage was proposed to be built directly across from homes, between CVS and Macys. An accord was later reached bilaterally to not build the parking garage in that location. **Mr. Goldstein** said Manhattan Village residents now support the upgrading of the mall and that no one wants to see it deteriorate. The residents also share construction concerns. He intends to continue a dialogue with mall representatives and commended them for meeting consistently with residents.

Michael Don, a Manhattan Beach resident and executive director of the South Bay Bicycle Coalition, told Commissioners he considers himself in good hands with the Commission and City staff because the interests of bicyclists and everyone else are thoroughly being addressed. He commended the professionalism of City staff and noted the developer also reached out to the bike community for input. He would like the developer to be committed to several key concepts, the first one being safety. The need for safety features, such as raised crossways and separate bike lanes as mentioned by Commissioner Gross, becomes more important as people in the City are walking and biking more. As a longtime businessman himself, he said businesses benefit from having increased safety as it brings more people to the center. Children and families should be able to feel comfortable about safely walking or biking.

Confidence is the second concept he would like addressed, where ample bike parking be provided so that cyclists can lock their bikes up with confidence and security.

A third concept he shared is having connections that allow for circulation. He said implementing a connection to Rosecrans Avenue may be overstated, but the Bicycle Master Plan has proposed bike lanes on Rosecrans Avenue. He said it would be acceptable to him if Rosecrans Avenue is the last street to get bicycle lanes because he considers it a dangerous street with a lot of activity. The Bicycle Master Plan that was adopted by the City and several other cities does not include proposed bike lanes on Sepulveda Boulevard.

A fourth concept is to connect the west and east side of Sepulveda Boulevard to the center. He said this can be accomplished for the east side with some minor improvements by implementing bike friendly streets from Marine Avenue to Meadows Avenue. These improvements can also link to the City of Redondo Beach, which he said is already looking into sharrows. He also added the final concept of exploring the appropriate way of linking the Veterans Parkway greenbelt to the mall.

Commissioner Paralusz asked **Mr. Don** if he had safety concerns with the proposed area under the Sepulveda Bridge.

Mr. Don said it would be ideal to have an above-ground pathway, but does not want to be extreme and insist on that being the only option. He said adding as many safety features, such as installing lights and cameras and encouraging more people to walk, would make the

underground area safer. He also noted the importance of having designated bike lanes on Cedar Way.

Wendy Phillips, a Manhattan Beach resident, said she supports the project but her support is contingent upon several clarifications and improvements. She is opposed to allowing compact parking spaces to be used to satisfy parking requirements, as many vehicles are large SUVs that make it difficult for other cars to park in adjacent compact spaces. She supports the Veterans Parkway connectivity to the tree section, but said more details on the elevator need to be provided as she did not see it mentioned in the EIR. She appreciates the efforts to make the mall more bicycle and pedestrian friendly with the Cedar Way improvements, but is concerned how it may become less pedestrian friendly in the section in front of Ralph's and the drug store.

She would also like the ability to park her car and walk east, west, north or south without having to drive from one end of the mall to the other, such as being able to park her car by Ralph's and then walk to the northwest corner of the mall.

She also asked if contaminants remaining from the Chevron tank farms meet the most current cleanup criteria, and is the most current environmental data being used. She did not see that information mentioned in the EIR.

She disagrees with staff's presentation that the variance in building height is a less than significant impact, especially when taking into consideration the community's sensitivity to building height. She asked for more details on the visuals for the parking structures. She believes the Veterans parkway connection needs more details. She distributed copies of a letter she submitted in July that summarized her previous comments.

Constructing underground parking should be explored further and she supports improving mass transit.

Chris Prodromides, a resident of Oak Avenue, said his community across the street continues to have the same concerns since the last meeting with mall representatives. The primary one is changing the complexion of the city by taking on such a large project. He said the 20 percent growth of the mall would put demands on traffic, parking, safety, security, and create difficulty navigating through the property via walking, biking or driving in a vehicle. The separate intersections at Rosecrans and Marine Avenues are already failures and he does not want to see any additional pressure on those streets.

He is unhappy about the two and three-tiered parking garages being located across from Oak Avenue. He said there will be leaking light from cars accessing the garage and from light poles on top of the structure despite using LED lighting. He also noted increased noise from cars honking.

He expressed concerns about the proposed parking decking from Veterans Parkway into the mall. He agreed with the previous comment made about the deck structure possibly erasing parts of the mall. The mall should consider highlighting this area and possibly exploring an open-air second level of the mall.

The new layout currently makes it very difficult for pedestrians to move across the mall in an east-west direction. He said the ring street and parking structures will actually make it less pedestrian friendly, which is ironic since there is an effort to encourage people to drive less.

He appreciates the developer making the mall more marketable in the event they need to leave after a six-year stewardship, but posed the question if that is in the best interest for the City of Manhattan Beach.

He also commented that maybe too much focus was being placed on bikes.

Marilynn Holcomb, a resident of 33rd Street, said she agrees with everything **Mr. Prodromides** said. She mostly enjoyed the presentation showing the stores and buildings on both sides and placed the shopping where Fry's is located. This would then make it possible to install streetscape to allow people to move about freely not only in a north-south direction, but also east and west. She supports putting all the parking on the north side in a 10 story parking structure.

Diane Wallace, President of Manhattan Village Homeowners Association, said she has been meeting with the mall for the past year and a half. She stated the law requires a project of this size to communicate with residents within a 500-foot radius. She is not aware of the senior villas receiving any notification and said they should be included considering their proximity.

Another concern was that the design of the parking garage seemed larger than previous drawings with an increase in structure spaces and a decrease in surface level spaces. She supports locating garages farther away to encourage people to walk more. She said the Planning Commission should request a specific presentation on the designs of the parking structure because currently there are no renderings. She also asked that electrical vehicle charging stations are provided. She shares the same concern about the compact parking spaces mentioned earlier.

Previously the mall gave a presentation to Manhattan Village residents where the design showed a retail building at the corner where Fry's was located and it had a terrific Welcome to Manhattan Beach sign, but she said now the drawings are unattractive with a tall structure showing only store names. She questioned if the design had changed and would like the Commission to further examine that. She said actual dimensions need to be included in the drawings because the first landscape panoramic shot which showed a parking structure that was ground level plus two stories located next to one of the new one-story buildings made the parking garage actually appear lower than the building.

She raised concerns about the existing Chevron tank farm underground that covers the area from Sepulveda to Aviation Boulevards and Marine to Rosecrans Avenues. The method for treating contaminated sites seems to vary depending on the area, **Ms. Wallace** said. The Manhattan Village homes utilize an active methane monitoring system, which detects for the gas underground and then undergoes a treatment process that makes it safe when released into the air. The rest of the property, however, including the mall site uses a passive system. She said Chevron should use the active system throughout the entire site given the number of people who visit there.

She recommended further investigation of the soil at this project. The developers may have done projects in other places where there were contaminants in the soil, but she said that has nothing to do with the soil underneath the current site. She pointed out that no one knows the actual conditions of the soil and suggested hiring an outside consultant to test the soil and make that determination. She commented that the previous remediation work done by Chevron might actually make it safe to build an underground parking garage.

She would like further discussion on reducing the size of the project and shortening the construction schedule. She also suggested a second traffic report be conducted because Gibson prepared the traffic report for the Plaza El Segundo project.

Jim O'Callaghan, President of Manhattan Beach Chamber of Commerce, said without the redevelopment of this center there would be a major loss of business in the community that would have to be served elsewhere. Currently helping with city's economic development plans and working with a number of commercial retailers, they concluded a major missing component was a "box retail" use between 14,000 and 20,000 square feet. This hinders the city from a growth standpoint and does not meet the current climate. There is currently a 30 to 40 percent leakage of retail business in the city, causing residents to shop elsewhere and a tax loss for the community. He said the reason being, aside from the square foot issue, is the lack of open commercial space capable of bringing together retailers that typically travel in "herds", such as those seen at El Segundo Plaza and Del Amo shopping mall. Residents currently have to shop elsewhere. He said the City needs this project, and traffic and parking structure issues can be resolved.

DeAnn Chase, Chairperson of the Manhattan Beach Chamber of Commerce and a 15 plus year Manhattan Beach resident, said the economic vitality of the city is tied to the strength of its local business community. Local businesses must stay competitive so that it gives residents a reason to stay and shop in the city, otherwise sales tax dollars are going elsewhere. The mall needs this expansion project in order to stay competitive and keep people shopping in the city. The revenue then helps preserve the quality of life locally by helping to pave roads, hire police and fire and build the infrastructure of the community. She added the developers are not proposing big box stores, but rather creating sizeable space to house premium retailers.

Andrew Kim, a resident of the 3000 block of Oak Avenue, asked the Commission to approach the mall project from a philosophical standpoint. He would like them to envision the future direction of the City. He views Manhattan Beach as a small unique town that was not necessarily meant to compete with large shopping centers. The reason he moved to the City 12 years ago was because he found a quiet and beautiful community where he could relax confidently. He said he does not want to see Manhattan Beach resemble Santa Monica. After years of construction people will shop elsewhere. He realizes the importance of generating revenue and is hopeful there are other alternatives in accomplishing that goal, but just not at the expense of changing the city's character.

Chairperson Andreani asked **Mr. English** if he had any additional comments.

Mr. English said they do not have anything to add and thanked the public for their comments.

Commissioner Paralusz asked **Mr. English** if he had any comments on the email dated September 30, 2012 from Dan Walsh, specifically regarding the assertion that there is a lack of strategy to attract new retail or restaurant tenants, and that the developer recently noted their interest in REI. The email expressed concern that the addition of REI would "cannibalize" from existing Manhattan Beach retail space.

Commissioner Gross also asked **Mr. English** if they considered what kind of customer comes to the mall and for what purpose, and whether that fits into the view of the city. He would like them to be specific in explaining their vision and said they could address this issue at a later date.

Mr. English said they would prefer to have a separate presentation regarding their vision as they planned to only talk about the physical aspects of the project. He also explained the REI comment was perhaps spoken in haste.

Commissioner Conway added that he wants to address concerns about the 20 percent size increase being too big, which could be considered a subjective comment.

Mr. English said they actually can address questions pertaining to their customer profile and introduced **Philip Pearson** of the RREEF asset management group. He said **Mr. Pearson** is in charge of leasing and marketing strategy for the project.

Philip Pearson, Asset Manager for RREEF, said he has been with the company for 13 years. He mentioned a study they conducted about three years ago that determined 80 percent of the mall customers are from Hermosa, Manhattan and Redondo beaches and El Segundo area. He added very few people come from outside of that radius. Furthermore, 43 percent are residents and 37 percent workers in the area. Those are the primary shoppers in the mall.

In regards to the mall's vision of what specific tenants would be ideal, **Mr. Pearson** said that is considered confidential information and he is not able to disclose what specific tenants they are pursuing. He said they are looking to upgrade the tenant mix in the center by identifying local and regional retailers that make it a non-cookie cutter mall, but also add some national chains to create a balance. When the mall says it does not have space, he explained the mall inherited many long-term leases spanning across ten years that limit available retail space. Some spaces are not configured ideally for certain retailers where they want to only locate outside the mall and not inside. He said Macy's has played a large role in the design and they want a viable mall that is strong in both areas.

He personally had conversations with Banana Republic and J.Crew, but they went to El Segundo because the Manhattan Beach mall did not have the space to accommodate them. He said these retailers, including stores like Chico's, Coach and Anthropologie, consider themselves key tenants that have a habit of herding themselves together. His experience in negotiating leases with them is they often have clauses that require those other key tenants to be included in a mall.

Mr. Pearson said the market is currently split where retailers are discussing whether to locate in El Segundo or Manhattan Beach. He said Manhattan Beach will lose out on attracting existing and future retailers if the mall expansion does not take place.

Commissioner Ortmann said he is confused about the intention to not be a cookie-cutter mall when he feels that everything being presented resembles one. He thought the developers wanted to capture a local flavor, but said that intent seems to get lost because the physical design looks like every contemporary suburban mall.

In response to Commissioner Ortmann's comment, **Mr. Pearson** said they do support preserving local stores such as Super Sports and GiGi, but also acknowledged that many other retailers require a certain size and box.

Chairperson Andreani closed the public hearing.

Commission Discussion

Commissioner Gross said the presentation was a good start, but not satisfactory. He realizes there are trade secret issues that prevent the developer from revealing certain components of

their vision. He said the mall should instead give an example or two of what it wants to become in order to make it easier for Commissioners to understand.

Commissioner Ortmann continued to stress the importance of the northwest corner, including Veterans Parkway, as a unique opportunity. He acknowledged that mall representatives have probably explored different options in developing that gateway, but he does not see a significant change from the last meeting. He said it would be a real opportunity lost if that experience is not as sacrosanct as other parts of the mall. He would like to see the same commitment from developers to that corner as they are giving to ensure the driveway throat on 33rd Street remains untouched.

Commissioner Gross agreed and pointed out that it might be less costly to enhance that corner than to build a large platform tying the site together. He said the platform might prove to be too expensive and not work out.

Commissioner Conaway said he supports certain aspects of the project, but also agrees with Commissioner Ortmann that the northwest corner needs a complete redesign. He said many of the concerns regarding security, connections and Bicycle Master Plan issues could be addressed or even eliminated by devoting more time to improving the northwest corner. From his own architectural standpoint, he said it would be very difficult to build an attractive parking structure, though he would not be opposed to having parking on that corner up to grade level. He commented there was no significant change from the last drawing in June and it continues to look like visitors are just coming into a parking lot. He would like to see the developers approach Phase III with a fresh perspective after the details are worked out in the first two phases. The intersection is possibly the most traveled in the City with 58,000 cars and is the highest visibility corner. He figured placing retail stores on that corner instead of a large sign would make more sense; it should be a "jewel box". He said the corner triangle is a key component in connecting the pedestrian and bike flow to the tree section, currently this is a missed opportunity. He urged the design team to consider all the different concerns expressed to them over the last 60 days and use this as an opportunity to address them collectively.

Commissioner Paralusz thanked the public for their continued interest and appreciated their comments submitted through email, letters and in person. Collecting their input is valuable to Commissioners and to RREEF representatives. She is aware of the importance to get it right because this project will remain for a long period of time. The northwest corner also concerns her because having a parking garage, even a beautiful one, is not her idea of being very welcoming to the City of Manhattan Beach. She remarked how the cities of El Segundo and Hawthorne have welcome signs that seem more inviting. She said it would be a lost opportunity to not highlight the City and the mall in a better way. She encouraged the developers to look at alternatives.

Commissioner Paralusz said she supports the drawings that show what seem to be an improvement to east-west pedestrian pathways. Having the pathway run north and south along Sepulveda Boulevard and Carlotta Way is important, she said. Providing an east-west connection is also essential, so that people walking from east Manhattan Beach to the mall have better, safer and more continuous pedestrian access. She thanked mall representatives for their efforts.

She also noted the construction concerns **Mr. Bloom** raised and asked the developer to mitigate those problems. These issues may need to be presented at the next meeting.

She said staff should consider including the residents living in the Senior Villas and Manhattan Terrace in future notifications from the City if they have not already. She is familiar with the Senior Villas and suggested possible methods of notifying those residents, such as through their

community rooms, the foyer area or manager's office. She added that Dial-A-Ride also services those residents and does not want to see a missed opportunity there as well.

Director Thompson remarked that all the property owners received notices, but renters are typically not included in the mailings.

Commissioner Conaway said those residential areas comprise about 300 to 400 people within walking distance and would be a valuable customer base to include.

Commissioner Paralusz said the developer should consider installing additional electrical vehicle charging stations since there already seems to be a precedent. If stations already exist on one side, then it would seem they should be installed on the other side.

Commissioner Gross said the developers seemed to have gained support from the Manhattan Village residents, at least in the form of getting them to appreciate the dialogue exchange and the relationship they have developed. He urged the developers to establish the same connection with Oak Avenue residents because those residents have the ability to slow the project down.

Chairperson Andreani thanked those who attended the first and second meetings and commended City staff. She assured that all of the concerns brought forth will be addressed by staff, the Planning Commission and City Council. She also thanked RREEF for starting an important dialogue five years ago that she considers very beneficial and only increasing from here. She acknowledged that the communication is on track, but expressed disappointment over the current drawings being very similar to the ones presented June 27th. She said many of the same problems exist. She suggested developers prepare a scaled three-dimensional model that shows building height, parking structures, pedestrian pathways, car lanes and landscaping.

A Strategic Plan would also be beneficial, but she respects the privacy issues in revealing trade secrets. She was under the assumption that the mall would primarily draw its customer base from the 90266 area, but now understands it is to include Hermosa and Redondo Beach cities. She remarked that Fry's does not seem like an undesirable tenant as the property owners might suggest, aside from the parking, egress and ingress issues. She agrees with the need to keep residents shopping locally and recognized the mall's effort in trying to accomplish that goal. She would also like to see movie going experience remain local if possible.

Chairperson Andreani also remarked on the northwest corner retail façade on the parking structure. She said it was disappointing and she would prefer to see actual stores rather than just a frontage. She stressed the importance of making that corner an attractive gateway to the city.

She said another traffic study seems necessary because the current traffic situation is already failing and adding any additional pressure, no matter how minor, would make it that much worse. She also would like to revisit concerns relating to the construction access and staging area being located so close to Manhattan Village residents, that maybe the developer can mitigate those problems. The potential soil hazards also concerns her and she said a soils test at the site should be conducted. She noted that renters living near the project in the two Senior housing projects are also important and it is necessary to reach out to them. She said the pedestrian access through the mall is adequately addressed in a north and south direction, but not east and west.

She also directed staff to further explain how the equivalency program impacts the overall design. She added that with an increase of a little over 123,000 square feet, that equates to a

21.6 percent increase for the mall. She said there could be significant consequences if the program is permitted and enlarges the mall by 23.3 percent.

Commissioner Ortmann asked Director Thompson about the issue of soils mitigation and if a presentation on that issue can be given at a later date. He said he is curious if soils experts would conclude that a passive approach is in fact safer than cleaning and mitigating the site now. He confirmed with Director Thompson that the traffic consultant, Gibson Transportation, is in fact under contract with the City. Commissioner Ortmann said he is comfortable with the traffic numbers generated by Gibson Transportation and does not feel a second traffic study is necessary. He said they have an outstanding reputation that speaks for itself. He also acknowledged that traffic will get worse even though Cal Trans has plans to widen Sepulveda Boulevard. The widened lanes will actually increase traffic rather than enhance it regardless of the developments taking place at the mall and El Segundo.

Director Thompson added that the City Traffic Engineer is also involved in the review process.

Commissioner Conaway said it is difficult to understand how if you are increasing the size of a project by 21 percent then how does traffic not also increase by 21 percent. If the calculations are wrong and traffic does increase by 21 percent, it still represents only a 0.5 percent increase to traffic on Sepulveda and is a drop in the bucket. That figure should not have a significant impact, but at the same time he noted it will not be pretty.

Commissioner Ortmann added that cumulatively it will not make much of a difference.

Commissioner Paralusz pointed out that the purpose of the project was not to decrease traffic, but to also not exacerbate congestion.

Commissioner Conaway agreed, but noted that developers can at least improve pedestrian and bicycle traffic.

Director Thompson said this project will actually make a noticeable difference in improving traffic circulation. He said the focus so far has been on the negative impacts when the reality is there will be enhanced traffic flow. He explained this would be accomplished by Fry's being gone and putting in place the new entries and exits. By eliminating left turns on Rosecrans in and out of the Fry's driveways, he said it will make a difference in how traffic circulates in that area. The numbers provided by Gibson Transportation on traffic flow inside and outside of the property currently show Fry's is a nightmare, he said. Being able to connect the two parcels and replace it with diversified types of uses will attract a different type of shopper who will make multiple trips to different types of stores all in one trip.

Commissioner Conaway asked Director Thompson if he knew El Segundo's phase two plans in terms of entries and exits, and if the City has coordinated with them.

Director Thompson said the El Segundo project is having challenges with access off of Rosecrans Avenue. El Segundo Plaza would like to implement a left-hand turn access from Rosecrans Avenue into their project going east bound. Director Thompson said the City cannot approve that because the corner is already severely congested. The El Segundo project is currently looking at alternatives to those entry points.

Chairperson Andreani decided the parking study prepared by Gibson Transportation was comprehensive enough in looking at the 13 different intersections. She acknowledged that this project will affect traffic and is looking for additional comments from the City Traffic Engineer in mitigating those circumstances.

Director Thompson said all the comments from the last meeting and current meeting are all being documented. The EIR consultants are also working on responses to those concerns and he said Commissioners should expect answers to all their questions at the next meeting. The soil issues, however, may require separate presentations because of the complexity and scale of the topic. The consultants will be able to give a more comprehensive understanding in what they are proposing and discuss the various available options.

Commissioner Paralusz agreed that those issues warrant separate presentations because people have raised concerns in those areas and it would be particularly helpful to those who do not want to read the very large EIR themselves.

Director Thompson explained that a reason for there being so little alterations in the most recent drawings was because the developer wanted to hear what the Commissioners had to say first before making any major changes.

Commissioner Gross said it might be helpful and important for residents to understand the contribution the mall presently makes to the City's tax base and what the effects are there if the project does not go forward. In going over the bar charts and industry data, he said the numbers for the mall average \$400 per square foot a year. Their lower number was under \$300 or close to \$250 per square foot a year. A failed mall is considered \$250 per square foot a year and will not survive. The numbers on the high end looked very conservative and he said the mall should be pushed on this because they have their numbers coming slightly down. Commissioner Gross noted that these factors are important to the City because it relates to the kinds of customers and the kinds of stores the mall will attract. This in turn benefits the City financially and makes for an enhanced shopping experience.

Director Thompson said the City hired an economic consultant for this project to help better understand the economics of the development. He added that the mall is an extremely important asset to the City and residents. An economic presentation would be beneficial to the Commission.

In response to a question from Commissioner Paralusz, Director Thompson said the next meeting date depends on the applicant and how quickly they can put the information together and submit to the City. He expects the EIR to be completed soon and once that is obtained along with all the other necessary information, then he will schedule the next meeting.

In response to a question from Commissioner Conaway, Director Thompson confirmed that the Commissioners have provided everything needed at this point.

Chairperson Andreani commented on how exciting this project is for the City.

5. DIRECTORS ITEMS

None.

6. PLANNING COMMISSION ITEMS

Manhattan Beach Hometown Fair.

7. TENTATIVE AGENDA October 10, 2012

The October 10, 2012 meeting has been cancelled.

8. ADJOURNMENT

The meeting was adjourned at 10:12 p.m. to Wednesday, October 24, 2012, in the City Council Chambers, City Hall, 1400 Highland Avenue.

ARIANA KENNEDY and
ANGELA SOO
Recording Secretaries

ATTEST:

RICHARD THOMPSON
Community Development Director

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**CITY OF MANHATTAN BEACH
PLANNING COMMISSION
MINUTES OF REGULAR MEETING
MARCH 13, 2013**

A Regular Meeting of the Planning Commission of the City of Manhattan Beach, California, was held on the 13th day of March, 2013, at the hour of 6:30 p.m., in the City Council Chambers of City Hall, at 1400 Highland Avenue, in said City.

1. ROLL CALL

Present: Conaway, Gross, Ortmann, Paralusz, Chairperson Andreani
Absent: None
Staff Present: Richard Thompson, Community Development Director
Laurie Jester, Planning Manager
Michael P. Rocque, Assistant Planner
Recording Secretary, Rosemary Lackow

2. APPROVAL OF MINUTES – February 27, 2013

A motion was MADE and SECONDED (Gross/Paralusz) to **APPROVE** the minutes of February 27, 2013, as amended. Amendments include: Page 3: in Paragraph starting “Regarding the 6%”: the end of the last line shall read “and extends beyond the corner on the side”. Page 4: insert a paragraph break after the first paragraph and for speaker Dubakes, in the second line, insert “he” before “were” and “his” before “home”. Page 5: correct spelling to read “Karol Wahlberg”. Page 7: third paragraph from the bottom, the second line shall read: “also wondered if maintained at 8%, does ¾ of that amount need to be in the front yard?”. Page 9: under Alternative Fuel Vehicle Charger Locations: the third paragraph first line shall read: “Commissioner Paralusz clarified her statement to say that the issue of”.....

AYES: Conaway, Gross, Ortmann, Paralusz, Chairperson Andreani
NOES: None
ABSENT: None
ABSTAIN: None

3. AUDIENCE PARTICIPATION - None

4. PUBLIC HEARING

03/13/13-2 Presentation on the Manhattan Village Shopping Center Enhancement Project Located on the East Side of Sepulveda Boulevard between Rosecrans Avenue and Marine Avenue

Community Development Director Thompson made introductory remarks noting there has been much public information and input already, and that staff has no new presentation. Staff is working with the developer closely and the purpose tonight is to continue the conversation.

Planning Manager Jester noted the extent of public input to date and that the developer has tried to address issues, but this is still a work in progress. Future applications and hearings will include a Master Use Permit (MUP) Amendment, Sign Exception and Sign Program Amendment, and Variance for building height, but the developer has withdrawn the Development Agreement and this will be explained by the developer in his presentation. The northwest corner (Fry’s site) is still under design development. Potentially those issues may not be resolved through the MUP and may need to come back. The Final Environmental Impact Report (FEIR) will be out in about a month.

Mark English, representing RREEF, made an update, stating they are addressing the most significant issues and emphasized that the developer is also one of the property owners. A

powerpoint presentation will be used, entitled “Rediscover Manhattan Village”, and they will present, in order: Soil hazards issue (Jeremy Squire), bike and pedestrian plan (Amber Richane), parking and circulation (Pat Gibson) and Parking structure design concept alternatives (Chuck Fancher).

Jeremy Squire, P.E., Murex Environmental, is the environmental hazards consultant and technical expert for the applicant and gave a detailed presentation summarizing the historical environmental conditions related to the soils for the center, noting that his work is independent of Chevron. He concluded that the soil issues, due to the prior use as a Chevron tank farm, are very well documented, and are known to the California EPA and Los Angeles Regional Water Quality Control Board. He indicated that the methane and other soil contaminants represent no public threat if left undisturbed and that the applicant proposes to avoid extensive underground construction on his firms’ advice, and of their other experts. The soil contamination at 5 feet and lower below grade is the primary reason that underground parking structures are not recommended for the site.

Mark English presented the Vision and Mission, noting that to achieve the goal of improving the lifestyle center, the project will enhance the existing that is good but fix what doesn’t work so well. Regarding site layout, he covered: “Village Shops” concept plan, two new parking structures (decks) to the south and north for shoppers convenience, slightly raised pedestrian crosswalks which also act as a traffic calming device, a landscaped berm parallel to Sepulveda; elimination of stop signs at main vehicle entrance off Sepulveda to keep traffic flowing into the center so it does not back onto Sepulveda, and two pedestrian and vehicular circulation rings. Regarding tenant mix Mr. English noted: will upgrade with a mix offerings (other project examples: SF Ferry Building, Santa Monica Place), will have a bike center, will demolish the Coffee Bean multi-tenant building, but try to maintain those tenants; and a main component will be consolidation of Macy’s two stores, repurposing the Men’s store on the south and expansion of the area where Macy’s northern store currently is. Regarding the northwest corner, he stated that the owner is “back to the drawing board” and displayed initial renderings to help in understanding the massing of buildings and a rough scheme for a corner center identifying element that will be developed at Rosecrans/Sepulveda.

Amber Richane, Callison Architects, presented on the bicycle/pedestrian elements of the plan noting several improvements: indoor-outdoor transition, new double-sided retail, expanded and enhanced Cedar Way; secondary circulation for pedestrians encouraging access; transit stops, Cedar Way “sharrows”; bike path to cross under Sepulveda with a 12 foot dedication, fully improved and separated from cars; bike center with valet.

Pat Gibson, Gibson Transportation, spoke on how traffic is to be organized on-site, including circulation and parking with intent to downgrade Cedar Way and then upgrade Carlotta Way to serve as the main vehicular route. The parking structures would be close to Mall entrances to channel traffic; at south end improvements are proposed so cars will not obstruct traffic on Cedar Way, and on Carlotta re-striping would enhance flow of traffic. Regarding parking: supply is proposed at 4.1 spaces per thousand, meeting peak demand (December), and locations are based on the theory that parking should be evenly distributed, and close to destinations and shopping entrances. Spreading out the locations of the decks is intended to avoid congestion at only one deck and convenience for the shopper and the meet retail demands.

Chuck Fancher, Fancher Partners, spoke regarding the background and intent of the developer. He commented: they have been talking to many groups, including the City Manager and City Council subcommittee, who asked them to look at different ways to solve parking, with the objectives: reduce size and height of above-ground parking structures, and push the structures away from Sepulveda the developer desires to cluster the retail, as well as put surface parking in front of Macy’s Men’s to create parking reservoirs whereby shoppers can get in and out quickly. A series of meetings have been held with the Manhattan Village Homeowners Associations to discuss options for locating the south parking deck because there is an agreement that came out of years of meetings with the developers and residents to not place the parking structure adjacent the current Macy’s Men’s store. He reviewed effects on

parking supply for parking deck options and buildings. He described Options 4, 5 and 6, noting the benefits and flows of each, and in particular he noted that Option 4 screens most of the view of the parking deck from Sepulveda and the residents to the west of Sepulveda and is attractive to other lessees. He concluded by displaying graphics of the decks.

Mark English, RREEF, stated that the request to withdraw the Development Agreement is based on their conclusion that they don't think they can construct the project within the time frame allowed by law, and thought it is best to get the project underway. Mr. English touched on fiscal upsides and downsides, indicating a conservative potential estimate by a financial consultant, of annual sales of 291 million with the project, compared to 270 million annually now, but dropping to 164 million if nothing is done. The Apple store is currently a 4th anchor in terms of sales revenue, and they want to keep that tenant.

Questions from the Planning Commission:

In response to a request by Chairperson Andreani, Mr. English noted that RREEF will post its powerpoint presented this evening on its Manhattan Village website at www.shopmanhattan.village.com. Planning Manager Jester stated that staff in turn will provide a link to that document, as soon as possible.

Ms. Jester also called attention to new correspondence that has been received after the distribution of the staff report that is on the dais.

In response to a question from Commissioner Paralusz, **Mr. Squire** indicated that paper and e-copies of environmental reports on the soils issues can be obtained from the State Water Resources Board under File number 0235-A in their "Geotracker", that agency's database for hazardous substance sites. Planning Manager Jester indicated that staff would provide links to those documents also on the City's website.

In response to follow-up questions from Commissioner Paralusz, **Mr. English** indicated that even if the site design at the northwest corner is approved, the Apple store would not be located there, because it is needed to attract people into the main mall, and further, it needs room to expand and they are not willing to wait until the corner is rebuilt. Further he responded that the lease for Fry's will be up in just a few years (end of 2016), and they believe Fry's plan is to exit the Center; however, RREEF will negotiate with Fry's to resolve some flaws that exist now with the corner site.

In response to Commissioner Conaway's question about Macy's and the Hacienda Building as to if those owners are "on board" now with the project, **Mr. English** noted that negotiations have been underway for 5 years but so far they are not onboard - to do so, they first have to get the site plan finalized.

In response to a question from Commissioner Conaway about the Final EIR, Community Development Director Thompson explained that staff keeps track of the EIR and, we have signatures on the project application from the two other owners, so the EIR is still valid as long as the changes that are made are consistent with FEIR, including project description and analyses and conclusions. If the changes are found to be not consistent with the FEIR, the project EIR would have to come back to the Planning Commission.

In response to questions from Commission Gross, **Mr. Squire** indicated that although RREEF could order Chevron, as the responsible party, to deal with the soil contamination issue, he doesn't believe they have not yet done this, because the site is currently developed and to make such an order may violate their property rights. **Mr. Squire** reiterated that to leave the soil in place would meet EPA laws, as well. The contaminated soil issue has been thoroughly reviewed in the EIR, and it was concluded that adequate engineering controls are in place such that no further action is recommended - however he suggested that if something is wanted in writing, he suggested that such a statement could be provided in the EIR.

Commissioner Paralusz commented that she knows from her professional experience involving several development sites, that appropriate state agencies will not hesitate to order a cleanup if needed, and they also will not arbitrarily order an owner to do something.

In response to a question from Commissioner Gross, Ms. **Richane** indicated that the pedestrian oriented paths along Cedar will not be only concrete pavers, but tile or pavers; stamped and/or colored material, but will be enhanced to a level appropriate for pedestrians as opposed to cars. 3rd Street Promenade and Santa Monica Place are both examples of this in Santa Monica. The material would not be concrete or asphalt like today. The surfaces near the mall entrances and Tommy Bahamas will be decorative and inviting, while on Carlotta will be just concrete; however the sidewalks along Carlotta Way are intended to be continuous and consistent enhanced pavement throughout the center, to which Commission Gross affirmed his support.

In response to an inquiry from Commissioner Gross, **Mr. Gibson** indicated that there are proposed striping improvements on Cedar Way to provide for three lanes near Marine Avenue, but there are no diversions to traffic going to Carlotta Way – drivers will have the option to go either way (straight onto Cedar or turn towards Carlotta). Commissioner Gross suggested that the developer consider having a diversion from Cedar to Carlotta Way, at the south end of the site, to avoid a negative impact on Cedar.

In response to a question from Commissioner Ortmann, **Mr. Gibson** stated that, on the plan, the distance between the corner of Rosecrans south to the project driveway on Sepulveda is 150 to 175 feet and this represents a lengthening of the existing right turn only lane. Community Development Director Thompson interjected that the bridge widening project on Sepulveda just south of Rosecrans adjacent to the project will allow an additional lane on Sepulveda.

In response to a question from Commissioner Ortmann, **Mr. Squire** confirmed his understanding that, referring to a map on the powerpoint, the shaded areas where oily (petroleum) stained soils are likely to be located includes most of the area for the proposed parking decks, and, further, Mr. Squire's conclusion about the soils and recommendations are the same – that the soil should be left in place and not excavated. The map in the powerpoint shows that the northwest Fry's corner and the southern portion of the entire Mall site does not show oil contaminated soil. The maps are based on soil boring information and borings were not done everywhere on the site.

In response to a follow up question from Commissioner Ortmann regarding the Development Agreement being withdrawn, Community Development Director Thompson indicated the sense of staff is that, the critical path is to move forward with the core shopping center site, and that there is time before Fry's would leave in 2016 to work out the design for the northwest corner, although it is preferable to have a "Master Plan" with multiple phases, with the range of potential impacts in each phase addressed in the EIR. Mr. Thompson confirmed Commissioner Gross' understanding that, to some degree the FEIR will have some control on a future Development Agreement for the northwest corner.

In response to a question from Commissioner Ortmann, **Mr. English** stated that the northwest corner parcel is very important to RREEF and that if in the future they choose not to pursue a Development Agreement for that parcel, and make big design changes for the northwest corner, the consequence would be that they could be required to re-analyze the changes through the EIR process which they would want to avoid.

Commissioner Ortmann indicated that it is important, as reminded by Community Development Director Thompson, that the pedestrian and bicycle access to the mall under Sepulveda with Phase I will be a part of this project regardless of the withdrawal of the Development Agreement.

Chairperson Andreani requested of **Mr. English** that, to enhance the public's understanding, they prepare a timeline showing when construction would begin for Phases I and II and include items that would be part of the "construction mitigation", and it was agreed that this would be

done. **Mr. Gibson** indicated to Chairperson Andreani that potential new restaurant uses, including alcohol service have been factored into the parking and traffic analyses and **Mr. English** responded that the City will have approval consideration for any potential new alcohol use before the developer goes to the State ABC, as part of the whole application. **Mr. English** further confirmed that some compact parking stalls and electric vehicle charging stations will be proposed in the plan, and **Mr. Gibson** further explained that the parking garages have not been fully designed but the commitment is to provide parking that meets the City's codes, with no variance and operationally the developer requires that all employees park to the rear of the stores, which is where they plan to locate the compact stalls. Director Thompson indicated that compact parking should be very limited, around 5%, and that electric vehicle parking-charging will be a requirement.

In response to Chairperson Andreani's questions about the site lighting, **Mr. English** went over the height of the poles (proposed at 15 feet above the top parking deck level) indicating with fewer lights they would have to be taller to cast more light, and if made shorter, there would need to be more of them. The proposed height of the lights at the upper deck level is 37 feet measured from the ground, to the top of the lamp. In response to Chair Andreani's questions about a potential movie theater in the Macy's Men's store location, **Mr. Chuck Fancher** gave the opinion that it would be very unlikely that another theater (including Landmark as suggested) would be able to compete with Pacific Theater in El Segundo across Rosecrans, due to the way films are awarded to theaters. Further, **Mr. English** indicated that RREEF has to be careful in re-tenanting Macy's Men's as this financially affects the plan to consolidate the two stores.

Chairperson Andreani opened the public hearing, inviting the public to speak and thanking the audience for continued involvement and patience.

Glen Goldstein, 54 Village Circle, spoke in October for the joint HOAs for Manhattan Village residential community to the east. Their group reached an agreement with RREEF to not build the parking structure adjacent to the front of their homes and is happy to hear that this accord from 2007 is intact.

Mark Neumann, 3208 Laurel Avenue, is the owner of 3500 Sepulveda "Hacienda" Building, on the Mall site. He has owned it since 2005 when it was half empty. Unaware at that time of the expansion proposal, he signed the application but a settlement agreement was for a much less dense project including two, not three, level parking structures. He commended RREEF for doing a good job in getting their proposal together but still has concerns that traffic issues at the corner of Rosecrans may not be addressed if the corner parcel is not part of the current plan to be approved. He feels the northwest corner is a key connection and should be developed first, not last. He confirmed that he and RREEF do not have an agreement. One of his concerns besides being too dense is the potential loss of surface parking spaces near his property. He recommended showing plans that are at a more detailed scale and concluded by urging the Commission to look at the project from the perspective of residents.

In response to a question from Commissioner Paralusz regarding Mr. Neumann's building, Planning Manager Jester indicated there are about ten tenants in his building, including a restaurant, a cupcake store, retail Wine, insurance and offices, including some medical clinic. Commissioner Paralusz observed that the north deck looks like it would provide more parking for those businesses, instead of exacerbating a problem. **Mr. Neumann** indicated that he thinks conditions may be worse.

Robin Gulkey, 3200 block of Oak Avenue, local resident, indicated she wrote a letter to the City back in July, expressing concerns of potential increases in traffic, parking impacts, lighting, and crime and these concerns remain, except it looks like the plan addresses and encourages bicycles. However, she has recently been impressed by Professor Shoup at UCLA who believes that communities should move away from "car-centric" centers and suggested that the City considers the trend to reduce the parking supply and move towards using shuttles.

Diane Wallace, president of Manhattan Village HOA and a member of several environmental groups, thanked staff and the developer for meeting consistently with them over many years, and supports the comments of Glen Goldstein. She also supports leaving the oily soil in place and sees Option 4 as the best design in that it appears to make the south parking structure less visible and will reduce its' lighting impacts. The Village homes have the same soils issues and Chevron remediated in the 1970's and it works so don't dig the structures too deep. The design of the northwest corner has improved also.

Chris Prodromides, 3100 block of Oak Avenue, echoes that he feels that Option 4 is the most agreeable, but he doesn't like the parking structures to begin with. South of Macy's mens store is not a good option as it impacts the Village residents. The developer just met with the Oak Avenue residents last night and were shown these options, so they have not had an opportunity to come to a position on the options as a neighborhood group. His overall concern is that there are many unknowns with the project, and that once Fry's vacates, will the mall decline? He suggested that the approval include a provision, allowing the project to go forward under specific conditions guaranteeing that the northwest corner will be completed.

Liz Griggs, 300 block of 36th Street, is also employed by the RREEF as the Mall Manager, emphasized that the retail market for families and teens is currently underserved and believes that RREEF is being conscientious and responsible in addressing the community needs. Currently teens need to shop outside of Manhattan Beach to find what they want. This is the largest retail in RREEFs portfolio and it is important to them. In response to a question from Chairperson Andreani, Ms. Griggs responded that she believes it is possible for Manhattan Village to be compatible with Plaza El Segundo and that being competitive means competing for consumer dollars.

The Chair invited the project applicant to respond to public comments.

Mark English thanked everyone for feedback and input and stated they care deeply about the community, and although their plan may not make everyone 100% happy, they hope it will strike a balance and they will continue to meet with people.

Chairperson Andreani closed the public hearing.

Commissioner Conaway thanked all who spoke and wrote comments and wanted to encourage anyone to send comments to the Commission via email or letters through City staff – it is very easy. Regarding the plan, he recognized much progress done, but more issues need to be worked through. Even though he understands the urgency to get this done, we need to proceed carefully, as this sets the development pattern for the next 30 to 60 years. The Staff report neatly summarizes the community's concerns: to think clearly on the soils issue; will the size, being a 21% increase in square footage, result in the center becoming a regional attractor, and will it fit with a small town atmosphere? Will traffic be adversely impacted or will the mix of uses affect that? He needs to get comfortable with the parking issue, and believes 21% to be a significant increase.

The applicant needs to address parking and visual impact of the parking structures and is concerned that there are too many structures and they will obstruct the view of the main retail facades. He agrees that, based on Robin Gulkey's comments, that this is a traditional car-centric design that needs to be reevaluated. He recognizes that the Veterans Parkway is a huge asset and is an opportunity to bring in people from the community. This area is a key entrance, and should be inviting, not just bring people into a parking area. His greatest concern is that the parking strategy is fundamentally flawed; he believes the structure could be consolidated in the northwest corner below street level taking advantage of the natural grade and where soil is not contaminated. He noted that there are examples of local successful retail centers with a single parking structure and further this is a relatively small center; people can walk from the parking structure. He feels the center is overparked. The plan calls for a lot of navigation by drivers before they get to park, and he suggests shifting the parking to the north portion would eliminate a lot of on-site traffic vs. pedestrian problems, with Veterans Parkway more fully

utilized in the plan. Sharrows are a minimum on Cedar, need to do more, and transit on Sepulveda and Rosecrans needs to be enhanced. In conclusion, he believes that not enough has changed in the plan and there are real opportunities to improve connections to the community being missed.

He further added the developer should be encouraged to see how enhanced mass transit can mitigate traffic concerns and should look at how multiple parking structures will impact policing.

Commissioner Paralusz thanked residents again for meetings, staying interested and making voices heard and to RREEF for listening and staff for hard work. Recognizing that the overall goal is to make as many people as possible happy and a vibrant place where people will shop, she made the following points: There needs to be a balance on the property between private property rights and public good and needs, and RREEF needs to improve their property and the public has a great responsibility in helping to shape and move project forward. Regarding Option 4, she does not have as many concerns as Commissioner Conaway, but understands why the public parking structure can't go underground, understands that there is no Development Agreement in play at this time, but understands the City and RREEF have common interest in the project being developed. Commissioner Paralusz recalled in her hometown area back east, a center that once was vibrant is now vacant and an eyesore. While it's unlikely that will happen here, RREEF's concern is legitimate and they are headed in the right direction.

Commissioner Gross thanked the public and owner/developer for patience and for its confidence in their business model and investing their money. He has concern that slowing down too much will hinder progress; agrees with much of what the other commissioners have said but there is concern to get going. Two reasons to keep this going: just about everyone shops at the mall and the City needs the income in that it is a significant contributor via sales tax for police and fire services. Many adjustments have been made and he urged that the Commission consider that not too many more changes are needed and thinks it's a good thing that the corner parcel is not going to be done now. The public tone is not negative; the project is not perfect but is heading in the right direction.

Commissioner Ortmann noted that it's reasonable that RREEF have a vision, but equally important that the public share their vision and the community has an obligation to stay engaged till the end. He agrees with Commissioner Conaway's that parking is not yet resolved, and this includes bikes and transit; he believes that Veterans Parkway also appears to be treated as an after-thought. He needs to understand why parking supply is designed to meet the December demand and agrees that the project is over-parked, is auto-centric and believes this needs to be addressed. He feels since the Fry's parcel does not have the soil issues that an extra level of underground parking for employees and others could be located here, and a level of parking could be taken off of the above ground structures. In conclusion he feels changes are not substantive enough and the northwest corner has not advanced at all, this connection should not a lost opportunity.

Chairperson Andreani stated that community letters received indicate that RREEF has strived to greatly enhance the project. She thanked RREEF for their work, noting that the City needs a vibrant center and revenue. She agrees with Commissioners Conaway and Ortmann that parking is not yet resolved and hopes RREEF will take a single parking structure into consideration. The recent Veterans' Parkway landscaping and improvements meeting and others to come with residents is a great opportunity for the Mall to get involved and understand what the residents want with the Veterans park connection. She believes a phased construction plan and timeline, including construction mitigation measures, as well as a 3-dimensional project model with landscaping, would make it easier for the public and the Commission to visualize and understand the proposed mall development and expansion.

Commissioner Paralusz recognizes that she feels differently about parking and would appreciate knowing what the number is for the absolute minimum number of parking spaces

that need to be added and wonders is there room to maneuver? Commissioner Conaway added he would like to see walking distances (to the mall entrances) in minutes (5, 10, 20), noting that Portland has a 20 minute rule. Can this mitigate the expected increase in traffic?

Director Thompson stated that staff will provide the parking numbers, and issues suggested by the Commission including more information on the northwest corner parcel and most likely more changes on the plan will occur.

Commissioner Gross added that he wants to emphasize that this plan is a real improvement and marks huge progress. There will be more open space, he found the explanation convincing as to how bikes and pedestrians will work. He also recognizes that parking accommodates the population as it ages with decreased mobility and he likes the way the parking areas as proposed would be dispersed.

Director Thompson pointed out that the lower level parking area where the greenbelt occurs as the continuation of Veteran's Parkway is all open to the sky, which is remarkable. This will help the public feel comfortable in walking under the Sepulveda bridge.

It was MOVED and SECONDED (Gross/Paralusz) to REOPEN AND CONTINUE THE PUBLIC HEARING to April 24, 2013.

AYES: Conaway, Gross, Ortmann, Paralusz, Chairperson Andreani
NOES: None
ABSENT: None
ABSTAIN: None

Planning Manager Jester announced that staff will provide a notice of the availability of the EIR.

After a short break, at 10:21 pm Chairperson Andreani reconvened the meeting.

03/13/13-3 Consideration of Zoning Code and Local Coastal Program Amendments to Implement the Newly adopted and Certified Housing Element Update (2008-2014).

Chairperson Andreani announced the subject of the public hearing.

Director Thompson introduced the City's consultant, J.H. Douglas, who made a brief power point presentation emphasizing it is important to keep the Housing Element's certified status by reviewing and implementing the various Programs within the Element. The proposed Amendments would implement the Element's goals, policies and programs that are required upon certification by the State Department of Housing and Community Development.

Commissioner Gross requested that more information be provided as to how multi-family units and second units can be developed in RS areas.

In response to a question from Chairperson Andreani, Mr. Douglas explained that the second unit standards for parking would meet but not go beyond state law.

It was MOVED and SECONDED (Gross/Conaway) to OPEN AND CONTINUE THE PUBLIC HEARING to the meeting on April 10, 2013.

AYES: Conaway, Gross, Ortmann, Paralusz, Chairperson Andreani
NOES: None
ABSENT: None
ABSTAIN: None

5. DIRECTOR'S ITEMS

MANHATTAN VILLAGE SHOPPING CENTER-

2-24-13 PLANNING COMMISSION- Draft Conditions-For Discussion

FINAL ENVIRONMENTAL IMPACT REPORT

To be Certified for entire project, all three phases

USE PERMIT-VARIANCE- SIGN PROGRAM/EXCEPTION- DRAFT CONDITIONS.

1. **Police Holding Office**- Provide a separate and secure Police “holding” office at no cost to the City within the main Mall of approximately 100-150 square feet in area. This will be separate from the Mall Security staff office. The intent and use of this area will be for the exclusive use of the Police Department to have a safe, secure, convenient, comfortable and private area for questioning and consulting with victims, witnesses, and potential victims of crime and others with security issues and concerns. The area will provide for storage of Security and Safety information for Police use and where officers can securely change their gun belts, etc.
2. **Security Cameras**-Provide security cameras throughout the parking structures and surface parking lots to the satisfaction of the Police Department. Cameras shall be placed at entrances, exits, stairwells, elevators and throughout the parking areas. Cameras shall be able to capture license plate numbers as well as count vehicles. Some cameras shall be capable of being relocated as needed to monitor special events. Cameras are not required to be manned.
3. **Police Special Event Plan**-Provide a Holiday/Sales-Special Events/Peak Customer Security, Traffic and Parking Control Plan as part of the overall Security Plan. Include a provision for Police reimbursement if needed. The Plan will be subject to review and approval of the Police Department.
4. **Package Holding and Delivery**- Provide a package holding and delivery service for customer use for purchases at all tenants throughout the Mall. The Plan for the location and operation of the service shall be subject to City review and approval. The intent of this condition is for security and convenience as well as to promote walking, biking and transit use by giving customers options form transporting purchases to their destination.
5. **Veterans Parkway Linkage Plan** -Provide bicycle and pedestrian paths under the Sepulveda bridge that link the Mall and Veterans Parkway. The Veterans Parkway Linkage Plan shall include lighting, signage, and other improvements to enhance the aesthetics, usability and security of the area and to create an inviting entry and secure environment. The City will review and approve the Plan, and the Mall shall install the improvements per the approved plan prior to the completion of Phase I. The City shall maintain the public portions, and the Mall shall maintain any private portions.

MANHATTAN VILLAGE SHOPPING CENTER-

2-24-13 PLANNING COMMISSION- Draft Conditions-For Discussion

6. **Bicycle and Pedestrian Plan**-Provide bicycle and pedestrian improvements throughout the site, including the perimeter of the project site with linkages to off-site improvements (including pavement treatment, raised intersections, improved pedestrian crossings, bike parking, sharrows, etc.) Detailed plans for the improvements shall be submitted to the City for review and approval. The Plan shall include an active “Walk to the Mall” program to encourage non-motorized access to the Mall. The Plan shall include a component of working and partnering with groups that promote walking and alternative forms of transportation. The improvements shall generally be consistent with the plans in the FEIR, although the pavement treatments shall be provided throughout the project site as determined by the Community Development Director. Additional improvements shall be provided at the Ralphs/CSV building at the south end of the site to enhance pedestrian accessibility and safety from the parking lot to the buildings. Improvements shall be installed per the approved plans with each Phase, except that the off-site linkages and on-site improvements outside of the Development Area as identified in the FEIR shall be installed prior to the completion of Phase I, as determined to be feasible by the Community Development Director.
7. **Pedestrian Linkages**-Provide improvements to the City leased parking lot, to encourage and enhance use of the parking lot for employees as well as customers. Enhance pedestrian access between the lot and the Mall site, as well as between the Senior Housing and the Village homes and the Mall site, with signage, lighting, landscaping and other design features. Detailed plans for the improvements shall be submitted to the City for review and approval. Improvements shall be installed per the approved plans with Phase I, as determined to be feasible by the Community Development Director.
8. **Employee Parking Reduction Program** -Provide an Employee Parking Reduction Program to encourage remote parking, parking in the lower culvert area, off-site parking, walking, biking, transit use, carpooling and other forms of alternative transportation to reduce employee parking. The Program shall actively promote reducing employee parking and shall include active enforcement. The goal is to reduce the on-site employee parking demand by a minimum of 100 spaces, while not impacting other surrounding uses. The Program shall be submitted to the City for review and approval with Phase I and annual reporting shall be provided. The Program shall be adjusted annually if needed as determined by the City.
9. **Landscape/Hardscape/Lighting Sitewide Plan**- Provide consistent landscape (drought tolerant)/hardscape/lighting improvements throughout Mall site. Detailed plans for the improvements shall be submitted to the City for review and approval. The improvements shall generally be consistent with the plans in the FEIR, although the landscape/hardscape/lighting improvements shall be provided throughout the project site as determined by the Community

MANHATTAN VILLAGE SHOPPING CENTER-

2-24-13 PLANNING COMMISSION- Draft Conditions-For Discussion

Development Director. Additionally, the light fixtures on top of the parking garages shall minimize the use of freestanding light standards. Lighting that is low in height such as wall packs and bollards shall be used to light the top level of the parking structures as much as feasible. Improvements shall be installed per the approved plans with each Phase, except that improvements associated with the off-site linkages and on-site improvements outside of the Development Area as identified in the FEIR shall be installed prior to the completion of Phase I, as determined to be feasible by the Community Development Director.

10. **Signage Sitewide Plan**- Provide consistent signage improvements throughout Mall site. Detailed plans for the improvements shall be submitted to the City for review and approval. The improvements shall generally be consistent with the plans in the FEIR, although the signage improvements shall be provided throughout the project site as determined by the Community Development Director. Improvements shall be installed per the approved plans with each Phase, as determined to be feasible by the Community Development Director.
11. **Phase I (Village Shops)** can only proceed if:
 - a. The North parking structure is revised to reduce the size and visual impact of the appearance of the parking structure by stepping the top levels back on the west side, away from Sepulveda, or other design as determined to minimize the impact and reduce on-site parking. This shall reduce the size of the parking structure by approximately 100 spaces.
 - b- Further separate Planning staff Preliminary Plan Check Review
12. **Phase II (North East corner)**, can only proceed if:
 - a-Macy's consolidates their store to the north end of the Main Mall, and a new anchor tenant, or two "mini-anchor" tenants, occupy the space currently occupied by Macy's Men's at the south end of the Main Mall:
OR
One anchor tenant or two "mini-anchor" tenants (two to four anchor/"mini-anchor" tenants total) occupy both the north and south ends of the Main Mall space currently occupied by Macy's and Macy's Men's, respectively, and...
 - b- The parking structure is lowered in height, if determined to be feasible by the Director of Community Development.
 - c- Architectural and design features are provided on the parking structure, buildings and surrounding area consistent and compatible with the features provided in Phase I.

MANHATTAN VILLAGE SHOPPING CENTER-

2-24-13 PLANNING COMMISSION- Draft Conditions-For Discussion

d- Further separate Planning staff Preliminary Plan Check Review. Planning Commission review is required at a notice public meeting if the design is significantly different from the concept plan, architectural and design features on the parking structure, buildings and surrounding area are not consistent and compatible with the features provided in Phase I, or if Phase II significant changes are proposed to the parking structure, building or overall project design .

13. **Phase III (North West corner)**- Phase III is not a part of this approval and a future Master Use Permit Amendment and other discretionary approvals, through a Planning Commission public hearing process, are required. Review of driveways on Rosecrans will be required as part of this Amendment.
14. **Development Area Envelopes and Maximum Heights** -The Development Area Envelopes and Maximum Heights as shown in the FEIR are approved, with the exceptions noted for the Village shops North parking structure. Planning Staff review is required for the site improvement details through the Preliminary Plan Check Review process.
15. **Preliminary Plan Check Review** – Planning staff Preliminary Plan Check Review of architectural plans to include, but not be limited to:
 - a- Plans, material boards, color samples, renderings, and other visual displays. Include the following:
 - Building and parking site plan-layout within the Development Area Envelopes
 - Facades/elevations design motifs
 - Colors, textures, and materials as concept design
 - Landscaping, lighting, signage, and common area treatments as concept design
 - Sepulveda/Rosecrans City entry-Gateway signage and treatment
 - Streetscape and common-outdoor plaza areas design- pavement treatment, sidewalks, pedestrian crosswalks, street/courtyard furniture, as concept design
16. **Electric Vehicle (EV) Charging**- The applicant shall install and maintain for public use, EV parking/charging stations throughout the lots and structures, including “solar trees” to provide shaded parking in some areas. The design shall utilize the City of Los Angeles standards for the percentage of charging stations, as well as other standards, or other similar design standards subject to review and approval of the Director of Community Development.
17. **Sepulveda**- The retention, relocation or removal of the existing Fry’s driveway is subject to review and approval of Caltrans and the City Public Works Department. If the driveway is allowed to remain or be relocated then it shall be a one-way entrance only. The driveway plan

MANHATTAN VILLAGE SHOPPING CENTER-

2-24-13 PLANNING COMMISSION- Draft Conditions-For Discussion

may be phased, allowing one driveway condition while Fry's still occupies the site (through the end of 2016), another condition after Fry's vacates, and another when Phase III- North West Corner is developed. The applicant shall reimburse the City \$12,455 to fund the cost of the Caltrans required Traffic Stimulation Study to evaluate the impact of the Fry's driveway to the traffic flow on Sepulveda Boulevard. The applicant shall also be required to dedicate land or submit an irrevocable offer to dedicate land, and construct, or fund the construction of, any required related improvements on Sepulveda, subject to Public Works and Caltrans approval. The required lane widths, sidewalks, driveway access design, and other improvement details shall be subject to City and Caltrans approval. The driveway and other improvements shall be coordinated with the Sepulveda Bridge widening project.

Finalize dedication, or irrevocable offer to dedicate (IOD) ,required for Sepulveda bridge widening, subject to Public Works and Caltrans review and approval, including staging area northeast of the bridge for bridge construction and access from the staging area to Rosecrans Avenue.

18. **Rosecrans**- Provide an irrevocable offer to dedicate (IOD), for a new acceleration/deceleration lane on the south side of Rosecrans, entire length of property, with 11 foot lane width and 8' sidewalk, subject to review and approval of the Directors of Public Works and Community Development and the City Traffic Engineer, prior to construction of Phase I . Dedicate the property and construct the improvements per the approved plans with the construction of Phases II and III, as determined by the City.
16. **Sepulveda-Rosecrans corner**- Provide an irrevocable offer to dedicate (IOD), for future widening, traffic signal modifications and other improvements as needed to transition and tie together Sepulveda and Rosecrans improvements, subject to review and approval of the Directors of Public Works and Community Development and the City Traffic Engineer, prior to construction of Phase I. Dedicate the property and construct the improvements per the approved plans with the construction of Phases II and III, as determined by the City.
17. **Rosecrans at Village Drive**- Provide an irrevocable offer to dedicate (IOD), for improvements from Westbound Rosecrans to Southbound Village to construct future dual-left turn lane, demo median and construct new improvements to accommodate dual left-turn lanes, and construct signalization modifications and improvements at the intersection, prior to construction of Phase I. The improvements are subject to review and approval of the Directors of Public Works and Community Development and the City Traffic Engineer. The applicant shall dedicate the property and construct the improvements per the approved plans when determined to necessary by the City. Construction timing shall be coordinated with the

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Plaza El Segundo project construction across Rosecrans Avenue in the City of El Segundo. A “U-Turn” movement from EB Rosecrans at the Village Drive intersection is acceptable if it can be designed to Traffic Engineering standards and all safety criteria is met and traffic flow is not significantly impacted subject to review and approval of the City Traffic Engineer and Directors of Public Works and Community Development. Any portions of the improvements located in or impacting the City of El Segundo will require that City’s approval.

18. **Village Drive-** Provide an irrevocable offer to dedicate (IOD), prior to construction of Phase 1, to provide for a future additional 11 foot lane and wider (6 to 8’) sidewalk, on Village for a total of 3 lanes NB and two lanes SB. If the Medical Building at 1200 Rosecrans (SW corner of Sepulveda and Rosecrans) no longer occupies the site, or when there is adequate room to accommodate the improvements, the land shall be dedicated and the applicant shall construct or fund construction of the improvements. The improvements are subject to review and approval of the Directors of Public Works and Community Development and the City Traffic Engineer. Construction timing shall be coordinated with the Plaza El Segundo project construction across Rosecrans Avenue in the City of El Segundo. Any portions of the improvements located in or impacting the City of El Segundo will require that City’s approval.
19. **Rosecrans left-turns-** On Rosecrans Avenue, no left turns are allowed out of any driveways from the project site to Westbound Rosecrans.
20. **Transit-** the applicant shall work with transit providers and the City and provide a transit route through the Mall, and to tie into the Greenline. The project shall be designed to accommodate transit- ie- turning radius, clearance, drop off stops, shelter, linkages, signage. Public transit improvements shall be installed throughout the site, and on adjacent public property, providing connectivity on and off-site with transit, pedestrians and bikes, subject to review and approval of the City.
21. **Village Drive Cut-Thru-**The applicant shall be responsible for providing signage, enforcement, and improvements, including the possibility of another gate, at the rear of Village Drive, to address cut through traffic and speeding, subject to review and approval of the Police and Community Development Departments.
22. **Grease inceptors and trash enclosures-** Upgrade any existing grease inceptors and trash enclosures to current standards, where feasible in areas of new construction.

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- 23. ADA parking-the project shall install more than the minimum number of required disabled access parking spaces and they shall be evenly distributed throughout the site at convenient locations subject to Director of Community Development review and approval.**
- 24. Construction screening -Provide construction screening greater than 6 feet in height if needed in some areas. Provide graphics on the screening to enhance the aesthetics of the site, subject to City review and approval.**

OTHER PUBLIC COMMENTS

- 25. Stormwater- exceed, don't just meet minimums.**
- 26. Greenhouse gases- exceed, don't just meet minimums.**
- 27. LEED certification- exceed, don't just meet minimums.**
- 28. Provide a larger community meeting room.**
- 29. Provide a cell tower for Village Homes reception.**
- 30. Provide Senior citizen services.**

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**Table IV.H-17
Peak Parking Demand by Development Component
Assuming 11-Month Construction Components**

Component	December Peak Parking Demand	Parking Supply	Percent Occupied	Available Spaces	
I—Stage 1A	Weekday				
	Shopper	1,585			
	Employee	<u>626</u>			
	Total	2,211	2,534	87%	323
	Weekend				
	Shopper	1,856			
	Employee	<u>481</u>			
	Total	2,337	2,534	92%	197
I—Stage 1B	Weekday				
	Shopper	1,623			
	Employee	<u>637</u>			
	Total	2,260	2,734	83%	474
	Weekend				
	Shopper	1,902			
	Employee	<u>493</u>			
	Total	2,395	2,734	88%	339
I—Stage 2	Weekday				
	Shopper	1,684			
	Employee	<u>657</u>			
	Total	2,341	2,619	89%	278
	Weekend				
	Shopper	1,991			
	Employee	<u>516</u>			
	Total	2,507	2,619	96%	112
II	Weekday				
	Shopper	1,788			
	Employee	<u>691</u>			
	Total	2,479	2,737	91%	258
	Weekend				
	Shopper	2,052			
	Employee	<u>553</u>			
	Total	2,605	2,737	95%	132
III	Weekday				
	Shopper	1,881			
	Employee	<u>718</u>			
	Total	2,599	2,915	89%	316
	Weekend				
	Shopper	2,168			
	Employee	<u>584</u>			
	Total	2,752	2,915	94%	163

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Chapter 10.84 - USE PERMITS, VARIANCES

10.84.010 - Purposes.

This chapter provides the flexibility in application of land-use and development regulations necessary to achieve the purposes of the ordinance codified in this title by establishing procedures for approval, conditional approval, or disapproval of applications for use permits, variances and minor exceptions.

Use permits are required for use classifications typically having unusual site development features or operating characteristics requiring special consideration so that they may be designed, located, and operated compatibly with uses on adjoining properties and in the surrounding area.

Variations are intended to resolve practical difficulties or unnecessary physical hardships that may result from the size, shape, or dimensions of a site or the location of existing structures thereon; from geographic, topographic, or other physical conditions on the site or in the immediate vicinity; or from street locations or traffic conditions in the immediate vicinity of the site.

Variations may be granted with respect to fences, walls, landscaping, screening, site area, site dimensions, yards, height of structures, distances between structures, open space, off-street parking and off-street loading, and performance standards.

Authorization to grant variations does not extend to use regulations because sufficient flexibility is provided by the use permit process for specified uses and by the authority of the Planning Commission to determine whether a specific use belongs within one (1) or more of the use classifications listed in [Chapter 10.08](#). Further, [Chapter 10.96](#) provides procedures for amendments to the zoning map or zoning regulations. These will ensure that any changes are consistent with the General Plan and the land use objectives of the ordinance codified in this title.

10.84.020 - Authority of Planning Commission.

The Planning Commission shall approve, conditionally approve, or disapprove applications for use permits or variations.

10.84.050 - Duties of Planning Commission.

A. Public Hearing. The Planning Commission shall conduct the public hearing and hear testimony for and against the application. A public hearing may be continued to a definite date and time without additional public notice.

B. Decision and Notice. After the close of the public hearing, the Planning Commission shall recommend that the City Council approve, conditionally approve, or disapprove of the application. Notice of the decision shall be mailed to the applicant and any other party requesting such notice within seven (7) days of the date of the resolution ratifying the decision.

Title 10 - PLANNING AND ZONING
PART V - — ADMINISTRATIVE REGULATIONS
Chapter 10.84 - USE PERMITS, VARIANCES AND MINOR EXCEPTIONS- PORTIONS

C. Limits on Conditions of Approval. No conditions of approval of a use permit shall include use, height, bulk, density, open space, parking, loading, or sign requirements that are less restrictive than those prescribed by applicable district regulations.

10.84.060 - Required findings.

An application for a use permit or variance as it was applied for, or in modified form as required by the Commission, shall be approved if, on the basis of the application, plans, materials, and testimony submitted, the Commission finds that:

A. For All Use Permits.

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 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 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 the capacity of public services and facilities which cannot be mitigated.

B. For Variances.

1. Because of special circumstances or conditions applicable to the subject property—including narrowness and hollowness or shape, exceptional topography, or the extraordinary or exceptional situations or conditions—strict application of the requirements of this title would result in peculiar and exceptional difficulties to, or exceptional and/or undue hardships upon, the owner of the property;
2. The relief may be granted without substantial detriment to the public good; without substantial impairment of affected natural resources; and not be detrimental or injurious to property or improvements in the vicinity of the development site, or to the public health, safety or general welfare; and
3. Granting the application is consistent with the purposes of this title and will not constitute a grant of special privilege inconsistent with limitations on other properties in the vicinity and in the same zoning district and area district.

C. Mandatory Denial. Failure to make all the required findings under (A) or (B) shall require denial of the application for a use permit or variance.

Title 10 - PLANNING AND ZONING
PART V - — ADMINISTRATIVE REGULATIONS
Chapter 10.84 - USE PERMITS, VARIANCES AND MINOR EXCEPTIONS- PORTIONS

10.84.070 - Conditions of approval.

In approving a use permit or variance, reasonable conditions may be imposed 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.

10.84.105 - Master use permits.

A master use permit authorizing multiple uses for a project with more than five thousand (5,000) square feet of buildable floor area or more than ten thousand (10,000) feet of land area, shall be subject to the provisions applicable to use permits (Chapter [10.84](#) et seq.), with the following exceptions or special provisions:

- A. **Scope of Approval.** Individual uses located in such a project shall not be subject to separate use permits, if otherwise required by the land use regulations of this Title, provided such uses are identified within the scope of development approval.
- B. **Uses; Parking.** The master use permit shall establish a mix of uses by classification, or combinations of use classifications defined in [Chapter 10.08](#) of this title. The mix of uses shall be the basis for a percentage distribution of building gross leasable floor area by use classification. Parking and loading requirements approved in conjunction with a master use permit shall correspond to the percentage distribution of building gross leasable floor area by use classification.
- C. **Subsequent Use; Tenant Changes.** Subsequent changes in the tenants and/or occupants of the project shall conform to the percentage distribution of leasable square footage by use classification and corresponding parking and loading requirements of the approved master use permit.
- D. **Subsequent Permits.** Applications to establish a new use within a multiple tenant project which has an approved master use permit shall not require either amendment to or filing of a new master use permit, provided that the new use conforms to the approved mix of uses, parking requirements, and conditions imposed on the project.
- E. **Nonconforming Sites—Permit Requirement.** An existing multiple use or multiple tenant project which has a valid use permit and/or individual use permits for specific uses or tenants within the project shall be required to obtain a master use permit when a change is proposed which cumulatively constitutes an increase of five percent (5%) of gross leasable area or ten thousand (10,000) square feet, whichever is less.

Title 10 - PLANNING AND ZONING
PART IV - — SITE REGULATIONS
Chapter 10.72 – SIGN CODE- PORTIONS

Chapter 10.72 - SIGN CODE*

10.72.010 - Purpose and intent.

The purpose of signs is to provide business identification. The location, height, size, and illumination of signs are regulated in order to maintain the attractiveness and orderliness of the City's appearance; to protect business sites from loss of prominence resulting from excessive signs, particularly pole signs, on nearby sites; to protect the public safety and welfare.

10.72.030 - Definitions.

"Monument sign" means a free-standing, ground mounted sign that does not exceed six feet (6') in height.

"Pole sign" means any free-standing sign exceeding six feet (6') in height excluding signs specified as exempt in this chapter.

"Wall sign" means any sign attached to or painted on a wall, window, or parapet/mansard wall, of a business, parallel to the wall.

10.72.050 - Permitted signs.

The following schedule prescribes sign regulations for all types of land uses, as defined in [Chapter 10.08](#) of this title. The columns establish basic requirements for sign quantities, sizes, and locations; letters in parentheses in the right-hand column refer to "additional regulations" following the schedule.

s.f. = square feet l.f. = lineal feet

Maximum sign area is sum of area of all sign faces unless otherwise specified

Land Use	Sign Type	Maximum Number	Maximum Area	Height	Permitted Projection	Additional Reg's
Commercial in Area Districts I & II	Wall, Awning, Monument & combinations thereof (W/A/M)	No limit	<u>2</u> s.f. per 1 l.f. of property frontage	Top of wall max.	12 inches	(B)
	Pole	1 per site in lieu of all Monu. signs on the site	0.5 s.f. in lieu of 1 s.f. of W/A/M sign area permitted above	30 ft. max.	12 inches	(B)(C)(D)
	Pedestrian	1 double faced per Pedest. entrance	<u>4</u> s.f. per face	8 ft. min. 14 ft. max.	3 feet	(B)
	Temporary	As per Temporary Sign Permit	As per Temporary Sign Permit	As per Temporary Sign Permit	None	(A)

10.72.060 - Sign program.

