



Attachment E
Past Planning Commission and City Council Resolutions
(Separate Attachment)

RESOLUTION NO. 1498

RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS RECOMMENDING THAT THE CITY COUNCIL CERTIFY THE ENVIRONMENTAL IMPACT REPORT FOR THE 9900 WILSHIRE PROJECT CONSISTING OF LUXURY RESIDENTIAL CONDOMINIUMS, PUBLIC GARDENS, AND ANCILLARY COMMERCIAL USES; MAKE ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; ADOPT A STATEMENT OF OVERRIDING CONSIDERATIONS; AND ADOPT A MITIGATION MONITORING AND REPORTING PROGRAM; FOR PROPERTY KNOWN AS 9900 WILSHIRE BOULEVARD (THE FORMER ROBINSONS-MAY DEPARTMENT STORE SITE)

The Planning Commission 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 residential condominium project with commercial space, public and private gardens and subterranean parking (the "Project"). A Draft Environmental Impact Report (the "Draft EIR") dated August 2007 (State Clearinghouse No. 2006071107) was prepared for the Project. Section 3.0 of the Draft EIR 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 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. 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 configurations 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. 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 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. 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 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'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 (collectively the "Hearings"), as well as concerns raised by the Commission itself, the Planning Commission 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 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, which are set back farther from the western property line, and the Los Angeles Country Club, than 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 curbline, 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 revised project is referred to herein as the "Revised Project."

Between the analysis of the originally proposed Project, the analysis of the six alternatives, and the analysis of the five additional variations on alternatives as discussed in

Section 6 above, the potential impacts of the Revised Project have been fully assessed, fully disclosed, and 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.

The Applicant requests approval of the Revised Project, which addresses environmental impacts and other Planning Commission concerns.

Section 9. 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 February 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 and the revisions to the Draft EIR, the Planning Commission concluded 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 10. The Final Environmental Impact Report (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.

Section 11. 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 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 12. The Planning Commission 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 13. The Planning Commission has independently reviewed and considered the contents of the Final EIR prior to deciding whether to recommend approval of the Revised Project to the City Council. The Planning Commission hereby finds that the Final EIR reflects the independent judgment of the City and the Planning Commission. The Planning Commission further finds that the additional information provided in the staff reports, in the responses to comments received during circulation of the Draft EIR, and recirculation of the traffic, noise and air quality sections, and in the evidence presented in written and oral testimony presented at the Hearings, does not constitute new information requiring recirculation of the EIR under CEQA. None of the information presented to the Planning Commission has deprived the public of a meaningful opportunity to comment upon a substantial environmental impact of the Project or a feasible mitigation measure or alternative that the City has declined to implement.

Section 14. The Planning Commission finds that the comments regarding the Draft EIR and the responses to those comments have been received by the City; that the Planning Commission received public testimony regarding the adequacy of the EIR; and that the Planning Commission, as an advisory body for the lead agency, has reviewed and considered all such documents and testimony prior to making its recommendation on the Project. The Planning Commission hereby recommends that the City Council, pursuant to Guidelines Section 15090, certify that the Final EIR has been completed in compliance with CEQA.

Section 15. Based upon the Final EIR and the record before the Planning Commission, the Planning Commission finds, and recommends that the City Council find, 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); Land Use and Planning; 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 16. Upon considering 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 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 finds 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.

Section 17. Based upon the Final EIR and record before the Planning Commission, the Planning Commission finds, and recommends that the City Council find, 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); Land Use and Planning; 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 the impacts remain significant.

Section 18. The EIR describes, and the Planning Commission 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 on considered by the Planning Commission, the Planning Commission hereby makes the findings, and recommends that the City Council 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, will reduce, although not to a level of less than significant, otherwise unmitigable impacts to aesthetics and land use compatibility. As such, the Planning Commission recommends that the City Council adopt a variation on the project that is substantially similar to the Revised Project, and find all other alternatives and variations infeasible for the reasons set forth in Exhibit A.

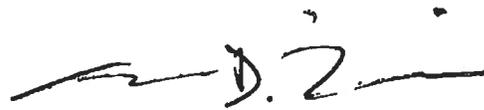
Section 19. For the Aesthetics (Visual Character and Quality, Views, Cumulative Visual Character and Quality, and Cumulative Views); Air Quality (Short Term Construction, Localized Significant Thresholds – Construction, Cumulative Construction) Cultural Resources (Historical Resources; Cumulative Historical Resources); Land Use and Planning; and Noise (Construction, Cumulative Construction, Vibration from Construction, Cumulative Vibration from Construction) impacts identified in the Final EIR as “significant and unavoidable,” the Planning Commission hereby recommends that the City Council adopt the “Statement of Overriding Considerations” as set forth in Exhibit B, which is attached hereto and incorporated herein by reference. The Planning Commission finds, and recommends that

the City Council find that each of the overriding benefits, by itself, would justify proceeding with the Revised Project despite and significant unavoidable impacts identified in the Final EIR or alleged to be significant in the record of proceedings.

Section 20. The Planning Commission hereby recommends that the City Council adopt the mitigation measures set forth in the Mitigation Monitoring and Reporting Program, attached hereto as Exhibit C and incorporated herein by this reference, and impose each mitigation measure as a condition of Project approval. The Planning Commission further recommends that the City Council adopt the "Mitigation Monitoring and Reporting Program," attached hereto and incorporated herein by reference. City staff would thereafter be responsible for implementation and monitoring the mitigation measures as described in Exhibit C.

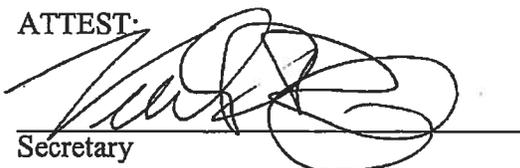
Section 21. The Secretary shall certify to the adoption of this Resolution, and shall cause this Resolution and his certification to be entered into the Book of Resolutions of the Planning Commission of the City.

Adopted: February 21, 2008



Noah D. Furie
Chair of the Planning Commission
of the City of Beverly Hills, California

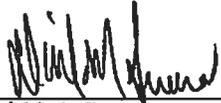
ATTEST:



Secretary

[Signatures continue on next page.]

Approved as to form:



David M. Snow
Assistant City Attorney

Approved as to content:



Vincent P. Bertoni, AICP
Director of Community Development



David D. Gustavson
Director of Public Works & Transportation

EXHIBIT A

Findings and Facts in Support of Findings

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 totaling _____ (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.

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

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. (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.

III. Background

The applicant's original proposal consisted of two 12-story residential tower buildings, four-story loft buildings, retail and commercial 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.

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. The Revised Project is similar to, but less intense than, Alternative 5A.

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 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. The applicant has sometimes referred to this as Alternative 5B-1. The revised project is referred to herein as the "Revised Project."

Between the analysis of the originally Proposed Project, and that contained in the analysis of the six alternatives, and five additional variations on alternatives as discussed in Section VIII below, 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 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 and increases 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 and increases 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 and increases 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 proposed Project would have a less than significant impact without the imposition of mitigation on a number of environmental topic areas, listed below. A less than significant environmental impact determination was made for each of the following topic areas, 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 proposed Project would not obstruct, interrupt, or diminish a valued focal or panoramic view.
2. Development of the proposed 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 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'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 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 finds, and recommends that the City Council find 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 considering the entirety of the evidence the Planning Commission concludes that Appendix 4.1 of the Draft EIR and the various shade and shadow exhibits prepared by the environmental consultants are more persuasive than contrary evidence offered on behalf of the LACC. The Commission bases its finding that the 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.”

B. AIR QUALITY

1. Development of the proposed 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 proposed 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 proposed 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 proposed Project would not have the potential to create, or be subjected to, an objectionable odor that could impact sensitive receptors.
5. Development of the proposed 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 proposed 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 proposed 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 proposed 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 proposed 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 proposed 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 proposed 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 proposed 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 proposed 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 proposed 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 proposed 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 proposed 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 proposed 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. (This threshold is from Appendix G, Utilities and Service Systems.)

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 proposed 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 proposed 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 proposed Project would not create a demand for additional fire stations, department personnel, and/or equipment.

I. POLICE PROTECTION

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

J. SCHOOLS

1. Development of the proposed Project would not result in a significant impact to school services if the project would increase demand for the level of school services or create a substantial need for additional schools in the area.

K. RECREATION AND PARKS

1. Development of the proposed Project would not result in a significant impact on recreation and parks if the proposed Project would increase demand for the level of parks services or create a substantial need for additional parks in the area.

L. LIBRARY SERVICES

1. Development of the proposed Project would not be considered to have a significant impact on library services if it would increase demand for the level of library services or create a substantial need for additional libraries in the area.

M. TRANSPORTATION AND TRAFFIC

1. Development of the proposed 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 for with project traffic condition.
2. Development of the proposed 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 for with project traffic condition.
3. Development of the proposed 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 25 percent or more on a residential street with a daily traffic volume of less than 3,750.
4. Development of the proposed 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 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 proposed 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 proposed Project would not cause a significant impact on a Congestion Management Plan (CMP) intersection, since the proposed 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 proposed Project would not cause a significant impact for alternative forms of transportation, since the proposed Project would not conflict with adopted policies, plans, or programs supporting alternative transportation.
8. Development of the proposed Project would not cause a significant impact for pedestrian facilities, since the proposed Project would not disrupt existing pedestrian facilities. This can include adding new vehicular, pedestrian or bicycle traffic to an area experiencing pedestrian safety concerns such as an adjacent crosswalk or school, particularly if the added traffic reduces the number of pedestrian acceptable gaps at un-signalized crossings or cause queues to spillback through pedestrian crossings.
9. Development of the proposed Project would not cause a significant impact for pedestrian facilities, since the proposed Project would not interfere with planned pedestrian facilities. In existing and/or planned urbanized areas, main streets or pedestrian districts, this can include impacts to the quality of the walking environment.
10. Development of the proposed Project would not cause a significant impact for pedestrian facilities, since the proposed Project would not conflict with or create inconsistencies with adopted pedestrian system plans, guidelines, policies or standards.
11. Development of the proposed Project would not cause a significant impact since the proposed 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 proposed Project would not cause a significant impact for project parking, since the proposed Project would not design parking areas that fail to meet City standard design guidelines.
13. Development of the proposed Project would not cause a significant impact for project parking, since the proposed Project would not fail to provide a sufficient quantity of on-site parking for vehicles.
14. Development of the proposed Project would not cause a significant impact for project parking, since the proposed Project would not increase off-site parking above that which is provided in the immediate project area.
15. Development of the proposed Project would not cause a significant impact for risk of off-site intersection collision, since the proposed 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 proposed Project would not cause a significant impact for

risk of off-site intersection collision, since the proposed 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 proposed 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 proposed Project would comply with federal, state, and local statutes and regulations related to solid waste.

O. ENERGY

1. Development of the proposed 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 in regard to 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 aesthetic, light, and glare impacts.

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 mitigate 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 proposed 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, 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 is 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, 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.

(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, 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.

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 VI 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 in regard to geology and soils impacts 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 proposed 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 proposed 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 proposed 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 in regard to 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 proposed 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.

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 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.

E. HYDROLOGY AND WATER QUALITY

The Project's potential in regard to hazards and hazardous materials 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. 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 in regard to noise impacts that can be mitigated or are otherwise less than significant is 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, which would be closer to the Western side of the site. 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 section concluded that, with mitigation, all potential impacts would be less than significant.

G. FIRE PROTECTION AND EMERGENCY SERVICES

The Project's potential in regard to fire protection impacts that can be mitigated or are otherwise less than significant is 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 traffic impacts at the intersection and associated with implementation of the proposed Project, 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" 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-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. 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 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.

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 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:

- ξ Maintain existing access for land uses in the proximity of the project site during project construction.
- ξ Schedule deliveries and pick-ups of construction materials for non-peak travel periods.
- ξ Coordinate haul trucks, deliveries and pick-ups to reduce the potential for trucks waiting to load or unload for protracted periods of time.
- ξ 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.
- ξ Construction equipment traffic from the contractors shall be controlled by flagman.
- ξ Designated transport routes for heavy trucks and haul trucks to be used over the duration of the proposed project.
- ξ Schedule vehicle movements to ensure that there are no vehicles waiting off site and impeding public traffic flow on the surrounding streets.
- ξ 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.
- ξ 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.

- ξ Coordinate with adjacent businesses and emergency service providers to ensure adequate access exists to the project site and neighboring businesses.
- ξ 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 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.
- ξ 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:

- ξ 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;
- ξ 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
- ξ 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:

- ξ 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;
- ξ 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
- ξ 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 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 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 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. 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 cumulatively considerable and therefore potentially significant construction traffic 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 measure imposed upon the Project mitigates 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 parking in areas adjacent to the site instead at the designated off-site locations. Since construction phases of the proposed Project and the Beverly Hilton Revitalization Plan would likely overlap, the availability of enough parking for construction workers for both projects has the potential to result in a parking deficit such that construction workers would potentially park in areas surrounding the two project sites. Therefore, the lack of available parking for construction workers would result in a cumulatively significant short-term parking impact.

However, with implementation of cumulative mitigation measure MM-TRAF-9, cumulative impacts associated with truck traffic, delivery of construction material and equipment, and construction workers parking would be reduced to less than significant.

No cumulatively considerable impacts associated with operation of the proposed 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 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 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, and land use and planning 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 conflict with General Plan Land Use Element Objective 3, "Areas of Transitional Conflict," and Objective 4, "Scale of the City," and with Land Use Element development criteria recommending compatibility between commercial and residential areas. This 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. Conflicts would remain with the Land Use Element Objective 3, Areas of Transitional Conflict, and

Objective 4, Scale of the City. The project would also conflict with Land Use Element development criteria for commercial areas that recommend new development complement the scale and character of adjacent residential areas. Accordingly, the Project would alter the visual character and quality of the site and its surroundings, which is a potentially significant impact. Nonetheless, the Project is consistent with the General Plan, as proposed to be amended, in conjunction with this Project. The project has been modified to reduce the level of impact, even though the impact remains significant. The modifications that reduce the 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 progress 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. The City's changing vision for this area of the city as being appropriate for higher density development is both a social and an economic consideration that makes infeasible other mitigation and alternatives that may have less impact through less density. However, as discussed in Section VIII below, Alternative 5A, which is similar but more intensive than the Revised Project, is a feasible way to lessen the severity of the impact. 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. Any remaining, unavoidable significant effects after available Draft EIR mitigation measures are implemented are acceptable when balanced against the facts set forth therein.

2. Visual Character and Quality

The proposed 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, 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*

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 proposed Project, the adjacent Beverly Hilton Revitalization Plan would introduce new tower buildings, approximately 150 feet in height, that would result in visual and height incompatibilities with surrounding land uses. The proposed Project, in combination with this neighboring project, would substantially alter the visual character of the surrounding area and would therefore result in cumulatively considerable 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 into foregoing Section III of this Resolution to substantially lessen the impacts. The cumulative impact, however, remains significant. The City's changing vision for this area of the city as being appropriate for higher density development is a social and an economic consideration

that make infeasible other mitigation or alternatives that may have less impact through less density.

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.

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, however, changes or alterations have been required in or incorporated into, the project which substantially lessen the significant impacts 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. The City's changing vision for this area of the city as being appropriate for higher density development is both a social and an economic consideration that makes infeasible other mitigations or alternatives that may have less height and density.

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.

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, 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*

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. The City's changing vision for this area of the city as being appropriate for higher density development is both a social and an economic consideration that makes infeasible other mitigations or alternatives that may have less density.

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.

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 avoid or 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:

- ξ The third-party consultant shall be approved by the City of Beverly Hills Planning Department.
- ξ Costs for the monitoring network and tests by the third-party consultant shall be borne by the project applicant.
- ξ 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.

- ξ The monitoring network shall include at least one anemometer to measure wind speeds and directions.
- ξ 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.
- ξ Each monitoring station shall be sited in a location with access to necessary infrastructure (e.g., electricity needs, foundation requirements, internet connectivity).
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ Corrective measures shall be implemented immediately provided that it is safe to do so. 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 it is 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.

- ξ 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.

- ξ 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).
- ξ 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.
- ξ 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 it is 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 on potential health impacts is to reduce the 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, and therefore is found to be infeasible. 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 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 avoid or 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 EIR utilized the "Final Localized Significant Threshold Methodology and Final Methodology to calculate Particulate Matter (PM) 2.5" and "PM 2.5 Significance Thresholds" published by the South Coast Air Quality Management District in assessing potential impacts on sensitive receptors, such as residential areas and El Rodeo School.

The LST analysis shows that maximum 24-hour PM10 concentrations are anticipated to exceed the threshold of significance established by SCAQMD 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 established by SCAQMD 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. 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 exceedances occur. The Council finds that no other feasible mitigation to further reduce impacts has been identified. Thus the short term construction impact remains significant.

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 avoid or 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.

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 status have been required. Nonetheless, this is considered a significant and unavoidable impact.

C. CULTURAL RESOURCES

1. Historical Resources

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.

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 avoid or substantially lessen the significant environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure lessens 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 15069.6; 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.

Further, the EIR considered Alternative 4 – Preservation/Reuse of the Robinsons-May building. This Alternative contemplated residential uses, reuse of the building, and loss of the public and private gardens. This Alternative would avoid significant impacts to cultural resources and land use and planning, while increasing the level of impacts relative to solid waste generation, electricity and natural gas consumption due to the increased commercial activities. Because this Alternative would not meet all the project objectives, would result in greater impacts than the proposed Project and would not meet the social and economic considerations at the City envisions, reuse of the site with higher density developments, this Alternative is not a feasible way to avoid the significant impact on historical resources.

2. Cumulative 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 avoid or substantially lessen the significant cumulative environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure lessens 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 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.

As discussed in Section VII.C.1(b) above, the EIR analyzed Alternative 4 – Preservation/Reuse of the Robinsons-May building, but concludes that that Alternative is not a feasible way to avoid either project specific or cumulative historical impacts.

D. LAND USE AND PLANNING

1. Proposed Project

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 proposed Project would be generally consistent with most of the Elements of the City of Beverly Hills General Plan and with the City of Beverly Hills Municipal Code.

However, the proposed 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 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, and specific economic, social or other considerations make infeasible the mitigation measures or project alternatives in the EIR.

(b) *Facts in Support of Findings*

Implementation of the proposed Project has the potential to conflict with two objectives within the Land Use Element of the General Plan 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. Therefore, the proposed Project would conflict with objectives included in the Land Use Element such that significant land use impacts would result.

During the Planning Commission's review of the Project at the various hearings, requests for project revisions were made. In response to those requests, the Project has been revised to address some of 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. Further, the general plan amendment contemplated to allow the Project would reflect a change in land use policy for the project and represents both social and economic considerations that make infeasible mitigation or project alternatives that would substantially reduce the height of the structures. Compared to existing conditions and the status of the general plan prior to any contemplated amendments, the impact remains significant even though the impacts have been reduced by the Revised Project.

2. Proposed Project

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, would conflict with goals related to landmark preservation in the General Plan Land Use Conservation Element. This is 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 as identified in the Draft EIR. Specifically, the following mitigation measure lessens 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.

(b) *Facts in Support of Findings*

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. Impacts from inconsistency with the Conservation Element would be significant and unavoidable.

The Conservation Element focuses on the preservation and conservation of water conservation, solar energy, and landmark preservation. As discussed above, the proposed Project would not conflict with or affect implementation of recommendations related to water conservation or solar energy; however, with the demolition of the Robinsons-May building, determined to be eligible for listing in the California Register of Historic Resources, as determined in the Cultural Resources Technical Report included in Appendix 4.3 and summarized in Section 4.3, Cultural Resources, of the Draft EIR, implementation of the proposed Project has the potential to conflict with the recommendations contained in the Conservation Element relative to landmark preservation. As such, this inconsistency with the Conservation Element would constitute a significant land use impact.

Further, the EIR considered Alternative 4 – Preservation/Reuse of the Robinsons-May Building. Alternative 4 contemplated residential uses, re-use of the Robinsons-May Building and loss of public and private gardens. This Alternative would avoid significant impacts to cultural resources and thus the inconsistency with the Conservation Element policy, however, would result in increased impacts in other areas. Because this Alternative would not fully meet the project objectives, would not meet the social and economic considerations of the City that envision re-use of the site with higher density development, this

Alternative is not a feasible way to avoid the significant land use and planning impact related to conservation policy. The impact is substantially lessened through the imposition of mitigation measure MM-CR-1 and MM- CR-2, as well as changes in the Project as described in Section III above.

3. Cumulative Impacts

The 9900 Wilshire project, 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 adjacent Beverly Hilton was found to be potentially eligible for listing in the National Register and California Register and is considered a historical resource for purposes of CEQA. Portions of the hotel are proposed for demolition as part of the Beverly Hilton Revitalization Plan. Accordingly, the proposed Project, considered together with the Beverly Hilton Revitalization Plan, would result in cumulatively significant land use impacts as the result of inconsistency with General Plan Conservation Element goals related to landmark preservation.

(a) *Findings*

Changes or alterations have been required in, or incorporated into the Project that avoid or substantially lessen the significant cumulative environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure lessens 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 the mitigation measures or project alternatives.

(b) *Facts in Support of Findings*

The Conservation Element focuses on the preservation and conservation of water conservation, solar energy, and landmark preservation. The proposed Project would not conflict with or affect implementation of recommendations related to water conservation or solar energy; however, with the demolition of the Robinsons-May building, determined to be eligible for listing the California Register of Historic Resources, as determined in the Cultural Resources Technical Report included in **Appendix 4.3** and summarized in **Section 4.3, Cultural Resources**, of the **Draft EIR**, implementation of the proposed Project has the potential to conflict with the recommendations contained in the Conservation Element relative to landmark preservation. As such, this inconsistency with the Conservation Element of the General Plan results in a significant land use impact.

During the Planning Commission's review of the project at the various hearings, requests for project revisions were made. In response to those requests, the Project has been revised to address some of the potential conflict with the Land Use Element policies. As discussed in Section III above, 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. Further, the general plan amendment contemplated to allow the project would reflect a change in land use policy for the project site and represents both social and economic considerations that make infeasible mitigation or project alternatives that would substantially reduce the height of the structures. The Planning Commission has undertaken a similar process with the adjacent Beverly Hilton Revitalization project in order to address the cumulative impacts of these projects. Compared to existing conditions and the status of the general plan prior to any contemplated amendments, the impacts remain cumulatively significant even though the impacts have been reduced by revisions incorporated into the project and potential revisions to the separate Beverly Hilton Revitalization project.

Further, the EIR considered Alternative 4 - Preservation/Reuse of the Robinsons-May Building. Alternative 4 contemplated residential uses, reuse of the Robinsons-May Building and loss of public and private gardens. This Alternative would avoid significant impacts to cultural resources and thus the inconsistency with the Conservation Element policy, however, would result in increased impacts in other areas. Because this Alternative would not fully meet the project objectives, would not meet the social and economic considerations of the City that envision reuse of the site with higher density development, this Alternative is not a feasible way to avoid the significant cumulative land use and planning impact related to conservation policy. Revisions to the Project, in conjunction with potential revisions to the Beverly Hilton Revitalization project and mitigation measure MM-CR-1 and MM-CR-2 would reduce the level of impact, although not to a level that is less than significant.

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. 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:

- ξ 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 in the City Municipal Code. Any deviations from these standards shall require the written approval of the Community Development Director.
- ξ 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).
- ξ 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
- ξ All stationary construction equipment (e.g., air compressor, generators, etc.) shall be operated as far away from the multi-family residential uses to the south 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.
- ξ 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.).
- ξ 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 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. 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.

³ U.S. Department of Housing and Urban Development. *The Noise Guidebook*. 1985.
B0785-1425\1031997v4.doc A-53

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 proposed Project would result in a cumulatively considerable and therefore significant contribution to cumulatively significant noise impacts. Additionally, during construction, the proposed 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:

- ξ All temporary roadway closures shall be coordinated to limit overlap of roadway closures;
- ξ 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;
- ξ 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
- ξ 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 proposed 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 proposed 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 proposed 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's permitted construction hours (8:00 AM to 6:00 PM on weekdays) generally overlap with the peak activity times at the El Rodeo School to the north. Therefore, although the cumulative impacts from construction undertaken outside of the standard construction hours are significant and unavoidable, allowing construction outside of the normal permitted hours would help reduce the level of impact to the schools, however, this would not reduce the cumulative impact to less than significant.

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 proposed Project site. Additionally, development of the proposed 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 on is considered speculative. While development of the proposed 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. 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. 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. 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 configurations are referred to as Alternatives 5A, 7, 8, 9, and 10. 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 alternatives 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 below. Further, because these variations are not considered new alternatives, and are not considerably different from others analyzed, and parts of these variations have been accepted by the Applicant, incorporation of these variations does not require recirculation 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 fewer significant and unavoidable impacts in comparison to the proposed Project and with implementation of the No Project Alternative, several of the significant and unavoidable impacts associated with the proposed Project would be reduced and/or avoided. Specifically, the following significant impacts would be avoided:

- ξ **Aesthetics and Views** – The proposed Project would conflict with two objectives within the Land Use Element of the General Plan such that the visual character of the site and surrounding area would be substantially altered.
- ξ **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.
- ξ **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.
- ξ **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.
- ξ **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*.
- ξ **Land Use and Planning** – The proposed Project would conflict with two objectives within the Land Use Element of the General Plan and one program included in the Conservation Element

such that significant land use impacts would result from inconsistency with the City's General Plan.

- ξ 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.
- ξ 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, as discussed above, greater impacts to operational air quality, operational noise, traffic regarding LOS and safety, solid waste, electricity and natural gas use would result from implementation of the No Project Alternative in comparison to the proposed Project. The proposed project, which is primarily residential in character, 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 use such as commercial would have significant traffic impacts that would not result under development of the Project.

(a) Objectives Fully Met by Alternative:

- ξ The No Project / No Development Alternative would not achieve any of the Project objectives, however, re-use of the existing building has the potential to provide tax dollars at a higher rate that had been historically generated by the Robinsons-May department store.

(b) Objectives Partially Met by Alternative:

None

(c) Objectives Not Met by Alternative:

- ξ 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.
- ξ 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.
- ξ To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.
- ξ 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.
- ξ To redevelop the project site in a manner that does not substantially increase the traffic impacts and related operationally air quality and noise impacts associated with the Existing

Building.

- ξ 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.
- ξ 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.
- ξ To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- ξ 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.
- ξ 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.
- ξ 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 substantially the traffic on Merv Griffin Way.
- ξ 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.
- ξ To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.
- ξ To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.

Implementation of Alternative 1 would not achieve any of the main objectives of this project, except that it is possible a highly successful new retail operation in the existing building could provide annual net revenue to the City of Beverly Hills that exceeds the revenue the City received from the recent commercial operations of the Robinsons-May department store.

Alternative 1 would not provide needed housing and would have greater environmental impacts than the Project or the Revised Project.

3. Conclusion Regarding Alternative One.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative 1 as infeasible and by itself, independent of any other reason, would justify rejection of Alternative 1.

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:

- ξ **Aesthetics and Views** – The proposed Project would conflict with two objectives within the Land Use Element of the General Plan such that the visual character of the site and surrounding area would be substantially altered.
- ξ **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.
- ξ **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 proposed Project would also occur:

- ξ **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.
- ξ **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.
- ξ **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*.
- ξ **Land Use and Planning** – The proposed Project would conflict with one program included in

the Conservation Element of the General Plan such that significant land use impacts would result from inconsistency with the General Plan program.

ξ 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.

ξ 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 Fully Met by Alternative:*

ξ 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.

ξ 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.

ξ To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.

ξ To provide annual net revenue to the City that substantially exceeds the revenue the City received from the recent commercial operations of the Robinsons-May department store in the Existing Building.

(b) *Objectives Partially Met by Alternative:*

None.

(c) *Objectives Not Met by Alternative:*

ξ 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.

ξ To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.

ξ 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.

ξ 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.

- ξ 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.
- ξ To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.

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

3. Conclusion Regarding Alternative Two.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative 2 as infeasible and by itself, independent of any other reason, would justify rejection of Alternative 2.

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

1. Summary of Alternative

Under this Alternative, the principal components of the proposed 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 proposed Project:

- ξ **Aesthetics and Views** – The proposed Project would conflict with two objectives within the Land Use Element of the General Plan such that the visual character of the project site and surrounding area would be substantially altered.
- ξ **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, with implementation of Alternative 3, the following same significant and unavoidable impacts would remain:

- ξ **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.
- ξ **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.
- ξ **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.
- ξ **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.
- ξ **Land Use and Planning** – The proposed Project would conflict with one program included in the Conservation Element of the General Plan such that significant land use impacts associated with inconsistency with the General Plan would occur.
- ξ **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.
- ξ **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 proposed Project would result from implementation of the Reduced Density Alternative. Additionally, Alternative 3 would reduce impacts, in comparison to the proposed Project, relative to aesthetics, land use and planning, construction-related and operational air emissions, operational noise, population and housing, public services, transportation and traffic, and utilities and service systems. 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 Fully Met by Alternative:*

The Reduced Density Alternative would result in the implementation of a project similar to the proposed Project; however, the overall density of the project would be reduced by 35 percent. As such, all project objectives would also be achieved under this project Alternative, but not to the same extent as with implementation of the proposed Project.

(b) *Objectives Partially Met by Alternative:*

- ξ 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.
- ξ 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.
- ξ To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.
- ξ To provide annual net revenue to the City that substantially exceeds the revenue the City received from the recent commercial operations of the Robinsons-May department store in the Existing Building.
- ξ 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.
- ξ To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide new housing within the City without having to tear down existing rental units or

otherwise displace existing housing.

- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.

(c) Objectives Not Met by Alternative:

This Alternative would meet the primary objectives, however, as noted above, the reduced density would not meet the full scope of the project objectives because of the reduction in density, project design changes, and reduced economic benefits of the Project to the City.

3. Conclusion Regarding Alternative 3.

No additional significant impacts above and beyond those identified for the proposed Project would result from implementation of the Reduced Density Alternative. Additionally, Alternative 3 would reduce impacts, in comparison to the proposed Project, relative to aesthetics, land use and planning, construction-related and operational air emissions, operational noise, population and housing, public services, transportation and traffic, and utilities and service systems. However, project objectives would not be achieved to the same extent as with implementation of the proposed Project.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative 3 as infeasible and by itself, independent of any other reason, would justify rejection of Alternative 3.

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 proposed Project:

- ξ **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*.
- ξ **Land Use and Planning** – The proposed Project would conflict with one program within the Conservation Element of the General Plan related to the demolition of an historic resource such that significant land use impacts would result from inconsistency with the City's General Plan.

However, Alternative 4 would only meet some of the project objectives, as described below.

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

- ξ **Aesthetics and Views** – The proposed Project would conflict with two objectives within the Land Use Element of the General Plan such that the visual character of the project site and surrounding area would be substantially altered.
- ξ **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.
- ξ **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.
- ξ **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.
- ξ **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 Fully Met by Alternative:*

- ξ 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.

- ξ 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.
- ξ 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.
- ξ To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- ξ 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.
- ξ 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.
- ξ To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.
- ξ To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.

(b) Objectives Partially Met by Alternative:

- ξ 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.
- ξ To provide annual net revenue to the City that substantially exceeds the revenue the City would receive from commercial operations on the project site.

(c) Objectives Not Met by Alternative:

- ξ 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.
- ξ To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.
- ξ 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.

- ξ 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.
- ξ 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.

Alternative 4 would result in greater impacts than the proposed Project relative to solid waste generation and electricity and natural gas consumption due to the increased commercial activities proposed within the preservation and reuse of the Robinsons-May building. Comparable impacts would occur for this Alternative and the proposed Project relative to aesthetics, geology and soils, hydrology and water quality, construction-related noise, population and housing, and fire protection services. Fewer impacts would result with the implementation of Alternative 4 to operational air emissions, cultural resources, hazards and hazardous materials, land use and planning, police protection, schools, recreation and parks, libraries, transportation and traffic, water, and wastewater. In addition, implementation of Alternative 4 would reduce the level of significance associated with construction-related air quality impacts compared to the proposed Project. However, five objectives of the proposed Project would not be achieved under Alternative 4.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative 4 as infeasible and by itself, independent of any other reason, would justify rejection of Alternative 4.

