



CITY OF BEVERLY HILLS STAFF REPORT

Meeting Date: December 18, 2012

To: Honorable Mayor & City Council

From: Jonathan Lait, AICP, City Planner

Subject: Request by Vice Mayor Mirisch to Order a City Council Review of an Administrative Modification Decision Approving Project Revisions to the Mixed-Use Development at 9900 Wilshire Boulevard

Attachments:

1. Notice of Administrative Modification Decision and Approval Letter
2. Addendum to Final Environmental Impact Report
3. 9900 Wilshire Boulevard Specific Plan (w/o Figures or Exhibits)
4. Keyser Marston Associates Financial Analysis
5. Architectural Plans Showing Approved Revisions

INTRODUCTION

Vice Mayor Mirisch requested this matter be placed on the City Council Study Session Agenda. This report presents information related to the Director of Community Development Department's determination and sets forth the process the City Council may follow to review the determination and to request a future hearing on the decision.

BACKGROUND

On December 11, 2012, the Director of Community Development approved an Administrative Modification authorizing project-related changes to the mixed-use development at 9900 Wilshire Boulevard.

The project was originally approved in April 2008 after public hearings before the Planning Commission and City Council. A Specific Plan was adopted that set forth standards for development and administration of the Plan. A development agreement between the owner and the City was also approved conveying certain development

rights to the owner and public benefits to the City. Summary project descriptions and public benefits are provided in tables on the following page:

Project Summary Table (2008 Approval)	
Project Site	Between Wilshire Boulevard and N. Santa Monica Boulevard; west of the centerline of Merv Griffin Way (former Robinsons May site)
Approved Buildings	Two level subterranean garage South Building (residential condominiums and commercial uses) North Building (residential condominiums) Commercial Building (retail / restaurant near Merv Griffin)
Building Height	South Tower: 205 feet, 15 stories North Tower: 161 feet, 13 stories
Approved Uses	235 residential units Ancillary residential amenities (storage, meeting rooms, spa/fitness, etc) Retail (11,656 square feet) Restaurant (4,800 square feet)
Parking	803 Parking spaces (681 residential / 122 commercial)
Total Project Floor Area	902,114 square feet (including outdoor dining area)

Project Public Benefits Table (2008 Approval)	
\$30 Million	Prior to issuance of a building permit, a \$30M irrevocable letter of credit is required. Payment Schedule: <ul style="list-style-type: none"> • \$13M no later than 90 days after issuance of 1st building permit • \$6.5M no later than 450 days after 1st building permit • \$10.5M prior to issuance of any (Temporary) Certificate of Occupancy. • \$3M of the \$30M must be placed into an affordable housing fund
\$1 Million	Paid to the Beverly Hills Unified School District
\$250,000	Paid to the City's Fine Art fund
EMS Fees	\$4.50 per \$1,000 in sales transactions every time a sale occurs
Public Garden	Guarantees the .81 acre Public Garden for the life of the project.
Gateway Elements ¹	Requires the construction of two gateway architectural elements; one each on N. Santa Monica and Wilshire Boulevards
Land Dedication / Easements	To create bus turnouts on N. Santa Monica and Wilshire Boulevards Easement for possible subway portal
City Shuttle	Access to commercial valet area

¹ Since the adoption of the Specific Plan, the City has advanced its gateway monument project. The Wilshire Blvd. / Whittier Dr. Gateway was designed with consideration to the subject development and it is anticipated that Gateway will be enhanced with complementary landscaping when the 9900 Wilshire project is developed.

DISCUSSION

The Specific Plan authorizing the 2008 development anticipates project amendments would occur as the conceptual design is further developed into construction drawings. The process to amend the project set forth in the Plan is similar to provisions included in the Hilton / Waldorf Astoria Specific Plan.

Process to Amend the Project

Section 5.4 (page 20) of the Specific Plan provides the process to amend and modify the Plan. There are three levels of review:

1. Formal Plan Amendment (formal noticed hearings)
2. Administrative Modification (administrative review; mailed notice to owners/residential occupants with 100 feet of project site)
3. Minor Modifications (no notice)

The **Formal Plan Amendment** requires Planning Commission review, followed by City Council approval when the following project changes are requested:

- Increase in residential or commercial area
- Reduction in the size or a change to the location of the Public Gardens
- An increase in building height
- Substantial alteration to the distribution, location, extent or density of the uses and buildings permitted in the Specific Plan.

Based on the Director's review, the proposed project revisions did not qualify for a formal plan amendment.

There is no increase to the amount of residential or commercial area. Commercial area in the Specific Plan is limited to no more than 16,456 square feet. The project approved in 2008 and the project after the 2012 revisions remains at 16,456 square feet.

Residential area in the Specific Plan includes area dedicated to the residential units and ancillary residential amenities. The maximum residential floor area is 885,658 square feet. This has not changed between the 2008 approval and 2012 revisions; however, 8,785 square feet of residential amenity area was redistributed to residential unit area.

The total project size may not exceed 902,114 square feet, including outdoor dining area. The project approved in 2008 and the project after the 2012 revisions remains at 902,114 square feet.

The Public Garden was adjusted, but the total area and location remain unchanged. The building heights remain unchanged. The residential unit count remains 235 units; however, the bedroom count in some of the units was adjusted as follows:

Unit Type	2008 Approval	Revised Project - 2012
Efficiency	60 (25.5%)	0 (0%)
1 Bedroom	22 (9.5%)	35 (15%)
2 Bedroom	40 (17%)	106 (40.9%)
3 Bedroom	28 (12%)	62 (30.6%)
3 Bedroom Plus Den	36 (15%)	0 (0%)
4 Bedroom	26 (11%)	19 (8%)
4 Bedroom Plus Den	9 (4%)	0 (0%)
Penthouse (5 Bedrooms or More)	14 (6%)	13 (5.5%)
Total	235	235

While the change in the number of bedrooms does not result in a change in density, which is evaluated based on the number of units per acre, the increase in bedrooms requires additional parking. The Specific Plan contemplates changes to parking and requires that changes meet the parking requirements table provided in the Plan. An additional 73 parking spaces were required as a result of the changes to the number of bedrooms, which is provided in a partial third level subterranean parking garage and in the mezzanine area.

The **Administrative Modification** process gives the Director of Community Development the authority to approve changes to the Specific Plan that do not substantially alter the distribution, location, extent or density of the uses and buildings permitted in the Plan. An Administrative Modification is required for changes to the site plan and building elevations that would materially alter the approved architectural style or modulation of the buildings.

This review and approval process was used to evaluate the subject 2012 revisions. As noted in the section above, none of the changes were determined to be a substantial alteration to the distribution, location, extent or density of uses or buildings and, therefore, qualified for this review process. However, the redistribution of floor area did materially alter the approved building modulation, which is subject to the administrative modification process. The modulation change, however, did not detract from the approved architectural style, maintained visual interest and preserved setbacks at the upper floor levels.

The administrative modification procedure requires a 'notice of pending decision' and site posting ten (10) days prior to rendering a decision. This notice was provided on November 9, 2012. A decision on the application was made on December 11, 2012 and a notice of final decision delivered on that same day. Both notices require mailing to property owners and residential occupants within 100 feet of the project site. There is a fourteen day (14) appeal period that extends through December 26, 2012.

The Specific Plan also includes a **Minor Modification** process, which does not include any notice requirements. Changes that can be approved through this process include the following, by way of example:

- changes to the configuration of the subterranean parking structure, provided that the Director determines the access points to the subterranean parking structure do not materially change and do not present any safety issues;
- changes to the location of the open air dining area provided that the total square footage of the open air dining area does not exceed 600 square feet, there is no material change to the location of the open air dining, and provided that the Director determines that the changes do not increase parking demand
- the substitution of similar types of plant species in the landscaping plan;

Section 5.4 (page 21) includes a list of other changes that are eligible for a minor modification. While some of the 2012 project revisions may have individually been eligible for review and approval through this process, all of the changes were considered cumulatively and evaluated under the administrative modification procedure described above.

Project Revisions

Attached to this report are project plans that illustrate the extent of the Director approved changes. Some of the changes have been identified above and what follows is a brief summary description:

- The bedroom mix of units changed creating more one, two and three bedroom units; fewer efficiency and fewer larger units.
- Parking increased at the mezzanine and a new partial subterranean level to accommodate changes in bedroom mix. Approximately 8,800 square feet of ancillary residential and 'back of house' area redistributed to residential units; other residential area was redistributed to different parts of the project site
- Some redistributed floor area reduced balcony sizes and altered the building modulation
- Subterranean building footprint reduced to accommodate MWD water line and to create a more efficient parking layout
- Adjustments to parking layout and circulation
- New private residential function rooms (pavilions) in the private garden (indoor / outdoor space) in lieu of function rooms previously located within the building's first floor and mezzanine
- At levels two and three, on the east side of the north and south buildings, construction slab extended 5' 9" to engage the structural column
- North and south buildings widened by two feet toward the east
- Residential unit stacking (split level units) and orientation adjusted
- Public garden space adjusted with no change to area or location
- Reduced penthouse terrace area

Environmental Analysis

As part of the Director's approval, it was necessary to update the project description in the certified final environmental impact report (FEIR) and study the project changes in the context of the California Environmental Quality Act (CEQA). That review resulted in the preparation of an addendum that documents the conclusion that there are no new impacts identified by the project revisions; the addendum to the FEIR is included with this report.

City Council Call for Administrative Review

Pursuant to Article 2 of Chapter 4 of Title 1 of the Beverly Hills Municipal Code, the City Council may order for review any decision of any commission, board or city official. Such order must be made with thirty days from the date of decision (December 11, 2012).

This report has been prepared in response to a request from Vice Mayor Mirisch to explore with the Council whether the Director's determination on the subject project revisions should be reviewed by the City Council. If a majority of the Council supports the review, a hearing will be set to consider the merits of the decision. If scheduled, notice in the same manner as required for the Administrative Modification would be provided (100 feet from project site). A decision to call for review will stay the Director's decision pending resolution by the City Council.

FISCAL IMPACT

Staff consulted with Keyser Marston Associates to principally evaluate potential fiscal impacts to the City. That analysis concluded that revenue to the City would increase approximately \$7,643,000 over a 30 year period when comparing the proposed 2012 project to the previously approved 2008 project. This includes property tax, EMS fees, documentary transfer fees, and subvention revenues. The primary reason for the increase in revenues is a projected increase in total sales revenue that will result from the proposed 2012 modifications to the project.

There is no change to the \$30 million Public Benefit Contribution as a result of the 2012 project revisions.

RECOMMENDATION

That the City Council determine whether to order a review of the Director's administrative modification determination for the subject project, and if so, set the hearing date.

Susan Healy Keene, Director of
Community Development

 Per: _____
Approved By

ATTACHMENT 1

**Notice of Administrative Modification Decision and
Approval Letter**



NOTICE OF DECISION

ADMINISTRATIVE MODIFICATION

Date: December 11, 2012

Location: **9900 Wilshire Boulevard**

Subject: Notice of Decision granting an Administrative Modification to allow changes to the previously approved mixed-use development located at 9900 Wilshire Boulevard

This letter serves as notice that the Director of Community Development **GRANTED** a request for an Administrative Modification for the subject project. The proposed modifications generally include the following:

- Changes to the number of bedrooms provided in some of the units. This change affects bedroom counts only and does not affect the total number of residential units proposed for construction.
- Construction of additional subterranean parking to accommodate an increase in code-required parking.
- Both residential buildings have been widened by two feet toward the east.
- Redistribution and reconfiguration of different types of residential floor area. This results in a decrease in residential back-of-house and amenity floor area, and an increase in floor area dedicated to the residential units. These changes directly offset each other, so there is no net change in total residential floor area.
- Refinement of the Public Gardens area. This refinement does not result in a reduction in the size of the Public Gardens.
- Relocation of the pool on the site.
- Glass pavilions and residential amenity spaces added to the residential garden areas.
- Reconfiguration of subterranean areas to allow for a more efficient design.

Any interested party may appeal the Director's decision within fourteen (14) days from the date of this decision. However, as the fourteenth day falls on December 25, 2012, which is an official City holiday, the appeal period will extend to the close of business on December 26, 2012 (the next business day). Appeals shall be filed with the City of Beverly Hills Office of the City Clerk (all appropriate filing fees must accompany such an appeal).

Project plans and the addendum to the certified environmental impact report are available for review at the Community Development Department, Planning Division. If you have any questions regarding this notice, please contact **Ryan Gohlich, Senior Planner** at (310) 285-1194, or by email at rgohlich@beverlyhills.org.

Sincerely,


Ryan Gohlich
Senior Planner

Mailed: December 11, 2012

Attachment: Administrative Modification Decision



Susan Healy Keene, Director of Community Development
Community Development Department

December 11, 2012

BH Wilshire International, LLC
C/O CTF Development, Inc.
Attn: Michael Kiggen
1800 Pembroke Drive, #300
Orlando, Florida 32810

Subject: 9900 Wilshire Boulevard: Administrative Modification Approval Determination

Dear Mr. Kiggen,

This letter serves to memorialize the Director of Community Development's decision approving an Administrative Modification for project changes related to the mixed-use development located at 9900 Wilshire Boulevard (the "project").

On April 9, 2008, the City Council adopted a specific plan and associated entitlements for the project, including certification of an Environmental Impact Report (April 3, 2008), to approve a 235 unit mixed-use development. The specific plan sets forth procedures for plan implementation and administration (Chapter 5), including the evaluation of project-related modifications.

Pursuant to Section 5.4 of the specific plan, *"the Director of Community Development may, without the review and approval of the Planning Commission or the City Council, approve Administrative Modifications to the Specific Plan that do not substantially alter the distribution, location, extent or density of the uses and buildings permitted in the Specific Plan. An Administrative Modification shall be required with respect to changes to the site plan and building elevations that would materially alter the approved architectural style or modulation of the buildings. An Administrative Modification shall be processed pursuant to the procedures set forth in Article 36 of Chapter 3 of Title 10 of the Municipal Code for "Minor Accommodations to Certain Development Standards", except that the limitations on the type of accommodations set forth in Section 10-3-3600 shall not apply."*¹

¹ Article 36 of Chapter 3 of Title 10 of the Municipal Code is available online at:
http://www.sterlingcodifiers.com/codebook/getBookData.php?id=&chapter_id=77442&keywords

On June 28, 2012, an application for an Administrative Modification was filed with the Community Development Department. The proposed project modifications generally include the following:

- Changes to the number of bedrooms provided in some of the units. This change affects bedroom counts only and does not affect the total number of residential units proposed for construction.
- Construction of additional subterranean parking to accommodate an increase in code-required parking.
- Both residential buildings have been widened by two feet toward the east.
- Redistribution and reconfiguration of different types of residential floor area. This results in a decrease in residential back-of-house and amenity floor area, and an increase in floor area dedicated to the residential units. These changes directly offset each other, so there is no net change in total residential floor area.
- Refinement of the Public Gardens area. This refinement does not result in a reduction in the size of the Public Gardens.
- Relocation of the pool on the site.
- Glass pavilions and residential amenity spaces added to the residential garden areas.
- Reconfiguration of subterranean areas to allow for a more efficient design.

A notice of pending decision to grant the Administrative Modification Application was mailed on November 11, 2012 to owners and occupants within 100 feet of the project boundaries; site posting was carried out in accordance with Beverly Hills Municipal Code §10-3-3602.

In accordance with the procedures set forth in the Specific Plan and upon consideration of the certified final environmental impact report and addendum, the Director of Community Development hereby issues an Administrative Modification to modify the project as detailed on the project plans on file in the Community Development Department, dated December 6, 2012, and identified by the Department's approval stamp and signed by the Director. This decision is rendered on December 11, 2012.

Please note that this approval is only for those modifications presented on the plans referenced above. Further project modifications or refinements not expressly detailed on the approved plans may require additional review. If you have any questions, please do not hesitate to contact me.

Sincerely,



Susan Healy Keene, AICP
Director of Community Development
City of Beverly Hills
455 N. Rexford Drive
Beverly Hills, CA 90210
(310) 285-1120
skeene@beverlyhills.org

ATTACHMENT 2

Addendum to Final Environmental Impact Report

**ADDENDUM TO FINAL ENVIRONMENTAL IMPACT REPORT
AS CERTIFIED BY THE CITY COUNCIL OF THE CITY OF BEVERLY HILLS
FOR THE 9900 WILSHIRE BOULEVARD SPECIFIC PLAN PROJECT
(State Clearinghouse No. 2006071107)**

**Prepared by the City of Beverly Hills
in its capacity as a Lead Agency**

SITE: 9900 Wilshire Boulevard, Beverly Hills, CA 90210
PROJECT TITLE: 9900 Wilshire Specific Plan
PROJECT APPLICANT: BH Wilshire International, LLC.
Attachments: A. City Council Resolution No. 08-R-12497

PROJECT DESCRIPTION: The Project is a proposal to make modifications to a mixed-use development project approved in conjunction with an Environmental Impact Report and Specific Plan. The originally approved project consists of the development of 235 residential condominium units and approximately 16,000 square feet of commercial uses. Pursuant to Section 5.4 of the Specific Plan, the Director of Community Development may, without the review and approval of the Planning Commission or the City Council, approve Administrative Modifications to the Specific Plan that do not substantially alter the distribution, location, extent or density of the uses and buildings permitted in the Specific Plan. The proposed modifications (the “Project”) include the following:

- Changes to the number of bedrooms provided in some of the units. This change affects bedroom counts only and does not affect the total number of residential units proposed for construction. The originally approved project included 60 efficiency units, 22 one-bedroom units, 40 two-bedroom units, 28 three-bedroom units, 36 three-bedroom plus den units, 26 four-bedroom units, nine four-bedroom plus den units, and 14 five-bedroom units (235 units in total). The Project contains 35 one-bedroom units, 106 two-bedroom units, 62 three-bedroom units, 19 four-bedroom units, and 13 five-bedroom units (235 units in total).
- Construction of additional subterranean parking in order to accommodate an increase in code-required parking that results from the changes to the number of bedrooms in some of the units. Total on-site parking has been increased from 803 parking spaces to 876 parking spaces. In order to accommodate the 73 additional spaces, a partial third level of subterranean parking will be constructed.
- Both residential buildings have been widened by two feet toward the east.
- Redistribution and reconfiguration of different types of residential floor area. This results in a decrease in residential back-of-house and amenity floor area, and an

increase in floor area dedicated to the actual residential units. These changes directly offset each other, so there is no net change in total residential floor area; however, the changes do result in some exterior changes, such as the filling in of balconies in order to structurally engage the vertical support columns within the buildings.

- Refinement of the Public Gardens area. This refinement relates primarily to internal circulation and access, and does not result in a reduction in the size of the Public Gardens or the amenities available to the public.
- Relocation of the pool on the site.
- Two glass pavilions and residential amenity spaces have been added to the private residential garden areas. The two glass pavilions will be available for use by residents only as function rooms, and the added residential amenity space includes a spa and changing room.
- Reconfiguration of subterranean areas to allow for a more efficient design.

PURPOSE: This Addendum to the Environmental Impact Report (EIR) is being prepared pursuant to Section 15164 of the California Environmental Quality Act (CEQA) Guidelines which allows for a lead agency to prepare an addendum to a previously certified EIR if some changes or additions are necessary but none of the conditions described in Section 15162 calling for the preparation of a subsequent EIR have occurred. Pursuant to CEQA Guidelines Section 15162, no subsequent EIR shall be prepared for the project unless, on the basis of substantial evidence in the light of the whole record, one or more of the following is determined:

- (1) Substantial changes are proposed in the project that will require major revisions of the previous EIR due to the involvement of new, significant environmental effects or a substantial increase in the severity of previously identified significant effects;
- (2) Substantial changes occur with respect to the circumstances under which the project is undertaken which will require major revisions of the previous EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects; or
- (3) New information of substantial importance identifies one or more significant effects not discussed in the previous EIR, significant effects previously examined will be substantially more severe than shown in the previous EIR, mitigation measures or alternatives previously found not to be feasible or not analyzed in the EIR would be feasible and would substantially reduce one or more significant effects but the project proponents decline to adopt of the measure or alternative.

FINDINGS CONCERNING ENVIRONMENTAL IMPACTS OF REVISIONS TO THE PROJECT:

1. The originally approved project consisting of the construction of a mixed-use development project with a total floor area of 901,514 square feet, and hereafter referred to as the “Original Project”, was environmentally reviewed pursuant to the provisions of the California Environmental Quality Act (Public Resources Code Sections 21000, *et seq.* (“CEQA”), and the State CEQA Guidelines (California Code of Regulations, Title 14, Sections 15000, *et seq.*). The City of Beverly Hills prepared an Environmental Impact Report known by State Clearinghouse Number 2006071107, and hereafter referred to as the “EIR”) and, based on the information contained in the EIR, determined that the Project would result in significant, unmitigable impacts with regard to the following:
 - Aesthetics (Visual Character and Quality, Views, Cumulative Visual Character and Quality, and Cumulative Views)
 - Air Quality (Short Term Construction, Localized Significant Thresholds – Construction, Cumulative Construction)
 - Cultural Resources (Historical Resources, Cumulative Historical Resources)
 - Noise (Construction, Cumulative Construction, Vibration from Construction, Cumulative Vibration from Construction)
2. On April 3, 2008, the City of Beverly Hills City Council adopted a Statement of Overriding Considerations, certified the EIR, and approved the Original Project to allow construction of the mixed-use development. In addition, the Final Environmental Impact Report identified certain mitigation measures (set forth in the Mitigation Monitoring and Reporting Plan and provided as Attachment A) that were necessary to mitigate potential impacts of the Original Project to less than significant levels. The mitigation measures were adopted by the City Council and made binding on the Project. The findings of fact made in certifying the EIR, including the Statement of Overriding Considerations, and Mitigation Monitoring and Reporting Plan, are provided for reference as Attachment A (City Council Resolution No. 08-R-12497).
3. Thereafter, an application for the Project was submitted to the City of Beverly Hills on June 28, 2012 for an Administrative Modification to allow the modifications outlined in the Project Description, above.
4. Staff analyzed the Project to determine if any new impacts, or substantial increase in the severity of impacts, would result from the proposed modifications. Pursuant to CEQA

Guidelines Section 15162, neither a subsequent nor supplemental EIR is required for the modifications contemplated by the Project because:

- (1) The Original Project consists of the development of 235 residential units and approximately 16,000 square feet of commercial uses, contained within an approximately 901,514 square foot development. The modifications contemplated under the Project do not result in an increase to the total number of residential units, the total square footage dedicated to commercial uses, or the total floor area of the Original Project. Additional analysis of the Project modifications and impact study areas are set forth as follows:

Aesthetics. The modifications contemplated under the Project result in changes to the location and distribution of residential amenities and square footage. These changes do not increase the total square footage of the Original Project, but they do result in the construction of two small structures (glass pavilions) on the site, widening of each residential tower by two feet (2') toward the east, and limited exterior modifications to structurally engage vertical support columns and align exterior building lines. These modifications are negligible in scale and distribution, and do not change the totality of the Original Project. The EIR identified Aesthetic impacts, with particular focus on views from the Los Angeles Country Club, which is located west of the 9900 Wilshire Boulevard Specific Plan area. The aesthetic modifications contemplated under the Project would occur primarily along the eastern elevations of the residential towers and along the second and third floors of the western elevations of the residential towers, and would not substantially increase the severity of the previously identified view impacts.

Air Quality. Air quality impacts are assessed based on construction and operation of the Specific Plan Area. The Project results in excavation and export of 32,000 fewer cubic feet of earth material when compared to the Original Project, and results in no net change in vehicle trip generation (as discussed in the Traffic analysis below). Additionally, the Project remains bound by Mitigation Measures AQ-1 through AQ-15. For these reasons, the Project will not result in new, significant environmental effects or a substantial increase in the severity of previously identified significant effects with regard to air quality.

Cultural Resources. The Original Project results in the demolition of an historic building, and is bound by Mitigation Measures CR-1 through CR-6 during demolition and construction of the Original Project. The Project results in the same demolition as the Original Project, and remains bound by Mitigation Measures CR-1 through CR-6 during demolition and construction. Consequently, the Project will not result in new, significant environmental effects or a substantial increase in the severity of previously identified significant effects with regard to cultural resources.

Geology and Soils. The modifications contemplated under the Project result in the need for 73 additional parking spaces, which trigger an additional partial level of subterranean parking. In order to offset the additional excavation that would otherwise be required for the partial level of parking, the two subterranean levels approved under the Original Project have been refined to improve efficiency, reduce the overall footprint of each level, and reduce excavation. These refinements to the two subterranean levels approved under the Original Project, coupled with the new partial level of subterranean parking proposed under the Project, result in a net decrease of approximately 32,000 cubic feet of exported earth material. Additionally, the Project will be subject to Mitigation Measure GEO-1, which requires that the mixed-use development be *designed and constructed in accordance with recommendations contained in the Report of Geotechnical Investigation prepared by Mactec Engineering and Consulting, Inc. and in accordance with all applicable local, state, and federal regulations, such as the Uniform Building Code (UBC) and Title 9 of the Beverly Hills Municipal Code.* Consequently, the Project will not result in new, significant environmental effects or a substantial increase in the severity of previously identified significant effects with regard to geology and soils.

Hazards and Hazardous Materials. Impacts associated with hazards and hazardous materials are directly associated with the demolition of the existing commercial buildings located within the Specific Plan area. The Project does not change the level of demolition contemplated under the Original Project, and remains bound by Mitigation Measures HAZ-1 through HAZ-3. Consequently, the Project will not result in new, significant environmental effects or a substantial increase in the severity of previously identified significant effects with regard to hazards and hazardous materials.

Hydrology and Water Quality. Hydrology and water quality impacts are assessed based on construction of the Specific Plan Area. The Project results in excavation and export of 32,000 fewer cubic feet of earth material when compared to the Original Project, and remains bound by Mitigation Measures HYDRO-1 and HYDRO-2. For these reasons, the Project will not result in new, significant environmental effects or a substantial increase in the severity of previously identified significant effects with regard to air quality.

Land Use and Planning. The Project does not result in any changes to the proposed uses or densities proposed within the Specific Plan Area. No impacts to land use and planning were previously identified in the EIR for the Original Project, and the limited changes proposed under the Project would not result in a new, significant environmental effect.

Noise. Noise impacts are assessed based on construction and operation of the Specific Plan Area. The Project results in excavation and export of 32,000 fewer cubic feet of earth material when compared to the Original Project, which results in reduced construction activities and noise when compared to the Original Project. Additionally, the Project results in no net change in vehicle trip generation (as discussed in the Traffic analysis below), which is a component of operational noise. Finally, the Project remains bound by Mitigation Measures NOISE-1 through NOISE-4. For these reasons, the Project will not result in new, significant environmental effects or a substantial increase in the severity of previously identified significant effects with regard to noise.

Population and Housing. The Project continues to provide the same number of residential units (235) approved under the Original Project, and will therefore not result in any new, significant environmental effects with regard to population and housing.

Public Services. The Project continues to provide the same number of residential units (235) approved under the Original Project, and results in the same level and intensity of development studied in the EIR. Additionally, the Project remains bound by Mitigation Measures FIRE-1 and FIRE-2. Therefore, the Project will not result in new, significant environmental effects or a

substantial increase in the severity of previously identified significant effects with regard to public services.

Transportation/Traffic/Parking and Circulation. The modifications contemplated under the Project result in changes to the residential unit mix and an increase in required parking spaces as set forth in the Project Description, above. Trip generation rates for residential condominium units, as studied in the EIR, were determined by taking counts at six condominium projects in the vicinity of the Specific Plan area. The counts conducted were primarily associated with buildings containing a majority of two- and three-bedroom units, as efficiency and one-bedroom condominium units are less common within condominium buildings in the vicinity of the Specific Plan area. Consequently, the trip generation rates applied to the Original Project are conservative in nature, and are believed to overestimate the number of vehicle trips associated with efficiency and one-bedroom units within the Original Project. As a result, modification of the efficiency and one-bedroom units to be larger one-, two-, and three-bedroom units more closely aligns their real-world trip generation rates with those studied in the EIR, and would therefore not result in additional vehicle trips beyond those projected in the EIR. Because the Project does not result in additional vehicle trips beyond those studied in the EIR, the Project will not require any revision to the EIR as a result of any new or increased impacts with regard to traffic.

In order to accommodate the code-required increase in parking requirements caused by the change in bedroom counts, the Project provides 73 additional parking spaces when compared to the Original Project. Additionally, the Project's drive aisles and circulation patterns are equivalent to, or improve upon, those contained in the Original Project. The Project does not result in any changes to off-site circulation improvements as approved under the Original Project and studied in the EIR, and the Project remains bound by Mitigation Measures TRAF-1 through TRAF-9. For these reasons, the Project will not result in new, significant environmental effects or a substantial increase in the severity of significant effects previously identified in the EIR in connection with transportation/traffic/parking and circulation.

Utilities and Service Systems. The Project continues to provide the same number of residential units (235) approved under the Original Project, and

results in the same level and intensity of development studied in the EIR. Additionally, the Project remains bound by Mitigation Measures WTR-1, WW-1, ENG-1, and ENG-2. Therefore, the Project will not result in new, significant environmental effects or a substantial increase in the severity of previously identified significant effects with regard to utilities and service systems.

- (2) There are no changes with respect to the circumstances under which the project is undertaken that will require major revisions of the previous EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of a previously identified impact. The City of Beverly Hills has not approved, nor is it currently reviewing, any new projects in the vicinity of the Specific Plan area since the approval of the Original Project. The City of Los Angeles has approved the Wilshire Bus Rapid Transit Project since approval of the Original Project, which would establish a bus rapid transit lane on Wilshire Boulevard in the vicinity of the Specific Plan Area. The bus rapid transit lane terminates outside the City of Beverly Hills City Limits, and does not modify existing circulation patterns in and around the Specific Plan area. Because the bus rapid transit lane terminates outside the City of Beverly Hills, it is not anticipated to change the circumstances under which the Project is undertaken. There are several development projects located in Century City and within the vicinity of the Project; however, these projects were included in the Related Projects list prepared for the EIR, and were taken into consideration during review and certification of the EIR. Consequently, the circumstances under which the Project would be undertaken have not changed when compared to the circumstances in place during approval of the Original Project.
- (3) Staff has identified no new information of substantial importance identifying: (a) a new or substantially more severe significant effect, or (b) new or previously infeasible mitigation measures or alternatives that would substantially reduce one or more significant impacts of the project. All mitigation measures adopted in conjunction with the Original Project continue to be imposed on the Project and are provided for reference in Attachment A to this Addendum.

Therefore, pursuant to CEQA Guidelines Section 15164, the City has prepared the following Addendum to the EIR, which documents changes to the Project Description that would not result in new, significant environmental effects or a substantial increase in the severity of previously identified significant effects:

Addendum. The Project Description, as set forth in the Final EIR and as revised in Appendix D of the Final EIR, is hereby amended to incorporate the following project components:

- The residential portion of the Project will consist of 35 one-bedroom units, 106 two-bedroom units, 62 three-bedroom units, 19 four-bedroom units, and 13 five-bedroom units (235 units in total).
- The Project will contain a total of 876 parking spaces, provided in three subterranean parking levels.
- The residential towers will be widened by two feet toward the east.
- Residential floor area will be redistributed within the Project, which results in a decrease in residential back-of-house and amenity floor area, and an increase in floor area dedicated to the residential units. There is no net change in total residential floor area that results from the redistribution, and the Project continues to provide a total of 885,658 square feet of total residential floor area.
- Limited exterior changes will be incorporated into the Project, such as the filling in of balconies in order to structurally engage the vertical support columns within the buildings.
- The Public Gardens will be refined with respect to internal circulation and access. The Public Gardens will not be reduced in size, and the amenities available to the public will not be reduced.
- The pool will be relocated to the private garden area.
- Two glass pavilions and residential amenity spaces will be added to the private residential garden areas, and a residential spa and changing room will be added to the indoor pool area.
- Subterranean areas will be reconfigured to allow for a more efficient design.

For any questions regarding this matter, please contact Ryan Gohlich, Senior Planner in the Beverly Hills Community Development Department at 310.285.1194.

By: _____


Ryan Gohlich, Senior Planner

DATE: December 11, 2012

ATTACHMENT A

CITY COUNCIL RESOLUTION No. 08-R-12497

RESOLUTION NO. 08-R-12497

RESOLUTION OF THE COUNCIL OF THE CITY OF BEVERLY HILLS CERTIFYING THE FINAL ENVIRONMENTAL IMPACT REPORT FOR THE 9900 WILSHIRE PROJECT CONSISTING OF LUXURY RESIDENTIAL CONDOMINIUMS, PUBLIC GARDENS, AND ANCILLARY COMMERCIAL USES; MAKING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; ADOPTING A STATEMENT OF OVERRIDING CONSIDERATIONS; AND ADOPTING A MITIGATION MONITORING AND REPORTING PROGRAM; (THE FORMER ROBINSONS-MAY DEPARTMENT STORE SITE)

The City Council of the City of Beverly Hills hereby finds and resolves as follows:

Section 1. Formal applications were submitted by Project Lotus, LLC, a Limited Liability Company (the "Applicant"), to allow construction of a mixed-use project with residential condominiums, commercial space, public and private gardens, and subterranean parking (the "Project"). A Draft Environmental Impact Report dated August 2007 (State Clearinghouse No. 2006071107) was prepared for the Project. Section 3.0 of the Draft Environmental Impact Report provides a full description of the Project, as originally proposed by the Applicant. In accordance with the California Environmental Quality Act ("CEQA") (Cal. Pub. Res. Code § 21000 *et seq.*) and the State Guidelines (the "Guidelines") (14 Cal. Code Regs. § 15000 *et seq.*) promulgated with respect thereto, the City analyzed the Project's potential impacts on the environment.

Section 2. Pursuant to Section 15063 of the Guidelines, the City prepared an Initial Environmental Study (the "Initial Study") for the Project. The Initial Study concluded that there was substantial evidence that the Project might have a significant environmental impact on several specifically identified resources and governmental services, including aesthetics; air quality; cultural resources; geology and soils; hazards and hazardous materials; hydrology and water quality; land use and planning; noise; population and housing; public services; transportation, traffic and parking; and utilities and service systems.

Section 3. Pursuant to Guidelines Sections 15064 and 15081, and based upon information contained in the Initial Study, the City ordered the preparation of an Environmental Impact Report ("EIR") for the Project. The City contracted with various independent consultants for the preparation of the technical studies for the EIR and on July 21, 2006, prepared and sent a Notice of Preparation of the EIR to responsible, trustee, and other interested agencies and persons in accordance with Guidelines Section 15082(a).

Section 4. The City completed the Draft EIR, together with those certain technical appendices (the "Appendices"), on or about August 8, 2007. The City circulated the Draft EIR and the Appendices to the public and other interested parties between August 8, 2007 and September 28, 2007, for a 52-day comment period, exceeding the 45-day public comment period required by Guidelines Sections 15087(c) and 15105. The Planning Commission held duly noticed public hearings during the public review period on August 20, 2007, September 5, 2007, and September 24, 2007, at which times it received oral and documentary evidence from the public regarding the Project and the Draft EIR. During the public comment period on the

Draft EIR, the City received written comment letters and numerous oral statements regarding the adequacy of the Draft EIR.

Section 5. Concurrent with preparation of the Draft EIR, the City was processing another EIR for a separate office building project at 231-265 North Beverly Drive. The traffic studies for these two projects included collection of traffic data at some of the same intersections. Because of differences between the traffic data, the 231-265 North Beverly Drive EIR suggested that some intersections might have more existing traffic than acknowledged by the traffic data shown in the Draft EIR for the 9900 Wilshire Project. Therefore, the City opted to incorporate the traffic counts from the 231-265 Beverly Project EIR for those common intersections studied in both EIRs into the 9900 Wilshire EIR where the 231-265 North Beverly Project EIR counts were higher. Thereafter, portions of the Draft EIR dealing with traffic, parking, circulation, noise and air quality were revised and recirculated for a shortened 30-day review period between October 15, 2007 and November 13, 2007. During this period, the Planning Commission held a public hearing on October 29, 2007 for the purpose of taking testimony on the Project and the recirculated portions of the Draft EIR (the "Recirculated EIR").

Section 6. During the course of the Planning Commission's deliberations on the Draft EIR and the Project, the Commission requested additional information regarding the potential environmental impacts of five different variations of the Project or Project alternatives. Four of these five additional potential configurations of the Project constituted variations on one or more of the alternatives analyzed in the Draft EIR. The last of the potential project configurations evaluated only the provision of additional parking on the site and thus is

merely a variation on the proposed Project. For ease of reference, these proposed variations were referred to as Alternatives 5A, 7, 8, 9, and 10. An analysis of the additional variations was presented to the Planning Commission on October 29, 2007, and that analysis is hereby incorporated into this Resolution by reference. The analysis is also incorporated into the Final EIR as Appendix C. While some of these additional variations lessened or eliminated certain significant environmental impacts, none of these additional alternatives changed the conclusions in the Draft EIR regarding the environmentally superior alternative, as discussed in the findings attached hereto as Exhibit A, and incorporated herein by reference. Further, these additional variations are not considered new alternatives and are not considerably different from the other six alternatives fully analyzed in the Draft EIR. Parts of some of these project variations have been incorporated into a revised project, as discussed below, with the goal of reducing the level of severity of significant and unmitigable impacts. As such, consideration of these variations does not require recirculation prior to certification of the EIR. Further, consideration of these project variations is consistent with CEQA's policies, including changing the project as a method for protecting the environment (CEQA Guidelines Sec. 15002 (h)), and encouraging project proponents to incorporate environmental considerations into project conceptualization, design and planning at the earliest feasible time (CEQA Guidelines Sec. 15004 (b)(3)).

Section 7. Throughout the proceedings, representatives of the Los Angeles Country Club (LACC), whose property is located to the west of the Project site, expressed concerns regarding aesthetic impacts on certain portions of the golf course that is adjacent to the west of the proposed Project, as well as concerns regarding potential shade and shadow impacts on portions of the golf course. The LACC invited the Planning Commission to visit the LACC

to view areas of alleged impact so that the Commissioners could get a perspective viewing the Project site from the due west in areas generally open only to members and guests of the LACC. The Planning Commission, staff, Applicant team, LACC representatives, and interested members of the public visited the LACC during the Commission's January 31, 2008 meeting, at which time the Commissioners observed balloons flown by the LACC to approximate the Project and Revised Project's building heights, observed other development surrounding the LACC including the buildings of Century City to the south, and observed the plentiful existing foliage on the site.

Section 8. As a result of the comments received during the public comment periods for the Draft EIR and the Recirculated Draft EIR sections, and the comments received at the Planning Commission hearings held on August 20, September 5, September 24, October 29, November 8, and November 28, 2007 and January 10, January 24, and February 7, 2008, and the City Council hearings held on March 11, March 20, and March 27, 2008 (collectively the "Hearings"), as well as concerns raised by the Commission and the City Council, the Planning Commission and City Council recommended various modifications to the Project. At the conclusion of the Planning Commission's deliberations, the project consisted of 235 condominiums, approximately 16,000 square feet of commercial space, 0.81 acres of public gardens and water features, private open space areas, and subterranean parking. All loft buildings were removed from the Project, and the condominium units would all be located in the North and South Tower Buildings, which are set back farther from the western property line and the Los Angeles Country Club than was the original project. The North Tower Building's height would range from 108 feet to 161 feet, and the South Tower Building's height would vary from 161 feet to 185 feet. The North Building would be set back 72 feet from the Wilshire

Boulevard curblin, and would step in height from 9 floors at the north, to 11, 12, and 13 floors moving from north to south. The Southern Tower Building would be 14 to 15 floors. The Applicant has sometimes referred to this as Alternative 5B-1.

The City Council considered the project as recommended by the Planning Commission, and during the deliberations requested a modification to the Project. At the request of the City Council, the Applicant agreed to remove approximately 8,000 square feet from the eastern edge of the top level of the South Building. The City Council provided the Applicant the option of adding garden residences that would be located on top of the restaurant building. Should the Applicant choose to add these garden residences, the Applicant may remove up to 10,000 square feet from the eastern edge of the South Building and place it atop the restaurant. The removal of up to 10,000 feet would enable the Applicant to develop four more viable garden residence units. If the Applicant determines that it does not wish to develop the garden residences, then approximately 8,000 square feet would still be removed from the eastern edge of the South Building. The Project as revised by the City Council is referred to herein as the "Revised Project."

Between the analysis of the originally proposed Project, the analysis of the six alternatives, the analysis of the five additional variations on alternatives as discussed in Section 6 above, the analysis of the Revised Project in Appendix D of the Final EIR, and extensive testimony in the record, the City Council finds that the potential impacts of the Revised Project have been fully assessed and fully disclosed. The City Council also finds that impacts of the Revised Project have been mitigated or avoided to the extent feasible for the reasons set forth in the Findings and Facts in Support of Findings attached hereto as Exhibit A.

Section 9. The City Council held public hearings on the Project on March 11, 2008, March 20, 2008, and March 27, 2008. The City Council considered the administrative record before the Planning Commission, which is hereby incorporated by reference, the Final Environmental Impact Report (the "Final EIR"), the written and oral comments on the EIR, staff reports and responses to comments incorporated into the EIR and all testimony related to environmental issues.

Section 10. The City prepared written responses to all comments received on the Draft EIR and made revisions to the Draft EIR, as appropriate, in response to those comments. The City completed the written responses to comments on the Draft EIR in March 2008, and those responses to comments are incorporated herein by reference. The written responses to comments were made available for public review in the Department of Community Development, at the Beverly Hills Public Library and on the City's website. After reviewing the responses to comments, the revisions to the Draft EIR, and the Final EIR, the City Council concludes that the information and issues raised by the comments, the responses thereto and the additional analysis in response to Project revisions did not constitute new information requiring recirculation of the Draft EIR.

Section 11. Additional written comments on the EIR were submitted during the City Council proceedings, although the comment period for the EIR had lapsed. Nonetheless, the City prepared responses to certain written comments which are incorporated into the Final EIR.

Section 12. The Final EIR is comprised of the Draft EIR, including Appendices, dated August 2007; the Recirculated EIR dated October 2007; the Additional

Project Alternatives analysis presented to the Planning Commission on October 29, 2007, including shade and shadow studies; the Comments and Response to Comments on the Draft EIR, including errata pages; and the Mitigation Monitoring and Reporting Program; responses to additional comments presented to the City Council, and Appendix D which provides analysis of the project as revised by the Planning Commission and City Council.

Section 13. The findings made in this Resolution are based upon the information and evidence set forth in the Final EIR and upon other substantial evidence which has been presented at the hearings before the Planning Commission and 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 in the Department of Community Development and with the Director of Community Development, who serves as the custodian of these records. Each of those documents is incorporated herein by reference.

Section 14. 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 15. The City Council has independently reviewed and considered the contents of the Final EIR prior to rendering a decision on the Revised Project. The City Council hereby finds that the Final EIR reflects the independent judgment of the City. The City Council further finds that the additional information provided in the staff reports, in comments on the Draft EIR, the responses to comments on the Draft EIR, Recirculated portions of the

Draft EIR, and the evidence presented in written and oral testimony at the City Council and Planning Commission Hearings, does not constitute new information requiring recirculation of the EIR under CEQA. None of the information presented to the Planning Commission or City Council has deprived the public of a meaningful opportunity to comment upon a substantial environmental impact of the Revised Project or a feasible mitigation measure or alternative that the City has declined to implement.

Section 16. The City Council finds that the comments regarding the Draft EIR and the responses to those comments have been received by the City; that the Planning Commission and City Council received documents and public testimony regarding the adequacy of the EIR; and that the City Council has reviewed and considered all such documents and testimony and the Final EIR prior to making its determination on the Project. The City Council, pursuant to Guidelines Section 15090, hereby certifies that the Final EIR has been completed in compliance with CEQA.

Section 17. Based upon the Final EIR and the record before the Planning Commission and the City Council, the City Council finds that the Revised Project will not cause any significant environmental impacts after mitigation except in the areas of Aesthetics (Visual Character and Quality, Views, Cumulative Visual Character and Quality, and Cumulative Views); Air Quality (Short Term Construction, Localized Significant Thresholds – Construction, Cumulative Construction); Cultural Resources (Historical Resources; Cumulative Historical Resources); and Noise (Construction, Cumulative Construction, Vibration from Construction, Cumulative Vibration from Construction). Explanations for why the impacts other than the foregoing were found to be less than significant are contained in the

Environmental Findings set forth in Exhibit A to this Resolution and more fully described in the EIR and the Initial Study which is included as Appendix A to the EIR.