An approved sign program is required for any multiple tenant site, consistent with the regulations of this chapter, prior to issuance of any sign permit upon said site. The purposes of a sign program are to establish uniform sign design guidelines and sign area allocations for all uses and/or buildings on a site which conform to the requirements of this chapter, and incorporate sign exceptions approved pursuant to Section [10.72.080](#). An application for a sign program shall be reviewed by the Director of Community Development, unless filed in conjunction with a use permit or amendment, in which case said application shall be reviewed by the Planning Commission. The Director of Community Development may approve modifications to all approved sign program which are in compliance with the sign regulations of this chapter, unless stated otherwise in the approved sign program.

10.72.080 - Sign exceptions.

On sites where strict application of this chapter creates results inconsistent with the intent of this chapter, the Planning Commission may approve modifications to the requirements of this chapter.

Applicants shall submit copies of a proposed sign program with plans and elevations drawn to scale of all existing and proposed buildings and signs as part of the exception application. Upon receipt of a complete application the item will be placed on the next available Planning Commission agenda.

An application for a sign exception as it was applied for, or in modified form as required by the Commission, shall be approved if, on the basis of the application, plans, and materials submitted; the Commission finds that:

- A. The proposed sign exception would not be detrimental to, nor adversely impact, the neighborhood or district in which the property is located. Potential impacts may include, but are not limited to, design;
- B. The proposed sign exception is necessary in order that the applicant may not be deprived unreasonably in the use or enjoyment of their property;
- C. The proposed sign exception is consistent with the legislative intent of this title; and
- D. For sign exceptions proposed in the coastal zone, the sign design and scale does not:
 - 1. Obstruct views to or along the coast from publicly accessible places;
 - 2. Adversely impact public access to and use of the water;
 - 3. Adversely impact public recreation, access or the visual resources of the coast.

In granting any such exception, the Planning Commission may impose reasonable conditions or restrictions as deemed appropriate or necessary to assure compliance with subsections A through D of this section, and to protect the public health, safety, and general welfare.

In granting any such exception, the Planning Commission may impose reasonable conditions or restrictions as deemed appropriate or necessary to protect the public health, safety, and general welfare.

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Laurie B. Jester

From: Mark Neumann <mark@columbiadevelopmentgroup.com>
Sent: Wednesday, April 17, 2013 4:50 PM
To: Laurie B. Jester
Subject: Manhattan Village Expansion
Attachments: 3500 Mall Expansion Comments 4-17-13.pdf

Laurie,

I will be out of town for business on April 24, Please include the attached letter in the Staff Report / Report to the commissioners.

Thanks you,

Mark Neumann
3500 Sepulveda, LLC
PO BOX 3357-1357
Manhattan Beach, CA 90266
V 310-546-5151
F 310-546-7676



3500 Sepulveda, LLC, et al

April 17, 2013

Richard Thompson
Director of Community Development
City of Manhattan Beach
1400 Highland Avenue
Manhattan Beach, CA 90266

Re: 3500 Sepulveda – Manhattan Village Expansion

Dear Mr. Thompson:

We are the owners of 3500 Sepulveda, known as the "Hacienda Building". The Hacienda Building, located within Manhattan Village Mall is a separately owned building. The Hacienda building shares the parking area within the mall and has control of changes to the parking under the terms of the common area agreement (COREA).

On October 8, 2008, Hacienda entered into a Settlement Agreement with RREEF agreeing to the expansion of the Mall based upon a site plan dated 8-1-08. This plan was heavily negotiated and required to provide a minimum amount of parking to service the Hacienda Building as well as the balance of the Manhattan Village expansion. The Settlement Agreement required Hacienda to sign an application for expansion with the City. The plan RREEF has submitted for the April 24th Planning Commission is vastly different from the plan approved in the Settlement Agreement. We have met with REEF and explained in detail why this new plan is unacceptable to Hacienda. Hacienda is not in support of the current plans to expand the Mall. The Settlement Agreement is not bound by confidentiality. Hacienda has provided a copy to the Planning Department, and we are glad to share the terms with you.

As residents in addition to property owners, we are concerned that the City is expending considerable resources processing a plan that has not and will not be approved by the Co-Owners of the Mall. While we are not in objection to an expansion of the Manhattan Village Mall, we are consistent in our belief that the mall expansion plan must consider the existing property owners, business owners and the needs of the community.

Therefore, we felt it was important to provide the attached list of concerns at this time.

Sincerely

Mark Neumann
3500 Sepulveda, LLC
13th & Crest Associates, LLC

Richard Rizika
6220 Spring Associates, LLC



3500 Sepulveda, LLC, et al

In August of 2008 we reached an agreement with RREEF on expanding the mall based on a much less dense attached plan, dated August 1, 2008 with only two level garages, not three and four level garages. The project is very complex and you should pay very close attention to the construction phasing. Phases 2 and 3 may never get built.

Traffic/ Parking

Traffic in and out on all public streets is a problem now. RREEF's traffic engineer wants the residents to believe that **adding over 500 parking spaces** will not increase traffic. If you compare it to Plaza El Segundo, the collector streets into the mall are too short to handle the current mall traffic. Plaza El Segundo works because it has a big, long collector street to get the traffic off of Sepulveda. Parking is not distributed in balance with the added Retail Space.

Phasing - Fry's / Corner of Sepulveda and Rosecrans

The biggest potential benefit to the Residents of Manhattan Beach will be joining the Fry's parcel into the Mall. If traffic generated by this corner is required to **circulate on the mall property** not on Rosecrans and Sepulveda, it has the potential of improving traffic flow at the busiest intersection in Manhattan Beach. Unfortunately, RREEF proposes this as the last phase of the project, which means it may never happen. While the Fry's lease expiration date is driving the phasing, it is in the City's best interest, for this phase to go first.

Phasing - Macy's / Expansion

The cost to build the garage required for the Macy's expansion, which bridges over the Veterans parkway is so expensive that this phase will likely never happen. This leaves the residents with only the first phase. Two - THREE (3) story garages in the middle of Manhattan Village Mall.

Site Density

Residents will be surprised by the density of the existing site let alone the proposed density. RREEF purchased a fully occupied developed mall, not a vacant development site. The mall is 100% occupied, it is not vacant nor struggling. If they develop the site as proposed they stand to make millions while leaving the residents with a traffic nightmare.

RREEF's current proposed project will contain more retail space per acre than Plaza El Segundo and Del Amo Fashion Center. Only the South Bay Galleria is more dense. Do the residents of Manhattan Beach want/need large Galleria type parking garages? Here are the numbers.

Plaza El Segundo

Land: ± 37 acres, Bldg: 381,000; SF/Acre 10,297

Del Amo Fashion Center

Land: ± 150 acres, Bldg: 2,277,000; SF/Acre 15,180

South Bay Galleria

Land: ± 30 acres, Bldg: 959,247; SF/Acre 31,975

Manhattan Village Mall (includes common area)

Land: ± 44 acres, Bldg: 614,151; SF/Acre 13,958
Proposed, Bldg: 737,823; SF/Acre 16,769

Laurie B. Jester

From: Mervis Reissig <merv4peace@gmail.com>
Sent: Monday, April 15, 2013 6:33 PM
To: Laurie B. Jester
Subject: Manhattan Village Shopping Center Enhancement

I received the Notice of Planning Commission Hearing and am unable to attend. However, I do see that the NUMBER of additional parking spaces is not included in the materials.

Parking at Manhattan Village is already the worst of any shopping area I visit. Sometimes the only parking available, even with existing retail, is limited to just a few spaces in the bank area. They need to expand current capacity as well as providing for future businesses.

Mervis Reissig
3400 N. Valley Drive #35
MB 90266

Laurie B. Jester

From: Andrew Farag
Sent: Thursday, April 11, 2013 10:02 AM
To: Laurie B. Jester
Subject: FW: Manhattan Village Shopping Center Enhancement Project

Laurie,

Please see question below. Thank you

Andrew Farag
Administrative Clerk

P: (310) 802-5526
E: afarag@citymb.info



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From: Aileen Martin [<mailto:aileenm329@gmail.com>]
Sent: Thursday, April 11, 2013 9:46 AM
To: Andrew Farag
Subject: Re: Manhattan Village Shopping Center Enhancement Project

Please note that my main concern is that a minimum of trees are cut down. What assurance can you give me? Is there a Save the Trees group I can join? :-) thank you, Aileen Martin

Sent from my iPhone

On Apr 10, 2013, at 9:12 AM, Andrew Farag <afarag@citymb.info> wrote:

Good Morning,

Attached is the Manhattan Village Shopping Center Enhancement Project notice for your record. We also mailed out the notice yesterday afternoon. Thank you

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MANHATTAN VILLAGE SHOPPING CENTER

ATTACHMENT TO

MASTER LAND USE APPLICATION FORM

ENVIRONMENTAL INFORMATION FORM



ATTACHMENT G
PC MTG 4-24-13

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I. Introduction

RREEF America REIT II Corporation (“applicant”) is proposing improvements to the Manhattan Village Shopping Center (“MVSC”, “MVSC Site”) located at 3200-3600 South Sepulveda Blvd. in the City of Manhattan Beach (Figure 1 – Regional Location/Vicinity Map; Figure 2 – Aerial Photograph of Site). There are two additional owners in fee of the properties known generally as the “Hacienda” and “Macys” parcels and the owners of both of these parcels have agreed to the submittal and processing of the EIR and related zoning entitlements.

The MVSC was constructed in phases starting in 1979 as a local-serving, multi-purpose, multi-tenant mall. The MVSC is the largest retail center in the City. It is one of the City’s dominant retail/restaurant and office centers in a regionally competitive environment among neighboring cities for retail facilities, sales tax revenues, jobs and community pride and personality.

- The MVSC Site is 44 ac, consisting of 25 parcels including the existing railroad right of way, the Macys, Hacienda and Fry’s parcels (Figure 3 – Existing Site Plan).
- RREEF owns 41.42 ac, (including the 3.1 ac Fry’s parcel- 3600 Sepulveda Blvd) and Macy’s and Hacienda each owns one parcel in fee of 1.90 and 0.68 ac respectively.
- MVSC has approximately 572,837 sq ft of gross leasable area (“GLA”) (without the 46,200 sq ft Fry’s store there is 526,637 sq ft. GLA) distributed as follows:
 - ◆ 420,247 sq ft of retail uses,
 - ◆ 65,734 sq ft of restaurant uses,
 - ◆ 17,500 sq ft cinema (currently vacant),
 - ◆ 36,151 sq ft within six banks,
 - ◆ 11,527 sq ft of office uses, and
 - ◆ 21,678 sq ft of medical office uses;
 - ◆ 2,232 surface parking spaces and 210 leased parking spaces east of the MVSC.

Proposed improvements will significantly enhance and upgrade circulation, parking, public appearance, quality of experience, and compliance with 21st Century environmental and sustainability benchmarks:

- Improving distribution of arrival and departure traffic around the MVSC.
- Implementing street frontage improvements that result in a more attractive appearance and increased functionality as follows.
- Modifying and enhancing the existing combination enclosed mall and retail strip style shopping center of 1970s origin to reflect a 21st century, state of the art, multiple use Town Center with enhanced outdoor spaces, better public and private vehicular access, and enhanced bicycle and pedestrian access to and within the MVSC, and
- Moving away from surface parking as dominant and pedestrian access as secondary - to a town center layout where parking is predominantly in structures and greater areas are dedicated to pedestrian- oriented common area and outdoor amenities.
- Proving parking at a minimum level relative to need.

II. Entitlement Request

Zoning entitlements are requested for. The City and its residents would benefit from phased upgrades to make the MVSC more current in terms of architecture, vehicular, transit, pedestrian and bicycle access, and tenancy mix.

- There are two “Component Projects” – proposed to be implemented in two phases - that are included in the zoning entitlement request.
- However, a future third project has been analyzed in the Draft and Final EIR documents (Figure 4 – Boundaries of VS and NEC Components and NWC Project; Figure 5 – Concept Plan – VS and NEC Components and NWC Project).
 - ◆ Phase I is known as the Village Shops Component (“VS”)
 - ◆ Phase II is known as the Northeast Corner Component (“NEC”).
 - ◆ The third project which is not a part of the zoning entitlement request is known as the Northwest Corner project (“NWC”).
- The future development of the NWC project has been fully analyzed in the EIR and certification of the EIR covers Phases I and II (VS and NEC), and the NWC project which would be developed after Phases I and II (VS and NEC).
- The development envelope of the NWC project has been described in this entitlement application to maintain continuity with the EIR and to enable consideration of the future development implications of the NWC project as a future third phase.
- Development of the NWC project will require subsequent zoning entitlement through a discretionary Planning Commission public hearing process and consideration by the City of either adequacy of the previously certified EIR, amendment of the certified EIR, or a separate CEQA environmental document such as a Mitigated Negative Declaration (“MND”) or Negative Declaration (“ND”).

The VS and NEC components and future NWC project are collectively defined by a boundary that creates an 18.3 ac MVSC “Enhancement Area” (Figure 4 – Boundaries of VS and NEC Components and NWC Project).

The applicant is filing a Master Land Use Application consisting of an MUP Amendment, a Height Variance, a Master Sign Program (“MSP”) / Sign Exception Amendment.

- The requested entitlements would govern the entire 44 ac MVSC including all of the structures, parking and improvements proposed in the VS and NEC components and certain MVSC-wide improvements to vehicular, pedestrian, bicycle circulation, and landscaping, but none of the parking or habitable structure improvements associated with the NWC project.
- During ministerial site plan Director’s review (Paragraph 4) of the VS and NEC building permit requests the applicant will work closely with City staff to entitle plans that show the extent of limited non parking and non habitable structural improvements (i.e., landscape, bicycle, roadway and pedestrian upgrades) that may be accelerated for development into the NWC project area during the VS and NEC phases.
- Some limited non retail and non parking improvements in the NWC will be developed prior to full entitlement of the NWC project to enable the applicant to transition certain improvements that originate during the VS and NEC component phases to within the NWC project portion of the Enhancement Area.

The following summarizes the scope of the requested entitlements:

- 1 **MUP Amendment**: A comprehensive MUP Amendment that applies to the 44 ac MVSC Site as follows:
 - a) Amends the 2001 MVSC MUP (Resolution PC 01-27).
 - b) Enables the applicant to continue to operate all existing land uses entitled under the 2001 MVSC MUP (Resolution No. PC 01-27, pg 5, Land Use 7 a-j), the 2008 and 2010 Hacienda MUP Amendments, the 1991 Fry’s CUP (Resolution No. PC91-1) and Fry’s Sign Appeal (Resolution No. 91-30).

- c) Establishes that conditions of approval in prior Hacienda MUP Amendments shall be made a part of this MVSC Site MUP Amendment.
 - d) Entitles a net increase in GLA of 88,528 sq ft above the existing 572,837 sq ft of retail and commercial land uses in Enhancement Area to 661,365 sq ft GLA (668,082 sq ft GLA under the Equivalency Program described below) at the completion of both the VS and NEC Components broken down as follows:
 - i) 41,156 net new GLA (22,144 sq ft of demolition) during the VS Component yielding a total at the end of the VS phase of 613,993 sq ft including existing GLA in the NWC.
 - ii) 47,372 sq ft of net new GLA (2,628 sq ft of demolition) during the NEC Phase to yield a total of 661,365 sq ft including existing GLA in the NWC project area.
 - iii) Entitles a maximum of 88,528 sq ft GLA without the Equivalency Program and up to 95,245 sq ft. of net new development with the “Equivalency Program” as described in the EIR Traffic Study . The maximum MVSC-site wide GLA at the end of Phases I and II is 661,365 sq ft or 668,082 sq ft GLA with the Equivalency Program; the EIR presents the Equivalency Program inclusive of the NWC project buildout.
 - e) Entitles a net increase in parking of 348 stalls greater than the existing 2,393 stalls in the entire MVSC Site for a total throughout the MVSC site of 2,741 stalls at the completion of both the VS and NEC Components broken down as follows (Figure 6 – Phase I VS Component; Figure 7 – Phase II NEC Component):
 - i) 285 net new stalls during the VS Component yielding a total at the end of the VS phase of 2,678 stalls including existing stalls in the NWC.
 - ii) 63 net new stalls during the NEC Component to yield a total of 2,741 stalls throughout the entire MVSC site include the existing GLA in the NWC project area.
 - f) Development to be governed by the MUP Amendment is detailed in the overall Site Plan Development Package – Sheets 1 – 56 dated 4-16-13. This includes the maximum heights and building envelopes within the VS and NEC components of the Enhancement Area and includes for reference only the proposed heights in the future NWC project which will be subject to a future separate discretionary entitlement process described below (Paragraph 4) (Figure 8 –Envelopes and Heights Diagram).
 - g) Establishes that a “conditionally permitted” land use may be entitled through a discretionary process without an MUP Amendment.
 - h) Will include general, procedural, and operational conditions of approval to be set forth in the Final MVSC Site MUP Amendment Resolution.
 - i) Revises the MVSC 2001 MUP Condition Nos. 10 and 11 of the 2001 MUP – which are specifically applicable to the RREEF, Hacienda, Macys and Fry’s parcels that make up the MVSC Site - as follows:
 - i) Allows up to 89,000 sq ft of alcohol serving restaurant uses.
 - ii) Allows more than 89,000 sq ft of alcohol serving restaurant uses as long as an additional 2.6 parking spaces for every 1,000 GLA above 89,000 sq ft. are provided, and
 - iii) Allows new alcohol-serving restaurant uses by right without an MUP Amendment or separate CUP.
 - j) Authorizes 15 ft- tall light standards on tops of parking structures with lighting findings to be made a part of the MUP Amendment (MBMC S. 10.64.170 c.9).
- 2 **Variance – Height:** The by- right building height in the CC Zoning District is 30 ft. (or 22 ft. if the roof pitch is less than four vertical ft to each twelve lineal ft of roof area, MBMC S.10.16.030). A Height Variance is requested to exceed the 30 ft height on certain buildings and parking structures to incorporate architectural features, elevator overruns, and/or mechanical equipment. The

MVSC has previously been granted a height variance and along with the proposed height variance, there will continue to be consistency between the as-built heights and the exceptions to height being proposed for the Enhancement Area VS and NEC Components and for reference only – the NWC project area. Bulk and massing of the MVSC Site will continue to be at a scale consistent with a local-serving town center. Heights for all proposed structures in the Enhancement Area - including the NWC project for reference only - are shown in Table I-1 and conceptually depicted in elevations and perspective drawings (Site Plan Development Package, 4-16-13). Most buildings and parking structures do not exceed the 30 ft height except for the inclusion of the features, overruns and equipment stated above.

- a) **VS Area**: A maximum of 42 ft for a building inclusive of an architectural feature and 40 ft for a parking structure with an elevator overrun.
 - b) **NEC**: A maximum of 56 ft for a building inclusive of an elevator overrun, and 55.5 ft for a parking structure with an elevator overrun.
 - c) **NWC (for reference only)**: A maximum of 54 ft for a building inclusive of an elevator overrun and 44.5 ft for a parking structure with an elevator overrun. A Gateway Element will extend to a maximum of 46 ft from adjacent grade.
- 3 **Master Sign Program / Sign Exception Amendment**: Amend the 2002 MSP (Resolution No. PC 02-07) to enhance and complement the overall design and character of the MVSC Site (Table I-2). The MSP entitlement will enable the applicant to change out or make improvements to signage within the NWC project area which will insure consistency with signage changes within the rest of the MVSC Site area.
- 4 **Ministerial and Discretionary Site Plan Review Processes**
- a) **Ministerial Site Plan Review**: The master land use application seeks zoning entitlements that will enable the applicant to construct improvements in the VS and NEC Component areas. As part of the building permit process the applicant will seek approval of construction drawings. For drawings that are substantially consistent with the Site Plan Development Package the Community Development Department staff will conduct ministerial site plan Director's review, with appeal to the Planning Commission for issues that cannot be solved ministerially.
 - b) **Discretionary Site Development Review**: For drawings that are determined by City staff to be substantially inconsistent with the Site Plan Development Package the Community Development Department staff will conduct discretionary site development review through the Planning Commission with appeal to the City Council for issues that cannot be entitled to the satisfaction of the applicant.

III. Project Description

- 1) **Enhancement Program**: The MVSC Site Enhancement Program as it relates to Phases I and II proposes 24,772 sq. ft GLA to be demolished and 113,300 sq. ft. of new GLA development for a net increase of 88,528 sq. ft GLA excluding the future NWC project inside the 18.3 ac "Enhancement or Development Area" as defined in the EIR (Figure 4 - Boundaries of VS and NEC Components and NWC Project).
 - a) When accounting for existing development on the MVSC Site, upon Project completion, the MVSC Site would include a total of approximately 661,365 excluding the NWC project.
 - b) An "Equivalency Program" is proposed as part of the Project to respond to demands of the southern California economy and MVSC tenants, which provides for exchange based on PM peak traffic equivalency factors between land uses permitted by the 2001 MVSC MUP.
 - c) Under this Program, retail, restaurant, cinema, office, medical office, and health club uses may be exchanged for each other based on specific PM peak hour trip conversion factors.
 - d) The exchange can result in a maximum of 6,717 sq ft GLA in addition to the 88,528 sq ft GLA for the VS and NEC phases for a total of 95,245 sq ft GLA net new development.

- e) New on-site parking structures and surface parking would continue to be used to provide 4.1 parking spaces per 1,000 sq ft to accommodate new GLA.
 - f) Community Development Staff can require an additional 2.6 spaces (6.7 total) for each 1,000 sq. ft. of retail space converted to restaurant use totaling more than 89,000 sq. ft. GLA. .
 - g) Of the proposed 88,528 sq. ft of net GLA development, no more than 41,156 sq. ft. net GLA will be allocated to the VS area.
 - h) No traffic mitigation is required to implement the Enhancement Area Project – including the NWC project (Gibson Transportation Consulting, Inc. April 2012) as analyzed in the DEIR.
- 2) **Proposed Concept Plan**: A Concept Plan illustrating how development may appear within the Enhancement Area was presented in the DEIR and considerably enhanced and further developed in the Site Plan Development Package dated 4-16-13). The Site Plan Development Package presents a detailed overview of how design of the MVSC Site could reflect market demand and future tenant expansions and contractions. For reference only and based on the prior request of the Planning Commission the entitlement application includes a summary of the conceptual NWC project (White Paper No. 1; Site Plan Development Package).
- a) Since the specific location and orientation of actual future buildings within the Enhancement Area has not yet been determined, the Site Plan Development Package presents possible ways the Enhancement Area can be developed to meet the goals of providing a 21st century, state of the art, multiple use Town Center with enhanced outdoor spaces, better public and private vehicular access, and enhanced bicycle and pedestrian access to and within the MVSC.
 - b) The DEIR analyzes the maximum envelope of development possible within the Enhancement Area and was not limited to a specific plan.
 - c) The Site Plan Development Package presents the conceptual plans for the VS and NEC Components and for reference only - the NWC project. The development of the VS and NEC areas is depicted in the Package as follows:
 - i) The VS Component (Figure 6 – Phase I VS Component) is anticipated to include development of new retail and restaurant uses within new buildings centered around the existing freestanding buildings located within the more central portion of the MVSC and west of the main mall building. These new buildings would create an open air “village” of shops that would tie to the existing central MVSC entrance. It is anticipated that new parking structures would be integrated to the north and south of the VS common area and that new retail uses would be located along the ground level along the south side of Cedar Way across from the existing main mall building. Existing retail uses within the southernmost portion of the VS component that comprise approximately 4,644 sq ft are anticipated to be removed to provide for reconfigured retail buildings and parking areas.
 - ii) The NEC Component (Figure 7 – Phase II NEC Component) anticipates the demolition of the 17,500 sq ft cinema building. The approximately 2,628 sq ft of adjacent restaurant uses may also be removed, when the cinema building is removed. As illustrated by the Site Plan Development Package, these existing buildings may be replaced with a new parking facility and/or new retail buildings that may include the expansion of the existing Macy’s Fashion store.
 - iii) For Reference Only: As part of the NWC project within the Enhancement Area, the existing approximately 46,200 sq ft Fry’s Electronics store may close and the building may be demolished. As shown in the Site Plan Development Package the Fry’s Electronics store building may be replaced with new MVSC buildings and a new parking facility that may include new buildings located on top of the parking facility, if not built at grade. This component includes partially decking the below-grade railroad right-of-way and construction of an access ramp from below grade to the ground level parking area to integrate buildings and access within the NWC with the remainder of the MVSC.

- iv) Over time, redevelopment and tenant improvements will be proposed for areas outside the Enhancement Area. The applicant will utilize a ministerial site plan Director's review process as part of the building permit process for proposed improvements that are substantially consistent with the Site Plan Development Package within the VS and NEC Components. The applicant will utilize a discretionary Site Development Review process through the Planning Commission to entitle the NWC project and any VS or NEC Component improvements that are found to be substantially inconsistent with the Site Plan Development Package.

3) **Enhancement Area Building Heights and Architectural Design:**

- a) **Building Heights:** Envelopes showing maximum heights and locations for buildings and parking decks have been established for the Enhancement Area (Figure 8 – Envelopes and Heights Diagram; Table I-1).
 - i) **VS Component:** The majority of new buildings would be comprised of one-level with an approximate maximum height of 32 ft; new parking facilities will have heights of up to 26-ft with possible architectural features extending another 10 ft above the top of the railing of the upper parking deck or above the parapet of a building. New buildings may also be integrated within new parking facilities.
 - ii) **NEC Component:** New buildings would be a maximum of 42 ft as measured from grade to the top of the parapet, similar to the existing Macy's Fashion store; possible new parking facilities would be a maximum of approximately 41.5 ft as measured from grade to the top of the railing of the upper parking deck.
 - iii) **NWC Project – For Reference Only:** Buildings would consist of up to two levels with a maximum height of 40 ft and may include new parking facilities with a maximum height of up to 30.5 ft. A proposed City architectural "gateway element" in this area would extend up to 46 ft from grade to announce entry into the City.
- b) **Architectural Design:** The Site Plan Development Package includes multiple perspectives depicting how architectural style of new buildings will complement existing buildings. New shops would include architectural design features to provide visual interest; walls are anticipated to have plaster stucco finish with stone bases, clay tiles would be applied to sloping roofs, and flat roofs would have a smooth finish top-coat and cornice. Additional design features include:
 - i) Screened mechanical and elevator systems on flat roofs.
 - ii) Wooden shutters, wooden and metal trellises, metal lattices for plantings, wooden louvers, fabric awnings, metal canopies, and ornamental metal and masonry details.
 - iii) South facing façades would have increased shading to decrease solar heat gain while allowing daylight to penetrate into spaces.
 - iv) The new VS common area would be enhanced by seating, potted plants, fountains, kiosks, and other amenities for guests.
 - i) Parking facilities are also anticipated to complement the existing Spanish/Mediterranean style. Each deck exterior would consist of vertical pre-cast panels with climbing vines and other landscaping. The pre-cast panels will be detailed in the appropriate aesthetic and its overall façade will disguise a typical parking garage. Awnings may be installed along Cedar way to create the feeling of a more quant urban streetscape.
 - ii) Architectural features on key building corners may also be included in order to orient pedestrians, denote entry and exit points, and vary the height of the decks so as to increase visual interest. These features would be designed as signature elements that contribute to the overall aesthetic value.

- 4) **Proposed Landscaping:** As part of the proposed Project, a landscaping plan will be developed and implemented to enhance the existing character of the Enhancement Area. The

applicant will utilize a ministerial site plan Director's review process as part of the building permit process for proposed landscape improvements that are substantially consistent with the Site Plan Development Package within the VS and NEC Components to insure reasonable consistency between landscape outside and inside the Enhancement Area.

- a) Consistent with MBMC S. 10.60.070 and landscaping requirements in the Sepulveda Blvd. Development Guide, landscaping would be provided along the perimeter of the new buildings, within the surface parking areas and the along new pedestrian walkways and courtyards.
- b) Landscaping would include native and drought-tolerant trees and shrubs, as well as ornamental plantings and shade trees. Efficient irrigation delivery methods would be used throughout the Enhancement Area.
- c) Any significant public right of way trees removed during construction would be replaced.

5) **Signage:**

- a) **Signage:** Existing signs within the MVSC include a mix of canopy, directional, monument signs, pedestrian, wall, and pole signs pursuant to the 2002 MSP and the 1991 Fry's Sign Appeal (PC 91-30).
- b) The Project proposes new and replacement signage to enhance and complement the overall design and character of the MVSC Site and to guide residents and visitors within and to MVSC components. Exceptions that were approved in the 2002 MSP will survive, and new exceptions are requested (Table I-2).
- c) The Project would not include any electronic message display signs; blinking or flashing lights or other illuminated signs that have changing light intensity, brightness, or color; or movable signs.

6) **Lighting:**

- a) The Project will utilize low-level exterior lighting on buildings, within and on parking facilities, and along pathways. New lighting would comply with MBMC requirements. Low-level lighting to accent architectural, signage, and landscaping elements would be incorporated throughout the MVSC Site.
- b) On-site lighting for parking structures and surface parking areas would include LED light fixtures with specialized optics to direct the light into specific areas allowing for greater control of the light from the fixture. These fixtures allow for nearly all of the light to be directed directly onto the parking deck floor with minimal spill light falling outside the parking structure. These fixtures also have cutoff optics which direct less than 10 percent of the light from the fixture above 80 degrees from nadir (straight down) and no light above 90 degrees (the horizon) with an option for shielding which helps prevent light from traveling in certain directions and reduces the view of the light fixture.
- c) With the use of house-side shields on the fixture heads, light is prevented from traveling in the direction of the surrounding area, which in turn further reduces glow or glare. Light poles within the surface parking areas would be up to 30 ft in height in order to light the 60 ft parking bays. Light poles above the parking decks would be up to 15 ft in height. Lighting controls would allow the stepping down of light intensity after business hours to further reduce glare and increase energy efficiency.

7) **Parking and Access:** (See DEIR S.IV.H, Transportation and Circulation, and Appendix G-1 Traffic Study for detailed access and circulation improvements)

- a) **Parking:** Parking for all existing and proposed land uses across the entire MVSC Site will be 4.1 spaces per 1,000 sq ft of GLA (consistent with the 2001 MUP), and 2.6 additional spaces per 1,000 sq. ft. of GLA above 89,000 sq. ft. of new restaurant use. .

- b) Parking Facilities: The Project would include new parking facilities comprised of grade plus up to three deck levels and reconfiguration of several existing surface parking areas. Facilities would be integrated into the MVSC and partially screened by landscaping.
- c) Extra Spaces: It is anticipated that 2,791 spaces would be provided upon completion of the VS and NEC components with a net increase of 348 spaces - excluding 210 parking spaces currently provided in the City's off-site lot leased by the applicant and others for overflow parking. The final count may vary based on the ultimate types of sq footage developed and the parking ratios.
- d) Construction Parking Ratio – Off Peak: There may be off-peak periods (January through mid-November) during construction in which the 4.1/1,000 sq ft. parking ratio is not maintained. The 210 City-owned spaces may be utilized to supplement parking subject to City approval.
- e) Access: With the exception of access within the NWC the location of driveways leading into and out of the MVSC Site would not change.
 - i) For Reference Only: As part of NWC project the unsignalized Rosecrans Ave. driveway that serves Fry's would continue to provide access to the MVSC Site and the proposed ground-level parking area. This driveway currently accommodates right-turn-in and right-turn-out-only turning movements and unprotected left-in from westbound Rosecrans Ave. With the approval of the City Engineer, this driveway may be relocated to better accommodate traffic flow within the Project. The driveway would be limited to right turns in and out only.
 - ii) The northernmost Sepulveda Blvd. driveway, serving the current Fry's and the future NWC project would be relocated a minimum of 150 ft. south of Rosecrans Avenue and would operate as ingress access only to the MVSC Site. The driveway operates in the as-is configuration until such time as Fry's were to close in approximately 2016.
 - iii) During the VS component the lower surface parking lot adjacent to Fry's would be restriped to provide a separate bicycle and pedestrian connection with Veterans Parkway to the west of Sepulveda Blvd. Conceptual plans highlighting the parking lot configuration and bicycle and pedestrian connections have been included in the Site Plan Development Package. A site plan showing bicycle and pedestrian improvements will be reviewed through a ministerial site plan Director's review process as part of the building permit process.
 - iv) During the VS Component the easterly Rosecrans Ave. Project driveway (adjacent to the medical office building serving the lower level parking) may be re-aligned or shifted westerly to provide greater separation from the Village Drive and Rosecrans Ave. signalized intersection and modified to provide improved alignment with Rosecrans Ave. This easterly unsignalized Rosecrans Ave. driveway accommodates right-turn-in and right-turn-out-only turning movements between the lower level parking and Rosecrans Ave. With proposed modifications (i.e., shifting or realigning its location further to the west and realignment with Rosecrans Ave.), this driveway would remain unsignalized with stop sign control for right-turns out of the driveway.
 - v) For referral only, during the NWC project a 175-ft deceleration lane (60-ft transition taper and 115-ft storage area) on the south edge of Rosecrans Ave. would be constructed for the westerly driveway.
- 8) Hours of Operation: Typical hours of operation for the main mall building are 10:00 a.m. to 9:00 P.M. M - F, 10:00 A.M. to 8:00 P.M. on Saturday, and 11:00 A.M. to 6:00 P.M. on Sunday. The main shopping mall usually extends its hours of operation during the holiday season.
 - a) Restaurants are permitted under the 2001 MUP to operate from 6:00 A.M. to 2:00 A.M. seven days a week.
 - b) The Ralph's grocery store is open 24 hours a day, seven days a week, and the CVS pharmacy is open from 7:00 A.M. to 11:00 P.M., seven days a week.

- c) Medical office and bank hours are typical of offices, with most employees arriving between 7:00 A.M. and 9:00 A.M. and leaving between 5:00 P.M. and 7:00 P.M. on weekdays. There are regular weekend hours for medical uses; banks are generally open 9:00 A.M. to 4:00 P.M. weekdays (most banks close by 2:00 P.M. on Saturdays and are closed Sundays).

9) **Construction Schedule and Grading:**

- a) Schedule: The proposed VS and NEC Components would be completed based on market demand and tenant expansions and contractions over a multi- year period and vesting shall occur for any portions built out in substantial compliance with applicable codes. The VS buildings and parking facilities will be the first phase and may be substantially complete by the end of 2016.
- b) Grading: A maximum of 14,900 cubic yards of soil import and export is estimated.

- 10) **White Papers:** In order to address issues raised by the public, Community Development staff, and the Planning Commission during entitlement review, the applicant has submitted nine “white papers”. The attached white papers provide in-depth information not contained in the EIR for the subject project to assist the Planning Commission and City Council with review of the zoning entitlements.

IV. Proposed Findings

MUP - Suggested Findings: The applicant is requesting City action approving the proposed Enhancement and Equivalency Programs described in this MUP request. The following are the suggested statements to assist City staff in making the four findings (MBMC S. 10.84).

1. **The proposed location of the use is in accord with the objectives of Title 10 of the Manhattan Beach Municipal Code, and the purposes of the District II in which MVSC is located.**
 - a) Commercial Zone Consistency: The development of the Enhancement Area and future upgrades to the entire MVSC Site are consistent with the goals of the CC District II (MBMC Ss. 10.16 et seq) as follows:
 - i. Provide appropriately located areas consistent with the General Plan for a full range of office, retail commercial, and service commercial uses needed by residents of, and visitors to, the City and region.
 - ii. Strengthen the City's economic base, but also protect small businesses that serve City residents.
 - iii. Create suitable environments for various types of commercial and compatible residential uses, and protect them from the adverse effects of inharmonious uses.
 - iv. Minimize the impact of commercial development on adjacent residential districts.
 - v. Ensure that the appearance and effects of commercial buildings and uses are harmonious with the character of the area in which they are located.
 - vi. Ensure the provision of adequate off-street parking and loading facilities.
 - vii. Provide sites for public and semipublic uses needed to complement commercial development or compatible with a commercial environment.
 - b) Zoning Use Consistency: The Site's General Commercial and Community Commercial zoning are consistent with the City's General Plan Land Use designation of Manhattan Village Commercial for the MVSC, and supports the continuing operation of a planned commercial center fronting along commercial corridors – not residential uses, and serving local residents. (Policy LU 6.3; MBMC S. 10.01.030.A.1; MBMC Ss. 10.16 et seq.)

- c) Zoning Development Consistency: Existing improvements within the MVSC Site and the Proposed Project are or will be developed in accord with the purpose of Zoning District II, and Community Commercial and General Commercial zoning for MVSC. A variety of retail, restaurant, office, and specialty uses exists and are proposed to continue, and will be provided parking at a rate estimated to be above that required by code. The additional floor area will assist in maintaining and attracting high quality tenants which ensure the success of a multiphase development. (LU 6.1; LU6.2: MBMC 10.01.030.F; MBMC Ss. 10.16 *et seq*)
- d) Enhancement of Retail Amenities and Opportunities: The proposed additional floor area and parking would aid in attracting a diverse mix of high-quality tenants to provide a broad range of shopping and dining options with featured amenities to serve the needs of the community. The anticipated wide variety of retail shops and restaurant uses would help to meet the needs of the residents and visitors to the City of Manhattan Beach and ensure the continued success of the MVSC (MBMC Ss. 10.16 *et seq*).
- e) Consistency with 2001 MUP: The Proposed Project conforms to all key elements of the 2001 MUP including parking standards in excess of codified requirements, and enhancing the appearance of on-going commercial land uses. (2001 MUP CoA 7 of PC Resolution 1-27).
- f) Sepulveda Boulevard Development Guide (“SBDG”): The proposed Enhancement Area development and future tenant improvements to the remainder of the MVSC Site will be consistent with each of the 11 SBDG development criteria as follows:
- i. On-site Reciprocal Access: Reciprocal access and enhanced internal circulation for passenger and commercial vehicles has been and will be readily available for traversing the entire MVSC Site. Minor relocation of existing curb cuts is proposed in order to promote internal circulation. Existing and enhanced interior pedestrian, bicycle, and vehicular circulation across all MVSC parcels will enable visitors and employees to conveniently reach their MVSC destinations.
 - ii. Sepulveda Right Turn Pockets: It is expected that no new pockets are needed to provide safe and efficient right turn movements for north bound entry into the Enhancement Area or the remainder of the MVSC Site in light of Caltrans requiring a new maximum 185 ft. long deceleration lane for the northern most access off Sepulveda.
 - iii. Sepulveda Driveway “Throat” Protection: Existing driveways along Sepulveda Blvd are and will continue to be protected vehicle paths-of-travel. There are and will continue to be physical barriers that prevent the backing up out of parking spaces into the protected driveway areas.
 - iv. Sidewalk Dedication on West Side of Sepulveda Blvd.: The MVSC improvements will not disrupt or prevent meeting the goal of 4-ft. sidewalks along the west side of Sepulveda Blvd.
 - v. Building Orientation Toward Sepulveda: The 2001 MUP includes a finding that the MVSC is consistent with the goals for a Sepulveda corridor as an attractive, comfortable and interesting environment. The Enhancement Area development will improve the appearance of the MVSC site from Sepulveda. The NWC inclusive of the proposed gateway element will better serve as an announcement of the entrance into the City and the retail and entertainment opportunities available on the MVSC Site.
 - vi. Visual Aesthetics as viewed from Sepulveda Blvd: Less desirable elements such as large parking areas, parking structures, blank walls, storage areas, and trash areas are hidden or less prominent as viewed from Sepulveda

Blvd. Continuous landscape planters buffer onsite parking from Sepulveda Blvd. Possible NW Corner parking structures will be reasonably screened by landscaping, building orientation, and available grade separation.

- vii. Residential Nuisances: There are no significant impacts to potential sensitive residential receptors along the Sepulveda corridor. The MVSC Site has been developed and will be enhanced with significant measures to continue to mitigate impermissible noise, light, odor impacts on residential land uses to the east.
- viii. Pedestrian Access: The Enhancement Area will have three “villages”, with pedestrian pathways that create safe and interesting pedestrian access from parking and open space areas to retail and office destinations. The applicant has agreed to utilize the (MBMC S. 10.80.010) process to identify enhanced pedestrian access through the entire MVSC Site.
- ix. Landscaping: All areas of the Enhancement Plan area that face Sepulveda Blvd are proposed to have landscaping that softens and complements the appearance of new structures. The applicant has agreed to utilize the (MBMC S. 10.80.010) process to identify enhanced landscaping that will be visible from Sepulveda Blvd and will create a cohesive appearance across the entire MVSC site.
- x. MVSC Signs: Existing and proposed signage will all be controlled by the 2012 MSP. The MSP considers all signage across all three MVSC Site parcels and for the first time, all signage will be under the control of one master entitlement. Signage will be focused on reasonable heights, minimization of crowding, and clarity of direction and messages.
- xi. Utility Undergrounding: No above ground utilities are proposed.

2. **The proposed location of the use and the proposed conditions under which it will be operated or maintained will be consistent with the Manhattan Beach 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.**

- a) General Plan Consistency: Consolidating separate zoning entitlements for MVSC, Fry’s, and Hacienda into one master entitlement supports and encourages the viability of commercial areas (LU Policy Goal 4). The MVSC is appropriately located consistent with the General Plan for office, retail commercial, and service commercial uses needed by residents of, and visitors to, the City and region (Policy LU-6.3). In particular the MVSC project will continue as a regional commercial center, to serve a broad market – including visitors, and encourage remodeling and upgrading of commercial businesses (Policy Nos. LU 8.2-8.2).
- b) Lack of Detrimental Impacts: The General Plan designation is Manhattan Village Commercial. This designation reflects the unique nature of the subject property as the largest retail development in the City. The proposed development of the Enhancement Area and physical and operational upgrades associated with tenant improvements and redevelopment across the entire MVSC Site are consistent with Goal Number 4 of the Land Use Element, which is to support and encourage the viability off the commercial areas of the City and Goal Number 5, which is to encourage high quality, appropriate investment in commercial areas. The additional floor area is consistent with existing land uses and other nearby commercial properties and is well within the maximum development capacity of the MVSC Site.
 - i. The development in the Enhancement Area and the on-going physical and operational upgrades associated with tenant improvements and

redevelopment across the entire MVSC Site has been oriented to maintain consistency with the unique small beach town identity.

- ii. The focus of the MUP entitlement is to facilitate modifying and enhancing the existing combination enclosed mall and retail strip style shopping center of 1970s origin to reflect a 21st century, state of the art, multiple use Town Center with enhanced outdoor spaces, better public and private vehicular access, and enhanced bicycle and pedestrian access to and within the MVSC. The Manhattan Beach community will benefit from enhanced outdoor spaces, better public and private vehicular access, and enhanced bicycle and pedestrian access to and within the MVSC.
- iii. 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 and maintaining high quality tenants the project will ensure the success of the MVSC.

3. The proposed use will comply with the provisions of Title 10 of the Manhattan Beach Municipal Code, including any specific condition required for the proposed use in District II in which MVSC is located.

- a) Zoning Development Consistency: Existing improvements within the MVSC and Proposed Project are or will be developed in accord with the purpose of Zoning District II, and Community Commercial and General Commercial zoning for MVSC. A variety of retail, restaurant, office, and specialty uses exists and are proposed to continue, and will be provided parking at a rate estimated to be above that required by code. The additional floor area will assist in maintaining and attracting high quality tenants which replace anchor tenants expected to expire and ensure the success of a multiphase development. (LU 6.1; LU6.2: MBMC 10.01.030.F)
- b) MUP Consistency: The Proposed Project is consistent with the MVSC 2001 MUP design conditions inclusive of continuing uses previously allowed, continuing application of parking standards in excess of City code requirements, and enhancing the appearance of on-going commercial enterprises. (2001 MUP CoA 7 of PC Resolution 1-27)
- c) View Along Rosecrans Corridor Regarding Garage Aesthetics: The proposed adaptive reuse and enhancement of parking garages will not obstruct or impact views along Rosecrans Ave. The garages are designed to present a unified and aesthetically pleasing or neutral appearance as a component of a commercial center. The garages do not create unmitigated shade/shadow impacts on surrounding properties.
- d) Sepulveda Boulevard Development Guide (“SBDG”): The proposed Enhancement Area development and future tenant improvements to the remainder of the MVSC Site will be consistent with each of the 11 SBDG development criteria as follows:
 - i. On-site Reciprocal Access: Reciprocal access and enhanced internal circulation for passenger and commercial vehicles has been and will be readily available for traversing the entire MVSC Site. No new curb cuts are needed or proposed in order to promote internal circulation. Existing and enhanced interior pedestrian, bicycle, and vehicular circulation across all MVSC parcels will enable visitors and employees to conveniently reach their MVSC destinations.
 - ii. Sepulveda Right Turn Pockets: No new pockets are proposed nor needed to provide safe and efficient right turn movements for north bound entry into the Enhancement Area or the remainder of the MVSC Site.

- iii. Sepulveda Driveway “Throat” Protection: Existing driveways along Sepulveda Blvd are and will continue to be protected vehicle paths-of-travel. There are and will continue to be physical barriers that prevent the backing up out of parking spaces into the protected driveway areas.
 - iv. Sidewalk Dedication on West Side of Sepulveda Blvd.: The MVSC improvements will not disrupt or prevent meeting the goal of 4-ft. sidewalks along the west side of Sepulveda Blvd.
 - v. Building Orientation Toward Sepulveda: The 2001 MUP includes a finding that the MVSC is consistent with the goals for a Sepulveda corridor as an attractive, comfortable and interesting environment. The Enhancement Area development will not significantly change or impact the appearance of the MVSC site from Sepulveda. The future NWC inclusive of the proposed gateway element will better serve as an announcement of the entrance into the City and the retail and entertainment opportunities available on the MVSC Site.
 - vi. Visual Aesthetics as viewed from Sepulveda Blvd: Less desirable elements such as large parking areas, parking structures, blank walls, storage areas, and trash areas are hidden or less prominent as viewed from Sepulveda Blvd. Continuous landscape planters buffer onsite parking from Sepulveda Blvd. Possible NW Corner parking structures will be reasonably screened by landscaping, building orientation, and available grade separation.
 - vii. Residential Nuisances: There are no sensitive residential receptors that can be affected along the Sepulveda corridor. The MVSC Site has been developed and will be enhanced with significant measures to continue to mitigate impermissible noise, light, odor impacts on residential land uses to the east.
 - viii. Pedestrian Access: The Enhancement Area will have three “villages”, with pedestrian pathways that create a safe and interesting pedestrian access from parking and open space areas to retail and office destinations. The applicant has agreed to utilize the (MBMC S. 10.80.010) process to identify enhanced pedestrian access through the entire MVSC Site.
 - ix. Landscaping: All of the Enhancement Plan areas that face Sepulveda Blvd are proposed to have landscaping that softens and complements the appearance of new structures. The applicant has agreed to utilize the (MBMC S. 10.80.010) process to identify enhanced landscaping that will be visible from Sepulveda Blvd and will create a cohesive appearance across the entire MVSC site.
 - x. MVSC Signs: Existing and proposed signage will all be controlled by the 2012 MSP. The MSP considers all signage across all three MVSC Site parcels and for the first time, all signage will be under the control of one master entitlement. Signage will be focused on reasonable heights, minimization of crowding, and clarity of direction and messages.
 - xi. Utility Undergrounding: No above ground utilities are proposed.
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 the capacity of public services and facilities which cannot be mitigated.**
- a) Developed Area: No expansion of the developed area footprint is proposed outside of the existing boundaries of the 44 ac MVSC Site.

- b) Lack of Adverse Impacts: The proposed project will not result in adverse impacts, inclusive of: traffic, parking, noise, vibration, odors, resident security, personal safety, and aesthetics, or create demands exceeding the capacity of public services and facilities.
 - i. The Project will not be adversely impacted by nearby properties.
 - ii. For reference only during the NWC project, the only change of building footprint is a de minimus increase isolated to the Fry's corner to accommodate a slightly longer building and a garage adjacent to Sepulveda Blvd. The Enhancement Area project as a whole does not change existing lines of sight for pedestrians, vehicular passengers, or adjacent land uses.
 - iii. Circulation and ingress/egress will be maintained or enhanced without creating any unmitigated impacts.
 - iv. The Project promotes unified use of reciprocal access, protected driveway throats, screening, and landscaping within a regional shopping center.
 - c) Green Building Technology: Green-building components addressing water conservation, increased energy efficiency, and pollution reduction are included in the project description.
 - d) EIR Mitigation: An EIR was certified as part of the Proposed Project. The EIR Mitigation Monitoring Program reduces impacts to a level of non-significance.
5. **MUP Suggested Findings – Lighting** (MBMC S. 10.64.170 C.9): A use permit may be utilized to entitle lighting on commercial sites containing at least 25,000 sq ft that have high intensity public use(s) with light sources that exceed 30 ft in height from adjacent grade and produce light that exceeds a maximum of 10 foot candles and if the findings in subsection (C)(8) of S. MBMC S. 10.64.70 and the following additional MBMC S. 10.64.170 C.9 findings are made:
- a) Compatibility with Section 10.64.170 C.8 Findings. City staff determined that the proposed 15 ft tall light standards on the tops of parking decks – with height above grade greater than 30 ft – can be entitled by a Use Permit. All other standards can be met including the avoidance of light nuisances into residential zones where the modeled trespass will be less than 0.2 foot candles. Existing conditions create buffering achieved by difference in ground elevation, the presence of dense mature vegetation, the orientation, location or height/massing of buildings relative to the nearest residential property.
 - b) Proposed Lighting Is Compliant With Remainder of Section C.8 Findings:
 - i. Lighting serves moderate use parking areas: Proposed parking deck lighting provides security and path of travel illumination for moderately-used public parking.
 - ii. Lighting meets all codified standards: A third party EIR consultant verified that proposed lighting produces minimal trespass onto offsite residential properties while still accomplishing the goals of enhancing security, pedestrian and vehicular path of travel and parking space illumination. . Residentially- zoned property are located greater than 250 ft to the south and east of the nearest proposed parking deck light source. Residences to the west of Sepulveda Blvd. are considerably distant by approximately 600 ft from existing or proposed lighting in the Enhancement Area. Mitigation of potential impacts of lighting on offsite sensitive residential and commercial receptors is accomplished as follows:
 - a) Existing and proposed lighting is buffered by:
 - (1) mature vegetation

- (2) Oblique orientation of buildings and light standards,
 - (3) Screening by existing buildings,
 - (4) Distances of at least 250 ft. between proposed parking deck lighting and offsite land uses.
- c) Compatibility with Section C.9 Findings: All proposed lighting meets the following MBMC S. 10.64.170 C.9 required findings:
- i. The maximum height of parking deck lighting is 15 ft. ft above the parking deck,
 - ii. Illumination levels do not exceed permissible levels.
 - iii. All onsite lighting conforms to the scale of existing and proposed buildings. Light standards proposed on the parking decks are specifically located and designed with low emittance levels to preclude lighting that is out of scale despite the above grade level heights.
 - iv. There are no light fixtures proposed within trees canopies, nor intended to illuminate landscaping that currently buffers or in the future will buffer sensitive offsite residential land uses from on site improvements.
- d) Uniformity of MVSC Site Lighting: Exterior lighting upgrades will improve the pedestrian experience, and enhance security. Consolidation of prior zoning entitlements for the MVSC, Hacienda and Fry's properties will result in uniformity in lighting in regards to fixtures, brightness and maximum illumination. Potential new lighting outside the Enhancement Area would be requested by applicant by way of the Site Development Review process through the Planning Commission.

Variance – Building Height - Suggested Findings: The applicant is requesting to construct building and parking improvements in the VS and NEC Component areas and for reference only within the future NWC project area that exceed the 30 ft height allowed by right (MBMC S.10.16.030) by a range of 9 to 26.0 ft. to accommodate mechanical, elevator and architectural features (Table I-1). The request is consistent with the height of existing buildings that were previously entitled by a height variance. .

1. **Because of special circumstances or conditions applicable to the subject property – including narrowness and hollowness or shape, exceptional topography, or the extraordinary or exceptional situations or conditions – strict application of the requirements of this title would result in peculiar and exceptional difficulties to, or exceptional and/or undue hardships upon, the owners of MVSC.**
- a) Existing Conditions Warrant Increased Height: Some existing MVSC building heights extend to 42 ft – 20 ft greater than the 22 ft (due to roof slope) allowed by right. The City and community have previously determined that strict application of the 22 ft height restriction would have resulted in peculiar and exceptional difficulties to balance the community's interest in an enhanced shopping center with the provision of ample parking, attractive architecture, fluid and unrestricted circulation, and diverse land uses. The proven occurrence of historic in situ hydrocarbon contamination that is neutrally encapsulated below ground has further supported and justified the need to expand parking above ground and has eliminated the potential to consider below ground expansion.
 - b) VS Height Exception: The proposed maximum height of 42 ft is substantially similar to existing heights of 42 ft in other areas of the MVSC Site. The structures proposed in this area of the MVSC Site have relatively large setbacks from adjacent land uses, are adjacent to major arterial roadways, and will not create adverse light, shadow or massing impacts.
 - c) NEC Height Exception: The proposed maximum height of 55.5 ft is for an elevator overrun which has a relatively small mass in comparison to the rest of the structure.

The proposed parking and building structures are a maximum of 42 ft tall without architectural features and a maximum of 48 ft tall with architectural features. These maximum structure heights are substantially similar to existing heights of 42 ft in other areas of the MVSC. The structures proposed in this area of the MVSC have relatively large setbacks from adjacent land uses, are adjacent to major arterial roadways, and will not create adverse light, shadow or massing impacts. The bulk/massing of proposed structures is substantially at or below the maximum building height of 30 ft. In the NEC, maximum building heights extend up to 42 ft including a parapet – which without the mechanical, elevator or architectural features is substantially the same as the existing 42 ft tall buildings previously approved by an earlier height variance.

- d) For Reference Only - North West Corner Height Exception: A proposed maximum height of 56 ft is for an elevator overrun which has a relatively small mass in comparison to the rest of the conceptually proposed parking structure. The proposed parking and building structures are a maximum of 42 ft tall without architectural and elevator overrun features and a maximum of 48 ft tall with architectural features. These maximum structure heights are substantially similar to existing heights of 42 ft in other areas of the MVSC considering that the local grade is 18 ft below the Rosecrans-Sepulveda corner. The structures proposed in this area of the MVSC have relatively large setbacks from adjacent land uses, are adjacent to major arterial roadways, and will not create unmitigated light, shadow or massing impacts.
- e) Prevention of Undue Hardship and Focus on Quality Development: Redevelopment of portions of the MVSC Site and the future redevelopment during the NWC project of the Fry's parcel require substantial capital investment that must be balanced by good quality design that attracts new tenants and maintains the robust tenant roster on site today. Such redevelopment cannot be accomplished without increasing the height envelopes of new development. Without these increases in the height envelopes, the applicant is barred from re-orienting locations of key parking, maintaining or enhancing seamless vehicular, pedestrian and bicycle circulation, providing significant new landscaping, plaza areas, open space and upgrading the Enhancement Area to current code for water quality treatment.
- f) Location Along Major Arterials and Residential Buffering: There is strong interest in enhancing the MVSC as a 21st century, state of the art, multiple use Town Center with enhanced outdoor spaces, better public and private vehicular access, and enhanced bicycle and pedestrian access to and within the MVSC. Further, the redevelopment portends an opportunity to foster, a unique and diverse tenant roster providing local community- serving attractions and services. The proposed over-height allowances will not impact surrounding land uses – including residential, in light of the relatively isolated/buffered location along the arterials and ample setback of existing and proposed building improvements from sensitive receptors.

2. **The relief may be granted without substantial detriment to the public good; without substantial impairment of affected natural resources; and not be detrimental or injurious to property or improvements in the vicinity of the development site, or to the public health, safety or general welfare.**

- a) No impact on the Public Good: The City previously determined that strict application of the 30 ft height restriction would have resulted in peculiar and exceptional difficulties to balance the community's interest in a large local-serving shopping center with the provision of ample parking, attractive architecture, fluid and unrestricted circulation, and diverse land uses. The additional height proposed is isolated to the Northeast, Northwest and VS areas. In each area – there exist buildings that are of similar height that will serve to anchor the revised elevations so

that none of the three areas appear to be become significantly inconsistent with the building massing and overall height envelope.

- b) No Natural Resources are Affected: The MVSC is situated in an area of the City that is fully developed and relatively devoid of natural resources. Development of the Enhancement Area creates a nexus whereby the applicant must implement state of the art improvements for the treatment of storm runoff to comply with current codes that otherwise are not applicable to physical and operational upgrades associated with tenant improvements and redevelopment across the remainder of the 44 ac.
- c) No Building Shade/Shadow Impacts: The proposed height variance would have no adverse impacts, including aesthetic, shade/shadow and visual impacts, on adjoining properties. The approval of a variance to allow these over-height structures would be without unmitigated impact, detrimental or injurious to property or improvements in the vicinity of the development site, or to the public health, safety or general welfare.

3. Granting the application is consistent with the purposes of Title 10 of the Manhattan Beach Municipal Code and will not constitute a grant of special privilege inconsistent with limitation on other properties in the vicinity and in the same zoning district (CC and CG) and area district (AD II).

- a) Building Height – Mirrors the Unique Retail Development: The subject property is the largest single retail oriented development in the City. There are no other similarly- sized properties in the same zoning area and district. The additional height needed for the expansion Project is integral to the continuing improvement of the MVSC for the provision of ample parking, attractive architecture, fluid and unrestricted circulation, and diverse land uses. The proposed Project enhances the ability and willingness for anchor tenants to maintain long-term leasehold or interests in fee ownership. Therefore, approval of the application is consistent with the purposes of Title 10 of the City of Manhattan Beach Municipal Code and will not constitute a grant of special privilege inconsistent with limitation on other properties in the vicinity and in the same zoning district and area district.
- b) View Along Rosecrans Corridor Regarding Garage Aesthetics: The proposed enhancement of parking garages will not obstruct or impact views along Rosecrans Ave. The garages are designed to present a unified and aesthetically pleasing or neutral appearance as a component of a commercial center. The garages do not create unmitigated shade/shadow impacts on surrounding properties.
- c) General Plan Consistency: Consolidating separate zoning entitlements for MVSC, Fry's, and Hacienda into one master entitlement supports and encourages the viability of commercial areas (LU Policy Goal 4). The MVSC is appropriately located consistent with the General Plan for a full range of office, retail commercial, and service commercial uses needed by residents of, and visitors to, the City and region (Policy LU-6.3). In particular the MVSC project will continue as a regional commercial center, to serve a broad market – including visitors, and encourage remodeling and upgrading of commercial businesses (Policy Nos. LU 8.2-8.2).

MSP Exception: Suggested Findings: The applicant is requesting a limited number of exceptions ("exception") from current code that will result in amendment to the 2002 MVSC MSP - to reflect and correspond to expansion of the MVSC street frontage through the assimilation of the Fry's parcel into the MVSC Site, the addition of new buildings to replace buildings housing anchor tenants expected to vacate the MVSC Site, the introduction of parking decks to increase available parking, and installation/updating of existing monument, pole, and wall signing, and development of a MSP for temporary signs.

1. The proposed sign exception would not be detrimental to, nor adversely impact, the neighborhood or district in which the MVSC is located, inclusive of design impacts.

- a) Planned Commercial Development: Three individual property owners – RREEF, Macy's and Hacienda, agreed to, and are developing their properties to operate as an integrated 21st century, state of the art, multiple use Town Center that will result in coordination of signage under one MSP. All signage will be subjected to administrative sign permit review by Community Development (MBMC SS. 1072 100-110).
- b) Unique Mixed Use Center: The size, shape and location of MVSC is unique to the City, as there is no other similar sized retail development along Sepulveda Blvd. which agreed to coordinate the planned development of three properties and property owners. The proposed exception would also be located in a developed commercial area, on property designated for Manhattan Village Commercial and General Commercial uses by the Land Use Element of the General Plan.
- c) Buffering from Sensitive Receptors: The MVSC Site is, and would continue to be, surrounded by commercial uses on the north, northeast, west and south, and by residential uses only to the southeast. All adjacent residential and commercial uses are separated from the MVSC Site by distance, streets or travel ways, topography, landscaping and/or physical development and would not be significantly impacted by the proposed exception. The proposed exception would be consistent with the Community Commercial and General Commercial zoning districts within which the MVSC sits because exception would serve the tenants of the largest retail center in the City of Manhattan Beach, improving the appeal of the MVSC to tenants, and would attract and direct visitors to the site.
- d) Unique Design Issues: The scale, size and proper functioning of the MVSC, and demand for convenient, accessible parking is such that the 2002 MSP needs to be updated and enhanced by exception to promote and advertise certain MVSC retail tenants without negatively impacting the experiences of pedestrians, vehicular drivers and passengers, or residential land uses.
- e) Wall Signage is Vital to Shoppers and Tenants: The applicant's intent to provide for wall signage pursuant to City code and exception for new wall signage that will face outward from new MVSC buildings has been analyzed in the DEIR and found to lack unmitigated aesthetic or light/glare impacts. Wall signage – when attractively integrated, reduces confusion for visitors whether access is by car, foot or bicycle. Tenants benefit from signage that attracts visitors but doesn't detract from well designed exterior facades in relation to wall materials and colors.
- f) Intent to Provide Tenant Wall Signage on Parking Structures is Vital to Shoppers and Tenants: The applicant's intent to provide tenant wall signage on parking structures pursuant to the City code limitation that each sign be no greater than 150 sq. ft. has been analyzed in the DEIR and found to lack unmitigated aesthetic or light/glare impacts.
- g) Temporary Signage: The proposed MSP would regulate temporary signage including A-Frame and Sign Holder signage on the 44-acre MVSC retail site. This proposed Program would provide flexibility of temporary advertising and promotion of shopping center events within the MVSC, as prescribed by MBMC Section 10.72.050.A.8, while protecting the public interest and minimizing impacts to any offsite sensitive residential uses. The applicant will request temporary signage review by Community Development (MBMC S. 10.72.050 A1).
- h) Wall, Ground Mounted Monument Signage: Multiple wall- and ground mounted-monument signs potentially visible from the public rights of way along Marine, Sepulveda and Rosecrans have been analyzed in the DEIR and found to lack unmitigated aesthetic or light/glare impacts. Four new proposed monument signs will serve commercial messaging objectives for users of the MVSC and do not create unmitigated aesthetic or light/glare impacts.

- i) Pole Signage: Of the seven existing pole signs – four were approved by prior exception and are included in the 2002 MSP and three were approved in association with Fry’s. One new pole sign will be added to the Hacienda parcel for a total of eight pole signs associated with the MVSC and incorporated into the revised MSP. Four will be approved by exception. Four of the signs will remain in current locations, and three will be demolished and replaced in relative close proximity to current locations along major arterials. None of the eight signs will create unmitigated aesthetic or light/glare impacts.
- j) General Plan Consistency: Consolidating separate zoning entitlements for MVSC, Fry’s, and Hacienda into one master entitlement supports and encourages the viability of commercial areas (LU Policy Goal 4). The DEIR concludes that there are no potentially significant unmitigated impacts from the proposed sign exceptions. The proposed signage is appropriately located consistent with the General Plan for a full range of office, retail commercial, and service commercial uses needed by residents of, and visitors to, the City and region (Policy LU-6.3). The MVSC project will be enhanced by one MSP appropriate for a regional commercial center with consistent signage.
- k) View Along Rosecrans Corridor Regarding Garage Aesthetics: No signage changes are proposed that will impact or diminish the experiences of, nor distract pedestrians or passengers in vehicles.
- l) Sepulveda Blvd. Development Guide (“SBDG”): The Project will not include signage that will impact or diminish the experiences of, nor distract pedestrians, bicyclists, or passengers in vehicles.

2. The proposed sign exception is necessary in order that the MVSC may not be deprived unreasonably in the use or enjoyment of their property.

- a) Signage Enhances the Visitor Experience and is an Aid to Tenants: A comprehensive MSP across the entire MVSC Site alleviates confusion to visitors, alleviates the need to consult personal digital devices for directions, and provide tenants with assurance that visitors can self direct towards desired destinations.
- b) Planned Commercial Development: Three individual property owners – RREEF, Macy’s and Hacienda, agreed to, and are developing their properties to operate as an integrated commercial property. Three separate owners can now realize a planned development and the end product of signage will be harmonious and consistent.
- c) Unique Center: The size, shape and location of MVSC is unique to the City, as there is no other similar sized retail development along Sepulveda Blvd. which agreed to coordinate the planned development of three properties. The enhancement and “unified-controlled” implementation of signage on store fronts and along street frontages increases the potential for visitors to readily grasp the diverse shopping, restaurant and town-center opportunities associated with significant upgrades to the Enhancement Area and on-going physical and operational upgrades associated with tenant improvements and redevelopment across the entire 44-acre Site.
- d) Unique Design Issues: The scale and size of MVSC and proper functioning as an integrated commercial property, and demand for convenient, accessible parking is such that the 2002 MSP be enhanced to include a limited number of sign exceptions to promote and advertise certain MVSC retail tenants without impacting the experiences of pedestrians, vehicular drivers and passengers, or adjacent residential land uses.
- e) Sepulveda Blvd. Development Guide (“SBDG”): The proposed signage is appropriately sized and located. The project will be enhanced by one MSP

appropriate for a commercial center with consistent signage. The proposed 9,500 sq ft cap will not result in a change to the perceived number or density of signs across the entire MVSC site. The exception is warranted in light of the fact that the MVSC is the largest retail property of its kind in the City, has four – not one major frontage roads, and has multiple internal streets and driveways. An exception to the sign code is warranted to avoid limiting MVSC to signage corresponding to just the Sepulveda frontage.

3. The proposed sign exception is consistent with the legislative intent of Title 10 of the Manhattan Beach Municipal Code.

- a) Legislative Intent Met: The proposed Exceptions are consistent with the intent of Title 10 as set forth in the General Provisions items A through L. In particular, the exceptions will specifically promote the following General Provisions:
 - i. Preserve the character and quality of residential neighborhoods consistent with the character of District II.
 - ii. Foster convenient, harmonious, and workable relationships among land uses.
 - iii. Promote the economic stability of existing land uses that are consistent with the General Plan and protect them from intrusions by inharmonious or harmful land uses.
 - iv. Permit the development of office, commercial, industrial, and related land uses that are consistent with the General Plan in order to strengthen the city's economic base, and
 - v. Require the provision of adequate off-street parking and loading facilities, and promote a safe, effective traffic circulation system.
- b) Planned Commercial Development: Three individual property owners – RREEF, Macy's and Hacienda, agreed to, and are developing their properties to operate as an integrated commercial property. Uniform application of the MSP and its exceptions will facilitate the implementation of signage in a consistent manner.

