

City Council
Regular Meeting
Tuesday, December 2, 2014
6:00 PM
City Council Chambers
5:00 PM Adjourned Regular Meeting - Closed Session



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

Executive Team

Mark Danaj, 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

Nadine Nader, Assistant City Manager
Tony Olmos, Public Works Director
Liza Tamura, City Clerk
Marisa Lundstedt, 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.

December 2, 2014

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.

By your presence in the City Council Chambers, you are participating in the process of representative government. To encourage that participation, the City Council has specified two additional times for public comments on the agenda--under "Community Announcements Regarding Upcoming Events," at which time the public may address the City Council regarding any upcoming events for up to one minute in duration for any speaker; and again under "Public Comment on Non-Agenda Items," at which time speakers may comment on any item of interest to the public that is within the subject matter jurisdiction of the legislative body, not including items on the agenda, for up to three minutes for each speaker. Estimated times have been placed under each heading to assist with meeting management. Please note that these times are merely an estimate.

Please note that each speaker may speak for up to 15 minutes at any one Council meeting, with additional time during public hearings.

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.

BELOW ARE THE AGENDA ITEMS TO BE CONSIDERED. THE RECOMMENDED COUNCIL ACTION IS LISTED IMMEDIATELY AFTER THE TITLE OF EACH ITEM IN BOLD CAPITAL LETTERS.**A. PLEDGE TO THE FLAG**

5 MINUTES

Ruby Gentzler, 5th Grade, Pennekamp Elementary School

B. NATIONAL ANTHEM

5 MINUTES

Dennis McNeil

C. ROLL CALL

1 MINUTE

D. 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 26, 2014, on the City's Website and on the bulletin boards of City Hall, Joslyn Community Center and Manhattan Heights.

E. APPROVAL OF AGENDA AND WAIVER OF FULL READING OF ORDINANCES

5 MINUTES

By motion of the City Council this is the time to notify the public of any changes to the agenda and/or rearrange the order of the agenda.

F. CEREMONIAL CALENDAR

30 MINUTES

1. Presentation of the "I ♥ MB Award" to M. McDade. [14-0530](#)
PRESENT
2. Annual City Recognition of Longstanding Local Businesses (Finance Director Moe). [14-0507](#)
APPROVE

G. CITY MANAGER REPORT

5 MINUTES

H. CITY ATTORNEY REPORT

5 MINUTES

I. CITY COUNCIL ANNOUNCEMENTS AND REPORTS

5 MINUTES PER CITY COUNCILMEMBER FOR TOTAL OF 25 MINUTES

J. COMMUNITY ANNOUNCEMENTS REGARDING UPCOMING EVENTS

1 MINUTE PER PERSON

This portion of the meeting is to provide an opportunity for citizens to address the City Council regarding upcoming events. The duration for an individual speaking under "Community Announcements Regarding Upcoming Events" is limited to one minute. A second, extended opportunity to speak is provided under "Public Comment on Non-Agenda Items." While all comments are welcome, the Brown Act does not allow City Council to take action on any item not on the agenda, except under very limited circumstances. 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!

K. PUBLIC COMMENT ON NON-AGENDA ITEMS

3 MINUTES PER PERSON - 30 MINUTES MAXIMUM

Speakers may comment on any item of interest to the public that is within the subject matter jurisdiction of the legislative body, not including items on the agenda. 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, except under very limited circumstances. 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.

L. CONSENT CALENDAR

5 MINUTES

NOTICE TO THE PUBLIC - The items on the "Consent Calendar" are routine and customary business items and will be enacted with one vote. The Mayor will ask the public, the City Councilmembers and the staff if there is anyone who wishes to remove any item from the "Consent Calendar" for public comment, discussion and consideration. The matters removed from the "Consent Calendar" will be considered individually at the end of this Agenda under "Items Removed from the Consent Calendar." At that time, any member of the audience may comment on any item pulled from the "Consent Calendar." The entire "Consent Calendar," with the exception of items removed to be discussed under "Items Removed from the Consent Calendar," is then voted upon by roll call under one motion, after the Mayor has invited the public to speak.

3. Planning Commission Approval of a Sign Exception for a New Sign Program for a Remodeled Office Building at 1888 Rosecrans Avenue (Associate Planner Haaland / Community Development Director Lundstedt). [14-0514](#)

RECEIVE REPORT

Attachments: [Planning Commission Resolution No. PC 14-12](#)
[Draft Planning Commission Minutes, dated 11/12/14](#)
[Planning Commission Staff Report and Attachments, dated 11/12/14](#)

4. Ordinance No. 14-0023 Amending and Restating Municipal Code Provisions Governing Franchises for Vehicles for Hire (City Attorney Barrow). [ORD 14-0023](#)

WAIVE FURTHER READING; INTRODUCE ORDINANCE NO. 14-0023

Attachments: [Ordinance No. 14-0023](#)
[Legislative Digest](#)

5. Minutes: [14-0519](#)
 This item contains action minutes of City Council meetings which are presented for approval. Staff recommends that the City Council, by motion, take action to approve the action minutes of the:
 a) City Council Regular Meeting of November 5, 2014
 b) City Council Adjourned Regular Meeting of November 6, 2014
 c) City Council Regular Meeting of November 18, 2014
 (City Clerk Tamura).

APPROVE

Attachments: [City Council Regular Meeting Minutes of November 5, 2014](#)
[City Council Adjourned Regular Meeting Minutes of November 6, 2014](#)
[City Council Regular Meeting Minutes of November 18, 2014](#)

M. PUBLIC HEARINGS

N. GENERAL BUSINESS

6. South Bay Cities Council of Government (SBCCOG) Annual Work Program - Successful Collaborations and Plans for 2014-2015 (City Clerk Tamura). [14-0525](#)

RECEIVE REPORT - 5 MINUTES

Attachments: [SBCCOG Work Program 2014-2015 Presentation](#)

7. Consideration of 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 (Planning Manager Jester / Community Development Director Lundstedt). [14-0517](#)

ADOPT RESOLUTION NO. 14-0025 CERTIFYING THE FINAL EIR AND RESOLUTION NO. 14-0026 APPROVING THE PROJECT WITH CONDITIONS

Attachments: [1-Resolution No. 14-0025- Certifying the Final Environmental Impact Report, Ad](#)
[2-Legislative Digest- Draft Resolution No. 14-0025](#)
[3-Resolution No. 14-0026- Approving a Master Use Permit Amendment, Height](#)
[4-Legislative Digest- Draft Resolution No. 14-0026](#)
[5- RREEF's November 2014 Response to Council Motion](#)
[6-May 20, 2014 City Council Staff Report, excluding attachments](#)
[7-May 20, 2014 City Council approved minutes](#)
[8-November 25, 2014 Letter from Matrix Environmental and November 20, 2014](#)

O. ITEMS REMOVED FROM THE CONSENT CALENDAR

5 MINUTES PER ITEM

Prior to the Council's consideration of each item removed from the consent calendar, speakers may comment on any or all of those items for up to three minutes per item.

P. OPTIONAL ADDITIONAL PUBLIC COMMENTS ON NON-AGENDA ITEMS

For speakers who did not speak at the first "Public Comment" period because the 30 minute time limit was reached.

3 MINUTES PER PERSON

Q. OTHER COUNCIL BUSINESS, COMMITTEE AND TRAVEL REPORTS, FUTURE DISCUSSION ITEMS

5 MINUTES PER CITY COUNCILMEMBER FOR TOTAL OF 25 MINUTES

R. RECEIVE AND FILE ITEMS

The following items are informational items that do not require action by the City Council. They can be "Received and Filed" by one motion: "Motion to Receive and File" or by order of the Chair.

The Mayor will provide a maximum of three minutes for speakers to comment on this category.

8. Financial Report: [14-0506](#)
 Schedule of Demands: November 6, 2014 (Finance Director Moe).
RECEIVE AND FILE

Attachments: [Schedule of Demands Register for November 6, 2014](#)

9. Commission Minutes: [14-0528](#)
 This item contains minutes of City Council subcommittees and other City commissions and committees which are presented to be Received and Filed by the City Council. Staff recommends that the City Council, by motion, take action to Receive and File the minutes of the:
 a) Planning Commission Meeting of November 12, 2014
 (Planning Manager Jester / Community Development Director Lundstedt)
RECEIVE AND FILE

Attachments: [Planning Commission Action Minutes of November 12, 2014](#)

S. ADJOURNMENT

T. FUTURE MEETINGS

CITY COUNCIL MEETINGS

Dec. 2, 2014 – Tuesday -- 6:00 PM - City Council Meeting
 Dec. 16, 2014 – Tuesday -- 6:00 PM - City Council Meeting
 Jan. 2015 -- 6:00 PM - Adjourned Regular Meeting (Tentative - Date TBD)
 Jan. 6, 2015 – Tuesday -- 6:00 PM - City Council Meeting
 Jan. 20, 2015 – Tuesday -- 6:00 PM - City Council Meeting
 Feb. 3, 2015 – Tuesday -- 6:00 PM - City Council Meeting
 Feb. 17, 2015 – Tuesday -- 6:00 PM - City Council Meeting
 Mar. 4, 2015 – Wednesday -- 6:00 PM - City Council Meeting
 Mar. 17, 2015 – Tuesday -- 6:00 PM - City Council Meeting
 Apr. 7, 2015 – Tuesday -- 6:00 PM - City Council Meeting
 Apr. 21, 2015 – Tuesday -- 6:00 PM - City Council Meeting
 May. 5, 2015 – Tuesday -- 6:00 PM - City Council Meeting
 May. 19, 2015 – Tuesday -- 6:00 PM - City Council Meeting

BOARDS, COMMISSIONS AND COMMITTEE MEETINGS

Dec. 4, 2014 – Thursday – 6:30 PM – Parking & Public Improvements Commission Meeting
Dec. 8, 2014 – Monday – 6:30 PM – Library Commission Meeting
Dec. 9, 2014 – Tuesday – 6:00 PM – Cultural Arts Commission Meeting
Dec. 10, 2014 – Wednesday – 6:30 PM – Planning Commission Meeting
Dec. 22, 2014 – Monday – 6:30 PM – Parks and Recreation Commission Meeting
Jan. 12, 2015 – Monday – 6:30 PM – Library Commission Meeting
Jan. 13, 2015 – Tuesday – 6:00 PM – Cultural Arts Commission Meeting
Jan. 14, 2015 – Wednesday – 6:30 PM – Planning Commission Meeting
Jan. 22, 2015 – Thursday – 6:30 PM – Parking & Public Improvements Commission Meeting
Jan. 26, 2015 – Monday – 6:30 PM – Parks and Recreation Commission Meeting
Jan. 28, 2015 – Wednesday – 6:30 PM – Planning Commission Meeting
Feb. 9, 2015 – Monday – 6:30 PM – Library Commission Meeting
Feb. 10, 2015 – Tuesday – 6:00 PM – Cultural Arts Commission Meeting
Feb. 11, 2015 – Wednesday – 6:30 PM – Planning Commission Meeting
Feb. 23, 2015 – Monday – 6:30 PM – Parks and Recreation Commission Meeting
Feb. 25, 2015 – Wednesday – 6:30 PM – Planning Commission Meeting
Feb. 26, 2015 – Thursday – 6:30 PM – Parking & Public Improvements Commission Meeting
Mar. 9, 2015 – Monday – 6:30 PM – Library Commission Meeting
Mar. 10, 2015 – Tuesday – 6:00 PM – Cultural Arts Commission Meeting
Mar. 11, 2015 – Wednesday – 6:30 PM – Planning Commission Meeting
Mar. 23, 2015 – Monday – 6:30 PM – Parks and Recreation Commission Meeting
Mar. 25, 2015 – Wednesday – 6:30 PM – Planning Commission Meeting
Mar. 26, 2015 – Thursday – 6:30 PM – Parking & Public Improvements Commission Meeting

U. CITY HOLIDAYS**CITY OFFICES CLOSED ON THE FOLLOWING DAYS:**

Dec. 25, 2014 – Thursday – Christmas Day
Jan. 1, 2015 – Thursday – New Years Day
Jan. 19, 2015 – Monday – Martin Luther King Day
Feb. 16, 2015 – Monday – President's Day
May. 25, 2015 – Monday – Memorial Day
Jul. 3, 2015 - Friday - Independence Day
Sep. 7, 2015 – Monday – Labor Day
Oct. 12, 2015 – Monday – Columbus Day
Nov. 11, 2015 – Wednesday – Veterans Day
Nov. 26-27, 2015 – Thursday & Friday – Thanksgiving Holiday

Agenda Date: 12/2/2014

TO:

Members of the City Council

FROM:

Mayor Powell

SUBJECT:

Presentation of the "I ♥ MB Award" to M. McDade.

PRESENT

**The City Council of the City of Manhattan Beach
Does Hereby Proudly Recognize
M. McDade
For Being Awarded the
I ♥ MB Award**

Agenda Date: 12/2/2014

TO:

Honorable Mayor Powell and Members of the City Council

THROUGH:

Mark Danaj, City Manager

FROM:

Bruce Moe, Finance Director

Steve S. Charelian, Revenue Services Manager

SUBJECT:

Annual City Recognition of Longstanding Local Businesses (Finance Director Moe).

APPROVE

RECOMMENDATION:

Staff recommends that the City Council recognize businesses that have been providing services to the community for a number of years.

FISCAL IMPLICATIONS:

The cost of the plaques and certificates is approximately \$650.

BACKGROUND:

In 1993, the City Council created an awards program to recognize those longstanding businesses that have been providing services to our community for many years.

Every year the City recognizes businesses that have achieved 10, 20 and 40 years of continuous service milestones. The milestones are calculated based on the date the business was first licensed in Manhattan Beach and may not necessarily reflect the entire length of time the business has been operating. Plaques are awarded to businesses that have served the community continuously for 40 years. Special proclamations are presented to businesses with 20 years, while certificates are mailed to businesses with 10 years.

City Council has recognized the following awards in the past:

	Plaques	Special Proclamations	Certificates
2014	11	22	36
2013	2	19	32
2012	2	13	33
2011	2	15	27
2010	4	18	37
2009	8	19	35

DISCUSSION:

This year, City Council will present plaques to eleven businesses in the 40 or more year category:

1. Auto Meister
2. Asian Arts Hair Design
3. James M. Kline, D.D.S. & Richard M. Selmont, D.D.S.
4. Gary M Lazarus O.D., Ph.D. Inc.
5. Schertz Chiropractic Corp.
6. Manhattan Properties Realtors
7. Shellback Tavern
8. Catalina Supreme Paint Co., Inc.
9. Fuji Pet Salon
10. Kirsten's Beauty Salon
11. Westcoast Land Co. Inc.

Additionally, the following establishments have maintained their businesses within Manhattan Beach for 20 years and will be presented with special proclamations:

1. California Pizza Kitchen
2. California Tanning Salons, Inc.
3. The Coffee Bean #22
4. Equity Management Company
5. Jamba Juice #6
6. Johnny Rockets
7. Mac's Designs
8. Magic Nails & Spa
9. Manhattan Beach Animal Hospital
10. Manhattan Bread & Bagel
11. Lawrence S. Moy M.D., Inc.
12. Oceanographic Teaching Station Inc.
13. Pacific Sports Cars
14. Strand Cleaners
15. Studio K Hair Designs
16. Surf Food Stand
17. Tiffany Cleaners
18. Tomaro Architecture Inc.

19. Uptown Manhattan Salon
20. Victoria's Secret #612
21. West Coast Center for Orthopedic Surgery
22. Western America

The following establishments have served the community continuously for 10 years and will receive certificates by mail:

1. Angl
2. Bartosik & Telford
3. Bauer-Griffin Llc.
4. Blvd. MB
5. Bond & Associates
6. Boyd's Limousine Service Inc.
7. The Comic Bug
8. Dealer.com, Inc.
9. Diane's Inc.
10. Dominic Nail Spa
11. El Gringo Manhattan
12. El Torito Restaurant
13. First Manhattan Mortgage
14. Foot & Ankle Institute of Manhattan Beach
15. Francesca's Connections #13
16. Fresh Produce
17. Gymboree Retail Stores Inc. #622
18. Hangar Inn
19. Harris & Associates
20. Katwalk
21. Lido Di Manhattan
22. Manhattan Beach Dental Esthetics
23. Manhattan Biz
24. Michael A Martinez, Structural Engineer
25. Ortho Mattress #37
26. Patricia Panucci D.M.D., M.S.
27. Residence Inn Manhattan Beach
28. Riley Arts
29. Ryder Communications Group, Inc.
30. Sephora USA, Inc.
31. Sharks Cove Restaurant & Sports Bar
32. Skechers USA Inc (225 S Sepulveda)
33. Speedi Mart
34. Sushi Ya Matsu
35. Sylvia Gayed Accountancy Corp.
36. West Coast Sales

All businesses contribute to the vitality of the community and it is through this program that we recognize the contributions of these establishments each year.

CONCLUSION:

Staff recommends that the City Council recognize businesses that have been providing services to the community for a number of years.

Agenda Date: 12/2/2014

TO:

Honorable Mayor Powell and Members of the City Council

THROUGH:

Mark Danaj, City Manager

FROM:

Marisa Lundstedt, Community Development Director
Eric Haaland, Associate Planner

SUBJECT:

Planning Commission Approval of a Sign Exception for a New Sign Program for a Remodeled Office Building at 1888 Rosecrans Avenue (Associate Planner Haaland / Community Development Director Lundstedt).

RECEIVE REPORT

RECOMMENDATION:

Staff recommends that the City Council receive the decision of the Planning Commission approving the project subject to certain conditions.

FISCAL IMPLICATIONS:

There are no fiscal implications associated with the recommended action.

DISCUSSION:

The Planning Commission, at its regular meeting of November 12, 2014, APPROVED (4-0, Ortmann absent) a Sign Exception allowing a new sign program with one monument/pole sign, two monument signs, five wall signs, and two projecting signs. The Sign Exception is needed to allow the projecting signs and monument signs. The sign code generally prohibits projecting signs, and prohibits monument signs to be combined with pole signs. These prohibitions reflect the sign code's concern for compromised aesthetics and potential sign clutter resulting from pole and projecting signs. Pole signs are defined as any ground based sign taller than 6 feet.

The Planning Commission supported the request in this case since the signs are designed to be architecturally integrated into the subject development, sign area is well dispersed around the site, the site is somewhat isolated/hidden by major city-boundary streets and train bridges, and the pole sign is actually an existing monument sign being heightened by less than 3 feet and partially devoted to City entry identification. These factors allowed the

required Sign Exception findings of absence of impact, reasonable use of property, and consistency with code intentions, to be made.

Sign Exceptions are not noticed public hearings, and the Planning Commission did not receive any testimony or opposition to the project.

ALTERNATIVE:

Remove this item from the Consent Calendar, appeal the decision of the Planning Commission, discuss the Sign Exception, and provide direction.

Attachments:

1. Planning Commission Resolution No. PC 14-12
2. Draft Planning Commission Minutes, dated 11/12/14
3. Planning Commission Staff Report and Attachments, dated 11/12/14

1 RESOLUTION NO. PC 14-12

2 RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF MANHATTAN
3 BEACH APPROVING A SIGN EXCEPTION FOR THE PROPERTY LOCATED AT 1888
4 ROSECRANS AVENUE (Continental Rosecrans Aviation LP)

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

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

- 9 A. The Planning Commission of the City of Manhattan Beach, on November 12, 2014, received
10 testimony, and considered an application for a sign exception for a sign program with one pole
11 sign, two monument signs, two projecting signs, and five wall signs for an existing office building
12 on the property located at 1888 Rosecrans Avenue in the City of Manhattan Beach.
- 13 B. The Assessors Parcel Number for the property is 4138-017-021.
- 14 C. The applicant for the subject project is Continental Rosecrans Aviation LP, the owner of the
15 property.
- 16 D. Pursuant to the California Environmental Quality Act (CEQA), and the Manhattan Beach CEQA
17 Guidelines, the subject project has been determined to be exempt (Class 1) as minor modifications
18 to an existing facility per Section 15301 of CEQA.
- 19 E. The project will not individually nor cumulatively have an adverse effect on wildlife resources, as
20 defined in Section 711.2 of the Fish and Game Code.
- 21 F. The property is located within Area District II and is zoned PD, Planned Development. The
22 surrounding private land uses beyond the subject site primarily consist of commercial and industrial
23 uses.
- 24 G. The General Plan designation for the property is Manhattan Village Commercial.
- 25 H. Approval of the sign exception, subject to the conditions below: will not be detrimental to, nor
26 adversely impact, the neighborhood or district in which the property is located since the signs are a
27 component of a comprehensive sign program that is consistent with the building's architecture and
28 the commercial/industrial Rosecrans corridor area; is necessary for reasonable use of the subject
29 property as a somewhat isolated corner site, and is consistent with the intent of City's sign code in
30 that the subject site is larger and at a more unique location than it anticipates; as detailed in the
31 project staff report.
- 32 I. The project shall otherwise be in compliance with applicable provisions of the Manhattan Beach
Municipal Code.
- J. This Resolution, upon its effectiveness, shall constitute the Sign Exception approval for the subject
project.

Section 2. The Planning Commission of the City of Manhattan Beach **APPROVES** the subject Sign
Exception for a sign program with one pole sign, two monument signs, two projecting signs, and five wall
signs subject to the following conditions (*indicates a site specific condition):

Site Preparation / Construction

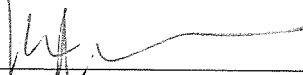
1. The project shall be constructed and operated in substantial compliance with the submitted plans as approved by the Planning Commission on November 12, 2014.
2. * Total primary site sign area shall not exceed 867 square feet, including the double-counted pole sign area identifying Continental Park. Total sign area, including one west facing wall sign, shall be dispersed around the site perimeter.
3. * The monument/pole sign shall be limited to 7.25 feet in height with a minority of the structure occupied by sign copy. A substantial portion of the monument/pole sign shall be devoted to identifying the location as an entry point to the City of Manhattan Beach.
4. * The two projecting signs shall be limited to a 3.2 foot width and 30.5 foot length.
5. * Any sign lighting shall be external, or internal illumination of individual letters only. No other internal illumination elements shall be used to accent or decorate the building exterior, unless determined to be community-oriented holiday/event lighting by the Community Development Director.
6. The siting of construction related equipment (cranes, materials, etc.) shall be subject to the approval from the Director of Community Development.
7. Any related equipment or hardware shall be visually screened as determined by the Community Development Director. Any wires and cables shall be installed within related structures or underground to the appropriate utility connections in compliance with all applicable Building and Electrical Codes, safety regulations, and orders, rules of the Public Utilities Commission, the serving utility company, and specifications of the Public Works Department.
8. Signs shall be installed and maintained in a safe condition as determined by the Building Official, Fire Department, and Police Department. Signs shall be maintained in good visual condition as determined by the Community Development Director. Signs determined to be unsafe or in visually poor condition shall be removed by the owner/tenant immediately.
9. The project shall maintain compliance with the city's storm water pollution requirements. No waste water shall be permitted to be discharged from the premises. Waste water shall be discharged into the sanitary sewer system.
10. All defective or damaged curb, gutter, street paving, and sidewalk improvements shall be removed and replaced with standard improvements, subject to the approval of the Public Works Department.
11. This Sign Exception shall lapse two years after its date of approval, unless implemented or extended by the Planning Commission.
12. Pursuant to Public Resources Code section 21089(b) and Fish and Game Code section 711.4(c), the project is not operative, vested or final until the required filing fees are paid.
13. Applicant shall defend, indemnify, and hold 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") free and harmless from and against any and all claims (including, without limitation, claims for bodily injury, death, or damage to property), demands, obligations, damages, actions, causes of action, suits, losses, judgments, fines, penalties, liabilities, costs, and expenses (including, without limitation, attorneys' fees, consequential damages, disbursements, and court costs) of every kind and nature whatsoever (individually, a "Claim," collectively, "Claims"), in any manner arising out of or incident to: (i) this approval and related entitlements, (ii) the City's environmental review of this project, (iii) any construction related to this approval, or (iv) the use of the property that is the subject of this approval. Applicant shall pay and satisfy any judgment, award or decree that may be rendered against City

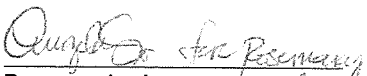
1 or the other Indemnites in any such suit, action, or other legal proceeding arising out of or
2 incident to this approval, any construction related to this approval, or the use of the property that
3 is the subject of this approval. The City shall have the right to select counsel of its choice.
4 Applicant shall reimburse the City, and the other Indemnites, for any and all legal expenses and
5 costs incurred by each of them in connection therewith or in enforcing the indemnity herein
6 provided. Applicant's obligation to indemnify shall not be restricted to insurance proceeds, if any,
7 received by Applicant or Indemnites. This indemnity shall apply to all Claims and liability
8 regardless of whether any insurance policies are applicable. Nothing in this Section shall be
9 construed to require Applicant to indemnify Indemnites for any Claim arising from the sole
10 negligence or willful misconduct of the Indemnites. In the event such a legal action is filed
11 challenging the City's determinations herein or the issuance of the coastal permit, the City shall
12 estimate its expenses for the litigation. Applicant shall deposit said amount with the City or enter
13 into an agreement with the City to pay such expenses as they become due.

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

13 I hereby certify that the foregoing is a full, true, and
14 correct copy of the Resolution as adopted by the
15 Planning Commission at its regular meeting of
16 November 12, 2014 and that said Resolution was
17 adopted by the following vote:

16 **AYES:** Bordokas, Conaway, Hersman,
17 **NOES:** None
18 **ABSTAIN:** None
19 **ABSENT:** Chairperson Ortmann

19 
20 **RICHARD THOMPSON,**
21 Secretary to the Planning Commission

21 
22 **Rosemary Lackow,**
23 Recording Secretary

**CITY OF MANHATTAN BEACH
[DRAFT] PLANNING COMMISSION
MINUTES OF REGULAR MEETING
NOVEMBER 12, 2014**

A Regular Meeting of the Planning Commission of the City of Manhattan Beach, California, was held on the 12th day of November, 2014, at the hour of 6:30 p.m., in the City Council Chambers, at 1400 Highland Avenue, in said City.

1. ROLL CALL

Present: Vice-Chair Andreani, Bordokas, Conaway, Hersman
Absent: Chairperson Ortmann
Staff Present: Richard Thompson, Community Development Director
Eric Haaland, Associate Planner
Rosemary Lackow, Recording Secretary

2. AUDIENCE PARTICIPATION - None

3. APPROVAL OF MINUTES – September 24, 2014

A motion was MADE and SECONDED (Hersman / Bordokas) to **APPROVE** the minutes of September 24, 2014 with one change to page 3, fourth paragraph from the top of the page, first line, as follows:

“Commissioner Andreani suggested that perhaps the ~~working~~ wording of the existing parking code.....”

AYES: Bordokas, Hersman, Vice-Chair Andreani
NOES: None
ABSENT: Chairperson Ortmann, Conaway
ABSTAIN: None

Commissioner Conaway arrived at 6:35 just after approval of minutes.

4. GENERAL BUSINESS

11/12/14-2. Consideration of a Sign Exception for Projecting Signs on an Existing Office Building at 1888 Rosecrans Avenue (Continental Development Aviation LP)

Director Thompson introduced Associate Planner Eric Haaland who gave a power point presentation, with an overview of the application and summarizing the staff report. Mr. Haaland noted that the address for this site has been changed from 3601 N. Aviation to 1888 Rosecrans Avenue and the building is currently undergoing an extensive remodeling, which includes a new Sign Program to more predominantly identify the building and future tenants. Mr. Haaland explained all the proposed signs in the Sign Program which includes two “projecting signs” (perpendicular and not parallel to the street) and two monument signs that require approval of a “Sign Exception”. Mr. Haaland concluded that Staff recommends that the Commission accept public testimony and subject to testimony, adopt the submitted Resolution of approval.

Staff responded to questions from the Commission.

To Commissioner Conaway, Associate Planner Haaland responded that one condition proposed in the Resolution requires that a proposed corner monument/pole sign identify the project corner as an entry into Manhattan Beach. This is not an official City entry sign as those at other entries to the City, but Staff saw this as an opportunity to work with the applicant to identify the City of Manhattan Beach on the proposed sign.

Commissioner Hersman commented that she found the word “necessary” that is included in one of the required findings that states: “The proposed Sign Exception is **necessary** in order that the applicant may not be deprived unreasonably in the use or enjoyment of their property.”

Responding to questions from Commissioner Andreani, Associate Planner Haaland stated that the preliminary Sign Program was brought to the City staff for review fairly recently during the remodeling design process. Regarding potential for setting precedence, Mr. Haaland explained that commercial Sign Exceptions are much more common and have different criteria or findings compared to Variances and it is possible that similar sign proposals that have projecting types signs could come before the Commission in the future but they would similarly be subject to a Sign Exception approval. Director Thompson added that all Sign Exceptions would come before the Planning Commission for review on a case by case basis; therefore this approval would not be considered precedent setting. Further Mr. Thompson noted that the City’s Sign Code is relatively restrictive. Regarding the timing of the application, he noted it is not uncommon for sign programs to be developed after a project is fully designed because it is important to consider the number and needs of future tenants in the sign design.

Mr. Haaland explained for Commissioner Andreani that the words “City of Manhattan Beach” on the proposed corner monument sign at Rosecrans and Aviation would be supplementary sign copy, smaller than and subscript, or beneath “Continental Park”. The effect is similar to Continental Park properties in El Segundo.

In response to a question from Commissioner Hersman Director Thompson stated that projecting signs are prohibited in the Sign Code because they fall into a category of a sign type that generally tend to stick out visually and may contribute to unwanted sign clutter, like roof or pole signs and therefore they are more carefully regulated.

Vice-Chair Andreani invited the applicant to address the Planning Commission.

Bruce De Young representing the property owner, Continental Development, stated that the owner is very excited about updating and re-tenanting the building and the Sign Program is an integral part of the remodel project. They have read the staff report and agree to all conditions.

To Commissioner Bordokas, **Mr. De Young** clarified that the signs are intended to improve visibility of the building and tenants to people driving by on Aviation Boulevard and across Rosecrans Avenue. The owner will be doing some new landscaping work but presently they are trimming some trees. Mr. De Young noted that the building’s design with so much glass leaves little opportunity for wall signs and they felt the projecting signs were a creative way to address signage.

To Commissioner Andreani **Mr. De Young** responded that, in addition to trimming, some trees that are unhealthy will be cut out, thinning out the trees, especially along Rosecrans, and they are in the process of developing a permanent landscaping plan and all of the tenants have moved out of the building and will not be returning.

No other parties wanting to speak, Vice-Chair Andreani invited the Commission to discuss the draft Resolution.

Commissioner Hersman stated that she is comfortable with most of the Resolution but had a few comments. On page 2, at the end of condition 6 the word ”Development” appears to be missing; and she wondered why conditions 9 and 10 are included as they do not seem to be related to signage. Associate Planner Haaland responded that these are standard conditions recommended by Public Works and even though construction related to signs will be relatively minor, there will be some work that is authorized by the Sign Exception. Director Thompson further clarified that the conditions will help alleviate any related impacts of the physical sign construction that is authorized by the Commission’s planning approval.

Commissioner Conaway commented that he supports the application because he believes: overall the sign package is very good, doesn’t think that there will be any detrimental impacts, the signage is consistent

with the intent of the Sign Code in that it promotes an orderly and attractive appearance and there is an added benefit in that the City will be identified at an entry point on a monument sign. He echoed Commissioner Hersman's comment that he also thinks the word "necessary" in the required findings somewhat odd but acknowledged it is part of the code. Commissioner Conaway concluded that he finds the proposal reasonable for a relatively quiet commercial site and supports all the conditions.

Vice-Chair Andreani stated her agreement with the foregoing Commissioner comments, finding no detrimental impacts and consistency with the Sign Code and also pointed out that no part of the signs will project into the public right-of-way and believes that the signage integrates well with the building architecture, especially the new updated façade. She agrees with other comments regarding a required finding – that the Sign Exception approval is "necessary" but also understands this is part of the existing code and overall has no problems with the draft Resolution.

A motion was MADE and SECONDED (Hersman/Conaway) to **ADOPT** draft Resolution PC 14 -, approving a Sign Exception for the proposed Sign Program including projecting, pole, monument, and wall signs for an Existing Office Building at 1888 Rosecrans Avenue (Continental Rosecrans Aviation LP), with one correction to finding 6 as noted.

AYES: Bordokas, Conaway, Hersman, Vice-Chair Andreani
NOES: None
ABSENT: Chairperson Ortmann
ABSTAIN: None

Director Thompson advised that the application is approved, initiating a 15-day appeal period. The Commission's approval will be placed on the City Council agenda with recommendation to Receive and File for the meeting of December 2, 2014 unless an appeal is prior filed.

6. DIRECTOR'S ITEMS

Community Development Director Thompson noted that this was to be his last Planning Commission meeting, after 38 years in city planning, the last half which have been with Manhattan Beach. He expressed that he truly loved the planning process and particularly enjoyed working with the Commission. This announcement was followed by applause and best wishes from the Commissioners.

7. PLANNING COMMISSION ITEMS

The Planning Commissioners all thanked Director Thompson. Vice-Chair Andreani expressed that it has been a pleasure to work with him as he consistently gave reasonable and thoughtful guidance and handled many difficult issues very professionally.

Director Thompson noted that a new Director has just been selected who is coming from the City of Oceanside and will be starting December and he will stay on till then.

8. TENTATIVE AGENDA – November 26, 2014

Director Thompson indicated that there are no items scheduled so far and the meeting being the day before Thanksgiving will be canceled as will the meeting scheduled for December 24th.

9. ADJOURNMENT

The meeting was adjourned at 7:05 pm to Wednesday, December 10, 2014 in the City Council Chambers, City Hall, 1400 Highland Avenue.

ROSEMARY LACKOW
Recording Secretary

ATTEST:

RICHARD THOMPSON
Community Development Director

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

TO: Planning Commission

FROM: Richard Thompson, Director of Community Development

BY: Eric Haaland, Associate Planner

DATE: November 12, 2014

SUBJECT: Consideration of a Sign Exception for Projecting Signs on an Existing Office Building at 1888 Rosecrans Avenue

RECOMMENDATION

Staff recommends that the Planning Commission **APPROVE** the request with conditions, and **ADOPT** the attached resolution.

APPLICANT/ OWNER

Continental Development Aviation LP
2041 Rosecrans Avenue, Ste. 200
El Segundo, CA 90245

L O C A T I O N

<u>Location</u>	1888 Rosecrans Ave, at the southwest corner of Rosecrans & Aviation Bl. (See site location map).
<u>Assessors Parcel Number</u>	4138-017-021
<u>Area District</u>	II
<u>Zoning</u>	PD, Planned Development

BACKGROUND

The subject office building, previously addressed 3601 Aviation Boulevard, historically has had minimal signage, including one existing monument sign identifying “Continental Park” at the corner of Rosecrans Avenue and Aviation Boulevard, and one wall sign. The applicant is currently remodeling the building to give it a more prominent appearance, and has developed a sign program that more prominently identifies the building and future tenants. The program proposes two projecting signs on the street-facing sides of the building. Since the sign code prohibits projecting signs, Planning Commission approval of a sign exception pursuant to Section 10.72.080 of the City’s sign code is required.

DISCUSSION

The submitted plans propose ten signs with a total of 867 square feet in area, in the form of one monument/pole sign, two monument signs, five wall signs, and two projecting signs (see Attachment D). The permitted sign area for the site is 906 square feet. The wall and monument signs proposed are fairly conventional, except the property address is being used prominently as building identification. The existing corner monument sign is proposed to be increased beyond 6 feet in height, causing it to be classified as a pole sign pursuant to the sign code (MBMC Chapter 10.72). The actual sign copy area of pole signs is doubled toward the total counted sign area, as the code penalizes pole signs since they can contribute to sign clutter.

The proposed projecting signs appear to be an extension of the building’s exposed steel beam architecture. One steel beam element would occur in a vertical position at each building frontage, with tenant identification copy running vertically along each side of the beam. Projecting signs, as opposed to wall signs that are fixed, parallel to a building wall-face, are located on an independent surface jutting out from a building, making sign copy perpendicular to the wall. Projecting signs are prohibited by the sign code since they can have the same impact as pole signs.

Applicable Sign Code Provisions:

The general intent of the sign code, referenced above, reads as follows:

Section 10.72.010 Purpose and intent.

The purpose of signs is to provide business identification. The location, height, size, and illumination of signs are regulated in order to maintain the attractiveness and orderliness of the City’s appearance; to protect business sites from loss of prominence resulting from excessive signs, particularly pole signs, on nearby sites; to protect the public safety and welfare.

Section 10.72.050 of the sign code permits 2 square feet of sign area per linear foot of site frontage, and only allows half that amount for pole signs, as follows:

Sign Type	Maximum Number	Maximum Area	Height	Permitted Projection	Additional Reg’ s
Wall, Awning, Monument & combinations thereof (W/A/M)	No limit	2 s.f. per 1 l.f. of property frontage	Top of wall max.	12 inches	(B)
Pole	1 per site in lieu of all monu. signs on the site	0.5 s.f. in lieu of 1 s.f. of W/A/M sign area permitted above	30 ft. max.	12 inches	(B)(C)(D)

Additional Reg' s excerpt:

- B. Encroachment permits are required for structures projecting into the public right-of-way.
- C. Signs and structures adjacent to street property lines must observe the visibility requirements of Sections 10.64.150 and 3.40.010
- D. A pole sign, where permitted, shall be located a minimum distance from each interior site property line of twenty feet (20').

Section 10.72.070 of the sign code includes a list of prohibited signs including the following:

- H. Projecting signs other than those permitted in Section 10.72.050

Section 10.72.080 of the sign code provides for Planning Commission approval of sign exceptions as follows:

Section 10.72.080 Sign exceptions.

On sites where strict application of this chapter creates results inconsistent with the intent of this chapter, the Planning Commission may approve modifications to the requirements of this chapter.

Applicants shall submit copies of a proposed sign program with plans and elevations drawn to scale of all existing and proposed buildings and signs as part of the exception application. Upon receipt of a complete application the item will be placed on the next available Planning Commission agenda.

An application for a sign exception as it was applied for, or in modified form as required by the Commission, shall be approved if, on the basis of the application, plans, and materials submitted; the Commission finds that:

- A. The proposed sign exception would not be detrimental to, nor adversely impact, the neighborhood or district in which the property is located. Potential impacts may include, but are not limited to, design;
- B. The proposed sign exception is necessary in order that the applicant may not be deprived unreasonably in the use or enjoyment of their property;
- C. The proposed sign exception is consistent with the legislative intent of this title.

In granting any such exception, the Planning Commission may impose reasonable conditions or restrictions as deemed appropriate or necessary to protect the public health, safety, and general welfare.

Analysis:

The proposed sign concept appears to be consistent with signage in the surrounding area, which has evolved to be much more retail oriented than the general industrial/office character of the area. The two proposed projecting signs appear to be well integrated into the remodeled building's architectural theme by use of the exposed steel beam element. The projecting signs do not appear to result in excessive signage since total sign area is dispersed around much of the perimeter of the corner site, and the primary corner sign does not have the visual impact that a larger pole sign would.

General Plan goals and policies that the Planning Commission may find relevant to this application include the following:

Policy LU-3.5: Ensure that the sign ordinance provides for commercial signage that is attractive, non-intrusive, safe, and consistent with overall City aesthetic goals.

Goal LU-6: Maintain the viability of the commercial areas of Manhattan Beach.

CONCLUSION

The sign code permits the Planning Commission to approve a sign exception if it finds that: it would not be detrimental to the surrounding area, is necessary for reasonable use of the property, and is consistent with the intent of the sign code. Staff recommends that the Planning Commission approve the requested sign exception subject to conditions contained in the attached resolution including the following, which reflect the plans as proposed:

- Total site sign area be limited to 867 square feet, which is less than the 906 square feet permitted.
- The monument/pole sign be limited to 7.25 feet in height with a minority of the structure occupied by sign copy.
- A substantial portion of the monument/pole sign shall be devoted to identifying the location as an entry point to the City of Manhattan Beach.
- The two projecting signs be limited to a 3.2 foot width and 30.5 foot length.
- Total sign area, including one west facing wall sign, be dispersed around the site perimeter.

ENVIRONMENTAL DETERMINATION

Pursuant to the California Environmental Quality Act (CEQA), and the Manhattan Beach CEQA Guidelines, the subject project has been determined to be exempt (Class 1) as minor modifications to an existing facility per Section 15301 of CEQA.

ALTERNATIVES

The alternatives available to the Planning Commission include:

1. **APPROVE** the project with appropriate findings and conditions.
2. **DENY** the project based upon appropriate findings.

Attachments:

- A. Resolution No. PC 14-
- B. Vicinity Map
- C. Applicant Material
- D. Plans

cc: Continental Development, Applicant

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RESOLUTION NO. PC 14-

RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF MANHATTAN BEACH APPROVING A SIGN EXCEPTION FOR THE PROPERTY LOCATED AT 1888 ROSECRANS AVENUE (Continental Development)

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. The Planning Commission of the City of Manhattan Beach, on November 12, 2014, received testimony, and considered an application for a sign exception for an existing office building on the property located at 1888 Rosecrans Avenue in the City of Manhattan Beach.
- B. The Assessors Parcel Number for the property are 4138-017-021.
- C. The applicant for the subject project is Continental Development Aviation LP, the owner of the property.
- D. Pursuant to the California Environmental Quality Act (CEQA), and the Manhattan Beach CEQA Guidelines, the subject project has been determined to be exempt (Class 1) as minor modifications to an existing facility per Section 15301 of CEQA.
- E. The project will not individually nor cumulatively have an adverse effect on wildlife resources, as defined in Section 711.2 of the Fish and Game Code.
- F. The property is located within Area District II and is zoned PD, Planned Development. The surrounding private land uses beyond the subject site primarily consist of commercial and industrial uses.
- G. The General Plan designation for the property is Manhattan Village Commercial.
- H. Approval of the sign exception, subject to the conditions below: will not be detrimental to, nor adversely impact, the neighborhood or district in which the property is located since the signs are a component of a comprehensive sign program that is consistent with the building's architecture and the commercial/industrial Rosecrans corridor area; is necessary for reasonable use of the subject property as a somewhat isolated corner site, and is consistent with the intent of City's sign code in that the subject site is larger and at a more unique location than it anticipates; as detailed in the project staff report.
- I. The project shall otherwise be in compliance with applicable provisions of the Manhattan Beach Municipal Code.
- J. This Resolution, upon its effectiveness, shall constitute the Sign Exception approval for the subject project.

Section 2. The Planning Commission of the City of Manhattan Beach **APPROVES** the subject Sign Exception for two projecting signs, subject to the following conditions (*indicates a site specific condition):

Site Preparation / Construction

- 1. The project shall be constructed and operated in substantial compliance with the submitted plans as approved by the Planning Commission on November 12, 2014.
- 2. * Total primary site sign area shall not exceed 867 square feet, including the double-counted

RESOLUTION NO. PC 14-

pole sign area identifying Continental Park. Total sign area, including one west facing wall sign, shall be dispersed around the site perimeter.

3. * The monument/pole sign shall be limited to 7.25 feet in height with a minority of the structure occupied by sign copy. A substantial portion of the monument/pole sign shall be devoted to identifying the location as an entry point to the City of Manhattan Beach.
4. * The two projecting signs shall be limited to a 3.2 foot width and 30.5 foot length.
5. * Any sign lighting shall be external, or internal illumination of individual letters only. No other internal illumination elements shall be used to accent or decorate the building exterior, unless determined to be community-oriented holiday/event lighting by the Community Development Director.
6. The siting of construction related equipment (cranes, materials, etc.) shall be subject to the approval from the Director of Community.
7. Any related equipment or hardware shall be visually screened as determined by the Community Development Director. Any wires and cables shall be installed within related structures or underground to the appropriate utility connections in compliance with all applicable Building and Electrical Codes, safety regulations, and orders, rules of the Public Utilities Commission, the serving utility company, and specifications of the Public Works Department.
8. Signs shall be installed and maintained in a safe condition as determined by the Building Official, Fire Department, and Police Department. Signs shall be maintained in good visual condition as determined by the Community Development Director. Signs determined to be unsafe or in visually poor condition shall be removed by the owner/tenant immediately.
9. The project shall maintain compliance with the city's storm water pollution requirements. No waste water shall be permitted to be discharged from the premises. Waste water shall be discharged into the sanitary sewer system.
10. All defective or damaged curb, gutter, street paving, and sidewalk improvements shall be removed and replaced with standard improvements, subject to the approval of the Public Works Department.
11. This Sign Exception shall lapse two years after its date of approval, unless implemented or extended by the Planning Commission.
12. Pursuant to Public Resources Code section 21089(b) and Fish and Game Code section 711.4(c), the project is not operative, vested or final until the required filing fees are paid.
13. Applicant shall defend, indemnify, and hold 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") free and harmless from and against any and all claims (including, without limitation, claims for bodily injury, death, or damage to property), demands, obligations, damages, actions, causes of action, suits, losses, judgments, fines, penalties, liabilities, costs, and expenses (including, without limitation, attorneys' fees, consequential damages, disbursements, and court costs) of every kind and nature whatsoever (individually, a "Claim," collectively, "Claims"), in any manner arising out of or incident to: (i) this approval and related entitlements, (ii) the City's environmental review of this project, (iii) any construction related to this approval, or (iv) the use of the property that is the subject of this approval. 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 arising out of or incident to this approval, any construction related to this approval, or the use of the

RESOLUTION NO. PC 14-

property that is the subject of this approval. 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. Applicant's obligation to indemnify shall not be restricted to insurance proceeds, if any, received by Applicant or Indemnitees. This indemnity shall apply to all Claims and liability regardless of whether any insurance policies are applicable. 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 coastal permit, 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.

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 November 12, 2014 and that said Resolution was adopted by the following vote:

AYES:

NOES:

ABSTAIN:

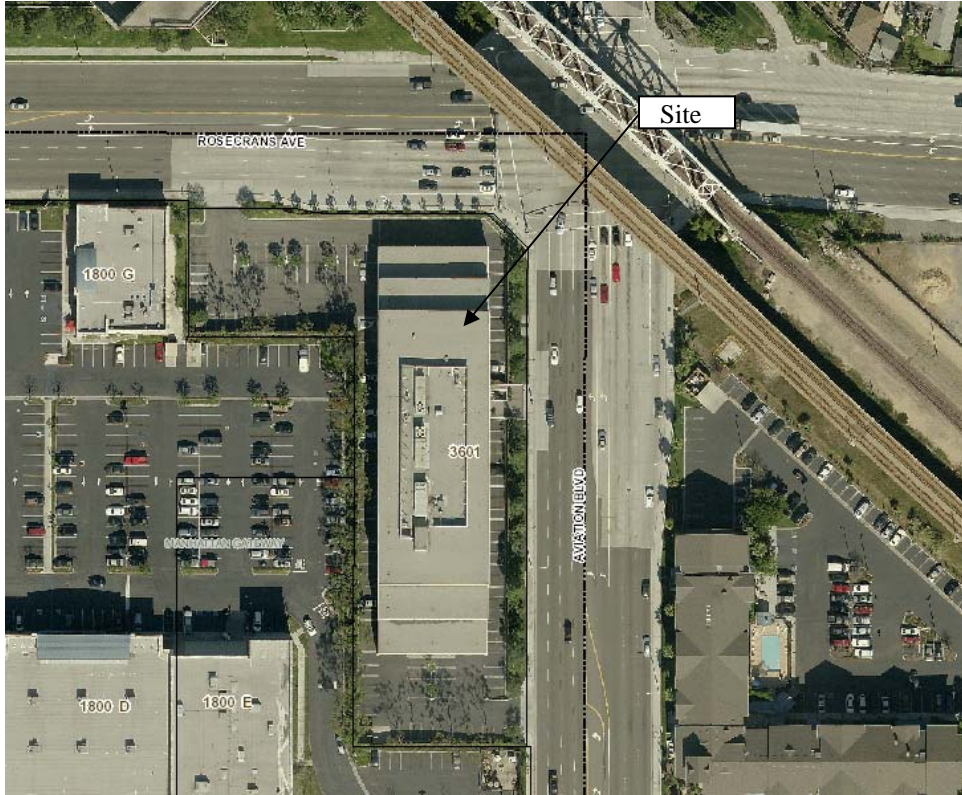
ABSENT:

RICHARD THOMPSON,
Secretary to the Planning Commission

Rosemary Lackow,
Recording Secretary

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Vicinity Map
1888 Aviation Blvd.



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1888 Rosecrans Sign Program/Sign Exception – Description of Signs and Statement of Findings

1888 Rosecrans, at the corner of Rosecrans Avenue and Aviation Boulevard, is a 3-story, 72,000 sf office building sitting on a podium with surface parking below the building. Built in 1985, it is an exposed steel frame and glass building with each story stepped back from the floor below.

A City-approved building remodel is underway to update and upgrade the building from its 1985 look to attract technology and creative tenants. Upgrades include replacing the existing glass walls with full height vision glass set in the existing steel frame, opening the entrance to the sky to allow more light down to the entry level, increasing the parking level entrance lobby and connecting it to the street level lobby by a stair and two story atrium, additional structural framing at the north elevation to increase its presence and visibility to the street, and creating outdoor terraces to meet the needs of today's office user which covets indoor/outdoor work space, especially in the coastal environments. The proposed sign package is designed as an integral and seamless addition to overall building aesthetics.

The applicant is submitting a Master Sign Program for approval, per MBMC Section 10.72.060. The Sign Code allows for a maximum of 906 square feet of total sign area. The proposed sign program includes signs totaling 904.7 square feet.

The design concept for the sign program is the signs are designed so they relate to, and integrate with, the design of the building. All signs have an element that resembles the structural steel frame of the building.

There are three types of signs for which the applicant is requesting approval of a sign exception.

1. Sign Type A1 - Primary Monument Sign

This is a remodeling of the existing sign that is a sign identifying that the building is part of Continental Park. The sign is being revised to create a sign panel on top of the existing concrete wall in the shape of a steel beam that relates to the structural steel frame of the building. The new sign will have the same Continental Park name and logo with back lighting and will have the 'City of Manhattan Beach' added to the sign to identify that one is entering Manhattan Beach and the building is in Manhattan Beach.

The existing sign is 4'-8" high. The new sign is 7'-1" high, which exceeds the maximum allowable height of 6'.

The increased height will place the sign more in the line of sight of occupants in vehicles traveling west on Rosecrans Avenue and South on Aviation.

2. Sign Type A2 – Tenant Monument Sign (there are two of these)

This double-faced sign is 6'-0" wide x 10'-0" high. It exceeds the maximum allowable height of 6'. There are two of these signs, one at each vehicular entrance to the parking area.

These signs include panels for tenant identification and address numerals to aid building identification for approaching vehicles to see where to turn into the parking area.

These signs are 10' in height for the address and the tenant names to be in the field of vision of approaching drivers with the address numbers 18" high to allow drivers to see and read the address far enough ahead of time to safely slow down to make the turn into the parking area.

3. Sign Type C1 Tenant ID Sign (there are two of these)

There are two Type C1 signs for major tenant identification. One is at the southwest corner of the building on Rosecrans Avenue and the other sign is on the face of the building on Aviation Boulevard. These signs are attached to the building structure and extend out from the building 3'-2".

The Manhattan Beach Sign Code limits projections to a maximum of 12". The applicant views the C1 signs as a significant design element of the building and an innovative solution to integrating the signs into the building design. Because the building exterior consists of a structural steel frame and full vision glass, and the building has no solid, opaque exterior walls, there is little opportunity to place signage on the building that would allow for tenants to have their name on the building and not obscure views from the inside. This solution allows for tenant identification for approaching vehicles and doesn't obscure the views.

The face of the building on Aviation Boulevard is 30' back from the Property Line and 45' back from the street. On Rosecrans Avenue the building face is 40' from the property line and 49' from the street. The projecting signs are in scale with the building and do not extend over the property line or obstruct line of sight of pedestrians or vehicles.

Sign Exception Findings

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

- A. *The proposed sign exception would not be detrimental to, nor adversely impact, the neighborhood or district in which the property is located. Potential impacts may include, but are not limited to, design;*
 - 1. The site is surrounded directly by commercial uses on the directly on the west and south, office use to the north, and a hotel across the street to the east. All of the adjacent uses are separated from the subject site by distance (major streets), parking lots, landscaping and would not be impacted by the proposed sign exceptions. The proposed signs would be compatible and consistent with signage in the Rosecrans Corridor commercial area. The new signs will provide consistent signage that is attractive and the outdated signage will be removed. Clear, consistent signage which is clearly visible from the surrounding public

streets will support the vitality of the Manhattan Village commercial district/Rosecrans Corridor.

2. The existing signage on the building is unattractive and outdated, and needs to be updated to reflect the transformation taking place with the building remodeling and to attract new tenants. The proposed sign exceptions will not adversely impact surrounding properties.
3. Tenants will benefit from the signage by identifying them with the building and giving visitors clear direction to the site. The proposed signage will be consistent with the new design of the building's materials and colors, and does not present any negative visual impact.

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

1. A single, comprehensive master sign program for the building will allow the applicant to install signage compatible with the proposed architecture and site design. The proposed signs are compatible with the height and character of other signs along the Rosecrans Corridor, several of which exceed 10' in height. The proposed signage is an important component of the overall design concept developed to update an aging 1980's era building and improve its position in the marketplace.
2. The proposed signage increase the potential for visitors to readily identify the building and tenants on streets with high speeds and high traffic volumes

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

1. The sign exceptions will support the remodeling and upgrading needs of the subject property and help enhance the character and quality of the area consistent with Area District II and the regional-serving Manhattan Village commercial district and Rosecrans Corridor.
2. The new signage will use high quality and attractive materials, blending with the architectural design of the building to provide a fresh, updated aesthetic at the Rosecran-Aviation gateway to Manhattan Beach.

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1888

ROSECRAANS

CITY OF MANHATTAN BEACH
SIGN PROGRAM AND
SIGN EXCEPTIONS

October 28, 2014

Gensler



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INTRODUCTION: PROJECT SUMMARY

PROJECT ADDRESS

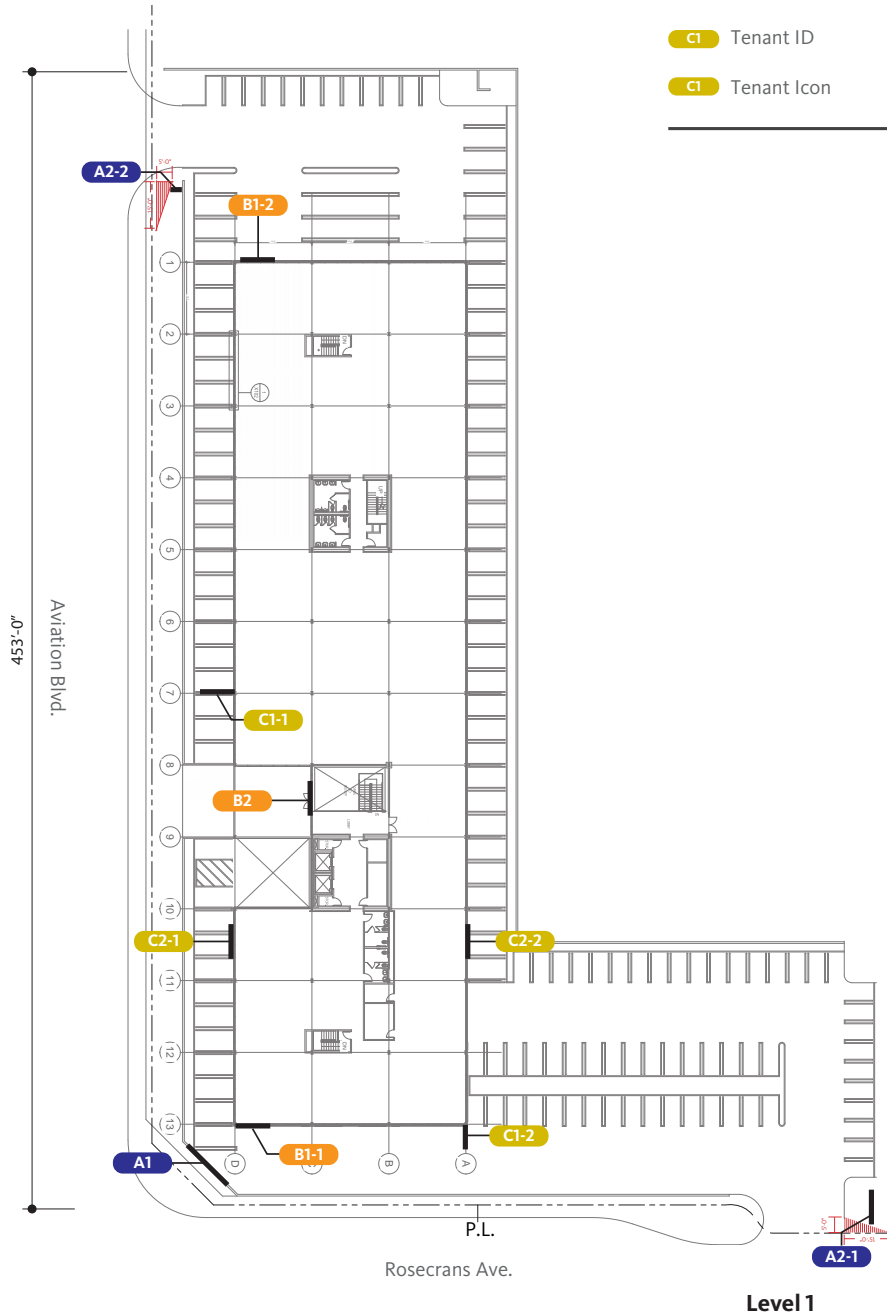
1888 ROSECRANS AVENUE,
MANHATTAN BEACH, CA 90266

MAP LOCATION



SIGN LOCATION PLAN

LEGEND	
A1	Primary Site Monument
A2	Tenant Monument ID
B1	Building Address
B2	Overhead Building Address
C1	Tenant ID
C1	Tenant Icon



SITE SIGN AREA CALCULATIONS

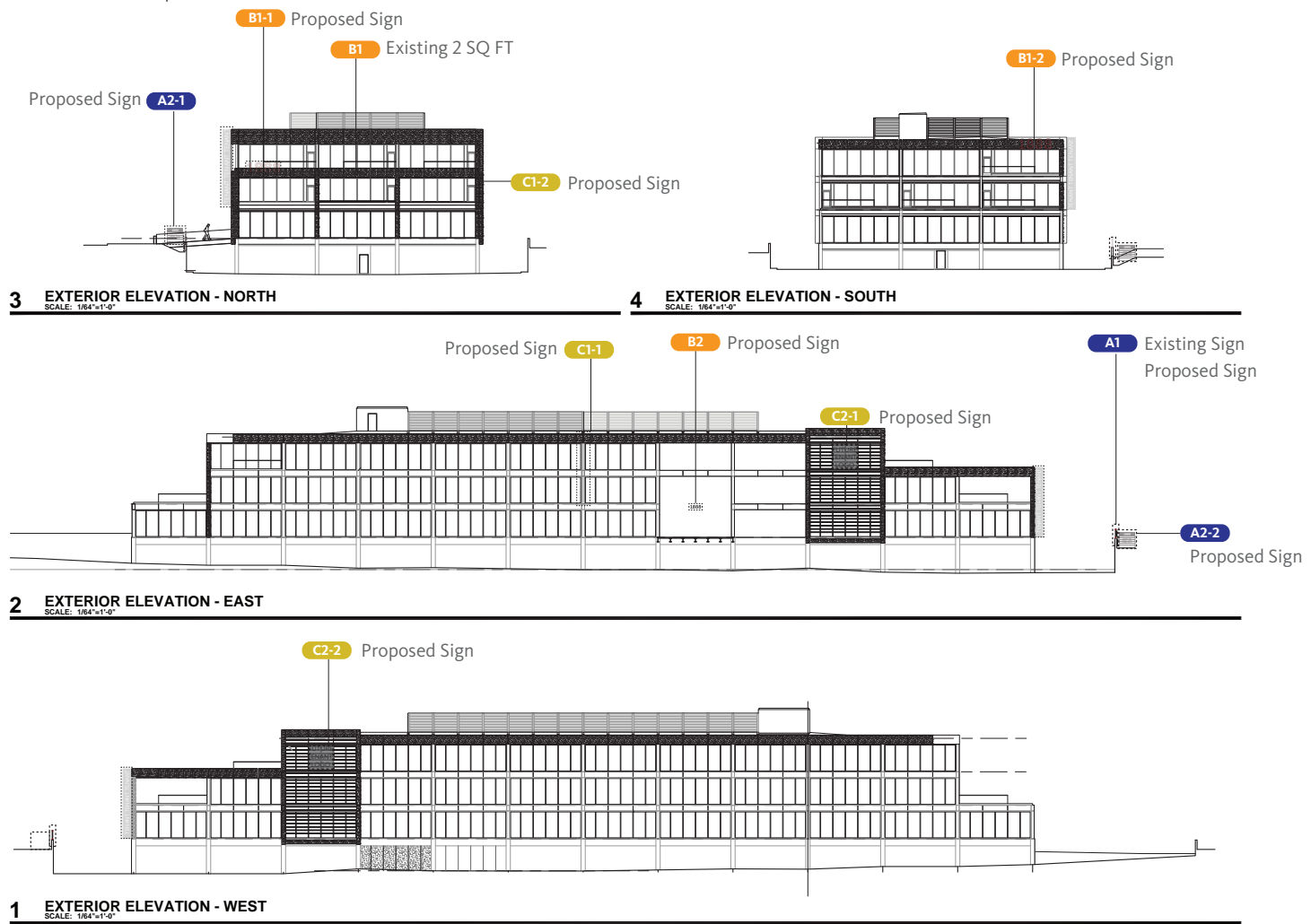
SITE SIGN AREA CALCULATIONS FOR 1888 ROSECRANS

PROPERTY FRONTAGE = 453'-0" X 2 = 906' SQ FT AREA PER SEC 10.72.03 DEFINITIONS

Signs Type	Existing Sign Area	Proposed Sign Area
Sign Type A1 - Primary Monument Sign	20 SQ FT	93 SQ FT
Sign Type A2 - Tenant Monument ID	N/A	60 SQ FT (Aviation Blvd.) 60 SQ FT (Rosecrans Ave.)
Sign Type B1 - Building Address	2 SQ FT	50 SQ FT (North) 50 SQ FT (South)
Sign Type B2 - Overhead Building Address	10 SQ FT	7 SQ FT
Sign Type C1 - Tenant ID	N/A	192.6 SQ FT (Aviation Blvd.) 166 SQ FT (Rosecrans Ave.)
Sign Type C2 - Tenant Icon	N/A	94.5 SQ FT (East) 94.5 SQ FT (West)
Total Existing		33 SQ FT
Total Proposed		867.5 SQ FT
Total Allowance		906 SQ FT

SIGN TYPE A-C (Existing & Proposed)

Quantity	As indicated on sign location plan and building elevations
Location	As indicated on sign location plan on exterior of Aviation Blvd. and Rosecrans Ave.
Copy	Tenant Identification/logo, graphics, symbols
Sign Size	As indicated on building elevations. Tenant wall sign area shall be included in the aggregate allowed for the site and is limited by the dimensions of the designated sign area on building elevations.
Materials	Signs may use any acceptable treatment as indicated per design development drawings
Lighting	Internal/External



MAXIMUM SITE SIGN AREA = 906 SQ FT
TOTAL PROPOSED SIGN AREA = 867.5 SQ FT

A1 - Primary Site Monument (Existing)

Quantity	1 single-faced monument sign
Location	As indicated on sign location plan at corner of Aviation Blvd. and Rosecrans Ave.
Copy	Building identification and city name
Sign Size	20 SQ FT
Lighting	N/A



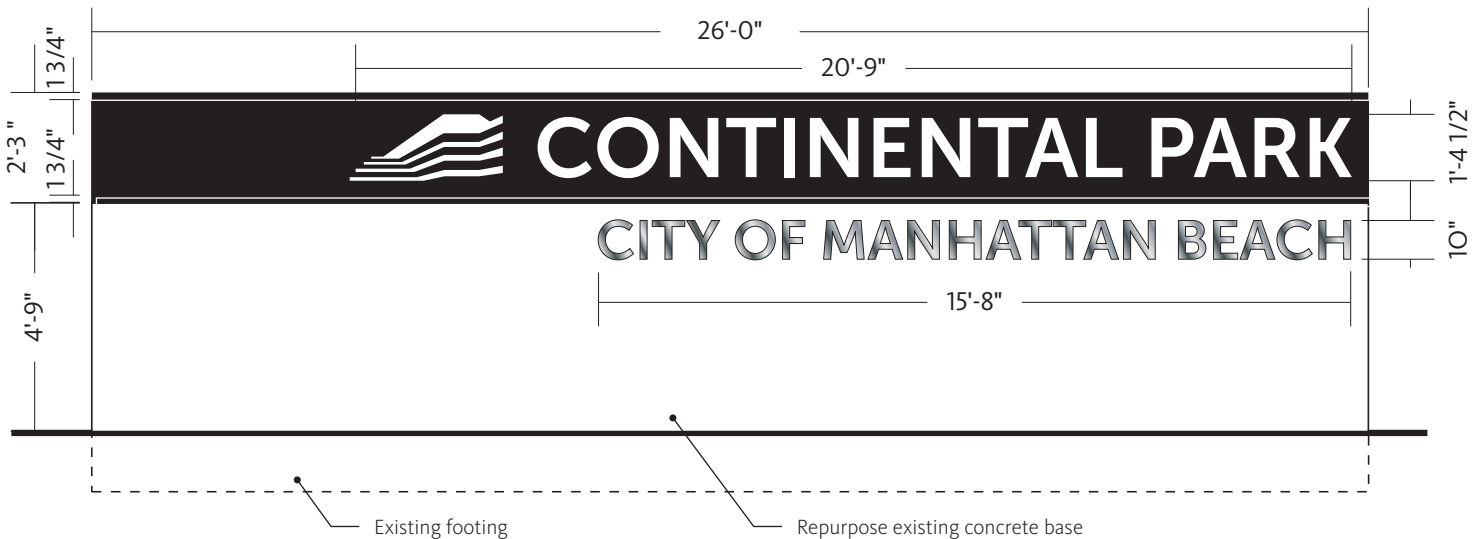
Existing Sign
20 SQ FT

A1 - Primary Site Monument (Proposed)

Quantity	1 single-faced monument sign
Location	As indicated on sign location plan at corner of Aviation Blvd. and Rosecrans Ave.
Copy	Building identification and city name
Sign Size	93 SQ FT
Lighting	Backlit illumination



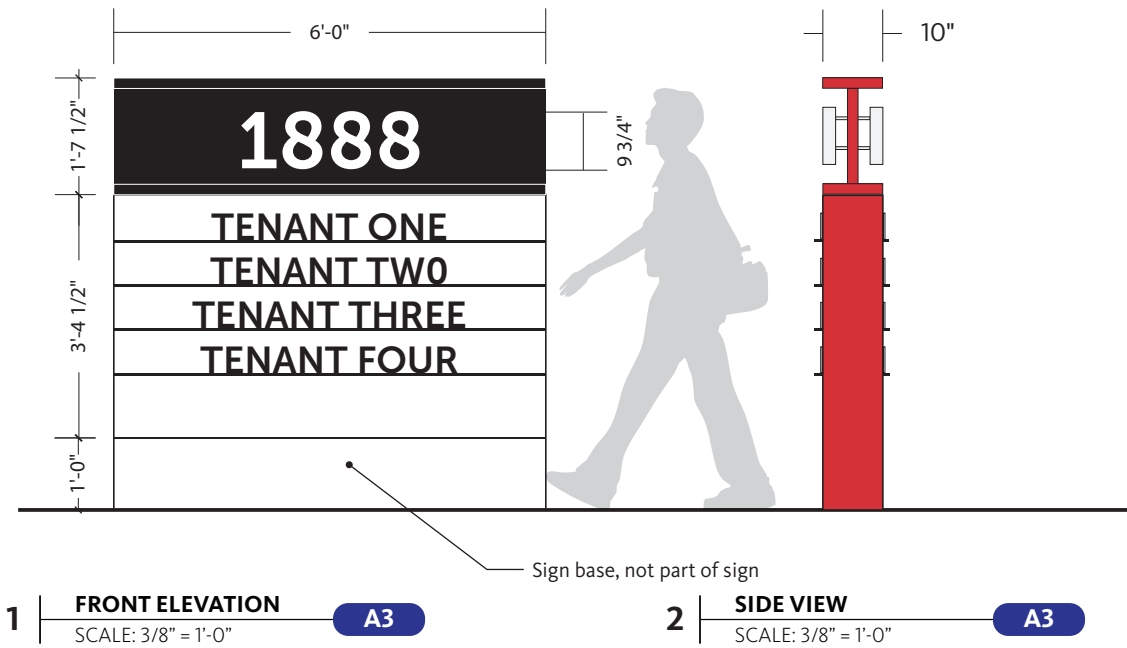
2 MONUMENT RENDERING - DAY TIME
NTS



1 FRONT ELEVATION A1
SCALE: 1/4" = 1'-0"

A2 - Tenant Monument ID (Proposed)

Quantity	2
Location	As indicated on sign location plan: 1 on Aviation Blvd., and 1 on Rosecrans Ave.
Copy	Tenant identification
Sign Size	Height: 5' Sign Area: 30 SQ FT PER SIDE
Lighting	Internally illuminated



A2 - Tenant Monument ID (Proposed)



1 | EXISTING CONDITIONS & CONTEXT ELEVATION- A2-02 -ON ROSECRANS
NTS



2 | EXISTING CONDITIONS & CONTEXT ELEVATION- A2-01 - ON AVIATION
NTS

B1 - Building Address (Existing)

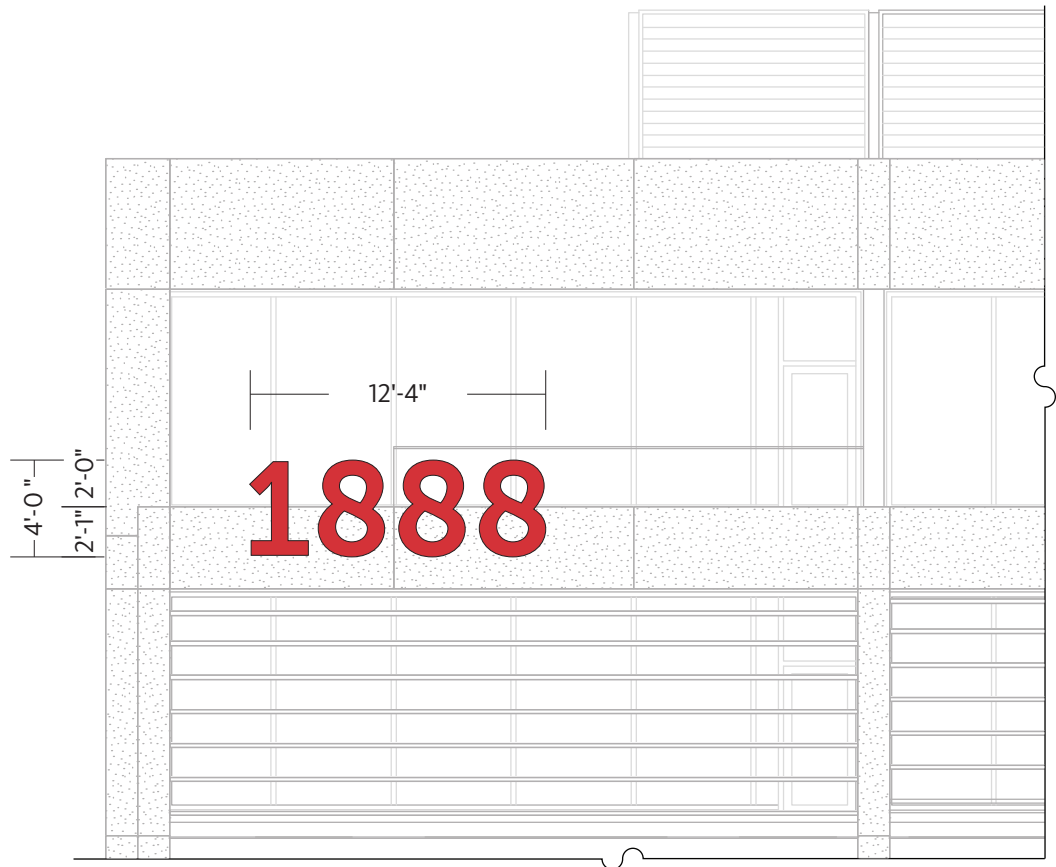
Quantity	1
Location	1 on Rosecrans Ave.
Copy	Tenant identification
Sign Size	Height: 12" Sign Area: 2 SQ FT
Lighting	N/A



Existing Sign
2 SQ FT

B1 - Building Address (Proposed) North

Quantity	2
Location	On building wall as designated on building elevations
Copy	Building address: 1888
Sign Size	Height: 4'-0" Sign Area: 50 SQ FT
Lighting	Internally Illuminated



1 PROPOSED SIGN ELEVATION
SCALE: 1/8" = 1'-0" **B1-1**

B1 - Building Address (Existing & Proposed)

North



Existing Sign
2 SQ FT

3 | EXISTING CONDITIONS

NTS



Proposed Sign
50 SQ FT

2 | PROPOSED SIGN CONTEXT ELEVATION

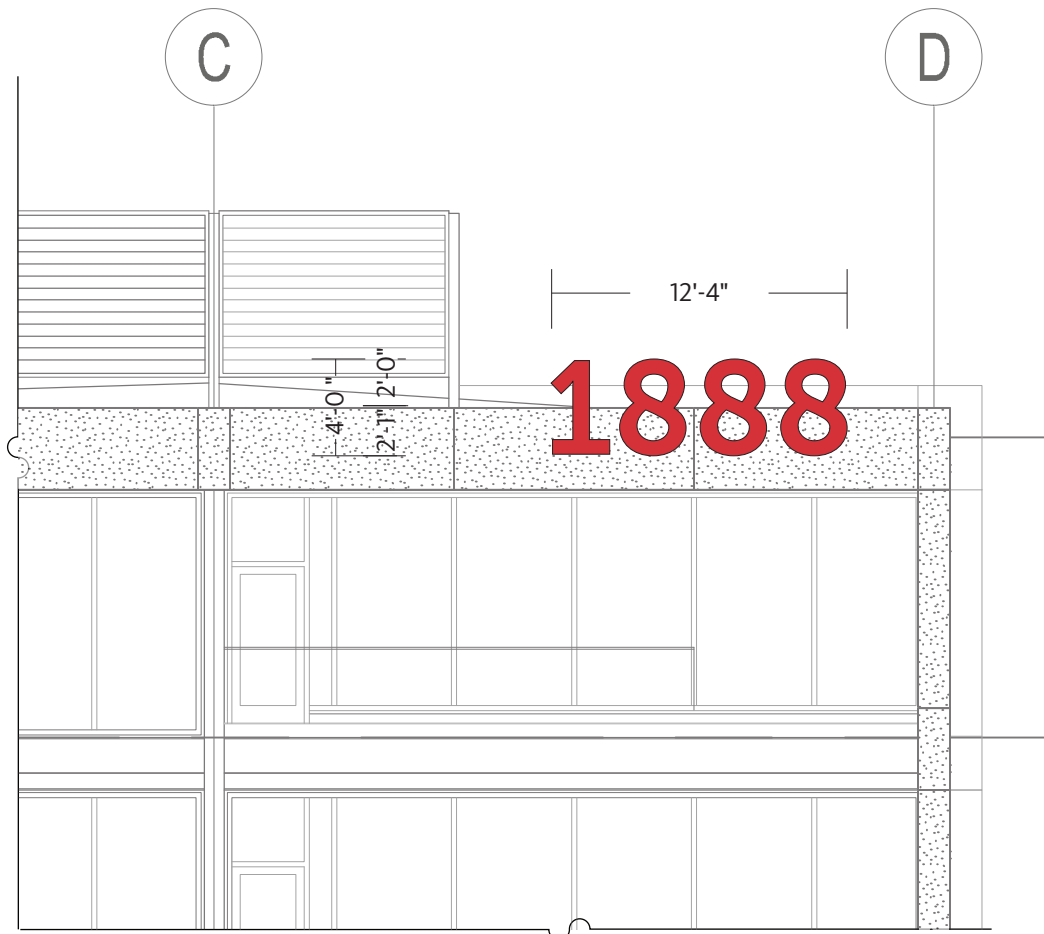
NTS

B1 - Building Address (Proposed) SOUTH

Quantity	2
Location	On building wall as designated on building elevations
Copy	Building address: 1888
Sign Size	Height: 4'-0" Sign Area: 50 SQ FT
Lighting	Internally Illuminated