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

1. Summary of Alternative

This Alternative is similar to the proposed 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 proposed

Project. These significant and unavoidable adverse impacts include:

- ξ **Aesthetics and Views** – The proposed Project would conflict with two objectives within the Land Use Element of the General Plan such that the visual character of the site and surrounding area would be substantially altered.
- ξ **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.
- ξ **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.
- ξ **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.
- ξ **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.
- ξ **Land Use and Planning** – The proposed Project would conflict with two objectives within the Land Use Element of the General Plan and one program included in the Conservation Element such that significant land use impacts would result from inconsistency with the City's General Plan.
- ξ **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.
- ξ **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 Alternative would not avoid or reduce the severity of any identified potentially significant impacts associated with the proposed Project. Additionally, as discussed above, all impacts associated with this project Alternative would be comparable to impacts associated with the proposed Project.

(a) Objectives Fully Met by Alternative:

The Modified Height and Configuration of the North/South Buildings Alternative would result in the implementation of a project similar to the proposed Project; however, the North Tower Building height would be reduced, the South Tower Building height would increase, the North Tower Buildings would be set back further from Wilshire Boulevard, 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.

- ξ 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.
- ξ 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.
- ξ To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.

- ξ To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.
- ξ To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.
- ξ To provide annual net revenue to the City that substantially exceeds the revenue the City would receive from commercial operations on the project site.

(b) *Objectives Partially Met by Alternative:*

None

(c) *Objectives Not Met by Alternative:*

None

3. Conclusions 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 proposed Project. Additionally, as discussed above, all impacts associated with this project Alternative would be comparable to impacts associated with the proposed Project.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative 5 as infeasible and by itself, independent of any other reason, would justify rejection of Alternative 5.

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 proposed 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 proposed 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:

- ξ **Aesthetics and Views** – The proposed Project would conflict with two objectives within the Land Use Element of the General Plan such that the visual character of the project site and

surrounding area would be substantially altered.

- ξ **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.
- ξ **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 General Plan.

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

- ξ **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.
- ξ **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.
- ξ **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.
- ξ **Land Use and Planning** – The proposed Project and Alternative 5A would both conflict with two objectives within the Land Use Element of the General Plan and one program included in the Conservation Element such that significant land use impacts would result from inconsistency with the City's General Plan. Alternative 5A would have similar impacts as the proposed Project, but the Planning Commission found that the impacts of Alternative 7 would be less severe due to the setbacks from Wilshire Boulevard and the stepped height of the North Building each of which would make this Alternative more in keeping with existing scale of the City and lessen transitional conflict.
- ξ **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.
- ξ **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.

Implementation of this Alternative would result in fewer aesthetic character and view, light and glare, shade and shadow, and land use and planning impacts when compared to the proposed Project. All other impacts would be comparable to those associated with the proposed Project.

(a) Objectives Fully Met by Alternative:

The Building Reconfiguration Alternative would result in the construction of the same number of luxury condominium units and the same square footage of retail and restaurant space; however, the proposed uses would be separated into five separate five-story, 60-foot tall buildings covering the majority of the

project site. Therefore, implementation of this project Alternative would achieve most, but not all, of the project objectives.

- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.
- ξ To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.
- ξ To provide annual net revenue to the City that substantially exceeds the revenue the City would receive from commercial operations on the project site.

(b) Objectives Partially Met by Alternative:

None.

(c) *Objectives Not Met by Alternative:*

- ξ 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.
- ξ 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.
- ξ To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.
- ξ 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.

3. Conclusion Regarding Alternative 6.

Implementation of this Alternative would result in fewer aesthetic character and view, light and glare, shade and shadow, and land use and planning impacts when compared to the proposed Project. All other impacts would be comparable to those associated with the proposed Project. However, the key project objectives described above would not be achieved through implementation of Alternative 6.

The City Council hereby finds that each of the reasons 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.

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 and 10, follows.

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

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 proposed project. 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, comparable 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 proposed 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 result in some of same significant and unavoidable impacts associated with implementing the proposed Project, but the severity of some of those impacts would be lessened under this alternative. These significant and unavoidable adverse impacts include:

- ξ **Aesthetics and Views** – The proposed Project would conflict with two objectives within the Land Use Element of the General Plan such that the visual character of the site and surrounding area would be substantially altered. Although this alternative would introduce building heights in excess of those in the project area, the North Building would be set back farther from the Wilshire Boulevard curblineline 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 originally proposed Project as to Aesthetics, even though the impacts would remain significant and unmitigable.
- ξ **Aesthetics and Views** – The North and South Tower Buildings would continue obstruct panoramic views from west-facing guestrooms in the adjacent Wilshire Tower hotel building of The Beverly Hilton.
- ξ **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 proposed Project.
- ξ **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 proposed Project.
- ξ **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 proposed Project.
- ξ **Land Use and Planning** – The proposed Project and Alternative 5A would both conflict with two objectives within the Land Use Element of the General Plan and one program included in the Conservation Element such that significant land use impacts would result from inconsistency with the City's General Plan.

ξ 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.

ξ 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 proposed Project.

Alternative 5A would reduce the severity of the Aesthetic and Land Use impacts associated with the proposed Project, and otherwise would have impacts that are comparable to impacts associated with the proposed Project. Although the height of the South Building would be increased above that of the proposed 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, 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 5A would result in the implementation of a project similar to the proposed 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, and, the South Tower Building height would increase, the North Tower Buildings would be set back further from Wilshire Boulevard. As such, all project objectives would also be achieved under this project Alternative.

ξ 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.

ξ 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.

ξ To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.

ξ 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.

ξ 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.

ξ 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.

- ξ 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.
- ξ To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.
- ξ To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.
- ξ To provide annual net revenue to the City that substantially exceeds the revenue the City would receive from commercial operations on the project site.

(b) Objectives Partially Met by Alternative:

None

(c) Objectives Not Met by Alternative:

None

Alternative 5A would reduce the severity of the Aesthetic impacts associated with the proposed Project, and otherwise would have impacts that are comparable to impacts associated with the proposed Project.

The Planning Commission found, and City Council hereby finds, that Alternative 5A is feasible and would reduce the severity of two significant and unmitigable impacts (Aesthetic Character and Views; Land Use and Planning) for the reasons set forth above, although that impact remains significant under this Alternative. Features of this alternative, therefore, are incorporated into the Revised Project to reduce the level of impact.

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

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 height of 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 65.5 feet, comparable to that of the Beverly Hilton's Wilshire Tower (i.e., the southwest corner of the Tower's northern wing). 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 result in some of same significant and unavoidable impacts associated with implementing the proposed Project, but the severity of some of those impacts would be lessened under this alternative. These significant and unavoidable adverse impacts include:

- ξ **Aesthetics and Views** – The proposed Project would conflict with two objectives within the Land Use Element of the General Plan such that the visual character of the site and surrounding area would be substantially altered. As with the proposed project, this alternative still proposes increased intensity of uses on-site, introduces residential uses, and proposes building heights in excess of those in the project area, which comparable to the proposed project. However, the North Building would be set back 65.5 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 proposed project, and the accompanying building height stepbacks 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 proposed project relative to Aesthetic Character and Views.
- ξ **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 proposed Project because increased separation between the North and South Buildings would allow for some views through the site.
- ξ **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 proposed Project.
- ξ **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 proposed Project.

- ξ **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 proposed Project.
- ξ **Land Use and Planning** – The proposed Project and Alternative 7 would both conflict with two objectives within the Land Use Element of the General Plan and one program included in the Conservation Element such that significant land use impacts would result from inconsistency with the City’s General Plan. Alternative 7 would have similar impacts as the proposed Project, but the Planning Commission found that the impacts of Alternative 7 would be less severe due to the setbacks from Wilshire Boulevard, the stepped height of the North Building and the increased building separation, each of which would make this Alternative more in keeping with existing scale of the City and lessen transitional conflict.
- ξ **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.
- ξ **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 proposed Project.

Alternative 7 would reduce the severity of the Aesthetic and Land Use impacts associated with the proposed Project, and otherwise would have impacts that are comparable to impacts associated with the proposed Project. Although the height of the South Building would be increased above that of the proposed 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, 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 proposed 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.

- ξ 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.
- ξ 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.

- ξ To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.
- ξ To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.
- ξ To provide annual net revenue to the City that substantially exceeds the revenue the City would

receive from commercial operations on the project site.

(d) *Objectives Partially Met by Alternative:*

None

(e) *Objectives Not Met by Alternative:*

None

Alternative 7 would reduce the severity of the Aesthetic impacts associated with the proposed Project, and otherwise would have impacts that are comparable to impacts associated with the proposed Project.

The Planning Commission found, and the City Council hereby finds that Alternative 7 is partially feasible and would reduce the severity of two significant and unmitigable impacts (Aesthetic Character and Views; Land Use and Planning) for the reasons set forth above, although those impacts remain significant under this Alternative. Features of this alternative, therefore, are incorporated into the Revised Project to reduce the level of impact.

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

Under this Alternative 8, several of the land uses and buildings associated with the proposed 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 proposed project. Setback distances from surrounding property lines and roadways would be similar to the proposed 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 northern arm), 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 result in some of same significant and unavoidable impacts associated with implementing the proposed Project, but the severity of some of those impacts would be lessened under this alternative. These significant and unavoidable adverse impacts include:

- ξ Aesthetics and Views – The proposed project would conflict with two objectives within the Land Use Element of the General Plan such that the visual character of the project site and surrounding area would be substantially altered.
- ξ 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.
- ξ 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, by modifying building height and configuration to be more compatible with surrounding structures, Alternative 8 would reduce the severity of the significant aesthetic impacts (Aesthetic Character and Views) and land use impacts associated with the proposed project.

The following same significant and unavoidable impacts would remain under Alternative 8:

- ξ 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.
- ξ 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.
- ξ 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.
- ξ Land Use and Planning – The proposed project and Alternative 8 would conflict with one program included in the Conservation Element of the General Plan such that significant land use impacts associated with inconsistency with the General Plan would occur.
- ξ 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.
- ξ 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.

(a) Objectives Fully Met by Alternative:

Alternative 8 would result in the implementation of a project similar to the proposed Project, however, at a much lower intensity. As such, the project objectives would only partially be achieved under this project Alternative.

(b) Objectives Partially Met by Alternative:

- ξ 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.
- ξ 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.
- ξ To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.

- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.
- ξ To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.
- ξ To provide annual net revenue to the City that substantially exceeds the revenue the City would receive from commercial operations on the project site.

(c) *Objectives Not Met by Alternative:*

None

No additional significant impacts above and beyond those identified for the proposed Project would result from implementation of Alternative 8. Additionally, Alternative 8 would reduce impacts, in comparison to the proposed project, relative to aesthetics, geology and soils, land use and planning, construction-related and operational air emissions, operational noise, population and housing, public services, transportation and traffic, and utilities and service systems.

The Planning Commission found, and City Council hereby finds, that Alternative 8 is not feasible because it does not meet the project objectives to the same extent that other Alternatives with similar reductions in significant impact levels. Further, the reduction in the number of housing units would make this project less effective in meeting housing production goals set for the city. Thus alternative 8 is hereby rejected.

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

Alternative 9 would develop the same number of condominium units, retail and restaurant space square footage, and building heights and configuration as the proposed 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 proposed project. These significant and unavoidable adverse impacts include:

- ξ Aesthetics and Views – The proposed project would conflict with two objectives within the Land Use Element of the General Plan such that the visual character of the site and surrounding area would be substantially altered.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ Land Use and Planning – The proposed project would conflict with two objectives within the Land Use Element of the General Plan and one program included in the Conservation Element such that significant land use impacts would result from inconsistency with the City's General Plan.

- ξ 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.
- ξ 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.

(a) *Objectives Fully Met by Alternative:*

Alternative 5A would result in the implementation of a project similar to the proposed 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, and, the South Tower Building height would increase, the North Tower Buildings would be set back further from Wilshire Boulevard. As such, all project objectives would also be achieved under this project Alternative.

- ξ 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.
- ξ 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.
- ξ To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.

- ξ To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.
- ξ To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.
- ξ To provide annual net revenue to the City that substantially exceeds the revenue the City would receive from commercial operations on the project site.

(b) *Objectives Partially Met by Alternative:*

None

(c) *Objectives Not Met by Alternative:*

None

Alternative 9 is rejected as infeasible on the basis that it would result in greater impacts than would the Project or other partially feasible alternatives.

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

Alternative 10 would include the same number of residential units and the same retail and restaurant square footage as the proposed 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 proposed project. These significant and unavoidable adverse impacts include:

- ξ **Aesthetics and Views** – The proposed project would conflict with two objectives within the Land Use Element of the General Plan such that the visual character of the site and surrounding area would be substantially altered.
- ξ **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.
- ξ **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.
- ξ **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.
- ξ **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*.
- ξ **Land Use and Planning** – The proposed project would conflict with two objectives within the Land Use Element of the General Plan and one program included in the Conservation Element such that significant land use impacts would result from inconsistency with the City's General Plan.
- ξ **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.
- ξ **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 proposed project, relative to construction-related and operational air emissions, operational noise, population and housing, public services, transportation and traffic, and utilities and service systems.

(a) *Objectives Fully Met by Alternative:*

- ξ 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.

- ξ 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.
- ξ To preserve approximately two-thirds of the project site as landscaped gardens and other open space to enhance the visual character of the project.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide new housing within the City without having to tear down existing rental units or otherwise displace existing housing.
- ξ 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.
- ξ 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.
- ξ 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.
- ξ To provide an appropriate transition from the larger office and residential buildings in Century City and the Wilshire Corridor.
- ξ To provide housing in close proximity to the office and retail uses in Century City and Beverly Hills.
- ξ To provide annual net revenue to the City that substantially exceeds the revenue the City would receive from commercial operations on the project site. Alternative 10 would likely result in greater revenue to the City than would the project or other alternatives that did not include the same level of residential development along with commercial development.

(b) *Objectives Partially Met by Alternative:*

None

(c) *Objectives Not Met by Alternative:*

- ξ 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.
- ξ 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.

Alternative 10 would increase project impacts and would not achieve two important project objectives, and as such is hereby rejected as infeasible.

H. ENVIRONMENTALLY SUPERIOR ALTERNATIVE

The Draft EIR identified, and the City Council concurs, that the Reduced Density Alternative is the Environmentally Superior Alternative. However, because that Alternative does not avoid unmitigable Project impacts and would not meet Project objectives, it is rejected.

EXHIBIT B

Statement of Overriding Considerations

EXHIBIT B

Statement of Overriding Considerations

The following Statement of Overriding Considerations is made in connection with the proposed approval of a specific plan allowing construction of 235 luxury condominium residences in two separate buildings, approximately 16,000 square feet of commercial space, subterranean parking, and gardens (the "Project").

CEQA requires the decision-making agency to balance the economic, legal, social, technological or other benefits of a project against its unavoidable environmental risks when determining whether to approve a project. If the benefits of the project outweigh the unavoidable adverse effects, those effects may be considered acceptable. CEQA requires the agency to provide written findings supporting the specific reasons for considering a project acceptable when significant impacts are unavoidable. Such reasons must be based on substantial evidence in the EIR or elsewhere in the administrative record. Those reasons are provided in this Statement of Overriding Considerations.

The City Council finds that the economic, social and other benefits of the Project outweigh the significant and unavoidable aesthetic, air quality, noise, cultural resources, land use and noise impacts identified in the EIR and in the record, some of which have been reduced in severity to the degree feasible through project modifications and

mitigation measures. In making this finding, the City Council has balanced the benefits of the 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 Project, independent of the other benefits, would warrant approval of the Project notwithstanding the unavoidable environmental impacts of the Project.

A. The City Council finds that all feasible mitigation measures have been imposed and project revisions required that either lessen Project impacts to less than significant or to the extent feasible. Alternatives to the Project are infeasible because while they have similar or less environmental impacts, they do not provide the benefits of the Project, or are otherwise socially or economically infeasible as fully described in the Statement of Facts and Findings. Further, only the No Project/No Development Alternative eliminates all of the significant and unmitigable environmental impacts.

B. The Project will provide a substantial amount of housing for local and area residents to help meet market demand and help alleviate the substantial housing shortage in the City of Beverly Hills and the Westside of Los Angeles. 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 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 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 use of the site.

E. The 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, enhances the garden qualities of the City, and replaces a high-density commercial use across the street from an existing school and residential neighborhood.

F. The Project will augment the City's economic base by providing additional residential units which would increase the residential property tax base in the City of Beverly Hills and by providing tax-generating revenues from the sales within the

proposed retail component. Further, the 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, which is part of the Project.

G. Pursuant to the terms of the Development Agreement, the Applicant will pay approximately \$6,000,000.00 to the City, which funds will be used by the City for the purpose of promoting the provision of affordable housing in the City of Beverly Hills, which is an important objective of the City.

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.

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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.		

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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.		

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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.		

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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.		

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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.		

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Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
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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.	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.		

9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan					
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<p>ξ 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.</p>					

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<p>ξ The monitoring network shall include at least one anemometer to measure wind speeds and directions.</p> <p>ξ 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.</p> <p>ξ Each monitoring station shall be sited in a location with access to necessary infrastructure (e.g., electricity needs, foundation requirements, internet connectivity).</p> <p>ξ 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.</p>					

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<p>ξ 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.</p>					
<p>ξ 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.</p>					

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<p>ξ 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.</p> <p>ξ Corrective measures shall be implemented immediately provided that it is safe to do so. 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 it is 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.</p>					

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<p>ξ 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 at 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.</p>					

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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. ξ 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.		

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<p>ξ 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.</p>					

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<p>ξ 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.</p>					

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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.	

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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.		

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CR-5	<p>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).</p>	Community Development Department	The project applicant shall provide proof that a certified archaeologist has investigated and has made appropriate recommendations.	During project construction.		

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	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.	

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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.		

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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.		

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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.	

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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.		

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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 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>	

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<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>			

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<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. 					

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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.		

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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.		

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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.		

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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.		

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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.		

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.		

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-5	<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.		

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. 					

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 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, and 4) requiring truck access and deliveries in non-peak traffic periods to the greatest extent feasible.</p>					

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.		

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 					

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.	

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.		

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.	

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.		

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.		

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) SS.
CITY OF BEVERLY HILLS)

I, JONATHAN LAIT, Secretary of the Planning Commission and City Planner of the City of Beverly Hills, California, do hereby certify that the foregoing is a true and correct copy of Resolution No. 1498 duly passed, approved and adopted by the Planning Commission of said City at a meeting of said Commission on February 21, 2008, and thereafter duly signed by the Secretary of the Planning Commission, as indicated; and that the Planning Commission of the City consists of five (5) members and said Resolution was passed by the following vote of said Commission, to wit:

AYES: Commissioners Bosse, Cole, Marks, Vice Chair Reims, and Chair Furie.
NOES: None..
ABSTAIN: None.
ABSENT: None.



JONATHAN LAIT, AICP
Secretary of the Planning Commission/
City Planner
City of Beverly Hills, California

RESOLUTION NO. 1499

RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS RECOMMENDING THAT THE CITY COUNCIL AMEND THE LAND USE ELEMENT OF THE BEVERLY HILLS GENERAL PLAN TO ESTABLISH THE 9900 WILSHIRE SPECIFIC PLAN DESIGNATION, ADD THE 9900 WILSHIRE SPECIFIC PLAN ZONING TO THE CITY OF BEVERLY HILLS MUNICIPAL CODE, AND APPLY THE 9900 WILSHIRE SPECIFIC PLAN ZONING IN CONJUNCTION WITH THE PROPOSAL TO DEVELOP LUXURY RESIDENTIAL CONDOMINIUMS, PUBLIC GARDENS, AND ANCILLARY COMMERCIAL USES, FOR THE PROPERTY LOCATED AT 9900 WILSHIRE BOULEVARD (THE FORMER ROBINSONS-MAY DEPARTMENT STORE SITE)

The Planning Commission of the City of Beverly Hills hereby resolves as follows:

Section 1. California Government Code Section 65358 provides the authority for the City Council to amend the City's General Plan. Subsection (b) of Section 65358 limits the number of general plan amendments that can be made to a single mandatory element of a general plan to a maximum of four in any calendar year. The Planning Commission considered and hereby recommends that the City Council approve an amendment to the Land Use Element of the General Plan to establish a new land use category of "9900 Wilshire Specific Plan" for the property described more fully below.

Section 2. The Planning Commission recommends that the City Council amend the Land Use Plan of the Land Use Element of the General Plan, specifically Map 1 (Land Use Plan), by designating the area in the map consisting of the property described in the legal description attached hereto as Exhibit A, and incorporated herein by this reference, also known by the street address of 9900 Wilshire Boulevard, as "SP - 9900 Wilshire Specific Plan" as shown on the map attached hereto as Exhibit B and incorporated herein by this reference.

Section 3. The Planning Commission recommends that the City Council amend the text of the Land Use Element of the General Plan as follows:

The fourth paragraph of Subsection 2.2 (Commercial Areas) of Section 2 (Recommendations of Land Use Element of the City of Beverly Hills General Plan and Development Criteria for Land Use) shall be amended to read as follows:

“It is also recommended that certain anchor locations be set aside to permit development of a higher intensity type of development that is not otherwise provided in the community. These anchor locations should include large parcels that are located at the gateways to the City, such as the site at 9900 Wilshire Boulevard where additional building height is appropriate. A variety of land uses such as commercial, residential, and mixed use should be considered for the gateway locations. A change of use from commercial to residential or mixed use should be allowed only if such uses provide an adequate transition to adjacent single family neighborhoods. These areas should be located so as to be accessible from the City’s major shopping areas and close to the City’s major streets.”

Section 4. The Planning Commission hereby recommends that the City Council add a new Article 15.7 regarding the 9900 Wilshire Specific Plan to Chapter 3 of Title 10 of the Beverly Hills Municipal Code to read as follows:

Resources Code Sections 21000, *et seq.* ("CEQA"), the State CEQA Guidelines (California Code of Regulations, Title 14, Sections 15000, *et seq.*), and the City's Local CEQA Guidelines. An Environmental Impact Report was prepared and the Planning Commission, by separate Resolution No. 1498, recommends that the City Council certify the Final Environmental Impact Report, make appropriate environmental findings, and adopt a Mitigation Monitoring and Reporting Program for the Project. Resolution No. 1498 is incorporated by reference, and made a part hereof as if fully set forth herein. Further, the Planning Commission recommends that the mitigation measures set forth therein be made applicable to the general plan amendment, and zone change for the project at 9900 Wilshire Boulevard.

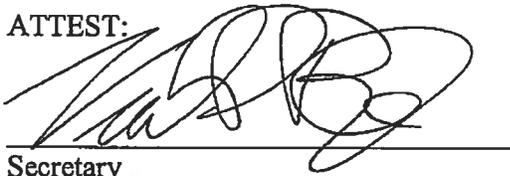
Section 7. The Secretary shall certify to the adoption of this Resolution and shall cause this Resolution and his certification to be entered in the Book of Resolutions of the Planning Commission of the City.

Adopted: February 21, 2008



Noah D. Furie
Chair of the Planning Commission
of the City of Beverly Hills, California

ATTEST:


Secretary

Approved as to form:


David M. Snow
Assistant City Attorney

Approved as to content:

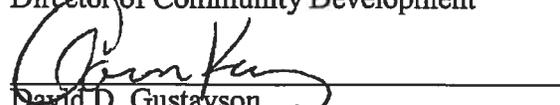

Vincent P. Bertoni, AICP
Director of Community Development
David D. Gustavson
Director of Public Works & Transportation

EXHIBIT A

9900 Wilshire Boulevard Legal Description

9900 WILSHIRE LEGAL DESCRIPTION

That certain real property located in the State of California, County of Los Angeles described as follows:

PARCEL 1:

THAT PORTION OF BLOCK 33 OF BEVERLY, SHEET 2, IN THE CITY OF BEVERLY HILLS, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 13, PAGES 62 AND 63 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWESTERLY CORNER OF LOT 4 OF SAID BLOCK 33; THENCE ALONG THE NORTHERLY LINE OF LOT 4 AND A PORTION OF LOT 3 OF SAID BLOCK 33, NORTH 89° 55' 00" EAST 300.00 FEET TO A POINT ON THE NORTHERLY LINE OF LOT 3 OF SAID BLOCK 33; THENCE SOUTH 0° 05' 00" EAST 177.00 FEET; THENCE SOUTHEASTERLY SOUTH 38° 46' 45" EAST 583.79 FEET TO A POINT ON THE SOUTHEASTERLY LINE OF LOT 7 OF SAID BLOCK 33, DISTANT 431.22 FEET FROM THE MOST SOUTHERLY CORNER OF LOT 6 OF SAID BLOCK 33; THENCE SOUTH 50° 19' 15" WEST 431.22 FEET TO THE MOST SOUTHERLY CORNER OF LOT 6 OF SAID BLOCK 33; THENCE ALONG THE SOUTHWESTERLY LINE OF LOTS 6 AND 4 OF SAID BLOCK 33, NORTH 30° 58' 05" WEST 798.43 FEET TO THE MOST SOUTHERLY CORNER OF LOT 5 OF SAID BLOCK 33; THENCE ALONG THE SOUTHEASTERLY LINE OF LOT 5 NORTH 19° 03' 30" EAST 235.27 FEET TO THE POINT OF BEGINNING.

PARCEL 2:

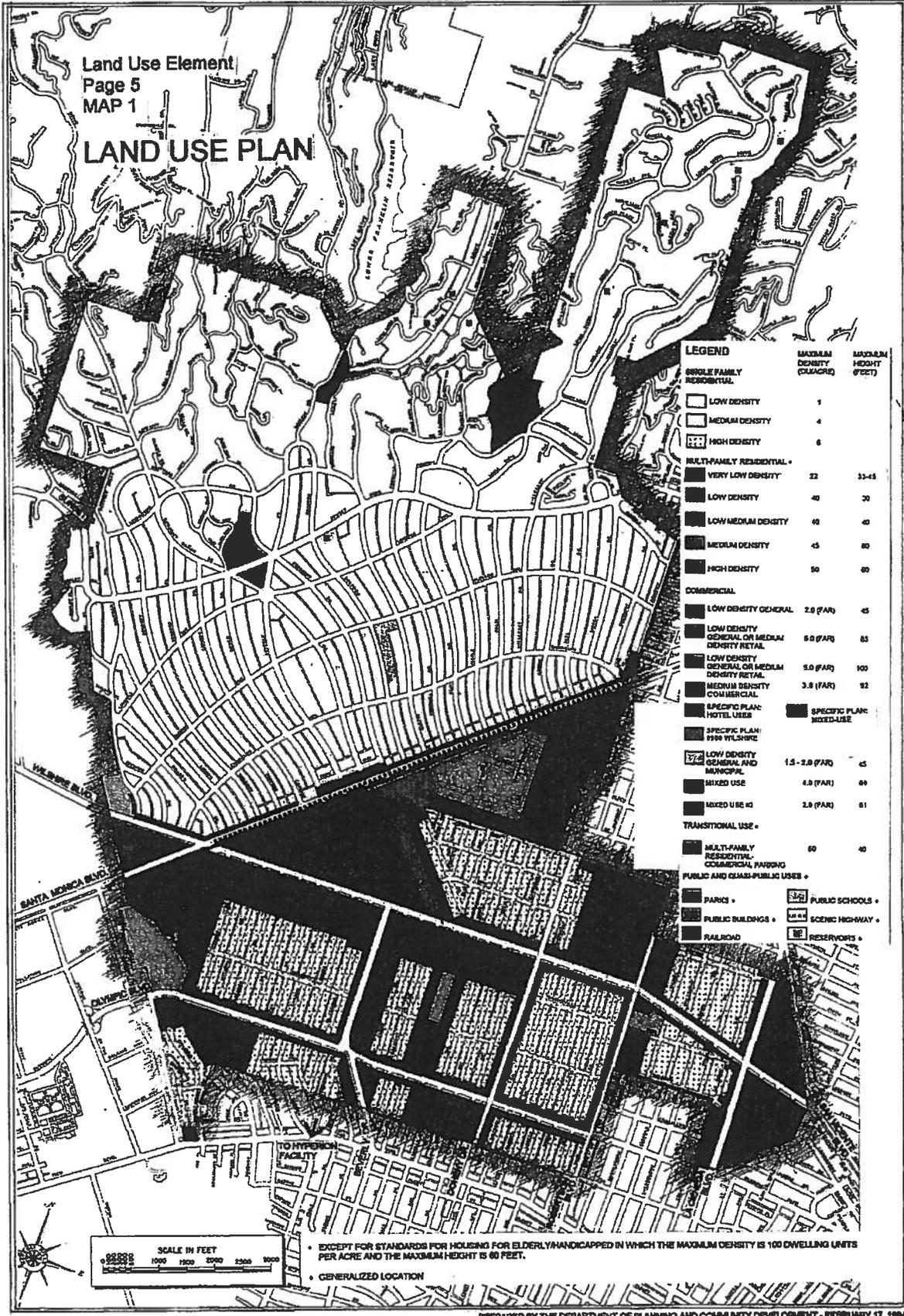
AN EASEMENT FOR PRIVATE ROAD PURPOSES OVER THE EASTERLY 20 FEET OF THOSE PORTIONS OF LOTS 3 AND 7 IN BLOCK 33 OF BEVERLY, IN THE CITY OF BEVERLY HILLS, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 13 PAGES 62 AND 63 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, INCLUDED WITHIN A STRIP OF LAND, 40 FEET WIDE, THE CENTER LINE OF WHICH IS DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE NORTHERLY LINE OF SAID LOT 3, DISTANT NORTH 89° 55' 00" EAST 300 FEET MEASURED ALONG THE NORTHERLY LINE OF SAID BLOCK 33 FROM THE NORTHWEST CORNER OF LOT 4 OF SAID BLOCK 33; THENCE SOUTH 0° 05' 00" EAST 177.00 FEET; THENCE SOUTHEASTERLY SOUTH 38° 46' 45" EAST 583.79 FEET TO A POINT ON THE SOUTHEASTERLY LINE OF LOT 7 OF SAID BLOCK 33, DISTANT 431.22 FEET FROM THE MOST SOUTHERLY CORNER OF LOT 6 OF SAID BLOCK 33, AS GRANTED BY DEED AND AGREEMENT DATED DECEMBER 20, 1950, AND RECORDED DECEMBER 22, 1950, IN BOOK 35141, PAGE 331, OFFICIAL RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

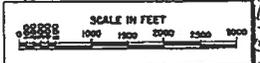
Exhibit B

Amended General Plan Land Use Map

LAND USE PLAN



LEGEND		MAXIMUM DENSITY (DUAL/ACRE)	MAXIMUM HEIGHT (FEET)
SINGLE FAMILY RESIDENTIAL			
[Symbol]	LOW DENSITY	1	
[Symbol]	MEDIUM DENSITY	4	
[Symbol]	HIGH DENSITY	6	
MULTI-FAMILY RESIDENTIAL			
[Symbol]	VERY LOW DENSITY	22	33-48
[Symbol]	LOW DENSITY	40	30
[Symbol]	LOW MEDIUM DENSITY	60	40
[Symbol]	MEDIUM DENSITY	45	60
[Symbol]	HIGH DENSITY	50	60
COMMERCIAL			
[Symbol]	LOW DENSITY GENERAL	2.0 (FAR)	45
[Symbol]	LOW DENSITY GENERAL OR MEDIUM DENSITY RETAIL	5.0 (FAR)	65
[Symbol]	LOW DENSITY GENERAL OR MEDIUM DENSITY RETAIL	5.0 (FAR)	100
[Symbol]	MEDIUM DENSITY COMMERCIAL	3.8 (FAR)	92
[Symbol]	SPECIFIC PLAN: HOTEL USES		
[Symbol]	SPECIFIC PLAN: MIXED USE		
[Symbol]	SPECIFIC PLAN: 1988 WILSHIRE		
[Symbol]	LOW DENSITY GENERAL AND MUNICIPAL	1.5 - 2.0 (FAR)	45
[Symbol]	MIXED USE	4.0 (FAR)	60
[Symbol]	MIXED USE #1	2.0 (FAR)	61
TRANSITIONAL USE			
[Symbol]	MULTI-FAMILY RESIDENTIAL-COMMERCIAL PARKING	60	40
PUBLIC AND QUASI-PUBLIC USES			
[Symbol]	PARKS		
[Symbol]	PUBLIC BUILDINGS		
[Symbol]	RAILROAD		
[Symbol]	PUBLIC SCHOOLS		
[Symbol]	SCENIC HIGHWAY		
[Symbol]	RESERVOIRS		



EXCEPT FOR STANDARDS FOR HOUSING FOR ELDERLY/HANDICAPPED IN WHICH THE MAXIMUM DENSITY IS 100 DWELLING UNITS PER ACRE AND THE MAXIMUM HEIGHT IS 60 FEET.
GENERALIZED LOCATION

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) SS.
CITY OF BEVERLY HILLS)

I, JONATHAN LAIT, Secretary of the Planning Commission and City Planner of the City of Beverly Hills, California, do hereby certify that the foregoing is a true and correct copy of Resolution No. 1499 duly passed, approved and adopted by the Planning Commission of said City at a meeting of said Commission on February 21, 2008, and thereafter duly signed by the Secretary of the Planning Commission, as indicated; and that the Planning Commission of the City consists of five (5) members and said Resolution was passed by the following vote of said Commission, to wit:

AYES: Commissioners Bosse, Marks, Vice Chair Reims, and Chair Furie.