**MASTER LAND USE APPLICATION ATTACHMENT
LIST OF TABLES**

Table	Number
I-1	MVSC Heights Table
I-2	Proposed MSP Changes
I-3	Self Mitigating Measures

Table I-1 - Manhattan Village Heights Table

				Adds: Bldgs: Adds to roof height Decks: Adds to top deck level			
Village Shops							
	Floors	Roof or deck floor	Parapet or Deck rail	Mechanical	Elevator Overrun	Arch Feature	Light Poles
(*Applicable to Buildings; B,C,D,E,F,G but not A)							
Buildings	B - G (not A)	1	22	4	NA	14	NA
		cumulative height:	22	26	NA	36	NA
	Bldg A	1	28	4	NA	14	NA
		cumulative height:	28	32	NA	42	NA
Decks	NDeck G + 2	2	22	4	18	10	15
		cumulative height:	22	26	40	32	37
	SDeck G + 2	2	22	4	18	10	15
		cumulative height:	22	26	40	32	37

Northeast Component (Macy's Expansion)				Adds:			
	Floors	Roof or deck floor	Parapet or Deck rail	Mechanical	Elevator Overrun	Arch Feature	Light Poles
Building	2	38	4	4	18	10	NA
		cumulative height:	38	42	56	48	NA
Deck	NEDeck G+3	3	37.5	4	18	6	15
		cumulative height:	37.5	41.5	55.5	43.5	52.5

Northwest Component (Fry's Expansion) For Reference Only				Adds:			
	Floors	Roof or deck floor	Parapet or Deck rail	Mechanical	Elevator Overrun	Arch Feature	Light Poles
Building	1	22	4	4	18	10	NA
		cumulative height:	22	26	NA	32	NA
		max height / 2 floors:	36	40	54	46	NA
Deck	NWD G+1	1	16	4	18	10	15
		cumulative height:	16	20	30.5	44.5	41.5
Building K and L (1 level Building on top of one-level Parking Deck)							
	2	16 (Deck)	4 (Parapet)	0	0	0	0
		22 (Building)	4 (Parapet)	4	NA	NA	NA
		cumulative height:	38 (Deck + Building)	42 (Deck + Building+Parapet)	56	48	30 (at grade)

Table I-2 – Proposed MSP Changes

Wall Signs – Multiple wall signs are existing		
MSP Change – No Exception Required	2002 MSP Existing Exceptions¹	MSP Change – New Exception Required
<p><u>Eliminate:</u> MSP Condition No. 7 (PC 02-07) to no longer limit Tenant Signs on east sides of buildings to 50 sq ft. each.</p>	<p><u>Exception:</u> Existing signs permitted before December 31, 2012 shall be regarded as approved and vested, under the 2001 MUP (Resolution PC 01-27).</p>	<p><u>Exception:</u> Non Department Store Anchor Signs are limited to 200 sq ft each sign and each store shall have no more than two signs. (<i>Code allows 2 sq ft of signage/ lin. ft of store frontage, Code allows 150 sq ft</i>).</p> <p><u>Exception:</u> Department Store or Anchor Tenant Wall Signs are allowed on each parking deck that faces major arterials - Rosecrans, Sepulveda and Marine. Each sign will be a maximum of 60 sq. ft. (<i>Code allows no wall signs on parking decks</i>).</p> <p><u>Exception:</u> Project component (i e VS) or MVSC Identification wall signs are allowed on retail buildings and at enclosed mall entries (per the 2002 MSP (two allowed at enclosed mall entries; <i>Code allows none</i>)).</p> <p><u>Exception:</u> One Wall Sign per vehicular entry to each parking deck will be allowed. The Wall Sign may not include project identity (<i>Code allows 0</i>)</p>
Monument Signs – 5 New - 13 existing		
<p><u>New:</u> Five Monument Signs – each ≤ 6 ft. tall</p> <ul style="list-style-type: none"> • Rosecrans at lower level parking entrance. • 33rd St. entrance • SW corner of Sepulveda / Marine • VS Plaza • 33rd St. at Carlotta adjacent to Valet Pkg 	<p>None</p>	<p><u>Exception:</u> No exception requested or required.</p>
Pole Signs – 1 New - 7 are existing		
<p><u>New:</u> All three existing Fry's Pole Signs which are being demolished and replaced will potentially be visible from public rights-of-way along Sepulveda Blvd. and Rosecrans Ave.</p>	<p>Of seven existing Pole Signs – four were approved by prior exception in the 2002 MSP and three were approved in Fry's 1991 CUP.</p> <p>Four pole signs will remain in current locations, and three will be demolished and replaced close to current locations along major arterials.</p> <p>Two existing Fry's Pole Signs will be reduced to 15.5 ft tall with 4 tenant panels and 1 center identification panel (to provide for 20 sq. ft. per side plus up to 4 tenants totaling 120 sq. ft combined [60 sq ft per side]). The Pole Sign at the corner of Sepulveda Blvd and Rosecrans Ave. will remain at 30 ft above local street grade with 4 tenant panels and 1 center identification panel (to provide for 40 sq. ft. per side. plus up to 4 tenants totaling 192 sq. ft combined [96 sq ft</p>	<p><u>Exception:</u> There will be a total of eight Pole Signs associated with the MVSC and incorporated into the 2012 MSP – replacement pole signs for the three existing Fry's pole signs and one for the Hacienda Parcel will be approved by exception and will allow multi-tenant signage per each of the eight Pole Signs. (<i>Code allows only one pole sign although the 2002 MSP allows four and Fry's 1991 CUP allowed 3</i>).</p>

	per side] (<i>Code allows 150 sq ft</i>).	
Temporary A-frame Sign-Holder Signs – Number Varies from time to time		
<u>Addition</u> : Sign Holder Signs are permitted adjacent and exterior to tenant spaces and not visible from public rights of way of Sepulveda, Rosecrans or Marine.	None	<u>Exception</u> - Request Temporary Sign Program per City code but allow for increase from 120 days to 365 days per year (<i>Code allows <120 days</i>).
Total Sign Area – Maximum area is established by MBMC 10.72.050 (3,100 sq ft based on the Sepulveda street frontage w/o Fry's = 1,550 lin ft.)		
<u>Addition</u> : The Sepulveda street frontage including Fry's is 2,550 lin ft and the permissible maximum sign area is 5,100 sq ft. The density and intensity of signage is not going to be different from what was approved in 2002. The relationship of signage to use has not changed. The frontage doesn't reflect a property of this type with extensive interior roads and three major frontage streets.	<u>None</u> : The 2002 MSP did not include an exception for the Pole Sign offset stated in the table in MBMC S. 10.72.050. ²	<u>Exception</u> : To allow a maximum sign area of 9,500 sq ft. with continuation of the exclusion of the Pole Sign offset that was previously granted in the 2002 MSP ² . <u>Exception</u> : To exclude the following signage from the aggregate sign allowance calculation: Project graphic banners, Parking Deck Entry signs, Directional Signs, Sidewalk Signs, and non-tenant oriented portions of Gateway Element Signs and Temporary A Frame/Sign Holder Signs, (See specific sections of MBMC S. 10.72 <i>et seq</i> and the imbedded table for code allowances for each item).
Directional Signs – 10 (At primary entries from public streets-visible from Rosecrans, Sepulveda and Marine); (Internal project roadways at intersections and entries to parking decks)		
<u>New</u> - Directional signs exist in varying forms.	None	<u>Exception</u> : To allow increased size of Directional Signs (S. 10.72.040.A) to a maximum of 6-ft tall and 12 sq ft (<i>Code allows 4 ft height and 6 sq ft maximum</i>).
Project Banners at Light Poles – 14 (At existing Enclosed Mall entries)		
<u>Addition</u> - Allow for banners at retail village areas. Banners on light poles of < 30 ft in height allowed at size per 2002 MSP. Banners on light poles > 30 ft in height may be up to 9 sq ft each per side (18 sq. ft. / side total).	Project Banners were approved adjacent to enclosed mall entries in the 2002 MSP at the same size proposed in and around the retail VS areas.	<u>Exception</u> : Banners at light poles (<i>Code is silent in regards to any limitation of these types of signs</i>).
Gateway Element – 0 existing		
<u>New</u> : A future City "gateway element" in the NWC area up to 46 ft from grade to announce entry into the City.	None	<u>No Exception</u> : Signage surface area doesn't count towards the 9,500 sq ft maximum total signage.

Notes¹ Includes the Fry's 1991 CUP² In regards to the pole sign offset, there is 1,210 sq. ft. of pole sign proposed.

IV.C. HAZARDS AND HAZARDOUS MATERIALS		
	Project Design Features: Utilize only nonpolychlorinated biphenyl containing electrical equipment in all new and replacement construction at the Shopping Center site.	S. 3.c. – Pg IV.C.20
IV.D. HYDROLOGY AND SURFACE WATER QUALITY		
1.	Construction: Implement a Storm Water Pollution Prevention Plan (SWPPP) to protect on-site stormwater quality during construction operations.	S. 3.c.(1) – Pg IV.D.25
2.	<p>Operation: Include a maximum of 2.4 acres which would include the NWC project (approx) of ornamental landscaping, and biofiltration landscaping with flow-through planter boxes and other plant-based treatment landscaping, and specifically include 1.7 acres of permeable landscaping and 0.6 acre that would be used for the biofiltration devices.</p> <p>Design the project so that the low flow (peak mitigation flow, “first flush,” or 0.75-inch storm flow) runoff would be routed to low flow catch basins and treated by biofilters, prior to discharge into the publicly owned storm drain line. And peak flow runoff in excess of the 0.75-inch mitigated flow to be collected in catch basins equipped with inserts that remove trash and debris from runoff.</p> <p>Design the improvements north of the Macy’s expansion to permit (i) the relocation of drainage lines, and (ii) provide adequate setbacks and easements for maintenance and access.</p> <p>Minimize dry weather runoff from the Development Area by utilizing (i) drought-tolerant and salt-resistant plant species, (ii) drip irrigation systems with water efficiency.</p> <p>Maintain the landscape based treatment facilities to ensure the longevity of the BMP and integrity of the drainage system, and prevent localized flooding.</p>	S. 3.c.(2) – Pg IV.D.26-32
IV. E. LAND USE		
1.	**Project Site: The City-owned parking lot is not a part of the Shopping Center site, but is leased by the Applicant and is utilized for employee and overflow parking for the Shopping Center.	S. 2.a.(1) – Pg IV.E.3
2.	Project Design Features: Include new on-site parking facilities and surface parking areas that would provide at least 4.1 parking spaces per 1,000 square feet to accommodate the new uses.	S. 3.c. – Pg IV.E.31
3.	Equivalency Program: Implement the equivalency program for no new peak hour traffic impacts to occur, and peak hour trips to remain the same or less when compared with the trips evaluated for the Project.	S. 3.c.(2) – Pg IV.E.32
4.	Concept Plan: Include decking the below-grade railroad right-of-way and construction of an access ramp from below grade to the ground level parking area to allow buildings and access within the NWC to be integrated within the remainder of the Shopping Center.	S. 3.c.(3) – Pg IV.E.32, 33
5.	Building Heights and Architectural Design: Same as S. IV.A. Nos. 4 And 5.	S. 3.c.(4) – Pg IV.E.33, 34, 35
6.	Signage and Lighting: Same as S. IV.A. Nos. 7.	S. 3.c.(4) – Pg IV.E.35, 36
7.	<p>Parking and Access: Same as S. IV. H. Nos. 2, 3, 4, 6, S. IV. E. 4. And, Relocate the westernmost driveway along Rosecrans Ave. during the NWC project only that provides access to the existing Fry’s parking lot to the east and align it with the existing travel way that runs through the Shopping Center site, thereby providing continuous north/south access throughout the Shopping Center site.</p> <p>Realign the left hand turn lane from westbound Rosecrans with the anticipated future driveway at Plaza El Segundo.</p> <p>Shift the easterly Rosecrans Ave. project driveway westerly to provide greater</p>	S. 3.c.(7) – Pg IV.E.36, 37

	separation between the Village Drive and Rosecrans Ave. signalized intersection, as well as to modify its design to provide better alignment with Rosecrans Ave. Relocate northernmost Sepulveda Blvd. driveway only during the NWC project, adjacent to the Fry's Electronics building, approximately 110 ft to the south and maintain access to the Shopping Center site, while also providing access to the newly constructed ground-level parking area.	
8.	Sustainability Features: Same as Pg IV.E.37, 38	S. 3.c.(8) – Pg IV.E.37, 38
9.	**Analysis of Project Impacts: Implementation of the Project would be consistent with and would further promote the current uses and services provided within the Manhattan Village neighborhood. Enhancement of the City of Manhattan Beach's largest retail center with uses that are consistent with the expressed purposes of these land use designations. Provide increased opportunities for quality retail and dining, reducing the need for local customers to travel long distances to enjoy these types of uses. Utilize principles of smart growth and environmental sustainability, as evidenced in the accessibility of public transit, the availability of existing infrastructure to service the proposed uses, and the incorporation of LEED features.	S. 3.d. – Pg IV.E.61
10.	**City of Manhattan Beach Municipal Code: Limit the intensity by using a Floor Area Factor (FAF) of 0.36:1 as opposed to the max 1.5:1 permitted by the underlying zoning district. Locate buildings along Sepulveda Blvd. and Rosecrans Ave. and utilize the existing grade to obscure the maximum building height of 40 feet to appear approximately 22 feet, when viewed from the adjacent Sepulveda Blvd. roadway.	S. 3.d.(1)(b) – Pg IV.E.62, 65
11.	**Sepulveda Blvd. Development Guide: Design the Project to be pedestrian in scale and create a high-quality, architectural design that fits the character of the surrounding uses in terms of building placement, height, massing, and articulation and is compatible with the existing architectural components of the Shopping Center and the surrounding area.	S. 3.d.(1)(c) – Pg IV.E.66
12.	**Master Use Permit: Locate development entirely within an urbanized commercial center as well as within a previously developed commercial footprint to minimize environmental impacts and ensure that no significant impacts would be felt by neighboring residential uses.	S. 3.d.(1)(d) – Pg IV.E.67
13.	**Master Sign Program and Sign Exceptions: Same as S. IV. A. 7.	S. 3.d.(1)(e) – Pg IV.E.67-72
14.	**Compatibility of Use and Design: Same as S. IV. E. Nos. 9, 12.	S. 3.d.(3)(a) – Pg IV.E.79, 80
15.	**Compatibility Relative to Construction Activities: Stage construction activities to minimize disruption to neighboring streets and properties.	S. 3.d.(3)(b) – Pg IV.E.80
16.	**Cumulative Impacts: Promote a more cohesive compatible urban environment through concentration of development in the project area.	S. 4 – Pg IV.E.81
IV. F. NOISE		
1.	Project Construction: Schedule the majority of project construction-related truck trips between the hours of 9 A.M. and 4 P.M. outside of peak traffic hours. Utilize Cast-In-Drilled-Hole (CIDH) pile-driving method to minimize both noise and vibration generation.	S. 3.c.(1) – Pg IV.F.21

2.	<p>Project Operations: Screen from view all rooftop mechanical equipment with screening walls.</p> <p>Enclose all outdoor loading dock and trash/recycling areas such that the line-of-sight between these noise sources and any adjacent noise sensitive land use would be obstructed.</p>	S. 3.c.(1) – Pg IV.F.21
IV.G.1. PUBLIC SERVICES - FIRE		
1.	<p>Construction: Provide traffic management personnel (flag persons) and appropriate detour signage to ensure emergency access is maintained to the Shopping Center site and that traffic flow is maintained on street rights-of-way.</p> <p>Provide emergency access lanes with a min 12 ft width and a min 15 ft clearance during construction through construction areas to ensure that adequate emergency access within the Project Site.</p>	S. 3.c.(1) – Pg IV.G.1-9
2.	<p>Operation: Design the northeast parking structure to accommodate a fire engine passing through from the east to the west.</p> <p>Design the parking deck located above the former railway right-of-way to (i) hold the weight of a fire engine, (ii) the height of the below grade deck to be sufficient to accommodate a fire engine, and (iii) this area below the deck to be fully sprinklered.</p> <p>Conduct fire inspections and provide 24-hour on-site security with fire radio communications in consultation with MBFD.</p>	S. 3.c.(1) – Pg IV.G.1-9, 1-10
IV.G.2. PUBLIC SERVICES - POLICE PROTECTION		
1.	<p>Construction: Implement a traffic management plan during construction including construction hours and designated truck routes, and provisions for traffic management personnel (flag persons), use of message boards on roadways and appropriate detour signage to ensure emergency access is maintained to the Shopping Center site and that traffic flow is maintained on street rights-of-way.</p> <p>Stage haul trucks on the property and not on adjacent City streets during construction.</p>	S. 3.c.(1) – Pg IV.G.2-6,7
2.	<p>Operation: Expand the 24-hour on-site security personnel currently provided on-site, as necessary depending on the anticipated day-to-day levels of activity, in order to maintain high levels of safety for employees and patrons.</p> <p>Install additional security system features on-site including security lighting at parking structures and pedestrian pathways. Provide conduit with hard wiring in the parking structures for security cameras. Install emergency phones throughout the parking structures and provide repeaters within the parking structures to ensure that there is cell phone coverage throughout the structures.</p>	S. 3.c.(2) – Pg IV.G.2-7
IV. H. TRANSPORTATION AND CIRCULATION		
1.	<p>**Parking: Provide parking at a minimum ratio of 4.1 spaces per 1,000 sq ft and a max. ratio of 4.28 stalls per 1,000 sq ft to accommodate the new uses. This parking scenario will meet parking requirements at the completion of each component and at completion of the project.</p>	S. 2.b.(2)(a) – Pg IV.H-23
2.	<p>**Sepulveda Bridge Widening: During the NWC project construct the new building at ground level and the below-grade parking structure with a setback of approximately 40 ft from the existing right-of-way along Sepulveda Blvd to accommodate the bridge widening proposed by the City.</p>	S. 2.a.(2)(b) – Pg IV.H-23
3.	<p>**Driveway Modifications: During the NWC project relocate and redesign the westerly driveway that currently serves Fry's to accommodate a possible future new driveway across Rosecrans Ave that is anticipated to serve a future phase of the El Segundo Plaza shopping center on the north side of Rosecrans Ave.</p> <p>Construct a 175-foot deceleration lane on the south edge of Rosecrans Ave for the westerly driveway.</p>	S. 2.a.(2)(c) – Pg IV.H-24

4.	**Connection to Veteran’s Parkway: During the VS Component restripe the lower level surface parking lot adjacent to Fry’s to provide a separate bicycle and pedestrian connection with Veteran’s Parkway to the west of Sepulveda Blvd.	S. 2.a.(2)(d) – Pg IV.H-25
5.	**Service Dock Access: Provide individual service docks for all new retail pad locations in the Shopping Center site, designed in accordance with the turning templates from the American Association of State Highway and Transportation Officials (AASHTO).	S. 2.a.(2)(e) – Pg IV.H-26
6.	**On-Site Circulation: Redesign the existing “ring” road (Carlotta Way) and the parking aisle directly across from the 30th Street driveway within the Shopping Center site. Restripe the internal “ring” road to include three lanes, one in each direction, and a third lane that would serve as a two-way left turn lane to allow drivers to enter and exit parking aisles with fewer conflicts with through traffic. Construct a below-grade access ramp, and ground level improvements to internal circulation including extensions of existing main drive aisles to the newly connected driveways along Rosecrans Ave and Sepulveda Blvd. The extended drive aisles would maintain the approximately 30-ft width of the existing main aisles. Ground-level ramp access would be aligned with the main north/south drive aisle and an existing east/west drive aisle accessing Village Drive. These alignments would allow virtually direct access from the street system to the below-grade parking area. Circulation in the parking aisles would be arranged so that disruption to inbound and outbound traffic is minimized.	S. 2.a.(2)(f) – Pg IV.H-26, 27
7.	Alternative Transportation Strategies: Implement the following Project Design Features: <ul style="list-style-type: none">• A Transportation Demand Management (TDM) Plan that would promote the use of alternative transportation, such as mass-transit, ride-sharing, bicycling, and walking to reduce project trips and/or vehicle miles traveled;• Provision of on-site bicycle storage, parking facilities, and access enhancements for employees and patrons; and• Allocation of preferred parking for low-emitting/fuel-efficient and carpool vehicles.	S. 2.a.(2)(f) – Pg IV.H-27, 28
8.	Parking Sensitivity Analysis: Use a target parking occupancy of 95 percent as opposed to 100 percent in order to reduce the time required to find parking spaces during peak parking times. Limit the restaurant space to a max. 20 percent of the total development in order to ensure that the overall parking demand at the Shopping Center does not exceed 95 percent occupancy. **	S. 3.c.(2)(vi) – Pg IV.H-59, 60
IV. I. 1. UTILITIES		
	Project Design Features: Same as S. IV. E. No. 8. And, Provide sustainability features and design components to minimize water consumption including low flow fixtures, drought-tolerant and/or native landscaping, efficient irrigation methods, solar thermal panels for hot water, aerators on faucets, and automatic shut off valves for water hoses.	S. 3.c. – Pg IV.I. 1-44, 45
IV. I. 2. UTILITIES – WASTEWATER		
	Project Design Features: Same as S. IV.I 1. No. 1.	S. 3.c. – Pg IV.I. 2-10

Notes:

** Self-mitigating measures contained in the DEIR Analysis sections but not listed in the “Project Design Features” sections.

**MASTER LAND USE APPLICATION ATTACHMENT
LIST OF FIGURES (Beginning on Pg. 44)**

Figure	Name
1.	Regional Location and Regional Vicinity Map
2.	Aerial Photograph of Site
3.	Site Plan Existing Conditions
4.	Boundaries of VS and NEC Components and NWC Project
5.	Concept Plan – VS and NEC Components and NWC Project
6.	Phase I VS Component
7.	Phase II NEC Component
8.	Envelopes and Heights Diagram
9.	Construction Parking Plan (from White Paper No. 7)

**MASTER LAND USE APPLICATION ATTACHMENT
LIST OF WHITE PAPERS**

Paper	Subject
1.	A Market Overview
2.	Parking Deck Aesthetics and Efficiencies
3.	Project Lighting Impacts and Mitigation
4.	Rationale for Above Ground Parking Structures
5.	Sales Tax Revenue Impacts to the City of Manhattan Beach
6.	Security Operations at Manhattan Village – Impact of Parking Decks
7.	Site Environmental Conditions and Project Mitigation
8.	VS Component - Construction Staging and Parking Plan
9.	Parking Analysis - Need vs. Supply

White Paper No. 1 – A Market Overview
By: Manhattan Village Shopping Center Staff
November 2, 2012

The following is a snapshot of Manhattan Village Shopping Center, focusing on its current and proposed size relative to surrounding centers, its trade area within the marketplace and its mix of retail tenants.

Size

The International Council of Shopping Centers (ICSC) defines Manhattan Village as a “regional community center” with a “neighborhood center” component. That is, the site includes both a regional center, most easily described as the part of the center north of CVS and a neighborhood center, which features the Ralphs, CVS, the banks and certain of the restaurants.

According to ICSC, Manhattan Village is currently among the smallest retail centers of its type in the region, competing against centers that are significantly larger. The center’s current size, including the community center, the neighborhood center and the two office buildings; is approximately 572,927 square feet. The square footage of the Macy’s, mall and exterior shops only is just 307,756. ICSC defines the “regional mall” category as being between 400,000 and 800,000 sq ft. Multi-department store anchored centers larger than 800,000 sq ft are defined as “super-regionals”.

In comparison, Plaza El Segundo is 425,000 sq ft and is proposing a 71,000 sq ft expansion. South Bay Galleria is 903,000 sq ft and is slated to expand. Del Amo is 2.3 million sq ft and has also announced expansion plans. Both the Galleria and Del Amo fit into the super-regional center category.

Manhattan Village’s objective is not to become a Del Amo or South Bay Galleria. Even with an additional 123,600 sq ft of proposed retail and restaurant space contemplated in the full build-out added to the 410,000 sq ft community/regional component, Manhattan Village will still be significantly smaller than either of the super-regional centers in the area.

Reach

Manhattan Village draws its shoppers largely from the immediate coastal communities. 79% of Manhattan Village shoppers come from either Manhattan Beach or El Segundo. The remaining shoppers come from within a five-mile trade radius that includes the communities of Playa del Rey, Westchester, Redondo Beach and Hermosa Beach.

Manhattan Village draws best from women aged 25-44 with a \$50,000-plus income (particularly over \$100,000), and the average income of a Manhattan Village shopper is \$110,629. While the demographic profile is appealing, the average Manhattan Village shopper visits just 1.7 stores, versus a standard benchmark of 1.9 and averages just 51 minutes at the center per visit versus a standard benchmark of 70 minutes. One of the primary goals of the proposed project is not necessarily to attract new shoppers from outside the center’s existing reach, but to increase the depth of the merchandising mix and a create a more appealing environment for the center’s existing shoppers so that they will spend more time at the center, visit more stores, stay closer to home and increase their average per visit expenditure.

Mix

The new “Village Shops” portion of Manhattan Village will create the type of environment dynamic enough to attract desirable retailers not currently found in Manhattan Beach.

The leasing team routinely hears that brands such as Brandy Melville, Planet Blue, Splendid, Jonathan Adler, Johnny Was, James Perse, Unionmade, Lorna Jane, Steven Alan, etc. have not opened south of LAX because there is no venue allowing several of them to cluster together in one place. The City of Manhattan Beach, with the addition of the Village Shops, is uniquely qualified to

offer these types of retailers in an outdoor venue with critical mass that will entice them to make the jump to the Beach Cities.

The merchandise mix for the Village Shops will include retailers similar to the ones mentioned above, while the restaurant mix will include both full-service, sit-down restaurants along with some fast casual offerings. The focus will be on finding special and unique dining offerings, and Manhattan Village is already discussing options for new concepts proposed by successful restaurateurs already located in Manhattan Beach.

One of the most profound opportunities at the center involves the proposed Macy's expansion on the northeast corner of the site. If Macy's chooses to expand and consolidate its men's/home store with its larger location, the center will have the opportunity to bring in one or more new home furnishings or fashion "mini-anchors" to fill the existing men's store space.

Likewise, the departure of Fry's will allow for new retail and restaurants on the northwest corner of the site, building on the synergy of the initial phases of the redevelopment and linking that corner to the existing center. The Fry's customer comes from distances as far as 15 miles away and typically only shops in Fry's. Replacing such a "destination, mass marketer" with shops and restaurants that encourage cross-shopping will enhance the appeal of Manhattan Village.

The interior mall with the expansion and relocation of Apple and the expansion of the Macy's store will be re-merchandised with an enhanced mix of retailers that will speak to the Manhattan Beach shopper. They will be apparel, accessories, cosmetics, home furnishings and miscellaneous merchants that are more in line with the demographic and psychographic profile of the center's target shopper.

White Paper No. 2 – Parking Deck Aesthetics and Efficiencies

By: Manhattan Village Shopping Center Staff

November 1, 2012

Generally any quality retail or mixed use project greater than 500,000 square feet is prompted to consider deck parking in order to avoid huge expanses of asphalt parking lots, to yield more surface area for project amenities, to reduce redundant internal circulation that creates congestion, to locate parking supply closer to entrances and exits, and to beneficially place the major parking supply closer to the driver's destination point so that the customer has a shorter walk to his or hers intended store.

Decks and Ease of Parking and Exiting

Structured parking decks provided close to the customer's destination is a more efficient parking system solution than provided by large area asphalt parking lots through which customers must drive longer distances in the search for a parking space and then walk a longer distance once parked. As things are today, Manhattan Village customers often have to drive through multiple surface lot parking aisles or even drive to parking areas remote to their destination in order to find a parking space. At peak times of business parking can be tight. The redevelopment of MVSC, as proposed, will succeed in providing significant parking reservoirs at or near MVSC entrances on the two major roads, thereby allowing center customers to more quickly and easily get to parking upon entering MVSC and more quickly and easily leave the center to get to Sepulveda or Rosecrans, thereby reducing significantly the need to drive through surface lot multiple parking aisles searching for a space. The deployment of strategically located decks will significantly reduce internal circulation vehicle traffic in MVSC travel ways and parking aisles, making Manhattan Village a much more "user friendly" center. Adding further to parking efficiency will be the use of digital boards at deck entrances monitoring parking space availability in each of the deck levels. Unlike surface lots, a parker will be able to know the number and level location of available parking spaces in each deck. This allows parkers to know with certainty that a deck will fulfill their parking need or not.

Parking Deck Aesthetics

Certainly parking structures can be unattractive, as have been expressed by some in the community. A deliberate effort has been made, however, as to the design aesthetics of the MVSC decks, to integrate the deck structures into the fabric of the Manhattan Village retail setting. The deck facades have been designed in the same aesthetic as the new retail buildings in order to create a more seamless built environment. Deck walls will not be blank, monolithic concrete walls barren to the eye as some have speculated. The structures will be architecturally attractive and open on their sides to light, air and visibility. On this point, please review the attached Village Shops South Deck elevation which design will also be utilized in the North Deck.

The parking structures, and their top deck lighting, will be visible from residential areas west of Sepulveda but generally only in “pockets” aligned with the streets running east and west. The top deck lighting, though visible in those pockets, will not create light glare affecting the “Tree Streets”. The view line as seen from the west side of Sepulveda will not be dominated by the parking decks. The decks will occupy less than 25% of the entire Sepulveda frontage and the decks will not “block out” views of the retail buildings. Specifically, the decks will be approximately the same height if not one foot lower than the proximity retail buildings in the Village Shops and NEC (Macy’s). As the NWC is currently designed (Figure 5 - Concept Plan - VS and NEC Components and NWC Project), the NWC G+1 upper level parking surface will be at grade with Sepulveda with retail buildings located on the deck surface. As seen from Sepulveda, the parking deck level will appear to be a surface parking lot. As seen from Rosecrans, the NWC lower level will be hidden from view by the land slope falling away from Sepulveda to the new Cedar Way entrance. A viewer will see retail buildings H, I and K. On this topic, please see the various elevation sections in the FEIR and review the attached typical elevation to see how Manhattan Village will look to a person viewing it from the west side of Sepulveda Boulevard.

Some community members have expressed the desire to construct the parking decks below-grade so that the structure would be hidden from view as a perceived aesthetic solution. The subject has been addressed by the City’s traffic engineer, Gibson Transportation, whose conclusion was that underground parking structures are cost-prohibitive, that extensive soil excavation would result in major environmental consequences, and that underground encapsulated decks are not deemed comfortable in use or security by patrons, more often expressed as a “dungeon” feeling. Manhattan Village agrees with Gibson’s conclusions.

Light Glare from Parking Decks

Concerns have been expressed that the new deck lighting will create glare in the residential areas on the west side of Sepulveda. In the Lighting Design Alliance study, it was determined that in receptor areas off the project (across Sepulveda, Rosecrans or in the Village neighborhoods) light levels detectable from MVSC are consistently zero to 0.1 foot candles. At the same time, it was found that the existing Manhattan Village lighting as well as the proposed new lighting offered adequate coverage and light levels to meet safety requirements. With maximum light levels reaching approximately 7 foot candles within the proposed Project and maintaining the desired 10:1 maximum to minimum illuminance ratio, the lighting across the parking areas is illuminated enough to feel safe. Uniform lighting across the entire space serves to eliminate any dark areas increasing the feeling of safety. By using the appropriate lower LED wattages and proper pole heights, the lighting intensity never goes beyond what is necessary to meet the lighting code requirements. In addition, the optics of the LED fixtures is very specialized, meaning that the light is always directed where it is needed (in this case the parking deck floor) and very little light strays elsewhere. This not only means that the glare from the fixtures is reduced but it also means that there is little to no light pollution being produced off site.

There are other factors limiting the light impacts on the surrounding area receptors including the relative distance between the garage lighting sources and the receptors and the sizeable buildings and trees limiting direct view between the Project and off-site “receptors”. Additionally, the street lighting in the Sepulveda and Rosecrans streets corridors acts as a visual barrier by creating a bright foreground to the receptors which limits the visibility of the background beyond these streets.

Noise Pollution and Parking Decks

Concerns have been expressed by the Tree Street residents that the Sepulveda parking decks will operate as “large concrete sound reflectors, amplifying the traffic noise from Sepulveda”, reflecting it back to areas west of Sepulveda. The parking decks proposed for MVSC are not “enclosed” structures but are open on their sides to light, air and visibility. Open-sided decks are not emitters or “reflectors” of acoustic pollution and MVSC is not aware of any studies or industry consensus espousing decks as reflectors of reflected noise.

White Paper No. 3 – Project Lighting Impacts and Mitigation

By: Brad Nelson, LEED AP

December, 2012

Summary

In the Lighting Design Alliance study, it was found that the existing lighting as well as the proposed new lighting offered adequate coverage and light levels to meet safety requirements.

With maximum light levels reaching approximately 7 foot candles within the proposed Project and maintaining the desired 10:1 maximum to minimum illuminance ratio, the lighting across the parking areas is illuminated enough to feel safe. Uniform lighting across the entire space serves to eliminate any dark areas increasing the feeling of safety. In receptor areas off the project (across Sepulveda, Rosecrans or in the Village neighborhoods) light levels are consistently zero to 0.1 foot candles.

By using the appropriate lower wattages and proper pole heights, the lighting intensity never goes beyond what is necessary to meet the lighting code requirements. In addition, the optics of the LED fixtures are very specialized, meaning that the light is always directed where it is needed (in this case the parking deck floor) and very little light strays elsewhere. This not only means that the glare from the fixtures is reduced but it also means that there is little to no light pollution being produced off site.

There are other factors limiting the light impacts on the surrounding area receptors including the relative distance between the garage lighting sources and the receptors and the sizeable buildings and trees limiting direct view between the two. Additionally, the street lighting in the Sepulveda and Rosecrans streets corridors acts as a visual barrier by creating a bright foreground to the receptors which limits the visibility of the background beyond these streets.

Analysis

With the addition of new parking garages to the Manhattan Village shopping center, the question is raised as to how the lighting poles atop the structures would impact the surrounding residences. With the help of the project area sections, a site map, and detailed lighting calculations we can address the issue light intrusion to the sensitive use receptors in nearby areas and determine if the new installation increases light levels by a maximum of two foot-candles in these zones.

Using the aforementioned information LDA was able to fully survey the current lighting as well as the proposed new lighting in the shopping center and the nearby sensitive use areas. In doing so, LDA has proved that there is no measurable lighting impact on areas outside of the premises of Manhattan Village Shopping Center.

LDA created a comprehensive lighting calculation model which incorporated all elements of the buildings, site topography, and properties of the light fixtures to produce the impact analysis. There are two separate models, one for each scenario, which are documented in the 11”x17” “Existing Site Plan” and “Concept Plan” calculation documents which follow behind. In each of these, you will see the site plans, topography, and buildings documented in black lines while the

foot-candle values are shown as black numerical values. The light levels are also identified like a topographical map with blue, green and red isolines representing 1, 0.5 and 0.2 foot-candles in circles about the fixtures.

In both calculation models, all other lighting is ignored except for the LED pole lights that are being used in the parking lots, and proposed on the new parking garages. Light as a quantity on a surface is additive so the street lighting for Sepulveda and Rosecrans, the building lighting at the commercial establishments and other lighting that is unaffected by construction can be ignored in the calculation because the values they provide would be the same in either case. LDA also visited the site and took an array of lighting measurements and noted any unique situations that were not originally shown in the documents. The values measured on site were also used to verify the accuracy of the base calculation to ensure that the comparison was accurate with real life installations. After completion of these studies, the values were analyzed to determine the amount of additional lighting provided by the lighting install atop the garages.

LDA used a smaller LED light fixture with forward throw optics at the parking garage with a 15'-0" pole to minimize light spill off of the garage decks. LED light fixtures have very specialized optics which direct the light in defined patterns giving greater control of the light from the fixture. These fixtures also have cutoff optics which directs less than 10% of the light from the fixture above 80 degrees from nadir (straight down) and no light above 90 degrees (the horizon). The light fixtures around the deck perimeters used the house-side shield option to further prevent light from spilling off of the edge of the parking structure. The cut sheets for the medium LED fixture in the parking lots and small LED fixture for the parking garages follow behind this document.

Viewing both of the calculation summary documents it is clear that there is no lighting trespass in the area of any sensitive use receptor. The greatest impact shown is off of Marine Avenue where 0.1 foot-candles is produced, but this low level of illuminance is produced in both cases with no increase. The rest of the site shows 0 foot-candles, indicating that there is no measurable light reaching outside the premises, which does not exceed the two foot-candle threshold. This is due to the highly controlled optics of the LED fixtures as well as the design of the layouts and the use of shield options to prevent excess lighting from intruding on surrounding areas. The Concept Plan for the Manhattan Village Shopping Center will not have a negative lighting impact on the sensitive use areas nearby.

White Paper No. 4 – Rationale for Above Ground Parking Structures

By: Manhattan Village Shopping Center Staff

December, 2012

The purpose of this White Paper is to summarize why above ground parking decks/structures are an appropriate means of reaching some of the global goals for the adaptive enhancement of the MVSC.

Above- Grade Compared with Below- Grade Structures.

The zoning entitlements are required to enable the MVSC to implement significant improvements within the 18.3 ac Enhancement Area. The proposal to move away from surface parking helps accomplish two primary goals:

- Modifying and enhancing the existing combination enclosed mall and retail strip style shopping center of 1970s origin to reflect a 21st century, state of the art, multiple use Town Center with enhanced outdoor spaces, better public and private vehicular access, and enhanced bicycle and pedestrian access to and within the MVSC, and

- Moving away from surface parking as dominant, and pedestrian access as secondary to a town center layout where parking is predominantly in structures and greater areas are dedicated to pedestrian-oriented common area and outdoor amenities

The following address reasons why underground parking is not desirable for the MVSC:

- 1) **Potential Soils, Air Quality and Disposal Impacts.** The MVSC is part of the approximately 276 acres that were operated by Standard Oil/Chevron as a major oil storage facility for more than 50 years - ending sometime in the 1960's. Building subterranean parking involves large quantities of soil excavation. Subsurface excavation could be complicated by the quality of the soil that would have to be excavated and disposed of in an offsite location. Based on technical documents provided to the LARWQCB by Chevron, petroleum hydrocarbon-impacted soil is present beneath the MVSC site at depths between approximately 5- and 50-ft below the ground surface. Estimates to date indicate that offsite disposal and remediation costs would be greater than \$10 million as there is no potential for on-site remediation.
 - a) The impacted soil poses no threat in its current location subsurface to existing structures. Exposing, stockpiling, transporting and disposing of hydrocarbon-impacted soil increases potential for public exposure.
 - b) The project seeks to comply with attainable sustainable goals, with a minimal carbon footprint. The excavation of significant quantities of impacted soil, potential release of methane and other petroleum hydrocarbons, truck transportation of the soil to an offsite disposal site, and landfilling of the regulated materials will result in an environmental impact equivalent to the release of approximately 5,000 metric tons of CO₂, which is equivalent to burning up to 500,000 gallons of gasoline. This is the amount of carbon sequestered by more than 100,000 trees.
 - c) MVSC seeks to reduce the potential for avoidable environmental impacts by constructing above-ground parking.
- 2) **User Preference.** The norm in the parking and shopping center industry is that the retail customer generally prefers surface parking to above grade structures and prefers above grade structures to underground structures. Finding a parking space close to the door of a shopper's destination with minimum search is the retail customer's preference. Surface lots meet that goal but only in the first 200 ft or so from the retail building, and it can be the case that the close-in space is found only after much driving among parking aisles and internal travel ways. Nonetheless, if a space can be found early and close to the destination door, the surface lot is the most user-friendly parking solution.
 - a) The primary user of the proposed decks will be retail customers. Reluctance for using decks generally stems from an apprehension to being unable to find a parking space after having driven through all the deck levels. That concern will be removed by the use of digital available parking space "count" boards at each entrance of proposed decks for Manhattan Village. These boards will display the number of open parking spaces that can be found on each deck level so that a customer can know with certainty the extent of available spaces on each deck level.
 - b) A preference for above ground decks as compared to underground parking generally revolve around feelings of security and containment. The experience of navigating within a deck and walking to deck exits, and, conversely, returning to parked cars in a below ground deck entails the feeling, perceived or real, of more vulnerability to crime and that of a "dungeon" effect felt or perceived in a dead-end, contained environment in the lower below ground deck levels. In an above grade deck, with open sides open to air and light, a patron feels more safe with more light and a greater ability to both see and be seen within and from outside of a deck. Hidden areas are reduced. This concept is known in the industry as "natural surveillance".
 - c) Above ground decks deliver one other important purpose in an efficient parking and circulation system. That circumstance is that the deck can be readily viewed and located

by the parker, allowing the parker to more quickly or easily navigate to the parking source and reduce the need to search for parking. Below-grade decks obviously do not provide this benefit and require extensive signage and way finding devices to compensate for their hidden from view condition.

- d) Retailers view parking decks as an efficient way to locate more shoppers closer to their door and also value the use of pedestrian bridges linking decks with stores as an efficient parking solution. Macy's views the Village Shops and NEC decks in this light and would not accept below grade decks as efficient in delivering patrons close to Macy's doors or acceptable to their customers due to the "dungeon" effect referenced above.
- 3) **Construction Costs.** Even ignoring the removal, relocation and land filling of the impacted soil, the construction cost of underground parking is often prohibitive.
- a) In Southern California, the typical cost range for above-grade structures is \$15,000-25,000 per space. Underground parking is up to double the cost of above grade parking.
 - b) In the case of the MVSC, it is possible that an underground structure would also be faced with the requirement of encapsulating the structure in order to address possible high water table level or soil contamination migration issues. Consequently, the cost of placing parking underground or under MVSC buildings is financially infeasible.

Rationale for Deck Locations within MVSC.

The completed Enhancement Project includes a maximum of four decks - two within the Village Shops component, and one deck each in the subsequent Northwest Corner and Northeast Corner component phases. The two Village Shops G+2 decks are 25 ft and 26 ft respectively in height as marked at the upper deck rail - which is 4 ft above the upper level. Retail buildings in the Village Shops range from 22 to 32 ft in height at the top of the parapet wall. The Northeast Corner G+3 deck is proposed at 41.5 ft in height at the upper deck rail and the Macy's Women's Store is 42 ft in height. The Northwest Corner G+2 upper deck level is programmed to be level with Sepulveda Boulevard, thereby appearing to be a surface lot, with its lower level at grade with the interior Cedar Way travel way.

The four decks are placed within the MVSC for the very specific purpose of locating major parking reservoirs in proximity to both Sepulveda and Rosecrans and, in turn, close to the major road entrances serving MVSC. In this way, vehicles can enter and exit parking decks close to the actual center entrances, thereby reducing internal circulation traffic in the MVSC.

As it is, shoppers seeking a parking space within MVSC have to drive the interior roads and parking aisles in a "hunt and search" mode until a parking space is found. Surface lots result in significantly more driving distance to locate spaces than do decks, which provide a single destination point for a concentration of parking. The use of electronic available space counts per level at every deck entrance further enhances the ease of locating spaces for the parker.

Specifically, the south deck in the Village Shops is placed on the Carlotta Way travel way between both the 30th and 33rd Street center entrances. The Village Shops Component north deck is located directly on the travel way just north of the main 33rd Street entrance.

The Northeast Corner deck is located along Rosecrans - straddling the Village Drive entrance and the future Rosecrans entrance at Cedar Way. The Northwest Corner deck is accessed directly from Sepulveda and via the future Rosecrans entrance. Vehicles seeking parking spaces will be able to navigate to a deck entrance within a zero to 300 ft drive distance as opposed to indefinite driving distances now required to find parking spaces. The same efficiency applies to drivers exiting the decks and seeking their way to MVSC exits.

White Paper No. 5 – Sales Tax Revenue Impacts to the City of Manhattan Beach

By: Manhattan Village Shopping Center Staff

November 21, 2012

Manhattan Village currently generates approximately \$2,700,000 in annual sales tax proceeds to the City of Manhattan Beach. The sales tax equals 1% of sales proceeds generated by the retailers at Manhattan Village, so annual sales generated by tenants at Manhattan Village are approximately \$270,000,000.

The most significant sales volumes are generated by Fry's, Macy's Fashion Store, Macy's Men's Store and Apple. Among the medium term challenges faced by Manhattan Village are:

- Lack of available retail space to offer new tenants, or ones seeking to re-size – e.g. Apple is seeking to expand from 4,500 square feet to 10,500 square feet
- Anticipated departure of Fry's upon lease expiration in 2016
- Backfilling the vacant Pacific Theaters space (17,500 square feet)

The table below compares the current sales at Manhattan Village (office space excluded) with forecasted sales tax levels if no expansion is undertaken, and then under optimistic and pessimistic sales forecasts assuming the redevelopment is undertaken. The 'no expansion' scenario assumes that Fry's leaves and their existing building is re-leased, and several other key retailers either leave or, at best, are not able to expand and reposition at Manhattan Village, hindering sales growth. The midrange forecast also assumes a modest one time 5% decrease in overall sales volume in 2016 as competing centers lure traffic away from Manhattan Village with a better retail mix, and that baseline sales increases lag inflation. The redevelopment scenarios assumes Fry's leaves but the Northwest corner is redeveloped and expanded, and that key retailers in the center are right-sized, stay and their sales either (a) remain the same they are today (conservative), or (b) exhibit a one-time increase in 2016 and that baseline sales match inflation.

Revenue Generating Area - Square Feet

	Current Condition	Do Nothing Midrange	Redevelop Conservative	Redevelop Optimistic
Existing Retail	311,000	311,000	297,500	297,500
Macy's	176,000	176,000	159,000	159,000
Fry's	46,500	46,500	-	-
New Village Shops			53,000	53,000
Phase 2/3			81,000	81,000
Repurposed Macy's Men's			67,000	67,000
TOTAL	533,500	533,500	657,500	657,500

Proj 2018 Sales @ Manhattan Village	270,000,000	170,400,000	258,400,000	368,000,000
Sales PSF	\$506.09	\$319.40	\$393.00	\$559.70
City Sales Tax %	1%	1%	1%	1%
City Sales Tax Receipts	2,700,000	1,704,000	2,584,000	3,680,000

The various forecasts show how the redevelopment strategy of Manhattan Village is able to mitigate anticipated and potential departures of key tenants. Manhattan Village is vulnerable to the departure of several key tenants, which will in turn generate a negative feedback loop for sales of other tenants, which will over time impact our ability to maintain the level of the current tenant mix. This impact will be particularly acute for tenants inside the Mall and on restaurants on the North side of Manhattan Village who depend on a critical mass of retail and food and beverage offerings. The conservative redevelopment forecast essentially portrays a scenario whereby the departure of several key tenants is offset by the addition of additional square footage and thereby critical mass, and the enhanced ability to retain and attract quality retailers who generally maintain the current

average sales volumes. The optimistic development scenario reflects the offset of the Fry's departure with both a larger Manhattan Village, as well as an improved overall retailers mix, which creates a positive feedback loop of healthier sales, ability to attract better tenants, a stronger ratio of cross-shopping between tenants, and improved ability to retain the business of local Manhattan Beach shoppers.

The redevelopment will generate more tax revenue to the City of Manhattan Beach, then will be lost by the City when Fry's leaves. Taking the point further, should Manhattan Village NOT undertake the Project enhancement steps and, in addition to the loss of Fry's and the theatres tax revenues, MVSC sales volume goes down, the Apple Store leaves or, if even it were to stay at its current size, the City is exposed to a projected \$ 1 million tax revenue reduction annually, out of the current approximately \$2,700,000 in tax revenues realized by the City from MVSC.

If the redevelopment of Manhattan Village were not to be permitted, the community needs to weigh the possible future consequence of that outcome, not only in terms of reduced tax revenues to the City as discussed above, but also as to impacts in the tenant mix serving the community as well as the physical condition of the property if it is not enhanced. As things are today, MVSC has lost desirable tenants wishing to join the center due simply to not having the space to rent. Long term leases in the center are such that it effectively operates at a 98% plus occupancy. MVSC has been unable to locate retailers such as Banana Republic, J. Crew, Anthropology, The Container Store, Restoration Hardware, Bebe, among others to other local communities, and Manhattan Beach consequently has lost those tenants and their sales tax revenues. MVSC wants to elevate its appeal in order to maintain its quality offering. Not to take measures that would create state-of-the-art outdoor lifestyle retail and dining environments would ultimately result in the center experiencing a deterioration in its tenant mix, sales volumes, tax revenue generation, physical condition, all of which cumulatively could result in a very different future center anchored by retailers or services different from the Macy's, Apple, Ann Taylor, Talbot's, Kiehl's, California Pizza Kitchen, Tin Roof Bistro type operators that the community enjoys today.

White Paper No. 6 – Security Operations at Manhattan Village – Impact of Parking Decks

(Excerpted from “Thefts of and From Cars in Parking Facilities”)

By: Ronald V. Clarke, PhD - Rutgers University

April, 2010

The following has been either excerpted from or based on the paper entitled “Thefts of and From Cars in Parking Facilities.” by Ronald V. Clarke.

Manhattan Village maintains an aggressive security program administered by IPC Security, a national private security operator. Unlike most Manhattan Beach retail centers, MVSC maintains a trained staff dedicated solely to security. Security staff is on-site 24 hours a day, seven days a week. Current coverage of 471 man-hours per week includes manned surface lot patrol 24 hours a day (on foot and vehicles) with the addition of three-wheeled vehicle (T-3) patrols during peak hours.

The security staff has a strong working relationship with local public safety authorities and is in frequent and regular communication with the Manhattan Beach Police and Fire departments. The security staff, police and fire departments periodically participate in joint training sessions on the property. Security staff can issue tickets for City municipal code violations enforceable by the City of Manhattan Beach.

It is anticipated that as new retail buildings and parking structures/decks are added to the property, additional designated patrols will be implemented to coincide with the operating hours of new land uses and use of new parking areas bringing the total patrol to 800+ man-hours per week upon full build-out. This will be a 42% increase in security hours for a 23% increase in commercial space

(95,245 net new square footage of space under the equivalency program at the completion of Phases I and II). It is also anticipated that at full buildout, there will be one vehicle for surface lot patrol 24 hours per day, one patrol on bicycle or electric vehicle for each parking structure and continued use of the T-3 for assignment to designated active areas.

The physical layout of the proposed decks is a major contributing factor to the deterrence of crime. To that end, deck and structure design will incorporate the "Crime Prevention Through Environmental Design" industry standards and will include the following proposed measures:

- Lighting – Illuminate the decks during all hours of operation of the shopping center. Design levels of illumination, color of light and fixture location to maximize visibility and surveillance.
- Paint – Utilize light colored, bright paint to enhance deck illumination.
- Signage – Locate at deck entries and throughout the structure to enable vehicles and pedestrians to move efficiently and logically through the parking structure.
- Pedestrian Safety – Mark pedestrian pathways clearly.
- Elevators/stairs – Locate along deck perimeters with no hidden stairwells.
- Visibility – Utilize open siding for decks to maximize natural light and create open vistas to facilitate "natural surveillance".
- Perimeter exterior landscaping – Insure open visibility wherever landscaping is implemented.
- Emergency communications – Utilize, locate and mark "call boxes" in easy to access areas.
- Security Cameras – Install conduit for security camera cabling installation for structure.
- Overnight Parking – Prohibit overnight parking.
- Janitorial Service – Maintain a clean, graffiti free environment.

Community members have raised concerns that above ground parking decks will lead to more crime, largely referring to theft, at MVSC. Research among police and parking security experts supports that implementation of security patrols and other measures outlined above, effectively mitigates the potential for increased crime when compared to less-patrolled expansive areas of ground level parking.

The Clarke report concludes that parking decks have lower theft and mischievous activity rates than lots and gave the following examples or reasons that are applicable to the proposed use of above ground structures at the MVSC:

- Deck and garage design makes it harder for thieves to gain access to parked cars where vehicle access is limited to a single entrance, which also serves as an exit.
- Pedestrian movement in and out of decks is generally restricted to elevators and stairwells so that a thief carrying stolen items may come into contact with others coming and going. Thieves who target surface lots can make a quicker getaway through a route of their own choosing with greater certainty that they, and the items they are carrying, will not be seen."
- The greater security of decks is directly related to use of security patrols and surveillance. A major contributing factor to lower theft rates in decks as compared to surface lots is the deployment of "dedicated security patrols", conducted with frequency and randomness that contributes to increasing a thieves' perception of the risk of being caught in the act.
- Undesirable use of parking structures by skateboarders or by vagrants will be effectively mitigated by security patrols and surveillance.

White Paper No. 7 – Site Environmental Conditions and Project Mitigation

Jeremy Squire, P.E. - Murex Environmental, Inc.

December, 2012

Murex Environmental, Inc. (Murex) is an environmental engineering firm based in Irvine, California. In connection with the proposed redevelopment project at the Manhattan Village Shopping Center (Project) and the Draft Environmental Impact Report (DEIR), Murex has studied the complete record of environmental documents prepared since 1977, when the former Chevron Oil Reservoir property was sold and parceled to create the Manhattan Village neighborhood.

Study Findings

The extent of the environmental and health hazards present at the Project site has been extensively studied.

- Murex experts reviewed reports that detail Chevron's historical use of the Project site and the larger former oil storage reservoir site, which encompasses an area much larger than just the Project area prior to 1976. Large concrete basins covered by wooden roofs were used to store crude oil. No refined products (i.e., gasoline, jet fuel, etc.) were used or stored there.
- Murex experts reviewed Civil engineering documents that describe how the construction and grading activities were performed between 1977 and 1980. Soil that exhibited staining from crude oil was mixed with clean import soil and then that soil was buried between 5 and 35 feet below the current grade.
- Murex also reviewed hundreds of (close to 500) environmental investigation documents prepared by many qualified, California-licensed engineers and geologists between 1984 and 2012. Taken as a whole, they describe, in explicit detail, the condition of the soil, soil gas, and groundwater present beneath the Project area as well as the larger former Chevron Property. As a result, I fully understand the extent of environmental impact caused by the historic Chevron use and the residual crude oil.
- Lastly, Murex conducted recent (i.e., 2012) air monitoring at the MVSC to verify the ongoing successful performance of the existing passive mitigation barriers. The existing barrier system is continuing to perform as intended.

Recommendation 1

The proposed mitigation measures described in the DEIR are adequate to minimize the potential project impacts such that they are reduced to a less-than-significant level in compliance with the California Environmental Quality Act (CEQA).

The factors that go into this finding are:

1. Sub-slab barrier and vent systems (vapor intrusion protection systems) in each building are the most appropriate mitigation measures for this project. Passive venting and sub-slab barriers also offer several compounding factors of safety to protect against the intrusion of methane gas into buildings. Further, they would also protect against other vapors (although none have been detected) that could theoretically be released by decomposing crude oil in the soil. The systems will be configured to work without human intervention, (i.e., electricity, maintenance, activation, etc. are not necessary for the systems to operate) and will be prepared for the unlikely occurrence of a breach or damage using back-up safety systems. Lastly, these mitigation measures are consistent with those accepted by environmental regulatory agencies, such as the California EPA, are partially in use in the Project area already, and are common practice in the industry.
2. The use of a soil management plan to govern the practices of all earthwork at the site will minimize the exposure of soil containing crude oil to construction workers, the public, and the environment.

Recommendation 2

Where feasible, the development plans should minimize the use of any large scale excavations that intrude beyond 5 to 10 feet below the current grade. The petroleum-impacted soil poses no threat to the public in its current state and emits carbon into the atmosphere at very slow rates. Exposing, stockpiling, and trucking the impacted soil could potentially expose construction workers to health risks from the inhalation of the soil and dust. The public could potentially also be exposed to dust from the excavations. The odor generated during the excavation would likely elicit complaints from those living nearby and would violate air quality regulations. As a result, the excavation work would require the use of strong chemical suppressants, which carry their own risks.

Another factor influencing this recommendation is that excavating deep into the petroleum-impacted soil would result in the sudden and rapid release of methane and other greenhouse gasses. The excavation of large quantities of impacted soil, acute release of methane and petroleum hydrocarbons, heavy truck transportation of the soil over many weeks to a disposal site, and landfilling of the impacted material will result in an environmental impact equivalent to the release hundreds or even thousands of tons of CO₂.

White Paper No. 8 – Village Shops Component - Construction Staging and Parking Plan

By: Manhattan Village Shopping Center Staff

November, 2012

Parking for construction workers and MVSC employees:

All employees or affiliates of contractors working on the construction of Village Shops will park their vehicles in the City lot directly behind the Macy's Fashion Store, or in on-street parking spaces available on Village and Parkview. Construction workers will be directed to first seek parking in the on-street spaces as those workers are anticipated to start work at 7:00 a.m. at which time on-street spaces should be readily available.

Manhattan Village will operate an employee shuttle service during normal operating hours which shall transport tenant and MVSC employees from off-site parking locations to designated pick-up/drop-off points within MVSC. One of the off-site locations will be the 210 space City parking lot located behind Macy's Fashion Store and accessed from Parkview Avenue. Manhattan Village seeks to secure another off-site parking location to supplement the City lot.

Construction staging or material "lay-down" areas.

During Stage One construction of the South Deck and south shops, contractor trailers and permanent storage shall be staged in the 8,400 square foot permanent staging zone as designated on the attached drawing (in the location of Pacific Theatres building). Intermittent requirements for materials laydown can be accommodated on the grade level of the South Deck during those periods in which it is free of construction activity or opened for parking use.

During Stage Two construction of the North Deck and north and "G" shops, contractor trailers and permanent storage shall be staged in the 8,400 square foot permanent staging zone as designated on the attached drawing. Intermittent requirements for materials laydown can be accommodated on the grade level of the North Deck during those periods in which it is free of construction activity or opened for parking use.

The City parking lot may NOT be used for any construction staging, equipment or material lay-down purposes

White Paper No. 9 – Parking Analysis - Need vs. Supply

Parking Analysis - Need vs. Supply

April, 2012

In deference to interest raised by the Planning Commission, the Applicant has prepared this White Paper to demonstrate that the proposed parking space increases are necessary to relocate parking closest to the destinations sought by visitors to the MVSC and that such increases clearly correlate with demand without fostering a more car-centric shopping center.

The increase and relocation of parking away from surface only options creates substantial open space that will contribute to the goal of creating a 21st century, state of the art, multiple use Town Center with enhanced outdoor spaces, better public and private vehicular access, and enhanced bicycle and pedestrian access to and within the MVSC. This paper summarizes the following:

- Parking supply relative to parking needs in Manhattan Village.
- Existing conditions and programming for the VS and NEC Components of the redevelopment project.
- Setting the stage for adjustments in a future NWC project

-
1. The norm for retail shopping centers in non-urban conditions is to provide an average 4.5 to 5.0 parking ratio in a retail property. To have less will create a competitive disadvantage for any one retail center. Note the attached table which selected retail centers utilizing parking decks, aside from the inclusion of the two El Segundo Plaza centers (the Point is projected to open within 2 years) which are relevant as those centers are Manhattan Village's direct competition.
 2. Manhattan Village is presently programmed at a 4.1 per 1,000 SF parking ratio, as dictated by the MUP governing the property. Presently the property has 44 surplus spaces over the 4.1 requirement.
 3. The 4.1 overall ratio, however, is misleading in that the parking supply by site specific sector location is disproportionately distributed through the 44 acre property. The main Mall is served by a proportionately smaller parking supply while the balance of the property enjoys a disproportionately larger parking supply.

The CORE, composed of the retail between Carlotta Way on the west, the enclosed Mall on the east, the former theatre location on the north and the Macy's Men's store and Parcel 17 shops on the south, is parked at a 3.74 ratio. Whereas the balance of the property is parked at a larger average 5.64 ratio. Within the 5.64 ratio part of the center, the Fry's property (the single largest generator of car traffic in the center) is parked at an 8.2 ratio, Chili's/Coco's at an 8.37 ratio, the neighborhood center at a 5.14 factor, Chase bank at a 13.0 ratio, with the balance of the banks having ratios around 3.0, which clearly implies that those banks rely on also using either the CORE parking supply or the neighborhood center parking lot, as the case may be.

4. RREEF and Macy's wish to be clear that the 3.7 ratio serving the CORE retail buildings must be accepted as a minimum threshold in order for the CORE retail to function. The Hacienda building owner is also clear in their statements that adequate parking sufficiently close to their building, balanced with adequate supply serving the CORE retailers, is vital. It

is also the case that the parking space quantity driven by a 3-plus ratio needs to be located within a 300 to 350 foot maximum distance from the primary “doors” of the CORE retail, and that travel distance must be relatively free of barriers to the pedestrian/shopper.

It is the case that there is no surplus of parking serving the CORE of the property. Rather the CORE is marginally served and relies, certainly in more peak shopping periods, on the disproportionate supply located in the non-CORE portions of the property.

5. The Site Development Review Package plans are designed to maintain the 3.7 ratio in the CORE property as the Phase 1 Village Shops is developed. The overall property ratio also stays at the existing ratio level, as necessitated by the continued operation of Fry's.
6. Under the Site Development Review package plans, the NEC Phase 2 Macy's expansion is accomplished with a G+1 deck built to handle the Macy's expansion space. The NEC Phase 2 project results in a lower 4 ratio overall parking ratio as a result of the CORE ratio moving to a 3.3 ratio due largely to the loss of the 147 space lot presently serving the Macy's Fashion store, a condition that Macy's will have to approve. Upon the completion of the Phase 2 NEC it is estimated that there will be 39 surplus spaces above the 4.1 per thousand ratio for the entire property. The non-CORE ratio rises to a 6 from a 5.75 but that is due solely to the fact that the Fry's necessary high ratio is mathematically a larger part of the non-CORE ratio as a result of the Medical Office Building folding into the NEC numbers.

The condition of “no surplus parking” serving the CORE property remains the same, as referenced in paragraph 4 above.

7. During the future NWC project there is an opportunity to rebalance the parking supply relative to the GLA square footage.

When the Fry's traffic generation, and the need for a disproportionately large parking ratio serving the northwest corner, goes away, then the GLA built in the future NWC project can presumably be built at a parking ratio in the 4 plus range. The net effect of that step is 4.x ratio parking replacing 8.2 ratio parking in which event an overall 4.2 ratio in place at the end of Phase 1 is further diluted to a net lower ratio. An amendment to the MUP will need to recognize that possibility.

The CORE, served by a mid-3 ratio, continues to be buttressed by the greater than 4.1 ratio parking in the non-CORE, and the various non-CORE components work parking wise with their 4 plus range ratios.

Figure 1 Regional Location and Regional Vicinity Map

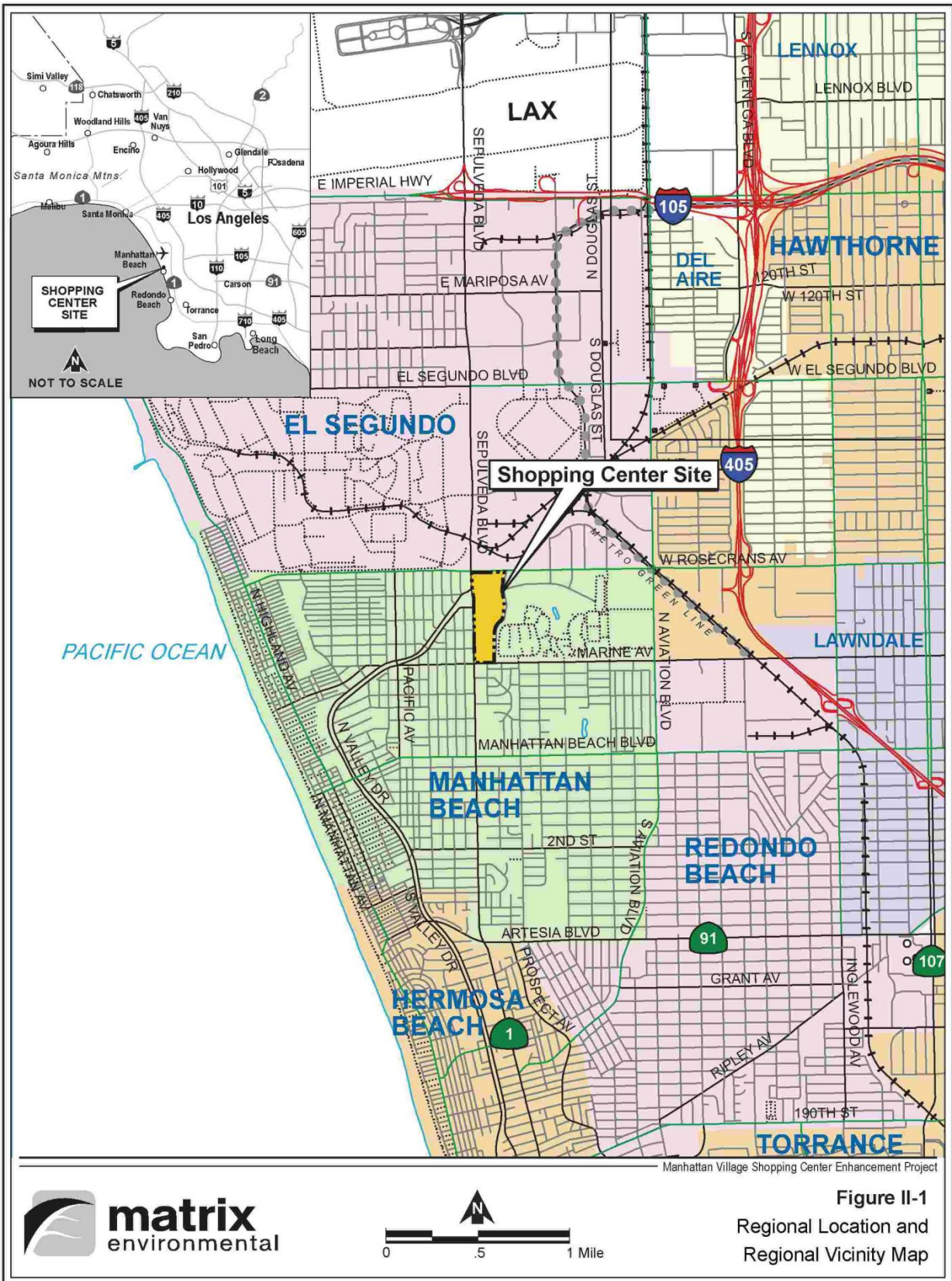


Figure II-1
Regional Location and
Regional Vicinity Map

Source: Matrix Environmental 2009

Figure 2 Aerial Photograph of Site





Figure 3 Site Plan Existing Conditions

Figure 4 Boundaries of VS and NEC Components and NWC Project





MANHATTAN VILLAGE



MVSC Enhancement Project
April 24, 2013 #206340.00



Site Plan: Project Concept Plan

Figure 5 Concept Plan - VS - NEC Components and NWC Project

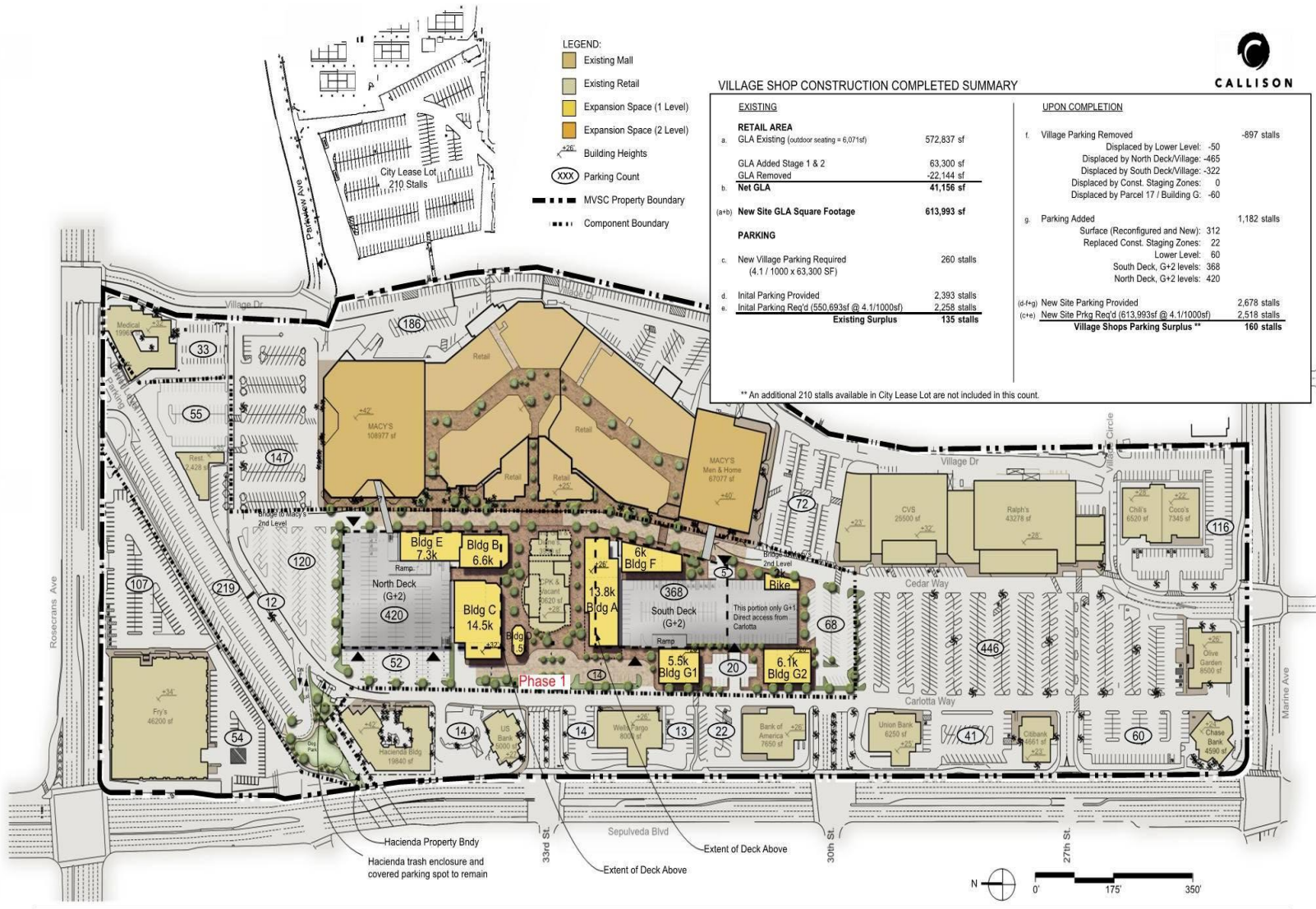


Figure 6 Phase I VS Component



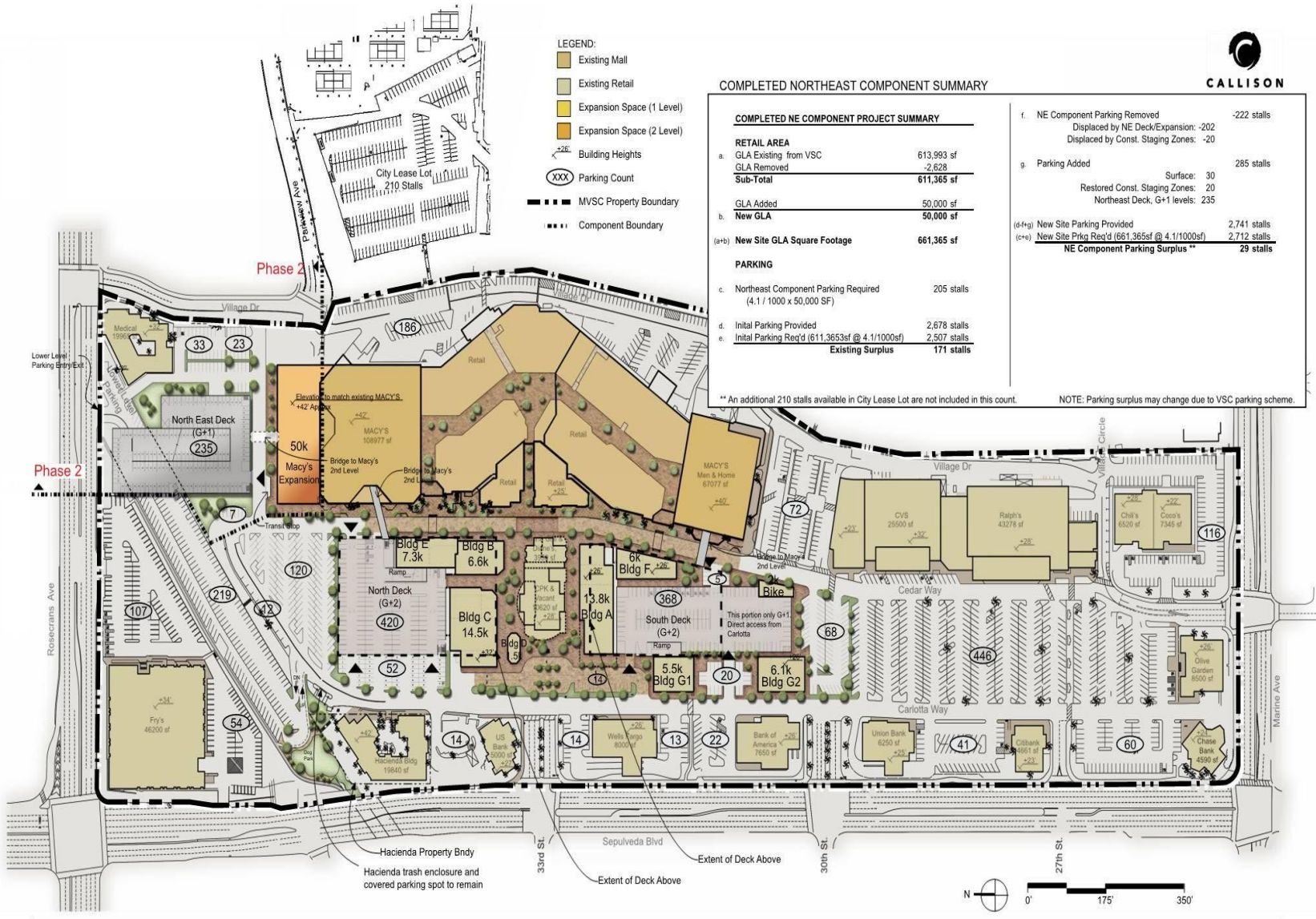


Figure 7 Phase II NEC Component

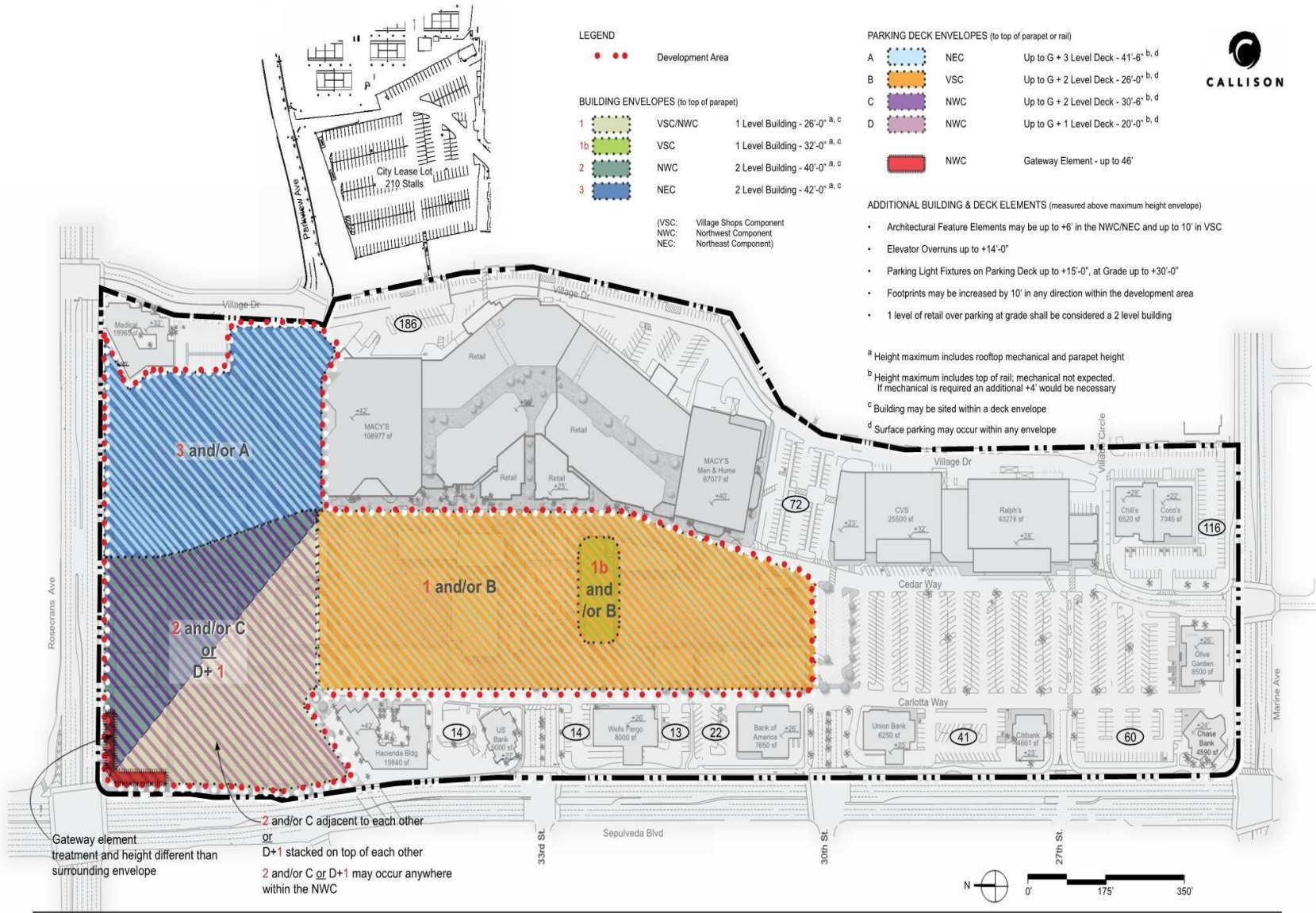
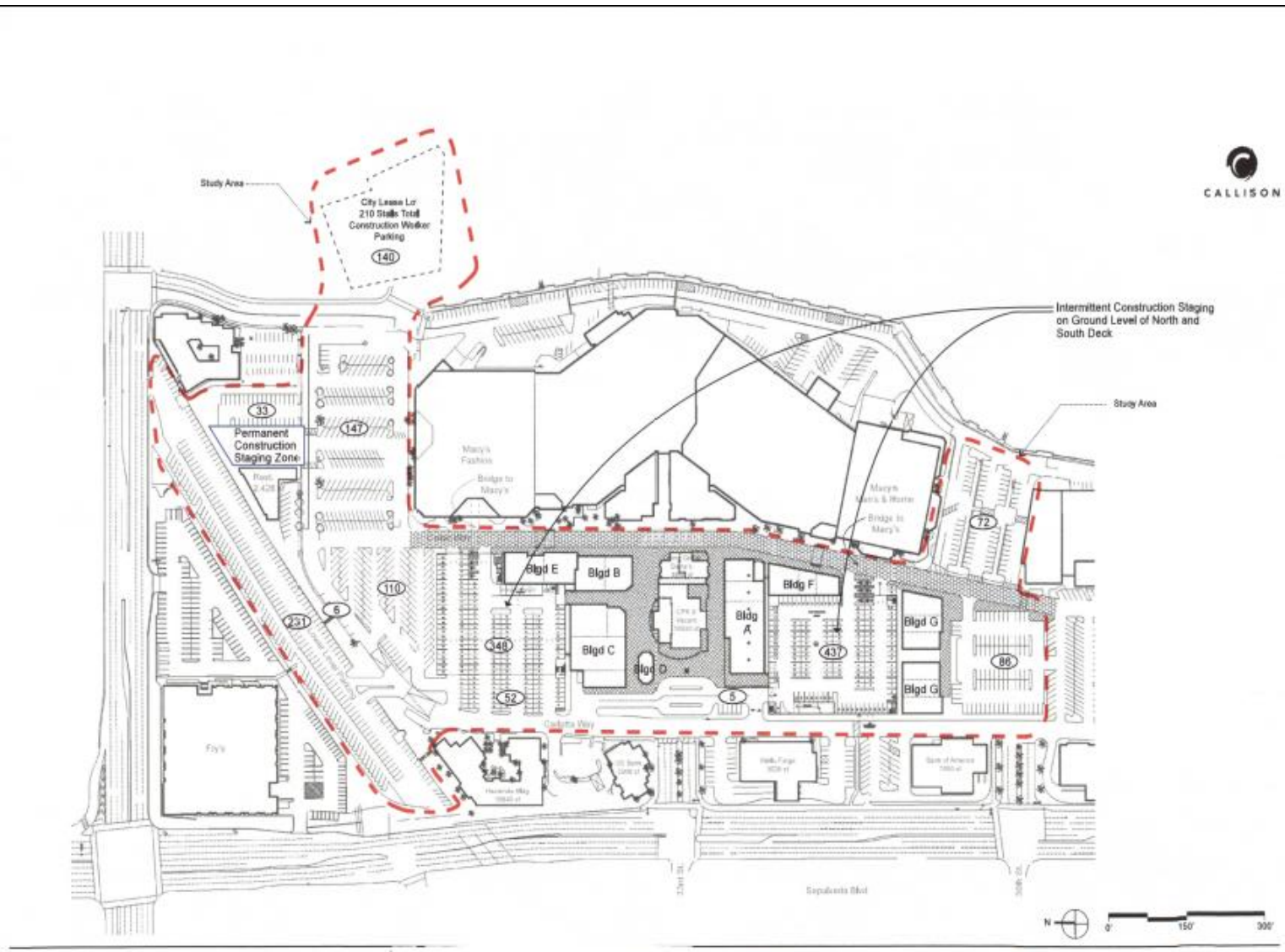


Figure 8 Envelopes and Heights Diagram



Figure 9 Construction Parking Plan



MANHATTAN VILLAGE



MVSC Enhancement Program
Construction Parking Plan
November 01, 2012 #206340.01



Construction Parking Plan
Village Shops Component

CPP
1

ATTACHMENTS ‘I’ AND ‘J’ ARE HYPERLINKS

ATTACHMENT I.

