

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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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

Village Shops

Adds: 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	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	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	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

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

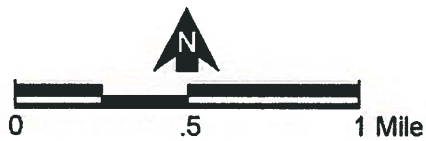
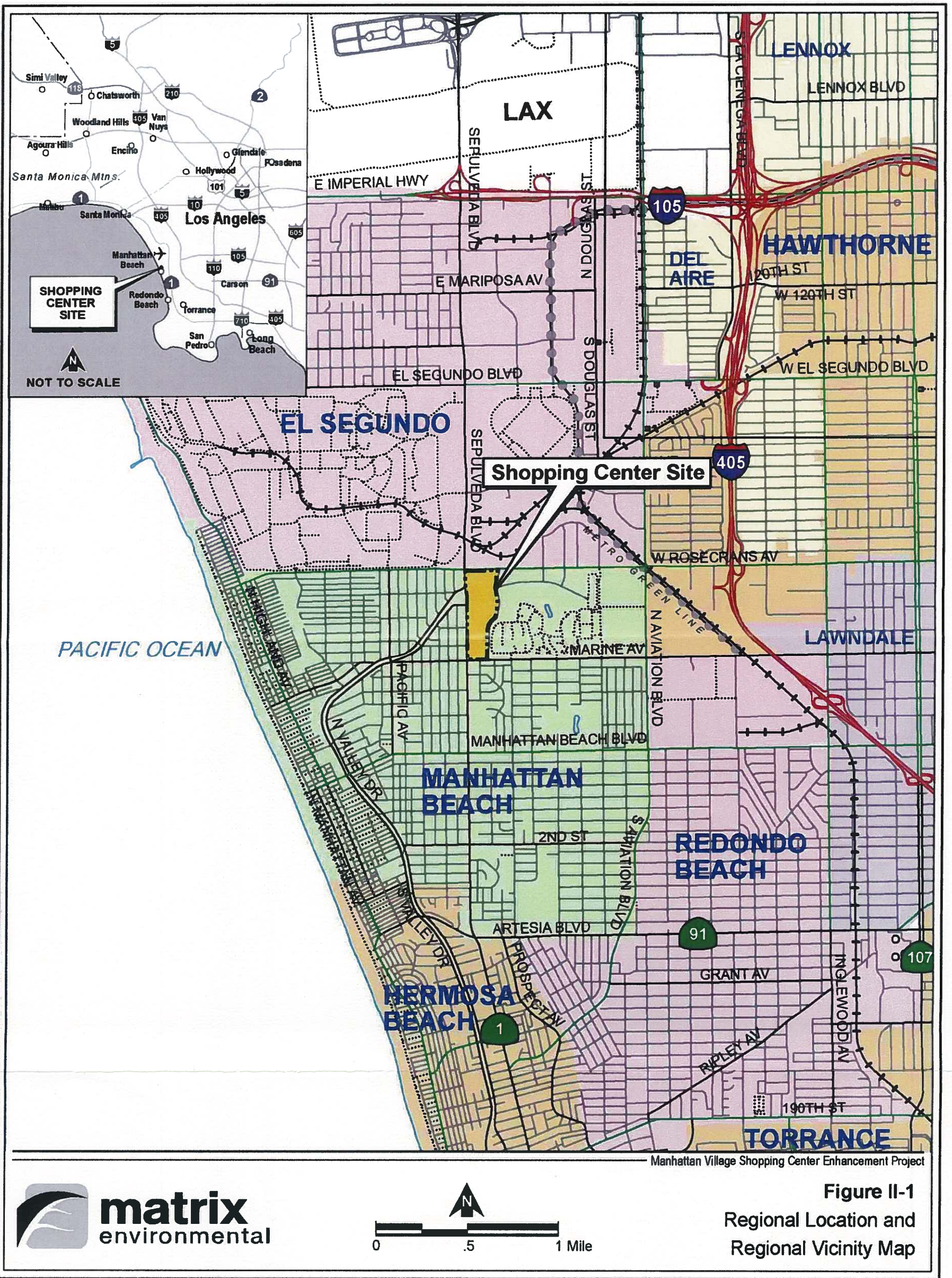