NOES: Commissioner Cole.

ABSTAIN: None.

ABSENT: None.



JONATHAN LAIT, AICP
Secretary of the Planning Commission/
City Planner
City of Beverly Hills, California

RESOLUTION NO. 1500

RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS RECOMMENDING THAT THE CITY COUNCIL ADOPT THE 9900 WILSHIRE SPECIFIC PLAN TO ALLOW LUXURY RESIDENTIAL CONDOMINIUMS, PUBLIC GARDENS, AND ANCILLARY COMMERCIAL USES, AT 9900 WILSHIRE BOULEVARD, (THE FORMER ROBINSONS-MAY DEPARTMENT STORE SITE)

The Planning Commission of the City of Beverly Hills hereby resolves as follows:

Section 1. The City of Beverly Hills has adopted a General Plan for the City, and is considering adoption of a Specific Plan for the systematic implementation of the General Plan for that property in the City known as 9900 Wilshire Boulevard, and described in the legal description attached hereto as Exhibit A, and incorporated herein by reference.

Section 2. The Planning Commission finds, and recommends that the City Council find, that the 9900 Wilshire Specific Plan attached hereto as Exhibit B and incorporated herein by reference, is consistent with the Beverly Hills General Plan for the reasons set forth in Section 5.2 of the Specific Plan and the following:

2.1 The 9900 Wilshire Specific Plan is consistent with Section 2.2 of the Land Use Element of the General Plan, as amended, in that the development contemplated by the Specific Plan is appropriate for the anchor location of the project site, which is located at the western gateway to the City along both Wilshire Boulevard and Santa Monica Boulevard. The Specific Plan also contains a variety of land uses, including residential, restaurant and other commercial, and public and private open space. The mix of proposed uses and the project design provides an adequate transition from the single family residential neighborhood to the north as well as the El Rodeo School to the north.

The design of the buildings and open spaces in the Specific Plan incorporate generous setbacks from Wilshire Boulevard, and the building heights step up from north to south. Further, the area is readily accessible from the City's major shopping area and is bounded by Wilshire and Santa Monica Boulevards which are major streets.

2.2 The Specific Plan is consistent with the General Plan Land Use Map, as amended to incorporate the 9900 Wilshire Specific Plan designation.

2.3 The Specific Plan would enable development of housing stock of exceptional quality that offers a variety of housing and neighborhoods rarely found elsewhere (Land Use Element Section 1.1.).

2.4 The Specific Plan, and related Development Agreement, help to implement Housing Element Objective 2.2, in that a significant amount of funding will be provided for use in expanding the City's supply of affordable housing (Housing Element Objective 2.2, and Program 2.6.)

2.5 The Specific Plan is consistent with Housing Element Goal 4, which calls for expanding the variety of housing products, because the type of condominiums contemplated are different from other condominiums in the City due to the project design, the luxury elements of the project, and its location.

2.6 The Specific Plan is consistent with Section 3.4 of the Open Space Element of the General Plan in that it provides landscape and public open space that furthers the City's distinctive atmosphere for commercial and residential areas.

Section 3. The proposed Project, including the Specific Plan, has been environmentally reviewed 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 City's Local CEQA Guidelines. An Environmental Impact Report was prepared and the Planning Commission, by separate Resolution No. 1498, recommended that the City Council certify the Final Environmental Impact Report ("FEIR") and make environmental findings in connection with the adoption of the Project, including adopting a Statement of Overriding Considerations and a Mitigation Monitoring Program. That Planning Commission Resolution No. 1498 is incorporated herein by this reference.

Section 4. The Planning Commission hereby recommends that the City Council adopt the 9900 Wilshire Specific Plan, subject to the conditions set forth in Exhibit C.

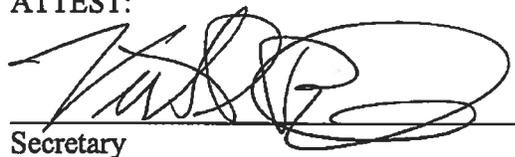
Section 5. The Secretary shall certify to the adoption of this resolution and shall cause this resolution and his certification to be entered in the Book of Resolutions of the Planning Commission.

Adopted: February 21, 2008



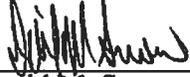
Noah D. Furie
Chair of the Planning Commission
of the City of Beverly Hills, California

ATTEST:


Secretary

[Signatures continue on next page]

Approved as to form:

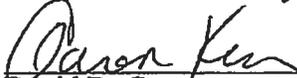


David M. Snow
Assistant City Attorney

Approved as to content:



Vincent P. Bertoni, AICP
Director of Community Development



David D. Gustavson
Director of Public Works & Transportation



EXHIBIT A
LEGAL DESCRIPTION

9900 WILSHIRE LEGAL DESCRIPTION

That certain real property located in the State of California, County of Los Angeles described as follows:

PARCEL 1:

THAT PORTION OF BLOCK 33 OF BEVERLY, SHEET 2, IN THE CITY OF BEVERLY HILLS, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 13, PAGES 62 AND 63 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWESTERLY CORNER OF LOT 4 OF SAID BLOCK 33; THENCE ALONG THE NORTHERLY LINE OF LOT 4 AND A PORTION OF LOT 3 OF SAID BLOCK 33, NORTH 89° 55' 00" EAST 300.00 FEET TO A POINT ON THE NORTHERLY LINE OF LOT 3 OF SAID BLOCK 33; THENCE SOUTH 0° 05' 00" EAST 177.00 FEET; THENCE SOUTHEASTERLY SOUTH 38° 46' 45" EAST 583.79 FEET TO A POINT ON THE SOUTHEASTERLY LINE OF LOT 7 OF SAID BLOCK 33, DISTANT 431.22 FEET FROM THE MOST SOUTHERLY CORNER OF LOT 6 OF SAID BLOCK 33; THENCE SOUTH 50° 19' 15" WEST 431.22 FEET TO THE MOST SOUTHERLY CORNER OF LOT 6 OF SAID BLOCK 33; THENCE ALONG THE SOUTHWESTERLY LINE OF LOTS 6 AND 4 OF SAID BLOCK 33, NORTH 30° 58' 05" WEST 798.43 FEET TO THE MOST SOUTHERLY CORNER OF LOT 5 OF SAID BLOCK 33; THENCE ALONG THE SOUTHEASTERLY LINE OF LOT 5 NORTH 19° 03' 30" EAST 235.27 FEET TO THE POINT OF BEGINNING.

PARCEL 2:

AN EASEMENT FOR PRIVATE ROAD PURPOSES OVER THE EASTERLY 20 FEET OF THOSE PORTIONS OF LOTS 3 AND 7 IN BLOCK 33 OF BEVERLY, IN THE CITY OF BEVERLY HILLS, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 13 PAGES 62 AND 63 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, INCLUDED WITHIN A STRIP OF LAND, 40 FEET WIDE, THE CENTER LINE OF WHICH IS DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE NORTHERLY LINE OF SAID LOT 3, DISTANT NORTH 89° 55' 00" EAST 300 FEET MEASURED ALONG THE NORTHERLY LINE OF SAID BLOCK 33 FROM THE NORTHWEST CORNER OF LOT 4 OF SAID BLOCK 33; THENCE SOUTH 0° 05' 00" EAST 177.00 FEET; THENCE SOUTHEASTERLY SOUTH 38° 46' 45" EAST 583.79 FEET TO A POINT ON THE SOUTHEASTERLY LINE OF LOT 7 OF SAID BLOCK 33, DISTANT 431.22 FEET FROM THE MOST SOUTHERLY CORNER OF LOT 6 OF SAID BLOCK 33, AS GRANTED BY DEED AND AGREEMENT DATED DECEMBER 20, 1950, AND RECORDED DECEMBER 22, 1950, IN BOOK 35141, PAGE 331, OFFICIAL RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXHIBIT B
SPECIFIC PLAN

Final Planning Commission Draft 9900 Wilshire Specific Plan

February 21, 2008

NOTE: This is a Draft document that the Planning Commission Recommends to the City Council, however the City Council may direct that changes be made prior to any adoption of the Plan.

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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, 16,456 square feet of commercial development including a restaurant of not more than 4,800 square feet including 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 sSite, 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 and 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 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, thereby contributing to the garden-quality of the City, effectively utilizing architectural elements, thereby providing a world class architectural landmark, and encouraging pedestrian circulation between Wilshire Boulevard, Santa Monica Boulevard and the Specific Plan Area.

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 that have been adopted by the City Council and incorporates those mitigation measures into the Specific Plan. [To be inserted upon completion of the EIR process.]

Chapter 8.0 (Figures): Chapter 8.0 contains the Figures referenced throughout the remainder of 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 "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 (Chapter 3 of Title 10 of the Municipal Code) for the Specific Plan Area. Except where the provisions of this Specific Plan expressly provide otherwise, the policies of this Specific Plan are applied in lieu of the provisions in the Planning and Zoning Ordinance. For development standards not established as part of the Specific Plan, the standards in the Zoning Ordinance 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 _____. 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 and are listed in 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. 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 2, 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, 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 Figure 10.

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 Public Works Director 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.

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 28 tandem spaces) and commercial (122 for with 31 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 their 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 Section 10-03-3800 of the Municipal Code. 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.

A. COMMERCIAL AREA

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

- ξ Alcohol sales (on-site and off-site) and consumption in conjunction with the uses listed under food and beverage establishments 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.

- ξ Art shop or gallery.
- ξ Bank.
- ξ Clothes dry cleaning (excluding plants).
- ξ Decorating or interior design shop or store.
- ξ Florist.
- ξ 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.
- ξ Live entertainment, conducted indoors, as an ancillary use in conjunction with a food and beverage establishment.
- ξ Retail stores and shops.
- ξ Offices, only on floors other than the ground floor and excluding real estate offices, medical offices, and physical therapy offices.
- ξ Office supply, stationery and gift stores.
- ξ A maximum of 600 square feet of open-air dining as shown in Figure 2 of this Specific Plan.
- ξ Optical/eyewear, including optometry/opticians.
- ξ Parks, gardens and open space.
- ξ Photography shop or gallery.
- ξ Shoe repair shop
- ξ Tailor.
- ξ 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:

- ξ 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.
- ξ Parks, gardens and open space.
- ξ 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:

- ξ Parks, gardens and open space.
- ξ 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:

- ξ Making or kindling any fire.
- ξ Consumption of any alcoholic beverages (except in conjunction with a permitted assembly or special event).
- ξ Riding any bicycle, skateboard, roller skates or similar type of device except where such activity is authorized by the property owner.
- ξ 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

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. Tandem spaces will only be for residential use; provided, however, that tandem spaces may also be provided for commercial use so long as valet parking is provided for 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, (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 height of 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

The Director of Community Development shall review, subject to any required conditions, a unified sign plan for the Specific Plan Area (the "Unified Sign Plan") that encompasses all exterior signage, including both permanent and temporary signs, subject to appeal to the Planning Commission. Thereafter, all signs that, in the determination of the Director, are consistent with the adopted Unified Sign Plan shall be issued a building permit without further discretionary review. 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.

C. Open Space / Landscaping

The landscaping shall be developed substantially as shown on Figure 38 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.

Landscaping shall be used to define pedestrian activity areas such as the commercial space and landscaped gardens. The landscaping shall be designed to enhance the garden quality of the City and shall incorporate mature plant material.

D. Public Gardens

The Public Gardens are on a 0.81 acre (35,468 square feet) area located at the corner of Wilshire Boulevard and Merv Griffin Way, and include a garden pathway along Merv Griffin Way from Wilshire Boulevard to the corner of Merv Griffin Way and Santa Monica Boulevard as generally shown on Figure 39 of the Specific Plan, . The gardens are provided for the use and enjoyment of Beverly Hills residents and visitors, including project residents and visitors. They are designed to enhance the garden qualities of the City. The Gardens shall be open to the public during certain hours, and shall complement and extend the existing Beverly Gardens parkway on the north side of Wilshire Boulevard. The Public Gardens shall be developed substantially as shown on Figure 39 of the Specific Plan. The Public Gardens shall include both functional and aesthetic elements such as water features, paths and benches.

E. Architectural Review

The architectural aspects of the development contemplated in the Specific Plan shall be reviewed by the City's Architectural Commission as part of the City's overall review of the Specific Plan. All development that, in the determination of the Director, is in substantial conformance with the Specific Plan shall be issued a building permit without further discretionary architectural review after the final review by the Architectural Commission. All future construction and modifications to the exterior of the structures within the Specific Plan Area that is not in substantial conformance with the Specific Plan shall be subject to architectural review pursuant to the procedures set forth in Article 30 of Chapter 3 of Title 10 of the Municipal Code.

4.8 GREEN BUILDING STANDARDS

Development in the Specific Plan area shall incorporate green construction standards and seek certification under the Leadership in Energy and Environmental Design (LEED) Green Building Rating System. The intent of LEED is to provide a national definition and standard of what constitutes green building and then to provide third party certification to assure correct implementation of the standard. LEED is based on a point system which determines one of four levels of certification a given building or project can achieve. The LEED categories include Sustainable Sites, Water Efficiency, Energy & Atmosphere, Materials & Resources, Indoor Environmental Quality, and Innovation and Design Process.

The following LEEDs features shall be incorporated into the project:

- ξ Balconies and overhangs to shade window glazing, while allowing reflected and diffuse daylight into residential units to enhance the use of natural light and reduce the need for artificial light sources;
- ξ The selection of a developed urban site and the conversion of a substantial portion of the site to green space;
- ξ Close proximity to public transportation;
- ξ Limiting the development footprint to approximately one-third of the project site;

- ξ Landscaping and exterior design utilizing subterranean parking and landscaped and shaded non-roof surfaces and light-colored, low-albedo roof surfaces to reduce local heat island effects;
- ξ The reduction of chlorofluorocarbons (CFCs) from the building systems;
- ξ The recycling of building materials such as asphalt, metals, glass and concrete from demolition site work.
- ξ The selection of materials, such as adhesives, sealants, paints, and carpeting, that reduce off-gassing to improve internal air quality; and
- ξ The involvement during design and construction of a LEED Accredited Professional.
- ξ A gray water system as set forth in Section 3.4F of this Specific Plan.

CHAPTER 5.0 - IMPLEMENTATION AND ADMINISTRATION

5.1 PURPOSE

This chapter sets forth criteria for determining consistency with the Beverly Hills General Plan (the "General Plan"), the relationship between the Specific Plan and the General Plan and provisions for amendments to the Specific Plan, and financing.

5.2 RELATIONSHIP TO THE GENERAL PLAN

The General Plan serves as the long-term planning guide for future development throughout the City. The General Plan operates as a guide to the type of community desired for the future and provides the means to accomplish that goal. California law requires a specific plan to be consistent with the adopted general plan. The Specific Plan has been adopted in conjunction with general plan amendments to (a) add text in the Land use Element identifying this site as a an anchor location which permits higher intensity development, and (b) amend the Land Use Element to change the land use designation for the Specific Plan Area from "Low Density General Commercial" to " Specific Plan" in order to permit a mix of residential condominiums and commercial uses in the Specific Plan Area in a manner consistent with the General Plan (collectively, the "General Plan Amendments").

The Specific Plan is consistent with the General Plan, as amended, and advances the policies, objectives, goals, recommendations and characteristics identified below:

A. Land Use Element

The Land Use Element of the General Plan contains the following policies, recommendations and characteristics that are important to the Specific Plan:

Section 1.1: "Beverly Hills is fortunate in that it is able to serve a variety of residential and commercial demands in a manner and combination which is difficult to duplicate elsewhere in the Los Angeles area. . . . The characteristics which contribute to the special opportunities available in Beverly Hills include:

- ξ The quality of the physical environment, such as its extensive network of trees and landscaping. . . .
- ξ The scale of the community, which fosters a sense of place and identity rather than a sense of anonymity.
- ξ The pride of its residents and businesses, as reflected in many ways, such as the architecture, landscaping and overall concern for the welfare of the community. . .
- ξ The exceptional quality of its housing stock which offers a variety of housing and neighborhoods rarely found elsewhere.”

2.2 Commercial Areas

It is also recommended that certain anchor locations be set aside to permit development of a higher intensity type of development which is not otherwise provided in the community.

The Specific Plan is consistent with each of these policies, recommendations and characteristics. The implementation of the Specific Plan will enhance the quality of the physical environment and foster a strong sense of place with the development of an architectural landmark at this important gateway to Beverly Hills, which features extensive landscaping over approximately 4.28 acres of the Specific Plan Area, including the Public Gardens that complement the Beverly Gardens Park on the north side of Wilshire Boulevard. The scale of the development provides an effective and appropriate transition between the much taller existing and proposed commercial and residential buildings in Century City and the lower-scale development east of the Specific Plan Area and the Beverly Hilton Hotel. The luxury residential condominiums that will be developed in the Specific Plan Area will be of exceptional quality and will offer a variety of housing in the City.

In addition, the site is located at a gateway location at the western entry into the City along Santa Monica and Wilshire Boulevards. The General Plan Amendments include amendments to the Land Use Element that include this gateway site as one of the anchor locations for which the General Plan would allow higher intensity type of development, and specifically additional height for the Site. These anchor locations could include commercial, residential, or mixed uses. The General Plan Amendment incorporates language that would require any development proposed on an anchor location to effectively mitigate the transition to single family residences. The General Plan Amendments result in the consistency of the Specific Plan with the Land Use Element.

B. Open Space Element

The Open Space Element of the General Plan contains the following statement that is important to the Specific Plan:

Section 2.3: “Possibly the City’s greatest informal resource, however, is the elaborate network of landscaping and vistas which fosters a sense of spaciousness within an urban setting which sets this community apart.”

While not an express policy, the Specific Plan contributes to this valuable resource by maximizing open space opportunities and landscaping in the Specific Plan Area. The Public Gardens along Wilshire Boulevard, Merv Griffin Way and at the corner of Merv Griffin Way and Santa Monica

5.3 ADMINISTRATION

Although every effort has been made to include provisions in the Specific Plan that are clear, the necessity of interpreting such provisions in light of specific and unusual cases may occur from time to time. When such interpretations are necessary, the Director of Community Development shall be responsible for the interpretation of the provisions of the Specific Plan. The Director shall be the City administrator responsible for enforcing the regulations, site development standards and procedures set forth in the Specific Plan. The Director shall have the administrative authority for interpretation related to the enforcement of the Specific Plan.

5.4 AMENDMENTS AND MODIFICATIONS TO THE SPECIFIC PLAN

Formal amendment ("Amendment") to the Specific Plan will require the review and approval of both the Planning Commission and the City Council. Amendments are governed by the provisions of Section 65450 et seq. of the California Government Code and require compliance with specific notice and public hearing requirements. An Amendment to the Specific Plan shall be required for (a) any proposed modifications that would substantially alter the distribution, location, extent or density of the uses and buildings permitted in the Specific Plan, including (i) any increase in the total number of residential condominiums or the floor area of the residential or commercial uses or (ii) a reduction in the size or change in the location of the Public Gardens ,and (b) an increase in the maximum height of the buildings.

Notwithstanding the foregoing, the Director of Community Development may, without the review and approval of the Planning Commission or the City Council, approve an 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 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. The applicant or any person aggrieved by any decision regarding an Administrative Modification may appeal to the City Council as provided in Section 10-3-3604 of the Municipal Code (or any successor provision).

Notwithstanding anything to the contrary in this Section, the following modifications to the Specific Plan shall not require a Amendment to the Specific Plan or an Administrative Modification: (a) the relocation or alteration of residential ancillary uses provided the Director determines that the relocation or alteration does not increase parking demand, (b) variations between the conceptual plans set forth in Chapter 8.0 and the final construction documents for the Specific Plan Area development, provided the final construction documents substantially conform to the conceptual plans set forth in Chapter 8.0; (c) changes to the number and location of the residential and commercial parking spaces in the subterranean parking structure, provided that the subterranean parking structure includes a sufficient number of parking spaces to satisfy the parking requirements in Section 4.3 of Chapter 4.0 of this Specific Plan; (d) changes to the configuration of the subterranean parking structure, provided that the provided the Director determines the access

points to the subterranean parking structure do not materially change and do not present any safety issues; (e) changes to the locations of the permitted retail and restaurant uses provided that the total floor area of the commercial uses does not exceed 16,456 square feet, the total square footage of the restaurant uses (inclusive of open air dining) does not exceed 4,800 square feet, there is no material change to the location of the restaurant and the Director determines that the changes do not increase parking demand; (f) 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 (g) an increase in the square footage of the non-restaurant permitted use(s) in the commercial building, provided that the total floor area for commercial uses does not exceed 16,456 square feet; (h) the substitution of similar types of plant species in the landscaping plan; or (i) minor changes to the site plan, building elevations and Public Entry Gardens, provided such changes do not materially alter the approved architectural style, modulation or height of the buildings or the size or location of the Public Gardens.

5.5 FINANCING

The developer shall be responsible for all on-site improvements and shall pay its fair share allocation of any off-site improvements as required to mitigate significant environmental impacts associated with implementation of the Specific Plan, as identified in the Final EIR. No public funds are necessary to implement the Specific Plan.

CHAPTER 6.0 - STANDARDS

6.1 RESIDENTIAL CONDOMINIUMS

The residential condominiums shall be operated in compliance with the following operational standards:

Outdoor living areas such as balconies shall not be used to store personal property in a manner that is visible from the public or private right-of-way or the Public Gardens, nor shall such outdoor areas be used to hang laundry. All outdoor living areas shall be maintained in a safe, clean, orderly, and condition. The covenants, conditions and restrictions to be recorded with respect to the Specific Plan Area shall include the foregoing standards.

6.2 RETAIL/RESTAURANT

The retail/restaurant space shall be operated in compliance with the following operational standards:

Hours of operation Retail: 10:00 am to 9:00 pm
 Restaurant: 7:00 am to 2:00 am

6.3 PUBLIC GARDENS

The Public Gardens shall be open to the public from 8:00 am to dusk (or as otherwise established by the property owner and reasonably approved by the Director), provided that the Public Gardens may be closed to the public from time to time for maintenance and repairs, improvement work, and emergencies, as reasonably required.

6.4 OPEN AIR DINING

All open air dining areas located within the Specific Plan Area shall comply with the following standards:

- A. The design and colors used for chairs, tables, lighting and other fixtures shall generally be consistent with the architectural style and colors used on the related building façade and with the furnishings used in the restaurant interior.
- B. No advertising, other than advertising for the related restaurant, is permitted on any umbrellas.
- C. Lights may only illuminate the open air dining area; they cannot emit spillover light on the adjacent sidewalk.
- D. No alcoholic beverages shall be served or consumed in the open air dining area without the required license and approval from the State Department of Alcoholic Beverages Control.

- E. No umbrellas or other overhead furniture or fixtures shall have a clearance of less than seven feet and no such articles shall extend beyond the seating area.
- F. Portable heaters shall be located a minimum of three feet from any combustible material and shall be located entirely within the seating area.
- G. The seating area and any adjacent pedestrian travel aisle shall be maintained in a clean and orderly state at all times.
- H. The open air dining area shall comply with all applicable provisions of the Beverly Hills Building Code, including, but not limited to, maintaining proper building ingress and egress at all times, observing maximum seating capacities, providing proper circulation and providing appropriate handicapped access.

CHAPTER 7.0 - MITIGATION MEASURES

This Section 7.0 shall consist of the Mitigation Monitoring and Reporting Program adopted for the Specific Plan.

CHAPTER 8.0
FIGURES

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PROJECT
AREA

FIGURE 1
SPECIFIC PLAN
AREA LOCATION MAP
9900 WILSHIRE

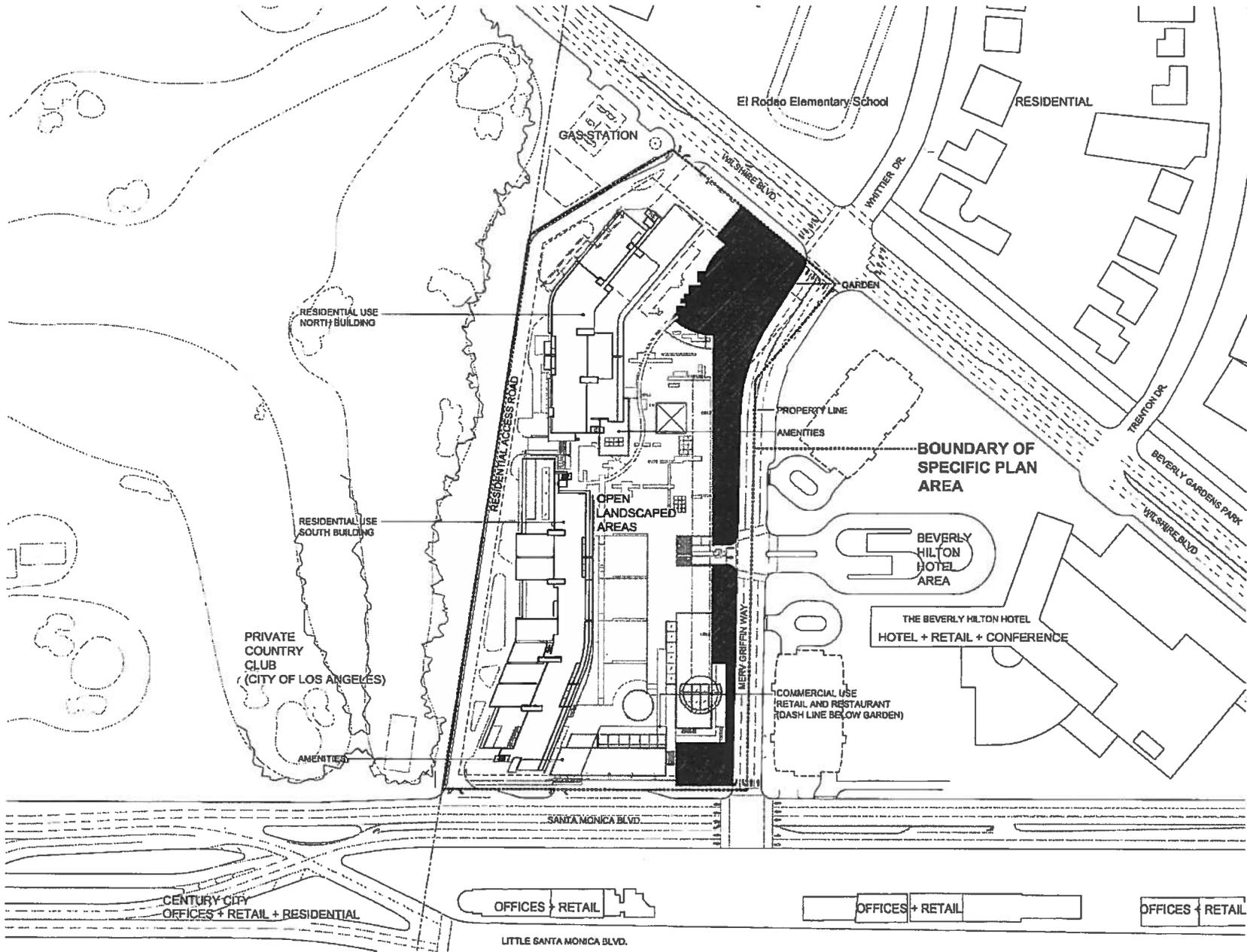


FIGURE 2
SPECIFIC PLAN AREA
9900 WILSHIRE

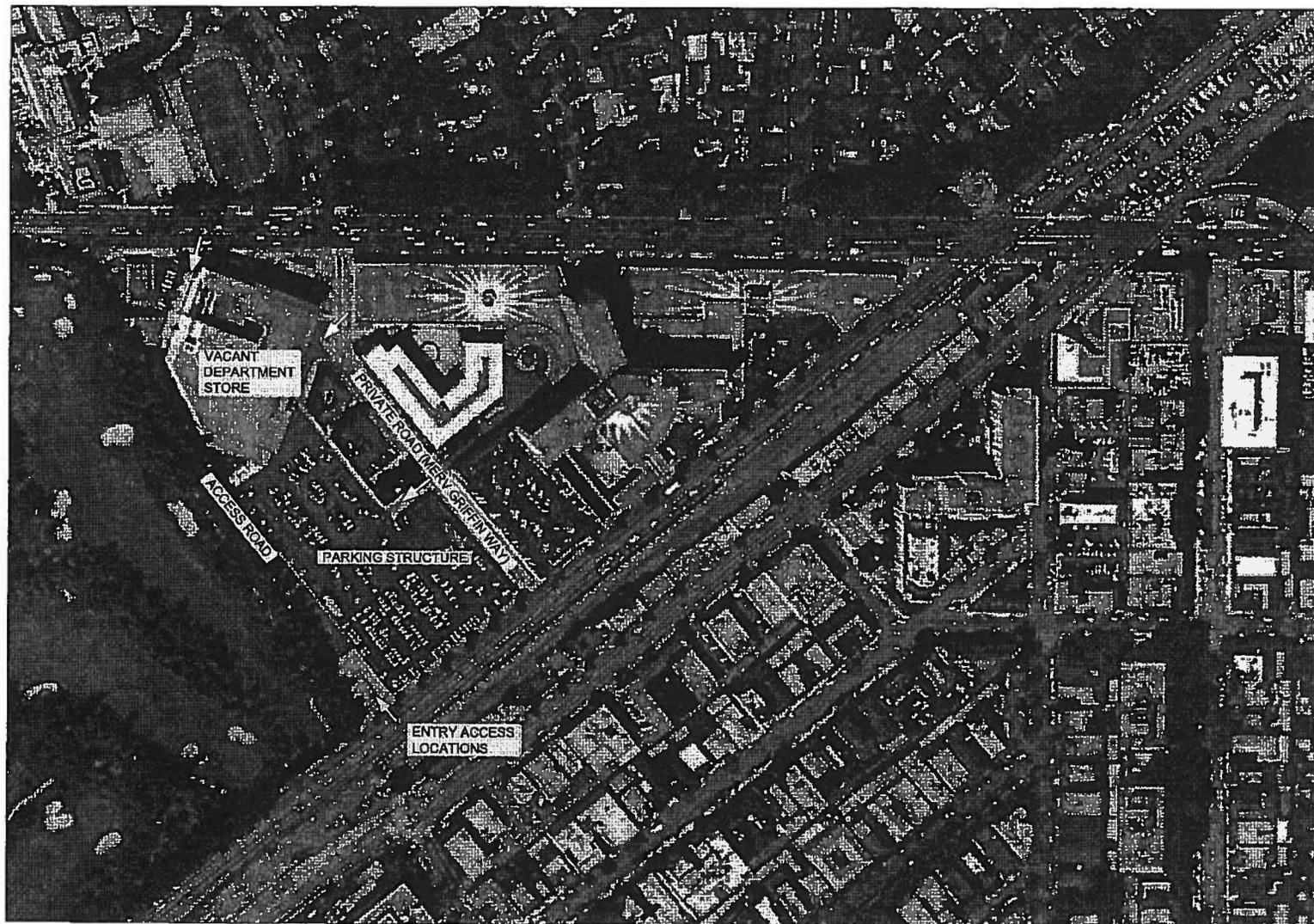


FIGURE 3
EXISTING SITE CONDITIONS

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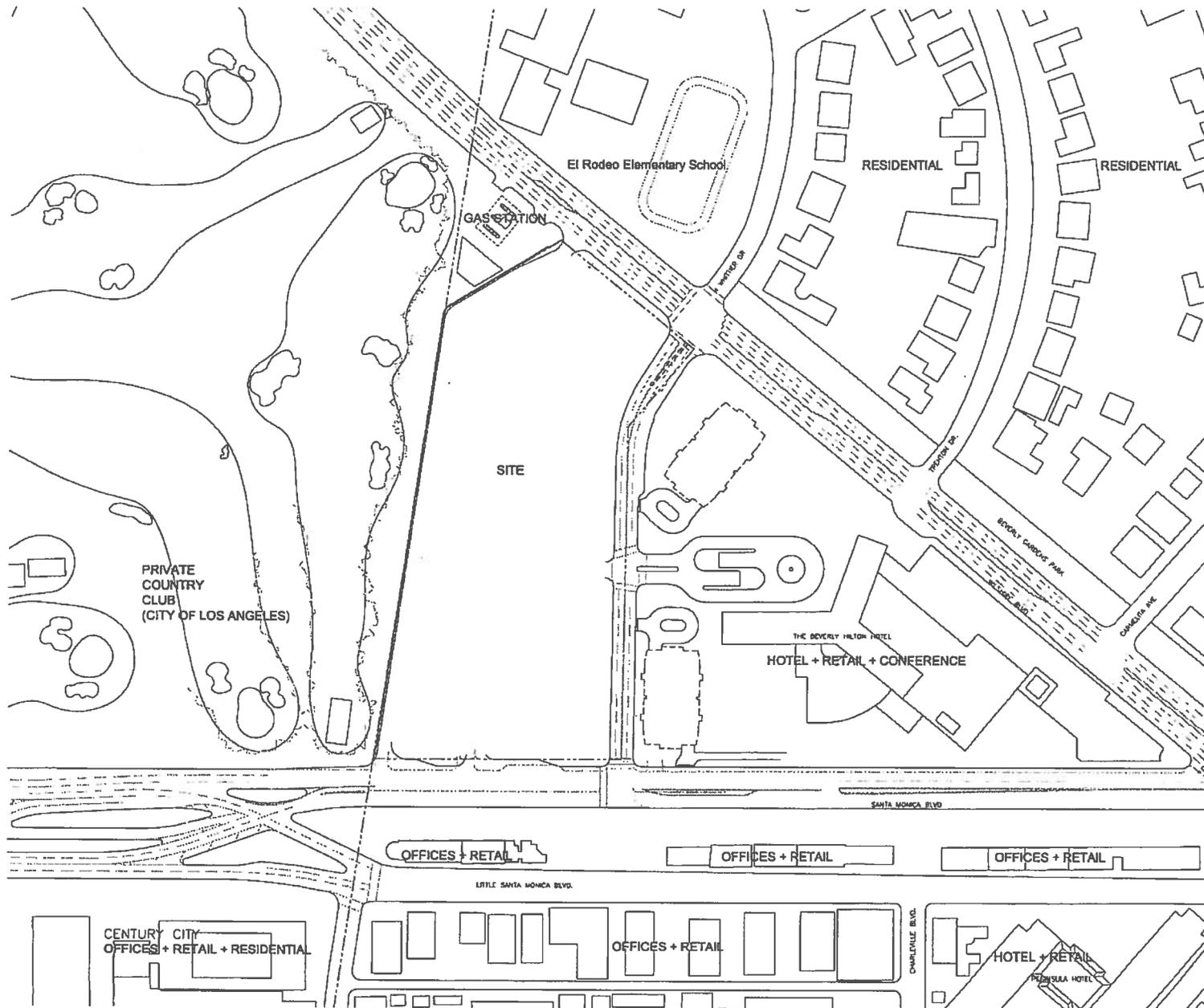