Section 18. Upon considering the information gathered during the visit to the LACC site, the various photo simulations presented during the course of the Planning Commission's hearings, the shade and shadow studies presented to the Planning Commission, the studies regarding shade and shadow impact on turf grass included in appendices to the EIR, the existence of trees and foliage already producing significant shade on the golf course, the existence of the tall buildings in Century City which are readily visible from and produce shade on the LACC golf course, and the responses to the LACC's comments on the EIR, the Planning Commission found that the full degree of potential impacts of the Project on the LACC had been fully disclosed, and that neither the Project nor the project as revised by the Commission would have significant shade and shadow or aesthetic impacts on the LACC.

The LACC presented additional information regarding alleged potential impacts of shade and shadow on the LACC's golf course and turf at the City Council meeting of March 11, 2008. In rebuttal, the Project Applicant submitted evidence contrary to the expert testimony of the LACC's consultant regarding shade and shadow. Further, the City's environmental consultant reviewed the additional information and provided analysis of the additional evidence, which is incorporated into the Final EIR, and which concludes that the Revised Project will not result in a significant adverse impact as to shade and shadow or on the turf at the LACC. The City Council considered all of the evidence in the record, as more fully explained in Exhibit A, attached hereto, and having balanced the various evidence concludes that the EIR and the testimony of Mr. William Kent Alkire, II, is the more compelling, and on that basis concludes that alleged impacts on the LACC turf grass are less than significant.

Section 19. Based upon the Final EIR and record before the City Council, the City Council finds that the Revised Project will create significant unavoidable impacts to Aesthetics (Visual Character and Quality, Views, Cumulative Visual Character and Quality, and Cumulative Views); Air Quality (Short Term Construction, Localized Significant Thresholds – Construction, Cumulative Construction); Cultural Resources (Historical Resources; Cumulative Historical Resources); and Noise (Construction, Cumulative Construction, Vibration from Construction, Cumulative Vibration from Construction). These significant impacts are further described in the “Findings and Facts in Support of Findings,” set forth in Exhibit A, which is attached hereto and incorporated herein by this reference, and in the Final EIR. The findings in Exhibit A explain that all feasible mitigation, including project revisions, have been incorporated to reduce the level of impact, but that even after mitigation certain impacts remain significant.

Section 20. The EIR describes, and the City Council has fully considered a reasonable range of alternatives to the Project. These alternatives include Alternative 1 - No Project Alternative, Alternative 2 – Code Compliant Office/Retail Alternative, Alternative 3 – Reduced Density Alternative, Alternative 4 – Preservation/Reuse of Robinsons-May Building Alternative, Alternative 5 – Modified Height and Configuration of North/South Buildings, and Alternative 6 – Reconfiguration Alternative. As explained in Section 6 above, the Planning Commission also requested analysis of the four additional variations on the alternatives analyzed in the Draft EIR and one variation on the Project.

With respect to each of the alternatives analyzed in the EIR, and the five project variations considered by the Planning Commission and the City Council, the City Council must make the findings, set forth in Exhibit A, which is attached hereto and incorporated by

reference. On the whole, the Revised Project, which incorporates features of some of the alternatives and variations, is environmentally superior to other feasible alternatives. As such, the City Council has adopted the Revised Project, and finds all other alternatives and variations, including alternatives proposed by the LACC and the Los Angeles Conservancy, infeasible or not environmentally preferable for the reasons set forth in Exhibit A.

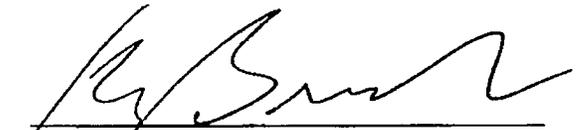
Section 21. For all significant and unavoidable impacts, including Aesthetics (Visual Character and Quality, Views, Cumulative Visual Character and Quality, and Cumulative Views); Air Quality (Short Term Construction, Localized Significant Thresholds – Construction, Cumulative Construction); Cultural Resources (Historical Resources; Cumulative Historical Resources); and Noise (Construction, Cumulative Construction, Vibration from Construction, Cumulative Vibration from Construction) impacts identified in the Final EIR as “significant and unavoidable,” the City Council hereby adopts the “Statement of Overriding Considerations” as set forth in Exhibit B, which is attached hereto and incorporated herein by reference. The City Council finds that each of the overriding benefits, by itself, would justify proceeding with the Revised Project despite any significant unavoidable impacts identified in the Final EIR or alleged to be significant in the record of proceedings.

Section 22. The City Council hereby adopts the mitigation measures set forth in the Mitigation Monitoring and Reporting Program, attached hereto as Exhibit C and incorporated herein by this reference, and imposes each mitigation measure as a condition of the Revised Project’s approval. The City Council also hereby adopts the “Mitigation Monitoring and Reporting Program,” attached hereto and incorporated herein by reference.

City staff shall be responsible for implementation and monitoring the mitigation measures as described in Exhibit C.

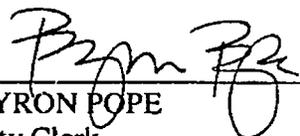
Section 23. The City Clerk shall certify to the adoption of this Resolution, and shall cause this Resolution and his certification to be entered into the Book of Resolutions of the City Council of the City.

Adopted: April 3, 2008



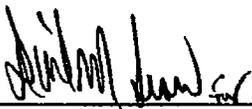
BARRY BRUCKER
Mayor of the City of Beverly Hills,
California

ATTEST:



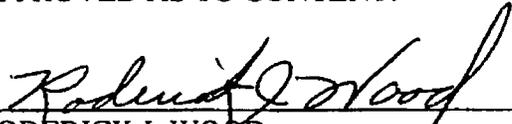
BYRON POPE
City Clerk (SEAL)

APPROVED AS TO FORM:

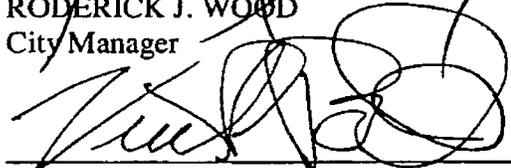


LAURENCE S. WIENER
City Attorney

APPROVED AS TO CONTENT:



RODERICK J. WOOD
City Manager



VINCENT P. BERTONI, AICP
Director of Community Development

EXHIBIT A

Findings and Facts in Support of Findings

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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 construction of the residential and retail buildings with subterranean parking on 9900 Wilshire Boulevard (the “Project”), as more fully described in the EIR and as revised by the Planning Commission and City Council. These findings are based upon evidence presented in the record of these proceedings, both written and oral, the EIR and all of its contents including the recirculated portions of the EIR, the Comments and Responses to Comments on the Draft EIR and the recirculated portions of the EIR, and staff and consultants’ reports presented to the Planning Commission and the City Council.

II. Project Objectives

As set forth in the EIR, objectives that the project applicant seeks to achieve with this Project (the “Project Objectives”) are as follows:

- To create a world-class architectural landmark with a visual presence at the dual gateway to the City at Wilshire Boulevard and Santa Monica Boulevard, and which will enhance the beauty and image of the City of Beverly Hills.
- To develop an environmentally sensitive and sustainable project for which the applicant intends to seek Leadership in Energy and Environmental Design (LEED) certification from the U.S. Green Building Council and establish a benchmark for environmentally responsible design in the City of Beverly Hills.

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

- To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.
- To provide a 0.42-acre entry garden along Wilshire Boulevard for the use and enjoyment of the public that complements and extends the existing Beverly Gardens Park on the north side of Wilshire Boulevard, enhances the garden qualities of the City, and replaces a high-density commercial use across the street from an existing school and residential neighborhood. (The final project includes a 0.81 acre public garden.)
- To redevelop the project site in a manner that does not substantially increase the traffic levels and related operational air quality and noise impacts associated with the prior Robinsons-May department store use on the site prior to closure.
- To improve the utilization and visual appearance of the project site by eliminating the existing above-ground parking structure and constructing subterranean parking for the project that will be spread across the entire project site to provide convenient parking for project residents, guests and retail patrons.
- To provide a substantial amount of housing for local and area residents to help meet market demand and alleviate the substantial housing shortage in the City of Beverly Hills and the Westside of Los Angeles.
- To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- To provide full-service residential condominiums that are competitive with existing and proposed condominium projects in the Wilshire Corridor and Century City and have comparable views, so that residents who desire to “downsize” from their existing homes will not have to move out of Beverly Hills to find suitable housing.
- To provide restaurant and retail spaces along Santa Monica Boulevard to (a) serve project residents and others and (b) enhance pedestrian activity and street life by providing a connection between the current retail uses in Century City and Beverly Hills.
- To improve traffic circulation in and around the project site by providing additional vehicular access points on Wilshire Boulevard and Santa Monica Boulevard for project residents in order to reduce traffic on Merv Griffin Way.
- To reduce the intensity of uses currently permitted thereon by replacing the existing C-3 commercial zoning designation with a specific plan zoning designation that limits development to approximately two-thirds of the number of residential units that would be permitted under the R-4 residential zoning designation, along with a small amount of retail space. (The final project considered by the Planning Commission increases intensity with respect to height.)
- To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.

- To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.
- To promote housing, conservation, and green space policies consistent with the land use, housing element, and conservation elements of the General Plan.
- To provide annual net revenue to the City that substantially exceeds the revenue the City would receive from commercial operations on the Project site.

III. Background

The applicant's original proposal for the Project consisted of two 12-story residential tower buildings, four-story loft buildings, retail and commercial space, 42 acres of public open space, garden areas and subterranean parking. The original proposal consisted of 252 condominium residences, 144-foot tall residence towers, 48 foot tall loft buildings along Merv Griffin Way, approximately 20,000 square feet of commercial space along Santa Monica Boulevard and public and private gardens. A total of 829,686 square feet of area would have been dedicated to residences. The original proposal is referred to herein as the "Project."

During Planning Commission deliberations and consideration of various project alternatives, the applicant revised the Project in order to address concerns of the Commission and to respond to certain adverse environmental impacts of the original proposal.

At the conclusion of the Planning Commission's deliberations, the Project consisted of 235 condominiums, approximately 16,000 square feet of retail space, 0.81 acres of public gardens and water features, private open space areas, and subterranean parking. All loft buildings were removed from the project, and the condominium units would all be located in the North and South Tower Buildings. The North Tower Building's height would range from 108 feet to 161 feet, and the South Tower Building's height would vary from 161 feet to 185 feet. The North Building would be set back 72 feet from the Wilshire Boulevard curblin, and set back 80 feet from the Los Angeles Country Club, and would step in height from 9 floors at the north, stepping to 11, 12, and 13 floors moving from north to south. The South Tower Building would be 14 to 15 floors and be set back 42 feet from the Los Angeles Country Club at its southwest corner and 44 feet from the Country Club at its northwest corner. The applicant has sometimes referred to this as Alternative 5B-1. The Planning Commission recommended approval of this project.

The City Council considered the Project as recommended by the Planning Commission, but during the deliberations requested further modification to the Project. At the request of the City Council, the Applicant agreed to remove approximately 8,000 square feet from the eastern edge of the top level of the South Building to reduce massing impacts of the proposed buildings. The City Council provided the Applicant the option of adding garden residences that would be located in one level on top of the restaurant building. Should the Applicant choose to add these garden residences, the Applicant may remove up to 10,000 square feet from the eastern edge of the South Building and place it atop the restaurant. The removal of up to 10,000 feet would enable the Applicant to potentially develop four more viable garden residence units. If the Applicant determines that they do not wish to develop the garden residences, the 8,000 square feet would still be removed from the eastern edge of the South Building. The Project as revised by the City Council is referred to herein as the "Revised Project."

The proceedings before the Planning Commission and City Council resulted in modifications to the project in furtherance of CEQA's policy of changing the project as a method for protecting the environment. CEQA Guidelines Sec. 15002 (h). Revisions to the Project including increased setbacks along Wilshire Boulevard, reduced height at the north end of the project with stepped increases in height to the south end of the site, increased amount of public open space from .42 acres to .81 acres by removing the loft buildings, and introduction of open space garden area at the northwest corner of Santa Monica Boulevard and Merv Griffin Way. These revisions eliminated potentially significant impacts associated with General Plan policies related to community scale and transitional conflicts. The modifications to the project are not substantial, did not result in new or more severe significant impacts, and were clearly articulated during the proceedings. As discussed in Appendix D of the Final EIR, none of these revisions trigger the requirement to recirculate an EIR.

Between the analysis of the originally proposed Project, the analysis of the six alternatives, the analysis of six additional variations on alternatives as discussed in Section VIII below, and the analysis of the Revised Project in Appendix D of the Final EIR the potential impacts of the Revised Project have been fully assessed, fully disclosed, and mitigated or avoided to the extent feasible.

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

The City of Beverly Hills conducted an Initial Study in July 2006 to determine significant effects of the Project. In the course of this evaluation, certain impacts of the Project were found to be less than significant due to the inability of a project of this scope to create such impacts or the absence of project characteristics producing effects of this type. The following effects were determined not to be significant for the reasons set forth in the Initial Study, and were not analyzed in the Draft EIR (refer to Appendix A, Initial Study/Notice of Preparation, in the Draft EIR). Revisions to the Project, as described in Section III, do not change the conclusions of the Initial Study.

A. AESTHETICS

1. The Project will not have a substantial adverse effect on a scenic vista.
2. 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 (Farmland), 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 does 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, or regulations 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 or 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. GEOLOGY AND SOILS

1. The Project will not expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving landslides.
2. The Project will not have soils incapable of adequately supporting the use of septic tanks or alternatives wastewater disposal systems where sewers are not available for the disposal of wastewater.

F. HAZARDS AND HAZARDOUS MATERIALS

1. The Project will not create a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials.
2. 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 therefore will not result in a safety hazard for people residing or working in the project area.
3. The Project is not within the vicinity of a private airstrip, and therefore will not result in a safety hazard for people residing or working in the project area.
4. The Project will not impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan.
5. The Project will not expose people or structures to a significant risk of loss, injury or death involving wildland fires, including where wildlands are adjacent to urbanized areas or where residences are intermixed with vegetation.

G. HYDROLOGY AND WATER QUALITY

1. The Project will not place housing within a 100-year flood hazard area as mapped on a Federal Flood Hazard Boundary or Flood Insurance Map or other flood hazard delineation map.
2. The Project will not place within a 100-year flood hazard area structures which would impede or redirect flood flows.
3. The Project will not be subject to inundation by seiche, tsunami, or mudflow.

H. 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.

I. 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.

J. 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 from airport activities.
2. The Project is not located within the vicinity of a private airstrip, and thus would not expose people residing or working in the Project area to excessive noise levels from airstrip activities.

K. POPULATION AND HOUSING

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

L. TRANSPORTATION AND TRAFFIC

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 a substantial safety risk.
2. The Project will not cause a four-way stop-controlled intersection operating at LOS A, B or C to operate at LOS D with an increase in the average delay by five seconds or more.
3. The Project will not cause a four-way stop-controlled intersection operating at LOS D to operate at LOS D with an increase in the average delay by four seconds or more.
4. The Project will not cause a four-way stop-controlled intersection operating at LOS E or F to operate at LOS F with an increase in the average delay by three seconds or more.
5. The Project will not cause a two-way stop-controlled intersection operating at LOS D or better to operate at LOS E or F.

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

The EIR found that the 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, based on the more expansive discussions contained in the EIR. Further, the project revisions described in Section III above do not change the following conclusions.

A. AESTHETICS

1. Development of the Project would not obstruct, interrupt, or diminish a valued focal or panoramic view.
2. Development of the Project would not create a new source of shade or shadow which would adversely affect existing shade/shadow sensitive structures or uses.

During testimony before the Planning Commission, representatives of the Los Angeles Country Club (LACC), whose property is located to the west of the Project site, expressed concerns regarding aesthetic impacts on certain portions of the golf course that is adjacent to the west of the proposed Project, as well as concerns regarding potential shade and shadow impacts on portions of the golf course. The LACC invited the Planning Commission to visit the LACC to view areas of alleged impact so that the Commissioners could get a perspective viewing the Project site from the west in areas generally open only to members and guests of the LACC. The Planning Commission, staff, Applicant team, LACC representatives, and interested members of the public visited the LACC during the Commission's January 31, 2008 meeting, at which time the Commissioners observed balloons flown by the LACC to approximate the Project's building heights, observed other development surrounding the LACC including the buildings of Century City to the south, and observed the plentiful existing foliage on the site. The Planning Commission considered the information gathered during the visit to the LACC site, the various photo simulations presented during the course of the Commission's hearings, the shade and shadow studies presented to the Commission, the studies regarding shade and shadow impact on turf grass included in appendices to the EIR, the existence of trees and foliage already producing significant shade on the golf course, the existence of the tall buildings in Century City that are readily visible from and produce shade on the LACC golf course, and the responses to the LACC's comments on the EIR.

Based on this information, the Planning Commission found that the full degree of potential impacts of the Project on the LACC has been fully disclosed, and that the neither the Project nor the Revised Project would have significant shade and shadow or aesthetic impacts on the LACC. Specifically, with respect to shade and shadow impacts at the LACC, the Planning Commission considered and took into account:

- a) The DEIR analysis of the shade and shadow impacts and the conclusion that impacts would be less than significant, using the City of Los Angeles 3-hour threshold.
- b) The Study Commissioned by the Los Angeles Country Club entitled "Report of Findings and Recommendations Regarding Morning Light Penetration On #16 Tee, Fairway And Green at Los Angeles Country Club" dated June 2006
- c) The study "Shade and Shadow Study - The Los Angeles Country Club" incorporated into the Technical Appendices of the Draft EIR as appendix 4.1

d) Updated Shade and Shadow analysis for variations on the Project that included increased height of the southern building, which shows that the Project would not cause shading in excess of the 3-hour City of Los Angeles standard

e) The Commission's visit to the LACC and tour of the potentially impacted areas.

In addition to the information gathered by the Planning Commission, the City Council also considered additional information submitted by the Project applicant and the LACC, including:

f) The letter dated March 20, 2008 from William Kent Alkire, II, Agronomist, concluding that the impact of shade/shadow from the project would will not significantly impact the Los Angeles Country Club's ability to continue to maintain the turf along its golf course's 16th hole to current levels of quality.

g) The letter dated March 6, 2008 from Michael J. Hurdzan, Ph.D. submitted on behalf of LACC regarding alleged impacts of shade/shadow from the project on the LACC's golf course turf.

h) A slideshow presentation made by the applicant at the March 20, 2008 meeting and included in the applicant's letter dated March 20, 2008.

In considering the entirety of the evidence the City Council concludes that Appendix 4.1 of the Draft EIR and the March 20, 2008 letter from Mr. Alkire, II, including the shade and shadow exhibits therein, are more persuasive than contrary evidence offered on behalf of the LACC. The City Council bases its finding that the Revised Project will not have significant impacts on the LACC in large part on the conclusion of Appendix 4.1, which states that "the construction of the proposed 9900 Wilshire Project should have no significant, notable impact on the turf quality and density of the grasses and trees currently being grown on the 16th hole of the South Course at the Los Angeles Country Club," and the similar conclusions set forth in the Alkire letter dated March 20, 2008.

B. AIR QUALITY

1. Development of the Project would not interfere with the attainment of the federal or state ambient air quality standards by either violating or contributing to an existing or projected air quality violation.
2. Development of the Project would not result in population increases within an area that would be in excess of that projected by SCAG in the AQMP, or increase the population in an area where SCAG has not projected that growth for the project's buildout year.
3. Development of the Project would not generate vehicle trips that cause a CO hotspot, and would not expose future occupants or sensitive receptors to a CO hotspot.

4. Development of the Project would not have the potential to create, or be subjected to, an objectionable odor that could impact sensitive receptors.
5. Development of the Project would not have hazardous materials on-site and could result in an accidental release of toxic air emissions or acutely hazardous materials posing a threat to public health and safety.
6. Development of the Project would not emit a toxic air contaminant regulated by SCAQMD rules or that is on a federal or state air toxic list.
7. Development of the Project would not be occupied by sensitive receptors within 1/4 mile of an existing facility that emits air toxics identified in SCAQMD Rule 1401.
8. Development of the Project would contribute a less than significant amount of greenhouse gas emissions on both a project and a cumulative basis.
9. Development of the Project would not emit carcinogenic or toxic air contaminants that individually or cumulatively exceed the maximum individual cancer risk of 10 in 1 million.

C. GEOLOGY AND SOILS

1. Development of the Project would not expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving 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. Development of the Project would not expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving seismic-related ground failure, including liquefaction.
3. Development associated with the Project, in conjunction with other related cumulative projects, would not result in cumulatively considerable geology, soils, and seismicity impacts.

D. HAZARDS AND HAZARDOUS MATERIALS

1. Development of the Project would not be located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5 and, as a result, would it create a significant hazard to the public or the environment.

E. HYDROLOGY AND WATER QUALITY

1. Development of the Project would not substantially deplete groundwater supplies or interfere substantially with groundwater recharge such that there

would be a net deficit in aquifer volume or a lowering of the local groundwater table level (e.g., the production rate of pre-existing nearby wells would drop to a level which would not support existing land uses or planned land uses for which permits have been granted).

2. Development of the Project would not substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, in a manner that would result in substantial erosion or siltation on- or off-site.
3. Development of the Project would not substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, or substantially increase the rate or amount of surface runoff in a manner that would result in flooding on or off-site.
4. Development of the Project would not create or contribute runoff water that would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff.
5. Development of the Project would not require or result in the construction of new stormwater drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects.

F. NOISE

1. Noise levels measured at off-site land uses would not exceed the 45 dB(A) interior noise threshold or 65 dB(A) exterior noise threshold contained in the State's guidelines. Based on this information, the Project would not result in significant noise impacts if:
 - An increase of 3 dB(A) or greater in traffic noise levels that occurs from Project-related activities would cause the noise compatibility thresholds for "normally acceptable" exterior or interior noise levels to be exceeded, or a 3 dB(A) increase in noise would occur to a land use experiencing levels above the noise compatibility threshold for "normally acceptable" (a noise level increase of less than 3 dB(A) under either of the previously described scenarios is not considered to be significant).
 - Increases in traffic noise greater than 5 dB(A) result even if the resulting noise levels are below the land use compatibility standards (an increase of 5 dB(A) or less in traffic noise levels that occurs from Project-related activities would not be considered significant if the resulting noise levels remain below the "acceptable" thresholds).
 - Stationary noise sources proposed as part of the Project that could result in increases in noise levels at adjacent land uses would exceed the land use compatibility standards.

G. POPULATION AND HOUSING

1. Development of the Project would not induce population growth in an area, either directly (for example, by proposing new homes and businesses) or indirectly (for example, through extension of roads or other infrastructure).

H. FIRE PROTECTION

1. Development of the Project would not create a demand for additional fire stations, department personnel, and/or equipment.

I. POLICE PROTECTION

1. Development of the Project would not increase demand for the level of police protection that would reduce the level of protection services.
2. Development of the Project would not create a demand for additional police stations, department personnel, and/or equipment.

J. SCHOOLS

1. Development of the Project would not result in a significant impact to school services.

K. RECREATION AND PARKS

1. Development of the Project would not result in a significant impact on recreation and parks.

L. LIBRARY SERVICES

1. Development of the Project would not be considered to have a significant impact on library services.

M. TRANSPORTATION AND TRAFFIC

1. Development of the Project would not cause a significant impact for intersections within the City of Beverly Hills, since the proposed Project would not cause an increase in V/C ratio of equal to or greater than 0.040 at a signalized intersection operating at LOS D during a peak hour.
2. Development of the Project would not cause a significant impact for intersections within the City of Beverly Hills, since the proposed Project would not cause an increase in V/C ratio of equal to or greater than 0.020 at a signalized intersection operating at LOS E or F during a peak hour.
3. Development of the Project would not cause a significant impact on residential roadway segments, since the Project would not cause an increase in daily traffic

volume by 25 percent or more on a residential street with a daily traffic volume of less than 3,750.

4. Development of the Project would not cause a significant impact on residential roadway segments, since the Project would not cause an increase in daily traffic volume by 12.5 percent or more on a residential street with a daily traffic volume of between 3,750 and 6,750.
5. Development of the Project would not cause a significant impact on residential roadway segments, since the proposed Project would not cause an increase in daily traffic volume by 6.25 percent or more on a residential street with a daily traffic volume of more than 6,750.
6. Development of the Project would not cause a significant impact on a Congestion Management Plan (CMP) intersection, since the Project would not cause the V/C ratio to increase by 2 percent or more, causing the V/C ratio to increase beyond 1.00 (LOS F).
7. Development of the Project would not cause a significant impact for alternative forms of transportation, since the Project would not conflict with adopted policies, plans, or programs supporting alternative transportation.
8. Development of the Project would not cause a significant impact for pedestrian facilities, since the Project would not disrupt existing pedestrian facilities.
9. Development of the Project would not cause a significant impact for pedestrian facilities, since the Project would not interfere with planned pedestrian facilities.
10. Development of the Project would not cause a significant impact for pedestrian facilities, since the Project would not conflict with or create inconsistencies with adopted pedestrian system plans, guidelines, policies, or standards.
11. Development of the Project would not cause a significant impact since the Project would not fail to provide adequate accessibility for service and delivery trucks on-site, including access to truck loading areas.
12. Development of the Project would not cause a significant impact for project parking, since the Project would not design parking areas that fail to meet City standard design guidelines.
13. Development of the Project would not cause a significant impact for project parking, since the Project would not fail to provide a sufficient quantity of on-site parking for vehicles.
14. Development of the Project would not cause a significant impact for project parking, since the Project would not increase off-site parking above that which is provided in the immediate project area.

15. Development of the Project would not cause a significant impact for risk of off-site intersection collision, since the Project would not change off-site intersection location, geometrics, or traffic control devices, resulting in obstructed sight distance, over-reduced lane width, removal of exclusive left-turn or right-turn lanes, unsafe timing and phasing designs, or other safety deficiencies.
16. Development of the Project would not cause a significant impact for risk of off-site intersection collision, since the Project would not increase the number of pedestrians or bicyclists crossing at intersections where pedestrian/bicyclist-related traffic collisions already exist.

N. SOLID WASTE

1. Development of the Project would not be served by a landfill without sufficient permitted capacity to accommodate the Project's solid waste disposal needs.
2. Development of the Project would comply with federal, state, and local statutes and regulations related to solid waste.

O. ENERGY

1. Development of the Project would not result in a substantial increase in energy demand relative to the availability of supply.

VI. 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 light and glare; cultural resources; geology and soils; hazards and hazardous materials; hydrology and water quality; noise; fire and emergency services; transportation, traffic and circulation; water; wastewater; and energy. With the exception of the specific impacts as discussed in Article VII below, 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 Final EIR would reduce the Project's impacts to a less than significant level, with the exception of those unmitigable impacts discussed in Article VII below. The City Council adopts all of the feasible mitigation measures for the Project described in the Final EIR as conditions of approval of the Project and incorporates those into the Project. Further, the project revisions described in Section III above do not change the following conclusions, and those conclusions are equally applicable to the Project and the Revised Project.

A. LIGHT AND GLARE

The Project's potential impacts on aesthetics that can be mitigated or are otherwise less than significant are discussed in Section 4.1.2, Light and Glare, of the Draft EIR. Identified impacts include operational and cumulative impacts on aesthetics, light, and glare.

1. Operational Impacts

The EIR analyzes in detail the potential of the Project's operational activities to impact the visual character of the Project site and the surrounding area and to introduce new sources of light and glare. Project implementation would introduce new light sources on the Project site. While the proposed redevelopment of the 9900 Wilshire Project site and associated lighting is consistent with existing development in the area, and the north-south building alignment on the Project site is intended to minimize views of the buildings from residential neighborhoods to the north, nighttime lighting associated with the two tower buildings along the western side of the property would result in significant lighting impacts.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant operational related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-LG-1 Project light sources shall be shielded, directed downward when intended to illuminate walking or working surfaces, and focused on the Project site, to prevent light spillover onto adjacent properties or roadways.

(b) Facts in Support of Findings

The potential nighttime lighting impacts from operational activities have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measure identified in the Draft EIR. While a number of Project features are proposed to reduce the visibility of light sources from off-site, the potential still exists for unshielded or misdirected light sources to adversely affect nighttime views. With implementation of mitigation measure MM-LG-1, which would reduce the potential for off-site light spillover, Project lighting would not adversely affect nighttime views and impacts would be less than significant.

2. Cumulative Light and Glare Impacts

Development of the Project, in conjunction with related cumulative projects, could result in significant cumulative light and glare impacts.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant operational related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-LG-1 Project light sources shall be shielded, directed downward when intended to illuminate walking or working surfaces, and focused on the project site, to prevent light spillover onto adjacent properties or roadways.

(b) *Facts in Support of Findings*

The proposed Beverly Hilton Revitalization Plan, proposed for the adjacent Beverly Hilton Hotel property at 9876 Wilshire Boulevard, immediately east of the 9900 Wilshire Project site, would increase nighttime light levels on that adjacent project site over existing levels and those associated with operations of the former department store, and would contribute to higher ambient nighttime light levels in the Project vicinity. Both the Beverly Hilton Revitalization and 9900 Wilshire projects would be required to comply with Municipal Code requirements governing light spillover onto residential properties. As previously stated, a lighting program is proposed for the 9900 Wilshire Project that contains a number of features to reduce the potential for light spillover onto off-site properties. Implementation of mitigation measures MM-LG-1 would further reduce the potential for light spillover and adverse effects on nighttime views. For these reasons, as mitigated, light sources proposed as part of the 9900 Wilshire Project would constitute a less than considerable, and therefore not significant, incremental contribution to light levels and impacts on nighttime views when considered together with the Beverly Hilton Revitalization Plan. Further, it is expected that a similar mitigation measure would be imposed on the Beverly Hilton Revitalization Project if approved.

Building materials proposed for the 9900 Wilshire Project would be low-reflectivity and are intended to minimize glare, and new development would be set back from surrounding roadways. The Project's contribution to cumulative glare impacts is less than considerable and therefore not significant.

B. CULTURAL RESOURCES

The Project's potential impacts on cultural resources that can be mitigated or are otherwise less than significant are discussed in Section 4.3, Cultural Resources, of the Draft EIR. Identified impacts include historical, archeological, and paleontological resources.

1. Historical Resources

The EIR analyzes in detail the potential of the Project's construction and operational activities to impact cultural resources on the Project site and in the surrounding area. Four potentially historic street lights are located adjacent to the Project site; two are on Wilshire Boulevard and two are on Santa Monica Boulevard. These street lights appear eligible for local listing or designation. The permanent removal of or damage to these street lights would result in a significant impact.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-CR-3 Potentially historic street lights adjacent to the Project site shall be preserved and reinstalled along this section of Wilshire Boulevard and Santa Monica Boulevard in appropriate locations in consultation with the Project proponents, the City of Beverly Hills, and an architectural historian qualified under the Secretary of the Interior's Standards.

(b) *Facts in Support of Findings*

The potential cultural resources impacts from construction and operational activities have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measure identified in the Draft EIR. Implementation of mitigation measure MM-CR-3 requiring removal and reinstallation of the lights adjacent to the Project site would reduce this potentially significant impact to a less than significant level.

2. Archaeological Resources

The EIR analyzes in detail the potential of the Project's construction and operational activities to impact the cultural resources of the Project site and the surrounding area. No archaeological resources are known to have been discovered on the Project site during previous disturbances. However, excavation of the Project site has the potential to disturb unknown resources, causing a potentially significant impact upon those resources. In the event of an unexpected disturbance, significant impacts to archaeological resources could occur.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-CR-4 If buried cultural resources are encountered during construction, all work shall be halted in the vicinity of the archaeological discovery until a qualified archaeologist can assess the nature and significance of the archaeological discovery, per CEQA Section 15064.5 (f). Recovery of significant archaeological deposits, if necessary, shall include but not be limited to, manual or mechanical excavations, monitoring, soils testing, photography, mapping, or drawing to adequately recover the scientifically consequential information from and about the archaeological resource. Further treatment may be required, including site recordation, excavation, site evaluation, and data recovery. Any artifacts uncovered shall be recorded and removed for storage at a location to be determined by the archaeologist.

MM-CR-5 If human remains are discovered during construction, the coroner and designated Native American representatives shall be notified in accordance with Public Resources Code Section 5097.98, Health and Safety Code Section 7050.5, and Section 15064.5 (d) of the State CEQA Guidelines. State Health and Safety Code Section 7050.5 states that if human remains are unearthed during construction, no further disturbance shall occur until the county coroner has made the necessary findings as to the origin and disposition of the remains pursuant to Public Resources Code Section 5097.98. In accordance with applicable regulations, construction activities shall halt in the event of discovery of human remains, and consultation and treatment shall occur as prescribed by law. If human remains discovered are of Native American origin, it shall be necessary to comply with state laws relating to the disposition of Native American burials that fall within the jurisdiction of the California Native American Heritage Commission (Public Resources Code Section 5097). According to California Health and Safety Code, six or

more human burials at one location constitute a cemetery (Section 8100), and disturbance of Native American cemeteries is a felony (Section 7052).

(b) Facts in Support of Findings

The potential cultural resources impacts from construction and operational activities have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measure identified in the Draft EIR. Implementation of mitigation measures MM-CR-4 and MM-CR-5 would reduce potentially significant impacts to a less than significant level in the unlikely event that archaeological resources are discovered during construction.

3. Paleontological Resources

The EIR analyzes in detail the potential of the Project's construction and operational activities to impact the cultural resources of the Project site and the surrounding area. No paleontological resources are known to have been discovered on the Project site during previous disturbances. However, excavation of the Project site has the potential to disturb unknown resources, causing a potentially significant impact upon those resources.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-CR-6 In the event a previously unknown fossil is uncovered during Project construction, all work shall cease until a certified paleontologist can investigate the finds and make appropriate recommendations. Any artifacts uncovered shall be recorded and removed for storage at a location to be determined by the monitor.

(b) Facts in Support of Findings

The potential cultural resources impacts from construction and operational activities have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measure identified in the Draft EIR. Implementation of mitigation measure MM-CR-6 would reduce potentially significant impacts to a less than significant level in the unlikely event that paleontological resources are discovered during construction.

4. Cumulative Impacts

Development of the proposed Project, in conjunction with related cumulative projects, could result in significant cultural resources impacts.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant operational related environmental effect as identified in the Draft EIR. Specifically,

the following mitigation measures imposed upon the Project mitigate impacts to less than significant levels:

MM-CR-3 Potentially historic street lights adjacent to the Project site shall be preserved and reinstalled along this section of Wilshire Boulevard and Santa Monica Boulevard in appropriate locations in consultation with the Project proponents, the City of Beverly Hills, and an architectural historian qualified under the Secretary of the Interior's Standards.

MM-CR-4 If buried cultural resources are encountered during construction, all work shall be halted in the vicinity of the archaeological discovery until a qualified archaeologist can assess the nature and significance of the archaeological discovery, per CEQA Section 15064.5 (f). Recovery of significant archaeological deposits, if necessary, shall include but not be limited to, manual or mechanical excavations, monitoring, soils testing, photography, mapping, or drawing to adequately recover the scientifically consequential information from and about the archaeological resource. Further treatment may be required, including site recordation, excavation, site evaluation, and data recovery. Any artifacts uncovered shall be recorded and removed for storage at a location to be determined by the archaeologist.

MM-CR-5 If human remains are discovered during construction, the coroner and designated Native American representatives shall be notified in accordance with Public Resources Code Section 5097.98, Health and Safety Code Section 7050.5, and Section 15064.5 (d) of the State CEQA Guidelines. State Health and Safety Code Section 7050.5 states that if human remains are unearthed during construction, no further disturbance shall occur until the county coroner has made the necessary findings as to the origin and disposition of the remains pursuant to Public Resources Code Section 5097.98. In accordance with applicable regulations, construction activities shall halt in the event of discovery of human remains, and consultation and treatment shall occur as prescribed by law. If human remains discovered are of Native American origin, it shall be necessary to comply with state laws relating to the disposition of Native American burials that fall within the jurisdiction of the California Native American Heritage Commission (Public Resources Code Section 5097). According to California Health and Safety Code, six or more human burials at one location constitute a cemetery (Section 8100), and disturbance of Native American cemeteries is a felony (Section 7052).

MM-CR-6 In the event a previously unknown fossil is uncovered during Project construction, all work shall cease until a certified paleontologist can investigate the finds and make appropriate recommendations. Any artifacts uncovered shall be recorded and removed for storage at a location to be determined by the monitor.

(b) *Facts in Support of Findings*

The potential cultural resources impacts from construction and operational activities have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR with the exception of cumulative impacts to historical resources as discussed in Section VII below. With implementation of mitigation measure, **MM-CR-3**, project and cumulative

impacts related to street lights would be less than significant. With implementation of mitigation measures, MM-CR-4 and MM-CR-5, project and cumulative impacts related to archaeological impacts would be less than significant. With implementation of mitigation measure, MM-CR-6, project and cumulative impacts related to paleontological impacts would be less than significant. Further, to address similar concerns with the adjacent Beverly Hilton Revitalization Project, it is expected that similar mitigation measures would be applied to that project if it is approved.

C. GEOLOGY AND SOILS

The Project's potential impacts on geology and soils that can be mitigated or are otherwise less than significant is discussed in Section 4.4, Geology and Soil, of the Draft EIR. Identified impacts include seismic groundshaking, ground failure, and expansive soils.

1. Seismic Groundshaking

Several active faults are located within 10 miles of the Project site; as such, the Project site may be subject to strong ground shaking in the event of an earthquake. Therefore, people and structures may be exposed to potential adverse effects from seismic groundshaking.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-GEO-1 The proposed Project shall be designed and constructed in accordance with recommendations contained in the Report of Geotechnical Investigation prepared by Mactec Engineering and Consulting, Inc. and in accordance with all applicable local, state, and federal regulations, such as the Uniform Building Code (UBC) and Title 9 of the Beverly Hills Municipal Code.

(b) *Facts in Support of Findings*

The potential geological impacts from construction and operational activities of the Project have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR. Recommendations and specifications of the geotechnical investigation, as well as compliance with all City Building and Safety standards and requirements, would guide the design and construction of the Project, and are intended to mitigate seismic impacts. In addition, the Project would be required to conform to the latest edition of the UBC, which includes design measures to mitigate against seismic hazards. The UBC and City of Beverly Hills building standards would be enforced through review of plans and inspection of structures during construction. By incorporating recommendations of the Report of Geotechnical Investigation, included in the EIR as Appendix 4.4, as required through implementation of mitigation measure MM-GEO-1, and complying with the UBC and City of Beverly Hills standards, Project impacts related to ground shaking would be less than significant.

2. Ground Failure

While the Project site is not located within a designated Liquefaction Hazard Zone, due to the shallow depth of groundwater and required excavation activities, there is the potential for the Project to be constructed on a geologic unit or soil that is unstable or could become unstable as a result of construction-related activities. This impact is potentially significant.

(a) *Findings*

Changes or alterations have been required in, or incorporated into the Project that avoid or substantially lessen the significant environmental effect as identified in the Draft EIR. Specifically, mitigation measure **MM-GEO-1**, discussed above, imposed upon the Project mitigates impacts to less than significant levels.

(b) *Facts in Support of Findings*

Due to the shallow depth of groundwater, encountered at depths of 30 to 45 feet below the existing surface, dewatering activities on the Project site would be required during construction of the subterranean parking garage. Drilled piles used to shore the garage walls would reach depths of approximately 35 feet. During construction, dewatering would be achieved with temporary dewatering wells, storage tanks, and filters. The applicant would comply with all aspects of the City's dewatering ordinance, Section 9-4-610 of Article 6 of Chapter 4 of Title 9 of the Beverly Hills Municipal Code. Consistent with mitigation measure **MM-HYDRO-1** of Section 4.6 of the Draft EIR, dewatering activities would require an NPDES Permit for Groundwater Discharge from the Los Angeles Regional Water Quality Control Board ("LARWQCB").

The depth of the finished slab of the lower parking level (P2) would be 32 feet below ground surface at the northern portion of the site and approximately 10 feet below ground surface at the southern portion of the site. Given the above, operation of Project would also require permanent dewatering activities. The applicant would comply with all aspects of the City's dewatering ordinance, Section 9-4-610 of Article 6 of Chapter 4 of Title 9 of the Beverly Hills Municipal Code. Consistent with mitigation measure **MM-HYDRO-1**, dewatering activities would require an NPDES Permit for Groundwater Discharge from the LARWQCB.

As the proposed structures would be designed, constructed and operated in conformance with recommendations included within the Report of Geotechnical Investigation, included in the EIR as Appendix 4.4, and all applicable local, state, and federal regulations, such as the UBC, consistent with mitigation measure **MM-GEO-1** and with mitigation measure **MM-HYDRO-1**, impacts to life and property from unstable soils would be less than significant.

3. Expansive Soils

Upper soils on the Project site have medium expansive potential. Additionally, the shallow depth of groundwater on the site has the potential to result in significant geologic and soils impacts.

(a) Findings

Changes or alterations have been required in, or incorporated into the Project that avoid or substantially lessen the significant environmental effect as identified in the Draft EIR. Specifically, mitigation measure MM-GEO-1, discussed above, imposed upon the Project mitigates impacts to less than significant levels.

(b) Facts in Support of Findings

As mentioned above, upper soils on-site have a medium expansion potential. The below-grade parking structure planned would be constructed to a depth of approximately 35 feet below grade. Groundwater was measured at 30 to 45 feet below ground surface, but the historic water level has reached 28 to 30 feet. As the depth of groundwater has been known to fluctuate to up to 28 feet below grade, the likelihood of expansive soils impacting the proposed structures at some future date is probable, which represents a potentially significant impact prior to the implementation of mitigation. However, as the Project would be designed and constructed in conformance with recommendations included within the Report of Geotechnical Investigation (EIR Appendix 4.4) and all applicable local, state, and federal regulations, such as the UBC, consistent with mitigation measure MM-GEO-1 above, impacts to life and property from expansive soils would be less than significant.

D. HAZARDS AND HAZARDOUS MATERIALS

The Project's potential impacts on hazards and hazardous materials that can be mitigated or are otherwise less than significant is discussed in Section 4.5, Hazards and Hazardous Materials, of the Draft EIR. Identified impacts include asbestos, lead paint, mold, PCB's, and hazardous materials within a quarter mile from a school.

1. Asbestos - Lead Paint - Mold - PCBs

The Phase I Environmental Site Investigation (EIR Appendix 4.5) indicated a moderate potential for the existing building materials to contain asbestos. All asbestos containing materials would be removed and disposed of prior to demolition or renovation in accordance with the requirements of SCAQMD Rule 1403 – Asbestos Emissions from Demolition/Renovation Activities.

The Phase I Environmental Site Assessment also indicated that suspect lead-based paint, visible mold growth, and old unused fluorescent light ballasts potentially containing PCBs exist on the Project site. Construction activities therefore have the potential to temporarily result in upset and/or accident conditions involving the accidental release of hazardous materials into the environment.

Operation of the Project would not include uses with the potential to generate large quantities of hazards and/or toxic materials, and thus would not have a high potential to cause fires or result in accidents from hazardous materials or substances.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measures imposed upon the Project mitigate impacts to less than significant levels:

MM-HAZ-1 Any suspect lead-based paint shall be sampled prior to any renovations or demolition activities. Any identified lead-based paint located within buildings scheduled for renovation or demolition, or noted to be damaged, shall be abated by a licensed lead-based paint abatement contractor, and disposed of according to all state and local regulations.

MM-HAZ-2 The property owner shall ensure that the source(s) of moisture intrusion resulting in the growth of mold within the building are repaired. As the building is scheduled for demolition, it is not necessary to abate the mold-impacted materials.

MM-HAZ-3 All old unused fluorescent light ballasts potentially containing PCBs shall be properly removed and disposed of prior to demolition activities.

(b) Facts in Support of Findings

The Phase I Environmental Site Assessment (EIR Appendix 4.5) indicated that suspect lead-based paint, visible mold growth, and old unused fluorescent light ballasts exist on the project site; all are recognized as potential environmental conditions. Therefore, the presence of the aforementioned recognized potential environmental conditions could result in potentially significant impacts associated with the release of hazardous materials into the environment. However, incorporation of mitigation measures identified above would reduce potentially significant impacts to less than significant levels by properly handling and disposing the materials.

2. Hazardous Materials within a Quarter-Mile of a School

El Rodeo School, a Beverly Hills Unified School District elementary school, is located immediately north of the Project site, across Wilshire Boulevard, and therefore lies within a one-quarter mile of the Project site.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measures imposed upon the Project mitigate impacts to less than significant levels:

MM-HAZ-1 Any suspect lead-based paint shall be sampled prior to any renovations or demolition activities. Any identified lead-based paint located within buildings scheduled for renovation or demolition, or noted to be damaged, shall be abated by a licensed lead-based paint abatement contractor, and disposed of according to all state and local regulations.

MM-HAZ-2 The property owner shall ensure that the source(s) of moisture intrusion resulting in the growth of mold within the building are repaired. As the building is scheduled for demolition, it is not necessary to abate the mold-impacted materials.