Hyperlink to Draft Environmental Impact Report (DEIR)-
<http://www.citymb.info/manhattanvillage/index.html>

ATTACHMENT J.

Hyperlink to Final Environmental Impact Report (FEIR)-
<http://www.citymb.info/manhattanvillage/Final2013/index.html>

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**CITY OF MANHATTAN BEACH
PLANNING COMMISSION
MINUTES OF REGULAR MEETING
APRIL 24, 2013**

A Regular Meeting of the Planning Commission of the City of Manhattan Beach, California, was held on the 24th day of April, 2013, at the hour of 6:30 p.m., in the City Council Chambers of City Hall, at 1400 Highland Avenue, in said City.

1. ROLL CALL

Present: Andreani, Gross, Ortmann, Paralusz, Chairperson Conaway
Absent: None
Staff Present: Richard Thompson, Community Development Director
Laurie Jester, Planning Manager
Recording Secretary, Rosemary Lackow

2. APPROVAL OF MINUTES – April 10, 2013

The following amendments were made by the Commission:

Commissioner Andreani: Page 1, Roll Call: correct title as Chairperson Conaway and Commissioner Andreani; Page 8, 3rd paragraph from top add a colon after “Second Units”; Page 9, Planning Commission items, first paragraph, shall be corrected to read “Commissioner Andreani noted that on April 11th in the Fire and Police Conference Room, the concept plan for the Veteran’s Parkway Maintenance Improvement Project will be presented. She also stated that the Final EIR for the Mall.....informative.” Same page, also under Commission Items, paragraph 3, insert “no” before “smoking”.

Commissioner Paralusz: Page 5, 4th paragraph from the top: strike : “understand that” and replace with “that she requires” and strike “can be received”.

Chairperson Conaway: Page 3, third paragraph from top, first line: insert “code allowed” after “the minimum”. Same page, in the paragraph starting “There being no further questions..” add a “d” to the end of “invite”.

A motion was MADE and SECONDED to **APPROVE** the minutes of April 10, 2013, as amended.

AYES: Andreani, Gross, Ortmann, Paralusz, Chairperson Conaway
NOES: None
ABSENT: None
ABSTAIN: None

3. AUDIENCE PARTICIPATION

Steve Vogle stated he wanted to comment on the Manhattan Village project, and Chairperson Conaway advised that he should speak later in the public hearing for this project which is an agenda item.

Viet Ngo, long time City activist spoke and stated that the minutes regarding the Library are very critical and are incomplete in that they do not provide his input regarding the architects. He is putting the Commission on notice regarding the Brown Act and requested that the minutes for March 27 be so corrected.

There being no further public comments, Chairperson Conaway asked staff for correct procedure

for correcting the minutes. Director Thompson stated that it would be appropriate for Mr. Ngo to put his concerns in writing and submit them with his request to the Planning Commission for consideration.

4. GENERAL BUSINESS

[04/24/13-2.](#) Adoption of a Resolution Approving a Variance from Building Height Standards by Two Inches for a Third Story Addition to an Existing Two-Story Single Family Residence Located at 508 Third Street. (Boyle)

Development Director Thompson made a brief summary recounting the proposal, the Commission's direction to approve the variance and stated that the action tonight is to review and approve the Resolution language, and not reopen the discussion as the public hearing is closed.

Commissioner Gross commended staff in their skill in drafting the Resolution as directed, especially in reflecting the truly exceptional situation. Commissioner Paralusz added that she wanted to emphasize that she felt the Variance was a good decision and the amount of the height variance being granted at only 2 inches is the absolute minimum needed by the applicant to make the project work.

Brief discussion followed regarding the building square footage that is reported on page 4 of the Resolution. Development Director Thompson explained that the square footage in the Resolution reflects City building records. Commissioner Andreani commented that she thought the Resolution was a good reflection of the Commission's direction and the approval is an example of the applicant working well with the staff and Commission to achieve a compromise.

A motion was MADE and SECONDED to **ADOPT** Resolution No. PC 13-04, approving a variance for 508 Third Street, with no changes.

AYES: Andreani, Gross, Ortmann, Paralusz, Chairperson Conaway
NOES: None
ABSENT: None
ABSTAIN: None

Director Thompson announced a 15-day appeal period, and that this decision will be forwarded to the City Council at a future regular meeting with a recommendation to "Receive and File".

5. PUBLIC HEARING

[04/24/13-3.](#) Manhattan Village Shopping Center Enhancement Project, Final Environmental Impact Report (FEIR), Master Use Permit Amendment, Variance (Building Height), Sign Exception and Sign Program, located on the east side of Sepulveda Boulevard between Rosecrans Avenue and Marine Avenue (3200-3600 North Sepulveda Boulevard).

Chair Conaway noted the protocol that speakers will have 3 minutes to make comments due to the many people wishing to speak.

Director Thompson introduced this item, giving the background and stating that tonight's focus will be on the Final EIR, project revisions and parking. Planning Manager Jester gave a brief overview and laid out the process for the presentation which in order will include the applicant, then the EIR consultant which will include the traffic and parking consultant, then she will present a conclusion. Ms. Jester explained that some draft conditions of approval have been provided to encourage discussion. She gave a PowerPoint presentation covering many items in the Staff Report. After reviewing the history of the project and public review so far, she noted that the project has evolved to address public concerns, starting with the EIR scoping meeting in 2009 which drew comments that identified issues to be analyzed in the EIR. Revised applications were submitted in June and October, 2012 and most recently in March 2013. She

clarified that the EIR covers the 18-acre portion of the site where new development is proposed but the entitlements including the Master Use Permit, are for the entire 44 acre site. She also explained that the Final EIR covers the Northwest Corner or Phase III which has been withdrawn from the Master Use Permit. The Phase III corner development will be the subject of a future Master Use Permit amendment and public hearings but is covered under the project description in the Draft and Final EIR.

At the conclusion of Ms. Jester's presentation a brief discussion was held by the Commission with Staff.

In response to a question as to whether it would be appropriate for the Commission to discuss the preliminary conditions, Director Thompson indicated that the Commission could discuss this at their discretion, but first the public hearing should be conducted.

In response to a question by Commissioner Andreani regarding page 79 of 193 of the Staff Report in a reference to a letter submitted by the Hacienda parcel owner, Ms. Jester indicated that staff did not verify the square footage numbers in the letter that asserted the size of Manhattan Village compared to other malls.

In response to a request by Chairperson Conaway Ms. Jester explained that regarding the period for public comments for the Final EIR, state law requires only a minimum 10-day review period, but in this case there will be several months of the public comment period before the Planning Commission and City Council, right up to the point when eventually the City Council closes the public hearing and makes a decision on the applications. Continuing, Ms. Jester explained the difference between the Draft and Final EIR – that the Final EIR includes the Draft EIR and all public comments on the Draft EIR and responses to all those comments, as well as anything that has been brought up that requires additions and revisions to the Draft EIR or changes made by the applicant.

Mark English, of RREEF representing the applicant gave a PowerPoint presentation with the following main points: the Site Plan, Phase I and Phase II; the estimated Development Phasing time frames for the Village Shops- Phase I , with first the South Shops and south parking deck (starting in August 2014 to tenant leasing in November 2015); the North Shops and north parking deck (starting June 2015 to leasing in September 2016); Building G2 and the southern portion of the south parking deck (starting April 2016 to leasing November 2016); and finally, Phase II, North East corner Macy's consolidation (starting August 2016 to Summer 2018). Mr. English explained that they cannot accomplish all at the same time, parking must be available for active uses as the project progresses. The last piece of The Village Shops will involve the tenants Coffee Bean and Tea Leaf/Sees/Vitamin shop and it is intended that these shops will be retained but moved to other locations onsite.

In response to a comment from Commissioner Paralusz, Mr. English confirmed that the main visual difference in the plan now is that the south deck recedes from Sepulveda Boulevard and is elongated and narrowed and expands to the south, and there are buildings between the parking decks and Sepulveda so you won't be able to see much of the deck structure from Sepulveda.

In response to Commissioner Ortmann, using the slide of the Phase I Village Design Aesthetics as a reference, Mr. English explained that, from Sepulveda and the ground level the updated plan won't look much different from before, and he will show more how the parking decks will not look like parking structures and further, that these slides are intended to act as starting points to show what is being proposed. Regarding the parking deck lighting, he pointed to the lights on the top of the deck noting that these will be 15 feet tall. The way to minimize glare is to direct it down to the ground as opposed to directing it horizontally, and they prefer light poles to accomplish this instead of bollards.

In response to Chairperson Conaway's inquiry as to the loading docks, and deliveries, Mr. English, showed two areas where loading and deliveries will occur and noted that some flags

have been placed on-site to show prospective locations. Mr. English then showed a slide of an existing parking structure in Walnut Creek explaining it is an example of a “G+2” deck but has a Starbucks on the ground level. In response to Commissioner Gross, Mr. English stated that the clock tower is masking an elevator. Mr. English next showed a graphic rendering of a proposed bridge connection, stating that this has two purposes, besides providing a pedestrian connection: it will visually serve as a gateway statement for The Shops and then also serve to calm approaching traffic.

Mr. English displaying a slide of the Veteran’s Parkway and how pedestrians and bike riders will be able to travel through the Parkway to and from the Mall, and that there is the possibility for a small dog park at the bridge entrance. Mr. English responded to Commissioner Ortmann that he cannot say exactly what will be happening underneath the Sepulveda bridge area, because first, they do not own that land, and the bridge project will be under construction for a while and there is more work to be done in planning this and figuring out how connections to the project will be made. Director Thompson affirmed that more work needs to be done in this area.

Mr. English proceeded to discuss slides showing: 1) walking distances to the Mall in 5, 10 and 20 minutes increments, 2) stakeholder comments including a letter from the Hacienda building owner and a meeting on March 21st between Macy’s and the City, 3) parking supply in the north and south “cores” , employees parking areas, overall parking ratios, including comparisons with national shopping center and Los Angeles norms and other specific southern California shopping centers and, lastly the proposed preliminary Conditions of Approval.

Regarding the Hacienda Building at 3500 Sepulveda Boulevard, Mr. English stated that both parties are in compliance with all obligations of that agreement. Mr. English clarified that tenant leases cover where employees can park, and they are currently using a shuttle between the center and the lower City-owned lot as well as the parking in the culvert area which currently is required for medical offices employees.

In response to an inquiry from Commissioner Gross about the parking ratios Mr. English stated that the Traffic and Parking consultant would address that question. In response to a question from Commissioner Andreani, Mr. English showed where the valet drop off areas are proposed in front of the CPK building. He showed the parking ratio information in the “core” area, with an existing ratio of 3.7. There is a ratio of greater than 4.1 in the Veteran’s Parkway and restaurants on the south side, and 3.7 for Phase 1 core, and then 3.5 for the Phase 2 core plus the North East corner. Mr. English concluded his remarks about parking by suggesting four important “takeaways” as follows:

- 1) the existing core (total north and south) area parking ratio of 3.74 per 1,000 square feet is below the industry standard of 4.5 and the Los Angeles competition average of 5.0 per 1,000 square feet;
- 2) the proposal is to maintain about the same ratio in the core areas (3.74 existing versus 3.70 for Phase I Village Shopping Center);
- 3) surplus parking, if any will not be in the core areas; and
- 4) Phase III is an opportunity to reduce the parking ratio.

Commissioner Gross questioned whether because the far north and south areas there are greater parking ratios, is this an opportunity to create better circulation to the excess parking at these far ends. Mr. English noted that major tenants such as Ralph’s and CVS would be against removing parking in their area if needed to create such access, and further RREEF is engaged in working out traffic improvements on Marine Avenue.

Mr. English showed photos of two parking structures at the Grove in Los Angeles that provide a single structure (as opposed to two as proposed by RREEF) and commented that it is very difficult to mitigate the bulk of such a large parking structure).

Mr. English noted the following points regarding the draft conditions on behalf of the applicant:

- 1) the conditions address the right issues;
- 2) work still needing to be done includes: identifying requirements and standards, timing for compliance, and to provide sign-off procedures;
- 3) They have concerns that conditions relating to street dedication and improvements need clarity as to requirements and timing and the City of El Segundo should not have approval rights over the applicant and the City of Manhattan Beach.

In response to a question from Commissioner Gross Mr. English stated that there are issues with the conditions that relate to streets and their attorneys have not looked at yet, but he is confident staff wants to work with them.

Mr. English wrapped up by thanking the Planning Commission and they hope that this latest plan demonstrates that they have responded after listening to the community and various stakeholders. They take pride in their projects and believe the community will too, when the project proceeds.

Chairperson Conaway encouraged the Commissioners now to ask specific questions of the applicant.

In response to Commissioner Gross, Mr. English verified that White paper #1, dated November 2, 2012 is still valid and the basic premises remain the same. Commissioner Gross urged that the public look at the 9 “white papers” prepared by the developer.

Commissioner Paralusz stated she had no questions at this time.

Commissioner Andreani requested, information on the valet, and was informed by Mr. English that the cars dropped off in the valet area will be stored at the top level of the G+2 south deck.

Commissioner Ortmann stated he had no questions at this time.

Chairperson Conaway asked what is the impact to the traffic study conclusions when you remove the Fry’s component (Phase III)? Mr. English responded that the traffic consultant will specifically respond but he emphasized that although they have for now withdrawn Phase III this is still an essential part of the overall center and its removal was the best way to move the project forward.

Mr. English responded to a question from Commissioner Gross - that RREEF would come in for planning approvals for Phase III as soon as Phase I is completed.

To respond to Chairperson Conaway’s questions about phasing and related traffic and parking impacts, **Sarah Drobis**, Gibson Transportation Consulting, stated that in doing the traffic analysis of EIR, they looked at many various situations and all kinds of development scenarios and in each case the potential impacts would not be significant. They determined the greatest potential impact is prior to Fry’s use being removed and after Phase I is operating and still they found there to be no significant impact. The main point is that greatest impact was accounted for in the traffic study which is part of the EIR and the conclusion is that there will be no significant impacts.

Mark English, for RREEF stated that the manager of Macy’s is present and would like to make a statement at this time and Chairperson Conaway invited the manager to address the Commission.

Tracie Manick, Vice President of Macy’s at the Mall spoke of several things that are not commonly known by the public but she feels are important. She noted the following points: 1) out of 85 stores, this store in Manhattan Village is one of the most productive in terms of revenue dollars per square foot and this productivity continues to grow; 2) this store rates

second in the nation in consumer satisfaction surveys, and convenient parking is very important. 3) There is a prediction of high consumer growth at Manhattan Village, and the expansion is greatly needed; 4) she urged the Commission to look at how best to service the center; 5) 86% of Mall shoppers come from Manhattan Beach, Hermosa Beach, and Redondo Beach, and about 12% are now coming to Manhattan Village from other areas. In addition the Galleria's Nordstrom's will be leaving in two years, and this is a customer base the Mall can service. 6) She requests that parking standard be kept as proposed.

In response to a question from Commissioner Ortmann, Ms. Manick stated that the 12% coming from other South Bay areas does not make Manhattan Village a "regional" market draw.

EIR PRESENTATION

Stephanie Eyestone-Jones, President, Matrix Environmental, the City's consultant made a Power Point presentation, covering:

- 1) The three main purposes of an EIR in California Environmental Quality Act (CEQA): to inform decision-makers, suggest ways to reduce impacts, and encourage public participation.
- 2) Overview of the EIR process from Initial Study to filing of Notice of Determination (NOD). The NOD filing starts the time frame for statute of limitations whereby a party can litigate.
- 3) Issues Evaluated in Draft EIR
- 4) Overview of Final EIR (corrections, minor modifications, responses to comments , mitigation monitoring program)
- 5) Overview of topics commonly raised in Draft EIR/Final EIRs: traffic, structure massing and size, crime, lighting, noise, aesthetics, hazards.

Commissioner Gross asked and Ms. Eyestone-Jones explained that, as stated in the Final EIR of the Executive Summary, the draft EIR is distributed to several state agencies for their input and while the City is the primary decision maker, he is correct that the State has been consulted and the various State Department's concerns are addressed in the EIR. Commissioner Gross and Ms. Eyestone-Jones referred to pages 20-21 of the Final EIR that reflected this conclusion in summary form. These show most categories have no impact and the remainder have no impact after the designated mitigation. In response to another question from Commissioner Gross Director Thompson responded that the role of the City Council is to certify the EIR and the role of the Planning Commission is to make a recommendation on certification.

Sarah Drobis, Gibson Transportation Consulting, again summarized the traffic analysis, and that they analyzed different combinations of the project, and in all, came to the same conclusion that there would be no significant impacts. She noted project traffic improvements including dedication of right-of-way for Sepulveda bridge widening; Rosecrans deceleration lanes, and Cedar Way ring road improvements for traffic and bike circulation. The Final EIR includes an updated circulation plan with improvements and enhancements.

In response to an inquiry from Commissioner Gross, it was explained that Urban Land Institute (ULI) which sets 4.5 per 1,000 square feet as a parking standard, is an established authority for determining national parking standards.

Chairperson Conaway clarified through the consultant that the parking at 2,393 existing is proposed to increase to between 2,856 – 3,142 spaces, exclusive of the City owned lot and these are incorporated in the Final EIR as a potential range depending on the final approval and how it would be built out.

Ms. Drobis continued to explain that after Phase II, on a peak weekend day in December there is anticipated to be some additional parking spaces needed. She feels that they can reduce the ratio to 4.1 which would be a slight reduction on parking spaces, however removal of more than 50 spaces could be a tipping point and should be watched, because this could lead to a loss

of customers or spill-over into other areas (in front of Ralphs, etc.). So, they can support a slight parking reduction after Phase I, with a robust employee Parking Management Plan, which is reviewed by the City and would be reviewed again before Phase III to verify parking conditions.

Ms. Drobis concluded by recapping: the project is not forecasted to cause significant impacts. Ms. Drobis further explained, in response to a question from Commissioner Andreani, that one can conclude that there will be no significant impact, even with 21 to 22% increase in square footage because some large generators such as Fry's and the theater will be removed. The issue is how to "right size" the parking.

In response to questions from Chairperson Conaway **Ms. Drobis** advised that the trip generation analysis is the study to look at. The net increase is 150 trips during peak hour and they analyzed the distribution of those trips and related impacts. The removal of Fry's and the theater, which are the biggest generators, influences this a lot. Chairperson Conaway noted he is having difficulty justifying the conclusions from a layman's point of view and how it works.

Ms. Drobis responded to Commissioner Ortmann that the Transportation Engineers Trip Generation Manual was used to determine the net number of trips for each Phase and also explained the am/pm peak traffic thresholds of significance (2% increase per the Los Angeles County Congestion Management Plan) is used by the City to determine "significant impact".

Commissioner Gross referred to a letter they received that says everything in the EIR is wrong, and that the author states his intent to sue the City and Commissioner Gross requested that Staff comment on this. Development Director Thompson responded that the letter has been forwarded to the City Attorney who will provide guidance, and further that the City's legal team has been closely involved with the project for the City. Director Thompson also explained that the EIR is not subject to approval by the State, but several State agencies are informational resources to the City.

PUBLIC HEARING

Chairperson Conaway invited the public to comment.

Brandon M. Taylor, a long-time resident stated his objection to the EIR alleging that it is not valid and has not met its legal burden. He has stated his points in detail in a letter to the Commission that Commissioner Gross mentioned, but his main reason is his belief that the applicant has not provided specific enough plans to allow the Planning Commission to understand the project clearly enough.

Mark Krigsman, Oak Avenue, has been involved in the process, representing a group of Tree Section residents and doesn't believe that the EIR adequately addresses issues they have raised, which would include the issue of traffic using the Center and Oak Avenue as a bypass. Also he believes that the Commission may not have looked closely at the ownership to see who RREEF is and is concerned about RREEF's investment in the community, being an investor not a developer, and the problems RREEF had in Sunnyvale.

Chris Prodromides, Oak Avenue resident, lives down the street from the prior speaker, and he believes that Mark Krigsman is right – that there are too many assumptions.

Steve Packwood, Oak Avenue, attended the first session in June and talked about what the community wants. The bottom line, if the center predicts a 12% growth that relies on shoppers coming from outside the City, will the Center possibly lose its local identity? Also, he didn't hear much to eliminate concerns about parking and he emphasized that the City is the Lead Agency, and urged as such for the Commission to do its due diligence now while there are still many unanswered questions as they make a recommendation to the City Council.

Paula Packwood, 3100 block of Oak Avenue, suggested that the developer give a quick recap as they go, about where they are in the process and requested that they not be allowed to piecemeal the project. She also raised the question as to whether they can negotiate an agreement with Plaza El Segundo to provide a site for overflow parking, and can flags be put where the parking decks and lights will be located and their height and further can the developer have lights installed in the poles so they can see if the light will be visible from her living room.

Diane Wallace, Manhattan Village resident, appreciates RREEF's responsiveness but has a question relating to Phase III - is there a disconnect in that the City had objections to the North West corner, resulting in that portion of the project being withdrawn? She requested an explanation to the objections by the City regarding the North West corner piece at some point.

Jim O'Callaghan, President, Manhattan Beach Chamber of Commerce, stated that the City had contracted with their Chamber to determine the "leakage" of retail dollars from the community and the purchasing power of the City and advised that the City is losing several millions annually and needs the improved mall.

Marilyn Hocum, resident on 33rd Street has two concerns: parking and traffic, and questioned why would we want less parking and then stated that it seems logical that there may be more traffic and parking impacts if they are building more parking spaces to accommodate customers.

Scott King, 25 year resident, stated he feels the City needs some form of irrevocable commitment from RREEF that it will do Phase III, also thinks the rationale as to why no new impacts will result, but new parking spaces are needed because shoppers will be staying longer.

There being no other speakers, Chairperson Conaway closed the public hearing.

COMMISSION DISCUSSION

Commissioner Gross asked the audience: "How many people do not shop at the mall?" One person raised a hand.

Chairperson Conaway invited the applicant's representative to address the Commission in response to public input.

Mark English stated he won't attempt to respond to many issues as he feels his team has already addressed such. The withdrawal of the North West corner piece is only done for practical reasons – to allow them to get the rest of the site development started. The corner piece is addressed in the EIR and suggested that, if this is desired by the City, they could add the corner in the Master Use Permit, as a building envelope with a more general description. Mr. English concluded by speaking to the issue of RREEF's relationship with Deutsche Bank and the Sunnyvale shopping center project. An important fact is that RREEF has no partner and no debt on this project. The Manhattan Beach Shopping Center is an unencumbered asset and is not comparable to the Sunnyvale situation.

Director Thompson responded to a question from the Commission as to why Phase III (North West Corner/Fry's) is not being included in the current approval. The corner is very important to the City, but the idea was to concentrate on the first two phases and have more time to work out Phase III design issues. In response to a question from Commissioner Gross, Director Thompson indicated that the applicant withdrew the land use applications for that Phase.

Commissioner Paralusz noted that the applicant has the option to wait until the corner design was resolved but has chosen to drop the corner and work out the issues which appears to be a mutually agreeable situation. Director Thompson added that he thinks the option to wait offers a better benefit to the public because it will result in much better connectivity of the corner into the center.

Chairperson Conaway commented that there are some things that directly relate to Phase III that may need to be written into this approval, such as the Veteran's Parkway parking and connection.

Director Thompson affirmed to Commissioner Gross there are three phases. The applicant is willing to bring in Phase III for entitlement approval soon after I and II. Mr. Thompson added that building in phases is very common for centers.

Chairperson Conaway noted that Staff has asked the Commission to go through the list of draft conditions. Commissioner Ortmann suggested that at the next meeting the public speak first, without having to sit through more lengthy presentations, to which there was agreement.

Chairperson Conaway asked Staff if it needs input from the Commissioners on the draft conditions, and Commissioner Andreani suggested that parking and the parking structures be used as a "jumping off point" to start this discussion. Development Director Thompson suggested that the Planning Commission start its discussion with parking.

Commissioner Gross stated that he likes the idea of having an Employee Parking Management Program, but doesn't like the City telling the applicant to reduce the number by 100 parking spaces. The applicant is going to spend their money on those spaces only if they think they need it and the City should not second guess them on parking. He raised the fact that the developer's business plan provides a lot of data and the City should allow the developer to figure out how they will get shoppers to stay a little longer because they know their shoppers best. The City should require a parking Management Program.

Commissioner Andreani commented that the public doesn't like the proposed parking structure height and bulk and that there are multiple structures; however she asked how can they achieve more parking without structures? She is expecting that the structures, similar to the Walnut Creek example, will be designed to look like buildings and not parking structures and Macy's wants a plan that accommodates their shoppers. She expressed concern regarding the fiscal impact from online retail shoppers and believes that the design of the parking structures has improved quite a bit.

Commissioner Paralusz noted that Commissioners Gross and Andreani echoed some of her thoughts – such as the benefit of requiring a Parking Management Plan. Commissioner Paralusz stated she disagreed, however that the City should be involved with mandating where parking should be located and perhaps not dictate how many spaces to add. Finally, she is not in favor of reducing the parking numbers, and on the Phase I south deck on the Sepulveda side, favors putting buildings in front of the parking decks and extending the parking structure to the south.

Commissioner Ortmann stated that he supports staff's desire to come up with a more reasoned approach to the parking and not based on the need for parking solely on "peak" times. He believes there's a site plan issue, though, in that too much square footage is being proposed in areas of the project where there's the least amount of parking. In closing, Commissioner Ortmann would support anything that staff can do to minimize the amount of parking being added. However, he is also interested in finding out what other communities do with respect to maximum parking ordinances.

Chairperson Conaway stated he thought the challenge is how to provide additional parking to an existing center. The General Plan policy is to encourage a small town atmosphere should be taken very seriously. He expressed general support for the amount of parking being proposed. With the master planning in the Veterans Parkway greenbelt area, he believes that the Planning Commission should focus more on pedestrian and bike connections which he thinks could be strengthened. He fully supports staff working with the applicant to reduce the parking need for the development.

COMMISSION ACTION

Chairperson Conaway reopened the public hearing and subsequently a motion was MADE and SECONDED (Paralusz/Ortmann) to **CONTINUE** the public hearing to May 22, 2013.

AYES: Andreani, Gross, Ortmann, Paralusz, Chairperson Conaway
NOES: None
ABSENT: None
ABSTAIN: None

6. DIRECTOR’S ITEMS - None

7. PLANNING COMMISSION ITEMS

Commissioner Andreani announced that on May 2nd there will be an important public meeting at 6:00 p.m. at the Police and Fire Facility to consider a final concept plan for the Veterans Parkway.

Commissioner Gross announced that on April 29, the Public Works Department will conduct the second public meeting at 6:30 p.m. at the Police and Fire Facility to discuss planned improvements to the existing stairs leading from the Strand to the Bike Path.

8. TENTATIVE AGENDA - May 8

Development Director Thompson noted that the items for the next regular meeting include Mansionization code amendments, a parking reduction and a Coastal Development Permit for a project on The Strand. He reminded the Commission that they will be adjourning tonight’s meeting, however to the special joint Planning Commission / City Council meeting on April 30th. He reminded the Commissioners to bring their comments with them to the joint meeting.

9. ADJOURNMENT

The meeting was adjourned at 10:30 p.m. to April 30, 2013, in the City Council Chambers, City Hall, and 1400 Highland Avenue

ROSEMARY LACKOW
Recording Secretary

ATTEST:

RICHARD THOMPSON
Community Development Director



MANHATTAN
VILLAGE
SHOPPING CENTER

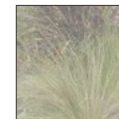
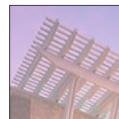
PLANNING COMMISSION MEETING
MAY 22, 2013

ATTACHMENT C
PC MTG 5-22-13

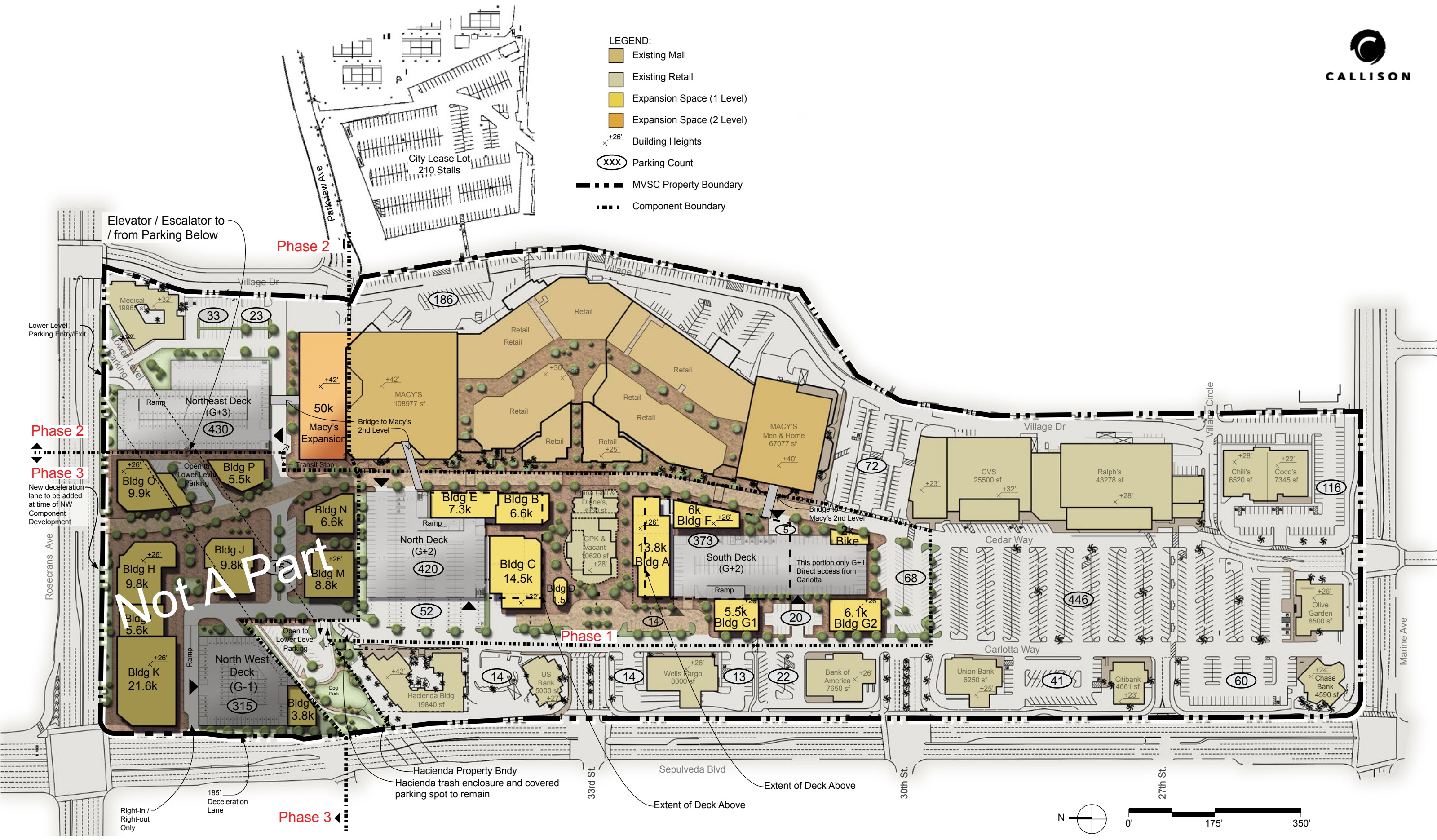
- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - +26' Building Heights
 - XXX Parking Count
 - MVSC Property Boundary
 - Component Boundary
 - Indicates Existing Accessible Parking Stalls



Project Concept Plan



- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - Building Heights
 - Parking Count
 - MVSC Property Boundary
 - Component Boundary



Not A Part



- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - Building Heights
 - XXX Parking Count
 - MVSC Property Boundary
 - Component Boundary



LEGEND

••••• Development Area

BUILDING ENVELOPES (to top of parapet)

- 1 VSC/NWC 1 Level Building - 26'-0" a, c
- 1b VSC 1 Level Building - 32'-0" a, c
- 2 NWC 2 Level Building - 40'-0" a, c
- 3 NEC 2 Level Building - 42'-0" a, c

(VSC: Village Shops Component
NWC: Northwest Component
NEC: Northeast Component)

PARKING DECK ENVELOPES (to top of parapet or rail)

- A NEC Up to G + 3 Level Deck - 41'-6" b, d
- B VSC Up to G + 2 Level Deck - 26'-0" b, d
- C NWC Up to G + 2 Level Deck - 30'-6" b, d
- D NWC Up to G + 1 Level Deck - 20'-0" b, d
- NWC Gateway Element - up to 46'

ADDITIONAL BUILDING & DECK ELEMENTS (measured above maximum height envelope)

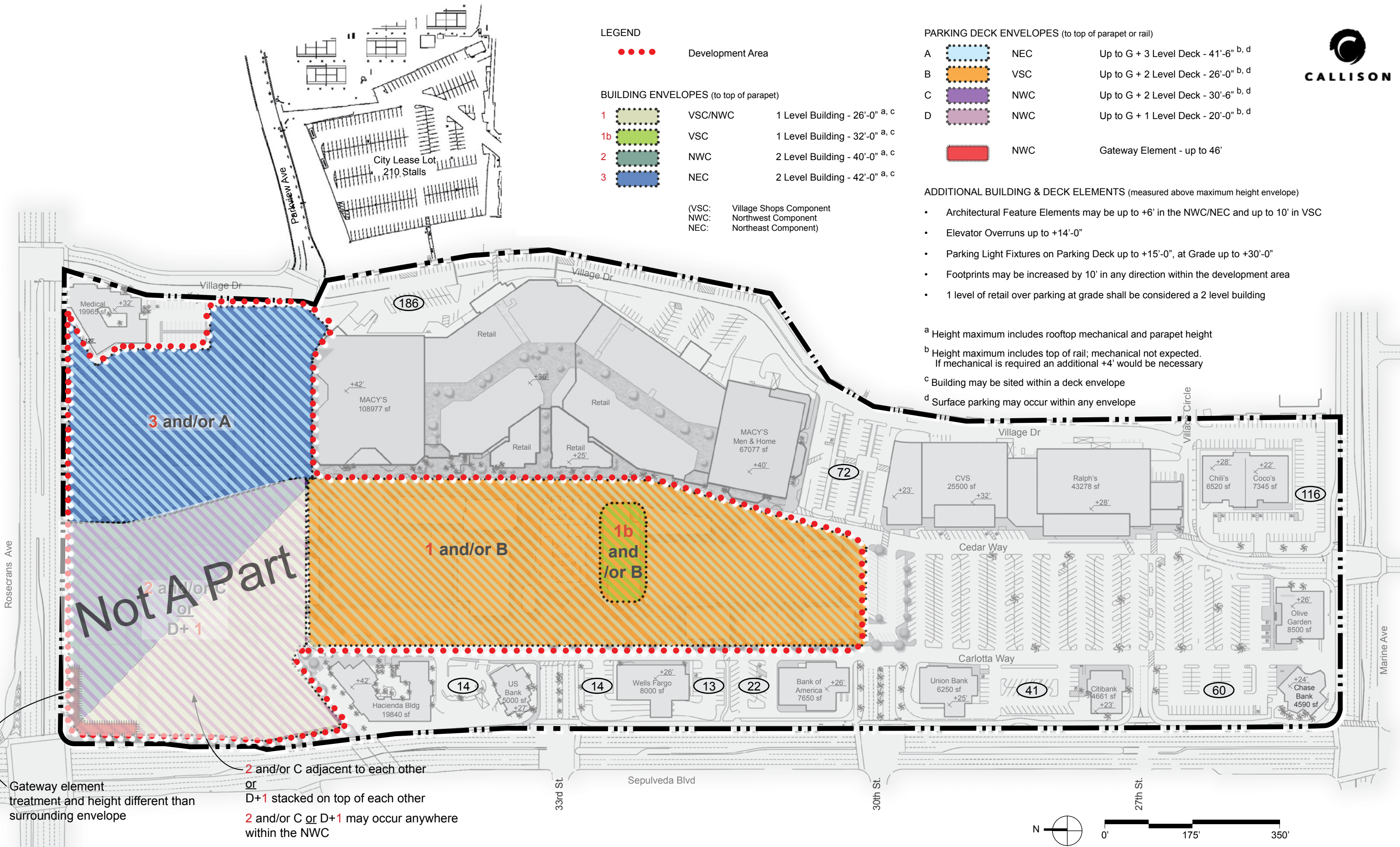
- Architectural Feature Elements may be up to +6' in the NWC/NEC and up to 10' in VSC
- Elevator Overruns up to +14'-0"
- Parking Light Fixtures on Parking Deck up to +15'-0", at Grade up to +30'-0"
- Footprints may be increased by 10' in any direction within the development area
- 1 level of retail over parking at grade shall be considered a 2 level building

a Height maximum includes rooftop mechanical and parapet height

b Height maximum includes top of rail; mechanical not expected. If mechanical is required an additional +4' would be necessary

c Building may be sited within a deck envelope

d Surface parking may occur within any envelope

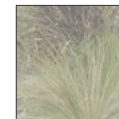
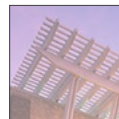


Gateway element treatment and height different than surrounding envelope

2 and/or C adjacent to each other
or
D+1 stacked on top of each other
2 and/or C or D+1 may occur anywhere within the NWC



Phased Plans

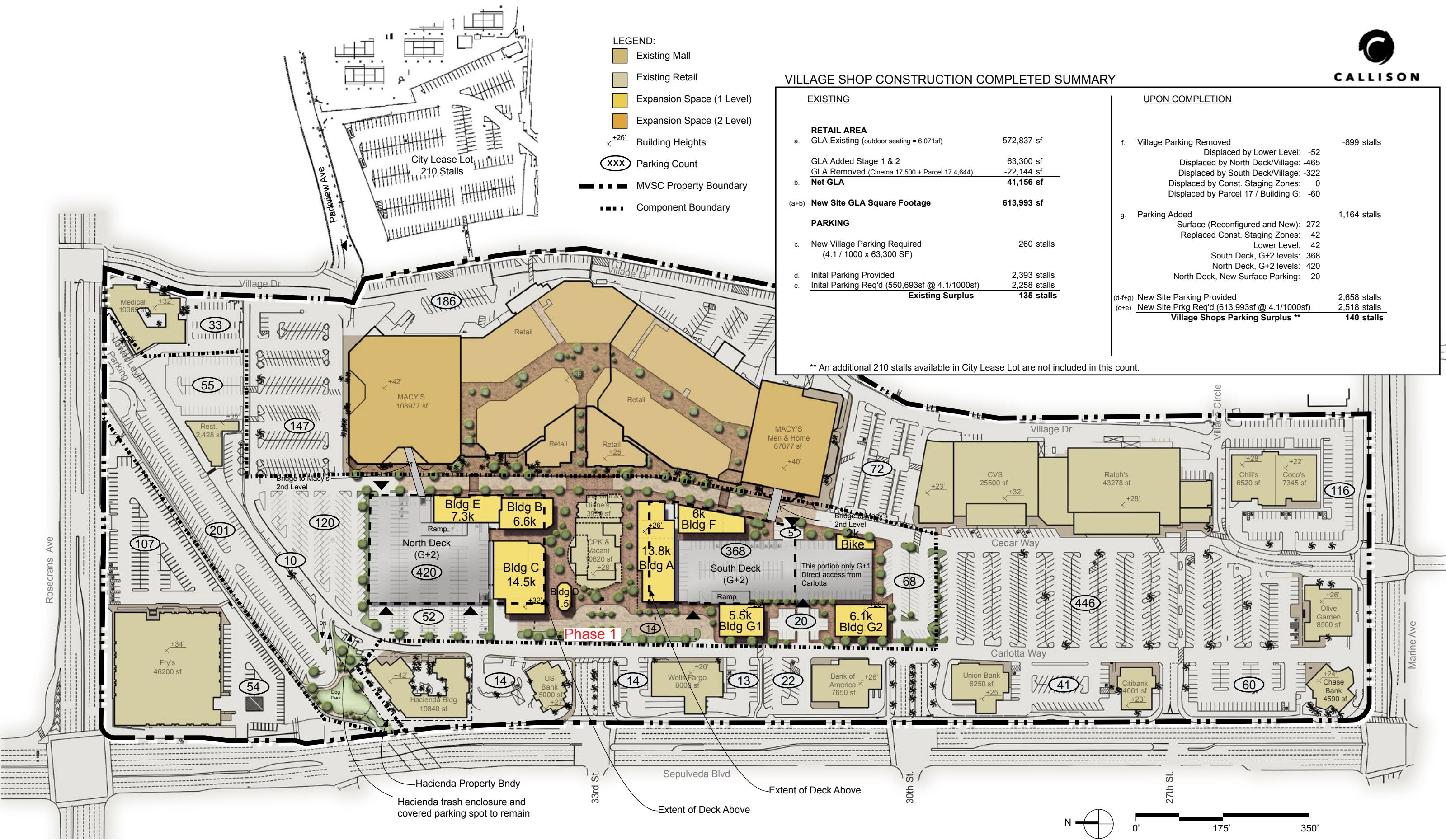


- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - Building Heights
 - XXX Parking Count
 - MVSC Property Boundary
 - Component Boundary

VILLAGE SHOP CONSTRUCTION COMPLETED SUMMARY

EXISTING		UPON COMPLETION	
RETAIL AREA			
a. GLA Existing (outdoor seating = 6,071sf)	572,837 sf	f. Village Parking Removed	-899 stalls
GLA Added Stage 1 & 2	63,300 sf	Displaced by Lower Level:	-52
GLA Removed (Cinema 17,500 + Parcel 17 4,644)	-22,144 sf	Displaced by North Deck/Village:	-465
b. Net GLA	41,156 sf	Displaced by South Deck/Village:	-322
(a+b) New Site GLA Square Footage	613,993 sf	Displaced by Const. Staging Zones:	0
PARKING			
c. New Village Parking Required (4.1 / 1000 x 63,300 SF)	260 stalls	Displaced by Parcel 17 / Building G:	-60
d. Initial Parking Provided	2,393 stalls	g. Parking Added	1,164 stalls
e. Initial Parking Req'd (550,693sf @ 4.1/1000sf)	2,258 stalls	Surface (Reconfigured and New):	272
Existing Surplus	135 stalls	Replaced Const. Staging Zones:	42
		Lower Level:	42
		South Deck, G+2 levels:	368
		North Deck, G+2 levels:	420
		North Deck, New Surface Parking:	20
		(d-f+g) New Site Parking Provided	2,658 stalls
		(c+e) New Site Prkg Req'd (613,993sf @ 4.1/1000sf)	2,518 stalls
		Village Shops Parking Surplus **	140 stalls

** An additional 210 stalls available in City Lease Lot are not included in this count.



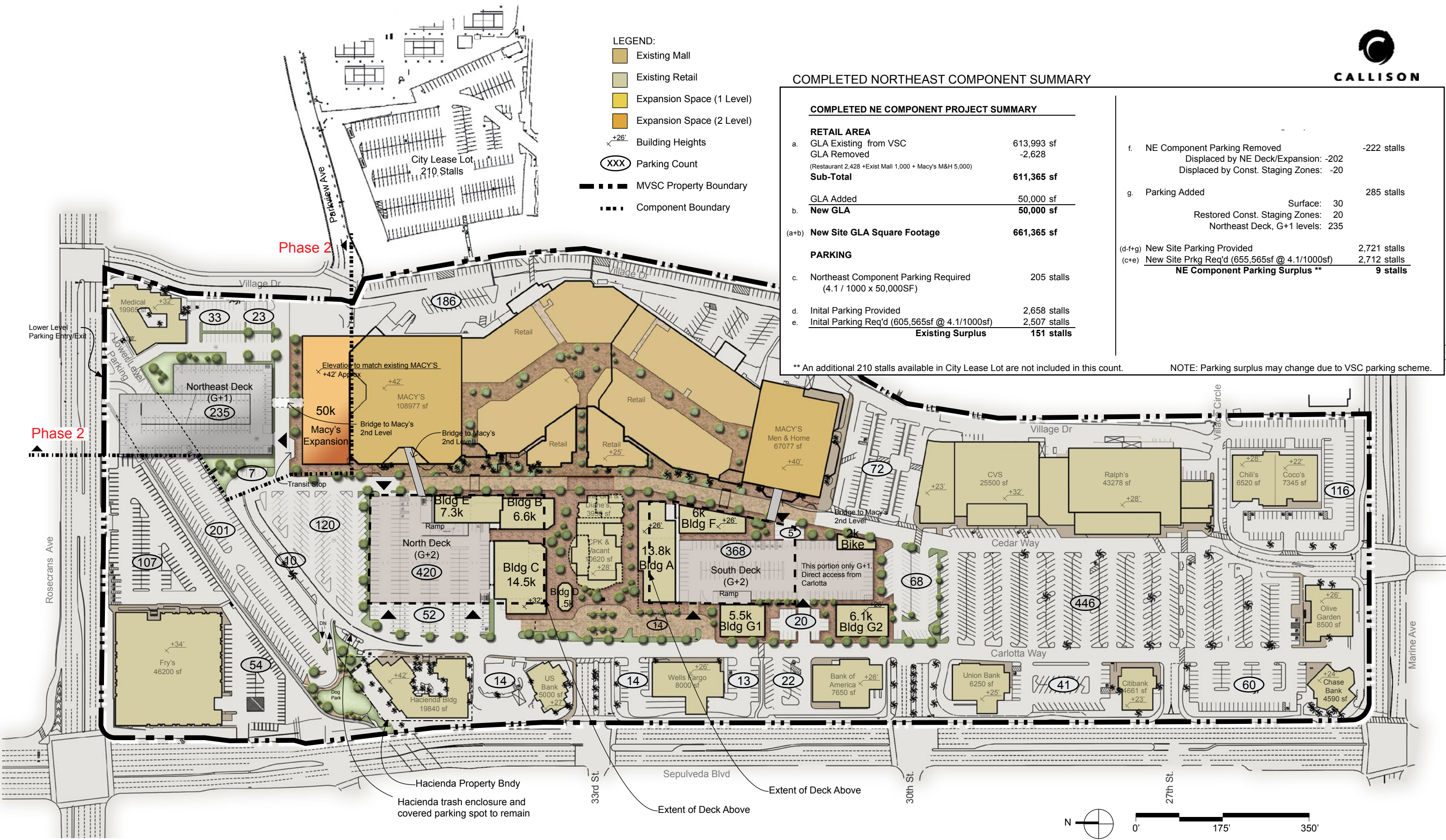
- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - +26' Building Heights
 - Parking Count
 - MVSC Property Boundary
 - Component Boundary

COMPLETED NORTHEAST COMPONENT SUMMARY

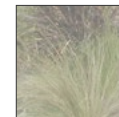
COMPLETED NE COMPONENT PROJECT SUMMARY		
RETAIL AREA		
a. GLA Existing from VSC	613,993 sf	
GLA Removed	-2,628	
<small>(Restaurant 2,428 + Exist Mall 1,000 + Macy's M&H 5,000)</small>		
Sub-Total	611,365 sf	
<hr/>		
GLA Added	50,000 sf	
New GLA	50,000 sf	
<hr/>		
(a+b) New Site GLA Square Footage	661,365 sf	
<hr/>		
PARKING		
c. Northeast Component Parking Required <small>(4.1 / 1000 x 50,000SF)</small>	205 stalls	
d. Initial Parking Provided	2,658 stalls	
e. Initial Parking Req'd <small>(605,565sf @ 4.1/1000sf)</small>	2,507 stalls	
Existing Surplus		151 stalls
<hr/>		
f. NE Component Parking Removed		-222 stalls
<small>Displaced by NE Deck/Expansion: -202</small>		
<small>Displaced by Const. Staging Zones: -20</small>		
<hr/>		
g. Parking Added		285 stalls
<small>Surface: 30</small>		
<small>Restored Const. Staging Zones: 20</small>		
<small>Northeast Deck, G+1 levels: 235</small>		
<hr/>		
(d-f+g) New Site Parking Provided		2,721 stalls
(c+e) <u>New Site Prkg Req'd (655,565sf @ 4.1/1000sf)</u>		<u>2,712 stalls</u>
NE Component Parking Surplus **		9 stalls

** An additional 210 stalls available in City Lease Lot are not included in this count.

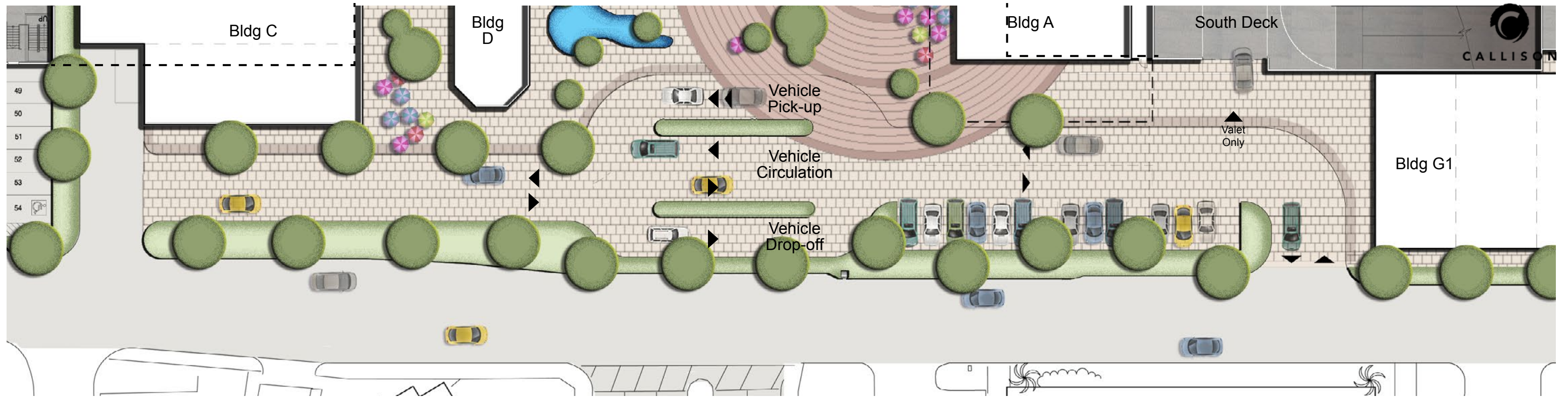
NOTE: Parking surplus may change due to VSC parking scheme.



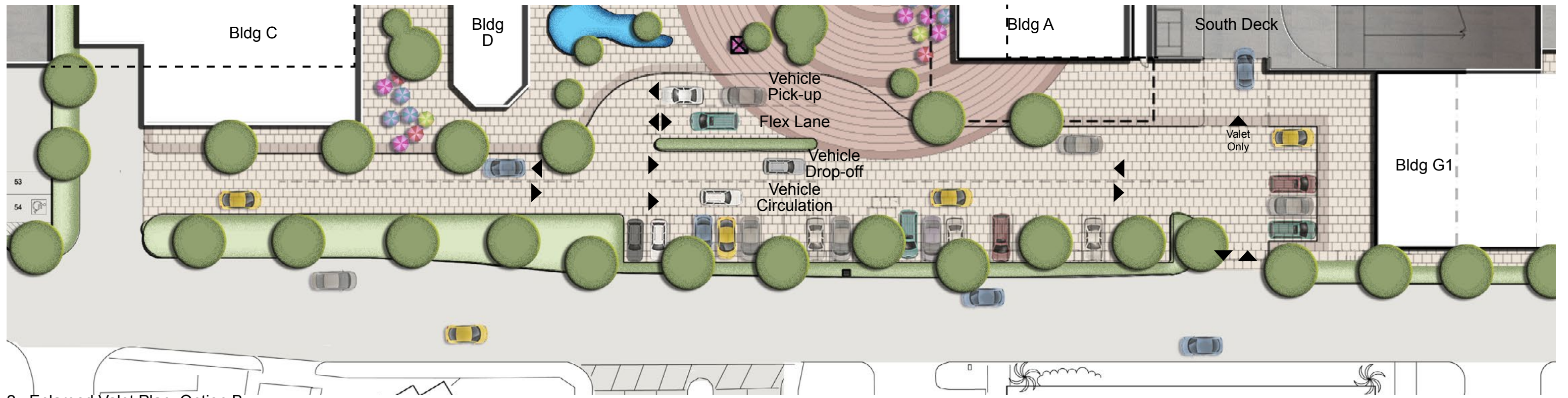
Enlarged Plans & Perspectives







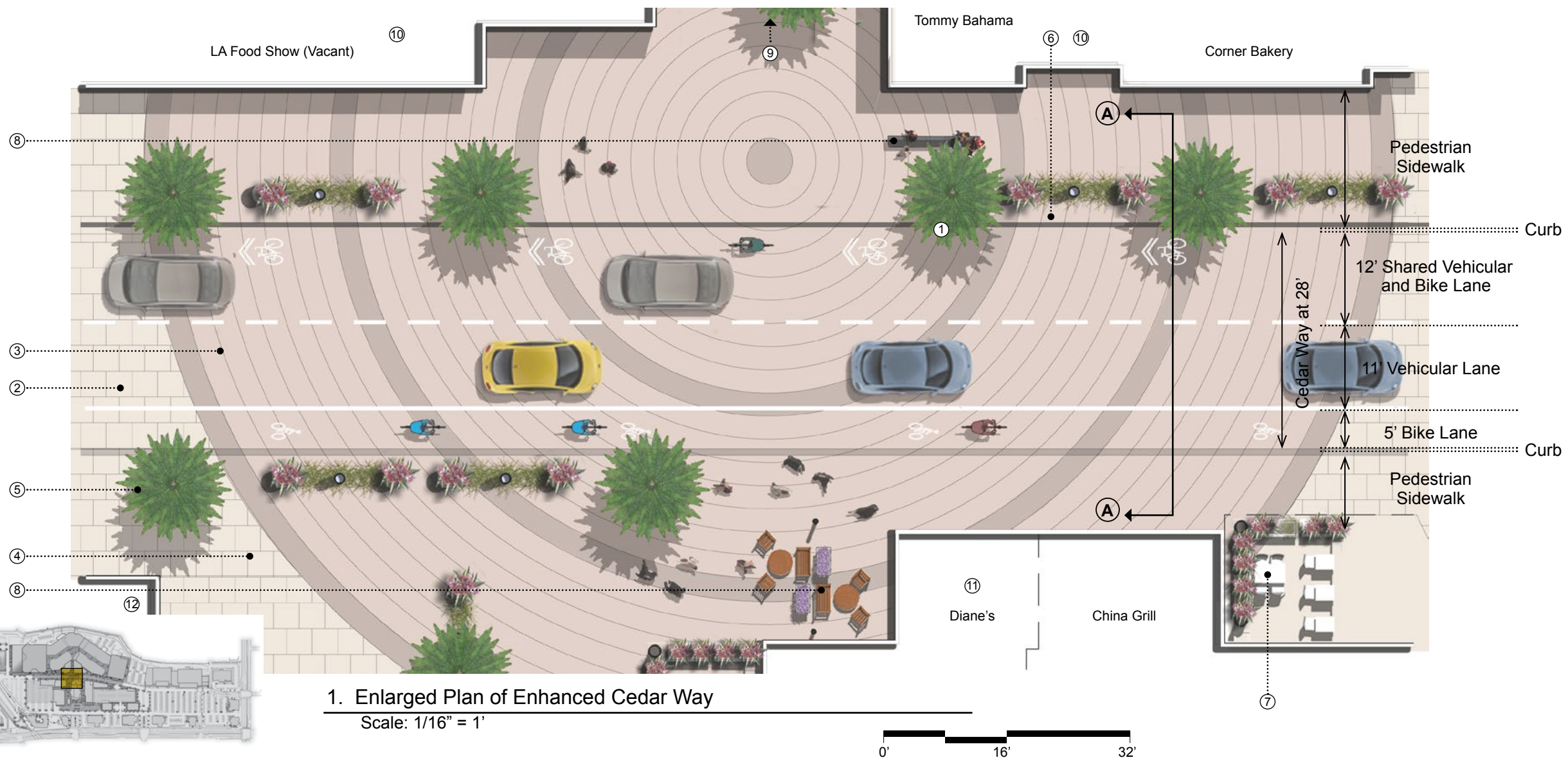
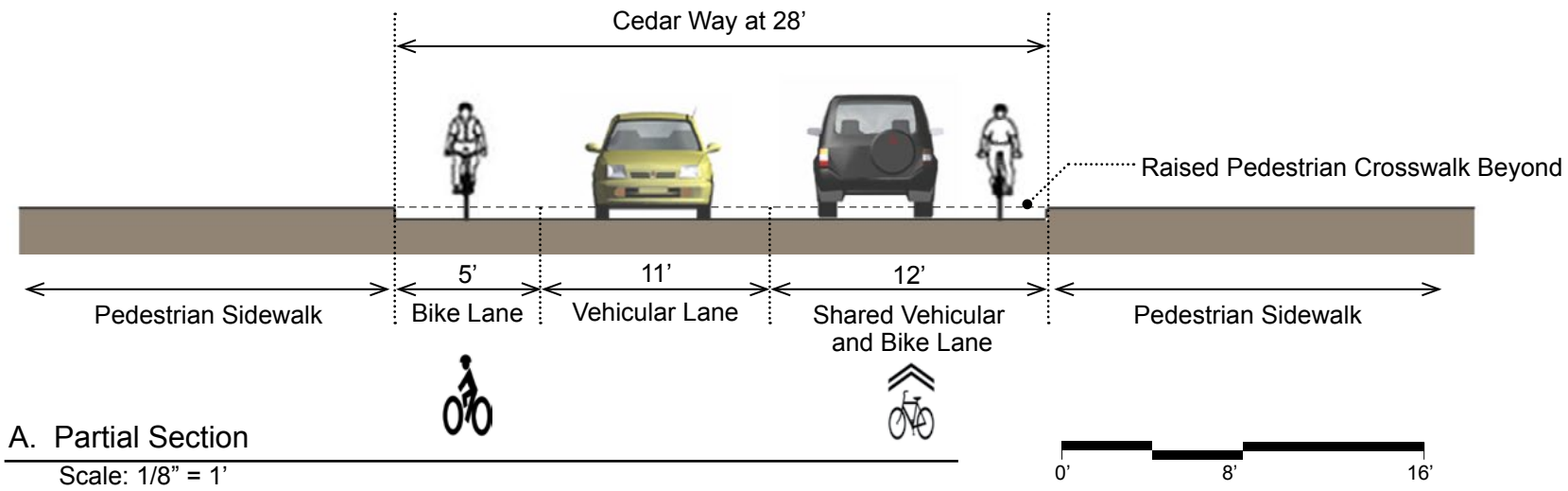
1. Enlarged Valet Plan, Option A
Scale: 1" = 60'



2. Enlarged Valet Plan, Option B
Scale: 1" = 60'

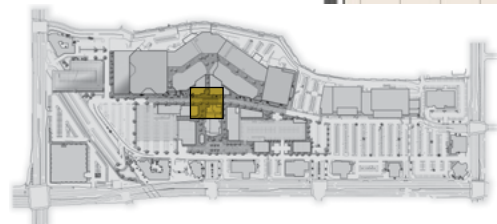
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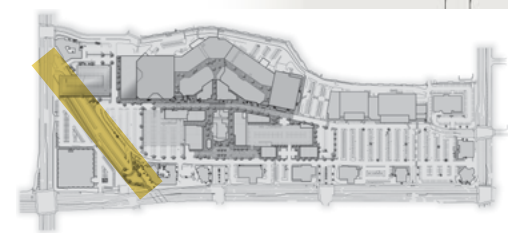
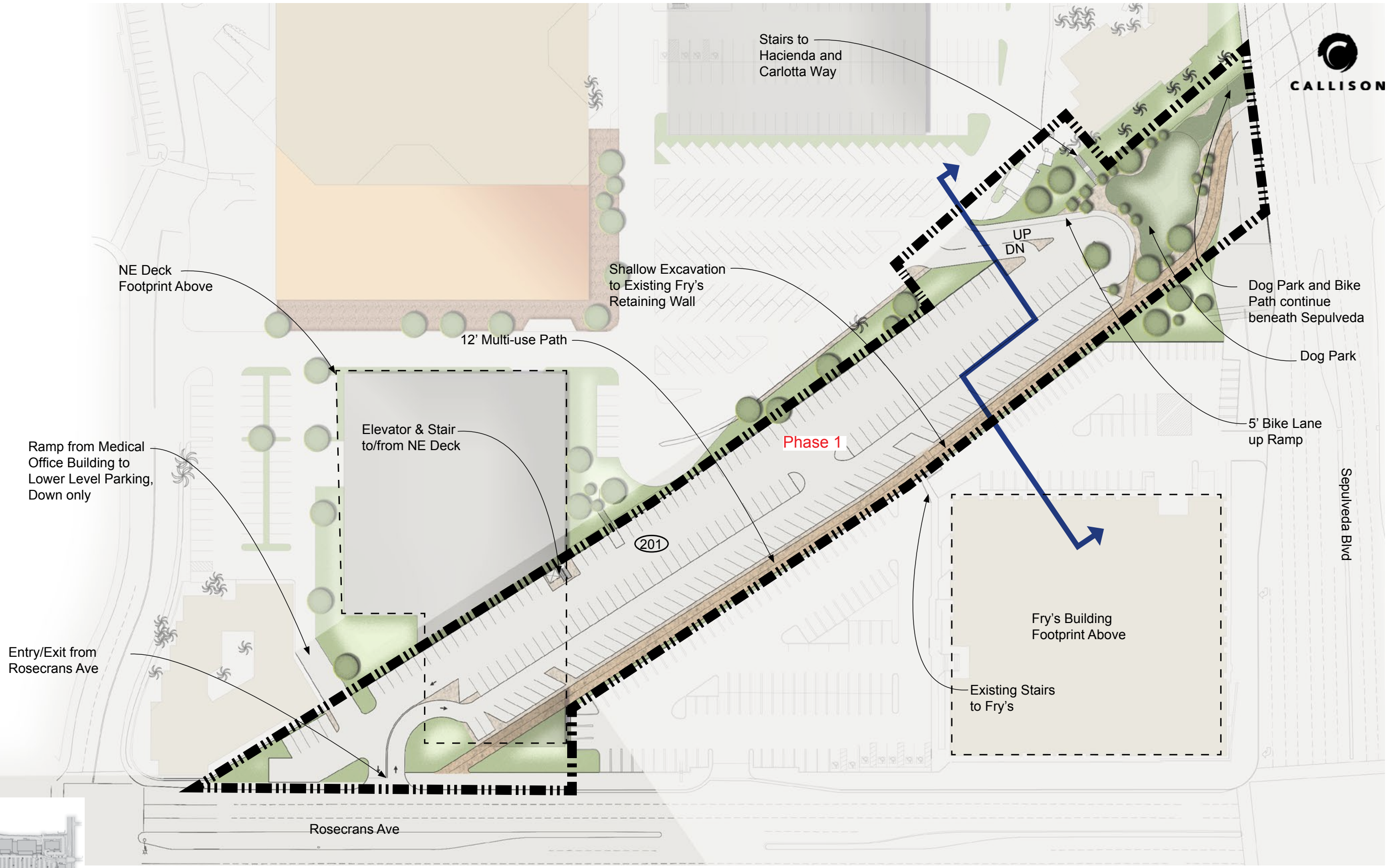
Notes