Figure II-1
Regional Location and
Regional Vicinity Map

Source: Matrix Environmental 2009

Figure 2 Aerial Photograph of Site



Manhattan Village Shopping Center Enhancement Project



Figure II-2
Aerial Photograph of Site

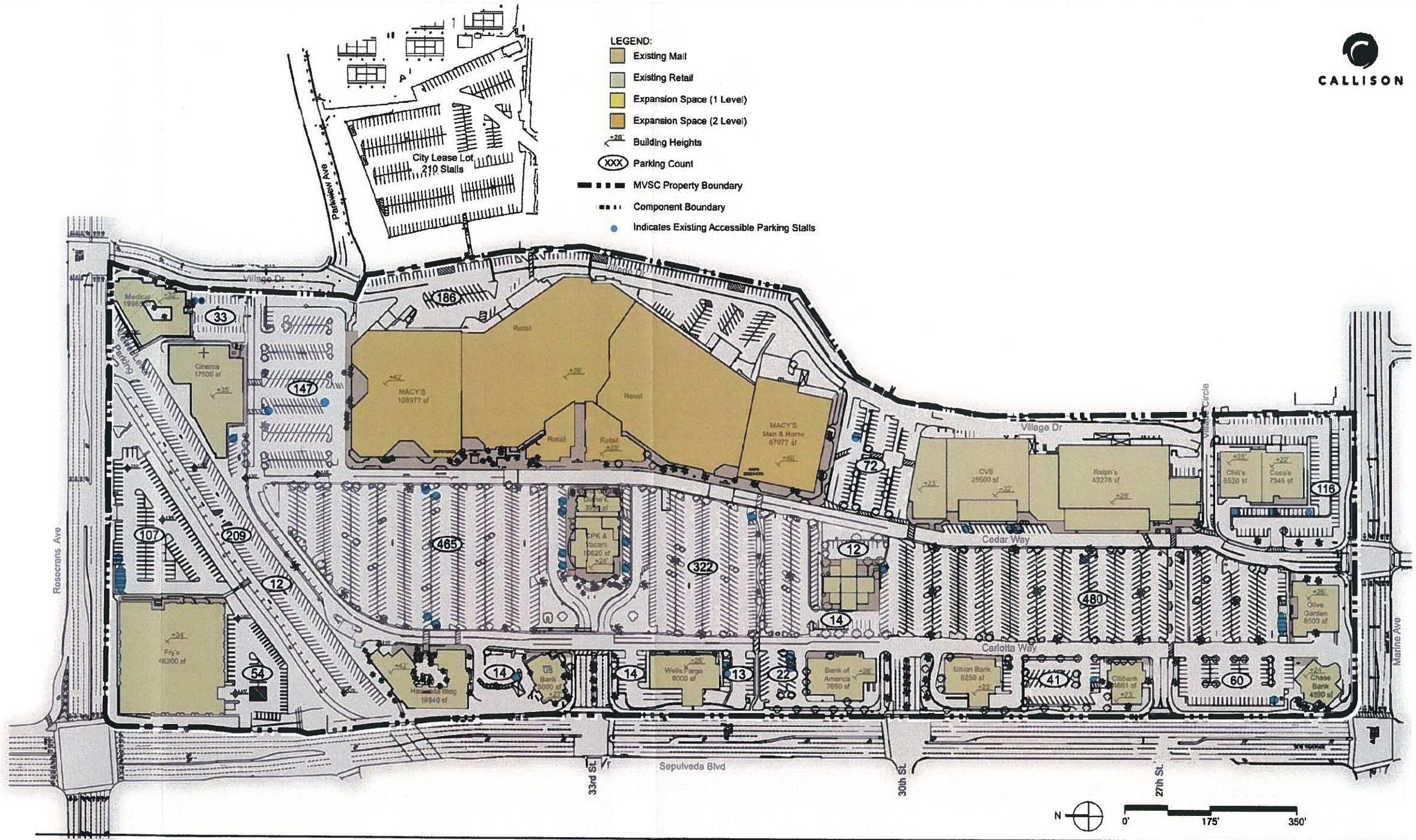


Figure 3 Site Plan Existing Conditions

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MVSC Enhancement Project
April 24, 2013 #206340.00



