

**CITY OF MANHATTAN BEACH
DEPARTMENT OF COMMUNITY DEVELOPMENT
STAFF REPORT**

TO: Planning Commission

FROM: Marisa Lundstedt, Director of Community Development
Rafael Garcia, Assistant Planner

DATE: November 9, 2016

SUBJECT: Height Variance Request for the Renovation of the Existing Enclosed Mall within the Manhattan Village Shopping Center located at 3200 to 3288 North Sepulveda Boulevard (Manhattan Village Mall)

RECOMMENDATION

Staff recommends that the Planning Commission **CONDUCT** the **PUBLIC HEARING**, **ADOPT** the attached **RESOLUTION** and **APPROVE** the subject application with conditions.

APPLICANT

JLL- Cheryl Hines
1200 Rosecrans Avenue, Suite 201
Manhattan Beach, CA 90266

PROPERTY OWNER

RREEF America Reit II Corp BBB
3414 Peachtree Road, NE Suite 950
Atlanta, GA 30326

BACKGROUND

On July 1, 2016, JLL on behalf of RREEF America Reit II Corp BBB, submitted an application for a height variance (Exhibit C) requesting approval to make interior and exterior alterations to the Manhattan Village Shopping Center. The improvements are limited to the main enclosed mall building. The exterior improvements include expanding the existing clerestory skylight further to the west; modifying the exterior façade and architectural elements as part of the Mall entrances; and increasing the height of the parapet walls along the west facing façade to conceal existing and future roof-mounted mechanical equipment. The exterior entry corridor will also be widened and remodeled to further enhance the design theme and openness as you enter the mall. The original height variance approval for the existing over-height clerestory skylight and Mall entrances was approved in December 2001. The requested height variance is required because the proposed alterations have a height of over 22 feet, which is the applicable height standard within the Community Commercial (CC) District.

PROJECT OVERVIEW

LOCATION

<u>Location</u>	3200 to 3288 North Sepulveda Blvd., in multi-tenant center known as the Manhattan Village Shopping Center (Vicinity Map, Exhibit B)
<u>Legal Description</u>	Map Book 122, pages 33-35 of Parcel Map, Lot 8-9
<u>Area District</u>	II

LAND USE

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

<u>Land Use</u>	<u>Existing</u> Shopping Center/Retail	<u>Proposed</u> Same-(No Change Proposed)
-----------------	---	--

<u>Neighboring Land Uses/Zoning</u>	
North	Commercial across Rosecrans Avenue- El Segundo
South	Commercial (CG), across Marine Avenue, Commercial General (CG) and Residential (RS-D4) across Marine Avenue
East	Residential (RPD)
West	Commercial (CG) – across Sepulveda Boulevard

PROJECT DETAILS

<u>Parcel Size</u>	228,738 sq. ft.	
<u>Building Size</u> 3200-3288 Sepulveda Blvd.	<u>Existing</u> 222,200 sq. ft.	<u>Proposed</u> 2,000 sq. ft. reduction
<u>Parking</u> Total Manhattan Village Mall	<u>Existing</u> 2,393 spaces	<u>Proposed</u> no change
<u>Height</u> Clerestory Entrances Parapet/Façade Walls	<u>Existing</u> 38 feet 34 feet 22” and 26-6”	<u>Proposed</u> 38 feet 34 feet 28 feet

DISCUSSION

Background/Approvals

The Manhattan Village Shopping Center is approximately 44 acres in size and was originally approved and constructed in 1979. The uses on the subject site consist of commercial, retail, restaurants, services, and offices.

On December 2, 2014, the City Council adopted Resolution 14-0026 approving an amendment to the existing Master Use Permit, a height variance, and amendment to the Master Sign program/sign exceptions for the Manhattan Village Expansion project. On that same day the City Council adopted Resolution 14-0025 certifying the EIR for the project. The expansion project approved in 2014 is currently in design. The applicant is now seeking approval to make alterations to the exterior of the existing main Mall building to further enhance the new design theme that is proposed as part of the larger expansion project.

Proposed Project

The project will include modifications to four areas of the mall; the existing clerestory, the mall entrances, the west facing parapet walls, and the widening of the outdoor mall entry. The applicant has indicated a key component of the new design theme for the Mall involves integration of the entry and center court of the enclosed Mall to achieve a sense of outdoor space and light as you enter the enclosed Mall. In order to achieve this transition, the clerestory located above the center court will be expanded. The existing clerestory skylight is 42 by 60-feet and extends above the Mall roofline at a height of 38 feet. The project involves expanding the clerestory by extending it an additional 70 feet to the west and matching the height of the existing clerestory skylight.

The project also involves remodeling and redesigning the exterior of the existing Mall entrances on the west side of the building. The Mall entrances will be renovated to match the new design theme proposed throughout and will remain at the same height of 34 feet. The parapet walls are part of the west facing façade and will be increased to 28 feet as part of the new façade design to help conceal existing and future roof-mounted equipment.

Lastly, the corridor leading to the main mall entry adjacent to the clerestory skylight will be remodeled and widened from 24 to 34 feet to further enhance the new design theme. The widening will result in the reduction of 2,000 square feet of commercial square footage. The widening will also help to achieve a more symmetrical design as part of the corridor entry. A variance is not required for this portion of the project as it is a reduction in the square footage and not an expansion.

Height Variance

The height limit for structures in the Community Commercial (CC) district is 22 feet if the roof pitch is less than 4:12 (vertical rise to horizontal distance), per MBMC Section 10.16.030. Manhattan Beach Municipal Code Chapter 10.84 requires a Variance for any structures over the height limit. The project involves over-height alterations to the following:

1. Clerestory Skylight- The extension to the west will increase the footprint of the clerestory from 42' by 60' to 42' by 130'. It will match the existing 38-foot clerestory height. The height of the existing Macy's department stores at the north and south ends of the mall are considerably taller at approximately 40 feet tall.
2. Mall Entrances- Remodeling the existing over-height entrances located on the west side of the Mall. The new alterations will enhance the new design theme that is proposed as part of the new exterior façade. The mall entrances will remain at 34 feet in height. These entrances are at the north and south end of the west side of the Mall, adjacent to the anchor department stores.
3. Parapet Walls- Increase the height of the west and corridor-facing parapet walls from 22' and 26'-6" to 28 feet. The parapet walls will conceal roof-mounted mechanical equipment and further enhance the new architectural design theme.

REQUIRED FINDINGS

Section 10.84.060 of the Manhattan Beach Zoning Code provides the findings that are necessary to approve a Variance. Staff believes all findings are met as described below:

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 site has numerous special circumstances or conditions that would deprive the site of privileges enjoyed by other properties in the vicinity. The project is located within the largest commercial site in the City and the entire Mall site suffers from severe topographic variation. The properties immediately to the east contain skyscrapers with heights that eclipse the height of the proposed Project. The existing buildings on the properties owned by 3500 Sepulveda and Macy's enjoy a height equal to or higher than the heights requested by RREEF. The strict application of the height standards would impose a unique hardship to the project, in that the entire Mall site in which the project site is located is unique in nature due to its size and topographic fluctuations.
 - b. In light of the topographic fluctuations, and the large size of the site, there are special circumstances and conditions on this property that would result in exceptional difficulties and hardships if the City were to apply the height restriction strictly. Additionally, the streets and properties surrounding the overall Mall site have a wide variety of topographic fluctuations so this relationship between the surrounding area, the overall Mall site and the project site results in peculiar and exceptional difficulties.

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 consistent and lower than the height and massing of the 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.
 - c. The proposed height variance will not be detrimental or injurious to properties or improvements in the vicinity because the shade/shadow and visual impacts of the Mall Expansion Project were analyzed and determined not have aesthetic impacts and this project is further away from surrounding properties and lower in height. The architectural features have been designed to minimize visual impacts. Additionally, the rolling topography of Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue alleviates adverse impacts generally seen with increased building heights.
 - d. The buildings over the height limit have large setbacks from adjacent land uses, are adjacent to major arterial roadways, and will not create adverse light, shadow or massing impacts.
 - e. The remodeled entrances will be adjacent to the taller 40-foot high department stores and will serve as a transition between them and the lower main Mall roofline. No impacts are anticipated, in that, the new clerestory and associated exterior improvements will be located almost 500 feet away from the nearest right of way, Sepulveda Boulevard, and more than 700 feet from Rosecrans Avenue.
 - f. The proposed alterations that exceed the Code's height standards will be setback more than 350 feet from the closest residential area to the east, and will have a minimal impact on any residences.
 - g. 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 as part of the new design theme. The additional height needed for the new design because it is integral to the continuing improvement of the shopping center. Therefore, allowing the additional height will not result in substantial detriment to the public good, public health, safety or general welfare.

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 additional height needed for the Project is integral to the continuing improvement of the Mall in order to fulfill the purposes of the CC zone. The height is necessary to accommodate attractive architecture as part of the new exterior redesign and for consistency with the Mall Expansion Project. Granting the height variance is consistent with the purposes of the City's zoning code. Additionally, several buildings within the vicinity already exceed the maximum allowable height limit and are much higher than the proposed project. As conditioned, granting the height variance will not constitute a grant of special privileges because the property is zoned to accommodate a planned commercial center that is regional in nature.

PUBLIC INPUT

A notice of the public hearing for this application was mailed to all owners of property within 500 feet of the project site boundaries and was published in the Beach Reporter on October 27, 2016. Staff is not aware of any opposition to the project and has not received any comments as of the writing of this report.

DEPARTMENT COMMENTS

The Building Division and Public Works Engineer Division do not oppose approval of subject request provided that they adhere to all current Building Codes, the Manhattan Beach Municipal Code and standards conditions, all which will be addressed in plan check. There were no conditions or opposition from the Fire and the Police Departments.

ENVIRONMENTAL DETERMINATION

Pursuant to the California Environmental Quality Act (CEQA) Section 15301 (Class 1), the height variance request is determined to be categorically exempt from environmental review in that it involves minor alterations to the exterior of an existing building.

CONCLUSION

Based on staff's review, the proposed alterations will not result in impacts to nearby neighborhoods or adjoining residential or commercial properties. Staff believes that the proposed alterations would be in accord with the purpose of the Community Commercial (CC) zoning standards and enhance the aesthetic appearance of the Manhattan Village Shopping Center.

ALTERNATIVES

1. **APPROVE** the project and adopt the attached Resolution, or:
2. **DENY** the project subject to public testimony received, based upon appropriate findings, and **DIRECT** Staff to return a new draft Resolution.
3. **DIRECT** Staff accordingly.

ATTACHMENTS

Exhibit A: Draft Resolution No. PC 16-__

Exhibit B: Vicinity Map

Exhibit C: Applicant's Application

Exhibit D: Plans

c: JLL- Cheryl Hines, Applicant for RREEF America Reit II Corp BBB

THIS PAGE
INTENTIONALLY
LEFT BLANK

RESOLUTION NO. PC 16-__

**RESOLUTION OF THE MANHATTAN BEACH PLANNING COMMISSION APPROVING
A HEIGHT VARIANCE REQUEST TO ALLOW MODIFICATIONS TO THE MANHATTAN
BEACH VILLAGE SHOPPING CENTER LOCATED AT 3200-3288 NORTH SEPULVEDA
BOULEVARD (RREEF AMERICA REIT II CORP BBB)**

THE PLANNING COMMISSION DOES HEREBY RESOLVE AS FOLLOWS:

SECTION 1. The Planning Commission hereby makes the following findings:

- A. On November 9, 2016, the Planning Commission reviewed an application for a height variance to allow improvements to the Manhattan Beach Village Shopping Center located at 3200-3288 North Sepulveda Boulevard in the City of Manhattan Beach including expanding the clerestory, remodeling the mall entrances, and increasing the height of the parapet walls as part of the façade. Widening the outdoor corridor entrance is also part of the project but does not require a height variance.
- C. The subject property (entire Manhattan Village Shopping Center) is located at 2600-3562 North Sepulveda Boulevard and is legally described as Parcel Map P.M. 122, pages 33-35, Lots 8 & 9 in the City of Manhattan Beach, County of Los Angeles.
- D. The subject property is located in Area District II and is zoned CC, Community Commercial. The subject property is classified Manhattan Village in the Manhattan Beach General Plan.
- E. The applicant for the Variance is JLL representing RREEF American REIT Corp II BBB (Manhattan Beach Village Shopping Center). The project is proposing to make interior and exterior façade improvements that will be over the maximum allowed height of 22 feet. The purpose of the project is to enhance the appearance of the center and to introduce a new design theme throughout.
- F. The subject property is located in a multi-tenant commercial center, which includes restaurants, retail shops, services, and offices. The existing 2,393 parking spaces are proposed to remain.
- G. The proposed project is Categorically Exempt from the provisions of the California Environmental Quality Act (CEQA) under Section 15301 (Class 1, Existing Facilities) of the CEQA Guidelines because it is a minor alteration to the operational characteristics within an existing facility and will not significantly expand any uses. The requested height variance is to allow exterior improvements, but will not alter or change the underlying use.
- H. Pursuant to Section 10.84.060 the following findings are made with respect to the subject Height Variance request:
 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 site has numerous special circumstances or conditions that would deprive the site of privileges enjoyed by other properties in the vicinity. The project is located within the largest commercial site in the City and the entire Mall site suffers from severe topographic variation. The properties immediately to the east contain skyscrapers with heights that eclipse the height of the proposed Project. The existing buildings on the properties owned by 3500 Sepulveda and Macy's enjoy a height equal to or higher than the heights requested by RREEF. The strict application of the height standards would impose a unique hardship to the project in that the entire Mall site, in which the project is located, is unique in nature due to its size and topographic fluctuations.
 - b. In light of the topographic fluctuations, and the large size of the site, there are special circumstances and conditions on this property that would result in exceptional difficulties and hardships if the City were to apply the height restriction strictly. Additionally, the streets and properties surrounding the overall Mall site have a wide variety of topographic fluctuations so this relationship between the surrounding area, the overall Mall site and the project site results in peculiar and exceptional difficulties.

