

**CITY OF MANHATTAN BEACH  
COMMUNITY DEVELOPMENT DEPARTMENT**

**TO:** Planning Commission

**THROUGH:** Richard Thompson, Director of Community Development

**FROM:** Laurie B. Jester, Planning Manager

**DATE:** July 24, 2013

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

**RECOMMENDATION**

Staff recommends that the Planning Commission **CONDUCT THE CONTINUED PUBLIC HEARING, DISCUSS THE PROJECT, AND ADOPT THE DRAFT RESOLUTION APPROVING THE PROJECT.**

**PROPERTY OWNERS**

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

**APPLICANT**

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

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

**BACKGROUND**

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and Development Agreement were then submitted in 2012, although subsequently the Development Agreement was withdrawn.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

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

was certified by the Planning Commission on June 26, 2013. Subsequently an appeal of that action was filed by Mark Neumann, the owner of 3500 Sepulveda Boulevard, one of the three property owners within the Mall.

A Planning Commission public hearing was held on June 27, 2012 to provide an overview of the project. More public hearings were held on October 3, 2012, and March 13, April 24, May 22, and June 26, 2013 as an opportunity for public and Commission input. The June 26<sup>th</sup> meeting was continue to tonight's meeting.

## **DISCUSSION**

### ***Project Overview***

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

In addition, the EIR analyzed a Traffic Equivalency Program that provides the opportunity to build a variety of land uses currently permitted by the Master Use Permit for the Shopping Center as long as there is not an increase in traffic or other environmental impacts. With implementation of the Equivalency Program, a maximum of 133,389 square feet of net new GLA. This includes 204,361 square feet maximum of new GLA and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema GLA, for a total of 706,226 square feet GLA. This is 9,717 square foot increase over the 123,672 square feet of GLA without the Equivalency Program.

The proposed Project would also include new on-site parking structures and surface parking areas that are proposed to provide at least 4.1 parking spaces per 1,000 square feet of GLA. Heights of new shopping center buildings and parking facilities would range from 26 feet to up to 42 feet, plus mechanical, elevators, architectural features and lights poles which can add up to an additional 14 feet in height. The increased height requires a Variance. The existing Macy's building is about 42 feet tall.

The certified Final EIR for the project includes all three Phases of development. The Master Use Permit Amendment had previously only requested approval of Phases I and II, but at the June 26, 2013 Planning Commission meeting the Commission had requested that Phase III, Northwest corner (Fry's) be included on a conceptual level and then come back in the future for further Planning Commission and public review when the design is further refined. Although the EIR only covers the 18 acre development site, the Master Use Permit and other land use applications cover the entire 44 acre site. The Draft Resolution of approval is included as Attachment A.

As currently proposed, Phase I- Village Shops includes the demolition of 22,144 SF (Theaters and See's Candy building) and the construction of 63,300 SF for a net increase of 41,156 SF. This would bring the new total square footage for the entire Mall, including CVS, Ralphs, the freestanding restaurants and banks etc., to 613,993 SF. Parking would increase by about 265 net new spaces to 2,658 total parking spaces with the addition of surface parking as well as 2- three level parking structures, which creates a parking surplus of about 140 spaces for future Phase II use. Phase II- Northeast corner includes the demolition of 2,628 SF (restaurant by the Theaters), the "decommissioning" of 8,656 SF (main mall reconfiguration of tenants) and the construction of a 60,000 SF Macy's expansion for a net increase of 48,716 SF.

Phase III, the Northwest (Fry's) corner is a concept plan with two general options shown on sheets 2-4, 9, 26 and 43-50 of Attachment D, the plan packet. These are only conceptual plans, they require further refinement, and do not reflect the final site plan, layout, elevations, parking or design. The final design will be returning to the Planning Commission for approval at a future meeting. Phase III would include the demolition of the Fry's building (46,200 SF) and the construction of a maximum of 80,000 SF, for a net increase of 33,800 SF. Portions of the lower level parking lot, the former railroad right-of-way, would be decked over to tie the site together and provide additional parking and building pads.

Overall, parking would increase by about 194 spaces for a total of 2,928 spaces on the site. With completion of Phase III, this would bring the new total square footage for the entire site to 696,509 SF. The total square footage proposed is under the square footage analyzed in the EIR.

Some common area portions adjacent to Phase III, including the culvert parking area, an area set aside for a proposed "dog park", pedestrian and bike connections under Sepulveda, and pedestrian, bike, transit and traffic improvements, will be developed with Phase I in order to integrate the entire site, as feasible coordinating with the Sepulveda Bridge widening project. Phase III includes integrating the Fry's parcel, the extension of Cedar Way north to connect to Rosecrans Avenue, and new buildings north of the Phase I- Village Shops north parking structure and to the west of the Phase II-Macy's Expansion northeast corner parking structure, as well as potentially the expansion of the Phase II parking structure with two additional levels.

### ***Planning Commission Meeting – June 26, 2013***

At the last public hearing on June 26, 2013, the public hearing was held at the beginning of the meeting to provide an opportunity for more extensive public comments. Staff, the City's Economic Consultants and the Applicant then made presentations, with the applicant focusing on ten conditions that they had the most concern with. The public hearing was re-opened and more audience participation was provided, as well as a wrap-up by the applicant. The Planning Commission then discussed the proposed project. The comments from the public as well as the Commission are included in the draft minutes. (Attachment C) The Commissioners provided a number of comments on the draft conditions which staff incorporated into the revised draft that is included as Attachment A. The Commission directed staff and the applicant to work together to try to come to a consensus on the conditions where there were disagreements. The Commission certified the Final EIR, adopted the Mitigation Monitoring Program for the EIR and continued the public hearing to tonight's meeting.

***Draft Resolution-Conditions of approval:***

Planning staff, the City Attorney, and other Departments have spent many hours in the past several weeks meeting with the Developer and their team to refine the draft conditions of approval to try to reach agreement on all of the conditions. Staff and the applicant agree on most of the conditions, however a number could not be resolved to both parties satisfaction. The applicant will present information at the meeting that highlights their key concerns on the draft conditions of approval in the Resolution.

The applicant has indicated that they would also like the Planning Commission to approve the Sign Exception/Master Sign Program with the Master Use Permit. Draft findings and a condition related to signage is included as Attachment B. Pages 83 through 93 of the applicants plan packet (Attachment E) shows the proposed signage. Staff is recommending that action on the complete Sign plan be deferred and addressed at a future separate meeting when the Commission has the opportunity to thoroughly review the proposal. The Fry's signs are important to address now as they relate to the existing lease and are impacted by the Sepulveda Bridge widening, so they are include in the draft Resolution. The existing Sign Program approval will remain in place until action is taken on the new proposal.

***Draft Resolution – Facts, findings, criteria***

The Manhattan Beach Municipal Code has specific purposes, criteria, authority, conditions and findings required for the Master Use Permit Amendment and Variance, for building height as well General Plan and Sepulveda Development Guidelines goals, policies and programs findings, as detailed in the Draft Resolution (Attachment A). The applicants Land Use applicant packet and revision (Attachment D) also discusses the required findings. The Planning Commission is required to make findings that the project is consistent with all of these criteria in order to approve the project. These findings are separate and different from the EIR certification which is based on the determination that there is no significant environmental impact.

***Public review and comments***

No comments have been received since the last meeting. The City has provided an entire webpage devoted to the Mall project with links to all of the staff reports, minutes, presentations and EIR documents at

<http://www.citymb.info/index.aspx?page=1629>.

The Planning Commission decision will be reviewed by the City Council at future noticed public hearings on the Final EIR, Master Use Permit Amendment and Variance, which will be combined with the Final EIR appeal hearing. Staff is recommending that the Planning Commission will hold future hearings on the Master Sign Program/Sign Exceptions and take separate action on those applications.

## **CONCLUSION**

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

### **Attachments:**

- A. Draft Resolution No. PC 13-XX- Master Use Permit Amendment and Variance (building height), and Exhibit A- Leasable Area Tabulation –June 18, 2013
- B. Draft Sign Exception and Master Sign Program potential findings and condition
- C. Planning Commission Draft Minutes-June 26, 2013
- D. Applicant Master Land Use revised project description and Application packet - Dated July 11 and June 19, 2013
- E. Planning Commission Plan packet-from Callison; applicants architect-dated July 24, 2013

c: Chuck Fancher, Fancher Partners, LLC  
Mark English, RREEF

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**DRAFT RESOLUTION NO. PC 13-XX**

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

**THE PLANNING COMMISSION OF THE CITY OF MANHATTAN BEACH DOES  
HEREBY RESOLVE AS FOLLOWS:**

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

- A. On November 7, 2006 RREEF submitted a Master Use Permit Amendment and Variance for building height, (the “Project”) as part of a remodel and expansion of the Manhattan Village Shopping Center (“Shopping Center”). Revised Project applications, plus a Sign Exception/Master Sign Program and Development Agreement were then submitted in 2012. The Development Agreement was subsequently withdrawn. Over the past six and a half years RREEF and their team of consultants have been meeting with the neighbors, tenants, other site property owners, staff, and community leaders to review the proposed Project and to make revisions to address their concerns, as well as the needs of a changing consumer market.
- B. On February 12, 2009, the City held a public Scoping Meeting to introduce the Project to the community, and provide an overview of the Project and the CEQA process.
- C. A 45 day public review and comment period was held between June 7, 2012 and July 23, 2012 for the Draft Environmental Impact Report (EIR). The Final EIR is complete and was distributed for public review on April 2, 2013.
- D. The Planning Commission of the City of Manhattan Beach conducted public hearings on June 27, and, October 3, 2012, as well as March 13, April 24, May 22, June 26, and July 24, 2013 to consider the applications for the Master Use Permit Amendment, Variance, and Sign Exception/Master Sign Program at the subject property. Said hearings were advertised pursuant to applicable law, and testimony was invited and received.
- E. Noticing for the hearings exceeded the minimum requirements with notices for the May 22 and June 26, 2013 meetings being sent to residential occupants as well as all property owners within a 500 foot radius of the 44-acre Project site. The June 26, 2013 meeting was advertised with a ½ page display advertisement in the Beach Reporter. Standard legal advertisements in the Beach Reporter and standard notices to all property owners were

provided for all other public hearings. The June 26, 2013 public hearing was continued until July 24, 2013, and the July 24<sup>th</sup> meeting was conducted as a continued public hearing.

- F. The subject Shopping Center property is legally described as Lots 1 – 23, of Parcel Map 12219, Map Book 122, pages 33-35 and Portion of Lot 4, Section 10, Ranch Sausal Redondo Tract, addressed as 2600 through 3600 Sepulveda Boulevard (3200 Sepulveda Boulevard being the enclosed mall) and 1220 Rosecrans Avenue, in the City of Manhattan Beach.
- G. The subject site, located on approximately 44-acres includes an enclosed, main mall building and several freestanding buildings. The Shopping Center site currently has a total of approximately 572,837 square feet of gross leasable area (GLA) including outdoor dining areas for restaurants that provide full table service. When accounting for common areas, the Shopping Center site has approximately 614,151 square feet of gross building area (GBA). There are currently 2,393 surface parking spaces on the site. In addition, there are 210 leased parking spaces that are located immediately east of the subject site and are available to the Shopping Center as well as other surrounding uses, but are not included in Shopping Center parking counts.
- H. The site is a former Chevron Tank Farm and was developed as retail commercial in the 1970s.
- I. The Project site is zoned Community Commercial (CC) with the exception of the northwest corner of the property (3600 Sepulveda- Fry's site) that is approximately 3.6 acres in size and is zoned Commercial General (CG). The property is located in Area District II.
- J. The General Plan designation for the Shopping Center property is Manhattan Village and General Commercial.
- K. The surrounding area includes a variety of land uses and zones. The properties to the west and south across Sepulveda Boulevard, and Marine Avenue respectively, are zoned Commercial General with single family residential and a Senior housing development adjacent to the Veterans parkway public Greenbelt beyond to the west. To the east is Manhattan Village homes single and multi-family uses zoned Residential Planned Development, as well as a Senior housing development, and a commercial development zoned Planned Development. Both Senior housing developments are zoned Residential Senior Citizen. To the north across Rosecrans Avenue in the City of El Segundo is partially vacant industrial uses planned for future commercial-retail with the first phases completed further to the north (Plaza El Segundo). To the northwest across Sepulveda Boulevard and Rosecrans Avenue in the City of El Segundo is the Chevron Oil Refinery.
- L. There are three separate Shopping Center property owners each of whom owns a portion of the Shopping Center property. These owners are RREEF America Reit Corp BBB II (RREEF) that owns the majority of the 44-acre site, 3500 Sepulveda LLC that owns the 0.7 acre 3500 Sepulveda Boulevard (Hacienda building) property and Bullocks Properties Corp that owns their site, 3400 Sepulveda Boulevard for the 1.9 acre Macy's main department store.



M. The applicant requests a Master Use Permit Amendment, Variance, and Sign Exception/Master Sign Program. Specifically, the Project Description proposed by the applicant is to:

1. Amend the Master Use Permit to allow the construction of Phase I- Village Shops, Phase II- Northeast Corner (Macy's Expansion), and Phase III-Northwest Corner (Fry's Area) to add approximately 123,672 square feet (133,389 square feet with the Equivalency Program) of net new retail, restaurant and other commercial area [addition of approximately 194,644 (204,361 with the Equivalency Program) square feet of new gross leasable area and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema] within an approximately 18.4 acre development area within the Shopping Center site. Upon completion of all three Phases, the entire 44-acre Shopping Center site would include a total of approximately 696,509 (706,226 with the Equivalency Program) square feet of gross leasable area. The proposed Project will also include new on-site parking structures and surface parking areas for a total of approximately 2,928 parking spaces on site..
2. Request a Variance to construct building and parking improvements in the Project area that exceed the maximum allowed height (22 feet, and up to 30 feet with structured parking) by a range of 2 to 26 feet (for required equipment). The Phase I Village shops buildings are proposed to be up to 32 feet in height. Phase II Northeast Corner (Macy's Expansion) building is proposed to be up to 42 feet in height to match and maintain consistency with the height of the existing buildings that were entitled by a previous height variance. The Phase III- Northwest corner buildings are proposed to be up to 40 feet in height. The parking decks on all phases are not proposed to exceed the height of the buildings. Mechanical, elevator overruns, architectural features, and parapets (on top of the parking structures) are proposed to exceed the height limit with the Building Safety Division-required elevator overruns at up to 56 feet in height.
3. Request for a Sign Exception/Master Sign Program for all three Phases of the Project to amend the 2002 Mall Master Sign Program as well as the separate 1991 Fry's sign approval, to reflect and correspond to expansion of the Shopping Center's street frontage through the addition of the Fry's parcel, the addition of new buildings and parking structures, and installation/updating of existing monument, pole, and wall signs, temporary, directional, and Project banner signs, and a City "Gateway" Element sign at Sepulveda and Rosecrans. In general, the existing Signage on the Shopping Center site is permitted under the above mentioned sign approvals. Specifically, the Sign Exception/Master Sign Program requests:
  - a. **Maximum Square Footage Increase**—An increase in the maximum square footage of allowed signage. Currently there is 7,600 SF of signage on the site, the Code allows 5,100 square feet of signage (based on the total frontage of 2,600 lineal feet) and the applicant is requesting an additional 1,900 square feet above the existing for a total of 9,500 square feet of signage.

- b. **Multiple Pole Signs-** Eight total pole signs are proposed while there are seven existing (four to remain and three to be replaced) plus one new pole sign on the 3500 Sepulveda (Hacienda Building) site. The three new signs would replace the Fry's signs after Fry's vacates the site, and generally be consistent with the existing 2002 approved site signs; these signs would be multi-tenant plus Project identification signs. Seven signs are proposed with 60 square feet of signage per side, 240 square feet each (per Code calculations) for tenant signage plus 80 square feet (per Code calculations) of project identification signage, up to 15'-6" tall. Additionally, one sign at the corner of Sepulveda and Rosecrans up to 30 feet tall with 96 square feet of signage per side, 384 square feet each (per Code calculations) is proposed. The Code allows only one pole sign, 150 square foot maximum, up to 30 feet tall in lieu of monument/wall/awning signs.
- c. **Non-Department Store Anchor Wall Signs**—Up to 150 square feet in size each proposed, with potentially more than 2 signs per tenant and no more than 2 square feet of signage per linear foot of store frontage. The Code limits the signs to a maximum of 150 square feet in area and no more than 2 square feet of signage per linear foot of store frontage.
- d. **Signs Over 150 Square Feet to Remain**—Allow Macy's Men's Store two signs to remain or be replaced over the 150 square foot limit, consistent with their current approval at 300 square feet each.
- e. **Tenant Wall Signs on Parking Structures**—Allow signs facing Sepulveda Blvd, Rosecrans Ave, and Marine Ave, a maximum of 60 square feet each, while the Code does not permit signs on parking structures as they are not located on a business.
- f. **Monument Signs**—Allow 13 existing and four new monument signs up to 6 feet tall each. No exception needed for the number and height, just the overall site sign square footage.
- g. **Project Identification Signs**—Allow additional Project identification signs on the buildings, while the current approval only allows two at the enclosed Mall entrances and the Code allows none.
- h. **Directional Wall Signs on Parking Structures**—Allow wall signs on the parking structures, one at each vehicular entry, without Project identification, while the Code does not permit signs on parking structures as they are not located on a business.
- i. **Directional Signs**—Allow directional signs up to 6 feet high and 12 square feet while the Code allows 4 feet high and 6 square feet.
- j. **Project Banners on Light Poles**—Allow the continuation and addition of Project banners at the light poles as allowed under the current approval but not allowed under the Code.

- k. **Temporary Signs**—Allow A-frame, portable, sidewalk or other temporary signs on the interior of the Project not visible from the public right-of-way up to 365 days a year, while the Code limits the number and size and allows 90 days maximum per year.
  - l. **Exclude Certain Square Footage**—Allow the following sign area to be excluded from counting towards the total allowed square footage: Project graphic banners, Parking Deck Entry signs, Directional Signs, Sidewalk Signs, Temporary “A” Frame/Sign Holder Signs, and non-tenant oriented portions of Gateway Element Sign.
  - m. **City Gateway Sign**—Allow a City Gateway Sign at the corner of Rosecrans Ave and Sepulveda Blvd over 30 feet (up to 46 feet) in height.
- N. Specifically, a portion of the Master Use Permit approval as provided in this Resolution includes the following square footage details which differ from the applicant’s request:
- 1. The applicant requests restaurants up to 109,000 square feet GLA. The EIR evaluated allowing a maximum of 89,000 square feet total GLA of restaurant uses on the site, with an overall parking supply of 4.1 stalls per 1,000 square feet of GLA. The EIR also evaluated up to a maximum of 109,000 square feet with an increased parking supply of 6.7 stalls per 1,000 square feet of GLA for the square footage that exceeds 89,000. Restaurant use exceeding 89,000 square feet GLA will require an amendment of the Master Use Permit at a duly noticed public hearing to evaluate parking and other potential impacts.
  - 2. The applicant requests general offices up to 69,277 square feet of GLA, plus an increase in square footage of existing Medical and Dental office uses above the approximate 21,678 square feet currently on the site. The EIR evaluated adding up to 57,750 square feet of general offices (excluding Medical and Dental) for a maximum of 69,277 square feet of general offices with an overall parking supply of 4.1 stalls per 1,000 square feet of GLA. The EIR also evaluated a maximum of 21,712 square feet total GLA of Medical or Dental office uses on the site (maintaining the existing square footage), with an overall parking supply of 4.1 stalls per 1,000 square feet of GLA. Any increase in the square footage of the Medical or Dental uses on the site over the maximum 21,712 square feet allowed would approximately double the parking demand for that square footage over the existing, for a demand of about eight stalls per 1,000 square feet of GLA. Over approximately 21,7800 square feet (existing rounded) GLA of Medical or Dental offices will require an amendment of the Master Use Permit at a duly noticed public hearing to evaluate parking and other potential impacts.
- O. The Manhattan Village Shopping Center planning/zoning entitlement history is as follows:
- 1. An Environmental Impact Report (EIR) was prepared (1978) and certified for a phased Project, of which Manhattan Village Shopping Center and the subject property was a part. Mitigation measures were identified and adopted in several issue areas.

2. On March 6, 1979 the City Council adopted Resolution No. 3685, establishing the Commercial Planned Development (CPD) District for First Phase construction and operation of a community Shopping Center (Manhattan Village Mall) consisting of approximately 150,000 square feet of retail establishments providing community convenience goods and services, and approximately 300,000 square feet of retail establishments providing goods and services customarily found in malls associated with department stores.
3. On December 18, 1979 the City Council adopted Resolution No. 3757, approving Second Phase construction and operation of a community Shopping Center (Manhattan Village Mall).
4. Subsequent use permits were approved for individual uses within the Shopping Center.
5. On September 13, 1989, the Planning Commission approved Resolution No. PC 89-54 to allow construction of a 6,190 square-foot restaurant within the Mall (Island's).
6. On December 18, 1990 the City Council adopted Ordinance No. 1832, repealing the CPD zoning District and establishing the CC (Community Commercial) zoning district for the Shopping Center and subject property.
7. On February 14, 1991, the Planning Commission adopted Resolution No. PC 91-1 approving a proposal to change uses from research and development office to specialty retail at 3600 Sepulveda Boulevard (Fry's).
8. On October 23, 1991, the Planning Commission adopted Resolution No. PC 91-30 approving a sign appeal to allow additional signage not included in an approved sign program for 3600 Sepulveda Boulevard (Fry's).
9. On November 16, 1993 City Council adopted Resolution No. 5044, allowing the establishment of a restaurant/bakery with retail sales and outdoor seating at 3014 Sepulveda Boulevard (East Coast Bagel Company).
10. On April 5, 1994 the City Council adopted Ordinance No. 1902, establishing a provision for a Master Use Permit for multiple tenant Projects to replace obsolete Commercial Planned Development (CPD) Permits.
11. On January 3, 1995 the City Council adopted Resolution No. 5142, approving the conversion of all previous Commercial Planned Development and individual Use Permit entitlements for the Shopping Center to a Master Use Permit consistent with provisions of Ordinance No. 1902.
12. On December 12, 2001 the Planning Commission adopted Resolution No. PC 01-27 which superseded and replaced all the previous approvals on the Manhattan Village Shopping Center site. Although the Project description, plans and tenant/building square footages list submitted by the Shopping Center owner at the time (Madison Marquette)

included the 3500 Sepulveda site (Hacienda or Haagen building) the property owner of 3500 Sepulveda at the time did not sign the application and it is not clear if they were notified or aware of the pending application. The 3500 Sepulveda Blvd property owner at the time did not participate in the public hearing process. The current owners of the subject property (3500 Sepulveda, LLC, 13<sup>th</sup> & Crest Associates, LLC and 6220 Spring Associates, LLC) purchased the property in 2005.

13. On February 27, 2002 the Planning Commission adopted Resolution No. PC 02-07 approving a Master Sign Program and Sign Exception for the Manhattan Village Shopping Center.
14. On August 8, 2007, the Planning Commission adopted Resolution No. PC 07-12 approving on-site wine tasting at an existing supermarket at 2700 Sepulveda Boulevard (Ralph's). The applicant did not implement this amendment, withdrew their ABC application in 2008 and it has thus expired.
15. A Master Use Permit application was submitted by the 3500 Sepulveda Blvd property owner on April 4, 2008, to request the approvals for: 1) clarification that the 3500 Sepulveda Boulevard property (Hacienda/Haagen) was included as part of the Master Use Permit (Resolution No. PC 01-27) and all other related entitlements for the Manhattan Village Shopping Center, and 2) allow on-site alcohol consumption for a proposed new restaurant (Tin Roof Bistro).
16. The 3500 Sepulveda Blvd property owners entered into a Settlement Agreement with RREEF American REIT II Corp. BBB, current owner of the Manhattan Village Shopping Center, in October 2008 regarding the existing Master Use Permit entitlements on the properties, as well as other private issues. A summary of the facts related to that Settlement Agreement are included in PC Resolution No. PC 08-15. The City determined that with the clarification of PC Resolution 08-15, the Master Use Permit (PC Resolution 01-27) applies to the 3500 Sepulveda Property and accordingly, the property owner application for a separate Master Use Permit was administratively withdrawn.
17. On November 12, 2008, the Planning Commission adopted PC Resolution 08-15 for 3500 Sepulveda which confirmed, clarified, and acknowledged that a) the Master Use Permit (PC Resolution 01-27) and other entitlements for the Shopping Center apply to the property, and b) amended the Shopping Center Master Use Permit (PC Resolution 01-27) to allow on-site consumption of alcohol at the new restaurant (Tin Roof Bistro).
18. On January 6, 2009, through Resolution No. 6171, the City Council denied an appeal of the Planning Commission approval of Resolution No. PC 08-15. Specifically, the applicant appealed the condition to submit an irrevocable offer to dedicate land for the Sepulveda Boulevard bridge widening Project.
19. On June 23, 2010, the Planning Commission adopted PC Resolution No. 10-03, approving a new retail wine and beer shop at 3500 Sepulveda Boulevard (Vintage Wine

Shoppe) to allow beer and wine sales for off-site consumption with on-site consumption of beer and wine for tastings only.

20. On February 12, 2012, the Planning Commission adopted Resolution No. PC 12-02, approving the expansion of the existing restaurant at 3500 Sepulveda Boulevard (Tin Roof Bistro) to add a private dining room/event space with on-site beer and wine consumption.
- P. The Project will not individually nor cumulatively have an adverse effect on wildlife resources, as defined in Section 711.2 of the Fish and Game Code.
- Q. This Resolution, upon its effectiveness, constitutes the Master Use Permit and Variance for the Shopping Center site (2600 through 3600 Sepulveda Boulevard and 1220 Rosecrans Avenue) and replaces all previous site-wide and individual land use approvals stated above (Section 1, Item E), with the exception of the Sign approval (PC 02-07). The facts, findings, and Project descriptions for these Projects still stand as detailed in the applicable Resolutions. Specifically, this Resolution replaces Resolutions PC 01-27, PC 10-03 and PC 12-02 and City Council Resolution No. 6171.

***Master Use Permit Findings***

R. Pursuant to Section 10.84.060A of the Manhattan Beach Municipal Code, the following findings are made regarding the Master Use Permit Amendment application.

***1. The proposed location of the use is in accord with the objectives of this title and the purposes of the district in which the site is located;***

- a. The property is located within Area District II and is zoned Community Commercial (CC) and Commercial General (CG). The purpose of the CC zoning district, is to provide sites for planned commercial centers which contain a wide variety of commercial establishments, including businesses selling home furnishings, apparel, durable goods and specialty items generally having a city-wide market area. Support facilities such as entertainment and eating and drinking establishments are permitted, subject to certain limitations to avoid adverse effects on adjacent uses. The Project site is the only site in the City of Manhattan Beach that is zoned CC. A portion of the northwest corner of the site (3.6 Acres Fry's site) is zoned CG General Commercial. The purpose of the CG Zone is to provide opportunities for the full range of retail and service businesses deemed suitable for location in Manhattan Beach, including businesses not permitted in other commercial districts because they attract heavy vehicular traffic or have certain adverse impacts; and to provide opportunities for offices and certain limited industrial uses that have impacts comparable to those of permitted retail and service uses to occupy space not in demand for retailing or services.
- b. The Project is consistent with the purpose of the CC and CG zones as follows.

- i. A wide variety of uses, such as retail, services, restaurants, grocery store, banks and offices will continue to be provided on the site.
  - ii. This wide variety of uses will expand the existing type of services already provided on the site, while providing more diversity and options for the customer.
  - iii. The Project will aid in attracting and maintaining a diverse mix of high-quality tenants to provide a broad range of shopping and dining options with enhanced amenities to serve the needs of the community and ensure the continued success of the Shopping Center.
  - iv. Entertainment uses, bars, convenience stores, gyms, liquor stores and similar uses will not be allowed as the traffic and/or parking demand will exceed the on-site capacity which could cause adverse impacts on adjacent uses and the surrounding street systems.
  - v. Restaurants (eating and drinking establishments) will be limited in square footage. Exceeding 89,000 square feet will increase the parking demand and will exceed the on-site capacity which could cause adverse impacts on adjacent uses and the surrounding street systems.
  - vi. Medical and Dental offices will be limited in square footage. Exceeding 21,800 square feet (existing square footage) will increase the parking demand and will exceed the on-site capacity which could cause adverse impacts on the site, adjacent uses and the surrounding street systems.
- c. Some of the specific purposes of the Commercial Districts, and how the Project is consistent with those purposes are as follows:
- i. ***Provide appropriately located areas consistent with the General Plan for a full range of office, retail commercial, and service commercial uses needed by residents of, and visitors to, the City and region.*** The Project will continue to provide a full range of office, retail, service and other commercial uses on the site, and expand those commercial opportunities.
  - ii. ***Strengthen the City's economic base, but also protect small businesses that serve City residents.*** Due to the scale of the development there is an opportunity for retailers and other commercial users that require larger spaces which cannot be provided in the other smaller scale commercial areas in town. Small businesses will continue to be provided in Downtown, the North End and other commercial areas with smaller sites. Small businesses in the Shopping Center will benefit from the presence of diverse commercial uses which will attract a diverse customer base.
  - iii. ***Create suitable environments for various types of commercial and compatible residential uses, and protect them from the adverse effects of inharmonious***

*uses. And- Minimize the impact of commercial development on adjacent residential districts.* Although there are no residential uses on the site, the residential uses in close proximity are protected with conditions related to traffic and circulation, parking, lighting, landscaping, land uses, and building scale and design. The Project’s pedestrian and bicycle improvements will create improved linkages internally and to the surrounding community.

- iv. *Ensure that the appearance and effects of commercial buildings and uses are harmonious with the character of the area in which they are located.* The architectural style and design features will be compatible with the existing Shopping Center site, while updating it to look towards the future by providing a contemporary Mediterranean architecture, buildings that are consistent in height with the existing buildings, and parking structures that are architecturally designed to reflect the rhythm and design features of the commercial buildings, as well as minimizing the scale.
  - v. *Ensure the provision of adequate off-street parking and loading facilities.* The Project will provide parking at a ratio of 4.1 spaces per 1,000 square feet consistent with the parking demand study, based on the mix of uses on the site. Uses with high parking demand will be limited in square footage (restaurants and Medical/Dental offices) and some uses will be prohibited due to the high parking demand (gyms, trade schools, liquor stores, etc.). Loading facilities in close proximity to stores, adequate in size and number are also required.
- d. The proposed Project and future tenant improvements to the remainder of the site will be consistent with each of the eleven development criteria outlined in the Sepulveda Boulevard Development Guide, as conditioned, specifically:
- i. **Reciprocal Access**—Circulation within and off the Shopping Center site, including vehicular, bicycle, pedestrian and transit will be integrated, and connected.
  - ii. **Right-turn Pockets**—Provided internally as required throughout the Shopping Center site. Dedication on Sepulveda Boulevard near Rosecrans Avenue will bring the area up to current ADA and other standards, improve pedestrian circulation, provide an improved deceleration lane per Caltrans requirements for the possible retention of the Fry’s Sepulveda Boulevard driveway (3600 Sepulveda Blvd) as a right-turn entry only, and allow the future Sepulveda bridge widening to function effectively.
  - iii. **Driveway Throats**—To minimize traffic and circulation impacts to Sepulveda Boulevard and allow the bridge widening to function effectively, Sepulveda Blvd driveway access will be modified on the Fry’s site.



- iv. **Sidewalk Dedication**—Sidewalk dedication and related improvements on Sepulveda Boulevard will bring the area up to current ADA and other standards and improve pedestrian circulation.
  - v. **Building Orientation**—The Sepulveda Boulevard and Rosecrans Avenue corner buildings and other improvements will be designed as an architectural entry statement to emphasize the importance of this key corner Gateway into the City.
  - vi. **Visual Aesthetics**—Review of architectural plans is required, including material boards, samples, renderings, and assurance that there is a high quality of design and materials as reflected in the concept plans. The site plan and layout of the buildings and parking structures provide landscaping and architectural features along Sepulveda Boulevard.
  - vii. **Residential Nuisances**—Minimized through Project design and conditions related to lighting, landscaping, traffic, multi-modal transportation, design, and allowed land uses.
  - viii. **Pedestrian Access**—Encouraged with strong on- and off-site linkages, a network that connects to transit, under the Sepulveda bridge, as well as a Village-pedestrian oriented design.
  - ix. **Landscaping**—Mature shade trees and other landscaping will soften and complement the buildings, provide shade for parking, and screen, buffer and soften uses.
  - x. **Signs**—Subject to a future Sign Program, no harsh light, blinking, moving, or flashing signs, consistent with the scale of the development, comprehensive site-wide consistent plan, complementary to the site and building architecture, and removal of obsolete and outdated pole signs.
  - xi. **Utility Undergrounding**—Required to be provided for all new construction.
2. *The proposed location of the use and the proposed conditions under which it would be operated or maintained will be consistent with the General Plan; will not be detrimental to the public health, safety or welfare of persons residing or working on the proposed Project site or in or adjacent to the neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the city;*
- a. The Project is consistent with the following Goals and Policies of the General Plan: A summary of the reasons for consistency are provided for each of the five categories.

## **Land Use**

The MVSC enhancements will provide visually interesting architecture, constructed with quality materials that facilitate a diverse mix of uses and services that residents and patrons can enjoy year round. The buildings and open spaces are designed to create hubs of activity that are mindful of resource usage, landscape location and create community gathering places worthy of Manhattan Beach.

Design and operational project components regarding noise, lighting, signage, odors, parking, architectural articulation, and circulation are either a part of the project description or the subject of conditions of approval to limit any potential impacts.

The design of the Shopping Center utilizes buffer zones, appropriately located uses, and smart site planning to ensure compatibility with surrounding land uses. Buildings are clustered together to create pedestrian- dominant areas and parking decks have been distributed to provide parking adjacent to uses allowing patrons to park once and walk to multiple destinations. The Shopping Center expansion has been designed to provide a wide range of lease depths, square footages, and locations to encourage both national retailers as well as local business owners to locate within the Project. Enhanced bike and pedestrian paths are proposed to encourage alternative transportation and clearly delineate their respective areas and alert vehicles that they are sharing the roads.

- Policy LU-1.2: Require the design of all new construction to utilize notches, balconies, rooflines, open space, setbacks, landscaping, or other architectural details to reduce the bulk of buildings and to add visual interest to the streetscape.
- Goal LU-2: Encourage the provision and retention of private landscaped open space.
- Goal LU-2.3 Protect Existing mature trees throughout the City, and encourage their replacement with specimen trees whenever they are lost or removed.
- Policy LU-2.4: Support appropriate stormwater pollution mitigation measures.
- Goal LU-3: Achieve a strong, positive community aesthetic.
- Policy LU-3.1: Continue to encourage quality design in all new construction.
- Policy LU-3.2: Promote the use of adopted design guidelines for new construction in Downtown, along Sepulveda Boulevard, and other areas to which guidelines apply.
- Policy LU-3.5: Ensure that the sign ordinance provides for commercial signage that is attractive, non-intrusive, safe, and consistent with overall City aesthetic goals.
- Goal LU-4: Preserve the features of each community neighborhood, and develop solutions tailored to each neighborhood's unique

- characteristics.
- Goal LU-5: Protect residential neighborhoods from the intrusion of inappropriate and incompatible uses.
- Policy LU-5.1: Require the separation or buffering of residential areas from businesses which produce noise, odors, high traffic volumes, light or glare, and parking through the use of landscaping, setbacks, or other techniques.
- Policy LU-5.2: Work with all commercial property owners bordering residential areas to mitigate impacts and use appropriate landscaping and buffering of residential neighborhoods.
- Policy LU-5.3: Consider using discretionary review for any public gathering place or institutional use proposed within or adjacent to a residential neighborhood.
- Goal LU-6: Maintain the viability of the commercial areas of Manhattan Beach.
- Policy LU-6.2: Encourage a diverse mix of businesses that support the local tax base, are beneficial to residents, and support the economic needs of the community.
- Policy LU-6.3: Recognize the need for a variety of commercial development types and designate areas appropriate for each. Encourage development proposals that meet the intent of these designations.
- Goal LU-8: Maintain Sepulveda Boulevard, Rosecrans Avenue, and the commercial areas of Manhattan Village as regional-serving commercial districts.
- Policy LU-8.1: Ensure that applicable zoning regulations allow for commercial uses that serve a broad market area, including visitor-serving uses.
- Policy LU-8.2: Support the remodeling and upgrading needs of businesses as appropriate within these regional serving commercial districts.

**Infrastructure**

The Project includes significant upgrades to either maintain or improve the supporting infrastructure and utility systems and provides solutions that: facilitate circulation for pedestrians, bicyclists, mass transit riders and cars; treat storm water run-off on-site to the degree feasible; and manage the frequency and location of cars and service trucks during both construction and operation of the center.

A significant number of on- and offsite improvements will result in significantly improved on- and off-site traffic circulation and parking. The project unites the Fry’s and other Shopping Center parcels and improves traffic circulation for cars, bikes and pedestrians. Caltrans has been consulted to coordinate the Sepulveda bridge widening project.

Bio-filtration will be used to avoid potential contamination of runoff due to the existence of the underlying hydrocarbon contamination and achieve clean storm water run-off prior to reaching the public storm drain system.

The Shopping Center site currently exceeds the code minimum percentage of landscape and the proposed project will also provide a higher percentage than required.

Best Management Practices (BMPs) will be used during construction to reduce soil loss, sedimentation and dust/particulate matter air pollution. Outreach has been a multi-year component and has achieved support or neutrality from various homeowner associations, NGOs, and nearby residents. Finally, the Construction Parking Plan will take into account parking for patrons, employees as well as construction vehicles and construction buffer areas. Parking counts will be monitored to ensure appropriate ratios are maintained throughout all phases of construction.

- Goal I-1            Provide a balanced transportation system that allows the safe and efficient movement of people, goods and services throughout the City.
- Policy I-1.1:      Review the functioning of the street system on a regular basis to identify problems and develop solutions.
- Policy I-1.3:      Encourage the development of Transportation Demand Management (TDM) plans for all major developments or facility expansions to encourage ride-sharing and other improvements, thereby reducing vehicle trips.
- Policy I-1.4:      Work with neighboring communities and other South Bay cities, as well as state and other agencies, to develop regional solutions to traffic problems that are regional in nature, and to mitigate impacts of development in neighboring communities that impact the City of Manhattan Beach.
- Policy I-1.5:      Investigate and encourage the use of alternative transportation systems such as intra/inter-city shuttle or trolley systems.
- Policy I-1.6:      Support dial-a-ride or other para-transit systems for the senior

- and disabled members of the community.
- Policy I-1.8: Require property owners, at the time new construction is proposed, to either improve abutting public right-of-way to its full required width or to pay in-lieu fees for improvements, as appropriate.
- Policy I-1.9: Require property owners, at the time of new construction or substantial remodeling, dedicate land for roadway or other public improvements, as appropriate and warranted by the Project.
- Policy I-1.12: Monitor and minimize traffic issues associated with construction activities.
- Policy I-1.13: Consider implementing a development impact fee program to collect funds from developers constructing new Projects. Such fees would fund “fair-share” costs of circulation improvement Projects required to mitigate Project impacts.
- Policy I-2.3: Upgrade all major intersections and arterial streets to keep traffic moving efficiently.
- Policy I-2.4: Require additional traffic lanes and/or other traffic improvements for ingress and egress for new development along arterials where necessary for traffic and safety reasons.
- Policy I-2.5: Work with the neighboring cities and regional and sub-regional agencies to widen and upgrade all major intersections and associated street segments within the City and adjacent jurisdictions to optimize traffic flows.
- Policy I-2.6: Encourage the use of Intelligent Transportation Systems (ITS), such as advanced signalization, motorist information, advanced transit, advanced emergency vehicle access, and intelligent parking systems, as well as other appropriate communication technologies, to direct through traffic.
- Policy I-2.7: Monitor and minimize traffic issues associated with construction activities.
- Goal I-3: Ensure that adequate parking and loading facilities are available to support both residential and commercial needs.
- Policy I-3.4: Review development proposals to ensure potential adverse parking impacts are minimized or avoided.
- Policy I-3.5: Encourage joint-use and off-site parking where appropriate.
- Policy I-3.8: Monitor and minimize parking issues associated with construction activities.
- Goal I-4: Protect residential neighborhoods from the adverse impacts of traffic and parking of adjacent non-residential uses.
- Policy I-4.2: Carefully review commercial development proposals with regard to planned ingress/egress, and enforce restrictions as approved.
- Policy I-4.3: Encourage provision of on-site parking for employees.
- Policy I-4.4: Ensure that required parking and loading spaces are available and maintained for parking.

- Goal I-6: Create well-marked pedestrian and bicycle networks that facilitate these modes of circulation.
- Policy I-6.6: Incorporate bikeways and pedestrian ways as part of the City's circulation system where safe and appropriate to do so.
- Policy I-6.7: Encourage features that accommodate the use of bicycles in the design of new development, as appropriate.
- Policy I-7.2: Ensure that all new development or expansion of existing facilities bears the cost of providing adequate water service to meet the increased demand which it generates.
- Policy I-8.2: Ensure that all new development or expansion of existing facilities bears the cost of expanding the sewage disposal system to handle the increased load, which they are expected to handle.
- Goal I-9: Maintain a storm drainage system that adequately protects the health and safety and property of Manhattan Beach residents.
- Policy I-9.2: Evaluate the impact of all new development and expansion of existing facilities on storm runoff, and ensure that the cost of upgrading existing drainage facilities to handle the additional runoff is paid for by the development which generates it.
- Policy I-9.3: Support the use of storm water runoff control measures that are effective and economically feasible.
- Policy I-9.4: Encourage the use of site and landscape designs that minimize surface runoff by minimizing the use of concrete and maximizing the use of permeable surface materials.
- Policy I-9.5: Support appropriate storm water pollution mitigation measures.

### **Community Resources**

The Applicant has committed to build the project to a LEED Silver standard, or equivalent. Protection and enhance of existing landscape and mature trees is a part of the project description. Extensive outreach has resulted in the proposed enhancement and promotion of alternative transportation to and from the Shopping Center site.

Additional sustainable and energy-efficient project components include potable water use reduction of at least 20%, Electrical Vehicle (EV) charging stations, reduction in the use of utilities, and minimized generation of non recyclable waster

- Policy CR-4: Preserve the existing landscape resources in the City, and encourage the provision of additional landscaping.
- Policy CR-4.1: Protect existing mature trees throughout the City and encourage their replacement with specimen trees whenever they are lost or removed.

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

### **Community Safety**

Providing enhanced safety for shoppers and employees is a high priority for the Project. The Applicant will continue to utilize its own private security force that works closely with the City Police Department. Regular patrols will continue, and will be tailored to the new improvements.

Each of the new parking structures and throughout the surface parking lots will have security cameras installed for added security and evidence. The City Fire Department will continue to work closely with the Applicant to insure that bridge and building heights, as well as roadway widths allow emergency vehicle access safely throughout the Project site. Response times for both Police and Fire will continue to meet or exceed current levels.

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

### **Noise Element**

Measures are included to insure no unmitigated construction or operational impacts on surrounding commercial and residential receptors. Construction hours are limited, and construction is phased to minimize synergistic noise that could exceed codified standards. Buildings to be constructed along major arterials will be designed to meet reasonable interior noise levels.

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



- b. The proposed Project will not be detrimental as follows:
- i. The proposed Project, including the construction and the on-going physical and operational upgrades associated with tenant improvements and redevelopment across the entire Shopping Center site, has been designed to minimize impacts. The conditions of approval for the Project will ensure that the Project is not detrimental.
  - ii. The features incorporated the Project will ensure that there are no detrimental impacts. Such impacts include appropriate scale, layout, massing, articulation, height, architectural design and details of the buildings, parking structures, lighting design, signage design, LEED sustainability features, as well as pedestrian, bike, and transit linkages all of which are intended to ensure compatibility with surrounding uses.
  - iii. Green-building components addressing water conservation, increased energy efficiency, and pollution reduction are included in the Project description. LEED silver construction will be required.
  - iv. The Project conditions will ensure that there are no detrimental impacts as a result of the following: lighting modifications, removal of obsolete pole signs, reduction of visual impact of parking structures, Project phasing, architectural detail review, land use compatibility, alcohol service and square footage limits, fire emergency response upgrades, improved security features, improved on- and off-site pedestrian, bike and transit linkages, parking management programs, traffic, parking and circulation improvements, trash enclosures improvements, and utility upgrades.
  - v. The Project conditions will also ensure that there are no detrimental impacts through off-site improvements to the surrounding roadway network as the Project is surrounded on all three sides by arterial streets: Sepulveda Boulevard and Rosecrans Avenue, being the largest arterials in the City. Sepulveda Boulevard is a State highway, classified as a Regional Arterial, with the highest traffic volumes in the City. Rosecrans Avenue, also a Major Arterial, has the second highest traffic volume in the City. Both streets have intersections that currently operate at unacceptable levels of service, with Sepulveda Boulevard and Rosecrans Avenue being the second worst Level of Service in the City both during the midweek PM peak hour and on Saturdays. Marine Avenue is a minor arterial with an inadequate driveway width that impacts on-site circulation, emergency vehicle access, and delivery truck access to the site. The roadways are not to current ADA standards and cannot adequately accommodate future needs for emergency vehicle access, pedestrian, bicycle, and transit linkages. The City has no traffic or development impact fees, as contemplated by the General Plan Policies, for regional growth and planned improvements which need to be provided. Improvements to

surrounding roadways will benefit the Project as more than half of the new square footage and about one-third of the new parking will be concentrated in the northeast corner of the site, which will be accessed from Rosecrans Avenue and Village Drive. The valet parking and pick-up/drop-off areas will be located near Sepulveda Boulevard and 33<sup>rd</sup> Street, which will focus new vehicle traffic at this intersection. The area will also provide two-thirds of the new parking. The existing Fry's driveway on Sepulveda Boulevard impacts the regional plan to widen the Sepulveda Boulevard Bridge (just south of the driveway). Improvements are needed to allow the driveway to remain in place and serve the current tenant while allowing the proposed bridge widening anticipated in 2015. Providing roadway dedication, improvements, and fair-share contributions will improve the regional roadway networks surrounding and servicing the Project site. The improvements are needed for safety, to accommodate emergency vehicles, improve flow of traffic, and improve the regional transportation network on surrounding arterials.

- vi. The conditions will be consistent with General Plan Infrastructure Goals and Policies that require the following:
  - Provision of a balanced transportation system that allows the safe and efficient movement of people, goods, and services throughout the City;
  - Dedication of land for roadway or other public improvements by property owners at the time of new construction or substantial remodeling, as appropriate and warranted by the Project;
  - Upgrade of all major intersections and arterial streets to keep traffic moving efficiently;
  - Addition of traffic lanes and/or other traffic improvements for ingress to and egress from new developments along arterials, where necessary, for traffic and safety reasons;
  - Coordinate with the neighboring cities and regional and sub-regional agencies to widen and upgrade all major intersections and associated street segments within the City and adjacent jurisdictions to optimize traffic flows.

**3. *The proposed use will comply with the provisions of this title, including any specific condition required for the proposed use in the district in which it would be located; and***

- a. Existing and proposed improvements within the site are or will be developed in accordance with the purpose and standards of Zoning District in which it is located. A variety of retail, restaurant, office, and specialty uses exist and are proposed to continue. Parking and landscaping will be provided at a rate above that required by code.
- b. A variety of commercial uses will be allowed, but limitations and prohibitions will be placed on certain uses to ensure that the Project complies with the intent and purpose of the Code.

- c. The proposed Project and future improvements to the Shopping Center site will be consistent with each of the eleven Sepulveda Boulevard Development Guide development criteria as previously outlined in this document.
  - d. Conditions of approval as discussed above will ensure consistency with the provisions of the Code, and other guiding Policy documents.
- 4. *The proposed use will not adversely impact nor be adversely impacted by nearby properties. Potential impacts are related but not necessarily limited to: traffic, parking, noise, vibration, odors, resident security and personal safety, and aesthetics, or create demands exceeding the capacity of public services and facilities which cannot be mitigated.***
- a. The proposed Project will not result in adverse impacts as the Project description considers nearby properties by considering design features, site planning, layout of buildings, and parking structures in a manner which is sensitive to the surrounding uses.
  - b. The Project includes conditions of approval related to traffic, parking, noise, security, landscaping, lighting, signage, utilities, and other provisions to ensure that there will not be adverse impacts.
  - c. The Project will not be adversely impacted by nearby properties, as the surrounding land uses are commercial and residential and will not impact the site. The industrial land use, Chevron Refinery in the City of El Segundo to the northwest of the site is separated by two major arterial streets (Sepulveda Boulevard and Rosecrans Avenue) as well as a large landscaped berm. These features address any potential adverse impacts.
  - d. Proposed lighting will produce minimal off-site illumination onto nearby residential properties while still accomplishing the goals of enhancing security, pedestrian and vehicular path of travel, and parking space illumination. Residentially-zoned properties are located more than 250 feet to the south and east of the nearest proposed parking deck light source. Residences to the west of Sepulveda Boulevard are approximately 600 feet from existing or proposed lighting in the Project area. Lighting is also screened by mature vegetation, oblique orientation of buildings, light standards, LED fixtures with shielding and direct (not dispersed) lighting patterns, as well as screening by existing buildings. Buffering is also achieved by the difference in ground elevation relative to the nearest residential properties. Project lighting is consistent with the Coe standards with regulate lighting.

***Variance Findings***

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

***1. Because of special circumstances or conditions applicable to the subject property—including narrowness and hollowness or shape, exceptional topography, or the extraordinary or exceptional situations or conditions—strict application of the requirements of this title would result in peculiar and exceptional difficulties to, or exceptional and/or undue hardships upon, the owner of the property;***

- a. The Project site is developed as a regional Shopping Center that is unique in that it is the largest commercial retail building and site, with 44 acres, in the City of Manhattan Beach. The majority of the site is zoned Community Commercial due to its size, variety of uses and market area. This is the only site in the City of Manhattan Beach with this zoning. Because the site is so large there is a varying topography. Additionally, the northwest corner of 3.6 acres is separated by a deep culvert, a former railroad right-of-way, that creates significant topographic challenges.
- b. The large site and the exceptional topographic variety make it difficult to construct large commercial buildings, and to integrate the new buildings into the site where the existing buildings already have a Variance to exceed the height limit, without exceeding the height limits with the new construction. Additionally the Macy's expansion adds onto a building that exceeds the height limit and matches the height and floor plates of the existing two-story building.
- c. The historic hydrocarbon soil contamination on the site limits the ability to grade down significantly as well as significantly limits the ability to expand parking or commercial buildings below the ground.

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

- a. The granting of the variance to allow additional building height will not obstruct views from surrounding properties and is generally consistent with the height and massing of existing Shopping Center structures.
- b. The site is situated in an area of the City that is fully developed and relatively devoid of natural resources. Project improvements will be constructed to meet LEED silver standards, will include shade trees to increase energy efficiency, electric vehicle charging facilities and will provide water quality upgrades to protect natural resources.

- c. The proposed height variance would not be substantially detrimental to properties in the vicinity as they will not be impacted by aesthetics, shade/shadow, and visual impacts due to the Project design, site conditions, screening, landscaping, and architectural features. Additionally, the rolling topography of Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue streets alleviates adverse impacts generally seen with increase building heights.
- d. Some existing building heights extend to 42 feet, 20 feet higher than the 22 foot maximum height, as approved with the current Master Use Permit and Variance. Application of the 22-foot height restriction (due to a roof pitch of less than 4:12), and 30 feet in areas with structure parking, creates difficulties to balance the community's interest in a Shopping Center with the provision of ample parking, attractive architecture, improved circulation, and diverse land uses.
- e. The historic hydrocarbon soil contamination on the site limits the ability to grade down and significantly limits the ability to expand parking or commercial buildings below ground.
- f. The buildings over the height limit have relatively large setbacks from adjacent land uses, are adjacent to major arterial roadways, and will not create adverse light, shadow or massing impacts.
- g. Most of the new buildings that are 26 to 32 feet in height are setback more than 180 feet from Sepulveda Boulevard and there is a row of existing buildings between Sepulveda Boulevard and the new structures that exceed the height limit. The Macy's expansion at 42 feet in height, plus limited features up to 56 feet in height, is more than 500 feet from Sepulveda Boulevard. All new buildings are more than 900 feet from Marine Avenue. The Macy's parking structure at the Northeast corner is about the same height as the existing Medical building at 1220 Rosecrans, immediately adjacent to the east, is setback about 20 to 30 feet from Rosecrans Avenue and the frontage on Rosecrans Avenue is limited and consistent with surrounding the buildings mass, scale and height. The corner of Sepulveda Boulevard and Rosecrans Avenue is a major Gateway into the City of Manhattan Beach, and Rosecrans Avenue defines the border of the City of El Segundo and the City of Manhattan Beach on large arterial streets. A taller building design is needed at this corner to create an architectural statement and a City gateway entry.
- h. The proposed maximum height of 56 feet is limited to a few elevator overruns which have relatively small mass in comparison to the rest of the structure(s). The proposed buildings are 42 feet tall and a maximum of 44 feet tall with architectural features. The parking decks are approximately 26 feet plus up to 32 feet with architectural features. These maximum structure heights are similar to existing heights of 42 feet for the Macy's and main Mall buildings.
- i. The high quality of design will attract new tenants and maintain a diverse and quality mix of tenants. It is not reasonably feasible to accomplish the Project without

increasing the height envelopes of new development. Without these increases in the height envelopes, it is difficult to re-orient key parking, maintain or enhance vehicular, pedestrian and bicycle circulation, provide significant new landscaping, plaza areas, open space and upgrade the overall site. The additional height needed for the expansion Project is integral to the continuing improvement of the Shopping Center.

**3. *Granting the application is consistent with the purposes of this title and will not constitute a grant of special privilege inconsistent with limitations on other properties in the vicinity and in the same zoning district and area district.***

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

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

**GENERAL/PROCEDURAL**

1. ***Compliance.*** Use and development of the Shopping Center property shall be in substantial compliance with the MVSC Enhancement Project Entitlement Request: MUP/MSP/Sign Exception Amendment/Height Variance dated July 24, 2013 (“Approved Plans”) and the application material, and project descriptions set forth in the Master Land Use Application and the Final EIR submitted to and approved by the Planning Commission on July 24, 2013, subject to any conditions set forth within this Resolution. Any substantial deviation from the Approved Plans, application material, project descriptions set forth in the Master Land Use Application and the Final EIR, except as provided in this Resolution, shall require review by the Director of Community Development and a determination if Planning Commission review and an amendment to the Master Use Permit or other approvals are required.
2. ***Lapse of Approval.*** The Use Permit shall lapse four (4) years after its date of approval unless implemented or extended in accordance with Manhattan Beach Municipal Code (MBMC) Section 10.84.090.
3. ***Terms and Conditions are Perpetual.*** These terms and conditions shall be perpetual, and it is the intention of the Director of Community Development and the permittee to bind all future owners and possessors of the subject property to the terms and conditions. Further, the Applicant shall record the conditions of approval of this Resolution with the Office of the

County Clerk/Recorder of Los Angeles. The format of the recording instrument shall be reviewed and approved by the City Attorney.

4. **Review.** All provisions of the Master Use Permit and Variance are subject to review by the Community Development Department six months after occupancy and yearly thereafter. At any time in the future, the Planning Commission or City Council may review the Master Use Permit and Variance for the purposes of revocation or modification, subject to the provisions in Chapter 10.84.090 - Lapse of approval—Transferability—Discontinuance—Revocation of the Manhattan Beach Municipal Code.
5. **Interpretation.** Any questions of intent or interpretation of any condition will be resolved by the Planning Commission.
6. **Fish and Game.** Pursuant to Public Resources Code section 21089(b) and Fish and Game Code section 711.4(c), the project is not operative, vested or final until the required filing fees are paid.
7. **Effective Date.** Unless appealed to the City Council, the subject Use Permit, and Variance, shall become effective when all time limits for appeal as set forth in MBMC Section 10.100.030 have expired.
8. **Tenant Space Chart.** Upon submittal of any request for business license, or application for building permit, which involves the alteration or enlargement of any tenant space, or the introduction of any new business within an existing tenant space, the Applicant shall provide an up to date site-wide tenant space chart which includes all of the tenants and properties within the Shopping Center. The space chart shall include detailed area breakdowns. The required space chart shall be consistent in format and information provided with Exhibit A (Manhattan Village Shopping Center Leasable Area Tabulation- June 18, 2013) attached hereto. The space chart shall also include any outdoor dining areas. The information shall include tenant street addresses and suites, existing and proposed tenant, and evidence that the proposed alteration / tenant will provide adequate parking and loading as required by applicable parking standard.
9. **Legal.** Applicant shall defend, indemnify, and hold harmless the City, its elected officials, officers, employees, volunteers, agents, and those City agents serving as independent contractors in the role of City officials (collectively “Indemnitees”) from and against any claims, damages, actions, causes of actions, lawsuits, suits, proceedings, losses, judgments, costs, and expenses (including, without limitation, attorneys’ fees or court costs) in any manner arising out of or incident to this approval, related entitlements, or the City’s environmental review thereof. Applicant shall pay and satisfy any judgment, award or decree that may be rendered against City or the other Indemnitees in any such suit, action, or other legal proceeding. The City shall promptly notify the Applicant of any claim, action, or proceeding and the City shall reasonably cooperate in the defense. If the City fails to promptly notify the Applicant of any claim, action, or proceeding, or if the City fails to reasonably cooperate in the defense, the Applicant shall not thereafter be responsible to defend, indemnify, or hold harmless the City or the Indemnitees. The City shall have the

right to select counsel of its choice. Applicant shall reimburse the City, and the other Indemnitees, for any and all legal expenses and costs incurred by each of them in connection therewith or in enforcing the indemnity herein provided. Nothing in this Section shall be construed to require Applicant to indemnify Indemnitees for any Claim arising from the sole negligence or willful misconduct of the Indemnitees. In the event such a legal action is filed challenging the City's determinations herein or the issuance of the approval, the City shall estimate its expenses for the litigation. Applicant shall deposit said amount with the City or enter into an agreement with the City to pay such expenses as they become due.

## **AESTHETICS**

**10. Landscape/Hardscape/Lighting Sitewide Plan.** The Applicant shall submit a detailed Landscape/Hardscape/Lighting Plan, including a construction schedule, to the City Police, Fire, Public Works and Community Development Departments and the City Traffic Engineer for review and approval with the submittal of plans for Phase I that provides for the following:

- a. The Applicant shall provide and maintain consistent drought tolerant landscape, shade trees, hardscape, and lighting improvements throughout the Development Area, as well as certain areas of the entire Shopping Center property as required in these conditions. The improvements shall generally be consistent with the Approved Plans, application material, and project descriptions.
- b. Mature trees and other landscaping shall be provided near parking structures, particularly in the areas without buildings adjacent to the perimeter of the structures, to screen and soften the parking structures. Landscaping also shall be provided on the roofs of the structures. Landscaping shall be planted and maintained throughout the surface parking lots. A minimum of 1 tree per 10 parking spaces in a parking structure and 1 tree per 6 surface parking spaces within the Shopping Center property, minimum 24-inch box size, shall be provided.
- c. The Applicant agrees to provide and maintain consistent drought tolerant landscape, shade trees, hardscape, and lighting improvements throughout the Shopping Center property as improvements are made in those portions of the Shopping Center property outside of the Development Area, as detailed in the Landscape/Hardscape/Lighting Sitewide Plan.
- d. All new light fixtures on the top levels of parking structures shall be no taller than 15 feet, shall utilize LED fixtures, and include shields to reduce glare.
- e. As determined in the Police Security Plan, approximately one hour after all businesses on the Shopping Center have closed, the light fixtures on and in the parking lots and structures shall automatically be dimmed or lowered in intensity.
- f. The Applicant shall evaluate the feasibility of modifying or replacing other lighting fixtures on the Shopping Center property to reduce off-site illumination and be more energy efficient.



- g. Improvements shall be installed per the approved Landscape/Hardscape/Lighting Sitewide Plan, including the approved construction schedule, and improvements associated with the off-site linkages and on-site improvements outside of the Development Area as identified in the Final EIR shall be installed prior to the completion of Phase I, as determined to be feasible by the Community Development Director.

11. **Signage Site-wide Plan/Master Sign Program.** The signage is not a part of this approval with the exception of the provisions for the existing Fry's pole signs. The Project shall provide consistent signage improvements throughout the Shopping Center property.

- a. The Fry's pole sign adjacent to the Sepulveda Boulevard bridge shall be removed, or relocated if Fry's is still occupying the Northwest Corner, by the Applicant upon 90 days' notice from the City when determined necessary as part of the Sepulveda Bridge Widening and at the sole cost of the Applicant. The relocation location shall be within the Shopping Center property along the Northwest Corner fronting Sepulveda Boulevard. This Sepulveda Boulevard Fry's pole sign, as well as the two Fry's pole signs along Rosecrans Avenue, shall be removed when Fry's vacates the Northwest Corner
- b. All new interior and exterior signs at the Shopping Center shall be approved by the property owner or designated representative. All new signs at 3500 Sepulveda Boulevard and Macy's shall be subject to review and approval under the provisions set forth in the Code for consistency with the existing Master Sign Program based on application by their respective property owners or representatives.
- c. The Applicant shall submit a Sign Exception and Master Sign Program, including a construction schedule and an inventory of the existing tenant signs, for review and action to the Planning Commission prior to the submittal of plans for Phase I. The City will review and take action on the Sign Exception and Master Sign Program, and the applicant shall install and maintain the improvements per the approved Program.