- ① Raised Crosswalk without Curb
- ② Street Specialty Paving
- ③ Crosswalk Specialty Paving
- ④ Village Commons Paving
- ⑤ Street Trees
- ⑥ Landscape pots
- ⑦ Cafe seating
- ⑧ Street Furniture
- ⑨ Entry to Interior Mall
- ⑩ Existing Mall Shops
- ⑪ Existing CPK Building
- ⑫ Building B, Village Shops

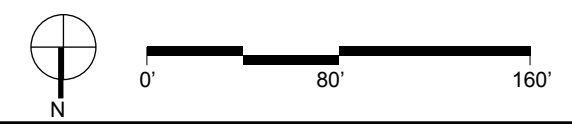


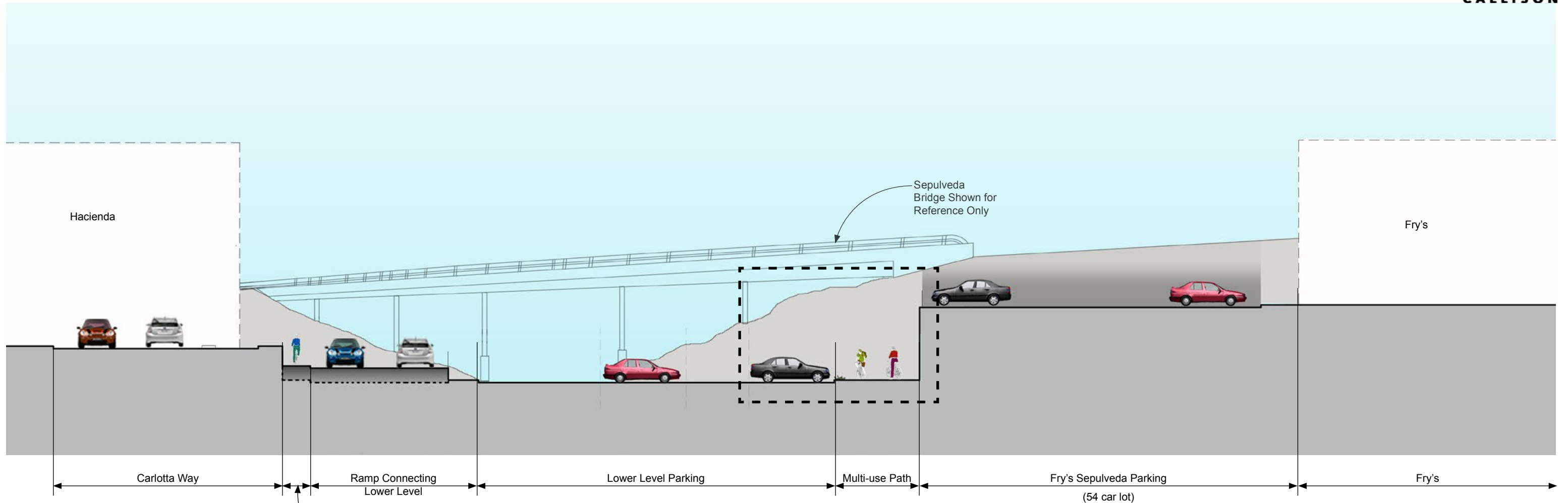
Key Plan





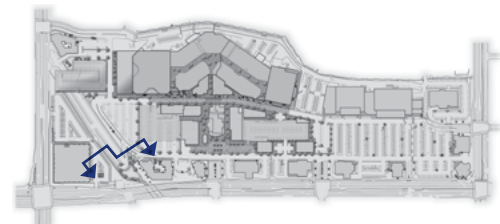
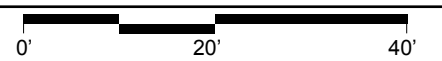
Key Plan





1. Section at Lower Level

Scale: 1" = 20'

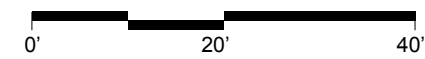
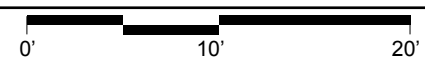


Key Plan



2. Section at Lower Level

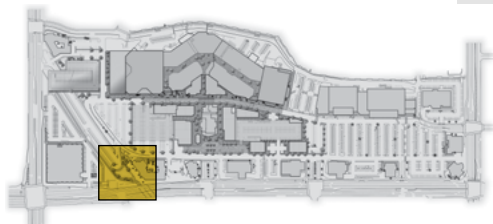
Scale: 1" = 10'



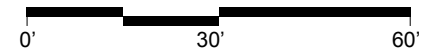


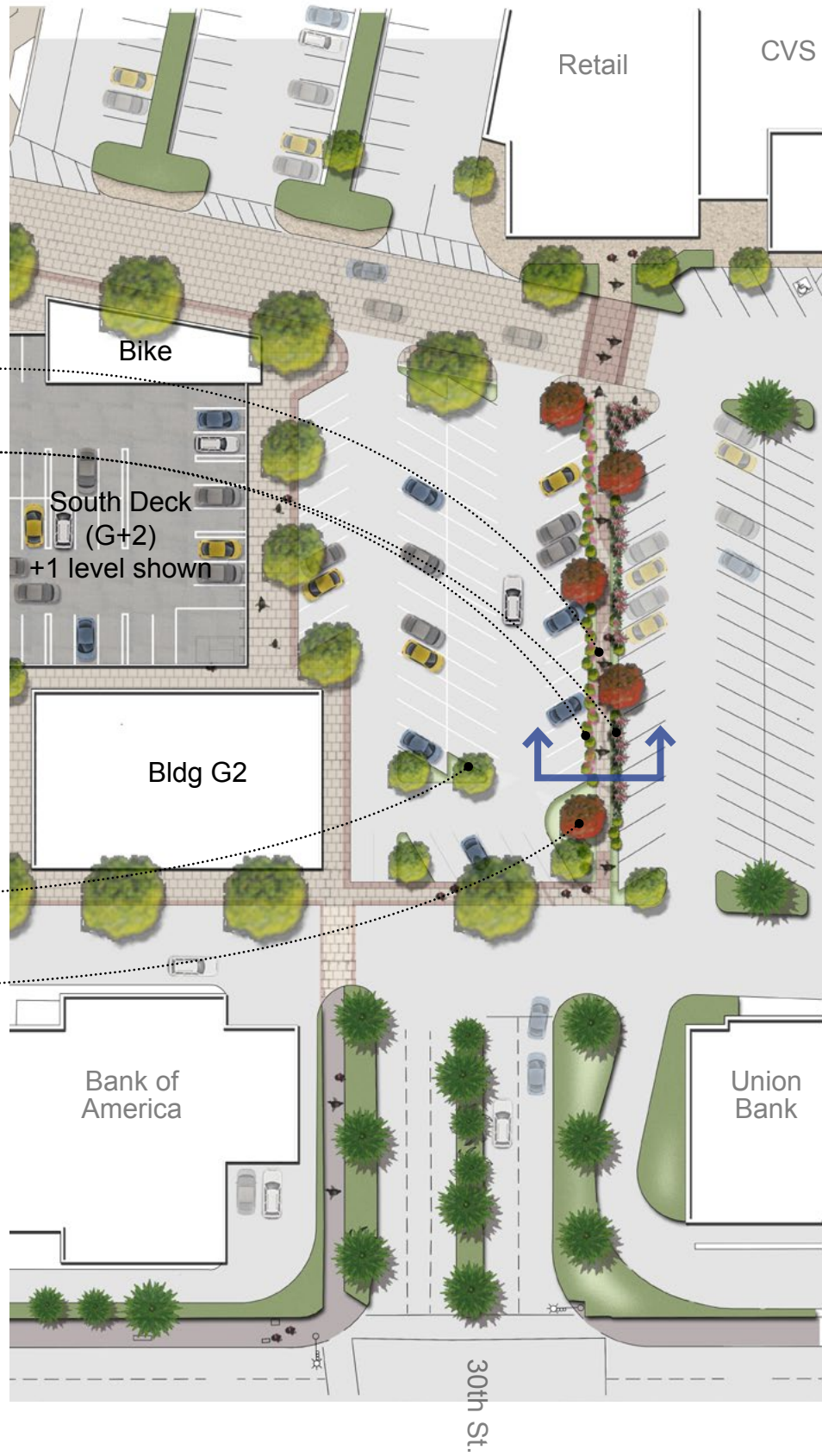
Notes

- ① Dog Park
- ② 12' Multi-use Path
- ③ Ramp Up to Carlotta Way
- ④ Ramp Down from Carlotta Way
- ⑤ 5' Bike Lane Ramp
- ⑥ Stairs from Lower Level Up
- ⑦ Bike Racks
- ⑧ Dog Park & Bike Lane Continue Under Sepulveda
- ⑨ Hacienda Covered Parking Spot
- ⑩ Hacienda Trash
- ⑪ Hacienda Pipes
- ⑫ Lower Level Parking
- ⑬ Fry's Parking



Key Plan





Pedestrian path with Enhanced Paving

Colorful Landscaping on both side of Path

South Deck (G+2)
+1 level shown

Bldg G2

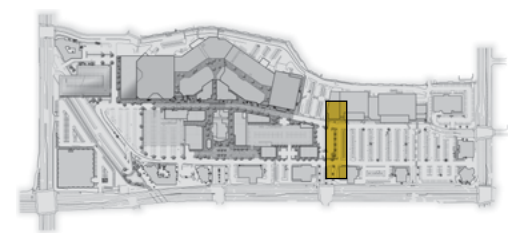
Shade Tree

Ornamental Tree

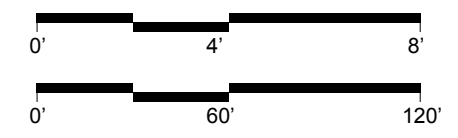
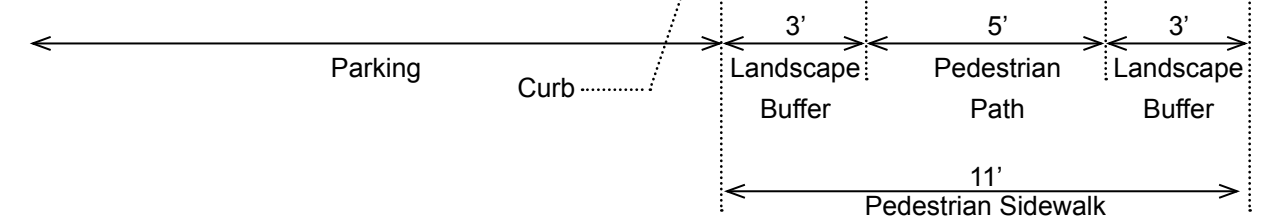
Bank of America

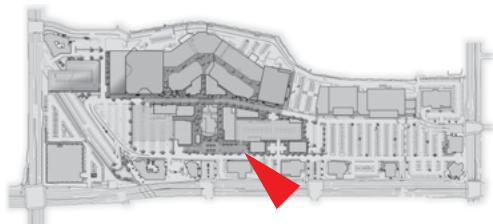
Union Bank

30th St.



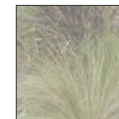
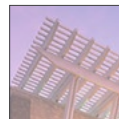
Key Plan

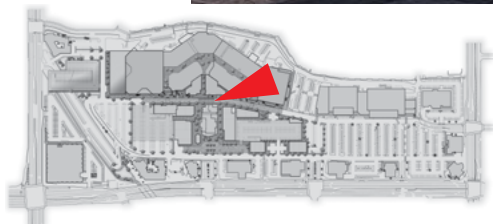




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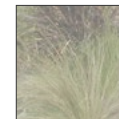
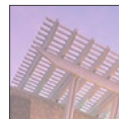
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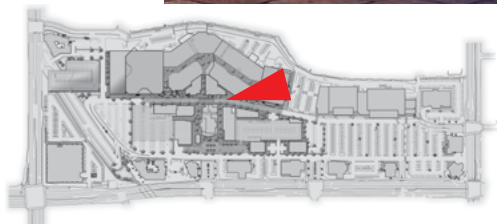




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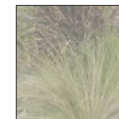
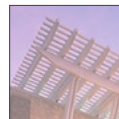
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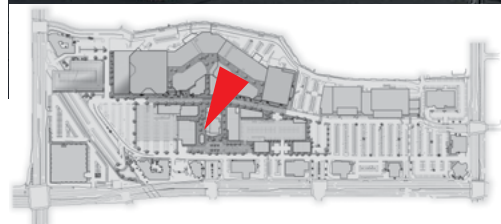




Key Plan

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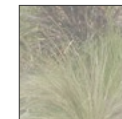
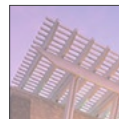
Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY

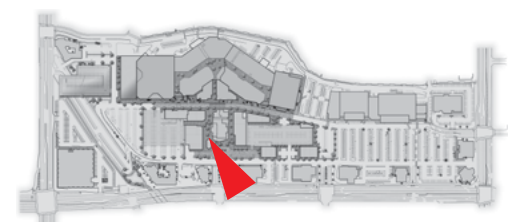
**MANHATTAN
VILLAGE**



MVSC Enhancement Project
May 22, 2013 #206340.00



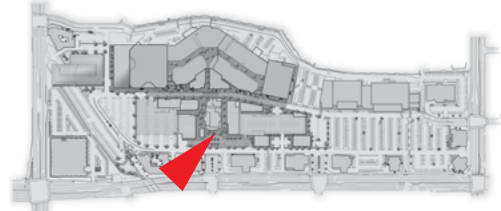
Perspective: Village Shops
Looking West at Building C



Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY

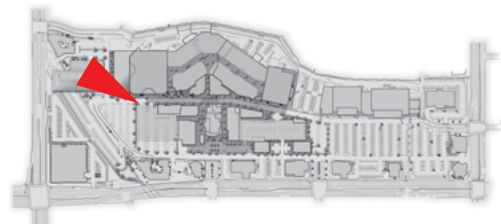




Key Plan

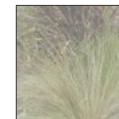
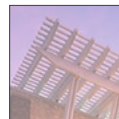
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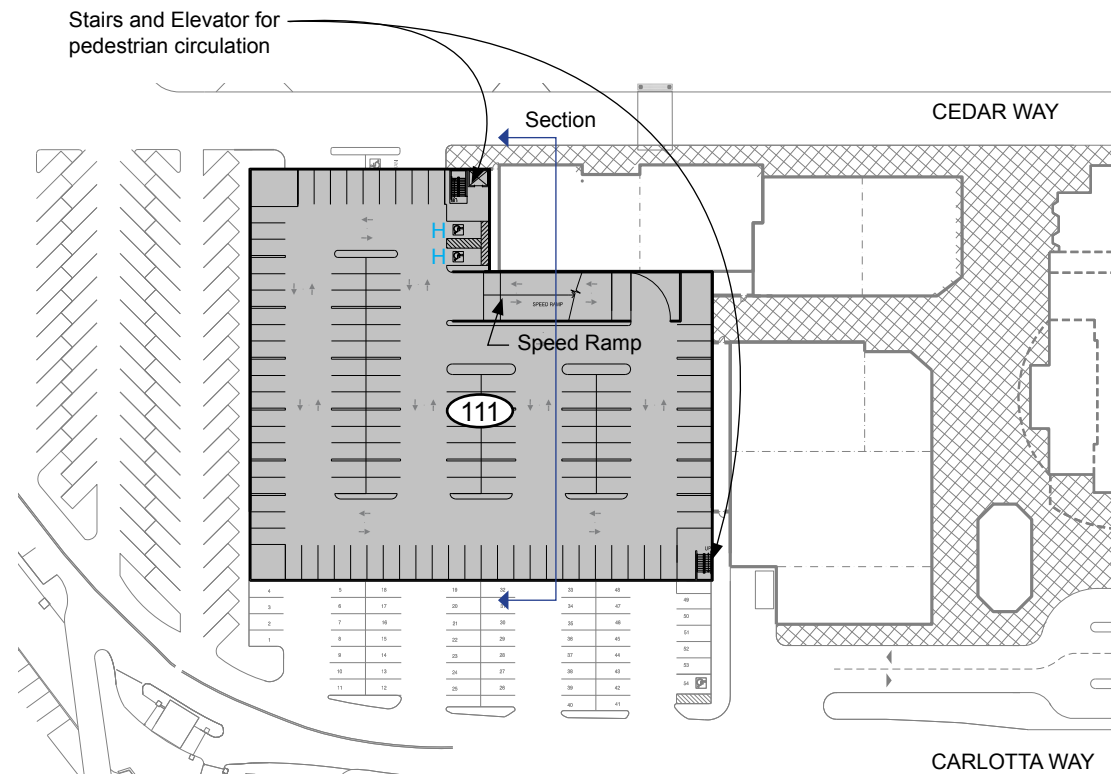
Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY

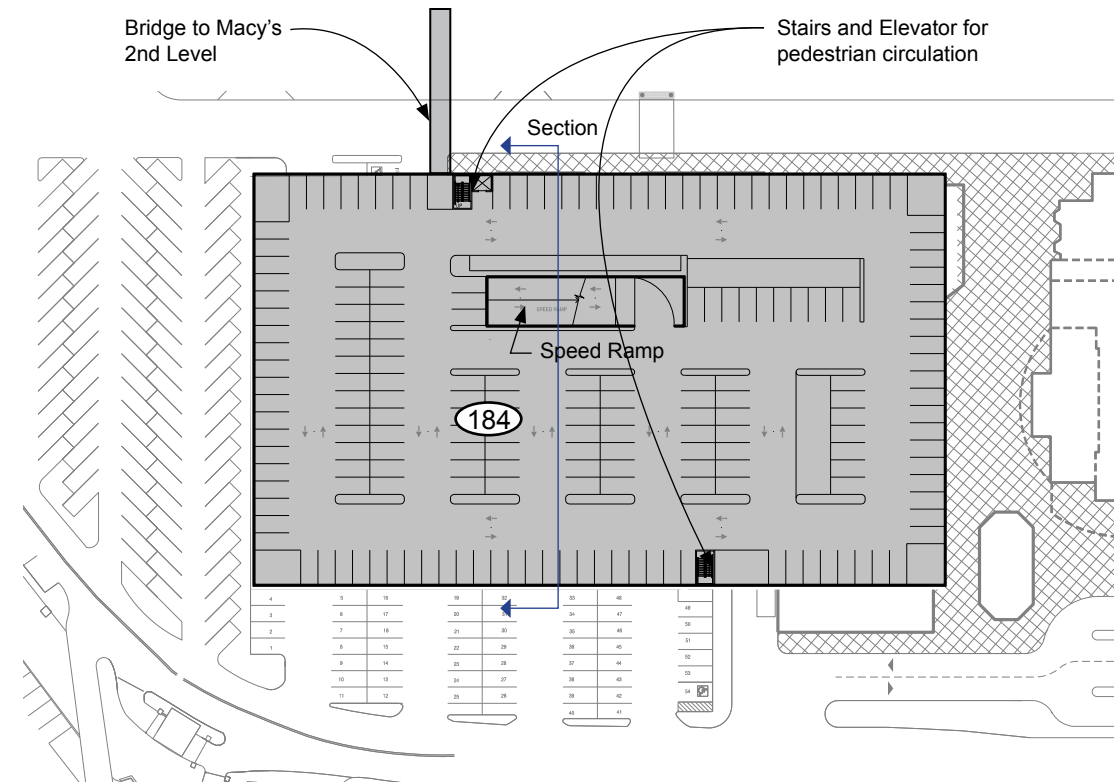


Phase 1 Parking Decks

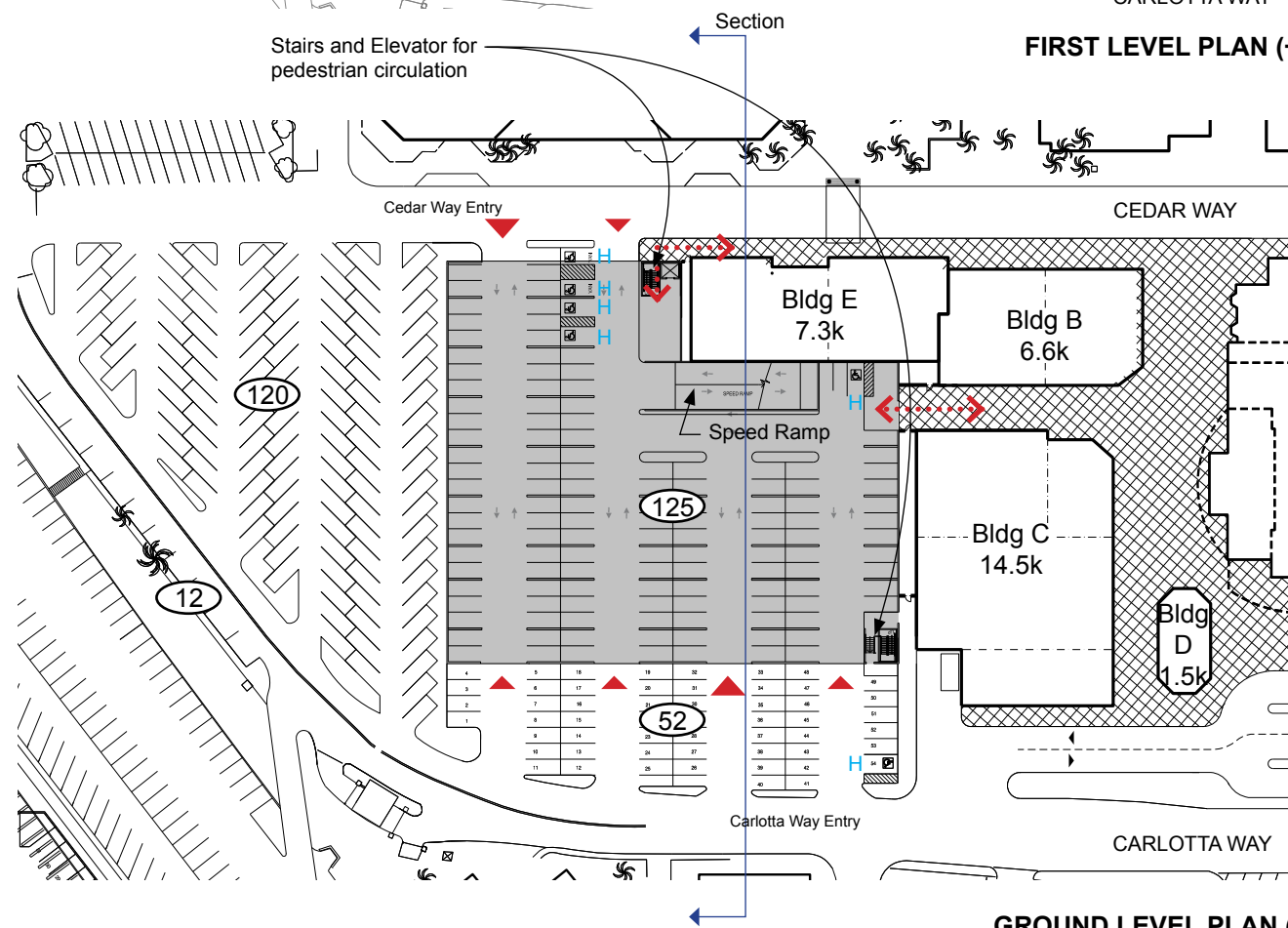




FIRST LEVEL PLAN (+1)



SECOND LEVEL PLAN (+2)



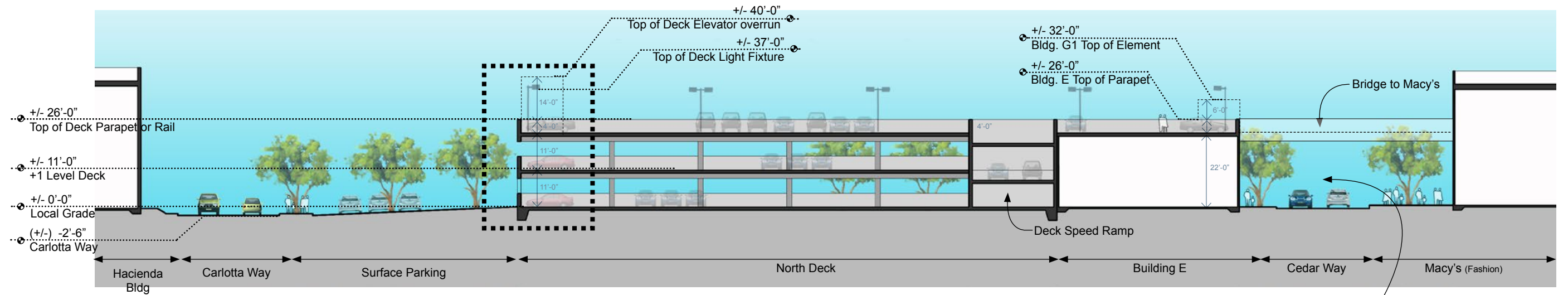
GROUND LEVEL PLAN (G)

NORTH LOT TOTALS

Surface:	184 stalls
Deck:	420 stalls
	604 stalls

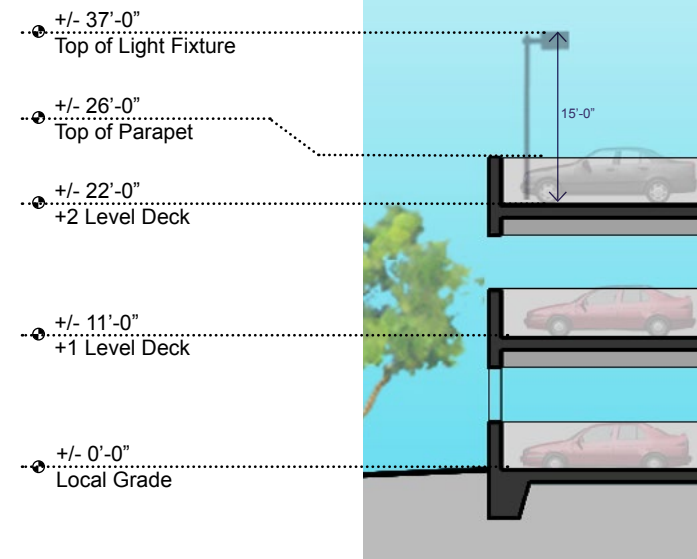
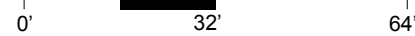
NORTH DECK TOTAL - 420 STALLS





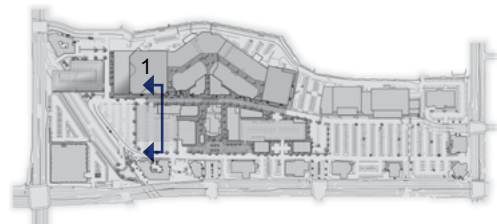
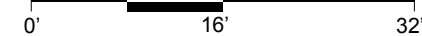
1. North Deck Section, Looking North

Scale: 1/32" = 1'



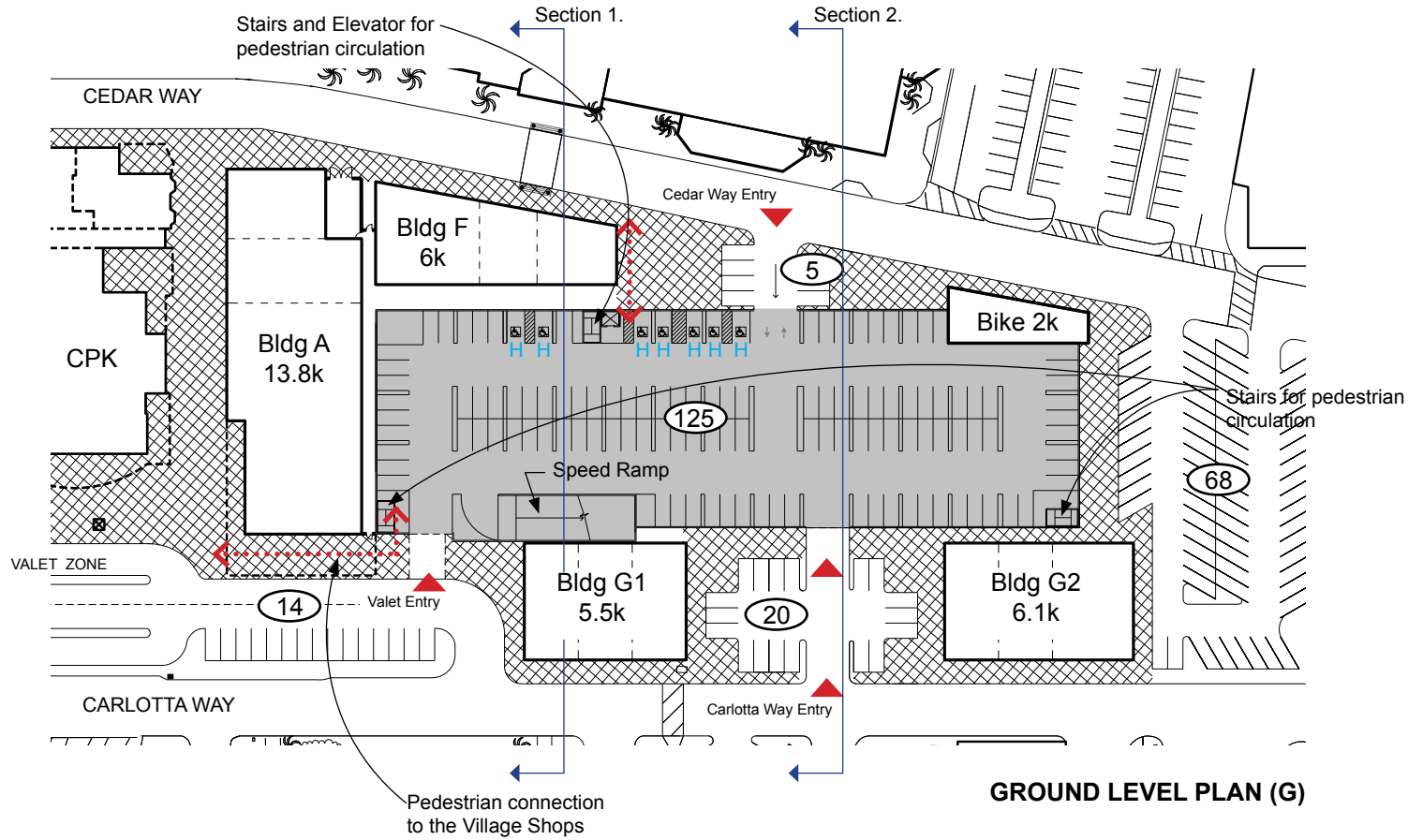
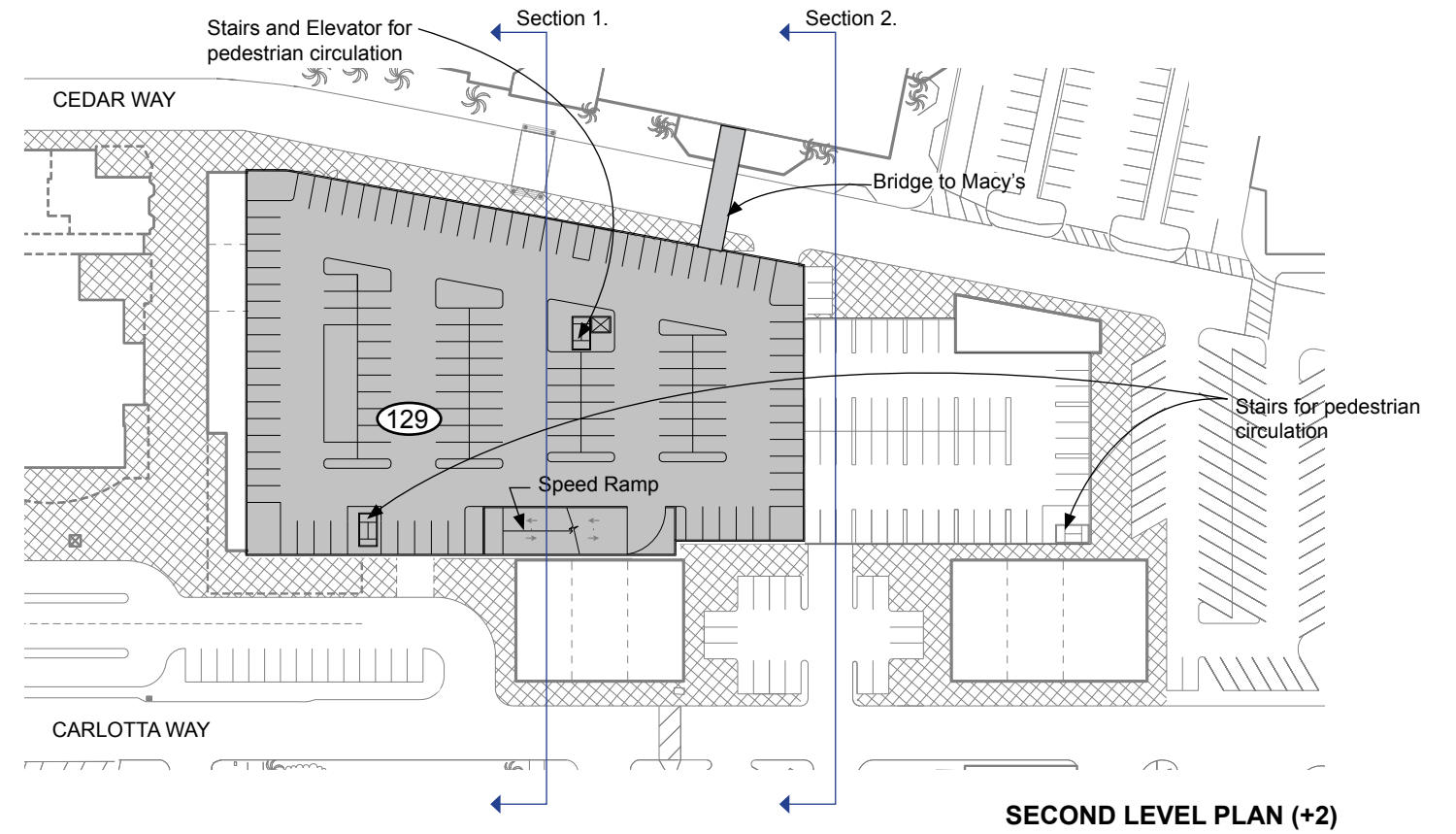
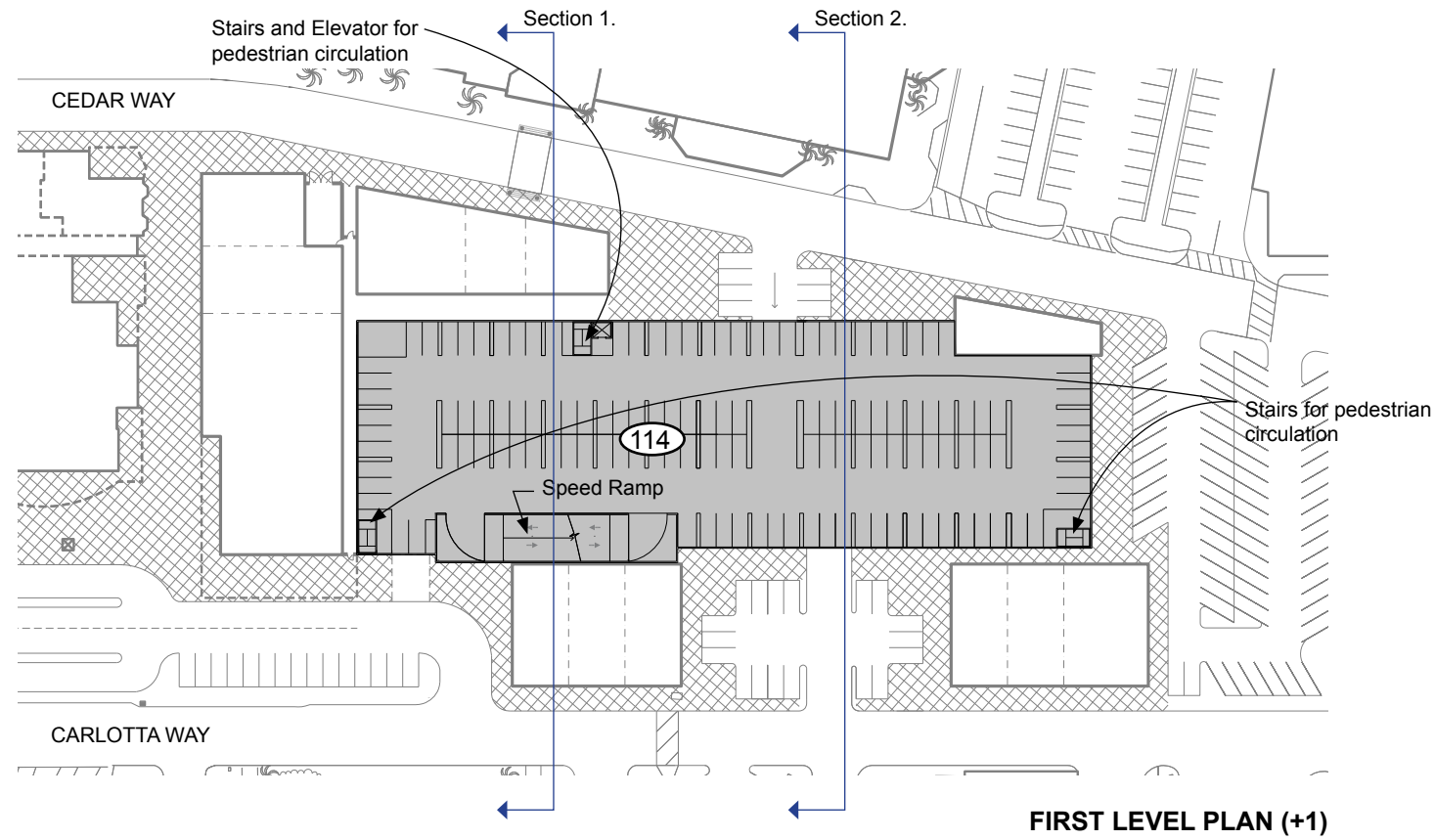
2. Enlarged North Deck Section, w Typical Light Fixture

Scale: 1/16" = 1'



Key Plan

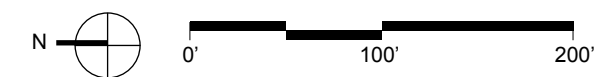


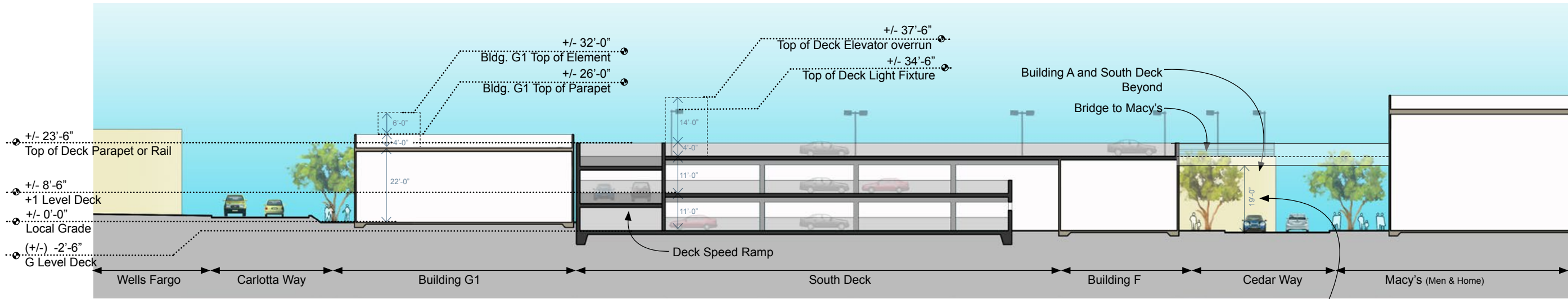


SOUTH LOT TOTALS

Surface:	107 stalls
Deck:	368 stalls
	475 stalls

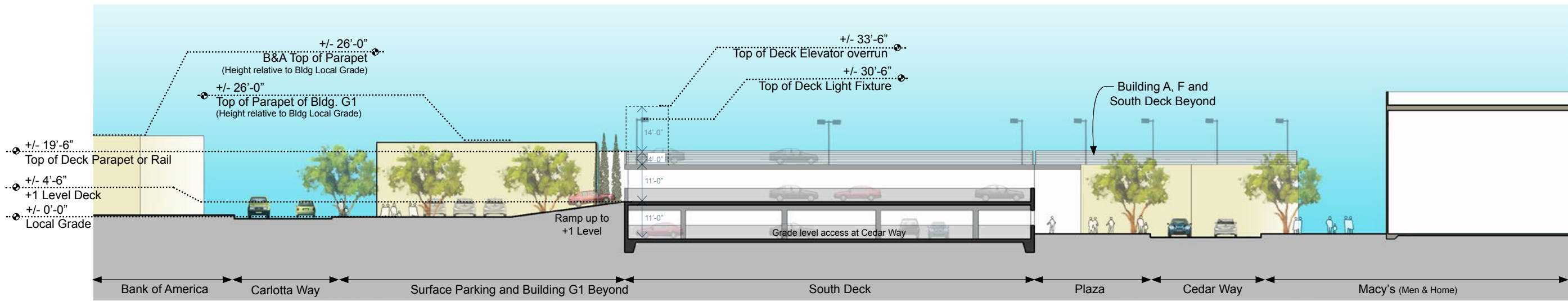
SOUTH DECK TOTAL - 368 STALLS





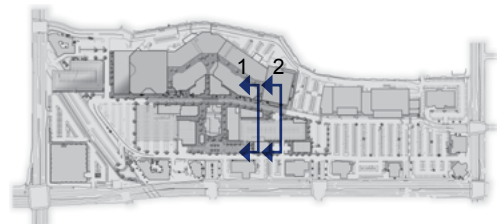
1. South Deck Section, Looking North

Scale: 1/32" = 1'

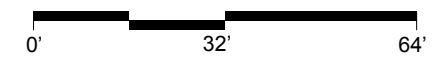


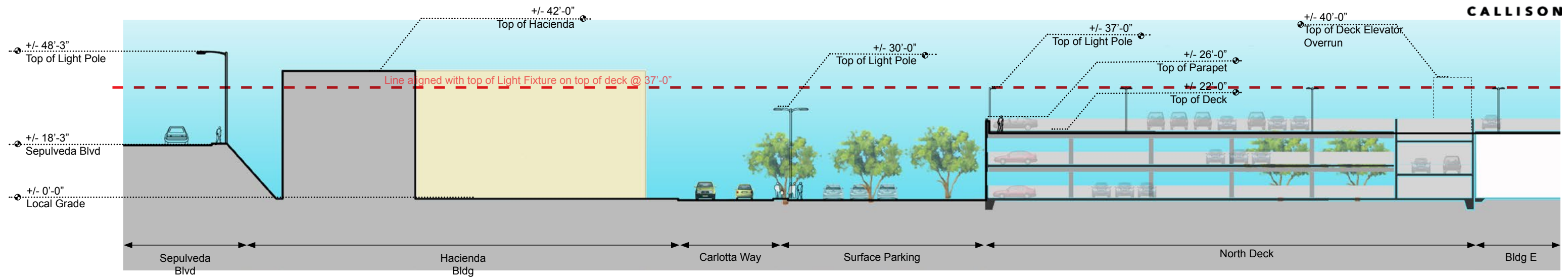
2. South Deck Section, Looking North

Scale: 1/32" = 1'



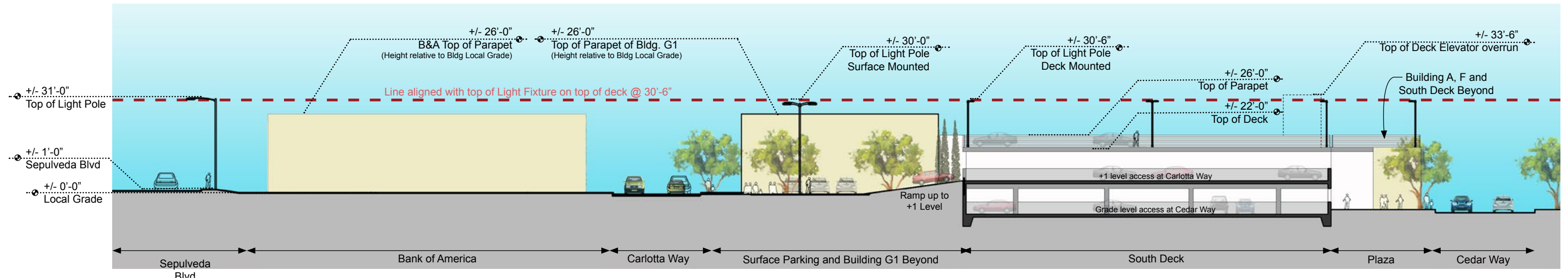
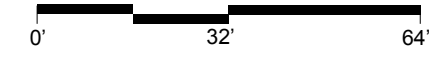
Key Plan





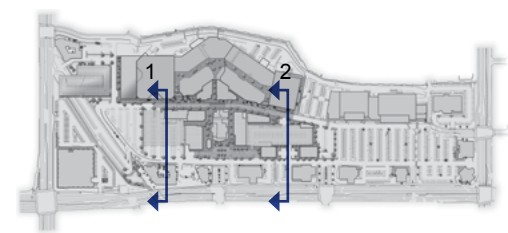
1. North Deck Section, Looking North

Scale: 1/32" = 1'



2. South Deck Section, Looking North

Scale: 1/32" = 1'

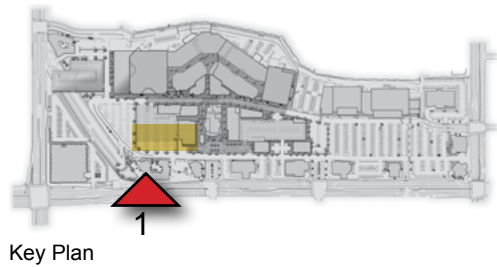


Key Plan

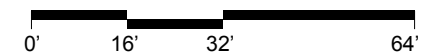


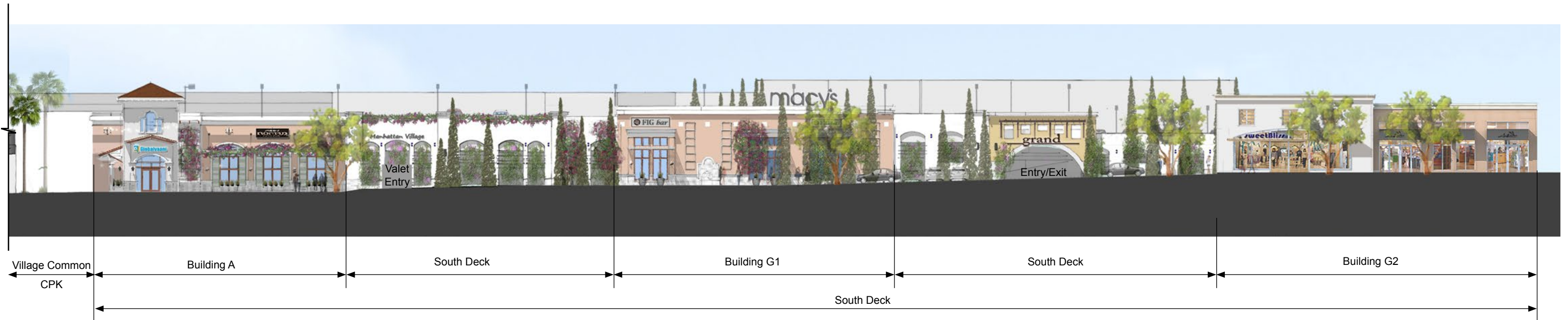


1. North Village Shops and North Deck Elevation Facing Carlotta Way
 Scale: 1/32" = 1'



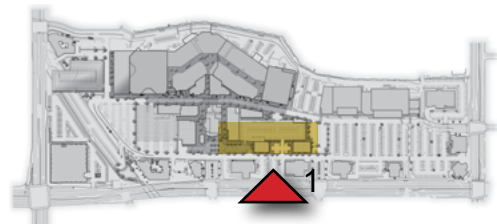
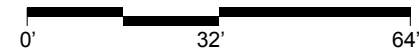
Key Plan





1. South Village Shops and South Deck Elevation Facing Carlotta Way

Scale: 1/32" = 1'



Key Plan

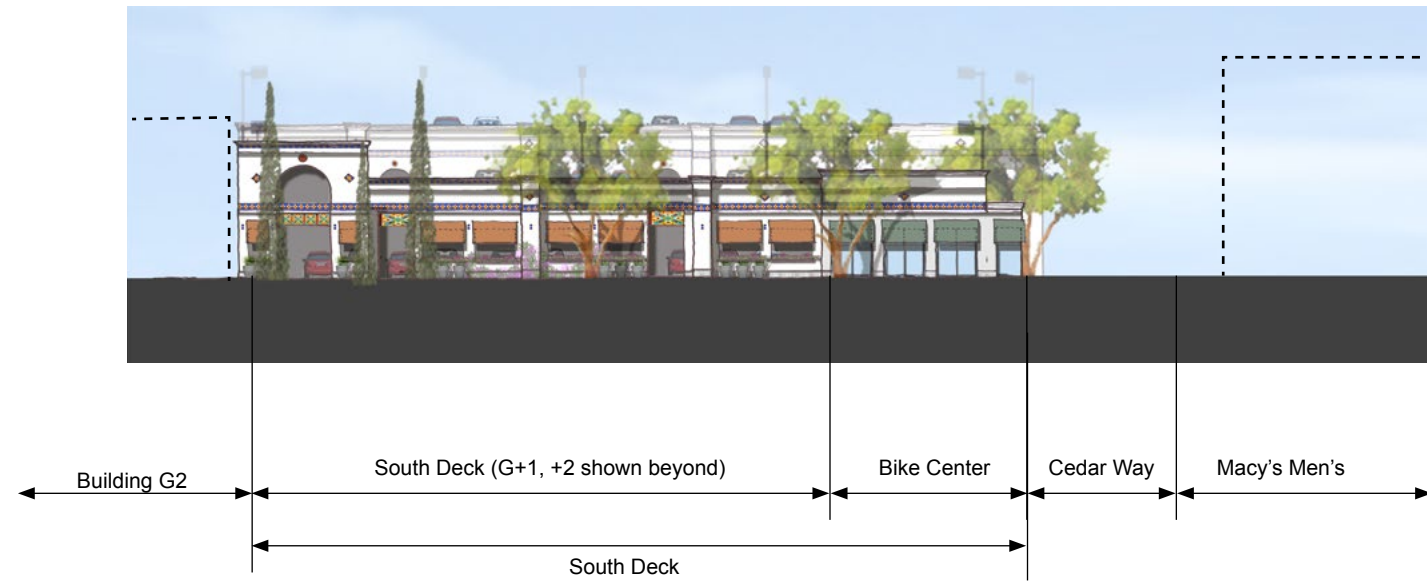
- +/- 37'-0" Top of Light Fixture
- +/- 26'-0" Top of Parapet
- +/- 22'-0" +2 Level Deck
- +/- 11'-0" +1 Level Deck
- +/- 0'-0" Local Grade



2. Enlarged South Deck & Bldg G1 Elevation

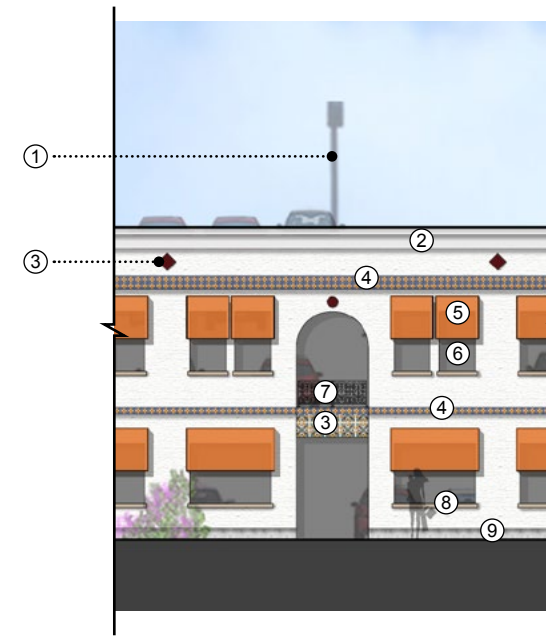
Scale: 1/16" = 1'





1. South Deck Elevation Facing South

Scale: 1/32" = 1'

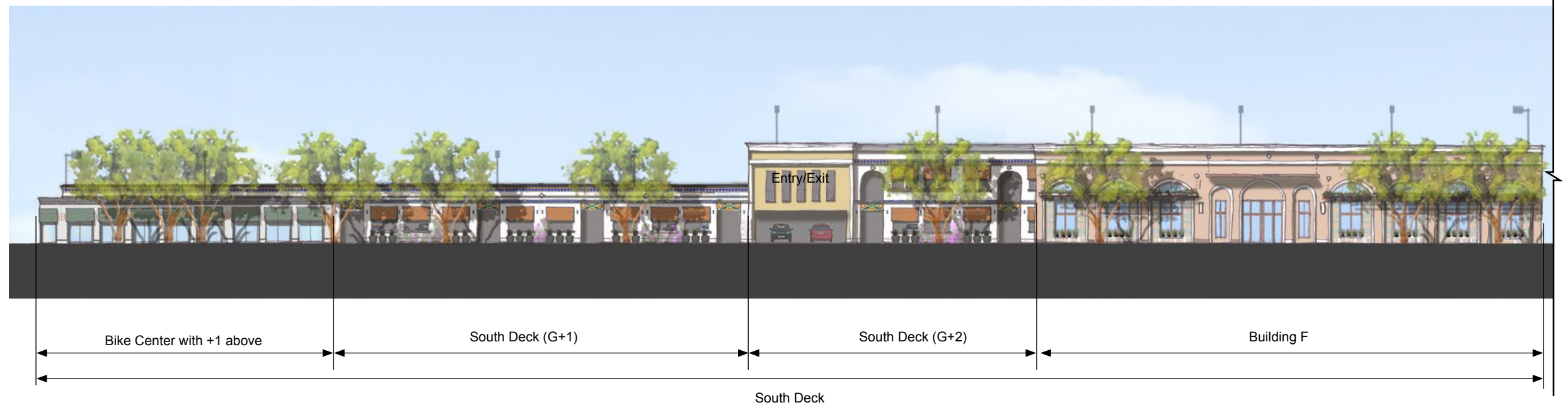
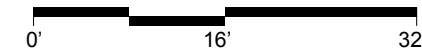


Notes

- ① Light Fixture
- ② Cornice
- ③ Decorative Tile
- ④ Tile Band
- ⑤ Awning
- ⑥ Opening
- ⑦ Railing
- ⑧ Sill Detail
- ⑨ Stone Base

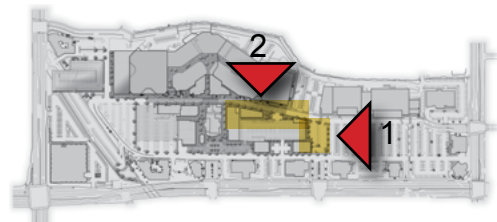
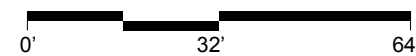
3. Enlarged Parking Deck Typical Bay

Scale: 1/16" = 1'



2. South Village Shops and South Deck Elevation Facing Cedar Way

Scale: 1/32" = 1'



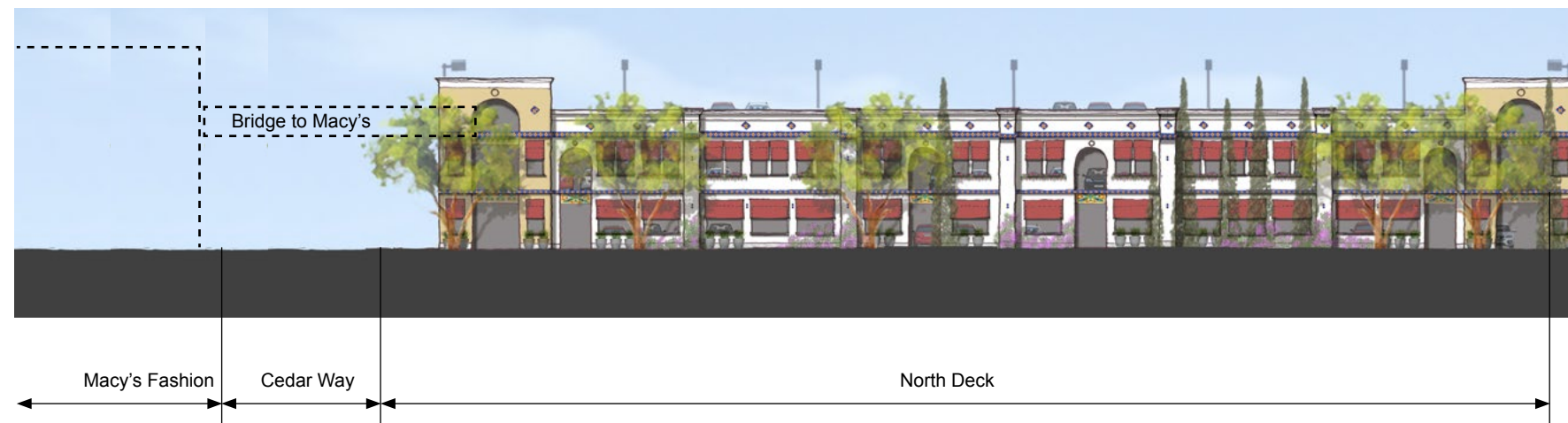
Key Plan





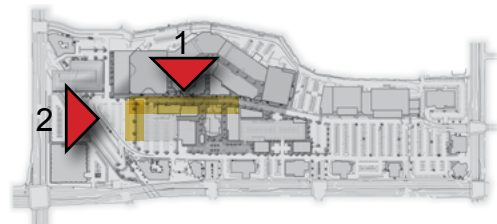
1. North Deck Elevation Facing Cedar Way

Scale: 1/32" = 1'

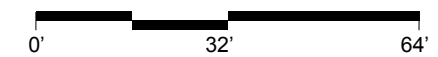


2. North Deck Elevation Facing Rosecrans

Scale: 1/32" = 1'



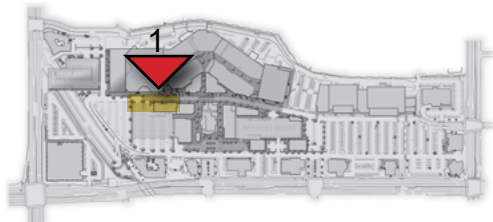
Key Plan



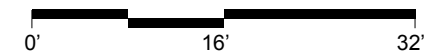
- +/- 36'-0" Architectural Element
- +/- 26'-0" Top of Parapet
- +/- 15'-0" Typical Storefront
- +/- 0'-0" Local Grade



1. Enlarged North Deck & Bldg E Elevation
 Scale: 1/16" = 1'



Key Plan

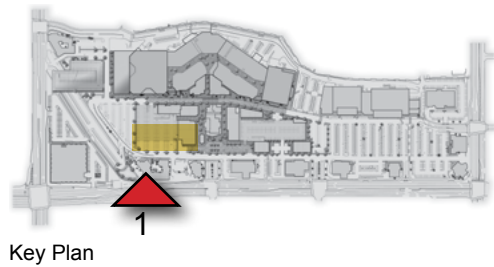




1. EIR North Village Shops and North Deck Elevation Facing Carlotta Way
Scale: 1/32" = 1'

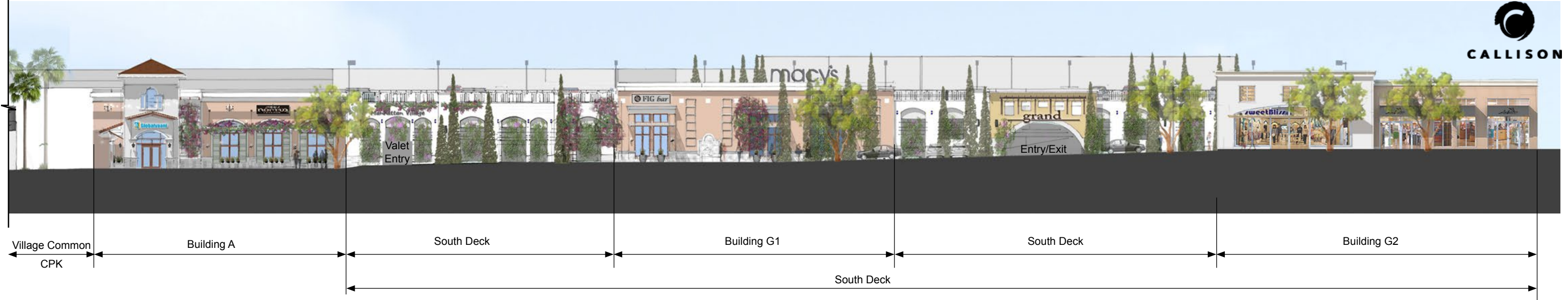


2. MUP North Village Shops and North Deck Elevation Facing Carlotta Way
Scale: 1/32" = 1'

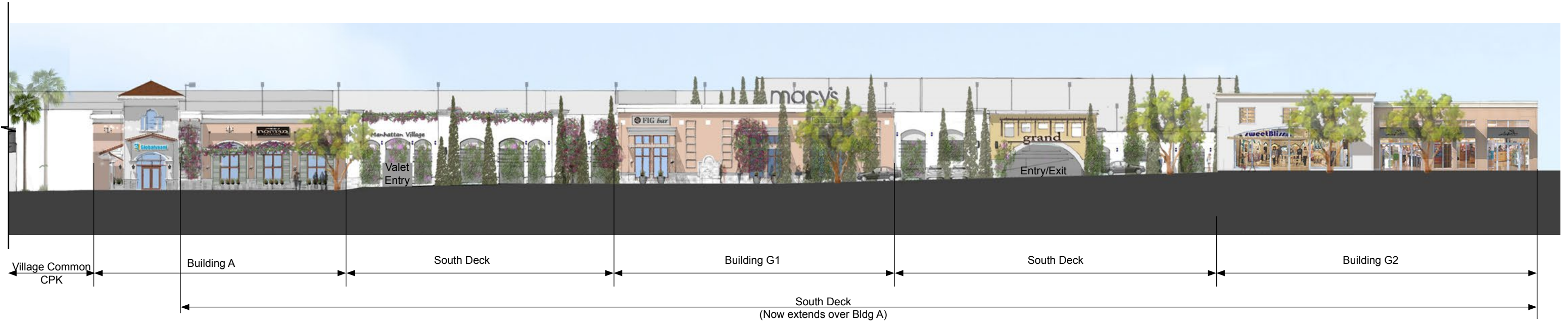


Key Plan

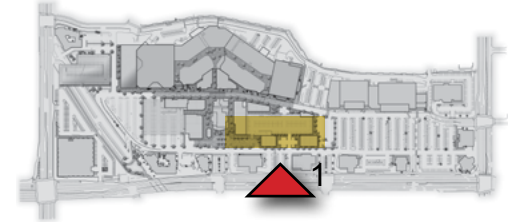




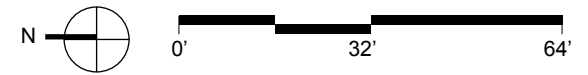
1. EIR South Village Shops and South Deck Elevation Facing Carlotta Way
 Scale: 1/32" = 1'



2. MUP South Village Shops and South Deck Elevation Facing Carlotta Way
 Scale: 1/32" = 1'

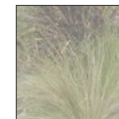
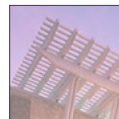


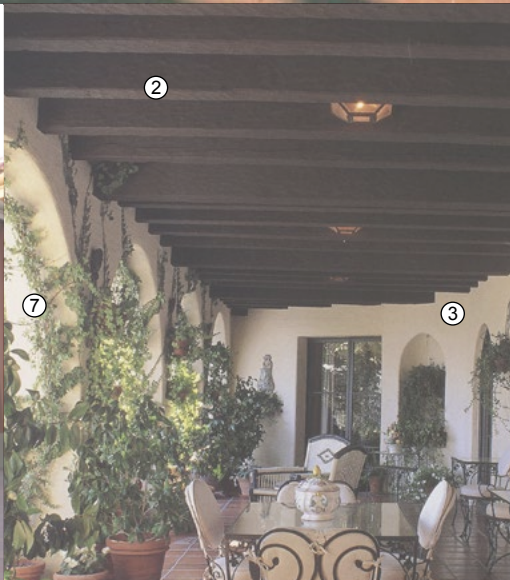
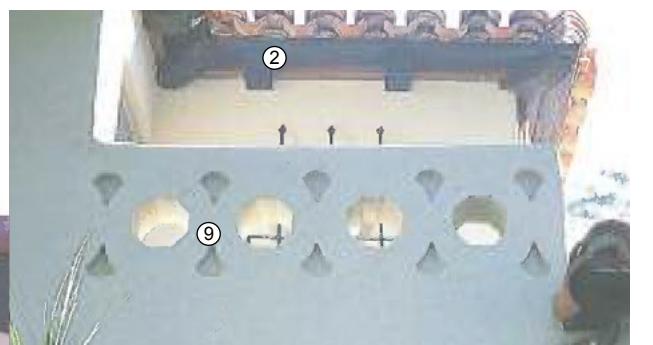
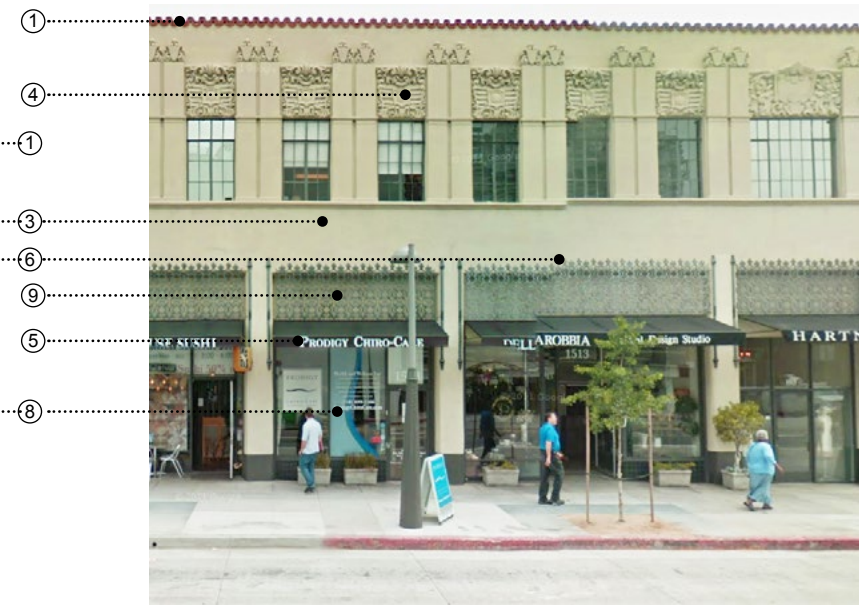
Key Plan



Architectural Style, Phase 1 - Village Shop Component

Quality of Design and Materials shown, Architectural Style subject to change

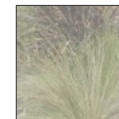
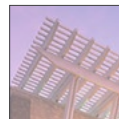




Notes

- ① Barrel Tile Roof
- ② Heavy Timber
- ③ Overall Simplicity
- ④ Moments of Decoration
- ⑤ Consistent Signage
- ⑥ Wrought-iron Details
- ⑦ Depth Expressed
- ⑧ Glass with Mullions
- ⑨ Decorative Panels
- ⑩ Asymmetry