Site Plan: Existing Conditions

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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

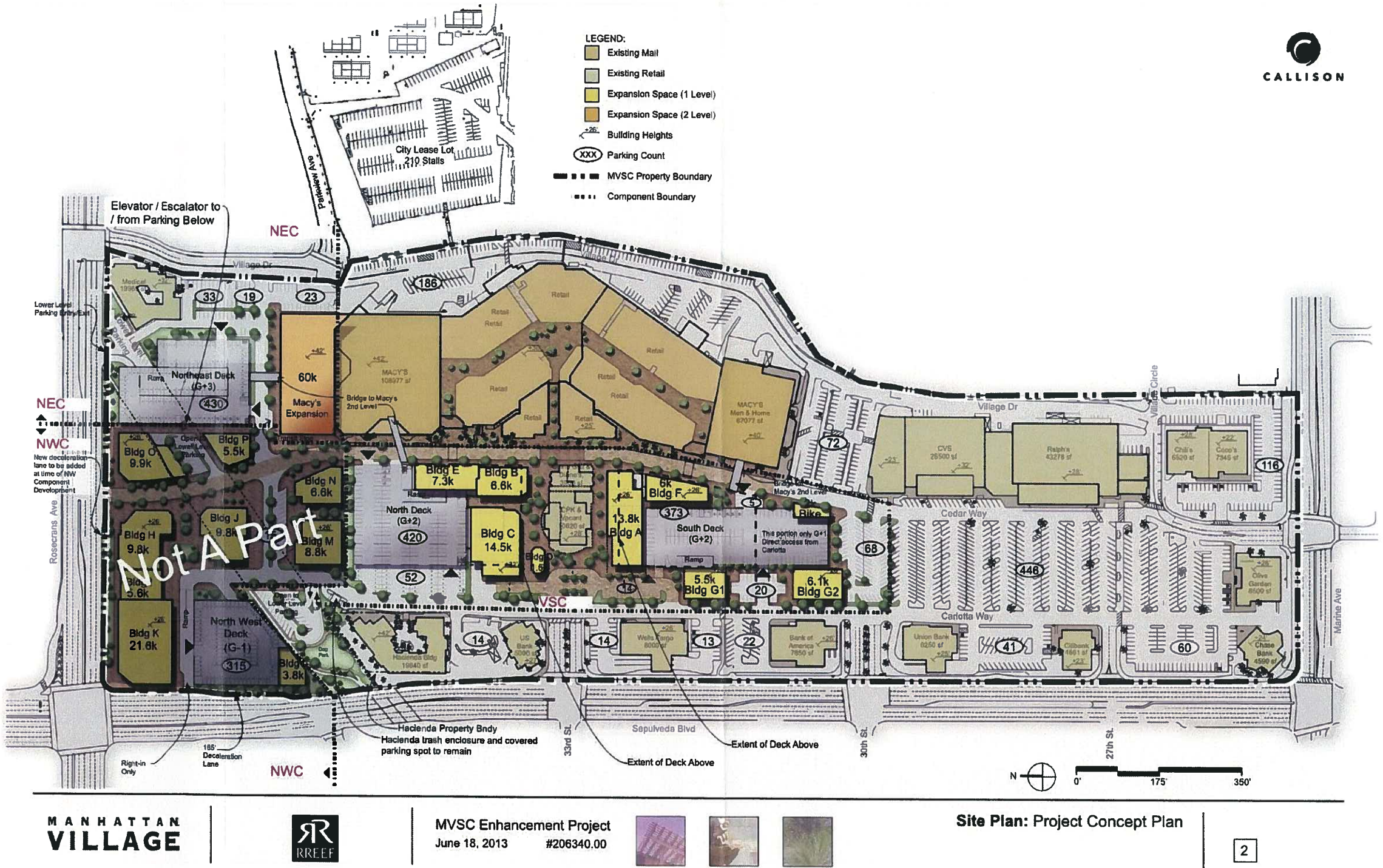
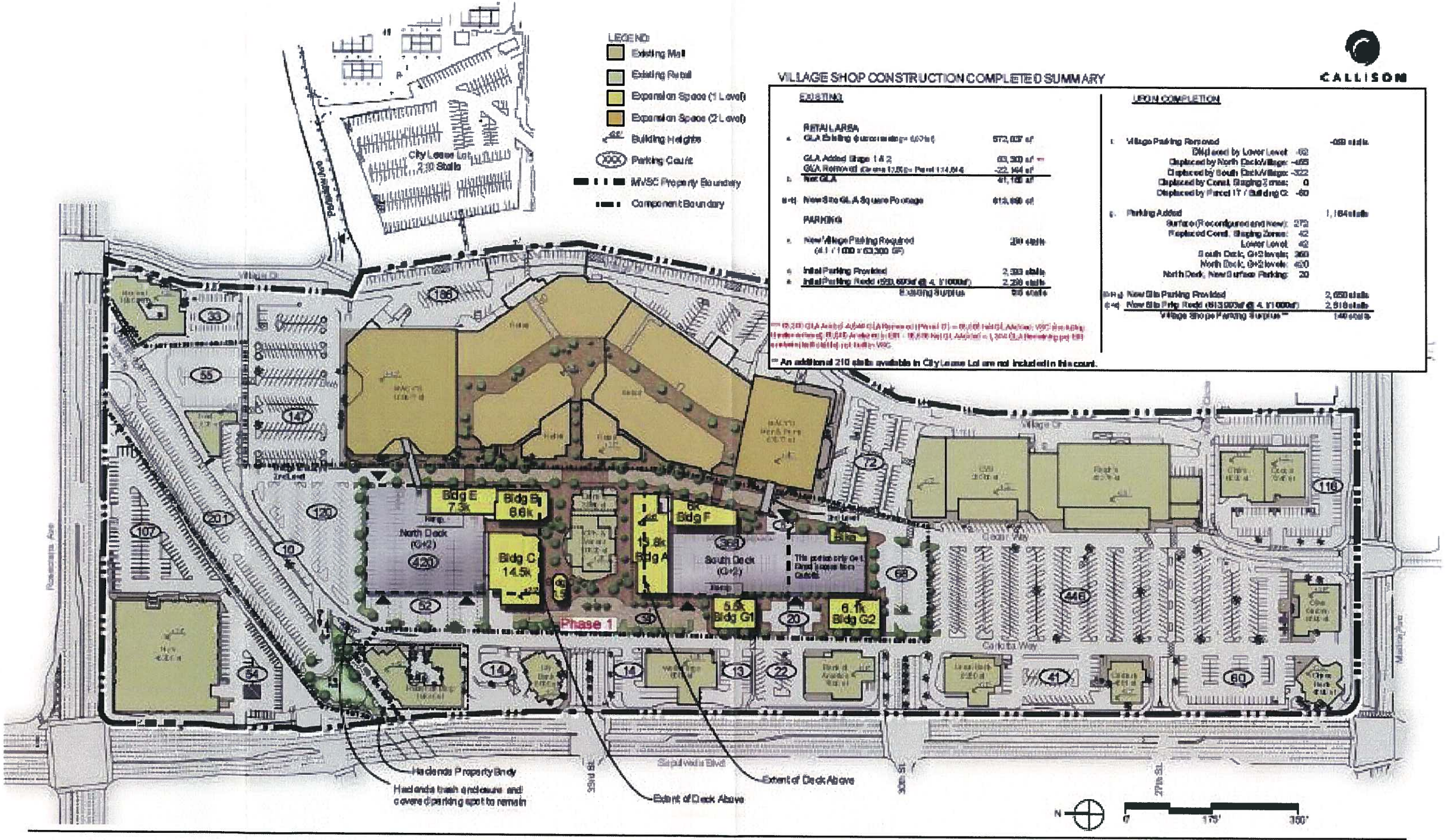


