

**CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT**

TO: Planning Commission

THROUGH: Richard Thompson, Director of Community Development

FROM: Laurie B. Jester, Planning Manager

DATE: June 26, 2013

SUBJECT Manhattan Village Shopping Center Enhancement Project, Final Environmental Impact Report (FEIR), Master Use Permit Amendment, Variance (Building Height), and Sign Exception/Sign Program, located on the east side of Sepulveda Boulevard between Rosecrans Avenue and Marine Avenue (2600-3600 North Sepulveda Boulevard, and 1220 Rosecrans Avenue).

RECOMMENDATION

Staff recommends that the Planning Commission **CONDUCT THE CONTINUED PUBLIC HEARING, DISCUSS THE PROJECT, AND ADOPT THE DRAFT RESOLUTIONS CERTIFYING THE FINAL ENVIRONMENTAL IMPACT REPORT AND APPROVING THE 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and Development Agreement were then submitted in 2012, although subsequently the Development Agreement was withdrawn.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 and a half 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 H and I)

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, April 24, and May 22, 2013 as an opportunity for public and Commission input.

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, for all three Phases of the project.

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. With implementation of the Equivalency Program, a maximum of 133,389 square feet of net new GLA, or an additional 9,717 square feet could be constructed. This includes 204,361 square feet maximum of new GLA and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema GLA, for a total of 706,226 square feet GLA. This is 9,717 square foot increase over the 123,672 square feet of GLA without the Equivalency Program.

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 14 feet in height. The increased height requires a Variance as detailed in the Draft Resolution, Attachment A, pages 2, 12-14. 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, and the Draft Resolution certifying the Final EIR is included as Attachment B. 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, and the Draft Resolution of approval is included as Attachment A, including the Master Use Permit findings on pages 5-12, the Variance findings on pages 12-14 and the Sign Exception findings on pages 14-15.

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 for the entire Mall, including CVS, Ralphs, the freestanding restaurants and banks etc., to 613,993 SF. Parking would increase by about 265 net new spaces to 2,658 total parking spaces with the addition of surface parking as well as 2- three level parking structures, which creates a parking surplus of about 140 spaces for future Phase II use. Phase II- Northeast corner includes the demolition of 2,628 SF (restaurant by the Theaters), the "decommissioning" of 8,656 SF (main mall reconfiguration of tenants) and the construction of a 60,000 SF Macy's expansion for a net increase of 48,716 SF. This would bring the new total square footage to 662,709 SF. Parking would increase by about 76 net new spaces for 2,734 total parking spaces in a new two or three level parking structure. The total square footage proposed is under the square footage analyzed in the EIR. The most recent Land Use application submitted requests additional square footage, however this would exceed the project evaluated in the EIR, and would require an EIR revision at a future time.

Some common area portions adjacent to Phase III, including the culvert parking area, an area set aside for a proposed "dog park", 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, as feasible coordinating with the Sepulveda Bridge widening project. Phase III includes integrating the Fry's parcel, the extension of Cedar Way north to connect to Rosecrans Avenue, and new buildings north of the Phase I- Village Shops north parking structure and to the west of the Phase II-Macy's Expansion northeast corner parking structure.

Planning Commission Meeting – May 22, 2013

At the last public hearing in May 2013, the public hearing was held at the beginning of the meeting to provide an opportunity for more extensive public comments. The City's EIR traffic consultant then provided a comprehensive presentation on traffic and parking, followed by the applicants presentation, which included details from their lighting consultant on the parking structure lighting. The public hearing was re-opened and more audience participation was provided, as well as a wrap-up by the applicant. The Planning Commission then discussed the proposed project. The comments from the public as well as the Commission are included in the attached minutes. (Attachment D) Some Commissioner felt that there were still some items that need further development. Specifically, the Commission discussed questions about parking lot lighting, the parking garages, including the scale, design and need for the number of spaces, bike/pedestrian access, cut-through traffic/traffic intrusion into neighborhood, specifically the Tree Section, installation of mature trees, need for street dedications, Phase III timing, and architectural design and style. The Commission was also concerned with public outreach, specifically, expressing their desire to publish notices above and beyond what is legally required. In general, the Commission was satisfied that the project plans have been developed in a way to mitigate potential negative impacts to the surrounding neighborhoods, as the applicant has worked with the neighbors and re-designed and refined the project, and it is at the point where the Commission needs to make a decision on the applications.

Discussion Topics

The following provides a discussion of the key topics discussed by the Commission and the public, how staff believes each item has been addressed and how the project, as conditioned in the Draft Resolution (Attachment A), is consistent with the Code requirements. Each Department within the City has reviewed the project, provided comments and proposed conditions of approval which have been incorporated into the attached Draft Resolution.

Size of Development

- ***General Plan-*** The Draft Resolution for the land use applications, pages 7-10, as well as the EIR and the applicants application material, provides a list of General Plan Goals and Policies on that the project is consistent with. Specifically the Land Use Goals and Policies on page 8, Goals LU -9 and 8 and Policies LU-6.2, 6.3, 8.1 and 8.2, discuss maintaining Sepulveda Boulevard as a regional-serving commercial district, maintaining the viability of commercial areas, encouraging a diverse mix of businesses to support the economic base that serve a broad market area, and supporting remodeling and upgrading within regional serving commercial districts.
- ***Zoning-*** The majority of the site is zoned Community Commercial (CC) and the 3.6 acre Fry's site is zoned General Commercial (CG). The draft Resolution, pages 5 and 6, provides a detailed discussion of the purpose of the zones and the Commercial districts in general. The project site is the largest commercial site in the City and is the only site zoned CC. These commercial zones are intended to provide a wide variety of commercial uses, and the opportunity for businesses that may not be appropriate in other commercial districts due to heavy traffic or other impacts. Other specific purposes that the project is consistent with include strengthening the economic base, minimizing impacts on adjacent residential districts, creating harmonious architecture, and provisions for adequate parking and loading.
- ***Size-*** The EIR evaluated a mixture of land uses and maximum square footages that could be constructed without causing significant traffic impacts. The project as proposed does not create any significant impacts under CEQA. Conditions of approval are proposed by staff will provide consistency with the Code required findings for the Master Use Permit as well as the General Plan, which are different criteria than the EIR. The land use conditions (#18) limit the square footages of certain uses, and prohibits certain uses, so there will be no adverse traffic and parking impacts, while allowing the flexibility for additional square footage (9,717 SF maximum) as evaluated in the EIR, with additional traffic and parking evaluation by staff. Standard conditions related to alcohol sales, hours of operation and entertainment are also provided. (Conditions #20-24) Additional, any tenant that occupies the Fry's building will require Planning Commission review and approval at a noticed public hearing to ensure compatible and address any potential impacts. (Condition #19)

Design

- ***Three Phased Design/Site Integration-*** The project includes three Phases or Components. The EIR for the project includes all three Phases of development, while the land use applications only requests approval of Phases I-Village Shops and II-

Northeast corner- Macy's Expansion. Phase III- Northwest corner will be deferred until it can be further refined, to allow time for the applicant to thoroughly address the concerns of the community and work through the design issues. The conditions of approval require that the entire 44-acre project site be integrated, on and off-site as appropriate, with landscaping, hardscaping, lighting, signage, pedestrian, bicycle and transit linkages, circulation and parking. (Conditions #10, 11, 13, 14, 33, 34, 35, 50, and 51) A comprehensive integrated sign programs will unite the site and a City gateway sign will be located at the corner of Sepulveda Boulevard and Rosecrans Avenue. Creating a pedestrian-oriented walkable environment to access the site, and continuing once within the site, are important design features. The core portion of Cedar Way outside the main Mall building with the decorative pavement is recommended to be constructed without curbs to facilitate pedestrian linkage. This area will continued to be monitored to ensure adequate emergency vehicle access with the possibility of closing a portion of the street to vehicular traffic at peak times. (Conditions #31 and 50)

- *Phase III-Northwest corner-* The final size and design, including a construction schedule, for Phase III must be approved before Phase II is permitted (Conditions #14 and 15). This corner will be required to be integrated with the entire site and separate noticed public hearings and an Amendment to the Master Use Permit will be required.
- *Development Area Envelopes and Circulation-* The layout of the entire 44-acre site, including the development areas/building envelopes and the main roadways including the linkage of Cedar Way to Rosecrans Avenue is approved for the entire site, through the Use Permit and the EIR. (Conditions #1 and 16). The project is required to be in substantial conformance with the concept plans.
- *Architectural Design-*The current Mall buildings are described by the applicant as a contemporary Spanish/Mediterranean. The building features include plaster stucco finished buildings with stone bases, wooden shutters, wood and metal trellises, canopies and architectural features at prominent corners. The new buildings will complement this style and provide visual continuity and interest consistent with the existing design. Review through the preliminary plan check process will ensure quality design and materials, and will reflect the vision of Manhattan Beach as a unique community. Additionally, the project will incorporate sustainable features to LEED silver certification standards. (Conditions #1 and 17)
- *Landscaping-* The Proposed Landscaping will exceed the amount required by the Municipal Code. Detailed landscape plans including drought tolerant landscaping, and mature trees to soften and screen the parking structures and provide shade will be required. (Condition #10)
- *Parking Structures-* The design of the parking structures as depicted in the architectural drawings provided by the applicants architect show that they are designed to look like commercial retail shops, not parking structures (Attachment E). The Phase I South parking structure was redesigned to be elongated north to south, with two commercial buildings on the west side to partially screen the view from Sepulveda Boulevard. All exposed sides of the structures have architectural details that blend them with the commercial architecture, such as windows, shutters and landscaping. The conditions require landscape screening of the exposed perimeters and consistent architectural design to integrate the site (Conditions #1, 10, and 17)

Traffic

- ***Traffic volumes-*** The EIR traffic study thoroughly analyzed the surrounding street systems and concluded that the project will not have a significant traffic impact. At the May 22, 2013 meeting the City's EIR traffic consultant provided a detail presentation on traffic and parking, which indicated that due to high traffic generating tenants leaving the site, and new tenants with peak hours that are different from the peaks on the surrounding streets, there will not be a significant traffic impact. A robust employee parking program, as well as the pedestrian, bicycle and transit linkages will also reduce traffic generation. (Conditions #33, 34, 35, 36 and 51.
- ***Residential Cut-through-*** The EIR traffic study also looked at the potential for cut through traffic on Oak Avenue and other areas. The study concluded that no significant increase in traffic would occur with the Mall expansion. A "white paper" was also included with the applicants land use application that addresses cut-thru traffic. The City Traffic Engineer has reviewed the findings and concurs with the study. Conditions to improve traffic on site during construction and operations are provided. (Conditions # 37, 49 and 50) A letter with concerns about cut-thru traffic, as well as other potential impacts to Oak Avenue residents, is included as Attachment J.
- ***Street upgrades-*** A number of upgrades to the surrounding street systems are proposed to ensure consistency with the required findings of the Use Permit, and consistency with the General Plan, as indicated on pages 10 and 11 of the Resolution. The conditions require upgrades to Sepulveda Boulevard adjacent to the Fry' driveway and the Sepulveda bridge widening, to the corner of Rosecrans Avenue and Sepulveda Boulevard for sidewalk and ADA access, on Rosecrans Avenue for sidewalks, acceleration/declaration lane for safety, median closure at Fry's driveway when Fry's vacates, Village Drive truck-turning improvements, and Marine Avenue at Cedar Way truck and emergency vehicle access improvements. Dedication of right-of-way and future fair share contributions for roadway improvements are detailed in the Resolution (Conditions #39-48). Providing roadway dedication, improvements and fair-share contributions will improve the regional roadway networks surrounding and servicing the project site. The improvements are needed for safety, to accommodate emergency vehicles, improve flow of traffic, and improve the regional transportation network on surrounding arterials.

Parking

- ***Parking spaces-***The current Use Permit for the project site requires a parking ratio of 4.1 spaces/1,000 square feet of gross leasable area (GLA), based on the variety of the mixture of commercial land uses on the site. The parking is proposed to be evenly distributed throughout the core of the project to serve the tenants needs. The EIR evaluated the parking ratio and determined that it was adequate, with the exception of any increase in Medical and Dental offices, an increase in Restaurant uses over 89,000 square feet, and for certain high-traffic generating uses. Electronic signs that show the number of available spaces on each level in the parking structures will be provided to increase parking efficiency. The conditions in the draft Resolution address these items. (Conditions #18 and 50).

- Structured parking-Three above grade parking structures are proposed in Phases I and II. Phase I has two 3 level structures, one north of the California Pizza Kitchen core area, and one to the south. The parking structure for Phase II is proposed to be 2 levels, located north of the Macy's expansion and extending over the lower level parking culvert adjacent to Rosecrans Avenue. With Phase III, the EIR evaluates expanding this structure to 3 levels. Since Phase I has almost 150 extra parking spaces, and concerns have been raised about the bulk and scale of the north parking structure adjacent to the Hacienda building at 3500 Sepulveda, staff is recommending that a minimum of 50 of the 420 spaces on the top level of the north structure in Phase I be relocated to Phase II. This will allow the structure to step back from the Hacienda building, provide architectural relief and reduce the visual impact. (Conditions #13 and 14) It also provides the opportunity to connect the Phase II parking structure directly to Macy's with a bridge instead of a series of long ramps and stairs up from the 2nd parking level, since the first level of the parking structure has been lowered about 6 ½ feet in height from the original proposal.
- Compact spaces- With car sizes constantly changing compact spaces create challenges and inefficient parking when non-compact cars park in compact spaces. The approval does not allow compact parking unless approved by the Director of Community Development. It is anticipated that there may be just a few number of spaces in corners and other areas with reduced size due to structural intrusions from the parking structure. (Condition #50)
- Electric vehicle (EV) charging stations- EV's are a common site throughout Manhattan Beach and the South Bay and many new retail centers provide EV parking for customers. Typically EV spaces account for 2-5% of the parking in current retail centers, and there is no industry standard for percentage of EV parking. Staff is suggestion that a minimum of 2% of the total parking spaces plus solar panel shade structures be provided. (Condition #38)
- ADA Parking- Disabled parking will be required throughout the center and will exceed the minimum number required. (Condition #50)

Soil Condition

- Subterranean parking- The site was historically a tank farm for Chevron oil, and large quantities of oil and other petroleum products were stored on the site. In the 1980's when the site was vacated and remediated the standards for site clean-up were different than current standards and the oily soil was mixed with clean soil and left on the site. If the site is graded down too deep, about 5-10 feet, then the oily soil will be exposed which will create air quality, health, and hazard issues due to the hydrocarbons, as thoroughly evaluated in the EIR. Therefore the parking structures are not proposed to be subterranean. Phase III does not have this hydrocarbon issue, but there is an underground plume of chemicals from the prior industrial uses in the City of El Segundo north of Rosecrans Avenue. The potential of underground parking will be addressed for Phase III at the time the Use Permit Amendment is submitted.
- Responsible agencies – The Los Angeles Regional Water Quality Control Board (LARWQCB) is the key agency responsible for the monitoring of the site. There are a number of vents and monitoring wells on the site, and the Board will continue to

monitor those in accordance with their requirements for safety. Their involvement in review of the plans is addressed in in the Mitigation Measures of the EIR. (Attachment C)

Circulation

- *Automobiles*
 - The main vehicular entrances into the Mall site will be enhanced with on and off site improvements. The acceleration/deceleration lane, median closure and left-turn prohibition out of un-signalized driveways on Rosecrans Avenue, Fry's Sepulveda Boulevard driveway improvements, Village Drive at Rosecrans Avenue widening and Cedar Way at Marine Avenue driveway widening will enhance and improve circulation. (Conditions #39-50)
 - The Carlotta Way/Cedar Way Ring Road will also be improved which will ensure that traffic does not back up at key intersections which could then impact the roadways off-site. Stops signs will be installed at 30th and 33rd Street on Carlotta Way to keep traffic flowing off of Sepulveda onto the site and not allow it to back up in the short driveway throats at these locations. Left-turn pockets for north-bound traffic on Carlotta Way at 27th and 30th Street will allow through traffic to not be delayed by those vehicles turning left. The entry driveway at 30th Street will have direct two-way access between Carlotta Way and Cedar Way to efficiently move traffic through the site as well as to and from the parking structures. Roadways with sharrows will have a 30 foot width for improved circulation. The culvert parking will be internally connected on both drive aisles and a two-way connection from the lower culvert parking area to the main parking level near Macy's will be provided so cars do not need to leave the site to drive up to the main Mall level from the lower culvert parking. Valet parking and passenger loading and unloading areas will be provided . (Conditions #14, 37 and 50) .
- *Transit*
 - The project will be designed to accommodate transit and a transit stop will be provided on site. Working with transit providers to include improvements to existing stops on Sepulveda Boulevard, Rosecrans Avenue and Village Drive adjacent to the site with signage, benches, bus shelters and similar improvements will be required as outlined conceptually on the plans. Linkages with pedestrians and bikes is also key. (Conditions #33, 34, 35 and #51)
- *Bicycles*
 - Bikeways will be provided throughout the project with connections under Sepulveda, at Village Drive to Parkway Avenue and at Marine Avenue, as well as other areas, as shown on the concept plans. (Condition #34)
 - The Veterans Parkway Linkage is a very important access point for bikes as well as pedestrians. A pathway will connect from the Parkway, under the Sepulveda bridge and onto the project site then up to the main Mall and the Fry's site, and link throughout the project and off-site. Lighting, signage and other improvements will enhance the area, making it safe and inviting. These improvements will not be able to be completed until after the Sepulveda

Bridge widening project which is scheduled for construction from Fall 2014 through the middle of 2016. (Condition #33)

- Pedestrians
 - Pedestrian walkways are provided throughout project, linking the project on and off site as shown in the concept plans (Attachment E). Pedestrian access will be separated from bicycle and vehicular access for safety, and crosswalks with pedestrian activated flashing beacons will be required at key intersections, such as at the culvert crossing on Carlotta Way. (Condition #34) Detailed plans will require review and approval.
 - All of the three parking structures have direct access into the main Mall building with pedestrian bridges, one for each of the three structures from the top level. Elevators and stairs will bring customers from the first and second levels up to the third and then over the bridges that cross Cedar Way at Phase I and across Fashion Boulevard with Phase II, directly into Macy's. as shown in the concept plans (Attachment E)
 - A pedestrian pathway at Veterans Parkway under Sepulveda Boulevard and up into the Mall is a critical linkage for the site. The Veterans Parkway Linkage Plan (Condition #33), as discussed above under bicycle access, is a very important access point for pedestrians as well as bikes. Separate pedestrian access will be provided and will connect throughout the culvert to Rosecrans Avenue The plan also includes a "Walk To The Mall" Program.

Lighting

- Parking Lot Lights- All parking lot lights are required to be fully shielded so there will be no glare to adjacent residents. The LED fixtures are highly efficient and directional, without off-site illumination. The light fixtures at the top of the structures will be required to dim automatically after hours if feasible. If lighting that is lower in height can be used in certain areas that will further focus more lighting on-site then it will be used. Also if it is feasible to replace existing fixtures on the site that are outdated and causing off-site illumination that will be evaluated. (Condition #10)

Safety and Security

- Fire Emergency Response- An Emergency Response Plan will be required to ensure that the site is fully protected. Fire lanes, minimum heights and turning radii, sprinklers, fire hydrants, FDC, Opticom upgrades, a minimum of two access points into every parking structure, gurney sized elevators, a gurney transport vehicle and other emergency response requirements will be a part of the Plan. (Condition #28)
- Police requirements- Staff has worked closely with the Police Department to ensure that their concerns are properly addressed. The project will include a secure holding office for questioning of victims, witnesses and potential victims inside the Mall, unmanned security cameras throughout the parking structures and parking lots, a Special Events/Security and Cedar Way Plan will ensure coordinated approaches and adequate enforcement mechanisms, and a package holding and delivery service will provide a secure option for customers not wanting to transport merchandise directly

to their home, store it in their vehicles, or walk or bike home with their purchases.
(Conditions #29-32)

Economics

- The applicant, staff and the Council subcommittee has worked closely with the City’s economic consultant to evaluate the economic impacts and benefits of the project. The applicant has also provided a “White paper” as part of their application packet that addresses economic issues. The City’s economic consultant, Larry Kosmont, Kosmont and Associates, will be at the Planning Commission meeting a provide a brief presentation on the economics of the project.

Other

Allowed Square footages- As discussed in the Resolution (pages 2-4), the applicant is requesting additional square footage for Phases I and II, larger than what was evaluated in the EIR. In general, the Land Use application requests an overall new square footage of 89,872 plus an Equivalency factor of 16,204 square feet to equal 106,076 square feet total maximum. This request would require a revision in the future to the EIR. Staff recommends that the project be limited to the 89,872 plus the EIR Equivalency factor to equal 99,589 square feet maximum (99.589= 89,872 + 9,717 Equivalency increase from EIR). Additionally, staff is recommending that the square footage cap for restaurants and Medical/Dental buildings be limited as the parking requirements will increase significantly above the proposed caps, which should be evaluated through a separate public hearing process if proposed. Staff recommends that the Restaurant square footage be capped at 89,000 square feet instead of 109,000 as proposed by the applicant and as evaluated in the EIR, as a ratio of 6.7 parking spaces per 1,000 square feet are required instead of 4.1/1,000 for the additional square footage. Similarly, the total square footage proposed for all Offices by the applicant is 69,277 square feet with no square footage cap, while staff recommends a cap on Medical/Dental offices of 21,800 square feet, the existing square footage, since parking requirements double from the 4.1/1,000 overall Mall standard for any increase in Medical/Dental offices.

Prior site approvals- The 3500 Sepulveda building (Hacienda) is a separate parcel with a separate property owner and Use Permits for several businesses (Tin Roof Bistro restaurant and the Vintage Shoppe- Wine Shop) that sell alcohol for on and off-site consumption and provide wine tasting. Staff has incorporated the applicable conditions for these tenants into the approval. (Conditions #55-66).

Sign Exception/Program- The Resolution, pages 2-3, and 13-14, and the applicants Land Use application, discuss the request and the findings for the Sign Exception. Conditions of approval limit the allowed signage for consistency, and removal of the Fry’s three large pole signs, the first one on Sepulveda Boulevard with the bridge widening and the other two when Fry’s vacates the site, is required. (Condition #11)

EIR Mitigation Measures and Resolution Conditions- The Mitigation Measures required by the EIR are included in the Final EIR within the Mitigation Monitoring and Reporting Program, and they are also attached as Attachment C. The conditions in the draft Resolution are in the same order by topic as the Mitigation Measures to help with comparison.

Mitigation Measures are separate conditions on the project that will be required to be complied with at various times, in addition to the conditions in the Resolution. Staff has worked closely with all of the City Departments to incorporate their suggested conditions into the Resolution (Attachment A). The City Traffic Engineer and Police representatives will be at the meeting and available to respond to any questions from the Commission on the conditions, and the EIR environmental consultant and the EIR traffic consultant will also be available to respond to the Commission on the EIR.

Resolutions- 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 well General Plan and Sepulveda Development Guidelines goals, policies and programs findings, as detailed in the Draft Resolution (Attachment A). The Land Use Section IV. E-1 of the Draft EIR (Attachment H) provides details of the General Plan and Sepulveda Development Guidelines goals, policies and programs. The applicants Land Use applicant packet (Attachment F) also 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, which is included as Attachment B. The Final EIR includes all the comments on the DEIR and responses to those comments as well as changes and additions to the project.

Public review and comments

A new notice was sent out for this meeting to all property owners and residents within a 500 foot radius. Additionally, a ½ page display advertisement in the Manhattan Beach portion of the Beach Reporter was published. Comments received since the last meeting are attached (Attachment J). 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 Community Development Department and City Clerk's office in City Hall (1400 Highland Ave) or on the 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>.

The Planning Commission decision will be reviewed by the City Council at future noticed public hearings on the Final EIR, Master Use Permit Amendment, Variance, Master Sign Program/Sign Exceptions.

CONCLUSION

The purpose of tonight's meeting is to present the final project concept plans, the Master Land Use Applications (Master Use Permit Amendment, Variance, Master Sign Permit and Sign Exceptions), the Final EIR, and the draft conditions of approval to the Commission and the community, and provide an opportunity for questions, discussion and comments, and take final action. Staff recommends that that Planning Commission accept a brief introduction from staff, take public comments, accept Staffs presentation and the City's Economic Consultants presentation, then the applicants presentation, discuss and take action on the applications by adopting the attached draft Resolutions, Attachments A and B.

Attachments:

- A. Draft Resolution No. PC 13-XX- Master Use Permit Amendment, Variance (building height), and Sign Exception/Program and Exhibit A- Leasable Area Tabulation –June 18, 2013
- B. Draft Resolution No. PC 13-XX- CEQA- Certifying Final Environmental Impact Report (EIR), and Exhibit A- Mitigation Monitoring and Reporting Program
- C. Final Environmental Impact Report list of Mitigation Measures
- D. Planning Commission Minutes-May 22, 2013
- E. Planning Commission Plan packet-from Callison; applicants architect-dated June 26, 2013
- F. Applicant Master Land Use Application packet- Dated June 19, 2013
- G. Chamber of Commerce Leakage Study- June 29, 2012
- H. Hyperlink to Draft Environmental Impact Report (DEIR)-
<http://www.citymb.info/manhattanvillage/index.html>
- I. Hyperlink to Final Environmental Impact Report (FEIR)-
<http://www.citymb.info/manhattanvillage/Final2013/index.html>
- J. Public comment letters

- c: Chuck Fancher, Fancher Partners, LLC
Mark English, RREEF
Chief Eve Irvine, Manhattan Beach Police
Lieutenant Andrew Harrod,
Stephanie Eyestone Jones, Matrix Environmental
Pat Gibson, Gibson Transportation Consulting
Erik Zandvliet, City Traffic engineer

DRAFT RESOLUTION NO. PC 13-XX

RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF MANHATTAN BEACH APPROVING A MASTER USE PERMIT AMENDMENT, HEIGHT VARIANCE, SIGN EXCEPTION/SIGN PROGRAM FOR REMODELING AND EXPANSION OF THE MANHATTAN VILLAGE SHOPPING CENTER LOCATED AT 2600 THROUGH 3600 SEPULVEDA BOULEVARD AND 1220 ROSECRANS AVENUE (RREEF AMERICA REIT CORP BBB II (RREEF))

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

- A. On November 7, 2006 RREEF submitted a Master Use Permit Amendment and Variance for building height, as part of 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. The Development Agreement was subsequently withdrawn. 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.
- B. 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.
- C. A 45 day public review and comment period was held between June 7, 2012 and July 23, 2012 for the Draft Environmental Impact Report (EIR). The Final EIR is complete and was distributed for public review on April 2, 2013.
- D. The Planning Commission of the City of Manhattan Beach conducted public hearings on June 27, and, October 3, 2012, as well as March 13, April 24, May 22, and June 26, 2013 to consider the applications for the Master Use Permit Amendment, Variance, and Sign Exception/Sign Program at the subject property. Said hearings were advertised pursuant to applicable law, testimony was invited and received.
- E. Noticing for the hearings exceeded the minimum requirements with notices for the May 22 and June 26, 2013 meetings being sent to residential occupants as well as all property owners within a 500 foot radius of the 44-acre project site. The June 26, 2013 meeting was advertised with a ½ page display advertisement in the Beach Reporter. Standard legal advertisements in the Beach Reporter and standard notices to all property owners were provided for all other public hearings.
- F. The subject shopping center property is legally described as Lots 1 – 23, of Parcel Map 12219, Map Book 122, pages 33-35 and Portion of Lot 4, Section 10, Ranch Sausal Redondo Tract, addressed as 2600 through 3600 Sepulveda Boulevard (3200 Sepulveda Boulevard being the enclosed mall) and 1220 Rosecrans Avenue, in the City of Manhattan Beach.
- G. The subject site, located on approximately 44-acres includes an enclosed, main mall building and several freestanding buildings. The Shopping Center site currently has a total of approximately 572,837 square feet of gross leasable area (GLA) including outdoor dining areas for restaurants that provide full table service. When accounting for common areas, the Shopping Center site has approximately 614,151 square feet of gross building area (GBA). There are currently 2,393 surface parking spaces on the site. In addition, there are 210 leased parking spaces that are located immediately east of the site and are available to the Shopping Center as well as other surrounding uses, but are not included in Shopping Center parking counts.
- H. The site is a former Chevron Tank Farm and was developed as retail commercial in the 1970s.
- I. The project site is Zoned Community Commercial (CC) with the exception of the northwest corner of the property (3600 Sepulveda- Fry's site) that is approximately 3.6 acres in size that is zoned Commercial General (CG). The property is located in Area District II.
- J. The General Plan designation for the property is Manhattan Village and General Commercial.
- K. The surrounding area includes a variety of land uses and zones. The properties to the west and south across Sepulveda Boulevard, and Marine Avenue respectively, are zoned Commercial General with single family residential and a Senior housing development adjacent to the Veterans

parkway Greenbelt beyond. To the east is Manhattan Village homes single and multi-family uses zoned Residential Planned Development, as well as a Senior housing development, and a commercial development zoned Planned Development. Both Senior housing developments are zoned Residential Senior Citizen. To the north across Rosecrans Avenue in the City of El Segundo is partially vacant industrial uses planned for future commercial-retail with the first phases completed further to the north (Plaza El Segundo). To the northwest across Sepulveda Boulevard and Rosecrans Avenue in the City of El Segundo is the Chevron Oil Refinery.

- L. There are three property owners on the site including RREEF America Reit Corp BBB II (RREEF) that owns the majority of the 44-acre site, 3500 Sepulveda LLC that owns the 0.7 acre 3500 Sepulveda Boulevard (Hacienda building) property and Bullocks Properties Corp that owns their site, 3400 Sepulveda Boulevard for the 1.9 acre Macy's main department store.
- M. The applicant requests a Master Use Permit Amendment, Variance, and Sign Exception/Sign Program. Specifically, the Project Description proposed by the applicant is to:
1. Amend the Master Use Permit to allow the construction of Phases I- Village Shops and II-Northeast Corner (Macy's Expansion) but not Phase III-Northwest Corner (Fry's Area) to add approximately 89,872 square feet (106,076 square feet with the Equivalency Program) of net new retail, restaurant and other commercial area [addition of approximately 123,000 (139,504 with the Equivalency Program) square feet of new gross leasable area and demolition of approximately 33,428 square feet of existing retail, restaurant, and cinema] within an approximately 18.4 acre development area within the Shopping Center site. Upon completion of Phases I and II, the entire 44-acre Shopping Center site would include a total of approximately 662,709 (678,913 with the Equivalency Program) square feet of gross leasable area. The applicant's proposal leaves no Equivalency Program square footage increase for future Phase III. The proposed Project will also include three new on-site parking structures and surface parking areas.
 2. Request a Variance to construct building and parking improvements in the project area that exceed the maximum allowed height (22 feet, and up to 30 feet with structured parking) by a range of 2 to 26 feet (for required equipment). The Phase I Village shops buildings are proposed to be up to 32 feet in height. Phase II Northeast Corner (Macy's Expansion) building is proposed to be up to 42 feet in height to match and maintain consistency with the height of the existing buildings that were entitled by a previous height variance. The parking decks on both phases are not proposed to exceed the height of the buildings. Mechanical, elevator overruns, architectural features, and parapets (on top of the parking structures) are proposed up to exceed the height limit with the Building Safety Division-required elevator overruns at up to 56 feet in height.
 3. Request for a Sign Exception/Sign Program for all three Phases of the project to amend the 2002 Mall Master Sign Program as well as the separate 1991 Fry's sign approval, to reflect and correspond to expansion of the Shopping Center's street frontage through the addition of the Fry's parcel, the addition of new buildings and parking structures, and installation/updating of existing monument, pole, and wall signs, temporary, directional, and project banner signs, and a City "Gateway" Element sign at Sepulveda and Rosecrans. In general, the existing Signage on the site is permitted under the above mentioned sign approvals. Specifically, the Sign Exception/Sign Program requests:
 - a. **Maximum Square Footage Increase**—An increase in the maximum square footage of allowed signage. Currently there is 7,600 SF of signage on the site, the Code allows 5,100 square feet of signage (based on the total frontage of 5,100 lineal feet) and the applicant is requesting an additional 1,900 square feet above the existing for a total of 9,500 square feet of signage.
 - b. **Multiple Pole Signs**—Eight total pole signs are proposed while there are seven existing (four to remain and three to be replaced) plus one new pole sign on the 3500 Sepulveda (Hacienda Building) site, all to be installed with Phases I and II. The three new signs would replace the Fry's signs and generally be consistent with the existing 2002 approved site signs; these signs would be multi-tenant plus Project identification signs. Two proposed with 60 square feet of signage per side, 240 square feet each (per Code calculations) up to 15'-6" tall, and one at the corner of Sepulveda and Rosecrans up to 30 feet tall with 96 square feet of signage per side, 384 square feet each (per Code calculations) The Code allows only one pole sign, 150 square foot maximum, up to 30 feet tall in lieu of monument/wall/awning signs.

- c. **Non-Department Store Anchor Wall Signs**—Up to 200 square feet in size each proposed, with no more than 2 signs per tenant and no more than 2 square feet of signage per linear foot of store frontage. The Code limits the signs to a maximum of 150 square feet in area and no more than 2 square feet of signage per linear foot of store frontage.
 - d. **Signs Over 150 Square Feet to Remain**—Allow Macy’s Men’s Store two signs to remain or be replaced over the 150 square foot limit, consistent with their current approval at 300 square feet each.
 - e. **Tenant Wall Signs on Parking Structures**—Allow signs facing Sepulveda Blvd, Rosecrans Ave, and Marine Ave, a maximum of 60 square feet each, while the Code does not permit signs on parking structures as they are not located on a business.
 - f. **Monument Signs**—Allow 13 existing and four new monument signs up to 6 feet tall each. No exception needed for the number and height, just the overall site sign square footage.
 - g. **Project Identification Signs**—Allow additional project identification signs on the buildings, while the current approval only allows two at the enclosed Mall entrances and the Code allows none.
 - h. **Directional Wall Signs on Parking Structures**—Allow wall signs on the parking structures, one at each vehicular entry, without Project identification, while the Code does not permit signs on parking structures as they are not located on a business.
 - i. **Directional Signs**—Allow directional signs up to 6 feet high and 12 square feet while the Code allows 4 feet high and 6 square feet.
 - j. **Project Banners on Light Poles**—Allow the continuation and addition of project banners at the light poles as allowed under the current approval but not allowed under the Code.
 - k. **Temporary Signs**—Allow A-frame, portable, sidewalk or other temporary signs on the interior of the project not visible from the public right-of-way up to 365 days a year, while the Code limits the number and size and allows 90 days maximum per year.
 - l. **Exclude Certain Square Footage**—Allow the following sign area to be excluded from counting towards the total allowed square footage: Project graphic banners, Parking Deck Entry signs, Directional Signs, Sidewalk Signs, Temporary “A” Frame/Sign Holder Signs, and non-tenant oriented portions of Gateway Element Sign.
 - m. **City Gateway Sign**—Allow a City Gateway Sign at the corner of Rosecrans Ave and Sepulveda Blvd over 30 feet (up to 46 feet) in height.
- N. Specifically, a portion of the Master Use Permit approval as provided in this Resolution includes the following square footage details which differ from the applicants request:
1. Amendment to the Master Use Permit to allow the construction of Phases I and II (not Phase III) to add approximately 90,000 square feet of net new retail, restaurant and other commercial area (addition of approximately 123,300 square feet of new GLA and demolition of approximately 33,428 square feet of existing retail, restaurant, and cinema) within an approximately 18.4 acre development area within the Shopping Center site. Upon completion of Phases I and II, the entire 44-acre Shopping Center site would include a total of approximately 662,700 square feet of gross leasable area. An equivalency program, as detailed in the project EIR, would allow up to 9,717 additional square feet of area with a traffic and parking analysis. The proposed Project will also include three new on-site parking structures and surface parking areas.
 2. The applicant requests restaurants up to 109,000 square feet GLA. The EIR evaluated allowing a maximum of 89,000 square feet total GLA of restaurant uses on the site, with an overall parking supply of 4.1 stalls per 1,000 square feet of GLA. The EIR also evaluated up to a maximum of 109,000 square feet with an increased parking supply of 6.7 stalls per 1,000 square feet of GLA for the square footage that exceeds 89,000. Over 89,000 square feet GLA will require an amendment of the Master Use Permit at a duly noticed public hearing to evaluate parking and other potential impacts.
 3. The applicant requests offices up to 69,277 square feet GLA. The EIR evaluated allowing a maximum of 21,712 square feet total GLA of Medical or Dental office uses on the site, with an overall parking supply of 4.1 stalls per 1,000 square feet of GLA. The EIR also evaluated up to a

maximum of 69,277 square feet of Business, Professional, Medical and Dental offices combined with an increased parking supply of about eight stalls per 1,000 square feet of GLA for the square footage of Medical or Dental offices over the maximum 21,712 square feet allowed. Over 21,712 square feet GLA of Medical or Dental offices will require an amendment of the Master Use Permit at a duly noticed public hearing to evaluate parking and other potential impacts.

O. The Manhattan Village Shopping Center planning/zoning entitlement history is as follows:

1. An Environmental Impact Report (EIR) was prepared (1978) and certified for a phased project, of which Manhattan Village Shopping Center and the subject property was a part. Mitigation measures were identified and adopted in several issue areas.
2. On March 6, 1979 the City Council adopted Resolution No. 3685, establishing the Commercial Planned Development (CPD) District for First Phase construction and operation of a community shopping center (Manhattan Village Mall) consisting of approximately 150,000 square feet of retail establishments providing community convenience goods and services, and approximately 300,000 square feet of retail establishments providing goods and services customarily found in malls associated with department stores.
3. On December 18, 1979 the City Council adopted Resolution No. 3757, approving Second Phase construction and operation of a community shopping center (Manhattan Village Mall).
4. Subsequent use permits were approved for individual uses within the shopping center.
5. On September 13, 1989, the Planning Commission approved Resolution No. PC 89-54 to allow construction of a 6,190 square-foot restaurant within the Mall (Island's).
6. On December 18, 1990 the City Council adopted Ordinance No. 1832, repealing the CPD zoning District and establishing the CC (Community Commercial) zoning district for the Shopping Center and subject property.
7. On February 14, 1991, the Planning Commission adopted Resolution No. PC 91-1 approving a proposal to change uses from research and development office to specialty retail at 3600 Sepulveda Boulevard (Fry's).
8. On October 23, 1991, the Planning Commission adopted Resolution No. PC 91-30 approving a sign appeal to allow additional signage not included in an approved sign program for 3600 Sepulveda Boulevard (Fry's).
9. On November 16, 1993 City Council adopted Resolution No. 5044, allowing the establishment of a restaurant/bakery with retail sales and outdoor seating at 3014 Sepulveda Boulevard (East Coast Bagel Company).
10. On April 5, 1994 the City Council adopted Ordinance No. 1902, establishing a provision for a Master Use Permit for multiple tenant projects to replace obsolete Commercial Planned Development (CPD) Permits.
11. On January 3, 1995 the City Council adopted Resolution No. 5142, approving the conversion of all previous Commercial Planned Development and individual Use Permit entitlements for the Shopping Center to a Master Use Permit consistent with provisions of Ordinance No. 1902.
12. On December 12, 2001 the Planning Commission adopted Resolution No. PC 01-27 which superseded and replaced all the previous approvals on the Manhattan Village Shopping Center site. Although the project description, plans and tenant/building square footages list submitted by the Shopping Center owner at the time (Madison Marquette) included the 3500 Sepulveda site (Hacienda or Haagen building) the property owner of 3500 Sepulveda at the time did not sign the application and it is not clear if they were notified or aware of the pending application. The 3500 Sepulveda Blvd property owner at the time did not participate in the public hearing process. The current owners of the subject property (3500 Sepulveda, LLC, 13th & Crest Associates, LLC and 6220 Spring Associates, LLC) purchased the property in 2005.
13. On February 27, 2002 the Planning Commission adopted Resolution No. PC 02-07 approving a Master Sign Program and Sign Exception for the Manhattan Village Shopping Center.

14. On August 8, 2007, the Planning Commission adopted Resolution No. PC 07-12 approving on-site wine tasting at an existing supermarket at 2700 Sepulveda Boulevard (Ralph's). The applicant did not implement this amendment, withdrew their ABC application in 2008 and it has thus expired.
 15. A Master Use Permit application was submitted by the 3500 Sepulveda Blvd property owner on April 4, 2008, to request the approvals for: 1) clarification that the 3500 Sepulveda Boulevard property (Hacienda/Haagen) was included as part of the Master Use Permit (Resolution No. PC 01-27) and all other related entitlements for the Manhattan Village Shopping Center, and 2) allow on-site alcohol consumption for a proposed new restaurant (Tin Roof Bistro).
 16. The 3500 Sepulveda Blvd property owners entered into a Settlement Agreement with RREEF American REIT II Corp. BBB, current owner of the Manhattan Village Shopping Center, in October 2008 regarding the existing Master Use Permit entitlements on the properties, as well as other private issues. A summary of the facts related to that Settlement Agreement are included in PC Resolution No. PC 01-27. The City determined that with the clarification of PC Resolution 08-15, the Master Use Permit (PC Resolution 01-27) applies to the 3500 Sepulveda Property and accordingly, the property owner application for a separate Master Use Permit was administratively withdrawn.
 17. On November 12, 2008, the Planning Commission adopted PC Resolution 08-15 for 3500 Sepulveda which confirmed, clarified, and acknowledged that a) the Master Use Permit (PC Resolution 01-27) and other entitlements for the Shopping Center apply to the property, and b) amended the Shopping Center Master Use Permit (PC Resolution 01-27) to allow on-site consumption of alcohol at the new restaurant (Tin Roof Bistro).
 18. On January 6, 2009, through Resolution No. 6171, the City Council denied an appeal of the Planning Commission approval of Resolution No. PC 08-15. Specifically, the applicant appealed the condition to submit an irrevocable offer to dedicate land for the Sepulveda Boulevard bridge widening project.
 19. On June 23, 2010, the Planning Commission adopted PC Resolution No. 10-03, approving a new retail wine and beer shop at 3500 Sepulveda Boulevard (Vintage Wine Shoppe) to allow beer and wine sales for off-site consumption with on-site consumption of beer and wine for tastings only.
 20. On February 12, 2012, the Planning Commission adopted Resolution No. PC 12-02, approving the expansion of the existing restaurant at 3500 Sepulveda Boulevard (Tin Roof Bistro) to add a private dining room/event space with on-site beer and wine consumption.
- P. The project will not individually nor cumulatively have an adverse effect on wildlife resources, as defined in Section 711.2 of the Fish and Game Code.
- Q. This Resolution, upon its effectiveness, constitutes the Master Use Permit, Variance, and Sign Exception/Sign Program for the project site (2600 through 3600 Sepulveda Boulevard and 1220 Rosecrans Avenue) and replaces all previous site-wide and individual land use approvals stated above (Section 1, Item E). The facts, findings, and project descriptions for these projects still stand as detailed in the applicable Resolutions. Specifically, this Resolution replaces Resolutions PC 01-27, PC 02-07, PC 10-03 and PC 12-02 and City Council Resolution No. 6171.

Master Use Permit Findings

- R. Pursuant to Section 10.84.060A of the Manhattan Beach Municipal Code, the following findings are made regarding the Master Use Permit Amendment application.
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;***
 - a. The property is located within Area District II and is zoned Community Commercial (CC) and Commercial General (CG). The purpose of the CC zoning district, is to provide sites for planned commercial centers which contain a wide variety of commercial establishments, including businesses selling home furnishings, apparel, durable goods and specialty items generally having a city-wide market area. Support facilities such as entertainment and eating and drinking establishments are permitted, subject to certain limitations to avoid adverse effects on adjacent uses. The project site is the only site in the City of Manhattan Beach that is zoned CC. A portion of the northwest corner of the site (3.6 Acres Fry's site) is zoned CG General Commercial. The purpose of the CG Zone is to provide opportunities for

the full range of retail and service businesses deemed suitable for location in Manhattan Beach, including businesses not permitted in other commercial districts because they attract heavy vehicular traffic or have certain adverse impacts; and to provide opportunities for offices and certain limited industrial uses that have impacts comparable to those of permitted retail and service uses to occupy space not in demand for retailing or services.

- b. The project is consistent with the purpose of the CC and CG zones as follow.
 - i. A wide variety of uses, such as retail, services, restaurants, grocery store, banks and offices will continue to be provided on the site.
 - ii. This wide variety will expand the existing type of services already provided on the site, while providing more diversity and options for the customer.
 - iii. The project will aid in attracting and maintaining a diverse mix of high-quality tenants to provide a broad range of shopping and dining options with enhanced amenities to serve the needs of the community and ensure the continued success of the Mall.
 - iv. Entertainment uses, bars, convenience stores, gyms, liquor stores and similar uses will not be allowed as the traffic and/or parking demand will exceed the on-site capacity which could cause adverse impacts on adjacent uses and the surrounding street systems.
 - v. Restaurants (eating and drinking establishments) will be limited in square footage. Exceeding 89,000 square feet will increase the parking demand and will exceed the on-site capacity which could cause adverse impacts on adjacent uses and the surrounding street systems.
 - vi. Medical and Dental offices will be limited in square footage. Exceeding 21,712 square feet will increase the parking demand and will exceed the on-site capacity which could cause adverse impacts on adjacent uses and the surrounding street systems.
- c. Some of the specific purposes of the Commercial Districts, and how the project is consistent with those purposes are 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.** The project will continue to provide a full range of office, retail, service and other commercial uses on the site, and expand those commercial opportunities.
 - ii. **Strengthen the City's economic base, but also protect small businesses that serve City residents.** Due to the scale of the development there is an opportunity for retailers and other commercial users that require larger spaces which cannot be provided in the other smaller scale commercial areas in town. Small businesses will continue to be provided in Downtown, the North End and other commercial areas with smaller sites.
 - iii. **Create suitable environments for various types of commercial and compatible residential uses, and protect them from the adverse effects of inharmonious uses. And- Minimize the impact of commercial development on adjacent residential districts.** Although there are no residential uses on the site, the residential in close proximity are protected with conditions related to traffic and circulation, parking, lighting, landscaping, land uses, and building scale and design.
 - iv. **Ensure that the appearance and effects of commercial buildings and uses are harmonious with the character of the area in which they are located.** The architectural style and design features will be compatible with the existing site, while updating it to look towards the future by providing a contemporary Mediterranean architecture, buildings that are consistent in height with the existing buildings, and parking structures that are architecturally designed to reflect the rhythm and design features of the commercial buildings, as well as minimizing the scale.
 - v. **Ensure the provision of adequate off-street parking and loading facilities.** The project will provide parking at a ratio of 4.1 spaces per 1,000 square feet consistent with the parking demand study, based on the mix of uses on the site. Uses with high parking

demand will be limited in square footage (restaurants, Medical/Dental offices) and some uses will be prohibited due to the high parking demand (gyms, trade schools, liquor stores, etc.). Loading facilities in close proximity to stores, adequate in size and number are also required.

- d. The proposed project and future tenant improvements to the remainder of the site will be consistent with each of the eleven development criteria outlined in the Sepulveda Boulevard Development Guide, as conditioned, specifically:
 - i. **Reciprocal Access**—Circulation within and off the site, including vehicular, bicycle, pedestrian and transit will be integrated, and connected.
 - ii. **Right-turn Pockets**—Provided internally as required throughout the site. Dedication on Sepulveda Boulevard near Rosecrans Avenue will bring the area up to current ADA and other standards, improve pedestrian circulation, provide an improved deceleration lane per Caltrans requirements for the possible retention of the Fry’s Sepulveda Boulevard driveway (3600 Sepulveda Blvd) as a right-turn entry only, and allow the future Sepulveda bridge widening to function effectively.
 - iii. **Driveway Throats**—To minimize traffic and circulation impacts to Sepulveda Boulevard and allow the bridge widening to function effectively, Sepulveda Blvd driveway access will be modified on the Fry’s site.
 - iv. **Sidewalk Dedication**—Sidewalk dedication and related improvements on Sepulveda Boulevard will bring the area up to current ADA and other standards and improve pedestrian circulation.
 - v. **Building Orientation**—Orientation will not change on Sepulveda Blvd as the new construction is not adjacent to the street.
 - vi. **Visual Aesthetics**—Review of architectural plans is required, including material boards, samples, renderings, and assurance that there is a high quality of design and materials as reflected in the concept plans. The site plan and layout of the buildings and parking structures provide for setbacks from Sepulveda Boulevard.
 - vii. **Residential Nuisances**—Minimized through project design and conditions related to lighting, landscaping, traffic, multi-modal transportation, design, and allowed land uses.
 - viii. **Pedestrian Access**—Encouraged with strong on- and off-site linkages, a network that connects to transit, under the Sepulveda bridge, as well as a Village-pedestrian oriented design.
 - ix. **Landscaping**—Mature shade trees and other landscaping will soften and complement the buildings, provide shade for parking, and screen uses.
 - x. **Signs**—Subject to a Sign Program, no harsh light, blinking, moving, or flashing consistent with the scale of the development, comprehensive site-wide consistent plan, and complementary to the site and building architecture.
 - xi. **Utility Undergrounding**—Required to be provided for all new construction.

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;*

- a. The project is consistent with the following Goals and Policies of the General Plan:

Land Use

- Policy LU-1.2: Require the design of all new construction to utilize notches, balconies, rooflines, open space, setbacks, landscaping, or other architectural details to reduce the bulk of buildings and to add visual interest to the streetscape.
- Goal LU-2: Encourage the provision and retention of private landscaped open space.

- Goal LU-2.3: Protect Existing mature trees throughout the City, and encourage their replacement with specimen trees whenever they are lost or removed.
- Policy LU-2.4: Support appropriate stormwater pollution mitigation measures.
- Goal LU-3: Achieve a strong, positive community aesthetic.
- Policy LU-3.1: Continue to encourage quality design in all new construction.
- Policy LU-3.2: Promote the use of adopted design guidelines for new construction in Downtown, along Sepulveda Boulevard, and other areas to which guidelines apply.
- Policy LU-3.5: Ensure that the sign ordinance provides for commercial signage that is attractive, non-intrusive, safe, and consistent with overall City aesthetic goals.
- Goal LU-4: Preserve the features of each community neighborhood, and develop solutions tailored to each neighborhood's unique characteristics.
- Goal LU-5: Protect residential neighborhoods from the intrusion of inappropriate and incompatible uses.
- Policy LU-5.1: Require the separation or buffering of residential areas from businesses which produce noise, odors, high traffic volumes, light or glare, and parking through the use of landscaping, setbacks, or other techniques.
- Policy LU-5.2: Work with all commercial property owners bordering residential areas to mitigate impacts and use appropriate landscaping and buffering of residential neighborhoods.
- Policy LU-5.3: Consider using discretionary review for any public gathering place or institutional use proposed within or adjacent to a residential neighborhood.
- Goal LU-6: Maintain the viability of the commercial areas of Manhattan Beach.
- Policy LU-6.2: Encourage a diverse mix of businesses that support the local tax base, are beneficial to residents, and support the economic needs of the community.
- Policy LU-6.3: Recognize the need for a variety of commercial development types and designate areas appropriate for each. Encourage development proposals that meet the intent of these designations.
- Goal LU-8: Maintain Sepulveda Boulevard, Rosecrans Avenue, and the commercial areas of Manhattan Village as regional-serving commercial districts.
- Policy LU-8.1: Ensure that applicable zoning regulations allow for commercial uses that serve a broad market area, including visitor-serving uses.
- Policy LU-8.2: Support the remodeling and upgrading needs of businesses as appropriate within these regional serving commercial districts.

Infrastructure

- Goal I-1: Provide a balanced transportation system that allows the safe and efficient movement of people, goods and services throughout the City.
- Policy I-1.1: Review the functioning of the street system on a regular basis to identify problems and develop solutions.
- Policy I-1.3: Encourage the development of Transportation Demand Management (TDM) plans for all major developments or facility expansions to encourage ride-sharing and other improvements, thereby reducing vehicle trips.
- Policy I-1.4: Work with neighboring communities and other South Bay cities, as well as state and other agencies, to develop regional solutions to traffic problems that are regional in nature, and to mitigate impacts of development in neighboring communities that impact the City of Manhattan Beach.
- Policy I-1.5: Investigate and encourage the use of alternative transportation systems such as intra/inter-city shuttle or trolley systems.
- Policy I-1.6: Support dial-a-ride or other para-transit systems for the senior and disabled members of the community.
- Policy I-1.8: Require property owners, at the time new construction is proposed, to either improve abutting public right-of-way to its full required width or to pay in-lieu fees for improvements, as appropriate.
- Policy I-1.9: Require property owners, at the time of new construction or substantial remodeling, dedicate land for roadway or other public improvements,

- as appropriate and warranted by the project.
- Policy I-1.12: Monitor and minimize traffic issues associated with construction activities.
 - Policy 1-1.13 Consider implementing a development impact fee program to collect funds from developers constructing new projects. Such fees would fund “fair-share” costs of circulation improvement projects required to mitigate project impacts.
 - Policy I-2.3: Upgrade all major intersections and arterial streets to keep traffic moving efficiently.
 - Policy I-2.4: Require additional traffic lanes and/or other traffic improvements for ingress and egress for new development along arterials where necessary for traffic and safety reasons.
 - Policy I-2.5: Work with the neighboring cities and regional and sub-regional agencies to widen and upgrade all major intersections and associated street segments within the City and adjacent jurisdictions to optimize traffic flows.
 - Policy I-2.6: Encourage the use of Intelligent Transportation Systems (ITS), such as advanced signalization, motorist information, advanced transit, advanced emergency vehicle access, and intelligent parking systems, as well as other appropriate communication technologies, to direct through traffic.
 - Policy I-2.7: Monitor and minimize traffic issues associated with construction activities.
 - Goal I-3: Ensure that adequate parking and loading facilities are available to support both residential and commercial needs.
 - Policy I-3.4: Review development proposals to ensure potential adverse parking impacts are minimized or avoided.
 - Policy I-3.5: Encourage joint-use and off-site parking where appropriate.
 - Policy I-3.8: Monitor and minimize parking issues associated with construction activities.
 - Goal I-4: Protect residential neighborhoods from the adverse impacts of traffic and parking of adjacent non-residential uses.
 - Policy I-4.2: Carefully review commercial development proposals with regard to planned ingress/egress, and enforce restrictions as approved.
 - Policy I-4.3: Encourage provision of on-site parking for employees.
 - Policy I-4.4: Ensure that required parking and loading spaces are available and maintained for parking.
 - Goal I-6: Create well-marked pedestrian and bicycle networks that facilitate these modes of circulation.
 - Policy I-6.6: Incorporate bikeways and pedestrian ways as part of the City's circulation system where safe and appropriate to do so.
 - Policy I-6.7: Encourage features that accommodate the use of bicycles in the design of new development, as appropriate.
 - Policy I-7.2: Ensure that all new development or expansion of existing facilities bears the cost of providing adequate water service to meet the increased demand which it generates.
 - Policy I-8.2: Ensure that all new development or expansion of existing facilities bears the cost of expanding the sewage disposal system to handle the increased load, which they are expected to handle.
 - Goal I-9: Maintain a storm drainage system that adequately protects the health and safety and property of Manhattan Beach residents.
 - Policy I-9.2: Evaluate the impact of all new development and expansion of existing facilities on storm runoff, and ensure that the cost of upgrading existing drainage facilities to handle the additional runoff is paid for by the development which generates it.
 - Policy I-9.3: Support the use of storm water runoff control measures that are effective and economically feasible.
 - Policy I-9.4: Encourage the use of site and landscape designs that minimize surface runoff by minimizing the use of concrete and maximizing the use of permeable surface materials.
 - Policy I-9.5: Support appropriate storm water pollution mitigation measures.

Community Resources

- Policy CR-4: Preserve the existing landscape resources in the City, and encourage the provision of additional landscaping.
- Policy CR-4.1: Protect existing mature trees throughout the City and encourage their replacement with specimen trees whenever they are lost or removed.
- Policy CR-4.3: Recognize that landscaping, and particularly trees, provide valuable protection against air pollution, noise, soil erosion, excessive heat, and water runoff, and that they promote a healthy environment.
- Policy CR-4.5: Discourage the reduction of landscaped open space and especially the removal of trees from public and private land.
- Policy CR-5.1: Employ principles of a sustainable environment in the development, operation, and maintenance of the community, emphasizing the importance of respecting and conserving the natural resources.
- Policy CR-5.3: Encourage water conservation, including landscaping with drought-tolerant plants, use of reclaimed water, and recycling of cooling system water, in all development.
- Policy CR-5.7: Encourage the use of energy-saving designs and devices in all new construction and reconstruction.
- Policy CR-5.8: Encourage utilization of “green” approaches to building design and construction, including use of environmentally friendly interior improvements.
- Policy CR-5.10: Encourage and support the use of alternative fuel vehicles, including support of charging or “fueling” facilities.
- Policy CR-5.11: Support sustainable building practices.
- Policy CR-6.1: Encourage alternative modes of transportation, such as walking, biking, and public transportation, to reduce emissions associated with automobile use.
- Policy CR-6.2: Encourage the expansion and retention of local serving retail businesses (e.g., restaurants, family medical offices, drug stores) to reduce the number and length of automobile trips to comparable services located in other jurisdictions.

Community Safety

- Policy CS-1.3: Ensure that public and private water distribution and supply facilities have adequate capacity and reliability to supply both everyday and emergency fire-fighting needs.
- Policy CS-1.5: Require that new developments minimize stormwater and urban runoff into drainage facilities by incorporating design features such as detention basins, on-site water features, or other strategies.
- Policy CS-2.3: Continue to monitor underground emissions and associated hazards in Manhattan Village and in other areas adjacent to industrial uses.
- Policy CS-3: Maintain a high level of City emergency response services.
- Policy CS-3.2: Cooperate with other jurisdictions in the South Bay area to maintain an up-to-date emergency response system for the region.
- Policy CS-3.7: Support the use of the best available equipment and facilities to ensure safety that meets the changing needs of the community.
- Policy CS-3.10: Strive to reduce emergency response time.
- Policy CS-4: Maintain a high level of police protection services.
- Policy CS-4.6: Support proactive measures to enhance public safety, such as use of increased foot or bicycle police patrols.
- Policy CS-4.7: Strive to reduce police response time.

Noise Element

- Policy N-2.5: Require that the potential for noise be considered when approving new development to reduce the possibility of adverse effects related to noise generated by new development, as well as impacts from surrounding noise generators on the new development.
- Policy N-3.6: Monitor and minimize noise impacts associated with construction activities on residential neighborhoods.

- b. The proposed project will not be detrimental as follows:
- i. The proposed project, including the construction and the on-going physical and operational upgrades associated with tenant improvements and redevelopment across the entire site, has been designed to minimize impacts. The conditions of approval for the project will ensure that the project is not detrimental.
 - ii. The features incorporated the project will ensure that there are no detrimental impacts. Such impacts include scale, layout, massing, articulation, height, architectural design and details of the buildings, parking structures, lighting design, signage design, LEED sustainability features, as well as pedestrian, bike, and transit linkages.
 - iii. Green-building components addressing water conservation, increased energy efficiency, and pollution reduction are included in the project description. LEED silver construction will be required.
 - iv. The project conditions will ensure that there are no detrimental impacts as a result of the following: lighting modifications, removal of obsolete pole signs, reduction of visual impact of parking structures, project phasing, architectural detail review, land use compatibility, alcohol service and square footage limits, fire emergency response upgrades, improved security features, improved on- and off-site pedestrian, bike and transit linkages, parking management programs, traffic, parking and circulation improvements, trash enclosures improvements, and utility upgrades.
 - v. The project conditions will also ensure that there are no detrimental impacts through off-site improvements to the surrounding roadway network as the project is surrounded on all three sides by arterial streets: Sepulveda Boulevard and Rosecrans Avenue, being the largest arterials in the City. Sepulveda Boulevard is a State highway, classified as a Regional Arterial, with the highest traffic volumes in the City. Rosecrans Avenue, also a Major Arterial, has the second highest traffic volume in the City. Both streets have intersections that currently operate at unacceptable levels of service, with Sepulveda Boulevard and Rosecrans Avenue being the second worst Level of Service in the City both during the midweek PM peak hour and on Saturdays. Marine Avenue is a minor arterial with an inadequate driveway width that impacts on-site circulation, emergency vehicle access, and delivery truck access to the site. The roadways are not to current ADA standards and cannot adequately accommodate future needs for emergency vehicle access, pedestrian, bicycle, and transit linkages. The City has no traffic or development impact fees, as contemplated by the General Plan Policies, for regional growth and planned improvements which need to be provided. Improvements to surrounding roadways will benefit the project as more than half of the new square footage and about one-third of the new parking will be concentrated in the northeast corner of the site, which will be accessed from Rosecrans Avenue and Village Drive. The valet parking and pick-up/drop-off areas will be located near Sepulveda Boulevard and 33rd Street, which will focus new vehicle traffic at this intersection. The area will also provide two-thirds of the new parking. The existing Fry's driveway on Sepulveda Boulevard impacts the regional plan to widen the Sepulveda Boulevard Bridge (just south of the driveway). Improvements are needed to allow the driveway to remain in place and serve the current tenant while allowing the proposed bridge widening in 2015. Providing roadway dedication, improvements, and fair-share contributions will improve the regional roadway networks surrounding and servicing the project site. The improvements are needed for safety, to accommodate emergency vehicles, improve flow of traffic, and improve the regional transportation network on surrounding arterials.
 - vi. The conditions will be consistent with General Plan Infrastructure Goals and Policies that require the following:
 - Provision of a balanced transportation system that allows the safe and efficient movement of people, goods, and services throughout the City;
 - Dedication of land for roadway or other public improvements by property owners at the time of new construction or substantial remodeling, as appropriate and warranted by the project;
 - Upgrade of all major intersections and arterial streets to keep traffic moving efficiently;
 - Addition of traffic lanes and/or other traffic improvements for ingress to and egress from new developments along arterials, where necessary, for traffic and safety reasons;

- Coordinate with the neighboring cities and regional and sub-regional agencies to widen and upgrade all major intersections and associated street segments within the City and adjacent jurisdictions to optimize traffic flows.

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

- a. Existing and proposed improvements within the site are or will be developed in accordance with the purpose and standards of Zoning District in which it is located. A variety of retail, restaurant, office, and specialty uses exist and are proposed to continue. Parking and landscaping will be provided at a rate above that required by code.
- b. A variety of commercial uses will be allowed, but limitations and prohibitions will be placed on certain uses to ensure that project complies with the intent and purpose of the Code.
- c. The proposed project and future improvements to the site will be consistent with each of the eleven Sepulveda Boulevard Development Guide development criteria as previously outlined in this document.
- d. Conditions of approval as discussed above will ensure consistency with the provisions of the Code, and other guiding Policy documents.

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. The proposed project will not result in adverse impacts as the project description considers nearby properties by considering design features, site plan, layout of buildings, and parking structures.
- b. The project includes conditions of approval related to traffic, parking, noise, security, landscaping, lighting, signage, utilities, and other provisions to ensure that there will not be adverse impacts.
- c. The Project will not be adversely impacted by nearby properties, as the surrounding land uses are commercial and residential and will not impact the site. The industrial land use, Chevron Refinery in the City of El Segundo to the northwest of the site is separated by two major arterial streets (Sepulveda Boulevard and Rosecrans Avenue) as well as a large landscaped berm. These features mitigate adverse impacts.
- d. Proposed lighting will produce minimal off-site illumination onto nearby residential properties while still accomplishing the goals of enhancing security, pedestrian and vehicular path of travel, and parking space illumination. Residentially-zoned properties are located more than 250 feet to the south and east of the nearest proposed parking deck light source. Residences to the west of Sepulveda Boulevard are approximately 600 feet from existing or proposed lighting in the project area. Lighting is also screened by mature vegetation, oblique orientation of buildings, light standards, LED fixtures with shielding and direct (not dispersed) lighting patterns, as well as screening by existing buildings.

Variance Findings

S. Pursuant to Section 10.84.060B of the Manhattan Beach Municipal Code, the following findings are made regarding the Variance application.

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;

- a. The project site is developed as a regional shopping center that is unique in that it is the largest commercial retail building and site, with 44 acres, in the City of Manhattan Beach. The majority of the site is zoned Community Commercial due to its size, variety of uses and market area. This is the only site in the City of Manhattan Beach with this zoning. Because the site is so large there is a varying topography. Additionally, the northwest corner of 3.6

acres is separated by a deep culvert, a previous railroad right-of-way, that creates significant topographic challenges.

- b. The large site and the exceptional topographic variety make it difficult to construct large commercial buildings, and to integrate the new buildings into the site where the existing buildings already have a Variance to exceed the height limit, without exceeding the height limits with the new construction. Additionally the Macy's expansion adds onto a building that exceeds the height limit and matches the height and floor plates of the existing two-story building.
- c. The historic hydrocarbon soil contamination on the site limits the ability to grade down significantly as well as significantly limits the ability to expand parking or commercial buildings below the ground.