2 EXISTING CONDITIONS
NTS

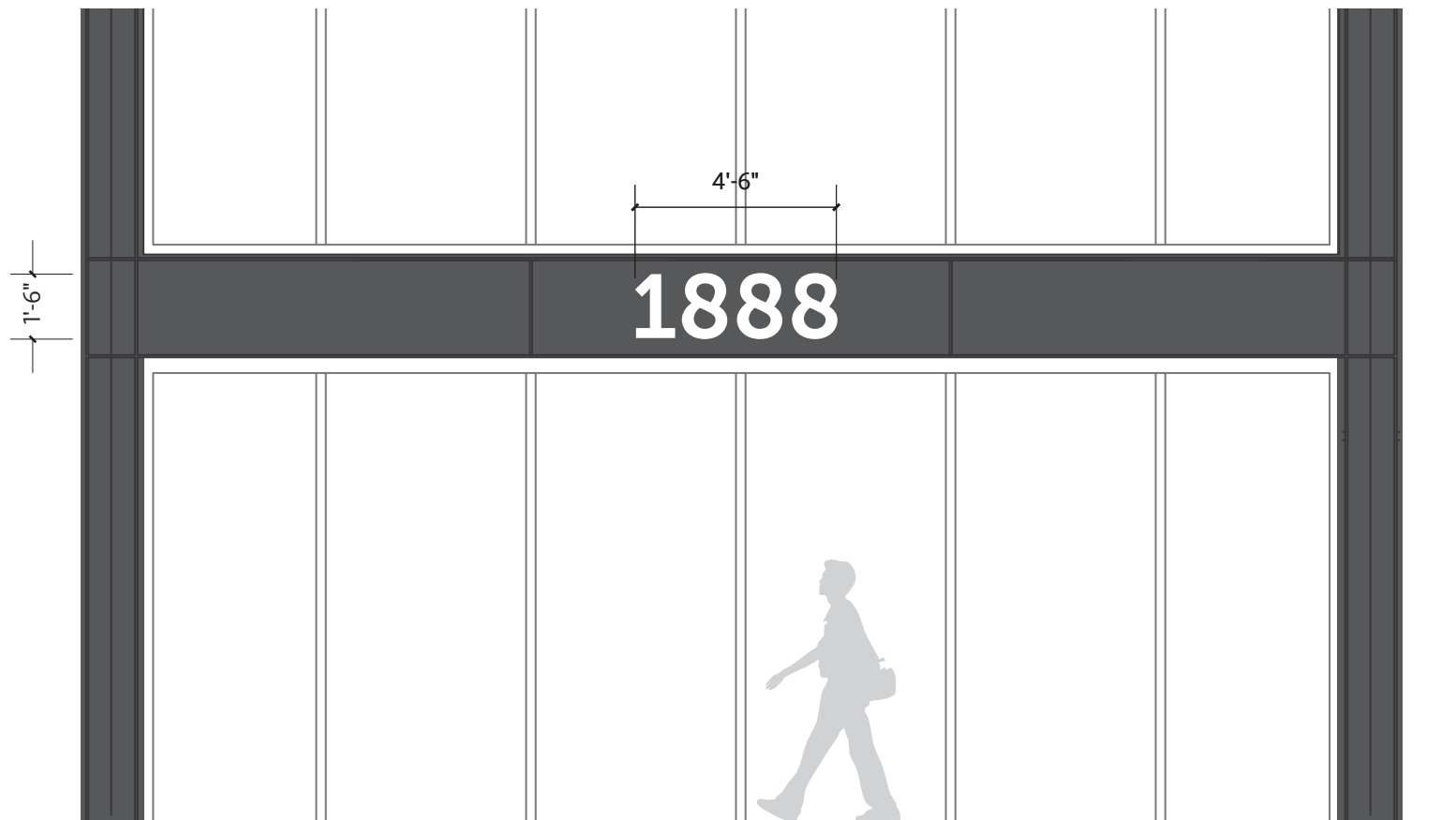


1 PROPOSED SIGN ELEVATION
SCALE: 1/8" = 1'-0"
B1-2

B2 - Overhead Building Address

(Proposed)

Quantity	1
Location	On beam above main entrance door
Copy	Building address : 1888
Sign Size	Height: 1'-6" Sign Area: 7 SQ FT
Lighting	N/A



1 FRONT ELEVATION
SCALE: 1/4" = 1'-0"

B2 - Overhead Building Address (Existing & Proposed)



Existing Sign
10 SQ FT

2 | EXISTING SIGNAGE

SCALE: NTS



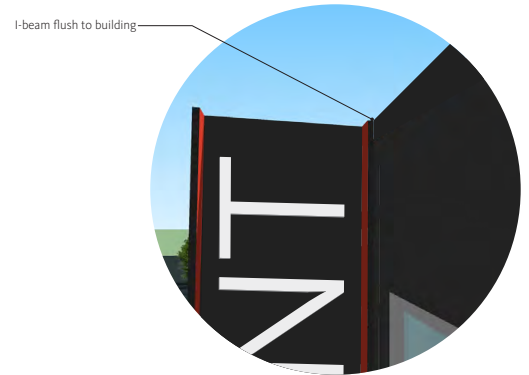
Proposed Sign
7 SQ FT

3 | PROPOSED SIGNAGE

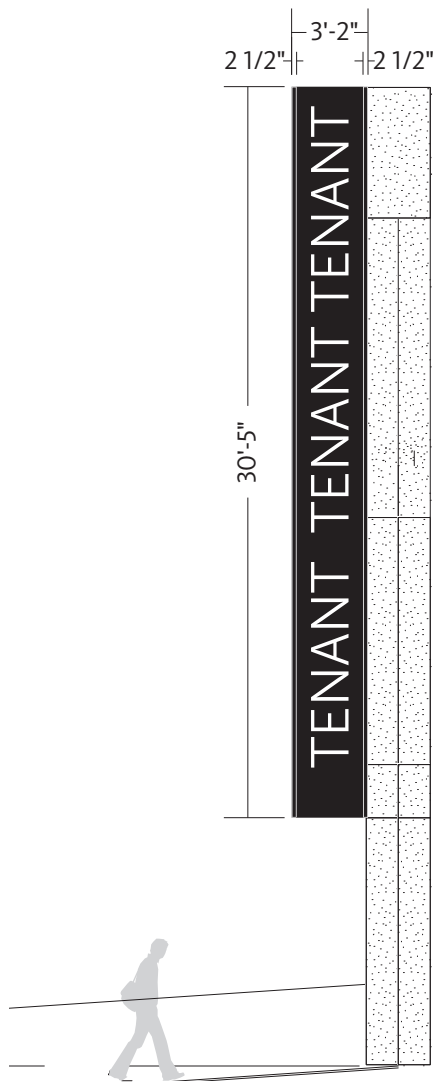
SCALE: NTS

C1-1 - Tenant ID (Proposed) Aviation

Quantity	1
Location	On building wall as designated on building elevations: Aviation Blvd.
Copy	Tenant identification: tenant names TBD
Sign Size	Height: 30'-5" Sign Area: 96.3 SQ FT PER SIDE
Lighting	Internally illuminated

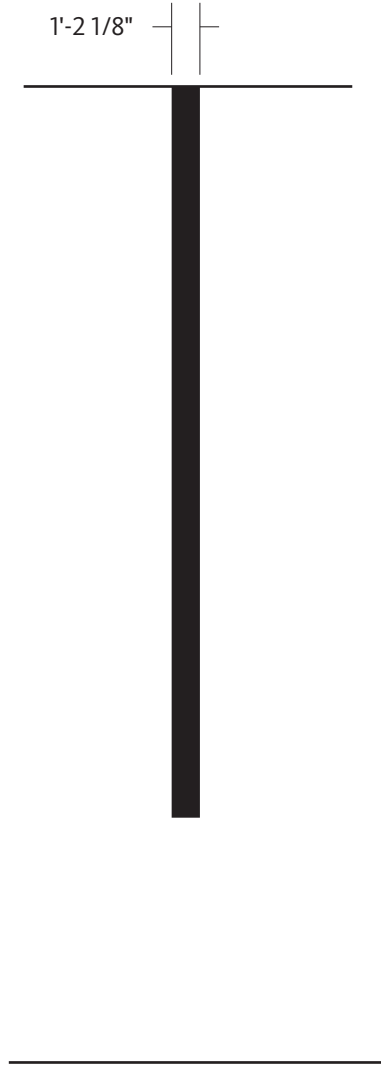


B1 | DETAIL VIEW
NTS

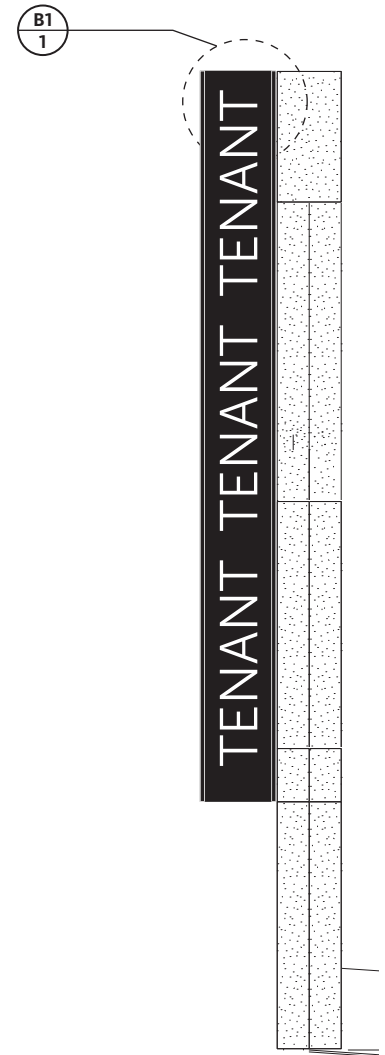


1 | SIDE VIEW- A
SCALE: 1/8" = 1'-0"

C1-1



2 | FRONT ELEVATION
SCALE: 1/8" = 1'-0"



3 | SIDE VIEW- B
SCALE: 1/8" = 1'-0"

C1-1 - Tenant ID (Proposed) Aviation

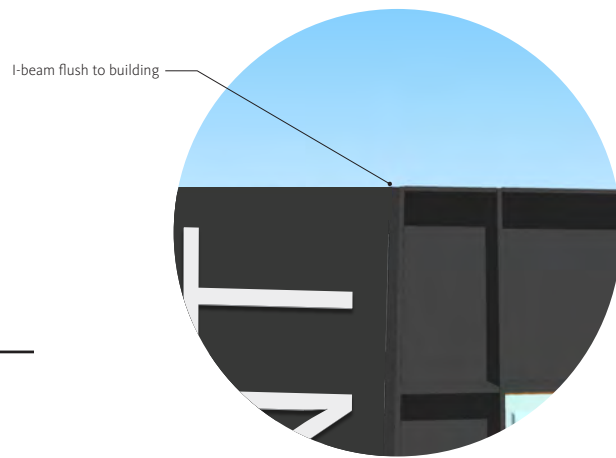
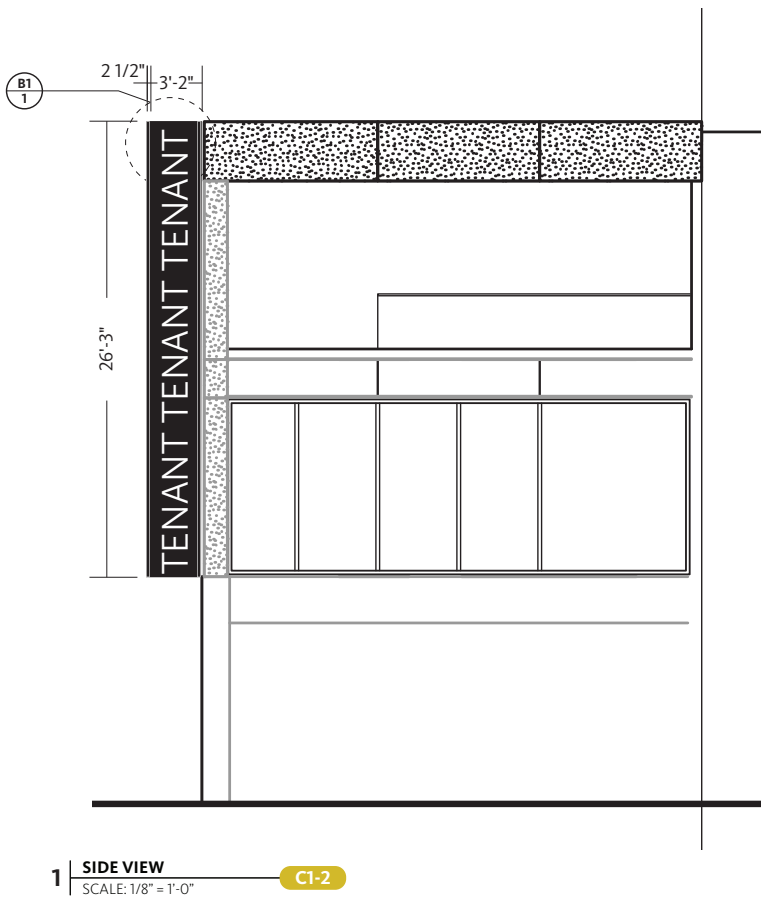
05.8924.700



1 | CONTEXT ELEVATION NTS

C1-2 - Tenant ID (Proposed) Rosecrans

Quantity	1
Location	On building wall as designated on building elevations: Rosecrans Ave.
Copy	Tenant identification: tenant names TBD
Sign Size	Height: 26'-3" Sign Area: 83 SQ FT PER SIDE
Lighting	Internally illuminated



B1 | **DETAIL VIEW**
NTS



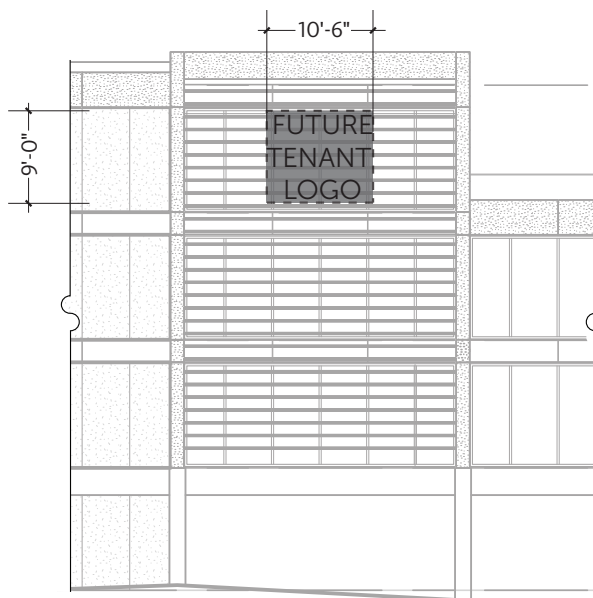
2 | **CONTEXT ELEVATION**
NTS

C2 - Tenant Icon (Proposed) East

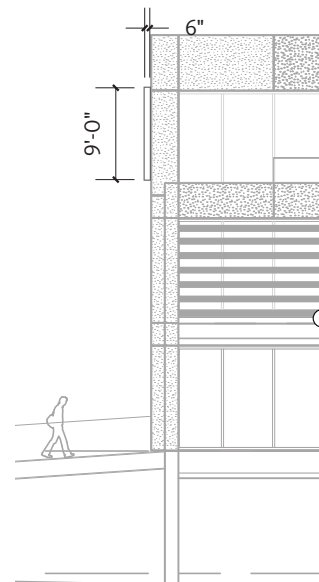
Quantity	2
Location	On building wall as designated on building elevations: East and West elevations.
Copy	Tenant logo icon
Sign Size	Height: 9'-0" Sign Area: 94.5 SQ FT per sign
Lighting	N/A



3 PROPOSED SIGN CONTEXT ELEVATION
NTS



1 PROPOSED SIGN ELEVATION - EAST
SCALE: 1/16" = 1'-0" **C2-1**



2 SIDE VIEW
SCALE: 1/16" = 1'-0"



2041 ROSECRANS SUITE 200
 EL SEGUNDO, CA 90245
 PHONE: 310.940.1320
 FAX: 310.940.1381

GEMBLER
 500 S. FIGUEROA STREET
 LOS ANGELES, CA 90071
 PHONE: 213.327.2800
 FAX: 213.327.3581

STRUCTURAL
 NABH YOUSSEF ASSOCIATES
 530 SOUTH HOPE STREET, SUITE 1700
 LOS ANGELES, CA 90071
 P: 213.477.1238 F: 213.382.0707

M/E/P
 ARC ENGINEERING
 277 S. LAKE STREET
 BURBANK, CA 91502

LANDSCAPE
 URM LANDSCAPE ARCHITECTURE
 10335 JEFFERSON BOULEVARD
 CULVER CITY, CA 90232

LIGHTING
 KAPLAN GEHRING MCCARROLL
 270 CORAL CIRCLE
 EL SEGUNDO, CA 90245

FAÇADE
 GLASS SYSTEMS INC.
 3668 PLYMOUTH ROAD SUITE 301
 ANN ARBOR, MI 48105

GRAPHICS
 CIVIL GRAPHICS
 500 S. FIGUEROA STREET
 LOS ANGELES, CA 90071

CIVIL
 RFFF
 6700 CENTER DRIVE
 LOS ANGELES, CA 90045

Issue	Date & Issue Description	By	Check

Seal/Signature

Project Name

1888 Rosecrans

Project Number

055624-000

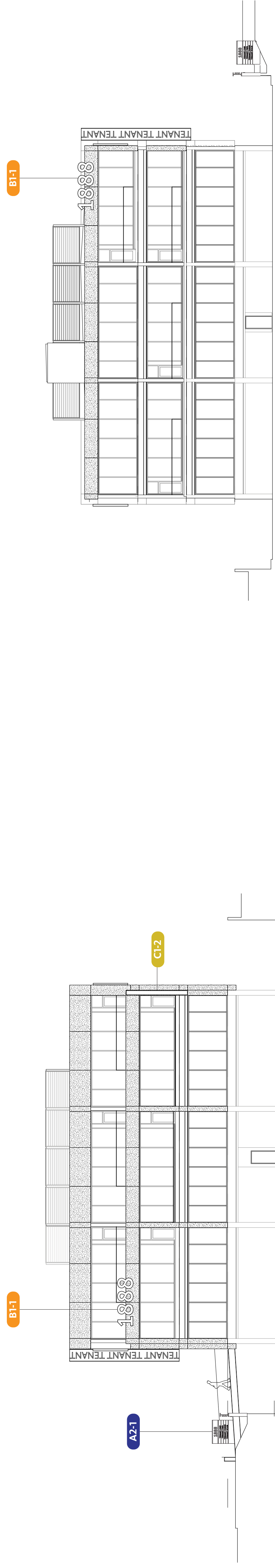
Grid File Name

Description

OVERALL BUILDING ELEVATIONS

Scale

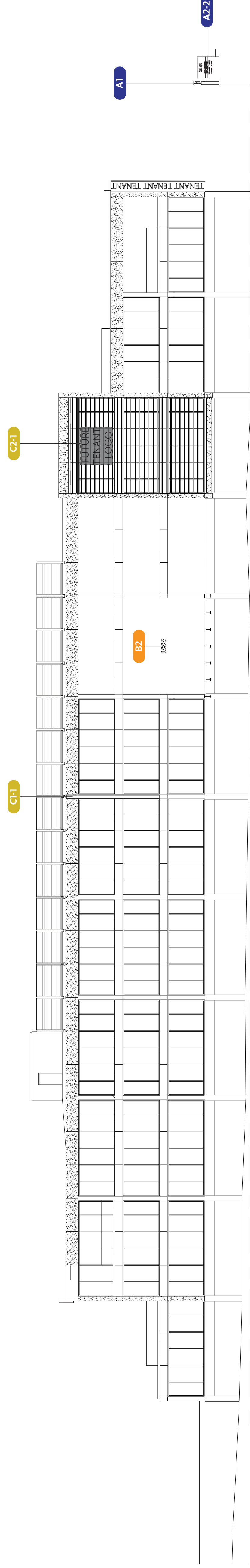
**SIGN PROGRAM -
 EXTERIOR SIGN ELEVATIONS**



4 EXTERIOR ELEVATION - SOUTH
 SCALE: 1/16"=1'-0"

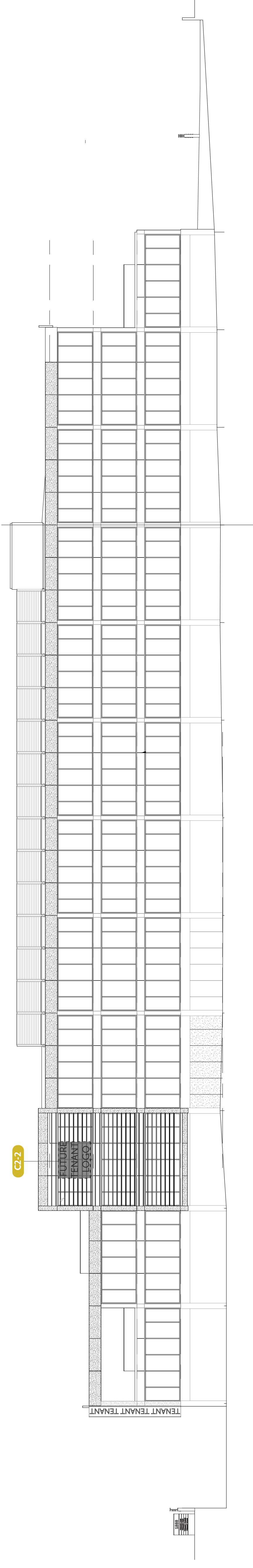
3 EXTERIOR ELEVATION - NORTH
 SCALE: 1/16"=1'-0"

SHEET NOTES



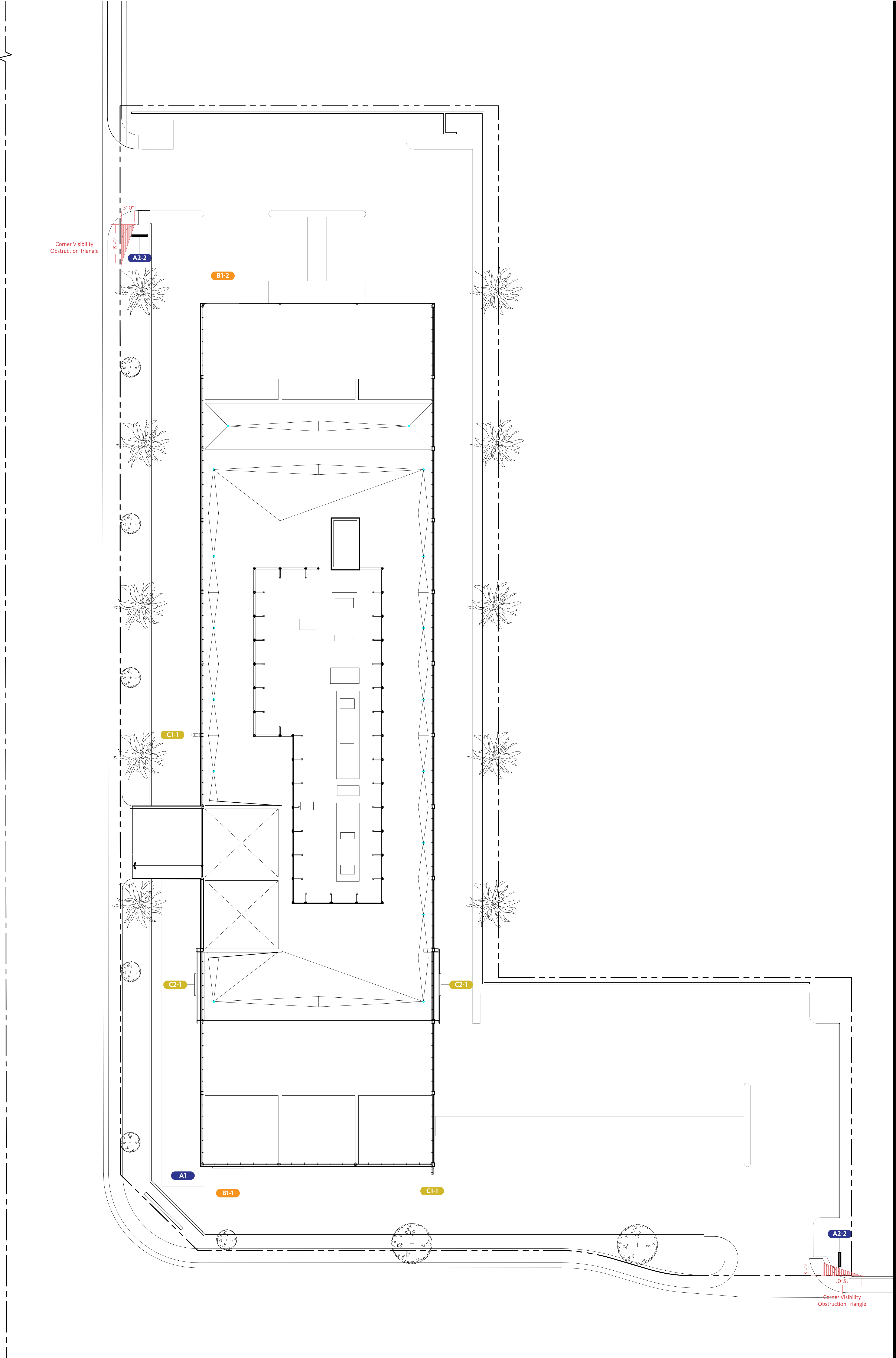
2 EXTERIOR ELEVATION - EAST
 SCALE: 1/16"=1'-0"

GENERAL NOTES



1 EXTERIOR ELEVATION - WEST
 SCALE: 1/16"=1'-0"

Issue	Date & Issue Description	By	Check



LEGEND

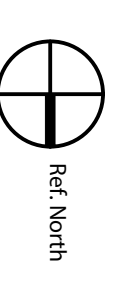
- SHEET NOTES**
- (01) FINISH UPDATES TO MATCH SOUTH CORE WASHROOMS
 - (02) NEW GLAZING ASSEMBLY, TYP. — SEE ELEVATIONS
 - (03) PUBLIC SIDEWALK TO REMAIN UNOBSERVED AND ACCESSIBLE AT ALL TIMES. COMPLY WITH CBC SECTION 3306
 - (04) NEW SIGNAGE LOCATIONS, SHOWING FOR INFORMATION ONLY. ALL SIGNAGE TO BE SUBMITTED FOR SIGNAGE PERMITS AS REQUIRED BY PLANNING DIVISION. SEE PLANNING DIVISION NOTES ON M02/01

GENERAL NOTES

- 1. STAIR IS FOR CONVENIENCE AND IS NOT FIGURED AS A PART OF THE BUILDING EGRESS SYSTEM
- 2. SEE A03.11 FOR EXTENT OF RATED PARTITIONS
- 3. POST BUILDING ADDRESS PER CBC SECTION 501.2
- 4. COMPLY WITH CBC SECTION 3306 REGARDING PROTECTION OF PEDESTRIANS DURING CONSTRUCTION

LEVEL 1 - PLAN

SCALE: 1/8" = 1'-0"



Ref North

SIGN PROGRAM - EXTERIOR SIGN PLAN

Project Name	1888 ROBERTSON
Project Number	05 8924.000
Calc File Name	
Description	LEVEL 1 PLAN
Scale	

Agenda Date: 12/2/2014

TO:

Honorable Mayor Powell and Members of the City Council

THROUGH:

Mark Danaj, City Manager

FROM:

Quinn M. Barrow, City Attorney

SUBJECT:

Ordinance No. 14-0023 Amending and Restating Municipal Code Provisions Governing Franchises for Vehicles for Hire (City Attorney Barrow).

WAIVE FURTHER READING; INTRODUCE ORDINANCE NO. 14-0023

RECOMMENDATION:

Staff recommends that the City Council waive further reading and introduce Ordinance No. 14-0023 to amend and restate Municipal Code provisions governing franchises for vehicles for hire.

FISCAL IMPLICATIONS:

No impact.

DISCUSSION:

The proposed franchise agreements with the City's current taxicab companies are scheduled for consideration on December 16, 2014. In connection with our review of the draft taxicab franchise agreements prepared by City staff, the City Attorney's Office reviewed the existing provisions governing franchises for vehicles for hire, codified in Chapter 4.108 of the Manhattan Beach Municipal Code. Chapter 4.108 was enacted in 1999. As the Council is aware, there have been significant changes in the taxicab business since 1999, many of which have been addressed in the franchise agreements adopted since that time. Proposed Ordinance No. 14-0023 modernizes and streamlines the City's existing provisions and makes Chapter 4.108 consistent with the City's practices and the proposed new franchises.

CONCLUSION:

Staff recommends that the City Council waive further reading and introduce Ordinance No. 14-0023 to amend and restate Municipal Code provisions governing taxicab franchises.

Attachments:

1. Ordinance No. 14-0023
2. Legislative Digest

ORDINANCE NO. 14-0023

AN ORDINANCE OF THE CITY OF MANHATTAN BEACH
AMENDING CHAPTER 4.108 REGARDING FRANCHISES
FOR VEHICLES FOR HIRE

THE MANHATTAN BEACH CITY COUNCIL HEREBY ORDAINS AS FOLLOWS:

SECTION 1. The City Council hereby amends Section 4.108.010 to delete the definitions of “Street” and “Sight-seeing automobile” and re-order the remaining definitions accordingly.

SECTION 2. The City Council hereby amends Section 4.108.020 to read as follows:

“4.108.020 – Franchise agreement required.

The City may grant non-exclusive franchises for the operation of vehicles for hire. No taxicab, pedicab or other vehicle for hire shall pick up any fare within the City without obtaining a franchise and entering into a franchise agreement with the City. Franchisees shall not be required to obtain a Manhattan Beach business license. The franchise agreement may contain requirements in addition to those requirements contained in this chapter.”

SECTION 3. The City Council hereby amends Section 4.108.030 to read as follows:

“4.108.030 – Franchise administrator.

The Director of Finance, or his or her designee, shall act as the Franchise Administrator, who shall be responsible for administering the provisions of this chapter.”

SECTION 4. The City Council hereby renumbers and amends Section 4.108.080 to read as follows:

“4.108.040 – Duration of franchise.

Each franchise shall have a term of three to five years, unless the franchise is revoked or terminated pursuant to the provisions of this chapter. The City Council may extend any franchise for additional terms, without limit to the number of extensions.”

SECTION 5. The City Council hereby adds a new Section 4.108.050 to read as follows:

“4.108.050 – Franchise permit.

The City shall issue a permit for each vehicle for hire operating pursuant to a franchise. The City shall provide a decal to each such vehicle as evidence of the permit, which shall be prominently displayed on the left side of the rear bumper of the vehicle. Only vehicles for hire displaying a decal in accordance with this section shall pick up any fare within the City.”

SECTION 6. The City Council hereby renumbers and amends Section 4.108.090 to read as follows:

“4.108.060 – Franchise selection.

The City shall select franchisees through a competitive bidding process. Franchisees shall be chosen based upon demonstrated quality of service, safety, past experience, driver qualifications, extra services available to the public, and the amount of the franchise fee payable to the City. One or more franchisees shall be selected by the City Council. Upon expiration of an existing franchise, the City Council may choose to extend the franchise with the existing franchisee, or conduct a new competitive bidding process. Any franchisee whose franchise has been revoked shall be prohibited from competing for a franchise award for a term of three years.”

SECTION 7. The City Council hereby renumbers and amends Section 4.108.100 to read as follows:

“4.108.070 – Franchise fee.

Each franchisee shall pay the City an annual fee established by the City Council for the privilege of operating a vehicle for hire in the City. The annual franchise fee shall be due upon execution of the franchise agreement with the City and upon the anniversary date thereof in each successive year of the term of the franchise. Failure to pay the franchise fee when due shall be cause for termination of the franchise.”

SECTION 8. The City Council hereby renumbers and amends Section 4.108.110 to read as follows:

“4.108.080 - Limitation of taxicabs.

No more than a maximum number of 165 franchised taxicabs shall operate in the City. With the consultation of the Police Chief, the City Manager, or his or her designee, may increase or decrease the maximum number.”

SECTION 9. The City Council hereby renumbers and amends Section 4.108.120 to read as follows:

“4.108.090 - Franchise termination, revocation, and suspension.

- A. A franchise shall terminate immediately upon the occurrence of any of the following:
1. The franchisee fails to pay the franchise fee;
 2. The franchisee's required insurance lapses or is canceled;
 3. The franchisee knowingly employs a driver who has been convicted for driving under the influence of a controlled substance, including alcohol.
 4. The franchisee knowingly employs as a driver any person convicted of a felony or required to register as a sex offender.
 5. The franchisee knowingly employs a driver who does not have a valid California driver's license.
 6. The franchisee knowingly employs a driver whose driver's license has been suspended.
- B. The City Manager, or his or her designee, may suspend or revoke a franchise under any of the following circumstances:
1. One or more of the franchisee's vehicles are not adequately maintained;
 2. One or more of the franchisee's vehicles operate without displaying the required decal;
 3. The franchisee's vehicles have been cited for three or more Vehicle Code violations within a three-month period;
 4. The City has received three or more complaints regarding the franchisee's operations in a three-month period;
 5. The driver of any vehicle for hire violates the rate regulations of this chapter;
 6. The driver of any vehicle for hire or the franchisee violates three or more provisions of the Municipal Code or the franchise agreement within a three-month period;
 7. The driver of any vehicle for hire or the franchisee violates any provision of the Vehicle Code, the Municipal Code, or the franchise agreement, which endangers public health and safety.

- C. The City shall provide a notice of suspension or revocation to the franchisee. The franchisee may request a hearing before a hearing officer by providing notice to the City no later than 10 days after the date of the City's notice. The franchisee shall reimburse the City for all costs, including attorney's fees, incurred by the City in connection with the hearing and any subsequent proceedings.
- D. The hearing officer may suspend or revoke a franchise. The decision of the hearing officer shall be final."

SECTION 10. The City Council hereby renumbers Sections 4.108.130 through 4.108.180 as Sections 4.108.100 through 4.108.150, accordingly.

SECTION 11. The City Council hereby renumbers and amends Section 4.108.185 to read as follows:

"4.108.160 – No third party agreements.

No franchisee shall enter into an agreement with any person to provide service to the exclusion of other franchisees."

SECTION 12. The City Council hereby repeals existing Section 4.108.200 (Enforcement).

SECTION 13. The City Council hereby renumbers and amends Section 4.108.190 to read as follows:

"4.108.170 - Rules and regulations.

The Franchise Administrator may adopt and promulgate rules and regulations for the service and safety of the operation of vehicles for hire, taxicabs, and pedicabs."

SECTION 14. The City Council hereby renumbers existing Section 4.108.210 ("Clean air vehicles") as 4.108.180.

SECTION 15. CEQA Finding. The City Council hereby finds that this Ordinance is exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to CEQA Guidelines Sections 15060(c)(2), because the activity will not result in a direct or reasonably foreseeable indirect physical change in the environment, and 15060(c)(3), because the activity is not a "project" as defined in CEQA Guidelines Section 15378. The adoption of this Ordinance will not result in any direct physical change in the environment or any reasonably foreseeable indirect physical change in the environment.

SECTION 16. If any sentence, clause, or phrase of this Ordinance is for any reason held to be unconstitutional or otherwise invalid, such decision shall not

affect the validity of the remaining provisions of this Ordinance. The City Council hereby declares that it would have passed this Ordinance and each sentence, clause or phrase thereof irrespective of the fact that any one or more sentence, clauses or phrases be declared unconstitutional or otherwise invalid.

SECTION 17. The City Clerk shall certify to the passage and adoption of this Ordinance and shall cause this Ordinance to be published within 15 days after its passage, in accordance with Section 36933 of the Government Code.

SECTION 18. This Ordinance shall go into effect and be in full force and effect at 12:01 a.m. on the 31st day after its passage.

PASSED, APPROVED AND ADOPTED this ____ day of _____, 2014.

AYES:
NOES:
ABSENT:
ABSTAIN:

WAYNE POWELL
Mayor

ATTEST:

LIZA TAMURA
City Clerk

APPROVED AS TO FORM:

QUINN M. BARROW
City Attorney

LEGISLATIVE DIGEST

CHAPTER 4.108 - VEHICLES FOR HIRE FRANCHISE

4.108.010 - Definitions.

For the purposes of this chapter, certain words and phrases used herein are defined as follows:

- A. ~~"Street" shall mean any place commonly used for the purpose of public travel.~~
B. "Driver" includes every person in charge of, driving or operating any passenger-carrying or motor propelled vehicle, as herein defined by the provisions of this section, either as agent, employee or otherwise.
- B. "Taximeter" shall mean a mechanical instrument or device by which the charge for hire of a passenger-carrying vehicle is mechanically calculated either for distance traveled or for waiting time, or for both, and upon which such charges shall be indicated by means of figures.
- DC. "Automobile for hire" or "vehicle for hire" shall mean and include every automobile or motor propelled vehicle used for the transportation of passengers for compensation over the streets of the City and not over a fixed or defined route, irrespective of whether such operations extend beyond the boundary limits of the City at rates per mile, per trip, per hour, per day, per week, or per month, and such vehicle is routed under the direction of a passenger or of such person hiring the same.
- ED. "Taxicab" shall mean every automobile or motor propelled vehicle of a distinctive color and/or the driver's seat separated from the passengers compartment by a glass partition, and/or of public appearance, such as is in common usage in this country for taxicabs, and/or equipped with a taximeter, used for the transportation of passengers for hire over the public streets of the City and not over a defined route, irrespective of whether the operations extend beyond the boundary limits of the City, at rates for distance traveled or for waiting time, or for both, and such vehicle is routed under the direction of such passenger or of such person hiring the same.
- ~~F. "Sight-seeing automobile" shall mean every automobile or motor propelled vehicle used for the transportation of passengers over the public streets of the City and not necessarily over a defined route, irrespective of whether such operations extend beyond the boundary limits of the City, for the purpose of sight-seeing or showing points of interest, and charging a fee or compensation therefor.~~
- GE. "Pedicab" shall mean a vehicle propelled by human power used for the transportation of passengers or freight for compensation over public streets, ways or the bike path within the City.

4.108.020 – Franchise agreement required.

The City ~~hereby reserves the~~ may grant non-exclusive ~~right to grant a franchise~~franchises for the operation of vehicles for hire. No taxicab, pedicab or other vehicle for hire shall pick up any fare within the ~~jurisdictional boundaries of the City of Manhattan Beach unless franchised under the provisions of this chapter. Any franchise granted hereunder shall relieve the franchisee from responsibility for obtaining a City of~~ City without obtaining a franchise and entering into a franchise agreement with the City. Franchisees shall not be required to obtain a Manhattan Beach business license ~~pursuant Title 6 of this Code. Nothing shall preclude the City from granting multiple franchises under the authority of this chapter.~~ The franchise agreement may contain requirements in addition to those requirements contained in this chapter.

4.108.030 – Franchise administrator.

The ~~City Manager~~Director of Finance, or his or her designee, shall ~~appoint~~act as the Franchise Administrator, who shall be responsible for administering the provisions of this chapter.

~~4.108.080 – Franchises.~~ 4.108.040 – Duration of franchise.

Each franchise ~~granted hereunder~~ shall have a term of three ~~(3)~~to five years ~~from the date granted,~~ unless the franchise is revoked or terminated pursuant to the provisions of this chapter. ~~Provided, however that the~~The City Council may extend any franchise for additional terms ~~of one (1) year with no,~~ without limit to the number of ~~one (1) year~~ extensions.

4.108.050 – Franchise permit.

The City shall issue a permit for each vehicle for hire operating pursuant to a franchise. The City shall provide a decal to each such vehicle as evidence of the permit, which may be granted. The franchisee shall receive a decal for each franchised taxicab. The decal must~~shall~~ be prominently displayed on the left side of the rear bumper of the ~~franchised vehicle. Failure to so display the decal shall be a violation of this chapter and a citable offense.~~ vehicle. Only vehicles for hire displaying a decal in accordance with this section shall pick up any fare within the City.

~~4.108.090 – Franchisee~~4.108.060 – Franchise selection ~~and franchise agreement.~~

The City shall ~~choose~~select franchisees ~~for taxicab service~~ through a competitive bidding process. Franchisees shall be chosen based upon demonstrated quality of service, safety, past experience, driver qualifications, extra services available to the public, and the amount of the franchise fee payable to the City. One or more franchisees shall be selected by the City Council. ~~Upon selection each franchisee shall enter into a franchise agreement with the City which shall have a term of three (3) years. Said agreement may impose obligations on the franchisee which are additional to~~

~~but not inconsistent with those imposed by this chapter. Upon expiration of the term of said agreement or upon revocation of the franchise as described in Section 4.108.120 of this chapter, the successor franchisee shall be selected by~~ Upon expiration of an existing franchise, the City Council ~~through the~~ may choose to extend the franchise with the existing franchisee, or conduct a new competitive bidding process ~~described above.~~ ~~If the franchise term expired, nothing shall prohibit the original franchisee from competing for a new three (3) year term. However, any~~ Any franchisee whose franchise has been revoked shall be prohibited from competing for a franchise award ~~of a franchise~~ for a term of three ~~(3)~~ years.

~~4.108.100~~ 4.108.070 – Franchise fee.

~~The City Council~~ Each franchisee shall ~~require~~ pay the City an annual fee ~~payable to the City established~~ by the ~~franchisee~~ City Council for the privilege of ~~receiving the franchise for each year of any franchise awarded. Said~~ operating a vehicle for hire in the City. The annual franchise fee shall be due upon execution of the franchise agreement ~~by~~ with the City and upon the anniversary date thereof in each successive year of the term of the franchise. Failure to pay the franchise fee when due shall be cause for ~~revocation~~ termination of the franchise.

4.108.080 - Limitation of taxicabs.

No more than a maximum number of 165 franchised taxicabs shall operate in the City. With the consultation of the Police Chief, the City Manager, or his or her designee, may increase or decrease the maximum number.

~~4.108.110 – Limitation of cabs.~~

~~The total number of cabs permitted to operate under the terms of all franchises granted by the City shall be limited to a number set by the Chief of Police. Any franchisee allowing cabs not specifically permitted under its franchise agreement or not bearing the decal or tag issued by the City designating it for operation in the City shall be subject to having its franchise revoked as provided for in Section 4.108.120 of this chapter. The owner and driver and president of any company which operates any non-franchised cab picking up passengers within the City boundaries shall be guilty of a misdemeanor. In addition, the City Council declares the operation of such excess cabs to be a public nuisance endangering the health, safety, and welfare of the public and authorizes the City Attorney to obtain injunctive relief against any company accepting passengers within the City without a franchise.~~

~~4.108.120~~ 4.108.090 - Franchise termination, revocation, and suspension.

- A. ~~A.~~ ~~The Chief of Police shall have the power to revoke a franchise granted under this chapter by serving a notice of revocation on the offending~~

franchisee. Said notice may, when public safety and welfare require, be effective immediately and shall provide in detail the basis for revocation. Otherwise a revocation shall be effective at the expiration of the appeal period provided below if no hearing is requested or upon the decision of the Hearing Officer to uphold the revocation if a hearing is requested. The Chief of Police may serve a revocation notice whenever any of the following occur: franchise shall terminate immediately upon the occurrence of any of the following:

1. ~~1. Franchised cabs are not adequately maintained; The franchisee fails to pay the franchise fee;~~
2. ~~2. The franchisee's required insurance lapses or is canceled;~~
3. ~~3. The franchised cabs have a pattern of vehicle code violations;~~
4. ~~4. Unfranchised vehicles owned by or operating under the authority of the franchisee are operated within the City;~~
5. The franchisee knowingly employs a driver who has been convicted for driving under the influence of a controlled substance, including alcohol.
6. The franchisee knowingly employs as a driver any person convicted of a felony or required to register as a sex offender.
7. The franchisee knowingly employs a driver who does not have a valid California driver's license.
8. The franchisee knowingly employs a driver whose driver's license has been suspended.

B. The City Manager, or his or her designee, may suspend or revoke a franchise under any of the following circumstances:

1. One or more of the franchisee's vehicles are not adequately maintained;
2. One or more of the franchisee's vehicles operate without displaying the required decal;
3. The franchisee's vehicles have been cited for three or more Vehicle Code violations within a three-month period;

- ~~4.~~ ~~5. — The franchised cabs show a pattern of confirmed customer complaints; The City has received three or more complaints regarding the franchisee's operations in a three-month period;~~
 - ~~5.~~ ~~6. — Any franchised cab The driver of any vehicle for hire violates the rate regulations of this chapter;~~
 - ~~6.~~ ~~7. — Any franchised cab violates any other provision of this chapter;~~
 - ~~7.~~ ~~8. — Any franchised company violates any condition of their franchise agreement.~~
- ~~B. Revocation for any of the above shall involve revocation of the offending cab company's franchise to operate any cabs in the City not just revocation of an offending cab's decal. The Chief of Police may permanently or temporarily revoke a franchise under this section and may reinstate a revoked franchise subject to specified conditions.~~
- ~~C. Any franchisee whose franchise is revoked shall have ten (10) days from receiving a notice of revocation from the Chief of Police to request a hearing. If a request for a hearing is timely filed a hearing shall be held with the City Manager or his or her designee acting as Hearing Officer. The decision of the Hearing Officer~~
- ~~8. The driver of any vehicle for hire or the franchisee violates three or more provisions of the Municipal Code or the franchise agreement within a three-month period;~~
 - ~~9. The driver of any vehicle for hire or the franchisee violates any provision of the Vehicle Code, the Municipal Code, or the franchise agreement, which endangers public health and safety.~~
- ~~C. The City shall provide a notice of suspension or revocation to the franchisee. The franchisee may request a hearing before a hearing officer by providing notice to the City no later than 10 days after the date of the City's notice. The franchisee shall reimburse the City for all costs, including attorney's fees, incurred by the City in connection with the hearing and any subsequent proceedings.~~
- ~~D. The hearing officer may suspend or revoke a franchise. The decision of the hearing officer shall be final.~~

~~4.108.130~~ **4.108.100 - Required equipment.**

- A. Taxicabs only:
 - 1. Taximeter permanently affixed in prominent view of the passengers;

2. Radio transmitter and receiver capable of two-way communication with a dispatcher, or a mobile data terminal.
- B. All vehicles for hire:
1. Permanent fixture to display the driver's identification card in prominent view of the passengers;
 2. Not less than four (4) doors;
 3. Permanently affixed seat belts, plainly visible to passengers within, in front and rear seats, in a number sufficient to accommodate each passenger;
 4. Every automobile for hire shall at all times be subject to an inspection by any police officer or any other authorized inspector of the City.

~~4.108.140~~4.108.110 - **Identification of vehicles.**

- A. **Inside Identification.** Every taxicab and vehicle for hire used for carrying passengers for hire shall display in the passenger's compartment and in full view of the passenger a card not less than two inches (2") by four inches (4") nor more than two and one-half inches (2 ½") by five inches (5"), which shall have printed thereon the owner's name, or the corporate or fictitious name under which the owner operates, and the business address and telephone number of such owner, together with the rates to be charged for such vehicle.
- B. **Outside Identification.** Every taxicab or pedicab shall have conspicuously displayed thereon at one (1) or more locations on the outside the name of the owner, or the corporate or fictitious name under which the owner operates, together with the company's telephone number and the cab or vehicle number.
- C. **"Vacant" Signs.** Every taxicab or vehicle for hire may display a "vacant" sign attached to the top of such cab. Every such sign shall be of a type which conforms to industry standards and such sign shall be approved by the Traffic Authority.
- D. **Other Signs Prohibited.** It shall be unlawful to display any sign other than those provided in this section on any of the vehicles mentioned in this section without first obtaining the written permission of the Franchise Administrator.

~~4.108.150~~4.108.120 - **Taximeters.**

- A. **Design—Accuracy.** Unless the owner or operator is authorized in writing by the Franchise Administrator to post a schedule of fares in lieu of a taximeter, it shall be unlawful for any owner operating any taxicab or vehicle for hire under the provisions of this chapter to operate any such vehicle unless it is equipped with a taximeter. Every taximeter shall be of such type and design as has been accepted by the California Department of Measurement Standards, and shall be maintained at all times in accordance with standards of accuracy established by such department.

The Department of Weights and Measures or its authorized agent shall test such taximeters for accuracy in accordance with the procedures of such department.

- B. **Placing.** All taxicabs and vehicles required to have taximeters must base their charges on the taximeters. All taximeters shall be placed so that the reading dial showing the amount to be charged shall be well lighted and readily discernible by the passenger riding in the vehicle.
- C. **Position of Flag.** It shall be unlawful for any driver of a taxicab or vehicle for hire while carrying passengers to display the flag attached to the taximeter in such a position as to denote that such taxicab or vehicle is not employed, or to throw the flag of the taximeter in a recording position when such cab or vehicle is not actually employed, or to fail to throw the flag of such taximeter in a non-recording position at the termination of each and every service.

~~4.108.160~~4.108.130 - ~~Route~~—**Passengers.**

Any driver employed to carry passengers to a definite point shall take the most direct route possible that will carry the passengers safely, lawfully and expeditiously to their destination.

When a taxicab or vehicle for hire is engaged, the occupants shall have the exclusive right to the full and free use of the passenger compartment, and it shall be unlawful for the owner or driver of a taxicab to solicit or carry additional passengers therein.

~~4.108.170~~4.108.140 - **Conduct of drivers.**

- A. It shall be unlawful for any owner, driver or agent soliciting patronage for any of the vehicles defined in this chapter to misrepresent by word, sign, hatband, insignia or badge the true identity of the vehicle for which such patronage is sought.
- B. Driver shall not solicit a customer's patronage on any public street in a loud or annoying manner.
- C. Driver shall not solicit, demand or arrange for any compensation in an amount greater or less than the schedule of rates as specified.
- D. Driver shall make an accurate, legible record of all trips, including all service calls directed to him by dispatching personnel, as they occur.

~~4.108.180~~4.108.150 - **Rates.**

The rates chargeable by any vehicle for hire shall not exceed those rates established in the franchise agreement.

~~4.108.185~~—~~Vehicle for hire pick-up rights.~~ 4.108.160 – **No third party agreements.**

~~Any agreement, for which consideration is exchanged, whether formal or informal, whereby a property owner or business owner or operator or an employee of a business owner or operator agrees to allow only a particular franchise operator or operators to provide service to the exclusion of other franchise operators is expressly prohibited. For purposes of this section the term "consideration" shall mean money or any other thing of monetary value. Nothing in this section shall prohibit an agreement to allow only a particular franchise operator or operators to provide service to the exclusion of other franchise operators where no consideration is exchanged. Any person violating the provisions of this section shall be guilty of a misdemeanor and any franchise operator found in violation of this section may have their franchise suspended by the Chief of Police for not more than 120 days. The procedure set forth for franchise revocation in Section 4.108.120 of this chapter shall be used for any franchise suspension imposed pursuant to this section.~~

No franchisee shall enter into an agreement with any person to provide service to the exclusion of other franchisees.

~~4.108.190~~**4.108.170 - Rules and regulations.**

The Franchise Administrator ~~shall have authority to~~may adopt and promulgate ~~such~~ rules and regulations ~~as may be necessary~~ for the service and safety of the operation of ~~the vehicles defined by this chapter which are not in conflict with the provisions of the Franchise Agreement.~~vehicles for hire, taxicabs, and pedicabs.

~~4.108.200 - Enforcement.~~

~~In addition to or in lieu of any administrative remedies which may be available under this chapter or contractual remedies available for violation of the Franchise Agreement any violation of the provisions of this chapter shall be chargeable as a misdemeanor provided however that the City Prosecutor shall have the discretion to treat any such violation as an infraction.~~

~~4.108.210~~**4.108.180 - Clean air vehicles.**

A. Each and every franchisee operating vehicles for hire in the City shall comply with the following requirements:

1. Each franchisee's fleet shall consist of clean air vehicles as follows:

Compliance Date	Minimum % of Fleet
December 31, 2015	25%
December 31, 2016	50%
December 31, 2017	75%
December 31, 2018	100%

2. The term “clean air vehicle” shall mean a vehicle that achieves a minimum rating of 47 City MPG as rated by the US Department of Energy website www.fueleconomy.gov.

B. If a franchisee uses special purpose vehicles (e.g., wheel chair accessible vehicles, vans used for school transportation, or larger passenger volume vehicles to accommodate larger parties), twenty-five percent of the total number of authorized vehicles under each franchisee's agreement may be excluded from the fleet for the purpose of calculating the percentage of clean air vehicles required.

C. No vehicle in any fleet operated pursuant to a franchise agreement issued under this Chapter shall be older than 8 model years at any time during the franchise period.

Agenda Date: 12/2/2014

TO:

Honorable Mayor Powell and Members of the City Council

THROUGH:

Mark Danaj, City Manager

FROM:

Liza Tamura, City Clerk

SUBJECT:

Minutes:

This item contains action minutes of City Council meetings which are presented for approval. Staff recommends that the City Council, by motion, take action to approve the action minutes of the:

- a) City Council Regular Meeting of November 5, 2014
- b) City Council Adjourned Regular Meeting of November 6, 2014
- c) City Council Regular Meeting of November 18, 2014
(City Clerk Tamura).

APPROVE

RECOMMENDATION:

Staff recommends that the City Council, by motion, take action to approve the minutes of the City Council.

Attachments:

- 1. City Council Regular Meeting Minutes of November 5, 2014
- 2. City Council Adjourned Regular Meeting Minutes of November 6, 2014
- 3. City Council Regular Meeting Minutes of November 18, 2014

City of Manhattan Beach

1400 Highland Avenue
Manhattan Beach, CA 90266



Meeting Minutes - Draft

Wednesday, November 5, 2014

6:00 PM

Regular Meeting

City Council Chambers

City Council

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

PLEASE NOTE THAT THE CITY ARCHIVES THE VIDEO RECORDINGS OF ALL REGULAR CITY COUNCIL MEETINGS AND THE VIDEO FOR THIS MEETING IS HEREBY INCORPORATED BY THIS REFERENCE. FOR A COMPLETE RECORD OF THIS CITY COUNCIL MEETING, GO TO www.citymb.info/city-officials/city-clerk/city-council-meetings-agendas-and-minutes

A. PLEDGE TO THE FLAG

Jack Storer led the Pledge of Allegiance.

B. NATIONAL ANTHEM

Mayor Powell introduced the Mira Costa High School Ensemble who sang the National Anthem. On behalf of the City Council, Mayor Powell presented Certificates of recognition to Nina Kemper, Sean Langley, Natalie Winzen, Kendall Dominguez and Andrew Anton.

C. ROLL CALL

Present: 5 - Mayor Powell, Mayor Pro Tem Burton, Councilmember D'Errico, Councilmember Lesser and Councilmember Howorth

D. CERTIFICATION OF MEETING NOTICE AND AGENDA POSTING

City Clerk Liza Tamura confirmed the meeting was properly posted.

E. APPROVAL OF AGENDA AND WAIVER OF FULL READING OF ORDINANCES

Mayor Pro Tem Burton asked to continue Item No. 13 Status Report on Construction Rules until a new Community Development Director comes on board.

After City Council discussion, Mayor Pro Tem Burton withdrew his motion.

A motion was made by Councilmember Lesser, seconded by Mayor Pro Tem Burton, to approve the agenda and waive full reading of ordinances. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

F. CEREMONIAL CALENDAR

1. Presentation of a Commendation Recognizing Madonna Newburg for her Contributions to the City of Manhattan Beach. [14-0484](#)

PRESENT

On behalf of the City Council, Mayor Powell presented a Commendation to the family of Madonna Newburg recognizing her contributions to the City of Manhattan Beach.

2. Presentation of a Proclamation Declaring the Month of November, [14-0485](#)

2014, as National Family Caregivers Month.

PRESENT

On behalf of the City Council, Mayor Powell presented a Proclamation to Mulan McBride declaring the month of November, 2014, as National Family Caregivers Month.

G. CITY MANAGER REPORT

City Manager Mark Danaj spoke about the recent power outages and said that Southern California Edison will be invited to a City Council Meeting to provide project updates.

City Manager Danaj responded to City Council questions and stated that this will be an agenda item, so residents will have the opportunity to speak.

H. CITY ATTORNEY REPORT

None.

I. CITY COUNCIL ANNOUNCEMENTS AND REPORTS

Mayor Pro Tem Burton announced on behalf of Sandy Goodman and the Movember Foundation, that the "Movember" event is to bring attention to mens health issues.

Mayor Powell reported that the month of November is also Pancreatic Cancer Month. Mayor Powell congratulated all of the winners in the November election and all of the candidates that participated. He also stated that the Mayor's Town Hall Meeting is now available to view on the City's website. He further added that Tuesday, November 11, 2014 is Veterans' Day and the City will be having a Memorial Ceremony.

J. COMMUNITY ANNOUNCEMENTS REGARDING UPCOMING EVENTS

Manhattan Beach Fire Captain Tyler Wade announced the upcoming Neptunian Women's Club event, the South Bay Chili Cook-Off for the benefit of the Burn Foundation.

Don Gould, Manhattan Beach Library, reported that the library project is moving along and invited residents to use the Hermosa Beach or Redondo Beach Libraries.

K. PUBLIC COMMENT ON NON-AGENDA ITEMS

Robert Bush, resident, spoke about the lack of voter participation, and multiple issues from street sweeping fees to the Manhattan Village Mall.

Fire Chief Robert Espinosa announced that the Fire Department will go out to residents homes to charge their batteries for their smoke detectors. Residents can call and schedule an appointment.

L. CONSENT CALENDAR

Councilmember Howorth made a motion, seconded by Councilmember D'Errico to approve the Consent Calendar. City Attorney Quinn Barrow read into the record the title of the Ordinance.

Councilmember Lesser requested to amend the motion and remove Item No. 7 pertaining to Ordinance No. 14-0020.

A motion was made by Councilmember Howorth, seconded by Councilmember D'Errico, to approve the Consent Calendar Item Nos. 3-9 as amended, removing Item No. 7. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

3. Award Contract to Hazen and Sawyer for Engineering Services to Evaluate and Optimize City's Water Disinfectant Process in the Amount of \$55,725 (Public Works Director Olmos). [CON 14-0045](#)

APPROVE

The recommendation for this item was approved on the Consent Calendar.

4. (a) Reclassify the Existing Senior Deputy City Clerk position from the Teamsters Bargaining Group to Management Confidential. [14-0493](#)
(b) Establish a Salary Range and Benefits for the previously Council-approved and Budgeted Full- Time Graphic Artist Classification (Human Resources Director Hanson).

APPROVE

The recommendation for this item was approved on the Consent Calendar.

5. Award Contract with Martin & Chapman in the Amount Not-to-Exceed \$60,000 for Election Services Related to the Tuesday, March 3, 2015 General Municipal Election (City Clerk Tamura). [CON 14-0046](#)

APPROVE

The recommendation for this item was approved on the Consent Calendar.

6. Contract Amendment with Tyler Technologies for a Cashiering System Module for the Existing Financial System in an Amount not to Exceed \$60,000 as Provided for in the City's Information Systems Master Plan and Budget (Finance Director Moe). [CON 14-0049](#)

APPROVE

The recommendation for this item was approved on the Consent Calendar.

7. Ordinance No. 14-0020 Amending Chapter 4.108 of the Manhattan Beach Municipal Code (Vehicles for Hire) to Update the Requirements for Clean Air Vehicles (Finance Director Moe). [ORD 14-0020](#)

WAIVE FURTHER READING; INTRODUCE ORDINANCE NO. 14-0020

This item was removed from the Consent Calendar and heard later under Item No. O. Items removed from the Consent Calendar.

8. Approve an Amendment to the Memorandum of Understanding between the Cities of Manhattan Beach, Redondo Beach, Hermosa Beach, Torrance and the Los Angeles County Flood Control District for [CON 14-0048](#)

Administration and Cost Sharing for Development of Phase II of the Enhanced Watershed Management Program (Public Works Director Olmos).

APPROVE

The recommendation for this item was approved on the Consent Calendar.

9. Minutes: [14-0344](#)

This item contains action minutes of City Council meetings which are presented for approval. Staff recommends that the City Council, by motion, take action to approve the action minutes of the:

- a) City Council Adjourned Regular Meeting-Closed Session of October 7, 2014
 - b) City Council Regular Meeting of October 7, 2014
 - c) City Council Special Meeting - Closed Session of October 15, 2014
 - d) City Council Adjourned Regular Meeting - Closed Session of October 24, 2014
- (City Clerk Tamura).

APPROVE

The recommendation for this item was approved on the Consent Calendar.

M. PUBLIC HEARINGS

None.

N. GENERAL BUSINESS

10. Government Access Channel Broadcast Capabilities (Finance Director Moe). [14-0465](#)

RECEIVE REPORT; DISCUSS AND PROVIDE DIRECTION

Mayor Powell introduced Information Systems Manager Leilani Emnace who presented a PowerPoint Presentation.

Information Systems Manager Emnace responded to City Council questions.

Mayor Powell opened the floor to public comment.

Kenneth Thompson, member of the Senior Advisory Council, suggested starting with online content such as YouTube.

Patrick McBride, resident, spoke about having a license to produce and air content.

Mayor Powell closed the public comment.

A motion was made by Mayor Pro Tem Burton, seconded by Councilmember Howorth, to direct the City Manager and Staff to explore expanding the use of our government channel, including giving outside groups program opportunities, and to come back with a draft policy and guidelines. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

At 7:24 PM City Council recessed and reconvened at 7:35 PM with all Councilmembers present.

11. Fiscal Year 2014-2015 First Quarter (July-September) Budget Update [14-0480](#)
Status Report and Implementation of the OpenGov Financial
Application (City Manager Danaj).

RECEIVE REPORT; COMMENT

Mayor Powell introduced City Manager Mark Danaj who announced that this is a dual debut of two new initiatives, the quarterly budget updates and OpenGov, which is a new user friendly web application that is an example of the City becoming more digital and allowing more open access.

City Manager Danaj introduced Finance Director Bruce Moe who gave a PowerPoint Presentation on the budget. Director Moe introduced Budget Analyst Eden Serena who gave a Power Point Presentation on OpenGov.

Finance Director Moe responded to City Council questions.

Mayor Powell opened the floor to public comment.

Esther Besbris, resident, spoke about the new positions and the need to resolve other current issues before hiring these new people.

Gary Osterhout, resident, spoke about expenditures and stated that he did not support the OpenGov platform and doesn't feel it is robust enough.

Mayor Powell closed the floor to public comment.

City Council discussion continued and Finance Director Moe responded to City Council questions.

A motion was made by Mayor Pro Tem Burton, seconded by Councilmember D'Errico, that this item be received and filed and to direct the City Manager to report at the mid-year review how to fund the 4 new positions, and right size the full time employee work force. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

At 9:17 PM City Council recessed and reconvened at 9:25 PM with all Councilmembers present.

12. Advanced Gas Meter Installations Update and Presentation (Public [14-0477](#)
Works Director Olmos).

RECEIVE REPORT

Mayor Powell introduced City Engineer Joe Parco, who then introduced General Affairs Manager of Southern California Gas Company, Marcella Low who provided a PowerPoint Presentation on the Advanced Meter Project and the five Data Collector Units (DCUs).

City Council discussion continued and questions were responded to by Public Works Director Tony Olmos, General Affairs Manager Low and Site Acquisition Manager Shaun Baptiste.

Mayor Powell opened the floor to public comment.

Seeing no requests to speak, Mayor Powell closed the public comment.

Motion was made by Mayor Powell to Receive Report. Hearing no objections, it was so ordered.

13. Status report on Construction Rules, Surety Bonds, and Construction Parking Permits (Community Development Director Thompson). [14-0371](#)
RECEIVE REPORT

Mayor Powell introduced Building Official Sal Kaddorah who presented a PowerPoint Presentation.

City Council discussion continued and Building Official Kaddorah and City Attorney Quinn Barrow responded to Councilmembers questions.

Mayor Powell opened the floor to public comment.

Seeing no requests to speak, Mayor Powell closed the public comment.

A motion was made by Mayor Pro Tem Burton, seconded by Councilmember Lesser, to direct the City Manager to report back in 120 days, reach out to Southern California League of Cities to see if there are any successful surety bond programs, return to City Council with any new suggested construction rules, and for the City Attorney to bring in language for mandatory mediation rules. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

14. Ordinance No. 14-0017 Amending and Restating Municipal Code Provisions Governing Nuisances and Nuisance Abatement Procedures (City Attorney Barrow). [ORD 14-0017](#)
WAIVE FURTHER READING, INTRODUCE ORDINANCE NO. 14-0017

Mayor Powell introduced City Attorney Quinn Barrow who gave a presentation on the new Ordinance.

City Attorney Barrow responded to City Council questions.

Mayor Powell opened the floor to public comment.

Seeing no requests to speak, Mayor Powell closed the floor to public comment.

City Attorney Barrow read the title of Ordinance No. 14-0017 into the record.

A motion was made by Mayor Pro Tem Burton, seconded by Councilmember Lesser, to waive further reading and introduce Ordinance No. 14-0017 Amending and Restating Municipal Code Provisions Governing Nuisances and Nuisance Abatement Procedures. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

O. ITEMS REMOVED FROM THE CONSENT CALENDAR

7. Ordinance No. 14-0020 Amending Chapter 4.108 of the Manhattan Beach Municipal Code (Vehicles for Hire) to Update the Requirements for Clean Air Vehicles (Finance Director Moe).

[ORD 14-0020](#)

WAIVE FURTHER READING; INTRODUCE ORDINANCE NO. 14-0020

Councilmember Lesser asked for clarification from City Attorney Barrow to explain the new ordinance document presented at tonight's meeting.

City Attorney Barrow responded to Councilmember Lesser's questions, stating that the version distributed at the meeting had format changes.

Mayor Powell opened the floor to public comment.

Seeing no requests to speak, Mayor Powell closed the public comment.

City Attorney Barrow read the title of the Ordinance No.14-0020 in to the record.

A motion was made by Councilmember Howorth, seconded by Mayor Pro Tem Burton, to waive further reading and introduce Ordinance No. 14-0020 Amending Chapter 4.108 of the Manhattan Beach Municipal Code (Vehicles for Hire) to Update the Requirements for Clean Air Vehicles. The motion passed by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

P. OPTIONAL ADDITIONAL PUBLIC COMMENTS ON NON-AGENDA ITEMS

None.

Q. OTHER COUNCIL BUSINESS, COMMITTEE AND TRAVEL REPORTS, FUTURE DISCUSSION ITEMS

Mayor Pro Tem Burton asked that a resolution be discussed so that the Hometown Fair would not be held on Yom Kippur.

City Attorney Quinn Barrow responded to City Council questions.

Mayor Pro Tem Burton asked to have agendized a Utility User Tax (UUT), and the Transient Occupancy Tax (TOT), along with the upcoming Stormwater Fund item.

City Manager Danaj clarified Mayor Pro Tem Burton's request and said that it would be possible.

Mayor Pro Tem Burton also requested information on how cases are being settled and achieving greater transparency.

Mayor Pro Tem Burton further requested that the blue Strand Alcove Benches be discussed.

City Manager Danaj confirmed that there will not be any more blue benches installed before there is City Council discussion.

Mayor Powell mentioned that the polystyrene cups that were banned had been used in the beer garden at the Old Hometown Fair, and asked that Environmental Programs Manager Sona Coffee reach out to organizations before another event.

R. RECEIVE AND FILE ITEMS

Mayor Powell opened the floor to public comments.

Seeing no requests to speak, Mayor Powell closed the public comments.

A motion was made by Mayor Pro Tem Burton, seconded by Councilmember Lesser, that Item Nos. 15-16 be received and filed. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

15. Financial Reports: [14-0473](#)
- a) Schedule of Demands: October 9, 2014
 - b) Investment Portfolio for the Month Ending September 30, 2014
 - c) Financial Reports for the Month Ending September 30, 2014
(Finance Director Moe).

RECEIVE AND FILE

This item was Received and Filed.

16. Commission Minutes: [14-0489](#)
- This item contains minutes of City Council subcommittees and other City commissions and committees which are presented to be Received and Filed by the City Council. Staff recommends that the City Council, by motion, take action to Receive and File the minutes of the:
- a) Cultural Arts Commission Meeting of September 9, 2014
(Parks and Recreation Director Leyman)

RECEIVE AND FILE

This item was Received and Filed.

S. ADJOURNMENT

At 11:05 PM the Regular City Council Meeting was adjourned to the Adjourned Regular Meeting at 6 PM November 6, 2014, in the City Council Chambers in said City.

Mayor Powell also mentioned that there is a Special Meeting at 10 AM on Thursday, November 6, 2014, in the City Council Chambers in said City and the City Council will then go to the Waste Management CORe Food Waste Diversion Facility at 2050 N Glassell Street, in Orange, CA.

Matthew Cuevas
Recording Secretary

Wayne Powell
Mayor

ATTEST:

Liza Tamura
City Clerk

City of Manhattan Beach

1400 Highland Avenue
Manhattan Beach, CA 90266



Meeting Minutes - Draft

Thursday, November 6, 2014

6:00 PM

Adjourned Regular Meeting

City Council Chambers

City Council

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

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A. PLEDGE TO THE FLAG

Assisstant City Manager Nadine Nader led the Pledge of Allegiance.

B. ROLL CALL

Present: 5 - Mayor Powell, Mayor Pro Tem Burton, Councilmember D'Errico, Councilmember Lesser and Councilmember Howorth

C. CERTIFICATION OF MEETING NOTICE AND AGENDA POSTING

City Clerk Liza Tamura confirmed that the meeting was properly posted.

D. PUBLIC COMMENTS ON NON-AGENDA ITEMS

None.

E. PUBLIC HEARING

1. Urban Land Institute Advisory Panel Pre-Engagement Items (Assistant City Manager Nader/Community Development Director Thompson). [14-0051](#)
REVIEW, DISCUSS, EDIT AND APPROVE THE SCOPING QUESTIONS AND THE STAKEHOLDER PROCESS AND LIST

Mayor Powell introduced City Manager Mark Danaj who gave a brief report on the Urban Land Institute (ULI).

City Manager Danaj then introduced the Vice-President of Advisory Services at ULI Thomas Eitler via teleconference. Vice-President Eitler spoke about the process and stated that he is here to answer questions from the City Council.

Mayor Powell opened the floor to public comment.

Kelly Stroman, Executive Director Downtown Business Association, wants to look at this in a very positive manner and would like to help with the process.

Tony Choueke, Manhattan Beach Property Owners (Commercial), stated that they are in the process of organizing property owners and they want to present their goals to ULI.

Jackie May, resident and home owner, thinks the downtown residents are very under represented and wants to be included in what happens.

Seeing no further requests to speak, Mayor Powell closed the public comment.

City Council discussion continued and City Manager Danaj and Community Development Director Richard Thompson responded to City Council questions.

Mayor Powell addressed the first step of selecting the compliment of stakeholders from :

Option 1

Public Officials/Staff - 15%

Downtown Business Owners - 20%

Downtown Property owners - 20%

Developers/Investors/Real Estate Brokers - 5%

Community Groups, Non-Profits, Neighborhood Associations & General Public - 40%

Option 2

Soliciting Applications with Council Review

It was unanimously decided to go with Option 1, with only one change that the last group of 40% Community Groups be changed to 35% and the remaining 5% to come from Downtown Residential Owners.

The next decision is the List of Draft Scoping Questions. After City Council discussion it was decided to change a few words in the scope of questions:

Scoping Questions

Vision

- 1. What specifically defines our small, quaint beach downtown character and how can the City maintain it?*
- 2. Describe your vision for the future of Downtown Manhattan Beach (20 years from now) in 4 sentences or less. Use descriptive adjectives.*

Market Potential

- 3. How do you see the current ratio of chain to local retail and what is a good mix of chain to local retail in the future?*
- 4. What are the pros and cons of restricting certain types of uses at the street level to ensure a quality retail experience?*
- 5. What type of business should we be retaining and/or attracting for our downtown, and what are the best methods to do that?*

Development Strategies

- 6. Provide examples of streetscape designs that should be implemented downtown? What elements need to be addressed/improved?*
- 7. What are the pros and cons of having prescribed design guidelines implemented in the overall development of downtown construction?*
- 8. How best should the community pursue effective public-private partnerships to revitalize and manage the downtown?*

Implementation

- 9. What type of parking strategies should we implement Downtown?*
- 10. What is the action plan/implementation plan with a critical path(s) forward for the above questions?*

Mayor Powell then focused on the stakeholders list with the following changes.:

Public Officials/Staff

Approximately two members from each of the Boards and Commissions

City Staff - 3-5 such as City Manager, Community Development Director, Planning Manager

*Downtown and other Business Affiliations
Add Realtors (Those with businesses in the community)*

*Realtors/Developer Organizations
ADD: Architect Groups*

*Neighborhood and Service Associations
Change Arts Manhattan to Art Avenue
ADD: Boy Scout Troops 849 and 713
ADD: Amigos Unidos
ADD: Friends of Local Artist (FOLA)
ADD: 10k Committee
ADD: Manhattan Beach Botanical Gardens
ADD: League of Women Voters
Delete Elks BPOE #1378
Delete Newcomers to the Beach*

*Education Organizations
ADD: American Martyrs School*

*Environmental Organizations
ADD: Surf Rider South Bay Chapter
ADD: Sustainable and Green Environment (SAGE)*

*Faith Organizations
ADD: Manhattan Beach Community Church*

City Manager Danaj summarized the changes and stated that Staff would make the best administrative effort to insure the geographic and demographic diversity of the City.

Mayor Pro Tem Burton also added that if Staff thinks of anything the City Council omitted, to add them.

Responding to City Council questions, Assistant City Manager Nader reported that the next step will be the notice in the paper and the targeted outreach will begin.

F. OTHER COUNCIL BUSINESS, COMMITTEE AND TRAVEL REPORTS, FUTURE DISCUSSION ITEMS

None.

G. ADJOURNMENT

At 7:22 PM the Adjourned Regular City Council Meeting was adjourned to the 6:00 PM Regular City Council Meeting on Tuesday, November 18, 2014, in the City Council Chambers in said City.

Matthew Cuevas
Recording Secretary

Wayne Powell
Mayor

ATTEST:

Liza Tamura
City Clerk

City of Manhattan Beach

1400 Highland Avenue
Manhattan Beach, CA 90266



Meeting Minutes - Draft

Tuesday, November 18, 2014

6:00 PM

Regular Meeting

City Council Chambers

City Council

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

PLEASE NOTE THAT THE CITY ARCHIVES THE VIDEO RECORDINGS OF ALL REGULAR CITY COUNCIL MEETINGS AND THE VIDEO FOR THIS MEETING IS HEREBY INCORPORATED BY THIS REFERENCE. FOR A COMPLETE RECORD OF THIS CITY COUNCIL MEETING, GO TO www.citymb.info/city-officials/city-clerk/city-council-meetings-agendas-and-minutes

A. PLEDGE TO THE FLAG

Sarah Fry led the Pledge of Allegiance.

B. NATIONAL ANTHEM

Ryan Koch and Joseph Olivas, tuba players from Manhattan Beach Middle School, played the National Anthem.

C. ROLL CALL

Present: 5 - Mayor Powell, Mayor Pro Tem Burton, Councilmember D'Errico, Councilmember Lesser and Councilmember Howorth

D. CERTIFICATION OF MEETING NOTICE AND AGENDA POSTING

E. APPROVAL OF AGENDA AND WAIVER OF FULL READING OF ORDINANCES

A motion was made by Mayor Pro Tem Burton, seconded by Councilmember Howorth, to approve the agenda and waive full reading of ordinances. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

F. CEREMONIAL CALENDAR

1. Presentation of a Commendation to Community Development Director Richard Thompson in Recognition of his Dedicated Service to the City of Manhattan Beach. [14-0494](#)

PRESENT

Mayor Powell, on behalf of the City Council, presented a Commendation to retiring Community Development Director Richard Thompson, for his nineteen years of service to the City of Manhattan Beach.

2. Recognition of Manhattan Beach Community Emergency Response Team (CERT) Emergency Medical Response (EMR) Callout Team Members. [14-0443](#)

PRESENT

Mayor Powell introduced the President of the Community Emergency Response Team (CERT) George Butts and Emergency Medical Technician Arthur Herring who

gave a brief description of the CERT Program.

Mayor Powell, on behalf of the City Council, presented the "I ♥ MB Award" to the CERT members in recognition of their service to the Community, to: Arthur Herring, Jeanne Hendricks, Mark Lipps, Mervis Reissig, Christopher Richardson, Linda Sanders, Dennis Takahashi, Robert Waldron, Paul Williams, Wasi Ahmed Yousaf and two members unable to attend Nancy Carlson and Chelsea Leyshock.

3. Presentation of a Proclamation Declaring November 20, 2014, as the Great American Smokeout Day.

[14-0513](#)

PRESENT

Mayor Powell, on behalf of the City Council, presented a Proclamation declaring November 20, 2014, as the "Great American Smokeout Day" to Public Works Director Tony Olmos who provided a summary of the Breathe Free Program (a city-wide comprehensive smoking ban).

G. CITY MANAGER REPORT

City Manager Mark Danaj read his information memo regarding his decision not to fill the four recently created positions. The memo is posted on the City website and has been distributed through other media channels.

H. CITY ATTORNEY REPORT

None.

I. CITY COUNCIL ANNOUNCEMENTS AND REPORTS

Mayor Pro Tem Burton announced that the Manhattan Beach Chamber of Commerce is launching its "Young Entrepreneur's Program" at the Manhattan Beach Middle School and High School and applications are due December 1, 2014.

Mayor Powell reported that the "25th Downtown Open House and Pier Lighting" will be Wednesday evening November 19, 2014. Mayor Powell will "flip the switch" to light the Pier and he will be assisted by Annica, a first grade student at Pennekamp Elementary School. He further added that the "Dine and Discover Lunch" will be on Thursday, November, 20, 2014, at the Joslyn Community Center and the topic for discussion will be "Dial-A-Ride and Transportation Around Manhattan Beach".

J. COMMUNITY ANNOUNCEMENTS REGARDING UPCOMING EVENTS

At 6:36 PM the video portion of the meeting resumed.

Patrick McBride, Senior Advisory Committee, announced that on December 6, 2014, there will be an intergenerational event at the Joslyn Community Center from 9 AM to 12 PM.

Mayor Powell complimented Councilmember Lesser for his Centennial Historical Outlook Presentation (during the Centennial) and recommended the books of Jan Dennis to learn more about the history of Manhattan Beach.