MM-HAZ-3 All old unused fluorescent light ballasts potentially containing PCBs shall be properly removed and disposed of prior to demolition activities.

(b) *Facts in Support of Findings*

The presence of the aforementioned hazardous materials could result in potentially significant impacts associated with hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school. However, incorporation of the mitigation measures identified above would reduce potentially significant impacts associated with the release of hazardous materials during demolition activities to less than significant levels. Following standard protocols for removal of these potentially hazardous materials will ensure that potential impacts to the nearby school are avoided. While parents of children attending El Rodeo School have expressed concern about demolition, no new impacts have been identified.

E. **HYDROLOGY AND WATER QUALITY**

The Project's potential impacts on hydrology and water quality that can be mitigated or are otherwise less than significant is discussed in Section 4.6, Hydrology and Water Quality, of the Draft EIR. Identified impacts include construction and operational impacts to surface water quality.

1. Surface Water Quality – Construction

During Project construction, demolition and grading activities would expose soils to erosion and temporarily increase suspended solids in surface water flows originating on the Project site during a storm event. Additionally, dewatering may be necessary during excavation because of shallow groundwater, and could degrade downstream water quality through discharge of treated water into the City storm drain system. This could violate water quality standards and waste discharge requirements and is a potentially significant impact.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measures imposed upon the Project mitigate impacts to less than significant levels:

MM-HYDRO-1 Prior to start of soil-disturbing activities at the site, a Notice of Intent (NOI) and SWPPP shall be prepared by the applicant in accordance with, and in order to partially fulfill, the California SWRCB Order No. 99-08-DWQ, NPDES General Permit No. CAS000002 (General Construction Permit). The SWPPP shall meet the applicable provisions of Sections 301 and 402 of the CWA and Title 9, Chapter 4, Article 5, Storm Water and Urban Runoff Pollution Control from the Beverly Hills Municipal Code by requiring controls of pollutant discharges that utilize best available technology (BAT) and best conventional pollutant control technology (BCT) to reduce pollutants. Examples of BAT/BCT that may be implemented during site grading and construction could include straw hay bales, straw bale inlet filters, filter barriers and silt fences.

MM-HYDRO-2 Prior to issuance of any grading or building permits, the Project applicant shall prepare and submit to the City of Beverly Hills a SWPPP to be administered throughout all phases of grading and Project construction. The SWPPP shall incorporate BMPs to ensure that potential water quality impacts during construction phases are minimized. Examples of practices that may be implemented

during grading and construction could include straw hay bales, straw bale inlet filters, filter barriers, and silt fences.

(b) *Facts in Support of Findings*

Consistent with mitigation measure MM-HYDRO-1, dewatering activities would require an NPDES Permit for Groundwater Discharge from the LARWQCB. This permit would ensure that water discharged to the City's storm drain system would meet all NPDES requirements for suspended solids, organic material, and other water quality parameters, thereby reducing water quality impacts associated with this activity to a less than significant level. Additionally, consistent with mitigation measure MM-HYDRO-2, prior to issuance of any grading or building permits, the applicant must receive City approval of the SWPPP. Potential water quality impacts of development of the Project would be less than significant through the preparation and implementation of the SWPPP and the best management practices (BMPs) as specified in the NPDES permit.

2. Surface Water Quality – Operations

Permanent dewatering of subterranean buildings and structures may be necessary and could degrade downstream water quality through discharge of treated water into the City storm drain system, in violation of water quality standards and waste discharge requirements. This is a potentially significant impact. Additionally, potential disposition of urban pollutants generated during operation of the proposed Project, including pollutants generated by motor vehicles and the maintenance of landscaped areas, could result in the potential for the Project to violate water quality standards and waste discharge requirements. This is a potentially significant impact.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant surface water quality effects as identified in the Draft EIR. Specifically, the following mitigation measures imposed upon the Project mitigate impacts to less than significant levels:

MM-HYDRO-1 Prior to start of soil-disturbing activities at the site, a Notice of Intent (NOI) and SWPPP shall be prepared by the applicant in accordance with, and in order to partially fulfill, the California SWRCB Order No. 99-08-DWQ, NPDES General Permit No. CAS000002 (General Construction Permit). The SWPPP shall meet the applicable provisions of Sections 301 and 402 of the CWA and Title 9, Chapter 4, Article 5, Storm Water and Urban Runoff Pollution Control from the Beverly Hills Municipal Code by requiring controls of pollutant discharges that utilize best available technology (BAT) and best conventional pollutant control technology (BCT) to reduce pollutants. Examples of BAT/BCT that may be implemented during site grading and construction could include straw hay bales, straw bale inlet filters, filter barriers and silt fences.

MM-HYDRO-2 Prior to issuance of any grading or building permits, the Project applicant shall prepare and submit to the City of Beverly Hills a SWPPP to be administered throughout all phases of grading and Project construction. The SWPPP shall incorporate BMPs to ensure that potential water quality impacts during construction phases are minimized. Examples of practices that may be implemented

during grading and construction could include straw hay bales, straw bale inlet filters, filter barriers, and silt fences.

(b) *Facts in Support of Findings*

Consistent with mitigation measure MM-HYDRO-1, dewatering activities occurring post-construction would have to adhere to an NPDES Permit for Groundwater Discharge from the LARWQCB. Under recent regulations adopted by the LARWQCB, projects are required to implement a Standard Urban Storm Water Mitigation Plan (SUSMP) during the operational life of the Project to ensure that stormwater pollution is addressed by incorporating Best Management Practice (BMP) features into the design of the Project. This permit would ensure that water discharged to the City's storm drain system would meet all NPDES requirements for suspended solids, organic material, and other water quality parameters thereby reducing stormwater quality impacts associated with this activity to a less than significant level. Additionally, consistent with mitigation measure MM-HYDRO-2, prior to issuance of any grading or building permits, the City must approve the Stormwater Pollution Prevention Program (SWPPP). Potential water quality impacts of development of the Project would be less than significant through the preparation and implementation of the SWPPP and the BMPs as specified in the NPDES permit.

F. NOISE

The Project's potential noise-related impacts that can be mitigated or are otherwise less than significant are discussed in Section 4.8, Noise, of the Draft EIR. Identified impacts include interior and exterior noise levels generated by roadway traffic.

1. Mobile-Source Noise

Traffic noise generated on Santa Monica Boulevard, Wilshire Boulevard, and Merv Griffin Way in the future "with project" condition would approach or exceed the multi-family residential noise standard of 65 dB(A). This is a significant impact. Additionally, traffic noise along Santa Monica and Wilshire Boulevards would exceed the interior noise threshold of 45 dB(A) CNEL for on-site residential spaces even with compliance with Title 24 requirements. This is also a significant impact.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effect identified in the Draft EIR. Specifically, the following mitigation measures imposed upon the Project mitigates impacts to less than significant levels:

NOISE-2 The applicant shall implement sound attenuation features to reduce noise levels at all private outdoor livable spaces (i.e., balconies) on building floors 1 through 6 fronting Wilshire and Santa Monica Boulevards and Merv Griffin Way. Such features may include berms made of sloping mounds of earth, walls and fences constructed of a variety of materials, thick plantings of trees and shrubs, or combinations of these materials, or the use of solid material for balcony construction such as double-paned or laminated glass, Plexiglas, or wood. Acoustical analysis shall be performed prior to the issuance of an occupancy permit to demonstrate that noise levels at the exterior livable spaces do not exceed state land use standards for residences. This requirement shall be

incorporated into the plans to be submitted by the applicant to the City of Beverly Hills for review and approval prior to the issuance of building permits.

NOISE-3 The applicant shall incorporate building materials and techniques that reduce sound transmission through walls, windows, doors, ceilings, and floors of on-site residences in order to achieve interior noise levels that are below the state land use guidelines standards for interior noise. Such building materials and techniques may include double-paned windows, staggered studs, or sound-absorbing blankets incorporated into building wall design, or outdoor noise barriers erected between noise sources and noise-sensitive areas, such as berms made of sloping mounds of earth, walls and fences constructed of a variety of materials, thick plantings of trees and shrubs, or combinations of these materials. Acoustical analysis shall be performed prior to the issuance of an occupancy permit to demonstrate that noise levels in the interior livable spaces do not exceed state standards for residences. This requirement shall be incorporated into the plans to be submitted by the applicant to the City of Beverly Hills for review and approval prior to the issuance of building permits.

(b) Facts in Support of Findings

Implementation of MM-NOISE-2 would reduce exterior noise levels by 7 to 10 dB(A), depending on the material(s) used, and would require an acoustical analysis prior to issuance of an occupancy permit to demonstrate that exterior livable spaces do not exceed state residential noise standards. As such, exterior noise levels for any proposed residential units on floors 1 through 6 adjacent to Merv Griffin Way, Santa Monica Boulevard and Wilshire Boulevard would be less than significant with mitigation. Implementation of MM-NOISE-3 would reduce interior noise levels by 7 to 10 dB(A), depending on the material(s) used and would require an acoustical analysis prior to issuance of an occupancy permit to demonstrate that interior livable spaces do not exceed state residential noise standards. As such, interior noise levels for the proposed residential units on floors 1 through 6 adjacent to Santa Monica and Wilshire Boulevards would be less than significant with mitigation. In addition to the foregoing, the Project applicant, in response to comments and concerns of the Planning Commission, removed the loft residential units along Merv Griffin Way, thus increasing the distance between that private street and the nearest residential units. Further, the Applicant increased the setback of the north building from Wilshire Boulevard to approximately 72 feet, thus further decreasing the potential for noise impacts from Wilshire Boulevard traffic. Finally, the City prepared a revised noise study to consider the potential impacts of higher traffic counts at certain intersections. The revised noise study concluded that, with mitigation, all potential impacts would be less than significant.

G. FIRE PROTECTION AND EMERGENCY SERVICES

The Project's potential fire protection impacts that can be mitigated or are otherwise less than significant are discussed in Section 4.10.1, Fire Protection and Emergency Services, of the Draft EIR. Identified impacts include access and fire flow.

1. Access

The Beverly Hills Fire Department (BHFD) indicates that the proposed traffic signal at the intersection of Merv Griffin Way and Santa Monica Boulevard has the potential to slow emergency response times and inhibit access to the site. This is a potentially significant impact.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-FIRE-1 The proposed signal at the intersection of Santa Monica Boulevard and Merv Griffin Way shall be outfitted with an Opticom device, a traffic signal pre-emption used to control signalized intersections to allow the BHFD to provide a safe response route and to decrease response times to emergencies.

(b) *Facts in Support of Findings*

Emergency access and circulation will be improved by the addition of a traffic signal at Merv Griffin Way and Santa Monica Boulevard. In response to the potential delay associated with a traffic signal, the BHFD has requested the installation of an Opticom device at the signal, which controls the light to facilitate the flow of emergency vehicles. This has been incorporated into the Draft EIR as **MM-FIRE-1**. With the ability to preempt the signal during an emergency response, the Beverly Hills Fire Department's ability to effectively respond to emergencies will be enhanced such that no significant impacts will result.

2. Fire Flow

The City Engineer has indicated that the fire flow of 1,000 to 1,500 gallons per minute (gpm) measured at hydrants serving the Project site may not be adequate flow for the Project. This is a potentially significant impact.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-FIRE-2 The 8-inch and 10-inch sections of the main feeding Hydrants No. 339, No. 340, No. 341, No. 342, and No. 343 along Wilshire Boulevard shall be replaced with a 12-inch main in order to achieve adequate fire flow for the Project. The line shall be replaced from the intersection of Wilshire Boulevard and Santa Monica Boulevard to the western boundary of the Project site. The Project applicant shall pay its "Fair Share," as determined by the City, towards the upgrade of the 8-inch and 10-inch sections of the main feeding Hydrants No. 339, No. 340, No. 341, No. 342, and No. 343 along Wilshire Boulevard prior to the issuance of building permits. Upgrade of the main shall be completed concurrently with Project construction and prior to building occupancy. The

Project applicant shall coordinate with the City so that construction of the upgraded main shall not conflict with construction of the Project.

(b) Facts in Support of Findings

The City Engineer recommends that the 8-inch and 10-inch sections of the line beneath Wilshire Boulevard which feeds the hydrants be upgraded to a 12-inch line in order to achieve sufficient fire flow for the Project and thereby meet the requirements outlined in the California Fire Code (Part 9 of Title 24). This has been incorporated into the Draft EIR as MM-FIRE-2. Implementation of the mitigations will ensure that adequate fire flows are available in the event that the Beverly Hills Fire Department must respond to a fire incident at the Project site.

H. TRANSPORTATION, TRAFFIC, AND CIRCULATION

The Project's potential traffic related impacts that can be mitigated or are otherwise less than significant are discussed in Section 4.11, Transportation, Traffic, and Circulation, of the Draft EIR. The traffic impacts that are reduced to less than significant levels include construction impacts, internal traffic control devices, and roadway feature design.

1. Construction Trucks

During the anticipated 24-month construction period, the provisions within the required Construction Management Plan would be followed. However, potentially significant impacts could result.

Trucks would queue along Sepulveda Boulevard and would travel east to the site along Wilshire Boulevard or Santa Monica Boulevard. Trucks would exit the site and proceed west to I-405 along Santa Monica Boulevard. However, construction trucks could result in potentially significant impacts because trucks would be traveling along already congested roadways, trucks could deviate from designated travel routes, and the number of trucks required to access the Project site during excavation could be as many as 300 trucks per day. As such, construction trucks could result in potentially significant impacts.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measures imposed upon the Project mitigate impacts to less than significant levels:

MM-TRAF-1 An Environmental Monitor shall be retained that will be responsible for monitoring compliance with the mitigation measures in the adopted Mitigation Monitoring Program. The name, phone number, and other contact information for the Environmental Monitor shall be posted on the construction trailer or other location visible to public view as determined by the Community Development Director. The developer shall deposit funds sufficient to pay for the Environmental Monitor who will be hired by and work for the City.

MM-TRAF-2 The Environmental Monitor shall inform the public of the ongoing Project progress and exceptions to the expected plans. This shall include sending a quarterly mailer to all property owners within 1,000 feet of the exterior boundaries of the property.

The developer shall be responsible for the full cost of the mailer including postage. The Environmental Monitor shall also respond to requests for information and assistance from members of the public when impacts raise special concerns.

MM-TRAF-3 A Construction Relations Officer shall be assigned and a hotline number shall be published on construction signage placed along the boundary of the Project site, along Wilshire Boulevard, Merv Griffin Way, and Santa Monica Boulevard, to address day-to-day issues.

MM-TRAF-4 The Developer, Construction Relations Officer, and Environmental Monitor shall each provide monthly Project updates to the Community Development Department (CDD) Director, unless the CCD Director determines that more frequent updates are otherwise warranted due to resident complaints.

MM-TRAF-5 The Developer shall revise and finalize the Draft Construction Traffic Management Plan to minimize traffic flow interference from construction activities. The Final Construction Traffic Management Plan shall be submitted to the City and shall include plans to accomplish the following:

- Maintain existing access for land uses in the proximity of the Project site during Project construction.
- Schedule deliveries and pick-ups of construction materials and equipment for non-peak travel periods.
- Coordinate haul trucks, deliveries and pick-ups to reduce the potential for trucks waiting to load or unload for protracted periods of time.
- Minimize obstruction of through-traffic lanes on Wilshire Boulevard and Santa Monica Boulevard, and prohibit obstruction of these same lanes during peak hours.
- Construction equipment traffic from the contractors shall be controlled by flagmen.
- Designated transport routes for heavy trucks and haul trucks to be used over the duration of the proposed Project.
- Schedule vehicle movements to ensure that there are no vehicles waiting off site and impeding public traffic flow on streets.
- Establish: (1) requirements for loading/unloading and storage of materials on the Project site, (2) where parking spaces would be encumbered, (3) length of time traffic travel lanes can be encumbered, (4) sidewalk closings or pedestrian diversions to ensure the safety of the pedestrian and access to local businesses.

- Prior to submittal to the City of Beverly Hills, the Developer shall provide the Construction Traffic Management Plan and Construction Working Parking Management Plan to the Beverly Hills Unified School District and the Los Angeles County Metropolitan Transit Authority for their review and comment. The Developer shall notify the City of Beverly Hills of all comments received from these agencies related to the Construction Traffic Management Plan.
- Coordinate with adjacent businesses and emergency service providers to ensure adequate access exists to the Project site and neighboring businesses.
- Prohibit parking for construction workers except on the Project site and any designated off-site parking locations. These off-site locations will require the approval of the City of Beverly Hills. These off-site parking locations cannot include any parking garage in the City of Beverly Hills or any residential streets including Whittier Drive and those streets which connect to Whittier Drive.
- The Final Construction Traffic Management Plan shall be submitted and approved by the City no later than 30 days prior to commencement of construction and shall include 1) a requirement for use of double belly trucks to the maximum extent feasible to reduce the number of truck trips, 2) provisions for the Environmental Monitor to oversee and coordinate concurrent construction activities at 9900 Wilshire and the Beverly Hilton Project, 3) an Action Plan to avoid construction-related traffic congestion and how to respond to unforeseen congestion that may occur, 4) requiring truck access and deliveries in non-peak traffic periods to the greatest extent feasible, and 5) prohibition on queuing of construction-related vehicles on public streets in City.
- The Final Construction Traffic Management Plan shall be submitted and approved by the City no later 30 days prior to commencement of construction.

MM-TRAF-6 The Developer shall submit a Construction Workers Parking Plan identifying parking locations for construction workers. To the maximum extent feasible, all worker parking shall be accommodated on the Project site. During demolition and construction activities when construction worker parking cannot be accommodated on the Project site, the Plan shall identify alternate parking locations for construction workers and specify the method of transportation to and from the Project site for approval by the City 30 days prior to commencement of construction. The Construction Workers Parking Plan must include appropriate measures to ensure that the parking location requirements for construction workers will be strictly enforced. These include, but are not limited to, the following measures:

- All construction contractors shall be provided with written information on where their workers and their subcontractors are permitted to park and

provide clear consequences to violators for failure to follow these regulations. This information will clearly state that no parking is permitted on residential streets north of Wilshire or in public parking structures;

- No parking for construction workers shall be permitted except within designated areas. The contractor shall be responsible for informing subcontractors and construction workers of this requirement, and if necessary, as determined by the Community Development Director, for hiring a security guard to enforce these parking provisions. The contractor shall be responsible for all costs associated with parking and the enforcement of this mitigation measure; and
- In lieu of the above, the Project applicant/construction contractor has the option of phasing demolition and construction activities such that all construction worker parking can be accommodated on the Project site throughout the entire duration of demolition, excavation and construction activities.

(b) Facts in Support of Findings

Although the applicant's preliminary Construction Management Plan provides truck staging areas and designates appropriate travel routes to access the site, the trucks could still have a potentially significant impact to the adjacent roadway network due to the following:

- The roadways designated as the truck routes for the Project are already some of the most congested in the City of Beverly Hills and the City of Los Angeles;
- There is no guarantee that truck traffic will not deviate from the designated routes and impact other roadways when traveling to and from the site; and
- The number of trucks required to access the site during the excavation process could be as many as 300 trucks per day over a period of five to six weeks.

Based on the above, the truck traffic from construction of the proposed Project could lead to temporary but significant construction-related traffic impacts. Given the above factors, the Project-related impact is significant prior to the incorporation of mitigation. Incorporation of MM-TRAF-1 through MM-TRAF-6 would reduce impacts associated with truck and construction worker traffic to less than significant because these measures provide ongoing monitoring mechanisms, specific performance criteria (such as limitations on peak hour construction traffic) and parking plans that will reduce potentially significant truck traffic impacts to less than significant levels.

2. Delivery and Staging of Construction Equipment

The influx of construction equipment and materials could result in potentially significant impacts because there would be intermittent periods when large numbers of material deliveries would be required, the use of large trucks to deliver materials and equipment could contribute to and worsen roadway congestion, and delivery vehicles may need to temporarily queue on adjacent roadways such as Wilshire

Boulevard, Santa Monica Boulevard, and Merv Griffin Way as they enter onto the Project site. As such, potentially significant impacts could result.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, mitigation measures MM-TRAF-1 through MM-TRAF-6, discussed above, imposed upon the Project mitigate impacts to less than significant levels.

(b) Facts in Support of Findings

An additional source of construction traffic would occur from the transportation of materials and equipment to and from the site. One example would be concrete, of which substantial quantities would be required for the proposed parking garage and the buildings on-site. Other materials could include plumbing supplies, electrical fixtures, wood and steel framing, and even items used in furnishing the condominiums. These materials would have to be delivered to and stored on the site during certain parts of the construction period. It is anticipated that these deliveries would occur through vehicles of various sizes including small delivery trucks to cement mixer trucks, and possibly 18-wheel trucks.

Additionally, construction equipment would have to be delivered to the site. This equipment could include cranes, bulldozers, excavators, and other large items of machinery. It is anticipated that most of the heavy equipment would be transported to the site on large trucks such as 18-wheelers or other similar sized vehicles and would remain on-site until the piece of equipment is no longer needed.

The influx of this material and equipment could create impacts on the adjacent roadway network based on the following considerations:

- There may be intermittent periods when large numbers of material deliveries are required such as when concrete trucks will deliver the needed material for the parking garage and the buildings;
- Some of the materials and equipment could require the use of large trucks (18-wheelers) which can create additional congestion on the adjacent roadways; and
- Delivery vehicles may need to queue temporarily on Merv Griffin Way as they enter onto and deliver their items to the Project site. The Planning Commission imposed conditions on the Project that would prohibit such queuing on Wilshire Boulevard and Santa Monica Boulevard.

Once equipment and materials are delivered, they will be stored on-site. Given the construction plan for the site, discussed above, it is anticipated that the site will be able to accommodate staging and storage areas for the construction materials and equipment thus minimizing impacts to adjacent streets. Further, the mitigation measures require staging of vehicles to avoid traffic obstruction and preclude the delivery of equipment during peak hours to minimize and traffic disruptions from such deliveries. Therefore, impacts associated with delivery and staging of material and equipment would be less than significant.

3. Construction Worker Parking

Construction worker parking would be available on the Project site during all phases of construction, except during construction of the subterranean parking structure. Off-site worker parking would be provided during this phase of construction at the Federal Building in West LA and at the adjacent VA facility. Shuttles would be provided to facilitate travel between these off-site parking locations and the Project site. The off-site construction worker parking could result in a potentially significant impact associated with workers parking closer to the Project site in adjacent residential neighborhoods. As such, mitigation is required to reduce this impact 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 the significant related environmental effect as identified in the Draft EIR. Specifically, mitigation measures MM-TRAF-1 through MM-TRAF-6, discussed above, imposed upon the Project mitigate impacts to less than significant levels.

(b) *Facts in Support of Findings*

Construction activity on the Project site would result in potentially significant, but temporary, parking impacts. This impact would result from potential worker parking spill-over. The Project applicant has prepared a Draft Construction Traffic Management Plan, which addresses the issues above. Mitigation includes the preparation and submittal of a Construction Workers' Parking Plan (MM-TRAF-6), which requires off-site parking, shuttles, strict enforcement, prohibition of construction parking in adjacent neighborhood areas, retention of security personnel to enforce these restriction, or in the alternative, providing parking on-site.

Additionally, construction traffic and parking would be controlled in accordance with City standards contained in the Beverly Hills Municipal Code. With implementation of mitigation, as discussed above, submittal of and adherence to the Final Construction Management Plan, Construction Workers' Parking Plan, and adherence to the Municipal Code, potential traffic impacts from construction activities on the Project site would be less than significant.

4. Internal Traffic Control Devices

The site plans of the parking garage indicate that there will be some internal traffic control devices at the exits to the parking garage. In particular, there are several locations where stop lines are noted. However, there are no notations on the current site plan related to any internal traffic control devices within the Project site, either at the Project entrances or exits or along the internal roadway provided by the Project. Therefore, impacts to on-site circulation would be potentially significant in the absence of internal traffic control devices.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-TRAF-7 The Project applicant shall revise the Project site plan to indicate on-site traffic control planned for the Project. At a minimum, all traffic control devices should be placed at all Project exits onto Wilshire Boulevard, Santa Monica Boulevard, and Merv Griffin Way prior to the occupancy of any of the new buildings proposed on the site. .

(b) Facts in Support of Findings

Mitigation, as described above, is included in order to reduce this potentially significant impact to a less than significant level. Incorporation of appropriate traffic controls before occupancy of the building ensures that, upon occupancy, driveways will function in a safe and controlled manner, thus rendering any potential impacts to less than significant.

5. Roadway Feature Design

As part of the proposed Project, a portion of Santa Monica Boulevard would be reconstructed. The proposed reconstruction would comply with all applicable roadway design standards related to lane widths and sidewalk widths.

The Project would also construct a private roadway along the western edge of the Project site. Based on the current site plan, this roadway would be 20 feet wide with one travel lane in each direction. This width is acceptable based on standardized criteria from American Association of State Highway and Transportation Officials (AASHTO). Therefore, all Project driveways are in accordance with industry and City standards.

All Project driveways exceed the City's minimum width standard and all Project driveways classified as residential or commercial do not exceed the City's maximum allowable width. Therefore, all Project driveways are designed in accordance with industry and City standards.

Curb radii at the entry way on Wilshire Boulevard, however, were measured to be 15 feet, which is indicative of a design speed of 10 miles per hour. On many roadways within the City of Beverly Hills, this radius may be desirable, however such a minimum radii could prove problematic on the driveway located on Wilshire Boulevard. There is no deceleration lane for turning vehicles from Wilshire Boulevard into the Project site, meaning that vehicles would have to decelerate in the travel lane to turn safely. In order to reduce the severity of the potential deceleration impact, the Project site plan must be revised to increase the curb radius at Wilshire Boulevard to allow vehicles traveling 25-35 mph to turn into the Project. Therefore, implementation of mitigation would reduce impacts associated with the curb radii at the Wilshire Boulevard driveway to less than significant.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-TRAF-8 The Project applicant shall revise the Project site plan to increase the curb radius at the driveway on Wilshire Boulevard to allow vehicles traveling 25 to 35 mph to turn safely.

(b) *Facts in Support of Findings*

Vehicles traveling on Wilshire Boulevard are able to travel at high speeds outside of the peak traffic hours and may be unable to decelerate safely in the travel lane in order to make safe right turn movements into the Project from Wilshire Boulevard. The Wilshire driveway has a sharp bend for entering vehicles, which could have difficulty maneuvering after making the abrupt right turn. In order to reduce the severity of this impact, the Project site plan would need to be revised to increase the curb radius at Wilshire Boulevard to allow vehicles traveling 25-35 mph to turn into the Project. Therefore, implementation of mitigation, as discussed above, would increase the margin of safety for vehicles navigating this turn and reduce impacts associated with the curb radii at the Wilshire Boulevard driveway to less than significant. The applicant has revised the plans in accordance with Planning Commission comments and provides a more gentle curb return which allows negotiations of the turn at higher speeds, thus minimizing the need for vehicles to substantially decelerate in Wilshire Boulevard travel lanes in order to safely access the Project site. As section 3.1 of the Final EIR states, the alternative approach of allowing a right-turn deceleration lane is not feasible because of the adjacent gas station driveway.

Pursuant to mitigation measure MM-TRAF-8, the plans must be revised, and these revisions must be approved by the City's Community Development Department and City Traffic Engineer before issuance of a building permit.

6. Cumulative Construction Impacts

Construction activities, truck traffic, delivery of construction material and equipment, and construction worker parking from the proposed Project simultaneously with construction of the adjacent Beverly Hilton Revitalization Plan would result in potentially significant cumulative construction traffic impacts.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the Project's contribution to cumulative impacts as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates the cumulative impacts to less than significant levels:

MM-TRAF-9 The applicant for the 9900 Wilshire Project shall coordinate with the applicant for The Beverly Hilton Revitalization Plan during all phases of construction regarding the following:

- All temporary roadway closures shall be coordinated to limit overlap of roadway closures;
- All major deliveries for both projects shall be coordinated to limit the occurrence of simultaneous deliveries. The applicants shall ensure that deliveries of items such as concrete and other high-volume items shall not be done simultaneously;

- The applicants shall coordinate regarding the loading and unloading of delivery vehicles. Any off-site staging areas for delivery vehicles shall be consolidated and shared; and
- The applicants or their representatives shall meet on a regular basis during construction to address any outstanding issues related to construction traffic, deliveries, and worker parking.

(b) Facts in Support of Findings

The closest related project to the proposed Project would be the Beverly Hilton Revitalization Plan, which is located directly adjacent to the project site to the east. Most of the remaining related projects are a sufficient distance from one another to reduce the potential for cumulative construction-related traffic at any one location from having an effect. Construction phases of the Beverly Hilton Revitalization Plan are anticipated to overlap with construction phases of the 9900 Wilshire Project.

Due to the proximity of the 9900 Wilshire Project and the adjacent Beverly Hilton Revitalization Plan, the potential construction overlap could result in an increase in truck traffic on surrounding roadways, which could potentially cause traffic disruptions. Although both project applicants have prepared draft construction management plans that identify truck staging areas and designate appropriate travel routes to access the respective sites, truck traffic from simultaneous construction at both project sites could still result in a potentially significant impact to the roadway network in the vicinity of the project sites. In addition, trucks entering and exiting the two sites could result in traffic disruptions on roadways adjacent to the sites, including Wilshire Boulevard and Santa Monica Boulevard. Therefore, based on the anticipated overlap of the construction schedules and the proximity of the two project sites, construction-related truck traffic impacts potentially would be cumulatively significant.

Since the construction phases of the Beverly Hilton Revitalization Plan are anticipated to overlap with construction phases of the 9900 Wilshire Project, and due to the fact that the two sites are located immediately adjacent to one another, the influx of this material and equipment for construction of both projects could create impacts on the adjacent roadway network that result in traffic disruptions on roadways adjacent to the sites. Based on the above and the proximity of the two projects, construction-related traffic impacts would be cumulatively significant.

The Project applicant would provide construction worker parking on the Project site during all phases of construction, except during excavation and construction of the parking structure where the Project applicant would provide off-site worker parking at federal office buildings and an adjacent VA facility and shuttles would be provided to facilitate travel between these off-site locations and the construction-site as required by MM-TRAF-6. Even if shuttles are provided, it is likely that there may be some construction workers who, for personal convenience, attempt to park in areas adjacent to the site instead of at the designated off-site locations. Since construction phases of the proposed Project and the Beverly Hilton Revitalization Plan would likely overlap, the parking for construction workers for both projects has the potential to result in parking impacts in areas surrounding the two project sites. Therefore, the lack of available on-site parking for construction workers would result in a cumulatively significant short-term parking impact.

However, with implementation of mitigation measures **MM-TRAF-6** and cumulative mitigation measure **MM-TRAF-9**, the Project's contribution to cumulative impacts and the cumulation impact itself associated with truck traffic, delivery of construction material and equipment, and construction workers parking would be reduced to less than significant due to controls to limit traffic obstructions, prohibitions on peak hour activities, and limitations on worker parking, along with enforcement controls for these measures.

No cumulatively considerable impacts associated with operation of the Project in combination with identified related projects would occur to transportation, circulation, or parking.

I. WATER

The Project's potential in regard to water service impacts that can be mitigated or are otherwise less than significant is discussed in Section 4.12.1, Water, of the Draft EIR. Identified impacts include fire flow.

1. Fire Flow

According to the BHFD, although sufficient water supply exists to serve the Project, the fire flow of 1,000 to 1,500 gallons per minute from adjacent fire hydrants may be inadequate for the Project upon buildout. Further, the City Engineer has indicated that the fire flow may not be adequate for the Project. Impacts on fire flow are potentially significant.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-WTR-1 The 8-inch and 10-inch sections of the main feeding Hydrants No. 339, No. 340, No. 341, No. 342, and No. 343 along Wilshire Boulevard shall be replaced with a 12-inch main in order to achieve adequate fire flow for the Project. The line shall be replaced from the intersection of Wilshire Boulevard and Santa Monica Boulevard to the western boundary of the Project site. The Project applicant shall pay its "Fair Share" towards the upgrade of the 8-inch and 10-inch sections of the main feeding Hydrants No. 339, No. 340, No. 341, No. 342, and No. 343 along Wilshire Boulevard prior to the issuance of building permits. Upgrade of the main shall be completed concurrently with Project construction and prior to building occupancy. The Project applicant shall coordinate with the City so that construction of the upgraded main shall not conflict with construction of the proposed Project.

(b) Facts in Support of Findings

The City Engineer recommends that the 8-inch and 10-inch sections of the line beneath Wilshire Boulevard which feeds the hydrants be upgraded to a 12-inch line in order to achieve sufficient fire flow for the Project and thereby meet the requirements outlined in the California Fire Code (Part 9 of Title 24). This has been incorporated into the Draft EIR as **MM-WTR-2**, which is the same as **MM-FIRE-2**. With the incorporation of **MM-WTR-2**, impacts to water services would be less than significant. Implementation

of the mitigation will ensure that adequate fire flows are available in the event that the Beverly Hills Fire Department must respond to a fire incident at the Project site.

J. WASTEWATER

The Project's potential in regard to wastewater service impacts that can be mitigated or are otherwise less than significant is discussed in Section 4.12.2, Wastewater, of the Draft EIR. Potential impacts identified include wastewater flow.

1. Wastewater Flow

The proposed restaurant would have the potential to contribute a heavier discharge of fats, oils, and grease into the sewer system than uses associated with the previous use of the site, a Robinsons-May store. These substances could clog the system and potentially result in decreased wastewater flow.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the potentially significant wastewater flow environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-WW-1 The proposed restaurant shall install a Fat, Oil and Grease (FOG) Interceptor to remove these substances from its wastewater before entering the sanitary sewer system. This device helps prevent these substances from clogging the sanitary sewer system. The device shall be regularly inspected by the Los Angeles County Department of Public Works.

(b) *Facts in Support of Findings*

The Department of Public Works recommends the installation of a Fat, Oil and Grease (FOG) Interceptor to remove these substances from restaurant generated wastewater before the wastewater is discharged into the City's sewer system. With implementation of mitigation measure MM-WW-1, the impact to wastewater flow would be less than significant because compounds with the potential to cause adverse impacts to the system would be removed from the wastewater before it is discharged into the system.

K. ENERGY

The Project's potential in regard to energy service impacts that can be mitigated or are otherwise less than significant is discussed in Section 4.12.4, Energy, of the Draft EIR. Identified impacts include electricity and natural gas.

1. Electricity

The Project could require alterations to existing distribution facilities or the installation of new facilities or equipment such as transformers. This is a potentially significant impact.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant electricity related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates potential impacts to less than significant levels:

MM-ENG-1 Prior to submittal of final plans, the applicant shall make necessary alterations to the generation or distribution system as required by SCE. The applicant shall then provide to the Beverly Hills Community Development Department a letter from SCE which states that electricity will be provided to the proposed Project and that all applicable energy conservation features have been incorporated into the Project design.

(b) Facts in Support of Findings

The Project is estimated to result in a net decrease of approximately 1,231,623 kWh in electricity demand compared to the Robinsons-May store. Given that the Project's anticipated electricity demand would be lower than that of the Robinsons-May store or a similar commercial operation, it is not expected that major changes to the existing electricity system would be necessary. Nevertheless, the Project could potentially require alterations to existing distribution facilities or the installation of new facilities or equipment such as transformers, the provision of which may result in a significant impact. However, with implementation of MM-ENG-1, which requires that the applicant consult with SCE upon submittal of final plans, and implement appropriate energy conservation features, the impact to facilities would be less than significant. Further, the Project proposes a number of energy efficient design features that will further reduce energy demand.

2. Natural Gas

Project implementation may require alterations to existing distribution facilities or the installation of new facilities or equipment. This is a potentially significant impact.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant natural gas related environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

MM-ENG-2 Prior to submittal of final plans, the applicant shall complete a load survey in accordance with the Gas Company procedures and make any necessary alterations to the distribution system as required by the Gas Company. The applicant shall then provide to the Beverly Hills Community Development Department a letter from the Gas Company which states that natural gas will be provided to the Project and that all applicable energy conservation features have been incorporated into the Project design.

(b) Facts in Support of Findings

The Project is projected to have a higher gas demand than the former use on the Project site, minor alterations to local distribution facilities, including conveyance infrastructure, may be required. The Gas Company has indicated that a load survey would be needed to determine if Project demand would exceed the capacity of any of its facilities or require new or altered facilities. However, a load survey can only be completed once plans detailing the quantity, British thermal unit (Btu) ratings, and use of gas consuming equipment on the Project site are submitted. Therefore, the provision that the applicant shall consult with the Gas Company upon submittal of final plans and implementation of applicable energy conservation features to conduct a load survey and complete any necessary alterations to the conveyance and/or distribution system is included as mitigation. With incorporation of MM-ENG-2, impacts to natural gas facilities would be less than significant. Further, the Project proposes a number of energy efficient design features that will further reduce energy demand. (See Specific Plan Section 4.8.)

VII. Environmental Effects that Remain Significant and Unavoidable After Mitigation

In the environmental areas of aesthetics, air quality, cultural resources, land use and planning, and noise and groundborne vibration there are instances where environmental impacts would remain significant and unavoidable after mitigation. These areas are discussed below.

A. AESTHETICS

1. Visual Character and Quality

New residential land uses on the Project site where none currently exist, increased development intensity, and building heights would alter the visual character and quality of the site and its surroundings and is a potentially significant impact.

(a) Findings

Specific economic, social or other considerations make infeasible any mitigation measures or Project alternatives identified in the EIR, however, changes or alterations have been required in or incorporated into the Project which substantially lessen the significant impacts identified in the EIR.

(b) Facts in Support of Findings

Project implementation would introduce new buildings and land uses that substantially increase development density and building heights on the Project site as compared to existing conditions. Accordingly, the Project would alter the visual character and quality of the site and its surroundings, which is a potentially significant impact. Alternatives that would reduce this impact to a level of insignificance were examined in the EIR. However, the City Council determined that each of these alternatives were infeasible for the reasons set forth in Section VIII. However, the Project has been modified to reduce the level of impact, even though the impact remains significant. The modifications that reduce these effects include increasing the setback of the north building from Wilshire Boulevard, reducing heights closest to Wilshire and stepping the building up in height, as the building progresses to the south, removing the loft buildings, increasing the open space areas, integrating open space near the

intersection of Santa Monica Boulevard and Merv Griffin Way, and increasing setbacks from the western property line. These changes incorporate elements of several alternatives, including Alternative 5 and variation 5A. However, the Revised Project is less intensive than this alternative and variation. The Applicant, through the Revised Project, has addressed the issue to the extent feasible.

No feasible mitigation is available to reduce the impact to a less than significant level.

The overriding social, economic, and other considerations set forth in the Statement of Overriding Considerations and in the Findings regarding Alternatives provide additional facts in support of these findings.

2. Cumulative Visual Character and Quality

The Project, considered together with the Beverly Hilton Revitalization Plan, could result in cumulatively significant impacts on the visual character and quality of the Project area.

(a) *Findings*

Specific economic, social or other considerations make infeasible any mitigation measures or Project alternatives identified in the EIR that would reduce cumulative impacts to insignificance. However, changes or alterations have been required in or incorporated into, the Project which substantially lessen the Project's contribution to significant impacts identified in the EIR.

(b) *Facts in Support of Findings*

The proposed Project in combination with the adjacent Beverly Hilton Revitalization Plan would result in changes to existing land uses in the City of Beverly Hills, as well as along the Wilshire Boulevard and Santa Monica Boulevard corridors, through the conversion of lower-density uses to higher-density uses. As with the Project, the adjacent Beverly Hilton Revitalization Plan would introduce new tower buildings, approximately 150 feet in height. The Project, in combination with this neighboring project, would substantially alter the visual character of the surrounding area and would therefore result in cumulative aesthetic impacts. Therefore, the 9900 Wilshire Project would result in a cumulative considerable, and therefore significant, contribution to cumulative impacts on the visual character of the Project site and surroundings, when considered together with related projects. However, the Project has been modified, as discussed in the foregoing Section III of this Resolution and in Section VIII.A.1 to substantially lessen the impacts. The cumulative impact, however, remains significant. Alternatives that would reduce the Project's contribution to cumulative impacts to a level of insignificance that is not cumulatively considerable were examined in the EIR. However, the City Council determines that each of these alternatives are infeasible for the reasons set forth in Section VIII. However, as described above, the Project has been revised to incorporate elements of several alternatives, including Alternative 5 and variation 5A to reduce aesthetic impacts. The Revised Project, as revised, is less intrusive than Alternative 5 or variation 5A.

No feasible mitigation is available to reduce the cumulative impacts to insignificance.

3. Views

Evaluation of views from nine viewpoints showed that Project impacts would be less than significant at eight viewpoints. Project implementation would adversely affect panoramic west-facing views from guestrooms in the Beverly Hilton Hotel's Wilshire Tower (Viewshed Nine). This is a potentially significant impact.

(a) *Findings*

Specific economic, social or other considerations make infeasible any mitigation measures or Project alternatives identified in the EIR.

No feasible mitigation is available to reduce the impact to a less than significant level.

(b) *Facts in Support of Findings*

Construction of the 9900 Wilshire Project, specifically the North and South Tower Buildings, would obstruct the existing panoramic views of trees and distant high-rise towers from west-facing guestrooms in the hotel's Wilshire Tower. This view obstruction is considered a significant impact and no feasible mitigation is available to reduce the impact to a less than significant level. Alternatives that would reduce this impact to a level of insignificance were examined in the EIR. However, the City Council determined that each of the alternatives are infeasible for the reasons set forth in Section VIII.

4. Views - Cumulative

The proposed Project, considered together with the Beverly Hilton Revitalization Plan which proposes residential towers at the western end of the hotel property, could result in cumulatively significant impacts on valued panoramic views from the hotel's Wilshire Tower guestrooms.

(a) *Findings*

Specific economic, social or other considerations make infeasible any mitigation measures or Project alternatives identified in the EIR.

(b) *Facts in Support of Findings*

Considered together with the Residence A building on the Beverly Hilton property, the North and South Tower buildings proposed on the 9900 Wilshire Project site would contribute to a significant visual impact from west-facing guestrooms in the hotel's Wilshire Tower. The proposed Project would result in a considerable contribution to a cumulatively significant impact. No feasible mitigation measures are available to reduce the significant impacts associated with obstructing panoramic views from west-facing hotel rooms in the adjacent Wilshire Tower of the Beverly Hilton. Alternatives that would reduce this impact to a level of insignificance were examined in the EIR. However, the City Council determined that each of the alternatives are infeasible for the reasons set forth in Section VIII.

B. AIR QUALITY

1. Short-Term Construction Impacts

During the demolition, grading and excavation, and building construction phases of Project construction, oxides of nitrogen emissions (NOX), PM10 and PM2.5 would exceed established thresholds of significance, even with compliance with South Coast Air Quality Management District (SCAQMD) Rule 403 – Fugitive Dust. This is a potentially significant impact.

(a) *Findings*

Changes or alterations have been required in, or incorporated into the Project that substantially lessen the significant environmental effect as identified in the Draft EIR. Specifically, the following mitigation measures lessen the significant impact:

MM-AQ-1 The Developer shall prepare a Construction Traffic Emission Management Plan to minimize emissions from vehicles including, but not limited to, scheduling truck deliveries to avoid peak hour traffic conditions, consolidating truck deliveries, and prohibiting truck idling in excess of 5 minutes.

MM-AQ-2 The Contractor shall ensure that the use of all construction equipment is suspended during first-stage smog alerts.

MM-AQ-3 The Contractor shall promote the use of electricity or alternate fuels for on-site mobile equipment instead of diesel equipment to the extent feasible.

MM-AQ-4 The Contractor shall maintain construction equipment by conducting regular tune-ups according to the manufacturers' recommendations.

MM-AQ-5 The Contractor shall promote the use of electric welders to avoid emissions from gas or diesel welders, to the extent feasible.

MM-AQ-6 The Contractor shall promote the use of on-site electricity or alternative fuels rather than diesel-powered or gasoline-powered generators to the extent feasible.

MM-AQ-7 Prior to use in construction, the Project applicant and contractor will evaluate the feasibility of retrofitting the large off-road construction equipment that will be operating for significant periods. Retrofit technologies such as particulate traps, selective catalytic reduction, oxidation catalysts, air enhancement technologies, etc., will be evaluated. These technologies will be required if they are verified by the California Air Resources Board (ARB) and/or the U.S. Environmental Protection Agency (EPA) and are commercially available and can feasibly be retrofitted onto construction equipment.

MM-AQ-8 The Contractor shall ensure that traffic speeds on all unpaved roads are reduced to 15 miles per hour or less.

MM-AQ-9 The Contractor shall ensure that the Project site is watered at least three times daily during dry weather.

MM-AQ-10 The Contractor shall install wind monitoring equipment on-site, to the extent feasible, and suspend grading activities when wind speeds exceed 25 miles per hour per SCAQMD guidelines.