FIGURE 4
SURROUNDING LAND USES
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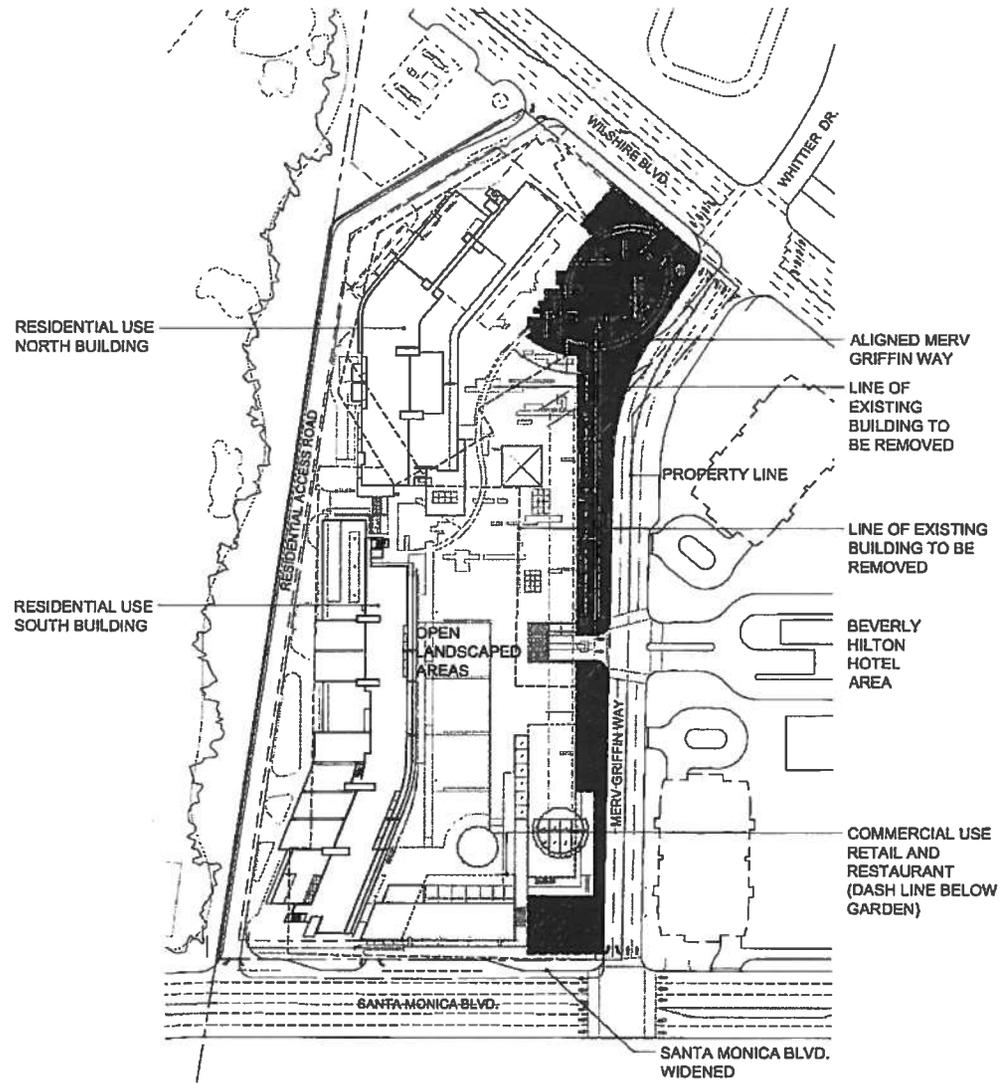


FIGURE 5
 SPECIFIC PLAN
 LAND USE CONCEPTS
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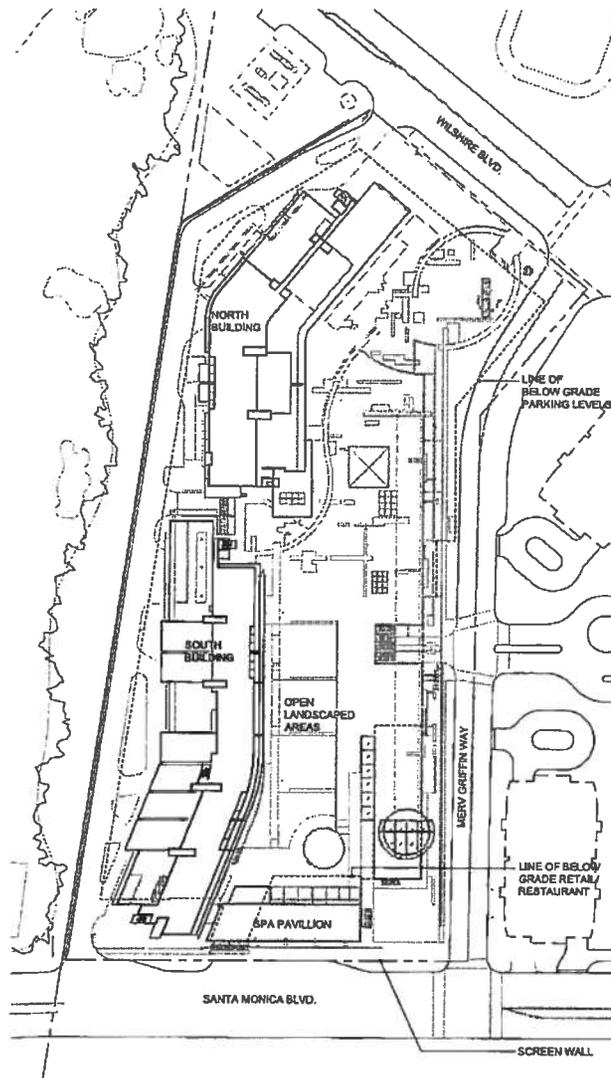


FIGURE 6
SPECIFIC PLAN SITE
/ BUILDING PLACEMENT
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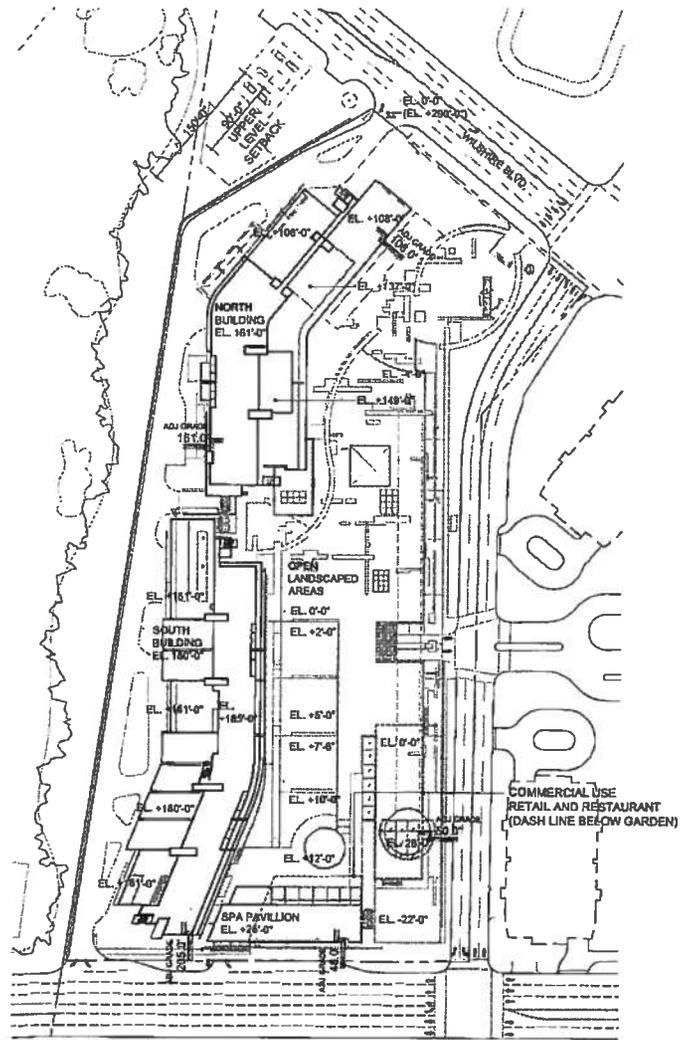


FIGURE 7
BUILDING HEIGHT
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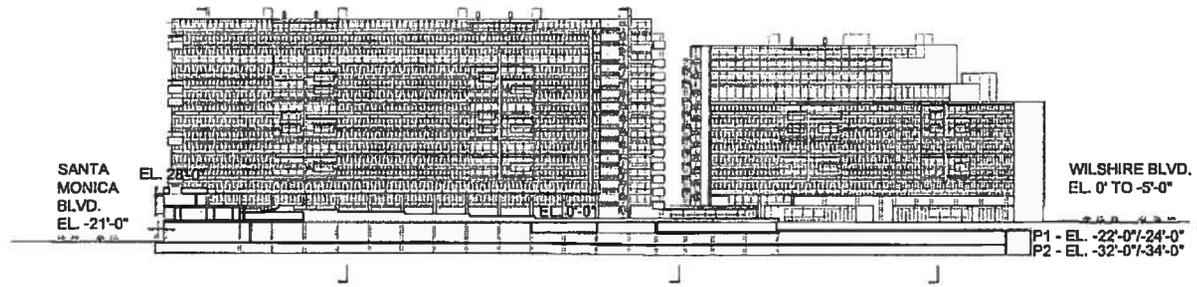


FIGURE 8
SITE SECTION
-WILSHIRE TO
SANTA MONICA
BOULEVARDS

9900 WILSHIRE

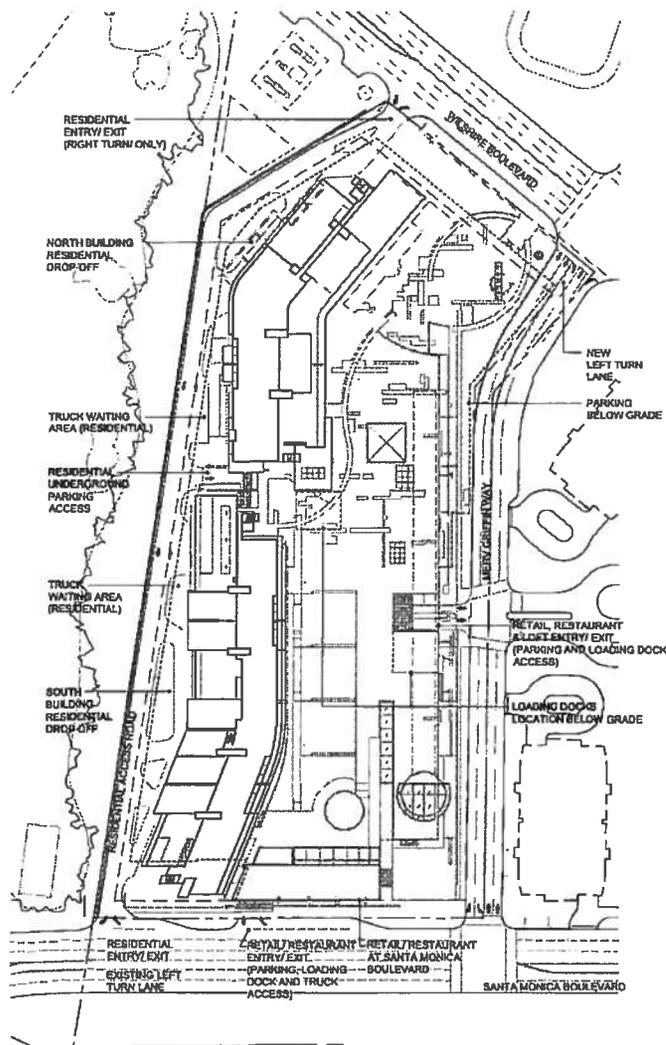


FIGURE 10
ON-SITE CIRCULATION:
ACCESS,
DRIVEWAYS,
ROADWAY
IMPROVEMENTS
9900 WILSHIRE

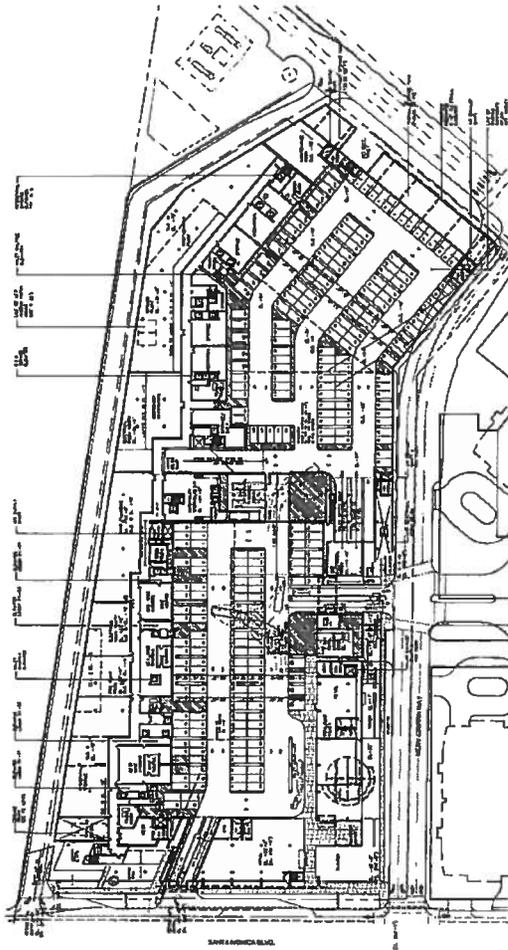


FIGURE 12
PARKING PLAN - LEVEL P1
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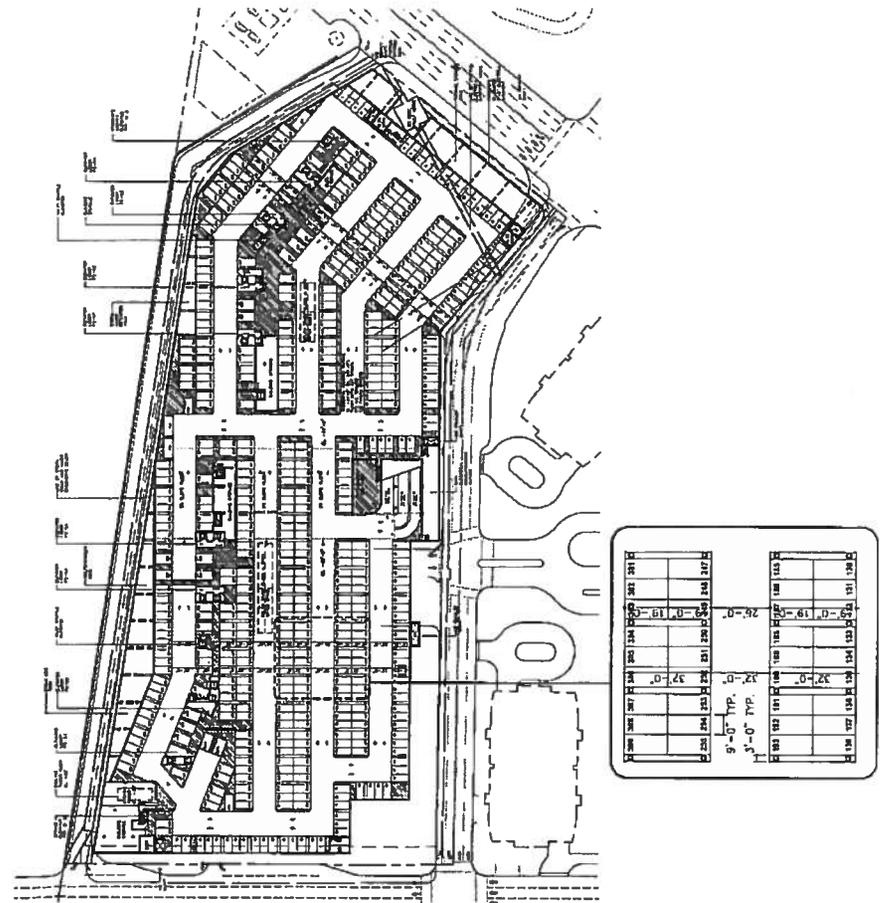


FIGURE 11
PARKING PLAN - LEVEL P2
9900 WILSHIRE

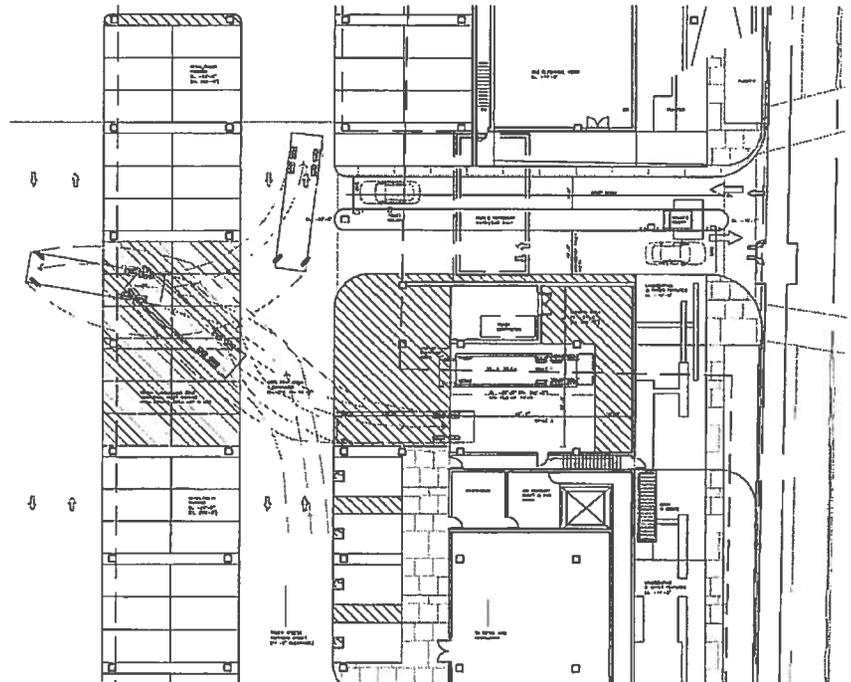
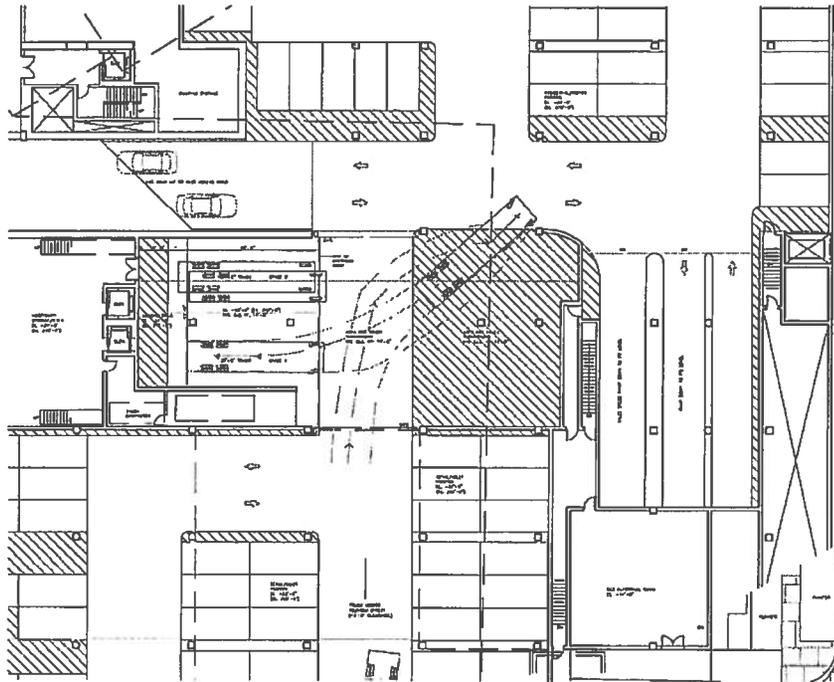
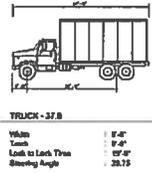


FIGURE 13
LOADING DOCKS
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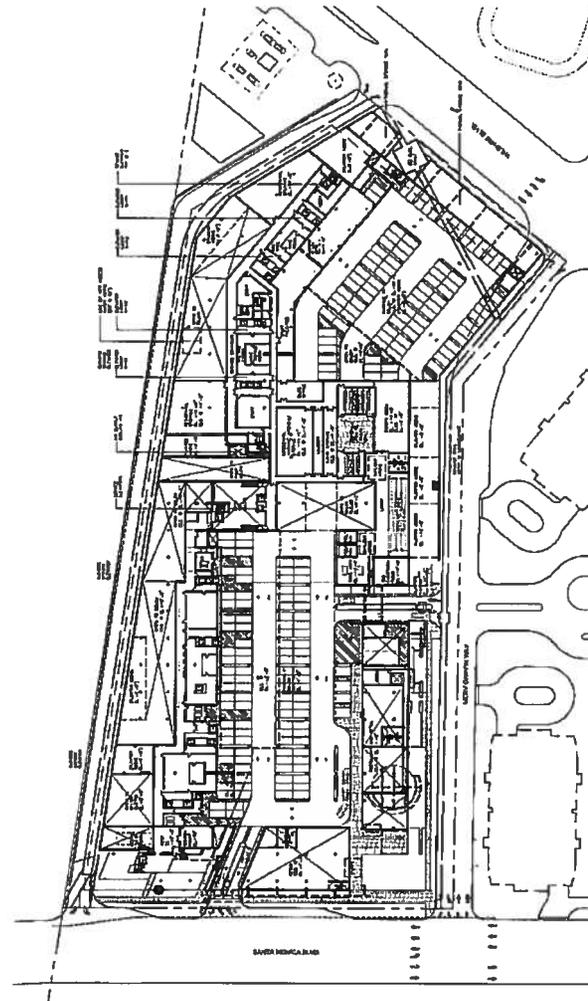


FIGURE 14
CONDOMINIUM BUILDINGS PLAN - MEZZANINE LEVEL
9900 WILSHIRE

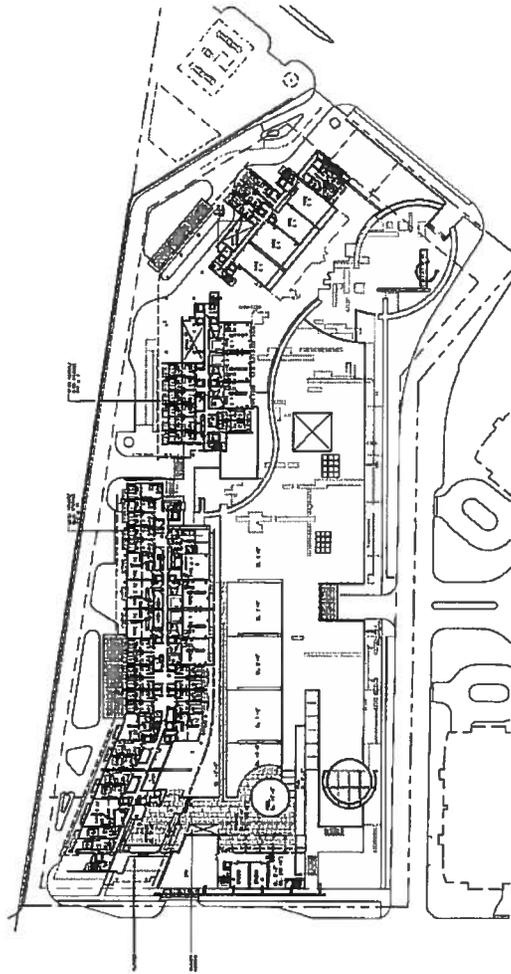


FIGURE 16
CONDOMINIUM BUILDINGS PLAN - LEVEL 2
9900 WILSHIRE

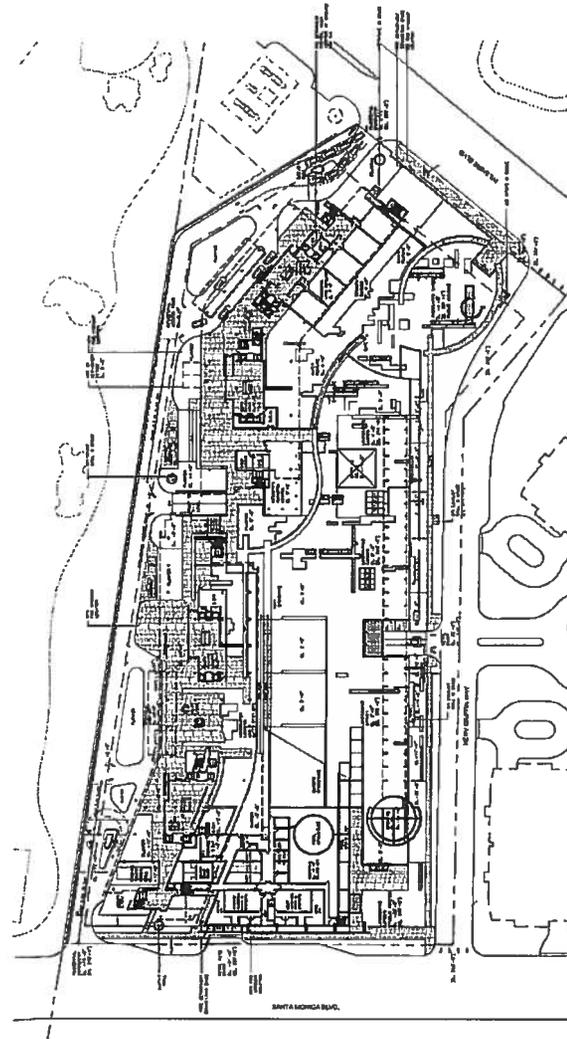


FIGURE 15
CONDOMINIUM BUILDINGS PLAN - LEVEL 1
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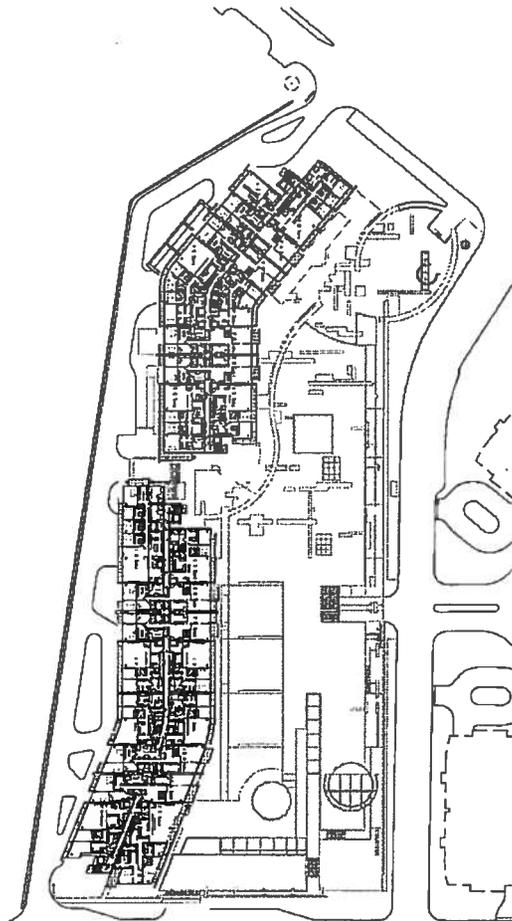


FIGURE 18
CONDOMINIUM BUILDINGS PLAN - LEVEL 4
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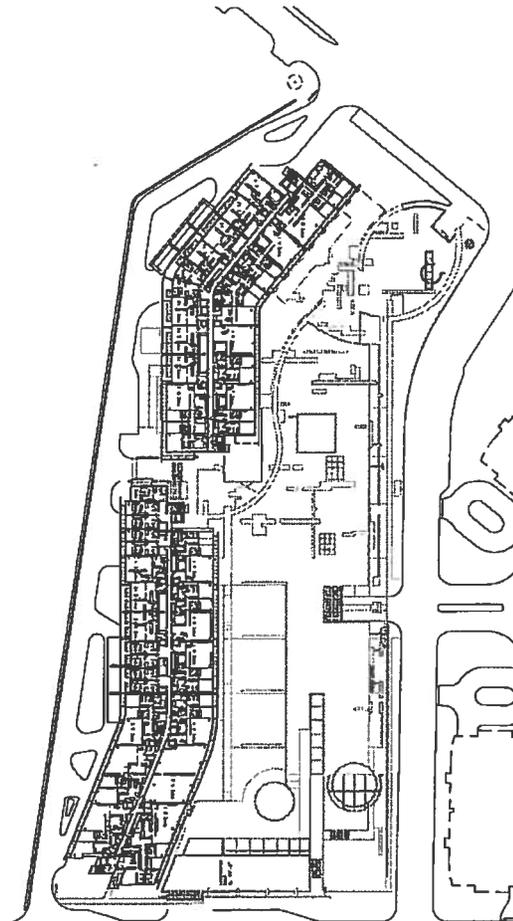