- 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 consistent and lower than the height and massing of the 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.
 - c. The proposed height variance will not be detrimental or injurious to properties or improvements in the vicinity because the shade/shadow and visual impacts of the Mall Expansion Project were analyzed and determined not have aesthetic impacts and this project is further away from surrounding properties and lower in height. The architectural features have been designed to minimize visual impacts. Additionally, the rolling topography of Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue alleviates adverse impacts generally seen with increased building heights.
 - d. The buildings over the height limit have large setbacks from adjacent land uses, are adjacent to major arterial roadways, and will not create adverse light, shadow or massing impacts.
 - e. The remodeled entrances will be adjacent to the taller 40 foot high department stores and will serve as a transition between them and the lower main Mall roofline. No impacts are anticipated, in that, the new clerestory and associated exterior improvements will be located almost 500 feet away from the nearest right of way, Sepulveda Boulevard, and more than 700 feet from Rosecrans Avenue.
 - f. The proposed alterations that exceed the Code's height standards will be setback more than 350 feet from the closest residential area to the east, will have a minimal impact on any residences reducing any potential impacts to nearby sensitive receptors.
 - g. 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 as part of the new design theme. The additional height needed for the new design because it is integral to the continuing improvement of the shopping center. Therefore, allowing the additional height will not result in substantial detriment to the public good, public health, safety or general welfare.
- 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 additional height needed for the Project is integral to the continuing improvement of the Mall in order to fulfill the purposes of the CC zone. The height is necessary to accommodate attractive architecture as part of the new exterior redesign and for consistency with the Mall Expansion Project. Granting the height variance is consistent with the purposes of the City's zoning code. Additionally, several buildings within the vicinity already exceed the maximum allowable height limit and are much higher than the proposed project. As conditioned, granting the height variance will not constitute a grant of special privileges because the property is zoned to accommodate a planned commercial center that is regional in nature.

SECTION 2. The Planning Commission of the City of Manhattan Beach hereby **APPROVES** the subject application subject to the following conditions:

Operational

1. The project shall be in substantial conformance with the plans and project description submitted to, and approved by, the Planning Commission on November 9, 2016. Any substantial deviation from the approved plans or project description shall require approval from the Planning Commission.

Procedural

2. This Resolution shall become effective when all time limits for appeal as set forth in MBMC Section 10.100.030 have expired.
3. This Height Variance shall lapse two years after its date of approval, unless implemented or renewed pursuant to 10.84.090 of the Municipal Code.
4. *Terms and Conditions are Perpetual; Recordation of Covenant.* The provisions, terms and conditions set forth herein are perpetual, and are binding on RREEF, their respective successors-in-interest, and, where applicable, all tenants and lessees of RREEF. Further, RREEF shall record a covenant indicating its consent to the conditions of approval of this Resolution with the Office of the County Clerk/Recorder of Los Angeles. The covenant is subject to review and approval by the City Attorney. RREEF shall deliver the executed covenant, and all required recording fees, to the Department of Community Development within 30 days of the adoption of this Resolution. If RREEF fails to deliver the executed covenant within 30 days, this Resolution shall be null and void and of no further effect. Notwithstanding the foregoing, the Director may, upon a request by RREEF, grant an extension to the 30-day time limit.
5. The applicant must submit in writing to the City of Manhattan Beach acceptance of all conditions within 30 days of approval of the Variance.
6. *Indemnity, Duty to Defend and Obligation to Pay Judgments and Defense Costs, Including Attorneys' Fees, Incurred by the City.* RREEF 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. RREEF 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 RREEF of any claim, action, or proceeding and the City shall reasonably cooperate in the defense. If the City fails to promptly notify RREEF of any claim, action, or proceeding, or if the City fails to reasonably cooperate in the defense, RREEF 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. RREEF 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 RREEF 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. RREEF shall deposit that amount with the City or enter into an agreement with the City to pay such expenses as they become due.

I hereby certify that the following is a full, true, and correct copy of the Resolution as **ADOPTED** by the Planning Commission at its regular meeting on November 9, 2016 and that the Resolution was adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Marisa Lundstedt
Secretary to the Planning Commission

Rosemary Lackow
Recording Secretary

Vicinity Map



City of Manhattan Beach

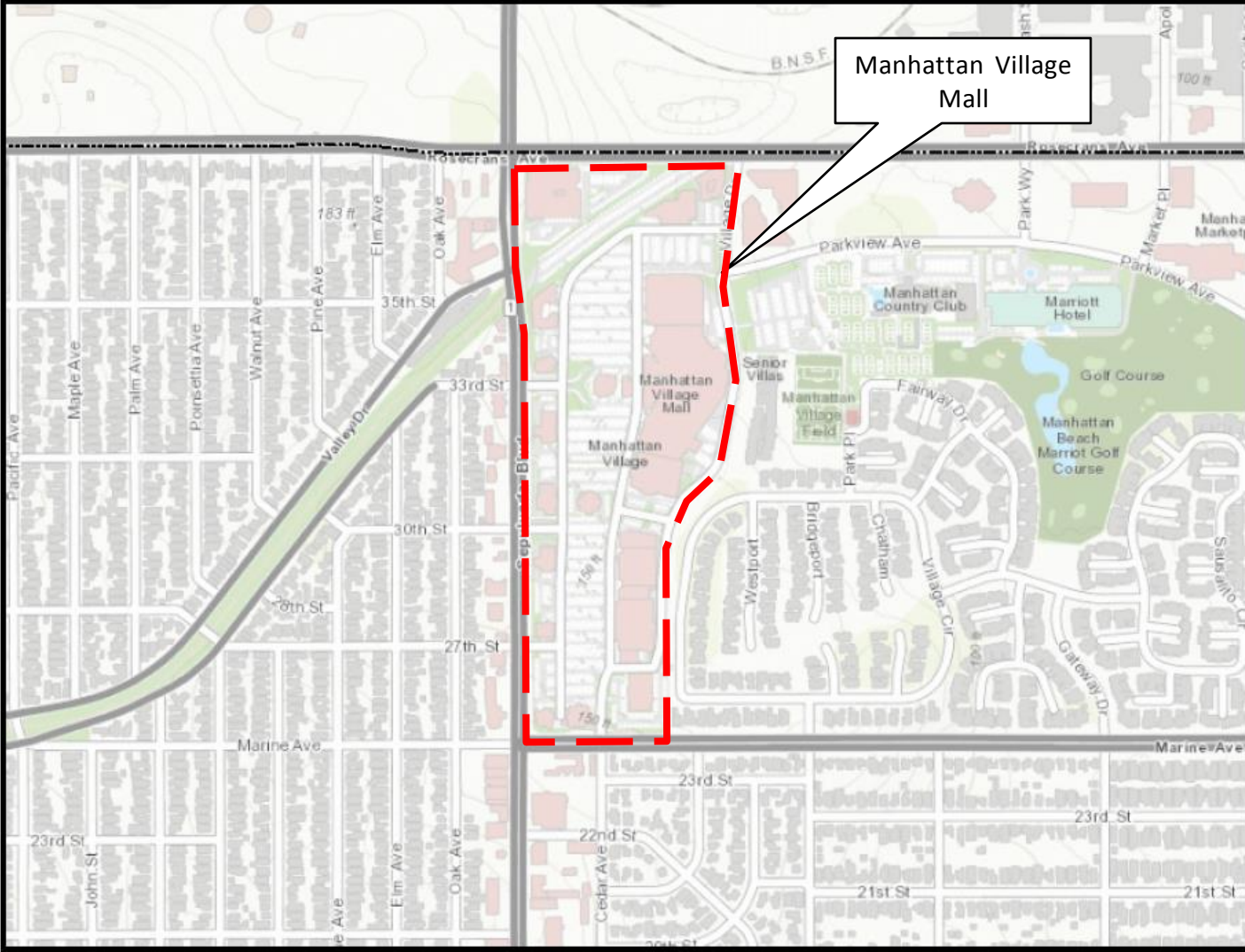


EXHIBIT B
PC MTG 11-9-16

THIS PAGE
INTENTIONALLY
LEFT BLANK



MASTER APPLICATION FORM

CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT

Office Use Only
Date Submitted: 7/1/16
Received By: TP
F&G Check Submitted:

2600 thru 3600 Sepulveda Blvd and 1220 Rosecrans Avenue
Project Address

See attached
Legal Description

Commercial
General Plan Designation

General Commercial and Community Commercial; Area 2
Zoning Designation Area District

For projects requiring a Coastal Development Permit, select one of the following determinations¹:

- | | |
|---|---|
| <input type="checkbox"/> Project located in Appeal Jurisdiction | <input type="checkbox"/> Project <u>not</u> located in Appeal Jurisdiction |
| <input type="checkbox"/> Major Development (Public Hearing required) | <input type="checkbox"/> Public Hearing Required (due to UP, Var, ME, etc.) |
| <input type="checkbox"/> Minor Development (Public Hearing, if requested) | <input type="checkbox"/> No Public Hearing Required |

Submitted Application (check all that apply)

<input type="checkbox"/> Appeal to PC/PPIC/BBA/CC 4225	<input type="checkbox"/> Use Permit (Residential) 4330
<input type="checkbox"/> Coastal Development Permit 4341	<input type="checkbox"/> Use Permit (Commercial) 4330
<input type="checkbox"/> Continuance 4343	<input type="checkbox"/> Use Permit Amendment 4332
<input type="checkbox"/> Cultural Landmark 4336	<input checked="" type="checkbox"/> Variance 4331 5934
<input checked="" type="checkbox"/> Environmental Assessment 4225 215	<input type="checkbox"/> Park/Rec Quimby Fee 4425
<input type="checkbox"/> Minor Exception 4333	<input type="checkbox"/> Pre-application meeting 4425
<input type="checkbox"/> Subdivision (Map Deposit) 4300	<input checked="" type="checkbox"/> Public Hearing Notice 4339 69
<input type="checkbox"/> Subdivision (Tentative Map) 4334	<input type="checkbox"/> Lot Merger/Adjust./\$15 rec. fee-4225
<input type="checkbox"/> Subdivision (Final) 4334	<input type="checkbox"/> Zoning Business Review 4337
<input type="checkbox"/> Subdivision (Lot Line Adjust.) 4335	<input type="checkbox"/> Zoning Report 4340
<input type="checkbox"/> Telecom (New or Renewed) 4338	<input type="checkbox"/> Other

Fee Summary: (See fees on reverse side)

Total Amount: \$ _____ (less Pre-Application Fee if applied within past 3 months)

Receipt Number: _____ Date Paid: _____ Cashier: _____

Applicant(s)/Appellant(s) Information

JLL
Name

1200 Rosecrans Avenue, Suite 201, Manhattan Beach, CA 90266
Mailing Address

Consultant to Owner
Applicant(s)/Appellant(s) Relationship to Property

Cheryl Hines (JLL project manager) 424-398-9946/ cheryl.hines@am.jll.com
Contact Person (include relation to applicant/appellant) Phone number / email

1200 Rosecrans Avenue, Suite 201, Manhattan Beach, CA 90266
Address

[Signature] 424-398-9946/ cheryl.hines@am.jll.com
Applicant(s)/Appellant(s) Signature Phone number / email

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

See attached.

**EXHIBIT C
PC MTG 11-9-16**

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

OWNER'S AFFIDAVIT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

I/We RREEF America Reit Corp BBB II being duly sworn, depose and say that I am/we are the owner(s) of the property involved in this application and that the foregoing statements and answers herein contained and the information herewith submitted are in all respects true and correct to the best of my/our knowledge and belief(s).

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

D.J. Saunders
Print Name

3414 Peachtree Road, NE Suite 950, Atlanta, GA
Mailing Address

404-442-6814 30326
Telephone/email

Subscribed and sworn to (or affirmed) before me this 30 day of June, 2016

by Donald J. Saunders, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature Cleveland Styles
Notary Public



SEAL

Fee Schedule Summary

Below are the fees typically associated with the corresponding applications. Additional fees not shown on this sheet may apply - refer to current City Fee Resolution (contact the Planning Division for assistance.) Fees are subject to annual adjustment.

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

Coastal Development Permit

Public hearing - no other discretionary approval required:	\$ 4,673
Public hearing - other discretionary approvals required:	2,061
No public hearing required - administrative:	1,274

Use Permit

Use Permit:	\$ 6,137
Master Use Permit:	9,468
Master Use Permit Amendment:	4,915
Master Use Permit Conversion:	4,512

Variance

Filing Fee:	\$ 5,934
-------------	----------

Minor Exception

Without notice:	\$ 1,418
With notice:	1,908

Subdivision

Certificate of Compliance:	\$ 1,586
Final Parcel Map + mapping deposit:	513
Final Tract Map + mapping deposit:	710
Mapping Deposit (paid with Final Map application):	500
Merger of Parcels or Lot Line Adjustment:	1,106
Quimby (Parks & Recreation) fee (per unit/lot):	1,817
Tentative Parcel Map (4 or less lots / units) No Public Hearing:	1,276
Tentative Parcel Map (4 or less lots / units) Public Hearing:	3,470
Tentative Tract Map (5 or more lots / units):	3,960

Environmental Review (contact Planning Division for applicable fee)

Environmental Assessment (no Initial Study prepared):	\$ 215
Environmental Assessment (if Initial Study is prepared):	3,006
Fish and Game/CEQA Exemption County Clerk Posting Fee ² :	75

Public Hearing Notice applies to all projects with public hearings and covers the City's costs of envelopes, postage and handling the mailing of public notices. Add this to filing fees above, as applicable: \$ 69

²Make a separate \$75 check payable to LA County Clerk, (DO NOT PUT DATE ON CHECK)

City of Manhattan Beach Environmental Information Form
And Master Application Form

Manhattan Village Shopping Center
Height Variance Application

PRELIMINARY REPORT
YOUR REFERENCE: NBU #42347

Chicago Title Company
ORDER NO.: 00042355-994-LT2

EXHIBIT "A"

LEGAL DESCRIPTION

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF MANHATTAN BEACH, IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

PARCEL 1:

