AGENDA REPORT

Meeting Date: November 7, 2007

Item Number: D-2

To: Honorable Mayor & City Council

From: Vincent P. Bertoni, AICP, Director of Community Development

Rita Naziri, Senior Planner

Subject: CONSIDERATION OF A GENERAL PLAN AMENDMENT, ZONE CHANGE/ZONING CODE AMENDMENT, DEVELOPMENT AGREEMENT, AND FINAL ENVIRONMENTAL IMPACT REPORT, TO ALLOW CONSTRUCTION OF AN ENTERTAINMENT TALENT AGENCY / COMMERCIAL PROJECT WITH 177,225 SQUARE FEET OF OFFICE SPACE AND 30,875 SQUARE FEET OF RETAIL/RESTAURANT/COMMERCIAL SPACE FOR PROPERTY LOCATED AT 231-265 BEVERLY DRIVE (BEVERLY WILSHIRE OWNERS)

Attachments:

Background Information including:

1. Appeal to the City Council
2. Planning Commission Resolutions, including Mitigation Monitoring and Reports Program and Statement Overriding Considerations
3. Planning Commission Staff Reports dated July 25, August 9, September 5, September 27, October 11 and October 25, 2007
4. Final Environmental Impact Report (FEIR)
5. Public Correspondence
6. Applicant's Letter
7. Applications and Supplemental Documents
8. Memo-Financial Impact of William Morris
9. Project Plans

RECOMMENDATION

Staff recommends that the City Council discuss the proposed project and Environmental Impact Report (EIR) prepared for the project and provide direction on key issues, and continue the hearing to November 20, 2007 to consider the appeal to the Planning Commission's decision submitted by the project's applicant and to take action pertaining to the General Plan amendment, and establishment of an overlay zone and Development Agreement.

INTRODUCTION

The project applicant, Mark Egerman, on behalf of Beverly Wilshire Owner, LP proposes to construct a six-story office building on the 48,067-square-foot (1.1-acre) site. The office portion of the proposed building will be occupied by the William Morris Agency under a 20 year lease. Today, the Agency is located at William Morris Plaza on El Camino Drive and in a second building on South Rodeo Drive. William Morris Beverly Hills is a major talent agency that handles a wide range of entertainment clientele.

The proposed building would be 208,100 gross square feet in size, including approximately 177,225 gross square feet of office space on floors two through six, 30,875 gross square feet of retail space (up to 8,000 square feet of which will be restaurant space) on the ground floor. A private screening room of 180 seats (approximately 2,500 square feet) is proposed as a component of the talent agency function. A four-and-one-half level subterranean parking structure with 697 total spaces including tandem and compact spaces is also proposed.

The Draft Environmental Impact Report for the project was released for public review on July 10, 2007. The public comment period on the Draft EIR closed on August 23, 2007. Draft responses to DEIR comments and questions have been prepared and will be available for City Council review. Impacts were identified in the report as potentially significant but measures are proposed that will mitigate any impacts to less than significant levels. Three significant impacts remain: Traffic, air quality, and solid waste. The FEIR is summarized at the end of this report.

To assist the Planning Commission and public in reviewing the project, seven separate public hearings on the project were held on July 25, 2007, August 9, 2007, September 5, 2007, September 6, 2007, September 27, 2007, October 11, 2007, and October 25, 2007 (staff reports attached) and public testimony and questions have been taken at all meetings.

Primary issues during the hearing process included parking requirements, including screening room parking, loading, access, reduction of traffic impacts, and mechanisms for ensuring that the building is used for its intended tenant William Morris. During the hearing process, the Commission requested a number of revisions to the project; the revisions that have been incorporated in the plans include additional parking and addition of a second point of entry on Beverly Drive, which reduced traffic impacts and reconfiguration of loading area.

At its hearing of October 25, 2007, the Planning Commission took the following actions:

- Certification of the Final Environmental Impact Report and adoption of findings and statements of overriding considerations. Additional mitigation was included by the Planning Commission to require the provision of 33 more parking spaces on-site in order to provide code-compliant parking.
- Recommendation to the City Council to:
    - Approve a General Plan Amendment, only apply to the proposed new building site
    - Approval a Zone Change and Zoning Code Amendment for an Entertainment/Office Overlay Zone
    - Approve a Development Agreement, with modifications
- Approval of a Planned Development and Lot Line Adjustment with conditions of approval. Conditions of approval were added by the Commission to allow only a 100-seat screening room as an ancillary use. Additional seats requiring a Conditional Use Permit and additional parking. 33 Additional parking spaces were also required on-site to bring the provided parking to a code-compliant level.

The Planning Commission's resolutions are included in the attached "Background Information Book."

In a 4-0 vote, the Planning Commission conditionally approved the project on the basis that the project did present an appropriate land use for the site. The Commission felt that the requested General Plan and Zoning Amendments were compatible with adjacent developments and were in the best interests of the public or the general welfare.

On October 30, 2007 appeals from the Planning Commission's October 25, 2007 decision were filed pertaining to conditionally approving a Planned Development, a lot line adjustment and certifying the environmental impact report for the proposed project. The appeals were filed by Mark Egerman, on behalf of the property owner, Wilshire Owner LP.

Basis for Appeal. The applicant has appealed the certification of the Final EIR and the Planned Development approval based on conditions imposed by the Planning Commission:

1. Requiring that 70% of the office space be leased to entertainment companies.
2. Denial of the application to reduce the Bank of America covenant from 22 spaces to 189 spaces.
3. Requiring free parking for all employees and visitors of the project.
4. Limiting the screening room to 100 seats; requiring a conditional use permit to increase the screening room seating to more than 100 seats; and requiring one additional parking space for each four seats
5. Requiring the garage available to the public on weekday evening after 6:00 p.m. rather than 7:00 p.m.
6. Requiring the design of the loading dock to be for two parallel truck loading spaces and one van loading space perpendicular to alley, rather than the original loading doc design
7. Prohibiting leasing of parking to members of the general public.

It should be pointed out that the Planning Commission took the final action on 12:25 a.m. of October 26, 2007, thus the appeal period will not end until November 9, 2007. To ensure the Council will consider all appeals, the appeal hearing will be set for the City Council consideration on November 20, 2007. At this hearing, the City Council is requested to place the appeal on the agenda for the next hearing on November 20, 2007.

CITY COUNCIL ACTION

Approval of the project requires the following actions by City Council:

- Certification of the Final Environmental Impact Report;

- Approval of a General Plan Amendment to add a new land use category for the project site. The project site would be designated as Medium Density General Commercial Office in the General Plan and associated land use map.

- Zone Change to institute a new E-O-PD overlay zone in order to establish new development standards, and the City's Zoning Map would be modified to depict the project site subject to the "E-O-PD" overlay zone

- Approval of a Development Agreement between the City and the developer.