Peter F. Gmitter, on behalf of Patricia Jones, Director of the PS I Love You Foundation, reported the annual collection for the Holiday Toy Drive on the southeast corner of Manhattan Ave and Manhattan Beach Boulevard.

Don Gould, Manhattan Beach Library, reported upcoming library events.

K. PUBLIC COMMENT ON NON-AGENDA ITEMS

Mayor Powell opened the floor for public comment.

Vicky Neuman, applauds the Manhattan Village Mall new proposal being placed on the website and made public. She feels disappointed that the developer has resurfaced and asked the City for such swift action. She spoke about the new deal from Duetsche Bank and its relation to Fry's electronics' staying or moving. Expressed concern regarding Phase One completion due to parking issues. Believes that the December 2nd Council Meeting could potentially be a challenge due to the holiday, making it difficult for resident input.

Mayor Powell noted Community Development Director Richard Thompson will be coming back on December 2, 2014, for the City Council Meeting.

Adam Goldston, resident, spoke about this past weekend and a group swimming in the ocean. Spoke about a great white shark they saw in the water with them while swimming. Spoke about the minutes of the Aug 12, 2014, City Council minutes and how the City Council asked staff to look at a potential Marine Protection Area/Act designation and also an allocation of funds for working with Heal the Bay and their program to assist with education and fishing on the pier, and is asking for a follow up on those items. Offered to assist in any way even if its in a study council to look into opportunity a little deeper.

Mayor Powell gave an update about the Shark Presentation with Professor Chris Lowe from California State University Long Beach and the Heal the Bay presentation. The Mayor asked the City Manager for an update about the items that were mentioned.

City Manager Mark Danaj stated he will have an update with Coastal Commission and other coordination with the state in January.

Craig Cadwalder, Resident, Chair of the Surfrider Foundation Southbay Chapter, and Co-chair of the Community Choice Power in the South Bay Group, spoke in favor of the previous speaker and the shark. Spoke about the community choice aggregation study from today in Hermosa. There were no comments on public opposition at all. Next steps to meet with Carson, Inglewood and Hawthorne. Moving forward with the projects and he appreciate city's support.

Councilmember Burton asked if there is a videotape available of today's presentation?

Craig replied, yes there is.

Mark Neuman, resident/business owner, spoke about the Manhattan Village Mall. Provided a brief background/history of the Manhattan Village Mall project. Spoke about Nov. 5 and not having heard from REEFF and finally was contacted by someone from Duetsche Bank and Joe Saunders. Spoke about the meeting with the Deutsche Bank representatives and their architect. His been trying to work with large bank, 169 days last time he heard from them.

Marie Calmy, resident, thanked Richard Thompson for his service. Has no interest about mall project but is happy to see revised proposal on the Dec 2, 2014, agenda

for the Manhattan Village Mall. Looks forward to Council's timely attention to the matter.

Jan Dennis, resident, introduced Tim McGuire and his proposal to save the George Peck Home.

Tim McGuire, resident, asking for Council's help to save the George Peck home which was recently sold. Believes we need to preserve the Peck home and proposing we move the home to Bruce's Beach. Provided some preliminary figures for the move and potential grant money from Chevron. Concluded with the Historical Society's Mission Statement.

Mayor Powell explained we can't take action tonight because of Brown Act but later in meeting we can speak about the issue and agendize it for a future meeting.

Arpad Pallai, resident, spoke about the four new positions and the cost.

Mayor Powell, explained that those positions are being postponed and the info is on the city website and was provided earlier during the City Manager update.

Arpad Pallai, resident, asked if he could continue his speech. Mr. Pallai proceeded about the positions and didn't feel the City needed those positions and that City staff can perform functions with current or even reduced staff levels. Asked Council to take care of taxpayers of Manhattan Beach.

Mayor Wayne Powell seeing no further comment, closed comment period.

L. CONSENT CALENDAR

Item No. 6 was pulled by Nick Sammadi.

A motion was made by Councilmember Howorth, seconded by Mayor Pro Tem Burton, to approve the Consent Calendar Items No. 4-13 with the exception of Item No. 6 and to allow the speaker to speak on this item after the vote. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

4. Final Payment in the Net Amount of \$50,112.98 to Nobest, Inc., for the Section 2 Concrete Repair and Miscellaneous Slurry Project; Formally Accept the Section 2 Concrete Repair and Miscellaneous Slurry Project As Complete; Authorize Filing of the Appropriate Notice of Completion and Release Retention in the Amount of \$56,931.19 (Public Works Director Olmos). [14-0382](#)

APPROVE

The recommendation for this item was approved on the Consent Calendar.

5. Purchase of One Stormwater and Wastewater Pipeline Closed Circuit Television (CCTV) Camera from Atlantic Machinery, Inc. in the Amount of \$79,167 (Public Works Director Olmos). [14-0501](#)

APPROVE

The recommendation for this item was approved on the Consent Calendar.

6. Approval of Plans and Specifications for the City Yard Cover Project, [CON 14-0053](#)
Reject the Low Bid and Award a Construction Contract to Creative Home, Inc. DBA CHI Construction (\$672,262) for the City Yard Cover Project, and Award a Professional Engineering Services Contract to Hamilton and Associates, Inc. (\$113,351) for Construction Inspection Services (Public Works Director Olmos).

APPROVE

Item No. 6 was taken out of order and heard after the Consent Calendar vote.

7. Amendment No. 2 to Agreement with Community Works Design Group [CON 14-0054](#)
for Additional Design Services for the Strand Stairs Rehabilitation Project (Public Works Director Olmos).

APPROVE

The recommendation for this item was approved on the Consent Calendar.

8. Amendment No. 6 to the South Bay Workforce Investment Board Joint [CON 14-0055](#)
Exercise Agreement (Assistant City Manager Nader/City Clerk Tamura).

APPROVE

The recommendation for this item was approved on the Consent Calendar.

9. Award Contract to General Pump Company, Inc. to Provide Chemical [CON 14-0056](#)
Treatment and Mechanical Well Head Reconditioning of Well 11A; Appropriation of \$122,738 from the Water Fund Available Fund Balance (Public Works Director Olmos).

APPROVE AND APPROPRIATE

The recommendation for this item was approved on the Consent Calendar.

10. Ordinance No. 14-0017 Amending and Restating Municipal Code [ORD 14-0017](#)
Provisions Governing Nuisances and Nuisance Abatement Procedures (City Attorney Barrow).

ADOPT ORDINANCE NO. 14-0017

The recommendation for this item was approved on the Consent Calendar.

11. Adopt Ordinance No. 14-0020 Amending Chapter 4.108 of the [ORD 14-0020](#)
Manhattan Beach Municipal Code (Vehicles for Hire) to Update the Requirements for Clean Air Vehicles (Finance Director Moe).

ADOPT ORDINANCE NO. 14-0020

The recommendation for this item was approved on the Consent Calendar.

12. Reject all Bids for the Strand Stairs Rehabilitation Project; Reject all [14-0497](#)
Bids for the Strand Wall Repair and Enhancement Project (Public Works Director Olmos).

APPROVE

The recommendation for this item was approved on the Consent Calendar.

13. Minutes: [14-0345](#)

This item contains action minutes of City Council meetings which are presented for approval. Staff recommends that the City Council, by motion, take action to approve the action minutes of the:

- a) City Council Regular Meeting of October 21, 2014
- b) Special City Council Meeting of November 6, 2014
(City Clerk Tamura).

APPROVE

The recommendation for this item was approved on the Consent Calendar.

The following item was taken out of order.

O. ITEMS REMOVED FROM THE CONSENT CALENDAR

6. Approval of Plans and Specifications for the City Yard Cover Project, [CON 14-0053](#)
Reject the Low Bid and Award a Construction Contract to Creative Home, Inc. DBA CHI Construction (\$672,262) for the City Yard Cover Project, and Award a Professional Engineering Services Contract to Hamilton and Associates, Inc. (\$113,351) for Construction Inspection Services (Public Works Director Olmos).

APPROVE

This item was taken out of order.

Nick Sammadis, contractor, spoke about receiving a rejection letter for the City Yard Cover Project.

Public Works Director Tony Olmos responded to the speakers questions.

City Attorney Quinn Barrow responded to City Council questions.

Mayor Powell opened the floor to public comment.

Seeing no requests to speak, Mayor Powell closed the floor to public comment.

A motion was made by Mayor Pro Tem Burton, seconded by Councilmember Howorth, to approve the staff recommendation for this item to reject the Low Bid and Award a Construction Contract to Creative Home, Inc. DBA CHI Construction (\$672,262) for the City yard Cover Project and Award a Professional Engineering Services Contract to Hamilton and Associates, Inc. (\$113,351) for Construction Inspection Services. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

M. PUBLIC HEARINGS

None.

N. GENERAL BUSINESS

14. Consideration of the Parking and Public Improvement Commission's recommendation to uphold an Encroachment Permit Appeal and allow a private water fountain feature in the public Right-of-Way to remain - 130 41st Street (Community Development Director Thompson). [14-0451](#)

DENY APPEAL

Mayor Powell asked if the applicant was present. Mayor Powell confirmed that the applicant was not present and asked the other Councilmembers if they would like to continue the item out of fairness and due process.

A motion was made by Mayor Pro Tem Burton, seconded by Councilmember Lesser, that this item be continued to a future meeting and to direct Staff to contact the appellant to set up a date. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

15. Update on On-Line Civic Engagement Tools and Social Media [14-0500](#)
(Continued from the November 19, 2013 and February 18, 2014 City Council Meetings) (Finance Director Moe).

RECEIVE REPORT

Mayor Powell introduced Information Systems Manager, Leilani Emnace who presented a PowerPoint Presentation.

Information Systems Manager Emnace, Finance Director Bruce Moe and City Manager Mark Danaj responded to City Council questions.

Mayor Powell opened the floor to public comment.

Seeing no requests to speak, Mayor Powell closed the floor to public comment.

Lengthy discussion continued with all Councilmembers and City Manager Danaj regarding e-civic engagement and social media policies. Many suggestions were presented to Staff and they will return with more options in the future.

Councilmember Lesser requested that the next time the item comes back to include some of the first amendment parameters.

A motion was made by Councilmember Howorth, seconded by Councilmember Lesser, that this item be Received and Filed and to allow the City Manager to experiment and go forth with his ideas, not subject to the budget. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

P. OPTIONAL ADDITIONAL PUBLIC COMMENTS ON NON-AGENDA ITEMS

None.

Q. OTHER COUNCIL BUSINESS, COMMITTEE AND TRAVEL REPORTS, FUTURE DISCUSSION ITEMS

Mayor Powell stated that he would like to see for future discussion a policy on the use of drones for flying and safety. Hermosa Beach has a policy, but the FAA said they will not have any regulations until 2016. Mayor Powell added that he would like the City Attorney to report back soon.

Mayor Powell and Councilmember Howorth commented that the City Council needs to address the George Peck residence, and possibly moving it to Bruce's Beach. Councilmember Lesser asked about including the possibilities of alternative locations like Polliwog Park. Mayor Pro Tem Burton said Staff should contact Jan Dennis and Tim McGuire because it seems to be a time sensitive issue.

Mayor Pro Tem Burton asked about the upcoming Stormwater presentation and wants to include Utility User Tax (UUT) and the Transient Occupancy Tax (TOT) with this discussion. City Manager Danaj confirmed these items would be together and the date is being determined.

R. RECEIVE AND FILE ITEMS

Mayor Powell opened the floor to public comment.

Seeing no requests to speak, Mayor Powell closed the public comment.

A motion was made by Councilmember Howorth, seconded by Mayor Powell, that this item be Received and Filed. The motion carried by the following vote:

Aye: 5 - Powell, Burton, D'Errico, Lesser and Howorth

16. Financial Reports: [14-0490](#)
Schedule of Demands: October 23, 2014 (Finance Director Moe).
RECEIVE AND FILE

This item was Recived and Filed.

S. ADJOURNMENT

At 8:34 PM Mayor Powell adjourned the Regular City Council Meeting to the 5 PM Adjourned Regular City Council Meeting to be followed by the 6 PM Regular City Council Meeting on Tuesday, December 2, 2014, to be held in the City Council Chambers in said City.

Matthew Cuevas
Recording Secretary

Wayne Powell
Mayor

ATTEST:

Liza Tamura
City Clerk

Agenda Date: 12/2/2014

TO:

Honorable Mayor Powell and Members of the City Council

THROUGH:

Mark Danaj, City Manager

FROM:

Liza Tamura, City Clerk

SUBJECT:

South Bay Cities Council of Government (SBCCOG) Annual Work Program - Successful Collaborations and Plans for 2014-2015 (City Clerk Tamura).

RECEIVE REPORT - 5 MINUTES

RECOMMENDATION:

Staff recommends that City Council receive the report.

FISCAL IMPLICATIONS:

None.

BACKGROUND:

In 1994 the South Bay Cities Association formally became a Council of Governments by establishing a legal Joint Powers Agreement (JPA). Today, the South Bay Cities Council of Governments (SBCCOG) is a joint powers authority of 16 cities and the County of Los Angeles that share the goal of maximizing the quality of life and productivity of our area. The mission of the SBCCOG is to provide a leadership forum for South Bay local governments to act collaboratively.

DISCUSSION:

Every year in April, the Board of Directors receives a presentation on the Annual Work Program and Priorities for the coming year for their review and comment. The work program includes issues such as public transportation, energy, sustainability, livable communities, geographic information systems (GIS), legislation, economic development, regional planning, carbon emission reductions and city infrastructure.

City Council will be presented with the Annual Work Program and Priorities for 2014-2015. This report will summarize collaborative efforts involving: Advocacy Areas, Energy Efficiency, Partnership Incentives, Water Conservation, Climate Action Planning, Transportation,

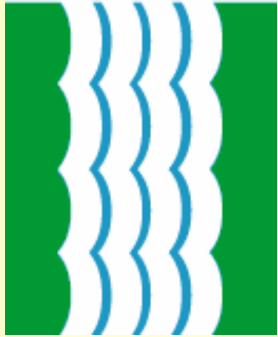
Electric Vehicles, South Bay Sustainability Strategy, Workshops and Training, and Networking.

CONCLUSION:

Staff recommends that City Council receive the report.

Attachment:

1. SBCCOG Work Program 2014-2015 Presentation



SOUTH BAY CITIES
COUNCIL OF GOVERNMENTS

ANNUAL WORK PROGRAM – Successful Collaborations & Plans for 2014-2015

Mission

Provide a leadership forum for South Bay local governments to act collaboratively and advocate for regional issues with a focus on improving transportation and the environment, and strengthening economic development.

Vision

The South Bay region is environmentally sustainable, with reduced congestion and a healthy economy, due to the local government collaborations and advocacy facilitated and supported by SBCCOG.



Guiding Principles

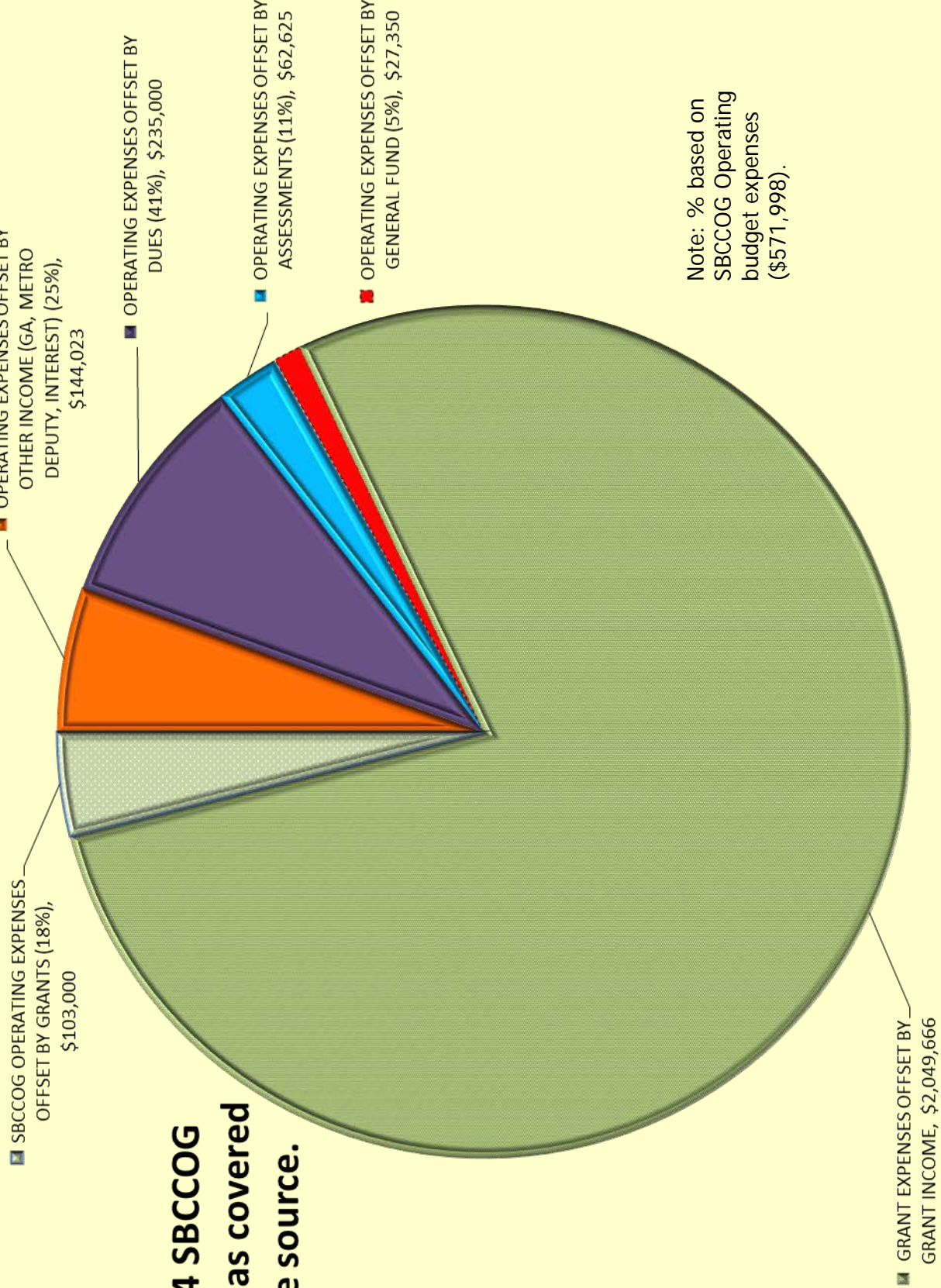
The SBCCOG shall:

- Promote cooperation among member agencies in the discussion of issues of mutual interest.
- Act collaboratively on programs or activities that can be better accomplished collectively than by any one jurisdiction.
- Acknowledge each jurisdiction's independence while advocating for the South Bay with one voice.
- Support member proposals that further the mission, vision and goals of SBCCOG.
- Identify challenges and opportunities that transcend jurisdictional boundaries.
- Seek solutions to issues of common concern without duplicating or harming other agencies' efforts.
- Represent the interests of the South Bay with other governing bodies and organizations.
- Seek resources from county, regional, state and federal agencies that will benefit the South Bay.

3 Areas of Success

- Protect South Bay interests
- Provide cost effective programs that save cities money now and in the future
- Leverage the dues with outside funding – raising 10 times the amount of funds from dues

2013-2014 SBCCOG Expenses as Covered by Income Source



Note: % based on SBCCOG Operating budget expenses (\$571,998).

2013-2014 SBCCOG Expenses as covered by income source.



Protect South Bay Interests

- Negotiated With Utility Partners
 - Assured policies & actions are fair to cities
- Monitored SCAG, Metro policies
 - Advanced city sustainability programs without compromising city authority
- Lobbied PUC
 - Putting spotlight on South Bay infrastructure reliability problems
- Prevented SBHP program from paying for \$100 million Crenshaw Rail Project overrun

Collaborations- Advocacy Areas

- Save So Cal ROC
- Legislation
- Rail lines – Green, Crenshaw, Airport Connector
- Alternate transportation modes
- Harbor Gateway Transit Center
- Congestion Reduction program (toll lanes)
- Goods movement issues
- Congestion Mitigation Fee program
- Cap and Trade



Collaborations – Energy Efficiency

■ Current Programs

- Energy audits & advice
- City Trainings and Energy Efficiency Management Information Systems (EEMIS grant totaling \$1,009,480)
- Energy Action Plans (required for ELP)
- Energy Leader Program - 3 Platinum cities
- Holiday light exchange
- Municipal Direct Install
- Quarterly At A Glance for each city to monitor energy efficiency

■ 2014-2015

- Seeking funding for:
 - Additional work with EEMIS
 - Green Building Challenge

At-A-Glance for All South Bay Cities

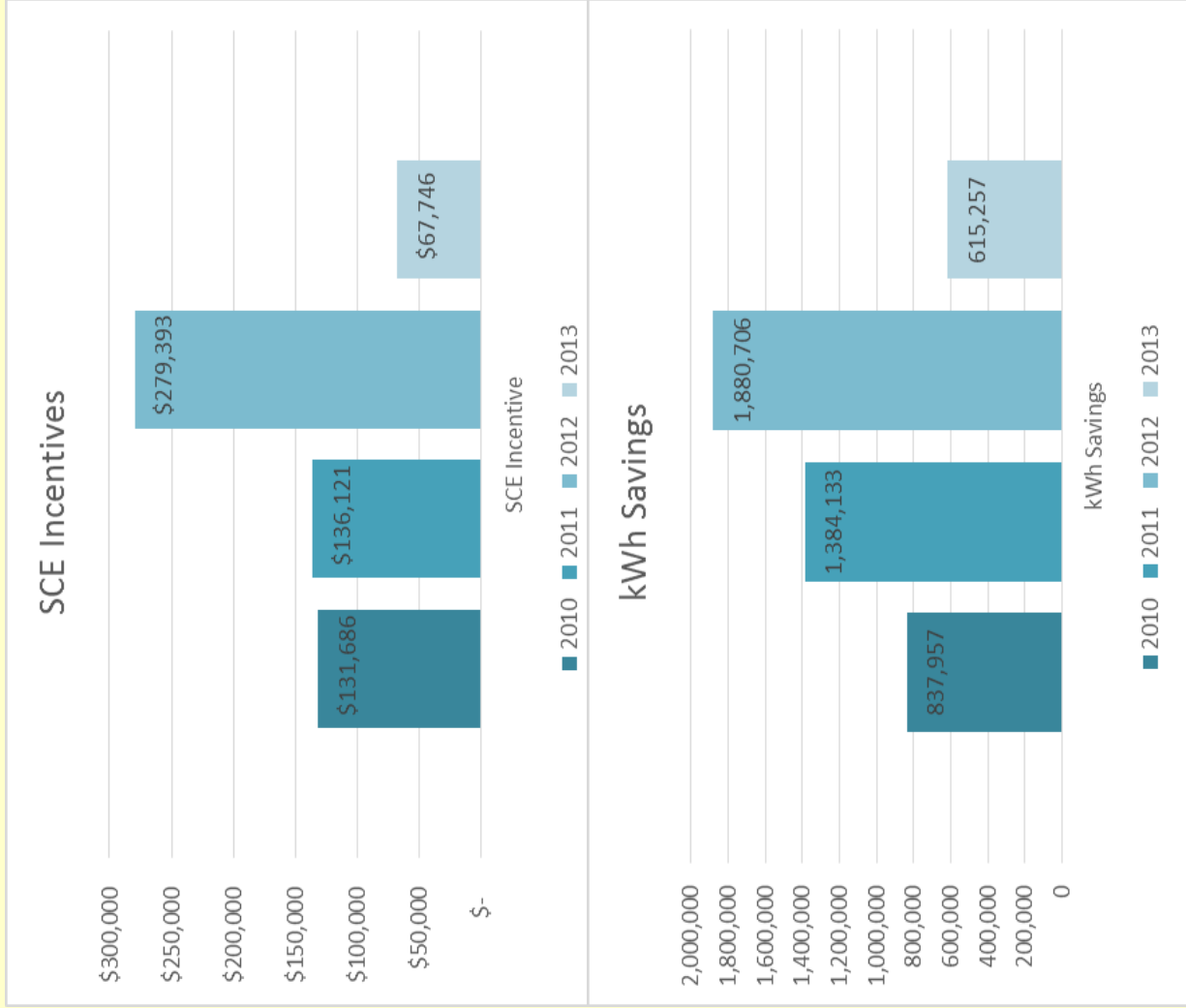
Total Annual Energy Use – All SBC Municipal Facilities ¹		
Electricity = 89,840,861 kWh	Natural Gas = 1,109,759 therms	Cost = \$15,506,713

What's Been Done Since January 2010

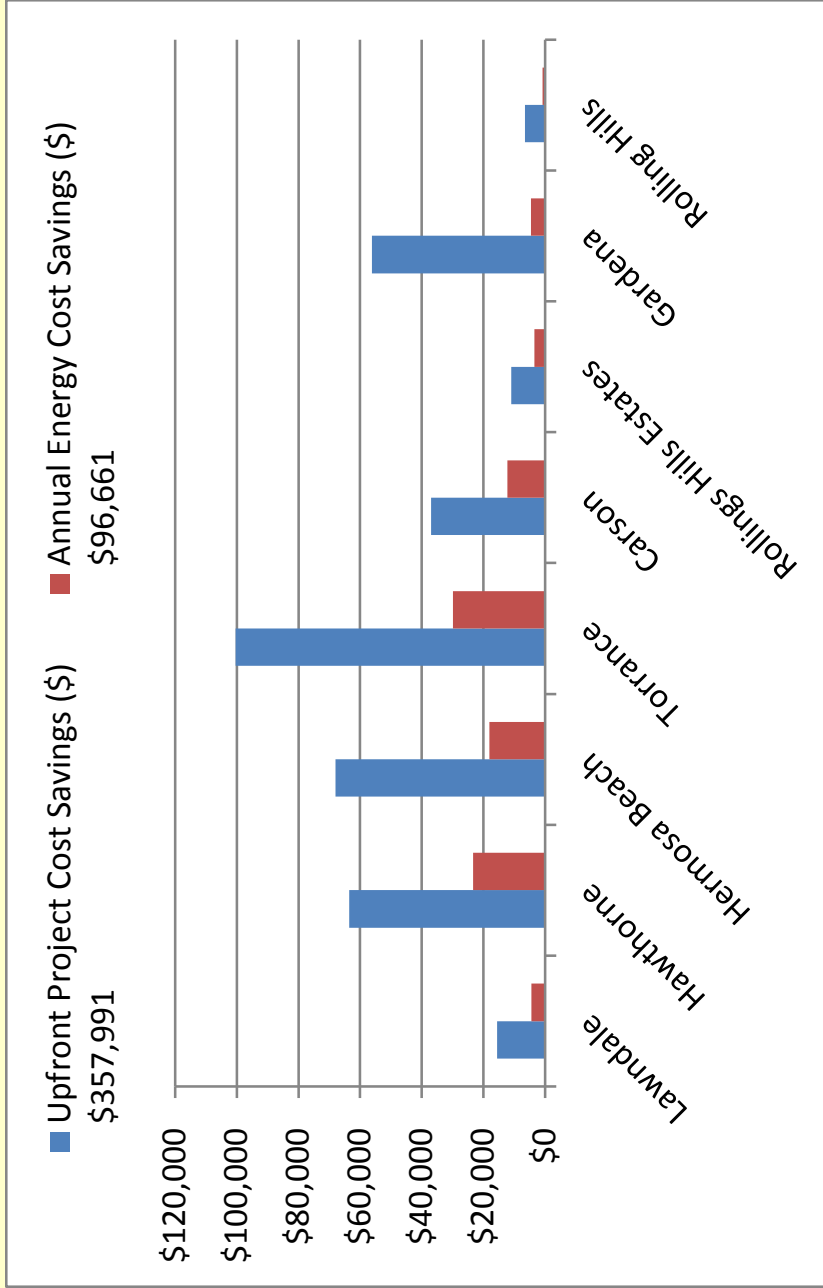
Energy Saving Projects	Electric Savings Annual kWh	Natural Gas Savings Annual Therms	Incentive Cash to General Fund ²	Energy Cost Savings Annual ³	Annual GHG Emissions Reduction ⁴
Completed ✓	5,254,067	9,695	\$989,627	\$715,555	4,192
In-Progress ⚑	1,380,451	975	\$197,690	\$191,621	1,071
Planned 📅	549,767	0	\$106,890	\$66,749	424
Identified 👁	12,622,313	0	\$2,568,772	\$2,202,569	9,741

1. Based on 2010 utility data.
2. One-time utility incentives earned and placed directly into general fund. Values include gas & electric. SCE Direct Install project cost savings included.
3. Annual energy savings based on achieving Title 24 standards. Actual savings could be higher. Values include gas & electric.
4. Tons CO2 Emissions.

Partnership Incentives Received & kWh Saved From 2010-Present



Municipal Direct Installation



- El Segundo, Inglewood, Palos Verdes Estates, Redondo Beach in process
- Manhattan Beach – interested in other types of projects not offered through this program
- Rancho Palos Verdes weighing benefits of install vs. energy leader program
- Lomita has no qualifying projects

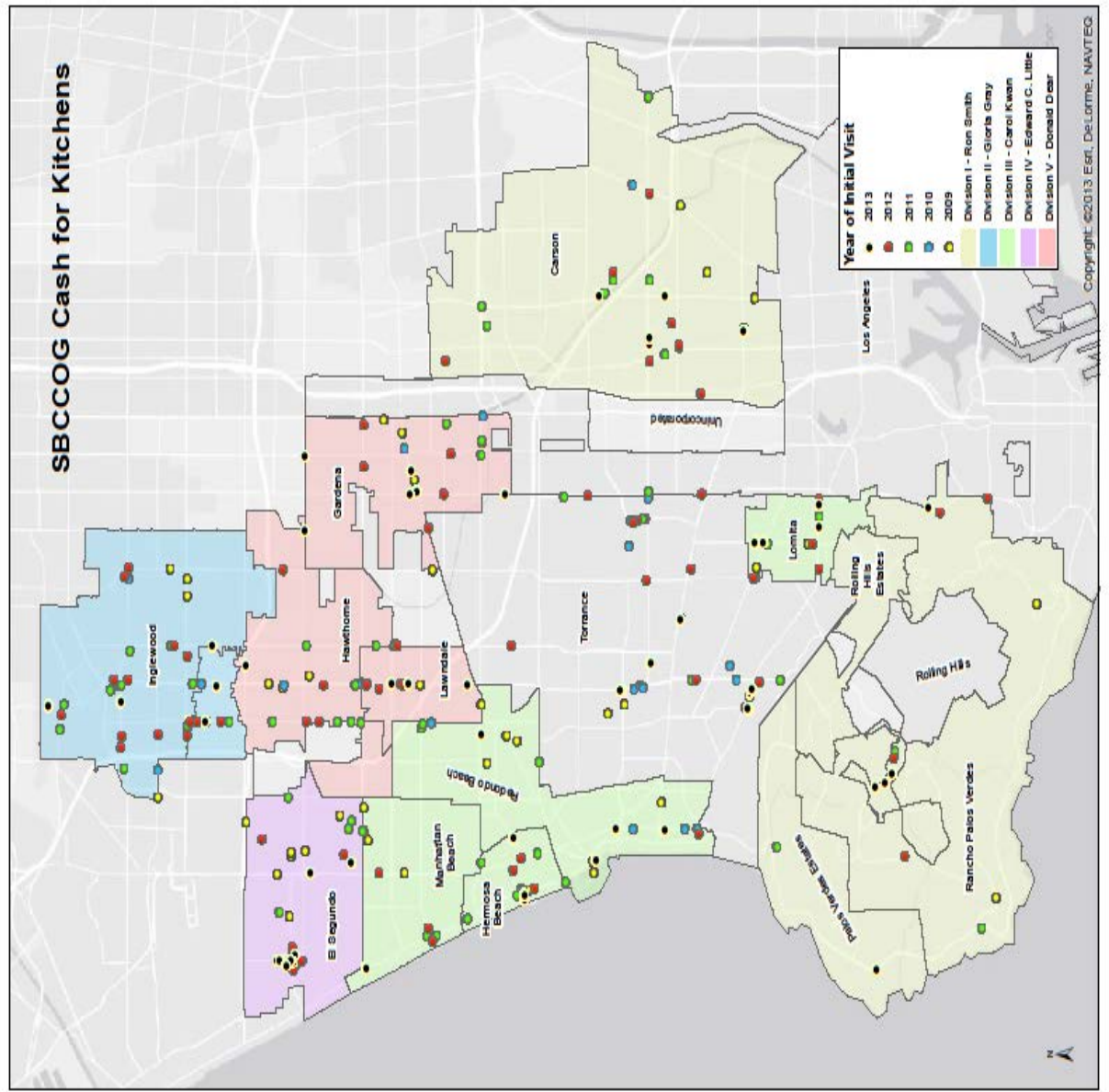


Collaborations – Water Conservation

- **Current Programs**
 - Cash for Kitchens (total # of kitchens 125)
 - California Friendly Landscape Trainings (total # of workshops 10)
 - High Efficiency Toilet Exchange (total number of events 6)
 - Education – Water Reliability 2020 (total # of presentations 25)
 - Water Leak Detection (4 cities – El Segundo, Inglewood, Lomita, Manhattan Beach grant totaling \$408,508)

- **2014-2015**
 - No new initiatives

Cash for Kitchens map



Collaborations – Climate Action Planning

- Current Program
 - Energy Efficiency Climate Action Plan (EECAP)
 - Inventory updates
 - Strategy Development
 - City Working Group

- 2014 – 2015
 - Pending grant application with Strategic Growth Council to complete the CAPs



Collaborations- Transportation

- **Current Program**
- **Measure R Highway Program**
 - Projects completed totaling \$3,775,000 in El Segundo, Gardena & Torrance
- **Vanpool formation**
- **2014 - 2015**
- **Funding being sought:**
 - Metro's Commute Services promotion
 - Virtual Transportation Management Organization Implementation
 - Metro Mobility Matrix for the South Bay

Measure R South Bay Highway Program - Completed Projects

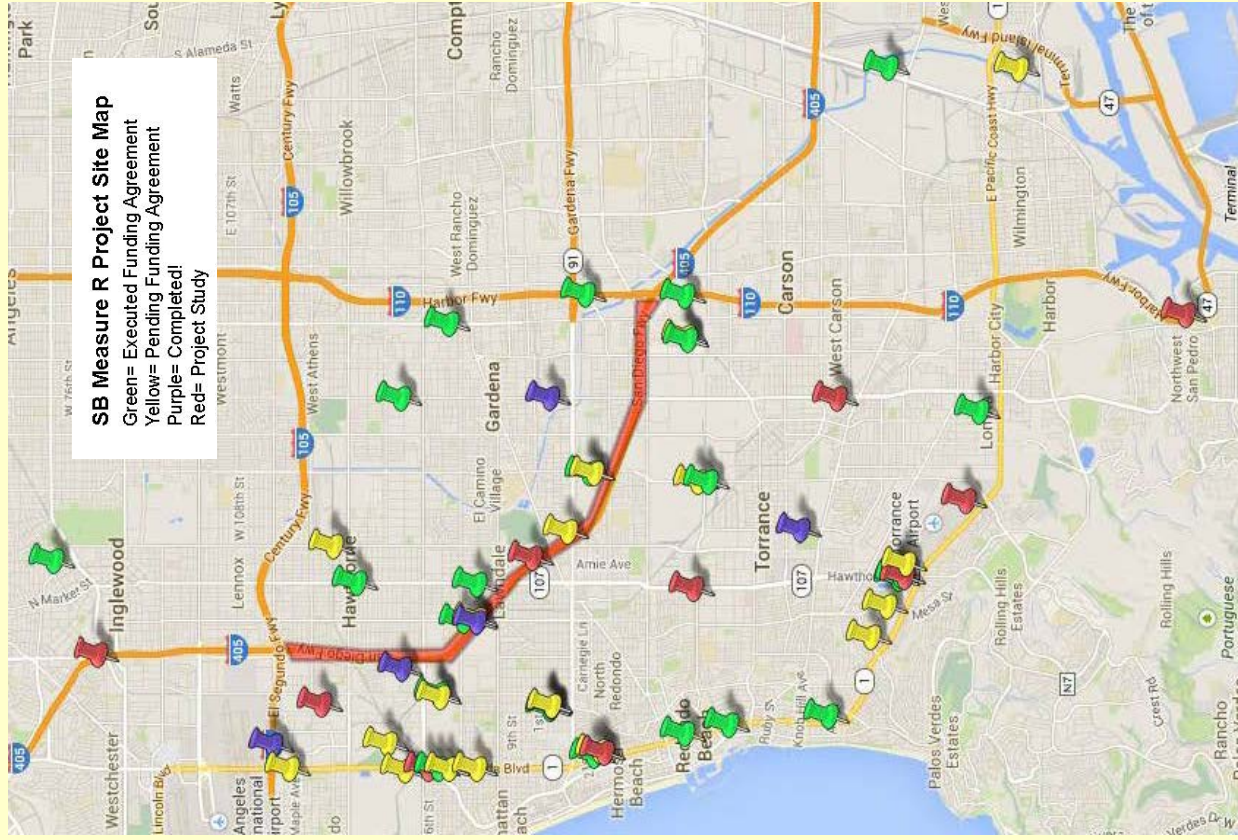
<u>City</u>	<u>Number</u>	<u>Measure R Cost</u>
El Segundo	1	\$2.5 million
Gardena	1	\$675,000
Hawthorne	1	\$2.1 million
Redondo Beach	2	\$55,000
<u>Torrance</u>	<u>1</u>	<u>\$600,000</u>
TOTAL	6*	\$5.750 million

***Since 2012**

2013-2015 Measure R SBHP Program

<u>Lead Agency</u>	<u>FY 2013-14</u>	<u>FY 2014-15</u>
■ Carson	\$0	\$0
■ El Segundo	\$0	\$900,000
■ Gardena	\$7.2 million	\$0
■ Hawthorne	\$4.1 million	\$1.2 million
■ Hermosa Beach	\$468,000	\$0
■ Inglewood	\$50,000	\$0
■ Lawndale	\$0	\$2.2 million
■ Lomita	\$150,000	\$790,000
■ Los Angeles City	\$1.1 million	\$0
■ Los Angeles County	\$900,000	\$0
■ Manhattan Beach	\$4.8 million	\$0
■ Redondo Beach	\$125,000	\$188,000
■ Torrance	\$13.9 million	\$25.1 million

Measure R South Bay Highway Program Project Site Map as of April 2014

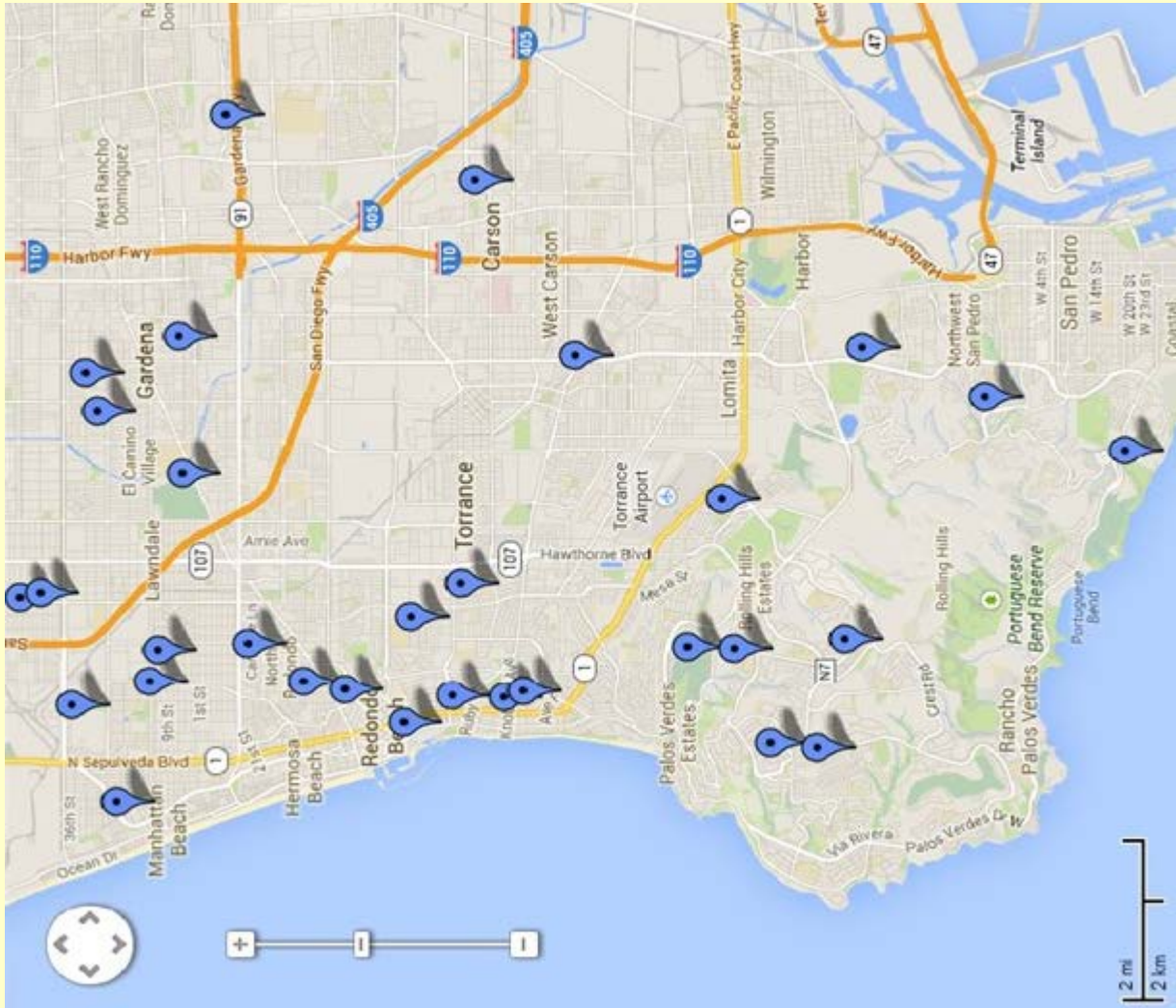


Collaborations – Electric Vehicles

- Current Programs
 - BEV – Drive the Future
 - PEV Readiness Assessment – complete

- 2014 – 2015
 - Seeking additional funding for:
 - PEV Readiness Implementation Program
 - NEV Large Scale Project
 - NEV Demonstration Project with Non-Profit

BEV Participants



Collaborations – S. B. Sustainable Strategy

- Current
 - Grant application assistance and technical advice
 - Hawthorne
 - Hermosa Beach
 - Inglewood
- 2014 – 2015
 - Respond to City Requests



Collaborations – Workshops & Training

- Current Programs
 - 11 workshops on Energy Efficiency
 - Quarterly Legislative Briefings
 - General Assembly

- 2014 – 2015
 - No new initiatives

Collaborations – Networking

Working Groups

- City Managers
- Planning Directors
- Parks & Recreation Directors
- Infrastructure (Public Works Directors)
- Livable Communities (senior planning staff)
- GIS
- Economic Development Roundtable
- Senior Services
- Social Media

City Staff Testimonials

“I’m thankful that the South Bay Cities COG has so many beneficial programs that are geared to help City staff identify and develop projects. I also enjoy attending the free informational trainings and workshops that they offer.”

Reata Kulcsar,
City of Carson



City Staff Testimonials

“The Climate Action Planning work that the SBCCOG is doing will really help Rolling Hills Estates as we revise our General Plan and other documents. The SBCCOG is saving our city staff time and providing us with important work products.”

Niki Wetzel,
City of Rolling
Hills Estates



City Staff Testimonials

“Many thanks for the SBCCOG’s efforts in helping us to achieve the next and final level in the Energy Leader Program. We applaud the COG staff’s commitment and hard work in working with the cities toward attaining energy goals for the region.”

**Nasser
Abbaszadeh,
City of Lawndale**



City Staff Testimonials

“The SBCCOG has been working with our city by assisting with criteria to meet the Energy Leader Program levels and has been helpful in identifying energy efficiency projects in our city. SBCCOG staff is always ready to help with regard to the Energy Leader Program and Energy Action Planning. We are so pleased to have reached the Platinum level!”

Sona Kalapura
Coffee, City of
Manhattan Beach



Collaborations – Outside Partnerships

- SCAG – Policy Committees & Subregional Coordinators & Executive Directors
- Metro - Sustainability & Highway Advisory Committees
- AQMD – AQMP Advisory Committee
- LARC – Los Angeles Regional Collaborative, UCLA
- LGSEC – Local Government Sustainable Energy Coalition
- SBACC – South Bay Association of Chambers of Commerce
- CALPACS – California Public Agency Compensation Survey
- ICLEI – International Council for Local Environmental Initiatives
- SBESC Partners
 - SCE & Gas Company
 - West Basin Municipal Water & Torrance Water
 - L.A. County Sanitation District
 - Metro for vanpool promotion



Collaborations – Proposed Programs

- 2014 – 2015
 - Pursue Feasibility of Addressing Homeless Issues
 - Other?

Thank you!!!



Agenda Date: 12/2/2014

TO:

Honorable Mayor and Members of the City Council

THROUGH:

Mark Danaj, City Manager

FROM:

Laurie B. Jester, Planning Manager

Marisa Lundstedt, Community Development Director

SUBJECT:

Consideration of 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 (Planning Manager Jester / Community Development Director Lundstedt).

ADOPT RESOLUTION NO. 14-0025 CERTIFYING THE FINAL EIR AND RESOLUTION NO. 14-0026 APPROVING THE PROJECT WITH CONDITIONS

RECOMMENDATION:

After providing an opportunity for RREEF, 3500 Sepulveda LLC, Macy's, and the public to comment on the draft resolutions and draft conditions, the Council has the following options:

- A. ADOPT RESOLUTION NO. 14-0025 CERTIFYING THE FINAL EIR, AND ADOPT RESOLUTION NO. 14-0026 AS DIRECTED BY THE CITY COUNCIL ON MAY 20, 2014; OR**
- B. ADOPT RESOLUTION NO. 14-0025 CERTIFYING THE FINAL EIR, AND ADOPT RESOLUTION NO. 14-0026 WITH MODIFICATIONS REQUESTED BY RREEF; OR**
- C. ADOPT RESOLUTION NO. 14-0025 CERTIFYING THE FINAL EIR, AND ADOPT RESOLUTION NO. 14-0026 WITH ADDITIONAL MODIFICATIONS AND REASONABLE CONDITIONS; OR**
- D. DIRECT STAFF TO DRAFT RESOLUTIONS TO DENY THE APPLICATION**

Prior to any motion to approve the project (Options A, B, or C) the Council must take action on Resolution No. 14-0025 regarding the EIR.

BACKGROUND:

After numerous public hearings and meetings, on January 14, 2014 the City Council directed staff to prepare draft resolutions certifying the Final EIR and approving a refined and modified Project. The draft resolutions were brought back to the City Council on May 20, 2014, and all of the property owners and the public were provided an opportunity to comment. The Council requested additional conditions and RREEF has been reviewing its options since that meeting. The draft CEQA Resolution (Resolution No. 14-0025) is Attachment 1. The draft Project Resolution (Resolution No. 14-0026) is Attachment 3. Legislative Digests for the Resolutions that highlight the changes between the May 20 Draft Resolutions and the current revised Resolutions are included as Attachments 2 and 4, respectively.

Additionally, the City's website has a separate page devoted exclusively to the Project that includes all of the prior proceedings before the Planning Commission and City Council including agendas, reports, attachments, minutes, presentations and videos of all the meetings.

Below is a high-level summary of the chronology of events that have led up to the current consideration:

- **November 7, 2006**: RREEF America Reit Corp BBB II (RREEF) submitted an application for land use entitlements for improvements at the Manhattan Village shopping center.
- **June 27, 2012, October 3, 2012, March 13, 2013, April 24, 2013, May 22, 2013, June 26, 2013 and July 24, 2013**: Planning Commission public hearings.
- **July 24, 2013**: Planning Commission certifies the EIR and approves the Project.
- **September 3, 10, and 17, 2013, October 8, 2013 November 12, 2013, January 14, 2014, April 29, 2014, May 20, 2014**: City Council public hearings and meetings.
- **May 20, 2014**: City Council adopted a motion directing staff to finalize resolutions to certify the EIR and approve the project, with additional conditions.
- **November 2014**: RREEF submitted a response to the Council's motion.

DISCUSSION:

As noted above, Council has four options to consider regarding this project. The below information provides a high-level background, summary and comparison of each option and then a more thorough discussion of RREEF's response to the May 20, 2014 Council direction.

OPTIONS

Option A: Adopt the attached Resolutions Nos. 14-0025 and 14-0026 consistent with the City Council motion.

City Council May 20, 2014 Approved Motion and Direction: On May 20, 2014, the City Council considered draft resolutions to certify the EIR and approve the project, with conditions. After hearing comments from RREEF, 3500 Sepulveda, and the public, Mayor Pro Tem Powell made a motion, seconded by Councilmember Lesser and amended by

Councilmember Burton, to direct staff to revise the draft resolutions certifying the Final EIR and approving the Project by incorporating the following:

- **A stairway and elevator in the west side of the North Parking Structure**
- **A reduction in the North Parking Structure to a G + 1**
- **In addition to approving Phases I and II, approve Phase III.**

In addition, the Council directed staff to analyze any potential environmental impacts that might arise from the above modifications and requested that RREEF provide the City with a copy of the agreement regarding consolidation between RREEF and Macy's within 10 days of its execution; and negotiate in good faith with 3500 Sepulveda. The May 20 staff report and minutes are included as Attachments 6 and 7. Also, as explained below, staff has added a condition for interim landscaping and signage.

Option B: Adopt the attached Resolution No. 14-0025, and adopt Resolution No. 14-0026 with modifications requested by RREEF.

As shown in more detail below, RREEF has requested that the Council approve the project, with the following revisions:

- **Maintain the North Parking Structure as G + 2**
- **Approve Phases I and II, only, and defer entitlements to Phase III**
- **Add a condition requiring that RREEF install 30 additional parking spaces adjacent to 3500 Sepulveda in the culvert with a stairway leading directly to 3500 Sepulveda**
- **Add a condition requiring that RREEF install interim landscaping and signage to upgrade the corner of Sepulveda Boulevard and Rosecrans Avenue**
- **Add a condition requiring that RREEF provide a right turn/deceleration lane from Sepulveda Boulevard at 33rd Street, into the Mall.**

If the Council takes action to approve this Option B, or portions thereof, specific portions of Resolution No. 14-0026 can be revised at the City Council meeting. Staff will be prepared to suggest revisions in such event.

Option C: Adopt the attached Resolutions Nos. 14-0025 and 14-0026 with the addition of modifications and reasonable conditions.

The City Council has the discretion to modify the approvals and add additional reasonable conditions that may be consistent with or differ from the approvals and conditions in either Option A or Option B. If the Council took action to approve this Option C, certain portions of Resolution No. 14-0026 would need to be revised. Whether such portions can be revised at the council meeting depends on the nature of such modifications and conditions and whether additional environmental analysis would be needed.

Option D: Direct Staff to draft resolutions to deny the application.

The City Council has the discretion to deny the project. If the Council selects this option, it should direct staff to draft the necessary resolutions to deny the application for future Council consideration.

RREEF'S RESPONSE TO MOTION ON MAY 20, 2014

After the May 20 meeting, staff reached out on a number of occasions to RREEF and requested updates on the project and meetings to discuss the status. Over the past several months RREEF has had a change in its project management team and has been exploring options to address the direction provided by the City Council in May. In November, RREEF submitted a written response to the motion (Attachment 5), which has been posted on the City's website and provided to 3500 Sepulveda. Thereafter, RREEF offered to provide a right-turn/deceleration lane at the 33rd Street entrance and interim landscaping and signage at the corner of Rosecrans and Sepulveda. Also in November, staff had several meetings with RREEF and 3500 Sepulveda.

The following describes how RREEF has responded to the Council's motion on May 20.

1. Additional Stairway and Elevator on the West Side of the North Parking Structure

On May 20, 3500 Sepulveda requested an additional stairway and elevator on the west side of the North Parking Structure. RREEF has agreed, and Condition 50 in Resolution 14-0026 has been revised to reflect this modification. This will improve access to parking, as well as pedestrian access, to the 3500 Sepulveda building and the other buildings to the west of the parking structure.

2. Conferring Entitlements to Phase III at This Time.

RREEF submitted an application for a three-phase Project which would add 133,300 square feet of commercial uses with required parking to the existing 572,800 square foot mall. Option A would approve all three phases consistent with the City Council motion. As shown in the legislative digest for Resolution 14-0026, the attached Resolution 14-0026 has been revised to approve Phase III in addition to Phases I and II.

RREEF would like to defer receiving its entitlements for Phase III to provide it with the opportunity to design Phase III in a manner that responds to the market at the time the Phase is developed as well as integrate the design into the other two Phases in a more cohesive and thought out plan. Section 18 and Condition 15 of draft Resolution 14-0026 would need to be revised to remove the approval of Phase III if the Council selects Option B. Other changes also may be required.

RREEF has offered to install interim landscaping and signage to upgrade the corner of Sepulveda Boulevard and Rosecrans Avenue. RREEF understands the importance of creating a dynamic statement at this gateway into Manhattan Beach. Staff feels that the prompt installation of interim landscaping and signage at the corner of Sepulveda and Rosecrans is important because under Option A, Option B or C, there will be considerable time before Phase III is implemented. Thus, as shown in the legislative digest for Resolution 14-0026, certain findings and Conditions 10 and 11 in the attached draft Resolution 14-0026 have been revised to reflect RREEF's offer.

3. Reducing the North Parking Structure to a G + 1

Consistent with Council direction, draft Resolution 14-0026 provides for the elimination of the second level of the North Parking Structure, which reduces the parking by 124 spaces. See conditions 13 a and 50.

RREEF has indicated that it is unable to reduce the North Parking Structure due to parking demand in the “core area” which serves the existing Mall and the proposed outdoor plaza and Phases I and II. Correspondence from 3500 Sepulveda states that a “decrease in core mall parking” hurts the small businesses on its property. RREEF has indicated that Macy’s expansion is dependent on having a pedestrian bridge from the Structure directly to Macy’s. The second level of parking is a critical element to bridge over Cedar Way and provide a safe pedestrian access into Macy’s second level on the west side. This will match the bridge located at the South Deck that accesses the south anchor in the Main Mall building.

If Council approves Option B, conditions 13 a and 50 can be revised at the Council meeting.

4. Good Faith Negotiations

RREEF met with 3500 Sepulveda in November. RREEF has informed staff that as a further indication of its good faith, it has offered to provide 30 more parking spaces adjacent to 3500 Sepulveda in the culvert with a stairway leading directly to 3500 Sepulveda. With the stairway and elevator on the west side of the North Parking structure, and the additional parking and pedestrian access in the culvert, pedestrian and vehicular connections to the 3500 Sepulveda building have been enhanced. If the Council wants to accept this offer, Condition 50 of Resolution 14-0026 can be revised at the Council meeting.

3500 Sepulveda has expressed concerns about the short-term impacts on parking and access during construction. A detailed Construction Traffic and Parking Management Plan is required by Condition No. 49. This subject has been discussed at several City Council meetings, and presentations on the Construction Parking Management Plan were provided to the Council and public by RREEF at the November 12, 2013, April 29, 2014 and May 20, 2014 City Council meetings. Additionally, the Draft EIR Volume III, Technical Appendices, Appendix G-Traffic Study, Chapter 7, provides a detailed analysis of construction parking with each Phase evaluated by monthly stages. All parking can be accommodated during construction. RREEF is willing to discuss the Plan with 3500 Sepulveda and its tenants.

5. Agreement between RREEF and Macy’s

RREEF has agreed to provide the agreement within 10 days of its execution. RREEF has indicated that due to confidentiality and fiduciary requirements that sensitive materials will be redacted from the agreement.

6. Right turn/deceleration Lane from Sepulveda Boulevard

RREEF has offered to provide a right turn/deceleration lane from Sepulveda Boulevard at 33rd Street, into the Mall. This will require dedication of land and removal of landscaping but will not impact parking on the site. If the Council wants to accept this offer, certain findings and Condition No. 39 can be revised at the Council meeting.

Environmental Analysis

At the City’s request, independent environmental consultant Matrix and independent traffic consultant Gibson Traffic Consulting, Inc. have analyzed the following features of Options A

and B:

- a stairway and elevator at the west side of the North parking structure;
- 30 additional parking spaces adjacent to 3500 Sepulveda in the culvert with a stairway leading directly to 3500 Sepulveda;
- Interim landscaping and signage at the corner of Rosecrans Avenue and Sepulveda Boulevard; and
- A right-turn/deceleration lane at the 33rd Street entrance to the Project Site.

Matrix finds that all of these proposed conditions are within areas of the Project Site that were expected to be developed as part of the Project; would not result in new traffic or parking impacts; and the analysis and conclusions reached in the EIR with regard to traffic and parking remain valid. Matrix further finds that with regard to all other environmental issues, the proposed conditions are minor and would not substantively change any of the analyses within the EIR and would not result in significant environmental impacts, or require any additional mitigation. Matrix has concluded that no changes to the Project have been made that would modify or undermine the conclusions of the EIR since the Final EIR was presented to City Council in Spring 2014 (See Attachment 8). There is a link to the Mall page on the homepage of the City's website, which includes the Draft and Final EIRs, and are posted on the website at:

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

CONCLUSION:

In summary, the Council has a number of different options:

Option A

- a) Adopt Resolution No. 14-0025, Certifying the Final Environmental Impact Report (Final EIR) and Adopting a Mitigation Monitoring and Reporting Program; and**
- b) Adopt Resolution No. 14-0026, Approving the Master Use Permit Amendment, Height Variance and Master Sign Program/Exception.**

Resolution 14-0026 incorporates all of the provisions and refinements directed by the City Council on May 20, 2014, with the addition of a condition requiring interim landscaping and signage at the corner of Sepulveda and Rosecrans.

Option B

- a) Adopt Resolution No. 14-0025, Certifying the Final Environmental Impact Report (Final EIR) and Adopting a Mitigation Monitoring and Reporting Program; and**
- b) Adopt Resolution No. 14-0026, Approving the Master Use Permit Amendment, Height Variance and Master Sign Program/Exception, modified as follows:**
 - **Maintain the North Parking Structure as G + 2**
 - **Approve Phases I and II, only**
 - **Add a condition requiring that RREEF install 30 additional parking spaces adjacent to 3500 Sepulveda in the culvert with a stairway leading directly to the building**
 - **Add a condition requiring that RREEF install interim landscaping and signage to upgrade the corner of Sepulveda Boulevard and Rosecrans**

Avenue

- **Add a condition requiring that RREEF provide a right turn/deceleration lane from Sepulveda Boulevard at 33rd Street, into the Mall.**

As noted above, all necessary revisions to the draft Resolution No. 14-0026 can be made at the City Council meeting.

Option C

- a) **Adopt Resolution No. 14-0025, Certifying the Final Environmental Impact Report (Final EIR) and Adopting a Mitigation Monitoring and Reporting Program; and**
- b) **Adopt Resolution No. 14-0026, Approving the Master Use Permit Amendment, Height Variance and Master Sign Program/Exception, with additional modifications and reasonable conditions.**

As noted above, additional changes may or may not be made at the City Council meeting depending on the nature of the changes.

Option D

Direct staff to prepare Resolutions denying the Project.

In addition, the Council also has the discretion to continue the matter.

ATTACHMENTS:

1. Resolution No. 14-0025- Certifying the Final Environmental Impact Report, Adopting Findings Pursuant to the California Environmental Quality Act, and Adopting a Mitigation Monitoring and Reporting Program
2. Legislative Digest- Draft Resolution No. 14-0025
3. Resolution No. 14-0026- Approving a Master Use Permit Amendment, Height Variance, and Master Sign Program/Exception
4. Legislative Digest- Draft Resolution No. 14-0026
5. RREEF's November 2014 Response to Council Motion
6. May 20, 2014 City Council staff report, excluding attachments
7. May 20, 2014 City Council approved minutes
8. November 25, 2014 Letter from Matrix Environmental and November 20, 2014 Letter from Gibson Transportation Consulting, Inc.

RESOLUTION NO. 14-0025

A RESOLUTION OF THE MANHATTAN BEACH CITY COUNCIL CERTIFYING THE FINAL ENVIRONMENTAL IMPACT REPORT FOR THE MANHATTAN VILLAGE SHOPPING CENTER ENHANCEMENT PROJECT LOCATED AT 3200-3600 SOUTH SEPULVEDA BOULEVARD, ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, AND ADOPTING A MITIGATION MONITORING AND REPORTING PROGRAM

The Manhattan Beach City Council hereby finds, determines and resolves as follows:

Section 1. RREEF America Reit Corp BBB II (“RREEF”) has applied for land use entitlements for improvements (the “Project”) to an approximately 18.4 portion of the 44-acre Manhattan Village Shopping Center located at 3200 – 3600 South Sepulveda Boulevard, Manhattan Beach. As described with more particularity in the Project Description of the Draft Environmental Impact Report (“DEIR”) at pp. II-1 *et seq.*, the proposal sought approval of a substantial increase in square feet of net new retail and restaurant gross leasable area; demolition of existing retail, restaurant and cinema gross leasable area; new on-site parking facilities; and surface parking areas. For the Project, the Manhattan Beach Municipal Code requires an amended Master Use Permit, a building height variance, an amended Master Sign Permit and sign exceptions, demolition, grading, and other related permits.

Section 2. In January 2009, the City distributed a Notice of Preparation (“NOP”) to the State Office of Planning and Research, responsible agencies, and other interested parties. In February 2009, the City conducted a public scoping meeting to provide information and to provide a forum where interested individuals, groups, public agencies and others could provide verbal input in an effort to assist in further refining the intended scope and focus of the Environmental Impact Report (the “EIR”).

Section 3. The City prepared and released a Draft Environmental Impact Report (the “DEIR”). In accordance with the California Environmental Quality Act (“CEQA”) and the CEQA Guidelines, the Project’s potential impacts on the environment were analyzed in the DEIR.

Section 4. Pursuant to CEQA Guideline Section 15105, the City circulated the DEIR and Appendices for the Project to the public and interested parties for a comment period from June 16, 2012 to July 17, 2012. The City held public meetings regarding the Project and DEIR on June 27 and October 3, 2012, and March 13, and on April 24, May 22, June 26, and July 24, 2013 regarding the Project and the FEIR.

Section 5. The City prepared written responses to all comments received on the DEIR and those responses to comments are incorporated into the Final Environmental Impact Report (the “Final EIR”) that was completed March 2013.

Section 6. On June 27 and October 3, 2012 and March 13, 2013, the City’s Planning Commission held duly noticed public hearings to consider the Draft EIR and the Project. On April 24, May 22, and June 26, 2013, the City’s Planning Commission held duly noticed public hearings to consider the Final EIR and the Project. On June 26, 2013, the Planning Commission held a duly noticed continued public hearing to consider the Final EIR and the Project as revised by the Applicant’s submittal. After considering all of the evidence presented, the Planning Commission adopted Resolution No. PC 13-09, certifying the Final EIR, adopting the Mitigation Monitoring and Reporting Program for the Project, and approving the Project.

Section 7. By letter dated July 9, 2013, 3500 Sepulveda LLC (“3500 Sepulveda” hereinafter) appealed the Commission’s certification of the Final EIR without stating any basis for the appeal. On later dates, the attorney for Sepulveda provided two late comment letters concerning the Project which, among other things, attempted to explain

why 3500 Sepulveda appealed. The late comment letters are addressed in the City's Response to Late Comments, which has been added to the Final EIR as Volume II. In response to such letters, additional clarification has been provided on the performance standards for Mitigation Measures C-1 and H-2.

Section 8. On September 3, 10, and 17, October 8, November 12, 2013 and April 29, 2014, the City Council held duly noticed public hearings to consider the Project. In addition, the Council held duly noticed public meetings on August 6, 2013 and January 14, 2014 and on January 14, 2014 directed staff to draft the necessary resolutions to approve a refined project. The material differences between the original project analyzed in the EIR and the Project as revised by the Applicant are summarized in Section 9 and the Final EIR, Volume 2.

Section 9. In response to Council direction and comments from the public and staff, the Applicant refined and modified the Project. The refined and modified Project is identical to the Project analyzed in the EIR in the following respects: same acreage for development; same or reduced volume of cut and fill associated with site grading; consistent types and amount of construction equipment and location of construction activities; same or reduced traffic generation; same parking ratios during construction and operation; same or reduced structure heights; same landscaping, lighting and signage; consistent building location and massing; reduced building square footage; consistent land uses; improved internal vehicular and pedestrian circulation; similar demand for utilities; and similar number of employees and visitors. The differences between the Project analyzed by the EIR and the refined and modified Project are indicated in the Final EIR, Volume 2, which is hereby incorporated by this reference.

Section 10. The City commissioned an environmental analysis of the refined and modified Project by an independent environmental consultant, Matrix Environmental. In consultation with the City's independent traffic consultant, the independent environmental consultant analyzed the refinements and modifications to the Project and prepared an "Analysis of Proposed Modifications to the Manhattan Village Shopping Center Improvement Project," dated April 2014 (see, FEIR, Volume II), which is hereby incorporated by this reference. The analysis concluded that the refined and modified Project would not result in greater impacts than were identified for the Project as originally analyzed in the EIR, and that all of the potential environmental impacts associated with the proposed modifications are within the scope of the potential impacts already evaluated in the EIR. It also recommended that only two Mitigation Measures be modified due to the refinements and modifications. Thus, no new impacts have been identified; two mitigation measures have been slightly revised; and no new mitigation measures are required for implementation of the refined and modified Project. The City Council hereby finds in the exercise of its independent judgment that the conclusions of the independent consultant are correct and the analysis was completed in full compliance with CEQA.

Section 11. On April 29, 2014, the City Council held a duly noticed public hearing to consider the refined and modified Project. The City Council invited public comment on the refined and modified Project, the draft resolutions and the draft conditions of approval. The City invited representatives of 3500 Sepulveda to provide comments. Principal Mark Neumann and two attorneys spoke for over forty minutes. After the conclusion of the public testimony, the City Council closed the public testimony portion of the public hearing, and continued the hearing to May 20, 2014. On May 20, 2014, the City Council provided another opportunity for the public to provide comments. After that opportunity, the City Council directed staff to add additional conditions for its consideration. On December 2, 2014, the City Council again invited further public comment on the draft resolutions and draft conditions of approval.

Section 12. In response to Council direction, comments from the public and staff, and requests by the representatives of 3500 Sepulveda and RREEF, the draft resolution includes additional conditions, as follows: (a) the addition of an elevator and stairway to the west side of the North Parking Structure; and (b) interim landscaping and signage at the corner of Rosecrans Avenue and Sepulveda Boulevard. In addition, RREEF has proposed the following conditions: (a) an additional 30 parking spaces adjacent to 3500 Sepulveda Boulevard building in the culvert with a stairway leading directly to the

building; and (b) the addition of a right-turn/deceleration lane at the 33rd Street entrance to the Project Site. The City commissioned an environmental analysis of these additional conditions, by an independent environmental consultant, Matrix Environmental. The City's independent traffic consultant analyzed the additional conditions, and prepared a "Review of New Conditions Proposed for the Manhattan Village Shopping Center dated November 2014 REF: J1106." In addition, the independent environmental consultant analyzed the additional conditions, and prepared a "Review of Applicant's Proposed Conditions regarding the Manhattan Village Shopping Center Project," dated November 2014. Both of these documents are hereby incorporated by this reference. The analysis concluded that the additional conditions would not result in greater impacts than were identified for the Project as originally analyzed in the EIR, and that all of the potential environmental impacts associated with the additional conditions are within the scope of the potential impacts already evaluated in the EIR. Further, such conditions are consistent with the project objectives identified in the EIR such as improving site access by providing new or re-aligned access driveways to reduce vehicular queuing and interference with traffic flows on adjacent streets, enhancing existing parking areas, providing additional parking with direct access to the development, improving pedestrian access and mobility, and enhancing spatial relationships that promote pedestrian access within the Shopping Center. In addition, at the May 20 meeting, the City Council directed that the North Parking Structure be reduced by eliminating the third parking deck. Staff has confirmed that the reduction in parking will not affect the allowable gross leasable area because there is adequate parking even without the third parking deck. Staff has concluded that the reduction in the parking would not alter the fact that the Project meets the required parking ratio. As such, no new impacts have been identified and no new mitigation measures are required for implementation of the refined and modified Project with the additional conditions. The City Council hereby finds in the exercise of its independent judgment that the conclusions of staff and the independent consultants are correct and the analysis was completed in full compliance with CEQA.

Section 13. The project as analyzed in the DEIR and as refined and modified herein, with the proposed additional conditions, constitutes the Project.

Section 14. The Final EIR is comprised of the DEIR dated June 2012 and all appendices thereto, the Executive Summary, Errata and Clarifications to the DEIR, written responses to comments including responses to late comments, the "Analysis of Proposed Modifications to the Manhattan Village Shopping Center Improvement Project," dated April 2014, the additional analysis contained in the consultants' letters dated November 2014, and the Mitigation Monitoring and Reporting Program.

Section 15. The findings made in this Resolution are based upon the information and evidence set forth in the Final EIR and upon other substantial evidence that has been presented at the hearings before both the Planning Commission and the City Council, and in the record of the proceedings. The documents, staff reports, technical studies, appendices, plans, specifications, and other materials that constitute the record of proceedings on which this Resolution is based are on file for public examination during normal business hours at the City of Manhattan Beach, 1400 Highland Avenue, Manhattan Beach, CA 90266. Each of those documents is incorporated herein by reference. The custodian of these records is Angela Soo, Community Development Department Executive Secretary.

Section 16. The City Council finds that agencies and interested members of the public have been afforded ample notice and opportunity to comment on the EIR and the Project.

Section 17. Section 15091 of the State CEQA Guidelines requires that the City, before approving the Project, make one or more of the following written finding(s) for each significant effect identified in the Final EIR accompanied by a brief explanation of the rationale for each finding:

1. Changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effects as identified in the Final EIR; or,

2. Such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency; or,
3. Specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the final EIR.

Section 18. Environmental impacts identified in the Initial Study to have no impact or a less than significant impact and do not require mitigation are described in Section III of Exhibit A, attached hereto and incorporated herein by reference.

Section 19. Environmental impacts identified in the Final EIR as less than significant and that do not require mitigation are described in Section IV of Exhibit A, attached hereto and incorporated herein by reference.

Section 20. Environmental impacts identified in the Final EIR as significant but mitigable are described in Section V of Exhibit A, attached hereto and incorporated herein by reference. Based upon the explanation of the rationale contained in Section V of Exhibit A, the Council hereby finds that changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effects as identified in the Final EIR.

Section 21. Alternatives to the Project that might eliminate or reduce significant environmental impacts are described in Section VI of Exhibit A, attached hereto and incorporated herein by reference.

Section 22. Public Resources Code section 21081.6 requires the City to prepare and adopt a mitigation monitoring and reporting program for any project for which mitigation measures have been imposed to assure compliance with the adopted mitigation measures. The Mitigation Monitoring and Reporting Program is attached hereto as Exhibit B, and is hereby incorporated herein by reference.

Section 23. The City Council hereby certifies that prior to taking action, the City Council reviewed and considered the Final EIR and all of the information and data in the administrative record, and all oral and written testimony presented to it during meetings and hearings and certifies that the Final EIR reflects the City's independent judgment and analysis, is adequate and was prepared in full compliance with CEQA. No comments or any additional information submitted to the City, including but not limited to the evidence and legal argument presented on April 29, 2014, have produced any substantial new information requiring recirculation or additional environmental review of the Project under CEQA.

Section 24. The Manhattan Beach City Council hereby certifies the Final Environmental Impact Report, adopts findings pursuant to the California Environmental Quality Act as set forth in Exhibit A attached hereto and incorporated herein by reference; adopts the Mitigation Monitoring and Reporting Program attached hereto as Exhibit B and incorporated herein by reference; and imposes each mitigation measure as a condition of Project approval. City staff shall implement and monitor the mitigation measures as described in Exhibit B.

Section 25. The City Clerk shall certify to the adoption of this Resolution.

PASSED, APPROVED AND ADOPTED this ____ day of _____, 2014.

AYES:
NOES:
ABSENT:
ABSTAIN:

WAYNE POWELL
Mayor, City of Manhattan Beach

ATTEST:

LIZA TAMURA
City Clerk

EXHIBIT A

FINDINGS AND FACTS IN SUPPORT OF FINDINGS

I. Introduction

The California Environmental Quality Act (“CEQA”) and the State CEQA Guidelines (the “Guidelines”) provide that no public agency shall approve or carry out a project for which an environmental impact report has been certified which identifies one or more significant effects on the environment that will occur if a project is approved or carried out unless the public agency makes one or more of the following findings:

- A. Changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effects identified in the EIR.
- B. Such changes or alterations are within the responsibility of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency.
- C. Specific economic, social, or other considerations make infeasible the mitigation measures or project alternatives identified in the EIR.¹

Pursuant to the requirements of CEQA, the City Council hereby makes the following environmental findings in connection with the proposed Manhattan Village Shopping Center Enhancement Project, as refined and modified (the “Project”). These findings are based upon evidence presented in the record of these proceedings, both written and oral, including, without limitation, the DEIR, and all of its contents, the Comments and Responses to Comments on the EIR, and staff and consultants’ reports presented through the hearing process, which comprise the Final EIR (“FEIR”).

II. Project Objectives

As set forth in the EIR, the proposed Project is intended to achieve a number of objectives (the “Project Objectives”) as follows:

- A. Create a high-quality, architectural design that fits the character of the surrounding uses in terms of building placement and articulation and is compatible with the existing architectural components of the Shopping Center.
- B. Maintain the unique open area characteristics of the Shopping Center with the addition of the new “Village Shops,” open air promenades, and improved landscaping, thus providing open space for patrons and the surrounding community.

¹ Cal. Pub. Res. Code § 21081; 14 Cal. Code Regs. § 15091.

- C. Integrate the various uses and structures on-site with an emphasis on improving vehicular access within and adjacent to the site while promoting a pedestrian friendly design.
- D. Integrate the Fry's Electronics parcel; i.e., "Fry's Corner," into the Shopping Center site.
- E. Enhance spatial relationships that promote pedestrian access within the Shopping Center site.
- F. Improve pedestrian access, mobility and ADA facilities on the Project perimeter.
- G. Provide new and enhanced landscaping in the Shopping Center and along the borders of the site to improve and enhance the street appearance and revitalize the site frontage along Sepulveda Boulevard and Rosecrans Avenue.
- H. Maximize site opportunities by integrating a range of building types and uses within the existing Shopping Center development.
- I. Minimize environmental impacts by locating new development within an area that is currently developed and that has the existing infrastructure to support the development.
- J. Improve site access by providing new or re-aligned access driveways to reduce vehicular queuing and interference with traffic flows on adjacent streets.
- K. Enhance existing parking areas and provide additional parking with direct access to the development.
- L. Identify potential green building opportunities for the upcoming development with emphasis on water conservation, energy efficiency, and pollution reduction.
- M. Generate additional tax revenues for the City of Manhattan Beach.
- N. Maximize the value of the site and ensure the future economic vitality of an existing Shopping Center through revitalization, consistent with market demands.
- O. Provide a broad range of shopping and dining options with featured amenities to serve the needs of the nearby community.
- P. Strengthen the economic vitality of the region by creating new jobs and attracting new workers, through construction, revitalization, and operation of the Project.

III. Effects Determined to be Less Than Significant/No Impact in the Initial Study/Notice of Preparation

A Notice of Preparation (“NOP”) and Initial Study were conducted to determine the potential environmental effects of the Project. In the course of this evaluation, the Project was found to have no impact in certain impact categories because a project of this type and scope would not create such impacts or because of the absence of project characteristics producing effects of this type. The following effects were determined not to be significant or to be less than significant for the reasons set forth in the Initial Study, and were not analyzed in the EIR because they require no additional analysis to determine whether the effects could be significant.

A. AESTHETICS

1. The Project will not substantially damage scenic resources, including but not limited to, trees, rock outcroppings, and historic buildings within a state scenic highway.

B. AGRICULTURAL RESOURCES

1. The Project will not convert prime farmland, unique farmland, or farmland of statewide importance, as shown on the maps prepared pursuant to the farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use.
2. The Project will not conflict with existing zoning for agricultural use, or a Williamson Act contract.
3. The Project will not involve other changes in the existing environment which, due to their location or nature, could result in conversion of Farmland to non-agricultural use.

C. AIR QUALITY

1. The Project will not create objectionable odors affecting a substantial number of people.

D. BIOLOGICAL RESOURCES

1. The Project will not have a substantial adverse effect, either directly or through habitat modifications, on any species identified as a candidate, sensitive, or special status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Game or U.S. Fish and Wildlife Service.
2. The Project will not have a substantial adverse effect on any riparian habitat or other sensitive natural community identified in local or regional

plans, policies, regulations or by the California Department of Fish and Game or U. S. Fish and Wildlife Service.

3. The Project will not have a substantial adverse effect on federally protected wetlands as defined by Section 404 of the Clean Water Act (including, but not limited to, marsh, vernal pool, coastal, etc.) through direct removal, filling, hydrological interruption, or other means.
4. The Project will not interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident migratory wildlife corridors, or impede the use of native wildlife nursery sites.
5. The Project will not conflict with any local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance.
6. The Project will not conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan.