THAT PORTION OF LOT 4 IN SECTION 19, TOWNSHIP 3 SOUTH, RANGE 14 WEST, SAN BERNARDINO BASE AND MERIDIAN, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON PARTITION MAP SHOWING PROPERTY FORMERLY OF REDONDO LAND COMPANY, SUBDIVIDED BY JAMES F. TOWELL, C.A. EDWARDS AND P.P. WILCOX, COMMISSIONER, SURVEYED AUGUST, 1897, BY L. FRIEL AND FILED IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY ON SEPTEMBER 3, 1897 DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SAID SECTION 19;
THENCE SOUTH 0° 04' 16" EAST ALONG THE WEST LINE THEREOF, 77.04 FEET;
THENCE NORTH 89° 55' 44" EAST PERPENDICULAR TO SAID WEST LINE 20.00 FEET TO THE TRUE POINT OF BEGINNING;
THENCE SOUTH 0° 04' 16" EAST PARALLEL TO SAID WEST LINE 415.97 FEET TO A POINT IN THE SOUTH LINE OF SAID LOT 4;
THENCE NORTH 89° 58'45" EAST ALONG SAID SOUTH LINE 48.15 FEET, TO A POINT IN THE NORTHWESTERLY LINE OF THE 100 FOOT WIDE RIGHT OF WAY OF THE SOUTHERN CALIFORNIA RAILWAY COMPANY PER [BOOK D-508 PAGE 76, OFFICIAL RECORDS](#) OF SAID COUNTY, SAID POINT BEING A POINT IN A CURVE CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 5779.65 FEET, A RADIAL LINE PASSING THROUGH SAID POINT BEARS NORTH 38° 19' 56" WEST;
THENCE NORTHEASTERLY ALONG SAID CURVE AN ARC LENGTH OF 626.58 FEET THROUGH A CENTRAL ANGLE OF 6° 12' 42";
THENCE TANGENT TO SAID CURVE AND CONTINUING ALONG SAID NORTHWESTERLY LINE OF SAID RIGHT OF WAY NORTH 57° 52' 45" EAST 154.20 FEET TO A POINT IN THE SOUTHERLY LINE OF THE NORTHERLY 50.00 FEET OF SAID SECTION 19, SAID POINT ALSO BEING A POINT IN THE SOUTHERLY LINE OF ROSECRANS AVENUE, 100 FEET WIDE AS SAID AVENUE EXISTING ON NOVEMBER 29, 1979;
THENCE SOUTH 89° 58' 45" WEST ALONG SAID SOUTHERLY LINE FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 27.00 FEET;
THENCE WESTERLY, SOUTHWESTERLY AND SOUTHERLY ALONG SAID CURVE AN ARC LENGTH OF 42.43 FEET THROUGH A CENTRAL ANGLE OF 90° 03' 01" TO THE TRUE POINT OF BEGINNING.

EXCEPTING THEREFROM, THAT PORTION OF SAID LAND CONVEYED TO THE CITY OF MANHATTAN BEACH, A MUNICIPAL CORPORATION, BY DEEDS RECORDED OCTOBER 2, 1997 AS [INSTRUMENT NOS. 97-1521451](#) AND [97-1521452](#), BOTH OF OFFICIAL RECORDS, SAID PORTION BEING DESCRIBED AS PARCEL 27-5 ON EXHIBIT "A" ATTACHED THERETO, TO BE KNOWN AS SEPULVEDA BOULEVARD.

City of Manhattan Beach Environmental Information Form
And Master Application Form

Manhattan Village Shopping Center
Height Variance Application

PRELIMINARY REPORT
YOUR REFERENCE: NBU #42347

Chicago Title Company
ORDER NO.: 00042355-994-LT2

PARCEL 2:

THAT PORTION OF THE 100 FOOT WIDE RIGHT OF WAY OF THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, AS DESCRIBED IN THAT CERTAIN DEED FROM THE REDONDO LAND COMPANY AND CHARLES SILENT, RECORDED OCTOBER 31, 1888 IN [BOOK 508 PAGE 76 OF DEEDS](#), IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, BOUNDED WESTERLY BY THE EASTERLY LINE OF SEPULVEDA BOULEVARD AS DESCRIBED IN PARCEL 4 OF THAT CERTAIN TRIAL JUDGMENT OF CASE NO.300,196 IN THE COUNTY OF LOS ANGELES SUPERIOR COURT, A CERTIFIED COPY OF WHICH WAS RECORDED ON FEBRUARY 19, 1935 AS [INSTRUMENT NO. 625 IN BOOK 13277 PAGE 106 OF OFFICIAL RECORDS](#) OF SAID COUNTY AND BOUNDED NORTHERLY BY THE SOUTHERLY LINE OF ROSECRANS BOULEVARD, 100 FEET IN WIDTH.

PARCEL 3:

PARCELS 1 THROUGH 9 INCLUSIVE, 11 AND 13 THROUGH 23 INCLUSIVE, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON [PARCEL MAP NO. 12219](#), FILED IN [BOOK 122 PAGES 33 THROUGH 35 INCLUSIVE OF PARCEL MAPS](#), IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT FROM THE PARCELS 1 THROUGH 8 INCLUSIVE AND 13 THROUGH 22 INCLUSIVE AND THAT PORTION OF PARCEL 23, INCLUDED WITHIN THE LINES OF PARCEL 3 OF [PARCEL MAP NO. 11262](#), RECORDED IN [BOOK 107 PAGES 37 AND 38 OF PARCEL MAPS](#), ALL OIL, GAS AND OTHER HYDROCARBONS, GEOTHERMAL RESOURCES AS DEFINED IN SECTION 6903 OF THE CALIFORNIA PUBLIC RESOURCES CODE AND ALL OTHER MINERALS, WHETHER SIMILAR TO THOSE HEREIN SPECIFIED OR NOT, WITHIN OR THAT MAY BE PRODUCED FROM THE PROPERTY; PROVIDED, HOWEVER THAT ALL RIGHTS AND INTEREST IN THE SURFACE OF THE PROPERTY HAVE BEEN CONVEYED TO GRANTEE, NO RIGHTS OR INTEREST OF ANY KIND THEREIN, EXPRESS OR IMPLIED, BEING EXCEPTED OR RESERVED TO GRANTOR EXCEPT AS THEREINAFTER EXPRESSLY SET FORTH THEREIN.

ALSO EXCEPT THE SOLE AND EXCLUSIVE RIGHT FROM TIME TO TIME TO DRILL AND MAINTAIN WELLS OR OTHER WORKS INTO OR THROUGH PROPERTY BELOW A DEPTH OF 500 FEET AND TO PRODUCE, INJECT, STORE AND REMOVE FROM OR THROUGH SUCH WELLS OR WORKS, OIL, GAS AND OTHER SUBSTANCES OF WHATEVER NATURE, INCLUDING THE RIGHT TO PERFORM ANY AND ALL OPERATIONS DEEMED NECESSARY OR CONVENIENT FOR THE EXERCISE OF SUCH RIGHTS, AS RESERVED BY CHEVRON U.S.A., INC., A CALIFORNIA CORPORATION, RECORDED APRIL 19, 1979 AS [INSTRUMENT NO.79-424732 OF OFFICIAL RECORDS](#), AS TO THAT PORTION OF SAID LAND, ACQUIRED BY DEED RECORDED APRIL 2, 1923 IN [BOOK 1993 PAGE 351, OFFICIAL RECORDS](#).

ALSO EXCEPTING THEREFROM PARCEL 22 ABOVE ALL THAT PORTION OF THE REAL PROPERTY CONVEYED TO THE CITY OF MANHATTAN BEACH PER THAT CERTAIN INSTRUMENT ENTITLED "GRANT DEED-DEED OF DEDICATION" RECORDED JUNE 25, 2002 AS [INSTRUMENT NO.02-1439469, OFFICIAL RECORDS](#).

City of Manhattan Beach Environmental Information Form
And Master Application Form

Manhattan Village Shopping Center
Height Variance Application

PRELIMINARY REPORT
YOUR REFERENCE: NBU #42347

Chicago Title Company
ORDER NO.: 00042355-994-LT2

PARCEL 4:

THE NON-EXCLUSIVE EASEMENTS FOR, INGRESS, EGRESS, PARKING, UTILITIES AND MAINTENANCE IN, TO, OVER, UNDER AND ACROSS, THE "COMMON AREA" ALL AS DESCRIBED AND SHOWN IN THAT CERTAIN CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT DATED NOVEMBER 1, 1980, EXECUTED BY MANHATTAN BEACH COMMERCIAL PROPERTIES, A GENERAL PARTNERSHIP, MANHATTAN HACIENDA PROPERTY CO., A GENERAL PARTNERSHIP AND FEDERATED DEPARTMENT STORES, INC., A DELAWARE CORPORATION, WITH ADDENDUM EXECUTED BY BUFFUMS, INC., A CALIFORNIA CORPORATION, RECORDED ON NOVEMBER 25, 1980 AS [INSTRUMENT NO. 80-1188655 OF OFFICIAL RECORDS](#).

THE INTEREST OF MANHATTAN BEACH COMMERCIAL PROPERTIES, A CALIFORNIA GENERAL PARTNERSHIP UNDER SAID AGREEMENT HAS BEEN ASSIGNED TO BANK OF AMERICA NATIONAL TRUST AND SAVINGS TRUST AND SAVINGS ASSOCIATION, AS TRUSTEE OF THE MASTER PENSION TRUST OF THE PACIFIC TELESIS GROUP, BY ASSIGNMENT DATED DECEMBER 24, 1986 AND RECORDED DECEMBER 24, 1986 AS [INSTRUMENT NO. 86-1800316, OFFICIAL RECORDS](#).

THE INTEREST OF BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, AS TRUSTEE OF THE MASTER PENSION TRUST OF THE PACIFIC TELESIS GROUP UNDER SAID AGREEMENT HAS BEEN ASSIGNED TO MANHATTAN ORE HOLDING COMPANY, INC. BY UNRECORDED ASSIGNMENTS NOT APPEARING IN THE PUBLIC RECORD .

THE INTEREST OF MANHATTAN ORE HOLDING COMPANY, INC. UNDER SAID AGREEMENT HAS BEEN ASSIGNED TO MANHATTAN VILLAGE, LLC, A CALIFORNIA LIMITED LIABILITY COMPANY BY ASSIGNMENT DATED AUGUST 19, 1997 AND RECORDED AUGUST 20, 1997 AS [INSTRUMENT NO. 97-1291551 OF OFFICIAL RECORDS](#).

THE EASEMENT RIGHTS OF MANHATTAN VILLAGE, LLC, A CALIFORNIA LIMITED LIABILITY COMPANY UNDER SAID AGREEMENT HAVE BEEN CONVEYED TO MADISON MANHATTAN VILLAGE L.P., A DELAWARE LIMITED PARTNERSHIP BY DEED RECORDED OCTOBER 30, 2000 AS [INSTRUMENT NO. 00-1548302 OF OFFICIAL RECORDS](#).

THE INTEREST OF MADISON MANHATTAN VILLAGE L.P., A DELAWARE LIMITED PARTNERSHIP UNDER SAID AGREEMENT HAS BEEN ASSIGNED TO MADISON MANHATTAN VILLAGE, LLC, A DELAWARE LIMITED LIABILITY COMPANY BY ASSIGNMENT DATED JUNE 28, 2002 AND RECORDED JULY 8, 2002 AS [INSTRUMENT NO. 02-1536001 OF OFFICIAL RECORDS](#).

THE INTEREST OF MADISON MANHATTAN VILLAGE, LLC HAS BEEN ASSIGNED OF RECORD TO RREEF . AMERICA REIT II CORP. BBB, A MARYLAND CORPORATION, BY AN ASSIGNMENT AND ASSUMPTION OF GROUND LEASE RECORDED MAY 5, 2004 AS [INSTRUMENT NO. 04-1123082 OF OFFICIAL RECORDS](#).

PARCEL 5:

THAT PORTION OF PARCEL 3 OF [PARCEL MAP NO. 13910](#), IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN [BOOK 145, PAGES 23, 24](#)

City of Manhattan Beach Environmental Information Form
And Master Application Form

Manhattan Village Shopping Center
Height Variance Application

PRELIMINARY REPORT
YOUR REFERENCE: NBU #42347

Chicago Title Company
ORDER NO.: 00042355-994-LT2

AND 25, INCLUSIVE, OF PARCEL MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE B.C. OF THAT CERTAIN CURVE ON THE CENTERLINE OF PARK VIEW AVENUE DESCRIBED AS C-2 ON SAID PARCEL MAP AND BEING CONCAVE SOUTHERLY HAVING A RADIUS OF 1400 FEET AND A LENGTH OF 424.58 FEET; THENCE EASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 1° 28' 25" A DISTANCE OF 36.01 FEET;
THENCE ALONG SOUTHERLY RADIAL TO SAID CURVE SOUTH 15° 55' 23" EAST 25.00 FEET;
THENCE SOUTH 06° 08' 54" EAST 137.00 FEET;
THENCE SOUTH 10° 09' 19" EAST 97.57 FEET TO THE TRUE POINT OF BEGINNING;
THENCE SOUTH 80° 13' 52" WEST 127.21 FEET;
THENCE SOUTH 10° 24' 59" EAST 161.00 FEET;
THENCE NORTH 88° 14' 56" WEST 128.31 FEET;
THENCE NORTH 10° 47' 05" WEST 283.00 FEET;
THENCE NORTH 68° 14' 03" EAST 250.72 FEET;
THENCE SOUTH 12° 53' 22" EAST 200.00 FEET MORE OR LESS TO THE POINT OF BEGINNING.

SAID LAND IS NOW KNOWN AS BEING A PORTION OF PARCEL MAP NO. 23389, IN THE CITY OF MANHATTAN, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 260, PAGES 28 THROUGH 31 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID-COUNTY.

EXCEPT THEREFROM ALL OIL, GAS AND OTHER HYDROCARBONS, GEOTHERMAL RESOURCES, AS DEFINED IN SECTION 6903 OF THE CALIFORNIA PUBLIC RESOURCES CODE AND ALL OTHER MINERALS, WHETHER SIMILAR TO THOSE HEREIN SPECIFIED OR NOT, WITHIN OR THAT MAY BE PRODUCED FROM THE PROPERTY; PROVIDED, HOWEVER, THAT ALL RIGHTS AND INTEREST IN THE SURFACE OF THE PROPERTY HAVE BEEN CONVEYED TO GRANTEE, NO RIGHT OR INTEREST OF ANY KIND THEREIN, EXPRESS OR IMPLIED, BEING EXCEPTED OR RESERVED TO GRANTOR, EXCEPT AS THEREINAFTER EXPRESSLY SET FORTH.

