

City Council

Adjourned Regular Meeting

Tuesday, November 12, 2013

6:00 PM

City Council Chambers



Mayor David J. Lesser
Mayor Pro Tem Amy Howorth
Councilmember Wayne Powell
Councilmember Mark Burton
Councilmember Tony D'Errico

Executive Team

John Jalili, Interim City Manager
Quinn Barrow, City Attorney

Robert Espinosa, Fire Chief
Cathy Hanson, Human Resources Director
Eve R. Irvine, Police Chief
Mark Leyman, Parks & Recreation Director

Bruce Moe, Finance Director
Tony Olmos, Public Works Director
Liza Tamura, City Clerk
Richard Thompson, Community
Development Director

MISSION STATEMENT:

The City of Manhattan Beach is dedicated to providing exemplary municipal services, preserving our small beach town character and enhancing the quality of life for our residents, businesses and visitors.

November 12, 2013

City Council Meeting Agenda Packet

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MANHATTAN BEACH'S CITY COUNCIL WELCOMES YOU!

Your presence and participation contribute to good city government.

Copies of staff reports or other written documentation relating to each item of business referred to on this agenda are available for review on the City's website at www.citymb.info, the Police Department located at 420 15th Street, and are also on file in the Office of the City Clerk for public inspection. Any person who has any question concerning any agenda item may call the City Clerk's office at (310) 802-5056.

In compliance with the Americans With Disabilities Act, if you need special assistance to participate in this meeting, you should contact the Office of the City Clerk at (310) 802-5056 (voice) or (310) 546-3501 (TDD). Notification 36 hours prior to the meeting will enable the City to make reasonable arrangements to assure accessibility to this meeting.

A. PLEDGE TO THE FLAG

5 MINUTES

B. ROLL CALL

1 MINUTE

C. CERTIFICATION OF MEETING NOTICE AND AGENDA POSTING

1 MINUTE

I, Liza Tamura, City Clerk of the City of Manhattan Beach, California, state under penalty of perjury that this notice/agenda was posted on Wednesday, November, 6 2013, on the City's Website and on the bulletin boards of City Hall, Joslyn Community Center and Manhattan Heights.

D. PUBLIC COMMENT

Speakers may comment on any item of interest to the public that is within the subject matter jurisdiction of the legislative body. The Mayor may determine whether an item is within the subject matter jurisdiction of the City. While all comments are welcome, the Brown Act does not allow City Council to take action on any item not on the agenda. Please complete the "Request to Address the City Council" card by filling out your name, city of residence, and returning it to the City Clerk. Thank you!

E. GENERAL BUSINESS

1. Interim City Manager Employment Agreement with John Jalili (City Attorney).

[CON 13-0043](#)

APPROVE

Attachments: [Interim City Manager Employment Agreement](#)

F. PUBLIC HEARING

2. Continued Public Hearing to Consider Certification of a Final Environmental Impact Report and Approval of a Master Use Permit Amendment, Height Variance and Master Sign Program/Exception for the Manhattan Village Shopping Center Enhancement Project at 2600 through 3600 Sepulveda Boulevard and 1220 Rosecrans Avenue (Director of Community Development Thompson).

[13-0444](#)

CONDUCT CONTINUED PUBLIC HEARING, CLOSE PUBLIC TESTIMONY PORTION OF PUBLIC HEARING, CONTINUE DISCUSSION AND DIRECT STAFF TO PREPARE RESOLUTIONS

Attachments: [Manhattan Village Shopping Center Key Issues Matrix- November 11, 2013](#)
[Applicants Proposed Modifications Letter and Plans- November 1, 2013](#)
[Resolution No. PC 13-10 Planning Commission Resolution approving Master U:](#)
[E-mail from Mark Neumann-3500 Sepulveda- dated 11-5-13](#)
[Hyperlink to Mall City Council presentations, staff report and attachments- Sept](#)

G. ADJOURNMENT

H. FUTURE MEETINGS

CITY COUNCIL MEETINGS

Nov. 19, 2013 – Tuesday – 6:00 PM – City Council Meeting
 Dec. 3, 2013 – Tuesday – 6:00 PM – City Council Meeting
 Dec. 10, 2013 - Tuesday - 6:00 PM - Adjourned Regular Meeting (CIP & Facilities Strategic Plan)
 Dec. 17, 2013 – Tuesday – 6:00 PM – City Council Meeting (City Council Reorganization)
 Jan. 7, 2014 -- Tuesday -- 6:00 PM - City Council Meeting
 Jan. 14, 2014 - Tuesday - TBD - City Council Adjourned Regular Meeting (Strategic Plan Meeting)
 Jan. 21, 2014 -- Tuesday -- 6:00 PM - City Council Meeting
 Feb. 4, 2014 -- Tuesday -- 6:00 PM - City Council Meeting
 Feb. 18, 2014 -- Tuesday -- 6:00 PM - City Council Meeting

BOARDS, COMMISSIONS AND COMMITTEE MEETINGS

Nov. 12, 2013 – Tuesday – 6:00 PM – Cultural Arts Commission
 Nov. 13, 2013 – Wednesday -- 6:30 PM – Planning Commission Meeting
 Nov. 18, 2013 – Monday – 6:30 PM – Library Commission
 Nov. 25, 2013 – Monday – 6:30 PM – Parks & Recreation Commission
 Nov. 27, 2013 – Wednesday -- 6:30 PM – Planning Commission Meeting
 Dec. 5, 2013 -- Thursday -- 6:30 PM -- Parking & Public Improvements Commission Meeting
 Dec. 9, 2013 – Monday – 6:30 PM – Library Commission
 Dec. 10, 2013 – Tuesday – 6:00 PM – Cultural Arts Commission
 Dec. 10, 2013 - Tuesday - 6:00 PM - Adjourned Regular Meeting
 Dec. 11, 2013 – Wednesday -- 6:30 PM – Planning Commission Meeting
 Dec. 23, 2013 – Monday – 6:30 PM – Parks & Recreation Commission

I. CITY HOLIDAYS

CITY OFFICES CLOSED ON THE FOLLOWING DAYS:

Nov. 28-29, 2013 – Thursday & Friday – Thanksgiving Holiday
Dec. 25, 2013 – Wednesday – Christmas Day
Jan. 1, 2014 – Wednesday – New Years Day
Jan. 20, 2014 – Monday – Martin Luther King Day
Feb. 17, 2014 – Monday – President's Day
May. 26, 2014 – Monday – Memorial Day
Jul. 4, 2014 - Friday - Independence Day
Sep. 1, 2014 – Monday – Labor Day
Oct. 13, 2014 – Monday – Columbus Day
Nov. 10, 2014 – Monday – Veterans Day

Agenda Date: 11/12/2013

TO:

Honorable Mayor and Members of the City Council

FROM:

Quinn M. Barrow, City Attorney

SUBJECT:

Interim City Manager Employment Agreement with John Jalili (City Attorney).

APPROVE

RECOMMENDATION:

Staff recommends that the City Council approve an Interim City Manager Employment Agreement with John Jalili for him to serve as Interim City Manager.

FISCAL IMPLICATIONS:

Based on the terms of the Agreement, the maximum amount the City will pay Jalili for his service will be \$98,400, which equals his hourly rate times the maximum number of hours he may work pursuant to regulations of the California Public Employees Retirement System (CalPERS). A budget adjustment is not required at this time but may be necessary in the future.

BACKGROUND:

The City Council will be undertaking a search for a permanent City Manager and requires the services of an Interim City Manager for the duration of the search and selection process to provide administrative leadership for the City. The Council considered a number of candidates for the Interim City Manager position and selected John Jalili to serve in that capacity. Mr. Jalili has had a long career as a senior executive in local government, including having served as City Manager for the City of Santa Monica for over 15 years prior to his retirement; since then has served as Interim City Manager in a number of communities, including the City of Hermosa Beach most recently.

DISCUSSION:

In order to formalize the employment relationship staff recommends that the City and Mr. Jalili will enter into an Interim City Manager Employment Agreement. Under the terms set forth in the proposed Interim City Manager Employment Agreement, Mr. Jalili will perform the functions and duties of City Manager, as set forth in the Municipal Code, the City's personnel rule, policies, regulations, and in accordance with State law. Jalili will be paid at a rate of

\$102.50 per hour for his service to the City, which does not exceed the maximum permitted by CalPERS and is equal to the hourly rate paid to the former City Manager.

CONCLUSION:

It is recommended that the City Council approve the Interim City Manager Employment Agreement with John Jalili.

Attachment:

1. Interim City Manager Employment Agreement

**INTERIM CITY MANAGER EMPLOYMENT AGREEMENT
CITY OF MANHATTAN BEACH**

This Interim City Manager Employment Agreement (“Agreement”) is entered into by and between the City of Manhattan Beach, a municipal corporation (“City”), and Bijan K. “John” Jalili, an individual (“Jalili” or “Interim City Manager”) and is effective as of November 12, 2013 (“Effective Date”).

R E C I T A L S

A. City desires to hire Jalili to serve as the Interim City Manager of City, and Jalili desires to serve as the Interim City Manager of City while City recruits a permanent City Manager; and

B. The parties desire to enter into an agreement that both secures the services of Jalili as Interim City Manager and provides the terms under which such services shall be secured.

NOW, THEREFORE, in consideration of performance by the parties of the promises, covenants, and conditions herein contained, the parties hereto agree as follows:

1. **Employment and Term.** City hereby appoints Jalili as Interim City Manager, and Jalili hereby accepts such appointment for a term not to exceed 960 hours commencing on the Effective Date, subject to cancellation by City, with or without cause, or to cancellation by Jalili, as hereinafter provided. Jalili shall maintain a record of his hours and notify the City upon reaching 800 hours worked. Such employment shall be on the terms hereinafter set out. It is the intention of the parties that this agreement be short term and temporary during the period that City recruits and employs a permanent City Manager.

2. **Employment Status.** Jalili is an “at will” employee serving at the pleasure of, and reporting to, the City Council. The City Council may cancel this Agreement, with or without cause. Upon cancellation of this Agreement, Jalili shall be paid in full the pro-rated amount of any salary due and Jalili’s contracted relationship with the City shall end.

3. **Duties.** Jalili shall, on an interim basis, exercise the full powers and perform the duties of the position of City Manager, as set forth in the Manhattan Beach Municipal Code (“Code”); City personnel and departmental rules, policies, regulations and procedures; and under state law, as each of them currently or may in the future exist. Jalili shall exercise such other powers and perform such other duties as City, by the City Council, may from time to time assign.

4. **Days and Hours of Work.** Jalili shall engage in those hours of work that are necessary to fulfill the obligations of the Interim City Manager’s position. It is generally expected that Jalili shall be engaged in work for the City 40 hours per week in a typical week and that service as Interim City Manager shall be Jalili’s primary occupation throughout the term of the Agreement. Jalili shall establish his regular days and hours of work in City Hall in consultation with the City Council but shall be entitled to vary said schedule as the duties of the position dictate to allow him to compensate for time spent in service outside normal working hours. Jalili

shall attend all City Council meetings, workshops and other meetings scheduled by the City, as well as any other outside meeting or City meeting as directed by the City Council.

5. Salary.

A. The City shall pay Jalili at the hourly rate of \$102.50 for each hour worked. Such hourly rate equals the hourly rate paid to the former City Manager.

B. Jalili shall submit a record on a form acceptable to the City showing the number of hours worked during the previous period. City shall pay Jalili within 14 days of receipt of such invoice, subject to normal withholding at the designation of Jalili. City shall be responsible for employer's payroll taxes, if any, and shall issue a form W-2 to Jalili in the normal course of business.

6. Termination and Absence of Severance Benefits.

A. City may cancel this Agreement, with or without cause, upon 14 days advance written notice. Upon cancellation, the employment relationship shall end. The parties acknowledge and agree that any limitations on the removal of the City Manager or related notice requirements contained in the Code are not applicable to this interim appointment.

B. Jalili may terminate this Agreement by giving 30 days advance written notice to the City Council.

7. Other Compensation and Benefits. Pursuant to CalPERS rules, City shall not pay Jalili any benefit, incentive, compensation in lieu of benefits, or other form of compensation in addition to his hourly rate. Thus, Jalili is not eligible for overtime pay, compensatory time off in lieu of overtime pay, extra payment for work performed on City-designated holidays, retirement or pension contributions from City, employer contribution to a deferred compensation plan, insurance or any other benefits.

8. Fidelity Bond. City shall pay the cost of any fidelity bond or other bonds required by State law and the Code for the Interim City Manager for any City or City-related position held by the Interim City Manager.

9. Outside Employment. It is expected that the position of Interim City Manager shall be Jalili's primary occupation to the exclusion of others throughout the term of this Agreement and will not accept other employment. Notwithstanding the foregoing, Jalili may accept short-term and temporary consulting assignments during his non-City hours, provided that such work shall not in any way constitute a conflict of interest with his position as Interim City Manager. Jalili shall consult with the City Attorney prior to accepting any assignment that could constitute a conflict of interest, and shall seek the approval of the City Council prior to accepting any assignment that would require more than 10 non-City working hours in a calendar month.

10. Indemnification of Interim City Manager.

A. City shall defend, save harmless and indemnify Jalili against all claims, demands or other legal action to the extent provided and subject to the limitations contained in the California Government Claims Act (California Government Code Section 810 *et seq.*). The City's obligations under this Section shall apply whether or not notice of the lawsuit occurs during or following employment with the City, provided such claims, demands and other legal action arise out of actions within the course and scope of Jalili's service as Interim City Manager and do not involve criminal misconduct by Jalili.

B. City shall select the legal counsel to defend Jalili and City shall have the authority to compromise and settle any such claim or suit and pay the amount of any settlement or judgment rendered in the claim or suit. City, on behalf of itself and all parties claiming under or through it, hereby waives all rights of subrogation and contribution against Jalili.

C. The provisions of this Section shall survive the termination of the Agreement.

D. Notwithstanding any other provision of this Section, nothing contained herein shall limit the City from providing a legal defense for Jalili or paying a judgment pursuant to a reservation of rights to the extent allowed and as provided by Government Code Section 810 *et seq.* In addition, in the event Jalili is convicted of a crime involving an abuse of office or position, Jalili shall reimburse the City for any paid leave or cash settlement (including separation benefits or severance, if applicable), to the extent and as provided by Government Code Sections 53243 – 53243.4.

11. **Notices.** Any notices to be given by either party to the other may be effected either by personal delivery in writing, or registered or certified mail, postage prepaid with return receipt requested. Mailed notices shall be addressed to Jalili at the address on file with the Human Resources Office. Jalili shall address written notices to the City to the attention of the City Clerk. Notices delivered personally shall be deemed communicated as of the date of actual receipt; mailed notices shall be deemed communicated as of the first regular mail delivery date after the date of mailing.

12. **Entire Agreement.** This Agreement contains all of the terms, conditions, covenants and agreements between the parties with respect to Jalili's service as Interim City Manager and supersedes any and all understandings or agreements, either oral or in writing. No representations, inducements, promises, or agreements, orally or otherwise, have been made by either party, or anyone acting on behalf of either party, which are not embodied herein. No prior agreement, statement, or promise not contained in this Agreement shall be valid or binding. Any modification of this Agreement will be effective only if it is in writing signed by both parties.

13. **Effect of Waiver.** The failure of either party to insist on strict compliance with any of the terms, covenants, or conditions of this Agreement by the other party shall not be deemed a waiver of that term, covenant, or condition, and no waiver or relinquishment of any right or power at any one time or times shall be deemed a waiver or relinquishment of that right or power as to any other time or times.

14. **Attorneys' Fees and Costs.** In the event it becomes necessary for either party to bring a lawsuit to enforce or interpret the provisions of this Agreement, the prevailing party shall be entitled to recover its costs of suit, including reasonable attorneys' fees.

15. **California Law.** This Agreement is drawn to be effective in and shall be construed in accordance with the laws of the State of California.

EXECUTED at Manhattan Beach, California, on the following dates.

CITY OF MANHATTAN BEACH

INTERIM CITY MANAGER

David Lesser, Mayor

Bijan K. "John" Jalili

ATTEST:

Date

Liza Tamura, City Clerk

APPROVED AS TO FORM:

Quinn M. Barrow, City Attorney

Date

Agenda Date: 11/12/2013

TO:

Honorable Mayor and Members of the City Council

THROUGH:

John Jalili, Interim City Manager

FROM:

Richard Thompson, Director of Community Development
Laurie B. Jester, Planning Manager

SUBJECT:

Continued Public Hearing to Consider Certification of a Final Environmental Impact Report and Approval of a Master Use Permit Amendment, Height Variance and Master Sign Program/Exception for the Manhattan Village Shopping Center Enhancement Project at 2600 through 3600 Sepulveda Boulevard and 1220 Rosecrans Avenue (Director of Community Development Thompson).

CONDUCT CONTINUED PUBLIC HEARING, CLOSE PUBLIC TESTIMONY PORTION OF PUBLIC HEARING, CONTINUE DISCUSSION AND DIRECT STAFF TO PREPARE RESOLUTIONS

RECOMMENDATION:

Staff recommends that the Mayor open the continued public hearing, receive an overview from staff, receive public testimony, receive presentations from the applicants/appellants, close the public testimony portion of the public hearing, discuss, provide comments, and direct staff to prepare Resolutions.

FISCAL IMPLICATIONS:

There are no fiscal impacts associated with this action.

