

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

**TO:** Planning Commission

**FROM:** Anne McIntosh, Director of Community Development  
Laurie B. Jester, Planning Manager  
Rafael Garcia, Assistant Planner

**DATE:** June 14, 2017

**SUBJECT:** Request for a Master Use Permit Amendment to refine certain Conditions of Approval imposed in connection with the City Council’s approval of a Master Use Permit Amendment for the remodel and expansion of the Manhattan Village Shopping Center located at 2600 through 3600 North Sepulveda Boulevard and 1180 through 1200 Rosecrans Avenue (Manhattan Village Shopping Center)

**RECOMMENDATION**

Staff recommends that after conducting a public hearing, the Planning Commission **ADOPT** the attached Resolution conditionally approving the application.

**APPLICANT**

JLL- Cheryl Hines for RREEF  
2141 Rosecrans Avenue, Suite 6100  
El Segundo, CA 90245

**PROPERTY OWNER**

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

**BACKGROUND**

On May 5, 2017, JLL on behalf of RREEF America REIT Corp BBB II, submitted an application to amend specific conditions of approval that were imposed in connection with the City Council’s approval in December 2014, for the remodeling and expansion of the Manhattan Village Shopping Center.

In 2016, the Applicant submitted a refined site plan that changed the construction sequence of the Project to construct the Northeast parking structure and consolidate Macy’s first, and made other modifications to respond to comments made by the public.

In light of the refinements to the project design approved by the City and endorsed by the City Council in December 2016, the Applicant is now requesting corresponding modifications to the 2014 conditions of approval. Originally, the applicant planned to construct the Project in two phases, with the central area to the west of the existing main enclosed mall known as the “Village Shops” constituting the first phase of development. RREEF anticipated expanding the existing Macy’s store and constructing the Northeast

Parking Structure in the second phase of development. However, the Macy’s consolidation and construction of the Northeast Parking Structure will now occur in the first phase of development. In addition, the Applicant has added additional annotations to the Approved Site Plan, which provide additional graphic information as to design features.

The refined conditions help facilitate the implementation of the Northeast Parking Structure and Macy’s consolidation in the first phase of Project construction and are consistent with the overall intent of the Master Use Permit which was originally approved in December 2014 (City Council Resolution No. 14-0026- Exhibit D).

**PROJECT OVERVIEW**

**LOCATION**

Location 2600 to 3600 North Sepulveda Boulevard and 1180 to 1200 Rosecrans Avenue, in multi-tenant center known as the Manhattan Village Shopping Center (Vicinity Map, Exhibit B)

Legal Description Map Book 122, pages 33-35 of Parcel Map, Lot 8-9

Area District II

**LAND USE**

General Plan Manhattan Village

Zoning CC (Community Commercial) & CG (General Commercial)

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

North	Commercial across Rosecrans Avenue- El Segundo Commercial General (CG) and Residential (RS-D4) across Marine Avenue Residential (RPD and RSC) and Open Space (OS) Commercial (CG), Residential (RSC) and Open Space (OS) – across Sepulveda Boulevard
South	
East	
West	

## **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. Immediately prior to that on that same day, the City Council adopted Resolution 14-0025 certifying the EIR for the project. The existing Shopping Center contains approximately 572,837 square feet gross leasable area (GLA). As approved, the Project may add a maximum of 79,872 net new square feet GLA (89,589 square feet with the “Equivalency Program”). The Shopping Center property may not exceed 686,509 square feet GLA (696,226 square feet with the Equivalency Program). On December 6, 2016 the City Council also adopted Resolution 16-0081 approving a height variance to allow a clerestory, parapet walls and main mall entrances extend above the maximum allowed height. The expansion project approved in 2014 is currently in design and under construction. The applicant is now seeking approval to make modifications to the Conditions of Approval that were approved as part of the project in December 2014.

In December 2016, the Director of Community Development approved a modified Project site plan, which was then endorsed by the City Council on December 20, 2016. This Refined Site Plan substantially conformed to the MUP, and updated the Project in a number of beneficial ways by:

- Developing the Macy’s Consolidation and the Northeast Parking Structure as the Project’s first phase;
- Refining the Northeast Parking Structure layout and location to provide accelerated construction and improved Cedar Way/Rosecrans connection with the first phase and improved integration into future Project phases;
- Increasing parking from 2,712 spaces to 2,738 space, thereby increasing the parking ratio and redistributing that parking to maximize efficiencies;
- Modifying the layout of the plaza area and surrounding Village Shops to create an improved outdoor space that is also better integrated with the existing enclosed Mall entrance;
- Extending and connecting the 30<sup>th</sup> Street access road east from Carlotta Way to Cedar Way to improve vehicular and pedestrian circulation and improve access to the South Parking Structure; and
- Implementing other refinements to ensure an open and integrated design theme complementary to the City’s unique coastal identity.

The Approved Site Plan conforms to the square footage limitations contained in Condition No. 18 and at buildout results in approximately 6,800 square feet less than what was approved by the City Council for the Project's first two phases. The Approved Site Plan also provides a total of approximately 2,738 spaces within the three parking garages and surface parking lots across the Project Site, resulting in a parking ratio of 4.23 spaces per 1,000 square feet of GLA.

The Applicant now proposes the following refinements to the adopted Conditions of Approval to facilitate the physical construction and construction sequencing of the approved project and Approved Site Plan. Following is a list of the proposed refinements, shown as underline and strikeout, with a discussion of the supporting rationale for each:

### **Proposed Refinements to the Conditions of Approval**

#### ***1. Condition No. 36: Employee Parking Management Program***

Proposed Refinement: 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 the 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 RREEF shall implement the Program and install any required improvements per the approved Program prior to the issuance of the first building ~~final~~ permit for any retail portion of the Village Shops or the repurposing of the Macy's Men's store, whichever is first ~~Phase I~~. City may request periodic review and adjustment of the Employee Parking Management Program, in cooperation with RREEF, if needed to ensure the goals of this condition and the Program are being met.

Rationale: Staff agrees that this refinement is appropriate with clarification. The need to install improvements required by the Employee Parking Management Program generally coincides with the increase in employees which results from net new square footage in the Village Shops. The Macy's Consolidation consolidates the existing Macy's and Macy's Men's Store, and, consequently, no net new employees are anticipated from the consolidation. Similarly, it is not anticipated that the relocation of the California Pizza Kitchen will result in an increase in employees. Consistent with the original Condition's intent, the proposed modification ties the Program implementation and installation of improvements, to the introduction of new employees at the Shopping Center. In



the interim, the Shopping Center will continue to implement its approved Employee Parking Management Program. Condition of approval #49, requires a Construction Traffic and Parking Management Plan (CTPMP) to be implemented during all construction activity. An interim Employee Parking Management Program is a component of the CTPMP and will ensure that there is adequate employee parking and access during all construction.

**2. Condition No. 37: Valet Parking Management Plan**

Proposed Refinement: RREEF 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 construction plans for Phase I the North Deck. Any voluntary interim valet parking plan proposed by the applicant shall be submitted for review and approval prior to its implementation. The City will review and approve the Plan and RREEF shall implement the Plan when the North Deck opens, in accordance with the approved implementation schedule in the Plan. If it is determined that the valet parking is not being fully utilized, RREEF may modify or cease providing valet parking with the approval of the Director of Community Development.

Rationale: Staff agrees that this refinement is appropriate. The valet drop-off and pick-up will be located in the North Parking Deck, with the Valet Parking Program implemented when the North Parking Deck opens. Because the North Parking Deck is no longer a part of the first phase of construction, the reference in this Condition to “Phase I” is no longer applicable. The modification simply clarifies the Condition to reflect the revised Project phasing. Additionally, any interim plan will need to be approved before being implemented.

**3. Condition No. 39: Fry’s driveway-Sepulveda Boulevard**

Proposed Refinement: The retention, modification, relocation and/or removal of the existing Fry’s driveway off Sepulveda Boulevard that accesses the Northwest Corner may be phased as follows: (a) ~~Through the end of the 2016, or when~~ Until Fry’s vacates the site or the completion of the Sepulveda Bridge widening project, whichever comes first, the existing driveway condition (entry and exit, right in and out) may remain; (b) ~~At the end of 2016, Upon completion of the Sepulveda Bridge widening project,~~ 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) ~~(c)-~~ if at any time the site is vacant the driveway shall be barricaded from use or removed; (e) ~~(d)-~~ 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 RREEF as soon as possible, as determined by the City, unless building plans for Phase III have been approved in which case the improvements will be installed with the Phase III construction; and ~~(f)~~~~(e)~~ 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, p~~ 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 in coordination with and tied to the completion of the Sepulveda Bridge expansion. The City will cooperate with RREEF to secure approvals affecting this Fry’s Sepulveda driveway. The driveway modifications or removal/relocation and related improvements shall be completed by RREEF per the approved Plan and schedule. RREEF shall coordinate driveway modifications or removal/relocation with the Sepulveda Bridge widening project.

Rationale: Staff agrees that this refinement is appropriate. The timing of work to reconfigure the “Fry’s Sepulveda driveway” is tied to the Cedar Way extension to Rosecrans. Ingress into and egress from the Fry’s parking lot to Sepulveda Boulevard is necessary until the alternative access provided with the Cedar Way extension to Rosecrans is completed. The proposed modifications reflect the need to maintain adequate access to the Fry’s parking lot as well as recognition of the need to ensure coordination with the Sepulveda Bridge widening.

**4. *Condition No. 40: Offer to dedicate-Rosecrans Avenue***

Proposed Refinement: RREEF 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 160 feet west of the future Cedar Way extension to the easternmost driveway serving the ~~lower level parking~~ Northeast Deck 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. RREEF 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 Northeast Deck off of Rosecrans Avenue ~~lower level parking driveway~~ with the submittal of plans for Phase I. RREEF 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 Cedar Way extension ~~with Phase II~~ and for the easternmost driveway with the submittal of plans for ~~Phase II the Northeast Deck, or six months following the vacation of Fry’s from the site, whichever comes first.~~ RREEF shall dedicate the property and construct the eastern portion serving as a turn lane into the Northeast Deck ~~lower level parking driveway~~ per plans approved by the City in connection with the construction of ~~Phase I the Northeast Deck.~~ Also in connection with the construction of Phase II the Northeast Deck, RREEF shall construct the portion adjacent to the Cedar Way extension.

Rationale: Staff agrees that this refinement is appropriate. The proposed modifications to this Condition clarify that the deceleration lane and related connections to the Shopping Center parking from Rosecrans are constructed at the same time as the Northeast Parking Deck to ensure connectivity and circulation are in place when the Northeast Parking Deck is completed. Because RREEF has accelerated the Northeast Parking Deck to the first phase of construction, the proposed Condition modifications ensure that the construction of the deceleration lane and related connections are also accelerated from the previously contemplated Phase II.

**5. *Condition No. 48: Marine Avenue-Cedar Way***

Proposed Refinement: The existing driveway access at Marine Avenue and Cedar Way shall be improved to provide one or two inbound lanes and three outbound lanes, and shall be designated 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. RREEF 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 the plans for Phase I. RREEF shall construct the improvements per the plans approved by the City prior to the issuance of the building permit final or a certificate of occupancy for the Northeast Parking Deck Phase I.

Rationale: Staff agrees that this refinement is appropriate with a slight modification. Staff proposes a slight variation to the applicant’s proposal, adding the words “building permit final” in addition to the “certificate of occupancy” threshold. This clarifies that the Cedar Way and Marine Avenue improvements will be completed before the Northeast Deck is done.

***Refinements to conform to 2016 Approved Site Plan***

**6. *Condition No. 13(f): Northeast Deck Rosecrans Access***

Proposed Refinement: RREEF shall provide a ~~U-turn, traffic circle, or other connection at the Rosecrans Avenue~~ two-way vehicle access entrance from Rosecrans Avenue to the Northeast Deck at its approximate northeast corner, connect the Northeast Deck ~~in~~ to the lower level culvert parking lot and provide a U-turn or other turn-around option with a minimum outside turning radius of 30 feet, ~~to~~ internally connecting the lower level culvert parking lot drive aisles.

Rationale: Staff agrees that this refinement is appropriate. The original site plan provided a long “culvert” parking lot extending from Rosecrans Avenue on the east to the Veterans Parkway on the west. This long parking lot was conditioned to provide adequate turn-around opportunities for vehicles, particularly emergency vehicles. The Approved Site Plan no longer includes “culvert” parking all the way to Rosecrans Avenue. Instead, the lower level culvert parking

lot east of Cedar Way will be located within the lower level of the Northeast Parking Structure. The Approved Site Plan now provides the opportunity to enter the lower level of the Northeast Parking Structure from Rosecrans Avenue with a connection under the Cedar Way extension to the lower level culvert parking lot. The lower level culvert parking lot also can be accessed from Carlotta Way via a ramp which provides emergency vehicle access to the culvert, and adequate turn-around opportunities within the lower level culvert parking lot are provided. The modified language more clearly achieves the Condition's objectives in light of the Approved Site Plan.

**7. Condition No. 50(q): Stairway and Elevator-North Parking Deck**

Proposed Refinement: The North Parking Structure shall include a stairway and elevator ~~on~~ in the western side half of the parking deck to provide external access to all parking levels.

Rationale: Staff agrees that this refinement is appropriate. This Condition as drafted specifies that the North Parking Structure must include a stairway and elevator on the "west side of the parking deck." The Approved Site Plan includes a stairway and elevator on the western side of the parking deck connecting all levels to the ground level. The proposed refinements make it clear that the stairway and elevator must still serve all levels of the North Parking Structure.

**8. Condition No. 50(r): Setback- North Parking Deck**

Proposed Refinement: The North Parking Structure shall be limited to G+2, with level 2 set back ~~90~~ a minimum of 177 feet from the eastern boundary of the Hacienda building property line, and the western edge of the parking structure's footprint set back no less than 112 feet from the eastern boundary of the Hacienda building property line (so that the western-most ~~90-60~~ feet of the parking structure essentially is capped at G+1).

Rationale: Staff agrees that this refinement is appropriate. The intent of the Condition, as imposed in 2014, is to limit potential visual impacts associated with the mass, scale and size of the G+2 level of the North Parking Structure on the Hacienda Building and residences west of the Shopping Center. Construction drawing refinements have resulted in the western edge of the G+2 level being adjusted approximately 30 feet west. This adjustment does not result in a significant visual impact to Hacienda Building and residences west of the Shopping Center as indicated in the 2016 Addendum (the First Addendum). The proposed modification uses a fixed point to set forth the size of the North Parking Structure's western boundary and to limit the size of the G+2 level in a manner consistent with the objective of the Condition.

**9. Condition No. 50(s): Parking layout**

Proposed Refinement: A minimum of 580 total ~~Thirty additional~~ parking spaces shall be provided in the Northeast Parking Deck and on the west side of in the

lower level culvert parking lot ~~with pedestrian access to the 3500 Sepulveda building.~~

Rationale: The purpose of the original Condition was to provide accessible parking to the Hacienda Building, and the Approved Site Plan complies with the intent of this condition because (1) the overall number of spaces in the Northeast Parking Structure and lower level culvert parking lot has increased from 507 to 599 spaces and (2) the Northeast Parking Structure has been moved a bit closer to the Hacienda Building. The revisions to the Condition are designed to ensure that the Hacienda Building still has parking in close proximity, while allowing RREEF to develop the additional and more efficiently placed parking spaces throughout this area of the Shopping Center.

### **REQUIRED FINDINGS**

Section 10.84.060A of the Manhattan Beach Zoning Code provides the findings that are necessary to approve a Use Permit. In 2014, there was substantial evidence to support the findings, and the refinements to the conditions and the annotations to the site plan do not in any way adversely affect or alter the findings made at that time.

### **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 June 1, 2017. Staff has received one comment as of the writing of this report, attached as Exhibit E.

### **DEPARTMENT COMMENTS**

The Building Division, City Traffic Engineer and Public Works Engineer Division do not oppose approval of subject request provided that the Applicant adheres 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 or the Police Departments.

### **ENVIRONMENTAL DETERMINATION**

When approving the Project in December 2014, the City certified an Environmental Impact Report. Prior to approving the refined Site Plan in 2016, the City engaged an independent environmental consultant, Eyestone Environmental, to review the Refined Site Plan and assess its potential environmental effects to determine whether a subsequent or supplemental EIR should be prepared. Eyestone Environmental prepared an Addendum to the EIR after concluding that that none of the conditions requiring a subsequent or supplemental EIR were present because the refined Site Plan did not contain any substantial changes that would require revisions to the EIR. Based on the analysis and evidence set forth in the Addendum, the City, exercising its independent judgment, concluded that all impacts from the Refined Site Plan were the same as, or less than, the impacts of the Project.

Similarly, for this proposed Master Use Permit Amendment for the condition refinements, the City engaged Eyestone Environmental to review the proposal and assess its potential environmental effects. Eyestone Environmental prepared a second Addendum to the EIR and reached the same conclusion as with the 2016 Refined Site Plan, as the Refined Conditions of Approval reflect the site plan that was analyzed in the first Addendum. Specifically, none of the conditions in CEQA which would require a subsequent or supplemental EIR are present because the proposed condition refinements do not contain any substantial changes that would require revisions to the EIR. The site plan attached as part of the application (Exhibit C) is the same as that approved with the 2016 Addendum with the addition of a few non-substantive clarifying notes, and is provided for illustrative purposes. All of the mitigation measures required by the Mitigation Monitoring Program for the Project will continue to apply and will be implemented.

### **CONCLUSION**

Based on staff's review, the proposed modifications to the Conditions of Approval will not result in impacts to nearby neighborhoods or adjoining residential or commercial properties. Staff believes that the proposed amendments will 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 17-\_\_
- Exhibit B: Vicinity Map
- Exhibit C: Applicant's Application and Approved Site Plan with Annotations
- Exhibit D: City Council Resolution No. 14-0026
- Exhibit E: Public comments
- Exhibit F: Second Addendum to EIR- June 2017 (To be distributed under separate cover)

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

## RESOLUTION NO. PC 17-\_\_\_

**A RESOLUTION OF THE MANHATTAN BEACH PLANNING COMMISSION AMENDING A MASTER USE PERMIT TO REFINE CERTAIN CONDITIONS OF APPROVAL IMPOSED ON THE PERMIT FOR THE REMODEL AND EXPANSION OF THE MANHATTAN VILLAGE SHOPPING CENTER LOCATED AT 2600 THROUGH 3600 NORTH SEPULVEDA BOULEVARD AND 1180 THROUGH 1200 ROSECRANS AVENUE (RREEF AMERICA REIT CORP BBB II)**

**THE PLANNING COMMISSION HEREBY RESOLVES, FINDS AND DETERMINES:**

SECTION 1. On December 2, 2014, the Manhattan Beach City Council adopted: (1) Resolution No. 14-0025 Certifying an Environmental Impact Report (“Final EIR”) and adopting a Mitigation Monitoring Reporting Program (“MMRP”); and (2) Resolution No. 14-0026 approving an application submitted by RREEF American REIT Corp II BBB (“Applicant”) for a Master Use Permit Amendment, a height variance, and amendment to the Master Sign program/sign exceptions (collectively “MUP”) for the Manhattan Village Renovation and Expansion project (“Project”) located at 2600-3600 North Sepulveda Boulevard 1180-1200 Rosecrans Avenue. At that time, the City Council determined that the Project was consistent with the General Plan and the City’s Zoning Code and made all of the necessary findings to approve the MUP. On November 2, 2016, the Los Angeles Superior Court affirmed the decision of the City Council, denying a writ requesting that the court overturn the City Council’s approval of the project.

SECTION 2. In December 2016, the Manhattan Beach Director of Community Development approved a modified site plan (“Approved Site Plan”) for the Project, which was endorsed by the City Council on December 20, 2016. Pursuant to the California Environmental Quality Act (“CEQA”), an independent environmental consultant hired by the City performed an environmental analysis of the Approved Site Plan and prepared an addendum to the EIR. That addendum (hereinafter the “First Addendum”) concluded that none of the conditions requiring a subsequent or supplemental EIR was present because the Approved Site Plan did not contain any substantial changes that would require revisions to the EIR. Based upon the First Addendum, the Director concluded that all impacts from the Approved Site Plan were the same as, or less than, the impacts of the Project

SECTION 3. The Approved Site Plan updated the Project by:

- Developing the Macy’s Consolidation and the Northeast Parking Structure as the Project’s first phase;
- Refining the Northeast Parking Structure layout and location to provide accelerated construction and improved Cedar Way/Rosecrans connection with the first phase and improved integration into future Project phases;
- Increasing parking from 2,712 spaces to 2,738 space, thereby increasing the parking ratio and redistributing that parking to maximize efficiencies;
- Modifying the layout of the plaza area and surrounding Village Shops to create an improved outdoor space that is also better integrated with the existing enclosed Mall entrance;
- Extending and connecting the 30th Street access road east from Carlotta Way to Cedar Way to improve vehicular and pedestrian circulation and improve access to the South Parking Structure; and

- Implementing other refinements to ensure an open and integrated design theme complementary to the City's unique coastal identity.

The Approved Site Plan conforms to the square footage limitations contained in Condition No. 18 and at buildout results in approximately 6,800 square feet less than what was approved by the City Council for the Project's first two phases. The Approved Site Plan also provides a total of approximately 2,738 spaces within the three parking garages and surface parking lots across the Project Site, resulting in a parking ratio of 4.23 spaces per 1,000 square feet of GLA.

SECTION 4. The Applicant has applied for an amendment to the MUP, to refine the following conditions of approval for the MUP (the "Refined Conditions") to facilitate the physical construction and construction sequencing of the approved project and Approved Site Plan. The conditions proposed to be refined are listed at the end of this resolution. As part of the application, the Applicant has submitted a diagram showing textual annotations to the Approved Site Plan to (1) reflect refined square footage tables to provide additional clarity regarding the "Village Shops' Component" square footage breakdown, (2) add notes to indicate the required left turn pockets from Carlotta Way onto 30<sup>th</sup> Street and 27<sup>th</sup> Street, (3) remove notes related to the lower level culvert parking, and (4) include an additional note regarding the total gross leasable area (GLA) throughout the Shopping Center. Pursuant to CEQA, the City engaged the services of an independent environmental consultant to perform an environmental analysis of the application. The independent consultant prepared the Second Addendum to the EIR, concluding that the Refined Conditions do not result in new significant impacts and do not require major revisions to the Certified EIR or First Addendum. In addition, substantial evidence supports the conclusion that the circumstances under which the Approved Project would be undertaken have not substantially changed, and there is no evidence of new or more severe environmental impacts arising out of any of the proposed changes. More specifically, the Refined Conditions would not result in any significant and unavoidable adverse impacts to the environment. No changes to the mitigation measures set forth in the adopted MMRP are proposed. In addition, there are no substantial changes in the existing conditions on or around the Shopping Center site that affect the analyses presented in the Certified EIR and First Addendum. Therefore, the proposed Refined Conditions do not meet the standards for preparation of a subsequent or supplemental EIR pursuant to State CEQA Guidelines Section 15162.

SECTION 5. On June 14, 2017, the Planning Commission conducted a duly noticed public hearing at which time it provided an opportunity for the public to provide oral and written testimony.

SECTION 6. Based on substantial evidence presented at the public hearing and pursuant to Manhattan Beach Municipal Code (MBMC) Section 10.84.060, the Planning Commission hereby finds:

- A. As a threshold issue, none of the modified conditions were required by CEQA or were mitigation measures required by the Final EIR or the MMRP. In 2014, the applicant voluntarily agreed to additional conditions of approval (e.g., parking spaces in the general vicinity of the building located at 3500 Sepulveda Boulevard, an elevator and staircase toward the western portion of the North Parking Deck, the setback for the top level of the north parking structure) to accommodate requests from owners of neighboring properties. None of those features were required by CEQA, or the MMRP to mitigate environmental impacts identified in the EIR. Further, there have been many comments about the Project, including from the owners of the property located at 3500 Sepulveda Boulevard, regarding the sequencing of construction, parking, and ways to improve the Project. In particular, they urged the Applicant to consider consolidating Macy's and constructing the Northeast parking structure first, and to implement cosmetic changes to provide a more open feel that would be compatible with the unique Manhattan Beach coastal environment. In light of such comments, the Applicant voluntarily agreed to certain conditions in 2014. Further, in 2016, the Applicant proposed changing the construction



sequence of the Project to construct the Northeast parking structure and consolidate Macy's first, along with additional modifications. Such modifications were incorporated into the refined site plan approved by the City in December 2016, and environmentally analyzed in the First Addendum. A Notice of Determination of the City's approval of the Site Plan was recorded in December 2016, and no one timely challenged such approval on environmental grounds. The requested refinements to the conditions herein merely reflect the Approved Site Plan approved in 2016.

- B. In its independent judgment, and based upon the analysis contained in the Second Addendum, the Planning Commission hereby finds that none of the proposed refinements to the conditions of approval or the annotations contain substantial changes that would require revisions to the EIR, as the refined conditions and the annotations to the Site Plan do not propose any physical changes to the Project. The refined conditions provide clarifications to facilitate the physical construction and construction sequencing of the Approved Project. Most are because of the changed construction sequence; placing the elevator and staircase slightly to the east allows each to go to the top deck (if they were on the west face, they would only reach the second floor because of the offset required) to enhance the visible appearance and move the top level of the deck further away from the homes on Oak Avenue, revisions to the vehicle access on Rosecrans, the culvert and the Northeast deck area improves circulation, access and connectivity throughout the parking areas and increases the total number and ratio of the parking spaces, the Fry's driveway and Sepulveda Boulevard access timing coincides with the Sepulveda Bridge construction. Likewise, the annotated Site Plan contains textual annotations to the Approved Site Plan only and the annotations do not change the physical construction or construction sequencing of the Approved Project. The Site Plan attached as Figure 1 simply annotates the Approved Site Plan approved by the City in December 2016 with textual changes to (1) reflect the refined square footage tables to provide additional clarity regarding the "Village Shops' Component" square footage breakdown, (2) add notes to indicate the required left turn pockets from Carlotta Way onto 30<sup>th</sup> Street and 27<sup>th</sup> Street, (3) remove notes related to the lower level culvert parking, and (4) include an additional note regarding the total gross leasable area (GLA) throughout the Shopping Center. With the exception of the clarifying annotations, the Site Plan is identical to that approved in 2016 and analyzed Addendum with the exception of a few clarifying notes. All of the mitigation measures required by the Mitigation Monitoring Program for the Project are unaffected, and will continue to apply and will be implemented. The findings contained in the Second Addendum are hereby incorporated by this reference.
- C. The refined conditions and annotations to the site plan do not in any fashion change or alter the findings that were made in 2014 at the time the MUP was approved. The findings contained in Resolution 14-0026 still apply to the Project, with the refined conditions of approval and annotations to the site plan, and are hereby incorporated by reference.

**SECTION 7.** After considering all of the evidence in the record, the Planning Commission, hereby **APPROVES** the Second Addendum and the Master Use Permit Amendment application subject to the following conditions:

1. The project shall be in substantial conformance with the Annotated Site Plan approved by the Planning Commission on June 14, 2017.
2. The Applicant shall comply with the following modified conditions, which supersede the corresponding conditions in Resolution 14-0026::

**Condition No. 13 (f): Land Use**

RREEF shall provide a two-way vehicle access entrance from Rosecrans Avenue to the Northeast Deck at its approximate northeast corner, connect the Northeast Deck to the lower level culvert parking lot and provide a U-turn or other turn-around option with a minimum outside turning radius of 30 feet, internally connecting the lower level culvert parking lot drive aisles.