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*

- a. The granting of the variance to allow additional building height will not obstruct views from surrounding properties.
- b. The site is situated in an area of the City that is fully developed and relatively devoid of natural resources. The new project will be constructed to meet LEED silver standards, will include shade trees to increase energy efficiency, electric vehicle charging facilities and will provide water quality upgrades to protect natural resources.
- c. The proposed height variance would not be substantially detrimental to properties in the vicinity as they will not be impacted by aesthetics, shade/shadow, and visual impacts due to the project design, site conditions, screening, landscaping, and architectural features. Additionally, the rolling topography of Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue streets alleviates adverse impacts generally seen with increase building heights.
- d. Some existing building heights extend to 42 feet, 20 feet higher than the 22-foot maximum height, as approved with the current Master Use Permit and Variance. Application of the 22-foot height restriction (due to a roof pitch of less than 4:12), and 30 feet in areas with structure parking, creates difficulties to balance the community's interest in a shopping center with the provision of ample parking, attractive architecture, improved circulation, and diverse land uses.
- e. The historic hydrocarbon soil contamination on the site limits the ability to grade down and significantly limits the ability to expand parking or commercial buildings below ground.
- f. The buildings over the height limit have relatively large setbacks from adjacent land uses, are adjacent to major arterial roadways, and will not create adverse light, shadow or massing impacts.
- g. The new buildings that are 26 to 32 feet in height are setback more than 180 feet from Sepulveda Boulevard and there is a row of existing buildings between Sepulveda Boulevard and the new structures that exceed the height limit. The Macy's expansion at 42 feet in height, plus limited features up to 56 feet in height, is more than 500 feet from Sepulveda Boulevard. All new buildings are more than 900 feet from Marine Avenue. The Macy's parking structure at the Northeast corner is about the same height as the existing Medical building at 1220 Rosecrans, immediately adjacent to the east, is setback about 20 to 30 feet from Rosecrans Avenue and the frontage on Rosecrans Avenue is limited and consistent with surrounding the buildings mass, scale and height.
- h. The proposed maximum height of 56 feet is limited to a few elevator overruns which have relatively small mass in comparison to the rest of the structure(s). The proposed buildings are 42 feet tall and a maximum of 44 feet tall with architectural features. The parking decks are approximately 26 feet plus up to 32 feet with architectural features. These maximum structure heights are similar to existing heights of 42 feet for the Macy's and main Mall buildings.

- i. The high quality of design will attract new tenants and maintain a diverse and quality mix of tenants. It is not reasonably feasible to accomplish the project without increasing the height envelopes of new development. Without these increases in the height envelopes, it is difficult to re-orient key parking, maintain or enhance vehicular, pedestrian and bicycle circulation, provide significant new landscaping, plaza areas, open space and upgrade the overall site. The additional height needed for the expansion project is integral to the continuing improvement of the shopping center.

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.

- a. The subject property is the largest single commercial development in the City. There are no other similarly-sized properties in the same zoning area and district. This property is the only property in the City that is zoned Community Commercial. The additional height needed for the expansion Project is integral to the continuing improvement of the Mall for attractive architecture, fluid circulation, and diverse commercial land uses, with adequate parking. The proposed Project enhances the ability and willingness for anchor tenants to remain on the site and expand, consistent with the purpose of providing quality commercial uses in the area.

Sign Exception Findings

T. Pursuant to Section 10.72.080 of the Manhattan Beach Municipal Code, the following findings are made regarding the Sign Exception application.

1. 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;

- a. The site is surrounded directly by commercial and industrial uses on the north, northeast, west and south, and by residential uses to the east, with residential beyond on the west, south and east sides. Most adjacent residential, commercial, and industrial uses are separated from the subject site by distance, streets, topography, landscaping and/or physical development and would not be impacted by the proposed sign exception, as conditioned. The proposed sign exception would be consistent with the Community Commercial and General Commercial zoning districts, since it will provide uniform site signage that is attractive and outdated signage will be removed. Clear consistent signage will direct visitors to the site, instead of having vehicles cut through streets that do not directly access the site. Much of the signage is on the interior of the site and is not even visible from the surrounding public rights-of-way or from surrounding properties.
- b. The scale, size, and function of the shopping center is such that the 2002 Master Sign Program needs to be updated and enhanced to promote and advertise key retail tenants without negatively impacting the experiences of pedestrians, drivers and passengers, or residential land uses.
- c. Tenants benefit from signage that attracts visitors but doesn't detract from well-designed exterior building facades. Signage will relation to building wall materials and colors, without creating aesthetic or light/glare impacts.
- d. The proposed signs will enhance the center by providing a consistent visual identity and will appear less bulky in that they will generally be at a lower height and more updated than the existing signs.
- e. The rolling topography of Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue streets alleviates adverse impacts generally seen with increased signage as visibility is limited.

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

- a. A comprehensive Master Sign Program across the entire site alleviates confusion to visitors, the need to consult personal digital devices for directions, and provides tenants with assurance that visitors can self-direct towards desired destinations.

- b. The three individual property owners (RREEF, Macy's and Hacienda) agreed to, and are developing their properties to operate as an integrated commercial property. They can now realize a planned development and signage will be harmonious and consistent.
- c. The enhanced signage increases the potential for visitors to readily grasp the diverse shopping and restaurant opportunities on the site.
- d. The sign exceptions will promote and advertise certain retail tenants without impacting the experiences of pedestrians, drivers and passengers, or adjacent residential land uses.
- e. The proposed signage will direct people to the parking structures while being compatible with the architecture and site design.
- f. The project will be enhanced by one Master Sign Program with consistent signage. The proposed 9,500 square-foot cap will not result in a change to the perceived number or density of signs across the entire site since the amount of signage will be in proportion to the square footage of new buildings constructed, and many of the new signs will be on the interior of the project and not visible from the public rights-of-way, or surrounding properties.
- g. The exception is warranted since the shopping center is the largest retail property of its kind in the City, has four major frontage roads, and has multiple internal streets, driveways, and walkways. The signs are necessary to attract and guide visitors from Sepulveda Boulevard, Rosecrans Avenue, Marine Avenue, and Village Drive.

3. *The proposed sign exception is consistent with the legislative intent of this title;*

- a. The exceptions, as conditioned, will promote preserving the character and quality of the area consistent with the character of Area District II.
- b. The signage will use high quality and attractive materials, blending with the architectural theme of the Mall expansion, while enhancing and supporting the retail commercial environment of Sepulveda Boulevard.
- c. The proposed sign program, including new pole sign design and placement, is consistent with the Sepulveda Development Guide.

Section 2. The Planning Commission of the City of Manhattan Beach hereby APPROVES the subject Master Use Permit Amendment, Variance (for building height), Sign Exception/Program for a remodel and expansion of the Manhattan Village Shopping Center, subject to the following conditions:

GENERAL/PROCEDURAL

1. **Compliance.** The project shall be in substantial compliance with the plans, application material and project descriptions in the applications as well as the Final EIR submitted to and approved by the Planning Commission on June 26, 2013. All development must occur in compliance with the proposal as set forth in the applications for said permits, subject to any conditions set forth within this Resolution. Any substantial deviation from the approved plans, application material and project descriptions in the applications as well as the Final EIR, except as provided in this approval, shall require review by the Director of Community Development and a determination if Planning Commission review and an amendment to the Master Use Permit or other approvals are required.
2. **Lapse of Approval.** The Use Permit shall lapse three (3) years after its date of approval unless implemented or extended in accordance with Manhattan Beach Municipal Code (MBMC) Section 10.84.090.
3. **Terms and Conditions are Perpetual.** These terms and conditions shall be perpetual, and it is the intention of the Director of Community Development and the permittee to bind all future owners and possessors of the subject property to the terms and conditions. Further, the applicant shall record the conditions of approval of this Resolution with the Office of the County Clerk/Recorder of Los Angeles. The format of the recording instrument shall be reviewed and approved by the City Attorney.
4. **Review.** All provisions of the Master Use Permit, Variance, and/or Sign Program/Exception are subject to review by the Community Development Department six months after occupancy and yearly thereafter. At any time in the future, the Planning Commission or City Council may review the Master Use Permit, Variance, and/or Sign Program/Exception for the purposes of revocation or modification,

subject to the provisions in Chapter 10.84.090 - Lapse of approval—Transferability—Discontinuance—Revocation of the Manhattan Beach Municipal Code. If the Director of Planning Commission determines that the project is creating traffic or land use impacts that were not anticipated in the EIR, additional conditions may be imposed after providing notice to the applicant and a public hearing thereon.

5. **Interpretation.** Any questions of intent or interpretation of any condition will be resolved by the Planning Commission.
6. **Fish and Game.** Pursuant to Public Resources Code section 21089(b) and Fish and Game Code section 711.4(c), the project is not operative, vested or final until the required filing fees are paid.
7. **Effective Date.** Unless appealed to the City Council, the subject Use Permit shall become effective when all time limits for appeal as set forth in MBMC Section 10.100.030 have expired.
8. **Tenant Space Chart.** Upon submittal of any request for business license, or application for building permit, which involves the alteration or enlargement of any tenant space, or the introduction of any new business within an existing tenant space, the applicant shall provide an up to date site-wide tenant space chart which includes all of the tenants and properties within the Manhattan Village Shopping Center. The space chart shall include detailed area breakdowns subject to the review and approval of the Director of Community Development. The required space chart shall be consistent in format, and information provided with Exhibit A (Manhattan Village Shopping Center Leasable Area Tabulation- June 18, 2013) attached hereto. The space chart shall also include any outdoor dining areas. The information shall include tenant street addresses and suites, existing and proposed tenants, and evidence that the proposed alteration / tenant will provide adequate parking and loading as required by applicable parking standard.
9. **Legal.** Applicant shall defend, indemnify, and hold the City, its elected officials, officers, employees, volunteers, agents, and those City agents serving as independent contractors in the role of City officials (collectively "Indemnitees") free and harmless from and against any and all claims (including, without limitation, claims for bodily injury, death, or damage to property), demands, obligations, damages, actions, causes of action, suits, losses, judgments, fines, penalties, liabilities, costs, and expenses (including, without limitation, attorneys' fees, consequential damages, disbursements, and court costs) of every kind and nature whatsoever (individually, a "Claim," collectively, "Claims"), in any manner arising out of or incident to: (i) this approval and related entitlements, (ii) the City's environmental review of this project, (iii) any construction related to this approval, or (iv) the use of the property that is the subject of this approval. Applicant shall pay and satisfy any judgment, award or decree that may be rendered against City or the other Indemnitees in any such suit, action, or other legal proceeding arising out of or incident to this approval, any construction related to this approval, or the use of the property that is the subject of this approval. The City shall have the right to select counsel of its choice. Applicant shall reimburse the City, and the other Indemnitees, for any and all legal expenses and costs incurred by each of them in connection therewith or in enforcing the indemnity herein provided. Applicant's obligation to indemnify shall not be restricted to insurance proceeds, if any, received by Applicant or Indemnitees. This indemnity shall apply to all Claims and liability regardless of whether any insurance policies are applicable. Nothing in this Section shall be construed to require Applicant to indemnify Indemnitees for any Claim arising from the sole negligence or willful misconduct of the Indemnitees. In the event such a legal action is filed challenging the City's determinations herein or the issuance of the approval, the City shall estimate its expenses for the litigation. Applicant shall deposit said amount with the City or enter into an agreement with the City to pay such expenses as they become due.

AESTHETICS

10. **Landscape/Hardscape/Lighting Sitewide Plan.** The Project shall provide and maintain consistent drought tolerant landscape, shade trees, hardscape, and lighting improvements throughout the Mall site. The improvements shall generally be consistent with the plans reviewed and approved by the Planning Commission as determined by the Community Development Director. Mature trees and other landscaping, to screen and soften the parking structures shall be provided particularly in the areas without buildings adjacent to the perimeter of the structures, and throughout the surface parking lot. A minimum of 1 tree per 10 parking spaces in the structures and 1 tree per 6 surface parking space, minimum 24-inch box size, shall be provided. If it is shown through a photometric study that reducing the number of light standards on top of the parking structures will decrease off-site impacts, then the light standards shall be reduced in number and may be replaced with lower lighting to minimize impacts, such as wall packs and bollards. All new light fixtures shall be LED and have shields installed. After Mall closing hours the light fixtures on and in the parking lots and

structures shall automatically be dimmed, or lowered in intensity. The applicant shall also evaluate the feasibility of modifying or replacing other on-site lighting with fixtures that reduce off-site illumination and are more energy efficient. The applicant shall submit a detailed Plan to the City Police, Fire, Public Works and Community Development Departments and the City Traffic Engineer for review and approval with the submittal of plans for Phase I. Improvements shall be installed per the approved Plan prior to the issuance of the first building final for each Phase, except that improvements associated with the off-site linkages and on-site improvements outside of the 18-acre Development Area as identified in the Final EIR shall be installed prior to the completion of Phase I, as determined to be feasible by the Community Development Director.

11. **Signage Site-wide Plan/Master Sign Program.** The Project shall provide consistent signage improvements throughout the Mall site. The total square footage of signage for the entire site shall not exceed 9,500 square feet, as defined by the Code. All of the signage shall not be located in Phases I and II, but the Master Sign Program shall consider and allocate an appropriate ratio of signage for future Phase III signage. The sign improvements shall generally be consistent with the submitted project plans and project description with the following revisions:
- a. Signs shall be compatible with their related buildings and not be crowded within their locations or backgrounds. Harsh plastic or illuminated backgrounds shall be avoided, and low profile monument signs are encouraged.
 - b. Roof signs are prohibited.
 - c. All signage on parking structures shall be accessory to the structure through the design, color, location, size and lighting; while the parking structure architecture shall dominate. Any tenant signage on a parking structure shall have a locational relationship and proximity between the parking structure and the tenant. Signage near the top of parking structures shall be discouraged.
 - d. Concept plans for the City Gateway signage at the corner of Rosecrans and Sepulveda shall be submitted for review and approval to the City with the submittal of plans for Phase I. The sign shall not include any commercial advertisement and shall be installed by the applicant after Fry's vacates the Northwest corner property, at a time determined to be appropriate by the City.
 - e. The number and size of any new Department store and non-Department store anchor wall signs shall be reviewed through the Sign Program. The Director has the discretion through the Sign Program to limit the new Department store and non-Department store anchor wall signs in order to be consistent with the Sepulveda Design Guidelines, the purpose of the Sign Code, and to ensure compatibility and consistency with site design.
 - f. The Fry's pole sign adjacent to the Sepulveda Blvd bridge shall be removed by the applicant when determined to be necessary by the City to accommodate the Sepulveda bridge widening, and the City shall bear none of the cost of removal. The other two Fry's pole signs shall be removed when Fry's vacates the site, they shall not be relocated, modified or used by another tenant.
 - g. All new signs both interior and exterior shall be approved by the property owner or designated representative. Any new signs at 3500 Sepulveda Boulevard and Macy's shall require by their respective property owners or representatives.

The applicant shall submit a Sign Program, including a construction schedule and an inventory of the existing tenant signs, to the Community Development Department that is generally consistent with the sign plan submittal, with the revisions noted, with the submittal of plans for Phase I. The City will review and approve the Sign Program, and the applicant shall install and maintain the improvements per the approved Program.

12. **Construction Screening.** The project shall provide construction screening greater than 6 feet in height as needed in some areas to screen the construction site from view. Graphics shall be provided on the screening to enhance the aesthetics of the site, and the screening shall be maintained in good condition at all times. The applicant shall submit plans for the screening to the Community Development Department, for review and approval, with the submittal of plans for each Phase. The City will review and approve the Plan, and the applicant shall install the screening, per the approved Plan, prior to the issuance of a permit for each applicable Phase.

LAND USE

13. **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 level back on the west side, away from Sepulveda Boulevard, adjacent to the 3500 Sepulveda Boulevard building, or other design as determined by the Director of Community Development to minimize the impact and reduce on-site parking in Phase I. This shall reduce the size of the parking structure by a minimum of 50 spaces. The parking should be added to Phase II- Northeast Corner, and this parking structure may be constructed as a 3-level structure as part of Phase II.
 - b. All conditions within this Resolution that require submittals with Phase I shall be submitted.
 - c. At the culvert parking entry-exit area adjacent to Rosecrans Avenue provide a U-turn or traffic circle with a minimum turning radius of 30 feet, to internally connect both drive aisles.
 - d. Further separate Planning Preliminary Plan Check Review, as defined in Condition No. 17.
14. **Phase II (Northeast corner)**, can only proceed if:
- a. Macy's consolidates their store to the north end of the Main Mall, and another tenant or tenants, occupy the space currently occupied by Macy's Men's at the south end of the Main Mall.
 - b. All conditions within this Resolution that require submittals with Phase II shall be submitted.
 - c. An additional approximate 50 parking spaces (removed from Phase I) are added to the parking structure adjacent to the north side of the new Macy's Department store. This could include the addition of a third level on the structure.
 - d. The vehicular access ramp between the Medical building at 1200 Rosecrans Avenue and the new parking structure is redesigned to accommodate two-way traffic to connect the lower culvert parking to the main Mall level surface parking.
 - e. Existing utilities that are impacted by the construction shall be rerouted to be within the private streets on site or other locations approved by the Public Works Department and any other responsible agencies.
 - f. The Master Use Permit Amendment and any other required land use applications for Phase III- Northwest corner, including a construction schedule, shall be approved by the City prior to the issuance of building permits for Phase II.
 - g. Further separate Planning staff Preliminary Plan Check Review as defined in Condition No. 17.
15. **Phase III (Northwest corner)**. Phase III is not a part of this approval and a future Master Use Permit Amendment and possibly other discretionary approvals, are required through a Planning Commission public hearing process.
16. **Development Area Envelopes and Maximum Heights**. The Development Area Envelopes and Maximum Heights as shown in the Final EIR and the application plans are approved in concept, subject to the project conditions. Planning Staff review is required for the site improvement details through the Preliminary Plan Check Review process.
17. **Preliminary Plan Check Review**. The Applicant shall submit to the City Planning staff for Preliminary Plan Check Review of architectural plans, so show that the project is consistent with the architecture, quality and concept plans as reviewed by the Planning Commission. The plans shall include, but not be limited to, plans, material boards, color samples, renderings, and other visual displays to provide the following:
- a. Building and parking site plan-layout within the Development Area Envelopes.
 - b. Facades/elevations design motifs.
 - c. Colors, textures, and materials as concept design.
 - d. Landscaping, lighting, signage, and common area treatments as concept design.
 - e. Sepulveda/Rosecrans City entry-Gateway signage and treatment.

- f. Streetscape and common-outdoor plaza areas design- pavement treatment, sidewalks, pedestrian crosswalks, street/courtyard furniture, as concept design.

18. **Land Uses and Square Footages.** The following land uses and maximum square footages are approved for the entire Manhattan Village Mall site, for construction of Phases I and II only. The existing Mall contains approximately 572,837 square feet gross leasable area (GLA). The project may add a maximum of 89,872 NET new square feet GLA (99,589 square feet with the Equivalency Program) within the 18.4 acre development area. The entire 44-acre Mall site may not exceed 662,709 square feet GLA (672,426 with the Equivalency Program).

For any proposed square footage that exceeds 662,709 square feet, up to the 672,426 square foot cap, the applicant shall submit traffic and parking data for review by the Community Development Department and the City Traffic Engineer to determine if the proposal is consistent with the trip generation and parking thresholds established in the Certified Final EIR and the Equivalency Program. The study shall include an update of the sitewide list of tenants in Exhibit "A", uses and GLA, and the applicant shall pay the cost of the City Traffic Engineers review.

The site may provide the following land uses, not to exceed the maximum square footage for each land use type:

- a. Retail Sales -No square footage cap.
- b. Personal Services (Beauty salons, Dry-Cleaners, Shoe repair, etc.) - No square footage cap.
- c. Food and Beverage Sales (including Grocery Stores, but excluding liquor stores, convenience stores and other high traffic generating or high parking demand land uses as determined by the Director);- No square footage cap.
- d. Offices, Business and Professional-69,300 square feet for Business and Professional offices. 21,800 square feet for Medical and Dental offices (existing square footage rounded, no additional allowed).
- e. Banks, Savings and Loans- 36,200 square feet (existing square footage, no additional allowed).
- f. Eating and Drinking Establishments (restaurants) -89,000 square feet, include outdoor dining areas for restaurants that provide full table service.
- g. Uses identified as permitted (by right) in the underlying zoning district (CC) which are not included in this Master Use Permit shall be left to the discretion of the Director of Community Development to determine if Planning Commission review is required.

The following uses are not permitted by this Master Use Permit:

- a. Personal Improvement Services (Gyms, Dance studios, Trade schools, etc).
- b. Liquor stores, convenience stores and other high traffic generating land uses as determined by the Director of Community Development.
- c. Commercial Recreation and Entertainment (Indoor Movie Theaters, bowling alleys, ice skating, etc.).
- d. Bars.

19. **Fry's future tenant.** Any new tenant proposed to occupy the building on the Fry's 3600 Sepulveda Boulevard site shall require Planning Commission review and approval through a master Use Permit Amendment and a duly noticed public hearing. Criteria and potential impacts to consider include but are not limited to, traffic, parking, access, land use compatibility including Gateway statement, length of tenancy, security/crime, noise, light, hazards, vibrations, odors, aesthetics, and demand on public services.

20. **Alcohol Off-site Sales.** The sale of alcohol other than for on-site consumption at an eating and drinking establishment shall require an amendment to the Master Use Permit at a duly noticed public hearing, unless otherwise permitted in this Resolution.

21. **Restaurant Drive-Through.** There shall be no Restaurant drive-through service allowed in conjunction with any existing or proposed Eating and Drinking Establishment.

22. **Restaurant Hours.** Restaurant uses, including the service of alcoholic beverages, except as noted in Conditions No. 55 and 59, shall limit their hours of operation to be open a maximum of 6:00 a.m. to 2:00 a.m., seven days a week.
23. **Restaurant Alcohol.** Any restaurant, except as noted in Conditions No. 58 and 60 (Tin Roof Bistro special event dining room-3500 Sepulveda Boulevard), may provide full alcohol service which is incidental to, and in conjunction with, the service of food provided that such use does not include a retail bar, to a maximum area of 89,000 square feet site-wide as set forth in Condition No. 18. This approval shall operate within all applicable State, County and City regulations governing the sale of alcohol. Any violation of the regulations of the Department of Alcohol and Beverage Control as they pertain to the subject location, or of the City of Manhattan Beach, as they relate to the sale of alcohol, may result in the revocation and/or modification of the subject Master Use Permit.
24. **Entertainment.** Any entertainment proposed (with the exception of background music, television and no more than 3 games or amusements) shall be required to obtain a Class I Entertainment Permit consistent with the provision of Section 4.20.050 of the Manhattan Beach Municipal Code.
25. **Landscape Maintenance.** Landscaping and maintenance activities (including, but not limited to parking lot cleaning, grounds-keeping and outdoor equipment and shopping cart cleaning) shall occur in accordance with a Landscape Maintenance Plan ("The Maintenance Plan") approved by the Director of Community Development. The Maintenance Plan shall establish permitted hours of operation for specific maintenance activities and areas of the shopping center, based on compatibility with nearby land uses, both on and adjacent to the center. All landscaping materials shall be maintained to the satisfaction of the Director of Community Development.

NOISE

26. **Deliveries.** Delivery activities that are contiguous to residentially zoned and improved properties shall be limited to between 7:00 a.m. and 10:00 p.m. Monday through Friday and between 8:00 a.m. and 10:00 p.m. on Saturdays, Sundays and major holidays, including New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, and Christmas Day. Delivery operations shall be conducted in such a manner so as not to exceed applicable residential noise standards. The term "delivery activities" shall include, but not be limited to the presence of workers or delivery trucks at the business site even if not actual delivery work or unloading is being done. It shall also include vehicles or delivery equipment being started or idled, playing of radios, tape players or other devices, loud talking, and unloading of materials. Business delivery doors shall not be opened before hours of permitted deliveries as specified herein. Delivery vehicles shall park in designated commercial loading areas only and shall not obstruct designated fire lanes.
27. **Trash Collection.** Routine trash collection on the entire site shall occur after 9:00 a.m. and before 10:00 p.m. Construction material trash collection activities (drop off and pick-up) shall be limited to hours of permitted construction as specified in the City's Noise Ordinance, or between 7:30 and 6:00 p.m. Mondays through Fridays, and between 9:00 a.m. and 6:00 p.m. on Saturdays.

FIRE

28. **Fire Emergency Response Plan.** A Plan for fire lanes, fire sprinklers, fire hydrants, and other Fire emergency response requirements shall be provided and maintained throughout the 44-acre Mall site. The Plans shall include but not be limited to the following:
 - a. Provide a minimum vertical clearance of 15 feet and horizontal clearance of 20 feet for Fire vehicle access under all bridges and other overhead structures on Village Drive, Cedar Way, Carlotta Way, Fashion Boulevard, and within the lower level culvert parking area. This is intended to allow ambulance-paramedic vehicle access throughout the site, but not within the parking structures. Village Drive, Cedar Way, Carlotta Way, Fashion Boulevard, and within the lower level culvert parking area, and any other required roadways, shall be designated as Fire lanes as determined by the Fire Department, shall allow "no stopping" on both sides and be clearly marked. Additional lane width will be required in certain areas to accommodate vehicle turning movements and bicycles.
 - b. All parking structures shall provide a minimum vertical clearance of 8'-2" for disabled/ADA access. All parking structures shall also have the required stand pipes, sprinklers, hydrants, perimeter and internal access, gurney size elevators, exterior stairs, etc. for Fire suppression.

- c. The applicant shall provide a “gator” or similar gurney transport vehicle on the site to provide Fire Department access within the parking structures and other remote areas.
- d. Fire hydrants shall be located within 15 feet of the Fire Department Connections (FDC), and the FDC and related double check valve assembly shall be integrated into the design of the buildings to screen the valves but allow clear visibility and access to the FDC, subject to Fire and Community Development Department approval.
- e. Upgrade to current standards the Opticom emergency vehicle preemption devices at all signalized intersections adjacent to the project site.
- f. An Emergency Response Plan that includes 24/7 on-site personnel to direct emergency response teams to the exact location of incidents shall be provided.
- g. The applicant shall work cooperatively with the Fire Department to provide, if feasible, a pedestrian ramp or at-grade access at the rear of the Mall to facilitate the safe removal of patients from that location.

The applicant shall submit the Plan to the City Fire and Community Development Departments with the submittal of plans for each Phase, including an implementation and maintenance schedule. The City will review and approve the Plan, and the applicant shall install, implement and maintain the improvements and requirements per the approved Plan.

POLICE

- 29. **Police Holding Office.** The Project shall 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. The location of the office is subject to Police Department review and approval but it must have access from the interior of the Mall, such as from a corridor, and exterior access is not required. 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 interviewing and consulting with victims, witnesses, and others with security issues and concerns. The area will provide for storage of Security and Safety Educational material for Police use. The applicant shall submit plans to the City Police and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Plan, and the applicant shall install the improvements per the approved plan prior to the issuance of the first building final for Phase I.
- 30. **Security Cameras.** The Project shall provide security cameras throughout the parking structures and surface parking lots for the entire Mall site to the satisfaction of the Police Department. A Phasing plan for the installation of the cameras that considers construction Phasing on the site shall be provided. 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. The applicant shall submit plans to the City Police and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Plan, and the applicant shall install the improvements per the approved Plans.
- 31. **Police Special Event/Security and Cedar Way Plan.** The Project shall provide a Holiday/Sales-Special Events/Peak Customer Security, Traffic and Parking Control Plan as part of the overall Security Plan detailed in the Mitigation Measures of the EIR. The Plan shall include a provision for reimbursement of Police services when additional services are required. The Plan shall include an update and amendment to the existing Vehicle Code and Parking Enforcement Agreement (June 1, 1987) between the City and the Mall to ensure adequate enforcement mechanisms are in place. The Plan shall also provide for the possibility of closing Cedar Way during Special Events, and shall include a periodic review of the operations of Cedar Way to determine if the core area should be closed to vehicular traffic and limited to pedestrians, bikes and emergency vehicle access only. The applicant shall submit the Plan to the City Police, Fire and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Plan, and the applicant shall implement the provisions as detailed in the approved Plan.
- 32. **Package Holding and Delivery.** The Project shall provide a package holding and delivery service for customer use for purchases at all tenants throughout the Mall. The Plan for the secure location and operation of the service shall be subject to the City Police Department review and comments and the Community Development Department 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 for transporting purchases to their destination. The applicant shall submit Plans to the City

Police and Community Development Departments with the submittal of plans for Phase I. The City will review and comment/approve the Plan, and the applicant shall install the improvements per the approved Plan prior to the issuance of the first building final for Phase I.

TRANSPORTATION, CIRCULATION AND PARKING

33. **Veterans Parkway Linkage Plan.** The Project shall provide bicycle and pedestrian paths under the Sepulveda bridge and onto the project site 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, to create an inviting entry and secure environment, and to connect the site. A Phasing plan for construction of the improvements that considers construction Phasing on the site, as well as the Sepulveda Bridge widening construction, shall be provided. The applicant shall submit Plans to the City Police, Fire, Public Works and Community Development Departments, the City Traffic Engineer, and if necessary Caltrans, with the submittal of plans for Phase I. The City, and any other agency with jurisdiction, will review and approve the Plan, and the applicant shall install the improvements per the approved Plan. The City shall maintain the public portions, and the Mall shall maintain the private portions.
34. **Bicycle and Pedestrian Plan.** The project shall provide bicycle and pedestrian improvements throughout the site, including the perimeter of the project site, with interconnected walkway and bicycle networks and linkages to off-site improvements and transit (including pavement treatment, raised intersections, improved pedestrian crossings, bike parking, arrows, etc.) Crosswalks with activated flashing beacons on key uncontrolled crossings on Carlotta Way, such as at the culvert crossing north of the 3500 Sepulveda Boulevard building shall be provided. A dedicated separate bikeway under the Sepulveda bridge, through the project site, and connecting to Village Drive shall be provided. The bikeway in the culvert shall connect from under the Sepulveda Bridge and up to the Fry's site, but it does not need to continue and connect to Rosecrans Avenue. A separate pedestrian pathway shall link the entire length of the culvert (Sepulveda Bridge to Rosecrans Avenue). The bike network shall connect on and off site and to the bike racks/lockers/facilities, with racks distributed in key locations. 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 approved by the Planning Commission, 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. All access shall meet ADA requirements.

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 Final EIR shall be installed prior to the completion of Phase I, as determined to be feasible by the Community Development Director.

The applicant shall submit a Plan to the City Police, Fire, Public Works and Community Development Departments and the City Traffic Engineer with the submittal of plans for Phase I. A Phasing plan for construction of the improvements that considers construction Phasing on the site, as well as the Sepulveda Bridge widening construction, shall be provided. The City will review and approve the Plan, and the applicant shall install and maintain the improvements per the approved Plan.

35. **Pedestrian Off-site Linkage Plan.** The Project shall 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. The applicant shall submit the Plan to the City Police, Fire, Public Works and Community Development Departments and the City Traffic Engineer with the submittal of plans for Phase I. The City will review and approve the Plan, and the applicant shall install the improvements per the approved plan prior to the issuance of the first building final for Phase I.
36. **Employee Parking Program.** The Project shall provide an Employee Parking Management Program to encourage remote parking, parking in the lower culvert area, off-site parking, walking, biking, transit use, carpooling and other forms of alternative and non-motorized transportation, and incentives to reduce employee parking. Street or other public parking, other than the leased City parking lot off of Village Drive, shall not be used for employee parking. The Program shall actively promote reducing employee parking, shall prohibit parking in structures and certain surface lots during the peak parking season, and shall include active enforcement by Mall personnel. The

Program shall be submitted to the Community Development Department and the City Traffic Engineer for review and approval with the submittal of plans for Phase I and annual reporting shall be provided. The City will review and approve the Program, and the applicant shall implement the Program and install any required improvements per the approved Program prior to the issuance of the first building final for Phase I. The Program shall be adjusted annually if needed to manage the parking supply as determined by the City.

37. **Valet Parking Management Plan.** The Project shall provide a Valet Parking Management Plan to designate valet parking areas, circulation, hours, rates, validations, operations, terms, remote drop-off/pick-up location, signage, passenger drop-off and pick-up, etc. The Plan shall be submitted to the Community Development Department and the City Traffic Engineer for review and approval with the submittal of plans for Phase I. The City will review and approve the Plan and the applicant shall implement the prior to the issuance of the first building final for Phase I.
38. **Electric Vehicle (EV) Charging.** The applicant shall install and maintain for public use, EV parking/charging stations throughout the parking lots and/or parking structures, provided at a ratio of a minimum of 2% of the total on-site parking spaces. The stations shall provide a Level 2 charging capacity (208-240 volts), may charge prevailing rates for the purchase of the energy, and the parking spaces will be designated for the exclusive use of EV charging. The applicant shall install and maintain solar panel structures for energy generation and to provide shaded parking on upper parking deck levels or in surface parking in areas that will not significantly limit views of the site signage. The applicant shall submit plans including a construction schedule to the Community Development Department with the submittal of plans for Phase I. The City will review and approve the Plan, and the applicant shall install the improvements per the approved Plan with each Phase.
39. **Sepulveda Boulevard.** The retention, modification, relocation and/or removal of the existing Fry's driveway off Sepulveda Boulevard that accesses the Northwest corner parcel is subject to review and approval of Caltrans and the City Public Works, Fire, Police and Community Development Departments. The applicant shall reimburse the City the \$12,455 cost of the Caltrans required Traffic Stimulation Study that evaluated the impact of the Fry's driveway to the traffic flow on Sepulveda Boulevard. The Driveway Plan may be phased, allowing the following. a) Through the end of 2016, or when Fry's vacates the site whichever comes first, the existing driveway condition (entry and exit, right in and out) may remain, b)- At the end of 2016, or when Fry's vacates the site whichever comes first, the driveway must be reconfigured/relocated to be entry, right-in only, c) At the end of 2016, if Fry's continues to occupy the site or if at any time another tenant occupies the existing site, the driveway must be reconfigured/relocated to be entry, right-in only, d) If at any time the site is vacant for 6 months or more then the driveway must be removed, and the curb, gutter, sidewalk and any other required improvements installed by the applicant as soon as possible, as determined by the City, unless building plans for Phase III, Northwest corner development, have been approved and permits have been issued, and e) If the driveway is removed any future driveway for the Phase III- Northwest Corner development shall be entry right-in only. Plans for the driveway modifications or removal/relocation and related improvements shall be submitted to the City and Caltrans with the submittal of plans for Phase I, and shall include a schedule for the completion of the improvements. The driveway modifications or removal/relocation and related improvements shall be completed by the applicant per the approved Plan.

The applicant shall also be required to dedicate land or submit and record an irrevocable offer to dedicate (IOD) land, and construct, or fund the construction of, any required improvements related to the driveway on Sepulveda, subject to the City of Manhattan Beach Public Works and Caltrans approval. The required lane width, sidewalk, driveway access design, disabled accessibility, acceleration/deceleration lane, and other improvement details shall be subject to City of Manhattan Beach Public Works and Community Development Departments and Caltrans approval. The applicant shall coordinate the driveway and other improvements with the Sepulveda Bridge widening project. The schedule for the dedication or IOD and related improvements shall be included with the Plans for the driveway modifications or removal/relocation.

The applicant shall submit the dedication, or irrevocable offer to dedicate (IOD), required for Sepulveda bridge widening, subject to the City of Manhattan Beach Public Works and Community Development Departments and Caltrans review and approval. The IOD shall also include a temporary construction staging area in the culvert area northeast of the bridge for bridge construction, and access from the staging area to Rosecrans Avenue. The IOD's shall be submitted prior to the submittal of plans for Phase I. The dedications and any other requirements related to the dedications shall be completed prior to the issuance of permits for Phase I, or prior to the beginning of bridge widening project, whichever comes first. The City and Caltrans, if required, will review and approve the dedication or IOD, and the applicant shall implement the provisions as detailed in the approval.

40. **Rosecrans Avenue.** The applicant shall provide an irrevocable offer to dedicate (IOD), for a new acceleration/deceleration lane and improved sidewalk on the south side of Rosecrans Avenue, beginning a minimum of 165 feet west of the existing westernmost (Fry's) driveway to the easternmost driveway off of Rosecrans prior to issuance of permits for Phase I. The IOD shall provide for a 12 foot curb lane width and 8 foot sidewalk; however, the sidewalk shall be continuous from Sepulveda Boulevard to Village Drive. The applicant shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, for the portion adjacent to the westernmost (Fry's) driveway with the submittal of plans for Phase I, and for the easternmost driveway portion with the submittal of plans for Phase II. The City will review and approve the Plan, and the applicant shall dedicate the property and construct the improvements, or cause the improvements to be constructed, per the approved plans with the construction of Phases I and II, respectively, as determined by the City.
41. **Rosecrans Avenue Median.** The existing median break and left-turn pocket from westbound Rosecrans Avenue, southbound into the existing Fry's driveway that accesses the Northwest corner parcel shall be closed and restored/reconstructed as a median when Fry's vacates the site. The existing median break and left-turn pocket from eastbound Rosecrans Avenue, northbound into an existing curb-cut and driveway apron on the north side of Rosecrans Avenue shall be closed and restored/reconstructed as a median prior to the issuance of building permit finals for Phase I. The applicant shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, as well as the City of El Segundo if any of the improvements are located within that City, for review and approval, with the submittal of plans for Phase I and shall include a schedule for the completion of the improvements. The City will review and approve the Plan, and the applicant shall construct the improvements, or cause the improvements to be constructed, per the approved Plans.
42. **Rosecrans Avenue Left-turns.** On Rosecrans Avenue, no left turns are allowed out of any driveways from the project site to westbound Rosecrans Avenue. The applicant shall submit plans for signage and or other improvements to the Public Works, Police, Fire and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. Any portions of the improvements within another jurisdiction shall also require a permit from that jurisdiction. The City will review and approve the Plan, and the applicant shall install the improvements per the approved plans with the construction of Phase I.
43. **Sepulveda Boulevard and Rosecrans Avenue Corner.** The applicant shall provide an irrevocable offer to dedicate (IOD), for future road and sidewalk widening, corner improvements, ADA access, traffic signal and utility modifications and other improvements as needed to transition and tie together the Sepulveda and Rosecrans improvements, and upgrade the area to current standards, prior to the issuance of permits for Phase I. The applicant shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments, the City Traffic Engineer, and Caltrans for review and approval, with the submittal of plans for Phase I, and shall include a schedule for the completion of the improvements. The schedule for completion of the improvements shall be coordinated with the Sepulveda bridge widening, Fry's Sepulveda driveway, the Rosecrans improvements and other applicable improvements in the area. The City will review and approve the Plan and schedule, and the applicant shall dedicate the property and construct the improvements per the approved Plan.
44. **Village Drive at Rosecrans Avenue.** The applicant shall provide an irrevocable offer to dedicate (IOD) at the southwest corner of Rosecrans and Village, to accommodate improvements for future dual-left turn lanes and improved truck-turning radii, from Westbound Rosecrans Avenue to Southbound Village Drive, prior to issuance of permits for Phase I. The applicant shall submit plans for the improvements to the Public Works and Community Development Departments, and the City Traffic Engineer, with the submittal of plans for Phase I, and shall include a schedule for the completion of the improvements. The schedule for completion of the improvements shall be coordinated with other planned improvements for the area. The City will review and approve the Plan, and the applicant shall dedicate the property and construct the improvements with the construction of Phase II, per the approved Plan.
45. **Village Drive at Rosecrans Avenue (future).** The applicant shall provide an irrevocable offer to dedicate (IOD), to provide for future road and sidewalk widening including a minimum of a six foot dedication on Village, a 40 foot diagonal corner cut off, and a 12 foot dedication on Rosecrans Avenue, to accommodate a wider (6 foot to 8 foot) sidewalk, landscaping, disabled access ramps, traffic signal and utility modifications and other improvements on Village Drive and Rosecrans Avenue, prior to issuance of permits for Phase 1. This will accommodate a total of two lanes Northbound and two lanes Southbound on Village Drive and the required corner transition

improvements at Rosecrans Avenue and Village Drive. If the Medical Building at 1200 Rosecrans Avenue no longer occupies the site, or when there is adequate room to accommodate the improvements, the land shall be dedicated and the applicant shall provide a fair-share contribution to fund the construction of the improvements.

46. **Irrevocable Offer to Dedicate (IOD).** All IOD's shall be recorded with the Los Angeles County Recorder's office. All IODs shall have a project description and include a metes and bounds legal description, prepared by the applicant. All IOD's shall be submitted to the City for review and approval and shall be recorded when required by the City.
47. **Rosecrans Avenue U-turn at Village Drive.** A future "U-Turn" movement from Eastbound Rosecrans Avenue at Village Drive, if the intersection is fully signalized, is acceptable if it can be designed to Traffic Engineering standards, all safety criteria is met and traffic flow is not significantly impacted. The applicant is not required to install the improvements but if they desire to, then they shall submit plans for the improvements to the Public Works, Police, Fire and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. Any portions of the improvements within another jurisdiction shall also require a permit from that jurisdiction. The City will review and approve the Plan, and the applicant shall install the improvements per the approved plans.
48. **Marine Avenue-Cedar Way.** The existing driveway access at Marine Avenue and Cedar Way shall be widened to provide two inbound lanes and three outbound lanes, and shall be designed to accommodate the largest trucks anticipated to make deliveries to the site as well as emergency vehicle access. The widening shall include all related public and private improvements, and dedication of land if necessary, to accommodate the improvements. The applicant shall submit plans for the improvements to the Public Works, Fire, Police, and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. The City will review and approve the Plan, and the applicant shall construct the improvements per the approved plans prior to the issuance of a building permit final for Phase I.
49. **Construction Traffic and Parking Management Plans.** The Construction Parking Management Plan, required as a Mitigation Measure in the Final EIR, shall be implemented during all construction activity, not only during the Thanksgiving through New Year's peak period. The Construction Traffic Management Plan, also required as a Mitigation Measure in the Final EIR, shall also address, but not be limited to the following; the management of all construction traffic during all phases of construction, including delivery of materials and parking of construction related vehicles; driver-less vehicles blocking neighbors' driveways without written authorization; the overnight storage of materials in the roadway; and limiting the hours of construction deliveries on weekend mornings where such activities including driving, parking and loading/unloading in areas adjacent to residential uses. The applicant shall submit the Plans, and an implementation schedule to the Public Works, Fire, Police, and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. The City will review and approve the Plans, and the applicant shall implement the Plans in accordance with the approved schedule.
50. **Traffic, Circulation, and Parking Plan.** A Plan for all parking and roadway striping, signage, pavement treatment (including sharrow markings), pedestrian and bike access shall be provided throughout the 44-acre Mall site. The Plans shall include but not be limited to the following:
 - a. No compact parking spaces shall be allowed unless approved by the Director of Community Development.
 - b. Disabled access parking spaces that exceed the minimum number of required spaces, evenly distributed throughout the site at convenient locations.
 - c. Parking structures shall have a minimum of two vehicle entry-exit points and three if over 400 spaces, and shall provide parking occupancy systems with permanent electronic displays showing unoccupied spaces on each level.
 - d. Parking shall be provided at a minimum ratio of 4.1 spaces per 1,000 square feet of gross leasable floor area (GLA).
 - e. Parking shall not be reserved for any particular user, except for disabled, and EV charging, or as designated in the approved Employee and Valet Parking Plans.
 - f. Passenger loading zones shall be provided near the Village Shops.

- g. Any intersection improvements anticipated to be completed in the EIR traffic study that are not completed prior to the completion of Phase I shall be completed by the applicant.
- h. At a minimum, the central core portion of Cedar Way (between buildings “E” and “F” and the main Mall building) with decorative pavement shall be constructed without curbs, and landscaping, bollards or other architectural or hardscaping improvements shall be used to prevent vehicles from driving onto pedestrian only walkways. Parking and loading shall be prohibited in the decorative pavement area.
- i. Separate pedestrian walkways shall be provided to all parking structures.
- j. Truck loading spaces shall be provided close to all buildings.
- k. A U-turn or traffic circle shall be provided in the culvert parking area near Rosecrans to internally connect both aisles with a minimum outside turning radius of 30 feet.
- l. Northbound left-turn pockets shall be provided on Carlotta Way at 27th and 30th Street entry points, as well as a two –way internal drive aisle at 30th street between Carlotta Way and Cedar Way, a second two-way drive aisle at another location, and no dead-end aisles.
- m. Cedar Way, Carlotta Way and Fashion Boulevard shall provide a minimum 25 foot width for adequate vehicle circulation and turning movements. Roadways with separate bike lanes (not sharrows) shall provide a minimum 30 foot roadway width.

The applicant shall submit plans for the improvements, and an implementation schedule to the Public Works, Fire, Police, and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. The City will review and approve the Plan, and the applicant shall construct the improvements per the approved Plan, generally prior to the issuance of a building permit final for Phase I.

- 51. **Transit Plan.** The applicant shall work with transit providers and the City to provide a transit route through the Mall, to connect to and expand existing services and to tie into the Greenline, and to submit grant applications and/or provide matching funds for transit improvements. The project shall be designed to accommodate transit through turning radius, clearance, transit stops, shelters, linkages, signage, and similar improvements. Public transit improvements, as detailed above, shall be installed throughout the site, and on adjacent public property if feasible, providing connectivity on and off-site with transit, pedestrians and bikes. The applicant shall submit plans for the improvements to the Public Works and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I and shall include a schedule for the completion of the improvements. The City will review and approve the Plan, and the applicant shall construct the improvements, or cause the improvements to be constructed, per the approved Plan.

WASTEWATER /UTILITIES

- 52. **Cleaning Outside.** No outside cleaning of kitchen floor mats or shopping carts will be permitted on the site. All kitchen floor mats shall be cleaned in such a manner that the run-off wastewater drains only to a private sewer drain on the premises.
- 53. **Grease inceptors and trash enclosure Plan.** The applicant shall upgrade any existing grease inceptors to current standards, as feasible, in areas of construction. The applicant shall also upgrade any existing trash enclosures to provide covers, and adequate room for solid waste, recyclables and food waste recycling. Existing trash enclosures shall also be tied into sanitary sewers, if feasible. The applicant shall work with Waste Management, or the current waste provider, and Public Works to develop a Plan for the improvements to the existing facilities. The applicant shall then submit plans for the improvements to the Public Works, Fire and Community Development Departments, for review and approval, with the submittal of plans for Phase I and shall include a schedule for the completion of the improvements. The City will review and approve the Plan, and the applicant shall construct the improvements, or cause the improvements to be constructed, per the approved Plan.
- 54. **Utilities.** All private utilities on the site shall be maintained by the property owner not the City of Manhattan Beach.

SPECIAL CONDITONS FROM PRIOR APPROVALS-3500 SEPULVEDA

Tin Roof Restaurant—Alcohol (CC Resolution No. 6171)

55. The hours of operation for the Tin Roof Bistro restaurant shall be limited to 11:00 AM to 12:00 AM (midnight) seven days a week.
56. The property owner of 3500 Sepulveda Boulevard property (Hacienda/Haagen) shall be work cooperatively with the Mall owner in future applications that affect both parties and sign any Master Use Permit Amendment or other entitlement applications that affect both parties as required by the Municipal Code and Resolution PC 12-02.
57. The property owner shall dedicate the land identified in the irrevocable offer to dedicate (IOD) recorded on the property on March 12, 2009, when determined to be necessary by the City. The property owner shall cooperate fully with the City in the future roadway widening. The City shall make a good faith effort to work with the property owner, RREEF, Caltrans, and other involved agencies to resolve any noise impacts to the subject property related to the dedication and the Sepulveda Boulevard widening.

Tin Roof Restaurant—Separate Private Dining Room/Event Space with Beer and Wine (PC Resolution No. 12-02)

58. In the event that the business known as Tin Roof should vacate the premises, the adjacent event space at 3500 Sepulveda Boulevard, may be occupied by another similar use, if upon its review, the Department of Community Development determines that the replacement use has the same use characteristics as the event space, including type of service provided, on-site consumption of beer and wine only, peak hours of activity and is in conjunction with the main restaurant. The intent of this condition is to ensure that any replacement use would be part of the main restaurant and would only be allowed to serve beer and wine for on-site consumption in the event space.
59. The on-site consumption of beer and wine for the private dining room/event space shall be limited to 8:00 AM to 12:00 AM (midnight) seven days a week and with food service only.
60. Prior to the issuance of a Certificate of Occupancy or a building final the applicant shall obtain approval from the State Department of Alcoholic Beverage Control (ABC) for the on-site consumption of beer and wine at the private dining room/event space. The applicant shall comply with all conditions of the approval. Although, the existing Tin Roof restaurant has a full liquor (Type 47) license, regardless of the type of alcohol license issued by the ABC for the new private dining room, the new area shall be limited to service of beer and wine only.
61. Noise emanating from the site shall be in compliance with the Municipal Noise Ordinance. Any sound or amplification system or equipment is prohibited outside.

Vintage Shoppe-Wine Shop (PC Resolution No. 10-03)

62. In the event that the business known as Vintage Shoppe should vacate the premises, the tenant space Suite 140 at 3500 Sepulveda Boulevard, may be occupied by another similar use, if upon its review, the Department of Community Development determines that the replacement use has the same use characteristics as the wine shop, including type of service provided, and peak hours of activity. The intent of this condition is to ensure that any replacement retail tenant, if exercising a Type-42 ABC license for on-site consumption of beer and wine and Type-20 ABC license for sale of beer and wine for off-site consumption, would be a use similar to the Vintage Shoppe.
63. The on-site wine tasting shall be conducted only in the designated area (maximum area of 100 square feet) from Monday to Saturday 11am to 9pm and 11am to 8pm on Sunday and shall have no seating furniture, tables or fixtures. No exterior tables or seating will be allowed. The wine counter shall be the only level surface for placing wine glasses, and other wine tasting items. The “wine sampling designated area” shall include customers, employees, serving, sampling and associated support use. Wine tasting shall be limited to a maximum of five (5) one ounce sips per person. Sips shall be poured only by store employees. No direct exterior access from the wine sampling area shall be allowed. No special events, wine tasting parties or similar functions will be allowed, with the exception of winemaker events, visits and presentations.
64. The wine tasting and area will be restricted only to patrons at least 21 years in age and not become a “wine bar” use. Persons under 21 years of age are not allowed within the wine cellar.
65. The applicant shall obtain approval from the State Department of Alcoholic Beverage Control and shall comply with all related conditions of approval.

66. Noise emanating from the site shall be in compliance with the Municipal Noise Ordinance. Any outside sound or amplification system or equipment is prohibited.

SECTION 3. Pursuant to Government Code Section 65009 and Code of Civil Procedure Section 1094.6, any action or proceeding to attack, review, set aside, void or annul this decision, or concerning any of the proceedings, acts, or determinations taken, done or made prior to such decision or to determine the reasonableness, legality or validity of any condition attached to this decision shall not be maintained by any person unless the action or proceeding is commenced within 90 days of the date of this resolution and the City Council is served within 120 days of the date of this resolution. The City Clerk shall send a certified copy of this resolution to the applicant, and if any, the appellant at the address of said person set forth in the record of the proceedings and such mailing shall constitute the notice required by Code of Civil Procedure Section 1094.6.

I hereby certify that the foregoing is a full, true, and correct copy of the Resolution as adopted by the Planning Commission at its regular meeting of June 26, 2013 and that said Resolution was adopted by the following vote:

AYES:
NOES:
ABSTAIN:
ABSENT:

Richard Thompson,
Secretary to the Planning Commission

Rosemary Lackow
Recording Secretary

Manhattan Village Shopping Center

Leaseable Area Tabulation

Tenant	Space Number	sq feet	od sf	Tenant	Space Number	sq feet	od sf
Macy's Buildings				Neighborhood Center			
Macy's Main Store	M1	108,977		Anchors			
Macy's Men's & Home	M2	67,077		Ralph's Grocery	2700	43,278	
Sub Total Macy's		176,054		CVS Pharmacy	2900	25,500	
Mall Shops				<i>subtotal</i> 68,778			
Janie & Jack	A1	1,885		Retail			
Gymboree	A2	2,144		Corner Cleaners	2660 (M2)	2,042	
Aerosoles	A4	1,086		Jenny Craig	2970 (K1)	2,000	
Secret to Beauty	A5	2,158		Super Sports	2930 (K2)	4,973	
Chico's / Soma	A6	6,659		SuperCuts	2920 (K6)	1,220	
Williams Sonoma	A10	5,332		<i>subtotal</i>		10,235	
Pottery Barn	B1	10,452		Restaurants			
Pottery Barn Kids	B2	7,271		Open Sesame	2640 (M1)	2,217	300
Sephora	C2	4,420		<i>subtotal (+ OD Dining sf)</i>		2,517	
Harry & David	C3	2,111		Sub Total Neighborhood Center		81,530	
Lucy's	C4	2,200		Freestanding Commercial (Parcel 17 Bldg)			
Vacant	C5	2,158		Retail			
Ann Taylor Loft	C8	5,428		Great Earth Vitamins	3010 (S1)	1,106	
Victoria's Secret	C10	6,000		See's Candies	3004 (S2)	1,216	
The Walking Co.	C12	1,379		Diane's Swimwear	(H1)	1,500	
Hallmark	C14	2,917		Apple Break Room	3294 (J2)	2,369	750
Angl	C15	1,624		<i>subtotal</i>		6,941	
Gigi's	D3	955		Restaurants			
J. Jill	D4	2,907		Coffee Bean & Tea Leaf	3008 (S3)	1,216	
Apple	D6	3,985		California Pizza Kitchen	3280 (J1)	5,750	1,896
Bath & Body	D8	2,818		China Grill	3282 (H2)	2,000	450
Lady Footlocker	D9	1,709		East Coast Bagel	3012 (S4)	1,106	
Francesca's	D10	870		<i>subtotal (+ OD Dining sf)</i>		12,418	
Origins	D12	900		Sub Total Freestanding Commercial		19,359	
Thee Cutlery	E1	294		Out Parcels - Commercial			
Prestige Jewelers	E2	815		Anchors			
Godiva	E3	627		Pacific Theatres	3560 (X2)	17,500	(vacant)
Stein Optical	E4	1,885		Fry's Electronics		46,200	
Claire's	E5	726		<i>subtotal</i>		63,700	
White House Black Market	E6	1,498		Commercial			
Ann Taylor	E8	3,594		US Bank	3300 (V)	5,000	
The Gap	E10	8,431		Wells Fargo	3110 (U)	8,000	
Destination Maternity	E14	2,556		Bank of America	3016 (T)	7,650	
Talbot's/Talbot's Petites	E18	6,470		Union Bank	2910 (R)	6,250	
Engravable U	W1	200		Citibank	2710 (Q)	4,661	
Sunglass Hut	W3	150		Chase Bank	2600 (P)	4,590	
Mall Shops		106,614		<i>subtotal</i>		36,151	
Tacone	B3	R 305		Restaurants			
Islands	D1	L 5,222	D 1,000	Baja Fresh	3562 (X3)	R 1,323	
Viki Café	D11	R 580		Johnnys Smokehouse BBQ	3564	L 1,105	D 200
Mall Restaurants + OD Dining		7,107		Olive Garden	2610 (O)	L 8,500	
Exterior Adjacent Mall Shops				Coco's	2620 (N1)	L 7,345	
Retail				Chili's	2622 (N2)	L 6,520	
Oakwood Drive	3212 (Suite B)	744		<i>subtotal (+ OD Dining sf)</i>		24,993	
Tommy Bahama's	3208 (Suite A)	3,700		Sub Total Out Parcels		124,844	
Coach	3208 (Suite B)	2,580		Out Parcels - Office / Other			
<i>Sub Total</i>		7,024		a MVSC Medical Bldg. (X1) Gen'l office		1,394	
Restaurants				Medical office		18,571	
LA Food Show (vacate 2/4/12)	3212 (Suite A)	L 7,000	D 485	b Hacienda Office Bldg. 3500 Gen'l office		7,904	
Corner Bakery	3208 (Suite C)	R 3,000	D 238	Medical office		3,141	
<i>Sub Total (+OD Dining sf)</i>		10,723		Tin Roof Bistro	restaurant	L 4,250	D 662
Sub Total Exterior Shops		17,747		Tin Roof Banquet Room	restaurant	B 1,240	
Total Macy's, Mall and Exterior		307,522		Wine Shoppe	retail	910	
				Susie Cakes (bakery)	retail	1,510	
				Sub Total Office Bldgs (+ OD sf)		39,582	
				a MVSC MOBldg	total SF : 19,965		
				b Hacienda Bldg	total SF = 19,617		
TOTALS				By user type:			
<i>Inventory as of May 2013</i>				Macy's Buildings		176,054	
				Retail Anchors (3)		114,978	
				Retail Shops		133,234	
				Retail Subtotal = 424,266			
				Restaurants		63,910	
				Cinema		17,500	
				Bank Outparcels		36,151	
				Gen'l Office		9,298	
				Medical Office		21,712	
Total Manhattan Village GLA				Total Manhattan Village GLA		572,837	

Balance of Restaurant SF:

1. Liquor serve SF cap: **68,000**

Rest's serving liquor, W & B 56,142

Liquor serve SF balance: 11,858

Capped balance, if less= **11,090**

2. Current Non-LW&B max sf 18,858 } 1st come

Not serving liquor W&B current 7,768 } 1st use **11,090**

Non-LW&B avail SF balance: 11,090 } up to:

Restaurants Tally

Restaurants serving liquor L 52,452

Restaurants serving only beer&wine B 3,690

Restaurants not serving L, W&B R 7,768

Restaurant SF: 63,910

of which, Active OUTDOOR Dining SF = D 5,231

Total Rest SF Cap: **75,000**

Restaurant SF Utilized: 63,910

Restaurant SF balance: 11,090

rev: May-13

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RESOLUTION NO. ____

A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF MANHATTAN BEACH CERTIFYING THE FINAL ENVIRONMENTAL IMPACT REPORT FOR THE MANHATTAN VILLAGE SHOPPING CENTER ENHANCEMENT PROJECT LOCATED AT 3200-3600 SOUTH SEPULVEDA BOULEVARD, ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, AND ADOPTING A MITIGATION MONITORING AND REPORTING PROGRAM

The Planning Commission of the City of Manhattan Beach hereby finds and resolves as follows:

Section 1. The Manhattan Village Shopping Center Enhancement Project consists of proposed improvements to the Manhattan Village Shopping Center located at 3200 – 3600 South Sepulveda Boulevard in the City of Manhattan Beach. The enhancement would involve an increase of approximately 123,672 square feet of net new retail and restaurant gross leasable area and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema gross leasable area within an approximately 18.4 acre development area of the 44.4 acre site. The Project also would include new on-site parking facilities and surface parking areas. The Project would require an amended Master Use Permit, a variance for building height, an amended Master Sign Permit and sign exceptions, demolition, grading, and possibly other permits. All of the components required to implement the Manhattan Village Shopping Center Enhancement Project shall collectively be known as the “Project.”

Section 2. On January 29, 2009, a Notice of Preparation (“NOP”) was distributed to the State Office of Planning and Research, responsible agencies, and other interested parties. In addition, a public scoping meeting was held on February 12, 2009 to provide information and to provide a forum where interested individuals, groups, public agencies and others could provide verbal input in an effort to assist in further refining the intended scope and focus of the Environmental Impact Report (“EIR”).

Section 3. In June of 2012, a Draft Environmental Impact Report (the “DEIR”) was prepared and released for the Project. In accordance with CEQA and the CEQA Guidelines, the Project’s potential impacts on the environment were analyzed in the DEIR.

Section 4. The DEIR and the Appendices for the project were circulated to the public and other interested parties for a 45-day comment period, consistent with the 45-day public comment period required by CEQA Guideline Section 15105, from June 7, 2012 to July 23, 2012. The City held six additional public meetings regarding the Project and Draft EIR on June 27 and October 3, 2012, and March 13, April 24, May 22, and June 26, 2013.

Section 5. The City prepared written responses to all comments received on the DEIR and those responses to comments are incorporated into the Final Environmental Impact Report (the “Final EIR”).

**ATTACHMENT B
PC MTG 6-26-13**

Section 6. The Final EIR is comprised of the DEIR dated June 2012 and all appendices thereto, the Executive Summary, Errata and Clarifications to the DEIR, written Responses to Comments received on the DEIR, and the Mitigation Monitoring and Reporting Program.

Section 7. The findings made in this Resolution are based upon the information and evidence set forth in the Final EIR and upon other substantial evidence that has been presented at the hearings and in the record of the proceedings. The documents, staff reports, technical studies, appendices, plans, specifications, and other materials that constitute the record of proceedings on which this Resolution is based are on file for public examination during normal business hours at the City of Manhattan Beach, 1400 Highland Avenue, Manhattan Beach, CA 90266. Each of those documents is incorporated herein by reference. The custodian of these records is Angela Soo, Community Development Department Executive Secretary.

Section 8. The Planning Commission finds that agencies and interested members of the public have been afforded ample notice and opportunity to comment on the EIR and the Project.

Section 9. Section 15091 of the State CEQA Guidelines requires that the City, before approving the Project, make one or more of the following written finding(s) for each significant effect identified in the Final EIR accompanied by a brief explanation of the rationale for each finding:

1. Changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effects as identified in the Final EIR; or,
2. Such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency; or,
3. Specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the final EIR.

Section 10. Environmental impacts identified in the Initial Study to have no impact or a less than significant impact and do not require mitigation are described in Section III of Exhibit A, attached hereto and incorporated herein by reference.

Section 11. Environmental impacts identified in the Final EIR as less than significant and that do not require mitigation are described in Section IV of Exhibit A, attached hereto and incorporated herein by reference.

Section 12. Environmental impacts identified in the Final EIR as significant but mitigable are described in Section V of Exhibit A, attached hereto and incorporated herein by reference.

Section 13. Alternatives to the Project that might eliminate or reduce significant environmental impacts are described in Section VI of Exhibit A, attached hereto and incorporated herein by reference.

Section 14. Public Resources Code section 21081.6 requires the City to prepare and adopt a mitigation monitoring and reporting program for any project for which mitigation measures have been imposed to assure compliance with the adopted mitigation measures. The Mitigation Monitoring and Reporting Program is attached hereto as Exhibit B, and is hereby incorporated herein by reference.

Section 15. The Planning Commission hereby certifies that prior to taking action, the Planning Commission reviewed and considered the Final EIR and all of the information and data in the administrative record, and all oral and written testimony presented to it during meetings and hearings and certifies that the Final EIR reflects the City's independent judgment and analysis, is adequate and was prepared in full compliance with CEQA. No comments or any additional information submitted to the City have produced any substantial new information requiring recirculation or additional environmental review of the Project under CEQA.

Section 16. The Planning Commission of the City of Manhattan Beach, California, hereby certifies the Final Environmental Impact Report, adopts findings pursuant to the California Environmental Quality Act as set forth in Exhibit A attached hereto and incorporated herein by reference; and adopts the Mitigation Monitoring and Reporting Program attached hereto as Exhibit B and incorporated herein by reference.

Section 17. The Planning Manager shall certify to the adoption of this Resolution.

PASSED, APPROVED AND ADOPTED by the Planning Commission of the City of Manhattan Beach on this ____ day of _____, 2013.

I hereby certify that the foregoing is a full, true, and correct copy of the Resolution as adopted by the Planning Commission at its regular meeting of _____, 2013 and that said Resolution was adopted by the following votes:

AYES:
NOES:
ABSENT:
ABSTAIN:

RICHARD THOMPSON
Secretary to the Planning Commission

ROSEMARY LACKOW
Recording Secretary

EXHIBIT A

FINDINGS AND FACTS IN SUPPORT OF FINDINGS

I. Introduction

The California Environmental Quality Act (“CEQA”) and the State CEQA Guidelines (the “Guidelines”) provide that no public agency shall approve or carry out a project for which an environmental impact report has been certified which identifies one or more significant effects on the environment that will occur if a project is approved or carried out unless the public agency makes one or more of the following findings:

- A. Changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effects identified in the EIR.
- B. Such changes or alterations are within the responsibility of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency.
- C. Specific economic, social, or other considerations make infeasible the mitigation measures or project alternatives identified in the EIR.¹

Pursuant to the requirements of CEQA, the Planning Commission hereby makes the following environmental findings in connection with the proposed Manhattan Village Shopping Center Enhancement Project (the “Project”). These findings are based upon evidence presented in the record of these proceedings, both written and oral, including, without limitation, the DEIR, and all of its contents, the Comments and Responses to Comments on the EIR, and staff and consultants’ reports presented through the hearing process, which comprise the Final EIR (“FEIR”).

II. Project Objectives

As set forth in the EIR, the proposed Project is intended to achieve a number of objectives (the “Project Objectives”) as follows:

- A. Create a high-quality, architectural design that fits the character of the surrounding uses in terms of building placement and articulation and is compatible with the existing architectural components of the Shopping Center.
- B. Maintain the unique open area characteristics of the Shopping Center with the addition of the new “Village Shops,” open air promenades, and improved landscaping, thus providing open space for patrons and the surrounding community.

¹ Cal. Pub. Res. Code § 21081; 14 Cal. Code Regs. § 15091.