BACKGROUND:

Overview

Public hearings were held on this item on September 3, 10, and 17, and October 8, 2013, and then continued to tonight's November 12th meeting. This report considers the applications for the renewal and revitalization of the Manhattan Village Shopping Center ("the Mall"). The Mall is the largest commercial site and development in the City and one of the premier shopping destinations in the community. The primary owner, RREEF, has been working with the community for 7 years on the proposed redesign of the Center. The proposal is a three phased Project adding approximately 133,300 square feet of commercial

uses with required parking.

An application for a Master Use Permit Amendment (“Amendment”) and Height Variance (“Variance”) has been filed by project applicants: Mall property owners RREEF; 3500 Sepulveda LLC (owners of the Hacienda Building); and Bullocks USA, Inc. (owners of the Macy’s property) (collectively, “Applicant”) for the Manhattan Village Shopping Center Enhancement Project (“Project”). Prior to taking action on the Amendment and Variance, State law requires the Council to consider whether to certify the Environmental Impact Report prepared in connection with the application.

October 8, 2013 Meeting Overview

At the October 8th meeting, the Mayor opened the public hearing. Thereafter, staff provided an introduction, and the public presented testimony. The 3500 Sepulveda LLC representatives provided a comprehensive PowerPoint presentation, and presented a letter and testimony detailing their concerns on the project. RREEF provided a PowerPoint presentation and responded to questions from the Council. The City Council asked questions for further clarification throughout the presentations.

All of the presentations from the October 8th meeting and the late attachments received after distribution of the Council packet are posted on the City’s website, along with all of the project information. The City’s website has a separate page devoted exclusively to the Mall enhancement project that includes all of the Planning Commission background including agendas, reports, attachments, minutes, and presentations as well as the videos of all the meetings. There is a link to the Mall page on the homepage of the City website. The Draft and Final EIRs are also posted on the website at:

<http://www.citymb.info/city-officials/community-development/planning-zoning/current-projects-programs/manhattan-village-shopping-center-enhancement-project>

There were a number of public comments on the project both during the audience participation portion of the meeting, and as part of the public hearing. A variety of opinions were expressed by the public at the meeting, similar to the prior public hearings. The City Council posed a variety of questions and requested that staff consolidate the key issues in a matrix, and work with the applicant to address those issues. The following section provides more discussion on the topics addressed in the matrix which is included as Attachment 1.

DISCUSSION:

Meeting format

Tonight’s meeting is an Adjourned Meeting that is primarily devoted to discussion of the Mall project. At tonight’s meeting, the Mayor will re-open the continued public hearing, Staff will provide an introduction and the applicant will have an opportunity to provide a presentation. The EIR and technical consultants will be available to respond to questions from the City Council.

At the last meeting the Council requested that staff provide a matrix of the key issues that they and the public had questions on, and work with the applicant to respond to those issues. Staff has prepared a matrix (Attachment 1) that categorizes the issues into four key areas with responses to each issue.

After the presentations and public comments, Council may wish to close the public testimony

portion of the public hearing, begin discussion and deliberation and provide further direction.

Proposed Revisions

The attached matrix (Attachment 1) categorizes the issues raised by the City Council and public into four key areas, and then lists the revisions to the project and comments that address the issues. Each issue lists RREEF's proposed modifications to the project as detailed in their November 1st letter and plans (Attachment 2) and the conditions in the adopted Planning Commission Resolution (PC 13-10- Attachment 3) that responds to each issue as well. Additionally, the 3500 Sepulveda owner submitted a letter (Attachment 4) in response to the November 1st letter from RREEF.

Staff has worked closely with the applicant to develop these revisions and supports them in concept. If the City Council supports the project as revised then staff will continue to work with the applicant on the details and specifics of the plans and conditions. The key issues addressed in the matrix include the following:

1. Project Site Plan/Plaza/Parking
2. Phasing/Market Strategy/Timing
3. Entitlements/ General/CEQA
4. Miscellaneous City Council Comments

The proposed modifications to the project as detailed in the letter and plans from RREEF (Attachment 2) are as follows:

- Phase I North parking structure deck moved 55 feet to the north, creating a larger enhanced Plaza next to California Pizza Kitchen
- Increased surface parking provided adjacent to 3500 Sepulveda
- Cedar Way connection to Rosecrans Avenue in Phase II instead of Phase III
- Phase III - "L" shaped buildings at the corner of Sepulveda and Rosecrans
- Medical and Dental office allowed to occupy the 3500 Sepulveda building with no caps
- Banks limited to 2,000 SF maximum and not permitted in stand-alone buildings
- Phase III additional 20,000 SF of restaurant, consistent with the EIR
- Financial security for public improvements provided prior to construction of Phase I
- Funding for Oak Avenue Traffic Study

Project Overview

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

the Shopping Center site would include a total of approximately 696,509 square feet of GLA, for all three Phases, plus required parking at a ratio of at least 4.1 parking spaces per 1,000 square feet of GLA.

In addition, the EIR analyzed a Traffic Equivalency Program that provides the opportunity to build a variety of land uses currently permitted by the Master Use Permit for the Shopping Center as long as there is not an increase in traffic or other environmental impacts. With implementation of the Equivalency Program, a maximum of 133,389 square feet of net new GLA would be allowed. This includes 204,361 square feet of new GLA and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema, resulting in 706,226 square feet GLA. This is a 9,717 square foot increase over the 123,672 square feet of GLA without the Equivalency Program. Any development of square footage over 123,672 square feet, requires Community Development Department and City Traffic Engineer review and approval to ensure compliance with the Equivalency Program, up to a maximum of 133,389 square feet.

Phases -

Applicant proposes three Phases of development. The Master Use Permit and other land use applications cover the entire 44 acre site.

Phase I-(2015) Village Shops includes the demolition of 22,144 SF (Theaters and See's Candy building) and the construction of 63,300 SF for a net increase of 41,156 SF. This would bring the new total square footage for the entire Mall, including CVS, Ralphs, the freestanding restaurants and banks etc., to 613,993 SF. The north parking deck has been pushed 55 feet north to create a larger central Plaza. Parking would increase by about 210 net new spaces to 2,605 total parking spaces with the addition of surface parking as well as 2- three level parking structures, which creates a parking surplus of about 87 spaces for future Phase II use.

Phase II-(2016) Northeast corner includes the demolition of 2,628 SF (restaurant by the Theaters), the "decommissioning" of 8,656 SF (main mall reconfiguration of tenants) and the construction of a 60,000 SF Macy's expansion for a net increase of 48,716 SF. Cedar Way would be connected to Rosecrans Avenue with this phase. A new two-level parking structure with about 270 spaces would be provided north of the Macy's expansion for a total of about 2,730 parking spaces on the site.

Phase III-(2017) Northwest (Fry's) corner is a concept plan, revised to include retail buildings at the corner of Sepulveda Boulevard and Rosecrans Avenue in an "L" shape. These are only conceptual plans, they require further refinement, and do not reflect the final site plan, layout, elevations, parking or design. The final design will be returning to the Planning Commission and City Council for approval at a future public meeting as required by the conditions in the Resolution. Phase III would include the demolition of the Fry's building (46,200 SF) and the construction of a maximum of 80,000 SF, for a net increase of 33,800 SF. Portions of the lower level parking lot, the former railroad right-of-way, would be decked over to tie the site together and provide additional parking and building pads.

Overall, parking would increase by about 500 spaces for a total of 2,880 spaces on the site.

With completion of Phase III, this would bring the new total square footage for the entire site to 696,509 SF. The total square footage proposed is under the square footage analyzed in the EIR.

CONCLUSION:

Staff recommends that the Mayor open the continued public hearing, receive an overview from staff, receive public testimony, receive presentations from the applicants/appellants, close the public testimony portion of the public hearing, discuss, provide comments, and direct staff to prepare Resolutions.

In preparing the Resolutions, with findings, for Council consideration, the options include to:

- a. Conditionally approve the Project (The Council may impose any reasonable conditions, including those imposed by the Planning Commission)
- b. Conditionally approve the Project subject to certain changes to the Project
- c. Request that the Applicant revise the Project and return it to the Planning Commission for further review.

ATTACHMENTS:

- 1. Manhattan Village Shopping Center Key Issues Matrix- November 11, 2013
 - 2. Applicants Proposed Modifications Letter and Plans- November 1, 2013
 - 3. Resolution No. PC 13-10- Planning Commission Resolution approving Master Use Permit Amendment and Height Variance- July 24, 2013
 - 4. E-mail from Mark Neumann-3500 Sepulveda- dated November 5, 2013
 - 5. Hyperlink to City Council presentations, staff report and attachments- September 3, 10, and 17, and October 8, 2013
<http://www.citymb.info/city-officials/community-development/planning-zoning/current-projects-programs/manhattan-village-shopping-center-enhancement-project/public-meetings>
- c: Mark English, RREEF
Chuck Fancher, Fancher Partners, LLC
Mark Neumann, 3500 Sepulveda LLC
Stephanie Eyestone Jones, Matrix Environmental
Pat Gibson, Gibson Transportation Consulting
Jeremy Squire, Murex Environmental

MANHATTAN VILLAGE SHOPPING CENTER
 CITY COUNCIL OCTOBER 8, 2013 COMMENTS AND DIRECTION- BY KEY ISSUES
 FOR 11-12-13 COUNCIL MEETING

KEY ISSUES- 1- PROJECT SITE PLAN/PLAZA/PARKING 2- PHASING/MARKET STRATEGY/TIMING 3- ENTITLEMENTS/ GENERAL/CEQA 4- MISCELLANEOUS CITY COUNCIL COMMENTS	REVISIONS/COMMENTS	P.C. 13-10 USE PERMIT
<p>KEY ISSUES</p> <p>1- PROJECT SITE PLAN/PLAZA/PARKING</p> <p>PROJECT SITE PLAN</p> <ul style="list-style-type: none"> • Upgrade and Refresh Site • Plans/Details-Provide more information • Scale • 2006 Application- What was the proposed square footage. <p>PLAZA</p> <ul style="list-style-type: none"> • Central Plaza-Create larger outdoor community gathering space/Plaza. • Community engagement- Create a “sense” of community; an enhanced community Center. 	<p>Plans revised to show complete site upgrade, further site enhancements and project details. Architecture, fountains, landscaping, pavement, lighting, tower element, outdoor furniture and pedestrian/bike/transit improvements included throughout site. Review through preliminary plan check process will ensure quality design and materials. The project will incorporate sustainable features to LEED silver certification standards.</p> <p>Applicants proposed modifications letter dated November 1, 2013- 1. Site Plan</p> <p>Size and height of new buildings are consistent with the existing buildings on the site. Phase III will evaluate the scale, square footage, and design of that component of the project.</p> <p>The original 2006 application proposed 136,300 SF (net new), about 3,000 SF more than the current proposed 133,389 square feet (net new).</p> <p>Applicants proposed modifications letter dated November 1, 2013- 1. Site Plan</p> <p>Plans revised to show larger improved community gathering space. Outdoor Central Plaza created in Village Shops by pushing North parking structure 55 feet to the north. Plaza is 100 feet wide by 180 feet long, similar to the scale of Metlox Plaza at 80 feet wide by 160 feet long. The walkways are also similar in scale at 30 to 35 feet in width compared to Metlox at 20 to 35 feet in width. Plaza area to be programmed with Community Events-music, festivals, art. Opportunity to close Cedar Way between Mall and Village Shops to create pedestrian area for larger Special Events. Clock Tower element at Building “D” creates and defines a central focal point for the Plaza, as well as a fountain/water feature.</p> <p>Applicants proposed modifications letter dated November 1, 2013- 1. Site Plan</p>	<p>Conditions #1, 10, 11, 13, 14, 15, 33, 34, and 35.</p> <p>Conditions #1, 13, 14, 15, 16, and 17.</p> <p>Conditions #10, 13, 17 and 31</p>

MANHATTAN VILLAGE SHOPPING CENTER
 CITY COUNCIL OCTOBER 8, 2013 COMMENTS AND DIRECTION- BY KEY ISSUES
 FOR 11-12-13 COUNCIL MEETING

KEY ISSUES	REVISIONS/COMMENTS	P.C. 13-10 USE PERMIT
1- PROJECT SITE PLAN/PLAZA/PARKING		
<p>PARKING</p> <ul style="list-style-type: none"> ● Parking Structures- Location of Phase I structures. ● Northwest corner (Phase III)- Provide more subterranean parking. ● Safety-Provide well lit, open and high ceilings in structures. 	<p>Plans revised to show North parking structure in Phase I, Village Shops, moved 55 feet to the north. Layout of parking space reoriented to provide direct access to 170 surface parking spaces directly across from 3500 Sepulveda. More surface parking north of North parking structure for 3500 Sepulveda. Applicants proposed modifications letter dated November 1, 2013- 1. Site Plan</p> <p>Plans revised to reorient buildings on northwest corner to allow future opportunities to expand subterranean parking. Future Site Plan Review through Planning Commission to evaluate opportunities is required. Applicants proposed modifications letter dated November 1, 2013- 1. Site Plan</p> <p>Subterranean parking required to have minimum 15 foot vertical clearance. Above ground structures designed with open layout to allow natural surveillance, enhanced visibility and natural light. Size of parking structures range from 100 to 185 spaces per level. Cameras, security lighting, and emergency communication required in all parking areas. As a comparison, the Metlox parking structure interior vertical clearance is 8 to 10 feet, and the structure provides 200 to 260 parking spaces per level.</p>	<p>Condition # 15</p> <p>Conditions # 28, 30 and 31</p>

MANHATTAN VILLAGE SHOPPING CENTER
 CITY COUNCIL OCTOBER 8, 2013 COMMENTS AND DIRECTION- BY KEY ISSUES
 FOR 11-12-13 COUNCIL MEETING

KEY ISSUES	REVISIONS/COMMENTS	P.C. 13-10 USE PERMIT
<p>2- PHASING/MARKET STRATEGY/TIMING</p> <p>PHASING</p> <ul style="list-style-type: none"> • Phasing- Tie all 3 Phases together, and/or complete connection to Rosecrans Avenue first. Provide details, coordination and timing. <p>MARKET STRATEGY</p> <p>TIMING</p>	<p>Plans revised to show Cedar Way extended to connect to Rosecrans Avenue with Phase II, Macy’s expansion, instead of Phase III. In order to guarantee the construction of the public improvements, and the Veterans Parkway connections and improvements, the City will be provided with financial security. The security will be provided prior to construction of Phase I, Village Shops.</p> <p>Applicants proposed modifications letter dated November 1, 2013- 3. Traffic Improvements and 5. Extension of Cedar Way to Rosecrans</p> <p>The City’s Economic consultant has indicated that the existing Mall leaves limited opportunity for existing tenants to expand and for new tenants to occupy the site, and proposed expansion will meet these needs. The applicant has expressed their need to strengthen their position in the commercial marketplace by refreshing the interior of the Mall and adding new open-air retail space. The consolidation of Macy’s and tying the Northwest corner with the rest of the site is key to the future of this Center. Other South Bay commercial centers are upgrading and there is a window of opportunity to enhance the site.</p> <p>Applicants proposed modifications letter dated November 1, 2013-2. Permitted Uses in Conditions of Approval</p> <p>Scheduled for Phase I completion 2015, Phase II completion 2016 and Phase III completion 2017. The Master Use Permit approval is for four years, with the possibility of extensions providing the owner flexibility with the Phasing.</p>	<p>Conditions # 13-15 and 39-50.</p> <p>Conditions #15 and 18.</p> <p>Conditions #2 and 15.</p>

MANHATTAN VILLAGE SHOPPING CENTER
 CITY COUNCIL OCTOBER 8, 2013 COMMENTS AND DIRECTION- BY KEY ISSUES
 FOR 11-12-13 COUNCIL MEETING

KEY ISSUES	REVISIONS/COMMENTS	P.C. 13-10 USE PERMIT
<p>3- ENTITLEMENTS/GENERAL/CEQA</p> <p>ENTITLEMENTS</p> <ul style="list-style-type: none"> • 3500 Sepulveda- Owners agreement/approval of application desired • Appeals • Pursue possibility of Development Agreement 	<p>Plans and conditions revised to address 3500 Sepulveda owners concerns. If 3500 Sepulveda owner withdraws application then current Use Permit will remain in effect. The 3500 Sepulveda building owner desires flexibility to allow Medical/Dental uses and banks. These uses are now proposed to be allowed in the entire building; up to 16,000 SF of interior converted space, with a limit of 2,000 SF for any bank. New restaurants up to 89,000 SF in Phase I and II, with the potential for an additional 20,000 SF in Phase III, as evaluated in the EIR.</p> <p>Applicants proposed modifications letter dated November 1, 2013-1. Site Plan and 2. Permitted Uses in Conditions of Approval</p> <p>Appeals were filed by the applicants (3500 Sepulveda LLC and RREEF) and the City Council. The public hearing process addresses the appeals. The required facts and findings related to the appeals will be included in the Resolution based on the City Council direction and decision.</p> <p>Applicants proposed modifications letter dated November 1, 2013- Modifications 1 thru 5.</p> <p>The Master Use Permit approval is for four years, with the possibility of extensions providing the owner flexibility with the Phasing. To guarantee the construction of the public improvements, the City will be provided with financial security. The security will be provided prior to construction of Phase I, Village Shops.</p> <p>Applicants proposed modifications letter dated November 1, 2013- 3. Traffic Improvements.</p>	<p>Conditions # 13-15, and 39-50.</p>

MANHATTAN VILLAGE SHOPPING CENTER
 CITY COUNCIL OCTOBER 8, 2013 COMMENTS AND DIRECTION- BY KEY ISSUES
 FOR 11-12-13 COUNCIL MEETING