**Condition No. 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 the 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 RREEF shall implement the Program and install any required improvements per the approved Program prior to the issuance of the first building permit for any retail portion of the Village Shops or the repurposing of the Macy's Men's store, whichever is first. City may request periodic review and adjustment of the Employee Parking Management Program, in cooperation with RREEF, if needed to ensure the goals of this condition and the Program are being met.

**Condition No. 37: Valet Parking Management Plan**

RREEF 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 construction plans for the North Deck. Any voluntary interim valet parking plan proposed by the applicant shall be submitted for review and approval prior to its implementation. The City will review and approve the Plan and RREEF shall implement the Plan when the North Deck opens, in accordance with the approved implementation schedule in the Plan. If it is determined that the valet parking is not being fully utilized, RREEF may modify or cease providing valet parking with the approval of the Director of Community Development.

**Condition No. 39: Sepulveda Boulevard**

The retention, modification, relocation and/or removal of the existing Fry's driveway off Sepulveda Boulevard that accesses the Northwest Corner may be phased as follows: (a) Until Fry's vacates the site or the completion of the Sepulveda Bridge widening project, whichever comes first, the existing driveway condition (entry and exit, right in and out) may remain; (b) Upon completion of the Sepulveda Bridge widening project, or when Fry's vacates the site, whichever comes first, the driveway must be reconfigured/relocated to be entry, right-in only; (c) if at any time the site is vacant the driveway shall be barricaded from use or removed; (d) 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 RREEF as soon as possible, as determined by the City, unless building plans for Phase III have been approved in

which case the improvements will be installed with the Phase III construction; and (e) if the driveway is removed any future driveway for Phase III – Northwest Corner development shall be entry right-in only. Plans for the driveway modifications or removal/relocation and related improvements shall be submitted to the City and Caltrans and shall include a schedule for completion of the improvement in coordination with and tied to the completion of the Sepulveda Bridge expansion. The City will cooperate with RREEF to secure approvals affecting this Fry's Sepulveda driveway. The driveway modifications or removal/relocation and related improvements shall be completed by RREEF per the approved Plan and schedule. RREEF shall coordinate driveway modifications or removal/relocation with the Sepulveda Bridge widening project.

**Condition No. 40: Rosecrans Avenue**

RREEF 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 160 feet west of the future Cedar Way extension to the easternmost driveway serving the Northeast Deck 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. RREEF 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 Northeast Deck off of Rosecrans Avenue with the submittal of plans for Phase I. RREEF 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 Cedar Way extension and for the easternmost driveway with the submittal of plans for the Northeast Deck. RREEF shall dedicate the property and construct the eastern portion serving as a turn lane into the Northeast Deck per plans approved by the City in connection with the construction of the Northeast Deck. Also in connection with the construction of the Northeast Deck, RREEF shall construct the portion adjacent to the Cedar Way extension.

**Condition No. 48: Marine Avenue-Cedar Way**

The existing driveway access at Marine Avenue and Cedar Way shall be improved to provide one or two inbound lanes and three outbound lanes, and shall be designated 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. RREEF 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 the plans for Phase I. RREEF shall construct the improvements per the plans approved by the City prior to the issuance of the building permit final or certificate of occupancy for the Northeast Parking Deck.

**Condition No. 50(q): Traffic, Circulation, and Parking Plan**

The North Parking Structure shall include a stairway and elevator in the western half of the parking deck to provide external access to all parking levels.

**Condition No. 50(r): Traffic, Circulation, and Parking Plan**

The North Parking Structure shall be limited to G+2, with level 2 set back a minimum of 177 feet from the eastern boundary of the Hacienda building property line, and the western edge of the parking structure’s footprint set back no less than 112 feet from the eastern boundary of the Hacienda building property line (so that the western-most 60 feet of the parking structure essentially is capped at G+1).

**Condition No. 50(s): Traffic, Circulation, and Parking Plan**

A minimum of 580 total parking spaces shall be provided in the Northeast Parking Deck and in the lower level culvert parking lot.

3. The Applicant shall comply with all other conditions of approval contained in Resolution No. 14-0026, unless otherwise modified herein in condition 2.
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.

**PASSED, APPROVED, AND ADOPTED** by the Manhattan Beach Planning Commission at a meeting held on June 14, 2017.

Planning Commission Chair

\_\_\_\_\_

ATTEST:

\_\_\_\_\_  
Planning Commission Secretary

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 June 14, 2017 and that the Resolution was adopted by the following vote:

**AYES:**

**NOES:**

**ABSTAIN:**

**ABSENT:**

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**Anne McIntosh**  
Secretary to the Planning Commission

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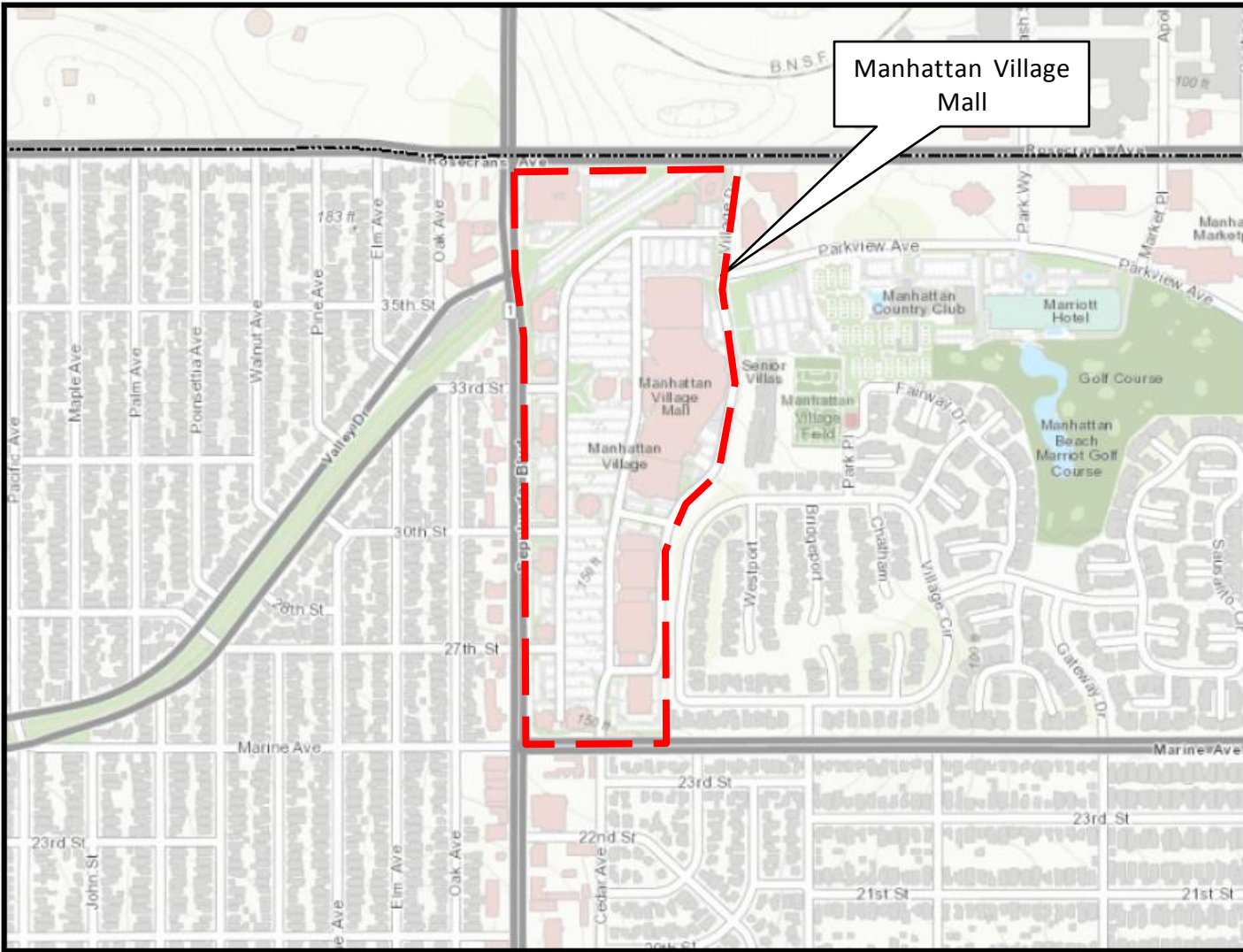
**Rosemary Lackow**  
Recording Secretary

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# Vicinity Map



## City of Manhattan Beach



**EXHIBIT B**  
**PC MTG 6-14-17**

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# MASTER APPLICATION FORM

CITY OF MANHATTAN BEACH #001814-0068  
 COMMUNITY DEVELOPMENT DEPARTMENT

*Office Use Only*  
 Date Submitted: 5/10/17  
 Received By: [Signature]  
 F&G Check Submitted: [Signature]

To Rafael

1180-1200 Rosecrans Avenue, and 2600-3600 Sepulveda Blvd known as Manhattan Village Shopping Center.

Project Address  
 See Attached

Legal Description

Commercial

General Commercial and Community Commercial, Area 2

General Plan Designation

Zoning Designation

Area District

For projects requiring a Coastal Development Permit, select one of the following determinations<sup>1</sup>:

Project located in Appeal Jurisdiction

Project not located in Appeal Jurisdiction

Major Development (Public Hearing required)

Public Hearing Required (due to UP, Var, ME, etc.)

Minor Development (Public Hearing, if requested)

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 checked="" type="checkbox"/> Use Permit (Commercial) | 4330 |
| <input type="checkbox"/> Continuance                         | 4343 | <input checked="" type="checkbox"/> Use Permit Amendment    | 4332 |
| <input type="checkbox"/> Cultural Landmark                   | 4336 | <input type="checkbox"/> Variance                           | 4331 |
| <input checked="" type="checkbox"/> Environmental Assessment | 4225 | <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 |
| <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                              |      |

Trust Deposit  
 (To be submitted 5/16/17)

\$4,972  
 \$70

**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**

Cheryl Hines  
 Name  
 2141 Rosecrans Ave., Suite 6100, El Segundo, CA 90245  
 Mailing Address  
 Owner Representative and Development Manager  
 Applicant(s)/Appellant(s) Relationship to Property  
 Cheryl Hines, Sr. Project Manager, JLL 424-398-9946 / cheryl.hines@am.jll.com  
 Contact Person (include relation to applicant/appellant) Phone number / email  
 2141 Rosecrans Avenue, Suite 6100, El Segundo, CA 90245  
 Address  
 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)**

Amend certain Manhattan Village Shopping Center Master Use Permit Conditions of Approval (Resolution 14-0026)  
 See attached Project Description.

<sup>1</sup> 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~~ Georgia  
 COUNTY OF ~~LOS ANGELES~~ Cherokee

I/We D.J. Saunders 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]  
 Signature of Property Owner(s) - (Not Owner in Escrow or Lessee)

D.J. Saunders  
 Print Name

3414 Peachtree Rd, NE, Suite 950, Atlanta, GA, 30326  
 Mailing Address

404-239-1105 - joseph.saunders@db.com  
 Telephone/email

Subscribed and sworn to (or affirmed) before me this 10<sup>th</sup> day of May, 2017  
 by D.J. Saunders, proved to me

on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature [Signature]  
 Notary Public



## 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 adjustments.

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

<b>Coastal Development Permit</b>	
Public hearing - no other discretionary approval required:	\$ 4,727
Public hearing - other discretionary approvals required:	2,083
No public hearing required - administrative:	1,287
<b>Use Permit</b>	
Use Permit:	\$ 6,207
Master Use Permit:	9,578
Master Use Permit Amendment:	<u>4,972</u>
Master Use Permit Conversion:	4,564
<b>Variance</b>	
Filing Fee:	\$ 6,001
<b>Minor Exception</b>	
Without notice:	\$ 1,434
With notice:	1,929
<b>Subdivision</b>	
Certificate of Compliance:	\$ 1,604
Final Parcel Map + mapping deposit:	520
Final Tract Map + mapping deposit:	720
Mapping Deposit (paid with Final Map application):	500
Merger of Parcels or Lot Line Adjustment:	1,119
Quimby (Parks & Recreation) fee (per unit/lot):	1,817
Tentative Parcel Map (4 or less lots / units) No Public Hearing:	1,291
Tentative Parcel Map (4 or less lots / units) Public Hearing:	3,511
Tentative Tract Map (5 or more lots / units):	4,007
<b>Environmental Review (contact Planning Division for applicable fee)</b>	
Environmental Assessment (no Initial Study prepared):	\$ 215
Environmental Assessment (if Initial Study is prepared):	3,040
Fish and Game/CEQA Exemption County Clerk Posting Fee <sup>2</sup> :	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:	<u>\$ 70</u>

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



# ENVIRONMENTAL INFORMATION FORM

(to be completed by applicant)

CITY OF MANHATTAN BEACH  
COMMUNITY DEVELOPMENT DEPARTMENT

Date Filed: May 11, 2017

### APPLICANT INFORMATION

Name: JLL

Contact Person: Cheryl Hines

Address: 2141 Rosecrans Avenue, Suite 6100, El Segundo, CA 90245

Address: 2141 Rosecrans Avenue, Suite 6100, El Segundo, CA 90245

Phone number: 424-398-9946

Phone number: 424-398-9946

Relationship to property: Owner's agent and development manager

Association to applicant: Sr, Project Manager, JLL

### PROJECT LOCATION AND LAND USE

Project Address: 1180 & 1200 Rosecrans Ave., 2600-3600 Sepulveda Blvd (also known as Manhattan Village Shopping Center)

Assessor's Parcel Number: see attached

Legal Description: see attached

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

Surrounding Land Uses:

North Rosecrans Avenue, commercial

West Sepulveda Blvd, commercial.

South Marine Avenue, commercial, residential

East Village Drive, office, parking, residential

Existing Land Use: Manhattan Village Shopping Center (retail, office, restaurant)

### 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 and community retail, office and service swith uses that operates from 6 am to midnight. The allowed uses and maximum square footage is specified in Resolution 14-0026 dated 2/2/2014.

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

Removed/



## Manhattan Village Shopping Center

### Project Description and Request

Pursuant to Manhattan Beach Municipal Code (the “Municipal Code”) section 10.84.100, RREEF America REIT Corp. BBB II (“RREEF”) requests the approval of refinements of/modifications to certain conditions of approval (the “Adopted Conditions”) contained in City Council Resolution No. 14-0026. City Council Resolution No. 14-0026 approved a Master Use Permit Amendment, Height Variance, and Sign Exception/Program (collectively, the “MUP”) which authorizes the remodeling and expansion of the Manhattan Village Shopping Center (the “Shopping Center”) located at 2600 through 3600 Sepulveda Boulevard and 1220 Rosecrans Avenue (the “Project”).

Given the refinements to the Project design as RREEF prepared final building plans for plan check, and updated Project phasing, RREEF is now requesting certain related refinements and/or modifications to the Adopted Conditions (the “Refined Conditions”). RREEF planned to construct the Project in two phases, with the central area known as the “Village Shops” constituting the previously anticipated first phase of development. RREEF anticipated expanding the existing Macy’s store (the “Macy’s Consolidation”) and constructing the Northeast Parking Structure in the second phase of development. However, the Macy’s Consolidation and construction of the Northeast Parking Structure will now occur in the first phase of development.

Attached to accompany this request is a site plan (the “Updated Site Plan”) substantially similar to the site plan approved by the City in December 2016.<sup>1</sup> The Updated Site Plan, which, if approved as part of this application, will replace the site plan approved by the City in December 2016, refines the square footage tables to provide additional clarity regarding the “Village Shops’ Component” square footage breakdown, adds notes to indicate the planned left turn pockets from Carlotta Way onto 30<sup>th</sup> Street and 27<sup>th</sup> Street and removes notes related to the lower level culvert parking.

The Refined Conditions help facilitate the implementation of the Macy’s Consolidation in the first phase of Project construction and are consistent with the overall intent of the MUP.

### Requested MUP Condition Refinements

RREEF now requests approval of the Refined Conditions (9 in total) to provide additional clarity for project implementation.<sup>2</sup> All mitigation measures specified in the previously certified EIR,<sup>3</sup> as well as the Adopted Conditions set forth in the MUP, continue to apply, except for as modified in the proposed Refined Conditions detailed below.

#### *1. Condition No. 13(f): Land Use*

Proposed Refinement: RREEF shall provide a ~~U-turn, traffic circle, or other connection at the Rosecrans Avenue~~ a two-way vehicle access entrance from Rosecrans Avenue to the Northeast Deck at its approximate northeast corner, connect

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<sup>1</sup> In December 2016, the Director of Community Development approved a modified Project site plan reflecting a number of Project refinements including modified phasing.

<sup>2</sup> The “Proposed Refinements” requested in this application are shown in Underline/Strikethrough against the applicable Condition language approved in the MUP. In those instances where the entirety of the Condition language was not necessary for context, the inapplicable language is not reproduced.

<sup>3</sup> The City certified an Environmental Impact Report (“EIR”) for the Project in December 2014.



the Northeast Deck is to the lower level culvert parking lot and provide a U-turn or other turn-around option with a minimum outside turning radius of 30 feet, to internally connecting the lower level culvert parking lot drive aisles.

**2. Condition No. 36: Employee Parking Management Program**

Proposed Refinement: 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 the 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 RREEF shall implement the Program and install any required improvements per the approved Program prior to the issuance of the first building ~~final~~ permit for any retail portion of the Village Shops or the repurposing of the Macy's Men's store, whichever is first Phase-I. The City may request periodic review and adjustment of the Employee Parking Management Program, in cooperation with RREEF, if needed to ensure the goals of this condition and the Program are being met.

**3. Condition No. 37: Valet Parking Management Plan**

Proposed Refinement: RREEF 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 construction plans for Phase-I the North Deck. Any voluntary interim valet parking plan proposed by the applicant shall be submitted for review and approval prior to its implementation. The City will review and approve the Plan and RREEF shall implement the Plan when the North Deck opens, in accordance with the approved implementation schedule in the Plan. If it is determined that the valet parking is not being fully utilized, RREEF may modify or cease providing valet parking with the approval of the Director of Community Development.

**4. Condition No. 39: Sepulveda Boulevard**

Proposed Refinement: The retention, modification, relocation and/or removal 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~~ Until Fry's vacates the site or the completion of the Sepulveda Bridge project, whichever comes first, the existing driveway condition (entry and exit, right in and out) may remain; (b) ~~At the end of 2016, Upon completion of the Sepulveda Bridge widening project 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)

(c) if at any time the site is vacant the driveway shall be barricaded from use or removed; ~~(e)~~ (d) 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 RREEF as soon as possible, as determined by the City, unless building plans for Phase III have been approved in which case the improvements will be installed with the Phase III construction; and ~~(f)~~ (e) 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, P~~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 City will cooperate with RREEF to secure approvals affecting this Fry's Sepulveda driveway. The driveway modifications or removal/relocation and related improvements shall be completed by RREEF per the approved Plan and schedule. RREEF shall coordinate driveway modifications or removal/relocation with the Sepulveda Bridge widening project.

**5. Condition No. 40: Rosecrans Avenue**

Proposed Refinement: RREEF 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 160 feet west of the future Cedar Way extension to the easternmost driveway serving the ~~lower level parking~~ Northeast Deck 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. RREEF 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 Northeast Deck off of Rosecrans Avenue ~~lower level parking driveway~~ with the submittal of plans for Phase I. RREEF 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 Cedar Way extension ~~with Phase II~~ and for the easternmost driveway with the submittal of plans for ~~Phase II~~ the Northeast Deck, ~~or six months following the vacation of Fry's from the site, whichever comes first~~. RREEF shall dedicate the property and construct the eastern portion serving as a turn lane into the Northeast Deck ~~lower level parking driveway~~ per plans approved by the City in connection with the construction of ~~Phase I~~ the Northeast Deck. Also ~~in~~ connection with the construction of ~~Phase II~~ the Northeast Deck, RREEF shall construct the portion adjacent to the Cedar Way extension.

**6. Condition No. 48: Marine Avenue-Cedar Way**

Proposed Refinement: The existing driveway access at Marine Avenue and Cedar Way shall be improved to provide one or two inbound lanes and three outbound lanes, and shall be designated 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. RREEF 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 the plans for Phase I. RREEF shall construct the improvements per the

plans approved by the City prior to the issuance of the final a certificate of occupancy for the Northeast Parking Deck~~Phase I~~.

**7. Condition No. 50(q): Traffic, Circulation, and Parking Plan**

Proposed Refinement: The North Parking Structure shall include a stairway and elevator ~~on~~ in the western side half of the parking deck to provide external access to all parking levels.

**8. Condition No. 50(r): Traffic, Circulation, and Parking Plan**

Proposed Refinement: The North Parking Structure shall be limited to G+2, with level 2 set back ~~90~~ a minimum of 177 feet from the eastern boundary of the Hacienda building property line, and the western edge of the parking structure's footprint set back no less than 112 feet from the eastern boundary of the Hacienda building property line (so that the western-most ~~90~~ 60 feet of the parking structure essentially is capped at G+1).

**9. Condition No. 50(s): Traffic, Circulation, and Parking Plan**

Proposed Refinement: A minimum of 580 total ~~Thirty additional~~ parking spaces shall be provided in the Northeast Parking Deck and on the west side of in the lower level culvert parking lot with pedestrian access to the 3500 Sepulveda building.

**Consistency with Required Findings**

***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.***

As detailed in City Council Resolution No. 14-0026, the Project Site is located within Area District II and, with the exception of the northwest portion of the Project Site, is zoned Community Commercial (CC).<sup>4</sup> The purpose of the CC zoning district is to provide sites for planned commercial centers that 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. CC zoning permits retail support facilities such as entertainment and eating and drinking establishments, subject to certain limitations to avoid adverse effects on adjacent uses. When it approved the MUP, the City Council concluded that the Project was consistent with the purposes of the CC zone.

The Refined Conditions will ensure that the Project continues to be consistent with the purposes of the CC zone. Importantly, the Refined Conditions will help facilitate the implementation of the Macy's Consolidation in the first phase of Project construction to ensure its completion as a vital Project component. Accelerating the Macy's Consolidation will further improve the viability of a wide variety of uses, such as retail, services, restaurants, grocery store, banks and offices that will continue to be provided on the Project Site. Also, implementing the Macy's Consolidation in the first phase ensures that the Project will maintain and enhance its character as a planned commercial center that offers a different and complementary shopping experience to downtown Manhattan Beach. This supports consistency with the purposes of the Commercial Districts, as stated in

<sup>4</sup> The northwest corner of the site (3.6 Acres Fry's site) is zoned General Commercial (CG). The portion of the application relating to that corner is part of the proposed Phase III. The City is not approving Phase III at this time.



Municipal Code Section 10.16.010, because it will 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. Facilitating the Macy's Consolidation in the Project's first phase will also strengthen the City's economic base and protect small businesses that serve City residents.

The Project will continue to expand on the wide variety of uses and services already provided the Shopping Center, while providing more diversity and options for the customer. The Refined Conditions do not change the allowed restaurant or medical or dental office square footage limits, and do not amend any Condition related to allowed uses or allowed square footage. The Project's architectural style and design features remain compatible with the existing Shopping Center and the City's beach community character.

One of the purposes of the Commercial Districts is to ensure that the appearance and effects of commercial buildings and uses are harmonious with the character of the area in which they are located. Consistent with the City Council's findings when it approved the Project, the Project will continue to mesh seamlessly with existing structures while also updating the Shopping Center aesthetic by providing contemporary architecture. The Project buildings are consistent in height with the existing buildings, and the refined parking structures are architecturally designed to reflect the rhythm and design features of the commercial buildings.

Another one of the purposes of the Commercial Districts is to ensure the provision of adequate off-street parking and loading facilities. The Project now contemplates providing a total of 2,738 spaces within the parking garages and surface parking lots, resulting in a parking ratio of 4.23 spaces per 1,000 square feet of GLA, as compared to the prior plan's parking supply of 2,712 spaces at ratio of 4.16 spaces per 1,000 square feet. The Refined Conditions facilitate development of the Project as currently contemplated and help improve overall traffic circulation within the Project site to increase the convenience and overall experience of the public when visiting the Shopping Center.

Finally, the Refined Conditions will not impact (and will, in some cases, enhance) the Project's consistency with each of the eleven development criteria outlined in the Sepulveda Boulevard Development Guide. The Project will still provide reciprocal access, right-turn pockets, driveway throats, sidewalk dedication, and appropriate building orientation, while ensuring positive visual aesthetics and pedestrian access and minimizing residential nuisances. Further, the Project will continue to utilize appropriate landscaping and signage and will underground new construction utilities.

- 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.***

*The Project is Consistent with the General Plan*

The Shopping Center is designated "Manhattan Village and General Commercial" in the Land Use Element of the City of Manhattan Beach General Plan. This designation reflects the unique nature of the subject property as the largest retail development in the City. When it approved the Project, the City Council concluded that the Project was consistent with the Goals and Policies outlined in the City's General Plan. As explained below, the refinements to the Conditions will not impact this prior consistency determination and will facilitate the enhancement of the Project's consistency with the General Plan's five categories of Goals and Policies.

## 1. Land Use

The Revised Conditions help facilitate the development of the Macy's Consolidation in the Project's first construction phase. The Macy's Consolidation ensures that the Shopping Center will maintain its viability as a regional serving shopping district pursuant to General Plan Land Use Goal 8. Further, given the efforts to promote the expansion of the anchor tenants (including by moving forward with the Macy's Consolidation in the Project's first phase), the Project will preserve and enhance the features of a planned commercial center, thereby preserving the unique features of this commercial neighborhood and not intruding on the unique features of other commercial neighborhoods.

The Project design will continue to utilize quality materials and continue to provide visually interesting architecture, while facilitating a diverse mix of uses and services that residents and patrons can enjoy year round.

The Project, including the refined buildings and open space areas reflected in the Updated Site Plan, continues to create hubs of activity that are mindful of resource usage such as landscape placement and facilitate community gathering places that reflect the unique culture of the city. The refined Project design continues to utilize buffer zones, appropriately located uses, and smart site planning to ensure compatibility with surrounding land uses. Further, the Project continues 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 at the Shopping Center.

In addition, the City Council previously determined that the design and operational Project components regarding noise, lighting, signage, odors, parking, architectural articulation, and circulation are consistent with the Sepulveda Development Guide and are either a part of the Project or the subject of Conditions to limit any potential impacts. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures that limit these potential impacts.

For all of these reasons, the Project remains consistent with the Land Use Goals and Policies identified by the City Council when approving Resolution No. 14-0026.

## 2. Infrastructure

When approving the Project, the City Council recognized that 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 Shopping Center.

The Refined Conditions insure that the proposed on- and off-site improvements will result in significantly improved on- and off-site traffic circulation and parking during each of the Project's construction phases. The Project will continue to unite the Fry's and other Shopping Center parcels and improve traffic circulation for cars, bikes and pedestrians. The Refined Conditions will ensure that each of these improvements occurs at the appropriate time during Project construction.

The Project will continue to utilize bio-filtration, landscaping, and Best Management Practices during construction to reduce soil loss, sedimentation and dust/particulate matter air pollution, all of which support consistency with the Infrastructure Goals and Policies identified in Resolution No. 14-0026. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures that ensure these protections.

### 3. Community Resources

When approving the Project, the City Council found that (1) building the Project to a U.S. Green Building Council Leadership in Energy and Environmental Design (LEED) Silver or equivalent standard, (2) protecting and enhancing of existing landscape and mature trees, and (3) enhancing and promoting of alternative transportation to and from the Shopping Center, all supported the Project's consistency with the applicable Community Resources Policies. The City Council further determined that the Project's additional sustainable and energy-efficient Project components including (1) potable water use reduction of at least 20%, (2) Electrical Vehicle charging stations, (3) reduction in the use of utilities, and (4) minimized generation of non-recyclable waste further supported such consistency. The Project will continue to incorporate these community resource enhancing features, ensuring continued consistency with the applicable policies. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures that support consistency with the applicable Community Resources Policies.