- C. Integrate the various uses and structures on-site with an emphasis on improving vehicular access within and adjacent to the site while promoting a pedestrian friendly design.
- D. Integrate the Fry's Electronics parcel; i.e., "Fry's Corner," into the Shopping Center site.
- E. Enhance spatial relationships that promote pedestrian access within the Shopping Center site.
- F. Improve pedestrian access, mobility and ADA facilities on the project perimeter.
- G. Provide new and enhanced landscaping in the Shopping Center and along the borders of the site to improve and enhance the street appearance and revitalize the site frontage along Sepulveda Boulevard and Rosecrans Avenue.
- H. Maximize site opportunities by integrating a range of building types and uses within the existing Shopping Center development.
- I. Minimize environmental impacts by locating new development within an area that is currently developed and that has the existing infrastructure to support the development.
- J. Improve site access by providing new or re-aligned access driveways to reduce vehicular queuing and interference with traffic flows on adjacent streets.
- K. Enhance existing parking areas and provide additional parking with direct access to the development.
- L. Identify potential green building opportunities for the upcoming development with emphasis on water conservation, energy efficiency, and pollution reduction.
- M. Generate additional tax revenues to the City of Manhattan Beach.
- N. Maximize the value of the site and ensure the future economic vitality of an existing Shopping Center through revitalization, consistent with market demands.
- O. Provide a broad range of shopping and dining options with featured amenities to serve the needs of the nearby community.
- P. Strengthen the economic vitality of the region by creating new jobs and attracting new workers, through construction, revitalization, and operation of the Project.

III. Effects Determined to be Less Than Significant/No Impact in the Initial Study/Notice of Preparation

A Notice of Preparation (NOP) and Initial Study were conducted to determine the potential environmental effects of the Project. In the course of this evaluation, the Project was

found to have no impact in certain impact categories because a project of this type and scope would not create such impacts or because of the absence of project characteristics producing effects of this type. The following effects were determined not to be significant or to be less than significant for the reasons set forth in the Initial Study, and were not analyzed in the EIR because they require no additional analysis to determine whether the effects could be significant.

A. AESTHETICS

1. The Project will not substantially damage scenic resources, including but not limited to, trees, rock outcroppings, and historic buildings within a state scenic highway.

B. AGRICULTURAL RESOURCES

1. The Project will not convert prime farmland, unique farmland, or farmland of statewide importance, as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use.
2. The Project will not conflict with existing zoning for agricultural use, or a Williamson Act contract.
3. The Project will not involve other changes in the existing environment which, due to their location or nature, could result in conversion of Farmland to non-agricultural use.

C. AIR QUALITY

1. The Project will not create objectionable odors affecting a substantial number of people.

D. BIOLOGICAL RESOURCES

1. The Project will not have a substantial adverse effect, either directly or through habitat modifications, on any species identified as a candidate, sensitive, or special status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Game or U.S. Fish and Wildlife Service.
2. The Project will not have a substantial adverse effect on any riparian habitat or other sensitive natural community identified in local or regional plans, policies, regulations or by the California Department of Fish and Game or U. S. Fish and Wildlife Service.
3. The Project will not have a substantial adverse effect on federally protected wetlands as defined by Section 404 of the Clean Water Act (including, but not limited to, marsh, vernal pool, coastal, etc.) through direct removal, filling, hydrological interruption, or other means.
4. The Project will not interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident migratory wildlife corridors, or impede the use of native wildlife nursery sites.

5. The Project will not conflict with any local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance.
6. The Project will not conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan.

E. CULTURAL RESOURCES

1. The Project will not cause a substantial adverse change in the significance of a historical resource as defined in California Code of Regulations, Section 15064.5.
2. The Project will not cause a substantial adverse change in the significance of an archaeological resource pursuant to Section 15064.5.
3. The project will not directly or indirectly destroy a unique paleontological resource or site or unique geologic feature.
4. The Project will not disturb any human remains, including those interred outside of formal cemeteries.

F. GEOLOGY AND SOILS

1. The Project will have a less than significant impact with regard to rupture of a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area or based on other substantial evidence of a known fault.
2. The Project will have a less than significant impact with regard to exposure to strong seismic ground shaking.
3. The Project will have a less than significant impact with regard to seismic-related ground failure, including liquefaction.
4. The Project will not result in landslides.
5. The Project will not result in substantial soil erosion or the loss of topsoil.
6. The Project will not be located on a geologic unit or soil that is unstable, or that would become unstable as a result of the Project, and potentially result in on- or off-site landslide, lateral spreading, collapse, or rockfall hazards.
7. The Project site is not located on expansive soil, as defined in Table 18-1-B of the Uniform Building Code (1994), creating substantial risks to life or property.
8. The Project will not have soils incapable of supporting the use of septic tanks or alternative waste water disposal systems where sewers are not available for the disposal of waste water.

G. HAZARDS AND HAZARDOUS MATERIALS

1. The Project will have a less than significant impact with regard to creating a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials.
2. The Project will not emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school.
3. The Project is not located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, and thus would not result in a safety hazard for people residing or working in the Project area.
4. The Project is not within the vicinity of a private airstrip, or heliport, and thus would not result in a safety hazard for people residing or working in the Project area.
5. The Project will not expose people or structures to a significant risk of loss, injury or death involving wildland fires.

H. HYDROLOGY AND WATER QUALITY

1. The Project will have a less than significant impact related to water quality standards and waste discharge requirements.
2. The Project will not substantially alter the existing drainage pattern of the site or area, including through the alteration of a stream or river, in a manner which would result in substantial erosion or siltation on- or off-site.
3. The Project will not otherwise substantially degrade water quality.
4. The Project will not place housing within a 100-year flood hazard area, as mapped on a federal Flood Hazard Boundary or Flood Insurance Rate Map or other flood hazard delineation map.
5. The Project will not place within a 100-year flood hazard area structures which would impede or redirect flood flows.
6. The Project will not expose people or structures to a significant risk of loss, injury or death involving flooding, including flooding as a result of the failure of a levee or dam.
7. The Project will not cause inundation by seiche, tsunami, or mudflow.

I. LAND USE AND PLANNING

1. The Project will not physically divide an established community.
2. The Project will not conflict with any applicable habitat conservation plan or natural community conservation plan.

J. MINERAL RESOURCES

1. The Project will not result in the loss of availability of a known mineral resource that would be of value to the region and the residents of the State.
2. The Project will not result in the loss of availability of a locally-important mineral resource recovery site delineated on a local general plan, specific plan or other land use plan.

K. NOISE

1. The Project is not located within an airport land use plan or within two miles of a public airport or public use airport, and thus would not expose people residing or working in the project area to excessive noise levels.
2. The Project is not within the vicinity of a private airstrip, and thus would not expose people residing or working in the Project area to excessive noise levels.

L. POPULATION AND HOUSING

1. The Project will not induce substantial population growth in the area, either directly or indirectly.
2. The Project will not displace substantial numbers of existing housing, necessitating the construction of replacement housing elsewhere.
3. The Project will not displace substantial numbers of people, necessitating the construction of replacement housing elsewhere.

M. PUBLIC SERVICES

1. The Project will not result in substantial adverse physical impacts associated with the provision of new or physically altered school facilities, park facilities, or other governmental facilities (including roads).

N. RECREATION

1. The Project will not increase the use of existing neighborhood or regional parks or other recreation facilities such that substantial physical deterioration of the facility would occur or be accelerated.
2. The Project does not include recreational facilities or require the construction or expansion of recreational facilities that might have an adverse physical effect on the environment.

O. TRAFFIC AND TRANSPORTATION

1. The Project will not result in a change in air traffic patterns, including either an increase in traffic levels or a change in location that results in substantial safety risks.

2. The Project will not substantially increase hazards due to a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g. farm equipment).

P. UTILITIES AND SERVICE SYSTEMS

1. The Project will have a less than significant effect with respect to whether it will be served by a landfill with sufficient permitted capacity to accommodate the Project's solid waste disposal needs.
2. The Project will have a less than significant effect with respect to compliance with federal, state, and local statutes and regulations related to solid waste.

IV. Effects Determined to be Less Than Significant Without Mitigation in the EIR

The EIR found that the proposed Project would have a less than significant impact without the imposition of mitigation on a number of environmental topic areas listed below. A less than significant environmental impact determination was made for each of the following topic areas listed below, based on the more expansive discussions contained in the EIR.

A. AESTHETICS

1. The Project will have a less than significant effect on views.
2. The Project will have a less than significant effect on shading.

B. AIR QUALITY

1. The Project will have a less than significant effect on local emissions during both construction and operation.
2. The Project will have a less than significant effect on toxic air contaminants during both construction and operation.
3. The Project will have a less than significant effect on objectionable odors during both construction and operation.
4. The Project will have a less than significant effect on regional emissions during the operation phase.
5. The Project will have a less than significant effect on global climate change.

C. HYDROLOGY AND SURFACE WATER QUALITY

1. The Project will result in a less than significant impact to surface water hydrology during both construction and operation.
2. The Project will result in a less than significant impact to surface water quality during both construction and operation.

D. LAND USE AND PLANNING

3. The Project will not result in a substantial alteration of the present or planned land uses in the area.
4. The Project will not be inconsistent with the site's existing or proposed zoning.
5. The Project will not be incompatible with existing surrounding zoning.
6. The Project will be compatible with existing and planned surrounding land uses.
7. The Project will be consistent with the land use designations and policies of the comprehensive General Plan.

E. NOISE

1. The Project will have less than significant noise impacts during the operation phase.

F. TRANSPORTATION AND CIRCULATION/PARKING

1. The Project will have a less than significant impact on intersections, freeway segments, access and circulation, and parking during the operation phase.

G. UTILITIES

1. The Project will have a less than significant impact on water supply during both the construction and operation phases.
2. The Project will have a less than significant impact on wastewater during both the construction and operation phases.

V. Potentially Significant Environmental Impacts Determined to be Mitigated to a Less Than Significant Level

The EIR identified the potential for the Project to cause significant environmental impacts in the areas of aesthetics, air quality, hazards and hazardous materials, noise, public services related to fire and police protection, and transportation and circulation. For all of the impacts identified in the Final EIR, measures were identified that would mitigate all of these impacts to a less than significant level.

The Planning Commission finds that the feasible mitigation measures for the Project identified in the FEIR would reduce the Project's impacts to a less than significant level. The Planning Commission will adopt all of the feasible mitigation measures for the Project described in the FEIR as conditions of approval of the Project and incorporate those into the Project, if approved.

A. AESTHETICS

1. Aesthetics/Visual Quality

Both construction and operation of the Project have the potential to create aesthetic impacts. During construction, the visual appearance of the site would be altered due to the removal of existing buildings, surface parking areas, and/or landscaping. The presence of construction equipment and materials, as well as temporary fencing, also would affect the visual quality of the area during construction. The removal of existing trees also could cause significant impacts during the operation phase. Mitigation measures will be imposed, however, to ensure that all aesthetic impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen any visual impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure that any aesthetic impacts remain less than significant:

Mitigation Measure A-1: The Applicant shall ensure through appropriate postings and daily visual inspections that no unauthorized materials are posted on any temporary construction barriers or temporary pedestrian walkways, and that such temporary barriers and walkways are maintained in a visually attractive manner throughout the construction period.

Mitigation Measure A-2: Temporary fencing with screening material (e.g., a chain link fence with green or black screen material) approximately 6 feet in height shall be used around the perimeter of construction activities within the Development Area to buffer views of construction equipment and materials. In addition, construction activities internal to the site shall be screened by temporary construction fencing located within 5 to 10 feet of the vertical construction areas.

Mitigation Measure A-4: A landscape plan for the Development Area shall be prepared to the satisfaction of the Community Development Department. The landscape plan shall provide for the replacement of any significant tree removed with a minimum of one 36-inch box tree, with the specific number and size to be determined by the Community Development Department. The landscape plan shall also include an automatic irrigation plan.

b. Facts in Support of Findings

The EIR undertook an analysis of both construction and operational impacts to aesthetics and the visual quality of the area. The EIR identified potentially significant impacts during construction. Construction activities, including site preparation/grading, staging of construction equipment and materials, and the unfinished construction could have aesthetic impacts. The

visual inspections and fencing/screening required by Mitigation Measures A-1 and A-2, however, will ensure that the site will remain visually attractive during construction. Thus, aesthetic impacts during construction will remain less than significant with mitigation incorporated.

The EIR did not identify any significant visual impacts during the operation phase. Nonetheless, the Project will require the removal of existing trees within the Development Area. To reduce impacts as much as possible, Mitigation Measure A-4 is proposed to ensure that the landscaping complies with the City's requirements and expectations. Landscaping would be provided along the perimeter of new buildings, along walkways, and in courtyards and surface parking areas. Landscaping will include native and drought-tolerant trees and shrubs, as well as ornamental plantings and shade trees. Any significant trees that are removed will be replaced with a 36-inch box tree, as approved by the Community Development Director. With the incorporation of these mitigation measures, all aesthetic impacts will be reduced to a less than significant level.

2. Light

Both construction and operation of the Project have the potential to create lighting impacts. In general, these impacts are not anticipated to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that minimize lighting impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure that lighting impacts remain less than significant:

Mitigation Measure A-3: Any necessary construction lighting shall be directed onto the construction site and have low reflectivity to minimize glare and limit light spillover onto adjacent properties.

Mitigation Measure A-5: All new street lighting within the public right-of-way required for the project shall be approved by the Public Works Department, and where applicable, Caltrans.

Mitigation Measure A-6: All new parking and pedestrian lighting required for the project shall be the minimum height needed and shall include cutoff optics and shielding that direct light away from off-site uses. Such lighting shall be approved by the Community Development Department.

Mitigation Measure A-7: Architectural lighting shall be directed onto the building surfaces, have low reflectivity to minimize glare, limit light spillover onto adjacent properties and night sky, and be approved by the Community Development Department.

Mitigation Measure A-8: Lighting controls shall allow the stepping down of light intensity after business hours.

Mitigation Measure A-9: A photometric lighting plan for the Development Area shall be prepared by an electrical engineer registered in the State of California. The plan shall consist of a foot-candle layout based on a 10-foot grid extending for a minimum of 20 feet outside the property lines. This plan shall demonstrate that additional lighting does not exceed 2.0 foot-candles at a light-sensitive use (e.g., residential or hotel uses) or 0.5 foot-candles in an R district. Upon completion of installation of such lighting, lights shall be field verified and/or adjusted to ensure consistency with the photometric plan.

b. **Facts in Support of Findings**

The EIR analyzed light impacts during both the construction and operation phases. Although most construction activities would occur during the day, lighting during construction would be used for safety and security reasons. Mitigation Measure A-3 has been proposed to ensure that any necessary construction lighting shall be directed onto the construction site and have low reflectivity to minimize glare and limit light spillover onto adjacent properties. Thus, with the implementation of this mitigation measure, any light impacts during the construction phase would not have a significant impact.

Since the Project would add new lighting to the site, it has the potential to increase ambient light levels on-site and in the surrounding area. The imposition of Mitigation Measures A-5 through A-9, however, will reduce spillover onto residential and other adjacent uses. Lighting will be required to comply with the Municipal Code requirements and will be directed onto specific areas. The use of shielding and LED lighting will limit spillover. In addition, the lighting plan must comply with the following standard: additional lighting may not exceed 2.0 foot-candles at a light-sensitive use (e.g., residential or hotel uses) or 0.5 foot-candles in an R district. In short, no measurable light will extend outside the Shopping Center site. Thus, the mitigation measures imposed on the Project will ensure that any increase in ambient light would not alter the character of the area, interfere with nearby residential uses, or interfere with the performance of an off-site activity. Project-related light impacts will be less than significant.

B. AIR QUALITY

1. **Regional Emissions during Construction**

Construction of the proposed Project has the potential to create air quality impacts due to the use of heavy-duty construction equipment. In addition, the added vehicle trips of construction workers traveling to and from the Shopping Center site will contribute to an increase in regional emissions during construction. Lastly, fugitive dust emissions would result from demolition and construction activities. In general, these impacts are not anticipated to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts on regional emissions. Specifically, the following mitigation measures are imposed upon the Project to ensure that this less than significant impact is reduced even further:

Mitigation Measure B-1: All unpaved demolition and construction areas shall be wetted at least twice daily during excavation and construction, and temporary dust covers shall be used to reduce dust emissions and meet SCAQMD District Rule 403.

Mitigation Measure B-2: The owner or contractor shall keep the construction area sufficiently dampened to control dust caused by construction and hauling, and at all times provide reasonable control of dust caused by wind without causing runoff or discharge to the municipal stormwater system.

Mitigation Measure B-3: All loads shall be secured by trimming, watering or other appropriate means to prevent spillage and dust.

Mitigation Measure B-4: All materials transported off-site shall be either sufficiently watered or securely covered to prevent excessive amount of dust.

Mitigation Measure B-5: All earth moving or excavation activities shall be discontinued during periods of high winds (i.e., greater than 15 mph), so as to prevent excessive amounts of dust.

Mitigation Measure B-6: General contractors shall maintain and operate construction equipment so as to minimize exhaust emissions. During construction, trucks and vehicles in loading and unloading queues will have their engines turned off when not in use, to reduce vehicle emissions. Construction activities should be phased and scheduled to avoid emissions peaks and discontinued during second-stage smog alerts.

Mitigation Measure B-7: To the extent possible, petroleum powered construction activity shall utilize electricity from power poles rather than temporary diesel power generators and/or gasoline power generators.

Mitigation Measure B-8: On-site mobile equipment shall be powered by alternative fuel sources (i.e., methanol, natural gas, propane or butane) as feasible.

b. **Facts in Support of Findings**

Construction of the proposed Project has the potential to create air quality impacts due to the use of heavy-duty construction equipment. The vehicle trips of construction workers traveling to and from the Shopping Center site also will contribute to an increase in regional emissions during construction. By using well-maintained construction equipment, timing construction to avoid emissions peaks, and relying on alternative fuel sources, the Project can avoid significant impacts. Mitigation Measures B-6 through B-8 will minimize emissions and ensure that emissions remain below a significant level.

Fugitive dust emissions may result from demolition and construction activities. Compliance with SCAQMD District Rule 403 and Mitigation Measures B-1 through B-5 will reduce dust emissions to a less than significant level.

Implementation of the mitigation measures described above would reduce construction emissions for all pollutants, and Project-related and cumulative construction air quality impacts would remain less than significant.

C. HAZARDS AND HAZARDOUS MATERIALS

1. Construction and Operation

The Project has the potential to create significant impacts related to hazards and hazardous materials. Excavation, drilling, grading, and foundation preparation activities could expose workers to hazards during construction, including migrating VOCs. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts related to hazards and hazardous materials. Specifically, the following mitigation measures are imposed upon the Project to ensure that impacts are reduced to a less than significant level:

Mitigation Measure C-1: Given the likelihood of encountering soil containing crude oil and its associated components (VOCs, PAHs, heavy metals, etc.) during major earthwork performed within the Development Area, earthwork shall be conducted under a Soil Management Plan (SMP), designed to guide construction and earthwork contractors in the best management practices (BMPs) for excavations, utility installations, grading, compaction, and other earthwork activities on potentially contaminated sites. The SMP shall contain the following information:

- A summary of Site topography and soil conditions;
- Decision matrix for the application of the SMP procedures;

- Description of applicable earthwork and maintenance activities that will trigger the SMP procedures;
- Discussion of applicable regulations for performing earthwork in potentially contaminated soil areas, including those from the Occupational Safety and Health Administration (OSHA), the SCAQMD, and the LARWQCB;
- Health & safety procedures for worker safety, personal protective equipment, and training;
- Air pollution measurement and control measures for compliance with SCAQMD Rules 403 and 1166;
- Stormwater pollution control measures and best management practices (BMPs) to prevent non-stormwater discharge, control stormwater runoff and prevent pollution of stormwater runoff including control of sediments;
- Methods to identify potentially impacted soils;
- Truck traffic planning procedures;
- Recommended Site security procedures;
- Stockpile management;
- Stockpile profiling;
- Decontamination procedures; and
- Record keeping procedures.

The SMP shall be made available to various agencies for comment, including the LARWQCB and the South Coast Air Quality Management District at least 60 days prior to the start of earthwork. The SMP shall also be subject to review and approval by the City of Manhattan Beach prior to the start of earthwork. The Applicant will use the SMP as a guide for all construction or maintenance work conducted on the Shopping Center Site.

Mitigation Measure C-2: Any underground storage tanks, toxic materials, contaminated soils, or contaminated groundwater encountered during demolition, excavation, or grading shall be evaluated and excavated/disposed of, treated in-situ (in place), or

otherwise managed in accordance with applicable regulatory requirements and in accordance with the Soil Management Plan.

Mitigation Measure C-3: The Applicant shall install and use a sub-slab barrier and vent system (vapor intrusion protection system) in each building to mitigate the hazards caused by methane and VOCs in subsurface soil. The Applicant shall construct the impermeable membrane barrier of a minimum 60-mil-thick high-density polyethylene (HDPE) liner system or liquid asphaltic spray-applied liner installed underneath each slab-on-grade structure constructed in the Project. This barrier shall be installed over a network of slotted vent piping set in gravel in order to collect and safely redirect any vapors from beneath the building based on a comprehensive review of historical data, the types of VOCs identified, and the range of methane concentrations.

To ensure proper installation, the performance of the vapor intrusion protection system shall be monitored by screening for methane in selected “compliance rooms” within the Project buildings for the first year of occupancy on a quarterly basis. Methane shall act as the indicator of a leak or malfunction with the system, since it is far more abundant in soil than any other vaporous chemical, is non-toxic, and can be detected easily with portable, hand-held equipment.

Reports summarizing the quarterly monitoring events shall be provided to the City of Manhattan Beach Fire Department. If the system is determined to be performing according to design specifications established by the design engineer and approved during the plan check process, the monitoring will be concluded after four monitoring periods, or one year.

Each system shall be configured so that it is prepared for the unlikely event that a breach occurs or portions of the barrier and vent system are damaged. The following back-up safety systems shall be in place and available to the Applicant if elevated methane concentrations are detected inside a building during an inspection or inspections indicate system damage or malfunction:

- The system shall be configured such that it may be converted to an active vacuum system that will create negative pressure under the building slab; and
- Heating/ventilation/air conditioning (HVAC) equipment and controls shall be configured so as to be capable of generating and maintaining positive pressure within the

Project buildings (with the exception of restaurant buildings, for safety reasons).

b. **Facts in Support of Findings**

Construction of the Project requires excavation that would disturb soil below the ground surface to as deep as approximately 10 feet below ground. Construction activities, such as foundation demolition, excavations for grading, excavations for linear utilities, drilling for caissons, grading, compaction, and foundation preparation, likely will encounter demolition fill and oily dune sand. Without mitigation measures, construction workers could be exposed to hazards during construction. In addition, based on historical methane data, commercial workers during operation of the Project have the potential to be exposed to migrating VOC vapors from groundwater as a result of vapor intrusion.

To address these potential impacts, mitigation measures would be implemented that include: (i) the preparation of a soil management plan during construction and (ii) incorporating vapor venting and barrier protection into the Project design. With implementation of Mitigation Measures C-1 through C-3, impacts associated with hazards and hazardous materials would be reduced to less than significant levels.

D. NOISE

1. **Project Construction Noise**

Construction associated with the Project would generate temporary noise levels that could affect sensitive receptors near the Project site. With the implementation of mitigation measures, however, noise impacts will be reduced to a less than significant level.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen any potential construction noise impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure a less than significant impact:

Mitigation Measure F-1: A temporary, continuous and impermeable sound barrier wall shall be erected along those portions of the Development Area closest to off-site sensitive receptors during construction activities. The required height and extent of the sound barrier wall shall be designed to achieve: a minimum 2 dBA reduction during construction of the Village Shops at receptor R3; a minimum 15 dBA and 2 dBA reduction at receptors R2 and R3, respectively, during construction of the Northeast Corner component; and a minimum 1 dBA and 16 dBA reduction at receptors R2 and R3, respectively, during construction of the Northwest Corner component.

Mitigation Measure F-2: Exterior noise-generating construction activities shall be limited to Monday through Friday from 7:30

A.M. to 6:00 P.M., and from 9:00 A.M. to 6 P.M. on Saturdays. No noise-generating exterior construction activities shall occur on Sundays or City observed holidays.

Mitigation Measure F-3: Construction activities shall be scheduled so as to avoid operating several pieces of heavy equipment simultaneously when close to nearby sensitive uses, which causes high noise levels.

Mitigation Measure F-4: Noise-generating construction equipment operated at the Shopping Center site shall be equipped with effective noise control devices, i.e., mufflers, lagging, and/or motor enclosures. All equipment shall be properly maintained to assure that no additional noise due to worn or improperly maintained parts would be generated.

Mitigation Measure F-5: Engine idling from construction equipment such as bulldozers and haul trucks shall be limited. Idling of haul trucks shall be limited to five (5) minutes at any given location as established by the South Coast Air Quality Management District.

b. **Facts in Support of Findings**

Construction of the proposed Project is expected to require the use of backhoes, front-end loaders, heavy-duty trucks, earth moving equipment, cranes, forklifts, and other heavy equipment. Such equipment often produces significant noise.

During the demolition phase related to the Village Shops, the threshold would be exceeded for the hotel and senior housing uses to the west by 2 dBA. This would be a significant impact. In addition, construction activities associated with the Northeast Corner would exceed the significance thresholds at two receptor locations – the residential uses to the east (R2) and the hotel and senior housing uses to the west (R3). Construction of the Northwest Corner could cause significant impacts at the same two locations. As such, noise impacts associated with Project construction would be significant at those two receptor locations.

The temporary sound barriers prescribed in Mitigation Measure F-1 would reduce the potential short-term construction impacts to sensitive receptors to less than significant levels. Implementation of Mitigation Measure F-2 would preclude construction noise impacts from occurring during the noise-sensitive night time periods, or at any time on Sundays and holidays. Noise level reductions attributable to Mitigation Measures F-3 through F-5 would ensure that the noise levels associated with construction activities would be reduced to the extent feasible. Reducing engine idling and preventing the simultaneous use of multiple pieces of heavy equipment will significantly reduce noise impacts. In sum, implementation of the prescribed mitigation measures would reduce Project noise impacts associated with on-site construction activities to less than significant levels.

E. PUBLIC SERVICES

1. Fire Services

Emergency access for fire department vehicles could be impacted by Project construction activities, but impacts are not anticipated to be significant. Similarly, impacts to fire services during the operation phase are not expected to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that minimize impacts to emergency access for fire department vehicles. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure G.1-1: During Project construction, the Applicant shall ensure that Manhattan Beach Fire Department access to the Shopping Center Site will remain clear and unobstructed from construction activities.

Mitigation Measure G.1-2: The Applicant shall submit plans including a site plan for approval by the Manhattan Beach Fire Department prior to approval and issuance of a building permit.

Mitigation Measure G.1-3: The Applicant shall consult with the Manhattan Beach Fire Department and incorporate fire prevention and suppression features appropriate to the design of the Project.

b. Facts in Support of Findings

Construction of the Project could have an impact on emergency access for fire department vehicles due to temporary lane closures, sidewalk closures, increased traffic due to the movement of construction equipment, and hauling of demolition materials that could slow traffic. Mitigation Measure G.1-1 would ensure that such impacts remain less than significant by requiring the applicant to use traffic management personnel and appropriate signage. Thus, impacts to emergency access during construction will remain less than significant.

Any potential impacts during operation also will be reduced to a less than significant level. Although the increased demand for fire protection services during operation is not anticipated to be significant, Mitigation Measures G.1-2 and G.1-3 will ensure that response times remain adequate and that the Project incorporates sufficient hydrants and fire flow to meet local requirements. In sum, the inclusion of Mitigation Measures G.1-1 through G.1-3 will reduce impacts to fire protection services to a less than significant level.

2. Police Services

Construction activities could increase response time for emergency vehicles due to temporary lane closures and other implications of construction-related traffic that cause

increased travel time. In addition, the Project would increase the daytime population in the City, which could result in an increased need for security services. These impacts are not anticipated to be significant, but mitigation measures will be imposed to ensure that any such impacts to police services remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts to police services. Specifically, the following mitigation measures are imposed upon the Project to ensure that the impacts to police services remain less than significant:

Mitigation Measure G.2-1: During Project construction, the Applicant shall ensure that, Manhattan Beach Police Department access to the Shopping Center site will remain clear and unobstructed from construction activities, consistent with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-2: During Project construction, the Applicant shall implement security measures including but not limited to security fencing, lighting, and the use of a seven-day, 24-hour security patrol in accordance with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-3: The Applicant shall consult with the Manhattan Beach Police Department and incorporate crime prevention features appropriate for the design of the Project in accordance with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-4: Upon Project completion, the Applicant shall provide the Manhattan Beach Police Department with a diagram of each portion of the property, including access routes, and provide additional information that might facilitate police response in accordance with the Security Plan.

Mitigation Measure G.2-5: A Security Plan for the Shopping Center shall be developed in coordination with the Manhattan Beach Police Department and subject to the review and approval of the Manhattan Beach Police Department. This security plan shall include a specific security plan for the parking structures and a requirement to routinely meet with the Manhattan Beach Police Department regarding security within the Shopping Center.

b. **Facts in Support of Findings**

Similar to the effect on fire services, construction-related traffic could affect emergency access to the Shopping Center site and to surrounding areas. Temporary lane closures and other

traffic-related effects could increase response times for police vehicles. Mitigation Measure G.2-1, however, will require the use of traffic management personnel and appropriate signage to reduce impacts to a less than significant level. Since emergency access to the Shopping Center site would remain clear and unobstructed during construction of the Project, construction impacts related to police access would be less than significant.

The storage of equipment and building materials on-site during construction could induce theft, which could increase the need for police services. Mitigation Measure G.2-2, however, would be required to ensure that the site remains secure, thereby reducing any impact on police services to a less than significant level.

Although the Project would not cause an increase in the permanent residential population served by the police department, it would increase the daytime population of the City. Thus, the daytime population could increase the demand for police protection services. Mitigation Measures G.2-3 through G.2-5, however, will reduce the increase in demand caused by the Project. The Project would provide adequate security features within the Shopping Center site, including foot patrol and bike patrol by private security guards, and security lighting in areas including, but not limited to, parking structures and pedestrian pathways. The Applicant also will provide conduit with hard wiring in the parking structures for exclusive use for possible future security cameras. Emergency phones also would be installed throughout the parking structures. Thus, the Project will include sufficient design features and operational features to reduce any impact on police services to a less than significant level.

Implementation of the mitigation measures provided above would ensure that potential police protection services impacts associated with the proposed Project would be less than significant.

F. TRANSPORTATION AND CIRCULATION

1. Traffic during Construction

Traffic impacts during construction are expected to be less than significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project to ensure that traffic impacts during construction remain less than significant. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure H-1: Prior to the start of construction, the Applicant shall devise a Construction Traffic Management Plan to be implemented during construction of the Project. The Construction Traffic Management Plan shall identify all traffic control measures and devices to be implemented by the construction contractor through the duration of demolition and construction activities associated with the Project. Construction traffic controls should be provided consistent with current

California Manual of Uniform Traffic Control Devices standards and include provisions to provide and maintain ADA pedestrian mobility and access consistent with current California requirements. If lane closures are needed, the Construction Traffic Management Plan shall be submitted for review to Caltrans. The Construction Traffic Management Plan shall also be submitted for review to the City of El Segundo Public Works Department and the City of El Segundo Planning and Building Safety Department. The Construction Traffic Management Plan shall be subject to final approval by the City of Manhattan Beach Public Works Department, the City of Manhattan Beach Community Development Department, and the Manhattan Beach Police and Fire Departments. A final copy of the Construction Traffic Management Plan shall be submitted to the City of El Segundo.

b. **Facts in Support of Findings**

It is anticipated that during peak excavation periods, Project construction would generate up to 52 daily haul trips for 26 loads (i.e., average of seven haul trips per hour from 9:00 A.M. to 4:00 P.M.). During the store finishing portion of the construction Project, up to 50 daily trucks would produce 100 truck trips (14 truck trips per hour from 9:00 A.M. to 4:00 P.M.). Construction activity would be severely curtailed during the month of December in order to avoid conflicts with the peak shopping season. Although such impacts remain below the City's thresholds of significance, the Public Works Department will require approval of a Construction Traffic Management Plan prior to commencement of construction (see Mitigation Measure H-1) to ensure that impacts remain less than significant. Such a plan would seek to limit construction-related truck trips to off-peak traffic periods, to the extent feasible. With implementation of Mitigation Measure H-1, construction-related traffic impacts would remain less than significant.

2. **Parking during Construction**

Project impacts on parking during the construction phase have been identified as potentially significant, especially if construction occurs during the holiday shopping season and/or construction delays occur. These impacts are not anticipated to be significant, but mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that minimize parking impacts during construction. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure H-2: The Applicant shall submit a Construction Parking Management Plan to the City Community Development Department in October or earlier of each year that construction is planned between Thanksgiving through New Year's. The initial October or earlier submittal shall estimate the

number of parking spaces to be available during the upcoming holiday shopping period and the peak demand likely during that same period based on the shared parking analysis similar to the analyses performed in the Traffic Study for the Manhattan Village Shopping Center Improvement Project. In the event that a parking shortage is projected, the Construction Parking Management Plan shall include the following points:

- A determination of the need for the provision of off-site parking.
- An estimate of the number of weekday and weekend off-site parking spaces needed to meet demand.
- The identification of the location of an off-site parking location(s) with the appropriate number of available spaces.
- Signed agreements with the owners of the off-site parking supply allowing the shopping center to utilize the spaces during the needed time periods.
- A transportation plan identifying shuttle operations, frequency, and hours of operation for any off-site spaces beyond a reasonable walking distance.
- Modification or reduction in construction hours or days.

The annual Construction Parking Management Plan shall be submitted to and approved by the Director of Community Development. A final copy of the Construction Parking Management Plan shall be submitted to the City of El Segundo.

b. **Facts in Support of Findings**

Analysis of the proposed parking demand based on active land uses, customers, employees, and construction employees shows that the parking supply would be adequate to meet the peak monthly parking demand at the Shopping Center site. The possibility remains, however, that due to project delays or construction scheduling, temporary parking shortages may occur on occasion. Specifically, there may be holiday shopping periods during which there would not be sufficient on-site parking supplies to meet the Christmas parking demand if certain phases of construction do not proceed as planned in terms of scheduling. Given this uncertainty, Mitigation Measure H-2 will be imposed to require a Construction Parking Management Plan for periods when a parking shortage is anticipated. With implementation of this mitigation measure, Project construction would not significantly impact the availability of parking.

VI. Project Alternatives

The City of Manhattan Beach has considered a range of reasonable alternatives for the proposed Project including: Alternative A – No Project/No Build Alternative; Alternative B – Reduced Project – Village Shops Only Alternative; and Alternative C – Modified Site Plan Alternative. Alternatives A, B, and C were analyzed in the EIR, and the basis for rejecting each of these alternatives as infeasible is analyzed below.

As described in the Executive Summary of the FEIR, an “Alternative Site” alternative was rejected from further analysis because it would not meet the underlying purpose of the Project. As described in the Executive Summary, development at another location would not advance the majority of the Project Objectives, including promoting the future vitality of the Shopping Center Site, improving vehicular/pedestrian access at the Site, and integrating the Fry’s parcel into the Site. For the reasons stated above and discussed further in the Executive Summary, an “Alternative Site” alternative was not analyzed further because it would result in greater environmental impacts than the Project and would not achieve the Project Objectives.

A. ALTERNATIVE A – NO PROJECT/NO BUILD ALTERNATIVE

1. Summary of Alternative

The No Project/No Build Alternative includes continued use of the site as it exists today. No new buildings would be constructed, none of the existing facilities would be expanded or improved, and existing buildings would continue to function as they currently do, with no increase in shopping center uses. Internal circulation and parking at the Shopping Center site would remain unchanged. Finally, no landscaping or sustainability features would be implemented as part of this Alternative.

1. Reasons for Rejecting Alternative: Infeasibility

The No Project/No Build Alternative would avoid the proposed Project’s impacts relating to aesthetics, light, air quality, noise, and traffic/circulation. Since all of those impacts for the Project were found to be less than significant with mitigation incorporated, however, Alternative A would not actually reduce any significant and unmitigated impacts.

In addition, the No Project/No Build Alternative would not improve the site from a land use or aesthetic perspective, and would not meet any of the objectives for the proposed Project. The No Project/No Build Alternative would not enhance spatial relationships that promote pedestrian access within the Shopping Center site. This Alternative would neither integrate the Fry’s Electronics parcel into the Shopping Center site nor improve pedestrian access. Finally, the No Project/No Build Alternative would neither maximize the value of the site nor ensure the future economic vitality of an existing Shopping Center. As these and other Project objectives would not be met with Alternative A, the Planning Commission finds this to be an adequate basis for rejecting this Alternative as socially infeasible.

The Planning Commission hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative A as socially infeasible, and by itself, independent of any other reason, would justify the rejection of Alternative A as infeasible.

B. ALTERNATIVE B – REDUCED PROJECT – VILLAGE SHOPS ONLY ALTERNATIVE

1. Summary of Alternative

The Reduced Project – Village Shops Only Alternative would involve the development of 60,000 square feet of the Village Shops component, but would not include the development of the Northeast Corner or the Northwest Corner components. Specifically, a new parking facility and new retail buildings would not be developed in the northeast corner. In addition, the 46,200 square foot Fry’s Electronics building would not be demolished and new shopping center buildings and parking facilities would not be developed in the northwest corner.

2. Reasons for Rejecting Alternative: Infeasibility

The Reduced Project – Village Shops Only Alternative would cause similar aesthetic effects during construction, though for a shorter term than for the Project because of the reduced scale. Like the Project, however, all aesthetic impacts would be reduced to a less than significant level through mitigation. In comparison to the Project, Alternative B would result in a reduction in lighting due to the exclusion of the development in the Northeast and Northwest Corners of the Shopping Center site proposed as part of the Project. Like the Project, lighting impacts would be less than significant, though lighting impacts of Alternative B would be less than for the proposed Project.

The reduction in scale of construction also would reduce air quality impacts as compared to the proposed Project. Given the difference of operational uses between Alternative B and the proposed Project and the subsequent difference in vehicle trips, however, regional operational emissions under the Alternative B are anticipated to be greater than the proposed Project – though still less than significant. The same can be said for greenhouse gas emissions, which would be greater for Alternative B than for the proposed Project, but remain less than significant.

Alternative B would cause similar effects related to exposing workers to hazards during construction because both would require workers to excavate and prepare foundations. Thus, impacts associated with chemical and physical hazards would be similar to the Project and less than significant with mitigation incorporated. By not requiring demolition, Alternative B would have a reduced impact on asbestos exposure. Alternative B would cause greater impacts to operational noise and traffic than the proposed Project. Like the Project, however, the impacts would remain less than significant.

Alternative B would not meet the objective of integrating the various uses and structures into the Site, especially with respect to integrating the Fry’s parcel (the Northwest Corner). In addition, Alternative B would not enhance spatial relationships that promote pedestrian access within the Shopping Center site or maximize site opportunities in the same manner as the proposed Project. Additionally, the consolidation of the Macy’s Men’s store from the south portion of the Main Mall into the Macy’s main store at the north end of the Mall, and the expansion of the Macy’s main store to accommodate the consolidation of the two parts of the store, is a key component of the project that would not be realized if Alternative B were constructed. As these Project objectives would not be met to the degree they would be met with

the proposed Project, the Planning Commission finds this to be an adequate basis for rejecting Alternative B as socially infeasible.

The Planning Commission hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative B, and by itself, independent of any other reason, would justify rejection of Alternative B as socially infeasible.

C. ALTERNATIVE C – MODIFIED SITE PLAN ALTERNATIVE

1. Summary of Alternative

The Modified Site Plan Alternative would involve the same overall types and amounts of development as the proposed Project, but the Village Shops and related parking would be relocated further south and east within the Shopping Center site. The Northwest and Northeast corners would be the same as under the proposed Project. Like the proposed Project, Alternative C would involve a total net increase of approximately 123,672 square feet of new retail and restaurant space (including approximately 194,644 square feet of new gross leasable area and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema space).

2. Reasons for Rejecting Alternative: Infeasibility

The Modified Site Plan Alternative would cause similar aesthetic effects during construction and would result in a similar time frame as the proposed Project. The Development Area where construction would occur would be shifted further south and east and would therefore be more visible to the east of the Site. However, fencing, landscaping and changes in topography would obstruct the visibility of construction activities and the same mitigation measures would be imposed for Alternative C as would be imposed for the Project. Thus, aesthetic impacts would be slightly more than the proposed Project due to the changed location of construction, but would remain less than significant.

Similarly, potential light and glare effects would be slightly greater than the Project due to the location of construction, but impacts would remain less than significant. The same can be said for the noise impacts related to this Alternative. While noise may be slightly greater due to the location of construction, impacts would be expected to remain less than significant.

Air quality impacts, toxics, and greenhouse gas emissions would essentially be the same as the proposed Project due to the similar scale of the Project and would be less than significant. Hazards and hydrology impacts would be similar to the proposed Project and less than significant.

Impacts relative to consistency with land use plans would be slightly greater for Alternative C than for the proposed Project because the design would be less accommodating to pedestrian activity and less internally consistent with other land uses on the Shopping Center site. Nonetheless, impacts under either scenario would be less than significant.

Impacts to fire and police services, as well as water supply and wastewater, would be the same as the proposed Project. Similarly, traffic impacts are expected to be the same as the

proposed Project. With mitigation measures incorporated, however, any traffic impacts would be less than significant under either scenario.

Alternative C generally would meet the underlying purpose of the Project and would meet many of the Project Objectives. Due to the revised location of the proposed Village Shops under Alternative C, however, some of the Project Objectives would not be met. Primarily, this Alternative would not maintain the unique open air characteristics of the Shopping Center, nor would it promote pedestrian access within the Site. It would not enhance existing parking areas and provide additional parking with direct access to the development nor would the architectural design in terms of building placement be as compatible with the existing components of the Shopping Center as the proposed Project. In short, this Alternative would not integrate the various uses on the site to the same extent as the proposed project, maximize site opportunities, or improve vehicular access while promoting pedestrian-friendly design. Given that this Alternative would not meet as many of the Project Objectives as the proposed Project, the Planning Commission finds this to be an adequate basis for rejecting Alternative C as socially infeasible.

In addition, Alternative C is rejected on the basis that it would not be environmentally superior to the proposed Project. The light and glare impacts of Alternative C would exceed those of the Project and the Alternative would not be as consistent with land use policies because it would not improve pedestrian access as well as the proposed Project, nor would it separate or buffer residential areas from noise, odors, or light and glare as well as the proposed Project.

The Planning Commission hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative C as infeasible, and by itself, independent of any other reason, would justify rejection of Alternative C as infeasible.

D. ENVIRONMENTALLY SUPERIOR ALTERNATIVE

Of the alternatives evaluated above, the No Project Alternative is the environmentally superior alternative with respect to reducing the potentially significant impacts created by the proposed Project. The CEQA Guidelines require the identification of another environmentally superior alternative if the No Project Alternative is the environmentally superior alternative.

Of the remaining project alternatives, the Reduced Project – Village Shops Only alternative is the environmentally superior alternative. Although the Reduced Project Alternative would decrease some environmental impacts as compared to the proposed Project, however, it would actually have greater impacts than the proposed Project with respect to operational traffic impacts. In addition, the proposed Project does not have any significant unmitigated impacts. For those reasons and for the reasons discussed above, the Planning Commission hereby rejects the Reduced Project Alternative in favor of the Project.

EXHIBIT A

MITIGATION MONITORING AND REPORTING PROGRAM

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IV. Mitigation Monitoring and Reporting Program



IV. Mitigation Monitoring and Reporting Program

1. Introduction

The California Environmental Quality Act (CEQA) requires a Mitigation Monitoring and Reporting Program (MMRP) for projects where mitigation measures are a condition of their approval and development. An Environmental Impact Report (EIR) has been prepared to address the potential environmental impacts of the proposed Project. Where appropriate, the EIR recommends mitigation measures to avoid or substantially lessen the significant environmental impacts associated with the proposed Project. This MMRP is designed to monitor implementation of these mitigation measures. This MMRP has been prepared in compliance with the requirements of CEQA, Public Resources Code Section 21081.6, and Section 15097 of the CEQA Guidelines. This MMRP describes the procedures the Applicant shall use to implement the mitigation measures adopted in connection with the approval of the proposed Project and the methods of monitoring and reporting on such actions. “Monitoring” is generally an ongoing or periodic process of project oversight. “Reporting” generally consists of a written compliance review that is presented to the decision making body or authorized staff person. For this MMRP, the City of Manhattan Beach is the Lead Agency for the proposed Project.

2. Purpose

It is the intent of this MMRP to:

1. Verify compliance with the required mitigation measures of the EIR;
2. Provide a methodology to document implementation of required mitigation;
3. Provide a record and status of mitigation requirements;
4. Identify monitoring and enforcement agencies;
5. Establish and clarify administrative procedures for the clearance of mitigation measures;
6. Establish the frequency and duration of monitoring and reporting; and

7. Utilize the existing agency review processes' wherever feasible.

3. Administrative Procedures

The Applicant shall be obligated to provide documentation concerning implementation of the listed mitigation measures to the appropriate monitoring agency and the appropriate enforcement agency as provided for herein. All departments listed below are within the City of Manhattan Beach unless otherwise noted. The entity responsible for the implementation of mitigation measures shall be the Applicant unless otherwise noted.

As shown on the following pages, each required mitigation measure for the proposed Project is listed and categorized by impact area, with accompanying discussion of:

- Enforcement Agency—the agency with the power to enforce the mitigation measure.
- Monitoring Agency—the agency to which reports involving feasibility, compliance, implementation, and development are made.
- Monitoring Phase—the phase of the proposed Project during which the mitigation measure shall be monitored.
- Monitoring Frequency—the frequency at which the mitigation measure shall be monitored. Because construction would be completed in increments, repeat monitoring may be required for some mitigation measures to demonstrate compliance for each increment.
- Action(s) Indicating Compliance—the action(s) of which the Enforcement or Monitoring Agency indicates that compliance with the required mitigation measure has been implemented.

4. Enforcement

This MMRP shall be in place throughout all phases of the proposed Project. Each phase of the proposed Project will be required to demonstrate compliance. The Applicant shall be obligated to provide certification, as identified below, to the appropriate agency that compliance with the required mitigation measure has been implemented.

5. Program Modification

After review and approval of the final MMRP by the Lead Agency, minor changes and modifications to the MMRP are permitted, but can only be made by the Applicant or its successor subject to the approval by the City of Manhattan Beach. The Lead Agency, in conjunction with any appropriate agencies or departments, will determine the adequacy of any proposed change or modification. The flexibility is necessary in light of the prototypical nature of the MMRP, and the need to protect the environment with a workable program. No changes will be permitted unless the MMRP continues to satisfy the requirements of CEQA, as determined by the Lead Agency.

6. Mitigation Monitoring and Reporting Program

IV.A. Aesthetics, Views, Light/Glare, and Shading

Mitigation Measure A-1: The Applicant shall ensure through appropriate postings and daily visual inspections that no unauthorized materials are posted on any temporary construction barriers or temporary pedestrian walkways, and that such temporary barriers and walkways are maintained in a visually attractive manner throughout the construction period.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Field inspection sign-off

Mitigation Measure A-2: Temporary fencing with screening material (e.g., a chain link fence with green or black screen material) approximately 6 feet in height shall be used around the perimeter of construction activities within the Development Area to buffer views of construction equipment and materials. In addition, construction activities internal to the site shall be screened by temporary construction fencing located within five to ten feet of the vertical construction areas.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department

- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):**
Field inspection sign-off

Mitigation Measure A-3: Any necessary construction lighting shall be directed onto the construction site and have low reflectivity to minimize glare and limit light spillover onto adjacent properties.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):**
Field inspection sign-off

Mitigation Measure A-4: A landscape plan for the Development Area shall be prepared to the satisfaction of the Community Development Department. The landscape plan shall provide for the replacement of any significant tree removed with a minimum of one 36-inch box tree, with the specific number and size to be determined by the Community Development Department. The landscape plan shall also include an automatic irrigation plan.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):**
Approval of Plan; Issuance of Certificate of Occupancy

Mitigation Measure A-5: All new street lighting within the public right-of-way required for the project shall be approved by the Public Works Department, and where applicable, Caltrans.

- **Enforcement Agency:** City of Manhattan Beach Public Works Department; Caltrans (where lighting is along Caltrans right-of way)

- **Monitoring Agency:** City of Manhattan Beach Public Works Department; Caltrans (where lighting is along Caltrans right-of way)
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plans; Issuance of Certificate of Occupancy

Mitigation Measure A-6: All new parking and pedestrian lighting required for the project shall be the minimum height needed and shall include cutoff optics and shielding that direct light away from off-site uses. Such lighting shall be approved by the Community Development Department.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plans; Issuance of Certificate of Occupancy

Mitigation Measure A-7: Architectural lighting shall be directed onto the building surfaces, have low reflectivity to minimize glare, limit light spillover onto adjacent properties and night sky, and be approved by the Community Development Department.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plans; Issuance of Certificate of Occupancy

Mitigation Measure A-8: Lighting controls shall allow the stepping down of light intensity after business hours.

- **Enforcement Agency:** City of Manhattan Beach Community Development and Police Departments
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plans; Issuance of Certificate of Occupancy

Mitigation Measure A-9: A photometric lighting plan for the Development Area shall be prepared by an electrical engineer registered in the State of California. The plan shall consist of a foot-candle layout based on a 10-foot grid extending for a minimum of 20 feet outside the property lines. This plan shall demonstrate that additional lighting does not exceed 2.0 foot-candles at a light-sensitive use (e.g., residential or hotel uses) or 0.5 foot-candles in an R district. Upon completion of installation of such lighting, lights shall be field verified and/or adjusted to ensure consistency with the photometric plan.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plan; Issuance of Certificate of Occupancy

IV.B. Air Quality

Mitigation Measure B-1: All unpaved demolition and construction areas shall be wetted at least twice daily during excavation and construction, and temporary dust covers shall be used to reduce dust emissions and meet SCAQMD District Rule 403.

- **Enforcement Agency:** South Coast Air Quality Management District; City of Manhattan Beach Community Development Department

- **Monitoring Agency:** South Coast Air Quality Management District; City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure B-2: The owner or contractor shall keep the construction area sufficiently dampened to control dust caused by construction and hauling, and at all times provide reasonable control of dust caused by wind without causing runoff or discharge to the municipal storm water system.

- **Enforcement Agency:** South Coast Air Quality Management District; City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure B-3: All loads shall be secured by trimming, watering or other appropriate means to prevent spillage and dust.

- **Enforcement Agency:** South Coast Air Quality Management District; City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure B-4: All materials transported off-site shall be either sufficiently watered or securely covered to prevent excessive amount of dust.

- **Enforcement Agency:** South Coast Air Quality Management District; City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure B-5: All earth moving or excavation activities shall be discontinued during periods of high winds (i.e., greater than 15 mph), so as to prevent excessive amounts of dust.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure B-6: General contractors shall maintain and operate construction equipment so as to minimize exhaust emissions. During construction, trucks and vehicles in loading and unloading queues will have their engines turned off when not in use, to reduce vehicle emissions. Construction activities should be phased and scheduled to avoid emissions peaks and discontinued during second-stage smog alerts.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department

- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign off

Mitigation Measure B-7: To the extent possible, petroleum powered construction activity shall utilize electricity from power poles rather than temporary diesel power generators and/or gasoline power generators.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign off

Mitigation Measure B-8: On-site mobile equipment shall be powered by alternative fuel sources (i.e., methanol, natural gas, propane or butane) as feasible.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign off

IV.C. Hazards and Hazardous Materials

Mitigation Measure C-1: Given the likelihood of encountering soil containing crude oil and its associated components (VOCs, PAHs, heavy metals, etc.) during major earthwork performed within the Development Area,

earthwork shall be conducted under a Soil Management Plan (SMP), designed to guide construction and earthwork contractors in the best management practices (BMPs) for excavations, utility installations, grading, compaction, and other earthwork activities on potentially contaminated sites.

The SMP shall contain the following information:

- A summary of Site topography and soil conditions;
- Decision matrix for the application of the SMP procedures;
- Description of applicable earthwork and maintenance activities that will trigger the SMP procedures;
- Discussion of applicable regulations for performing earthwork in potentially contaminated soil areas, including those from the Occupational Safety and Health Administration (OSHA), the SCAQMD, and the LARWQCB;
- Health & safety procedures for worker safety, personal protective equipment, and training;
- Air pollution measurement and control measures for compliance with SCAQMD Rules 403 and 1166;
- Stormwater pollution control measures and best management practices (BMPs) to prevent non-stormwater discharge, control stormwater runoff and runoff and prevent pollution of stormwater runoff including control of sediments;
- Methods to identify potentially impacted soils;
- Truck traffic planning procedures;
- Recommended Site security procedures;
- Stockpile management;
- Stockpile profiling;
- Decontamination procedures; and
- Record keeping procedures.

The SMP shall be made available to various agencies for comment, including the LARWQCB and the South Coast Air Quality Management District at least 60 days prior to the start of earthwork. The SMP shall also be subject to review and approval by the City of Manhattan Beach prior to the start of earthwork. The Applicant will use the SMP as a guide for all construction or maintenance work conducted on the Shopping Center Site.

- **Enforcement Agency:** LARWQCB; SCAQMD; OSHA; City of Manhattan Beach Community Development, Fire, and Public Works Departments
- **Monitoring Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department
- **Monitoring Phase:** Pre-Construction (prior to the start of earthwork); Construction
- **Monitoring Frequency:** Once prior to the issuance of grading permit; Periodic during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** City approval of Soil Management Plan prepared by qualified professional; Approval of grading plans; Quarterly compliance report submitted by qualified professional; Quarterly compliance certification report submitted by project contractors

Mitigation Measure C-2: Any underground storage tanks, toxic materials, contaminated soils, or contaminated groundwater encountered during demolition, excavation, or grading shall be evaluated and excavated/disposed of, treated in-situ (in place), or otherwise managed in accordance with applicable regulatory requirements and in accordance with the Soil Management Plan.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire and Public Works Departments and possibly LARWQCB, SCAQMD and/or DTSC
- **Monitoring Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** To be determined by consultation with appropriate regulatory agency(ies) upon any discovery of such materials
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Soil Management Plan prepared by qualified professional; Quarterly compliance report submitted by qualified professional; Quarterly compliance certification report submitted by project contractors; Applicable agency sign-off in the event such materials are encountered

Mitigation Measure C-3: The Applicant shall install and use a sub-slab barrier and vent system (vapor intrusion protection system) in each building to mitigate the hazards caused by methane and VOCs in subsurface soil. The Applicant shall construct the impermeable membrane

barrier of a minimum 60-mil-thick high-density polyethylene (HDPE) liner system or liquid asphaltic spray-applied liner installed underneath each slab-on-grade structure constructed in the Project. This barrier shall be installed over a network of slotted vent piping set in gravel in order to collect and safely redirect any vapors from beneath the building based on a comprehensive review of historical data, the types of VOCs identified, and the range of methane concentrations.

To ensure proper installation, the performance of the vapor intrusion protection system shall be monitored by screening for methane in selected “compliance rooms” within the Project buildings for the first year of occupancy on a quarterly basis. Methane shall act as the indicator of a leak or malfunction with the system, since it is far more abundant in soil than any other vaporous chemical, is non-toxic, and can be detected easily with portable, hand-held equipment.

Reports summarizing the quarterly monitoring events shall be provided to the City of Manhattan Beach Fire Department. If the system is determined to be performing according to design specifications established by the design engineer and approved during the plan check process, the monitoring will be concluded after four monitoring periods, or one year.

Each system shall be configured so that it is prepared for the unlikely event that a breach occurs or portions of the barrier and vent system are damaged. The following back-up safety systems shall be in place and available to the Applicant if elevated methane concentrations are detected inside a building during an inspection or if inspections indicate system damage or malfunction:

- The system shall be configured such that it may be converted to an active vacuum system that will create negative pressure under the building slab; and
- Heating/ventilation/air conditioning (HVAC) equipment and controls shall be configured so as to be capable of generating and maintaining positive pressure within the Project buildings (with the exception of restaurant buildings, for safety reasons).
- **Enforcement Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department; LARWQCB
- **Monitoring Agency:** City of Manhattan Beach Community Development and Fire Departments
- **Monitoring Phase:** Pre-Construction; Construction; Operation

- **Monitoring Frequency:** Once prior to construction; once upon construction of the system; quarterly for one year once system is operational
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of plans for system designed by qualified professional; Field inspection report by qualified professional upon construction; Quarterly monitoring reports submitted to the Community Development Department and Fire Department by qualified professional for the first year of occupancy

IV.F. Noise

Mitigation Measure F-1: A temporary, continuous and impermeable sound barrier wall shall be erected along those portions of the Development Area closest to off-site sensitive receptors during construction activities. The required height and extent of the sound barrier wall shall be designed to achieve: a minimum 2 dBA reduction during construction of the Village Shops at receptor R3; a minimum 15 dBA and 2 dBA reduction at receptors R2 and R3, respectively, during construction of the Northeast Corner component; and a minimum 1 dBA and 16 dBA reduction at receptors R2 and R3, respectively, during construction of the Northwest Corner component.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure F-2: Exterior noise-generating construction activities shall be limited to Monday through Friday from 7:30 A.M. to 6:00 P.M., and from 9:00 A.M. to 6 P.M. on Saturdays. No noise-generating exterior construction activities shall occur on Sundays or City observed holidays.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department

- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure F-3: Construction activities shall be scheduled so as to avoid operating several pieces of heavy equipment simultaneously when close to nearby sensitive uses, which causes high noise levels.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure F-4: Noise-generating construction equipment operated at the Shopping Center site shall be equipped with effective noise control devices; i.e., mufflers, lagging, and/or motor enclosures. All equipment shall be properly maintained to assure that no additional noise due to worn or improperly maintained parts would be generated.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure F-5: Engine idling from construction equipment such as bulldozers and haul trucks shall be limited. Idling of haul trucks shall be limited to five (5) minutes at any given location as established by the South Coast Air Quality Management District.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department; SCAQMD

- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

IV.G.1 Public Services—Fire Protection

Mitigation Measure G.1-1: During Project construction, the Applicant shall ensure that, Manhattan Beach Fire Department access to the Shopping Center Site will remain clear and unobstructed from construction activities.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure G.1-2: The Applicant shall submit plans including a site plan for approval by the Manhattan Beach Fire Department prior to the approval and issuance of a building permit.

- **Enforcement Agency:** Manhattan Beach Fire and Community Development Departments
- **Monitoring Agency:** Manhattan Beach Fire Department
- **Monitoring Phase:** Pre-construction
- **Monitoring Frequency:** Once prior to issuance of building permit
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Issuance of a building permit

Mitigation Measure G.1-3: The Applicant shall consult with the Manhattan Beach Fire Department and incorporate fire prevention and suppression features appropriate to the design of the Project.

- **Enforcement Agency:** Manhattan Beach Fire and Community Development Departments
- **Monitoring Agency:** Manhattan Beach Fire Department
- **Monitoring Phase:** Pre-construction
- **Monitoring Frequency:** Once at time of plan submittal
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plans by the Manhattan Beach Fire Department

IV.G.2 Public Services—Police Protection

Mitigation Measure G.2-1: During Project construction, the Applicant shall ensure that Manhattan Beach Police Department access to the Shopping Center site will remain clear and unobstructed from construction activities, consistent with the Security Plan approved by the Manhattan Beach Police Department.

- **Enforcement Agency:** Manhattan Beach Police and Community Development Departments
- **Monitoring Agency:** Manhattan Beach Police Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Security Plan; Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure G.2-2: During Project construction, the Applicant shall implement security measures including, but not limited to, security fencing, lighting, and the use of a seven-day, 24-hour security patrol, consistent with the Security Plan approved by the Manhattan Beach Police Department.

- **Enforcement Agency:** Manhattan Beach Police Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department and Manhattan Beach Police Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections during construction

- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Security Plan; Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure G.2-3: The Applicant shall consult with the Manhattan Beach Police Department and incorporate crime prevention features appropriate for the design of the Project in accordance with the Security Plan approved by the Manhattan Beach Police Department.

- **Enforcement Agency:** Manhattan Beach Police Department; City of Manhattan Beach Community Development Department
- **Monitoring Agency:** Manhattan Beach Police Department; City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once upon approval of plans and once upon implementation of features
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Security Plan; Issuance of Certificate of Occupancy

Mitigation Measure G.2-4: Upon Project completion, the Applicant shall provide the Manhattan Beach Police Department with a diagram of each portion of the property, including access routes, and provide additional information that might facilitate police response in accordance with the Security Plan.

- **Enforcement Agency:** Manhattan Beach Police Department
- **Monitoring Agency:** Manhattan Beach Police Department
- **Monitoring Phase:** Operation (prior to occupancy)
- **Monitoring Frequency:** Prior to certificate of occupancy for each component
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Written confirmation of receipt by Manhattan Beach Police Department prior to issuance of certificate of occupancy for each component

Mitigation Measure G.2-5: A Security Plan for the Shopping Center shall be developed in coordination with the Manhattan Beach Police Department and subject to the review and approval of the Manhattan Beach Police Department. This Security Plan shall include a specific Security Plan for the parking structures and a requirement to routinely meet with the Manhattan Beach Police Department regarding security within the Shopping Center.

- **Enforcement Agency:** Manhattan Beach Police Department

- **Monitoring Agency:** Manhattan Beach Police Department
- **Monitoring Phase:** Pre-construction; Operation
- **Monitoring Frequency:** Once prior to issuance of the first building permit; Annually during operation
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Security Plan; Annual compliance report submitted by project Applicant.

IV.H. Transportation and Circulation

Mitigation Measure H-1: Prior to the start of construction, the Applicant shall devise a Construction Traffic Management Plan to be implemented during construction of the Project. The Construction Traffic Management Plan shall identify all traffic control measures and devices to be implemented by the construction contractor through the duration of demolition and construction activities associated with the Project. Construction traffic controls should be provided consistent with current California Manual of Uniform Traffic Control Devices standards and include provisions to provide and maintain ADA pedestrian mobility and access consistent with current California requirements. If lane closures are needed, the Construction Traffic Management Plan shall be submitted for review to Caltrans. The Construction Traffic Management Plan shall be submitted for review to the City of El Segundo Public Works Department and the City of El Segundo Planning and Building Safety Department. The Construction Traffic Management Plan shall be subject to final approval by the City of Manhattan Beach Public Works Department, the City of Manhattan Beach Community Development Department, and the Manhattan Beach Police and Fire Departments. A final copy of the Construction Traffic Management Plan shall be submitted to the City of El Segundo.

- **Enforcement Agency:** City of Manhattan Beach Public Works Department; City of Manhattan Beach Community Development Department; Manhattan Beach Police Department; Manhattan Beach Fire Department, and potentially Caltrans
- **Monitoring Agency:** City of Manhattan Beach Public Works Department; City of Manhattan Beach Community Development Department; Manhattan Beach Police Department; Manhattan Beach Fire Department
- **Monitoring Phase:** Pre-Construction; Construction
- **Monitoring Frequency:** Once prior to issuance of first demolition permit; Periodic field inspections during construction

- **Action(s) Indicating Compliance with Mitigation Measure(s):** Written verification of approval from the City of Manhattan Beach Public Works Department, City of Manhattan Beach Community Development Department, Manhattan Beach Police Department, and Manhattan Beach Fire Department, and Caltrans, if required, prior to the issuance of demolition and construction permits; Issuance of first demolition permit; Field inspection sign-off; Quarterly compliance certification report submitted by project contractors

Mitigation Measure H-2: The Applicant shall submit a Construction Parking Management Plan to the City Community Development Department in October or earlier of each year that construction is planned between Thanksgiving through New Year's. The initial October or earlier submittal shall estimate the number of parking spaces to be available during the upcoming holiday shopping period and the peak demand likely during that same period based on the shared parking analysis similar to the analyses performed in the Traffic Study for the Manhattan Village Shopping Center Improvement Project. In the event that a parking shortage is projected, the Construction Parking Management Plan shall include the following points:

- A determination of the need for the provision of off-site parking.
- An estimate of the number of weekday and weekend off-site parking spaces needed to meet demand.
- The identification of the location of an off-site parking location(s) with the appropriate number of available spaces.
- Signed agreements with the owners of the off-site parking supply allowing the shopping center to utilize the spaces during the needed time periods.
- A transportation plan identifying shuttle operations, frequency, and hours of operation for any off-site spaces beyond a reasonable walking distance.
- Modification or reduction in construction hours or days.

The annual Construction Parking Management Plan shall be submitted to and approved by the Director of Community Development. A final copy of the Construction Parking Management Plan shall be submitted to the City of El Segundo.