MM-AQ-11 The Contractor shall water storage piles by hand or apply cover when wind events are declared (wind speeds in excess of 25 miles per hour).

MM-AQ-12 The Contractor shall apply nontoxic chemical soil stabilizers on inactive construction areas (disturbed lands within construction projects that are unused for at least four consecutive days).

MM-AQ-13 The Contractor shall replace ground cover in disturbed areas as quickly as possible.

MM-AQ-14 The Project applicant shall retain a third-party air quality consultant to conduct continuous monitoring of the PM10 (dust) concentrations during the Project demolition, excavation and grading phases of Project construction (approximately 92 work days) to determine compliance with applicable air quality standards and regulations. Monitoring shall be accomplished using DustTrak™ aerosol monitors or other similar monitoring networks and shall meet the following requirements:

- The third-party consultant shall be approved by the City of Beverly Hills Planning Department.
- Costs for the monitoring network and tests by the third-party consultant shall be borne by the Project applicant.
- Monitors shall be located in such a manner that appropriate upwind (background) and two downwind locations from the Project are selected. The locations shall be selected in order to monitor the Project's contribution to ambient PM10 concentrations and to minimize the influence of dust contributions from outside sources. One downwind monitoring station shall be located at or near the El Rodeo School's southern perimeter. The other downwind monitor shall be located in an area beyond the Project boundary where the general public could be present for a period of more than one hour. The upwind and downwind directions shall be based on the prevailing daytime wind direction in the vicinity of the Project site. All locations shall be approved by the third-party air quality consultant and the Community Development Director.
- The monitoring network shall include at least one anemometer to measure wind speeds and directions.
- Each monitoring station shall be secured in such a manner to prevent access and tampering by unauthorized persons and to prevent damage to the equipment.

- Each monitoring station shall be sited in a location with access to necessary infrastructure (e.g., electricity needs, foundation requirements, internet connectivity).
- Monitors shall be calibrated using collocated filter-based samplers (Mini-Vol or other similar equipment). The third-party consultant shall calibrate the DustTrak™ monitors as needed to ensure that data is within acceptable margins of error as determined by manufacturer's specifications.
- The 5-hour rolling average dust concentration threshold is equal to the threshold specified in SCAQMD Rule 403 (50 micrograms per cubic meter) as determined by the difference between the upwind and downwind stations. The 1-hour average dust concentration threshold shall be set at a level of 150 micrograms per cubic meter to provide sufficient warning for on-site construction managers or supervisors to implement corrective measures. An exceedance of the 1-hour threshold shall not be deemed as a violation of any air quality standard or regulation.
- Monitoring shall be continuous and provide data at 5-minute intervals. The data shall report rolling 5-hour and rolling 1-hour average PM10 concentrations. Monitoring shall be active on any day that construction activity occurs during the demolition, excavation, and grading phases of Project construction. Data shall be made available to the third-party consultant, the City of Beverly Hills, the Project applicant, and the on-site contractor on a secured internet website. The general public shall have access to 5-hour rolling average PM10 concentrations on a publicly accessible website.
- Monitors shall be equipped with a visual alarm (strobe light or similar) that shall notify appropriate on-site construction managers or supervisors if established thresholds are exceeded. Additionally, an email shall be sent to appropriate on-site construction managers or supervisors if specified PM10 thresholds are exceeded.
- All corrective measures, as necessary to reduce emissions to acceptable levels, shall be implemented immediately. If immediate implementation of a specific corrective measure will result in the creation of a hazardous situation, as determined by the Environmental Monitor, construction activity shall be allowed to continue for a reasonable period of time, as determined by the Environmental Monitor, until such time that it is safe to implement that corrective measure. Corrective measures shall be documented by the construction contractor in a log book accessible to the third-party air quality consultant and the City of Beverly Hills. Records shall be maintained of the specific action taken, the time and date the corrective action was taken, and written verification by the appropriate on-site construction manager or supervisor that the corrective action was taken.

- The Project applicant and contractor shall develop a corrective action plan. The plan shall be prepared and finalized prior to the commencement of Project demolition. The plan shall indicate steps to safely and adequately reduce on-site dust emissions. The plan shall contain a list of possible corrective measures. The measures shall include, but not limited to, application of water or other soil stabilizers, temporary reduction in on-site vehicle speed, temporary reduction in construction activity, suspension of construction activity and other appropriate measures. The plan shall also require notification of the Principal of El Rodeo School and the Beverly Hills Unified School District Superintendent in the event of an exceedance of any of the established thresholds. The Project applicant and contractor shall obtain approval of the plan from the City of Beverly Hills Community Development Director prior to commencing demolition.

MM-AQ-15 The Project applicant and/or contractor shall comply with SCAQMD Rule 403 by ensuring visible dust emissions from the Project site do not go beyond the property line.

- The Project applicant and/or contractor shall designate a person located on-site who is trained and certified by the California Air Resources Board to conduct visible emissions evaluations (VEE). The designated person shall ensure compliance with SCAQMD Rule 403 by observing for visible dust emissions beyond the property line during daytime working hours. Observations shall be conducted in accordance with U.S. Environmental Protection Agency Method 9 (Title 40, Code of Federal Regulation, Part 60, Appendix A).
- The Beverly Hills Unified School District (BHUSD) shall provide the City of Beverly Hills with its schedule of outdoor activities and athletic events at El Rodeo School and Beverly Hills High School during the construction period as soon as the information becomes available. The City shall immediately provide this information to the Project applicant and contractor. The Project applicant and contractor shall require coordination of all construction activities so as minimize the occurrence of high-emitting fugitive dust construction activities during the scheduled outdoor events to the extent feasible.
- In the event visible dust emissions are observed beyond the property line, the designated person shall immediately inform a lead supervisor or other appropriate managing personnel. The supervisor shall immediately implement corrective measures. If visible dust emissions are anticipated to impact El Rodeo School, the supervisor shall notify the Principal of El Rodeo School and the Beverly Hills Unified School District Superintendent. If immediate implementation of a corrective measure shall result in the creation of a hazardous situation, construction activity shall be allowed to continue for a reasonable period of time until such time that is it safe to implement corrective measures. Corrective measures shall be documented

by the construction contractor in a log book accessible to the third-party air quality consultant and the City of Beverly Hills. Records shall be maintained of the specific action taken, the time and date the corrective action was taken, and written verification by the appropriate on-site construction manager or supervisor that the corrective action was taken.

(b) Facts in Support of Findings

Project implementation would incorporate required mitigation measures, described above, and comply with other required City of Beverly Hills regulations that will reduce construction emissions. The intent of these mitigation measures is to reduce the potential for incremental health impacts from Project construction. However, even with implementation of all feasible mitigation, construction of the Project would result in significant NOX emissions. While construction could be drawn out to reduce the NOX emissions on a daily basis, this would result in increased emissions over time for NOX and other pollutants due to the longer construction period. Thus, the City Council finds that such measures would not be environmentally beneficial and that such measures are socially infeasible because each would extend the period that the community is exposed to the impacts of construction. However, taller construction enclosures have been required by the Planning Commission to help minimize off-site migration of particulate matter. Further, CARB recently adopted an In-Use Off-Road Diesel Vehicle Control Measure that is aimed at reducing PM10, PM2.5 and NOX emissions from construction equipment and other diesel-fueled off-road vehicles. Certain vehicles would have to comply with the new regulation as early as 2010. This could also lead to further emissions reductions, thereby reducing the potential for incremental health impacts.

2. Localized Significance Threshold (LST) – Construction

The Localized Significance Threshold (LST) analysis shows that maximum 24-hour PM10 and PM2.5 concentrations are anticipated to exceed the SCAQMD threshold of significance at the nearest residential and sensitive receptors during construction.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that substantially lessen the significant related environmental effect as identified in the Draft EIR. Specifically, mitigation measures AQ-1 through AQ-15, discussed above, imposed upon the Project lessen the significant impact.

(b) Facts in Support of Findings

The LST analysis shows that maximum 24-hour PM10 concentrations are anticipated to exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site. The maximum 24-hour PM2.5 concentrations are also anticipated to exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site, but by a smaller margin than PM10. The impacts suggest that PM10 emissions could exceed the limitations in SCAQMD Rule 403.

The EIR identifies feasible mitigation measures that would reduce the impacts, although not to less than significant levels. Further mitigation, at the suggestion of certain commenters on the EIR, has been added to require monitoring of air quality (dust) upwind at the construction site and downwind of the construction site and requires the applicant to take corrective actions to address any exceedance of

SCAQMD Rule 403 thresholds. (See MM-AQ-14 and MM-AQ-15.) The mitigation measures require monitoring of air quality off site in the vicinity of the El Rodeo School, and sets actions to be taken in the event that exceedences occur.

The School District suggested a number of additional measures to address air quality issues, however, none of those measures would have reduced the level of impact beyond that achieved through implementation of the already identified and required mitigation measures. The Council finds that no other feasible mitigation to further reduce impacts has been identified. Thus the short term construction impact remains significant. Although the proposed measures will not reduce environmental impacts, staff recommended that many of the measures be incorporated as conditions of approval for the Project.

The EIR identified an alternative (the No Project alternative) that would reduce construction related air emissions to a less than significant level. However, this alternative is rejected by the City Council as infeasible and not environmentally superior for the reasons discussed in Section VIII.

3. Cumulative Impacts

In addition to the cumulative significance methodologies contained in SCAQMD's CEQA Air Quality Handbook, the SCAQMD staff has suggested that the emissions-based thresholds be used to determine if a project's contribution to regional cumulative emissions is cumulatively considerable.² Individual projects that exceed the SCAQMD-recommended daily thresholds for project-specific impacts would be considered to cause a cumulatively considerable increase in emissions for those pollutants for which the Basin is in nonattainment. As shown in Table 4.2-11, the Project's construction emissions would exceed the project-level threshold of significance for NOX, PM10, and PM2.5. Because the Basin is nonattainment for ozone (NOX is a precursor to ozone), PM10, and PM2.5, construction of the Project would generate a cumulatively considerable contribution to air quality impacts in the Basin. This is considered a significant and unavoidable impact.

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that substantially lessen the Project's contribution to cumulative air quality impacts. Specifically, mitigation measures AQ-1 through AQ-15, discussed above, imposed upon the Project lessen the significant impact.

No other feasible mitigation is available to reduce the impact to a less than significant level.

(b) *Facts in Support of Findings*

The Project's construction emissions would exceed the project-level threshold of significance for NOX, PM10, and PM2.5. Because the South Coast Air Basin is nonattainment for ozone (NOX is a precursor to ozone), PM10, and PM2.5, construction of the Project would generate a cumulatively considerable contribution to air quality impacts in the Basin. As discussed above, in Section VII. B.2.(b), all feasible mitigation measures available to reduce the Project's contribution to the existing regional non-attainment

² Personal communication with Steve Smith, Program Supervisor, South Coast Air Quality Management District, Diamond Bar, California, with David Deckman, Impact Sciences, April 19, 2006.

status have been required. Additionally, as discussed above and in Section VIII, no feasible alternative would reduce the Project's contributions to cumulative impacts to a level of insignificance.

C. CULTURAL RESOURCES

1. Historical Resources

With demolition of the Robinsons-May building, implementation of the proposed Project would cause a substantial adverse change in the significance of an historical resource as defined in CEQA Guidelines Section 15064.5. This is a potentially significant impact.

(a) *Findings*

Changes or alterations have been required in, or incorporated into the Project that substantially lessen the significant environmental effect as identified in the Draft EIR. Specifically, the following mitigation measures lessen the significant impact:

MM-CR-1 The Robinsons-May department store shall be photographed with large-format black-and-white photography, and a written report which follows Historic American Buildings Survey ("HABS")/Historic American Engineering Record ("HAER") standards at a minimum Level 3 Recordation. The documentation shall be donated to a suitable repository, such as the City of Beverly Hills Public Library. The cost shall be borne by the Applicant.

MM-CR-2 The Applicant shall fund the production of a video of the Robinsons-May property showing the interiors and exteriors of the building and site to show its history. The video shall be placed in the City of Beverly Hills Library and posted on the City of Beverly Hills' website.

Further, specific economic, social, or other considerations make infeasible other mitigation and alternatives.

(b) *Facts in Support of Findings*

The EIR contains an evaluation of the historic character of the Robinsons-May building, which is not on the California register of historic places. The building does not qualify for listing on the California Register under several criteria set forth in the CEQA Guideline 15064.5; however, it has been determined to be a potential resource for CEQA purposes.

Implementation of mitigation measure **MM-CR-1 and MM-CR-2**, requiring documentation of the Robinsons-May department store in an archival manner and the donation of the documentation to a suitable repository, such as the City of Beverly Hills Public Library, would reduce potentially significant impacts. However, documentation of an historical resource does not mitigate the building's demolition to a less than significant level. Therefore the demolition of Robinsons-May would remain a significant and unavoidable impact on historical resources even after mitigation.

Alternatives that would reduce this impact to a level of insignificance were examined in the EIR and identified by the Los Angeles Conservancy. However, the City Council determines that each of the alternatives are infeasible for the reasons set forth in Section VIII.

2. Cumulative Historic Resources Impacts

The proposed Project would be constructed to the west of The Beverly Hilton, an historical resource that was found to meet California Register Criteria 1, 2 and 3. While the demolition of the Robinsons-May and construction of the proposed Project would alter the immediate surroundings of the Beverly Hilton, the demolition of the Robinsons-May building and the development of the proposed Project would not materially impair the significance of the Beverly Hilton because it stands on a separate parcel, and the architectural design characteristics that convey its historic significance under California Register Criteria 1 and 3 would not be adversely affected.

Because the Robinsons-May building and the Beverly Hilton Hotel are considered historic resources for purposes of CEQA and are in such close proximity to each other, demolition of the Robinsons-May building considered together with demolition of portions of the Beverly Hilton constitutes a considerable, and therefore significant cumulative impact on cultural resources.

(a) *Findings*

Changes or alterations have been required in, or incorporated into the Project that substantially lessen the Project's contribution to the significant cumulative environmental effect as identified in the Draft EIR. Specifically, the following mitigation measures lessen the significant impact:

MM-CR-1 The Robinsons-May department store shall be photographed with large-format black-and-white photography, and a written report which follows Historic American Buildings Survey ("HABS")/Historic American Engineering Record ("HAER") standards at a minimum Level 3 Recordation. The documentation shall be donated to a suitable repository, such as the City of Beverly Hills Public Library. The cost shall be borne by the Applicant.

MM-CR-2 The Applicant shall fund the production of a video of the Robinsons-May property showing the interiors and exteriors of the building and site to show its history. The video shall be placed in the City of Beverly Hills Library and posted on the City of Beverly Hills' website.

Further, specific economic, social, or other considerations make infeasible other mitigation and alternatives.

(b) *Facts in Support of Findings*

Because the Robinsons-May building and The Beverly Hilton Hotel are considered historic resources for purposes of CEQA, demolition of the Robinsons-May building considered together with demolition of portions of The Beverly Hilton, constitutes a considerable, and therefore significant impact on cultural resources.

Implementation of mitigation measure MM-CR-1 and MM CR-2, requiring documentation of the Robinsons-May department store in an archival manner and the donation of the documentation to a suitable repository, such as the City of Beverly Hills Public Library, would reduce the Project's contribution to potentially significant cumulative impacts. However, documentation of an historical resource does not mitigate the Project's contribution to a less than significant level. Therefore the demolition of Robinsons-May would remain a significant and unavoidable contribution to cumulatively significant impacts on historical resources even after mitigation.

Alternatives that would reduce to insignificance the Project's contribution to cumulative cultural resource impacts were identified in the EIR and by the Los Angeles Conservancy. However, the City Council determines that each of the alternatives are infeasible for the reasons set forth in Section VIII.

D. LAND USE AND PLANNING

1. Land Use Element Policy

With the adoption of the 9900 Wilshire Specific Plan, the Project site's zoning and land use designations would change to "9900 Wilshire Specific Plan." The Project would be consistent with the City of Beverly Hills General Plan and with the City of Beverly Hills Municipal Code.

However, the Project would introduce residential land uses where none currently exist, substantially increase development density, and substantially increase building heights on the Project site. For these reasons, the Project would not be consistent with certain non-mandatory policies or objectives of the General Plan, including General Plan Land Use Element Objective 3, Areas of Transitional Conflict, and 4, Scale of the City, or with Land Use Element development criteria for Commercial Areas recommending compatibility between commercial and residential areas. This is a potentially significant impact.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effects identified in the EIR. Although no mitigation measures would reduce impacts to a level of insignificance, the City Council adopted the Revised Project, which eliminates potential inconsistencies with the Land Use Element of the General Plan.

(b) Facts in Support of Findings

While consistent with the General Plan, as a whole, implementation of the original Project had the potential to conflict with two objectives within the Land Use Element of the General Plan, Land Use Element development criteria for Commercial Areas, and one program included in the Conservation Element. The Land Use Element includes objectives related to areas of transitional conflict and maintaining the existing scale of the City, Objectives 3 and 4. The 144-foot height of the North and South Tower Buildings as originally proposed would result in visual and height incompatibilities with the surrounding land uses and would be inconsistent with Land Use Element objectives related to areas of transitional conflict and scale of the city.

During the Planning Commission's and City Council's review of the Project at the various hearings, requests for project revisions were made. In response to those requests, the Revised Project addresses the potential conflict with the Land Use Element policies. The Planning Commission requested an increased

setback from Wilshire Boulevard for the northern building, and reductions in building height on the northern building with stepped increases in height from north to south, as discussed in Section III above.

The revisions that have been made to the Project address the issue of transitions between neighboring uses in that the increased setbacks and reduced height provide for a transition to the institutional use (El Rodeo Elementary School) and residential uses to the north, and are compatible with the existing Beverly Hilton Hotel. Moreover, revisions to the Project's set backs and step ups in building height match the northern wing of the Hilton Tower. The Hilton Tower establishes the existing scale and appropriate transition for this area. Although the Project is taller than the Hilton Tower, the Project's revised set backs and step ups in building height match this scale, making the Revised Project (and alternatives 5A and 7) compatible with the scale of the area and eliminate transitional conflicts, thus eliminating the conflicts with Land Use Element policies.

Second, the increased open space area achieved by removal of all, or a substantial number, of loft buildings provides for continuation of Beverly Gardens Park and enhances the pedestrian link from the project site to Beverly Gardens Park and the Business Triangle by providing an attractive travel route in a park-like setting. The revisions to the Project's southern end also address transition issues by keeping the area at the northwest corner of the intersection of Santa Monica Boulevard and Merv Griffin Way for an open space area which serves to eliminate the overwhelming presence of earlier designs for the corner and which is consistent with the garden quality of the City.

Third, the Project's parking, which is above that required by code, coupled with roadway improvements along Merv Griffin Way and Wilshire Boulevard, ensure that potential traffic and parking transitional conflict is minimized.

Thus, the Revised Project's extensive landscaping and open space, increased set backs complimentary to the Hilton Hotel, gradual height increases, and clear, open architecture combine to create a development that fits into the scale of what is appropriate for this unique area in the City. For these reasons, the City Councils find that the Revised Project is no longer in conflict with Objectives 3 and 4 of the General Plan Land Use Element.

2. Conservation Element Policy

Proposed demolition of the Robinsons-May building, which is potentially eligible for listing on the California Register and is therefore considered a historic resource for purposes of CEQA was identified in the EIR as a potential conflict with goals related to landmark preservation in the General Plan Land Use Conservation Element.

(a) *Findings*

Changes or alterations have been required in, or incorporated into the Project that avoid or substantially lessen the significant environmental effect as identified in the Draft EIR. Specifically, the City Council has adopted the Revised Project to lessen land use impacts and the following mitigation measures lessen the significant impact related to consistency with the Conservation Element:

MM-CR-1 The Robinsons-May department store shall be photographed with large-format black-and-white photography, and a written report which follows Historic American Buildings Survey ("HABS")/Historic American Engineering Record ("HAER")

standards at a minimum Level 3 Recordation. The documentation shall be donated to a suitable repository, such as the City of Beverly Hills Public Library. The cost shall be borne by the Applicant.

MM-CR-2 The Applicant shall fund the production of a video of the Robinsons-May property showing the interiors and exteriors of the building and site to show its history. The video shall be placed in the City of Beverly Hills Library and posted on the City of Beverly Hills' website.

(b) Facts in Support of Findings

While the Project is consistent with the General Plan, as a whole, the potential does exist for the Project to conflict with the goals included in Conservation Element relative to Landmark Preservation, due to the fact that the Robinsons-May building has been determined to be potentially eligible for listing in the California Register, as discussed in Section 4.3, Cultural Resources, of the Draft EIR. However, the Revised Project with mitigation is consistent with the Conservation Element of the General Plan. The Conservation Element does not require the preservation of historic structures. Moreover, additional building height is appropriate at anchor locations such as 9900 Wilshire Boulevard and a variety of land uses such as those proposed by the Revised Project are appropriate for this site's development and consistent with the General Plan as revised. The mitigation in the Revised Project implements the Conservation Element's policies regarding documentation before demolition; implements the Conservation Element's policies regarding regeneration and redevelopment needed and desired at the Project site; and maintains continuity with the past through full documentation of the building for retention by the Beverly Hills Library to ensure the information is accessible for future generations.

Additionally, the Revised Project would implement and be consistent with Conservation Element Policies related to water conservation and solar energy because it incorporates such measures. If conservation of the Robinsons-May department store were to be required, as contemplated in EIR Alternative 4 (Preservation/Reuse of Robinsons-May Building Alternative), it would likely frustrate the Project's ability to meet the other goals and policies of the Conservation Element regarding energy efficiency through LEED standards, and energy conservation through capitalizing on natural heating and cooling aspects available at the Project site. Therefore, the City Council finds that the Revised Project is consistent with the Conservation Element of the General Plan.

3. Cumulative Impacts

As discussed above, the Draft EIR found that the original Project when considered together with the adjacent Beverly Hilton Revitalization Plan, would result in cumulatively significant land use impacts as the result of inconsistency with General Plan Land Use Element Objectives 3 and 4 and development criteria concerning Commercial Areas.

In addition, the original Project's proposed demolition of the Robinsons-May building, which is potentially eligible for listing on the California Register and is therefore considered a historic resource for purposes of CEQA was identified in the Draft EIR as a potential conflict with goals related to landmark preservation in the General Plan Land Use Conservation Element.

(a) Findings

Changes or alterations have been required in, or incorporated into the Project that avoid or substantially lessen the significant environmental effect as identified in the Draft EIR. Specifically, the City Council has adopted the Revised Project to lessen land use impacts and the following mitigation measures lessen the significant impact related to consistency with the Conservation Element:

MM-CR-1 The Robinsons-May department store shall be photographed with large-format black-and-white photography, and a written report which follows Historic American Buildings Survey ("HABS")/Historic American Engineering Record ("HAER") standards at a minimum Level 3 Recordation. The documentation shall be donated to a suitable repository, such as the City of Beverly Hills Public Library. The cost shall be borne by the Applicant.

MM-CR-2 The Applicant shall fund the production of a video of the Robinsons-May property showing the interiors and exteriors of the building and site to show its history. The video shall be placed in the City of Beverly Hills Library and posted on the City of Beverly Hills' website.

(b) Facts in Support of Findings

As noted above, Revised Project's extensive landscaping and open space, increased set backs complimentary to the Hilton Hotel, gradual height increases, and clear, open architecture combine to create a development that fits into the scale of what is appropriate for this unique area in the City. For these reasons, the City Council finds that the Revised Project is no longer in conflict with Objectives 3 and 4 or the commercial area development standards of the General Plan Land Use Element.

Also as noted above, the Revised Project with mitigation is consistent with the Conservation Element of the General Plan. The Conservation Element does not require the preservation of historic structures. The mitigation in the Revised Project implements the Conservation Element's policies regarding documentation before demolition; implements the Conservation Element's policies regarding regeneration and redevelopment needed and desired at the Project site; and maintains continuity with the past through full documentation of the building for retention by the Beverly Hills Library to ensure the information is accessible for future generations. Furthermore, the Council finds that the Revised Project would implement and be consistent with Conservation Element Policies related to water conservation and solar energy because it incorporates energy efficiency measures through LEED standards and promotes energy conservation through capitalizing on natural heating and cooling aspects available at the Project site.

Because the City Council finds that the Revised Project does not conflict with either the Land Use Element or the Conservation Element of the General Plan, the Revised Project does not contribute to significant cumulative land use impacts due to conflicts with the General Plan.

E. NOISE

1. Project Construction Noise and Vibration

Exterior construction activities performed outside of the hours specified in the City's noise ordinance, including before 8:00 AM, after 6:00 PM, and during weekends and holidays, would result in significant impacts at off-site sensitive receptors. Additionally, construction activity would generate vibration levels

of up to 75 VdB at 100 feet from the source. This exceeds 72 VdB, the Federal Railroad Administration (FRA) vibration threshold for residential uses. As such, construction activity would result in significant vibration impacts on on-site receptors including the hotel to the east and offsite receptors to the north (i.e., residences and El Rodeo School).

(a) *Findings*

Changes or alterations have been required in, or incorporated into, the Project that substantially lessen the significant environmental effect identified in the Draft EIR but not to a level of insignificance. Specifically, the following mitigation measure lessens the significant impact:

MM-NOISE-1 Prior to issuance of grading permits, the applicant shall submit a Construction Management Plan satisfactory to the City's Director of Community Development and the Building Official. The Building Official shall enforce noise attenuating construction requirements. The Construction Management Plan shall include, but not be limited to, the following:

- Excavation, grading, and other construction activities related to the Project shall be restricted to the hours of operation allowed under Section 5-1-206, Restrictions on Construction Activity in the City Municipal Code. Any deviations from these standards shall require the written approval of the Community Development Director.
- Stockpiling and vehicle staging areas shall be located as far away from occupied residences as possible, and screened from these uses by a solid noise attenuation barrier. Noise attenuation barriers constructed to the specifications identified in the bullet point below are capable of reducing noise levels by 7.7 dB(A).
- Solid noise attenuation barriers (temporary barriers or noise curtains) with a sound transmission coefficient (STC) of at least 20 shall be used along all Project boundaries during the construction phases associated with the development of the Project. Noise attenuation barriers constructed at the property lines to a height of 8 feet with an STC rating of at least 20 are capable of reducing noise levels by 7.7 dB(A).³
- All stationary construction equipment (e.g., air compressor, generators, etc.) shall be operated as far away from the multi-family residential uses to the north of the Project site as possible. If this is not possible the equipment shall be shielded with temporary sound barriers, sound aprons, or sound skins to the satisfaction of the Director of Community Development.
- Haul routes for removing excavated materials from the site shall be designed to avoid residential areas, and areas occupied by noise sensitive receptors (e.g., hospitals, schools, convalescent homes, etc.).

³ U.S. Department of Housing and Urban Development. *The Noise Guidebook*. 1985.

- Prior to the start of every school year, the applicant shall obtain a schedule of testing periods at El Rodeo School. The applicant shall submit a construction schedule for review and approval by the Community Development Director and the Environmental Monitor that ensures that no construction activity generating the highest noise levels (e.g. demolition and grading) is undertaken during any designated testing periods at the school. Such testing periods typically occur for one week per semester; however, the exact dates and times will be determined by the School District.

(b) Facts in Support of Findings

Construction activities undertaken before 8:00 AM, after 6:00 PM, or on weekends and holidays could generate noise levels in excess of 5.0 dB(A) above ambient noise levels outside the hours permitted by the City's noise ordinance, which is a significant impact. While implementation of MM-NOISE-1 would reduce daytime and nighttime noise impacts associated with all construction activity, no feasible mitigation exists to reduce impacts to less than significant levels. Therefore, impacts associated with noise generated by construction undertaken outside hours permitted by the City's noise ordinance would be significant and unavoidable. Further, potential impacts to the adjacent school will be lessened by limiting noise creation during certain testing periods, although the impact cannot be reduced to a less than significant level. The City Council finds that imposing mitigation to restrict construction activities to the hours between 8:00 a.m. and 6:00 p.m. is socially infeasible as such a restriction would limit the ability of the City to require demolition and construction activities at times that produce the least impacts to school activities at El Rodeo School.

The primary and most intense vibration source would be the use of bulldozers during construction, because the City of Beverly Hills does not permit pile driving. Although the results of vibrations can range from no perceptible effects at the lowest levels to rumbling sounds and perceptible vibrations at moderate levels, to slight structural damage at the highest levels, ground vibrations from construction activities rarely reach the levels that can damage structures. The vibration impacts of this Project have the potential for impacting structures on the adjacent Beverly Hilton site and may be perceptible in the open playground areas of the El Rodeo School. Structures on the school site, however, are set back sufficiently from the Project site such that no impact on the structures is expected.

The City has adopted all feasible mitigation measures to reduce the level of impact, however the noise and vibration impacts remain significant even with the Revised Project described in Section III above.

2. Cumulative Construction and Vibration

In the event that exterior construction activities are performed on the Project site and the Beverly Hilton Revitalization Plan Project site outside of the hours specified in the City's noise ordinance, the Project would result in a cumulatively considerable and therefore significant contribution to cumulatively significant noise impacts. Additionally, during construction, the Project, considered together with the adjacent Beverly Hilton Revitalization Plan, would result in cumulatively considerable and therefore significant contributions to cumulatively significant vibration impacts on sensitive receptors north of Wilshire Boulevard.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that substantially lessen the significant environmental effect identified in the Draft EIR. Specifically, the following mitigation measure lessens the significant impact:

MM-NOISE-4 The 9900 Wilshire Project applicant shall coordinate with The Beverly Hilton Revitalization Plan applicant regarding the following:

- All temporary roadway closures shall be coordinated to limit overlap of roadway closures;
- All major deliveries for both projects shall be coordinated to limit the occurrence of simultaneous deliveries. The applicants shall ensure that deliveries of items such as concrete and other high-volume items shall not be done simultaneously;
- The applicants shall coordinate regarding the loading and unloading of delivery vehicles. Any off-site staging areas for delivery vehicles shall be consolidated and shared; and
- Applicants or their representatives shall meet on a regular basis during construction to address any outstanding issues related to construction traffic, deliveries, and worker parking.

(b) Facts in Support of Findings

Exterior construction activities undertaken by the Project before 8:00 AM, after 6:00 PM, or on weekends could generate noise levels in excess of 5.0 dB(A) above ambient noise levels outside the hours permitted by the City's noise ordinance, and therefore has the potential to be significant and unavoidable. In the event that The Beverly Hilton Revitalization Plan also undertakes exterior construction activity outside of the hours specified in the City's noise ordinance, the cumulative construction noise impact would be significant. Although MM-NOISE-4, which requires coordination of construction activities between the two projects, would reduce impacts, cumulative construction noise impacts would remain significant and unavoidable. Furthermore, the Project by itself would generate vibration levels up to 75 VdB at 100 feet from the source, which exceeds the FRA groundborne vibration threshold for residences and hotels. Since sensitive receptors are located approximately 100 feet north of the two projects and since The Beverly Hilton Hotel also constitutes a sensitive land use, the Project's incremental contribution to cumulatively significant vibration impacts would be cumulatively considerable and therefore significant. MM-NOISE-4 is applicable to this impact, but no feasible mitigation is available to fully reduce construction vibration impacts to less than significant. Therefore, although short-term in duration, cumulative construction vibration impacts on off-site receptors to the north and east would be significant and unavoidable.

The City Council finds that imposing mitigation to restrict construction activities to the hours between 8:00 a.m. and 6:00 p.m. is socially infeasible as such a restriction would limit the ability of the City to require demolition and construction activities at times that minimize impacts to school activities at El Rodeo School.

VIII. Project Alternatives.

In defining Project alternatives that would be analyzed in the EIR, several alternatives were considered; however, one of those considered was rejected. CEQA Guidelines Section 15126.6(c) states: "The EIR should also identify any alternatives that were considered by the lead agency but were rejected as infeasible during the scoping process and briefly explain the reasons underlying the lead agency's determination." As stated previously, the CEQA Guidelines stipulate that alternatives addressed in an EIR should be feasible and should not be considered remote or speculative.

The agency initially considered, but ultimately rejected, the evaluation of an Alternative Site Alternative during its determination of alternatives for the proposed 9900 Wilshire Project. Under this Project Alternative, the Project as proposed would be constructed on an alternate site within the City of Beverly Hills.

While development of the Project on an alternative site was initially considered, this Alternative was ultimately rejected because neither the Project applicant nor the City owns or controls any other property in the vicinity of the Project site that could be developed for a residential use (the City owns park land near the site). Additionally, development of the Project on an alternate site within the City would result in the introduction of new residential tower buildings on a site not located along major corridors or in an identified City gateway location. The ability of the Project applicant to find and purchase a suitable alternate site to develop the Project is considered speculative. While development of the Project on an alternate site could potentially avoid the demolition of an historic resource, this Alternative has the potential to increase the severity of aesthetic, land use, air quality, noise, and traffic impacts because the proposed residential use of the site would generate fewer vehicle trips than the former Robinsons-May department store operations and would likely be closer to other uses thereby increasing issues of land use compatibility. As such, this Alternative has been rejected from further consideration and is not examined in detail in this EIR.

As discussed below, the Draft EIR fully analyzed six alternatives, Alternatives 1, 2, 3, 4, 5, and 6. During the course of the Planning Commission's deliberations on the EIR and the Project, the Commission requested additional information regarding the potential environmental impacts of five different configurations of the Project. Four of these five additional potential configurations of the Project constituted variations on one or more of the alternatives analyzed in the Draft EIR. One of the potential Project configurations evaluated only the provision of additional parking on the site and thus is merely a variation on the proposed Project. For ease of reference, these proposed configurations are referred to as Alternatives 5A, 7, 8, 9, 10 and the Revised Project. An analysis of the additional alternative variations was presented to the Planning Commission on October 29, 2007, and that analysis is hereby incorporated into this Resolution by reference. While some of these additional variations lessened or eliminated certain significant environmental impacts, none of these additional variations changed the conclusions in the Draft EIR regarding the environmentally superior alternative, as discussed below. Further, because these variations are not considerably different from the Project and alternatives analyzed, do not add significant new information to the EIR, do not deprive the public of an opportunity to comment on a substantial adverse environmental effect on the Project or a feasible way to mitigate or avoid such an effect, and parts of these variations have been accepted by the Applicant, incorporation of these variations into the Final EIR does not require recirculation of the EIR prior to certification.

A. ALTERNATIVE 1: NO PROJECT/NO DEVELOPMENT ALTERNATIVE

1. Summary of Alternative

Under the No Project Alternative, the existing 228,000-square-foot building, which has been historically operated as a Robinsons-May department store (the "Existing Building"), and the associated two-level, 956-space parking structure (the "Existing Parking Structure") would remain in substantially their current condition and the building would be re-leased and occupied as a single-tenant department store.

2. Reasons for Rejecting Alternative

Implementation of the No Project Alternative would result in the reduction of some significant and unavoidable impacts associated with the Project. Specifically, the following significant impacts would be avoided:

- **Aesthetics and Views** –The visual character of the site and surrounding area would be substantially altered.
- **Aesthetics and Views** – The North and South Tower Buildings would obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.
- **Air Quality** – During Project construction NO_x emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation.
- **Air Quality** – The LST analysis shows that maximum 24-hour PM₁₀ and PM_{2.5} concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the *CEQA Guidelines*.
- **Noise** – For construction activities performed outside the hours specified within the City's noise ordinance, the Project would result in significant Project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result.

However, under Alternative 1, the following significant impacts would occur:

- **Air Quality** - Due to the increased trip generation and associated net new daily trips this alternative would generate additional operational related air emissions, including NO_x and CO emissions, above and beyond those generated by the proposed Project.
- **Operational Noise** - Due to the increased trip generation and associated roadway noise the alternative has the potential to result in new operational noise impacts.

- **Traffic** – A new store would result in a greater impact on future traffic and the level of service for intersections and roadways in the Project vicinity when compared to both the proposed Project and the former Robinsons-May store.
- **Solid Waste** - The quantity of solid waste generated during operation of the re-opened store would significantly exceed that of the proposed Project.
- **Electricity** – The electricity demand of a re-opened store would be 150% greater than that of the proposed Project.
- **Natural Gas** – The natural gas demand of a re-opened store would exceed that of the proposed Project when mitigation measures are adopted.

As discussed above, greater impacts to operational air quality, operational noise, traffic impacts on level of service and safety, solid waste, electricity and natural gas use would result from implementation of the No Project Alternative in comparison to the Project. The Project would generate significantly less traffic than would a successful commercial use at the site. The Project site is located in close proximity to the intersection of Santa Monica Boulevard and Wilshire Boulevard, which is one of the most congested intersections in the City and the Region. Introduction of a high traffic-generating commercial use would have significant traffic impacts that would not result from development of the Project.

(a) Objectives Not Met by Alternative:

- To create a world-class architectural landmark with a visual presence at the dual gateway to the City at Wilshire Boulevard and Santa Monica Boulevard that will enhance the beauty and image of the City of Beverly Hills.
- To develop an environmentally sensitive and sustainable project for which the applicant intends to seek LEED certification from the U.S. Green Building Council and establish a benchmark for environmentally responsible design in the City of Beverly Hills.
- To preserve approximately two-thirds of the Project site as landscaped gardens and other open space to enhance the visual character of the Project.
- To provide a 0.42-acre garden with public access along Wilshire Boulevard for the use and enjoyment of Beverly Hills residents and visitors that complements and extends the existing garden parkway on the north side of Wilshire Boulevard, enhances the garden qualities of the City and replaces a high-density commercial use across the street from an existing school and residential neighborhood.
- To redevelop the Project site in a manner that does not substantially increase the traffic impacts and related operational air quality and noise impacts associated with the Existing Building.
- To improve the utilization and visual appearance of the Project site by eliminating the existing above-ground parking structure and constructing subterranean parking for the Project that will be spread across the entire Project site to provide convenient parking for Project residents, guests and retail patrons.

- To provide a substantial amount of housing for local and area residents to help meet market demand and alleviate the substantial housing shortage in the City and the Westside of Los Angeles.
- To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- To provide full-service luxury residential condominiums that are competitive with existing and proposed condominium projects in the Wilshire Corridor and Century City and have comparable views, so that Beverly Hills residents who desire to “downsize” from their existing homes will not have to move out of Beverly Hills to find suitable housing.
- To downzone the Project site and reduce the intensity of uses currently permitted thereon by replacing the existing C-3 commercial zoning designation with a specific plan zoning designation that limits development to approximately two-thirds of the number of residential units that would be permitted under the R-4 residential zoning designation and a small amount of retail space.
- To promote housing, conservation, and green space policies consistent with the land use, housing element, and conservation elements of the General Plan.

Implementation of Alternative 1 would not achieve many of the primary objectives of this Project.

Alternative 1 would not provide needed housing and would have greater long-term environmental impacts in the sensitive areas of traffic, noise, and air quality than the Project or the Revised Project.

3. Conclusion Regarding Alternative 1.

The City Council hereby finds that failure to meet each of the Project objectives set forth above would be an independent ground for rejecting Alternative 1 as socially infeasible and by itself, independent of any other reason, would justify rejection of Alternative 1. The City Council also finds, despite the reduction in certain impacts, that Alternative 1 is not environmentally beneficial due to its greater long-term impacts in the sensitive areas of air quality, noise and traffic.

B. ALTERNATIVE 2 – CODE-COMPLIANT OFFICE/RETAIL ALTERNATIVE

1. Summary of Alternative

This Alternative includes a mixed-use office/retail project that complies with the principal use and development standards for the C-3 Zone that currently govern the Project site, including permitted uses, maximum floor area ratio (FAR), maximum height and number of stories and applicable code parking requirements. This Alternative includes three buildings that are all three stories and 45 feet in height and have a total FAR of 2:1. This Alternative would require the elimination of the Entry Garden and significantly reduce the other landscaped gardens and open space associated with the proposed Project.

2. Reasons for Rejecting Alternative

Implementation of the Code-Compliant Office/Retail Alternative would avoid the following significant impacts associated with Project implementation:

- **Aesthetics and Views** – The visual character of the site and surrounding area would be substantially altered.
- **Aesthetics and Views** – The North and South Tower Buildings would obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.
- **Land Use and Planning** – The proposed Project would conflict with two objectives within the Land Use Element of the General Plan such that significant land use impacts would result from inconsistency with the City’s General Plan.

However, under Alternative 2, the following significant impacts associated with implementation of the Project would also occur:

- **Air Quality** – During Project construction NO_x emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation.
- **Air Quality** – The LST analysis shows that maximum 24-hour PM₁₀ and PM_{2.5} concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the *CEQA Guidelines*.
- **Noise** – For construction activities performed outside the hours specified within the City’s noise ordinance, the Project would result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result.

Furthermore, Alternative 2 would have significantly greater long-term traffic and air quality impacts due to significantly more vehicle trips that will be generated by Alternative 2.

(a) Objectives Not Met by Alternative:

- To preserve approximately two-thirds of the Project site as landscaped gardens and other open space to enhance the visual character of the Project.
- To provide a 0.42-acre entry garden along Wilshire Boulevard for the use and enjoyment of the public that complements and extends the existing Beverly Gardens Park on the north side of Wilshire Boulevard, enhances the garden qualities of the City, and replaces a high-density commercial use across the street from an existing school and residential neighborhood.

- To redevelop the Project site in a manner that does not substantially increase the traffic levels and related operational air quality and noise impacts associated with the prior Robinsons-May department store use on the site prior to closure.
- To provide a substantial amount of housing for local and area residents to help meet market demand and alleviate the substantial housing shortage in the City of Beverly Hills and the Westside of Los Angeles.
- To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- To provide full-service residential condominiums that are competitive with existing and proposed condominium projects in the Wilshire Corridor and Century City and have comparable views, so that residents who desire to “downsize” from their existing homes will not have to move out of Beverly Hills to find suitable housing.
- To reduce the intensity of uses currently permitted thereon by replacing the existing C-3 commercial zoning designation with a specific plan zoning designation that limits development to approximately two-thirds of the number of residential units that would be permitted under the R-4 residential zoning designation, along with a small amount of retail space.
- To promote housing, conservation, and green space policies consistent with the land use, housing element, and conservation elements of the General Plan.

Due to the increase in vehicle trips associated with the implementation of this Alternative, in comparison to the Project, Alternative 2 will result in significant and unavoidable impacts greater than those anticipated for the Project. In addition to potential increases in impacts related to traffic level of service, traffic at residential roadway segments, additional impacts would result in the following areas: operational air, operational noise, water demand, wastewater and solid waste generation, and electricity and natural gas consumption. Alternative 2 has a greater environmental impact than the Project or the Revised Project and fails to meet most project objectives.

3. Conclusion Regarding Alternative 2.

The City Council hereby finds that failure to meet each of the Project objectives set forth above would be an independent ground for rejecting Alternative 2 as socially infeasible and by itself, independent of any other reason, would justify rejection of Alternative 2. The City Council also finds that Alternative 2 is not environmentally beneficial because of its greater long-term impacts on traffic, air quality, wastewater and solid waste generation, and electricity and natural gas consumption.

C. **ALTERNATIVE 3 – REDUCED DENSITY ALTERNATIVE**

1. Summary of Alternative

Under this Alternative, the principal components of the Project would be reduced by 35 percent, including the number of condominiums, the residential and retail floor areas, building height and number of parking spaces. The total FAR for this Alternative is 1.6:1. The intent of this Alternative

would be to reduce the severity of identified potentially significant impacts.

2. Reasons for Rejecting Alternative

Implementation of the Reduced Density Alternative would avoid the following identified significant impacts associated with implementation of the Project:

- **Aesthetics and Views** – Alternative 3 would not result in the construction of new structures out of scale with, or inconsistent with neighboring land uses and would not substantially alter the visual character of the site and surrounding area.
- **Land Use and Planning** - By modifying building height, and configuration to be more compatible with surrounding structures, Alternative 3 would eliminate conflicts with the General Plan's Land Use element

However, with implementation of Alternative 3, the following same significant and unavoidable impacts would remain:

- **Aesthetics and Views** – The North and South Tower Buildings would obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.
- **Air Quality** – During Project construction NOX emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation.
- **Air Quality** – The LST analysis shows that maximum 24- hour PM10 and PM2.5 concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the CEQA Guidelines.
- **Noise** – For construction activities performed outside the hours specified within the City's noise ordinance, the Project would result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result.

No additional significant impacts above and beyond those identified for the Project would result from implementation of the Reduced Density Alternative. Additionally, Alternative 3 would reduce impacts, in comparison to the Project, relative to aesthetics and land use. Alternative 3, however, would not provide as much housing for the city or the region and would be less effective in meeting the housing production goals set for the city.

(a) *Objectives Not Met by Alternative:*

This Alternative would further the primary Project objectives, however, as noted above, the reduced density would not meet the Project objectives to the same extent as the Project because of the reduction in density, project design changes, reduction in housing units and reduced economic benefits of the Project to the City. Additionally, a financial analysis of Alternative 3 shows that it would render the Project economically infeasible to build because its costs would exceed expected revenues, and would reduce the City's annual net revenue from the Project.