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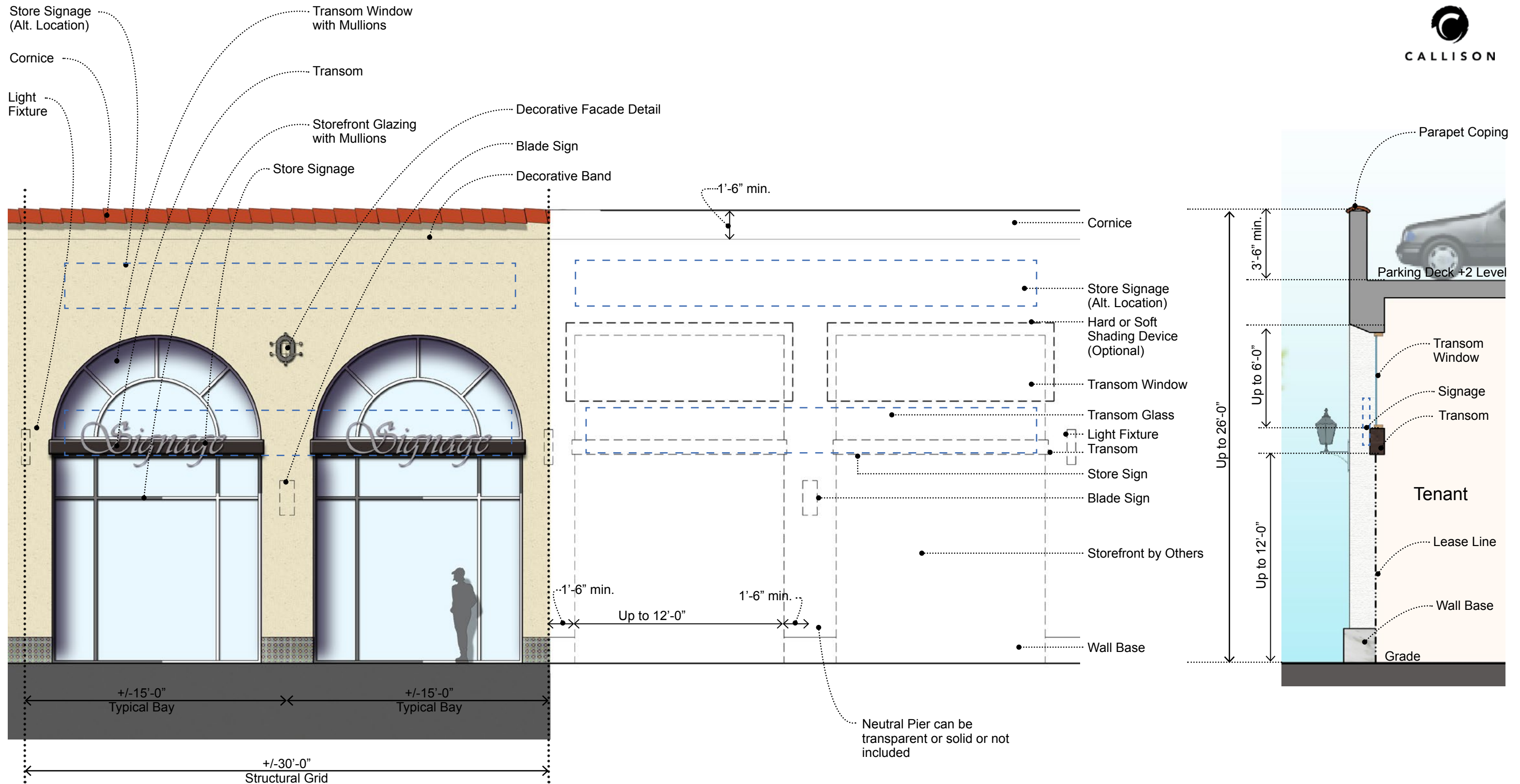
- Hide elevator overruns
- Parking behind the parapet
- Awnings over openings
- Window sized openings
- Building scale articulation
- Retail at Grade

1. Electronic Sign Examples

2. G+2 Parking Deck in Walnut Creek

FOR ILLUSTRATIVE PURPOSES ONLY

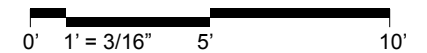


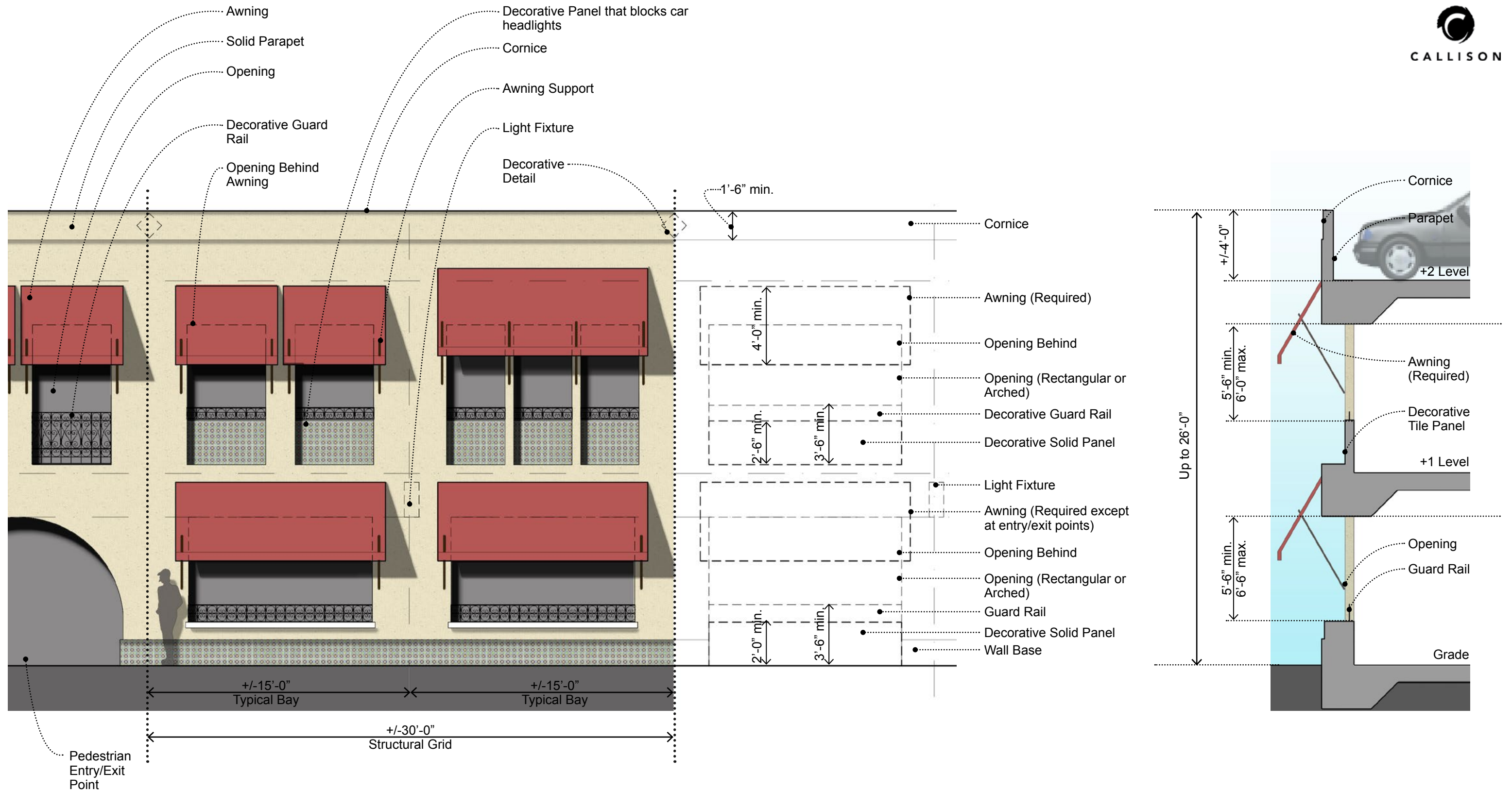


FOR ILLUSTRATIVE PURPOSES ONLY

1. Typical Building Bay Illustration, Elevation & Section
Scale: 3/16" = 1'

NOTE: Only one sign location will be chosen per building



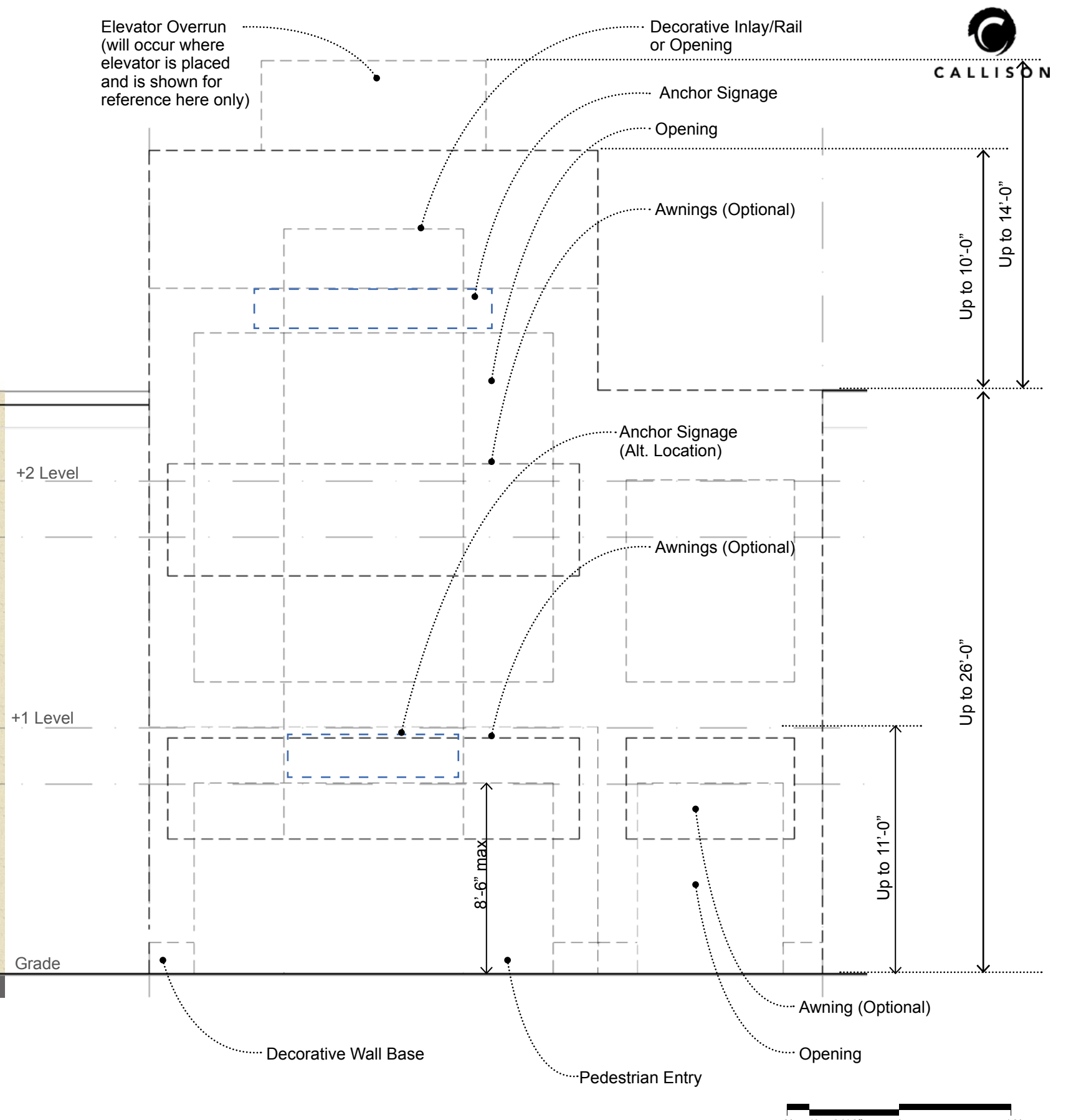


FOR ILLUSTRATIVE PURPOSES ONLY

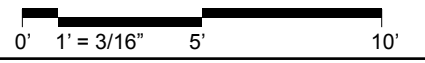
1. Typical Building Bay Illustration, Elevation & Section

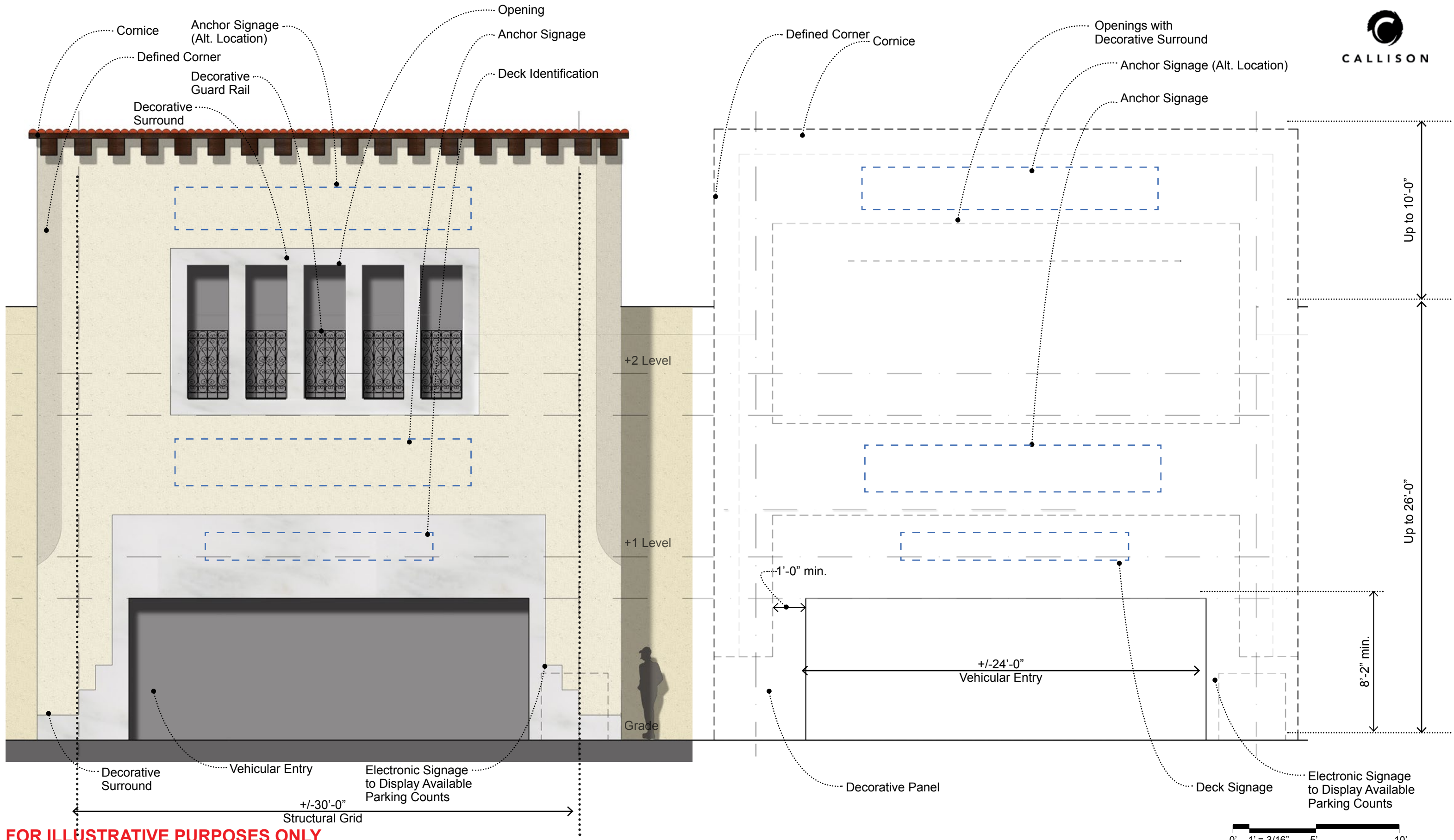
Scale: 3/16" = 1'





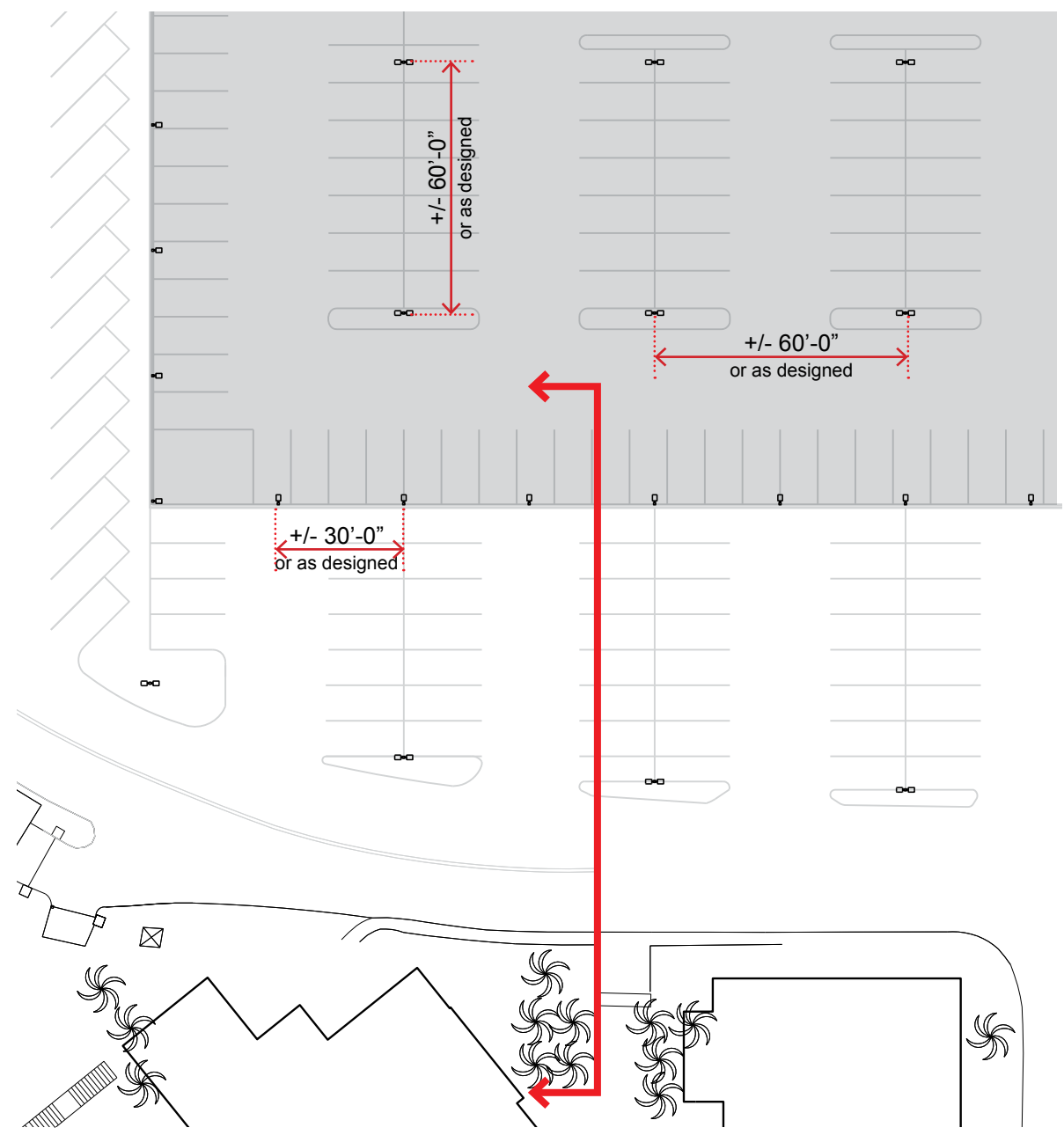
FOR ILLUSTRATIVE PURPOSES ONLY





FOR ILLUSTRATIVE PURPOSES ONLY





1. Deck Lighting Plan, Typical

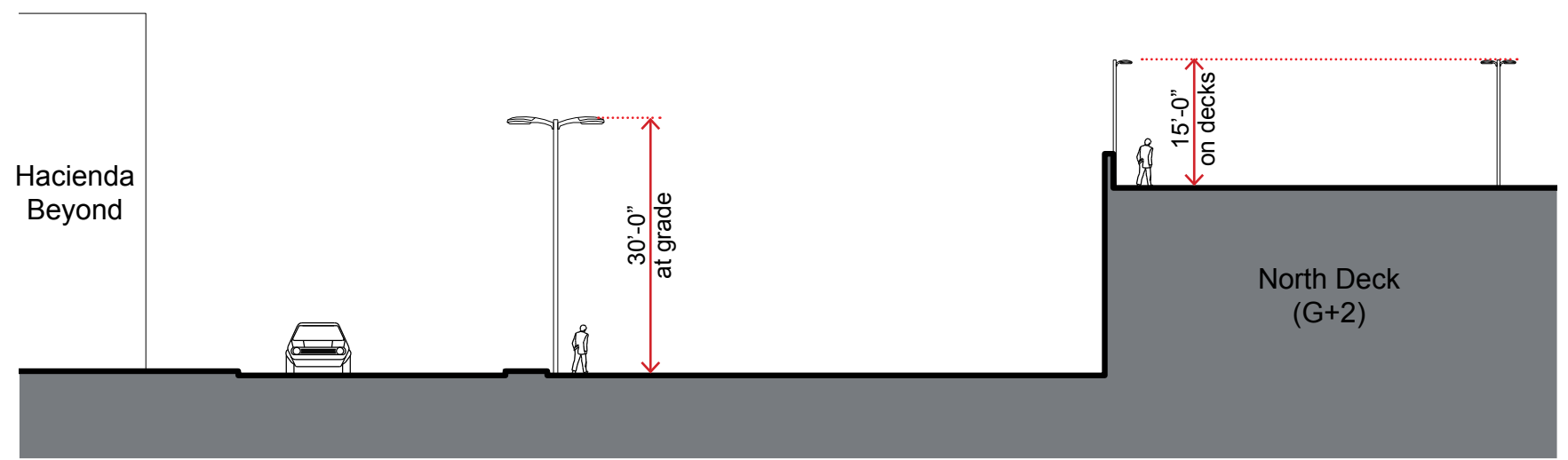
Scale: 1" = 40'



Please note that spacing is subject to change as the light design is completed.

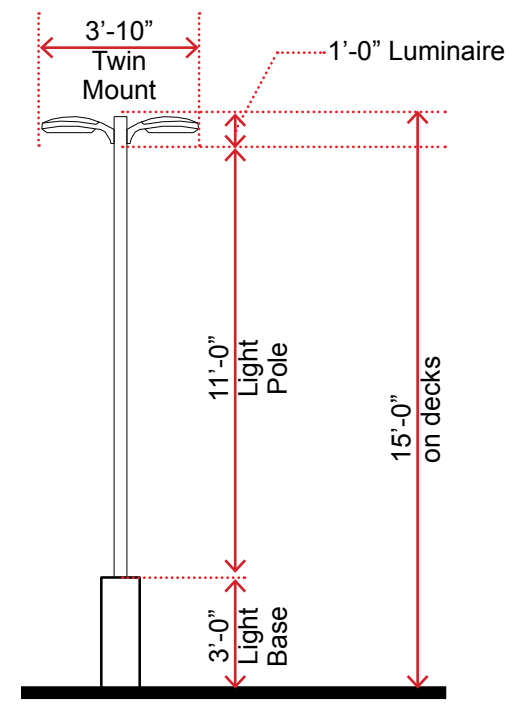


Key Plan



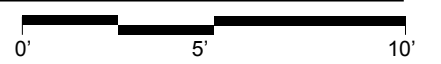
2. Deck Lighting Section, Typical

Scale: 1" = 20'

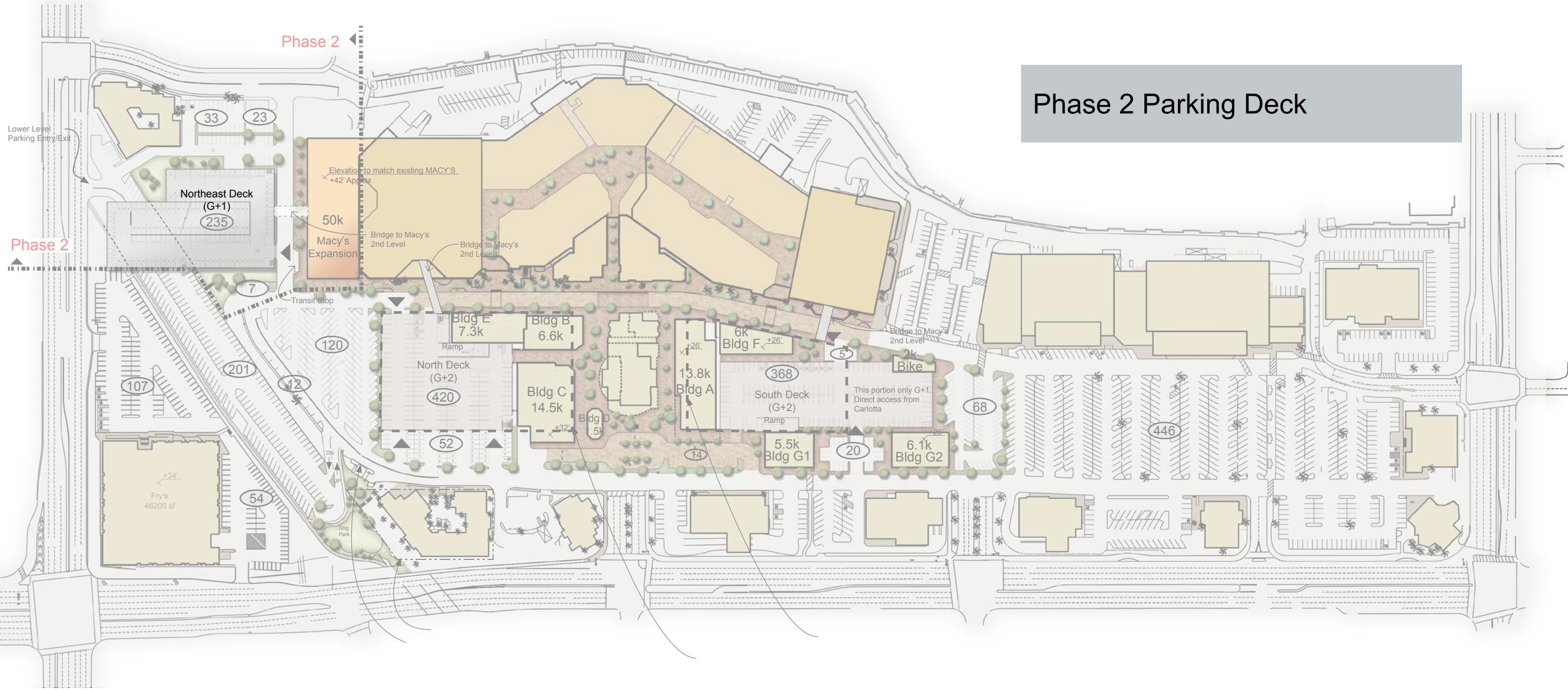


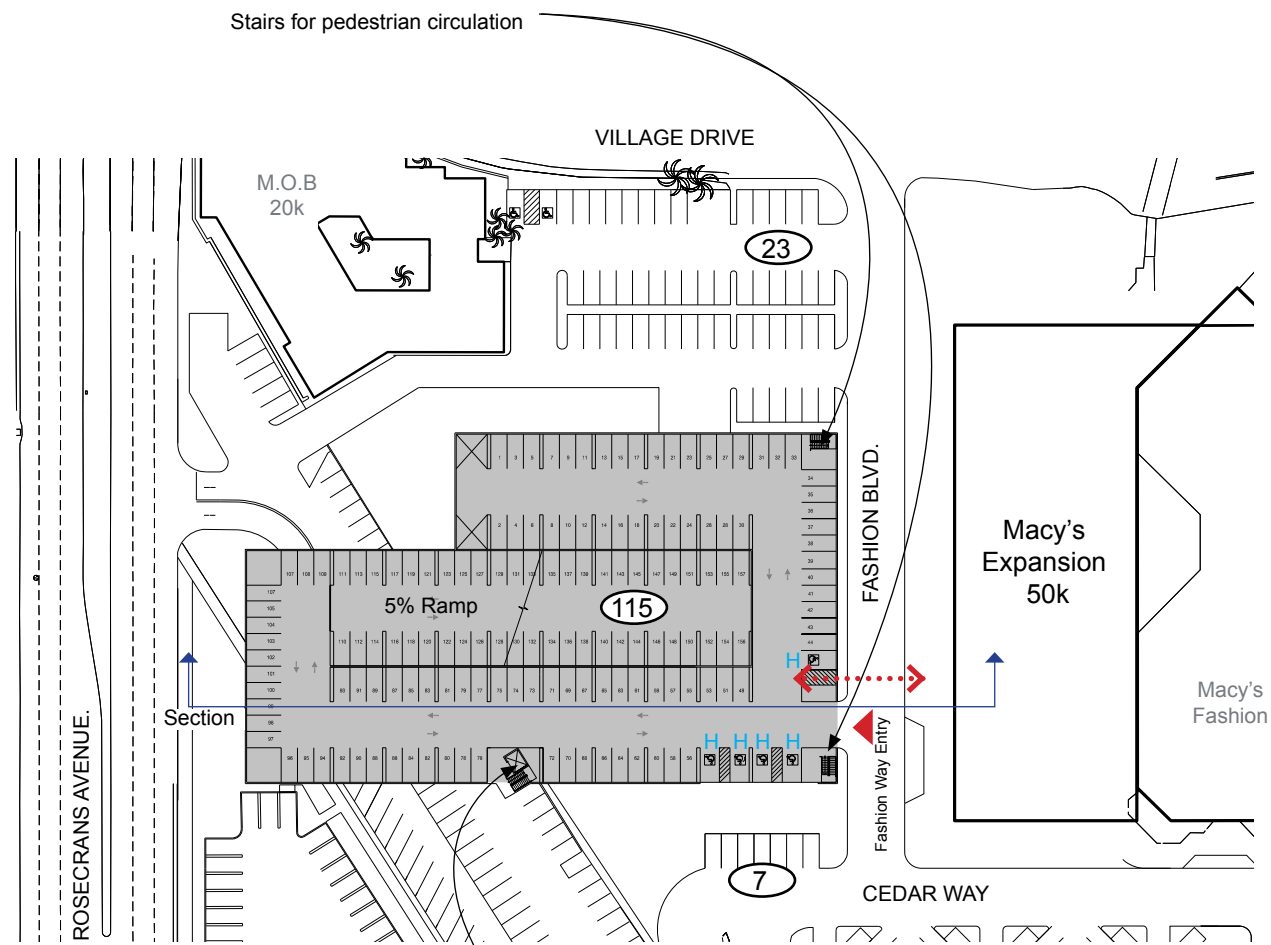
3. Enlarged Deck Lighting Section, Typical

Scale: 1" = 5'

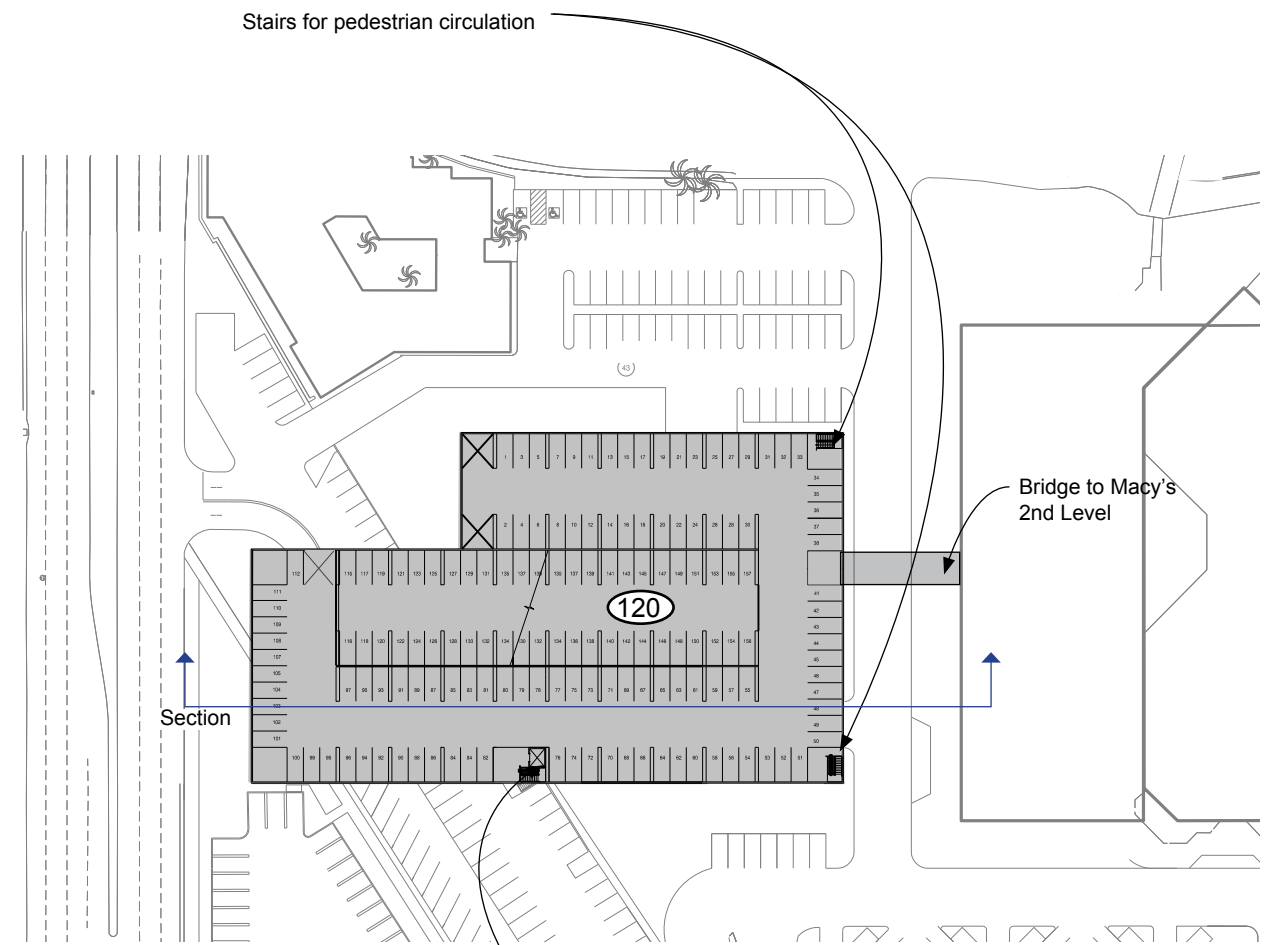


Phase 2 Parking Deck

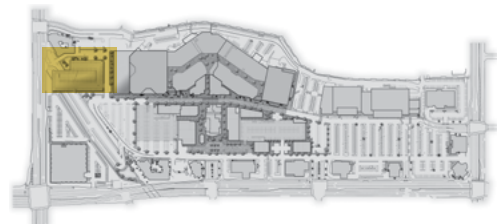




GROUND LEVEL PLAN (G)



FIRST LEVEL PLAN (+1)



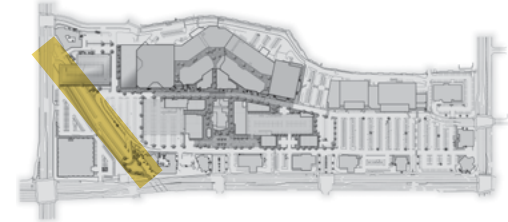
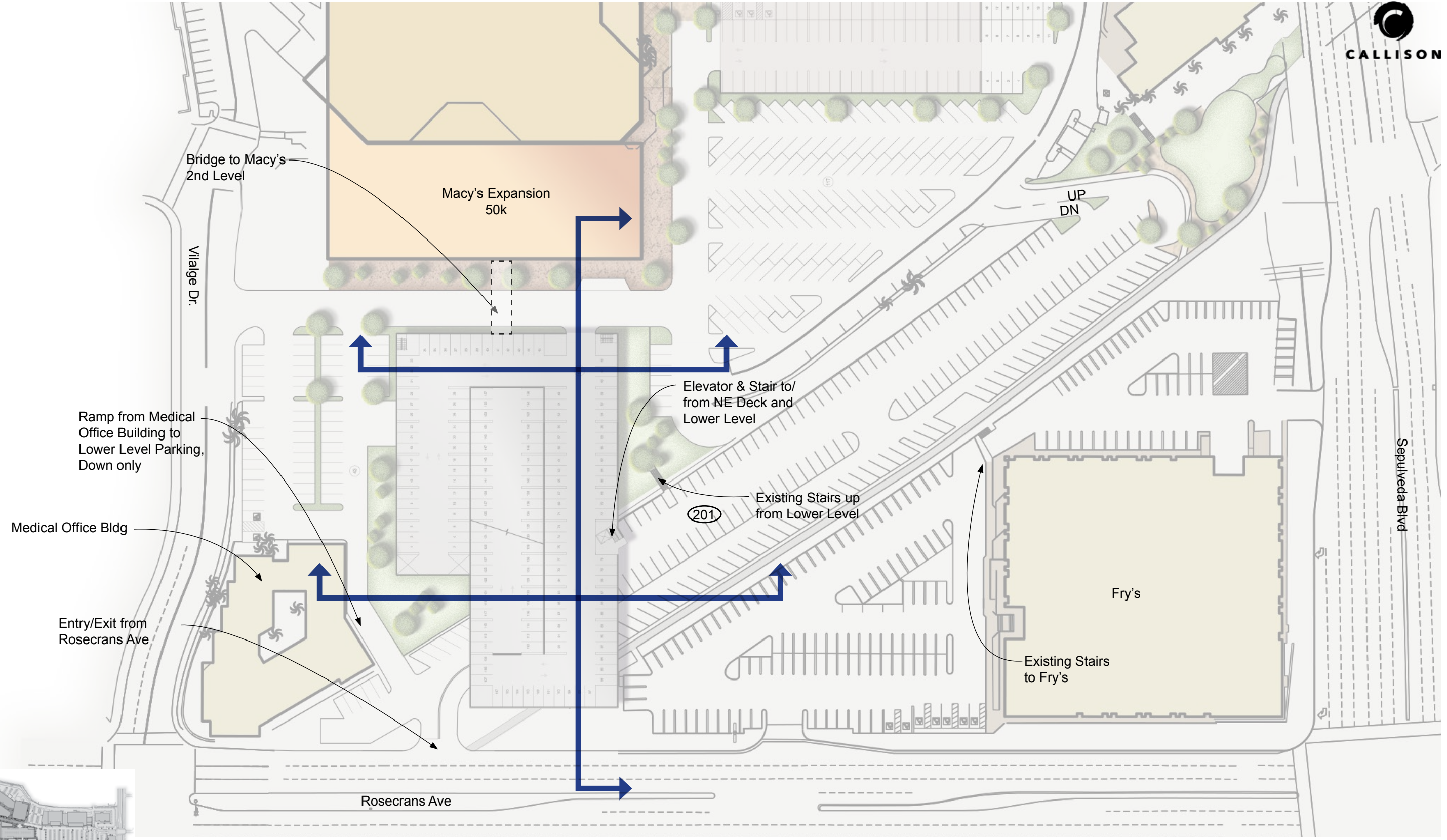
Key Plan

NORTH LOT TOTALS

Surface:	30 stalls
Deck:	235 stalls
	265 stalls

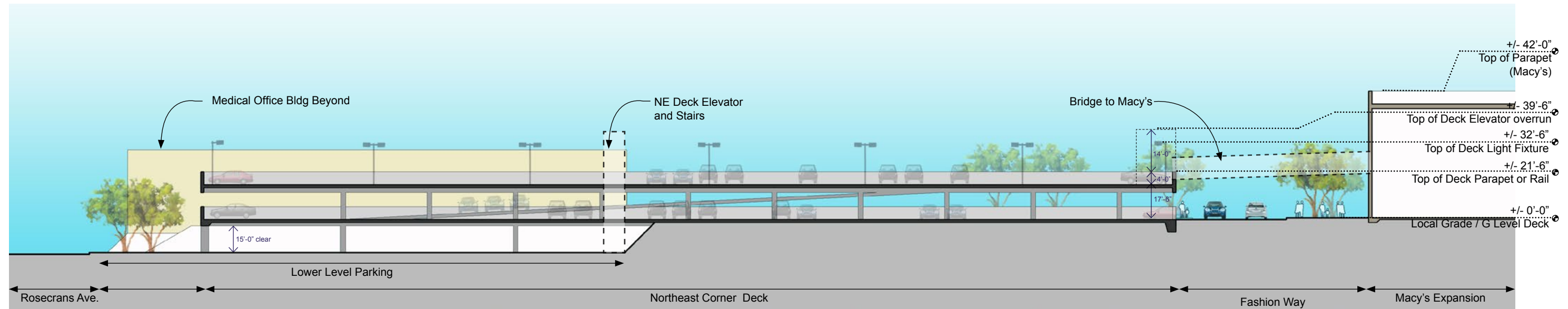
NEC DECK TOTAL - 235 STALLS





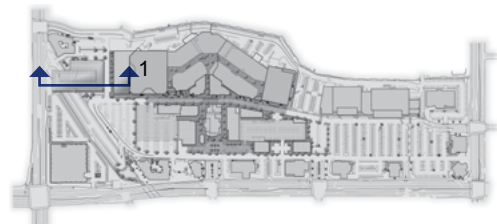
Key Plan



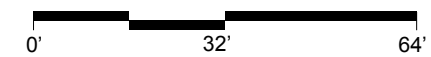


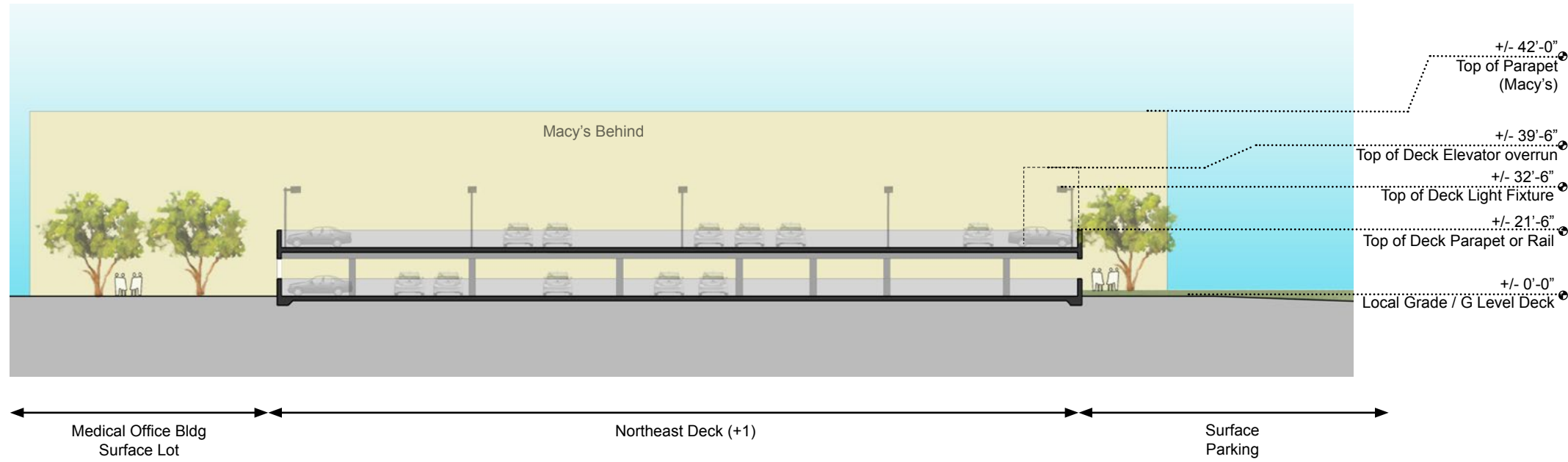
1. Northeast-Corner Deck Section, Looking East

Scale: 1/32" = 1'



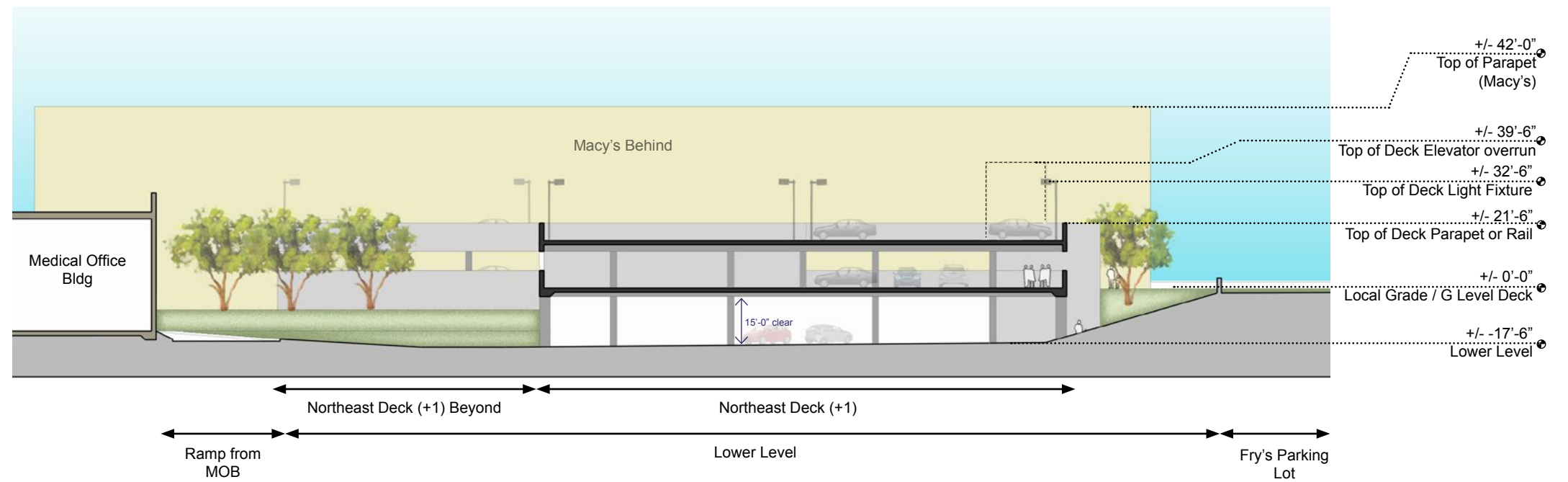
Key Plan





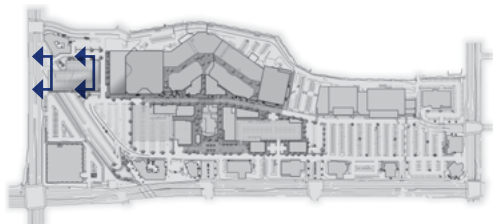
1. Northeast Corner Deck Section, Looking North

Scale: 1/32" = 1'

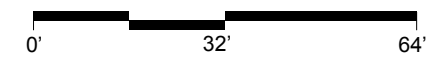


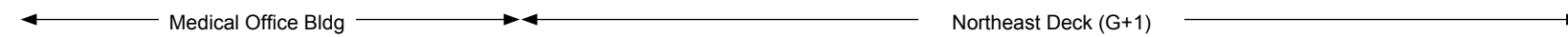
2. Northeast Corner Deck Section, Looking North

Scale: 1/32" = 1'



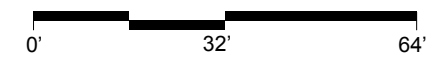
Key Plan





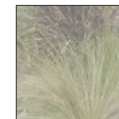
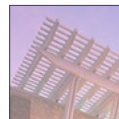
1. NE Corner - Rosecrans Ave Elevation (G+1)

Scale: 1/32" = 1'



Architectural Style, Phase 2 - Northeast Component

Quality of Design and Materials shown, Architectural Style subject to change



Macy's Fashion ← | → Macy's Men's & Home



Macy's Fashion Adjacent to North Mall Entrance

Enlarged Macy's Fashion West Facade Entrance

Macy's Fashion West Facade

Macy's Men's & Home Adjacent to South Mall Entrance

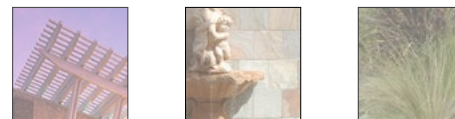
Macy's Men's & Home West and South Facades



Macy's from around California



FOR ILLUSTRATIVE PURPOSES ONLY





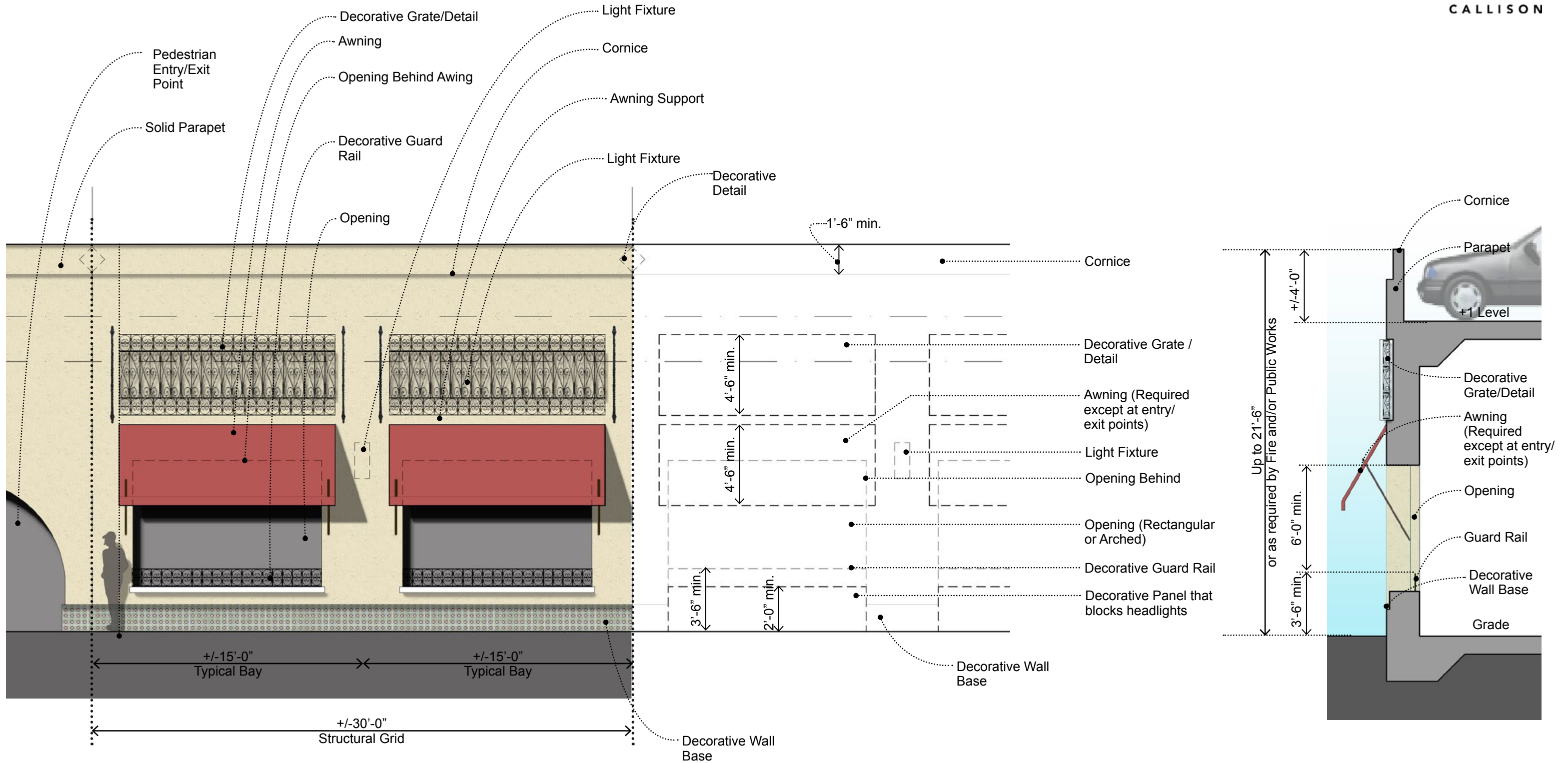
- Hide elevator overruns
- Parking behind the parapet
- Awnings over openings
- Window sized openings
- Building scale articulation
- Retail at Grade

1. Electronic Sign Examples

2. G+2 Parking Deck in Walnut Creek

FOR ILLUSTRATIVE PURPOSES ONLY

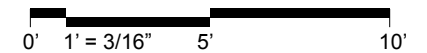


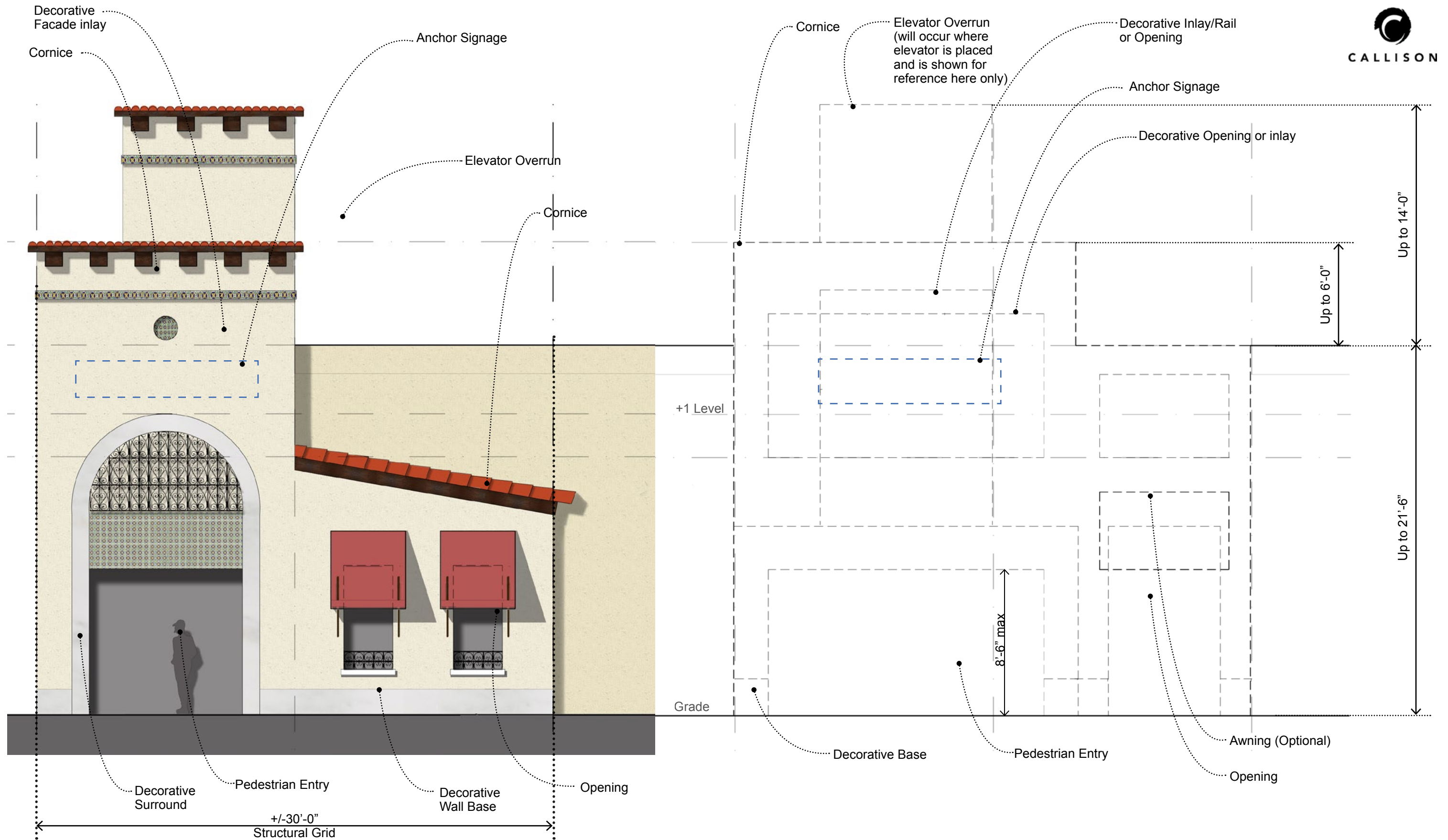


FOR ILLUSTRATIVE PURPOSES ONLY

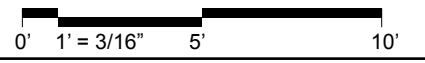
1. Typical Building Bay Illustration, Elevation & Section

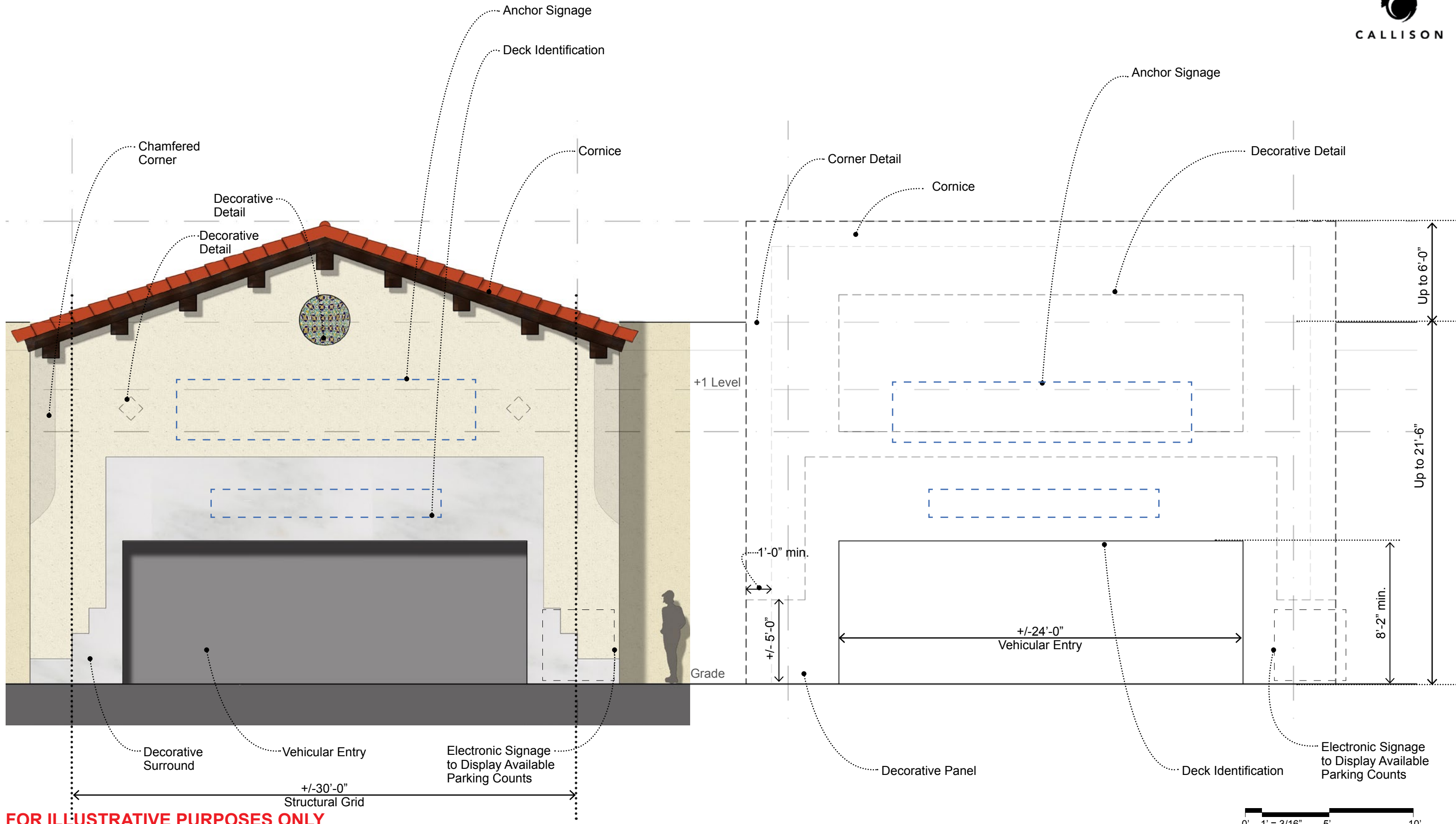
Scale: 3/16" = 1'





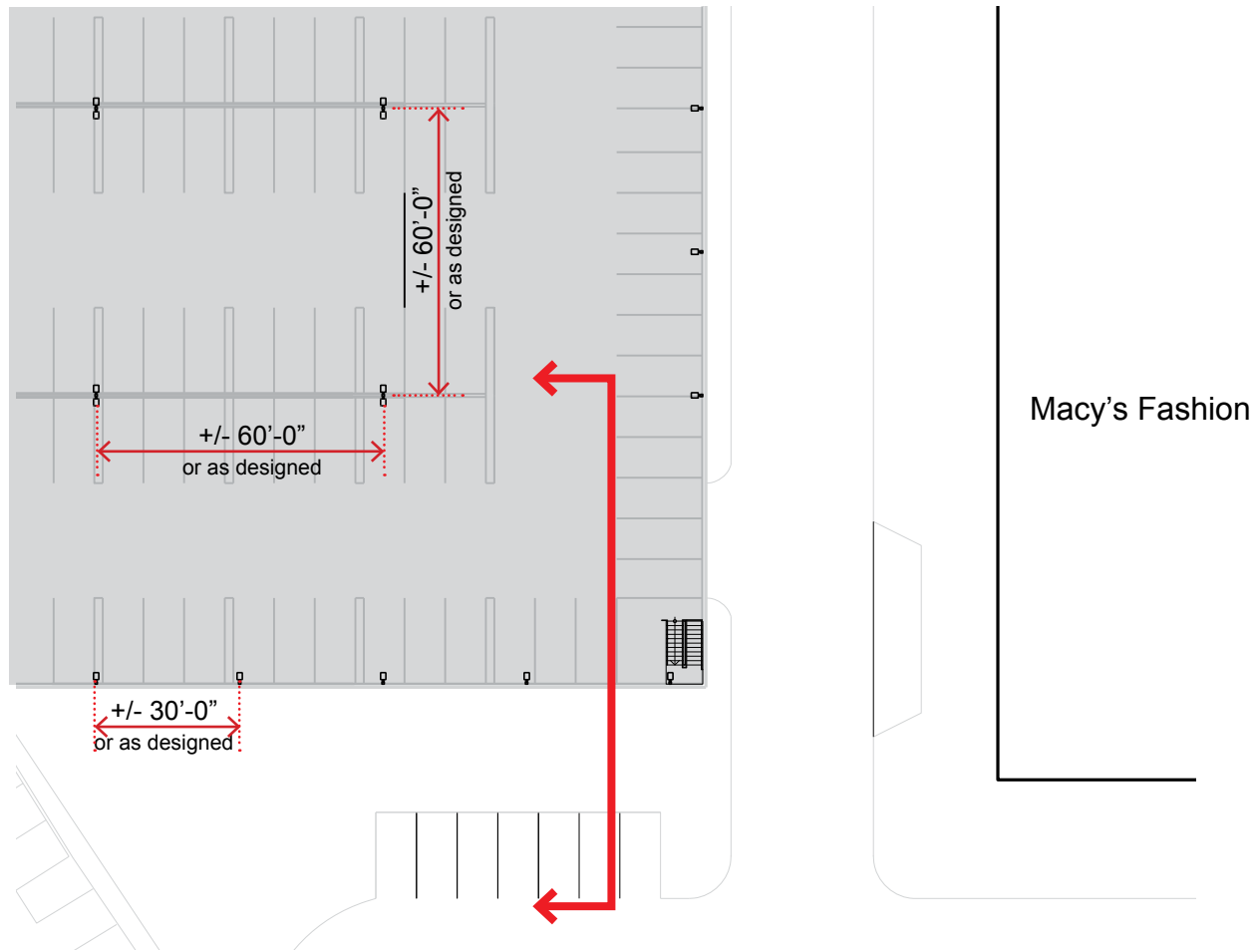
FOR ILLUSTRATIVE PURPOSES ONLY





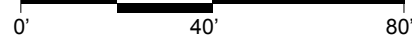
FOR ILLUSTRATIVE PURPOSES ONLY



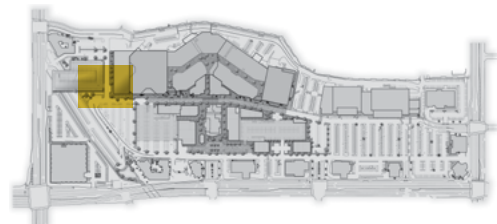


1. Deck Lighting Plan, Typical

Scale: 1" = 40'



Please note that spacing is subject to change as the light design is completed.

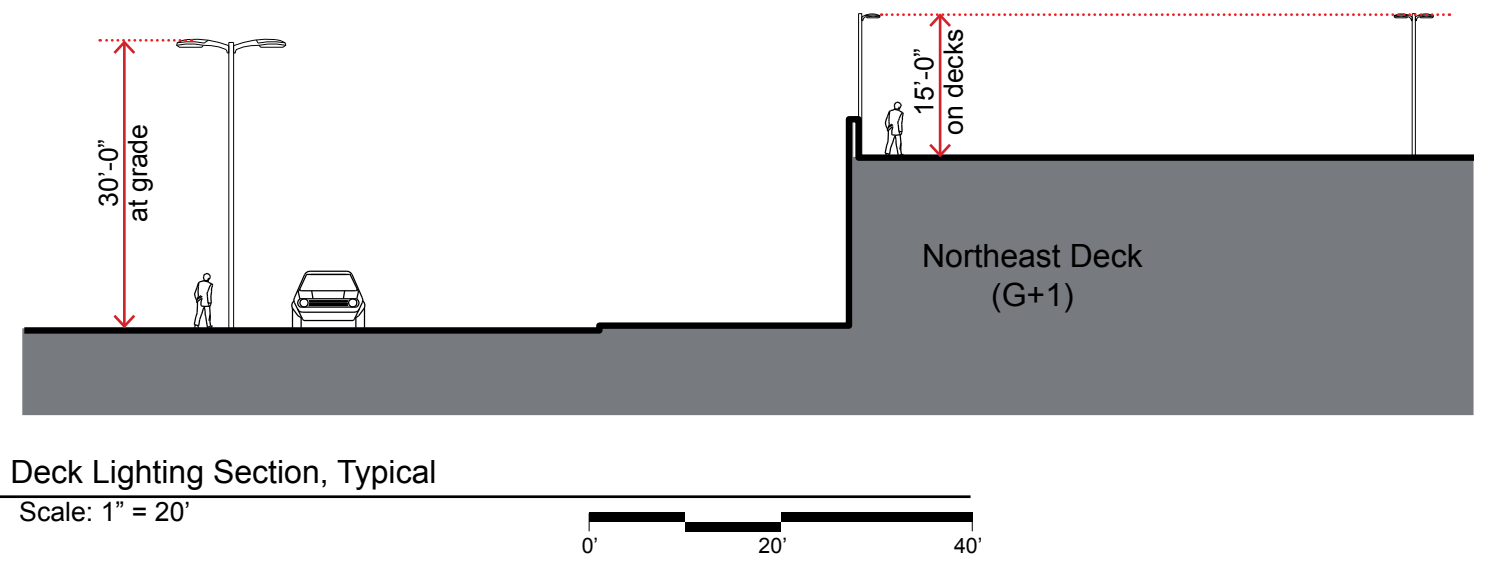


Key Plan

Macy's Fashion

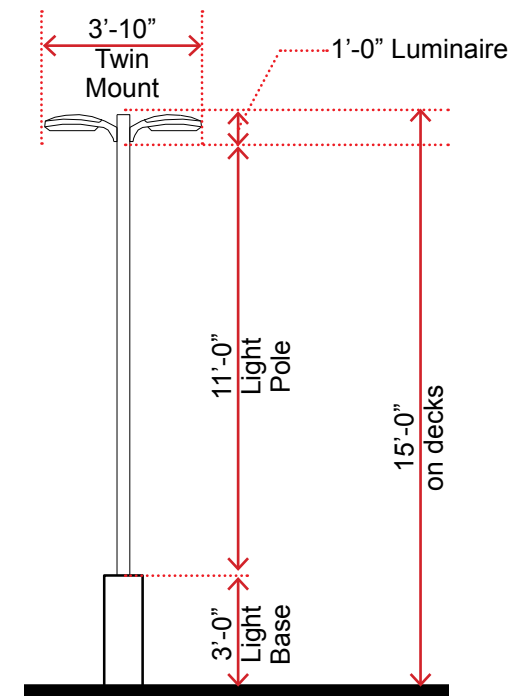
2. Deck Lighting Section, Typical

Scale: 1" = 20'

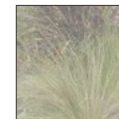
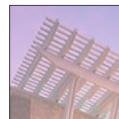


3. Enlarged Deck Lighting Section, Typical

Scale: 1" = 5'



Phase 1 Panorama





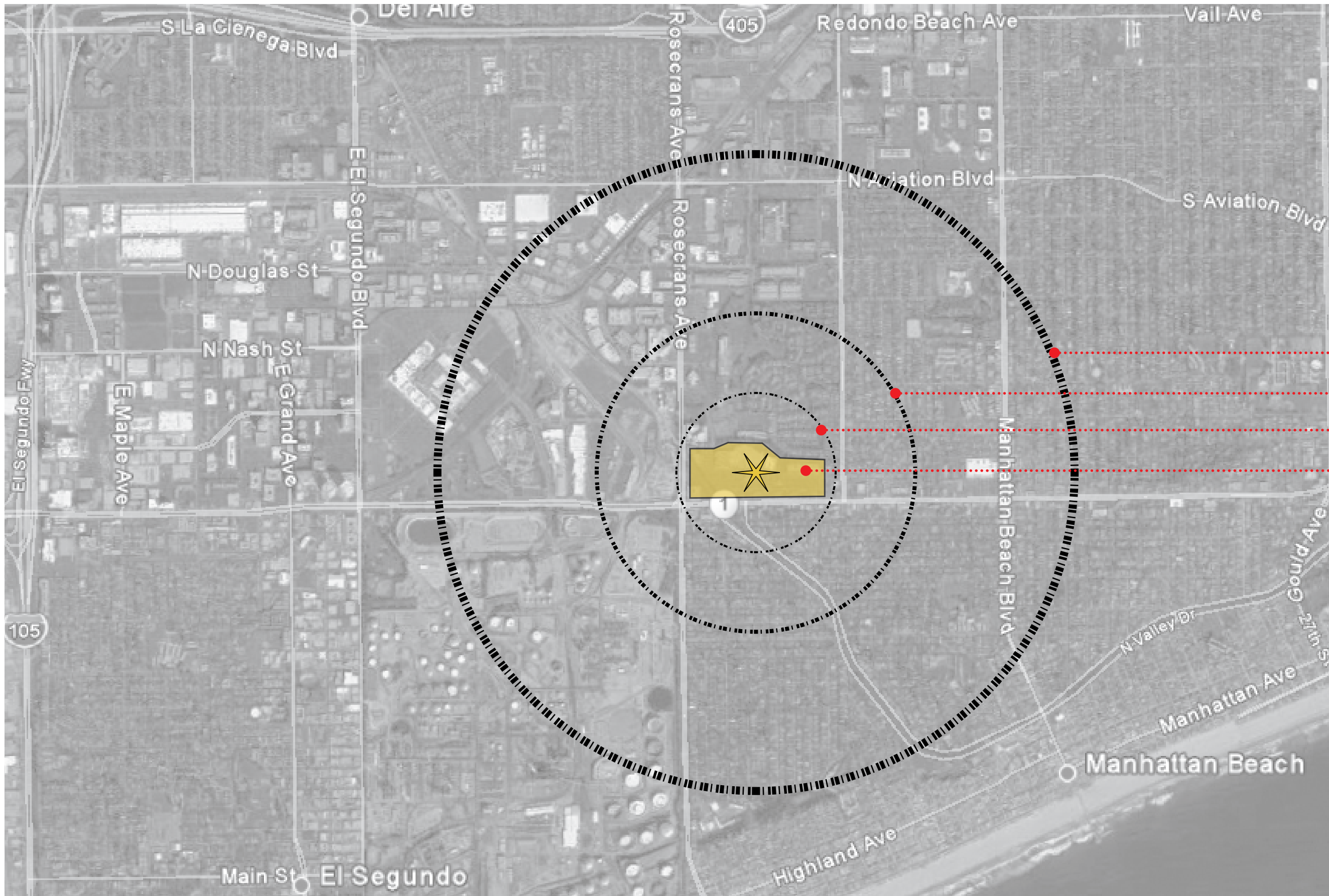
5. ENLARGED PANORAMA B - EXISTING
Existing Village Shops as seen from Sepulveda Blvd.