- **Enforcement Agency:** City of Manhattan Beach Community Development, Police, Fire, and Public Works Departments
- **Monitoring Agency:** City of Manhattan Beach Community Development Department

- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Annually in October or earlier of each year that construction is planned between Thanksgiving and New Year's
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Annual approval by the Community Development, Police, Fire and Public Works Department

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Manhattan Village Shopping Center

Final EIR- April 2013

Mitigation Measures

A. Aesthetics, Views, Light/Glare, and Shading

(1) Construction

Aesthetic impacts associated with construction of the proposed Project would be less than significant. Nonetheless, the following mitigation measures are proposed to ensure that such impacts would be less than significant:

Mitigation Measure A-1: The Applicant shall ensure through appropriate postings and daily visual inspections that no unauthorized materials are posted on any temporary construction barriers or temporary pedestrian walkways, and that such temporary barriers and walkways are maintained in a visually attractive manner throughout the construction period.

Mitigation Measure A-2: Temporary fencing with screening material shall be used around the perimeter of construction activities within the Development Area to buffer views of construction equipment and materials.

Mitigation Measure A-3: Any necessary construction lighting shall be directed onto the construction site and have low reflectivity to minimize glare and limit light spillover onto adjacent properties.

(2) Operation

Aesthetic impacts associated with operation of the proposed Project would be less than significant. Nonetheless, the following mitigation measures are proposed to ensure that such impacts would be less than significant:

Mitigation Measure A-4: A landscape plan for the Development Area shall be prepared to the satisfaction of the Community Development Department. The landscape plan shall provide for the replacement of any significant tree removed with a minimum of one 36-inch box tree, with the specific number and size to be determined by the Community Development Department. The landscape plan shall also include an automatic irrigation plan.

Mitigation Measure A-5: All new street lighting within the public right-of-way required for the Project shall be approved by the Public Works Department, and where applicable, Caltrans.

Mitigation Measure A-6: All new parking and pedestrian lighting required for the Project shall be the minimum height needed, and shall include cutoff optics and shielding that direct light away from off-site light-sensitive uses. Such lighting shall be approved by the Community Development Department.

Mitigation Measure A-7: Architectural lighting shall be directed onto the building surfaces, have low reflectivity to minimize glare, limit light spillover onto adjacent properties and night sky, and be approved by the Community Development Department.

Mitigation Measure A-8: Lighting controls shall allow the stepping down of light intensity after business hours.

Mitigation Measure A-9: A photometric lighting plan for the Development Area shall be prepared by an electrical engineer registered in the State of California. The plan shall consist of a foot-candle layout based on a 10-foot grid extending for a minimum of 20 feet outside the property lines. This plan shall demonstrate that additional lighting does not exceed 2.0 foot-candles at a light-sensitive use (e.g., residential or hotel uses) or 0.5 foot-candles in an R district. Upon completion of installation of such lighting, lights shall be field verified and/or adjusted to ensure consistency with the photometric plan.

B. Air Quality

(1) Construction

Mitigation Measure B-1: All unpaved demolition and construction areas shall be wetted at least twice daily during excavation and construction, and temporary dust covers shall be used to reduce dust emissions and meet SCAQMD District Rule 403.

Mitigation Measure B-2: The owner or contractor shall keep the construction area sufficiently dampened to control dust caused by construction and hauling, and at all times provide reasonable control of dust caused by wind without causing runoff or discharge to the municipal stormwater system.

Mitigation Measure B-3: All loads shall be secured by trimming, watering or other appropriate means to prevent spillage and dust.

Mitigation Measure B-4: All materials transported off-site shall be either sufficiently watered or securely covered to prevent excessive amount of dust.

Mitigation Measure B-5: All earth moving or excavation activities shall be discontinued during periods of high winds (i.e., greater than 15 mph), so as to prevent excessive amounts of dust.

Mitigation Measure B-6: General contractors shall maintain and operate construction equipment so as to minimize exhaust emissions. During construction, trucks and vehicles in loading and unloading queues will have their engines turned off when not in use, to reduce vehicle emissions. Construction activities should be phased and scheduled to avoid emissions peaks and discontinued during second-stage smog alerts.

Mitigation Measure B-7: To the extent possible, petroleum powered construction activity shall utilize electricity from power poles rather than temporary diesel power generators and/or gasoline power generators.

Mitigation Measure B-8: On-site mobile equipment shall be powered by alternative fuel sources (i.e., methanol, natural gas, propane or butane) as feasible.

C. Hazards and Hazardous Materials

Mitigation Measure C-1: Given the likelihood of encountering soil containing crude oil and its associated components (VOCs, PAHs, heavy metals, etc.) during major earthwork performed within the Development Area, earthwork shall be conducted under a Soil Management Plan (SMP), designed to guide construction and earthwork contractors in the best management practices (BMPs) for excavations, utility installations, grading, compaction, and other earthwork activities on potentially contaminated sites. The SMP shall contain the following information:

- A summary of Site topography and soil conditions;

- Decision matrix for the application of the SMP procedures;
- Description of applicable earthwork and maintenance activities that will trigger the SMP procedures;
- Discussion of applicable regulations for performing earthwork in potentially contaminated soil areas, including those from the Occupational Safety and Health Administration (OSHA), the SCAQMD, and the LARWQCB;
- Health & safety procedures for worker safety, personal protective equipment, and training;
- Air pollution measurement and control measures for compliance with SCAQMD Rules 403 and 1166;
- Stormwater pollution control measures and best management practices (BMPs) to prevent non-stormwater discharge, control stormwater runoff and prevent pollution of stormwater runoff including control of sediments;
- Methods to identify potentially impacted soils;
- Truck traffic planning procedures;
- Recommended Site security procedures;
- Stockpile management;
- Stockpile profiling;
- Decontamination procedures; and
- Record keeping procedures.

The SMP shall be made available to various agencies for comment, including the LARWQCB and the South Coast Air Quality Management District at least 60 days prior to the start of earthwork. The SMP shall also be subject to review and approval by the City of Manhattan Beach prior to the start of earthwork. The Applicant will use the SMP as a guide for all construction or maintenance work conducted on the Shopping Center Site.

Mitigation Measure C-2: Any underground storage tanks, toxic materials, contaminated soils, or contaminated groundwater encountered during demolition, excavation, or grading shall be evaluated and excavated/disposed of, treated in-situ (in place), or otherwise managed in accordance with applicable regulatory requirements and in accordance with the Soil Management Plan.

Mitigation Measure C-3: The Applicant shall install and use a sub-slab barrier and vent system (vapor intrusion protection system) in each building to mitigate the hazards caused by methane and VOCs in subsurface soil. The Applicant shall construct the impermeable membrane barrier of a minimum 60-mil-thick high-density polyethylene (HDPE) liner system or liquid asphaltic spray-applied liner installed underneath each slab-on-grade structure constructed in the Project. This barrier shall be installed over a network of slotted vent piping set in gravel in order to collect and safely redirect any vapors from beneath the building based on a comprehensive review of historical data, the types of VOCs identified, and the range of methane concentrations.

To ensure proper installation, the performance of the vapor intrusion protection system shall be monitored by screening for methane in selected "compliance rooms" within the Project buildings for the first year of occupancy on a quarterly basis. Methane shall act as the indicator of a leak or malfunction with the system, since it is far more abundant in soil than any other vaporous chemical, is non-toxic, and can be detected easily with portable, hand-held equipment.

Reports summarizing the quarterly monitoring events shall be provided to the City of Manhattan Beach Fire Department. If the system is determined to be performing

according to design specifications established by the design engineer and approved during the plan check process, the monitoring will be concluded after four monitoring periods, or one year.

Each system shall be configured so that it is prepared for the unlikely event that a breach occurs or portions of the barrier and vent system are damaged. The following back-up safety systems shall be in place and available to the Applicant if elevated methane concentrations are detected inside a building during an inspection or inspections indicate system damage or malfunction:

- The system shall be configured such that it may be converted to an active vacuum system that will create negative pressure under the building slab; and
- Heating/ventilation/air conditioning (HVAC) equipment and controls shall be configured so as to be capable of generating and maintaining positive pressure within the Project buildings (with the exception of restaurant buildings, for safety reasons).

D. Hydrology and Surface Water Quality

With implementation of regulatory requirements and the Project Design Features, the proposed Project would not result in significant impacts to hydrology and water quality. Thus, no mitigation measures are required.

E. Land Use

With incorporation of the Project Design Features and recommended improvements, and approval of the requested discretionary actions, the proposed Project would be consistent with existing regulatory requirements and relevant land use polices. Therefore, no mitigation measures would be required.

F. Noise

(1) Construction Noise

Mitigation Measure F-1: A temporary, continuous and impermeable sound barrier wall shall be erected along those portions of the Development Area closest to off-site sensitive receptors during construction activities. The required height and extent of the sound barrier wall shall be designed to achieve: a minimum 2 dBA reduction during construction of the Village Shops at receptor R3; a minimum 15 dBA and 2 dBA reduction at receptors R2 and R3, respectively, during construction of the Northeast Corner component; and a minimum 1 dBA and 16 dBA reduction at receptors R2 and R3, respectively, during construction of the Northwest Corner component.

Mitigation Measure F-2: Exterior noise-generating construction activities shall be limited to Monday through Friday from 7:30 A.M. to 6:00 P.M., and from 9:00 A.M. to 6 P.M. on Saturdays. No noise-generating exterior construction activities shall occur on Sundays or City observed holidays.

Mitigation Measure F-3: Construction activities shall be scheduled so as to avoid operating several pieces of heavy equipment simultaneously when close to nearby sensitive uses, which causes high noise levels.

Mitigation Measure F-4: Noise-generating construction equipment operated at the Shopping Center site shall be equipped with effective noise control devices, i.e., mufflers, lagging, and/or motor enclosures. All equipment shall be properly

maintained to assure that no additional noise due to worn or improperly maintained parts would be generated.

Mitigation Measure F-5: Engine idling from construction equipment such as bulldozers and haul trucks shall be limited. Idling of haul trucks shall be limited to five (5) minutes at any given location as established by the South Coast Air Quality Management District.

G.1 Public Services—Fire Protection

(1) Construction

Fire service impacts associated with construction of the proposed Project would be less than significant. Nonetheless, the following mitigation measure is proposed to ensure that such impacts would be less than significant.

Mitigation Measure G.1-1: During Project construction, the Applicant shall ensure that, Manhattan Beach Fire Department access to the Shopping Center Site will remain clear and unobstructed from construction *activities*.

(2) Operation

Fire service impacts associated with operation of the proposed Project would be less than significant. Nonetheless, the following mitigation measures are proposed to ensure that such impacts would be less than significant.

Mitigation Measure G.1-2: The Applicant shall submit plans including a site plan for approval by the Manhattan Beach Fire Department prior to approval and issuance of a building permit.

Mitigation Measure G.1-3: The Applicant shall consult with the Manhattan Beach Fire Department and incorporate fire prevention and suppression features appropriate to the design of the Project.

G.2 Public Services—Police Protection

(1) Construction

The following mitigation measures are prescribed below to ensure that specific design features would be implemented during construction to address security issues on-site.

Mitigation Measure G.2-1: During Project construction, the Applicant shall ensure that, Manhattan Beach Police Department access to the Shopping Center site will remain clear and unobstructed from construction activities, consistent with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-2: During Project construction, the Applicant shall implement security measures including but not limited to security fencing, lighting, and the use of a seven-day, 24-hour security patrol in accordance with the Security Plan.

(2) Operation

Police service impacts associated with operation of the proposed Project would be less than significant. Nonetheless, the following mitigation measures are proposed to ensure that such impacts would be less than significant.

Mitigation Measure G.2-3: The Applicant shall consult with the Manhattan Beach Police Department and incorporate crime prevention features appropriate for the design of the Project in accordance with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-4: Upon Project completion, the Applicant shall provide the Manhattan Beach Police Department with a diagram of each portion of the property, including access routes, and provide additional information that might facilitate police response in accordance with the Security Plan.

Mitigation Measure G.2-5: A Security Plan for the Shopping Center shall be developed in coordination with the Manhattan Beach Police Department and subject to the review and approval of the Manhattan Beach Police Department. This security plan shall include a specific security plan for the parking structures and a requirement to routinely meet with the Manhattan Beach Police Department regarding security within the Shopping Center.

H. Transportation and Circulation

(1) Construction

With implementation of the Project Design Features, as well as compliance with regulatory requirements, construction-related traffic impacts would be less than significant. However, the following mitigation measures are recommended to ensure impacts remain less than significant.

Mitigation Measure H-1: Prior to the start of construction, the Applicant shall devise a Construction Traffic Management Plan to be implemented during construction of the Project. The Construction Traffic Management Plan shall identify all traffic control measures and devices to be implemented by the construction contractor through the duration of demolition and construction activities associated with the Project. Construction traffic controls should be provided consistent with current California Manual of Uniform Traffic Control Devices standards and include provisions to provide and maintain ADA pedestrian mobility and access consistent with current California requirements. The Construction Traffic Management Plan shall be subject to final approval by the City of Manhattan Beach Public Works Department, the City of Manhattan Beach Community Development Department, and the Manhattan Beach Police and Fire Departments.

Mitigation Measure H-2: The Applicant shall submit a Construction Parking Management Plan to the City Community Development Department in October or earlier of each year that construction is planned between Thanksgiving through New Year's. The initial October or earlier submittal shall estimate the number of parking spaces to be available during the upcoming holiday shopping period and the peak demand likely during that same period based on the shared parking analysis similar to the analyses performed in the Traffic Study for the Manhattan Village Shopping Center Improvement Project. In the event that a parking shortage is projected, the Construction Parking Management Plan shall include the following points:

- A determination of the need for the provision of off-site parking.

- An estimate of the number of weekday and weekend off-site parking spaces needed to meet demand.
- The identification of the location of an off-site parking location(s) with the appropriate number of available spaces.
- Signed agreements with the owners of the off-site parking supply allowing the shopping center to utilize the spaces during the needed time periods.
- A transportation plan identifying shuttle operations, frequency, and hours of operation for any off-site spaces beyond a reasonable walking distance.
- Modification or reduction in construction hours or days.

The annual Construction Parking Management Plan shall be submitted to and approved by the Director of Community Development.

(2) Operation

The proposed Project would not create significant impacts at any of the 13 study intersections under any of the analyzed development scenarios. Therefore, Project impacts on intersection operation would be less than significant. While the proposed Project does not add enough trips to the street system to necessitate mitigation measures, the Applicant has agreed to dedicate the necessary right-of-way to the City of Manhattan Beach for the desired expansion of Sepulveda Boulevard bridge, located approximately 500 feet south of Rosecrans Boulevard directly west of the Shopping Center site.

I.1 Utilities—Water Supply

With implementation of the Project Design Features, Project-level impacts on water supply and distribution would be less than significant. Therefore, no mitigation measures are required.

I.2 Utilities—Wastewater

With implementation of the Project Design Features, Project-level impacts on wastewater conveyance and treatment facilities would be less than significant. Therefore, no mitigation measures are required.

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**CITY OF MANHATTAN BEACH
PLANNING COMMISSION
MINUTES OF REGULAR MEETING
MAY 22, 2013**

A Regular Meeting of the Planning Commission of the City of Manhattan Beach, California, was held on the 22nd day of May, 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
Rosemary Lackow, Recording Secretary

2. APPROVAL OF MINUTES – May 8, 2013

The following amendments were made by the Commission:

Commissioner Andreani: In the Roll call: change Chairperson’s name from Andreani to Conaway. On page 3, mid-page, revise the first two and a half lines to “In response to a question from Commissioner Andreani regarding how the City will check and control long-term occupancy and parking, and potential for alcohol sales and consumption in one of the retail businesses, since the site is near a successful and expanding child care facility, Mr. Haaland pointed out that...” (keep remainder of sentence). On page 5, first line, change “Commission” to “Commissioner”. In the next paragraph, third line, strike “; being that” and replace with “, since”. In the fourth line, after “believe” strike “this” and replace with “the project” and strike “medical uses” and replace with “Mr. Tyner’s medical uses”.

Commissioner Paralusz: On page 2, paragraph near end of page starting “Commissioner Paralusz” in the second line, insert “buildable area” after “allowable”. On page 4, in the last paragraph, in line two, strike “for” after “relating to” and change “clinic” at the end of the paragraph to “clinics”. On page 7, second paragraph from the bottom (3. Usable open space) in first line, strike “and effect”. Same page, last paragraph, change “or” to “of” after “she is not in favor”.

Chairperson Conaway: On page 8, at the beginning of the fifth paragraph starting “1. Regarding the suggestion to amend the purpose statement...”: strike “1”. On the same page, the next paragraph that is currently labeled “2 . Alley access (Page 3, Q. and F.)”, change “2” to “4” and bold the words “4.Alley access .”. Then, move this renumbered paragraph (changed from 2. to 4) in its entirety and the following paragraph (both relating to alley access) up on the page so that it follows the second paragraph that ends with “Usable Open Space”.

A motion was MADE and SECONDED (Andreani/Gross) to **APPROVE** the minutes of May 8, 2013, as amended.

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

3. AUDIENCE PARTICIPATION - None

4. PUBLIC HEARING

05/22/13-2. 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).

Community Development Director Thompson made introductory remarks and explained the hearing protocol, noting the public testimony would be heard at the beginning, and that a presentation will be given by the City's Traffic consultant, afterwards the public will have an opportunity to provide additional input.

Chairperson Conaway thanked everyone for coming, opened the public hearing and invited the public to speak.

Helen Block, 1610 22nd Street, described the importance of the mall, stating it is convenient, attractive, clean and safe. She feels that the mall needs additional retail space to retain loyal shoppers and a competitive edge otherwise shoppers may go elsewhere. She strongly supports the project in that it has ample parking, and walking areas and she feels the project is consistent with the goals and policies of the General Plan.

Ed Duffy, 3001 Oak Avenue, is concerned that Manhattan Village will become a destination mall and will make traffic worse, resulting in more people using the Tree Section neighborhood as a cut through, to avoid congestion on Sepulveda and that construction traffic will also make traffic worse. Regarding the proposed parking decks, he supports a single parking structure, and is concerned that light and noise impacts will be worse with two decks. He remarked that the scissor lifts don't go up high enough to illustrate the actual proposed heights of the lights and advised the applicant to use equipment called "condors" that can go higher. He urged the Commission to address traffic and impact issues, emphasizing that the intersection at Oak and 30th is already congested and has a lot of additional traffic from the medical building recently built nearby on Sepulveda.

Mark Rispler, owner of the Manhattan Village Fertility Center located in the Hacienda Building on the project site, stated that his business, which involves growing embryos, is very sensitive to air toxins even with his very sophisticated filtration system and therefore he is concerned about degradation of air quality. He objects to the proximity and height of the proposed north parking deck.

Darryl Sperber, resident at Pacific and 35th St. and owner of Manhattan Toyota, realizes there are many issues that need to be worked through, but supports the project on the basis that it will greatly enhance the City. His business services over 100 cars a day and he provides a shuttle service to the owners who can shop at the mall while waiting. The enhancement will make the mall an even better place to shop.

Khryste Langlais, owner of Babycakes in Torrance favors the expansion project and would love to expand her bakery to Manhattan Village which is a highly desirable business location.

Mark Neumann, 3208 Laurel Avenue and representative for the owners of the Hacienda Building. He is concerned that the center's tenants have no idea what is planned. He is concerned about parking during construction. He reiterated that they have an agreement with RREEF for a 2-story parking structure at the north end of the Village Shops, across Cedar Way from his building, but G+2 is actually three stories. He believes that incorporation of the Northwest corner parcel as soon as possible is really important to residents.

Houston Spriggo, of SusieCakes, a tenant in the Hacienda Building, supports development and business competition in general, but his concern is that there is not enough parking.

Mark Krigsman, Oak Avenue, has been long concerned with this project, and his concerns are: that the size of the expansion is not consistent with the General Plan goal to enhance quality of life and small town character; that a variance is requested; believes that the EIR is flawed in its analysis for parking and traffic and has not fully analyzed health risks and Greenhouse Gas emissions; that there will be significant impacts in the areas of traffic and circulation, crime, air pollution; that attracting large national chain stores will negatively impact local businesses; and that public notification should be expanded, and a detailed model of the project should be displayed. In conclusion he stated his opinion that the City should take a close look at the relationship of RREEF to Deutsche Bank.

Scott Shaw, 105 N Valley Dr., recently moved to the City, supports the project in that the center needs upgrading. He thinks there will be short time pain during construction, but a long term gain. He doesn't think the increase in retail space will negatively affect rush hour traffic on Sepulveda.

Jim O'Callaghan, President of the Manhattan Beach Chamber of Commerce, is glad to have provided reports to the Council regarding the City's strong purchasing power, and how much retail "leakage" is leaving the City that could be captured internally. He is concerned that if the enhancements do not happen, shoppers will go elsewhere and in the long term the effect is that the center may have vacancies and undesirable tenants may be attracted. As the City's population ages it also needs more services and the revenue from the expanded retail will go a long way to address this.

Chris Prodromidies, 3100 Oak Avenue, thanked the Commission for allowing the public to speak first. He believes that expansion and upgrade of some sort is necessary, but has concerns: he supports a single parking structure as opposed to four as proposed and believes that the flags installed don't show the full impact of the parking structure height as they don't take the light poles into account. Other concerns are the staging of the construction, and uncertainties including the plan for the Northwest corner parcel and not having an agreement with Macy's as a main anchor.

Steve Packwood, Oak Avenue, thanked the applicant for hosting a recent neighborhood meeting and for putting up flags where the parking structures will be going, noting that the light poles will add another 11 feet. He has concerns that the beach character will not be retained and is opposed to the proposed parking structures, and believes a single parking structure should go in the corner towards Rosecrans, which will also be easier to secure. He agrees that the City needs a commitment from Macy's and encouraged the Planning Commission as it continues through this process to define the project scope in advance.

James Gill, 3017 N. Valley Dr. is concerned with the parking, and thinks that multiple parking structures would be ok as long as they are well designed, have entrances and exits that work well and do not cause congestion. Parking needs to be given a high priority, as a benefit for the community.

There being no further speakers, Chair Conaway closed the public hearing.

Presentation by the City's EIR Traffic Consultant

Pat Gibson, Gibson Transportation Consulting Inc., the EIR Traffic and Parking consultant hired by the City, gave a Power Point presentation, summarizing first the square footage and uses, both being demolished and newly built per each phase. He focused on addressing four main questions:

1. How much growth is going to occur? Answer: the net new traffic trips are relatively small when compared to the existing traffic levels. Specifically, over an entire day, in the worst case (after Phase 2), the project will add less than one half of 1% new traffic trips, and at the peak hour, less than 2%.
2. Why does traffic not increase in the pm peak hour? Answer: the developer is replacing high activity land uses with less intensive land uses. As an example, in the pm peak, 9,000 square feet of high intensity use (7-11, donut shop, liquor store) would yield 436 trips, and a parking demand of 12 spaces. Conversely, the same square feet of lower intensity use such as a sit down restaurants would yield 89 trips but would have a parking space demand of 90 spaces. The effect of this change is less pm traffic,

but an increase in the parking demand. Applying this to the actual project, Fry's and the Cinema would be higher intensity uses that would be replaced by less intensive uses.

3. Regarding Phasing, does the project traffic work prior to the closure of Fry's? Answer: yes. Service levels for intersections were evaluated on Sepulveda at both Rosecrans and Marine which respectively have existing service levels F and E. The conclusion is that there will be no significant impact to either intersection, as the change in the ratios will be less than significant.

4. Why must the parking be increased? Answer: Short term parking demand is being replaced by long-term parking demand. The center has had an approved parking ratio of 4.1 spaces/1,000 square feet for more than a decade. People park an average of 120 minutes at the theater, 30 minutes at Fry's and 90 minutes for retail. With the new mix of uses due to an increase in length of stay more parking is needed to provide adequate supply for the project.

Mr. Gibson noted that the EIR did analyze potential construction parking needs and impacts. Many factors were considered including possible construction delays and seasonal peaking and the conclusion was that there would be no significant impacts. A construction management plan that includes construction parking, and truck routes will be required also.

Commissioner Paralusz asked whether during construction, traffic would have to be rerouted on Sepulveda, and **Mr. Gibson** responded that there would be nothing resulting from the mall construction that would cause a re-routing on Sepulveda, but on Rosecrans there may be some mid-day lane closures due to widening to create a new entry into the mall from east bound Rosecrans.

Commissioner Ortmann commented that the traffic presentation re-affirmed that traffic should not be a problem. Commissioner Ortmann asked **Mr. Gibson** what drove the assumptions for Phase III, now that it has been withdrawn. **Mr. Gibson** responded and clarified that the assumptions for a combination of retail, restaurant, etc. (various potential uses) were stated and analyzed in the EIR for all phases including Phase III, and these resulted in an understanding of the worst case situation, and then the project size and uses were limited accordingly to avoid significant impacts. Further **Mr. Gibson** explained that the EIR contains "traffic equivalences" for determining maximum square footage of uses and impacts.

Community Development Director Thompson explained that when the project planning started in 2006 there was discussion about the maximum size of building that could occur and this was determined by analyzing traffic counts and impacts. The applicant committed to not exceed that maximum. Mr. Thompson further stated that the maximum square footages are known for Phase III, and this is an example of how managing the development by Phases is better because, by knowing the scope and limits for each phase, they have better control and more actual data will become known as each phase is completed.

Commissioner Andreani asked the question, what would the impact be if Fry's stays? **Mr. Gibson** responded that the worst case is if Fry's stays and that scenario was tested as well in the EIR. However there would be a condition that would require the developer to conduct further study to show that an alternative plan would not create any significant impacts. In response to a follow-up question from Commissioner Andreani, **Mr. Gibson** stated that the full build out of Plaza El Segundo was taken into consideration by the EIR traffic analysis.

In response to a request for clarification by Commissioner Gross, **Mr. Gibson** affirmed his understanding that the Sepulveda intersections (Marine and Sepulveda) resulting from the development, in the worst case, will be relatively small and will not be noticed by most people. In response to a question from Commissioner Gross, **Mr. Gibson** stated he thinks the prior adopted parking standard of 4.1 per 1,000 square feet is still good because they have looked at past parking counts and conducted new counts and is a good standard to apply going forward, subject to a cap on the square footage of allowed restaurant space.

Commissioner Ortmann expressed his concern regarding cumulative impacts from the project which along with other nearby developments might be considered significant. **Mr. Gibson** responded that per

CEQA you can only hold a new project accountable for its own incremental impact, but because this project is adding traffic where volumes are already at a very high level, the City has adopted criteria establishing a threshold of significance for traffic added by the project. The cumulative analysis, using the year 2022, limits the project to being able to add only 1% to the capacity of the intersections and that is why only 176 trips maximum can be generated from the project during the pm peak hour and only about 40 are being added to most of the critical intersections during the pm peak hour.

In response to a question from Commissioner Gross, **Mr. Gibson** responded that the City can set its own threshold and 1% is what Manhattan Beach uses and this is common among cities.

Commissioner Conaway expressed his concern that there will be a greater than 1% increase (1.8%) in the PM peak hours at intersections already at levels E and F, but still this is not considered a significant impact and how can this be? **Mr. Gibson** explained that intersection capacity is determined by peak direction, so even though adding more than 1% is added they will be going mostly in the non-critical (northbound) direction and do not affect the intersection capacity calculation. A shopping center is not like an office building, where most people come and go during the peak hours, but shopping impacts are instead spread throughout the day.

In response to a follow-up question from Commissioner Conaway as to whether improvements such as mass transit or pedestrian or bicycle circulation improvements could be factored in as ways to offset some of the traffic impacts. **Mr. Gibson** responded that while those things can be measured and studied, it is difficult to analyze, and the EIR did not consider them because it was seeking to be a very conservative, worst case analysis.

In response to a question from Commissioner Conaway, **Mr. Gibson** explained that the 204 parking spaces needed, as shown in the presentation, is just to replace Fry's, and the higher number (400 – 600 spaces required) is a result of applying the actual standard of 4.1 spaces per thousand square feet. In response to another question from Commissioner Conaway regarding impacts to the Tree Section, **Mr. Gibson** stated that the Final EIR includes a discussion on neighborhood traffic on Oak, and the conclusion was that so few new trips are being added to Sepulveda compared to the existing, that very few new cut-through trips are anticipated.

There being no further questions of **Mr. Gibson** and no further staff presentation, Chairperson Conaway invited the applicant to make a presentation.

Mark English, representing RREEF, made a Power Point presentation stating that he would try to be brief and address only issues that have been raised tonight and also he has some additional material to submit. His major points were:

1. The South parking Deck elevation has been updated to illustrate the lighting and as shown on a cross section diagram, as one approaches from Sepulveda this south structure will appear almost as a surface parking lot.
2. On the south deck the top of the light poles are 30 feet 6 inches above ground, and this compares to lights on Sepulveda (31 feet) and the parapet of Macy's which are 41 feet (main Macy's) and 38 feet (Men's store).
3. Referring to lighting photos at night, there will be no glare from above or the side when a full cut-off is applied to the lamp fixture, which directs light only directly down to the ground.
4. They are developing design guidelines for storefronts and the parking decks that will be applied and the decks will blend in with the development, so they won't look like parking structures, as shown in the examples and renderings.

5. Rosecrans Parking Deck Option (Northeast corner): if the parking is confined entirely in this area, the result would be a 10-level deck structure which would be taller than the nearby office building. If they put a 2-story structure in the Fry's location at the northwest corner, this can take 2 levels off the north-east corner, and the result would be an 8-level deck structure in the northeast location. Also, these locations would be relatively far from the main entrances of the center off Sepulveda at 33rd Street and from Marine at Cedar where 70% of the traffic is generated from and he feels there will be a lot of traffic conflicts if the decks are moved to only the north-east and north-west quadrants. The Americana and Grove shopping centers have single parking structures, but those structures were planned from the ground up to be close in to the center of the retail uses.
6. The larger the parking deck is, the harder it is to make it not look like a parking deck structure. Two or three story decks can more easily blend in with commercial architecture.
7. The distance that shoppers would have to walk from the northeast and northwest corners of the site would be too far and this is important to the success of the center.
8. He presented two letters from Macy's just received today, one from a Vice President in Planning and Traffic supporting the parking dispersion for the project and one from the Macy's Real Estate office in Ohio supporting the direction of the project.
9. The EIR contains a requirement that the project have a Traffic Management Plan which they are working on and this will include a construction parking plan with mitigation measures and they are committed to this.

Commissioner Ortmann asked and **Mr. English** confirmed that the light poles in the slides from Nova Scotia were in-kind replacements, 35 feet in height and at the mall they would be 37 feet from the ground. That compares to existing poles 30 feet, top of Hacienda 42 feet and 48 feet for poles on Sepulveda. To the east, the Macy's sign is 38 feet and parapet is 42 feet.

Commissioner Gross asked if they could install a light at the center as an example of what is planned to be installed.

Liz Griggs, Mall Manager, responded that they had looked into putting flagging up another 15 feet to illustrate lighting height but had some OSHA compliance issues, and then considered putting up some 50 foot poles, but that was very costly.

Commissioner Gross responded that he was only thinking of one or two lights being installed as examples.

Chip Israel, lighting consultant for the applicant, spoke regarding the types of lights that would be installed and showed a lamp head with LED lights as an example. The lamps will have very little light trespass, they are directed straight downward, and are like a series of many very intense individual flashlight beams.

Commissioner Paralusz stated that she noticed the lights in the Target parking lot that seemed to shine the light straight down and asked Mr. Israel if he could identify an existing light that could be viewed as an example of the kind of lighting proposed and **Mr. Israel** stated that he could do that.

In response to a comment from Commissioner Conaway about the lights **Mr. Israel** stated that metal shields can be readily added to the lamps to block the view of the lights before or after they are installed.

The Commissioner was advised that it was appropriate to ask questions of staff at this time.

Commissioner Paralusz asked whether the medical building on the west side of Sepulveda across from the mall was a project that was brought to the Planning Commission, to which Director Thompson responded "no". At the request of Commissioner Paralusz, Planning Manager Jester described the

public noticing that has been done for the hearings, indicating that beyond the minimum 500 foot radius of property owners, staff asked that the applicant provide notice to residents in the 500 foot radius and well as the two nearby senior housing projects and staff also met with those seniors apartment managers. In addition, staff requested that the applicant meet with groups of citizens and Staff sent notices to an extensive list of interested persons including many residents and has provided much information on the City's website.

At this time Chairperson Conaway re-opened the public hearing.

AUDIENCE PARTICIPATION

Mark Krigsmann, Oak Avenue resident, stated he doesn't see anything in the project that will guarantee that high intensity land uses will be replaced with lower intensity land uses; he believes that there should be some middle ground on the design and location of parking structures in that the options shouldn't be limited to either eight or ten story structures near Rosecrans versus what is proposed.

Jennifer Heyday, has a business in the Hacienda Building, has concerns about safety and security and is not comfortable after working late going to a parking structure, and especially believes that the ravine between Fry's and the mall is not suitable for a parking structure for security reasons.

Trey Duval, an Oak Avenue resident stated the Grove and Americana centers in other cities are not good models for what they want in Manhattan Beach and stated his opinion that the biggest impacts to traffic will be when people shop, on the weekend as opposed to midweek evening peak commuter hours.

Steve Packwood, Oak Avenue, stated that he believes that the applicant's presentation on parking structure options distorts the issue. He thanked Mr. Gibson for his presentation, emphasizing that the reports are about incremental change and he appreciates that the traffic engineer has acknowledged that existing traffic volumes near the project are already very high.

Mark Neumann 3208 Laurel Avenue, questioned whether there is justification in terms of a need for retail sales tax, for the proposed addition. If there is justification, ok, but if not, the City should look carefully before approving new parking decks and so much more square footage.

Diane Wallace, president of Manhattan Village HOA noted their group has had a committee that has studied this project and they have found the applicant to be responsive. She feels the City has done a great job with its outreach and recently RREEF had a meeting open to all residents. She is excited about the proposed lights and hopes the City can address some issues that have come up. She feels good about the plan going forward. She urged the Commission to progress with the approval.

Paula Packwood, Oak Avenue resident, requested that the light heights be demonstrated so she can determine if she will be able to view them from her home. She wants to see an option for a parking structure at the corner near Rosecrans but doesn't think it needs to be 10 stories tall.

There being no other speakers, Chairperson Conaway closed the public hearing, thanking all for participating.

It was noted that the applicant is normally allowed another chance to address the Commission and therefore the applicant was invited to again speak briefly to address additional comments.

Mark English, representing RREEF spoke, briefly explaining the evolution of the parking deck design, and emphasizing that most recently they have made changes to make the parking decks look more like a surface parking lot, and commercial buildings. They feel they have gone far in addressing the parking structure issues to minimize their visual impact and have made changes in response to the Manhattan Village HOA input. An option was explored to put the parking down below the mall on the City owned lot, but that did not turn out to be a good option in his opinion. He emphasized that the current plan has resulted from a lot of thought, discussion, and revisions, and he urged careful consideration, as opposed to asking them to start the design process over.

In response to a question from Commissioner Paralusz, Director Thompson stated that the role of the Commission tonight is to give direction to staff who will then meet with the developer to work out refinements to the plan, and then revisions will be brought back to the Commission to review at a continued hearing next month. Staff will prepare detailed conditions, and prepare a resolution in which they could vote on it at the next meeting.

In response to a question from Commissioner Gross about the potential for staff to work with the applicant to install a sample light, Director Thompson stated that he is impressed with the lighting that is proposed and believes that the glare is not going to be an issue. Commissioner Gross noted that there are new LED lights in the beach area, on streets between 16th and 20th Streets, between Highland and Ocean which can be viewed.

In response to a request for clarification from Commissioner Ortmann regarding Phase III, Director Thompson explained that thresholds for maximum development were established for the Master Plan including Phase III and each phase is very detailed. Further, Phases I and II can stand on their own with or without Fry's.

Chairperson Conaway pointed out that even if the City approved a Master Plan for all three phases, there is no guarantee that they will all be implemented and built.

In response to a question from Commissioner Ortmann as to whether the applicant withdrew Phase III at the behest of the City, Director Thompson explained that this came about after the applicant was in discussions with the City and having so many issues relating to the corner made it very difficult to plan for it, therefore the applicant made the decision that it would be better to take Phase III out of the current Plan and add it back to the Plan at a later time.

COMMISSION DISCUSSION

Commissioner Paralusz thanked the public for attending these meetings, as well as staff and the applicant. She acknowledged mitigating all concerns is hard, but is comfortable with the project as it stands now. The Planning Commission has reviewed the project for over a year, and she has seen a plan that has changed and improved. The applicant has collaboratively worked together with residents and the Commission to refine and address concerns. Commissioner Paralusz stated that her job as a Planning Commissioner is to balance the developers interests with the public interest, and she wants to be assured the project will fit into the community. After hearing the traffic and planning presentation, she is convinced that the applicant is doing everything it can to minimize the traffic impact. Believes Staff is capable of working with the Traffic Engineer to work issues out. Lighting is an issue and believes that if there's anything that can be done, it should be part of the project as approved. Regarding the parking structures, she believes they are now a much more manageable size and will also blend with the retail stores and center, and the decks facing Sepulveda will have retail buildings in front of them to minimize their impacts. Also she does not want to see the City lose tax dollars to other cities and noted that Plaza El Segundo is going forward with their next phase and residents may go across Rosecrans to shop there. In conclusion, Commissioner Paralusz believes the project is greatly improved and it is time move on with a decision.

Commission Ortmann stated that he is still not comfortable with the project and that there are still issues to be worked out especially with the parking garage design in that he believes that there may be some changes that the public will more completely support. He believes that the public feels there has not been enough outreach. He does not think enough has been explored for bike and pedestrian enhancements. He believes that cut-through traffic in the Tree Section is a concern and will get worse, and perhaps the developer should work with the City to mitigate the impacts. He is not as concerned with the density and scale and wishes they could achieve the density with a lot less parking and would like more info on this.

Commissioner Andreani stated that she thinks the project is close and has come a long way, especially with the parking structures, but feels the project is not quite ready. She believes that 500 feet

notification is not enough and wondered if there could be a full page ad in Beach Reporter and generally more outreach. She recognizes that improvement is needed at the mall but there are outstanding issues: they need to improve access to the mall and address traffic intrusion in the Tree Section; believes that the flags don't really illustrate the bulk and volume of the proposed parking structures, she is concerned about the removal of trees and landscaping, does not see that the number of parking spaces is going to be reduced even though that was encouraged, and is not clear as to where employees are going to park. She would like to see a scale model but at least a vellum plan of the proposal plan overlaying the existing site plan would be helpful. She would also like to understand why a height variance is necessary and more info about signage. Regarding mobility, she is still concerned about traffic backup on Marine due to traffic volumes headed west and going into the Tree Section. She asked if there could be some cooperation with Plaza El Segundo, such as a tram connecting the two centers and lastly thanked the public for their participation.

Commissioner Gross stated that he is in general agreement with Commissioner Paralusz and disclosed that did have a brief discussion with Mark English about the importance of public participation. He has walked and biked along both Oak and Sepulveda and is convinced that given the flags installed, there is not a problem with height of the parking structures from the Sepulveda and Tree Section perspectives. He sympathizes with the Oak Street residents but wants to clarify, in the context of the General Plan, the roles of the PC and City Council in reviewing this project. He believes their role is to make sure that the City's General Plan adopted in 2003 will be upheld. He cited General Plan goals to have vibrant commercial districts and support of the mall as a regional serving retail center. He also thinks the white papers provided by the applicant have helped him answer many questions. He has a small list of issues: he doesn't like reducing parking, and while admiring the goal to improve bike path feeds to the mall, the infrastructure for this is several years away. He encourages staff to try and get more mature trees on the site to block views of buildings from Sepulveda and thinks the lighting should be allowed at a 15 foot height with the conditions relating mainly to safety. Lastly, in the draft conditions, Commissioner Gross asked whether all the street dedications being required by the City are needed.

Chairperson Conaway stated that he has not supported the site plan from the beginning, not liking the four parking structures (they reduce opportunities for better internal circulation and feels they cut off the center from the community) and wanting much more for bike and pedestrian connections. He needs to be convinced that having parking decks all on the north side won't work, noting that there is a lot of land in that portion of the site and he believes that this can be convenient to shoppers, as well as tie in well with pedestrian connections. He believes that the applicant has done everything they can to enhance the south deck, but wants to see alternatives at the north that are not ten stories tall. He would like to see any studies done locating the parking decks to the north and an explanation why they won't work, but if they do not change the four parking deck plan he has these concerns: if Phase III does not go through, the south deck will work well but the north and northwest decks are not articulated with retail and will leave blank facades towards the northwest; he needs much more info on how security would work and interface with the City Police Department. He doesn't think it's necessary to ask the applicant to put up sample lights but it would be helpful if the applicant can draw up cross sections to show how the lights will appear from Sepulveda Boulevard. He would like to see the applicant explore other designs in that he thinks what has been presented so far captures a level of quality but not necessarily a Manhattan Beach style or theme. Regarding public notice, he would like to see an ad in the Beach Reporter full page or whatever can be done to enhance outreach and feels more residents should be aware of the project.

Commissioner Gross added one more comment to Staff that the dedicated bike path along Cedar Way should continue all the way to Marine.

Development Director Thompson stated his recommendation is to continue the public hearing to June 26 at which time staff will bring a list of conditions with discussion about the applicant's reaction to the conditions, and a draft Resolution. Staff will also do more outreach including a half page ad in the newspaper.

ACTION

A motion was MADE and SECONDED (Andreani/Paralusz) to reopen the public hearing and continue the public hearing to June 26, 2013.

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

4. DIRECTOR'S ITEMS - None

5. PLANNING COMMISSION ITEMS - None

6. TENTATIVE AGENDA June 12, 2013

- a. Parking Reduction – 1751 Artesia Boulevard (continued from May 8, 2013 meeting)

7. ADJOURNMENT

The meeting was adjourned at 10:40 p.m. to Wednesday, June 12, 2013, in the City Council Chambers, City Hall, 1400 Highland Avenue

ROSEMARY LACKOW
Recording Secretary

ATTEST:

RICHARD THOMPSON
Community Development Director

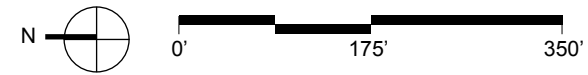
ATTACHMENT E
PC MTG 6-26-13

M A N H A T T A N
V I L L A G E
SHOPPING CENTER

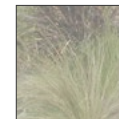
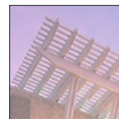
MVSC ENHANCEMENT PROJECT -
ENTITLEMENT REQUEST: MUP/MSP/
SIGN EXCEPTION AMENDMENT/
HEIGHT VARIANCE

FOR THE PLANNING COMMISSION
MEETING ON JUNE 26, 2013

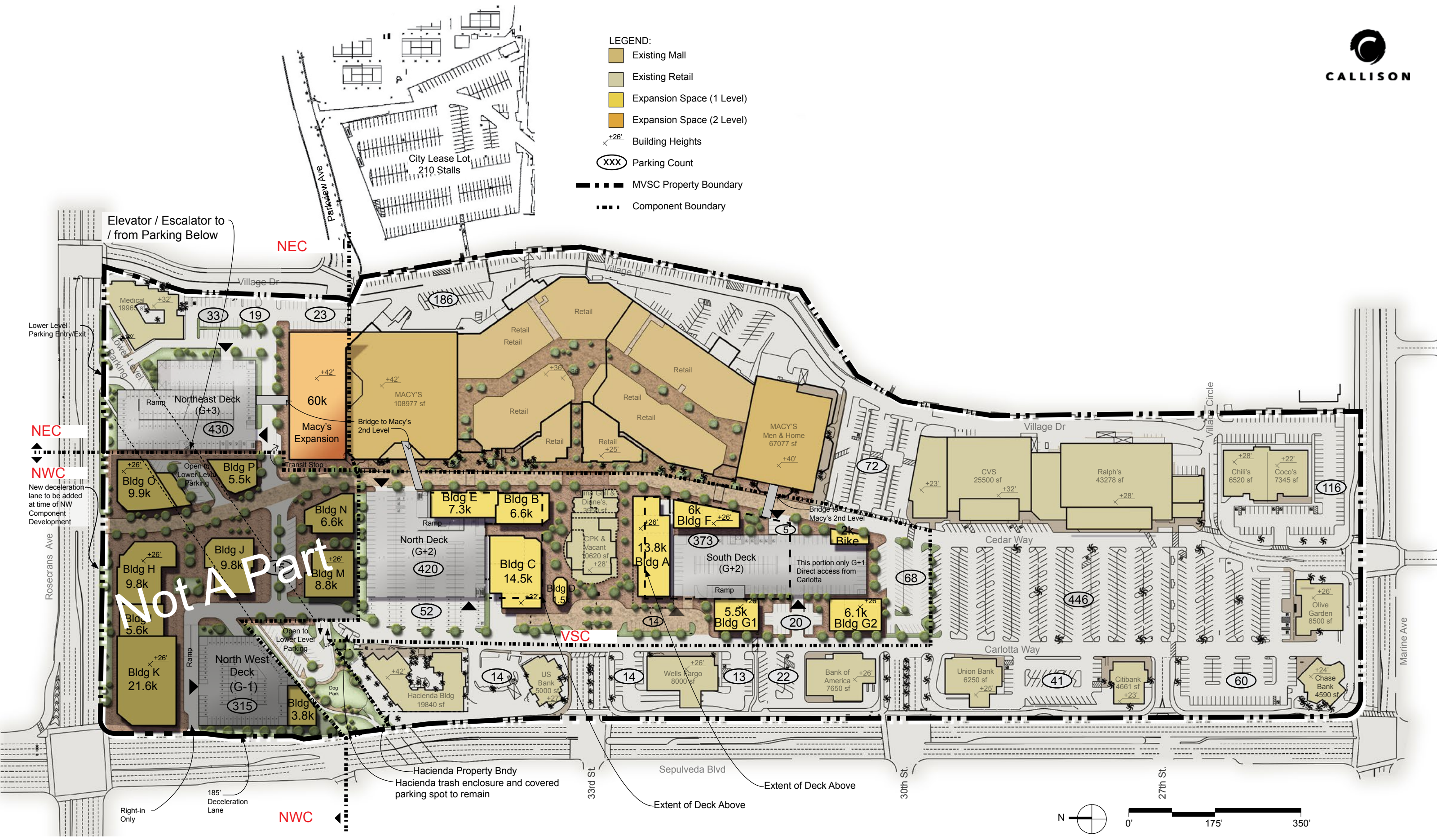
- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - Building Heights
 - XXX Parking Count
 - MVSC Property Boundary
 - Component Boundary
 - Indicates Existing Accessible Parking Stalls



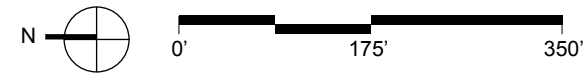
Project Concept Plan



- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - +26' Building Heights
 - Parking Count
 - MVSC Property Boundary
 - Component Boundary



- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - +26' 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)	

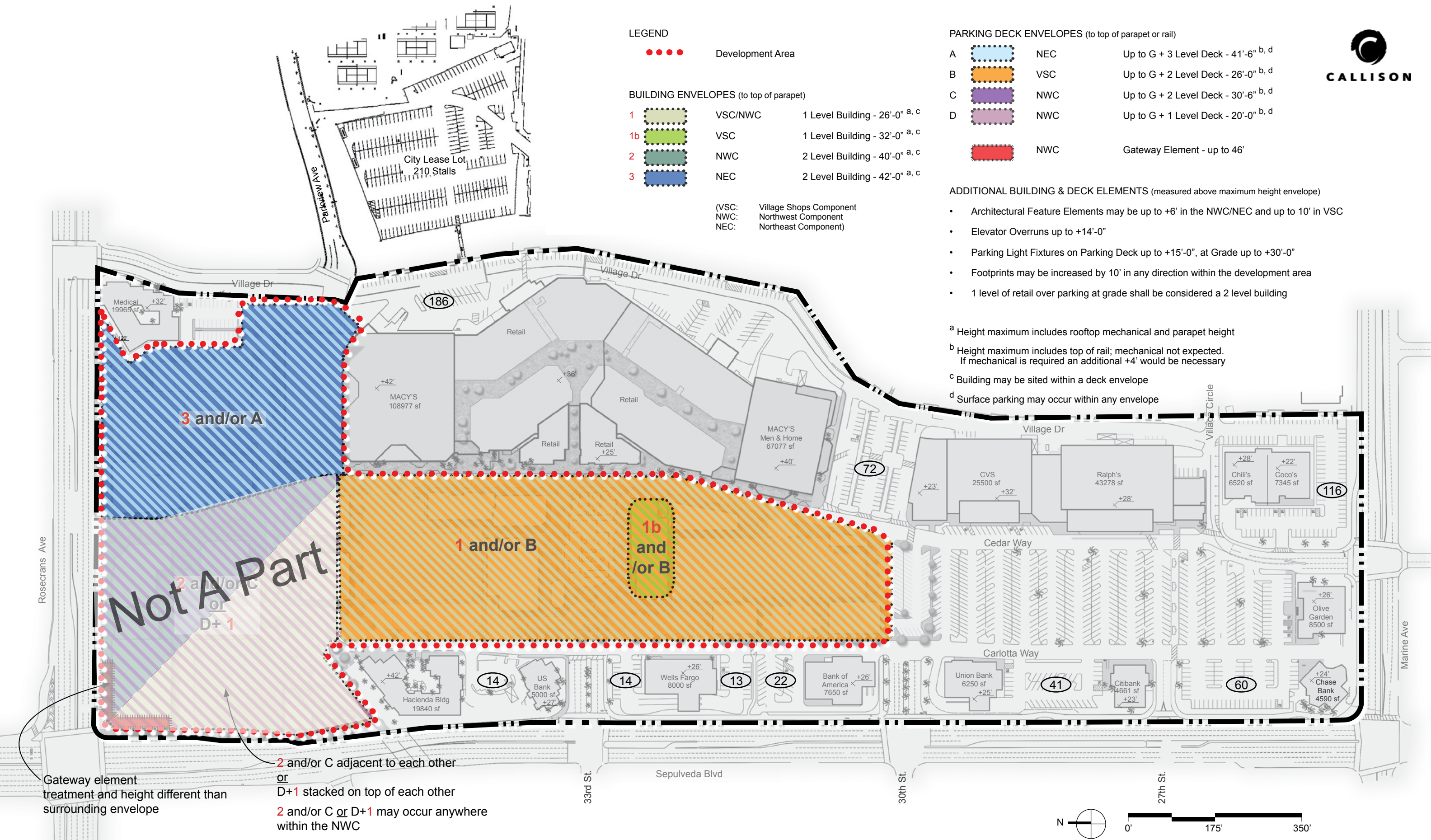
PARKING DECK ENVELOPES (to top of parapet or rail)

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



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	NA	10	NA
	cumulative height:		22	26	NA	32	
	Bldg C	1	28	4	NA	10	NA
	cumulative height:		28	32	NA	38	
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	18	6	NA
	cumulative height:		38	42	56	44	
Deck	NEDeck G+1	2	11	4	18	6	15
	cumulative height:		11	15	29	17	26

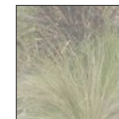
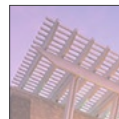
Northwest Component (Fry's Expansion)

				Adds:			
	Floors	Roof or deck floor	Parapet or Deck rail	Mechanical	Elevator Overrun	Arch Feature	Light Poles
Building		1	22	4	18	6	NA
	cumulative height:		22	26	NA	28	
	max height / 2 floors:		36	40	54	42	
Deck	NWD G+2	2	26.5	4	18	6	15
	cumulative height:		26.5	30.5	44.5	32.5	41.5
Deck	NEDeck G+3	3	31	4	18	6	15
	cumulative height:		31	35	49	37	46

Not A Part



Phased Plans



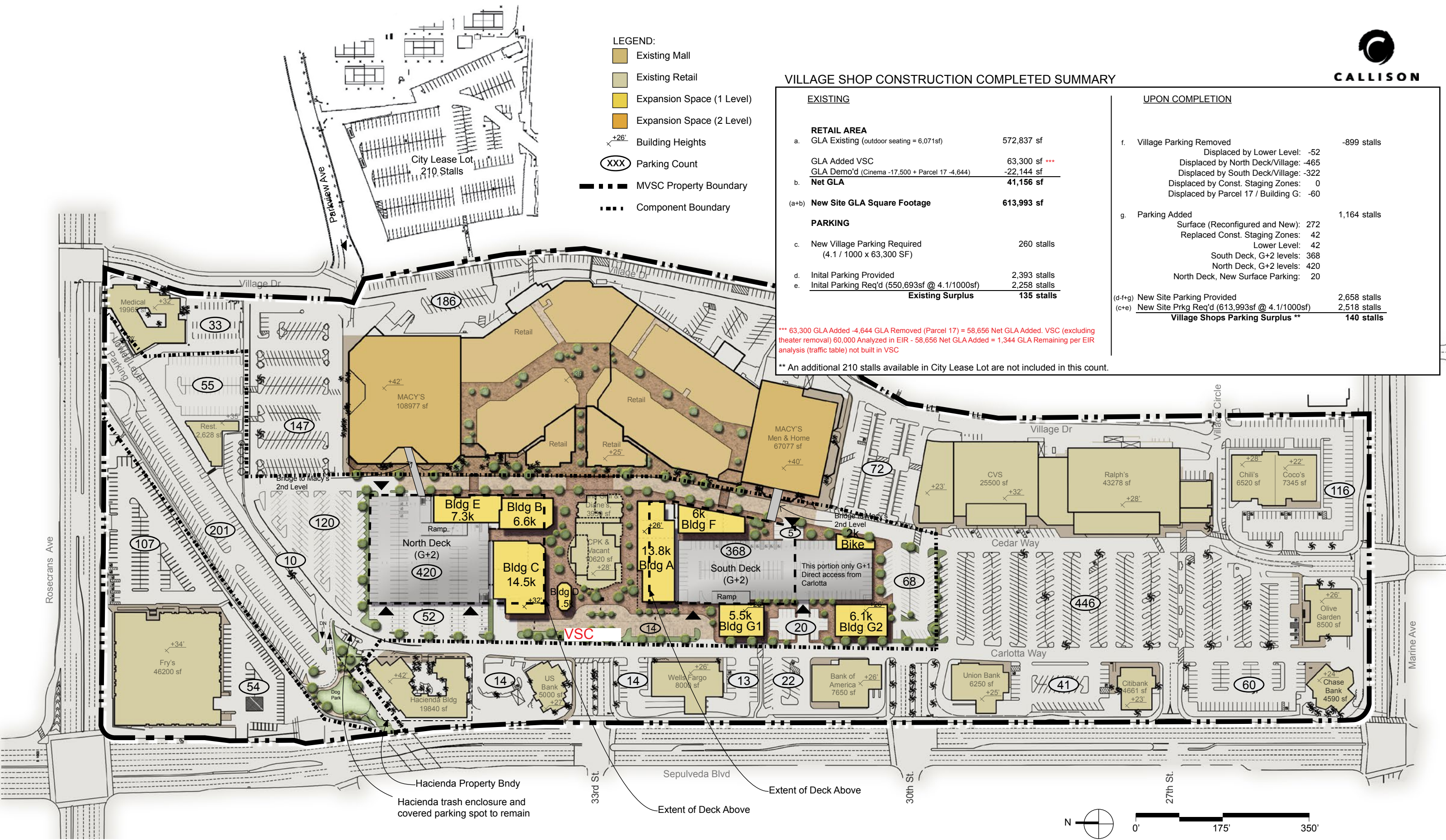
- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - Building Heights
 - Parking Count
 - MVSC Property Boundary
 - Component Boundary

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 VSC	63,300 sf ***	Displaced by Lower Level:	-52
GLA Demo'd (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

*** 63,300 GLA Added -4,644 GLA Removed (Parcel 17) = 58,656 Net GLA Added. VSC (excluding theater removal) 60,000 Analyzed in EIR - 58,656 Net GLA Added = 1,344 GLA Remaining per EIR analysis (traffic table) not built in VSC

** An additional 210 stalls available in City Lease Lot are not included in this count.



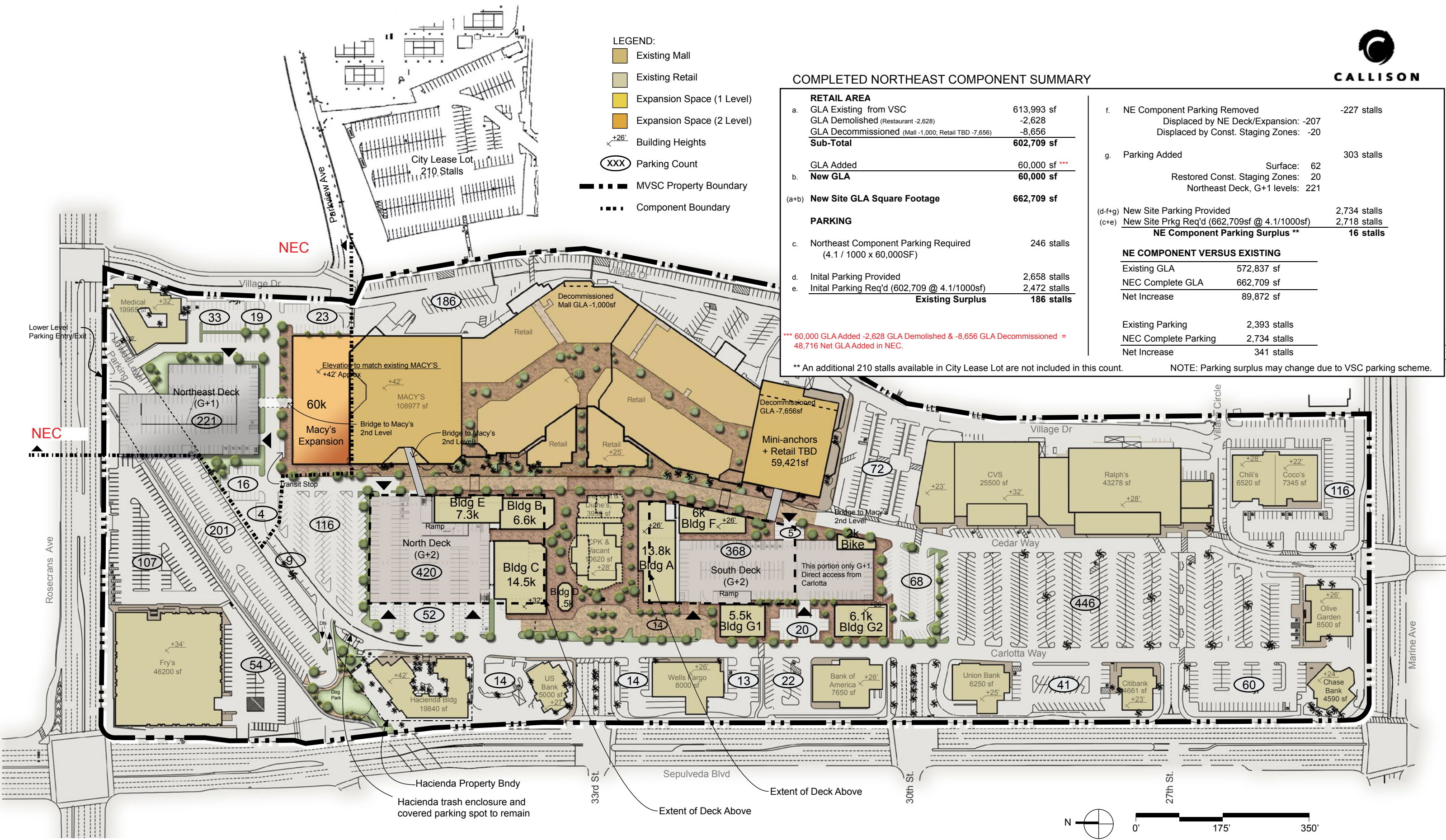
- LEGEND:**
- Existing Mall
 - Existing Retail
 - Expansion Space (1 Level)
 - Expansion Space (2 Level)
 - Building Heights
 - Parking Count
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 - Component Boundary

COMPLETED NORTHEAST COMPONENT SUMMARY

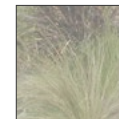
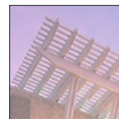
RETAIL AREA		
a.	GLA Existing from VSC	613,993 sf
	GLA Demolished (Restaurant -2,628)	-2,628
	GLA Decommissioned (Mall -1,000; Retail TBD -7,656)	-8,656
	Sub-Total	602,709 sf
	GLA Added	60,000 sf ***
b.	New GLA	60,000 sf
(a+b)	New Site GLA Square Footage	662,709 sf
PARKING		
c.	Northeast Component Parking Required (4.1 / 1000 x 60,000SF)	246 stalls
d.	Initial Parking Provided	2,658 stalls
e.	Initial Parking Req'd (602,709 @ 4.1/1000sf)	2,472 stalls
	Existing Surplus	186 stalls
f.	NE Component Parking Removed	-227 stalls
	Displaced by NE Deck/Expansion: -207	
	Displaced by Const. Staging Zones: -20	
g.	Parking Added	303 stalls
	Surface: 62	
	Restored Const. Staging Zones: 20	
	Northeast Deck, G+1 levels: 221	
(d-f+g)	New Site Parking Provided	2,734 stalls
(c+e)	New Site Prkg Req'd (662,709sf @ 4.1/1000sf)	2,718 stalls
	NE Component Parking Surplus **	16 stalls
NE COMPONENT VERSUS EXISTING		
	Existing GLA	572,837 sf
	NEC Complete GLA	662,709 sf
	Net Increase	89,872 sf
	Existing Parking	2,393 stalls
	NEC Complete Parking	2,734 stalls
	Net Increase	341 stalls

*** 60,000 GLA Added -2,628 GLA Demolished & -8,656 GLA Decommissioned = 48,716 Net GLA Added in NEC.

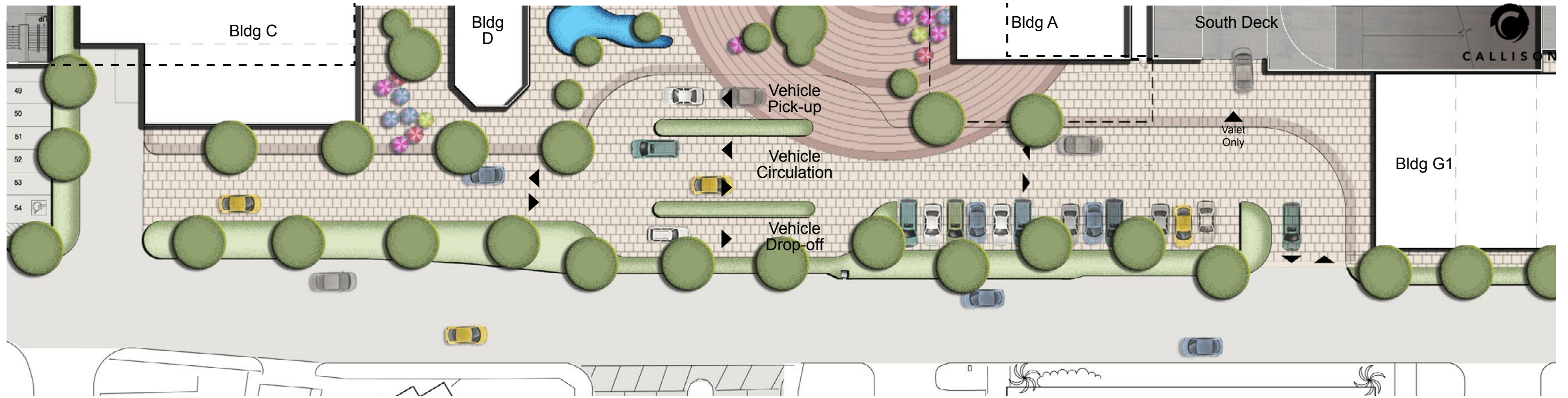
** An additional 210 stalls available in City Lease Lot are not included in this count. NOTE: Parking surplus may change due to VSC parking scheme.