3. Conclusion Regarding Alternative 3.

Although Alternative 3, the Reduced Density Alternative, would have no additional significant impacts beyond those identified for the Project and would have the limited benefit of reducing some of the Project's impacts, the City Council hereby finds that failure to meet the Project objectives regarding housing to the same extent as the Project makes this Alternative socially infeasible and by itself, independent of any other reason, would justify rejection of Alternative 3. Additionally, based on a financial analysis of Alternative 3 contained within the March 2008 Financial Feasibility Analysis completed by CBRE Consulting, the City Council also finds that Alternative 3 would not be economically feasible to build.

D. **ALTERNATIVE 4 – PRESERVATION/REUSE OF ROBINSONS-MAY BUILDING ALTERNATIVE**

1. Summary of Alternative

Under this Alternative, the Existing Building would be rehabilitated and reused as a museum, the Existing Parking Structure would be demolished, the southern portion of the Project site would be redeveloped with three residential buildings ranging in height from four levels and 48 feet to 12 levels and 144 feet and a new subterranean parking structure would be constructed under the southern portion of the Project site with sufficient parking for all of the new and adaptive uses on the Project site. The total FAR for this Alternative is 2.4:1. The preservation and reuse of the Existing Building would require the elimination of the Entry Garden. The intent of this Alternative would be to continue to provide housing on the Project site while avoiding significant impacts associated with the demolition of an historic resource.

2. Reasons for Rejecting Alternative

Implementation of the Preservation/Reuse of the Robinsons-May Building Alternative would avoid the following significant impact associated with implementation of the Project:

- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the *CEQA Guidelines*.
- **Land Use and Planning** – Demolition of the Robinsons-May building without the mitigation measures in the Revised Project would conflict with objectives within the Conservation Element of the General Plan such that significant land use impacts would result from inconsistency with the City's General Plan.

Other significant impacts associated with implementation of the Project would also occur with implementation of this Alternative, including:

- **Aesthetics and Views** – The visual character of the Project site and surrounding area would be substantially altered.
- **Aesthetics and Views** – The buildings would obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.
- **Noise** – For construction activities performed outside the hours specified within the City’s noise ordinance, the alternative would result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result.

(a) *Objectives Not Met by Alternative:*

- To preserve approximately two-thirds of the Project site as landscaped gardens and other open space to enhance the visual character of the Project.
- To provide a 0.42-acre entry garden with public access along Wilshire Boulevard for the use and enjoyment of Beverly Hills residents and visitors that complements and extends the existing garden parkway on the north side of Wilshire Boulevard, enhances the garden qualities of the City and replaces a high-density commercial use across the street from an existing school and residential neighborhood.

3. Conclusion regarding Alternative 4.

The City Council hereby finds that failure to meet the Project objectives set forth above regarding open space would be an independent ground for rejecting Alternative 4 as socially infeasible and by itself, independent of any other reason, would justify rejection of Alternative 4. The City Council also finds based on the Applicant’s Feasibility Report that Alternative 4 is not economically feasible to build because projected revenue from this Project would not exceed projected costs by a sufficient margin. The social costs to the public from losing garden and green space exceed the benefit to the public of preserving the Robinsons-May building. .

E. ALTERNATIVE FIVE – MODIFIED HEIGHT AND CONFIGURATION OF NORTH/SOUTH BUILDINGS

1. Summary of Alternative

This Alternative is similar to the Project, including the same number of units, the same amount of residential and retail floor area and the same FAR, except that (1) the height of the North Building would be reduced from 144 feet to 108 feet and the number of stories would be reduced from 12 to 9, (2) the height of the South Building would be increased from 144 feet to 180 feet and the number of stories would be increased from 12 to 15, (3) the North Building would be moved from 35 feet to 45 feet from the southerly boundary of Wilshire Boulevard and (4) the separation between the North and South Buildings would be increased from 45 feet to 60 feet. The intent of this Project Alternative is to expand view corridors along Wilshire Boulevard and between the North and South Tower Buildings on the Project site and reduce significant impacts to views from west-facing guestrooms in the Wilshire Tower hotel

building of The Beverly Hilton.

2. Reasons for Rejecting Alternative

Implementation of the Modified Height and Configuration of the North/South Buildings Alternative would result in the same significant and unavoidable impacts associated with implementing the Project. These significant and unavoidable adverse impacts include:

- **Aesthetics and Views** – The visual character of the site and surrounding area would be substantially altered.
- **Aesthetics and Views** – The North and South Tower Buildings would obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.
- **Air Quality** – During Project construction NO_x emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation.
- **Air Quality** – The LST analysis shows that maximum 24-hour PM₁₀ and PM_{2.5} concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the CEQA Guidelines.
- **Land Use and Planning** – The proposed Alternative would conflict with two objectives within the Land Use Element of the General Plan such that significant land use impacts would result from inconsistency with the City's General Plan.
- **Noise** – For construction activities performed outside the hours specified within the City's noise ordinance, the Project would result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result.

The Modified Height and Configuration of the North/South Building in Alternative 5 would not avoid the potentially significant impacts associated with Land Use and Planning, because Alternative 5 does not match the setback of the north wing of the Hilton tower and thus still creates transition conflicts with the uses to the north of the Project site. Additionally, all impacts associated with this project Alternative would be comparable to impacts associated with the Project.

3. Conclusion Regarding Alternative 5.

The Modified Height and Configuration of the North/South Building Alternative would not avoid or reduce the severity of any identified potentially significant impacts associated with the Project.

Additionally, as discussed above, all impacts associated with this Project Alternative would be comparable to impacts associated with the Project. Moreover, Alternative 5 would not avoid the potentially significant impacts associated with Land Use and Planning, because Alternative 5 does not match the setback of the north wing of the Hilton tower and thus still creates transition conflicts with the uses to the north of the Project site.

The City Council hereby finds that this alternative is not environmentally superior to the Revised Project because the Revised Project eliminates conflicts with General Plan policies and increases open space and public gardens. However, because aspects of this Alternative reduce certain impacts, though not to a level of insignificance, the City Council has incorporated concepts of this alternative into the Revised Project.

F. ALTERNATIVE 6 – RECONFIGURATION ALTERNATIVE

1. Summary of Alternative

This Alternative would include the same number of units, the same amount of residential and retail floor area and the same FAR as the Project, but would consist of five buildings that are each 60 feet in height and have five stories. The height reduction under this Alternative would require the elimination of the Entry Garden and significantly reduce the other landscaped gardens and open space associated with the Project. The intent of this Alternative is to evaluate impacts associated with build-out of a similar project on the site without the introduction of high-rise residential tower buildings and reduce significant impacts to views from west-facing guestrooms in the Wilshire Tower hotel building of The Beverly Hilton.

2. Reasons for Rejecting Alternative

Implementation of the Building Reconfiguration Alternative would avoid the following identified significant impacts associated with implementation of the proposed Project:

- **Aesthetics and Views** – The visual character of the Project site and surrounding area would be substantially altered.
- **Aesthetics and Views** – The North and South Tower Buildings would obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.
- **Land Use and Planning** – Alternative 6 would both eliminate conflicts with the Land Use Element of the General Plan such that significant land use impacts would no longer result from inconsistency with the City's General Plan.

However, implementation of the Building Reconfiguration Alternative would still result in most of the same significant and unavoidable impacts associated with implementing the Project. These significant and unavoidable impacts include:

- **Air Quality** – During Project construction NOX emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation.

- **Air Quality** – The LST analysis shows that maximum 24-hour PM10 and PM2.5 concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the CEQA Guidelines.
- **Noise** – For construction activities performed outside the hours specified within the City's noise ordinance, the Project would result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result.

(a) *Objectives Not Met by Alternative:*

- To preserve approximately two-thirds of the Project site as landscaped gardens and other open space to enhance the visual character of the Project.
- To provide a 0.42-acre entry garden with public access along Wilshire Boulevard for the use and enjoyment of Beverly Hills residents and visitors that complements and extends the existing garden parkway on the north side of Wilshire Boulevard, enhances the garden qualities of the City and replaces a high-density commercial use across the street from an existing school and residential neighborhood.

3. Conclusion Regarding Alternative 6.

Implementation of this Alternative would result in fewer aesthetic impacts than the Project or Revised Project and fewer land use impacts than the Project. All other impacts would be comparable to those associated with the Project. However, the important open space objectives described above would not be achieved through implementation of Alternative 6.

The City Council hereby finds that failure to meet each of the Project objectives set forth above would be an independent ground for rejecting Alternative 6 as infeasible and by itself, independent of any other reason, would justify rejection of Alternative 6. The City Council finds it socially infeasible to eliminate public gardens and other open space associated with the Revised Project in order to reduce aesthetic impacts due to height. Additionally, based on the Financial Feasibility Analysis dated March 2008 and prepared by CB Richard Ellis, the City Council finds this Alternative 6 financially infeasible.

G. ADDITIONAL VARIATIONS ON ALTERNATIVES CONSIDERED BY THE PLANNING COMMISSION

As noted above, the Planning Commission requested analysis of variations on the alternatives to understand how the impacts of various potential project designs would compare to the impacts of the Project and the foregoing six alternatives. Analysis of these variations, referred to for convenience as Alternatives 5A, 7, 8, 9, 10, and the Revised Project, follows.

1. Alternative 5A – Variation on Alternative 5 (Modified Height and Configuration of North/South Buildings).

Summary of Alternative 5A

Alternative 5A would include the same number of residential units, the same square footage of retail and restaurant uses, and the same density as the Project and Alternative 5. However, Alternative 5A would modify building height and configuration of the North, South and Loft Buildings. Under this alternative, the height of the North Building would be stepped down along its Wilshire Boulevard and Merv Griffin Way elevations. The height of the South Building would step down along its western elevation, facing the Los Angeles Country Club. The stepped building heights would introduce more articulation to the buildings, reducing their apparent height from off-site vantages. The North Building setback from the southerly Wilshire Corridor curb line would increase to 63 feet, equivalent to The Beverly Hilton's Wilshire Tower setback (i.e., the northeast corner of the Tower's northern wing). This alternative also introduces a new single-story Spa Pavilion at the former location of the garden deck. The number of units (252) under Alternative 5A would be the same as under the Project. However, under Alternative 5A, the mix of units would change to include 58 Studio units. Under Alternative 5A, additional residential amenities would be provided including an expanded spa and below-grade amenities, including a back-of-house kitchen, back-of-house laundry, security offices, wine storage, and increased area for storage units. The FAR of Alternative 5A would be 2.74:1, which is slightly more than the Project due to the added amenities. The intent of this alternative is to reduce Aesthetic impacts related to visual character and shade impacts on El Rodeo School, Beverly Gardens Park and residences north of Wilshire Boulevard.

Implementation of Alternative 5A would eliminate significant and unavoidable impacts associated with implementing the Project as described below. The significant and unavoidable adverse impacts that remain include:

- **Aesthetics and Views** – The visual character of the site and surrounding area would be substantially altered. Nevertheless, this Alternative does reduce aesthetic impacts because the North Building would be set back farther from the Wilshire Boulevard curblines so as to approximately match the setback of the Wilshire Tower of the adjacent Beverly Hilton Hotel. The increased setback increases the separation between the Project and the El Rodeo School, thus making this alternative more compatible with the School and other land uses to the north. Further, the building height would incorporate setbacks from Wilshire Boulevard and Merv Griffin Way, which would further increase the physical compatibility with off-site uses by widening view corridors associated with the roadways and providing more building articulation. In light of these revisions, Alternative 5A is considered environmentally superior to Alternative 5 and the Project as to Aesthetics, even though the impacts would remain significant and unmitigable.
- **Aesthetics and Views** – The North and South Tower Buildings would continue to obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.

- **Air Quality** – During Project construction NO_x emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation. Alternative 5A would have similar impacts as the Project.
- **Air Quality** – The LST analysis shows that maximum 24-hour PM₁₀ and PM_{2.5} concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction. Alternative 5A would have similar impacts as the Project.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the CEQA Guidelines. Alternative 5A would have similar impacts as the Project.
- **Noise** – For construction activities performed outside the hours specified within the City’s noise ordinance, the Project and Alternative 5A would both result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result. Alternative 5A would have similar impacts as the Project.

However, Alternative 5A would eliminate the conflicts with the General Plan’s Land Use Element by increasing the setback from Wilshire Boulevard in conjunction with the reduced height and steps up in building height from north to south. Alternative 5A is setback to the same extent of the northern wing of the Hilton Tower (specifically Alternative 5A is setback to the same extent as the northeast corner of the Wilshire façade of the northern wing of the Hilton Tower). The Hilton Tower, which has been in existence for more than fifty years, establishes the existing scale and appropriate transition for this area. The setback and step ups in building height make Alternative 5A compatible with the scale of the area and eliminate transitional conflicts, thus eliminating the conflicts with the Land Use elements.

Otherwise, alternative 5A would have impacts that are comparable to impacts associated with the Project. Although the height of the South Building would be increased above that of the Project and five feet above that considered in Alternative 5, the building also would integrate step backs such that the western side of the building, facing the Los Angeles Country Club, would be lower than the eastern side of the building. The EIR consultant prepared Supplemental Shade and Shadow Diagrams for 9900 Wilshire Project, dated October 2007, which were presented to the Planning Commission at the October 29, 2007 meeting. The supplemental diagrams demonstrate, along with later testimony from the Applicant’s consultant, and the Planning Commission found, that the shade and shadow from the increased height of the South Building would not result in a significant impact to the Los Angeles Country Club.

Conclusion Regarding Alternative 5A

The City Council finds that Alternative 5A meets all of the objectives of the Project, would eliminate conflicts with Land Use Element policies, and would reduce the severity of significant and unmitigable impacts on aesthetic character and view for the reasons set forth above, although that impact remains significant under this Alternative. Concepts from this alternative, therefore, are incorporated into the Revised Project. However, the Revised Project is environmentally superior to Alternative 5A due to increased public gardens, the elimination of the lofts on Merv Griffin Way,

thus reducing the number of residential units, and additional setback from Wilshire Boulevard.

2. Alternative 7 – Variation on Alternative 5 (Modified Height and Configuration of North/South Buildings)

Summary of Alternative 7

Alternative 7 would include the same number of units, the same square footage of retail and restaurant uses, and the same FAR as the proposed Project, but would modify the building heights and configuration in several ways. The North Building would be stepped back from Wilshire Boulevard, with heights ranging from 84 to 108 feet, and the height of the South Building would be increased from 144 to 196 feet. The North Building setback from the southerly curb line of Wilshire Boulevard would increase to approximately 80 feet, comparable to that of the Beverly Hilton's Wilshire Tower (i.e., the southwest corner of the Wilshire façade of the Tower's northern wing)(See Figure 6, 9900 Wilshire Project – Planning Commission Requests for Additional Study/Clarification at page 16, as included in the September 24, 2007 Planning Commission Staff Report). The intent of this alternative is to reduce Aesthetic and Land Use impacts by expanding the view corridor along Wilshire Boulevard.

Implementation of Alternative 7 would eliminate significant and unavoidable impacts associated with implementing the Project, as described below. The significant and unavoidable adverse impacts that remain include:

- **Aesthetics and Views** – The visual character of the site and surrounding area would be substantially altered. Nevertheless, this Alternative does reduce aesthetic impacts because the North Building would be set back approximately 80 feet from the Wilshire curb line, a setback comparable to that of the Wilshire Tower to the east, which would improve physical compatibility with El Rodeo School and other land uses to the north. Moreover, the substantial building height reduction along Wilshire Boulevard, compared to the Project, and the accompanying building height setbacks with distance from Wilshire would increase physical compatibility with off-site uses by widening view corridors associated with these roadways and providing more building articulation from roadway vantages. Alternative 7 is therefore considered environmentally superior to the Project relative to Aesthetic Character and Views.
- **Aesthetics and Views** – The North and South Buildings would continue obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of the Beverly Hilton, although this impact would be less than with the Project because increased separation between the North and South Buildings would allow for some views through the site.
- **Air Quality** – During Project construction NO_x emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation. Alternative 7 would have similar impacts as the Project.
- **Air Quality** – The LST analysis shows that maximum 24-hour PM₁₀ and PM_{2.5} concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction. Alternative 7 would have similar impacts as the Project.

- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the CEQA Guidelines. Alternative 7 would have similar impacts as the Project.
- **Noise** – For construction activities performed outside the hours specified within the City’s noise ordinance, the Project would result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result. Alternative 7 would have similar impacts as the Project.

Alternative 7 would reduce the severity of the Aesthetic impacts associated with the Project. Alternative 7 would also eliminate the conflicts with the General Plan’s Land Use Element by increasing the setback from Wilshire Boulevard in conjunction with the reduced height and steps up in building height from north to south. Alternative 7 is setback to the same extent as the northern wing of the Hilton Tower (specifically Alternative 7 is setback to the same extent as the southwest corner of the Wilshire façade of the northern wing of the Hilton Tower). The Hilton Tower, which has been in existence for more than fifty years, establishes the existing scale and appropriate transition for this area. The setback and step ups in building height make Alternative 7 compatible with the scale of the area and eliminate transitional conflicts, thus eliminating the conflicts with the Land Use elements.

Otherwise, Alternative 7 would have impacts that are comparable to impacts associated with the Project. Although the height of the South Building would be increased above that of the Project, the building also would integrate step backs such that the western side of the building, facing the Los Angeles Country Club, would be lower than the eastern side of the building. The EIR consultant prepared Supplemental Shade and Shadow Diagrams for 9900 Wilshire Project, dated October 2007, which were presented to the Planning Commission at the October 29, 2007 meeting. The supplemental diagrams demonstrate, along with later testimony from the Applicant’s consultant, and the Planning Commission found, that the shade and shadow from the increased height of the South Building would not result in a significant impact to the Los Angeles Country Club.

(a) Objectives Fully Met by Alternative:

Alternative 7 would result in the implementation of a Project similar to the Project; however, the North Tower Building would be set back further from Wilshire Boulevard with lower height at the north stepping to more height to the south, the South Tower Building height would increase, and the separation between the North and South Tower Buildings would be increased. As such, all Project objectives would also be achieved under this Project Alternative.

Conclusion Regarding Alternative 7

The City Council hereby finds that Alternative 7 would reduce potentially significant impacts. Concepts from this alternative, therefore, are incorporated into the Revised Project to reduce the level of impact. However, the City Council finds that Alternative 7 as a whole provides no materially different environmentally benefits than the Revised Project. Both Alternative 7 and the Revised Project are setback to the same extent as the northern wing of the Wilshire Tower. The Revised Project is setback to the midpoint of the Wilshire Tower. Therefore both Alternative 7 and

the Revised Project will eliminate the inconsistencies of the Project with the Land Use Element of the General Plan. But the South Building of Alternative 7 is taller with less modulation than the South Building of the Revised Project. Additionally, the Revised Project has fewer residential units, more public gardens, and more open space due to removal of the loft buildings. Therefore, the Revised Project is environmentally superior to Alternative 7.

3. Alternative 8 - Combination of Alternative 3 (Reduced Density) and Alternative 5 (Modified Height and Configuration of North/South Buildings).

Summary of Alternative 8

Under this Alternative 8, several of the land uses and buildings associated with the Project would be reduced in size by approximately 35 percent, including the number of condominium units, the residential floor area, the height of, and number of stories in, the North and South Buildings, and the number of parking spaces. The retail and restaurant floor area would be equivalent to that of the Project. Setback distances from surrounding property lines and roadways would be similar to the Project, except that the North Building setback from the southerly curb line of Wilshire Boulevard would increase to 62.5 feet, comparable to that of the Beverly Hilton's Wilshire Tower (i.e., the northeast corner of the Tower's Wilshire facade), and the distance from between the North and South buildings would increase from 45 to 60 feet. The FAR under this alternative is 1.7:1. The intent of this alternative is to reduce the severity of identified potentially significant impacts and to expand view corridors along Wilshire Boulevard and between the North and South Tower Buildings on the Project site.

Implementation of Alternative 8 would eliminate significant and unavoidable impacts associated with implementing the Project, as described below. The significant and unavoidable adverse impacts that remain include:

- **Aesthetics and Views** – The visual character of the site and surrounding area would be substantially altered. Nevertheless, this Alternative does reduce aesthetic impacts because the North Building would be set back farther from the Wilshire Boulevard curblines so as to approximately match the setback of the Wilshire Tower of the adjacent Beverly Hilton Hotel. The increased setback increases the separation between the Project and the El Rodeo School, thus making this alternative more compatible with the School and other land uses to the north. Further, the building height would incorporate setbacks from Wilshire Boulevard and Merv Griffin Way, which would further increase the physical compatibility with off-site uses by widening view corridors associated with the roadways and providing more building articulation.
- **Aesthetics and Views** – The North and South Tower Buildings would still obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.
- **Air Quality** – During Project construction NOx emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation.

- **Air Quality** – The LST analysis shows that maximum 24- hour PM10 and PM2.5 concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the CEQA Guidelines.
- **Noise** – For construction activities performed outside the hours specified within the City’s noise ordinance, the Project or Alternative 8 would result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from construction of either the Project or Alternative 8 would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result.

However, Alternative 8 would eliminate the conflicts with the General Plan’s Land Use Element by increasing the setback from Wilshire Boulevard in conjunction with the reduced height and steps up in building height from north to south. Alternative 8 is setback to the same extent of the northern wing of the Hilton Tower (specifically Alternative 8 is setback to the same extent as the northeast corner of the Wilshire façade of the northern wing of the Hilton Tower). The Hilton Tower, which has been in existence for more than fifty years, establishes the existing scale and appropriate transition for this area. The setback and step ups in building height make Alternative 8 compatible with the scale of the area and eliminate transitional conflicts, thus eliminating the conflicts with the Land Use elements.

Conclusion Regarding Alternative 8

Although Alternative 8 would have no additional significant impacts beyond those identified for the Revised Project and would reduce some of the Project’s impacts, the City Council hereby finds that failure to meet the Project objectives regarding housing to the same extent as the Project makes this Alternative socially infeasible and by itself, independent of any other reason, would justify rejection of Alternative 8. Additionally, based on the March 2008 report from CB Richard Ellis, the City Council also finds that Alternative 8 would not be economically feasible to build for the same reasons that Alternative 3 with reduced density would not be feasible economically.

4. Alternative 9 – Variation on Project (Additional Parking).

Summary of Alternative 9

Alternative 9 would develop the same number of condominium units, retail and restaurant space square footage, and building heights and configuration as the Project, but would add an additional level of subterranean parking for a total of three levels of subterranean parking. Under this alternative, 572 new parking spaces would be added for a total of 1,501 parking spaces. The intent of this alternative is to add to the general public parking supply, over and above Project-related parking demand.

Implementation of Alternative 9 would result in the same significant and unavoidable impacts associated with implementing the Project and would result in greater impacts in some areas. These significant and unavoidable adverse impacts include:

- **Aesthetics and Views** – The visual character of the site and surrounding area would be substantially altered.
- **Aesthetics and Views** – The North and South Tower Buildings would obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.
- **Air Quality** – During Project construction NOx emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation.
- **Air Quality** – The LST analysis shows that maximum 24-hour PM10 and PM2.5 concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the CEQA Guidelines.
- **Land Use and Planning** – The original Project would conflict with two objectives within the Land Use Element of the General Plan such that significant land use impacts would result from inconsistency with the City's General Plan.
- **Noise** – For construction activities performed outside the hours specified within the City's noise ordinance, the Project would result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result.

Alternative 9 would also have greater levels of impacts associated with the additional grading and excavation necessary to construct the additional level of parking in such areas as air quality; geology and soils; and transportation, traffic, and circulation.

Conclusion Regarding Alternative 9

The City Council finds that Alternative 9 is not environmentally superior to the Project or the Revised Project and would result in greater impacts associated with the additional grading and excavation necessary to construct an extra level of parking than would the Project as originally proposed and adopted. These greater impacts would be in such areas as air quality, geology and soils, transportation, traffic, and circulation.

5. Alternative 10 – Combination of Alternative 2 (Code Compliant Office/Retail) and Project.

Summary of Alternative 10

Alternative 10 would include the same number of residential units and the same retail and restaurant

square footage as the Project. Additionally, the heights of the North, South, and Loft Buildings would remain the same, except that the North Building would be articulated in height such that the northeastern portion of the building closest to Wilshire Boulevard would be 24 feet tall. Additionally, under this alternative, a new Spa Pavilion building would be located at the southern edge of the site along Santa Monica Boulevard and would house one level of retail and six levels of Class A office space. Building setbacks would be similar except that the North Building setback would increase to 50 feet from the southerly Wilshire Boulevard curb line. The FAR would be 2.96:1. The intent of this alternative is to increase the supply of Class A office space in the City.

Implementation of the Alternative 10 would result in the same significant and unavoidable impacts associated with implementing the Project and would result in greater impacts in some areas. These significant and unavoidable adverse impacts include:

- **Aesthetics and Views** – The visual character of the site and surrounding area would be substantially altered.
- **Aesthetics and Views** – The North and South Tower Buildings would obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.
- **Air Quality** – During Project construction NO_x emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation.
- **Air Quality** – The LST analysis shows that maximum 24-hour PM₁₀ and PM_{2.5} concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the *CEQA Guidelines*.
- **Land Use and Planning** – The proposed project would conflict with two objectives within the Land Use Element of the General Plan such that significant land use impacts would result from inconsistency with the City's General Plan.
- **Noise** – For construction activities performed outside the hours specified within the City's noise ordinance, the Project would result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result.

Additionally, due to the addition of 175,000 square feet of office space, Alternative 10 would increase impacts, in comparison to the Project, relative to construction-related and operational air emissions, operational noise, population and housing, public services, transportation and traffic, and utilities and service systems.

Conclusion Regarding Alternative 10

The City Council finds that Alternative 10 is not environmentally superior to the Project and Revised Project and would increase Project impacts in comparison to the Project, including impacts relative to construction-related and operational air emissions, operational noise, population and housing, public services, transportation and traffic, and utilities and service systems.

6. The Revised Project

Summary of the Revised Project

This Revised Project is the product of Planning Commission and City Council deliberations and modifications made by the applicant in response to Planning Commission and City Council direction. The Revised Project would include 17 fewer residential units, 4,200 square feet less of retail and restaurant uses, and an increased density of 0.12 for the Project. The Revised Project would also modify building height and configuration of the North and South Buildings, remove the North and South Loft Buildings, and increase open space by 0.39 acre. The North Building would be stepped back from Wilshire Boulevard with heights ranging from 108 to 161 feet. The height of the South building would range from 161 to 185 feet.

Implementation of the Revised Project would eliminate some of the significant and unavoidable impacts associated with implementing the Project as described below. These significant and unavoidable adverse impacts that remain include:

- **Aesthetics and Views** – The visual character of the site and surrounding area would be substantially altered.
- **Aesthetics and Views** – The North and South Tower Buildings would obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.
- **Air Quality** – During Project construction NO_x emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation.
- **Air Quality** – The LST analysis shows that maximum 24-hour PM₁₀ and PM_{2.5} concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the *CEQA Guidelines*.
- **Noise** – For construction activities performed outside the hours specified within the City's noise ordinance, the Project would result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result.

However, by modifying building height, and configuration to be more compatible with surrounding

structures and by removing the lofts and increasing open space, the Revised Project would eliminate conflicts with the General Plan's Land Use element. The Revised Project is setback to the same extent of the northern wing of the Hilton Tower (specifically the Revised Project is setback to the same extent as the midpoint of the Wilshire façade of the northern wing of the Hilton Tower). The Hilton Tower establishes the existing scale and appropriate transition for this area. The setback and step ups in building height make the Revised Project compatible with the scale of the area and eliminate transitional conflicts, thus eliminating the conflicts with the Land Use Element policies.

The Revised Project would also reduce the severity of the significant aesthetic impacts associated with the Project, construction-related and operational air emissions, operational noise, population and housing, public services, transportation and traffic, and utilities and service systems due to the reduction of units and increased open space. All other impacts associated with the Revised Project would be comparable to impacts associated with the Project.

(a) Objectives Fully Met by the Revised Project:

- To create a world-class architectural landmark with a visual presence at the dual gateway to the City at Wilshire Boulevard and Santa Monica Boulevard, and which will enhance the beauty and image of the City of Beverly Hills.
- To develop an environmentally sensitive and sustainable Project for which the applicant intends to seek Leadership in Energy and Environmental Design (LEED) certification from the U.S. Green Building Council and establish a benchmark for environmentally responsible design in the City of Beverly Hills.
- To preserve approximately two-thirds of the Project site as landscaped gardens and other open space to enhance the visual character of the Project.
- To provide a 0.42-acre entry garden along Wilshire Boulevard for the use and enjoyment of the public that complements and extends the existing Beverly Gardens Park on the north side of Wilshire Boulevard, enhances the garden qualities of the City, and replaces a high-density commercial use across the street from an existing school and residential neighborhood.
- To redevelop the Project site in a manner that does not substantially increase the traffic levels and related operational air quality and noise impacts associated with the prior Robinsons-May department store use on the site prior to closure.
- To improve the utilization and visual appearance of the Project site by eliminating the existing above-ground parking structure and constructing subterranean parking for the Project that will be spread across the entire Project site to provide convenient parking for Project residents, guests and retail patrons.
- To provide a substantial amount of housing for local and area residents to help meet market demand and alleviate the substantial housing shortage in the City of Beverly Hills and the Westside of Los Angeles.
- To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.

- To provide full-service residential condominiums that are competitive with existing and proposed condominium projects in the Wilshire Corridor and Century City and have comparable views, so that residents who desire to “downsize” from their existing homes will not have to move out of Beverly Hills to find suitable housing.
- To improve traffic circulation in and around the Project site by providing additional vehicular access points on Wilshire Boulevard and Santa Monica Boulevard for Project residents in order to reduce traffic on Merv Griffin Way.
- To reduce the intensity of uses currently permitted thereon by replacing the existing C-3 commercial zoning designation with a specific plan zoning designation that limits development to approximately two-thirds of the number of residential units that would be permitted under the R-4 residential zoning designation, along with a small amount of retail space.
- To provide annual net revenue to the City that substantially exceeds the revenue the City would receive from commercial operations on the Project site.

Conclusion Regarding the Revised Project

The City Council finds that the Revised Project achieves the Project objectives without increasing any of the impacts associated with the Project as described in the Draft EIR. By amending the General Plan to establish that the Project site is appropriate for higher intensity development and by modifying the building heights, increasing the building setbacks from Wilshire Boulevard, incorporating the progressive steps in the building heights from north to south, increasing the amount of public open space and landscaping, introducing open space at the northwestern corner of Santa Monica Boulevard and Merv Griffin Way, and reducing the number of residential units to a small extent, the Revised Project configuration would be more compatible with surrounding structures, would eliminate any inconsistencies with the General Plan Land Use Element and reduce the severity of the impacts on aesthetics, construction-related and operational air emissions, operational noise, population and housing, public services, transportation and traffic, and utilities and service systems. All other impacts associated with the Revised Project would be comparable to impacts associated with the Project.

Although the height of the South Building would be increased above that of the Project, the building also would integrate step backs such that the western side of the building, facing the Los Angeles Country Club, would be lower than the eastern side of the building. The EIR consultant prepared Supplemental Shade and Shadow Diagrams for 9900 Wilshire Project, dated October 2007, which were presented to the Planning Commission at the October 29, 2007 meeting. The supplemental diagrams demonstrate, along with later testimony from the Applicant’s consultant, and the Planning Commission found, that the shade and shadow from the increased height of the South Building would not result in a significant impact to the Los Angeles Country Club.

The City Council finds that the Revised Project is the environmentally superior alternative among the feasible alternatives.

H. Alternatives Proposed by Los Angeles Country Club and the Los Angeles Conservancy

During the proceedings for the Project, the Los Angeles Country Club proposed two alternative potential Project layouts designed to address the Club’s concerns. Additionally, the Los

Angeles Conservancy suggested an alternative focused on preserving historic resources on the site. Analysis and discussion of these alternatives follows.

1. Los Angeles Country Club – Alternative 1

Summary of LACC Alternative 1

LACC's Alternative 1 proposes locating the South Tower farther to the East to increase the setback between the golf course and the tower.

(a) Reasons for Rejecting Alternative

Implementation of LACC Alternative 1 would result in the same significant and unavoidable impacts associated with implementing the Revised Project and would result in the loss of the proposed gardens and green space. These significant and unavoidable adverse impacts include:

- **Aesthetics and Views** – The North and South Tower Buildings would continue to obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton. Movement of the South Tower may increase the aesthetic impacts of the Project on the Beverly Hilton.
- **Air Quality** – During the Revised Project construction NO_x emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation. LACC Alternative 1 would have similar impacts as the Revised Project.
- **Air Quality** – The LST analysis shows that maximum 24-hour PM₁₀ and PM_{2.5} concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction. LACC Alternative 1 would have similar impacts as the Revised Project.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the CEQA Guidelines. LACC Alternative 1 would have similar impacts as the Revised Project.
- **Land Use and Planning** – The Revised Project and LACC Alternative 1 would both eliminate conflicts with the Land Use Element of the General Plan such that significant land use impacts would no longer result from inconsistency with the City's General Plan. LACC Alternative 1 would eliminate the garden and open space proposed in the Project because movement of the South Tower to the center of the property would split the site into marginal and insignificant landscaped areas. This would conflict with the goal of the General Plan Open Space Element to pursue additional open space in multi-family zones.
- **Noise** – For construction activities performed outside the hours specified within the City's noise ordinance, the Revised Project and LACC Alternative 1 would both result in significant project-level and cumulative noise impacts.

- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result. LACC Alternative 1 would have similar impacts as the Revised Project.

LACC Alternative 1 would have impacts comparable to impacts associated with the Revised Project, but would not achieve the Project’s objective of having additional public gardens and green space to the same extent as the Revised Project because of the interruption of the continuous green space created by the proposed relocation of the South Building and the disturbance to the public’s use and enjoyment of this green space caused thereby. Since the City Council finds based on the conclusion of Appendix 4.1 of the Draft EIR and the testimony presented by William Kent Alkire, II that the shade and shadow from the increased height of the South Building would not result in a significant impact to the Los Angeles Country Club, LACC Alternative 1 does not reduce any of the Revised Project’s significant impacts.

(b) Objectives Not Met by Alternative:

- To preserve approximately two-thirds of the Project site as landscaped gardens and other open space to enhance the visual character of the Project.
- To provide a 0.42-acre entry garden along Wilshire Boulevard for the use and enjoyment of the public that complements and extends the existing Beverly Gardens Park on the north side of Wilshire Boulevard, enhances the garden qualities of the City, and replaces a high-density commercial use across the street from an existing school and residential neighborhood.

Conclusion Regarding LACC Alternative 1

The City Council finds that LACC Alternative 1 would have impacts comparable to the Revised Project in all areas and is therefore not environmentally superior. Moreover, LACC Alternative 1 is socially infeasible because it would adversely affect the publicly accessible gardens and open space of the Revised Project, undermining two of the important objectives of the Project that result in public benefit. Moreover, the City Council finds that LACC Alternative 1 will increase the aesthetic impact of the Project on the Beverly Hilton by moving the South Tower closer to the Hilton. The City Council also finds that the movement of the South Tower would produce no significant benefits because the Revised Project will not have significant impacts on the LACC golf course as found in Appendix 4.1 of the Draft EIR the testimony of William Kent Alkire, II.

2. Los Angeles Country Club – Alternative 2

Summary of LACC Alternative 2

LACC Alternative 2 would result in the implementation of a project similar to the Revised Project; however, the South Tower Building would have its orientation reversed so it will be set back further from the LACC golf course.

(a) Reasons for Rejecting Alternative

Implementation of LACC Alternative 2 would result in the same significant and unavoidable impacts associated with implementing the Revised Project, and would have additional adverse impacts on the

proposed gardens and green space and the single family residences to the north of the Project site. These significant and unavoidable adverse impacts include:

- **Aesthetics and Views** – The North and South Tower Buildings would continue to obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton. Movement of the South Tower will increase the aesthetic impacts on the single family residences north of Wilshire Blvd. by directing the views from the 9900 Wilshire Residences towards this area.
- **Aesthetics and Views** – Movement of the South Tower eliminates direct sunlight to many of the 9900 Wilshire residents during the winter months. It would also block midday south light from reaching the public and private landscape along Merv Griffin way.
- **Air Quality** – During Project construction NO_x emissions would exceed SCAQMD established significance thresholds such that significant unavoidable impacts would result, even after incorporation of mitigation. LACC Alternative 2 would have similar impacts as the Project.
- **Air Quality** – The LST analysis shows that maximum 24-hour PM10 and PM2.5 concentrations would exceed the threshold of significance at the nearest residential and sensitive receptors to the Project site during construction. LACC Alternative 2 would have similar impacts as the Project.
- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the CEQA Guidelines. LACC Alternative 2 would have similar impacts as the Project.
- **Land Use and Planning** – The Revised Project and LACC Alternative 2 would both eliminate the conflict with the Land Use Element of the General Plan related to scale. However, by directing views from the 9900 Wilshire Boulevard Project to single family residences to the North, the Project creates a transitional conflict not created by the Revised Project.
- **Noise** – For construction activities performed outside the hours specified within the City's noise ordinance, the Project and LACC Alternative 2 would both result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result. LACC Alternative 2 would have similar impacts as the Project.

LACC Alternative 2 would have impacts that are comparable to impacts associated with the Project, and would have additional aesthetic and land use impacts on the single family residences north of Wilshire, the residents of 9900 Wilshire, and the landscaped gardens and open space on the Project site. Since the City Council finds based on the conclusion of Appendix 4.1 of the Draft EIR and the testimony of William Kent Alkire, II that the shade and shadow from the increased height of the South Building would not result in a significant impact to the Los Angeles Country Club, LACC Alternative 2 does not reduce the Project's impacts.

Conclusion Regarding LACC Alternative 2

The City Council finds that LACC Alternative 2 is not environmentally superior to the Revised Project, is socially infeasible because it would increase aesthetic and land use impacts on the single family residences north of Wilshire by orienting the views from 9900 Wilshire towards those residents, and would diminish the sunlight available to the residents of 9900 Wilshire and to the landscaped gardens and open space on the Project site. The City Council also finds that the movement of the South Tower would produce no significant benefits since the Revised Project will not have significant impacts on the LACC golf course as found in Appendix 4.1 of the Draft EIR and in the testimony of William Kent Alkire, II.

3. Los Angeles Conservancy Alternative

Summary of Los Angeles Conservancy Alternative

In a March 11, 2008 letter, the Los Angeles Conservancy suggested variations on Alternative 4 in order to preserve the Robinsons-May building. These suggestions incorporate many of the elements of Alternative 4, with minor variations. The Conservancy suggested that the upper floors of the Robinsons-May building could be used for a fitness center, a private events room, screening rooms, or residential storage. The lower floors could be used for retail or restaurant uses. The roof could be used for a rooftop deck or pool or outdoor dining. The south and west sides of the building could be used for residential uses. And, finally, the Conservancy suggested the landscaped plaza could be redesigned as an entry garden or publicly accessible open space.

(a) Reasons for Rejecting Alternative

Implementation of the Conservancy variations would avoid the following significant impacts associated with implementation of the Project:

- **Cultural Resources** – Demolition of the Robinsons-May building would result in significant and unavoidable impacts to an historic resource, as defined in Section 15064.5 of the *CEQA Guidelines*.
- **Land Use and Planning** – The original Project would conflict with two objectives within the Land Use Element of the General Plan such that significant land use impacts would result from inconsistency with the City's General Plan.

However, the Conservancy Alternative would only meet some of the Project objectives, as described below.

All other significant impacts associated with implementation of the Project would also occur with implementation of this Alternative, including:

- **Aesthetics and Views** – The visual character of the Project site and surrounding area would be substantially altered.
- **Aesthetics and Views** – The North and South Tower Buildings would obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.

- **Noise** – For construction activities performed outside the hours specified within the City's noise ordinance, the Project would result in significant project-level and cumulative noise impacts.
- **Groundborne Vibration** – Due to the proximity of sensitive receptors, ground vibrations from Project construction would exceed the FRA groundborne vibration threshold such that significant unavoidable impacts would result.

(b) Objectives Not Met by Alternative:

- To preserve approximately two-thirds of the Project site as landscaped gardens and other open space to enhance the visual character of the Project.
- To provide a 0.42-acre entry garden with public access along Wilshire Boulevard for the use and enjoyment of Beverly Hills residents and visitors that complements and extends the existing garden parkway on the north side of Wilshire Boulevard, enhances the garden qualities of the City and replaces a high-density commercial use across the street from an existing school and residential neighborhood.

Conclusion Regarding Los Angeles Conservancy Alternative

The City Council hereby finds that failure to meet each of the Project objectives for increased open space and public gardens set forth above would be an independent ground for rejecting the Conservancy variations as socially infeasible and by itself, independent of any other reason, would justify rejection of the Conservancy Alternative. The City Council also finds based on the March 2008 Financial Feasibility Analysis prepared by CB Richard Ellis for Alternative 4 and the letter dated March 20, 2008 from Mr. Thomas Jirorsky of CB Richard Ellis that the Conservancy Alternative is not economically feasible to build because projected revenue from this Alternative would not exceed projected costs by a sufficient margin. The City Council further finds the Conservancy Alternative socially infeasible: the social costs to the public from having fewer housing units and no new gardens or green space would exceed the benefit to the public of preserving the Robinsons-May building.

EXHIBIT B

Statement of Overriding Considerations

EXHIBIT B
Statement of Overriding Considerations

The following Statement of Overriding Considerations is made in connection with the approval of the Revised Project.

The City Council finds that the economic, social and other benefits of the Revised Project outweigh the significant and unavoidable environmental impacts identified in the EIR and in the record, some of which have been eliminated or reduced in severity to the degree feasible through modifications to the originally proposed Project. In making this finding, the City Council has balanced the benefits of the Revised Project against its unavoidable impacts and has indicated its willingness to accept those adverse impacts. The City Council finds that each one of the following benefits of the Revised Project, independent of the other benefits, would warrant approval of the Revised Project notwithstanding the unavoidable environmental impacts of the Revised Project.

A. The Revised Project will provide a substantial amount of housing for local and area residents to help meet market demand and the City's Regional Housing Needs Allocation from the State of California.

B. The Project will provide full-service luxury residential condominiums that are competitive with existing and proposed condominium projects in Beverly Hills, the Wilshire Corridor, and Century City and have comparable amenities, so that residents who desire to "downsize" from their existing homes will not have to move out of Beverly Hills to find suitable housing.

C. The Revised Project will create a world-class architectural landmark with a visual presence at the dual Wilshire Boulevard and Santa Monica Boulevard gateways to the City, which will enhance the beauty and image of the City of Beverly Hills.

D. The Revised Project will improve traffic circulation in and around the Project site by providing additional vehicular access points on Wilshire Boulevard and Santa Monica Boulevard, widening and realigning Merv Griffin Way, and installing a new traffic signal at Merv Griffin Way and Santa Monica Boulevard, and developing the site with uses that will generate less traffic than would result from commercial redevelopment of the site.

E. The Revised Project will provide a 0.81-acre entry garden along Wilshire Boulevard and Merv Griffin Way for the use and enjoyment of the public that complements and extends the existing Beverly Gardens Park on the north side of Wilshire Boulevard and enhances the garden qualities of the City.

F. The Revised Project will augment the City's economic base by providing additional property tax revenues to the City of Beverly Hills and by providing tax-generating revenues from the sales within the proposed retail component. Further, the Revised Project will enhance the economic resources of the City through the Public Benefit Contribution and Environmental Mitigation and Sustainability fees established through the Development Agreement.

G. The Revised Project will enhance the City's ability to meet its affordable housing goals in two ways. First, the Project will contribute \$3 million to an affordable housing fund. Second, it will help meet the City's need for market rate housing units without removing older housing stock that would typically be more affordable than new housing stock.

EXHIBIT C

Mitigation Monitoring and Reporting Program

MITIGATION MONITORING PLAN

Section 2.0 and Section 4.0 of the Final EIR identify the mitigation measures that will be implemented to reduce the impacts associated with the 9900 Wilshire project. The California Environmental Quality Act (CEQA) was amended in 1989 to add Section 21081.6, which requires a public agency to adopt a monitoring and reporting program for assessing and ensuring compliance with any required mitigation measures applied to proposed development. As stated in Section 21081.6 of the Public Resources Code,

... the public agency shall adopt a reporting or monitoring program for the changes made to the project or conditions of project approval, adopted in order to mitigate or avoid significant effects on the environment.

Section 21081.6 provides general guidelines for implementing mitigation monitoring programs and indicates that specific reporting and/or monitoring requirements, to be enforced during project implementation, shall be defined prior to final certification of the EIR.