E. CULTURAL RESOURCES

1. The Project will not cause a substantial adverse change in the significance of a historical resource as defined in California Code of Regulations, Section 15064.5.
2. The Project will not cause a substantial adverse change in the significance of an archaeological resource pursuant to Section 15064.5.
3. The Project will not directly or indirectly destroy a unique paleontological resource or site or unique geologic feature.
4. The Project will not disturb any human remains, including those interred outside of formal cemeteries.

F. GEOLOGY AND SOILS

1. The Project will have a less than significant impact with regard to rupture of a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area or based on other substantial evidence of a known fault.
2. The Project will have a less than significant impact with regard to exposure to strong seismic ground shaking.
3. The Project will have a less than significant impact with regard to seismic-related ground failure, including liquefaction.

4. The Project will not result in landslides.
5. The Project will not result in substantial soil erosion or the loss of topsoil.
6. The Project will not be located on a geologic unit or soil that is unstable, or that would become unstable as a result of the Project, and potentially result in on- or off-site landslide, lateral spreading, collapse, or rockfall hazards.
7. The Project site is not located on expansive soil, as defined in Table 18-1-B of the Uniform Building Code (1994), creating substantial risks to life or property.
8. The Project will not have soils incapable of supporting the use of septic tanks or alternative waste water disposal systems where sewers are not available for the disposal of waste water.

G. HAZARDS AND HAZARDOUS MATERIALS

1. The Project will have a less than significant impact with regard to creating a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials.
2. The Project will not emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school.
3. The Project is not located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, and thus would not result in a safety hazard for people residing or working in the Project area.
4. The Project is not within the vicinity of a private airstrip, or heliport, and thus would not result in a safety hazard for people residing or working in the Project area.
5. The Project will not expose people or structures to a significant risk of loss, injury or death involving wildland fires.

H. HYDROLOGY AND WATER QUALITY

1. The Project will have a less than significant impact related to water quality standards and waste discharge requirements.
2. The Project will not substantially alter the existing drainage pattern of the site or area, including through the alteration of a stream or river, in a manner which would result in substantial erosion or siltation on- or off-site.

3. The Project will not otherwise substantially degrade water quality.
4. The Project will not place housing within a 100-year flood hazard area, as mapped on a federal Flood Hazard Boundary or Flood Insurance Rate Map or other flood hazard delineation map.
5. The Project will not place within a 100-year flood hazard area structures which would impede or redirect flood flows.
6. The Project will not expose people or structures to a significant risk of loss, injury or death involving flooding, including flooding as a result of the failure of a levee or dam.
7. The Project will not cause inundation by seiche, tsunami, or mudflow.

I. LAND USE AND PLANNING

1. The Project will not physically divide an established community.
2. The Project will not conflict with any applicable habitat conservation plan or natural community conservation plan.

J. MINERAL RESOURCES

1. The Project will not result in the loss of availability of a known mineral resource that would be of value to the region and the residents of the State.
2. The Project will not result in the loss of availability of a locally-important mineral resource recovery site delineated on a local general plan, specific plan or other land use plan.

K. NOISE

1. The Project is not located within an airport land use plan or within two miles of a public airport or public use airport, and thus would not expose people residing or working in the Project area to excessive noise levels.
2. The Project is not within the vicinity of a private airstrip, and thus would not expose people residing or working in the Project area to excessive noise levels.

L. POPULATION AND HOUSING

1. The Project will not induce substantial population growth in the area, either directly or indirectly.
2. The Project will not displace substantial numbers of existing housing, necessitating the construction of replacement housing elsewhere.

3. The Project will not displace substantial numbers of people, necessitating the construction of replacement housing elsewhere.

M. PUBLIC SERVICES

1. The Project will not result in substantial adverse physical impacts associated with the provision of new or physically altered school facilities, park facilities, or other governmental facilities (including roads).

N. RECREATION

1. The Project will not increase the use of existing neighborhood or regional parks or other recreation facilities such that substantial physical deterioration of the facility would occur or be accelerated.
2. The Project does not include recreational facilities or require the construction or expansion of recreational facilities that might have an adverse physical effect on the environment.

O. TRAFFIC AND TRANSPORTATION

1. The Project will not result in a change in air traffic patterns, including either an increase in traffic levels or a change in location that results in substantial safety risks.
2. The Project will not substantially increase hazards due to a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment).

P. UTILITIES AND SERVICE SYSTEMS

1. The Project will have a less than significant effect with respect to whether it will be served by a landfill with sufficient permitted capacity to accommodate the Project's solid waste disposal needs.
2. The Project will have a less than significant effect with respect to compliance with federal, state, and local statutes and regulations related to solid waste.

IV. Effects Determined to be Less Than Significant Without Mitigation in the EIR

The EIR found that the proposed Project would have a less than significant impact without the imposition of mitigation on a number of environmental topic areas listed below. A less than significant environmental impact determination was made for each of the following topic areas listed below, based on the more expansive discussions contained in the EIR.

A. AESTHETICS

1. The Project will have a less than significant effect on views.
2. The Project will have a less than significant effect on shading.

B. AIR QUALITY

1. The Project will have a less than significant effect on local emissions during both construction and operation.
2. The Project will have a less than significant effect on toxic air contaminants during both construction and operation.
3. The Project will have a less than significant effect on objectionable odors during both construction and operation.
4. The Project will have a less than significant effect on regional emissions during the operation phase.
5. The Project will have a less than significant effect on global climate change.

C. HYDROLOGY AND SURFACE WATER QUALITY

1. The Project will result in a less than significant impact to surface water hydrology during both construction and operation.
2. The Project will result in a less than significant impact to surface water quality during both construction and operation.

D. LAND USE AND PLANNING

1. The Project will not result in a substantial alteration of the present or planned land uses in the area.
2. The Project will not be inconsistent with the site's existing or proposed zoning.
3. The Project will not be incompatible with existing surrounding zoning.
4. The Project will be compatible with existing and planned surrounding land uses.
5. The Project will be consistent with the land use designations and policies of the comprehensive General Plan.

E. NOISE

1. The Project will have less than significant noise impacts during the operation phase.

F. TRANSPORTATION AND CIRCULATION/PARKING

1. The Project will have a less than significant impact on intersections, freeway segments, access and circulation, and parking during the operation phase.

G. UTILITIES

1. The Project will have a less than significant impact on water supply during both the construction and operation phases.
2. The Project will have a less than significant impact on wastewater during both the construction and operation phases.

V. Potentially Significant Environmental Impacts Determined to be Mitigated to a Less Than Significant Level

The EIR identified the potential for the Project to cause significant environmental impacts in the areas of aesthetics, air quality, hazards and hazardous materials, noise, public services related to fire and police protection, and transportation and circulation. For all of the impacts identified in the FEIR, measures were identified that would mitigate all of these impacts to a less than significant level.

The City Council finds that the feasible mitigation measures for the Project identified in the FEIR would reduce the Project's impacts to a less than significant level. The City Council will adopt all of the feasible mitigation measures for the Project described in the FEIR as conditions of approval of the Project and incorporate those into the Project, if approved.

A. AESTHETICS

1. Aesthetics/Visual Quality

Both construction and operation of the Project have the potential to create aesthetic impacts. During construction, the visual appearance of the site would be altered due to the removal of existing buildings, surface parking areas, and/or landscaping. The presence of construction equipment and materials, as well as temporary fencing, also would affect the visual quality of the area during construction. The removal of existing trees also could cause significant impacts during the operation phase. Mitigation measures will be imposed, however, to ensure that all aesthetic impacts remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen any visual impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure that any aesthetic impacts remain less than significant:

Mitigation Measure A-1: The Applicant shall ensure through appropriate postings and daily visual inspections that no unauthorized materials are posted on any temporary construction barriers or temporary pedestrian walkways, and that such temporary barriers and walkways are maintained in a visually attractive manner throughout the construction period.

Mitigation Measure A-2: Temporary fencing with screening material (e.g., a chain link fence with green or black screen material) approximately six feet in height shall be used around the perimeter of construction activities within the development area to buffer views of construction equipment and materials. In addition, construction activities internal to the site shall be screened by temporary construction fencing located within five to ten feet of the vertical construction areas.

Mitigation Measure A-4: A landscape plan for the Development Area shall be prepared to the satisfaction of the Community Development Department. The landscape plan shall provide for the replacement of any significant tree removed with a minimum of one 36-inch box tree, with the specific number and size to be determined by the Community Development Department. The landscape plan shall also include an automatic irrigation plan.

b. **Facts in Support of Findings**

The EIR undertook an analysis of both construction and operational impacts to aesthetics and the visual quality of the area. The EIR identified potentially significant impacts during construction. Construction activities, including site preparation/grading, staging of construction equipment and materials, and the unfinished construction could have aesthetic impacts. The visual inspections and fencing/screening required by Mitigation Measures A-1 and A-2, however, will ensure that the site will remain visually attractive during construction. Thus, aesthetic impacts during construction will remain less than significant with mitigation incorporated.

The EIR did not identify any significant visual impacts during the operation phase. Nonetheless, the Project will require the removal of existing trees

within the Development Area. To reduce impacts as much as possible, Mitigation Measure A-4 is proposed to ensure that the landscaping complies with the City's requirements and expectations. Landscaping would be provided along the perimeter of new buildings, along walkways, and in courtyards and surface parking areas. Landscaping will include native and drought-tolerant trees and shrubs, as well as ornamental plantings and shade trees. Any significant trees that are removed will be replaced with one 36-inch box tree, as approved by the Community Development Director. With the incorporation of these mitigation measures, all aesthetic impacts will be reduced to a less than significant level.

2. Light

Both construction and operation of the Project have the potential to create lighting impacts. In general, these impacts are not anticipated to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that minimize lighting impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure that lighting impacts remain less than significant:

Mitigation Measure A-3: Any necessary construction lighting shall be directed onto the construction site and have low reflectivity to minimize glare and limit light spillover onto adjacent properties.

Mitigation Measure A-5: All new street lighting within the public right-of-way required for the Project shall be approved by the Public Works Department, and where applicable, Caltrans.

Mitigation Measure A-6: All new parking and pedestrian lighting required for the Project shall be the minimum height needed and shall include cutoff optics and shielding that direct light away from off-site uses. Such lighting shall be approved by the Community Development Department.

Mitigation Measure A-7: Architectural lighting shall be directed onto the building surfaces, have low reflectivity to minimize glare, limit light spillover onto adjacent properties and night sky, and be approved by the Community Development Department.

Mitigation Measure A-8: Lighting controls shall allow the stepping down of light intensity after business hours.

Mitigation Measure A-9: A photometric lighting plan for the Development Area shall be prepared by an electrical engineer registered in the state of California. The plan shall consist of a foot-candle layout based on a 10-foot grid extending for a minimum of 20 feet outside the property lines. This plan shall demonstrate that additional lighting does not exceed 2.0 foot-candles at a light-sensitive use (e.g., residential or hotel uses) or 0.5 foot-candles in an R district. Upon completion of installation of such lighting, lights shall be field verified and/or adjusted to ensure consistency with the photometric plan.

b. **Facts in Support of Findings**

The EIR analyzed light impacts during both the construction and operation phases. Although most construction activities would occur during the day, lighting during construction would be used for safety and security reasons. Mitigation Measure A-3 has been proposed to ensure that any necessary construction lighting shall be directed onto the construction site and have low reflectivity to minimize glare and limit light spillover onto adjacent properties. Thus, with the implementation of this mitigation measure, any light impacts during the construction phase would not have a significant impact.

Since the Project would add new lighting to the site, it has the potential to increase ambient light levels on-site and in the surrounding area. The imposition of Mitigation Measures A-5 through A-9, however, will reduce spillover onto residential and other adjacent uses. Lighting will be required to comply with the Municipal Code requirements and will be directed onto specific areas. The use of shielding and LED lighting will limit spillover. In addition, the lighting plan must comply with the following standard: additional lighting may not exceed 2.0 foot-candles at a light-sensitive use (e.g., residential or hotel uses) or 0.5 foot-candles in an R district. In short, no measurable light will extend outside the Shopping Center site. Thus, the mitigation measures imposed on the Project will ensure that any increase in ambient light would not alter the character of the area, interfere with nearby residential uses, or interfere with the performance of an off-site activity. Project-related light impacts will be less than significant.

B. AIR QUALITY

1. **Regional Emissions during Construction**

Construction of the proposed Project has the potential to create air quality impacts due to the use of heavy-duty construction equipment. In addition, the added vehicle trips of construction workers traveling to and from the Shopping Center site will contribute to an increase in regional emissions during construction. Lastly, fugitive dust emissions would result from demolition and construction activities. In general, these

impacts are not anticipated to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts on regional emissions. Specifically, the following mitigation measures are imposed upon the Project to ensure that this less than significant impact is reduced even further:

Mitigation Measure B-1: All unpaved demolition and construction areas shall be wetted at least twice daily during excavation and construction, and temporary dust covers shall be used to reduce dust emissions and meet South Coast Air Quality Management District (“SCAQMD”) Rule 403.

Mitigation Measure B-2: The owner or contractor shall keep the construction area sufficiently dampened to control dust caused by construction and hauling, and at all times provide reasonable control of dust caused by wind without causing runoff or discharge to the municipal stormwater system.

Mitigation Measure B-3: All loads shall be secured by trimming, watering or other appropriate means to prevent spillage and dust.

Mitigation Measure B-4: All materials transported off-site shall be either sufficiently watered or securely covered to prevent excessive amount of dust.

Mitigation Measure B-5: All earth moving or excavation activities shall be discontinued during periods of high winds (i.e., greater than 15 mph), so as to prevent excessive amounts of dust.

Mitigation Measure B-6: General contractors shall maintain and operate construction equipment so as to minimize exhaust emissions. During construction, trucks and vehicles in loading and unloading queues will have their engines turned off when not in use, to reduce vehicle emissions. Construction activities should be phased and scheduled to avoid emissions peaks and discontinued during second-stage smog alerts.

Mitigation Measure B-7: To the extent possible, petroleum powered construction activity shall utilize electricity from

power poles rather than temporary diesel power generators and/or gasoline power generators.

Mitigation Measure B-8: On-site mobile equipment shall be powered by alternative fuel sources (i.e., methanol, natural gas, propane or butane) as feasible.

b. **Facts in Support of Findings**

Construction of the proposed Project has the potential to create air quality impacts due to the use of heavy-duty construction equipment. The vehicle trips of construction workers traveling to and from the Shopping Center site also will contribute to an increase in regional emissions during construction. By using well-maintained construction equipment, timing construction to avoid emissions peaks, and relying on alternative fuel sources, the Project can avoid significant impacts. Mitigation Measures B-6 through B-8 will minimize emissions and ensure that emissions remain below a significant level.

Fugitive dust emissions may result from demolition and construction activities. Compliance with SCAQMD District Rule 403 and Mitigation Measures B-1 through B-5 will reduce dust emissions to a less than significant level.

Implementation of the mitigation measures described above would reduce construction emissions for all pollutants, and Project-related and cumulative construction air quality impacts would remain less than significant.

C. HAZARDS AND HAZARDOUS MATERIALS

1. **Construction and Operation**

The Project has the potential to create significant impacts related to hazards and hazardous materials. Excavation, drilling, grading, and foundation preparation activities could expose workers to hazards during construction, including migrating VOCs. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts related to hazards and hazardous materials. Specifically, the following mitigation measures are imposed upon the Project to ensure that impacts are reduced to a less than significant level:

Mitigation Measure C-1: Given the likelihood of encountering soil containing crude oil and its associated components (VOCs, PAHs, heavy metals, etc.) during major earthwork performed within the Development Area, earthwork shall be conducted under a Soil Management

Plan (SMP), designed to guide construction and earthwork contractors in the best management practices (BMPs) for excavations, utility installations, grading, compaction, and other earthwork activities on potentially contaminated sites.

The SMP shall contain the following information:

- A summary of Site topography and soil conditions;
- Decision matrix for the application of the SMP procedures;
- Description of applicable earthwork and maintenance activities that will trigger the SMP procedures;
- Discussion of applicable regulations for performing earthwork in potentially contaminated soil areas, including those from the Occupational Safety and Health Administration (OSHA), the SCAQMD, and the LARWQCB;
- Health & safety procedures for worker safety, personal protective equipment, and training;
- Air pollution measurement and control measures for compliance with SCAQMD Rules 403 and 1166;
- Stormwater pollution control measures and best management practices (BMPs) to prevent non-stormwater discharge, control stormwater runoff and prevent pollution of stormwater runoff including control of sediments;
- Methods to identify potentially impacted soils;
- Truck traffic planning procedures;
- Recommended Site security procedures;
- Stockpile management;
- Stockpile profiling;
- Decontamination procedures; and
- Record keeping procedures.

The SMP shall set forth in one document requirements and performance standards of Federal and State law, including the general construction permit conditions issued by the Regional Water Quality Control Board, that are required in

connection with the performance of earthwork on sites that exhibit or that potentially exhibit the presence of hazardous substances.

The SMP shall be made available to various agencies for comment, including the LARWQCB and the South Coast Air Quality Management District at least 60 days prior to the start of earthwork. The SMP shall also be subject to review and approval by the City of Manhattan Beach prior to the start of earthwork. The Applicant will use the SMP as a guide for all construction or maintenance work conducted on the Shopping Center Site.

- Enforcement Agency: LARWQCB; SCAQMD; OSHA; City of Manhattan Beach Community Development, Fire, and Public Works Departments
- Monitoring Agency: City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department
- Monitoring Phase: Pre-Construction (prior to the start of earthwork); Construction
- Monitoring Frequency: Once prior to the issuance of grading permit; Periodic during construction
- Action(s) Indicating Compliance with Mitigation Measure(s): City approval of Soil Management Plan prepared by qualified professional; Approval of grading plans; Quarterly compliance report submitted by qualified professional; Quarterly compliance certification report submitted by project contractors

Mitigation Measure C-2: Any underground storage tanks, toxic materials, contaminated soils, or contaminated groundwater encountered during demolition, excavation, or grading shall be evaluated and excavated/disposed of, treated in-situ (in place), or otherwise managed in accordance with applicable regulatory requirements and in accordance with the SMP.

Mitigation Measure C-3: The Applicant shall install and use a sub-slab barrier and vent system (vapor intrusion protection system) in each building to mitigate the hazards caused by methane and VOCs in subsurface soil. The Applicant shall construct the impermeable membrane barrier of a minimum 60-mil-thick high-density polyethylene

("HDPE") liner system or liquid asphaltic spray-applied liner installed underneath each slab-on-grade structure constructed in the Project. This barrier shall be installed over a network of slotted vent piping set in gravel in order to collect and safely redirect any vapors from beneath the building based on a comprehensive review of historical data, the types of VOCs identified, and the range of methane concentrations.

To ensure proper installation, the performance of the vapor intrusion protection system shall be monitored by screening for methane in selected "compliance rooms" within the Project buildings for the first year of occupancy on a quarterly basis. Methane shall act as the indicator of a leak or malfunction with the system, since it is far more abundant in soil than any other vaporous chemical, is non-toxic, and can be detected easily with portable, hand-held equipment.

Reports summarizing the quarterly monitoring events shall be provided to the City of Manhattan Beach Fire Department. If the system is determined to be performing according to design specifications established by the design engineer and approved during the plan check process, the monitoring will be concluded after four monitoring periods, or one year.

Each system shall be configured so that it is prepared for the unlikely event that a breach occurs or portions of the barrier and vent system are damaged. The following back-up safety systems shall be in place and available to the Applicant if elevated methane concentrations are detected inside a building during an inspection or inspections indicate system damage or malfunction:

- The system shall be configured such that it may be converted to an active vacuum system that will create negative pressure under the building slab; and
- Heating/ventilation/air conditioning ("HVAC") equipment and controls shall be configured so as to be capable of generating and maintaining positive pressure within the Project buildings (with the exception of restaurant buildings, for safety reasons).

b. **Facts in Support of Findings**

Construction of the Project requires excavation that would disturb soil below the ground surface to as deep as approximately 10 feet below ground. Construction activities, such as foundation demolition, excavations for grading, excavations for linear utilities, drilling for caissons, grading, compaction, and foundation preparation, likely will encounter demolition fill and oily dune sand. Without mitigation measures, construction workers could be exposed to hazards during construction. In addition, based on historical methane data, commercial workers during operation of the Project have the potential to be exposed to migrating VOC vapors from groundwater as a result of vapor intrusion.

To address these potential impacts, mitigation measures would be implemented that include: (i) the preparation of a soil management plan during construction and (ii) incorporating vapor venting and barrier protection into the Project design. With implementation of Mitigation Measures C-1 through C-3, impacts associated with hazards and hazardous materials would be reduced to less than significant levels.

D. NOISE

1. Project Construction Noise

Construction associated with the Project would generate temporary noise levels that could affect sensitive receptors near the Project site. With the implementation of mitigation measures, however, noise impacts will be reduced to a less than significant level.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen any potential construction noise impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure a less than significant impact:

Mitigation Measure F-1: A temporary, continuous and impermeable sound barrier wall shall be erected along those portions of the Development Area closest to off-site sensitive receptors during construction activities. The required height and extent of the sound barrier wall shall be designed to achieve: a minimum 2 dBA reduction during construction of the Village Shops at receptor R3; a minimum 15 dBA and 2 dBA reduction at receptors R2 and R3, respectively, during construction of the Northeast Corner component; and a minimum 1 dBA and 16 dBA reduction at receptors R2 and R3, respectively, during construction of the Northwest Corner component.

Mitigation Measure F-2: Exterior noise-generating construction activities shall be limited to Monday through

Friday from 7:30 A.M. to 6:00 P.M., and from 9:00 A.M. to 6:00 P.M. on Saturdays. No noise-generating exterior construction activities shall occur on Sundays or City observed holidays.

Mitigation Measure F-3: Construction activities shall be scheduled so as to avoid operating several pieces of heavy equipment simultaneously when close to nearby sensitive uses, which causes high noise levels.

Mitigation Measure F-4: Noise-generating construction equipment operated at the Shopping Center site shall be equipped with effective noise control devices, i.e., mufflers, lagging, and/or motor enclosures. All equipment shall be properly maintained to assure that no additional noise due to worn or improperly maintained parts would be generated.

Mitigation Measure F-5: Engine idling from construction equipment such as bulldozers and haul trucks shall be limited. Idling of haul trucks shall be limited to five minutes at any given location as established by the SCAQMD.

b. **Facts in Support of Findings**

Construction of the proposed Project is expected to require the use of backhoes, front-end loaders, heavy-duty trucks, earth moving equipment, cranes, forklifts, and other heavy equipment. Such equipment often produces significant noise.

During the demolition phase related to the Village Shops, the threshold would be exceeded for the hotel and senior housing uses to the west by 2dBA. This would be a significant impact. In addition, construction activities associated with the Northeast Corner would exceed the significance thresholds at two receptor locations – the residential uses to the east (R2) and the hotel and senior housing uses to the west (R3). Construction of the Northwest Corner could cause significant impacts at the same two locations. As such, noise impacts associated with Project construction would be significant at those two receptor locations.

The temporary sound barriers prescribed in Mitigation Measure F-1 would reduce the potential short-term construction impacts to sensitive receptors to less than significant levels. Implementation of Mitigation Measure F-2 would preclude construction noise impacts from occurring during the noise-sensitive night time periods, or at any time on Sundays and holidays. Noise level reductions attributable to Mitigation Measures F-3 through F-5 would ensure that the noise levels associated with construction activities would be reduced to the extent feasible. Reducing engine idling and preventing the simultaneous use of multiple pieces of heavy equipment will significantly reduce noise impacts. In sum, implementation of the prescribed mitigation

measures would reduce Project noise impacts associated with on-site construction activities to less than significant levels.

E. PUBLIC SERVICES

1. Fire Services

Emergency access for fire department vehicles could be impacted by Project construction activities, but impacts are not anticipated to be significant. Similarly, impacts to fire services during the operation phase are not expected to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that minimize impacts to emergency access for fire department vehicles. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure G.1-1: During Project construction, the Applicant shall ensure that Manhattan Beach Fire Department access to the Shopping Center site will remain clear and unobstructed from construction activities.

Mitigation Measure G.1-2: The Applicant shall submit plans including a site plan for approval by the Manhattan Beach Fire Department prior to approval and issuance of a building permit.

Mitigation Measure G.1-3: The Applicant shall consult with the Manhattan Beach Fire Department and incorporate fire prevention and suppression features appropriate to the design of the Project.

b. Facts in Support of Findings

Construction of the Project could have an impact on emergency access for fire department vehicles due to temporary lane closures, sidewalk closures, increased traffic due to the movement of construction equipment, and hauling of demolition materials that could slow traffic. Mitigation Measure G.1-1 would ensure that such impacts remain less than significant by requiring the Applicant to use traffic management personnel and appropriate signage. Thus, impacts to emergency access during construction will remain less than significant.

Any potential impacts during operation also will be reduced to a less than significant level. Although the increased demand for fire protection services during operation is not anticipated to be significant, Mitigation Measures G.1-2 and G.1-3 will ensure that response times remain adequate and that the Project

incorporates sufficient hydrants and fire flow to meet local requirements. In sum, the inclusion of Mitigation Measures G.1-1 through G.1-3 will reduce impacts to fire protection services to a less than significant level.

2. Police Services

Construction activities could increase response time for emergency vehicles due to temporary lane closures and other implications of construction-related traffic that cause increased travel time. In addition, the Project would increase the daytime population in the City, which could result in an increased need for security services. These impacts are not anticipated to be significant, but mitigation measures will be imposed to ensure that any such impacts to police services remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts to police services. Specifically, the following mitigation measures are imposed upon the Project to ensure that the impacts to police services remain less than significant:

Mitigation Measure G.2-1: During Project construction, the Applicant shall ensure that Manhattan Beach Police Department access to the Shopping Center site will remain clear and unobstructed from construction activities, consistent with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-2: During Project construction, the Applicant shall implement security measures including, but not limited to, security fencing, lighting, and the use of a seven-day, 24-hour security patrol consistent with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-3: The Applicant shall consult with the Manhattan Beach Police Department and incorporate crime prevention features appropriate for the design of the Project in accordance with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-4: Upon Project completion, the Applicant shall provide the Manhattan Beach Police Department with a diagram of each portion of the property, including access routes, and provide additional information that might facilitate police response in accordance with the Security Plan.

Mitigation Measure G.2-5: A Security Plan for the Shopping Center shall be developed in coordination with the Manhattan Beach Police Department and subject to the review and approval of the Manhattan Beach Police Department. This Security Plan shall include a specific security plan for the parking structures and a requirement to routinely meet with the Manhattan Beach Police Department regarding security within the Shopping Center.

b. **Facts in Support of Findings**

Similar to the effect on fire services, construction-related traffic could affect emergency access to the Shopping Center site and to surrounding areas. Temporary lane closures and other traffic-related effects could increase response times for police vehicles. Mitigation Measure G.2-1, however, will require the use of traffic management personnel and appropriate signage to reduce impacts to a less than significant level. Since emergency access to the Shopping Center site would remain clear and unobstructed during construction of the Project, construction impacts related to police access would be less than significant.

The storage of equipment and building materials on-site during construction could induce theft, which could increase the need for police services. Mitigation Measure G.2-2, however, would be required to ensure that the site remains secure, thereby reducing any impact on police services to a less than significant level.

Although the Project would not cause an increase in the permanent residential population served by the Police Department, it would increase the daytime population of the City. Thus, the daytime population could increase the demand for police protection services. Mitigation Measures G.2-3 through G.2-5, however, will reduce the increase in demand caused by the Project. The Project would provide adequate security features within the Shopping Center site, including foot patrol and bike patrol by private security guards, and security lighting in areas including, but not limited to, parking structures and pedestrian pathways. The Applicant also will provide conduit with hard wiring in the parking structures for exclusive use for possible future security cameras. Emergency phones also would be installed throughout the parking structures. Thus, the Project will include sufficient design features and operational features to reduce any impact on police services to a less than significant level.

Implementation of the mitigation measures provided above would ensure that potential police protection services impacts associated with the proposed Project would be less than significant.

F. TRANSPORTATION AND CIRCULATION

1. Traffic during Construction

Traffic impacts during construction are expected to be less than significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project to ensure that traffic impacts during construction remain less than significant. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure H-1: Prior to the start of construction, the Applicant shall devise a Construction Traffic Management Plan (“CTMP”) to be implemented during construction of the Project. The CTMP shall identify all traffic control measures and devices to be implemented by the construction contractor through the duration of demolition and construction activities associated with the Project. Construction traffic controls should be provided consistent with current California Manual of Uniform Traffic Control Devices standards and include provisions to provide and maintain ADA pedestrian mobility and access consistent with current California requirements. If lane closures are needed, the CTMP shall be submitted for review to Caltrans. The Construction Traffic Management Plan shall also be submitted for review to the City of El Segundo Public Works Department and the City of El Segundo Planning and Building Safety Department. The Construction Traffic Management Plan shall be subject to final approval by the City of Manhattan Beach Public Works Department, the City of Manhattan Beach Community Development Department, and the Manhattan Beach Police and Fire Departments. A final copy of the CTMP shall be submitted to the City of El Segundo.

b. Facts in Support of Findings

It is anticipated that during peak excavation periods, Project construction would generate up to 52 daily haul trips for 26 loads (i.e., average of seven haul trips per hour from 9:00 A.M. to 4:00 P.M.). During the store finishing portion of the construction Project, up to 50 daily trucks would produce 100 truck trips (14 truck trips per hour from 9:00 A.M. to 4:00 P.M.). Construction activity would be severely curtailed during the month of December in order to avoid conflicts with the peak shopping season. Although such impacts remain below the City’s thresholds of significance, the Public Works Department will require approval of a CTMP prior to commencement of construction (see Mitigation Measure H-1) to ensure that impacts remain less than

significant. Such a plan would seek to limit construction-related truck trips to off-peak traffic periods, to the extent feasible. With implementation of Mitigation Measure H-1, construction-related traffic impacts would remain less than significant.

2. Parking during Construction

Project impacts on parking during the construction phase have been identified as potentially significant, especially if construction occurs during the holiday shopping season and/or construction delays occur. These impacts are not anticipated to be significant, but mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that minimize parking impacts during construction. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure H-2: The Applicant shall submit a Construction Parking Management Plan to the City Community Development Department in October or earlier of each year that construction is planned between Thanksgiving through New Year's. The initial October or earlier submittal shall estimate the number of parking spaces to be available during the upcoming holiday shopping period and the peak demand likely during that same period based on the shared parking analysis similar to the analyses performed in the Traffic Study for the Manhattan Village Shopping Center Improvement Project. In the event that a parking shortage is projected, the Construction Parking Management Plan shall include the following points:

- A determination of the need for the provision of off-site parking.
- An estimate of the number of weekday and weekend off-site parking spaces needed to meet the demand identified by the parking demand study.
- The identification of the location of an off-site parking location(s) with the appropriate number of available spaces.
- Signed agreements with the owners of the off-site parking supply allowing the shopping center to utilize the spaces during the needed time periods.

- A transportation plan identifying shuttle operations, frequency, and hours of operation for any off-site spaces beyond a reasonable walking distance.
- Modification or reduction in construction hours or days. The annual Construction Parking Management Plan shall be submitted to and approved by the Director of Community Development. A final copy of the Construction Parking Management Plan shall be submitted to the City of El Segundo.
- **Enforcement Agency:** City of Manhattan Beach Community Development, Police, Fire, and Public Works Departments
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Annually in October or earlier of each year that construction is planned between Thanksgiving and New Year's
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Annual approval by the Community Development, Police, Fire and Public Works Department

Facts in Support of Findings

Analysis of the proposed parking demand based on active land uses, customers, employees, and construction employees shows that the parking supply would be adequate to meet the peak monthly parking demand at the Shopping Center site. The possibility remains, however, that due to project delays or construction scheduling, temporary parking shortages may occur on occasion. Specifically, there may be holiday shopping periods during which there would not be sufficient on-site parking supplies to meet the Christmas parking demand if certain phases of construction do not proceed as planned in terms of scheduling. Given this uncertainty, Mitigation Measure H-2 will be imposed to require a CPMP for periods when a parking shortage is anticipated. With implementation of this mitigation measure, Project construction would not significantly impact the availability of parking.

VI. Project Alternatives

The City of Manhattan Beach has considered a range of reasonable alternatives for the proposed Project including: Alternative A – No Project/No Build Alternative; Alternative B – Reduced Project – Village Shops Only Alternative; and Alternative C – Modified Site Plan Alternative. Alternatives A, B, and C were analyzed in the EIR, and the basis for rejecting each of these alternatives as infeasible is analyzed below.

As described in the Executive Summary of the FEIR, an “Alternative Site” alternative was rejected from further analysis because it would not meet the underlying purpose of the Project. As described in the Executive Summary, development at another location would not advance the majority of the Project Objectives, including promoting the future vitality of the Shopping Center site, improving vehicular/pedestrian access at the site, and integrating the Fry’s parcel into the site. For the reasons stated above and discussed further in the Executive Summary, an “Alternative Site” alternative was not analyzed further because it would result in greater environmental impacts than the Project and would not achieve the Project Objectives.

A. ALTERNATIVE A – NO PROJECT/NO BUILD ALTERNATIVE

1. Summary of Alternative

The No Project/No Build Alternative includes continued use of the site as it exists today. No new buildings would be constructed, none of the existing facilities would be expanded or improved, and existing buildings would continue to function as they currently do, with no increase in shopping center uses. Internal circulation and parking at the Shopping Center site would remain unchanged. Finally, no landscaping or sustainability features would be implemented as part of this Alternative.

1. Reasons for Rejecting Alternative: Infeasibility

The No Project/No Build Alternative would avoid the proposed Project’s impacts relating to aesthetics, light, air quality, noise, and traffic/circulation. Since all of those impacts for the Project were found to be less than significant with mitigation incorporated, however, Alternative A would not actually reduce any significant and unmitigated impacts.

In addition, the No Project/No Build Alternative would not improve the site from a land use or aesthetic perspective, and would not meet any of the objectives for the proposed Project. The No Project/No Build Alternative would not enhance spatial relationships that promote pedestrian access within the Shopping Center site. This Alternative would neither integrate the Fry’s Electronics parcel into the Shopping Center site nor improve pedestrian access. Finally, the No Project/No Build Alternative would neither maximize the value of the site nor ensure the future economic vitality of an existing Shopping Center. As these and other Project objectives would not be met with Alternative A, the City Council finds this to be an adequate basis for rejecting this Alternative as socially infeasible.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative A as socially infeasible,

and by itself, independent of any other reason, would justify the rejection of Alternative A as infeasible.

B. ALTERNATIVE B – REDUCED PROJECT – VILLAGE SHOPS ONLY ALTERNATIVE

1. Summary of Alternative

The Reduced Project – Village Shops Only Alternative would involve the development of 60,000 square feet of the Village Shops component, but would not include the development of the Northeast Corner or the Northwest Corner components. Specifically, a new parking facility and new retail buildings would not be developed in the Northeast Corner. In addition, the 46,200 square foot Fry's Electronics building would not be demolished and new shopping center buildings and parking facilities would not be developed in the Northwest Corner.

2. Reasons for Rejecting Alternative: Infeasibility

The Reduced Project – Village Shops Only Alternative would cause similar aesthetic effects during construction, though for a shorter term than for the Project because of the reduced scale. Like the Project, however, all aesthetic impacts would be reduced to a less than significant level through mitigation. In comparison to the Project, Alternative B would result in a reduction in lighting due to the exclusion of the development in the Northeast and Northwest Corners of the Shopping Center site proposed as part of the Project. Like the Project, lighting impacts would be less than significant, though lighting impacts of Alternative B would be less than for the proposed Project.

The reduction in scale of construction also would reduce air quality impacts as compared to the proposed Project. Given the difference of operational uses between Alternative B and the proposed Project and the subsequent difference in vehicle trips, however, regional operational emissions under the Alternative B are anticipated to be greater than the proposed Project – though still less than significant. The same can be said for greenhouse gas emissions, which would be greater for Alternative B than for the proposed Project, but remain less than significant.

Alternative B would cause similar effects related to exposing workers to hazards during construction because both would require workers to excavate and prepare foundations. Thus, impacts associated with chemical and physical hazards would be similar to the Project and less than significant with mitigation incorporated. By not requiring demolition, Alternative B would have a reduced impact on asbestos exposure. Alternative B would cause greater impacts to operational noise and traffic than the proposed Project. Like the Project, however, the impacts would remain less than significant.

Alternative B would not meet the objective of integrating the various uses and structures into the Site, especially with respect to integrating the Fry's Electronics parcel (the Northwest Corner). In addition, Alternative B would not enhance spatial

relationships that promote pedestrian access within the Shopping Center site or maximize site opportunities in the same manner as the proposed Project. Additionally, the consolidation of the Macy's Men's store from the south portion of the Main Mall into the Macy's main store at the north end of the Mall, and the expansion of the Macy's main store to accommodate the consolidation of the two parts of the store, is a key component of the Project that would not be realized if Alternative B were constructed. As these Project objectives would not be met to the degree they would be met with the proposed Project, the City Council finds this to be an adequate basis for rejecting Alternative B as socially infeasible.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative B, and by itself, independent of any other reason, would justify rejection of Alternative B as socially infeasible.

C. ALTERNATIVE C – MODIFIED SITE PLAN ALTERNATIVE

1. Summary of Alternative

The Modified Site Plan Alternative would involve the same overall types and amounts of development as the proposed Project, but the Village Shops and related parking would be relocated further south and east within the Shopping Center site. The Northwest Corner, Northeast Corner, the total net increase of new retail and restaurant space, and the demolition of existing retail, restaurant, and cinema space would be the same as the proposed Project.

2. Reasons for Rejecting Alternative: Infeasibility

The Modified Site Plan Alternative would cause similar aesthetic effects during construction and would result in a similar time frame as the proposed Project. The Development Area where construction would occur would be shifted further south and east and would therefore be more visible to the east of the site. However, fencing, landscaping and changes in topography would obstruct the visibility of construction activities and the same mitigation measures would be imposed for Alternative C as would be imposed for the Project. Thus, aesthetic impacts would be slightly more than the proposed Project due to the changed location of construction, but would remain less than significant.

Similarly, potential light and glare effects would be slightly greater than the Project due to the location of construction, but impacts would remain less than significant. The same can be said for the noise impacts related to this Alternative. While noise may be slightly greater due to the location of construction, impacts would be expected to remain less than significant.

Air quality impacts, toxics, and greenhouse gas emissions would essentially be the same as the proposed Project due to the similar scale of the Project and would be less than significant. Hazards and hydrology impacts would be similar to the proposed Project and less than significant.

Impacts relative to consistency with land use plans would be slightly greater for Alternative C than for the proposed Project because the design would be less accommodating to pedestrian activity and less internally consistent with other land uses on the Shopping Center site. Nonetheless, impacts under either scenario would be less than significant.

Impacts to fire and police services, as well as water supply and wastewater, would be the same as the proposed Project. Similarly, traffic impacts are expected to be the same as the proposed Project. With mitigation measures incorporated, however, any traffic impacts would be less than significant under either scenario.

Alternative C generally would meet the underlying purpose of the Project and would meet many of the Project Objectives. Due to the revised location of the proposed Village Shops under Alternative C, however, some of the Project Objectives would not be met. Primarily, this Alternative would not maintain the unique open air characteristics of the Shopping Center, nor would it promote pedestrian access within the Site. It would not enhance existing parking areas and provide additional parking with direct access to the development nor would the architectural design in terms of building placement be as compatible with the existing components of the Shopping Center as the proposed Project. In short, this Alternative would not integrate the various uses on the site to the same extent as the proposed project, maximize site opportunities, or improve vehicular access while promoting pedestrian-friendly design. Given that this Alternative would not meet as many of the Project Objectives as the proposed Project, the City Council finds this to be an adequate basis for rejecting Alternative C as socially infeasible.

In addition, Alternative C is rejected on the basis that it would not be environmentally superior to the proposed Project. The light and glare impacts of Alternative C would exceed those of the Project and the Alternative would not be as consistent with land use policies because it would not improve pedestrian access as well as the proposed Project, nor would it separate or buffer residential areas from noise, odors, or light and glare as well as the proposed Project.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative C as infeasible, and by itself, independent of any other reason, would justify rejection of Alternative C as infeasible.

D. ENVIRONMENTALLY SUPERIOR ALTERNATIVE

Of the alternatives evaluated above, the No Project Alternative is the environmentally superior alternative with respect to reducing the potentially significant impacts created by the proposed Project. The CEQA Guidelines require the identification of another environmentally superior alternative if the No Project Alternative is the environmentally superior alternative.

Of the remaining project alternatives, the Reduced Project – Village Shops Only alternative is the environmentally superior alternative. Although the Reduced Project Alternative would decrease some environmental impacts as compared to the proposed Project, it would actually have greater impacts than the proposed Project with respect to operational traffic impacts. In addition, the proposed Project does not have any significant unmitigated impacts. For those reasons and for the reasons discussed above, the City Council hereby rejects the Reduced Project Alternative in favor of the Project.

EXHIBIT B

MITIGATION MONITORING AND REPORTING PROGRAM

VIII. Revised Mitigation Monitoring and Reporting Program

1. Introduction

The California Environmental Quality Act (CEQA) requires a Mitigation Monitoring and Reporting Program (MMRP) for projects where mitigation measures are a condition of their approval and development. An Environmental Impact Report (EIR) has been prepared to address the potential environmental impacts of the proposed Project. Where appropriate, the EIR recommends mitigation measures to avoid or substantially lessen the significant environmental impacts associated with the proposed Project. This MMRP is designed to monitor implementation of these mitigation measures. This MMRP has been prepared in compliance with the requirements of CEQA, Public Resources Code Section 21081.6, and Section 15097 of the CEQA Guidelines. This MMRP describes the procedures the Applicant shall use to implement the mitigation measures adopted in connection with the approval of the proposed Project and the methods of monitoring and reporting on such actions. “Monitoring” is generally an ongoing or periodic process of project oversight. “Reporting” generally consists of a written compliance review that is presented to the decision making body or authorized staff person. For this MMRP, the City of Manhattan Beach is the Lead Agency for the proposed Project. This MMRP specifically includes revisions to Mitigation Measures C-1 and H-2.

2. Purpose

It is the intent of this MMRP to:

1. Verify compliance with the required mitigation measures of the EIR;
2. Provide a methodology to document implementation of required mitigation;
3. Provide a record and status of mitigation requirements;
4. Identify monitoring and enforcement agencies;
5. Establish and clarify administrative procedures for the clearance of mitigation measures;

6. Establish the frequency and duration of monitoring and reporting; and
7. Utilize the existing agency review processes' wherever feasible.

3. Administrative Procedures

The Applicant shall be obligated to provide documentation concerning implementation of the listed mitigation measures to the appropriate monitoring agency and the appropriate enforcement agency as provided for herein. All departments listed below are within the City of Manhattan Beach unless otherwise noted. The entity responsible for the implementation of mitigation measures shall be the Applicant unless otherwise noted.

As shown on the following pages, each required mitigation measure for the proposed Project is listed and categorized by impact area, with accompanying discussion of:

- Enforcement Agency—the agency with the power to enforce the mitigation measure.
- Monitoring Agency—the agency to which reports involving feasibility, compliance, implementation, and development are made.
- Monitoring Phase—the phase of the proposed Project during which the mitigation measure shall be monitored.
- Monitoring Frequency—the frequency at which the mitigation measure shall be monitored. Because construction would be completed in increments, repeat monitoring may be required for some mitigation measures to demonstrate compliance for each increment.
- Action(s) Indicating Compliance—the action(s) of which the Enforcement or Monitoring Agency indicates that compliance with the required mitigation measure has been implemented.

4. Enforcement

This MMRP shall be in place throughout all phases of the proposed Project. Each phase of the proposed Project will be required to demonstrate compliance. The Applicant shall be obligated to provide certification, as identified below, to the appropriate agency that compliance with the required mitigation measure has been implemented.

5. Program Modification

After review and approval of the final MMRP by the Lead Agency, minor changes and modifications to the MMRP are permitted, but can only be made by the Applicant or its successor subject to the approval by the City of Manhattan Beach. The Lead Agency, in conjunction with any appropriate agencies or departments, will determine the adequacy of any proposed change or modification. The flexibility is necessary in light of the prototypical nature of the MMRP, and the need to protect the environment with a workable program. No changes will be permitted unless the MMRP continues to satisfy the requirements of CEQA, as determined by the Lead Agency.

6. Mitigation Monitoring and Reporting Program

IV.A. Aesthetics, Views, Light/Glare, and Shading

Mitigation Measure A-1: The Applicant shall ensure through appropriate postings and daily visual inspections that no unauthorized materials are posted on any temporary construction barriers or temporary pedestrian walkways, and that such temporary barriers and walkways are maintained in a visually attractive manner throughout the construction period.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Field inspection sign-off

Mitigation Measure A-2: Temporary fencing with screening material (e.g., a chain link fence with green or black screen material) approximately 6 feet in height shall be used around the perimeter of construction activities within the Development Area to buffer views of construction equipment and materials. In addition, construction activities internal to the site shall be screened by temporary construction fencing located within five to ten feet of the vertical construction areas.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department

- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):**
Field inspection sign-off

Mitigation Measure A-3: Any necessary construction lighting shall be directed onto the construction site and have low reflectivity to minimize glare and limit light spillover onto adjacent properties.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):**
Field inspection sign-off

Mitigation Measure A-4: A landscape plan for the Development Area shall be prepared to the satisfaction of the Community Development Department. The landscape plan shall provide for the replacement of any significant tree removed with a minimum of one 36-inch box tree, with the specific number and size to be determined by the Community Development Department. The landscape plan shall also include an automatic irrigation plan.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):**
Approval of Plan; Issuance of Certificate of Occupancy

Mitigation Measure A-5: All new street lighting within the public right-of-way required for the project shall be approved by the Public Works Department, and where applicable, Caltrans.

- **Enforcement Agency:** City of Manhattan Beach Public Works Department; Caltrans (where lighting is along Caltrans right-of way)

- **Monitoring Agency:** City of Manhattan Beach Public Works Department; Caltrans (where lighting is along Caltrans right-of way)
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plans; Issuance of Certificate of Occupancy

Mitigation Measure A-6: All new parking and pedestrian lighting required for the project shall be the minimum height needed and shall include cutoff optics and shielding that direct light away from off-site uses. Such lighting shall be approved by the Community Development Department.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plans; Issuance of Certificate of Occupancy

Mitigation Measure A-7: Architectural lighting shall be directed onto the building surfaces, have low reflectivity to minimize glare, limit light spillover onto adjacent properties and night sky, and be approved by the Community Development Department.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plans; Issuance of Certificate of Occupancy

Mitigation Measure A-8: Lighting controls shall allow the stepping down of light intensity after business hours.

- **Enforcement Agency:** City of Manhattan Beach Community Development and Police Departments

- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plans; Issuance of Certificate of Occupancy

Mitigation Measure A-9: A photometric lighting plan for the Development Area shall be prepared by an electrical engineer registered in the State of California. The plan shall consist of a foot-candle layout based on a 10-foot grid extending for a minimum of 20 feet outside the property lines. This plan shall demonstrate that additional lighting does not exceed 2.0 foot-candles at a light-sensitive use (e.g., residential or hotel uses) or 0.5 foot-candles in an R district. Upon completion of installation of such lighting, lights shall be field verified and/or adjusted to ensure consistency with the photometric plan.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once at plan check; Once at field inspection
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plan; Issuance of Certificate of Occupancy

IV.B. Air Quality

Mitigation Measure B-1: All unpaved demolition and construction areas shall be wetted at least twice daily during excavation and construction, and temporary dust covers shall be used to reduce dust emissions and meet SCAQMD District Rule 403.

- **Enforcement Agency:** South Coast Air Quality Management District; City of Manhattan Beach Community Development Department
- **Monitoring Agency:** South Coast Air Quality Management District; City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction

- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure B-2: The owner or contractor shall keep the construction area sufficiently dampened to control dust caused by construction and hauling, and at all times provide reasonable control of dust caused by wind without causing runoff or discharge to the municipal storm water system.

- **Enforcement Agency:** South Coast Air Quality Management District; City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure B-3: All loads shall be secured by trimming, watering or other appropriate means to prevent spillage and dust.

- **Enforcement Agency:** South Coast Air Quality Management District; City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure B-4: All materials transported off-site shall be either sufficiently watered or securely covered to prevent excessive amount of dust.

- **Enforcement Agency:** South Coast Air Quality Management District; City of Manhattan Beach Community Development Department

- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure B-5: All earth moving or excavation activities shall be discontinued during periods of high winds (i.e., greater than 15 mph), so as to prevent excessive amounts of dust.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure B-6: General contractors shall maintain and operate construction equipment so as to minimize exhaust emissions. During construction, trucks and vehicles in loading and unloading queues will have their engines turned off when not in use, to reduce vehicle emissions. Construction activities should be phased and scheduled to avoid emissions peaks and discontinued during second-stage smog alerts.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign off

Mitigation Measure B-7: To the extent possible, petroleum powered construction activity shall utilize electricity from power poles rather than temporary diesel power generators and/or gasoline power generators.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign off

Mitigation Measure B-8: On-site mobile equipment shall be powered by alternative fuel sources (i.e., methanol, natural gas, propane or butane) as feasible.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspection during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign off

IV.C. Hazards and Hazardous Materials

Mitigation Measure C-1: Given the likelihood of encountering soil containing crude oil and its associated components (VOCs, PAHs, heavy metals, etc.) during major earthwork performed within the Development Area, earthwork shall be conducted under a Soil Management Plan (SMP), designed to guide construction and earthwork contractors in the best management practices (BMPs) for excavations, utility installations, grading, compaction, and other earthwork activities on potentially contaminated sites.

The SMP shall contain the following information:

- A summary of Site topography and soil conditions;
- Decision matrix for the application of the SMP procedures;

- Description of applicable earthwork and maintenance activities that will trigger the SMP procedures;
- Discussion of applicable regulations for performing earthwork in potentially contaminated soil areas, including those from the Occupational Safety and Health Administration (OSHA), the SCAQMD, and the LARWQCB;
- Health & safety procedures for worker safety, personal protective equipment, and training;
- Air pollution measurement and control measures for compliance with SCAQMD Rules 403 and 1166;
- Stormwater pollution control measures and best management practices (BMPs) to prevent non-stormwater discharge, control stormwater runoff and runoff and prevent pollution of stormwater runoff including control of sediments;
- Methods to identify potentially impacted soils;
- Truck traffic planning procedures;
- Recommended Site security procedures;
- Stockpile management;
- Stockpile profiling;
- Decontamination procedures; and
- Record keeping procedures.

The SMP shall set forth in one document requirements and performance standards of Federal and State law, including the general construction permit conditions issued by the Regional Water Quality Control Board, that are required in connection with the performance of earthwork on sites that exhibit or that potentially exhibit the presence of hazardous substances.

The SMP shall be made available to various agencies for comment, including the LARWQCB and the South Coast Air Quality Management District at least 60 days prior to the start of earthwork. The SMP shall also be subject to review and approval by the City of Manhattan Beach prior to the start of earthwork. The Applicant will use the SMP as a guide for all construction or maintenance work conducted on the Shopping Center Site.

- **Enforcement Agency:** LARWQCB; SCAQMD; OSHA; City of Manhattan Beach Community Development, Fire, and Public Works Departments
- **Monitoring Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department

- **Monitoring Phase:** Pre-Construction (prior to the start of earthwork); Construction
- **Monitoring Frequency:** Once prior to the issuance of grading permit; Periodic during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** City approval of Soil Management Plan prepared by qualified professional; Approval of grading plans; Quarterly compliance report submitted by qualified professional; Quarterly compliance certification report submitted by project contractors

Mitigation Measure C-2: Any underground storage tanks, toxic materials, contaminated soils, or contaminated groundwater encountered during demolition, excavation, or grading shall be evaluated and excavated/disposed of, treated in-situ (in place), or otherwise managed in accordance with applicable regulatory requirements and in accordance with the Soil Management Plan.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire and Public Works Departments and possibly LARWQCB, SCAQMD and/or DTSC
- **Monitoring Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** To be determined by consultation with appropriate regulatory agency(ies) upon any discovery of such materials
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Soil Management Plan prepared by qualified professional; Quarterly compliance report submitted by qualified professional; Quarterly compliance certification report submitted by project contractors; Applicable agency sign-off in the event such materials are encountered

Mitigation Measure C-3: The Applicant shall install and use a sub-slab barrier and vent system (vapor intrusion protection system) in each building to mitigate the hazards caused by methane and VOCs in subsurface soil.

The Applicant shall construct the impermeable membrane barrier of a minimum 60-mil-thick high-density polyethylene (HDPE) liner system or liquid asphaltic spray-applied liner installed underneath each slab-on-grade structure constructed in the Project. This barrier shall be installed over a network of slotted vent piping set in gravel in order to collect and safely redirect any vapors from beneath the

building based on a comprehensive review of historical data, the types of VOCs identified, and the range of methane concentrations.

To ensure proper installation, the performance of the vapor intrusion protection system shall be monitored by screening for methane in selected “compliance rooms” within the Project buildings for the first year of occupancy on a quarterly basis. Methane shall act as the indicator of a leak or malfunction with the system, since it is far more abundant in soil than any other vaporous chemical, is non-toxic, and can be detected easily with portable, hand-held equipment.

Reports summarizing the quarterly monitoring events shall be provided to the City of Manhattan Beach Fire Department. If the system is determined to be performing according to design specifications established by the design engineer and approved during the plan check process, the monitoring will be concluded after four monitoring periods, or one year.

Each system shall be configured so that it is prepared for the unlikely event that a breach occurs or portions of the barrier and vent system are damaged. The following back-up safety systems shall be in place and available to the Applicant if elevated methane concentrations are detected inside a building during an inspection or if inspections indicate system damage or malfunction:

- The system shall be configured such that it may be converted to an active vacuum system that will create negative pressure under the building slab; and
- Heating/ventilation/air conditioning (HVAC) equipment and controls shall be configured so as to be capable of generating and maintaining positive pressure within the Project buildings (with the exception of restaurant buildings, for safety reasons).
- **Enforcement Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department; LARWQCB
- **Monitoring Agency:** City of Manhattan Beach Community Development and Fire Departments
- **Monitoring Phase:** Pre-Construction; Construction; Operation
- **Monitoring Frequency:** Once prior to construction; once upon construction of the system; quarterly for one year once system is operational
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of plans for system designed by qualified professional; Field inspection report by qualified professional upon construction; Quarterly monitoring reports submitted to the

Community Development Department and Fire Department by qualified professional for the first year of occupancy

IV.F. Noise

Mitigation Measure F-1: A temporary, continuous and impermeable sound barrier wall shall be erected along those portions of the Development Area closest to off-site sensitive receptors during construction activities. The required height and extent of the sound barrier wall shall be designed to achieve: a minimum 2 dBA reduction during construction of the Village Shops at receptor R3; a minimum 15 dBA and 2 dBA reduction at receptors R2 and R3, respectively, during construction of the Northeast Corner component; and a minimum 1 dBA and 16 dBA reduction at receptors R2 and R3, respectively, during construction of the Northwest Corner component.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure F-2: Exterior noise-generating construction activities shall be limited to Monday through Friday from 7:30 A.M. to 6:00 P.M., and from 9:00 A.M. to 6 P.M. on Saturdays. No noise-generating exterior construction activities shall occur on Sundays or City observed holidays.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure F-3: Construction activities shall be scheduled so as to avoid operating several pieces of heavy equipment simultaneously when close to nearby sensitive uses, which causes high noise levels.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure F-4: Noise-generating construction equipment operated at the Shopping Center site shall be equipped with effective noise control devices; i.e., mufflers, lagging, and/or motor enclosures. All equipment shall be properly maintained to assure that no additional noise due to worn or improperly maintained parts would be generated.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure F-5: Engine idling from construction equipment such as bulldozers and haul trucks shall be limited. Idling of haul trucks shall be limited to five (5) minutes at any given location as established by the South Coast Air Quality Management District.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department; SCAQMD
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

IV.G.1 Public Services—Fire Protection

Mitigation Measure G.1-1: During Project construction, the Applicant shall ensure that, Manhattan Beach Fire Department access to the Shopping Center Site will remain clear and unobstructed from construction activities.

- **Enforcement Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure G.1-2: The Applicant shall submit plans including a site plan for approval by the Manhattan Beach Fire Department prior to the approval and issuance of a building permit.

- **Enforcement Agency:** Manhattan Beach Fire and Community Development Departments
- **Monitoring Agency:** Manhattan Beach Fire Department
- **Monitoring Phase:** Pre-construction
- **Monitoring Frequency:** Once prior to issuance of building permit
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Issuance of a building permit

Mitigation Measure G.1-3: The Applicant shall consult with the Manhattan Beach Fire Department and incorporate fire prevention and suppression features appropriate to the design of the Project.

- **Enforcement Agency:** Manhattan Beach Fire and Community Development Departments
- **Monitoring Agency:** Manhattan Beach Fire Department
- **Monitoring Phase:** Pre-construction
- **Monitoring Frequency:** Once at time of plan submittal
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Plans by the Manhattan Beach Fire Department

IV.G.2 Public Services—Police Protection

Mitigation Measure G.2-1: During Project construction, the Applicant shall ensure that Manhattan Beach Police Department access to the Shopping Center site will remain clear and unobstructed from construction activities, consistent with the Security Plan approved by the Manhattan Beach Police Department.

- **Enforcement Agency:** Manhattan Beach Police and Community Development Departments
- **Monitoring Agency:** Manhattan Beach Police Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Security Plan; Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure G.2-2: During Project construction, the Applicant shall implement security measures including, but not limited to, security fencing, lighting, and the use of a seven-day, 24-hour security patrol, consistent with the Security Plan approved by the Manhattan Beach Police Department.

- **Enforcement Agency:** Manhattan Beach Police Department
- **Monitoring Agency:** City of Manhattan Beach Community Development Department and Manhattan Beach Police Department
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodic field inspections during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Security Plan; Quarterly compliance certification report submitted by project contractors; Field inspection sign-off

Mitigation Measure G.2-3: The Applicant shall consult with the Manhattan Beach Police Department and incorporate crime prevention features appropriate for the design of the Project in accordance with the Security Plan approved by the Manhattan Beach Police Department.

- **Enforcement Agency:** Manhattan Beach Police Department; City of Manhattan Beach Community Development Department
- **Monitoring Agency:** Manhattan Beach Police Department; City of Manhattan Beach Community Development Department

- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Once upon approval of plans and once upon implementation of features
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Security Plan; Issuance of Certificate of Occupancy

Mitigation Measure G.2-4: Upon Project completion, the Applicant shall provide the Manhattan Beach Police Department with a diagram of each portion of the property, including access routes, and provide additional information that might facilitate police response in accordance with the Security Plan.

- **Enforcement Agency:** Manhattan Beach Police Department
- **Monitoring Agency:** Manhattan Beach Police Department
- **Monitoring Phase:** Operation (prior to occupancy)
- **Monitoring Frequency:** Prior to certificate of occupancy for each component
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Written confirmation of receipt by Manhattan Beach Police Department prior to issuance of certificate of occupancy for each component

Mitigation Measure G.2-5: A Security Plan for the Shopping Center shall be developed in coordination with the Manhattan Beach Police Department and subject to the review and approval of the Manhattan Beach Police Department. This Security Plan shall include a specific Security Plan for the parking structures and a requirement to routinely meet with the Manhattan Beach Police Department regarding security within the Shopping Center.

- **Enforcement Agency:** Manhattan Beach Police Department
- **Monitoring Agency:** Manhattan Beach Police Department
- **Monitoring Phase:** Pre-construction; Operation
- **Monitoring Frequency:** Once prior to issuance of the first building permit; Annually during operation
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Approval of Security Plan; Annual compliance report submitted by project Applicant.

IV.H. Transportation and Circulation

Mitigation Measure H-1: Prior to the start of construction, the Applicant shall devise a Construction Traffic Management Plan to be implemented during construction of the Project. The Construction Traffic

Management Plan shall identify all traffic control measures and devices to be implemented by the construction contractor through the duration of demolition and construction activities associated with the Project. Construction traffic controls should be provided consistent with current California Manual of Uniform Traffic Control Devices standards and include provisions to provide and maintain ADA pedestrian mobility and access consistent with current California requirements. If lane closures are needed, the Construction Traffic Management Plan shall be submitted for review to Caltrans. The Construction Traffic Management Plan shall be submitted for review to the City of El Segundo Public Works Department and the City of El Segundo Planning and Building Safety Department. The Construction Traffic Management Plan shall be subject to final approval by the City of Manhattan Beach Public Works Department, the City of Manhattan Beach Community Development Department, and the Manhattan Beach Police and Fire Departments. A final copy of the Construction Traffic Management Plan shall be submitted to the City of El Segundo.

- **Enforcement Agency:** City of Manhattan Beach Public Works Department; City of Manhattan Beach Community Development Department; Manhattan Beach Police Department; Manhattan Beach Fire Department, and potentially Caltrans
- **Monitoring Agency:** City of Manhattan Beach Public Works Department; City of Manhattan Beach Community Development Department; Manhattan Beach Police Department; Manhattan Beach Fire Department
- **Monitoring Phase:** Pre-Construction; Construction
- **Monitoring Frequency:** Once prior to issuance of first demolition permit; Periodic field inspections during construction
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Written verification of approval from the City of Manhattan Beach Public Works Department, City of Manhattan Beach Community Development Department, Manhattan Beach Police Department, and Manhattan Beach Fire Department, and Caltrans, if required, prior to the issuance of demolition and construction permits; Issuance of first demolition permit; Field inspection sign-off; Quarterly compliance certification report submitted by project contractors

Mitigation Measure H-2: The Applicant shall submit a Construction Parking Management Plan to the City Community Development Department in October or earlier of each year that construction is planned between Thanksgiving through New Year's. The initial October or earlier submittal shall estimate the number of parking spaces to be available during the upcoming holiday shopping period and the peak

demand likely during that same period based on the shared parking analysis similar to the analyses performed in the Traffic Study for the Manhattan Village Shopping Center Improvement Project. In the event that a parking shortage is projected, the Construction Parking Management Plan shall include the following points:

- A determination of the need for the provision of off-site parking.
- An estimate of the number of weekday and weekend off-site parking spaces needed to meet the demand identified by the parking demand study.
- The identification of the location of an off-site parking location(s) with the appropriate number of available spaces.
- Signed agreements with the owners of the off-site parking supply allowing the shopping center to utilize the spaces during the needed time periods.
- A transportation plan identifying shuttle operations, frequency, and hours of operation for any off-site spaces beyond a reasonable walking distance.
- Modification or reduction in construction hours or days.

The annual Construction Parking Management Plan shall be submitted to and approved by the Director of Community Development. A final copy of the Construction Parking Management Plan shall be submitted to the City of El Segundo.

- **Enforcement Agency:** City of Manhattan Beach Community Development, Police, Fire, and Public Works Departments
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Annually in October or earlier of each year that construction is planned between Thanksgiving and New Year's
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Annual approval by the Community Development, Police, Fire and Public Works Department

RESOLUTION NO. 14-0025

A RESOLUTION OF THE MANHATTAN BEACH CITY COUNCIL CERTIFYING THE FINAL ENVIRONMENTAL IMPACT REPORT FOR THE MANHATTAN VILLAGE SHOPPING CENTER ENHANCEMENT PROJECT LOCATED AT 3200-3600 SOUTH SEPULVEDA BOULEVARD, ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, AND ADOPTING A MITIGATION MONITORING AND REPORTING PROGRAM

The Manhattan Beach City Council hereby finds, determines and resolves as follows:

Section 1. RREEF America Reit Corp BBB II (“RREEF”) has applied for land use entitlements for improvements (the “Project”) to an approximately 18.4 portion of the 44-acre Manhattan Village Shopping Center located at 3200 – 3600 South Sepulveda Boulevard, Manhattan Beach. As described with more particularity in the Project Description of the Draft Environmental Impact Report (“DEIR”) at pp. II-1 *et seq.*, the proposal sought approval of a substantial increase in square feet of net new retail and restaurant gross leasable area; demolition of existing retail, restaurant and cinema gross leasable area; new on-site parking facilities; and surface parking areas. For the Project, the Manhattan Beach Municipal Code requires an amended Master Use Permit, a building height variance, an amended Master Sign Permit and sign exceptions, demolition, grading, and other related permits.

Section 2. In January 2009, the City distributed a Notice of Preparation (“NOP”) to the State Office of Planning and Research, responsible agencies, and other interested parties. In February 2009, the City conducted a public scoping meeting to provide information and to provide a forum where interested individuals, groups, public agencies and others could provide verbal input in an effort to assist in further refining the intended scope and focus of the Environmental Impact Report (the “EIR”).

Section 3. The City prepared and released a Draft Environmental Impact Report (the “DEIR”). In accordance with the California Environmental Quality Act (“CEQA”) and the CEQA Guidelines, the Project’s potential impacts on the environment were analyzed in the DEIR.

Section 4. Pursuant to CEQA Guideline Section 15105, the City circulated the DEIR and Appendices for the Project to the public and interested parties for a comment period from June 16, 2012 to July 17, 2012. The City held public meetings regarding the Project and DEIR on June 27 and October 3, 2012, and March 13, and on April 24, May 22, June 26, and July 24, 2013 regarding the Project and the FEIR.

Section 5. The City prepared written responses to all comments received on the DEIR and those responses to comments are incorporated into the Final Environmental Impact Report (the “Final EIR”) that was completed March 2013.

Section 6. On June 27 and October 3, 2012 and March 13, 2013, the City’s Planning Commission held duly noticed public hearings to consider the Draft EIR and the Project. On April 24, May 22, and June 26, 2013, the City’s Planning Commission held duly noticed public hearings to consider the Final EIR and the Project. On June 26, 2013, the Planning Commission held a duly noticed continued public hearing to consider the Final EIR and the Project as revised by the Applicant’s submittal. After considering all of the evidence presented, the Planning Commission adopted Resolution No. PC 13-09, certifying the Final EIR, adopting the Mitigation Monitoring and Reporting Program for the Project, and approving the Project.

Section 7. By letter dated July 9, 2013, 3500 Sepulveda LLC (“3500 Sepulveda” hereinafter) appealed the Commission’s certification of the Final EIR without stating any basis for the appeal. On later dates, the attorney for Sepulveda provided two late comment letters concerning the Project which, among other things, attempted to explain

why 3500 Sepulveda appealed. The late comment letters are addressed in the City's Response to Late Comments, which has been added to the Final EIR as Volume II. In response to such letters, additional clarification has been provided on the performance standards for Mitigation Measures C-1 and H-2.

Section 8. On September 3, 10, and 17, October 8, November 12, 2013 and April 29, 2014, the City Council held duly noticed public hearings to consider the Project. In addition, the Council held duly noticed public meetings on August 6, 2013 and January 14, 2014 and on January 14, 2014 directed staff to draft the necessary resolutions to approve a refined project. The material differences between the original project analyzed in the EIR and the Project as revised by the Applicant are summarized in Section 9 and the Final EIR, Volume 2.

Section 9. In response to Council direction and comments from the public and staff, the Applicant refined and modified the Project. The refined and modified Project is identical to the Project analyzed in the EIR in the following respects: same acreage for development; same or reduced volume of cut and fill associated with site grading; consistent types and amount of construction equipment and location of construction activities; same or reduced traffic generation; same parking ratios during construction and operation; same or reduced structure heights; same landscaping, lighting and signage; consistent building location and massing; reduced building square footage; consistent land uses; improved internal vehicular and pedestrian circulation; similar demand for utilities; and similar number of employees and visitors. The differences between the Project analyzed by the EIR and the refined and modified Project are indicated in the Final EIR, Volume 2, which is hereby incorporated by this reference.

Section 10. The City commissioned an environmental analysis of the refined and modified Project by an independent environmental consultant, Matrix Environmental. In consultation with the City's independent traffic consultant, the independent environmental consultant analyzed the refinements and modifications to the Project and prepared an "Analysis of Proposed Modifications to the Manhattan Village Shopping Center Improvement Project," dated April 2014 (see, FEIR, Volume II), which is hereby incorporated by this reference. The analysis concluded that the refined and modified Project would not result in greater impacts than were identified for the Project as originally analyzed in the EIR, and that all of the potential environmental impacts associated with the proposed modifications are within the scope of the potential impacts already evaluated in the EIR. It also recommended that only two Mitigation Measures be modified due to the refinements and modifications. Thus, no new impacts have been identified; two mitigation measures have been slightly revised; and no new mitigation measures are required for implementation of the refined and modified Project. The City Council hereby finds in the exercise of its independent judgment that the conclusions of the independent consultant are correct and the analysis was completed in full compliance with CEQA.

~~Section 11. The project as analyzed in the DEIR and as refined and modified hereinafter constitutes the Project.~~

Section 11. ~~Section 12.~~ On April 29, 2014, the City Council held a duly noticed public hearing to consider the refined and modified Project. The City Council invited public comment on the refined and modified Project, the draft resolutions and the draft conditions of approval. The City invited representatives of 3500 Sepulveda to provide comments. Principal Mark Neumann and two attorneys spoke for over forty minutes. After the conclusion of the public testimony, the City Council closed the public testimony portion of the public hearing, and continued the hearing to May 20, 2014. On May 20, 2014, the City Council provided another opportunity for the public to provide comments. After that opportunity, the City Council directed staff to add additional conditions for its consideration. On December 2, 2014, the City Council again invited further public comment on the draft resolutions and draft conditions of approval.

Section 12. In response to Council direction, comments from the public and staff, and requests by the representatives of 3500 Sepulveda and RREEF, the draft resolution includes additional conditions, as follows: (a) the addition of an elevator and stairway to the west side of the North Parking Structure; and (b) interim landscaping and signage at

the corner of Rosecrans Avenue and Sepulveda Boulevard. In addition, RREEF has proposed the following conditions: (a) an additional 30 parking spaces adjacent to 3500 Sepulveda Boulevard building in the culvert with a stairway leading directly to the building; and (b) the addition of a right-turn/deceleration lane at the 33rd Street entrance to the Project Site. The City commissioned an environmental analysis of these additional conditions, by an independent environmental consultant, Matrix Environmental. The City's independent traffic consultant analyzed the additional conditions, and prepared a "Review of New Conditions Proposed for the Manhattan Village Shopping Center dated November 2014 REF: J1106." In addition, the independent environmental consultant analyzed the additional conditions, and prepared a "Review of Applicant's Proposed Conditions regarding the Manhattan Village Shopping Center Project," dated November 2014. Both of these documents are hereby incorporated by this reference. The analysis concluded that the additional conditions would not result in greater impacts than were identified for the Project as originally analyzed in the EIR, and that all of the potential environmental impacts associated with the additional conditions are within the scope of the potential impacts already evaluated in the EIR. Further, such conditions are consistent with the project objectives identified in the EIR such as improving site access by providing new or re-aligned access driveways to reduce vehicular queuing and interference with traffic flows on adjacent streets, enhancing existing parking areas, providing additional parking with direct access to the development, improving pedestrian access and mobility, and enhancing spatial relationships that promote pedestrian access within the Shopping Center. In addition, at the May 20 meeting, the City Council directed that the North Parking Structure be reduced by eliminating the third parking deck. Staff has confirmed that the reduction in parking will not affect the allowable gross leasable area because there is adequate parking even without the third parking deck. Staff has concluded that the reduction in the parking would not alter the fact that the Project meets the required parking ratio. As such, no new impacts have been identified and no new mitigation measures are required for implementation of the refined and modified Project with the additional conditions. The City Council hereby finds in the exercise of its independent judgment that the conclusions of staff and the independent consultants are correct and the analysis was completed in full compliance with CEQA.

Section 13. ~~The project as analyzed in the DEIR and as refined and modified herein, with the proposed additional conditions, constitutes the Project.~~

Section 14. ~~Section 13.~~ The Final EIR is comprised of the DEIR dated June 2012 and all appendices thereto, the Executive Summary, Errata and Clarifications to the DEIR, written responses to comments including responses to late comments, the "Analysis of Proposed Modifications to the Manhattan Village Shopping Center Improvement Project," dated April 2014, the additional analysis contained in the consultants' letters dated November 2014, and the Mitigation Monitoring and Reporting Program.

Section 15. ~~Section 14.~~ The findings made in this Resolution are based upon the information and evidence set forth in the Final EIR and upon other substantial evidence that has been presented at the hearings before both the Planning Commission and the City Council, and in the record of the proceedings. The documents, staff reports, technical studies, appendices, plans, specifications, and other materials that constitute the record of proceedings on which this Resolution is based are on file for public examination during normal business hours at the City of Manhattan Beach, 1400 Highland Avenue, Manhattan Beach, CA 90266. Each of those documents is incorporated herein by reference. The custodian of these records is Angela Soo, Community Development Department Executive Secretary.

Section 16. ~~Section 15.~~ The City Council finds that agencies and interested members of the public have been afforded ample notice and opportunity to comment on the EIR and the Project.

Section 17. ~~Section 16.~~ Section 15091 of the State CEQA Guidelines requires that the City, before approving the Project, make one or more of the following written finding(s) for each significant effect identified in the Final EIR accompanied by a brief explanation of the rationale for each finding:

1. Changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effects as identified in the Final EIR; or,
2. Such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency; or,
3. Specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the final EIR.

Section 18. ~~Section 17.~~ Environmental impacts identified in the Initial Study to have no impact or a less than significant impact and do not require mitigation are described in Section III of Exhibit A, attached hereto and incorporated herein by reference.

Section 19. ~~Section 18.~~ Environmental impacts identified in the Final EIR as less than significant and that do not require mitigation are described in Section IV of Exhibit A, attached hereto and incorporated herein by reference.

Section 20. ~~Section 19.~~ Environmental impacts identified in the Final EIR as significant but mitigable are described in Section V of Exhibit A, attached hereto and incorporated herein by reference. Based upon the explanation of the rationale contained in Section V of Exhibit A, the Council hereby finds that changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effects as identified in the Final EIR.

Section 21. ~~Section 20.~~ Alternatives to the Project that might eliminate or reduce significant environmental impacts are described in Section VI of Exhibit A, attached hereto and incorporated herein by reference.

Section 22. ~~Section 21.~~ Public Resources Code section 21081.6 requires the City to prepare and adopt a mitigation monitoring and reporting program for any project for which mitigation measures have been imposed to assure compliance with the adopted mitigation measures. The Mitigation Monitoring and Reporting Program is attached hereto as Exhibit B, and is hereby incorporated herein by reference.

Section 23. ~~Section 22.~~ The City Council hereby certifies that prior to taking action, the City Council reviewed and considered the Final EIR and all of the information and data in the administrative record, and all oral and written testimony presented to it during meetings and hearings and certifies that the Final EIR reflects the City's independent judgment and analysis, is adequate and was prepared in full compliance with CEQA. No comments or any additional information submitted to the City, including but not limited to the evidence and legal argument presented on April 29, 2014, have produced any substantial new information requiring recirculation or additional environmental review of the Project under CEQA.

Section 24. ~~Section 23.~~ The Manhattan Beach City Council hereby certifies the Final Environmental Impact Report, adopts findings pursuant to the California Environmental Quality Act as set forth in Exhibit A attached hereto and incorporated herein by reference; adopts the Mitigation Monitoring and Reporting Program attached hereto as Exhibit B and incorporated herein by reference; and imposes each mitigation measure as a condition of Project approval. City staff shall implement and monitor the mitigation measures as described in Exhibit B.

Section 25. ~~Section 24.~~ The City Clerk shall certify to the adoption of this Resolution.

PASSED, APPROVED AND ADOPTED this ____ day of _____, 2014.

AYES:
NOES:

ABSENT:
ABSTAIN:

~~AMY HOWORTH~~ WAYNE POWELL
Mayor, City of Manhattan Beach

ATTEST:

LIZA TAMURA
City Clerk

EXHIBIT A

FINDINGS AND FACTS IN SUPPORT OF FINDINGS

I. Introduction

The California Environmental Quality Act (“CEQA”) and the State CEQA Guidelines (the “Guidelines”) provide that no public agency shall approve or carry out a project for which an environmental impact report has been certified which identifies one or more significant effects on the environment that will occur if a project is approved or carried out unless the public agency makes one or more of the following findings:

- A. Changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effects identified in the EIR.
- B. Such changes or alterations are within the responsibility of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency.
- C. Specific economic, social, or other considerations make infeasible the mitigation measures or project alternatives identified in the EIR.¹

Pursuant to the requirements of CEQA, the City Council hereby makes the following environmental findings in connection with the proposed Manhattan Village Shopping Center Enhancement Project, as refined and modified (the “Project”). These findings are based upon evidence presented in the record of these proceedings, both written and oral, including, without limitation, the DEIR, and all of its contents, the Comments and Responses to Comments on the EIR, and staff and consultants’ reports presented through the hearing process, which comprise the Final EIR (“FEIR”).

II. Project Objectives

As set forth in the EIR, the proposed Project is intended to achieve a number of objectives (the “Project Objectives”) as follows:

- A. Create a high-quality, architectural design that fits the character of the surrounding uses in terms of building placement and articulation and is compatible with the existing architectural components of the Shopping Center.
- B. Maintain the unique open area characteristics of the Shopping Center with the addition of the new “Village Shops,” open air promenades, and improved landscaping, thus providing open space for patrons and the surrounding community.

¹ Cal. Pub. Res. Code § 21081; 14 Cal. Code Regs. § 15091.