- Review of an appeal to the Planning Commission's approval of the EIR certification and the Planned Development. The Planned Development approval includes a lot line adjustment. (To be placed on the agenda of the City Council hearing scheduled for November 20, 2007)

DISCUSSION

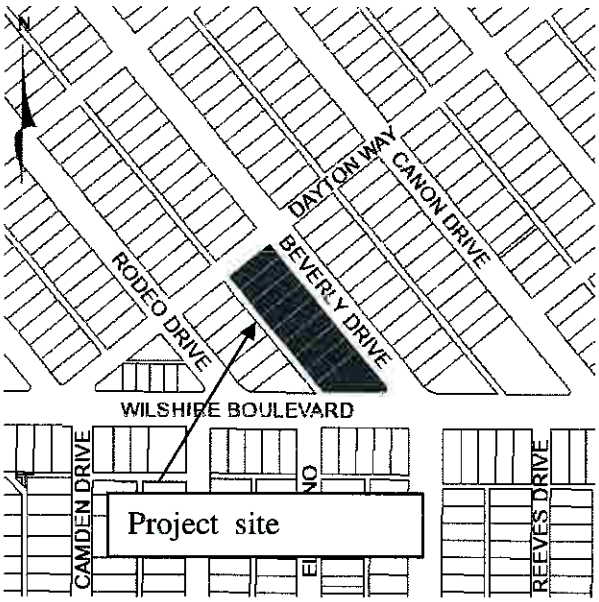
The remainder of this report is organized as follows:

- Project Description and Area characteristics
- Key questions
- General Plan Amendment
- Overlay Zone/Zone Change
- Development Agreement
- Planned Development and Lot Line Adjustment
- Environmental Impact Report

PROJECT DESCRIPTION AND AREA CHARACTERISTICS

Project Description

The project site is located at 231–265 North Beverly Drive in the City's Business Triangle. The demolition and construction of the existing office/retail building will take place on 231–265 North Beverly Drive, which is presently developed with a one-story commercial structure and six-story parking structure. The project will first demolish all on-site structures, and then excavate, regrade, and compact the site for the proposed new structure.



The proposed project involves six lots and the proposed building would be 208,100 gross square feet in size, including approximately 177,225 gross square feet of office space on floors two through six, 30,875 gross square feet of retail space (up to 8,000 square feet of which will be restaurant space) on the ground floor. A private screening room of 180 seats (approximately 2,500 square feet) is proposed as a component of the talent agency function. A four-and-one-half level subterranean parking structure with 697 total spaces including tandem and compact spaces is also proposed.

The building is proposed to be constructed of structural steel over a subterranean parking garage. The exterior of the building is proposed to be clad in a cross-curtain wall glass system. The Planning Commission has imposed conditions of approval as part of the Planned Development approval that would limit the reflectivity of the glass to reduce glare impacts.

Building Height

The height of the proposed office building will be six stories, or 88 feet with 92 feet that may be permitted at the discretion of the Director of Community Development due to technical difficulties during construction as noted in the proposed E-O-PD Overlay Zone. In addition, there will be a mechanical penthouse 15 feet in height.

Building FAR

The proposed building would have a Floor Area Ratio (FAR – ratio of floor area to site area) of approximately 3.6:1. The proposed Overlay Zone is to increase the current standard of 2.0:1 to 3.6:1.

Parking

A four-and-one-half level subterranean parking structure with 697 total spaces is proposed. Of the total 697 spaces, 189 will be replacement parking for the Bank of America Building adjacent to the proposed building which is proposed by the applicant to be reduced from the required 262 spaces recorded by a covenant. Based on Planning Commission recommendations, an additional 33 parking spaces must be provided to meet code requirements for parking with no reduction of the required parking covenant.

The Code required parking for this building is 730 parking spaces if the building contains a screening room with 100 seats capacity.

Proposed Project Parking Summary

Parking Level	Total Spaces	Disabled	Standard	Compact	Tandem Standard	Tandem Compact
P1	86	13	35	21	10	7
P2	189	0	88	29	61	11
P3	193	0	88	29	65	11
P4	190	0	88	26	65	11
P4.5	39	0	18	7	10	4
All Levels	697	13	317	112	211	44
Percent of Total	100%	2.0%	45.0%	16.1%	30.3%	6.3%

A valet and attendant parking system is proposed to operate on the premises, which will utilize the tandem parking spaces, thereby allowing non-valet vehicles to utilize single and handicap spaces, as appropriate. The use of tandem spaces by the valet parking service will minimize the potential for parking conflicts, which may otherwise occur frequently with tandem space self-parking. A parking management Plan is required as part of EIR mitigation and the provisions of the proposed Overlay Zone.

Access

For the proposed building users the parking garage will be accessed primarily through an entry on Dayton Way, which will be clearly signed for that building's use. Access will also be provided for Bank of America building and William Morris building employees through the existing entrance to the Bank of America building on Beverly Drive. A connection between buildings on the first parking level (P1) will provide access to the proposed building. A second connection at the fourth parking level (P4) will provide for an additional exit point. Exiting would be from the Dayton Way access point and indirectly through the existing Bank of America exits onto Beverly Drive and the alley.

Loading Area

Three loading spaces are provided at the rear of the structure: two full sized truck spaces and a single van-sized space[1]. The applicant has modified the proposed truck loading area in response to Planning Commission input. As a result, the loading docks are proposed to be parallel to the rear alley rather than the originally proposed angled configuration.

[1] Number and type of loading spaces is based on a study prepared by Fehr & Peers based on observation of the William Morris Agency loading operations.

LEED Certification

The proposed building will be constructed by using techniques and measures as used in the Green developments. According the project's architect, the building as proposed will follow guidelines for developments that are comparable to the LEED Certified Buildings[2].

The Project Summary Table reflects the current proposed project. The Table includes the City's development standards for buildings in the C-3 zone to provide context for the proposed project.

Project Summary Table[3]

Categories	Existing	Proposed	Allowable Under Current C-3 Development Standards	Proposed Entertainment Office Overlay Zone Development Standards
Number of Lots	6	1 (lot tied)	N/A	N/A
Site Area	1.1 acres	1.1 acres	N/A	N/A
Floor Area (sq. ft.)/FAR	Existing Commercial Building: 25,000 Parking structure:154,148	New Construction: Gross Floor Area: 208,100 (GFA) Office: 177,225 Retail: 22,875 Restaurant: 8,000	2:1 FAR 95,832 sf Office Area : 63,888 SF Retail: 31,944 SF	3.6:1 FAR New Construction: Gross Floor Area: 208,100 (GFA) Office: 177,225 Retail: 22,875 Restaurant: 8,000
Height	Existing Commercial Building: 29' Parking Structure:65'	New Building: 88 feet plus 15' for rooftop mechanical uses	45'	New Building: 88 ', up to 92.' Max.
Number of Stories	Commercial building: 1 Parking Structure:6	6 stories	3 stories	6 stories maximum
Number of Parking Spaces	262 required covenant spaces	New building: 697 (Including 189[4]	One space per every 350 square	Commercial: One parking space per 350

[2] The City of Beverly Hills is in process of developing guidelines for development of environmentally sustainable buildings.

[3] The above table outlines the project summary. The statistics include the project as revised by the recommendations of the Planning Commission.

[4] The applicant is requesting that 262 parking spaces as required by a covenant to be reduced to 189 spaces.

Categories	Existing	Proposed	Allowable Under Current C-3 Development Standards	Proposed Entertainment Office Overlay Zone Development Standards
	for the Bank of America building within the existing parking structure at project site which will be demolished	covenant spaces and 508 parking spaces).	feet of floor area:	sq.ft.
No. of Loading Spaces	2	3 loading spaces (2 trucks and 1 van space)	3 loading spaces	3 loading spaces

Area Characteristics

The proposed project is located at 231–265 North Beverly Drive, which consists of an area bounded on the south by the existing Bank of America building, on the east by Beverly Drive, on the north by Dayton Way, and on the west by the alley between Wilshire Boulevard and Rodeo Drive. No changes are proposed for to the Bank of America building. The demolition and construction of the office/retail building will take place on 231–265 North Beverly Drive, which is presently developed with one level of commercial space and six levels of parking above the grade.