12. **Construction Screening.** The Applicant shall provide construction screening of 6 feet or greater in height as reasonably determined necessary by the Community Development Director to screen the construction site from view. Graphics shall be provided on the screening to enhance the aesthetics of the Shopping Center property and provide Project information. The screening may potentially include announcements for new Shopping Center tenants if approved by the Director of Community Development through a Temporary Sign Permit application. The screening shall be maintained in good condition at all times. The Applicant shall submit plans for the screening to the Community Development Department, for review and approval, with the submittal of plans for each Phase. The City will review and approve the Plan, and the Applicant shall install the screening, per the approved Plan, prior to the initiation of construction for each applicable Phase.

**LAND USE**

**13. Phase I (Village Shops)** requires the following:

- a. The Village Shops building and the North and South parking structures may be constructed in substantial compliance with the Approved Plans. The North parking structure shall be designed to reduce the mass and visual impact of the appearance of the three level parking structure on the west side, adjacent to the 3500 Sepulveda Boulevard building. The revision shall consider providing commercial buildings on the west side, mature tall landscaping, architectural features, stepping the levels of the structure, or other design solutions as determined by the Director of Community Development to minimize the visual impact and provide compatibility with other structures on the site. The revisions do not need to reduce the number of parking spaces in Phase I.
- b. All conditions within this Resolution that require submittals with Phase I shall be submitted.
- c. The Applicant shall provide a U-turn, traffic circle, or other connection at the Rosecrans Avenue entrance in the lower level parking lot with a minimum turning radius of 30 feet, to internally connect both drive aisles.
- d. Further separate Planning Preliminary Plan Check Review, as defined in Condition No. 17.

**14. Phase II (Northeast corner)** requires the following:

- a. Macy's consolidates their store to the north end of the Main Mall, expanding its Macy's Fashion store by as much as 60,000 square feet, and another tenant or tenants, occupy the space currently occupied by Macy's Men's at the south end of the Main Mall in substantial compliance with the Approved Plans.
- b. All conditions within this Resolution that require submittals with Phase II shall be submitted.
- c. Existing utilities that are impacted by the construction shall be rerouted to be within the private streets on site or other locations approved by the Public Works Department and any other responsible agencies.
- d. The Site Plan Review applications for the design of Phase III-Northwest corner, including a construction schedule, shall be submitted to the City prior to Fry's vacating their current Northwest corner location, or the end of 2016, whichever comes first, and the City shall take action on the applications in a timely manner.

- e. The vehicular access ramp between the Medical Building at 1200 Rosecrans Avenue and new parking structure shall be redesigned to accommodate two-way traffic to connect the lower level parking lot to the main Shopping Center level surface parking.
  - f. Further separate Planning staff Preliminary Plan Check Review as defined in Condition No. 17.
15. **Phase III (Northwest corner).** Phase III is conceptually approved, but it is subject to future Site Plan Review, through a Planning Commission public hearing process. The Site Plan Review shall include, but not be limited to, site and detail plans, aerials, perspectives, sections, elevations, layout and design of the buildings, parking, open spaces, Shopping Center site parking and circulation integration and connectivity, and other site design aspects. An above ground parking structure shall not be included on the portion of the Northwest corner immediately adjacent to the corner of Rosecrans Avenue and Sepulveda Boulevard., An above ground parking structure may be located elsewhere on the Northwest corner. The architectural design and features of the buildings and other improvements at the corner of Rosecrans Avenue and Sepulveda Boulevard shall highlight and enhance this major entryway and key corner in the City of Manhattan Beach.
16. **Development Area Envelopes and Maximum Heights.** The Development Area Envelopes and Maximum Heights as shown in the Final EIR and the Approved Plans are approved in concept, subject to the project conditions. Planning Staff review is required for the site improvement details through the Preliminary Plan Check Review process.
17. **Preliminary Plan Check Review.** The Applicant shall submit to the City Planning staff for Preliminary Plan Check Review of architectural plans, to show that the Project is consistent with the architecture, quality and concept plans in the Approved Plans. The architectural plans shall include, but not be limited to, plans, material boards, color samples, renderings, and other visual displays to provide the following:
- a. Building and parking site plan-layout within the Development Area Envelopes.
  - b. Facades/elevations design motifs.
  - c. Colors, textures, and materials as concept design.
  - d. Landscaping, lighting, signage, and common area treatments as concept design.
  - f. Streetscape and common-outdoor plaza areas design- pavement treatment, sidewalks, pedestrian crosswalks, street/courtyard furniture, as concept design.
18. **Land Uses and Square Footages.** The following land uses and maximum square footages are approved for the entire Shopping Center property. The existing Shopping Center contains approximately 572,837 square feet gross leasable area (GLA). The project may add a maximum of 123,672 net new square feet GLA (133,389 square feet with the Equivalency

Program) within the Development Area. The Shopping Center property may not exceed 696,509 square feet GLA (706,226 with the Equivalency Program).

For any proposed square footage that exceeds 696,509 square feet, up to the 706,226 square foot cap, the Applicant shall submit traffic and parking data for review by the Community Development Department and the City Traffic Engineer to determine if the proposal is consistent with the trip generation and parking thresholds established in the Certified Final EIR and the Equivalency Program. The study shall include an update of the sitewide list of tenants in Exhibit "A", uses and GLA, and the Applicant shall pay the cost of the City Traffic Engineers review.

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

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

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

- a. Personal Improvement Services (Gyms, Dance studios, Trade schools, etc).
- b. High traffic generating or parking demand land uses, including but not limited to, liquor stores and convenience stores as determined by the Director of Community Development.
- c. Commercial Recreation and Entertainment (Indoor Movie Theaters, bowling alleys, ice skating, etc.).
- d. Bars

19. **Fry's future tenant.** Any new tenant proposed to occupy the building on the Fry's 3600 Sepulveda Boulevard site shall require Planning Commission review and approval. Criteria and potential impacts to consider include but are not limited to, traffic, parking, access, land use compatibility including architectural entryway enhancement, length of tenancy, security/crime, noise, light, hazards, vibrations, odors, aesthetics, and demand on public services.
20. **Alcohol Off-site Sales.** The sale of alcohol other than for on-site consumption at an eating and drinking establishment shall require an amendment to the Master Use Permit at a duly noticed public hearing, unless otherwise permitted in this Resolution. Tenants with existing ABC licenses and City approval for off-site alcohol sales – i.e., Ralphs, CVS, and the Wine Shoppe – may continue to sell alcohol for off-site consumption in accordance with their approvals.
21. **Restaurant Drive-Through.** There shall be no Restaurant drive-through service allowed in conjunction with any existing or proposed Eating and Drinking Establishment.
22. **Restaurant Hours.** Restaurant uses, including the service of alcoholic beverages, shall limit their hours of operation to be open a maximum of 6:00 a.m. to 2:00 a.m., seven days a week.
23. **Restaurant Alcohol.** Any restaurant may provide full alcohol service, which is incidental to, and in conjunction with, the service of food provided that such use does not include a retail bar, to a maximum area of 89,000 square feet site-wide as set forth in Condition No. 18. This approval shall operate within all applicable State, County and City regulations governing the sale of alcohol. Any violation of the regulations of the Department of Alcohol and Beverage Control as they pertain to the subject location, or of the City of Manhattan Beach, as they relate to the sale of alcohol, may result in the revocation and/or modification of the subject Master Use Permit.
24. **Entertainment.** Any entertainment proposed (with the exception of background music, television and no more than 3 games or amusements) shall be required to obtain a Class I Entertainment Permit consistent with the provision of Section 4.20.050 of the Manhattan Beach Municipal Code.
25. **Landscape Maintenance.** Landscaping and maintenance activities (including, but not limited to, parking lot cleaning, grounds-keeping and outdoor equipment and shopping cart cleaning) shall occur in accordance with a Landscape Maintenance Plan ("The Maintenance Plan") approved by the Director of Community Development. The Maintenance Plan shall establish permitted hours of operation for specific maintenance activities and areas of the shopping center, based on compatibility with nearby land uses, both on and adjacent to the center. All landscaping materials shall be maintained to the satisfaction of the Director of Community Development.

**NOISE**

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

**FIRE**

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

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

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

## **POLICE**

29. **Police Holding Office.** The Project shall lease at no rent to the City a separate and secure Police “holding” office within the main, enclosed Mall approximately 100-150 square feet in area. The location of the office is subject to Police Department review and approval but it must have access from the interior of the Mall during Mall operating hours, such as from a corridor, and exterior access is not required. This will be separate from the Mall Security staff office. The intent and use of this area will be for the exclusive use of the Police Department to have a safe, secure, convenient, comfortable and private area for interviewing and consulting with victims, witnesses, and others with security issues and concerns. The area will provide for storage of Security and Safety Educational material for Police use. The Applicant shall submit a Police Holding Office Plan to the City Police and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Police Holding Office Plan, and the Applicant shall install the improvements, which shall include drywall, paint, and electrical utilities, but shall not include plumbing, per the approved plan prior to the issuance of the first building final for Phase I. If the City Police Department determines it no longer needs the “holding” office, or its use ceases, the lease shall terminate.
30. **Security Cameras.** The Project shall provide security cameras throughout the parking structures and surface parking lots within the entire Shopping Center property to the reasonable satisfaction of the Police Department. A Security Camera Plan as part of the Security Plan for the installation of the cameras that considers construction Phasing on the Shopping Center property shall be provided. Cameras shall be placed at parking structure

entrances, exits, stairwells, elevators, and distributed throughout the parking areas pursuant to a plan to be provided by the Applicant's security consultant. Cameras shall be located so that license plate numbers are readable. Some cameras shall be capable of being relocated as needed to monitor Special Events. Cameras are not required to be manned, and a holding period for archival of recordings shall be agreed upon. The Applicant shall submit the Security Camera Plan as part of the Security Plan to the City Police and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Plan, and the Applicant shall install the improvements per the approved Plans.

31. **Police Special Event/Security and Cedar Way Plan.** The Applicant shall provide a Holiday/Sales-Special Events/Peak Customer Security, Traffic and Parking Control Plan as part of the overall Security Plan. The Plan shall include a provision for reimbursement of Police services when additional services are requested by the Applicant. The Plan shall include an update and amendment to the existing Vehicle Code and Parking Enforcement Agreement (June 1, 1987) between the City and the Mall to ensure adequate enforcement mechanisms are in place. The Plan shall provide for the Applicant to install repeaters or other devices in the parking structure if it is determined that they are necessary for cell phone and emergency communication needs. The Plan shall also provide for the possibility of closing Cedar Way during Special Events. The Applicant shall submit the Plan to the City Police, Fire and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Plan, and the Applicant shall implement the provisions as detailed in the approved Plan.

**Periodic Review of Cedar Way.** The City may request a periodic review of the operations of Cedar Way to determine if the core area should be closed to vehicular traffic and limited to pedestrians, bikes and emergency vehicle access only.

32. **Package Check.** The Project shall provide a central package check service for customer use for purchases within the Mall. The Plan for the secure location and operation of the service shall be subject to the City Police Department review and comments and the Community Development Department review and approval. The intent of this condition is for security and convenience in a central location near the valet and loading/unloading area, or other central location, so packages can be held and then loaded directly into the customers' vehicle. The applicant shall submit Plans to the City Police and Community Development Departments with the submittal of plans for Phase I. The City will review and comment/approve the Plan, and the applicant shall install the improvements per the approved Plan prior to the issuance of the first building final for Phase I.

### **TRANSPORTATION, CIRCULATION AND PARKING**

33. **Veterans Parkway Linkage Plan.** The Applicant shall submit a Veterans Parkway Linkage Plan as depicted in the Approved Plans to provide bicycle and pedestrian paths under the Sepulveda bridge and onto the Shopping Center property that link the Shopping Center property and Veterans Parkway. The Veterans Parkway Linkage Plan shall include lighting, signage, and other improvements to enhance the aesthetics, usability and security of the area, to create an inviting entry and secure environment, and to connect the site. The Veterans



Parkway Linkage Plan shall consider the construction of the improvements on the Shopping Center property and the Sepulveda Bridge widening project. The Applicant shall submit the Plan to the City Police, Fire, Public Works and Community Development Departments, the City Traffic Engineer, and if necessary Caltrans, with the submittal of plans for Phase I. The City, and any other agency with jurisdiction, will review and approve the Plan, and the Applicant shall install the improvements per the approved Plan. The City shall maintain the public portions, and the Mall shall maintain the private portions.

34. **Bicycle and Pedestrian Plan.** The Applicant shall submit a Bicycle and Pedestrian Plan to provide bicycle and pedestrian improvements throughout the Shopping Center property as depicted in the Approved Plans, including the perimeter of the property, with interconnected walkway and bicycle networks and linkages to off-site improvements and transit (including pavement treatment, raised intersections, improved pedestrian crossings, bike parking, and arrows). Crosswalks with activated flashing beacons on key uncontrolled crossings on Carlotta Way, such as at Carlotta Way in the vicinity of the 3500 Sepulveda Boulevard building, shall be provided. A dedicated separate bikeway under the Sepulveda bridge, through the Shopping Center Property, and connecting to Village Drive shall be provided. The bikeway in the lower level parking lot shall connect from under the Sepulveda Bridge and up to the Fry's site, but it does not need to continue and connect to Rosecrans Avenue. A separate pedestrian pathway shall link the entire length of the lower level parking lot (Sepulveda Bridge to Rosecrans Avenue). The bike path on Cedar Way shall extend south from Rosecrans Avenue to Village Circle; a sharrow shall be provided from Village Circle to Marine Avenue. The bike network shall connect on and off site and to the bike racks/lockers/facilities, with racks distributed in key locations. The Plan shall include an active "Walk to the Mall" program to encourage non-motorized access to the Shopping Center. The Plan shall include a component of working and partnering with groups that promote walking and alternative forms of transportation. The improvements shall generally be consistent with the Approved Plans, although the pavement treatments shall be provided throughout Cedar Way from Macy's Fashion store to Ralph's. Additional improvements shall be provided at the Ralph's/CVS building at the south end of the Shopping Center to enhance pedestrian accessibility and safety from the parking lot to the buildings. All access shall meet ADA requirements.

Improvements shall be installed per the approved plans with each Phase, except that the off-site linkages and on-site improvements outside of the Development Area as identified in the Approved Plans shall be installed prior to the completion of Phase I, as determined to be feasible by the Community Development Director.

The Applicant shall submit the Plan to the City Police, Fire, Public Works and Community Development Departments and the City Traffic Engineer with the submittal of plans for Phase I. The Plan shall include a phasing plan for construction of the improvements that considers construction Phasing on the property, as well as the Sepulveda Bridge widening project. The City will review and approve the Plan, and the Applicant shall install the improvements, and the Applicant shall maintain the improvements, except for those located on public land such as the extension of Veteran's Parkway under the Sepulveda Bridge as set forth in Condition 33, which shall be maintained by the City, per the approved Plan.

35. **Pedestrian Off-site Linkage Plan.** The Applicant shall provide improvements to the City leased parking lot to encourage and enhance use of the parking lot for employees and customers. Such improvements shall include and be limited to: wayfinding signage and lighting on the staircase serving the City leased parking lot; wayfinding signage and lighting on the staircase between the Village homes and the Shopping Center site; wayfinding signage from the Senior Housing; and maintenance of landscaping on the slope. The Applicant shall submit a Pedestrian Off-site Linkage Plan to the City Police, Fire, Public Works and Community Development Departments and the City Traffic Engineer with the submittal of plans for Phase I. The City will review and approve the Plan, and the Applicant shall install the improvements per the approved plan prior to the issuance of the first building final for Phase I.
36. **Employee Parking Management Program.** The Project shall provide an Employee Parking Management Program to encourage remote parking, parking in the lower level parking lot, off-site parking, walking, biking, transit use, carpooling and other forms of alternative and non-motorized transportation, and incentives to reduce employee parking. Street or other public parking, other than the leased City parking lot off of Village Drive, shall not be used for employee parking. The Program shall actively promote reducing employee parking, shall prohibit parking in structures and certain surface lots during the peak parking season, and shall include active enforcement by Shopping Center personnel. The Program shall be submitted to the Community Development Department and the City Traffic Engineer for review and approval with the submittal of plans for Phase I and annual reporting shall be provided. The City will review and approve the Program, and the Applicant shall implement the Program and install any required improvements per the approved Program prior to the issuance of the first building final for Phase I. The City may request periodic review and adjustment of the Employment Parking Management Program, in cooperation with the Applicant, if needed to ensure the goals of this condition and the Program are being met.
37. **Valet Parking Management Plan.** The Applicant shall provide a Valet Parking Management Plan to designate valet parking areas, circulation, hours, days, rates, validations, operations, terms, remote drop-off/pick-up location, signage, passenger drop-off and pick-up, implementation schedule, etc. The Plan shall be submitted to the Community Development Department and the City Traffic Engineer for review and approval with the submittal of plans for Phase I. The City will review and approve the Plan and the applicant shall implement the Plan during Phase I, in accordance with the approved implementation schedule in the Plan.
38. **Electric Vehicle (EV) Charging.** The Applicant shall install and maintain for public use EV parking/charging stations within the parking structures and/or parking lots at a ratio of a minimum of 1 percent of the total on-site parking spaces. Electrical conduit to support additional charging stations (resulting in a supply of charging stations of up to 3 percent of the total on-site parking spaces) will be installed throughout the Shopping Center site as is deemed appropriate during initial construction for future conversion should charging station usage demonstrate a 75 percent utilization rate during a 12 month period. The stations shall provide a Level 2 charging capacity (208-240 volts), may charge prevailing rates for the purchase of the energy, and the parking spaces will be designated for the exclusive use of EV charging. The Applicant shall submit plans to the Community Development Department with

the submittal of plans for each parking structure. The City will review and approve the Plan, and the Applicant shall install the improvements per the approved Plan with each parking structure.

39. **Sepulveda Boulevard.** The retention, modification, relocation and/or removal of the existing Fry's driveway off Sepulveda Boulevard that accesses the Northwest Corner parcel is subject to review and approval of Caltrans and the City Public Works, Fire, Police and Community Development Departments.

The Applicant shall reimburse the City the \$12,455 cost of the Caltrans required Traffic Stimulation Study that evaluated the impact of the Fry's driveway to the traffic flow on Sepulveda Boulevard.

The retention, modification and/or relocation of the existing Fry's driveway off Sepulveda Boulevard that accesses the Northwest Corner may be phased as follows: (a) Through the end of 2016, or when Fry's vacates the site, whichever comes first, the existing driveway condition (entry and exit, right in and out) may remain; (b) At the end of 2016, or when Fry's vacates the site, whichever comes first, the driveway must be reconfigured/relocated to be entry, right-in only; (c) At the end of 2016, if Fry's continues to occupy the site or if at any time another tenant occupies the existing site, the Sepulveda driveway must be reconfigured/relocated to be entry, right-in only; (d) If at any time the site is vacant the driveway shall be barricaded from use or removed; (e) If at any time the site is vacant for 12 months the driveway shall be removed. If the driveway is removed then the curb, gutter, sidewalk and any other required improvements shall be installed by the Applicant as soon as possible, as determined by the City, unless building plans for Phase III have been approved; and (f) If the driveway is removed any future driveway for Phase III- Northwest Corner development shall be entry right-in only. Prior to December 31, 2016, plans for the driveway modifications or removal/relocation and related improvements shall be submitted to the City and Caltrans and shall include a schedule for completion of the improvement. The driveway modifications or removal/relocation and related improvements shall be completed by the Applicant per the approved Plan.

The Applicant shall also be required to dedicate land or submit and record an irrevocable offer to dedicate (IOD) land, and construct, or fund the construction of, any required improvements related solely to the driveway on Sepulveda Boulevard, subject to the City of Manhattan Beach Public Works and Caltrans approval. The required lane width, sidewalk, driveway access design, disabled accessibility, acceleration/deceleration lane, and other improvement details shall be subject to City of Manhattan Beach Public Works and Community Development Departments and Caltrans approval. The Applicant, City, and Caltrans shall coordinate improvements related to the Sepulveda Boulevard driveway with the Sepulveda Bridge widening project. The schedule for the dedication or IOD and related improvements shall be included with the Plans for the driveway modifications or removal/relocation. The City shall submit the Sepulveda Boulevard bridge widening plans to Applicant 120 days prior to the City's need for the dedication or IOD.

The Applicant shall also submit a dedication, or irrevocable offer to dedicate (IOD), required for Sepulveda bridge widening, subject to the City of Manhattan Beach Public Works and Community Development Departments and Caltrans review and approval.

The Applicant shall provide a temporary, construction easement for the temporary construction staging area associated with the Sepulveda bridge widening project, subject to the City of Manhattan Beach Public Works and Community Development Departments and Caltrans review and approval. The temporary construction staging area shall be located in the lower level parking lot immediately adjacent to the northeast of the bridge for bridge construction, and access from the staging area shall be provided through the lower level parking lot to Rosecrans Avenue.

The IODs shall be submitted prior to the submittal of plans for Phase I and the easements shall be submitted 6 months prior to the beginning of the Sepulveda Bridge widening project. The City and Caltrans, if required, will review and approve the dedication and easements, and the Applicant shall implement the provisions as detailed in the approval.

40. **Rosecrans Avenue.** The Applicant shall provide an irrevocable offer to dedicate (IOD), for a new acceleration/deceleration lane and improved sidewalk on the south side of Rosecrans Avenue, beginning a minimum of 165 feet west of the future westernmost (Fry's) driveway to the easternmost driveway off of Rosecrans Avenue prior to issuance of permits for Phase I. The IOD shall provide for a 12 foot curb lane width and 8 foot sidewalk; however, the sidewalk shall be continuous from Sepulveda Boulevard to Village Drive. The Applicant shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, for the eastern portion serving as a turn lane into the lower level parking driveway with the submittal of plans for Phase 1. The Applicant shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, for the portion adjacent to the westernmost (Fry's) driveway and for the easternmost driveway portion not already constructed with the submittal of plans for Phase III, or when Fry's vacates the site, whichever comes first. The City will review and approve the Plan, and the Applicant shall dedicate the property and construct the improvements, or cause the improvements to be constructed, per the approved plans with the construction of Phase I for the eastern portion serving as a turn lane into the lower level parking driveway, and with the construction of Phase III for the portion adjacent to the westernmost (Fry's) driveway.

41. **Rosecrans Avenue Median.** The existing median break and left-turn pocket from westbound Rosecrans Avenue, southbound into the existing Fry's driveway that accesses the Northwest Corner parcel, shall be closed and restored/reconstructed as a median when Fry's vacates the site. The existing median break and left-turn pocket from eastbound Rosecrans Avenue, northbound into an existing curb-cut and driveway apron on the north side of Rosecrans Avenue shall also be closed and restored/reconstructed when Fry's vacates the site. If the developer of The Point at El Segundo submits plans for the Rosecrans Avenue median prior to Fry's vacating the site, the City will work cooperatively with the Applicant, the City of El Segundo, and The Point developer to support the continuation of the median break into Fry's

driveway (westbound Rosecrans Avenue, southbound into the Fry's driveway) while Fry's occupies the site. If the developer of The Point at El Segundo has not submitted plans for the Rosecrans Avenue median work when Fry's vacates the site, the Applicant shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, as well as the City of El Segundo if any of the improvements are located within that City, for review and approval, when Fry's vacates the site and shall include a schedule for the completion of the improvements. The City will review and approve the Plan, and the Applicant shall construct the improvements, or cause the improvements to be constructed, per the approved Plans.

42. **Rosecrans Avenue Left-turns.** On Rosecrans Avenue, no left turns are allowed out of any driveways from the project site to westbound Rosecrans Avenue. The applicant shall submit plans for signage and/or other improvements to the Public Works, Police, Fire and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. Any portions of the improvements within another jurisdiction shall also require a permit from that jurisdiction. The City will review and approve the Plan, and the applicant shall install the improvements per the approved plans when Fry's vacates the site.
  
43. **Sepulveda Boulevard and Rosecrans Avenue Corner.** The Applicant shall provide an irrevocable offer to dedicate (IOD) at the southeast corner of Sepulveda Boulevard and Rosecrans Avenue for future road and sidewalk widening with an 8 foot sidewalk width, corner improvements, including a 40 foot diagonal corner cut off measured from the back of the new sidewalks, ADA access, traffic signal and utility modifications and other improvements as needed to transition and tie together the Sepulveda Boulevard and Rosecrans Avenue improvements, and upgrade the area to current standards for pedestrian access, upon completion of the Sepulveda Bridge Widening, or the submittal of plans for Phase III, whichever comes first. The Applicant shall submit concept plans for the improvements to the Public Works, Fire, Police and Community Development Departments, the City Traffic Engineer, and Caltrans for review and approval, with the submittal of the IOD, and shall include a schedule for the completion of the improvements. The schedule for completion of the improvements shall be coordinated with the Sepulveda Boulevard (Fry's) driveway, the Rosecrans Avenue improvements, and other applicable improvements in the area including construction of Phase III. The City will review and approve the Plan and schedule, and the Applicant shall dedicate the property and construct the improvements per the approved Plan. Any improvements along Sepulveda Boulevard or at the corner of Sepulveda Boulevard and Rosecrans Avenue shall consider the Applicant's desire to provide a right-in only turn from Sepulveda Boulevard into the Northwest Corner of the Shopping Center Property.
  
44. **Village Drive at Rosecrans Avenue.** The Applicant shall provide an irrevocable offer to dedicate (IOD) at the southwest corner of Rosecrans Avenue and Village Drive to accommodate improvements for future dual-left turn lanes and improved truck-turning radii from westbound Rosecrans Avenue to southbound Village Drive provided that the dedication and improvements will not impact the structural integrity or conformance with applicable Codes of the Medical Building at 1200 Rosecrans Avenue. The IOD and a concept plan for

the improvements shall be submitted to the Public Works and Community Development Departments, and the City Traffic Engineer, prior to the first building final for Phase I, and shall include a schedule for the completion of the improvements. The schedule for completion of the improvements shall be coordinated with other planned improvements for the area, including additional improvements at the intersection of Rosecrans Avenue and Village Drive anticipated to be completed by the developer of The Point at El Segundo. The City will review and approve the Plan, and the Applicant shall dedicate the property and construct the improvements during construction of Phase II and/or as otherwise provided in the approved Plan.

45. **Village Drive at Rosecrans Avenue (future).** The Applicant shall provide an irrevocable offer to dedicate (IOD) to provide for future road and sidewalk widening including a minimum of a six foot dedication on Village, a 40 foot diagonal corner cut off, and a 12 foot dedication on Rosecrans Avenue, to accommodate a wider (6 foot to 8 foot) sidewalk, landscaping, disabled access ramps, traffic signal and utility modifications and other improvements on Village Drive and Rosecrans Avenue, as determined feasible from Traffic Engineering standards prior to the first building final for Phase I This dedication would accommodate a total of two lanes Northbound and two lanes Southbound on Village Drive and the required corner transition improvements at Rosecrans Avenue and Village Drive if the Medical Building at 1200 Rosecrans Avenue is no longer at the Shopping Center property. If the Medical Building at 1200 Rosecrans Avenue is no longer at the Shopping Center property and the City determines to construct these improvements, the Applicant shall dedicate the property and shall provide a fair-share contribution to fund the construction of the improvements.
46. **Irrevocable Offer to Dedicate (IOD).** All IODs shall be recorded with the Los Angeles County Recorder's office. All IODs shall have a project description and include a metes and bounds legal description, prepared by the Applicant. All IODs shall be submitted to the City for review and approval and shall be recorded when required by the City as set forth in the applicable Condition. The dedication of property included in an IOD shall only include the property required to construct the improvements per the applicable Plan.
47. **Rosecrans Avenue U-turn at Village Drive.** The City and the Applicant will work cooperatively to secure a "U-Turn" movement from eastbound Rosecrans Avenue at Village Drive if the intersection is fully signalized, and if the U-turn can be designed to Traffic Engineering standards, all safety criteria is met, and traffic flow is not significantly impacted. The Applicant is not required to install these improvements; however, if the Applicant seeks to install these improvements, the Applicant shall submit plans for the improvements to the Public Works, Police, Fire and Community Development Departments and the City Traffic Engineer, for review and approval. Any portions of the improvements within another jurisdiction shall also require a permit from that jurisdiction. The City will review and approve the plan, and the Applicant shall install the improvements per the approved plans.
48. **Marine Avenue-Cedar Way.** The existing driveway access at Marine Avenue and Cedar Way shall be improved to provide one or two inbound lane and three outbound lanes, and shall be designed to accommodate emergency vehicle access. The widening shall include all

related public and private improvements, and dedication of land if necessary, to accommodate the improvements. The Applicant shall submit plans for the improvements to the Public Works, Fire, Police, and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. The City will review and approve the Plan, and the Applicant shall construct the improvements per the approved plans prior to the issuance of a certificate of occupancy for Phase I.

49. **Construction Traffic and Parking Management Plans.** The required Construction Parking Management Plan shall be implemented during all construction activity. The required Construction Traffic Management Plan shall address, but not be limited to the following; the management of all construction traffic during all phases of construction, including delivery of materials and parking of construction related vehicles; driver-less vehicles blocking neighbors' driveways without written authorization; the overnight storage of materials in the roadway; and limiting the hours of construction deliveries on weekend mornings where such activities including driving, parking and loading/unloading in areas adjacent to residential uses. The Applicant shall submit the Plans, and an implementation schedule to the Public Works, Fire, Police, and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. The City will review and approve the Plans, and the Applicant shall implement the Plans in accordance with the approved schedule.
50. **Traffic, Circulation, and Parking Plan.** A Traffic, Circulation, and Parking Plan for all parking and roadway striping, signage, pavement treatment (including sharrow markings), pedestrian and bike access shall be provided throughout the Shopping Center property as depicted on the Approved Plans. The Plan shall include but not be limited to the following:
- a. No compact parking spaces shall be allowed unless approved by the Director of Community Development in limited situations when there are no other design options and the compact spaces will maximize use of the parking structure or lot.
  - b. Disabled access parking spaces that exceed the minimum number of required spaces, evenly distributed throughout the site at convenient locations.
  - c. Parking structures shall have a minimum of two vehicle entry-exit points and three if over 600 spaces, and shall provide parking occupancy systems with permanent electronic displays in proximity to parking structure entrances showing unoccupied spaces on each level.
  - d. Parking shall be provided at a minimum ratio of 4.1 spaces per 1,000 square feet of gross leasable floor area (GLA).
  - e. Parking shall not be reserved for any particular user, except for disabled parking spaces, EV charging stations, as designated in the approved Employee Parking Management Plan, including in instances where designated parking is required in a tenant's lease, and any Valet Parking Plans.

- f. Passenger loading zones shall be provided near the Village Shops.
- h. At a minimum, the central core portion of Cedar Way (between buildings “E” and “F” and the main Mall building) shall be constructed with decorative pavement. Curbs, landscaping, bollards or other architectural or hardscaping improvements shall be used to prevent vehicles from driving onto pedestrian only walkways. Stopping, parking and loading shall be prohibited in the decorative pavement area, but accessed by vehicles through the decorative pavement area shall be permitted.
- i. Separate pedestrian walkways shall be provided to all parking structures.
- j. Truck loading spaces shall be provided close to all buildings.
- k. The Applicant shall provide a U-turn, traffic circle or other connection at the Rosecrans Avenue entrance in the lower level parking lot with a minimum turning radius of 30 feet to internally connect both drive aisles.
- l. Northbound left-turn pockets shall be provided on Carlotta Way at 27<sup>th</sup> and 30<sup>th</sup> Street entry points. A two-way internal drive aisle will be provided at 30<sup>th</sup> street between Carlotta Way and Cedar Way. No dead-end aisles may be permitted.
- m. Cedar Way, Carlotta Way and Fashion Boulevard shall provide a minimum 25 foot width for adequate vehicle circulation and turning movements. Roadways with separate bike lanes (not sharrows) shall provide a minimum 30 foot roadway width.
- n. Fashion Boulevard at Carlotta Way, shall be designed to line up east to west and not be off-set.

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

51. **Transit Plan.** The Applicant shall submit a Transit Plan to provide a transit route through the Shopping Center property between Rosecrans Avenue and Village Drive via Fashion Boulevard with the plans for Phase II. The plans for Phases II and III shall be consistent with the Transit Plan. The Applicant shall coordinate with transit providers and the City to provide a transit route through the Shopping Center including cooperating on grant applications and the design and implementation of improvements within the Shopping Center property to accommodate the transit route. If a transit provider seeks to route through the Shopping Center, the Applicant shall make the necessary improvements within the Shopping Center site to accommodate transit through turning radius, clearance, transit stops, shelters, linkages, signage, and similar improvements. Public transit improvements, as detailed above, shall be installed on the property, and on adjacent public property if feasible, providing connectivity



on and off-site with transit, pedestrians and bikes. If a transit provider desires to route through the Shopping Center, the Applicant shall construct the improvements, or cause the improvements to be constructed, per the approved Plan.

### **WASTEWATER /UTILITIES**

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

### **SPECIAL CONDITIONS FROM PRIOR APPROVALS-3500 SEPULVEDA**

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

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

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

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

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

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

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

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

I hereby certify that the foregoing is a full, true, and correct copy of the Resolution as adopted by the Planning Commission at its regular meeting of July 24, 2013 and that said Resolution was adopted by the following vote:

**AYES:**  
**NOES:**  
**ABSTAIN:**  
**ABSENT:**

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**Richard Thompson,**  
Secretary to the Planning Commission

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**Rosemary Lackow**  
Recording Secretary

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Manhattan Village Shopping Center

Leaseable Area Tabulation

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

**Balance of Restaurant SF:**

1. Liquor serve SF cap:	68,000	
Rest's serving liquor, W & B	56,142	
Liquor serve SF balance:	11,858	
Capped balance, if less=	11,090	
2. Current Non-LW&B max sf	18,858	11,090
Not serving liquor W&B current	7,768	
Non-LW&B avail SF balance:	11,090	

*1st come  
1st use  
up to:*

**Restaurants Tally**

Restaurants serving liquor	L	52,452
Restaurants serving only beer&wine	B	3,690
Restaurants not serving L, W&B	R	7,768
<b>Restaurant SF:</b>		<b>63,910</b>
of which, Active OUTDOOR Dining SF =	D	5,231
Total Rest SF Cap:		<b>75,000</b>
Restaurant SF Utilized:		63,910
<b>Restaurant SF balance:</b>		<b>11,090</b>

rev: May-13

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**SUGGESTED SIGN PROGRAM FINDINGS AND CONDITIONS  
IF SIGN EXCEPTION AND MASTER SIGN PROGRAM IS APPROVED  
JULY 24, 2013**

***DRAFT FINDINGS***

***Sign Exception Findings***

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

***1. The proposed sign exception would not be detrimental to, nor adversely impact, the neighborhood or district in which the property is located. Potential impacts may include, but are not limited to, design;***

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

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

**SUGGESTED SIGN PROGRAM FINDINGS AND CONDITIONS  
IF SIGN EXCEPTION AND MASTER SIGN PROGRAM IS APPROVED  
JULY 24, 2013**

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

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

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



**SUGGESTED SIGN PROGRAM FINDINGS AND CONDITIONS  
IF SIGN EXCEPTION AND MASTER SIGN PROGRAM IS APPROVED  
JULY 24, 2013**

**DRAFT CONDITION**

**11. Signage Site-wide Plan/Master Sign Program.** The Project shall provide consistent signage improvements throughout the Shopping Center property. The total square footage of signage for the Shopping Center property shall not exceed 9,500 square feet as defined by the Code. The sign improvements shall generally be consistent with the Master Sign Program and the project description with the following revisions:

- a. Signs shall be compatible with their related buildings and not be crowded within their locations or backgrounds. Harsh plastic or illuminated backgrounds shall be avoided, and low profile monument signs are encouraged.
- b. Roof signs are prohibited.
- c. All signage on parking structures shall be accessory to the structure through the design, color, location, size and lighting; while the parking structure architecture shall dominate. Any tenant signage on a parking structure shall have a locational relationship and proximity between the parking structure and the tenant. Signage near the top of parking structures is discouraged, but can be approved by the Director of Community Development through the Master Sign Program if it is compatible with the architectural design of the subject structure on which the signage is proposed, as well as consistent with the intent and criteria of the Sign Code and Master Sign Program.
- d. In conjunction with the Planning Commission public hearing process for Phase III, the Applicant shall include with the Site Plan Review a plan for the City Gateway identification signage at the corner of Rosecrans Avenue and Sepulveda Boulevard. The City will review the City Gateway signage as part of Phase III, and the Applicant shall install the City Gateway signage prior to the first building final for Phase III. The Gateway signage shall not count as part of the Applicant's 9,500 square feet of signage approved as part of the Master Sign Program. If the public hearing process for Phase III has not commenced upon Fry's vacating the Northwest Corner and the completion of the Sepulveda Bridge Widening project, the Applicant shall install a temporary monument sign at the corner of Rosecrans Avenue and Sepulveda Boulevard welcoming people to the City of Manhattan Beach.
- e. The number and size of any new Department store and non-Department store anchor wall signs shall be reviewed through the Master Sign Program.
- f. The Fry's pole sign adjacent to the Sepulveda Boulevard bridge shall be removed, or relocated if Fry's is still occupying the Northwest Corner, by the Applicant upon 90 days' notice from the City when determined necessary as part of the Sepulveda Bridge Widening and at the sole cost of the Applicant. The relocation location shall be within

**SUGGESTED SIGN PROGRAM FINDINGS AND CONDITIONS  
IF SIGN EXCEPTION AND MASTER SIGN PROGRAM IS APPROVED  
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the Shopping Center property along the Northwest Corner fronting Sepulveda Boulevard. This Sepulveda Boulevard Fry's pole sign, as well as the two Fry's pole signs along Rosecrans Avenue, shall be removed when Fry's vacates the Northwest Corner

- g. All new interior and exterior signs at the Shopping Center shall be approved by the property owner or designated representative. All new signs at 3500 Sepulveda Boulevard and Macy's shall be subject to review and approval under the provisions set forth in the Code for consistency with the approved Master Sign Program based on application by their respective property owners or representatives.

**CITY OF MANHATTAN BEACH  
[DRAFT] PLANNING COMMISSION  
MINUTES OF REGULAR MEETING  
JUNE 26, 2013**

A Regular Meeting of the Planning Commission of the City of Manhattan Beach, California, was held on the 26<sup>th</sup> day of June, 2013, at the hour of 6:30 p.m., in the City Council Chambers of City Hall, at 1400 Highland Avenue, in said City.

**1. ROLL CALL**

Present: Andreani, Gross, Paralusz, Chairperson Conaway  
Absent: Ortmann  
Staff Present: Richard Thompson, Community Development Director  
Laurie Jester, Planning Manager  
Lieutenant Andrew Harrod  
Traffic Engineer Erik Zandvliet  
Rosemary Lackow, Recording Secretary  
City Consultants: Stephanie Eyestone-Jones, Matrix Environmental  
Patrick Gibson, Gibson Transportation  
Larry Kosmont, Kosmont Associates

**2. APPROVAL OF MINUTES – June 12, 2013**

Commissioner Gross requested that on Page 3, in the third paragraph, last sentence, “main” be changed to “maintain”.

A motion was MADE and SECONDED (Andreani/Paralusz) to **APPROVE** the minutes of June 12, 2013, as amended.

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

**3. AUDIENCE PARTICIPATION - None**

**4. PUBLIC HEARING**

06/26/13-2. Manhattan Village Shopping Center Enhancement Project, Final Environmental Impact Report (FEIR), Master Use Permit Amendment, Variance (Building Height), and Sign Exception/Sign Program, located on the east side of Sepulveda Boulevard between Rosecrans Avenue and Marine Avenue (2600-3600 North Sepulveda Boulevard, and 1220 Rosecrans Avenue).

Chairperson Conaway announced the hearing item and Community Development Thompson made introductory remarks, noting that the hearing protocol would be similar to the prior hearing whereby the public would be invited to give testimony first.

**AUDIENCE PARTICIPATION**

Chairperson Conaway opened the public hearing and invited testimony.

**DeAnn Chase**, 17-year resident on Larsson Street, and outgoing Chair of the Board of Directors of the Manhattan Beach Chamber of Commerce, noted that the Chamber has been working closely with the mall in educating the community on the importance of keeping sales tax within the City to pay for City services. She urged that the project be allowed to go forward as it will be a big improvement in the retail options for residents and overall a big benefit for the City.

**Darryl Rosen**, real estate agent, lives in the Tree Section, stated his support for the project and urged approval so the Mall can improve as is needed.

**Aaron Eveland**, resident on 35<sup>th</sup> Street, supports the project as he believes that the center is rundown and needs renovation to attract more people to shop. He cited a Marina Del Rey center that is owned by RREEF that has recently been successfully renovated.

**Bob Scott**, 39-year resident on Poinsettia, spoke in support of the project in that it will give those living near the Mall more restaurants and places to shop within walking distance and feels overall will be a big improvement.

**Robert Bush**, resident, noted the proposed square footage being added and urged that the Commission consider carefully what about the project will be good for Manhattan Beach residents, including the fact that no public financing is needed, and it will be a benefit in that more stores will be provided bringing in more revenue. He advised that the Commission carefully consider the project's parking structure plan.

**Richard Ackerman**, longtime resident on 1<sup>st</sup> Street and former Planning Commissioner who served when the original Mall was approved, recalled at that time, sales tax was needed as a hedge against the loss of property taxes due to the passage of Prop 13. His main concerns now are: the amount of compact parking spaces, the parking ratio and traffic flow. He expressed two particular concerns about traffic flow: first at the entrance from Marine Avenue which should be widened, he has concern of backup of cars to Sepulveda Boulevard, he feels the location of the valet parking area may be too close to Sepulveda, causing congestion and backup to the boulevard. He requested that the Commission look into relocating the valet area to allow more loading/unloading farther from a major entry point.

**Mark Neumann**, 15-year City resident and Hacienda Building (3500 Sepulveda Boulevard) owner expressed concern about public noticing for this hearing. He believes that the existing uses for his commercial building on the project site will be more restricted compared to his existing entitlement as there will be a new cap on bank and medical offices. He wants to see the project built but has further concerns: he wants to see a detailed construction parking plan; compatibility of a dog park adjacent to his building where there are high quality offices; concerned with a condition proposed by Staff that would delay installing some parking spaces near his building to Phase 2 instead of Phase 1 as he thinks those spaces are needed for Phase 1. Mr. Neumann concluded by noting that the settlement agreement between the Hacienda Building and Mall owners, in which he agreed to, calls for 2, not 3-story parking decks, is a private document and questioned why it has been made a part of the public staff report.

**Bill Victor**, property owner in the City since the late 70's, voiced objection to the project stating that he likes the center and its existing size and complement of businesses and urged that the center renovate but retain its existing scale, and small town image.

**Neil Boyer**, longtime resident, objects to the project on the basis that it is too big, will compromise the small town atmosphere of Manhattan Beach and will worsen traffic on Rosecrans. He objects to loss of open space on the site and 3-story parking structures.

**Lisa Krigsman**, 1031 33<sup>rd</sup> Street, presented comments prepared by her husband Mark, stating concerns including large size of the project, adequacy of parking, traffic impacts, including cut-through traffic in the Tree Section, need for zone variances and economic issues. She stated he has an understanding that Apple has a new long term agreement and questions the accuracy of prior stated economic data. While revenue is important, the concern is whether the net new revenue will be worth the impacts and new demands for City services such as police protection and uncertainty about Fry's future at the center is having a big effect on the entire site plan. She suggested that the ravine between Fry's and the main site be used for parking with a small structure built in the northeast close to Macy's.

**Phil Rancek**, works at Manhattan Village Macy's and he has observed over the years that a lot of residents buy cosmetics at Macy's but not clothes, and that the Mall needs to upgrade stores, including having more stores for men. He believes the parking structures at The Grove in Los Angeles are an example that while they are tall, are also very attractive and safe with easy access.

**Chris Prodromides**, Oak Street resident is concerned that many neighbors may still not be aware of the project. He is concerned with the scale of the project and projections for over 20% growth, and he questions the urgency of the project if Apple has already committed to a long term lease; believes that Macy's being on board is a critical factor. He suggested that provision for a new garage near Macy's should be in Phase I and suggested that an art movie theater would be a good use on the site.

**Karol Wahlberg**, resident, agrees with speaker comments that an art theater would be a great addition, and believes the quality of Macy's needs to be upgraded, and is concerned about traffic impacting the Tree Section.

**Scott King**, longtime resident, thinks the bigger picture needs to have more focus. He is concerned that the argument being put forward regarding Apple may be faulty and believes that the questions that should be asked have to do with center's future. He believes that the proposed expansion is necessary.

**Khryste Langlais**, owner of Babycakes Bakery, in Torrance, would like to open a second location in the Mall and supports the project.

**Cindy Baeuchler**, resident of the City, works at California Pizza Kitchen in Manhattan Village; worked at the original Buffum's when it first opened, and stated that she doesn't think much has changed over time and supports the project in that it will enhance the shopping experience.

**Lynne White**, incoming Chair of the Board of the Manhattan Beach Chamber of Commerce, emphasized that the Mall needs improvement, dining options, and more business and is currently fragmented with a very limited shopping experience. She supports the project in that more shopping translates to tax revenues and the ability of the City to pay for improvements and services which in turn boost property values. She supports beautification at both ends of the project on Sepulveda Boulevard (Rosecrans/Marine) and better parking.

**Jim O'Callaghan**, Manhattan Beach Chamber of Commerce, emphasized the Mall is an opportunity for businesses to expand and stay in Manhattan Beach. The Chamber is working with the City on an economic development plan for the future, and the proposed plan is consistent with this effort.

**Mike Don**, Manhattan Beach resident, with the South Bay Bike Coalition, noted that there has been little implementation of the South Bay Bicycle Master Plan by the City and he appreciates

that the private developer is considering bike facilities on the site.

**Craig Cadwallader**, South Bay Surfrider Foundation, mentioned one of their initiatives is promoting outdoor smoking bans, and understands that the project applicant may be willing to work with the City and Surfrider Foundation to find measures to protect people and the ocean from cigarette pollution such as second hand smoke and litter.

Seeing no other speakers, Chairperson Conaway closed the public hearing and invited Staff to make a presentation.

Community Development Director Thompson introduced the staff and consultants who would present, including Larry Kosmont, Kosmont Associates, an economic consultant hired by the City, who will make a presentation to address the “right-sizing” of the center from an economic point of view. Director Thompson then introduced Planning Manager Jester who went through the main issues of the Staff Report, including the draft Resolutions of Approval.

Ms. Jester noted late letters received and introduced other City representatives present to answer any questions include the EIR consultant, Stephanie Eyestone-Jones, Pat Gibson, Gibson Transportation, City Traffic Engineer Erik Zandvliet, and from the MBPD, Lieutenant Andy Harrod. Ms. Jester noted that the planning staff worked closely with all City departments and consultants throughout the process including preparing the conditions of approval.

In response to an inquiry from Chairperson Conaway, Ms. Jester explained that the order of acting on the Resolutions is first, the EIR certification, which is a State requirement, and following that, the Master Use Permit (MUP/Sign Exception and Program/Height Variance) which is a City zoning requirement. Ms. Jester proceeded with a detailed Power Point presentation that covered the main Staff Report issues. She pointed out that there is a condition proposed that requires that the design of the Fry’s parcel be approved prior to approving construction permits for Phase 2 to keep that phase alive and progressing. Some specific conditions include a prohibition of large visitor attracting uses (such as a skating rink); requirements for on-site and off-site roadway circulation improvements, and a requirement to have 50 parking spaces relocated from the north structure to the northeast structure, which would be installed in Phase 2. Other issues addressed in the Resolution conditions include soil conditions, traffic circulation, lighting, public safety and security, project economics and allowed square footages. Ms. Jester explained the allowed square footage and the equivalency factors that are in the EIR and caps on restaurants and medical are based on parking requirements. Ms. Jester emphasized that all prior site approvals and related entitlement conditions including for the Hacienda Building are included in the attached Resolution, including a Sign Program. Ms. Jester concluded by noting that a half page ad of this hearing was published and the Staff recommendation is to conduct the public hearing and adopt the two Resolutions of approval.

In response to questions from Commissioner Paralusz, Planning Manager Jester stated that a Construction Management Plan is included in Condition 49 in the Draft Resolution, and the settlement agreement has been provided with the Staff Report only as historical background. Ms. Jester additionally responded that the Commission has the ability to consider a request by the owner of the Tin Roof to extend closing time to 2:00 a.m. in this hearing.

Regarding dental and medical uses being capped, Ms. Jester explained that this is based on the parking demand study which is higher for these uses.

In response to a request by Commissioner Gross, Planning Manager Jester explained that the General Plan is the vision of the community, a “living document” in that it is amended over time

to address community needs. In the Land Use Element the Sepulveda Boulevard commercial area where the Mall is located is designated as regional serving with various supporting policies and goals. In response to another question from Commissioner Gross, Ms. Jester identified two key areas where the applicant disagrees with Staff including relocating of 50 parking spaces and the timing of Phase 3 development.

In response to questions and comments from Commissioner Andreani, Planning Manager Jester explained that, while it is proposed to prohibit compact sized parking spaces, an exception has been included to address cases where specific physical conditions, such as at some corners where a full-sized space may not fit; and Ms. Jester clarified, that the relocating of 50 parking spaces would affect the north parking structure in Phase 1 by making the top, third level 50 spaces smaller, allowing that deck to be pushed back, to give some architectural relief. Regarding a lighting dimming requirement (Condition 10), Commissioner Andreani asked for clarification on the meanings of "Mall closing hours" and whether automatic dimming would be feasible. Ms. Jester clarified that Staff would like to work these issues out with the Police Department. Commissioner Andreani added that she will raise the light dimming issues later and concluded by stating that she felt that the public noticing has been much better.

In response to a request for clarification from Chairperson Conaway regarding how the proposed caps on restaurant and medical office square footage compares to the existing entitlement, Planning Manager Jester explained that in the current permit there is a specific cap for restaurants and the proposed cap for restaurants is the same percentage as in the current entitlement. The need for a cap on these uses is based on the parking requirement and EIR project description.

In response to a question from Commissioner Gross, Planning Manager Jester explained that equivalency factors relate to traffic generation of various uses, but the proposed caps on square footage of uses are related to parking requirements as well as the associated traffic demand. For example, referring to the EIR: 10,000 square feet of retail is equivalent to 14,000 square feet of office in terms of traffic generation.

Chairperson Conaway noted that he had questions regarding the Sign Program portion of the Resolution, stating concern with the amount and height of signs and asked if this could be pulled out and reviewed and approved later. Director Thompson stated that the Commission could establish a cap and Staff would be comfortable with this. Chair Conaway indicated he would hold his questions regarding signage for now. Planning Manager Jester responded to the Chair's questions about how the conditions for softscape would apply specifically to the parking decks, where large areas of hard parking surface or cars could be visible. Ms. Jester indicated that in the landscaping plan conditions section, more detailed requirements or specifications can be included by the Commission and that the code actually doesn't have softscape standards for parking structures, so the one tree per ten spaces requirement in the conditions now is considered an enhancement of the code. In response to the Chair's questions regarding security and having unmanned cameras for the parking decks, Lieutenant Harrod stated that the Police Department suggests using a similar camera system as in the Metlox parking structure, whereby cameras are not monitored but images are recorded. Discussion turned to the possibility of providing an emergency call system and Lieutenant Harrod stated that a key issue is to maintain physical access for all types of emergency vehicles.

Director Thompson added that a call system with a blue light beacon was implemented in the Veteran's Parkway, but eventually was removed because it was found that most people use their cell phones in emergency situations. Lieutenant Harrod responded to further inquiry by the Chair, that parking structures need frequent patrolling coupled with security cameras, and that private security at Manhattan Village would be equivalent to what the City's Police Department would do, and with similar equipment, and that generally the City has a very good working relationship

with the center's private security company.

There being no further questions of staff, Director Thompson introduced Larry Kosmont who made a Power Point presentation entitled "Economic and Market Summary Manhattan Village Shopping center, (MVSC) Revitalization", including an overview of his company and its role in providing information to the City, the evolution of the retail market, deficiencies and opportunities at Manhattan Village, and economics of revitalization. Mr. Kosmont's main points included the following:

- Retailers look to cover their market, and locating anchors is very important.
- The Manhattan Village center has physical limitations, for example pads along the major arterial, Sepulveda is locked in with banks and this in a way diminishes design flexibility.
- The goal for the developer is to have a tenant mix to achieve an "A" quality whereby high rents can be achieved and owner investment is key in accelerating this value.
- It is essential that a long term plan and agreement that involves Macy's and its proposed consolidation be solidified as soon as possible.
- Without revitalization, tenants may go elsewhere
- The City should work towards getting deals done, such as the release from the Men's Store space, so the project can move forward and this this is in the best interest of the citizens.

In response to questions from Commissioner Andreani, Mr. Kosmont indicated that Manhattan Beach does not have a clear mechanism to work cooperatively with other cities as this is a competitive situation and each city wants to capture the best tenants. Cities can work cooperatively on issues such as traffic improvements, however each developer is working with a separate audience. While Mr. Kosmont thought an art theater is a good use, he questioned its feasibility because this is a private sector decision.

Mr. Kosmont responded to questions from Commissioner Gross, stating that he thought RREEF was up to the task of enhancing the Center, noting that they are a long term Mall developer and while he doesn't have access to their financial data, he knows that the project is very expensive and will likely not get a return until Phase 2 and many developers would not take that risk without coming to the City for some assistance. In response to a follow-up question regarding the phasing plan, Mr. Kosmont stated that the "win" for the City would be to accelerate Macy's plan, suggesting for example, that the north parking deck, if built in Phase 1 would give Macy certainty, and, finally Mr. Kosmont responded to Commissioner Gross that he believes the RREEF team knows what they are doing, but this doesn't mean they should be given a blank check. He emphasized that the City should negotiate good project conditions.

Commissioner Paralusz thanked Mr. Kosmont for his presentation, finding it very helpful and asked his opinion about tying the submittal of a plan for Phase 3 to the Master Use Permit. Mr. Kosmont emphasized that Phase 3 should be carefully considered and there should be some certainty about Phase 3 being included in the Master Use Permit.

There being no further questions from the Commission at this time, the Chair invited the applicant to make a presentation.

**Mark English**, representing the applicant, RREEF, understands there's a good dialogue established that needs to be continued and, as requested, he will first address the areas in which RREEF is in disagreement with the project conditions proposed by Staff.



Using a Power Point presentation, **Mr. English** listed the issues whereby the applicant disagrees with Staff. These include the following conditions: 4 (Project review); 13a and 14c (Phase 1 and Phase 2 regarding revision regarding 50 parking spaces); 14f (Phase II permitting tied to Phase 3 plan); 32 (Package holding); 38 (EV charging); 41 (Rosecrans median); 43 (Sepulveda/Rosecrans corner dedication); 44 (Village Drive/Rosecrans dedication); 45 (Village Drive/Rosecrans dedication); 48 (Marine/Cedar Way driveway); 50c and 50 g (Traffic, circulation, parking).

In response to a question from Commissioner Paralusz regarding the public comment that RREEF has a new agreement with Apple already, **Mr. English** stated that RREEF has not signed either a lease or letter of intent with Apple, but is working hard towards an agreement, which may include relocating them to the Pottery Barn Kids store area. The project's success does not hinge on this happening, but it is an important element.

Community Development Director Thompson responded to Commissioner Gross that Staff is prepared to discuss the conditions with the developer, but not tonight. However Mr. Thompson stated he felt that 80% of these items can be resolved. In response to Commissioner Gross' question about the phasing plan for Phase 3, **Mr. English** stated that the developer is not able to agree with this.

Commissioner Paralusz asked **Mr. English** whether he thought it beneficial to first work with staff before the Planning Commission votes on the project, to which **Mr. English** responded yes if needed because binding conditions need to be carefully considered, but they have indicated their positions and are ready for a vote tonight.

Commissioner Andreani noted regret that the Commission will not vote at this time, but feels a lot of agreement has been reached. She believes the biggest issues remaining are phasing, parking and relocating the 50 spaces as recommended by Staff, and receipt of a draft plan for the Northwest Corner, Phase 3. She also expressed concern for satisfying the issues of neighborhood traffic and parking structure lighting raised by Oak Avenue residents. **Mr. English** responded that RREEF favors a "permitted envelope concept" approach whereby the Commission would approve an "indicative site plan" for the Northwest corner concurrent with the overall project approval, and include a condition that requires future review and approval by the Planning Commission of a more detailed site plan.

In response to a question from Commissioner Paralusz as to whether the applicant can agree to **not** locate a parking structure at the Northwest corner, **Mr. English** stated that there are plan options already on the table that can be discussed to address this issue.

Chairperson Conaway indicated that there are many variables that need to be worked out, and Director Thompson responded that Staff needs more time, and suggested the second meeting in July for the next hearing. Mr. Thompson suggested that the Planning Commission can adopt the Resolution certifying the EIR at this time and Staff would work with RREEF on a concept plan for Phase 3 and the conditions of approval.

Brief discussion was held on whether to go over the draft Master Use Permit resolution, in the interest of advancing the review process. It was agreed that the Commission would wait on going over each condition, and that Mr. English make a brief presentation on the site plan's evolution, phasing and possible site plans for the Northwest corner, Phase 3.

**Mr. English** addressed phasing and sequencing and how if parking is taken away from Fry's then Fry's may vacate the center immediately. RREEF prefers to not lose Fry's before its lease runs out in 2016. In working with Macy's, preconditioning the project on the plan for the Northwest corner (condition 14f) is not beneficial. He presented two site plan options including a 2009 plan

that has a parking deck over Veteran's Parkway and an early 2013 plan which has less decking over the Parkway and retail massing near the public streets. There was discussion regarding installing greenscape materials at the upper level, near Sepulveda and **Mr. English** indicated that he would be willing to explore this but the bottom line issue would be whether they can afford this, in that this creates additional front end costs, while demolishing productive leased space.

Chairperson Conaway noted that there appears to be support for an indicative site plan for Phase 3. **Mr. English** stated his discomfort with the initial 3-year entitlement approval term, to which Director Thompson indicated that the Zoning Code provides that applicants can request term extensions, which is fairly common. Mr. English stated he is concerned because time extension requests are at the discretion of the City.

Mark Neumann, owner of 3500 Sepulveda (Hacienda Building) addressed the Commission, stating that he is in agreement with RREEF as to the conditions of approval and has 3 major concerns: first, he is against the condition to delay installing 50 parking spaces in Phase 3 rather than Phase 2; second, in condition 4b regarding a ramp, he suggests this be constructed concurrent with the theater demolition, and third, he would like to see all of his existing uses "grandfathered in". Finally, he would like to see the project approved tonight if at all possible.

Chair Conaway inquired of Staff as to whether and how Mr. Neumann's building uses can be grandfathered in. Director Thompson responded that per square foot, the 3500 Sepulveda building uses are relatively very impactful compared to the entire center, and it is bound by the same Master Use Permit and related conditions and caps as the rest of the center; therefore it is difficult and inappropriate to carve out grandfathered uses just for that building.

Commissioner Paralusz indicated she would not be in favor of expanding existing bank uses beyond what is already existing in Manhattan Village, and Director Thompson responded that Mr. Neumann can exercise his right to request a MUP amendment in the future to exceed a center wide cap.

## AUDIENCE PARTICIPATION

Chairperson Conaway reopened the public hearing, noting that this was the time for the public to add brief comments regarding what they have heard tonight, and requested that comments already made not be repeated, and that speakers limit themselves to two minutes.

**Bill Victor**, indicated that he has experience legally representing large retailers and commended the Commission for not rushing into making a decision and wait to receive counsel as needed. He asked whether the Commission has considered the loss of revenue that would occur during the construction and renovation process and thanked the Commission for their hard work.

**Diane Wallace**, resident, asked as to what "the look" of Manhattan Beach would be that could be applied to the center, that it is interesting that the City has such a variety of architecture. She observed that not everyone will be pleased with outcomes, and emphasized that based on renderings so far, the parking structures look like a small town shopping place. Regarding concerns for the Tree Section residents, she urged that the City explore ways to assist those neighborhoods to address traffic (permit parking, or street culdesacs, e.g.) and thanked the Commission for their hard work.

There being no further speakers, Chairperson Conaway closed the public hearing and invited Commission discussion.

## COMMISSION DISCUSSION

It was the consensus of the Commission that it begin its discussion by reviewing and adopting a Resolution certifying the project EIR.