The mitigation monitoring table lists those mitigation measures that may be included as conditions of approval for the project. These measures correspond to those outlined in Section 2.0 and discussed in Section 4.0. To ensure that the mitigation measures are properly implemented, a monitoring program has been devised which identifies the timing and responsibility for monitoring each measure. The project applicant will have the responsibility for implementing the measures, and the various City of Beverly Hills departments will have the primary responsibility for monitoring and reporting the implementation of the mitigation measures.

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
Aesthetics, Light, and Glare						
LG-1	Project light sources shall be shielded, directed downward when intended to illuminate walking or working surfaces, and focused on the project site, to prevent light spillover onto adjacent properties or roadways.	Community Development Department	The project lighting plan filed with the Department of Community Development/Building & Safety Division shall comply with this requirement. The plan check engineers will review the plans to ensure that they comply with this requirement.	This measure shall be implemented prior to issuance of certificate of occupancy and shall remain effective throughout the life of the project.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
Air Quality						
AQ-1	The Developer shall prepare a Construction Traffic Emission Management Plan to minimize emissions from vehicles including, but not limited to, scheduling truck deliveries to avoid peak hour traffic conditions, consolidating truck deliveries, and prohibiting truck idling in excess of 5 minutes.	Community Development Department	The project applicant shall submit a Construction Traffic Emission Management Plan to the Director of Community Development prior to issuance of any grading or construction permits. The plan shall be reviewed by the Community Development Department and filed with the Building and Safety Division Prior to the issuance of grading permits. The plan check engineer will review the plan to insure that it complies with this measure. The inspectors in the field will also review the work to ensure that it complies with the requirements noted in the Construction Traffic Emission Management Plan.	This measure shall be met during the construction period. This measure shall be in effect until the issuance of the certificate of occupancy.		
AQ-2	The Contractor shall ensure that the use of all construction equipment is suspended during first-stage smog alerts.	See above.	See above.	See above.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
AQ-3	The Contractor shall promote the use of electricity or alternate fuels for on-site mobile equipment instead of diesel equipment to the extent feasible.	See above.	See above.	See above.		
AQ-4	The Contractor shall maintain construction equipment by conducting regular tune-ups according to the manufacturers' recommendations.	See above.	See above.	See above.		
AQ-5	The Contractor shall promote the use of electric welders to avoid emissions from gas or diesel welders, to the extent feasible.	See above.	See above.	See above.		
AQ-6	The Contractor shall promote the use of on-site electricity or alternative fuels rather than diesel-powered or gasoline-powered generators to the extent feasible.	See above.	See above.	See above.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
AQ-7	Prior to use in construction, the project applicant and contractor will evaluate the feasibility of retrofitting the large off-road construction equipment that will be operating for significant periods. Retrofit technologies such as particulate traps, selective catalytic reduction, oxidation catalysts, air enhancement technologies, etc., will be evaluated. These technologies will be required if they are verified by the California Air Resources Board (CARB) and/or the U.S. Environmental Protection Agency (U.S. EPA) and are commercially available and can feasibly be retrofitted onto construction equipment.	See above.	See above.	See above.		
AQ-8	The Contractor shall ensure that traffic speeds on all unpaved roads are reduced to 15 mph or less.	See above.	See above.	See above.		
AQ-9	The Contractor shall ensure that the project site is watered at least three times daily during dry weather.	See above.	See above.	See above.		
AQ-10	The Contractor shall install wind monitoring equipment on site, to the extent feasible, and suspend grading activities when wind speeds exceed 25 mph per Southern California Air Quality Management District (SCAQMD) guidelines.	See above.	See above.	See above.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
AQ-11	The Contractor shall water storage piles by hand or apply cover when wind events are declared (wind speeds in excess of 25 miles per hour).	See above.	See above.	See above.		
AQ-12	The Contractor shall apply nontoxic chemical soil stabilizers on inactive construction areas (disturbed lands within construction projects that are unused for at least four consecutive days).	See above.	See above.	See above.		
AQ-13	The Contractor shall replace ground cover in disturbed areas as quickly as possible.	See above.	See above.	See above.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
AQ-14	The project applicant shall retain a third-party air quality consultant to conduct continuous monitoring of the PM10 (dust) concentrations during the project demolition, excavation and grading phases of project construction (approximately 92 work days) to determine compliance with applicable air quality standards and regulations. Monitoring shall be accomplished using DustTrak™ aerosol monitors or other similar monitoring networks and shall meet the following requirements: <ul style="list-style-type: none"> • The third-party consultant shall be approved by the City of Beverly Hills Planning Department. • Costs for the monitoring network and tests by the third-party consultant shall be borne by the project applicant. 	Community Development Department	The Community Development Department shall hire a third-party air quality consultant. Weekly monitoring reports shall be submitted to the Community Development Department for review. The project proponent shall submit a corrective action plan and have such plan approved prior to commencement of demolition activities.	During demolition and grading.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
<ul style="list-style-type: none"> Monitors shall be located in such a manner that appropriate upwind (background) and two downwind locations from the project are selected. The locations shall be selected in order to monitor the project's contribution to ambient PM₁₀ concentrations and to minimize the influence of dust contributions from outside sources. One downwind monitoring station shall be located at or near the El Rodeo School's southern perimeter. The other downwind monitor shall be located in an area beyond the project boundary where the general public could be present for a period of more than one hour. The upwind and downwind directions shall be based on the prevailing daytime wind direction in the vicinity of the project site. All locations shall be approved by the third-party air quality consultant and the Community Development Director. 					

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
<ul style="list-style-type: none"> • The monitoring network shall include at least one anemometer to measure wind speeds and directions. • Each monitoring station shall be secured in such a manner to prevent access and tampering by unauthorized persons and to prevent damage to the equipment. • Each monitoring station shall be sited in a location with access to necessary infrastructure (e.g., electricity needs, foundation requirements, internet connectivity). • Monitors shall be calibrated using collocated filter-based samplers (Mini-Vol or other similar equipment). The third-party consultant shall calibrate the DustTrak™ monitors as needed to ensure that data is within acceptable margins of error as determined by manufacturer's specifications. 					

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
<ul style="list-style-type: none"> The 5-hour rolling average dust concentration threshold is equal to the threshold specified in SCAQMD Rule 403 (50 micrograms per cubic meter) as determined by the difference between the upwind and downwind stations. The 1-hour average dust concentration threshold shall be set at a level of 150 micrograms per cubic meter to provide sufficient warning for on-site construction managers or supervisors to implement corrective measures. An exceedance of the 1-hour threshold shall not be deemed as a violation of any air quality standard or regulation. 					
<ul style="list-style-type: none"> Monitoring shall be continuous and provide data at 5-minute intervals. The data shall report rolling 5-hour and rolling 1-hour average PM10 concentrations. Monitoring shall be active on any day that construction activity occurs during the demolition, excavation, and grading phases of project construction. Data shall be made available to the third-party consultant, the City of Beverly Hills, the project applicant, and the on-site contractor on a secured internet website. The general public shall have access to 5-hour rolling average PM10 concentrations on a publicly accessible website. 					

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
<ul style="list-style-type: none"> Monitors shall be equipped with a visual alarm (strobe light or similar) that shall notify appropriate on-site construction managers or supervisors if established thresholds are exceeded. Additionally, an email shall be sent to appropriate on-site construction managers or supervisors if specified PM₁₀ thresholds are exceeded. All corrective measures, as necessary to reduce emissions to acceptable levels, shall be implemented immediately. If immediate implementation of a specific corrective measure will result in the creation of a hazardous situation, as determined by the Environmental Monitor, construction activity shall be allowed to continue for a reasonable period of time, as determined by the Environmental Monitor, until such time that it is safe to implement that corrective measure. Corrective measures shall be documented by the construction contractor in a log book accessible to the third-party air quality consultant and the City of Beverly Hills. Records shall be maintained of the specific action taken, the time and date the corrective action was taken, and written verification by the appropriate on-site construction manager or supervisor that the 					
<p><small>Impact Sciences, Inc. 713.02</small></p> <p><small>Incorrective action was taken.</small></p>		11			<p><small>9900 Wilshire Project Final EIR February 2008</small></p>

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
<ul style="list-style-type: none"> The project applicant and contractor shall develop a corrective action plan. The plan shall be prepared and finalized prior to the commencement of project demolition. The plan shall indicate steps to safely and adequately reduce on-site dust emissions. The plan shall contain a list of possible corrective measures. The measures shall include, but not limited to, application of water or other soil stabilizers, temporary reduction in on-site vehicle speed, temporary reduction in construction activity, suspension of construction activity and other appropriate measures. The plan shall also require notification of the Principal of El Rodeo School and the Beverly Hills Unified School District Superintendent in the event of an exceedance of any of the established thresholds. The project applicant and contractor shall obtain approval of the plan from the City of Beverly Hills Community Development Director prior to commencing demolition. 						

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
AQ-15	The project applicant and/or contractor shall comply with SCAQMD Rule 403 by ensuring visible dust emissions from the project site do not go beyond the property line. <ul style="list-style-type: none"> The project applicant and/or contractor shall designate a person located on-site who is trained and certified by the California Air Resources Board to conduct visible emissions evaluations (VEE). The designated person shall ensure compliance with SCAQMD Rule 403 by observing for visible dust emissions beyond the property line during daytime working hours. Observations shall be conducted in accordance with U.S. Environmental Protection Agency Method 9 (Title 40, Code of Federal Regulation, Part 60, Appendix A). 	See above.	See above.	See above.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
<ul style="list-style-type: none"> The Beverly Hills Unified School District (BHUSD) shall provide the City of Beverly Hills with its schedule of outdoor activities and athletic events at El Rodeo School and Beverly Hills High School during the construction period as soon as the information becomes available. The City shall immediately provide this information to the project applicant and contractor. The project applicant and contractor shall require coordination of all construction activities so as minimize the occurrence of high-emitting fugitive dust construction activities during the scheduled outdoor events to the extent feasible. 					

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
<ul style="list-style-type: none"> In the event visible dust emissions are observed beyond the property line, the designated person shall immediately inform a lead supervisor or other appropriate managing personnel. The supervisor shall immediately implement corrective measures. If visible dust emissions are anticipated to impact El Rodeo School, the supervisor shall notify the Principal of El Rodeo School and the Beverly Hills Unified School District Superintendent. If immediate implementation of a corrective measure shall result in the creation of a hazardous situation, construction activity shall be allowed to continue for a reasonable period of time until such time that is it safe to implement corrective measures. Corrective measures shall be documented by the construction contractor in a log book accessible to the third-party air quality consultant and the City of Beverly Hills. Records shall be maintained of the specific action taken, the time and date the corrective action was taken, and written verification by the appropriate on-site construction manager or supervisor that the corrective action was taken. 					

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
Cultural Resources					
CR-1	The Robinsons-May department store shall be photographed with large-format black-and-white photography, and a written report, which follows Historic American Buildings Survey (HABS)/Historic American Engineering Record (HAER) standards at a minimum Level 3 Recordation. The documentation shall be donated to a suitable repository, such as the City of Beverly Hills Public Library. The cost shall be borne by the Applicant.	Community Development Department	The project applicant shall hire an architectural historian qualified under the Secretary of the Interior's Standards. The project applicant shall provide applicable photographs and reports to the Community Development Department.	Prior to issuance of grading and building permits.	
CR-2	The Applicant shall fund the production of a video of the Robinsons-May property showing the interiors and exteriors of the building and site to show its history. The video shall be placed in the City of Beverly Hills Public Library and posted on the City of Beverly Hills' website.	Community Development Department	The project applicant shall hire an architectural historian qualified under the Secretary of the Interior's Standards to produce the video.	Prior to issuance of demolition permits.	
CR-3	Potentially historic street lights adjacent to the project site shall be preserved and reinstalled along this section of Wilshire Boulevard and Santa Monica Boulevard, as appropriate, in consultation with the project proponents, the City of Beverly Hills, and an architectural historian qualified under the Secretary of the Interior's Standards.	Community Development Department	The project applicant shall hire an architectural historian qualified under the Secretary of the Interior's Standards. Historic street lights will be relocated, as advised.	Prior to issuance of grading and building permits.	

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
CR-4	If buried cultural resources are encountered during construction, all work shall be halted in the vicinity of the archaeological discovery until a qualified archaeologist can assess the nature and significance of the archaeological discovery, per CEQA Section 15064.5 (f). Recovery of significant archaeological deposits, if necessary, shall include but not be limited to, manual or mechanical excavations, monitoring, soils testing, photography, mapping, or drawing to adequately recover the scientifically consequential information from and about the archaeological resource. Further treatment may be required, including site recordation, excavation, site evaluation, and data recovery. Any artifacts uncovered shall be recorded and removed for storage at a location to be determined by the archaeologist.	Community Development Department	The project applicant shall provide proof that a certified archaeologist has investigated and has made appropriate recommendations.	During project construction.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
CR-5	If human remains are discovered during construction, the coroner and designated Native American representatives shall be notified in accordance with Public Resources Code Section 5097.98, Health and Safety Code Section 7050.5, and Section 15064.5 (d) of the State CEQA Guidelines. State Health and Safety Code Section 7050.5 states that if human remains are unearthed during construction, no further disturbance shall occur until the county coroner has made the necessary findings as to the origin and disposition of the remains pursuant to Public Resources Code Section 5097.98. In accordance with applicable regulations, construction activities shall halt in the event of discovery of human remains, and consultation and treatment shall occur as prescribed by law. If human remains discovered are of Native American origin, it shall be necessary to comply with state laws relating to the disposition of Native American burials that fall within the jurisdiction of the California Native American Heritage Commission (Public Resources Code Section 5097). According to California Health and Safety Code, six or more human burials at one location constitute a cemetery (Section 8100), and disturbance of Native American cemeteries is a felony (Section 7052).	Community Development Department	The project applicant shall provide proof that a certified archaeologist has investigated and has made appropriate recommendations.	During project construction.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
	If the remains are determined to be Native American, the coroner shall contact the California Native American Heritage Commission to determine the most likely living descendant(s). The most likely living descendant shall determine the most appropriate means of treating the human remains and any associated grave artifacts and oversee disposition of the human remains and associated artifacts by the project archaeologists.					
CR-6	In the event a previously unknown fossil is uncovered during project construction, all work shall cease until a certified paleontologist can investigate the finds and make appropriate recommendations. Any artifacts uncovered shall be recorded and removed for storage at a location to be determined by the monitor.	Community Development Department	The project applicant shall provide proof that a certified paleontologist has investigated and has made appropriate recommendations.	During project construction.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
Geology and Soils						
GEO-1	The proposed project shall be designed and constructed in accordance with recommendations contained in the Report of Geotechnical Investigation prepared by Mactec Engineering and Consulting, Inc. and in accordance with all applicable local, state, and federal regulations, such as the Uniform Building Code (UBC) and Title 9 of the Beverly Hills Municipal Code.	Community Development Department/ Building & Safety Division	The construction plans filled with the Department of Community Development/Building & Safety Division shall comply with this requirement. The plan check engineers will review the plans to ensure that they comply with this requirement.	This requirement shall be met prior to the issuance of relevant building permits.		
Hazards and Hazardous Materials						
HAZ-1	Any suspect lead based paint shall be sampled prior to any renovations or demolition activities. Any identified lead based paint located within buildings scheduled for renovation or demolition, or noted to be damaged, shall be abated by a licensed lead-based paint abatement contractor, and disposed of according to all state and local regulations.	Community Development Department/ Building & Safety Division Department of Public Works	The remediation plans shall include notes and specific instructions outlining the process for implementation of this mitigation measure. The plan check engineers will review the plans to ensure that they comply with this requirement.	This measure shall be in effect until the issuance of the certificate of occupancy.		
HAZ-2	In the event that the building is maintained on the site, the property owner shall ensure that the source(s) of moisture intrusion resulting in the growth of mold within the building are repaired.	Community Development Department	The site shall be inspected for moisture intrusion, and a written report submitted to the Community Development Department.	Prior to the issuance of the certificate of occupancy.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
HAZ-3	All old unused fluorescent light ballasts potentially containing PCBs shall be properly removed and disposed of prior to demolition activities.	Community Development Department/ Building & Safety Division Department of Public Works	The remediation plans shall include notes and specific instructions outlining the process for implementation of this mitigation measure. The plan check engineers will review the plans to ensure that they comply with this requirement.	This measure shall be in effect until the issuance of the certificate of occupancy.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
Hydrology and Water Quality					
HYDRO -1	Prior to start of soil-disturbing activities at the site, a Notice of Intent (NOI) and Stormwater Pollution and Prevention (SWPPP) shall be prepared by the applicant in accordance with, and in order to partially fulfill, the California State Water Resources Control Board (SWRCB) Order No. 99-08-DWQ, National Pollutant Discharge Elimination System (NPDES) General Permit No. CAS000002 (General Construction Permit). The SWPPP shall meet the applicable provisions of Sections 301 and 402 of the CWA and Title 9, Chapter 4, Article 5, Storm Water and Urban Runoff Pollution Control from the Beverly Hills Municipal Code by requiring controls of pollutant discharges that utilize best available technology (BAT) and best conventional pollutant control technology (BCT) to reduce pollutants. Examples of BAT/BCT that may be implemented during site grading and construction could include straw hay bales, straw bale inlet filters, filter barriers, and silt fences.	Community Development Department	The project applicant will prepare a NOI and SWPPP.	Prior to the issuance of grading and building permits.	

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
HYDRO -2	Prior to issuance of any grading or building permits, the project applicant shall prepare and submit to the City of Beverly Hills a SWPPP to be administered throughout all phases of grading and project construction. The SWPPP shall incorporate BMPs to ensure that potential water quality impacts during construction phases are minimized. Examples of practices that may be implemented during grading and construction could include straw hay bales, straw bale inlet filters, filter barriers, and silt fences.	Community Development Department	The project applicant will prepare a Storm Water Pollution Prevention Plan.	Prior to the issuance of grading and building permits.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
Noise					
NOISE-1	<p>Prior to issuance of grading permits, the applicant shall submit a Construction Management Plan satisfactory to the Director of Community Development and the Building Official. The Building Official shall enforce noise attenuating construction requirements. The Construction Management Plan shall include, but not be limited to, the following:</p> <ul style="list-style-type: none"> Excavation, grading, and other construction activities related to the proposed project shall be restricted to the hours of operation allowed under Section 5-1-206, Restrictions on Construction Activity, of the City Municipal Code. Any deviations from these standards shall require the written approval of the Community Development Director. Stockpiling and vehicle staging areas shall be located as far away from occupied residences as possible, and screened from these uses by a solid noise attenuation barrier. Noise attenuation barriers constructed to the specifications identified in the bullet point below are capable of reducing noise levels by 7.7 dB(A). 	<p>Community Development Department</p> <p>School District</p>	<p>The project applicant shall submit a Construction Management Plan to the Director of Community Development prior to issuance of any grading or construction permits. The plan shall be reviewed by the Community Development Department and filed with the Building and Safety Division Prior to the issuance of grading permits. The plan check engineer will review the plan to insure that it complies with this measure. The inspectors in the field will also review the work to ensure that it complies with the requirements noted in the Construction Management Plan.</p>	<p>This measure shall be met during the construction period. This measure shall be in effect until the issuance of the certificate of occupancy.</p>	

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
<ul style="list-style-type: none"> • Solid noise attenuation barriers (temporary barriers or noise curtains) with a sound transmission coefficient (STC) of at least 20 shall be used along all project boundaries during the construction phases associated with the development of the project. Noise attenuation barriers constructed at the property lines to a height of 8 feet with an STC rating of at least 20 are capable of reducing noise levels by 7.7 dB(A). • All stationary construction equipment (e.g., air compressor, generators, etc.) shall be operated as far away from the residential and institutional uses to the north of the project site as possible. If this is not possible, the equipment shall be shielded with temporary sound barriers, sound aprons, or sound skins to the satisfaction of the Director of Community Development. • Haul routes for removing excavated materials from the site shall be designed to avoid residential areas, and areas occupied by noise sensitive receptors (e.g., hospitals, schools, convalescent homes, etc.). 		<p>The applicant shall work with the School District to ensure that no construction activity generating the highest noise levels is undertaken during any designated testing periods occurring at El Rodeo School. The exact dates and times shall be determined by the School District.</p>				

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
<ul style="list-style-type: none"> Prior to the start of every school year, the applicant shall obtain a schedule of testing periods at El Rodeo School. The applicant shall submit a construction schedule for review and approval by the Community Development Director and the Environmental Monitor that ensures that no construction activity generating the highest noise levels (e.g. demolition and grading) is undertaken during any designated testing periods at the school. Such testing periods typically occur for one week per semester; however, the exact dates and times will be determined by the School District. 						

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
NOISE-2	The applicant shall implement sound attenuation features to reduce noise levels at all private outdoor livable spaces (i.e., balconies) on residence and hotel building floors 1 through 6 fronting Wilshire and Santa Monica Boulevards and Merv Griffin Way. Such features may include berms made of sloping mounds of earth, walls and fences constructed of a variety of materials, thick plantings of trees and shrubs, or combinations of these materials, or the use of solid material for balcony construction such as double-paned or laminated glass, Plexiglas, or wood. Acoustical analysis shall be performed prior to the issuance of an occupancy permit to demonstrate that noise levels at the exterior livable spaces do not exceed state land use standards for residences. This requirement shall be incorporated into the plans to be submitted by the applicant to the City of Beverly Hills for review and approval prior to the issuance of building permits.	Community Development Department/ Building & Safety Division	The project plans filed with the Department of Community Development/Building & Safety Division shall comply with this requirement. The plan check engineers will review the plans to ensure that they comply with this requirement.	This requirement shall be met prior to the issuance of relevant building permits.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
NOISE-3	The applicant shall incorporate building materials and techniques that reduce sound transmission through walls, windows, doors, ceilings, and floors of on-site residences in order to achieve interior noise levels that are below the state land use guidelines standards for interior noise. Such building materials and techniques may include double-paned windows, staggered studs, or sound-absorbing blankets incorporated into building wall design, or outdoor noise barriers erected between noise sources and noise-sensitive areas, such as berms made of sloping mounds of earth, walls and fences constructed of a variety of materials, thick plantings of trees and shrubs, or combinations of these materials. Acoustical analysis shall be performed prior to the issuance of an occupancy permit to demonstrate that noise levels in the interior livable spaces do not exceed state standards for residences. This requirement shall be incorporated into the plans to be submitted by the applicant to the City of Beverly Hills for review and approval prior to the issuance of building permits.	See above.	See above.	See above.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
NOISE-4	The 9900 Wilshire project applicant shall coordinate with The Beverly Hilton Revitalization Plan project applicant regarding the following: <ul style="list-style-type: none"> All temporary roadway closures shall be coordinated to limit overlap of roadway closures; All major deliveries for both projects shall be coordinated to limit the occurrence of simultaneous deliveries. The applicants shall ensure that deliveries of items such as concrete and other high-volume items shall not be done simultaneously; The applicants shall coordinate regarding the loading and unloading of delivery vehicles. Any off-site staging areas for delivery vehicles shall be consolidated and shared; and Applicants or their representatives shall meet on a regular basis during construction to address any outstanding issues related to construction traffic, deliveries, and worker parking. 	Community Development Department	The collective team of the two projects shall submit a signed document explaining their collaborative plans to the Community Development Department for review to enforcement.	This measure shall be met during the construction period. This measure shall be in effect until the issuance of the certificate of occupancy.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
Fire Protection and Emergency Services						
FIRE-1	The proposed signal at the intersection of Santa Monica Boulevard and Merv Griffin Way shall be outfitted with an Opticom device, a traffic signal pre-emption used to control signalized intersections to allow the Beverly Hills Fire Department (BHFD) to provide a safe response route and to decrease response times to emergencies.	Department of Public Works/Civil Engineering Division and Community Development Department Fire Department	The Department of Public Works/Civil Engineering Division will prepare a plan to accommodate the proposed measure for the BHFD to review. The applicant will pay a fair share contribution to this measure.	This measure shall be implemented prior to issuance of certificate of occupancy and shall remain effective throughout the life of the project.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
FIRE-2	The 8-inch and 10-inch sections of the main feeding Hydrants No. 339, No. 340, No. 341, No. 342, and No. 343 along Wilshire Boulevard shall be replaced with a 12-inch main in order to achieve adequate fire flow for the project. The line shall be replaced from the intersection of Wilshire Boulevard and Santa Monica Boulevard to the western boundary of the project site. The project applicant shall pay its "Fair Share" towards the upgrade of the 8-inch and 10-inch sections of the main feeding Hydrants No. 339, No. 340, No. 341, No. 342, and No. 343 along Wilshire Boulevard prior to the issuance of building permits. Upgrade of the main shall be completed concurrently with project construction and prior to building occupancy. The project applicant shall coordinate with the City so that construction of the upgraded main shall not conflict with construction of the proposed project.	Department of Public Works/Civil Engineering Division and Community Development Department	The Department of Public Works/Civil Engineering Division will prepare a plan to accommodate the proposed measure. The applicant will pay a fair share contribution to this measure.	This measure shall be implemented prior to issuance of certificate of occupancy and shall remain effective throughout the life of the project.	

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
Transportation, Traffic, Parking, and Circulation						
TRAF-1	An Environmental Monitor shall be retained that will be responsible for monitoring compliance with the mitigation measures in the adopted Mitigation Monitoring Program. The name, phone number, and other contact information for the Environmental Monitor shall be posted on the construction trailer or other location visible to public view as determined by the Community Development Director. The developer shall deposit funds sufficient to pay for the Environmental Monitor who will be hired by and work for the City.	Community Development Department	An independent Environmental Monitor shall be retained. The project applicant shall submit photographs of the posted contact information to the Community Development Department.	This measure shall be met during the construction period. This measure shall be in effect until the issuance of the certificate of occupancy.		
TRAF-2	The Environmental Monitor shall proactively inform the public of the ongoing project progress and exceptions to the expected plans. This shall include sending a quarterly mailer to all property owners within 1,000 feet of the exterior boundaries of the property. The developer shall be responsible for the full cost of the mailer including postage. The Environmental Monitor shall also respond to requests for information and assistance from members of the public when impacts raise special concerns by members of the public.	See above.	See above.	See above.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
TRAF-3	The Construction Relations Officer shall be assigned and a hotline number shall be published on construction signage placed along the boundary of the project site, along Wilshire Boulevard, Merv Griffin Way, and Santa Monica Boulevard to address day-to-day issues.	Community Development Department	An independent Construction Relations Officer shall be retained. The project applicant shall submit photographs of the posted contact information to the Community Development Department.	This measure shall be met during the construction period. This measure shall be in effect until the issuance of the certificate of occupancy.		
TRAF-4	The Developer, Construction Relations Officer, and Environmental Monitor shall each provide monthly project updates to the Community Development Department (CDD) Director, unless otherwise warranted due to resident complaints	Community Development Department	The Developer, Construction Relations Officer, and Environmental Monitor shall each provide monthly project updates to the CDD Director.	This measure shall be met during the construction period. This measure shall be in effect until the issuance of the certificate of occupancy.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
<p>TRAF-5</p> <p>The Developer shall revise and finalize the Draft Construction Traffic Management Plan to minimize traffic flow interference from construction activities. The Final Construction Traffic Management Plan shall be submitted to the City and shall include plans to accomplish the following:</p> <ul style="list-style-type: none"> • Maintain existing access for land uses in the proximity of the project site during project construction. • Schedule deliveries and pick-ups of construction materials for non-peak travel periods. • Coordinate haul trucks, deliveries and pick-ups to reduce the potential for trucks waiting to load or unload for protracted periods of time. • Minimize obstruction of through-traffic lanes on Wilshire Boulevard and Santa Monica Boulevard, and prohibit obstruction of these same lanes that accommodate construction during peak hours. • Construction equipment traffic from the contractors shall be controlled by flagman. 	Community Development Department	The project applicant shall submit a Construction Traffic Management Plan and a Construction Working Parking Management Plan to the Director of Community Development prior to issuance of any grading or construction permits. The plan shall be reviewed by the Community Development Department and filed with the Building and Safety Division Prior to the issuance of grading permits. The plan check engineer will review the plan to insure that it complies with this measure. The inspectors in the field will also review the work to ensure that it complies with the requirements noted in the Construction Traffic Management Plan	This measure shall be met during the construction period. This measure shall be in effect until the issuance of the certificate of occupancy.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
<ul style="list-style-type: none"> • Designated transport routes for heavy trucks and haul trucks to be used over the duration of the proposed project. • Schedule vehicle movements to ensure that there are no vehicles waiting off site and impeding public traffic flow on the surrounding streets. • Establish requirements for loading/unloading and storage of materials on the project site, where parking spaces would be encumbered, length of time traffic travel lanes can be encumbered, sidewalk closings or pedestrian diversions to ensure the safety of the pedestrian and access to local businesses. 		and the Construction Working Parking Management Plan.			

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
<ul style="list-style-type: none"> • Prior to submittal to the City of Beverly Hills, the Developer shall provide their Construction Traffic Management Plan and Construction Working Parking Management Plan to the Beverly Hills Unified School District and the Los Angeles County Metropolitan Transit Authority for their review and comment. The Developer shall notify the City of Beverly Hills of all comments received from these agencies related to the Construction Traffic Management Plan. • Coordinate with adjacent businesses and emergency service providers to ensure adequate access exists to the project site and neighboring businesses. 						

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
<ul style="list-style-type: none"> Prohibit parking for construction workers except on the project site and any designated off-site parking locations. These off-site locations will require the approval of the City of Beverly Hills. These off-site parking locations cannot include any parking garage in the City of Beverly Hills or any residential streets including Whittier Drive and those streets which connect to Whittier Drive. <p>The Final Construction Traffic Management Plan shall be submitted and approved by the City no later 30 days prior to commencement of construction and shall include 1) a requirement for use of double belly trucks to the maximum extent feasible to reduce the number of truck trips, 2) provisions for the Environmental Monitor to oversee and coordinate concurrent construction activities at 9900 Wilshire and the Beverly Hilton project, 3) an Action Plan to avoid construction-related traffic congestion and how to respond to unforeseen congestion that may occur, and 4) requiring truck access and deliveries in non-peak traffic periods to the greatest extent feasible.</p>					

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
TRAF-6	The Developer shall submit a Construction Workers Parking Plan identifying parking locations for construction workers. To the maximum extent feasible, all worker parking shall be accommodated on the project site. During demolition and construction activities when construction worker parking cannot be accommodated on the project site, the Plan shall identify alternate parking locations for construction workers and specify the method of transportation to and from the project site for approval by the City 30 days prior to commencement of construction. The Construction Workers Parking Plan must include appropriate measures to ensure that the parking location requirements for construction workers will be strictly enforced. These include but are not limited to the following measures:	Community Development Department	The primary contractor shall submit to the department a program and affidavit attesting to the compliance with this measure as part of the Construction Workers Parking Plan, which will be reviewed by the Community Development Department/Building & Safety Department.	The program and affidavit shall be submitted prior to the commencement of any work on the project site. This measure shall be in effect until the issuance of the certificate of occupancy.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
<ul style="list-style-type: none"> • All construction contractors shall be provided with written information on where their workers and their subcontractors are permitted to park and provide clear consequences to violators for failure to follow these regulations. This information will clearly state that no parking is permitted on residential streets north of Wilshire or in public parking structures; • No parking for construction workers shall be permitted except only within designated areas. The contractor shall be responsible for informing subcontractors and construction workers of this requirement, and if necessary as determined by the Community Development Director, for hiring a security guard to enforce these parking provisions. The contractor shall be responsible for all costs associated with parking and the enforcement of this mitigation measure; and 						

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
	<ul style="list-style-type: none"> In lieu of the above, the project applicant/construction contractor has the option of phasing demolition and construction activities such that all construction worker parking can be accommodated on the project site throughout the entire duration of demolition, excavation and construction activities. 					
TRAF-7	The project applicant shall revise the project site plan to indicate on-site traffic control planned for the project. At a minimum, all traffic control devices should be placed at all project exits onto Wilshire Boulevard, Santa Monica Boulevard, and Merv Griffin Way prior to the occupancy of any of the new buildings proposed on the site.	Department of Public Works/Civil Engineering Division and Community Development Department	The Department of Public Works/Civil Engineering Division will prepare a plan to accommodate the proposed measure. The applicant will pay a fair share contribution to this measure.	This measure shall be implemented prior to issuance of certificate of occupancy and shall remain effective throughout the life of the project.		
TRAF-8	The project applicant shall revise the project site plan to increase the curb radius at the driveway on Wilshire Boulevard to allow vehicles traveling 25 to 35 mph to turn safely.	Community Development/ Building & Safety Department; City Traffic Engineer	The project design plans filed with the Department of Community Development/Building & Safety Division shall comply with this requirement. The plan check engineers and City Traffic Engineer will review the plans to ensure that they comply with this requirement.	This requirement shall be met prior the issuance of relevant building permits.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
TRAF-9	The applicant for the 9900 Wilshire project shall coordinate with the applicant for The Beverly Hilton Revitalization Plan project during all phases of construction regarding the following: <ul style="list-style-type: none"> • All temporary roadway closures shall be coordinated to limit overlap of roadway closures; • All major deliveries for both projects shall be coordinated to limit the occurrence of simultaneous deliveries. The applicants shall ensure that deliveries of items such as concrete and other high-volume items shall not be done simultaneously; • The applicants shall coordinate regarding the loading and unloading of delivery vehicles. Any off-site staging areas for delivery vehicles shall be consolidated and shared; and • Applicants or their representatives shall meet on a regular basis during construction to address any outstanding issues related to construction traffic, deliveries, and worker parking. 	Community Development Department	The collective team of the two projects shall submit a signed document explaining their collaborative plans to the Community Development Department for review to enforcement.	This measure shall be met during the construction period. This measure shall be in effect until the issuance of the certificate of occupancy.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check Box	Date
Water					
WTR-1	The 8-inch and 10-inch sections of the main feeding Hydrants No. 339, No. 340, No. 341, No. 342, and No. 343 along Wilshire Boulevard shall be replaced with a 12-inch main in order to achieve adequate fire flow for the project. The line shall be replaced from the intersection of Wilshire Boulevard and Santa Monica Boulevard to the western boundary of the project site. The project applicant shall pay its "Fair Share" towards the upgrade of the 8-inch and 10-inch sections of the main feeding Hydrants No. 339, No. 340, No. 341, No. 342, and No. 343 along Wilshire Boulevard prior to the issuance of building permits. Upgrade of the main shall be completed concurrently with project construction and prior to building occupancy. The project applicant shall coordinate with the City so that construction of the upgraded main shall not conflict with construction of the proposed project.	Department of Public Works/Civil Engineering Division and Community Development Department	The Department of Public Works/Civil Engineering Division will prepare a plan to accommodate the proposed measure. The applicant will pay a fair share contribution to this measure.	This measure shall be implemented prior to issuance of certificate of occupancy and shall remain effective throughout the life of the project.	

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
Wastewater						
WW-1	The proposed restaurant shall install a Fat, Oil and Grease (FOG) Interceptor to remove these substances from its wastewater before entering the sanitary sewer system. This device helps prevent these substances from clogging the sanitary sewer system. The device shall be regularly inspected by the Los Angeles County Department of Public Works.	Los Angeles County Department of Public Works	Los Angeles County of Department of Public Works shall regularly inspect the FOG inceptor.	This measure shall be implemented prior to issuance of the proposed restaurant's business license and shall remain effective throughout the life of the project.		
Energy						
ENG-1	Prior to submittal of final plans, the applicant shall make necessary alterations to the generation or distribution system as required by Southern California Edison (SCE). The applicant shall then provide to the Beverly Hills Community Development Department a letter from SCE, which states that electricity will be provided to the proposed project and that all applicable energy conservation features have been incorporated into the project design.	Community Development Department	The applicant shall provide to the Community Development Department a letter from SCE.	This measure shall be implemented prior to submittal of final plans.		

Mitigation Monitoring Plan

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
ENG-2	Prior to submittal of final plans, the applicant shall complete a load survey in accordance with the Gas Company procedures and make any necessary alterations to the distribution system as required by the Gas Company. The applicant shall then provide to the Beverly Hills Community Development Department a letter from the Gas Company, which states that natural gas will be provided to the proposed project and that all applicable energy conservation features have been incorporated into the project design.	Community Development Department	The applicant shall provide to the Community Development Department a letter from the Gas Company.	This measure shall be met prior to submittal of final plans.		

ATTACHMENT 3

**9900 Wilshire Boulevard Specific Plan (w/o Figures
or Exhibits)**

9900 Wilshire Specific Plan

April 9, 2008

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EXHIBIT 1 – Conditions of Approval

CHAPTER 1.0 - INTRODUCTION

1.1 PURPOSE AND INTENT

This 9900 Wilshire Specific Plan (the "Specific Plan") was initiated to provide a framework for the redevelopment of a 7.95-acre site at the western gateway to the City of Beverly Hills (the "City") between Wilshire and Santa Monica Boulevards (the "Specific Plan Area" or "Site"). The existing improvements on the Site include the Robinsons-May department store building (the "Existing Building") and related above-ground parking structure. The development of the 9900 Wilshire project in the Specific Plan Area includes a maximum of 235 luxury condominiums, no more than 16,456 square feet of commercial development including a restaurant of not more than 4,800 square feet which includes not more than 600 square feet of outdoor dining, underground parking, private landscaped gardens with a pool and spa, and landscaped perimeter gardens (the "Public Gardens") located along the Wilshire frontage across from the El Rodeo School and Beverly Gardens Park, the western side of Merv Griffin Way, and at the intersection of Santa Monica Boulevard and Merv Griffin Way. Additional landscaping is also provided throughout the Site, including along Santa Monica Boulevard and the western property line of the Site.

The purpose of the Specific Plan is to facilitate the orderly and efficient development of the Specific Plan Area by, among other things, establishing appropriate size and density limits, which includes allowing an increase in height above the otherwise applicable height limit. The intent of the Specific Plan is to provide a concise development plan for the Specific Plan Area and to optimize the use of the Specific Plan Area in a manner that capitalizes on the Site's gateway location at the westerly entrance to the City. This would include incorporating garden-quality features that will compliment the adjacent Beverly Gardens Park while allowing higher scale residential development. Allowing an increase in height allows a significant portion of the site to be devoted to open space and landscaped gardens.

The Specific Plan contains policies, standards and guidelines and conditions of approval designed to ensure that the Specific Plan Area is improved in a manner that recognizes the site is a critical gateway into the City by incorporating open space and landscaping and thereby contributing to the garden quality of the City, effectively utilizing architectural elements and thereby providing a world class architectural landmark, and encouraging pedestrian circulation between the Specific Plan Area, nearby neighborhoods and the City's business triangle.

1.2 SPECIFIC PLAN AREA

A Project Location

The Specific Plan Area is comprised of a single legal parcel generally bounded by Wilshire Boulevard to the north, Santa Monica Boulevard to the south, the centerline of Merv Griffin Way to the east, and the Los Angeles Country Club and the Union 76 gas station to the west. The site contains a slope differential of approximately 20 feet, with the northwest corner of the site along Wilshire Boulevard representing the highest elevation and the southeastern portion of the site, at the intersection of Merv Griffin Way and Santa Monica Boulevard, the lowest elevation. The net area of the Specific Plan Area is approximately 7.95 acres. Figure 1 illustrates the location of the Site and Figure 2 illustrates the Specific Plan Area.

B. Existing Setting

1. Specific Plan Area

The improvements in the Specific Plan Area that existed when this Specific Plan was adopted include the 228,000-square-foot Existing Building, a two-level above-ground parking structure, and other street and roadway improvements. Figure 3 illustrates the existing site conditions. The implementation of the Specific Plan will require the demolition of all of the existing improvements in the Specific Plan Area, with the exception of Merv Griffin Way.

2. Surrounding Land Uses

The Site is surrounded by a mix of land uses:

North: Wilshire Boulevard. El Rodeo Elementary School, single family one-story and two-story homes, and Beverly Gardens Park are located across the street on the north side of Wilshire Boulevard.

South: Santa Monica Boulevard. The former railroad right-of-way is across the street on the south side of Santa Monica Boulevard. The property immediately south of the former railroad right-of-way includes privately operated surface parking, an automotive repair facility, retail (small shops) and office building uses.

East: The eastern half width of Merv Griffin Way and the eight-story Beverly Hilton Hotel and related structures and the above-ground parking structure fronting on Santa Monica Boulevard.

West: Los Angeles Country Club and the Union 76 gas station. The westerly boundary of the Site abuts a portion of one of the Los Angeles Country Club golf courses.

Figure 4 illustrates the surrounding land uses.

1.3 GOALS AND OBJECTIVES

Implementation of the Specific Plan will help to achieve the following goals and objectives:

- a. To create a world-class architectural landmark with a visual presence at the dual gateway to the City at Wilshire Boulevard and Santa Monica Boulevard that will ~~enhance the beauty and image of Beverly Hills.~~
- b. To develop an environmentally sensitive and sustainable project.
- c. To develop a significant portion of the Specific Plan Area as landscaped gardens and other open space to enhance the visual character of the neighborhood and the City.
- d. To provide Public Gardens along Wilshire Boulevard, Merv Griffin Way and at the corner of Merv Griffin Way and Santa Monica Boulevard for the use and

enjoyment of the public during certain hours that enhances the garden qualities of the City.

- e. To redevelop the Specific Plan Area in a manner that does not substantially increase the traffic impacts and related operational air quality and noise impacts associated with the Existing Building.
- f. To improve the utilization and visual appearance of the Specific Plan Area by eliminating the existing above-ground parking structure and constructing subterranean parking for the Specific Plan Area.
- g. To provide high-quality housing for local and area residents to provide a variety of housing to meet the City's housing needs.
- h. To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- i. To provide full-service luxury residential condominiums with vista views.
- j. To provide retail space along Santa Monica Boulevard and restaurant space on Merv Griffin Way to (i) serve project residents and others and (ii) enhance pedestrian activity and street life.
- k. To improve traffic circulation in and around the Specific Plan Area by providing additional vehicular access points on Wilshire Boulevard and Santa Monica Boulevard for project residents in order to reduce the amount of traffic on Merv Griffin Way.
- l. To provide housing in close proximity to the office and retail uses in Beverly Hills.
- m. To provide revenue to the City to offset the loss of commercial uses on the site.
- n. To provide affordable housing consistent with the City's Housing Element by providing a contribution to the City's affordable housing fund.

1.4 CONTENTS

The Specific Plan consists of the following components:

Chapter 1.0 (Introduction): Chapter 1.0 provides a broad overview of the Specific Plan and its goals.

Chapter 2.0 (Planning Context): Chapter 2.0 describes the planning issues and process for the Specific Plan Area.

Chapter 3.0 (Plan Components): Chapter 3.0 sets forth the general land use concepts for the Specific Plan Area and describes land uses, building placement, traffic circulation and utilities.

Chapter 4.0 (Development Standards and Guidelines): Chapter 4.0 sets forth development standards and guidelines for the Specific Plan Area, including permitted uses, parking, building height, residential outdoor living space, sign standards and architecture and design.

Chapter 5.0 (Implementation and Administration): Chapter 5.0 provides a review of the Specific Plan's relationship to the General Plan and sets forth the implementation and amendment process.

Chapter 6.0 (Operational Standards): Chapter 6.0 sets forth the provisions governing the long-term operation of uses within the Specific Plan Area.

Chapter 7.0 (Mitigation Measures): Chapter 7.0 sets forth the mitigation measures and conditions of approval that have been adopted by the City Council and incorporates those mitigation measures and conditions into the Specific Plan.

Chapter 8.0 (Figures): Chapter 8.0 contains the Figures referenced throughout the remainder of the Specific Plan.

Exhibit 1: Conditions of Approval imposed on the Specific Plan

CHAPTER 2.0 - PLANNING CONTEXT

2.1 INTRODUCTION

This chapter provides an overview of the specific plan process and the public participation in developing the Specific Plan.

2.2 AUTHORITY

The California Government Code (Title 7, Division 1, Chapter 3, Article 8, §§ 65450-65457) authorizes cities to adopt specific plans for the systematic implementation of the general plan for all or part of the area covered by the general plan. Any specific plan adopted pursuant to this authority shall be consistent with the adopted general plan. Once the Specific Plan is adopted, all zoning, subdivision, public works projects and development agreements shall then be consistent with the Specific Plan.

2.3 GENERAL PLAN AND ZONING DESIGNATIONS

The Specific Plan Area was designated as Low Density General Commercial on the General Plan land use map and had a zoning designation of C-3 prior to the adoption of this Specific Plan.

In connection with the adoption of the Specific Plan, the Land Use Plan Map in the Land Use Element of the General Plan was amended to designate the Specific Plan Area as "SP-9900 Wilshire Specific Plan". The zoning designation for the Specific Plan Area was also amended to change the designation for the Specific Plan Area to the "9900 Wilshire Specific Plan" zone. Section 5.2 of the Specific Plan provides an analysis of the Specific Plan's consistency with the City's General Plan.