Figure 6 VS Component



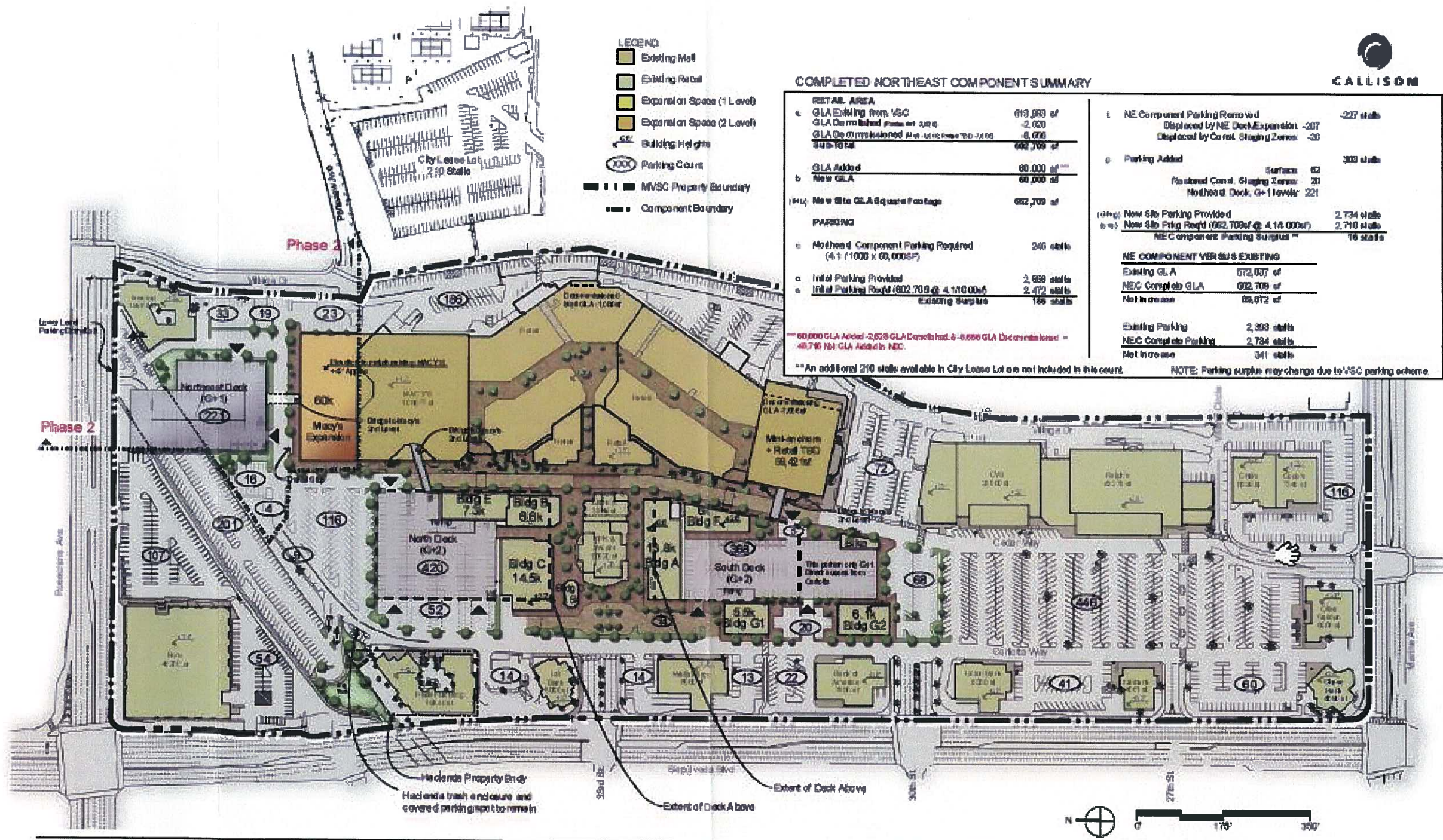
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Site Plan: Village Shops Component
VSC Complete