### 4. Community Safety

The Project will continue to be consistent with the Community Safety policies. The Project will utilize private security guards that will coordinate closely with the City Police Department and regular security patrols will be tailored to the Project. Further, there are no modifications to those Adopted Conditions that require the Project to (1) comply with City Fire Department requirements to insure that bridge heights, building heights and roadway widths allow emergency vehicle access safely throughout the Project site; and (2) provide adequate water distribution and ensure supply facilities have adequate capacity and reliability to supply both everyday and emergency fire-fighting needs. Response times for both Police and Fire will continue to meet or exceed current levels. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures designed to ensure and enhance community safety.

### 5. Noise Element

The Project will continue to be consistent with the General Plan's noise element. The Refined Conditions will not implicate any of the design features, Adopted Conditions, or EIR mitigation measures included in the Project's approval adopted to ensure that there would be no unmitigated construction or operational impacts on surrounding commercial and residential receptors. There is no request to modify the limited construction hours, and construction will still be phased to minimize synergistic noise that could exceed codified standards.

*There will be no Detriment to 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, or to Properties or Improvements in the Vicinity or to the General Welfare of the City*

In approving the Project, the City Council concluded that the Project, as conditioned (including the construction and the on-going physical and operational upgrades associated with tenant improvements and redevelopment across the entire Project Site), was designed to minimize impacts to neighboring uses and would not be detrimental to properties or improvements in the vicinity or to the general welfare of the City.

Project features continue to include appropriate scale, layout, massing, articulation, height, architectural design and details of the buildings, parking structures, lighting design, signage design, LEED sustainability or equivalent features, as well as pedestrian, bike, and transit linkages all of which are intended to ensure compatibility with surrounding uses. The Refined Conditions ensure that these features will be implemented at the appropriate times and places to coincide with the

various construction phases. The Refined Conditions will not diminish protections in the Project's design, Adopted Conditions, or EIR Mitigation Measures implemented to 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.

Further, the Adopted Conditions continue to ensure that there are no detrimental impacts through off-site improvements to the surrounding roadway network and the still-contemplated roadway dedication, improvements, and fair-share contributions will improve the regional roadway networks surrounding and servicing the Project site. As previously concluded by the City Council, these improvements will enhance safety, better accommodate emergency vehicles, improve flow of traffic, and improve the regional transportation network on surrounding arterials. The Refined Conditions ensure that these improvements occur at the appropriate time during the Project's construction.

In addition, the Project continues to be sensitive to nearby properties with respect to aesthetic design, site planning, building layout, and parking structures, and the Project design, Adopted Conditions, and EIR Mitigation Measures related to traffic, parking, noise, security, landscaping, lighting, signage, utilities, and other provisions will continue to ensure that the Project will not adversely impact nearby properties. The Refined Conditions do not require changes to those Adopted Conditions or Project design features designed to minimize impacts to neighboring uses, and, as such, the Project will not be detrimental to public health, safety or welfare of persons residing or working on the Project Site or in or adjacent to the neighborhood of that Site.

***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.***

The Refined Conditions will not impact the Project's compliance with Title 10 of the Municipal Code. As explained above, existing and proposed improvements authorized by the MUP will be developed in accordance with the purpose and standards of the CC zone. The Project continues to propose a variety of retail, restaurant, office, and specialty uses and continues to contemplate parking and landscaping at a rate above that required by the Municipal Code. Finally, the Project phasing adjustments to develop the Macy's Consolidation in the first phase ensures consistency with Municipal Code Section 10.16.010, which provides that the CC zone shall be for planned commercial centers and that entertainment and eating and drinking facilities shall be for support, not primary uses. For additional support for the Project's consistency with this Finding, see the discussions above for Finding 1 and Finding 2.

***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.***

The Project will not result in adverse impacts to nearby properties and will be sensitive to nearby properties with respect to aesthetic design, site planning, building layout, and parking structures. The Project EIR fully analyzed the potential environmental impacts of the Project and determined that the Project would not have the potential to create a significant environmental effect on any environmental resource except with respect to aesthetics/visual quality (construction and operation), light/glare (construction and operation), construction-related regional air emissions, hazards and

hazardous materials (construction and operation), construction noise, fire protection (construction and operation), police protection (construction and operation), and construction-related traffic and parking. With respect to these potentially significant impacted areas and resources, the EIR identified feasible mitigation measures that would reduce each impact to a less than significant level. Further, as detailed in the Addendum prepared in the context of the Director's 2016 approval of the substantially similar site plan, all impacts from the Updated Site Plan are the same as, or less than, the impacts of the Project as previously approved. The Refined Conditions do not require any changes to any Adopted Conditions or EIR Mitigation Measures that would diminish these protections. As such, the Project remains consistent with this Finding.

City of Manhattan Beach Environmental Information Form  
And Master Application Form

Manhattan Village Shopping Center  
Master Use Permit Amendment

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  
Master Use Permit Amendment

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  
Master Use Permit Amendment

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 QRE 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  
Master Use Permit Amendment

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  
Master Use Permit Amendment

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  
Master Use Permit Amendment

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.

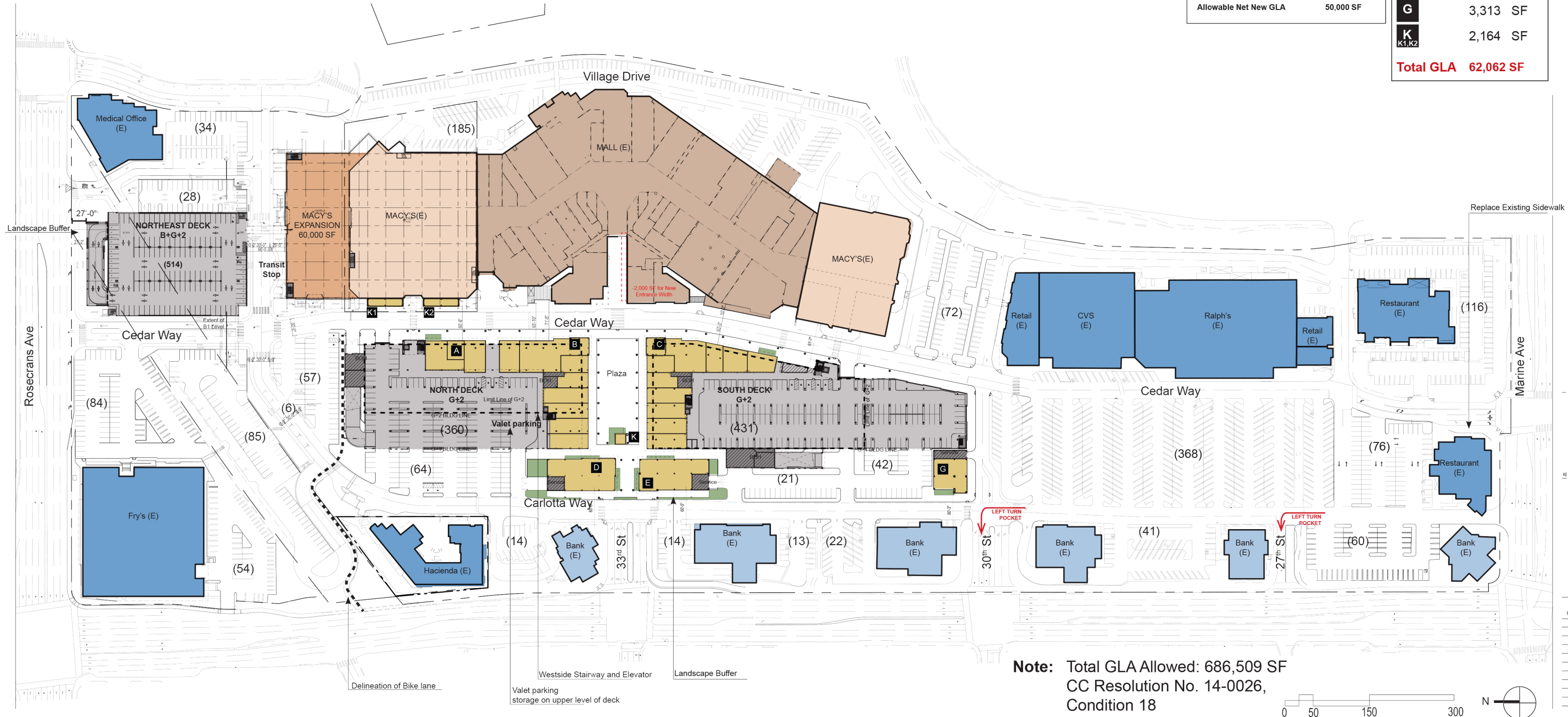
APN(s): 4138-020-033; 4138-020-034; 4138-020-003; 4138-020-004; 4138-020-005; 4138-020-006; 4138-020-007; 4138-020-008; 4138-020-009; 4138-020-013; 4138-020-015; 4138-020-016; 4138-020-017; 4138-020-018; 4138-020-019; 4138-020-020; 4138-020-021; 4138-020-022; 4138-020-023; 4138-020-027; 4138-020-030;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

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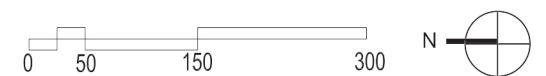
# MANHATTAN VILLAGE OVERALL SITE PLAN

EXHIBIT C (con't)  
PC MTG 6-14-17

<b>MVSC TOTAL Existing GLA</b>	<b>572,837 SF</b>	<b>MVSC Required Parking @ 4.10</b>	<b>2,669</b>	<b>Village Components GLA:</b>	
<b>Total Building Demo</b>	<b>(-41,342 SF)</b>	<b>MVSC Actual Parking/ Plan</b>	<b>2,738</b>	<b>A</b>	<b>5,394 SF</b>
Macy's Men's De-commissioned Area	(-7,656 SF)	<b>MVSC Parking Ratio</b>	<b>4.23</b>	<b>B</b>	<b>18,298 SF</b>
<b>Total Village GLA</b>	<b>62,062 SF</b>	<b>Total Village GLA</b>	<b>62,062 SF</b>	<b>C</b>	<b>19,841 SF</b>
Macy's Expansion	60,000 SF	<b>Demo CPK Bldg (J1,J2,H1,H2)</b>	<b>(-13,955 SF)</b>	<b>D</b>	<b>5,938 SF</b>
<b>MVSC Total GLA</b>	<b>645,901 SF</b>	<b>Net New GLA</b>	<b>48,107 SF</b>	<b>E</b>	<b>7,114 SF</b>
		<b>Allowable Net New GLA</b>	<b>50,000 SF</b>	<b>G</b>	<b>3,313 SF</b>
				<b>K</b>	<b>2,164 SF</b>
				<b>Total GLA</b>	<b>62,062 SF</b>



**Note:** Total GLA Allowed: 686,509 SF  
CC Resolution No. 14-0026,  
Condition 18





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CITY COUNCIL RESOLUTION NO. 14-0026

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

**THE MANHATTAN BEACH CITY COUNCIL HEREBY RESOLVES, DETERMINES AND FINDS AS FOLLOWS:**

SECTION 1. On November 7, 2006, RREEF America Reit Corp BBB II ("RREEF" hereinafter) applied for land use entitlements for improvements (the "Project") to an 18.4-acre portion (the "site") of the 44-acre Manhattan Village shopping center ("Shopping Center") located at 3200 – 3600 North Sepulveda Boulevard, Manhattan Beach. RREEF seeks to: construct new retail and restaurant gross leasable area and three parking structures; reconfigure existing surface parking areas; and install signs to identify and advertise the businesses within Shopping Center. The Manhattan Beach Municipal Code ("MBMC" or "Code") requires an amendment to the existing Master Use Permit, a height variance, and an amendment/exception to the existing Master Sign Program to permit the application.

SECTION 2. The site is designated "Manhattan Village and General Commercial" in the Land Use Element of the City's General Plan and, with the exception of the 3.6 acres northwest corner, is zoned Community Commercial (CC). The subject property is surrounded by a mixture of commercial, residential and senior housing uses.

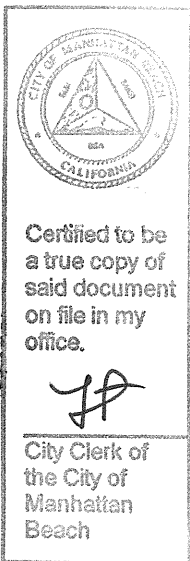
SECTION 3. Three property owners own a portion of the site: (a) 3500 Sepulveda LLC ("3500 Sepulveda" hereinafter) owns 0.7 acres where the Hacienda building is located; (b) Bullocks Properties Corp. ("Macy's" hereinafter) owns 1.9 acres where Macy's main department store is located; and (c) RREEF owns the balance of the site.

SECTION 4. Since 2006, RREEF and its team of consultants have met with neighbors, tenants, adjacent property owners, staff, and community leaders to review the proposed Project and to make revisions to address concerns, as well as the needs of a changing consumer market.

SECTION 5. After conducting duly noticed public hearings on the Project on June 27, 2012, October 3, 2012, March 13, 2013, April 24, 2013, May 22, 2013, June 26, 2013 and July 24, 2013, and requiring changes to the Project, the Planning Commission certified the EIR on June 26, 2013 and approved the Project, as modified by the Commission, on July 24, 2013.

SECTION 6. On August 6, 2013, 3500 Sepulveda appealed the Commission's approval of the Project, asserting that the Commission did not make "all of the required findings, the findings are not supported with sufficient evidence and the conditions of approval are insufficient." In addition, RREEF filed an "appeal in part" "to preserve administrative remedies related to specific "Conditions of Approval."

SECTION 7. On September 3, 10, and 17, October 8 and November 12, 2013, the City Council held duly noticed public hearings *de novo* to consider RREEF's application for an amendment to the existing Master Use Permit, a height variance, and amendment to the Master Sign program/sign exceptions. In addition, the Council held duly noticed public meetings on August 6, 2013 and January 14, 2014 to consider



**EXHIBIT D  
PC MTG 6-14-17**

the application. Evidence, both written and oral, was presented to the Council. All persons wishing to address the City Council regarding the Project were given an opportunity to do so at the public hearings. Representatives of RREEF and Macy's, residents and local business owners spoke in favor of the Project. Representatives of 3500 Sepulveda LLC and other persons spoke in opposition to the Project on various grounds.

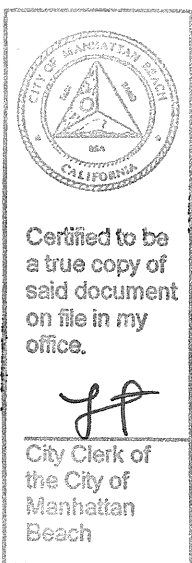
**SECTION 8.** On January 14, 2014, the City Council provided another opportunity for representatives of RREEF and 3500 Sepulveda LLC, and all other interested persons, to comment on the Project. After providing that opportunity, the Council adopted a motion to direct staff to draft resolutions for the Council to consider certifying the Environmental Impact Report ("EIR") and approving Phases I and II of the proposed Project, subject to requiring:

- A. Coordination of Phases I and II to ensure that Macy's is consolidated.
- B. Elimination of 10,000 square feet from Phase 1.
- C. Redesign of the Phase I "North Parking Structure."
- D. Consolidation of Macy's prior to the issuance of building permits for Phase II.
- E. Submittal by Macy's of a commitment letter.
- F. Installation of the Cedar Way extension to Rosecrans Avenue as part of Phase II.
- G. Negotiations in good faith with Fry's so it remains on the site.
- H. Provision of a bond or other satisfactory security for traffic improvements.
- I. The architectural elements, details, water features, landscaping, hardscaping, and plaza to be similar to the concept renderings.
- J. Commissioning of an Oak Avenue traffic study for a cost not to exceed \$20,000.
- K. Compliance with all of the other conditions that were imposed and previously approved by the Planning Commission.

**SECTION 9.** In accordance with the Council's motion, RREEF refined and modified the Project and submitted revisions to the Project plans. Such revisions were attached to the May 20, 2014 staff report as Attachment 9. The matrix comparing (a) the Project as analyzed by the EIR to (b) the revisions to the plan reflecting the modifications and refinements requested by the Planning Commission and the City Council was attached to the May 20, 2014 staff report as Attachment 3.

**SECTION 10.** The City's independent environmental consultant Matrix Environmental ("Matrix") and independent traffic consultant Gibson Transportation Consulting, Inc. ("GTC") have reviewed the revisions to the plans. In close consultation with GTC, Matrix has prepared a comparative environmental analysis, entitled, "Analysis of Proposed Modifications to the Manhattan Village Shopping Center Improvement Project," dated April 2014 ("April 2014 Analysis"). Such analysis is in the Final EIR, Volume II. The analysis concluded that the refined and modified Project would not result in greater impacts than were identified for the Project as originally analyzed in the EIR, and that all of the potential environmental impacts associated with the proposed modifications are within the scope of the potential impacts already evaluated in the EIR. It also recommended that only two Mitigation Measures be modified due to the refinements and modifications. Thus, no new impacts have been identified; two mitigation measures have been slightly revised; and no new mitigation measures are required for implementation of the refined and modified Project.

**SECTION 11.** The City Council held a public hearing on April 29, 2014 to review the refinements and modifications to the Project, the April 2014 Analysis, the draft resolutions and the proposed conditions of approval. All persons wishing to address the City Council regarding the Project, including representatives of RREEF and 3500 Sepulveda, were given an opportunity to do so at the public hearing. The City Council invited public comment on, *inter alia*, the refined and modified Project, the draft resolutions and the draft conditions of approval. The City invited representatives





of 3500 Sepulveda to provide comments. Principal Mark Neumann and two attorneys spoke for over thirty minutes and presented two letters and a slide show presentation. Mr. Neumann emphasized that he was trying to protect 3500 Sepulveda's property rights. After the conclusion of the public testimony, the City Council closed the public testimony portion of the public hearing, and continued the hearing to May 20, 2014.

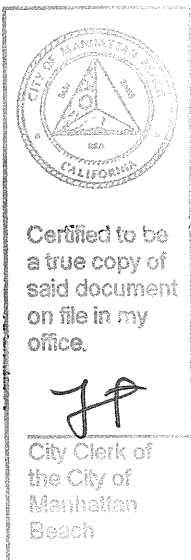
SECTION 12. On May 20, 2014, the City Council provided another opportunity for the public, including representatives of 3500 Sepulveda, to comment on the draft resolutions and the conditions attached to Resolution 14-0026. After the public provided comments, the Council made a motion to return with resolutions to certify the EIR and to approve the project, subject to all the conditions in the draft resolution and additional conditions.

SECTION 13. On December 2, 2014, the City Council provided another opportunity for the public, including representatives of 3500 Sepulveda to comment on the draft resolutions and the conditions attached to Resolution 14-0026. After that opportunity, the City Council adopted Resolution 14-0025, thereby: (1) certifying the Final EIR; (2) making findings in support thereof; and (3) adopting a Mitigation Monitoring and Reporting Program for the Project, as refined and modified. Resolution 14-0025 is hereby incorporated herein as if set forth in full.

SECTION 14. Based upon substantial evidence in the record of the above-mentioned proceedings and pursuant to Manhattan Beach Municipal Code ("MBMC") Section 10.84.060A, the City Council finds:

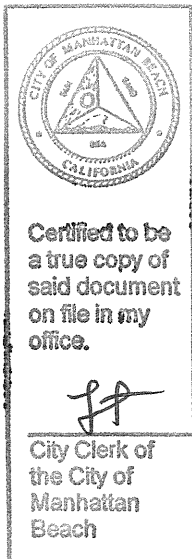
**1. The proposed location of the use is in accord with the objectives of this title and the purposes of the district in which the site is located;**

- a. The site is located within Area District II and, with the exception of the northwest corner described below, is zoned Community Commercial (CC). 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 northwest corner of the site (3.6 Acres Fry's site) is zoned General Commercial (CG). The portion of the application relating to that corner is part of the proposed Phase III. The City is not approving Phase III at this time.
- b. As described below, the Project is consistent with the purpose of the CC zone.
  - i. As conditioned to ensure the expansion of the anchor tenant spaces in Phase II and to promote the opportunity for an additional anchor tenant, the project will improve the viability of 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. As conditioned to ensure the expansion of the anchor tenant spaces in Phase II and to promote the opportunity for an additional anchor tenant, the Project will aid in attracting and maintaining a diverse mix of high-quality tenants to provide a broad range of shopping and dining



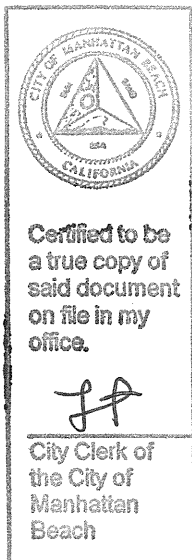
- options with enhanced amenities to serve the needs of the community and ensure the continued success of the shopping center.
- iv. Bars, convenience stores, gyms, liquor stores and similar uses will not be allowed as the traffic and/or parking demands for those uses would exceed the on-site capacity, 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. Thus, the maximum amount of square footage allowed for restaurant uses is 89,000 square feet.
- vi. Medical and Dental offices will be limited in square footage. Exceeding 28,800 square feet (7,000 square feet above the existing square footage) would increase the parking demand and would exceed the on-site capacity, which could cause adverse impacts on the site, adjacent uses and the surrounding street systems. Thus, the maximum amount of square footage allowed for medical and dental offices is 28,800 square feet.
- c. As described below, the proposed location is consistent with the purposes of the Commercial Districts, as stated in MBMC Section 10.16.010.

- i. ***One of the purposes of the Commercial Districts is to 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.*** Given the combination of uses expected to be included in the Project, including expanded commercial center anchor tenants, high-end retail, and restaurant uses, the Project will continue to provide a full range of office, retail, service and other commercial uses on the site, and will expand those commercial opportunities. The proposed Project provides commercial opportunities for residents and visitors to the City, while also enhancing connections to the existing infrastructure such as the extension of Cedar Way.
- ii. ***One of the purposes of the Commercial Districts is to strengthen the City's economic base, but also protect small businesses that serve City residents.*** As conditioned to ensure the expansion of anchor tenant space and to promote the opportunity for an additional anchor tenant by consolidating the Macy's retail operation, the project will not be limited to the development of a smaller scale outdoor shopping experience that might compete with small businesses in the downtown commercial area. With the conditions to promote development of Phase II of the project, the project will maintain and enhance its character as a planned commercial center that offers a different and complementary shopping experience to downtown and therefore the project, as conditioned, protects small



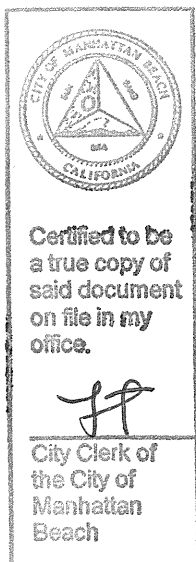
businesses that serve City residents. Without the conditions to ensure Phase II is constructed, the City Council could not make this finding.

- iii. Due to the scale of the development, there is also 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. These retail uses will be encouraged by improving the strength of the anchor tenants as proposed in Phase II of the Project. Small businesses will continue to be provided in Downtown, the North End and other commercial areas with smaller sites. By improving the shopping experience, the enhanced shopping center is expected to strengthen the local economy and generate increased sales tax revenue.
- iv. ***The purpose of the Commercial Districts also include the creation of suitable environments for various types of commercial and compatible residential uses, the protection of those uses from the adverse effects of inharmonious uses, and the minimization of impacts of commercial development on adjacent residential districts.*** As conditioned to ensure the expansion of the anchor tenant spaces in Phase II and to promote the opportunity for an additional anchor tenant, the project promotes the maintenance of a suitable environment for a planned commercial center that does not exist elsewhere in Manhattan Beach. There are no residential uses on the site. In addition, 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. For example, the height of the above-grade parking lots has been scaled back and will be buffered by mature landscaping. In addition, the circulation plan encourages traffic to enter and exit from Rosecrans and Sepulveda. The Project's pedestrian and bicycle improvements will create improved linkages internally and to the surrounding community.
- v. ***One of the purposes of the Commercial Districts is to 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, because the proposed additions are intended to mesh seamlessly with existing structures while also updating the aesthetic by providing contemporary architecture. The buildings are consistent in height with the existing buildings, and the parking structures are architecturally designed to reflect the rhythm and design features of the commercial buildings. The design also seeks to minimize the scale of the buildings to fit the scale of the surrounding area.
- vi. ***One of the purposes of the Commercial Districts is to 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 shall be located in close proximity to stores, and shall be adequate in size and number.

- 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**—Right-turn pockets shall be provided internally 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, provide for a right-turn/deceleration lane at 33<sup>rd</sup> Street, and allow the future Sepulveda bridge widening to function effectively.
  - iii. **Driveway Throats**—Driveway throats will 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 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**—Residential nuisances will be minimized through Project design and conditions related to lighting, landscaping, traffic, multi-modal transportation, design, and allowed land uses.
  - viii. **Pedestrian Access**—Pedestrian access will be 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**—There shall be 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**—Utility undergrounding will be required 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;***

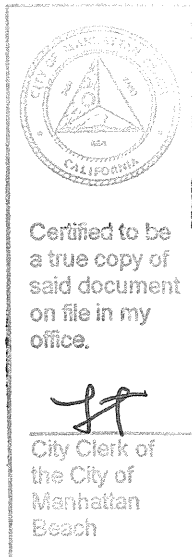
- a. The Project is consistent with the following Goals and Policies of the General Plan: A summary of the reasons for consistency are provided for each of the five categories.

**Land Use**

The primary purpose of the project is to improve the site to support the remodeling and upgrading needs of businesses within the regional serving commercial center and maintain its viability. As conditioned to ensure the expansion of the anchor tenant spaces in Phase II and to promote the opportunity for an additional anchor tenant, the project ensures that the Shopping Center will maintain its viability as a regional serving shopping district pursuant to General Plan Land Use Goal 8 and, as conditioned to promote the expansion of the anchor tenants, the project will preserve and enhance the features of a planned commercial center, thereby preserving the unique features of this commercial neighborhood and not intruding on the unique features of other commercial neighborhoods.

The MVSC enhancements will also 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 such as landscape placement 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 consistent with the Sepulveda Development Guide and 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 with private landscaped open space 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.

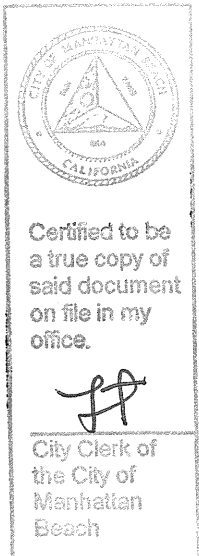
- Policy LU-1.2: Require the design of all new construction to utilize notches, balconies, rooflines, open space, setbacks, landscaping, or other architectural details to reduce the bulk of buildings and to add visual interest to the streetscape.
- Goal LU-2: Encourage the provision and retention of 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.
- 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.
- Goal LU-4: Preserve the features of each community neighborhood, and develop solutions tailored to each neighborhood's unique characteristics.
- 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-8.2: 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 shopping center.

A significant number of on- and off-site 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 run-off due to the

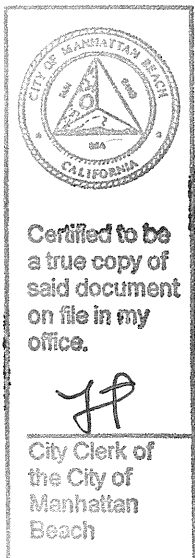


existence of the underlying hydrocarbon contamination and achieve clean storm water run-off prior to reaching the public storm drain system.