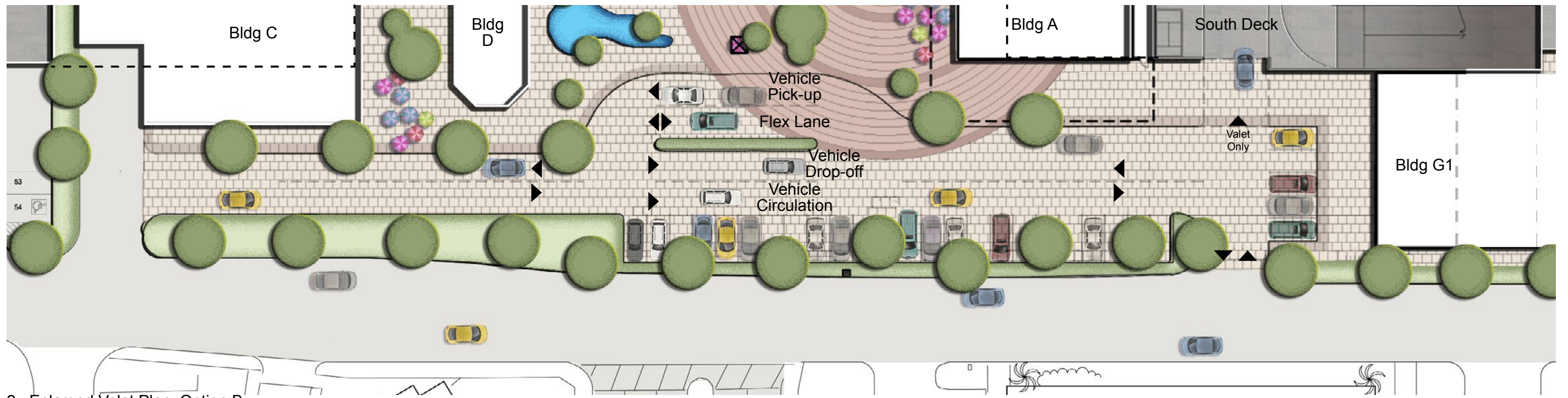
Enlarged Plans & Perspectives







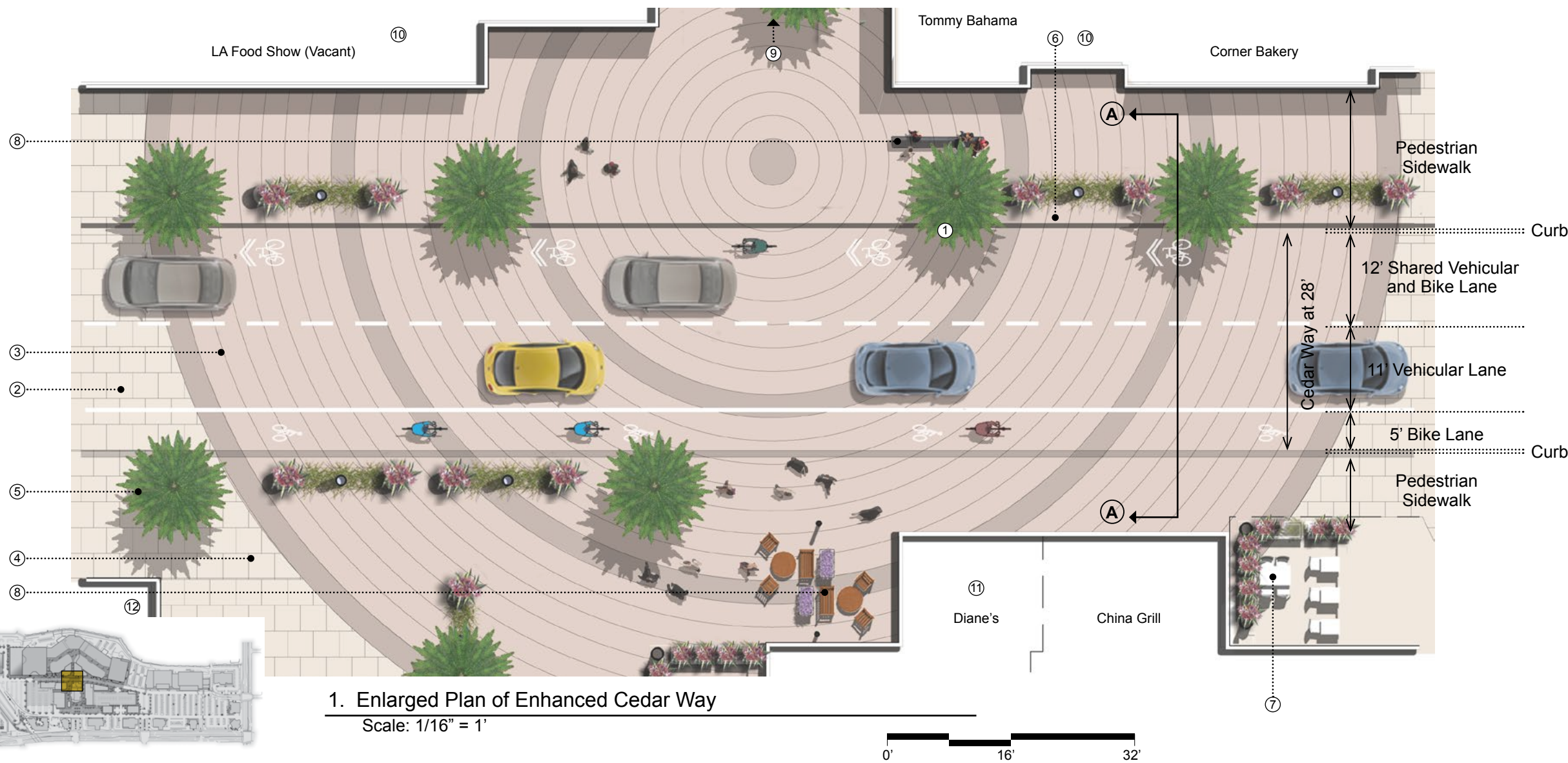
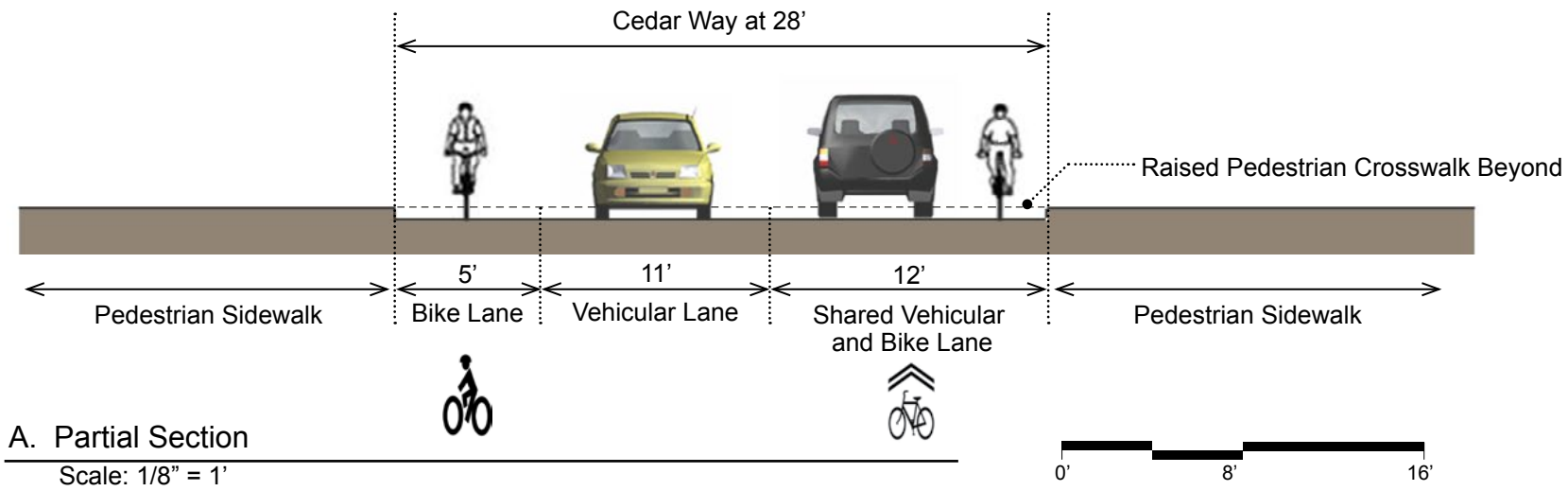
1. Enlarged Valet Plan, Option A
Scale: 1" = 60'



2. Enlarged Valet Plan, Option B
Scale: 1" = 60'

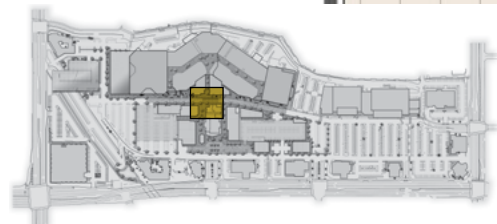
FOR ILLUSTRATIVE PURPOSES ONLY





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

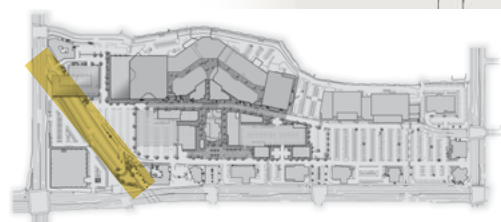
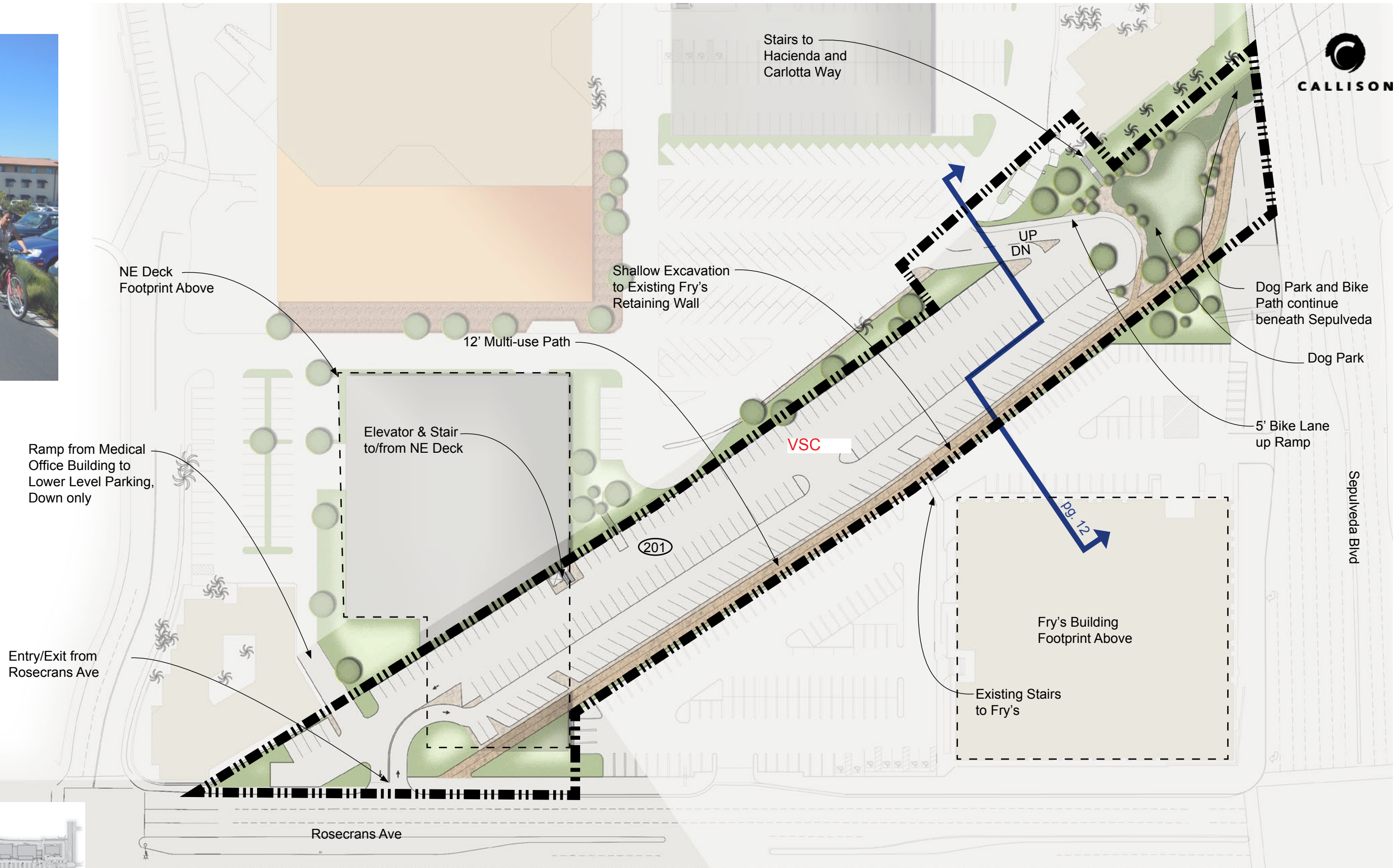


Key Plan

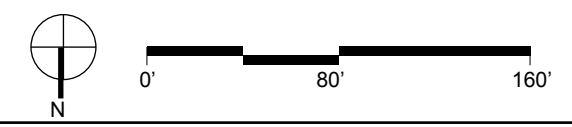


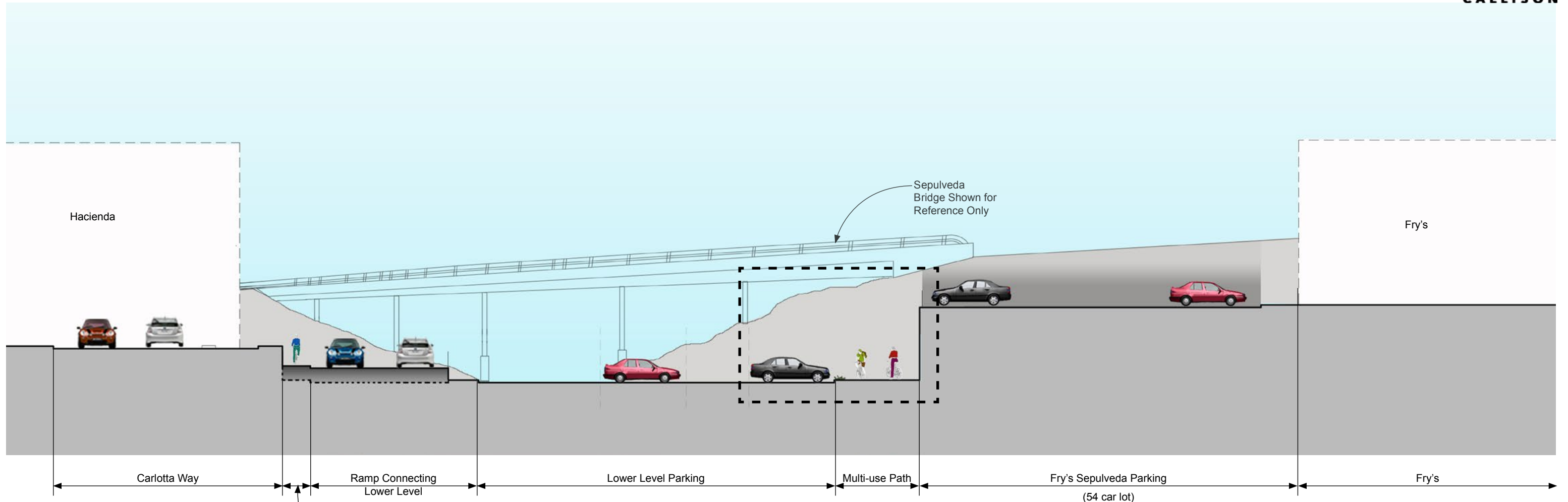


Multi-use Path Example



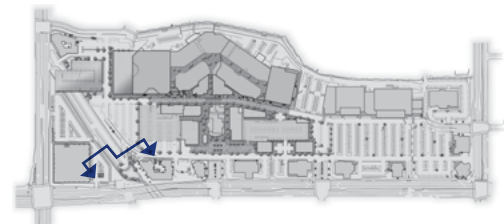
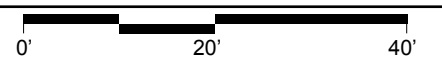
Key Plan





1. Section at Lower Level

Scale: 1" = 20'

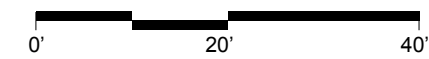
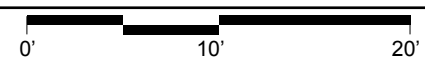


Key Plan



2. Section at Lower Level

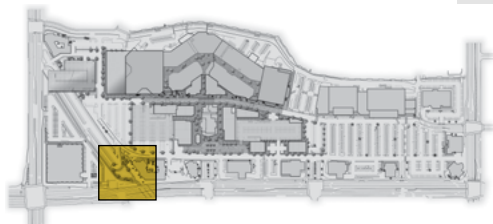
Scale: 1" = 10'



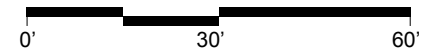


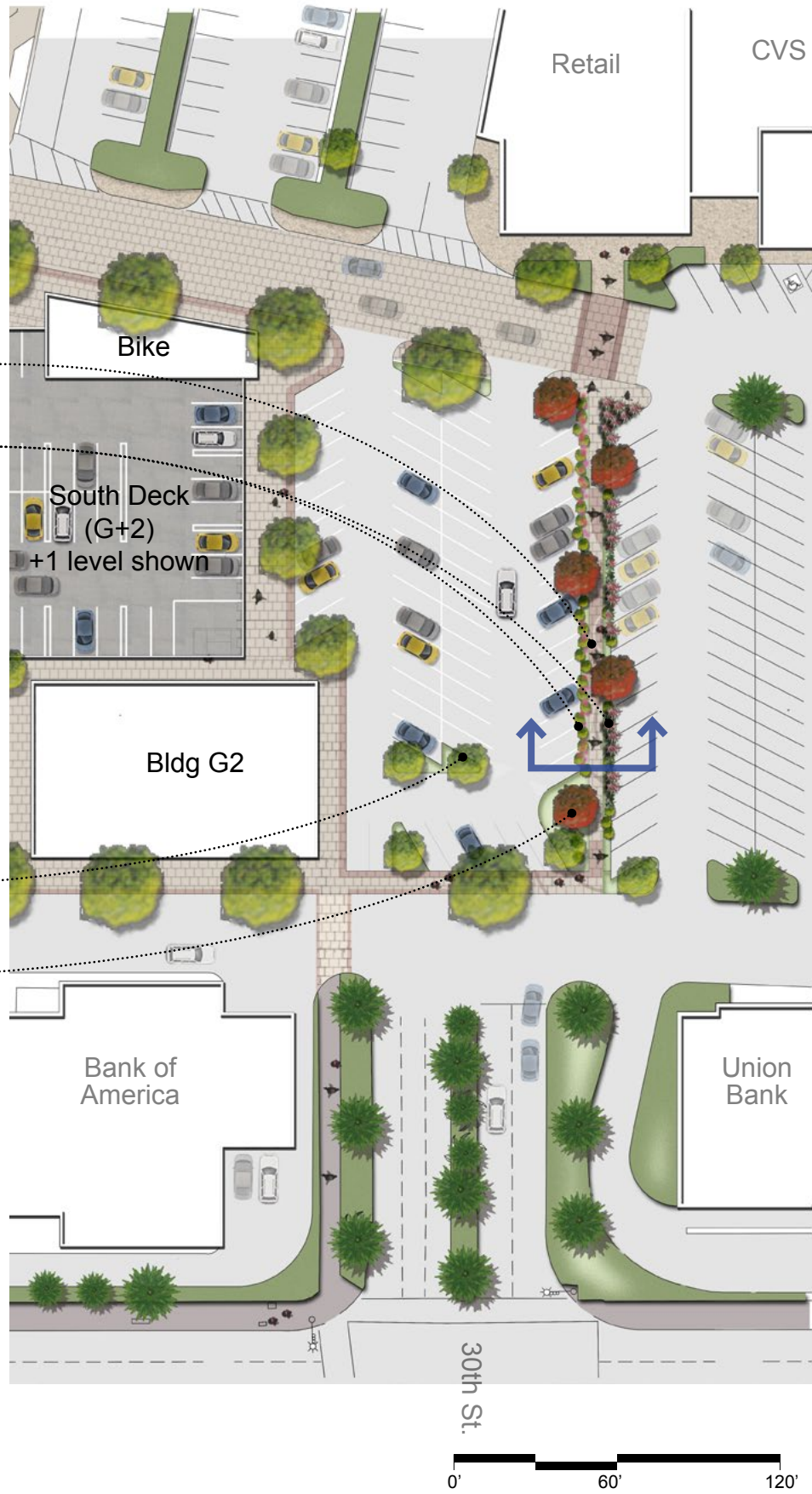
Notes

- 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

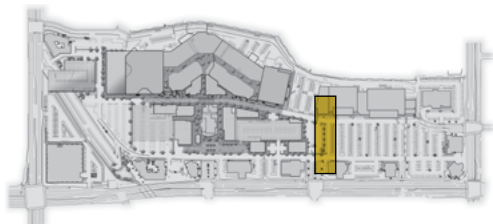
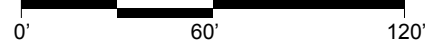
Shade Tree

Ornamental Tree

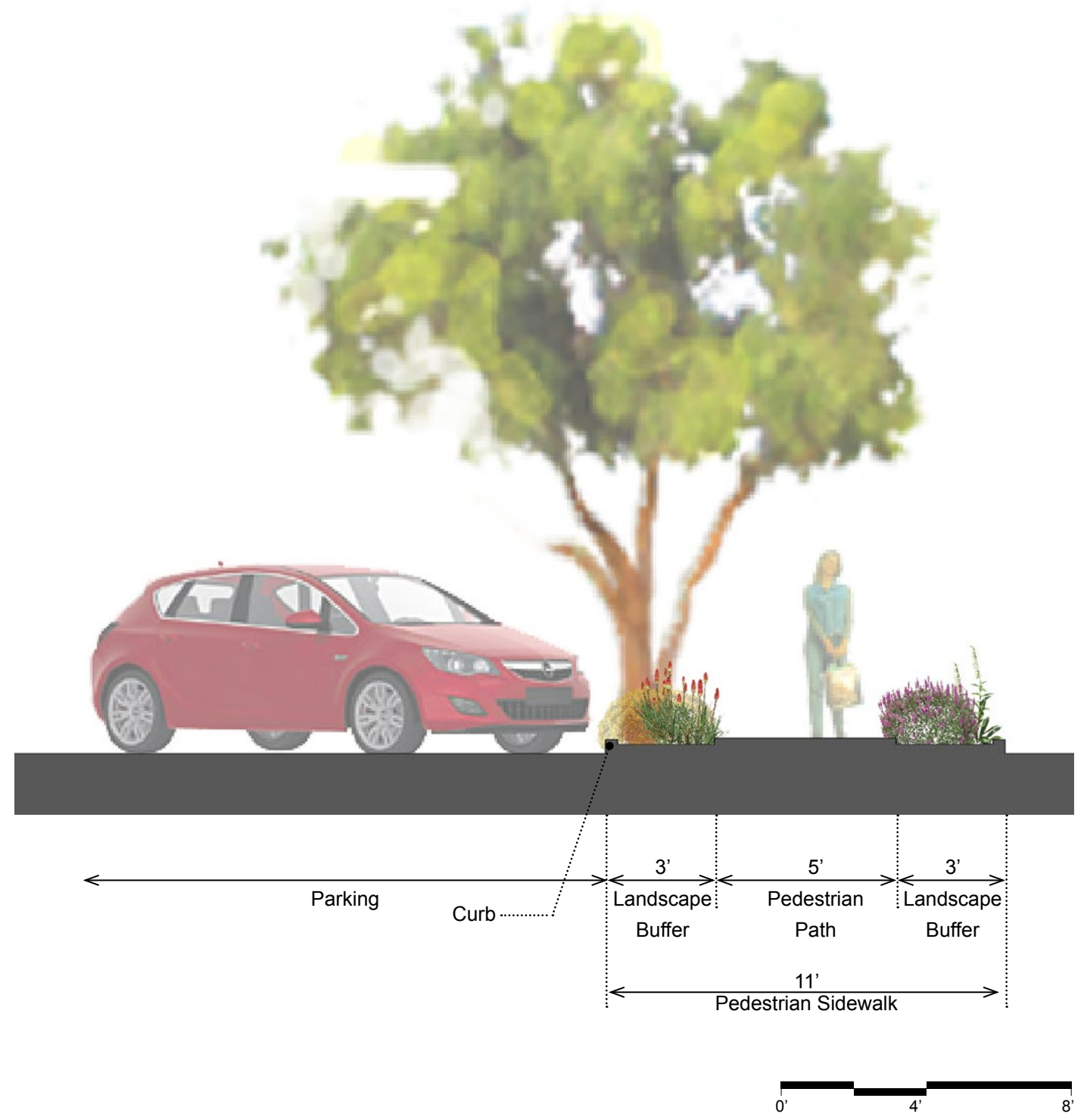
Bank of America

Union Bank

30th St.



Key Plan



Parking

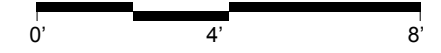
Curb

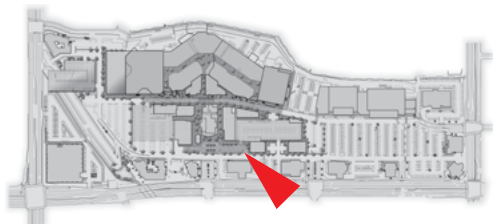
3'
Landscape
Buffer

5'
Pedestrian
Path

3'
Landscape
Buffer

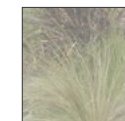
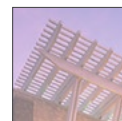
11'
Pedestrian Sidewalk

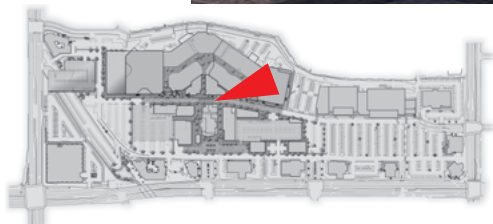




Key Plan

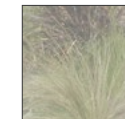
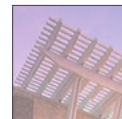
FOR ILLUSTRATIVE PURPOSES ONLY

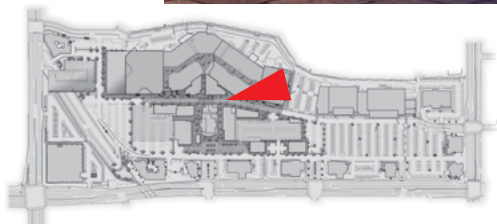




Key Plan

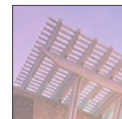
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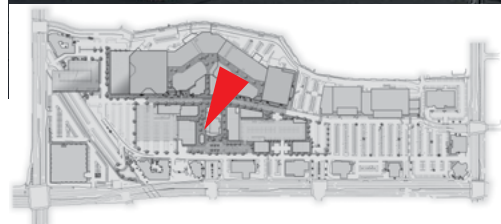




Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY

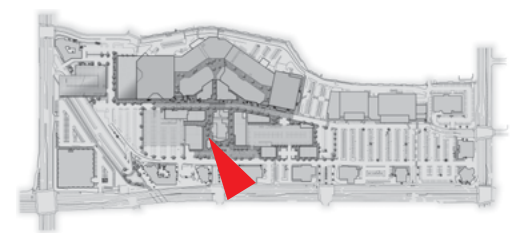




Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY

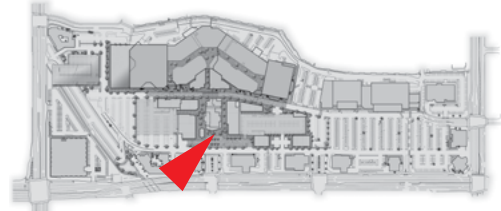




Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY

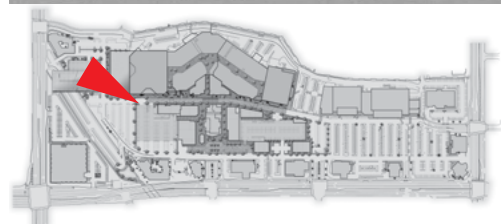




Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY



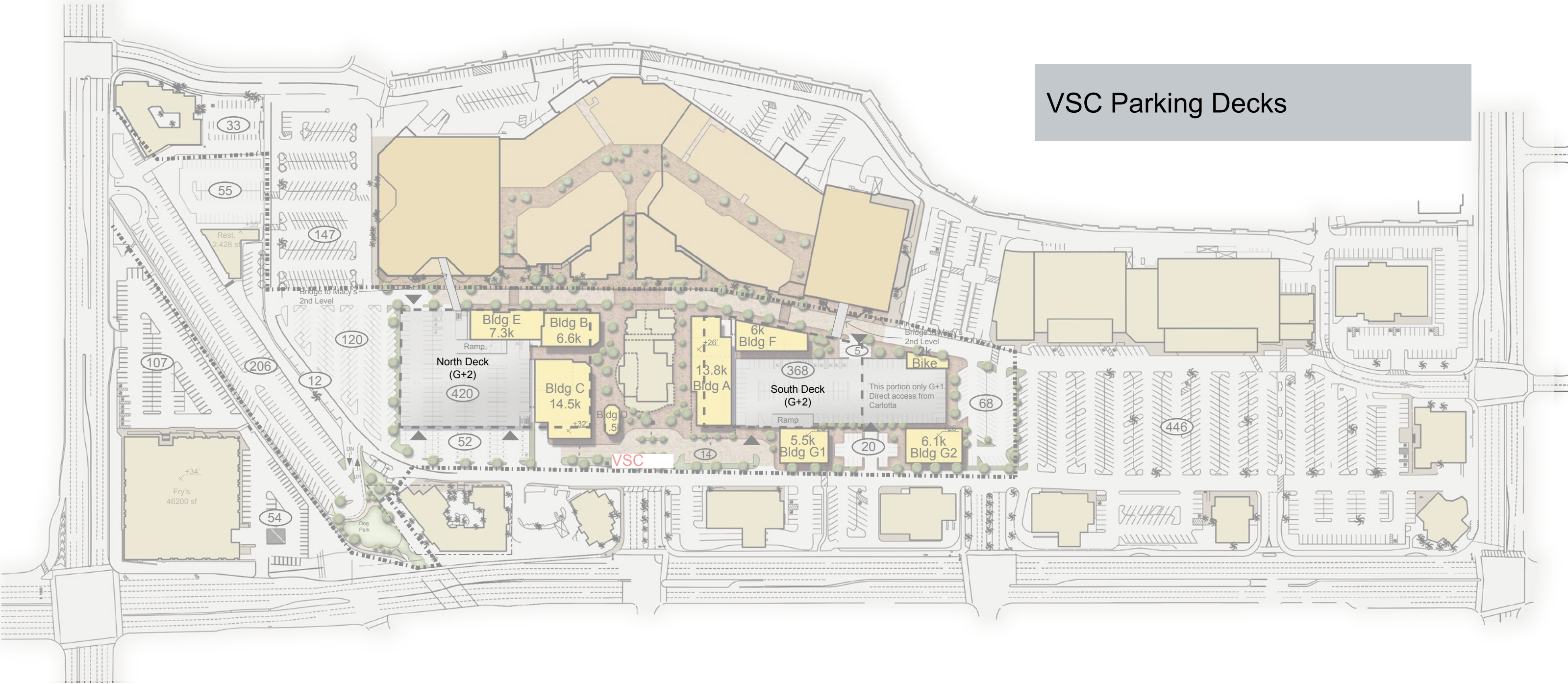


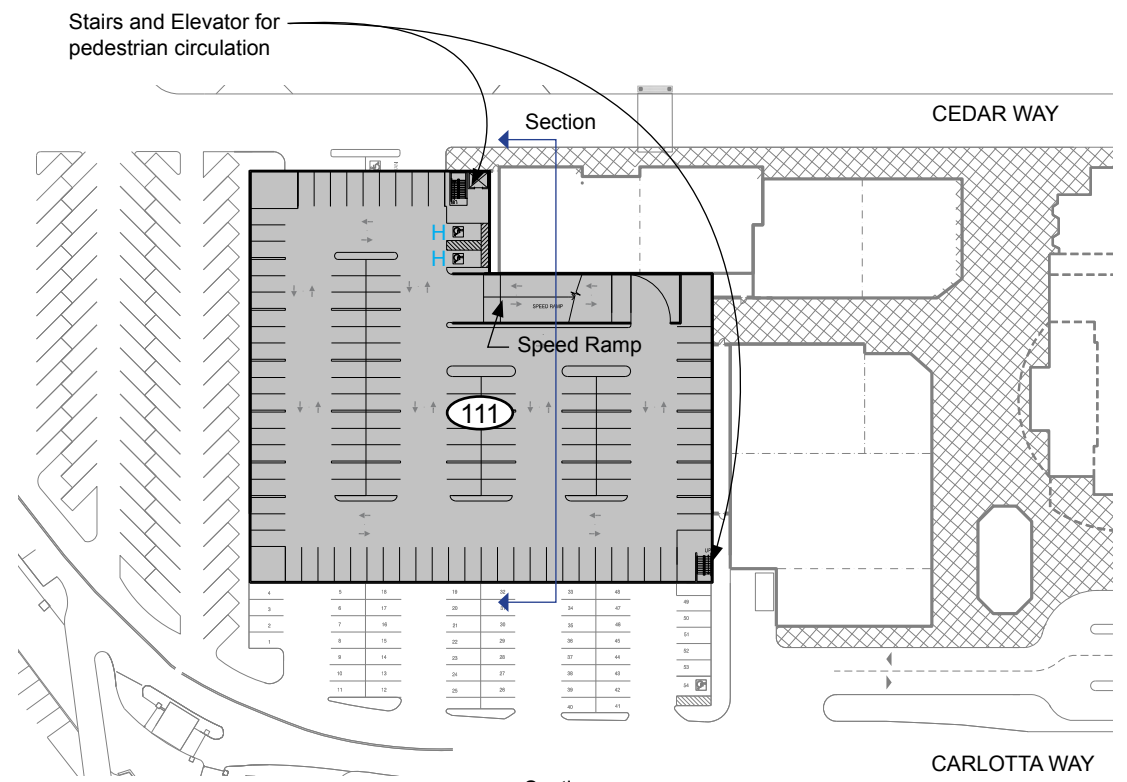
Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY

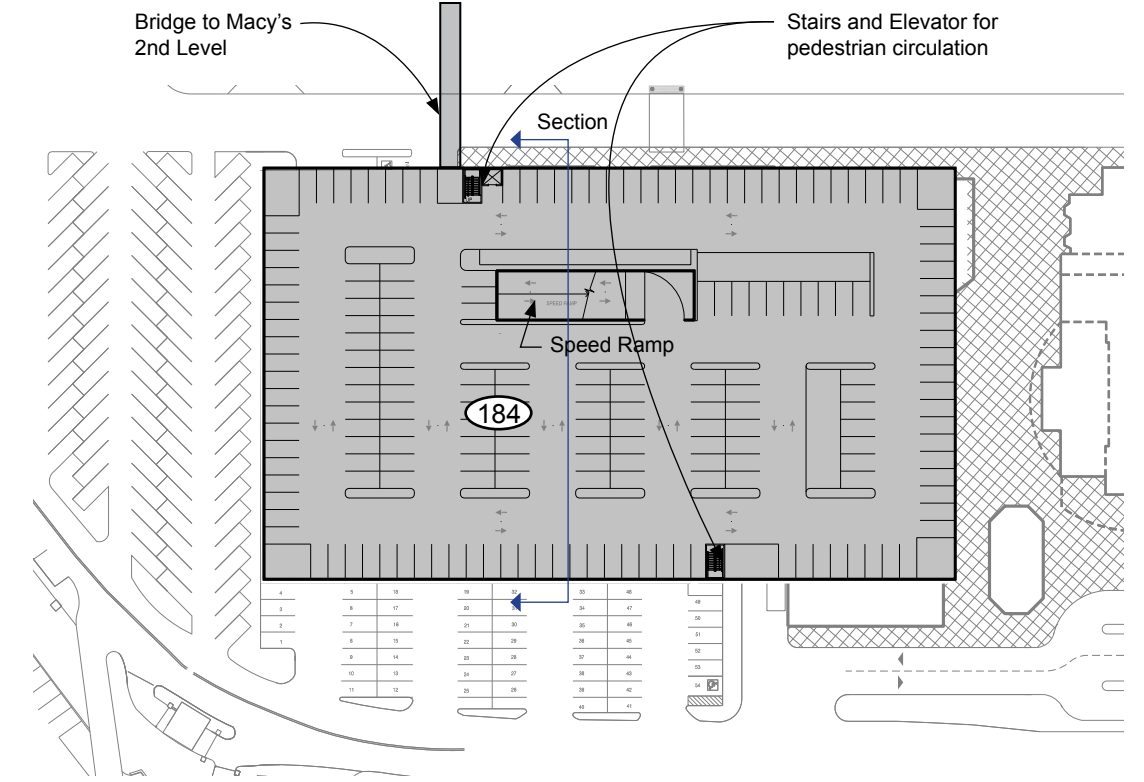


VSC Parking Decks

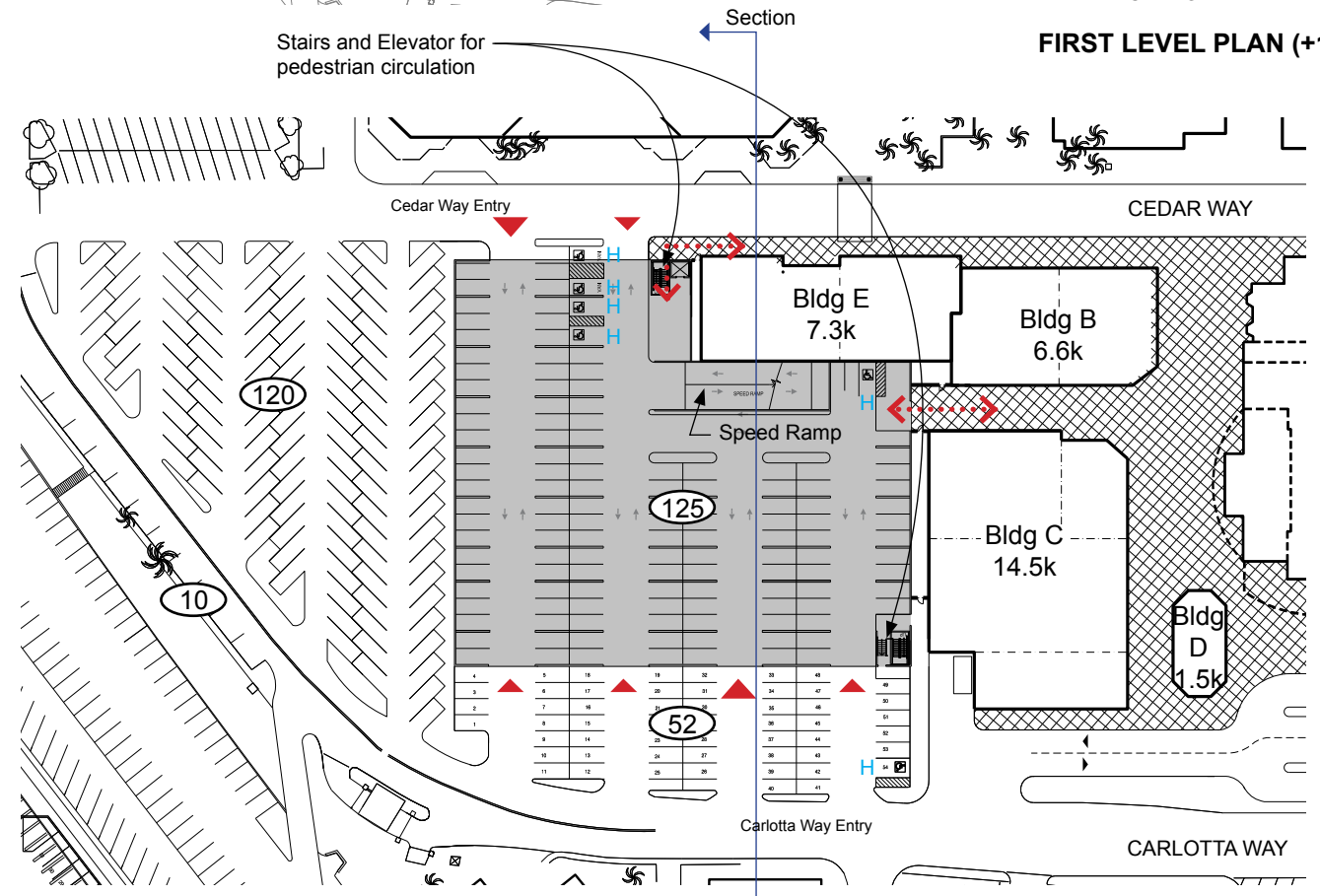




FIRST LEVEL PLAN (+1)



SECOND LEVEL PLAN (+2)



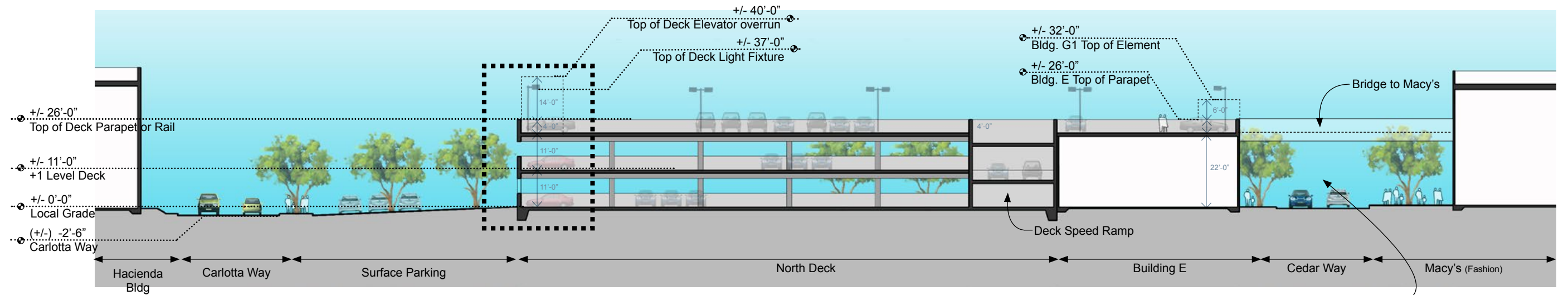
GROUND LEVEL PLAN (G)

NORTH LOT TOTALS

Surface:	182 stalls
Deck:	420 stalls
	602 stalls

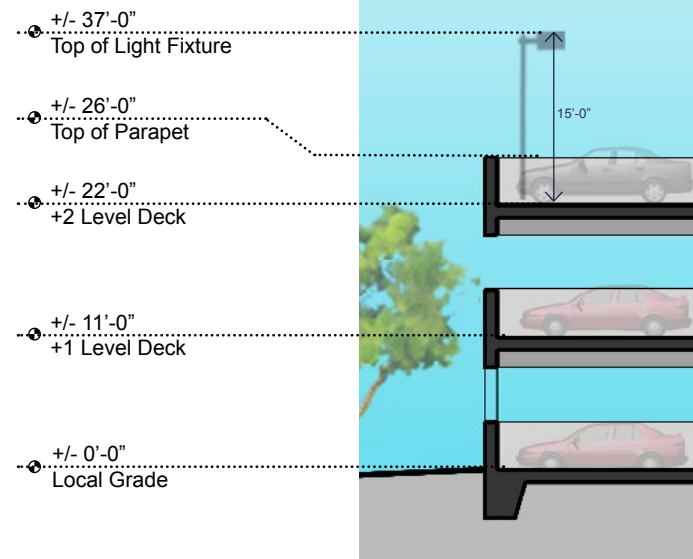
NORTH DECK TOTAL - 420 STALLS





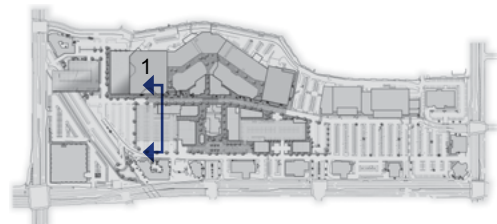
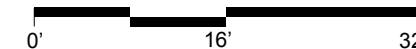
1. North Deck Section, Looking North

Scale: 1/32" = 1'



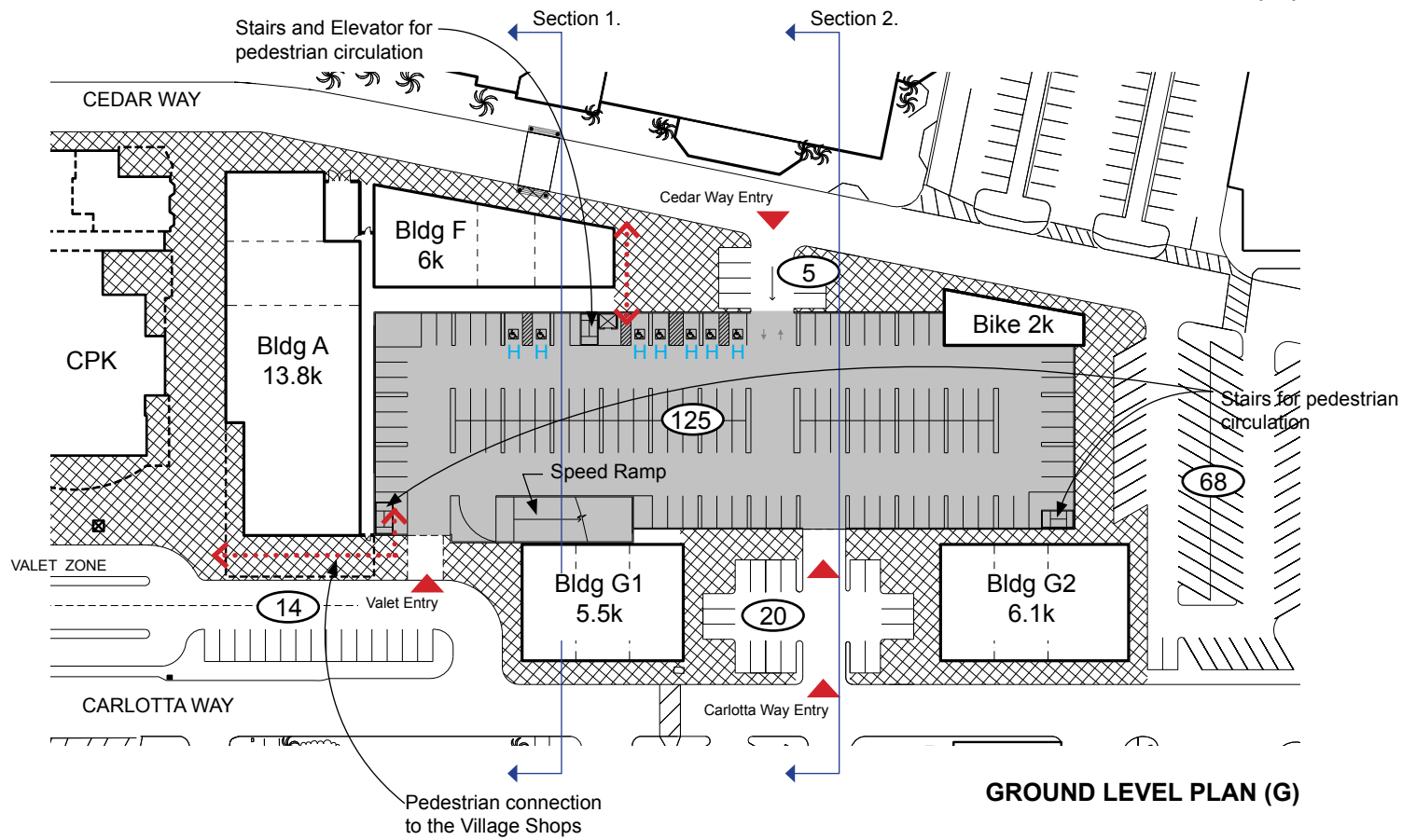
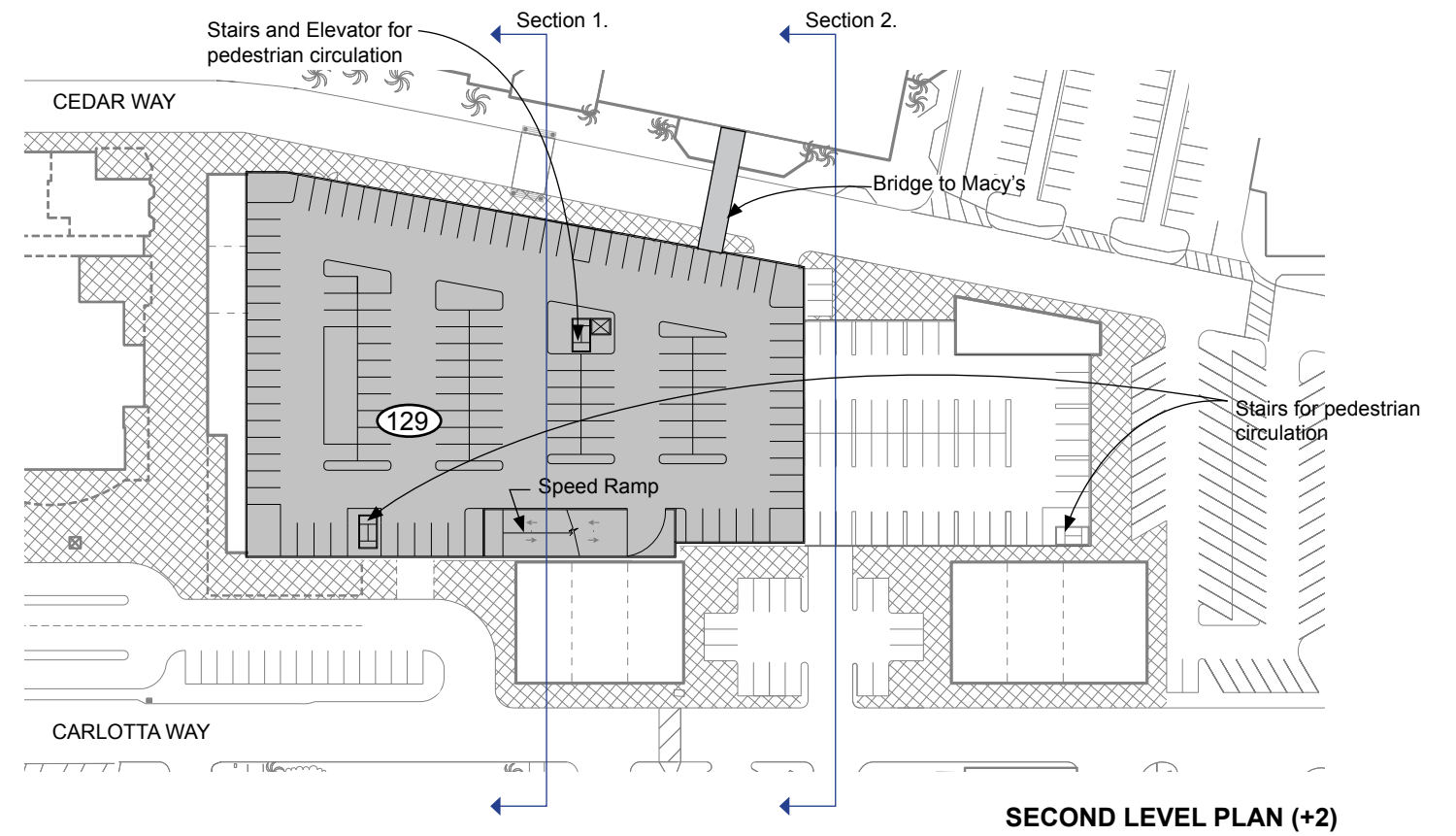
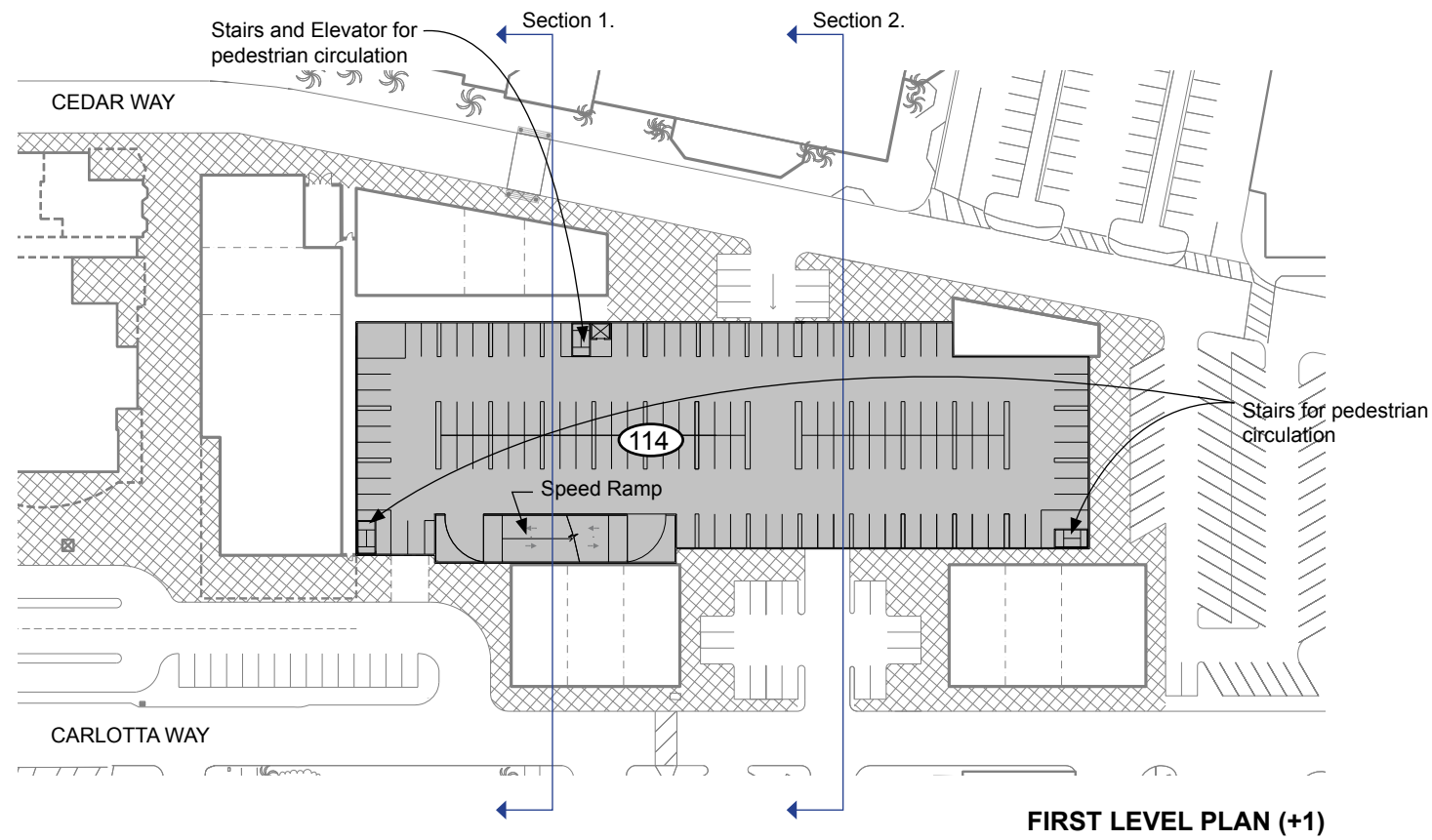
2. Enlarged North Deck Section, w Typical Light Fixture

Scale: 1/16" = 1'



Key Plan

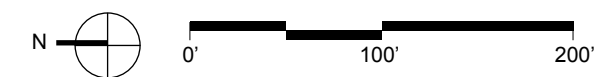


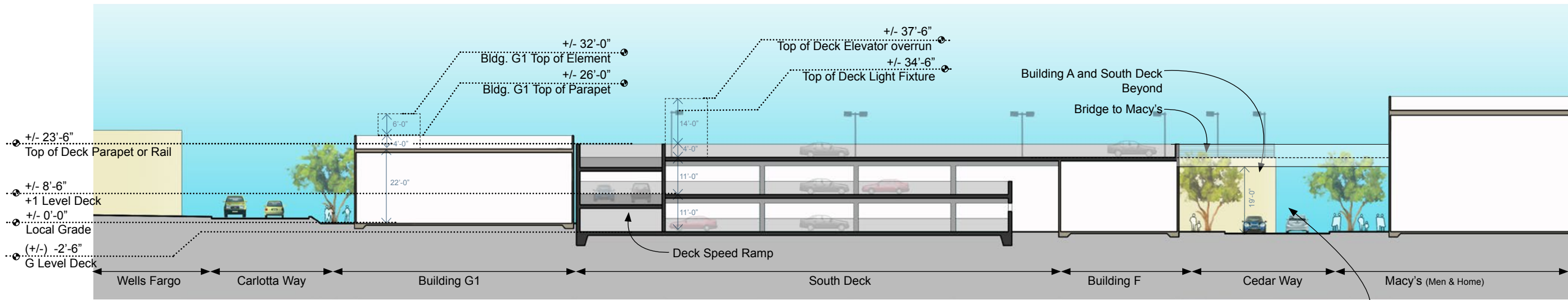


SOUTH LOT TOTALS

Surface:	107 stalls
Deck:	368 stalls
	475 stalls

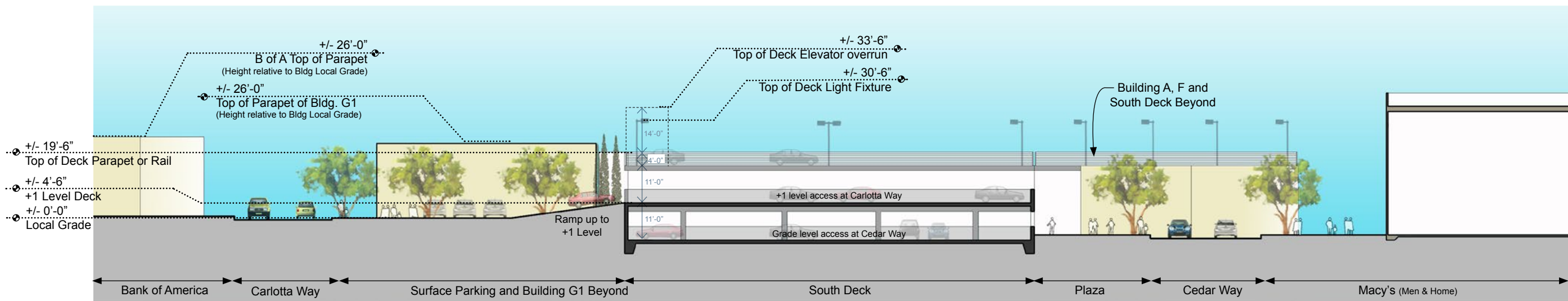
SOUTH DECK TOTAL - 368 STALLS





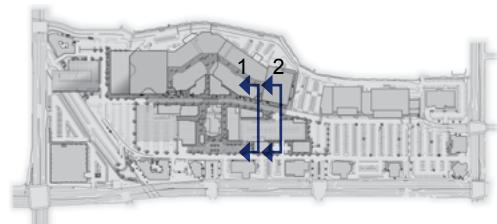
1. South Deck Section, Looking North

Scale: 1/32" = 1'

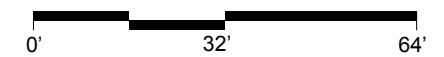


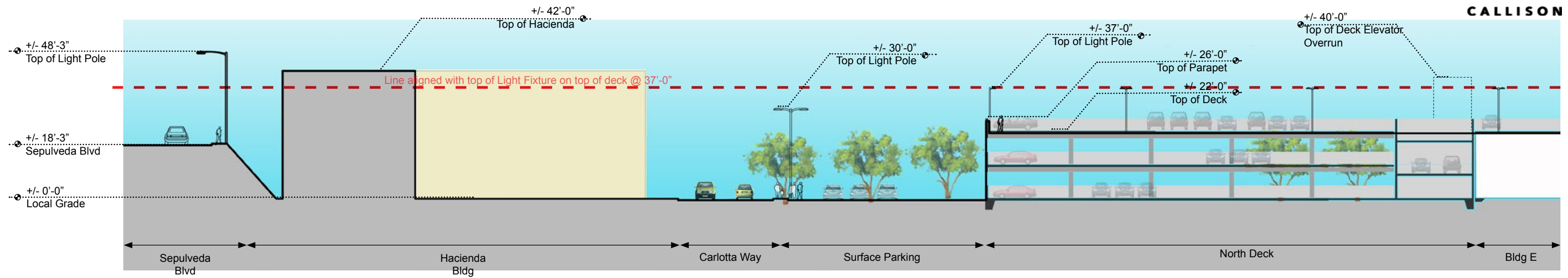
2. South Deck Section, Looking North

Scale: 1/32" = 1'



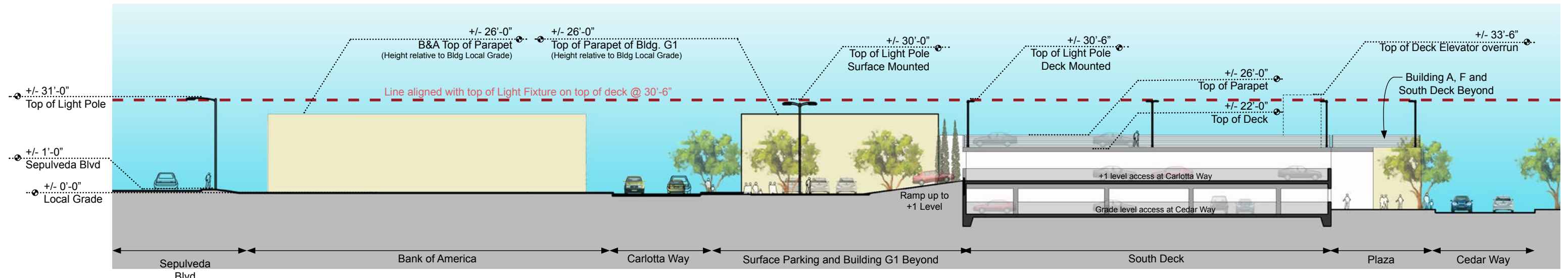
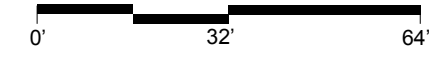
Key Plan





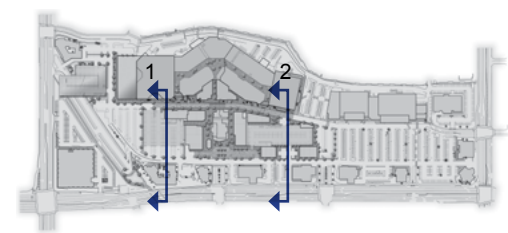
1. North Deck Section, Looking North

Scale: 1/32" = 1'

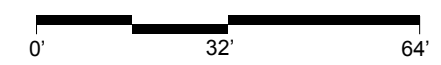


2. South Deck Section, Looking North

Scale: 1/32" = 1'

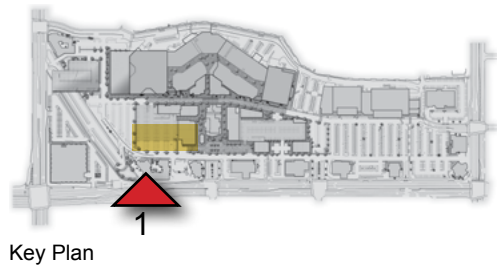


Key Plan

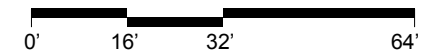


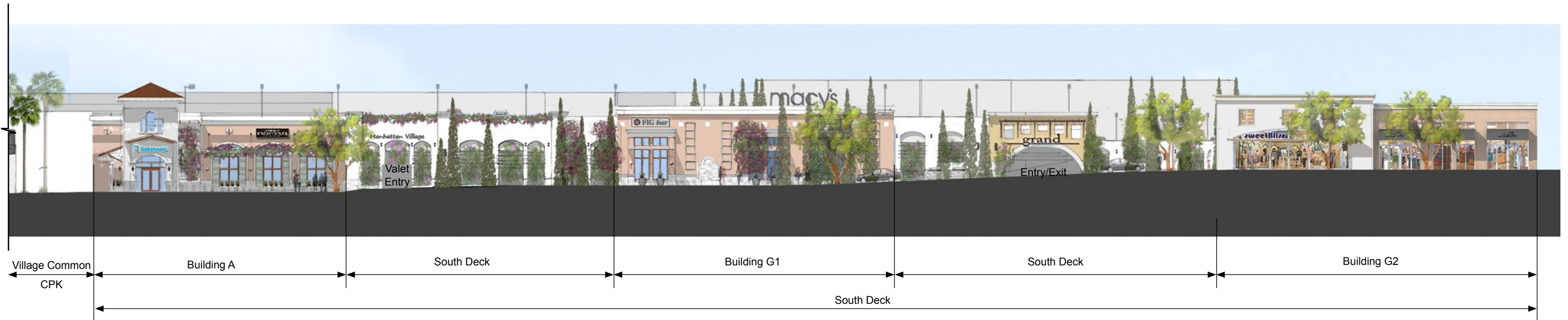


1. North Village Shops and North Deck Elevation Facing Carlotta Way
 Scale: 1/32" = 1'



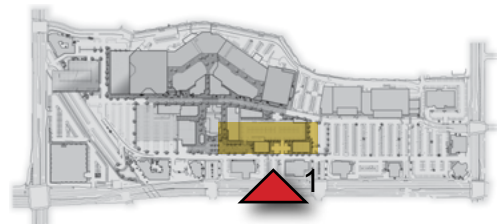
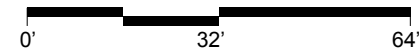
Key Plan





1. South Village Shops and South Deck Elevation Facing Carlotta Way

Scale: 1/32" = 1'