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MVSC Enhancement Project
June 3, 2013 #208340.00



Site Plan: Macy's Expansion
NE Corner Complete

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Figure 7 NEC Component

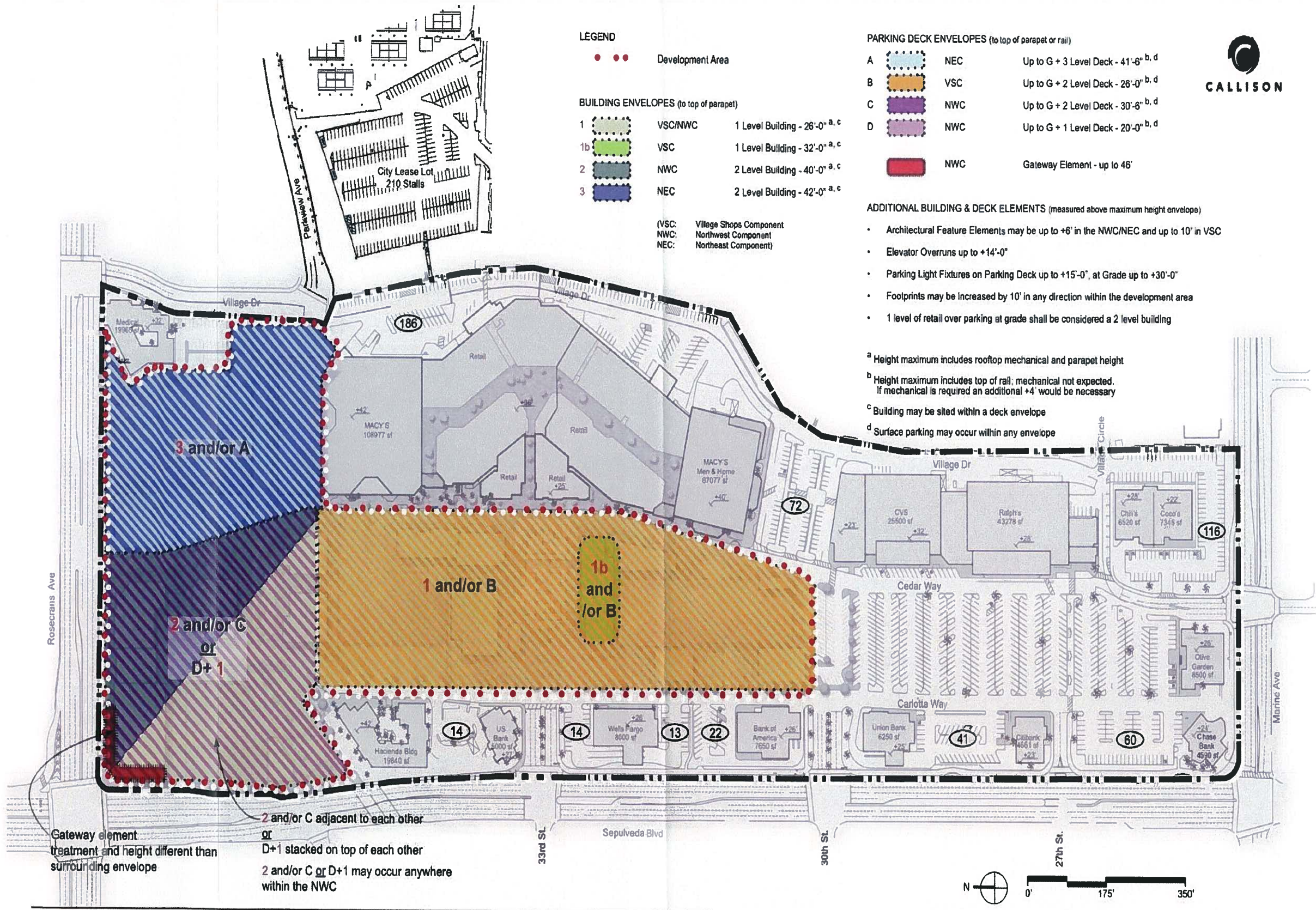