The approximately 1.1-acre project site is completely developed with commercial retail and parking uses contained in two structures (231 North Beverly Drive, 265 North Beverly Drive). It is located in the City's business triangle. Adjacent land uses generally include various commercial office and retail uses across Dayton Way and Beverly Drive to the north; commercial office, restaurant, retail uses and the Beverly Gardens/Montage Hotel under construction to the east across Beverly Drive; commercial office and retail uses to the south across Wilshire Boulevard with medium-density multi-family uses farther to the south; and commercial retail and office uses across the private alley between Rodeo Drive and Beverly Drive to the west.

Key Questions

Following are the key questions on the project, its potential impacts and the proposed development agreement as reviewed by the Planning Commission:

KEY QUESTIONS

Access

- Is adequate access provided for the project?

Parking

- Is adequate parking provided for the project?

Screening Room

- Is all or a portion of the proposed 180 seat screening room an ancillary use to the primary entertainment office use?
- Should parking be provided at the public theater parking rate for all or a portion of the screening room?

Traffic

- Are there any mitigation measures to reduce traffic impacts?

Loading

- Is the loading dock functional as proposed?

Justification for additional height and FAR

If the City is supportive of the project, then the following issues should be discussed:

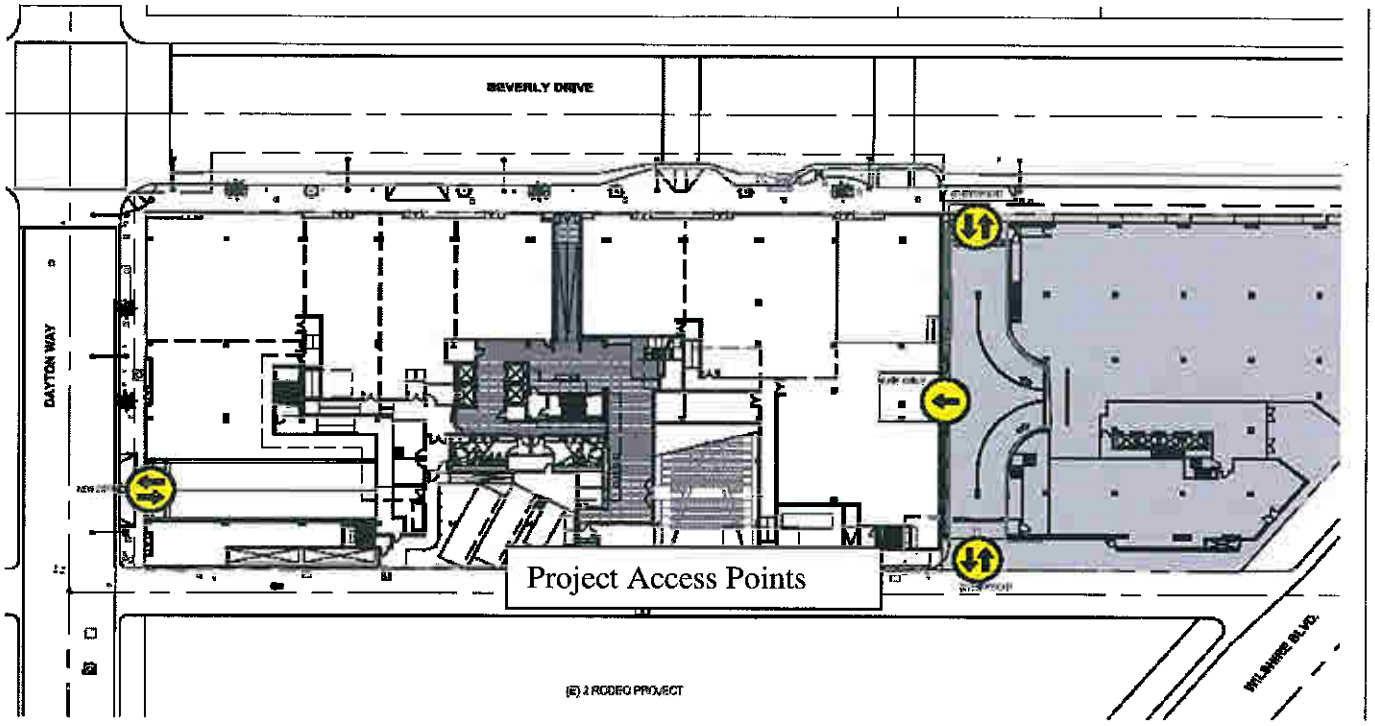
- Is it appropriate to limit the use of the building to a talent agency use?
- Is it appropriate to request the payment of a fee to off-set the impact of the project on the City's need for future capital improvements (infrastructure)?
- Is it appropriate to require a termination fee should William Morris terminates the building lease before the end of its term? On what should such a fee be based?

BACKGROUND FOR KEY QUESTIONS

Access Issues

The original proposal only provided access entering to the parking garage from Dayton Way. The parking garage has been revised in response to issues raised at Planning Commission meetings. An additional point of access was provided from Beverly Drive to accommodate both Bank of America and William Morris employees. Guests of William

Morris and Retail and restaurant visitors would use the Dayton Way access point. The Planning Commission found that adding a second access point had the result of reducing significant impacts to a greater degree than did the initially proposed Project, including elimination of a potentially significant impact at Rodeo Drive and Dayton Way. Although a new intersection impact anticipated at the intersection of Beverly Drive and North Santa Monica Boulevard, however, this impact could be reduced to less than significant levels.



Parking Issues

As originally presented to the Commission, the applicant proposed to provide a total of 665 spaces (including 189 spaces for B or A, a reduction from the required covenant 262 spaces). The Commission raised the issue regarding the adequacy of the parking provision and asked additional parking demand survey of the existing William Morris operation. The result of this survey showed the parking demand was higher than the code requirement. Table 1 shows the total required parking based on the current Code. Table 2 shows the parking needs by different peaks based on the demand study.

Table 1

Required Parking Based on the Current Code

Net Floor Area [1]	Proposed Parking Standards	On-Site Parking Spaces Required
142,735 square feet General Office	1 space per 350 square feet of floor area	408
20,763 square feet Retail	1 space per 350 square feet of floor area	60
7,295 square feet Restaurant [2]	1 space per 45 square feet of dining and bar floor area 1 space per 350 square feet of remaining floor area	93
Restaurant Shared Parking Allowance [3]	25% of Spaces Required for Office and Retail	- 93
	Proposed Project Total	468
Required Covenant for the Bank of America Building at 9461 Wilshire Boulevard [4]		262
	Total On-Site Parking Spaces Provided	**730**

Note:
1 = Floor area shown is adjusted gross floor area calculated according to the existing City of Beverly Hills Municipal Code.
2 = Analysis assumes 50 percent of total restaurant square footage to be bar and dining area.
3 = Based on City of Beverly Hills Municipal Code, 25 percent of the spaces required to be provided for the office and retail components may also be applied towards the parking requirements for the restaurant component.