- C. Integrate the various uses and structures on-site with an emphasis on improving vehicular access within and adjacent to the site while promoting a pedestrian friendly design.
- D. Integrate the Fry's Electronics parcel; i.e., "Fry's Corner," into the Shopping Center site.
- E. Enhance spatial relationships that promote pedestrian access within the Shopping Center site.
- F. Improve pedestrian access, mobility and ADA facilities on the Project perimeter.
- G. Provide new and enhanced landscaping in the Shopping Center and along the borders of the site to improve and enhance the street appearance and revitalize the site frontage along Sepulveda Boulevard and Rosecrans Avenue.
- H. Maximize site opportunities by integrating a range of building types and uses within the existing Shopping Center development.
- I. Minimize environmental impacts by locating new development within an area that is currently developed and that has the existing infrastructure to support the development.
- J. Improve site access by providing new or re-aligned access driveways to reduce vehicular queuing and interference with traffic flows on adjacent streets.
- K. Enhance existing parking areas and provide additional parking with direct access to the development.
- L. Identify potential green building opportunities for the upcoming development with emphasis on water conservation, energy efficiency, and pollution reduction.
- M. Generate additional tax revenues for the City of Manhattan Beach.
- N. Maximize the value of the site and ensure the future economic vitality of an existing Shopping Center through revitalization, consistent with market demands.
- O. Provide a broad range of shopping and dining options with featured amenities to serve the needs of the nearby community.
- P. Strengthen the economic vitality of the region by creating new jobs and attracting new workers, through construction, revitalization, and operation of the Project.

III. Effects Determined to be Less Than Significant/No Impact in the Initial Study/Notice of Preparation

A Notice of Preparation (“NOP”) and Initial Study were conducted to determine the potential environmental effects of the Project. In the course of this evaluation, the Project was found to have no impact in certain impact categories because a project of this type and scope would not create such impacts or because of the absence of project characteristics producing effects of this type. The following effects were determined not to be significant or to be less than significant for the reasons set forth in the Initial Study, and were not analyzed in the EIR because they require no additional analysis to determine whether the effects could be significant.

A. AESTHETICS

1. The Project will not substantially damage scenic resources, including but not limited to, trees, rock outcroppings, and historic buildings within a state scenic highway.

B. AGRICULTURAL RESOURCES

1. The Project will not convert prime farmland, unique farmland, or farmland of statewide importance, as shown on the maps prepared pursuant to the farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use.
2. The Project will not conflict with existing zoning for agricultural use, or a Williamson Act contract.
3. The Project will not involve other changes in the existing environment which, due to their location or nature, could result in conversion of Farmland to non-agricultural use.

C. AIR QUALITY

1. The Project will not create objectionable odors affecting a substantial number of people.

D. BIOLOGICAL RESOURCES

1. The Project will not have a substantial adverse effect, either directly or through habitat modifications, on any species identified as a candidate, sensitive, or special status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Game or U.S. Fish and Wildlife Service.
2. The Project will not have a substantial adverse effect on any riparian habitat or other sensitive natural community identified in local or regional

plans, policies, regulations or by the California Department of Fish and Game or U. S. Fish and Wildlife Service.

3. The Project will not have a substantial adverse effect on federally protected wetlands as defined by Section 404 of the Clean Water Act (including, but not limited to, marsh, vernal pool, coastal, etc.) through direct removal, filling, hydrological interruption, or other means.
4. The Project will not interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident migratory wildlife corridors, or impede the use of native wildlife nursery sites.
5. The Project will not conflict with any local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance.
6. The Project will not conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan.

E. CULTURAL RESOURCES

1. The Project will not cause a substantial adverse change in the significance of a historical resource as defined in California Code of Regulations, Section 15064.5.
2. The Project will not cause a substantial adverse change in the significance of an archaeological resource pursuant to Section 15064.5.
3. The Project will not directly or indirectly destroy a unique paleontological resource or site or unique geologic feature.
4. The Project will not disturb any human remains, including those interred outside of formal cemeteries.

F. GEOLOGY AND SOILS

1. The Project will have a less than significant impact with regard to rupture of a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area or based on other substantial evidence of a known fault.
2. The Project will have a less than significant impact with regard to exposure to strong seismic ground shaking.
3. The Project will have a less than significant impact with regard to seismic-related ground failure, including liquefaction.

4. The Project will not result in landslides.
5. The Project will not result in substantial soil erosion or the loss of topsoil.
6. The Project will not be located on a geologic unit or soil that is unstable, or that would become unstable as a result of the Project, and potentially result in on- or off-site landslide, lateral spreading, collapse, or rockfall hazards.
7. The Project site is not located on expansive soil, as defined in Table 18-1-B of the Uniform Building Code (1994), creating substantial risks to life or property.
8. The Project will not have soils incapable of supporting the use of septic tanks or alternative waste water disposal systems where sewers are not available for the disposal of waste water.

G. HAZARDS AND HAZARDOUS MATERIALS

1. The Project will have a less than significant impact with regard to creating a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials.
2. The Project will not emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school.
3. The Project is not located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, and thus would not result in a safety hazard for people residing or working in the Project area.
4. The Project is not within the vicinity of a private airstrip, or heliport, and thus would not result in a safety hazard for people residing or working in the Project area.
5. The Project will not expose people or structures to a significant risk of loss, injury or death involving wildland fires.

H. HYDROLOGY AND WATER QUALITY

1. The Project will have a less than significant impact related to water quality standards and waste discharge requirements.
2. The Project will not substantially alter the existing drainage pattern of the site or area, including through the alteration of a stream or river, in a manner which would result in substantial erosion or siltation on- or off-site.

3. The Project will not otherwise substantially degrade water quality.
4. The Project will not place housing within a 100-year flood hazard area, as mapped on a federal Flood Hazard Boundary or Flood Insurance Rate Map or other flood hazard delineation map.
5. The Project will not place within a 100-year flood hazard area structures which would impede or redirect flood flows.
6. The Project will not expose people or structures to a significant risk of loss, injury or death involving flooding, including flooding as a result of the failure of a levee or dam.
7. The Project will not cause inundation by seiche, tsunami, or mudflow.

I. LAND USE AND PLANNING

1. The Project will not physically divide an established community.
2. The Project will not conflict with any applicable habitat conservation plan or natural community conservation plan.

J. MINERAL RESOURCES

1. The Project will not result in the loss of availability of a known mineral resource that would be of value to the region and the residents of the State.
2. The Project will not result in the loss of availability of a locally-important mineral resource recovery site delineated on a local general plan, specific plan or other land use plan.

K. NOISE

1. The Project is not located within an airport land use plan or within two miles of a public airport or public use airport, and thus would not expose people residing or working in the Project area to excessive noise levels.
2. The Project is not within the vicinity of a private airstrip, and thus would not expose people residing or working in the Project area to excessive noise levels.

L. POPULATION AND HOUSING

1. The Project will not induce substantial population growth in the area, either directly or indirectly.
2. The Project will not displace substantial numbers of existing housing, necessitating the construction of replacement housing elsewhere.

3. The Project will not displace substantial numbers of people, necessitating the construction of replacement housing elsewhere.

M. PUBLIC SERVICES

1. The Project will not result in substantial adverse physical impacts associated with the provision of new or physically altered school facilities, park facilities, or other governmental facilities (including roads).

N. RECREATION

1. The Project will not increase the use of existing neighborhood or regional parks or other recreation facilities such that substantial physical deterioration of the facility would occur or be accelerated.
2. The Project does not include recreational facilities or require the construction or expansion of recreational facilities that might have an adverse physical effect on the environment.

O. TRAFFIC AND TRANSPORTATION

1. The Project will not result in a change in air traffic patterns, including either an increase in traffic levels or a change in location that results in substantial safety risks.
2. The Project will not substantially increase hazards due to a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment).

P. UTILITIES AND SERVICE SYSTEMS

1. The Project will have a less than significant effect with respect to whether it will be served by a landfill with sufficient permitted capacity to accommodate the Project's solid waste disposal needs.
2. The Project will have a less than significant effect with respect to compliance with federal, state, and local statutes and regulations related to solid waste.

IV. Effects Determined to be Less Than Significant Without Mitigation in the EIR

The EIR found that the proposed Project would have a less than significant impact without the imposition of mitigation on a number of environmental topic areas listed below. A less than significant environmental impact determination was made for each of the following topic areas listed below, based on the more expansive discussions contained in the EIR.

A. AESTHETICS

1. The Project will have a less than significant effect on views.
2. The Project will have a less than significant effect on shading.

B. AIR QUALITY

1. The Project will have a less than significant effect on local emissions during both construction and operation.
2. The Project will have a less than significant effect on toxic air contaminants during both construction and operation.
3. The Project will have a less than significant effect on objectionable odors during both construction and operation.
4. The Project will have a less than significant effect on regional emissions during the operation phase.
5. The Project will have a less than significant effect on global climate change.

C. HYDROLOGY AND SURFACE WATER QUALITY

1. The Project will result in a less than significant impact to surface water hydrology during both construction and operation.
2. The Project will result in a less than significant impact to surface water quality during both construction and operation.

D. LAND USE AND PLANNING

1. The Project will not result in a substantial alteration of the present or planned land uses in the area.
2. The Project will not be inconsistent with the site's existing or proposed zoning.
3. The Project will not be incompatible with existing surrounding zoning.
4. The Project will be compatible with existing and planned surrounding land uses.
5. The Project will be consistent with the land use designations and policies of the comprehensive General Plan.

E. NOISE

1. The Project will have less than significant noise impacts during the operation phase.

F. TRANSPORTATION AND CIRCULATION/PARKING

1. The Project will have a less than significant impact on intersections, freeway segments, access and circulation, and parking during the operation phase.

G. UTILITIES

1. The Project will have a less than significant impact on water supply during both the construction and operation phases.
2. The Project will have a less than significant impact on wastewater during both the construction and operation phases.

V. Potentially Significant Environmental Impacts Determined to be Mitigated to a Less Than Significant Level

The EIR identified the potential for the Project to cause significant environmental impacts in the areas of aesthetics, air quality, hazards and hazardous materials, noise, public services related to fire and police protection, and transportation and circulation. For all of the impacts identified in the FEIR, measures were identified that would mitigate all of these impacts to a less than significant level.

The City Council finds that the feasible mitigation measures for the Project identified in the FEIR would reduce the Project's impacts to a less than significant level. The City Council will adopt all of the feasible mitigation measures for the Project described in the FEIR as conditions of approval of the Project and incorporate those into the Project, if approved.

A. AESTHETICS

1. Aesthetics/Visual Quality

Both construction and operation of the Project have the potential to create aesthetic impacts. During construction, the visual appearance of the site would be altered due to the removal of existing buildings, surface parking areas, and/or landscaping. The presence of construction equipment and materials, as well as temporary fencing, also would affect the visual quality of the area during construction. The removal of existing trees also could cause significant impacts during the operation phase. Mitigation measures will be imposed, however, to ensure that all aesthetic impacts remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen any visual impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure that any aesthetic impacts remain less than significant:

Mitigation Measure A-1: The Applicant shall ensure through appropriate postings and daily visual inspections that no unauthorized materials are posted on any temporary construction barriers or temporary pedestrian walkways, and that such temporary barriers and walkways are maintained in a visually attractive manner throughout the construction period.

Mitigation Measure A-2: Temporary fencing with screening material (e.g., a chain link fence with green or black screen material) approximately six feet in height shall be used around the perimeter of construction activities within the development area to buffer views of construction equipment and materials. In addition, construction activities internal to the site shall be screened by temporary construction fencing located within five to ten feet of the vertical construction areas.

Mitigation Measure A-4: A landscape plan for the Development Area shall be prepared to the satisfaction of the Community Development Department. The landscape plan shall provide for the replacement of any significant tree removed with a minimum of one 36-inch box tree, with the specific number and size to be determined by the Community Development Department. The landscape plan shall also include an automatic irrigation plan.

b. **Facts in Support of Findings**

The EIR undertook an analysis of both construction and operational impacts to aesthetics and the visual quality of the area. The EIR identified potentially significant impacts during construction. Construction activities, including site preparation/grading, staging of construction equipment and materials, and the unfinished construction could have aesthetic impacts. The visual inspections and fencing/screening required by Mitigation Measures A-1 and A-2, however, will ensure that the site will remain visually attractive during construction. Thus, aesthetic impacts during construction will remain less than significant with mitigation incorporated.

The EIR did not identify any significant visual impacts during the operation phase. Nonetheless, the Project will require the removal of existing trees

within the Development Area. To reduce impacts as much as possible, Mitigation Measure A-4 is proposed to ensure that the landscaping complies with the City's requirements and expectations. Landscaping would be provided along the perimeter of new buildings, along walkways, and in courtyards and surface parking areas. Landscaping will include native and drought-tolerant trees and shrubs, as well as ornamental plantings and shade trees. Any significant trees that are removed will be replaced with one 36-inch box tree, as approved by the Community Development Director. With the incorporation of these mitigation measures, all aesthetic impacts will be reduced to a less than significant level.

2. Light

Both construction and operation of the Project have the potential to create lighting impacts. In general, these impacts are not anticipated to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that minimize lighting impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure that lighting impacts remain less than significant:

Mitigation Measure A-3: Any necessary construction lighting shall be directed onto the construction site and have low reflectivity to minimize glare and limit light spillover onto adjacent properties.

Mitigation Measure A-5: All new street lighting within the public right-of-way required for the Project shall be approved by the Public Works Department, and where applicable, Caltrans.

Mitigation Measure A-6: All new parking and pedestrian lighting required for the Project shall be the minimum height needed and shall include cutoff optics and shielding that direct light away from off-site uses. Such lighting shall be approved by the Community Development Department.

Mitigation Measure A-7: Architectural lighting shall be directed onto the building surfaces, have low reflectivity to minimize glare, limit light spillover onto adjacent properties and night sky, and be approved by the Community Development Department.

Mitigation Measure A-8: Lighting controls shall allow the stepping down of light intensity after business hours.

Mitigation Measure A-9: A photometric lighting plan for the Development Area shall be prepared by an electrical engineer registered in the state of California. The plan shall consist of a foot-candle layout based on a 10-foot grid extending for a minimum of 20 feet outside the property lines. This plan shall demonstrate that additional lighting does not exceed 2.0 foot-candles at a light-sensitive use (e.g., residential or hotel uses) or 0.5 foot-candles in an R district. Upon completion of installation of such lighting, lights shall be field verified and/or adjusted to ensure consistency with the photometric plan.

b. **Facts in Support of Findings**

The EIR analyzed light impacts during both the construction and operation phases. Although most construction activities would occur during the day, lighting during construction would be used for safety and security reasons. Mitigation Measure A-3 has been proposed to ensure that any necessary construction lighting shall be directed onto the construction site and have low reflectivity to minimize glare and limit light spillover onto adjacent properties. Thus, with the implementation of this mitigation measure, any light impacts during the construction phase would not have a significant impact.

Since the Project would add new lighting to the site, it has the potential to increase ambient light levels on-site and in the surrounding area. The imposition of Mitigation Measures A-5 through A-9, however, will reduce spillover onto residential and other adjacent uses. Lighting will be required to comply with the Municipal Code requirements and will be directed onto specific areas. The use of shielding and LED lighting will limit spillover. In addition, the lighting plan must comply with the following standard: additional lighting may not exceed 2.0 foot-candles at a light-sensitive use (e.g., residential or hotel uses) or 0.5 foot-candles in an R district. In short, no measurable light will extend outside the Shopping Center site. Thus, the mitigation measures imposed on the Project will ensure that any increase in ambient light would not alter the character of the area, interfere with nearby residential uses, or interfere with the performance of an off-site activity. Project-related light impacts will be less than significant.

B. AIR QUALITY

1. **Regional Emissions during Construction**

Construction of the proposed Project has the potential to create air quality impacts due to the use of heavy-duty construction equipment. In addition, the added vehicle trips of construction workers traveling to and from the Shopping Center site will contribute to an increase in regional emissions during construction. Lastly, fugitive dust emissions would result from demolition and construction activities. In general, these

impacts are not anticipated to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts on regional emissions. Specifically, the following mitigation measures are imposed upon the Project to ensure that this less than significant impact is reduced even further:

Mitigation Measure B-1: All unpaved demolition and construction areas shall be wetted at least twice daily during excavation and construction, and temporary dust covers shall be used to reduce dust emissions and meet South Coast Air Quality Management District (“SCAQMD”) Rule 403.

Mitigation Measure B-2: The owner or contractor shall keep the construction area sufficiently dampened to control dust caused by construction and hauling, and at all times provide reasonable control of dust caused by wind without causing runoff or discharge to the municipal stormwater system.

Mitigation Measure B-3: All loads shall be secured by trimming, watering or other appropriate means to prevent spillage and dust.

Mitigation Measure B-4: All materials transported off-site shall be either sufficiently watered or securely covered to prevent excessive amount of dust.

Mitigation Measure B-5: All earth moving or excavation activities shall be discontinued during periods of high winds (i.e., greater than 15 mph), so as to prevent excessive amounts of dust.

Mitigation Measure B-6: General contractors shall maintain and operate construction equipment so as to minimize exhaust emissions. During construction, trucks and vehicles in loading and unloading queues will have their engines turned off when not in use, to reduce vehicle emissions. Construction activities should be phased and scheduled to avoid emissions peaks and discontinued during second-stage smog alerts.

Mitigation Measure B-7: To the extent possible, petroleum powered construction activity shall utilize electricity from

power poles rather than temporary diesel power generators and/or gasoline power generators.

Mitigation Measure B-8: On-site mobile equipment shall be powered by alternative fuel sources (i.e., methanol, natural gas, propane or butane) as feasible.

b. **Facts in Support of Findings**

Construction of the proposed Project has the potential to create air quality impacts due to the use of heavy-duty construction equipment. The vehicle trips of construction workers traveling to and from the Shopping Center site also will contribute to an increase in regional emissions during construction. By using well-maintained construction equipment, timing construction to avoid emissions peaks, and relying on alternative fuel sources, the Project can avoid significant impacts. Mitigation Measures B-6 through B-8 will minimize emissions and ensure that emissions remain below a significant level.

Fugitive dust emissions may result from demolition and construction activities. Compliance with SCAQMD District Rule 403 and Mitigation Measures B-1 through B-5 will reduce dust emissions to a less than significant level.

Implementation of the mitigation measures described above would reduce construction emissions for all pollutants, and Project-related and cumulative construction air quality impacts would remain less than significant.

C. HAZARDS AND HAZARDOUS MATERIALS

1. **Construction and Operation**

The Project has the potential to create significant impacts related to hazards and hazardous materials. Excavation, drilling, grading, and foundation preparation activities could expose workers to hazards during construction, including migrating VOCs. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts related to hazards and hazardous materials. Specifically, the following mitigation measures are imposed upon the Project to ensure that impacts are reduced to a less than significant level:

Mitigation Measure C-1: Given the likelihood of encountering soil containing crude oil and its associated components (VOCs, PAHs, heavy metals, etc.) during major earthwork performed within the Development Area, earthwork shall be conducted under a Soil Management

Plan (SMP), designed to guide construction and earthwork contractors in the best management practices (BMPs) for excavations, utility installations, grading, compaction, and other earthwork activities on potentially contaminated sites.

The SMP shall contain the following information:

- A summary of Site topography and soil conditions;
- Decision matrix for the application of the SMP procedures;
- Description of applicable earthwork and maintenance activities that will trigger the SMP procedures;
- Discussion of applicable regulations for performing earthwork in potentially contaminated soil areas, including those from the Occupational Safety and Health Administration (OSHA), the SCAQMD, and the LARWQCB;
- Health & safety procedures for worker safety, personal protective equipment, and training;
- Air pollution measurement and control measures for compliance with SCAQMD Rules 403 and 1166;
- Stormwater pollution control measures and best management practices (BMPs) to prevent non-stormwater discharge, control stormwater runoff and prevent pollution of stormwater runoff including control of sediments;
- Methods to identify potentially impacted soils;
- Truck traffic planning procedures;
- Recommended Site security procedures;
- Stockpile management;
- Stockpile profiling;
- Decontamination procedures; and
- Record keeping procedures.

The SMP shall set forth in one document requirements and performance standards of Federal and State law, including the general construction permit conditions issued by the Regional Water Quality Control Board, that are required in

connection with the performance of earthwork on sites that exhibit or that potentially exhibit the presence of hazardous substances.

The SMP shall be made available to various agencies for comment, including the LARWQCB and the South Coast Air Quality Management District at least 60 days prior to the start of earthwork. The SMP shall also be subject to review and approval by the City of Manhattan Beach prior to the start of earthwork. The Applicant will use the SMP as a guide for all construction or maintenance work conducted on the Shopping Center Site.

- Enforcement Agency: LARWQCB; SCAQMD; OSHA; City of Manhattan Beach Community Development, Fire, and Public Works Departments
- Monitoring Agency: City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department
- Monitoring Phase: Pre-Construction (prior to the start of earthwork); Construction
- Monitoring Frequency: Once prior to the issuance of grading permit; Periodic during construction
- Action(s) Indicating Compliance with Mitigation Measure(s): City approval of Soil Management Plan prepared by qualified professional; Approval of grading plans; Quarterly compliance report submitted by qualified professional; Quarterly compliance certification report submitted by project contractors

Mitigation Measure C-2: Any underground storage tanks, toxic materials, contaminated soils, or contaminated groundwater encountered during demolition, excavation, or grading shall be evaluated and excavated/disposed of, treated in-situ (in place), or otherwise managed in accordance with applicable regulatory requirements and in accordance with the SMP.

Mitigation Measure C-3: The Applicant shall install and use a sub-slab barrier and vent system (vapor intrusion protection system) in each building to mitigate the hazards caused by methane and VOCs in subsurface soil. The Applicant shall construct the impermeable membrane barrier of a minimum 60-mil-thick high-density polyethylene

("HDPE") liner system or liquid asphaltic spray-applied liner installed underneath each slab-on-grade structure constructed in the Project. This barrier shall be installed over a network of slotted vent piping set in gravel in order to collect and safely redirect any vapors from beneath the building based on a comprehensive review of historical data, the types of VOCs identified, and the range of methane concentrations.

To ensure proper installation, the performance of the vapor intrusion protection system shall be monitored by screening for methane in selected "compliance rooms" within the Project buildings for the first year of occupancy on a quarterly basis. Methane shall act as the indicator of a leak or malfunction with the system, since it is far more abundant in soil than any other vaporous chemical, is non-toxic, and can be detected easily with portable, hand-held equipment.

Reports summarizing the quarterly monitoring events shall be provided to the City of Manhattan Beach Fire Department. If the system is determined to be performing according to design specifications established by the design engineer and approved during the plan check process, the monitoring will be concluded after four monitoring periods, or one year.

Each system shall be configured so that it is prepared for the unlikely event that a breach occurs or portions of the barrier and vent system are damaged. The following back-up safety systems shall be in place and available to the Applicant if elevated methane concentrations are detected inside a building during an inspection or inspections indicate system damage or malfunction:

- The system shall be configured such that it may be converted to an active vacuum system that will create negative pressure under the building slab; and
- Heating/ventilation/air conditioning ("HVAC") equipment and controls shall be configured so as to be capable of generating and maintaining positive pressure within the Project buildings (with the exception of restaurant buildings, for safety reasons).

b. **Facts in Support of Findings**

Construction of the Project requires excavation that would disturb soil below the ground surface to as deep as approximately 10 feet below ground. Construction activities, such as foundation demolition, excavations for grading, excavations for linear utilities, drilling for caissons, grading, compaction, and foundation preparation, likely will encounter demolition fill and oily dune sand. Without mitigation measures, construction workers could be exposed to hazards during construction. In addition, based on historical methane data, commercial workers during operation of the Project have the potential to be exposed to migrating VOC vapors from groundwater as a result of vapor intrusion.

To address these potential impacts, mitigation measures would be implemented that include: (i) the preparation of a soil management plan during construction and (ii) incorporating vapor venting and barrier protection into the Project design. With implementation of Mitigation Measures C-1 through C-3, impacts associated with hazards and hazardous materials would be reduced to less than significant levels.

D. NOISE

1. Project Construction Noise

Construction associated with the Project would generate temporary noise levels that could affect sensitive receptors near the Project site. With the implementation of mitigation measures, however, noise impacts will be reduced to a less than significant level.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen any potential construction noise impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure a less than significant impact:

Mitigation Measure F-1: A temporary, continuous and impermeable sound barrier wall shall be erected along those portions of the Development Area closest to off-site sensitive receptors during construction activities. The required height and extent of the sound barrier wall shall be designed to achieve: a minimum 2 dBA reduction during construction of the Village Shops at receptor R3; a minimum 15 dBA and 2 dBA reduction at receptors R2 and R3, respectively, during construction of the Northeast Corner component; and a minimum 1 dBA and 16 dBA reduction at receptors R2 and R3, respectively, during construction of the Northwest Corner component.

Mitigation Measure F-2: Exterior noise-generating construction activities shall be limited to Monday through

Friday from 7:30 A.M. to 6:00 P.M., and from 9:00 A.M. to 6:00 P.M. on Saturdays. No noise-generating exterior construction activities shall occur on Sundays or City observed holidays.

Mitigation Measure F-3: Construction activities shall be scheduled so as to avoid operating several pieces of heavy equipment simultaneously when close to nearby sensitive uses, which causes high noise levels.

Mitigation Measure F-4: Noise-generating construction equipment operated at the Shopping Center site shall be equipped with effective noise control devices, i.e., mufflers, lagging, and/or motor enclosures. All equipment shall be properly maintained to assure that no additional noise due to worn or improperly maintained parts would be generated.

Mitigation Measure F-5: Engine idling from construction equipment such as bulldozers and haul trucks shall be limited. Idling of haul trucks shall be limited to five minutes at any given location as established by the SCAQMD.

b. **Facts in Support of Findings**

Construction of the proposed Project is expected to require the use of backhoes, front-end loaders, heavy-duty trucks, earth moving equipment, cranes, forklifts, and other heavy equipment. Such equipment often produces significant noise.

During the demolition phase related to the Village Shops, the threshold would be exceeded for the hotel and senior housing uses to the west by 2dBA. This would be a significant impact. In addition, construction activities associated with the Northeast Corner would exceed the significance thresholds at two receptor locations – the residential uses to the east (R2) and the hotel and senior housing uses to the west (R3). Construction of the Northwest Corner could cause significant impacts at the same two locations. As such, noise impacts associated with Project construction would be significant at those two receptor locations.

The temporary sound barriers prescribed in Mitigation Measure F-1 would reduce the potential short-term construction impacts to sensitive receptors to less than significant levels. Implementation of Mitigation Measure F-2 would preclude construction noise impacts from occurring during the noise-sensitive night time periods, or at any time on Sundays and holidays. Noise level reductions attributable to Mitigation Measures F-3 through F-5 would ensure that the noise levels associated with construction activities would be reduced to the extent feasible. Reducing engine idling and preventing the simultaneous use of multiple pieces of heavy equipment will significantly reduce noise impacts. In sum, implementation of the prescribed mitigation

measures would reduce Project noise impacts associated with on-site construction activities to less than significant levels.

E. PUBLIC SERVICES

1. Fire Services

Emergency access for fire department vehicles could be impacted by Project construction activities, but impacts are not anticipated to be significant. Similarly, impacts to fire services during the operation phase are not expected to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that minimize impacts to emergency access for fire department vehicles. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure G.1-1: During Project construction, the Applicant shall ensure that Manhattan Beach Fire Department access to the Shopping Center site will remain clear and unobstructed from construction activities.

Mitigation Measure G.1-2: The Applicant shall submit plans including a site plan for approval by the Manhattan Beach Fire Department prior to approval and issuance of a building permit.

Mitigation Measure G.1-3: The Applicant shall consult with the Manhattan Beach Fire Department and incorporate fire prevention and suppression features appropriate to the design of the Project.

b. Facts in Support of Findings

Construction of the Project could have an impact on emergency access for fire department vehicles due to temporary lane closures, sidewalk closures, increased traffic due to the movement of construction equipment, and hauling of demolition materials that could slow traffic. Mitigation Measure G.1-1 would ensure that such impacts remain less than significant by requiring the Applicant to use traffic management personnel and appropriate signage. Thus, impacts to emergency access during construction will remain less than significant.

Any potential impacts during operation also will be reduced to a less than significant level. Although the increased demand for fire protection services during operation is not anticipated to be significant, Mitigation Measures G.1-2 and G.1-3 will ensure that response times remain adequate and that the Project

incorporates sufficient hydrants and fire flow to meet local requirements. In sum, the inclusion of Mitigation Measures G.1-1 through G.1-3 will reduce impacts to fire protection services to a less than significant level.

2. Police Services

Construction activities could increase response time for emergency vehicles due to temporary lane closures and other implications of construction-related traffic that cause increased travel time. In addition, the Project would increase the daytime population in the City, which could result in an increased need for security services. These impacts are not anticipated to be significant, but mitigation measures will be imposed to ensure that any such impacts to police services remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts to police services. Specifically, the following mitigation measures are imposed upon the Project to ensure that the impacts to police services remain less than significant:

Mitigation Measure G.2-1: During Project construction, the Applicant shall ensure that Manhattan Beach Police Department access to the Shopping Center site will remain clear and unobstructed from construction activities, consistent with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-2: During Project construction, the Applicant shall implement security measures including, but not limited to, security fencing, lighting, and the use of a seven-day, 24-hour security patrol consistent with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-3: The Applicant shall consult with the Manhattan Beach Police Department and incorporate crime prevention features appropriate for the design of the Project in accordance with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-4: Upon Project completion, the Applicant shall provide the Manhattan Beach Police Department with a diagram of each portion of the property, including access routes, and provide additional information that might facilitate police response in accordance with the Security Plan.

Mitigation Measure G.2-5: A Security Plan for the Shopping Center shall be developed in coordination with the Manhattan Beach Police Department and subject to the review and approval of the Manhattan Beach Police Department. This Security Plan shall include a specific security plan for the parking structures and a requirement to routinely meet with the Manhattan Beach Police Department regarding security within the Shopping Center.

b. **Facts in Support of Findings**

Similar to the effect on fire services, construction-related traffic could affect emergency access to the Shopping Center site and to surrounding areas. Temporary lane closures and other traffic-related effects could increase response times for police vehicles. Mitigation Measure G.2-1, however, will require the use of traffic management personnel and appropriate signage to reduce impacts to a less than significant level. Since emergency access to the Shopping Center site would remain clear and unobstructed during construction of the Project, construction impacts related to police access would be less than significant.

The storage of equipment and building materials on-site during construction could induce theft, which could increase the need for police services. Mitigation Measure G.2-2, however, would be required to ensure that the site remains secure, thereby reducing any impact on police services to a less than significant level.

Although the Project would not cause an increase in the permanent residential population served by the Police Department, it would increase the daytime population of the City. Thus, the daytime population could increase the demand for police protection services. Mitigation Measures G.2-3 through G.2-5, however, will reduce the increase in demand caused by the Project. The Project would provide adequate security features within the Shopping Center site, including foot patrol and bike patrol by private security guards, and security lighting in areas including, but not limited to, parking structures and pedestrian pathways. The Applicant also will provide conduit with hard wiring in the parking structures for exclusive use for possible future security cameras. Emergency phones also would be installed throughout the parking structures. Thus, the Project will include sufficient design features and operational features to reduce any impact on police services to a less than significant level.

Implementation of the mitigation measures provided above would ensure that potential police protection services impacts associated with the proposed Project would be less than significant.

F. TRANSPORTATION AND CIRCULATION

1. Traffic during Construction

Traffic impacts during construction are expected to be less than significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project to ensure that traffic impacts during construction remain less than significant. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure H-1: Prior to the start of construction, the Applicant shall devise a Construction Traffic Management Plan (“CTMP”) to be implemented during construction of the Project. The CTMP shall identify all traffic control measures and devices to be implemented by the construction contractor through the duration of demolition and construction activities associated with the Project. Construction traffic controls should be provided consistent with current California Manual of Uniform Traffic Control Devices standards and include provisions to provide and maintain ADA pedestrian mobility and access consistent with current California requirements. If lane closures are needed, the CTMP shall be submitted for review to Caltrans. The Construction Traffic Management Plan shall also be submitted for review to the City of El Segundo Public Works Department and the City of El Segundo Planning and Building Safety Department. The Construction Traffic Management Plan shall be subject to final approval by the City of Manhattan Beach Public Works Department, the City of Manhattan Beach Community Development Department, and the Manhattan Beach Police and Fire Departments. A final copy of the CTMP shall be submitted to the City of El Segundo.

b. Facts in Support of Findings

It is anticipated that during peak excavation periods, Project construction would generate up to 52 daily haul trips for 26 loads (i.e., average of seven haul trips per hour from 9:00 A.M. to 4:00 P.M.). During the store finishing portion of the construction Project, up to 50 daily trucks would produce 100 truck trips (14 truck trips per hour from 9:00 A.M. to 4:00 P.M.). Construction activity would be severely curtailed during the month of December in order to avoid conflicts with the peak shopping season. Although such impacts remain below the City’s thresholds of significance, the Public Works Department will require approval of a CTMP prior to commencement of construction (see Mitigation Measure H-1) to ensure that impacts remain less than

significant. Such a plan would seek to limit construction-related truck trips to off-peak traffic periods, to the extent feasible. With implementation of Mitigation Measure H-1, construction-related traffic impacts would remain less than significant.

2. Parking during Construction

Project impacts on parking during the construction phase have been identified as potentially significant, especially if construction occurs during the holiday shopping season and/or construction delays occur. These impacts are not anticipated to be significant, but mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that minimize parking impacts during construction. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure H-2: The Applicant shall submit a Construction Parking Management Plan to the City Community Development Department in October or earlier of each year that construction is planned between Thanksgiving through New Year's. The initial October or earlier submittal shall estimate the number of parking spaces to be available during the upcoming holiday shopping period and the peak demand likely during that same period based on the shared parking analysis similar to the analyses performed in the Traffic Study for the Manhattan Village Shopping Center Improvement Project. In the event that a parking shortage is projected, the Construction Parking Management Plan shall include the following points:

- A determination of the need for the provision of off-site parking.
- An estimate of the number of weekday and weekend off-site parking spaces needed to meet the demand identified by the parking demand study.
- The identification of the location of an off-site parking location(s) with the appropriate number of available spaces.
- Signed agreements with the owners of the off-site parking supply allowing the shopping center to utilize the spaces during the needed time periods.

- A transportation plan identifying shuttle operations, frequency, and hours of operation for any off-site spaces beyond a reasonable walking distance.
- Modification or reduction in construction hours or days. The annual Construction Parking Management Plan shall be submitted to and approved by the Director of Community Development. A final copy of the Construction Parking Management Plan shall be submitted to the City of El Segundo.
- **Enforcement Agency:** City of Manhattan Beach Community Development, Police, Fire, and Public Works Departments
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Annually in October or earlier of each year that construction is planned between Thanksgiving and New Year's
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Annual approval by the Community Development, Police, Fire and Public Works Department

Facts in Support of Findings

Analysis of the proposed parking demand based on active land uses, customers, employees, and construction employees shows that the parking supply would be adequate to meet the peak monthly parking demand at the Shopping Center site. The possibility remains, however, that due to project delays or construction scheduling, temporary parking shortages may occur on occasion. Specifically, there may be holiday shopping periods during which there would not be sufficient on-site parking supplies to meet the Christmas parking demand if certain phases of construction do not proceed as planned in terms of scheduling. Given this uncertainty, Mitigation Measure H-2 will be imposed to require a CPMP for periods when a parking shortage is anticipated. With implementation of this mitigation measure, Project construction would not significantly impact the availability of parking.

VI. Project Alternatives

The City of Manhattan Beach has considered a range of reasonable alternatives for the proposed Project including: Alternative A – No Project/No Build Alternative; Alternative B – Reduced Project – Village Shops Only Alternative; and Alternative C – Modified Site Plan Alternative. Alternatives A, B, and C were analyzed in the EIR, and the basis for rejecting each of these alternatives as infeasible is analyzed below.

As described in the Executive Summary of the FEIR, an “Alternative Site” alternative was rejected from further analysis because it would not meet the underlying purpose of the Project. As described in the Executive Summary, development at another location would not advance the majority of the Project Objectives, including promoting the future vitality of the Shopping Center site, improving vehicular/pedestrian access at the site, and integrating the Fry’s parcel into the site. For the reasons stated above and discussed further in the Executive Summary, an “Alternative Site” alternative was not analyzed further because it would result in greater environmental impacts than the Project and would not achieve the Project Objectives.

A. ALTERNATIVE A – NO PROJECT/NO BUILD ALTERNATIVE

1. Summary of Alternative

The No Project/No Build Alternative includes continued use of the site as it exists today. No new buildings would be constructed, none of the existing facilities would be expanded or improved, and existing buildings would continue to function as they currently do, with no increase in shopping center uses. Internal circulation and parking at the Shopping Center site would remain unchanged. Finally, no landscaping or sustainability features would be implemented as part of this Alternative.

1. Reasons for Rejecting Alternative: Infeasibility

The No Project/No Build Alternative would avoid the proposed Project’s impacts relating to aesthetics, light, air quality, noise, and traffic/circulation. Since all of those impacts for the Project were found to be less than significant with mitigation incorporated, however, Alternative A would not actually reduce any significant and unmitigated impacts.

In addition, the No Project/No Build Alternative would not improve the site from a land use or aesthetic perspective, and would not meet any of the objectives for the proposed Project. The No Project/No Build Alternative would not enhance spatial relationships that promote pedestrian access within the Shopping Center site. This Alternative would neither integrate the Fry’s Electronics parcel into the Shopping Center site nor improve pedestrian access. Finally, the No Project/No Build Alternative would neither maximize the value of the site nor ensure the future economic vitality of an existing Shopping Center. As these and other Project objectives would not be met with Alternative A, the City Council finds this to be an adequate basis for rejecting this Alternative as socially infeasible.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative A as socially infeasible,

and by itself, independent of any other reason, would justify the rejection of Alternative A as infeasible.

B. ALTERNATIVE B – REDUCED PROJECT – VILLAGE SHOPS ONLY ALTERNATIVE

1. Summary of Alternative

The Reduced Project – Village Shops Only Alternative would involve the development of 60,000 square feet of the Village Shops component, but would not include the development of the Northeast Corner or the Northwest Corner components. Specifically, a new parking facility and new retail buildings would not be developed in the Northeast Corner. In addition, the 46,200 square foot Fry's Electronics building would not be demolished and new shopping center buildings and parking facilities would not be developed in the Northwest Corner.

2. Reasons for Rejecting Alternative: Infeasibility

The Reduced Project – Village Shops Only Alternative would cause similar aesthetic effects during construction, though for a shorter term than for the Project because of the reduced scale. Like the Project, however, all aesthetic impacts would be reduced to a less than significant level through mitigation. In comparison to the Project, Alternative B would result in a reduction in lighting due to the exclusion of the development in the Northeast and Northwest Corners of the Shopping Center site proposed as part of the Project. Like the Project, lighting impacts would be less than significant, though lighting impacts of Alternative B would be less than for the proposed Project.

The reduction in scale of construction also would reduce air quality impacts as compared to the proposed Project. Given the difference of operational uses between Alternative B and the proposed Project and the subsequent difference in vehicle trips, however, regional operational emissions under the Alternative B are anticipated to be greater than the proposed Project – though still less than significant. The same can be said for greenhouse gas emissions, which would be greater for Alternative B than for the proposed Project, but remain less than significant.

Alternative B would cause similar effects related to exposing workers to hazards during construction because both would require workers to excavate and prepare foundations. Thus, impacts associated with chemical and physical hazards would be similar to the Project and less than significant with mitigation incorporated. By not requiring demolition, Alternative B would have a reduced impact on asbestos exposure. Alternative B would cause greater impacts to operational noise and traffic than the proposed Project. Like the Project, however, the impacts would remain less than significant.

Alternative B would not meet the objective of integrating the various uses and structures into the Site, especially with respect to integrating the Fry's Electronics parcel (the Northwest Corner). In addition, Alternative B would not enhance spatial

relationships that promote pedestrian access within the Shopping Center site or maximize site opportunities in the same manner as the proposed Project. Additionally, the consolidation of the Macy's Men's store from the south portion of the Main Mall into the Macy's main store at the north end of the Mall, and the expansion of the Macy's main store to accommodate the consolidation of the two parts of the store, is a key component of the Project that would not be realized if Alternative B were constructed. As these Project objectives would not be met to the degree they would be met with the proposed Project, the City Council finds this to be an adequate basis for rejecting Alternative B as socially infeasible.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative B, and by itself, independent of any other reason, would justify rejection of Alternative B as socially infeasible.

C. ALTERNATIVE C – MODIFIED SITE PLAN ALTERNATIVE

1. Summary of Alternative

The Modified Site Plan Alternative would involve the same overall types and amounts of development as the proposed Project, but the Village Shops and related parking would be relocated further south and east within the Shopping Center site. The Northwest Corner, Northeast Corner, the total net increase of new retail and restaurant space, and the demolition of existing retail, restaurant, and cinema space would be the same as the proposed Project.

2. Reasons for Rejecting Alternative: Infeasibility

The Modified Site Plan Alternative would cause similar aesthetic effects during construction and would result in a similar time frame as the proposed Project. The Development Area where construction would occur would be shifted further south and east and would therefore be more visible to the east of the site. However, fencing, landscaping and changes in topography would obstruct the visibility of construction activities and the same mitigation measures would be imposed for Alternative C as would be imposed for the Project. Thus, aesthetic impacts would be slightly more than the proposed Project due to the changed location of construction, but would remain less than significant.

Similarly, potential light and glare effects would be slightly greater than the Project due to the location of construction, but impacts would remain less than significant. The same can be said for the noise impacts related to this Alternative. While noise may be slightly greater due to the location of construction, impacts would be expected to remain less than significant.

Air quality impacts, toxics, and greenhouse gas emissions would essentially be the same as the proposed Project due to the similar scale of the Project and would be less than significant. Hazards and hydrology impacts would be similar to the proposed Project and less than significant.

Impacts relative to consistency with land use plans would be slightly greater for Alternative C than for the proposed Project because the design would be less accommodating to pedestrian activity and less internally consistent with other land uses on the Shopping Center site. Nonetheless, impacts under either scenario would be less than significant.

Impacts to fire and police services, as well as water supply and wastewater, would be the same as the proposed Project. Similarly, traffic impacts are expected to be the same as the proposed Project. With mitigation measures incorporated, however, any traffic impacts would be less than significant under either scenario.

Alternative C generally would meet the underlying purpose of the Project and would meet many of the Project Objectives. Due to the revised location of the proposed Village Shops under Alternative C, however, some of the Project Objectives would not be met. Primarily, this Alternative would not maintain the unique open air characteristics of the Shopping Center, nor would it promote pedestrian access within the Site. It would not enhance existing parking areas and provide additional parking with direct access to the development nor would the architectural design in terms of building placement be as compatible with the existing components of the Shopping Center as the proposed Project. In short, this Alternative would not integrate the various uses on the site to the same extent as the proposed project, maximize site opportunities, or improve vehicular access while promoting pedestrian-friendly design. Given that this Alternative would not meet as many of the Project Objectives as the proposed Project, the City Council finds this to be an adequate basis for rejecting Alternative C as socially infeasible.

In addition, Alternative C is rejected on the basis that it would not be environmentally superior to the proposed Project. The light and glare impacts of Alternative C would exceed those of the Project and the Alternative would not be as consistent with land use policies because it would not improve pedestrian access as well as the proposed Project, nor would it separate or buffer residential areas from noise, odors, or light and glare as well as the proposed Project.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative C as infeasible, and by itself, independent of any other reason, would justify rejection of Alternative C as infeasible.

D. ENVIRONMENTALLY SUPERIOR ALTERNATIVE

Of the alternatives evaluated above, the No Project Alternative is the environmentally superior alternative with respect to reducing the potentially significant impacts created by the proposed Project. The CEQA Guidelines require the identification of another environmentally superior alternative if the No Project Alternative is the environmentally superior alternative.

Of the remaining project alternatives, the Reduced Project – Village Shops Only alternative is the environmentally superior alternative. Although the Reduced Project Alternative would decrease some environmental impacts as compared to the proposed Project, it would actually have greater impacts than the proposed Project with respect to operational traffic impacts. In addition, the proposed Project does not have any significant unmitigated impacts. For those reasons and for the reasons discussed above, the City Council hereby rejects the Reduced Project Alternative in favor of the Project.

EXHIBIT B

MITIGATION MONITORING AND REPORTING PROGRAM

CITY COUNCIL RESOLUTION NO. 14-0026

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SECTION 11. The City Council held a public hearing on April 29, 2014 to review the refinements and modifications to the Project, the April 2014 Analysis, the draft resolutions and the proposed conditions of approval. All persons wishing to address the City Council regarding the Project, including representatives of RREEF and 3500 Sepulveda, were given an opportunity to do so at the public hearing. The City Council invited public comment on, *inter alia*, the refined and modified Project, the draft resolutions and the draft conditions of approval. The City invited representatives of 3500 Sepulveda to provide comments. Principal Mark Neumann and two attorneys spoke for over thirty minutes and presented two letters and a slide show presentation.

Mr. Neumann emphasized that he was trying to protect 3500 Sepulveda's property rights. After the conclusion of the public testimony, the City Council closed the public testimony portion of the public hearing, and continued the hearing to May 20, 2014.

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

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

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

1. ***The proposed location of the use is in accord with the objectives of this title and the purposes of the district in which the site is located;***
 - a. The site is located within Area District II and, with the exception of the northwest corner described below, is zoned Community Commercial (CC). The purpose of the CC zoning district is to provide sites for planned commercial centers which contain a wide variety of commercial establishments, including businesses selling home furnishings, apparel, durable goods and specialty items generally having a city-wide market area. Support facilities such as entertainment and eating and drinking establishments are permitted, subject to certain limitations to avoid adverse effects on adjacent uses. The northwest corner of the site (3.6 Acres Fry's site) is zoned General Commercial (CG). The portion of the application relating to that corner is part of the proposed Phase III. The purpose of the CG Zone is to provide opportunities for the full range of retail and service businesses deemed suitable for location in Manhattan Beach, including businesses not permitted in other commercial districts because they attract heavy vehicular traffic or have certain adverse impacts; and to provide opportunities for offices and certain limited industrial uses that have impacts comparable to those of permitted retail and service uses to occupy space not in demand for retailing or services.
 - b. As described below, the Project is consistent with the purpose of the CC and CG zones.
 - i. As conditioned to ensure the expansion of the anchor tenant spaces in Phase II and to promote the opportunity for an additional anchor tenant, the project will improve the viability of a wide variety of uses, such as retail, services, restaurants, grocery store, banks and offices will continue to be provided on the site.
 - ii. This wide variety of uses will expand the existing type of services already provided on the site, while providing more diversity and options for the customer.

- iii. As conditioned to ensure the expansion of the anchor tenant spaces in Phase II and to promote the opportunity for an additional anchor tenant, the Project will aid in attracting and maintaining a diverse mix of high-quality tenants to provide a broad range of shopping and dining options with enhanced amenities to serve the needs of the community and ensure the continued success of the shopping center.
 - iv. Bars, convenience stores, gyms, liquor stores and similar uses will not be allowed as the traffic and/or parking demands for those uses would exceed the on-site capacity, which could cause adverse impacts on adjacent uses and the surrounding street systems.
 - v. Restaurants (eating and drinking establishments) will be limited in square footage. Exceeding 89,000 square feet will increase the parking demand and will exceed the on-site capacity, which could cause adverse impacts on adjacent uses and the surrounding street systems. Thus, the maximum amount of square footage allowed for restaurant uses is 89,000 square feet.
 - vi. Medical and Dental offices will be limited in square footage. Exceeding 28,800 square feet (7,000 square feet above the existing square footage) would increase the parking demand and would exceed the on-site capacity, which could cause adverse impacts on the site, adjacent uses and the surrounding street systems. Thus, the maximum amount of square footage allowed for medical and dental offices is 28,800 square feet.
- c. As described below, the proposed location is consistent with the purposes of the Commercial Districts, as stated in MBMC Section 10.16.010.
- i. ***One of the purposes of the Commercial Districts is to provide appropriately located areas consistent with the General Plan for a full range of office, retail commercial, and service commercial uses needed by residents of, and visitors to, the City and region.*** Given the combination of uses expected to be included in the Project, including expanded commercial center anchor tenants, high-end retail, and restaurant uses, the Project will continue to provide a full range of office, retail, service and other commercial uses on the site, and will expand those commercial opportunities. The proposed Project provides commercial opportunities for residents and visitors to the City, while also enhancing connections to the existing infrastructure such as the extension of Cedar Way.
 - ii. ***One of the purposes of the Commercial Districts is to strengthen the City's economic base, but also protect small businesses that serve City residents.*** As conditioned to ensure the expansion of anchor tenant space and to promote the opportunity for an additional anchor tenant by consolidating the Macy's retail operation, the project will not be limited to the development of a smaller scale outdoor shopping experience that might compete with small businesses in the downtown commercial area. With the conditions to promote development of Phase II of the project, the project will

maintain and enhance its character as a planned commercial center that offers a different and complementary shopping experience to downtown and therefore the project, as conditioned, protects small businesses that serve City residents. Without the conditions to ensure Phase II is constructed, the City Council could not make this finding.

- iii. Due to the scale of the development, there is also an opportunity for retailers and other commercial users that require larger spaces which cannot be provided in the other smaller scale commercial areas in town. These retail uses will be encouraged by improving the strength of the anchor tenants as proposed in Phase II of the Project. Small businesses will continue to be provided in Downtown, the North End and other commercial areas with smaller sites. By improving the shopping experience, the enhanced shopping center is expected to strengthen the local economy and generate increased sales tax revenue.
- iv. ***The purpose of the Commercial Districts also include the creation of suitable environments for various types of commercial and compatible residential uses, the protection of those uses from the adverse effects of inharmonious uses, and the minimization of impacts of commercial development on adjacent residential districts.*** As conditioned to ensure the expansion of the anchor tenant spaces in Phase II and to promote the opportunity for an additional anchor tenant, the project promotes the maintenance of a suitable environment for a planned commercial center that does not exist elsewhere in Manhattan Beach. There are no residential uses on the site. In addition, the residential uses in close proximity are protected with conditions related to traffic and circulation, parking, lighting, landscaping, land uses, and building scale and design. For example, the height of the above-grade parking lots has been scaled back and will be buffered by mature landscaping. In addition, the circulation plan encourages traffic to enter and exit from Rosecrans and Sepulveda. The Project's pedestrian and bicycle improvements will create improved linkages internally and to the surrounding community.
- v. ***One of the purposes of the Commercial Districts is to ensure that the appearance and effects of commercial buildings and uses are harmonious with the character of the area in which they are located.*** The architectural style and design features will be compatible with the existing shopping center site, because the proposed additions are intended to mesh seamlessly with existing structures while also updating the aesthetic by providing contemporary architecture. The buildings are consistent in height with the existing buildings, and the parking structures are architecturally designed to reflect the rhythm and design features of the commercial buildings. The design also seeks to minimize the scale of the buildings to fit the scale of the surrounding area.
- vi. ***One of the purposes of the Commercial Districts is to ensure the provision of adequate off-street parking and loading facilities.*** The Project will provide parking at a ratio of 4.1 spaces per 1,000 square feet consistent with

the parking demand study, based on the mix of uses on the site. Uses with high parking demand will be limited in square footage (restaurants and Medical/Dental offices) and some uses will be prohibited due to the high parking demand (gyms, trade schools, liquor stores, etc.). Loading facilities shall be located in close proximity to stores, and shall be adequate in size and number.

- d. The proposed Project and future tenant improvements to the remainder of the site will be consistent with each of the eleven development criteria outlined in the Sepulveda Boulevard Development Guide, as conditioned, specifically:
 - i. **Reciprocal Access**—Circulation within and off the shopping center site, including vehicular, bicycle, pedestrian and transit will be integrated and connected.
 - ii. **Right-turn Pockets**—Right-turn pockets shall be provided internally throughout the shopping center site. Dedication on Sepulveda Boulevard near Rosecrans Avenue will bring the area up to current ADA and other standards, improve pedestrian circulation, provide an improved deceleration lane per Caltrans requirements for the possible retention of the Fry's Sepulveda Boulevard driveway (3600 Sepulveda Blvd) as a right-turn entry only, and allow the future Sepulveda bridge widening to function effectively.
 - iii. **Driveway Throats**—Driveway throats will minimize traffic and circulation impacts to Sepulveda Boulevard and allow the bridge widening to function effectively, Sepulveda Blvd driveway access will be modified on the Fry's site.
 - iv. **Sidewalk Dedication**—Sidewalk dedication and related improvements on Sepulveda Boulevard will bring the area up to current ADA and other standards and improve pedestrian circulation.
 - v. **Building Orientation**—The Sepulveda Boulevard and Rosecrans Avenue other improvements will be designed as an architectural entry statement to emphasize the importance of this key corner Gateway into the City.
 - vi. **Visual Aesthetics**—Review of architectural plans is required, including material boards, samples, renderings, and assurance that there is a high quality of design and materials as reflected in the concept plans. The site plan and layout of the buildings and parking structures provide landscaping and architectural features along Sepulveda Boulevard.
 - vii. **Residential Nuisances**—Residential nuisances will be minimized through Project design and conditions related to lighting, landscaping, traffic, multi-modal transportation, design, and allowed land uses.

- viii. **Pedestrian Access**—Pedestrian access will be encouraged with strong on- and off-site linkages, a network that connects to transit, under the Sepulveda bridge, as well as a village pedestrian-oriented design.
- ix. **Landscaping**—Mature shade trees and other landscaping will soften and complement the buildings, provide shade for parking, and screen, buffer and soften uses.
- x. **Signs**—There shall be no harsh light, blinking, moving, or flashing signs, consistent with the scale of the development, comprehensive site-wide consistent plan, complementary to the site and building architecture, and removal of obsolete and outdated pole signs.
- xi. **Utility Undergrounding**—Utility undergrounding will be required for all new construction.

2. *The proposed location of the use and the proposed conditions under which it would be operated or maintained will be consistent with the General Plan; will not be detrimental to the public health, safety or welfare of persons residing or working on the proposed Project site or in or adjacent to the neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the city;*

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

Land Use

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

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

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

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

- Policy LU-1.2: Require the design of all new construction to utilize notches, balconies, rooflines, open space, setbacks, landscaping, or other architectural details to reduce the bulk of buildings and to add visual interest to the streetscape.
- Goal LU-2: Encourage the provision and retention of private landscaped open space.
- Goal LU-2.3: Protect existing mature trees throughout the City, and encourage their replacement with specimen trees whenever they are lost or removed.
- Goal LU-3: Achieve a strong, positive community aesthetic.
- Policy LU-3.1: Continue to encourage quality design in all new construction.
- Policy LU-3.2: Promote the use of adopted design guidelines for new construction in Downtown, along Sepulveda Boulevard, and other areas to which guidelines apply.
- Goal LU-4: Preserve the features of each community neighborhood, and develop solutions tailored to each neighborhood's unique characteristics.
- Goal LU-6: Maintain the viability of the commercial areas of Manhattan Beach.
- Policy LU-6.2: Encourage a diverse mix of businesses that support the local tax base, are beneficial to residents, and support the economic needs of the community.
- Policy LU-6.3: Recognize the need for a variety of commercial development types and designate areas appropriate for each. Encourage development proposals that meet the intent of these designations.
- Goal LU-8: Maintain Sepulveda Boulevard, Rosecrans Avenue, and the commercial areas of Manhattan Village as regional-serving commercial districts.
- Policy LU-8.2: Support the remodeling and upgrading needs of businesses as appropriate within these regional serving commercial districts.

Infrastructure

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

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

Bio-filtration will be used to avoid potential contamination of run-off due to the existence of the underlying hydrocarbon contamination and achieve clean storm

water run-off prior to reaching the public storm drain system.

The shopping center site currently exceeds the code minimum percentage of landscape and the proposed Project will also provide a higher percentage than required.

Best Management Practices (BMPs) will be used during construction to reduce soil loss, sedimentation and dust/particulate matter air pollution. The Construction Parking Plan will take into account parking for patrons, employees as well as construction vehicles and construction buffer areas. Parking counts will be monitored to ensure appropriate ratios are maintained throughout all phases of construction.

- Goal I-1 Provide a balanced transportation system that allows the safe and efficient movement of people, goods and services throughout the City.
- Policy I-1.9: Require property owners, at the time of new construction or substantial remodeling, dedicate land for roadway or other public improvements, as appropriate and warranted by the Project.
- Policy I-1.12: Monitor and minimize traffic issues associated with construction activities.
- Policy I-2.4: Require additional traffic lanes and/or other traffic improvements for ingress and egress for new development along arterials where necessary for traffic and safety reasons.
- Policy I-2.7: Monitor and minimize traffic issues associated with construction activities.
- Goal I-3: Ensure that adequate parking and loading facilities are available to support both residential and commercial needs.
- Policy I-3.4: Review development proposals to ensure potential adverse parking impacts are minimized or avoided.
- Policy I-3.5: Encourage joint-use and off-site parking where appropriate.
- Policy I-3.8: Monitor and minimize parking issues associated with construction activities.
- Goal I-4: Protect residential neighborhoods from the adverse impacts of traffic and parking of adjacent non-residential uses.
- Policy I-4.2: Carefully review commercial development proposals with regard to planned ingress/egress, and enforce restrictions as approved.
- Policy I-4.3: Encourage provision of on-site parking for employees.
- Policy I-4.4: Ensure that required parking and loading spaces are available and maintained for parking.
- Goal I-6: Create well-marked pedestrian and bicycle networks that facilitate these modes of circulation.
- Policy I-6.6: Incorporate bikeways and pedestrian ways as part of the City's circulation system where safe and appropriate to do so.
- Policy I-6.7: Encourage features that accommodate the use of bicycles in the design of new development, as appropriate.
- Policy I-7.2: Ensure that all new development or expansion of existing facilities bears the cost of providing adequate water service to meet the increased demand which it generates.
- Policy I-8.2: Ensure that all new development or expansion of existing facilities bears the cost of expanding the sewage disposal system to handle the increased load, which they are expected to handle.
- Goal I-9: Maintain a storm drainage system that adequately protects the health and safety and property of Manhattan Beach residents.
- Policy I-9.2: Evaluate the impact of all new development and expansion of existing facilities on storm runoff, and ensure that the cost of upgrading existing drainage facilities to handle the additional runoff is paid for by the development which generates it.
- Policy I-9.3: Support the use of storm water runoff control measures that are effective and economically feasible.
- Policy I-9.4: Encourage the use of site and landscape designs that minimize

surface runoff by minimizing the use of concrete and maximizing the use of permeable surface materials.

Policy I-9.5: Support appropriate storm water pollution mitigation measures.

Community Resources

RREEF has committed to build the project to a U.S. Green Building Council Leadership in Energy and Environmental Design (LEED) Silver standard, or equivalent, as required by the Municipal Code. Protection and enhancement of existing landscape and mature trees is a part of the project description. Extensive outreach has resulted in the proposed enhancement and promotion of alternative transportation to and from the shopping center site.

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

- Policy CR-4: Preserve the existing landscape resources in the City, and encourage the provision of additional landscaping.
- Policy CR-4.1: Protect existing mature trees throughout the City and encourage their replacement with specimen trees whenever they are lost or removed.
- Policy CR-4.3: Recognize that landscaping, and particularly trees, provide valuable protection against air pollution, noise, soil erosion, excessive heat, and water runoff, and that they promote a healthy environment.
- Policy CR-4.5: Discourage the reduction of landscaped open space and especially the removal of trees from public and private land.
- Policy CR-5.1: Employ principles of a sustainable environment in the development, operation, and maintenance of the community, emphasizing the importance of respecting and conserving the natural resources.
- Policy CR-5.3: Encourage water conservation, including landscaping with drought-tolerant plants, use of reclaimed water, and recycling of cooling system water, in all development.
- Policy CR-5.7: Encourage the use of energy-saving designs and devices in all new construction and reconstruction.
- Policy CR-5.8: Encourage utilization of “green” approaches to building design and construction, including use of environmentally friendly interior improvements.
- Policy CR-5.10: Encourage and support the use of alternative fuel vehicles, including support of charging or “fueling” facilities.
- Policy CR-5.11: Support sustainable building practices.
- Policy CR-6.1: Encourage alternative modes of transportation, such as walking, biking, and public transportation, to reduce emissions associated with automobile use.
- Policy CR-6.2: Encourage the expansion and retention of local serving retail businesses (e.g., restaurants, family medical offices, drug stores) to reduce the number and length of automobile trips to comparable services located in other jurisdictions.

Community Safety

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

Security cameras shall be installed throughout each of the new parking structures and the surface parking lots for added security and crime prevention. As

conditioned, RREEF shall: (1) comply with City Fire Department requirements to insure that bridge heights, building heights and roadway widths allow emergency vehicle access safely throughout the Project site; and (2) provide adequate water distribution and ensure supply facilities have adequate capacity and reliability to supply both everyday and emergency fire-fighting needs. Response times for both Police and Fire will continue to meet or exceed current levels.

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

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

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

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

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

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

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

Noise Element

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

Policy N-2.5: Require that the potential for noise be considered when approving new development to reduce the possibility of adverse effects related to noise generated by new development, as well as impacts from surrounding noise generators on the new development.

Policy N-3.6: Monitor and minimize noise impacts associated with construction activities on residential neighborhoods.

- b. The proposed location of the improvements and the proposed conditions under which it will be operated and maintained will not be detrimental to the public health, safety or welfare of persons residing or working on the proposed Project site or in or adjacent to the neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the City because:
 - i. The Project, as conditioned, including the construction and the on-going physical and operational upgrades associated with tenant improvements and redevelopment across the entire shopping center site, has been designed to minimize impacts to neighboring uses. The conditions of approval for the Project will ensure that the Project is not detrimental to persons or property.
 - ii. The features incorporated into the Project will ensure that there are no detrimental impacts. Such features include appropriate scale, layout, massing, articulation, height, architectural design and details of the buildings, parking structures, lighting design, signage design, LEED sustainability features, as well as pedestrian, bike, and transit linkages all of which are intended to ensure compatibility with surrounding uses.

- iii. Green-building components addressing water conservation, increased energy efficiency, and pollution reduction are included in the Project description. LEED silver construction will be required.
- iv. The Project conditions will ensure that there are no detrimental impacts as a result of the following: lighting modifications, removal of obsolete pole signs, reduction of visual impact of parking structures, Project phasing, architectural detail review, land use compatibility, alcohol service and square footage limits, fire emergency response upgrades, improved security features, improved on- and off-site pedestrian, bike and transit linkages, parking management programs, traffic, parking and circulation improvements, trash enclosures improvements, and utility upgrades.
- v. The Project conditions will also ensure that there are no detrimental impacts through off-site improvements to the surrounding roadway network as the Project is surrounded on all three sides by arterial streets, including Sepulveda Boulevard and Rosecrans Avenue, the largest arterials in the City. Providing roadway dedication, improvements, and fair-share contributions will improve the regional roadway networks surrounding and servicing the Project site. The improvements will enhance safety, better accommodate emergency vehicles, improve flow of traffic, and improve the regional transportation network on surrounding arterials.
- vi. The conditions will be consistent with General Plan Infrastructure Goals and Policies that require the following:
 - Provision of a balanced transportation system that allows the safe and efficient movement of people, goods, and services throughout the City;
 - Dedication of land for roadway or other public improvements by property owners at the time of new construction or substantial remodeling, as appropriate and warranted by the Project;
 - Upgrade of all major intersections and arterial streets to keep traffic moving efficiently;
 - Addition of traffic lanes and/or other traffic improvements for ingress to and egress from new developments along arterials, where necessary, for traffic and safety reasons;
 - Coordinate with the neighboring cities and regional and sub-regional agencies to widen and upgrade all major intersections and associated street segments within the City and adjacent jurisdictions to optimize traffic flows.

3. *The proposed use will comply with the provisions of Manhattan Beach Municipal Code Title 10, including any specific condition required for the proposed use in the district in which it would be located.*

- a. Existing and proposed improvements within the site are, or will be, developed in accordance with the purpose and standards of the CC and CG Zoning Districts. A variety of retail, restaurant, office, and specialty uses exist and are proposed to continue. Parking

and landscaping will be provided at a rate above that required by the Municipal Code.

- b. A variety of commercial uses will be allowed, but limitations and prohibitions will be placed on certain uses to ensure that the Project complies with the intent and purpose of the Code.
- c. The Project and future improvements to the shopping center site will be consistent with each of the eleven Sepulveda Boulevard Development Guide development criteria, as previously outlined in this Resolution.
- d. Conditions of approval, including specifically conditions to ensure the construction of Phase II, which will include the expansion of anchor tenants, will ensure consistency with Municipal Code Section 10.16.010 that provides that the CC and CG zones shall be for planned commercial centers and that entertainment and eating and drinking facilities shall be for support, not primary uses.

4. *The proposed use will not adversely impact nor be adversely impacted by nearby properties. Potential impacts are related but not necessarily limited to: traffic, parking, noise, vibration, odors, resident security and personal safety, and aesthetics, or create demands exceeding the capacity of public services and facilities which cannot be mitigated.*

- a. The Project will not result in adverse impacts to nearby properties because the Project, as conditioned herein, will be sensitive to nearby properties with respect to aesthetic design, site planning, building layout, and parking structures.
- b. The conditions of approval related to traffic, parking, noise, security, landscaping, lighting, signage, utilities, and other provisions will ensure that the Project will not adversely impact nearby properties.
- c. The Project will not be adversely impacted by nearby properties, as the surrounding land uses are commercial and residential and will not impact the site. The industrial land use – i.e., the Chevron Refinery in the City of El Segundo to the northwest of the site – is separated by two major arterial streets (Sepulveda Boulevard and Rosecrans Avenue) as well as a large landscaped berm. These features address any potential adverse impacts.
- d. Proposed lighting will produce minimal off-site illumination onto nearby residential properties while still accomplishing the goals of enhancing security, pedestrian and vehicular path of travel, and parking space illumination. Residentially-zoned properties are located more than 250 feet to the south and east of the nearest proposed parking deck light source. Residences to the west of Sepulveda Boulevard are approximately 200 feet from existing or proposed lighting in the Project area. Lighting also will be screened by mature vegetation, oblique orientation of buildings, light standards, LED fixtures with shielding and direct (not dispersed) lighting patterns, as well as screening by existing buildings. Buffering also is achieved by the difference in ground elevation relative to the nearest residential properties. Project lighting is consistent with the Code standards which regulate lighting. Thus, the Project will not adversely impact, nor be adversely impacted by, nearby properties.

SECTION 14. RREEF has applied for a variance to permit certain structures in the Project to exceed the maximum height of 30 feet by a range of 2 to 26 feet (for required equipment). The Village shops buildings are proposed to be up to 32 feet in height and the Macy's Expansion building is proposed to be 42 feet in height to match and to maintain consistency with the height of the existing buildings that were entitled by a previous height variance. The South Parking Structure is proposed to be 26 feet high, with architectural features up to 32 feet, but it will not exceed the height of the surrounding buildings. The maximum height for the Northeast Parking Structure to be constructed as part of Phase III is 35 feet in height. The North Parking Structure, as modified by the Council's May 20, 2014 motion, will not exceed G+1 in height. Mechanical, elevator overruns, architectural features, parapets, and light fixtures on top of the parking structures are proposed to exceed the height limits, including the Building Safety required elevator overruns at up to 56 feet in height and the lights on top of the parking structures at 15 feet over the height of the top level of the parking decks. Based upon substantial evidence in the record and pursuant to MBMC Section 10.84.060B, the City Council finds:

1. ***Because of special circumstances or conditions applicable to the subject property—including topography, soil conditions, size, shape, location or surroundings--the strict application of height standards in the zoning ordinance deprives such property of privileges enjoyed by other property in the vicinity and under the same zoning and would result in undue hardships upon the owner of the property.***
 - a. The site has numerous special circumstances or conditions that would deprive the site of privileges enjoyed by other properties in the vicinity. The site is the largest commercial site in the City and suffers from severe topographic variation. The site is bisected by a deep culvert which presents design challenges in creating a unified development. The properties immediately to the east contain skyscrapers with heights that eclipse the height of the proposed Project. The existing buildings on the properties owned by 3500 Sepulveda and Macy's enjoy a height equal to or higher than the heights requested by RREEF.
 - b. The exceptional topographic variation deprives RREEF of the opportunity to integrate the new buildings into the site because the measurement of height is not made from grade adjacent to the building, but instead from a plane defined by the average elevation of the four corners of the site. Thus, due to the large size of the site and unlike any other property in the city, the allowable height of buildings is influenced by the elevation of grade that may be significantly lower and significantly different than the grade adjacent to the building. The existing buildings in the shopping center already exceed the height limit. Additionally, the Macy's expansion adds onto a building that exceeds the height limit and needs to match the height and floor plates of the existing two-story building.
 - c. The hydrocarbon soil contamination on the site limits the ability to construct subterranean space. Thus, the soil conditions deprive the property owner of the opportunity to develop below grade. Additional height compensates for the soil conditions by allowing the property owner to develop above grade in order to receive the same privileges as property owners without similar soil conditions.
 - d. In light of the topographic fluctuations, and the soil contamination, there are special circumstances and conditions on this property that would result in exceptional difficulties and hardships if the City were to apply the height restriction strictly.

2. ***The relief may be granted without substantial detriment to the public good; without substantial impairment of affected natural resources; and not be detrimental or injurious to property or improvements in the vicinity of the development site, or to the public health, safety or general welfare; and***
- a. The granting of the variance to allow additional building height will not obstruct views from surrounding properties and is generally consistent with the height and massing of the existing shopping center structures.
 - b. The site is situated in an area of the City that is fully developed and relatively devoid of natural resources. Project improvements will be conditioned to: meet LEED silver standards; include shade trees and electric vehicle charging facilities to increase energy efficiency; and protect natural resources by including storm water management measures. Most importantly, the height variance will not affect natural resources.
 - c. The proposed height variance would not be detrimental or injurious to properties or improvements in the vicinity because the shade/shadow and visual impacts of the Project have been analyzed and will not have aesthetic impacts. The landscaping, screening, and architectural features have been designed to minimize visual impacts. Additionally, the rolling topography of Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue alleviates adverse impacts generally seen with increased building heights.
 - d. The buildings over the height limit have relatively large setbacks from adjacent land uses, are adjacent to major arterial roadways, and will not create adverse light, shadow or massing impacts.
 - e. The proposed structures that exceed the Code's height standards are setback more than 180 feet from Sepulveda Boulevard. The row of existing buildings between Sepulveda Boulevard and the proposed structures exceed the height limit. The proposed addition for the purpose of consolidating Macy's is more than 500 feet from Sepulveda Boulevard. All proposed buildings are more than 900 feet from Marine Avenue. The proposed Northeast Parking Structure will be the same height as the existing Medical building at 1220 Rosecrans, immediately adjacent to the east, is setback approximately 20 to 30 feet from Rosecrans Avenue, and the frontage on Rosecrans Avenue is limited and consistent with the surrounding buildings' mass, scale and height.
 - f. The proposed heights of the proposed buildings are similar to existing heights the Macy's and main mall buildings. The only features that exceed existing heights are a few 56-foot elevator overruns which have relatively small mass in comparison to the rest of each structure.
 - g. The high quality of design will attract new tenants and maintain a diverse and quality mix of tenants. It is not reasonably feasible to accomplish the Project without increasing the height envelopes of new development. Without these increases in the height envelopes, it is difficult to re-orient key parking, maintain or enhance vehicular, pedestrian and bicycle circulation, provide significant new landscaping, plaza areas, open space and upgrade the overall site. The additional height needed for the expansion Project is integral to the continuing improvement of the shopping center. Therefore, allowing the additional height will not

result in substantial detriment to the public good, public health, safety or general welfare.

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

- a. The additional height needed for the Project is integral to the continuing improvement of the mall in order to fulfill the purposes of the CC and CG zones. The height is necessary to accommodate attractive architecture, fluid circulation, and diverse commercial land uses, with adequate parking. As conditioned to require the construction of Phase II, the proposed Project enhances the ability and willingness for anchor tenants to remain on the site and expand the existing uses, which is consistent with the purpose of providing quality commercial uses in the area. Thus, granting the height variance is consistent with the purposes of the City's zoning code. As conditioned, granting the height variance will not constitute a grant of special privileges because the property is zoned to accommodate a planned commercial center that is regional in nature.

SECTION 15. RREEF applied for a Sign Exception/Sign Program for all phases of the project to amend the 2002 Mall Master Sign Program as well as the separate 1991 Fry's sign approval, to reflect and correspond to expansion of the Shopping Center's street frontage through the addition of the Fry's parcel, the addition of new buildings and parking structures, and installation/updating of existing monument, pole, and wall signs, temporary, directional, and project banner signs, and a City "Gateway" Element sign at Sepulveda and Rosecrans. Specifically, RREEF requested:

a) Maximum square footage increase- An increase in the maximum square footage of allowed signage. Currently there is 7,600 SF of signage on the site, the Code allows 5,100 square feet of signage (based on the total frontage of 5,100 lineal feet) and RREEF requested an additional 1,900 square feet above the existing for a total of 9,500 square feet of signage;

b) Multiple pole signs- Eight total pole signs proposed while there are seven existing (four to remain and three to be replaced) plus one new pole sign on the 3500 Sepulveda (Hacienda Building) site, for all three Phases. The three new signs would replace the Fry's signs and generally be consistent with the existing 2002 approved site signs, multi-tenant plus project identification. Two proposed with 60 square feet of signage per side, 240 square feet each (per Code calculations) up to 15'-6" tall, and one at the corner of Sepulveda and Rosecrans up to 30 feet tall with 96 square feet of signage per side, 384 square feet each (per Code calculations). The Code allows only one pole sign, 150 square foot maximum, up to 30 feet tall in lieu of monument/wall/awning signs;

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

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

e) Tenant wall signs on parking structures- Allow signs facing Sepulveda, Rosecrans and Marine, to a maximum of 60 square feet each, while the Code does not permit signs on parking structures as they are not located on a business;

f) Monument signs-Allow 13 existing and 5 new monument signs up to 6 feet tall each. No exception needed for the number and height, just the overall site sign square footage;

g) Project identification signs- Allow additional project identification signs on the buildings, while the current approval only allows two at the enclosed Mall entrances and the Code allows none;

h) Directional wall signs on parking structures- Allow wall signs on the parking structures, one at each vehicular entry, without project identification, while the Code does not permit signs on parking structures as they are not located on a business;

i) Directional signs- Allow directional signs up to 6 feet high and 12 square feet while the Code allows 4 feet high and 6 square feet;

j) Project banners on light poles- Allow the continuation of and the addition of project banners at the light poles as allowed under the current approval but not allowed under the Code;

k) Temporary signs- Allow A-frame, portable, sidewalk or other temporary signs on the interior of the project not visible from the public right-of-way up to 365 days a year, while the Code limits the number and size and allows 90 days maximum per year;

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

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

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

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

a. The site is surrounded directly by commercial and industrial uses on the north, northeast, west and south, and by residential uses to the east, with residential beyond on the west, south and east sides. Most adjacent residential, commercial, and industrial uses are separated from the subject site by distance, streets, topography, landscaping and/or physical development and would not be impacted by the proposed sign exception, as conditioned. The approved sign exception would be consistent with the Community Commercial and General Commercial zoning districts, since it will provide uniform site signage that is attractive and require the removal of outdated, obsolete signage. Clear consistent signage will direct visitors to the site, instead of having vehicles cut through streets that do not directly access the site. Much of the signage is on the interior of the site and is not even visible from the surrounding public rights-of-way or from surrounding properties.

b. The scale, size, and function of the Shopping Center is such that the 2002 Master Sign Program needs to be updated and

enhanced to promote and advertise key retail tenants without negatively impacting the experiences of pedestrians, drivers and passengers, or residential land uses.

- c. Tenants benefit from signage that attracts visitors but doesn't detract from well-designed exterior building facades. Signage will relate to building wall materials and colors, without creating aesthetic or light/glare impacts.
- d. The approved signs will enhance the shopping center by providing a consistent visual identity and will appear less bulky than the existing signs because they will generally be at a lower height and state-of-the-art.
- e. The rolling topography of Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue streets also minimizes adverse impacts of increased signage.