Commissioner Andreani expressed two concerns: first, regarding hydrocarbons being known to exist below a depth of five feet in the soil, she is concerned that excavation for footings if below five feet could be a potentially significant impact, to which Director Thompson responded that this is addressed by a condition that prohibits the developer from excavating deeper than five feet, including foundations. This issue will be carefully looked at in plan-check for a building permit. Commissioner Gross noted that the mitigation plan includes a requirement that the applicant provide for a training program for the construction workers in the event hydrocarbons are encountered. Commissioner Andreani concluded that her main concern is that there are potentially hazardous soil conditions and major construction is being proposed. Planning Manager Jester responded to another question from Commissioner Andreani, that the EIR Mitigation Monitoring Program attached to the EIR Resolution, for each condition, identifies all agencies responsible for oversight of the mitigation plan., Planning Manager Jester further clarified that adoption of the Final EIR Resolution tonight does not preclude, or tie the Commission's hands in applying conditions later in the MUP Resolution because the two Resolutions are completely separate documents with different findings and criteria.

Commissioner Gross requested that on page 1, Section 3 of the EIR Resolution, "CEQA" be spelled out. Commissioner Gross asked Staff to comment on whether the City has the resources to perform the mitigation monitoring after approval of the FEIR, to which Director Thompson indicated that this work would be part of the Staff's job as a routine matter but Staff will look into how this will affect staffing resources and make a recommendation when the FEIR Resolution is forwarded to the City Council.

Commissioner Paralusz requested that Staff check that the Resolution reference of the environmental document be consistent throughout, pointing out that on page 1, Section 4 it is referred to as the "Draft EIR", but is abbreviated after page 1 as "DEIR".

Chairperson Conaway called for Commission discussion about the content of the EIR draft Resolution. Commissioner Gross indicated that with these minor changes, he is ready to approve the Resolution certifying the Final EIR because he believes it addresses all issues. Commissioner Paralusz agreed, and added that the Commission has examined the EIR in detail during the public hearings and believes that the Commission has addressed concerns that have been previously identified. Commissioner Andreani agreed with her fellow Commissioners adding that she thought staff did a good job in writing the Resolution. Chairperson Conaway stated he also supports adopting the EIR Resolution, noting that the Resolution contains all required findings and identifies impacts and mitigations to address the impacts. Chair Conaway also thanked Staff for doing a great job in preparing the Resolution for such a complex project.

## ACTION

A motion was **MADE** and **SECONDED** (Andreani/Paralusz) to **ADOPT** the draft Resolution, as amended, certifying the Final Environmental Impact Report for the Manhattan Village Shopping Center Enhancement Project, adopting findings pursuant to the California Environmental Quality Act and adopting a Mitigation Monitoring and Reporting System.

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

Director Thompson announced that the Final EIR Resolution will be forwarded to the City Council concurrent with the MUP Resolution after it is approved by the Commission and suggested that the Commission proceed by discussing the proposed conditions.

### COMMISSION DISCUSSION

Commissioner Gross noted that he understands that to relocate 50 spaces is to provide architectural relief for the north parking structure's west facing wall and provide more setback from nearby on-site structures. He does not support this proposal because the project is not over-parked, and the 50 spaces are needed for Phase 1. Commissioner Gross explained that he does not believe the bulk reduction benefit and additional setback to be achieved will outweigh the loss of parking spaces. He does not believe that the west facing wall of the north parking structure will be visible from Sepulveda, and only minimally visible from Carlotta Way, on the project site. Commissioner Gross urged the applicant to mitigate Staff's concerns by finding a way to soften the appearance of the north structure, for example with landscaping where it will be visible.

Commissioner Paralusz stated her concurrence with Commissioner Gross, that she also cannot support moving 50 parking spaces, and noted that the owner of the Hacienda Building and Macy's who may be impacted, are also all opposed to this requirement. She is hopeful that the applicant can brainstorm with Staff to come up with an acceptable plan for Phase 3. She thanked everyone for their participation in the public hearings, noting that she is satisfied with the level of public outreach and concluded that it is time to bring the public hearing to a conclusion once details are worked out, and that the project will have a significant positive community and economic impact.

Commissioner Andreani made the following comments regarding the conditions:

- 1) Condition 13.a, regarding the proposed relocation of 50 parking spaces: she believes that the project is over-parked and supports the condition as written;
- 2) Condition 14.f. regarding Phase 3, she supports a requirement that the applicant provide a scoping site plan for Phase 3 concurrent with project approval;
- 3) Sign Exception allowances: she is concerned that the total amount of signs permitted may be excessive;
- 4) Condition 20 (alcohol off-site sales): she supports this requirement but requested that "unless otherwise permitted in this Resolution" be clarified to state the stores that are affected (Ralphs, wine store, CVS);
- 5) Conditions 21 and 22 (Restaurant hours, and alcohol): her concern is the way restaurants that serve alcohol is proposed to be regulated (through a square footage cap) and she prefers that individual Use Permits be required. Director Thompson explained the cap approach is to allow flexibility and this has worked well with other shopping centers as well as the Village where it has been enforced since 2001. Discussion ensued on this issue, with Commissioners Gross and Paralusz stating they are comfortable with this condition, because flexibility is desirable in this project setting and this would be a carryover of a current MUP condition which has worked well for the Mall;
- 6) Condition 30, security cameras: Commissioner Andreani stated that she would like to see a requirement that the cameras be actively monitored at a central location instead of set up to be just recording;

- 7) Condition 10: Landscape Plan: Commissioner Andreani expressed concern that many trees would be replaced by parking structures and urged that significant attention be given to the Landscaping Plan when it comes to Staff for review and approval.

Commissioner Gross noted his issues with the following conditions:

- 1) Condition 34 (Bicycle and Pedestrian Plan): he would like to see that a 5 foot wide dedicated bike path be required to continue through the project all the way to Marine;
- 2) Condition 50.1. (Traffic, Circulation and Parking Plan): he suggests that the condition specify that a second two-way drive aisle be located south of Ralphs as already proposed by the applicant.

Commissioner Gross thanked the public for their involvement; and summarized with the following points: the EIR contains significant limits on all aspects of the project; the project even as expanded will be in keeping with the small town atmosphere that is uniquely Manhattan Beach, and the project will provide a real economic/tax revenue benefit.

Commissioner Andreani made the following additional points:

- 1) To clarify earlier comments on restaurant hours (Condition 22): she suggested that hours of operation could be regulated with a statement similar to Condition 60 on page 27, which requires that issuance of a building permit final or Certificate of Occupancy be contingent on the approval of alcoholic beverage permit by the State Department of Alcoholic Beverage Control (ABC). As such, the State ABC could review operation hours along with the service of alcohol.
- 2) Out of concern for Oak Avenue residents, she expressed concern with the wording “after Mall closing hours” of Condition 10 relating to the requirement to automatically dim lights on parking lots and structures, in that it is unclear when the lights would actually be required to be turned down.

Commissioner Paralusz added that another aspect of the light dimming issue relates to security because some restaurants will be open after the Mall closes. Planning Manager Jester suggested that this issue be incorporated into the Security Plan for the project, with review by the Police Department.

Chairperson Conaway indicated his thoughts and concerns as follows:

- 1) The 50 parking spaces relate more to the issue of the phasing than overall parking. He believes that while the applicant has done a great job in designing the south parking deck, with its scale and surrounding retail, there are problems with the north and northeast decks. If Phase 3 to the Northwest is not built, there will be no retail activity between these decks and a dead space would result, bounded by blank parking deck walls. He suggested that Staff explore a design solution that would not involve losing 50 parking spaces, such as constructing Buildings “M” and “N” in Phase 2 instead of Phase 3.
- 2) Relating to the above concern (integrating the Northwest corner) there doesn't appear to be a clear safe connection for pedestrians from the dog park into and through the center. He suggested safety features (e.g. crosswalks, paths) be considered. Planning Manager Jester responded that condition 34 (Bicycle and Pedestrian Plan) will address this.
- 3) Regarding signage, he concurs with Commissioner Andreani and requested more information be provided.
- 4) Regarding increasing the equivalency thresholds, he supports not reopening the EIR.

- 5) Regarding the parking decks, he would like to see if there is a way to add landscaping on the parking deck roofs and would like to see Staff work with the applicant to address off-setting the slight increase in the project's carbon footprint that is addressed in the EIR (additional shading, or planters, e.g.)
- 6) He would like to see a presentation explaining the IODs (Irrevocable offers of dedication).
- 7) He believes that the mall will be in existence for a long time, so the design of the site and parking structures need to be carefully thought out.
- 8) In terms of the project size and square footage, this has been carefully analyzed and backed into in order to address parking and traffic impacts.

Commissioner Gross commented that he noticed that the speakers tonight were much more positive towards the project as presented. Commissioner Paralusz suggested that this could be a result of the outreach by the applicant, but she believes that there is support, especially for the innovative parking structure design and the discussion has been very thoughtful.

Chairperson Conaway reopened and continued the public hearing to July 24, 2013.

**5. PLANNING COMMISSION ITEMS - None**

**6. TENTATIVE AGENDA – July 10, 2013**

- a. 121 20<sup>th</sup> Street – Coastal Development Permit / Minor Exception

**7. ADJOURNMENT**

The meeting was adjourned at 11:30 p.m. to Wednesday, July 10, 2013, in the City Council Chambers, City Hall, 1400 Highland Avenue

ROSEMARY LACKOW  
Recording Secretary

ATTEST:

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RICHARD THOMPSON  
Community Development Director

# MANHATTAN VILLAGE SHOPPING CENTER

## REVISED PROJECT DESCRIPTION

JULY 9, 2013



**ATTACHMENT D**  
**PC MTG 7-24-13**

# I. Introduction

The following sets forth changes to the zoning entitlements request previously set forth in the Master Land Use Application Attachment dated 6-17-13. The limited changes relate to the joint decision of the Planning Commission and the Applicant to include the Northwest Corner Component in the entitlements request. The project description set forth below provides only those substantive changes due to re-insertion of the NWC into the requested zoning entitlements.

# II. Entitlement Request

**Component Projects:** There are three “Component Projects” – proposed to be implemented in three phases - that are included in the zoning entitlements request. All three Components are collectively defined by a boundary that creates an 18.3 ac MVSC “Enhancement Area and have been analyzed in the certified EIR. The entitlements would govern the entire 44 ac MVSC Site including all of the structures, parking and improvements proposed within the three Components and include certain MVSC- wide improvements to vehicular, pedestrian, bicycle circulation, and landscaping.

- ◆ Phase I is known as the Village Shops Component (“VSC”)
- ◆ Phase II is known as the Northeast Component (“NEC”).
- ◆ Phase III is known as the Northwest Component (“NWC”).

**Northwest Corner Component:** The Applicant requests that the NWC be entitled for a net buildout of approximately 80,000 square feet. Any interim use for a tenant that is by-right to reuse the existing Fry’s building shall not be subject to discretionary site plan review.

As shown in the Entitlement Planset dated 7-24-2013 the Fry’s Electronics store building may be replaced with new MVSC buildings and a new parking structure that may include new buildings located on top of the parking structure, if not built at grade. This component includes partial decking over the below-grade railroad right-of-way (lower level parking lot; and utilizing the access ramp built as part of the VSC) to integrate buildings and access within the NWC with the remainder of the MVSC site

The following summarizes the revised scope of the requested entitlements to include the NWC:

- 1 **Land Uses and Square Footages.** The existing MVSC Site contains approximately 572,837 square feet gross leasable area (GLA). The project may add a maximum of 123,672 net new square feet GLA (133,389 square feet with an Equivalency Program described in the certified EIR) within the Enhancement Area. The entire 44-acre MVSC Site may not exceed 696,509 square feet GLA (706,226 with the Equivalency Program).
- 2 Entitles a net increase in parking of 535 stalls greater than the existing 2,393 stalls in the entire MVSC Site for a total throughout the MVSC site of approximately 2,928 stalls at the completion of all three Components. The final count may vary based on the ultimate types of sq footage developed and the parking ratios but the estimated breakdown is as follows for the added NWC:
  - a) 194 (approximately) net new stalls during the NWC to yield a total of approximately 2,928 stalls throughout the entire MVSC Site at the completion of the three Components.
- 3 **Variance – NWC Height:** 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 that will be constructed as part of the NWC but inside the NEC area. A Gateway Element will extend to a maximum of 46 ft from adjacent grade. 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.



# MANHATTAN VILLAGE SHOPPING CENTER

## ATTACHMENT TO

### MASTER LAND USE APPLICATION FORM

### ENVIRONMENTAL INFORMATION FORM



(This was previously Attachment F from the 6-26-13 meeting)

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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**

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

<sup>1</sup>41,156 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.

<sup>2</sup>A 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.

<sup>3</sup>The 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**

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

<sup>1</sup>41,156 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.

<sup>2</sup>A 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.

<sup>3</sup>The 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
<b>Buildings</b>	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	
<b>Decks</b>	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	26	40	32

#### Northeast Component (Macy's Expansion)

**Adds:**

	Floors	Roof or deck floor	Parapet or Deck rail	Mechanical	Elevator Overrun	Arch Feature	Light Poles
<b>Building</b>	2	38	4	4	18	6	NA
	cumulative height:		38	42	56	44	
<b>Deck</b>	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
<b>Building</b>	1	22	4	4	18	6	NA
	cumulative height:		22	26	NA	28	
	max height / 2 floors:		36	40	40	54	42
<b>Deck</b>	NWD G+2	2	26.5	4	18	6	15
	cumulative height:		26.5	30.5	44.5	32.5	41.5
<b>Deck</b>	NEDeck G+3	3	31	4	18	6	15
	cumulative height:		31	35	49	37	46

**Table I-4 – Proposed MSP Changes**

<b>Wall Signs – Multiple wall signs are existing</b>		
<b>MSP Change – No Exception Required</b>	<b>2002 MSP Existing Exceptions<sup>1</sup></b>	<b>MSP Change – New Exception Required</b>
<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"> <li>• There are two existing 300 sq ft wall signs on the Macy's Men's and Home Store.</li> <li>• 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.</li> <li>• Existing Macy's Fashion Store signs are ≤ 150 sq ft each and these signs do not require an exception.</li> </ul>	<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>
<b>Monument Signs – 5 New - 13 existing</b>		
<p><u>New:</u> Four Monument Signs – each ≤ 6 ft. tall</p> <ul style="list-style-type: none"> <li>• Rosecrans at lower level parking entrance.</li> <li>• 33<sup>rd</sup> St. entrance</li> <li>• SW corner of Sepulveda / Marine</li> <li>• VS Plaza</li> <li>• 33rd St. at Carlotta adjacent to Valet Pkg</li> </ul>	<p>None</p>	<p><u>Exception:</u> No exception requested or required.</p>
<b>Pole Signs – 1 New - 7 are existing</b>		
<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>

<b>Temporary A-frame Sign-Holder Signs – Number Varies from time to time</b>		
<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 &lt;120 days</i> ).
<b>Total Sign Area – Maximum area is established by MBMC 10.72.050</b> (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. <sup>3</sup>	<u>Exception:</u> To allow a maximum sign area of 9,500 sq ft <sup>3</sup> . <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).
<b>Directional Signs – 10</b> (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> ).
<b>Project Banners at Light Poles – 14</b> (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> ).
<b>Gateway Element – 0 existing</b>		
<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** <sup>1</sup>Includes the Fry's 1991 CUP

<sup>2</sup>Total 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
<b>IV. A. AESTHETICS, VIEWS, LIGHT/GLARE, AND SHADING</b>		
1.	<p><b>Project Design Feature:</b> Limit net new sq ft within the Development Area to:</p> <ul style="list-style-type: none"> <li>• 95,245 sq ft. GLA (89,872 sq ft per the MUP entitlement request) of net new development in the VS/NEC Component Areas (</li> <li>• 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.</li> </ul>	S. 3.c. – Pg IV.A-22
2.	<p><b>Proposed Building Design and Placement:</b> 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><b>Parking Design and Access:</b> 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><b>Proposed Heights:</b> 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><b>Architectural Design and Materials:</b> 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><b>Landscape Plan:</b> 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><b>Signage and Lighting:</b> 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
<b>IV. B. AIR QUALITY</b>		
	<p><b>Sustainability Features:</b> 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

<b>IV.C. HAZARDS AND HAZARDOUS MATERIALS</b>		
	<b>Project Design Features:</b> 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
<b>IV.D. HYDROLOGY AND SURFACE WATER QUALITY</b>		
1.	<b>Construction:</b> 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><b>Operation:</b> 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
<b>IV. E. LAND USE</b>		
1.	<b>**Project Site:</b> 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.	<b>Project Design Features:</b> 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.	<b>Equivalency Program:</b> 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.	<b>Concept Plan:</b> 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.	<b>Building Heights and Architectural Design:</b> Same as S. IV.A. Nos. 4 And 5.	S. 3.c.(4) – Pg IV.E.33, 34, 35
6.	<b>Signage and Lighting:</b> Same as S. IV.A. Nos. 7.	S. 3.c.(4) – Pg IV.E.35, 36
7.	<p><b>Parking and Access:</b> 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.	<b>Sustainability Features:</b> Same as Pg IV.E.37, 38	S. 3.c.(8) – Pg IV.E.37, 38
9.	<b>**Analysis of Project Impacts:</b> 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.	<b>**City of Manhattan Beach Municipal Code:</b> 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.	<b>**Sepulveda Blvd. Development Guide:</b> 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.	<b>**Master Use Permit:</b> 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.	<b>**Master Sign Program and Sign Exceptions:</b> Same as S. IV. A. 7.	S. 3.d.(1)(e) – Pg IV.E.67-72
14.	<b>**Compatibility of Use and Design:</b> Same as S. IV. E. Nos. 9, 12.	S. 3.d.(3)(a) – Pg IV.E.79, 80
15.	<b>**Compatibility Relative to Construction Activities:</b> Stage construction activities to minimize disruption to neighboring streets and properties.	S. 3.d.(3)(b) – Pg IV.E.80
16.	<b>**Cumulative Impacts:</b> Promote a more cohesive compatible urban environment through concentration of development in the project area.	S. 4 – Pg IV.E.81
<b>IV. F. NOISE</b>		
1.	<b>Project Construction:</b> 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><b>Project Operations:</b> 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
<b>IV.G.1. PUBLIC SERVICES - FIRE</b>		
1.	<p><b>Construction:</b> 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><b>Operation:</b> 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
<b>IV.G.2. PUBLIC SERVICES - POLICE PROTECTION</b>		
1.	<p><b>Construction:</b> 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><b>Operation:</b> 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
<b>IV. H. TRANSPORTATION AND CIRCULATION</b>		
1.	<p><b>**Parking:</b> 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><b>**Sepulveda Bridge Widening:</b> 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><b>**Driveway Modifications:</b> 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.	<b>**Connection to Veteran’s Parkway:</b> 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.	<b>**Service Dock Access:</b> 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.	<b>**On-Site Circulation:</b> 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.	<b>Alternative Transportation Strategies:</b> Implement the following Project Design Features: <ul style="list-style-type: none"> <li>• 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;</li> <li>• Provision of on-site bicycle storage, parking facilities, and access enhancements for employees and patrons; and</li> <li>• Allocation of preferred parking for low-emitting/fuel-efficient and carpool vehicles.</li> </ul>	S. 2.a.(2)(f) – Pg IV.H-27, 28
8.	<b>Parking Sensitivity Analysis:</b> 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
<b>IV. I. 1. UTILITIES</b>		
	<b>Project Design Features:</b> 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
<b>IV. I. 2. UTILITIES – WASTEWATER</b>		
	<b>Project Design Features:</b> 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**

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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**

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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**

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### **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**

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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 CO<sub>2</sub>, 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 30<sup>th</sup> and 33<sup>rd</sup> Street center entrances. The Village Shops Component north deck is located directly on the travel way just north of the main 33<sup>rd</sup> 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
<b>TOTAL</b>	<b>533,500</b>	<b>533,500</b>	<b>657,500</b>	<b>657,500</b>

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**

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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

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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 CO<sub>2</sub>.

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

**By: Manhattan Village Shopping Center Staff**

**November, 2012**

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#### **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

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

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

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

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

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

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



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

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

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

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

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

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

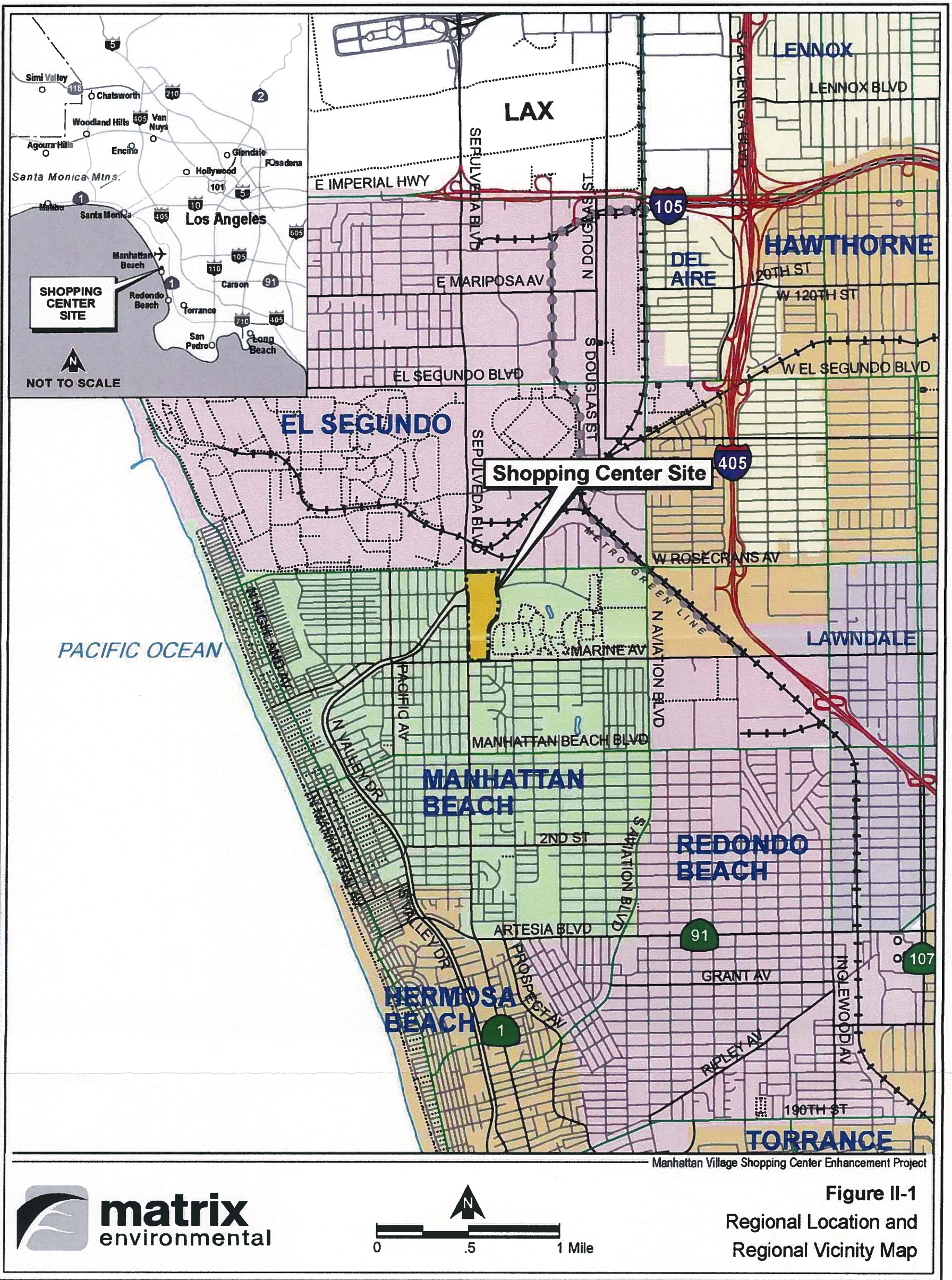
The CORE, served by a mid-3 ratio, continues to be buttressed by the greater than 4.1 ratio parking in the non-CORE, and the various non-CORE components work parking wise with their 4 plus range ratios.

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Figure 1 Regional Location and Regional Vicinity Map



Manhattan Village Shopping Center Enhancement Project

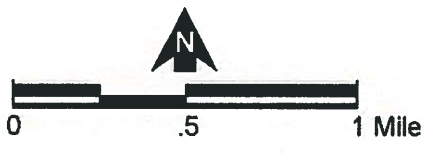


Figure II-1  
Regional Location and  
Regional Vicinity Map

Source: Matrix Environmental 2009

Figure 2 Aerial Photograph of Site



Manhattan Village Shopping Center Enhancement Project



Figure II-2  
Aerial Photograph of Site

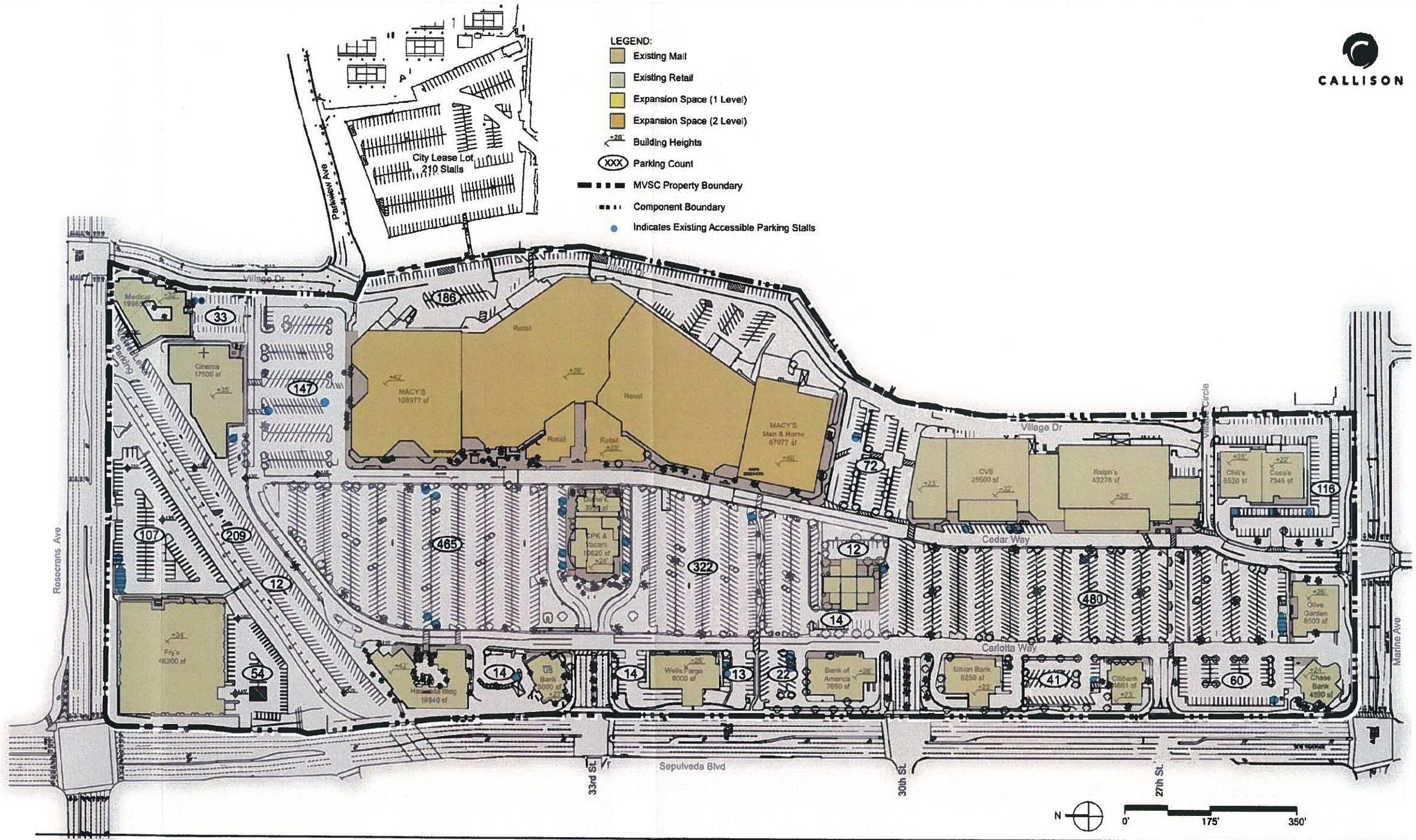


Figure 3 Site Plan Existing Conditions

MANHATTAN VILLAGE



MVSC Enhancement Project  
April 24, 2013 #206340.00



Site Plan: Existing Conditions

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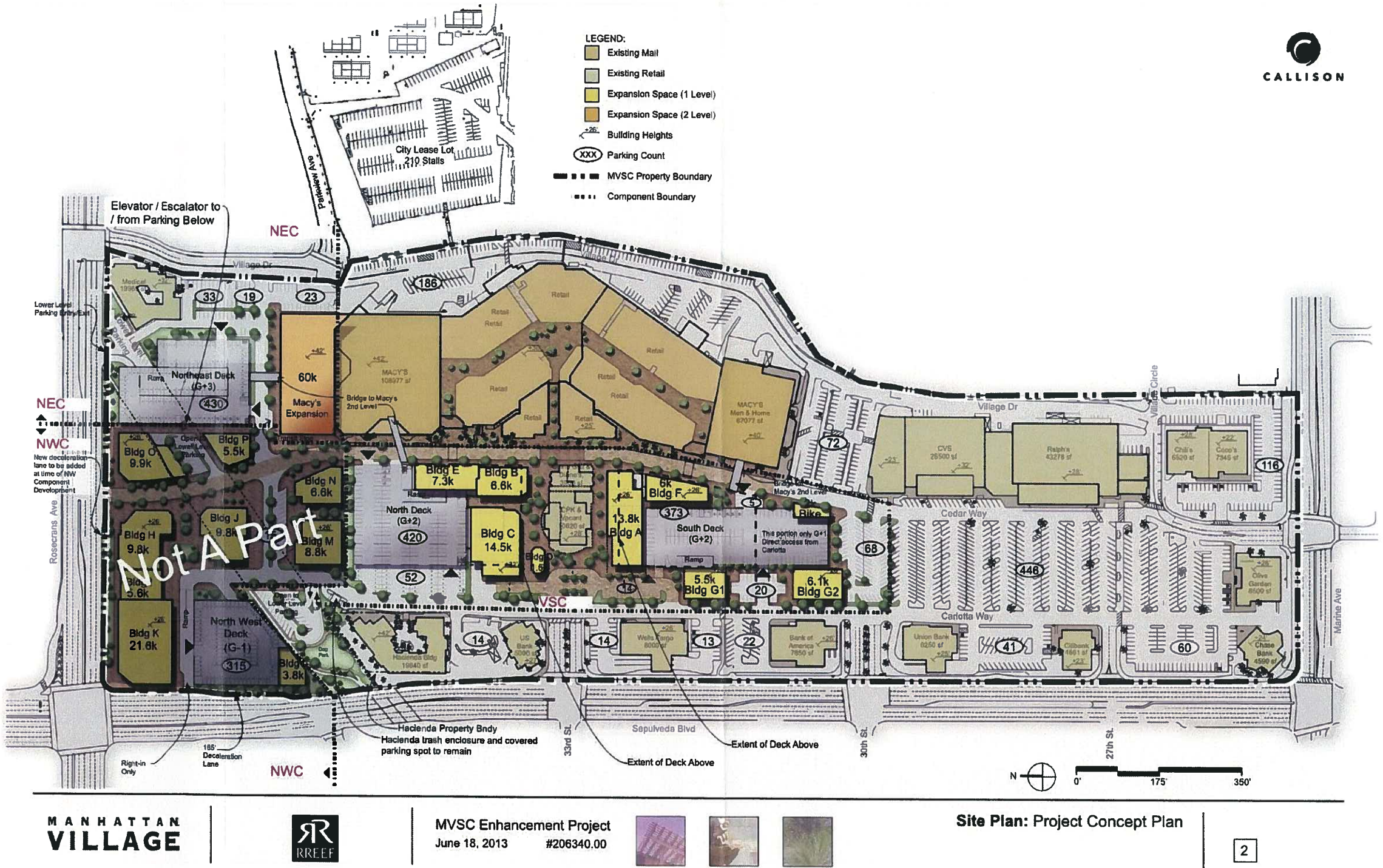
Figure 4 Boundaries of VS and NEC Components and NWC Project

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



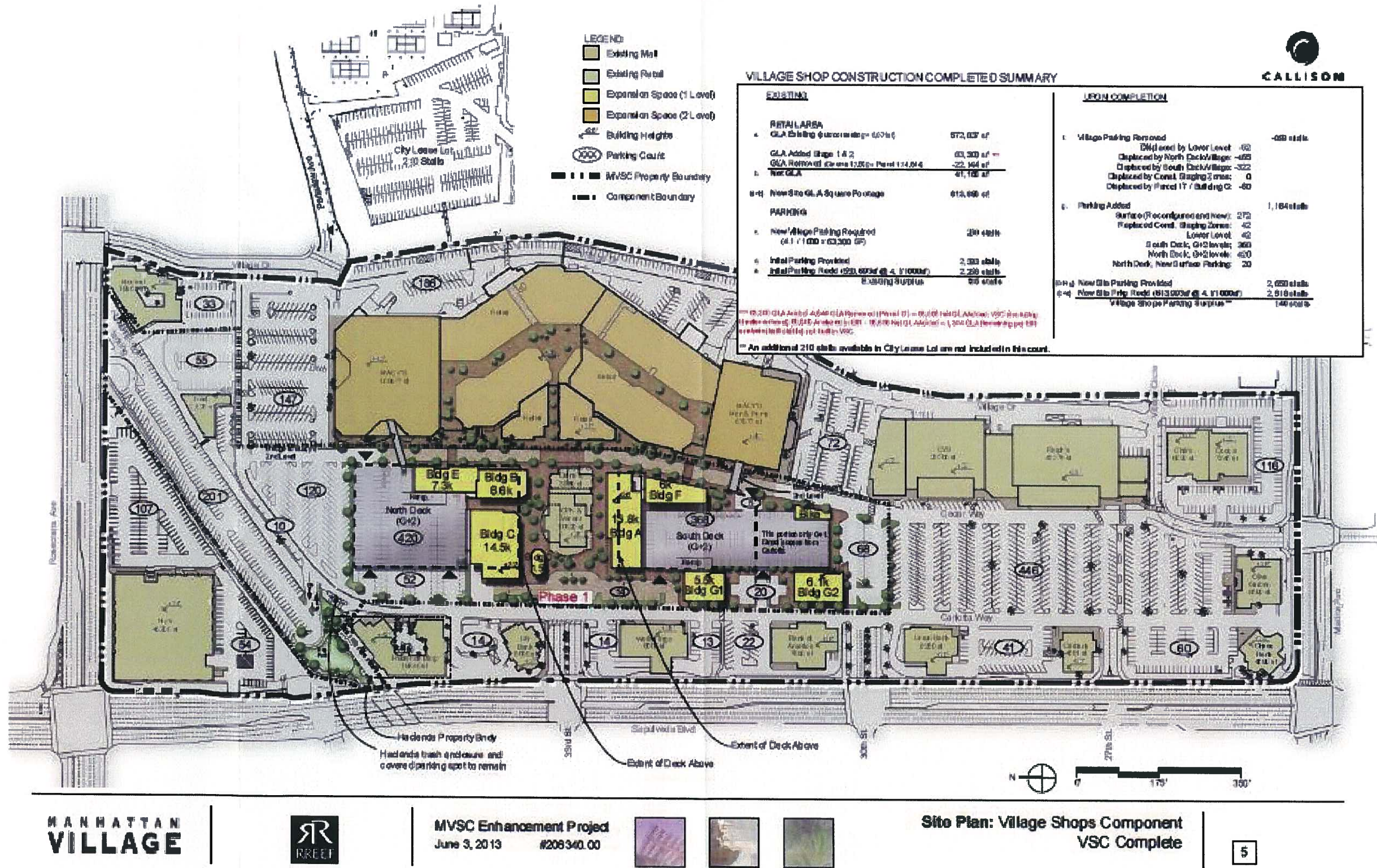
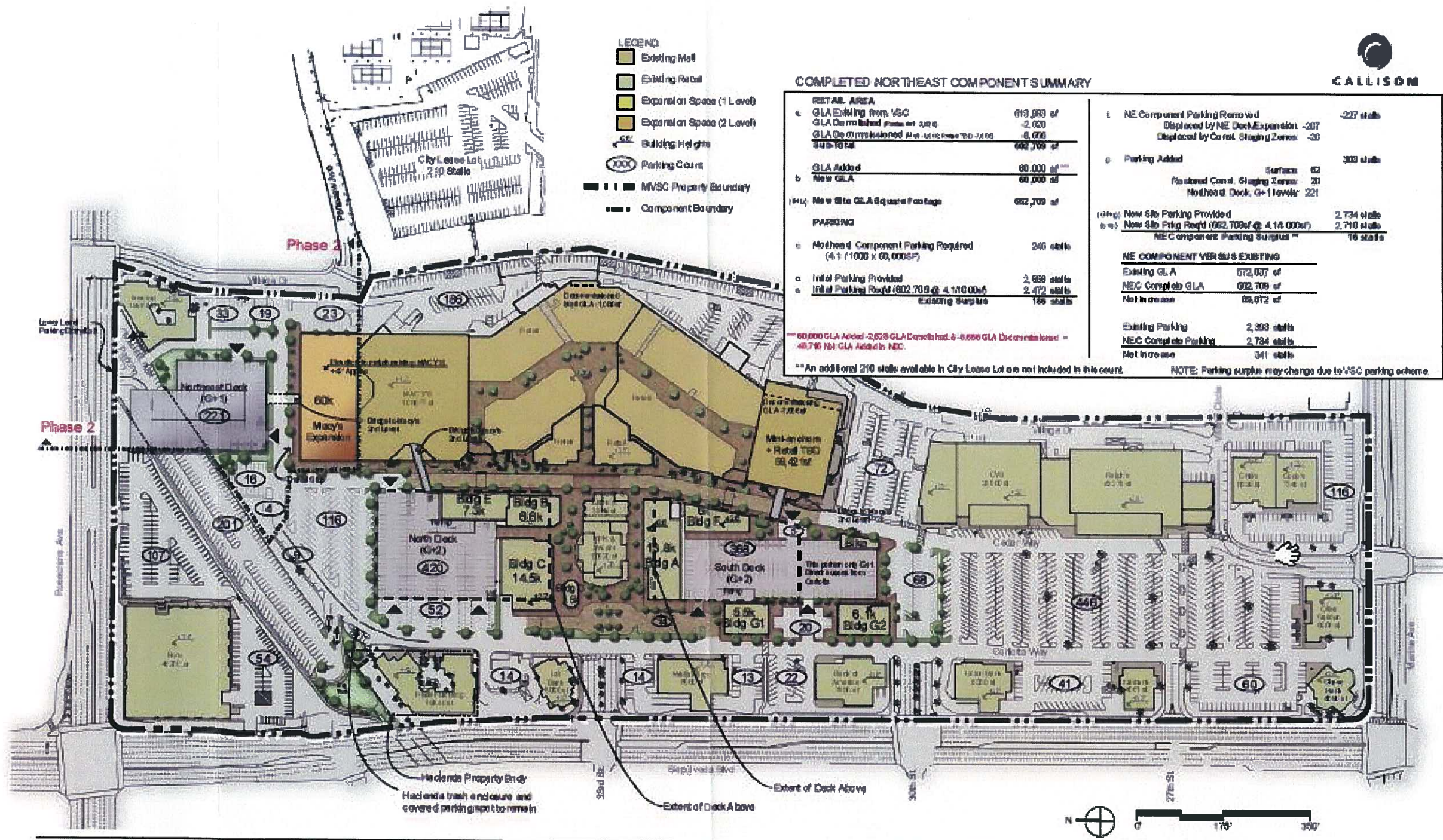


Figure 6 VS Component





MANHATTAN VILLAGE



MVSC Enhancement Project  
June 3, 2013 #206340.00



Site Plan: Macy's Expansion  
NE Corner Complete

6

Figure 7 NEC Component

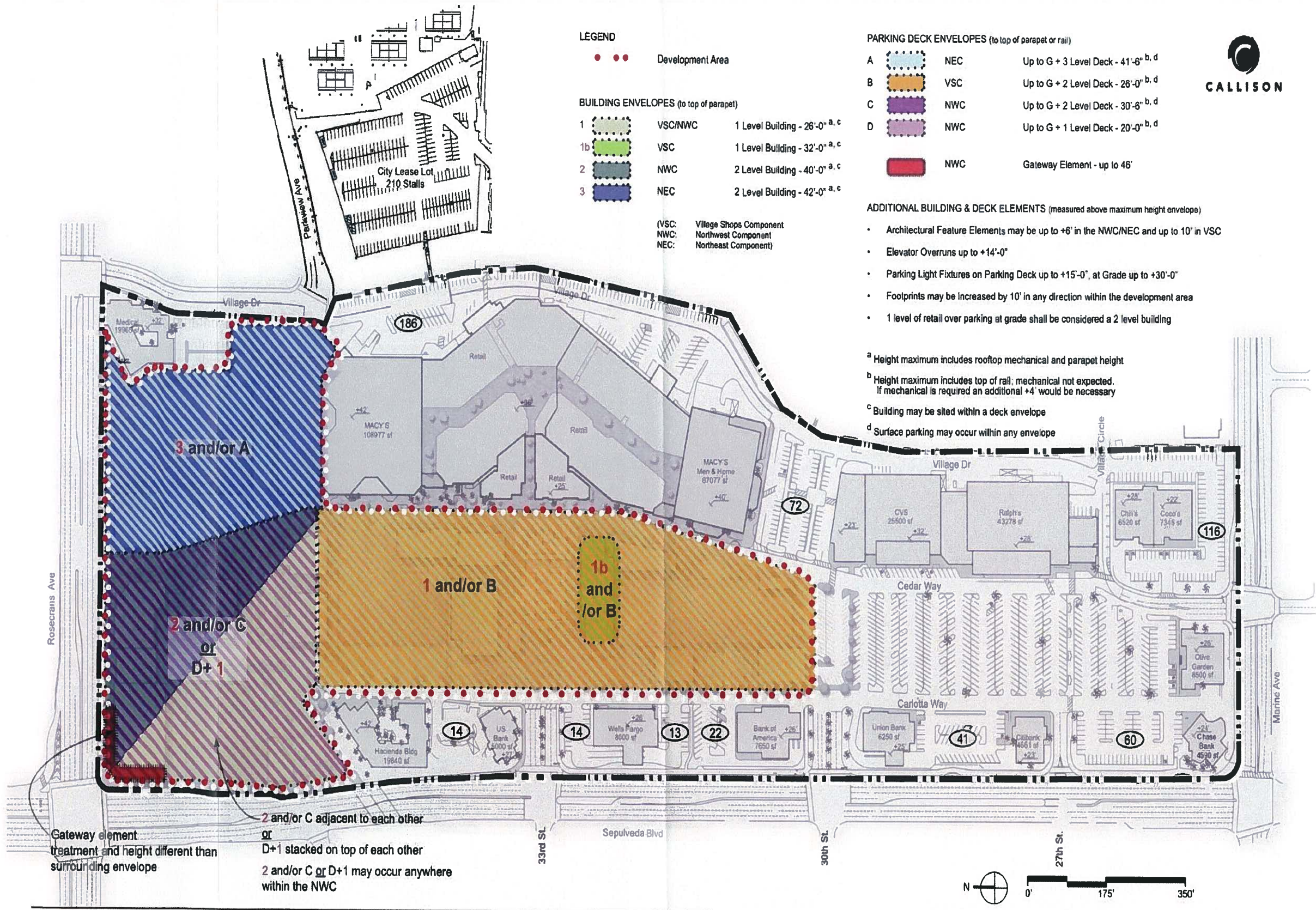
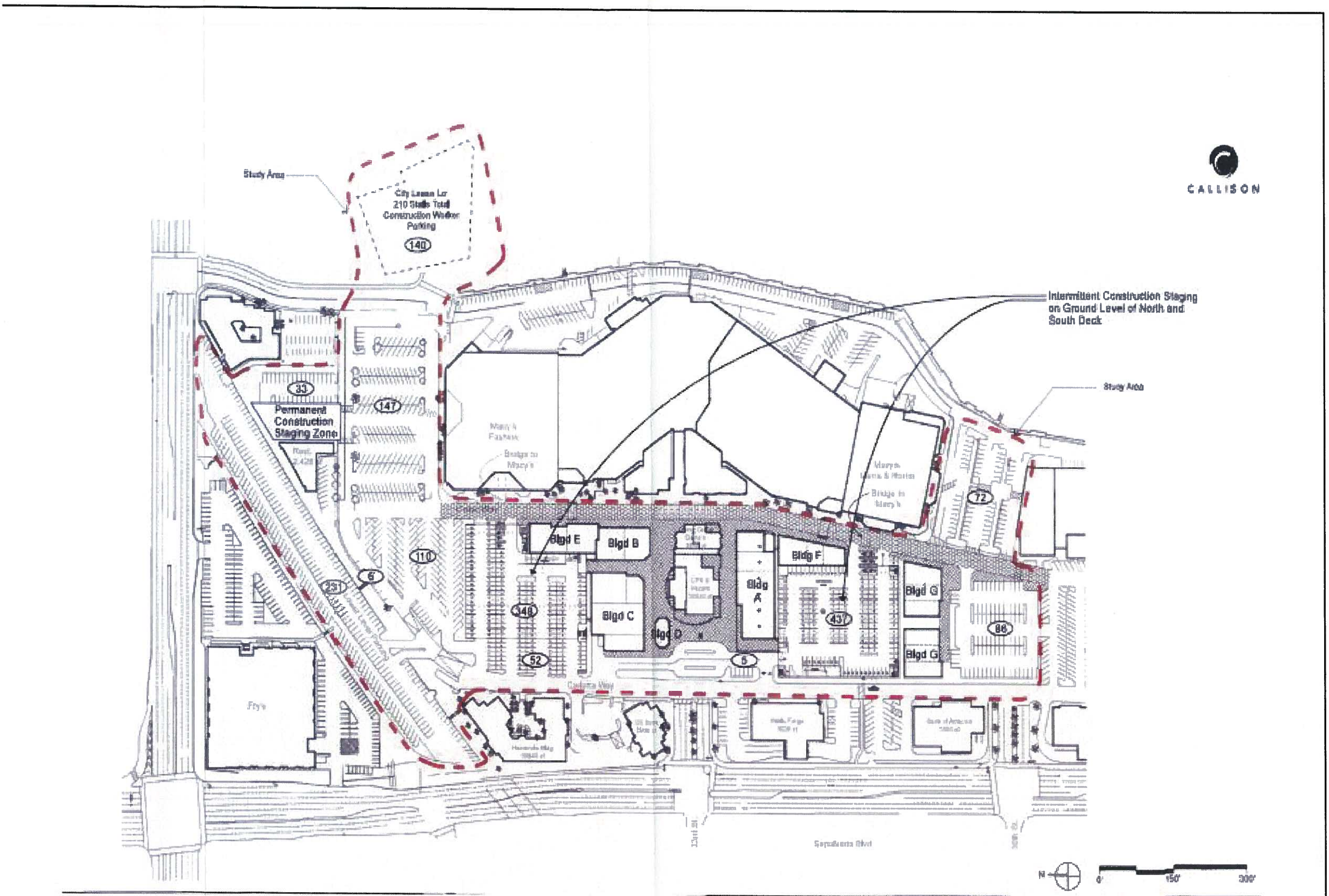


Figure 8 Envelopes and Heights Diagram

Figure 9 Construction Parking Plan



MANHATTAN  
**VILLAGE**



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



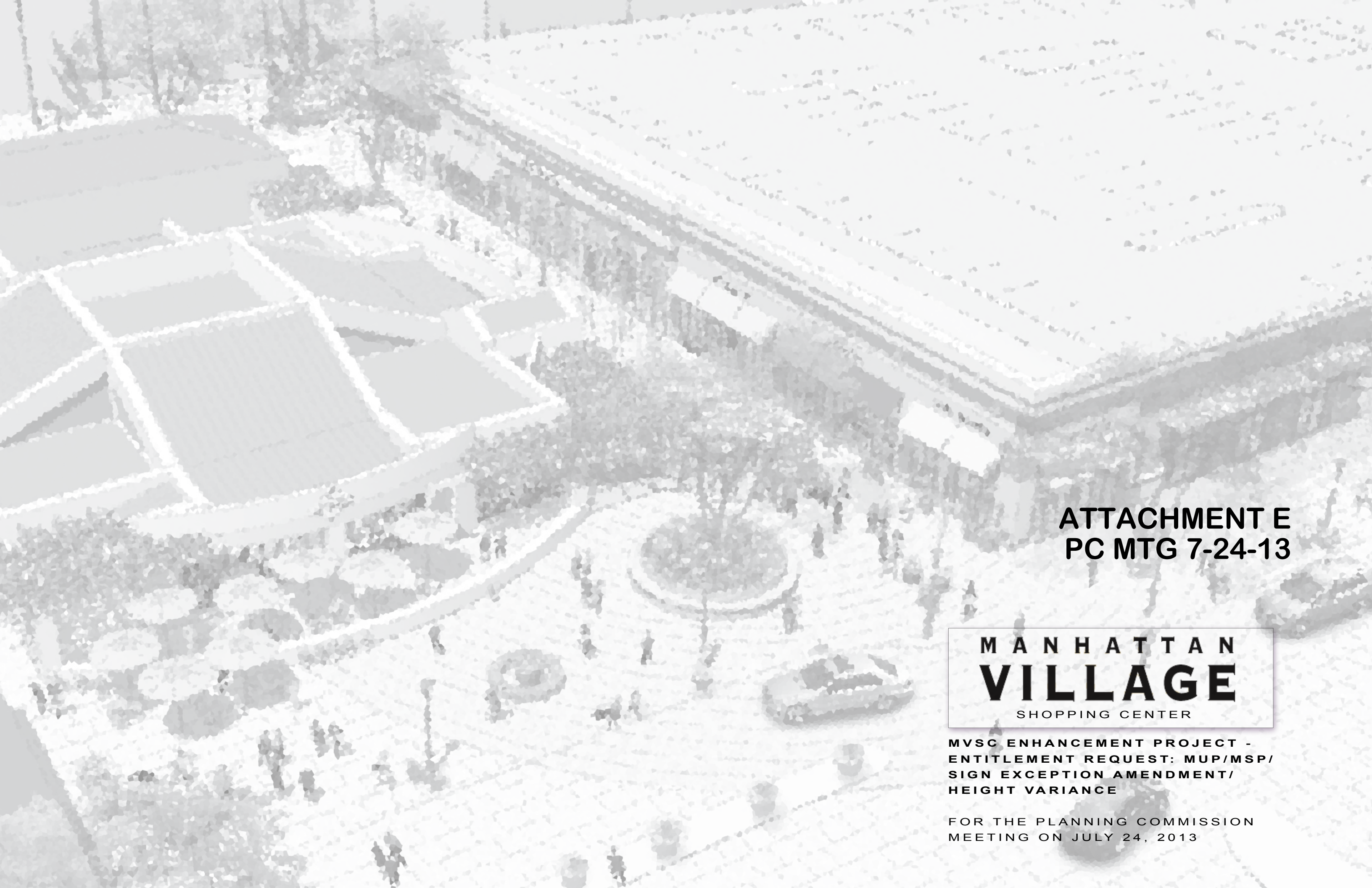
Construction Parking Plan  
Village Stops Component

CPP  
1

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**ATTACHMENT E**  
**PC MTG 7-24-13**

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

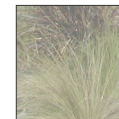
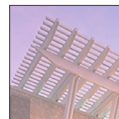
**MVSC ENHANCEMENT PROJECT -  
ENTITLEMENT REQUEST: MUP/MSP/  
SIGN EXCEPTION AMENDMENT/  
HEIGHT VARIANCE**

**FOR THE PLANNING COMMISSION  
MEETING ON JULY 24, 2013**

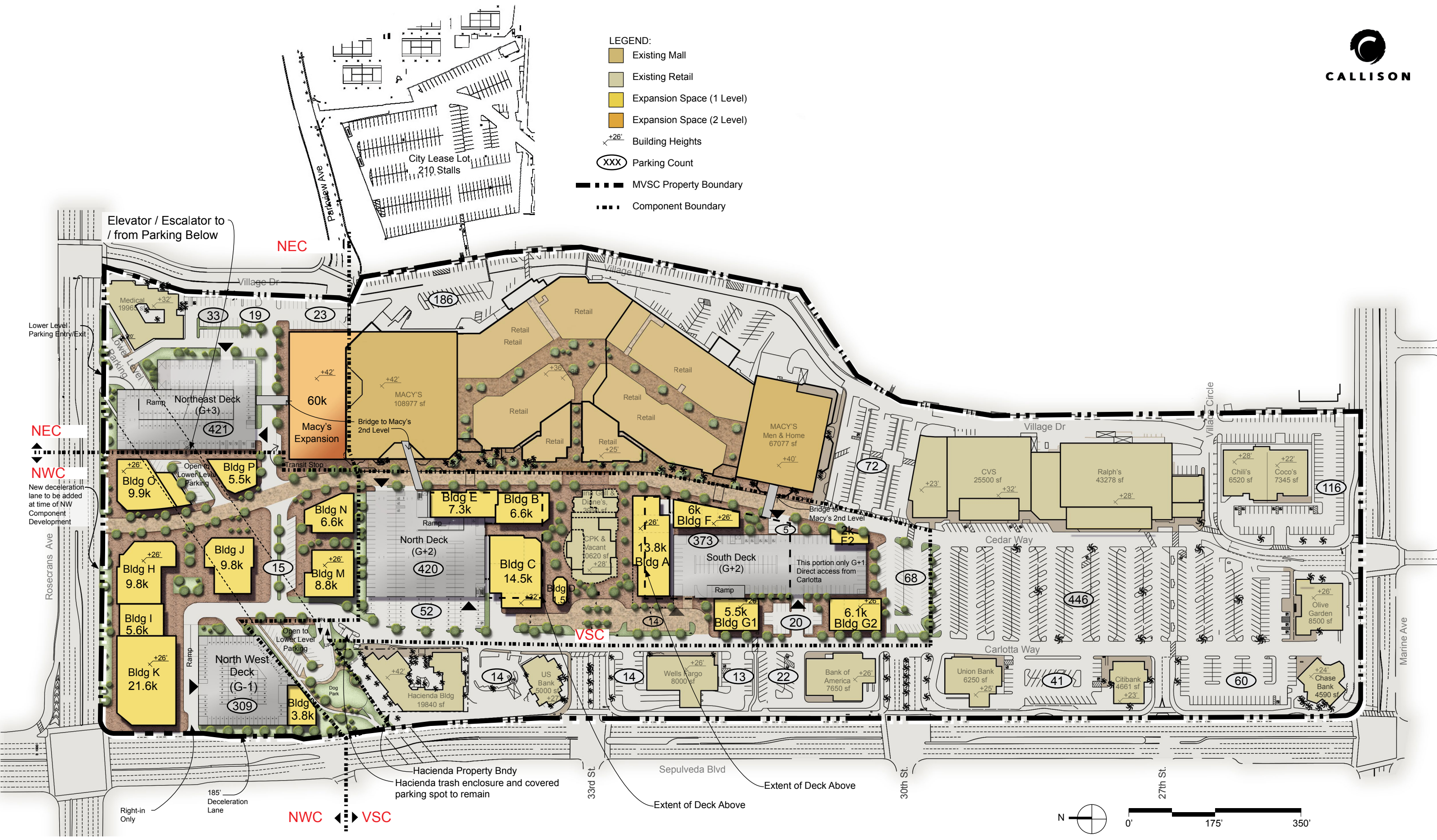
- LEGEND:**
- Existing Mall
  - Existing Retail
  - Expansion Space (1 Level)
  - Expansion Space (2 Level)
  - +26' Building Heights
  - XXX Parking Count
  - MVSC Property Boundary
  - Component Boundary
  - Indicates Existing Accessible Parking Stalls



## Project Concept Plans

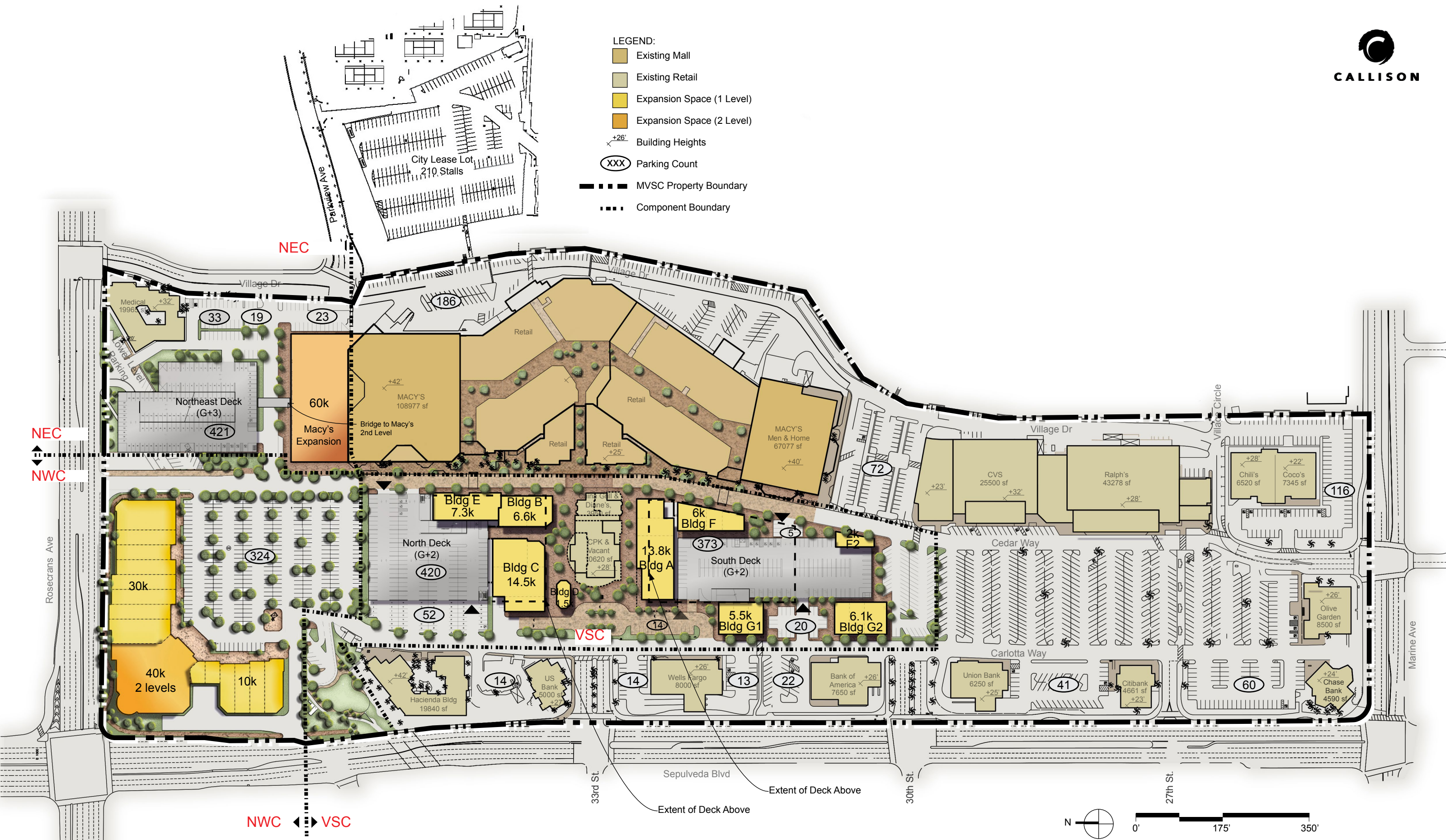


- LEGEND:**
- Existing Mall
  - Existing Retail
  - Expansion Space (1 Level)
  - Expansion Space (2 Level)
  - Building Heights
  - Parking Count
  - MVSC Property Boundary
  - Component Boundary





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



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



**LEGEND**

●●●●	Development Area
<b>BUILDING ENVELOPES (to top of parapet)</b>	
1	VSC/NWC 1 Level Building - 26'-0" a, c
1b	VSC 1 Level Building - 32'-0" a, c
2	NWC 2 Level Building - 40'-0" a, c
3	NEC 2 Level Building - 42'-0" a, c
 (VSC: Village Shops Component NWC: Northwest Component NEC: Northeast Component)	