KEY ISSUES	REVISIONS/COMMENTS	P.C. 13-10 USE PERMIT
3- ENTITLEMENTS/GENERAL/CEQA CONDITIONS <ul style="list-style-type: none"> • Oak Avenue cut-thru Traffic • Bars and Health Clubs- Should not be allowed. • Bus terminal- • Proposed Dog Park 	<p>The applicant will fund the cost of a Study to evaluate traffic issues in the Oak Avenue area and the monitoring of any improvements, up to \$20,000. The City will bear the cost of the improvements.</p> <p>Applicants proposed modifications letter dated November 1, 2013-4. Funding of Oak Avenue Traffic Study</p> <p>Conditions prohibit Health Clubs and Bars</p> <p>No bus terminal proposed; only a transit stop on Fashion Boulevard near Cedar Way at Macy's</p> <p>Use and design of the area will be determined by the City Council at a later date.</p>	<p>Condition #18</p> <p>Condition #51</p> <p>Conditions #10 and 17.</p>

MANHATTAN VILLAGE SHOPPING CENTER
 CITY COUNCIL OCTOBER 8, 2013 COMMENTS AND DIRECTION- BY KEY ISSUES
 FOR 11-12-13 COUNCIL MEETING

KEY ISSUES	REVISIONS/COMMENTS	P.C. 13-10 USE PERMIT
3- ENTITLEMENTS/GENERAL/CEQA		
<p>CEQA</p> <ul style="list-style-type: none"> • Construction Management Parking and Staging Plan- • SCE- Verify Edison has the ability to serve the site • Equivalency Program- Requested more information. • Hotel- Is it feasible • Theater- Small “art” theater in back parking lot • Prior Traffic Studies- Provide copies • Prior Site Plans- Provide copies from several years back 	<p>Plan provided in EIR and on page 58 of Traffic Report with a month by month phasing plan, mitigation measures and conditions.</p> <p>EIR evaluated electrical availability, consulted with SCE representatives and determined that capacity is adequate to serve the site. Detailed plans and permits will be required through plan check process.</p> <p>A detailed discussion of the Equivalency Program is included in the EIR.</p> <p>This land use was not evaluated in the EIR, and further environmental analysis would be required.</p> <p>This land use was not evaluated in the EIR and further environmental analysis would be required. The applicant has stated that the use is not financially feasible</p> <p>The EIR includes 2008 and 2011 traffic studies.</p> <p>Plans from 2008-2009 are posted on the City website under the EIR Scoping link.</p>	<p>Condition #49</p> <p>Condition #17.</p> <p>Condition #18.</p> <p>Condition #18.</p> <p>Condition #18</p>

MANHATTAN VILLAGE SHOPPING CENTER
 CITY COUNCIL OCTOBER 8, 2013 COMMENTS AND DIRECTION- BY KEY ISSUES
 FOR 11-12-13 COUNCIL MEETING

KEY ISSUES	REVISIONS/COMMENTS	P.C. 13-10 USE PERMIT
4- MISCELLANEOUS CITY COUNCIL COMMENTS		
Prior Railroad ROW- Is old ATSF railroad ROW required to be open space per deed restriction	The City Attorneys review of the recorded agreement indicates that there are no restrictions.	
Issues- Circulation, parking, traffic, soil condition, security, bulk, density	All of these issues are addressed in the EIR.-	
Level of Service (LOS) Traffic standards- When did City adopt; start using this standard?	Los Angeles County adopted the standards 10-15 years ago and the City then followed with adoption.	
Response to Late Comments- Provide at next meeting.	The public hearing must be closed before responses can be completed in order to completely address all comments.	
Consultant contracts and Reimbursement Agreements – Provide copies of documents	All of the documents are posted on the City website. Updated Contract Amendments are scheduled to go to the City Council on 11/19/13. The following is a list of the consultant contracts and City Council approval dates. RREEF reimburses the City the entire cost of the EIR consultants. Kosmont is currently the City's consultant and the City is funding that consultant. PCR- (EIR)- 12/5/06 and 12/2/08 Matrix- (EIR) 4/6/10, 9/12/11 and 12/20/11 Traffic (EIR) - 1/6/09 and 7/6/10 Ninyo & Moore-Hazards –(EIR) 5/27/11 Kosmont- Economic-7/27/12, 9/17/12 (Staff) and 10/16/12	
Variance- Building height proposed to match non-conformities.	The Variance findings are in the Resolution pages 18-20. The majority of new commercial development along Sepulveda Boulevard requires a Variance, examples include: Rite Air, Walgreens, and Wells Fargo.	



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November 1st , 2013

Richard Thompson – Director of Community
Development
Laurie Jester – Planning Manager
City of Manhattan Beach
1400 Highland Ave
Manhattan Beach, CA 90266

RE: Proposed Modifications to the Manhattan Village Shopping Center Enhancement Project Site Plans and Conditions of Approval

Dear Richard and Laurie,

Thank you for meeting with us to discuss proposed modifications to the Manhattan Village Shopping Center Enhancement Project. In advance of the scheduled continuation of the City Council hearing on the Project on November 12th, 2013, I am writing to summarize RREEF's proposed modifications to the Site Plan and Conditions of Approval. These modifications are intended to provide a balanced compromise to address issues raised through the public hearing process, specifically those expressed by: (a) members of the Manhattan Beach City Council, (b) Manhattan Beach City Community Development staff, (c) the ownership group of 3500 Sepulveda represented by Mark Neumann and Richard Rizika, and (d) members of the general public. A number of the proposed revisions to both the Site Plan and the Conditions of Approval involve significant financial costs to Manhattan Village and its owners, and as such, the offered items do not work in isolation or as part of a different basket of revisions – therefore each modification is joint and several with others.

1. Site Plan.

- a. A proposed, modified Site Plan is attached as Exhibit A. The development plan will follow the previous staged expansion plans: (a) Phase 1 – Village Shops, (b) Phase 2 – Macy's Consolidation, and (c) Phase 3 – Northwest Corner. This revised site plan closely resembles one of the two alternative Phase 3 site plans approved by the Planning Commission, specifically Alternative B, which locates the retail buildings in roughly an "L" shape at the Sepulveda Blvd / Rosecrans Ave intersection.
- b. The Village Shops the North Shops component (including the North Deck) are relocated approximately 55 feet north to create a larger public space to the north of the California Pizza Kitchen Building. RREEF is preparing a rendering that will

November 12, 2013

Adjourned Regular Meeting

provide the quality of the hardscape, landscape, and architectural features (e.g., clock tower and water feature), which will be included in the revised Project Design Guideline Package.

- c. The Macy's Consolidation is modified so that the connection from Cedar Way to Rosecrans Avenue is completed as part of Phase 2. The connection was previously proposed to occur as part of Phase 3.
- d. For comparison's sake, and as depicted in Exhibit B attached hereto, the revised Site Plan does not differ in any material respect when compared to the 2008 Site Plan, which was agreed to between RREEF and 3500 Sepulveda in 2008.

2. Permitted Uses In Conditions of Approval

- a. RREEF proposes that Resolution No. PC 13-10 Condition 18 be revised to remove the maximum square footages for land use types Offices, Business and Professional, Medical and Dental Offices and Banks and Savings and Loans.
- b. RREEF proposes that Resolution No. PC 13-10 Condition 18 be further revised to provide that the Equivalency Program govern the exchange of permitted land uses.
- c. RREEF proposes that Medical and Dental Offices will be allowed only in the 3500 Sepulveda building and the 1200 Rosecrans building. Currently, Medical and Dental Office comprises 21,0712 square feet of space in the 1200 Rosecrans and 3500 Sepulveda. Of 19,617 square feet of leasable area (including outdoor dining area) at 3500 Sepulveda, 3,141 square feet is presently used as Medical and Dental Office, 6,152 is used as Restaurant space, and the remaining approximately 10,324 square feet is general office or retail. 3500 Sepulveda may convert any or all of the non-Medical and Dental Office space to Medical and Dental Office space, subject to evidence from 3500 of its ability to provide additional required parking, if any.
- d. RREEF proposes that new, stand-alone banks (in addition to those which already exist) and any retail bank with GLA exceeding 2,000 square feet are not a permitted land use.
- e. RREEF proposes that Resolution No. PC 13-10 Condition 18 be further revised to provide for 89,000 square feet of Eating and Drinking Establishments (restaurants) for the existing Shopping Center and Phases 1 and 2. An additional 20,000 square feet of Eating and Drinking Establishments (restaurants) is proposed for the Northwest Corner (Phase III). As set forth in the EIR, an additional 2.6 parking spaces is required for each 1,000 square feet of restaurant use above 89,000 square feet.

3. Traffic Improvements

- a. The PC 13-10 Conditions of Approval require Manhattan Village to provide an irrevocable dedication of land to facilitate a series of offsite improvements noted below. These dedications of land are required to have been offered before building permits for the Village Shops are issued.

- b. In addition to the dedications and as a pre-condition to receipt of building permits for the Phase 1 Village Shops, MVSC will provide a letter of credit, or equivalent instrument, to the City of MB in an amount equal to the estimated costs to build the following traffic improvements:
 - i. Corner of Rosecrans and Sepulveda
 - ii. All acceleration and deceleration lanes serving entrances off Rosecrans, between Sepulveda and Village Drive.
 - iii. Improvements to the corner of Rosecrans/Village Drive, and restriping of Village Drive and re-location of the sidewalk on the West side of Village Drive which represents part of the work contemplated at the intersection.
 - iv. Veteran's Parkway Improvements which constitute the park and the bike and multi-purpose pathways.

- c. The letter of credit, or equivalent instrument, shall provide that funds associated with each of the above improvements may be drawn by MVSC (or alternately the face value of the instrument reduced) to complete the above improvements. If not initiated by the applicant by a set sunset date, the City may elect to construct the improvements and draw the funds. In the event the City constructs the improvements, its sole recourse against RREEF for funds shall be the letter of credit, or equivalent instrument, at its face value or the cost of the improvement, whichever is lesser. The proposed sunset dates are:
 - i. Corner of Rosecrans and Sepulveda: January 1, 2019
 - ii. Along Rosecrans between Sepulveda and Village Drive: January 1, 2019
 - iii. Corner of Rosecrans/Village Drive, and restriping of Village Drive and re-location of the sidewalk on the West side of Village Drive: January 1, 2018
 - iv. Veteran's Parkway Improvements: to be constructed as part of Village Shops: January 1, 2017.

4. **Funding of Oak Avenue Traffic Study** –The traffic analysis demonstrates that the Project does not cause a significant impact from cut-through traffic on the Oak Avenue neighborhood. Consequently, no mitigation is required. Nevertheless, MVSC agrees that it shall fund the City Staff and 3rd Party consultant costs to perform and monitor a traffic improvement plan for Oak Avenue, up to a cap of \$20,000. This commitment shall run for 3 years from the date of approval of the project by Manhattan Beach City Council.

5. **Extension of Cedar Way to Rosecrans** – As addressed in paragraph 1, MVSC shall include the extension of Cedar Way north to connect with Rosecrans as part of the Macy's Consolidation, accelerating this work from the previous plan for the Northwest Corner.

As discussed in our meeting on Thursday October 24th, 2013 Manhattan Village is at a critical strategic juncture. The recent decision by a key MVSC tenant, Coach, to close down its

operations in December 2013 underscores the need to refresh both the interior mall, as well as strengthen Manhattan Village's overall position in the marketplace by adding open-air retail space to reinforce the interior mall, consolidate Macy's and reposition the vacated Men's Store, and finally redevelop the Northwest Corner. This strategic repositioning of the center will take time to accomplish, and between (a) the entitlements approval, (b) aggressive steps Del Amo, South Bay Galleria and Plaza El Segundo are taking to address a dynamic retail marketplace, and (c) Macy's commitment to the process here at Manhattan Village, we have a window of opportunity that is about to close if we do not receive project approval and are not able to proceed to predevelopment of the Village Shops in January 2014.

RREEF's proposed Enhancement Project, as it has been presented to the City Council and as modified by this letter, represents a project that we as owners of Manhattan Village are proud of and believe will serve as an improved amenity base and gathering place for Manhattan Beach. While we value a thorough and dynamic planning process, this project has been actively before Planning Commission and City Council for an aggregate of 20 months, during which time we have earnestly addressed multiple concerns raised by various stakeholders and decision-makers balancing the need to proceed with a project which does not jeopardize the objectives of the expansion and repositioning. This letter serves as our final proposed modifications to the project, and we respectfully request that the City Council proceed to a vote on the project in December 2013.

Sincerely yours,



Mark English

CC:

City of Manhattan Beach City Council

David Lesser, Mayor

Wayne Powell, Council Member

Richard Burton, Council Member

Tony D'Errico, Council Member

Amy Howorth, Mayor Pro Tem

David Carmany, City Manager

Quinn Barrow, City Attorney

Macy's

Kelvin Peyton

Charan Jackson

3500 Sepulveda

Mark Neumann

Richard Rizika

Peter Gutierrez, Latham & Watkins

Beth Gordie, Latham & Watkins
Charles E. Fancher, Jr., Fancher Partners LLC
Joseph Saunders, RREEF

COMPLETED NORTHWEST COMPONENT SUMMARY - RETAIL ONLY OPTION

COMPLETED NW COMPONENT PROJECT SUMMARY

RETAIL AREA	
a. GLA Existing from NEC	662,709 sf
GLA Removed	-46,200
Sub-Total	616,509 sf
PARKING	
b. GLA Added	80,000 sf
New GLA	80,000 sf
(a+b) New Site GLA Square Footage	
	696,509 sf
PARKING	
c. Northwest Component Parking Required (4.1 / 1000 x 80,000 SF)	328 stalls
d. Initial Parking Provided	2,736 stalls
e. Initial Parking Required (616,509sf/1000sf)	2,528 stalls
Existing Surplus	208 stalls

f. NW Component Parking Removed	-446 stalls
Displaced by NW Lower Level: -201	
Displaced by NW Deck/Expansion: -225	
Displaced by Const. Staging Zones: -20	
g. Parking Added	622 stalls
Surface Reconfigured and New Lower Level: 177	
Restored Const. Staging Zones: 20	
Northwest Corner Surface: 280	
Northeast Deck, +2 additional levels: 145	
(d-f+g) New Site Parking Provided	2,894 stalls
(c-e) New Site Prkg Req'd (696,509sf @ 4.1/1000sf)	2,856 stalls
NW Component Parking Surplus**	38 stalls

NOTE: Parking surplus may change due to VSC parking scheme.



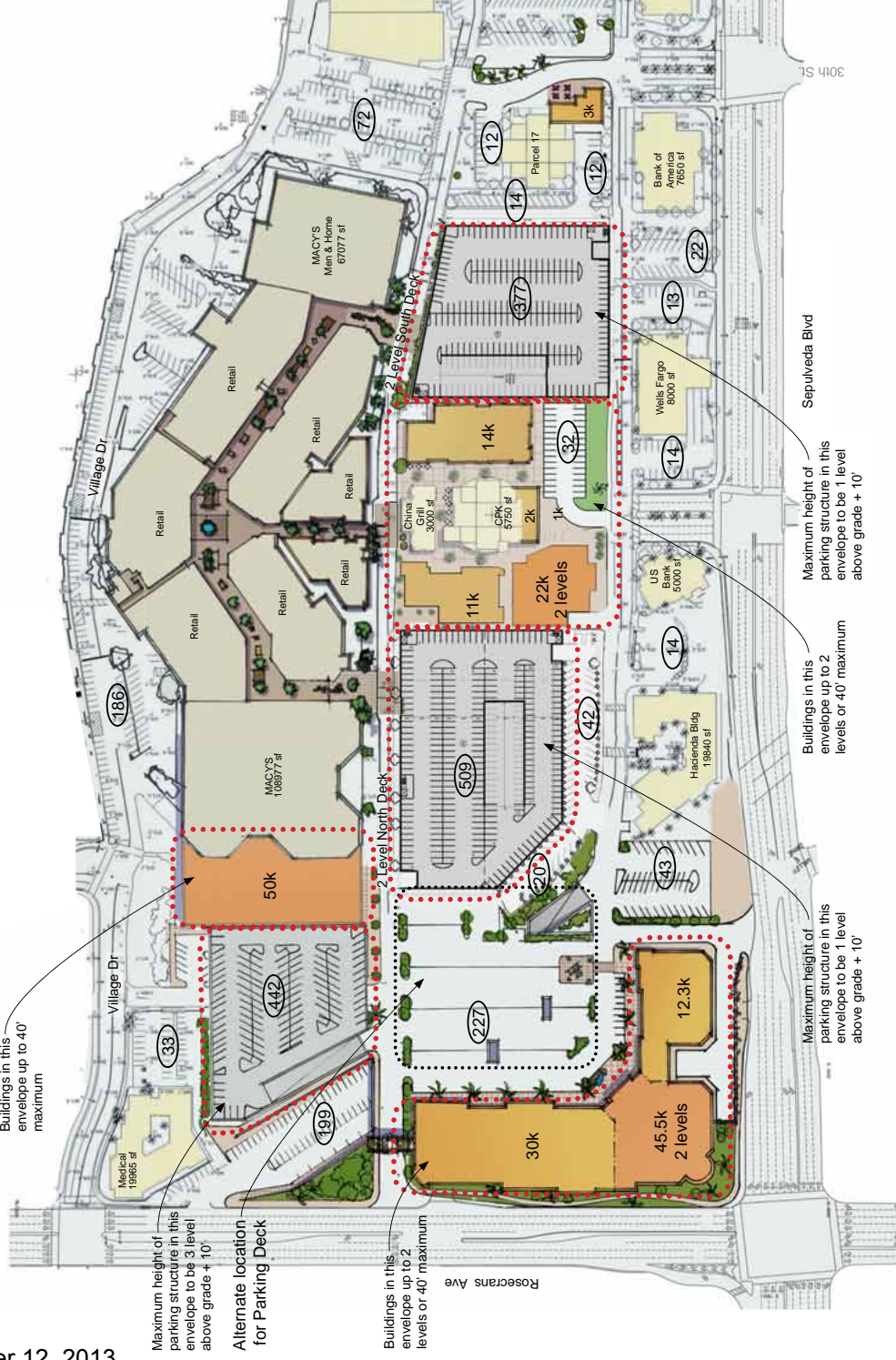
WORKING DRAFT - Not for Public Review

MVSC Enhancement Project
October 30, 2013 #206340.00



M A N H A T T A N
VILLAGE

Site Plan: Fry's Departure
Northwest Component Complete
NWC - Option A



2008 Concept Plan 2013 New Concept Plan

VSC Building Heights	40' Top of Parapet	26' Top of Parapet
NWC Building Heights	46' Top of Parapet	46' Top of Parapet
VSC Deck Height	26'	26'
NWC Deck Height	30'-6"	30' -6"
Total GLA	131,000 sf	153,300 sf
Net New GLA	118,828 sf	122,172 sf