Key Plan

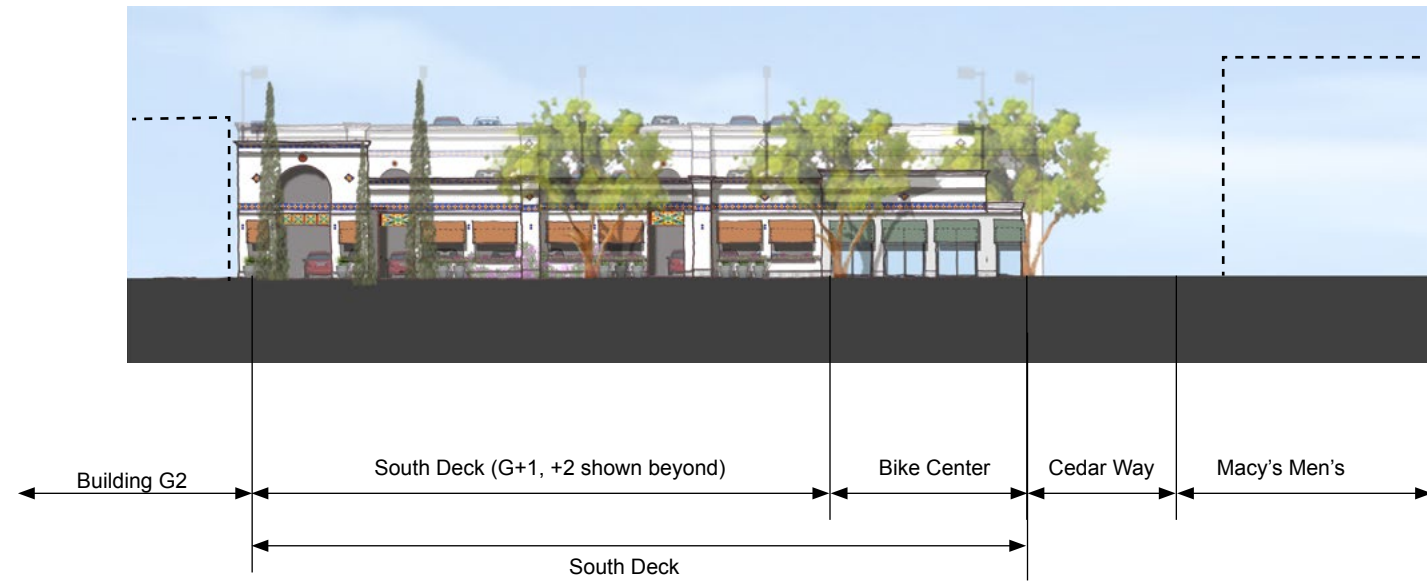
- +/- 37'-0" Top of Light Fixture
- +/- 26'-0" Top of Parapet
- +/- 22'-0" +2 Level Deck
- +/- 11'-0" +1 Level Deck
- +/- 0'-0" Local Grade



2. Enlarged South Deck & Bldg G1 Elevation

Scale: 1/16" = 1'





1. South Deck Elevation Facing South

Scale: 1/32" = 1'

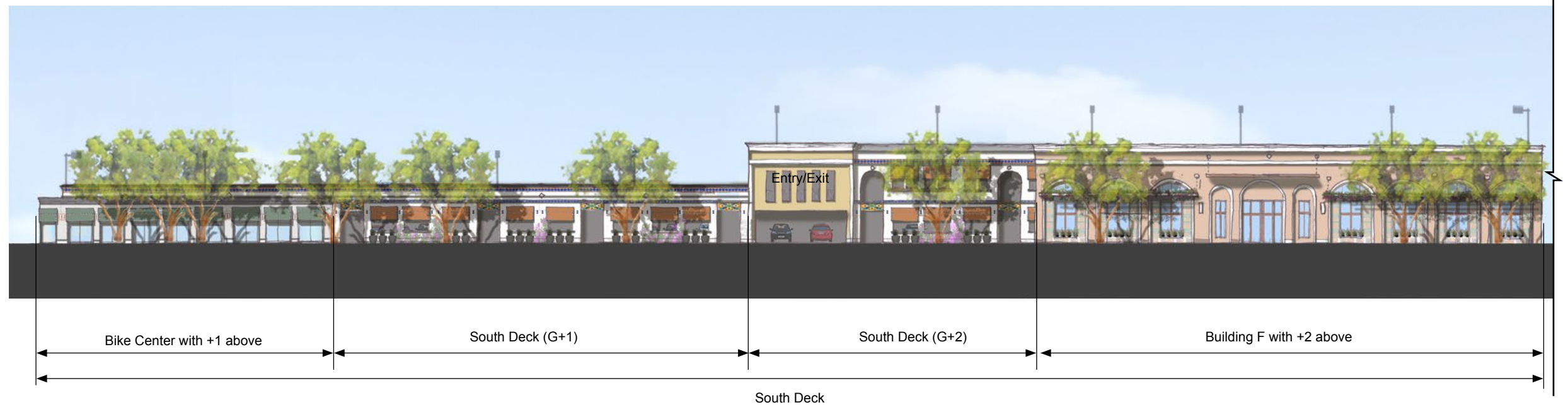
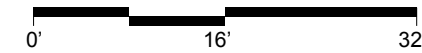


Notes

- ① Light Fixture
- ② Cornice
- ③ Decorative Tile
- ④ Tile Band
- ⑤ Awning
- ⑥ Opening
- ⑦ Railing
- ⑧ Sill Detail
- ⑨ Stone Base

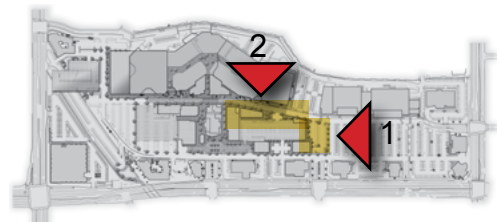
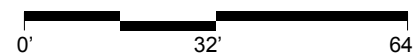
3. Enlarged Parking Deck Typical Bay

Scale: 1/16" = 1'



2. South Village Shops and South Deck Elevation Facing Cedar Way

Scale: 1/32" = 1'



Key Plan





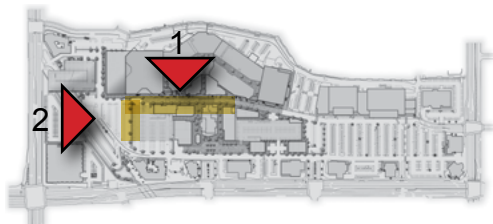
1. North Deck Elevation Facing Cedar Way

Scale: 1/32" = 1'

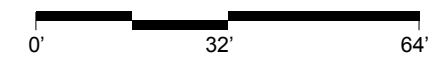


2. North Deck Elevation Facing Rosecrans

Scale: 1/32" = 1'



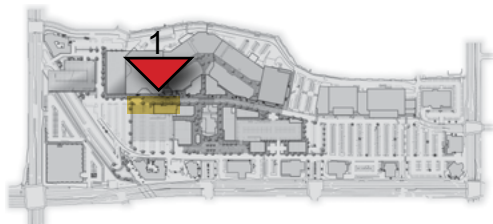
Key Plan



- +/- 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'

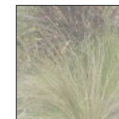
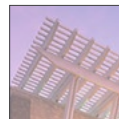


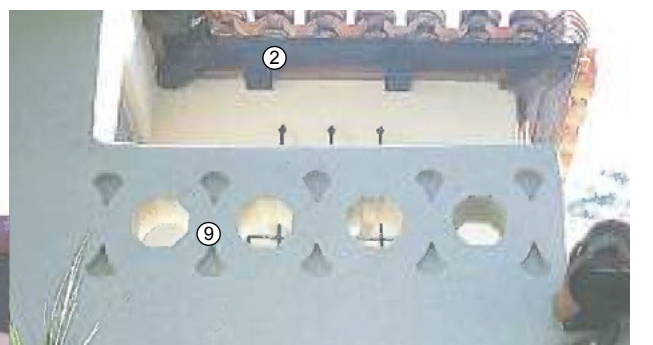
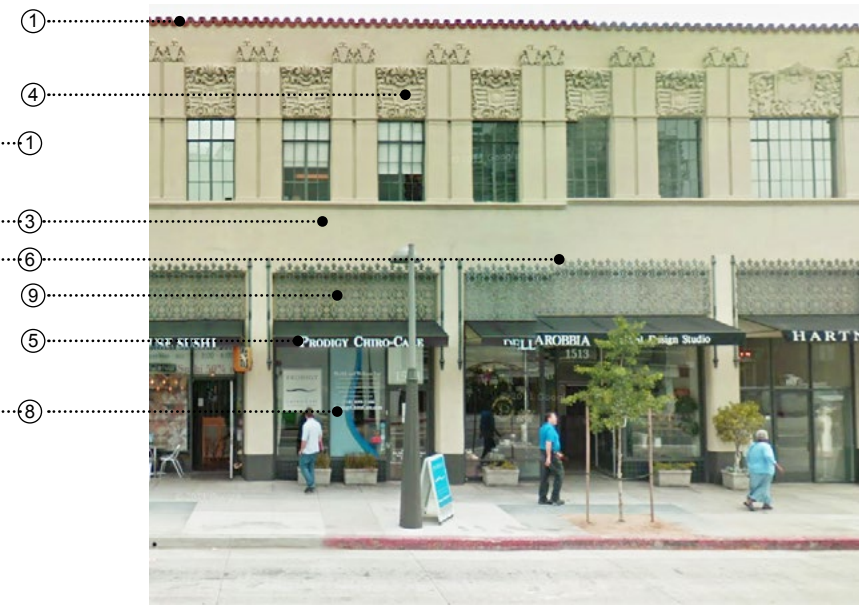
Key Plan



Architectural Style, VSC - Village Shops Component

Quality of Design and Materials shown, Architectural Style subject to change

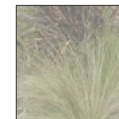
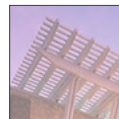




Notes

- 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





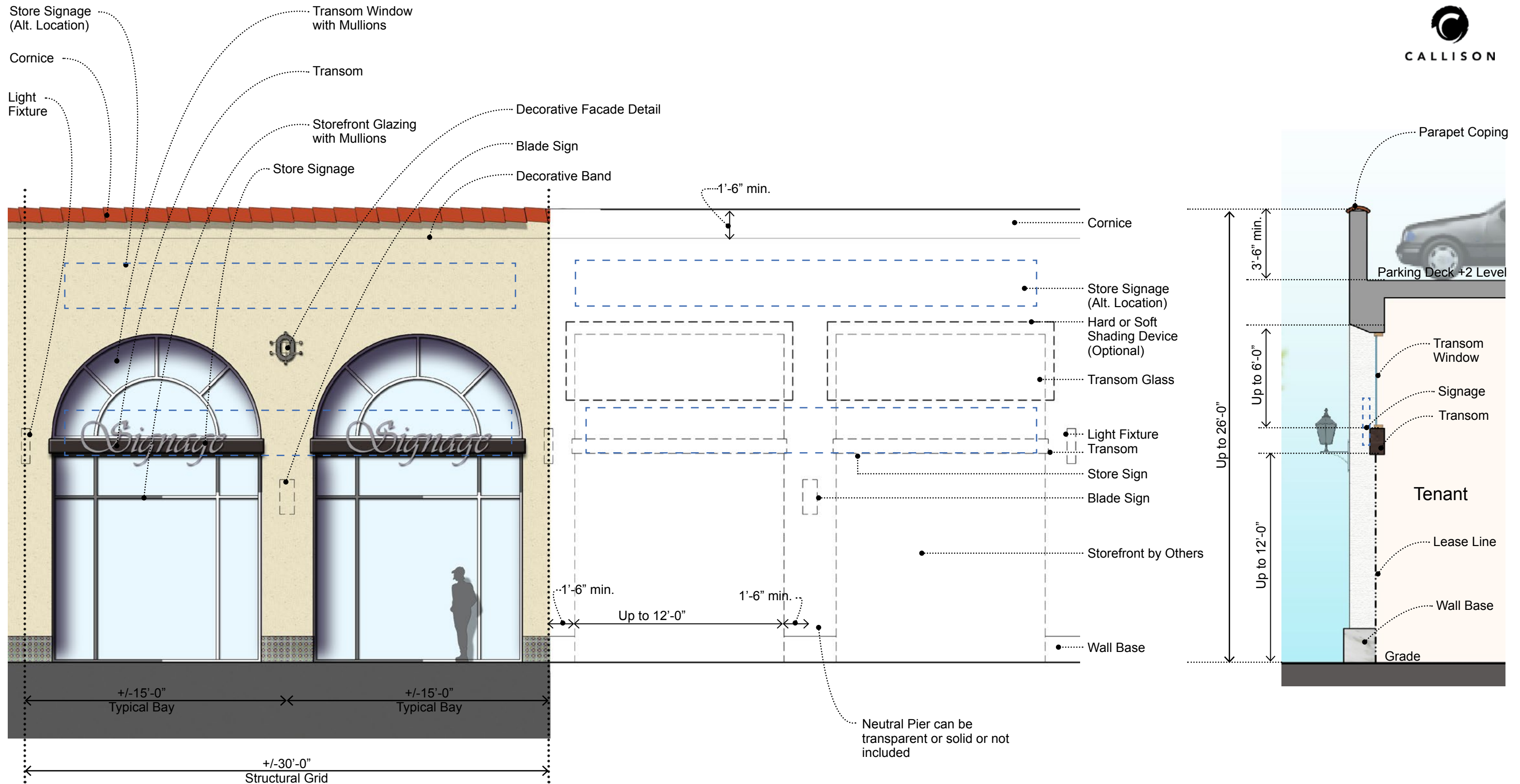
- Hide elevator overruns
- Parking behind the parapet
- Awnings over openings
- Window sized openings
- Building scale articulation
- Retail at Grade

1. Electronic Sign Examples

2. G+2 Parking Deck in Walnut Creek

FOR ILLUSTRATIVE PURPOSES ONLY



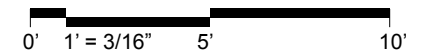


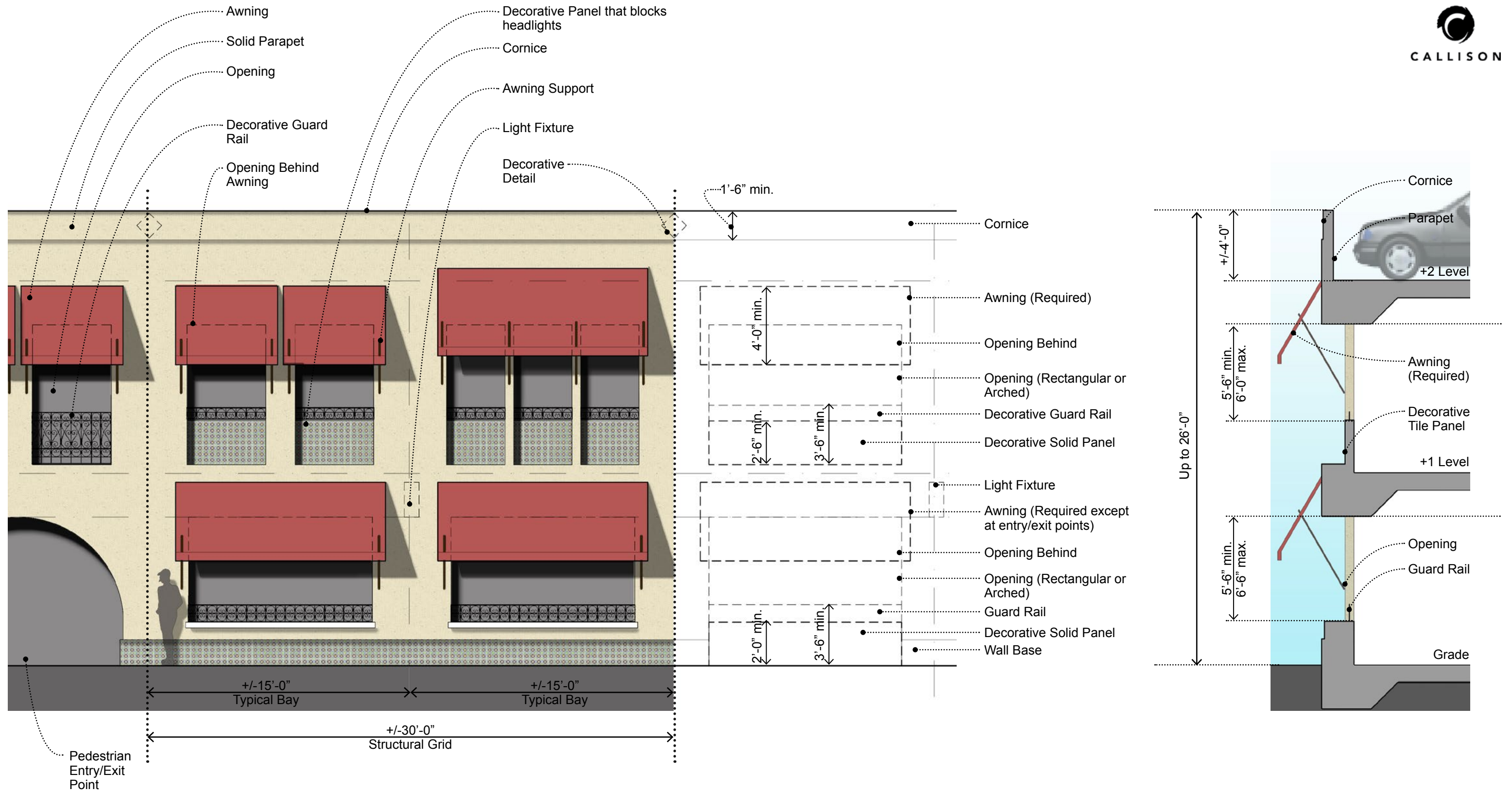
FOR ILLUSTRATIVE PURPOSES ONLY

1. Typical Building Bay Illustration, Elevation & Section

Scale: 3/16" = 1'

NOTE: Only one sign location will be chosen per building

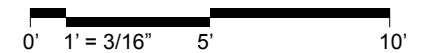


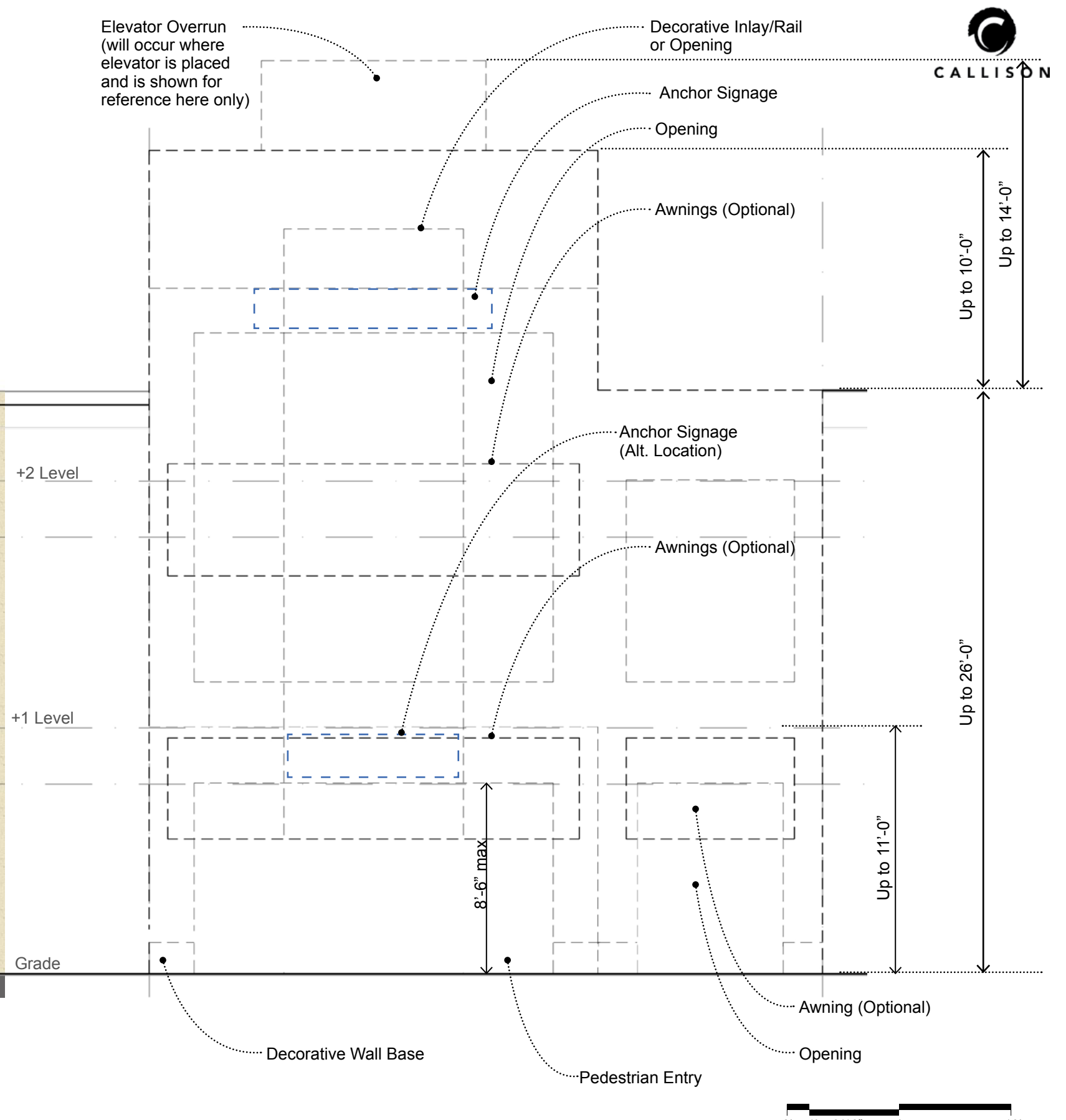


FOR ILLUSTRATIVE PURPOSES ONLY

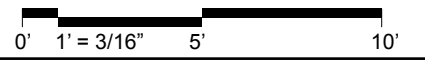
1. Typical Building Bay Illustration, Elevation & Section

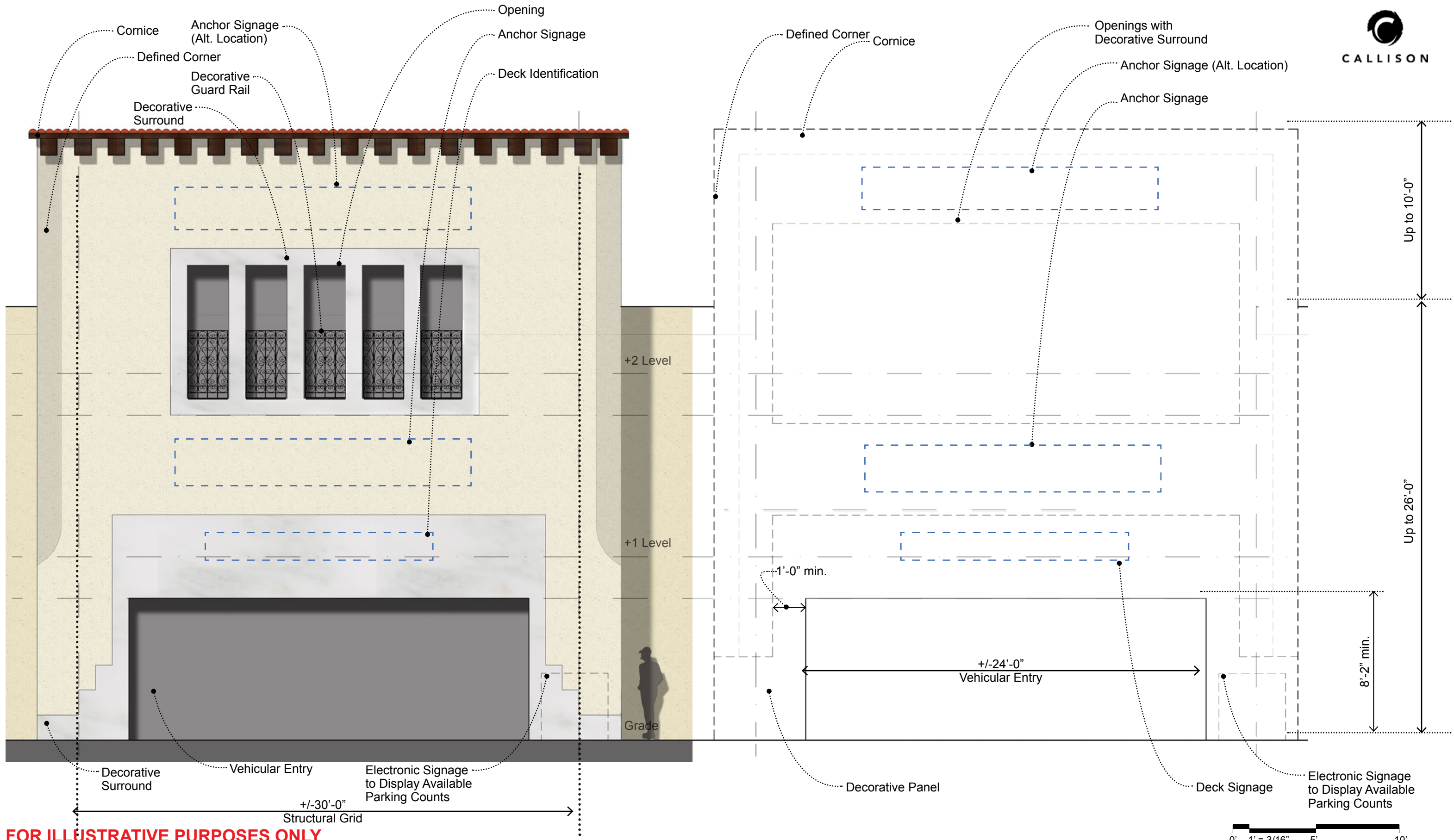
Scale: 3/16" = 1'





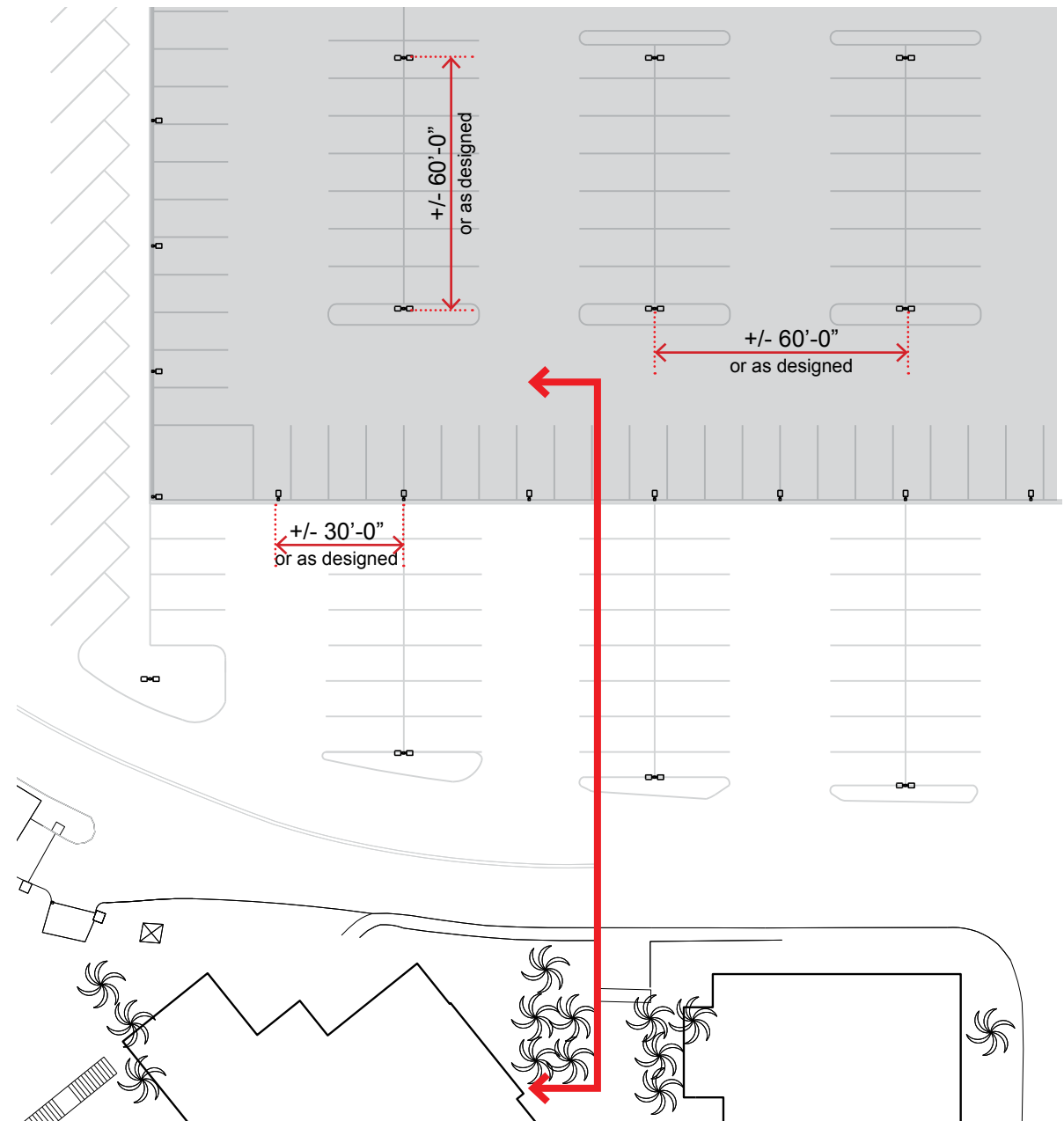
FOR ILLUSTRATIVE PURPOSES ONLY





FOR ILLUSTRATIVE PURPOSES ONLY



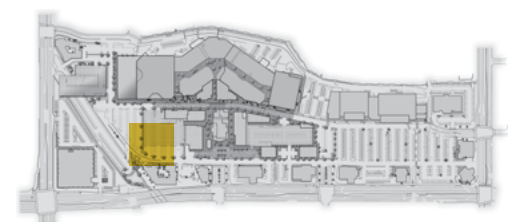


1. Deck Lighting Plan, Typical

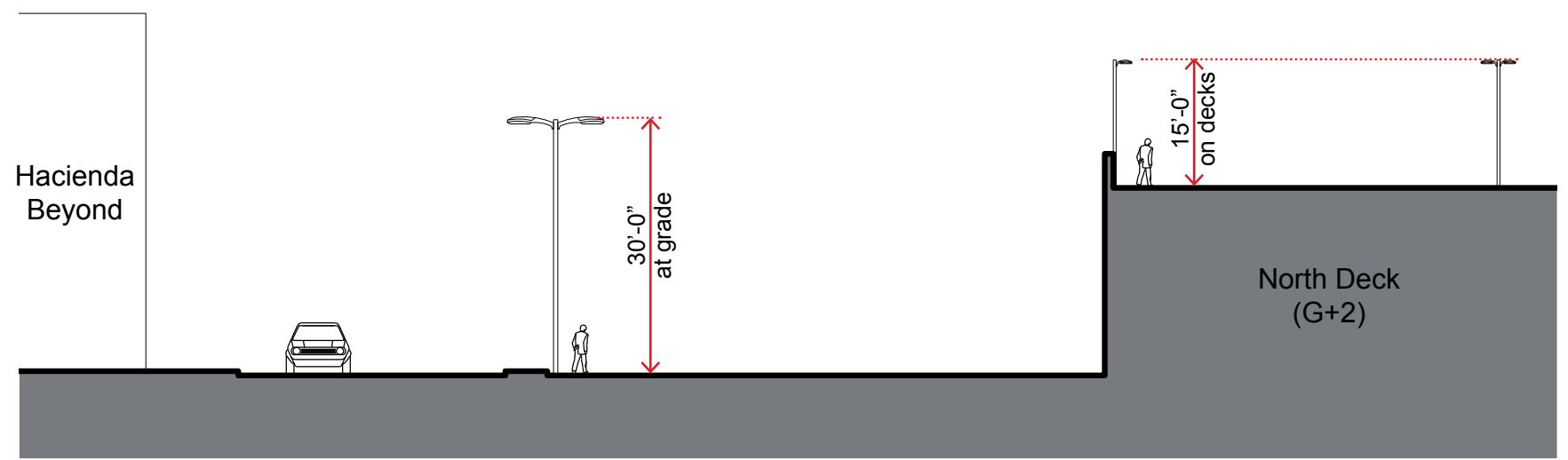
Scale: 1" = 40'



Please note that spacing is subject to change as the light design is completed.

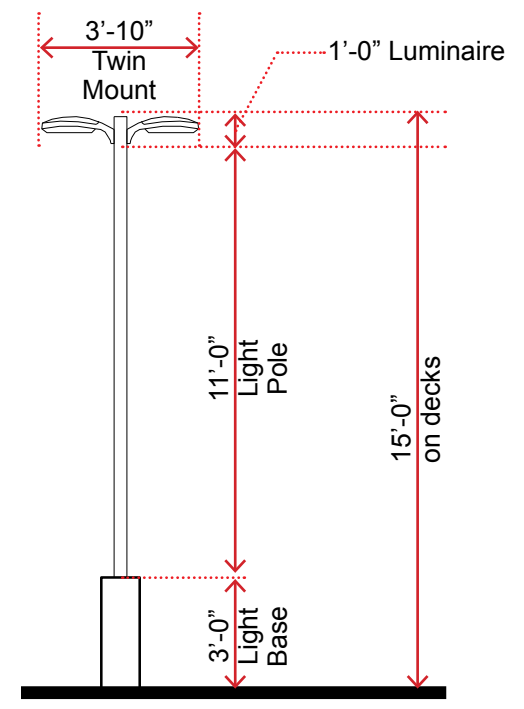
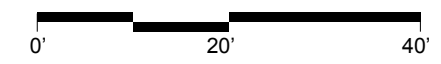


Key Plan



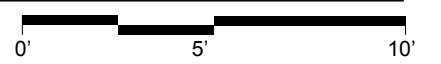
2. Deck Lighting Section, Typical

Scale: 1" = 20'

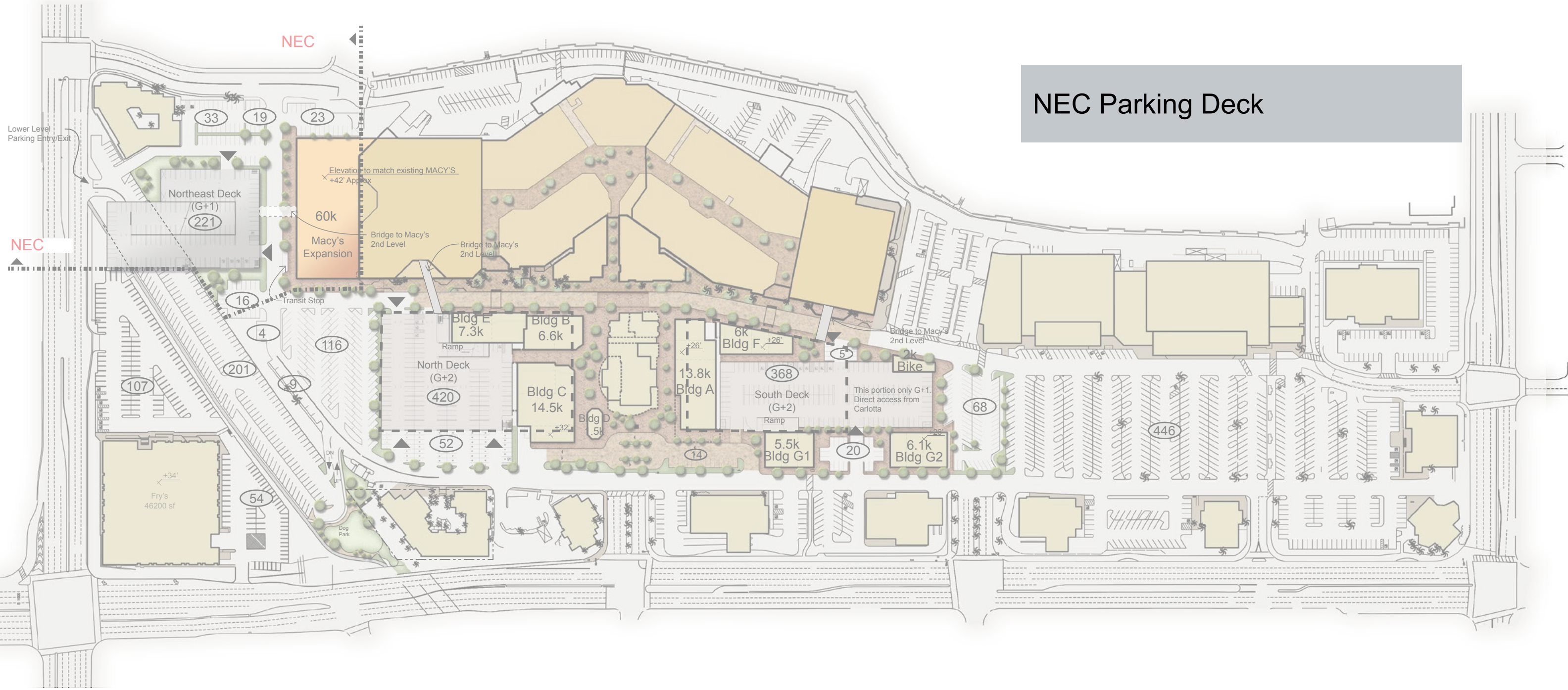


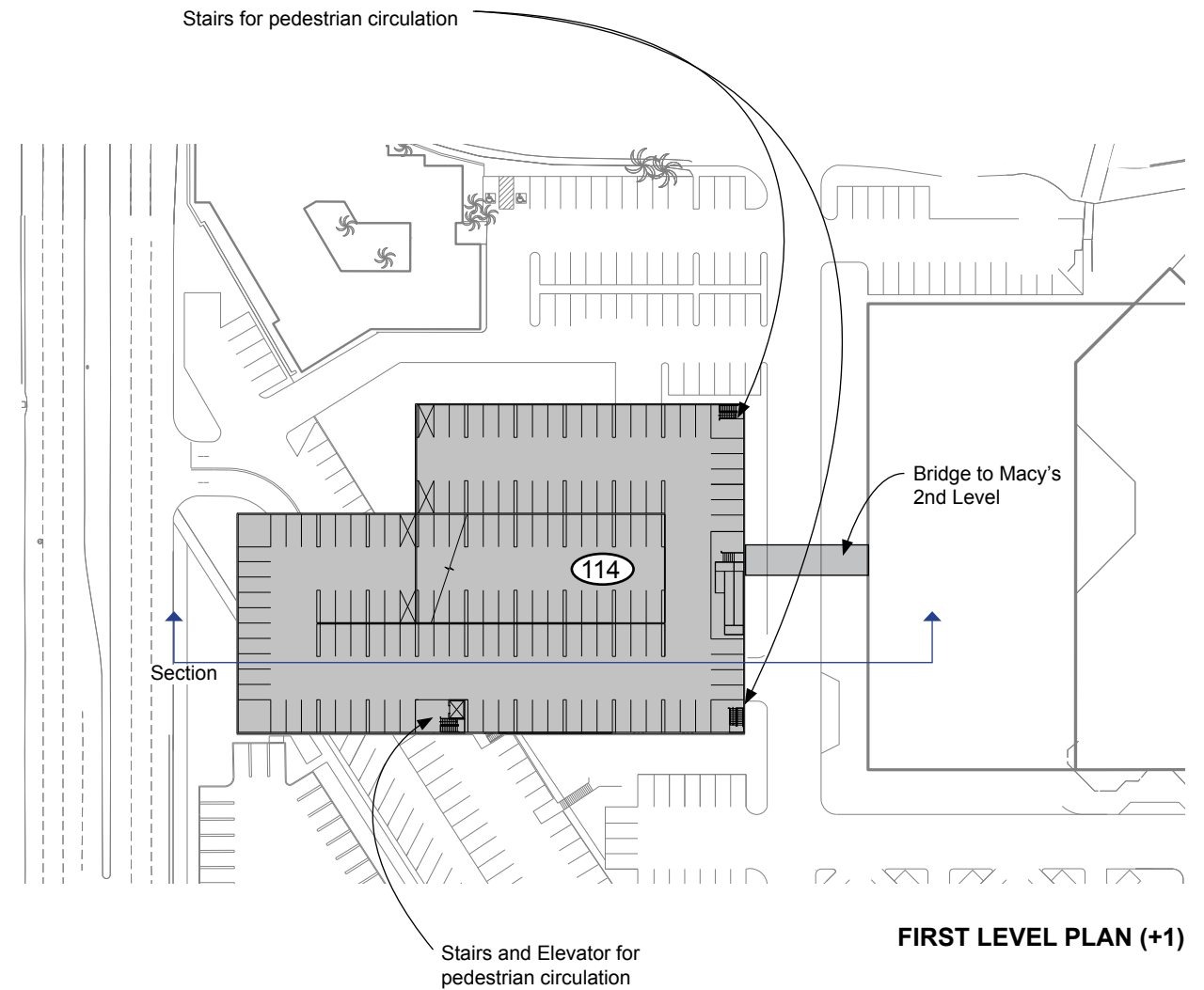
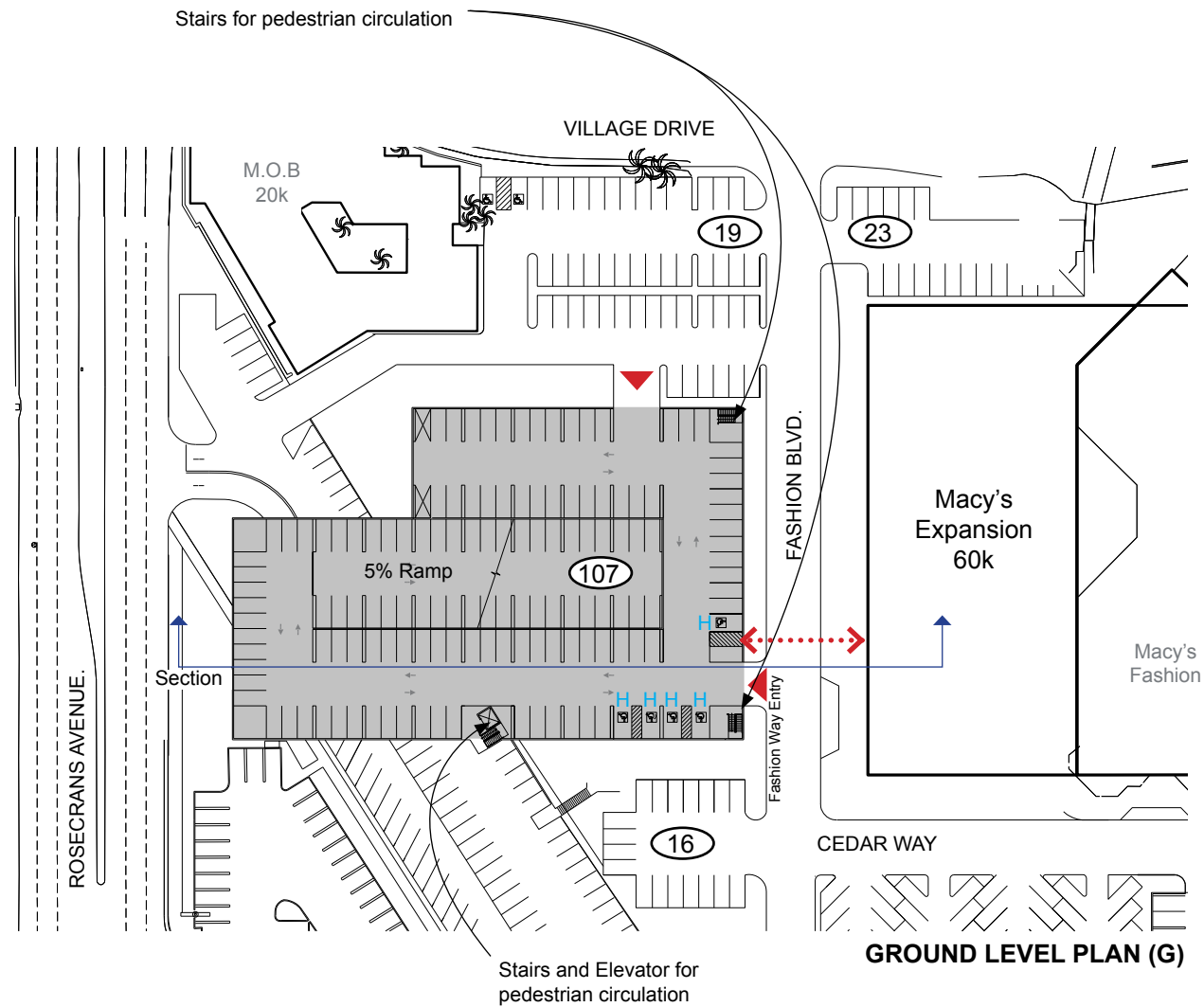
3. Enlarged Deck Lighting Section, Typical

Scale: 1" = 5'



NEC Parking Deck

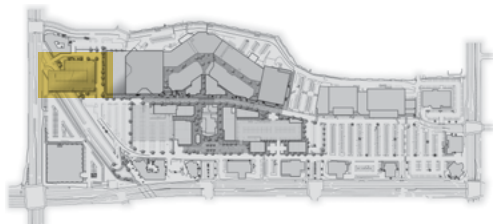




NORTH LOT TOTALS

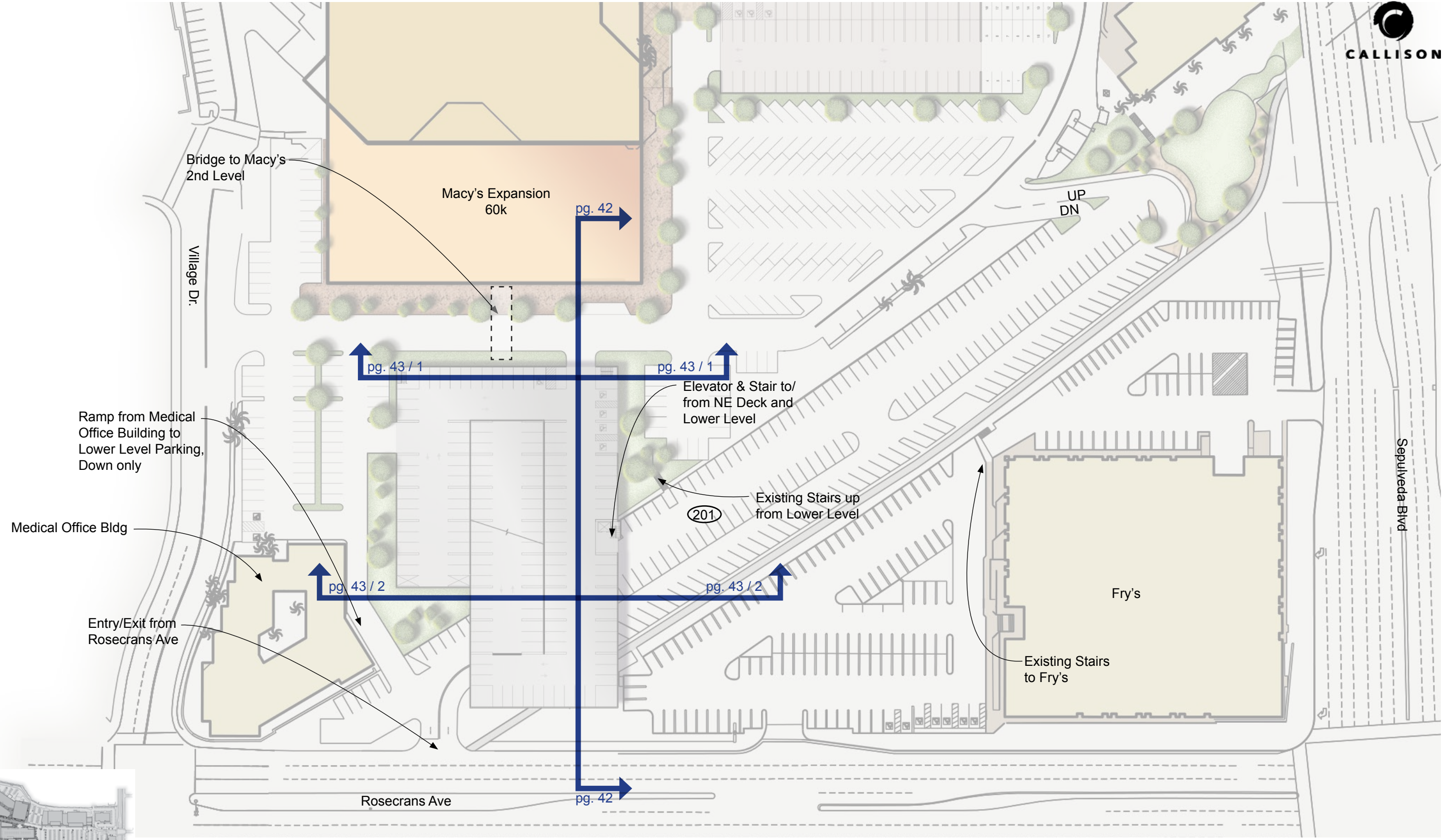
Surface:	58 stalls
Deck:	221 stalls
	279 stalls

NEC DECK TOTAL - 221 STALLS

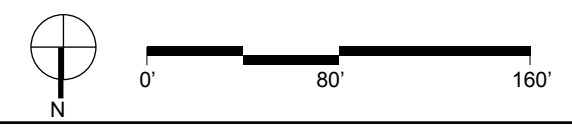


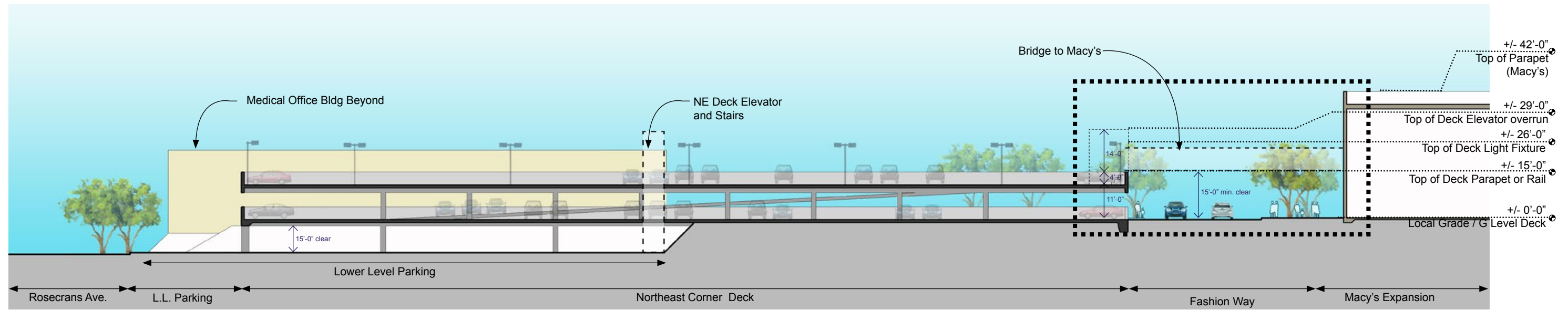
Key Plan





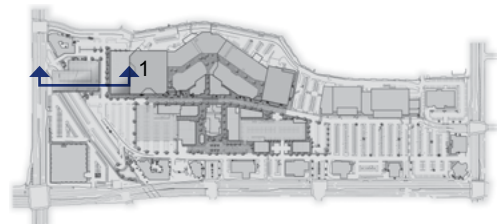
Key Plan



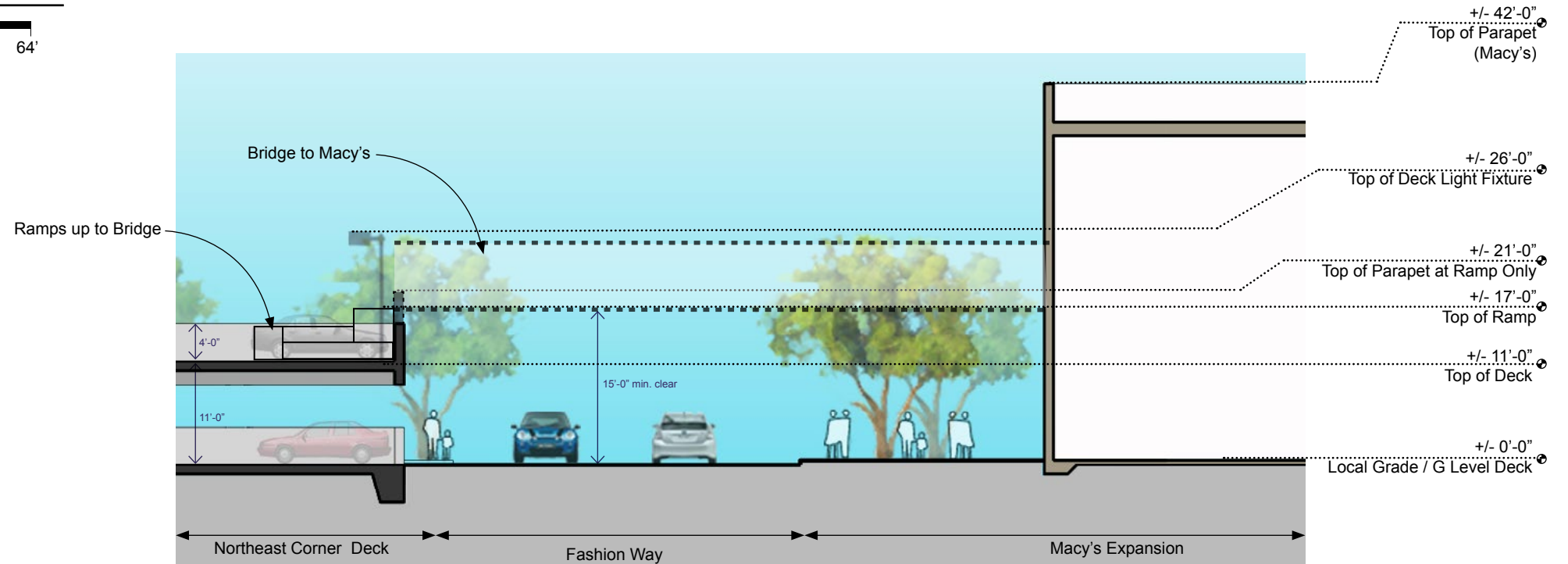


1. Northeast Corner Deck Section, Looking East

Scale: 1/32" = 1'



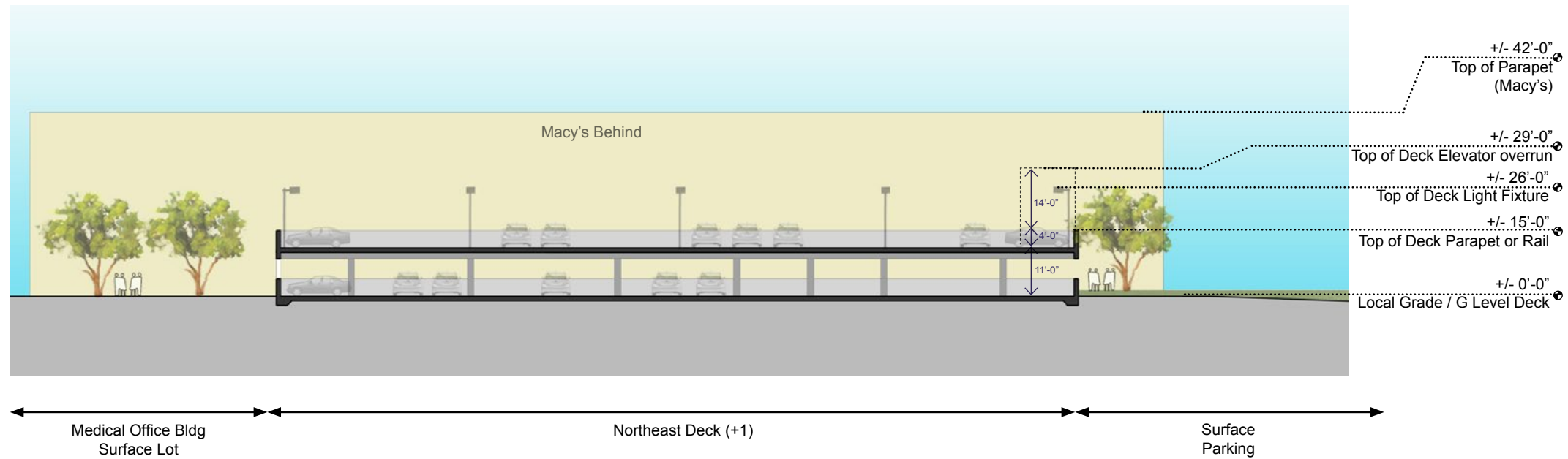
Key Plan



2. Northeast Corner Deck Enlarged Section, Looking East

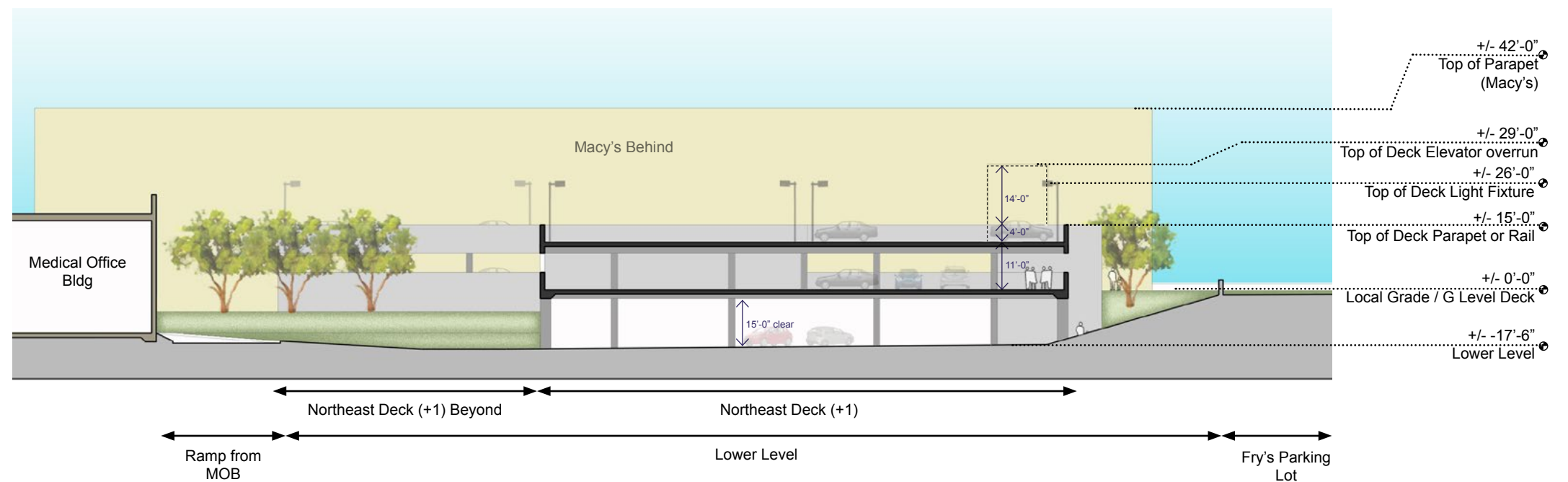
Scale: 1/16" = 1'





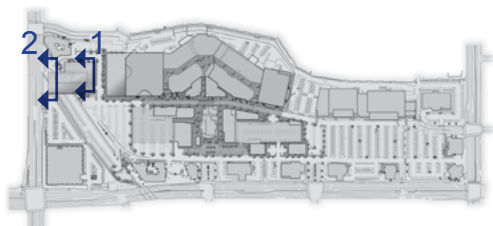
1. Northeast Corner Deck Section, Looking North

Scale: 1/32" = 1'

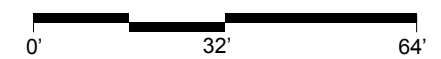


2. Northeast Corner Deck Section, Looking North

Scale: 1/32" = 1'



Key Plan





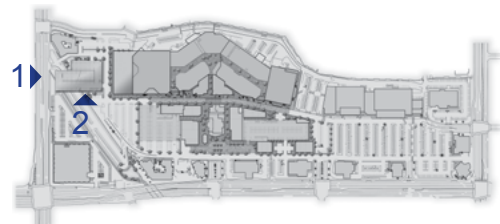
1. NE Corner - North Elevation Facing Rosecrans Ave (G+1)

Scale: 1/32" = 1'

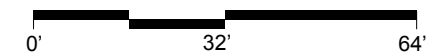


2. NE Corner - West Elevation (G+1)

Scale: 1/32" = 1'



Key Plan



FOR ILLUSTRATIVE PURPOSES ONLY

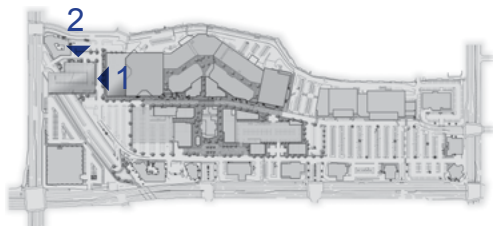




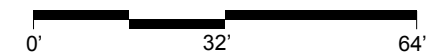
1. NE Corner - South Elevation Facing Fashion Blvd (G+1)
Scale: 1/32" = 1'



2. NE Corner - East Elevation Facing Village Dr (G+1)
Scale: 1/32" = 1'

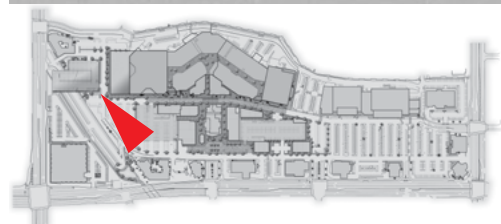


Key Plan



FOR ILLUSTRATIVE PURPOSES ONLY





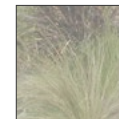
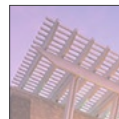
Key Plan

FOR ILLUSTRATIVE PURPOSES ONLY



Architectural Style, NEC - 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





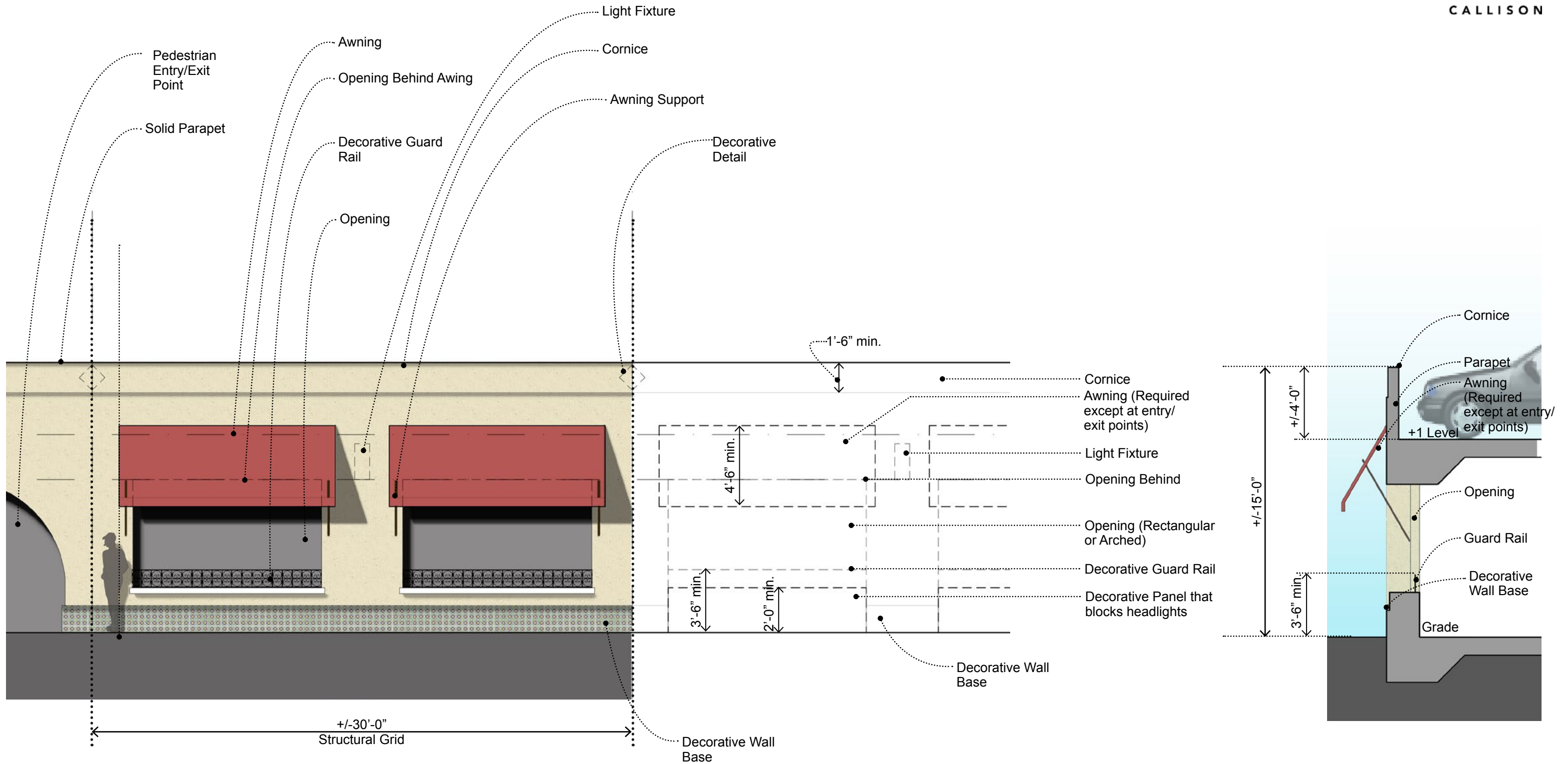
- Hide elevator overruns
- Parking behind the parapet
- Awnings over openings
- Window sized openings
- Building scale articulation
- Retail at Grade