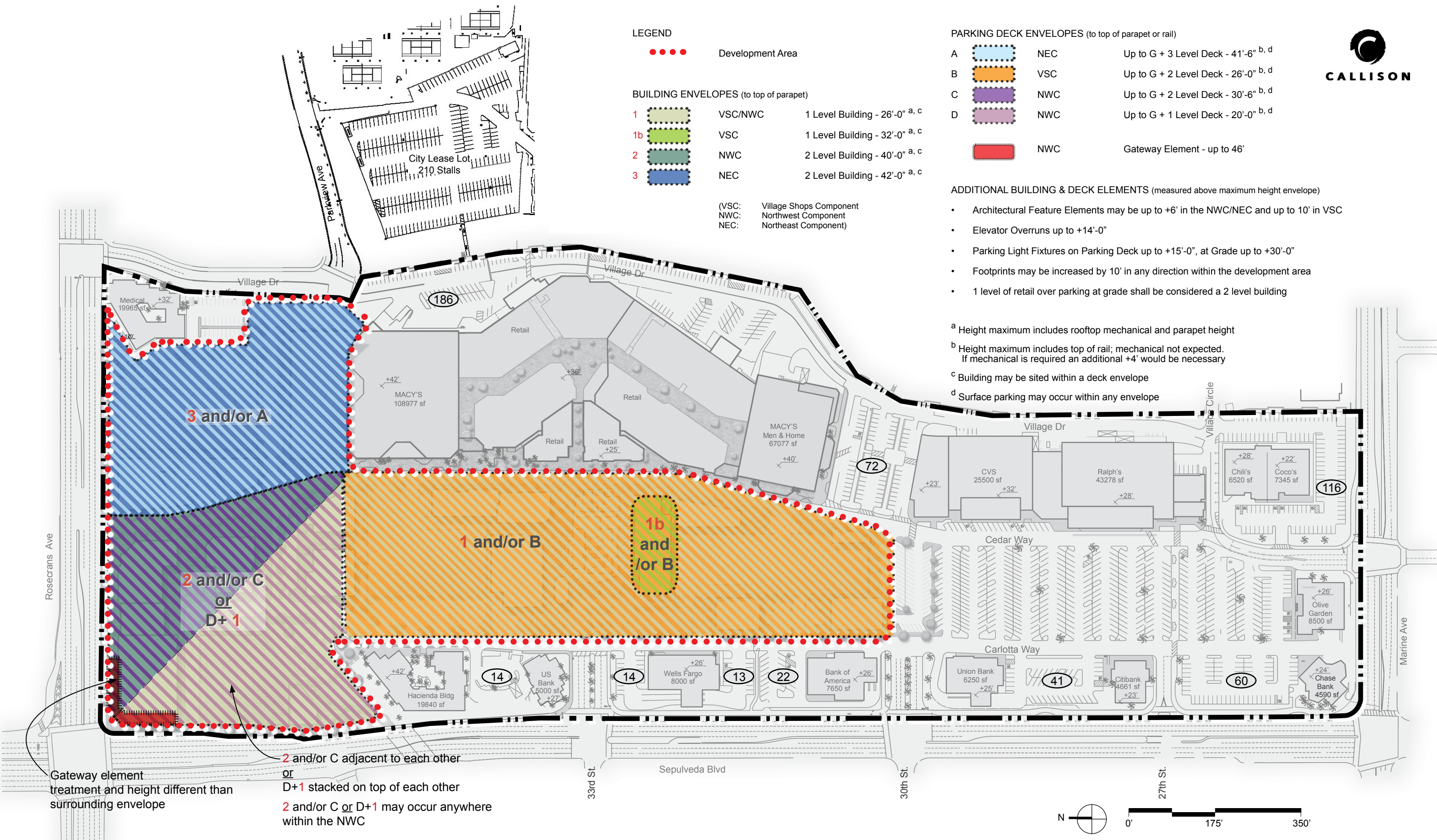
**PARKING DECK ENVELOPES (to top of parapet or rail)**

A	NEC	Up to G + 3 Level Deck - 41'-6" b, d
B	VSC	Up to G + 2 Level Deck - 26'-0" b, d
C	NWC	Up to G + 2 Level Deck - 30'-6" b, d
D	NWC	Up to G + 1 Level Deck - 20'-0" b, d
	NWC	Gateway Element - up to 46'

**ADDITIONAL BUILDING & DECK ELEMENTS (measured above maximum height envelope)**

- Architectural Feature Elements may be up to +6' in the NWC/NEC and up to 10' in VSC
- Elevator Overruns up to +14'-0"
- Parking Light Fixtures on Parking Deck up to +15'-0", at Grade up to +30'-0"
- Footprints may be increased by 10' in any direction within the development area
- 1 level of retail over parking at grade shall be considered a 2 level building

- a Height maximum includes rooftop mechanical and parapet height
- b Height maximum includes top of rail; mechanical not expected. If mechanical is required an additional +4' would be necessary
- c Building may be sited within a deck envelope
- d Surface parking may occur within any envelope



3 and/or A

2 and/or C  
or  
D+ 1

1 and/or B

1b  
and  
/or B

2 and/or C adjacent to each other  
or  
D+1 stacked on top of each other  
2 and/or C or D+1 may occur anywhere  
within the NWC

Gateway element  
treatment and height different than  
surrounding envelope



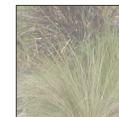
Mahattan Village Heights Table					Adds:			
Village Shops					Bldgs: Adds to roof height Decks: Adds to top deck level			
	Floors	Roof or deck floor	Parapet or Deck rail	Mechanical	Elevator Overrun	Arch Feature	Light Poles	
Buildings	A - G (not C)	1	22	4	4	NA	10	NA
	cumulative height:		22	26	26	NA	36	
	Bldg C	1	28	4	4	NA	10	NA
	cumulative height:		28	32	32	NA	42	
Decks	NDeck G + 2	2	22	4	4	18	10	15
	cumulative height:		22	26	26	40	36	37
	SDeck G + 2	2	22	4	4	18	10	15
	cumulative height:		22	26	26	40	36	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	42	56	48	
Deck	NEDeck G+1	2	11	4	4	18	6	15
	cumulative height:		11	15	15	29	21	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	26	NA	32	
	max height / 2 floors:		36	40	40	54	46	
Deck	NWD G+2	2	26.5	4	4	18	6	15
	cumulative height:		26.5	30.5	30.5	44.5	36.5	41.5
Deck	NEDeck G+3	3	31	4	4	18	6	15
	cumulative height:		31	35	35	49	41	46



## Phased Plans



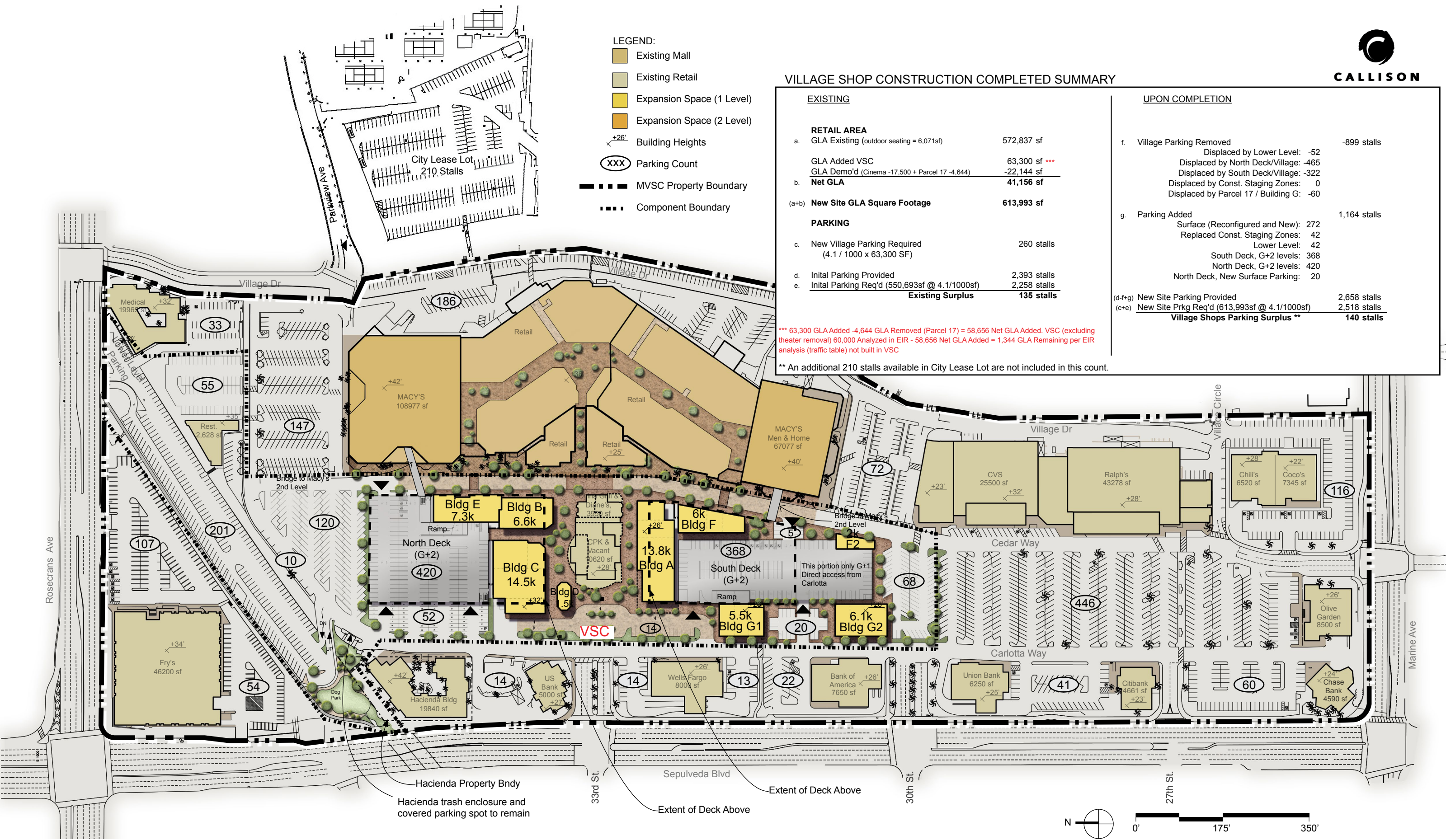
- LEGEND:**
- Existing Mall
  - Existing Retail
  - Expansion Space (1 Level)
  - Expansion Space (2 Level)
  - Building Heights
  - XXX Parking Count
  - MVSC Property Boundary
  - Component Boundary

**VILLAGE SHOP CONSTRUCTION COMPLETED SUMMARY**

EXISTING		UPON COMPLETION	
<b>RETAIL AREA</b>			
a. GLA Existing (outdoor seating = 6,071sf)	572,837 sf	f. Village Parking Removed	-899 stalls
GLA Added VSC	63,300 sf ***	Displaced by Lower Level:	-52
GLA Demo'd (Cinema -17,500 + Parcel 17 -4,644)	-22,144 sf	Displaced by North Deck/Village:	-465
<b>b. Net GLA</b>	<b>41,156 sf</b>	Displaced by South Deck/Village:	-322
(a+b) <b>New Site GLA Square Footage</b>	<b>613,993 sf</b>	Displaced by Const. Staging Zones:	0
<b>PARKING</b>			
c. New Village Parking Required (4.1 / 1000 x 63,300 SF)	260 stalls	Displaced by Parcel 17 / Building G:	-60
d. Initial Parking Provided	2,393 stalls	g. Parking Added	1,164 stalls
e. Initial Parking Req'd (550,693sf @ 4.1/1000sf)	2,258 stalls	Surface (Reconfigured and New):	272
<b>Existing Surplus</b>	<b>135 stalls</b>	Replaced Const. Staging Zones:	42
		Lower Level:	42
		South Deck, G+2 levels:	368
		North Deck, G+2 levels:	420
		North Deck, New Surface Parking:	20
		(d-f+g) New Site Parking Provided	2,658 stalls
		(c+e) New Site Prkg Req'd (613,993sf @ 4.1/1000sf)	2,518 stalls
		<b>Village Shops Parking Surplus **</b>	<b>140 stalls</b>

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

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



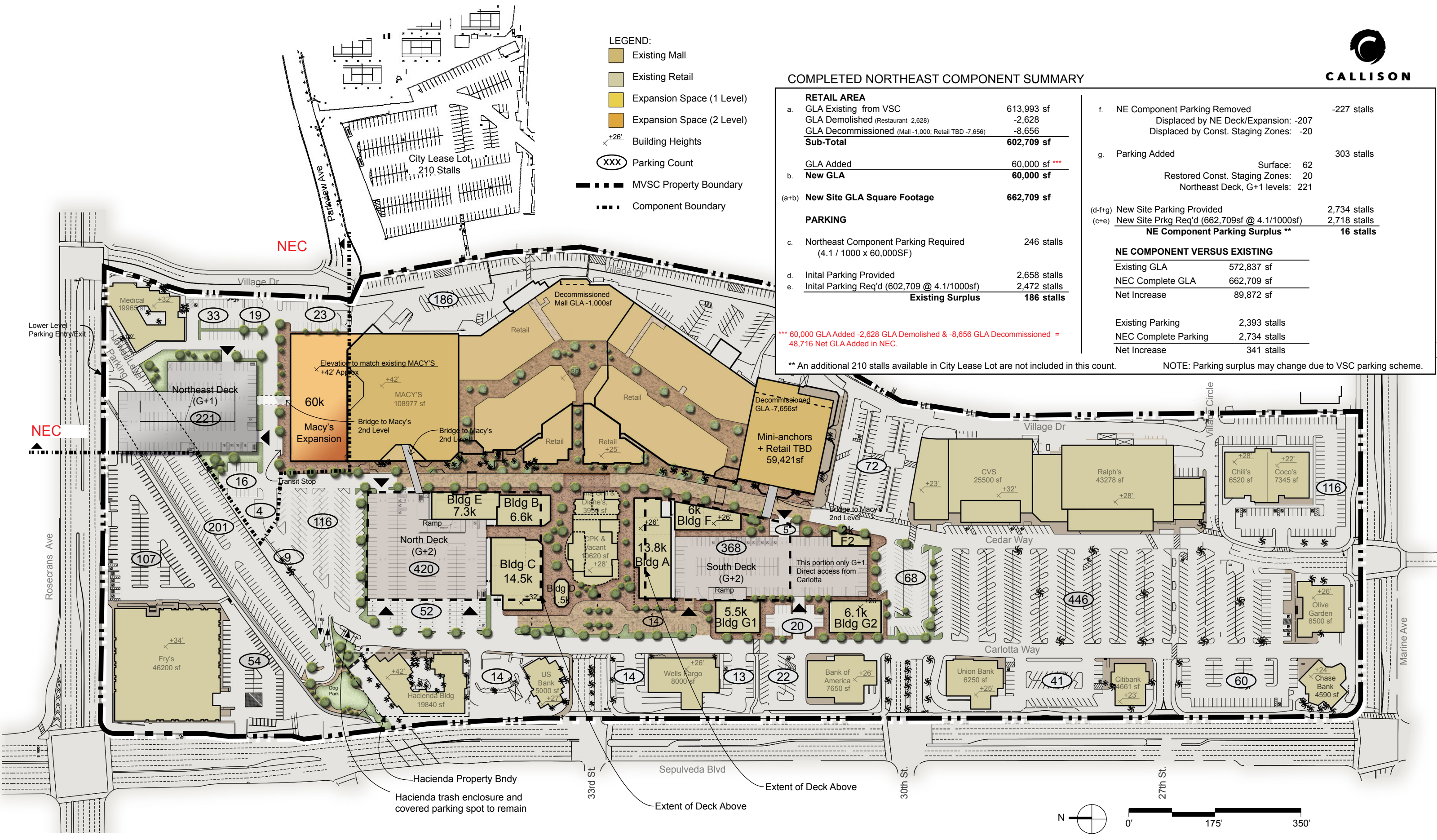
- LEGEND:**
- Existing Mall
  - Existing Retail
  - Expansion Space (1 Level)
  - Expansion Space (2 Level)
  - Building Heights
  - Parking Count
  - MVSC Property Boundary
  - Component Boundary

**COMPLETED NORTHEAST COMPONENT SUMMARY**

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

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

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



COMPLETED NORTHWEST COMPONENT SUMMARY - RETAIL ONLY OPTION

COMPLETED NW COMPONENT PROJECT SUMMARY

RETAIL AREA		
a. GLA Existing from NEC	662,709 sf	
GLA Removed	-46,200	
<b>Sub-Total</b>	<b>616,509 sf</b>	
b. GLA Added	80,000 sf	
<b>New GLA</b>	<b>80,000 sf</b>	
(a+b) <b>New Site GLA Square Footage</b>	<b>696,509 sf</b>	
PARKING		
c. Northwest Component Parking Required (4.1 / 1000 x 80,000 SF)	328 stalls	
d. Initial Parking Provided	2,734 stalls	
e. Initial Parking Required (616,509sf/1000sf)	2,528 stalls	
<b>Existing Surplus</b>	<b>206 stalls</b>	
f. NW Component Parking Removed	-507 stalls	
Displaced by NW Lower Level:	-201	
Displaced by NW Deck/Expansion:	-306	
Displaced by Const. Staging Zones:	0	
g. Parking Added	701 stalls	
Surface Reconfigured and New	15	
Lower Level:	177	
Restored Const. Staging Zones:	20	
Northwest Deck, G+1 levels:	289	
Northeast Deck, +2 additional levels:	200	
(d-f+g) <b>New Site Parking Provided</b>	<b>2,928 stalls</b>	
(c+e) <b>New Site Prkg Req'd (696,509sf @4.1/1000sf)</b>	<b>2,856 stalls</b>	
<b>NW Component Parking Surplus **</b>	<b>72 stalls</b>	

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

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

Parking for NW Component requires a 2 level addition to this deck. Adding +/- 195 stalls (Grade + 3)

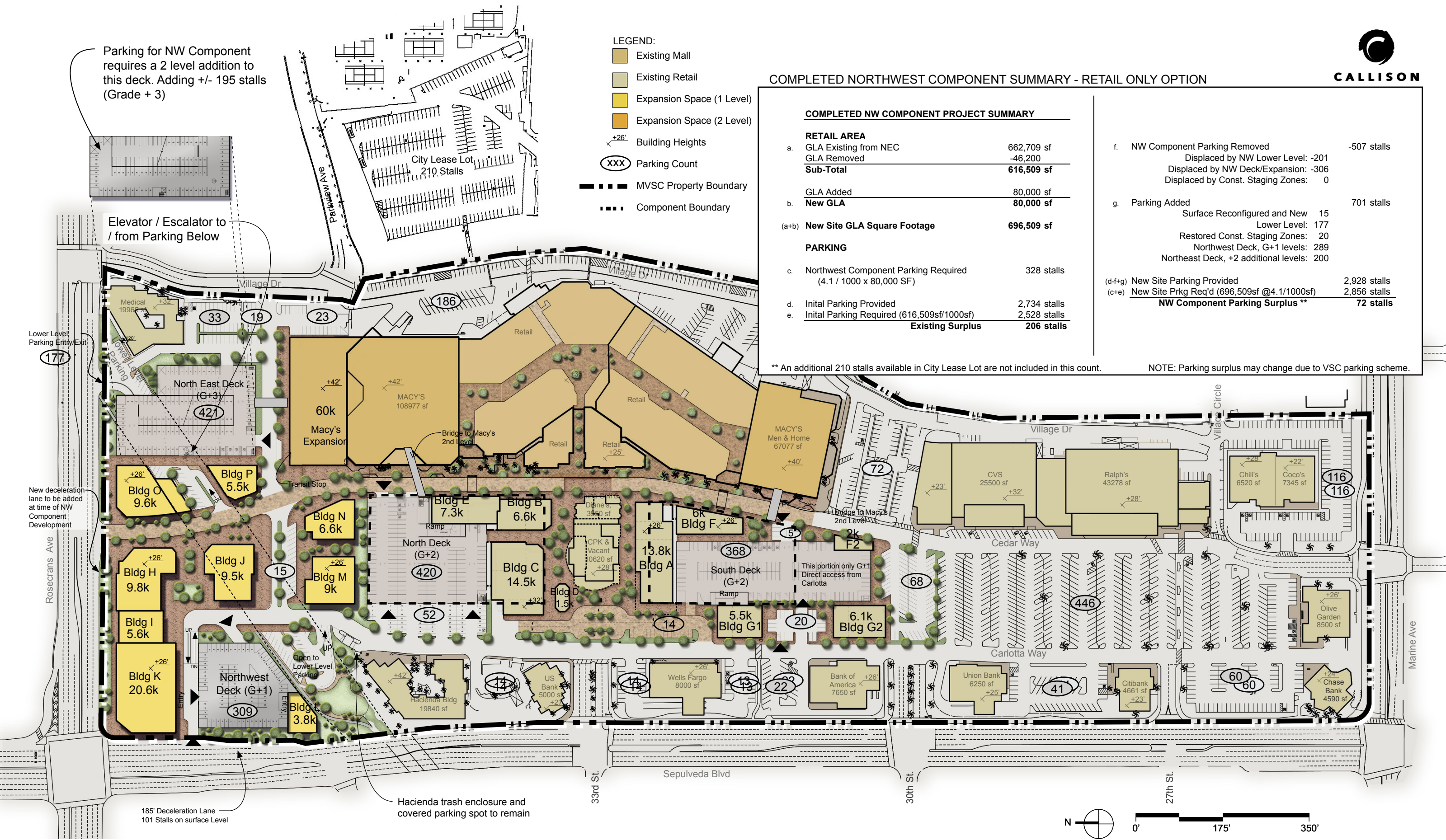
Elevator / Escalator to / from Parking Below

Lower Level Parking Entry/Exit

New deceleration lane to be added at time of NW Component Development

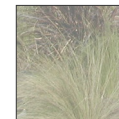
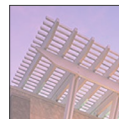
185' Deceleration Lane  
101 Stalls on surface Level

Hacienda trash enclosure and covered parking spot to remain

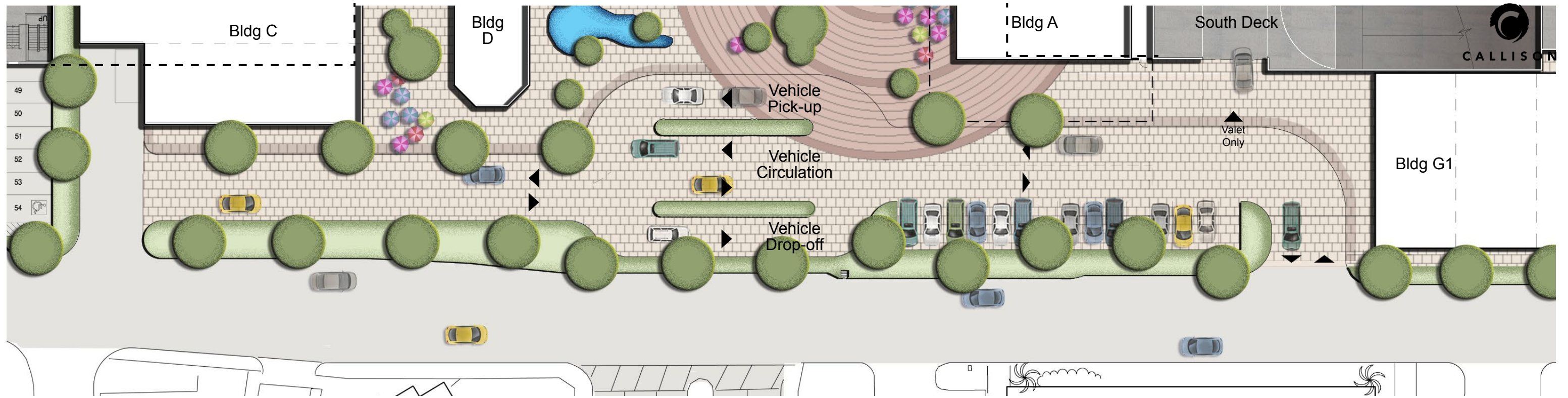




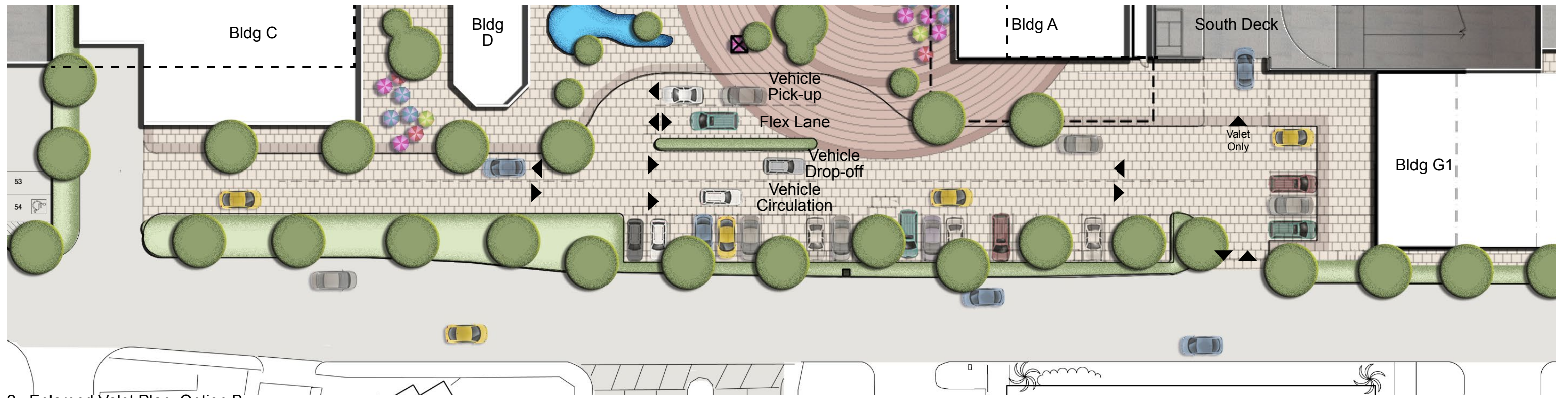
## Enlarged Plans & Perspectives







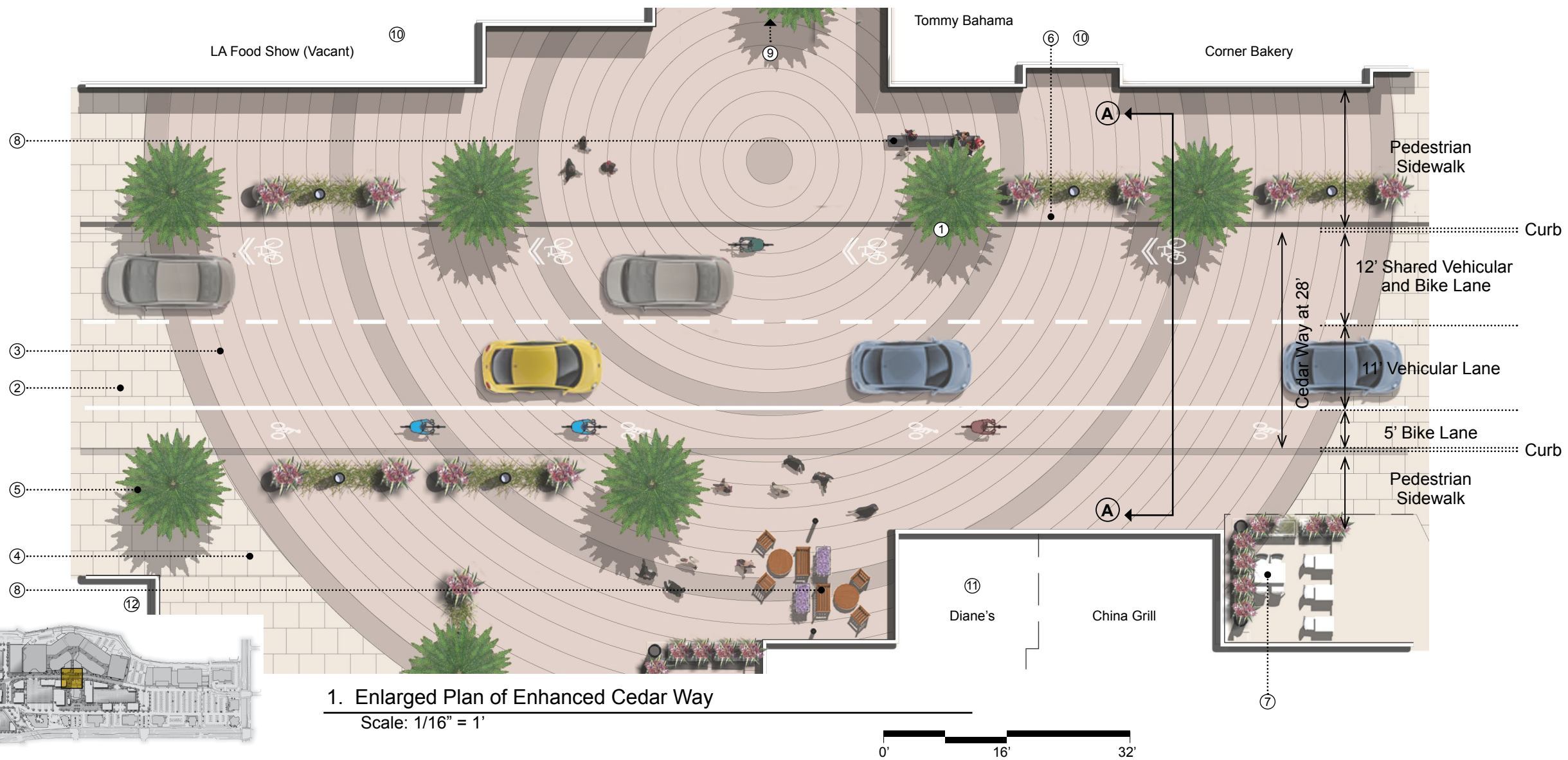
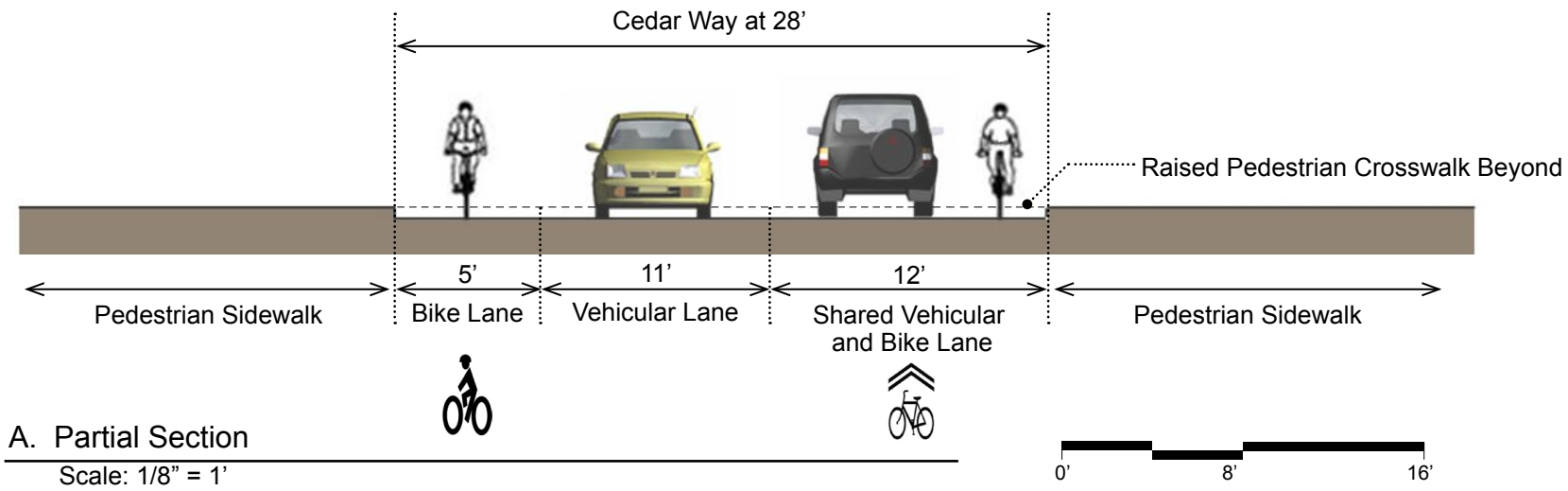
1. Enlarged Valet Plan, Option A  
Scale: 1" = 60'



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

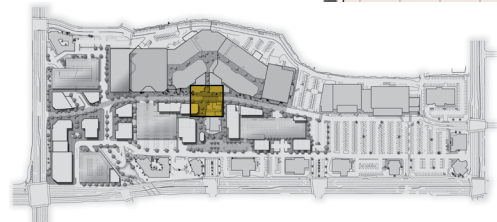
**FOR ILLUSTRATIVE PURPOSES ONLY**





**Notes**

- ① Raised Crosswalk without Curb
- ② Street Specialty Paving
- ③ Crosswalk Specialty Paving
- ④ Village Commons Paving
- ⑤ Street Trees
- ⑥ Landscape pots
- ⑦ Cafe seating
- ⑧ Street Furniture
- ⑨ Entry to Interior Mall
- ⑩ Existing Mall Shops
- ⑪ Existing CPK Building
- ⑫ Building B, Village Shops

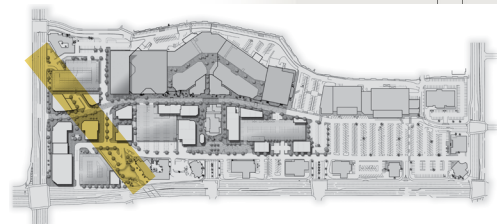
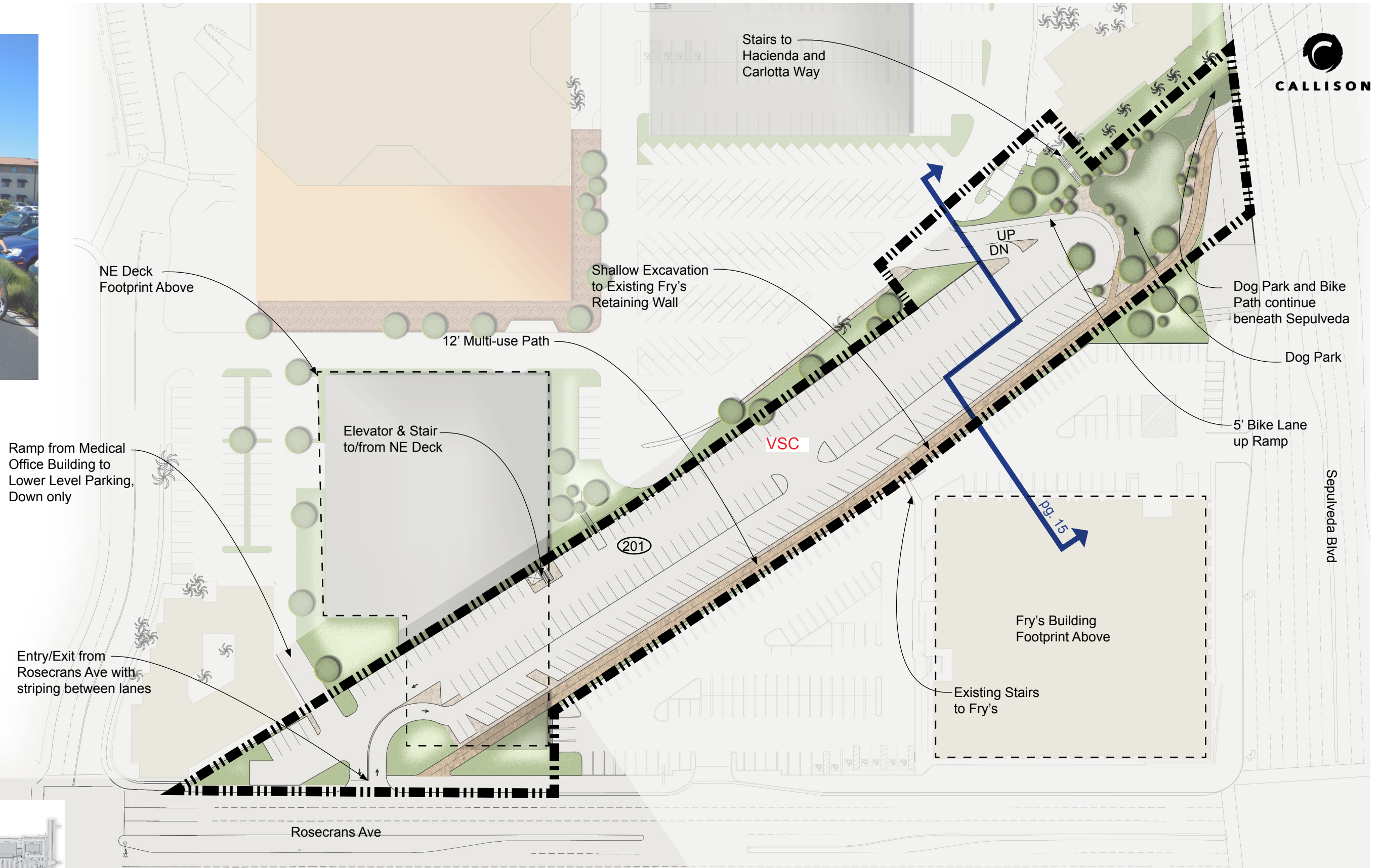


Key Plan

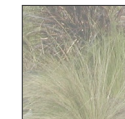
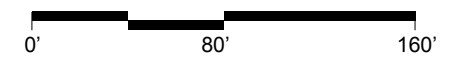


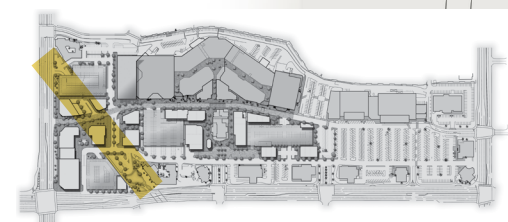
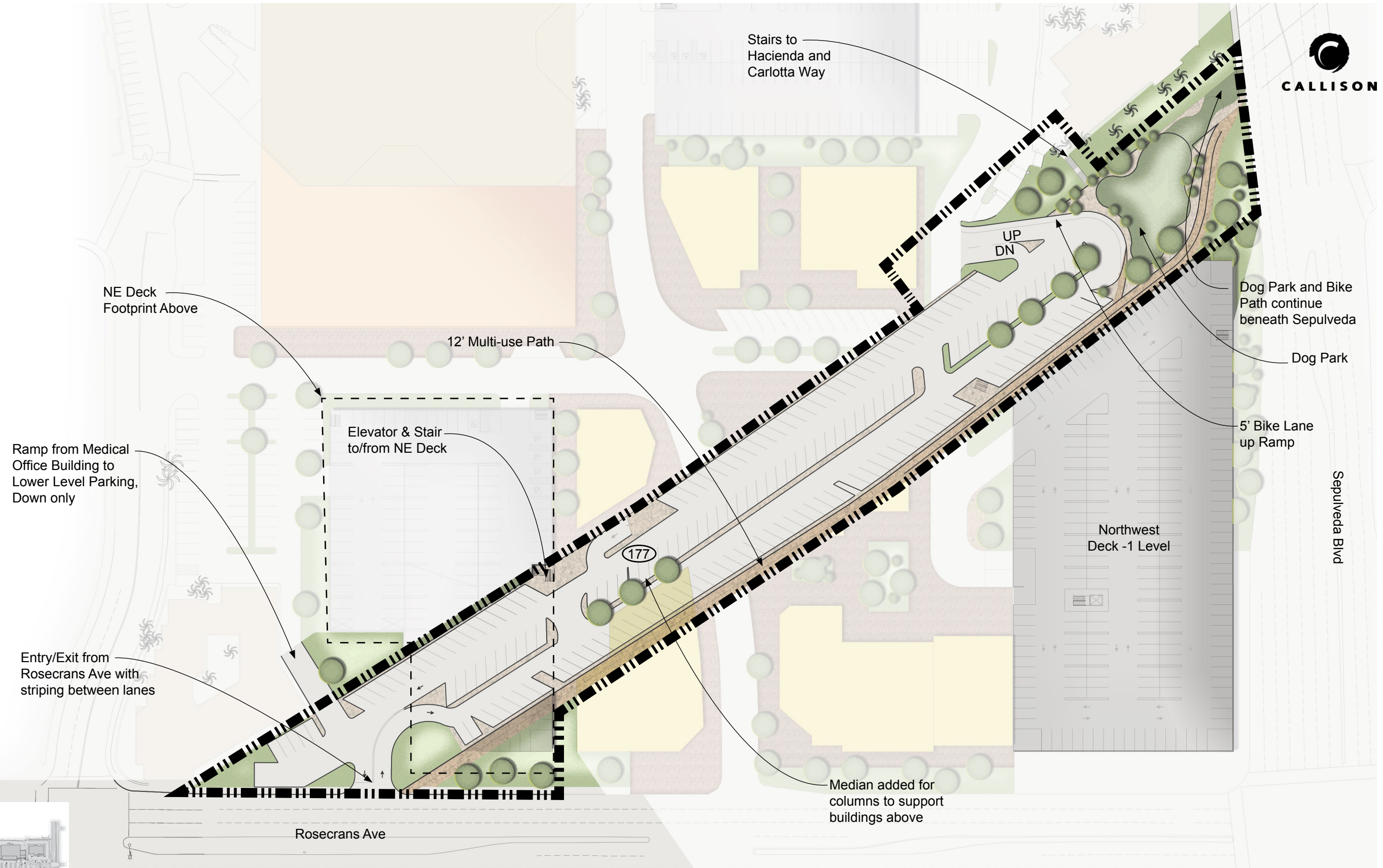


Multi-use Path Example



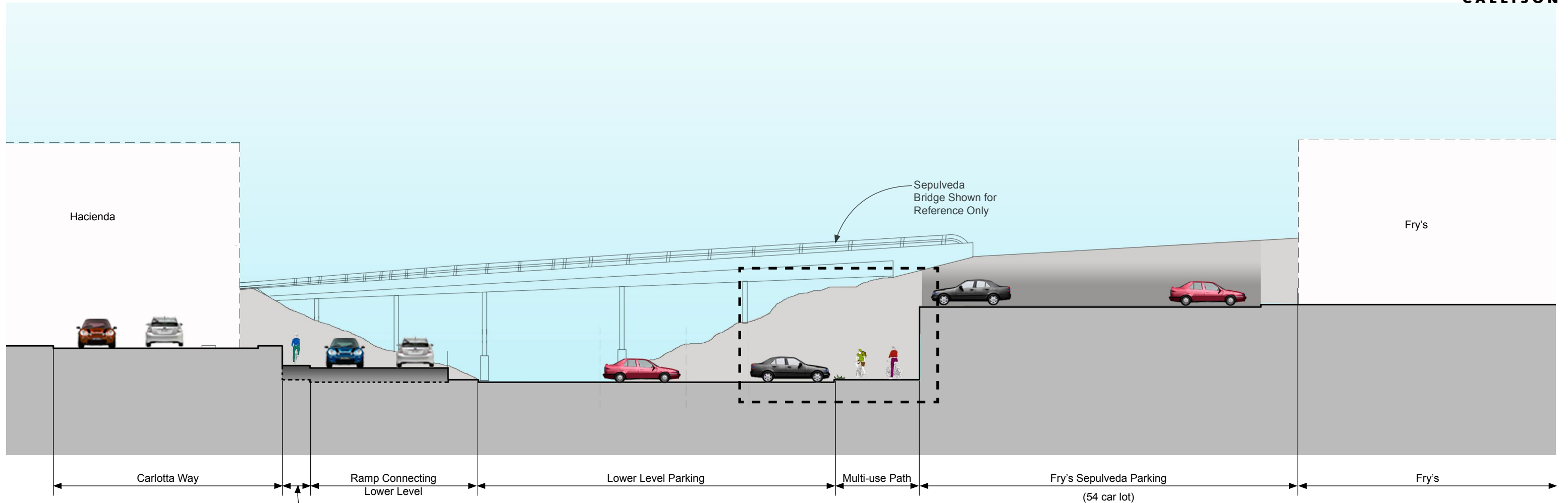
Key Plan





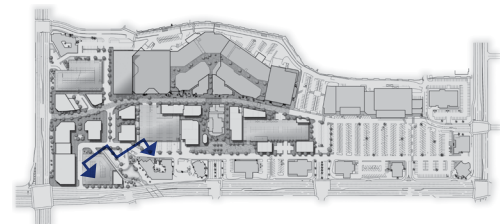
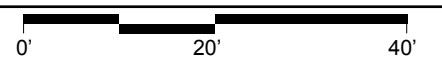
Key Plan





1. Section at Lower Level

Scale: 1" = 20'

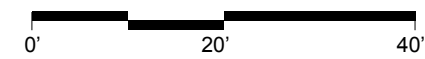
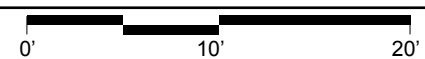


Key Plan



2. Section at Lower Level

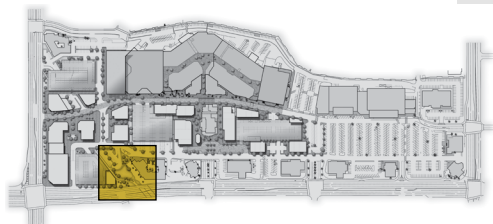
Scale: 1" = 10'



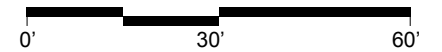


**Notes**

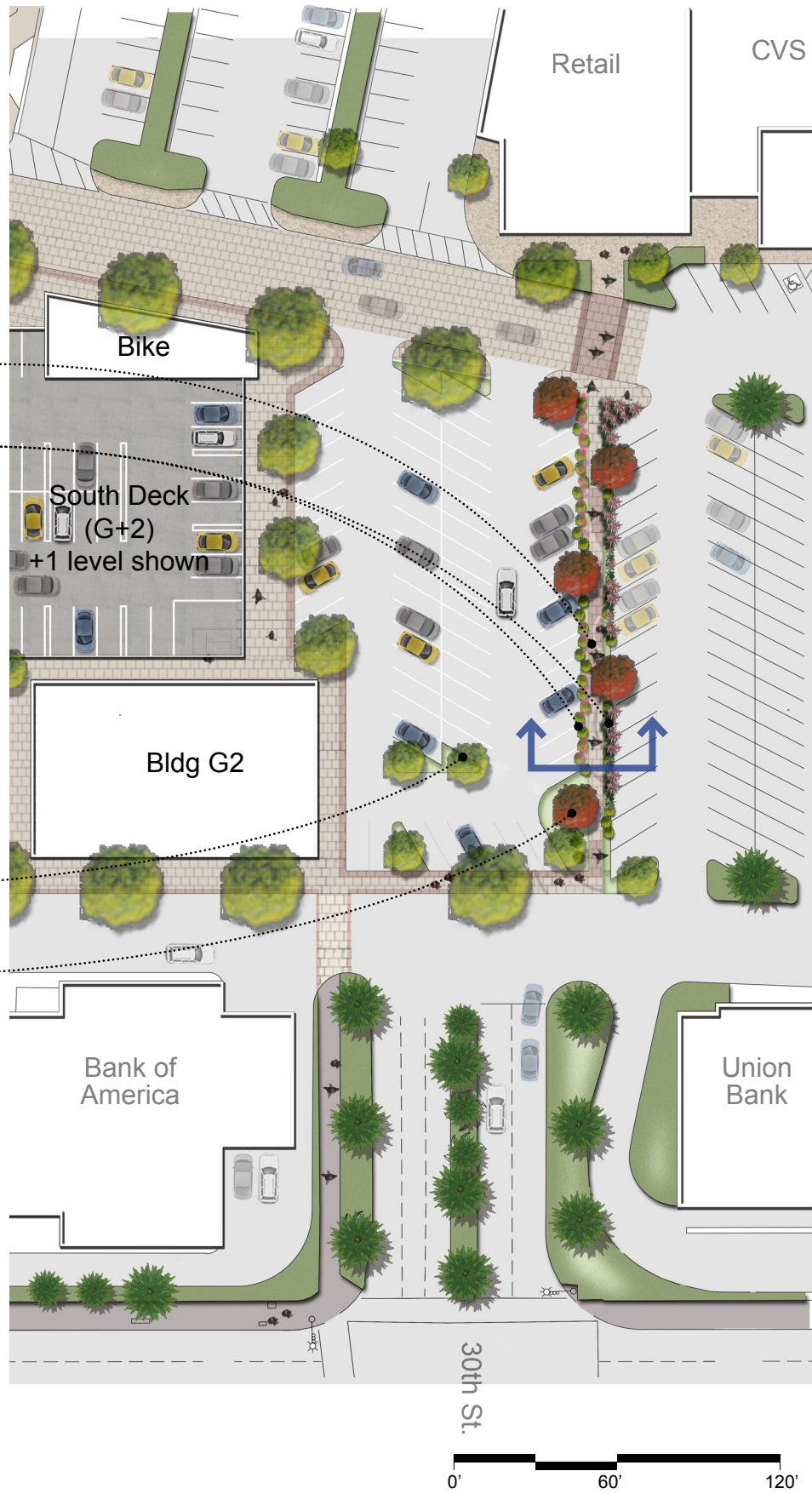
- ① Dog Park
- ② 12' Multi-use Path
- ③ Ramp Up to Carlotta Way
- ④ Ramp Down from Carlotta Way
- ⑤ 5' Bike Lane Ramp
- ⑥ Stairs from Lower Level Up
- ⑦ Bike Racks
- ⑧ Dog Park & Bike Lane Continue Under Sepulveda
- ⑨ Hacienda Covered Parking Spot
- ⑩ Hacienda Trash
- ⑪ Hacienda Pipes
- ⑫ Lower Level Parking
- ⑬ Fry's Parking



Key Plan







Pedestrian path with Enhanced Paving

Colorful Landscaping on both side of Path

Bike  
South Deck  
(G+2)  
+1 level shown

Bldg G2

Shade Tree

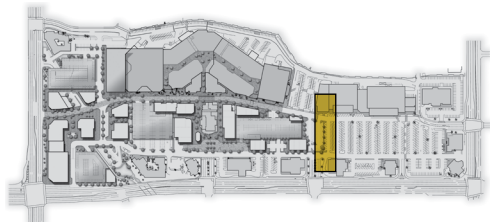
Ornamental Tree

Bank of America

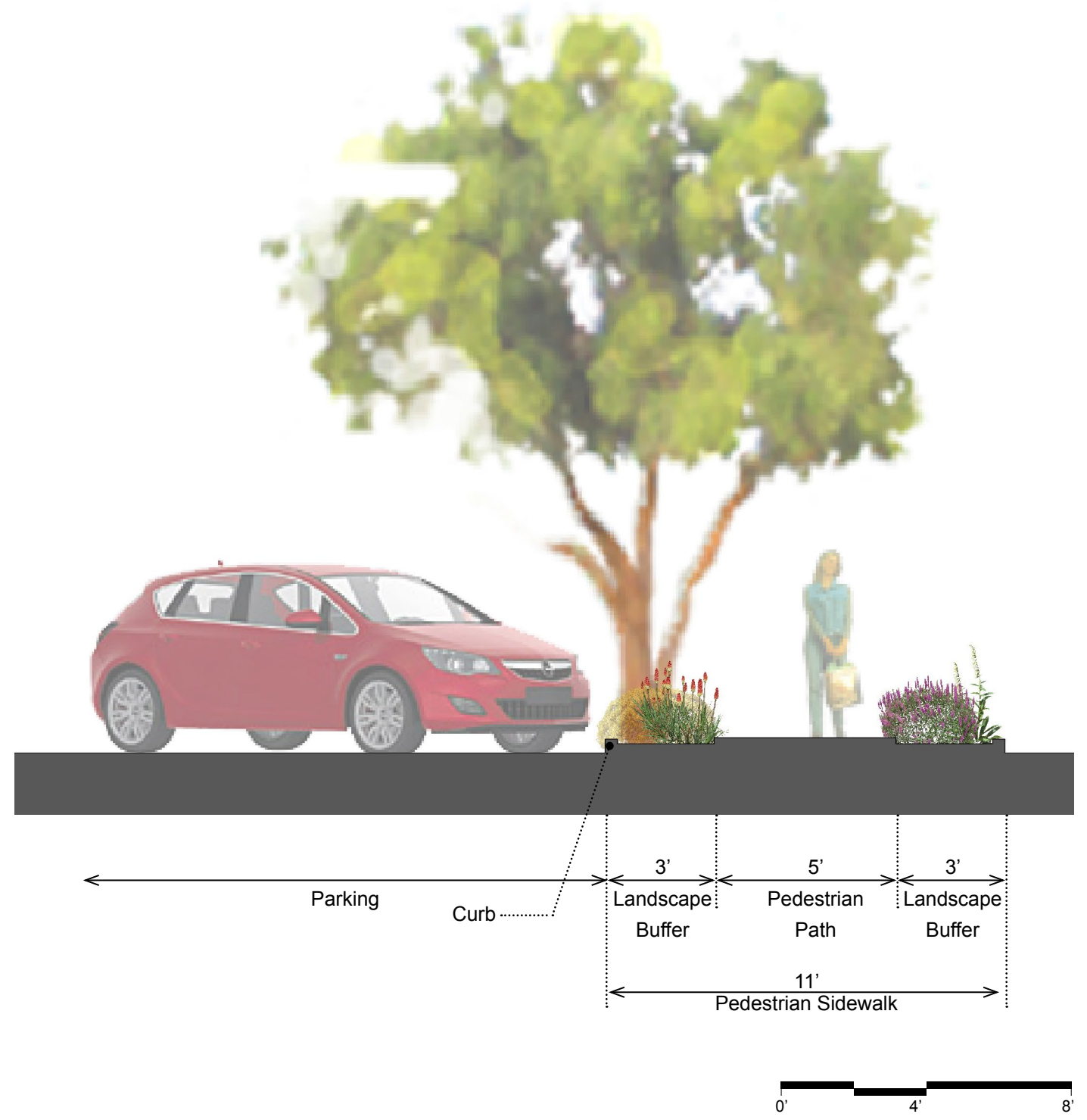
Union Bank

30th St.