2.4 RELATIONSHIP TO THE ZONING ORDINANCE

As set forth in Title 10, Chapter 3, Article 15.7 of the Beverly Hills Municipal Code (the "Municipal Code"), the Specific Plan supersedes other development regulations and standards set forth in the Beverly Hills Planning and Zoning Ordinances (Chapters 3 and 4 of Title 10 of the Municipal Code) for the Specific Plan Area. The provisions of this Specific Plan are applied in lieu of the provisions in the Planning and Zoning Ordinances. For development standards not established as part of the Specific Plan, the standards in the Planning and Zoning Ordinances shall apply. In addition, any terms used in this Specific Plan that are not defined or described herein shall have the meanings, if any, set forth for them in the Planning and Zoning Ordinances.

2.5 PUBLIC PARTICIPATION

The proposed development of the Specific Plan was first presented to a joint meeting of the City Council and Planning Commission on December 6, 2005. City staff conducted a public scoping meeting on August 3, 2006 for the purposes of obtaining public input regarding the potential environmental impacts associated with the Specific Plan, which were analyzed as part of the environmental review of the Specific Plan mandated by the California Environmental Quality Act (CEQA). A Draft Environmental Impact Report was circulated for public review from August 7, 2007 to September 28, 2007. Certain sections of the Draft Environmental Impact Report (traffic,

noise and air quality) were recirculated for public review from October 15, 2007 to November 15, 2007. The Planning Commission conducted public hearings on August 20th, September 5th, September 24th, October 29th, November 8th, November 28th 2007 and January 10th, January 24th and February 7, 2008. The City Council conducted public hearings on March 11th, March 20th, and March 27th, 2008, and discussed and approved the project on April 3rd and April 9th, 2008. The public was afforded the opportunity at each of the hearings to provide input into the development of the Specific Plan and other entitlements for the proposed project. The Specific Plan reflects changes recommended by the Planning Commission and City Council to the originally proposed Specific Plan, and the Specific Plan underwent important changes as a result of the public participation process.

2.6 CEQA COMPLIANCE

A Final Environmental Impact Report (the "Final EIR") has been prepared for the Specific Plan pursuant to the provisions of the California Environmental Quality Act (Public Resources Code Section 21000 *et seq.* ("CEQA"), the State CEQA Guidelines (California Code of Regulations, Title 14, Sections 15000 *et seq.*), and the City's Local Environmental Guidelines. The Final EIR addresses the potential environmental impacts resulting from the implementation of the proposed Specific Plan and sets forth mitigation measures to lessen those environmental impacts. These mitigation measures have been incorporated into the Specific Plan (see Chapter 7.0).

CHAPTER 3.0 - PLAN COMPONENTS

3.1 INTRODUCTION

The Specific Plan is a comprehensive policy and regulatory document that will be used to guide development of the site. This chapter addresses (a) the location, distribution and extent of land uses within the Specific Plan Area and (b) the location, distribution and extent of essential facilities serving the Specific Plan Area.

3.2 LAND USES

The land use concept for the Specific Plan Area encourages a development consisting of luxury residential units, retail and restaurant uses, a central subterranean parking structure and landscaped gardens, including the Public Gardens, and other open space, all on 7.95 net acres of land. Figure 5 illustrates the basic land use concept for the Specific Plan Area.

The uses in the Specific Plan Area shall be limited to those uses shown on Figure 5 or otherwise described in Section 4.2 of Chapter 4.0 of this Specific Plan. Ancillary uses for the condominiums include health spas, private fitness centers, squash courts, pools, screening rooms, meeting rooms, game rooms, common areas, outdoor living areas, parking, storage, residential storage units, wine storage, security offices, back-of-house (BOH) kitchen, BOH laundry, BOH storage/services, for the exclusive use of the condominium residents and guests, and other amenities associated with luxury residential condominiums approved by the Director of Community Development (the "Director").

A maximum of 600 square feet of open air dining within the Specific Plan Area, in substantially the location shown on Figure 37, shall be permitted in conjunction the restaurant and shall not require separate authorization or approval of an Open Air Dining Permit, provided that such open air dining complies with the operational standards set forth in Section 6.4 of Chapter 6.0 of this Specific Plan. Any open air dining proposed in a public right of way shall require the approval of an Open Air Dining Permit in accordance with the procedures set forth in Article 35 of Chapter 3 of Title 10 of the Municipal Code or its successor.

3.3 SITE PLANNING

A. Building Placement

~~The location and distribution of buildings and open space, including building levels located below grade, shall be substantially as shown on Figure 6 of the Specific Plan. Within the open space and public rights-of-way, the location, distribution and type of pedestrian amenities and landscaping shall be substantially as shown on Figure 38 of the Specific Plan. Within the Public Gardens, the location and distribution of pedestrian amenities and the location, distribution and type of landscaping shall be generally as shown on Figure 39 of the Specific Plan.~~

The total floor area for commercial uses shall not exceed 16,456 square feet, which may include a maximum of 4,800 square feet of floor area for dining and bar uses (including a maximum of 600 square feet of open air dining area). A maximum of 235 residential units shall be permitted in the Specific Plan Area.

B. Circulation

1. Local Circulation

The Specific Plan Area is located within the area bounded by Wilshire Boulevard to the north, Santa Monica Boulevard to the south, Merv Griffin Way to the east, and the Los Angeles Country Club to the west. Other key streets in the vicinity include Whittier Drive and Elevado Avenue. The locations of these streets are shown on Figure 9.

Wilshire Boulevard is an east-west arterial roadway that runs between Ocean Avenue in Santa Monica to the west and Grand Avenue in downtown Los Angeles to the east. In the vicinity of the Specific Plan Area, Wilshire Boulevard provides six lanes of travel, which are divided by painted medians and two-way left turn lanes. On-street parking is not permitted before 7:00 p.m. on Wilshire Boulevard within the immediate vicinity of the Specific Plan Area. Wilshire Boulevard is on the Congestion Management Plan (CMP) road system as a part of the CMP roadway network.

Santa Monica Boulevard has been designated by the City as a Major Class 1 Highway. It is an east-west arterial roadway that runs between the City of Santa Monica to the west and Sunset Boulevard in Silver Lake to the east. The Santa Monica Boulevard Transit Parkway Project which was completed in 2007 consisted of the reconstruction and reconfiguration of 2.5 miles of Santa Monica Boulevard between I-405 on the west and Beverly Hills city limit on the east (Moreno Drive). This segment of the boulevard has three eastbound and three westbound travel lanes. The project includes a new street lighting and traffic signal system, a landscaped median, bicycle lanes and bus priority features. Santa Monica Boulevard is on the CMP road system as part of the CMP roadway network.

Whittier Drive is a local residential street. It is a north-south roadway, the southern terminus of which is directly across the street from the northern terminus of Merv Griffin Way. Elevado Avenue is a residential street. It is a north-south to east-west roadway, the southwestern terminus of which is at Whittier Drive.

Transportation improvements and facilities, including, but not limited to, alleys, driveways and parking facilities, shall be constructed within the Specific Plan Area to minimize the parking and circulation impacts on surrounding streets including impacts to public transportation. The alleys, driveways and parking facilities to be constructed within the Specific Plan Area shall be substantially as shown on Figures 10 through 12.

A new residential access road shall be constructed along the western edge of the Specific Plan Area. A new traffic signal at Merv Griffin Way and Santa Monica Boulevard shall be constructed and the intersection of Merv Griffin Way and Wilshire Boulevard shall be modified to provide one left-turn lane, one through lane, and one right-turn lane on the portion of Merv Griffin Way within the Specific Plan Area.

A new delivery access along Santa Monica Boulevard west of Merv Griffin Way shall be provided as well as a new access along Merv Griffin Way between Wilshire Boulevard and Santa Monica Boulevard. These two access points will also provide access for the retail and restaurant components of the project.

A residential access point on Wilshire Boulevard shall be limited to right turns in and right turns out only. The residential access point on Santa Monica Boulevard can provide for right turns in and out, and for left turns in. The access points, driveways and roadway improvements shall be substantially as shown on Figure 10.

Merv Griffin Way is a private street owned in part by the owner of the Specific Plan Area, and in part by the adjacent landowners to the east. Any proposal to realign, close or substantially change Merv Griffin Way shall require approval of the Planning Commission, which decision may be appealed to the City Council pursuant to the provisions of Chapter 4 of Title 1 of the City's Municipal Code provided, however, that Merv Griffin Way may be closed to the public from time to time for maintenance and repairs and improvement work if approved by the Director of Public Works and Transportation, and for emergencies.

2. Traffic Impacts

A traffic impact study was prepared in connection with consideration of the Specific Plan. Those studies analyzed the impact of the Specific Plan and concluded that the implementation of the Specific Plan would have no significant adverse traffic impacts.

3. Pedestrian Circulation

The commercial area along Santa Monica Boulevard is intended to enhance the pedestrian character of this portion of Santa Monica Boulevard. In addition, the Public Gardens will create an inviting pedestrian opportunity along Wilshire Boulevard, Merv Griffin Way and at the corner of Merv Griffin Way and Santa Monica Boulevard that does not exist today. The provision of this inviting pedestrian opportunity is designed to encourage pedestrians from neighboring areas to walk to the commercial uses at the Project Site, such as the restaurant, and to provide an attractive pedestrian link between the Business Triangle and the 9900 Wilshire and adjacent hotel area of the City.

4. Parking Facilities

The subterranean parking structure will provide approximately 803 parking spaces substantially as shown on Figures 11 and 12, including separate residential (681 with not more than 31 tandem spaces) and commercial (122 with not more than 30 tandem spaces) areas. These spaces will provide parking for all land uses within the Specific Plan Area.

~~3.4 UTILITIES~~

Due to the long-time operation of commercial uses in the Specific Plan Area and the urbanized nature of the surrounding area, the Specific Plan Area is currently provided with adequate facilities for sewage, water, drainage, solid waste disposal, and energy. As limited in size and intensity of use by the Specific Plan, the Specific Plan Area will not require the development of additional sewage, water, solid waste disposal, energy, or other essential facilities. However, the Project will be required to pay its fair share to mitigate any cumulative impacts on City facilities. In addition, all utility construction, connections and maintenance shall conform to the provisions of the Beverly Hills Municipal Code. Implementation of the Specific Plan will require relocation of certain utilities

substantially as shown on Figures 31 through 36. The telephone facilities plan shall be substantially as shown on Figure 35.

A. Water

The City provides water to the Specific Plan Area. Figure 31 shows the location and size of the water distribution system that serves the Specific Plan Area. The existing supply and distribution of water can accommodate the level of water demand from the commercial and condominium uses proposed in the Specific Plan Area.

B. Sewer

Figure 32 shows the present size and location of the sewer facilities servicing the Specific Plan Area. Wastewater generated from the Specific Plan Area would be conveyed through these lines and treated at the Hyperion Water Treatment Plant in El Segundo. The calculations prepared by the City in connection with its review of the Specific Plan indicate that the existing sewer lines are adequate to accommodate the level of wastewater generated by the Specific Plan.

C. Solid Waste Disposal

Solid waste disposal for the Specific Plan Area is provided through a franchise with the City. All solid waste generated by the Specific Plan Area will be disposed of at landfills in Los Angeles or Riverside Counties. The City's solid waste is currently disposed of at the following landfills: Puente Hills Landfill, Bradley West Landfill, Chiquita Canyon Landfill, Sunshine Canyon Landfill, and El Sobrante Landfill (Riverside County). Based on the projected solid waste generation, the Specific Plan Area will not have significant solid waste disposal impacts and existing solid waste disposal facilities and landfill capacities are sufficient to accommodate the Specific Plan's projected solid waste.

D. Stormdrain

The Specific Plan Area is currently developed with commercial buildings and parking structures. Implementation of the Specific Plan will not increase the amount of impermeable land or result in changes in absorption rates that would increase the amount of stormwater runoff from the Specific Plan Area. In addition, development within the Specific Plan Area will be required to comply with all requirements of the City's National Pollution Discharge Elimination System (NPDES) Permit and the City's stormwater and urban runoff management ordinance (Article 5, Chapter 4, Title 9 of the Beverly Hills Municipal Code). The storm drain plan for the Specific Plan Area is shown on Figure 33 of the Specific Plan.

E. Energy

The Southern California Edison Company provides electricity to the Specific Plan Area. The Southern California Gas Company provides natural gas to the Specific Plan Area. According to the studies prepared for the Specific Plan, the existing supply and distribution of electricity and natural gas can accommodate the level of demand from the uses proposed in the Specific Plan. Figures 34 and 36 illustrate electrical and gas facilities, respectively.

F. Graywater System

The Project shall include a graywater system to reduce overall water demands, and specifically, limit the demand for irrigation water. The graywater system may include: (1) dual piping to maintain graywater separate from potable water; (2) tanks to hold the graywater before and after treatment; (3) graywater treatment system including filtering and disinfecting systems; and (4) booster pumps to ensure water is delivered at pressures adequate for its intended uses. The graywater system shall collect drainage discharged from sinks, service sinks, bathtubs, showers and clothes washers. This "gray" wastewater shall then be filtered and treated until it reaches a level of quality consistent with its intended re-use. For example, graywater may be used for flushing water in toilets and urinals within the Project's residences, as well as public restrooms in the common areas. The remaining graywater shall be used for irrigation and other non-potable water using systems, thus reducing the Project's overall water demands and, in particular, demand for water which would be otherwise used for irrigation.

CHAPTER 4.0 - DEVELOPMENT STANDARDS AND GUIDELINES

4.1 GENERAL PROVISIONS

The Specific Plan is a policy and regulatory document, and all development within the Specific Plan Area shall be governed by the Specific Plan in accordance with the development standards and guidelines contained herein.

4.2 PERMITTED USES

The uses set forth below are permitted uses within the Specific Plan Area. If a use is not listed below or is not a similar use that the Director of Community Development determines is consistent with the goals and objectives of the Specific Plan, then such use is presumed to be prohibited unless a Conditional Use Permit is approved by the Planning Commission pursuant to the procedures set forth in Title 10, Chapter 3, Article 38 of the Municipal Code, or any successor provision. The Planning Commission may approve such otherwise prohibited uses if the Commission determines that such uses do not materially alter the distribution, location and extent of the uses of land as set forth in the Specific Plan and the uses fulfill the intent of the Specific Plan as described in Section 1.3 (Goals and Objectives) of the Specific Plan. The foregoing notwithstanding, uses that must be permitted pursuant to State or Federal law shall be deemed permitted uses, and shall comply with any and all provisions of the Municipal Code regarding such uses.

A. COMMERCIAL AREA

The following uses are permitted within the portion of the Specific Plan Area designated for commercial use, as shown on Figures 2 and 37:

- Alcohol sales (on-site and off-site) and consumption in conjunction with the uses listed under food and beverage establishments, including open air dining within the Specific Plan Area, or in conjunction with open-air dining in the public right-of-way pursuant to Section 10-03-3505 of the Municipal Code, subject only to issuance of a Department of Alcoholic Beverage Control license.

- Art shop or gallery.
- Bank.
- Clothes dry cleaning (excluding plants).
- Decorating or interior design shop or store.
- Florist.
- Food and beverage establishments, including bakeries, cafes, delicatessens, gourmet beer and wine shops, ice cream parlors, restaurants (full service), bars (in conjunction with restaurants) and specialty food, but excluding drive-up, drive-in and drive-through.
- Live entertainment, conducted indoors, as an ancillary use in conjunction with a food and beverage establishment.
- Retail stores and shops.
- Offices, only on floors other than the ground floor and excluding real estate offices, medical offices, and physical therapy offices.
- Office supply, stationery and gift stores.
- A maximum of 600 square feet of open-air dining as shown in Figure 37 of this Specific Plan.
- Optical/eyewear, including optometry/opticians.
- Parks, gardens and open space.
- Photography shop or gallery.
- Shoe repair shop
- Tailor.
- Other similar uses determined by the Director to be consistent with the goals and objectives of the Specific Plan.

B. RESIDENTIAL AREA

The following uses are permitted on the portion of the Specific Plan Area designated for residential use, as shown on Figure 2:

- Residential dwellings, including condominiums, townhomes, and lofts, and the usual and customary accessory and appurtenant uses thereto, including without limitation the ancillary uses described in Section 3.2 of Chapter 3.0, provided that such uses are limited to use by residents of the Specific Plan Area.
- Parks, gardens and open space.
- Other similar uses determined by the Director to be consistent with the goals and objectives of the Specific Plan.

C. PUBLIC GARDENS

The following uses are permitted within the portion of the Specific Plan Area designated for the Public Gardens, as shown on Figure 2:

- Parks, gardens and open space.
- Other similar uses determined by the Director to be consistent with the goals and objectives of the Specific Plan.

The following uses, conduct and activities shall be prohibited in the Public Gardens:

- Making or kindling any fire.
- Consumption of any alcoholic beverages (except in conjunction with a permitted assembly or special event).
- Riding any bicycle, skateboard, roller skates or similar type of device except where such activity is authorized by the property owner.
- Selling, offering for sale, renting or offering for rent goods, wares, merchandise, foodstuffs, refreshments or other kinds of property or services (except when expressly allowed in conjunction with a permitted assembly or special event).

4.3 PARKING

A. Parking Requirements

Type of Use	Parking Spaces
Eating and bar facilities equal to or greater than 1,000 square feet	1 space per 45 square feet of dining and bar floor area plus 1 space per 350 square feet of kitchen and back-of-house floor area.
Eating and bar facilities less than 1,000 square feet	1 space per 350 square feet of floor area
Open air dining	1 space per 45 square feet of dining area
Commercial uses permitted under the Specific Plan and not otherwise specified in this Section 4.3	1 space per 350 square feet of floor area
Multi-family dwelling units	2 spaces for each one-bedroom unit 2-1/2 spaces for each two-bedroom unit 3 spaces for each three- or four-bedroom unit 4 spaces for each five-bedroom or more unit 1 permanent guest parking space for each four dwelling units 1 space for each efficiency unit containing less than 1,000 square feet 2 spaces for each efficiency unit containing 1,000 square feet or more

B. General Parking Provisions

The dimensions of the parking spaces shall be 9 feet by 19 feet as shown on Figures 11 and 12. All commercial parking shall be separated from the parking for the residents and their guests. Commercial parking shall be located on the first level of the subterranean parking structure. The balance of the parking located on the first level and all parking located on the second level of the parking structure shall be for residents and their guests. Valet parking shall be available for residents and their guests, and shall also be available to commercial patrons.

C. Loading Docks

Two (2) loading docks shall be provided for the Specific Plan Area substantially in the locations and dimensions shown on Figure 13.

4.4 BUILDING HEIGHT

Figure 7 illustrates the heights of buildings within the Specific Plan Area. The building heights shall be substantially consistent with the heights shown on Figure 7. Due to the natural slope of the Specific Plan Area there is an approximately 20-foot decrease in elevation from the northwest corner of the Specific Plan Area along Wilshire Boulevard to Santa Monica Boulevard, which results in a range of building heights across the site. In addition, the buildings are designed with varied building heights to add architectural interest. The building heights identified below are the highest portion of various sections of the building and should not be construed as the permitted height for the entire building. As shown on Figure 7 (a) the height of the south condominium building near the western boundary of the Specific Plan Area shall not exceed 205 feet from adjacent grade at its highest point, (b) the height of the north condominium building near the western boundary of the Specific Plan Area shall not exceed (i) 108 feet from adjacent grade for the first 90 feet from the northerly end of such north condominium building, and (ii) 161 feet from adjacent grade after the first 150 feet from the northerly end of such condominium building, with steps in height to 137 feet and 149 feet at different locations as shown on Figure 7 (c) the height of the commercial building and the Spa Building located along the southern boundary of the Specific Plan Area (fronting Santa Monica Boulevard) shall not exceed 48 feet from adjacent grade, and (d) the height of the commercial building located at the corner of Santa Monica Boulevard and Merv Griffin Way shall not exceed 50 feet from adjacent grade.

The calculation of the height of any building or structure shall be measured from the adjacent grade as shown on Figure 7. The buildings vary in height. In determining the height of a building or structure, none of the structures, improvements, features and other elements now or hereafter excluded from the calculation of height in the definition of "Height of Building" in Section 10-3-100 of the Municipal Code (or any successor provision) shall be considered when determining the height of a building or structure pursuant to this Section 4.4; provided, however, that for the purposes of Section 10-3-100 of the Municipal Code (or any successor provision) trellises shall be considered "unoccupied architectural features."

The natural slope of the Specific Plan Area results in an approximately 20-foot decrease in elevation from the northwest corner of the Specific Plan Area along Wilshire Boulevard to Santa Monica Boulevard, allowing a portion of the contemplated commercial space to be tucked underneath a landscaped platform. The restaurant will be setback approximately 90 feet from the Santa Monica Boulevard property line with landscaping provided in front of the restaurant at Santa Monica Boulevard and Merv Griffin Way. Figure 8 illustrates the slope of the Specific Plan Area between Wilshire and Santa Monica Boulevards.

4.5 RESIDENTIAL OUTDOOR LIVING SPACE

The residential units in the Specific Plan Area shall include a minimum of two hundred (200) square feet of usable outdoor living space per unit. The usable outdoor living space shall be

provided through a combination of private balconies in the individual units and common access to the residential landscaped gardens and pool area shown on Figure 38.

4.6 SIGN STANDARDS

A unified sign plan, satisfactory to the Director of Community Development (the "Unified Sign Plan") shall be prepared for the Specific Plan Area. The Unified Sign Plan shall encompass all exterior signage, including both permanent and temporary signs. The Director of Community Development shall have the authority to approve or conditionally approve the Unified Sign Plan, and that decision shall be appealable to the Planning Commission. After approval of the Unified Sign Plan, all signs that, in the determination of the Director, are consistent with the approved Unified Sign Plan shall be issued a building permit without further discretionary review. The provisions of Title 10, Chapter 4 of the Municipal Code are not applicable to the Unified Sign Program.

All other signs shall be subject to architectural review pursuant to the procedures set forth in Chapter 4 of Title 10 of the Municipal Code. The unified sign plan shall be consistent with the provisions in the Municipal Code in terms of permitted size but the Director shall have the authority to approve alternative locations of the signage to meet the objectives of the Specific Plan and provide direction to uses on the Site.

4.7 ARCHITECTURE AND DESIGN

A. Residential Buildings

The residential buildings shall be constructed substantially as shown on Figures 14 through 30 of the Specific Plan.

The residential buildings positioned at the west property line are raised above the ground to allow light and views of the golf course landscape to the west to pass below the architecture, and are curvilinear and horizontal to reflect the natural forms and geometry of the open space to the west, and the classic horizontal massing of the Beverly Hilton Hotel.

B. Commercial Buildings

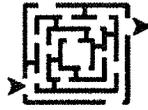
The commercial space shall be constructed substantially as shown on Figure 37 of the Specific Plan and in accord with plans approved pursuant to Section 4.7.E of the Specific Plan.

C. Open Space / Landscaping

The landscaping shall be developed substantially as shown on Figures 38 and 39 of the Specific Plan. The location and type of all plant materials shall respond to and complement the architectural design of the buildings in the Specific Plan Area and shall be integrated with the buildings as an additional architectural element. Landscaping shall be used to highlight entries, contrast with or reinforce building lines and volumes, and soften hard structural lines and building mass.

ATTACHMENT 4

Keyser Marston Associates Financial Analysis



KEYSER MARSTON ASSOCIATES
ADVISORS IN PUBLIC/PRIVATE REAL ESTATE DEVELOPMENT

MEMORANDUM

ADVISORS IN:
REAL ESTATE
REDEVELOPMENT
AFFORDABLE HOUSING
ECONOMIC DEVELOPMENT

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SAN DIEGO
GERALD M. TRIMBLE
PAUL C. MARRA

To: Jonathan Lait, City Planner
City of Beverly Hills

From: Kathleen Head

Date: December 13, 2012

Subject: 9900 Wilshire Boulevard: Financial Analysis

In accordance with your request, Keyser Marston Associates, Inc. (KMA) prepared selected financial analyses of the residential and retail/restaurant development currently being proposed for the 7.5-acre property located at 9900 Wilshire Boulevard (Site). The following memorandum summarizes the KMA analysis and findings related to the following topics:

1. KMA estimated the value of the Site given the scope of development that was approved in 2008 (2008 Scope of Development) and the value given the currently proposed scope of development (2012 Scope of Development). This analysis is intended to estimate the financial impact created by the currently proposed modification in the development scope. Both scenarios are based on 2012 cost estimates and revenue projections. This analysis is called the "Value Enhancement Analysis".
2. KMA prepared a public revenues comparison of the 2012 Scope of Development and the 2008 Scope of Development (Fiscal Analysis).

BACKGROUND STATEMENT

In 2008, the City of Beverly Hills (City) approved a Specific Plan and Development Agreement that modified the Site's commercial zoning to allow residential development. After the 2008 Scope of Development was approved, the Southern California real estate market went into a prolonged economic downturn.

The Site was recently resold, and the new property owner is requesting modifications to the 2008 Scope of Development in accordance with the modification procedures set forth in the Specific Plan. These proposed modifications relate to the residential unit mix; the property owner is not requesting a change in the land use or to the number of residential units to be developed. KMA has been engaged to evaluate the financial characteristics of the 2012 Scope of Development.

ANALYSIS ORGANIZATION

The KMA analysis is organized as follows:

1. Summary of Findings
2. Value Enhancement Analysis Methodology, Assumptions and Conclusions (Exhibits 1 and 2)
3. Fiscal Analysis Methodology, Assumptions and Conclusions (Exhibit 3)

KMA also prepared an ancillary analysis that evaluates the profit that was anticipated to be generated by the 2008 Scope of Development under the economic conditions that were exhibited in 2008; and the profit that could potentially be achieved under current economic conditions. This "Comparative Profit Analysis" is presented in Exhibit 4.

SUMMARY OF FINDINGS

Value Enhancement Analysis

The Value Enhancement Analysis was performed to compare the financial characteristics of the 2012 Scope of Development to the characteristics of the 2008 Scope of Development. For the purposes of the Value Enhancement Analysis, the 2008 Scope of Development was evaluated based on current 2012 development cost estimates and sales revenue projections. The results are summarized in the Summary Table at the conclusion of this memorandum, and detailed in Exhibits 1 and 2.

The key factors that were considered in the Value Enhancement Analysis are:

Development Costs

1. In both alternatives, the property acquisition costs are set at \$148.3 million.
2. The estimated construction costs for the 2012 Scope of Development are approximately \$24.8 million higher than the estimated costs for the 2008 Scope of Development. This represents an approximately 5% difference.

Sales Revenues

1. The 2012 Scope of Development includes approximately the same amount of living area as the 2008 Scope of Development, at 731,739 square feet and 716,689 square feet, respectively. However, the unit mix and unit types have been modified.
2. The benefits created by the proposed unit mix and unit size modifications are projected to increase the sales revenues generated by the project. The achievable sales prices per square foot of gross building area (GBA) are projected to increase by +/- 15%.
3. Based on the currently proposed unit mix, the sales revenues for the 2012 Scope of Development are projected to be \$49.3 million higher than the projected revenues for the 2008 Scope of Development.

Value Enhancement

1. The combination of the increase in estimated development costs, and the increase in projected sales revenue, results in a net change of \$24.5 million between the 2012 Scope of Development and the 2008 Scope of Development.
2. To estimate the value enhancement created by the modified development scope, it is necessary to adjust the \$24.5 million net change to reflect the developer's increased investment in the project, and the marketing risk associated with increasing the projected sales prices for the units.
3. The adjustments needed to estimate the value enhancement are derived from a comparison of the projected profit, which is measured as a percentage of the sales revenues anticipated to be generated by the two alternative development scopes. The calculation methodology can be described as follows:
 - a. The 2008 Scope of Development is estimated to generate \$254.3 million in profit, which equates to 27.3% of the \$932.7 million in sales revenues.
 - b. Based on the financial analysis of the 2008 Scope of Development, the threshold profit for the 2012 Scope of Development is set at 27.3% of the projected sales revenues.
 - c. The 2012 Scope of Development is projected to generate \$982 million in sales revenues. When a 27.3% profit factor is applied to these sales revenues, the threshold profit for the 2012 Scope of Development is estimated at \$267.7 million.

- d. The profit projected to be generated by the 2012 Scope of Development totals \$278.8 million.
- e. The difference between the \$278.8 million in projected profit and the threshold profit of \$267.7 million totals \$11.1 million.

It is the KMA conclusion that the 2012 Scope of Development generates \$11.1 million in value enhancement when compared to the 2008 Scope of Development. In evaluating the projected value enhancement, it is important to consider the level of precision that can be ascribed to a financial analysis of this type. In this case, the estimated value enhancement represents 1.1% of the projected sales revenue for the 2012 Scope of Development. An increase of this magnitude could be considered to fall within the margin of error for a project valued at nearly \$1 billion.

Fiscal Analysis

The fiscal analysis focuses on the following revenue sources, and is detailed in Exhibit 3:

- 1. Property tax revenue received by the City;
- 2. EMS fees assessed by the City;
- 3. Documentary transfer fee revenue received by the City; and
- 4. Subvention revenue received by the City from the State of California (State).

The property taxes, EMS fees and Documentary Transfer Fees are all based on the value of the residential units and retail/restaurant space in the project, while the State Subvention revenue is based on a per capita measurement. Based on the sales revenues projected in the valuation analyses, and the projected household sizes for the residents, the results of the Fiscal Analysis can be summarized as follows:

	2012 Scope of Development	2008 Scope of Development	Difference
Year 1	\$3,423,000	\$3,256,000	\$167,000
Year 2	\$4,214,000	\$4,005,000	\$209,000
Years 3 – 10	\$24,374,000	\$23,176,000	\$1,198,000
Years 11 – 20	\$47,644,000	\$45,305,000	\$2,339,000
Years 21 - 30	\$75,779,000	\$72,049,000	\$3,730,000
Years 1 - 30	\$155,434,000	\$147,791,000	\$7,643,000

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Subject: 9900 Wilshire Boulevard: Financial Analysis

December 13, 2012
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As can be seen in the preceding table, over a 30-year period, the proposed 2012 Scope of Development is anticipated to generate approximately \$7.6 million more City revenues than the approved 2008 Scope of Development. This is due to the fact that the residential sales revenues are projected to be higher under the 2012 Scope of Development than they would be under the 2008 Scope of Development.

VALUE ENHANCEMENT ANALYSIS METHODOLOGY AND ASSUMPTIONS

The pro forma analyses that support the Value Enhancement Analysis are summarized in the Summary Table at the conclusion of this memorandum, and detailed in Exhibits 1 and 2. The pro forma analyses are organized as follows:

Table 1: Estimated Development Costs

Table 2: Revenue Projections

Table 3: Project Profit Calculation

Development Cost Assumptions

The two scenarios being tested in Value Enhancement Analysis are both based on 2012 cost assumptions. As a result, the vast majority of the construction cost do not vary between the scenarios. The major assumptions applied in the pro forma analyses are summarized as follows:

Site Acquisition Costs

The Site acquisition costs are set at \$148.3 million.

Direct Construction Costs

The direct construction costs are estimated as follows:

1. The site work costs are estimated at \$32,000 per unit.
2. The parking costs are estimated at a weighted average of \$50,400 per space.
3. The direct building costs are estimated at \$252 per square foot of GBA for the 2012 Scope of Development, and \$250 per square foot of GBA for the 2008 Scope of Development.

4. The direct costs assumptions include a 20% allowance for contractor costs, profit and contingencies.

Indirect Construction Costs

1. Architecture, engineering and consulting costs; and taxes, legal and accounting costs; are based on industry standard percentages of direct costs.
2. Public permits and fees costs are estimated at \$35,000 per unit.
3. The Public Benefit Contribution to be paid by the developer is set at \$30 million.
4. Insurance costs are estimated at 3% of the projected sales revenues for the residential units.
5. A \$25,000 per unit allowance is provided for marketing costs.
6. The developer is estimated to receive a fee during construction that is equal to 3% of the projected sales revenues for the residential units.
7. An allowance equal to 5% of indirect and financing costs is provided for indirect cost contingencies.

Financing and Closing Costs

1. Financing Costs
 - a. It is assumed that 60% of the development costs are funded with debt, and 40% of the costs are funded with an equity contribution.
 - b. The predevelopment, construction and absorption period is estimated at 41 months for the 2012 Scope of Development, and 34 months for the 2008 Scope of Development.
 - c. The blended interest rate charged for the construction loan and equity financing is estimated at 10.2%.
 - d. Loan origination fees are set at 2.0 points.
2. Closing costs, sales commissions and home buyer warranty costs are set at 3%, 2% and .5% of sales revenues, respectively.

Using current cost estimates, the total development costs are estimated as follows:

	2012 Scope of Development	2008 Scope of Development
Site Acquisition Costs	\$148.3 million	\$148.3 million
Construction Costs	\$554.9 million	\$530.1 million
Total Development Costs	\$703.2 million	\$678.4 million

Revenue Assumptions

Using current sales revenue projections, the total sales revenues are estimated as follows:

	2012 Scope of Development	2008 Scope of Development
<u>Sales Price / Square Foot</u>		
Floors 1 – 5	\$1,135	\$1,088
Floors 6 – 10	\$1,312	\$1,258
Floors 11 – 14	\$1,647	\$1,580
Weighted Average	\$1,340	\$1,160
Total Sales Revenue	\$982.0 million	\$932.7 million

Profit

The profit projected to be generated by the two scenarios are presented in the following table:

	2012 Scope of Development	2008 Scope of Development
Total Profit	\$278.8 million	\$254.3 million
As a % of Sales Revenue	28.4%	27.3%

Net Value Enhancement

The net value enhancement between the 2008 Scope of Development and the 2012 Scope of Development is estimated as follows:

	2012 Scope of Development
Total Sales Revenue	\$982.0 million
Threshold Profit as % of Total Sales Revenue	27.3%
Threshold Profit	\$267.7 million
Projected Profit	\$278.8 million
Net Value Enhancement	\$11.1 million

FISCAL ANALYSIS METHODOLOGY AND ASSUMPTIONS

The Fiscal Analysis is presented in Exhibit 3 The alternatives that were evaluated are:

1. Appendix A: The proposed 2012 Scope of Development; and
2. Appendix B: The 2008 Scope of Development analyzed with current 2012 financial assumptions.

The appendices tables are organized as follows:

Table 1: Assumptions - Ongoing City Revenues

Table 2: Summary – City Revenue Projection

Table 3: 30 – Year Revenue Projections

General Assumptions

The primary assumptions applied in the Fiscal Analysis can be summarized as follows:

1. Both alternatives include 235 residential units and 15,900 square feet of retail/restaurant space.
2. The general inflation rate is assumed to average 3% per year over the 30-year projection period.
3. Increases in the assessed values of the residential units and retail/restaurant spaces are limited to the statutorily set maximum of 2% per year until the residential unit or retail/restaurant space is resold.
4. For the purposes of projecting future property tax revenue, EMS fees revenue, and documentary transfer tax revenue, KMA assumed that the residential units will change ownership on average of every seven years, and the retail/restaurant space will change ownership on average every six years.

Property Taxes

1. The property tax estimates are based on the 1% general levy.
2. The City receives 17.4158367% of the property taxes collected from the Site.
3. The base year values used in this analysis are presented in the following table:

	2012 Scope of Development & 2012 Economics	2008 Scope of Development & 2012 Economics
Average Residential Unit Value	\$4.18 million	\$3.97 million
Total Retail/Restaurant Value	\$11.1 million	\$11.1 million

EMS Fee

The Development Agreement for the project sets the EMS fee at \$4.50 per \$1,000 of value. For the purposes of the Fiscal Analysis, the EMS fee revenue is projected based on the following assumptions:

1. The EMS fee will be charged each time a residential unit or retail/restaurant space is sold.

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2. KMA applied the identified turnover factors and general inflation rate in the projections of future EMS revenue.

Documentary Transfer Fees

The Documentary Transfer Fee revenue received by the City is set at \$.55 per \$1,000 of value. This fee is assessed each time a residential unit or retail/restaurant space is sold. KMA used the identified turnover factors and general inflation rate to assist in projecting future Documentary Transfer Fee revenue.

State Subvention Revenue

The State allocates Subvention revenue to the City on a per capita basis. These revenues are currently estimated at approximately \$6.34 per resident, which equates to base year revenue of \$4,000. This revenue is escalated annually at the assumed general inflation rate.

Fiscal Analysis Summary

As shown in Exhibit 3, the 2012 Development Scope is anticipated to generate more revenues to the City than would be produced by the 2008 Development Scope. The magnitude of this difference is estimated at approximately \$167,000 in the base year, increasing to \$3.73 million between Years 21 to 30. The total difference over the 30-year projection period is estimated at \$7.6 million.

**SUMMARY TABLE
VALUE ENHANCEMENT ANALYSIS
9900 WILSHIRE DEVELOPMENT
BEVERLY HILLS, CALIFORNIA**

2012 SCOPE OF DEVELOPMENT / 2012 ECONOMICS

	SOUTH BUILDING - 136 UNITS	NORTH BUILDING - 99 UNITS	Totals
I. <u>Development Costs</u>			
Site Acquisition Costs	\$92,074,000	\$56,226,000	\$148,300,000
Construction Costs	339,349,000	215,580,000	554,929,000
Total Development Costs	\$431,423,000	\$271,806,000	\$703,229,000
Per Unit	\$3,172,000	\$2,746,000	\$2,992,000
II. <u>Sales Revenues</u>			
Total Sales Revenues	\$622,513,000	\$359,515,000	\$982,028,000
Per Square Foot Gross Livable Area	\$1,370	\$1,300	\$1,340
III. <u>Profit</u>			
Total Profit	\$191,090,000	\$87,709,000	\$278,799,000
As a % of Total Sales Revenues	30.7%	24.4%	28.4%

2008 SCOPE OF DEVELOPMENT / 2012 ECONOMICS

I. <u>Development Costs</u>		
Site Acquisition Costs		\$148,300,000
Construction Costs		530,106,000
Total Development Costs		\$678,406,000
Per Unit		\$2,887,000
II. <u>Sales Revenues</u>		
Total Sales Revenues		\$932,684,000
Per Square Foot Gross Livable Area		\$1,160
III. <u>Profit</u>		
Total Profit		\$254,278,000
As a % of Total Sales Revenues		27.3%

NET VALUE ENHANCEMENT

I. Total Sales Revenues - 2012 Scope of Development	\$982,028,000
II. Threshold Profit As a % of Total Sales Revenues	27.3%
III. Threshold Profit - 2012 Scope of Development	\$267,731,000
IV. Projected Profit - 2012 Scope of Development	\$278,799,000
V. Net Value Enhancement	\$11,068,000

**EXHIBIT 1 - APPENDIX A
VALUE ENHANCEMENT ANALYSIS
SOUTH BUILDING - 136 UNITS
9900 WILSHIRE DEVELOPMENT: 2012 SCOPE OF DEVELOPMENT / 2012 ECONOMICS
BEVERLY HILLS, CALIFORNIA**

EXHIBIT 1 - APPENDIX A - TABLE 1

**ESTIMATED DEVELOPMENT COSTS
SOUTH BUILDING - 136 UNITS
9900 WILSHIRE DEVELOPMENT: 2012 SCOPE OF DEVELOPMENT / 2012 ECONOMICS
BEVERLY HILLS, CALIFORNIA**

I.	Allocated Share of Site Acquisition Costs				\$92,074,000
II.	Direct Costs				
	On-site Improvements	136 Units	\$32,400 /Unit		\$4,406,000
	Parking	468 Spaces	\$50,400 /Space		23,587,000
	Residential Building Costs	509,385 Sf GBA	\$252 /Sf		128,365,000
	Total Direct Costs				\$156,358,000
III.	Indirect Costs				
	Architecture, Engineering & Consulting	10.0% Direct Costs			\$15,636,000
	Public Permits & Fees	136 Units	\$35,000 /Unit		4,760,000
	Public Benefits Contribution				18,626,000
	Taxes, Legal & Accounting	1.5% Direct Costs			2,345,000
	Insurance	3.0% Total Revenue			18,675,000
	Marketing	136 Units	\$25,000 /Unit		3,400,000
	Developer Fee	3.0% Total Sales Revenue			18,675,000
	Soft Cost Contingency Allowance	5.0% Indirect/Financing Costs			9,150,000
	Total Indirect Costs				\$91,267,000
IV.	Financing/Closing Costs				
	Interest & Loan Origination Fees	60.0% Financed			\$57,486,000
	Closing Costs/Comm/Warranties	5.5% Total Revenue			34,238,000
	Total Financing/Closing Costs				\$91,724,000
V.	Total Development Cost	136 Units	\$3,172,000 /Unit		\$431,423,000
	Total Construction Cost	136 Units	\$2,495,000 /Unit		\$339,349,000

¹ The total Site acquisition cost equaled \$148.3 million. Cost was allocated based on proportion of building area.

² Includes estimated contractor costs, construction management and performance bond costs.

³ The total Public Benefits Contribution equals \$30.0 million. Cost was allocated based on proportion of building area.

⁴ 10.2% blended interest rate on debt and equity; and 2.0 points for loan origination fees. Carrying period includes an 7 month predevelopment period; an 18 month construction period; and a 20 month absorption period.

⁵ See EXHIBIT 1 - APPENDIX A - TABLE 2 for sales revenue estimates. Assumes 3%; 2%; and 0.5% for commissions, closing costs and warranty costs, respectively.

EXHIBIT 1 - APPENDIX A - TABLE 2

REVENUE PROJECTIONS

SOUTH BUILDING - 136 UNITS

9900 WILSHIRE DEVELOPMENT: 2012 SCOPE OF DEVELOPMENT / 2012 ECONOMICS

BEVERLY HILLS, CALIFORNIA

I.	Sales Revenue ¹			
	Floors 1 - 5	47 Units	\$3,288,200 /Unit	\$154,545,000
	Floors 6 - 10	52 Units	\$4,218,700 /Unit	219,372,000
	Floors 11 - 14	37 Units	\$6,718,800 /Unit	<u>248,596,000</u>
II.	Total Sales Revenue	454,308 Sf GLA	\$1,370 /Sf	\$622,513,000

¹ KMA distributed the sales values to reflect height premiums. The low floors = \$1,135/sf of gross living area (GLA); the middle floors = \$1,312/sf GLA; and the high floors = \$1,647/sf GLA.

EXHIBIT 1 - APPENDIX A - TABLE 3

**PROJECT PROFIT CALCULATION
SOUTH BUILDING - 136 UNITS
9900 WILSHIRE DEVELOPMENT: 2012 SCOPE OF DEVELOPMENT / 2012 ECONOMICS
BEVERLY HILLS, CALIFORNIA**

I.	Total Sales Revenue	See EXHIBIT 1 - APPENDIX A - TABLE 2	\$622,513,000
II.	Total Development Cost	See EXHIBIT 1 - APPENDIX A - TABLE 1	\$431,423,000
III.	Profit	31% Total Sales Revenue	\$191,090,000

**EXHIBIT 1 - APPENDIX B
VALUE ENHANCEMENT ANALYSIS
NORTH BUILDING - 99 UNITS
9900 WILSHIRE DEVELOPMENT: 2012 SCOPE OF DEVELOPMENT / 2012 ECONOMICS
BEVERLY HILLS, CALIFORNIA**

EXHIBIT 1 - APPENDIX B - TABLE 1

**ESTIMATED DEVELOPMENT COSTS
NORTH BUILDING - 99 UNITS
9900 WILSHIRE DEVELOPMENT: 2012 SCOPE OF DEVELOPMENT / 2012 ECONOMICS
BEVERLY HILLS, CALIFORNIA**

I.	Allocated Share of Site Acquisition Costs ¹			\$56,226,000
II.	Direct Costs ²			
	On-site Improvements	99 Units	\$32,400 /Unit	\$3,208,000
	Parking	286 Spaces	\$50,400 /Space	14,414,000
	Residential Building Costs	341,479 Sf GBA	\$252 /Sf	86,053,000
	Total Direct Costs			\$103,675,000
III.	Indirect Costs			
	Architecture, Engineering & Consulting	10.0% Direct Costs		\$10,368,000
	Public Permits & Fees	99 Units	\$35,000 /Unit	3,465,000
	Public Benefits Contribution ³			11,374,000
	Taxes, Legal & Accounting	1.5% Direct Costs		1,555,000
	Insurance	3.0% Total Sales Revenue		10,785,000
	Marketing	99 Units	\$25,000 /Unit	2,475,000
	Developer Fee	3.0% Total Revenue		10,785,000
	Soft Cost Contingency Allowance	5.0% Indirect/Financing Costs		5,595,000
	Total Indirect Costs			\$56,402,000
IV.	Financing/Closing Costs			
	Interest & Loan Origination Fees ⁴	60.0% Financed		\$35,730,000
	Closing Costs/Comm/Warranties ⁵	5.5% Total Revenue		19,773,000
	Total Financing/Closing Costs			\$55,503,000
V.	Total Development Cost	99 Units	\$2,746,000 /Unit	\$271,806,000
	Total Construction Cost	99 Units	\$2,178,000 /Unit	\$215,580,000

¹ The total Site acquisition cost equaled \$148.3 million. Cost was allocated based on proportion of building area.