1. Electronic Sign Examples

2. G+2 Parking Deck in Walnut Creek

FOR ILLUSTRATIVE PURPOSES ONLY

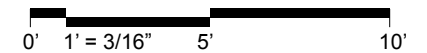


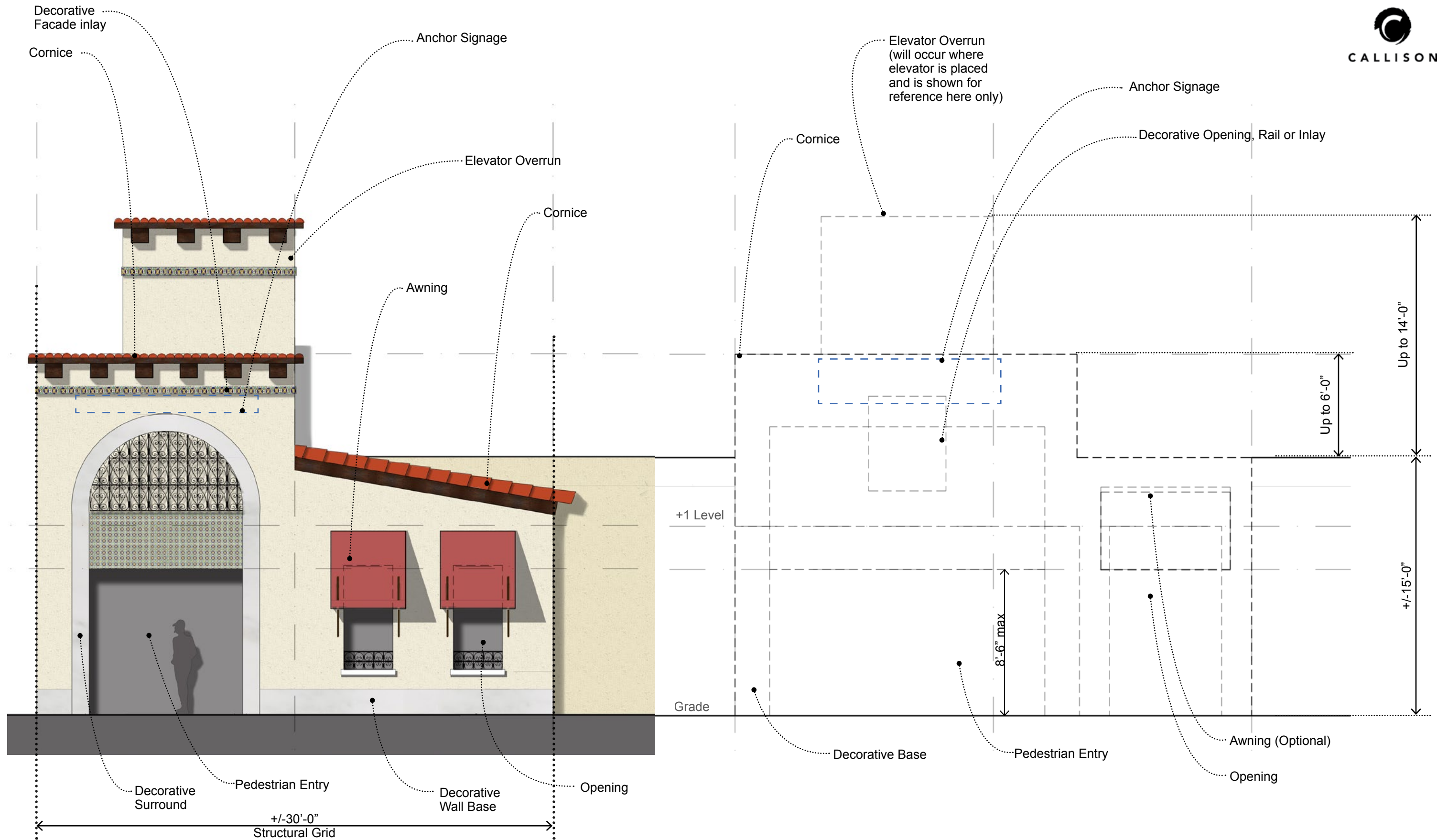


FOR ILLUSTRATIVE PURPOSES ONLY

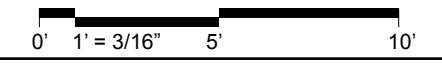
1. Typical Building Bay Illustration, Elevation & Section

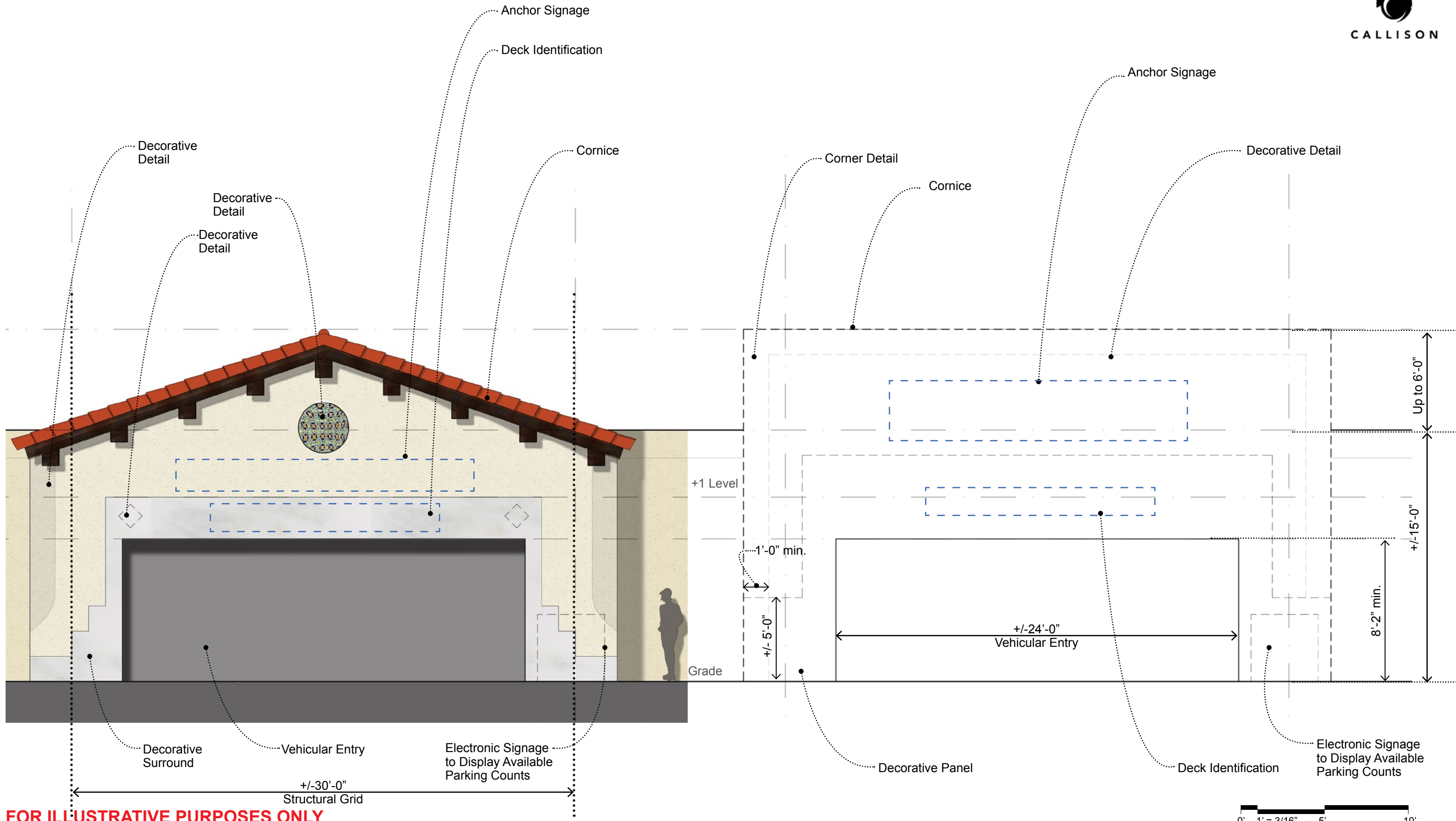
Scale: 3/16" = 1'





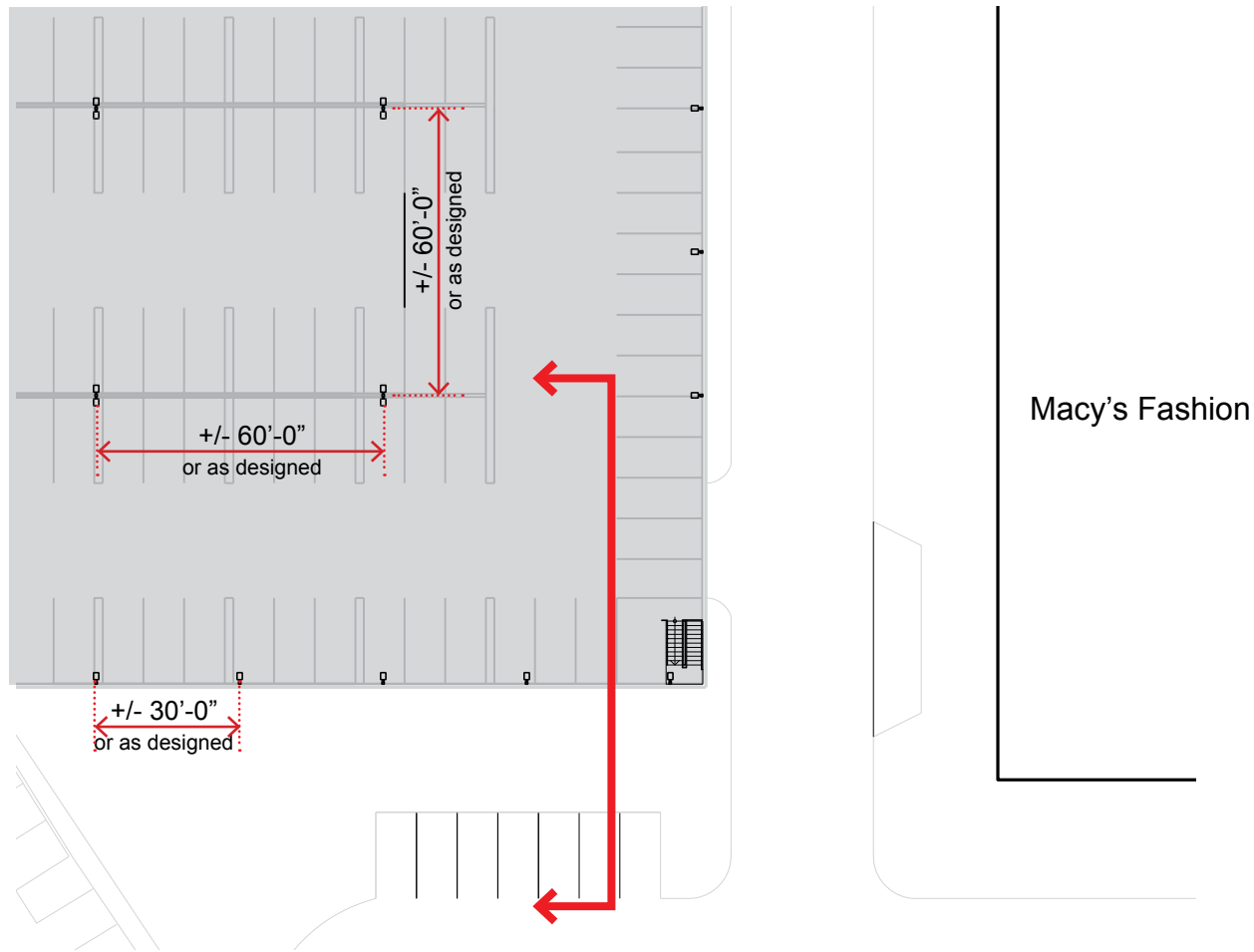
FOR ILLUSTRATIVE PURPOSES ONLY





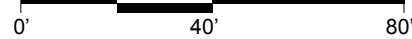
FOR ILLUSTRATIVE PURPOSES ONLY



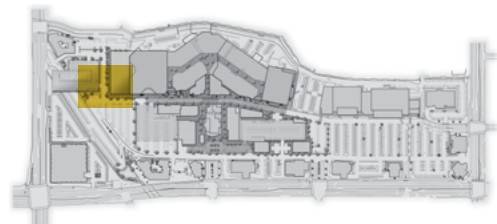


1. Deck Lighting Plan, Typical

Scale: 1" = 40'



Please note that spacing is subject to change as the light design is completed.

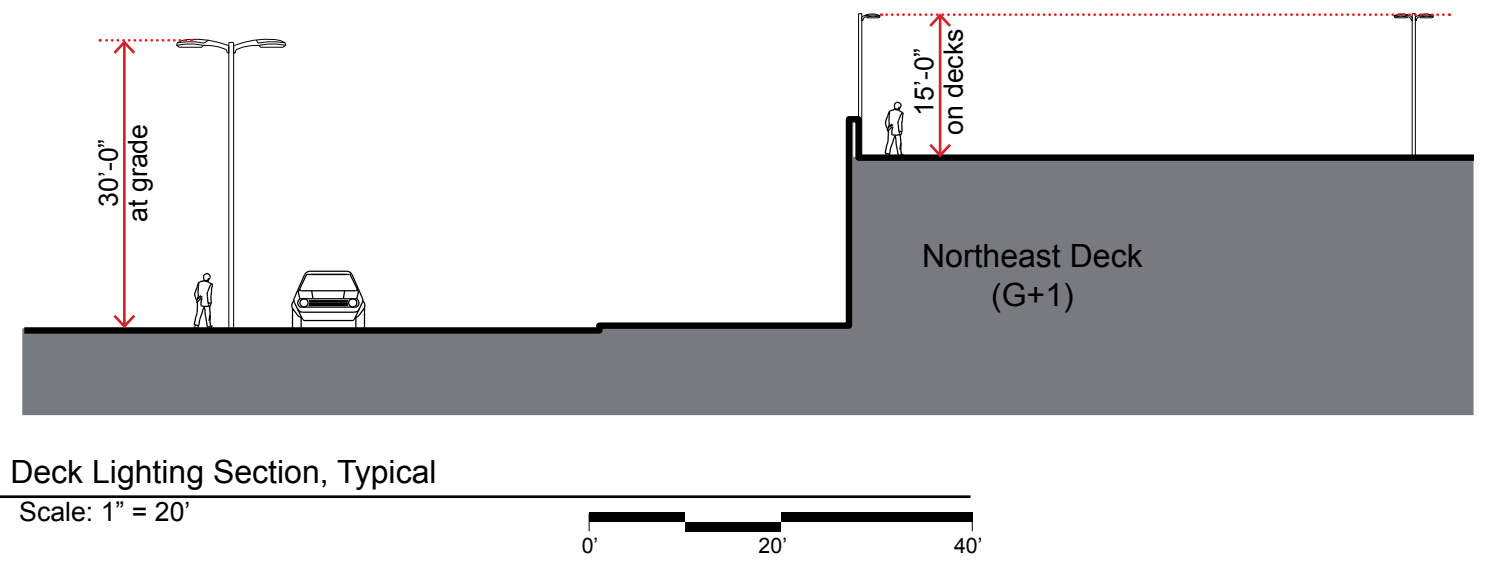


Key Plan

Macy's Fashion

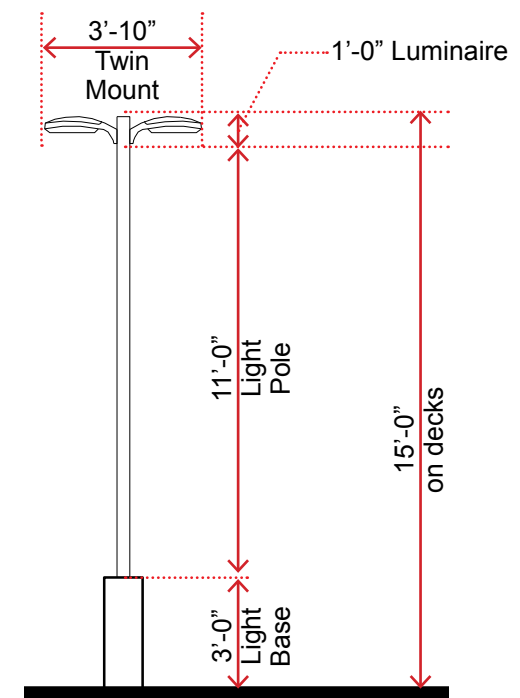
2. Deck Lighting Section, Typical

Scale: 1" = 20'

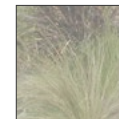
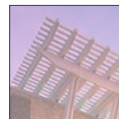


3. Enlarged Deck Lighting Section, Typical

Scale: 1" = 5'



Signage Plans

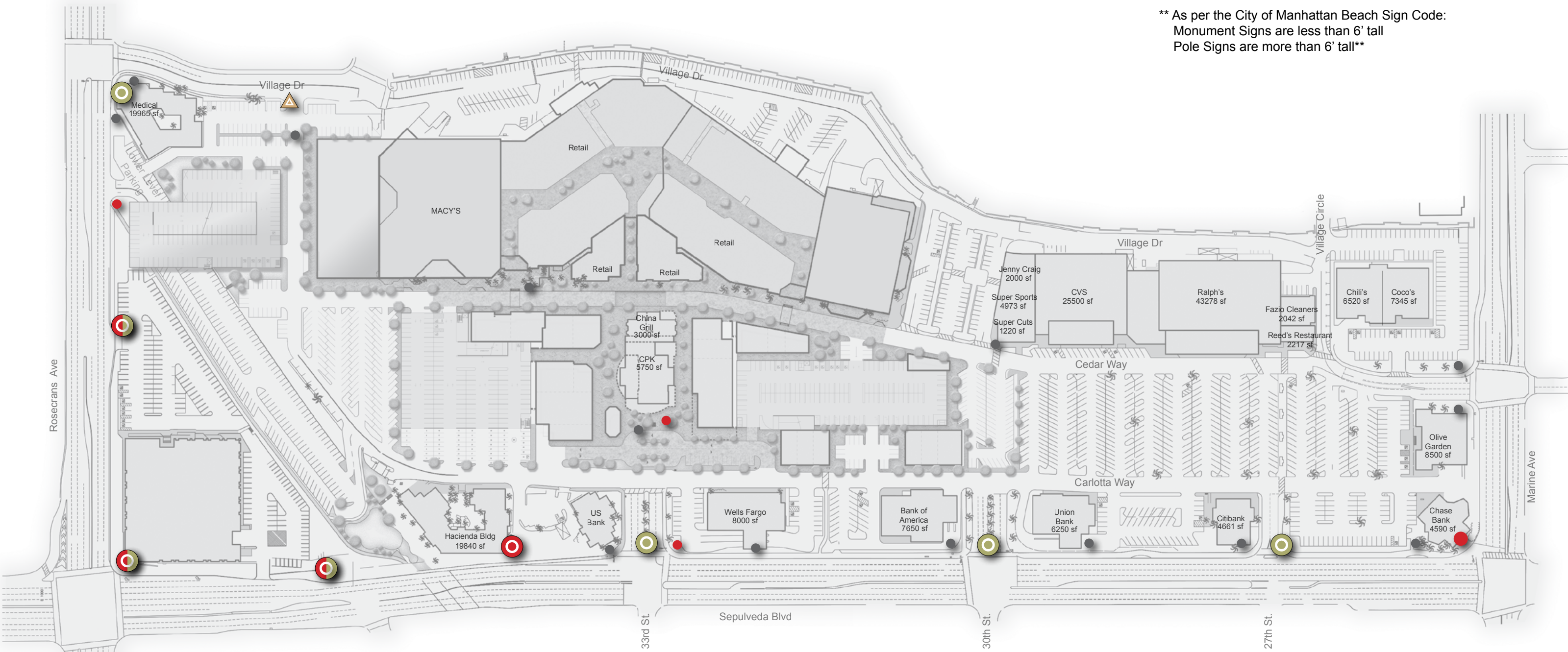


SIGNAGE LEGEND

- Existing Project Pole Sign (Each to display up to 4 tenant panels)
- Existing Directional Sign
- Existing Monument Sign

- Future Replacement Pole Sign
- Future Monument Sign (Entry)
- Future Monument Sign

** As per the City of Manhattan Beach Sign Code:
Monument Signs are less than 6' tall
Pole Signs are more than 6' tall**



FOR ILLUSTRATIVE PURPOSES ONLY



SIGNAGE LEGEND

— Existing Wall Mounted Signage

— Future Building/Anchor Signage *

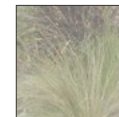
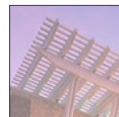
* Signs to be within the designated areas - not using full width



FOR ILLUSTRATIVE PURPOSES ONLY



VSC Panorama

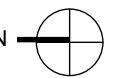




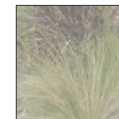
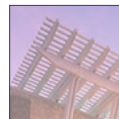
5. ENLARGED PANORAMA B - EXISTING
Existing Village Shops as seen from Sepulveda Blvd.

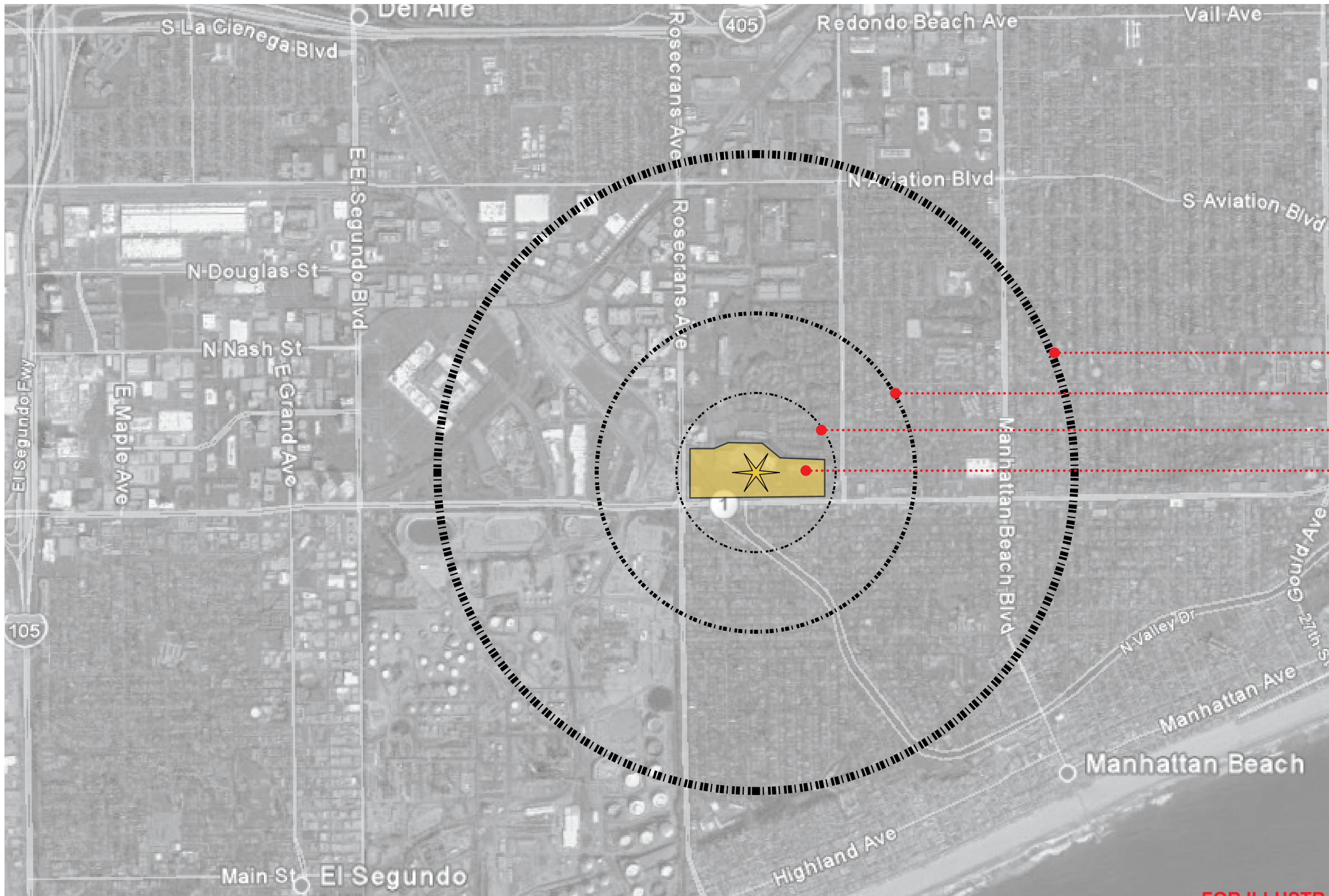


6. ENLARGED PANORAMA B - PROPOSED
Proposed Village Shops as seen from Sepulveda Blvd.



Site Diagrams





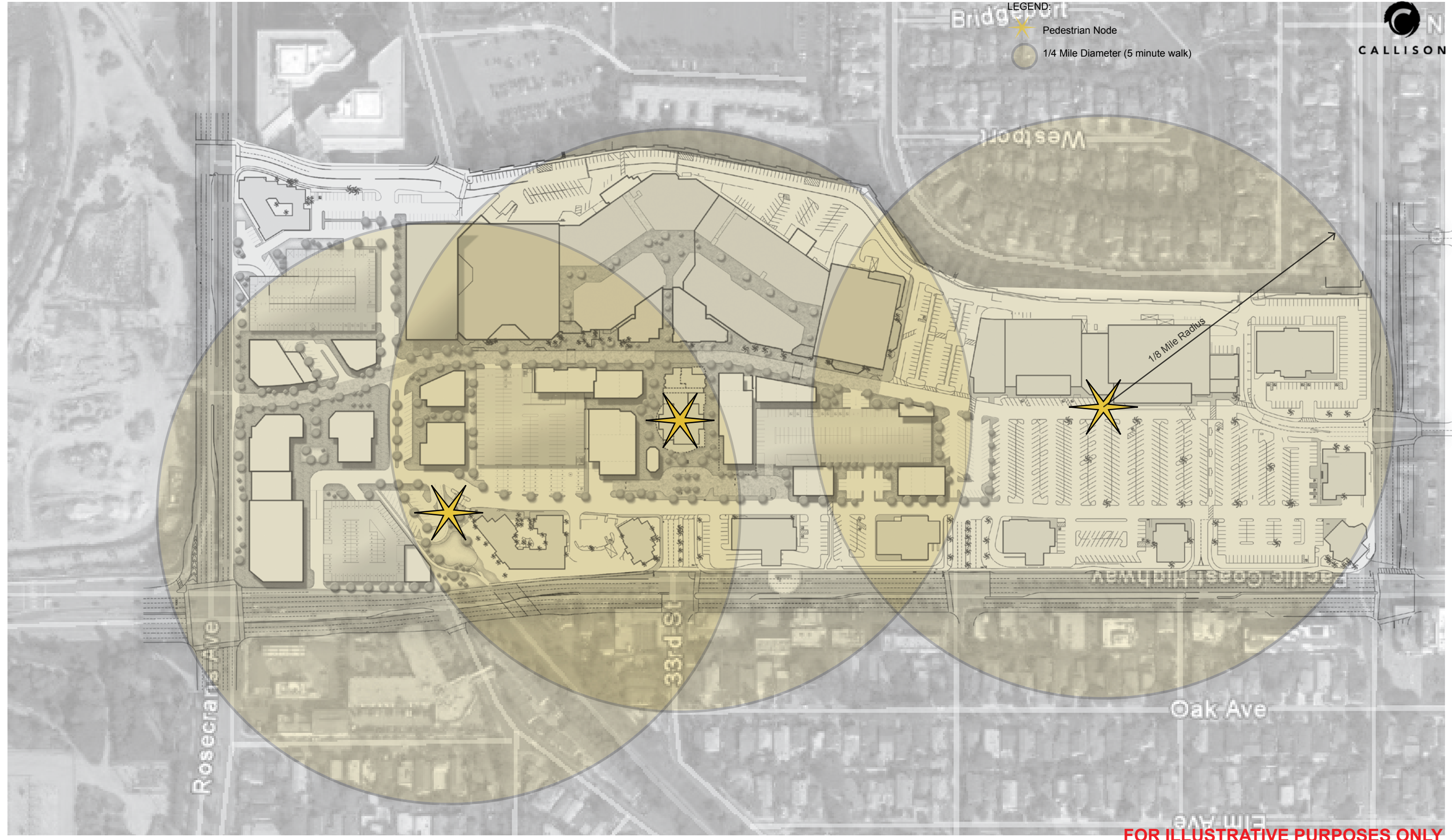


- 1 Mile Radius (20 minute walk)
- 1/2 Mile Radius (10 minute walk)
- 1/4 Mile Radius (5 Minute walk)
- Manhattan Village Shopping Center

FOR ILLUSTRATIVE PURPOSES ONLY



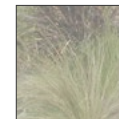
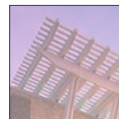
LEGEND:
 Pedestrian Node
 1/4 Mile Diameter (5 minute walk)



FOR ILLUSTRATIVE PURPOSES ONLY

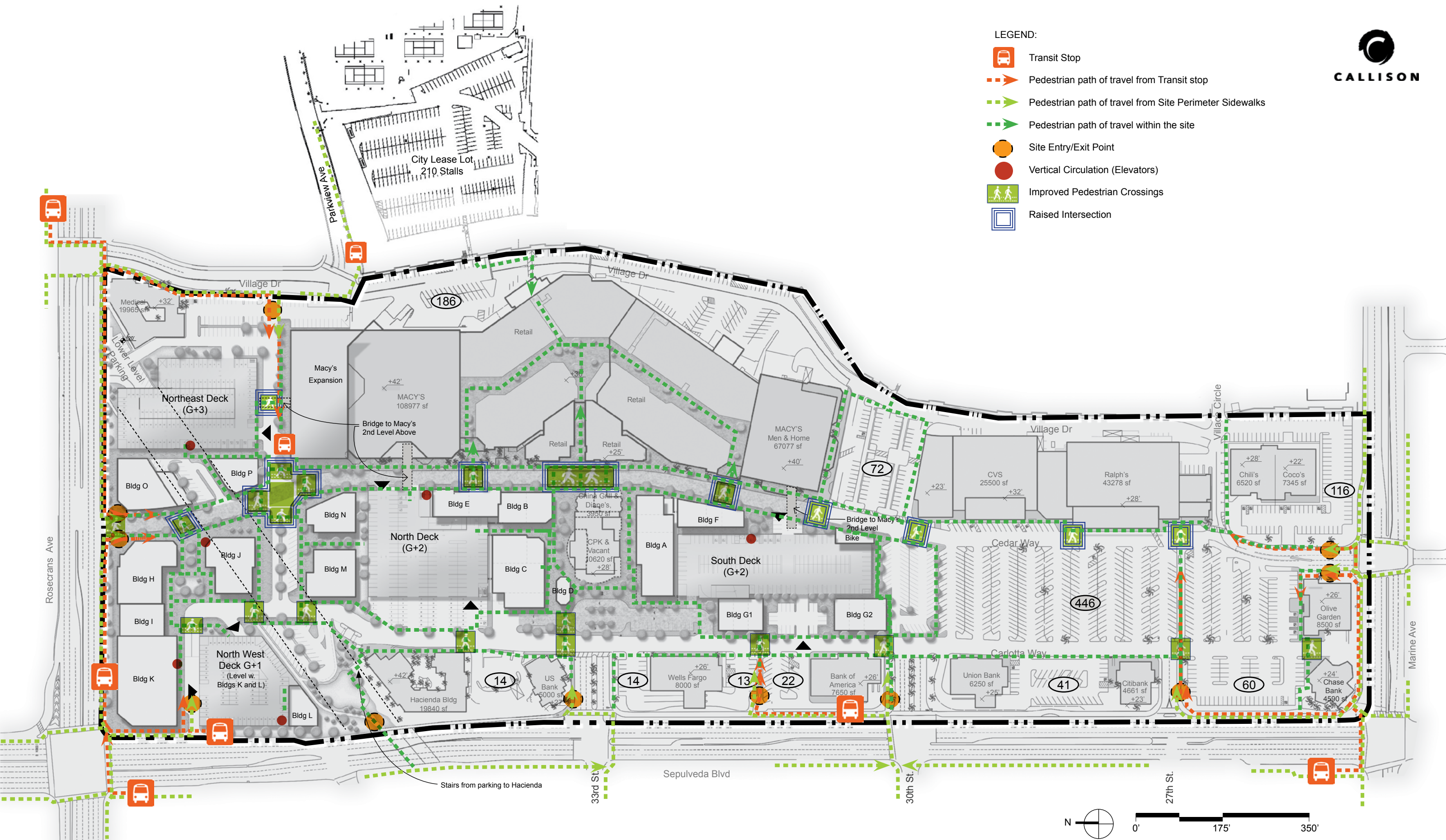


FEIR Circulation Diagrams



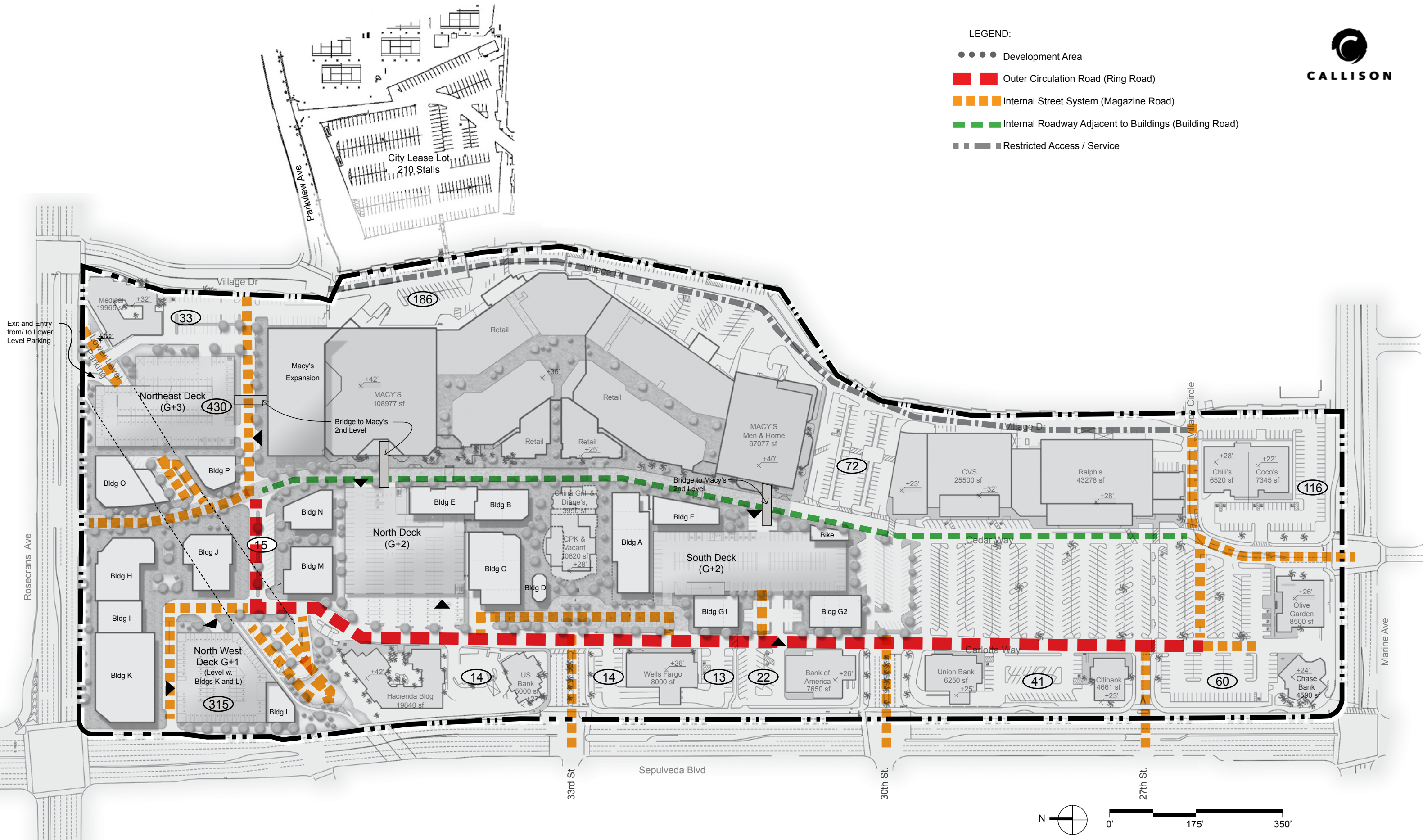
LEGEND:

- 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

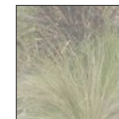
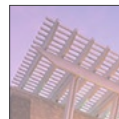


LEGEND:

- ● ● ● Development Area
- Outer Circulation Road (Ring Road)
- Internal Street System (Magazine Road)
- Internal Roadway Adjacent to Buildings (Building Road)
- Restricted Access / Service



VSC & NEC Circulation Diagrams

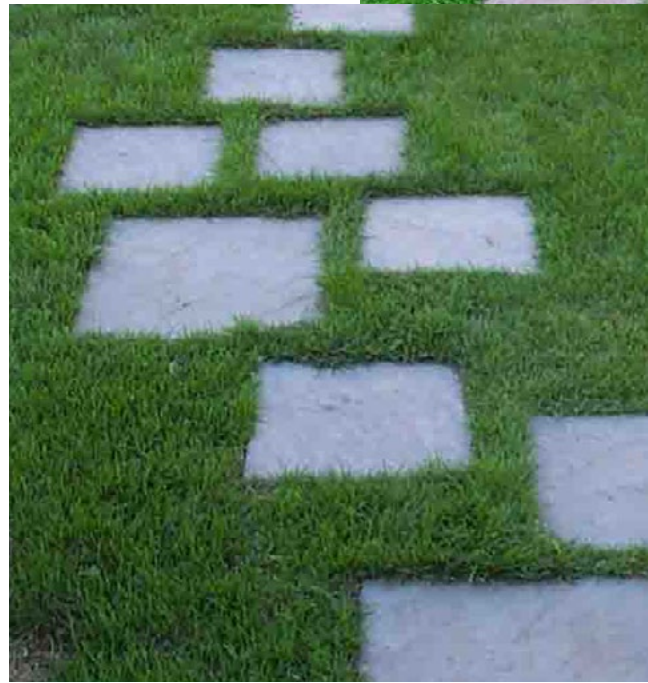


LEGEND:

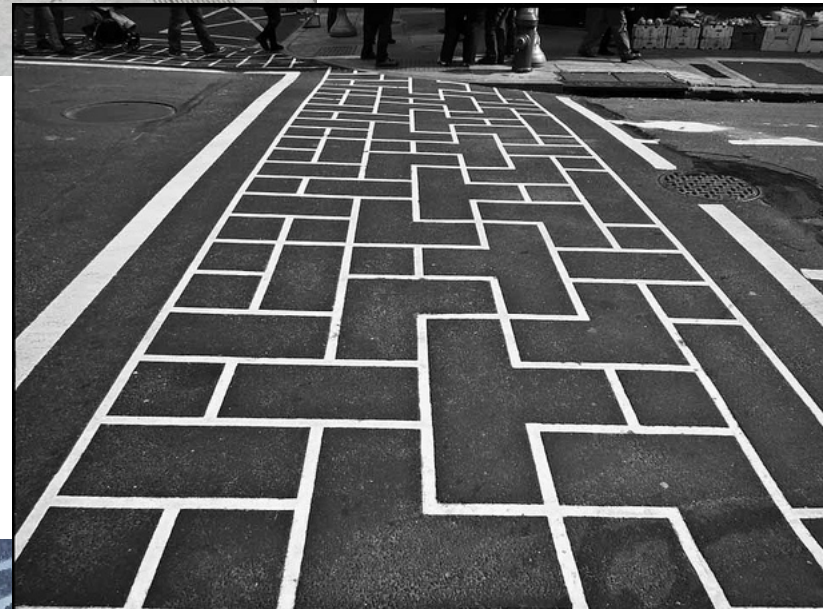
- Existing Pedestrian path of travel within the site
- Site Entry/Exit Point



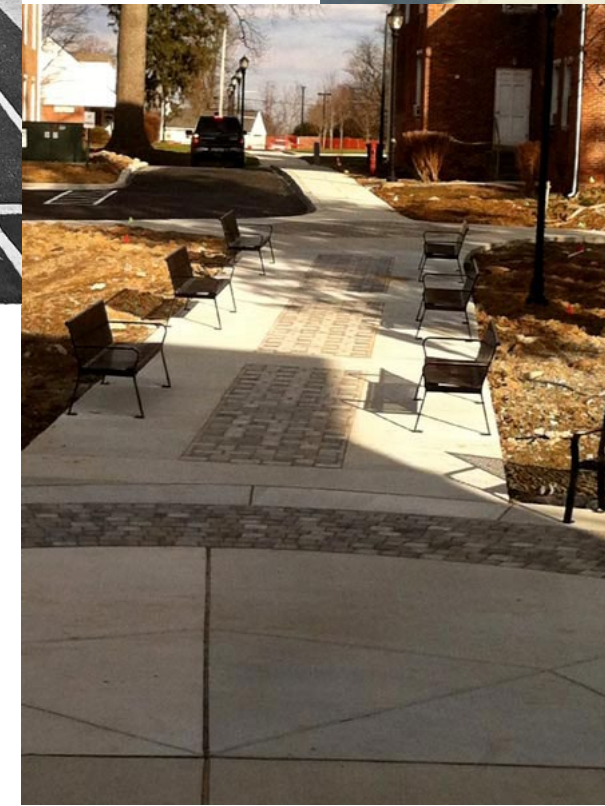
Stepping Stones Ideas



Enhanced Crosswalk Ideas



Enhanced Paving Ideas



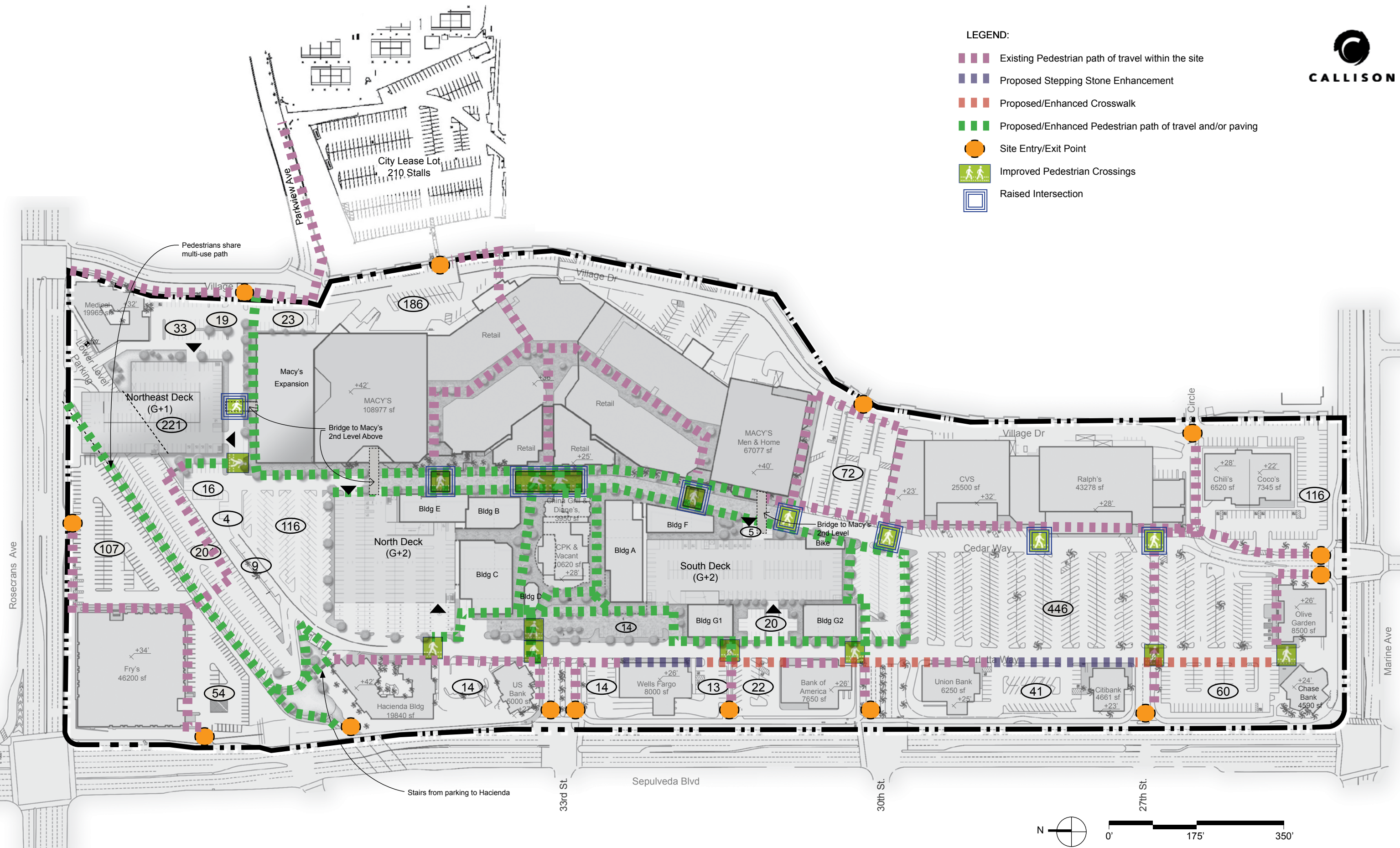
LEGEND:

- Existing Pedestrian path of travel within the site
- Proposed Stepping Stone Enhancement
- Proposed/Enhanced Crosswalk
- Proposed/Enhanced Pedestrian path of travel and/or paving
- Site Entry/Exit Point
- Improved Pedestrian Crossings
- Raised Intersection












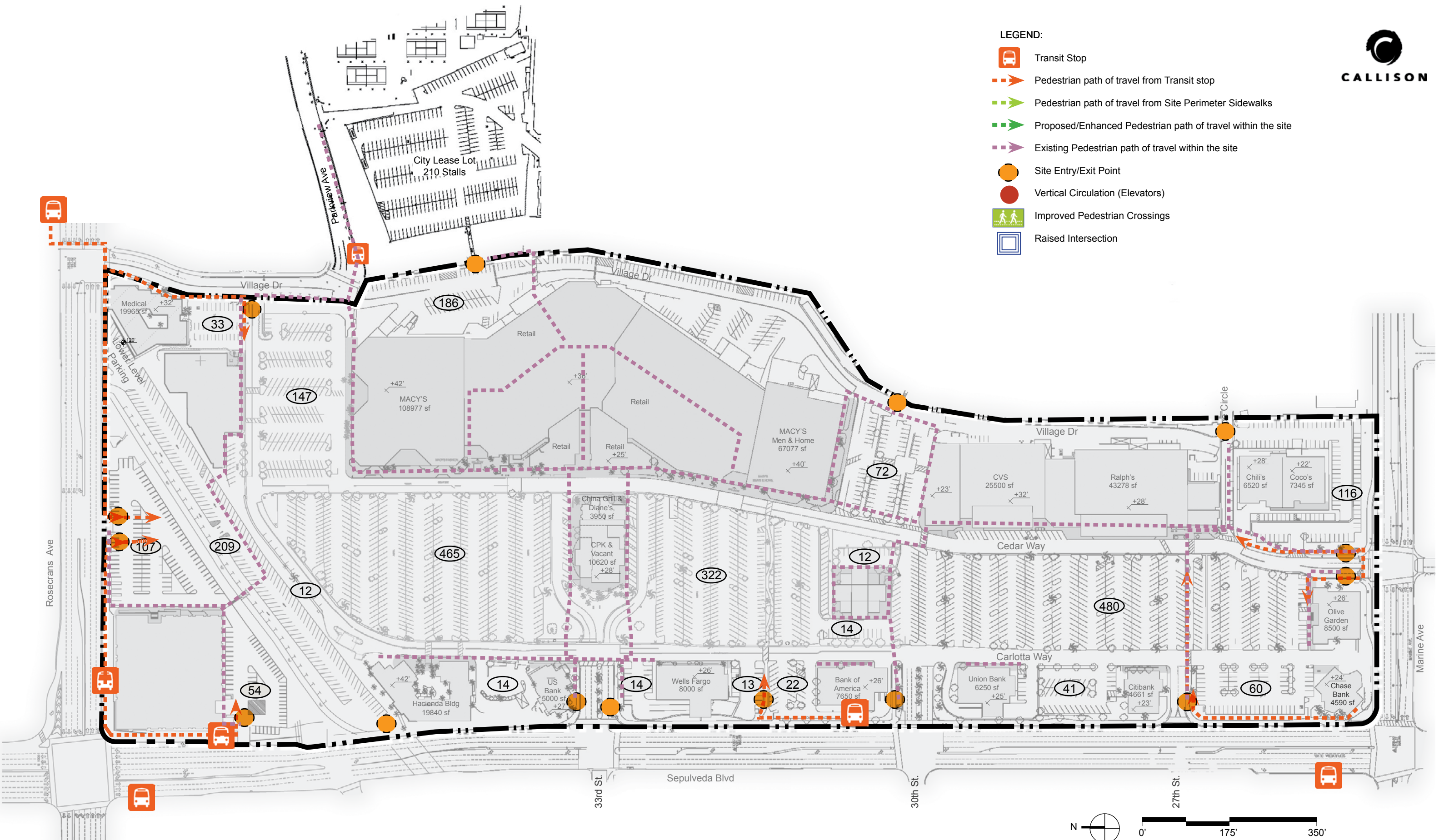
LEGEND:

- Existing Pedestrian path of travel within the site
- Proposed Stepping Stone Enhancement
- Proposed/Enhanced Crosswalk
- Proposed/Enhanced Pedestrian path of travel and/or paving
- 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



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)
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- Raised Intersection



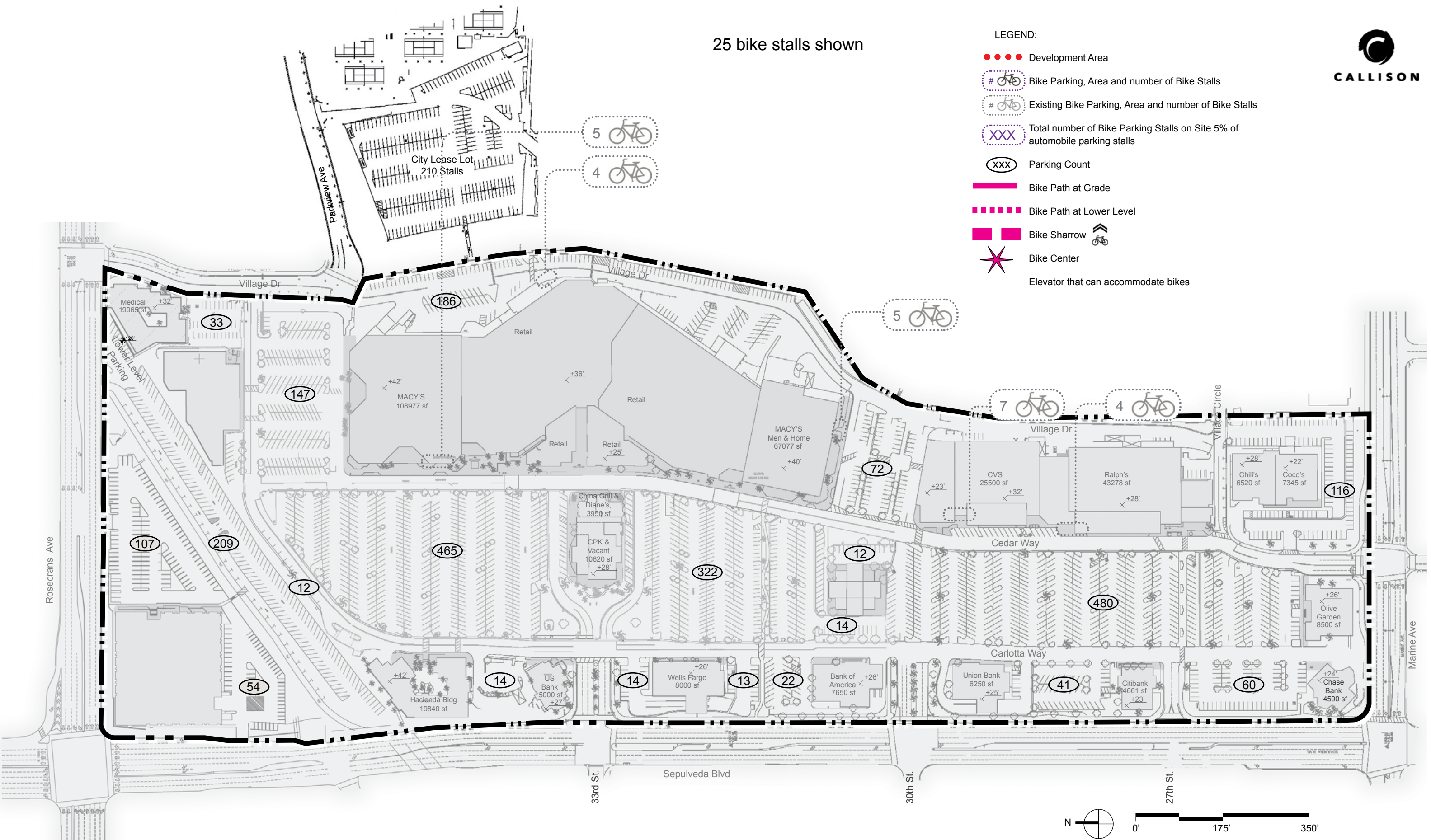
LEGEND:

- Transit Stop
- Pedestrian path of travel from Transit stop
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- Proposed/Enhanced Pedestrian path of travel within the site
- Existing Pedestrian path of travel within the site
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- Vertical Circulation (Elevators)
- Improved Pedestrian Crossings
- Raised Intersection



25 bike stalls shown

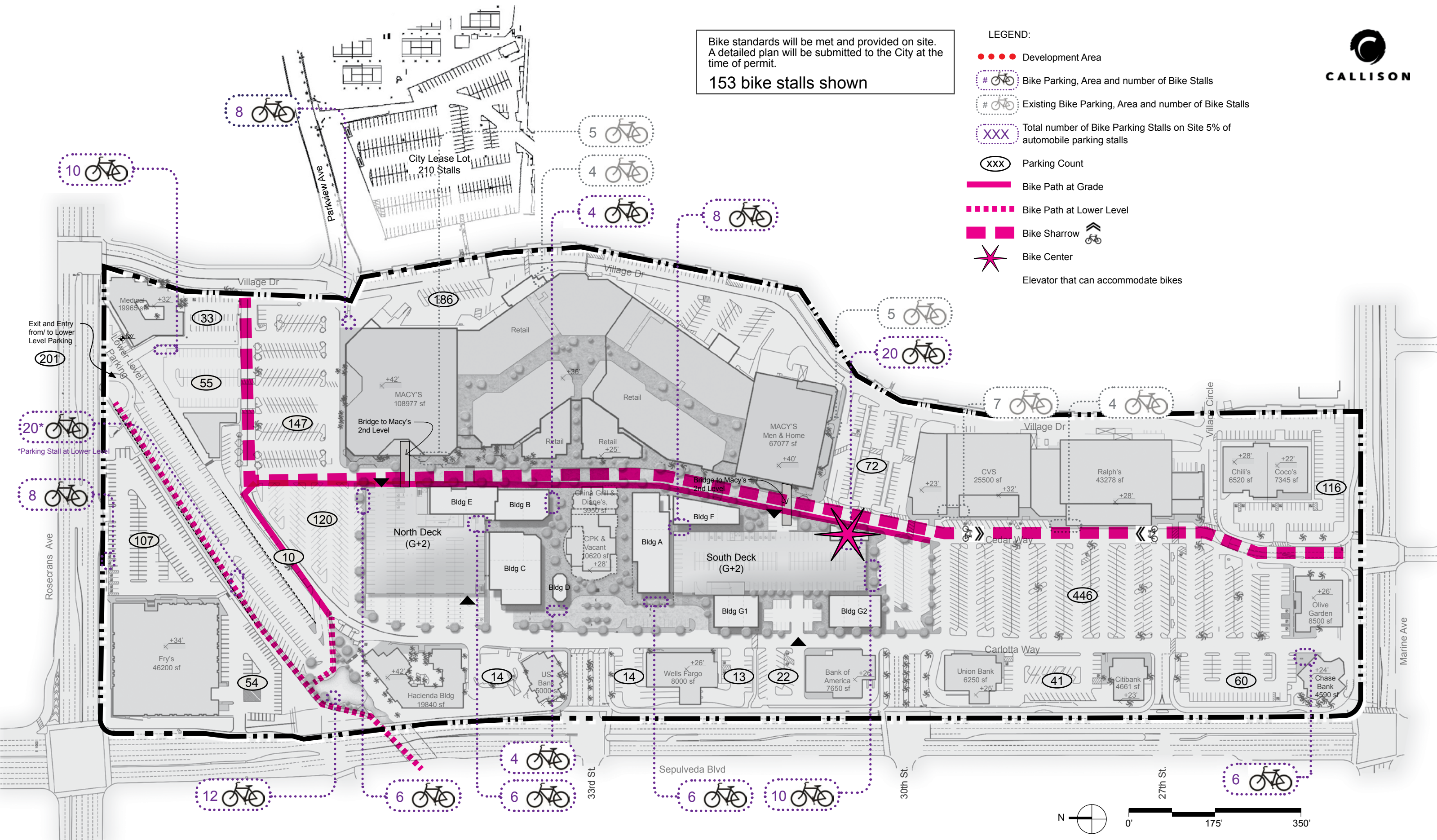
- LEGEND:
- Development Area
 - # [Bike Icon] Bike Parking, Area and number of Bike Stalls
 - # [Bike Icon] Existing Bike Parking, Area and number of Bike Stalls
 - XXX Total number of Bike Parking Stalls on Site 5% of automobile parking stalls
 - (XXX) Parking Count
 - Bike Path at Grade
 - Bike Path at Lower Level
 - Bike Sharrow [Bike Icon]
 - ★ Bike Center
 - ⬆ 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.
153 bike stalls shown

LEGEND:

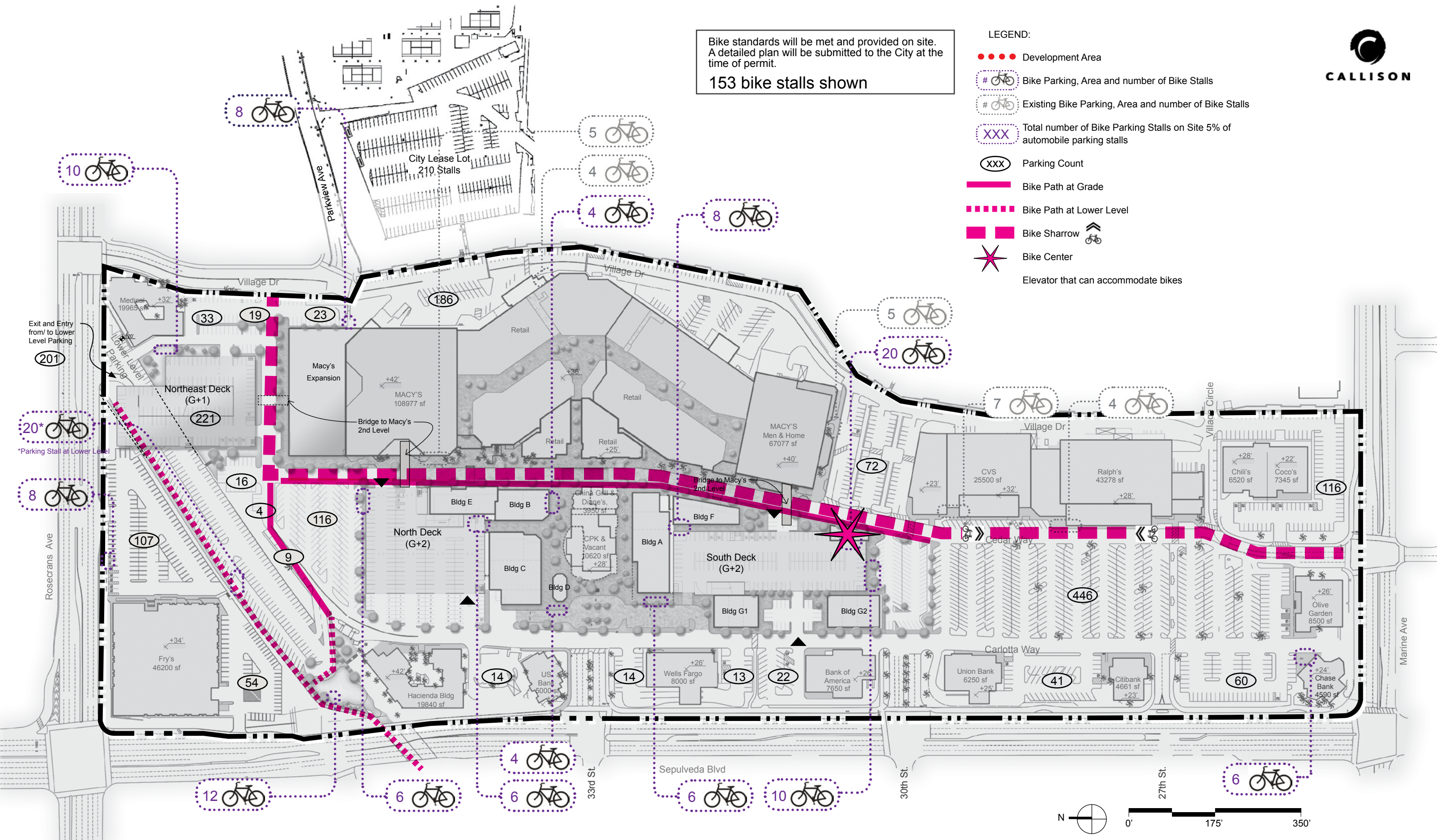
- Development Area
- # [Bike Icon] Bike Parking, Area and number of Bike Stalls
- # [Bike Icon] Existing Bike Parking, Area and number of Bike Stalls
- XXX Total number of Bike Parking Stalls on Site 5% of automobile parking stalls
- XXX Parking Count
- Bike Path at Grade
- - - Bike Path at Lower Level
- Bike Sharrow
- ★ Bike Center
- ⬆ 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.
153 bike stalls shown

LEGEND:

- Development Area
- # [Bike Icon] Bike Parking, Area and number of Bike Stalls
- # [Bike Icon] Existing Bike Parking, Area and number of Bike Stalls
- XXX Total number of Bike Parking Stalls on Site 5% of automobile parking stalls
- XXX Parking Count
- Bike Path at Grade
- - - Bike Path at Lower Level
- [Pink Box] Bike Sharrow
- [Pink Star] Bike Center
- [Pink Arrow] Elevator that can accommodate bikes



MANHATTAN VILLAGE SHOPPING CENTER

ATTACHMENT TO

MASTER LAND USE APPLICATION FORM

ENVIRONMENTAL INFORMATION FORM



ATTACHMENT F
PC MTG 6-26-13

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FIGURES	46-54

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). The MVSC experiences frequent changes in tenancy and as a result, the GLA square footage adjusts often. The GLA included in the DEIR is compared below to the GLA as of June 5, 2013. De minimus changes in GLA for each land use category do not change the peak traffic trips, or the levels of service at the 13 study intersections subjected to a traffic impact analysis as part of the DEIR.