0' 60' 120'



Key Plan



Parking

Curb

3'

Landscape Buffer

5'

Pedestrian Path

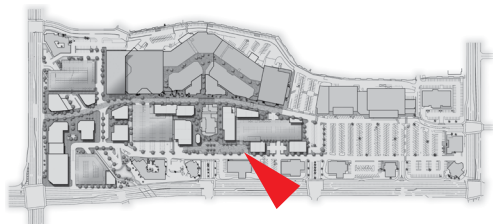
3'

Landscape Buffer

11'  
Pedestrian Sidewalk

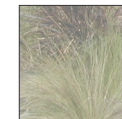
0' 4' 8'

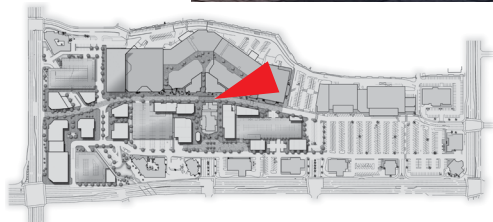




Key Plan

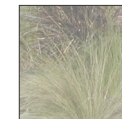
**FOR ILLUSTRATIVE PURPOSES ONLY**

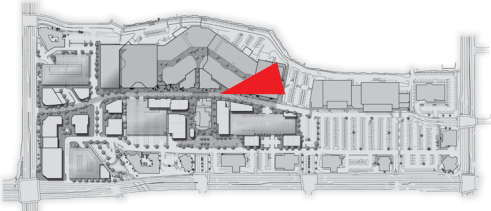




Key Plan

**FOR ILLUSTRATIVE PURPOSES ONLY**

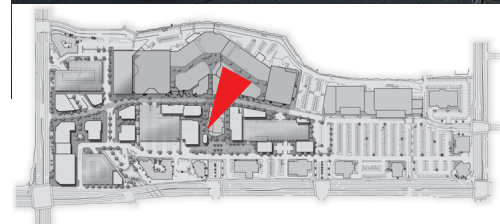




Key Plan

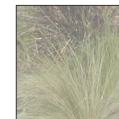
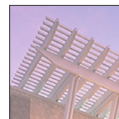
**FOR ILLUSTRATIVE PURPOSES ONLY**

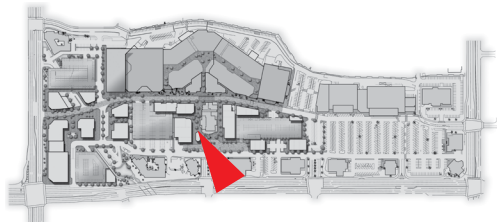




Key Plan

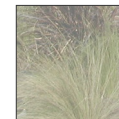
**FOR ILLUSTRATIVE PURPOSES ONLY**

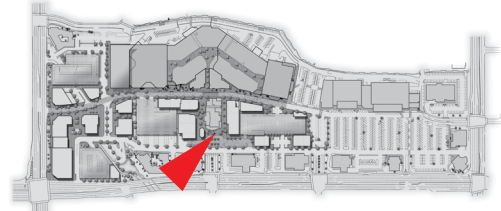




Key Plan

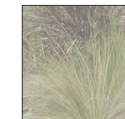
FOR ILLUSTRATIVE PURPOSES ONLY

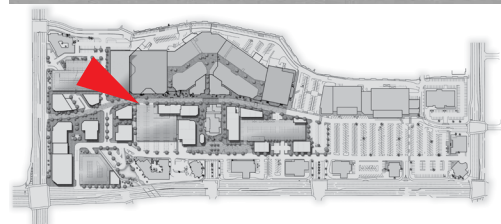




Key Plan

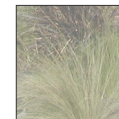
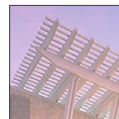
**FOR ILLUSTRATIVE PURPOSES ONLY**



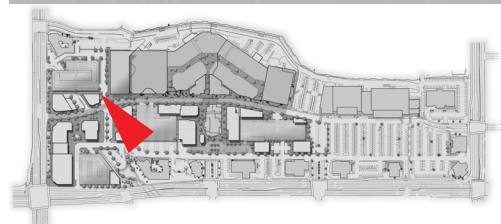


Key Plan

**FOR ILLUSTRATIVE PURPOSES ONLY**

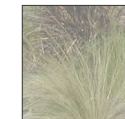


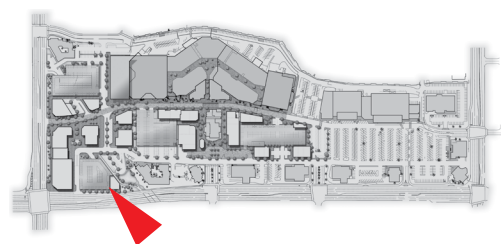




Key Plan

**FOR ILLUSTRATIVE PURPOSES ONLY**





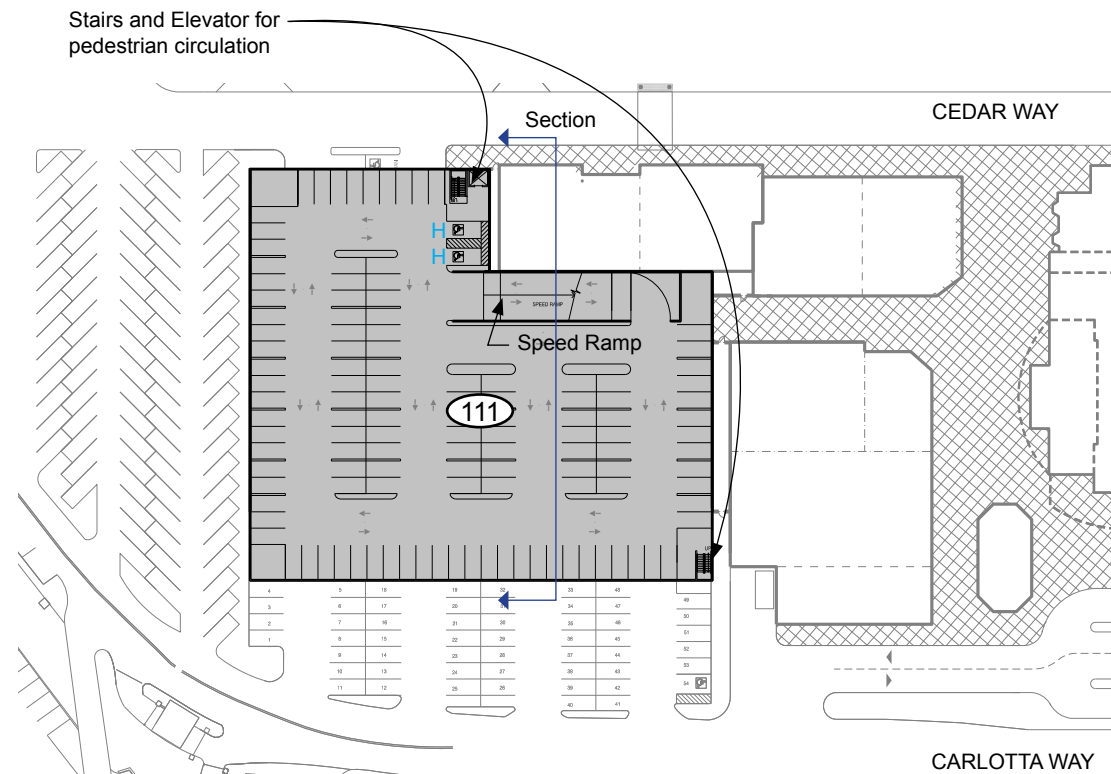
Key Plan

**FOR ILLUSTRATIVE PURPOSES ONLY**

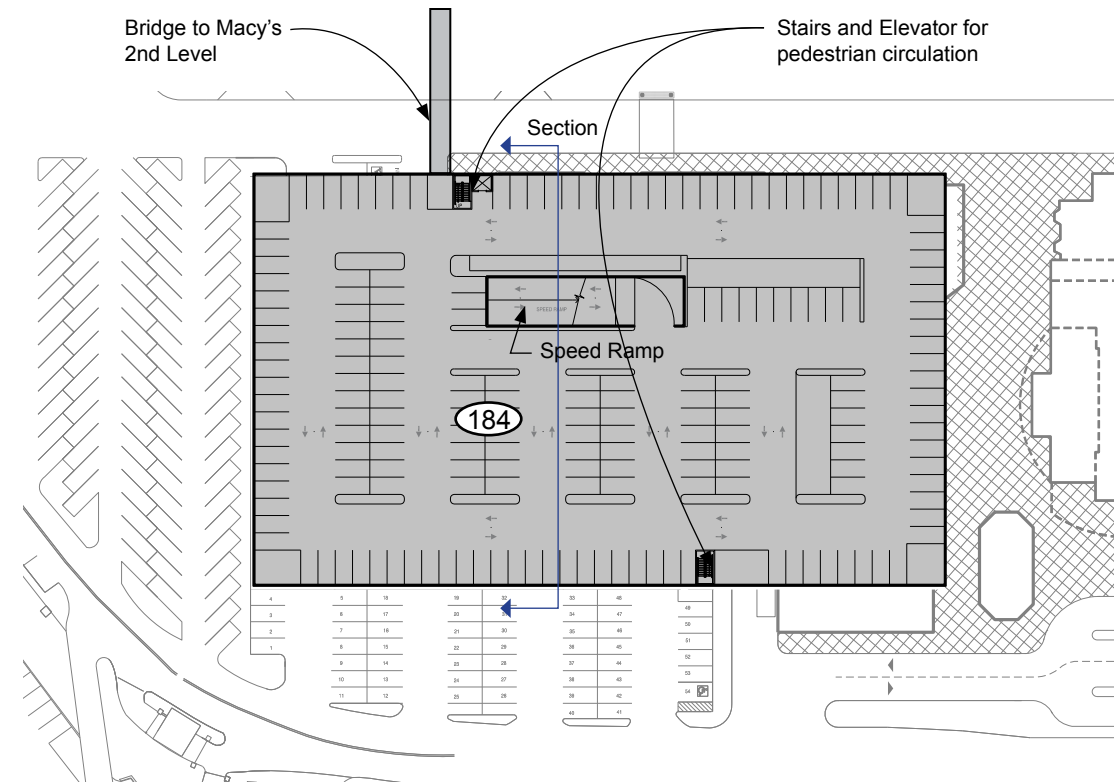


# Village Shops - Parking Decks

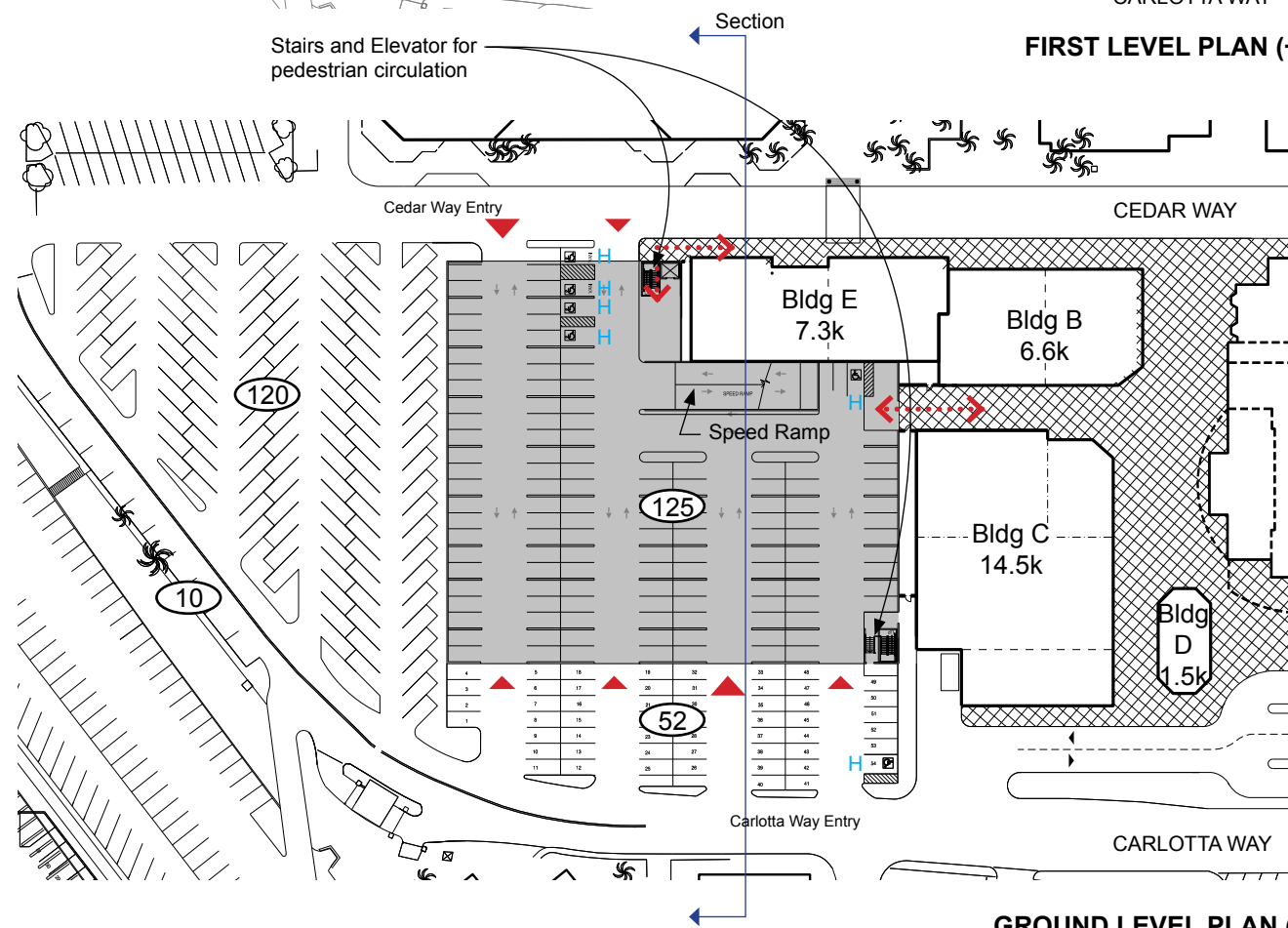




**FIRST LEVEL PLAN (+1)**



**SECOND LEVEL PLAN (+2)**



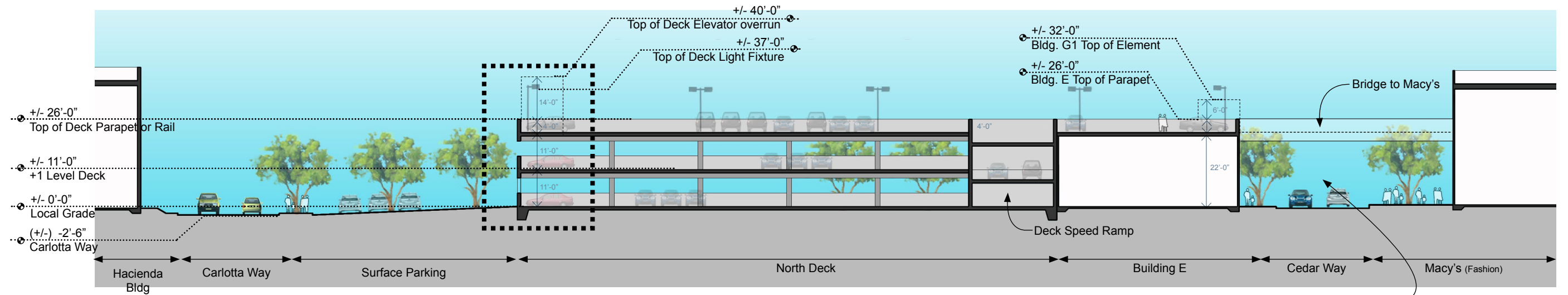
**GROUND LEVEL PLAN (G)**

**NORTH LOT TOTALS**

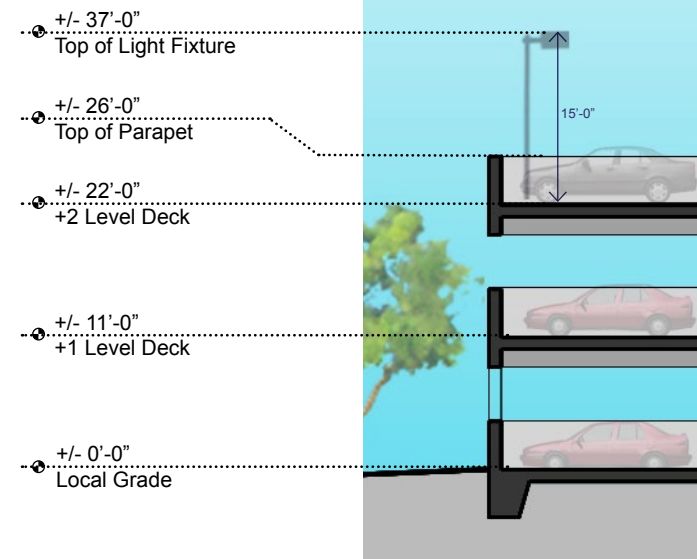
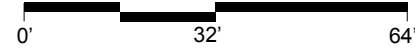
Surface:	182 stalls
Deck:	420 stalls
	602 stalls

**NORTH DECK TOTAL - 420 STALLS**

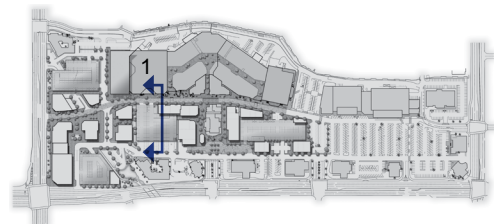




Scale: 1/32" = 1'

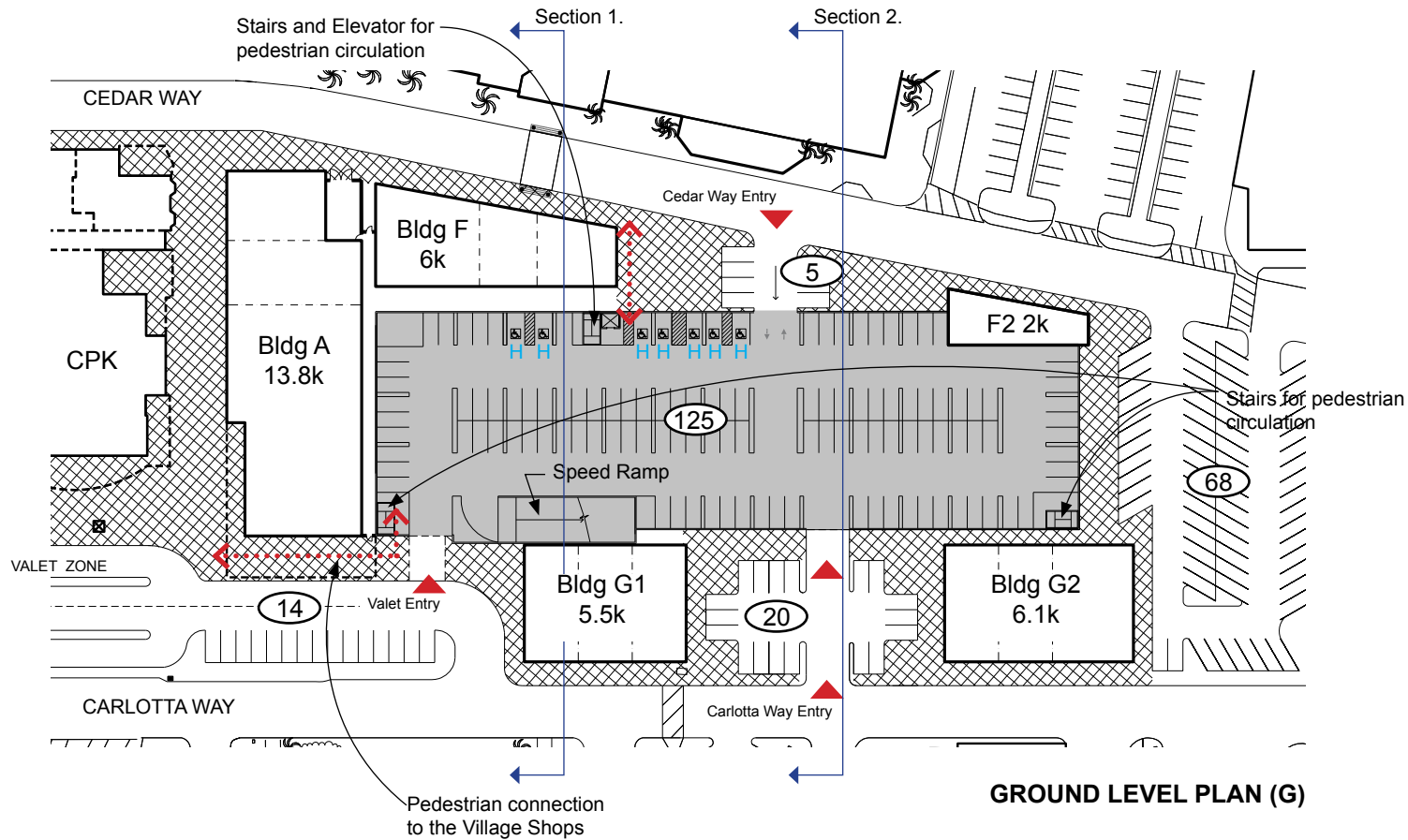
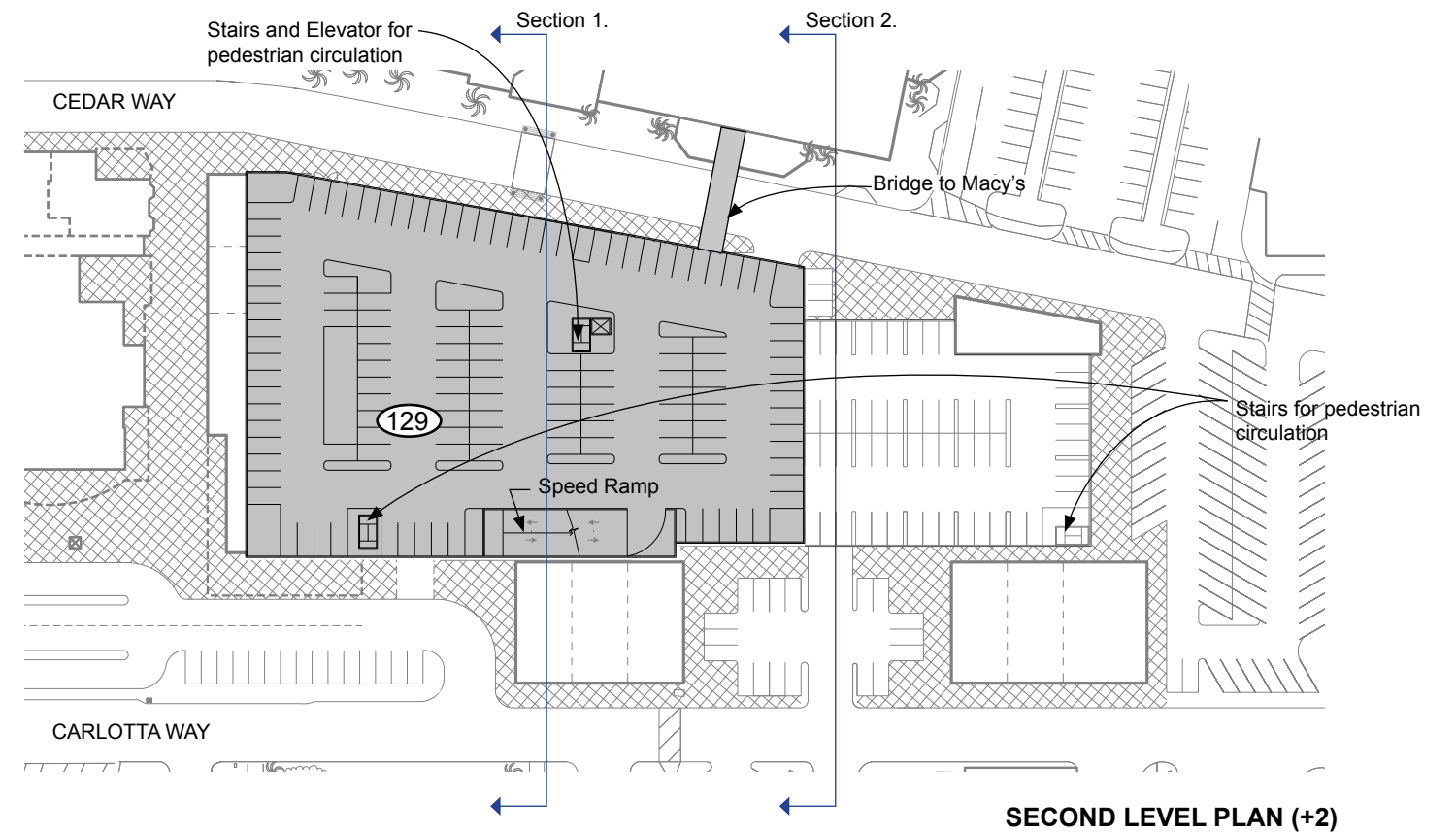
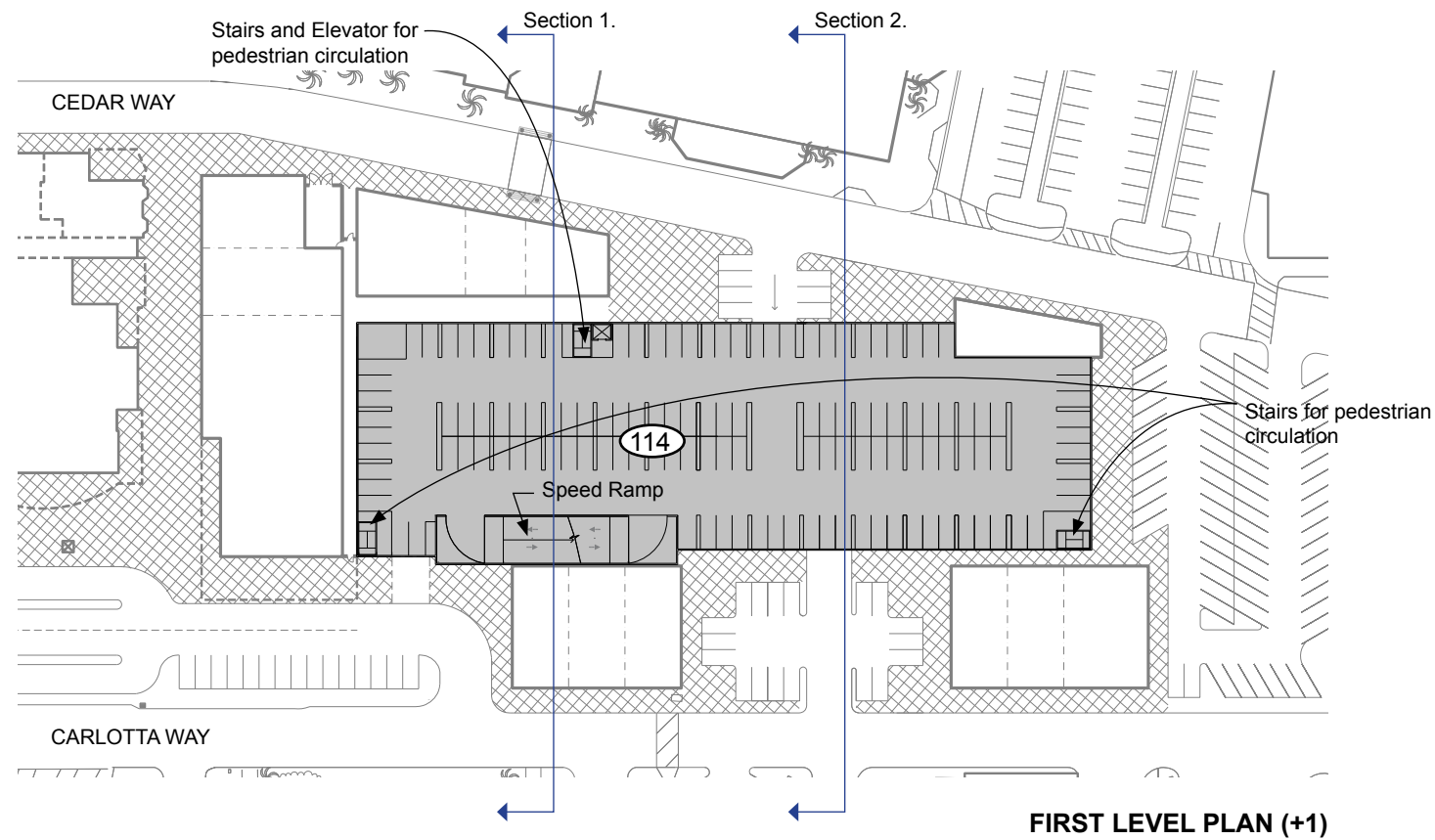


Scale: 1/16" = 1'



Key Plan

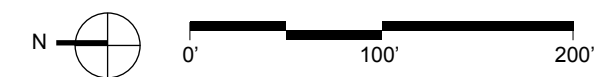


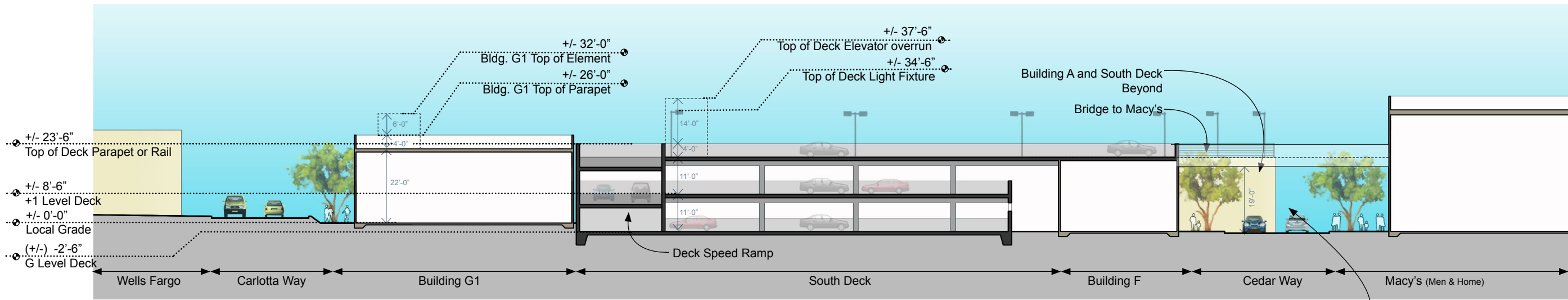


**SOUTH LOT TOTALS**

Surface:	107 stalls
Deck:	368 stalls
	475 stalls

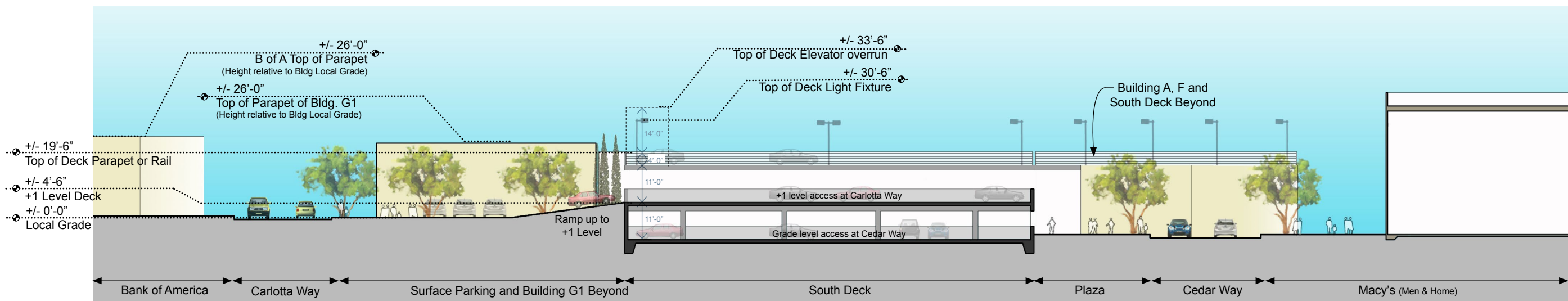
**SOUTH DECK TOTAL - 368 STALLS**





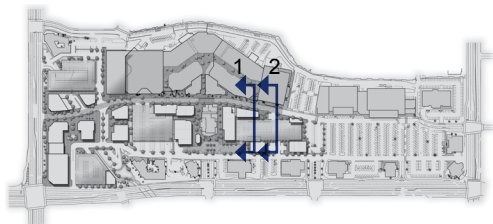
1. South Deck Section, Looking North

Scale: 1/32" = 1'

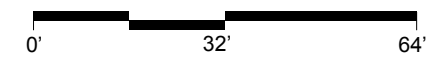


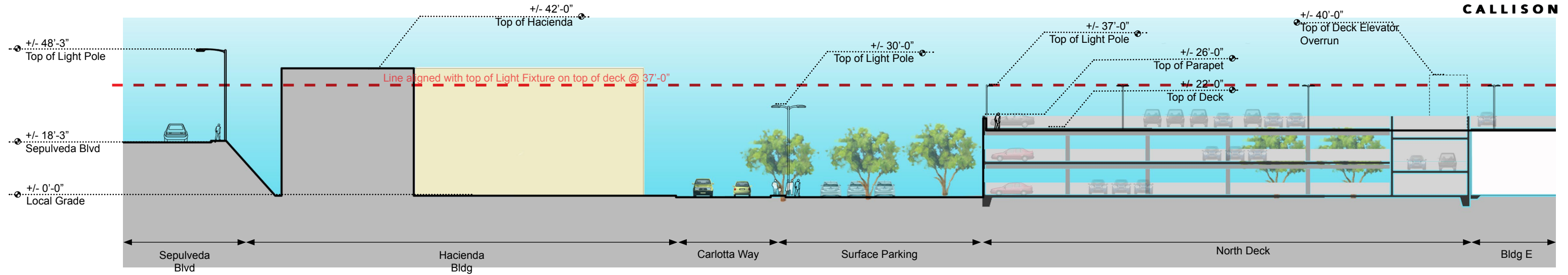
2. South Deck Section, Looking North

Scale: 1/32" = 1'



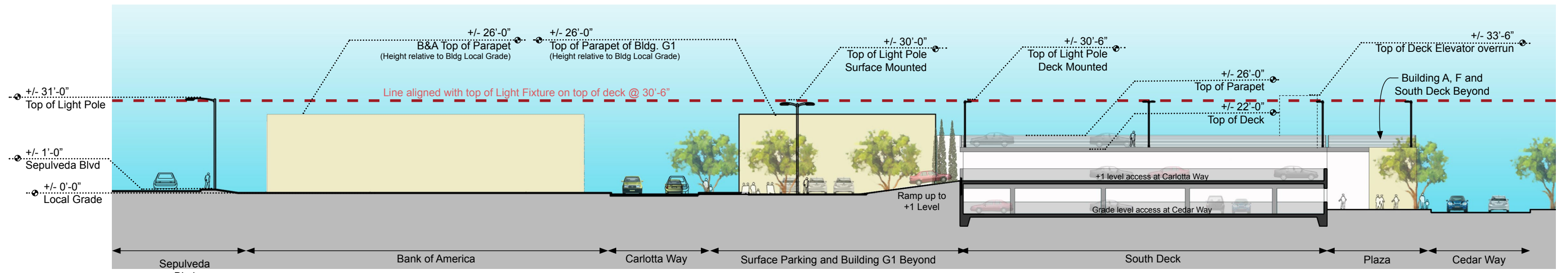
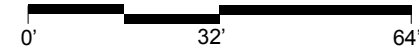
Key Plan





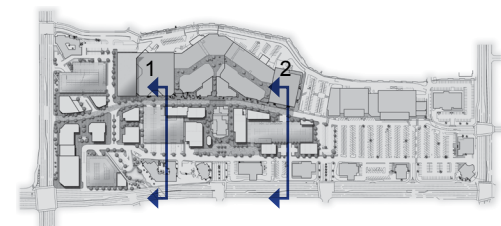
1. North Deck Section, Looking North

Scale: 1/32" = 1'

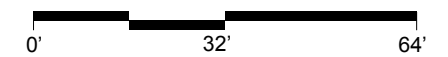


2. South Deck Section, Looking North

Scale: 1/32" = 1'



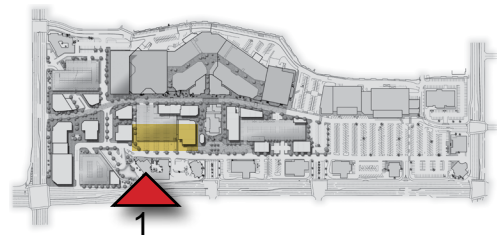
Key Plan



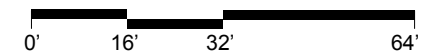




1. North Village Shops and North Deck Elevation Facing Carlotta Way  
 Scale: 1/32" = 1'



Key Plan

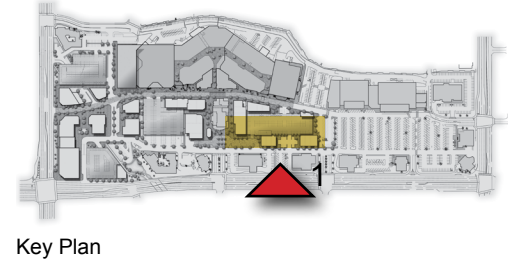


FOR ILLUSTRATIVE PURPOSES ONLY

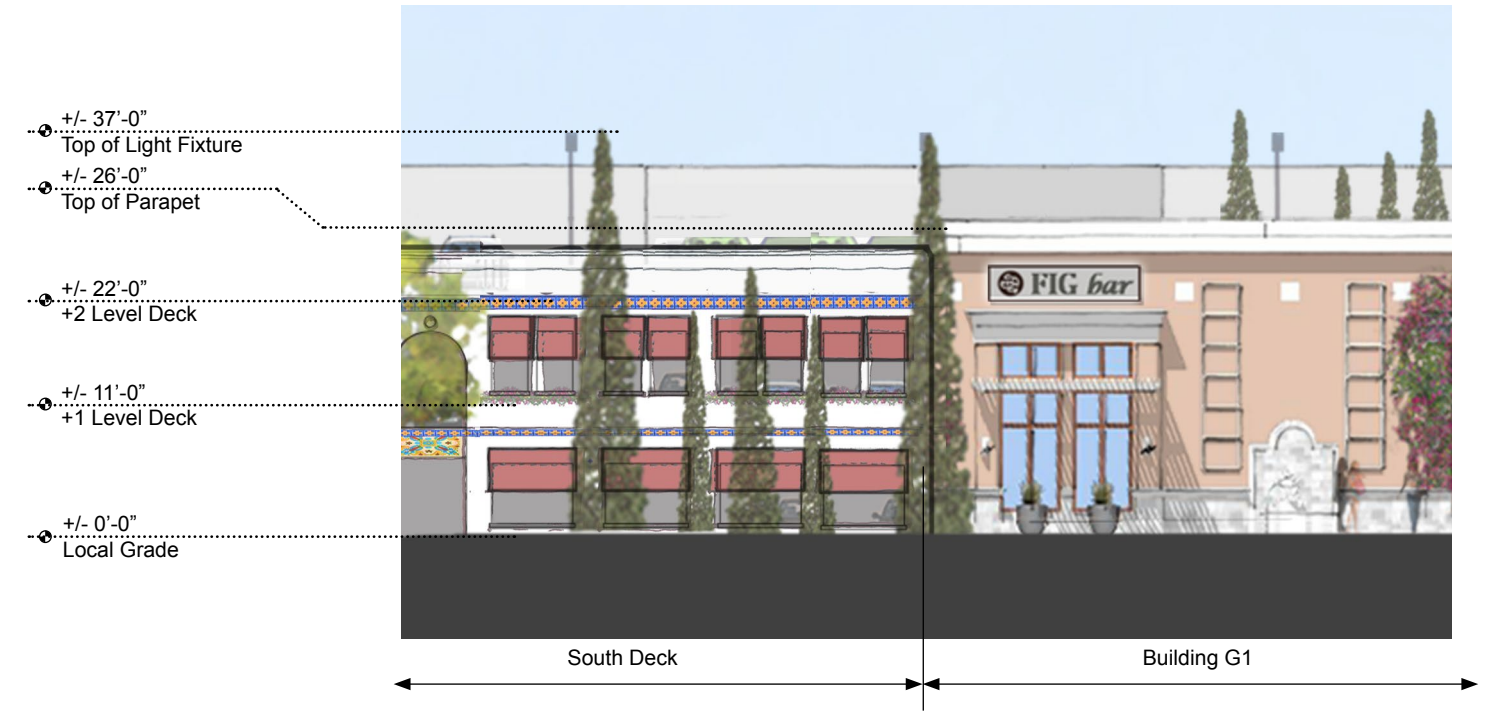




1. South Village Shops and South Deck Elevation Facing Carlotta Way  
 Scale: 1/32" = 1'



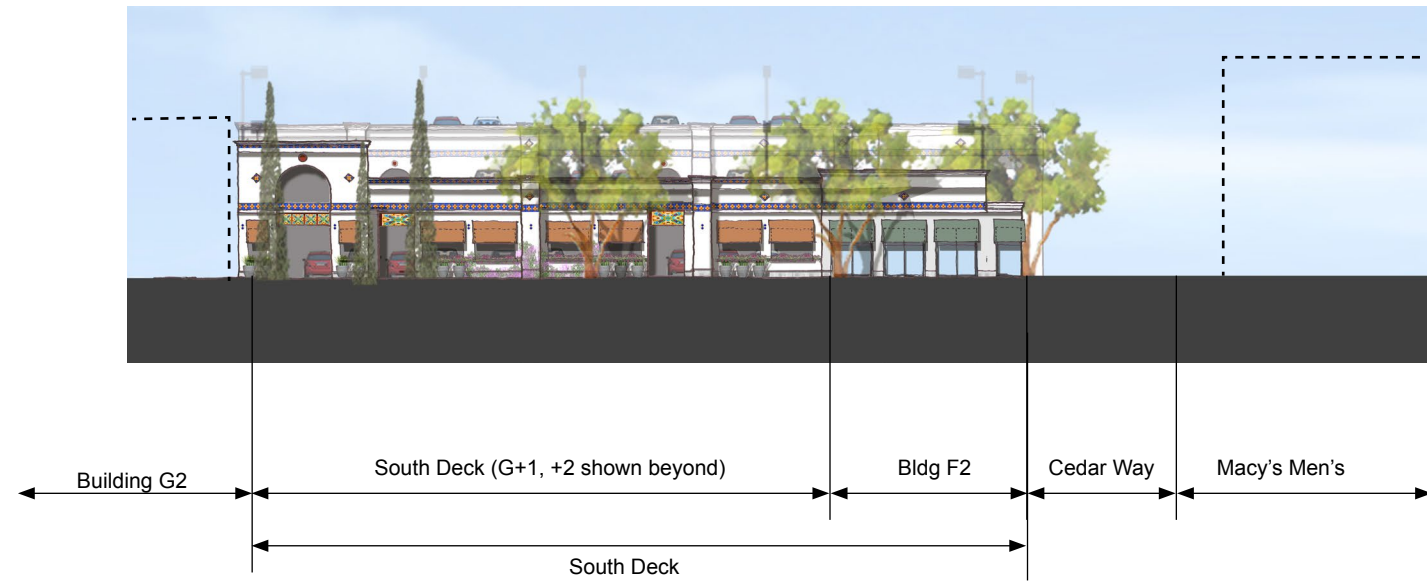
Key Plan



2. Enlarged South Deck & Bldg G1 Elevation  
 Scale: 1/16" = 1'

**FOR ILLUSTRATIVE PURPOSES ONLY**





1. South Deck Elevation Facing South

Scale: 1/32" = 1'

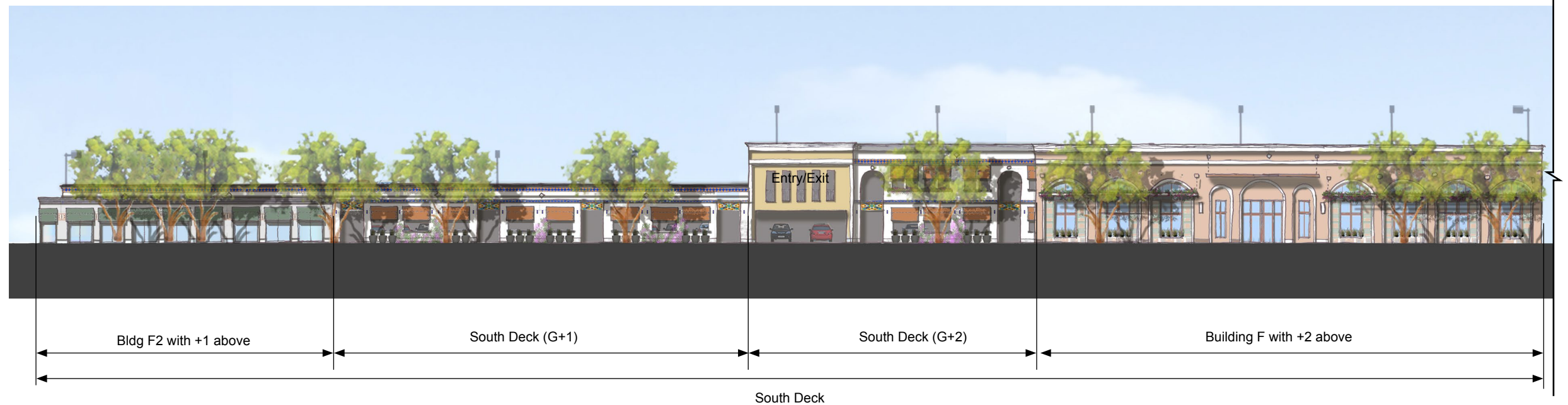
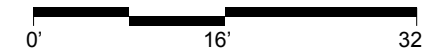


**Notes**

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

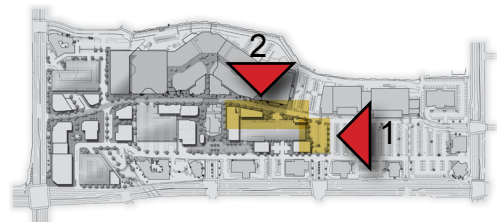
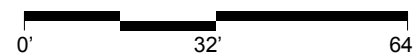
3. Enlarged Parking Deck Typical Bay

Scale: 1/16" = 1'



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

Scale: 1/32" = 1'



Key Plan

**FOR ILLUSTRATIVE PURPOSES ONLY**





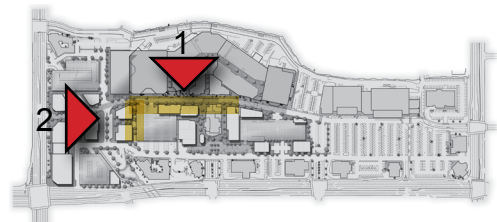
1. North Deck Elevation Facing Cedar Way

Scale: 1/32" = 1'

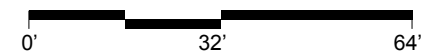


2. North Deck Elevation Facing Rosecrans

Scale: 1/32" = 1'



Key Plan



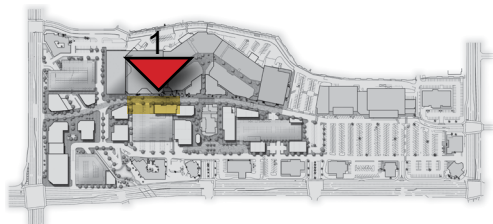
FOR ILLUSTRATIVE PURPOSES ONLY



- +/- 36'-0" Architectural Element
- +/- 26'-0" Top of Parapet
- +/- 15'-0" Typical Storefront
- +/- 0'-0" Local Grade



1. Enlarged North Deck & Bldg E Elevation  
 Scale: 1/16" = 1'

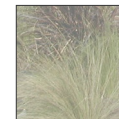
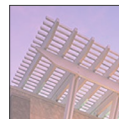
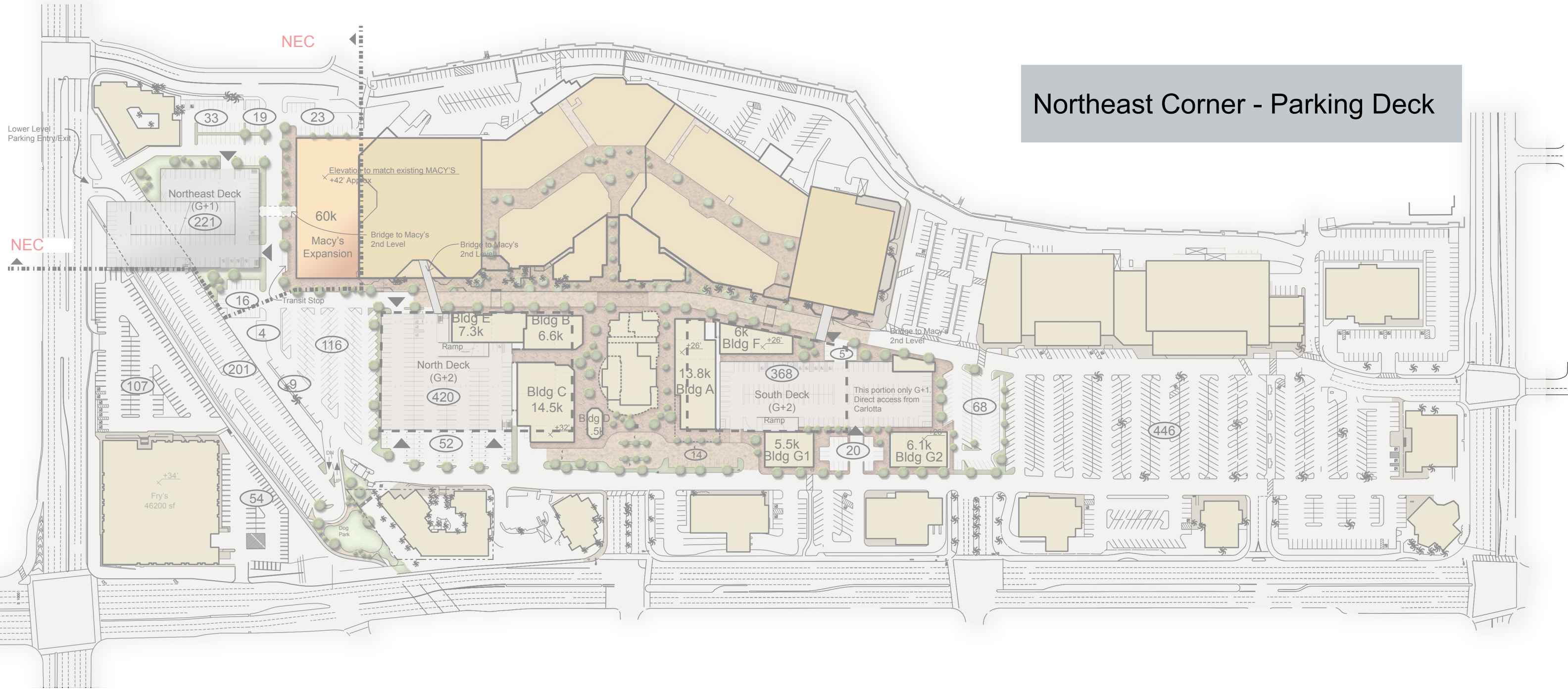


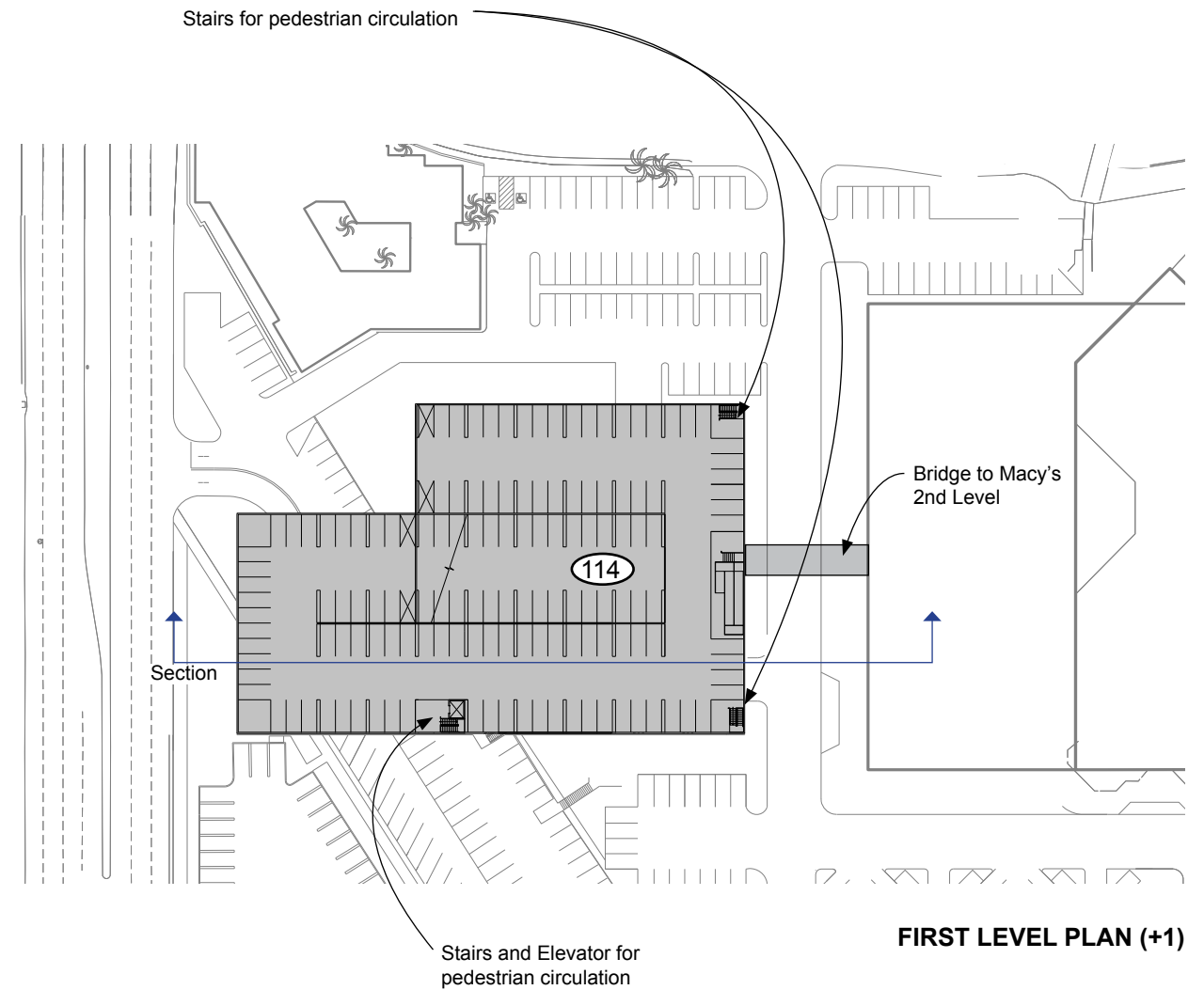
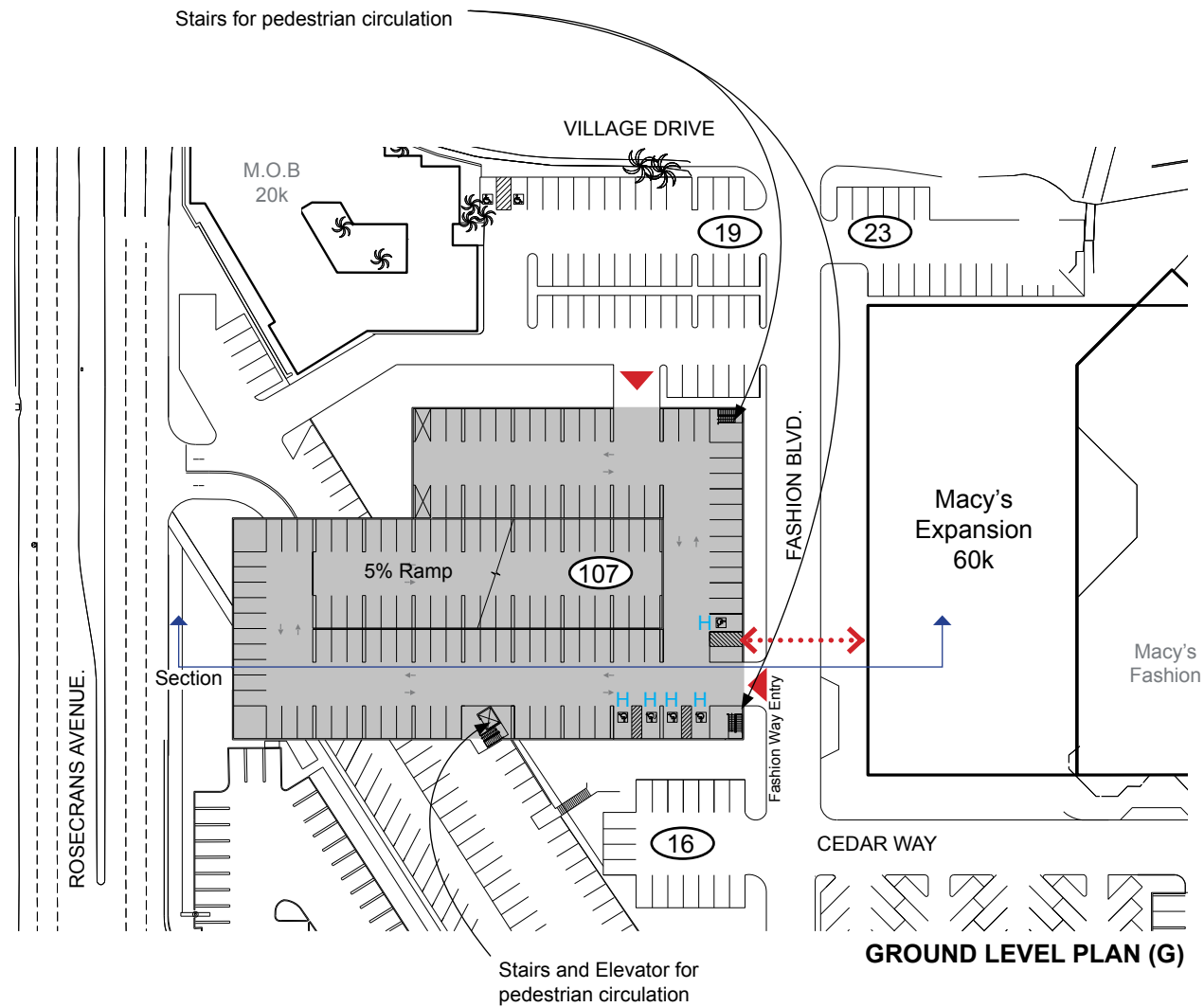
Key Plan

0' 16' 32'  
**FOR ILLUSTRATIVE PURPOSES ONLY**



# Northeast Corner - Parking Deck

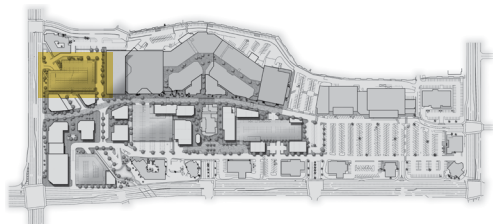




**NORTH LOT TOTALS**

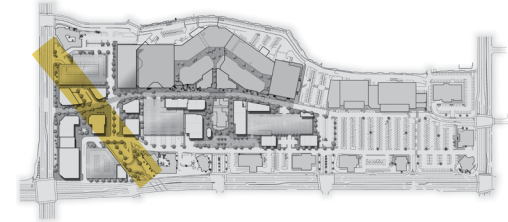
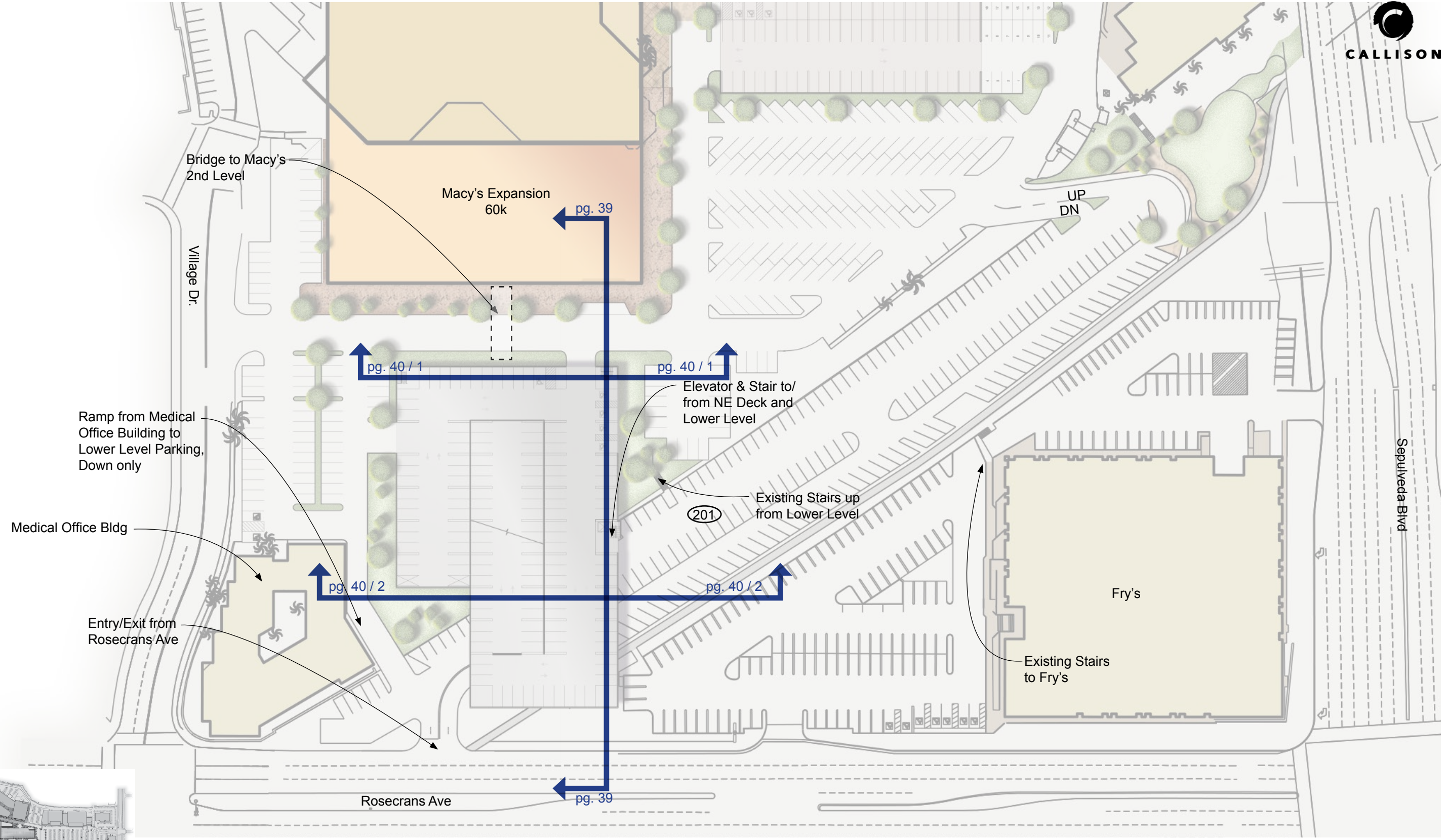
Surface:	58 stalls
Deck:	221 stalls
	279 stalls

**NEC DECK TOTAL - 221 STALLS**

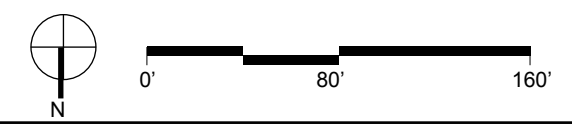


Key Plan

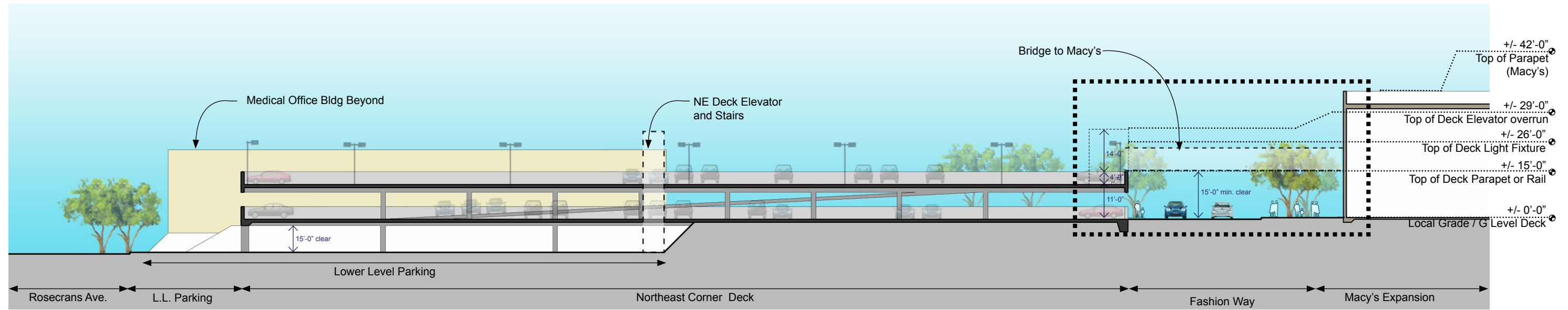




Key Plan

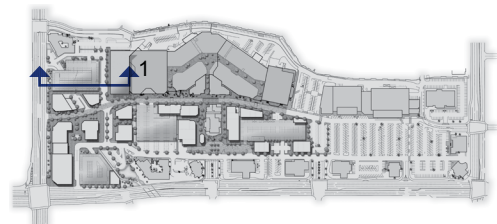
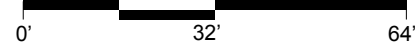




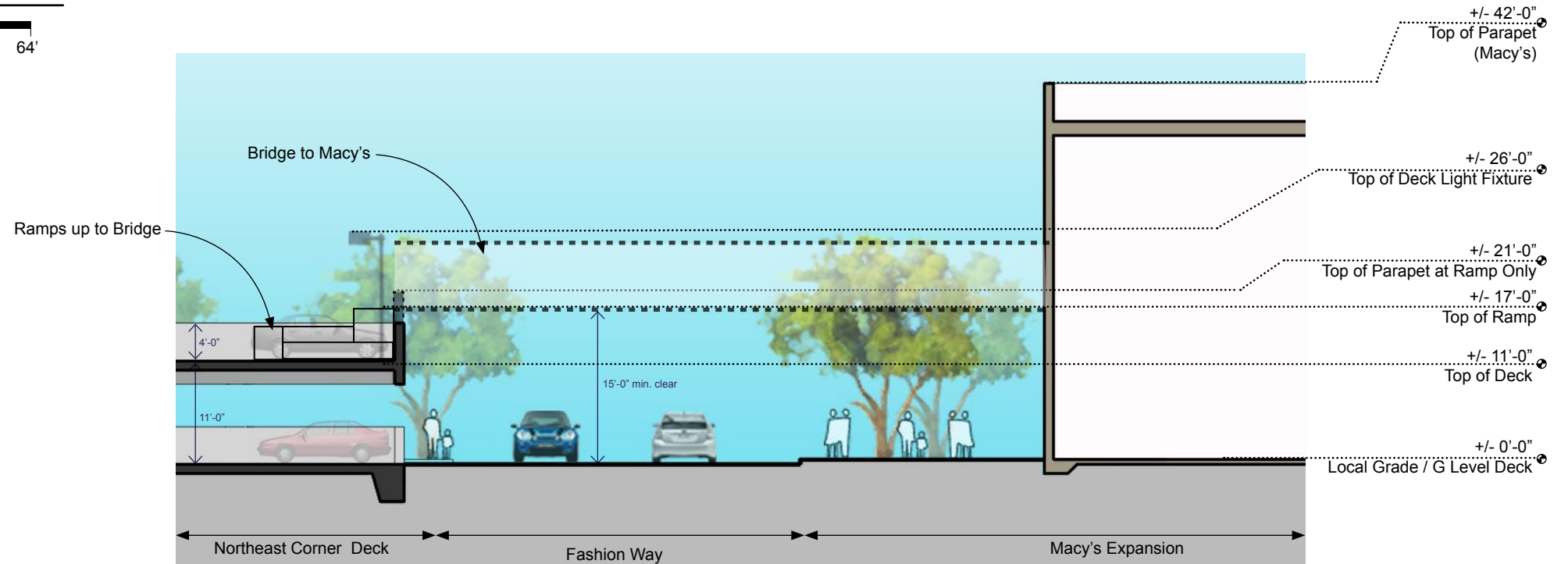


1. Northeast Corner Deck Section, Looking East

Scale: 1/32" = 1'