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. 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-1.9: 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-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-2.7: 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**

RREEF has committed to build the project to a U.S. Green Building Council Leadership in Energy and Environmental Design (LEED) Silver standard, or equivalent, as required by the Municipal Code. Protection and enhancement 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 waste.

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.

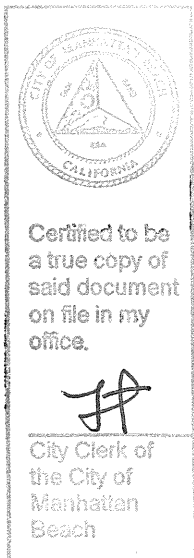
Policy CR-5.11: Support sustainable building practices.

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. RREEF 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.

Security cameras shall be installed throughout each of the new parking structures and the surface parking lots for added security and crime prevention. As conditioned, RREEF shall: (1) comply with City Fire Department requirements to insure that bridge heights, building heights and roadway widths allow emergency vehicle access safely throughout the Project site; and (2) provide adequate water distribution and ensure supply facilities have adequate capacity and reliability to supply both everyday and emergency fire-fighting needs. 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-3: Maintain a high level of City emergency response services.
- 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.

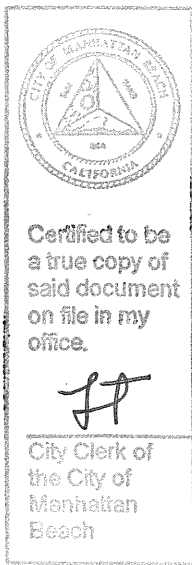
**Noise Element**

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.

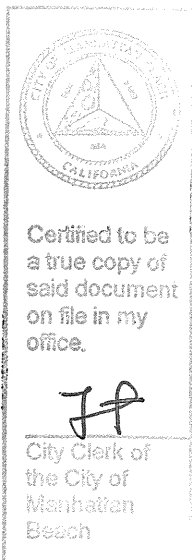
- b. The proposed location of the improvements and the proposed conditions under which it will be operated and maintained will not be detrimental to the public health, safety or welfare of persons residing or working on the proposed Project site or in or adjacent to the neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the City because:
  - i. The Project, as conditioned, 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 to neighboring uses. The conditions of approval for the Project will ensure that the Project is not detrimental to persons or property.
  - ii. The features incorporated into the Project will ensure that there are no detrimental impacts. Such features 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, including Sepulveda Boulevard and Rosecrans Avenue, the largest arterials in the City. Providing roadway dedication, improvements, and fair-share contributions will improve the regional roadway networks surrounding and servicing the Project site. The improvements will enhance safety, better 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.



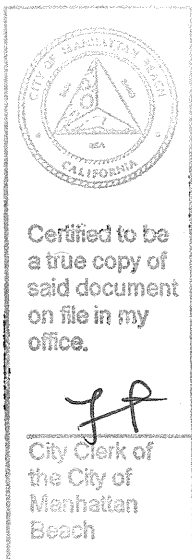
**3. The proposed use will comply with the provisions of Manhattan Beach Municipal Code Title 10, including any specific condition**

**required for the proposed use in the district in which it would be located.**

- a. Existing and proposed improvements within the site are, or will be, developed in accordance with the purpose and standards of the CC Zoning District. 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 the Municipal 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 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 Resolution.
- d. Conditions of approval, including specifically conditions to ensure the construction of Phase II, which will include the expansion of anchor tenants, will ensure consistency with Municipal Code Section 10.16.010 that provides that the CC zone shall be for planned commercial centers and that entertainment and eating and drinking facilities shall be for support, not primary uses.

**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 Project will not result in adverse impacts to nearby properties because the Project, as conditioned herein, will be sensitive to nearby properties with respect to aesthetic design, site planning, building layout, and parking structures.
- b. The conditions of approval related to traffic, parking, noise, security, landscaping, lighting, signage, utilities, and other provisions will ensure that the Project will not adversely impact nearby properties.
- 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 – i.e., the 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 200 feet from existing or proposed lighting in the Project area. Lighting also will be screened by mature vegetation, oblique orientation of buildings, light standards, LED fixtures with shielding and direct (not

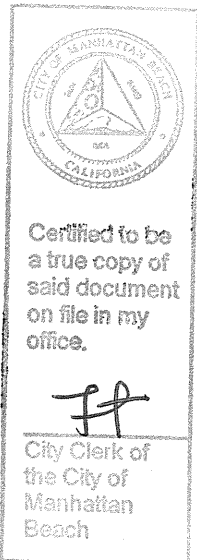


dispersed) lighting patterns, as well as screening by existing buildings. Buffering also is achieved by the difference in ground elevation relative to the nearest residential properties. Project lighting is consistent with the Code standards which regulate lighting. Thus, the Project will not adversely impact, nor be adversely impacted by, nearby properties.

**SECTION 14.** RREEF has applied for a variance to permit certain structures in the Project to exceed the maximum height of 30 feet by a range of 2 to 26 feet (for required equipment). The Village shops buildings are proposed to be up to 32 feet in height and the Macy's Expansion building is proposed to be 42 feet in height to match and to maintain consistency with the height of the existing buildings that were entitled by a previous height variance. The South Parking Structure is proposed to be 26 feet high, with architectural features up to 32 feet, but it will not exceed the height of the surrounding buildings. The maximum height for the Northeast Parking Structure is 35 feet. The North Parking Structure will not exceed G+2 in height. Mechanical, elevator overruns, architectural features, parapets, and light fixtures on top of the parking structures are proposed to exceed the height limits, including the Building Safety required elevator overruns at up to 56 feet in height and the lights on top of the parking structures at 15 feet over the height of the top level of the parking decks. Based upon substantial evidence in the record and pursuant to MBMC Section 10.84.060B, the City Council finds:

1. ***Because of special circumstances or conditions applicable to the subject property—including topography, soil conditions, size, shape, location or surroundings--the strict application of height standards in the zoning ordinance deprives such property of privileges enjoyed by other property in the vicinity and under the same zoning and would result in 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 site is the largest commercial site in the City and suffers from severe topographic variation. The site is bisected by a deep culvert which presents design challenges in creating a unified development. 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.
- b. The exceptional topographic variation deprives RREEF of the opportunity to integrate the new buildings into the site because the measurement of height is not made from grade adjacent to the building, but instead from a plane defined by the average elevation of the four corners of the site. Thus, due to the large size of the site and unlike any other property in the city, the allowable height of buildings is influenced by the elevation of grade that may be significantly lower and significantly different than the grade adjacent to the building. The existing buildings in the shopping center already exceed the height limit. Additionally, the Macy's expansion adds onto a building that exceeds the height limit and needs to match the height and floor plates of the existing two-story building.
- c. The hydrocarbon soil contamination on the site limits the ability to construct subterranean space. Thus, the soil conditions deprive the property owner of the opportunity to develop below grade. Additional height compensates for the soil conditions by allowing

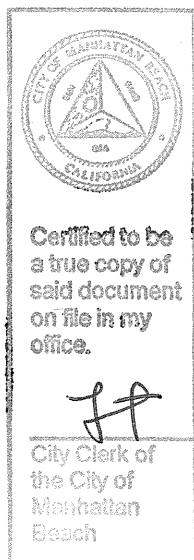


the property owner to develop above grade in order to receive the same privileges as property owners without similar soil conditions.

- d. In light of the topographic fluctuations, and the soil contamination, 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.

**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 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. Project improvements will be conditioned to: meet LEED silver standards; include shade trees and electric vehicle charging facilities to increase energy efficiency; and protect natural resources by including storm water management measures. Most importantly, the height variance will not affect natural resources.
- c. The proposed height variance would not be detrimental or injurious to properties or improvements in the vicinity because the shade/shadow and visual impacts of the Project have been analyzed and will not have aesthetic impacts. The landscaping, screening, and 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 relatively large setbacks from adjacent land uses, are adjacent to major arterial roadways, and will not create adverse light, shadow or massing impacts.
- e. The proposed structures that exceed the Code's height standards are setback more than 180 feet from Sepulveda Boulevard. The row of existing buildings between Sepulveda Boulevard and the proposed structures exceed the height limit. The proposed addition for the purpose of consolidating Macy's is more than 500 feet from Sepulveda Boulevard. All proposed buildings are more than 900 feet from Marine Avenue. The proposed Northeast Parking Structure will be the same height as the existing Medical building at 1220 Rosecrans, immediately adjacent to the east, is setback approximately 20 to 30 feet from Rosecrans Avenue, and the frontage on Rosecrans Avenue is limited and consistent with the surrounding buildings' mass, scale and height.
- f. The proposed heights of the proposed buildings are similar to existing heights of the Macy's and main mall buildings. The only features that exceed existing heights are a few 56-foot elevator overruns which have relatively small mass in comparison to the rest of each structure.



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 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. Therefore, allowing the additional height will not result in substantial detriment to the public good, public health, safety or general welfare.

**3. Granting the variance is consistent with the purposes of the Zoning Code 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. Further, conditions have been imposed as will assure that the adjustment hereby authorized shall not constitute a grant of special privileges inconsistent with the limitations upon other properties in the vicinity.**

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, fluid circulation, and diverse commercial land uses, with adequate parking. As conditioned to require the construction of Phase II, the proposed Project enhances the ability and willingness for anchor tenants to remain on the site and expand the existing uses, which is consistent with the purpose of providing quality commercial uses in the area. Thus, granting the height variance is consistent with the purposes of the City's zoning code. 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 15.** RREEF applied for a Sign Exception/Sign Program for all 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. As noted below, this Resolution does not approve the signs proposed for Phase III, except as specifically mentioned in the conditions of approval hereinafter. Specifically, RREEF requested:

a) Maximum square footage increase- An increase in the maximum square footage of allowed signage. Currently there is 7,600 SF of signage on the site, the Code allows 5,100 square feet of signage (based on the total frontage of 5,100 lineal feet) and RREEF requested 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 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, for all three Phases. The three new signs would replace the Fry's signs and generally be consistent with the existing 2002 approved site signs, multi-tenant plus project identification. Two proposed with 60 square feet of signage per side, 240 square feet each (per Code calculations) up to 15'-6" tall, and one at the corner of Sepulveda and Rosecrans up to 30 feet tall with 96 square feet of signage per side, 384 square feet each (per Code calculations). The Code allows only



one pole sign, 150 square foot maximum, up to 30 feet tall in lieu of monument/wall/awning signs;

c) Non-Department store anchor wall signs- Up to 200 square feet in size each proposed, with no more than 2 signs per tenant and no more than 2 square feet of signage per linear foot of store frontage. The Code limits the signs to a maximum of 150 square feet in area and no more than 2 square feet of signage per linear foot of store frontage;

d) Signs over 150 square feet to remain- Allow Macy's, CVS and Ralphs to remain over the 150 square foot limit, consistent with prior approvals;

e) Tenant wall signs on parking structures- Allow signs facing Sepulveda, Rosecrans and Marine, to 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 5 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 of and the 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;

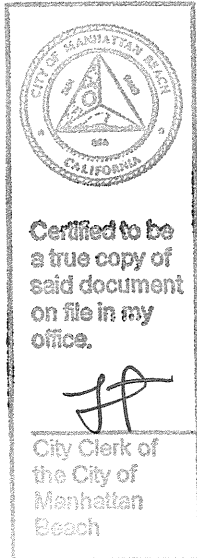
l) Exclude certain square footage-Allow the following sign area to be excluded from counting towards the total allowed square footage: Project graphic banners, Parking Deck Entry signs, Directional Signs, Sidewalk Signs, Temporary A Frame/Sign Holder Signs, and non-tenant oriented portions of Gateway Element Sign; and

m) City Gateway Sign- Allow a City Gateway Sign at the corner of Rosecrans and Sepulveda over 30' in height.

Based upon substantial evidence in the record and pursuant to MBMC Section 10.72.080, the City Council finds:

1. **The sign exception, as conditioned, 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

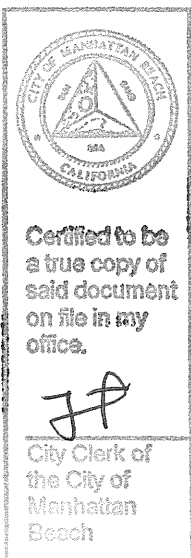


not be impacted by the proposed sign exception, as conditioned. The approved sign exception would be consistent with the Community Commercial and General Commercial zoning districts, since it will provide uniform site signage that is attractive and require the removal of outdated, obsolete signage. Clear 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 relate to building wall materials and colors, without creating aesthetic or light/glare impacts.
- d. The approved signs will enhance the shopping center by providing a consistent visual identity and will appear less bulky than the existing signs because they will generally be at a lower height and state-of-the-art.
- e. The rolling topography of Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue streets also minimizes adverse impacts of increased signage.

**2. A sign exception is necessary in order that RREEF may not be deprived unreasonably in the use or enjoyment of the property;**

- 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) have previously agreed to and are developing each of their respective properties to operate as an integrated commercial property. They can now realize a planned development with signage that 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 at the shopping center.
- 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 approved 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 approved 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;**

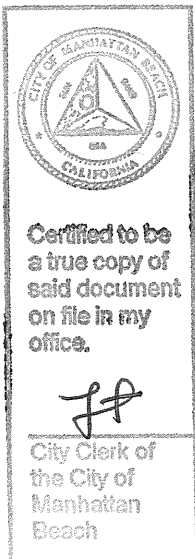
- a. The exceptions, as conditioned, will promote the preservation of the character and quality of the area consistent with the character of Area District II.
- b. The signage will use high quality and attractive materials, blending with the architectural theme of the mall expansion, while enhancing and supporting the retail commercial environment of Sepulveda Boulevard. This will help promote the economic stability of existing land uses and strengthen the City's economic base in a manner that is consistent with other goals in the General Plan, such as creating a harmonious land use scheme.
- c. The approved sign program, including new pole sign design and placement, is consistent with the Sepulveda Development Guide.

**SECTION 16.** The Project will not individually nor cumulatively have an adverse effect on wildlife resources, as defined in Fish and Game Code Section 711.2.

**SECTION 17.** This Resolution, upon its effectiveness, constitutes the Master Use Permit and the Sign Exception/Program for the Shopping Center and supersedes all previous site-wide and individual land use approvals, with the exception of: (1) Planning Commission Resolution No. PC 10-03 approving the Vintage Shoppe located on 3500 Sepulveda's property; and (2) Planning Commission Resolution No. PC 12-02 and City Council Resolution No. 6171 as they relate to the Tin Roof Bistro located on 3500 Sepulveda's property. Notwithstanding that this Master Use Permit supersedes previous land use approvals, neither the entitlements conferred herein, nor any condition set forth in Section 18, shall be interpreted to amend, modify, restrict, limit, revise or affect in any way the entitlements and associated conditions applicable to the Vintage Shoppe. Similarly, the conditions set forth in Section 18, shall not be interpreted to restrict, adversely affect or limit in any way the land use entitlements conferred on 3500 Sepulveda by the City prior to the adoption of this Resolution. Nevertheless, this Resolution confers benefits to 3500 Sepulveda, including eliminating established limits on office, medical and dental uses, allowing banking uses up to 2,000 square feet in size on its property (subject to condition 18e) where such banks were not permitted prior to adoption of this Resolution, allowing additional space for restaurants, and increasing the permitted hours of operation and for the sale of alcohol at the Tin Roof Bistro, which is located on the property owned by 3500 Sepulveda.

**SECTION 18.** The City Council hereby **APPROVES** a Master Use Permit Amendment, Height Variance, and a Sign Exception/Program for Phases I and II of the proposed remodel and expansion of the Manhattan Village shopping center, as refined and modified herein, subject to the following conditions:

**GENERAL/PROCEDURAL**



1. *Compliance.* Use and development of the site shall be in substantial compliance with the MVSC Enhancement Project Entitlement Request: MUP/MSP/Sign Exception Amendment/Height Variance dated July 24, 2013, as amended April 29, 2014, and November 2014, as amended by the refinements and modifications approved herein subject to any conditions set forth within this Resolution. The Director of Community Development ("Director" hereinafter) shall determine whether any deviation from the Approved Plans requires an amendment to the Master Use Permit or any other discretionary entitlements. RREEF shall fund the cost of the City and its consultants ensuring that the conditions of approval are complied with, as well as monitoring of the Mitigation Measures as required by CEQA in the Mitigation Monitoring and Reporting Program. The Applicant shall submit a final plan incorporating all of the refinements, modifications, and conditions approved in this resolution within 30 days of the date of this resolution ("Approved Plans").

2. *Lapse of Approval.* The entitlements conferred herein shall lapse four years after the effective date of this Resolution unless implemented or extended in accordance with MBMC Section 10.84.090.

3. *Terms and Conditions are Perpetual; Recordation of Covenant.* The provisions, terms and conditions set forth herein are perpetual, and are binding on RREEF, Macy's, their respective successors-in-interest, and, where applicable, all tenants and lessees of RREEF or Macy's. 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.

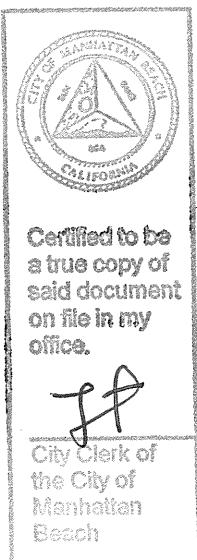
4. *Review.* Provisions of the Master Use Permit Amendment, Variance, and Sign Exception/Program Amendment are subject to review by the Community Development Department within six months after occupancy of the first building constructed in Phase I and yearly thereafter.

5. *Interpretation.* In the event the Director and RREEF disagree regarding the intent or interpretation of any condition, the Planning Commission shall provide a binding and final interpretation of the condition. Such Commission determination cannot be appealed to the City Council.

6. *Fish and Game.* Pursuant to Public Resources Code section 21089(b) and Fish and Game Code section 711.4(c), the entitlements conferred herein are not operative, vested or final until the required filing fees are paid.

7. *Effective Date.* The decision of the City Council is final upon the date this Resolution is adopted.

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, RREEF shall provide to the Community Development Department an up to date site-wide tenant space chart which includes all of the tenants and properties within the Shopping Center including vacant space. The space chart shall include detailed area breakdowns and shall be used to account for decommissioned vacant leasable space which is available for occupancy pursuant to gross leasable area (GLA) square feet maximums addressed in Condition 18 and under the terms of this Master Use Permit. The required space chart shall be consistent in format and information provided with that certain "Manhattan Village Shopping Center Leasable Area Tabulation - November 23, 2014." The space chart shall also include any outdoor dining areas. The information shall include tenant street addresses and suites, existing and



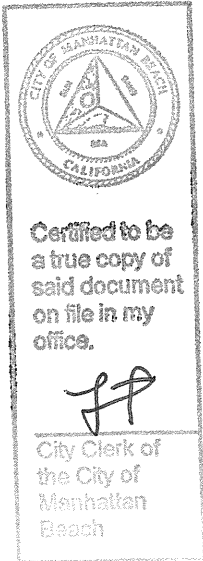
proposed tenant, and evidence that the proposed alteration/tenant will provide adequate parking and loading as required by applicable parking standard.

9. *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 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. RREEF 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. RREEF 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 be consistent with the Approved Plans, renderings, presentations, application material, and project descriptions.
- b. RREEF shall provide and maintain mature trees and other landscaping adjacent to the parking structures, particularly in the areas without buildings adjacent to the perimeter of the structures, to screen and soften the parking structures, as shown on the Approved Plans. The trees adjacent to the North Parking structure, as shown on the renderings, shall be a minimum of 5 feet above the top of the parking structure when initially planted. Landscaping and irrigation also shall be provided on the upper levels of the structures in the form of permanent planting receptacles suitable for the planting of vines or similar plants on the parapet walls on the north and west sides of the North Parking Structure and on the south side of the South Parking Structure. 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 at grade. Permanent irrigation shall be provided for all landscaping.
- c. RREEF shall 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. All other new exterior lighting, except signage lighting, shall include shields as necessary to reduce glare so that there are no adverse impacts on surrounding properties.

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. RREEF shall evaluate the feasibility of modifying or replacing existing 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.

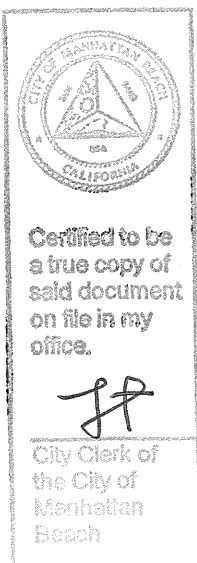
11. Signage Site-wide Plan/Master Sign Program. The Project shall provide consistent signage improvements throughout the Shopping Center property. The total square footage of signage for the Shopping Center property shall not exceed 9,500 square feet as established herein and as defined by the Code. The sign improvements shall generally be consistent with the Master Sign Program as amended herein 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 and compatible to the structure through the design, color, location, size and lighting and not detract from the parking structure's architectural character. 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, Master Sign Program and Approved Plans.

d. Plans for interim City Gateway identification signage, and landscaping, at the corner of Rosecrans Avenue and Sepulveda Boulevard, welcoming people to the City of Manhattan Beach, shall be submitted with the submittal of building plans for Phase 1. The Gateway signage shall not count as part of RREEF's square feet of signage approved authorized herein. RREEF shall submit plans for the improvements to the Community Development Department, for review and approval and construct the improvements per plans approved by the City in connection with the construction of Phase I. In the event RREEF seeks approval of Phase III, RREEF shall submit plans for permanent City Gateway identification signage at the corner of Rosecrans Avenue and Sepulveda



Boulevard. RREEF shall install the permanent City Gateway signage before the first building permit for Phase III is issued.

e. The number and size of any new Department store and non-Department store anchor wall signs shall be governed by the Master Sign Program.

f. No interior and exterior signs authorized by this approval may be installed unless: (1) the respective property owner or designated representative has approved the sign in writing; (2) the owner has submitted a sign approval application to the City; and (3) the City determines that the sign is consistent with the Master Sign Program approved herein.

g. At the sole cost of RREEF, 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 RREEF upon 90 days' notice from the City when the City determines that removal or relocation is necessary as part of the Sepulveda Bridge Widening. 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 existing Fry's pole signs along Rosecrans Avenue, shall be removed when Fry's vacates the Northwest Corner. The Master Sign Program provides for future new pole signs in the Northwest Corner, in connection with the future development of Phase III.

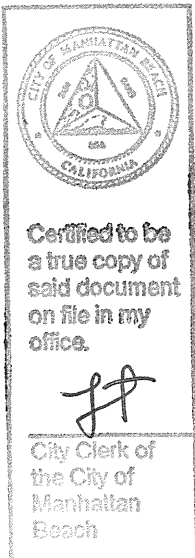
h. The signage for Phase III shall not be installed until Phase III is approved and developed. The signage allocated for and located within the Northwest corner, Phase III, including the square footage and number of signs, shall not be reallocated or used for Phase I or Phase II development.

12. Construction Screening. RREEF shall provide construction screening of 6 feet or greater in height as reasonably determined necessary by the 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 through a Temporary Sign Permit application. The screening shall be maintained in good condition at all times. RREEF 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 consider approving the plan, and RREEF shall install the screening, per the approved plan, prior to the initiation of construction for each applicable Phase.

**LAND USE**

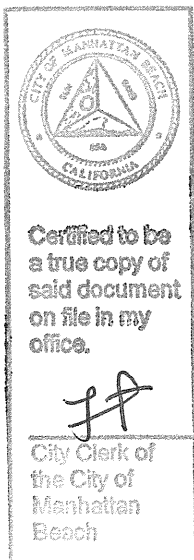
13. In connection with **Phase I (Village Shops)**, RREEF must comply with the following conditions:

a. **Size Reduction and Redesign.** RREEF shall construct the Village Shops building and the North and South parking structures in substantial compliance with the Approved Plans, which requires a 10,000 SF reduction in the Village Shops buildings and a redesign of the North parking structure, as shown on the Approved Plans. The EIR analyzed 60,000 square feet of net new GLA as the maximum buildable area in the Village Shops Component. To achieve the 10,000 square foot reduction in the Village Shops, the maximum net new GLA is set at 50,000 net new square feet. RREEF shall construct a minimum 8-foot wide combined pedestrian/bike path and a minimum 5-foot wide landscaped buffer adjoining the north wall of the North Parking Structure to create a pedestrian/bike linkage between Cedar Way and Carlotta Way as depicted on the Approved Plans. The North Parking Structure shall not exceed a height of G+2 as depicted on the Approved Plans. Approximately the north 60 percent portion of the South Parking Structure shall not exceed a height of G+2 and the approximately 40



percent south portion of the South Parking Structure shall not exceed a height of G+1 as depicted on the Approved Plans.

- b. RREEF shall submit all submittals required in connection with Phase I in accordance with the requirements set forth in the applicable condition.
  - c. **Macy's Consolidation with Phase I.** Prior to the issuance of the first building permit for Phase I, RREEF shall provide written evidence of a commitment binding on RREEF and Macy's to consolidate its Macy's Men's operation at the south end of the Main Mall to an expanded Macy's Fashion Store on the north end as depicted on the Approved Plans and release the Men's Store to RREEF for redevelopment.
  - d. Prior to the issuance of permits for Buildings B, C, D and E in Phase I, RREEF shall submit to the City a non-refundable \$400,000 security deposit. Such deposit may not be drawn upon for any other purpose other than paying City fees associated with the Macy's Fashion Store expansion and the construction of the Northeast parking structure, in compliance with the Approved Plans. In the event the Macy's Fashion Store is not expanded, RREEF shall forfeit the deposit to the City. If, any portion of the deposit remains after occupancy permits are issued to Macy's for the expanded area and all fees have been paid, the balance of the deposit shall be refunded to RREEF.
  - e. Prior to the issuance of Certificates of Occupancy for Buildings B, C, D and E, RREEF shall submit or cause to be submitted, and the City shall accept, a complete building plan check submittal to plan check for the Macy's Fashion Store expansion. RREEF shall also submit a document, acceptable to the City Attorney, waiving any claims against the City if the Certificates of Occupancy are not issued due to the failure to timely submit building plan check submittals for the Macy's Fashion Store expansion.
  - f. RREEF shall provide a U-turn, traffic circle, or other connection at the Rosecrans Avenue entrance in the lower level parking lot with a minimum outside turning radius of 30 feet, to internally connect both drive aisles.
  - g. The driveway access between the lower level parking and Carlotta Way shall be revised to minimize the sharp angle.
  - h. RREEF shall comply with the City Traffic Engineer's recommendations designed to minimize conflicts and improve visibility and safety with the location of parking spaces with direct access onto internal private streets (Cedar, Fashion and Carlotta) and onto accessways leading to parking structures.
  - i. RREEF shall submit Planning Preliminary Plan Check Review, as defined in Condition No. 17, prior to the issuance of building permits.
14. In connection with **Phase II (Northeast corner)**, RREEF and, where applicable, Macy's must comply with the following conditions:
- a. RREEF shall submit all submittals required in connection with Phase II in accordance with the requirements set forth in the applicable condition.
  - b. **Macy's Consolidation with Phase I.** Prior to the issuance of the first building permit for Phase I, RREEF shall provide written evidence of a commitment binding on RREEF and Macy's to: relocate the Macy's Men's operation at the south end of the Main Mall to an expanded Macy's Fashion Store on the north end as depicted in the Approved



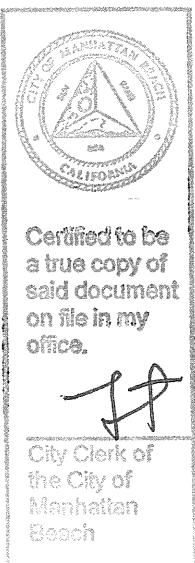
Plans; and the release of the vacated space formerly occupying the Men's Store to RREEF for redevelopment.