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

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

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

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

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

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

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

GENERAL/PROCEDURAL

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

2. *Lapse of Approval.* The entitlements conferred herein shall lapse four years after the effective date of this Resolution unless implemented or extended in accordance with MBMC Section 10.84.090.
3. *Terms and Conditions are Perpetual; Recordation of Covenant.* The provisions, terms and conditions set forth herein are perpetual, and are binding on RREEF, Macy's, their respective successors-in-interest, and, where applicable, all tenants and lessees of RREEF or Macy's. Further, RREEF shall record a covenant indicating its consent to the conditions of approval of this Resolution with the Office of the County Clerk/Recorder of Los Angeles. The covenant is subject to review and approval by the City Attorney. RREEF shall deliver the executed covenant, and all required recording fees, to the Department of Community Development within 30 days of the adoption of this Resolution. If RREEF fails to deliver the executed covenant within 30 days, this Resolution shall be null and void and of no further effect. Notwithstanding the foregoing, the Director may, upon a request by RREEF, grant an extension to the 30-day time limit.
4. *Review.* Provisions of the Master Use Permit Amendment, Variance, and Sign Exception/Program Amendment are subject to review by the Community Development Department within six months after occupancy of the first building constructed in Phase I and yearly thereafter.
5. *Interpretation.* In the event the Director and RREEF disagree regarding the intent or interpretation of any condition, the Planning Commission shall provide a binding and final interpretation of the condition. Such Commission determination cannot be appealed to the City Council.
6. *Fish and Game.* Pursuant to Public Resources Code section 21089(b) and Fish and Game Code section 711.4(c), the entitlements conferred herein are not operative, vested or final until the required filing fees are paid.
7. *Effective Date.* The decision of the City Council is final upon the date this Resolution is adopted.
8. *Tenant Space Chart.* Upon submittal of any request for business license, or application for building permit, which involves the alteration or enlargement of any tenant space, or the introduction of any new business within an existing tenant space, RREEF shall provide to the Community Development Department an up to date site-wide tenant space chart which includes all of the tenants and properties within the Shopping Center including vacant space. The space chart shall include detailed area breakdowns and shall be used to account for decommissioned vacant leasable space which is available for occupancy pursuant to gross leasable area (GLA) square foot maximums addressed in Condition 18 and under the terms of this Master Use Permit. The required space chart shall be consistent in format and information provided with that certain "Manhattan Village Shopping Center Leasable Area Tabulation - November 23, 2014." The space chart shall also include any outdoor dining areas. The information shall include tenant street addresses and suites, existing and proposed tenant, and evidence that the proposed alteration/tenant will provide adequate parking and loading as required by applicable parking standard.
9. *Indemnity, Duty to Defend and Obligation to Pay Judgments and Defense Costs, Including Attorneys Fees, Incurred by the City.* RREEF shall defend, indemnify, and hold harmless the City, its elected officials, officers, employees, volunteers, agents, and those City agents serving as independent contractors in the role of City officials (collectively "Indemnitees") from and against any claims, damages, actions, causes of actions, lawsuits, suits, proceedings, losses, judgments, costs, and expenses (including, without limitation, attorneys' fees or court costs) in any manner arising out of or incident to this approval, related entitlements, or the City's environmental review thereof. RREEF shall pay and satisfy any judgment, award or decree that may be rendered against City or the other Indemnitees in any such suit, action, or other legal proceeding. The City shall promptly notify RREEF of any claim, action, or proceeding and the City shall reasonably cooperate in the defense. If the

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

AESTHETICS

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

- a. RREEF shall provide and maintain consistent drought tolerant landscape, shade trees, hardscape, and lighting improvements throughout the Development Area, as well as certain areas of the entire Shopping Center property as required in these conditions. The improvements shall be consistent with the Approved Plans, renderings, presentations, application material, and project descriptions.
- b. RREEF shall provide and maintain mature trees and other landscaping adjacent to the parking structures, particularly in the areas without buildings adjacent to the perimeter of the structures, to screen and soften the parking structures, as shown on the Approved Plans. The trees adjacent to the North Parking structure, as shown on the renderings, shall be a minimum of 5 feet above the top of the parking structure when initially planted. Landscaping and irrigation also shall be provided on the upper levels of the structures in the form of permanent planting receptacles suitable for the planting of vines or similar plants on the parapet walls on the north and west sides of the North Parking Structure and on the south side of the South Parking Structure. Landscaping shall be planted and maintained throughout the surface parking lots. A minimum of 1 tree per 10 parking spaces in a parking structure and 1 tree per 6 surface parking spaces within the Shopping Center property, minimum 24-inch box size, shall be provided at grade. Permanent irrigation shall be provided for all landscaping.
- c. RREEF shall provide and maintain consistent drought tolerant landscape, shade trees, hardscape, and lighting improvements throughout the Shopping Center property as improvements are made in those portions of the Shopping Center property outside of the Development Area, as detailed in the Landscape/Hardscape/Lighting Sitewide Plan.
- d. All new light fixtures on the top levels of parking structures shall be no taller than 15 feet, shall utilize LED fixtures, and include shields to reduce glare. All other new exterior lighting, except signage lighting, shall include shields as necessary to reduce glare so that there are no adverse impacts on surrounding properties.
- e. As determined in the Police Security Plan, approximately one hour after all businesses on the Shopping Center have closed, the light fixtures on and in the parking lots and structures shall automatically be dimmed or lowered in intensity.

f. RREEF shall evaluate the feasibility of modifying or replacing existing lighting fixtures on the Shopping Center property to reduce off-site illumination and be more energy efficient.

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

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

a. Signs shall be compatible with their related buildings and not be crowded within their locations or backgrounds. Harsh plastic or illuminated backgrounds shall be avoided, and low profile monument signs are encouraged.

b. Roof signs are prohibited.

c. All signage on parking structures shall be accessory and compatible to the structure through the design, color, location, size and lighting and not detract from the parking structure's architectural character. Any tenant signage on a parking structure shall have a locational relationship and proximity between the parking structure and the tenant. Signage near the top of parking structures is discouraged, but can be approved by the Director of Community Development through the Master Sign Program if it is compatible with the architectural design of the subject structure on which the signage is proposed, as well as consistent with the intent and criteria of the Sign Code, Master Sign Program and Approved Plans.

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

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

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

g. At the sole cost of RREEF, Fry's pole sign adjacent to the Sepulveda Boulevard bridge shall be removed, or relocated if Fry's is still occupying the Northwest Corner, by RREEF upon 90 days' notice from the City when the City determines that removal or relocation is necessary as part of the Sepulveda Bridge Widening. The relocation location shall be within the Shopping Center

property along the Northwest Corner fronting Sepulveda Boulevard. This Sepulveda Boulevard Fry's pole sign, as well as the two existing Fry's pole signs along Rosecrans Avenue, shall be removed when Fry's vacates the Northwest Corner. The Master Sign Program provides for future new pole signs in the Northwest Corner, in connection with the future development of Phase III.

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

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

LAND USE

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

- a. **Size Reduction and Redesign.** RREEF shall construct the Village Shops building and the North and South parking structures in substantial compliance with the Approved Plans, which requires a 10,000 SF reduction in the Village Shops buildings and a redesign of the North parking structure, as shown on the Approved Plans. The EIR analyzed 60,000 square feet of net new GLA as the maximum buildable area in the Village Shops Component. To achieve the 10,000 square foot reduction in the Village Shops, the maximum net new GLA is set at 50,000 net new square feet. RREEF shall construct a minimum 8-foot wide combined pedestrian/bike path and a minimum 5-foot wide landscaped buffer adjoining the north wall of the North Parking Structure to create a pedestrian/bike linkage between Cedar Way and Carlotta Way as depicted on the Approved Plans. The North Parking Structure shall not exceed a height of G+1 as depicted on the Approved Plans. Approximately the north 60 percent portion of the South Parking Structure shall not exceed a height of G+2 and the approximately 40 percent south portion of the South Parking Structure shall not exceed a height of G+1 as depicted on the Approved Plans.
- b. RREEF shall submit all submittals required in connection with Phase I in accordance with the requirements set forth in the applicable condition.
- c. **Macy's Consolidation with Phase I.** Prior to the issuance of the first building permit for Phase I, RREEF shall provide written evidence of a commitment binding on RREEF and Macy's to consolidate its Macy's Men's operation at the south end of the Main Mall to an expanded Macy's Fashion Store on the north end as depicted on the Approved Plans and release the Men's Store to RREEF for redevelopment.
- d. Prior to the issuance of permits for Buildings B, C, D and E in Phase I, RREEF shall submit to the City a non-refundable \$400,000 security deposit. Such deposit may not be drawn upon for any other purpose other than paying City fees associated with the Macy's Fashion Store expansion and the construction of the Northeast parking structure, in

compliance with the Approved Plans. In the event the Macy's Fashion Store is not expanded, RREEF shall forfeit the deposit to the City. If, any portion of the deposit remains after occupancy permits are issued to Macy's for the expanded area and all fees have been paid, the balance of the deposit shall be refunded to RREEF.

- e. Prior to the issuance of Certificates of Occupancy for Buildings B, C, D and E, RREEF shall submit or cause to be submitted, and the City shall accept, a complete building plan check submittal to plan check for the Macy's Fashion Store expansion. RREEF shall also submit a document, acceptable to the City Attorney, waiving any claims against the City if the Certificates of Occupancy are not issued due to the failure to timely submit building plan check submittals for the Macy's Fashion Store expansion.
 - f. RREEF shall provide a U-turn, traffic circle, or other connection at the Rosecrans Avenue entrance in the lower level parking lot with a minimum outside turning radius of 30 feet, to internally connect both drive aisles.
 - g. The driveway access between the lower level parking and Carlotta Way shall be revised to minimize the sharp angle.
 - h. RREEF shall comply with the City Traffic Engineer's recommendations designed to minimize conflicts and improve visibility and safety with the location of parking spaces with direct access onto internal private streets (Cedar, Fashion and Carlotta) and onto accessways leading to parking structures.
 - i. RREEF shall submit Planning Preliminary Plan Check Review, as defined in Condition No. 17, prior to the issuance of building permits.
14. In connection with **Phase II (Northeast corner)**, RREEF and, where applicable, Macy's must comply with the following conditions:
- a. RREEF shall submit all submittals required in connection with Phase II in accordance with the requirements set forth in the applicable condition.
 - b. **Macy's Consolidation with Phase I.** Prior to the issuance of the first building permit for Phase I, RREEF shall provide written evidence of a commitment binding on RREEF and Macy's to: relocate the Macy's Men's operation at the south end of the Main Mall to an expanded Macy's Fashion Store on the north end as depicted in the Approved Plans; and the release of the vacated space formerly occupying the Men's Store to RREEF for redevelopment.
 - c. Macy's shall expand its Macy's Fashion store by as much as 60,000 square feet, and, RREEF shall lease the space currently occupied by Macy's Men's at the south end of the Main Mall.
 - d. Prior to the issuance of Certificates of Occupancy for Buildings B, C, D and E, RREEF shall submit or cause to be submitted, and the City shall accept, a complete building plan check submittal to plan check for the Macy's Fashion Store expansion. RREEF shall also submit a document, acceptable to the City Attorney, waiving any claims against the City if the Certificates of Occupancy are not issued due to the failure to timely submit building plan check submittals for the Macy's Fashion Store expansion.
 - e. Existing utilities that are impacted by the construction shall be rerouted to be within the private streets on site or other locations approved by the Public Works Department and any other responsible agencies.

- f. RREEF shall submit to the City all necessary applications for the design of Phase III-Northwest corner, including a construction schedule, within 3 months of Fry's vacating their current Northwest corner location, and the City shall take action on the applications in a timely manner.
- g. Prior to issuance of building permits for Phase II, plans shall be submitted to plan check for the vehicular access ramp between the Medical Building at 1200 Rosecrans Avenue and new Northeast parking structure to be redesigned to accommodate two-way traffic to connect the lower level parking lot to the main Shopping Center level surface parking. The new ramp shall be completed prior to the issuance of a Certificate of Occupancy for the Macy's Fashion Store expansion.
- h. Cedar Way connection to Rosecrans with Phase II. Prior to issuance of building permits for Phase II, plans for the extension of Cedar Way to be connected through to Rosecrans Avenue shall be submitted to the City for plan check. The extension shall be completed prior to the issuance of a building permit final for the Macy's Fashion Store Expansion.
- i. Existing unscreened rooftop equipment that is visible from ground view (i.e., Islands restaurant) shall be screened prior to issuance of a building permit final for the Macy's Men's Store redevelopment.
- j. RREEF shall submit planning staff Preliminary Plan Check Review as defined in Condition No. 17 prior to the issuance of building permits.

15. **Phase III (Northwest corner).** Phase III is subject to future Site Plan Review, and Planning Commission approval, which shall include, but not be limited to, review of the following: 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. 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 analyzed in the Final EIR and as shown in the Approved Plans, for Phases I and II, are approved in concept, subject to the project conditions. Planning Staff review is required for the site improvement details through the Preliminary Plan Check Review process.

17. **Architectural Elements Required Through Preliminary Plan Check Review.** Except as provided in Condition 15, RREEF shall submit to the City Planning staff for Preliminary Plan Check Review all architectural plans, to show that the Project is consistent with the architecture, quality and concept plans as shown in the Approved Plans. The architectural plans shall include, but not be limited to, plans, material boards, color samples, renderings, and other visual displays to provide the following:

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

18. **Land Uses and Square Footages.** The existing Shopping Center contains approximately 572,837 square feet gross leasable area (GLA). The Project may add a maximum of 79,872 net new square feet GLA (89,589 square feet with the Equivalency Program) within Phases I and II in the Development Area. The Project may add a maximum of 33,800 net new square feet GLA within Phase III in the Development Area. The Shopping Center property may not exceed 686,509 square feet GLA (696,226 square feet with the Equivalency Program).

For any proposed square footage that exceeds 686,509 square feet, up to the 696,226 square foot cap, RREEF shall submit traffic and parking data for review by the Community Development Department and the City Traffic Engineer to determine if the proposal is consistent with the trip generation and parking thresholds established in the Certified Final EIR and the Equivalency Program. The study shall include an update of the sitewide list of tenants in Exhibit "A", uses and GLA, and RREEF shall pay the cost of the City Traffic Engineer's review.

The following land uses are allowed in the Shopping Center, provided that no land use type exceeds the applicable maximum square footage for each type:

- a. Retail Sales (including drug stores)
- b. Personal Services (e.g., Beauty salons, Dry-Cleaners, Shoe repair)
- c. Food and Beverage Sales (including Grocery Stores, but excluding high traffic generating or high parking demand land uses such as liquor or convenience stores as determined by the Director)
- d. Offices, Business and Professional - 69,300 square feet maximum for Business and Professional offices. Additionally, 28,800 square feet maximum for Medical and Dental offices (existing square footage rounded, plus an additional 7,000 square feet allowed). The 3500 Sepulveda Boulevard building may be occupied with 100% Business and Professional and/or Medical and Dental offices, as long as the total combined office square footage on the entire Mall site does not exceed 98,100 square feet, and the parking requirements are met.
- e. Banks and Savings and Loans - 36,200 square feet maximum (existing square footage, no additional square footage allowed). If any of the existing bank operators in stand-alone buildings adjacent to Sepulveda Boulevard terminate their bank operation for a period longer than 6 months (except for suspended operation in the event of fire, casualty or major renovation), they may not be replaced with another bank or savings and loan use. This clause is not intended to govern business name changes or mergers or acquisitions among bank operators, commercial banks or savings and loans. No new bank or savings and loan uses are permitted in existing or new stand-alone buildings. New banks or savings and loan uses are limited to a maximum of 2,000 square feet in area.
- f. Eating and Drinking Establishments (restaurants) - 89,000 square feet maximum, which includes outdoor dining areas for restaurants that provide full table service.
- g. Uses identified as permitted (by right) in the underlying zoning district (CC) which are not included in this Master Use Permit shall be left to the discretion of the Director to determine if Planning Commission review is required.

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

- a. Personal Improvement Services (Gyms, Dance studios, Trade schools, etc).

- b. High traffic generating or parking demand land uses, including but not limited to, liquor stores and convenience stores as determined by the Director of Community Development.
- c. Bars.

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

- a. **Good Faith Negotiations with Fry's.** If Fry's indicates in writing to RREEF that it desires to continue to operate the Fry's retail store at its current location after the termination date of its current lease which expires in December 2016, RREEF will negotiate in good faith with Fry's on an annualized lease extension option or options on terms mutually acceptable to both parties and subject to RREEF's need to provide for a Fry's termination to accommodate the future redevelopment of the Northwest Corner.
- b. Any new tenant proposed to occupy the existing building on the Fry's 3600 Sepulveda Boulevard site shall require Planning Commission review at a noticed public hearing. Criteria and potential impacts to consider include but are not limited to, traffic, parking, access, land use compatibility including architectural entryway enhancement, length of tenancy security/crime, noise, light, hazards, vibrations, odors, aesthetics, and demand on public services.

20. **Alcohol Off-site Sales.** An amendment to the Master Use Permit must be approved by the City prior to the sale of alcohol other than for on-site consumption at an eating and drinking establishment, unless specifically permitted by this Resolution. Tenants with existing ABC licenses and City approval for off-site alcohol sales and/or on-site tasting – i.e., Ralphs, CVS, and the Wine Shoppe – may continue to sell alcohol for off-site consumption and/or on-site tasting in accordance with their approvals.

21. **Restaurant Drive-Through.** There shall be no Restaurant drive-through service allowed in conjunction with any existing or proposed Eating and Drinking Establishment.

22. **Restaurant Hours.** No restaurant use shall be open between 2:00 a.m. and 6:00 a.m. on any day.

23. **Restaurant Alcohol.** Any restaurant may provide full alcohol service, which is incidental to, and in conjunction with, the service of food provided that such use does not include a retail bar, to a maximum area of 89,000 square feet site-wide as set forth in Condition No. 18. This approval shall operate within all applicable State, County and City regulations governing the sale of alcohol. Any violation of the regulations of the Department of Alcohol and Beverage Control as they pertain to the subject location, or of the City of Manhattan Beach, as they relate to the sale of alcohol, may result in the revocation and/or modification of the subject Master Use Permit.

24. **Entertainment.** Any entertainment proposed (with the exception of background music, television and no more than 3 games or amusements) shall be required to obtain a Class I Entertainment Permit consistent with the provision of Section 4.20.050 of the Manhattan Beach Municipal Code.

25. **Landscape Maintenance.** Landscaping and maintenance activities (including, but not limited to, parking lot cleaning, grounds-keeping and outdoor equipment and shopping cart cleaning) shall occur in accordance with a Landscape Maintenance Plan ("The Maintenance Plan") approved by the Director of Community Development. The Maintenance Plan shall establish permitted hours of operation for specific maintenance activities and areas of the shopping center, based on compatibility with nearby land uses, both on and adjacent to the center. All landscaping materials shall be maintained to the satisfaction of the Director of Community Development.

NOISE MITIGATION

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

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

FIRE PROTECTION

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

- a. Provide a minimum vertical clearance of 15 feet and horizontal clearance of 20 feet for Fire vehicle access under all bridges and other overhead structures on Village Drive, Cedar Way, Carlotta Way, Fashion Boulevard, and within the lower level parking lot. In the lower level parking lot, the horizontal clearance of 20 feet for Fire vehicle access is required in only one of the two drive aisles. This is intended to allow ambulance-paramedic vehicle access throughout the Shopping Center property, but not within the parking structures. Village Drive, Cedar Way, Carlotta Way, Fashion Boulevard, and within the lower level parking area, and any other required roadways, shall be designated as Fire lanes as determined by the Fire Department, shall allow "no stopping" on both sides of roadways, and be clearly marked. Additional lane width will be required in certain areas to accommodate vehicle turning movements and bicycles.
- b. All parking structures shall provide a minimum vertical clearance as required by the current Code at the time of Building Permit approval for disabled/ADA access at grade level. All parking structures shall also have the required stand pipes, sprinklers, hydrants, perimeter and internal access, gurney size elevators, and exterior stairs for Fire suppression.
- c. RREEF shall provide a "gator" or similar gurney transport vehicle on the site to provide Fire Department access within the parking structures and other remote areas.
- d. Fire hydrants shall be located within 15 feet of the Fire Department Connections (FDC), and the FDC and related double check valve assembly shall be integrated into the design of the buildings to screen the valves but allow clear visibility and access to the FDC, subject to Fire and Community Development Department approval.

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

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

SAFETY AND SECURITY MEASURES

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

30. **Security Cameras.** RREEF shall provide security cameras throughout the parking structures and surface parking lots within the entire Shopping Center property to the reasonable satisfaction of the Police Department. RREEF shall provide a Security Camera Plan for the installation of the cameras during construction on the Shopping Center property. Cameras shall be placed at parking structure entrances, exits, stairwells, elevators, and distributed throughout the parking areas pursuant to a plan to be provided by RREEF’s security consultant. Cameras shall be located so that license plate numbers are readable. Some cameras shall be capable of being relocated as needed to monitor Special Events. Cameras are not required to be manned, and a holding period for archival of recordings shall be agreed upon. RREEF shall submit the Security Camera Plan as part of the Security Plan to the City Police and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Plan, and RREEF shall install the improvements per the approved Plans. The approved Security Camera Plan shall be reviewed annually by the City.

31. **Police Special Event/Security and Cedar Way Plan.** RREEF shall provide a Holiday/Sales-Special Events/Peak Customer Security, Traffic and Parking Control Plan as part of the overall Security Plan. The Plan shall include a provision for reimbursement of Police services when additional services are requested by RREEF. The Plan shall include an update and amendment to the existing Vehicle Code and Parking Enforcement Agreement (June 1, 1987) between the City and the Mall to ensure adequate enforcement mechanisms are in place. The Plan shall provide for RREEF to install repeaters or other devices in the parking structure if it is determined

that they are necessary for cell phone and emergency communication needs. The Plan shall also provide for the possibility of closing Cedar Way during Special Events. RREEF shall submit the Plan to the City Police, Fire and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Plan, and RREEF shall implement the provisions as detailed in the approved Plan. The City may request a periodic review of the operations of Cedar Way to determine if the core area should be closed to vehicular traffic and limited to pedestrians, bikes and emergency vehicle access only.

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

TRANSPORTATION, CIRCULATION AND PARKING

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

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

building at the south end of the Shopping Center to enhance pedestrian accessibility and safety from the parking lot to the buildings as depicted in the Approved Plans. All access shall meet ADA requirements.

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

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

35. Pedestrian Off-site Linkage Plan. RREEF shall provide improvements to the City leased parking lot to encourage and enhance use of the parking lot for employees and customers. Such improvements shall include and be limited to: wayfinding signage and lighting on the staircase serving the City leased parking lot; wayfinding signage and lighting on the staircase between the Village homes and the Shopping Center site; wayfinding signage from the Senior Housing; and maintenance of landscaping on the slope. RREEF shall submit a Pedestrian Off-site Linkage Plan to the City Police, Fire, Public Works and Community Development Departments and the City Traffic Engineer with the submittal of plans for Phase I. The City will review and approve the Plan, and RREEF shall install the improvements per the approved plan prior to the issuance of the first building final for Phase I. Upon the City's acceptance of RREEF's improvements to the City's parking lot, the City will release and indemnify RREEF from any liability related to the improvements.

36. Employee Parking Management Program. The Project shall provide an Employee Parking Management Program to encourage remote parking, parking in the lower level parking lot, off-site parking, walking, biking, transit use, carpooling and other forms of alternative and non-motorized transportation, and incentives to reduce employee parking. Street or other public parking, other than the leased City parking lot off of Village Drive, shall not be used for employee parking. The Program shall actively promote reducing employee parking, shall prohibit parking in structures and certain surface lots during the peak parking season, and shall include active enforcement by Shopping Center personnel. The Program shall be submitted to the Community Development Department and the City Traffic Engineer for review and approval with the submittal of plans for Phase I and annual reporting shall be provided. The City will review and approve the Program, and RREEF shall implement the Program and install any required improvements per the approved Program prior to the issuance of the first building final for Phase I. The City may request periodic review and adjustment of the Employment Parking Management Program, in cooperation with RREEF, if needed to ensure the goals of this condition and the Program are being met.

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

38. Electric Vehicle (EV) Charging. RREEF shall install and maintain for public use EV parking/charging stations within the parking structures and/or parking lots at a ratio of a minimum of 1 percent of the total on-site parking spaces, and phased up to 3 percent as usage demands. The installation of stations up to 1 percent may also be phased. RREEF shall provide a minimum of 8 EV parking/charging stations in Phase I. The number of EV parking/charging stations shall be increased in minimum groups of 8 up to 1 percent based on usage. Electrical conduit to support additional charging stations (resulting in a supply of charging stations of up to 3 percent of the total on-site parking spaces) will be installed throughout the Shopping Center site, as is deemed appropriate during initial construction, for future conversion based on usage. The EV parking/charging stations shall be reviewed by the City and RREEF on an annual basis and will evaluate usage, and phasing of future installation of additional EV parking/charging stations. An annual report on charging station use shall be submitted to the Director of Public Works for review and approval, to determine whether evidence supports demand for the phasing and future installation of EV parking/charging stations. The stations shall provide a Level 2 charging capacity (120-240 volts, or as required by Southern California Edison), may charge prevailing rates for the purchase of the energy, and the parking spaces will be designated for the exclusive use of EV charging. RREEF shall submit plans to the Community Development Department with the submittal of plans for each parking structure. The City will review and approve the Plan, and RREEF shall install the improvements per the approved Plan with each parking structure.

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

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

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

RREEF shall also be required to dedicate land or submit and record an irrevocable offer to dedicate (IOD) land, and construct, or fund the construction of, any required improvements related solely to the driveway on Sepulveda Boulevard, subject to the City of Manhattan Beach Public Works and Caltrans approval. The required lane width, sidewalk, driveway access design, disabled accessibility, and other improvement details shall be subject to City of Manhattan Beach Public Works and Community Development Departments and Caltrans approval. RREEF, City, and

Caltrans shall coordinate improvements related to the Sepulveda Boulevard driveway with the Sepulveda Bridge widening project. The schedule for the dedication or IOD and related improvements shall be included with the Plans for the driveway modifications or removal/relocation. The City shall submit a Right-of-Way Map to RREEF, to indicate all of the required right-of-way, easements, and other information required by the dedication for the Sepulveda Boulevard bridge widening project RREEF by June 30, 2014.

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

RREEF shall also provide temporary construction easement(s) for the temporary construction staging area associated with the Sepulveda bridge widening project, subject to the City Public Works and Community Development Departments and Caltrans' review and approval. The temporary construction staging area shall be located in the lower level parking lot immediately adjacent to the northeast of the bridge for bridge construction, and access from the staging area shall be provided through the lower level parking lot to Rosecrans Avenue. Access to the bridge and roadway for construction shall also be required from RREEF's property.

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

40. **Rosecrans Avenue.** RREEF shall provide an irrevocable offer to dedicate (IOD), for a new acceleration/deceleration lane and improved sidewalk on the south side of Rosecrans Avenue, beginning a minimum of 160 feet west of the future Cedar Way extension to the easternmost driveway serving the lower level parking lot off of Rosecrans Avenue prior to issuance of permits for Phase I. The IOD shall provide for a 12 foot curb lane width and 8 foot sidewalk; however, the sidewalk shall be continuous from Sepulveda Boulevard to Village Drive. RREEF shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, for the eastern portion serving as a turn lane into the lower level parking driveway with the submittal of plans for Phase I. RREEF shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, for the portion adjacent to the Cedar Way extension with Phase II and for the easternmost driveway with the submittal of plans for Phase II, or six months following the vacation of Fry's from the site, whichever comes first. RREEF shall dedicate the property and construct the eastern portion serving as a turn lane into the lower level parking driveway per plans approved by the City in connection with the construction of Phase I. In connection with the construction of Phase II, RREEF shall construct the portion adjacent to the Cedar Way extension.

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

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

42. Rosecrans Avenue Left-turn Prohibitions. On Rosecrans Avenue, no left turns are allowed out of any driveways or Cedar Way from the project site to westbound Rosecrans Avenue. RREEF shall submit plans for signage and other improvements required by the City and a schedule for completion to the Public Works, Police, Fire and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. Any portions of the improvements within another jurisdiction shall also require a permit from that jurisdiction. RREEF shall install the improvements per the approved plans, in accordance with the City Traffic Engineers requirements.

43. Sepulveda Boulevard and Rosecrans Avenue Corner. RREEF shall provide an irrevocable offer to dedicate (IOD) at the southeast corner of Sepulveda Boulevard and Rosecrans Avenue for future road and sidewalk widening with an 8 foot sidewalk width, corner improvements, including a 40 foot diagonal corner cut off measured from the back of the new sidewalks, ADA access, traffic signal and utility modifications and other improvements as needed to transition and tie together the Sepulveda Boulevard and Rosecrans Avenue improvements, and upgrade the area to current standards for pedestrian access, upon completion of the Sepulveda Bridge Widening, or the submittal of plans for Phase III, whichever comes first. RREEF shall submit concept plans for the improvements to the Public Works, Fire, Police and Community Development Departments, the City Traffic Engineer, and Caltrans for review and approval, with the submittal of the IOD, and shall include a schedule for the completion of the improvements. The schedule for completion of the improvements shall be coordinated with RREEF's construction associated with Sepulveda Boulevard (Fry's) driveway, the Rosecrans Avenue improvements, and other applicable improvements in the area including but not limited to construction of future Phase III. RREEF shall dedicate the property and construct the improvements per the plans approved by the City. While designing any improvements along Sepulveda Boulevard or at the corner of Sepulveda Boulevard and Rosecrans Avenue, the City shall take into consideration RREEF's desire to provide a right-in only turn from Sepulveda Boulevard into the Northwest Corner of the Shopping Center Property.

44. Village Drive at Rosecrans Avenue Part I. RREEF shall provide an irrevocable offer to dedicate (IOD) at the southwest corner of Rosecrans Avenue and Village Drive to accommodate improvements for future dual-left turn lanes and improved truck-turning radii from westbound Rosecrans Avenue to southbound Village Drive provided that the dedication and improvements will not impact the structural integrity or conformance with applicable Codes of the Medical Building at 1200 Rosecrans Avenue. The IOD and a concept plan for the improvements shall be submitted to the Public Works and Community Development Departments, and the City Traffic Engineer, prior to the first building permit being completed (building permit final) for Phase I, and shall include a schedule for the completion of the improvements. The schedule for completion of the improvements shall be coordinated with other planned improvements for the area, including additional improvements at the

intersection of Rosecrans Avenue and Village Drive anticipated to be completed by the developer of The Point at El Segundo. RREEF shall dedicate the property and construct, or cause to be constructed, the improvements during construction of Phase I and/or as part of the westbound dual left turn lane improvements on Rosecrans, whichever first occurs, pursuant to plans approved by the City.

45. Village Drive at Rosecrans Avenue Part II. RREEF shall provide an irrevocable offer to dedicate (IOD) to provide for future road and sidewalk widening including a minimum of a six foot dedication on Village Drive, a 40 foot diagonal corner cut off, and a 12 foot dedication on Rosecrans Avenue, to accommodate a wider (6 foot to 8 foot) sidewalk, landscaping, disabled access ramps, traffic signal and utility modifications and other improvements on Village Drive and Rosecrans Avenue, as determined feasible from Traffic Engineering standards prior to the first building permit being completed (building permit final) for Phase I. This dedication would accommodate a total of two lanes Northbound and two lanes Southbound on Village Drive and the required corner transition improvements at Rosecrans Avenue and Village Drive if the Medical Building at 1200 Rosecrans Avenue is no longer at the Shopping Center property. If the Medical Building at 1200 Rosecrans Avenue is no longer at the Shopping Center property and the City determines that right-of-way improvements are needed, RREEF shall dedicate the property and shall provide a fair-share contribution to fund the construction of the improvements.

46. Irrevocable Offer to Dedicate (IOD). All IODs shall be recorded with the Los Angeles County Recorder's office. All IODs shall have a project description and include a general legal description, prepared by RREEF. All IODs shall be submitted to the City for review and approval and shall be recorded when required by the City as set forth in the applicable Condition. The dedication of property included in an IOD shall include any temporary right of entry/access, temporary construction easements, utility easements, permanent dedications for roadway and bridge widening improvements, and permanent maintenance easements, in connection with the improvements required by the City per this Master Use Permit and the applicable Plan.

47. Rosecrans Avenue U-turn at Village Drive. The City and RREEF will work cooperatively to secure a "U-Turn" movement from eastbound Rosecrans Avenue at Village Drive if the U-turn can be designed to Traffic Engineering standards, all safety criteria is met, and traffic flow is not significantly impacted. RREEF is not required to install these improvements; however, if RREEF seeks to install these improvements, RREEF shall submit plans for the improvements to the Public Works, Police, Fire and Community Development Departments and the City Traffic Engineer, for review and approval. Any portions of the improvements within another jurisdiction shall also require a permit from that jurisdiction. RREEF shall install the improvements per plans approved by the City.

48. Marine Avenue-Cedar Way. The existing driveway access at Marine Avenue and Cedar Way shall be improved to provide one or two inbound lane and three outbound lanes, and shall be designed to accommodate emergency vehicle access. The widening shall include all related public and private improvements, and dedication of land if necessary, to accommodate the improvements. RREEF shall submit plans for the improvements to the Public Works, Fire, Police, and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. RREEF shall construct the improvements per the plans approved by the City prior to the issuance of a certificate of occupancy for Phase I.

49. Construction Traffic and Parking Management Plans. The required Construction Parking Management Plan shall be implemented during all construction activity. The required Construction Traffic Management Plan shall address, but not be limited to the following; the management of all construction traffic during all phases of construction, including delivery of materials and parking of construction related vehicles; driver-less vehicles blocking neighbors' driveways without written authorization; the overnight storage of materials in the roadway; and limiting the hours of construction deliveries on weekend mornings where such activities including driving, parking and loading/unloading in areas adjacent to residential uses. The Construction

Traffic Management Plan shall be coordinated with the traffic management plan for the Sepulveda Bridge widening project. RREEF shall submit the Plan, and an implementation schedule to the Public Works, Fire, Police, and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. RREEF shall implement the Plan in accordance with a schedule approved by the City.

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

- a. Compact parking spaces shall not be allowed unless approved by the Director of Community Development in limited situations when there are no other design options and the compact spaces will maximize use of the parking structure or lot.
- b. Installation of disabled access parking spaces that exceed the minimum number of required spaces, evenly distributed throughout the site at convenient locations.
- c. Parking structures shall have a minimum of two vehicle entry-exit points and three if over 600 spaces, and shall provide parking occupancy systems with permanent electronic displays in proximity to parking structure entrances showing unoccupied spaces on each level.
- d. Parking shall be provided at a minimum ratio of 4.1 spaces per 1,000 square feet of gross leasable floor area (GLA).
- e. Parking shall not be reserved for any particular user, except for disabled parking spaces, EV charging stations, van/car pool spaces, or low emitting vehicles as designated in the approved Employee Parking Management Plan, including in instances where designated parking is required in a tenant's lease, and any Valet Parking Plans.
- f. Passenger loading zones shall be provided near the Village Shops.
- g. At a minimum, the central core portion of Cedar Way (between buildings "E" and "F" and the main Mall building) shall be constructed with decorative pavement. Curbs, landscaping, bollards or other architectural or hardscaping improvements shall be used to prevent vehicles from driving onto pedestrian only walkways. Stopping, parking and loading shall be prohibited in the decorative pavement area, but accessed by vehicles through the decorative pavement area shall be permitted.
- h. Separate pedestrian walkways shall be provided to all parking structures.
- i. Truck loading spaces shall be provided close to all buildings.
- j. RREEF shall provide a U-turn, traffic circle or other connection at the Rosecrans Avenue entrance in the lower level parking lot with a minimum outside turning radius of 30 feet to internally connect both drive aisles.
- k. Northbound left-turn pockets shall be provided on Carlotta Way at 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 have a minimum 25 foot width for adequate vehicle circulation and turning movements. Roadways with separate bike lanes (not sharrow) shall provide a minimum 30 foot roadway width.

- m. Fashion Boulevard at Carlotta Way, shall be designed to line up east to west and not be off-set to the satisfaction of the City Traffic Engineer.
- n. The driveway access between the lower level parking and Carlotta Way, north of the 3500 Sepulveda Boulevard building, shall be revised to minimize the sharp angle.
- o. RREEF shall work cooperatively with the City Traffic Engineer to minimize conflicts and improve visibility and safety with the location of parking spaces with direct access onto internal private streets (Cedar, Fashion and Carlotta) and onto accessways leading into parking structures.
- p. With the extension of Cedar Way to Rosecrans Avenue, the existing Fry's driveway, access on Rosecrans Avenue, and parking lot shall be designed and reconfigured as needed to meet the requirements of the City Traffic Engineer.
- q. The North Parking Structure shall include a stairway and elevator on the west side of the parking deck to provide external access.
- r. The North Parking Structure shall be limited to G+1.

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

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

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

53. Financial Security for Off-site Improvements. RREEF shall submit to the City a cost estimate for completion of all of the required off-site improvements, including but not limited to the traffic and public improvements and the Veterans Parkway connection and improvements, with the submittal of the first set of plans to

plan check for Phase I. If the City accepts the final cost estimate, RREEF shall provide a bond or other financial security, equal to 1.25 times the estimated cost of the improvements, acceptable to the satisfaction of the Finance Director, Director of Public Works and the City Attorney, prior to the issuance of building permits for Phase I.

WASTEWATER /UTILITIES

54. **Cleaning Outside.** No outside cleaning of kitchen floor mats or shopping carts will be permitted on the site. All kitchen floor mats shall be cleaned in such a manner that the run-off wastewater drains only to a private sewer drain on the premises.

55. **Grease Inceptors and Trash Enclosure Plan.** RREEF shall upgrade any existing grease inceptors to current standards, as feasible, in areas of new construction. RREEF shall also upgrade any existing trash enclosures to provide covers, and adequate room for solid waste, recyclables and food waste recycling. Existing trash enclosures shall also be tied into sanitary sewers, if feasible. RREEF shall work with Waste Management, or the current waste provider, and Public Works to develop a Plan for the improvements to the existing facilities. RREEF shall then submit plans for the improvements to the Public Works, Fire and Community Development Departments, for review and approval, with the submittal of plans for Phase I and shall include a schedule for the completion of the improvements. RREEF shall construct the improvements, or cause the improvements to be constructed, per the Plan as approved by the City, in connection with each phase of construction.

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

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

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

PASSED, APPROVED AND ADOPTED this ___ day of _____, 2014.

- Ayes:
- Noes:
- Absent:
- Abstain:

Wayne Powell, Mayor
City of Manhattan Beach

Attest:

_____ (SEAL)
Liza Tamura, City Clerk

LEGISLATIVE DIGEST

(COMPARING MAY AND DECEMBER 2014 RESOLUTIONS)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SECTION 13-14. Based upon substantial evidence in the record of the above-mentioned proceedings and pursuant to Manhattan Beach Municipal Code ("MBMC") Section 10.84.060A, the City Council finds:

1. ***The proposed location of the use is in accord with the objectives of this title and the purposes of the district in which the site is located;***
 - a. The site is located within Area District II and, with the exception of the northwest corner described below, is zoned Community Commercial (CC). The purpose of the CC zoning district is to provide sites for planned commercial centers which contain a wide variety of commercial establishments, including businesses selling home furnishings, apparel, durable goods and specialty items generally having a city-wide market area. Support facilities such as entertainment and eating and drinking establishments are permitted, subject to certain limitations to avoid adverse effects on adjacent uses. The northwest corner of the site (3.6 Acres Fry's site) is zoned General Commercial (CG). The portion of the application relating to that corner is part of the proposed Phase III; ~~Phase III is not being approved at this time.~~ The purpose of the CG Zone is to provide opportunities for the full range of retail and service businesses deemed suitable for location in Manhattan Beach, including businesses not permitted in other commercial districts because they attract heavy vehicular traffic or have certain adverse impacts; and to provide opportunities for offices and certain limited industrial uses that have impacts comparable to those of permitted retail and service uses to occupy space not in demand for retailing or services.
 - b. As described below, the Project is consistent with the purpose of the CC ~~zone~~ and CG zones.
 - i. As conditioned to ensure the expansion of the anchor tenant spaces in Phase II and to promote the opportunity for an additional anchor tenant, the project will improve the viability of a wide variety of uses, such as retail, services, restaurants, grocery store, banks and offices will continue to be provided on the site.

- ii. This wide variety of uses will expand the existing type of services already provided on the site, while providing more diversity and options for the customer.
 - iii. As conditioned to ensure the expansion of the anchor tenant spaces in Phase II and to promote the opportunity for an additional anchor tenant, the Project will aid in attracting and maintaining a diverse mix of high-quality tenants to provide a broad range of shopping and dining options with enhanced amenities to serve the needs of the community and ensure the continued success of the shopping center.
 - iv. Bars, convenience stores, gyms, liquor stores and similar uses will not be allowed as the traffic and/or parking demands for those uses would exceed the on-site capacity, which could cause adverse impacts on adjacent uses and the surrounding street systems.
 - v. Restaurants (eating and drinking establishments) will be limited in square footage. Exceeding 89,000 square feet will increase the parking demand and will exceed the on-site capacity, which could cause adverse impacts on adjacent uses and the surrounding street systems. Thus, the maximum amount of square footage allowed for restaurant uses is 89,000 square feet.
 - vi. Medical and Dental offices will be limited in square footage. Exceeding 28,800 square feet (7,000 square feet above the existing square footage) would increase the parking demand and would exceed the on-site capacity, which could cause adverse impacts on the site, adjacent uses and the surrounding street systems. Thus, the maximum amount of square footage allowed for medical and dental offices is 28,800 square feet.
- c. As described below, the proposed location is consistent with the purposes of the Commercial Districts, as stated in MBMC Section 10.16.010.
- i. ***One of the purposes of the Commercial Districts is to provide appropriately located areas consistent with the General Plan for a full range of office, retail commercial, and service commercial uses needed by residents of, and visitors to, the City and region.*** Given the combination of uses expected to be included in the Project, including expanded commercial center anchor tenants, high-end retail, and restaurant uses, the Project will continue to provide a full range of office, retail, service and other commercial uses on the site, and will expand those commercial opportunities. The proposed Project provides commercial opportunities for residents and visitors to the City, while also enhancing connections to the existing infrastructure such as the extension of Cedar Way.
 - ii. ***One of the purposes of the Commercial Districts is to strengthen the City's economic base, but also protect small businesses that serve City residents.*** As conditioned to ensure the expansion of anchor tenant space and to promote the opportunity for an additional anchor tenant by consolidating the Macy's retail operation, the project will not be limited to the development of a

smaller scale outdoor shopping experience that might compete with small businesses in the downtown commercial area. With the conditions to promote development of Phase II of the project, the project will maintain and enhance its character as a planned commercial center that offers a different and complementary shopping experience to downtown and therefore the project, as conditioned, protects small businesses that serve City residents. Without the conditions to ensure Phase II is constructed, the City Council could not make this finding.

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

- vi. **One of the purposes of the Commercial Districts is to ensure the provision of adequate off-street parking and loading facilities.** The Project will provide parking at a ratio of 4.1 spaces per 1,000 square feet consistent with the parking demand study, based on the mix of uses on the site. Uses with high parking demand will be limited in square footage (restaurants and Medical/Dental offices) and some uses will be prohibited due to the high parking demand (gyms, trade schools, liquor stores, etc.). Loading facilities shall be located in close proximity to stores, and shall be adequate in size and number.

- d. The proposed Project and future tenant improvements to the remainder of the site will be consistent with each of the eleven development criteria outlined in the Sepulveda Boulevard Development Guide, as conditioned, specifically:
 - i. **Reciprocal Access**—Circulation within and off the shopping center site, including vehicular, bicycle, pedestrian and transit will be integrated and connected.

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

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

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

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

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

 - vii. **Residential Nuisances**—Residential nuisances will be minimized through Project design and conditions

related to lighting, landscaping, traffic, multi-modal transportation, design, and allowed land uses.

- viii. **Pedestrian Access**—Pedestrian access will be encouraged with strong on- and off-site linkages, a network that connects to transit, under the Sepulveda bridge, as well as a village pedestrian-oriented design.
- ix. **Landscaping**—Mature shade trees and other landscaping will soften and complement the buildings, provide shade for parking, and screen, buffer and soften uses.
- x. **Signs**—There shall be no harsh light, blinking, moving, or flashing signs, consistent with the scale of the development, comprehensive site-wide consistent plan, complementary to the site and building architecture, and removal of obsolete and outdated pole signs.
- xi. **Utility Undergrounding**—Utility undergrounding will be required for all new construction.

2. *The proposed location of the use and the proposed conditions under which it would be operated or maintained will be consistent with the General Plan; will not be detrimental to the public health, safety or welfare of persons residing or working on the proposed Project site or in or adjacent to the neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the city;*

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

Land Use

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

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

Design and operational project components regarding noise, lighting, signage, odors, parking, architectural articulation, and

circulation are consistent with the Sepulveda Development Guide and are either a part of the project description or the subject of conditions of approval to limit any potential impacts.

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

- Policy LU-1.2: Require the design of all new construction to utilize notches, balconies, rooflines, open space, setbacks, landscaping, or other architectural details to reduce the bulk of buildings and to add visual interest to the streetscape.
- Goal LU-2: Encourage the provision and retention of private landscaped open space.
- Goal LU-2.3: Protect existing mature trees throughout the City, and encourage their replacement with specimen trees whenever they are lost or removed.
- Goal LU-3: Achieve a strong, positive community aesthetic.
- Policy LU-3.1: Continue to encourage quality design in all new construction.
- Policy LU-3.2: Promote the use of adopted design guidelines for new construction in Downtown, along Sepulveda Boulevard, and other areas to which guidelines apply.
- Goal LU-4: Preserve the features of each community neighborhood, and develop solutions tailored to each neighborhood's unique characteristics.
- Goal LU-6: Maintain the viability of the commercial areas of Manhattan Beach.
- Policy LU-6.2: Encourage a diverse mix of businesses that support the local tax base, are beneficial to residents, and support the economic needs of the community.
- Policy LU-6.3: Recognize the need for a variety of commercial development types and designate areas appropriate for each. Encourage development proposals that meet the intent of these designations.
- Goal LU-8: Maintain Sepulveda Boulevard, Rosecrans Avenue, and the commercial areas of Manhattan Village as regional-serving commercial districts.
- Policy LU-8.2: Support the remodeling and upgrading needs of businesses as appropriate within these regional serving commercial districts.

Infrastructure

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

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

widening project.

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

The shopping center site currently exceeds the code minimum percentage of landscape and the proposed Project will also provide a higher percentage than required.

Best Management Practices (BMPs) will be used during construction to reduce soil loss, sedimentation and dust/particulate matter air pollution. The Construction Parking Plan will take into account parking for patrons, employees as well as construction vehicles and construction buffer areas. Parking counts will be monitored to ensure appropriate ratios are maintained throughout all phases of construction.

- Goal I-1: Provide a balanced transportation system that allows the safe and efficient movement of people, goods and services throughout the City.
- Policy I-1.9: Require property owners, at the time of new construction or substantial remodeling, dedicate land for roadway or other public improvements, as appropriate and warranted by the Project.
- Policy I-1.12: Monitor and minimize traffic issues associated with construction activities.
- Policy I-2.4: Require additional traffic lanes and/or other traffic improvements for ingress and egress for new development along arterials where necessary for traffic and safety reasons.
- Policy I-2.7: Monitor and minimize traffic issues associated with construction activities.
- Goal I-3: Ensure that adequate parking and loading facilities are available to support both residential and commercial needs.
- Policy I-3.4: Review development proposals to ensure potential adverse parking impacts are minimized or avoided.
- Policy I-3.5: Encourage joint-use and off-site parking where appropriate.
- Policy I-3.8: Monitor and minimize parking issues associated with construction activities.
- Goal I-4: Protect residential neighborhoods from the adverse impacts of traffic and parking of adjacent non-residential uses.
- Policy I-4.2: Carefully review commercial development proposals with regard to planned ingress/egress, and enforce restrictions as approved.
- Policy I-4.3: Encourage provision of on-site parking for employees.
- Policy I-4.4: Ensure that required parking and loading spaces are available and maintained for parking.
- Goal I-6: Create well-marked pedestrian and bicycle networks that facilitate these modes of circulation.
- Policy I-6.6: Incorporate bikeways and pedestrian ways as part of the City's circulation system where safe and appropriate to do so.
- Policy I-6.7: Encourage features that accommodate the use of bicycles in the design of new development, as appropriate.
- Policy I-7.2: Ensure that all new development or expansion of existing facilities bears the cost of providing adequate water service to meet the increased demand which it generates.
- Policy I-8.2: Ensure that all new development or expansion of existing facilities bears the cost of expanding the sewage disposal system to handle the increased load, which they are expected to handle.
- Goal I-9: Maintain a storm drainage system that adequately protects the health and safety and property of Manhattan Beach residents.
- Policy I-9.2: Evaluate the impact of all new development and expansion of existing facilities on storm runoff, and ensure that the cost of upgrading existing drainage facilities to handle the additional runoff is paid for by the development which generates it.

- Policy I-9.3: Support the use of storm water runoff control measures that are effective and economically feasible.
- Policy I-9.4: Encourage the use of site and landscape designs that minimize surface runoff by minimizing the use of concrete and maximizing the use of permeable surface materials.
- Policy I-9.5: Support appropriate storm water pollution mitigation measures.

Community Resources

RREEF has committed to build the project to a U.S. Green Building Council Leadership in Energy and Environmental Design (LEED) Silver standard, or equivalent, as required by the Municipal Code. Protection and enhancement of existing landscape and mature trees is a part of the project description. Extensive outreach has resulted in the proposed enhancement and promotion of alternative transportation to and from the shopping center site.

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

- Policy CR-4: Preserve the existing landscape resources in the City, and encourage the provision of additional landscaping.
- Policy CR-4.1: Protect existing mature trees throughout the City and encourage their replacement with specimen trees whenever they are lost or removed.
- Policy CR-4.3: Recognize that landscaping, and particularly trees, provide valuable protection against air pollution, noise, soil erosion, excessive heat, and water runoff, and that they promote a healthy environment.
- Policy CR-4.5: Discourage the reduction of landscaped open space and especially the removal of trees from public and private land.
- Policy CR-5.1: Employ principles of a sustainable environment in the development, operation, and maintenance of the community, emphasizing the importance of respecting and conserving the natural resources.
- Policy CR-5.3: Encourage water conservation, including landscaping with drought-tolerant plants, use of reclaimed water, and recycling of cooling system water, in all development.
- Policy CR-5.7: Encourage the use of energy-saving designs and devices in all new construction and reconstruction.
- Policy CR-5.8: Encourage utilization of “green” approaches to building design and construction, including use of environmentally friendly interior improvements.
- Policy CR-5.10: Encourage and support the use of alternative fuel vehicles, including support of charging or “fueling” facilities.
- Policy CR-5.11: Support sustainable building practices.
- Policy CR-6.1: Encourage alternative modes of transportation, such as walking, biking, and public transportation, to reduce emissions associated with automobile use.
- Policy CR-6.2: Encourage the expansion and retention of local serving retail businesses (e.g., restaurants, family medical offices, drug stores) to reduce the number and length of automobile trips to comparable services located in other jurisdictions.

Community Safety

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

tailored to the new improvements.

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

- Policy CS-1.3: Ensure that public and private water distribution and supply facilities have adequate capacity and reliability to supply both everyday and emergency fire-fighting needs.
- Policy CS-3: Maintain a high level of City emergency response services.
- Policy CS-3.7: Support the use of the best available equipment and facilities to ensure safety that meets the changing needs of the community.
- Policy CS-3.10: Strive to reduce emergency response time.
- Policy CS-4: Maintain a high level of police protection services.
- Policy CS-4.6: Support proactive measures to enhance public safety, such as use of increased foot or bicycle police patrols.
- Policy CS-4.7: Strive to reduce police response time.

Noise Element

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

Policy N-2.5: Require that the potential for noise be considered when approving new development to reduce the possibility of adverse effects related to noise generated by new development, as well as impacts from surrounding noise generators on the new development.

Policy N-3.6: Monitor and minimize noise impacts associated with construction activities on residential neighborhoods.

- b. The proposed location of the improvements and the proposed conditions under which it will be operated and maintained will not be detrimental to the public health, safety or welfare of persons residing or working on the proposed Project site or in or adjacent to the neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the City because:
 - i. The Project, as conditioned, including the construction and the on-going physical and operational upgrades associated with tenant improvements and redevelopment across the entire shopping center site, has been designed to minimize impacts to neighboring uses. The conditions of approval for the Project will ensure that the Project is not detrimental to persons or property.
 - ii. The features incorporated into the Project will ensure that there are no detrimental impacts. Such features include appropriate scale, layout, massing, articulation, height, architectural design and details of the buildings, parking

structures, lighting design, signage design, LEED sustainability features, as well as pedestrian, bike, and transit linkages all of which are intended to ensure compatibility with surrounding uses.

- iii. Green-building components addressing water conservation, increased energy efficiency, and pollution reduction are included in the Project description. LEED silver construction will be required.
- iv. The Project conditions will ensure that there are no detrimental impacts as a result of the following: lighting modifications, removal of obsolete pole signs, reduction of visual impact of parking structures, Project phasing, architectural detail review, land use compatibility, alcohol service and square footage limits, fire emergency response upgrades, improved security features, improved on- and off-site pedestrian, bike and transit linkages, parking management programs, traffic, parking and circulation improvements, trash enclosures improvements, and utility upgrades.
- v. The Project conditions will also ensure that there are no detrimental impacts through off-site improvements to the surrounding roadway network as the Project is surrounded on all three sides by arterial streets, including Sepulveda Boulevard and Rosecrans Avenue, the largest arterials in the City. Providing roadway dedication, improvements, and fair-share contributions will improve the regional roadway networks surrounding and servicing the Project site. The improvements will enhance safety, better accommodate emergency vehicles, improve flow of traffic, and improve the regional transportation network on surrounding arterials.
- vi. The conditions will be consistent with General Plan Infrastructure Goals and Policies that require the following:
 - Provision of a balanced transportation system that allows the safe and efficient movement of people, goods, and services throughout the City;
 - Dedication of land for roadway or other public improvements by property owners at the time of new construction or substantial remodeling, as appropriate and warranted by the Project;
 - Upgrade of all major intersections and arterial streets to keep traffic moving efficiently;
 - Addition of traffic lanes and/or other traffic improvements for ingress to and egress from new developments along arterials, where necessary, for traffic and safety reasons;
 - Coordinate with the neighboring cities and regional and sub-regional agencies to widen and upgrade all major intersections and associated street segments within the City and adjacent jurisdictions to optimize traffic flows.

3. *The proposed use will comply with the provisions of Manhattan Beach Municipal Code Title 10, including any specific condition required for the proposed use in the district in which it would be located.*

- a. Existing and proposed improvements within the site are, or will be, developed in accordance with the purpose and standards of the CC and CG Zoning ~~District~~Districts. A variety of retail, restaurant, office, and specialty uses exist and are proposed to continue. Parking and landscaping will be provided at a rate above that required by the Municipal Code.
- b. A variety of commercial uses will be allowed, but limitations and prohibitions will be placed on certain uses to ensure that the Project complies with the intent and purpose of the Code.
- c. The Project and future improvements to the shopping center site will be consistent with each of the eleven Sepulveda Boulevard Development Guide development criteria, as previously outlined in this Resolution.
- d. Conditions of approval, including specifically conditions to ensure the construction of Phase II, which will include the expansion of anchor tenants, will ensure consistency with Municipal Code Section 10.16.010 that provides that the CC ~~zone~~and CG zones shall be for planned commercial centers and that entertainment and eating and drinking facilities shall be for support, not primary uses.

4. *The proposed use will not adversely impact nor be adversely impacted by nearby properties. Potential impacts are related but not necessarily limited to: traffic, parking, noise, vibration, odors, resident security and personal safety, and aesthetics, or create demands exceeding the capacity of public services and facilities which cannot be mitigated.*

- a. The Project will not result in adverse impacts to nearby properties because the Project, as conditioned herein, will be sensitive to nearby properties with respect to aesthetic design, site planning, building layout, and parking structures.
- b. The conditions of approval related to traffic, parking, noise, security, landscaping, lighting, signage, utilities, and other provisions will ensure that the Project will not adversely impact nearby properties.
- c. The Project will not be adversely impacted by nearby properties, as the surrounding land uses are commercial and residential and will not impact the site. The industrial land use – i.e., the Chevron Refinery in the City of El Segundo to the northwest of the site – is separated by two major arterial streets (Sepulveda Boulevard and Rosecrans Avenue) as well as a large landscaped berm. These features address any potential adverse impacts.
- d. Proposed lighting will produce minimal off-site illumination onto nearby residential properties while still accomplishing the goals of enhancing security, pedestrian and vehicular path of travel, and parking space illumination. Residentially-zoned properties are located more than 250 feet to the south and east of the nearest proposed parking deck light source. Residences to the west of Sepulveda Boulevard are approximately 200 feet from existing or proposed lighting in the Project area. Lighting also will be screened by mature vegetation, oblique orientation of buildings, light standards, LED fixtures with shielding and direct (not dispersed) lighting patterns, as well as screening by existing buildings. Buffering also is achieved by the difference in ground elevation relative to the nearest residential properties. Project

lighting is consistent with the Code standards which regulate lighting. Thus, the Project will not adversely impact, nor be adversely impacted by, nearby properties.

SECTION 14. RREEF has applied for a variance to permit certain structures in the Project to exceed the maximum height of 30 feet by a range of 2 to 26 feet (for required equipment). The Village shops buildings are proposed to be up to 32 feet in height and the Macy's Expansion building is proposed to be 42 feet in height to match and to maintain consistency with the height of the existing buildings that were entitled by a previous height variance. ~~The parking decks are~~ The South Parking Structure is proposed to be 26 feet high, with architectural features up to 32 feet, but ~~they~~ it will not exceed the height of the surrounding buildings. The maximum height for the Northeast Parking Structure to be constructed as part of Phase III is 35 feet in height. The North Parking Structure, as modified by the Council's May 20, 2014 motion, will not exceed G+1 in height. Mechanical, elevator overruns, architectural features, parapets, and light fixtures on top of the parking structures are proposed to exceed the height limits, including the Building Safety required elevator overruns at up to 56 feet in height and the lights on top of the parking structures at 15 feet over the height of the top level of the parking decks. Based upon substantial evidence in the record and pursuant to MBMC Section 10.84.060B, the City Council finds:

1. ***Because of special circumstances or conditions applicable to the subject property—including topography, soil conditions, size, shape, location or surroundings--the strict application of height standards in the zoning ordinance deprives such property of privileges enjoyed by other property in the vicinity and under the same zoning and would result in undue hardships upon the owner of the property.***
 - a. The site has numerous special circumstances or conditions that would deprive the site of privileges enjoyed by other properties in the vicinity. The site is the largest commercial site in the City and suffers from severe topographic variation. The site is bisected by a deep culvert which presents design challenges in creating a unified development. The properties immediately to the east contain skyscrapers with heights that eclipse the height of the proposed Project. The existing buildings on the properties owned by 3500 Sepulveda and Macy's enjoy a height equal to or higher than the heights requested by RREEF.
 - b. The exceptional topographic variation deprives RREEF of the opportunity to integrate the new buildings into the site because the measurement of height is not made from grade adjacent to the building, but instead from a plane defined by the average elevation of the four corners of the site. Thus, due to the large size of the site and unlike any other property in the city, the allowable height of buildings is influenced by the elevation of grade that may be significantly lower and significantly different than the grade adjacent to the building. The existing buildings in the shopping center already exceed the height limit. Additionally, the Macy's expansion adds onto a building that exceeds the height limit and needs to match the height and floor plates of the existing two-story building.
 - c. The hydrocarbon soil contamination on the site limits the ability to construct subterranean space. Thus, the soil conditions deprive the property owner of the opportunity to develop below grade. Additional height compensates for the soil conditions by allowing the property owner to develop above grade in order to receive the same privileges as property owners without similar soil conditions.

- d. In light of the topographic fluctuations, and the soil contamination, there are special circumstances and conditions on this property that would result in exceptional difficulties and hardships if the City were to apply the height restriction strictly.

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

- a. The granting of the variance to allow additional building height will not obstruct views from surrounding properties and is generally consistent with the height and massing of the existing shopping center structures.
- b. The site is situated in an area of the City that is fully developed and relatively devoid of natural resources. Project improvements will be conditioned to: meet LEED silver standards; include shade trees and electric vehicle charging facilities to increase energy efficiency; and protect natural resources by including storm water management measures. Most importantly, the height variance will not affect natural resources.
- c. The proposed height variance would not be detrimental or injurious to properties or improvements in the vicinity because the shade/shadow and visual impacts of the Project have been analyzed and will not have aesthetic impacts. The landscaping, screening, and architectural features have been designed to minimize visual impacts. Additionally, the rolling topography of Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue alleviates adverse impacts generally seen with increased building heights.
- d. The buildings over the height limit have relatively large setbacks from adjacent land uses, are adjacent to major arterial roadways, and will not create adverse light, shadow or massing impacts.
- e. The proposed structures that ~~that~~ exceed the Code's height standards are setback more than 180 feet from Sepulveda Boulevard. The row of existing buildings between Sepulveda Boulevard and the proposed structures exceed the height limit. The proposed addition for the purpose of consolidating Macy's is more than 500 feet from Sepulveda Boulevard. All proposed buildings are more than 900 feet from Marine Avenue. The proposed ~~Macy's parking structure at the northeast corner is approximately~~ Northeast Parking Structure will be the same height as the existing Medical building at 1220 Rosecrans, immediately adjacent to the east, is setback approximately 20 to 30 feet from Rosecrans Avenue, and the frontage on Rosecrans Avenue is limited and consistent with the surrounding buildings' mass, scale and height.
- f. The proposed heights of the proposed buildings are similar to existing heights the Macy's and main mall buildings. The only features that exceed existing heights are a few 56-foot elevator overruns which have relatively small mass in comparison to the rest of each structure.
- g. The high quality of design will attract new tenants and maintain a diverse and quality mix of tenants. It is not reasonably feasible to accomplish the Project without increasing the height envelopes of

new development. Without these increases in the height envelopes, it is difficult to re-orient key parking, maintain or enhance vehicular, pedestrian and bicycle circulation, provide significant new landscaping, plaza areas, open space and upgrade the overall site. The additional height needed for the expansion Project is integral to the continuing improvement of the shopping center. Therefore, allowing the additional height will not result in substantial detriment to the public good, public health, safety or general welfare.

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

- a. The additional height needed for the Project is integral to the continuing improvement of the mall in order to fulfill the purposes of the CC ~~zone~~ and CG zones. The height is necessary to accommodate attractive architecture, fluid circulation, and diverse commercial land uses, with adequate parking. As conditioned to require the construction of Phase II, the proposed Project enhances the ability and willingness for anchor tenants to remain on the site and expand the existing uses, which is consistent with the purpose of providing quality commercial uses in the area. Thus, granting the height variance is consistent with the purposes of the City's zoning code. As conditioned, granting the height variance will not constitute a grant of special privileges because the property is zoned to accommodate a planned commercial center that is regional in nature.

SECTION 15. RREEF applied for a Sign Exception/Sign Program for all phases of the project, ~~including Phase III,~~ to amend the 2002 Mall Master Sign Program as well as the separate 1991 Fry's sign approval, to reflect and correspond to expansion of the Shopping Center's street frontage through the addition of the Fry's parcel, the addition of new buildings and parking structures, and installation/updating of existing monument, pole, and wall signs, temporary, directional, and project banner signs, and a City "Gateway" Element sign at Sepulveda and Rosecrans. ~~As noted below, this Resolution does not approve any portion of Phase III, including the signs proposed for Phase III, except as specifically mentioned in the conditions of approval hereinafter.~~ Specifically, RREEF requested:

a) Maximum square footage increase- An increase in the maximum square footage of allowed signage. Currently there is 7,600 SF of signage on the site, the Code allows 5,100 square feet of signage (based on the total frontage of 5,100 lineal feet) and RREEF requested an additional 1,900 square feet above the existing for a total of 9,500 square feet of signage;

b) Multiple pole signs- Eight total pole signs proposed while there are seven existing (four to remain and three to be replaced) plus one new pole sign on the 3500 Sepulveda (Hacienda Building) site, for all three Phases. The three new signs would replace the Fry's signs and generally be consistent with the existing 2002 approved site signs, multi-tenant plus project identification. Two proposed with 60 square feet of signage per side, 240 square feet each (per Code calculations) up to 15'-6" tall, and one at the corner of Sepulveda and Rosecrans up to 30 feet tall with 96 square feet of signage per side, 384 square feet each (per Code calculations). The Code allows only one pole sign, 150 square foot maximum, up to 30 feet tall in lieu of monument/wall/awning signs;

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

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

e) Tenant wall signs on parking structures- Allow signs facing Sepulveda, Rosecrans and Marine, to a maximum of 60 square feet each, while the Code does not permit signs on parking structures as they are not located on a business;

f) Monument signs-Allow 13 existing and 5 new monument signs up to 6 feet tall each. No exception needed for the number and height, just the overall site sign square footage;

g) Project identification signs- Allow additional project identification signs on the buildings, while the current approval only allows two at the enclosed Mall entrances and the Code allows none;

h) Directional wall signs on parking structures- Allow wall signs on the parking structures, one at each vehicular entry, without project identification, while the Code does not permit signs on parking structures as they are not located on a business;

i) Directional signs- Allow directional signs up to 6 feet high and 12 square feet while the Code allows 4 feet high and 6 square feet;

j) Project banners on light poles- Allow the continuation of and the addition of project banners at the light poles as allowed under the current approval but not allowed under the Code;

k) Temporary signs- Allow A-frame, portable, sidewalk or other temporary signs on the interior of the project not visible from the public right-of-way up to 365 days a year, while the Code limits the number and size and allows 90 days maximum per year;

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

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

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

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

a. The site is surrounded directly by commercial and industrial uses on the north, northeast, west and south, and by residential uses to the east, with residential beyond on the west, south and east sides. Most adjacent residential, commercial, and industrial uses are separated from the subject site by distance, streets, topography, landscaping and/or physical development and would not be impacted by the proposed sign exception, as conditioned. The approved sign exception would be consistent with the Community Commercial and General Commercial zoning districts, since it will provide uniform site signage that is attractive and

require the removal of outdated, obsolete signage. Clear consistent signage will direct visitors to the site, instead of having vehicles cut through streets that do not directly access the site. Much of the signage is on the interior of the site and is not even visible from the surrounding public rights-of-way or from surrounding properties.

- b. The scale, size, and function of the Shopping Center is such that the 2002 Master Sign Program needs to be updated and enhanced to promote and advertise key retail tenants without negatively impacting the experiences of pedestrians, drivers and passengers, or residential land uses.
- c. Tenants benefit from signage that attracts visitors but doesn't detract from well-designed exterior building facades. Signage will relate to building wall materials and colors, without creating aesthetic or light/glare impacts.
- d. The approved signs will enhance the shopping center by providing a consistent visual identity and will appear less bulky than the existing signs because they will generally be at a lower height and state-of-the-art.
- e. The rolling topography of Sepulveda Boulevard, Rosecrans Avenue, and Marine Avenue streets also minimizes adverse impacts of increased signage.

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

- a. A comprehensive Master Sign Program across the entire shopping center site alleviates confusion to visitors, the need to consult personal digital devices for directions, and provides tenants with assurance that visitors can self-direct towards desired destinations.
- b. The three individual property owners (RREEF, Macy's and Hacienda) have previously agreed to and are developing each of their respective properties to operate as an integrated commercial property. They can now realize a planned development with signage that will be harmonious and consistent throughout the shopping center site.
- c. The enhanced signage increases the potential for visitors to readily grasp the diverse shopping and restaurant opportunities at the shopping center.
- d. The sign exceptions will promote and advertise certain retail tenants without impacting the experiences of pedestrians, drivers and passengers, or adjacent residential land uses.
- e. The approved signage will direct people to the parking structures while being compatible with the architecture and site design.
- f. The Project will be enhanced by one Master Sign Program with consistent signage. The approved square-foot cap will not result in a change to the perceived number or density of signs across the entire site since the amount of signage will be in proportion to the square footage of new buildings constructed, and many of the new signs will be on the interior of the Project and not visible from the public rights-of-way, or surrounding properties.

- g. The exception is warranted since the shopping center is the largest retail property of its kind in the City, has four major frontage roads, and has multiple internal streets, driveways, and walkways. The signs are necessary to attract and guide visitors from Sepulveda Boulevard, Rosecrans Avenue, Marine Avenue, and Village Drive.

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

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

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

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

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

GENERAL/PROCEDURAL

1. *Compliance.* Use and development of the site shall be in substantial compliance with the MVSC Enhancement Project Entitlement Request: MUP/MSP/Sign Exception Amendment/Height Variance dated July 24, ~~2013~~[2013, as amended April 29, 2014, and November 2014](#), as amended by the refinements and modifications approved herein (~~"Approved Plans"~~) subject to any conditions set forth within this Resolution. The Director of Community Development ("Director"

hereinafter) shall determine whether any deviation from the Approved Plans requires an amendment to the Master Use Permit or any other discretionary entitlements. RREEF shall fund the cost of the City and its consultants ensuring that the conditions of approval are complied with, as well as monitoring of the Mitigation Measures as required by CEQA in the Mitigation Monitoring and Reporting Program. The Applicant shall submit a final plan incorporating all of the refinements, modifications, and conditions approved in this resolution within 30 days of the date of this resolution ("Approved Plans").

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

3. *Terms and Conditions are Perpetual; Recordation of Covenant.* The provisions, terms and conditions set forth herein are perpetual, and are binding on RREEF, Macy's, their respective successors-in-interest, and, where applicable, all tenants and lessees of RREEF or Macy's. Further, RREEF shall record a covenant indicating its consent to the conditions of approval of this Resolution with the Office of the County Clerk/Recorder of Los Angeles. The covenant is subject to review and approval by the City Attorney. RREEF shall deliver the executed covenant, and all required recording fees, to the Department of Community Development within 30 days of the adoption of this Resolution. If RREEF fails to deliver the executed covenant within 30 days, this Resolution shall be null and void and of no further effect. Notwithstanding the foregoing, the Director may, upon a request by RREEF, grant an extension to the 30-day time limit.

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

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

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

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

8. *Tenant Space Chart.* Upon submittal of any request for business license, or application for building permit, which involves the alteration or enlargement of any tenant space, or the introduction of any new business within an existing tenant space, RREEF shall provide to the Community Development Department an up to date site-wide tenant space chart which includes all of the tenants and properties within the Shopping Center including vacant space. The space chart shall include detailed area breakdowns and shall be used to account for decommissioned vacant leasable space which is available for occupancy pursuant to gross leasable area (GLA) square feet maximums addressed in Condition 18 and under the terms of this Master Use Permit. The required space chart shall be consistent in format and information provided with ~~Exhibit A (that certain "Manhattan Village Shopping Center Leasable Area Tabulation- April 29, 2014) attached hereto.~~ - November 23, 2014." The space chart shall also include any outdoor dining areas. The information shall include tenant street addresses and suites, existing and proposed tenant, and evidence that the proposed alteration/tenant will provide adequate parking and loading as required by applicable parking standard.

9. *Indemnity, Duty to Defend and Obligation to Pay Judgments and Defense Costs, Including Attorneys Fees, Incurred by the City.* RREEF shall defend, indemnify,

and hold harmless the City, its elected officials, officers, employees, volunteers, agents, and those City agents serving as independent contractors in the role of City officials (collectively "Indemnitees") from and against any claims, damages, actions, causes of actions, lawsuits, suits, proceedings, losses, judgments, costs, and expenses (including, without limitation, attorneys' fees or court costs) in any manner arising out of or incident to this approval, related entitlements, or the City's environmental review thereof. RREEF shall pay and satisfy any judgment, award or decree that may be rendered against City or the other Indemnitees in any such suit, action, or other legal proceeding. The City shall promptly notify RREEF of any claim, action, or proceeding and the City shall reasonably cooperate in the defense. If the City fails to promptly notify RREEF of any claim, action, or proceeding, or it if the City fails to reasonably cooperate in the defense, RREEF shall not thereafter be responsible to defend, indemnify, or hold harmless the City or the Indemnitees. The City shall have the right to select counsel of its choice. RREEF shall reimburse the City, and the other Indemnitees, for any and all legal expenses and costs incurred by each of them in connection therewith or in enforcing the indemnity herein provided. Nothing in this Section shall be construed to require RREEF to indemnify Indemnitees for any Claim arising from the sole negligence or willful misconduct of the Indemnitees. In the event such a legal action is filed challenging the City's determinations herein or the issuance of the approval, the City shall estimate its expenses for the litigation. RREEF shall deposit said amount with the City or enter into an agreement with the City to pay such expenses as they become due.

AESTHETICS

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

a. RREEF shall provide and maintain consistent drought tolerant landscape, shade trees, hardscape, and lighting improvements throughout the Development Area, as well as certain areas of the entire Shopping Center property as required in these conditions. The improvements shall be consistent with the Approved Plans, renderings, presentations, application material, and project descriptions.

b. RREEF shall provide and maintain mature trees and other landscaping adjacent to the parking structures, particularly in the areas without buildings adjacent to the perimeter of the structures, to screen and soften the parking structures, as shown on the Approved Plans. The trees adjacent to the North Parking structure, as shown on the renderings, shall be a minimum of 5 feet above the top of the parking structure when initially planted. ~~Landscaping and irrigation also shall be provided on the upper levels of the structures in the form of permanent planting receptacles suitable for the planting of vines or similar plants on the ~~G+2~~ parapet walls on the north and west sides of the North Deck Parking Structure and on the south side of the South Deck Parking Structure.~~ Landscaping shall be planted and maintained throughout the surface parking lots. A minimum of 1 tree per 10 parking spaces in a parking structure and 1 tree per 6 surface parking spaces within the Shopping Center property, minimum 24-inch box size, shall be provided at grade. Permanent irrigation shall be provided for all landscaping.

c. RREEF shall provide and maintain consistent drought tolerant landscape, shade trees, hardscape, and lighting improvements throughout the Shopping Center property as improvements are made in those portions of the Shopping Center property outside of the Development Area, as detailed in the Landscape/Hardscape/Lighting Sitewide Plan.

d. All new light fixtures on the top levels of parking structures shall be no taller than 15 feet, shall utilize LED fixtures, and include shields to reduce glare.

All other new exterior lighting, except signage lighting, shall include shields as necessary to reduce glare so that there are no adverse impacts on surrounding properties.

e. As determined in the Police Security Plan, approximately one hour after all businesses on the Shopping Center have closed, the light fixtures on and in the parking lots and structures shall automatically be dimmed or lowered in intensity.

f. RREEF shall evaluate the feasibility of modifying or replacing existing lighting fixtures on the Shopping Center property to reduce off-site illumination and be more energy efficient.

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

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

a. Signs shall be compatible with their related buildings and not be crowded within their locations or backgrounds. Harsh plastic or illuminated backgrounds shall be avoided, and low profile monument signs are encouraged.

b. Roof signs are prohibited.

c. All signage on parking structures shall be accessory and compatible to the structure through the design, color, location, size and lighting and not detract from the parking structure's architectural character. Any tenant signage on a parking structure shall have a locational relationship and proximity between the parking structure and the tenant. Signage near the top of parking structures is discouraged, but can be approved by the Director of Community Development through the Master Sign Program if it is compatible with the architectural design of the subject structure on which the signage is proposed, as well as consistent with the intent and criteria of the Sign Code, Master Sign Program and Approved Plans.

d. ~~In the event RREEF seeks approval of Phase III or any improvement within that area~~ Plans for interim City Gateway identification signage, and landscaping, at the corner of Rosecrans Avenue and Sepulveda Boulevard, welcoming people to the City of Manhattan Beach, shall be submitted with the submittal of building plans for Phase 1. The Gateway signage shall not count as part of RREEF's square feet of signage approved authorized herein. RREEF shall submit plans for the improvements to the Community Development Department, for review and approval and construct the improvements per plans approved by the City in connection with the construction of Phase I. In connection with the Site Plan Review for Phase III, the application shall include plans for ~~the permanent~~ City Gateway identification signage at the corner of Rosecrans Avenue and Sepulveda Boulevard. ~~In the event the City approves Phase III,~~ RREEF shall install the City Gateway signage ~~prior to~~ before the first building ~~final permit~~ is issued. ~~The Gateway signage shall not count as part of RREEF's square feet of signage approved authorized herein. If Fry's vacates the Northwest Corner and the Sepulveda Bridge Widening project has been completed prior to the approval of any portion of Phase III, RREEF~~

~~shall install a temporary monument sign at the corner of Rosecrans Avenue and Sepulveda Boulevard welcoming people to the City of Manhattan Beach.~~

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

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

g. At the sole cost of RREEF, Fry's pole sign adjacent to the Sepulveda Boulevard bridge shall be removed, or relocated if Fry's is still occupying the Northwest Corner, by RREEF upon 90 days' notice from the City when the City determines that removal or relocation is necessary as part of the Sepulveda Bridge Widening. The relocation location shall be within the Shopping Center property along the Northwest Corner fronting Sepulveda Boulevard. This Sepulveda Boulevard Fry's pole sign, as well as the two existing Fry's pole signs along Rosecrans Avenue, shall be removed when Fry's vacates the Northwest Corner. The Master Sign Program provides for future new pole signs in the Northwest Corner, in connection with the future development of Phase III.

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

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

LAND USE

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

a. **Size Reduction and Redesign.** RREEF shall construct the Village Shops building and the North and South parking structures in substantial compliance with the Approved Plans, which requires a 10,000 SF reduction in the Village Shops buildings and a redesign of the North parking structure, as shown on the Approved Plans ~~dated April 29, 2014.~~ The EIR analyzed 60,000 square feet of net new GLA as the maximum buildable area in the Village Shops Component. To achieve the 10,000 square foot reduction in the Village Shops, the maximum net new GLA is set at 50,000 net new square feet. RREEF shall construct a minimum 8-foot wide combined pedestrian/bike path and a minimum 5-foot wide landscaped buffer adjoining the north wall of the North ~~Deck~~ Parking Structure to create a pedestrian/bike linkage between Cedar Way and Carlotta Way as depicted on the Approved Plans. ~~The north and west G+2 parapet wall of the North Deck and the south G+2 parapet wall of the South Deck shall be constructed to accommodate the planting of vines or other similar plants to provide a green visual screen of the respective parking deck upper walls. The west approximately half~~

~~of the North Deck~~North Parking Structure shall not exceed a height of G+1 ~~and the east approximately half of the North Deck shall not exceed a height of G+2~~ as depicted on the Approved Plans. Approximately the north 60 percent portion of the South ~~Deck~~Parking Structure shall not exceed a height of G+2 and the approximately 40 percent south portion of the South ~~Deck~~Parking Structure shall not exceed a height of G+1 as depicted on the Approved Plans.