FIGURE 17
CONDOMINIUM BUILDINGS PLAN - LEVEL 3
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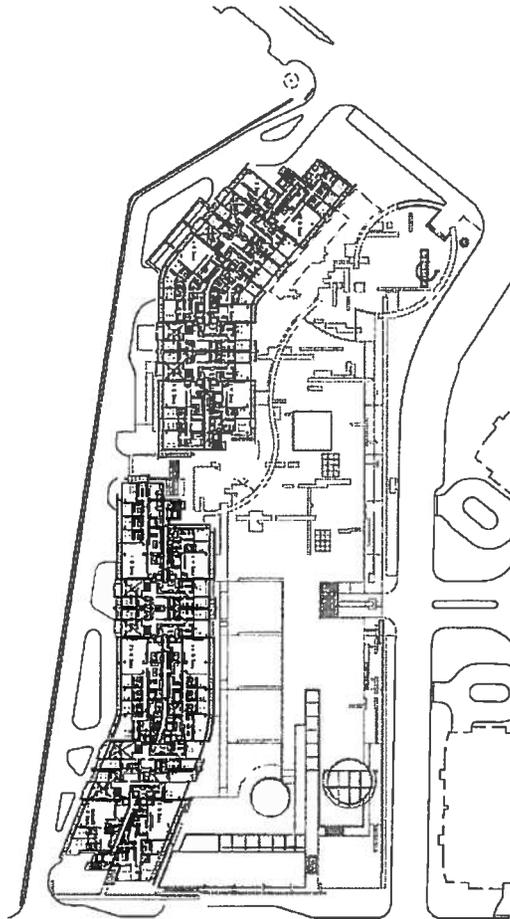


FIGURE 20
CONDOMINIUM BUILDINGS PLAN - LEVEL 6
9900 WILSHIRE

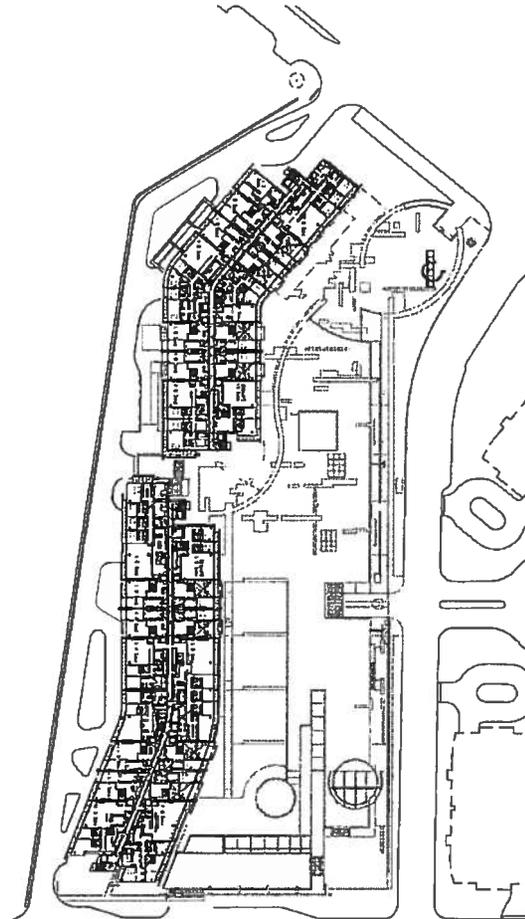


FIGURE 19
CONDOMINIUM BUILDINGS PLAN - LEVEL 5
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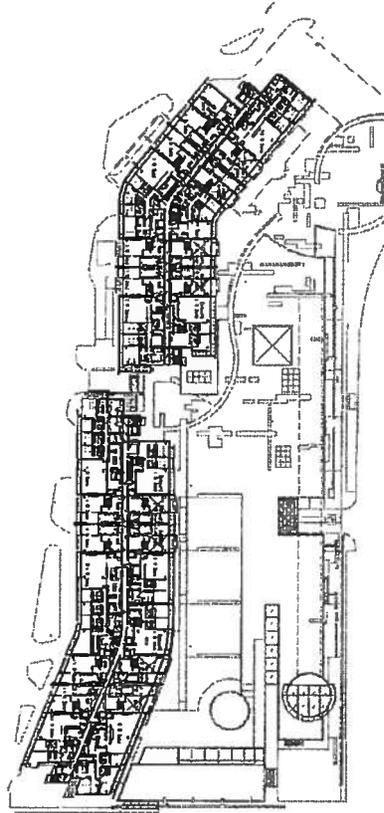


FIGURE 22
CONDOMINIUM BUILDINGS PLAN - LEVEL 8
9900 WILSHIRE

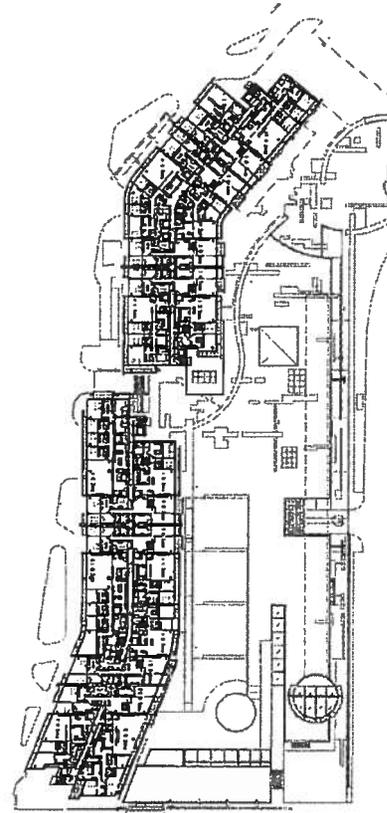


FIGURE 21
CONDOMINIUM BUILDINGS PLAN - LEVEL 7
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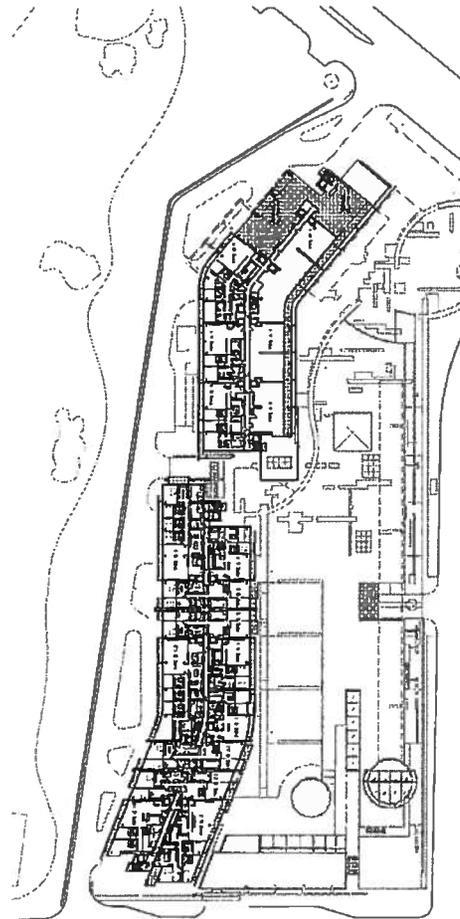


FIGURE 24
CONDOMINIUM BUILDINGS PLAN - LEVEL 10
9900 WILSHIRE

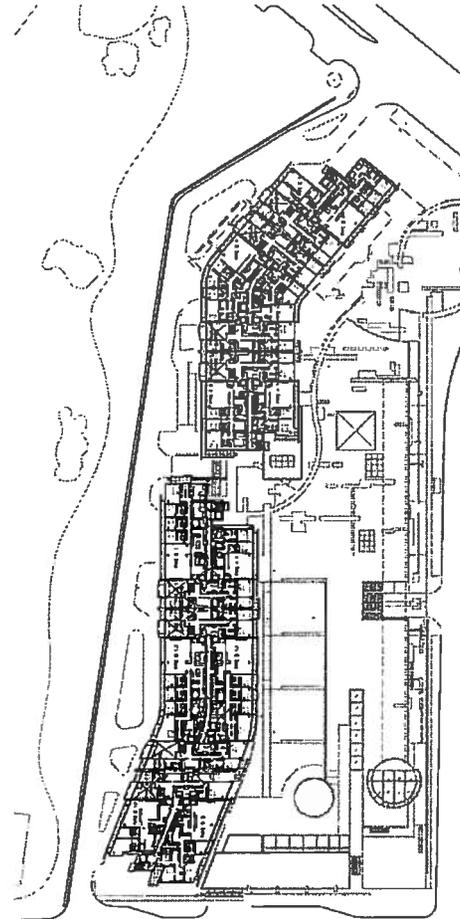


FIGURE 23
CONDOMINIUM BUILDINGS PLAN - LEVEL 9
9900 WILSHIRE

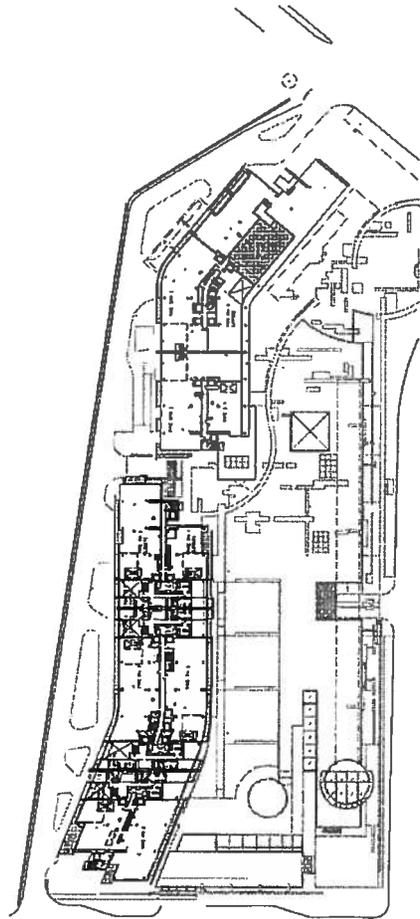


FIGURE 26
CONDOMINIUM BUILDINGS PLAN - LEVEL 12
9900 WILSHIRE

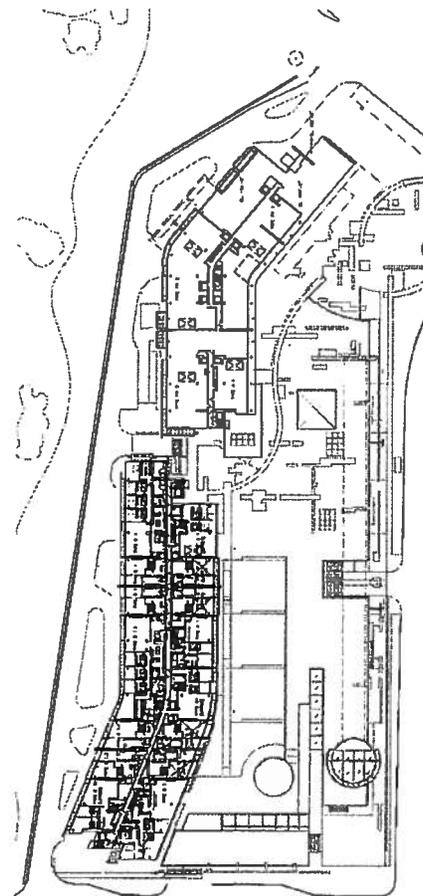


FIGURE 25
CONDOMINIUM BUILDINGS PLAN - LEVEL 11
9900 WILSHIRE

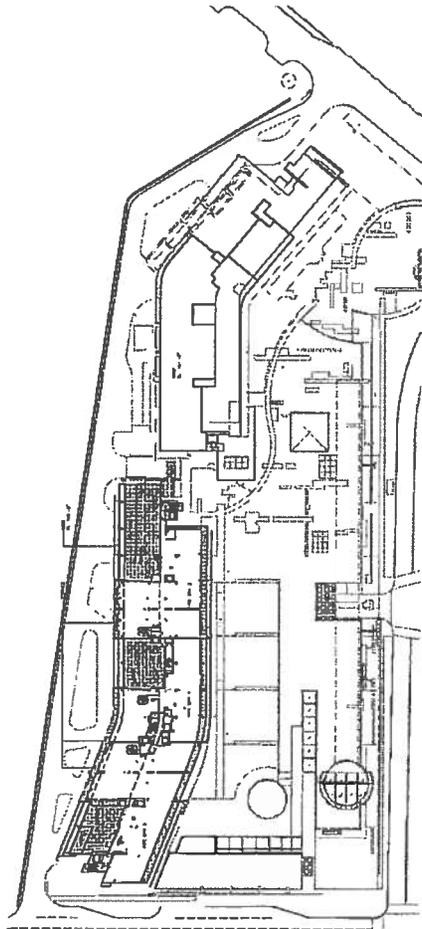


FIGURE 28
CONDOMINIUM BUILDINGS PLAN - LEVEL 14
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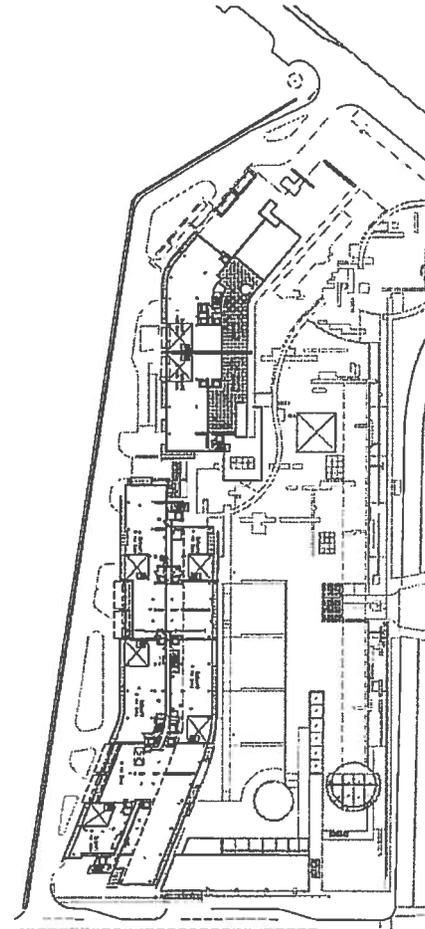


FIGURE 27
CONDOMINIUM BUILDINGS PLAN - LEVEL 13
9900 WILSHIRE

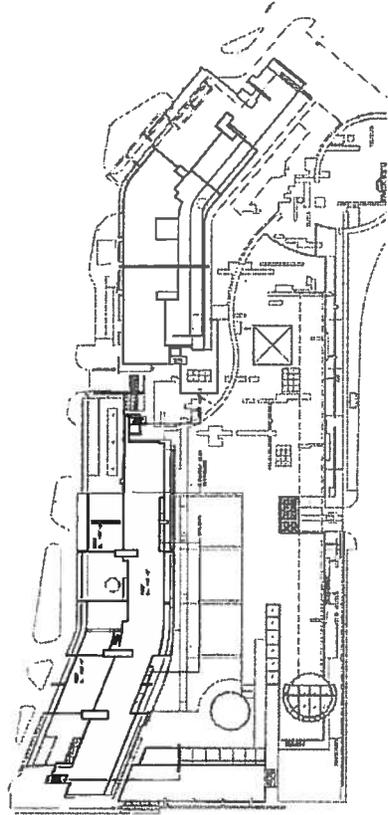


FIGURE 30
CONDOMINIUM BUILDINGS PLAN - ROOF LEVEL
9900 WILSHIRE

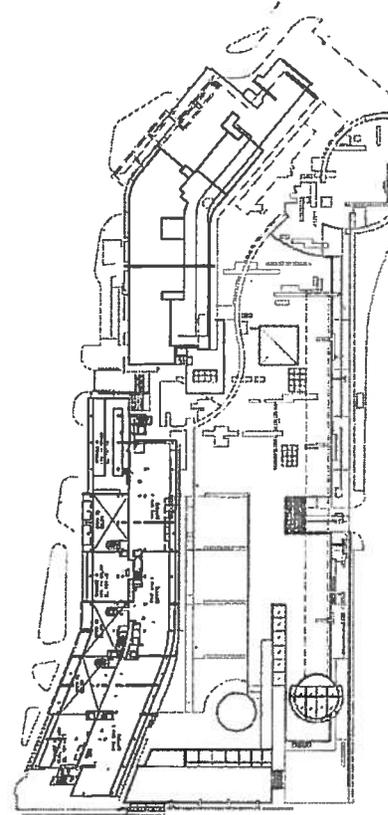


FIGURE 29
CONDOMINIUM BUILDINGS PLAN - LEVEL 15
9900 WILSHIRE

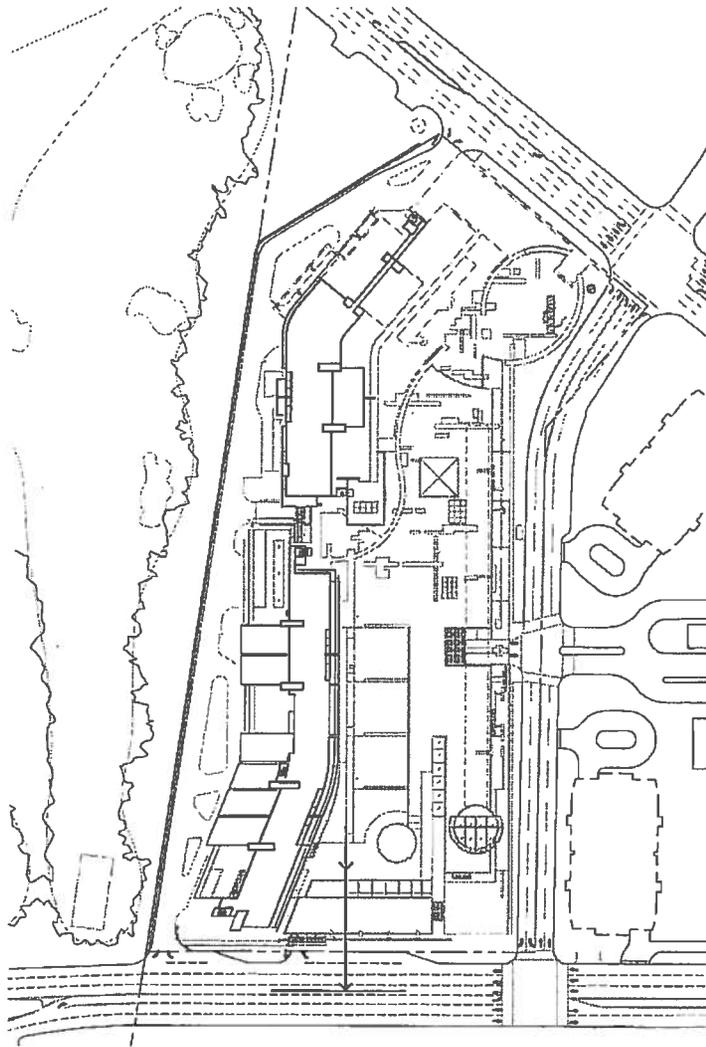


FIGURE 32
SEWER SYSTEM PLAN
9900 WILSHIRE

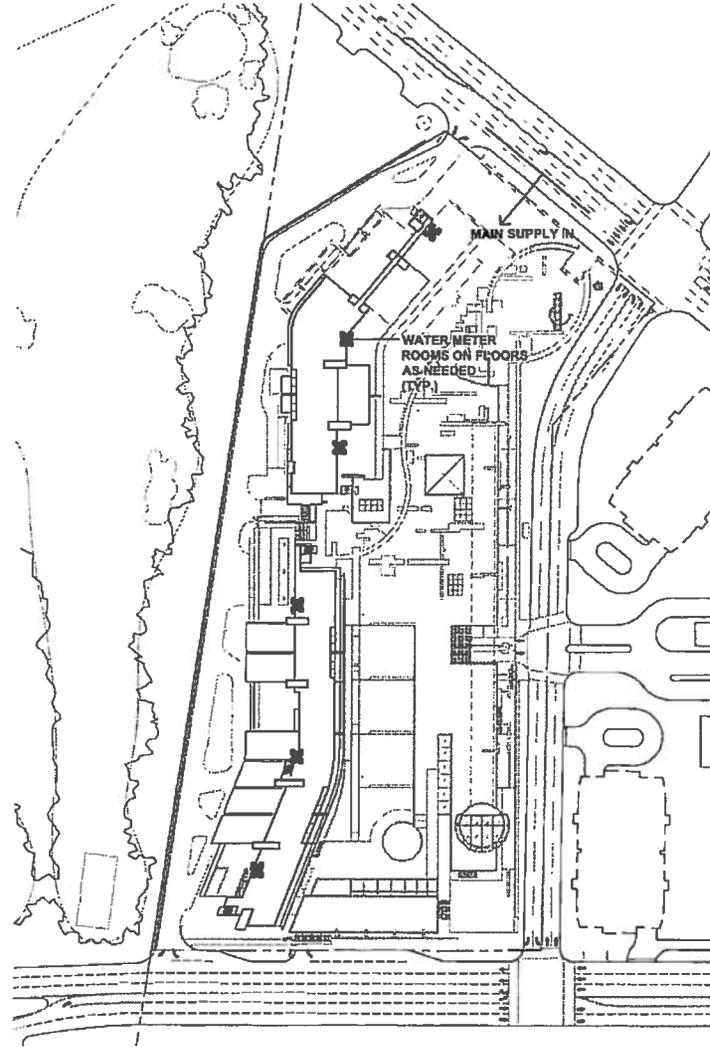


FIGURE 31
WATER SYSTEM PLAN
9900 WILSHIRE

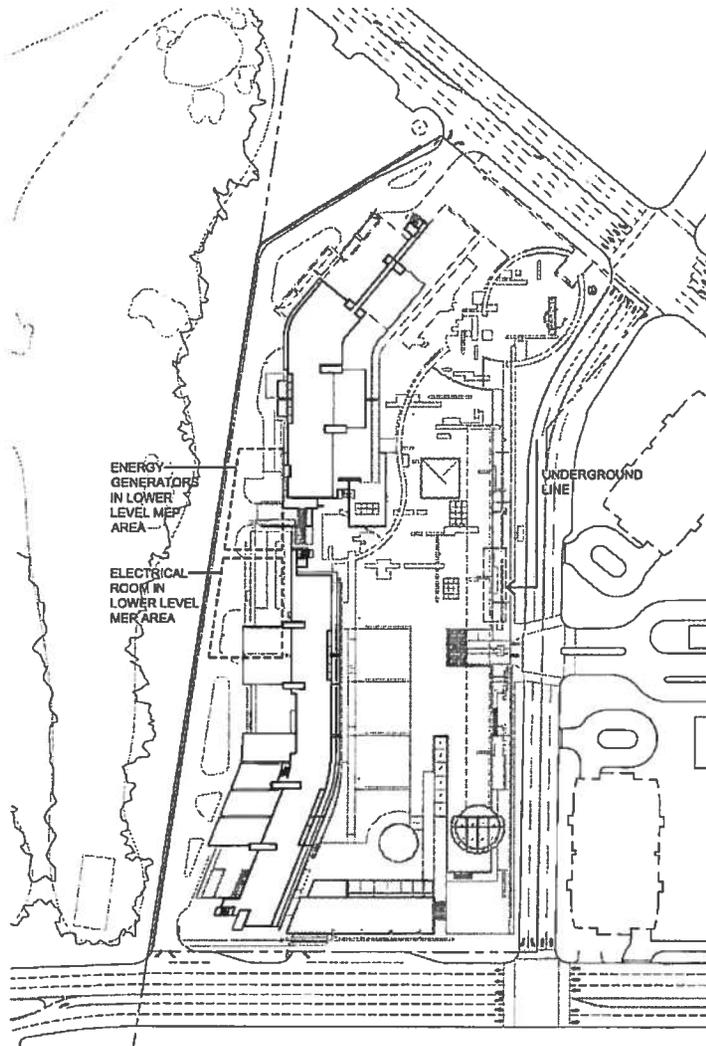


FIGURE 34
ELECTRIC FACILITIES PLAN
9900 WILSHIRE

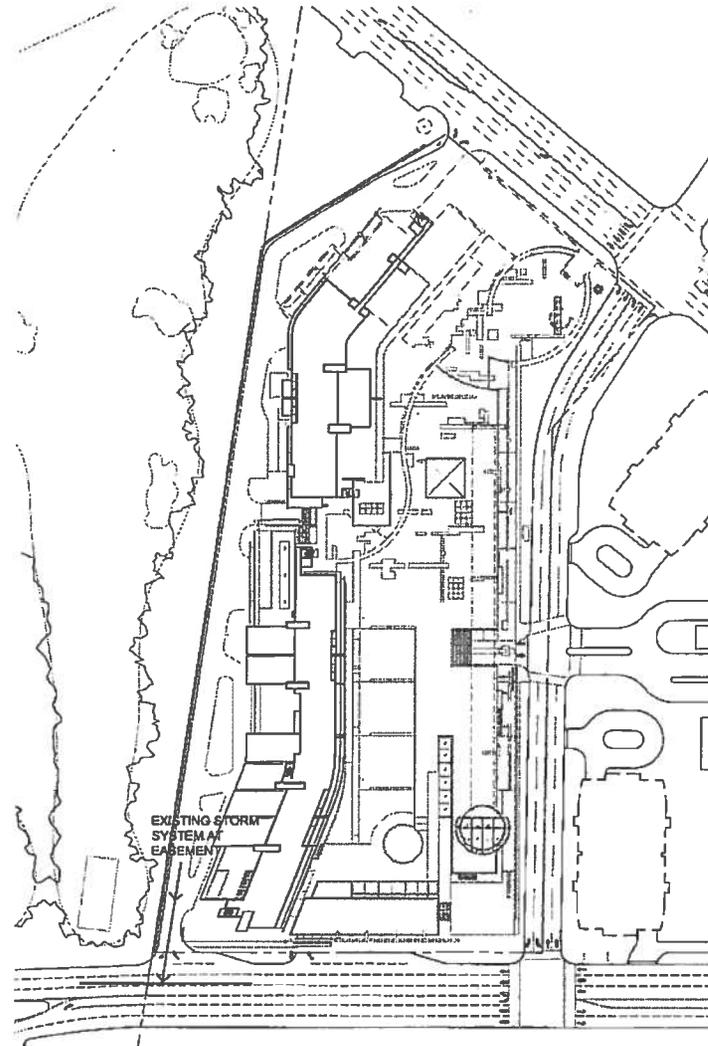


FIGURE 33
STORMDRAIN PLAN
9900 WILSHIRE

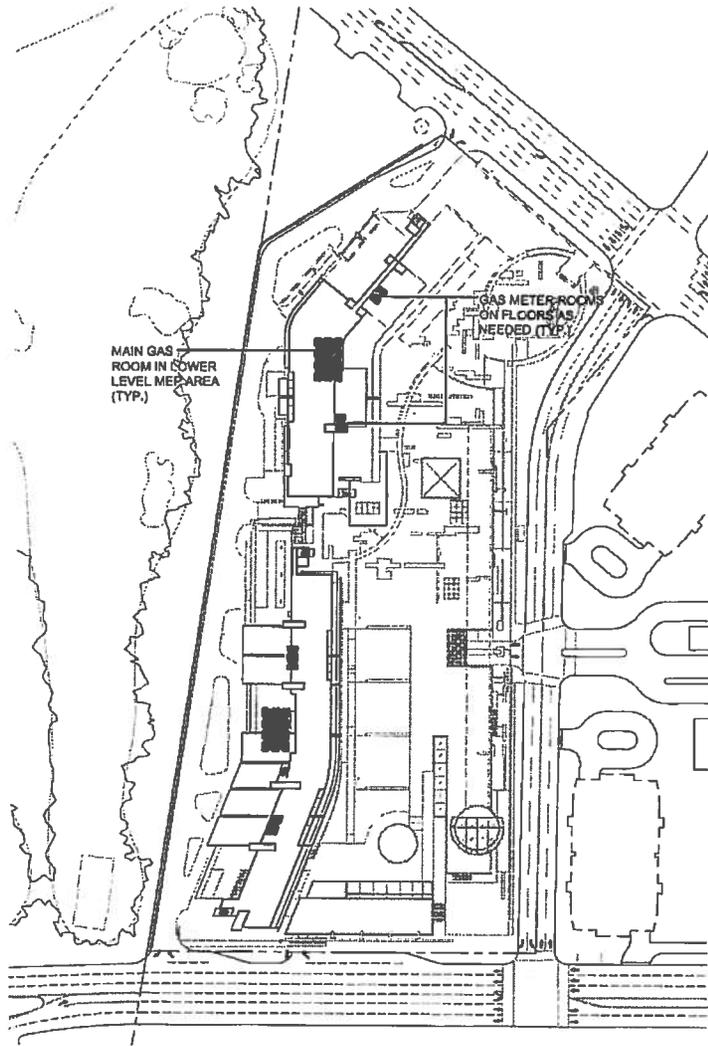


FIGURE 36
NATURAL GAS PLAN
9900 WILSHIRE

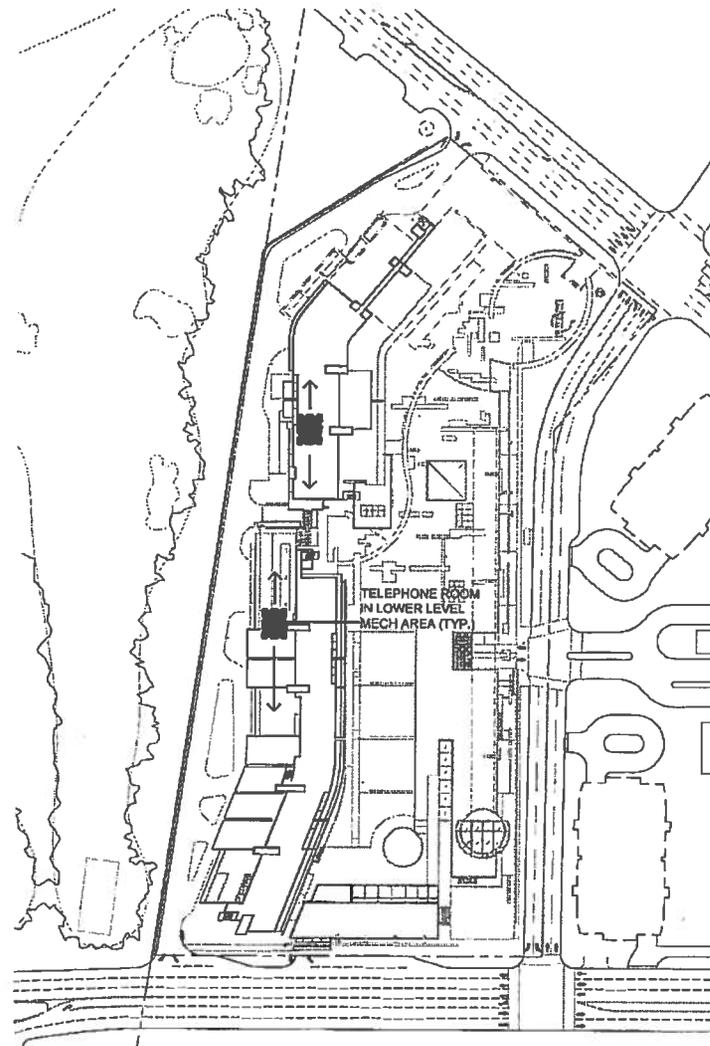


FIGURE 35
TELEPHONE PLAN
9900 WILSHIRE

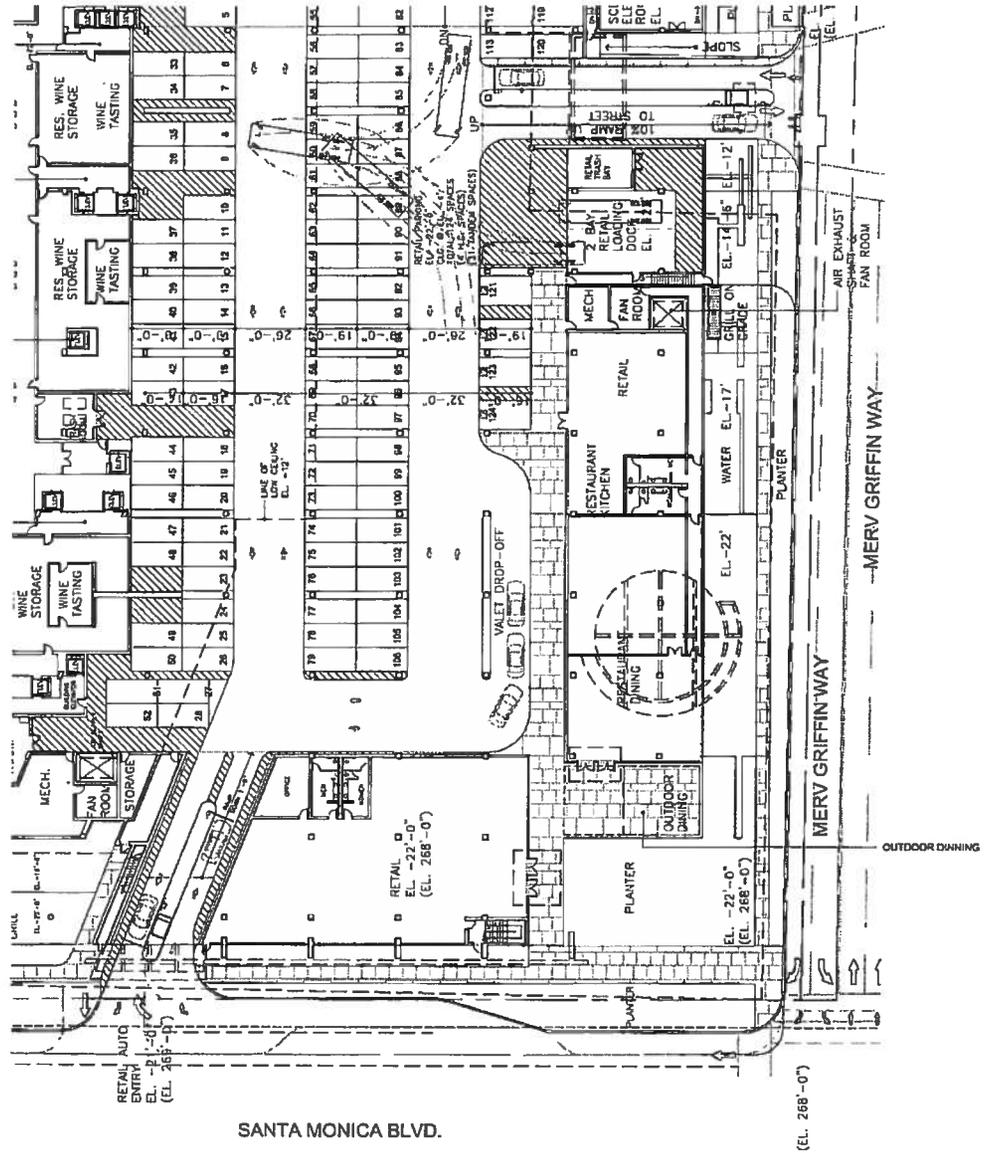


FIGURE 37
RETAIL/RESTAURANT PLAN
9900 WILSHIRE

EXHIBIT C
CONDITIONS OF APPROVAL

Community Development/Planning Project Conditions

1. **Compliance with Plans.** The Project shall be built in substantial compliance with the plans bearing a revision date of February 7, 2008 and submitted for review to the City Council along with the Planning Commission's recommendations on the project. These plans shall be kept on file with the City Clerk's office and the Department of Community Development/ Planning, inclusive of Exhibit A, "Standard Conditions List," and Exhibit B, "Mitigation Monitoring Program," which are incorporated herein by reference and made conditions to the approval of the Project. The Project shall be subject to additional conditions as may be imposed by the Architectural Commission.
2. **Minor Amendments.** Minor amendments to the Conditions of Approval may be approved by the Director of Community Development and shall not require an amendment to the 9900 Wilshire Specific Plan.
3. **Number of Residential Units.** In no case shall the Project include more than 235 residential units in accordance with the approved plans and details contained in approved 9900 Wilshire Specific Plan. The total square footage of the two condominium buildings including back of house and common areas shall not exceed 894,658 inclusive of the 80,587 square feet of below grade (mezzanine) back of house area.
4. **Commercial Space.** In no case shall the project include more than a maximum 16,456 square feet of commercial space which includes a maximum 4,800 square foot restaurant including not more than 600 square feet of outdoor dining in the location shown in the Specific Plan. ,

5. Restaurant Noise. No amplified music is permitted in the outdoor dining area of the restaurant. And no amplified music inside the restaurant shall be audible from the exterior of the restaurant.