ALSO EXCEPT THEREFROM THE SOLE AND EXCLUSIVE RIGHT FROM TIME TO TIME TO DRILL AND MAINTAIN WELLS OR OTHER WORKS INTO OR THROUGH THE PROPERTY BELOW A DEPTH OF 500 FEET AND TO PRODUCE, INJECT STORE AND REMOVE FROM OR THROUGH SUCH WELLS OR WORKS, OIL, GAS AND OTHER SUBSTANCES OR WHATEVER NATURE, INCLUDING THE RIGHT TO PERFORM ANY AND ALL OPERATIONS DEEMED BY GRANTOR NECESSARY OR CONVENIENT FOR THE EXERCISE OF SUCH RIGHTS, AS RESERVED IN DEED RECORDED APRIL 19, 1979 AS INSTRUMENT NO. 79-424731 OF OFFICIAL RECORDS.

PARCEL 6:

NON-EXCLUSIVE EASEMENTS FOR INGRESS AND EGRESS OVER THE FOLLOWING DESCRIBED PROPERTY AS PROVIDED IN EASEMENT AGREEMENT DATED AUGUST 3, 1984, REFERRED TO IN MEMORANDUM OF PARKING LOT LEASE AND EASEMENT AGREEMENT DATED SEPTEMBER 27, 2000 BETWEEN THE CITY OF MANHATTAN BEACH AND MANHATTAN VILLAGE, LLC, RECORDED ON OCTOBER 3, 2000 AS INSTRUMENT NO. 00-1548303 OF OFFICIAL RECORDS, AS ASSIGNED BY ASSIGNMENT AND ASSUMPTION OF GROUND LEASE, RECIPROCAL EASEMENT AGREEMENT AND

City of Manhattan Beach Environmental Information Form
And Master Application Form

Manhattan Village Shopping Center
Height Variance Application

PRELIMINARY REPORT
YOUR REFERENCE: NBU #42347

Chicago Title Company
ORDER NO.: 00042355-994-LT2

EASEMENT AGREEMENT TO MADISON MANHATTAN VILLAGE, LLC, A DELAWARE LIMITED LIABILITY COMPANY BY INSTRUMENT RECORDED JULY 8, 2002, AS [INSTRUMENT NO. 02-1536001 OF OFFICIAL RECORDS](#), AND THE INTEREST OF MADISON MANHATTAN VILLAGE, LLC HAS BEEN ASSIGNED OF RECORD TO RREEF AMERICA REIT II CORP . BBB, A MARYLAND CORPORATION, BY AN ASSIGNMENT AND ASSUMPTION OF GROUND LEASE RECORDED MAY 5, 2004 AS [INSTRUMENT NO.04-1123082 OF OFFICIAL RECORDS](#).

THAT PORTION OF PARCEL 3 OF [PARCEL MAP NO. 13910](#), IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN [BOOK 145 PAGES 23, 24 AND 25, INCLUSIVE, OF PARCEL MAPS](#), IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS :

BEGINNING AT THE B.C. OF THAT CERTAIN CURVE OF THE CENTERLINE OF "PARK VIEW AVENUE" DESCRIBED AS C-2 ON SAID PARCEL MAP AND BEING CONCAVE SOUTHERLY HAVING A RADIUS OF 1400 FEET AND A LENGTH OF 424.58 FEET;
THENCE EASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 1° 28' 25", A DISTANCE OF 36.01 FEET;
THENCE ALONG SAID SOUTHERLY RADIAL TO SAID CURVE SOUTH 15° 55' 23" EAST 25 FEET TO THE TRUE POINT OF BEGINNING;
THENCE SOUTH 06° 08' 54" EAST 137.00 FEET;
THENCE SOUTH 10° 09' 19" EAST 97.57 FEET;
THENCE SOUTH 80° 13' 52" WEST 127.21 FEET;
THENCE SOUTH 10° 24' 59" EAST 20 FEET;
THENCE NORTH 80° 13' 52" EAST 152.12 FEET;
THENCE NORTH 11° 09' 05" WEST 117.45 FEET;
THENCE NORTH 04° 39' 04" WEST 140.06 FEET TO THE SOUTHERLY SIDE OF SAID "PARK VIEW AVENUE", SAID SIDELINE BEING A CURVE CONCAVE TO THE SOUTH AND HAVING A RADIUS OF 1375 FEET;
THENCE WESTERLY ALONG SAID SIDELINE THROUGH A CENTRAL ANGLE OF 1° 07' 20", A DISTANCE OF 26.93 FEET, MORE OR LESS, TO THE TRUE POINT OF BEGINNING.

City of Manhattan Beach Environmental Information Form
And Master Application Form

Manhattan Village Shopping Center
Height Variance Application

PRELIMINARY REPORT
YOUR REFERENCE: NBU #42347

Chicago Title Company
ORDER NO.: 00042355-994-LT2

SAID LAND IS NOW KNOWN AS BEING A PORTION OF PARCEL 1 OF PARCEL MAP NO.23389, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 260, PAGES 28 THROUGH 31, OF PARCEL MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

APN(s): 4138-020-033; 4138-020-034; 4138-020-003; 4138-020-004; 4138-020-005; 4138-020-006; 4138-020-007;
4138-020-008; 4138-020-009; 4138-020-013; 4138-020-015; 4138-020-016; 4138-020-017; 4138-020-018;
4138-020-019; 4138-020-020; 4138-020-021; 4138-020-022; 4138-020-023; 4138-020-027; 4138-020-030;
4138-020-035; 4138-020-036

City of Manhattan Beach Master Application Form

Manhattan Village Shopping Center Height Variance Application Complete Project Description

Manhattan Village Shopping Center is a regional shopping center located on 40 acres bounded by Rosecrans Ave., Sepulveda Blvd., Marine Avenue and Village Drive. The site is comprised of several components: outparcels with office, restaurant and service uses; convenience center with drug and grocery anchors; an enclosed shopping center.

The shopping center will be renovated to achieve a cohesive design from Marine Avenue to Rosecrans along the main Cedar Way driveway. This includes an interior and exterior renovation of the enclosed regional shopping center. A key component of the renovation is the seamless integration of the entry and center court of the enclosed mall to achieve a sense of outdoor space and light as you enter the mall.

In order to achieve this seamless transition, the renovation of the center court increases the length of the existing clerestory from the center court proper to the exterior entrance. Immediately upon entering the enclosed mall, the sense of exterior openness and light continues inside.

A previous variance PC 16-01304 was approved for the existing clerestory to allow up to 38' height. This variance request is to allow the expansion of the existing 42' x 60' clerestory by 42' x 70', slightly more than doubling the length of the existing clerestory. The height of the new clerestory section will match the 38' height of the existing clerestory.

The mall entrances will also be renovated in the same design theme as the expansion architecture. The existing entrances are 34' high. The new entrance facades will remain at 34' height. No height variance is needed for the matching height.

The exterior west face of the enclosed center will be renovated to enhance and update the exterior façade in keeping with the design theme of the interior renovation. The variance request is to allow a 28' façade height along the Cedar Way façade and exterior entrance area of the center court entry to screen the existing and future rooftop equipment. This is slightly higher than some of the existing parapets. For example, the Islands restaurant parapet and some portions of the retail façade are at 26'-6" height. Brickworks, Corner Bakery and parapets are 22' high and do not adequately screen the rooftop equipment. We believe 28' high is the correct proportion relative to the center court entry façade of 36' and the department store buildings at 42' high. The 28' height will allow adequate screening of the rooftop mechanical equipment. Screening of the service areas will be renovated to match the façade at the same requested height of 28'.

To summarize, the variance is requested to allow:

1. Expansion of the existing center court clerestory at a height of 38' for a total size of 42' x 130'.
2. Allow the façade height of the enclosed mall to be increased from 22' to 28' to screen existing and new rooftop equipment.

City of Manhattan Beach
Manhattan Village Shopping Center Use Permit/ Variance Application
Written Description of Findings.

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.

The site has numerous special circumstances or conditions that would deprive the site of privileges enjoyed by other properties in the vicinity. The site is the largest commercial site in the City and suffers from severe topographic variation. The properties immediately to the east contain skyscrapers with heights that eclipse the height of the proposed Project. The existing buildings in the shopping center already exceed the height limit. The existing buildings on the properties owned by 3500 Sepulveda and Macy's enjoy a height equal to or higher than the heights requested by the Owner.

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.

The variance request to allow additional building height will not obstruct views from surrounding properties and is generally consistent with the height and massing of the existing shopping center structures. The site is situated in an area of the City that is fully developed and relatively devoid of natural resources. Most importantly, the height variance will not affect natural resources. The proposed height variance would not be detrimental or injurious to properties or improvements in the vicinity because the visual impacts have been analyzed and will not have negative aesthetic impacts. 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. The scale and massing of the requested variance items are a small portion of a larger shopping center development and are in keeping with the scale and massing of the overall center. The additional height needed for the renovation is integral to the continuing improvement of the shopping center. Therefore, allowing the additional height will not result in substantial detriment to the public good, public health, safety or general welfare.

3. Granting the application is consistent with the purposes of this title 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.

The additional height needed for the Project is integral to the continuing improvement of the mall in order to fulfill the purposes of the CC zone. The height is necessary to accommodate attractive architecture, fluid circulation between the interior and exterior

Manhattan Village Shopping Center Use Permit/ Variance Application
Written Description of Findings (cont'd)

and screen the existing and new rooftop equipment. Periodic renovation is consistent with the purpose of maintaining quality commercial uses in the area. Thus, granting the height variance is consistent with the purposes of the City's zoning code. Granting the height variance will not constitute a grant of special privileges because the property is zoned to accommodate a planned commercial center that is regional in nature.



ENVIRONMENTAL INFORMATION FORM

(to be completed by applicant)

CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT

Date Filed: _____

APPLICANT INFORMATION

Name: JLL

Contact Person: Cheryl Hines

Address: 1200 Rosecrans Avenue, Suite 201, MB, Ca 90266

Address: 1200 Rosecrans Avenue, Suite 201, MB, CA 90266

Phone number: 424-398-9946

Phone number: 424-398-9946

Relationship to property: Owner's consultant

Association to applicant: Sr. Project Manager

PROJECT LOCATION AND LAND USE

Project Address: 2600 to 3600 Sepulveda Blvd., and 1220 Rosecrans Avenue

Assessor's Parcel Number: see attached

Legal Description: see attached

Area District, Zoning, General Plan Designation: Area District 2, General Commercial and Community Commercial Zoning, General Plan Designation is Commercial.

Surrounding Land Uses:

North Rosecrans Avenue

West Sepulveda Blvd

South Marine Avenue

East Office, Parking, Residential

Existing Land Use: Manhattan Village Shopping Center

PROJECT DESCRIPTION

Type of Project: Commercial Residential _____ Other _____

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

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

use to continue with hours of operation from 6 am to midnight. The variance request is to extend the existing height of

the center court clerestory from it's existing location to the center court exterior entry, and

add a new facade to the existing mall exterior that will serve as a screen for rooftop mechanical equipment

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

	<u>Existing</u>	<u>Proposed</u>	<u>Required</u>	<u>Demolished</u>
Project Site Area:	<u>40 ac</u>	<u>40 ac</u>	<u>N/A</u>	<u>N/A</u>
Building Floor Area:	<u>572,837 sf GLA</u>	<u>572,837 GLA</u>	<u>N/A</u>	<u>N/A</u>
Height of Structure(s)	<u>22-43'</u>	<u>22-43'</u>	<u>N/A</u>	<u>N/A</u>
Number of Floors/Stories:	<u>1</u>	<u>1</u>	<u>N/A</u>	<u>N/A</u>
Percent Lot Coverage:	<u>.25 FAR</u>	<u>.25 FAR</u>	<u>N/A</u>	<u>N/A</u>
Off-Street Parking:	<u>2,393</u>	<u>2,393</u>	<u>2,393</u>	<u>N/A</u>
Vehicle Loading Space:	<u>No Change</u>	<u>No Change</u>	<u>N/A</u>	<u>N/A</u>
Open Space/Landscaping:	<u>No Change</u>	<u>No Change</u>	<u>N/A</u>	<u>N/A</u>

Proposed Grading: N/A

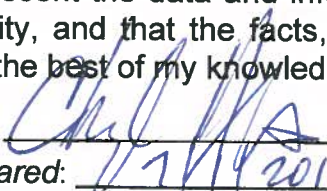
Cut N/A Fill N/A Balance N/A Imported N/A Exported N/A

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

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

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

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

Signature: 
 Date Prepared: 7/14/2014
 Revised 7/97

Prepared For: JLL

Manhattan Village Shopping Center
Height Variance Request
Response to “yes” answers

Changes to a scenic vista or scenic highway?

City Staff informs us that this question is used to respond to any aesthetic, design or visual changes on a project.

The variance request that this Environmental Information Form corresponds to is to allow:

1. Expansion of the existing center court clerestory at a height of 38' for a total size of 42' x 130'.
2. Allow the façade height of the enclosed mall to be increased from 22' to 28' to screen rooftop equipment.

The enclosed shopping center sits on the eastern edge of the 40 acre shopping center site approximately 650' from the nearest public street, Sepulveda Blvd. There are a number of outparcels adjacent to Sepulveda Blvd. that allow short glimpses of the enclosed regional center. The view is further limited from Sepulveda Blvd. by a couple of buildings constructed between Sepulveda Blvd and the enclosed shopping center in the parking field.

The expansion of the existing center court clerestory will match the 38' height of the existing clerestory. Visibility of the enlarged clerestory will remain substantially the same from all surrounding points of view. The primary difference will be the increased visibility of the clerestory at the center court exterior entrance as the end of the expanded clerestory becomes part of the entrance façade itself. The size and massing of the enlarged clerestory area is relatively small compared with the overall size and massing of the enclosed center.