Land Use	DEIR	6/5/13
Retail	420,247	424,266
Restaurant	65,734	63,910
Cinema (vacant),	17,500	17,500
Bank (6)	36,151	36,151
Office	11,527	9,298
Medical Office	21,678	21,712
Land Use Total	572,837	572,837
Parking	2,393 surface spaces and 210 leased parking spaces east of the MVSC.	2,393 surface 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

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 Components or 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 VSC and NEC Components and NWC Project; Figure 5 – Concept Plan – VSC and NEC Components and NWC Project).
 - ◆ Phase I is known as the Village Shops Component
 - ◆ 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 use of the terms “Component” or “phase” does not imply that the applicant must complete an entire Component (phase) prior to starting a second Component (phase). For example, Initiation of improvements associated with the NEC Component must be approved in advance by Community Development Staff and Staff will identify conditions of approval that must be completed in whole or in part in order to initiate improvements associated with the NEC Component if the VS Component has not been completed in entirety.
- 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 89,872 sq ft above the existing 572,837 sq ft of retail and commercial land uses in the Enhancement Area after completion of the both the VS and NEC Components to 662,709 sq ft GLA (678,913 sq ft GLA under the Equivalency Program described below) at the completion of both the VS and NEC Components. For example purposes only, the following breakdown provides the net new GLA that is anticipated but is not certain to be built in each of VS and NEC Components. The buildout number to focus on is the maximum net GLA for the combined VS and NEC Components of 89,872 (106,076 sq ft under the equivalency described below and in Tables I-1 and I-2).
 - i) 41,156 net new GLA during the VS Component (22,144 sq ft of demolition assuming that the 17,500 sq ft cinema is demolished 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) 48,716 sq ft of net new GLA during the NEC Phase (2,628 sq ft of demolition and 8,656 GLA decommissioned) to yield a total of 662,709 sq ft including existing GLA in the NWC project area.
 - iii) Allows the applicant to recapture any square footage taken out of service as long as the maximum GLA for the entire Enhancement Area or the entire MVSC Site doesn't exceed the totals listed above.
 - iv) Allows the applicant to build the maximum GLA set forth above within the combined VS and NEC areas such that any portion of GLA anticipated to be constructed in either the VS or NEC areas as set forth in the related concept plans (Figures 6 and 7) may be constructed in either area as long as the maximum GLA for the entire Enhancement Area or the entire MVSC Site doesn't exceed the totals listed above and as long as required parking is provided prior to occupancy of new GLA.
 - e) Entitles a net increase in parking of 341 stalls greater than the existing 2,393 stalls in the entire MVSC Site for a total throughout the MVSC site of approximately 2,734 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) 265 (approximately) net new stalls (2,658-2,393 = 265 net new) during the VS Component yielding a total at the end of the VS phase of 2,658 stalls including existing stalls in the NWC.

- ii) 76 (approximately) net new stalls during the NEC Component to yield a total of approximately 2,734 stalls throughout the entire MVSC site including the existing GLA in the NWC project area at the completion of the VS and NEC Components.
 - f) The limiting factor for maximum buildout of the combined VS and NEC Components is not the number of parking spaces (which must be provided as stipulated by the Master Use Permit and applicable codes) – but rather the maximum total trip generation for combined VS and NEC Components so as not to exceed 176 PM peak-hour trips upon completion (See DEIR, Table IV.H-7). If this PM peak hour trip maximum is not exceeded, then all 13 study intersections would maintain the same Level of Service (“LOS”) when compared to existing conditions. Appendix E of the Traffic Study details trip generation equivalency rates for potential on-site land uses that could be used to test other combinations of land uses that could be developed without triggering a significant impact to traffic at or near the MVSC Site. Additionally, Appendix E of the Traffic Study includes the various land uses, allowable under the MUP governing the MVSC Site that might be developed as part of proposed Project.
 - g) Development to be governed by the MUP Amendment is detailed in the overall MVSC Enhancement Project – Entitlement Request: MUP/MSP/Sign Exception Amendment/Height Variance - VS & NEC Entitlement Plans (“Entitlement Planset”) dated 6-18-13. 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).
 - h) Establishes that a “conditionally permitted” land use may be entitled through a discretionary process without an MUP Amendment.
 - i) Will include general, procedural, and operational conditions of approval to be set forth in the Final MVSC Site MUP Amendment Resolution.
 - j) 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 including full liquor service to be parked at 4.1/1,000 GLA and up to a maximum of 109,000 sq ft of alcohol serving restaurant uses including full liquor service – where the increase from 89,000 to 109,000 must be parked at an additional 2.6 parking spaces for every 1,000 GLA above 89,000 sq ft, and
 - ii) Allows new alcohol serving restaurant uses including with full liquor service to be entitled “by right” without an MUP Amendment or separate CUP.
 - k) Authorizes 15 ft- tall light standards on top 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-3 and conceptually depicted in elevations and perspective drawings in the Entitlement Planset, 6-4-13). 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 38.0 ft for a building inclusive of an architectural feature and 40.0 ft for a parking structure with an elevator overrun.
 - b) NEC: A maximum of 56.0 ft for a building inclusive of an elevator overrun, and 29.0 ft for a parking structure with an elevator overrun.
 - c) NWC (for reference only): A maximum of 54.0 ft for a building inclusive of an elevator overrun and 49.0 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-4). The MSP entitlement will enable the applicant to change out or make improvements to signage within the VS and NEC Components. Changes to signage within the NWC project area will be entitled separately by a subsequent amendment timed with the entitlements for the NWC project to insure consistency with the VS and NWC Components.
- 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 Entitlement Planset the Community Development Department staff will conduct ministerial site plan Director's review, with appeal to the Planning Commission only for development that cannot be entitled ministerially. Such administrative review will be utilized by City Staff to verify that neither the total GLA within the Enhancement Area for the VS and NEC Components, nor the total GLA for the Entire MVSC Site exceed the maximums stated in Section III (1) below.
 - b) **Discretionary Site Development Review**: For drawings that are determined by City staff to be substantially inconsistent with the Entitlement Planset 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 Components I and II proposes 33,428 sq. ft GLA to be demolished/de-commissioned and 123,300 sq. ft. of new GLA development for a net increase of 89,872 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 completion of the VS and NEC Components, the MVSC Site would include a total of approximately 662,709 sq ft GLA including existing GLA in the NWC but 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 16,204 sq ft GLA in addition to the 89,872 sq ft net new GLA for the VS and NEC Components for an equivalency total of 106,076 sq ft net GLA of new development and a maximum of 678,913 sq ft GLA including existing GLA in the NWC but excluding the NWC project.

- 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 up to a maximum of 109,000 of new restaurant use
 - g) The maximum 89,872 sq ft net GLA for the VS and NEC Components may be distributed within the Enhancement Area in these two Component areas in any configuration consistent with the Conceptual Plan (Figure 4) which does not exceed this total net GLA as long as required parking is provided simultaneous with occupancy of any new net GLA.
 - 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 Entitlement Planset). The Entitlement Planset 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; Entitlement Planset).
- a) Since the specific location and orientation of actual future buildings within the Enhancement Area has not yet been determined, the Entitlement Planset 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 Entitlement Planset 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. The VS Component (Figure 6 – Phase I) anticipates the demolition of the 17,500 sq ft cinema building and existing retail uses within the southernmost portion that comprise approximately 4,644 sq ft to provide for reconfigured retail buildings and parking areas.
 - ii) The NEC Component (Figure 7 – Phase II NEC Component) anticipates the demolition of the approximately 2,628 sq ft of adjacent restaurant use (assuming the cinema building was demolished in the VS Component) and de-commissioning of 8,656 sq ft of space in the Mall and Macy’s Men’s store. . As illustrated by the Entitlement Planset, 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. The NEC Component Plan (Figure 7) assumes construction of additional GLA that could have been, but was not constructed during the VS Component. Expansion of the Macy’s Fashion store is anticipated to not exceed 60,000 sq ft GLA. Parking for the expansion will be consistent with the 4.1/1,000 sq ft GLA ratio.

- 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 Entitlement Planset 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 Entitlement Planset within the VS and NEC Components such as continuation of and continuity with cedar way traffic calming in front of Cedar Way and Ralphs, and pedestrian and bikeway improvements that extend outside the Enhancement area. 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 Entitlement Planset.

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; 3-1).
 - 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 Entitlement Planset 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 Entitlement Planset 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) New and replacement signage within the VS and NEC Components is proposed to enhance and complement the overall design and character of the MVSC Site and to guide residents and visitors within and to MVSC land uses. Exceptions that were approved in the 2002 MSP will survive, and new exceptions are requested up to a maximum of 9,500 sf of sign area (Table I-4).
- c) The MSP would not entitle 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 new restaurant use above 89,000 sq. ft. to a maximum of 109,000 sq ft.
 - 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 approximately 2,734 spaces would be provided upon completion of the VS and NEC Components with a net increase of 341 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 of 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 6 to 26.0 ft. to accommodate mechanical, elevator and architectural features (Table I-3). 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 42.0 ft – 20.0 ft greater than the 22.0 ft (due to roof slope) allowed by right. The City and community have previously determined that strict application of the 22.0 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 42.0 ft for a building and 40.0 ft for a parking structure deck are substantially similar to existing heights of 42.0 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 building height of 56.0 ft is for an elevator overrun which has a relatively small mass in comparison to the rest of the structure. The proposed maximum height of 44.0 ft for a building with an architectural element is substantially similar to existing heights of 42.0 ft in other areas of the MVSC Site. No height variance is requested for any parking structure decks in the NEC Component. 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 30.0 ft.
- d) For Reference Only - North West Corner Height Exception: A conceptual proposed maximum building height of 54.0 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 40.0 ft tall without architectural and elevator overrun features and a maximum of 42.0 ft tall with architectural features. These maximum structure heights are substantially similar to existing heights of 42.0 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 as part of the current MSP entitlement request 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. The extensive internal driveway network with its relation to the facades of a large number of existing structures, is a reasonable basis upon which to entitle up to 9,500 sq ft of signage rather than limit the maximum to 5,100 sq ft based solely on the length of the Sepulveda Blvd. frontage.
- 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	Net New GLA Buildout (sq ft) Consistent with Figures 6 - 7 for VS-NEC Components
I-2	Maximum Net GLA Buildout (sq ft) for VS+ NEC Phases Not Tied to Figures 6 - 7 for VS-NEC Components
I-3	MVSC Heights Table
I-4	Proposed MSP Changes
I-5	Self Mitigating Measures

**Table I-1 - Net New GLA Buildout (sq ft)
Consistent with Figures 6 - 7 for VS-NEC Components**

Program	VS	NEC	VS + NEC	MVSC Site
w/o Equivalency	41,156	48,716	89,872 ¹	572,837+ 89,872 = 662,709
Equivalency	57,360 ³	0 ²	106,076 ²	572,837+106,076= 678,913

¹41,156 sq ft net new GLA in VS Component + 48,716 net new GLA in NEC Component = 89,872 sq ft (without the Equivalency Program) is the maximum net new GLA that can be constructed with no unmitigated intersection impacts.

²A maximum of an additional 16,204 net new GLA may be constructed under the Equivalency Program by exchanging office for retail by the end of the VS and NEC Components. The additional 16,204 can be constructed at any time in whole or in part during the VS and NEC Components. If a NWC project is constructed, the equivalency maximum will be less than 16,204.

³The tables in Figures 6 and 7 assume that the cinema will be demolished during the VS Component. Table I-2 reflects the reality that the cinema may be adaptively re-used as a retail use for a period of time as long as the net new GLA never exceeds the 89,872 or 106,076 (Equivalency Program) maximums.

**Table I-2 – Maximum Net GLA Buildout (sq ft) for VS+ NEC Phases
Not Tied to Figures 6 - 7 for VS-NEC Components**

Program	VS	NEC	VS + NEC	MVSC Site
w/o Equivalency	60,000 ³	29,872	89,872 ¹	572,837+ 89,872 = 662,709
Equivalency	76,204	0 ²	106,076 ²	572,837+106,076= 678,913

¹41,156 sq ft net new GLA in VS Component + 48,716 net new GLA in NEC Component = 89,872 sq ft (without the Equivalency Program). 89,872 sq ft is the maximum net new GLA that can be constructed with no unmitigated intersection impacts.

²A maximum of an additional 16,204 net new GLA may be constructed under the Equivalency Program by exchanging office for retail by the end of the VS and NEC Components. The additional 16,204 can be constructed at any time in whole or in part during the VS and NEC Components. If a NWC project is constructed, the equivalency maximum will be less than 16,204.

³The tables in Figures 6 and 7 assume that the cinema will be demolished during the VS Component. In this Table I-2, it is assumed that the cinema may be adaptively re-used as a retail use for a period of time and that demolition may be delayed to a later stage of the VS Component or into the NEC Component.

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	NA	10	NA
	cumulative height:		22	26	NA	32	
	Bldg C	1	28	4	NA	10	NA
	cumulative height:		28	32	NA	38	
Decks	NDeck G + 2	2	22	4	4	18	15
	cumulative height:		22	26	26	40	37
	SDeck G + 2	2	22	4	4	18	15
	cumulative height:		22	26	26	40	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	18	6	NA
	cumulative height:		38	42	42	44	
Deck	NEDeck G+1	2	11	4	4	18	15
	cumulative height:		11	15	15	29	26

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	18	6	NA
	cumulative height:		22	26	NA	28	
	max height / 2 floors:		36	40	40	54	42
Deck	NWD G+2	2	26.5	4	4	18	15
	cumulative height:		26.5	30.5	30.5	44.5	41.5
Deck	NEDeck G+3	3	31	4	4	18	15
	cumulative height:		31	35	35	49	46

Table I-4 – 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> <ul style="list-style-type: none"> • There are two existing 300 sq ft wall signs on the Macy's Men's and Home Store. • After completion of the NEC, there will still be only two 300 sq ft wall signs and both will be on the Macy's Men's and Home Store. • Existing Macy's Fashion Store signs are ≤ 150 sq ft each and these signs do not require an exception. 	<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> Four 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 Frys 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 per side] (<i>Code allows 150 sq ft</i>)).</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 three</i>). Demolition and relocation of the three pole signs associated with Fry's is a request of the current MSP and is not requested to be delayed until entitlement of the NWC project.</p>

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. ³	<u>Exception:</u> To allow a maximum sign area of 9,500 sq ft ³ . <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 <u>et seq</u> 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" as part of the NWC project up to 46 ft from grade to announce entry into the City.	None	<u>No Exception:</u> The signage surface area will not count towards the 9,500 sq ft maximum total signage.

Notes ¹Includes the Fry's 1991 CUP

²Total signage will not to exceed 9,500 sq ft as follows: Existing South of Fry's (NWC) = 5,183; Total Existing Fry's Site (NWC) = 1,900; Net Existing Signage = 7,083; Net VS = 1,302; Net NEC = 115; Contingency: = 1,000

Table 1-5 - Self-Mitigating Measures

At the request of City staff, this table contains the self-mitigating measures provided in the June 2012 Draft EIR - Project D Description and Environmental Impact Analysis sections and includes the NWC project for reference only.

No.	Component/Measure	DEIR Reference
IV. A. AESTHETICS, VIEWS, LIGHT/GLARE, AND SHADING		
1.	<p>Project Design Feature: Limit net new sq ft within the Development Area to:</p> <ul style="list-style-type: none"> • 95,245 sq ft. GLA (89,872 sq ft per the MUP entitlement request) of net new development in the VS/NEC Component Areas (• 133,389 – GLA of net new development including a future NWC project as certified in the EIR but which is not a part of the subject entitlement. 	S. 3.c. – Pg IV.A-22
2.	<p>Proposed Building Design and Placement: Provide a Concept Plan which limits new development from completely occupying all of the area within the maximum building and height envelopes.</p>	S. 3.c.(1) – Pg IV.A-23
3.	<p>Parking Design and Access: Locate and integrate the parking decks with existing and proposed development and screen them with landscaping.</p>	S. 3.c.(2) – Pg IV.A-24
4.	<p>Proposed Heights: Establish development envelopes that provide maximum heights and locations for Shopping Center buildings and parking decks within the Development Area.</p>	S. 3.c.(3) – Pg IV.A-24, 25
5.	<p>Architectural Design and Materials: Include architectural features designed as signature elements that contribute to the overall aesthetic value of the Project including: metal lattices for plantings, fabric awnings, ornamental metal details, potted plants, fountains, kiosks, and other amenities for guests.</p>	S. 3.c.(4) – Pg IV.A-26, 31
6.	<p>Landscape Plan: Implement a landscaping plan to enhance the existing character of the Development Area portion of the Shopping Center site including native and drought-tolerant trees and shrubs, ornamental plantings, and shade trees.</p>	S. 3.c.(5) – Pg IV.A-31
7.	<p>Signage and Lighting: Provide new and replacement signage to enhance and complement the overall design and character of the Shopping Center and to provide wayfinding assistance to residents and visitors to the Shopping Center.</p> <p>Exclude electronic message display signs; blinking or flashing lights or other illuminated signs that have changing light intensity, brightness, or color; or movable signs.</p> <p>Include low-level exterior lighting on buildings (particularly within the parking facilities) and along pathways for security and wayfinding purposes.</p>	S. 3.c.(6) – Pg IV.A-31 S. 3.c.(6) – Pg IV.A-41
IV. B. AIR QUALITY		
	<p>Sustainability Features: Design and construct the project to achieve LEED Silver or equivalence and seek certification to that effect.</p> <p>Implement sustainability features including on-site power generation; measures to reduce the Project’s heating and cooling loads; use of energy and water saving technologies to reduce the Project’s electrical use profile and water usage; promotion of alternative transportation use such as mass transit, ride-sharing, bicycling, and walking as well as preferred parking for low-emitting vehicles; utilization of trees and other landscaping for shade, including drought-tolerant and/or native plants; efficient irrigation methods; recycling or diverting of at least 65 percent of demolition and construction materials; use of low or no emitting paints, sealants, adhesives, and flooring with high recycled content; cool roof materials to reduce energy demand associated with heating and air conditioning needs; and implementation of recycling and waste reduction programs and strategies for tenants and shoppers.</p>	S. 3.c.(8) – Pg IV.E.37, 38

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>	S. 3.c.(7) – Pg IV.E.36, 37

	Shift the easterly Rosecrans Ave. project driveway westerly to provide greater 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. 46)**

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 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. Mall employees and construction workers will also be able to park in the on-street spaces.

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 Entitlement Planset maintains 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. Within the Entitlement Planset, 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.

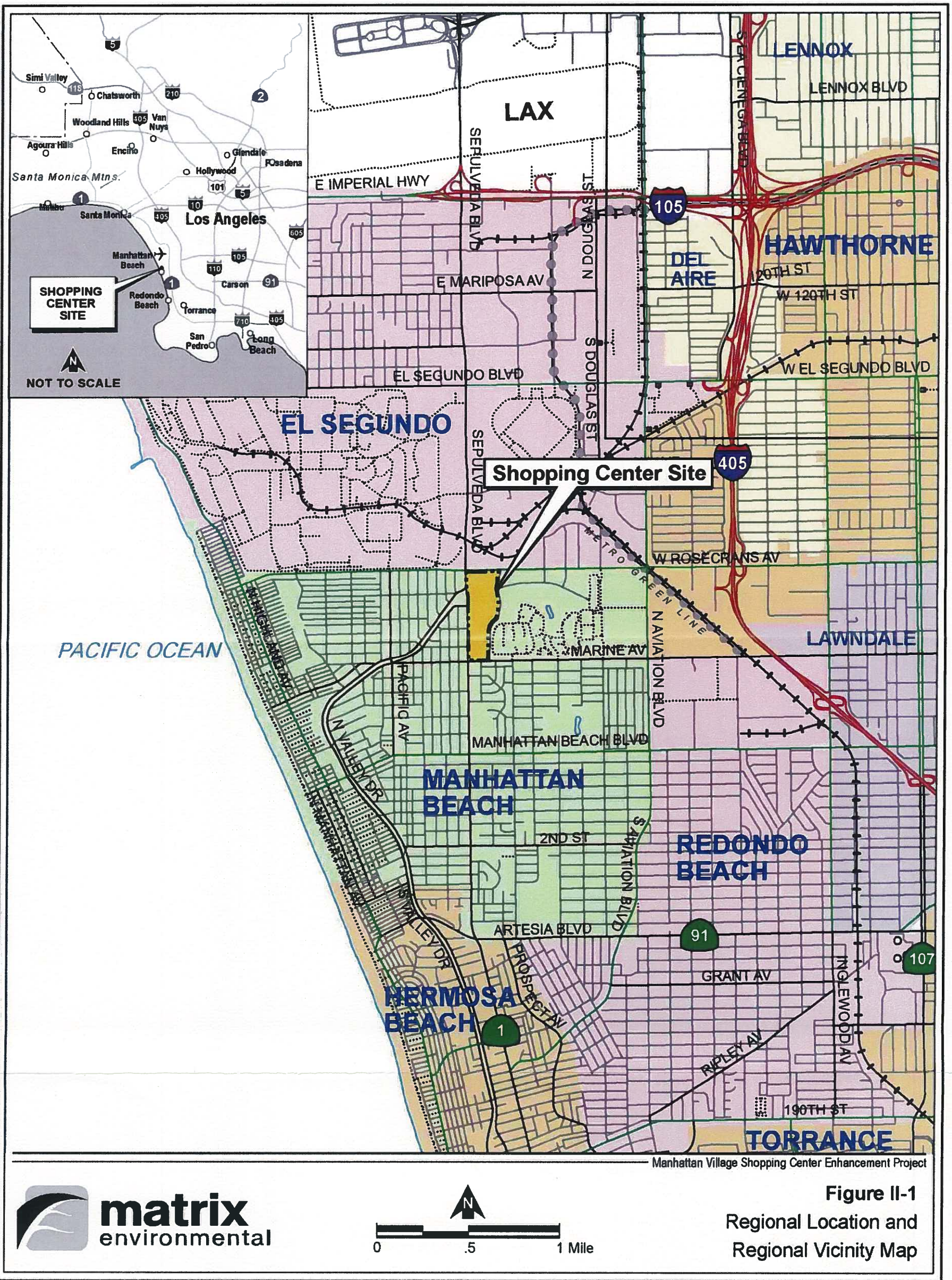
The CORE, served by a mid-3 ratio, continues to be buttressed by the greater than 4.1 ratio parking in the non-CORE, and the various non-CORE components work parking wise with their 4 plus range ratios.

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Figure 1 Regional Location and Regional Vicinity Map



Manhattan Village Shopping Center Enhancement Project

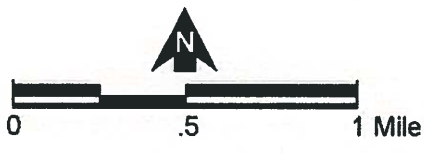


Figure II-1
Regional Location and
Regional Vicinity Map

Source: Matrix Environmental 2009

Figure 2 Aerial Photograph of Site



Manhattan Village Shopping Center Enhancement Project

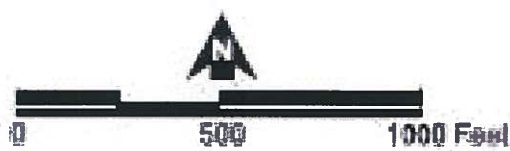


Figure II-2
Aerial Photograph of Site

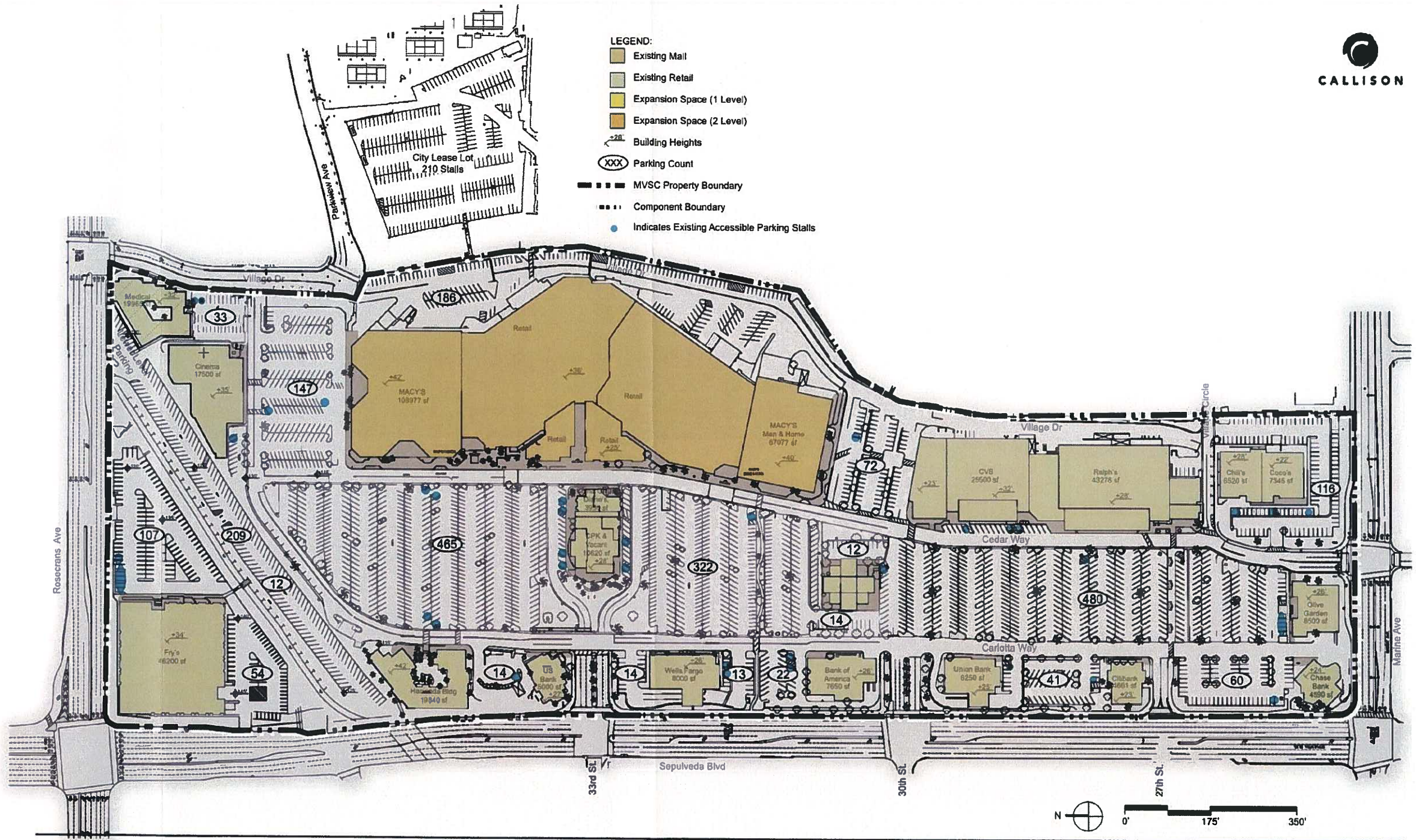


Figure 3 Site Plan Existing Conditions

Figure 4 Boundaries of VS and NEC Components and NWC Project

NWC Project Area (Phase 3) is "Not a Part" of the VS-NEC Zoning Entitlements



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

NWC Project Area (Phase 3) is "Not a Part" of the VS-NEC Zoning Entitlements
 See Entitlement Planset for Lower Level Concept Plan dated 6-18-13



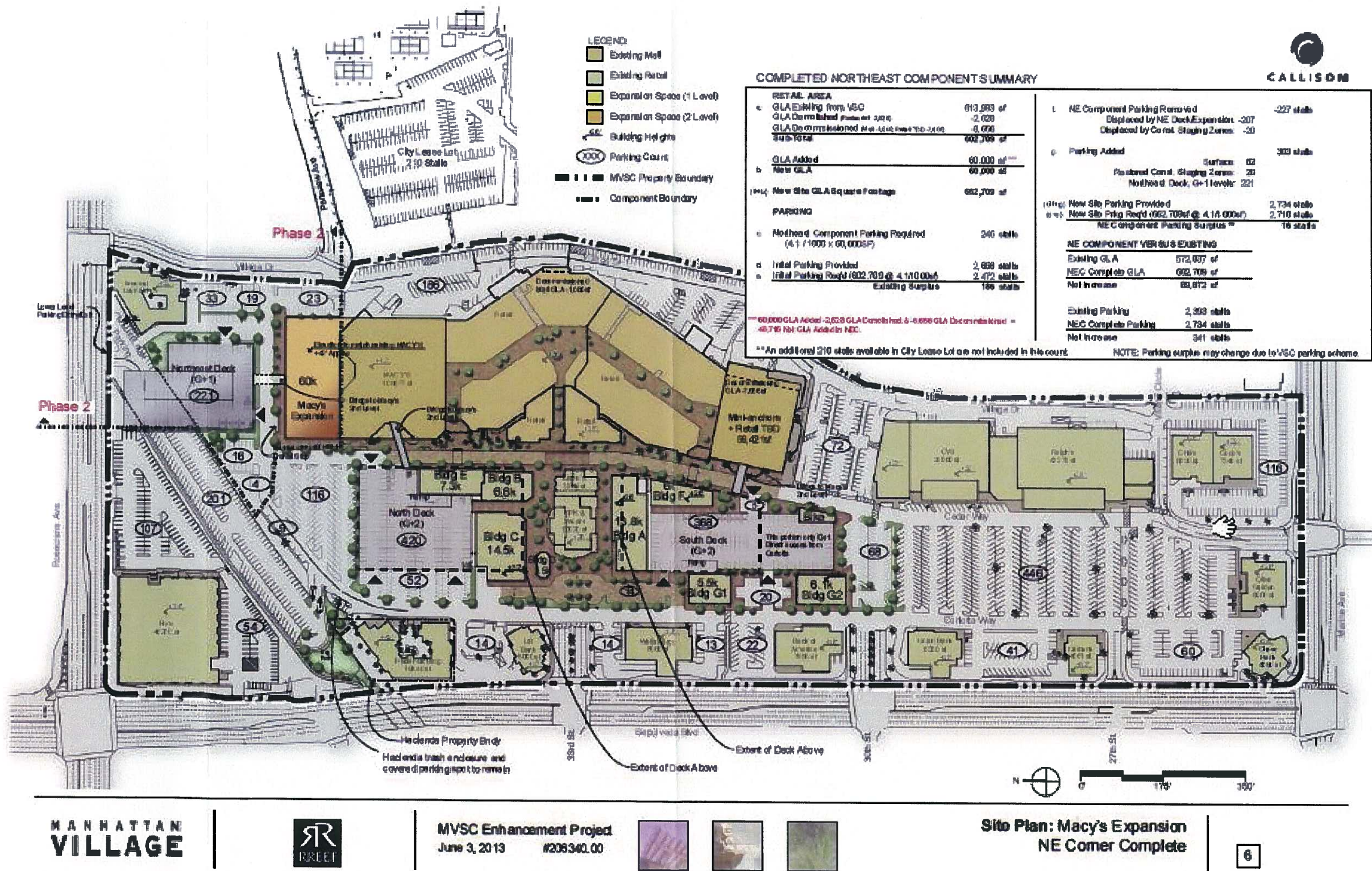


Figure 7 NEC Component

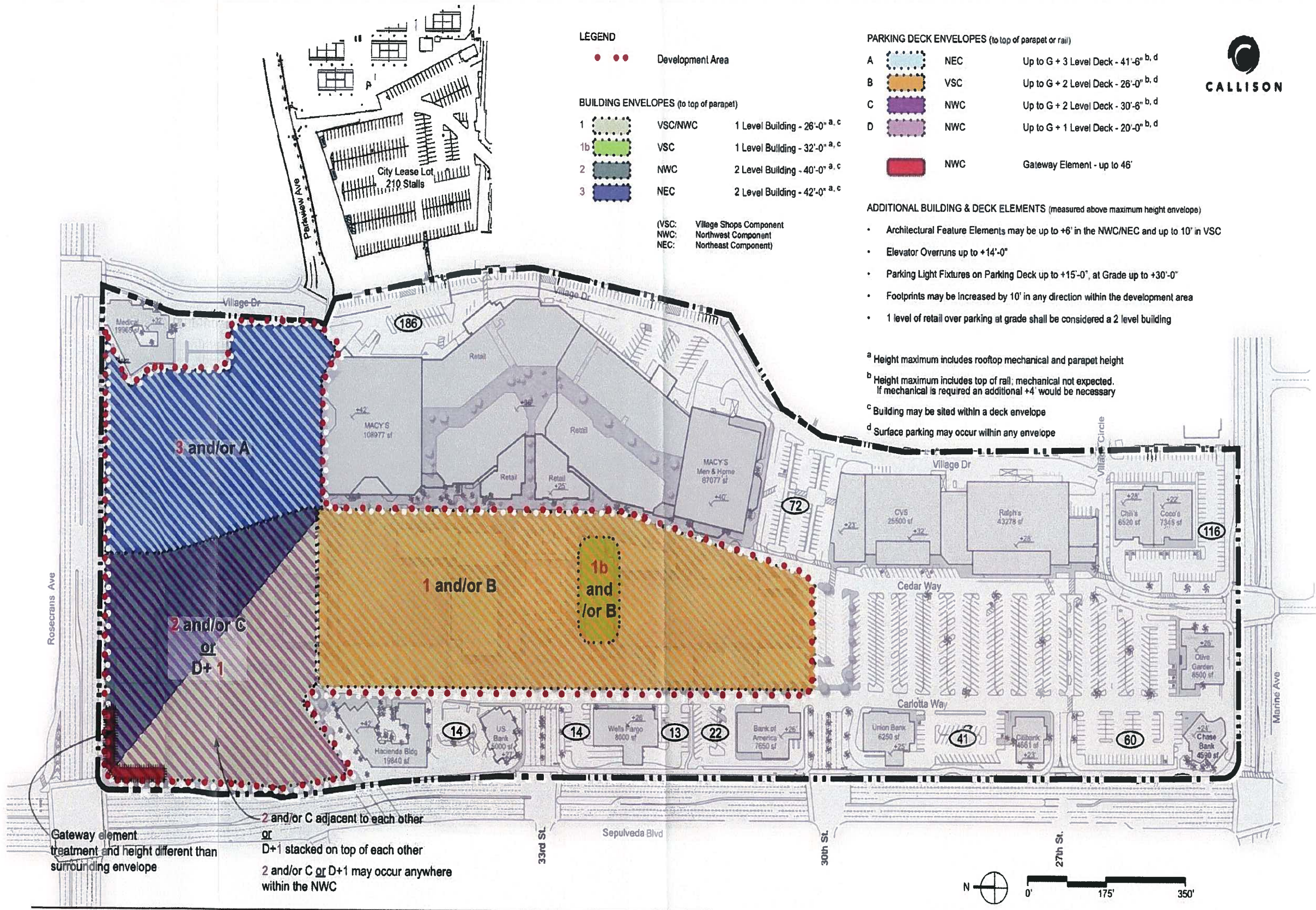
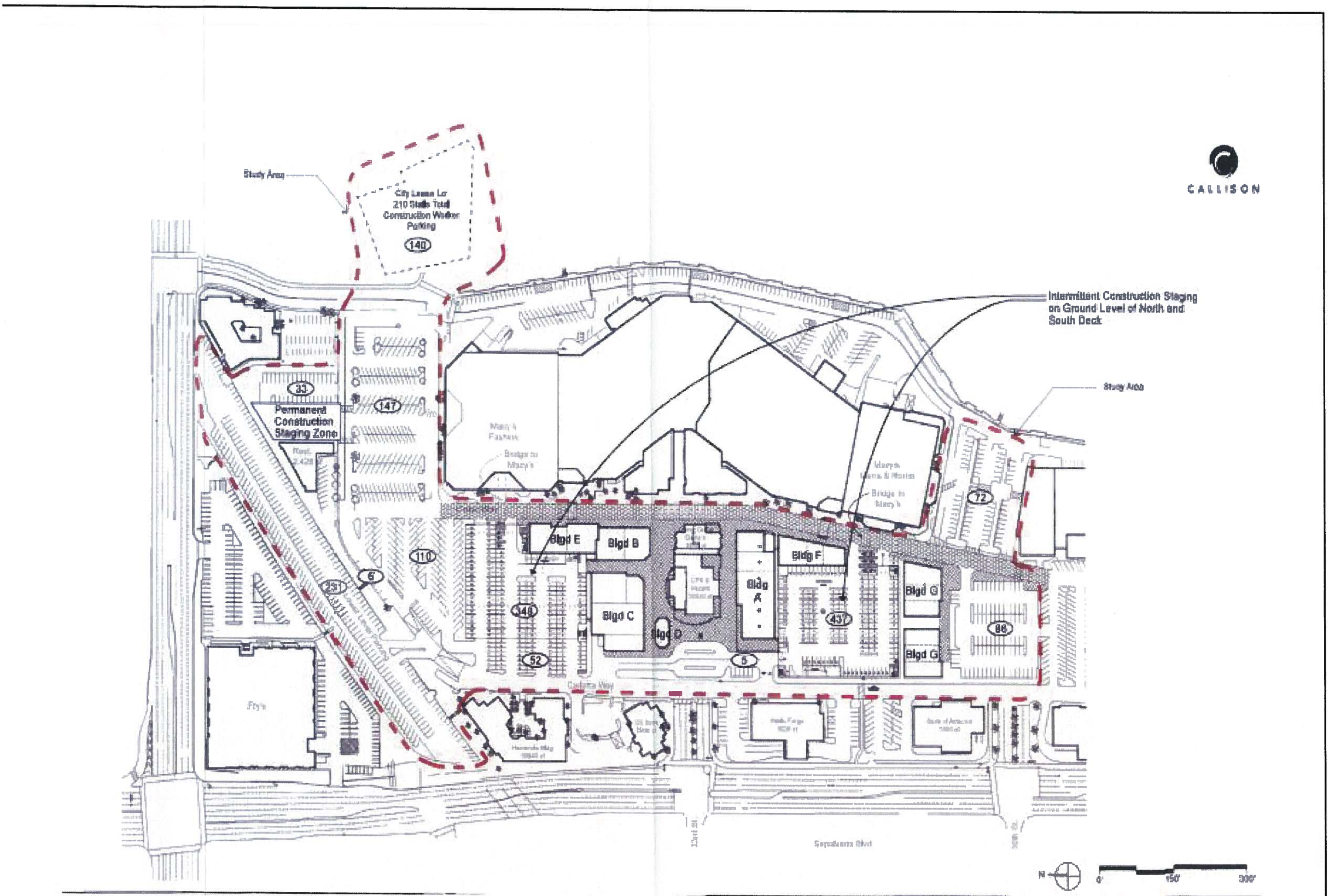


Figure 8 Envelopes and Heights Diagram



Figure 9 Construction Parking Plan



MANHATTAN VILLAGE



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



Construction Parking Plan
Village Stops Component

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90266 (Manhattan Beach)
90266 (Manhattan Beach, CA)
Geography: ZIP Code

Prepared by NAI Capital

Summary Demographics

2010 Population	35,338
2010 Households	14,812
2010 Median Disposable Income	\$93,461
2010 Per Capita Income	\$69,135

Industry Summary	NAICS	Demand (Retail Potential)	Supply (Retail Sales)	Retail Gap	Leakage/Surplus Factor	Number of Businesses
Total Retail Trade and Food & Drink	44-45,722	\$869,472,085	\$522,285,186	\$347,186,899	24.9	390
Total Retail Trade	44-45	\$738,977,189	\$387,403,657	\$351,573,532	31.2	253
Total Food & Drink	722	\$130,494,896	\$134,881,529	\$-4,386,633	-1.7	137

Industry Group	NAICS	Demand (Retail Potential)	Supply (Retail Sales)	Retail Gap	Leakage/Surplus Factor	Number of Businesses
Motor Vehicle & Parts Dealers	441	\$175,836,041	\$53,945,856	\$121,890,185	53.0	7
Automobile Dealers	4411	\$145,764,449	\$51,347,028	\$94,417,421	47.9	2
Other Motor Vehicle Dealers	4412	\$16,565,683	\$800,824	\$15,764,859	90.8	2
Auto Parts, Accessories & Tire Stores	4413	\$13,505,909	\$1,798,004	\$11,707,905	76.5	3
Furniture & Home Furnishings Stores	442	\$31,471,876	\$13,353,127	\$18,118,749	40.4	13
Furniture Stores	4421	\$19,070,470	\$10,399,378	\$8,671,092	29.4	6
Home Furnishings Stores	4422	\$12,401,406	\$2,953,749	\$9,447,657	61.5	7
Electronics & Appliance Stores	4431	\$22,296,788	\$24,080,081	\$-1,783,293	-3.8	13
Bldg Materials, Garden Equip. & Supply Stores	444	\$34,654,235	\$1,854,526	\$32,799,709	89.8	10
Bldg Material & Supplies Dealers	4441	\$33,327,787	\$1,728,254	\$31,599,533	90.1	9
Lawn & Garden Equip & Supply Stores	4442	\$1,326,448	\$126,272	\$1,200,176	82.6	1
Food & Beverage Stores	445	\$152,624,251	\$112,282,386	\$40,341,865	15.2	27
Grocery Stores	4451	\$138,166,086	\$106,328,365	\$31,837,721	13.0	11
Specialty Food Stores	4452	\$7,707,699	\$3,199,239	\$4,508,460	41.3	9
Beer, Wine & Liquor Stores	4453	\$6,750,466	\$2,754,782	\$3,995,684	42.0	7
Health & Personal Care Stores	446,4461	\$32,521,670	\$17,990,437	\$14,531,233	28.8	19
Gasoline Stations	447,4471	\$100,014,004	\$52,233,772	\$47,780,232	31.4	6
Clothing & Clothing Accessories Stores	448	\$45,465,060	\$56,179,608	\$-10,714,548	-10.5	84
Clothing Stores	4481	\$35,744,614	\$51,348,465	\$-15,603,851	-17.9	66
Shoe Stores	4482	\$4,177,921	\$3,673,040	\$504,881	6.4	9
Jewelry, Luggage & Leather Goods Stores	4483	\$5,542,525	\$1,158,103	\$4,384,422	65.4	9
Sporting Goods, Hobby, Book & Music Stores	451	\$11,257,800	\$13,674,546	\$-2,416,746	-9.7	26
Sporting Goods/Hobby/Musical Instr Stores	4511	\$6,642,521	\$7,686,460	\$-1,043,939	-7.3	22
Book, Periodical & Music Stores	4512	\$4,615,279	\$5,988,086	\$-1,372,807	-12.9	4
General Merchandise Stores	452	\$87,389,970	\$34,080,946	\$53,309,024	43.9	4
Department Stores Excluding Leased Depts.	4521	\$26,564,555	\$30,349,385	\$-3,784,830	-6.7	3
Other General Merchandise Stores	4529	\$60,825,415	\$3,731,561	\$57,093,854	88.4	1
Miscellaneous Store Retailers	453	\$16,609,662	\$6,723,801	\$9,885,861	42.4	42
Florists	4531	\$1,902,282	\$1,178,355	\$723,927	23.5	10
Office Supplies, Stationery & Gift Stores	4532	\$5,835,643	\$4,243,300	\$1,592,343	15.8	17
Used Merchandise Stores	4533	\$1,275,757	\$93,561	\$1,182,196	86.3	2
Other Miscellaneous Store Retailers	4539	\$7,595,980	\$1,208,585	\$6,387,395	72.5	13
Nonstore Retailers	454	\$28,835,832	\$1,004,571	\$27,831,261	93.3	2
Electronic Shopping & Mail-Order Houses	4541	\$19,345,350	\$0	\$19,345,350	100.0	0
Vending Machine Operators	4542	\$1,435,970	\$0	\$1,435,970	100.0	0
Direct Selling Establishments	4543	\$8,054,512	\$1,004,571	\$7,049,941	77.8	2
Food Services & Drinking Places	722	\$130,494,896	\$134,881,529	\$-4,386,633	-1.7	137
Full-Service Restaurants	7221	\$61,873,600	\$83,038,865	\$-21,165,265	-14.6	91
Limited-Service Eating Places	7222	\$52,855,375	\$49,342,225	\$3,513,150	3.4	37
Special Food Services	7223	\$13,891,866	\$1,477,289	\$12,414,577	80.8	5
Drinking Places - Alcoholic Beverages	7224	\$1,874,055	\$1,023,150	\$850,905	29.4	4

Data Note: Supply (retail sales) estimates sales to consumers by establishments. Sales to businesses are excluded. Demand (retail potential) estimates the expected amount spent by consumers at retail establishments. Supply and demand estimates are in current dollars. The Leakage/Surplus Factor presents a snapshot of retail opportunity. This is a measure of the relationship between supply and demand that ranges from +100 (total leakage) to -100 (total surplus). A positive value represents 'leakage' of retail opportunity outside the trade area. A negative value represents a surplus of retail sales, a market where customers are drawn in from outside the trade area. The Retail Gap represents the difference between Retail Potential and Retail Sales. Esri uses the North American Industry Classification System (NAICS) to classify businesses by their primary type of economic activity. Retail establishments are classified into 27 industry groups in the Retail Trade sector, as well as four industry groups within the Food Services & Drinking Establishments subsector. For more information on the Retail MarketPlace data, please view the methodology statement at <http://www.esri.com/library/whitepapers/pdfs/esri-data-retail-marketplace.pdf>.

Source: Esri and Infogroup

ATTACHMENT G
PC MTG 6-26-13

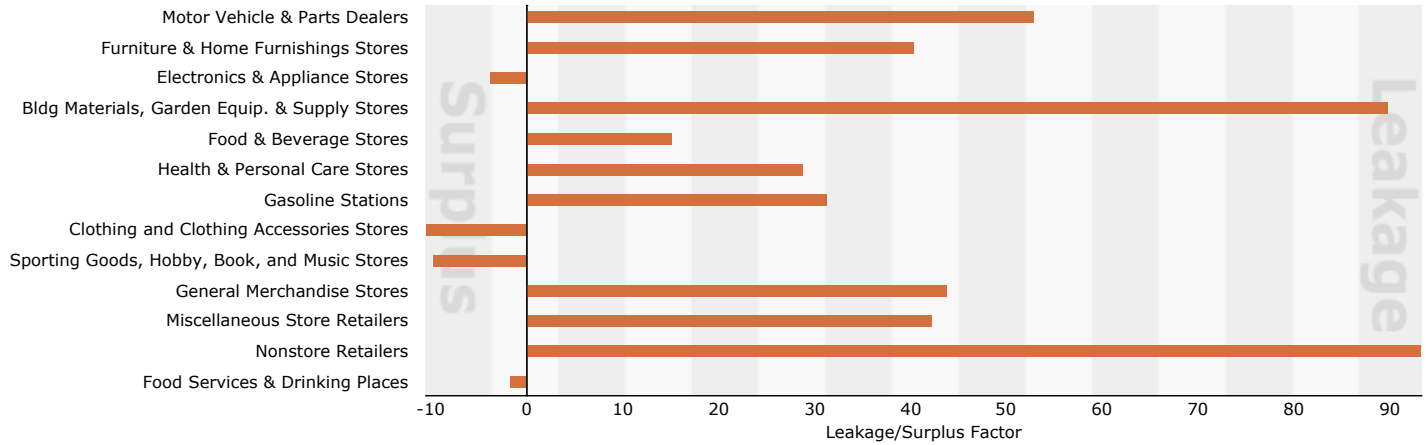
June 29, 2012

Made with Esri Business Analyst

90266 (Manhattan Beach)
90266 (Manhattan Beach, CA)
Geography: ZIP Code

Prepared by NAI Capital

Leakage/Surplus Factor by Industry Subsector



Leakage/Surplus Factor by Industry Group



ATTACHMENTS H AND I ARE HYPERLINKS:

H. Hyperlink to Draft Environmental Impact
Report (DEIR)-

<http://www.citymb.info/manhattanvillage/index.html>

I. Hyperlink to Final Environmental Impact
Report (FEIR)-

<http://www.citymb.info/manhattanvillage/Final2013/index.html>

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**Robin Gohlke
3200 Oak Avenue
Manhattan Beach, CA 90266**

June 18, 2013

Richard Thompson
Director of Community Development
City of Manhattan Beach
1400 Highland Avenue
Manhattan Beach, CA 90266
email: rthompson@citymb.info

Re: Manhattan Village Shopping Center Enhancement Project

Dear Mr. Thompson:

As you may already know, the residents of Oak Avenue remain very unhappy about the proposed mall redevelopment and expansion. Even though many residents have been very involved in the process – attending meetings with RREEF as well as scheduled Planning Commission meetings and writing numerous letters, I don't personally feel that our objections and concerns are taken seriously by either RREEF or the City, and many of my neighbors have said the same thing.

We remain very concerned about the inevitable and undoubtedly negative effects of the proposed expansion on Oak Avenue.

As we have mentioned numerous times before, taller buildings and parking garages (the proposed North Deck and South Deck) will be visible from our homes on Oak Avenue. As I mentioned in my letter to the City almost a year ago, I am also worried about higher volumes of cars on Oak Avenue, increased crime, light pollution and noise pollution.

Many commuters already view Oak Avenue as their speedy alternative to Sepulveda. You may recall that Oak Avenue is relatively narrow with no sidewalks. From a planning standpoint, it is a bad street for a thoroughfare; for those of us with small children, it's a downright frightening concept.

At a minimum, if the City moves forward with approving all or any part of the proposed mall expansion, I firmly believe that the City should acknowledge the negative impact on Oak Avenue by providing the following specific mitigation measures:

- **Install speed bumps (to deter commuters trying to avoid Sepulveda from racing down the street)**
- **Install street lights (to deter crime)**
- **Make two blocks of Oak Avenue a one-way street going south (between Marine and 33rd Street) (again to deter commuters)**
- **Make parking on those 2 blocks of Oak Avenue and on 30th Street for 2 blocks from Sepulveda available to residents and guests only (that is, make it permit parking) (to deter business parking in what are currently unsafe conditions)**

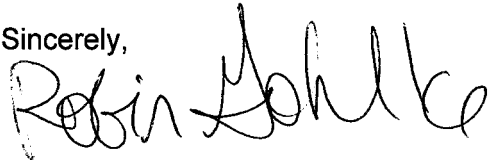
**ATTACHMENT J
PC MTG 6-26-13**

Can you please specifically address my request, whether in the official report, the Planning Commission meeting or otherwise?

One last item: I didn't receive the notice about the next Planning Commission meeting and the deadline for comments until late last week. (Indeed, the notice indicates a mailing date of June 12, and a publish date of June 13.) I also received the notice about the last meeting (and the deadline for comments) mere days before the deadline, and I was travelling for business and therefore not able to write a letter in time. It almost seems like the Community Development Department and/or the Planning Commission don't really want to receive comments, and therefore give very little notice to discourage thoughtful comments. I know that's not actually the intent of the Community Development Department or the Planning Commission, so I respectfully request a longer notice period to provide comments in the future.

My thanks to you and your colleagues for your hard work on this project. And my thanks in advance for your consideration of my neighbors' and my concerns.

Sincerely,

A handwritten signature in black ink that reads "Robin Gohlke". The signature is written in a cursive style with a large, prominent "R" and "G".

Robin Gohlke
3200 Oak Avenue
Manhattan Beach, CA

cc (by email): Manhattan Beach City Council (citycouncil@citymb.info)
Manhattan Beach Planning Commission (planningcommission@citymb.info)
Residents of Oak Avenue

Angela Soo

From: Laurie B. Jester
Sent: Tuesday, June 18, 2013 7:40 PM
To: 'Russ@BodyGlove.com'
Subject: FW: Manhattan Village

Mr. Lesser-

Thank you for your comments and your interest in the project. I will forward your comments to the Planning Commission.

Laurie Jester

From: Russ Lesser <Russ@BodyGlove.com>
Date: June 15, 2013, 12:30:20 PM PDT
To: <PlanningCommission@citymb.info>
Subject: Manhattan Village

Dear Planning Commissioners,

I was on the planning commission and then the city council during the planning and approval process of the Chevron "tank farm" development, which included the Manhattan Village shopping center. It was a very exciting time, and I believe the cooperation between the city, Chevron, and Alexander Haagen Development resulted in a great addition to the city. The shopping center was one of the first of its kind, combining the traditional mall concept with the other half where the market is located. It also generated substantial funds to the city and gave residents an option to shop in their own city instead of having to go to Redondo or Torrance.

Naturally there were opponents to this development. They varied from those opposed to any change, to those worried about traffic intruding into residential neighborhoods, to a group that wanted to turn the entire 190 acres into a trash recycling and energy producing farm. (That last one didn't get very far along in the process.) However, as I discovered during my five years on the planning commission and eight years on the city council, there are always opponents to everything.

I have reviewed the enhancement project and believe that it will greatly improve the mall, which remember is now over 30 years old. It will add new stores which will encourage other companies (such as Apple) to want to stay. It will improve the aesthetics, the landscaping and the general feel of the mall. It will generate more revenue for the city. A greater variety of stores will allow Manhattan Beach residents more opportunity to shop in town instead of having to go to the Galleria or Del Amo Mall.

The parking structures are designed attractively so as not to look like many traditional parking structures. They will not affect anyone's views. I own a house on Oak Avenue that I built for my daughter, and I have no concern that this mall improvement will have any negative effect on our house.

I congratulate the mall owners for the excellent plan they have developed, and encourage the planning commission to approve it.

Yours very truly,

Russ Lesser

404 Highland Avenue
Manhattan Beach, CA 90266
(310) 612-4962

Richard Thompson
Director of Community Development

P: (310) 802-5502

E: rthompson@citymb.info



Please consider the environment before printing this email.



May 22, 2013

Mark English
RREEF
1200 Rosecrans, Suite 201
Manhattan Beach, CA 90266

Dear Mark:

Considering the public hearing that is scheduled with the City of Manhattan Beach for this evening, please feel free to share with those in attendance this letter which Macy's unequivocally supports RREEF's redevelopment plans dated May 14, 2013 for the Manhattan Village shopping center.

Best of luck in garnering the necessary approvals which would allow RREEF to commence this very exciting project.

Very Truly Yours,

A handwritten signature in cursive script that reads "Kelvin Peyton".

Kelvin Peyton
Macy's Real Estate

KP/br

Distributed
at 5/22/13
P.C. meeting



Harry G. Koehler
Vice President, Site Planning & Traffic
Real Estate

May 22, 2013

Mr. Charles Fancher, Jr.
Fancher Partners LLC
Newport Plaza
895 Dove Street, 3rd Floor
Newport Beach, CA 92660

Re: Manhattan Village

Dear Chuck:

You have requested that Macy's outline why it supports a minimum off-street parking index requirement of 4.0 parking stalls/1,000 square feet of building area for an expanded Manhattan Village shopping center. Planning by Macy's and others is under way to expand Manhattan Village shopping center to a total of approximately 608,086 square feet (approximately eleven (11) percent increase) and ultimately, combine the two Macy's stores into one operation through an expansion of approximately 50,000 square feet to the northern Macy's building. The total shopping center size after the Macy's store consolidation and expansion would be 665,650 square feet (approximately nineteen (19) percent increase).

Background Information

A retail development such as Manhattan Village experiences seasonal variations in traffic and parking requirements with peak conditions occurring in late November through December and preceding Christmas. Our studies as well as those completed by the Institute of Transportation Engineers, Urban Land Institute and International Council of Shopping Centers have revealed that the Friday after Thanksgiving or the first shopping day immediately following Christmas Day, usually experience the absolute peak parking demand for any given year. The Saturdays following Thanksgiving and preceding and immediately following Christmas, together with major sale days on weekends, also represent peak shopping conditions, although less than those occurring on the peak days. The next ten (10) most demanding days (following the peak ten (10) days and the absolute peak day) are considered design days since they represent high shopping activity on typical weekdays. At a typical retail center, such as Manhattan Village, eight (8) of ten (10) design day conditions take place on a normal commuter weekday. The remaining days of the year, other than the peak and design days, are considered average shopping days.

7 West Seventh Street, Cincinnati, OH 45202

Distributed at
5/22/13
P.C. meeting

The Urban Land Institute and the International Council of Shopping Centers recommend that parking demand estimation be based on design day conditions and specifically, the 20th highest hour of demand, since satisfaction of this design hour requirement will result in satisfaction of parking requirements for most shopping periods of any given year. Under these conditions during nineteen (19) hours each year, distributed over ten (10) days, some shoppers will be unable to find parking stalls immediately upon entering the shopping center site and will need to circulate to find an available parking stall in more remote areas than during normal shopping periods. These are acceptable conditions during peak shopping periods.

Over the past several years, Macy's and shopping center operators have found that successful shopping centers between 500,000 – 750,000 square feet, generally generate a 20th highest hour parking demand of at least 4.0 parking stalls/1000 square feet of gross leasable area.

Manhattan Village Parking Requirements

The locations of the Macy's stores and the shopping center core building area in relation to the primary site driveways are significant, since an optimal configuration offers multiple opportunities for shoppers to enter and exit the site and thereby, provides for a very functional and efficient distribution of shopper traffic related to parking areas. If there are delays associated with any particular route, shoppers have the option to pursue alternate ways to enter or exit the site. The number and location of the site driveways for the Manhattan Village site are a function of, among other things, the directions of approach of vehicles and the location of the on-site parking supply. More importantly, the Manhattan Village site ingress/egress system is in place, so the location of the on-site parking stall reservoirs must be made with careful consideration of the routes of arriving and departing vehicles.

The Macy's stores and shopping center main building areas are sited in the middle of three (3) of the eight (8) site driveways which serve the Manhattan Village shopping area and capture 64 percent of the total shopping center site generated traffic. More importantly, as you know, the Institute of Transportation Engineers and Urban Land Institute have determined through numerous studies that actual building area square feet is the variable with the highest correlation when determining parking demand. Based on the comprehensive site planning completed to date, 91 percent of the shopping center core building areas (Macy's stores and shopping center main building area) sited along Sepulveda Boulevard would be serviced by 90 percent of the available parking supply immediately adjacent to the building areas within this area of the shopping center site. Nine percent of the shopping center core building areas are sited along the Rosecrans Avenue side of the site and would be serviced by approximately ten percent of the of the available parking supply immediately adjacent to the building areas within this area of the shopping center site.


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May 22, 2013
Manhattan Village

The overall parking index adjacent to the building areas along the Sepulveda Boulevard side of the site will be slightly less (3.75 parking stalls/1000 square feet) than an optimal 4.0 parking index but still result in sufficient parking supply for all shoppers and employees of the buildings in this area of the site during more than 3,000 hours per year the shopping center is open. During peak shopping periods (Christmas, major sale days) this area of the site may experience conditions when parking demand exceeds the available supply, however in our opinion, these infrequent periods will be of short duration during a typical day and usually occur on a Saturday. During these periods, supplemental parking could be made available in areas proximate to the site for employees in order to reserve shopper parking stalls in closer proximity to the Macy's stores and the shopping center main building area.

It is our understanding that there have been recommendations to redistribute the planned parking structures within the area of the site without any consideration of existing site traffic directional distribution, site driveway locations and most importantly, the actual building area that determines parking demand. Any consideration of planning parking areas or siting parking structures without reverence to the functional operation of the shopping center (proximity of supply to actual demand for parking stalls) and convenience (overall level of service; travel time and delay) will have a detrimental impact on the successful operation of Manhattan Village shopping center and we urge you to maintain vigilance to the comprehensive approach you have made to the overall site planning of this project.

Please let me know if you have any additional questions or comments.

Sincerely,



Harry G. Koehler
Vice President, Site Planning & Traffic

HGK/br

Cc: Phil Pearson
Mark English

**MANHATTAN VILLAGE SHOPPING CENTER
TRAFFIC AND PARKING QUESTIONS**

The public review of the Draft EIR for the Manhattan Village Shopping Center focused on three traffic and parking related questions:

1. Why doesn't afternoon peak hour traffic increase more substantially with the expansion?
2. If Phase 3 of the Project is delayed, can the traffic system still work?
3. If traffic levels remain the same, why does the mall need more parking?

1. TRAFFIC LEVELS

First it is important to understand the proposed expansion. The mall expansion will build 194,000 square feet (sf) of new development, but it will demolish over 70,000 sf of existing development to make room for the expansion.

The key to the traffic generation levels is that the demolished buildings include the 46,000 sf Fry's store and the 17,500 sf cinema. Both of these uses generate peak hour trips at a much higher rate than retail space that will replace them and, therefore, the proposed expansion is replacing high-generating land uses with lower-generating ones. Here are the trip generation rate comparisons:

Trip Generation Rates (trips per 1,000 sf)

	<u>Daily</u>	<u>PM Peak Hour</u>
Retail (a)	34.4	3.35
Fry's (b)	45.2	8.15
Cinema (c)	107.2	4.74

Notes: (a) ITE *Trip Generation Manual, Ninth Edition, 2012*

Retail rate includes restaurant and office space on the site

(b) Based on empirical counts at the Fry's Store

(c) San Diego Association of Governments, *Brief Guide of Vehicular Trip Generation Rates, 2002*

So when the overall expansion project is viewed, 81% of the space being demolished is generating trips at a higher rate than the land uses which will replace it. The resulting trip generation is shown on the next page.

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meeting



Project Trip Generation

Existing Mall

	<u>Size (sf)</u>	<u>Daily</u>	<u>PM Peak Hour</u>
Retail (a)	509,137	19,560	1,893
Fry's	46,200	2,081	375
Cinema	<u>17,500</u>	<u>1,876</u>	<u>83</u>
Total	572,837	23,517	2,351

Proposed Mall

	<u>Size (sf)</u>	<u>Daily</u>	<u>PM Peak Hour</u>
Retail (a)	696,509	23,979	2,335

Difference	123,672	462	-16
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Note: (a) trips include retail, restaurant, medical office, and office on site.

Because of the difference in trip generation rates, the 63,700 sf of Fry's and cinema that are being demolished generate approximately the same number of afternoon peak hour trips as the 123,000 sf of new retail space. The proposed Project will generate more traffic than the existing mall over the course of a day, but the afternoon peak hour trips will remain essentially constant.

There was a question as to the veracity of the cinema numbers since the cinema is now closed. The intersection traffic counts for the study intersections were taken in 2008-2010 when the cinema was in full operation. Therefore, the background numbers for the EIR all include the cinema at full operation.

2. PROJECT PHASING

The Project Phase 1 and Phase 2 can be supported by the existing roadway system because the size of both Phases was planned with traffic limitations in mind. Trip generation of Phase 1 and Phase 2 was limited to the level of traffic that would not cause a significant impact at any of the study intersections.

Phase 1 was limited to a trip generation of 147 trips in the afternoon peak hour so that the intersections of Sepulveda Boulevard & Rosecrans Avenue and Sepulveda Boulevard & Marine Avenue would not be significantly impacted. With the removal of the cinema and some restaurant space, the trip limit in Phase 2 was 176 new afternoon peak hour trips. Both of these trip limits resulted in an increase in the volume-to-capacity ratio at the two key intersections of less than 0.010 (the City's threshold for significant impact).

The Applicant is now considering accelerating the demolition of the cinema (into Phase 1) and perhaps increasing the size of the department store expansion slightly. As long as the total number of weekday afternoon peak hour trips stays close to the totals shown in the DEIR (i.e.,



147 trips in Phase 1 and 176 trips in Phases 1+2), the Project can be built with no significant impacts on the key study intersections.

So, in effect, traffic limited the design and the size of the early Phases of the Project and therefore, Phases 1 and 2 can operate satisfactorily prior to the closing of the Fry's store.

3. PARKING SUPPLY

Why will the Project need more parking if the number of trips stays the same? The answer is similar to the trip generation question – but in the other direction. While the Fry's store generates more trips per 1,000 sf than does retail, the length of stay of a Fry's customer is much shorter. Therefore, the Fry's can actually be served by fewer parking spaces. It only "feels" busier at the Fry's Store parking lot because of the high level of parking activity on the Fry's upper parking lot. In reality, the vast majority of the Fry's parking supply is in the culvert and is very underutilized because it is not convenient.

As an extreme example, think of turning a building with a 7-11 store, a donut shop, and a liquor store into a Macy's department store. The three convenience-type stores serve a customer that stays in those stores for a few minutes per visit. Let's say those stores totaled 50,000 sf (an unlikely high number). Those three stores would likely be well served by a parking lot with 50 spaces. When that same square footage was turned into a Macy's store, the parking requirement would be 200 spaces because the customers stay inside the Macy's store for an average of 90 minutes as opposed to the 10-15 minute visit in the convenience stores. Yet the convenience stores generate more traffic than does the Macy's store.

The same phenomenon occurs in the proposed Manhattan Village Shopping Center Project. The Project replaces Fry's customers who stay 30 minutes per visit with shopping center retail or restaurant customers who stay for an average of 90 minutes per visit.

When the math is done to compare length of stay characteristics, replacing the short-term Fry's parking demand with longer-term retail/restaurant parking demand would require an additional 204 parking spaces just to account for the Fry's store building area.

So the change in land use from one that generates a short-term parking duration to one that requires a longer-term length of stay results in additional parking spaces needed to serve the new land use combination.

CONCLUSION

Because of the change in land use from one type of retail to another (Fry's and cinema to shopping center retail/restaurant), the proposed Manhattan Village Shopping Center will:

1. Generate a similar number of afternoon peak hour trips as the existing project because high trip generation land uses are being replaced with lower trip-generating land uses, and



2. Require more parking spaces to support the expanded shopping center because the Fry's store serves customers who stay in the store for an average of only 30 minutes at a time while the retail/restaurant uses in the expanded center will serve customers with a 90-minute average length of stay.

The building program for Phase 1 and Phase 2 of the Project has been sized so that the new trips from each Phase would not cause a significant impact at any of the study intersections. The Project has, in effect, been designed by limiting the amount of development in each Phase to the level of traffic that could be accommodated by the street system.