Table 2

Parking Demand Study

Parking Computation	William Morris	B of A	Total
Existing Code			
office	**408**	**262**	
retail/restaurant	**60**		
total	**468**	**262**	**730**
Peak Demand for William Morris based on existing building (119,018 sq.ft.) Demand 12:00 - 1:00pm			
office	**456**	**181**	
retail/restaurant	**60**		
total	**516**	**181**	**697**
Peak Demand for William Morris based on existing William Morris and Bank of America Buildings Demand Study at 2:00 - 3:00pm			
office	**443**	**189**	
retail/restaurant	**60**		
total	**503**	**189**	**692**

Parking Computation	William Morris	B of A	Total
Demand Study Peak on both			
office	**456**	**189**	
retail/restaurant	**60**		
total	**516**	**189**	**705**
Existing Code for William Morris plus peak demand for Bank of America building			
office	**408**	**189**	
retail/restaurant	**60**		
Total	**468**	**189**	**657**

As a result, the Planning Commission didn't support the reduction of covenant parking for B of A and required the new building to provide parking per Code. Based on this determination, this project will require a total of 730 parking spaces (262 for B of A and 468 for the new building).

In response to the Commission's concern, the applicant revised the parking plan by eliminating certain driving aisles and increased the total parking spaces from 665 to 697. However, the Planning Commission believed all of the code required parking (730 spaces) should be provided on site, and believed the applicant could provide additional parking by:

- Provision of additional spaces on site at ground level, on parking level P5, or under the alley
- Reduction of building floor area to reduce the parking need

The applicant, however, found by expansion of the fifth parking level may subject the building to groundwater intrusion and require permanent dewatering. Expansion of parking on the ground floor of the building may reduce the retail component of the project resulting in fiscal impact to the project's feasibility.

Screening Room Issues

The proposed building includes a private screening room for the use of William Morris in the functioning of their agency. The current plans show a screening room of approximately 2,500 square feet with 180 seats. The DEIR analysis assumed a 100-seat screening room. The EIR indicates when and how the screening room would be used (see page 3-9 of Draft EIR), and this room can be considered as such use. The limitation of the use should be:

1. Use for tenant for informal meetings of on-site staff members on a weekly basis.

2. Use by tenant for movie screenings during business hours approximately once every two weeks, with attendance generally limited to on-site staff members, and

3. Use by tenant for movie screenings after business hours approximately once every two weeks, with attendance comprised of a mix of on-site staff and invited guests.

The three points above were key for the environmental analysis and confirm that the screening room is an ancillary use, used primarily by on-site staff.

The conditions of approval proposed by staff for the Planned Development approval included elements to avoid the creation of new impacts related to parking by limiting the uses during work hours and requiring special events permit for use after hours or on weekends. The proposed condition of approval is as follows, with the new restrictions in underlined text:

The use of the screening room and terrace shall be subject to the following limitations:

a) The screening room and terrace shall only be used by tenants of the building and their invited guests and shall not be open to the general public, except through a City approved special event permit.

b) No exterior signage regarding the screening room shall be permitted.

c) Maximum seating capacity of the screening room shall be as set forth in the plans for the project.

d) "Special Event" is defined as an event that is not part of the normal business activity of the William Morris Agency attended by non-client invitees. The term "Special Event" shall not include a use that is part of the functioning of the business or an event primarily for the employees of William Morris Agency. Special Events planned for the screening room or terrace areas of the building shall require special events permit issued by the City or approved by the Community Development Director.

e) Frequency of use of the screening room shall be limited as follows:

- No limitations shall be placed on screening room use for staff meetings on a regular basis.

- Use by tenant for movie screenings during business hours for employees and clients shall be limited to once every two weeks unless a special use permit is granted for more frequent use based upon evidence that parking and traffic issues have been addressed.

- Use by tenant for movie screenings after business hours shall be limited to once every two weeks subject to issuance of a Special Events permit pursuant to item d) above.

f) No other type of advertising regarding the screening room shall be permitted.

g) During any event, refreshments shall be provided at no charge to the patrons of the event.

The Commission also asked staff to provide a list of talent agencies that currently exist in the City that has screening room facilities. All of these existing facilities have a seating capacity of 80 or less, and the current William Morris office has a screening room for 50 seats. Based on this information the EIR analysis, the Planning Commission determined that the first 100 seats of the private screening room would function as an ancillary use and not require parking above the office-based parking for 2,500 square feet. Seats

above 100 would require a conditional use permit and additional parking be provided off-site at a rate of 1 space per 4 seats.

Traffic

The Draft EIR identified four intersection would have unavoidable impacts. A sensitivity analysis was performed as part of Planning Commission requests at the hearing of August 9, 2007 to determine if a revision to the project could reduce traffic impacts. This analysis showed that a reduction of impacts was possible with a minor reduction of the project while meeting project objectives. The impact that was eliminated was the intersection of Rodeo Drive/Dayton Way. Subsequently, the change in driveway access discussed below eliminated this impact without a reduction in the project.

An analysis of traffic impacts related to provision of an additional entry point was performed as discussed at the meetings of September 5 and 6, 2007. Adding this 2nd access eliminates significant traffic impacts at the following intersections: the impact at Rodeo Drive/Dayton Way was a significant unavoidable impact previously identified in the Draft EIR:

- Rodeo Drive/Santa Monica North (both weekday mid-day and weekend mid-day peaks) (mitigated to less than significant in the Draft EIR)
- Rodeo Drive/Dayton Way (both weekday mid-day and weekend mid-day peaks) (Significant Unavoidable Impact in the Draft EIR)
- Beverly Drive/Dayton Way (weekday mid-day peak only) (mitigated to less than significant in the Draft EIR)

Two new potential impacts result: Beverly Drive/Santa Monica North (all periods); and Beverly Drive/Santa Monica South (weekday am and pm peaks). These impacts are less than significant with mitigation. The new impact to Beverly Drive at Santa Monica South is mitigated by the measures applied to the previously identified impacts to that intersection at different time periods. The new impact to Beverly Drive/Santa Monica North is mitigated through addition of a new right turn lane, with the applicant paying a fair share of this improvement.

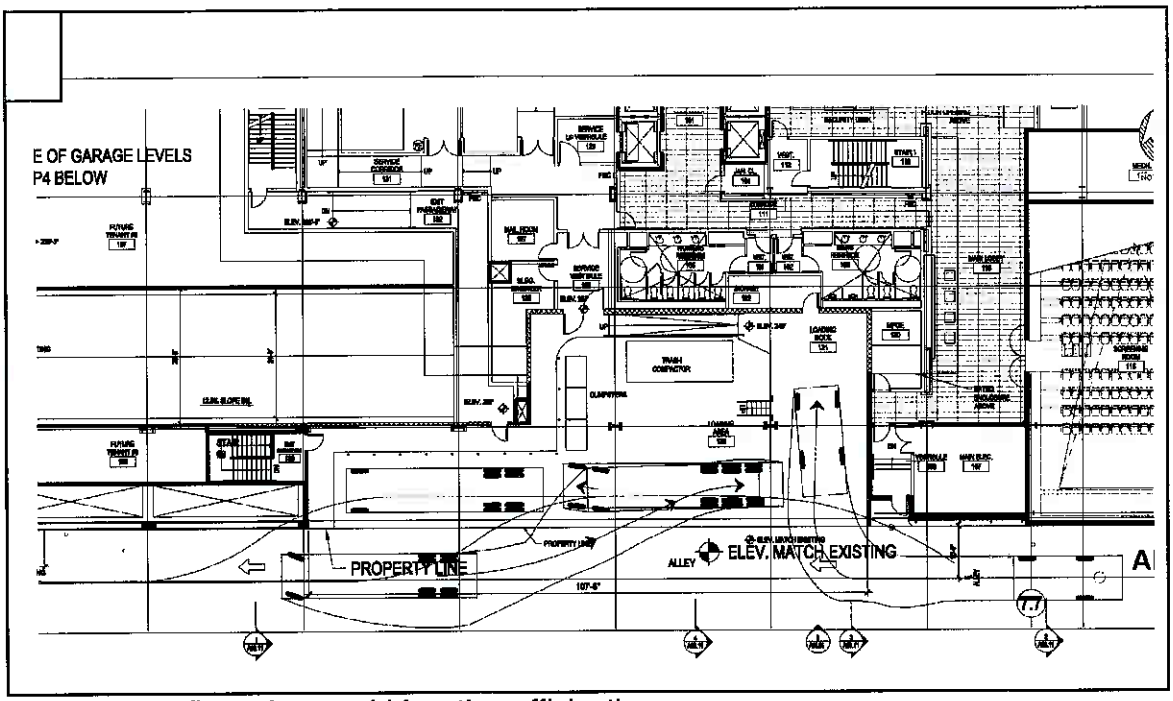
The end result of this revision is the elimination of an unavoidable significant impact related to the project.