- c. Macy's shall expand its Macy's Fashion store by as much as 60,000 square feet, and, RREEF shall lease the space currently occupied by Macy's Men's at the south end of the Main Mall.
- d. Prior to the issuance of Certificates of Occupancy for Buildings B, C, D and E, RREEF shall submit or cause to be submitted, and the City shall accept, a complete building plan check submittal to plan check for the Macy's Fashion Store expansion. RREEF shall also submit a document, acceptable to the City Attorney, waiving any claims against the City if the Certificates of Occupancy are not issued due to the failure to timely submit building plan check submittals for the Macy's Fashion Store expansion.
- e. Existing utilities that are impacted by the construction shall be rerouted to be within the private streets on site or other locations approved by the Public Works Department and any other responsible agencies.
- f. RREEF shall submit to the City a Master Use Permit Amendment and all necessary applications for Phase III-Northwest corner, including a construction schedule, within 3 months of Fry's vacating their current Northwest corner location, and the City shall take action on the applications in a timely manner.
- g. Prior to issuance of building permits for Phase II, plans shall be submitted to plan check for the vehicular access ramp between the Medical Building at 1200 Rosecrans Avenue and new Northeast parking structure to be redesigned to accommodate two-way traffic to connect the lower level parking lot to the main Shopping Center level surface parking. The new ramp shall be completed prior to the issuance of a Certificate of Occupancy for the Macy's Fashion Store expansion.
- h. Cedar Way connection to Rosecrans with Phase II. Prior to issuance of building permits for Phase II, plans for the extension of Cedar Way to be connected through to Rosecrans Avenue shall be submitted to the City for plan check. The extension shall be completed prior to the issuance of a building permit final for the Macy's Fashion Store Expansion.
- i. Existing unscreened rooftop equipment that is visible from ground view (i.e., Islands restaurant) shall be screened prior to issuance of a building permit final for the Macy's Men's Store redevelopment.
- j. RREEF shall submit planning staff Preliminary Plan Check Review as defined in Condition No. 17 prior to the issuance of building permits.

15. **Phase III (Northwest corner).** Phase III is not a part of this approval and cannot be implemented until a Master Use Permit Amendment and other related applications for that phase are approved by the City.

16. **Development Area Envelopes and Maximum Heights.** The Development Area Envelopes and maximum heights as analyzed in the Final EIR and as shown in the Approved Plans, for Phases I and II, 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. **Architectural Elements Required Through Preliminary Plan Check Review.** Except as provided in Condition 15, RREEF shall submit to the City Planning staff for Preliminary Plan Check Review all architectural plans, to show that the Project is consistent with the architecture, quality and concept plans as shown 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:

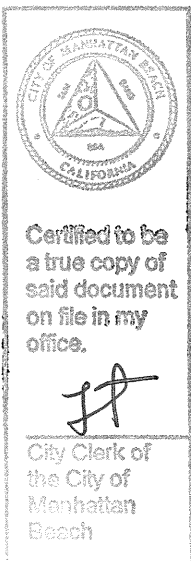
- a. Building and parking site plan-layout within the Development Area Envelopes.
- b. Facades/elevations design motifs.
- c. Colors, textures, and materials as concept design.
- d. Landscaping, lighting, signage, and common area treatments as concept design.
- e. Streetscape and common-outdoor plaza areas design - pavement treatment, sidewalks, pedestrian crosswalks, street/courtyard furniture, the clock tower, as concept design.

18. **Land Uses and Square Footages.** The existing Shopping Center contains approximately 572,837 square feet gross leasable area (GLA). The Project may add a maximum of 79,872 net new square feet GLA (89,589 square feet with the Equivalency Program) within Phases I and II in the Development Area. The Shopping Center property may not exceed 686,509 square feet GLA (696,226 square feet with the Equivalency Program).

For any proposed square footage that exceeds 686,509 square feet, up to the 696,226 square foot cap, RREEF 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 RREEF shall pay the cost of the City Traffic Engineer's review.

The following land uses are allowed in the Shopping Center, provided that no land use type exceeds the applicable maximum square footage for each 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)
- d. Offices, Business and Professional - 69,300 square feet maximum for Business and Professional offices. Additionally, 28,800 square feet maximum for Medical and Dental offices (existing square footage rounded, plus an additional 7,000 square feet allowed). The 3500 Sepulveda Boulevard building may be occupied with 100% Business and Professional and/or Medical and Dental offices, as long as the total combined office square footage on the entire Mall site does not exceed 98,100 square feet, and the parking requirements are met.
- e. Banks and Savings and Loans - 36,200 square feet maximum (existing square footage, no additional square footage allowed). If any of the existing bank operators in stand-alone buildings adjacent to Sepulveda Boulevard terminate their bank operation for a period longer than 6 months (except for suspended operation in the event of fire, casualty or major renovation), they may not be replaced with another bank or savings and loan use. This clause is not intended to govern business name changes or mergers or acquisitions among bank operators, commercial banks or savings and loans. No new bank or savings and loan uses are permitted in existing or new stand-alone buildings. New





banks or savings and loan uses are limited to a maximum of 2,000 square feet in area.

- 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 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. Bars.

19. **Fry's continued operation and future tenant.**

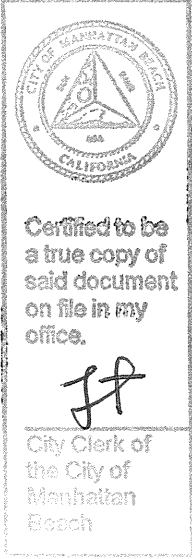
- a. **Good Faith Negotiations with Fry's.** If Fry's indicates in writing to RREEF that it desires to continue to operate the Fry's retail store at its current location after the termination date of its current lease which expires in December 2016, RREEF will negotiate in good faith with Fry's on an annualized lease extension option or options on terms mutually acceptable to both parties and subject to RREEF's need to provide for a Fry's termination to accommodate the future redevelopment of the Northwest Corner.
- b. Any new tenant proposed to occupy the existing building on the Fry's 3600 Sepulveda Boulevard site shall require Planning Commission review at a noticed public hearing. 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.** An amendment to the Master Use Permit must be approved by the City prior to the sale of alcohol other than for on-site consumption at an eating and drinking establishment, unless specifically permitted by this Resolution. Tenants with existing ABC licenses and City approval for off-site alcohol sales and/or on-site tasting – i.e., Ralphs, CVS, and the Vintage Shoppe – may continue to sell alcohol for off-site consumption and/or on-site tasting 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.** No restaurant use shall be open between 2:00 a.m. and 6:00 a.m. on any day.

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 MITIGATION**

26. **Deliveries.** Delivery activities that are adjacent 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 a.m. and 6:00 p.m. Mondays through Fridays, and between 9:00 a.m. and 6:00 p.m. on Saturdays.

**FIRE PROTECTION**

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. In the lower level parking lot, the horizontal clearance of 20 feet for Fire vehicle access is required in only one of the two drive aisles. 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 as required by the current Code at the time of Building Permit approval 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. RREEF 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.

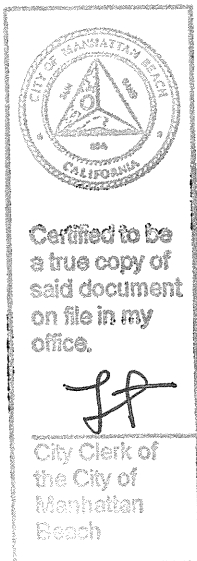
g. RREEF shall work cooperatively with the Fire Department to provide, if feasible, a pedestrian ramp or at-grade access at the rear of the existing enclosed main Shopping Center to facilitate the safe removal of patients from that location.

RREEF 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 RREEF shall install, implement and maintain the improvements and requirements per the approved Plan.

**SAFETY AND SECURITY MEASURES**

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. RREEF 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 RREEF 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.** RREEF 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. RREEF shall provide a Security Camera Plan for the installation of the cameras during construction on the



Shopping Center property. 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 RREEF'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. RREEF 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 RREEF shall install the improvements per the approved Plans. The approved Security Camera Plan shall be reviewed annually by the City.

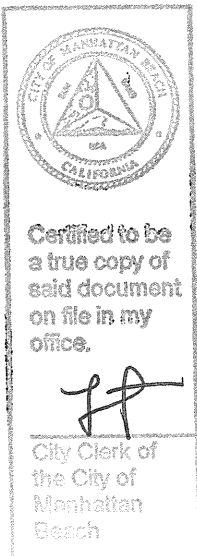
31. **Police Special Event/Security and Cedar Way Plan.** RREEF shall provide a Holiday/Sales-Special Events/Peak Customer Security, Traffic and Parking Control Plan as part of the overall Security Plan. The Plan shall include a provision for reimbursement of Police services when additional services are requested by RREEF. 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 RREEF 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. RREEF 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 RREEF shall implement the provisions as detailed in the approved Plan. 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.** RREEF 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. RREEF 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 RREEF 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.** RREEF 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 coordinate with the construction of the improvements on the Shopping Center property and the Sepulveda Bridge widening project. RREEF 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 RREEF 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.** RREEF shall submit a Bicycle and Pedestrian Plan (the "Plan" in this condition) to provide bicycle and pedestrian improvements throughout the Shopping Center property as depicted in the Approved Plans, including



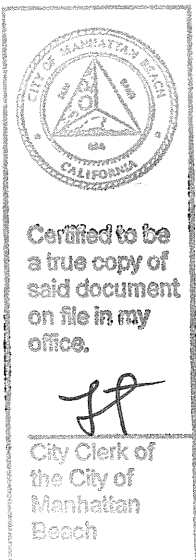
the perimeter of the property, with interconnected walkway and bicycle networks and linkages to off-site improvements and transit (including pavement treatment, raised intersections, improved pedestrian crossings, bike parking, and arrows). Crosswalks with activated flashing beacons on key uncontrolled 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 (maximum width of six feet clear) 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 Fashion Avenue to Village Circle; a sharrow shall be provided from Rosecrans Avenue to Marine Avenue, as well as a sharrow on Fashion 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 as depicted in the Approved Plans. 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.

RREEF 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 RREEF shall install the improvements, and RREEF 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.** RREEF 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. RREEF 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 RREEF shall install the improvements per the approved plan prior to the issuance of the first building final for Phase I. Upon the City's acceptance of RREEF's improvements to the City's parking lot, the City will release and indemnify RREEF from any liability related to the improvements.

**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 RREEF 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 RREEF, if needed to ensure the goals of this condition and the Program are being met.

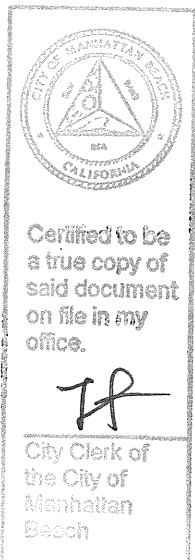
37. **Valet Parking Management Plan.** RREEF shall provide a Valet Parking Management Plan to designate valet parking areas, circulation, hours, days, rates, validations, operations, terms, remote drop-off/pick-up location, signage, passenger drop-off and pick-up, implementation schedule, etc. The Plan 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 RREEF shall implement the Plan during Phase I, in accordance with the approved implementation schedule in the Plan. If it is determined that the valet parking is not being fully utilized, RREEF may modify or cease providing valet parking with the approval of the Director of Community Development.

38. **Electric Vehicle (EV) Charging.** RREEF 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, and phased up to 3 percent as usage demands. The installation of stations up to 1 percent may also be phased. RREEF shall provide a minimum of 8 EV parking/charging stations in Phase I. The number of EV parking/charging stations shall be increased in minimum groups of 8 up to 1 percent based on usage. 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 based on usage. The EV parking/charging stations shall be reviewed by the City and RREEF on an annual basis and will evaluate usage, and phasing of future installation of additional EV parking/charging stations. An annual report on charging station use shall be submitted to the Director of Public Works for review and approval, to determine whether evidence supports demand for the phasing and future installation of EV parking/charging stations. The stations shall provide a Level 2 charging capacity (120-240 volts, or as required by Southern California Edison), may charge prevailing rates for the purchase of the energy, and the parking spaces will be designated for the exclusive use of EV charging. RREEF 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 RREEF 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.

RREEF 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, relocation, and/or removal 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 RREEF 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 City will cooperate with RREEF to secure approvals affecting this Fry's Sepulveda driveway. The driveway modifications or removal/relocation and related improvements shall be completed by RREEF per the approved Plan. RREEF shall coordinate driveway modifications or removal/relocation with the Sepulveda Bridge widening project.

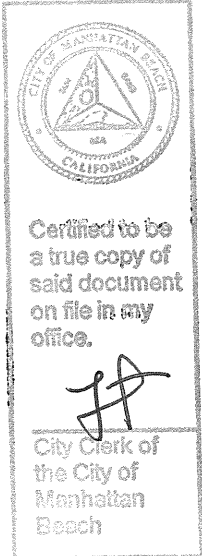
RREEF shall also be required to dedicate land or submit and record an irrevocable offer to dedicate (IOD) land, and construct, or fund the construction of, any required improvements related solely to the driveway on Sepulveda Boulevard, subject to the City of Manhattan Beach Public Works and Caltrans approval. The required lane width, sidewalk, driveway access design, disabled accessibility, and other improvement details shall be subject to City of Manhattan Beach Public Works and Community Development Departments and Caltrans approval. RREEF, 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 a Right-of-Way Map to RREEF, to indicate all of the required right-of-way, easements, and other information required by the dedication for the Sepulveda Boulevard bridge widening project RREEF by June 30, 2014.

RREEF shall also submit dedications, required for the Sepulveda bridge widening project, subject to the City Public Works and Community Development Departments and Caltrans review and approval. The final dedications shall be based on the final design of the Sepulveda Bridge. Dedications shall also include permanent dedications, permanent easement(s) for drainage and any other required utilities, and maintenance easements necessitated by the bridge widening.

RREEF shall also provide temporary construction easement(s) for the temporary construction staging area associated with the Sepulveda bridge widening project, subject to the City 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. Access to the bridge and roadway for construction shall also be required from RREEF's property.

The City shall submit a Right-of-Way Map to RREEF, to indicate all of the required right-of-way, easements, and other information required by the dedication for the Sepulveda Boulevard bridge widening project by June 30, 2014. The dedications and easements shall be submitted prior to the submittal of plans for Phase I to plan check, or October 31, 2014, whichever comes first. The City and Caltrans, if Caltrans requires, will review and approve the dedication and easements, and RREEF shall implement the provisions as detailed in the approval.

RREEF shall provide an irrevocable offer to dedicate (IOD) at the southeast corner of Sepulveda Boulevard and 33<sup>rd</sup> Street to accommodate improvements for a future right-turn pocket/deceleration lane from northbound Sepulveda Boulevard to eastbound 33<sup>rd</sup> Street prior to issuance of permits for Phase I. RREEF 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



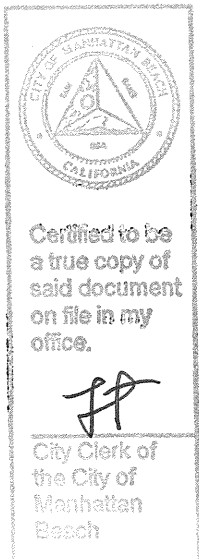
of plans for Phase I. RREEF shall dedicate the property and construct the improvements per plans approved by the City in connection with the construction of Phase I.

40. **Rosecrans Avenue.** RREEF 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 160 feet west of the future Cedar Way extension to the easternmost driveway serving the lower level parking lot 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. RREEF 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 I. RREEF 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 Cedar Way extension with Phase II and for the easternmost driveway with the submittal of plans for Phase II, or six months following the vacation of Fry's from the site, whichever comes first. RREEF shall dedicate the property and construct the eastern portion serving as a turn lane into the lower level parking driveway per plans approved by the City in connection with the construction of Phase I. In connection with the construction of Phase II, RREEF shall construct the portion adjacent to the Cedar Way extension.

41. **Rosecrans Avenue Median.** The existing median break and left-turn pocket from westbound Rosecrans Avenue, to the existing Fry's driveway on the south side of Rosecrans Avenue that accesses the Northwest Corner parcel, shall be closed and restored/reconstructed as a median when Fry's vacates the site, or when Cedar Way is extended through to Rosecrans Avenue, whichever comes first. The existing median break and left-turn pocket from eastbound Rosecrans Avenue, 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 or when Cedar Way is extended through to Rosecrans Avenue, whichever comes first.

If the developer of The Point in El Segundo submits plans for the Rosecrans Avenue median prior to Fry's vacating the site or prior to the Cedar Way extension, the City will work cooperatively with RREEF, the City of El Segundo, and The Point developer to address the median break into Fry's driveway (westbound Rosecrans Avenue, southbound into the Fry's driveway) while Fry's occupies the site, to the satisfaction of the City Traffic Engineer. If the developer of The Point in El Segundo has not submitted plans for the Rosecrans Avenue median work when Fry's vacates the site, or prior to the Cedar Way extension, RREEF 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. The improvement plans shall be submitted prior to Fry's vacating the site, unless Fry's vacates the site prior to December 2016, or prior to the Cedar Way extension, whichever first occurs, and the improvement plans shall include a schedule for the completion of the improvements. RREEF shall construct the improvements, or cause the improvements to be constructed, per Plans by the City.

42. **Rosecrans Avenue Left-turn Prohibitions.** On Rosecrans Avenue, no left turns are allowed out of any driveways or Cedar Way from the project site to westbound Rosecrans Avenue. RREEF shall submit plans for signage and other improvements required by the City and a schedule for completion 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. RREEF shall install the improvements per the approved plans, in accordance with the City Traffic Engineers requirements.



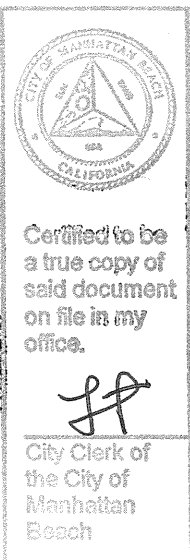


43. **Sepulveda Boulevard and Rosecrans Avenue Corner.** RREEF shall provide an irrevocable offer to dedicate (IOD) at the southeast corner of Sepulveda Boulevard and Rosecrans Avenue for future road and sidewalk widening with an 8 foot sidewalk width, corner improvements, including a 40 foot diagonal 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. RREEF 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 RREEF's construction associated with Sepulveda Boulevard (Fry's) driveway, the Rosecrans Avenue improvements, and other applicable improvements in the area including but not limited to construction of future Phase III. RREEF shall dedicate the property and construct the improvements per the plans approved by the City. While designing any improvements along Sepulveda Boulevard or at the corner of Sepulveda Boulevard and Rosecrans Avenue, the City shall take into consideration RREEF'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 Part I.** RREEF 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 permit being completed (building permit 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. RREEF shall dedicate the property and construct, or cause to be constructed, the improvements during construction of Phase I and/or as part of the westbound dual left turn lane improvements on Rosecrans, whichever first occurs, pursuant to plans approved by the City.

45. **Village Drive at Rosecrans Avenue Part II.** RREEF 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 Drive, 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 permit being completed (building permit 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 that right-of-way improvements are needed, RREEF 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 general legal description, prepared by RREEF. 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 include any temporary right of entry/access, temporary construction easements, utility easements, permanent dedications for roadway and bridge widening improvements, and permanent maintenance easements, in connection with the improvements required by the City per this Master Use Permit and the applicable Plan.

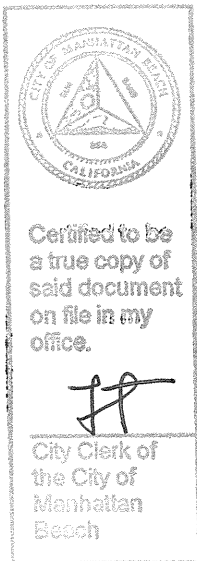
47. **Rosecrans Avenue U-turn at Village Drive.** The City and RREEF will work cooperatively to secure a "U-Turn" movement from eastbound Rosecrans Avenue at Village Drive if the U-turn can be designed to Traffic Engineering standards, all safety criteria is met, and traffic flow is not significantly impacted. RREEF is not required to install these improvements; however, if RREEF seeks to install these improvements, RREEF 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. RREEF shall install the improvements per plans approved by the City.

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. RREEF 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. RREEF shall construct the improvements per the plans approved by the City 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 Construction Traffic Management Plan shall be coordinated with the traffic management plan for the Sepulveda Bridge widening project. RREEF shall submit the Plan, 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. RREEF shall implement the Plan in accordance with a schedule approved by the City.

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 Traffic, Circulation, and Parking Plan shall include but not be limited to the following features:

- a. Compact parking spaces shall not 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. Installation of 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, van/car pool spaces, or low emitting vehicles 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.

g. 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.

h. Separate pedestrian walkways shall be provided to all parking structures.

i. Truck loading spaces shall be provided close to all buildings.

j. RREEF shall provide a U-turn, traffic circle or other connection at the Rosecrans Avenue entrance in the lower level parking lot with a minimum outside turning radius of 30 feet to internally connect both drive aisles.

k. Northbound left-turn pockets shall be provided on Carlotta Way at 27<sup>th</sup> and 30<sup>th</sup> Street entry points. An east-west two-way internal drive aisle will be provided as far south as feasible between Carlotta Way and Cedar Way. No dead-end aisles may be permitted.

l. Cedar Way, Carlotta Way and Fashion Boulevard shall have 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.

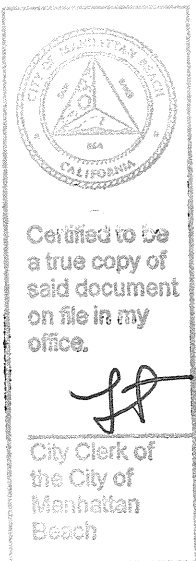
m. Fashion Boulevard at Carlotta Way, shall be designed to line up east to west and not be off-set to the satisfaction of the City Traffic Engineer.

n. The driveway access between the lower level parking and Carlotta Way, north of the 3500 Sepulveda Boulevard building, shall be revised to minimize the sharp angle.

o. RREEF shall work cooperatively with the City Traffic Engineer to minimize conflicts and improve visibility and safety with the location of parking spaces with direct access onto internal private streets (Cedar, Fashion and Carlotta) and onto accessways leading into parking structures.

p. With the extension of Cedar Way to Rosecrans Avenue, the existing Fry's driveway, access on Rosecrans Avenue, and parking lot shall be designed and reconfigured as needed to meet the requirements of the City Traffic Engineer.

q. The North Parking Structure shall include a stairway and elevator on the west side of the parking deck to provide external access.



r. The North Parking Structure shall be limited to G+2, with level 2 set-back 90 feet from the western edge of the parking structure's footprint (so that the western-most 90 feet of the parking structure essentially is capped at G+1).

s. Thirty additional parking spaces shall be provided on the west side of the lower level parking lot with pedestrian access to the 3500 Sepulveda building.

t. A right turn/deceleration lane from northbound Sepulveda Boulevard at 33<sup>rd</sup> Street shall be provided into the Project site.

RREEF 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. RREEF shall construct the improvements per the Plan approved by the City, prior to the issuance of a building permit final for the applicable Phase.

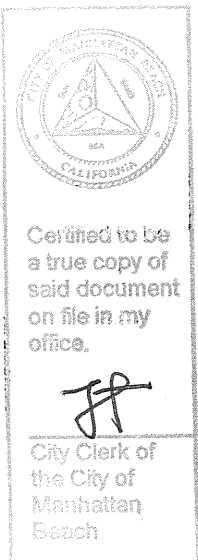
51. **Transit Plan.** RREEF shall submit a Transit Plan to provide a transit route through the Shopping Center property between Rosecrans Avenue and Village Drive via Fashion Boulevard with the plans for Phase II. The plans for Phases II and III shall be consistent with the Transit Plan. RREEF shall 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 agrees to route through the Shopping Center, RREEF 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 agrees to route through the Shopping Center, RREEF shall construct the improvements, or cause the improvements to be constructed, per the Plan approved by the City.

52. **Oak and Cedar Avenues Traffic Study.** RREEF has offered to voluntarily fund the cost, up to \$20,000 for the City to evaluate non-residential traffic issues on Oak Avenue and Cedar Avenue. The study area shall be determined by the City, but shall focus on the corridor along Oak Avenue between Manhattan Beach Boulevard and 33<sup>rd</sup> Street and Cedar Avenue between 18<sup>th</sup> Street and Marine Avenue, and other streets as deemed necessary by the City. The study scope shall include, but not be limited to, cut-through traffic, commercial parking, and speeding. The study will evaluate traffic issues, recommend options to address the issues and include temporary measures, monitoring, follow-up studies, and permanent improvements as needed. The funds for the study shall be submitted by RREEF with the submittal of the first set of plans to plan check for Phase I or initiation of the study, whichever comes first, and returned to RREEF at the end of 12 months if the study is not initiated by the City.

53. **Financial Security for Off-site Improvements.** RREEF shall submit to the City a cost estimate for completion of all of the required off-site improvements, including but not limited to the traffic and public improvements and the Veterans Parkway connection and improvements, with the submittal of the first set of plans to plan check for Phase I. If the City accepts the final cost estimate, RREEF shall provide a bond or other financial security, equal to 1.25 times the estimated cost of the improvements, acceptable to the satisfaction of the Finance Director, Director of Public Works and the City Attorney, prior to the issuance of building permits for Phase I.

**WASTEWATER /UTILITIES**

54. **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.



55. **Grease Inceptors and Trash Enclosure Plan.** RREEF shall upgrade any existing grease inceptors to current standards, as feasible, in areas of new construction. RREEF 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. RREEF shall work with Waste Management, or the current waste provider, and Public Works to develop a Plan for the improvements to the existing facilities. RREEF 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. RREEF shall construct the improvements, or cause the improvements to be constructed, per the Plan as approved by the City, in connection with each phase of construction.

56. **Utilities.** All private utilities on the site shall be maintained by the property owner not the City.

SECTION 19. The time within which judicial review, if available, of this decision must be sought is governed by California Code of Civil Procedure Section 1094.6, unless a shorter time is provided by other applicable law. The City Clerk shall mail by first class mail, postage prepaid, a certified copy of this Resolution and a copy of the affidavit or certificate of mailing to RREEF, 3500 Sepulveda and any other persons or entities requesting notice of the decision.

SECTION 20. The City Clerk shall certify to the adoption of this Resolution.

PASSED, APPROVED AND ADOPTED this 2<sup>nd</sup> day of December, 2014.

Ayes: Howorth, Lesser and Mayor Powell  
Noes: D'Errico and Burton  
Absent: None  
Abstain: None



Wayne Powell, Mayor  
City of Manhattan Beach

Attest:



Liza Tamura, City Clerk

(SEAL)



Certified to be a true copy of the original of said document on file in my office.



City Clerk of the City of Manhattan Beach, California

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Lara R. Leitner  
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June 7, 2017

Steve Ortmann, Commissioner  
George Apostol, Commissioner  
Sandra Seville-Jones, Commissioner  
Benjamin Burkhalter, Commissioner  
Gerry Morton, Commissioner  
Rafael Garcia, Assistant Planner  
1400 Highland Ave, Manhattan Beach, CA  
90266

Re: Opposition to RREEF America REIT II Corporation BBB's Application for an Amendment to the Master Use Permit to Modify Conditions of Approval for the Manhattan Village Shopping Center Renovation Project

Dear Honorable Members of the Planning Commission,

This office represents 3500 Sepulveda, LLC ("3500 Sepulveda") in connection with RREEF America REIT II Corporation BBB's ("RREEF") Manhattan Village Shopping Center Renovation Project ("Project"). 3500 Sepulveda is a limited liability company whose sole asset is its interest in real property and improvements located at 3500 Sepulveda Boulevard, Manhattan Beach, CA 90266, which is contained within the Project site. The property is improved with a two-story building known as the "Hacienda Building."