2008 Concept Plan 2013 New Concept Plan

South Deck Footprint	64,000 sf	47,000 sf
North Deck Footprint	81,000 sf	45,000 sf
Total	145,000 sf	92,000 sf
Distance From Sepulveda to South Deck	160 Feet	240 Feet
Distance From Sepulveda to North Deck	240 Feet	260 Feet
Surface Lot Parking Count	1,599 Stalls	1,675 Stalls
Deck Parking Count	1,328 Stalls	1,209 Stalls
Total	2,927 Stalls	2,884 Stalls
Parking Ratio	4.20 / 1,000 sf	4.15 / 1,000 sf

WORKING DRAFT – Not for Public Review

MVSC Enhancement Project
October 30, 2013 #206340.00



M A N H A T T A N
VILLAGE

2008 and 2013 New Site Plan Comparison:
Statistics



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RESOLUTION NO. PC 13-10

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

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

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

- A. On November 7, 2006 RREEF submitted a Master Use Permit Amendment and Variance for building height, (the "Project") as part of a remodel and expansion of the Manhattan Village Shopping Center ("Shopping Center"). Revised Project applications, plus a Sign Exception/Master Sign Program and Development Agreement were then submitted in 2012. The Development Agreement was subsequently withdrawn. Over the past six and a half years RREEF and their team of consultants have been meeting with the neighbors, tenants, other site property owners, staff, and community leaders to review the proposed Project and to make revisions to address their concerns, as well as the needs of a changing consumer market.
- B. On February 12, 2009, the City held a public Scoping Meeting to introduce the Project to the community, and provide an overview of the Project and the CEQA process.
- C. A 45 day public review and comment period was held between June 7, 2012 and July 23, 2012 for the Draft Environmental Impact Report (EIR). The Final EIR is complete and was distributed for public review on April 2, 2013.
- D. The Planning Commission of the City of Manhattan Beach conducted public hearings on June 27, and, October 3, 2012, as well as March 13, April 24, May 22, June 26, and July 24, 2013 to consider the applications for the Master Use Permit Amendment, Variance, and Sign Exception/Master Sign Program at the subject property. Said hearings were advertised pursuant to applicable law, and testimony was invited and received.
- E. Noticing for the hearings exceeded the minimum requirements with notices for the May 22 and June 26, 2013 meetings being sent to residential occupants as well as all property owners within a 500 foot radius of the 44-acre Project site. The June 26, 2013 meeting was advertised with a ½ page display advertisement in the Beach Reporter. Standard legal advertisements in the Beach Reporter and standard notices to all property owners were provided for all other public hearings. The June 26, 2013 public hearing was continued until July 24, 2013, and the July 24th meeting was conducted as a continued public hearing.
- F. The subject Shopping Center property is legally described as Lots 1 – 23, of Parcel Map 12219, Map Book 122, pages 33-35 and Portion of Lot 4, Section 10, Ranch Sausal Redondo Tract, addressed as 2600 through 3600 Sepulveda Boulevard (3200 Sepulveda Boulevard being the enclosed mall) and 1220 Rosecrans Avenue, in the City of Manhattan Beach.

- G. The subject site, located on approximately 44-acres includes an enclosed, main mall building and several freestanding buildings. The Shopping Center site currently has a total of approximately 572,837 square feet of gross leasable area (GLA) including outdoor dining areas for restaurants that provide full table service. When accounting for common areas, the Shopping Center site has approximately 614,151 square feet of gross building area (GBA). There are currently 2,393 surface parking spaces on the site. In addition, there are 210 leased parking spaces that are located immediately east of the subject site and are available to the Shopping Center as well as other surrounding uses, but are not included in Shopping Center parking counts.
- H. The site is a former Chevron Tank Farm and was developed as retail commercial in the 1970s.
- I. The Project site is zoned Community Commercial (CC) with the exception of the northwest corner of the property (3600 Sepulveda- Fry's site) that is approximately 3.6 acres in size and is zoned Commercial General (CG). The property is located in Area District II.
- J. The General Plan designation for the Shopping Center property is Manhattan Village and General Commercial.
- K. The surrounding area includes a variety of land uses and zones. The properties to the west and south across Sepulveda Boulevard, and Marine Avenue respectively, are zoned Commercial General with single family residential and a Senior housing development adjacent to the Veterans parkway public Greenbelt beyond to the west. To the east is Manhattan Village homes single and multi-family uses zoned Residential Planned Development, as well as a Senior housing development, and a commercial development zoned Planned Development. Both Senior housing developments are zoned Residential Senior Citizen. To the north across Rosecrans Avenue in the City of El Segundo is partially vacant industrial uses planned for future commercial-retail with the first phases completed further to the north (Plaza El Segundo). To the northwest across Sepulveda Boulevard and Rosecrans Avenue in the City of El Segundo is the Chevron Oil Refinery.
- L. There are three separate Shopping Center property owners each of whom owns a portion of the Shopping Center property. These owners are RREEF America Reit Corp BBB II (RREEF) that owns the majority of the 44-acre site, 3500 Sepulveda LLC that owns the 0.7 acre 3500 Sepulveda Boulevard (Hacienda building) property and Bullocks Properties Corp that owns their site, 3400 Sepulveda Boulevard for the 1.9 acre Macy's main department store.
- M. The applicant requests a Master Use Permit Amendment, Variance, and Sign Exception/Master Sign Program. Specifically, the Project Description proposed by the applicant is to:
1. Amend the Master Use Permit to allow the construction of Phase I- Village Shops, Phase II- Northeast Corner (Macy's Expansion), and Phase III-Northwest Corner (Fry's Area) to add approximately 123,672 square feet (133,389 square feet with the Equivalency Program) of net new retail, restaurant and other commercial area [addition of approximately 194,644 (204,361 with the Equivalency Program) square feet of new gross leasable area and demolition of approximately 70,972 square feet of existing retail, restaurant, and cinema] within an approximately 18.4 acre development area within the Shopping Center site. The Equivalency Program is as described within the Certified Final Environmental Impact Report. Upon completion of all three Phases, the entire 44-acre Shopping Center site would include a total of approximately 696,509 (706,226 with the Equivalency Program) square feet of gross leasable area. The

1 proposed Project will also include new on-site parking structures and surface parking
2 areas for a total of approximately 2,928 parking spaces on site.

3 2. Request a Variance to construct building and parking improvements in the Project area
4 that exceed the maximum allowed height (22 feet, and up to 30 feet with structured
5 parking) by a range of 2 to 26 feet (for required equipment). The Phase I Village shops
6 buildings are proposed to be up to 32 feet in height. Phase II Northeast Corner (Macy's
7 Expansion) building is proposed to be up to 42 feet in height to match and maintain
8 consistency with the height of the existing buildings that were entitled by a previous
9 height variance. The Phase III- Northwest corner buildings are proposed to be up to 40
10 feet in height. The parking decks on all phases are not proposed to exceed the height
11 of the buildings. Mechanical, elevator overruns, architectural features, and parapets
12 (on top of the parking structures) are proposed to exceed the height limit with the
13 Building Safety Division-required elevator overruns at up to 56 feet in height.

14 3. Request for a Sign Exception/Master Sign Program for all three Phases of the Project
15 to amend the 2002 Mall Master Sign Program as well as the separate 1991 Fry's sign
16 approval, to reflect and correspond to expansion of the Shopping Center's street
17 frontage through the addition of the Fry's parcel, the addition of new buildings and
18 parking structures, and installation/updating of existing monument, pole, and wall
19 signs, temporary, directional, and Project banner signs, and a City "Gateway" Element
20 sign at Sepulveda and Rosecrans. In general, the existing Signage on the Shopping
21 Center site is permitted under the above mentioned sign approvals. Specifically, the
22 Sign Exception/Master Sign Program requests:

23 a. **Maximum Square Footage Increase**—An increase in the maximum square footage
24 of allowed signage. Currently there is 7,600 SF of signage on the site, the Code
25 allows 5,100 square feet of signage (based on the total frontage of 2,600 lineal feet)
26 and the applicant is requesting an additional 1,900 square feet above the existing for
27 a total of 9,500 square feet of signage.

28 b. **Multiple Pole Signs**- Eight total pole signs are proposed while there are seven
29 existing (four to remain and three to be replaced) plus one new pole sign on the
30 3500 Sepulveda (Hacienda Building) site. The three new signs would replace the
31 Fry's signs after Fry's vacates the site, and generally be consistent with the existing
32 2002 approved site signs; these signs would be multi-tenant plus Project
33 identification signs. Seven signs are proposed with 60 square feet of signage per
34 side, 240 square feet each (per Code calculations) for tenant signage plus 80
35 square feet (per Code calculations) of project identification signage, up to 15'-6" tall.
36 Additionally, one sign at the corner of Sepulveda and Rosecrans up to 30 feet tall
37 with 96 square feet of signage per side, 384 square feet each (per Code
38 calculations) is proposed. The Code allows only one pole sign, 150 square foot
39 maximum, up to 30 feet tall in lieu of monument/wall/awning signs.

40 c. **Non-Department Store Anchor Wall Signs**—Up to 150 square feet in size each
41 proposed, with potentially more than 2 signs per tenant and no more than 2 square
42 feet of signage per linear foot of store frontage. The Code limits the signs to a
43 maximum of 150 square feet in area and no more than 2 square feet of signage per
44 linear foot of store frontage.

45 d. **Signs Over 150 Square Feet to Remain**—Allow Macy's Men's Store two signs to
46 remain or be replaced over the 150 square foot limit, consistent with their current
47 approval at 300 square feet each.

- e. **Tenant Wall Signs on Parking Structures**—Allow signs facing Sepulveda Blvd, Rosecrans Ave, and Marine Ave, a maximum of 60 square feet each, while the Code does not permit signs on parking structures as they are not located on a business.
 - f. **Monument Signs**—Allow 13 existing and four new monument signs up to 6 feet tall each. No exception needed for the number and height, just the overall site sign square footage.
 - g. **Project Identification Signs**—Allow additional Project identification signs on the buildings, while the current approval only allows two at the enclosed Mall entrances and the Code allows none.
 - h. **Directional Wall Signs on Parking Structures**—Allow wall signs on the parking structures, one at each vehicular entry, without Project identification, while the Code does not permit signs on parking structures as they are not located on a business.
 - i. **Directional Signs**—Allow directional signs up to 6 feet high and 12 square feet while the Code allows 4 feet high and 6 square feet.
 - j. **Project Banners on Light Poles**—Allow the continuation and addition of Project banners at the light poles as allowed under the current approval but not allowed under the Code.
 - k. **Temporary Signs**—Allow A-frame, portable, sidewalk or other temporary signs on the interior of the Project not visible from the public right-of-way up to 365 days a year, while the Code limits the number and size and allows 90 days maximum per year.
 - l. **Exclude Certain Square Footage**—Allow the following sign area to be excluded from counting towards the total allowed square footage: Project graphic banners, Parking Deck Entry signs, Directional Signs, Sidewalk Signs, Temporary “A” Frame/Sign Holder Signs, and non-tenant oriented portions of Gateway Element Sign.
 - m. **City Gateway Sign**—Allow a City Gateway Sign at the corner of Rosecrans Ave and Sepulveda Blvd over 30 feet (up to 46 feet) in height.
- N. Specifically, a portion of the Master Use Permit approval as provided in this Resolution includes the following square footage details which differ from the applicant’s request:
- 1. The applicant requests restaurants up to 109,000 square feet GLA. The EIR evaluated allowing a maximum of 89,000 square feet total GLA of restaurant uses on the site, with an overall parking supply of 4.1 stalls per 1,000 square feet of GLA. The EIR also evaluated up to a maximum of 109,000 square feet with an increased parking supply of 6.7 stalls per 1,000 square feet of GLA for the square footage that exceeds 89,000. Restaurant use exceeding 89,000 square feet GLA will require an amendment of the Master Use Permit at a duly noticed public hearing to evaluate parking and other potential impacts.
 - 2. The applicant requests general offices up to 69,277 square feet of GLA, plus an increase in square footage of existing Medical and Dental office uses above the approximate 21,678 square feet currently on the site. The EIR evaluated adding up to 57,750 square feet of general offices (excluding Medical and Dental) for a maximum of 69,277 square feet of general offices with an overall parking supply of 4.1 stalls per

1 1,000 square feet of GLA. The EIR also evaluated a maximum of 21,712 square feet
 2 total GLA of Medical or Dental office uses on the site (maintaining the existing square
 3 footage), with an overall parking supply of 4.1 stalls per 1,000 square feet of GLA. Any
 4 increase in the square footage of the Medical or Dental uses on the site over the
 5 maximum 21,712 square feet allowed would approximately double the parking demand
 for that square footage over the existing, for a demand of about eight stalls per 1,000
 square feet of GLA. Over approximately 21,780 square feet (existing rounded) GLA of
 Medical or Dental offices will require an amendment of the Master Use Permit at a duly
 noticed public hearing to evaluate parking and other potential impacts.

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

- 7 1. An Environmental Impact Report (EIR) was prepared (1978) and certified for a phased
 8 Project, of which Manhattan Village Shopping Center and the subject property was a
 part. Mitigation measures were identified and adopted in several issue areas.
- 9 2. On March 6, 1979 the City Council adopted Resolution No. 3685, establishing the
 10 Commercial Planned Development (CPD) District for First Phase construction and
 11 operation of a community Shopping Center (Manhattan Village Mall) consisting of
 12 approximately 150,000 square feet of retail establishments providing community
 convenience goods and services, and approximately 300,000 square feet of retail
 13 establishments providing goods and services customarily found in malls associated
 with department stores.
- 14 3. On December 18, 1979 the City Council adopted Resolution No. 3757, approving
 15 Second Phase construction and operation of a community Shopping Center
 16 (Manhattan Village Mall).
- 17 4. Subsequent use permits were approved for individual uses within the Shopping
 18 Center.
- 19 5. On September 13, 1989, the Planning Commission approved Resolution No. PC 89-
 20 54 to allow construction of a 6,190 square-foot restaurant within the Mall (Island's).
- 21 6. On December 18, 1990 the City Council adopted Ordinance No. 1832, repealing the
 22 CPD zoning District and establishing the CC (Community Commercial) zoning district
 for the Shopping Center and subject property.
- 23 7. On February 14, 1991, the Planning Commission adopted Resolution No. PC 91-1
 24 approving a proposal to change uses from research and development office to
 specialty retail at 3600 Sepulveda Boulevard (Fry's).
- 25 8. On October 23, 1991, the Planning Commission adopted Resolution No. PC 91-30
 26 approving a sign appeal to allow additional signage not included in an approved sign
 program for 3600 Sepulveda Boulevard (Fry's).
- 27 9. On November 16, 1993 City Council adopted Resolution No. 5044, allowing the
 28 establishment of a restaurant/bakery with retail sales and outdoor seating at 3014
 Sepulveda Boulevard (East Coast Bagel Company).
- 29 10. On April 5, 1994 the City Council adopted Ordinance No. 1902, establishing a
 30 provision for a Master Use Permit for multiple tenant Projects to replace obsolete
 31 Commercial Planned Development (CPD) Permits.
 32

11. On January 3, 1995 the City Council adopted Resolution No. 5142, approving the conversion of all previous Commercial Planned Development and individual Use Permit entitlements for the Shopping Center to a Master Use Permit consistent with provisions of Ordinance No. 1902.
12. On December 12, 2001 the Planning Commission adopted Resolution No. PC 01-27 which superseded and replaced all the previous approvals on the Manhattan Village Shopping Center site. Although the Project description, plans and tenant/building square footages list submitted by the Shopping Center owner at the time (Madison Marquette) included the 3500 Sepulveda site (Hacienda or Haagen building) the property owner of 3500 Sepulveda at the time did not sign the application and it is not clear if they were notified or aware of the pending application. The 3500 Sepulveda Blvd property owner at the time did not participate in the public hearing process. The current owners of the subject property (3500 Sepulveda, LLC, 13th & Crest Associates, LLC and 6220 Spring Associates, LLC) purchased the property in 2005.
13. On February 27, 2002 the Planning Commission adopted Resolution No. PC 02-07 approving a Master Sign Program and Sign Exception for the Manhattan Village Shopping Center.
14. On August 8, 2007, the Planning Commission adopted Resolution No. PC 07-12 approving on-site wine tasting at an existing supermarket at 2700 Sepulveda Boulevard (Ralph's). The applicant did not implement this amendment, withdrew their ABC application in 2008 and it has thus expired.
15. A Master Use Permit application was submitted by the 3500 Sepulveda Blvd property owner on April 4, 2008, to request the approvals for: 1) clarification that the 3500 Sepulveda Boulevard property (Hacienda/Haagen) was included as part of the Master Use Permit (Resolution No. PC 01-27) and all other related entitlements for the Manhattan Village Shopping Center, and 2) allow on-site alcohol consumption for a proposed new restaurant (Tin Roof Bistro).
16. The 3500 Sepulveda Blvd property owners entered into a Settlement Agreement with RREEF American REIT II Corp. BBB, current owner of the Manhattan Village Shopping Center, in October 2008 regarding the existing Master Use Permit entitlements on the properties, as well as other private issues. A summary of the facts related to that Settlement Agreement are included in PC Resolution No. PC 08-15. The City determined that with the clarification of PC Resolution 08-15, the Master Use Permit (PC Resolution 01-27) applies to the 3500 Sepulveda Property and accordingly, the property owner application for a separate Master Use Permit was administratively withdrawn.
17. On November 12, 2008, the Planning Commission adopted PC Resolution 08-15 for 3500 Sepulveda which confirmed, clarified, and acknowledged that a) the Master Use Permit (PC Resolution 01-27) and other entitlements for the Shopping Center apply to the property, and b) amended the Shopping Center Master Use Permit (PC Resolution 01-27) to allow on-site consumption of alcohol at the new restaurant (Tin Roof Bistro).
18. On January 6, 2009, through Resolution No. 6171, the City Council denied an appeal of the Planning Commission approval of Resolution No. PC 08-15. Specifically, the applicant appealed the condition to submit an irrevocable offer to dedicate land for the Sepulveda Boulevard bridge widening Project.
19. On June 23, 2010, the Planning Commission adopted PC Resolution No. 10-03, approving a new retail wine and beer shop at 3500 Sepulveda Boulevard (Vintage

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

3 20. On February 12, 2012, the Planning Commission adopted Resolution No. PC 12-02,
 4 approving the expansion of the existing restaurant at 3500 Sepulveda Boulevard (Tin
 5 Roof Bistro) to add a private dining room/event space with on-site beer and wine
 6 consumption.