Loading

Pursuant to Municipal Code, a multiple use project the size of the proposed project would require three full sized truck loading spaces. The code states that the number and type of loading spaces would be subject to Planning Commission review as part of a planned development approval. The original plans submitted by the applicant included three loading spaces: two full size truck spaces and a third small truck/van space, perpendicular to the alley.

After reviewing the plans and site visits, the Planning Commission determined to revise the loading on the alley to a parallel configuration. Based on the revised plans submitted

by the applicant, sufficient space has been provided for 3 loading spaces, assuming two trucks in a parallel configuration and one van in a head-in configuration. City's Consultant, Fehr and Peers reviewed the revised configuration and confirmed that the



proposed configuration would function efficiently.

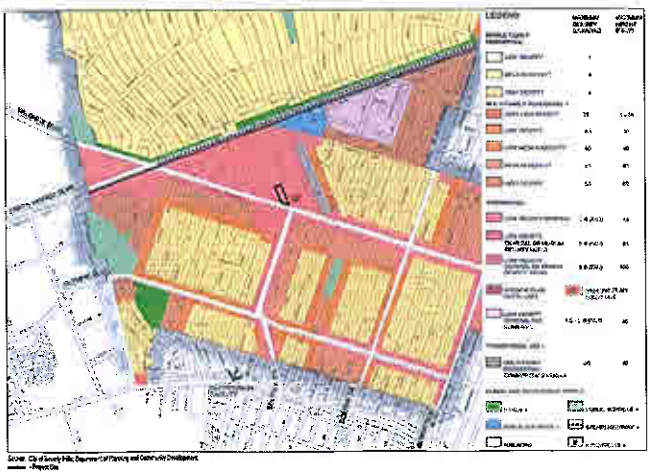
Parallel loading Configuration

Justification for additional height and FAR for the proposed building

Planning commission found that it is important to retain William Morris Talent Agency in the City. In addition, the subject site is located next to tall buildings (Bank of America Building and Montage Hotel). Therefore, allowing a similar height of a Class A Entertainment Office building at the site is appropriate. However, the Planning Commission found that there is a need to ensure that William Morris Talent Agency will occupy this building for a meaningful time; thus, the Commission recommended that the overlay zone should require a Planned Development process if talent agency use fell below 70% of the office floor area, and also recommended the City Council to include a penalty fee in the Development Agreement should William Morris Agency terminate the lease before the 20 years lease term.

General Plan Amendment

The Beverly Hills General Plan is comprised of nine elements, each of which specifically addresses issue areas dictated by the California Planning and Zoning Law. Development in a City must be consistent with its general plan and planning agencies may periodically



revise, as necessary, the general plan.

The proposed project's height and intensity are not presently permitted by the City's General Plan. The project site would be designated as Medium Density, General Commercial in the General Plan text and associated land use map. This designation would allow for development of the project site with commercial retail and entertainment office uses with a maximum Floor Area of 3.6 to 1 (instead of 2.0:1) and a maximum height of six stories or 92 feet (instead of 3 stories or 45 feet). The proposed structure would not be substantially taller than the existing on-site parking structure and less than the height of the adjacent Bank of America Building (110 feet) and Montage Hotel.

The General Plan Amendment was originally proposed to include the Bank of America Building as well at the proposed new building. Based on the Planning Commission discussion the language for the General Plan Amendment was modified to revise the property description to only affect the new building and exclude the Bank of America building. The Amendment description includes the revised language as follows:

> *The Land Use portion of the General Plan, specifically Map 1 (Land Use Plan) is amended for the reasons set forth in the objectives of the Entertainment Office Planned Development Overlay Zone (E-O-PD Overlay Zone, as follows:*
>
> *The area in the map shall consist of the northern 15 feet of lot 10 and Lots 11-16 of the Beverly Tract as they exist prior to adjustment in accord with the Lot Line Adjustment associated with this project, shall be designated Medium Density Commercial " with a 3.6:1 Floor Area Ratio (FAR) and a maximum height of 92 feet.*

Overlay Zone

The project site is located in the C-3 Commercial Zone, which allows for a maximum height of 45 feet or three stories, whichever is shorter, and a Floor Area Ratio of 2:1. The proposed project at a total height of six stories and a maximum height of 92 feet (plus a fifteen foot rooftop mechanical penthouse uses) would exceed the 45-foot height limit and, at a maximum FAR of 3.6:1, would exceed the maximum 2:1 FAR for a commercial zone. Accordingly, the Applicant has requested a zone amendment (Entertainment Office Planned Development Overlay Zone, or E-O-PD) in conjunction with the General Plan amendment to specifically allow for entertainment related uses in a commercial zone, as well as the additional height and density and the allowance of compact and tandem parking spaces within the building's parking structure.

It is proposed that the zone changes contemplated with regard to the project be implemented by creating an overlay zone. This is the process that has been

used to address requests for zone changes on large sites, including projects that are not appropriate for specific plans and it allows the existing underlying zoning to remain.

The proposed E-O-PD overlay zone would allow for entertainment uses in a commercial area and would allow the additional height and intensity. Elements of the overlay zone are outlined and discussed below:

- **Definitions**. The overlay zone would expand upon the definitions in the municipal Code, adding definitions related to the overlay as well as a definition for tandem parking spaces.
- **Permitted Uses**. The overlay allows entertainment related uses as well as the uses in the underlying C-3 zoning as part of a planned development and prohibits certain uses with high parking demand unless approved by the Planning Commission. The Commission also made a recommendation that 70% of the office component of the building be required to be used for a talent agency, and if talent agency use fell below 70% that a Planned Development process be required. This was also made a part of the Development Agreement.

  Restricted uses. The following uses shall not be permitted in a E--O-PD Overlay zone without the prior approval of the Planning Commission: medical offices; commercial exercise clubs and training centers, medical laboratories, hair salons; nail salons, real estate offices; non-office retail establishments, except on the ground floor and any mezzanine; and restaurants in excess of 5% of the total gross square footage of the building.