6. General Parking Requirements. The project shall provide not less than 803 standard size parking spaces as shown in the approved plans. This number may be modified by the Director of Community Development up to 5 spaces to accommodate the final design of the parking layout.

7. Residential Parking. A total of not less than 681 standard size residential parking spaces shall be provided. Of these, not more than 28 spaces may be tandem., Tandem spaces may not be used for guest parking. Parking spaces for residential units are required to comply with the City's Municipal Code standards and shall be used solely for the parking of the personal vehicles of residents, their guests, and employees associated with the condominium units. Parking spaces for residential units may not be leased, subleased, sold, transferred, or otherwise separated from the unit for which the parking spaces are required and shall not be dedicated to or used to provide parking for any off-site use. Parking spaces for the residential units shall be permanently assigned to each unit and shall be labeled as such.

8. Commercial Parking: A minimum of 99 parking spaces (including 31 tandem spaces) shall be provided for the commercial uses. A total of 122 spaces shall be provided for the commercial area, however, the excess 23 spaces may be leased on a month to month basis or shorter term. A valet shall be on-site and operating pursuant to the approved Parking Valet/Operations Plan set forth under Condition 14 below for the tandem spaces.

9. Parking Accessibility. A minimum of 19 (15 residential and 4 commercial) parking stalls shall meet the requirements of the Americans with Disabilities Act (“ADA”) for an accessible parking space.

10. Employee Parking. Commercial tenants, including any restaurant, shall provide free on-site parking for all on-site employees at all times. All leases or sales agreements for commercial space within the Project shall contain provisions to implement this requirement. An employee shall be defined as a person in the service of another under any contract of hire, express or implied, oral or written, where the employer has the power or right to control and direct the employee in the material details of how the work is to be performed.

11. Customer Parking. Two hours free validation parking shall be provided for patrons of the commercial tenants, after which market rates for parking may be imposed. All leases or sales agreements for commercial space within the Project shall contain provisions to implement this requirement.

12. Pedestrian Signage. Prior to the issuance of occupancy permits for the Project, the Applicant shall install sufficient signage, as determined by the City Traffic Engineer, on both the interior and exterior of the parking garage to protect pedestrians from drivers entering/exiting all access points of the residential and commercial garages.

13. Signage. Prior to the issuance of a building permit, the Applicant shall submit the unified sign plan required by Section 4.6 of the Specific Plan for review and approval. Said unified sign plan shall include, but not be limited to, provision of appropriate signage and precautionary devices inside the parking garage. Thereafter, all project signage shall conform to the unified sign plan.

14. Parking Valet/Operations Plan. Prior to the issuance of any occupancy permit, the applicant shall prepare and shall have received approval from the City's Planning Division and Transportation Division of a Parking Valet/Operations Plan for both commercial tandem parking operations and residential parking operations. The residential parking operations plan shall include plans to meet the parking needs generated by large on-site events and parties (i.e. to include the aggregate number of people generated for multiple, simultaneous small events occurring on-site). Thereafter, the applicant and subsequent homeowners association shall implement said plan for any large on-site events and parties. The requirement for this residential operations plan shall be incorporated into the Covenants, Codes and Restrictions for the condominiums.

15. Parking Garage Safety/Technology. The applicant shall install state-of-the-art devices to ensure that cellular reception in the parking garage is adequate for police, fire and the health and safety of residents and visitors in the parking structure.

16. Loading. Prior to issuance of occupancy permits and subject to the review and approval of the Directors of Community Development and Public Works and Transportation, the Applicant shall provide a Loading Management Plan to minimize loading-related impacts from the Project on adjacent land uses. The Loading Management Plan shall identify permissible hours for loading and shall designate a delivery monitor to monitor the loading area and deliveries in order to control the circulation activities and to prevent overcrowding in the loading area. The City hereby retains the authority to impose additional conditions on the Project to address loading, delivery and parking issues, including without limitation the authority to require valet parking for patrons of the commercial uses. The Applicant shall comply with the approved Loading Management

Plan and any additional conditions imposed after adoption of this Resolution and after adoption of the Loading Management Plan, in order to address parking, loading and delivery issues. No loading shall occur on Wilshire Boulevard or Santa Monica Boulevard.

17. Public and Common Areas. All public and common areas and facilities shall be clearly depicted, described, or both in the final plans reviewed by the Department of Community Development/Planning prior to issuance of a building permit.

18. Rooftop Uses. Rooftop uses and structures are limited to the 5 private terraces with pools/spas with trellises as shown on the approved plans. The trellises on the North Building, Level 10 (2 units at north end at Elevation 108' (no pool)), and Level 11 (1 unit at north end at Elevation 120' (no pool)) shall be limited to a maximum 10 feet in height and shall be set back from the face of any exterior wall of the floor immediately below so that a forty five degree (45°) angle to the vertical plane of the nearest outside wall is not intersected.

19. Green Building Design. The Project shall be constructed to meet the "Certified" rating pursuant to the City's green building rating system, which means achieving not less than 26 points out of a possible 69 points as set forth in the City's Green Building/Sustainability Checklist ("Checklist") attached hereto and incorporated herein as Exhibit D. A green building plan shall be submitted as part of the application for a building permit. The green building plan shall indicate which points in the Checklist that the project will utilize, and indicate where compliance with each selected point is shown on the plans. The applicant shall be required to implement all points shown in the final green building plan. The Building Official or his designee shall verify compliance with each selected point prior to issuance of a final certificate of occupancy. The Building Official

may conduct other inspections as needed to ensure compliance with this condition. The Applicant may request amendment of the green building plan and such amendment may be approved by the Building Official as long as the cumulative point's total 26. If the City Council adopts a green building ordinance prior to the submittal of an application for a building permit, the applicant shall comply with said Ordinance.

20. Gray Water Usage Requirement. The applicant shall install a gray water system as required by Section 3.4 F of the Specific Plan, including sufficient plumbing features to allow gray water to be used for landscaped areas on the property. All plumbing requirements shall be subject to review and approval by the City's Building and Safety Division.

21. Architectural Commission Review. Prior to the issuance of building permits, the design, materials and finishes of the building, and proposed landscaping shall be subject to the review and approval of the Architectural Commission. The Applicant shall submit final landscape, lighting and irrigation plans that include mature-sized plantings along the property to provide an appropriate visual and aesthetically pleasing transition between the property and the neighboring property on the east side of Merv Griffin Way. Particular attention shall be paid to the garden areas. Landscape plans shall be prepared by a licensed landscape architect.

22. Final Building Plans. Final building plans shall be consistent with the preliminary plans approved by this Resolution and shall be prepared by a licensed professional.

23. Traffic/Crossing Guard. During Project construction, the applicant shall hire a crossing guard to assist children in crossing Wilshire Boulevard, Santa Monica Boulevard and Little Santa Monica at the beginning and end of each school day. In addition, if

deemed necessary by the Environmental Compliance Monitor, an additional guard shall be hired during construction on an as-needed basis to ensure the safety of children walking the length of Merv Griffin Way before and after school.

24. Hiring Practices. The applicant shall require the Constructor Manger/Supervisor to verify that no construction workers have prior felony record prior to hiring of any such workers, and shall not hire any such workers with such prior felony record to work on this Project. The on-site Construction Manger/Supervisor shall assure that no employees, subcontractors of any tier, material suppliers or consultants have direct contact with students from the Beverly Hills Unified School District during the performance of their duties, unless required within the scope of their duties and with the knowledge or approval of the Construction Manager/Supervisor. The applicant shall be responsible for verifying that any security personnel and/or crossing guards have no prior felony record prior to hiring of any such workers. Compliance with this provision shall be verified by the Environmental Compliance Monitor.

25. Traffic Signal at Merv Griffin Way/Santa Monica Boulevard. The applicant shall install a traffic light at the Merv Griffin Way/Santa Monica Boulevard intersection. Installation and plans for the traffic light are subject to review and approval by the City's Traffic Engineer and Building and Safety Division. The applicant may be entitled to a fair share reimbursement from other projects that impact this intersection and necessitate the traffic light. The traffic light either shall be installed and operational prior to construction, or the applicant shall provide adequate security for installation prior to the approval of any final subdivision map.

26. Santa Monica Boulevard Roadway Improvements. Prior to the issuance of a certificate of occupancy, the applicant shall provide the right-of-way dedications to the City as shown on the approved plans and subject to review and approval by the City's Public Works Director. As approved by the Public Works Director, the applicant shall install and pay for improvements to the Santa Monica Boulevard right-of-way adjacent to the Project as shown on the approved plans, including but not limited to landscaping and street improvements.

Landscaping and Irrigation

27. Prior to final building inspection, the Applicant shall install all proposed irrigation and landscaping, including irrigation controllers, staking, and mulching, in accordance with the Architectural Commission's approval of the final project design.

28. Prior to occupancy, the Applicant shall submit a letter from the Project landscape architect certifying that all landscape material and irrigation has been installed and is functioning according to the approved landscape plans.

29. The property owners and successors in interest, including but not limited to any homeowners association, shall be responsible for the maintenance of the site drainage system, sidewalks, parkways, street trees and other landscaping, including irrigation, within and along the adjacent public right-of-way and all public and private open areas on the site including the western half of Merv Griffin Way. The covenants, codes, conditions and restrictions for this project shall specifically reflect this obligation.

Other City Departments' Requirements

30. The Applicant shall comply with all applicable conditions and permits required from the Public Works and Transportation Department and Community Services-

Recreation and Parks Department attached as Exhibit A. The Applicant shall secure all necessary permits from the Engineering Division of Public Works prior to commencement of any demolition or Project related work.

31. An offsite improvement plan prepared by a registered civil engineer must be submitted to the Civil Engineering Division. This plan must show any existing street furniture within the public right-of-way (ROW) fronting the proposed improvement site. All new construction and relocation of any existing street furniture must be clearly shown.

32. The Project shall comply with all applicable conditions from the Fire Department as may be identified through the plan check process.

Construction Management

33. The Applicant shall comply with a Construction Management Plan that has been submitted to and approved by the Department of Community Development prior to issuance of a building permit. The Construction Management Plan shall incorporate the Construction Traffic Management Plan and the Construction Workers Parking Plan as described in the attached Mitigation Measures for the project. The Construction Management Plan shall also include, at a minimum, the following requirements:

- a. Parking and transportation to and from the construction parking area for construction workers shall be paid by the Project applicant.
- b. A map identifying routes and parking lots to be utilized and shall be provided to the City and include written certification from the owner(s) of the parking lots proposed to be used that such parking will be available to the Applicant throughout the construction period.

c. A plan for the proposed demolition/construction staging for the Project to determine the amount, appropriate routes and time of day of heavy hauling truck traffic necessary for demolition, deliveries etc., to the subject site shall be included in the Construction Management Plan. The construction haul route shall be reviewed and approved by the City Traffic Engineer and the Director of Community Development. The approved haul route is subject to change if the haul route creates unanticipated traffic congestion or noise impacts.

34. Requests for after hours construction permits shall be reviewed by the City's Building Official in accordance with BHMC Section 5-1-206. The Building Official shall confer with the Environmental Compliance Monitor and revise any after hour's permits as necessary to mitigate noise to residential neighbors to the project.

35. The applicant shall maintain a current construction schedule on the project's web page and provide the web page address on construction signage placed on the boundary of the property or in a location visible to the public as determined by the Environmental Compliance Monitor.

36. A cash deposit of \$25,000 shall be deposited with the City to ensure compliance with the conditions of this Resolution regarding construction activities. The \$25,000 deposit shall be replenished as deemed necessary by the City's Building and Safety Division. Such deposit shall be returned to Applicant upon completion of all construction activities and in the event that no more than two violations of such conditions or the Beverly Hills Municipal Code occur. In the event that three or more such violations occur, the City may: (a) retain the deposit to cover costs of enforcement; (b) notify the Applicant that the Applicant may request a hearing before the City within ten days of the notice; and

(c) issue a stop work notice until such time that an additional deposit of \$25,000 is deposited with the City to cover the costs associated with subsequent violations. Work shall not resume for a minimum of two days after the day that the additional deposit is received by the City. If the Applicant timely requests a hearing, said deposit will not be forfeited until after such time that the Applicant has been provided an opportunity to appear and offer evidence to the City, and the City determines that substantial evidence supports forfeiture. Any subsequent violation will trigger forfeiture of the additional deposit, the issuance of a stop work notice and the deposit of an additional \$25,000, pursuant to the procedure set forth herein above. All amounts deposited with the City shall be deposited in an interest bearing account. The Applicant shall be reimbursed all interest accruing on monies deposited. The requirements of this condition are in addition to any other remedy that the City may have in law or equity and shall not be the sole remedy of the City in the event of a violation of the conditions of this Resolution or the Beverly Hills Municipal Code.

37. During construction, the Applicant shall install a minimum twelve-foot (12') construction fence to reduce noise and dust impacts on neighboring properties. The final height of the fence shall be approved by the Director of Community Development in consultation with design professionals knowledgeable in the fields of noise and dust mitigation. The design of the construction fence shall be subject to Architectural Commission review and approval. The applicant shall provide temporary landscape improvements to improve the appearance of the site around the fence during the construction period.

38. The Applicant shall maintain the site in an orderly condition prior to commencement of and during construction, including but not limited to, maintenance of the orderly appearance of existing structures and landscaping on the site, dust suppression for areas cleared by demolition, maintenance of safety barriers and adjacent public sidewalks, and provision of a Community Liaison Officer as outlined in the attached Mitigation Measures, directly accessible to the public by telephone in the event that the public has any concerns regarding the maintenance of the site. The name and telephone number of the Community Liaison Officer shall be transmitted to the Director of Community Development, the City's Building Official, and the Beverly Hills Unified School District Superintendent and Principal at El Rodeo School. In addition, the Applicant shall post the name and telephone number of the Community Liaison Officer on the site in a location readily visible to the general public as approved by the Director of Community Development. Said signs shall also include the name and number of a City contact from the Community Development Department. The Applicant representative's telephone number provided shall be manned during construction hours.

39. Within three working days after approval of this Resolution, the Applicant shall remit to the City a cashier's check, payable to the County Clerk, in the amount of \$50.00 for a documentary handling fee in connection with Fish and Game Code requirements in addition to the Department of Fish and Game filing fee imposed pursuant to Fish and Game Code Section 711.4.

Property Maintenance

40. The property owners and successors in interest, including but not limited to any homeowners association shall be responsible for the operation and maintenance of the

private sewer connection to the public sewer in the public right-of-way, the site drainage system, the maintenance of the common areas and facilities, the exterior of the building, and any costs or corrections due to building or property maintenance code enforcement actions. The covenants, codes, conditions and restrictions for this project shall specifically reflect this obligation.

General Conditions.

41. All electrical transformers and other such mechanical equipment shall be clearly depicted, described, or both, in the final plans reviewed by the Department of Community Development/Planning, prior to issuance of a building permit. Screening and/or relocation may be required if the proposed locations have the potential to adversely affect the appearance of the building from the public right-of-way.

42. The Codes, Covenants and Restrictions (CC&R's) for this project shall reflect the fact that, as this Project is located on Wilshire Boulevard, the maintenance of public improvements (street payment, sidewalk, curb, gutter, water and sewer lines) is usually performed at night.

43. In accordance with the requirements set forth in City Council Resolution 71-R-4269, the applicant shall file a formal written request with the Civil Engineering Department for approval of any type of temporary construction encroachment (steel tieback rods, etc.) within the public right-of-way. Shoring plans and elevations prepared by a registered civil engineer must be submitted for review by the Civil Engineering Department. An indemnity bond must be submitted and approved by the City Attorney prior to excavation.

44. The Project shall comply with the applicable standard conditions and shall obtain all necessary permits from the Public Works/Engineering Department. The Standard Conditions List is attached hereto as Exhibit A and incorporated herein by this reference.

45. The Applicant shall comply with the requirements of the Street Tree Mitigation Plan of the Recreation and Parks Department, attached hereto as Exhibit C and incorporated herein by this reference.

46. These conditions shall run with the land and shall remain in full force for the duration of the life of the Project.

47. The City reserves the right to make modifications and/or impose additional conditions which may become necessary to enable implementation of the specific conditions set forth in this Resolution, and the Applicant shall comply with all such modified or additional conditions.

48. Prior to the earlier of either the issuance of any occupancy permit or the sale or lease of any residential unit in the project, a subdivision map shall be approved by the City and the final map for such subdivision shall have been recorded with the County of Los Angeles Recorder and the condominium plan filed with the Department of Real Estate.

49. Prior to the approval of any final map, the applicant shall prepare and submit CC&R's for review and approval by the Community Development Department and the City Attorney. The CC&R's shall be recorded prior to the approval of any final map.

50. Prior to the recordation of any final subdivision map, the applicant shall record a reciprocal parking and access agreement for the site in form and content satisfactory to the Community Development Director and the City Attorney.

51. The applicant shall install insulated laminated clear safety glass on the exterior of all the condominium units facing the Los Angeles County Club.

52. Unanticipated Traffic Impacts. In the event that the Director of Community Development determines that operation of the project is having unanticipated traffic or parking impacts, the Director shall require the owner or Homeowners Association to provide an analysis of the traffic or parking impacts and recommend and implement mitigation for the impacts. If, in the opinion of the Director, the owner or Homeowners Association fails to implement sufficient mitigation to mitigate the unanticipated traffic or parking impacts, then the Director shall schedule a hearing before the Planning Commission concerning the impacts being created by the project. The owner or Homeowners Association shall receive at least ten days notice of such hearing. Upon conclusion of the hearing, the Planning Commission may impose additional conditions upon the project as necessary to mitigate any unanticipated traffic or parking impacts caused by the project, and the owner or Homeowners Association and operator shall forthwith comply with any such additional conditions at their sole expense. However, the owner or Homeowners Association may appeal the decision of the Planning Commission to the City Council pursuant to the provisions of the Beverly Hills Municipal Code and any decision of the Planning Commission shall be stayed pending a decision by the City Council on appeal.

53. The Construction Management Plan shall contain a provision prohibiting construction trucks from queuing on Santa Monica Boulevard or Wilshire Boulevard during all aspects of construction.

54. The Environmental Compliance Monitor identified in Traffic Mitigation Measure #1 shall be responsible for monitoring compliance with both the conditions of approval and all the mitigation measures.

55. An air cleaning/filtering system shall be installed in the condominium buildings subject to the review and approval of the Building Official to assist in the removal of pollutants from the adjacent streets.

56. The Applicant shall install state-of-the-art devices or equipment as approved by the City's Police and Fire Departments to ensure that wireless telecommunication reception in the parking garage is adequate for police, fire and other emergency responders and the health and safety of residents and visitors in the parking structure.

9900 Wilshire Conditions of Approval

Exhibit A

Standard Conditions List

CITY OF BEVERLY HILLS
STANDARD CONDITIONS LIST
FOR THE PLANNING COMMISSION

ENGINEERING, UTILITIES AND RECREATION & PARKS:

1. The applicant shall remove and replace all defective sidewalk surrounding the existing and proposed buildings.
2. The applicant shall remove and replace all defective curb and gutter surrounding the existing and proposed buildings.
3. The applicant shall comply with all applicable statutes, ordinances and regulations concerning the conversion of residential rental units into condominiums, including, but not limited to, the requirement that the applicant pay the City of Beverly Hills the condominium conversion tax of \$5,638.80*, if a certificate of occupancy is issued prior to approval of the final subdivision map by the City Council. (*The tax figure is adjusted annually.)
4. The applicant shall remove all unused landings and driveway approaches. These parkway areas, if any, shall be landscaped and maintained by the adjacent property owner. This landscape material cannot exceed six to eight inches in height and cannot be planted against the street trees. Care shall be taken to not damage or remove the tree existing tree roots within the parkway area. Remove and replace all defective alley and driveway approaches surrounding the existing and proposed buildings.
5. The applicant shall protect all existing street trees adjacent to the subject site during construction of the proposed project. Every effort shall be made to retain mature street trees. No street trees, including those street trees designated on the preliminary plans, shall be removed and/or relocated unless written approval from the Recreation and Parks Department and the City Engineer is obtained. (See attached Trees and Construction document.)

Removal and/or replacement of any street trees shall not commence until the applicant has provided the City with an improvement security to ensure the establishment of any relocated or replaced street trees. The security amount will be determined by the Director of Recreation and Parks, and shall be in a form approved by the City Engineer and the City Attorney.

Standard Conditions List
for the Planning Commission

6. The applicant shall provide that all roof and/or surface drains discharge to the street. All curb drains installed shall be angled at 45 degrees to the curb face in the direction of the normal street drainage flow. The applicant shall provide that all groundwater discharges to a storm drain. All ground water discharges must have a permit (NPDES) from the Regional Water Quality Control Board. Connection to a storm drain shall be accomplished in the manner approved by the City Engineer and the Los Angeles County Department of Public Works. No concentrated discharges onto the alley surfaces will be permitted.
7. The applicant shall provide for all utility facilities, including electrical transformers required for service to the proposed structure(s), to be installed on the subject site. No such installations will be allowed in any City right-of-way.
8. The applicant shall underground, if necessary, the utilities in adjacent streets and alleys per requirements of the Utility Company and the City.
9. The applicant shall make connection to the City's sanitary sewer system through the existing connections available to the subject site unless otherwise approved by the City Engineer and shall pay the applicable sewer connection fee.
10. The applicant shall make connection to the City's water system through the existing water service connection unless otherwise approved by the City Engineer. The size, type and location of the water service meter installation will also require approval from the City Engineer.
11. The applicant shall provide to the Engineering Office the proposed demolition/construction staging for this project to determine the amount, appropriate routes and time of day of heavy hauling truck traffic necessary for demolition, deliveries, etc., to the subject site.
12. The applicant shall obtain the appropriate permits from the Civil Engineering Department for the placement of construction canopies, fences, etc., and construction of any improvements in the public right-of-way, and for use of the public right-of-way for staging and/or hauling certain equipment and materials related to the project.
13. The applicant shall remove and reconstruct any existing improvements in the public right-of-way damaged during construction operations performed under any permits issued by the City.

Standard Conditions List
for the Planning Commission

14. During construction all items in the Erosion, Sediment, Chemical and Waste Control section of the general construction notes shall be followed.
15. Condensate from HVAC and refrigeration equipment shall drain to the sanitary sewer, not curb drains.
16. Water discharged from a loading dock area must go through an interceptor/clarifier prior to discharging to the storm drain system. A loading dock is not to be confused with a loading zone or designated parking space for loading and unloading.
17. Organic residuals from daily operations and water used to wash trash rooms cannot be discharged to the alley. Examples are grocery stores, mini markets and food services.
18. All ground water discharges must have a permit (NPDES) from the Regional Water Quality Control Board. Examples of ground water discharges are; rising ground water and garage sumps.
19. Storm water runoff from automobiles going into a parking garage shall be discharged through a clarifier before discharging into the storm drain system. In-lieu of discharging runoff through a clarifier, parking lots can be cleaned every two weeks with emphasis on removing grease and oil residuals which drip from vehicles. Maintain records of cleaning activities for verification by a City inspector.
20. After completion of architectural review of a new or modified commercial structure, and prior to issuance of the certificate of occupancy, the applicant is required to comply with the Public Art Ordinance. An application is required to be submitted to the Fine Art Commission for review and approval of any proposed art piece or, as an alternative, the applicant may choose to pay an in-lieu art fee.

9900 Wilshire Conditions of Approval

Exhibit B

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.

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.		

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.		

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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.		

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.		

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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.		

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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.		

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. 					

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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. 					

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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. 					

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. • Corrective measures shall be implemented immediately provided that it is safe to do so. 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 it is 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. 					

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 at 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. 					

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.	

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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. 					

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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. 					

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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.	

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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.		

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Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
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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.		

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	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.	

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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.		

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Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
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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.		

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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.	

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Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
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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.		

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Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
				Check-Box	Date
Noise					
NOISE-1	<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>		
	<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). 				

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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>			

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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. 					

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Mitigation Measure		Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
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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.		

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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.	

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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.		

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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.		

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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.		

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.		

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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.		

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-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: <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.		

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.			

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. 					

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>					

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.		

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 					

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.		

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.		

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.	

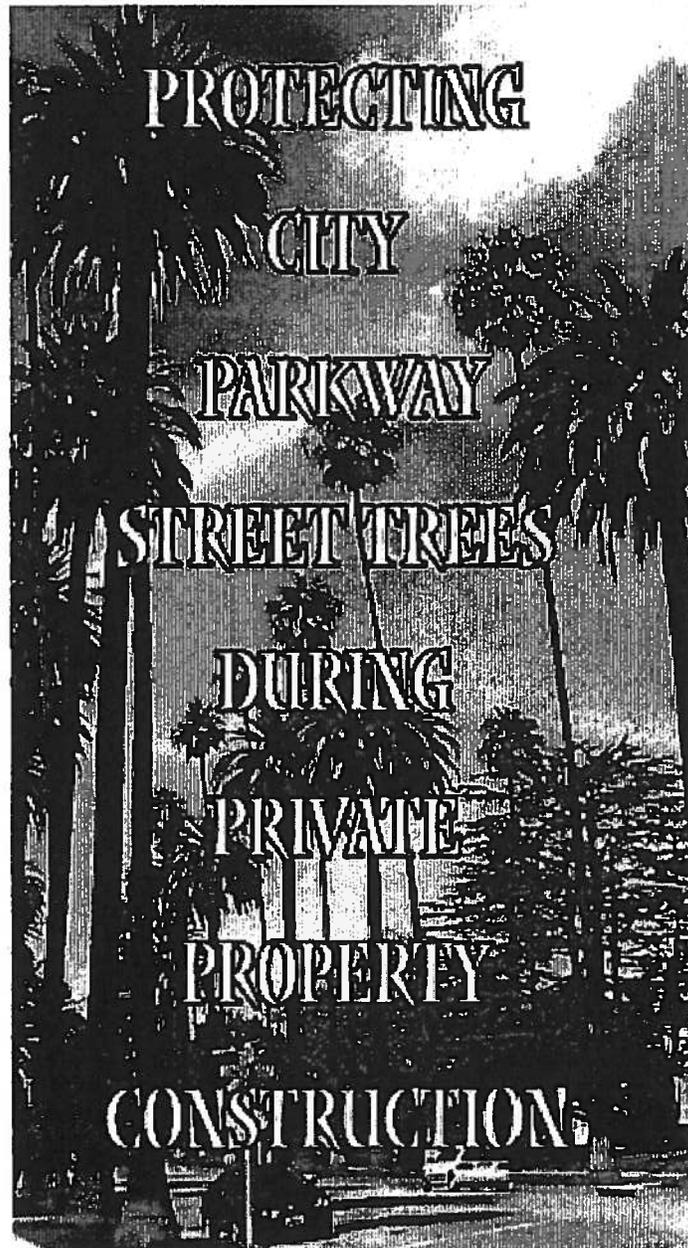
9900 Wilshire Project Environmental Impact Report Mitigation Monitoring and Reporting Plan						
Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion		
				Check Box	Date	
Wastewater						
WW-1	The proposed restaurant shall install a Fat, Oil 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.		

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.		

9900 Wilshire Conditions of Approval

Exhibit C

Street Tree Mitigation Plan



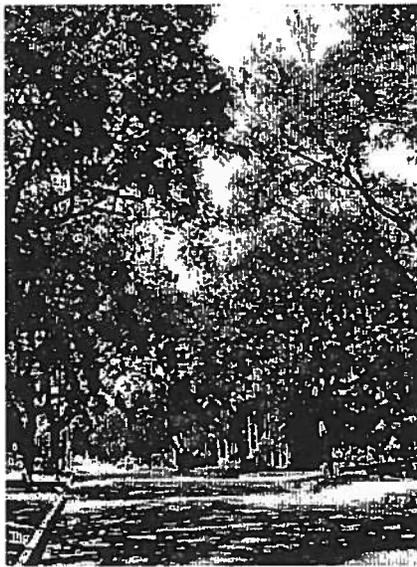


PROTECTING CITY PARKWAY STREET TREES DURING PRIVATE PROPERTY CONSTRUCTION

In addition to their numerous environmental benefits, trees in the parkway areas along the streets of Beverly Hills are a tremendous asset to residential and commercial communities. Street trees are protected by Beverly Hills Municipal Code (Sec. 5-6.1001) as follows: "It is illegal for parties who are not official representatives or authorized agents of the City of Beverly Hills to prune, remove, make attachment to, or otherwise damage a City street, park or protected tree."

It is a violation of this City code to affix a sign, residence number plaque, mirror, light fixture, etc. to a City tree.

The maintenance and protection of street trees is a shared responsibility between property owners and the City of Beverly Hills. If you feel that a street tree is unhealthy, damaged or in need of pruning, please contact the Department of



Recreation and Parks Urban Forestry Division at 310.550.4638.