~~The Project shall conform to the Approved Plans dated April 29, 2014 which reduce the mass and visual impact of the appearance of the three level parking structure on its west side, in proximity to the 3500 Sepulveda Boulevard building, provide mature tall landscaping, architectural features, and steps the levels of the North parking structure to minimize the visual impact and provide compatibility with other structures on the site.~~

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

14. In connection with **Phase II (Northeast corner)**, RREEF and, where applicable, Macy's must comply with the following conditions:
- a. RREEF shall submit all submittals required in connection with Phase II in accordance with the requirements set forth in the applicable condition.
 - b. **Macy's Consolidation with Phase I.** Prior to the issuance of the first building permit for Phase I, RREEF shall provide written evidence of a commitment binding on RREEF and Macy's to: relocate the Macy's Men's operation at the south end of the Main Mall to an expanded Macy's Fashion Store on the north end as depicted in the Approved Plans; and the release of the vacated space formerly occupying the Men's Store to RREEF for redevelopment.
 - c. Macy's shall expand its Macy's Fashion store by as much as 60,000 square feet, and, RREEF shall lease the space currently occupied by Macy's Men's at the south end of the Main Mall.
 - d. Prior to the issuance of Certificates of Occupancy for Buildings B, C, D and E, RREEF shall submit or cause to be submitted, and the City shall accept, a complete building plan check submittal to plan check for the Macy's Fashion Store expansion. RREEF shall also submit a document, acceptable to the City Attorney, waiving any claims against the City if the Certificates of Occupancy are not issued due to the failure to timely submit building plan check submittals for the Macy's Fashion Store expansion.
 - e. Existing utilities that are impacted by the construction shall be rerouted to be within the private streets on site or other locations approved by the Public Works Department and any other responsible agencies.
 - f. RREEF shall submit to the City ~~a Master Use Permit Amendment and any related~~all necessary applications for the design of Phase III-Northwest corner, including a construction schedule, within 3 months of Fry's vacating their current Northwest corner location, and the City shall take action on the applications in a timely manner.
 - g. Prior to issuance of building permits for Phase II, plans shall be submitted to plan check for the vehicular access ramp between the Medical Building at 1200 Rosecrans Avenue and new Northeast parking structure to be redesigned to accommodate two-way traffic to connect the lower level parking lot to the main Shopping Center level surface parking. The new ramp shall be completed prior to the issuance of a Certificate of Occupancy for the Macy's Fashion Store expansion.
 - h. Cedar Way connection to Rosecrans with Phase II. Prior to issuance of building permits for Phase II, plans for the extension of Cedar Way to be connected through to Rosecrans Avenue shall be submitted to the City for plan check. The extension shall be completed prior to the issuance of a building permit final for the Macy's Fashion Store Expansion.
 - i. Existing unscreened rooftop equipment that is visible from ground view (i.e., Islands restaurant) shall be screened prior to issuance of a building permit final for the Macy's Men's Store redevelopment.
 - j. RREEF shall submit planning staff Preliminary Plan Check Review as defined in Condition No. 17 prior to the issuance of building permits.
15. **Phase III (Northwest corner).** Phase III is ~~not a part of this approval and cannot be implemented until a Master Use Permit Amendment and other related applications for that phase are approved by the City.~~subject to future Site Plan Review, and Planning Commission approval, which shall include, but not be limited to, review of the following: 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. 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 analyzed in the Final EIR and as shown in the Approved Plans, for Phases I and II, are approved in concept, subject to the project conditions. Planning Staff review is required for the site improvement details through the Preliminary Plan Check Review process.

17. **Architectural Elements Required Through Preliminary Plan Check Review.** Except as provided in Condition 15, RREEF shall submit to the City Planning staff for Preliminary Plan Check Review all architectural plans, to show that the Project is consistent with the architecture, quality and concept plans as shown in the Approved Plans. The architectural plans shall include, but not be limited to, plans, material boards, color samples, renderings, and other visual displays to provide the following:

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

18. **Land Uses and Square Footages.** The existing Shopping Center contains approximately 572,837 square feet gross leasable area (GLA). The Project may add a maximum of 79,872 net new square feet GLA (89,589 square feet with the Equivalency Program) within Phases I and II in the Development Area. The Project may add a maximum of 33,800 net new square feet GLA within Phase III in the Development Area. The Shopping Center property may not exceed ~~652,709~~686,509 square feet GLA (~~662,426~~696,226 square feet with the Equivalency Program).

For any proposed square footage that exceeds ~~652,709~~686,509 square feet, up to the ~~662,426~~696,226 square foot cap, RREEF shall submit traffic and parking data for review by the Community Development Department and the City Traffic Engineer to determine if the proposal is consistent with the trip generation and parking thresholds established in the Certified Final EIR and the Equivalency Program. The study shall include an update of the sitewide list of tenants in Exhibit "A", uses and GLA, and RREEF shall pay the cost of the City Traffic Engineer's review.

The following land uses are allowed in the Shopping Center, provided that no land use type exceeds the applicable maximum square footage for each type:

- a. Retail Sales (including drug stores)
- b. Personal Services (e.g., Beauty salons, Dry-Cleaners, Shoe repair)
- c. Food and Beverage Sales (including Grocery Stores, but excluding high traffic generating or high parking demand land uses such as liquor or convenience stores as determined by the Director)

- d. Offices, Business and Professional - 69,300 square feet maximum for Business and Professional offices. Additionally, 28,800 square feet maximum for Medical and Dental offices (existing square footage rounded, plus an additional 7,000 square feet allowed). The 3500 Sepulveda Boulevard building may be occupied with 100% Business and Professional and/or Medical and Dental offices, as long as the total combined office square footage on the entire Mall site does not exceed 98,100 square feet, and the parking requirements are met.
- e. Banks and Savings and Loans - 36,200 square feet maximum (existing square footage, no additional square footage allowed). If any of the existing bank operators in stand-alone buildings adjacent to Sepulveda Boulevard terminate their bank operation for a period longer than 6 months (except for suspended operation in the event of fire, casualty or major renovation), they may not be replaced with another bank or savings and loan use. This clause is not intended to govern business name changes or mergers or acquisitions among bank operators, commercial banks or savings and loans. No new bank or savings and loan uses are permitted in existing or new stand-alone buildings. New banks or savings and loan uses are limited to a maximum of 2,000 square feet in area.
- f. Eating and Drinking Establishments (restaurants) - 89,000 square feet maximum, which includes outdoor dining areas for restaurants that provide full table service.
- g. Uses identified as permitted (by right) in the underlying zoning district (CC) which are not included in this Master Use Permit shall be left to the discretion of the Director to determine if Planning Commission review is required.

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

- a. Personal Improvement Services (Gyms, Dance studios, Trade schools, etc).
- b. High traffic generating or parking demand land uses, including but not limited to, liquor stores and convenience stores as determined by the Director of Community Development.
- c. Bars.

19. Fry's continued operation and future tenant.

- a. **Good Faith Negotiations with Fry's.** If Fry's indicates in writing to RREEF that it desires to continue to operate the Fry's retail store at its current location after the termination date of its current lease which expires in December 2016, RREEF will negotiate in good faith with Fry's on an annualized lease extension option or options on terms mutually acceptable to both parties and subject to RREEF's need to provide for a Fry's termination to accommodate the future redevelopment of the Northwest Corner.
- b. Any new tenant proposed to occupy the existing building on the Fry's 3600 Sepulveda Boulevard site shall require Planning Commission review at a noticed public hearing. Criteria and potential impacts to consider include but are not limited to, traffic, parking, access, land use compatibility including architectural entryway enhancement, length of tenancy security/crime, noise, light, hazards, vibrations, odors, aesthetics, and demand on public services.

20. Alcohol Off-site Sales. An amendment to the Master Use Permit must be approved by the City prior to the sale of alcohol other than for on-site consumption at

an eating and drinking establishment, unless specifically permitted by this Resolution. Tenants with existing ABC licenses and City approval for off-site alcohol sales and/or on-site tasting – i.e., Ralphs, CVS, and the Wine Shoppe – may continue to sell alcohol for off-site consumption and/or on-site tasting in accordance with their approvals.

21. **Restaurant Drive-Through.** There shall be no Restaurant drive-through service allowed in conjunction with any existing or proposed Eating and Drinking Establishment.

22. **Restaurant Hours.** No restaurant use shall be open between 2:00 a.m. and 6:00 a.m. on any day.

23. **Restaurant Alcohol.** Any restaurant may provide full alcohol service, which is incidental to, and in conjunction with, the service of food provided that such use does not include a retail bar, to a maximum area of 89,000 square feet site-wide as set forth in Condition No. 18. This approval shall operate within all applicable State, County and City regulations governing the sale of alcohol. Any violation of the regulations of the Department of Alcohol and Beverage Control as they pertain to the subject location, or of the City of Manhattan Beach, as they relate to the sale of alcohol, may result in the revocation and/or modification of the subject Master Use Permit.

24. **Entertainment.** Any entertainment proposed (with the exception of background music, television and no more than 3 games or amusements) shall be required to obtain a Class I Entertainment Permit consistent with the provision of Section 4.20.050 of the Manhattan Beach Municipal Code.

25. **Landscape Maintenance.** Landscaping and maintenance activities (including, but not limited to, parking lot cleaning, grounds-keeping and outdoor equipment and shopping cart cleaning) shall occur in accordance with a Landscape Maintenance Plan (“The Maintenance Plan”) approved by the Director of Community Development. The Maintenance Plan shall establish permitted hours of operation for specific maintenance activities and areas of the shopping center, based on compatibility with nearby land uses, both on and adjacent to the center. All landscaping materials shall be maintained to the satisfaction of the Director of Community Development.

NOISE MITIGATION

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

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

FIRE PROTECTION

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

a. Provide a minimum vertical clearance of 15 feet and horizontal clearance of 20 feet for Fire vehicle access under all bridges and other overhead structures on Village Drive, Cedar Way, Carlotta Way, Fashion Boulevard, and within the lower level parking lot. In the lower level parking lot, the horizontal clearance of 20 feet for Fire vehicle access is required in only one of the two drive aisles. This is intended to allow ambulance-paramedic vehicle access throughout the Shopping Center property, but not within the parking structures. Village Drive, Cedar Way, Carlotta Way, Fashion Boulevard, and within the lower level parking area, and any other required roadways, shall be designated as Fire lanes as determined by the Fire Department, shall allow “no stopping” on both sides of roadways, and be clearly marked. Additional lane width will be required in certain areas to accommodate vehicle turning movements and bicycles.

b. All parking structures shall provide a minimum vertical clearance as required by the current Code at the time of Building Permit approval for disabled/ADA access at grade level. All parking structures shall also have the required stand pipes, sprinklers, hydrants, perimeter and internal access, gurney size elevators, and exterior stairs for Fire suppression.

c. RREEF shall provide a “gator” or similar gurney transport vehicle on the site to provide Fire Department access within the parking structures and other remote areas.

d. Fire hydrants shall be located within 15 feet of the Fire Department Connections (FDC), and the FDC and related double check valve assembly shall be integrated into the design of the buildings to screen the valves but allow clear visibility and access to the FDC, subject to Fire and Community Development Department approval.

e. Upgrade to current standards the Opticom emergency vehicle preemption devices at all signalized intersections adjacent to the project site.

f. An Emergency Response Plan that includes 24/7 on-site personnel to direct emergency response teams to the exact location of incidents shall be provided.

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

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

SAFETY AND SECURITY MEASURES

29. **Police Holding Office.** The Project shall lease at no rent to the City a separate and secure Police “holding” office within the main, enclosed Mall approximately 100-150 square feet in area. The location of the office is subject to Police Department review and approval but it must have access from the interior of the Mall during Mall operating hours, such as from a corridor, and exterior access is not required. This will be separate from the Mall Security staff office. The intent and use of this area will be for the exclusive use of the Police Department to have a safe, secure, convenient,

comfortable and private area for interviewing and consulting with victims, witnesses, and others with security issues and concerns. The area will provide for storage of Security and Safety Educational material for Police use. RREEF shall submit a Police Holding Office Plan to the City Police and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Police Holding Office Plan, and RREEF shall install the improvements, which shall include drywall, paint, and electrical utilities, but shall not include plumbing, per the approved plan prior to the issuance of the first building final for Phase I. If the City Police Department determines it no longer needs the "holding" office, or its use ceases, the lease shall terminate.

30. **Security Cameras.** RREEF shall provide security cameras throughout the parking structures and surface parking lots within the entire Shopping Center property to the reasonable satisfaction of the Police Department. RREEF shall provide a Security Camera Plan for the installation of the cameras during construction on the Shopping Center property. Cameras shall be placed at parking structure entrances, exits, stairwells, elevators, and distributed throughout the parking areas pursuant to a plan to be provided by RREEF's security consultant. Cameras shall be located so that license plate numbers are readable. Some cameras shall be capable of being relocated as needed to monitor Special Events. Cameras are not required to be manned, and a holding period for archival of recordings shall be agreed upon. RREEF shall submit the Security Camera Plan as part of the Security Plan to the City Police and Community Development Departments with the submittal of plans for Phase I. The City will review and approve the Plan, and RREEF shall install the improvements per the approved Plans. The approved Security Camera Plan shall be reviewed annually by the City.

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

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

TRANSPORTATION, CIRCULATION AND PARKING

33. **Veterans Parkway Linkage Plan.** RREEF shall submit a Veterans Parkway Linkage Plan as depicted in the Approved Plans to provide bicycle and pedestrian paths under the Sepulveda Bridge and onto the Shopping Center property that link the Shopping Center property and Veterans Parkway. The Veterans Parkway Linkage

Plan shall include lighting, signage, and other improvements to enhance the aesthetics, usability and security of the area, to create an inviting entry and secure environment, and to connect the site. The Veterans Parkway Linkage Plan shall coordinate with the construction of the improvements on the Shopping Center property and the Sepulveda Bridge widening project. RREEF shall submit the Plan to the City Police, Fire, Public Works and Community Development Departments, the City Traffic Engineer, and if necessary Caltrans, with the submittal of plans for Phase I. The City, and any other agency with jurisdiction, will review and approve the Plan, and RREEF shall install the improvements per the approved Plan. The City shall maintain the public portions, and the Mall shall maintain the private portions.

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

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

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

35. Pedestrian Off-site Linkage Plan. RREEF shall provide improvements to the City leased parking lot to encourage and enhance use of the parking lot for employees and customers. Such improvements shall include and be limited to: wayfinding signage and lighting on the staircase serving the City leased parking lot; wayfinding signage and lighting on the staircase between the Village homes and the Shopping Center site; wayfinding signage from the Senior Housing; and maintenance of landscaping on the slope. RREEF shall submit a Pedestrian Off-site Linkage Plan to the City Police, Fire, Public Works and Community Development Departments and the

City Traffic Engineer with the submittal of plans for Phase I. The City will review and approve the Plan, and RREEF shall install the improvements per the approved plan prior to the issuance of the first building final for Phase I. Upon the City's acceptance of RREEF's improvements to the City's parking lot, the City will release and indemnify RREEF from any liability related to the improvements.

36. **Employee Parking Management Program.** The Project shall provide an Employee Parking Management Program to encourage remote parking, parking in the lower level parking lot, off-site parking, walking, biking, transit use, carpooling and other forms of alternative and non-motorized transportation, and incentives to reduce employee parking. Street or other public parking, other than the leased City parking lot off of Village Drive, shall not be used for employee parking. The Program shall actively promote reducing employee parking, shall prohibit parking in structures and certain surface lots during the peak parking season, and shall include active enforcement by Shopping Center personnel. The Program shall be submitted to the Community Development Department and the City Traffic Engineer for review and approval with the submittal of plans for Phase I and annual reporting shall be provided. The City will review and approve the Program, and RREEF shall implement the Program and install any required improvements per the approved Program prior to the issuance of the first building final for Phase I. The City may request periodic review and adjustment of the Employment Parking Management Program, in cooperation with RREEF, if needed to ensure the goals of this condition and the Program are being met.

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

38. **Electric Vehicle (EV) Charging.** RREEF shall install and maintain for public use EV parking/charging stations within the parking structures and/or parking lots at a ratio of a minimum of 1 percent of the total on-site parking spaces, and phased up to 3 percent as usage demands. The installation of stations up to 1 percent may also be phased. RREEF shall provide a minimum of 8 EV parking/charging stations in Phase I. The number of EV parking/charging stations shall be increased in minimum groups of 8 up to 1 percent based on usage. Electrical conduit to support additional charging stations (resulting in a supply of charging stations of up to 3 percent of the total on-site parking spaces) will be installed throughout the Shopping Center site, as is deemed appropriate during initial construction, for future conversion based on usage. The EV parking/charging stations shall be reviewed by the City and RREEF on an annual basis and will evaluate usage, and phasing of future installation of additional EV parking/charging stations. An annual report on charging station use shall be submitted to the Director of Public Works for review and approval, to determine whether evidence supports demand for the phasing and future installation of EV parking/charging stations. The stations shall provide a Level 2 charging capacity (120-240 volts, or as required by Southern California Edison), may charge prevailing rates for the purchase of the energy, and the parking spaces will be designated for the exclusive use of EV charging. RREEF shall submit plans to the Community Development Department with the submittal of plans for each parking structure. The City will review and approve the Plan, and RREEF shall install the improvements per the approved Plan with each parking structure.

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

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

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

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

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

RREEF shall also provide temporary construction easement(s) for the temporary construction staging area associated with the Sepulveda bridge widening project, subject to the City Public Works and Community Development Departments and Caltrans' review and approval. The temporary construction staging area shall be located in the lower level parking lot immediately adjacent to the northeast of the bridge for bridge construction, and access from the staging area shall be provided through the lower level parking lot to Rosecrans Avenue. Access to the bridge and roadway for construction shall also be required from RREEF's property.

The City shall submit a Right-of-Way Map to RREEF, to indicate all of the required right-of-way, easements, and other information required by the dedication for the Sepulveda Boulevard bridge widening project by June 30, 2014. The dedications and easements shall be submitted prior to the submittal of plans for Phase I to plan check,

or October 31, 2014, whichever comes first. The City and Caltrans, if Caltrans requires, will review and approve the dedication and easements, and RREEF shall implement the provisions as detailed in the approval.

40. **Rosecrans Avenue.** RREEF shall provide an irrevocable offer to dedicate (IOD), for a new acceleration/deceleration lane and improved sidewalk on the south side of Rosecrans Avenue, beginning a minimum of 160 feet west of the future Cedar Way extension to the easternmost driveway serving the lower level parking lot off of Rosecrans Avenue prior to issuance of permits for Phase I. The IOD shall provide for a 12 foot curb lane width and 8 foot sidewalk; however, the sidewalk shall be continuous from Sepulveda Boulevard to Village Drive. RREEF shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, for the eastern portion serving as a turn lane into the lower level parking driveway with the submittal of plans for Phase I. RREEF shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, for the portion adjacent to the Cedar Way extension with Phase II and for the easternmost driveway with the submittal of plans for Phase II, or six months following the vacation of Fry's from the site, whichever comes first. RREEF shall dedicate the property and construct the eastern portion serving as a turn lane into the lower level parking driveway per plans approved by the City in connection with the construction of Phase I. In connection with the construction of Phase II, RREEF shall construct the portion adjacent to the Cedar Way extension.

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

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

42. **Rosecrans Avenue Left-turn Prohibitions.** On Rosecrans Avenue, no left turns are allowed out of any driveways or Cedar Way from the project site to westbound Rosecrans Avenue. RREEF shall submit plans for signage and other improvements required by the City and a schedule for completion to the Public Works, Police, Fire and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. Any portions of the improvements within another jurisdiction shall also require a permit from that jurisdiction. RREEF shall install the improvements per the approved plans, in accordance with the City Traffic Engineers requirements.

43. **Sepulveda Boulevard and Rosecrans Avenue Corner.** RREEF shall provide an irrevocable offer to dedicate (IOD) at the southeast corner of Sepulveda Boulevard and Rosecrans Avenue for future road and sidewalk widening with an 8 foot sidewalk width, corner improvements, including a 40 foot diagonal corner cut off measured from the back of the new sidewalks, ADA access, traffic signal and utility modifications and other improvements as needed to transition and tie together the Sepulveda Boulevard and Rosecrans Avenue improvements, and upgrade the area to current standards for pedestrian access, upon completion of the Sepulveda Bridge Widening, or the submittal of plans for Phase III, whichever comes first. RREEF shall submit concept plans for the improvements to the Public Works, Fire, Police and Community Development Departments, the City Traffic Engineer, and Caltrans for review and approval, with the submittal of the IOD, and shall include a schedule for the completion of the improvements. The schedule for completion of the improvements shall be coordinated with RREEF's construction associated with Sepulveda Boulevard (Fry's) driveway, the Rosecrans Avenue improvements, and other applicable improvements in the area including but not limited to construction of future Phase III. RREEF shall dedicate the property and construct the improvements per the plans approved by the City. While designing any improvements along Sepulveda Boulevard or at the corner of Sepulveda Boulevard and Rosecrans Avenue, the City shall take into consideration RREEF's desire to provide a right-in only turn from Sepulveda Boulevard into the Northwest Corner of the Shopping Center Property.

44. **Village Drive at Rosecrans Avenue Part I.** RREEF shall provide an irrevocable offer to dedicate (IOD) at the southwest corner of Rosecrans Avenue and Village Drive to accommodate improvements for future dual-left turn lanes and improved truck-turning radii from westbound Rosecrans Avenue to southbound Village Drive provided that the dedication and improvements will not impact the structural integrity or conformance with applicable Codes of the Medical Building at 1200 Rosecrans Avenue. The IOD and a concept plan for the improvements shall be submitted to the Public Works and Community Development Departments, and the City Traffic Engineer, prior to the first building permit being completed (building permit final) for Phase I, and shall include a schedule for the completion of the improvements. The schedule for completion of the improvements shall be coordinated with other planned improvements for the area, including additional improvements at the intersection of Rosecrans Avenue and Village Drive anticipated to be completed by the developer of The Point at El Segundo. RREEF shall dedicate the property and construct, or cause to be constructed, the improvements during construction of Phase I and/or as part of the westbound dual left turn lane improvements on Rosecrans, whichever first occurs, pursuant to plans approved by the City.

45. **Village Drive at Rosecrans Avenue Part II.** RREEF shall provide an irrevocable offer to dedicate (IOD) to provide for future road and sidewalk widening including a minimum of a six foot dedication on Village Drive, a 40 foot diagonal corner cut off, and a 12 foot dedication on Rosecrans Avenue, to accommodate a wider (6 foot to 8 foot) sidewalk, landscaping, disabled access ramps, traffic signal and utility modifications and other improvements on Village Drive and Rosecrans Avenue, as determined feasible from Traffic Engineering standards prior to the first building permit being completed (building permit final) for Phase I. This dedication would accommodate a total of two lanes Northbound and two lanes Southbound on Village Drive and the required corner transition improvements at Rosecrans Avenue and Village Drive if the Medical Building at 1200 Rosecrans Avenue is no longer at the Shopping Center property. If the Medical Building at 1200 Rosecrans Avenue is no longer at the Shopping Center property and the City determines that right-of-way improvements are needed, RREEF shall dedicate the property and shall provide a fair-share contribution to fund the construction of the improvements.

46. **Irrevocable Offer to Dedicate (IOD).** All IODs shall be recorded with the Los Angeles County Recorder's office. All IODs shall have a project description and include a general legal description, prepared by RREEF. All IODs shall be submitted to the City for review and approval and shall be recorded when required by the City as set forth in the applicable Condition. The dedication of property included in an IOD

shall include any temporary right of entry/access, temporary construction easements, utility easements, permanent dedications for roadway and bridge widening improvements, and permanent maintenance easements, in connection with the improvements required by the City per this Master Use Permit and the applicable Plan.

47. **Rosecrans Avenue U-turn at Village Drive.** The City and RREEF will work cooperatively to secure a “U-Turn” movement from eastbound Rosecrans Avenue at Village Drive if the U-turn can be designed to Traffic Engineering standards, all safety criteria is met, and traffic flow is not significantly impacted. RREEF is not required to install these improvements; however, if RREEF seeks to install these improvements, RREEF shall submit plans for the improvements to the Public Works, Police, Fire and Community Development Departments and the City Traffic Engineer, for review and approval. Any portions of the improvements within another jurisdiction shall also require a permit from that jurisdiction. RREEF shall install the improvements per plans approved by the City.

48. **Marine Avenue-Cedar Way.** The existing driveway access at Marine Avenue and Cedar Way shall be improved to provide one or two inbound lane and three outbound lanes, and shall be designed to accommodate emergency vehicle access. The widening shall include all related public and private improvements, and dedication of land if necessary, to accommodate the improvements. RREEF shall submit plans for the improvements to the Public Works, Fire, Police, and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. RREEF shall construct the improvements per the plans approved by the City prior to the issuance of a certificate of occupancy for Phase I.

49. **Construction Traffic and Parking Management Plans.** The required Construction Parking Management Plan shall be implemented during all construction activity. The required Construction Traffic Management Plan shall address, but not be limited to the following; the management of all construction traffic during all phases of construction, including delivery of materials and parking of construction related vehicles; driver-less vehicles blocking neighbors’ driveways without written authorization; the overnight storage of materials in the roadway; and limiting the hours of construction deliveries on weekend mornings where such activities including driving, parking and loading/unloading in areas adjacent to residential uses. The Construction Traffic Management Plan shall be coordinated with the traffic management plan for the Sepulveda Bridge widening project. RREEF shall submit the Plan, and an implementation schedule to the Public Works, Fire, Police, and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for Phase I. RREEF shall implement the Plan in accordance with a schedule approved by the City.

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

- a. Compact parking spaces shall not be allowed unless approved by the Director of Community Development in limited situations when there are no other design options and the compact spaces will maximize use of the parking structure or lot.
- b. Installation of disabled access parking spaces that exceed the minimum number of required spaces, evenly distributed throughout the site at convenient locations.
- c. Parking structures shall have a minimum of two vehicle entry-exit points and three if over 600 spaces, and shall provide parking occupancy systems with permanent electronic displays in proximity to parking structure entrances showing unoccupied spaces on each level.

- d. Parking shall be provided at a minimum ratio of 4.1 spaces per 1,000 square feet of gross leasable floor area (GLA).
- e. Parking shall not be reserved for any particular user, except for disabled parking spaces, EV charging stations, van/car pool spaces, or low emitting vehicles as designated in the approved Employee Parking Management Plan, including in instances where designated parking is required in a tenant's lease, and any Valet Parking Plans.
- f. Passenger loading zones shall be provided near the Village Shops.
- g. At a minimum, the central core portion of Cedar Way (between buildings "E" and "F" and the main Mall building) shall be constructed with decorative pavement. Curbs, landscaping, bollards or other architectural or hardscaping improvements shall be used to prevent vehicles from driving onto pedestrian only walkways. Stopping, parking and loading shall be prohibited in the decorative pavement area, but accessed by vehicles through the decorative pavement area shall be permitted.
- h. Separate pedestrian walkways shall be provided to all parking structures.
- i. Truck loading spaces shall be provided close to all buildings.
- j. RREEF shall provide a U-turn, traffic circle or other connection at the Rosecrans Avenue entrance in the lower level parking lot with a minimum outside turning radius of 30 feet to internally connect both drive aisles.
- k. Northbound left-turn pockets shall be provided on Carlotta Way at 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 have a minimum 25 foot width for adequate vehicle circulation and turning movements. Roadways with separate bike lanes (not sharrows) shall provide a minimum 30 foot roadway width.
- m. Fashion Boulevard at Carlotta Way, shall be designed to line up east to west and not be off-set to the satisfaction of the City Traffic Engineer.
- n. The driveway access between the lower level parking and Carlotta Way, north of the 3500 Sepulveda Boulevard building, shall be revised to minimize the sharp angle.
- o. RREEF shall work cooperatively with the City Traffic Engineer to minimize conflicts and improve visibility and safety with the location of parking spaces with direct access onto internal private streets (Cedar, Fashion and Carlotta) and onto accessways leading into parking structures.
- p. With the extension of Cedar Way to Rosecrans Avenue, the existing Fry's driveway, access on Rosecrans Avenue, and parking lot shall be designed and reconfigured as needed to meet the requirements of the City Traffic Engineer.
- g. The North Parking Structure shall include a stairway and elevator on the west side of the parking deck to provide external access.
- r. The North Parking Structure shall be limited to G+1.

RREEF shall submit plans for the improvements, and an implementation schedule to the Public Works, Fire, Police, and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of plans for the

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

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

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

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

WASTEWATER /UTILITIES

54. **Cleaning Outside.** No outside cleaning of kitchen floor mats or shopping carts will be permitted on the site. All kitchen floor mats shall be cleaned in such a manner that the run-off wastewater drains only to a private sewer drain on the premises.

55. **Grease Inceptors and Trash Enclosure Plan.** RREEF shall upgrade any existing grease inceptors to current standards, as feasible, in areas of new construction. RREEF shall also upgrade any existing trash enclosures to provide covers, and adequate room for solid waste, recyclables and food waste recycling. Existing trash enclosures shall also be tied into sanitary sewers, if feasible. RREEF shall work with Waste Management, or the current waste provider, and Public Works to develop a Plan for the improvements to the existing facilities. RREEF shall then submit plans for the improvements to the Public Works, Fire and Community Development Departments, for review and approval, with the submittal of plans for Phase I and shall include a schedule for the completion of the improvements. RREEF shall construct the improvements, or cause the improvements to be constructed, per the Plan as approved by the City, in connection with each phase of construction.

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

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

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

PASSED, APPROVED AND ADOPTED this ____ day of _____,
~~2014~~2014.

Ayes:
Noes:
Absent:
Abstain:

~~Amy Howorth~~Wayne Powell, Mayor
City of Manhattan Beach

Attest:

_____ (SEAL)
Liza Tamura, City Clerk

Manhattan Village Expansion Project

Revised Proposal

November 2014



Who We Are

Deutsche Asset Wealth Management (“Deutsche AWM”)

Global Real Estate Holdings	
■ Real Estate Direct: Americas	\$17.1 bn
■ Real Estate Direct: Europe	\$19.1 bn
■ Real Estate Direct: Asia Pacific	\$2.2 bn
■ Real Estate Securities	\$9.8 bn

June 30, 2014.

RREEF America REIT II	
Size	– \$9.0 billion gross real estate market value – 125 properties
Low Leverage	– Loan-to-Value of 25%

As of September 30, 2014.

- Consistent with RREEF America REIT II's conservative, low-leverage debt philosophy, Manhattan Village is currently owned all cash. There is no property-level debt. The Fund's investment strategy is to continue making significant capital investment in order to secure the long term health and viability of Manhattan Village - an asset that we consider a long-term hold.
- New investment and expansion are imperative to positioning Manhattan Village to effectively compete with emerging new competition.

RREEF America REIT II recently completed Marina Marketplace renovation in Marina del Rey, CA



RREEF America REIT II: St. Johns Town Center in Jacksonville, FL



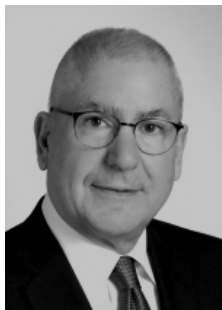
Deutsche AWM Project Team



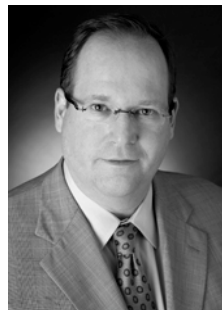
Mike Nigro
Head of Real Estate Value Add and Development for the Americas



Joe Saunders
Head of Retail Asset Management, Americas



Al Diaz
Head of Real Estate Asset Management for the Americas



John Ehli
Portfolio Manager, RREEF America REIT II



Josh Lenhart
Portfolio Manager, RREEF America REIT II



Liz Griggs
General Manager (JLL)

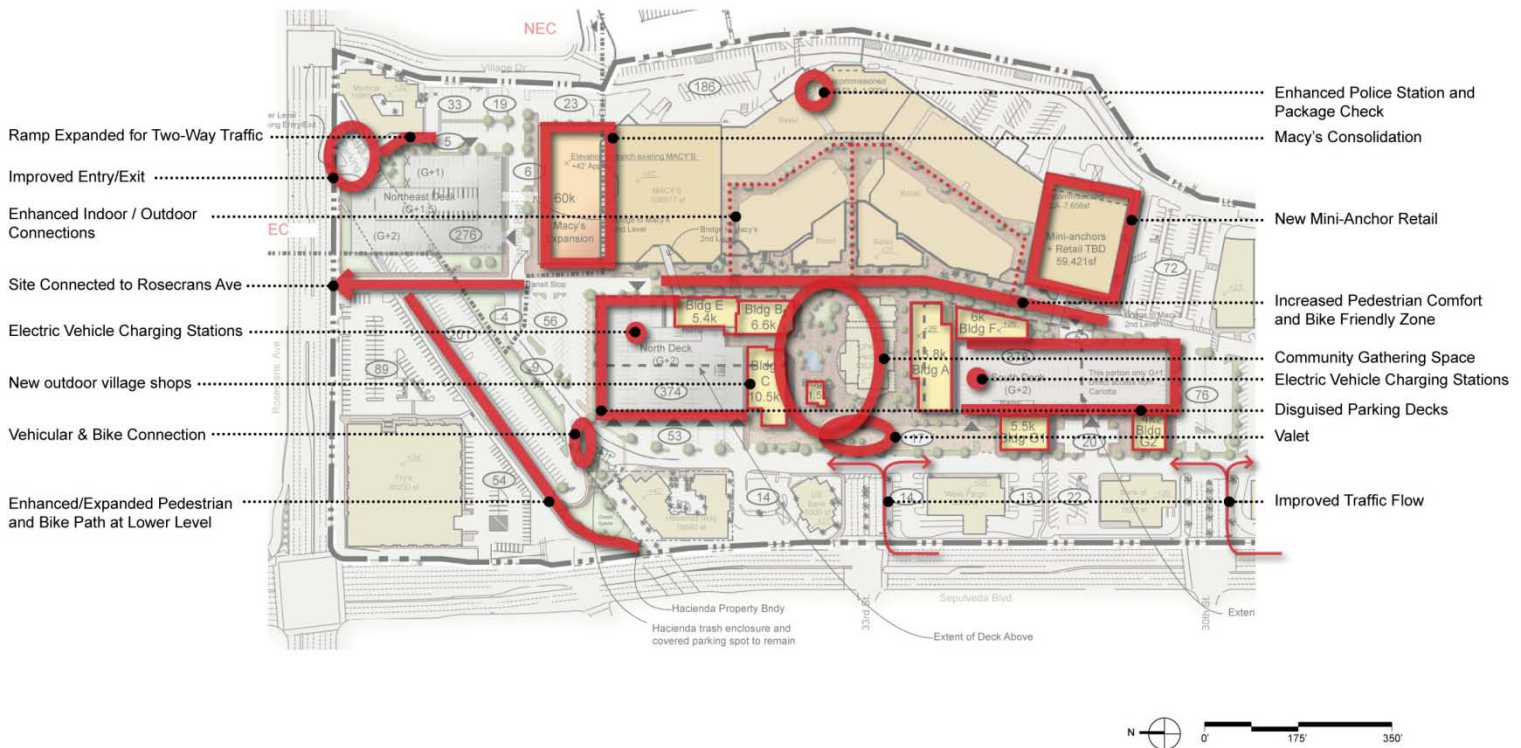
Economic Impact of the Mall

Economic Impact summary as follows:

Current Real Estate Taxes (2013/2014)	\$1,919,000
Projected additional Real Estate Taxes from Phase I/II	\$198,000
Projected increase in Real Estate Taxes	10%
Current City Sales Tax Generated	\$3,100,000
Projected additional sales tax generated from Phase I/II	\$378,000
Projected increase in City Sales Taxes	12.2%
Total Real Estate and City Sales Taxes	\$5,019,000
Projected additional Real Estate Taxes and City Sales Taxes	\$576,000
Projected overall increase	11.5%

As of October 2014. Source: Deutsche AWM.

The Vision



Response to Conditions

MAY 2014 CONDITIONS

No.	City Council Condition	Deutsche AWM Response
1.	Approve Phases 1, 2 and 3	We are currently requesting approval for Phases 1 & 2 only, and we will return to City Council for Phase 3 (including the "Fry's Site") at a future date.
2.	Reduce North Parking Structure to only G+1	We are unable to reduce the North Parking Structure due to parking demand in the core area which serves the outdoor plaza and Macy's expansion. The second level of parking is also a critical element to bridge over Cedar Way and provide a safe pedestrian access into Macy's second level. This will match the bridge located at the South Deck.
3.	Add stairway and elevator to west side of north parking structure	Agreed
4.	Provide City with copy of agreement between Macy's and Deutsche AWM within 10 days of execution	Agreed. We agree to provide a certified copy of the agreement. Please understand due to confidentiality and fiduciary requirements that sensitive materials will be redacted from the agreement.
5.	Deutsche AWM and Hacienda to negotiate in good faith	Agreed. As a further indication of our good faith, we are willing to provide 30 more parking spaces adjacent to 3500 Sepulveda in the culvert with a stairway leading directly to their building.

JANUARY 2014 CONDITIONS

No.	City Council Condition	Deutsche AWM Response
1.	Approve Phase 1 and 2 only; not Phase 3.	Agreed
2.	Phase 1 to have 10,000 SF less (from approx 60,000 SF to 50,000 SF)	Agreed
3.	Redesign north deck utilizing deck camouflage design treatments and partially sink so as to be similar to south deck; 48 surface parking spaces to be located on west side adjacent to Carlotta way for use by Hacienda building.	Agreed
4.	Phase 2 building permit issuance conditioned upon a commitment letter from Macy's confirming their performance pursuant to their agreement with Deutsche AWM.	Agreed
5.	Extend Cedar Way to Rosecrans as part of Phase 2	Agreed
6.	Work with Fry's to stay at MVSC until Phase 3 is approved subject to (a) Fry's accepting a reduced parking supply to allow extension of Cedar Way to Rosecrans and lower level changes as Part of Phase 1, (b) Deutsche AWM's receipt of Market rent for any period beyond 12/2016, (c) continuation of Sepulveda bridge widening, (d) continuation of Fry's signage throughout extension period	Agreed
7.	Common area landscaping and architectural features on plans to be memorialized in the Approved Plans exhibit to be adopted as part of the City council's entitlement resolution	Agreed
8.	Prior to Phase 1 commencement Deutsche AWM to provide a bond to City to cover public roadway improvements conditioned in Rosecrans, Village drive and Sepulveda rights of way.	Agreed
9.	Provide funding for Oak avenue neighborhood traffic study not to exceed \$20,000	Agreed
10.	Conditions addressed in the PC-13-10 (as adjusted as necessary for changed plans) will be carried forward. Those include allowing medical and dental space in Hacienda and Deutsche AWM office buildings with no square footage caps and limiting banks (other than existing banks) to a 2,000 SF size and prohibition on new stand-alone bank buildings (existing bank buildings grandfathered).	Agreed

Please note the above information is provided for summary purposes only. We are available to discuss any further specifics that you may request. We look forward to a successful outcome for a critically important project for both the City of Manhattan Beach and Deutsche AWM.

Sincerely,



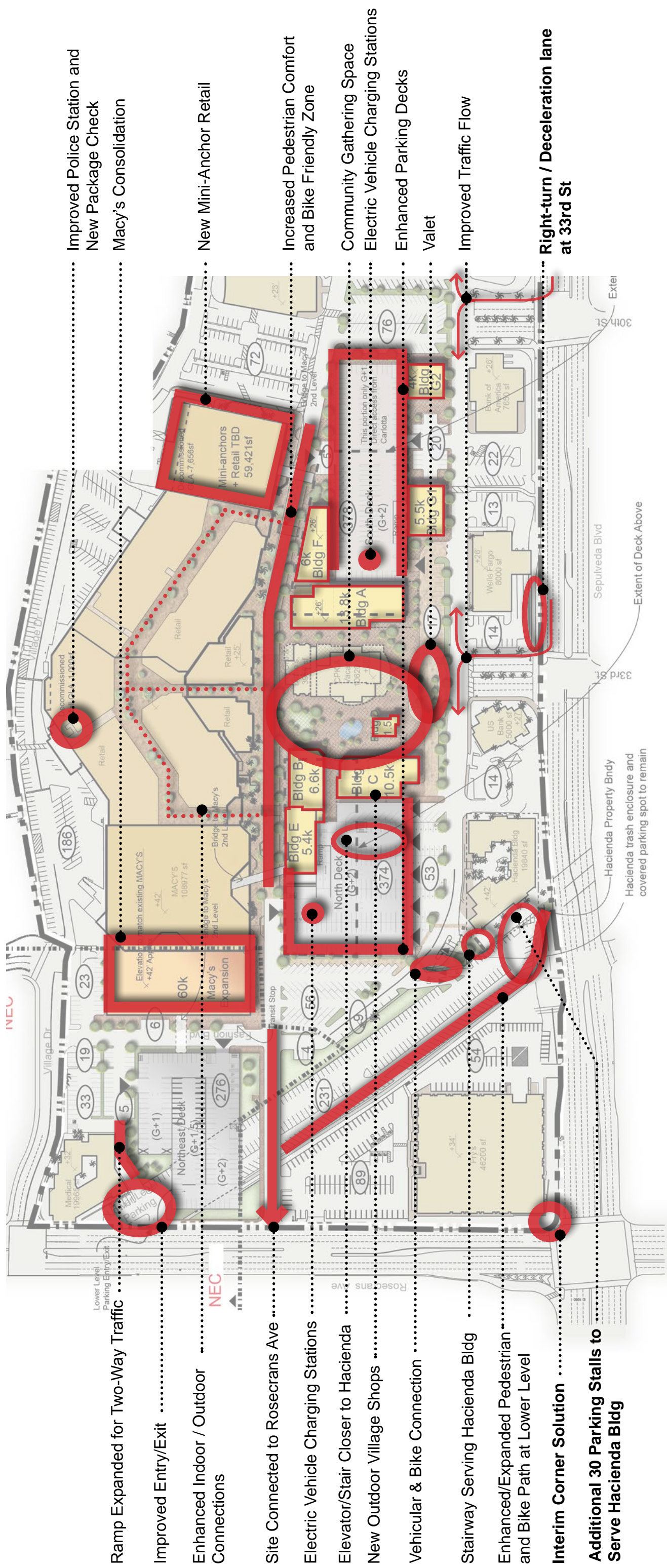
Michael J. Nigro, PE
Head of Value Add & Development, Americas

Sincerely,



Joseph Saunders, SCLS
Head of Retail Asset Management, Americas

Important information: Deutsche Asset & Wealth Management represents the asset management and wealth management activities conducted by Deutsche Bank AG or any of its subsidiaries. Clients will be provided Deutsche Asset & Wealth Management products or services by one or more legal entities that will be identified to clients pursuant to the contracts, agreements, offering materials or other documentation relevant to such products or services. © 2014 Deutsche Bank AG. All rights reserved. (10/14) I-036405-1-0

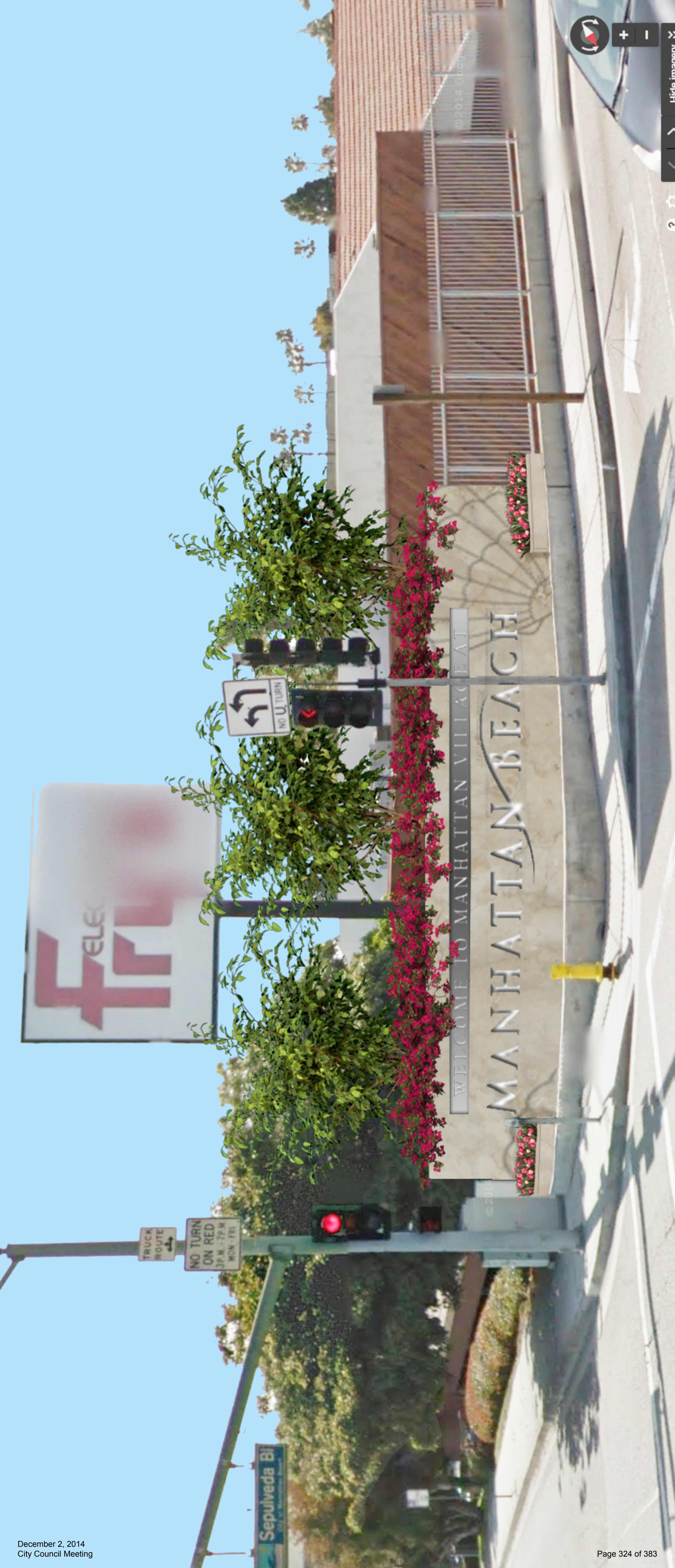


- Improved Police Station and New Package Check
- Macy's Consolidation
- New Mini-Anchor Retail
- Increased Pedestrian Comfort and Bike Friendly Zone
- Community Gathering Space
- Electric Vehicle Charging Stations
- Enhanced Parking Decks
- Valet
- Improved Traffic Flow
- Right-turn / Deceleration lane at 33rd St

- Ramp Expanded for Two-Way Traffic
- Improved Entry/Exit
- Enhanced Indoor / Outdoor Connections
- Site Connected to Rosecrans Ave
- Electric Vehicle Charging Stations
- Elevator/Stair Closer to Hacienda
- New Outdoor Village Shops
- Vehicular & Bike Connection
- Stairway Serving Hacienda Bldg
- Enhanced/Expanded Pedestrian and Bike Path at Lower Level
- Interim Corner Solution
- Additional 30 Parking Stalls to Serve Hacienda Bldg







Agenda Date: 5/20/2014

TO:

Honorable Mayor and Members of the City Council

THROUGH:

Bruce Moe, Acting City Manager

FROM:

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

SUBJECT:

Consideration of 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).

ADOPT RESOLUTION NO. 14-0025 CERTIFYING THE FINAL EIR AND RESOLUTION NO. 14-0026 APPROVING THE PROJECT WITH CONDITIONS CONSISTENT WITH THE CITY COUNCIL MOTION ON JANUARY 14, 2014

A- STAFF PRESENTATION - 10 minutes

B- PROPERTY OWNER PRESENTATIONS - 10 Minutes Each

C- PUBLIC COMMENTS - 1 Minute Each

D- CITY COUNCIL QUESTIONS

E- CLOSE PUBLIC HEARING

F- CITY COUNCIL DELIBERATIONS

RECOMMENDATION:

Staff recommends that the Mayor conduct a focused public hearing to provide an opportunity for each of the owners/representatives, RREEF, 3500 Sepulveda LLC and Macy's, and the public to comment on the:

1. Draft Resolutions
2. Draft conditions included in the Master Use Permit Amendment Resolution

Staff suggests the following meeting format:

- 1- Staff presentation- 10 minutes
- 2- Property owner presentations- 10 minutes each
- 3- Public comments- 1 minute each

- 4- City Council questions
- 5- Close Public Hearing
- 6- City Council Deliberations

After the close of the public hearing and deliberations, staff recommends that the Council:

1. Adopt Resolution No. 14-0025, Certifying the Final Environmental Impact Report (Final EIR) and Adopting a Mitigation Monitoring and Reporting Program; and
2. Adopt Resolution No. 14-0026, Approving the Master Use Permit Amendment, Height Variance and Master Sign Program/Exception

BACKGROUND:

After numerous public hearings and meetings, on January 14, 2014 the City Council directed staff to prepare draft resolutions certifying the Final EIR and approving a refined and modified Project. The draft CEQA Resolution is Attachment 1. The draft Project Resolution is Attachment 3. Legislative Digests for the CEQA Resolution as well as the Project Resolution that identify the changes between the April 29th Draft Resolutions and the current revised Resolutions are included as Attachments 2 and 4, respectively.

The City's website has a separate page devoted exclusively to the Project that includes all of the prior proceedings before the Planning Commission and City Council including agendas, reports, attachments, minutes, presentations and videos of all the meetings. The City Council has received copies of all of the information related to the project.

DISCUSSION:

April 29, 2014 City Council meeting

On April 29th the City Council held a public hearing, took testimony and continued the hearing to tonight's meeting. The property owners and their representatives as well as the public were giving an opportunity to present testimony. The City Council discussed the project and the public hearing was continued to tonight. After April 29th, Staff and the City Attorney have met with representatives of RREEF and 3500 Sepulveda to discuss the Project. The following addresses comments raised at prior City Council meetings.

1- Reduced Scale-

The original proposal was for a three-phase Project which would add 133,300 square feet of commercial uses with required parking to the existing 572,800 square foot project. As directed by the City Council in January of 2014, the Draft Resolution for the Project would only approve Phases 1 and 2, and would reduce the Project by 43,800 square feet, for a total of up to 89,500 square feet of new commercial use, about a 15% increase in overall square footage on the site.

2- Northeast Parking Structure-Phasing-

Questions regarding the timing for the construction of the North parking structure in Phase 1 and the Northeast parking structure in Phase 2 were discussed at prior meetings. The applicant has indicated that construction of the Phase 2 Northeast structure prior to the Phase 1 North parking structure is not feasible for a number of reasons. Direct, close and convenient access to parking for interior Mall tenants on the north end as well as for Macys, and the Village Shop, and the bridge to Macy's and the

Mall is provided with the Phase 1 North parking structure. The Northeast parking structure would not provide this proximity and connection with Phase 1. This is a critical component to Macy's. The Northeast parking structure is connected to the Macy's expansion with a bridge as well as is linked to Macys reconstruction in Phase 2. RREEF has indicated it will be spending a substantial sum of money to consolidate Macy's and build the parking structure, and building Phase 1 first provides them with the equity needed to do the consolidation.

California Environmental Quality Act- CEQA

Prior to taking action on the Project, State law requires the Council to consider whether to certify the Final Environmental Impact Report ("EIR") prepared in connection with the application. Although not required under CEQA, the City's independent EIR and traffic consultants have prepared Responses to Late Comments that were received after the close of the public comment periods. The Responses to Late Comments can be found in the Final EIR- Volume II. None of the issues raised in the comments result in new significant environmental impacts and all of the potential impacts of the Project have been thoroughly studied in the EIR.

A Project Comparison matrix that outlines Project refinements and modification was previously distributed. (Attachment 5) Additionally, the refinements and modifications to the Project are within the scope of the EIR and do not create any new environmental impacts. The following discusses key issues raised at Council meetings as addressed in the EIR.

1- Parking ratio-

The parking ratio on the site, both during construction and after completion of the project is addressed in the Final EIR Volume II, pages VI-16 through 18, and the Response to Comments 3-3, 4-1, 4-2, 4-10, 4-12, 4-16, 4-21, 4-23, 4-24, 4-29, 4-34, 4-35, 5-6, 12-2, 17-4, 23-1, 27-1, and 29-2 on pages VII-11, 13 to 14, 15, 29, 32 to 33, 37, 43, 45, 46 to 47, 53 to 54, 59 to 60, 61 to 62, 65, 80, 98, 104, 109, and 139 to 140. The analysis concludes that there is adequate parking during all phases of development, during and after construction, with the minimum 4.1 per 1000 square foot ratio being maintained, and Parking Management Plans are required.

2- Traffic-

A thorough Traffic Impact Analysis was conducted in the Draft and Final EIR's as discussed in the Final EIR Volume II, Response to Comments 2-2, 4-3, 4-4, 4-5, 4-6, 12-2, 19-1, 27-2, 28-8, 28-22, 29-1, 29-3, 29-4, 34-3 and 34-5 on pages VII-6, 17, 18, 19 to 22, 23 to 24, 80, 100, 109, 131, 133, 138 to 139, 142, 143, 150, and 152. The EIR analysis concludes that all potential traffic impacts have been thoroughly analyzed and that there are no significant impacts from the Project. In addition, the independent CEQA consultant has concluded that the modifications and refinements to the Project, including the elimination of Phase III and the modifications to the Northeast corner, Phase 2, has not created any significant impacts. See, the Final EIR Volume II, pages VI-5 through 16, for this discussion of trip generation, traffic and transportation.

3- Grading/soils-

As discussed in the Final EIR Volume II, Response to Comments 1-1, 28-9 to 12, 28-14, 34-1, and 34-2 on pages VII-3 to 4, 123 to 126, 126 to 129, 149, and 149 to 150, the

soils and grading are discussed at length within the Final EIR. The Draft and Final EIR evaluated excavation for the parking structures, and determined that there would not be an environmental impact. Underground parking with more excavation would have a greater potential of environmental impacts related to hazards and air quality.

The Draft EIR Volume II, Appendix C-2, the Hazard Assessment Report, pages 5, 9 and 21-25, indicates that grading for foundation demolition, excavation for grading and utilities, drilling for caissons, grading, compaction and foundation preparation will disturb soil approximately 10 feet below ground surface (bgs). It also indicates that the upper 4-5 feet of the site is engineered fill and below that is demolition fill and Oily Dune Sand. The Project Mitigations Measures (C-1 and C-3) require a Soils Management Plan and a sub-surface barrier and vent system, as detailed in the Final EIR Volume II, pages VIII 9 to 11, and 12 to 13. The EIR analysis concludes that there are no significant impacts from the Project.

4- Project scale-

The Final EIR Volume II, Response to Comments 2-1, 6-1 and 12-5 on pages VII-5 to 6, 67 and 82, discusses the mass and scale of the project and concludes that there are no significant environmental impacts. As analyzed in the April 2014 report from the independent CEQA consultant, the modifications to the Project as directed by the City Council further reduce the scale, bulk and mass of the Project, and do not create any significant environmental impacts as discussed in the Final EIR Volume II page VI-3.

5- Crime/Security-

An analysis of Public Services- Police Protection, which includes crime and security, is included within the Draft and Final EIR's. The Final EIR Volume II, Response to Comments 5-5, and 6-2 on pages VII-64 and 68, as well as the Topical Responses on pages III-28 to 30 in the Final EIR, discuss Police Protection and concluded that there is no significant impact. On-site security will be provided "24/7" and conditions and mitigations measures for Security Plans, cameras, Police holding office and lighting approved by the Police Department are required. The Mitigation Monitoring and Reporting Program requires Security Plans as Mitigation Measures G.2-2, G.2-3, and G.2-5, on pages VIII 16 to 18 of the Final EIR Volume II. Additionally, conditions 29 through 32 of the Project Resolution (Attachment 3) requires safety and security measures.

6-Regional Shopping Center-

The City's General Plan identifies the site as a regional serving commercial center, and the Findings discussed within the Project Resolutions, Attachments 1 and 3, identify how the Project is consistent with the intent of this designation. The Draft Resolutions describe in detail the Zoning Designations of the Project site, the purposes of the districts, and the General Plan Goals and Policies related to the Project site. Additionally, the Final EIR Volume II, Response to Comment 28-23 on page VII-135, discuss how all of the Master Use Permit Amendment, Variance and Master Sign Program/Exception findings are included in the Resolutions.

There is a link to the Mall page on the homepage of the City's website, which includes the Draft and Final EIRs, which are posted on the website at:

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

City Council January 14, 2014 Approved Motion and Direction

At the January 14, 2014 meeting, a motion was made by Mayor Pro Tem Powell and seconded by Councilmember Lesser to direct staff to prepare resolutions certifying the EIR and approving the Project with revisions and conditions. The following summarizes the motion and how that direction has been incorporated into the conditions of the Draft Resolution (Attachment 3). The following pages expand on each of the items. Additionally RREEF revised portions of the plans to address the direction from the City Council. The revisions to the plan packet were previously distributed, as well as the Planning Commission approved set of plans. These two sets together are referenced in the Draft Resolution as the "Approved Plans".

<u>ITEM NUMBER</u>	<u>MOTION SUMMARY AS APPROVED</u>	<u>RESOLUTION CONDITION</u>
1	Approve Phases 1 and 2 only and tie them together so that both have to be done.	13 c), d) & e) and 14 b) & d)
2	Require 10,000 square feet to be eliminated from Phase 1.	13 a)
3	Redesign the Phase 1 North parking structure similar to the Phase 1 South parking structure.	13 a)
4	Require Macy's to consolidate prior to issuing permits for Phase 2 with approval contingent upon Macy's providing a commitment letter that they will, in fact ,consolidate.	13 c) & 14 b) and c)
5	Cedar Way must connect to Rosecrans Avenue with Phase 2.	14 h)
6	Negotiate in good faith with Fry's to try to keep them on the site.	19 a)
7	Provide a bond and not a letter of credit for all of the site amenities (traffic-related items).	53
8	The architectural elements, details, water features, landscaping, hardscaping, and plaza should be similar to the concept renderings.	10 and 17
9	Oak Avenue traffic study funded by the developer for a cost not to exceed \$20,000.	52
10	All of the other conditions that were imposed and previously approved by the Planning Commission	All

to be included in the Resolution.

**1. Approve Phases 1 and 2 only and tie them together so that both have to be done.
-Conditions 13 c), d) and e) and 14 b) and d)**

These conditions are designed to ensure that the Project is consistent with the purposes of the Community Commercial (CC) Zone and conforms to the General Plan. The purposes of the CC Zone include providing sites for planned commercial centers, which contain a wide variety of commercial establishments, including businesses selling home furnishings, apparel, and durable goods. The CC Zone is also designed to provide a range of retail uses that serve residents of the City and the Region. Finally, the CC Zone is designed to strengthen the City's economic base, while protecting small businesses.

Additionally, General Plan Land Use Goal LU-8 specifically provides that the commercial areas of Manhattan Village should maintain a regional serving character, Goal LU-6 is to maintain the viability of commercial areas, and Goal LU 4 is to preserve the features of each commercial neighborhood.

In order to ensure that the Project fulfills these purposes and goals by maintaining the character of the Manhattan Village Mall as a high quality planned commercial center, it is important that the Project include expanded opportunities for high quality retail anchor tenants. Without such opportunities, the improvements proposed for Phase I of the Project may result in duplicating the character of other commercial areas, which would not protect the small businesses located in those areas, rather than preserving and improving the unique features of a regional serving planned commercial center. These conditions establish a timeline and milestones that need to be completed during each step of the plan check, permitting and construction process to ensure that the Project includes improvements to the anchor tenant spaces that will allow the Project to fulfill the goals of the CC Zone and the General Plan. The timelines and milestones in the conditions include:

- A. Macy's Commitment Letter - RREEF shall submit a letter committing Macy's and RREEF to the consolidation of the Macy's Fashion Store before permits are issued for Phase 1.
- B. Macy's Security Deposit - RREEF shall provide a \$400,000 non-refundable deposit prior to the issuance of City permits for Phase 1, buildings B, C, D and E. These buildings are located at the north end of Phase 1. Such deposit can be applied only for the sole purpose of funding City fees associated with the consolidation of Macy's Fashion Store and the construction of the Northeast Parking Structure.
- C. Macy's Plan Check Submittal - Prior to the issuance of Certificates of Occupancy for Buildings B, C, D and E in Phase I, RREEF shall submit a complete building plan check submittal to the City for plan check for the Phase II Macy's Fashion Store expansion.

2. Require 10,000 square feet to be eliminated from Phase 1. Condition 13 a)

This condition requires a 10,000 square foot reduction in the Village Shops, Phase 1, as shown on the revisions to the plans previously distributed. Most of the buildings in Phase 1 have been reduced in size by a few thousand square feet each, to retain the design integrity of the building layout and design concepts, but reduce the overall Phase by 10,000 square feet.

3. Redesign the Phase 1 north parking structure similar to the Phase 1 south parking structure. Condition 13 a)

The North parking structure in Phase 1 has been redesigned to be more low profile and similar to the South parking structure by stepping the top level of the structure 90 feet back on the west side from the first and second levels. This places the ground floor and level above of the North parking deck about 110 feet from the 3500 Sepulveda building with surface parking in between. The top level of the North parking deck is about 200 feet away from the 3500 Sepulveda building. The South parking structure was redesigned during the Planning Commission review process. It was redesigned to be narrower (east to west) and longer (north to south), the south one-third, about 200 feet, was reduced by one-level to a G+1, and additional landscaping and two commercial buildings were added to the west side to provide screening and buffering of the parking structure.

A substantial landscaped buffer with large mature trees and a pedestrian/bike path will be provided as shown on the north side of the North parking deck. Additionally, trailing vines or plants will be provided on the top levels of the North and South parking decks, on the north and south parapets, respectively, to soften and buffer the top level. This combination of mature tall landscaping, architectural features, and stepping the levels of the parking structures minimizes the visual impact and provides compatibility with other structures on the site.

4. Require Macy's to consolidate prior to issuing permits for Phase 2 with approval contingent upon Macy's providing a commitment letter that they will, in fact, consolidate. Conditions 13 c) and 14 b) and c)

These conditions require a commitment letter from Macy's and RREEF before the first permits are issued for Phase 1. Additionally, RREEF has indicated that they have a private agreement with Macy's that requires if the Macy's expansion is not completed that RREEF would incur substantial finance penalties.

5. Cedar Way must connect to Rosecrans Avenue with Phase 2. Condition 14 h)

This condition requires that prior to the issuance of building permits for Phase 2, that plans for the Cedar Way extension be submitted to plan check. The extension is required to be completed prior to the issuance of a building permit final.

6. Negotiate in good faith with Fry's to try to keep them on-site. Condition 19 a)

Fry's lease currently expires in December 2016. This condition requires the applicant to

negotiate in good faith with Fry's to continue their operations on the site if it so desires. RREEF has indicated that they are currently negotiating with Fry's for three one-year lease extensions. This allows Fry's to remain while RREEF considers design options for the Northwest corner of the site.

7. Provide a bond and not a letter of credit for all of the site amenities (traffic-related items). Condition No. 53

A bond or other financial security acceptable to the Finance Director, Director of Public Works and City Attorney is required prior to the issuance of building permits for Phase 1. The security is required to be equal to 1-¼ times the estimated cost of the improvements, which is standard and acceptable to the City Attorney.

8. The architectural elements, details, water features, landscaping, hardscaping, and plaza should be similar to the concept renderings. Conditions 10 and 17

Condition 10 requires the submittal of a detailed site wide Landscape, Hardscape, and Lighting Plan with the submittal of plans for Phase 1. The Plan is required to be consistent with the approved plans and renderings, and mature trees, including trees adjacent to the North parking structure that are taller than the structure, are required. Condition 17 addresses the architectural elements on the site and requires the submittal through preliminary plan check review of these details. The common areas are designed to create a Village feel to the space, and the plaza design and clock tower are required to be consistent with the architecture, quality and concepts shown in the approved plans.

9. Oak Avenue traffic study funded by the developer for a cost not to exceed \$20,000. Condition No. 52

At the November 2013 City Council meeting RREEF offered to fund the cost of up to \$20,000 to evaluate non-residential traffic issues on Oak Avenue and Cedar Avenue. The funds for the study are required to be submitted with the submittal of Phase 1 plans or whenever the study is initiated, whichever is earlier, and the City will conduct the traffic study.

10. All of the other conditions that were imposed and previously approved by the Planning Commission to be included in the Resolution. All conditions

The Planning Commission Resolution included 64 conditions of approval. All of those conditions are included in the Draft City Council Resolution, or incorporated by reference as several for the 3500 Sepulveda property are included in separate Resolution. Additionally, two more conditions (#52 Oak and Cedar Avenue Traffic Study and #53 Financial Security for Off-site Improvements) have been added to the Resolution, as well as many conditions have been revised to reflect the City Councils motion and direction.

Phase 3, the Northwest corner, is not a part of the approval and will require a Master Use Permit Amendment and other related applications in the future. Staff anticipates that this future submittal will provide the opportunity to better integrate all three phases into one cohesive project along with strong mobility connections and other comprehensive design

elements. Expanded subterranean parking under surface parking or buildings could be considered to provide closer, more convenient access to the Phase 3 buildings, and to tie into the existing lower level parking in the abandoned railroad right-of-way culvert. Also there is the possibility to provide buildings on the north side of the North Parking structure of Phase 1 to screen and soften the facade of the parking structure and to further integrate the site. The architectural design and features of the buildings and other improvements at the corner of Rosecrans Avenue and Sepulveda Boulevard will provide an opportunity in the future to highlight and enhance this major entryway and key corner in the City of Manhattan Beach.

CONCLUSION:

After the close of the public hearing, staff recommends that the Council:

1. Adopt Resolution No. 14-0025, Certifying the Final Environmental Impact Report (Final EIR) and Adopting a Mitigation Monitoring and Reporting Program; and
2. Adopt Resolution No. 14-0026, Approving the Master Use Permit Amendment, Height Variance and Master Sign Program/Exception

ATTACHMENTS:

1. Resolution No. 14-0025- Certifying the Final Environmental Impact Report, Adopting Findings Pursuant to the California Environmental Quality Act, and Adopting a Mitigation Monitoring and Reporting Program
2. Legislative Digest- April 29, 2014 Draft Resolution No. 14-0025-modifications
3. Resolution No. 14-0026- Approving a Master Use Permit Amendment, Height Variance, and Master Sign Program/Exception
4. Legislative Digest- April 29, 2014 Draft Resolution No. 14-0026-modifications
5. Manhattan Village Shopping Center Key Issues Matrix- November 11, 2013

- 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
Larry Kosmont, Kosmont Companies

City of Manhattan Beach

1400 Highland Avenue
Manhattan Beach, CA 90266



Meeting Minutes - Final

Tuesday, May 20, 2014

5:00 PM

Regular Meeting

City Council Chambers

4:00 PM Adjourned Regular Meeting - Closed Session

City Council

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

PLEASE NOTE THAT THE CITY ARCHIVES THE VIDEO RECORDINGS OF ALL REGULAR CITY COUNCIL MEETINGS, AND THE VIDEO FOR THIS MEETING IS HEREBY INCORPORATED BY THIS REFERENCE. FOR A COMPLETE RECORD OF THIS CITY COUNCIL MEETING, PLEASE GO TO www.citymb.info/city-officials/city-clerk/city-council-meetings-agendas-and-minutes

A. PLEDGE TO THE FLAG

Maddie Horn led the Pledge of Allegiance.

B. ROLL CALL

Present: 5 - Mayor Howorth, Mayor Pro Tem Powell, Councilmember Burton, Councilmember D'Errico and Councilmember Lesser

C. CERTIFICATION OF MEETING NOTICE AND AGENDA POSTING

City Clerk Tamura confirmed that the meeting was properly posted.

D. APPROVAL OF AGENDA AND WAIVER OF FULL READING OF ORDINANCES

Mayor Pro Tem Powell made a motion to approve the agenda, seconded by Councilmember Burton. The motion carried by the following vote:

Aye: 5 - Howorth, Powell, Burton, D'Errico and Lesser

E. CEREMONIAL CALENDAR

1. Presentation of a Proclamation Declaring July 21-25, 2015, as Special Olympics World Games Host Town Week. **14-0230**

PRESENT

Mayor Howorth on behalf of the City Council, presented John Peetz with a Proclamation for Special Olympics World Games Host Week July 21- 25, 2015.

2. Presentation of Certificates to the Mayors Youth Council Class of 2014. **14-0229**

PRESENT

Mayor Howorth on behalf of the City Council, and Mayor's Youth Council Representative Nancy Hersman, presented certificates to the Mayors Youth Council Class of 2014.

F. COMMUNITY ANNOUNCEMENTS REGARDING UPCOMING EVENTS

Viet Ngo announced Budget Study Session No. 3 will be held tomorrow evening and that Anti Corruption Advocacy will have a meeting on Saturday, May 25, 2014, at 10:00 am.

G. PUBLIC HEARINGS

- 3.** Consideration of 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**
- ADOPT RESOLUTION NO. 14-0025 CERTIFYING THE FINAL EIR AND RESOLUTION NO. 14-0026 APPROVING THE PROJECT WITH CONDITIONS CONSISTENT WITH THE CITY COUNCIL MOTION ON JANUARY 14, 2014**
- A- STAFF PRESENTATION - 10 minutes**
- B- PROPERTY OWNER PRESENTATIONS - 10 Minutes Each**
- C- PUBLIC COMMENTS - 1 Minute Each**
- D- CITY COUNCIL QUESTIONS**
- E- CLOSE PUBLIC HEARING**
- F- CITY COUNCIL DELIBERATIONS**

Mayor Howorth read the Rules of Decorum for the meeting.

Councilmember Burton apologized to residents noting that City Council rushed to make a decision in January on this matter, prior to City Council properly deliberating.

Mayor Howorth stated that this is distracting and noted the need to set forward with the process. She added that the City Attorney is available to guide Council through the process and decision-making. She stated that the present discussion is not effective or efficient, that this seems to be "grandstanding" and that it looks bad to the public.

Councilmember D'Errico responded noting the need to understand the process and the reasons why it is making a decision prior to taking action and knowing what City Council's obligations are.

Mayor Howorth expressed concerns that it is out of order and that it occurs at the beginning of every meeting and suggested discussing it at the proper time on the agenda.

Councilmember Burton stated that City Council is here to consider all of the different site plans, not just the two resolutions and that Council has to go through deliberations.

Mayor Howorth clarified that consideration of the resolutions does not preclude other considerations.

City Attorney Quinn Barrow responded to Council questions and clarified the process for this evening.

Community Development Director Richard Thompson gave a brief presentation on

the Manhattan Village Mall Project. He noted that all of the information available has been posted on the City's website for review and that experts are in attendance to respond to questions from City Council. He presented recommendations and addressed the current project site.

City Attorney Barrow reported there have been no changes to the project as presented on April 29, 2014, but highlighted "fine-tuning" of the resolutions and detailed those changes including changes made after discussions with the attorney representing 3500 Sepulveda.

City Attorney Barrow reported that the Public Hearing remains open but City Council has closed the public testimony portion of the hearing. However, the public will be able to comment on the two resolutions presented. He addressed the difference between closing the public testimony versus the Public Hearing noting that the City is providing due process for those wanting to provide input on this project. He added that there have been nine hearings on this matter and that the public has had ample opportunity to comment.

Mark Neumann, 3500 Sepulveda LLC. property owner, commented in defense of his property rights and read a letter submitted to the City by one of his tenants, Mike Simms. He noted meeting with Councilmembers to discuss this matter with the exception of Councilmember Lesser who indicated his desire to stay impartial. He commented on prior meetings and prior approval of the project and stated that there are flaws to the resolutions including the exclusion of Macy's. He referenced the settlement agreement with RREEF and opined that the conditions ignore the settlement agreement.

Brant Dveirin, Attorney from Lewis, Brisbois, Bisgaard & Smith LLP, representing 3500 Sepulveda LLC., referenced a letter he submitted to City Council including a red line resolution, reported meeting with RREEF and the City and commented on issues agreed to and issues needing to be addressed. He addressed parking issues affecting his clients' building and stated that they want what was agreed to in the settlement agreement. Additionally, he asked to add two conditions to the resolution including, "RREEF shall, without further reducing the available number and type of parking, add a stairwell and elevator to the north deck facing the Hacienda building, the plans to be preapproved in writing by the Hacienda building owners whose approvals will not be unreasonably withheld". The second condition requested includes, "The parties, in good faith, negotiate to add 150 spaces in a new lot adjacent to 3500 Sepulveda building". He asked that RREEF and staff work with them to develop solutions amenable to all.

Mr. Neumann added that they have reached out to RREEF in an attempt to work out the issues of contention but that RREEF has been unresponsive.

Mark English, RREEF, provided a PowerPoint presentation noting that the process has been detailed and thorough with respect to the site planning. He asked for approval of the project as proposed and stated that they are not prepared to discuss any more changes to the project. He added that they have complied with the ten items directed by City Council on January 29, 2014, and have explored all available alternatives. He addressed the scale of the project, phases, expansion on the existing square footage, Macy's consolidation, renderings, comparable projects, open space, building heights, massing, ownership and their commitment to the project.

Mayor Howorth opened the floor for public comments.

An Unknown Speaker spoke regarding the need for women to be extra vigilant in

walking by themselves in parking lots or garages adding that one out of every four rapes takes place in a public area or parking garage. She expressed concerns regarding sexual predators and increased crime.

Jerri Dearden expressed concerns regarding the Cedar Way entrance and exit at Rosecrans and Marine Avenues.

An Unknown Speaker urged City Council to avoid negativity and spoke in support of keeping taxes and jobs in Manhattan Beach and in support of the proposed enhancement.

Russ Lesser spoke in support of the project and expressed concerns regarding opposition to the project.

Robert Bush urged City Council to preserve the City's small-town charm and spoke in opposition to the project.

Michelle Murphy expressed concerns with comments by RREEF that they are not prepared to discuss any more changes to the project. She noted this is a big expansion to the Mall and expressed concerns regarding impacts to traffic.

Esther Besbris commented on the City's mission statement and stated that the express concerns of residents have not been directly addressed by City Council. She stated there are too many issues that are still open-ended that need to be addressed. She urged City Council to keep the City's small-town character.

Cory Briggs spoke on behalf of Sensible Citizens of Manhattan Beach and 3500 Sepulveda noting that City Council is violating his clients' due process rights in that it approved the project in January, closed the Public Hearing previously and did not properly reopen it. Additionally, he stated that due process rights are being violated in terms of the same attorney who advises staff also advising City Council. He alleged that Mayor Pro Tem Powell is spreading lies about 3500 Sepulveda telling members of the public that 3500 Sepulveda is only in it for \$1 million payoff. He stated that Councilmember Lesser has violated due process in that he previously told RREEF he would not meet with them but then met with them before the January City Council meeting and was in a subcommittee for this project and obtained evidence outside of the Public Hearing. He believed that both should be recused from voting on this matter.

Jan Dennis urged City Council to approve the northeast parking structure, Macy's expansion, and more shops at the Macy's Men Store and to let RREEF develop the Fry's property. However, she spoke in opposition to destroying the ambiance at 3500 Sepulveda with a parking structure and urged City Council to maintain its small-town atmosphere.

Vicki Neumann submitted a list she compiled of unanswered questions as well as a copy of an email between Jeffrey Chambers and Mark English after the January 2014 meeting.

Bob Lauson suggested letting the public decide this matter by placing it on the November ballot. He added that if City Council approves the resolutions, there is a substantial risk that it is acting contrary to the will of the people.

Faith Lyons stated that the process has been flawed from the beginning and that it compromises any decision that City Council may make. She urged City Council not to pass the resolutions at this time.

Marie Calmie stated she was encouraged there had been discussion and agreement between 3500 Sepulveda and RREEF. She encouraged City Council to vote on the project one way or another and move it forward.

Scott King commented on the numerous hearings on this project for the last seven years and noted that we need to move forward.

Viet Ngo opined that the process has been tainted and commented on meetings that have been held without the participation of 3500 Sepulveda. He alleged violations of the Brown Act and asked the City Attorney to refer the matter to the District Attorney.

Joanne Callon spoke in favor of the project and believed that RREEF has taken a lot into consideration. She encouraged City Council to keep sales taxes in the City rather than El Segundo.

Esella Buenebad, U.S. Bank in Manhattan Village, noted that parking has always been an issue and spoke in support of the project.

Neil Boyer spoke in opposition of the project noting that it is a quality of life issue and goes against the "low key" lifestyle in the City. He expressed concerns with congestion, pollution and crime.

Chuck Eldridge spoke in support of the project and urged City Council to approve it.

Mark Bell, M.D., Emergency Physician, spoke on the dangers of parking structures and commented on research he did relative to parking facilities being hunting grounds for criminals and other strangers.

Loralee Ogden reported that most people do not want to kill the Mall but rather "rethink" it. She added that the fact that the matter has been in discussion for seven years is no reason to make a decision at this time.

Diane Wallace hoped that this project can be put to bed. She stated she has appreciated the process and stated that the most significant part of this has been the opportunity to provide input. She hoped that City Council will make a decision at this time.

John Sorrenson spoke in support of the project and agreed with a parking structure.

Seeing no further requests to speak, Mayor Howorth closed public comments.

At 6:46 PM City Council recessed and reconvened at 6:52 PM with all City Councilmembers present.

Mayor Howorth indicated that comments should be made during deliberations and acknowledged Councilmember Burton's comments regarding the importance of City Council having enough time to deliberate. She apologized for her use of the word "grandstanding". She added that she always trusts the intentions of Councilmembers.