- **Height**. The overlay zone would allow building heights of up to six stories, allowing a building of 88 feet, up to 92 feet may be permitted at the discretion of the Director of Community Development due to technical difficulties during construction.
- **Floor Area Ratio**. The overlay zone would allow a maximum floor area ratio (FAR) of 3.6:1. This measure is the ratio of total Floor Area as defined by the overlay zone divided by the total site area.
- **Parking standards**. The overlay zone uses the parking ratios in the Municipal Code with no alteration. The parking related provisions of the overlay zone as modified by the Planning Commission allow for the use of compact spaces for up to 17% of the total, and tandem spaces subject to an approved parking program (of which 7% may be compact tandem). An analysis of the operation of the parking structure prepared by Fehr and Peers and included in the Draft EIR indicates that with the proposed valet operation, the compact and tandem spaces operate in an acceptable manner. A Parking Management Plan has been required by the EIR mitigation measures; this parking plan is also required by the Overlay zone.

Development Agreement

The proposed Development Agreement is intended to provide protection to both the City and the applicant in their approval and construction process. The Agreement vests the applicant for a two-year period, provides for infrastructure fees, and additional fees in consideration of the additional height and intensity required for the proposed building and William Morris program.

The Development Agreement includes several fees to offset City impacts:

- A Public Benefit and Infrastructure Fee of $370,000 to offset the cost of off-site infrastructure improvements, primarily traffic mitigation. Staff has reviewed the costs of the infrastructure mitigation based on the Final EIR analysis and has determined that the costs are well within the required fee.

- Environmental Mitigation and Sustainability Fee paid each time the property is transferred and shall equal $4.50 for each $1,000 of consideration or value of the property or interest transferred. The Developer's obligation will be triggered by the City's adoption of a policy to apply this fee to all projects that substantially exceed the density allowed under the current zoning code.
- Security Camera Program contribution of $25,000 toward the placement of cameras in the right of way adjacent to the project.

The proposed Development Agreement Deal Points were provided to the Planning Commission for a recommendation. The Planning Commission reviewed the key deal points of the Development Agreement at the hearing of October 11, 2007. The Commission made the following recommendations to the City Council regarding several points:

- The Commission modified the times at which the Developer shall make the parking garage available for public parking to after 6:00 p.m. rather than 7:00 pm and on weekends. Parking rates would be tied to those of the closest public parking lot.
- The Commission eliminated the provision that would allow the Developer to enter into a covenant with the City which will provide that the Director of Community Development may require the Developer to lease up to 33 off site parking spaces for the benefit of occupants of the project if the Director determines that the parking provided on site is inadequate for the on site uses. The Commission believes that the additional 33 spaces must be provided on-site.
- The Commission made a recommendation to the City Council that an early termination fee be assessed in the event that William Morris terminates their 20 year lease before its initial term. The Commission did not make a recommendation about the basis of the fee. A termination fee of this nature could be based on lost revenue from the loss of a talent agency. This would be required to survive the term of the Development Agreement, which has a two-year term.
- The Commission made a recommendation that 70% of the office component of the building be required to be used for a talent agency, and if talent agency use fell below 70% that a Planned Development process be required. This was also made a part of the Entertainment Office Overlay Zone text.

Planned Development and Lot Line Adjustment

The proposed project is subject to review and approval of a Planned Development and lot line adjustment. The Planning Commission held series of public hearings to allow the Applicant to present the Project. The Commission also conducted site visits on July 12, 2007 and September 27, 2007 in order to examine the project site and the surrounding

area. The property consists of existing lots 8 through 16. The existing Bank of America building is located on lots 8 and 9 plus 35 feet of lot 10. The proposed new building will be built on the northerly 15 feet of lot 10 and lots 11, 12, 13, 14, 15 and 16. The lot line adjustment will add the northerly 15 feet of lot 10 to lot 11 through a lot line adjustment and lots 11 through 16 will be tied together.

After reviewing the project, the Planning Commission directed the applicant to provide additional parking, provide an additional access point to the project site from Beverly Drive, reconfigure the loading area for optimum functionality. In addition, the Commission revised the proposed overlay zone by eliminating additional exemption to floor area, refine the maximum height limit and eliminate the proposed Project's eligibility to participate in the in-lieu parking program with waiver of fees.

The Planning Commission conditionally approved the Planned Development Permit and lot line adjustment subject to the Conditions of Approval and the Mitigation Monitoring and Reporting Program, provided that such approval shall only become valid upon the approval of the General Plan Amendment by the City Council and ordinance adopting the E-O-PD Zone Text Amendment and Zone Change having taken effect.

ENVIRONMENTAL ASSESSMENT

The City of Beverly Hills is the Lead Agency responsible for the preparation of the environmental documentation in compliance with the California Environmental Quality Act (CEQA). A Draft Environmental Impact Report (EIR) was prepared for the proposed project. Impacts for most issues were identified as less than significant or potentially significant but measures are proposed that will mitigate impacts to less than significant levels. Three topics resulted in Significant Impacts after mitigation: Traffic (three intersections, air quality (project and cumulative construction emissions), and solid waste (cumulative)).

The Draft Environmental Impact Report for the project was released for public review on July 10, 2007. The public comment period on the Draft EIR closed on August 23, 2007.

Before approving this project, the California Environmental Quality Act (CEQA) requires the Lead Agency (the City) to prepare and certify a Final Environmental Impact Report (EIR). The Final EIR allows the public and Lead Agency an opportunity to review revisions to the Draft EIR, the responses to comments, and other components of the EIR, such as the Mitigation Monitoring Program, prior to taking action on a project. The Final EIR serves as the environmental document to support a decision on the proposed project. A Final EIR consists of:

(a) The Draft EIR.

(b) Comments and recommendations received on the Draft EIR either verbatim or in summary.

(c) A list of persons, organizations, and public agencies commenting on the Draft EIR.

(d) The responses of the Lead Agency to significant environmental points raised in the review and consultation process.

(e) Any other information added by the Lead Agency.

The Comments and Responses include all of the required components and will are included in the Final EIR. The Final EIR will be a revised document that incorporates all of the changes made to the Draft EIR following the public review period.

The Draft EIR focused on 18 issues. As discussed and analyzed in the Draft EIR and Response to Comments, the impact findings are as follows:

- ***Land Use and Planning.*** Finding: Less than Significant Impact. No mitigation required. While the project proposes policies (height, density) that deviate from the established land use policies, the project's proposed amendments are subject to a public hearing and policy-making process. As such, its policy implications come under control and scrutiny of that process and were not found to be significant environmental impacts. The project's proposed use is consistent with existing zoning and General Plan designations.
- ***Population and Employment.*** Finding: Less than Significant Impact. No mitigation required. The project's employment (453 jobs) represents 0.85% of SCAG's projected number of jobs in 2010 for Beverly Hills and is considered consistent with the regional planning agency's projections. Due to the high cost of housing in Beverly Hills, an influx of population associated with the employees is seen as nominal.
- ***Aesthetics.*** Finding: Less than Significant With Mitigation. The proposed building's mass is broken by horizontal articulation and it would provide a transition between the higher development along Wilshire Boulevard and the lower scale development to the north, east, and west. The potential for glare is limited by the use of glass varying in reflectivity from 14% to 34% and the general orientation of the building. When combined glass types that are playing supporting role, the overall reflectivity of the building will not exceed 24 percent. Nighttime lighting is regulated by City ordinances, and the building is subject to the approval of the Architectural Commission. The building would cast longer shadows but additional shade in the affected areas would be limited in duration. Overall the proposed building is not anticipated to result in a significant, adverse aesthetic impact. The temporary aesthetic impacts during construction would be mitigated through screening and controlling light sources during construction.