The increase in height of the new enclosed regional center west façade will have a minimal impact from Sepulveda due to the distance from the road and limited visibility due to the outparcels. Once inside the shopping center proper, the visual impact will be improved by the new façade as it will be a design upgrade and be high enough to screen rooftop equipment. In addition, the new façade will integrate the enclosed regional shopping center with the design and renovation of the convenience center anchored by a grocery and drug store providing a more cohesive, modern and upgraded look and feel for the customer.

A relationship to a larger project or series of projects?

Manhattan Village Shopping Center is undergoing renovation with a major capital investment from the Owners. The interior renovation project for which this variance is requested is one portion of the overall shopping center renovation. Other areas that are being renovated on the site are the renovation of the former Coco's space and the renovation of the convenience center anchored by a grocery and drug store.

In addition to the renovation of the Center, an expansion to the shopping center was granted under City Council Resolution No. 14-0026. The expansion project was approved after a full EIR analysis and numerous public hearings.

MANHATTAN VILLAGE SHOPPING CENTER-HEIGHT VARIANCE

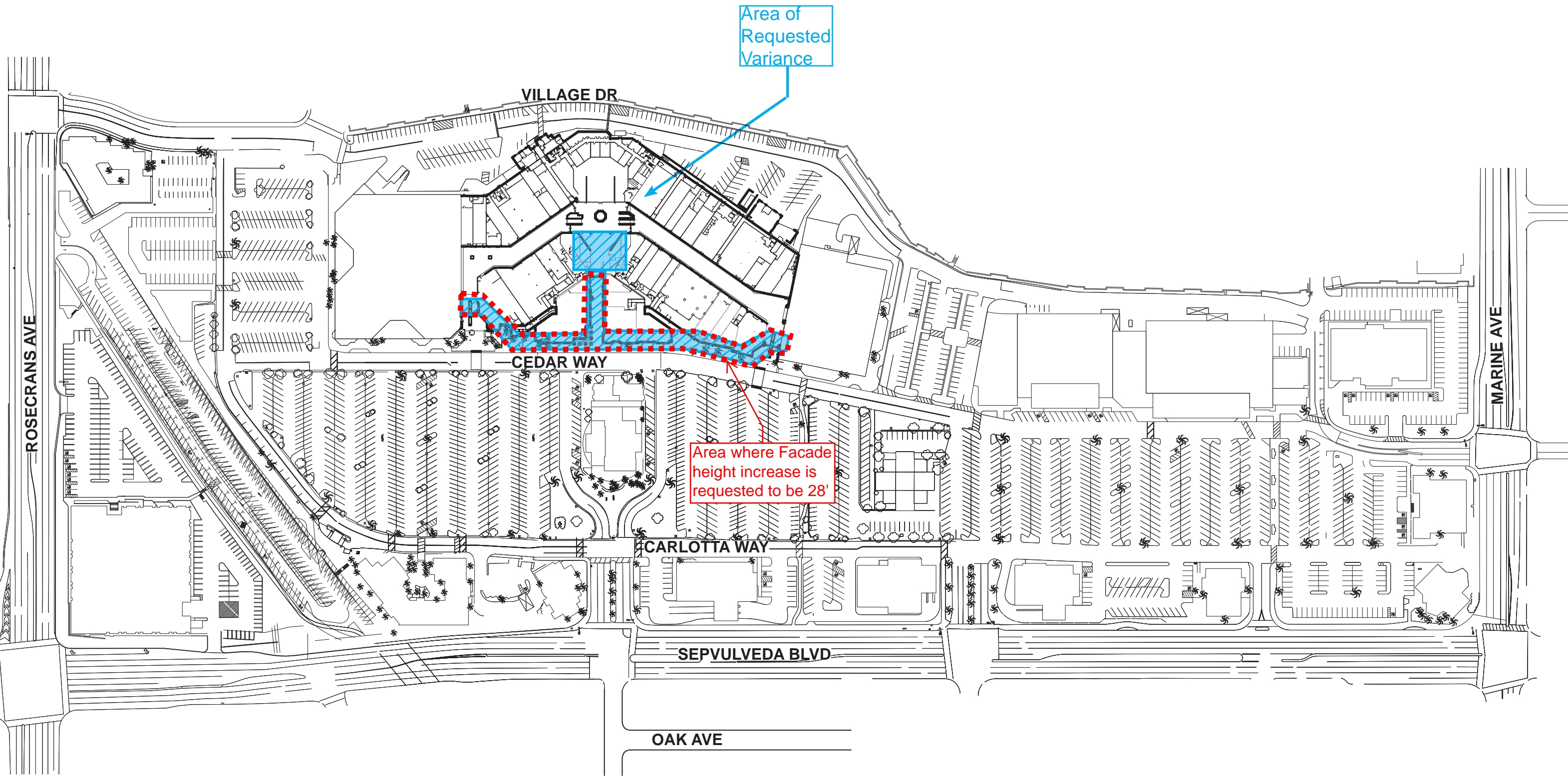
MANHATTAN BEACH, CALIFORNIA

JULY 1, 2016 Revised August 9, 2016

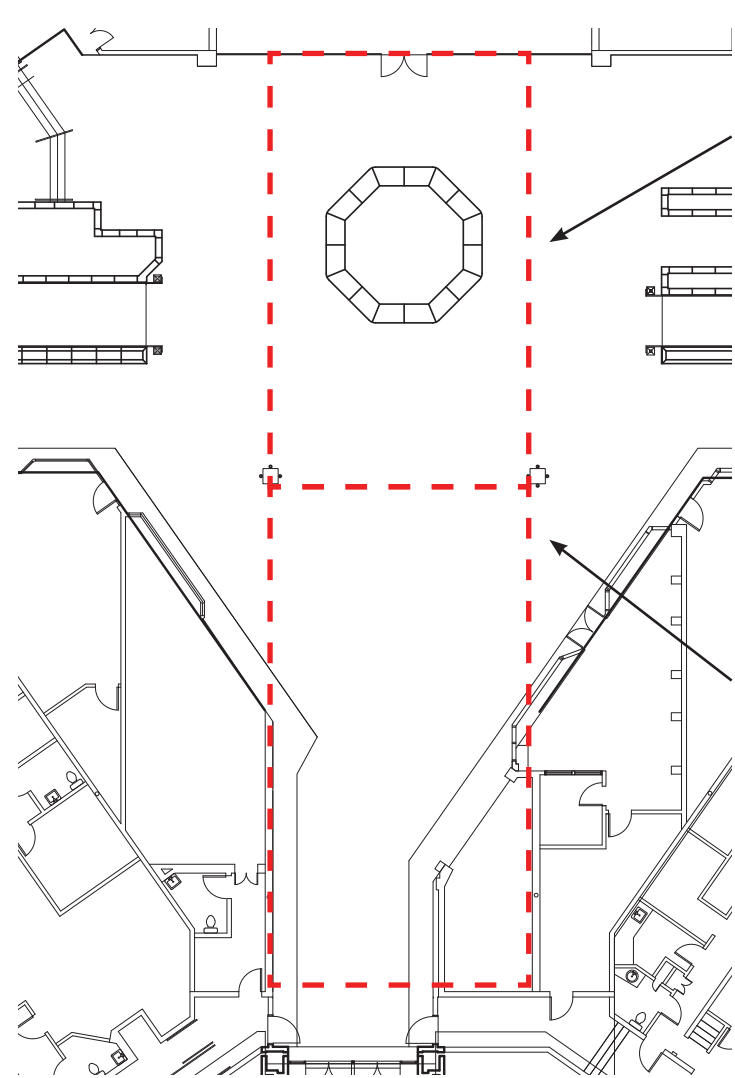


EXHIBIT D
PC MTG 11-9-16

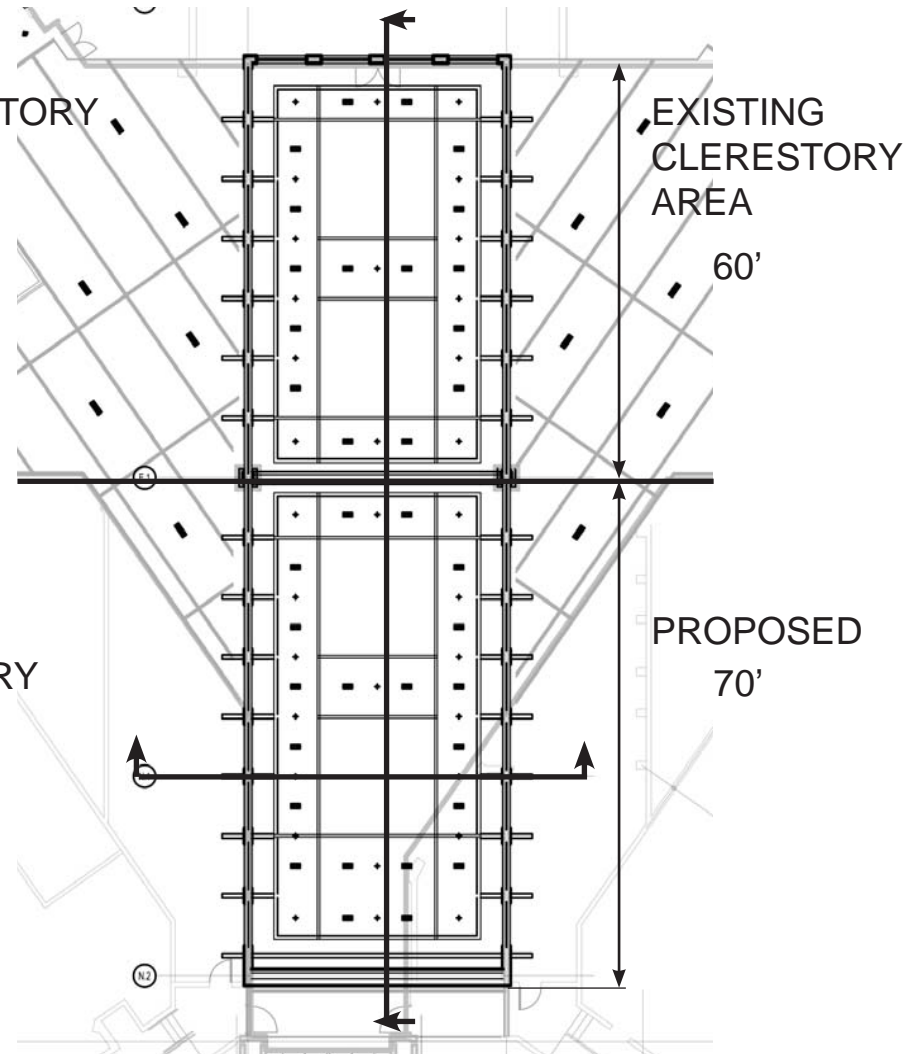
SITE PLAN_ EXISTING



EXPANDED CLERESTORY AT CENTER COURT



FLOOR PLAN



RCP PLAN

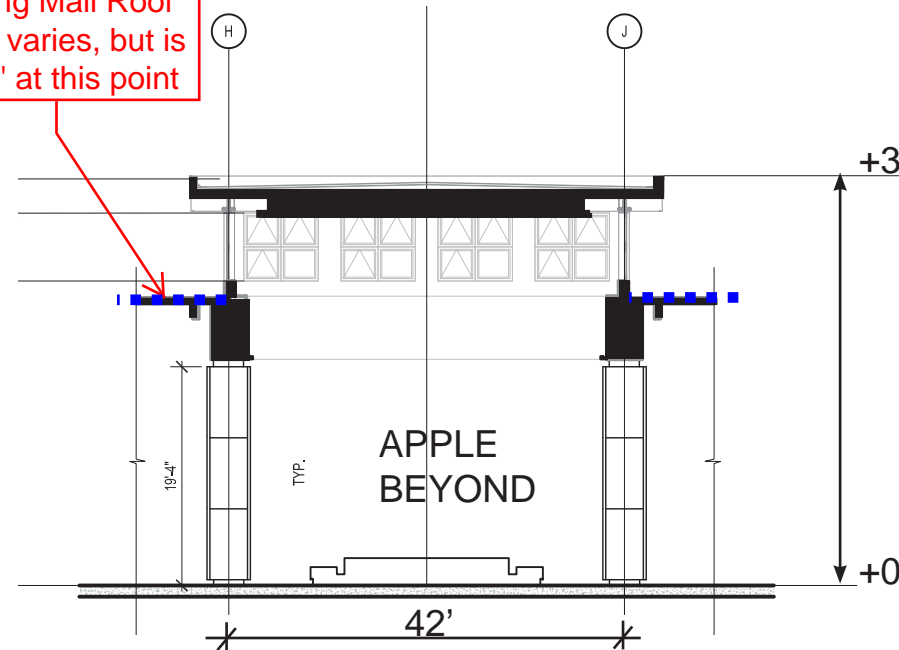


VIEW LOOKING EAST



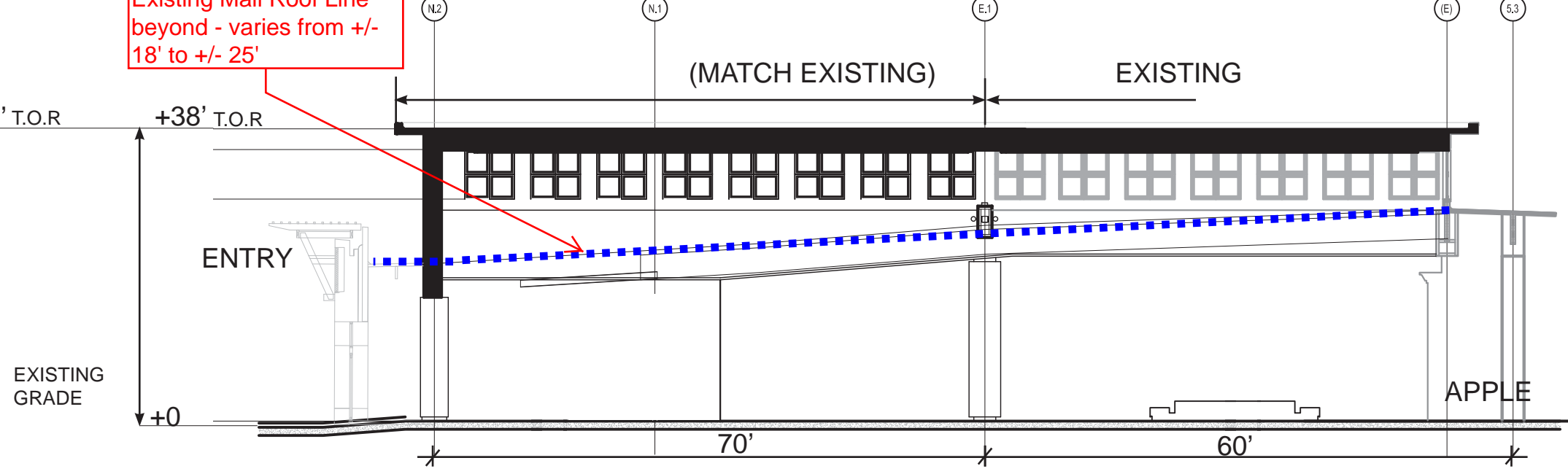
VIEW LOOKING WEST

Existing Mall Roof Line - varies, but is +/- 25' at this point



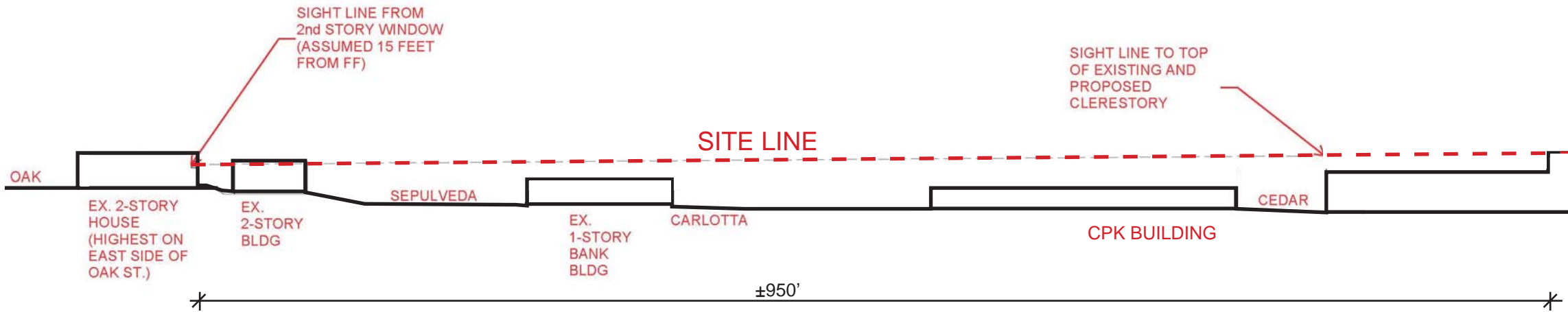
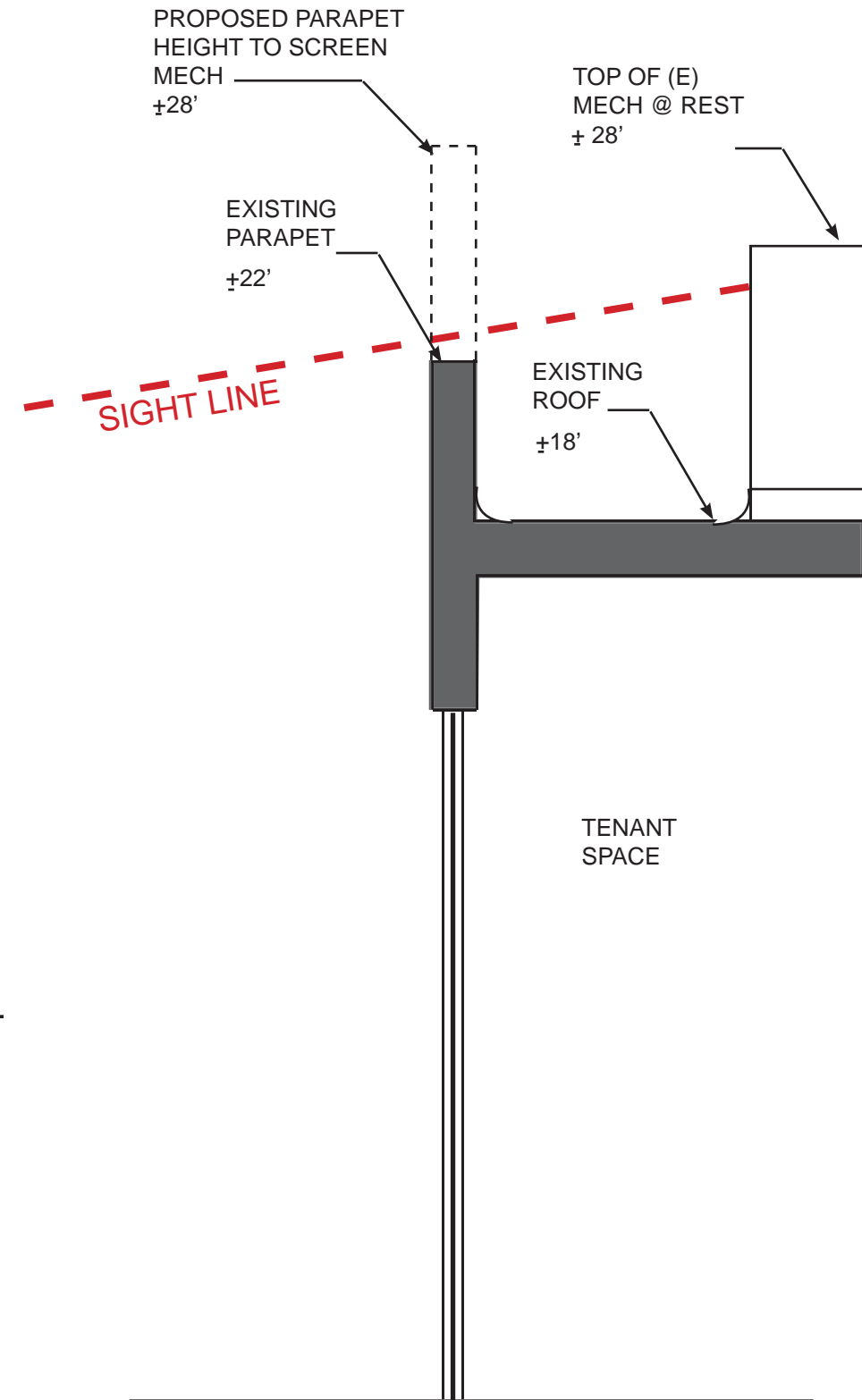
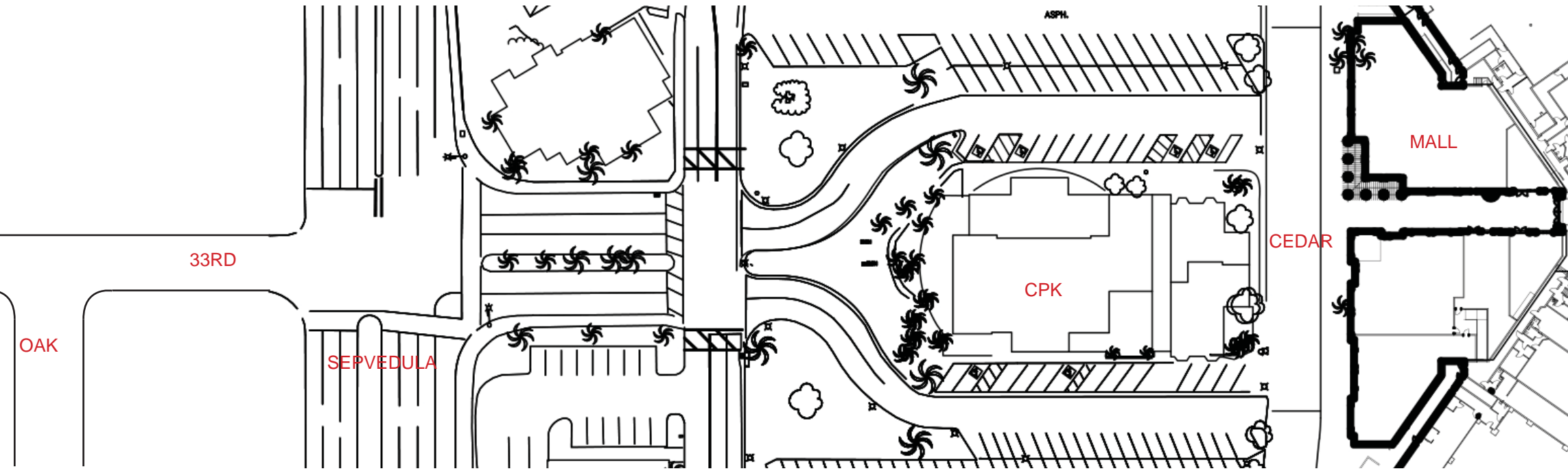
CROSS SECTION

Existing Mall Roof Line beyond - varies from +/- 18' to +/- 25'



LONGITUDINAL SECTION

SITE LINE STUDIES



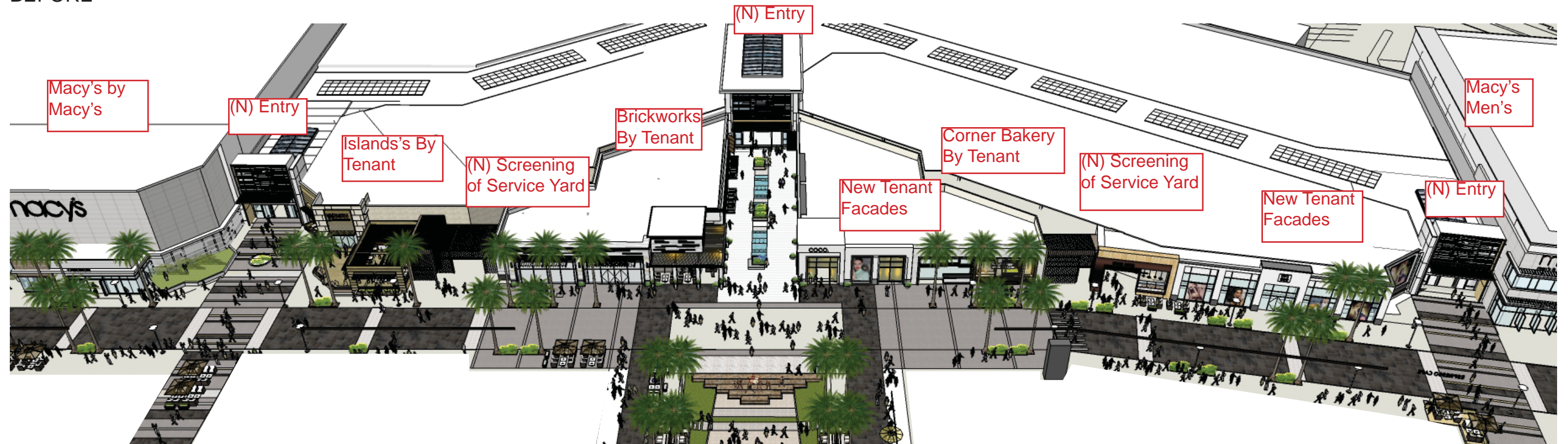
SITE SECTION (FROM OAK AVE TO EXPANDED CLERESTORY)

BUILDING SECTION @ (E) MALL FACADE

AERIAL VIEW ALONG CEDAR WAY_ EXISTING & NEW

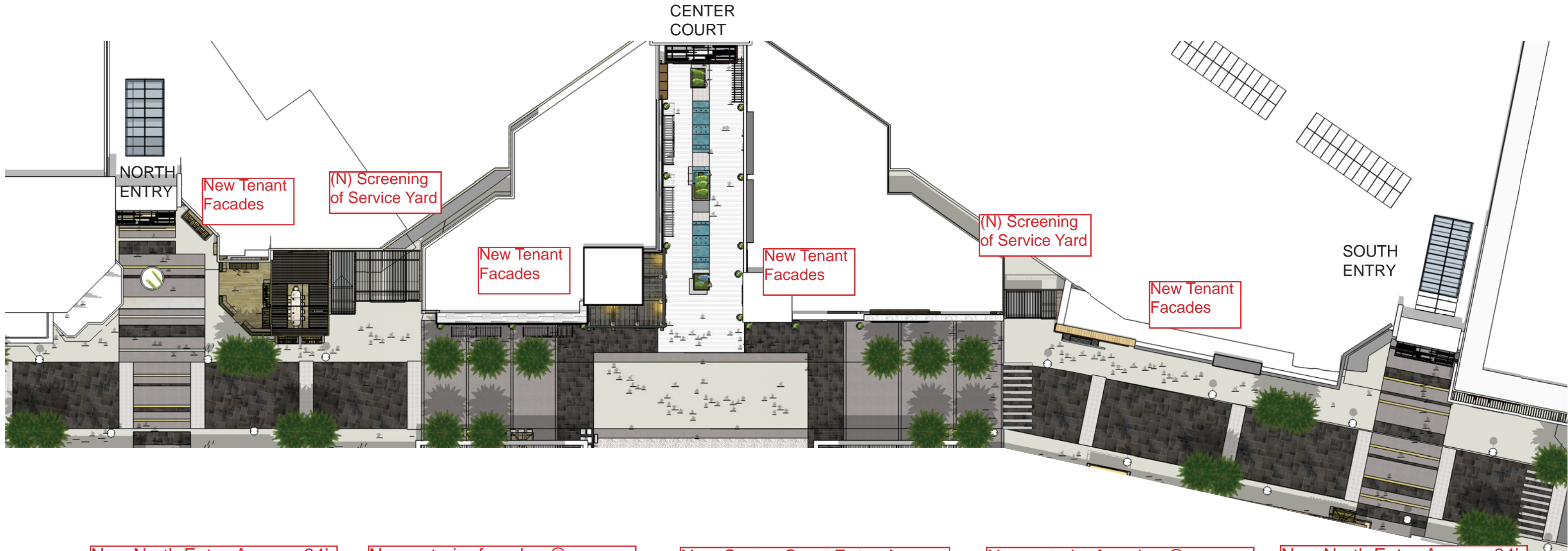


BEFORE



AFTER

PLAN & ELEVATION ALONG CEDAR WAY_ NEW



PLAN



ELEVATION

New North Entry. Approx. 34' above finish grade, to match existing entry Facade height