6. ENLARGED PANORAMA B - PROPOSED
Proposed Village Shops as seen from Sepulveda Blvd.



Site Diagrams

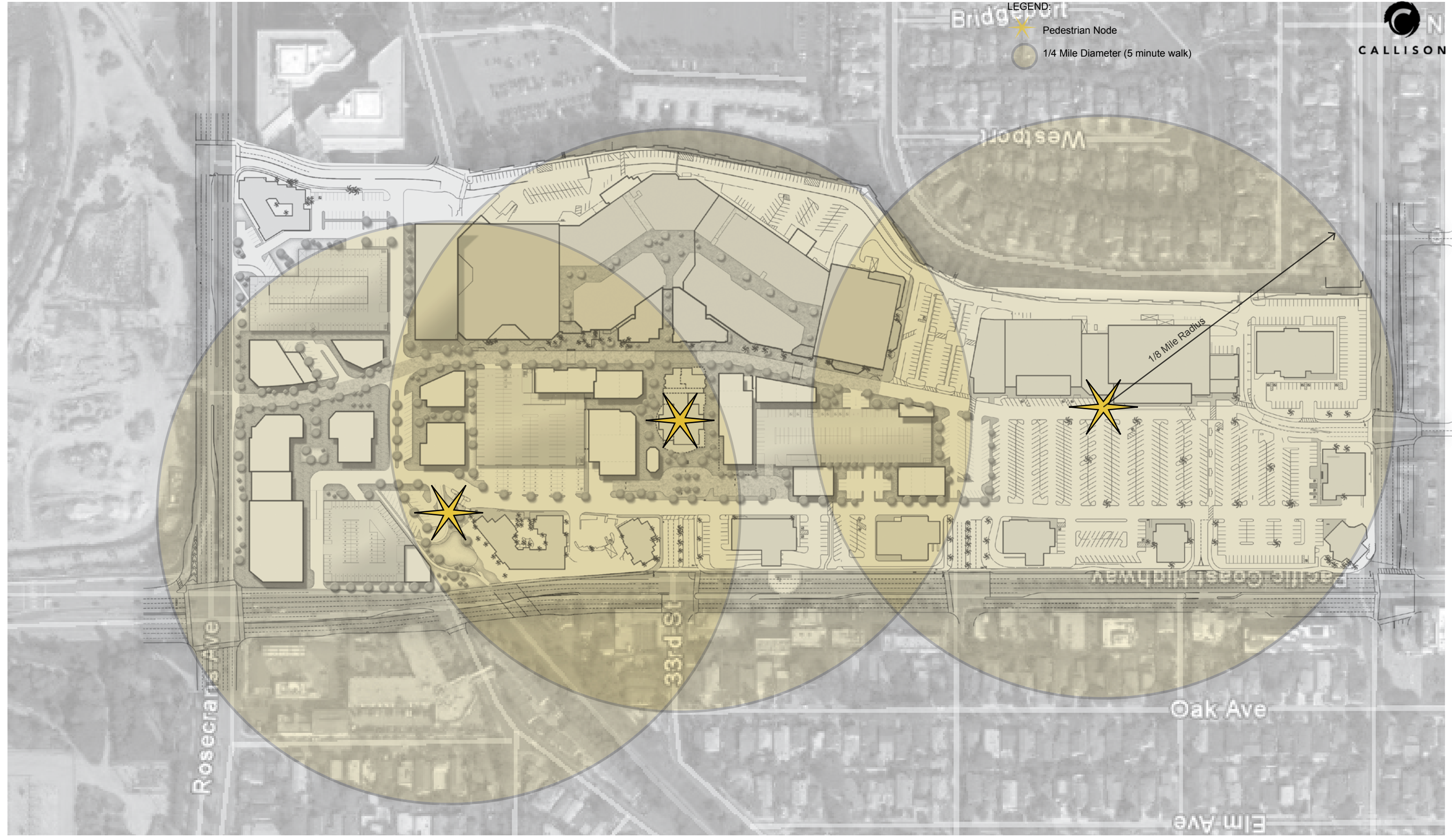




- 1 Mile Radius (20 minute walk)
- 1/2 Mile Radius (10 minute walk)
- 1/4 Mile Radius (5 Minute walk)
- Manhattan Village Shopping Center



LEGEND:
 Pedestrian Node
 1/4 Mile Diameter (5 minute walk)

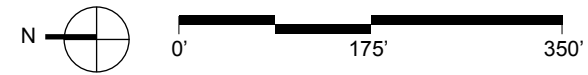
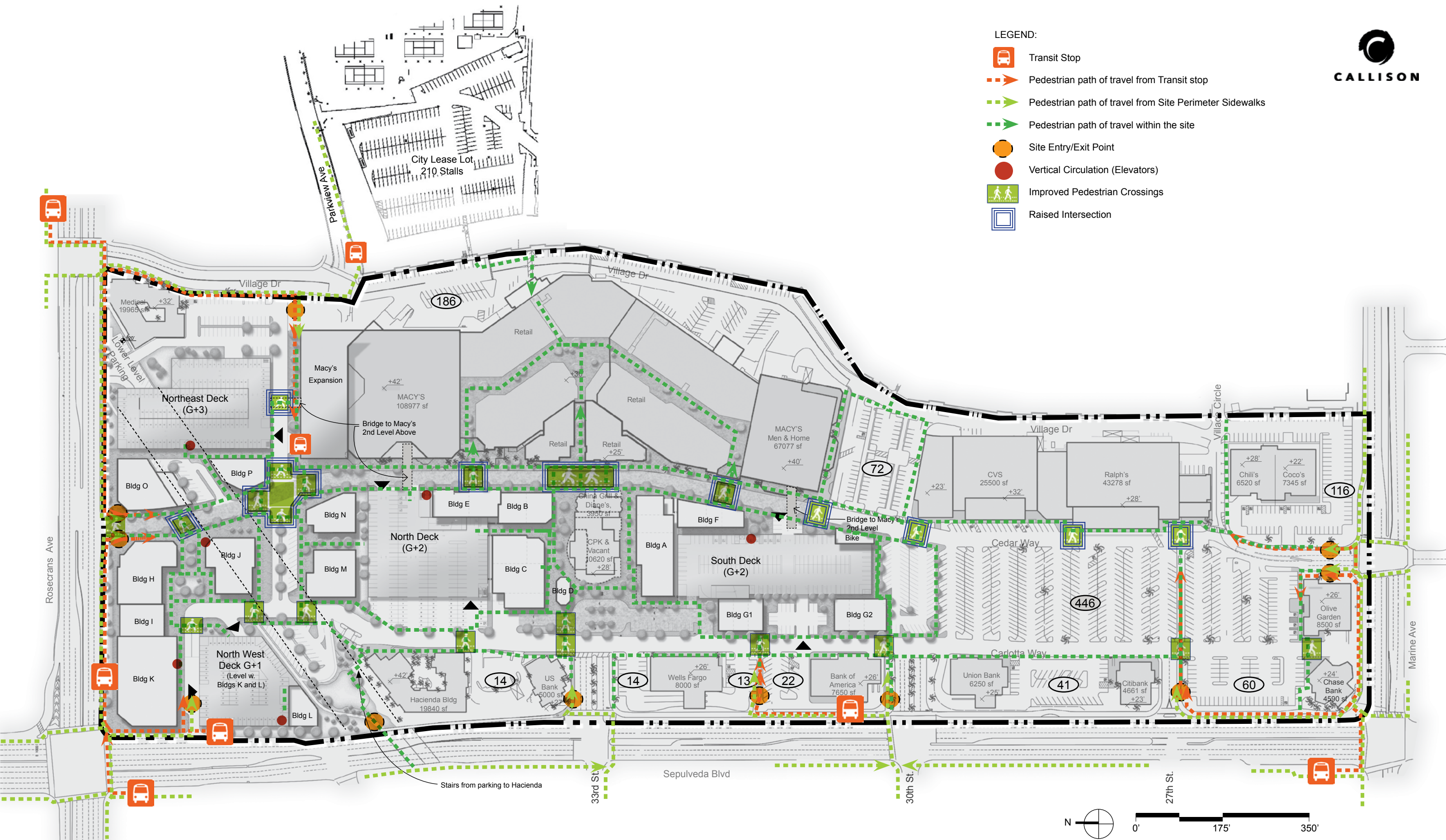


FEIR Circulation Diagrams



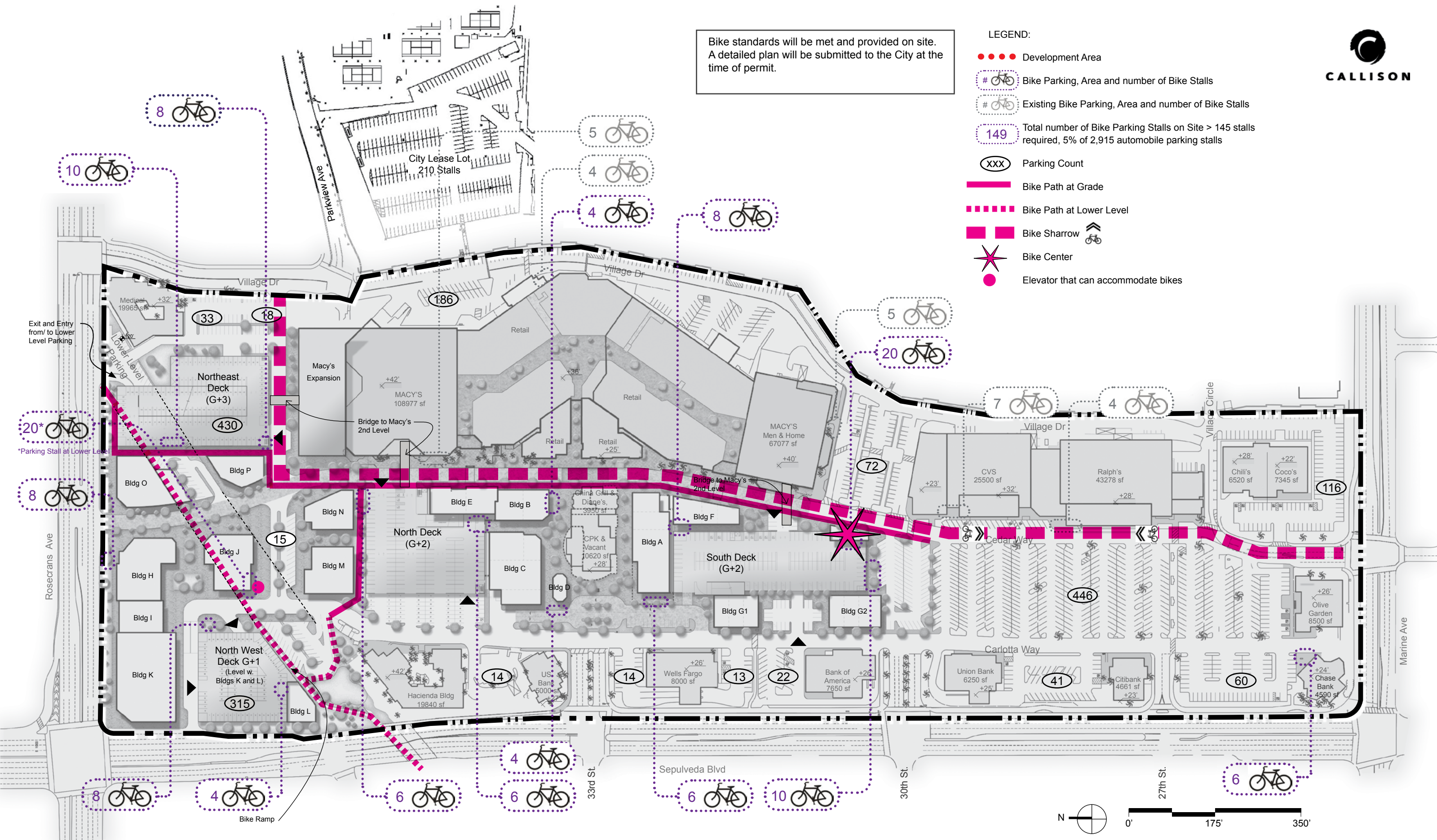
LEGEND:

- Transit Stop
- Pedestrian path of travel from Transit stop
- Pedestrian path of travel from Site Perimeter Sidewalks
- Pedestrian path of travel within the site
- Site Entry/Exit Point
- Vertical Circulation (Elevators)
- Improved Pedestrian Crossings
- Raised Intersection

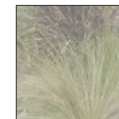
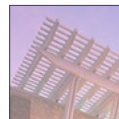


Bike standards will be met and provided on site.
A detailed plan will be submitted to the City at the time of permit.

- LEGEND:**
- Development Area
 - # [Bike Icon] Bike Parking, Area and number of Bike Stalls
 - # [Bike Icon] Existing Bike Parking, Area and number of Bike Stalls
 - 149 Total number of Bike Parking Stalls on Site > 145 stalls required, 5% of 2,915 automobile parking stalls
 - (XXX) Parking Count
 - Bike Path at Grade
 - - - Bike Path at Lower Level
 - Bike Sharrow
 - ★ Bike Center
 - Elevator that can accommodate bikes



Phase 1 & 2 Circulation Diagrams



LEGEND:

- Pedestrian path of travel within the site
- Site Entry/Exit Point
- Improved Pedestrian Crossings
- Raised Intersection



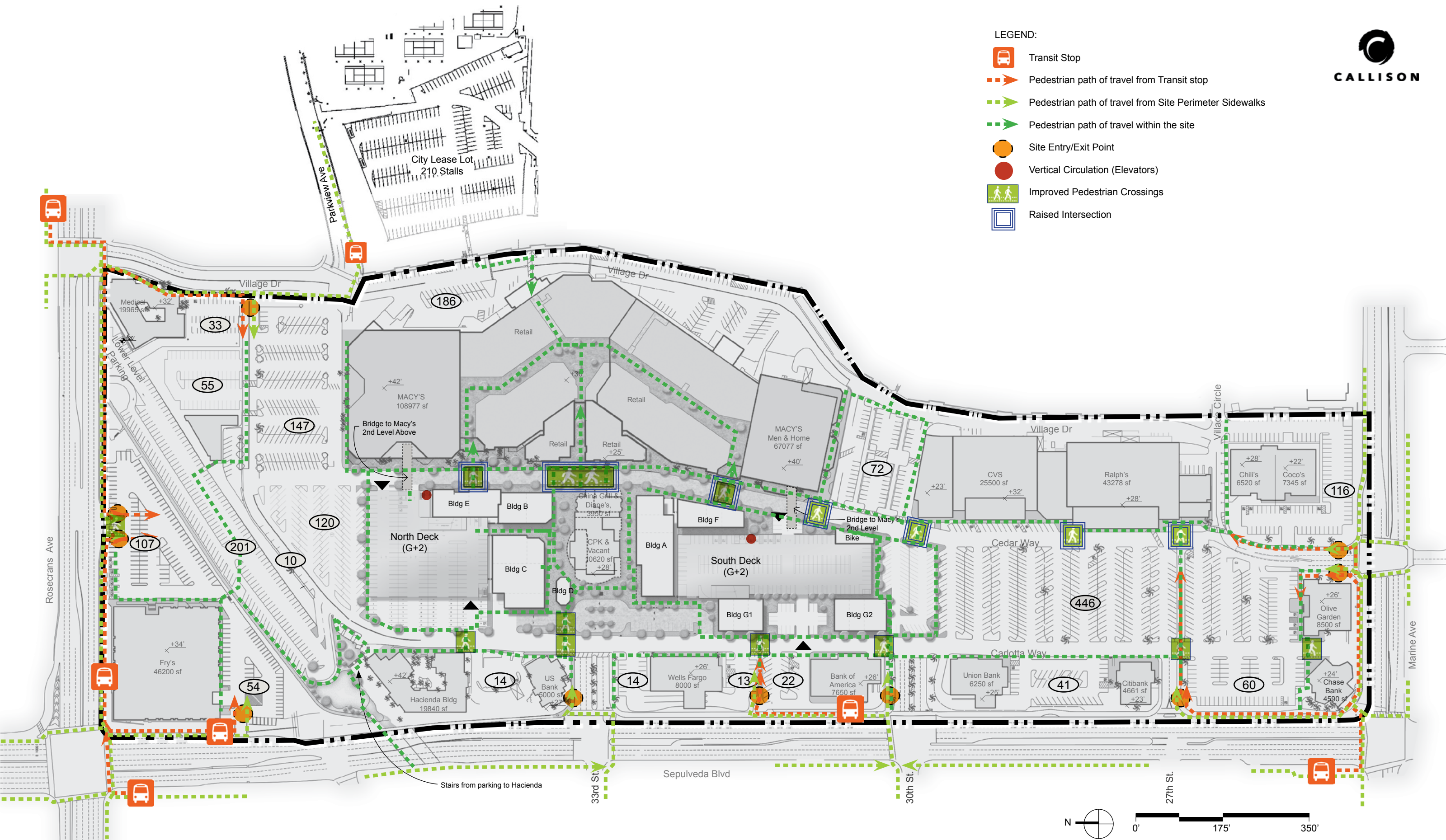
LEGEND:

- Pedestrian path of travel within the site
- Site Entry/Exit Point
- Improved Pedestrian Crossings
- Raised Intersection











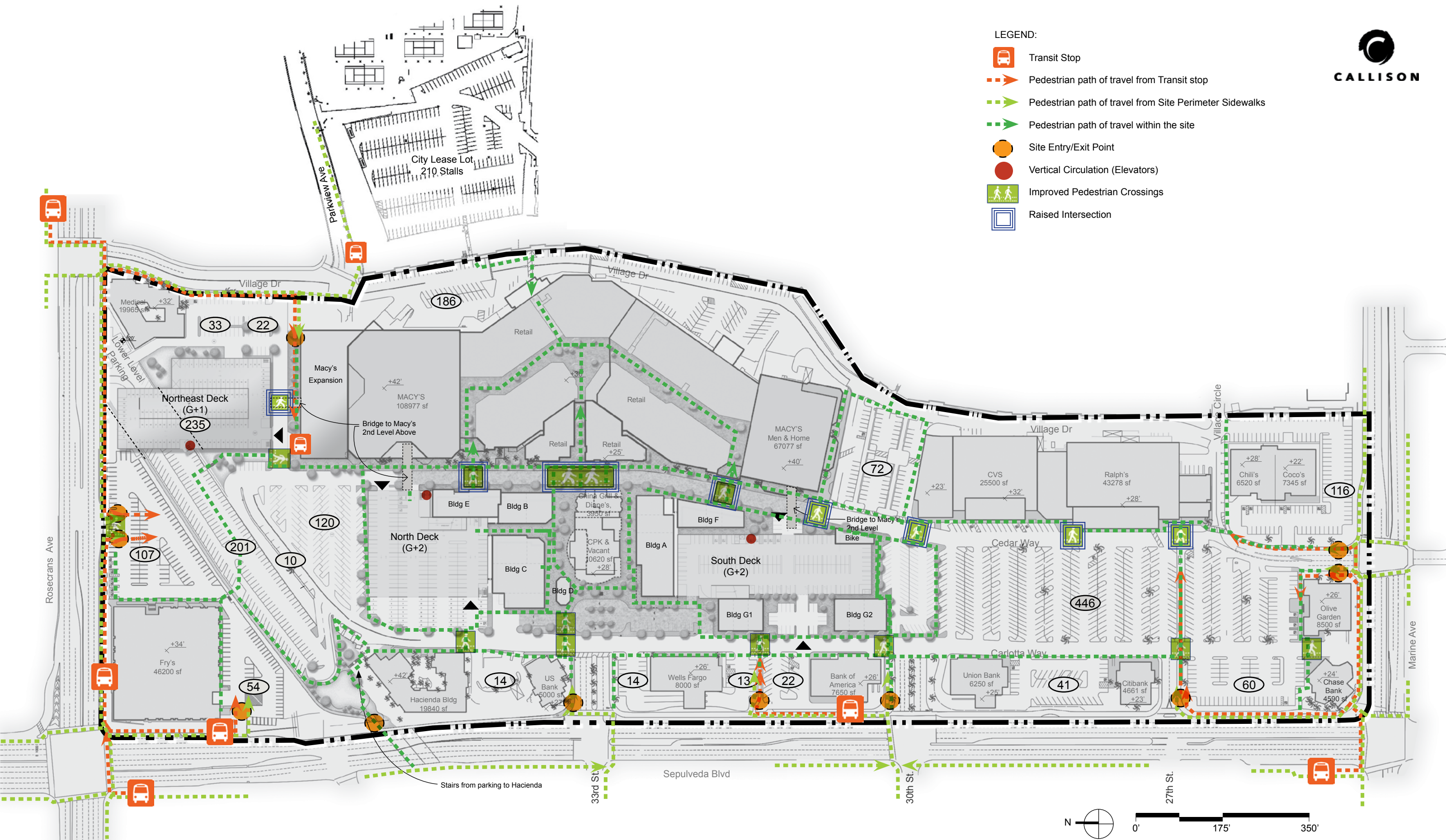
LEGEND:

- Transit Stop
- Pedestrian path of travel from Transit stop
- Pedestrian path of travel from Site Perimeter Sidewalks
- Pedestrian path of travel within the site
- Site Entry/Exit Point
- Vertical Circulation (Elevators)
- Improved Pedestrian Crossings
- Raised Intersection



LEGEND:

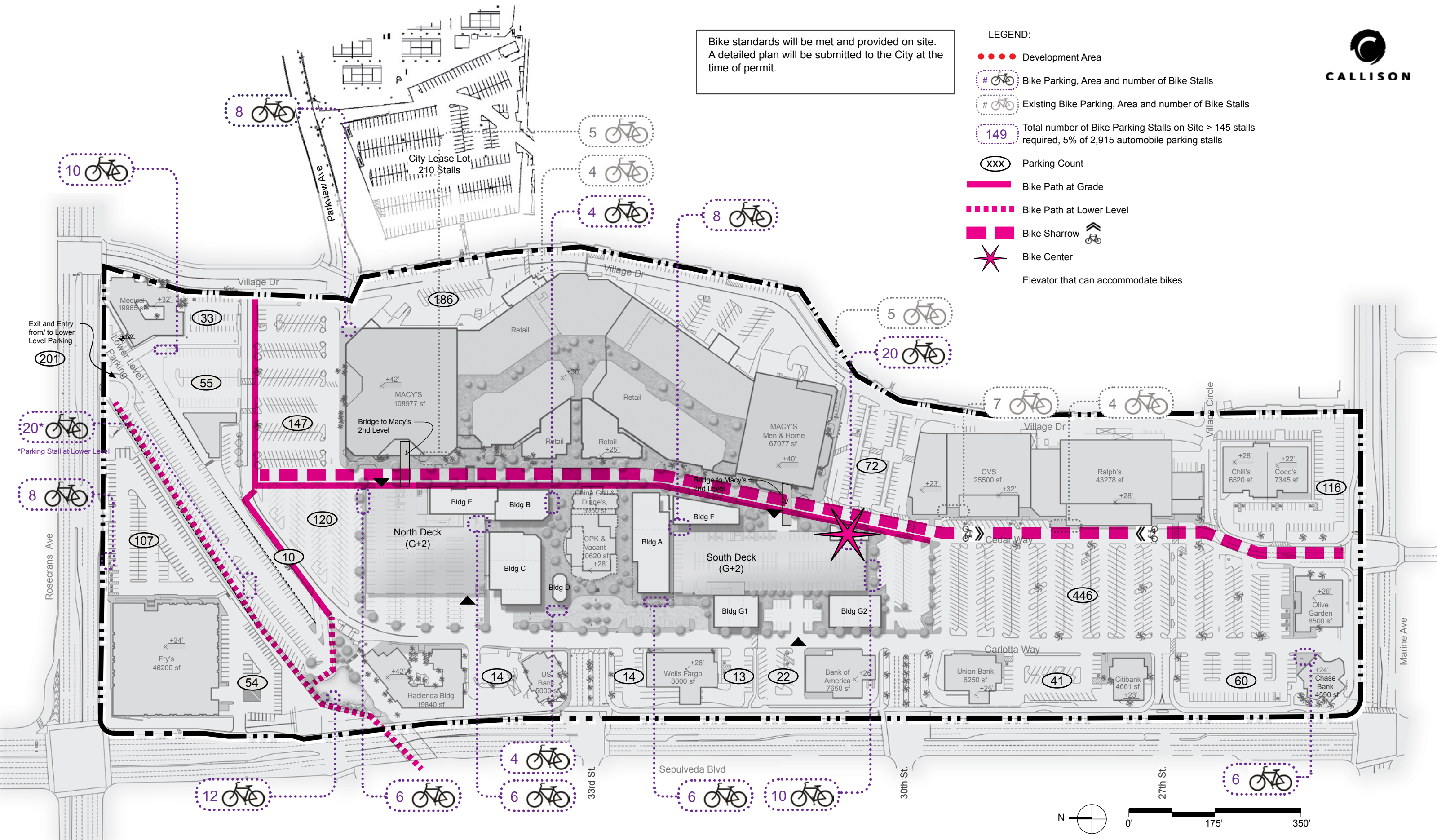
-  Transit Stop
-  Pedestrian path of travel from Transit stop
-  Pedestrian path of travel from Site Perimeter Sidewalks
-  Pedestrian path of travel within the site
-  Site Entry/Exit Point
-  Vertical Circulation (Elevators)
-  Improved Pedestrian Crossings
-  Raised Intersection



Bike standards will be met and provided on site.
A detailed plan will be submitted to the City at the time of permit.

LEGEND:

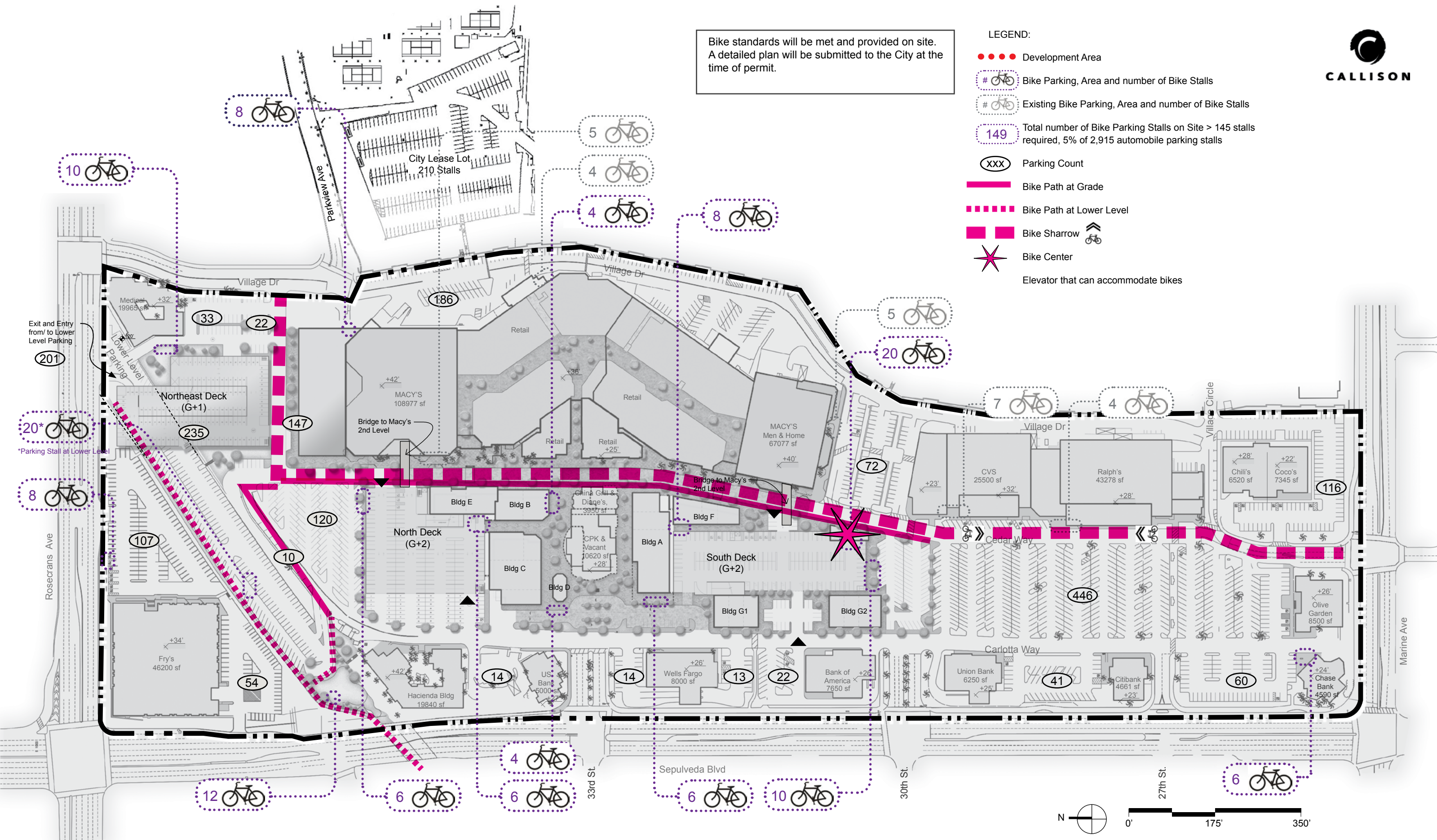
- Development Area
- # [Bike Icon] Bike Parking, Area and number of Bike Stalls
- # [Bike Icon] Existing Bike Parking, Area and number of Bike Stalls
- 149 Total number of Bike Parking Stalls on Site > 145 stalls required, 5% of 2,915 automobile parking stalls
- (XXX) Parking Count
- Bike Path at Grade
- - - Bike Path at Lower Level
- [Pink Box] Bike Sharrow [Bike Icon]
- [Star] Bike Center
- [Elevator Icon] Elevator that can accommodate bikes



Bike standards will be met and provided on site.
A detailed plan will be submitted to the City at the time of permit.

LEGEND:

- Development Area
- # [Bike Icon] Bike Parking, Area and number of Bike Stalls
- # [Bike Icon] Existing Bike Parking, Area and number of Bike Stalls
- 149 Total number of Bike Parking Stalls on Site > 145 stalls required, 5% of 2,915 automobile parking stalls
- (XXX) Parking Count
- Bike Path at Grade
- - - Bike Path at Lower Level
- [Pink Box] Bike Sharrow [Bike Icon]
- [Pink Star] Bike Center
- [Pink Arrow] Elevator that can accommodate bikes





**MANHATTAN
VILLAGE**
SHOPPING CENTER

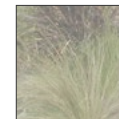
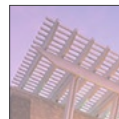
VILLAGE SHOPS & NORTHEAST
CORNER PLAN CHECK GUIDELINES
MAY 14, 2013

**ATTACHMENT D
PC MTG 5-22-13**

- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - Building Heights
 - XXX Parking Count
 - MVSC Property Boundary
 - Component Boundary
 - Indicates Existing Accessible Parking Stalls



Project Concept Site Plans



- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - Building Heights
 - XXX Parking Count
 - MVSC Property Boundary
 - Component Boundary



- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - Building Heights
 - XXX Parking Count
 - MVSC Property Boundary
 - Component Boundary

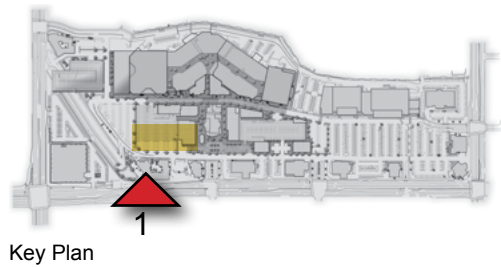


Village Shops Component Elevations,
As presented on 4.24.2013 to the Planning Commission

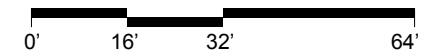


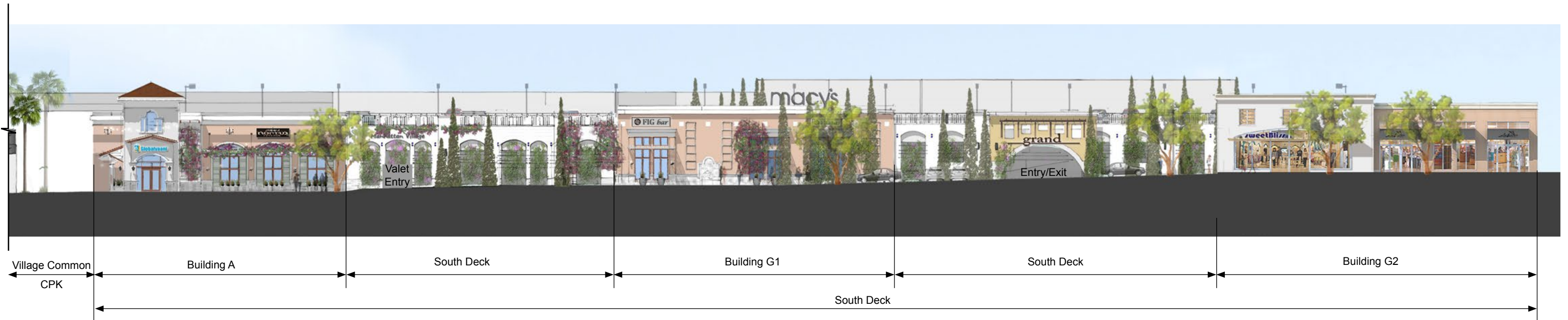


1. North Village Shops and North Deck Elevation Facing Carlotta Way
 Scale: 1/32" = 1'



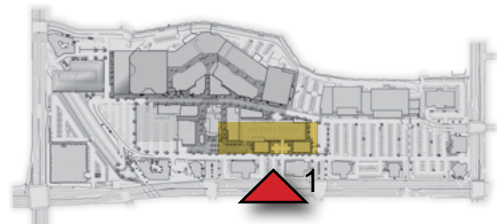
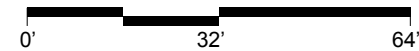
Key Plan





1. South Village Shops and South Deck Elevation Facing Carlotta Way

Scale: 1/32" = 1'



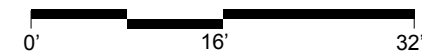
Key Plan

- +/- 37'-0" Top of Light Fixture
- +/- 26'-0" Top of Parapet
- +/- 22'-0" +2 Level Deck
- +/- 11'-0" +1 Level Deck
- +/- 0'-0" Local Grade



2. Enlarged South Deck & Bldg G1 Elevation

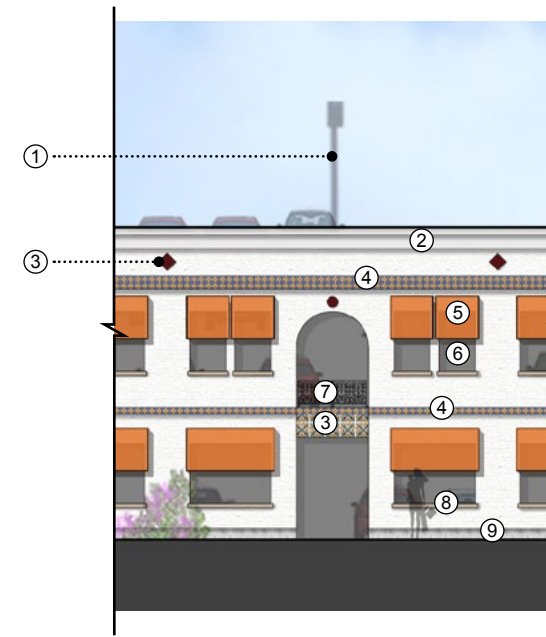
Scale: 1/16" = 1'





1. South Deck Elevation Facing South

Scale: 1/32" = 1'

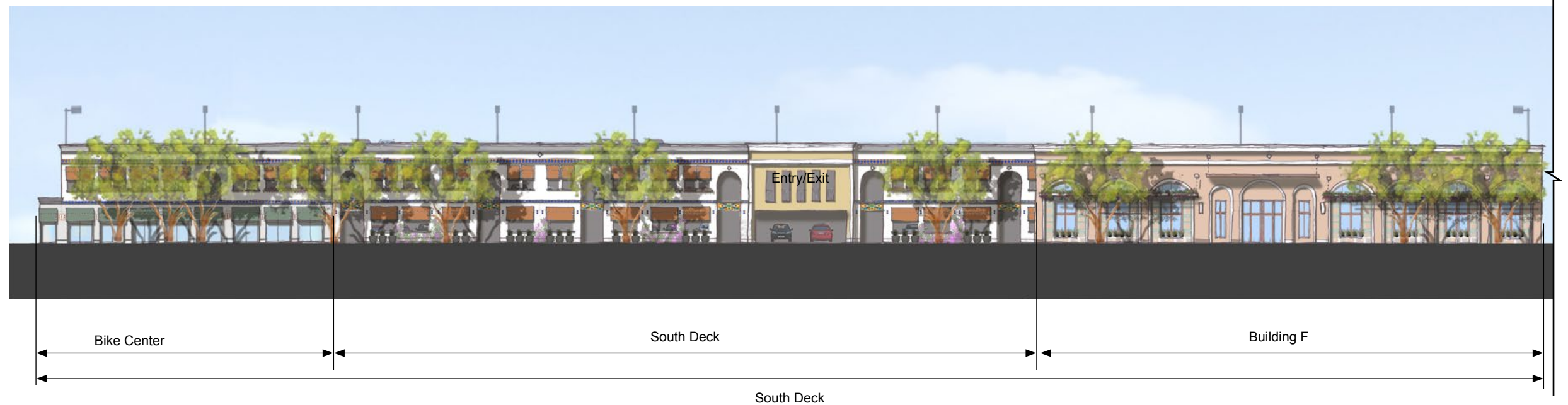
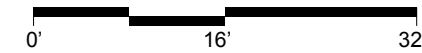


Notes

- ① Light Fixture
- ② Cornice
- ③ Decorative Tile
- ④ Tile Band
- ⑤ Awning
- ⑥ Opening
- ⑦ Railing
- ⑧ Sill Detail
- ⑨ Stone Base

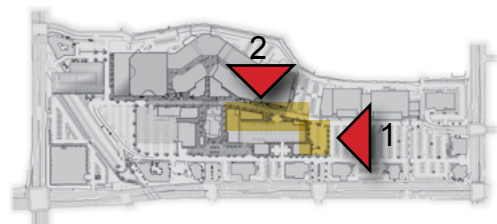
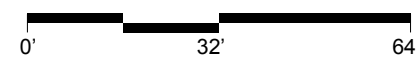
3. Enlarged Parking Deck Typical Bay

Scale: 1/16" = 1'



2. South Village Shops and South Deck Elevation Facing Cedar Way

Scale: 1/32" = 1'



Key Plan





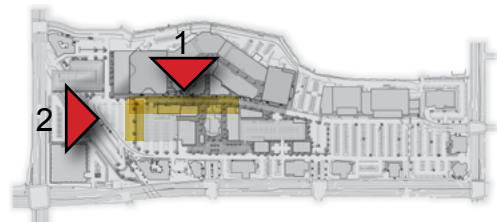
1. North Deck Elevation Facing Cedar Way

Scale: 1/32" = 1'

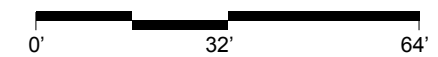


2. North Deck Elevation Facing Rosecrans

Scale: 1/32" = 1'



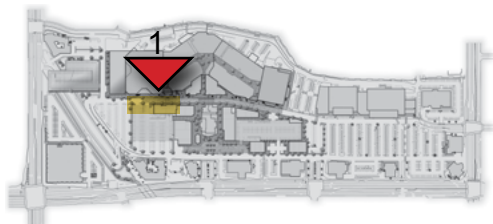
Key Plan



- +/- 36'-0" Architectural Element
- +/- 26'-0" Top of Parapet
- +/- 15'-0" Typical Storefront
- +/- 0'-0" Local Grade

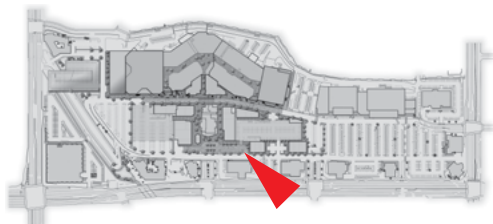


1. Enlarged North Deck & Bldg E Elevation
 Scale: 1/16" = 1'



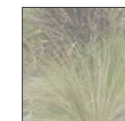
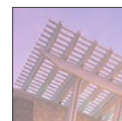
Key Plan

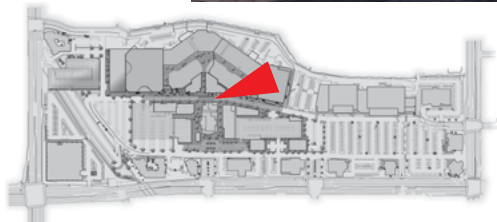




Key Plan

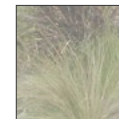
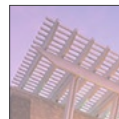
FOR ILLUSTRATIVE PURPOSES ONLY

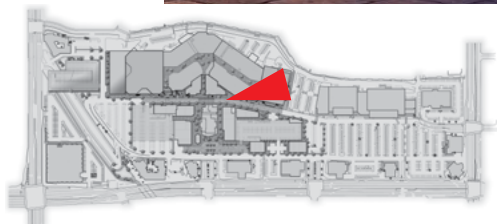




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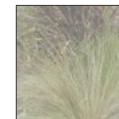
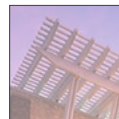
FOR ILLUSTRATIVE PURPOSES ONLY

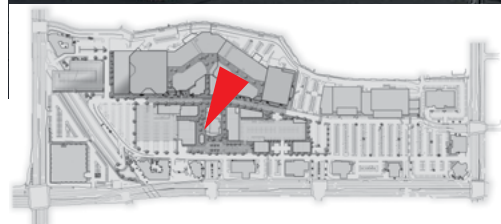




Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY





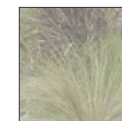
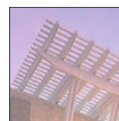
Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY

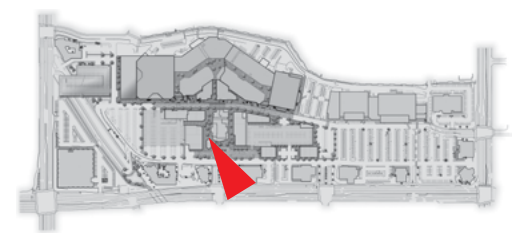
**MANHATTAN
VILLAGE**



MVSC Enhancement Project
May 14, 2013 #206340.00



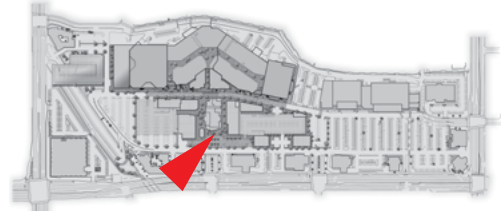
Perspective: Village Shops
Looking West at Building C
As presented 4.24.2013 to the PC



Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY

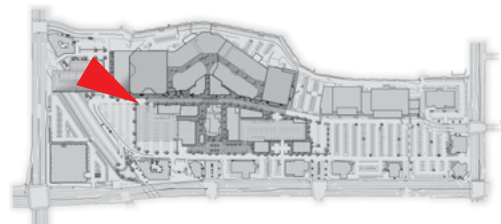




Key Plan

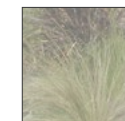
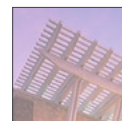
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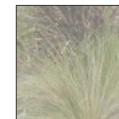
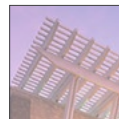
Key Plan

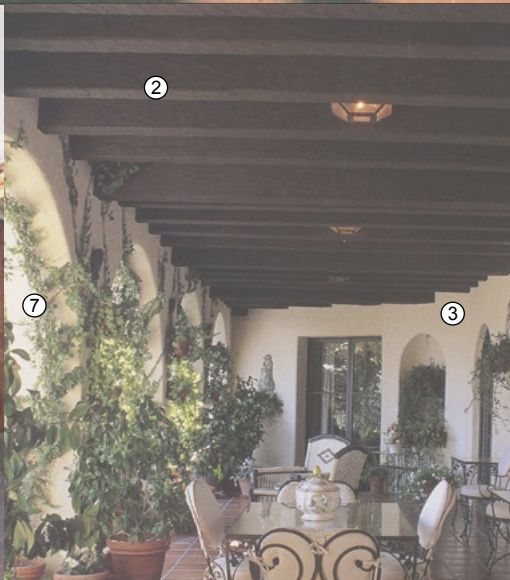
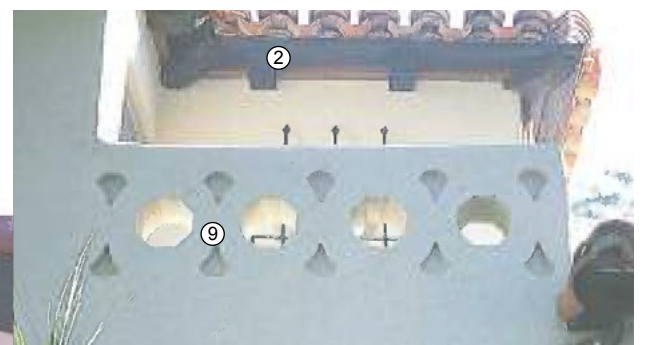
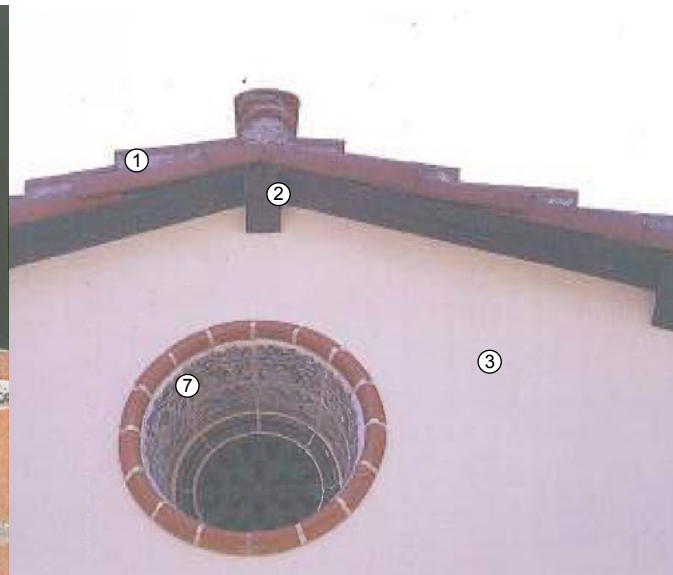
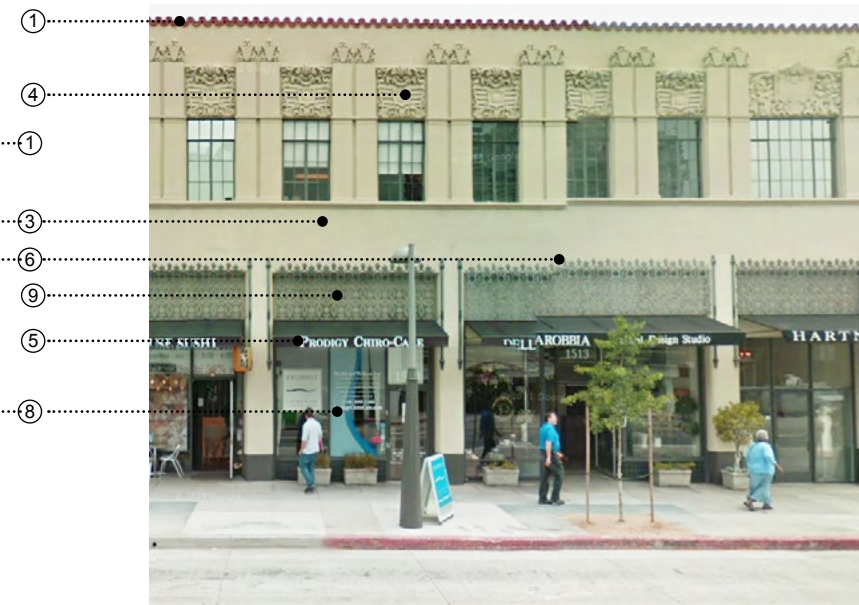
FOR ILLUSTRATIVE PURPOSES ONLY



Architectural Style, Phase 1 - Village Shop Component

Quality of Design and Materials shown, Architectural Style subject to change





Notes

- ① Barrel Tile Roof
- ② Heavy Timber
- ③ Overall Simplicity
- ④ Moments of Decoration
- ⑤ Consistent Signage
- ⑥ Wrought-iron Details
- ⑦ Depth Expressed
- ⑧ Glass with Mullions
- ⑨ Decorative Panels
- ⑩ Asymmetry

FOR ILLUSTRATIVE PURPOSES ONLY





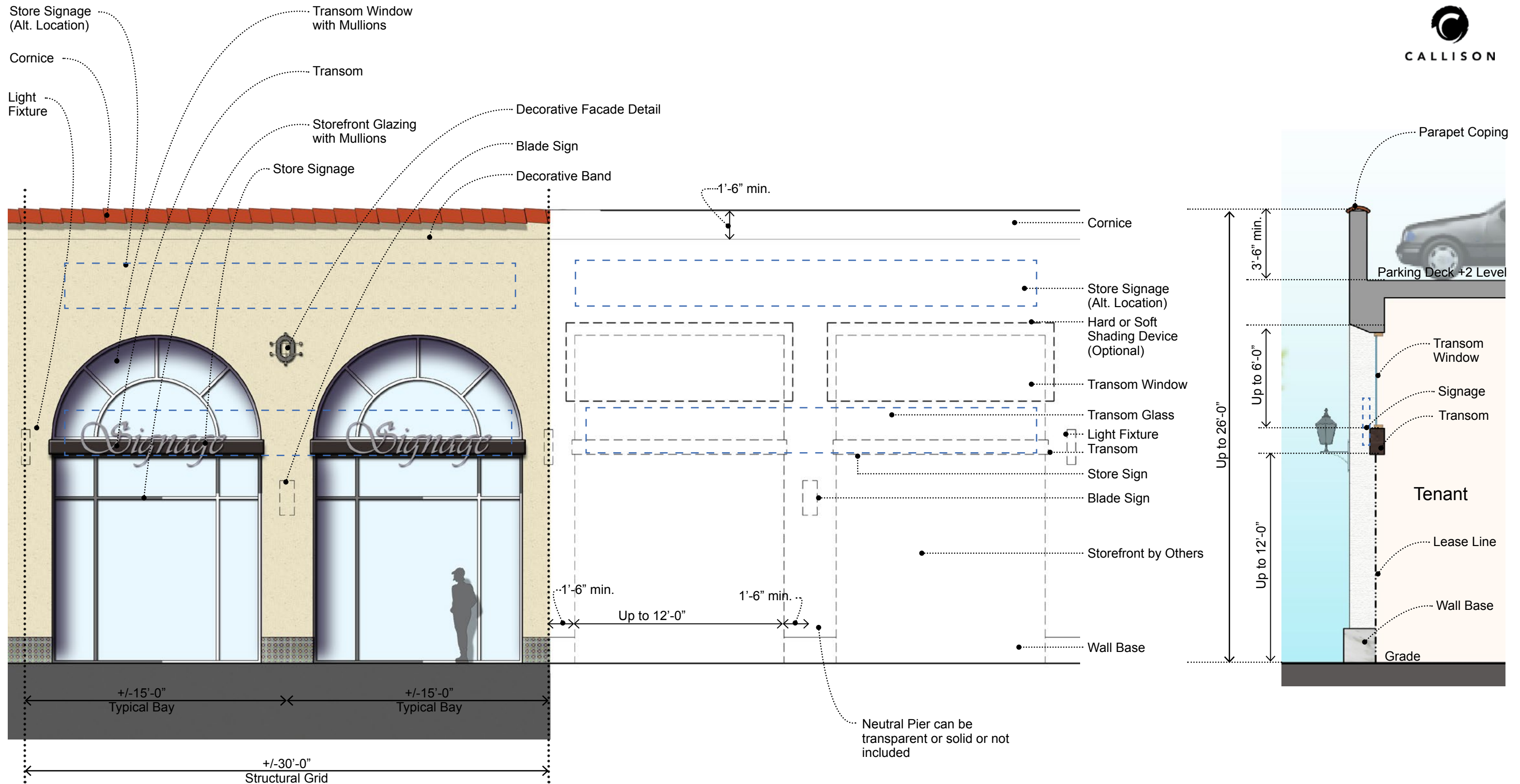
- Hide elevator overruns
- Parking behind the parapet
- Awnings over openings
- Window sized openings
- Building scale articulation
- Retail at Grade

1. Electronic Sign Examples

2. G+2 Parking Deck in Walnut Creek

FOR ILLUSTRATIVE PURPOSES ONLY

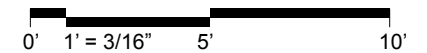


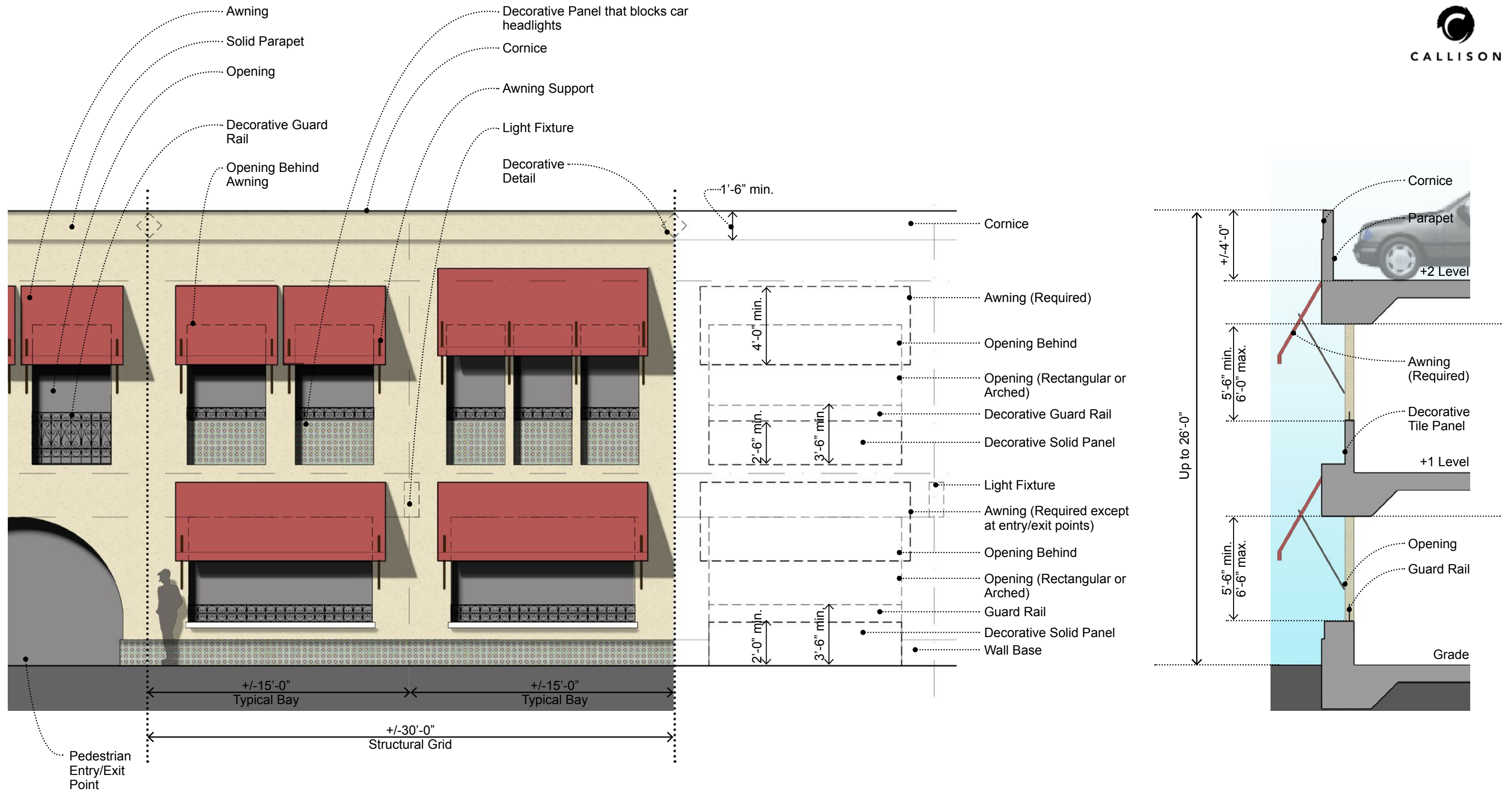


FOR ILLUSTRATIVE PURPOSES ONLY

1. Typical Building Bay Illustration, Elevation & Section
Scale: 3/16" = 1'

NOTE: Only one sign location will be chosen per building



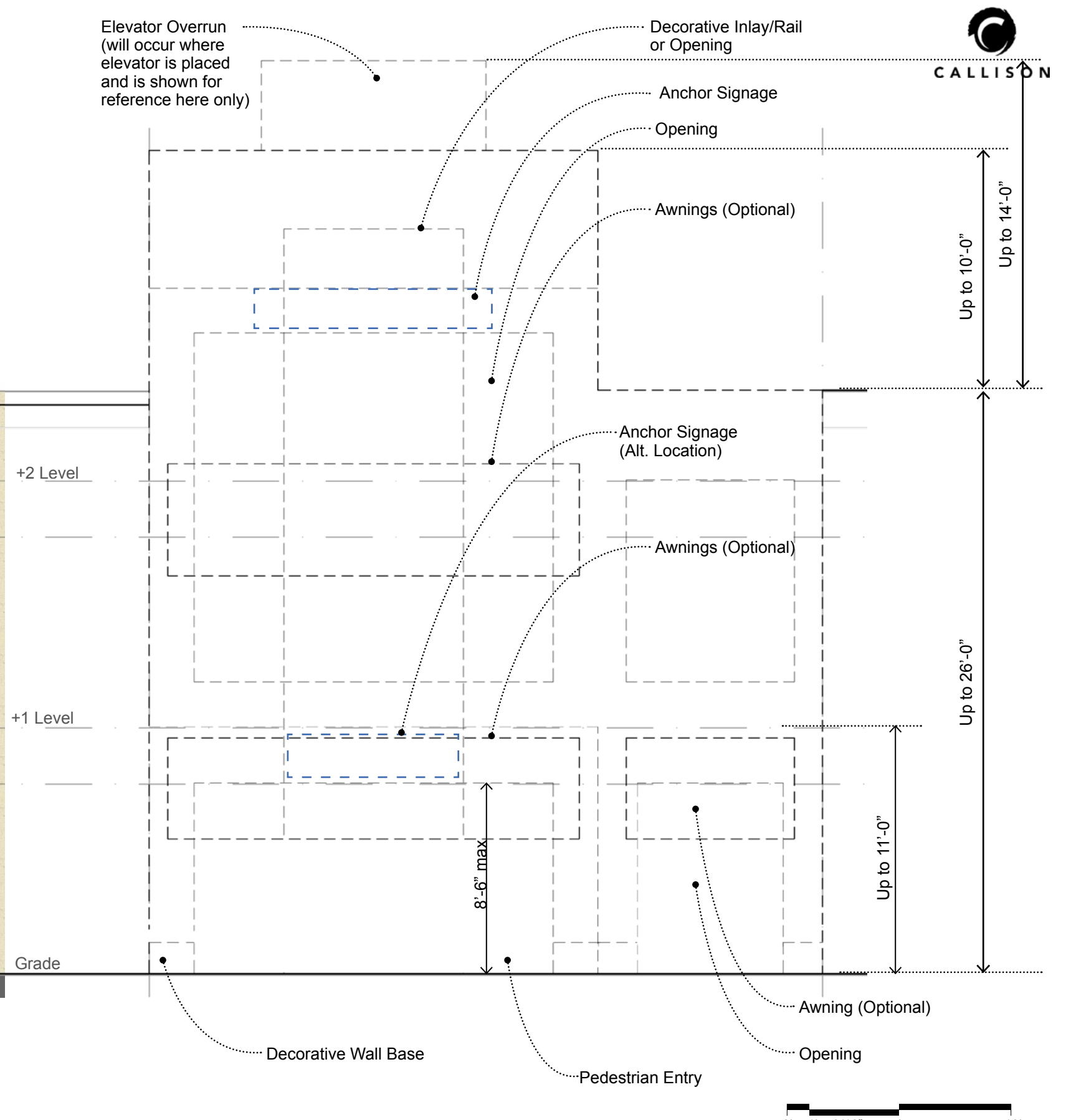


FOR ILLUSTRATIVE PURPOSES ONLY

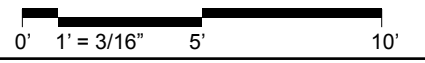
1. Typical Building Bay Illustration, Elevation & Section

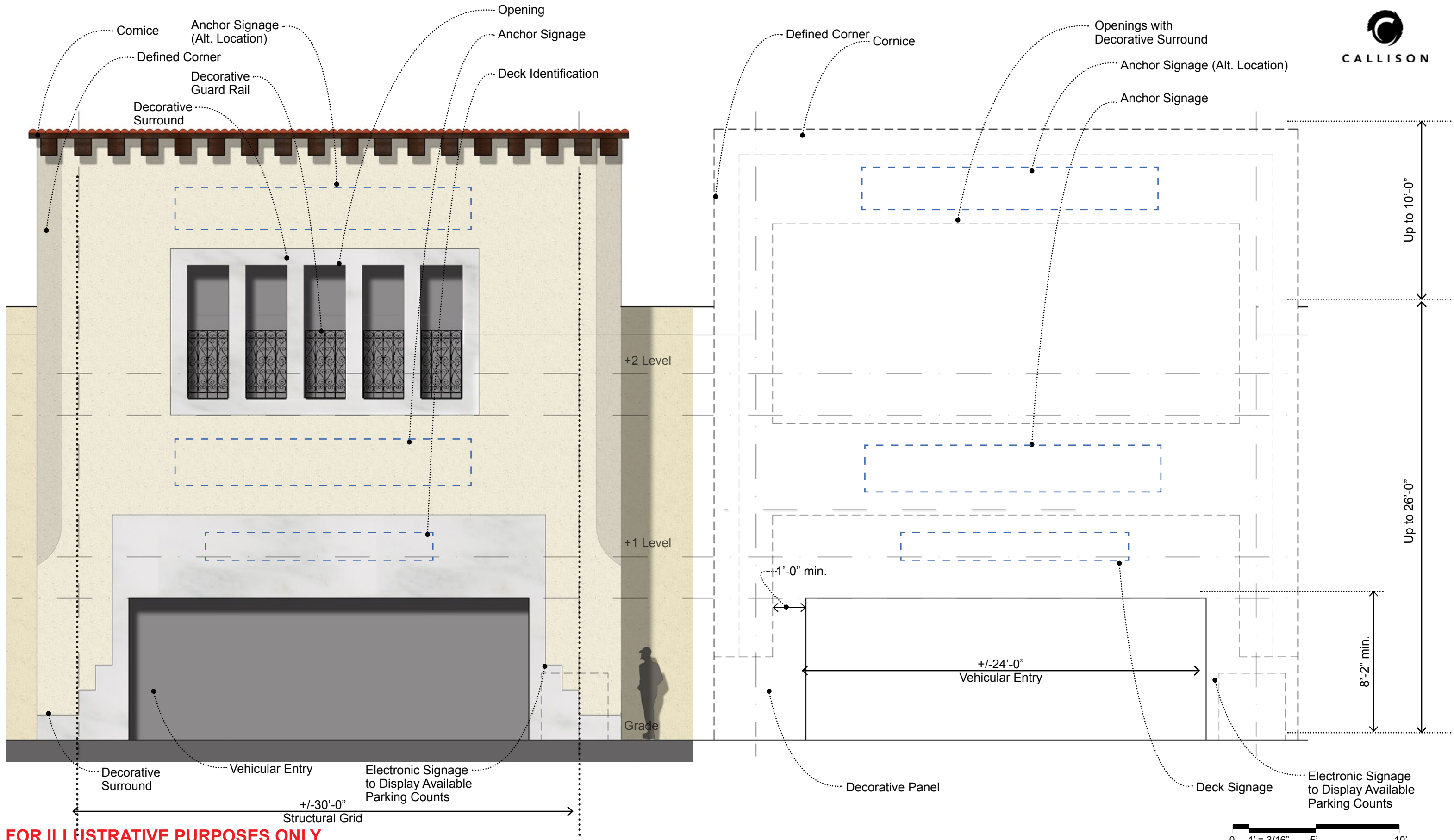
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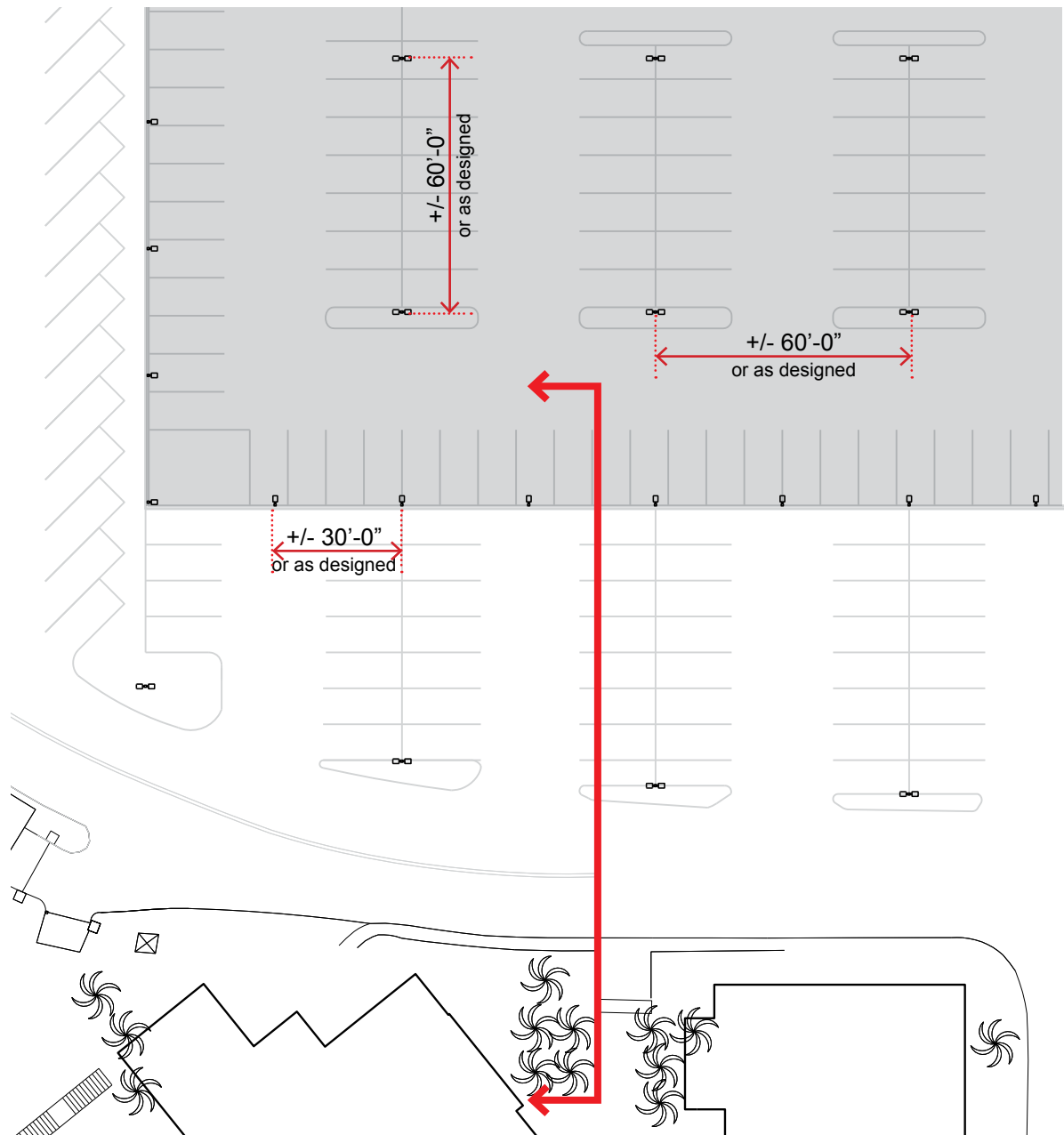
FOR ILLUSTRATIVE PURPOSES ONLY





FOR ILLUSTRATIVE PURPOSES ONLY



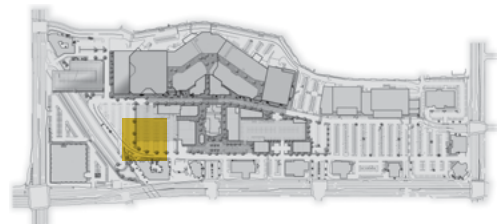


1. Deck Lighting Plan, Typical

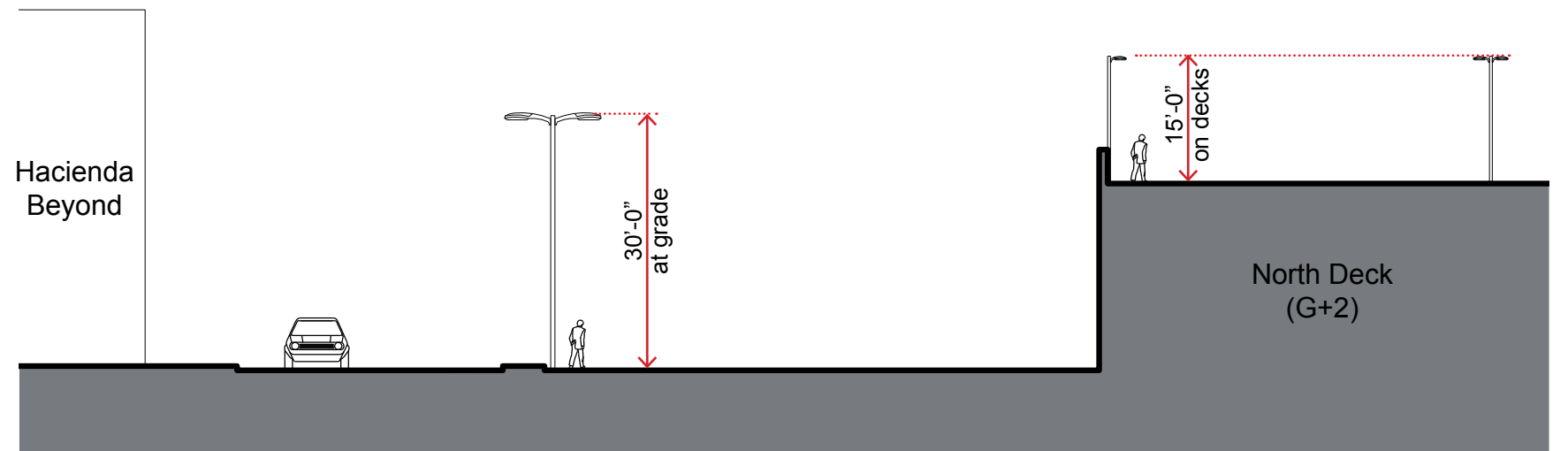
Scale: 1" = 40'



Please note that spacing is subject to change as the light design is completed.