- ***Traffic.*** Finding (Revised from the draft EIR): Significant Unavoidable Impact for the following intersections/periods (The Significant Unavoidable Impact was eliminated for Rodeo Drive/Dayton Way as a result of project changes):
    - North Santa Monica Boulevard/Wilshire Boulevard (Weekday Mid-Day);
    - Rodeo Drive/Wilshire Boulevard (Weekday AM, Mid-Day, and PM; Weekend Mid-Day); and
    - Beverly Drive/Wilshire Boulevard (Weekday AM, Mid-Day, and PM; Weekend Mid-Day).

  For all other study area intersections, impacts were less than significant with mitigation.

  The Final EIR has added a discussion of the new project entry on Beverly Drive and its effects, including the elimination of the following impacts:

- Rodeo Drive/North Santa Monica Boulevard (both weekday mid-day and weekend mid-day peaks) (mitigated to less than significant in the Draft EIR)
- Beverly Drive/Dayton Way (weekday mid-day peak only) (mitigated to less than significant in the Draft EIR)
- Rodeo Drive/Dayton Way (both weekday mid-day and weekend mid-day peaks) (Significant Unavoidable Impact in the Draft EIR)

Two new impacts result from the addition of the Beverly Drive entry: Beverly Drive/North Santa Monica (all periods); and Beverly Drive/South Santa Monica (weekday am and pm peaks). These impacts are less than significant with mitigation. The new impact to Beverly Drive at South Santa Monica is mitigated by the measures applied to the previously identified impacts to that intersection at different time periods. A new mitigation measure has been developed to mitigate the new impacts at Beverly Drive/North Santa Monica Boulevard to a level of less than significant.

- ***Site Access and Circulation.*** Finding: Less than Significant With Mitigation. Vehicular access is provided primarily through a 26-foot wide, two-way driveway at Dayton Way. Additional egress is proposed through a garage exit to the existing Bank of America driveways, leading to both the alley and Beverly Drive. A significant portion of the parking in the garage consists of compact and tandem spaces, and aisles are narrower than the City standard. As such, full-time valet is required for all building visitors. During construction, there could be movement conflicts with construction traffic from the Montage Project; therefore, the project will be required to locate the construction access at a point that would not result in such conflicts.

- ***Parking Supply and Demand.*** Revised Finding: Less than Significant with mitigation. During the hearing of October 11, 2007, the Planning Commission, after weighing the evidence before it, concluded that the project could have a potentially significant impact with respect to parking, however the impact could be mitigated to less than significant by compliance with identified mitigation which require the project to provide parking based on the current Code and not reduced covenant for Bank of America Building.
- ***Parking Management during Construction.*** Finding: Less than Significant With Mitigation. During construction, the parking demand for as many as 125 workers will be needed to be accommodated. The applicant is proposing to arrange for parking at the Beverly Center and utilize a shuttle. During nighttime activities (e.g. demolition, excavation), the applicant proposes to utilize the Bank of America's parking. The project is not expected to result in a significant parking impact during construction, provided that the parking for the Bank of America Building employees is arranged to be met at specified locations (to be a condition of approval).

- ***Parking Management during Operation.*** Finding: Less Than Significant With Mitigation. In order for the project's garage to effectively meet the project's parking demand, the garage operation needs to 1) provide enough direction to motorists to circulate efficiently to the central valet station and safely exit the facility, and 2) institute a parking operation with adequate staffing, access/control systems, and parking allocation to ensure that the garage and the main driveway to/from Dayton Way do not become congested.

- ***Air Quality.*** Finding: Significant Unavoidable Impact for short-term project and cumulative construction impacts; all other impacts are less than significant with mitigation. During the demolition and excavation phases of the project, the project will have significant, unavoidable air quality impacts. Mitigation is proposed to reduce dust and particulate emissions, but the emissions would still be significant with mitigation. Together with other construction in the Air Basin, the project would also contribute to a significant, unavoidable cumulative short-term impact. The project's operational air quality impact was not found to be significant.

- ***Noise.*** Finding: Less than Significant With Mitigation. The project's greatest noise impacts are associated with its construction. Once completed, since the activities of the project are enclosed within a structure, the project's operational impacts are mostly associated with its traffic, building equipment, and trash pick-up, which were not found to be significant. At night, construction activities could result in a significant noise impact; therefore a Nighttime Construction Noise Mitigation Plan is required which would reduce noise by at least 8 dBA.

- ***Geology and Soils.*** Finding: Less than Significant With Mitigation. The project site presents no greater seismic dangers than is typical in Southern California and incorporation of all the recommendations of the geotechnical analysis will minimize seismic hazards.

- ***Hydrology and Water Quality.*** Finding: Less than Significant With Mitigation. The site is in an urban setting served by storm drains. The site has no exposed ground surface, no natural drainage. Due to the depth of the garage, the site is expected to be dewatered; discharge into the storm drain system is subject to permits. Mitigation also requires the amount of dewatering to be gauged against the storm drain capacity.

- ***Hazards and Hazardous Materials.*** Finding: Less than Significant With Mitigation. The project proposes uses which do not typically involve the use of hazardous materials. Environmental Site Assessments reveal that a portion of the project site was occupied by a service station for approximately 15 years. Although no hydrocarbons were detected from soil samples, previously undiscovered hazardous materials are possible during demolition and excavation, in which case the contractor is required to cease work in the vicinity and take corrective actions. As the operation of the project is also subject to Federal, State, and County regulations, the project is not expected to have any significant, operational hazardous impacts.

- ***Water Supply and Distribution.*** Finding: Less than Significant Impact. No mitigation required. The project would require some water for dust control during construction. Operationally, the project would generate more water demand than the existing use. The project's operational water demand would represent 0.024% of the overall City water demand and is not deemed to be significant. The temporary demand during construction was also not found to be significant.

- ***Wastewater.*** Finding: Less than Significant Impact. No mitigation required. The project would increase wastewater generation over the existing uses on the project site. The Hyperion Treatment Plant has sufficient capacity to handle the additional flow. The project's anticipated wastewater generation would not exceed the capacity of the local sewer system, and the City does not permit a connection to the sewer system unless sufficient capacity exists.

- ***Solid Waste.*** Finding: Significant Unavoidable Impact for cumulative impacts, otherwise less than significant with mitigation. Demolition of the existing structures is expected to generate 463 tons of waste. Operation of the project would generate approximately 301 tons each year. Prior to construction, the project is required to submit a source reduction program to divert recyclable material from the waste stream.
- ***Fire and Police Protection.*** Finding: Less than Significant With Mitigation. The project would increase the density of development and use on the project site which can result in corollary increases in demand for Fire and Police services. During construction, the project must ensure that adequate access and water is provided for fire suppression needs, and that the site is secured through private security patrols.

Project Alternatives

The California Environmental Quality Act requires Environmental Impact Reports to evaluate alternatives to the project being assessed by the report. The primary goal of evaluating alternatives is to explore whether there is another way to achieve the objectives of the project which might be better for the environment. The Draft EIR evaluated four alternatives:

- The "No Project" alternative, which assumes that the project would not be implemented and the project site would remain in its current condition;
- The "Code-Conforming" alternative which would retain the existing land use and zoning designations for the project site with the existing General Plan and Zoning designations of Low Density General Commercial and Commercial (C-3);
- The "Office and Retail" Alternative would involve implementation of the project as proposed with the exception of restaurant uses; and
- The "Office" alternative which would involve development of the 1.1-acre northern portion of the project site with office uses only.