New exterior facades @ approx. 28' above finish grade to screen existing mechanical equipment

New Center Court Entry. Approx. 38' above finish grade, to match existing Center Court height

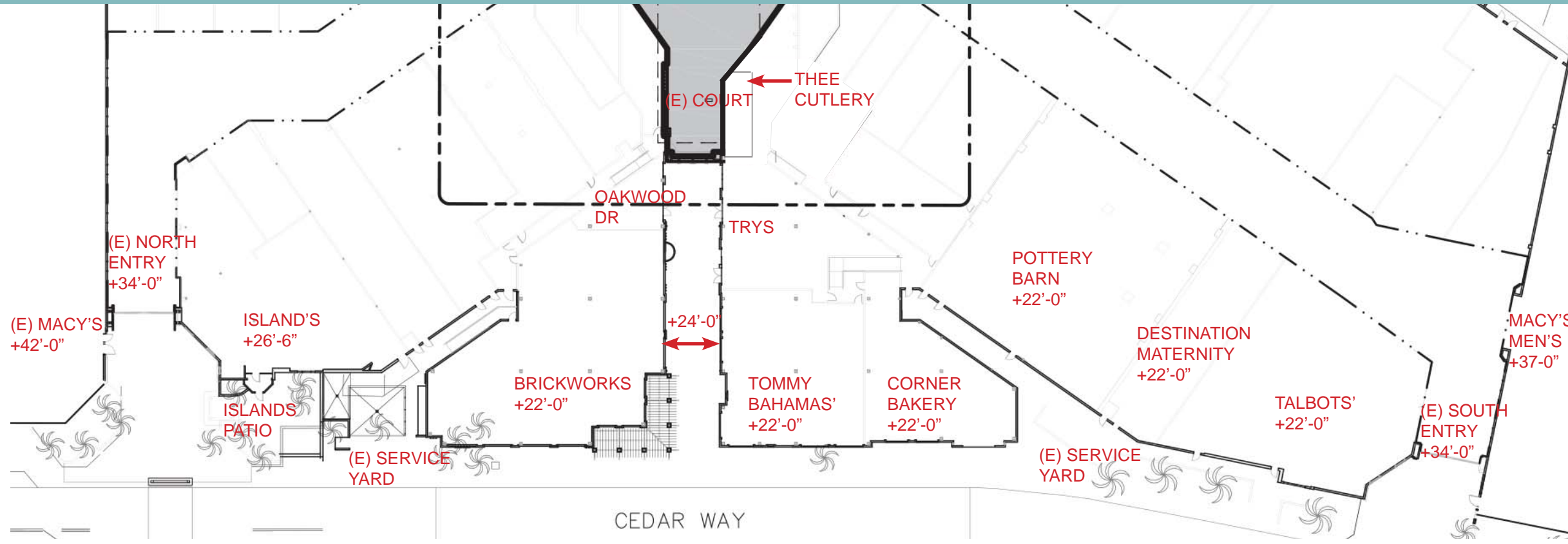
New exterior facades @ approx. 28' above finish grade to screen existing mechanical equipment

New North Entry. Approx. 34' above finish grade, to match existing entry Facade height

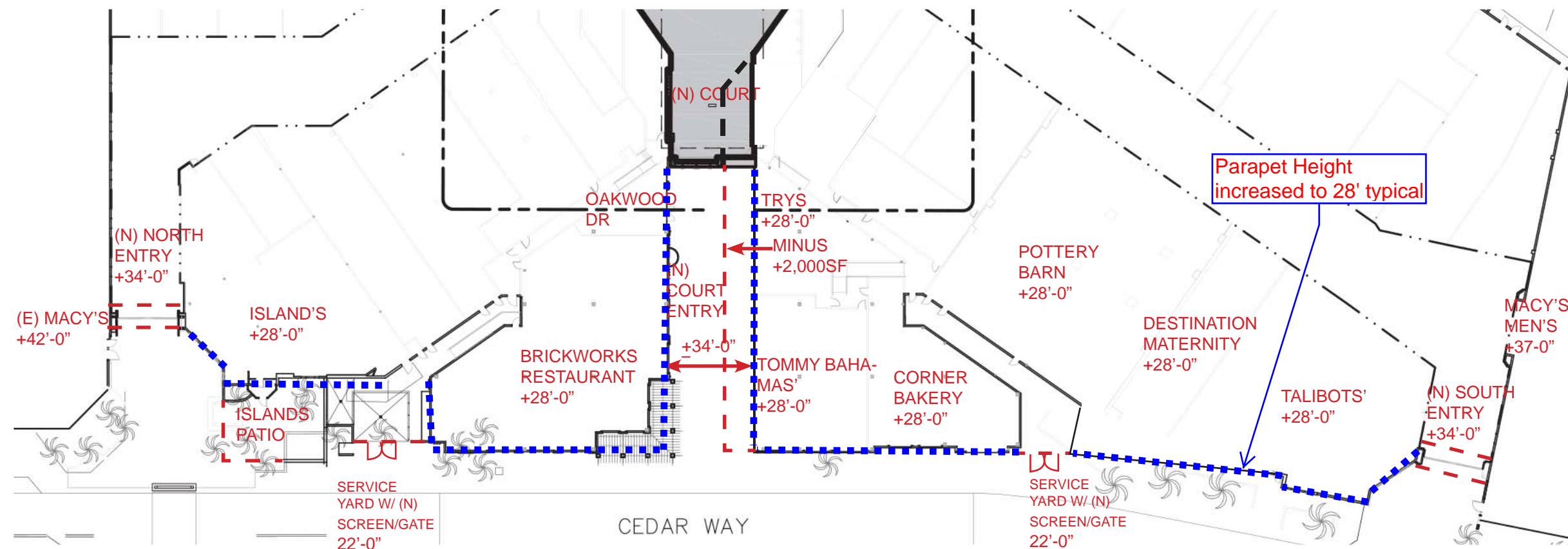
Parapet Height increased to 28' typical

0 5' 10' 25' 50'
scale: 1"=40'-0"

WEST MALL FACADE PLANS _ BEFORE & AFTER



EXISTING PLAN



NEW PLAN

BUILDING HEIGHT COMPARISON CHART

TENANT/ ENTRANCE	EXISTING PARAPET HEIGHT	NEW PARAPET HEIGHT
MACY'S (WOMENS)	+42'-0"	+42'-0" /NEW FACADE (BY MACY'S)
NORTH ENTRANCE	+34'-0"	+34'-0" /NEW FACADE
ISLANDS	+26'-6"	+28'-0"
BRICKWORKS	+22'-0"	+28'-0"
OAKWOOD DR	+22'-0"	+28'-0"
TRYS	+22'-0"	+28'-0"
CENTERCOURT ENTRANCE	+34'-0"	+38'-0" /NEW FACADE
TOMMY BAHAMA	+22'-0"	+28'-0"
CORNER BAKERY	+22'-0"	+28'-0"
POTTERY BARN	+22'-0"	+28'-0"
DESTINATION MATERNITY	+22'-0"	+28'-0"
TALBOT'S	+22'-0"	+28'-0"
SOUTH ENTRANCE	+34'-0"	+34'-0" /NEW FACADE
MACY'S MEN'S	+37'-0"	+37'-0" /NEW FACADE

AREA CHART

EXISTING MALL

Tenant	Space Number	sq feet	od sf
Mall Shops			
Thee Cutlery	E1	294	
Pottery Barn	E10	8,639	
Destination Maternity	E14	2,556	
Talbot's/Talbot's Petites	E18	6,470	
Islands	D1	L 5,222	D 1,000
Exterior Adjacent Mall Shops			
<u>Retail</u>			
Oakwood Drive	3212 (Suite B)	744	
Tommy Bahama's	3208 (Suite A)	3,700	
Tris	3208 (Suite B)	2,580	
	<i>Sub Total</i>	<u>7,024</u>	
<u>Restaurants</u>			
Brickworks	3212 (Suite A)	L 6,772	D 713
Corner Bakery	3208 (Suite B)	R 3,000	D 238

PROPOSED MALL WITH VARIANCE

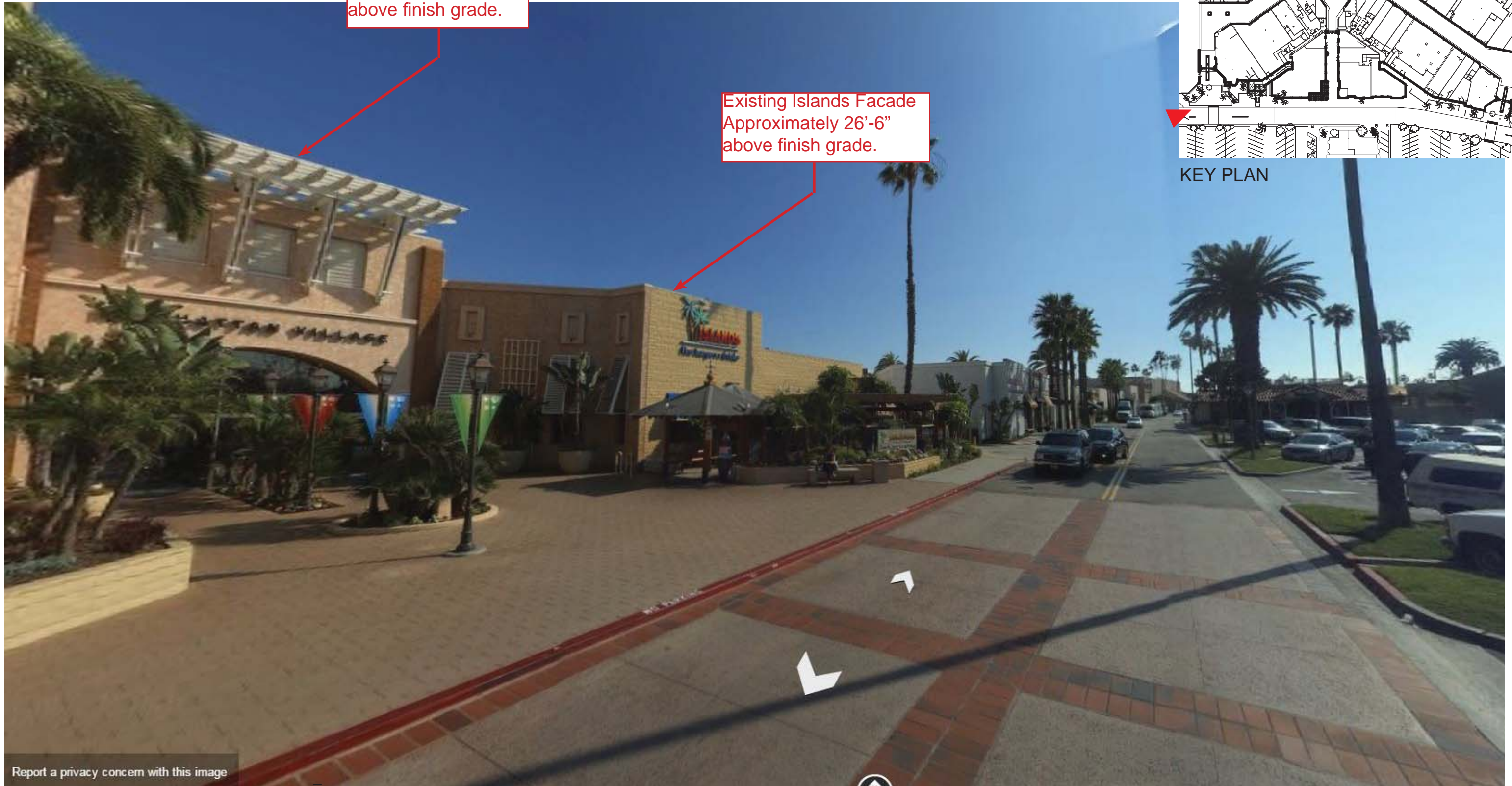
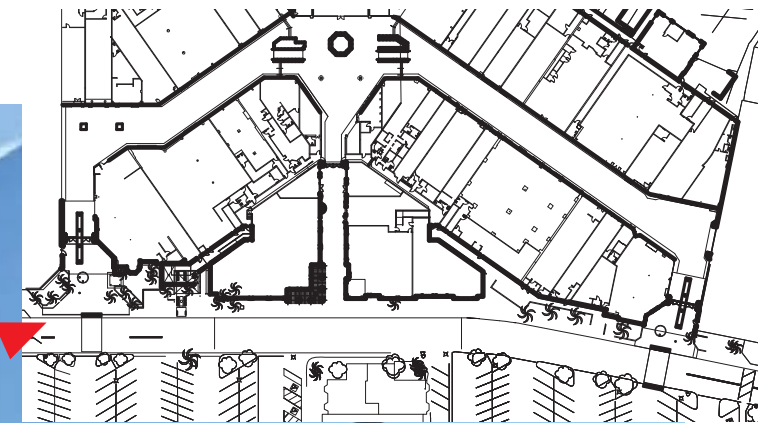
Tenant	Space Number	sq feet	od sf
Mall Shops			
Thee Cutlery (Removed)	E1	0	
Pottery Barn	E10	8,639	
Destination Maternity	E14	2,556	
Talbot's/Talbot's Petites	E18	6,470	
Islands	D1	L 5,222	D 1,000
Exterior Adjacent Mall Shops			
<u>Retail</u>			
Oakwood Drive	3212 (Suite B)	744	
Tommy Bahama's (reduced)	3208 (Suite A)	2,700	
Tris (Reduced)	3208 (Suite B)	1,580	
	<i>Sub Total</i>	<u>5,024</u>	
<u>Restaurants</u>			
Brickworks	3212 (Suite A)	L 6,772	D 713
Corner Bakery	3208 (Suite B)	R 3,000	D 238

Note: Tenants that are modified are indicated in Bold Red

NORTH VIEW _ BEFORE

Existing North Entry.
Approximately 34'
above finish grade.