**RREEF's Proposed Refinements Will Adversely Impact 3500 Sepulveda**

RREEF boldly states in its Application for an Amendment to its Master Use Permit to modify conditions of approval for the Project ("Application") that the "Project will not result in adverse impacts to nearby properties and will be sensitive to nearby properties with respect to aesthetic design, site planning, building layout, and parking structures." (Application, p. 8.) To the contrary, our client will be substantially and detrimentally impacted by the modifications that are currently proposed by RREEF. Given that RREEF's changes are wholly inconsistent with their findings, our client opposes the Application with respect to the following conditions of approval, which were specifically developed for the benefit of our client:

**EXHIBIT E**  
**PC MTG 6-14-17**

1. Condition No. 13(f): RREEF shall provide a U-turn, traffic circle, or other connection at the Rosecrans Avenue entrance in the lower level parking lot with a minimum outside turning radius of 30 feet, to internally connect both drive aisles.
2. Condition No. 40: RREEF 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 160 feet west of the future Cedar Way extension to the easternmost driveway serving the lower level parking lot off of Rosecrans Avenue prior to issuance of permits for Phase I. [...] RREEF shall dedicate the property and construct the eastern portion serving as a turn lane into the lower level parking driveway per plans approved by the City in connection with the construction of Phase I.
3. Condition No. 50(q): The North Parking Structure shall include a stairway and elevator on the west side of the parking deck to provide external access;
4. Condition No. 50(r): The North Parking Structure shall be limited to G+2, with level 2 set-back 90 feet from the western edge of the parking structure's footprint (so that the western-most 90 feet of the parking structure essentially is capped at G+1)
5. Condition No. 50(s): Thirty additional parking spaces shall be provided on the west side of the lower level parking lot with pedestrian access to the 3500 Sepulveda building.

These conditions were designed to protect our client's interests in, among other things, generating pedestrian traffic, securing sufficient parking, and providing easy access to the Hacienda Building. The clear intention of the City Council to provide our client certain protections and guarantees by way of the abovementioned conditions is best evidenced by the following: (1) the only structures that are close to the lower level parking lot is the Fry's Electronics store and the Hacienda Building; (2) Fry's Electronics will likely be demolished in the near future as stated on Page II-16 of the Final Environmental Impact Report ("FEIR"); and (3) the lower level parking lot is of least importance to RREEF because it is the furthest lot from the mall where a majority of the retail and restaurant facilities are located. Given the close proximity of the lower level parking lot to the Hacienda Building, Condition Nos. 13(f), 40, and 50(s) were adopted primarily, if not solely, for the benefit of the Hacienda Building. Meanwhile, Condition No. 50(q)-(r) was adopted to provide our client its fair share of exposure to potential customers.

Despite the City Council's clear objectives in adopting the aforementioned conditions, RREEF modified its Site Plan in an effort to eliminate these protections. RREEF has acted in accordance with this modified Site Plan even though it was never properly approved by the City



Council and even though it clearly violates numerous conditions of approval contained in Resolution No. 14-0026.<sup>1</sup> Indeed, our client sued the City and RREEF, as real party in interest, for approving a Site Plan substantially different from previously approved plans and in clear violation of the governing conditions of approval. (*3500 Sepulveda, LLC v. City of Manhattan Beach et. al.* Los Angeles County Superior Court Case No. BS167464) Expectedly, RREEF's existing Application is an attempt to moot our client's lawsuit.

Now, in addition to the revisions RREEF unlawfully sought in 2016, RREEF proposes additional refinements to conditions of approval to create in piecemeal fashion an entirely new site plan. To this point, although RREEF presents its "refinements" as modifications to just nine conditions of approval, the accompanying site plan (the "Updated Site Plan") shows a myriad of other changes that were not discussed in the Application and that substantially change the nature of the Project. In light of the foregoing, RREEF's intention to segment its Project to avoid environmental review and the City's discretionary review process is clear.

Our client opposes RREEF's proposed modifications for a number of reasons. First, RREEF's proposed revision to Condition Nos. 13(f) and 40 would connect Rosecrans Avenue to the Northeast Deck instead of to the lower level parking lot. Elimination of the connection of Rosecrans Avenue to the lower level parking lot unjustifiably impedes customer access to our client's property.

Second, RREEF's revised version of Condition No. 50(q) provides an elevator in the "western half" rather than the west side of the North Parking Structure. This modification would allow RREEF to locate the elevator on the south side of the lot such that customers exiting the structure will have no view of, or direct access to, the Hacienda Building.

Third, RREEF proposes a revision to Condition No. 50(r) that will set back level 2 of the North Parking Structure a minimum of 177 feet from the eastern boundary of the Hacienda Building property line as opposed to 90 feet from the western edge of the parking lot. In other

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<sup>1</sup> RREEF states in its Application that its updated site plan is "substantially similar to the site plan approved by the City in December 2016." However, the 2016 site plan is unenforceable because it was never properly approved by the City Council. On or around December 6, 2016, the Community Development Director ("CDD") approved RREEF's revised site plan even though substantial deviations from previously approved plans, as those proposed by RREEF, required an amendment to the Master Use Permit pursuant to Section 18, condition 1 of Resolution 14-0026 and Section 10.84.100(A) of the Manhattan Beach Municipal Code. Although the CDD exceeded her authority, she nonetheless presented the site plan modifications to the City Council on December 20, 2016 and obtained the Council's informal "endorsement" of the revised site plan. The 2016 revised site plan is unenforceable in light of the undeniably flawed processing of RREEF's proposed modifications.

words, the western-most 60 feet rather than the western-most 90 feet of the parking structure will be capped at G+1. This modification would essentially move the North Parking Structure further away from our client's property, which will inevitably diminish customer access to the Hacienda Building. Furthermore, the Updated Site Plan fails to incorporate the landscaping elements guaranteed by Condition No. 10(b) that would "soften the parking structures."

Lastly, RREEF's modified Condition No. 50(s) states that it will provide a total of 580 parking spaces between the Northeast Parking Deck and the lower level culvert parking lot rather than guaranteeing 30 additional parking spots in the lower lot as currently required by this condition. As previously mentioned, it is important that our client secure additional spaces in the lower level parking lot because it is the closest lot to the Hacienda Building. Additional parking in this lot will enhance customer access to the Hacienda Building and attract pedestrian traffic to the Southern portion of the Project site. Moreover, RREEF's refinement to Condition No. 50(s) is just one of a series of revisions RREEF has incorporated that ultimately reduces the number of parking spaces in close proximity to 3500 Sepulveda from 620 to 572. As a result, instead of gaining an additional thirty spaces in the lower level parking lot, our client has lost forty-eight spaces.

### **RREEF's Proposed Modifications Require Subsequent CEQA Review**

Not only do RREEF's so-called "refined" conditions completely undermine the very purpose for which the City Council adopted Condition Nos. 13(f), 40, and 50(q)-(s), they also amount to substantial Project changes that requires additional CEQA review and recirculation of the EIR. Section 21166 of the Public Resources Code and Section 15162 of the CEQA Guidelines make clear that a subsequent or supplemental environmental impact report is required when substantial changes are proposed for the project or new information becomes available that was unknown at the time of EIR certification. Thus, even if the revised project arguably conforms to the original project (which it does not), RREEF's proposed changes are likely to create new, substantial environmental impacts that require additional CEQA review. Notably, RREEF's Updated Site Plan modifies the conditions of approval beyond those nine refinements specifically discussed in RREEF's Application.

First, the Updated Site Plan dramatically alters the design and aesthetics of the Project, which pursuant to Condition No. 10(a), for example, requires "drought tolerant landscape, shade trees, hardscape, and lighting improvements through the Development Area, as well as certain areas of the entire Shopping Center property as required in these conditions." Relatedly, the Updated Site Plan eliminates "planting receptacles suitable for the planting of vines and similar plants [...] on the north and west sides of the North Parking Structure..." as guaranteed by Condition No. 10(b). Third, although Condition No. 14(c) restricts Macy's to an expansion of no more than 60,000 square feet, the Updated Site Plan calls for a 60,600 square foot expansion – 600 square feet more than permitted by Resolution No. 14-0026. Fourth, RREEF has not

incorporated into its Updated Site Plan pertinent traffic mitigation measures contained in the Traffic Study. In particular, the Traffic Study provides the following specifications, which have not been incorporated in the Updated Site Plan or implemented in RREEF's proposed refinements to the conditions of approval:

"Specifically, the internal ring road would be restriped to include three lanes, one in each direction and a third lane that would act as a two-way left turn lane that allows drivers to enter and exit parking aisles with fewer conflicts with through traffic. Additionally, to allow cars to more efficiently enter the Project site, direct access to the parking aisle across the ring road from the 30th Street driveway would be prevented. This would force drives to utilize the ring road to access parking and eliminate backups entering the Project site at this location. These two improvements would be maintained through the remaining components of the Project." (FEIR, Traffic Study, p. 97.)

Lastly, and as previously discussed, RREEF proposes to relocate and redesign the accessway from Rosecrans Avenue into the mall by directly connecting Rosecrans to the Northeast Deck rather than the lower parking level. Additional review is necessary to analyze the traffic and safety impacts of the newly proposed location of the turn lane planned along Rosecrans Avenue, a major thoroughfare with frequently heavy traffic.

As the abovementioned changes and their corresponding impacts have not been disclosed or studied in the prior EIR, a subsequent EIR is required. Pub. Resources Code, § 21166(b)-(d) (subsequent or supplemental environmental impact report required when "[s]ubstantial changes occur with respect to the circumstances . . . [n]ew information, which was not known and could not have been known, becomes available"); *see also* CEQA Guidelines §§ 15162(a)(2)-(3); *see also, e.g., Eller Media Co. v. Community Redevelopment Agency* (2003) 108 Cal. App. 4th 25; *See also Madera Oversight Coalition, Inc. v. County of Madera*, 199 Cal. App. 4th 48 (2011) (holding, among other things, that subsequent re-determinations of significance outside the public review process are impermissible). RREEF cannot at this late date discharge its legal obligations under CEQA by segmenting the Project and conveying the modifications as minor "refinements."

RREEF's proposed revisions also substantially deviate from the following goals described in the FEIR's Statement of Project Objectives:

- Integrate the various uses and structures on-site with an emphasis on improving vehicular access within and adjacent to the site while promoting a pedestrian-friendly design;
- Enhance spatial relationships that promote pedestrian access within the Shopping Center site;
- Improve pedestrian access, mobility and ADA facilities on the project perimeter;

Members of the Manhattan Beach Planning  
Commission  
June 7, 2017  
Page 6

- Improve site access by providing new or re-aligned access driveways to reduce vehicular queuing and interference with traffic flows on adjacent streets;
- Enhance existing parking areas and provide additional parking with direct access to the development. (FEIR, p. II-9.)

Accordingly, we respectfully urge the Planning Commission to reject RREEF's Application to refine conditions of approval in Resolution No. 14-0026. The City thoroughly analyzed RREEF's initial Application and diligently developed conditions of approval for the benefit of all the properties within the Project site. Reconsideration of these conditions would only serve to delay the process and potentially expose RREEF and the City to liability.

Best regards,



LARA R. LEITNER for  
Jeffer Mangels Butler & Mitchell LLP

LRL:LL

**SECOND ADDENDUM TO THE  
ENVIRONMENTAL IMPACT REPORT**

**FOR**

**MANHATTAN VILLAGE SHOPPING CENTER  
ENHANCEMENT PROJECT**

Prepared by

**Eyestone Environmental on Behalf of  
Community Development Department  
City of Manhattan Beach**

**June 8, 2017**

**EXHIBIT F  
PC MTG 6-14-17**

**TABLE OF CONTENTS**

		<b>Page</b>
1.	Purpose .....	1
2.	Required Findings for Use of an Addendum .....	2
3.	Previously Approved Project .....	3
4.	Overview of Previously Certified EIR and First Addendum.....	4
5.	Overview of Proposed Refinements to Adopted Conditions .....	4
6.	Analysis of Potential Environmental Impacts Associated with the Refined Conditions.....	8
7.	Conclusion.....	15

**Figure**

Figure 1	Approved Site Plan, as annotated.....	5
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**Appendix**

Appendix A	Traffic Memorandum
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**SECOND ADDENDUM TO THE  
ENVIRONMENTAL IMPACT REPORT  
FOR  
MANHATTAN VILLAGE SHOPPING CENTER ENHANCEMENT PROJECT**

**1. Purpose**

This document is the Second Addendum to the Final Environmental Impact Report (EIR) prepared for the Manhattan Village Shopping Center Enhancement Project (Project) (State Clearinghouse No. 2004061146), which was certified by the Manhattan Beach City Council on December 2, 2014 (the “Certified EIR”). This Second Addendum specifically addresses refinements to certain conditions (the “Refined Conditions”) refining the conditions of approval (the “Adopted Conditions”) contained in Council Resolution No. 14-0026, which approved a Master Use Permit Amendment, Height Variance, and Sign Exception Program (collectively, the “MUP”) for the project (“Project”). Also addressed herein are the non-substantive annotations to the Site Plan<sup>1</sup> approved by the City in December 2016 (the “Approved Site Plan”), which accompanies the Refined Conditions for illustrative purposes.

The description of the project (“Project”) for purposes of this Second Addendum remains the same as described in the Certified EIR and Addendum (referred to herein as the “First Addendum”, and described below). The applicant is renovating an existing shopping center with retail and restaurant uses as further summarized below. The Refined Conditions will facilitate construction of the Project.

The Refined Conditions and the annotations to the Site Plan do not propose any physical changes to the Approved Project defined below. The Refined Conditions provide clarifications to facilitate the physical construction and construction sequencing of the Project. Likewise, the Site Plan attached as Figure 1 contains textual annotations to the Approved Site Plan only and does not change the physical construction or construction sequencing of the Approved Project. The Site Plan attached as Figure 1 simply annotates the Approved Site Plan approved by the City in December 2016 (with textual changes to (1) reflect the refined square footage tables to provide additional clarity regarding the “Village Shops’ Component” square footage breakdown, (2) add notes to indicate the required left turn pockets from Carlotta Way onto 30<sup>th</sup> Street and 27<sup>th</sup> Street, (3) remove notes related to the lower level culvert parking, and (4) include an additional note regarding the total gross leasable area (GLA) throughout the Shopping Center.

This Second Addendum, which builds upon the now-final Certified EIR and the First Addendum (see discussion in Section 4 of this Second Addendum), serves as the environmental review for the decision concerning the Refined Conditions pursuant to the provisions of the California Environmental Quality Act (CEQA), Public Resources Code Section 21000 *et seq.*, and the State and local CEQA Guidelines.

Pursuant to the provisions of CEQA and the State CEQA Guidelines, the City is the Lead Agency and is charged with the responsibility of deciding whether or not to approve the Refined Conditions. As part of the decision-making process, the City is required to review and consider the potential environmental effects that could result from modifications to the Adopted Conditions and annotations to the Approved Site Plan proposed by RREEF America REIT II Corp BBB (RREEF).

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<sup>1</sup> As described in more detail herein, in December 2016, the Director of Community Development approved a modified Project site plan reflecting a number of Project refinements including modified phasing. At that time, a First Addendum to the EIR was prepared. Based upon the analysis in the First Addendum, the Director concluded that the modifications were within the scope of the EIR and thus there was no need for additional environmental analysis.

**EXHIBIT F  
PC MTG 6-14-17**

## **2. Required Findings for Use of an Addendum**

California Code of Regulations, Title 14 (hereinafter, “State CEQA Guidelines”), Sections 15162 through 15164, set forth the environmental review requirements when a new discretionary action is required for a previously approved project.

Pursuant to State CEQA Guidelines Section 15162:

- (a) When an EIR has been certified...for a project, no subsequent EIR shall be prepared for that project unless the lead agency determines, on the basis of substantial evidence in the light of the whole record, one or more of the following:
  - 1. Substantial changes are proposed in the project which will require major revisions of the previous EIR...due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects;
  - 2. Substantial changes occur with respect to the circumstances under which the project is undertaken which will require major revisions of the previous EIR or Negative Declaration due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects; or
  - 3. New information of substantial importance, which was not known and could not have been known with the exercise of reasonable diligence at the time the previous EIR was certified as complete...shows any of the following:
    - (A) The project will have one or more significant effects not discussed in the previous EIR;
    - (B) Significant effects previously examined will be substantially more severe than shown in the previous EIR;
    - (C) Mitigation measures or alternatives previously found not to be feasible would in fact be feasible and would substantially reduce one or more significant effects of the project, but the project proponents decline to adopt the mitigation measure or alternative; or
    - (D) Mitigation measures or alternatives which are considerably different from those analyzed in the previous EIR would substantially reduce one or more significant effects on the environment, but the project proponents decline to adopt the mitigation measure or alternative.

If some changes or additions to a previously-prepared EIR are necessary but none of the conditions specified in State CEQA Guidelines Section 15162 are present, the lead agency shall prepare an addendum (State CEQA Guidelines, Section 15164(a)). Further, the addendum should include a “brief explanation of the decision not to prepare a subsequent EIR pursuant to Section 15162,” and that “explanation must be supported by substantial evidence” (State CEQA Guidelines, Section 15164(e)). The addendum need not be circulated for public review, but may simply be attached to the Final EIR (Ibid.; State CEQA Guidelines, Section 15164(c)) and considered by the decision-making body prior to making a decision on the project.

Based on the analysis and information contained herein, substantial evidence supports the conclusion that the Refined Conditions do not result in new significant impacts and do not require major revisions to the Certified EIR or First Addendum. In addition, substantial evidence supports the conclusion that the circumstances under which the Approved Project would be undertaken have not substantially changed,



and there is no evidence of new or more severe environmental impacts arising out of any of the proposed changes.

More specifically, the analysis herein demonstrates that the Refined Conditions would not result in any significant and unavailable adverse impacts to the environment. No changes to the mitigation measures set forth in the adopted Mitigation Monitoring and Report Program (MMRP) are proposed. In addition, there are no substantial changes in the existing conditions on or around the Shopping Center site that affect the analyses presented in the Certified EIR and First Addendum. Therefore, the proposed Refined Conditions do not meet the standards for preparation of a subsequent or supplemental EIR pursuant to State CEQA Guidelines Section 15162.

### **3. Previously Approved Project**

The Certified EIR incorporated changes to the originally proposed Project within the Final EIR. Additional modifications and requirements, including a reduction in total GLA, were subsequently required by the Planning Commission and City Council. Ultimately, on December 2, 2014 the City Council approved the Project, consisting of the construction of new retail and restaurant GLA and three parking structures; reconfiguration of existing surface parking areas; and installation of signs to identify and advertise the businesses within the Shopping Center. A total of 652,709 square feet of GLA (662,426 square feet with the Equivalency Program) was approved as part of Phases I and II. The Shopping Center property may not exceed 686,509 square feet GLA (696,226 square feet with the Equivalency Program).<sup>2</sup> Project approvals included an amendment to the then-existing MUP, a height variance, and an amendment/exception to the then-existing Master Sign Program. The Project as approved in December 2014 included phased construction, with the central area known as the Village Shops constituting the first phase of development. The Village Shops component originally incorporated two buildings housing, among other things, the existing California Pizza Kitchen restaurant just west of the main Mall entrance (the CPK Buildings), into its design. The second phase incorporated the Northeast Corner and included the expansion of an existing Macy's store. The third phase of development, the Northwest Corner, was not approved and will require a future Master Use Permit Amendment and additional public hearings before any approval. In addition, given that the Shopping Center site's zoning allows for a variety of land uses and in order to respond to the future needs and demands of the Southern California economy, as well as Shopping Center and tenant demands, an Equivalency Program was included as part of the Project to allow for the exchange of land uses permitted by the MUP for the Shopping Center site based on P.M. peak traffic equivalency factors. The Project as approved in December 2014 also included new on-site parking facilities and surface parking areas that would provide a total of 2,712 parking spaces.

Subsequent to certification of the EIR and approval of Project on December 2, 2014, RREEF submitted an updated plan and applied for changes to refine the Project in response to further input from the community. Potential impacts of these refinements were addressed in the First Addendum, which is described further below. The updated plan (again, the Approved Site Plan) and First Addendum were approved by the City in December 2016. The Project as set forth in the Approved Site Plan is referred to hereafter as the Approved Project.

The Approved Site Plan retained the same 18.4-acre Development Area and involved the same land uses, with the reconfiguration of certain proposed structures, including retail buildings and parking structures, a reduction in total GLA, and an increase in parking. In addition, the phasing of the Project was adjusted and included three main construction sequences (also with sub-stages) as follows: (I) Northeast Parking Deck, Macy's expansion, new surface parking area referred to as the lower level parking field (in the culvert), and new building in the Village Shops; (II) South Parking Deck, South Village Shops, and Macy's Men's Store (interior); and (III) North Parking Deck and North Village Shops. These changes are discussed in greater detail in the First Addendum.

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<sup>2</sup> MUP Condition No. 18.

#### **4. Overview of Previously Certified EIR and First Addendum**

The Certified EIR fully analyzed the potential environmental impacts of the Project. The Certified EIR determined that the Project would not have the potential to create a significant environmental effect on any environmental resource except with respect to aesthetics/visual quality (construction and operation), light/glare (construction and operation), construction-related regional air emissions, hazards and hazardous materials (construction and operation), construction noise, fire protection (construction and operation), police protection (construction and operation), and construction-related traffic and parking. With respect to these potentially significant impacted areas and resources, the Certified EIR identified feasible mitigation measures that would reduce each impact to a less than significant level. As such, the Project was not found to result in any significant and unavoidable adverse impacts to the environment.

Based on the analyses provided within the Certified EIR, impacts with respect to the following issues were determined to be less than significant and did not require or otherwise involve mitigation: views; shading; construction-related air quality (local air emissions, toxic air contaminants, and odors); operational air quality, including global climate change; hydrology and water quality (construction and operation); land use; operational noise; operational traffic; water (construction and operation); and wastewater (construction and operation). In addition, based on substantial evidence, the City of Manhattan Beach determined through the Initial Study that the Project would not have the potential to cause significant impacts related to: agricultural resources; biological resources; cultural resources; geology and soils; mineral resources; population, housing, and employment; parks and recreation; libraries; schools; solid waste; and energy. Therefore, these areas were not required under CEQA to be analyzed in the Certified EIR.

To address the potential impacts associated with the Approved Site Plan, an addendum to the Certified EIR (again, the First Addendum) was prepared in December 2016. The First Addendum addressed all of the impact categories set forth in Appendix G of the State CEQA Guidelines. The First Addendum concluded the following:

- A. Substantial changes in the project and project circumstances resulting in new significant effects or a substantial increase in the severity of previously identified significant effects have not occurred;
- B. New information of substantial importance with respect to this environmental resource/impact resulting in new significant effects or a substantial increase in the severity of previously identified effects has not been identified; and
- C. None of the proposed project changes would significantly affect this environmental resource.

Thus, the refinements associated with the Approved Site Plan (and thus the Approved Project) did not meet the standards for a Subsequent or Supplemental EIR pursuant to Public Resources Code Section 21166 and CEQA Guidelines Section 15162 and 15163.

#### **5. Overview of Proposed Refinements to Adopted Conditions**

In May, 2017, RREEF submitted an application to refine certain of the Adopted Conditions contained in Council Resolution No. 14-0026 (again, the Refined Conditions). Eyestone Environmental (Eyestone) and Gibson Transportation Consulting, Inc. (GTC) reviewed the Refined Conditions as well as an accompanying Site Plan, with annotations, that is included in Figure 1 on page 5.

The proposed Refined Conditions are listed below. Additions are indicated in underline and deletions are indicated in ~~strikeout~~.

##### **1. Condition No. 13(f): Land Use**

Proposed Refinement: RREEF shall provide a U-turn, traffic circle, or other connection at the Rosecrans Avenue a two-way vehicle access entrance from Rosecrans Avenue to the Northeast Deck at its approximate northeast corner, connect the Northeast Deck in to

**Figure 1**

**Approved Site Plan, as annotated**

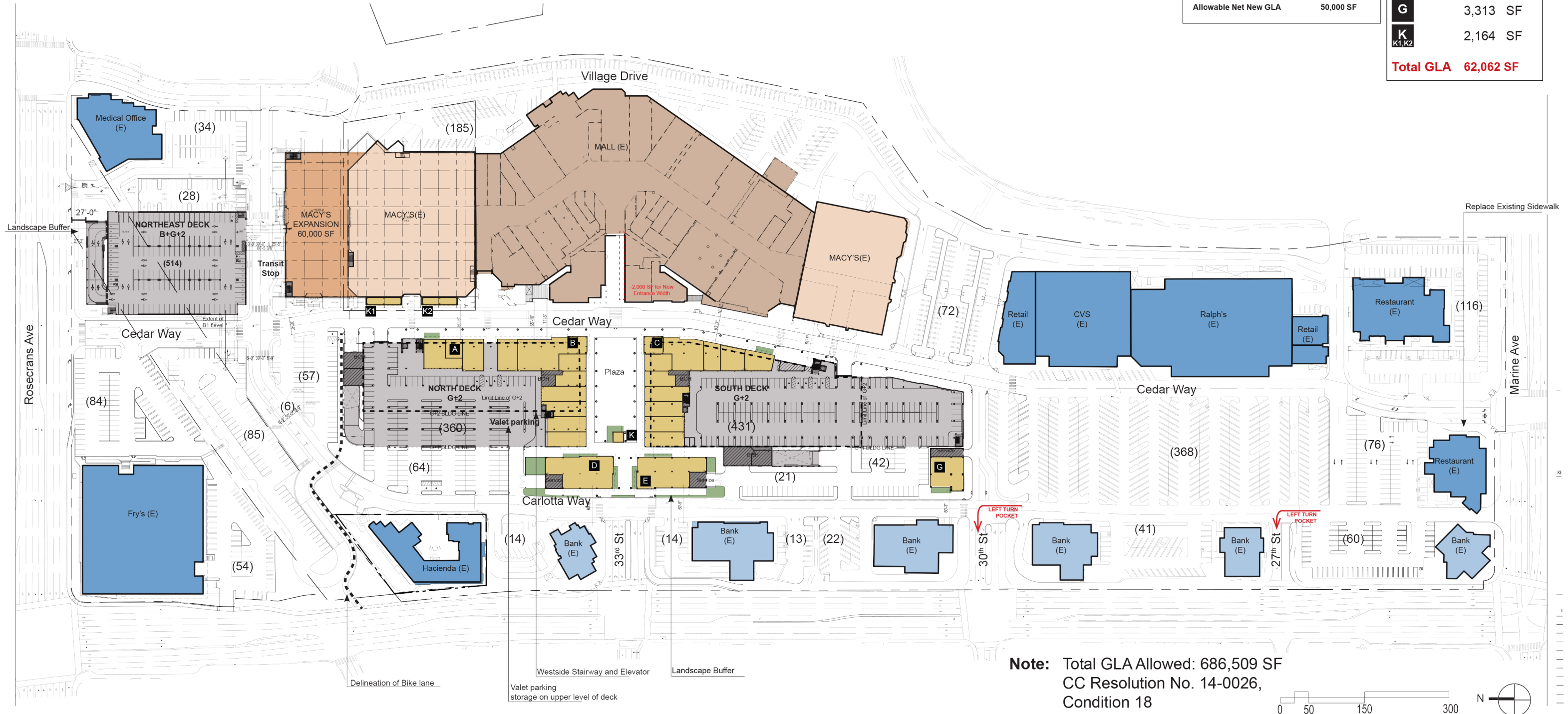
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# MANHATTAN VILLAGE\_ OVERALL SITE PLAN

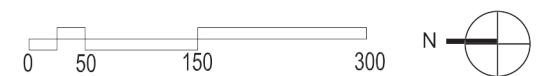
<b>MVSC TOTAL Existing GLA</b>	<b>572,837 SF</b>
Total Building Demo	(-41,342 SF)
Macy's Men's De-commissioned Area	(-7,656 SF)
<b>Total Village GLA</b>	<b>62,062 SF</b>
Macy's Expansion	60,000 SF
<b>MVSC Total GLA</b>	<b>645,901 SF</b>

MVSC Required Parking @ 4.10	2,669
<b>MVSC Actual Parking/ Plan</b>	<b>2,738</b>
<b>MVSC Parking Ratio</b>	<b>4.23</b>
Total Village GLA	62,062 SF
Demo CPK Bldg (J1,J2,H1,H2)	(-13,955 SF)
<b>Net New GLA</b>	<b>48,107 SF</b>
Allowable Net New GLA	50,000 SF

Village Components GLA:	
<b>A</b>	5,394 SF
<b>B</b>	18,298 SF
<b>C</b>	19,841 SF
<b>D</b>	5,938 SF
<b>E</b>	7,114 SF
<b>G</b>	3,313 SF
<b>K</b> K1,K2	2,164 SF
<b>Total GLA</b>	<b>62,062 SF</b>



**Note:** Total GLA Allowed: 686,509 SF  
 CC Resolution No. 14-0026,  
 Condition 18



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the lower level culvert parking lot and provide a U-turn or other turn-around option with a minimum outside turning radius of 30 feet, to internally connecting the lower level culvert parking lot drive aisles.