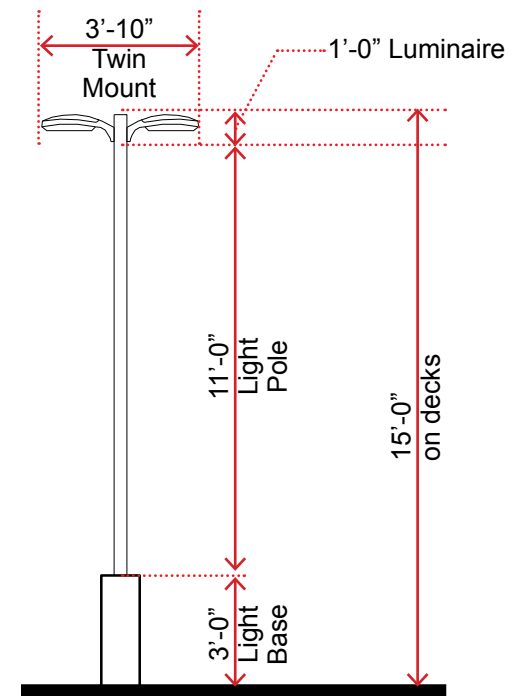
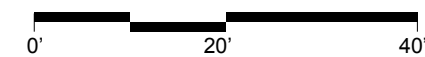


Key Plan



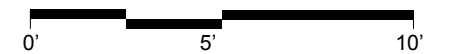
2. Deck Lighting Section, Typical

Scale: 1" = 20'

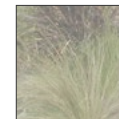
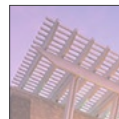


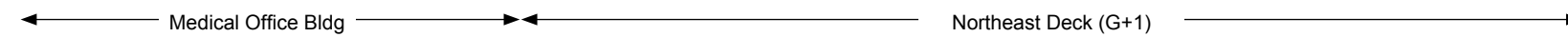
3. Enlarged Deck Lighting Section, Typical

Scale: 1" = 5'



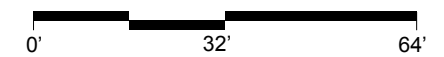
Northeast Component Elevations,
As presented on 4.24.2013 to the Planning Commission





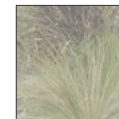
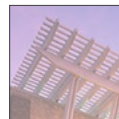
1. NE Corner - Rosecrans Ave Elevation (G+1)

Scale: 1/32" = 1'



Architectural Style, Phase 2 - Northeast Component

Quality of Design and Materials shown, Architectural Style subject to change



Macy's Fashion ← | → Macy's Men's & Home



Macy's Fashion Adjacent to North Mall Entrance

Enlarged Macy's Fashion West Facade Entrance

Macy's Fashion West Facade

Macy's Men's & Home Adjacent to South Mall Entrance

Macy's Men's & Home West and South Facades



Macy's from around California



FOR ILLUSTRATIVE PURPOSES ONLY





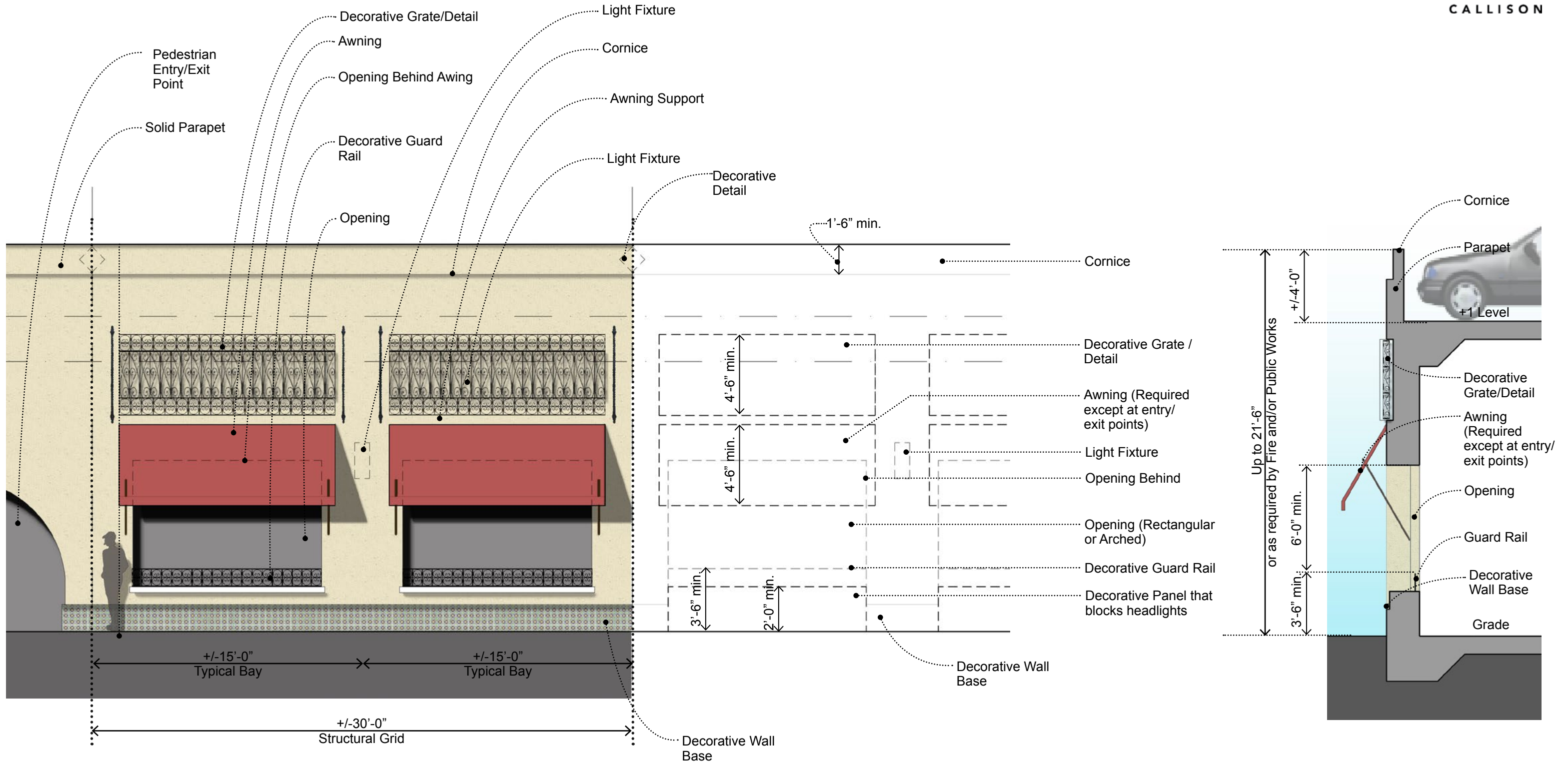
- Hide elevator overruns
- Parking behind the parapet
- Awnings over openings
- Window sized openings
- Building scale articulation
- Retail at Grade

1. Electronic Sign Examples

2. G+2 Parking Deck in Walnut Creek

FOR ILLUSTRATIVE PURPOSES ONLY

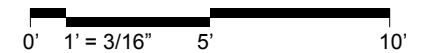


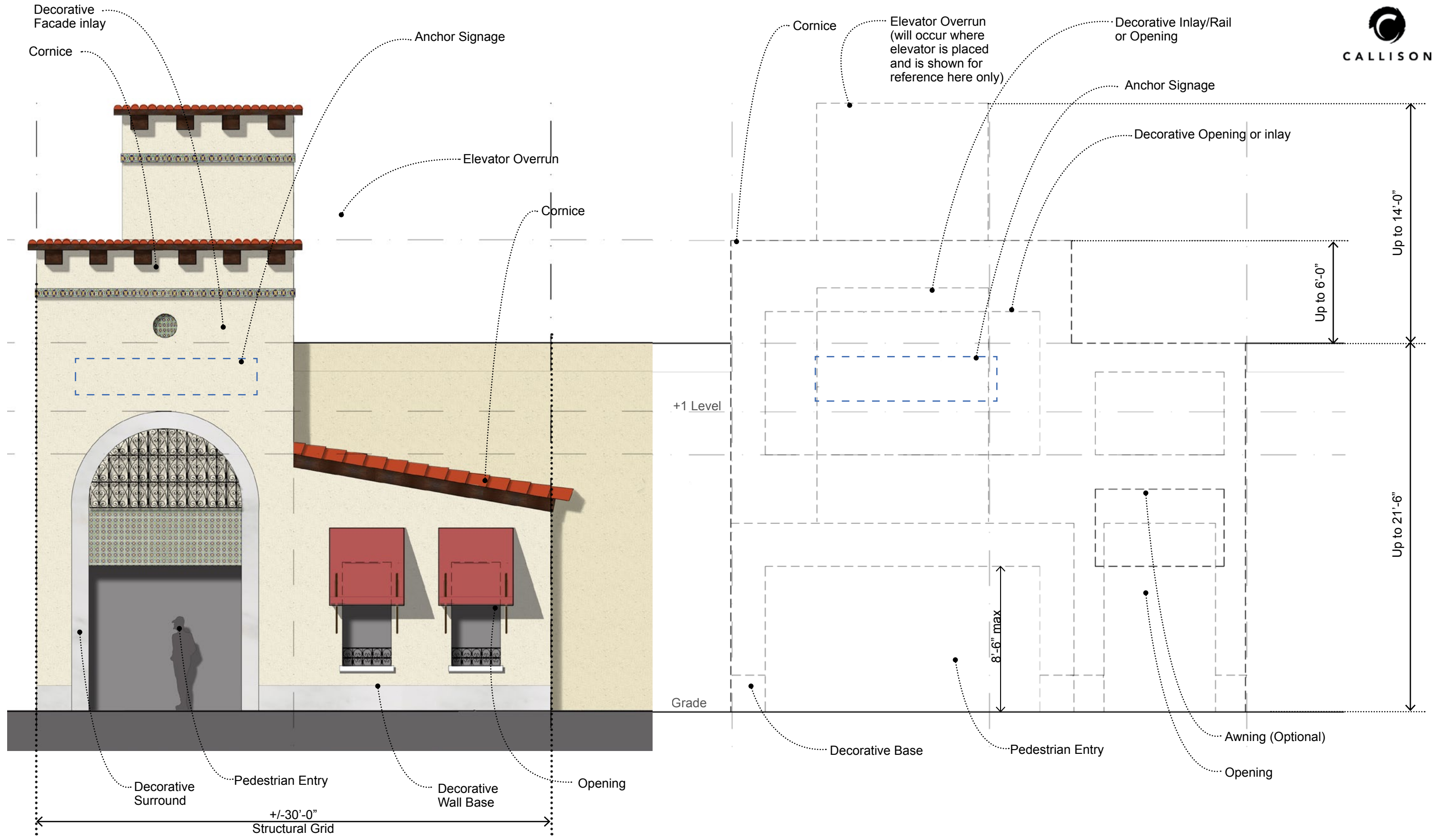


FOR ILLUSTRATIVE PURPOSES ONLY

1. Typical Building Bay Illustration, Elevation & Section

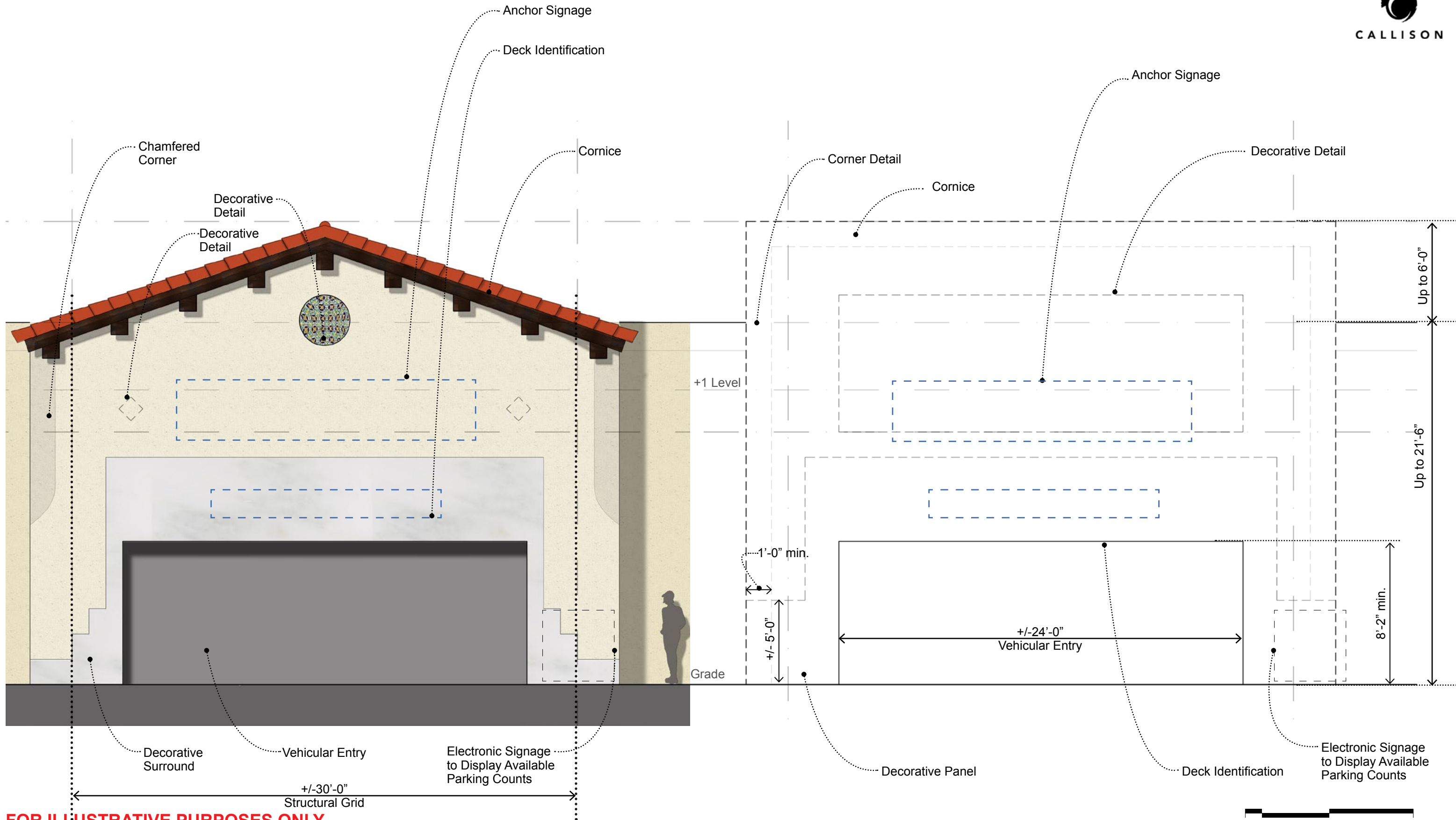
Scale: 3/16" = 1'



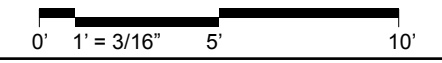


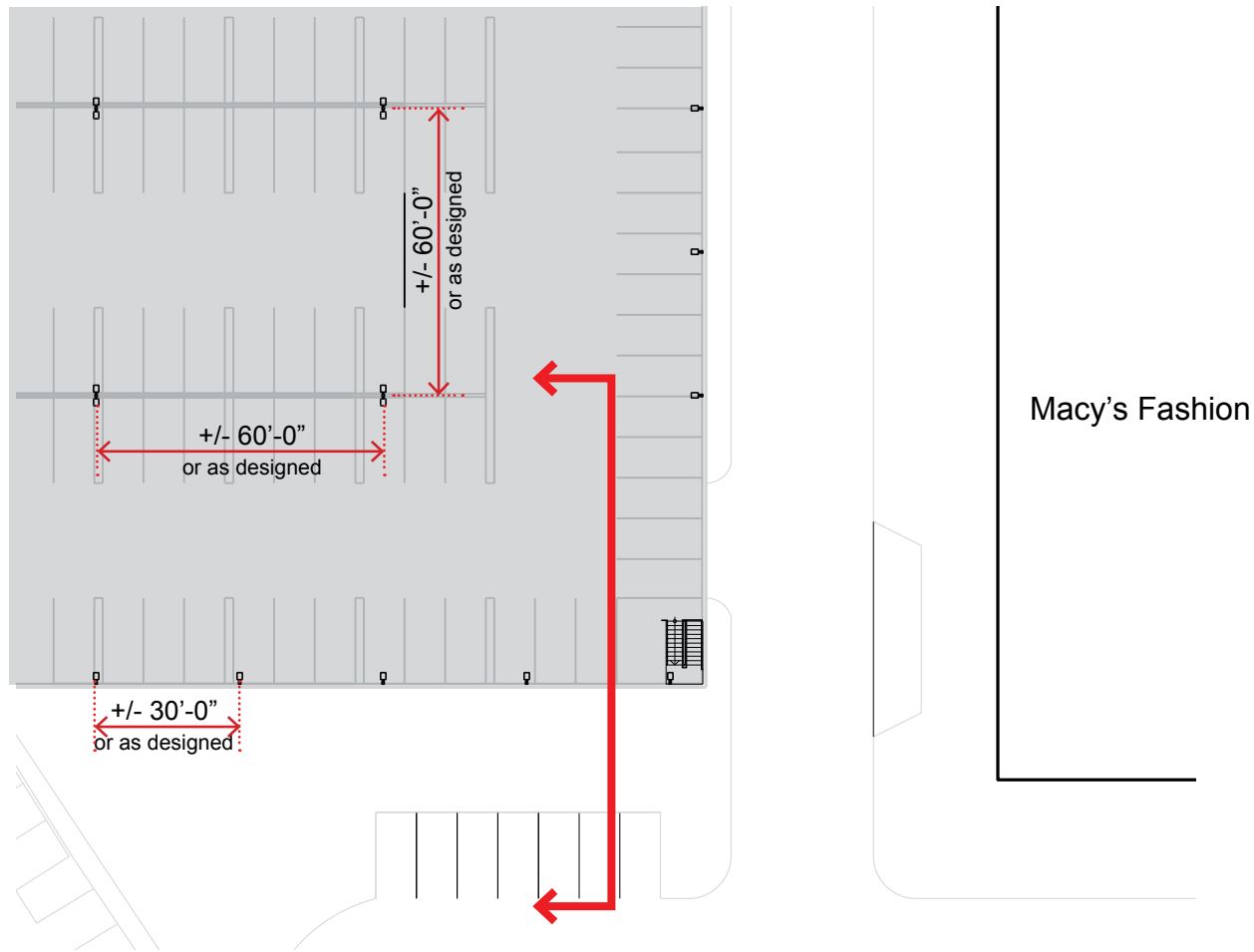
FOR ILLUSTRATIVE PURPOSES ONLY





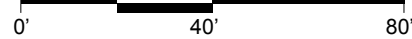
FOR ILLUSTRATIVE PURPOSES ONLY



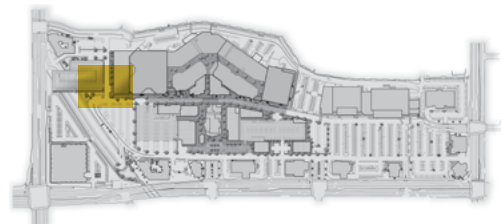


1. Deck Lighting Plan, Typical

Scale: 1" = 40'



Please note that spacing is subject to change as the light design is completed.

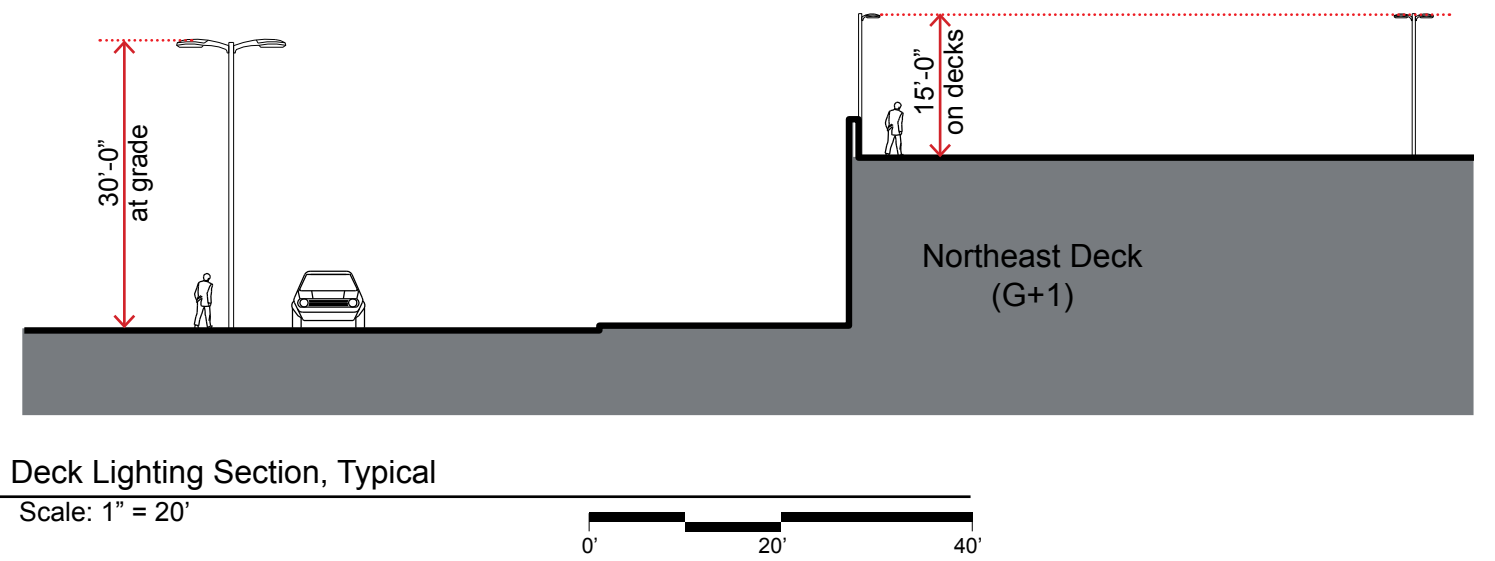


Key Plan

Macy's Fashion

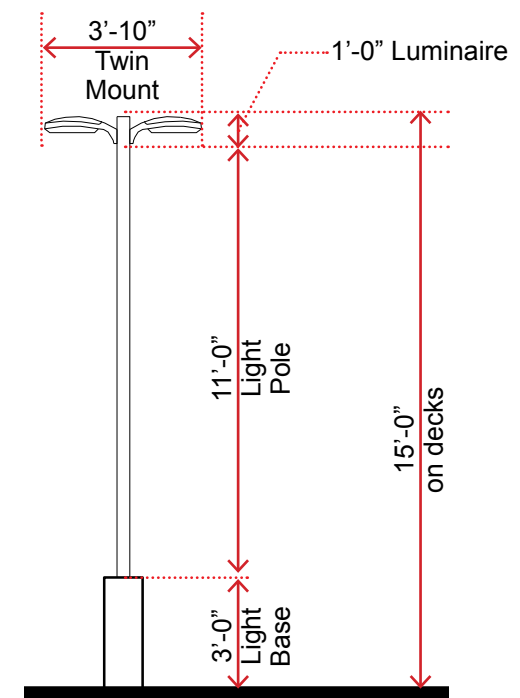
2. Deck Lighting Section, Typical

Scale: 1" = 20'

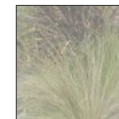
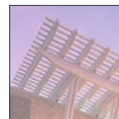


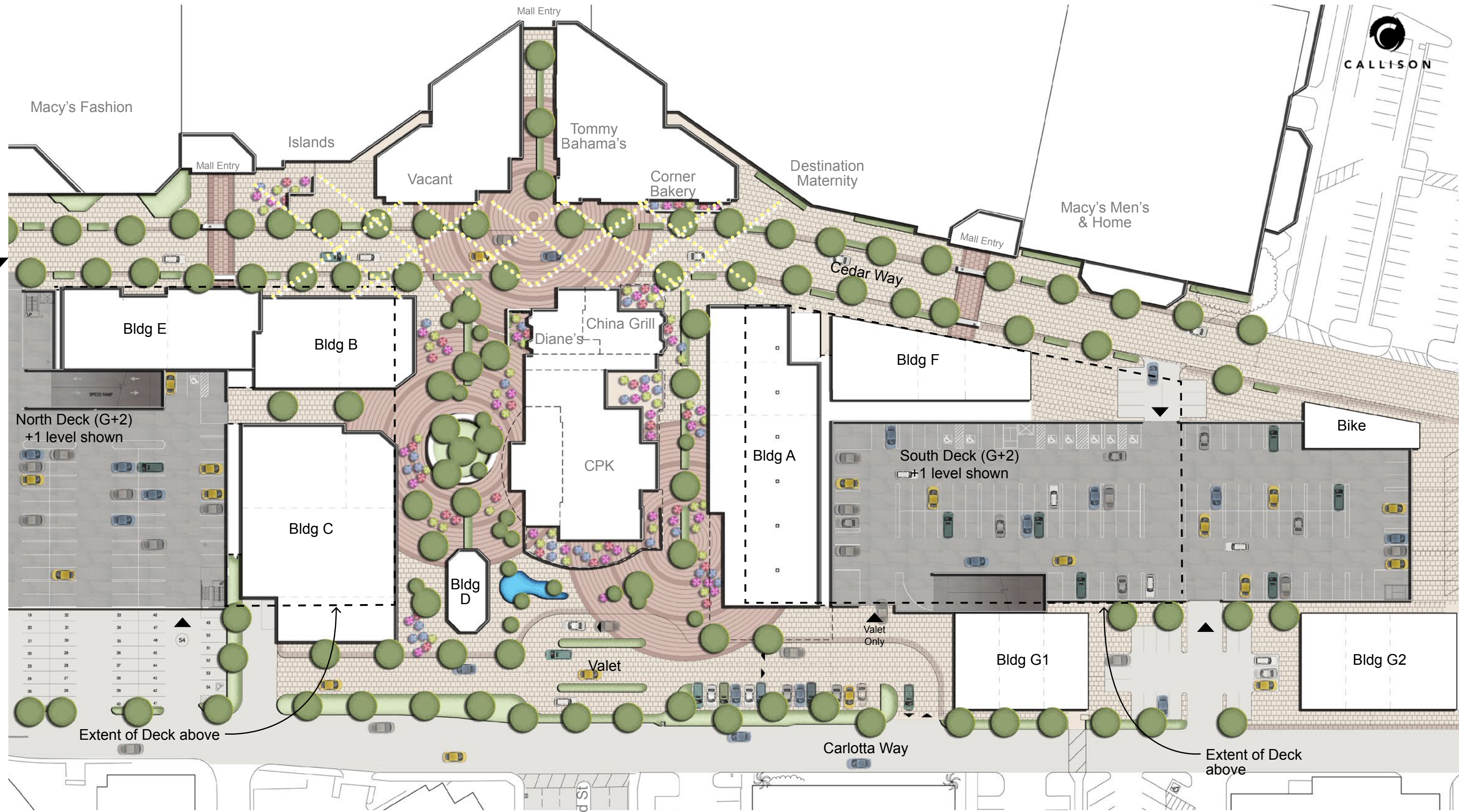
3. Enlarged Deck Lighting Section, Typical

Scale: 1" = 5'



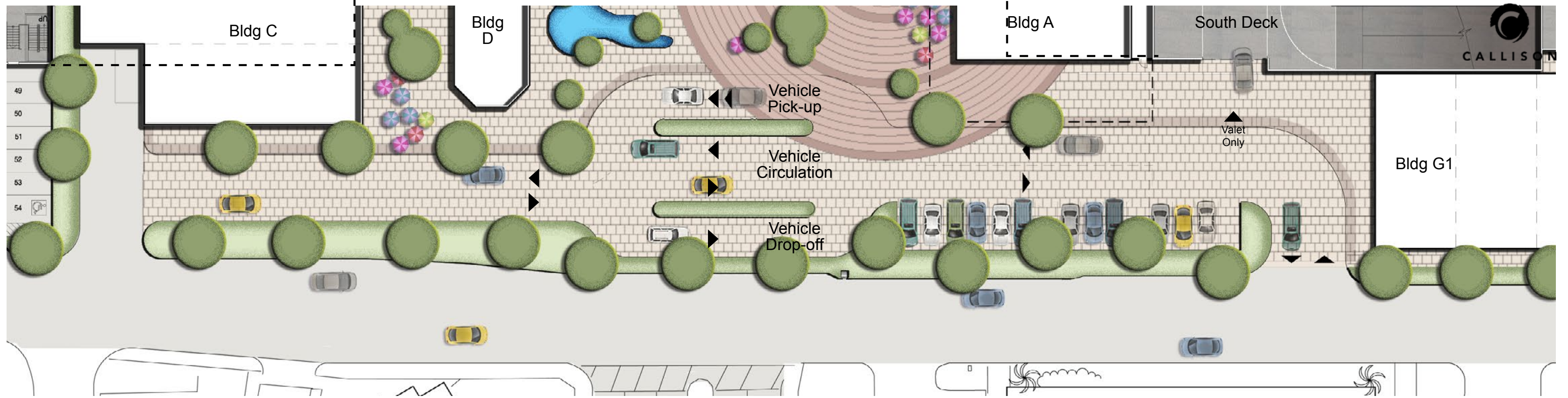
Project Elements





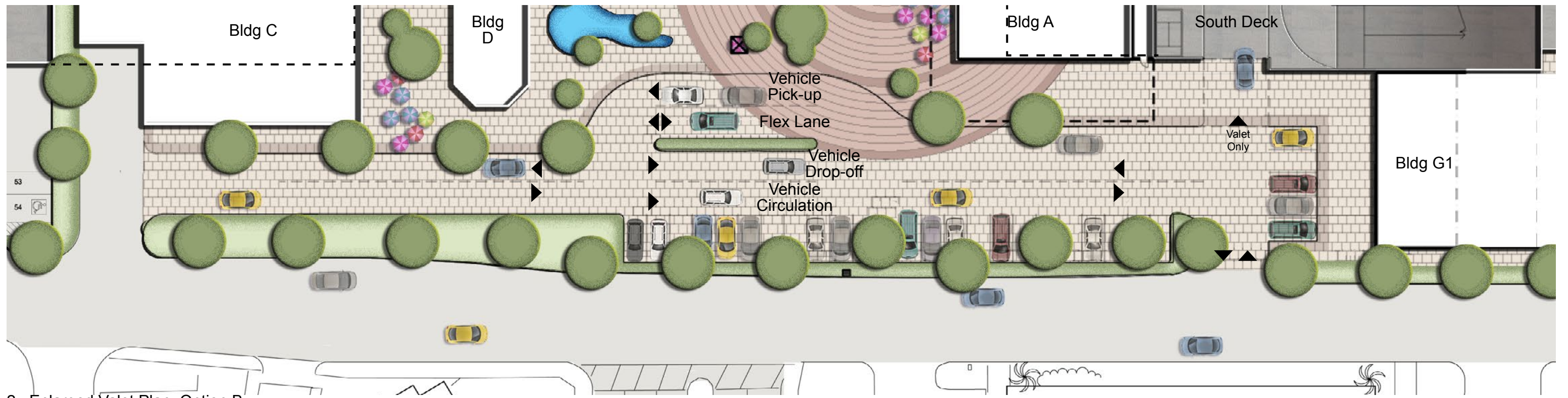
FOR ILLUSTRATIVE PURPOSES ONLY  0' 60' 120'





1. Enlarged Valet Plan, Option A

Scale: 1" = 60'

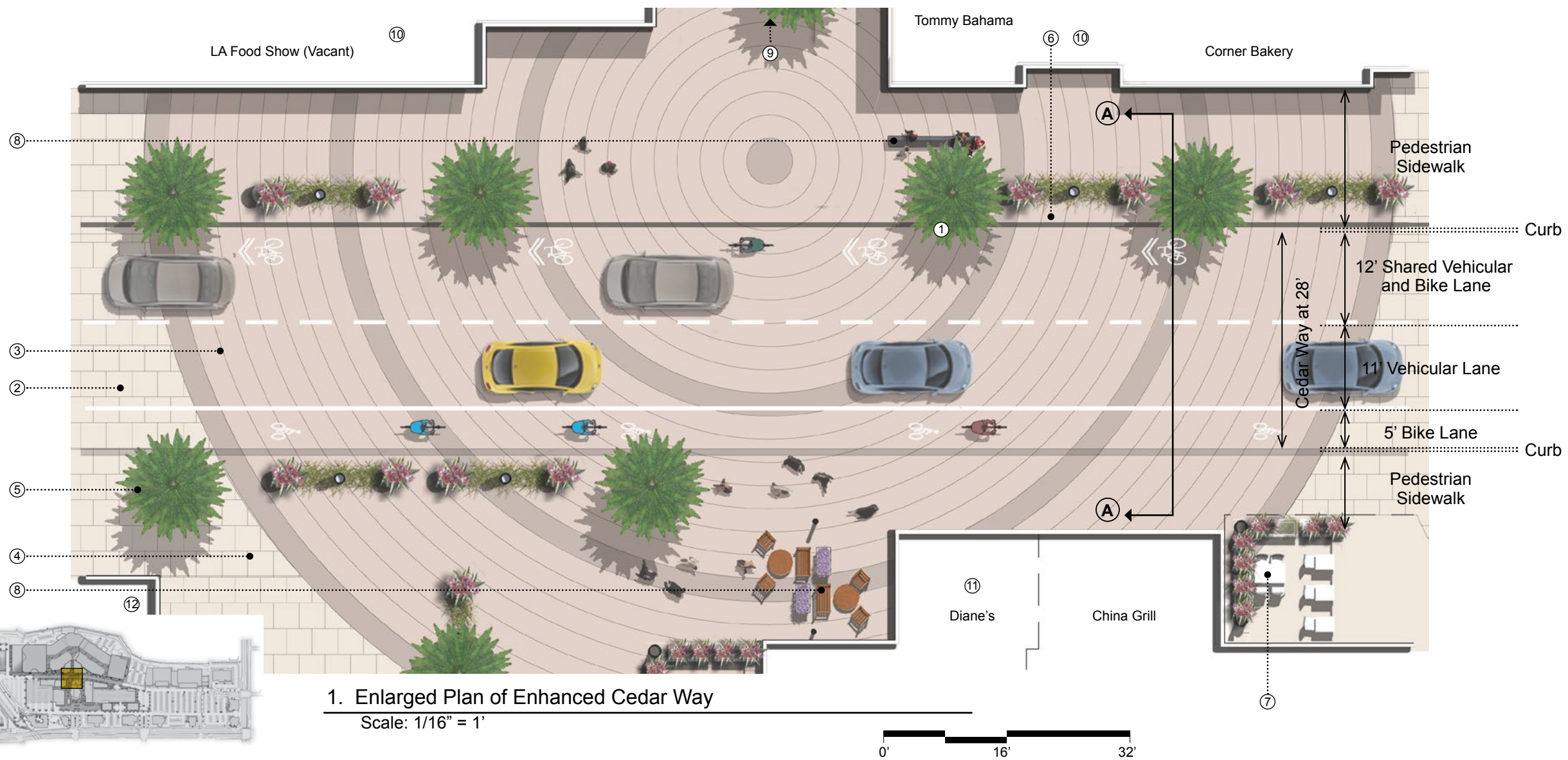
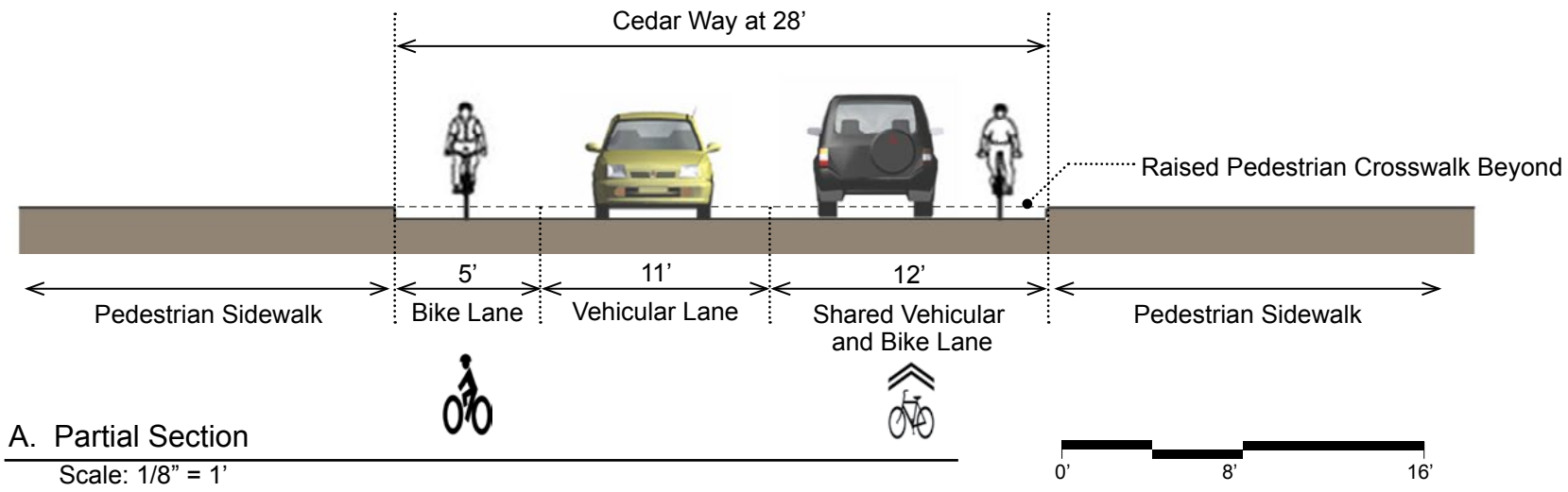


2. Enlarged Valet Plan, Option B

Scale: 1" = 60'

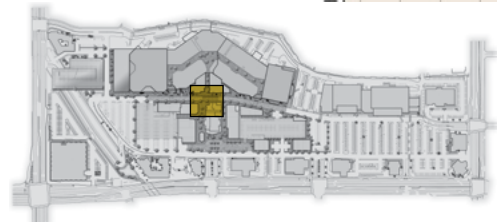
FOR ILLUSTRATIVE PURPOSES ONLY





Notes

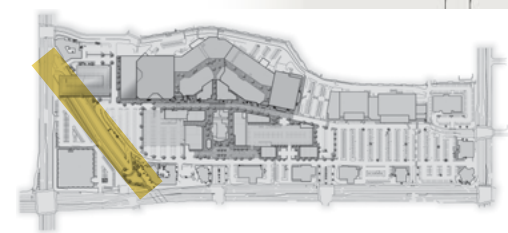
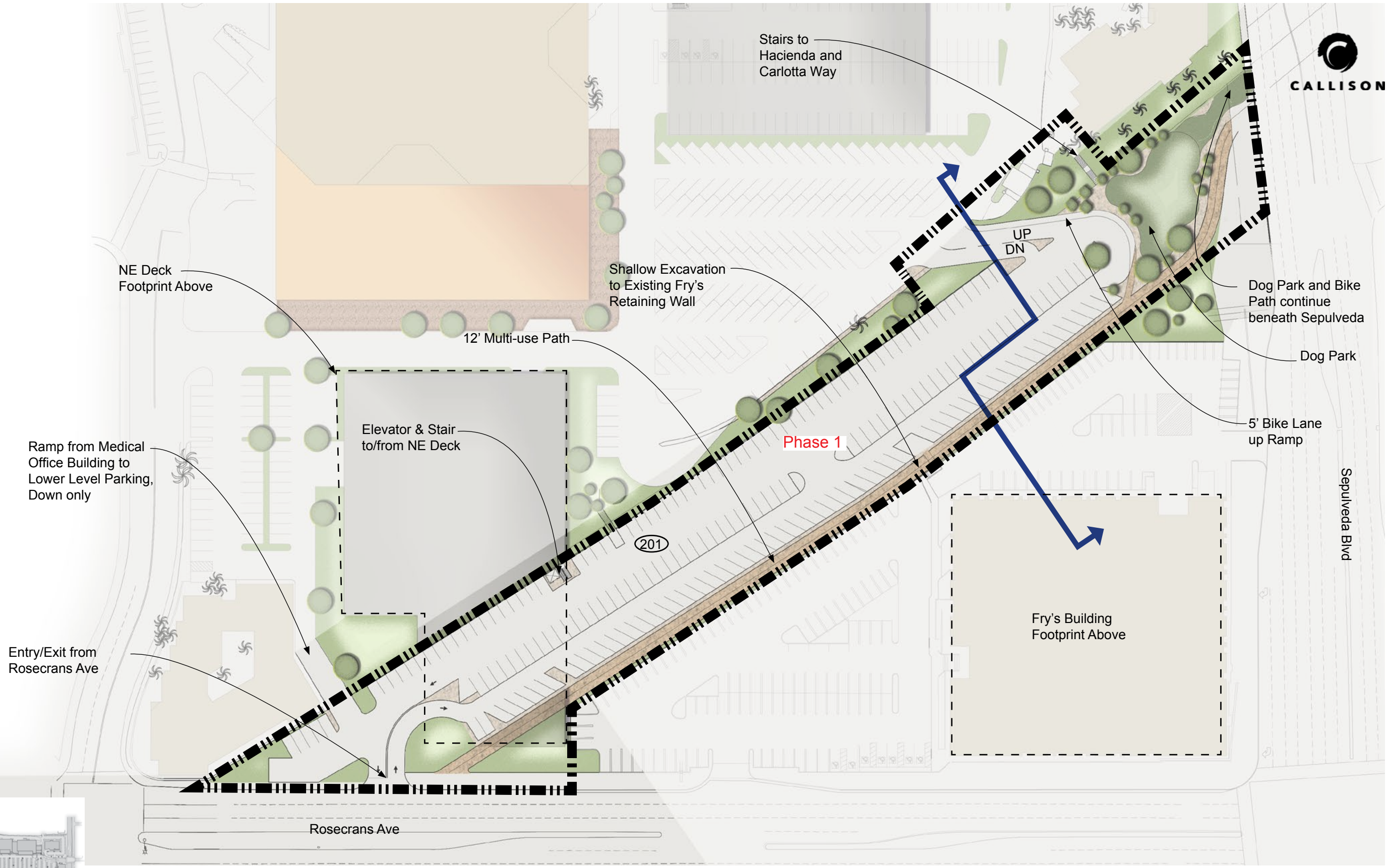
- ① Raised Crosswalk without Curb
- ② Street Specialty Paving
- ③ Crosswalk Specialty Paving
- ④ Village Commons Paving
- ⑤ Street Trees
- ⑥ Landscape pots
- ⑦ Cafe seating
- ⑧ Street Furniture
- ⑨ Entry to Interior Mall
- ⑩ Existing Mall Shops
- ⑪ Existing CPK Building
- ⑫ Building B, Village Shops



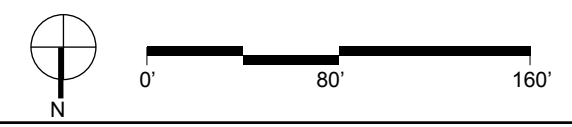
Key Plan

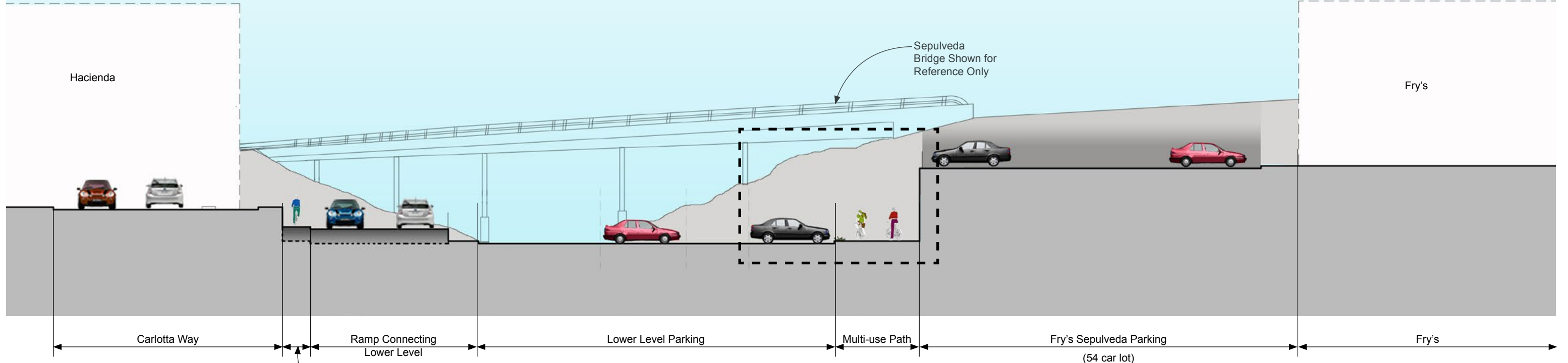
FOR ILLUSTRATIVE PURPOSES ONLY





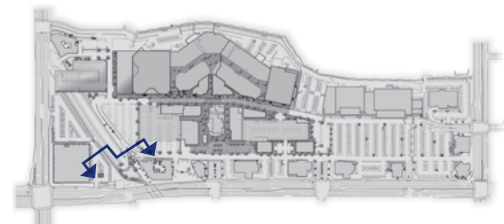
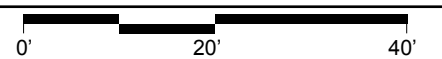
Key Plan



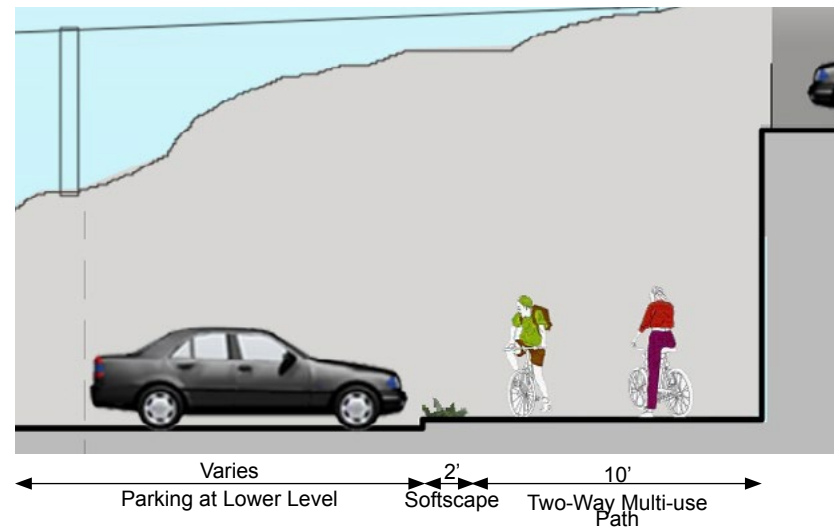


1. Section at Lower Level

Scale: 1" = 20'

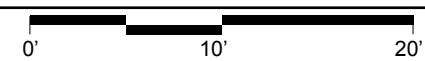


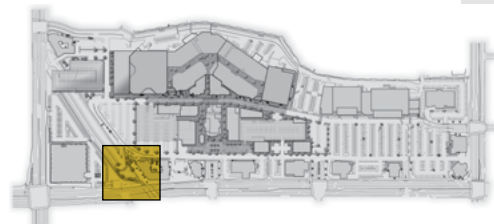
Key Plan



2. Section at Lower Level

Scale: 1" = 10'



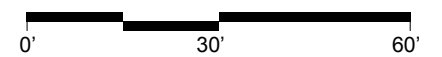


Key Plan



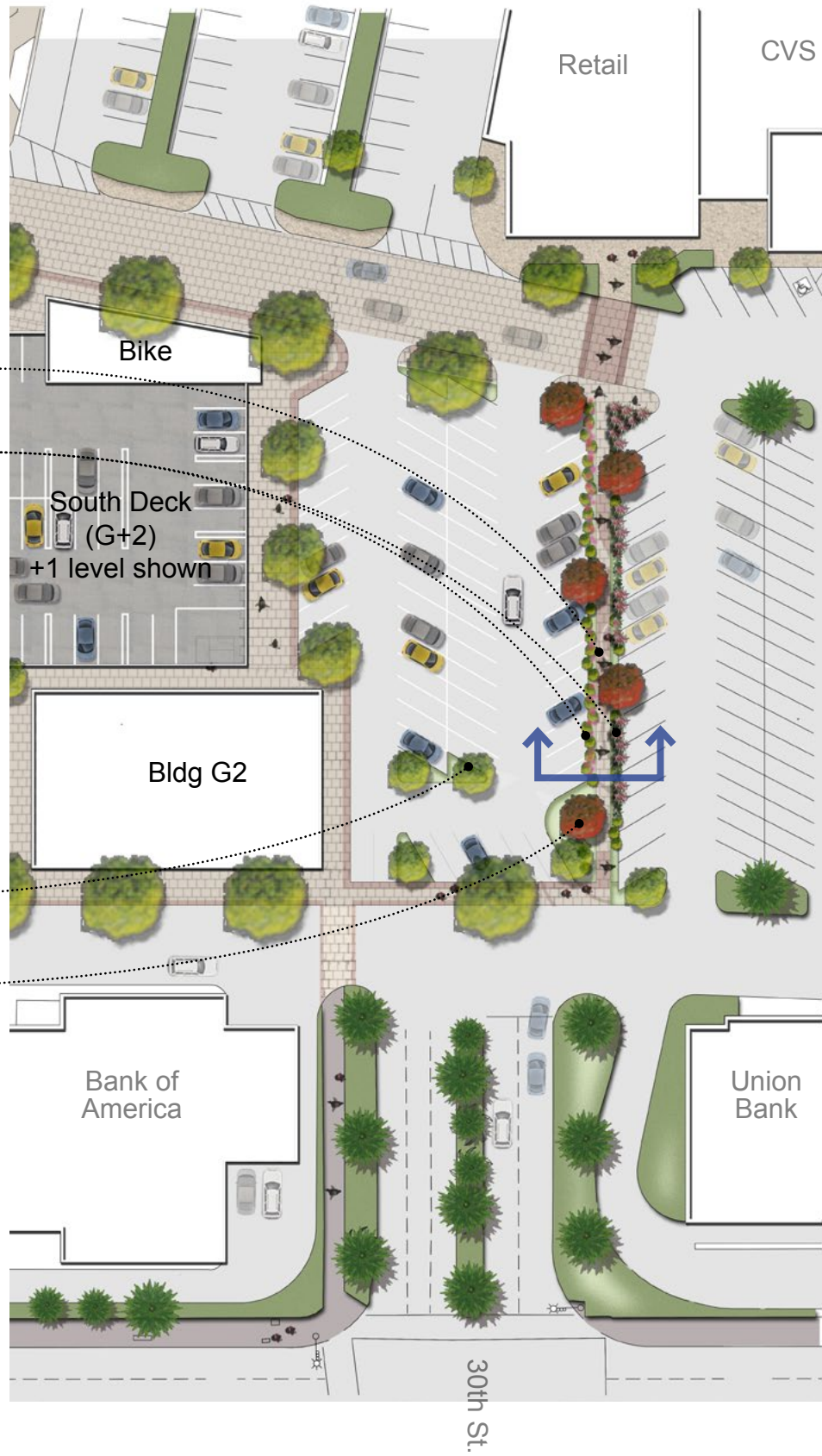
Notes

- ① Dog Park
- ② 12' Multi-use Lane
- ③ Ramp Up to Carlotta Way
- ④ Ramp Down from Carlotta Way
- ⑤ 5' Bike Lane Ramp
- ⑥ Stairs from Lower Level Up
- ⑦ Bike Racks
- ⑧ Dog Park & Bike Lane Continue Under Sepulveda
- ⑨ Hacienda Covered Parking Spot
- ⑩ Hacienda Trash
- ⑪ Hacienda Pipes
- ⑫ Hacienda Transformer
- ⑬ Lower Level Parking
- ⑭ Fry's Parking



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Pedestrian path with Enhanced Paving

Colorful Landscaping on both side of Path

South Deck (G+2)
+1 level shown

Bldg G2

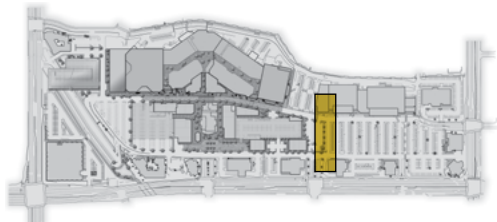
Shade Tree

Ornamental Tree

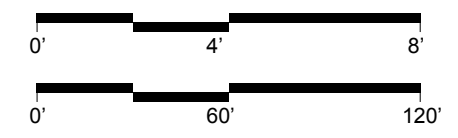
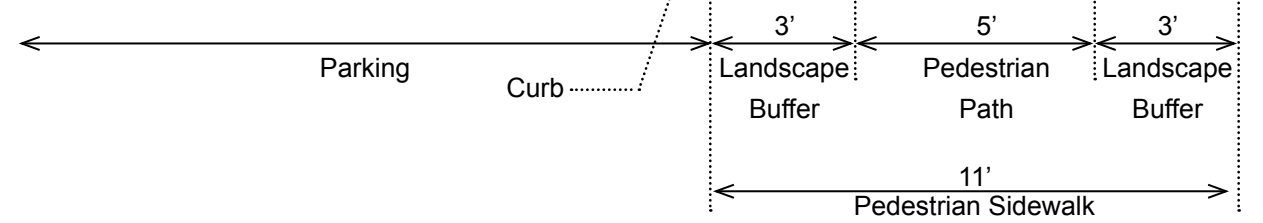
Bank of America

Union Bank

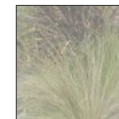
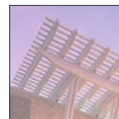
30th St.



Key Plan



Project Circulation Improvements












LEGEND:

- Proposed/Enhanced Pedestrian path of travel within the site
- Existing Pedestrian path of travel within the site
- Site Entry/Exit Point
- Improved Pedestrian Crossings
- Raised Intersection



LEGEND:

-  Transit Stop
-  Pedestrian path of travel from Transit stop
-  Pedestrian path of travel from Site Perimeter Sidewalks
-  Proposed/Enhanced Pedestrian path of travel within the site
-  Existing Pedestrian path of travel within the site
-  Site Entry/Exit Point
-  Vertical Circulation (Elevators)
-  Improved Pedestrian Crossings
-  Raised Intersection



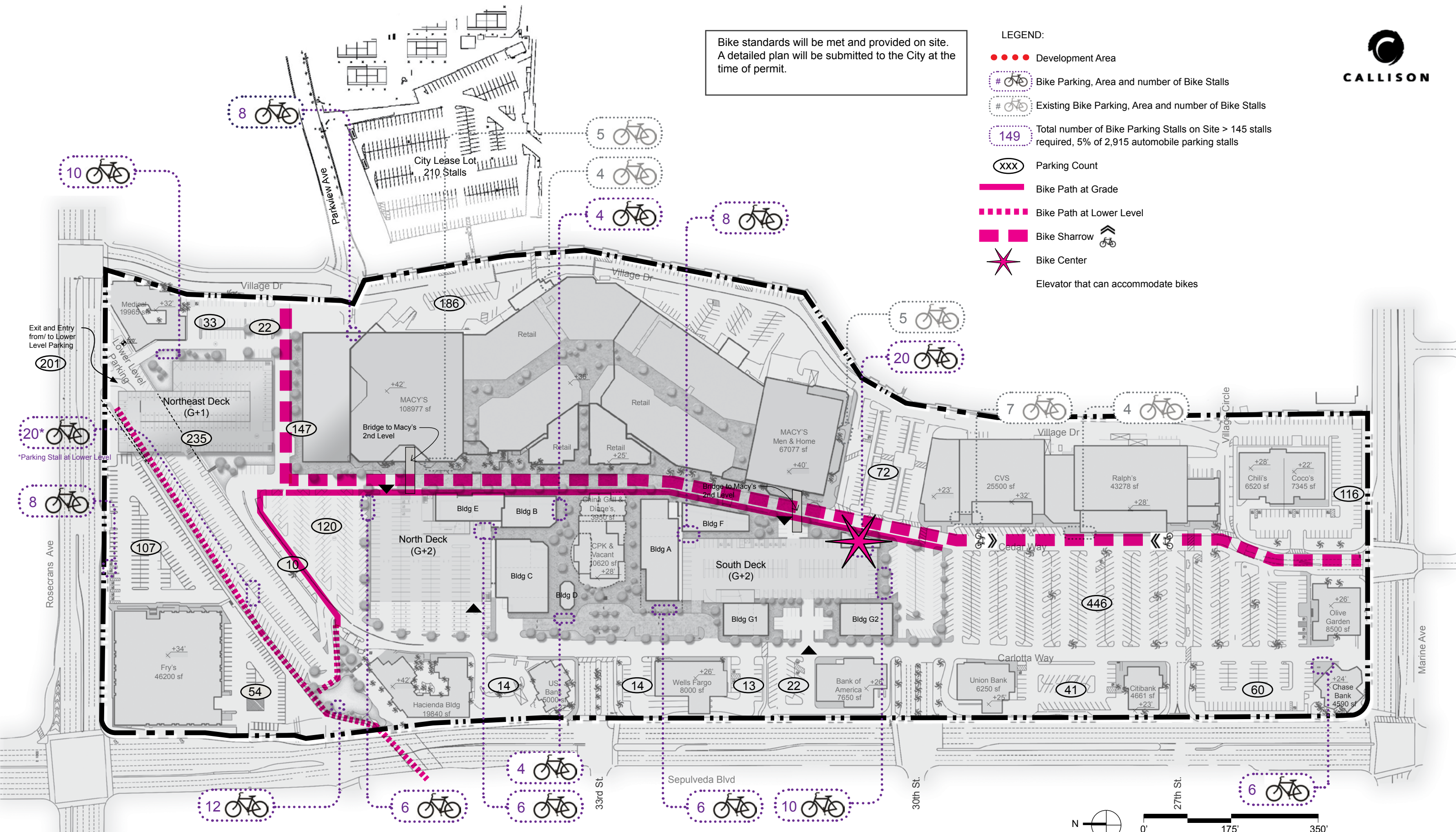
N  0' 175' 350'
FOR ILLUSTRATIVE PURPOSES ONLY



Bike standards will be met and provided on site.
A detailed plan will be submitted to the City at the time of permit.

LEGEND:

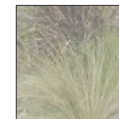
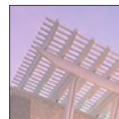
- Development Area
- # [Bike Icon] Bike Parking, Area and number of Bike Stalls
- # [Bike Icon] Existing Bike Parking, Area and number of Bike Stalls
- 149 Total number of Bike Parking Stalls on Site > 145 stalls required, 5% of 2,915 automobile parking stalls
- (XXX) Parking Count
- Bike Path at Grade
- - - Bike Path at Lower Level
- [Pink Box] Bike Sharrow
- [Star] Bike Center
- [Star] Elevator that can accommodate bikes



N 0' 175' 350'
FOR ILLUSTRATIVE PURPOSES ONLY



Appendix



LEGEND

••••• Development Area

BUILDING ENVELOPES (to top of parapet)

- 1 VSC/NWC 1 Level Building - 26'-0" a, c
- 1b VSC 1 Level Building - 32'-0" a, c
- 2 NWC 2 Level Building - 40'-0" a, c
- 3 NEC 2 Level Building - 42'-0" a, c

(VSC: Village Shops Component
NWC: Northwest Component
NEC: Northeast Component)

PARKING DECK ENVELOPES (to top of parapet or rail)

- A NEC Up to G + 3 Level Deck - 41'-6" b, d
- B VSC Up to G + 2 Level Deck - 26'-0" b, d
- C NWC Up to G + 2 Level Deck - 30'-6" b, d
- D NWC Up to G + 1 Level Deck - 20'-0" b, d
- NWC Gateway Element - up to 46'

ADDITIONAL BUILDING & DECK ELEMENTS (measured above maximum height envelope)

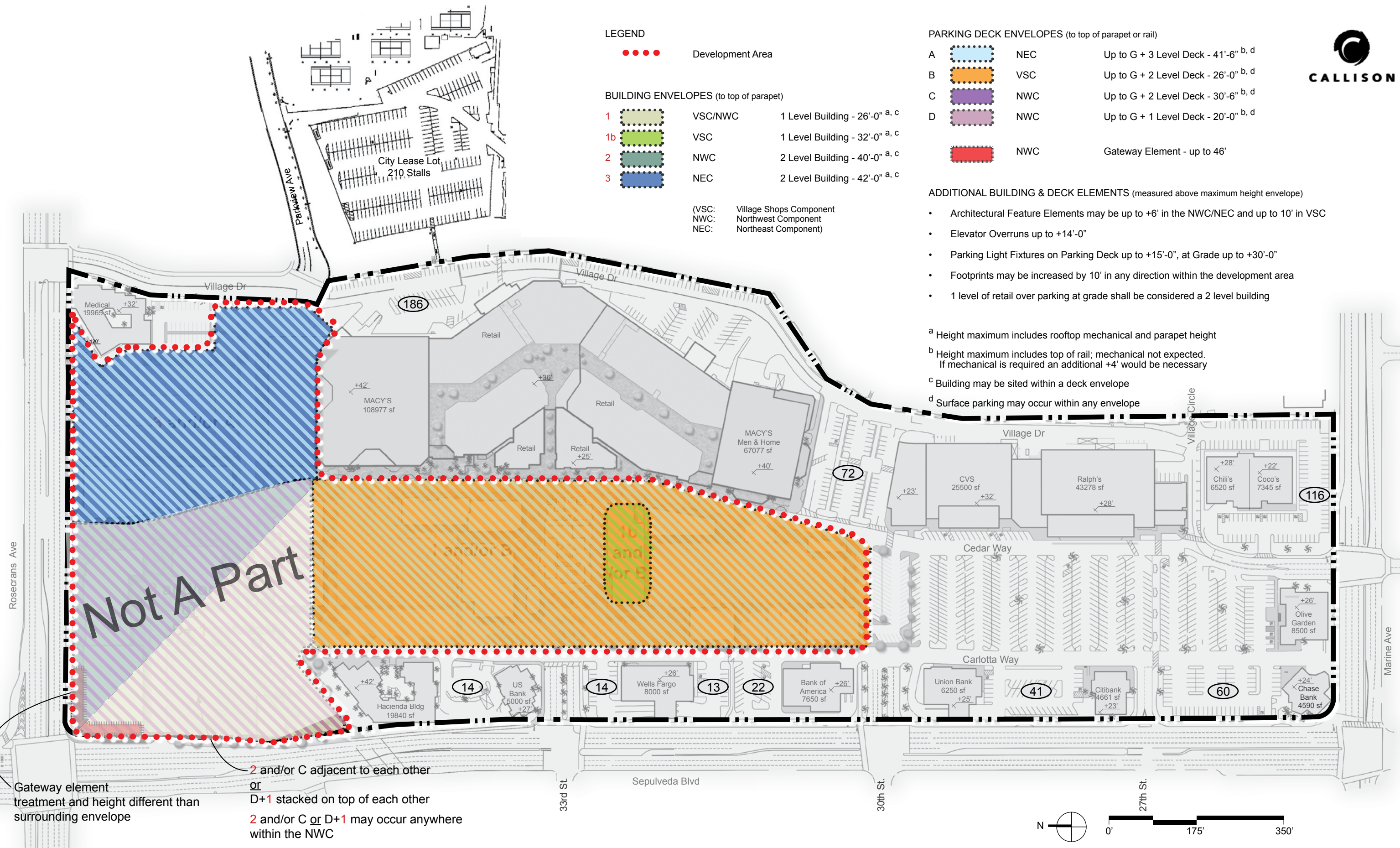
- Architectural Feature Elements may be up to +6' in the NWC/NEC and up to 10' in VSC
- Elevator Overruns up to +14'-0"
- Parking Light Fixtures on Parking Deck up to +15'-0", at Grade up to +30'-0"
- Footprints may be increased by 10' in any direction within the development area
- 1 level of retail over parking at grade shall be considered a 2 level building

a Height maximum includes rooftop mechanical and parapet height

b Height maximum includes top of rail; mechanical not expected. If mechanical is required an additional +4' would be necessary

c Building may be sited within a deck envelope

d Surface parking may occur within any envelope



Gateway element treatment and height different than surrounding envelope

2 and/or C adjacent to each other
or
D+1 stacked on top of each other
2 and/or C or D+1 may occur anywhere within the NWC



Mahattan Village Heights Table				Adds:				
Village Shops				Bldgs: Adds to roof height Decks: Adds to top deck level				
	Floors	Roof or deck floor	Parapet or Deck rail	Mechanical	Elevator Overrun	Arch Feature	Light Poles	
Buildings	A - G (not C)	1	22	4	4	NA	14	NA
	cumulative height:		22	26	26	NA	36	
Buildings	Bldg C	1	28	4	4	NA	14	NA
	cumulative height:		28	32	32	NA	42	
Decks	NDeck G + 2	2	22	4	4	18	10	15
	cumulative height:		22	26	26	40	32	37
Decks	SDeck G + 2	2	22	4	4	18	10	15
	cumulative height:		22	26	26	40	32	37

Northeast Component (Macy's Expansion)				Adds:				
	Floors	Roof or deck floor	Parapet or Deck rail	Mechanical	Elevator Overrun	Arch Feature	Light Poles	
Building		2	38	4	4	18	10	NA
	cumulative height:		38	42	42	56	48	
Deck	NEDeck G+3	3	37.5	4	4	18	6	15
	cumulative height:		37.5	41.5	41.5	55.5	43.5	52.5
	NEDeck G+1	1	17.5	21.5	21.5	35.5	27.5	37.5

Northwest Component (Fry's Expansion)				Adds:				
	Floors	Roof or deck floor	Parapet or Deck rail	Mechanical	Elevator Overrun	Arch Feature	Light Poles	
Building		1	22	4	4	18	10	NA
	cumulative height:		22	26	26	NA	32	
	max height / 2 floors:		35	40	40	54	46	
Deck	NWD G+2	2	26.5	4	4	18	10	15
	cumulative height:		26.5	30.5	30.5	44.5	36.5	41.5

Not A Part



ATTACHMENTS E AND F ARE HYPERLINKS:

E. Hyperlink to Draft Environmental Impact Report (DEIR)-
<http://www.citymb.info/manhattanvillage/index.html>

F. Hyperlink to Final Environmental Impact Report (FEIR)-
<http://www.citymb.info/manhattanvillage/Final2013/index.html>