7 P. The Project will not individually nor cumulatively have an adverse effect on wildlife
 8 resources, as defined in Section 711.2 of the Fish and Game Code.

9 Q. This Resolution, upon its effectiveness, constitutes the Master Use Permit and Variance for
 10 the Shopping Center site (2600 through 3600 Sepulveda Boulevard and 1220 Rosecrans
 11 Avenue) and replaces all previous site-wide and individual land use approvals stated
 12 above (Section 1, Item E), with the exception of the Sign approval (PC 02-07). The facts,
 13 findings, and Project descriptions for these Projects still stand as detailed in the applicable
 14 Resolutions. Specifically, this Resolution replaces Resolutions PC 01-27, PC 10-03 and
 15 PC 12-02 and City Council Resolution No. 6171.

16 **Master Use Permit Findings**

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

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

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

b. The Project is consistent with the purpose of the CC and CG zones as follows.

i. A wide variety of uses, such as retail, services, restaurants, grocery store,
 banks and offices will continue to be provided on the site.

ii. This wide variety of uses will expand the existing type of services already
 provided on the site, while providing more diversity and options for the
 customer.

iii. The Project will aid in attracting and maintaining a diverse mix of high-quality
 tenants to provide a broad range of shopping and dining options with enhanced

amenities to serve the needs of the community and ensure the continued success of the Shopping Center.

- iv. Bars, convenience stores, gyms, liquor stores and similar uses will not be allowed as the traffic and/or parking demand will exceed the on-site capacity which could cause adverse impacts on adjacent uses and the surrounding street systems.
 - v. Restaurants (eating and drinking establishments) will be limited in square footage. Exceeding 89,000 square feet will increase the parking demand and will exceed the on-site capacity which could cause adverse impacts on adjacent uses and the surrounding street systems.
 - vi. Medical and Dental offices will be limited in square footage. Exceeding 28,800 square feet (7,000 square feet above the existing square footage) will increase the parking demand and will exceed the on-site capacity which could cause adverse impacts on the site, adjacent uses and the surrounding street systems.
- c. Some of the specific purposes of the Commercial Districts, and how the Project is consistent with those purposes are as follows:
- i. ***Provide appropriately located areas consistent with the General Plan for a full range of office, retail commercial, and service commercial uses needed by residents of, and visitors to, the City and region.*** The Project will continue to provide a full range of office, retail, service and other commercial uses on the site, and expand those commercial opportunities.
 - ii. ***Strengthen the City's economic base, but also protect small businesses that serve City residents.*** Due to the scale of the development there is an opportunity for retailers and other commercial users that require larger spaces which cannot be provided in the other smaller scale commercial areas in town. Small businesses will continue to be provided in Downtown, the North End and other commercial areas with smaller sites. Small businesses in the Shopping Center will benefit from the presence of diverse commercial uses which will attract a diverse customer base.
 - iii. ***Create suitable environments for various types of commercial and compatible residential uses, and protect them from the adverse effects of inharmonious uses. And- Minimize the impact of commercial development on adjacent residential districts.*** Although there are no residential uses on the site, the residential uses in close proximity are protected with conditions related to traffic and circulation, parking, lighting, landscaping, land uses, and building scale and design. The Project's pedestrian and bicycle improvements will create improved linkages internally and to the surrounding community.
 - iv. ***Ensure that the appearance and effects of commercial buildings and uses are harmonious with the character of the area in which they are located.*** The architectural style and design features will be compatible with the existing Shopping Center site, while updating it to look towards the future by providing a contemporary architecture, buildings that are consistent in height with the existing buildings, and parking structures that are architecturally designed to reflect the rhythm and design features of the commercial buildings, as well as minimizing the scale.

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v. **Ensure the provision of adequate off-street parking and loading facilities.**

The Project will provide parking at a ratio of 4.1 spaces per 1,000 square feet consistent with the parking demand study, based on the mix of uses on the site. Uses with high parking demand will be limited in square footage (restaurants and Medical/Dental offices) and some uses will be prohibited due to the high parking demand (gyms, trade schools, liquor stores, etc.). Loading facilities in close proximity to stores, adequate in size and number are also required.

d. The proposed Project and future tenant improvements to the remainder of the site will be consistent with each of the eleven development criteria outlined in the Sepulveda Boulevard Development Guide, as conditioned, specifically:

i. **Reciprocal Access**—Circulation within and off the Shopping Center site, including vehicular, bicycle, pedestrian and transit will be integrated, and connected.

ii. **Right-turn Pockets**—Provided internally as required throughout the Shopping Center site. Dedication on Sepulveda Boulevard near Rosecrans Avenue will bring the area up to current ADA and other standards, improve pedestrian circulation, provide an improved deceleration lane per Caltrans requirements for the possible retention of the Fry's Sepulveda Boulevard driveway (3600 Sepulveda Blvd) as a right-turn entry only, and allow the future Sepulveda bridge widening to function effectively.

iii. **Driveway Throats**—To minimize traffic and circulation impacts to Sepulveda Boulevard and allow the bridge widening to function effectively, Sepulveda Blvd driveway access will be modified on the Fry's site.

iv. **Sidewalk Dedication**—Sidewalk dedication and related improvements on Sepulveda Boulevard will bring the area up to current ADA and other standards and improve pedestrian circulation.

v. **Building Orientation**—The Sepulveda Boulevard and Rosecrans Avenue corner buildings and other improvements will be designed as an architectural entry statement to emphasize the importance of this key corner Gateway into the City.

vi. **Visual Aesthetics**—Review of architectural plans is required, including material boards, samples, renderings, and assurance that there is a high quality of design and materials as reflected in the concept plans. The site plan and layout of the buildings and parking structures provide landscaping and architectural features along Sepulveda Boulevard.

vii. **Residential Nuisances**—Minimized through Project design and conditions related to lighting, landscaping, traffic, multi-modal transportation, design, and allowed land uses.

viii. **Pedestrian Access**—Encouraged with strong on- and off-site linkages, a network that connects to transit, under the Sepulveda bridge, as well as a Village-pedestrian oriented design.

ix. **Landscaping**—Mature shade trees and other landscaping will soften and complement the buildings, provide shade for parking, and screen, buffer and soften uses.

- x. **Signs**—Subject to a future Sign Program, no harsh light, blinking, moving, or flashing signs, consistent with the scale of the development, comprehensive site-wide consistent plan, complementary to the site and building architecture, and removal of obsolete and outdated pole signs.
 - xi. **Utility Undergrounding**—Required to be provided for all new construction.
2. ***The proposed location of the use and the proposed conditions under which it would be operated or maintained will be consistent with the General Plan; will not be detrimental to the public health, safety or welfare of persons residing or working on the proposed Project site or in or adjacent to the neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the city;***
- a. The Project is consistent with the following Goals and Policies of the General Plan: A summary of the reasons for consistency are provided for each of the five categories.

Land Use

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

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

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

- Policy LU-1.2: Require the design of all new construction to utilize notches, balconies, rooflines, open space, setbacks, landscaping, or other architectural details to reduce the bulk of buildings and to add visual interest to the streetscape.
- Goal LU-2: Encourage the provision and retention of private landscaped open space.
- Goal LU-2.3 Protect Existing mature trees throughout the City, and encourage their replacement with specimen trees whenever they are lost or removed.
- Policy LU-2.4: Support appropriate stormwater pollution mitigation measures.

- 1 Goal LU-3: Achieve a strong, positive community aesthetic.
- 2 Policy LU-3.1: Continue to encourage quality design in all new construction.
- 3 Policy LU-3.2: Promote the use of adopted design guidelines for new
- 4 construction in Downtown, along Sepulveda Boulevard, and
- 5 other areas to which guidelines apply.
- 6 Policy LU-3.5: Ensure that the sign ordinance provides for commercial signage
- 7 that is attractive, non-intrusive, safe, and consistent with overall
- 8 City aesthetic goals.
- 9 Goal LU-4: Preserve the features of each community neighborhood, and
- 10 develop solutions tailored to each neighborhood's unique
- 11 characteristics.
- 12 Goal LU-5: Protect residential neighborhoods from the intrusion of
- 13 inappropriate and incompatible uses.
- 14 Policy LU-5.1: Require the separation or buffering of residential areas from
- 15 businesses which produce noise, odors, high traffic volumes,
- 16 light or glare, and parking through the use of landscaping,
- 17 setbacks, or other techniques.
- 18 Policy LU-5.2: Work with all commercial property owners bordering residential
- 19 areas to mitigate impacts and use appropriate landscaping and
- 20 buffering of residential neighborhoods.
- 21 Policy LU-5.3: Consider using discretionary review for any public gathering
- 22 place or institutional use proposed within or adjacent to a
- 23 residential neighborhood.
- 24 Goal LU-6: Maintain the viability of the commercial areas of Manhattan
- 25 Beach.
- 26 Policy LU-6.2: Encourage a diverse mix of businesses that support the local tax
- 27 base, are beneficial to residents, and support the economic
- 28 needs of the community.
- 29 Policy LU-6.3: Recognize the need for a variety of commercial development
- 30 types and designate areas appropriate for each. Encourage
- 31 development proposals that meet the intent of these
- 32 designations.
- Goal LU-8: Maintain Sepulveda Boulevard, Rosecrans Avenue, and the
- commercial areas of Manhattan Village as regional-serving
- commercial districts.
- Policy LU-8.1: Ensure that applicable zoning regulations allow for commercial
- uses that serve a broad market area, including visitor-serving
- uses.
- Policy LU-8.2: Support the remodeling and upgrading needs of businesses as
- appropriate within these regional serving commercial districts.

Infrastructure

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

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

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

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

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

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

- 1 improvements, as appropriate and warranted by the Project.
- 2 Policy I-1.12: Monitor and minimize traffic issues associated with construction
- 3 activities.
- 4 Policy 1-1.13 Consider implementing a development impact fee program to
- 5 collect funds from developers constructing new Projects. Such
- 6 fees would fund "fair-share" costs of circulation improvement
- 7 Projects required to mitigate Project impacts.
- 8 Policy I-2.3: Upgrade all major intersections and arterial streets to keep traffic
- 9 moving efficiently.
- 10 Policy I-2.4: Require additional traffic lanes and/or other traffic improvements
- 11 for ingress and egress for new development along arterials
- 12 where necessary for traffic and safety reasons.
- 13 Policy I-2.5: Work with the neighboring cities and regional and sub-regional
- 14 agencies to widen and upgrade all major intersections and
- 15 associated street segments within the City and adjacent
- 16 jurisdictions to optimize traffic flows.
- 17 Policy I-2.6: Encourage the use of Intelligent Transportation Systems (ITS),
- 18 such as advanced signalization, motorist information, advanced
- 19 transit, advanced emergency vehicle access, and intelligent
- 20 parking systems, as well as other appropriate communication
- 21 technologies, to direct through traffic.
- 22 Policy I-2.7: Monitor and minimize traffic issues associated with construction
- 23 activities.
- 24 Goal I-3: Ensure that adequate parking and loading facilities are available
- 25 to support both residential and commercial needs.
- 26 Policy I-3.4: Review development proposals to ensure potential adverse
- 27 parking impacts are minimized or avoided.
- 28 Policy I-3.5: Encourage joint-use and off-site parking where appropriate.
- 29 Policy I-3.8: Monitor and minimize parking issues associated with
- 30 construction activities.
- 31 Goal I-4: Protect residential neighborhoods from the adverse impacts of
- 32 traffic and parking of adjacent non-residential uses.
- Policy I-4.2: Carefully review commercial development proposals with regard
- to planned ingress/egress, and enforce restrictions as approved.
- Policy I-4.3: Encourage provision of on-site parking for employees.
- Policy I-4.4: Ensure that required parking and loading spaces are available
- and maintained for parking.
- Goal I-6: Create well-marked pedestrian and bicycle networks that
- facilitate these modes of circulation.
- Policy I-6.6: Incorporate bikeways and pedestrian ways as part of the City's
- circulation system where safe and appropriate to do so.
- Policy I-6.7: Encourage features that accommodate the use of bicycles in the
- design of new development, as appropriate.
- Policy I-7.2: Ensure that all new development or expansion of existing
- facilities bears the cost of providing adequate water service to
- meet the increased demand which it generates.
- Policy I-8.2: Ensure that all new development or expansion of existing
- facilities bears the cost of expanding the sewage disposal
- system to handle the increased load, which they are expected to
- handle.
- Goal I-9: Maintain a storm drainage system that adequately protects the
- health and safety and property of Manhattan Beach residents.

- Policy I-9.2: Evaluate the impact of all new development and expansion of existing facilities on storm runoff, and ensure that the cost of upgrading existing drainage facilities to handle the additional runoff is paid for by the development which generates it.
- Policy I-9.3: Support the use of storm water runoff control measures that are effective and economically feasible.
- Policy I-9.4: Encourage the use of site and landscape designs that minimize surface runoff by minimizing the use of concrete and maximizing the use of permeable surface materials.
- Policy I-9.5: Support appropriate storm water pollution mitigation measures.

Community Resources

The Applicant has committed to build the project to a U.S. Green Building Council Leadership in Energy and Environmental Design (LEED) Silver standard, or equivalent, as required by the Manhattan Beach 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.

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Policy CR-6.1: Encourage alternative modes of transportation, such as walking, biking, and public transportation, to reduce emissions associated with automobile use.

Policy CR-6.2: Encourage the expansion and retention of local serving retail businesses (e.g., restaurants, family medical offices, drug stores) to reduce the number and length of automobile trips to comparable services located in other jurisdictions.

Community Safety

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

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

Policy CS-1.3: Ensure that public and private water distribution and supply facilities have adequate capacity and reliability to supply both everyday and emergency fire-fighting needs.

Policy CS-1.5: Require that new developments minimize stormwater and urban runoff into drainage facilities by incorporating design features such as detention basins, on-site water features, or other strategies.

Policy CS-2.3: Continue to monitor underground emissions and associated hazards in Manhattan Village and in other areas adjacent to industrial uses.

Policy CS-3: Maintain a high level of City emergency response services.

Policy CS-3.2: Cooperate with other jurisdictions in the South Bay area to maintain an up-to-date emergency response system for the region.

Policy CS-3.7: Support the use of the best available equipment and facilities to ensure safety that meets the changing needs of the community.

Policy CS-3.10: Strive to reduce emergency response time.

Policy CS-4: Maintain a high level of police protection services.

Policy CS-4.6: Support proactive measures to enhance public safety, such as use of increased foot or bicycle police patrols.

Policy CS-4.7: Strive to reduce police response time.

Noise Element

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

arterials will be designed to meet reasonable interior noise levels.

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

b. The proposed Project will not be detrimental as follows:

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

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The City has no traffic or development impact fees, as contemplated by the General Plan Policies, for regional growth and planned improvements which need to be provided. Improvements to surrounding roadways will benefit the Project as more than half of the new square footage and about one-third of the new parking will be concentrated in the northeast corner of the site, which will be accessed from Rosecrans Avenue and Village Drive. The valet parking and pick-up/drop-off areas will be located near Sepulveda Boulevard and 33rd Street, which will focus new vehicle traffic at this intersection. The area will also provide two-thirds of the new parking. The existing Fry's driveway on Sepulveda Boulevard impacts the regional plan to widen the Sepulveda Boulevard Bridge (just south of the driveway). Improvements are needed to allow the driveway to remain in place and serve the current tenant while allowing the proposed bridge widening anticipated in 2015. Providing roadway dedication, improvements, and fair-share contributions will improve the regional roadway networks surrounding and servicing the Project site. The improvements are needed for safety, to accommodate emergency vehicles, improve flow of traffic, and improve the regional transportation network on surrounding arterials.