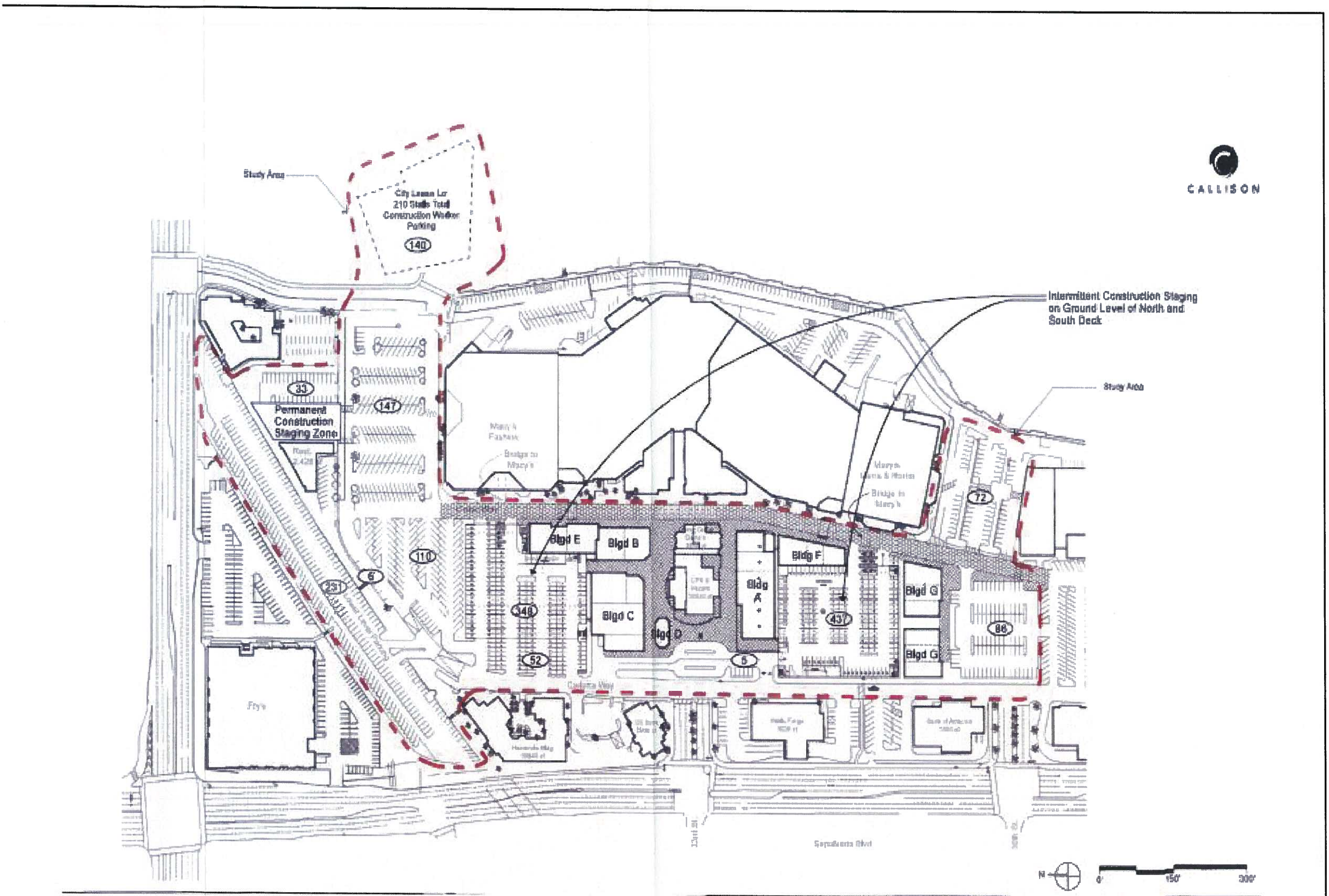


Figure 8 Envelopes and Heights Diagram



Figure 9 Construction Parking Plan



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



Construction Parking Plan
Village Stops Component

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