Mayor Howorth stated that City Council will not make comments at this time but will ask questions instead.

Mayor Pro Tem Powell and City Attorney Barrow discussed the point in which a decision is made. City Attorney Barrow reported that a decision is made when the

resolution is approved and noted that no decision has been made at this point. In terms of the possibility of letting voters decide the matter, City Attorney Barrow explained that initiatives and referendums are only appropriate for legislative actions. City Council could place advisory measures on the ballot.

Discussion followed regarding the deadline for placing an item on the November ballot.

Mayor Pro Tem Powell and Community Development Director Thompson discussed an agreement by Macy's to consolidate and referenced an MOU. Community Development Director Thompson reported receiving a letter from Macy's showing a strong interest in the project. In terms of the applicant paying the City \$20,000 for a traffic study regarding Oak and Cedar Avenues, Community Development Director Thompson explained what the traffic study would consist of.

Mayor Pro Tem Powell addressed the General Plan and the current zoning for the site as high-intensity commercial and Community Development Director Thompson addressed the various zoning designations and the designation for the Mall site. He added that the mall site is designated as regionally serving which is the most intensive designation. He addressed differences in zoning between the subject project and downtown. Mayor Pro Tem Powell asked if, as a result of the changes made to the resolutions, it requires another CEQA review and Community Development Director Thompson reported that any and all changes that have occurred have been evaluated through the environmental process.

Discussion followed regarding the number of conditions being imposed, no negative impacts to 3500 Sepulveda, and connectivity of Cedar Way to Rosecrans Avenue and traffic mitigation efforts.

Mayor Pro Tem Powell and Mr. English engaged in discussions regarding the status of Macy's, providing evidence of that agreement to City Council, location of the northeast parking structure and an unsuccessful RREEF project in the City of Sunnyvale.

Mayor Pro Tem Powell and Mr. Dveirin discussed a document submitted by Mr. Dveirin and received by City Council today. Mr. Dveirin reported sharing a red line version with the City Attorney weeks ago who indicated that no changes will be made unless there is an agreement with RREEF. Mr. Dveirin explained the relationship between his law firm, the applicant and the law firm represented by Mr. Briggs. He added that he is the attorney that negotiated the original settlement agreement which was not abided by RREEF and the Mr. Biggs is the CEQA counsel.

Mr. Neumann referenced a letter he submitted on April 29, 2014, and reported receiving an email from the City Attorney's office stating that if they made a deal with RREEF, the City would consider the changes. He added that he is gaining nothing and is just trying to maintain the status quo. He indicated that his property rights are being taken away and that Mr. Biggs is advising them on the proper process adding that the process has been flawed and many mistakes have been made.

Mayor Pro Tem Powell and Police Chief Eve Irvine discussed cameras, lighting, security systems, and a Police "holding" office at the Mall, statistics related to rapes and crimes in parking structures in the City, the number of parking structures in the City and typical crimes occurring in parking structures. She added that crimes in parking structures mimic what is occurring in the rest of the community. She explained the process used in evaluating crimes in the Manhattan Village Shopping Center area and noted there is no definitive correlation between putting up a parking

structure and increasing crime. She added that setting security measures in place minimizes crime and addressed these being required of RREEF including security cameras at the egress/ingress of each parking structure as well as each of the entrances to the shopping center. She noted there will be increased security personnel as well as increased lighting.

Discussion followed regarding other parking structures in the area including private parking structures. It was noted that the MBPD does not manage or patrol private parking structures.

In response to Councilmember Lesser's inquiry regarding the private settlement agreement, City Attorney Barrow reported that it has no role in City Council's decision at this time and stated that the decision will be whether to certify the EIR, whether the project has merits and whether the conditions are appropriate. He added that any private agreement with RREEF has no impact on the discretionary approvals that have been received by 3500 Sepulveda. City Attorney Barrow reported that if the City owns a property, it can dictate the uses that go on that property and can impose conditions beyond what it could on a private developer. He stated that he has reviewed some of the proposed modifications to the resolution and most are clerical issues. One of the stumbling blocks is that RREEF was trying to reach an agreement with 3500 Sepulveda, LLC. as late as this afternoon. He added that City Council could make clerical changes to the resolution and non-substantive changes but any changes that would increase or change the project in a significant way would require CEQA review.

Discussion followed between Councilmember Lesser and Community Development Director Thompson regarding the initial zoning for the Hacienda site, limitations regarding uses, the importance of RREEF and 3500 Sepulveda having an agreement and the City's understanding of same before the City heard any consideration of demand for increased parking. It was noted the certain uses are ascribed a certain number of trips for purposes of traffic studies and Community Development Director Thompson stated that staff considers not only parking demand, but traffic impacts as well. He added that planners look to have a balance of uses and noted there are different parking demands and impacts at different times.

Discussion continued regarding the scale of the project, the allocation of square footage, the traffic equivalency program and improvements to the entrance at Cedar Way and Marine Avenue. Community Development Director Thompson reported that an additional lane will be placed at the location to help with traffic congestion.

City Traffic Engineer Erik Zandvliet addressed the condition regarding a traffic study on Cedar Way and Oak Avenue including the scope of the work, funding, traffic calming measures and bypass traffic from Sepulveda. He added that the scope has not been finalized yet and that as far as the development is concerned, is not a mitigation requirement. He commented on proposed improvements to the intersection of Cedar Way and Marine Avenue and noted that the right-of-way is already there.

In response to inquiries from Councilmember D'Errico, City Attorney Barrow addressed the three different owners of the property as well as property rights. He added that the resolution makes it clear that whatever happens with the subject project, it will not change property rights that have been conferred by the City. There are portions of the existing Master Use Permit that affect their ability to do certain things.

Community Development Director Thompson addressed the use and conversion of

the Hacienda building, (3500 Sepulveda) parking for the Tin Roof restaurant and their Use Permit, impacts to parking in the Mall, and location of parking for the Tin Roof restaurant. He added that parking for Tin Roof is part of the private agreement between Hacienda and RREEF. The City also has a parking requirement which is why it was important for the City to understand the entire parking requirement for the shopping center.

Councilmember D'Errico asked how much parking the Tin Roof requires to meet its CUP and the location of same.

Community Development Director Thompson reported that the City is not so much concerned about the ownership issue as it is regarding the availability of parking, as a whole. He added that parking must be convenient and noted parking that surrounds the Tin Roof is available for their customers' use.

In response to Councilmember D'Errico's question, Mr. Neumann reported on the builder of the shopping center and stated that it has one set of zoning. He clarified that his building has never been just zoned for office noting that it had a bank and a dentist when he purchased it. He added that it is zoned for several types of uses in the shopping center. He reported that parking at the shopping center does not comply with the Municipal Code and that although he does not own a parking lot, he has an easement across the entire parking lot from Marine Avenue to the Veterans Parkway, from east to west and addressed parking required for Tin Roof restaurant.

Councilmember D'Errico and Consultant Kosmont engaged in discussion regarding revenue represented by the additional square footage and the current shopping center revenue as well as the parking ratio needed for specific retail mixes. Ensuing discussion pertained to open space, the possibility of closing off Cedar Way to use as engagement space and space in the interior of the mall that could be used for programming and interactively with retail and special events. Mr. Kosmont addressed the extension of Cedar Way and the potential for additional plaza space there.

Councilmember D'Errico and Mr. English discussed the proposed pedestrian bridge from the parking structure to the Macy's north building and the Macy's Men Store. Mr. English stated that if Macy's does not consolidate, they would want the bridge there. Mr. English addressed the time and money spent on the approval process for the project and reasons in support of same. He noted this project is consistent with everything that they have done and although there is no guarantee, there is no reason that would cause the project to stop and that their investments are from pension funds, which is something they take very seriously and is of the highest fiduciary duty. He reported there is no debt on the property. Mr. English addressed the conditions that have been negotiated and reported that if the project is not voted on or is denied, they will be disappointed but will move on. He noted the possibility of considering the need for additional work but stated that based on the way the process has been going for the last 2 ½ years, there is a strong possibility that they will not continue with the process.

In response to Mayor Howorth's inquiry regarding plans for mobility in terms of access to the greenbelt and a bike path, Mr. English reported that those plans are part of Phase 3. He added there will be significant improvements to the Veterans Parkway connection.

Mayor Howorth and Mr. Kosmont engaged in discussion regarding the total sales tax revenue generated by the mall.

Finance Director Bruce Moe reported that it represents 1/3 of the City's sales tax revenue.

Mr. Kosmont noted conditions that have not changed including a requirement of \$400,000 to complete the application as well as related occupancy permits. He added that this is not a development agreement but rather a third-party application by a property owner for zoning.

In response to Councilmember Burton's question regarding placing the two Phase I parking structures on the ballot for a vote of the community, City Attorney Barrow reported that it could be done and would be an advisory measure.

Councilmember Burton and Mr. English spoke regarding efforts at up-scaling the shopping center, refreshing the interior Mall, signing the lease extension with Apple and related improvements to the interior of the Mall. Mr. English affirmed that they are renewing leases and raising lease rents in order to get tenants to leave and attract more upscale tenants.

Councilmember Burton and Community Development Director Thompson discussed a 2007 letter sent by Mr. Simms where the City encouraged the parties to work things out among themselves while giving the City acknowledgement that parking was available for the Hacienda building. Councilmember Burton commented on the initial decision to build two parking structures and noted that the plan has not changed. Community Development Director Thompson addressed the plan for parking structures and he provided a brief history of the matter. He added there is an understanding between RREEF and surrounding village homeowners that precludes a parking structure located south of the Macy's Men Store.

Councilmember Burton and Mr. Pat Gibson, Transportation Engineer, discussed a previous traffic study, the three roads that pass through the mall, downgrading Village Drive and plans for Cedar Way and Carlotta Way. They discussed entry and exit points, parking structure ramps, the northeast parking garage structure ingress and egress, deceleration and acceleration lanes, levels of parking relative to Phase 3, the possibility of subterranean parking on the northeast corner, location of the bus stop and the importance of deceleration lanes. Discussion continued regarding project impacts to the area west of Sepulveda, additional peak hour trips to the intersection of Sepulveda Boulevard and Rosecrans Avenue, the traffic equivalency program, and other projects on which Mr. Gibson has worked that have traffic equivalency programs. Mr. Gibson reported that Village Drive is included in the traffic study and addressed traffic impacts to Carlotta Way. He added that the portion of Village Drive that is being "de-emphasized" is the portion that goes behind the stores.

Mayor Howorth and Mr. Neumann discussed parking required for the Tin Roof restaurant.

Mayor Pro Tem Powell and Community Development Director Thompson discussed Condition No. 13 and it was reported that there are no bars or liquor stores allowed in this development. Discussion followed regarding the height variances due to the rolling terrain and because of the new ADA requirements requiring an elevator as well as the reasons for the sign exceptions being sought. Community Development Director Thompson addressed the availability of all documents pertaining to this project on the City's website.

Mayor Pro Tem Powell reported that the applicant had numerous town hall meetings with nearby residents and as a result, substantially revised their plans. He commented on the history and evolution of the project throughout the process and

stressed that he did not break his campaign promise regarding approving the project. He asked that the owner of the anonymous website remove comments about him breaking his campaign promises adding that it is defamatory.

Councilmember Burton and City Attorney Barrow discussed a decision-making structure in terms of bridging the analytical gap between raw data and the ultimate decision. City Attorney Barrow reported that no decisions were reached at the City Council meeting of January 14, 2014, and that the motions made were proper. He commented on a case in Topanga and noted that this process has followed that process approved by the California Supreme Court. He addressed the numerous hearings and community input opportunities and suggested offering the owner of 3500 Sepulveda the chance for a rebuttal, after which, the Mayor may close the Public Hearing and City Council can deliberate.

Discussion followed regarding entering documents into the record and the importance of having City Council deliberate.

Councilmember Burton and Mr. English discussed the ownership of the property, RREEF's role and parent company, RREEF's world-wide asset value, creation of a lifestyle center and attempts at boosting sales per square foot, area to be served and the various site plans and one showing a single parking garage in Phase I.

Mr. English stated he does not believe that plans were ever presented that did not have parking garages up front and is unsure whether the previous owners of the property did so. He referenced site plans from 2009 that have both a north and south deck. He added there is a prior site plan that shows only one parking deck.

Councilmember Burton and Mr. English discussed the inclusion of Phase 3 in the current plans.

Councilmember Burton and Mr. Kosmont discussed lifestyle centers and related sales per square foot, areas for community events, ownership and consolidation of department stores and anchors and the probability of having Phases 2 and 3 constructed if only Phase 1 is approved and the economy does not improve.

Mayor Pro Tem Powell provided a brief history of Macy's and the development.

Councilmember Lesser addressed the process when City Council returns from recess and noted the need to have dialogue and move forward.

At 9:28 PM City Council recessed and reconvened at 9:40 PM with all Councilmembers present.

Mayor Howorth offered Mr. Neumann the opportunity for a rebuttal.

Mr. Neumann distributed a copy of a letter requiring a settlement agreement between the parties. He clarified that their property has never been strictly zoned as an office building and has always been zoned commercial. He noted they have zero parking but have an easement for 1,300 spaces. He requested information regarding the parking equivalency program and questioned how his status changed from owner to applicant.

City Attorney Barrow stated there is no material difference between the terms owner and applicant. He added that in the draft resolution, 3500 Sepulveda is described as one of the three owners of the property and that based on the request of their attorney, the two other owners were added.

Mr. Neumann reported that Macy's signed an application, but that the Macy's that signed is not the same entity that owns the building. He added that there are many factual mistakes in the resolution and complained that he has been left out of the process.

Mayor Howorth asked regarding Mr. Neumann's main issues of concern and he responded that it relates to the north parking structure and the elimination of parking spaces directly in front of his building. He expressed concerns that the number of parking spaces serving his building is decreasing. He added that the garages could have simply been moved to the south and commented on the traffic coming out of the parking structures. He expressed concerns with fairness. His attorney, Cory Briggs, added that the City received a letter from one of Mr. Neumann's lawyers asking to add two conditions to the resolution.

Mayor Howorth offered an opportunity to RREEF to rebut.

Mr. English reported that they have never refused to meet with 3500 Sepulveda, adding that verbal and written requests for meetings have been issued. He noted that a lot of evidence has been presented through a normal process and expressed concerns with evidence that has been presented at the last minute. Additionally, he suggested keeping private agreements, private and noted that RREEF is fully compliant with the agreement between RREEF and 3500 Sepulveda. He added that Mr. Neumann does not have an easement giving him unfettered access to 1,300 parking spaces in front of his building, but rather a reciprocal agreement which gives him access to a certain proportion of parking equaling 70 spaces.

Mayor Howorth noted that City Council should not be looking at the agreement between the parties, but rather the resolution and the project.

Councilmember Burton apologized to Mr. English and stated he was looking for examples of site plans that did not have the two parking structures and showed more open space.

Mayor Howorth closed the Public Hearing at 9:57 PM.

Mayor Pro Tem Powell stated he would stipulate to the two additional conditions suggested by Mr. Briggs and stated that he has the utmost respect for Mr. Neumann and clarified comments made as well as the fact that the project has been modified substantially resulting in his ability to consider approving it. He added that there are disparaging opinions regarding this project and noted his efforts at generating solutions. He acknowledged the efforts of the developer and the many changes made but noted he is still concerned about the public and the fact that there are two property owners that have a dispute. He stated he wants to see the two parties get together and resolve their differences as they have before. He expressed concerns that City Council will approve the project but that it will be held up in litigation because the owners cannot reach an agreement between themselves.

Councilmember Burton indicated his agreement with Mayor Pro Tem Powell comments. He stated there has been a lot of misinformation generated on this project and commented on the lack of representation by Macy's. He addressed the importance of Macy's consolidation, Phase 3 being a part of the project and the extension of Cedar Way. He expressed concerns that if City Council approves Phase 1, Phases 2 and 3 will not be completed. He stated that Macy's is highly motivated to maintain their Men Store as the lease rate is very low. Councilmember Burton suggested there are other alternatives to the two proposed parking structures

and expressed concerns with increased traffic, the lack of an outdoor lifestyle experience and not integrating Phase 3 into the project. He noted the need for certainty and stated there is no rush in making a decision.

Councilmember D'Errico addressed comments made regarding his intentions on this project. He commented on the divergent community opinions and stated that residents in favor of the project are in favor of the Mall redevelopment but not of the proposed parking structures. He noted the importance of keeping tax dollars in the City and commented on lifestyle malls and creating great open spaces and a central destination. He commented on the importance of the Fry's property and indicated wanting it to be integrated and part of the whole experience of the shopping center. He addressed Macy's consolidation and its driving of the parking structures and expressed concerns regarding Macy's lack of representation.

Councilmember Lesser commented on the challenge for the community being how to get beyond the divisiveness of residents who all care about the community. He noted that everyone is concerned about traffic, the loss of the small-town charm and the scale of new construction. He addressed the goals and policies of the General Plan, noted that he has retained an open mind in considering this project and agreed that the main issue of concern is the parking structures where he would rather see it as a pedestrian centric, open area, outdoor mall with smaller scale development. He addressed the disagreement between the property owners and stated that although he would design it differently if it were his property, it is a privately-owned property and it will be difficult to reach consensus.

Councilmember Lesser commented on the changes made from the original proposal and addressed economic development, setting precedence, getting Macy's to consider consolidation, saving Apple, the importance of revitalizing the Mall, enhancements to the parking structures and open spaces. He indicated he would be willing to support the resolution and looked forward to opportunities of bringing the community back together.

Mayor Howorth noted that originally, the project was not perfect but was a vast improvement over the oil fields. She added that she would not design the project as proposed but added she has no investment in the matter and the City has no leverage with Macy's and they have a lot of pull. She commented on the parking structures and stated that RREEF has cooperated by modifying the project extensively. The shopping center is not perfect, but will be better than it is now. The Mall will need to be expanded in order to justify the improvements that the City wants the developer to make. She noted that the City has no financial risk in the project but that there will be no increase in tax revenue without the project. Mayor Howorth commented on the private agreement between the owners and stated she would like to see a resolution. She commented on the additional conditions suggested by Mr. Neumann including adding a stairwell and elevator facing the Hacienda building. Additionally, she believed that RREEF has compromised and while it is not perfect, the fault lies in the footprint of the existing buildings with which they must work. She noted that the City should not be an unfriendly environment for economic development and stated her support of the resolutions proposed with consideration to the conditions of approval suggested by Mr. Neumann.

Councilmember Burton commented on the location of the parking structures, impacts to developments along the Sepulveda corridor, developing an outdoor life experience, the economics of the project, deciding what is in the best interest of residents and concerns that Phases 2 and 3 will not proceed. He does not believe that the development was scaled back and commented on an agreement between Macy's and RREEF noting that they both have financial incentives not to build the project out.

He reiterated that the parking structures are inappropriate and expressed concerns that if only Phase 1 is built, it will hurt the City, permanently. He believed that City Council should approve Phase 2 and including Phase 3 as well.

Councilmember Lesser addressed the two conditions proposed by Mr. Neumann and City Attorney Barrow reported that there would be no problem relative to Item No. 1 but was unsure as to whether there would be enough room for a stairwell and an elevator. He stated that adding just a stairwell, would be do-able and would not require additional environmental studies. Regarding Item No. 2, he stated he cannot recommend adding it to the resolution without further environmental review. He commented on the possibility of having the parties resolve their differences in an attempt to avoid litigation but noted that according to a letter received yesterday from Mr. Briggs, the City is already being sued by a group called, "Sensible Citizens for Manhattan Beach".

City Attorney Barrow addressed previous discussions regarding RREEF providing parking in the event that 3500 Sepulveda wants to change their use to a more intensive use, adding that he believed that was something that could be worked out and that it would not require additional CEQA analysis. He addressed medical uses noting that the resolution was drafted to approve medical use, with a cap. He added that is another issue that could be resolved without additional environmental analysis. He reported that he cannot recommend on the addition of Item No. 2 as proposed by Mr. Neumann as it might require additional environmental analysis.

Mayor Pro Tem Powell commented on other shopping centers that have small-scale parking structures. He noted that Condition 1 seems to be stipulated by all and indicated he would like to see a stairwell on the west side of the parking structure providing access to the Hacienda building and 3500 Sepulveda. He noted that one of the parking structures was reduced by 50% and suggested getting rid of the half level on the North Structure in Phase I and reducing it to two levels. He stated he would like to see an MOU or some type of definitive agreement with Macy's relative to the consolidation and keeping Macy's as an anchor tenant. He would like to see the two parties getting together to work out their other differences.

City Attorney Barrow noted the need to act on the CEQA resolution, first.

Councilmember D'Errico commented on economic development in terms of doing nothing and clarified that the "do nothing" alternative is not a "dooms day" one. He commented on what Phases 1 and 2 add in terms of value added, revenue lost during construction and making a decision based on what residents want. He added that City Council has the responsibility to do what is right for residents and not anyone else. He reported that he will not make a decision based on potential litigation.

Mayor Howorth agreed that the fact there is a disagreement between the parties is not a basis for approving or not approving the project. She noted that City Council is making a decision as to whether or not the use is appropriate for a particular site or property. Additionally, she commented on the loss of revenue during construction and stated that it cannot get in the way of progress.

Councilmember Burton reiterated that Phase 3 should be included and stated that there is a competition with The Point and presented photos for comparison.

Mayor Howorth encouraged City Council to reach a compromise.

Mayor Pro Tem Powell addressed Phase 3 noting that it is not a "show stopper" in his

book and commented on negotiations with Fry's for a long-term lease. Not all three phases can be done at once.

Councilmember Powell commented on getting the process going.

A motion was made by Councilmember Burton, seconded by Councilmember D'Errico, to direct staff to return with a resolution to consider approving Phases 2 and 3 and if necessary, perform additional CEQA analysis to determine whether it has been covered in the EIR.

Councilmember Lesser noted that the motion was made without input from the applicant regarding the matter.

City Attorney Barrow reported that Phase 3 has been analyzed in the EIR.

Councilmember Burton withdrew the motion.

Mayor Pro Tem Powell noted he has not seen any plans for Phase 3.

A motion was made by Mayor Pro Tem Powell, seconded by Councilmember Lesser, to add Item No. 1 as a condition, requiring the addition of a stairwell in the Phase I North Parking Structure for access by 3500 Sepulveda and the Hacienda building, that the north parking structure be reduced to two levels, deferring to RREEF to determine if the reduction in the parking structure requires a reduction in the building to meet the parking requirements, performing CEQA updates as required, including appropriate mitigation measures, an MOU from Macy's with a commitment to the consolidation and having RREEF and the 3500 Sepulveda owners get together and resolve their differences. All other conditions of approval in the resolutions would stand.

Councilmember Lesser asked if the applicant could address the motion and Council concurred.

Council may consider the applicant's agreement or opposition to the conditions.

Mr. English commented on the need to relocate the elevator when the parking structure was reduced. He stated they would be happy to place a stairwell along the western façade of the north deck as chosen by Hacienda. With respect to the allocation of medical office as well as providing that parking is equalized to allow that to happen, he stated that RREEF would be willing to do that. With respect to reducing the north deck further, he stated that RREEF will not agree to that. He commented on the compromises they have made and stated that reducing the Village Shops does not work. He stated that he has shared the terms of the agreement with Macy's and noted there are conditions of approval that address the matter. There is no signed agreement with Macy's yet but he would be willing to accelerate providing that information to the City. He added that he believes the parties may be able to resolve their issues but did not think that Council's vote to approve the project precludes them doing so. He stated that the reality is that they own property together, they need to cooperate, and it is in their mutual best interest to do so. He added that they will not agree to conditioning approval of the project on the resolution of a private agreement.

In response to Mayor Pro Tem Powell's inquiry regarding other parking that would satisfy the parking ratio, Mr. English noted that they need to be cognizant of the location of parking and reported that they could make the footprint of the parking

structure bigger but expressed concerns regarding the aesthetics and noted that the other owners would need to agree to it. However, they will not agree to reduce the square footage of the Village Shops.

Mr. Neumann stated they would like to have an elevator and a stairwell added in the settlement agreement. He suggested that RREEF consider two-story retail buildings adding that it would reduce the footprint and allow for more parking. Additionally, he suggested doing Phase 2 first.

City Attorney Barrow noted the need to act on the CEQA resolution first and suggested directing staff to return with a resolution with additions and analyzing whether that requires additional environmental review.

Mayor Pro Tem Powell added that concurrent to the CEQA analysis, the parties could negotiate to determine if they can resolve their differences. He stated that he would agree to add an elevator.

Mr. English commented on challenges with making snap decisions that include plan changes such as the reduction of the north parking structure. He stated they will agree to the elevator and commented on the need to comply with a core parking ratio. He objected to the way Macy's actions have been characterized and noted there are very good reasons why they want what they want. They have determined what it will take in order for them to consolidate.

Discussion followed regarding including Phase 3 and whether it would help with the parking ratio.

Mayor Howorth called for the question.

Councilmember Burton made a friendly amendment to include Phase 3 noting that it has already been evaluated within the EIR.

Discussion followed regarding the Fry's lease agreement.

Councilmember Burton opined that Fry's will not stay.

Mayor Pro Tem Powell commented on the lease terms and stated he would accept the friendly amendment if it is to occur upon the expiration of the lease agreement.

A motion was made by Mayor Pro Tem Powell, seconded by Councilmember Lesser, to direct staff to return with a resolution including all existing conditions and with additional conditions requiring the addition of a stairwell and an elevator on the western side of the Phase I North parking structure, reducing the north parking structure to G plus 1 level and determine how that would impact the parking ratio and directing staff to explore ways to do so to such an extent that it would keep the same amount of parking, performing CEQA updates as required, including appropriate mitigation measures, provide a copy of the MOU from Macy's with a commitment to consolidate within ten (10) days of execution and adding a requirement that RREEF and 3500 Sepulveda have to negotiate in good faith.

Councilmember Burton made a friendly amendment to include Phase 3 noting that it has already been evaluated within the EIR.

The motion passed by the following vote:

Aye: 3 - Powell, Burton and Lesser

Nay: 2 - Howorth and D'Errico

City Attorney Barrow reported that staff will return to City Council with a resolution as discussed above along with a CEQA resolution. Additional supplemental analysis may need to be performed.

H. CITY MANAGER REPORT

None.

I. CITY ATTORNEY REPORT

None.

J. CITY COUNCIL ANNOUNCEMENTS AND REPORTS

None.

K. PUBLIC COMMENT ON NON-AGENDA ITEMS

Viet Ngo alleged criminal activity on the part of members of the City Council and misappropriation of funds.

Mayor Howorth commented briefly on the absolute absurdity of the previous speaker's claims.

Patrick McBride spoke on issues he witnessed at Polliwog Park, and the difference between the Municipal Code of the City and the current signs in Polliwog Park. He thinks this is overkill on the part of the City.

Craig Cadwallader spoke regarding the Bite at the Beach event, the desire for a sign of support for SB-270, encouraged the idea of a charge per paper bag to encourage the use of reusable bags, gave evidence of cities where this is present in ordinances.

L. CONSENT CALENDAR

4. One-Year Contract with Verizon California, Inc. to Provide Telecommunications Services Including Integrated Services Digital Network, Digital Signal 1 and CentraNet Telecommunications Services with an Estimated Annual Value of \$49,809 (Acting City Manager Moe).

CON 14-0019

APPROVE

A motion was made by Mayor Pro Tem Powell, and seconded by Councilmember D'Errico to approve the Consent Calendar. The motion passed by the following vote:

Aye: 5 - Howorth, Powell, Burton, D'Errico and Lesser

M. GENERAL BUSINESS

5. Approve Request for Proposals for Downtown Plan Preparation and Briefing on Possible Interim Regulations (Community Development Director Thompson). **14-0235**

APPROVE RFP AND RECEIVE BRIEFING

Senior Management Analyst David Biggs gave a report on the Downtown Specific Plan. Recommend approval of the RFP.

Community Development Director Thompson answered a question posed by Councilmember Lesser regarding earlier documents studying the downtown, and the current document in the proposed RFP.

Community Development Director Thompson answered questions posed by Mayor Pro Tem Powell regarding integration with the mobility plan and misplaced names on the report.

City Attorney Barrow reported that the report is approved as to form.

Senior Management Analyst Biggs responded to Councilmember D'Errico's question regarding Speak Up Manhattan Beach, the purpose of the project, and the developing nature of the project being as it is only in the beginning of the process.

Mayor Amy Howorth opened the floor to public comment

Viet Ngo inquired where the \$100,000 in the project comes from. Commented on the use of the city seal and location of posters being used for this project, alleges misappropriation of funds on the part of members of the City Council.

Seeing no further requests to speak, Mayor Howorth closed the floor to public comment.

A motion was made by Councilmember Burton, seconded by Mayor Pro Tem Powell, to a request for proposal for the preparation of a specific plan for downtown Manhattan Beach.

Aye: 5 - Howorth, Powell, Burton, D'Errico and Lesser

6. Employment Agreement with New City Manager (City Attorney Barrow). **CON 14-0026**
APPROVE

City Attorney Quinn Barrow gave a PowerPoint Presentation regarding the contract for the new City Manager, Mark Danaj.

Mayor Howorth opened the floor to public comment.

Viet Ngo alleged the car and housing rental allowances were illegal.

Seeing no further requests to speak, Mayor Howorth closed the public comment.

Councilmember Lesser commented on the skills and personality of the new City

Manager, Mark Danaj, to raise the City's standards and outlined the qualities he will bring to Manhattan Beach. These comments were echoed by all City Councilmembers.

A motion was made by Councilmember Burton, seconded by Mayor Pro Tem Powell, to approve the employment contract with Mark Danaj, with the amendment of 280 hours of general leave per year. The motion carried by the following vote:

Aye: 5 - Howorth, Powell, Burton, D'Errico and Lesser

N. ITEMS REMOVED FROM THE CONSENT CALENDAR

None.

O. OPTIONAL ADDITIONAL PUBLIC COMMENTS ON NON-AGENDA ITEMS

None.

P. OTHER COUNCIL BUSINESS, COMMITTEE AND TRAVEL REPORTS, FUTURE DISCUSSION ITEMS

Councilmember Lesser reported that Councilmembers Burton, D'Errico, Powell, and Lesser attended a Beach Cities Health District presentation "Living Streets" providing overview of issues that may come forth through a mobility plan. No city funds were expended.

Q. RECEIVE AND FILE ITEMS

- 7.** Financial Reports: **14-0196**
Schedule of Demands: April 24, 2014 and May 8, 2014 (Acting City Manager Moe).
RECEIVE AND FILE

A motion was made by Councilmember Burton, seconded by Councilmember Lesser for the item to be received and filed.

The motion carried by the following vote:

Aye: 5 - Howorth, Powell, Burton, D'Errico and Lesser

R. ADJOURNMENT

At 12:40 AM the City Council adjourned to the 6:00 PM Adjourned Regular Meeting Budget Study Session #3 on Wednesday May 21, 2014 in the Police / Fire Conference room.

Vida Barone
Recording Secretary

Amy Thomas Howorth
Mayor

ATTEST:

Liza Tamura
City Clerk



November 25, 2014

Laurie Jester
Planning Manager
Community Development Department
CITY OF MANHATTAN BEACH
1400 Highland Ave.
Manhattan Beach, CA 90266

RE: REVIEW OF APPLICANT'S PROPOSED CONDITIONS REGARDING THE MANHATTAN VILLAGE SHOPPING CENTER PROJECT

Dear Laurie:

Matrix Environmental (Matrix) prepared the Draft and Final EIR for the Manhattan Village Shopping Center Project (Project). At the City's request, Matrix has reviewed the additional conditions recently proposed by the Applicant for the Project. The proposed conditions that are physical in nature include the following:

- In response to the request from City Council, add a stairway and elevator to the west side of the North parking structure;
- Provide 30 additional parking spaces adjacent to 3500 Sepulveda Boulevard building in the culvert with a stairway leading directly to the building;
- Provide interim landscaping and signage at the corner of Rosecrans Avenue and Sepulveda Boulevard; and
- Provide a right-turn/deceleration lane at the 33rd Street entrance to the Project Site.

All of these proposed conditions are within areas of the Project Site that were expected to be developed as part of the Project. As indicated in the attached letter from Gibson Transportation Consulting, Inc., the proposed conditions would not result in new traffic or parking impacts and the analysis and conclusions reached in the EIR with regard to traffic and parking remain valid. With regard to all other environmental issues, the proposed conditions are minor and would not substantively change any of the analyses within the EIR and would not result in significant environmental impacts, or require any additional mitigation. Furthermore, no changes to the Project have been made that would



Laurie Jester

CITY OF MANHATTAN BEACH

November 25, 2014 – Page 2

modify or undermine the conclusions of the EIR since the Final EIR was presented to City Council in Spring 2014.

CEQA requires recirculation of a Draft EIR only when “significant new information” is added to a Draft EIR. Specifically, Section 15088.5 of the CEQA Guidelines states:

“New information added to an EIR is not ‘significant’ unless the EIR is changed in a way that deprives the public of a meaningful opportunity to comment upon a substantial adverse environmental effect of the project or a feasible way to mitigate or avoid such an effect (including a feasible project alternative) that the project’s proponents have declined to implement.”

As the proposed conditions would not result in a new substantial adverse environmental effect, recirculation of the EIR is not required.

Please call me should you have any questions or require additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "Stephanie Eyestone-Jones", written in a cursive style.

Stephanie Eyestone-Jones
MATRIX ENVIRONMENTAL
President

Attachment: Letter from Gibson Transportation Consulting, Inc.

November 20, 2014

Ms. Laurie Jester
Planning Manager
City of Manhattan Beach
1400 Highland Avenue
Manhattan Beach, California 90266

**RE: REVIEW OF NEW CONDITIONS PROPOSED FOR
THE MANHATTAN VILLAGE SHOPPING CENTER DATED NOVEMBER 2014
REF: J1106**

Dear Ms. Jester:

Gibson Transportation Consulting was asked to review new conditions proposed by the developer of the Manhattan Village Shopping Center in response to the City Council's request in May 2014. The intent of this review was to analyze the proposed conditions to determine whether any additional environmental review or study is necessary. We have previously reviewed the project ("Project") in connection with the preparation of the Environmental Impact Report ("EIR") and prior modifications to the Project.

NEW CONDITIONS PROPOSED IN MAY 2014

The City Council directed staff to draft the necessary resolutions to approve the project, subject to five additional items. The first item was to approve all three phases, including Phase 3. The environmental impacts associated with Phase 3 were fully analyzed in the EIR. Thus, no additional review of a decision to approve Phase 3 is necessary. Two of the items-(a) providing a copy of an agreement between Macy's and Deutsche, and (b) good faith negotiations with Hacienda-do not involve any physical changes to the project, and thus do not require any environmental review. The council requested that the developer reduce the north parking structure to G+1, but the developer has stated that it is unable to reduce the core parking area. The developer has agreed to install an elevator and stairway on the west side of the north parking structure. In addition, the developer has offered to install 30 new parking spaces adjacent to the Hacienda Building, and to dedicate land for and construct a right turn/deceleration lane at the main entrance of the Shopping Center (Sepulveda/33rd Street) for northbound traffic to ingress the Center.

Accordingly, we have analyzed any potential environmental impacts arising from the following minor modifications:

1. The addition of an elevator and stairway to the west side of the north deck.
2. Construction of an additional 30 parking spaces in the culvert adjacent to the Hacienda Building to be allocated to the Hacienda Building. A stairway to the Hacienda Building will also be constructed.

3. The addition of a northbound right turn lane into the Center from Sepulveda at 33rd Street.

All other aspects of Phases 1 and 2 of the modified proposal remain in place.

EIR TRAFFIC STUDY VALIDITY

The question asked by the City is whether or not the above modifications would change the analysis or conclusions of the 2014 EIR for the Project. The following areas are the most sensitive from the traffic and parking perspective.

Project Trip Generation

The modifications do not increase the trip generation of the Project because the trip generation of a shopping center is based on the size of the center (i.e., number of square feet of gross leasable area) and not on the number of parking spaces provided within the center. The addition of the stairway and the addition of 30 new parking spaces would therefore not affect the trip generation of the project.

Thus from the perspective of Project trip generation, the analysis in the EIR is applicable, if not conservative, to the Project with the new conditions.

Base Conditions

The issue of Base Conditions was raised and studied during the FEIR. Typically if the Base Conditions change, there is the possibility that the Project traffic could have a significant impact on the transportation system that it did not have at the time of the EIR analysis. The three minor modifications would not affect the Base Conditions studied in the Project EIR.

New traffic counts were conducted in September 2013 along Rosecrans at the request of City Council for the purpose of checking traffic growth and verifying that the Project did not cause significant impacts along Rosecrans to the east of the center. The counts did indeed verify that the Project did not add enough incremental traffic to the Rosecrans Avenue corridor to cause significant impacts.

More importantly for the purpose of this discussion, the new counts confirmed that the traffic volumes on the arterial streets in the vicinity of Manhattan Village Shopping Center were still well within the Base Conditions traffic levels assumed in the Project EIR. The Base Conditions in the EIR assumed a 1% annual background growth in traffic levels and it assumed the addition of over 58,000 daily trips added to the background traffic as a result of 33 related projects in the study area. Most of these related projects have not been constructed, and therefore the trips have not been added to the background traffic levels even though they have been assumed to be on the street system in the Project EIR.

If new study intersection traffic counts were conducted today, we believe that they would be consistent with the counts shown in the EIR. Hundreds of intersection traffic counts

conducted throughout Southern California have shown a leveling off of traffic in the peak hours and we would expect that to be the case here also. In addition, the Cumulative analysis in the Project EIR still contains background traffic from 33 related projects – most of which have still not been built.

Parking Ratio

The addition of 30 new spaces is well within the range that was discussed in the Project EIR. A total of 30 spaces spread over the 650,000 +/- square feet at the end of Phases 1 and 2 would change the parking ratio by 0.046 spaces per 1,000 square feet. This change would not be noticed. The Project, as modified, still is proposed to meet the minimum required parking ratio and the additional 30 spaces are within the +10% range allowed by the City.

The new distribution of parking (+30 spaces in the culvert) is not substantial enough to change the traffic performance at the Project driveways.

Intersection Improvement: a Northbound Right Turn/Deceleration Lane on Sepulveda at the 33rd Street entrance.

On a typical weekday pm peak hour, the predominant flow on Sepulveda is southbound so the traffic signal timing is controlled by the southbound flow of traffic. Thus the addition of northbound capacity to the intersection would not change the weekday pm peak hour Level of Service of the intersection.

On Saturday afternoon however, the predominant flow of traffic is northbound so the addition of a right turn lane would move the 126 northbound right turning vehicles out of the curb through lane and into the right turn lane. This would have the effect of improving the Saturday afternoon volume/capacity ratio at the intersection, but the overall intersection would continue to perform at Level of Service C.

The addition of the northbound right turn lane/deceleration lane at Sepulveda/33rd Street (designed to the satisfaction of the City Traffic Engineer) will allow better distribution of traffic across the through lanes on Sepulveda so the intersection operation will improve, even if the effects don't show up in the capacity calculation.

The Project did not have a significant impact at this location under the previous proposal and it will not have an impact under the Project, as modified, with the reconfigured intersection.

SUMMARY

The modifications proposed are minor as far as traffic and parking are concerned. The analysis and conclusions of the Project EIR are still valid and are still applicable to the Project, as modified by these conditions of approval.

It is our opinion that no additional technical analyses are needed to evaluate the impacts of the Project, as modified by these conditions of approval. The traffic and parking impacts of the modified Project will be slightly less than those reported in the Project EIR.

Please call with any questions.

Sincerely,

A handwritten signature in blue ink, appearing to read "Patrick A. Gibson". The signature is fluid and cursive, with a large initial "P" and "G".

Patrick A. Gibson P.E., PTOE
President

Agenda Date: 12/2/2014

TO:

Honorable Mayor and Members of the City Council

THROUGH:

Mark Danaj, City Manager

FROM:

Bruce Moe, Finance Director

SUBJECT:

Financial Report:

Schedule of Demands: November 6, 2014 (Finance Director Moe).

RECEIVE AND FILE

RECOMMENDATION:

Staff recommends that the City Council ratify the attached schedule of demands, and receive and file this report.

FISCAL IMPLICATIONS:

The financial report included herein is designed to communicate fiscal activity based upon adopted and approved budget appropriations. No further action of a fiscal nature is requested as part of this report.

The total value of the warrant register for November 6, 2014 is \$1,920,048.60.

BACKGROUND:

Finance staff prepares a variety of financial reports for the City Council and the Finance Subcommittee. A brief discussion of the enclosed reports follows.

DISCUSSION:

Ratification of Demands:

Every two weeks staff prepares a comprehensive listing of all disbursements (warrant and payroll registers) with staff certification that the expenditure transactions listed have been reviewed and are within budgeted appropriations.

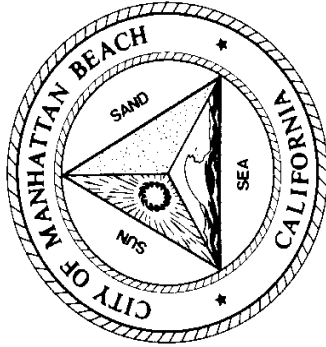
CONCLUSION:

Staff recommends that the City Council receive and file the attached financial report.

Attachment:

1. Schedule of Demands Register for November 6, 2014

City of Manhattan Beach




Schedule of Demands November 6, 2014


CITY OF MANHATTAN BEACH
WARRANT REGISTER

WARRANT(S) WR 10B
DATED: 11/06/2014

I HEREBY CERTIFY THAT THE CLAIMS OR DEMANDS COVERED BY THE ABOVE WARRANT(S) IN THE AMOUNT OF \$1,920,048.60 HAVE BEEN REVIEWED AND THAT SAID CLAIMS OR DEMANDS ARE ACCURATE, ARE IN CONFORMANCE WITH THE ADOPTED BUDGET, AND THAT THE FUNDS ARE AVAILABLE THEREOF.



FINANCE DIRECTOR



CITY MANAGER

THIS 2ND DAY OF DECEMBER

WARRANT REGISTER(S)	WR 10B	WARRANT(S)	10B	864,984.03
		PREPAID WIRES / MANUAL CKS	10B	243,088.96
		SUBTOTAL WARRANTS		<u>1,108,072.99</u>
		VOIDS	10B	0.00
		PAYROLL	PY	811,975.61
		TOTAL WARRANTS		<u><u>1,920,048.60</u></u>

**CITY OF MANHATTAN BEACH
 WARRANT REGISTER**

WR 10b

WARRANT BATCH NUMBER:

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
111014	11/10/2014	T	UNION BANK	F.I.T./MEDICARE/S.I.T.	243,088.96
SUBTOTAL					243,088.96
516490	11/6/2014	N	1 800 PACK RAT LLC	STORAGE CONTRAINER RENTAL	410.92
516491	11/6/2014	N	DALE ADAMS	CASH KEY REFUND	31.00
516492	11/6/2014	N	ADPI WEST INC	AMBULANCE BILLING-AUG 2014	7,329.90
516493	11/6/2014	N	AKM CONSULTING ENGINEERS INC	CONTRACT EXTENSION - PROFESSIONAL ;	2,190.00
516494	11/6/2014	N	ALL CITY MANAGEMENT SVCS	CROSSING GUARD SERVICES	12,533.01
516495	11/6/2014	N	CARRIE ALLAN	CASH KEY REFUND	16.00
516496	11/6/2014	N	AM-TEC TOTAL SECURITY INC	COIN ROOM VIDEO SURVEILLANCE PROJE	7,460.18
516497	11/6/2014	N	ANI ACQUISITION SUB DOCULYNX	CONTRACT SERVICES-DOC IMAGING	1,018.57
516498	11/6/2014	N	ANTHEM BLUE CROSS	AMBULANCE BILLING REIMBURSEMENT	1,013.33
516499	11/6/2014	N	AQUA FLO	IRRIGATION SUPPLIES CONTRACT	1,177.66
516500	11/6/2014	N	AQUILUS ENTERPRISES INC	FACILITATOR FEE-TEAM BUILDING	5,550.00
516501	11/6/2014	N	ARAKELIAN ENTERPRISES INC	STREET SWEEPING SVC EXTRAS	2,362.80
516502	11/6/2014	N	ASSA ABLOY ENTRANCE SYSTEMS US	RFP# 738-08 AUTOMATIC DOOR MAINTEN/	2,954.44
516503	11/6/2014	N	AT&T MOBILITY	CELLULAR CHARGES	2,816.86
516504	11/6/2014	N	JENNIFER BARENDRECHT	ALARM SCHOOL REFUND	190.00
516505	11/6/2014	N	ELIZABETH BAYERD	CITATION REFUND	69.00
516506	11/6/2014	N	DEREK BILLINGS	CASH KEY REFUND	57.00
516507	11/6/2014	N	NATALIE BOEHM	CASH KEY REFUND	10.00
516508	11/6/2014	N	NICHOLAS BRAASCH	REIMBURSEMENT-TRAVEL EXPENSE	81.00
516509	11/6/2014	N	LESLEY BRADY	TENNIS INSTRUCTOR	4,290.00
516510	11/6/2014	N	MICHAEL BRANDIN	STREET SWEEPING REIMBURSEMENT	60.76

CITY OF MANHATTAN BEACH
WARRANT REGISTER

WARRANT BATCH NUMBER:

WR 10b

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
516511	11/6/2014	N	BRITHINEE ELECTRIC	VFD REPAIRS	1,936.00
516512	11/6/2014	N	CHRISTINA MARIE BROOME	WATER AEROBICS INSTRUCTOR	175.00
516513	11/6/2014	N	DONALD BROWN	REIMBURSEMENT-TRAVEL EXPENSE	81.00
516514	11/6/2014	N	BURLINGTON SAFETY LABS	EQUIPMENT TESTING	205.00
516515	11/6/2014	N	CA WATER SERVICE COMPANY	WATER SERVICE	345.49
516516	11/6/2014	N	CAPITAL ONE NATIONAL ASSN	MISC SUPPLIES-COSTCO	2,505.49
516517	11/6/2014	N	CELLCO PARTNERSHIP	WIRELESS SERVICE	191.55
516518	11/6/2014	N	LORELEI OR JASON CHAO	ALARM SCHOOL REFUND	435.00
516519	11/6/2014	N	CLE ELECTRIC INC	ON-CALL ELECTRICIAN	14,385.14
516520	11/6/2014	N	CLEAN ENERGY	FUEL PURCHASES FOR SEPT 2014	1,432.15
516521	11/6/2014	N	CLEANSREET	LANDSCAPE SERVICE EXTRAS	1,280.00
516522	11/6/2014	N	CLINICAL LAB OF SAN BERNARDINO	WATER QUALITY TESTING SERVICES CON'	4,169.55
516523	11/6/2014	N	COLLINS COMPANY	TENNIS SUPPLIES	315.52
516524	11/6/2014	N	COM STRAT LLC	TECHNOLOGY CONSULTING SERVICES	3,515.00
516525	11/6/2014	N	COMMUNITY WORKS LEASING CORP	STRAND STAIRS IMPROVEMENT	7,883.93
516526	11/6/2014	N	COPWARE INC	COMPUTER CONTRACT SERVICES	550.00
516527	11/6/2014	N	DIANE CORBETT	ALARM SCHOOL REFUND	435.00
516528	11/6/2014	N	CORELOGIC INFO SOLUTIONS INC	CONTRACT SERVICES-WIN2DATA	512.00
516529	11/6/2014	N	CRISTANDO HOUSE INC	REGISTRATION-SUPERVISOR COURSE	279.00
516530	11/6/2014	N	R CRAIG CROTTY	ARBORIST	1,375.00
516531	11/6/2014	N	T CUNNINGHAM	STREET SWEEPING REIMBURSEMENT	71.73
516532	11/6/2014	N	ANNA DABNEY	CASH KEY REFUND	10.00

**CITY OF MANHATTAN BEACH
WARRANT REGISTER**

WR 10b

WARRANT BATCH NUMBER:

December 2, 2014

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
516533	11/6/2014	N	MICHELLE DARRINGER	REIMBURSEMENT-TRAVEL EXPENSE	114.00
516534	11/6/2014	N	DEPARTMENT OF TRANSPORTATION	TRAFFIC SIGNAL MAINTENANCE	4,124.35
516535	11/6/2014	N	MARK OR LISA DESERAN	ALARM SCHOOL REFUND	290.00
516536	11/6/2014	N	DEVONSHIRE STAIRCASE	BUSINESS LICENSE PYMT REFUND	177.44
516537	11/6/2014	N	DOWNTOWN MB BUS & PROF ASSN	MB FIT INITIATIVE	150.00
516538	11/6/2014	N	JOHN DULMAGE	REIMBURSEMENT-TRAVEL EXPENSE	177.00
516539	11/6/2014	N	EASY READER INC	ADVERTISING	1,100.00
516540	11/6/2014	N	CHRISTIAN EICHENLAUB	REIMBURSEMENT-TRAVEL EXPENSE	43.00
516541	11/6/2014	N	ANDREW ENRIQUEZ	REIMBURSEMENT-TRAVEL EXPENSE	81.00
516542	11/6/2014	N	ESCOBAR CONTRACTING	REFUND RIGHT OF WAY DEPOSIT	427.00
516543	11/6/2014	N	SHARDA FABRIZIO	CASH KEY REFUND	20.00
516544	11/6/2014	N	FEDERAL EXPRESS CORPORATION	DELIVERY CHARGES	137.37
516545	11/6/2014	N	FIRE INFO SUPPORT SERVICES INC	FIRERMS SUPPORT & MAINTENANCE CON	800.00
516546	11/6/2014	N	FRANCHISE TAX BOARD	EARNINGS WITHHOLDING	400.00
516547	11/6/2014	N	KEN FURUTA	CASH KEY REFUND	56.00
516548	11/6/2014	N	THERESA GAITAN	REIMBURSEMENT-TRAVEL EXPENSE	115.00
516549	11/6/2014	N	GMZ ENGINEERING INC	SEPULVEDA & 2ND ST WATER MAIN-PP2	92,292.50
516550	11/6/2014	N	J GORDON	ALARM SCHOOL REFUND	190.00
516551	11/6/2014	N	ERIC HAALAND	REIMBURSEMENT-TRAVEL EXPENSE	42.75
516552	11/6/2014	N	SAM HERNANDEZ	CASH KEY REFUND	10.00
516553	11/6/2014	N	JUSTIN HIDALGO	REIMBURSEMENT-TRAVEL EXPENSE	81.00
516554	11/6/2014	N	LAURA HIRSCHMANN	CASH KEY REFUND	61.00

CITY OF MANHATTAN BEACH
 WARRANT REGISTER

WR 10b

WARRANT BATCH NUMBER:

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
516555	11/6/2014	N	HOME DEPOT CREDIT SERVICES	MISC SUPPLIES	21.76
516556	11/6/2014	N	HONEYWELL INTERNATIONAL INC	HVAC MAINTENANCE & REPAIR	1,774.04
516557	11/6/2014	N	STEPHEN ROSS HYDE	BEGG POOL MASTERS-POOL COORD	1,530.00
516558	11/6/2014	N	ICMA RETIREMENT TRUST - 401	DEFERRED COMP 108075: PAYMENT	673.08
516559	11/6/2014	N	ICMA RETIREMENT TRUST - 401	DEFERRED COMP 109365: PAYMENT	2,824.08
516560	11/6/2014	N	ICMA RETIREMENT TRUST - 457	DEFERRED COMP AND LOAN REPAY 457	69,590.55
516561	11/6/2014	N	ICMA RETIREMENT TRUST 401	DEFERRED COMP 109766: PAYMENT	4,882.43
516562	11/6/2014	N	IMPRES TECHNOLOGY SOLNS INC	UNINERRUPTED POWER SUPPLY (UPS)	20,563.53
516563	11/6/2014	N	INCONTACT INC	LONG DISTANCE SERVICE	579.29
516564	11/6/2014	N	EVE IRVINE	REIMBURSMENT-TRAVEL EXPENSE	193.20
516565	11/6/2014	N	JOAN STEIN JENKINS	PROSECUTION SERVICES	7,080.80
516566	11/6/2014	N	JFD BUILDERS	REFUND RIGHT OF WAY DEPOSIT	496.00
516567	11/6/2014	N	VICTORIA HELEN JOHNSON	WATER AEROBICS/ARTHRITIS INSTRUCTO	867.00
516568	11/6/2014	N	JENNIFER KALLOK	EARNINGS WITHHOLDING	184.62
516569	11/6/2014	N	KEVORK ENTERPRISES INC	AUTO BODY REPAIRS	1,904.30
516570	11/6/2014	N	KING FENCE INC	FENCE RENTAL	30.00
516571	11/6/2014	N	MICHAEL KING	ALARM SCHOOL REFUND	190.00
516572	11/6/2014	N	KRONOS INCORPORATED	SOFTWARE SUPPORT SERVICES	4,410.64
516573	11/6/2014	N	LA COUNTY DEPT OF P W	TRAFFIC SIGNAL MAINTENANCE	5,895.15
516574	11/6/2014	N	LA COUNTY SHERIFF'S OFFICE	EARNINGS WITHHOLDING	87.50
516575	11/6/2014	N	CORI LAGAO	PARKS & RECREATION REFUND	270.00
516576	11/6/2014	N	VIC LARSON	TENNIS INSTRUCTOR	2,238.60

**CITY OF MANHATTAN BEACH
WARRANT REGISTER**

WT 10b

WARRANT BATCH NUMBER:

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
516577	11/6/2014	N	LBU INC	HOLIDAY PARKING METER COVERS	8,901.76
516578	11/6/2014	N	JEANIE OR GEOFFREY LEWIN	ALARM SCHOOL REFUND	290.00
516579	11/6/2014	N	ANNE GRAY LEWIS	TENNIS INSTRUCTOR	7,181.50
516580	11/6/2014	N	LIDO DE MANHATTAN BAKERY	BUSINESS LICENSE REFUND	36.50
516581	11/6/2014	N	ALAN LIEBERMAN	CASH KEY REFUND	10.00
516582	11/6/2014	N	MICHAEL LYNCH	REIMBURSEMENT-TRAVEL EXPENSE	293.00
516583	11/6/2014	N	M B POLICE MGMT ASSC	DUES \$ (POL MGT ASSN): PAYMENT	280.00
516584	11/6/2014	N	M B POLICE OFFICERS ASSOCIA	DUES \$ (POLICE FIXED): PAYMENT	5,786.76
516585	11/6/2014	N	M B WATER DEPARTMENT	MONTHLY WATER CHARGES	31,349.95
516586	11/6/2014	N	MAIN STREET TOURS INC	TOURS/EVENTS	5,027.00
516587	11/6/2014	N	MANHATTAN AUTO CENTER	AUTOMOTIVE REPAIR SERVICES	827.12
516588	11/6/2014	N	MANHATTAN STITCHING COMPANY	EMBROIDERY/PRINTING SERVICES	601.68
516589	11/6/2014	N	MARINE RESOURCES INC	TEMPORARY EMPLOYEE SERVICES	21,208.59
516590	11/6/2014	N	MBPOA RETIREE	MD TRUST (MED TRUST): PAYMENT	2,625.00
516591	11/6/2014	N	SUSAN MC TIGUE	CASH KEY REFUND	56.00
516592	11/6/2014	N	DORCAS MCCARTHY	AMBULANCE BILLING REIMBURSEMENT	1,777.99
516593	11/6/2014	N	MELROY COMPANY INC	CORE DRILLING AND CONCRETE WORK	1,075.00
516594	11/6/2014	N	MERCHANTS LANDSCAPE SVCS INC	LANDSCAPE SERVICES EXTRAS	3,650.00
516595	11/6/2014	N	METLOX LLC	METLOX SUNDAY MUSIC	5,000.00
516596	11/6/2014	N	MIHM INC	CONTRACT SERVICES	300.00
516597	11/6/2014	N	ALTHEA L MILLER	CASH KEY REFUND	10.00
516598	11/6/2014	N	BRIAN MILLER	CASH KEY REFUND	33.00

**CITY OF MANHATTAN BEACH
WARRANT REGISTER**

WR 10b

WARRANT BATCH NUMBER:

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
516599	11/6/2014	N	ROY V MURPHY	REIMBURSEMENT	98.98
516600	11/6/2014	N	NATALIE'S CATERING	MEALS FOR SENIOR SERVICES	1,700.40
516601	11/6/2014	N	NIXLE LLC	NIXLE 360 UPGRADE	7,500.00
516602	11/6/2014	N	DAVID OR JEAN NORFOLK	ALARM SCHOOL REFUND	190.00
516603	11/6/2014	N	KEVIN O CONNELL	CASH KEY REFUND	10.00
516604	11/6/2014	N	ANGELICA OCHOA	REIMBURSEMENT-TRAVEL EXPENSE	38.69
516605	11/6/2014	N	MATTHEW R OHM	ART EXHIBITION PREPARER	364.50
516606	11/6/2014	N	ROSALIE OR MICHAEL OLSEN	ALARM SCHOOL REFUND	190.00
516607	11/6/2014	N	PACIFIC COAST ELEVATOR CORP	ELEVATOR MAINTENANCE	3,685.99
516608	11/6/2014	N	PAUL DAVIS RESTORATION	REFUND RIGHT OF WAY DEPOSIT	496.00
516609	11/6/2014	N	JANE PAYNE	CASH KEY REFUND	26.00
516610	11/6/2014	N	BRUCE PEROVICH	MAGICIAN-PUMPKIN RACE	750.00
516611	11/6/2014	N	ASHLEA PFLUG	PARKS & RECREATION REFUND	50.00
516612	11/6/2014	N	PRIMUS INC	TRAFFIC SAFETY EQUIPMENT	6,376.50
516613	11/6/2014	N	PUBLIC EMPLOYEES'	PENSION CONTRIBUTION SAFETY: PAYME	269,950.59
516614	11/6/2014	N	QUICK CRETE PRODUCTS CORP	REMOVABLE BOLLARDS	6,518.20
516615	11/6/2014	N	LINDA RADKE	CASH KEY REFUND	65.00
516616	11/6/2014	N	JOHN RAMOS	ALARM SCHOOL REFUND	190.00
516617	11/6/2014	N	RELIANT IMMED CARE MED GRP INC	CONTRACT SERVICES	901.90
516618	11/6/2014	N	RIGHT OF WAY INC	REFUND RIGHT OF WAY DEPOSIT	992.00
516619	11/6/2014	N	RIO HONDO COLLEGE	TRAINING COURSE	38.00
516620	11/6/2014	N	KRYSTI ROSARIO	ALARM SCHOOL REFUND	190.00

**CITY OF MANHATTAN BEACH
WARRANT REGISTER**

WR 10b

WARRANT BATCH NUMBER:

December 2, 2014

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
516621	11/6/2014	N	S B FIRE CHIEFS ASSOCIATION	ANNUAL MEMBERSHIP DUES	200.00
516622	11/6/2014	N	SAM BROWN SHIELDS	HELMET SHIELD	131.00
516623	11/6/2014	N	WARREN SCHAFFER	CASH KEY REFUND	16.00
516624	11/6/2014	N	ROBERT SCHRAG	ALARM SCHOOL REFUND	190.00
516625	11/6/2014	N	BRIAN SCOTT SCHREIBER	DISC JOCKEY OLDER ADULT PROGRAM	350.00
516626	11/6/2014	N	CYDNEY SCHWARZBERG	DOG LICENSE REFUND	18.00
516627	11/6/2014	N	JASON SHANKS	PADDLEBOARD INSTRUTOR	240.00
516628	11/6/2014	N	DAVID SHENBAUM	REIMBURSEMENT-TRAVEL EXPENSE	114.00
516629	11/6/2014	N	PULJIN SHETH	ALARM SCHOOL REFUND	290.00
516630	11/6/2014	N	SMART SOURCE OF CALIFORNIA LLC	PRINTING AND DIRECT MAILING SERVICE	15,386.70
516631	11/6/2014	N	MARIE SOLYMOSSI	BEE REMOVAL SERVICES	120.00
516632	11/6/2014	N	SOUTH BAY FORD INC	AUTO PARTS & SERVICE	120.00
516633	11/6/2014	N	SOUTHERN CALIFORNIA EDISON	MONTHLY ELECTRIC CHARGES	4,305.59
516634	11/6/2014	N	SOUTHWEST SIGN CO	REFUND RIGHT OF WAY DEPOSIT	496.00
516635	11/6/2014	N	STANDARD INSURANCE COMPANY	STD PREMIUMS	1,002.73
516636	11/6/2014	N	STATE DISBURSEMENT UNIT	EARNINGS WITHHOLDING	2,062.29
516637	11/6/2014	N	JOANNE SUCCARI	CASH KEY REFUND	71.00
516638	11/6/2014	N	SULLY MILLER CONTRACTING CO	ASPHALT/EMULSION	1,132.40
516639	11/6/2014	N	TAYLOR TENNIS COURTS INC	PADDLE TENNIS COURTS-RESTRIPING	650.00
516640	11/6/2014	N	KATIE THACKERSON	REFUND TEMP SIGN PERMIT	301.00
516641	11/6/2014	N	THE DARDANELLE GROUP INC	SEPULVEDA BLVD BRIDGE WIDENING	6,525.00
516642	11/6/2014	N	THE GAS COMPANY	GAS LIGHT MAINTENANCE	12,715.07

**CITY OF MANHATTAN BEACH
WARRANT REGISTER**

WR 10b

WARRANT BATCH NUMBER:

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
516643	11/6/2014	N	THE GAS COMPANY Y	MONTHLY GAS CHARGES	4,867.66
516644	11/6/2014	N	THE SOUND COMPANY	SOUND EQUIPMENT REPAIR	188.39
516645	11/6/2014	N	STEVEN TILLMANN	FINGERPRINT IDENTIFICATION	400.00
516646	11/6/2014	N	TIME WARNER CABLE INC	CABLE SERVICE	103.50
516647	11/6/2014	N	TRAFFIC MANAGEMENT INC	TRAFFIC BARRICADES RENTAL	8,328.75
516648	11/6/2014	N	U.S. BANK	P/T EMP RETIREMENT CONTRIB: PAYMEN	4,086.15
516649	11/6/2014	N	UC REGENTS	NURSE EDUCATOR CONTRACT	2,386.40
516650	11/6/2014	N	UNITED PARCEL SERVICE	DELIVERY SERVICE	126.73
516651	11/6/2014	N	UNITED SITE SVCS OF CA INC	PORTABLE RESTROOMS	180.04
516652	11/6/2014	N	US BANK	UAD04 ADMIN 9/1/14-8/31/15	5,214.00
516653	11/6/2014	N	VALLEY POWER SYSTEMS INC	E-23 SERVICE	7,486.62
516654	11/6/2014	N	VAN LINGEN BODY SHOP INC	TOWING AND VEHICLE STORAGE	53.00
516655	11/6/2014	N	VANTAGEPOINT TRANSFER AGENTS	RETMT HLTH SAVINGS CONTRIB: PAYME	1,442.49
516656	11/6/2014	N	ROBIN L VARGAS	EARNINGS WITHHOLDING	553.85
516657	11/6/2014	N	VECTOR RESOURCES INC	CABLING/NETWORK RACK FOR NEW IS OF	5,162.64
516658	11/6/2014	N	VERIZON CALIFORNIA INC	TELEPHONE SERVICE	8,088.75
516659	11/6/2014	N	VISION SERVICE PLAN	VISION PREMIUMS	3,723.69
516660	11/6/2014	N	RYAN WALD	REFUND RIGHT OF WAY DEPOSIT	427.00
516661	11/6/2014	N	RON WALKER	REIMBURSMENT-TRAVEL EXPENSE	213.91
516662	11/6/2014	N	WALTERS WHOLESALE ELECTRIC CO	ELECTRICAL SUPPLIES	1,511.15
516663	11/6/2014	N	JOHN WEEKLEY	CASH KEY REFUND	39.00
516664	11/6/2014	N	FARRAH WEITZ	PARKS & RECREATION REFUND	84.00

**CITY OF MANHATTAN BEACH
 WARRANT REGISTER**

WR 10b

WARRANT BATCH NUMBER:

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
516665	11/6/2014	N	SANDRA WELTZ	ALARM SCHOOL REFUND	290.00
516666	11/6/2014	N	DAVID WESOLIK	CASH KEY REFUND	47.00
516667	11/6/2014	N	WEST BASIN MUNICIPAL WATER DIS	TITLE 22 WATER QUALITY MONITORING P	3,215.00
516668	11/6/2014	N	WEST BASIN WATER ASSOCIATION	QUARTERLY MEMBERSHIP MEETING	1,666.20
516669	11/6/2014	N	WEST COAST ARBORISTS INC	TREE MAINTENANCE	31,125.00
516670	11/6/2014	N	WESTERN AUDIO VISUAL CORP	A/V PROFESSIONAL SERVICES	1,910.60
516671	11/6/2014	N	JEFF WILKINS	STREET SWEEPING REIMBURSEMENT	69.17
516672	11/6/2014	N	JARROD WILLIAMS	REFUND LICENSE FEE	25.00
516673	11/6/2014	N	WORLDPASS TRAVEL GROUP LLC	CHARTER BUS SERVICE	3,311.00
516674	11/6/2014	N	JOHN EDWARD ZIELLO	SLO-PITCH/KICKBALL LEAGUE OFFICIAL	4,690.00

SUBTOTAL

COMBINED TOTAL

864,984.03

1,108,072.99

PAYMENT LEGEND:
 T = Wire Transfers
 N = System Printed Checks
 H = Hand Written Checks

CITY OF MANHATTAN BEACH
 WARRANT REGISTER
 CHECKS EQUAL TO OR ABOVE
 \$2,500.00

wr 10b

WARRANT BATCH NUMBER:

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
111014	11/10/2014	T	UNION BANK	F.I.T./MEDICARE/S.I.T.	243,088.96
SUBTOTAL					243,088.96
516492	11/6/2014	N	ADPI WEST INC	AMBULANCE BILLING--AUG 2014	7,329.90
516494	11/6/2014	N	ALL CITY MANAGEMENT SVCS	CROSSING GUARD SERVICES	12,533.01
516496	11/6/2014	N	AM-TEC TOTAL SECURITY INC	COIN ROOM VIDEO SURVEILLANCE PROJE	7,460.18
516500	11/6/2014	N	AQUILUS ENTERPRISES INC	FACILITATOR FEE--TEAM BUILDING	5,550.00
516502	11/6/2014	N	ASSA ABLOY ENTRANCE SYSTEMS U.	RFP# 738-08 AUTOMATIC DOOR MAINTEN#	2,954.44
516503	11/6/2014	N	AT&T MOBILITY	CELLULAR CHARGES	2,816.86
516509	11/6/2014	N	LESLEY BRADY	TENNIS INSTRUCTOR	4,290.00
516516	11/6/2014	N	CAPITAL ONE NATIONAL ASSN	MISC SUPPLIES-COSTCO	2,505.49
516519	11/6/2014	N	CLE ELECTRIC INC	ON-CALL ELECTRICIAN	14,385.14
516522	11/6/2014	N	CLINICAL LAB OF SAN BERNARDINO	WATER QUALITY TESTING SERVICES CON	4,169.55
516524	11/6/2014	N	COM STRAT LLC	TECHNOLOGY CONSULTING SERVICES	3,515.00
516525	11/6/2014	N	COMMUNITY WORKS LEASING CORP	STRAND STAIRS IMPROVEMENT	7,883.93
516534	11/6/2014	N	DEPARTMENT OF TRANSPORTATION	TRAFFIC SIGNAL MAINTENANCE	4,124.35
516549	11/6/2014	N	GMZ ENGINEERING INC	SEPULVEDA & 2ND ST WATER MAIN-PP2	92,292.50
516559	11/6/2014	N	ICMA RETIREMENT TRUST - 401	DEFERRED COMP 109365: PAYMENT	2,824.08
516560	11/6/2014	N	ICMA RETIREMENT TRUST - 457	DEFERRED COMP AND LOAN REPAY 457	69,590.55
516561	11/6/2014	N	ICMA RETIREMENT TRUST 401	DEFERRED COMP 109766: PAYMENT	4,882.43
516562	11/6/2014	N	IMPRES TECHNOLOGY SOLNS INC	UNINERRUPTED POWER SUPPLY (UPS)	20,563.53
516565	11/6/2014	N	JOAN STEIN JENKINS	PROSECUTION SERVICES	7,080.80
516572	11/6/2014	N	KRONOS INCORPORATED	SOFTWARE SUPPORT SERVICES	4,410.64
516573	11/6/2014	N	L A COUNTY DEPT OF P W	TRAFFIC SIGNAL MAINTENANCE	5,895.15

CITY OF MANHATTAN BEACH
 WARRANT REGISTER
 CHECKS EQUAL TO OR ABOVE
 \$2,500.00

wr 10b

WARRANT BATCH NUMBER:

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
516577	11/6/2014	N	LBU INC	HOLIDAY PARKING METER COVERS	8,901.76
516579	11/6/2014	N	ANNE GRAY LEWIS	TENNIS INSTRUCTOR	7,181.50
516584	11/6/2014	N	M B POLICE OFFICERS ASSOCIA	DUES \$ (POLICE FIXED): PAYMENT	5,786.76
516585	11/6/2014	N	M B WATER DEPARTMENT	MONTHLY WATER CHARGES	31,349.95
516586	11/6/2014	N	MAIN STREET TOURS INC	TOURS/EVENTS	5,027.00
516589	11/6/2014	N	MARINE RESOURCES INC	TEMPORARY EMPLOYEE SERVICES	21,208.59
516590	11/6/2014	N	MBPOA RETIREE	MD TRUST (MED TRUST): PAYMENT	2,625.00
516594	11/6/2014	N	MERCHANTS LANDSCAPE SVCS INC	LANDSCAPE SERVICES EXTRAS	3,650.00
516595	11/6/2014	N	METLOX LLC	METLOX SUNDAY MUSIC	5,000.00
516601	11/6/2014	N	NIXLE LLC	NIXLE 360 UPGRADE	7,500.00
516607	11/6/2014	N	PACIFIC COAST ELEVATOR CORP	ELEVATOR MAINTENANCE	3,685.99
516612	11/6/2014	N	PRIMUS INC	TRAFFIC SAFETY EQUIPMENT	6,376.50
516613	11/6/2014	N	PUBLIC EMPLOYEES'	PENSION CONTRIBUTION SAFETY: PAYME	269,950.59
516614	11/6/2014	N	QUICK CRETE PRODUCTS CORP	REMOVABLE BOLLARDS	6,518.20
516630	11/6/2014	N	SMART SOURCE OF CALIFORNIA LLC	PRINTING AND DIRECT MAILING SERVICE	15,386.70
516633	11/6/2014	N	SOUTHERN CALIFORNIA EDISON	MONTHLY ELECTRIC CHARGES	4,305.59
516641	11/6/2014	N	THE DARDANELLE GROUP INC	SEPULVEDA BLVD BRIDGE WIDENING	6,525.00
516642	11/6/2014	N	THE GAS COMPANY	GAS LIGHT MAINTENANCE	12,715.07
516643	11/6/2014	N	THE GAS COMPANY	MONTHLY GAS CHARGES	4,867.66
516647	11/6/2014	N	TRAFFIC MANAGEMENT INC	TRAFFIC BARRICADES RENTAL	8,328.75
516648	11/6/2014	N	U.S. BANK	P/T EMP RETIREMENT CONTRIB: PAYMEN	4,086.15
516652	11/6/2014	N	US BANK	UAD04 ADMIN 9/1/14-8/31/15	5,214.00

CITY OF MANHATTAN BEACH
 WARRANT REGISTER
 CHECKS EQUAL TO OR ABOVE
 \$2,500.00

WR 10b

WARRANT BATCH NUMBER:

CHECK NO.	DATE	TYPE	PAYEE NAME	PAYMENT DESCRIPTION	CHECK AMOUNT
516653	11/6/2014	N	VALLEY POWER SYSTEMS INC	E-23 SERVICE	7,486.62
516657	11/6/2014	N	VECTOR RESOURCES INC	CABLING/NETWORK RACK FOR NEW IS OF	5,162.64
516658	11/6/2014	N	VERIZON CALIFORNIA INC	TELEPHONE SERVICE	8,088.75
516659	11/6/2014	N	VISION SERVICE PLAN	VISION PREMIUMS	3,723.69
516667	11/6/2014	N	WEST BASIN MUNICIPAL WATER DIS	TITLE 22 WATER QUALITY MONITORING P	3,215.00
516669	11/6/2014	N	WEST COAST ARBORISTS INC	TREE MAINTENANCE	31,125.00
516673	11/6/2014	N	WORLDPASS TRAVEL GROUP LLC	CHARTER BUS SERVICE	3,311.00
516674	11/6/2014	N	JOHN EDWARD ZIELLO	SLO-PITCH/KICKBALL LEAGUE OFFICIAL	4,690.00

SUBTOTAL

COMBINED TOTAL

800,050.99
 1,043,139.95

PAYMENT LEGEND:
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CITY OF MANHATTAN BEACH
 Report of Warrant Disbursements
 wr 10b

Warrant Date 11/6/2014

Fund	Description	Amount
400	General	848,195.67
201	Street Light	16,013.11
230	Prop A	5,075.04
231	Prop C	6,525.00
401	Capital Improvements	7,883.93
501	Water	124,522.80
502	Storm	296.03
503	Waste Water	2,437.04
510	Refuse	221.66
520	Parking	26,902.35
521	County Parking Lot	106.65
605	Information Services	33,798.53
610	Vehicle Fleet	7,549.49
615	Building Maintenance	23,331.69
710	UAD Debt Service	5,214.00
		<u>1,108,072.99</u>
		<u><u>1,108,072.99</u></u>

**CITY OF MANHATTAN BEACH PAYROLL
PAY PERIOD: 10/18/14 TO 10/31/14
PAY DATE: 11/07/14**

NET PAY 811,975.61

CITY OF MANHATTAN BEACH PAYROLL REPORT
PAYROLL PERIOD ENDING DATE 10/31/2014

10/18/2014

10/31/2014

December 2, 2014
 City Council Meeting

FUND	DESCRIPTION	AMOUNT
100	General Fund	1,080,568.50
230	Prop. A Fund	18,691.94
501	Water Fund	26,028.07
502	Stormwater Fund	2,747.29
503	Wastewater Fund	9,581.85
510	Refuse Fund	3,662.65
520	Parking Fund	2,021.18
521	County Parking Lots Fund	481.30
522	State Pier and Parking Lot Fund	481.28
601	Insurance Reserve Fund	7,518.34
605	Information Systems Fund	27,119.06
610	Fleet Management Fund	9,024.92
615	Building Maintenance & Operations Fund	12,848.49
801	Pension Trust Fund	8,463.10
	Gross Pay	<u>1,209,237.97</u>
	Deductions	397,262.36
	Net Pay	<u><u>811,975.61</u></u>

Agenda Date: 12/2/2014

TO:

Honorable Mayor Powell and Members of the City Council

THROUGH:

Mark Danaj, City Manager

FROM:

Liza Tamura, City Clerk

SUBJECT:

Commission Minutes:

This item contains minutes of City Council subcommittees and other City commissions and committees which are presented to be Received and Filed by the City Council. Staff recommends that the City Council, by motion, take action to Receive and File the minutes of the:

- a) Planning Commission Meeting of November 12, 2014
(Planning Manager Jester / Community Development Director Lundstedt)

RECEIVE AND FILE

RECOMMENDATION:

Staff recommends that the City Council, by motion, take action to receive and file the minutes of the City Council subcommittees, City commissions, and other committees.

Attachments:

- 1. Planning Commission Action Minutes of November 12, 2014

**CITY OF MANHATTAN BEACH
PLANNING COMMISSION MEETING ACTION MINUTES**

November 12, 2014

Council Chambers – 1400 Highland Avenue

6:30 P.M.

Final Decisions Made Tonight Will be Scheduled for City Council Review on December 2, 2014
(Unless otherwise stated at the meeting)

1. CALL MEETING TO ORDER **6:30 P.M.**

2. PLEDGE TO FLAG

3. ROLL CALL **ANDREANI, HERSMAN, BORDOKAS; CONAWAY
ARRIVED AT 6:35 P.M.; CHAIRPERSON
ORTMANN ABSENT**

4. AUDIENCE PARTICIPATION **(3-Minute Limitation)** **NONE**
The public may address the Commission regarding any item of City business not on the agenda.

5. APPROVAL OF MINUTES

11/12/14-1. Regular meeting – September 24, 2014 **APPROVED AS AMENDED (4:0)**

6. GENERAL BUSINESS

11/12/14-2. Consideration of a Sign Exception for Projecting Signs on an Existing Office
Building at 1888 Rosecrans Avenue (Continental Development Aviation LP)
APPROVED AND ADOPTED AMENDED RESOLUTION (4:0)

7. DIRECTOR’S ITEMS **NONE**

8. PLANNING COMMISSION ITEMS **NONE**

9. TENTATIVE AGENDA November 26, 2014 **TO BE CANCELLED**
None

10. ADJOURNMENT TO November 26, 2014 **MEETING ADJOURNED
AT 7:05 P.M.**

November 26, 2014 December 10, 2014 December 24, 2014 January 14, 2015

Meetings are broadcast live through Manhattan Beach Local Community Cable Channels (Time Warner Channel 8 and Verizon Channel 35), and Live Webcast via the City's website. Most meetings are rebroadcast at 12:00 PM and 8:30 PM on the Friday and Sunday following the Wednesday meeting on the Community Cable Channels and Live Webcast. If a City Council meeting falls in the same week as a Planning Commission meeting, the Commission meeting will be replayed the next week on Thursday at Noon. Meetings are archived at www.cityymb.info.