Existing Islands Facade
Approximately 26'-6"
above finish grade.



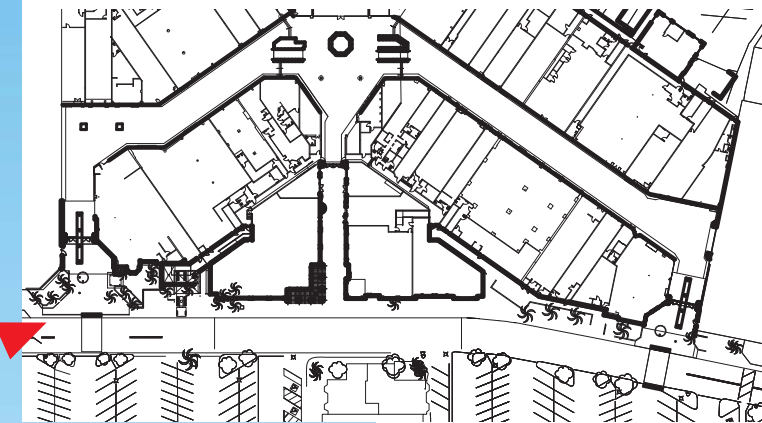
Report a privacy concern with this image

NORTH ENTRY VIEW _ AFTER



New North Entry.
Approximately 34'
above finish grade
to match existing.

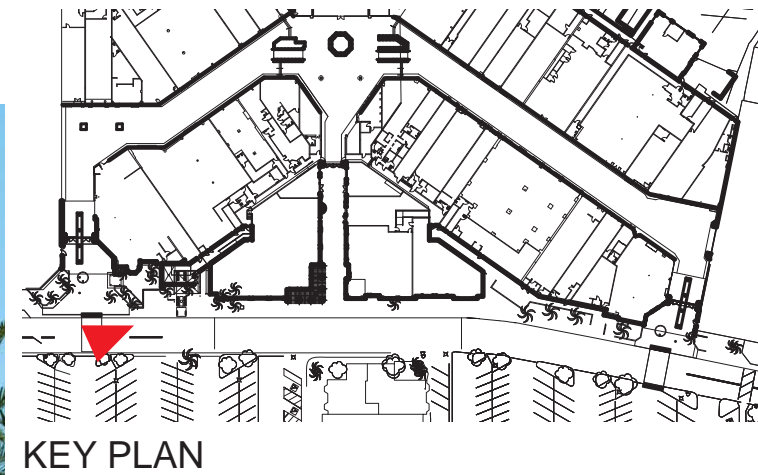
Island Facade Upgrades-by
Tenant Increased facade to
Approx. 28' above finish grade
to screen tenant mechanical
equipment of roof.



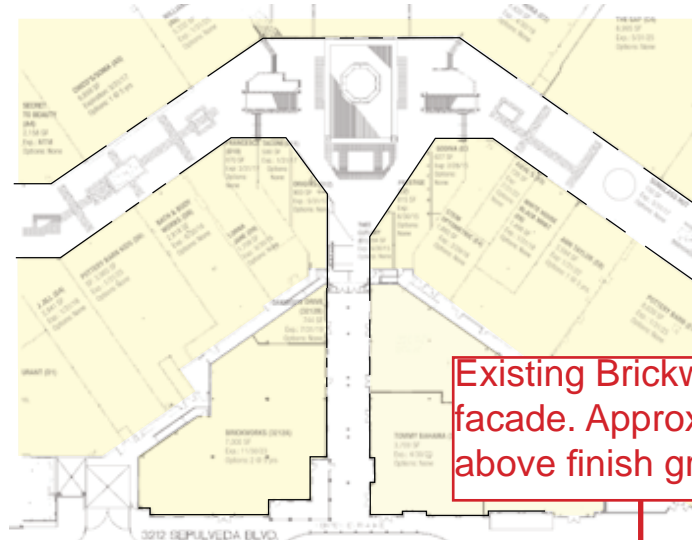
KEY PLAN



Report a privacy concern with this image



CENTER ENTRY _ BEFORE

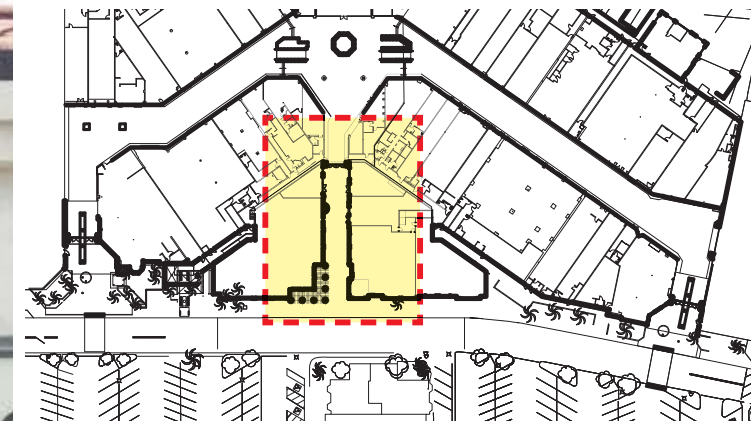


Existing Brickworks facade. Approx. 22' above finish grade.

ORIGINAL ENTRY CORRIDOR

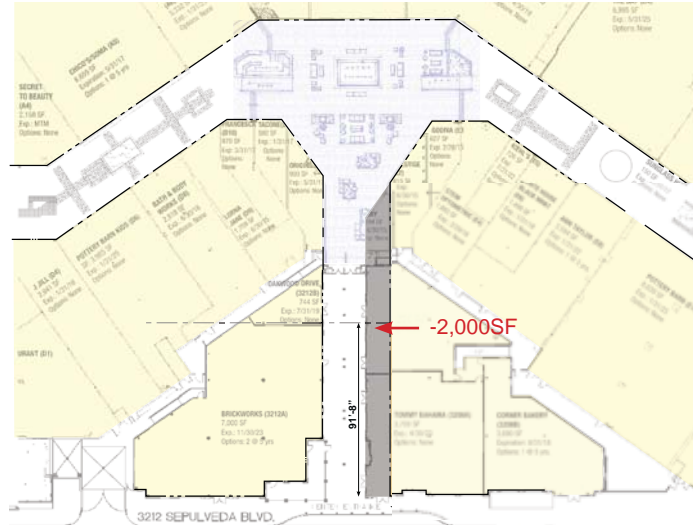


Existing clerestory area @ Center court. Approximately 38' above finish grade.

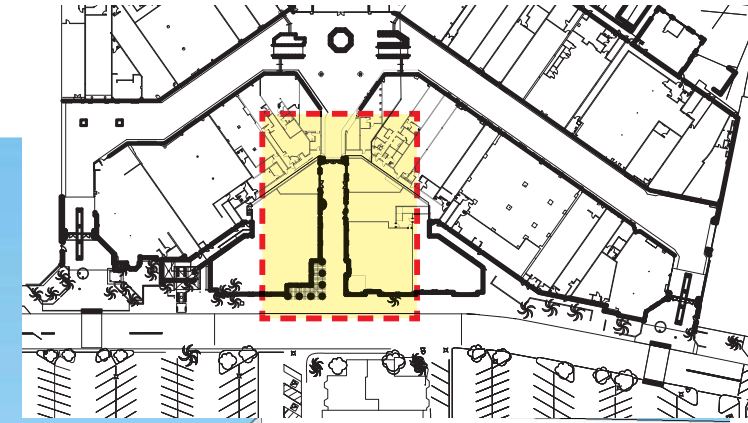


KEY PLAN

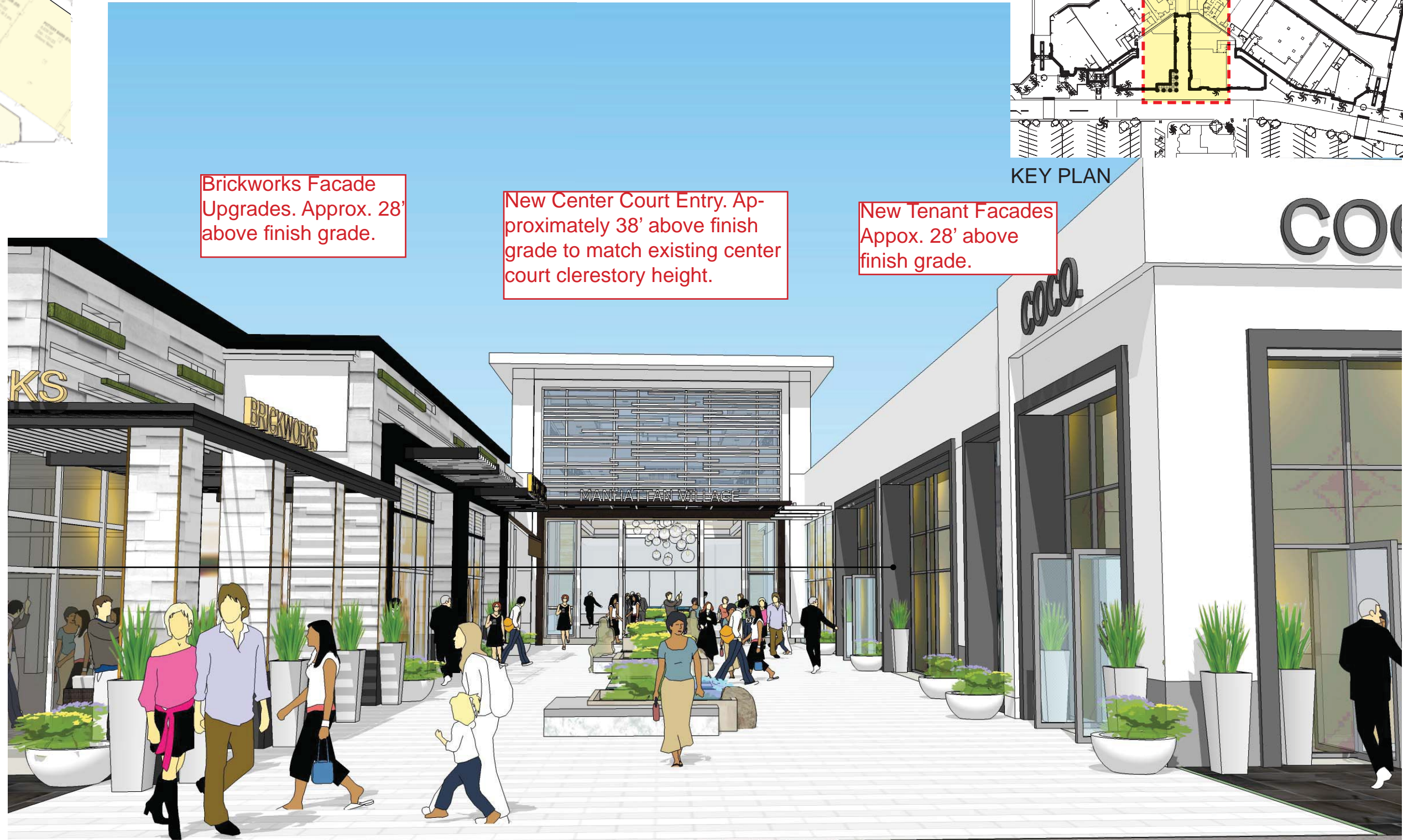
CENTER ENTRY _ AFTER



NEW MAIN ENTRY CORRIDOR



KEY PLAN



Brickworks Facade Upgrades. Approx. 28' above finish grade.

New Center Court Entry. Approximately 38' above finish grade to match existing center court clerestory height.

New Tenant Facades Approx. 28' above finish grade.

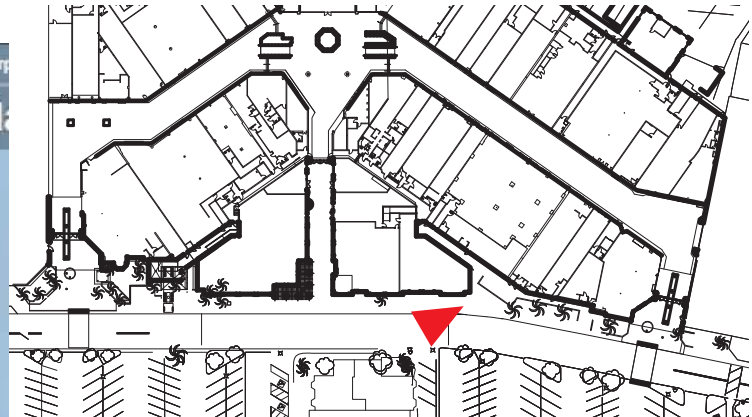
PROPOSED CONDITION: PULL FACADE BACK & OPEN ENTIRE CORRIDOR FOR MAIN ENTRANCE

SOUTH FACADE _ BEFORE



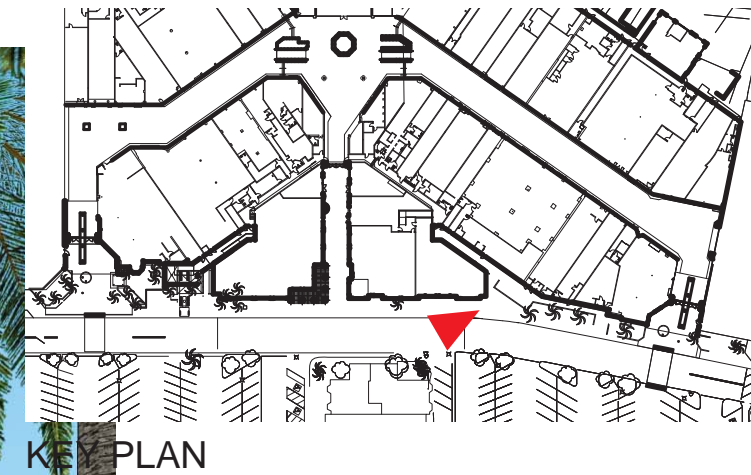
Corner Bakery Facade Upgrades. Approximate height 22' above finish grade.

Existing Mall Facade Approximate height 22' above finish grade.



KEY PLAN

SOUTH FACADE _ AFTER



SOUTH ENTRY VEIW_ BEFORE