² Includes estimated contractor costs, construction management and performance bond costs.

³ The total Public Benefits Contribution equals \$30.0 million. Cost was allocated based on proportion of building area.

⁴ 10.2% blended interest rate on debt and equity; and 2.0 points for loan origination fees. Carrying period includes an 7 month predevelopment period; an 18 month construction period; and a 15 month absorption period.

⁵ See EXHIBIT 1 - APPENDIX B - TABLE 2 for sales revenue estimates. Assumes 3%; 2%; and 0.5% for commissions, closing costs and warranty costs, respectively.

EXHIBIT 1 - APPENDIX B - TABLE 2

REVENUE PROJECTIONS

NORTH BUILDING - 99 UNITS

9900 WILSHIRE DEVELOPMENT: 2012 SCOPE OF DEVELOPMENT / 2012 ECONOMICS

BEVERLY HILLS, CALIFORNIA

I. Sales Revenue ¹				
Floors 1 - 5	43 Units	\$2,563,500 /Unit		\$110,231,000
Floors 6 - 10	46 Units	\$4,060,200 /Unit		186,769,000
Floors 11 - 14	10 Units	\$6,251,500 /Unit		<u>62,515,000</u>
II. Total Sales Revenue	277,431 Sf GLA	\$1,300 /Sf		\$359,515,000

¹ KMA distributed the sales values to reflect height premiums. The low floors = \$1,135/sf of gross living area (GLA); the middle floors = \$1,312/sf GLA; and the high floors = \$1,647/sf GLA.

EXHIBIT 1 - APPENDIX B - TABLE 3

**PROJECT PROFIT CALCULATION
NORTH BUILDING - 99 UNITS
9900 WILSHIRE DEVELOPMENT: 2012 SCOPE OF DEVELOPMENT / 2012 ECONOMICS
BEVERLY HILLS, CALIFORNIA**

I.	Total Sales Revenue	See EXHIBIT 1 - APPENDIX B - TABLE 2	\$359,515,000
II.	Total Development Cost	See EXHIBIT 1 - APPENDIX B - TABLE 1	\$271,806,000
III.	Profit	24% Total Sales Revenue	\$87,709,000

**EXHIBIT 2 - APPENDIX A
SOUTH BUILDING - 132 UNITS
9900 WILSHIRE DEVELOPMENT: 2008 SCOPE OF DEVELOPMENT / 2012 ECONOMICS
BEVERLY HILLS, CALIFORNIA**

EXHIBIT 2 - APPENDIX A - TABLE 1

ESTIMATED DEVELOPMENT COSTS

SOUTH BUILDING - 132 UNITS

9900 WILSHIRE DEVELOPMENT: 2008 SCOPE OF DEVELOPMENT / 2012 ECONOMICS

BEVERLY HILLS, CALIFORNIA

I.	Allocated Share of Site Acquisition Costs				\$91,302,000
II.	Direct Costs				
	On-site Improvements	132 Units	\$32,400 /Unit		\$4,277,000
	Parking	419 Spaces	\$50,400 /Space		21,118,000
	Residential Building Costs	500,422 Sf GBA	\$252 /Sf		126,106,000
	Total Direct Costs				\$151,501,000
III.	Indirect Costs				
	Architecture, Engineering & Consulting	10.0% Direct Costs			\$15,150,000
	Public Permits & Fees	132 Units	\$35,000 /Unit		4,620,000
	Public Benefits Contribution				18,470,000
	Taxes, Legal & Accounting	1.5% Direct Costs			2,273,000
	Insurance	3.0% Total Revenue			17,628,000
	Marketing	132 Units	\$25,000 /Unit		3,300,000
	Developer Fee	3.0% Total Sales Revenue			17,628,000
	Soft Cost Contingency Allowance	5.0% Indirect/Financing Costs			8,475,000
	Total Indirect Costs				\$87,544,000
IV.	Financing/Closing Costs				
	Interest & Loan Origination Fees	60.0% Financed			\$49,632,000
	Closing Costs/Comm/Warranties	5.5% Total Revenue			32,318,000
	Total Financing/Closing Costs				\$81,950,000
V.	Total Development Cost	132 Units	\$3,123,000 /Unit		\$412,297,000
	Total Construction Cost	132 Units	\$2,432,000 /Unit		\$320,995,000

¹ The total Site acquisition cost equaled \$148.3 million. Cost was allocated based on proportion of building area.

² Includes estimated contractor costs, construction management and performance bond costs.

³ The total Public Benefits Contribution equals \$30.0 million. Cost was allocated based on proportion of building area.

⁴ 10.2% blended interest rate on debt and equity; and 2.0 points for loan origination fees. Carrying period includes an 18 month construction period; and a 20 month absorption period.

⁵ See EXHIBIT 2 - APPENDIX A - TABLE 2 for sales revenue estimates. Assumes 3%; 2%; and 0.5% for commissions, closing costs and warranty costs, respectively.

EXHIBIT 2 - APPENDIX A - TABLE 2

REVENUE PROJECTIONS

SOUTH BUILDING - 132 UNITS

9900 WILSHIRE DEVELOPMENT: 2008 SCOPE OF DEVELOPMENT / 2012 ECONOMICS

BEVERLY HILLS, CALIFORNIA

I. Sales Revenue¹

Floors 1 - 5	69 Units	\$1,826,800 /Unit	\$126,049,000
Floors 6 - 10	39 Units	\$5,264,700 /Unit	205,323,000
Floors 11 - 14	24 Units	\$10,676,100 /Unit	<u>256,226,000</u>

II. Total Sales Revenue	441,234 Sf GLA	\$1,330 /Sf	\$587,598,000
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¹ KMA distributed the sales values to reflect height premiums. The low floors = \$1,088/sf of gross living area (GLA); the middle floors = \$1,258/sf GLA; and the high floors = \$1,580/sf GLA.

EXHIBIT 2 - APPENDIX A - TABLE 3

PROJECT PROFIT CALCULATION

SOUTH BUILDING - 132 UNITS

9900 WILSHIRE DEVELOPMENT: 2008 SCOPE OF DEVELOPMENT / 2012 ECONOMICS

BEVERLY HILLS, CALIFORNIA

I.	Total Sales Revenue	See EXHIBIT 2 - APPENDIX A - TABLE 2	\$587,598,000
II.	Total Development Cost	See EXHIBIT 2 - APPENDIX A - TABLE 1	\$412,297,000
III.	Profit	30% Total Sales Revenue	\$175,301,000

**EXHIBIT 2 - APPENDIX B
NORTH BUILDING - 103 UNITS
9900 WILSHIRE DEVELOPMENT: 2008 SCOPE OF DEVELOPMENT / 2012 ECONOMICS
BEVERLY HILLS, CALIFORNIA**

EXHIBIT 2 - APPENDIX B - TABLE 1

**ESTIMATED DEVELOPMENT COSTS
NORTH BUILDING - 103 UNITS
9900 WILSHIRE DEVELOPMENT: 2008 SCOPE OF DEVELOPMENT / 2012 ECONOMICS
BEVERLY HILLS, CALIFORNIA**

I. Allocated Share of Site Acquisition Costs				\$56,998,000
II. Direct Costs				
On-site Improvements	103 Units	\$32,400 /Unit		\$3,337,000
Parking	262 Spaces	\$50,400 /Space		13,205,000
Residential Building Costs	340,699 Sf GBA	\$252 /Sf		85,856,000
Total Direct Costs				\$102,398,000
III. Indirect Costs				
Architecture, Engineering & Consulting	10.0% Direct Costs			\$10,240,000
Public Permits & Fees	103 Units	\$35,000 /Unit		3,605,000
Public Benefits Contribution				11,530,000
Taxes, Legal & Accounting	1.5% Direct Costs			1,536,000
Insurance	3.0% Total Sales Revenue			10,353,000
Marketing	103 Units	\$25,000 /Unit		2,575,000
Developer Fee	3.0% Total Revenue			10,353,000
Soft Cost Contingency Allowance	5.0% Indirect/Financing Costs			5,336,000
Total Indirect Costs				\$55,528,000
IV. Financing/Closing Costs				
Interest & Loan Origination Fees	60.0% Financed			\$32,205,000
Closing Costs/Comm/Warranties	5.5% Total Revenue			18,980,000
Total Financing/Closing Costs				\$51,185,000
V. Total Development Cost	103 Units	\$2,584,000 /Unit		\$266,109,000
Total Construction Cost	103 Units	\$2,030,000 /Unit		\$209,111,000

¹ The total Site acquisition cost equaled \$148.3 million. Cost was allocated based on proportion of building area.

² Includes estimated contractor costs, construction management and performance bond costs.

³ The total Public Benefits Contribution equals \$30.0 million. Cost was allocated based on proportion of building area.

⁴ 10.2% blended interest rate on debt and equity; and 2.0 points for loan origination fees. Carrying period includes an 18 month construction period; and a 16 month absorption period.

⁵ See EXHIBIT 2 - APPENDIX B - TABLE 2 for sales revenue estimates. Assumes 3%; 2%; and 0.5% for commissions, closing costs and warranty costs, respectively.

EXHIBIT 2 - APPENDIX B - TABLE 2

REVENUE PROJECTIONS

NORTH BUILDING - 103 UNITS

9900 WILSHIRE DEVELOPMENT: 2008 SCOPE OF DEVELOPMENT / 2012 ECONOMICS

BEVERLY HILLS, CALIFORNIA

I. **Sales Revenue** ¹

Floors 1 - 5	55 Units	\$1,886,600 /Unit	\$103,763,000
Floors 6 - 10	41 Units	\$4,117,400 /Unit	168,813,000
Floors 11 - 14	7 Units	\$10,358,500 /Unit	<u>72,510,000</u>

II. Total Sales Revenue	275,455 Sf GLA	\$1,250 /Sf	\$345,086,000
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¹ KMA distributed the sales values to reflect height premiums. The low floors = \$1,088/sf of gross living area (GLA); the middle floors = \$1,258/sf GLA; and the high floors = \$1,580/sf GLA.

EXHIBIT 2 - APPENDIX B - TABLE 3

PROJECT PROFIT CALCULATION

NORTH BUILDING - 103 UNITS

9900 WILSHIRE DEVELOPMENT: 2008 SCOPE OF DEVELOPMENT / 2012 ECONOMICS

BEVERLY HILLS, CALIFORNIA

I.	Total Sales Revenue	See EXHIBIT 2 - APPENDIX B - TABLE 2	\$345,086,000
II.	Total Development Cost	See EXHIBIT 2 - APPENDIX B - TABLE 1	\$266,109,000
III.	Profit	23% Total Sales Revenue	\$78,977,000

EXHIBIT 3 - APPENDIX A
FISCAL ANALYSIS
2012 PROPOSED SCOPE OF DEVELOPMENT
9900 WILSHIRE DEVELOPMENT
BEVERLY HILLS, CALIFORNIA

EXHIBIT 3 - APPENDIX A - TABLE 1

ASSUMPTIONS - ONGOING CITY REVENUES
2012 PROPOSED SCOPE OF DEVELOPMENT
9900 WILSHIRE DEVELOPMENT
BEVERLY HILLS, CALIFORNIA

Development Scope

Residential	235	Units
Retail/Restaurant	15,900	Sf
Other Spaces (Trash rooms etc)	28,437	Sf
Parking	383,297	Sf

I. Property Tax

Assessed Value	1		
Residential	731,730	Sf GLA @	\$1,340 /Sf
Retail/Restaurant	15,900	Sf @	\$700 /Sf
Property Tax Rate	1.0%		
City Share	17.42%		

II. EMS Fee \$4.50/\$1,000 Value Upon Transfer

III. Documentary Transfer Fee \$0.55/\$1,000 Value Upon Transfer

IV. State Subventions 2 564 Residents \$6.34 /Resident

¹ The residential value is based on the weighted average of \$1,135/Sf for Floors 1-5; \$1,312/Sf for Floors 6-10; and \$1,647/Sf for Floors 11-14. The residential valuation includes the ancillary service areas such as the spa.

² Based on the prior analysis of this project.

EXHIBIT 3 - APPENDIX A - TABLE 2

**SUMMARY - CITY REVENUE PROJECTIONS
2012 PROPOSED SCOPE OF DEVELOPMENT
9900 WILSHIRE DEVELOPMENT
BEVERLY HILLS, CALIFORNIA**

I. Development Scope

Residential	235 Units
Retail/Restaurant	15,900 Sf
Other Spaces (Trash rooms etc)	28,437 Sf
Parking	383,297 Sf

II. City Revenues

¹

	<u>Year 1</u>	<u>Year 2</u>	<u>Years 3 - 10</u>	<u>Years 11 - 20</u>	<u>Years 21 - 30</u>	<u>Years 1 - 30</u>
<u>Residential</u>						
Property Tax	\$857,000	\$1,725,000	\$16,522,000	\$32,172,000	\$52,268,000	\$103,544,000
EMS Fee	2,216,000	2,197,000	6,727,000	13,191,000	20,185,000	44,516,000
Documentary Transfer Fee	271,000	268,000	822,000	1,612,000	2,467,000	5,441,000
State Subventions	4,000	4,000	38,000	62,000	83,000	190,000
<u>Retail/Restaurant</u>						
Property Tax	19,000	20,000	190,000	371,000	594,000	1,194,000
EMS Fee	50,000	0	67,000	210,000	162,000	489,000
Documentary Transfer Fee	6,000	0	8,000	26,000	20,000	60,000
III. Total City Revenues	\$3,423,000	\$4,214,000	\$24,374,000	\$47,644,000	\$75,779,000	\$155,434,000

¹ See the EXHIBIT 3 - APPENDIX A - TABLE 3 for the detailed projections.

**EXHIBIT 3 - APPENDIX A - TABLE 3
30 - YEAR REVENUE PROJECTIONS
2012 PROPOSED SCOPE OF DEVELOPMENT
9900 WILSHIRE DEVELOPMENT
BEVERLY HILLS, CALIFORNIA**

EXHIBIT 3 - APPENDIX A - TABLE 3 A

**PROPERTY TAX PROJECTIONS - RESIDENTIAL ¹
 2012 PROPOSED SCOPE OF DEVELOPMENT
 9900 WILSHIRE DEVELOPMENT
 BEVERLY HILLS, CALIFORNIA**

Year	Group 1 39	Group 2 39	Group 3 40	Group 4 29	Group 5 29	Group 6 29	Group 7 30	Total 235
1	\$283,398	\$283,398	\$290,664					\$857,459
2	289,066	289,066	296,477	\$210,732	\$210,732	\$210,732	\$217,998	1,724,801
3	312,446	294,847	302,407	214,946	214,946	214,946	222,358	1,776,896
4	318,695	328,068	308,455	219,245	219,245	219,245	226,805	1,839,759
5	325,069	334,629	353,304	223,630	223,630	223,630	231,341	1,915,234
6	331,570	341,322	360,370	268,953	228,103	228,103	235,968	1,994,389
7	338,201	348,149	367,578	274,332	282,400	232,665	240,688	2,084,012
8	344,965	355,112	374,929	279,818	288,048	296,520	245,501	2,184,895
9	351,865	362,214	382,428	285,415	293,809	302,451	322,083	2,300,264
10	439,643	369,458	390,076	291,123	299,686	308,500	328,524	2,427,010
11	448,436	461,625	397,878	296,946	305,679	314,670	335,095	2,560,328
12	457,404	470,857	497,134	302,885	311,793	320,963	341,797	2,702,833
13	466,552	480,274	507,077	378,444	318,029	327,383	348,633	2,826,391
14	475,883	489,880	517,219	386,012	397,366	333,930	355,605	2,955,895
15	485,401	499,678	527,563	393,733	405,313	417,234	362,717	3,091,639
16	495,109	509,671	538,114	401,607	413,419	425,579	453,202	3,236,702
17	618,621	519,865	548,877	409,639	421,688	434,090	462,267	3,415,047
18	630,994	649,552	559,854	417,832	430,121	442,772	471,512	3,602,638
19	643,614	662,544	699,518	426,189	438,724	451,628	480,942	3,803,158
20	656,486	675,794	713,508	532,508	447,498	460,660	490,561	3,977,016
21	669,616	689,310	727,779	543,158	559,134	469,873	500,372	4,159,242
22	683,008	703,096	742,334	554,021	570,316	587,090	510,380	4,350,246
23	696,668	717,158	757,181	565,102	581,723	598,832	637,701	4,554,365
24	870,462	731,502	772,324	576,404	593,357	610,809	650,455	4,805,313
25	887,872	913,986	787,771	587,932	605,224	623,025	663,465	5,069,274
26	905,629	932,265	984,292	599,691	617,329	635,485	676,734	5,351,425
27	923,742	950,911	1,003,978	749,292	629,675	648,195	690,269	5,596,061
28	942,217	969,929	1,024,058	764,278	786,757	661,159	704,074	5,852,471
29	961,061	989,327	1,044,539	779,564	802,492	826,095	718,155	6,121,233
30	980,282	1,009,114	1,065,429	795,155	818,542	842,617	897,310	6,408,449

Totals

Year 1	\$857,459	Years 11 - 20	\$32,171,647
Year 2	\$1,724,801	Years 21 - 30	\$52,268,080
Years 3 - 10	\$16,522,458	Years 1 - 30	\$103,544,445

¹ Based on a two year absorption period and a average value of \$4,172,000. Average turnover at 14.29% / year. The City receives 0.17416% of the levy; the statutory increase is 2% / year; and the average appreciation is set at 5% / year.

EXHIBIT 3 - APPENDIX A - TABLE 3 B

**EMS FEE PROJECTIONS - RESIDENTIAL ¹
 2012 PROPOSED SCOPE OF DEVELOPMENT
 9900 WILSHIRE DEVELOPMENT
 BEVERLY HILLS, CALIFORNIA**

Year	Group 1 39	Group 2 39	Group 3 40	Group 4 29	Group 5 29	Group 6 29	Group 7 30	Total 235
1	\$732,258	\$732,258	\$751,034					\$2,215,551
2				\$544,500	\$544,500	\$544,500	\$563,276	2,196,775
3	807,315							807,315
4		847,681						847,681
5			912,887					912,887
6				694,935				694,935
7					729,682			729,682
8						766,166		766,166
9							832,215	832,215
10	1,135,973							1,135,973
11		1,192,772						1,192,772
12			1,284,523					1,284,523
13				977,843				977,843
14					1,026,736			1,026,736
15						1,078,072		1,078,072
16							1,171,010	1,171,010
17	1,598,428							1,598,428
18		1,678,350						1,678,350
19			1,807,453					1,807,453
20				1,375,924				1,375,924
21					1,444,720			1,444,720
22						1,516,956		1,516,956
23							1,647,728	1,647,728
24	2,249,149							2,249,149
25		2,361,606						2,361,606
26			2,543,268					2,543,268
27				1,936,063				1,936,063
28					2,032,866			2,032,866
29						2,134,509		2,134,509
30							2,318,519	2,318,519

Totals

Year 1	\$2,215,551	Years 11 - 20	\$13,191,111
Year 2	\$2,196,775	Years 21 - 30	\$20,185,385
Years 3 - 10	\$6,726,853	Years 1 - 30	\$44,515,674

¹ Based on a two year absorption period and an average value of \$4,172,000. Average turnover set at 14.29% / year. The City receives \$4.50 per \$1,000 of value. The average appreciation is set at 5% / year.

EXHIBIT 3 - APPENDIX A - TABLE 3 C

**DOCUMENTARY TRANSFER FEE PROJECTIONS - RESIDENTIAL ¹
 2012 PROPOSED SCOPE OF DEVELOPMENT
 9900 WILSHIRE DEVELOPMENT
 BEVERLY HILLS, CALIFORNIA**

Year	Group 1 39	Group 2 39	Group 3 40	Group 4 29	Group 5 29	Group 6 29	Group 7 30	Total 235
1	\$89,498	\$89,498	\$91,793					\$270,790
2				\$66,550	\$66,550	\$66,550	\$68,845	268,495
3	98,672							98,672
4		103,605						103,605
5			111,575					111,575
6				84,937				84,937
7					89,183			89,183
8						93,642		93,642
9							101,715	101,715
10	138,841							138,841
11		145,783						145,783
12			156,997					156,997
13				119,514				119,514
14					125,490			125,490
15						131,764		131,764
16							143,123	143,123
17	195,363							195,363
18		205,132						205,132
19			220,911					220,911
20				168,168				168,168
21					176,577			176,577
22						185,406		185,406
23							201,389	201,389
24	274,896							274,896
25		288,641						288,641
26			310,844					310,844
27				236,630				236,630
28					248,461			248,461
29						260,884		260,884
30							283,375	283,375

Totals

Year 1	\$270,790	Years 11 - 20	\$1,612,247
Year 2	\$268,495	Years 21 - 30	\$2,467,103
Years 3 - 10	\$822,171	Years 1 - 30	\$5,440,805

¹ Assumes a two year absorption period and an average value of \$4,172,000. Average turnover set at 14.29% / year. The City receives \$0.550 per \$1,000 of value. The average appreciation is set at 5% / year.

EXHIBIT 3 - APPENDIX A - TABLE 3 D

**PROPERTY TAX, EMS FEE & DOCUMENTARY TRANSFER FEE PROJECTIONS - RETAIL/RESTAURANT¹
 2012 PROPOSED SCOPE OF DEVELOPMENT
 9900 WILSHIRE DEVELOPMENT
 BEVERLY HILLS, CALIFORNIA**

<u>Year</u>	<u>Tax</u> ²	<u>EMS Fee</u> ³	<u>Transfer Fee</u> ⁴
1	\$19,384	\$50,085	\$6,122
2	19,772		
3	20,167		
4	20,570		
5	20,982		
6	21,401		
7	25,976	67,119	8,203
8	26,496		
9	27,026		
10	27,566		
11	28,117		
12	28,680		
13	34,811	89,945	10,993
14	35,507		
15	36,217		
16	36,941		
17	37,680		
18	38,434		
19	46,649	120,536	14,732
20	47,582		
21	48,534		
22	49,505		
23	50,495		
24	51,505		
25	62,515	161,529	19,742
26	63,765		
27	65,040		
28	66,341		
29	67,668		
30	69,021		
Totals			
Year 1	\$19,384	\$50,085	\$6,122
Year 2	\$19,772	\$0	\$0
Years 3 - 10	\$190,184	\$67,119	\$8,203
Years 11 - 20	\$370,618	\$210,481	\$25,725
Years 21 - 30	\$594,389	\$161,529	\$19,742
Years 1 - 30	\$1,194,347	\$489,214	\$59,793

¹ Based on a value of \$11,130,000. Average turnover set at 16.67% / year.

² The City receives 0.17416% of the property tax levy; the statutory increase is 2% / year; and the average appreciation is set at 5% / year.

³ The City receives \$4.50 per \$1,000 of value. The average appreciation is set at 5% / year.

⁴ The City receives \$0.550 per \$1,000 of value. The average appreciation is set at 5% / year.

EXHIBIT 3 - APPENDIX A - TABLE 3 E

STATE SUBVENTION REVENUE PROJECTIONS - RESIDENTIAL ¹
2012 PROPOSED SCOPE OF DEVELOPMENT
9900 WILSHIRE DEVELOPMENT
BEVERLY HILLS, CALIFORNIA

<u>Year</u>	
1	\$4,000
2	4,120
3	4,244
4	4,371
5	4,502
6	4,637
7	4,776
8	4,919
9	5,067
10	5,219
11	5,376
12	5,537
13	5,703
14	5,874
15	6,050
16	6,232
17	6,419
18	6,611
19	6,810
20	7,014
21	7,224
22	7,441
23	7,664
24	7,894
25	8,131
26	8,375
27	8,626
28	8,885
29	9,152
30	9,426

<u>Totals</u>	
Year 1	\$4,000
Year 2	\$4,120
Years 3 - 10	\$37,736
Years 11 - 20	\$61,626
Years 21 - 30	\$82,820
Years 1 - 30	\$190,302

¹ See EXHIBIT 3 - APPENDIX A - TABLE 1 for the base year assumptions. Assumes inflationary increases of 3% / year.

**EXHIBIT 3 - APPENDIX B
FISCAL ANALYSIS
2008 SCOPE OF DEVELOPMENT
9900 WILSHIRE DEVELOPMENT
BEVERLY HILLS, CALIFORNIA**

EXHIBIT 3 - APPENDIX B - TABLE 1

ASSUMPTIONS - ONGOING CITY REVENUES

2008 SCOPE OF DEVELOPMENT

9900 WILSHIRE DEVELOPMENT

BEVERLY HILLS, CALIFORNIA

Development Scope

Residential	235	Units
Retail/Restaurant	15,900	Sf
Other Spaces (Trash rooms etc)	62,182	Sf
Parking	351,356	Sf

I. Property Tax

Assessed Value	1		
Residential	716,690	Sf GLA @	\$1,300 /Sf
Retail/Restaurant	15,900	Sf @	\$700 /Sf
Property Tax Rate	1.0%		
City Share	17.42%		

II. EMS Fee \$4.50/\$1,000 Value Upon Transfer

III. Documentary Transfer Fee \$0.55/\$1,000 Value Upon Transfer

IV. State Subventions ² 564 Residents \$6.34 /Resident

¹ The residential value is based on the weighted average of \$1,088/Sf for Floors 1-5; \$1,258/Sf for Floors 6-10; and \$1,580/Sf for Floors 11-14. The residential valuation includes ancillary service areas such as the spa.

² Based on assumptions provided by the City staff.

EXHIBIT 3 - APPENDIX B - TABLE 2

SUMMARY - CITY REVENUE PROJECTIONS

2008 SCOPE OF DEVELOPMENT

9900 WILSHIRE DEVELOPMENT

BEVERLY HILLS, CALIFORNIA

I. Development Scope

Residential	235 Units
Retail/Restaurant	15,900 Sf
Other Spaces (Trash rooms etc)	62,182 Sf
Parking	351,356 Sf

II. City Revenues

¹

	<u>Year 1</u>	<u>Year 2</u>	<u>Years 3 - 10</u>	<u>Years 11 - 20</u>	<u>Years 21 - 30</u>	<u>Years 1 - 30</u>
<u>Residential</u>						
Property Tax	\$815,000	\$1,639,000	\$15,700,000	\$30,570,000	\$49,666,000	\$98,389,000
EMS Fee	2,105,000	2,087,000	6,392,000	12,534,000	19,180,000	42,299,000
Documentary Transfer Fee	257,000	255,000	781,000	1,532,000	2,344,000	5,170,000
State Subventions	4,000	4,000	38,000	62,000	83,000	190,000
<u>Retail/Restaurant</u>						
Property Tax	19,000	20,000	190,000	371,000	594,000	1,194,000
EMS Fee	50,000	0	67,000	210,000	162,000	489,000
Documentary Transfer Fee	6,000	0	8,000	26,000	20,000	60,000
III. Total City Revenues	\$3,256,000	\$4,005,000	\$23,176,000	\$45,305,000	\$72,049,000	\$147,791,000

¹ See the EXHIBIT 3 - APPENDIX B - TABLE 3 for the detailed projections.

**EXHIBIT 3 - APPENDIX B - TABLE 3
30 - YEAR REVENUE PROJECTIONS
2008 SCOPE OF DEVELOPMENT
9900 WILSHIRE DEVELOPMENT
BEVERLY HILLS, CALIFORNIA**

EXHIBIT 3 - APPENDIX B - TABLE 3 A

**PROPERTY TAX PROJECTIONS - RESIDENTIAL ¹
 2008 SCOPE OF DEVELOPMENT
 9900 WILSHIRE DEVELOPMENT
 BEVERLY HILLS, CALIFORNIA**

Year	Group 1 39	Group 2 39	Group 3 40	Group 4 29	Group 5 29	Group 6 29	Group 7 30	Total 235
1	\$269,287	\$269,287	\$276,192					\$814,765
2	274,673	274,673	281,715	\$200,239	\$200,239	\$200,239	\$207,144	1,638,921
3	296,889	280,166	287,350	204,244	204,244	204,244	211,287	1,688,422
4	302,827	311,733	293,097	208,329	208,329	208,329	215,512	1,748,155
5	308,883	317,968	335,713	212,495	212,495	212,495	219,823	1,819,872
6	315,061	324,327	342,427	255,561	216,745	216,745	224,219	1,895,085
7	321,362	330,814	349,275	260,673	268,339	221,080	228,703	1,980,247
8	327,789	337,430	356,261	265,886	273,706	281,756	233,278	2,076,106
9	334,345	344,179	363,386	271,204	279,180	287,391	306,046	2,185,731
10	417,752	351,062	370,654	276,628	284,764	293,139	312,167	2,306,166
11	426,107	438,640	378,067	282,160	290,459	299,002	318,410	2,432,846
12	434,630	447,413	472,381	287,804	296,268	304,982	324,778	2,568,256
13	443,322	456,361	481,829	359,600	302,194	311,082	331,274	2,685,662
14	452,189	465,488	491,466	366,792	377,580	317,303	337,899	2,808,718
15	461,232	474,798	501,295	374,128	385,132	396,459	344,657	2,937,702
16	470,457	484,294	511,321	381,611	392,835	404,389	430,637	3,075,543
17	587,819	493,980	521,547	389,243	400,691	412,476	439,250	3,245,007
18	599,576	617,210	531,978	397,028	408,705	420,726	448,035	3,423,258
19	611,567	629,555	664,688	404,968	416,879	429,140	456,995	3,613,794
20	623,799	642,146	677,982	505,994	425,217	437,723	466,135	3,778,996
21	636,275	654,989	691,542	516,114	531,294	446,478	475,458	3,952,148
22	649,000	668,088	705,372	526,436	541,919	557,858	484,967	4,133,642
23	661,980	681,450	719,480	536,965	552,758	569,015	605,949	4,327,598
24	827,121	695,079	733,869	547,704	563,813	580,396	618,068	4,566,051
25	843,663	868,477	748,547	558,658	575,089	592,004	630,430	4,816,868
26	860,537	885,847	935,283	569,831	586,591	603,844	643,038	5,084,971
27	877,747	903,564	953,989	711,984	598,323	615,921	655,899	5,317,426
28	895,302	921,635	973,068	726,224	747,583	628,239	669,017	5,561,069
29	913,208	940,068	992,530	740,748	762,535	784,963	682,398	5,816,449
30	931,473	958,869	1,012,380	755,563	777,786	800,662	852,632	6,089,365

Totals

Year 1	\$814,765	Years 11 - 20	\$30,569,781
Year 2	\$1,638,921	Years 21 - 30	\$49,665,586
Years 3 - 10	\$15,699,784	Years 1 - 30	\$98,388,838

¹ Based on a two year absorption period and a average value of \$3,965,000. Average turnover at 14.29% / year. The City receives 0.17416% of the levy; the statutory increase is 2% / year; and the average appreciation is set at 5% / year.

EXHIBIT 3 - APPENDIX B - TABLE 3 B

**EMS FEE PROJECTIONS - RESIDENTIAL ¹
 2008 SCOPE OF DEVELOPMENT
 9900 WILSHIRE DEVELOPMENT
 BEVERLY HILLS, CALIFORNIA**

Year	Group 1 39	Group 2 39	Group 3 40	Group 4 29	Group 5 29	Group 6 29	Group 7 30	Total 235
1	\$695,798	\$695,798	\$713,639					\$2,105,236
2				\$517,388	\$517,388	\$517,388	\$535,229	2,087,395
3	767,118							767,118
4		805,473						805,473
5			867,433					867,433
6				660,333				660,333
7					693,350			693,350
8						728,018		728,018
9							790,778	790,778
10	1,079,412							1,079,412
11		1,133,382						1,133,382
12			1,220,565					1,220,565
13				929,155				929,155
14					975,613			975,613
15						1,024,394		1,024,394
16							1,112,704	1,112,704
17	1,518,840							1,518,840
18		1,594,782						1,594,782
19			1,717,458					1,717,458
20				1,307,415				1,307,415
21					1,372,786			1,372,786
22						1,441,425		1,441,425
23							1,565,686	1,565,686
24	2,137,161							2,137,161
25		2,244,019						2,244,019
26			2,416,636					2,416,636
27				1,839,664				1,839,664
28					1,931,647			1,931,647
29						2,028,230		2,028,230
30							2,203,077	2,203,077

Totals

Year 1	\$2,105,236	Years 11 - 20	\$12,534,309
Year 2	\$2,087,395	Years 21 - 30	\$19,180,330
Years 3 - 10	\$6,391,914	Years 1 - 30	\$42,299,183

¹ Based on a two year absorption period and an average value of \$3,965,000. Average turnover set at 14.29% / year. The City receives \$4.50 per \$1,000 of value. The average appreciation is set at 5% / year.

EXHIBIT 3 - APPENDIX B - TABLE 3 C

**DOCUMENTARY TRANSFER FEE PROJECTIONS - RESIDENTIAL ¹
 2008 SCOPE OF DEVELOPMENT
 9900 WILSHIRE DEVELOPMENT
 BEVERLY HILLS, CALIFORNIA**

Year	Group 1	Group 2	Group 3	Group 4	Group 5	Group 6	Group 7	Total
	39	39	40	29	29	29	30	235
1	\$85,042	\$85,042	\$87,223					\$257,307
2				\$63,236	\$63,236	\$63,236	\$65,417	255,126
3	93,759							93,759
4		98,447						98,447
5			106,020					106,020
6				80,707				80,707
7					84,743			84,743
8						88,980		88,980
9							96,651	96,651
10	131,928							131,928
11		138,524						138,524
12			149,180					149,180
13				113,563				113,563
14					119,242			119,242
15						125,204		125,204
16							135,997	135,997
17	185,636							185,636
18		194,918						194,918
19			209,912					209,912
20				159,795				159,795
21					167,785			167,785
22						176,174		176,174
23							191,362	191,362
24	261,209							261,209
25		274,269						274,269
26			295,367					295,367
27				224,848				224,848
28					236,090			236,090
29						247,895		247,895
30							269,265	269,265

Totals

Year 1	\$257,307	Years 11 - 20	\$1,531,971
Year 2	\$255,126	Years 21 - 30	\$2,344,263
Years 3 - 10	\$781,234	Years 1 - 30	\$5,169,900

¹ Assumes a two year absorption period and an average value of \$3,965,000. Average turnover set at 14.29% / year. The City receives \$0.550 per \$1,000 of value. The average appreciation is set at 5% / year.

EXHIBIT 3 - APPENDIX B - TABLE 3 D

**PROPERTY TAX, EMS FEE & DOCUMENTARY TRANSFER FEE PROJECTIONS - RETAIL/RESTAURANT¹
 2008 SCOPE OF DEVELOPMENT
 9900 WILSHIRE DEVELOPMENT
 BEVERLY HILLS, CALIFORNIA**

<u>Year</u>	<u>Tax</u> ²	<u>EMS Fee</u> ³	<u>Transfer Fee</u> ⁴
1	\$19,384	\$50,085	\$6,122
2	19,772		
3	20,167		
4	20,570		
5	20,982		
6	21,401		
7	25,976	67,119	8,203
8	26,496		
9	27,026		
10	27,566		
11	28,117		
12	28,680		
13	34,811	89,945	10,993
14	35,507		
15	36,217		
16	36,941		
17	37,680		
18	38,434		
19	46,649	120,536	14,732
20	47,582		
21	48,534		
22	49,505		
23	50,495		
24	51,505		
25	62,515	161,529	19,742
26	63,765		
27	65,040		
28	66,341		
29	67,668		
30	69,021		
Totals			
Year 1	\$19,384	\$50,085	\$6,122
Year 2	\$19,772	\$0	\$0
Years 3 - 10	\$190,184	\$67,119	\$8,203
Years 11 - 20	\$370,618	\$210,481	\$25,725
Years 21 - 30	\$594,389	\$161,529	\$19,742
Years 1 - 30	\$1,194,347	\$489,214	\$59,793

¹ Based on a value of \$11,130,000. Average turnover set at 16.67% / year.

² The City receives 0.17416% of the property tax levy; the statutory increase is 2% / year; and the average appreciation is set at 5% / year.

³ The City receives \$4.50 per \$1,000 of value. The average appreciation is set at 5% / year.

⁴ The City receives \$0.550 per \$1,000 of value. The average appreciation is set at 5% / year.

EXHIBIT 3 - APPENDIX B - TABLE 3 E

OTHER FEE PROJECTIONS - RESIDENTIAL & RETAIL/RESTAURANT¹
2008 SCOPE OF DEVELOPMENT
9900 WILSHIRE DEVELOPMENT
BEVERLY HILLS, CALIFORNIA

<u>Year</u>	<u>State Subventions</u>
1	\$4,000
2	4,120
3	4,244
4	4,371
5	4,502
6	4,637
7	4,776
8	4,919
9	5,067
10	5,219
11	5,376
12	5,537
13	5,703
14	5,874
15	6,050
16	6,232
17	6,419
18	6,611
19	6,810
20	7,014
21	7,224
22	7,441
23	7,664
24	7,894
25	8,131
26	8,375
27	8,626
28	8,885
29	9,152
30	9,426

Totals

Year 1	\$4,000
Year 2	\$4,120
Years 3 - 10	\$37,736
Years 11 - 20	\$61,626
Years 21 - 30	\$82,820
Years 1 - 30	\$190,302

¹ See EXHIBIT 3 - APPENDIX B - TABLE 1 for the base year assumptions. Assumes inflationary increases of 3% / year.

EXHIBIT 4
COMPARATIVE PROFIT ANALYSIS
2008 SCOPE OF DEVELOPMENT
9900 WILSHIRE
BEVERLY HILLS, CALIFORNIA

BACKGROUND STATEMENT

The City's 2008 evaluation of the project led to the adoption of a Specific Plan and a Development Agreement for the Site. One major component of the Development Agreement is the imposition of a \$30 million Community Benefit contribution. It is important to understand that the City did not specifically evaluate the financial feasibility of the proposed project as part of the evaluation.

SUMMARY OF FINDINGS

KMA estimated the profit anticipated to be achieved under the 2008 Scope of Development (Comparative Profit Analysis) under the following conditions:

1. The profit that was anticipated to be generated under the market and financial conditions that were exhibited in 2008; and
2. The profit that could potentially be achieved by the 2008 Scope of Development under current economic conditions.

Key Issues

Significant factors that influence the analysis are:

1. Both the estimated development costs and projected sales revenues have changed dramatically since the project was originally proposed in 2008. Most notably, the Site was originally acquired for \$499.9 million, and then was resold to the current developer for \$148.3 million.
2. Before the Specific Plan and Development Agreement were approved in 2008, the original developer appealed the property tax assessment imposed on the Site. The appeal requested that the value be reduced from \$499.9 million to \$350 million.
3. The project was originally brought forward near the end of a prolonged period of hyperinflation in home sale prices. This was followed by a prolonged downturn in the real estate market.
4. The equity contribution to the project was funded largely by foreign investors when the exchange rate for foreign currency was extremely favorable. The investors were apparently willing to accept a return far lower than was commonly being paid in return for having a stable place to invest the funds. Without this equity funding source, the developer could not have secured sufficient debt and equity funds to undertake the project.

Findings

The cost and revenue comparison results can be summarized as follows:

1. The Site acquisition costs decreased by \$351.6 million.
2. The estimated construction costs for the 2008 Scope of Development are estimated to be \$61.3 million less than the costs that were estimated for the 2008 Scope of Development when it was proposed to the City.
3. The sales revenues projected to be achievable for the project in 2008 were \$261.4 million higher than the sales revenues currently projected for the 2008 Scope of Development.
4. Using the same methodology as was applied in the Value Enhancement analysis, the effective increase in the project's profit is estimated at approximately \$174 million.¹

It is KMA's opinion that it is more appropriate to compare the 2012 profit estimate to the profit threshold that would have been imposed by a typical equity investor in 2008. The best foundation for this alternative analysis is to set the Site's value at \$350 million, the assessment appeal amount the developer applied for in 2008. If that value is applied, the effective increase in project's profit between 2008 and 2012 is estimated at \$56.9 million.

METHODOLOGY AND ASSUMPTIONS

Development Cost Assumptions

The following construction cost assumptions are applied in both the pro forma analyses:

1. The direct costs assumptions include a 20% allowance for contractor costs, profit and contingencies.
2. Architecture, engineering and consulting costs; and taxes, legal and accounting costs; are based on industry standard percentages of direct costs.
3. Public permits and fees costs are estimated at \$35,000 per unit.
4. The Public Benefit Contribution to be paid by the developer is set at \$30 million.
5. Insurance costs are estimated at 3% of the projected sales revenues for the residential units.

¹ The effective profit is calculated based on the profit projected to be received as a percentage of the projected sales revenues for the project.

6. The developer is estimated to receive a fee during construction that is equal to 3% of the projected sales revenues for the residential units.
7. An allowance equal to 5% of indirect and financing costs is provided for indirect cost contingencies.
8. Sixty percent (60%) of the development costs are funded with debt, and 40% of the costs are funded with an equity contribution.
9. The predevelopment, construction and absorption period is estimated at 34 months.
10. Loan origination fees are set at 2.0 points.
11. Closing costs, sales commissions and home buyer warranty costs are set at 3%, 2% and .5% of sales revenues, respectively.

The development cost assumptions for the 2008 Scope of Development that vary between the two alternatives are presented in the following table:

	2012 Economics	2008 Economics
Site Acquisition Costs	\$148.3 million	\$499.9 million
Site Work Cost / Unit	\$32,400	\$25,000
Parking / Space	\$50,400	\$45,000
Building Costs / Square Foot	\$210	\$208
Marketing Costs / Unit	\$25,000	\$5,000
Weighted Average Cost of Funds	10.2%	7.0%

The total development costs under the two alternatives are estimated as follows:

	2012 Economics	2008 Economics
Site Acquisition Costs	\$148.3 million	\$499.9 million
Construction Costs	\$530.1 million	\$591.5 million
Total Development Costs	\$678.4 million	\$1.1 billion

Revenue Assumptions

The projected sales revenues under the two alternatives are estimated as follows:

	2012 Economics	2008 Economics
<u>Sales Price / Square Foot</u>		
Floors 1 – 5	\$1,088	\$1,251
Floors 6 – 10	\$1,258	\$1,668
Floors 11 – 14	\$1,580	\$2,085
Weighted Average	\$1,300	\$1,670
Total Sales Revenue	\$945.9 million	\$1.19 billion

Profit

The profit projections for the two alternatives are presented in the following table:

	2012 Economics	2008 Economics
Total Profit	\$254.3 million	\$102.8 million
Profit as % of Sales Revenue	27.3%	8.6%

**SUMMARY TABLE
 COMPARATIVE PROFIT - APPROVED PROJECT
 9900 WILSHIRE DEVELOPMENT
 BEVERLY HILLS, CALIFORNIA**

2008 SCOPE OF DEVELOPMENT / 2012 ECONOMICS

	SOUTH BUILDING - 132 UNITS	NORTH BUILDING - 103 UNITS	Totals
I. <u>Development Costs</u>			
Site Acquisition Costs	\$91,302,000	\$56,998,000	\$148,300,000
Construction Costs	320,995,000	209,111,000	530,106,000
Total Development Costs	\$412,297,000	\$266,109,000	\$678,406,000
Per Unit	\$3,123,000	\$2,584,000	\$2,887,000
II. <u>Sales Revenues</u>			
Total Sales Revenues	\$587,598,000	\$345,086,000	\$932,684,000
Per Square Foot Gross Livable Area	\$1,330	\$1,250	\$1,300
III. <u>Profit</u>			
Total Profit	\$175,301,000	\$78,977,000	\$254,278,000
As a % of Total Sales Revenues	29.8%	22.9%	27.3%

2008 SCOPE OF DEVELOPMENT / 2008 ECONOMICS

I. <u>Development Costs</u>		
Site Acquisition Costs		\$499,860,000
Construction Costs		591,458,000
Total Development Costs		\$1,091,318,000
Per Unit		\$4,644,000
II. <u>Sales Revenues</u>		
Total Sales Revenues		\$1,194,116,000
Per Square Foot Gross Livable Area		\$1,670
III. <u>Profit</u>		
Total Profit		\$102,798,000
As a % of Total Sales Revenues		8.6%

NET INCREMENTAL INCREASE IN PROFIT

I. Total Sales Revenues - 2012 Scope of Development	\$932,684,000
II. Threshold Profit As a % of Total Sales Revenues	8.6%
III. Threshold Profit - 2012 Scope of Development	\$80,292,000
IV. Projected Profit - 2012 Scope of Development	\$254,278,000
V. Net Incremental Increase in Profit	\$173,986,000

ATTACHMENT 5

Architectural Plans Showing Approved Revisions

Provided Under Separate Cover