**2. Condition No. 36: Employee Parking Management Program**

Proposed Refinement: 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 the 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 RREEF shall implement the Program and install any required improvements per the approved Program prior to the issuance of the first building ~~final permit for any retail portion of the Village Shops or the repurposing of the Macy's Men's store, whichever is first~~ Phase I. The City may request periodic review and adjustment of the Employee Parking Management Program, in cooperation with RREEF, if needed to ensure the goals of this condition and the Program are being met.

**3. Condition No. 37: Valet Parking Management Plan**

Proposed Refinement: RREEF 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 construction plans for Phase 4 the North Deck. The City will review and approve the Plan and RREEF shall implement the Plan when the North Deck opens, in accordance with the approved implementation schedule in the Plan. If it is determined that the valet parking is not being fully utilized, RREEF may modify or cease providing valet parking with the approval of the Director of Community Development. Any voluntary interim valet parking plan proposed by the applicant shall be submitted for review and approval prior to its implementation.<sup>3</sup>

**4. Condition No. 39: Sepulveda Boulevard**

Proposed Refinement: The retention, modification, relocation and/or removal 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~~ Until Fry's vacates the site or the completion of the Sepulveda Bridge project, whichever comes first, the existing driveway condition (entry and exit, right in and out) may remain; (b) ~~At the end of 2016,~~ Upon completion of the Sepulveda Bridge widening project 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) ~~(c)~~ (c) if at any time the site is vacant the driveway shall be barricaded from use or removed; ~~(e)~~ (d) if at any time the site is vacant

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<sup>3</sup> The text regarding interim valet parking proposed by the applicant is proposed by City staff to be moved from the third sentence to the last sentence of the condition.

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 RREEF as soon as possible, as determined by the City, unless building plans for Phase III have been approved in which case the improvements will be installed with the Phase III construction; and ~~(f)~~ (e) 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 City will cooperate with RREEF to secure approvals affecting this Fry's Sepulveda driveway. The driveway modifications or removal/relocation and related improvements shall be completed by RREEF per the approved Plan and schedule. RREEF shall coordinate driveway modifications or removal/relocation with the Sepulveda Bridge widening project.

**5. Condition No. 40: Rosecrans Avenue**

Proposed Refinement: RREEF 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 160 feet west of the future Cedar Way extension to the easternmost driveway serving the ~~lower level parking~~ Northeast Deck 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. RREEF 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 Northeast Deck off of Rosecrans Avenue ~~lower level parking driveway~~ with the submittal of plans for Phase I. RREEF 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 Cedar Way extension ~~with Phase II~~ and for the easternmost driveway with the submittal of plans for ~~Phase II the Northeast Deck, or six months following the vacation of Fry's from the site, whichever comes first.~~ RREEF shall dedicate the property and construct the eastern portion serving as a turn lane into the Northeast Deck lower level parking driveway per plans approved by the City in connection with the construction of ~~Phase I the Northeast Deck.~~ Also in connection with the construction of ~~Phase II the Northeast Deck,~~ RREEF shall construct the portion adjacent to the Cedar Way extension.

**6. Condition No. 48: Marine Avenue-Cedar Way**

Proposed Refinement: The existing driveway access at Marine Avenue and Cedar Way shall be improved to provide one or two inbound lanes and three outbound lanes, and shall be designated 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. RREEF 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 the plans for Phase I. RREEF shall construct the improvements per the plans approved by the City prior to the issuance of the final a certificate of occupancy for the Northeast Parking Deck ~~Phase I.~~

**7. Condition No. 50(q): Traffic, Circulation, and Parking Plan**

Proposed Refinement: The North Parking Structure shall include a stairway and elevator ~~on in the western side half~~ of the parking deck to provide external access to all parking levels.



**8. Condition No. 50(r): Traffic, Circulation, and Parking Plan**

Proposed Refinement: The North Parking Structure shall be limited to G+2, with level 2 set back ~~90~~ a minimum of 177 feet from the eastern boundary of the Hacienda building property line, and the western edge of the parking structure's footprint set back no less than 112 feet from the eastern boundary of the Hacienda building property line (so that the western-most ~~90-60~~ feet of the parking structure essentially is capped at G+1).

**9. Condition No. 50(s): Traffic, Circulation, and Parking Plan**

Proposed Refinement: A minimum of 580 total ~~Thirty additional~~ parking spaces shall be provided in the Northeast Parking Deck and on the west side of in the lower level culvert parking lot with pedestrian access to the ~~3500 Sepulveda building~~.

With regard to the annotated Site Plan accompanying the Refined Conditions, Eyestone and GTC have concluded that the annotated Site Plan is substantially similar to the Approved Site Plan approved by the City in December 2016. Figure 1 includes only textual modifications to the square footage tables/summaries to provide additional clarity regarding the Village Shops component, additional notations regarding the planned left-turn pockets on Carlotta Way onto 30th Street and 27th Street, the removal of notations related to the lower level culvert parking, and the addition of a notation related to total square footage permitted at the Shopping Center pursuant to MUP Condition No. 18.

The buildings to be developed under the Site Plan, as annotated, would continue to comply with the development areas and maximum square footage parameters approved by the City in December 2016. The locations of development, building heights, and types of uses proposed would also be identical to that set forth in the Approved Site Plan. As with the Approved Project, the proposed construction would still occur in three main construction sequences (also with sub-stages) as follows: (I) Northeast Parking Deck, Macy's expansion, new surface parking area referred to as the lower level parking field (in the culvert), and new building in the Village Shops; (II) South Parking Deck, South Village Shops, and Macy's Men's Store (interior); and (III) North Parking Deck and North Village Shops.

**6. Analysis of Potential Environmental Impacts Associated with the Refined Conditions**

As indicated above, the Refined Conditions and annotations to the Approved Site Plan were reviewed by Eyestone and GTC. The Approved Site Plan, as annotated, does not change the refined construction sequencing or contemplate any physical project changes from what was previously analyzed in the Certified EIR and First Addendum. The Approved Site Plan, as annotated, is identical to the Approved Site Plan in what it allows with respect to physical construction. The only changes to the Approved Site Plan are textual in nature and were added to provide additional clarity with respect to certain developmental elements. Because the additional textual clarifications made on the Approved Site Plan would not result in any physical changes from the Approved Project and, as such, would not result in new significant impacts or increases to previously identified significant impacts in the Certified EIR and First Addendum for the Approved Project, no additional environmental analysis is required.

Our findings with regard to the environmental implications of the Refined Conditions are provided below.

**1. Condition No. 13(f): Land Use**

The suggested language changes are consistent with the vehicle circulation near the Northeast Deck and connections with the lower level culvert parking lot contained within the Approved Site Plan. The requirement that RREEF (1) provide two-way vehicle access entrance from Rosecrans Avenue to the Northeast Deck at its approximate northeast corner, (2) connect the Northeast Deck to the lower level culvert parking lot and (3) provide a U-turn or other turn-around option with a minimum outside turning radius of 30 feet, internally connecting the lower level culvert parking lot drive aisles, were already accounted for in the traffic assessment contained in the First Addendum for the Approved Project and were determined not to have any new significant impacts or increases to previously identified significant impacts. Therefore, no further analysis is required.

2. Condition No. 36: Employee Parking Management Program

The suggested language provides clarifications related to the timing for the implementation of the Employee Parking Management Program based on the proposed phasing of the Approved Site Plan. The language in the Adopted Conditions reflected the prior construction sequencing. Thus, the suggested language specifies that implementation of the Employee Parking Management Program will occur prior to the issuance of building permits for any retail portion of the Village Shops or repurposing of the Macy's Men's store, whichever is first, as opposed to the "Phase I" of the old phasing program. The First Addendum analyzed the revised construction sequencing and determined there to be no new significant impacts or increases to previously identified significant impacts associated with the revised sequencing. These clarifications in this Revised Condition do not change the conclusions or supporting analyses contained in the Certified EIR or First Addendum. Therefore, no further analysis is required.

3. Condition No. 37: Valet Parking Management Plan

The proposed refinements specify when the Valet Parking Management Plan should be implemented, tying it to construction stage for the North Deck, which is the location of the proposed valet parking contained in the Approved Site Plan. The First Addendum analyzed the revised construction sequencing and determined there to be no new significant impacts or increases to previously identified significant impacts associated with the revised sequencing. The location of valet parking is the same as the Approved Project, and, as such, the traffic and parking analyses contained in the First Addendum to the Approved Site Plan would not change. Thus, no further analysis is required.

The suggested refinements to the condition also recognize that an interim valet parking plan can be sought by the applicant with such plan requiring City approval under the Manhattan Beach Municipal Code. Although not required to mitigate project impacts, interim valet parking is a parking management strategy that allows for additional parking to be accommodated on-site to help meet the overall parking demands of the shopping center, as well as to provide additional parking proximate to building entrances for customers during construction of the Project. Valet parking during construction may help to maximize the efficiency of the parking supply and overall vehicular circulation throughout the shopping center. This recognition of a process provided in the Municipal Code is not an approval of interim valet parking and therefore does not change the vehicular circulation or parking analyzed in the Certified EIR or the First Addendum. Thus, no further analysis is required.

4. Condition No. 39: Sepulveda Boulevard

The proposed refinements clarify when the existing Fry's driveway off Sepulveda Boulevard can be retained, modified, relocated or removed while still providing adequate access to Fry's and coordination with the Sepulveda Bridge project. The timing of work to reconfigure the "Fry's Sepulveda driveway" is tied to the Cedar Way extension to Rosecrans. Ingress into and egress from the Fry's parking lot to Sepulveda Blvd. is necessary until the alternative access provided with the Cedar Way extension to Rosecrans is completed to ensure adequate access for patrons and delivery vehicles. The proposed modifications reflect the need to maintain adequate access to the Fry's parking lot as well as recognition of the need to ensure coordination with the Sepulveda Bridge widening. The suggested modifications update the condition by tying its requirements to completion of the Sepulveda Bridge project and/or Fry's vacating the site. As the suggested modifications provide clarifying language that reflects the Project phasing contemplated in the Approved Site Plan. Because the First Addendum concluded, among other things, that the revised construction sequencing of the Approved Project would not result in any significant and unavoidable adverse impacts to the environment and that the changes did not meet the standards for a subsequent or supplemental EIR. The contemplated construction sequencing is identical to the Approved Project, and this Refined Condition simply facilitates such sequencing. Thus no further analysis is required.

5. Condition No. 40: Rosecrans Avenue

The suggested language provides clarifications related to the timing for the implementation of the improvements based on the proposed phasing and configuration of the Approved Site Plan. The language in the Adopted Conditions reflected the prior anticipated construction sequencing and the configuration of access related to the lower level parking. The suggested language clarifies the location of the improvements reflected in the Approved Site Plan and timing of plan submittal based on the Northeast Deck construction sequencing (as contemplated in the Approved Project), as opposed to the “lower level parking”, “Phase II” or “following vacation of Fry’s”. The First Addendum analyzed the revised construction sequencing and the Rosecrans Avenue improvement configurations and determined there to be no new significant impacts or increases to previously identified significant impacts associated with the revised sequencing or improvements. There are no proposed changes to the construction sequencing or the improvement configuration of the Approved Project, and therefore, these clarifications do not change the conclusions or supporting analyses contained in the Certified EIR or First Addendum. Thus, no further analysis is required.

6. Condition No. 48: Marine Avenue-Cedar Way

The suggested language provides clarification related to the timing for the implementation of the improvements based on the approved construction resequencing of the Approved Site Plan. The proposed language specifies that the improvements be constructed prior to the issuance of the final certificate of occupancy for the Northeast Parking Deck, as opposed to the “Phase I” of the old phasing program in the Adopted Conditions. The proposed modifications provide clarifying language and further facilitate the revised construction sequencing analyzed in the First Addendum. The First Addendum analyzed the revised construction sequencing and determined there to be no new significant impacts or increases to previously identified significant impacts associated with the revised sequencing for the Approved Project. The same sequencing as the Approved Project is currently contemplated and, therefore, these clarifications do not change the conclusions or supporting analyses contained in the Certified EIR or First Addendum. Thus, no further analysis is required.

7. Condition No. 50(q): Traffic, Circulation and Parking Plan

The suggested language clarifies the location for the stairway and elevators in the North Parking Structure and that it provide external access to all of the parking levels. The location of the stairway and elevator was analyzed in the First Addendum and determined not to have the potential to cause new significant effects or increase previously identified significant effects, and the stairway and elevator are contemplated to be in the exact same location as analyzed in the First Addendum. Therefore, these textual clarifications in the Revised Condition do not change the conclusions or supporting analyses contained in the Certified EIR or First Addendum. Thus, no further analysis is required.

8. Condition No. 50(r): Traffic, Circulation and Parking Plan

The suggested language provides clarifications regarding the height and massing of the North Parking Structure. The First Addendum analyzed the potential impacts associated with the North Parking Structure limited to G+2 with level 2 set back a minimum of 177 feet from the eastern boundary of the Hacienda building property line, and the western edge of the parking structure’s footprint set back no less than 112 feet from the eastern boundary of the Hacienda building property line (so that the western-most 60 feet of the parking structure essentially is capped at G+1). The North Parking Structure remains in the exact same location as shown on the Approved Site Plan and the refinement to this conditions does not change the location shown in the Approved Site Plan, which, again, was analyzed in the First Addendum where it was determined that there would be no new significant impacts or increases to previously identified significant impacts associated with the location of the North Parking Structure. Thus, no further analysis is required.

9. Condition No. 50(s): Traffic, Circulation and Parking Plan

The suggested language provides clarifications for the minimum parking spaces to be provided in the Northeast Parking Deck and lower level culvert parking lot. The First Addendum analyzed the potential impacts associated with providing a minimum of 580 total parking spaces in the Northeast Parking Deck and lower level culvert parking lot and determined there to be no new significant impacts or increases to previously identified significant impacts associated with this parking plan. The minimum of 580 total parking spaces in the in the Northeast Parking Deck and lower level culvert parking lot is not proposed to be changed, and, therefore, these clarifications do not change the conclusions nor supporting analyses contained in the Certified EIR or First Addendum. Thus, no further analysis is required.

Overall, the Refined Conditions clarify the Adopted Conditions to reflect project construction sequencing and other Project refinements that were fully analyzed in the Certified EIR and First Addendum. The Refined Conditions will not result in any changes to the construction sequencing, size, or footprint of the Approved Project.

The additional analysis below evaluates the environmental issues contained within Appendix G of the State's Initial Study Checklist for the Refined Conditions. As demonstrated by the analysis below, none of the modifications to the Adopted Conditions would result in physical changes to the Approved Project that would affect any of the environmental impacts analyses set forth in the Certified EIR and First Addendum.

- **Aesthetics**—The Certified EIR and First Addendum concluded view and shading impacts would be less than significant; impacts related to aesthetics/visual quality and light/glare were likewise found to be less than significant although mitigation was nonetheless proposed. The Refined Conditions would not result in a change in the location, height, square footage or massing of the structures set forth in the Approved Project. As such, the Refined Conditions would not create any new or more severe impacts associated with aesthetics, views, shading, or light and glare beyond those already anticipated in the Certified EIR or First Addendum. The mitigation measures contained within the previously adopted MMRP would remain applicable and would continue to be implemented, thus reducing all potentially significant aesthetic impacts to less than significant levels.
- **Agricultural Resources**—The Certified EIR and First Addendum concluded no impacts related to agricultural resources would occur. As no agricultural zoning, Williamson Act-enrolled land, agricultural uses, or related operations exist within the Project Site or the surrounding area, and the Refined Conditions would not amend the development boundaries of the Approved Project, no impact to agricultural resources would occur. Furthermore, the City of Manhattan Beach does not contain land designated as a timberland production zone. Thus, no impacts associated with agricultural resources would occur as a result of the Refined Conditions.
- **Air Quality**—The Certified EIR and First Addendum concluded construction-related and operational air quality impacts, including both local and regional emissions, would be less than significant; however, mitigation was provided to further reduce construction-related regional emissions. Given that the Refined Conditions would not amend the development boundaries of the Approved Project and permit the same construction activities and peak construction levels, the same land uses, and the same total GLA as analyzed in the Certified EIR and First Addendum, no new construction-related or operational air quality impacts would result from the Refined Conditions. The mitigation measures contained within the previously adopted MMRP would remain applicable and would continue to be implemented, thus reducing all potentially significant air quality impacts to less than significant levels.
- **Biological Resources**—The Certified EIR and First Addendum prepared for the Approved Project determined no impacts to biological resources would occur. The Project Site is located in an urbanized area and none of the following is located on-site or in the immediate vicinity: suitable habitat for candidate, sensitive, or special status species; riparian habitat or other sensitive natural communities; federally protected habitat; or wildlife corridors or native wildlife nursery

sites. In addition, since the Refined Conditions would not amend the development boundaries previously analyzed and would not permit the removal of additional trees or vegetated areas over what was analyzed in the Certified EIR and First Addendum. Therefore, any potential impacts to biological impacts would be less than significant.

- **Cultural Resources**—The Certified EIR and First Addendum prepared for the Approved Project determined impacts related to historic, archaeological, and paleontological resources as well as human remains would be less than significant. There are no historic resources located on-site, and it was determined that the Approved Project would not disturb, damage, or degrade potential unique archaeological resources, archaeological sites that are considered historic resources, or paleontological resources. As the Refined Conditions would not amend the development boundaries of the Approved Project and would not permit an increase the total amount of floor area, the proposed areas of disturbance, the amount of grading, or the depth of grading analyzed in the Certified EIR and First Addendum, no new impacts associated with cultural resources would occur as a result of the Refined Conditions. Therefore, any potential impacts to cultural resources would be less than significant.
- **Geology and Soils**—The Certified EIR and First Addendum prepared for the Approved Project concluded impacts related to geology and soils would be less than significant. The Refined Conditions would not amend the development boundaries or permit an increase total square footage, the types of uses, or the building heights anticipated in the Certified EIR and First Addendum. In addition, the maximum amount of grading, depth of grading, foundation methods, etc. would not change from those set forth in the Certified EIR and First Addendum, and compliance with all regulatory requirements related to building construction and seismic safety will still be required. Thus, no new impacts associated with geology and soils would occur as a result of the Refined Conditions. Impacts would be less than significant.
- **Greenhouse Gas Emissions (GHGs)**—The Certified EIR and First Addendum concluded the Approved Project would result in a less than significant impact related to global climate change. The Refined Conditions would not amend the development boundaries of the Approved Project and would not permit changes in land uses or increase in total GLA. The Refined Conditions would not: change the overall construction assumptions set forth in the Certified EIR and First Addendum, introduce additional stationary source emissions, or generate additional daily traffic that would result in additional mobile source emissions as compared to the Approved Project. Furthermore, the Refined Conditions do not permit any deviations to the energy and water conservation measures set forth in the Certified EIR and First Addendum and the Refined Conditions would continue to not conflict with any applicable plan, policy, or regulation intended to reduce GHG emissions. Thus, no new impacts associated with climate change would occur as a result of the Refined Conditions, and the Certified EIR's and First Addendum's conclusions of a less than significant impact would remain the same.
- **Hazards and Hazardous Materials**—The Certified EIR and First Addendum concluded impacts associated with the Approved Project related to soil contamination would be potentially significant; mitigation was proposed to reduce such impacts to a less than significant level. The Refined Conditions would not result in additional areas of disturbance, an increase in the depth of grading, new land uses, or additional floor area beyond those previously evaluated in the Certified EIR and First Addendum. In addition, the Refined Conditions would not permit in an increase in the routine transport or release of hazardous materials in the environment, or an increase in hazards to the public or the environment beyond that already anticipated in the Certified EIR and First Addendum. The mitigation measures contained within the previously adopted MMRP would remain applicable and would continue to be implemented, thus ensuring all potentially significant hazards impacts are reduced to less than significant levels.
- **Hydrology and Water Quality**—The Certified EIR and First Addendum concluded construction-related and operational impacts associated with surface water hydrology and water quality

associated with the Approved Project would be less than significant. The Refined Conditions would not permit an increase in the total amount of shopping center floor area or the proposed areas of disturbance compared to the Approved Project, nor would the Refined Conditions permit any action that could increase any violations of water quality standards, deplete groundwater, or alter drainage patterns beyond that anticipated in the Certified EIR and First Addendum. In addition, under the Refined Conditions, the Project remains subject to and would comply with all regulations related to hydrology and water quality. Thus, no new impacts associated with hydrology and water quality would occur; and any impacts would remain less than significant.

- **Land Use and Planning**—The Certified EIR and First Addendum concluded impacts associated with the Approved Project related to land use consistency and compatibility would be less than significant. The Refined Conditions would not: increase the total amount of shopping center floor area as compared to the Approved Project, alter the types of uses to be developed, or involve development in areas of the Shopping Center site not analyzed in the Certified EIR or First Addendum. In addition, under the Refined Conditions the general locations and heights of buildings would be consistent with those anticipated and evaluated in the Certified EIR and First Addendum. As such, the Refined Conditions would not result in changes to the existing entitlements, and it would not create any new or more severe impacts associated with land use consistency or land use compatibility. Thus, no new impacts associated with land use and planning would occur; such impacts would remain less than significant.
- **Mineral Resources**—The Certified EIR and First Addendum prepared for the Approved Project determined no impact related to mineral resources would occur. As there are no known mineral resources in the Project area, there would be no loss of availability of a known mineral resource of value to the region and residents of the State as a result of development of the Project Site. Given the Refined Conditions do not permit deviations from the development boundaries of the Approved Project and does not permit any deviation from the approved land uses, no impacts associated with mineral resources would occur as a result of the Refined Conditions.
- **Noise**—The Certified EIR and First Addendum concluded construction noise impacts associated with the Approved Project would be less than significant with mitigation and operational noise impacts would be less than significant. The Refined Conditions would not allow construction activities to occur outside of the same locations as evaluated in the Certified EIR and First Addendum, and the Refined Conditions would not increase the amount of grading or the anticipated equipment mix. In addition, the Refined Conditions would not permit an increase the total amount of shopping center floor area, alter the types of uses to be developed, introduce new sources of noise not previously accounted for as part of the Approved Project, or generate additional traffic beyond that anticipated in the Certified EIR and First Addendum. Further, the mitigation measures contained within the previously adopted MMRP would remain applicable and would be implemented as part of the Refined Conditions, thus reducing all potentially significant noise impacts to less than significant levels.
- **Population and Housing**—The Certified EIR and First Addendum prepared for the Approved Project determined no impacts related to population, housing, and employment would occur. As the Revised Conditions do not permit a deviation from the land uses of the Approved Project and would not permit any residential uses, substantial population growth is not expected to occur. Additionally, like the Approved Project, the Revised Conditions would have a beneficial effect on employment and would continue to improve the local jobs/housing balance. Therefore, the Revised Conditions would not permit the Project to fall outside the SCAG population, housing, and employment projections for the area, and no new impacts associated with population, housing, or employment would occur. Such impacts would remain less than significant.
- **Public Services**—The Certified EIR and First Addendum prepared for the Approved Project concluded impacts related to schools, parks, and other public facilities such as libraries would be less than significant. The Certified EIR and First Addendum determined impacts related to fire

protection would be less than significant, although mitigation was nonetheless proposed; police impacts were found to be less than significant with mitigation. The Refined Conditions would not permit any residential uses, and the number of employees and visitors to the site is not anticipated to increase as compared to the Approved Project. Thus, the Refined Conditions would not drive an increased demand for public services, including police protection, fire protection, schools, parks, and other public facilities such as libraries, beyond that already anticipated in the Certified EIR and First Addendum. The mitigation measures contained within the previously adopted MMRP would remain applicable and would be implemented as part of the Refined Conditions, thus reducing all potentially significant police and fire protection public service impacts to less than significant levels. All other public service impacts would remain less than significant, and no mitigation would be required.

- **Recreation**—The Certified EIR and First Addendum prepared for the Approved Project concluded impacts related to parks and recreation would be less than significant. The Refined Conditions would not induce population growth, either directly or indirectly, that would result in increased use of local or regional parks or recreational facilities, and there would continue to be less than significant impacts as a result of the Refined Conditions with respect to use of parks and recreational facilities. Thus, no new impacts associated with recreation would occur with the Refined Conditions; such impacts would remain less than significant.
- **Transportation/Traffic**—The Certified EIR and First Addendum determined all transportation-related impacts associated with the Approved Project would be less than significant, although mitigation was proposed to address construction-related traffic and parking. The Refined Conditions would not permit a deviation from the square footage or uses of the Approved Project. Thus, the vehicular trips attributable to the Refined Conditions would be the same as the Approved Project and no significant traffic impacts would occur. Vehicular access and parking would also be the same as that set forth for the Approved Project. In addition, mitigation measures contained within the previously adopted MMRP would remain applicable and would be implemented as part of the Refined Conditions, thus reducing all potentially significant transportation/traffic and parking impacts to less than significant levels.
- **Utilities and Service Systems**—The Certified EIR and First Addendum prepared for the Approved Project determined solid waste, water, wastewater and energy impacts would be less than significant. The Refined Conditions would not result in any deviation from the development boundaries of the Approved Project and would not result any deviation from the land uses and square footage of the Approved Project beyond those analyzed in the Certified EIR and First Addendum. Thus, the Refined Conditions would not result in an increased demand for utilities or additional infrastructure improvements associated with water, wastewater, fire flows, electricity, natural gas, drainage, or solid waste beyond that already anticipated in the Certified EIR and First Addendum. Thus, no new impacts associated with utilities would occur as a result of the Refined Conditions; such impacts would remain less than significant.
- **Mandatory Findings of Significance**—As set forth above, potential impacts associated with the Refined Conditions would be within the envelope of impacts previously addressed in the Certified EIR and First Addendum. Like the Approved Project, the Refined Conditions : degrade the quality of the environment, substantially reduce the habitat of a fish or wildlife species, cause a fish or wildlife population to drop below self-sustaining levels, threaten to eliminate a plant or animal community, reduce the number or restrict the range of a rare or endangered plant or animal, or eliminate important examples of the major periods of California history or prehistory; have impacts that are individually limited, but cumulatively considerable; or have environmental effects which will cause substantial adverse effects on human beings, either directly or indirectly. In addition, the mitigation measures contained within the previously adopted MMRP would remain applicable and would be implemented as part of the Refined Conditions, thus reducing all potentially significant impacts to less than significant levels. Thus, the Refined Conditions would

not create new or more severe significant impacts, and no significant new information would result.