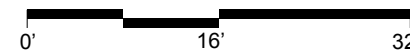


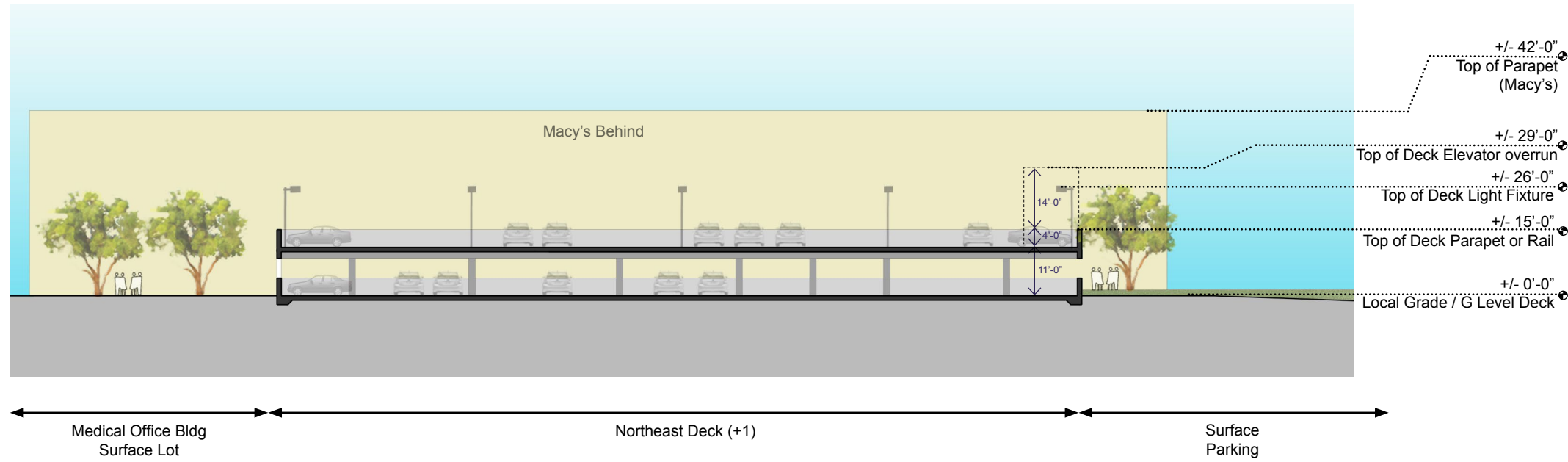
Key Plan



2. Northeast Corner Deck Enlarged Section, Looking East

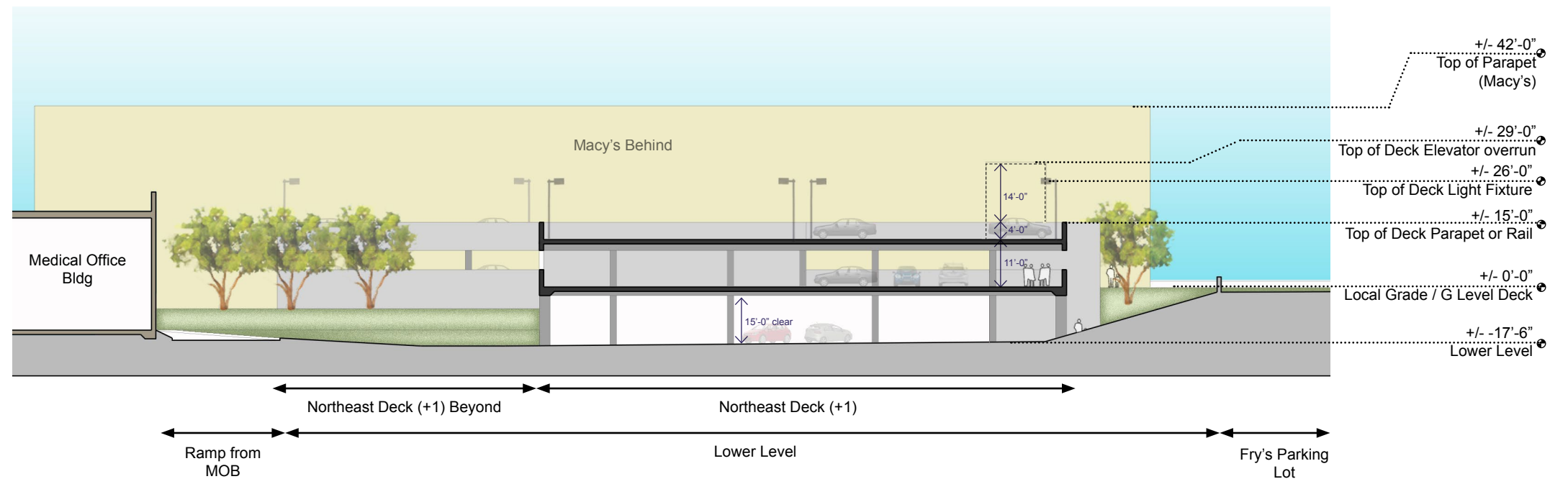
Scale: 1/16" = 1'





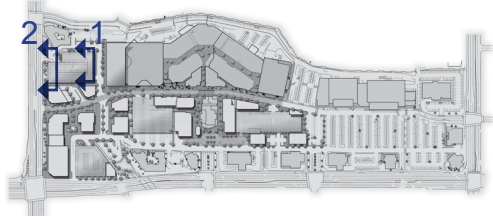
1. Northeast Corner Deck Section, Looking North

Scale: 1/32" = 1'

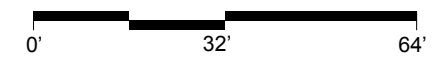


2. Northeast Corner Deck Section, Looking North

Scale: 1/32" = 1'



Key Plan





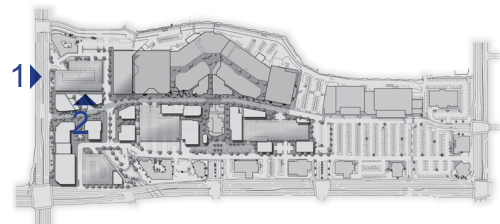
1. NE Corner - North Elevation Facing Rosecrans Ave (G+1)

Scale: 1/32" = 1'

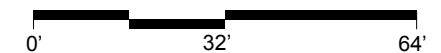


2. NE Corner - West Elevation (G+1)

Scale: 1/32" = 1'



Key Plan



**FOR ILLUSTRATIVE PURPOSES ONLY**

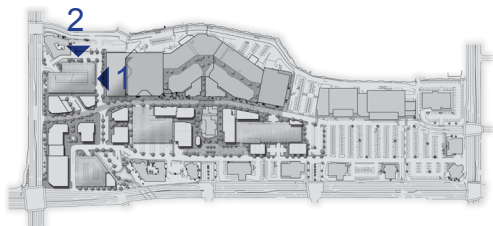




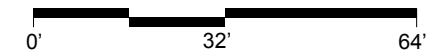
1. NE Corner - South Elevation Facing Fashion Blvd (G+1)  
Scale: 1/32" = 1'



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



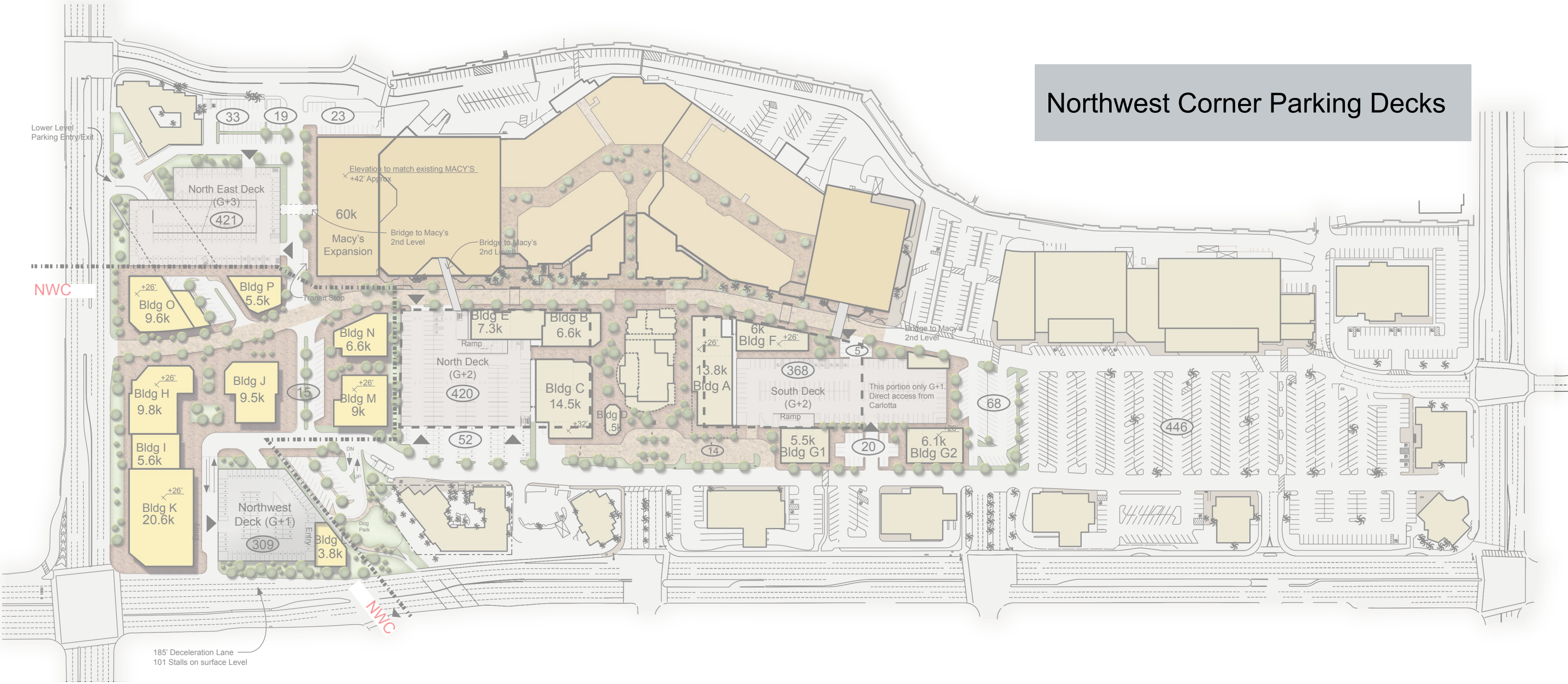
Key Plan

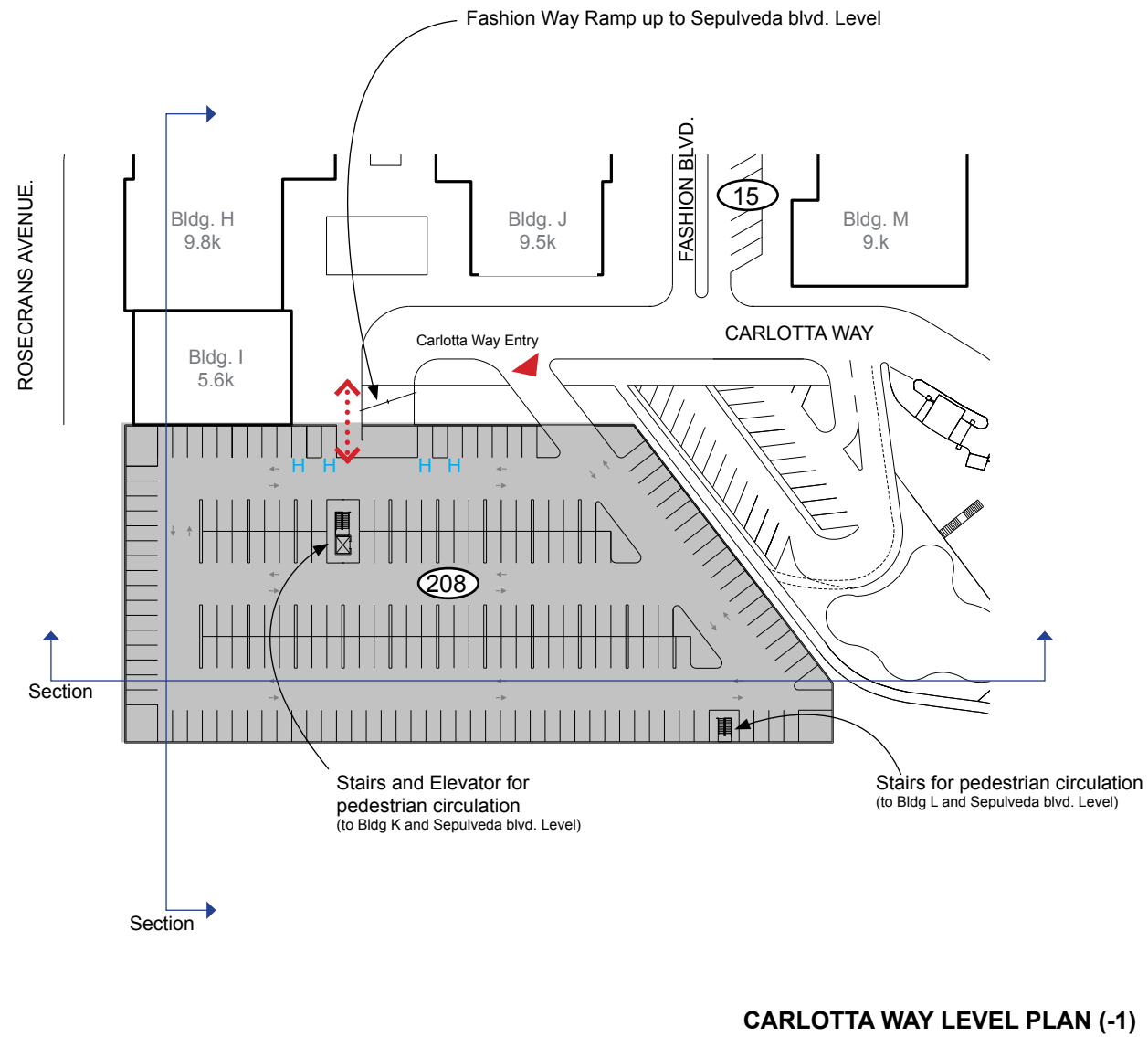


**FOR ILLUSTRATIVE PURPOSES ONLY**

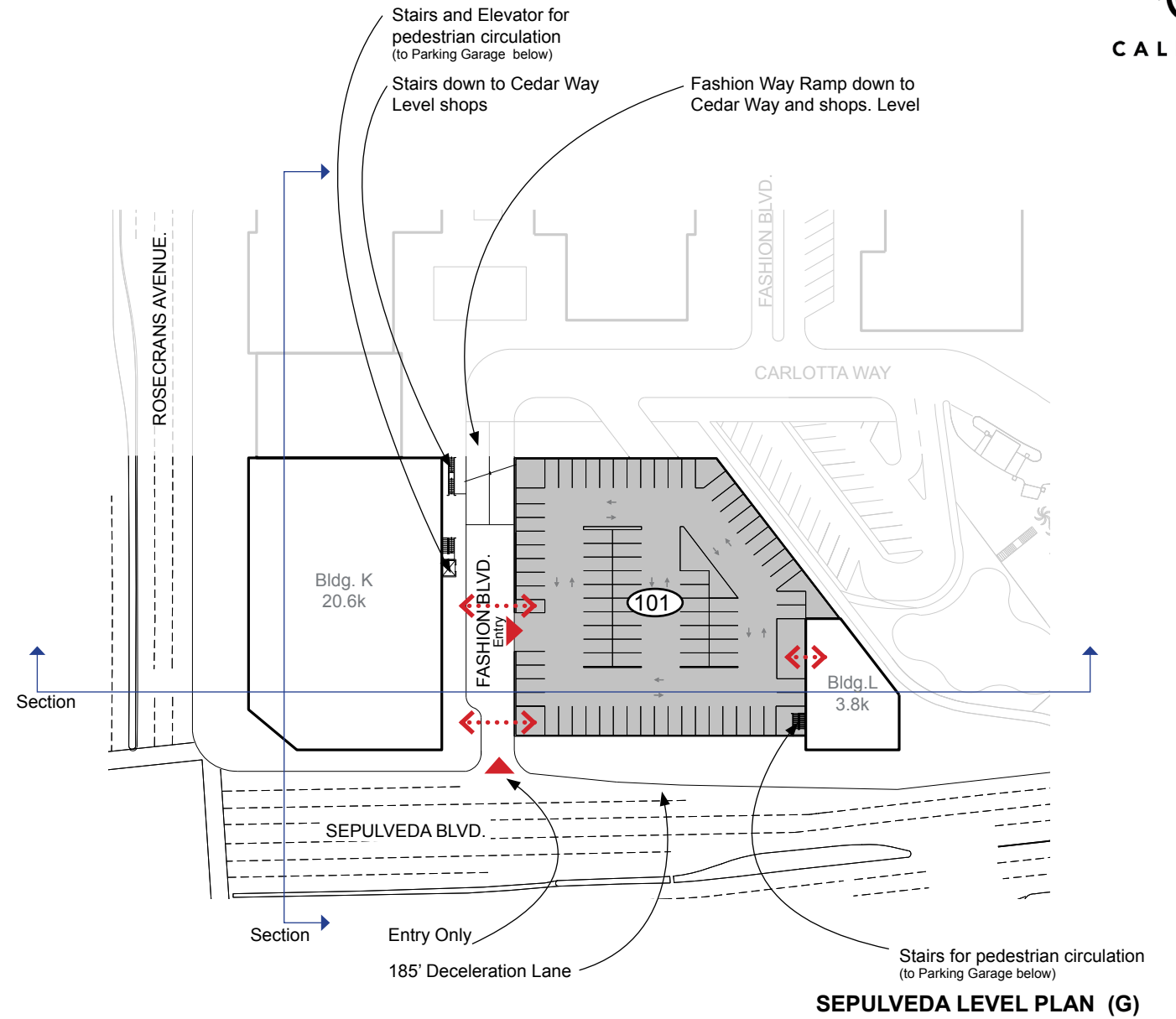


# Northwest Corner Parking Decks





**CARLOTTA WAY LEVEL PLAN (-1)**

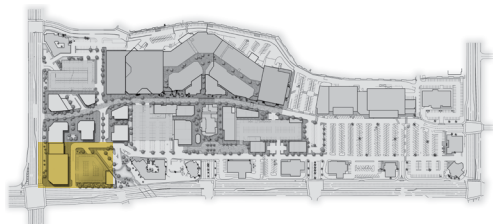


**SEPULVEDA LEVEL PLAN (G)**

WEST LOT TOTALS

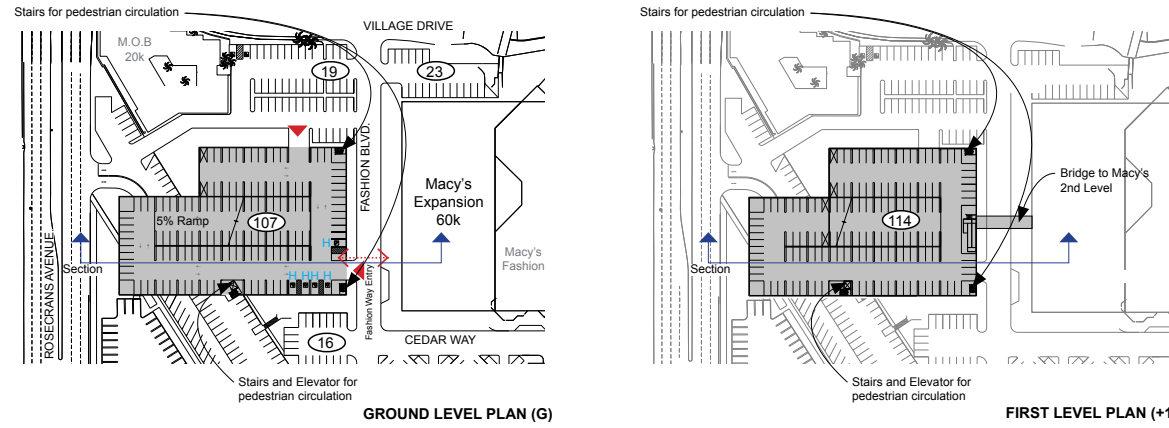
Surface:	15 stalls
Deck:	309 stalls
	314 stalls

**NWC DECK TOTAL - 309 STALLS**

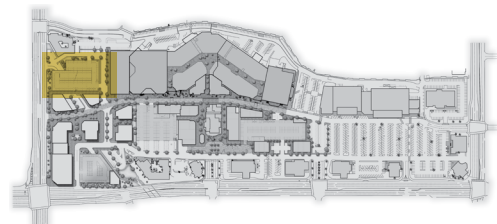
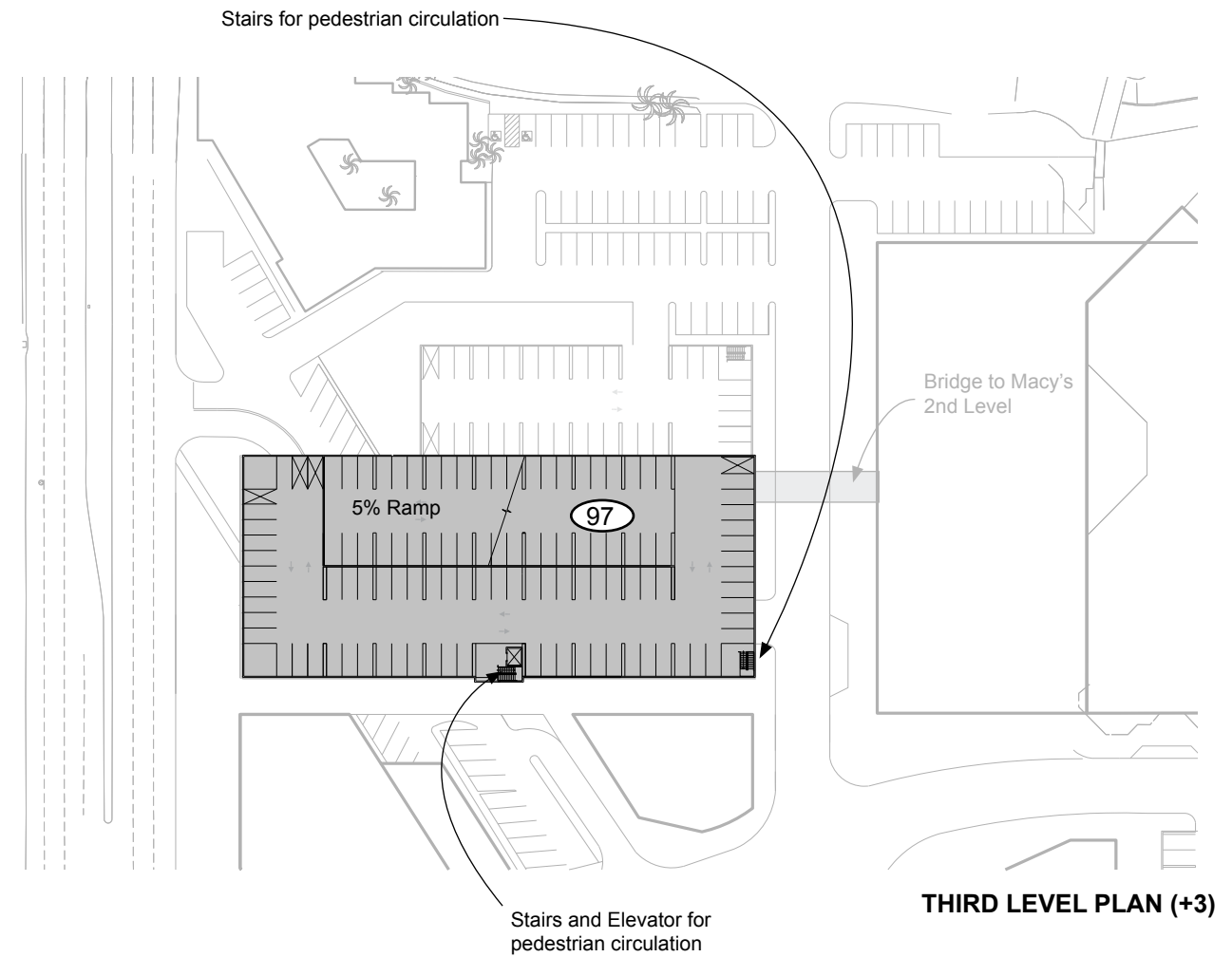
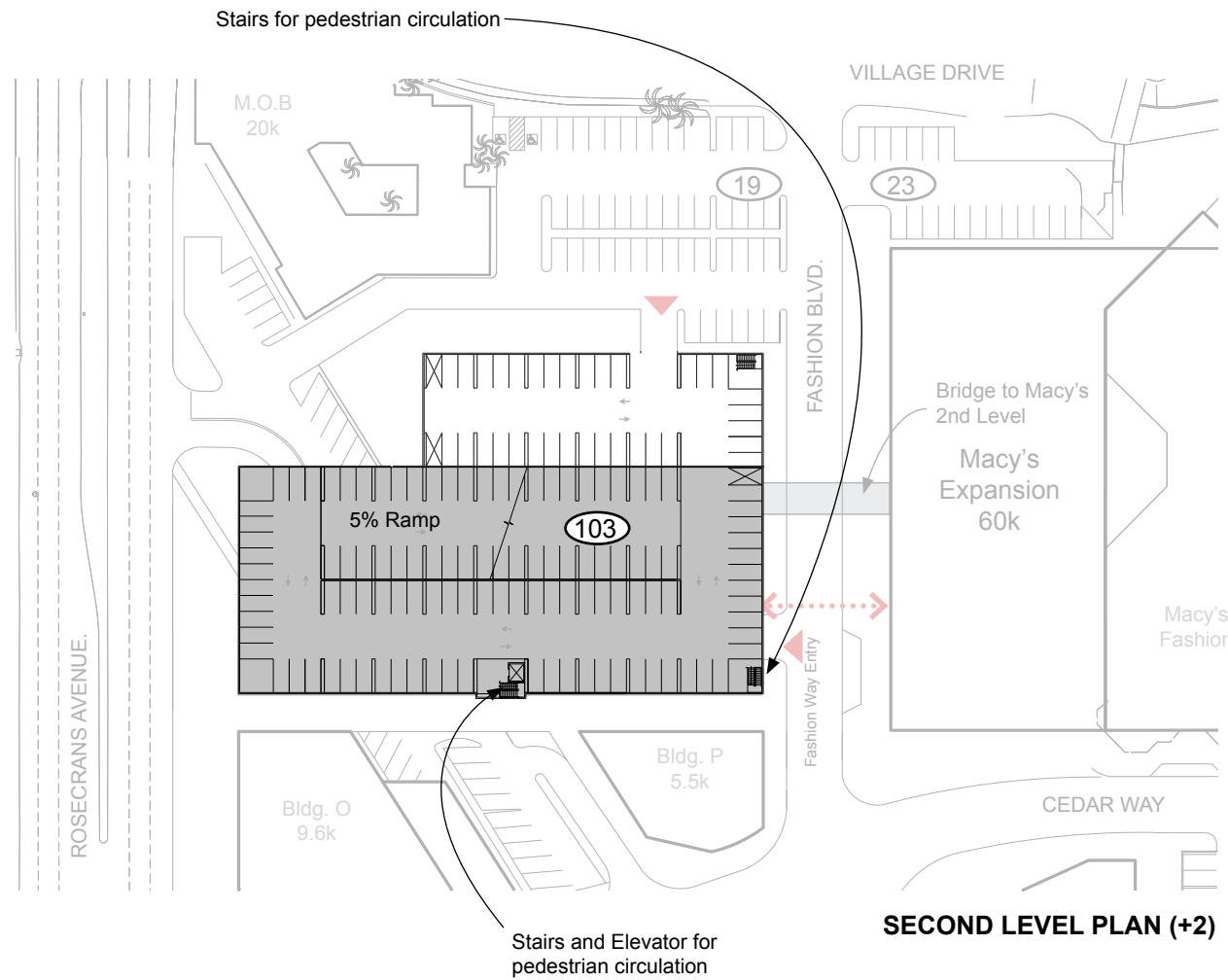


Key Plan





**GROUND AND FIRST LEVEL PLAN - NEC COMPONENT** (see page NEC Deck Section)

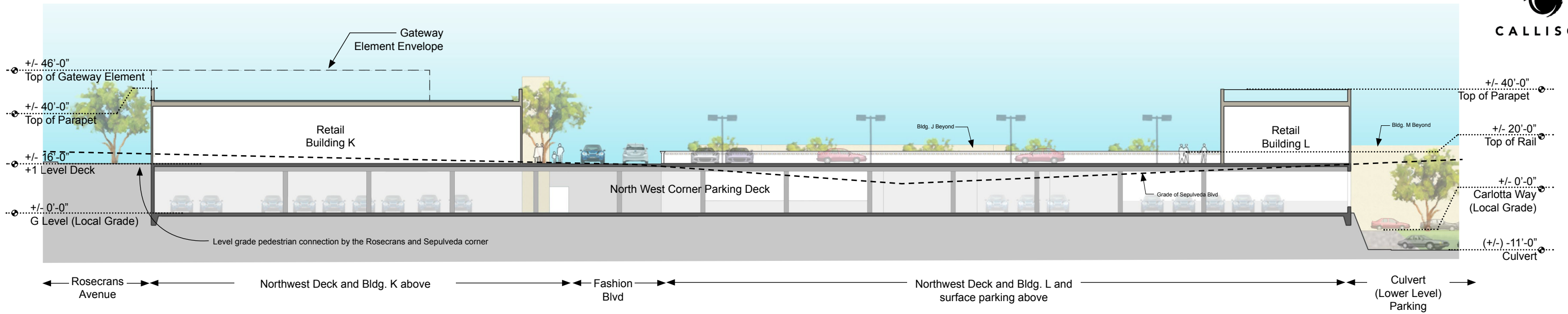


Key Plan

<b>NORTH DECK TOTALS</b>	
Deck NEC component:	221 stall
Deck NWC component:	200 stalls
	<b>421stalls</b>

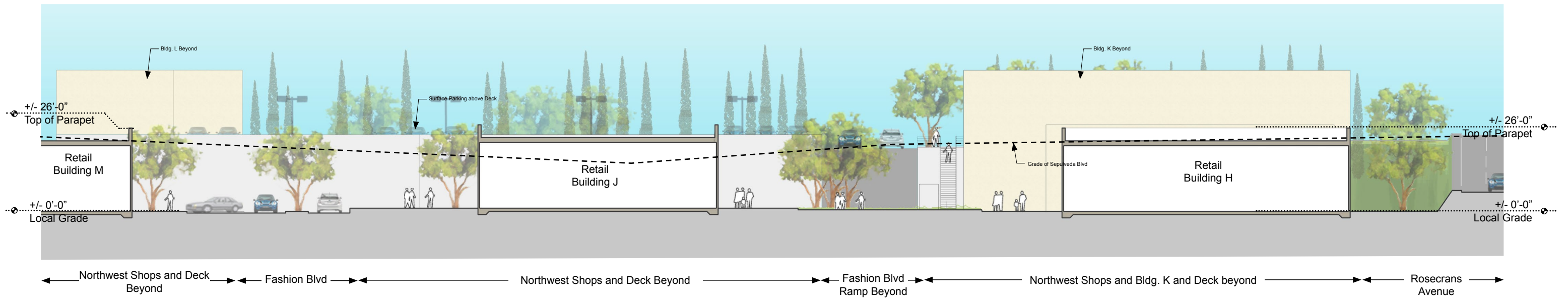
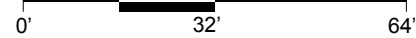
**NEC DECK TOTAL - 421 STALLS**





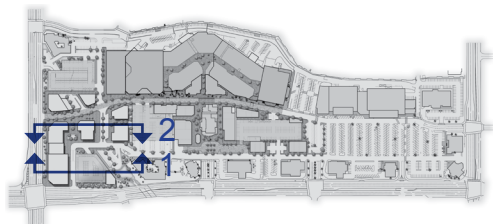
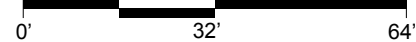
1. Northwest Corner Shops and Deck Section, Looking East

Scale: 1/32" = 1'



2. Northwest Corner Shops and LL Section, Looking West

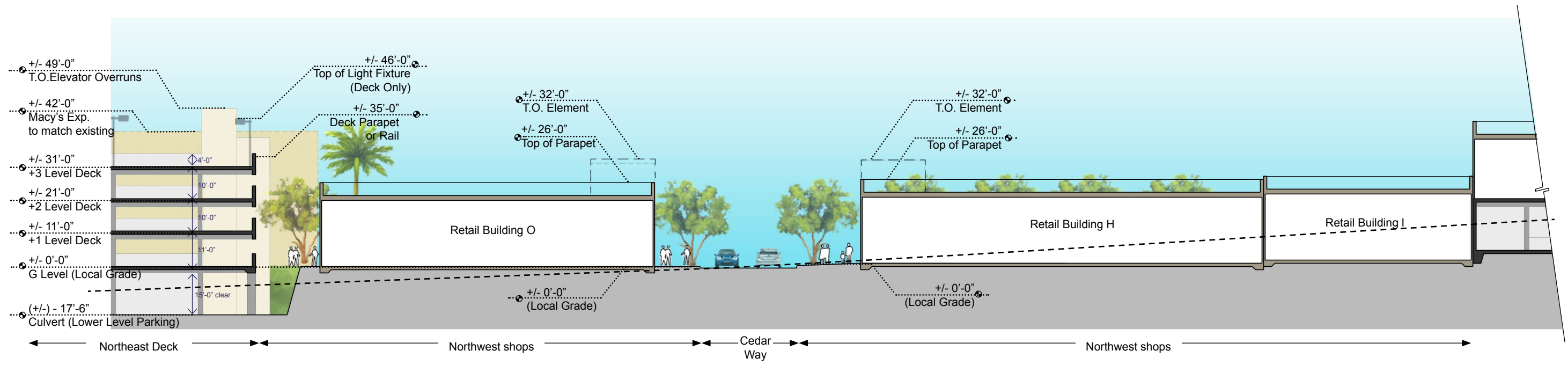
Scale: 1/32" = 1'



Key Plan

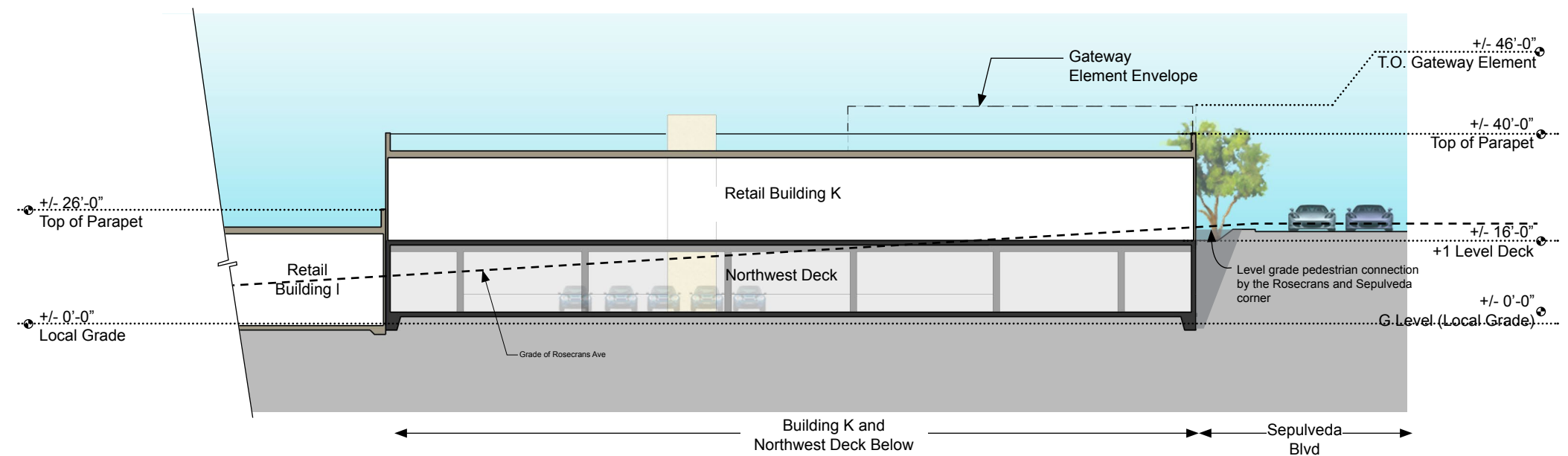
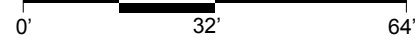






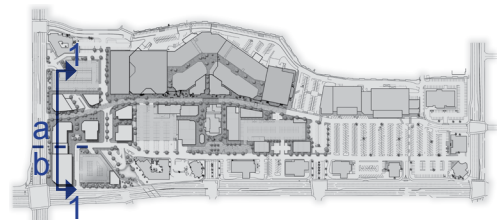
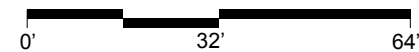
1.a Northwest Corner Shops and Deck Section, Looking South

Scale: 1/32" = 1'



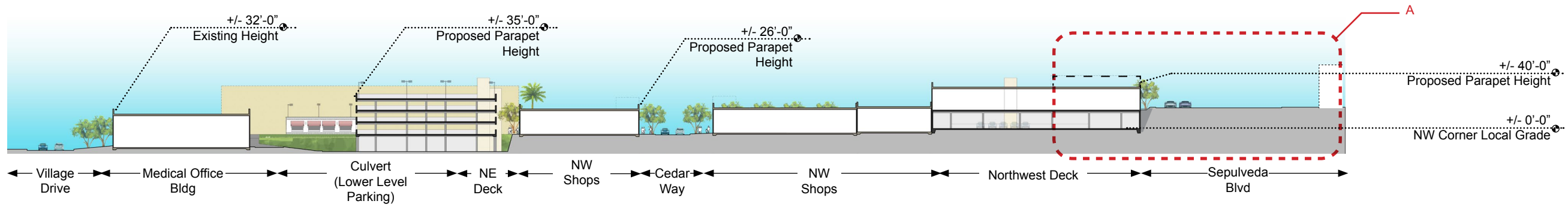
1.b. Northwest Corner Shops and Deck Section, Looking South cont.

Scale: 1/32" = 1'

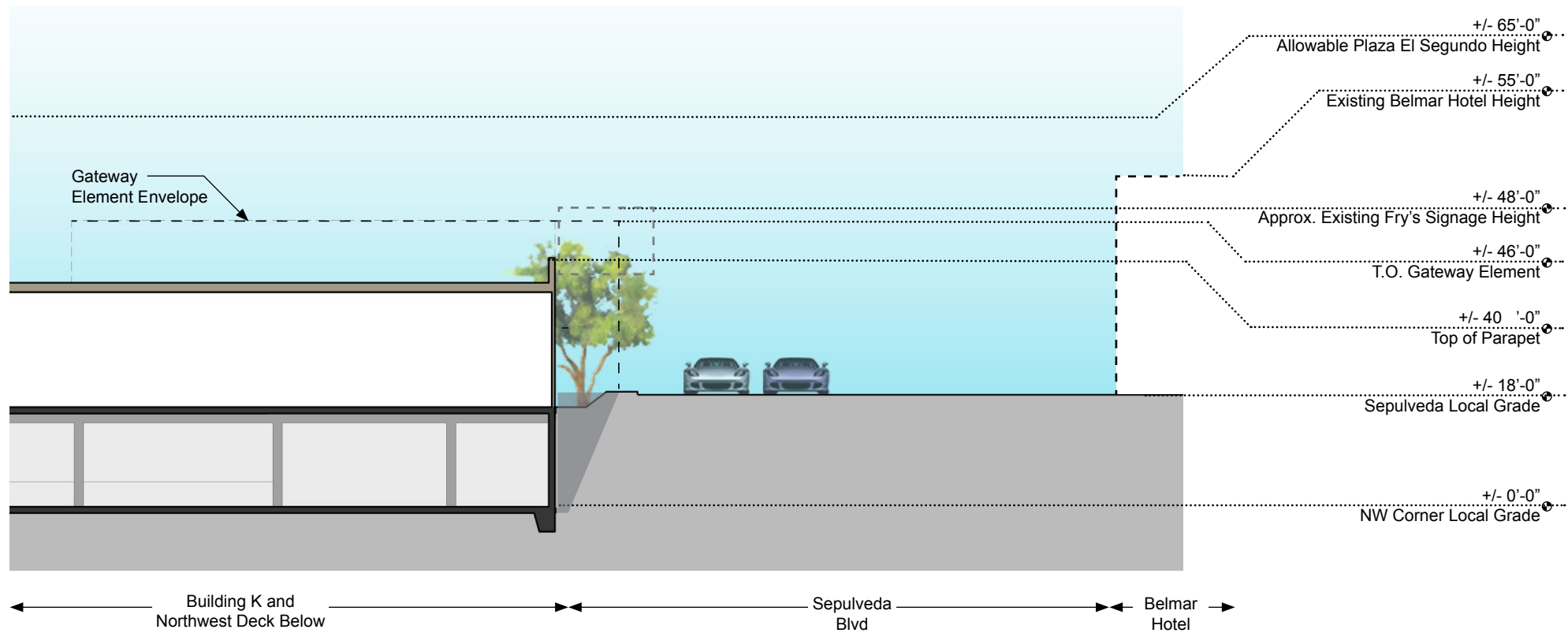


Key Plan

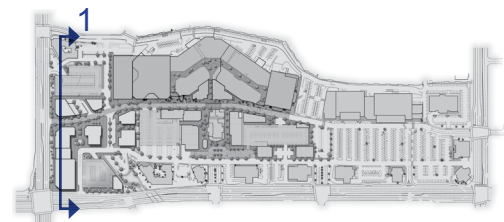




1. Section from Village Drive to Sepulveda Blvd. (As seen from Rosecrans Ave.)  
Scale: 1" = 100'

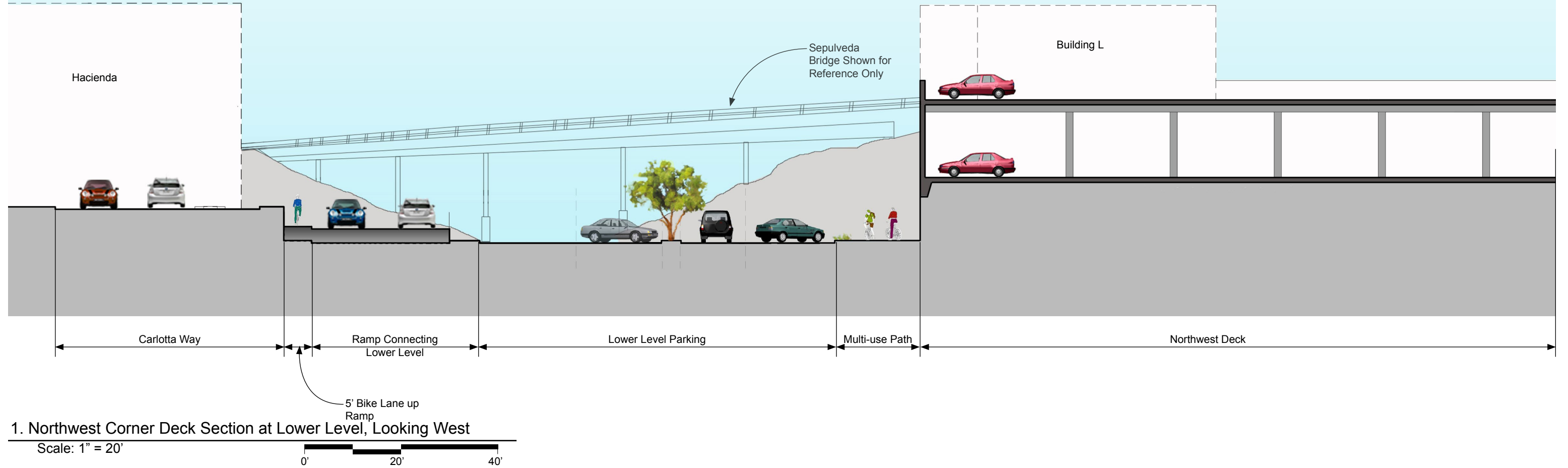


A. Enlarged Section at Sepulveda  
Scale: 1" = 25'

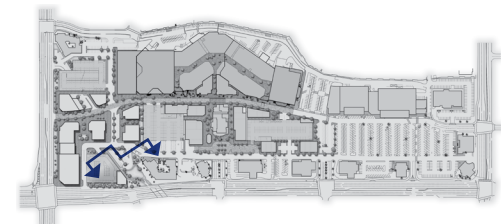


Key Plan





1. Northwest Corner Deck Section at Lower Level, Looking West



Key Plan





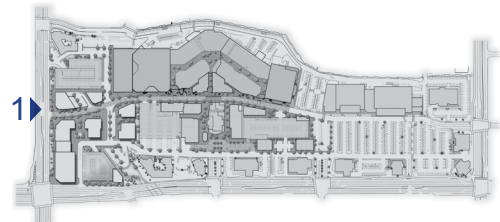
1. NW Corner - North Elevation Facing Rosecrans Ave (NE-Deck G+3 & NWC)

Scale: 1/32" = 1'

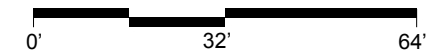


1. NW Corner - North Elevation Facing Rosecrans Ave (NWC)

Scale: 1/32" = 1'

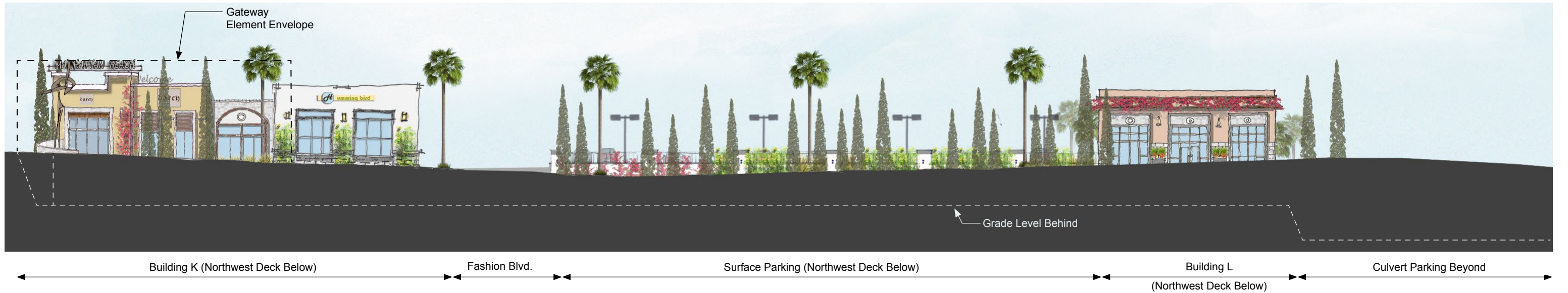


Key Plan



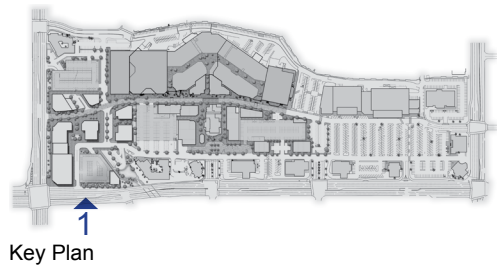
**FOR ILLUSTRATIVE PURPOSES ONLY**



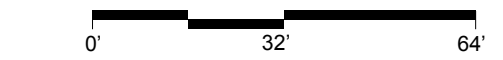


1. NW Corner - West Elevation Facing Sepulveda Ave

Scale: 1/32" = 1'



Key Plan

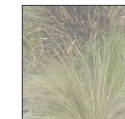


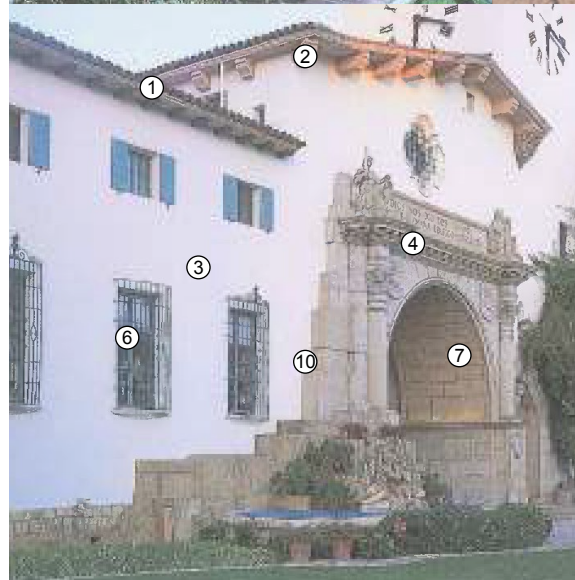
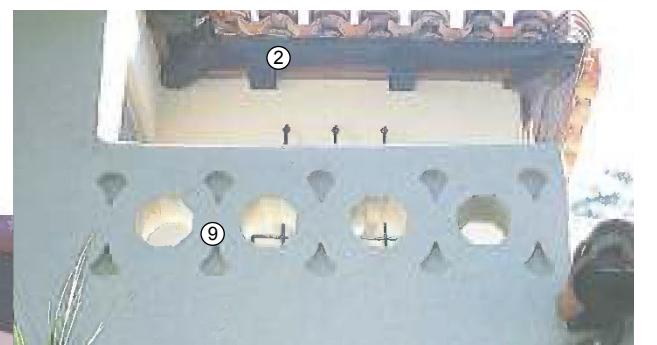
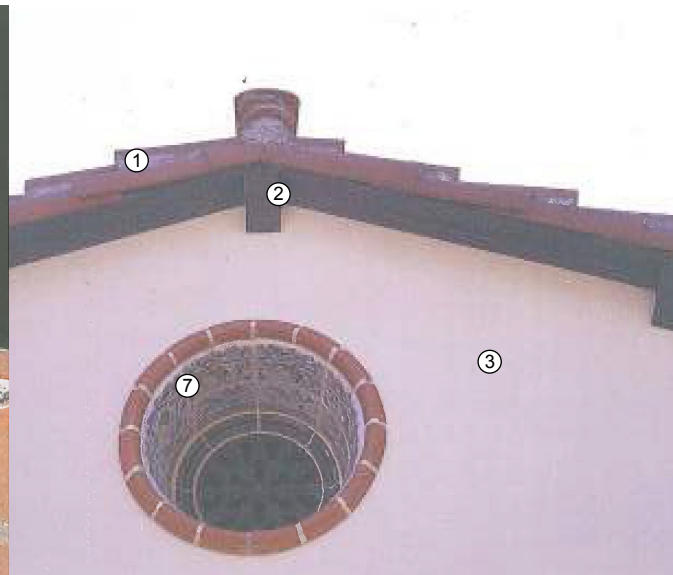
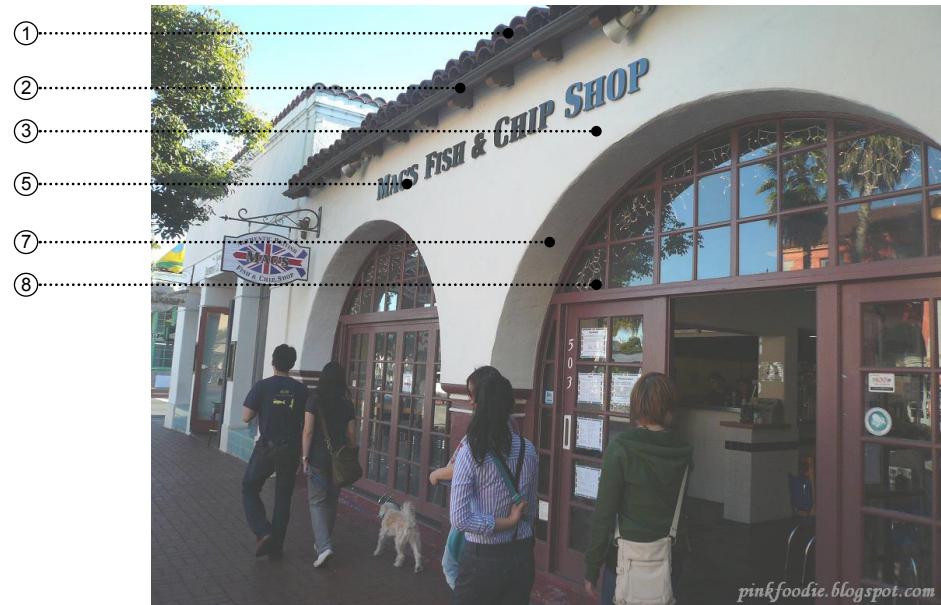
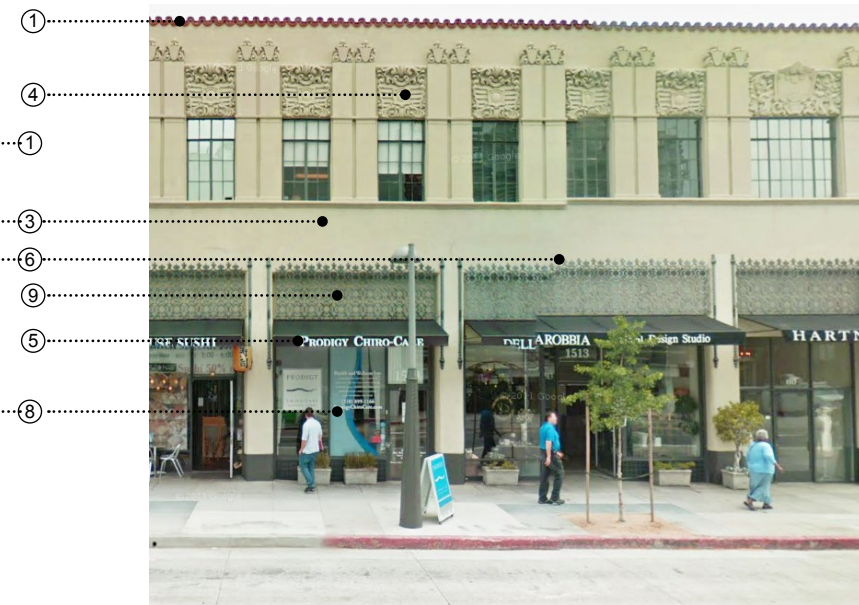
**FOR ILLUSTRATIVE PURPOSES ONLY**



## Architectural Style, VSC - Village Shops Component

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





**Notes**

- ① Barrel Tile Roof
- ② Heavy Timber
- ③ Overall Simplicity
- ④ Moments of Decoration
- ⑤ Consistent Signage
- ⑥ Wrought-iron Details
- ⑦ Depth Expressed
- ⑧ Glass with Mullions
- ⑨ Decorative Panels
- ⑩ Asymmetry

**FOR ILLUSTRATIVE PURPOSES ONLY**





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

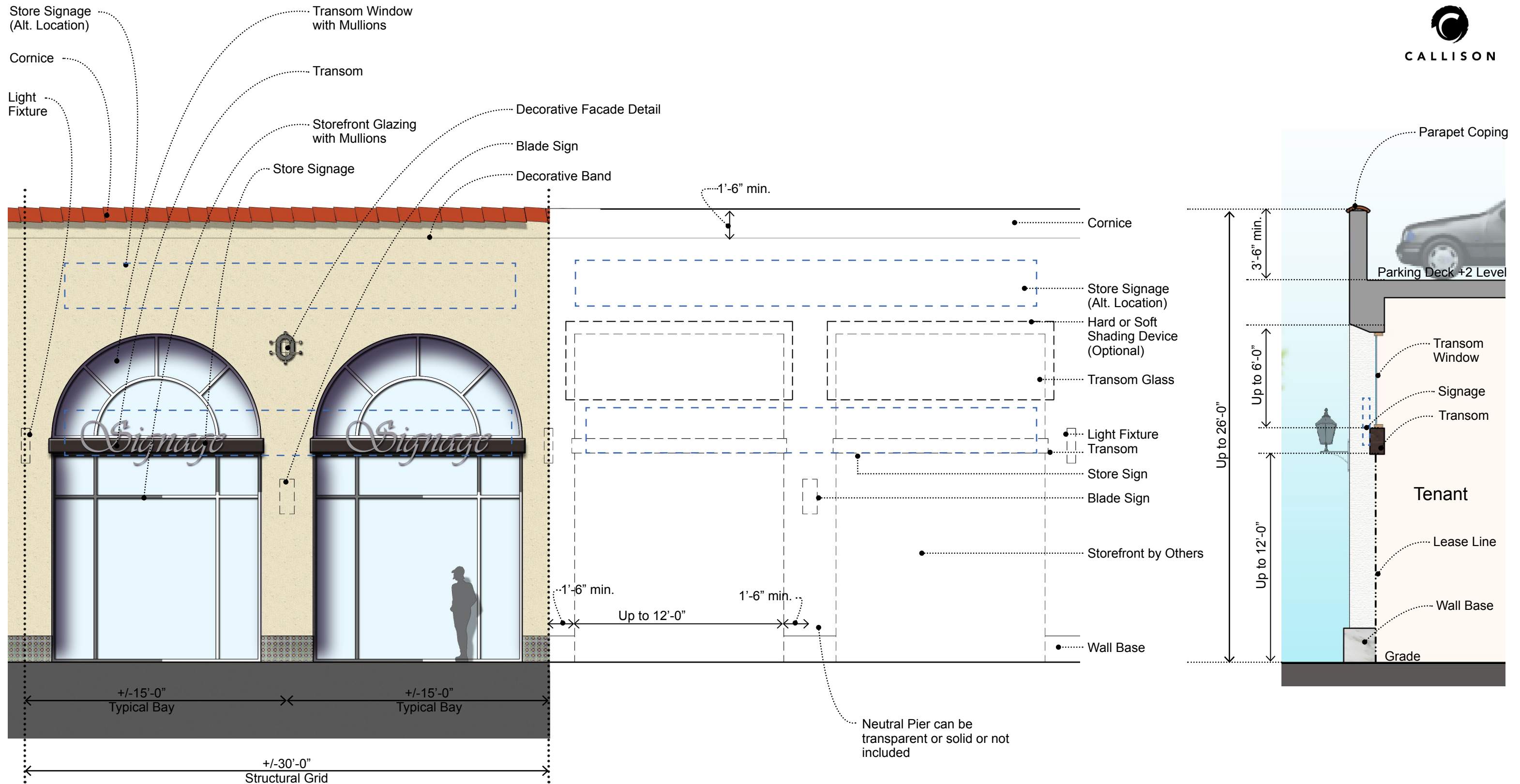
1. Electronic Sign Examples

2. G+2 Parking Deck in Walnut Creek

FOR ILLUSTRATIVE PURPOSES ONLY



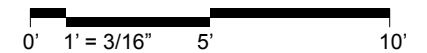


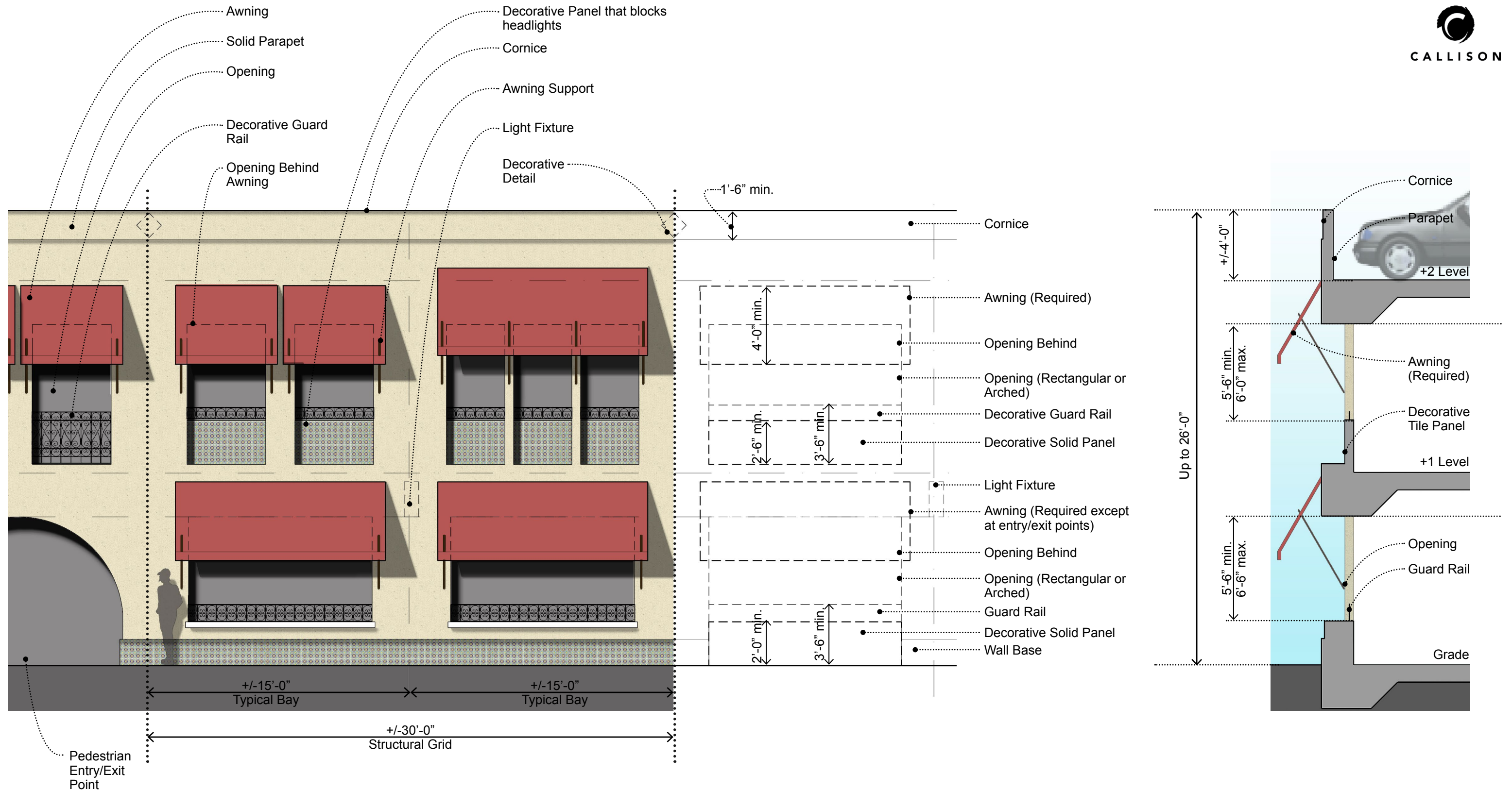


**FOR ILLUSTRATIVE PURPOSES ONLY**

1. Typical Building Bay Illustration, Elevation & Section  
Scale: 3/16" = 1'

NOTE: Only one sign location will be chosen per building



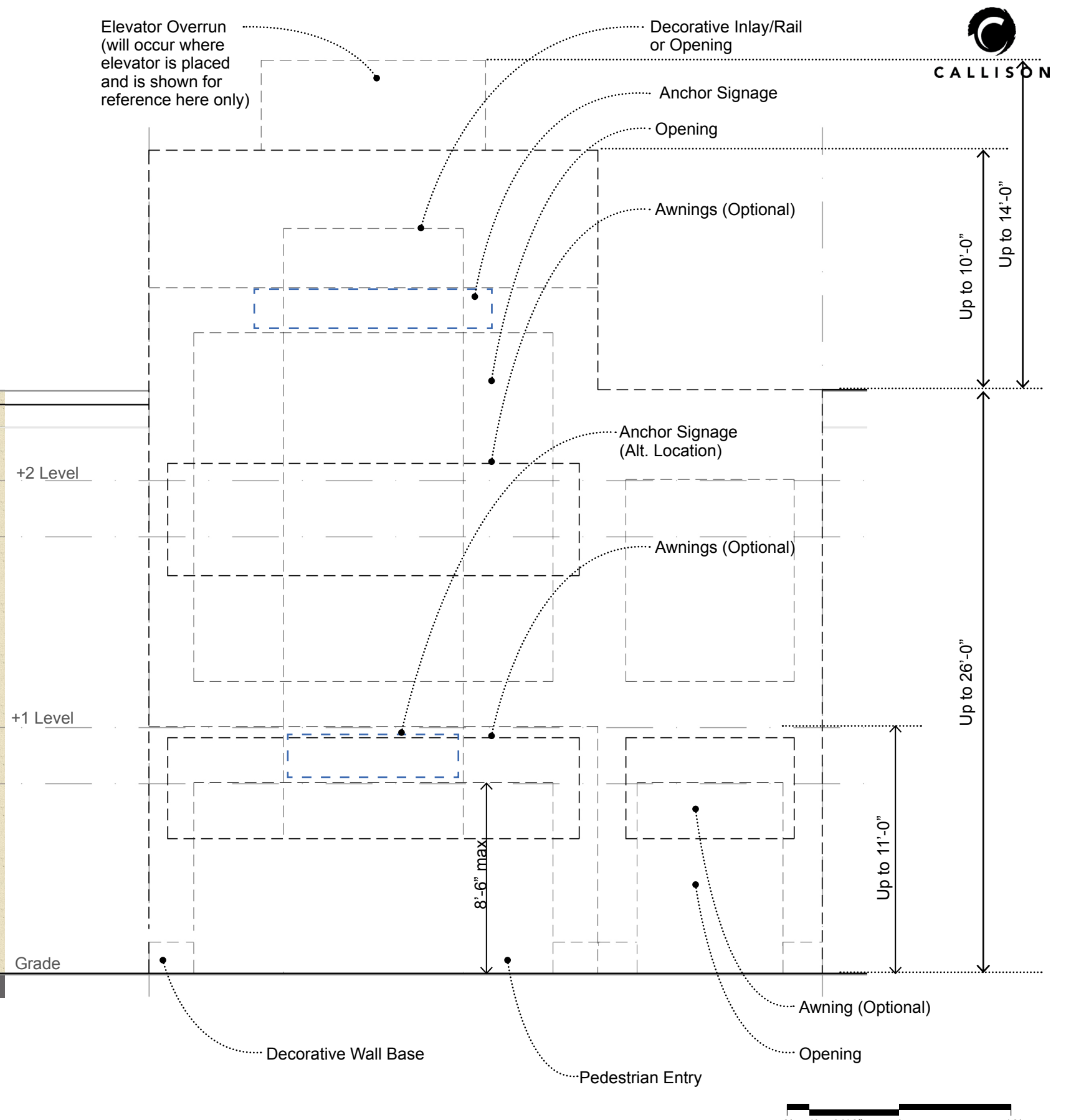


**FOR ILLUSTRATIVE PURPOSES ONLY**

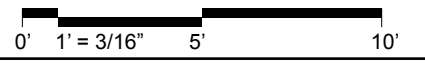
1. Typical Building Bay Illustration, Elevation & Section