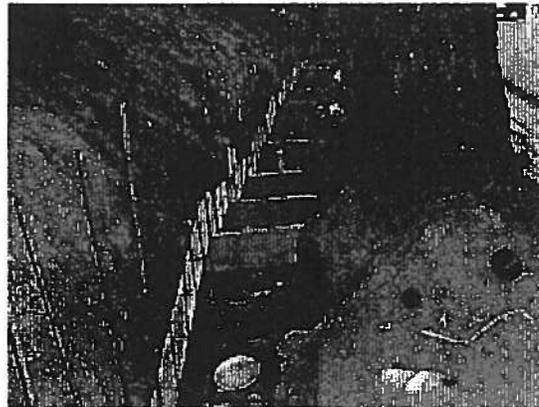
Construction activities can have severe and long lasting effects on the health of trees. Consideration must be given to street trees during a project's planning stages. Tree loss or damage can have a significant effect on the uniformity and value of a tree canopy along a street. The planning and implementation of any construction project must include the preservation of this important City asset.

Planning and protecting the health of trees during construction is part of doing business in the City of Beverly Hills.

This brochure is provided to assist you to avoid endangering City trees during your construction project.

PROJECT PLANNING

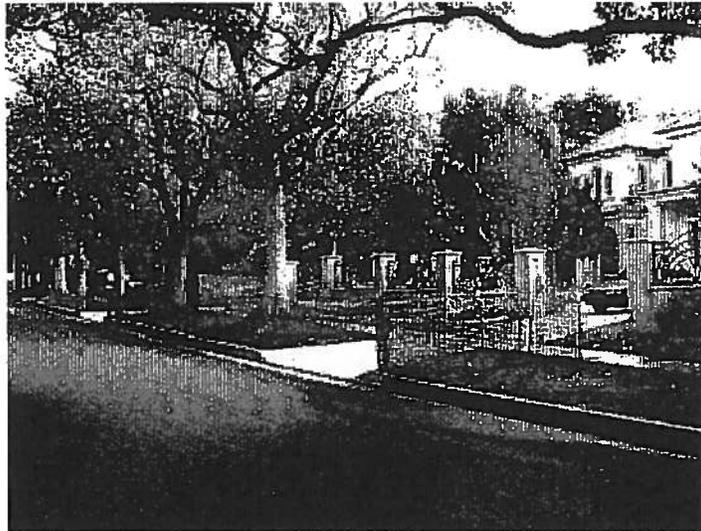
- During the design process, please consider the long term effects that construction may have on City trees. Plan activities carefully, as the City of Beverly Hills will seek compensation for any damage to the trees caused by your construction activities.
- For any projects that include construction work in the public right-of-way, plans that accurately depict the public right-of-way will need the approval of the Departments of Recreation and Parks and Civil Engineering prior to any permits being issued by the Department of Building and Safety.
- All preliminary plans, sketches and drawings should identify all City parkway trees adjacent to the project site. The actual location and canopy diameter of City trees must be shown clearly on the plans.
- A City tree protection plan must be included in the initial plan submittal package. The tree protection plan may include a fenced tree protection zone, and must demonstrate how the parkway will be watered and maintained for the duration of the project. If it is determined that the proposed construction work will jeopardize the health of a street tree, or if the tree protection plan is deemed inadequate, you may be asked to provide a detailed report by a certified arborist showing the adequate protection of the tree and its value based on the International Society of Arboriculture (ISA) recognized standards.
- The negative effects of construction may take years to become apparent in the decline of trees. A claim may be filed with you and your general liability carrier should damage become apparent at a later date.
- You may wish to retain an International Society of Arboriculture (ISA) Certified Arborist to assist you with your project. Contact information is provided in this brochure.



*Do not design projects at
the expense of trees.*

PROJECT APPROVAL

- All construction related permits will be processed by the Department of Building and Safety. Public Works permits are required for trucking, hauling and work conducted in the public right-of way.
- The tree protection plan must be approved by the Recreation and Parks Urban Forest Division. If a tree protection zone fence is required, it must be installed and inspected prior to the commencement of any demolition or construction work. These inspections can be arranged by calling (310) 550-4638.



Maintain the tree protection zone fencing and parkway condition at all times.

SPECIFICATIONS

- A tree protection zone may require that the entire parkway be fenced. Fencing may be of a chain link or flexible configuration, but may not exceed 4 feet in height. Fence installation should be such that lines of sight are maintained so as to avoid any vehicle or pedestrian hazards. A warning sign must be displayed on the street side of the fence. The size of the sign must be no less than 8.5 x 11 inches. The sign must clearly state: "Warning: Tree Protection Zone". The sign shall clearly list the name and current contact information of the project owner or authorized representative.

DURING THE PROJECT

- Maintain the integrity of the tree protection zone fencing and keep the parkway site clean and maintained at all times.
- The site will be inspected by Building and Safety Department and the Urban Forest Division of the Recreation and Parks Department. If the tree protection plan is not complied with, or proves inadequate, additional measures may be required.
- It is recommended that trees be deep watered on a weekly basis for the duration of the project.



Do not allow cranes or other equipment to damage City trees.

CONTACT/RESOURCE INFORMATION

City of Beverly Hills contact information

- Recreation and Parks Department-
Urban Forest Division Office: (310) 550-4638
recreationandparks@beverlyhills.org
- Civil Engineering Department-
Administration Office: (310) 285-2506
civilengineering@beverlyhills.org
- Building and Safety Department-
Permit Desk: (310) 285-1141
buildingandsafety@beverlyhills.org

Determining the value of trees

- Council of Tree and Landscape Appraisers
(CTLA), 2000. *Guide for Plant Appraisal*, 9th
Ed. Savoy, IL: ISA, 143 pp.
Order this reference guide online at:
<http://www.wcisa.net/pblItem.asp?PubID=30>

A library use only copy of this publication is
available in the reference section of:
The Beverly Hills Public Library
444 North Rexford Drive
Beverly Hills, CA 90210
(310) 288-2244

Find an International Society of Arboriculture (ISA) Certified Arborist

- Western Chapter ISA: (530) 892-1006
- ISA, find an Arborist by phone: (217) 355-9411
- ISA, find an Arborist online: <http://www.isa-arbor.com/arborists/arbsearch.html>

9900 Wilshire Conditions of Approval

Exhibit D

City of Beverly Hills
Green Building / Sustainability Checklist

Attachment 3

City of Beverly Hills

Green Building/Sustainability Checklist

New Commercial, Multi-Family and Mixed-Use Development

Project Name:

Project Address:

Compliance Level
Buildings > 25,000 sq. ft. = Silver (33 - 38 points) or Certified (26 - 32 points) - If the lot is vacant
Buildings > 10,000 to 24,999 sq. ft. = Certified
Buildings < 10,000 sq. ft. = 10% above Title 24 and Solar Ready Construction

Sustainable Sites	14 Points Maximum
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C.E.	Construction Activity Pollution Prevention	Required	SS P1**
C.E.	Stormwater Design Requirement	Required	
OWNER	Development Density & Community Connectivity	1	SS 2**
OWNER	Brownfield Redevelopment	1	SS 3**
ARCH.	Alternative Transportation, Public Transportation Access	1	SS 4.1**
ARCH.	Alternative Transportation, Bicycle Storage & Changing Rooms	1	SS 4.2**
ARCH.	Alternative Transportation, Low-Emitting & Fuel-Efficient Vehicles	1	SS 4.3**
C.E.	Alternative Transportation, Parking Capacity	1	SS 4.4**
C.E.	Site Development, Protect or Restore Habitat	1	SS 5.1**
C.E.	Site Development, Maximize Open Space	1	SS 5.2**
C.E.	Stormwater Design, Quantity Control	1	SS 6.1**
C.E.	Stormwater Design, Quality Control	1	SS 6.2**
C.E./ARCH.	Heat Island Effect, Non-Roof	1	SS 7.1**
C.E./ARCH.	Heat Island Effect, Roof	1	SS 7.2**
E.E.	Light Pollution Reduction	1	SS 8**

Water Efficiency	5 Points Maximum
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LANDSCAPE	Water Efficient Landscaping, Reduce by 50%	1	WE 1.1**
LANDSCAPE	Water Efficient Landscaping, No Potable Use or No Irrigation	1	WE 1.2**
M.E.	Innovative Wastewater Technologies	1	WE 2**
M.E.	Water Use Reduction, 20% Reduction	1	WE 3.1**
M.E.	Water Use Reduction, 30% Reduction	1	WE 3.2**

Energy & Atmosphere	17 Points Maximum
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COMM.	Fundamental Commissioning of the Building Energy Systems	Required	EA P1**
M.E.	Minimum Energy Performance	Required	EA P2**
M.E.	Fundamental Refrigerant Management	Required	EA P3**
M.E.	Optimize Energy Performance (Report from M.E. based on ASHRAE is required)	1 to 10	EA 1**
M.E.	On-Site Renewable Energy (Report from M.E. based on ASHRAE is required)	1 to 3	EA 2**
COMM.	Enhanced Commissioning	1	EA 3**
M.E.	Enhanced Refrigerant Management	1	EA 4**
M.E.	Measurement & Verification	1	EA 5**
OWNER	Green Power	1	EA 6**

Materials & Resources

13 Points Maximum

ARCH.	Storage & Collection of Recyclables	Required	MR P1**
ARCH.	Building Reuse, Maintain 75% of Existing Walls, Floors & Roof	1	MR 1.1**
ARCH.	Building Reuse, Maintain 100% of Existing Walls, Floors & Roof	1	MR 1.2**
ARCH.	Building Reuse, Maintain 50% of Interior Non-Structural Elements	1	MR 1.3**
CONT.	Construction Waste Management, Divert 50% from Disposal	1	MR 2.1**
CONT.	Construction Waste Management, Divert 75% from Disposal	1	MR 2.2**
ARCH.	Materials Reuse, 5%	1	MR 3.1**
ARCH.	Materials Reuse, 10%	1	MR 3.2**
ARCH.	Recycled Content, 10% (post-consumer + ½ pre-consumer)	1	MR 4.1**
ARCH.	Recycled Content, 20% (post-consumer + ½ pre-consumer)	1	MR 4.2**
ARCH.	Regional Materials, 10% Extracted, Processed & Manufactured Regionally	1	MR 5.1**
ARCH.	Regional Materials, 20% Extracted, Processed & Manufactured Regionally	1	MR 5.2**
ARCH.	Rapidly Renewable Materials	1	MR 6**
ARCH.	Certified Wood	1	MR 7**

Indoor Environmental Quality

15 Points Maximum

M.E.	Minimum IAQ Performance	Required	EQ P1**
LEED AP	Environmental Tobacco Smoke (ETS) Control	Required	EQ P2**
M.E.	Outdoor Air Delivery Monitoring	1	EQ 1**
M.E.	Increased Ventilation	1	EQ 2**
CONT.	Construction IAQ Management Plan, During Construction	1	EQ 3.1**
CONT.	Construction IAQ Management Plan, Before Occupancy	1	EQ 3.2**
ARCH.	Low-Emitting Materials, Adhesives & Sealants	1	EQ 4.1**
ARCH.	Low-Emitting Materials, Paints & Coatings	1	EQ 4.2**
ARCH.	Low-Emitting Materials, Carpet Systems	1	EQ 4.3**

ARCH.	Low-Emitting Materials, Composite Wood & Agrifiber Products	1	EQ 4.4**
LEED AP	Indoor Chemical & Pollutant Source Control	1	EQ 5**
M.E.	Controllability of Systems, Lighting	1	EQ 6.1**
M.E.	Controllability of Systems, Thermal Comfort	1	EQ 6.2**
M.E.	Thermal Comfort, Design	1	EQ 7.1**
M.E.	Thermal Comfort, Verification	1	EQ 7.2**
ARCH.	Daylight & Views, Daylight 75% of Spaces	1	EQ 8.1**
ARCH.	Daylight & Views, Views for 90% of Spaces	1	EQ 8.2**

Innovation & Design Process

5 Points Maximum

ALL PROFS.	Innovation in Design: Provide Specific Title	1	ID 1.1**
ALL PROFS.	Innovation in Design: Provide Specific Title	1	ID 1.2**
ALL PROFS.	Innovation in Design: Provide Specific Title	1	ID 1.3**
ALL PROFS.	Innovation in Design: Provide Specific Title	1	ID 1.4**
	LEED® Accredited Professional	1	ID 2**

Project Totals (Pre-certification estimates) =

* Certified 26- 32 points; Silver 33 - 38 points; Gold 39 - 51 points; Platinum 52 - 69 points

** Refers to LEED Source Book for New Construction for Intent and Requirement of each category

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) SS.
CITY OF BEVERLY HILLS)

I, JONATHAN LAIT, Secretary of the Planning Commission and City Planner of the City of Beverly Hills, California, do hereby certify that the foregoing is a true and correct copy of Resolution No. 1500 duly passed, approved and adopted by the Planning Commission of said City at a meeting of said Commission on February 21, 2008, and thereafter duly signed by the Secretary of the Planning Commission, as indicated; and that the Planning Commission of the City consists of five (5) members and said Resolution was passed by the following vote of said Commission, to wit:

AYES: Commissioners Bosse, Vice Chair Reims, and Chair Furie.

NOES: Commissioners Cole and Marks.

ABSTAIN: None.

ABSENT: None.



JONATHAN LAIT, AICP
Secretary of the Planning Commission/
City Planner
City of Beverly Hills, California

RESOLUTION NO. 1501

A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS RECOMMENDING THAT THE CITY COUNCIL APPROVE A DEVELOPMENT AGREEMENT BETWEEN THE CITY OF BEVERLY HILLS AND PROJECT LOTUS, LLC FOR CONSTRUCTION OF LUXURY RESIDENTIAL CONDOMINIUMS, PUBLIC GARDENS AND ANCILLARY COMMERCIAL USES, IN ACCORDANCE WITH THE 9900 WILSHIRE SPECIFIC PLAN FOR PROPERTY AT 9900 WILSHIRE BOULEVARD (THE FORMER ROBINSONS-MAY DEPARTMENT STORE SITE)

The Planning Commission of the City of Beverly Hills hereby finds, resolves and determines as follows:

Section 1. Project Lotus, LLC (“Developer”) proposes to enter into a development agreement (herein, the “Development Agreement”), a draft version of which is attached to this Resolution as Exhibit “A” in connection with the construction of a luxury residential condominium project with ancillary commercial uses and gardens to be located at 9900 Wilshire Boulevard (the “Project”).

Section 2. The Project has been environmentally reviewed pursuant to the provisions of the California Environmental Quality Act (Public Resources Code Sections 21000, *et seq.* (“CEQA”), the State CEQA Guidelines (California Code of Regulations, Title 14, Sections 15000, *et seq.*), and the City’s Local CEQA Guidelines. The City prepared an initial study and, based on the information contained in the initial study, concluded that there was substantial evidence that the Project might have a significant environmental impact on several specifically identified resources. Pursuant to CEQA Guidelines Sections 15064 and 15081, and based upon the information contained in the Initial Study, the City ordered the preparation of an EIR for the Project to analyze the Project’s potential impacts on the environment. The Planning

Commission, by separate Resolution No. 1498 which is hereby incorporated by reference, recommended that the City Council (a) make certain CEQA findings and determinations, (b) certify the EIR (c) adopt a Statement of Overriding Considerations and (d) adopt a Mitigation Monitoring and Reporting Program. The documents and other materials that constitute the record on which this recommendation was made are located in the Department of Community Development and are in the custody of the Director of Community Development.

Section 3. On January 24, 2008 and February 7, 2008, the Planning Commission conducted duly noticed public hearings to consider the Development Agreement and the Project. Notices of the time, place and purpose of the public hearings were duly provided in accordance with California Government Code Sections 65867, 65090 and 65091.

Section 4. The Planning Commission finds that the provisions of the Development Agreement are consistent with the City of Beverly Hills General Plan as proposed to be amended and comply with its objectives and policies including the objective of developing large parcels at anchor locations that serve as gateways to the City with a variety of land uses at higher intensities, provided such developments serve as adequate transition to adjacent single family neighborhoods. The Development Agreement implements the terms of the General Plan, the 9900 Specific Plan and City ordinances, including a General Plan Amendment processed in connection with the Project to change the land use designation of the project site from Commercial to 9900 Wilshire Specific Plan, and does not allow development except in conformance with the General Plan, as amended.

Section 5. The Planning Commission hereby recommends that the City Council adopt an ordinance approving a Development Agreement substantially similar to the

draft Agreement attached hereto as Exhibit "A," which incorporates revisions recommended by the Planning Commission with respect to setting aside funds for affordable housing, requiring the Developer to make a school benefit payment to the Beverly Hills Unified School District, and setting aside a portion of the Public Benefit Fee for implementation of improvements to address congestion at the intersection of Santa Monica Boulevard and Wilshire Boulevard.

Section 6. The Secretary 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 Planning Commission.

Adopted: February 21, 2008



Noah D. Furie
Chair of the Planning Commission
of the City of Beverly Hills, California

ATTEST:



Secretary

Approved as to form:



David M. Snow
Assistant City Attorney

Approved as to content:



Vincent P. Bertoni, AICP
Director of Community Development



David D. Gustavson
Director of Public Works & Transportation

EXHIBIT A

DRAFT DEVELOPMENT AGREEMENT

DRAFT Development Agreement

RECORDING REQUESTED BY:
CITY OF BEVERLY HILLS

WHEN RECORDED MAIL TO:

City of Beverly Hills
Attention: City Attorney's Office
455 North Rexford Drive
Room 220
Beverly Hills, CA 90210

DEVELOPMENT AGREEMENT

THIS DEVELOPMENT AGREEMENT (this "Agreement") is made by and between THE CITY OF BEVERLY HILLS, a California municipal corporation (the "City"), and PROJECT LOTUS, LLC, a Delaware Limited Liability Company (the "Developer"). The City and Developer are individually referred to herein as a "Party" and collectively referred to as the "Parties."

RECITALS

This Agreement is made and entered into with regard to the following facts, each of which is acknowledged as true and correct by the Parties to this Agreement.

A. Developer is the fee owner of that certain real property located in the City of Beverly Hills, California and described in Exhibit A attached hereto and incorporated herein by reference.

B. Developer desires to develop the Project (as hereafter defined).

C. Developer has applied to the City for approval of this mutually binding Agreement, pursuant to the provisions of the Development Agreement Act (as hereafter defined) and other applicable laws.

D. In anticipation of the development of the Project, Developer has made or will make application to the City (in its governmental capacity) for certain approvals, entitlements, findings and permits required for the development and construction of the Project, including, without limitation: (1) a general plan amendment, (2) a specific plan, (3) a zoning code amendment, (4) a vesting tentative tract map, and (5) a development agreement for the Project under the Development Agreement Act.

E. Developer has, as of the Reference Date (as hereafter defined), received approval of the Project Approvals (as hereafter defined) allowing the development and construction of the Project.

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F. The City Council has specifically considered the advantages and impacts of this Project upon the welfare of the City and believes that the Project will benefit the City.

G. This Agreement eliminates uncertainty in planning and provides for the orderly development of the Project in a manner consistent with the City's Zoning Regulations (as hereafter defined), the Applicable Rules (as hereafter defined) and the General Plan (as hereafter defined).

H. To provide such certainty, the City desires, by this Agreement, to provide Developer with assurance that Developer can proceed with development of the Project with the uses, density and other land use characteristics specified in the Project Approvals. Developer would not enter into this Agreement, or agree to provide the public benefits and improvements described herein, without the City's agreement that the Project can be developed, during the term of this Agreement, with the uses, density and other land use characteristics specified in the Project Approvals.

I. The City has determined that, as a result of the development of the Project in accordance with the Project Approvals and this Agreement, substantial benefits will accrue to the public.

J. On January 24, 2008 and February 7, 2008, pursuant to the requirements of the Development Agreement Act, the Planning Commission of the City of Beverly Hills conducted a hearing on Developer's application for this Agreement.

K. On [DATE] , pursuant to the requirements of the Development Agreement Act, the City Council of the City of Beverly Hills (the "City Council") conducted a hearing on Developer's application for this Agreement.

L. The City Council has found and determined that this Agreement is consistent with the City's General Plan and all other plans, policies, rules and regulations applicable to the Project.

M. On [DATE] , 2008, the City Council adopted Ordinance No. _____ approving this Agreement, and such ordinance became effective on [DATE] , 2008.

N. By Resolution No. _____ adopted by the City Council on [DATE] , the City Council reviewed and certified, after making appropriate findings, the EIR (as hereafter defined) that contemplates this Agreement.

AGREEMENT

NOW THEREFORE, pursuant to the authority contained in the Development Agreement Act, as it applies to the City, and in consideration of the mutual promises and covenants herein contained and other valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

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1. **Definitions.** For all purposes of this Agreement, except as otherwise expressly provided herein, or unless the context of this Agreement otherwise requires, the following words and phrases shall be defined as is set forth below:

(a) “Applicable Rules” means the rules, regulations, ordinances, resolutions, codes, guidelines, and officially adopted procedures and official policies of the City governing the use and development of real property, including, but not limited to, the City’s Zoning Regulations and building regulations, adopted as of the Effective Date. Among other matters, the Applicable Rules set forth and govern the permitted uses of land, the density or intensity of use, subdivision requirements, the maximum height and size of proposed buildings, parking requirements, setbacks, and development standards, the provisions for reservation or dedication of land for public purposes, and the design, improvement and construction guidelines, standards and specifications applicable to the development of the Property.

(b) “Beverly Hills Public Art Ordinance” means the requirements set forth in Title 3, Chapter 1, Article 8 of the Beverly Hills Municipal Code.

(c) “Building Permit” means a permit issued by the City pursuant to Title 9 of the Beverly Hills Municipal Code to authorize construction of a building or other structure. “Building Permit” shall not include a demolition permit or excavation and shoring permit, but shall include a foundation permit.

(d) “Business Day” means any day other than a Saturday, Sunday or California or Federal holiday on which banks in the City are customarily closed.

(e) “CEQA” means the California Environmental Quality Act (California Public Resources Code Section 21000 et seq.), as it now exists or may hereafter be amended.

(f) “Change of Control” shall refer to a transaction whereby a transferee acquires a beneficial ownership interest in Developer (or in an Existing Owner) such that after such transaction there is a change of identity of the person or entity that has the power to direct or cause the direction of the management and policies of Developer, whether through the ownership of voting securities, by contract or otherwise.

(g) “Conditions of Approval” shall mean those conditions of approval imposed by the City upon the Project Approvals.

(h) “Developer Fees” shall mean those fees established, adopted, or imposed by the City pursuant to Section 66000 et seq., of the Government Code of the State of California or the California Subdivision Map Act to offset the impact of development on the City’s capital facilities, including impact fees, linkage fees, exactions, assessments or fair share charges, or other similar impact fees imposed by the City on or in connection with new development. Notwithstanding the foregoing, Developer shall not be obligated to pay any Developer Fees in connection with the Project, as all Developer Fees are included within the “Public Benefit Contribution” (as defined below). Developer Fees do not mean or include Processing Fees.

(i) “Development Agreement” or “Agreement” means this Agreement.

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(j) "Development Agreement Act" means Article 2.5 of Chapter 4 of Division 1 of Title 7 (Sections 65864 through 65869.5) of the California Government Code (as the same may be amended and/or re-codified from time to time).

(k) "Discretionary Action(s)" or "Discretionary Approval(s)" means an action which requires the exercise of judgment, deliberation or discretion on the part of the City, including any board, agency, commission or department and any officer or employee thereof, in the process of approving or disapproving a particular activity, as distinguished from a Ministerial Permit or Ministerial Approval (as hereafter defined).

(l) "Effective Date" shall mean the date this Agreement, fully executed, is recorded in the official records of the Los Angeles County Recorder.

(m) "EIR" shall mean the final Environmental Impact Report (SCH No. 2006071107) which addresses the Project and was prepared, circulated and certified in accordance with applicable law, including, without limitation, CEQA.

(n) "EMS Fee" means the fee paid pursuant to the provisions of Section 10(e) of this Agreement, which payments may be used by the City for various public projects and programs.

(o) "General Plan" means the General Plan of the City, as it exists as of the Effective Date.

(p) "Ministerial Permit(s)," or "Ministerial Approval(s)" means a permit or approval, including, but not limited to, building permits, grading permits, zone clearances, and certificates of occupancy, which requires the City, including any board, agency, commission or department or any officer or employee thereof, to determine whether there has been compliance with applicable rules, statutes, ordinances, conditions of approval, and/or regulations, as distinguished from an activity which is included in the definition of Discretionary Action or Discretionary Approval.

(q) "Mortgage" means any mortgage, deed of trust, encumbrance, sale leaseback or other security interest encumbering all or any portion of the Property, given by Developer for the purpose of securing funds to be used for financing the acquisition of the Property or any portion thereof, the construction of improvements thereon and/or any other expenditures reasonably necessary and appropriate to develop the Project.

(r) "Mortgagee" means the holder of the beneficial interest under any Mortgage.

(s) "Processing Fees" means all processing fees and charges required by the City that are applied uniformly to all construction or development related activity including, but not limited to, fees for land use applications, Building Permit applications, Building Permits, grading permits, hauling permits, encroachment permits, demolition permits, subdivision or parcel maps, lot line adjustments, street vacations, inspections, certificates of occupancy and plan check. Processing Fees shall not mean or include Developer Fees.

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(t) "Project" means the development project as described in the final EIR, as modified by the Project Approvals.

(u) "Project Approvals" shall include, collectively, a General Plan Amendment, specific plan, zone change, zoning code amendment, and vesting tentative tract map approved by the City with respect to the Project and shall include any Subsequent Project Approvals (as hereafter defined).

(v) "Property" means the real property described in Exhibit "A" attached hereto.

(w) "Public Benefit Contribution" means the payment from the Developer to the City pursuant to Section 10(d) of this Agreement, which payment may be used by the City for various public projects and programs, and which payment includes any and all Developer Fees (as defined above).

(x) "Reserved Powers" means the power and authority of the City to enact regulations and/or take Discretionary Action if the same is expressly found by the City to be necessary to protect residents of the City, those employed in the City, or visitors to the City, from a condition that is dangerous to public health or safety or if the same is required to comply with California or federal laws (whether enacted previous or subsequent to the Effective Date of this Agreement).

(y) "Sales Transaction" means any transaction evidenced by the recording of a conveyance document that conveys the Property, or any subdivided portion of the Property, and which conveyance would be subject to, and not exempt from, the Los Angeles County Documentary Transfer Tax (Los Angeles County Code, Chapter 4.60) or the City of Los Angeles Real Estate Transfer Tax (Los Angeles City Municipal Code, Chapter 2, Article 1.9) as those taxes existed on the Effective Date of this Agreement. A transaction whereby the possession of all or a portion of the Property is transferred but the seller retains the title as security for the payment of the price shall be deemed a Sales Transaction. Notwithstanding the foregoing, a transfer of all or a portion of the Property as a result of a judicial or non-judicial foreclosure, or by deed in lieu of foreclosure, initiated by a Mortgagee, shall not be deemed a Sales Transaction. For the purposes of triggering the EMS Fee only, a Sales Transaction shall include (i) any sale, assignment, or transfer of fifty percent (50%) or more of the beneficial ownership interest in Developer, whether in one transaction or a series of transactions, provided however, that any transfers of ownership interests among the owners (or the beneficial owners of such owners) of any successor Developer hereunder (each an "Existing Owner"), shall not be deemed a Sales Transaction so long as the EMS Fee shall have been paid in connection with the acquisition of the Property by such successor Developer and the transferee was an Existing Owner at the time of such acquisition, or (ii) any Change of Control.

(z) "Subsequent Land Use Regulations" means any change in or addition to the Applicable Rules adopted after the Effective Date of this Agreement, including, without limitation, any change in any applicable general or specific plan, zoning, subdivision, or building regulation, including, without limitation, any such change by means of an ordinance, initiative, resolution, policy, order or moratorium, initiated or instituted for any reason whatsoever by the Mayor, City Council, Planning Commission or any other board, agency, commission or

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department of City, or any officer or employee thereof, or by the electorate, as the case may be, which would, absent this Agreement, otherwise be applicable to the Project.

(aa) "Subsequent Project Approvals" shall mean all further Discretionary Actions or Discretionary Approvals, Ministerial Permits and Ministerial Approvals required or requested with respect to the Project, including, without limitation, any tentative subdivision map, whether vesting or non-vesting. Following adoption or approval, a Subsequent Project Approval shall become a Project Approval.

(bb) "Zoning Regulations" shall mean the official zoning regulations of the City adopted as of the Effective Date of this Agreement.

2. Recitals of Premises. Purpose and Intent.

(a) State Enabling Statute. To strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic risk of development, the Legislature of the State of California adopted the Development Agreement Act which authorizes any city to enter into binding development agreements establishing certain development rights in real property with persons having legal or equitable interests in such property. Section 65864 of the Development Agreement Act expressly provides as follows:

"The Legislature finds and declares that:

"(a) The lack of certainty in the approval of development projects can result in a waste of resources, escalate the cost of housing and other development to the consumer, and discourage investment in and a commitment to comprehensive planning which would make maximum efficient utilization of resources at the least economic cost to the public.

"(b) Assurance to the applicant for a development project that upon approval of the project, the applicant may proceed with the project in accordance with existing policies, rules and regulations, and subject to conditions of approval will strengthen the public planning process, encourage private participation in comprehensive planning, and reduce the economic cost of development."

Notwithstanding the foregoing, to ensure that the City remains responsive and accountable to its residents while pursuing the benefits of development agreements contemplated by the Legislature, the City accepts restraints on its police powers contained in development agreements only to the extent and for the duration required to achieve the mutual objectives of the Parties.

(b) The Project. The Developer intends to develop the Property as described in the Project Approvals and the final plans submitted to the City, subject to the Applicable Rules, the Project Approvals, and the Conditions of Approval. The Parties hereby agree that, for the term of this Agreement, the permitted uses, the density and intensity of use, the maximum height and size of proposed buildings, parking requirements, setbacks, and development standards, provisions for reservation or dedication of land for public purposes and location of public

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improvements, and the design, improvement, construction and other guidelines, standards and specifications applicable to the development of the Property shall be those set forth in the Project Approvals, the Applicable Rules and this Agreement, including the Conditions of Approval.

3. Property Subject to Agreement. This Agreement shall apply to all of the Property.

4. Application of Agreement. This Agreement shall apply to the development and use of the Property. Such development shall be in accordance with the Project Approvals and this Agreement.

5. Term of Agreement. The initial term of this Agreement shall commence on the Agreement Effective Date, and shall continue for two (2) years. If a vesting tentative subdivision map for the Project is approved by the City, then the term of this Agreement shall be extended until expiration of that vesting tentative map or approval and recordation of a final subdivision map for the Project, whichever is earlier. Additionally, if a final subdivision map for the Project is approved by the City, then the term of this Agreement shall be extended until the expiration of the vested rights that accompany the vesting tentative tract map for the Project. In addition to the above, at any time, the term may be extended by Developer for one year or more provided that the total extension period does not exceed three years. An extension by Developer pursuant to the prior sentence shall be effective upon written request of Developer provided to the City at least ten (10) days before the expiration of the term (including any previous extension) and a concurrent payment to the City of the following amounts: for the first year of extension, Developer shall pay five hundred thousand dollars (\$500,000), for the second year of extension, Developer shall pay seven hundred fifty thousand dollars (\$750,000) and for the third year of extension, Developer shall pay one million dollars (\$1,000,000). Notwithstanding the term set forth above, the obligation to pay the Environmental Mitigation and Sustainability Fee pursuant to Section 10 shall continue indefinitely as provided in Sections 10 and 13.

Additionally, in the event of any litigation or referendum initiated by third parties to attack, set aside, modify, void or annul this Agreement, any of the Project Approvals, or the EIR (a "Challenge"), the term of this Agreement shall be tolled for the period during which such Challenge is proceeding until fully and finally resolved.