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

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

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

- d. Conditions of approval as discussed above will ensure consistency with the provisions of the Code, and other guiding Policy documents.
4. ***The proposed use will not adversely impact nor be adversely impacted by nearby properties. Potential impacts are related but not necessarily limited to: traffic, parking, noise, vibration, odors, resident security and personal safety, and aesthetics, or create demands exceeding the capacity of public services and facilities which cannot be mitigated.***
- a. The proposed Project will not result in adverse impacts as the Project description considers nearby properties by considering design features, site planning, layout of buildings, and parking structures in a manner which is sensitive to the surrounding uses.
- b. The Project includes conditions of approval related to traffic, parking, noise, security, landscaping, lighting, signage, utilities, and other provisions to ensure that there will not be adverse impacts.
- c. The Project will not be adversely impacted by nearby properties, as the surrounding land uses are commercial and residential and will not impact the site. The industrial land use, Chevron Refinery in the City of El Segundo to the northwest of the site is separated by two major arterial streets (Sepulveda Boulevard and Rosecrans Avenue) as well as a large landscaped berm. These features address any potential adverse impacts.
- d. Proposed lighting will produce minimal off-site illumination onto nearby residential properties while still accomplishing the goals of enhancing security, pedestrian and vehicular path of travel, and parking space illumination. Residentially-zoned properties are located more than 250 feet to the south and east of the nearest proposed parking deck light source. Residences to the west of Sepulveda Boulevard are approximately 200 feet from existing or proposed lighting in the Project area. Lighting is also screened by mature vegetation, oblique orientation of buildings, light standards, LED fixtures with shielding and direct (not dispersed) lighting patterns, as well as screening by existing buildings. Buffering is also achieved by the difference in ground elevation relative to the nearest residential properties. Project lighting is consistent with the Code standards which regulate lighting.

Variance Findings

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

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

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

1 culvert, a former railroad right-of-way, that creates significant topographic
2 challenges.

3 b. The large site and the exceptional topographic variety make it difficult to construct
4 large commercial buildings, and to integrate the new buildings into the site where
5 the existing buildings already have a Variance to exceed the height limit, without
6 exceeding the height limits with the new construction. Additionally the Macy's
7 expansion adds onto a building that exceeds the height limit and matches the
8 height and floor plates of the existing two-story building.

9 c. The historic hydrocarbon soil contamination on the site limits the ability to grade
10 down significantly as well as significantly limits the ability to expand parking or
11 commercial buildings below the ground.

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

16 a. The granting of the variance to allow additional building height will not obstruct
17 views from surrounding properties and is generally consistent with the height and
18 massing of existing Shopping Center structures.

19 b. The site is situated in an area of the City that is fully developed and relatively
20 devoid of natural resources. Project improvements will be constructed to meet
21 LEED silver standards, will include shade trees to increase energy efficiency,
22 electric vehicle charging facilities and will provide water quality upgrades to protect
23 natural resources.

24 c. The proposed height variance would not be substantially detrimental to properties
25 in the vicinity as they will not be impacted by aesthetics, shade/shadow, and visual
26 impacts due to the Project design, site conditions, screening, landscaping, and
27 architectural features. Additionally, the rolling topography of Sepulveda Boulevard,
28 Rosecrans Avenue, and Marine Avenue streets alleviates adverse impacts
29 generally seen with increased building heights.

30 d. Some existing building heights extend to 42 feet, 20 feet higher than the 22 foot
31 maximum height, as approved with the current Master Use Permit and Variance.
32 Application of the 22-foot height restriction (due to a roof pitch of less than 4:12),
and 30 feet in areas with structure parking, creates difficulties to balance the
community's interest in a Shopping Center with the provision of ample parking,
attractive architecture, improved circulation, and diverse land uses.

e. The historic hydrocarbon soil contamination on the site limits the ability to grade
down and significantly limits the ability to expand parking or commercial buildings
below ground.

f. The buildings over the height limit have relatively large setbacks from adjacent land
uses, are adjacent to major arterial roadways, and will not create adverse light,
shadow or massing impacts.

g. Most of the new buildings that are 26 to 32 feet in height are setback more than
180 feet from Sepulveda Boulevard and there is a row of existing buildings between
Sepulveda Boulevard and the new structures that exceed the height limit. The
Macy's expansion at 42 feet in height, plus limited features up to 56 feet in height,

is more than 500 feet from Sepulveda Boulevard. All new buildings are more than 900 feet from Marine Avenue. The Macy's parking structure at the Northeast corner is about the same height as the existing Medical building at 1220 Rosecrans, immediately adjacent to the east, is setback about 20 to 30 feet from Rosecrans Avenue and the frontage on Rosecrans Avenue is limited and consistent with surrounding the buildings mass, scale and height. The corner of Sepulveda Boulevard and Rosecrans Avenue is a major Gateway into the City of Manhattan Beach, and Rosecrans Avenue defines the border of the City of El Segundo and the City of Manhattan Beach on large arterial streets. A taller building design is needed at this corner to create an architectural statement and a City gateway entry.

- h. The proposed maximum height of 56 feet is limited to a few elevator overruns which have relatively small mass in comparison to the rest of the structure(s). The proposed buildings are 42 feet tall and a maximum of 44 feet tall with architectural features. The parking decks are approximately 26 feet plus up to 32 feet with architectural features. These maximum structure heights are similar to existing heights of 42 feet for the Macy's and main Mall buildings.
- i. The high quality of design will attract new tenants and maintain a diverse and quality mix of tenants. It is not reasonably feasible to accomplish the Project without increasing the height envelopes of new development. Without these increases in the height envelopes, it is difficult to re-orient key parking, maintain or enhance vehicular, pedestrian and bicycle circulation, provide significant new landscaping, plaza areas, open space and upgrade the overall site. The additional height needed for the expansion Project is integral to the continuing improvement of the Shopping Center.

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

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

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

GENERAL/PROCEDURAL

- 1. **Compliance.** Use and development of the Shopping Center property shall be in substantial compliance with the MVSC Enhancement Project Entitlement Request: MUP/MSP/Sign Exception Amendment/Height Variance dated July 24, 2013 ("Approved Plans") and the application material, and project descriptions set forth in the Master Land Use Application and the Final EIR submitted to and approved by the Planning Commission on July 24, 2013, subject to any conditions set forth within this Resolution. Any substantial deviation from the Approved Plans, application material, project descriptions set forth in the Master Land Use Application and the Final EIR, except as provided in this Resolution, shall require review by the Director of Community Development and a determination if Planning

- 1 Commission review and an amendment to the Master Use Permit or other approvals are
 2 required.
- 3 2. **Lapse of Approval.** The Use Permit shall lapse four (4) years after its date of approval
 4 unless implemented or extended in accordance with Manhattan Beach Municipal Code
 5 (MBMC) Section 10.84.090.
- 6 3. **Terms and Conditions are Perpetual.** These terms and conditions shall be perpetual,
 7 and it is the intention of the Director of Community Development and the permittee to bind
 8 all future owners and possessors of the subject property to the terms and conditions.
 9 Further, the Applicant shall record the conditions of approval of this Resolution with the
 10 Office of the County Clerk/Recorder of Los Angeles. The format of the recording
 11 instrument shall be reviewed and approved by the City Attorney.
- 12 4. **Review.** All provisions of the Master Use Permit and Variance are subject to review by the
 13 Community Development Department six months after occupancy and yearly thereafter. At
 14 any time in the future, the Planning Commission or City Council may review the Master Use
 15 Permit and Variance for the purposes of revocation or modification, subject to the provisions
 16 in Chapter 10.84.090 - Lapse of approval—Transferability—Discontinuance—Revocation of
 17 the Manhattan Beach Municipal Code.
- 18 5. **Interpretation.** Any questions of intent or interpretation of any condition will be resolved
 19 by the Planning Commission.
- 20 6. **Fish and Game.** Pursuant to Public Resources Code section 21089(b) and Fish and
 21 Game Code section 711.4(c), the project is not operative, vested or final until the required
 22 filing fees are paid.
- 23 7. **Effective Date.** Unless appealed to the City Council, the subject Use Permit, and
 24 Variance, shall become effective when all time limits for appeal as set forth in MBMC
 25 Section 10.100.030 have expired.
- 26 8. **Tenant Space Chart.** Upon submittal of any request for business license, or application for
 27 building permit, which involves the alteration or enlargement of any tenant space, or the
 28 introduction of any new business within an existing tenant space, the Applicant shall
 29 provide to the Community Development Department an up to date site-wide tenant space
 30 chart which includes all of the tenants and properties within the Shopping Center. The
 31 space chart shall include detailed area breakdowns. The required space chart shall be
 32 consistent in format and information provided with Exhibit A (Manhattan Village Shopping
 Center Leasable Area Tabulation- June 18, 2013) attached hereto. The space chart shall
 also include any outdoor dining areas. The information shall include tenant street
 addresses and suites, existing and proposed tenant, and evidence that the proposed
 alteration / tenant will provide adequate parking and loading as required by applicable
 parking standard.
9. **Legal.** Applicant shall defend, indemnify, and hold harmless the City, its elected officials,
 officers, employees, volunteers, agents, and those City agents serving as independent
 contractors in the role of City officials (collectively "Indemnitees") from and against any
 claims, damages, actions, causes of actions, lawsuits, suits, proceedings, losses,
 judgments, costs, and expenses (including, without limitation, attorneys' fees or court
 costs) in any manner arising out of or incident to this approval, related entitlements, or the
 City's environmental review thereof. Applicant shall pay and satisfy any judgment, award
 or decree that may be rendered against City or the other Indemnitees in any such suit,
 action, or other legal proceeding. The City shall promptly notify the Applicant of any claim,
 action, or proceeding and the City shall reasonably cooperate in the defense. If the City

fails to promptly notify the Applicant of any claim, action, or proceeding, or if the City fails to reasonably cooperate in the defense, the Applicant shall not thereafter be responsible to defend, indemnify, or hold harmless the City or the Indemnitees. The City shall have the right to select counsel of its choice. Applicant shall reimburse the City, and the other Indemnitees, for any and all legal expenses and costs incurred by each of them in connection therewith or in enforcing the indemnity herein provided. Nothing in this Section shall be construed to require Applicant to indemnify Indemnitees for any Claim arising from the sole negligence or willful misconduct of the Indemnitees. In the event such a legal action is filed challenging the City's determinations herein or the issuance of the approval, the City shall estimate its expenses for the litigation. Applicant shall deposit said amount with the City or enter into an agreement with the City to pay such expenses as they become due.

AESTHETICS

10. **Landscape/Hardscape/Lighting Sitewide Plan.** The Applicant shall submit a detailed Landscape/Hardscape/Lighting Plan, including a construction schedule, to the City Police, Fire, Public Works and Community Development Departments and the City Traffic Engineer for review and approval with the submittal of plans for Phase I that provides for the following:
- a. The Applicant shall provide and maintain consistent drought tolerant landscape, shade trees, hardscape, and lighting improvements throughout the Development Area, as well as certain areas of the entire Shopping Center property as required in these conditions. The improvements shall generally be consistent with the Approved Plans, application material, and project descriptions.
 - b. Mature trees and other landscaping shall be provided near parking structures, particularly in the areas without buildings adjacent to the perimeter of the structures, to screen and soften the parking structures. Landscaping also shall be provided on the roofs of the structures. Landscaping shall be planted and maintained throughout the surface parking lots. A minimum of 1 tree per 10 parking spaces in a parking structure and 1 tree per 6 surface parking spaces within the Shopping Center property, minimum 24-inch box size, shall be provided.
 - c. The Applicant agrees to provide and maintain consistent drought tolerant landscape, shade trees, hardscape, and lighting improvements throughout the Shopping Center property as improvements are made in those portions of the Shopping Center property outside of the Development Area, as detailed in the Landscape/Hardscape/Lighting Sitewide Plan.
 - d. All new light fixtures on the top levels of parking structures shall be no taller than 15 feet, shall utilize LED fixtures, and include shields to reduce glare. 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. The Applicant 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.

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

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

10 a. The Applicant shall submit a Sign Exception and Master Sign Program, including a
11 construction schedule and an inventory of the existing tenant signs, for review and
12 action to the Planning Commission prior to the submittal of plans for Phase I. The City
13 will review and take action on the Sign Exception and Master Sign Program, and the
14 applicant shall install and maintain the improvements per the approved Program.

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

20 c. The Fry's pole sign adjacent to the Sepulveda Boulevard bridge shall be removed, or
21 relocated if Fry's is still occupying the Northwest Corner, by the Applicant upon 90
22 days' notice from the City when determined necessary as part of the Sepulveda Bridge
23 Widening and at the sole cost of the Applicant. The relocation location shall be within
24 the Shopping Center property along the Northwest Corner fronting Sepulveda
25 Boulevard. This Sepulveda Boulevard Fry's pole sign, as well as the two Fry's pole
26 signs along Rosecrans Avenue, shall be removed when Fry's vacates the Northwest
27 Corner

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

40 **LAND USE**

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

42 a. The Village Shops building and the North and South parking structures may be
43 constructed in substantial compliance with the Approved Plans. The North parking
44 structure shall be designed to reduce the mass and visual impact of the appearance of
45 the three level parking structure on the west side, adjacent to the 3500 Sepulveda
46 Boulevard building. The revision shall consider providing commercial buildings on the
47 west side, mature tall landscaping, architectural features, stepping the levels of the

structure, or other design solutions as determined by the Director of Community Development to minimize the visual impact and provide compatibility with other structures on the site. The revisions do not need to reduce the number of parking spaces in Phase I.

- b. All conditions within this Resolution that require submittals with Phase I shall be submitted.
 - c. The Applicant shall provide a U-turn, traffic circle, or other connection at the Rosecrans Avenue entrance in the lower level parking lot with a minimum outside turning radius of 30 feet, to internally connect both drive aisles.
 - d. Further separate Planning Preliminary Plan Check Review, as defined in Condition No. 17.
14. **Phase II (Northeast corner)** requires the following:
- a. Macy's consolidates their store to the north end of the Main Mall, expanding its Macy's Fashion store by as much as 60,000 square feet, and another tenant or tenants, occupy the space currently occupied by Macy's Men's at the south end of the Main Mall in substantial compliance with the Approved Plans.
 - b. All conditions within this Resolution that require submittals with Phase II shall be submitted.
 - c. Existing utilities that are impacted by the construction shall be rerouted to be within the private streets on site or other locations approved by the Public Works Department and any other responsible agencies.
 - d. The Site Plan Review applications for the design of Phase III-Northwest corner, including a construction schedule, shall be submitted to the City prior to Fry's vacating their current Northwest corner location, or the end of 2016, whichever comes first, and the City shall take action on the applications in a timely manner.
 - e. The vehicular access ramp between the Medical Building at 1200 Rosecrans Avenue and new parking structure shall be redesigned to accommodate two-way traffic to connect the lower level parking lot to the main Shopping Center level surface parking.
 - f. Further separate Planning staff Preliminary Plan Check Review as defined in Condition No. 17.
15. **Phase III (Northwest corner)**. Phase III is conceptually approved, but it is subject to future Site Plan Review, through a Planning Commission public hearing process. The Site Plan Review shall include, but not be limited to, site and detail plans, aerials, perspectives, sections, elevations, layout and design of the buildings, parking, open spaces, Shopping Center site parking and circulation integration and connectivity, and other site design aspects. An above ground parking structure shall not be included on the portion of the Northwest corner immediately adjacent to the corner of Rosecrans Avenue and Sepulveda Boulevard. An above ground parking structure may be located elsewhere on the Northwest corner. The architectural design and features of the buildings and other improvements at the corner of Rosecrans Avenue and Sepulveda Boulevard shall highlight and enhance this major entryway and key corner in the City of Manhattan Beach.
16. **Development Area Envelopes and Maximum Heights**. The Development Area Envelopes and Maximum Heights as shown in the Final EIR and the Approved Plans are

1 approved in concept, subject to the project conditions. Planning Staff review is required for
2 the site improvement details through the Preliminary Plan Check Review process.

3 17. **Preliminary Plan Check Review.** The Applicant shall submit to the City Planning staff for
4 Preliminary Plan Check Review of architectural plans, to show that the Project is consistent
5 with the architecture, quality and concept plans in the Approved Plans. The architectural
6 plans shall include, but not be limited to, plans, material boards, color samples, renderings,
7 and other visual displays to provide the following:

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

14 18. **Land Uses and Square Footages.** The following land uses and maximum square
15 footages are approved for the entire Shopping Center property. The existing Shopping
16 Center contains approximately 572,837 square feet gross leasable area (GLA). The project
17 may add a maximum of 123,672 net new square feet GLA (133,389 square feet with the
18 Equivalency Program) within the Development Area. The Shopping Center property may
19 not exceed 696,509 square feet GLA (706,226 with the Equivalency Program).

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

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

- 29 a. Retail Sales (including drug stores)
- 30 b. Personal Services (e.g., Beauty salons, Dry-Cleaners, Shoe repair)
- 31 c. Food and Beverage Sales (including Grocery Stores, but excluding high traffic
32 generating or high parking demand land uses such as liquor or convenience stores as
determined by the Director of Community Development)
- 33 d. Offices, Business and Professional-69,300 square feet maximum for Business and
34 Professional offices. Additionally, 28,800 square feet maximum for Medical and Dental
35 offices (existing square footage rounded, plus an additional 7,000 square feet allowed).
- 36 e. Banks and Savings and Loans- 36,200 square feet maximum (existing square footage,
37 no additional allowed).
- 38 f. Eating and Drinking Establishments (restaurants). 89,000 square feet maximum,
39 which includes outdoor dining areas for restaurants that provide full table service.