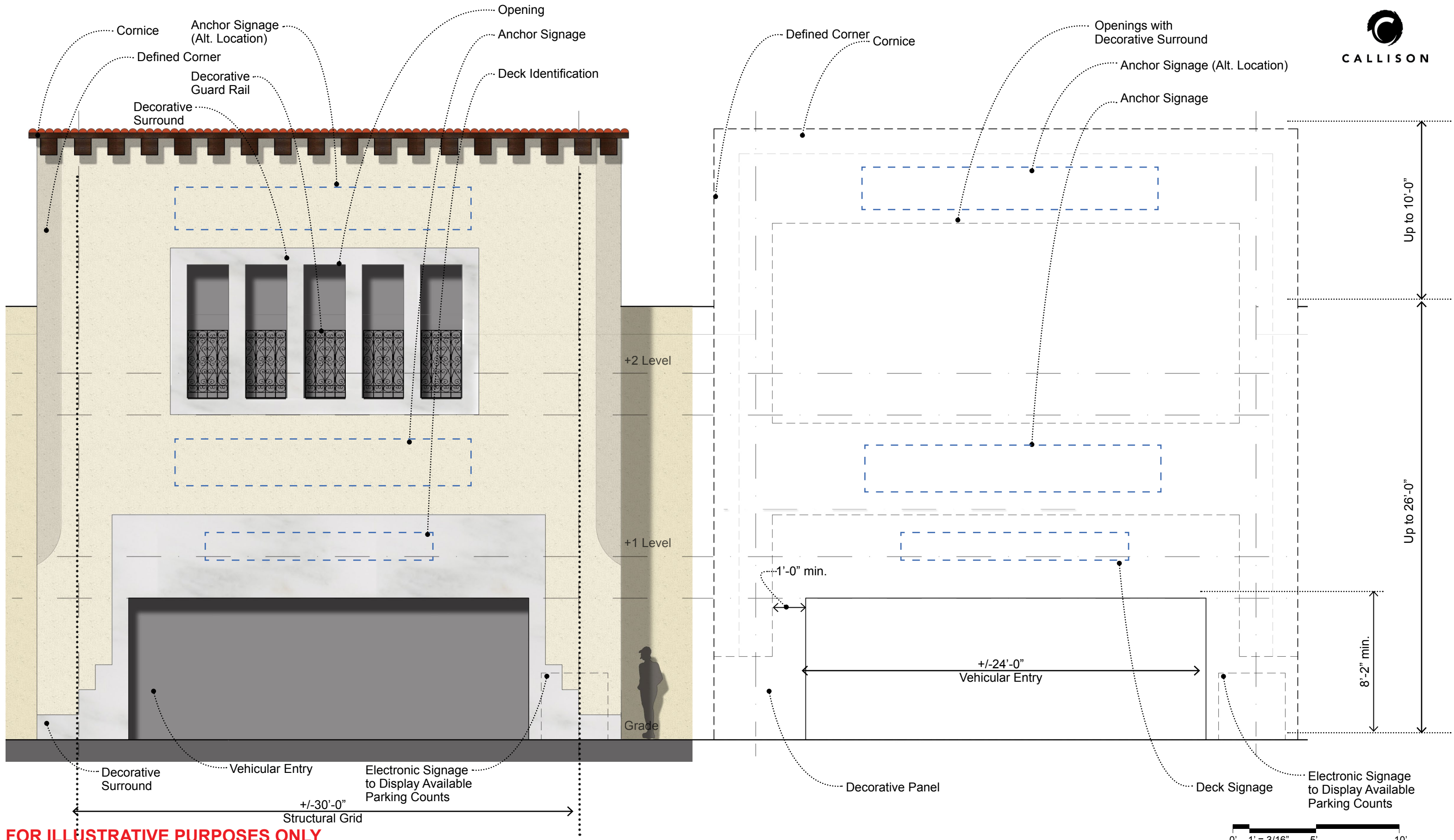
Scale: 3/16" = 1'





**FOR ILLUSTRATIVE PURPOSES ONLY**

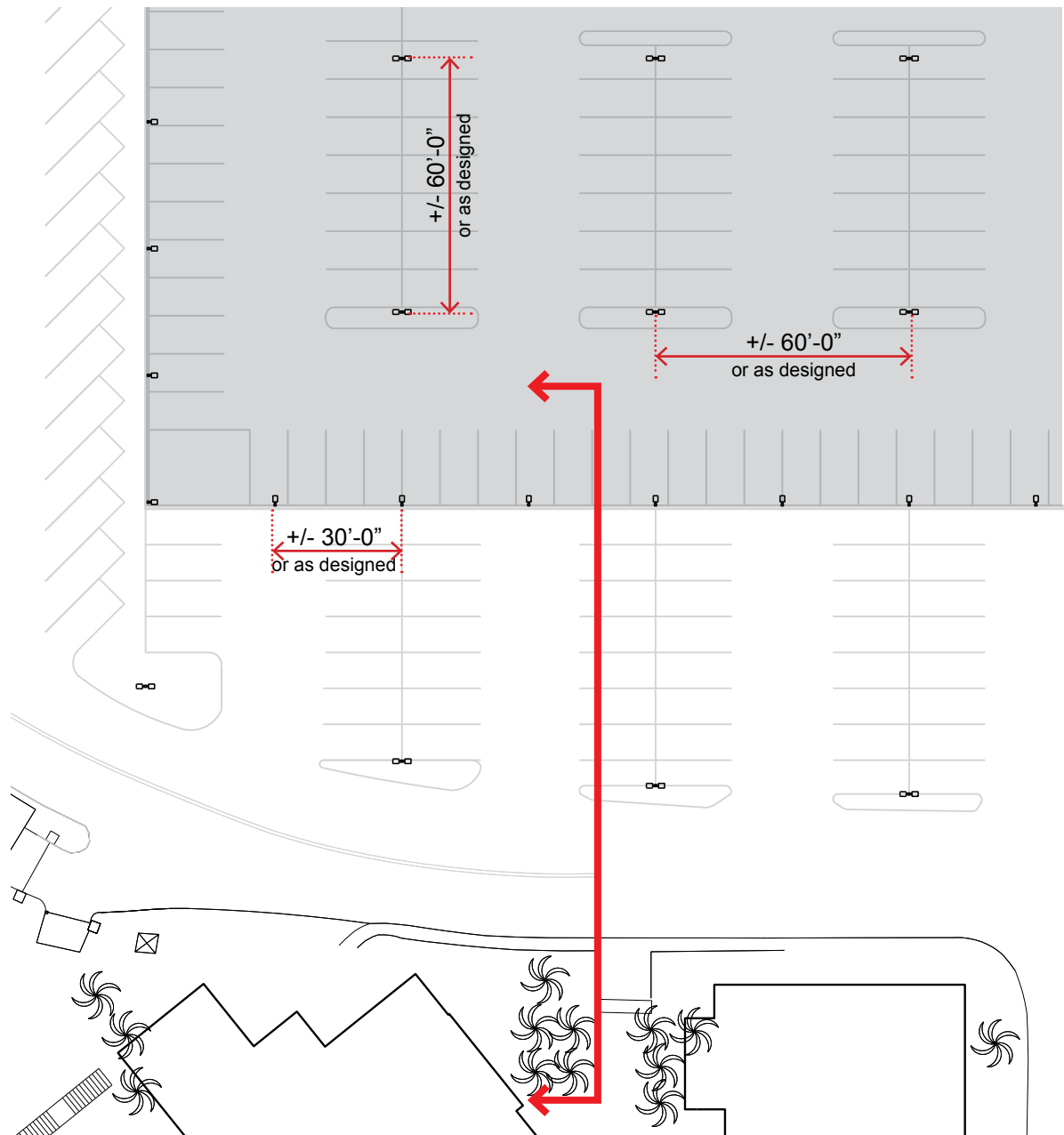




**FOR ILLUSTRATIVE PURPOSES ONLY**

0' 1' = 3/16" 5' 10'



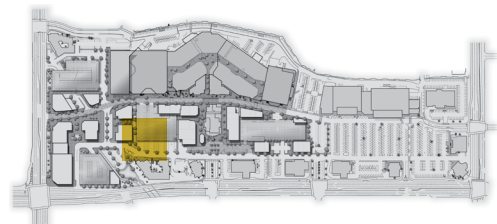


1. Deck Lighting Plan, Typical

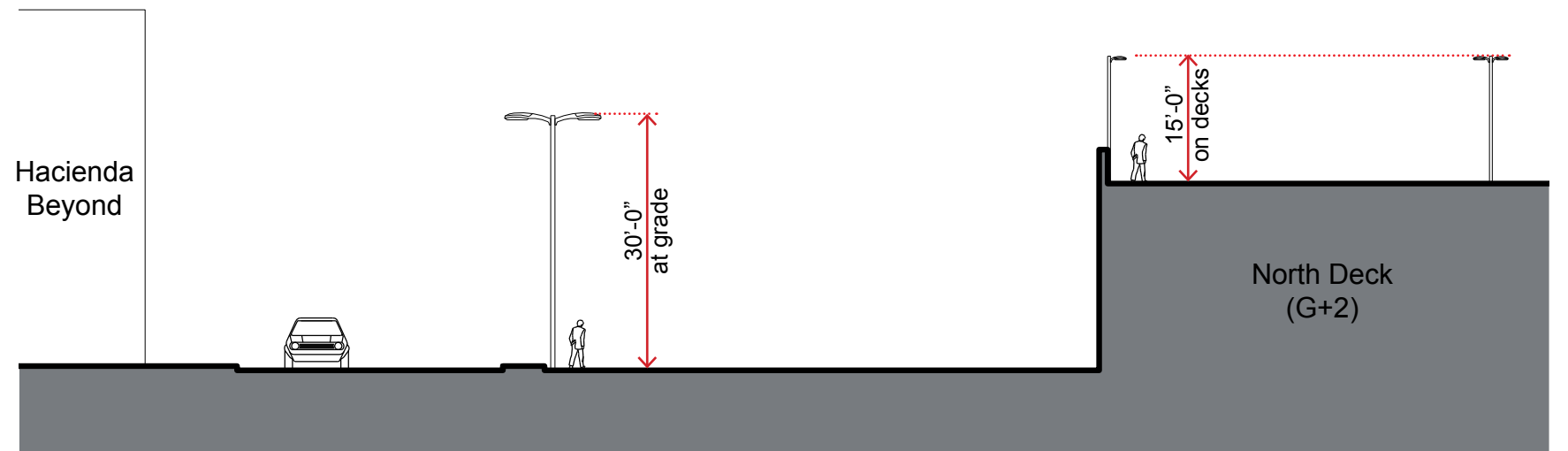
Scale: 1" = 40'



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

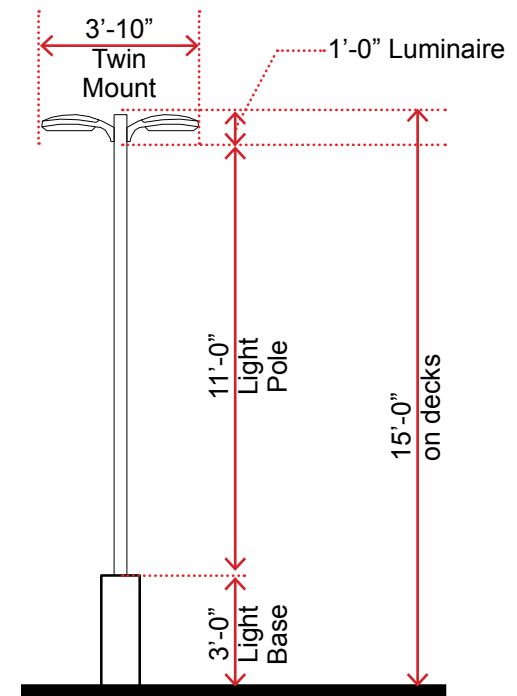
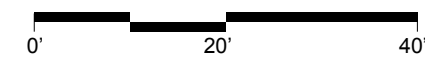


Key Plan



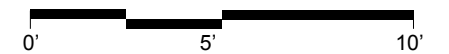
2. Deck Lighting Section, Typical

Scale: 1" = 20'



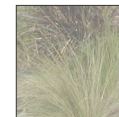
3. Enlarged Deck Lighting Section, Typical

Scale: 1" = 5'



## Architectural Style, NEC - Northeast Component

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



Macy's Fashion ◀ ▶ Macy's Men's & Home



Macy's Fashion Adjacent to North Mall Entrance

Enlarged Macy's Fashion West Facade Entrance

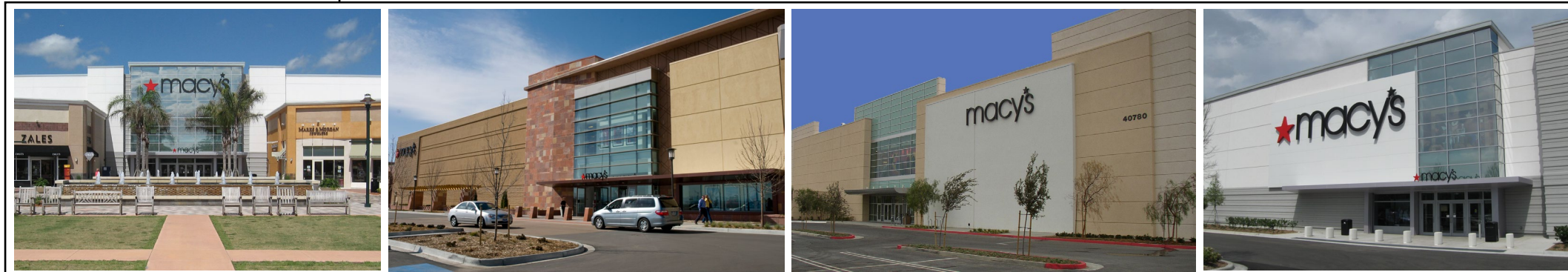
Macy's Fashion West Facade

Macy's Men's & Home Adjacent to South Mall Entrance

Macy's Men's & Home West and South Facades



Macy's from around California



FOR ILLUSTRATIVE PURPOSES ONLY





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

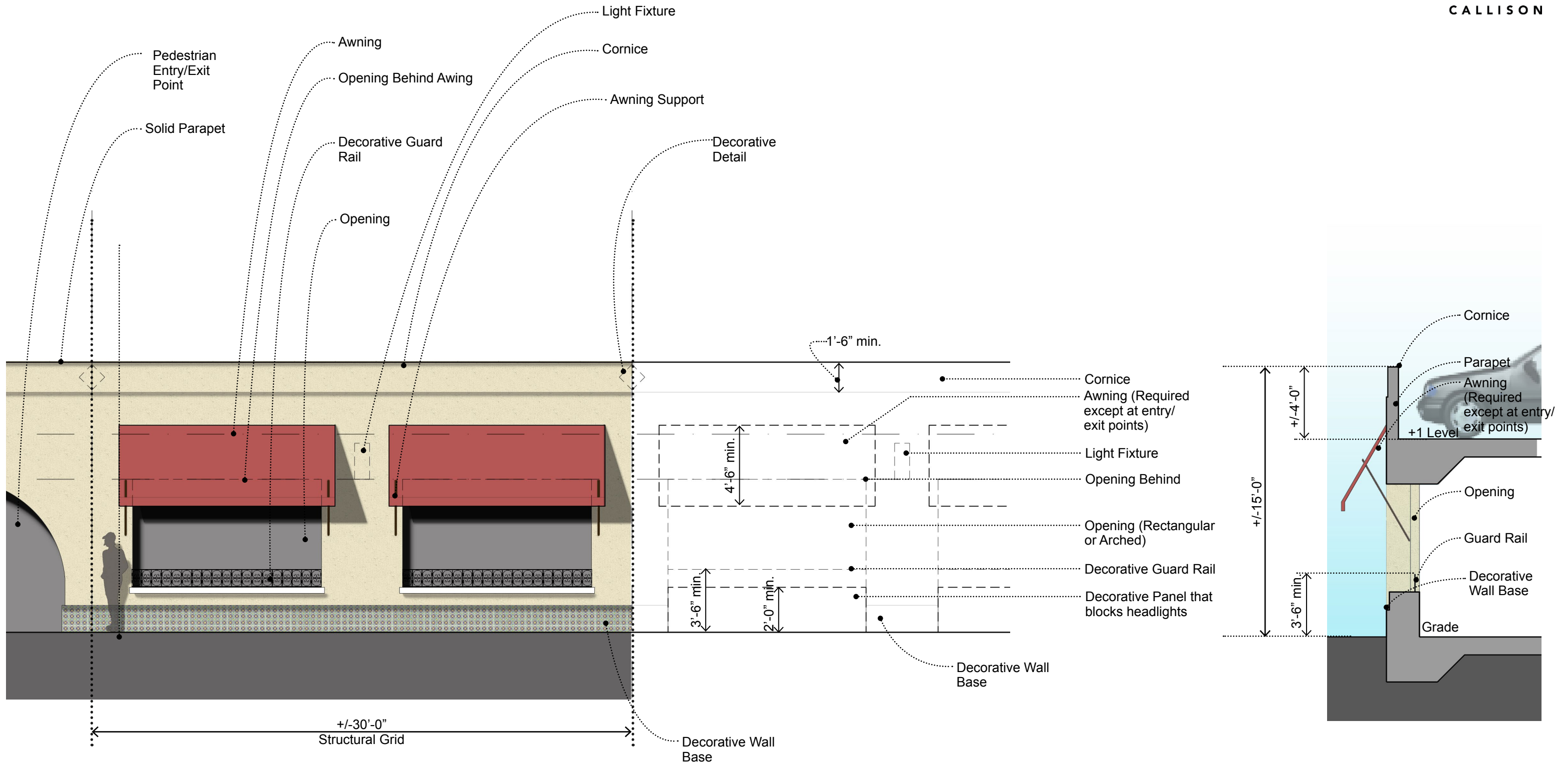
1. Electronic Sign Examples

2. G+2 Parking Deck in Walnut Creek

FOR ILLUSTRATIVE PURPOSES ONLY



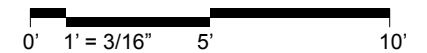


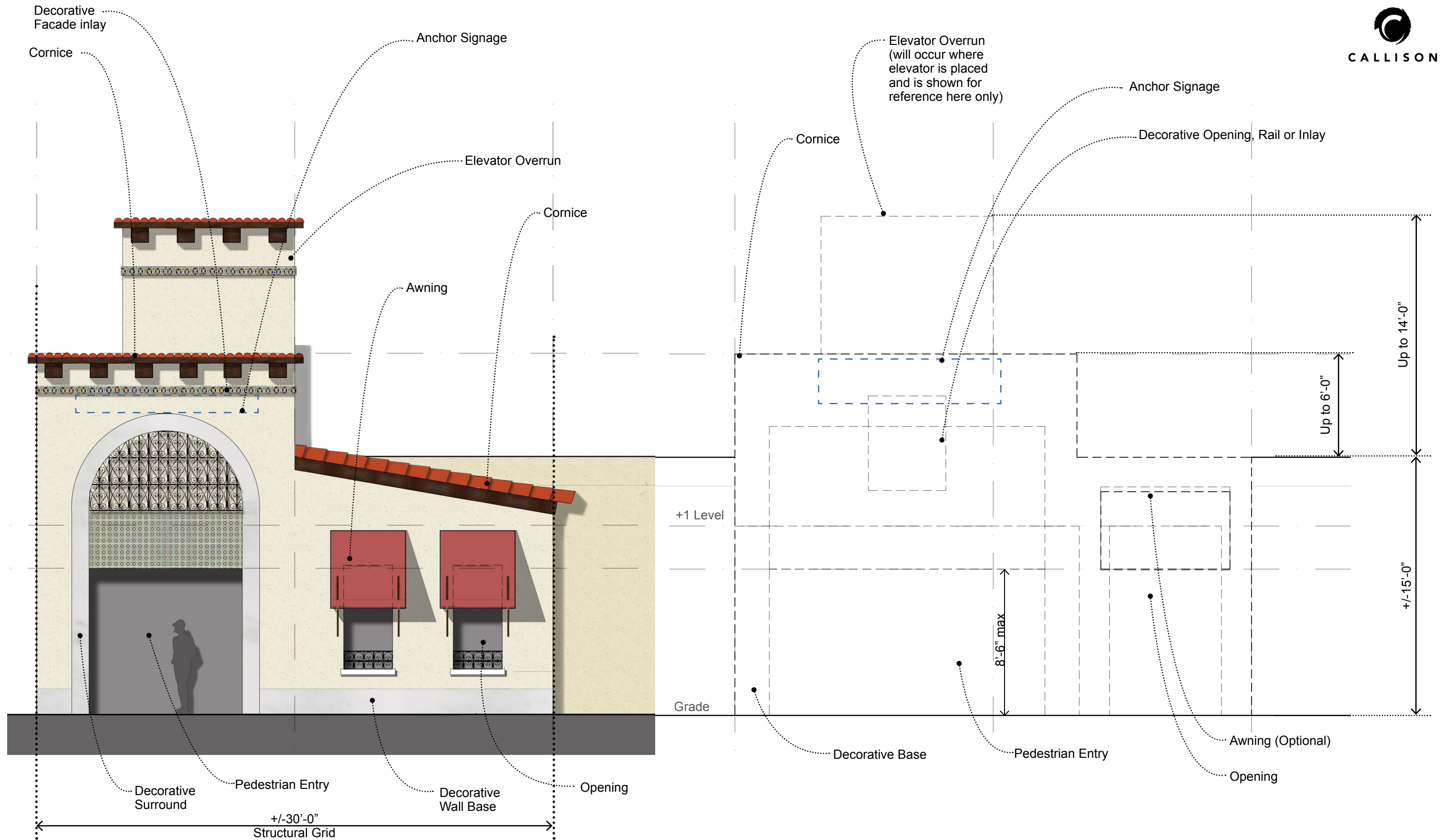


**FOR ILLUSTRATIVE PURPOSES ONLY**

1. Typical Building Bay Illustration, Elevation & Section

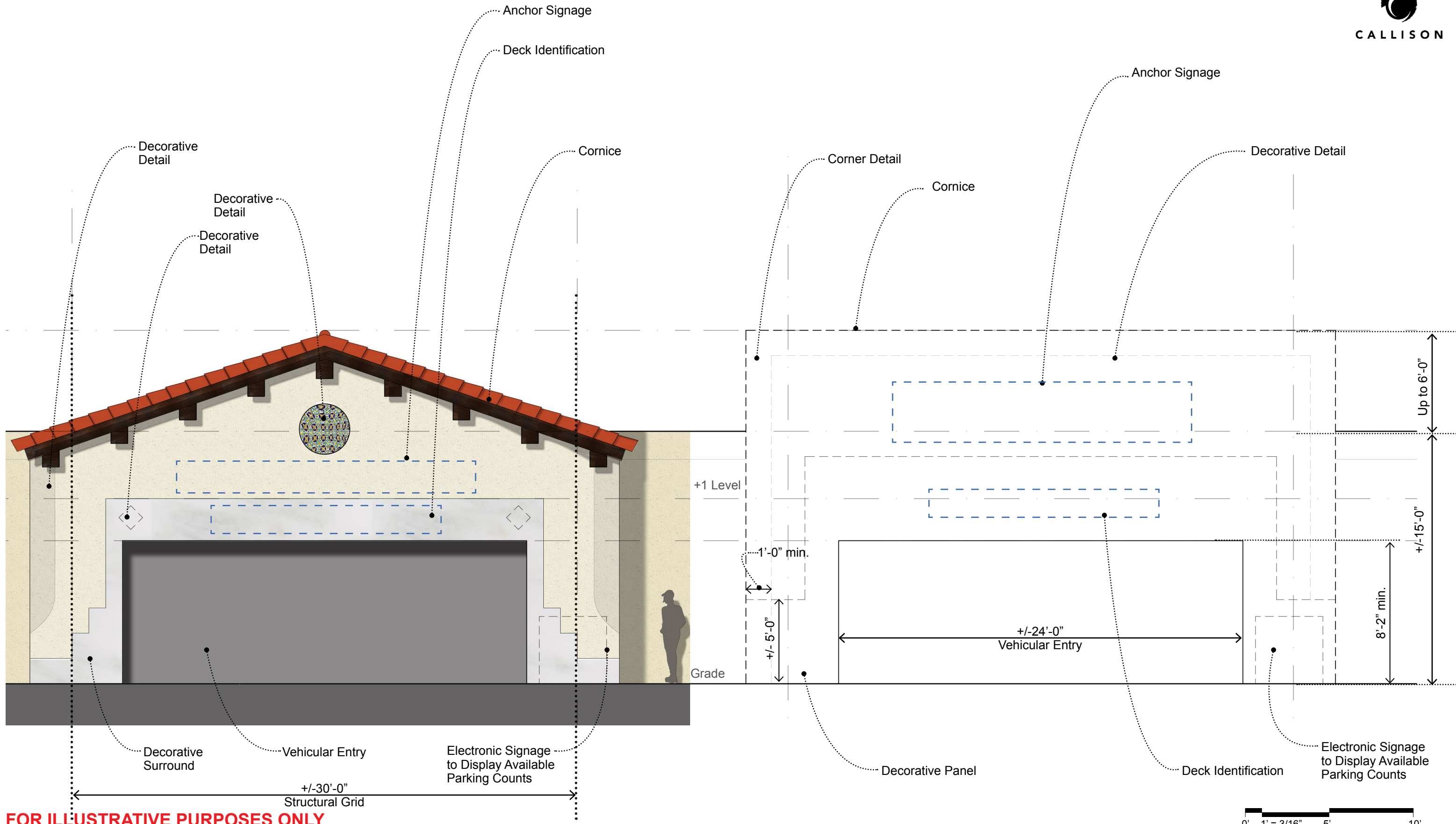
Scale: 3/16" = 1'





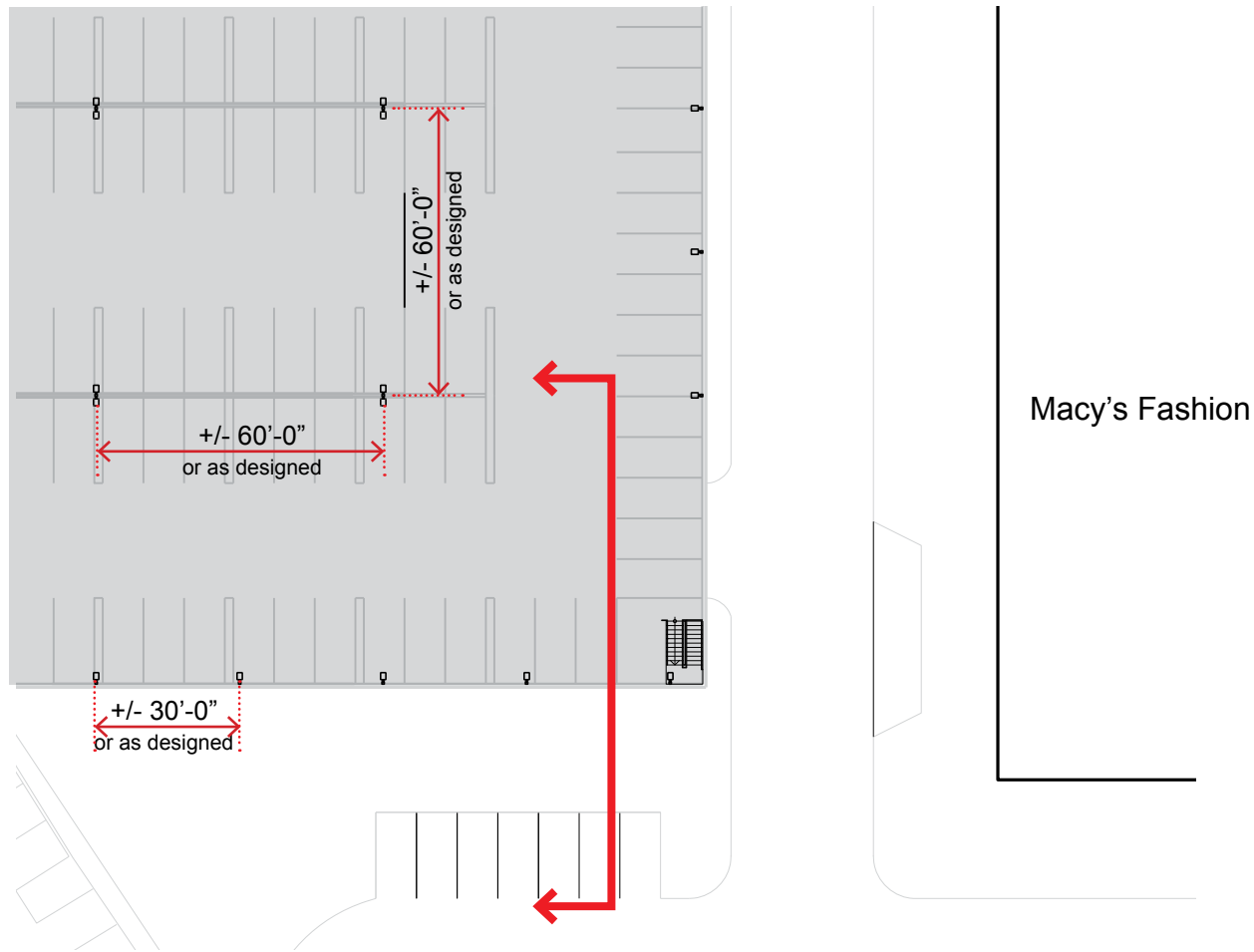
**FOR ILLUSTRATIVE PURPOSES ONLY**





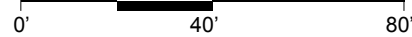
**FOR ILLUSTRATIVE PURPOSES ONLY**



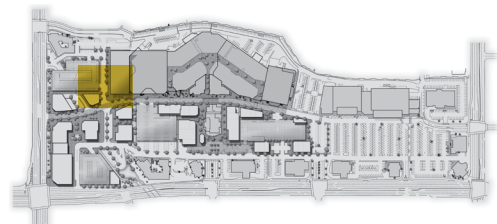


1. Deck Lighting Plan, Typical

Scale: 1" = 40'



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

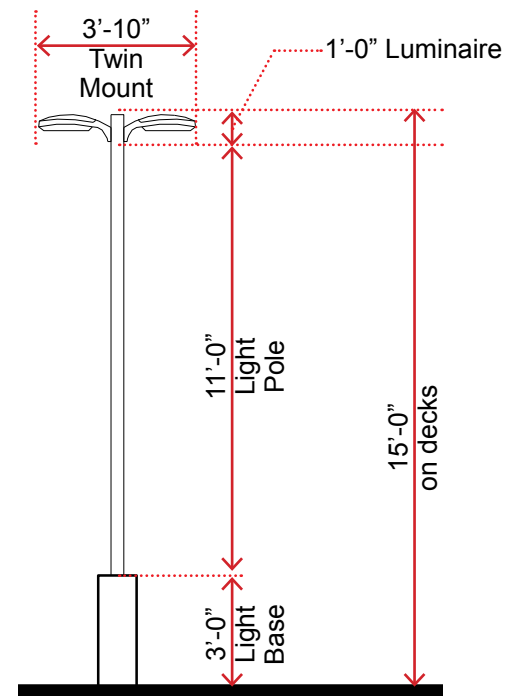
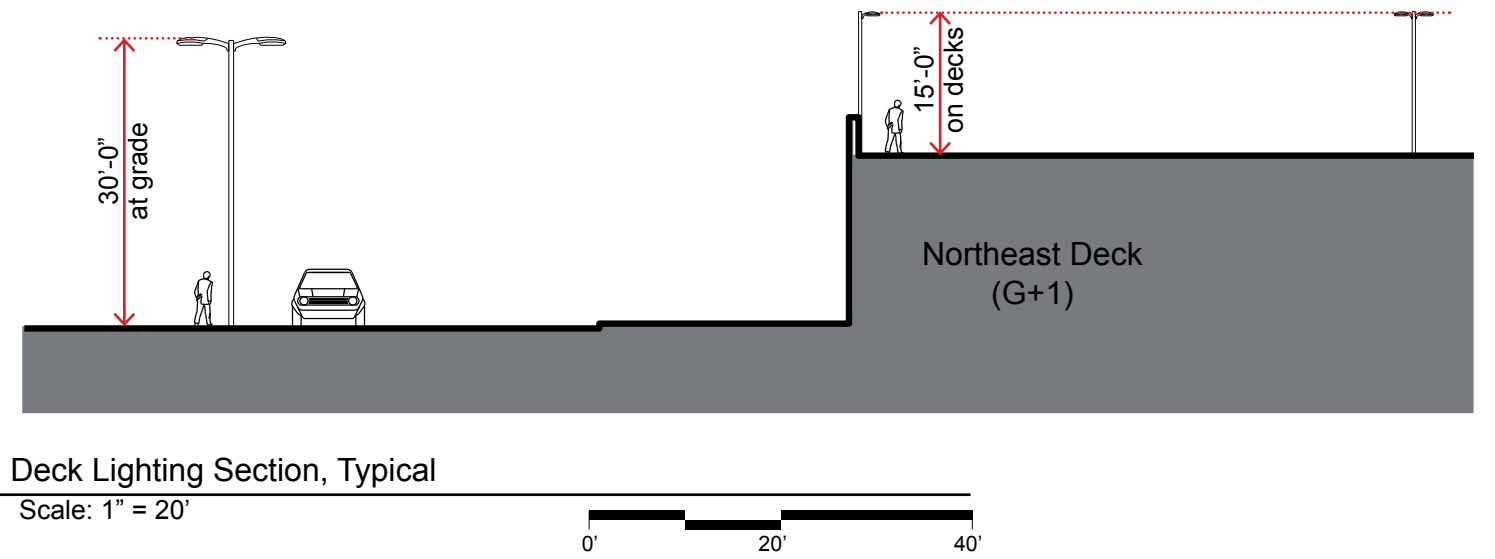


Key Plan

Macy's Fashion

2. Deck Lighting Section, Typical

Scale: 1" = 20'

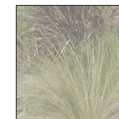
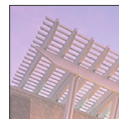


3. Enlarged Deck Lighting Section, Typical

Scale: 1" = 5'



VSC Panorama

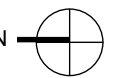




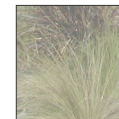
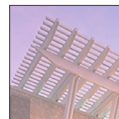
5. ENLARGED PANORAMA B - EXISTING  
Existing Village Shops as seen from Sepulveda Blvd.

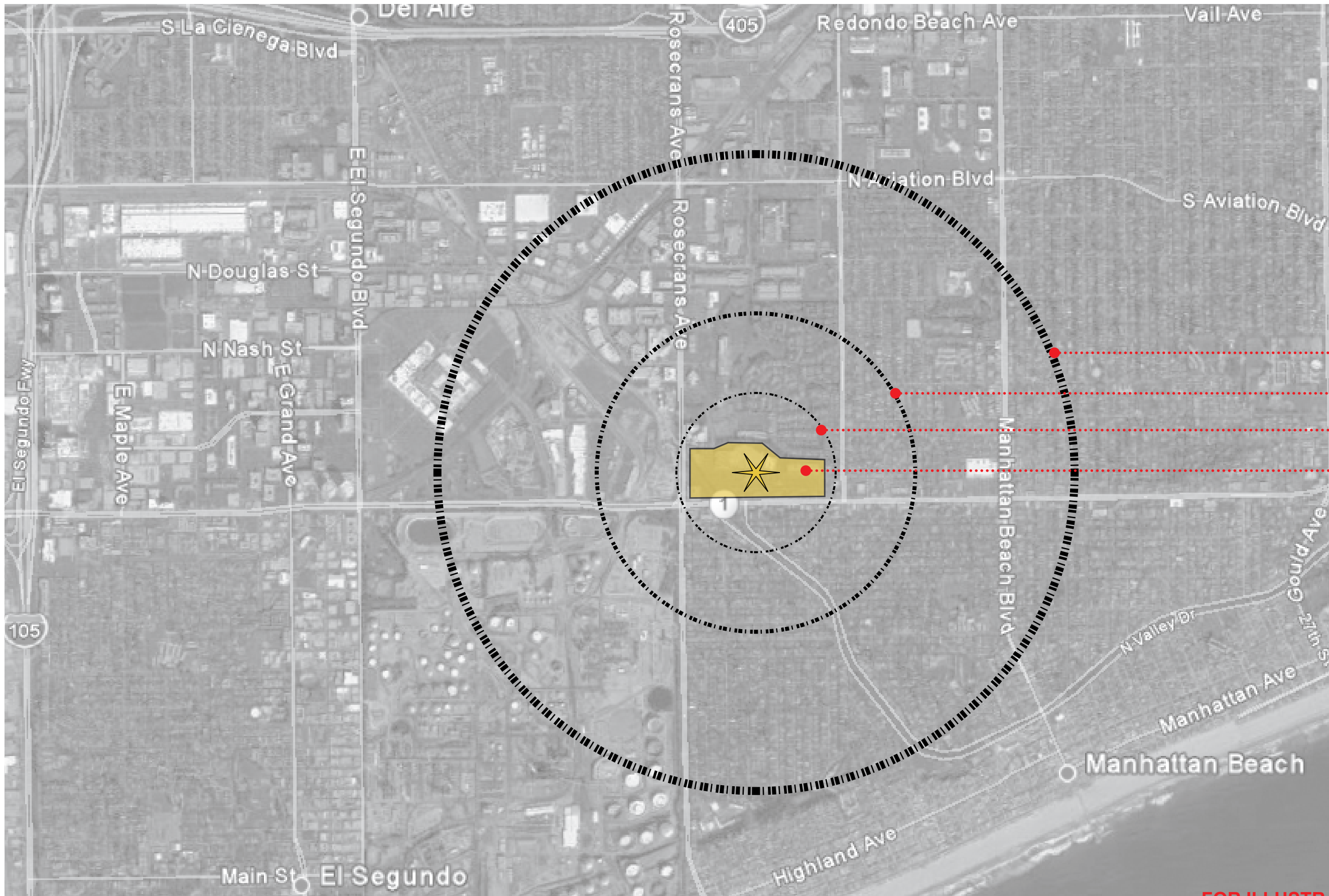


6. ENLARGED PANORAMA B - PROPOSED  
Proposed Village Shops as seen from Sepulveda Blvd.



## Site Diagrams







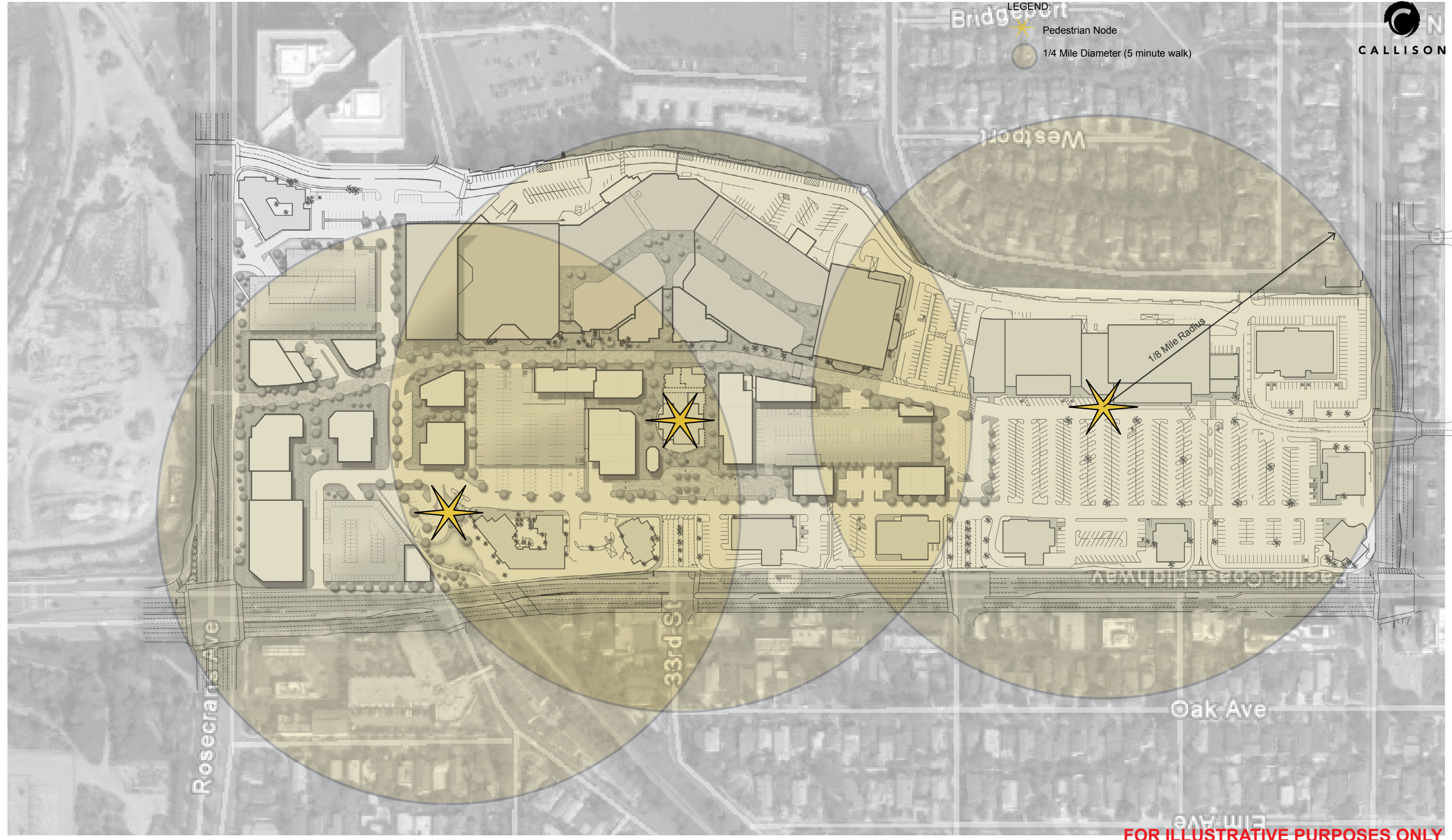
- ..... 1 Mile Radius (20 minute walk)
- ..... 1/2 Mile Radius (10 minute walk)
- ..... 1/4 Mile Radius (5 Minute walk)
- ..... Manhattan Village Shopping Center

**FOR ILLUSTRATIVE PURPOSES ONLY**





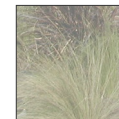
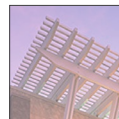
LEGEND:  
 Pedestrian Node  
 1/4 Mile Diameter (5 minute walk)



FOR ILLUSTRATIVE PURPOSES ONLY

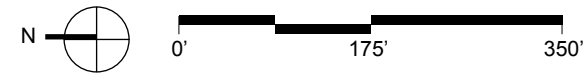
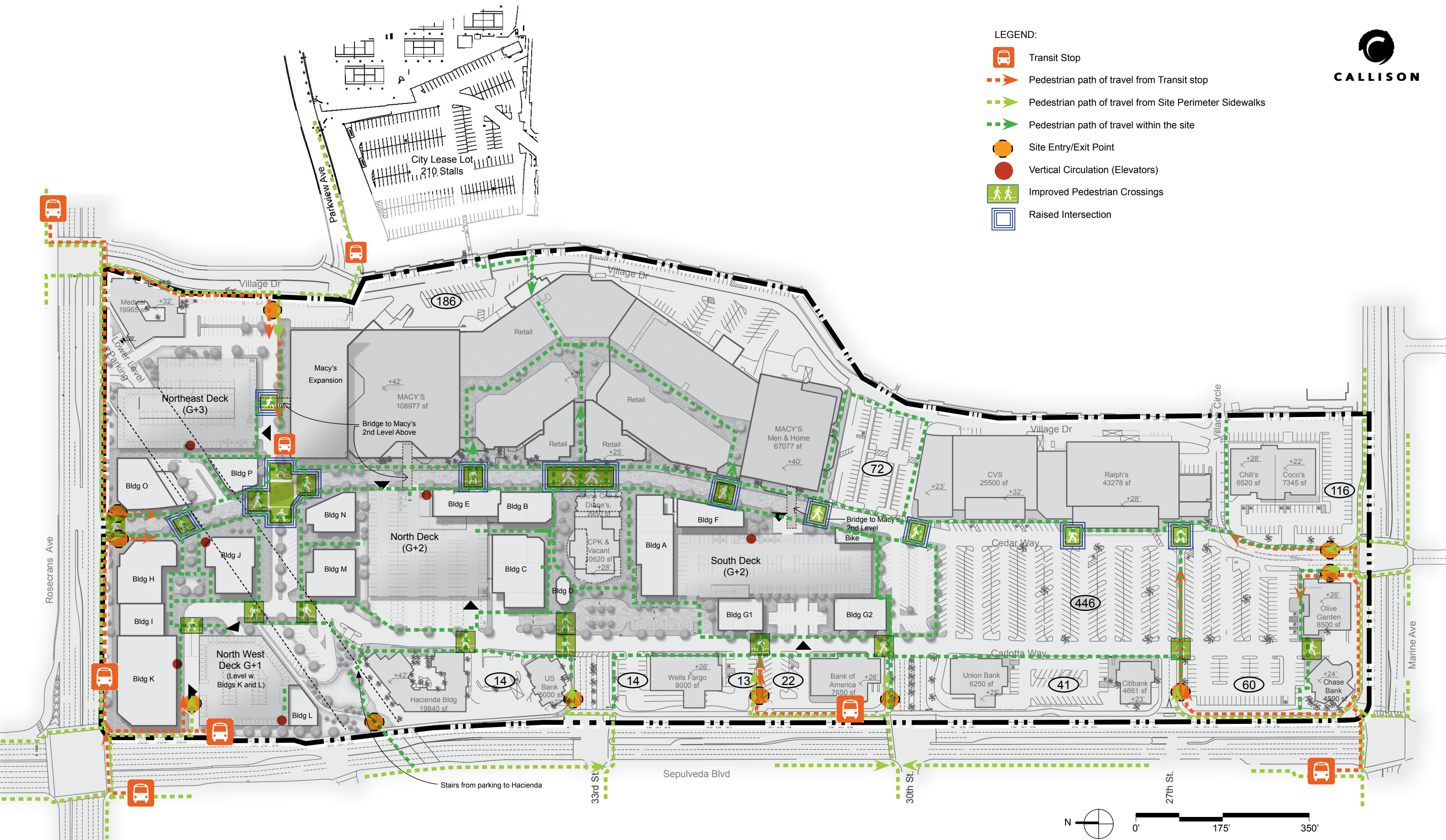


## FEIR Circulation Diagrams



LEGEND:

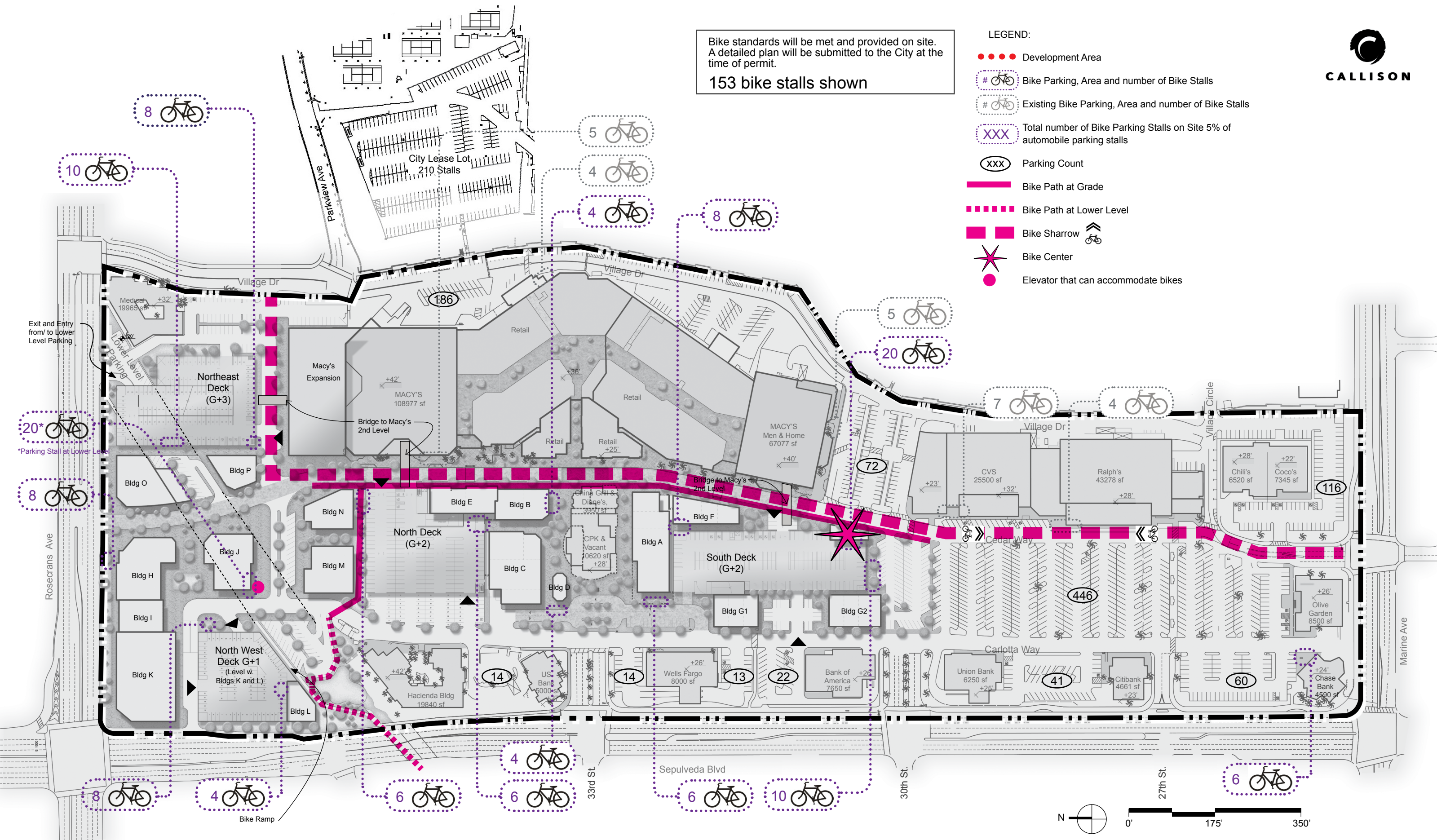
- Transit Stop
- Pedestrian path of travel from Transit stop
- Pedestrian path of travel from Site Perimeter Sidewalks
- Pedestrian path of travel within the site
- Site Entry/Exit Point
- Vertical Circulation (Elevators)
- Improved Pedestrian Crossings
- Raised Intersection



Bike standards will be met and provided on site.  
A detailed plan will be submitted to the City at the time of permit.  
**153 bike stalls shown**

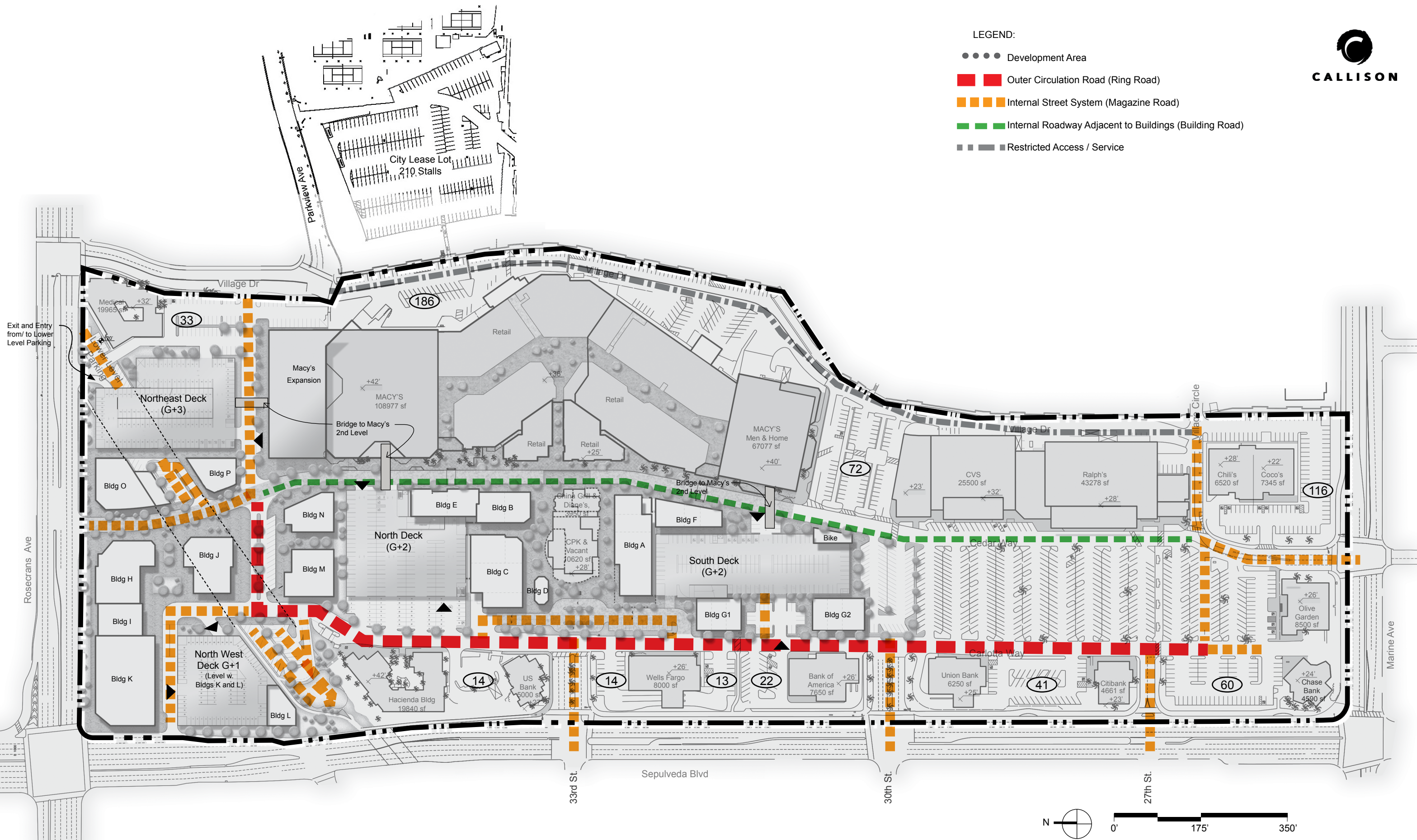
LEGEND:

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

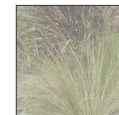
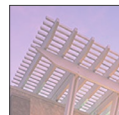


LEGEND:

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



# Circulation Diagrams



LEGEND:

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



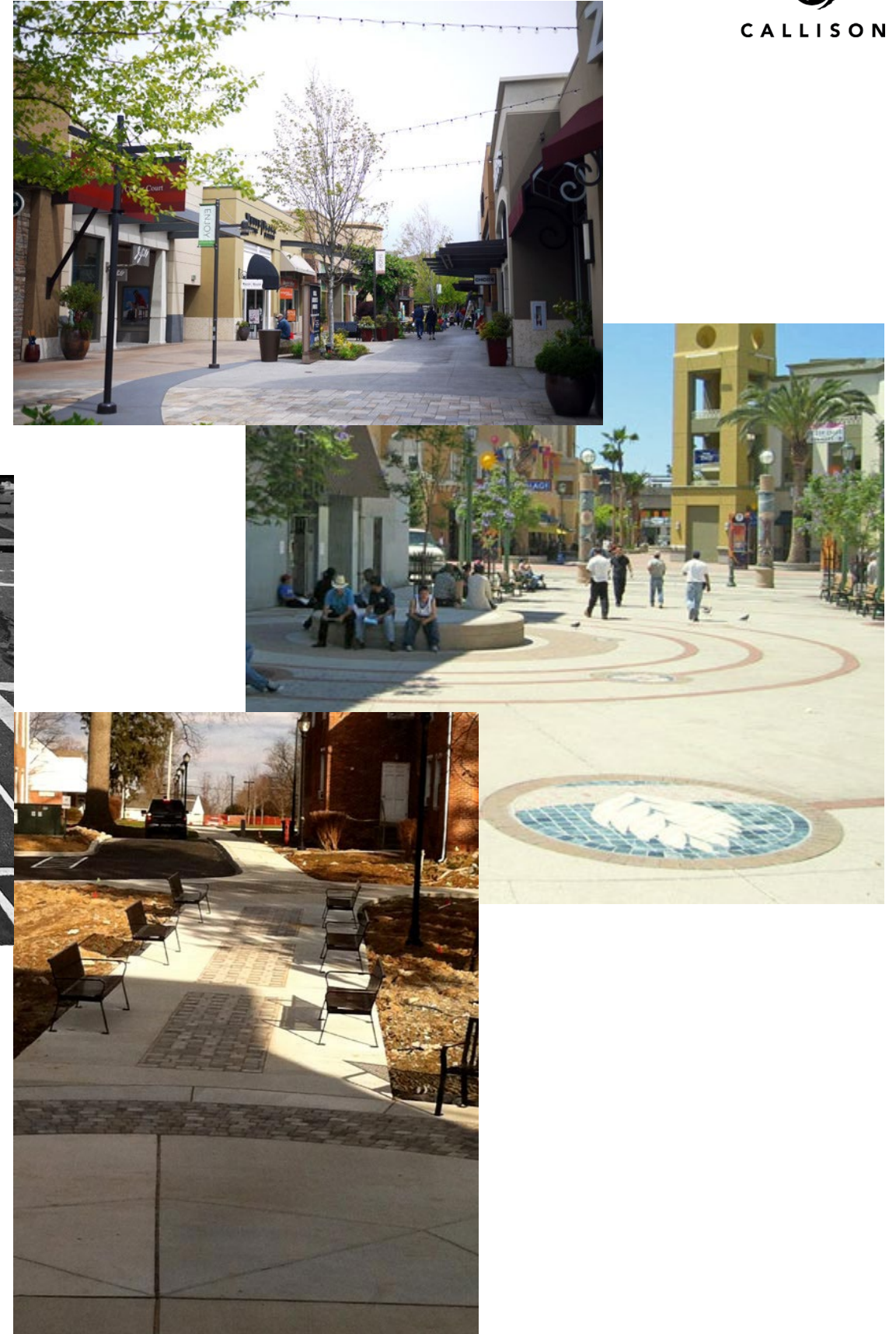
Stepping Stones Ideas



Enhanced Crosswalk Ideas



Enhanced Paving Ideas





LEGEND:

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



LEGEND:

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












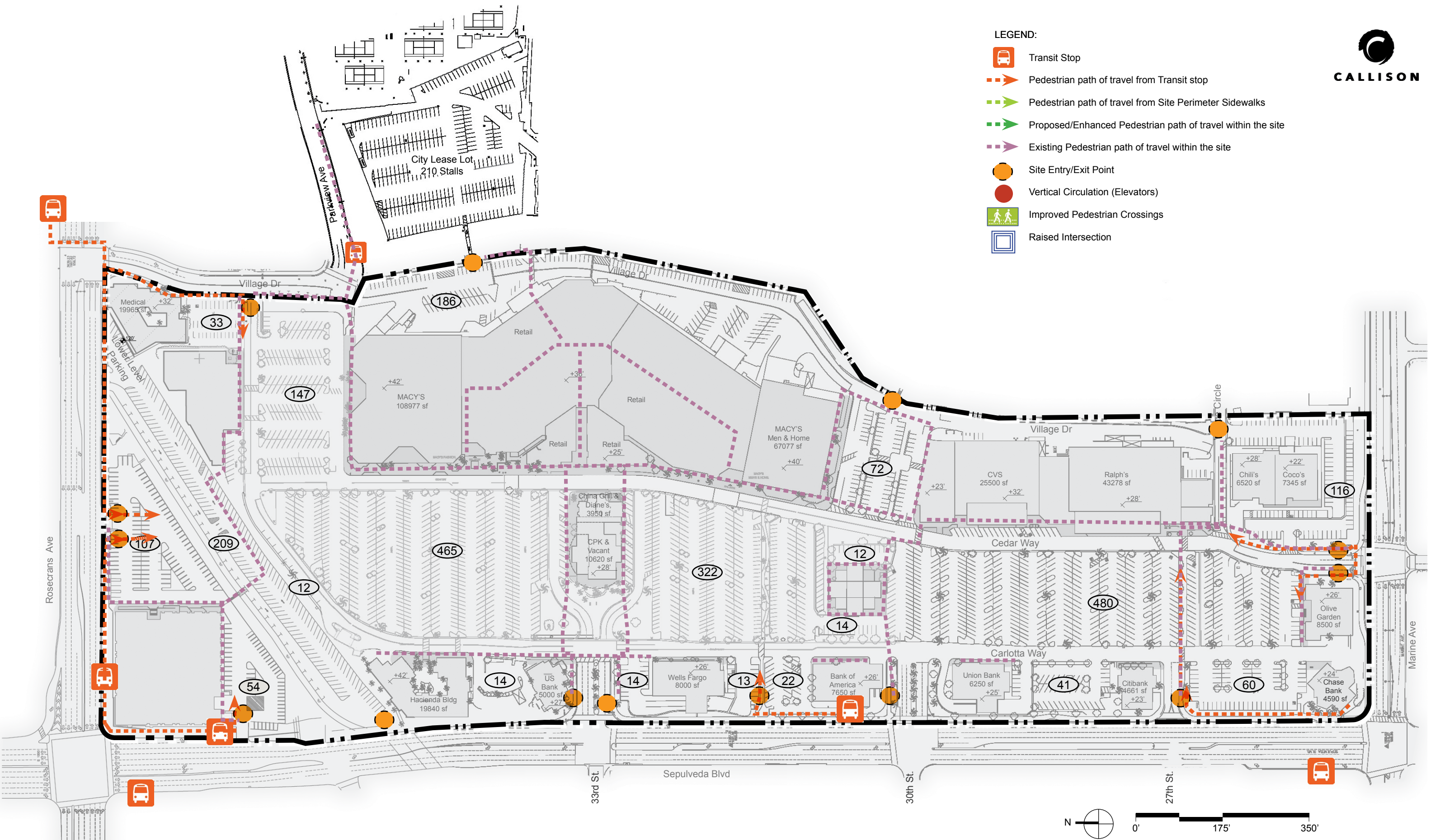
LEGEND:

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












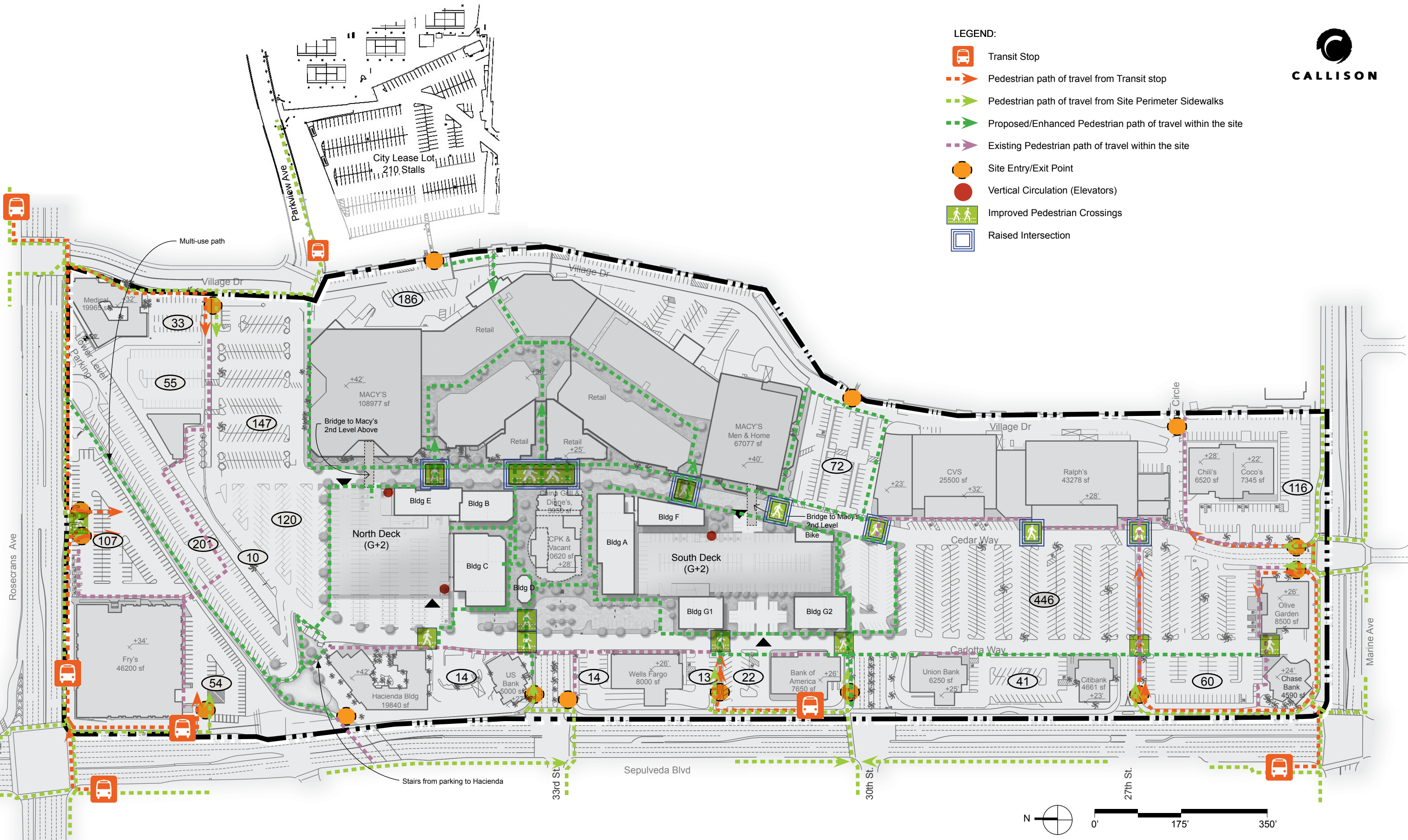
LEGEND:

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












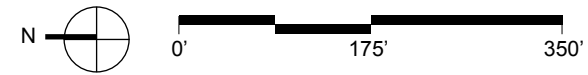
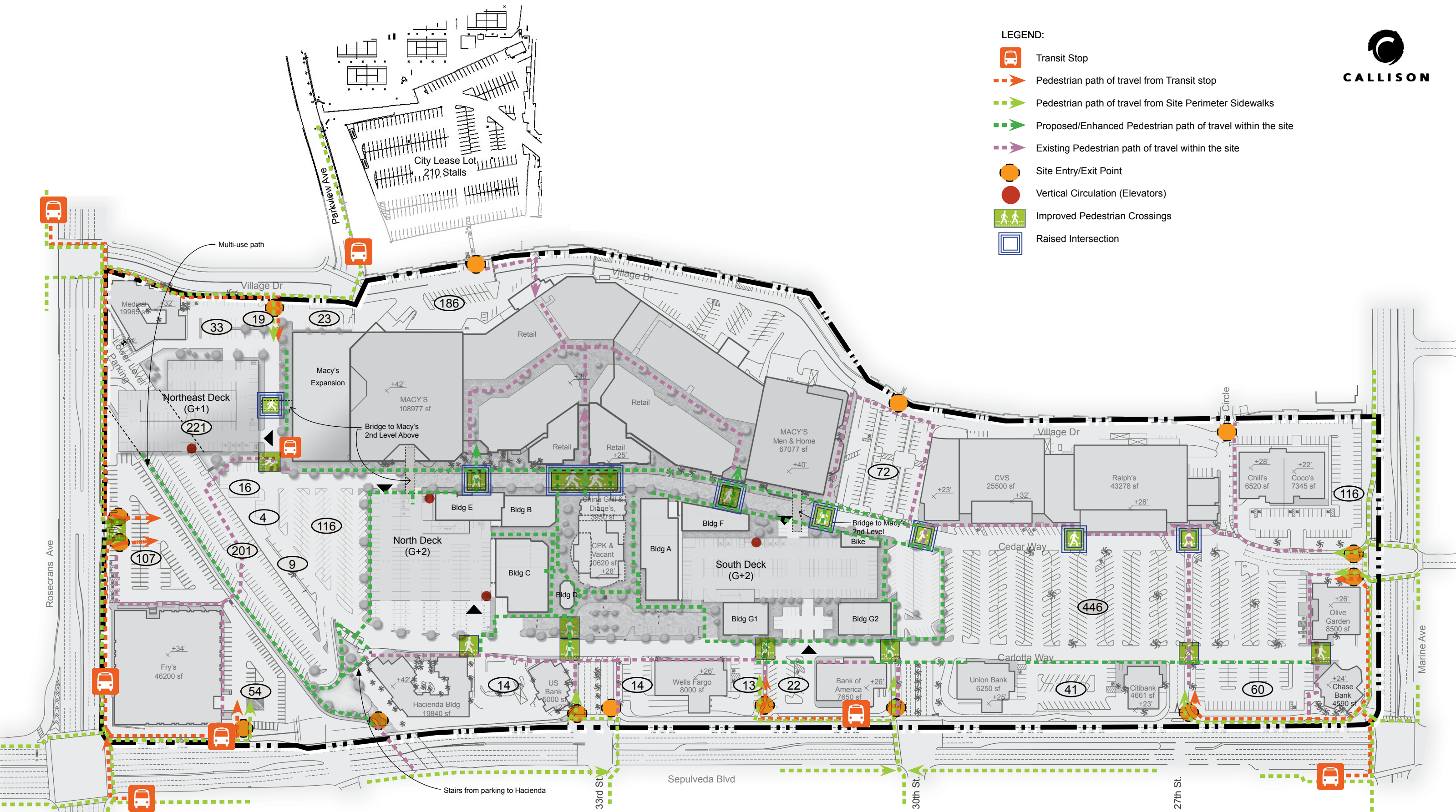
LEGEND:

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



LEGEND:

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



LEGEND:

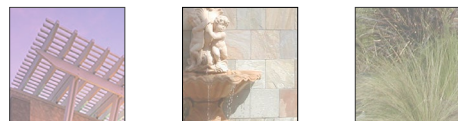
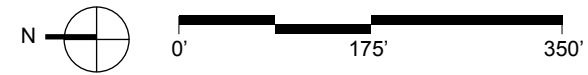
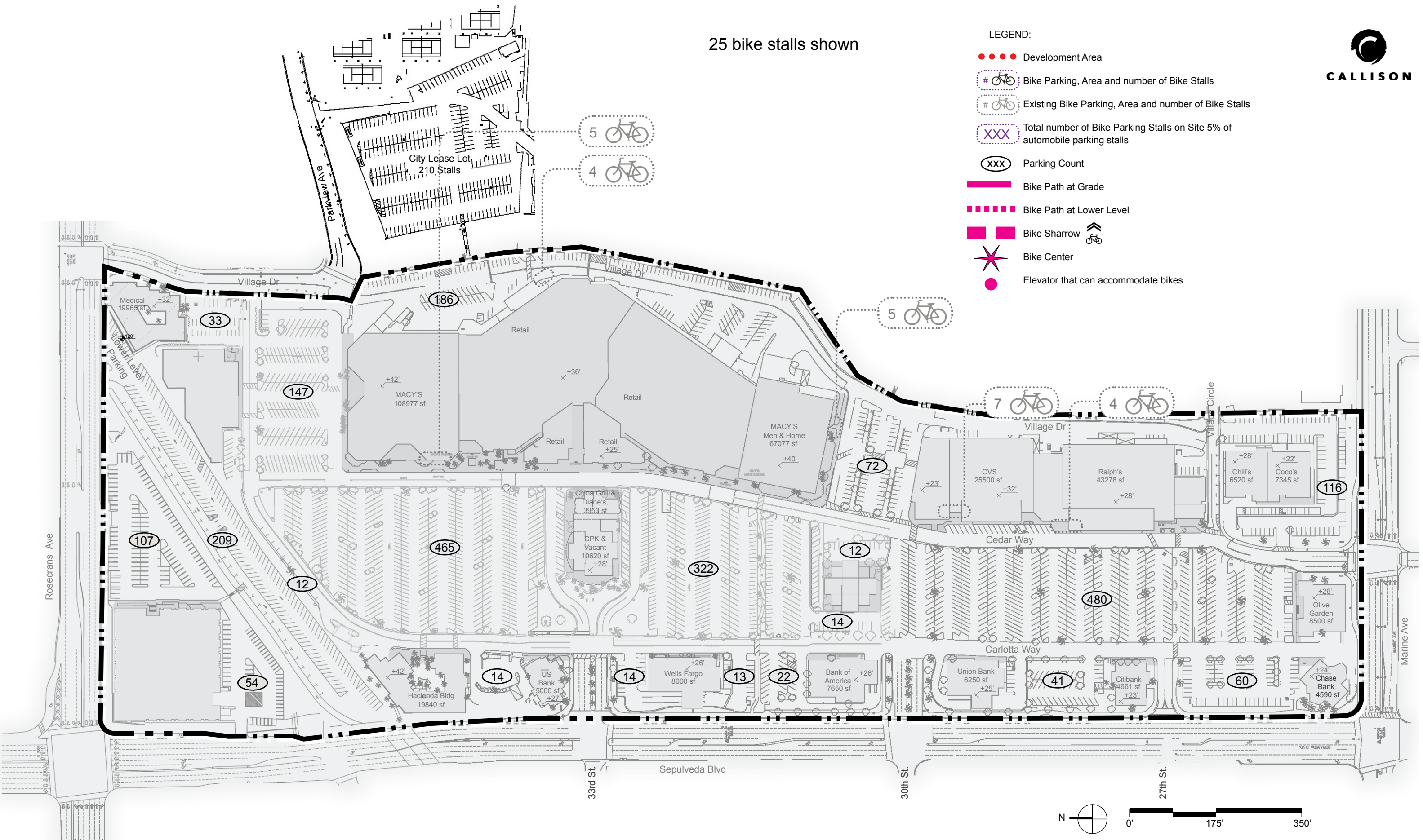
- Transit Stop
- Pedestrian path of travel from Transit stop
- Pedestrian path of travel from Site Perimeter Sidewalks
- Proposed/Enhanced Pedestrian path of travel within the site
- Existing Pedestrian path of travel within the site
- Site Entry/Exit Point
- Vertical Circulation (Elevators)
- Improved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



25 bike stalls shown

LEGEND:

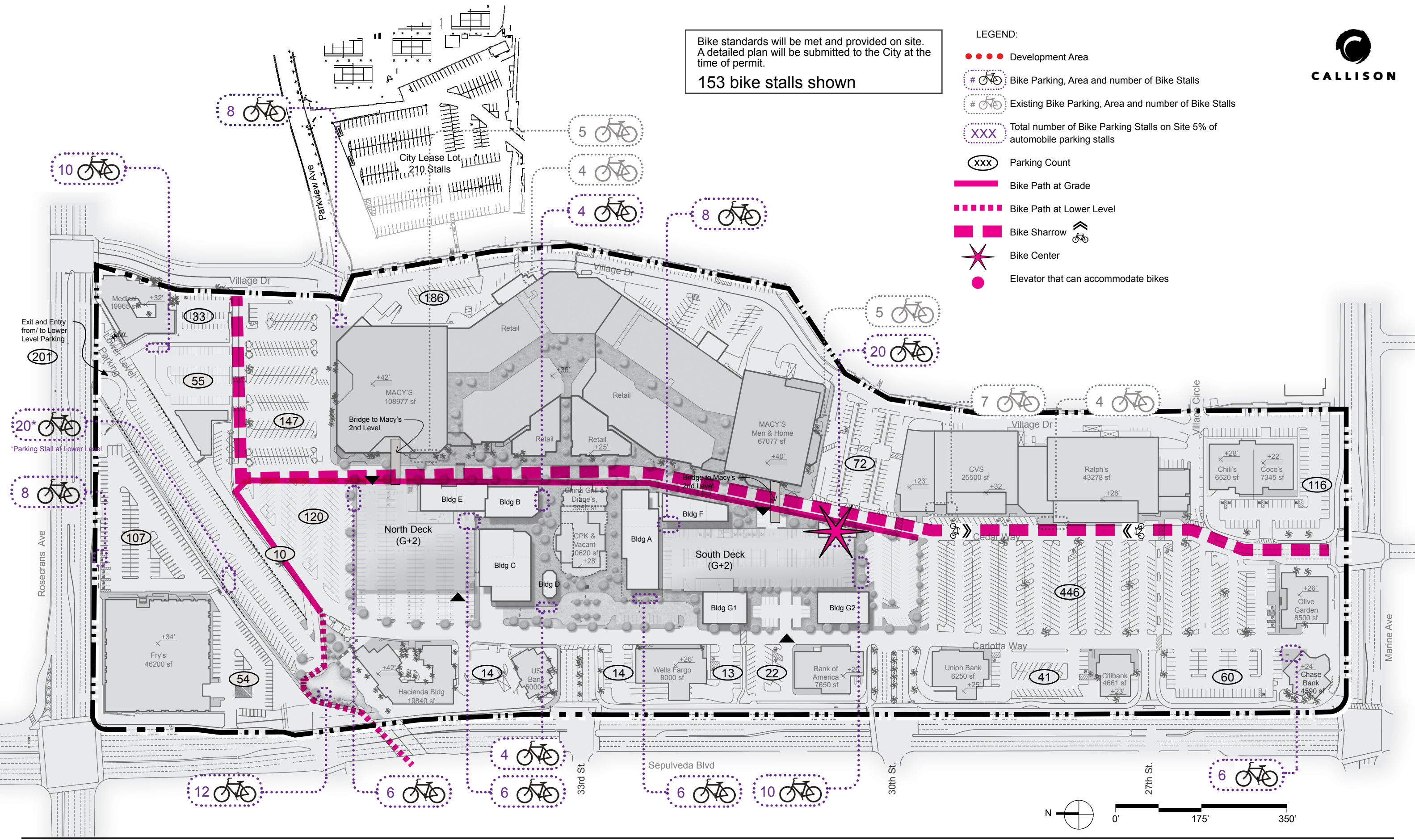
- Development Area
- # Bike Parking, Area and number of Bike Stalls
- # Existing Bike Parking, Area and number of Bike Stalls
- XXX Total number of Bike Parking Stalls on Site 5% of automobile parking stalls
- XXX Parking Count
- Bike Path at Grade
- Bike Path at Lower Level
- Bike Sharrow
- ★ Bike Center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





Bike standards will be met and provided on site.  
A detailed plan will be submitted to the City at the time of permit.  
**153 bike stalls shown**

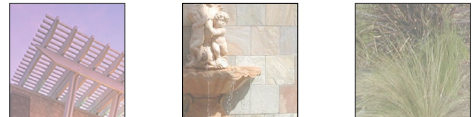
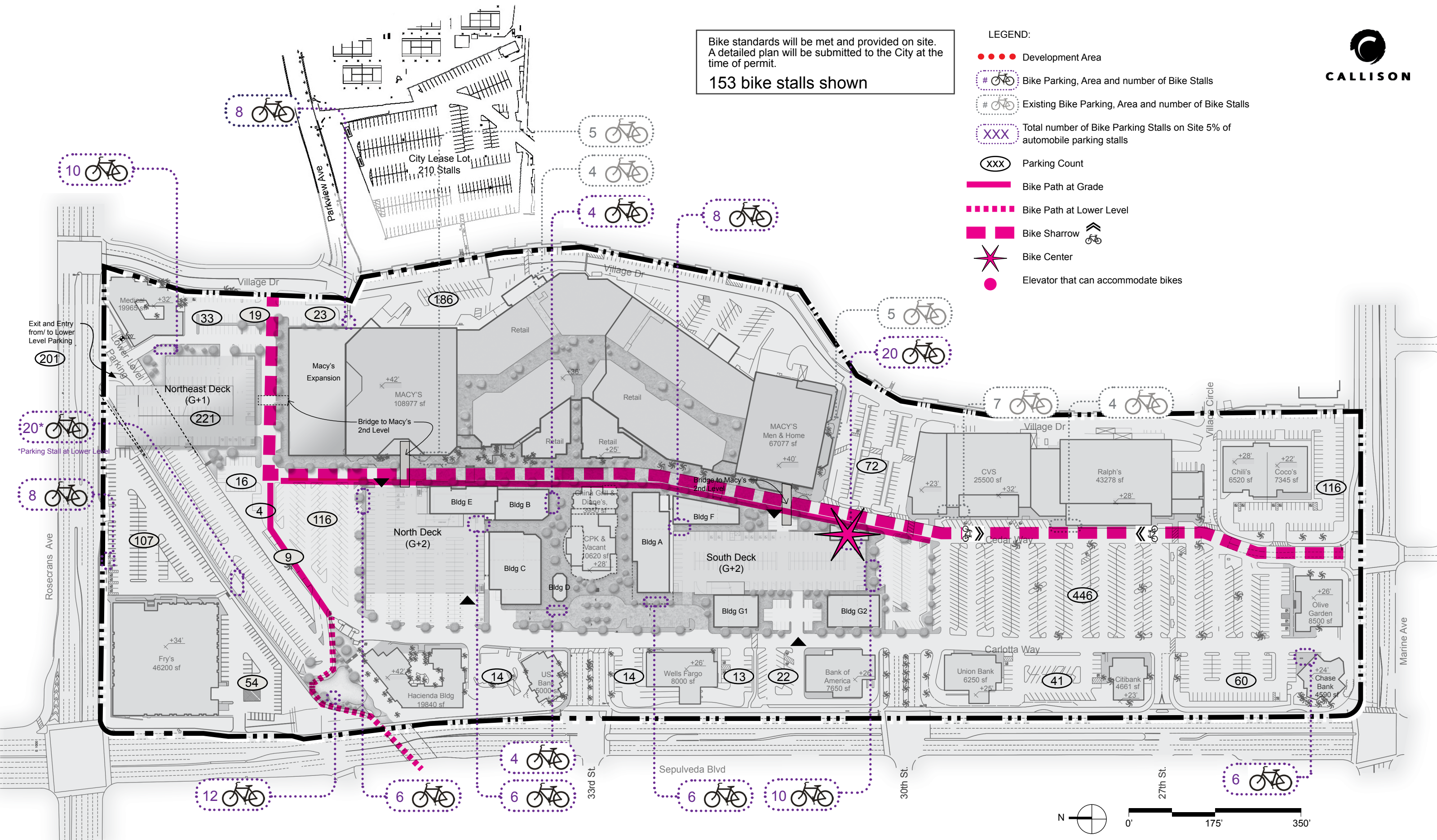
- LEGEND:**
- Development Area
  - # [Bike Icon] Bike Parking, Area and number of Bike Stalls
  - # [Bike Icon] Existing Bike Parking, Area and number of Bike Stalls
  - XXX Total number of Bike Parking Stalls on Site 5% of automobile parking stalls
  - XXX Parking Count
  - Bike Path at Grade
  - -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



Bike standards will be met and provided on site.  
A detailed plan will be submitted to the City at the time of permit.  
**153 bike stalls shown**

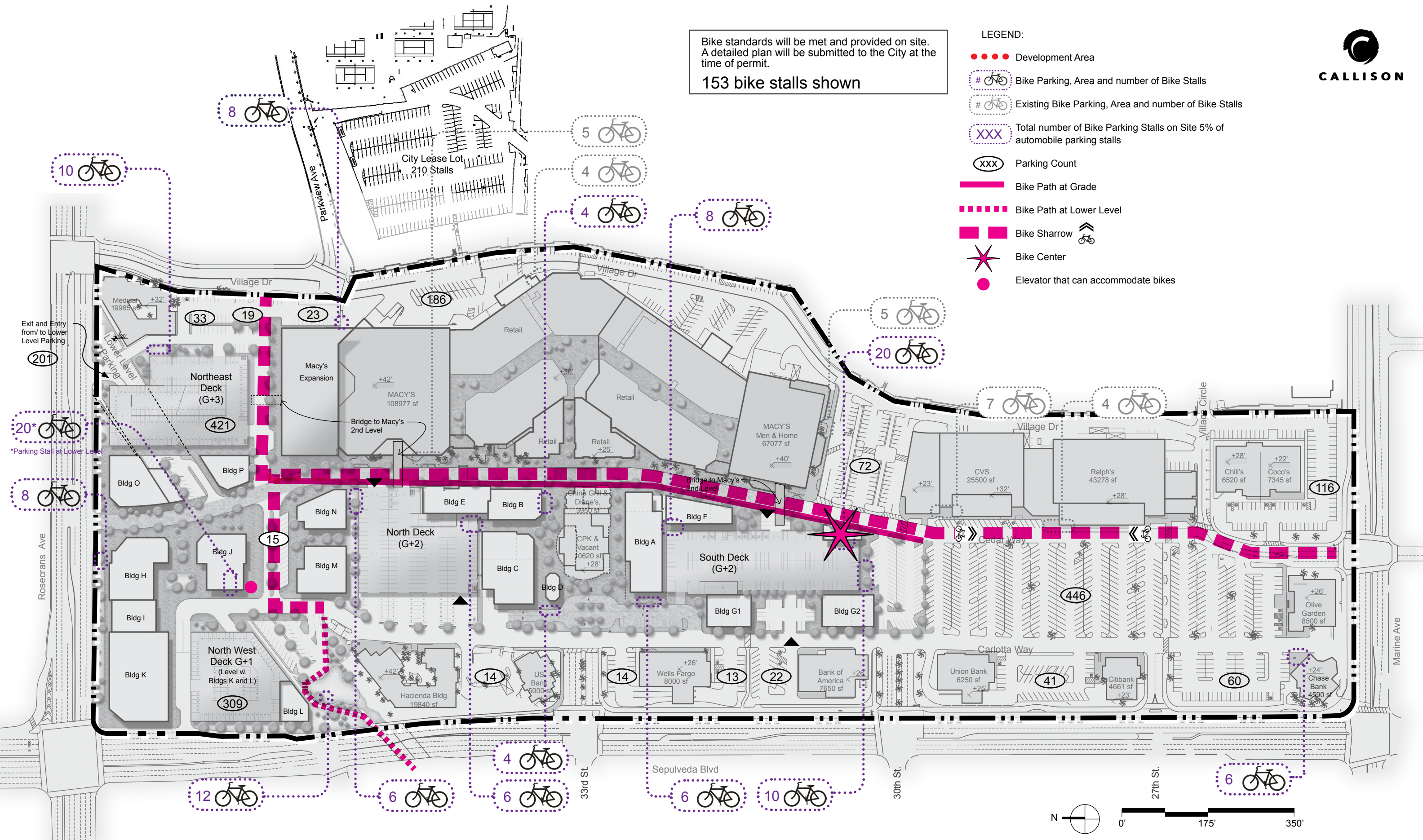
LEGEND:

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

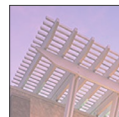


Bike standards will be met and provided on site.  
A detailed plan will be submitted to the City at the time of permit.  
**153 bike stalls shown**

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



# Master Signage Program (MSP)



**SIGNAGE LEGEND**

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

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



**FOR ILLUSTRATIVE PURPOSES ONLY**



# MANHATTAN VILLAGE

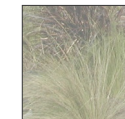
3200 SEPULVEDA AVENUE  
MANHATTAN BEACH, CA 90266

## MASTER SIGN PROGRAM JULY 24, 2013

### TABLE OF CONTENTS

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- 1.0 Criteria
- 2.0 Sign Location Plan
- 3.0 **A1** Pole Sign
  - 3.1 **A2 – A8** Pole Signs
- 4.0 I.F. Parking Deck Entry Signage
- 5.0 II.E Parking Deck Tenant Identification Signage
- 6.0 **P** Exhibit 'A', MVSC Sign Inventory & Worksheet



## INTENT

This Master Sign Program (MSP) outlines guidelines for signage and graphics within the Manhattan Village Shopping Center project. All existing and future exterior signage within the project must be in substantial compliance with the conditions set forth within this MSP, the Title 10 - Planning and Zoning, Part IV - Site Regulations, Chapter 10.72 - Sign Code (Sign Code), or by a sign exception granted by the City of Manhattan Beach. All permitted exterior signage existing as of July 24, 2013 noted in Exhibit 'A', MVSC Sign Inventory & Worksheet shall be recognized as legally established and consistent with the Master Use Permit, Resolution Number PC-xx dated 7-24-13.

The total area of signage allowed on the exterior of the project will be 9,500 sq. ft. Sign areas shall be calculated per the Sign Code. The sign area of all Project and Tenant Identification signs will be counted against the total sign area allowed for the project. The sign area of Project Directional & Temporary signs will not be counted against the sign area allowances.

The following sign types will be included:

- **A-I.A:** Pole Signs
- **B-I.B:** Project Identification Monument
- **C-I.C:** Project Identification/Multi-Tenant Monument Signs
- **D-I.D:** Project Identification Wall Signs
- **T-II.A:** Tenant Monument Signs
- **II.B:** Department Store Wall Signs
- **II.C:** Anchor Tenant Wall Signs
- **II.D:** Exterior Retail Tenant Wall Signs
- **II.E:** Parking Deck Tenant Identification Signage

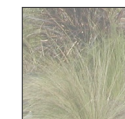
References to plans, figures, and drawings included here are for example only. City of Manhattan Beach review for a substantial conformance to this MSP is required (Administrative Sign Permit Review, MBMC 10.72.110).

## APPROVAL & COMPLIANCE

All signage within the project shall meet the criteria established in the City of Manhattan Beach — Sepulveda Boulevard Development Guidelines. All signs shall be compatible with their related buildings and not crowded within the architecture or sign structure. Any signage which does not meet these criteria shall be disallowed or abated at tenant expense.

All exterior signage requires Landlord approval, City approval (Administrative Sign Permit Review, MBMC 10.72.110), and a City of Manhattan Beach building permit prior to installation. Interior signage requires Landlord approval and appropriate City of Manhattan Beach building permits. Tenant shall submit plans, elevations and details of all proposed signage to the owner prior to submission to the City. Upon approval, Landlord will stamp drawings for tenant submission to the City.

The Landlord may, with the approval of the City of Manhattan Beach, allow for changes to the locations, quantity, and design of signs included in this MSP. All signage must remain within the height and area guidelines established in this MSP.



# I. EXTERIOR PROJECT IDENTIFICATION

This MSP includes provisions for the following Exterior Project Identification Signage within the project:

## **A** POLE SIGNS (8)

Eight Pole signs will be allowed in the project located per the attached plan. Pole sign A1 at the corner of Sepulveda Blvd. and Rosecrans Ave. shall be up to 30 ft. in height above adjacent street grade. Pole signs A2-A8 will not exceed 15 ft. 6in. in height from adjacent street grade. Sign area for this sign type does count towards the 9,500 ft. maximum total signage.

Four (4) existing Manhattan Village Shopping Center pole signs conform to the provisions of this section. Three (3) pole signs currently on the Fry's site will remain in place until Fry's ceases operations. These signs will be replaced with three (3) pole signs which conform to the provisions of this section. One (1) new pole sign will be added on the Hacienda site which will conform to the provisions of this section.

Pole signs may include up to 4 tenant names on each face. Tenant names may be individual letters or sign cabinets. Tenant and Project Identification elements may be internally or externally illuminated.

Pole sign A1 shall have sign area of no greater than 80 sq. ft.\* (20 sq. ft. / face) for project identification and 384 sq. ft.\* (96 sq. ft. / face) for tenants.

Pole signs A2-A8 shall have sign area of no greater than 80 sq. ft.\* (20 sq. ft. / face) for project identification and 240 sq. ft.\* (60 sq. ft. / face) for tenants.

\*Area calculated at 4x area of a single face per MBMC.

## **B** PROJECT IDENTIFICATION MONUMENT SIGNS (3)

Three Project Identification monument signs shall be allowed in the project located per the attached plan. These signs shall not be greater than 6' in height from adjacent street grade and shall include no more than 60 sq. ft. of copy area (30 sq. ft. / face). These signs may internally

or externally be illuminated. These signs shall include project identification, leasing information, and directional information only. The sign area for this sign type does count towards the 9,500 ft. maximum total signage.

## **C** PROJECT IDENTIFICATION/ MULTI-TENANT MONUMENT SIGNS (2)

Two Project Identification / Multi-Tenant monument signs shall be allowed in the project located per the attached plan. These signs shall not be greater than 6 ft. in height from adjacent street grade and shall not be larger than 80 sq. ft. (40 sq. ft. / face). These signs may internally or externally be illuminated. These signs shall include project identification and up to 6 tenant names or logos. Sign area for this sign type does count towards the 9,500 ft. maximum total signage.

## **D** PROJECT IDENTIFICATION WALL SIGNS

Project Identification Wall signs shall be allowed at each entry to the enclosed mall portion of the project (2 existing) and at retail village areas (as may be approved). Project identification signage may include letters (up to 18 in.) and logo forms (up to 3 ft. 0 in. x 3 ft. 0 in.). Signs may be internally or externally illuminated. Total sign area not to exceed 40 sq. ft. per location. Sign area for this sign type does count towards the 9,500 ft. maximum total signage.

## **E. PROJECT BANNERS**

Decorative banners shall be allowed attached to light poles at or near entries to enclosed mall and in retail village areas. Banners may include project branding and decorative artwork.

Banners on light poles greater than 30 ft. in height may be up to 9 sq. ft. each mounted in pairs on light poles (18 sq. ft. total per side).

Banners on light poles less than 30 ft. in height may be up to 4 sq. ft. each mounted in pairs on light poles (8 sq. ft. total / side). Sign area for

this sign type does not count towards the 9,500 ft. maximum total signage.

## **F. PARKING DECK ENTRY SIGNAGE**

One Entry Identification sign and one Digital Parking Counter sign per vehicular entry to parking decks shall be allowed. Parking Deck Entry sign may not include project identification. Parking Deck Entry signs may include project decorative motifs along with parking entry identification. Parking Deck Entry signs shall not exceed 100 sq. ft. in area. Signs may be internally or externally illuminated. Sign area for these sign types does not count towards the 9,500 ft. maximum total signage.

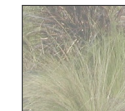
Digital Parking Counter signs will display the number of spaces available by garage and level. Sign area for this type of sign does not count toward the 9,500 sq. ft. maximum total signage.

## **G. DIRECTIONAL SIGNAGE**

Directional signage for vehicles, bicycles and pedestrians will be allowed at or near entries and exits to project and at intersections within the project for the purpose of aiding safe and efficient flow of traffic. Signs will be ground mounted or wall mounted. Signs shall be a maximum of 6 ft. in height. Signs will be a maximum of 12 sq. ft. / face. Signs will include direction to local streets, parking structure entries and department or anchor store names as wayfinding landmarks. Use of tenant logos will not be allowed. Signs may be internally or externally illuminated. Sign area for this sign type does not count towards the 9,500 ft. maximum total signage.

## **H. TEMPORARY A-FRAME SIGNAGE**

Tenants and the MVSC will be allowed to display portable sign holder stands in retail village areas. Signs shall not exceed 42 in. tall x 24 in. wide. Signs shall not be legible from Sepulveda Boulevard, Rosecrans Avenue or Marine, these signs shall be governed by a temporary sign program which will allow signs 365 days / year. Sign area for this sign type does not count towards the 9,500 ft. maximum total signage.





## II. EXTERIOR TENANT IDENTIFICATION

### A. TENANT MONUMENT SIGNS (12)

Shall be designed and constructed within the standards referenced above as well as the MBMC 10-72.

Freestanding signs shall be limited to 30 sq. ft. / side. Twelve tenant monument signs shall be allowed per the attached plan. Signs may include tenant name, building name, or multiple tenants within a building. Signage surface area does count towards the 9,500 ft. maximum total signage.

### B. DEPARTMENT STORE WALL SIGNS

Tenants or a group of tenants occupying a space with GLA of greater than 65,000 sq. ft. are considered Department Store tenants. Department Store Tenants will be allowed wall signs of up to 150 sq. ft. each on two elevations (300 sq. ft. total per tenant).

Note: A Sign Exception is granted for a department store wall sign for the space currently occupied by Macy's Men's and Home allowing signs of up to 300 sq. ft. each on two elevations (600 sq. ft. total).

Wall signs may be sign cabinets or individual letters. Signs shall be internally illuminated. Signage surface area does count towards the 9,500 ft. maximum total signage.

### C. ANCHOR TENANT WALL SIGNS

Tenants or a group of tenants occupying a space with gross leasable area (GLA) of greater than 17,500 sq. ft. up to 64,999 sq. ft. are considered Anchor Store tenants. These tenants are allowed wall signs of up to 150 sq. ft. on two elevations (300 sq. ft. total per tenant). Wall signs may be sign cabinets or individual letters. Signs shall be internally illuminated. Signage surface area does count towards the 9,500 ft. maximum total signage.

### D. EXTERIOR RETAIL TENANT WALL SIGNS

Tenants shall be allowed a wall sign on each elevation of their building per the MBMC. Signage surface area does count towards the 9,500 ft. maximum total signage.

No signs are permitted on the east elevation of buildings along The east property line from Parkview Ave. to Marine Ave.

### E. PARKING DECK TENANT IDENTIFICATION SIGNAGE

Department Stores and Anchor Stores will be allowed to install signage on up to 2 faces on each of the Village South, Village North, Northeast Macy's and Northwest Parking Decks. Signs may be up to 60 sq. ft. Signs may be internally or externally illuminated. Signage surface area does count towards the 9,500 ft. maximum total signage.

All tenant signage on parking structures shall be accessory to the structure through the design, color, location, size, and lighting. Any tenant signage on a parking structure shall have a locational relationship and proximity between the parking structure and the tenant. All tenant signage on parking structures shall be compatible with the architectural design features on the subject structure on which the signage is proposed.

## III. INTERIOR TENANT IDENTIFICATION

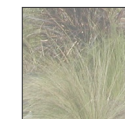


Enclosed mall interior signage requires Landlord approval and appropriate City of Manhattan Beach building permits. These signs (project ID or tenant) will not be counted against the total sign allowance for the MVSC.

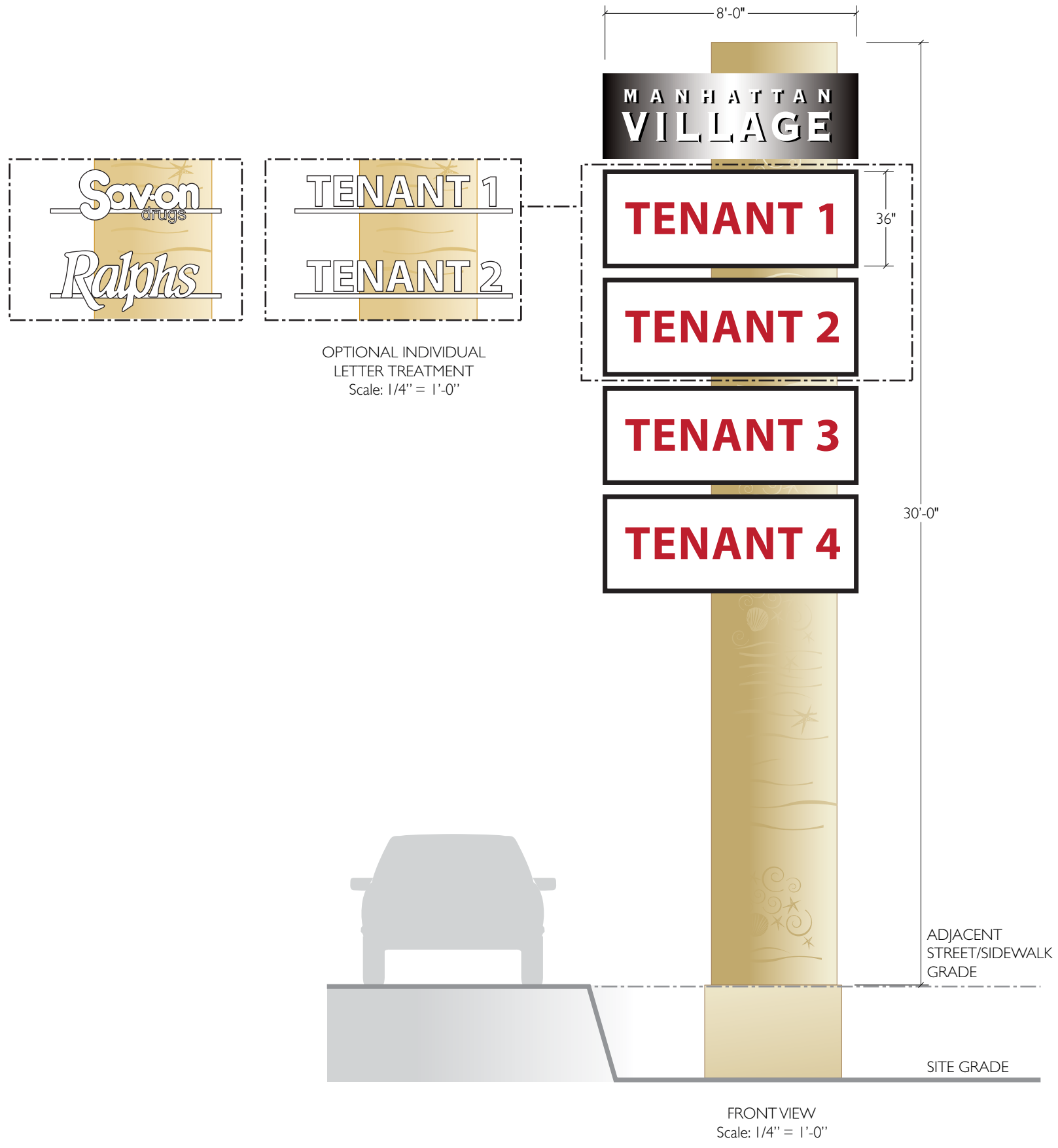
## IV. CITY OF MANHATTAN VILLAGE GATEWAY ELEMENT

### M. GATEWAY ELEMENT

A City of Manhattan Gateway Element may be located at the Northwest corner of the project. This element may be up to 46 ft. above grade. Sign area for this sign type does not count towards the 9,500 ft. maximum total signage. The Gateway Element may not include any advertising. The design of the Gateway Element is subject to the approval of the City of Manhattan Beach.







**CRITERIA**

**SIGN AREA**

Project I.D. Sign Area: 8'-0" x 2'-6" = 80 sq. ft.\* (20 sq. ft. / face)  
 Tenant I.D. Sign Area: 8'-0" x 3'-0" x (4) = 384 sq. ft.\* (96 sq. ft. / face)  
 \*Area calculated at 4x area of a single face per MBMC.

**MATERIALS**

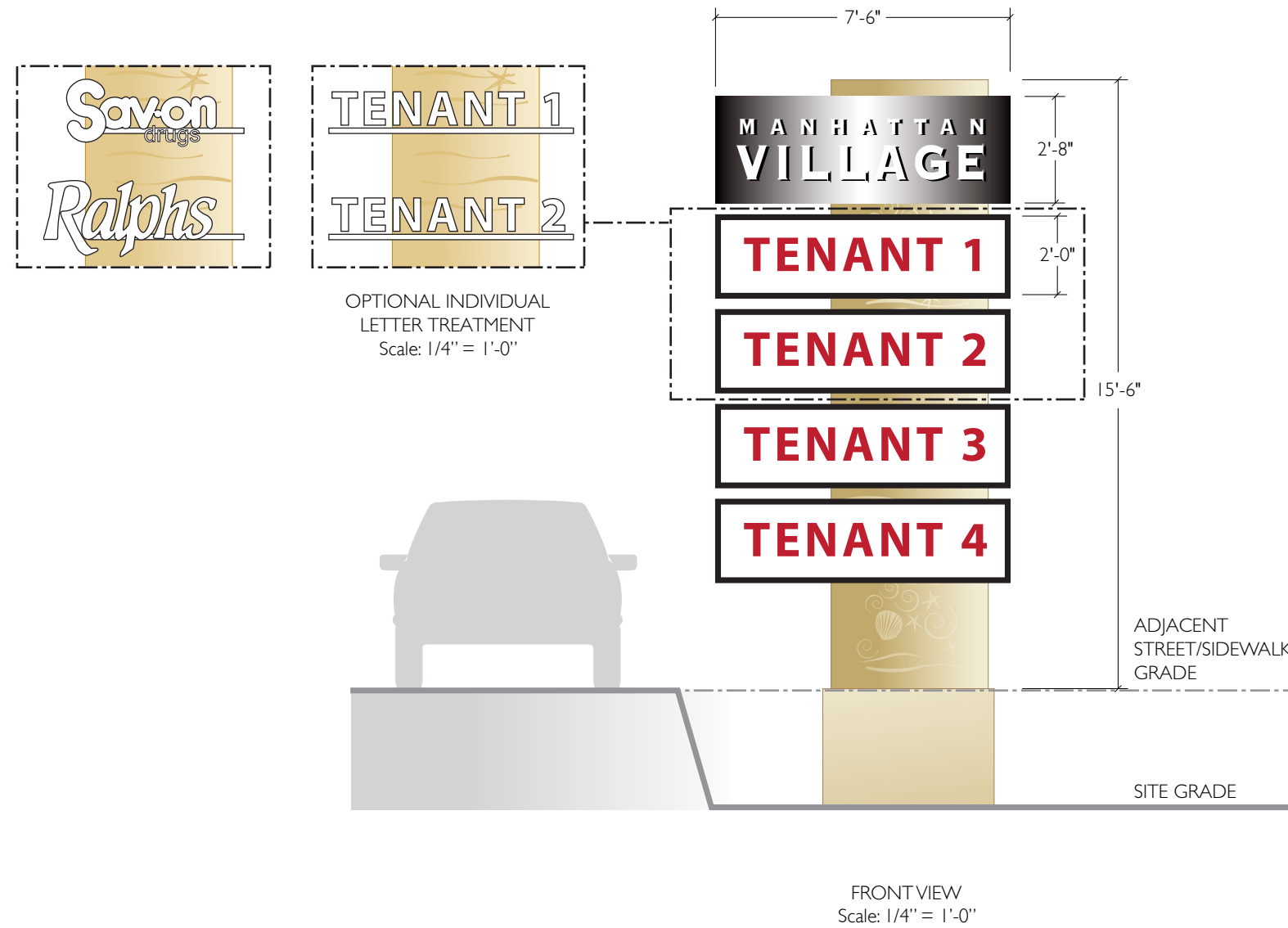
Project I.D.: Fabricated aluminum cabinet, internally illuminated  
 Tenant I.D.: Fabricated aluminum cabinet, internally illuminated

**\*THESE DRAWINGS ARE DIAGRAMMATIC AND INTENDED ONLY TO ILLUSTRATE THE DIMENSIONS, PROPORTIONS, AND GENERAL CONTENT OF THIS SIGN TYPE. ALL EXTERIOR SIGNAGE REQUIRES CITY OF MANHATTAN BEACH APPROVAL (ADMINISTRATIVE SIGN PERMIT REVIEW, TITLE 10 - PLANNING AND ZONING, PART IV - SITE REGULATIONS, CHAPTER 10.72 - SIGN CODE), AND A CITY OF MANHATTAN BEACH BUILDING PERMIT PRIOR TO INSTALLATION.**

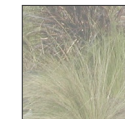




CRITERIA	
<b>SIGN AREA</b>	
Project I.D. Sign Area:	7'-6" x 2'-8" = 80sf* (20 sq. ft. / face)
Tenant I.D. Sign Area:	7'-6" x 2'-0" x (4) = 240sf* (60 sq. ft. / face)
	*Area calculated at 4x area of a single face per MBMC.
<b>MATERIALS</b>	
Project I.D.:	Fabricated aluminum cabinet, internally illuminated
Tenant I.D.:	Fabricated aluminum cabinet, internally illuminated



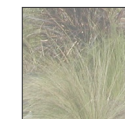
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SOUTH DECK  
Scale: 1/8" = 1'-0"

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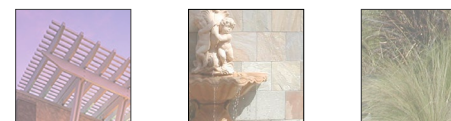
P PARKING DECK TENANT I.D. SIGN

NOT TO EXCEED 60 SQ. FT. PER MSP



NORTHEAST DECK  
Scale: 3/16" = 1'-0"

**\*THESE DRAWINGS ARE DIAGRAMMATIC AND INTENDED ONLY TO ILLUSTRATE THE DIMENSIONS, PROPORTIONS, AND GENERAL CONTENT OF THIS SIGN TYPE. ALL EXTERIOR SIGNAGE REQUIRES CITY OF MANHATTAN BEACH APPROVAL (ADMINISTRATIVE SIGN PERMIT REVIEW, TITLE 10 - PLANNING AND ZONING, PART IV - SITE REGULATIONS, CHAPTER 10.72 - SIGN CODE), AND A CITY OF MANHATTAN BEACH BUILDING PERMIT PRIOR TO INSTALLATION.**





All totals expressed as Square Feet (s.f.) unless otherwise noted.

MVSC Sign Inventory Worksheet 7/24/13

Line #	Tenant/Area	Sign Type	Description	Notes	Quantity	Sq Ft	Total	New/Existing	Relocate/Demo	Sq Ft Used
1	Existing Signage South of Fry's Site 1/1/13	Pole	Pole Sign (20 s.f./face & 60 s.f./face) 80 x 2 x 2	A6-A8	3	320	960	Existing	-	960
2	Medical Building	Pole	Pole Sign (20 s.f./face & 60 s.f./face) 80 x 2 x 2	A3	1	320	320	Existing	-	320
3	Medical Building	Ground	(1) 50 s.f. (1) 17 s.f.	T1, T2	2	57	57	Existing	-	57
4	Med Off Bldg Parking Lot	Ground	Tenant Monument Signs	T3 - See line #70	1	30	30	Existing	Relocate Ph 2	30
5	Mail Front	Wall	Project ID Wall Signs	D	2	40	80	Existing	-	80
6	Macy's Fashion Store (Anchor)	Wall	(2) 150 s.f.	See line #73	2	150	300	Existing	Relocate Ph 2	300
7	Macy's Men's & Home (Anchor)	Wall	(2) 300 s.f.	See line #76	2	300	600	Existing	-	600
8	Islands	Wall	(1) 100 s.f.		1	100	100	Existing	-	100
9	Islands	Ground	(1) 21 s.f.		1	21	21	Existing	-	21
10	Tommy Bahama's	Wall	(2) 32 s.f.		2	64	64	Existing	-	64
11	Corner Bakery	Wall	(1) 30 s.f. (1) 10 s.f.		2	40	40	Existing	-	40
12	Talbots	Wall	(1) 30 s.f.		1	30	30	Existing	-	30
13	Destination Maternity	Wall	(1) 40 s.f.		1	40	40	Existing	-	40
14	Ralph's (Anchor)	Wall	(2) 130 s.f.		2	260	260	Existing	-	260
15	CVS (Anchor)	Wall	(1) 131.5 s.f.		2	263	263	Existing	-	263
16	Corner Cleaners	Wall	(1) 30 s.f.		1	30	30	Existing	-	30
17	Jenny Craig	Wall	(2) 20 s.f.		2	40	40	Existing	-	40
18	Super Sports	Wall	(1) 30 s.f. (1) 25 s.f. (2) 20 s.f.		3	95	95	Existing	-	95
19	Super Cus	Wall	(1) 15 s.f.		1	15	15	Existing	-	15
20	Open Sesame	Wall	(1) 30 s.f. (1) 27.5 s.f.		2	57.5	57.5	Existing	-	57.5
21	Great Earth Vitamins	Wall	(1) 18 s.f. (2) 20 s.f.	See line #68	3	58	58	Existing	Demo Ph 1	58
22	See's Candies	Wall	(1) 11 s.f. (2) 15 s.f. (1) 26 s.f.	See line #64	4	52	52	Existing	Relocate Ph 1	52
23	Diane's Swimwear	Wall	(1) 35 s.f.		1	35	35	Existing	-	35
24	Coffee Bean & Tea Leaf	Wall	(1) 20 s.f.	See line #65	1	20	20	Existing	Relocate Ph 1	20
25	California Pizza Kitchen	Wall	(1) 20 s.f. (1) 15		2	35	35	Existing	-	35
26	California Pizza Kitchen	Ground	Project ID/Multi-Tenant Monument Signs 20 s.f./face C1		1	40	40	Existing	-	40
27	Former KookKooRoo	Ground	Project ID/Multi-Tenant Monument Signs 20 s.f./face C1		1	40	40	Existing	-	40
28	China Grill	Wall	(1) 3 s.f. (1) 8 s.f. (1) 12 s.f.	See line #66	3	23	23	Existing	-	23
29	East Coast Bagel	Wall	(1) 20 s.f.		1	20	20	Existing	Relocate Ph 1	20
30	US Bank	Wall	(1) 15 s.f. (2) 25 s.f.		3	65	65	Existing	-	65
31	US Bank	Ground	(1) 42 s.f.	T4	1	42	42	Existing	-	42
32	Wells Fargo	Wall	(1) 15 s.f. (2) 63 s.f.	T5	3	141	141	Existing	-	141
33	Wells Fargo	Ground	(1) 42 s.f.		1	42	42	Existing	-	42
34	Bank of America	Wall	(1) 45 s.f.		1	45	45	Existing	-	45
35	Bank of America	Ground	(1) 44 s.f.	T6	1	44	44	Existing	-	44
36	Union Bank	Wall	(1) 10 s.f. (1) 22 s.f. (1) 32 s.f.		3	64	64	Existing	-	64
37	Union Bank	Ground	(1) 42 s.f.	T7	1	42	42	Existing	-	42
38	Citibank	Wall	(2) 20 s.f. (1) 25 s.f.		3	65	65	Existing	-	65
39	Citibank	Ground	(1) 64 s.f.	T8	1	64	64	Existing	-	64
40	Chase Bank	Wall	(1) 20 s.f. (1) 24 s.f. (1) 28 s.f.		3	72	72	Existing	-	72
41	Chase Bank	Ground	(1) 48 s.f.	T9	1	48	48	Existing	-	48
42	Olive Garden	Wall	(2) 50 s.f.		2	50	50	Existing	-	50
43	Olive Garden	Ground	(1) 38 s.f.	T10	1	38	38	Existing	-	38
44	Coco's	Wall	(1) 45 s.f.		1	45	45	Existing	-	45
45	Chili's	Wall	(1) 50 s.f. (1) 3 s.f.		2	53	53	Existing	-	53
46	Coco's & Chilis	Ground	(1) 30 s.f.	T11	1	30	30	Existing	-	30
47	Jenny Craig	Ground	Tenant Monument Signs	T12	1	30	30	Existing	-	30
48	Hacienda Bldg - Office Signs	Wall	(5) 10 s.f.		5	50	50	Existing	-	50
49	Hacienda Bldg - Tin Roof Bistro	Wall	(1) 30 s.f. (1) 10 s.f.		2	40	40	Existing	-	40
50	Hacienda Bldg - Wine Shoppe	Wall	(1) 15 s.f.		1	15	15	Existing	-	15
51	Hacienda Bldg - Susie Cakes	Wall	(2) 17 s.f.		2	34	34	Existing	-	34
52	Restaurant Bldg - Baja Fresh	Wall	(1) 25 s.f.	See line #74	1	25	25	Existing	Demo Ph 2	25
53	Restaurant Bldg - Johnny's Smokehouse	Wall	(1) 40 s.f.	See line #75	1	40	40	Existing	Demo Ph 2	40
54	LA Food Show	Wall	(1) 62.5 s.f. (1) 9 s.f.		2	73	73	Existing	-	73
<b>Total Existing South of Fry's Site: 4,963.0</b>										
55	Existing Signage South of Fry's Site	Ground	Pole Signs - 150 x 2 x 2	A1, A2, A4	3	600	1800	Existing	-	1,800
56	Fry's (Anchor)	Wall	(1) 100 s.f.		1	100	100	Existing	-	100
<b>Total Existing Fry's Site: 1900</b>										

Line #	Tenant/Area	Sign Type	Description	Notes	Quantity	Sq Ft	Total	New/Existing	Relocate/Demo	Sq Ft Used
57										
58										
59										
60										
61										
62										
63										
64										
65										
66										
67										
68										
<b>Net Phase 1: 0</b>										

Line #	Tenant/Area	Sign Type	Description	Notes	Quantity	Sq Ft	Total	New/Existing	Relocate/Demo	Sq Ft Used
69										
70										
71										
72										
73										
74										
75										
<b>Net Phase 2: 0</b>										

Line #	Tenant/Area	Sign Type	Description	Notes	Quantity	Sq Ft	Total	New/Existing	Relocate/Demo	Sq Ft Used
76										
77										
78										
79										
80										
81										
<b>Net Phase 3: 0</b>										
<b>Total: 6,863</b>										

Total Existing South of Fry's Site:	4,963
Total Existing Fry's Site:	1,900
Total Existing Signage:	6,863
Net Phase 1:	0
Net Phase 2:	0
Net Phase 3:	0
<b>Total:</b>	<b>6,863</b>

TOTAL SIGNAGE ALLOWED: 9,500  
UNUSED SIGN AREA: 2,637