6. Timing of Development. The Parties acknowledge that Developer cannot at this time predict when or if the Property will be developed. Such decisions depend upon numerous factors that are not within the control of Developer. Because the California Supreme Court held in *Pardee Construction Co. v. City of Camarillo* (1984) 37 Cal. 3d 465, (the Pardee Case) that the failure of the parties therein to provide for the timing of development resulted in a later adopted initiative restricting the timing of development to prevail over such parties' agreement, it is the Parties' intent to cure that deficiency by acknowledging and providing that Developer shall have the right to develop the Property consistent with the Project Approvals and the Conditions of Approval in such order and at such rate and at such times as Developer deems appropriate within the exercise of its sole and subjective business judgment during the term of this Agreement. This provision shall be broadly construed to provide Developer the greatest amount of time and flexibility (in light of the Pardee Case and/or any other similar or distinguishing cases) as necessary or appropriate to permit Developer to complete the development of the project

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irrespective of later adopted rules, regulations or initiatives which would otherwise restrict the Developer's time to complete the Project.

7. Permitted Uses; Density; Building Heights and Sizes; Required Dedications. The City and Developer hereby agree that the permitted uses of the Property, the density and intensity of such uses, the maximum heights and sizes of the buildings and improvements to be constructed on the Property, and the reservation and dedication of land for public purposes, if any, required in connection with the development of the Property shall be as set forth in and consistent with the Project Approvals, as they may be lawfully amended from time to time. Developer shall not cause or permit any use of the Property that is not permitted by the Project Approvals, and shall not cause or permit the construction of any building or improvement that exceeds the maximum density, building heights and/or building sizes set forth in or otherwise required by the Project Approvals, as they may be lawfully amended from time to time. In addition, Developer shall not permit the use of the Property for an Adult Entertainment Business or Sexual Encounter Center as defined in the zoning regulations of the City of Beverly Hills.

8. Developer's Rights. Developer shall have and is hereby vested with the rights, during the term of this Agreement, to develop the Project as set forth in the Project Approvals, as they may be lawfully amended from time to time, all of which are hereby incorporated in this Agreement by reference.

9. Changes in Applicable Rules.

(a) Non-Application of Changes in Applicable Rules. The adoption of any Subsequent Land Use Regulations after the Effective Date of this Agreement, or any change in, or addition to, the Applicable Rules (other than changes in Processing Fees as provided in this Agreement), including, without limitation, any changes in the General Plan or the Zoning Regulations (including any regulation relating to the timing, sequencing, or phasing of the Project or construction of all or any part of the Project), adopted after the Effective Date of this Agreement, including, without limitation, any such change by means of ordinance, initiative, resolution, motion, policy, order or moratorium, initiated or instituted for any reason whatsoever and adopted by any board, agency, commission or department of the City, or by the electorate, as the case may be, which would, absent this Agreement, otherwise be applicable to the Project and which would conflict in any way with or be more restrictive than the Applicable Rules or Developer's entitlements under the Project Approvals, shall not be applied to the Project during the term of this Agreement unless such changes represent an exercise of the City's Reserved Powers.

(b) Changes in Uniform Codes. Notwithstanding any provision of this Agreement to the contrary, development of the Project shall be subject to changes occurring from time to time in the provisions of the City's building, mechanical, plumbing and electrical regulations which are based on the recommendations of a multi-state professional organization and become applicable throughout the City, including, but not limited to, the California Building Code, and other similar or related uniform codes.

(c) Changes Mandated by Federal or California Laws or Regulations. Changes in, or additions to, the Applicable Rules adopted or made operative on or after the Effective Date

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shall apply to the Project, if such changes or additions are specifically mandated to be applied to developments such as the Project, irrespective of vested rights, by applicable California or federal laws or regulations. Where the City or Developer believes that such a change or addition exists that Party shall provide the other Party hereto with a copy of such California or federal law or regulation and a statement of the nature of its conflict with the provisions of the Applicable Rules and/or of this Agreement. The City's determination as to the applicability of the change or addition to California or federal laws to the Project shall be final and conclusive. However, nothing in this Agreement shall deprive Developer of the rights possessed by any other property owner, absent vested rights, to challenge the appropriateness of the application to the Project of the change or addition.

(d) Changes in Processing Fees Under Applicable Rules. The Project shall be subject to any increase in Processing Fees imposed by the City, provided that such a change is applied on a Citywide basis.

10. Developer's Obligations.

(a) Conditions of Approval. Developer shall comply with the Conditions of Approval.

(b) Reimbursement of Project Approval Costs. No later than the Effective Date, Developer shall reimburse the City for all of its costs to process the Project Approvals, including legal and environmental processing costs related to the Project Approvals and preparation of this Agreement, if any.

(c) Processing Fees. Developer agrees to pay all Processing Fees, including City plan check fees, building inspection fees, and permit fees, at the rate and amount in effect at the time the fee is required to be paid.

(d) Public Benefit Contribution. Subject to adjustment as provided below in subsection (iii), Developer shall pay to the City a Public Benefit Contribution of twenty three million dollars (\$23,000,000).

(i) *Timing of Payment.* Developer shall pay to the City ten million dollars (\$10,000,000) of the Public Benefit Contribution no later than ninety (90) days after issuance of the first Building Permit for the Project. Developer shall pay to the City an additional five million dollars (\$5,000,000) of the Public Benefit Contribution no later than four hundred fifty five (455) days after issuance of the first Building Permit for the Project. Developer shall pay to the City the remaining eight million dollars (\$8,000,000) of the Public Benefit Contribution prior to issuance of the first certificate of occupancy (or temporary certificate of occupancy) for any portion of the Project.

(ii) *Security for Payment.* Developer shall secure the payment of the Public Benefit Contribution by arranging for an irrevocable standby letter of credit to be issued to the City, as beneficiary, for twenty three million dollars (\$23,000,000) guaranteeing payment of the Public Benefit Contribution in form

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(v) *Funding for Improvement of Intersection of Santa Monica and Wilshire Boulevards.* The City Council shall place the sum of ten percent (10%) of the Public Benefit Contribution into a fund to be used solely for the purpose of implementing improvements to address congestion at the intersection of Santa Monica Boulevard and Wilshire Boulevard.

(e) Environmental Mitigation and Sustainability Fee

(i) *Amount of Fee.* Concurrent with the close of each Sales Transaction, the seller shall pay or cause to be paid to City an Environmental Mitigation and Sustainability Fee ("EMS Fee"). The amount of the EMS Fee shall be equal to \$4.50 for each \$1,000 of the consideration or value of the interest or property conveyed (exclusive of the value of any lien or encumbrance remaining thereon at the time of sale). The EMS Fee shall be paid from the escrow account set up for the Sales Transaction. The fee shall be paid upon each Sales Transaction by the then current owner.

(ii) *Adjustment of EMS Fee.* If, after the Effective Date of this Agreement, the City adopts or increases a real estate transfer tax or documentary transfer tax for Beverly Hills, so that the combined total of the City's taxes and the County of Los Angeles Documentary Transfer Tax exceeds the current \$1.10 per \$1000 of City and County documentary transfer taxes, then the EMS Fee imposed upon all subsequent Sales Transactions shall be reduced by the amount of the combined taxes that exceeds \$1.10 per \$1000. For example, if City adopts a real estate transfer tax of \$2.20 per \$1000, thus increasing the combined City and County real estate transfer taxes and documentary transfer taxes to \$3.30 per \$1,000 of sales price, then the EMS Fee on all subsequent Sales Transactions would be \$2.30 per \$1000 of sales price ($\$4.50 - \$2.20 = \$2.30$). If the City increases the documentary transfer tax or adopts a real estate transfer tax so that the combined taxes exceed \$5.60 per \$1000 of sales price, then no further EMS Fee shall be due or payable.

(f) Liens for EMS Fee Payable Upon Sale. Developer hereby grants to the City, with power of sale, a lien on the Property, each lot or parcel created by the tentative tract map for the Project, including without limitation, following the creation thereof, each condominium unit in the Project, to secure the payment of the EMS Fee payable upon each Sales Transaction. In the event that the EMS Fee secured by such lien is not paid concurrently with and as a condition to the closing of a Sales Transaction, then the City may enforce such lien by sale by the City, its attorney or any other person or entity authorized by the City Manager to conduct the sale. Any such sale shall be conducted in accordance with California Civil Code Sections 2924, 2924b, 2924c, 2924f, 2924g, and 2924h, or in any other manner permitted or provided by law. The City, through its agent authorized by the City Manager, shall have the power to bid on the encumbered property at the sale, using as a credit bid the amounts secured by such lien, its own funds, or funds borrowed for such purpose, and to acquire the lot or parcel. The City is hereby granted, in trust, the applicable lot or parcel and is appointed as trustee for purposes of noticing and effecting any sale pursuant to the provisions of this Section and is

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the City must accept the easement within twenty (20) years from the Effective Date of this Agreement; and (ii) the Metropolitan Transportation Authority, or other appropriate governmental entity, must have secured funding for construction of the station within twenty years from the Effective Date of this Agreement. The easement shall limit the portal so that it does not materially interfere with or limit access to the Project, materially interfere with the structural integrity of the Property or buildings or structures on the Property, or materially interfere with the operations of the Property or the businesses located on the Property.

11. Issuance of Building Permit. The City shall be under no obligation to issue a Building Permit for the Project until: (i) all the fees and other obligations set forth in Section 10 and due before issuance of a Building Permit have been fully paid or otherwise fulfilled; and (ii) any lender whose lien is prior and superior to the lien created by this Agreement or any conveyance or covenant required by this Agreement shall have agreed to subordinate its lien to the lien, conveyances and covenants created and required by this Agreement.

12. Default. Failure by City or Developer to perform any term or provision of this Agreement for a period of thirty (30) days from the receipt of written notice thereof from the other shall constitute a default under this Agreement, subject to extensions of time by mutual consent in writing. Said notice shall specify in detail the nature of the alleged default and the manner in which said default may be satisfactorily cured. If the nature of the alleged default is such that it cannot reasonably be cured within such thirty (30) day period, the commencement of the cure within such time period and the diligent prosecution to completion of the cure shall be deemed a cure within such period. Notwithstanding the above, failure to make a Public Benefit Contribution payment shall not constitute a default by Developer if the City has presented the standby letter of credit provided pursuant to Section 10 and been paid the amount of the applicable portion of the Public Benefit Contribution by the issuer of the letter of credit.

Subject to the foregoing, after notice and expiration of the thirty (30) day period without cure, the notifying party, at its option, shall have all rights and remedies provided by law and/or may give notice of intent to terminate this Agreement pursuant to Government Code Section 65868. Following such notice of intent to terminate, the matter shall be scheduled for consideration and review by the City Council within thirty (30) calendar days in the manner set forth in Government Code Sections 65867 and 65868. Following consideration of the evidence presented in said review before the City Council and a determination that a default exists, the Party alleging the default by the other Party may give written notice of termination of this Agreement to the other Party. Upon any such termination, the respective rights, duties and obligations of the Parties hereto shall without further action cease as of the date of such termination (except as to duties and obligations that arose prior to the date of such termination). In no event shall monetary damages be available against the City for any alleged default or breach by the City. In no event shall consequential damages be available against Developer or any seller of any portion of the Property for any alleged default or breach of this Agreement.

13. Termination and Expiration. Upon the expiration of the term or termination of this Agreement, this Agreement shall terminate and be of no further force or effect; provided, however, such termination shall not affect Developer's obligations under Section 10, nor the obligation to pay any claim of any Party hereto arising out of the provisions of this Agreement prior to the effective date of such termination. The obligations under Section 10, and the

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obligation to pay any claim arising before the effective date of termination shall continue after termination in perpetuity or until completed.

14. Transfers of Interests in Property or Agreement. In the event of a proposed transfer of interest in the Property or in this Agreement by Developer to a transferee other than a retail purchaser of an individual residential condominium unity, Developer agrees to provide the City at least thirty (30) days written notice of such proposed transfer and shall provide satisfactory evidence that the transferee will assume in writing through an assignment and assumption agreement all remaining obligations of Developer under this Agreement. The assignment and assumption agreement shall be in a form satisfactory to the City Attorney. However, Developer has no obligation to obtain the consent of the City to assign this Agreement to a transferee. Notwithstanding the foregoing: (i) the terms, covenants and conditions of this Agreement shall be binding upon any transferee whether or not such an assignment and assumption agreement is signed by the assignee upon acquiring the Property; and (ii) no such transfer shall relieve Developer (transferor) of any obligations under this Agreement.

15. Mortgagee Protection.

(a) *In General.* The provisions of this Agreement shall not prevent or limit Developer's right to encumber the Property or any portion thereof or any improvement thereon by any mortgage, deed of trust or other security device securing financing with respect to such portion. The City acknowledges that Mortgagees may require certain interpretations and modifications of this Agreement and agrees upon request, from time to time, to meet with Developer and representatives of such Mortgagees to negotiate in good faith any such request for interpretation or modification. The City shall not unreasonably withhold its consent to any such requested interpretation or modification provided such interpretation or modification is consistent with the intent and purposes of this Agreement and does not, in the City's sole determination, diminish the City's benefits from this Agreement. Any Mortgagee shall be entitled to the rights and privileges set forth in this Section.

(b) *Notice of Default to Mortgagee.* If a Mortgagee has submitted a request in writing to City in the manner specified herein for giving notices, the City shall exercise its best efforts to provide to such Mortgagee written notification from the City of any failure or default by Developer in the performance of Developer's obligations under this Agreement, which notification shall be provided to such Mortgagee at such time as such notification is delivered to Developer.

(c) *Right of Mortgagee to Cure.* Any Mortgagee shall have the right, but not the obligation, to cure any failure or default by Developer during the cure period allowed Developer under this Agreement, plus an additional sixty (60) days if, in order to cure such failure or default, it is necessary for the Mortgagee to obtain possession of the property such as by seeking the appointment of a receiver or other legal process. Any Mortgagee that undertakes to cure or attempt to cure any such failure or default shall provide written notice to the City that it is undertaking efforts of such a nature; provided that no initiation of any such efforts by a Mortgagee shall obligate such Mortgagee to complete or succeed in any such curative efforts.

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(d) *Liability for Past Defaults or Obligations.* Subject to the foregoing, any Mortgagee, including the successful bidder at a foreclosure sale, who comes into possession of the Project or the Property or any part thereof pursuant to foreclosure, eviction or otherwise, shall take such property subject to the terms of this Agreement and in no event shall any such property be released from any obligations associated with its use and development under the provisions of this Agreement. Nothing in this Section shall prevent City from exercising any remedy it may have for a default under this Agreement, provided, however, that in no event shall such Mortgagee personally be liable for any defaults or monetary obligations of Developer arising prior to acquisition of possession of such property by such Mortgagee.

16. Binding Effect. All of the provisions, agreements, rights, powers, standards, terms, covenants and obligations contained in this Agreement shall be binding upon the Parties and their respective heirs, successors (by merger, reorganization, consolidation or otherwise) and assigns, devisees, administrators, representatives, lessees, and all other persons acquiring the Property, or any portion thereof, or any interest therein, whether by operation of law or in any manner whatsoever, and shall inure to the benefit of the parties and their respective heirs, successors and assigns. All of the provisions of this Agreement shall constitute covenants running with the land.

17. Indemnification.

(a) Developer agrees to and shall indemnify, hold harmless, and defend, the City and its respective officers, officials, members, agents, employees, and representatives, from liability or claims for death or personal injury and claims for property damage which may arise from the acts, errors, and/or omissions of Developer or its contractors, subcontractors, agents, employees or other persons acting on its behalf in relation to the Project and/or in any manner arising from this Agreement. The foregoing indemnity applies to all deaths, injuries, and damages, and claims therefor, suffered or alleged to have been suffered by reason of the acts, errors, and/or omissions referred to in this Section 17, regardless of whether or not the City prepared, supplied, or approved plans or specifications, or both. In the event of litigation, the City agrees, at no cost to the City, to cooperate with Developer. This indemnification, hold harmless and defense requirement shall survive the termination or expiration of this Agreement. The City reserves the right, in cases subject to this indemnity, to reasonably approve the attorney selected by Developer to defend Developer and the City in any such action.

(b) In the event of any court action or proceeding challenging the validity of this Agreement, any of the Project Approvals or the EIR prepared and certified for the Project, Developer shall defend, at its own expense, the action or proceeding. In addition, Developer shall reimburse the City for the City's costs in defending any court action or proceeding challenging the validity of this Agreement, any of the Project Approvals or the EIR and Developer shall also pay any award of costs, expenses and fees that the court having jurisdiction over such challenge makes in favor of any challenger and against the City. Developer shall cooperate with the City in any such defense as the City may reasonably request and may not resolve such challenge without the agreement of the City. In the event Developer fails or refuses to reimburse the City for its cost to defend any challenge to this Agreement, the Project Approvals or the EIR, the City shall have the right to terminate this Agreement, subject to the notice and cure requirements of Section 12 above. In all events, the City shall have the right to

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resolve any challenge in any manner, in its sole discretion, provided, however, Developer's consent shall be required if the resolution of the challenge shall require a payment by Developer or limit Developer's rights under this Agreement.

In order to ensure compliance with this Section 17(b), within twenty (20) days after notification by the City of the filing of any claim, action or proceeding to attack, set aside, void or annul this Agreement, any of the Project Approvals or the EIR prepared and adopted for the Project, Developer shall deposit with the City cash or other security in the amount of one hundred thousand dollars (\$100,000), satisfactory in form to the City Attorney, guaranteeing indemnification or reimbursement to the City of all costs related to any action triggering the obligations of this Section. If the City is required to draw on that cash or security to indemnify or reimburse itself for such costs, Developer shall restore the deposit to its original amount within fifteen (15) days after notice from the City. Additionally, if at any time the City Attorney determines that an additional deposit or additional security up to an additional fifty thousand dollars (\$50,000.00) is necessary to secure the obligations of this section, Developer shall provide such additional security within fifteen (15) days of notice from the City Attorney. The City shall promptly notify Developer of any claim, action or proceeding within the scope of this Section and the City shall cooperate fully in the defense of any such claim or action, but shall have the right to resolve any challenge, in any manner, in its sole discretion, provided, however, Developer's consent shall be required if the resolution of the challenge shall require a payment by Developer or limit Developer's rights under this Agreement.

18. Relationship of the Parties. The Parties acknowledge and agree that Developer is not acting as an agent, joint venturer or partner of the City, but each is, in fact, an independent contractual party and not in any way under the control or direction of the City except as is expressly provided to the contrary in this Agreement.

19. Recordation. As provided in Government Code Section 65868.5, the City Clerk shall record a copy of this Agreement with the Registrar-Recorder of the County of Los Angeles within ten (10) days following its execution by both Parties. Developer shall reimburse the City for all costs of such recording, if any.

20. No Third Party Beneficiaries. The only signatories to this Agreement are the City and Developer. There are no third party beneficiaries and this Agreement is not intended and shall not be construed to benefit or be enforceable by any other person whatsoever other than the successors in interest of the signatories.

21. Advice; Neutral Interpretation. Each Party has received independent legal advice from its attorneys with respect to the advisability of executing this Agreement and the meaning of the provisions hereof. This Agreement has been drafted through a joint effort of the Parties and their counsel and therefore shall not be construed against either of the Parties in its capacity as draftsperson, but in accordance with its fair meaning.

22. Certificate of Compliance. At any time during the term of this Agreement, any Mortgagee or other party may request any Party to this Agreement to confirm that (i) this Agreement is unmodified and in full force and effect (or if there have been modifications hereto, that this Agreement is in full force and effect as modified and stating the date and nature of such

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modifications) and that (ii) to the best of such Party's knowledge, no defaults exist under this Agreement or if defaults do exist, to describe the nature of such defaults and (iii) any other information reasonably requested. Each Party hereby agrees to provide a certificate to such lender or other party within ten (10) Business Days of receipt of the written request therefor.

23. Consideration. The City and Developer acknowledge and agree that there is good, sufficient and valuable consideration flowing to the City and to Developer pursuant to this Agreement as more particularly set forth in the Recitals and Section 2 of this Agreement. The Parties further acknowledge and agree that the exchanged consideration hereunder is fair, just and reasonable.

24. Periodic Reviews.

(a) Annual Reviews. The City shall conduct annual reviews to determine whether Developer is acting in good faith compliance with the provisions of this Agreement and Government Code Section 65865.1. The reasonable cost of each annual review conducted during the term of this Agreement shall be reimbursed to the City by Developer. Such reimbursement shall include all direct and indirect expenses reasonably incurred in such annual reviews.

(b) Special Reviews. In addition, the City Council of the City may order a special periodic review of Developer's compliance with this Agreement at any time. The cost of such special reviews shall be borne by the City, unless such a special review demonstrates that Developer is not acting in good faith compliance with the provisions of this Agreement. In such cases, Developer shall reimburse the City for all costs, direct and indirect, incurred in conjunction with such a special review.

(c) Procedure for Review. The City's Director of Community Development (the "Community Development Director") shall conduct the review contemplated by this Section 24 to ascertain whether Developer has complied in good faith with the terms and conditions of this Agreement during the period for which the review is conducted. The Community Development Director shall give Developer written notice that any such review has been commenced, and shall give Developer at least twenty (20) days after Developer's receipt of such notice to provide to the Community Development Director such information as Developer deems relevant to such review. In addition, upon the written request of the Community Development Director, Developer shall furnish such documents or other information as requested by the Community Development Director.

(d) Result of Review. If, following such a review, the Community Development Director finds good faith compliance by Developer with the terms and conditions of this Agreement, the Community Development Director shall issue to Developer an executed certificate of compliance, certifying Developer's good faith compliance with the terms and conditions of this Agreement through the period of such review. Such certificate shall be in recordable form, and shall contain such information as may be necessary to impart constructive record notice of the finding of good faith compliance hereunder. Developer shall have the right to record such certificate of compliance in the Official Records of the County of Los Angeles.

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If, following such a review, the Community Development Director finds that Developer has not complied in good faith with the terms and conditions of this Agreement, the Community Development Director shall specify in writing the respects in which Developer has failed to so comply. The Community Development Director shall provide Developer with written notice of such noncompliance as provided in Section 12 and the City may follow the default procedures as set forth in Section 12.

(e) Effect on Default. Nothing in this Section 24 shall be interpreted to prevent the City from providing Developer with a notice of default hereunder at any time, including any time other than during a periodic review under this Section 24, or from terminating this Agreement pursuant to the provisions of Section 12 following any event of default by Developer.

25. Future Litigation Expenses.

(a) Payment of Prevailing Party. If the City or Developer brings an action or proceeding (including, without limitation, any motion, order to show cause, cross-complaint, counterclaim, third-party claim or arbitration proceeding) by reason of default, breach, tortious act, or act or omission, arising out of this Agreement, the prevailing party in such action or proceeding shall be entitled to its costs and expenses of suit including, but not limited to, reasonable attorneys' fees and expert witness fees.

(b) Scope of Fees. Attorneys' fees under this Section shall include attorneys' fees on any appeal and, in addition, a party entitled to attorneys' fees shall be entitled to all other reasonable costs and expenses incurred in connection with such action. In addition to the foregoing award of attorneys' fees to the prevailing party, the prevailing party in any lawsuit shall be entitled to its attorneys' fees incurred in any post-judgment proceedings to collect or enforce the judgment. This provision is separate and several and shall survive the merger of this Agreement into any judgment on this Agreement.

26. Headings. The section headings used in this Agreement are for convenient reference only and shall not be used in construing this Agreement. The words "include," "including" or other words of like import are intended as words of illustration and not limitation and shall be construed to mean "including, without limitation."

27. Amendment. This Agreement may be amended from time to time, in whole or in part, by mutual written consent of the Parties or their successors in interest, as follows:

(i) City and Developer, by mutual agreement, may terminate or amend the terms of this Agreement, and the amendment or termination shall be accomplished in the manner provided under California law for the enactment of Development Agreement amendments.

(ii) Except as may be otherwise agreed to by the Parties, no amendment of this Agreement shall be required in connection with the issuance of any Subsequent Project Approval. Any Subsequent Project Approval issued after the Effective Date of this Agreement automatically shall be incorporated into this Agreement and vested hereby.

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28. Alterations. No alteration, amendment or modification of this Agreement shall be valid unless evidenced by a written instrument executed by the parties hereto with the same formality as this Agreement, and made in the manner required by the Development Agreement Act.

29. Waiver. The failure of either Party hereto to insist in any one or more instances upon the strict performance of any of the covenants, agreements, terms, provisions or conditions of this Agreement, or to exercise any election or option herein contained, shall not be construed as a waiver or relinquishment for the future of such covenant, agreement, term, provision, condition, election or option, but the same shall continue and remain in full force and effect. No waiver by any Party hereto of any covenant, agreement, term, provision or condition of this Agreement shall be deemed to have been made unless expressed in writing and signed by an appropriate official or officer on behalf of such Party.

30. Severability. If any article, section, subsection, term or provision of this Agreement, or the application thereof to any party or circumstance, shall, to any extent, be invalid or unenforceable, the remainder of the article, section, subsection, term or provision of this Agreement, or the application of the same to parties or circumstances other than those to which it is held invalid or unenforceable, shall not be affected thereby, and each remaining article, section, subsection, term or provision of this Agreement shall be valid and enforceable to the fullest extent permitted by law, except that if any provision of Section 10 is held invalid or unenforceable before approval of a tentative subdivision map for the Project, then this entire Agreement shall be void and unenforceable and of no further force and effect.

31. Force Majeure. Performance by any Party of its obligations hereunder (other than for payment of money) shall be excused during any period of "Permitted Delay," which Permitted Delay shall mean and include delay caused by an event beyond the reasonable control of the Party claiming the delay (and despite the good faith efforts of such Party) that prevents the Party from fulfilling the obligations for which it seeks excuse including without limitation all of the following to the extent that they prevent the Party claiming delay from fulfilling the obligation from which it seeks to be excused: acts of God; civil commotion; riots; strikes; picketing or other labor disputes; shortages of materials or supplies; damage to work in progress by reason of fire, floods, earthquake or other casualties; failure, delay or inability of the other Party to act; terrorism, and litigation brought by a third party attacking the validity of this Agreement, the Project Approvals or the EIR.

32. Notices. All notices, disclosures, demands, acknowledgments, statements, requests, responses and other communications (each, a "Communication") to be given under this Agreement shall be in writing, signed by a signatory hereto (or an officer, agent or attorney of such party) giving such Communication, and shall be deemed effective (i) upon receipt if hand delivered or sent by overnight courier service; or (ii) upon delivery or the date of refusal if sent by the United States mail, postage prepaid, certified mail, return receipt requested, in either case addressed as follows:

To Developer: Project Lotus LLC
 Attn: Manager
 Rodeo Collection

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424 North Rodeo Drive
Third Floor
Beverly Hills, CA 90210

With Copy to: Candy & Candy
100 Brompton Road, Knightsbridge
London
SW3 1ER
United Kingdom

To City: City Manager
City of Beverly Hills
455 North Rexford Drive
Third Floor
Beverly Hills, California 90210

With Copy to: City Attorney
City of Beverly Hills
455 North Rexford Drive
Room 220
Beverly Hills, California 90210

Any signatory hereto may from time to time, by notice given to the other signatories hereto pursuant to the terms of this Section 32 change the address to which communications to such signatory are to be sent or designate one or more additional persons or entities to which communications are to be sent.

33. Applicable Law. This Agreement shall be governed in all respects by the laws of the State of California.

34. Time is of the Essence. Time is of the essence of this Agreement and every term or performance hereunder.

35. Entire Agreement. This Agreement supersedes any prior understanding or written or oral agreements between the Parties hereto respecting the within subject matter and contains the entire understanding between the Parties with respect thereto.

36. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

37. Compliance With Law. Notwithstanding any provision of this Agreement, the Parties agree to comply with all federal, state and local laws and to act in good faith and reasonably in carrying out the terms of this Agreement.

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38. Authorization. Each person executing this Agreement represents and warrants that he or she is authorized and has the legal capacity to execute and deliver this Agreement on behalf of the Party for which execution has been made.

IN WITNESS WHEREOF, the parties hereto have entered into this Agreement as of the ____ day of _____, 200__.

CITY OF BEVERLY HILLS,
A Municipal Corporation

JIMMY DELSHAD
Mayor of the City of
Beverly Hills, California

ATTEST:

_____(SEAL)
BYRON POPE
City Clerk

PROJECT LOTUS LLC, a Delaware limited
liability company

By: _____
Name: _____
Its: _____

APPROVED AS TO FORM:

APPROVED AS TO CONTENT:

LAURENCE S. WIENER
City Attorney

RODERICK J. WOOD
City Manager

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EXHIBIT A

The Property situated in the State of California, County of Los Angeles, City of Beverly Hills described as follows:

9900 WILSHIRE LEGAL DESCRIPTION

That certain real property located in the State of California, County of Los Angeles described as follows:

PARCEL 1:

THAT PORTION OF BLOCK 33 OF BEVERLY, SHEET 2, IN THE CITY OF BEVERLY HILLS, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 13, PAGES 62 AND 63 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWESTERLY CORNER OF LOT 4 OF SAID BLOCK 33; THENCE ALONG THE NORTHERLY LINE OF LOT 4 AND A PORTION OF LOT 3 OF SAID BLOCK 33, NORTH 89° 55' 00" EAST 300.00 FEET TO A POINT ON THE NORTHERLY LINE OF LOT 3 OF SAID BLOCK 33; THENCE SOUTH 0° 05' 00" EAST 177.00 FEET; THENCE SOUTHEASTERLY SOUTH 38° 46' 45" EAST 583.79 FEET TO A POINT ON THE SOUTHEASTERLY LINE OF LOT 7 OF SAID BLOCK 33, DISTANT 431.22 FEET FROM THE MOST SOUTHERLY CORNER OF LOT 6 OF SAID BLOCK 33; THENCE SOUTH 50° 19' 15" WEST 431.22 FEET TO THE MOST SOUTHERLY CORNER OF LOT 6 OF SAID BLOCK 33; THENCE ALONG THE SOUTHWESTERLY LINE OF LOTS 6 AND 4 OF SAID BLOCK 33, NORTH 30° 58' 05" WEST 798.43 FEET TO THE MOST SOUTHERLY CORNER OF LOT 5 OF SAID BLOCK 33; THENCE ALONG THE SOUTHEASTERLY LINE OF LOT 5 NORTH 19° 03' 30" EAST 235.27 FEET TO THE POINT OF BEGINNING.

PARCEL 2:

AN EASEMENT FOR PRIVATE ROAD PURPOSES OVER THE EASTERLY 20 FEET OF THOSE PORTIONS OF LOTS 3 AND 7 IN BLOCK 33 OF BEVERLY, IN THE CITY OF BEVERLY HILLS, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 13 PAGES 62 AND 63 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, INCLUDED WITHIN A STRIP OF LAND, 40 FEET WIDE, THE CENTER LINE OF WHICH IS DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE NORTHERLY LINE OF SAID LOT 3, DISTANT NORTH 89° 55' 00" EAST 300 FEET MEASURED ALONG THE NORTHERLY LINE OF SAID BLOCK 33 FROM THE NORTHWEST CORNER OF LOT 4 OF SAID BLOCK 33; THENCE SOUTH 0° 05' 00" EAST 177.00 FEET; THENCE SOUTHEASTERLY SOUTH 38° 46' 45" EAST 583.79 FEET TO A POINT ON THE SOUTHEASTERLY LINE OF LOT 7 OF SAID BLOCK 33, DISTANT 431.22 FEET FROM THE MOST SOUTHERLY CORNER OF LOT 6 OF SAID BLOCK 33, AS GRANTED BY DEED AND AGREEMENT DATED DECEMBER 20, 1950, AND RECORDED DECEMBER 22, 1950, IN BOOK 35141, PAGE 331, OFFICIAL RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

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EXHIBIT B

Map Exhibit of Public Open Space Area

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EXHIBIT C

Form of Open Space Easement

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EXHIBIT D

Bus Turnout Location Exhibit

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EXHIBIT E

Form of Non-exclusive Easement to Allow Shuttle Service Vehicle Access to Project

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EXHIBIT F

Form of Subway Portal Easement

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) SS.
CITY OF BEVERLY HILLS)

I, JONATHAN LAIT, Secretary of the Planning Commission and City Planner of the City of Beverly Hills, California, do hereby certify that the foregoing is a true and correct copy of Resolution No. 1501 duly passed, approved and adopted by the Planning Commission of said City at a meeting of said Commission on February 21, 2008, and thereafter duly signed by the Secretary of the Planning Commission, as indicated; and that the Planning Commission of the City consists of five (5) members and said Resolution was passed by the following vote of said Commission, to wit:

AYES: Commissioners Bosse, Vice Chair Reims, and Chair Furie.

NOES: Commissioners Cole and Marks.

ABSTAIN: None.

ABSENT: None.



JONATHAN LAIT, AICP
Secretary of the Planning Commission/
City Planner
City of Beverly Hills, California