**7. Conclusion**

Based on this analysis and the information contained herein, substantial evidence supports the conclusion that the changes proposed in the Refined Conditions and the annotations to the Approved Site Plan would not result in new significant environmental effects or a substantial increase in the severity of previously identified significant effects and do not require major revisions to the Certified EIR. In addition, substantial evidence supports the conclusion that the circumstances under which the Project would be undertaken have not substantially changed. Therefore, the Refined Conditions and annotations do not meet the standards for preparation of a subsequent or supplemental EIR pursuant to State CEQA Guidelines Section 15162.



# Appendix A

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## Traffic Memorandum





## MEMORANDUM

**TO:** Laurie Jester, City of Manhattan Beach

**FROM:** Patrick A. Gibson, P.E., PTOE, and Sarah M. Drobis, P.E.

**DATE:** June 8, 2017

**RE:** Review of Requested MUP Condition Refinements for  
Manhattan Village Shopping Center  
Manhattan Beach, California

**Ref:** J1106a

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Gibson Transportation Consulting, Inc. (GTC) reviewed the requested refinements of and modifications to certain conditions of approval (the Adopted Conditions) contained in Council Resolution No. 14-0026. City Council Resolution No. 14-0026 approved a Master Use Permit Amendment, Height Variance, and Sign Exception Program (collectively, the MUP) for the Manhattan Village Shopping Center Enhancement Project (Project) in Manhattan Beach, California. Given the refinements during the final building plans design process for plan check and updated Project construction sequencing, RREEF is requesting modifications to the Adopted Conditions (the Refined Conditions). The site plan, which accompanies the Refined Conditions for illustrative purposes, includes nonsubstantive clarifications to the site plan approved by the City in December 2016 (Approved Site Plan). This memorandum analyzes the Refined Conditions and their consistency with the supporting traffic and parking analyses contained in the approved environmental documents, including the Environmental Impact Report (EIR) certified by the City on December 2, 2014 and the December 2016 Addendum (First Addendum) to the EIR.

## ANNOTATIONS TO APPROVED SITE PLAN

The nonsubstantive annotations to the Approved Site Plan include modifications to the square footage tables/summaries to provide additional clarity regarding the Village Shops component, additional notations regarding the planned left-turn pockets on Carlotta Way onto 30<sup>th</sup> Street and 27<sup>th</sup> Street, and the removal of notations related to the lower level culvert parking. The buildings to be developed would continue to comply with the development areas and maximum square footage parameters set forth in the Approved Site Plan, EIR and First Addendum. The general locations of development, types of uses and construction sequencing are the same as the Approved Site Plan. The Project is still proposed to be constructed in three main construction sequences (also with sub-stages) as follows: (I) Northeast Parking Deck, Macy's expansion, new surface parking area referred to as the lower level parking field (in the culvert), and new building in the Village Shops; (II) South Parking Deck, South Village Shops, and Macy's Men's Store (interior); and (III) North Parking Deck and North Village Shops.

A final phase of development in the Northwest Corner has not yet been approved and will require a future Master Use Permit Amendment followed by public hearings before the Planning Commission for Site Plan Review.

## REQUESTED MUP CONDITION REFINEMENTS

RREEF is requesting the refinements to nine of the Adopted Conditions to facilitate the physical construction and construction sequencing of the approved project and the Approved Site Plan. The proposed Refined Conditions are contained in the Attachment. The proposed refinements are shown in underline/strikethrough to provide a comparison against the applicable language in the Adopted Conditions. All mitigation measures specified in the previously certified EIR, as well as the Adopted Conditions set forth in the MUP, will continue to apply, except for as modified in the proposed Refined Conditions detailed in the Attachment. A summary of the refined conditions and comparison with the Adopted Conditions and Approved Site Plan is provided below.

1. Condition No. 13(f): Land Use

The suggested language changes are consistent with the vehicle circulation near the Northeast Deck and connections with the lower level culvert parking lot contained Approved Site Plan. These modifications were accounted for in the traffic assessment contained in the EIR Addendum for the Approved Site Plan. Therefore, no further analyses are required.

2. Condition No. 36: Employee Parking Management Program

The suggested language provides clarifications related to the timing for the implementation of the Employee Parking management Program based on the proposed phasing of the Approved Site Plan. The language in the Adopted Conditions reflected the old phasing program. Thus, the suggested language specifies that implementation of the Employee Parking Management Program will be prior to the issuance of building permits for the retail portion of the Village Shops or repurposing of the Macy's Men's store, whichever is first, as opposed to the "Phase I" of the old phasing program. These clarifications do not change the conclusions or supporting analyses contained in the EIR. Therefore, no further analysis is required.

3. Condition No. 37: Valet Parking Management Plan

The proposed refinements specify when the Valet Parking Management Plan should be implemented, tying it to construction stage for the North Deck, which is the location of the proposed valet parking contained in the Approved Site Plan. The location of valet parking remains the same as the Approved Site Plan, and the traffic and parking analyses for the Approved Site Plan and EIR is the same. Thus, no further analysis is required.

The suggested language also allows for voluntary interim valet parking to be permitted at the shopping center with City approval (i.e., to the satisfaction of the City's Traffic Engineer). Interim valet parking is a parking management strategy that allows for additional parking to be accommodated on-site to help meet the overall parking demands of the shopping center, as well as to provide additional parking proximate to

building entrances for customers during construction of the Project. Valet parking during construction also helps to maximize the efficiency of the parking supply and overall vehicular circulation throughout the shopping center. This voluntary option for interim valet parking does not change the vehicular circulation or parking the Approved Site Plan. Thus, no further analysis is required.

4. Condition No. 39: Sepulveda Boulevard

The proposed refinements specify when the existing Fry's driveway off Sepulveda Boulevard can be retained, modified, relocated or removed. The suggested modifications remove dates that have already passed (e.g., "end of 2016"), tying the conditions instead to completion of the Sepulveda Bridge project and/or Fry's vacates the site. As the suggested modifications provide clarifying language and are consistent with the Approved Site Plan, no further analysis is required.

5. Condition No. 40: Rosecrans Avenue

The suggested language provides clarifications related to the timing for the implementation of the improvements based on the proposed phasing of the Approved Site Plan. The language in the Adopted Conditions reflected the old phasing program. The suggested language specifies location of the improvements and timing of plan submittal based on the Northeast Deck construction, as opposed to the "Phase II" or "following vacation of Fry's". The proposed modifications reflect the Approved Site Plan and, therefore, these clarifications do not change the conclusions or supporting analyses contained in the EIR. No further analysis is required.

6. Condition No. 48: Marine Avenue-Cedar Way

The suggested language provides clarifications related to the timing for the implementation of the improvements based on the proposed phasing of the Approved Site Plan. The proposed language specifies that the improvements be constructed prior to the issuance of the final certificate of occupancy for the Northeast Parking Deck, as opposed to the "Phase I" of the old phasing program in the Adopted Conditions. The proposed modifications reflect the Approved Site Plan and, therefore, these clarifications do not change the conclusions or supporting analyses contained in the EIR. No further analysis is required.

7. Condition No. 50(q): Traffic, Circulation and Parking Plan

The suggested language specifies the location for the stairway and elevators in the parking deck and that it provide external access to all of the parking levels. The modifications reflect and are consistent with the Approved Site Plan and, therefore, these clarifications do not change the conclusions or supporting analyses contained in the EIR. No further analysis is required.

8. Condition No. 50(r): Traffic, Circulation and Parking Plan

The suggested language provides clarifications for the height and locations for the North Parking Structure. The modifications reflect and are consistent with the Approved Site Plan and, therefore, these clarifications do not change the conclusions or supporting analyses contained in the EIR. No further analysis is required.

9. Condition No. 50(s): Traffic, Circulation and Parking Plan

The suggested language provides clarifications for the minimum parking spaces to be provided in the Northeast Parking Deck and lower level culvert parking lot. The modifications reflect and are consistent with the Approved Site Plan and, therefore, these clarifications do not change the conclusions nor supporting analyses contained in the EIR. No further analysis is required.

## **CONCLUSION**

Based on the review outlined above, the proposed refinements to the Adopted Conditions would not change the findings of the traffic, access and parking impact analyses in the EIR or the First Addendum. The Refined Conditions provide clarifying language to reflect the current construction phasing and implementation of the Project that were encompassed in the Approved Site Plan. The overall site access and circulation system is the same as the Approved Site Plan. Therefore, the analysis findings and conclusions for the nonsubstantive clarifications to the Approved Site Plan and Refined Conditions would be the same as those in the EIR and First Addendum.

***Attachment***  
***Proposed Refined Conditions***

## Manhattan Village Shopping Center

### Project Description and Request

Pursuant to Manhattan Beach Municipal Code (the “Municipal Code”) section 10.84.100, RREEF America REIT Corp. BBB II (“RREEF”) requests the approval of refinements of/modifications to certain conditions of approval (the “Adopted Conditions”) contained in City Council Resolution No. 14-0026. City Council Resolution No. 14-0026 approved a Master Use Permit Amendment, Height Variance, and Sign Exception/Program (collectively, the “MUP”) which authorizes the remodeling and expansion of the Manhattan Village Shopping Center (the “Shopping Center”) located at 2600 through 3600 Sepulveda Boulevard and 1220 Rosecrans Avenue (the “Project”).

Given the refinements to the Project design as RREEF prepared final building plans for plan check, and updated Project phasing, RREEF is now requesting certain related refinements and/or modifications to the Adopted Conditions (the “Refined Conditions”). RREEF planned to construct the Project in two phases, with the central area known as the “Village Shops” constituting the previously anticipated first phase of development. RREEF anticipated expanding the existing Macy’s store (the “Macy’s Consolidation”) and constructing the Northeast Parking Structure in the second phase of development. However, the Macy’s Consolidation and construction of the Northeast Parking Structure will now occur in the first phase of development.

Attached to accompany this request is a site plan (the “Updated Site Plan”) substantially similar to the site plan approved by the City in December 2016.<sup>1</sup> The Updated Site Plan, which, if approved as part of this application, will replace the site plan approved by the City in December 2016, refines the square footage tables to provide additional clarity regarding the “Village Shops’ Component” square footage breakdown, adds notes to indicate the planned left turn pockets from Carlotta Way onto 30<sup>th</sup> Street and 27<sup>th</sup> Street and removes notes related to the lower level culvert parking.

The Refined Conditions help facilitate the implementation of the Macy’s Consolidation in the first phase of Project construction and are consistent with the overall intent of the MUP.

### Requested MUP Condition Refinements

RREEF now requests approval of the Refined Conditions (9 in total) to provide additional clarity for project implementation.<sup>2</sup> All mitigation measures specified in the previously certified EIR,<sup>3</sup> as well as the Adopted Conditions set forth in the MUP, continue to apply, except for as modified in the proposed Refined Conditions detailed below.

#### *1. Condition No. 13(f): Land Use*

Proposed Refinement: RREEF shall provide a ~~U-turn, traffic circle, or other connection at the Rosecrans Avenue~~ a two-way vehicle access entrance from Rosecrans Avenue to the Northeast Deck at its approximate northeast corner, connect

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<sup>1</sup> In December 2016, the Director of Community Development approved a modified Project site plan reflecting a number of Project refinements including modified phasing.

<sup>2</sup> The “Proposed Refinements” requested in this application are shown in Underline/Strikethrough against the applicable Condition language approved in the MUP. In those instances where the entirety of the Condition language was not necessary for context, the inapplicable language is not reproduced.

<sup>3</sup> The City certified an Environmental Impact Report (“EIR”) for the Project in December 2014.

the Northeast Deck ~~in~~ to the lower level culvert parking lot and provide a U-turn or other turn-around option with a minimum outside turning radius of 30 feet, ~~to~~ internally connecting the lower level culvert parking lot drive aisles.

**2. Condition No. 36: Employee Parking Management Program**

Proposed Refinement: 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 the 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 RREEF shall implement the Program and install any required improvements per the approved Program prior to the issuance of the first building ~~final~~ permit for any retail portion of the Village Shops or the repurposing of the Macy's Men's store, whichever is first ~~Phase I~~. The City may request periodic review and adjustment of the Employee Parking Management Program, in cooperation with RREEF, if needed to ensure the goals of this condition and the Program are being met.

**3. Condition No. 37: Valet Parking Management Plan**

Proposed Refinement: RREEF 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 construction plans for Phase I the North Deck. Any voluntary interim valet parking plan proposed by the applicant shall be submitted for review and approval prior to its implementation. The City will review and approve the Plan and RREEF shall implement the Plan when the North Deck opens, in accordance with the approved implementation schedule in the Plan. If it is determined that the valet parking is not being fully utilized, RREEF may modify or cease providing valet parking with the approval of the Director of Community Development.

**4. Condition No. 39: Sepulveda Boulevard**

Proposed Refinement: The retention, modification, relocation and/or removal 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~~ Until Fry's vacates the site or the completion of the Sepulveda Bridge project, whichever comes first, the existing driveway condition (entry and exit, right in and out) may remain; (b) ~~At the end of 2016,~~ Upon completion of the Sepulveda Bridge widening project 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)



(c) if at any time the site is vacant the driveway shall be barricaded from use or removed; ~~(e)~~ (d) 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 RREEF as soon as possible, as determined by the City, unless building plans for Phase III have been approved in which case the improvements will be installed with the Phase III construction; and ~~(f)~~ (e) 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, P~~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 City will cooperate with RREEF to secure approvals affecting this Fry's Sepulveda driveway. The driveway modifications or removal/relocation and related improvements shall be completed by RREEF per the approved Plan and schedule. RREEF shall coordinate driveway modifications or removal/relocation with the Sepulveda Bridge widening project.

**5. Condition No. 40: Rosecrans Avenue**

Proposed Refinement: RREEF 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 160 feet west of the future Cedar Way extension to the easternmost driveway serving the ~~lower level parking~~ Northeast Deck 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. RREEF 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 Northeast Deck off of Rosecrans Avenue lower level parking driveway with the submittal of plans for Phase I. RREEF 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 Cedar Way extension ~~with Phase II~~ and for the easternmost driveway with the submittal of plans for ~~Phase II~~ the Northeast Deck, ~~or six months following the vacation of Fry's from the site, whichever comes first.~~ RREEF shall dedicate the property and construct the eastern portion serving as a turn lane into the Northeast Deck lower level parking driveway per plans approved by the City in connection with the construction of ~~Phase I~~ the Northeast Deck. Also ~~in~~ connection with the construction of ~~Phase II~~ the Northeast Deck, RREEF shall construct the portion adjacent to the Cedar Way extension.

**6. Condition No. 48: Marine Avenue-Cedar Way**

Proposed Refinement: The existing driveway access at Marine Avenue and Cedar Way shall be improved to provide one or two inbound lanes and three outbound lanes, and shall be designated 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. RREEF 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 the plans for Phase I. RREEF shall construct the improvements per the

plans approved by the City prior to the issuance of the final a certificate of occupancy for the Northeast Parking Deck~~Phase I~~.

**7. Condition No. 50(q): Traffic, Circulation, and Parking Plan**

Proposed Refinement: The North Parking Structure shall include a stairway and elevator ~~on~~ in the western side half of the parking deck to provide external access to all parking levels.

**8. Condition No. 50(r): Traffic, Circulation, and Parking Plan**

Proposed Refinement: The North Parking Structure shall be limited to G+2, with level 2 set back ~~90~~ a minimum of 177 feet from the eastern boundary of the Hacienda building property line, and the western edge of the parking structure's footprint set back no less than 112 feet from the eastern boundary of the Hacienda building property line (so that the western-most ~~90~~ 60 feet of the parking structure essentially is capped at G+1).

**9. Condition No. 50(s): Traffic, Circulation, and Parking Plan**

Proposed Refinement: A minimum of 580 total ~~Thirty additional~~ parking spaces shall be provided in the Northeast Parking Deck and on the west side of ~~in the~~ lower level culvert parking lot ~~with pedestrian access to the 3500 Sepulveda building~~.

**Consistency with Required Findings**

***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.***

As detailed in City Council Resolution No. 14-0026, the Project Site is located within Area District II and, with the exception of the northwest portion of the Project Site, is zoned Community Commercial (CC).<sup>4</sup> The purpose of the CC zoning district is to provide sites for planned commercial centers that 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. CC zoning permits retail support facilities such as entertainment and eating and drinking establishments, subject to certain limitations to avoid adverse effects on adjacent uses. When it approved the MUP, the City Council concluded that the Project was consistent with the purposes of the CC zone.

The Refined Conditions will ensure that the Project continues to be consistent with the purposes of the CC zone. Importantly, the Refined Conditions will help facilitate the implementation of the Macy's Consolidation in the first phase of Project construction to ensure its completion as a vital Project component. Accelerating the Macy's Consolidation will further improve the viability of a wide variety of uses, such as retail, services, restaurants, grocery store, banks and offices that will continue to be provided on the Project Site. Also, implementing the Macy's Consolidation in the first phase ensures that the Project will maintain and enhance its character as a planned commercial center that offers a different and complementary shopping experience to downtown Manhattan Beach. This supports consistency with the purposes of the Commercial Districts, as stated in

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<sup>4</sup> The northwest corner of the site (3.6 Acres Fry's site) is zoned General Commercial (CG). The portion of the application relating to that corner is part of the proposed Phase III. The City is not approving Phase III at this time.

Municipal Code Section 10.16.010, because it will 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. Facilitating the Macy's Consolidation in the Project's first phase will also strengthen the City's economic base and protect small businesses that serve City residents.

The Project will continue to expand on the wide variety of uses and services already provided the Shopping Center, while providing more diversity and options for the customer. The Refined Conditions do not change the allowed restaurant or medical or dental office square footage limits, and do not amend any Condition related to allowed uses or allowed square footage. The Project's architectural style and design features remain compatible with the existing Shopping Center and the City's beach community character.

One of the purposes of the Commercial Districts is to ensure that the appearance and effects of commercial buildings and uses are harmonious with the character of the area in which they are located. Consistent with the City Council's findings when it approved the Project, the Project will continue to mesh seamlessly with existing structures while also updating the Shopping Center aesthetic by providing contemporary architecture. The Project buildings are consistent in height with the existing buildings, and the refined parking structures are architecturally designed to reflect the rhythm and design features of the commercial buildings.

Another one of the purposes of the Commercial Districts is to ensure the provision of adequate off-street parking and loading facilities. The Project now contemplates providing a total of 2,738 spaces within the parking garages and surface parking lots, resulting in a parking ratio of 4.23 spaces per 1,000 square feet of GLA, as compared to the prior plan's parking supply of 2,712 spaces at ratio of 4.16 spaces per 1,000 square feet. The Refined Conditions facilitate development of the Project as currently contemplated and help improve overall traffic circulation within the Project site to increase the convenience and overall experience of the public when visiting the Shopping Center.

Finally, the Refined Conditions will not impact (and will, in some cases, enhance) the Project's consistency with each of the eleven development criteria outlined in the Sepulveda Boulevard Development Guide. The Project will still provide reciprocal access, right-turn pockets, driveway throats, sidewalk dedication, and appropriate building orientation, while ensuring positive visual aesthetics and pedestrian access and minimizing residential nuisances. Further, the Project will continue to utilize appropriate landscaping and signage and will underground new construction utilities.

- 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.***

#### *The Project is Consistent with the General Plan*

The Shopping Center is designated "Manhattan Village and General Commercial" in the Land Use Element of the City of Manhattan Beach General Plan. This designation reflects the unique nature of the subject property as the largest retail development in the City. When it approved the Project, the City Council concluded that the Project was consistent with the Goals and Policies outlined in the City's General Plan. As explained below, the refinements to the Conditions will not impact this prior consistency determination and will facilitate the enhancement of the Project's consistency with the General Plan's five categories of Goals and Policies.

## 1. Land Use

The Revised Conditions help facilitate the development of the Macy's Consolidation in the Project's first construction phase. The Macy's Consolidation ensures that the Shopping Center will maintain its viability as a regional serving shopping district pursuant to General Plan Land Use Goal 8. Further, given the efforts to promote the expansion of the anchor tenants (including by moving forward with the Macy's Consolidation in the Project's first phase), the Project will preserve and enhance the features of a planned commercial center, thereby preserving the unique features of this commercial neighborhood and not intruding on the unique features of other commercial neighborhoods.

The Project design will continue to utilize quality materials and continue to provide visually interesting architecture, while facilitating a diverse mix of uses and services that residents and patrons can enjoy year round.

The Project, including the refined buildings and open space areas reflected in the Updated Site Plan, continues to create hubs of activity that are mindful of resource usage such as landscape placement and facilitate community gathering places that reflect the unique culture of the city. The refined Project design continues to utilize buffer zones, appropriately located uses, and smart site planning to ensure compatibility with surrounding land uses. Further, the Project continues 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 at the Shopping Center.

In addition, the City Council previously determined that the design and operational Project components regarding noise, lighting, signage, odors, parking, architectural articulation, and circulation are consistent with the Sepulveda Development Guide and are either a part of the Project or the subject of Conditions to limit any potential impacts. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures that limit these potential impacts.

For all of these reasons, the Project remains consistent with the Land Use Goals and Policies identified by the City Council when approving Resolution No. 14-0026.

## 2. Infrastructure

When approving the Project, the City Council recognized that 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 Shopping Center.

The Refined Conditions insure that the proposed on- and off-site improvements will result in significantly improved on- and off-site traffic circulation and parking during each of the Project's construction phases. The Project will continue to unite the Fry's and other Shopping Center parcels and improve traffic circulation for cars, bikes and pedestrians. The Refined Conditions will ensure that each of these improvements occurs at the appropriate time during Project construction.

The Project will continue to utilize bio-filtration, landscaping, and Best Management Practices during construction to reduce soil loss, sedimentation and dust/particulate matter air pollution, all of which support consistency with the Infrastructure Goals and Policies identified in Resolution No. 14-0026. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures that ensure these protections.

### 3. Community Resources

When approving the Project, the City Council found that (1) building the Project to a U.S. Green Building Council Leadership in Energy and Environmental Design (LEED) Silver or equivalent standard, (2) protecting and enhancing of existing landscape and mature trees, and (3) enhancing and promoting of alternative transportation to and from the Shopping Center, all supported the Project's consistency with the applicable Community Resources Policies. The City Council further determined that the Project's additional sustainable and energy-efficient Project components including (1) potable water use reduction of at least 20%, (2) Electrical Vehicle charging stations, (3) reduction in the use of utilities, and (4) minimized generation of non-recyclable waste further supported such consistency. The Project will continue to incorporate these community resource enhancing features, ensuring continued consistency with the applicable policies. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures that support consistency with the applicable Community Resources Policies.

### 4. Community Safety

The Project will continue to be consistent with the Community Safety policies. The Project will utilize private security guards that will coordinate closely with the City Police Department and regular security patrols will be tailored to the Project. Further, there are no modifications to those Adopted Conditions that require the Project to (1) comply with City Fire Department requirements to insure that bridge heights, building heights and roadway widths allow emergency vehicle access safely throughout the Project site; and (2) provide adequate water distribution and ensure supply facilities have adequate capacity and reliability to supply both everyday and emergency fire-fighting needs. Response times for both Police and Fire will continue to meet or exceed current levels. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures designed to ensure and enhance community safety.

### 5. Noise Element

The Project will continue to be consistent with the General Plan's noise element. The Refined Conditions will not implicate any of the design features, Adopted Conditions, or EIR mitigation measures included in the Project's approval adopted to ensure that there would be no unmitigated construction or operational impacts on surrounding commercial and residential receptors. There is no request to modify the limited construction hours, and construction will still be phased to minimize synergistic noise that could exceed codified standards.

*There will be no Detriment to 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, or to Properties or Improvements in the Vicinity or to the General Welfare of the City*

In approving the Project, the City Council concluded that the Project, as conditioned (including the construction and the on-going physical and operational upgrades associated with tenant improvements and redevelopment across the entire Project Site), was designed to minimize impacts to neighboring uses and would not be detrimental to properties or improvements in the vicinity or to the general welfare of the City.

Project features continue to include appropriate scale, layout, massing, articulation, height, architectural design and details of the buildings, parking structures, lighting design, signage design, LEED sustainability or equivalent features, as well as pedestrian, bike, and transit linkages all of which are intended to ensure compatibility with surrounding uses. The Refined Conditions ensure that these features will be implemented at the appropriate times and places to coincide with the

various construction phases. The Refined Conditions will not diminish protections in the Project's design, Adopted Conditions, or EIR Mitigation Measures implemented to 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.

Further, the Adopted Conditions continue to ensure that there are no detrimental impacts through off-site improvements to the surrounding roadway network and the still-contemplated roadway dedication, improvements, and fair-share contributions will improve the regional roadway networks surrounding and servicing the Project site. As previously concluded by the City Council, these improvements will enhance safety, better accommodate emergency vehicles, improve flow of traffic, and improve the regional transportation network on surrounding arterials. The Refined Conditions ensure that these improvements occur at the appropriate time during the Project's construction.

In addition, the Project continues to be sensitive to nearby properties with respect to aesthetic design, site planning, building layout, and parking structures, and the Project design, Adopted Conditions, and EIR Mitigation Measures related to traffic, parking, noise, security, landscaping, lighting, signage, utilities, and other provisions will continue to ensure that the Project will not adversely impact nearby properties. The Refined Conditions do not require changes to those Adopted Conditions or Project design features designed to minimize impacts to neighboring uses, and, as such, the Project will not be detrimental to public health, safety or welfare of persons residing or working on the Project Site or in or adjacent to the neighborhood of that Site.

***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.***

The Refined Conditions will not impact the Project's compliance with Title 10 of the Municipal Code. As explained above, existing and proposed improvements authorized by the MUP will be developed in accordance with the purpose and standards of the CC zone. The Project continues to propose a variety of retail, restaurant, office, and specialty uses and continues to contemplate parking and landscaping at a rate above that required by the Municipal Code. Finally, the Project phasing adjustments to develop the Macy's Consolidation in the first phase ensures consistency with Municipal Code Section 10.16.010, which provides that the CC zone shall be for planned commercial centers and that entertainment and eating and drinking facilities shall be for support, not primary uses. For additional support for the Project's consistency with this Finding, see the discussions above for Finding 1 and Finding 2.

***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.***

The Project will not result in adverse impacts to nearby properties and will be sensitive to nearby properties with respect to aesthetic design, site planning, building layout, and parking structures. The Project EIR fully analyzed the potential environmental impacts of the Project and determined that the Project would not have the potential to create a significant environmental effect on any environmental resource except with respect to aesthetics/visual quality (construction and operation), light/glare (construction and operation), construction-related regional air emissions, hazards and

hazardous materials (construction and operation), construction noise, fire protection (construction and operation), police protection (construction and operation), and construction-related traffic and parking. With respect to these potentially significant impacted areas and resources, the EIR identified feasible mitigation measures that would reduce each impact to a less than significant level. Further, as detailed in the Addendum prepared in the context of the Director's 2016 approval of the substantially similar site plan, all impacts from the Updated Site Plan are the same as, or less than, the impacts of the Project as previously approved. The Refined Conditions do not require any changes to any Adopted Conditions or EIR Mitigation Measures that would diminish these protections. As such, the Project remains consistent with this Finding.

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