- g. Uses identified as permitted (by right) in the underlying zoning district (CC) which are not included in this Master Use Permit shall be left to the discretion of the Director of Community Development to determine if Planning Commission review is required.

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

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

1 activities and areas of the shopping center, based on compatibility with nearby land uses,
2 both on and adjacent to the center. All landscaping materials shall be maintained to the
3 satisfaction of the Director of Community Development.

3 **NOISE**

4 26. **Deliveries.** Delivery activities that are contiguous to residentially zoned and improved
5 properties shall be limited to between 7:00 a.m. and 10:00 p.m. Monday through Friday
6 and between 8:00 a.m. and 10:00 p.m. on Saturdays, Sundays and major holidays,
7 including New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving
8 Day, and Christmas Day. Delivery operations shall be conducted in such a manner so as
9 not to exceed applicable residential noise standards. The term "delivery activities" shall
10 include, but not be limited to the presence of workers or delivery trucks at the business site
11 even if not actual delivery work or unloading is being done. It shall also include vehicles or
12 delivery equipment being started or idled, playing of radios or other devices, loud talking,
13 and unloading of materials. Business delivery doors shall not be opened before hours of
14 permitted deliveries as specified herein. Delivery vehicles shall park in designated
15 commercial loading areas only and shall not obstruct designated fire lanes.

16 27. **Trash Collection.** Routine trash collection on the entire site shall occur after 9:00 a.m. and
17 before 10:00 p.m. Construction material trash collection activities (drop off and pick-up)
18 shall be limited to hours of permitted construction as specified in the City's Noise
19 Ordinance, or between 7:30 and 6:00 p.m. Mondays through Fridays, and between 9:00
20 a.m. and 6:00 p.m. on Saturdays.

21 **FIRE**

22 28. **Fire Emergency Response Plan.** A Fire Emergency Response Plan for fire lanes, fire
23 sprinklers, fire hydrants, and other Fire emergency response requirements shall be
24 provided and maintained for the Shopping Center property. The Fire Emergency Response
25 Plan shall include, but not be limited to, the following:

- 26 a. Provide a minimum vertical clearance of 15 feet and horizontal clearance of 20 feet for
27 Fire vehicle access under all bridges and other overhead structures on Village Drive,
28 Cedar Way, Carlotta Way, Fashion Boulevard, and within the lower level parking lot. In
29 the lower level parking lot, the horizontal clearance of 20 feet for Fire vehicle access is
30 required in only one of the two drive aisles. This is intended to allow ambulance-
31 paramedic vehicle access throughout the Shopping Center property, but not within the
32 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. The applicant shall provide a "gator" or similar gurney transport vehicle on the site to
provide Fire Department access within the parking structures and other remote areas.
- d. Fire hydrants shall be located within 15 feet of the Fire Department Connections
(FDC), and the FDC and related double check valve assembly shall be integrated into

the design of the buildings to screen the valves but allow clear visibility and access to the FDC, subject to Fire and Community Development Department approval.

- e. Upgrade to current standards the Opticom emergency vehicle preemption devices at all signalized intersections adjacent to the project site.
- f. An Emergency Response Plan that includes 24/7 on-site personnel to direct emergency response teams to the exact location of incidents shall be provided.
- g. The Applicant shall work cooperatively with the Fire Department to provide, if feasible, a pedestrian ramp or at-grade access at the rear of the existing enclosed main Shopping Center to facilitate the safe removal of patients from that location.

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

POLICE

- 29. **Police Holding Office.** The Project shall lease at no rent to the City a separate and secure Police "holding" office within the main, enclosed Mall approximately 100-150 square feet in area. The location of the office is subject to Police Department review and approval but it must have access from the interior of the Mall during Mall operating hours, such as from a corridor, and exterior access is not required. This will be separate from the Mall Security staff office. The intent and use of this area will be for the exclusive use of the Police Department to have a safe, secure, convenient, comfortable and private area for interviewing and consulting with victims, witnesses, and others with security issues and concerns. The area will provide for storage of Security and Safety Educational material for Police use. The Applicant shall submit a Police Holding Office Plan to the City Police and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Police Holding Office Plan, and the Applicant shall install the improvements, which shall include drywall, paint, and electrical utilities, but shall not include plumbing, per the approved plan prior to the issuance of the first building final for Phase I. If the City Police Department determines it no longer needs the "holding" office, or its use ceases, the lease shall terminate.
- 30. **Security Cameras.** The Project shall provide security cameras throughout the parking structures and surface parking lots within the entire Shopping Center property to the reasonable satisfaction of the Police Department. A Security Camera Plan as part of the Security Plan, for the installation of the cameras that considers construction Phasing on the Shopping Center property, shall be provided. Cameras shall be placed at parking structure entrances, exits, stairwells, elevators, and distributed throughout the parking areas pursuant to a plan to be provided by the Applicant's security consultant. Cameras shall be located so that license plate numbers are readable. Some cameras shall be capable of being relocated as needed to monitor Special Events. Cameras are not required to be manned, and a holding period for archival of recordings shall be agreed upon. The Applicant shall submit the Security Camera Plan as part of the Security Plan to the City Police and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Plan, and the Applicant shall install the improvements per the approved Plans. The approved Security Camera Plan shall be reviewed annually by the City.

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

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

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

27 **TRANSPORTATION, CIRCULATION AND PARKING**

28 33. **Veterans Parkway Linkage Plan.** The Applicant shall submit a Veterans Parkway Linkage
 29 Plan as depicted in the Approved Plans to provide bicycle and pedestrian paths under the
 30 Sepulveda bridge and onto the Shopping Center property that link the Shopping Center
 31 property and Veterans Parkway. The Veterans Parkway Linkage Plan shall include lighting,
 32 signage, and other improvements to enhance the aesthetics, usability and security of the
 33 area, to create an inviting entry and secure environment, and to connect the site. The
 34 Veterans Parkway Linkage Plan shall coordinate with the construction of the improvements
 35 on the Shopping Center property and the Sepulveda Bridge widening project. The
 36 Applicant shall submit the Plan to the City Police, Fire, Public Works and Community
 37 Development Departments, the City Traffic Engineer, and if necessary Caltrans, with the
 38 submittal of plans for Phase I. The City, and any other agency with jurisdiction, will review
 39 and approve the Plan, and the Applicant shall install the improvements per the approved
 40 Plan. The City shall maintain the public portions, and the Mall shall maintain the private
 41 portions.

42 34. **Bicycle and Pedestrian Plan.** The Applicant shall submit a Bicycle and Pedestrian Plan to
 43 provide bicycle and pedestrian improvements throughout the Shopping Center property as
 44 depicted in the Approved Plans, including the perimeter of the property, with
 45 interconnected walkway and bicycle networks and linkages to off-site improvements and
 46 transit (including pavement treatment, raised intersections, improved pedestrian crossings,
 47 bike parking, and arrows). Crosswalks with activated flashing beacons on key uncontrolled
 48 crossings on Carlotta Way, such as at Carlotta Way in the vicinity of the 3500 Sepulveda
 49 Boulevard building, shall be provided. A dedicated separate bikeway under the Sepulveda
 50 bridge, through the Shopping Center Property, and connecting to Village Drive shall be
 51 provided.

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 Rosecrans Avenue to Village Circle; a sharrow shall be provided from Village Circle to Marine Avenue. The bike network shall connect on and off site and to the bike racks/lockers/facilities, with racks distributed in key locations. The Plan shall include an active "Walk to the Mall" program to encourage non-motorized access to the Shopping Center. The Plan shall include a component of working and partnering with groups that promote walking and alternative forms of transportation. The improvements shall generally be consistent with the Approved Plans, although the pavement treatments shall be provided throughout Cedar Way from Macy's Fashion store to Ralph's. Additional improvements shall be provided at the Ralph's/CVS building at the south end of the Shopping Center to enhance pedestrian accessibility and safety from the parking lot to the buildings. All access shall meet ADA requirements.

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

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

35. **Pedestrian Off-site Linkage Plan.** The Applicant shall provide improvements to the City leased parking lot to encourage and enhance use of the parking lot for employees and customers. Such improvements shall include and be limited to: wayfinding signage and lighting on the staircase serving the City leased parking lot; wayfinding signage and lighting on the staircase between the Village homes and the Shopping Center site; wayfinding signage from the Senior Housing; and maintenance of landscaping on the slope. The Applicant shall submit a Pedestrian Off-site Linkage Plan to the City Police, Fire, Public Works and Community Development Departments and the City Traffic Engineer with the submittal of plans for Phase I. The City will review and approve the Plan, and the Applicant shall install the improvements per the approved plan prior to the issuance of the first building final for Phase I.
36. **Employee Parking Management Program.** The Project shall provide an Employee Parking Management Program to encourage remote parking, parking in the lower level parking lot, off-site parking, walking, biking, transit use, carpooling and other forms of alternative and non-motorized transportation, and incentives to reduce employee parking. Street or other public parking, other than the leased City parking lot off of Village Drive, shall not be used for employee parking. The Program shall actively promote reducing employee parking, shall prohibit parking in structures and certain surface lots during the peak parking season, and shall include active enforcement by Shopping Center personnel. The Program shall be submitted to the Community Development Department and the City Traffic Engineer for review and approval with the submittal of plans for Phase I and annual reporting shall be provided. The City will review and approve the Program, and the

1 Applicant shall implement the Program and install any required improvements per the
2 approved Program prior to the issuance of the first building final for Phase I. The City may
3 request periodic review and adjustment of the Employment Parking Management Program,
in cooperation with the Applicant, if needed to ensure the goals of this condition and the
Program are being met.

4 **37. Valet Parking Management Plan.** The Applicant shall provide a Valet Parking
5 Management Plan to designate valet parking areas, circulation, hours, days, rates,
6 validations, operations, terms, remote drop-off/pick-up location, signage, passenger drop-
7 off and pick-up, implementation schedule, etc. The Plan shall be submitted to the
8 Community Development Department and the City Traffic Engineer for review and
9 approval with the submittal of plans for Phase I. The City will review and approve the Plan
and the applicant shall implement the Plan during Phase I, in accordance with the
approved implementation schedule in the Plan. If it is determined that the valet parking is
not being fully utilized, the Applicant may modify or cease providing valet parking with the
approval of the Director of Community Development.

10 **38. Electric Vehicle (EV) Charging.** The Applicant shall install and maintain for public use EV
11 parking/charging stations within the parking structures and/or parking lots at a ratio of a
12 minimum of 1 percent of the total on-site parking spaces, and phased up to 3 percent as
13 usage demands. The installation of stations up to 1 percent may also be phased. The
14 Applicant shall provide a minimum of 8 EV parking/charging stations in Phase I. The
15 number of EV parking/charging stations shall be increase in minimum groups of 8 up to 1
16 percent based on usage. Electrical conduit to support additional charging stations
17 (resulting in a supply of charging stations of up to 3 percent of the total on-site parking
18 spaces) will be installed throughout the Shopping Center site, as is deemed appropriate
19 during initial construction, for future conversion based on usage. The EV parking/charging
20 stations shall be reviewed on an annual basis and will evaluate usage, and phasing of
21 future installation of additional EV parking/charging stations. The stations shall provide a
22 Level 2 charging capacity (208-240 volts), may charge prevailing rates for the purchase of
23 the energy, and the parking spaces will be designated for the exclusive use of EV
24 charging. The Applicant shall submit plans to the Community Development Department
25 with the submittal of plans for each parking structure. The City will review and approve the
26 Plan, and the Applicant shall install the improvements per the approved Plan with each
27 parking structure.

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

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

The retention, modification, 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 the Applicant as soon as possible, as determined by the City, unless building plans for Phase III have been approved; and (f) If the driveway is removed any future driveway for Phase III- Northwest Corner development shall be entry right-in only. Prior to December 31, 2016, plans for the driveway modifications or removal/relocation and related improvements shall be submitted to the City and Caltrans and shall include a schedule for completion of the improvement. The driveway modifications or removal/relocation and related improvements shall be completed by the Applicant per the approved Plan.

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

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

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

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

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

1 the improvements to be constructed, per the approved plans with the construction of
 2 Phase I for the eastern portion serving as a turn lane into the lower level parking driveway,
 3 and with the construction of Phase III for the portion adjacent to the westernmost (Phase
 4 III) driveway.

5 **41. Rosecrans Avenue Median.** The existing median break and left-turn pocket from
 6 westbound Rosecrans Avenue, southbound into the existing Fry's driveway that accesses
 7 the Northwest Corner parcel, shall be closed and restored/reconstructed as a median
 8 when Fry's vacates the site. The existing median break and left-turn pocket from
 9 eastbound Rosecrans Avenue, northbound into an existing curb-cut and driveway apron on
 10 the north side of Rosecrans Avenue shall also be closed and restored/reconstructed when
 11 Fry's vacates the site. If the developer of The Point at El Segundo submits plans for the
 12 Rosecrans Avenue median prior to Fry's vacating the site, the City will work cooperatively
 13 with the Applicant, the City of El Segundo, and The Point developer to support the
 14 continuation of the median break into Fry's driveway (westbound Rosecrans Avenue,
 15 southbound into the Fry's driveway) while Fry's occupies the site. If the developer of The
 16 Point at El Segundo has not submitted plans for the Rosecrans Avenue median work when
 17 Fry's vacates the site, the Applicant shall submit plans for the improvements to the Public
 18 Works, Fire, Police and Community Development Departments and the City Traffic
 19 Engineer, as well as the City of El Segundo if any of the improvements are located within
 20 that City, for review and approval, when Fry's vacates the site and shall include a schedule
 21 for the completion of the improvements. The City will review and approve the Plan, and the
 22 Applicant shall construct the improvements, or cause the improvements to be constructed,
 23 per the approved Plans.

24 **42. Rosecrans Avenue Left-turn Prohibitions.** On Rosecrans Avenue, no left turns are
 25 allowed out of any driveways from the project site to westbound Rosecrans Avenue. The
 26 applicant shall submit plans for signage and/or other improvements to the Public Works,
 27 Police, Fire and Community Development Departments and the City Traffic Engineer, for
 28 review and approval, with the submittal of plans for Phase I. Any portions of the
 29 improvements within another jurisdiction shall also require a permit from that jurisdiction.
 30 The City will review and approve the Plan, and the applicant shall install the improvements
 31 per the approved plans when Fry's vacates the site.

32 **43. Sepulveda Boulevard and Rosecrans Avenue Corner.** The Applicant shall provide an
 irrevocable offer to dedicate (IOD) at the southeast corner of Sepulveda Boulevard and
 Rosecrans Avenue for future road and sidewalk widening with an 8 foot sidewalk width,
 corner improvements, including a 40 foot diagonal corner cut off measured from the back
 of the new sidewalks, ADA access, traffic signal and utility modifications and other
 improvements as needed to transition and tie together the Sepulveda Boulevard and
 Rosecrans Avenue improvements, and upgrade the area to current standards for
 pedestrian access, upon completion of the Sepulveda Bridge Widening, or the submittal of
 plans for Phase III, whichever comes first. The Applicant shall submit concept plans for
 the improvements to the Public Works, Fire, Police and Community Development
 Departments, the City Traffic Engineer, and Caltrans for review and approval, with the
 submittal of the IOD, and shall include a schedule for the completion of the improvements.
 The schedule for completion of the improvements shall be coordinated with the Sepulveda
 Boulevard (Fry's) driveway, the Rosecrans Avenue improvements, and other applicable
 improvements in the area including construction of Phase III. The City will review and
 approve the Plan and schedule, and the Applicant shall dedicate the property and
 construct the improvements per the approved Plan. Any improvements along Sepulveda
 Boulevard or at the corner of Sepulveda Boulevard and Rosecrans Avenue shall consider
 the Applicant's desire to provide a right-in only turn from Sepulveda Boulevard into the
 Northwest Corner of the Shopping Center Property.

44. **Village Drive at Rosecrans Avenue.** The Applicant shall provide an irrevocable offer to dedicate (IOD) at the southwest corner of Rosecrans Avenue and Village Drive to accommodate improvements for future dual-left turn lanes and improved truck-turning radii from westbound Rosecrans Avenue to southbound Village Drive provided that the dedication and improvements will not impact the structural integrity or conformance with applicable Codes of the Medical Building at 1200 Rosecrans Avenue. The IOD and a concept plan for the improvements shall be submitted to the Public Works and Community Development Departments, and the City Traffic Engineer, prior to the first building 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. The City will review and approve the Plan, and the Applicant shall dedicate the property and construct, or cause to be constructed, the improvements during construction of Phase II and/or as otherwise provided in the approved Plan.
45. **Village Drive at Rosecrans Avenue (future).** The Applicant shall provide an irrevocable offer to dedicate (IOD) to provide for future road and sidewalk widening including a minimum of a six foot dedication on Village, a 40 foot diagonal corner cut off, and a 12 foot dedication on Rosecrans Avenue, to accommodate a wider (6 foot to 8 foot) sidewalk, landscaping, disabled access ramps, traffic signal and utility modifications and other improvements on Village Drive and Rosecrans Avenue, as determined feasible from Traffic Engineering standards prior to the first building 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 to construct these improvements, the Applicant shall dedicate the property and shall provide a fair-share contribution to fund the construction of the improvements.
46. **Irrevocable Offer to Dedicate (IOD).** All IODs shall be recorded with the Los Angeles County Recorder's office. All IODs shall have a project description and include a metes and bounds legal description, prepared by the Applicant. All IODs shall be submitted to the City for review and approval and shall be recorded when required by the City as set forth in the applicable Condition. The dedication of property included in an IOD shall only include the property required to construct the improvements per the applicable Plan.
47. **Rosecrans Avenue U-turn at Village Drive.** The City and the Applicant will work cooperatively to secure a "U-Turn" movement from eastbound Rosecrans Avenue at Village Drive if the U-turn can be designed to Traffic Engineering standards, all safety criteria is met, and traffic flow is not significantly impacted. The Applicant is not required to install these improvements; however, if the Applicant seeks to install these improvements, the Applicant shall submit plans for the improvements to the Public Works, Police, Fire and Community Development Departments and the City Traffic Engineer, for review and approval. Any portions of the improvements within another jurisdiction shall also require a permit from that jurisdiction. The City will review and approve the plan, and the Applicant shall install the improvements per the approved plans.
48. **Marine Avenue-Cedar Way.** The existing driveway access at Marine Avenue and Cedar Way shall be improved to provide one or two inbound lane and three outbound lanes, and shall be designed to accommodate emergency vehicle access. The widening shall include all related public and private improvements, and dedication of land if necessary, to accommodate the improvements. The Applicant shall submit plans for the improvements

1 to the Public Works, Fire, Police, and Community Development Departments and the City
 2 Traffic Engineer, for review and approval, with the submittal of plans for Phase I. The City
 3 will review and approve the Plan, and the Applicant shall construct the improvements per
 4 the approved plans prior to the issuance of a certificate of occupancy for Phase I.

5 **49. Construction Traffic and Parking Management Plans.** The required Construction
 6 Parking Management Plan shall be implemented during all construction activity. The
 7 required Construction Traffic Management Plan shall address, but not be limited to the
 8 following; the management of all construction traffic during all phases of construction,
 9 including delivery of materials and parking of construction related vehicles; driver-less
 10 vehicles blocking neighbors' driveways without written authorization; the overnight storage
 11 of materials in the roadway; and limiting the hours of construction deliveries on weekend
 12 mornings where such activities including driving, parking and loading/unloading in areas
 13 adjacent to residential uses. The Applicant shall submit the Plans, and an implementation
 14 schedule to the Public Works, Fire, Police, and Community Development Departments and
 15 the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I.
 16 The City will review and approve the Plans, and the Applicant shall implement the Plans in
 17 accordance with the approved schedule.

18 **50. Traffic, Circulation, and Parking Plan.** A Traffic, Circulation, and Parking Plan for all
 19 parking and roadway striping, signage, pavement treatment (including sharrow markings),
 20 pedestrian and bike access shall be provided throughout the Shopping Center property as
 21 depicted on the Approved Plans. The Plan shall include but not be limited to the following:

- 22 a. No compact parking spaces shall be allowed unless approved by the Director of
 23 Community Development in limited situations when there are no other design options
 24 and the compact spaces will maximize use of the parking structure or lot.
- 25 b. Disabled access parking spaces that exceed the minimum number of required spaces,
 26 evenly distributed throughout the site at convenient locations.
- 27 c. Parking structures shall have a minimum of two vehicle entry-exit points and three if
 28 over 600 spaces, and shall provide parking occupancy systems with permanent
 29 electronic displays in proximity to parking structure entrances showing unoccupied
 30 spaces on each level.
- 31 d. Parking shall be provided at a minimum ratio of 4.1 spaces per 1,000 square feet of
 32 gross leasable floor area (GLA).
- 33 e. Parking shall not be reserved for any particular user, except for disabled parking
 34 spaces, EV charging stations, as designated in the approved Employee Parking
 35 Management Plan, including in instances where designated parking is required in a
 36 tenant's lease, and any Valet Parking Plans.
- 37 f. Passenger loading zones shall be provided near the Village Shops.
- 38 g. At a minimum, the central core portion of Cedar Way (between buildings "E" and "F"
 39 and the main Mall building) shall be constructed with decorative pavement. Curbs,
 40 landscaping, bollards or other architectural or hardscaping improvements shall be used
 41 to prevent vehicles from driving onto pedestrian only walkways. Stopping, parking and
 42 loading shall be prohibited in the decorative pavement area, but accessed by vehicles
 43 through the decorative pavement area shall be permitted.
- 44 h. Separate pedestrian walkways shall be provided to all parking structures.

- i. Truck loading spaces shall be provided close to all buildings.
- j. The Applicant shall provide a U-turn, traffic circle or other connection at the Rosecrans Avenue entrance in the lower level parking lot with a minimum outside turning radius of 30 feet to internally connect both drive aisles.
- k. Northbound left-turn pockets shall be provided on Carlotta Way at 27th and 30th 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 provide a minimum 25 foot width for adequate vehicle circulation and turning movements. Roadways with separate bike lanes (not sharrows) shall provide a minimum 30 foot roadway width.
- m. Fashion Boulevard at Carlotta Way, shall be designed to line up east to west and not be off-set.

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

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

WASTEWATER /UTILITIES

- 52. **Cleaning Outside.** No outside cleaning of kitchen floor mats or shopping carts will be permitted on the site. All kitchen floor mats shall be cleaned in such a manner that the run-off wastewater drains only to a private sewer drain on the premises.
- 53. **Grease inceptors and trash enclosure Plan.** The Applicant shall upgrade any existing grease inceptors to current standards, as feasible, in areas of new construction. The Applicant shall also upgrade any existing trash enclosures to provide covers, and adequate room for solid waste, recyclables and food waste recycling. Existing trash enclosures shall also be tied into sanitary sewers, if feasible. The Applicant shall work with Waste Management, or the current waste provider, and Public Works to develop a Plan for the improvements to the existing facilities. The Applicant shall then submit plans for the improvements to the Public Works, Fire and Community Development Departments, for review and approval, with the submittal of plans for Phase I and shall include a schedule for the completion of the improvements. The City will review and approve the Plan, and the

1 Applicant shall construct the improvements, or cause the improvements to be constructed,
2 per the approved Plan, as part of its phase of construction as appropriate.

3 54. **Utilities.** All private utilities on the site shall be maintained by the property owner not the
4 City of Manhattan Beach.

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

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

7 55. The property owner of 3500 Sepulveda Boulevard property (Hacienda/Haagen) shall work
8 cooperatively with the Mall owner in future applications that affect both parties and sign
9 any Master Use Permit Amendment or other entitlement applications that affect both
10 parties as required by the Municipal Code and Resolution PC 12-02.

11 56. The property owner shall dedicate the land identified in the irrevocable offer to dedicate
12 (IOD) recorded on the property on March 12, 2009, when determined to be necessary by
13 the City. The property owner shall cooperate fully with the City in the future roadway
14 widening. The City shall make a good faith effort to work with the property owner, RREEF,
15 Caltrans, and other involved agencies to resolve any noise impacts to the subject property
16 related to the dedication and the Sepulveda Boulevard widening.

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

19 57. In the event that the business known as Tin Roof should vacate the premises, the adjacent
20 event space at 3500 Sepulveda Boulevard, may be occupied by another similar use, if
21 upon its review, the Department of Community Development determines that the
22 replacement use has the same use characteristics as the event space, including type of
23 service provided, peak hours of activity and is in conjunction with the main restaurant. The
24 intent of this condition is to ensure that any replacement use would be part of the main
25 restaurant and would only be allowed to serve beer and wine for on-site consumption in
26 the event space.

27 58. Prior to the issuance of a Certificate of Occupancy or building permit completion (a
28 building permit final) the owner of the Tin Roof Bistro shall obtain approval from the State
29 Department of Alcoholic Beverage Control (ABC) for the on-site consumption of alcohol at
30 the private dining room/event space. The owner of Tin Roof shall comply with all conditions
31 of the approval.

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

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

60. In the event that the business known as Vintage Shoppe should vacate the premises, the
tenant space Suite 140 at 3500 Sepulveda Boulevard, may be occupied by another similar
use, if upon its review, the Department of Community Development determines that the
replacement use has the same use characteristics as the wine shop, including type of
service provided, and peak hours of activity. The intent of this condition is to ensure that
any replacement retail tenant, if exercising a Type-42 ABC license for on-site consumption
of beer and wine and Type-20 ABC license for sale of beer and wine for off-site
consumption, would be a use similar to the Vintage Shoppe.

- 61. The on-site wine tasting shall be conducted only in the designated area (maximum area of 100 square feet) from Monday to Saturday 11am to 9pm and 11am to 8pm on Sunday and shall have no seating furniture, tables or fixtures. No exterior tables or seating will be allowed. The wine counter shall be the only level surface for placing wine glasses, and other wine tasting items. The "wine sampling designated area" shall include customers, employees, serving, sampling and associated support use. Wine tasting shall be limited to a maximum of five (5) one ounce sips per person. Sips shall be poured only by store employees. No direct exterior access from the wine sampling area shall be allowed. No special events, wine tasting parties or similar functions will be allowed, with the exception of winemaker events, visits and presentations.
- 62. The wine tasting and area will be restricted only to patrons at least 21 years in age and not become a "wine bar" use. Persons under 21 years of age are not allowed within the wine cellar.
- 63. The owner of the Vintage Shoppe shall obtain approval from the State Department of Alcoholic Beverage Control and shall comply with all related conditions of approval.
- 64. Noise emanating from the site shall be in compliance with the Municipal Noise Ordinance. Any outside sound or amplification system or equipment is prohibited.

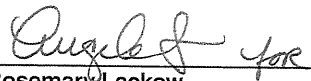
SECTION 3. Pursuant to Government Code Section 65009 and Code of Civil Procedure Section 1094.6, any action or proceeding to attack, review, set aside, void or annul this decision, or concerning any of the proceedings, acts, or determinations taken, done or made prior to such decision or to determine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

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

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



Richard Thompson,
 Secretary to the Planning Commission



Rosemary Lackow
 Recording Secretary *Rosemary Lackow*

Exhibit A

Manhattan Village Shopping Center Leasable Area Tabulation – June 18, 2013

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Exhibit A
Manhattan Village Shopping Center
Leaseable Area Tabulation - June 18, 2013

Tenant	Space Number	sq feet	od sf	Tenant	Space Number	sq feet	od sf
Macy's Buildings				Neighborhood Center			
Macy's Main Store	M1	108,977		Anchor			
Macy's Men's & Home	M2	67,077		Ralph's Grocery	2700	43,278	
	Sub Total Macy's	176,054		CVS Pharmacy	2900	25,500	
Mall Shops						68,778	
Janie & Jack	A1	1,885		Retail			
Gymboree	A2	2,144		Corner Cleaners	2660 (M2)	2,042	
Aerosoles	A4	1,086		Jenny Craig	2970 (K1)	2,000	
Secret to Beauty	A5	2,158		Super Sports	2930 (K2)	4,973	
Chlco's / Soma	A6	6,659		SuperCuts	2920 (K6)	1,220	
Williams Sonoma	A10	5,332				10,235	
Pottery Barn	B1	10,452		Restaurants			
Pottery Barn Kids	B2	7,271		Open Sesame	2640 (M1)	2,217	300
Sephora	C2	4,420				2,517	
Harry & David	C3	2,111					
Lucy's	C4	2,200					
Vacant	C5	2,158					
Ann Taylor Loft	C8	5,428					
Victoria's Secret	C10	6,000					
The Walking Co.	C12	1,379					
Hallmark	C14	2,917					
Angl	C15	1,624					
Gigi's	D3	955					
J. Jill	D4	2,907					
Apple	D6	3,985					
Bath & Body	D8	2,818					
Lady Footlocker	D9	1,709					
Francesca's	D10	870					
Origins	D12	900					
Thee Cutlery	E1	294					
Prestige Jewelers	E2	815					
Godiva	E3	627					
Stein Optical	E4	1,885					
Claires	E5	726					
White House Black Market	E6	1,498					
Ann Taylor	E8	3,594					
The Gap	E10	8,431					
Destination Maternity	E14	2,556					
Talbot's/Talbot's Petites	E18	6,470					
Engravable U	W1	200					
Sunglass Hut	W3	150					
	Mall Shops	106,614					
Tacome	B3	305					
Islands	D1	5,222	1,000				
Vlki Café	D11	580					
	Mall Restaurants + OD Dining	7,107					
Exterior Adjacent Mall Shops							
Retail							
Oakwood Drive	3212 (Suite B)	744					
Tommy Bahama's	3208 (Suite A)	3,700					
Coach	3208 (Suite B)	2,580					
	Sub Total	7,024					
Restaurants							
LA Food Show (vacate 2/4/12)	3212 (Suite A)	7,000	485				
Corner Bakery	3208 (Suite C)	3,000	238				
	Sub Total (+OD Dining sf)	10,723					
	Sub Total Exterior Shops	17,747					
	Total Macy's, Mall and Exterior	307,522					
TOTALS				By user type:			
Inventory as of May 2013				Macy's Buildings		176,054	
				Retail Anchors (3)		114,978	
				Retail Shops		133,234	
				Retail Subtotal =		424,266	
				Restaurants		63,910	
				Cinema		17,500	
				Bank Outparcels		36,151	
				Gen'l Office		9,298	
				Medical Office		21,712	
Total Manhattan Village GLA				Total Manhattan Village GLA		572,837	
Balance of Restaurant SF:				Restaurants Tally			
1. Liquor serve SF cap:		68,000		Restaurants serving liquor	L	52,452	
Rest's serving liquor, W & B		56,142		Restaurants serving only beer&wine	B	3,690	
Liquor serve SF balance:		11,858		Restaurants not serving L, W&B	R	7,788	
Capped balance, if less=		11,090		Restaurant SF:		63,910	
				of which, Active OUTDOOR Dining SF =	D	5,231	
2. Current Non-LW&B max sf		18,858	11,090				
Not serving liquor W&B current		7,768		Total Rest SF Cap:		75,000	
Non-LW&B avail SF balance:		11,090		Restaurant SF Utilized:		63,910	
				Restaurant SF balance:		11,090	

rev:
May-13

Laurie B. Jester

From: Mark Neumann <mark@columbiadevelopmentgroup.com>
Sent: Tuesday, November 05, 2013 7:43 AM
To: 'Mark English'; Richard Thompson; Laurie B. Jester
Cc: lkosmont@kosmont.com; 'Joseph Saunders'; richard.rizika@cbre.com; beth.gordie@lw.com; peter.gutierrez@lw.com; fancherco@msn.com; kelvin.peyton@macys.com; charan.jackson@macys.com; Amy Howorth (External); Tony D'Errico (External); Wayne Powell (External); David Lesser; David N. Carmany; Quinn Barrow (External); Richard Rizika
Subject: RE: Manhattan Village Expansion Proposed Site Plan + Conditions Modifications

Mark,

Thank you for sending your proposed site plan modifications and revised Conditions of Approval dated November 1, 2013. This is the first communication that 3500 Sepulveda has received from RREEFF since the City Council meeting of October 8, 2013. We have begun our review of this plan, the revised conditions of approval and look forward to the meeting with you on for November 11, 2013 to gain a better understanding of your proposed changes.

- It seems the modified site plans are essentially the same plans, however;

There are several revisions to your new plans that surprised us. The revisions worsen issues that 3500 Sepulveda and RREEFF have been working for several years. For example:

- RREEFF is proposing to move the North component of the Village Shops 55 feet to the north; unfortunately this moves the proposed buildings 100% into the Grant Deed parking easement area.
- RREEFF is proposing to increase the Macy's expansion from 50,000 SF to 60,000 SF, further encroaching on the Grant Deed parking easement area.
- RREEFF is proposing to remove 72 surface parking spaces from the parking area between Macy's and 3500 Sepulveda. These removed spaces are in close proximity and are prime parking spaces for both Macy's and our tenants' customers.
- RREEFF is proposing 29,900 SF of additional retail for the area between Macy's and 3500 Sepulveda, but parking is being added only at 2.4 spaces per 1,000 SF, less than the required 4.1 parking spaces per 1,000 SF.
- The proposed northern extension of Carlotta Way in front of 3500 Sepulveda across the former railroad right of way is very confusing and looks like a future traffic problem.
- Standard construction practice will require the entire proposed Northeast garage adjacent to Macy's to be closed during the third phase of construction (adding the additional levels). Where and how will these 275 spaces be replaced during this construction period?

Mark Neumann

PO BOX 3357
Manhattan Beach, CA 90266-1357
V 310-546-5151
F 310-546-7676

From: Mark English [<mailto:mark.english@db.com>]
Sent: Friday, November 01, 2013 12:22 PM
To: rthompson@citymb.info; ljester@citymb.info
Cc: lkosmont@kosmont.com; Joseph Saunders; richard.rizika@cbre.com; Mark@columbiadevelopmentgroup.com; beth.gordie@lw.com; peter.gutierrez@lw.com; fancherco@msn.com; kelvin.peyton@macys.com; charan.jackson@macys.com; amyhoworth@gmail.com; tony@tonyderrico4mb.com; waynepowellmb@yahoo.com; dlessler@citymb.info; dcarmany@citymb.info; QBarrow@rwglaw.com
Subject: Manhattan Village Expansion Proposed Site Plan + Conditions Modifications

Dear Richard & Laurie,

Attached please find a letter regarding modifications to the Manhattan Village Site Plan and Conditions of Approval that are being proposed by MVSC.

(See attached file: MVSC Proposed Modifications Site Plan plus Conditions 11.1.13.pdf)

Kind regards,
Mark English



Mark English

RREEF Management L.L.C.
Real Estate Asset Management - Alternatives and Real Assets
101 California Street, 26th Floor 94111 San Francisco, CA, USA
Tel. +1(415)262-2089
Fax +1(415)781-2229
Email mark.english@db.com

Passion to Perform

...
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