Final EIR/Response to Comments. A total of seven written comment letters from the public were received; six during the 45-day public review period and one following the close of the public review period. These letters are listed below:

1. Unsigned Comment Letter, dated July 25, 2007
2. Allan L. Alexander, Esq., dated August 5, 2007
3. Paul Bernstein, dated August 6, 2007
4. Murray Pepper, dated August 9, 2007
5. Mark Egerman, Egerman & Brown, LLP, dated August 23,2007
6. Larry Larson, Larson & Associates, dated August 23,2007
7. Rose Norton, dated September 5, 2007

One written comment letter from an agency, which raised no environmental issues, was received after the 45-day public review period:

1. State of California, Governor's Office of Planning and Research, State Clearinghouse and Planning Unit, August 24, 2007.

Major issues raised included: traffic, sufficiency parking for project, sufficiency of public parking, additional ingress/egress for project, MTA portal and aesthetics (building height,

mass, glare, shade/shadow). In addition, comments and questions of the Planning Commission related to the EIR analysis are included in the EIR response to comments.

Errata/Revised Project Description. As a result of Planning Commission discussion, the project description for the FEIR has been modified as follows:

1. **Parking.** Additional parking has been provided through the elimination of drive aisles and restriping of levels P2-P4, adding 32 parking spaces, resulting in a total of 697 spaces.

During the hearing of October 11, 2007, the Planning Commission identified a potential significant impact with respect to parking but also identified a mitigation measure that would lessen the impact to less than significant. The EIR Errata, response to comments, and Resolution include the potential impact and mitigation measure. The Commission revised the new mitigation measure on October 25, 2007 further: which is as follows:

The project, as conditioned by the Planning Commission to allow a maximum of 100 screening room seats, shall be required to provide 730 parking spaces based on the City's parking code, all of which shall be provided on-site. However, the Applicant shall have the option of reducing the building area to reduce the parking need based on the City's Code. Evidence of provision of adequate parking shall be provided prior to the issuance of a building permit.

Evidence of provision of adequate parking shall be provided prior to the issuance of a building permit.

2. **Loading.** Loading spaces for the project have been revised to a parallel configuration. The loading area for the project provides 3 loading spaces, assuming two trucks in a parallel configuration and one van in a head-in configuration.
3. **Access.** One additional inbound access into the William Morris building has been provided by reversing the connecting ramp to the Bank of America building driveway on parking level P1. This ramp has been widened to accommodate larger vehicle turning movements. The Dayton Way driveway curb radius has also been increased to facilitate the turning movements of larger vehicles.
4. **Height/Intensity.** Building height would be not to exceed 88 feet, except that up to a maximum of 92 feet may be permitted at the discretion of the Director of Community Development due to technical difficulties during construction. The maximum Floor Area Ratio has been reduced to 3.6: 1, based upon the proposed building.
5. **Overlay Zone.** The Overlay zone has been revised to eliminate certain uses; reduce the Floor Area Ratio to 3.6:1; eliminate the proposed exemptions to Floor Area, eliminate provisions pertaining to in-lieu parking with waiver of fees and refine the maximum height limit.

A revised project description reflecting these changes has been drafted as part of the Final EIR Errata. The Errata document includes an explanation of the differences between the Final EIR and the Draft EIR, includes clarification of information, and corrections of any typographical errors.

Significant Unavoidable Impact. For the William Morris project, the following Significant Unavoidable Impacts have been identified:

1. **Traffic.** Significant Unavoidable Impact for the following intersections/periods (Significant Unavoidable Impact eliminated for Rodeo Drive/Dayton Way as a result of project changes):
   - North Santa Monica Boulevard/Wilshire Boulevard (Weekday Mid-Day);
   - Rodeo Drive/Wilshire Boulevard (Weekday AM, Mid-Day, and PM; Weekend Mid-Day); and
   - Beverly Drive/Wilshire Boulevard (Weekday AM, Mid-Day, and PM; Weekend Mid-Day).
   - Significant unavoidable impacts under the CMP intersection level of service has been identified for North Santa Monica Boulevard/Wilshire Boulevard.
2. **Air Quality.** Significant Unavoidable Impact for short term construction impacts (project and cumulative).
3. **Solid Waste.** Unavoidable Impact for cumulative impacts.

Statement of Overriding Considerations. In order to approve a project with significant unavoidable impacts, the City must adopt a Statement of Overriding Considerations (attached), outlining the project benefits that outweigh the environmental impacts.

At the hearing of October 25, 2007, the Planning Commission certified the Final EIR and adopted findings and statements of overriding considerations as well as a Mitigation Monitoring and Reporting Program. The Statement of Overriding Considerations include:

- Feasible Mitigation measures imposed to lessen Project impacts to less than significant to extent feasible
- The Project alternatives found to be infeasible
- The project will enhance economic vitality in the Business Triangle
- The Project will enhance employment and commerce in the City
- The Project will augment the City's economic base by providing both tax revenues and increase land/building values
- The Project will allow the City to retain William Morris Agency within the City

PUBLIC NOTICE AND COMMENTS

Notice of this meeting was mailed on October 26, 2007 to the applicant and all property owners within a 300-foot radius of the subject property, as required by Code. A notice of this hearing was also published in the *Beverly Hills Courier* on October 26 and in the *Beverly Hills Weekly* on November 1, 2007 respectively.

In addition, staff has compiled a list of all persons who have contacted the City or expressed interest in the project and notice was also mailed to this list on October 26, 2007. As of the writing of this report staff no letters have been received.

FISCAL IMPACT

Firms such as William Morris Agency potentially produce a higher rate of direct and indirect tax revenue dollars than most other office based business in the City (please see the attached memo from City's Chief Financial Officer). In order to strengthen the City's financial health, it is essential to retain or attract businesses with world wide significance in the City to keep up the City's ability to provide the residents and businesses high

levels of services. In order to prevent any potential fiscal impacts to the City, a Development Agreement is prepared to address such impacts (attached).

Vincent P. Bertoni, AICP
Director of Community Development

Approved By

BACKGROUND INFORMATION

CITY COUNCIL MEETING

November 7, 2007

William Morris Project

Background Information

William Morris Project

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Appeal to the City Council

APPEAL PETITIONS MUST BE FILED WITH THE CITY CLERK'S OFFICE WITHIN 14 CALENDAR DATES AFTER THE DATE OF THE DECISION

APPEAL TO CITY COUNCIL COMMISSION OR CITY COUNCIL

PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

October 30, 2007
Date

In accordance with the appeals procedure as authorized by the provisions of the Beverly Hills Municipal Code, the undersigned hereby appeals from the decision of Planning Commission (Official, Board, or Commission involved) rendered on October 25, 2007; which decision consisted of: The grounds submitted for this appeal are as follows: ***(WARNING: State all grounds for appeal. Describe how decision is inconsistent with law. Use extra paper if necessary.)***

This is an appeal from a decision rendered by the Beverly Hills Planning Commission on October 25, 2007, entitled "RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS CONDITIONALLY APPROVING A PLANNED DEVELOPMENT AND LOT LINE ADJUSTMENT TO ALLOW CONSTRUCTION OF A RETAIL, COMMERCIAL AND ENTERTAINMENT TALENT AGENCY OFFICE PROJECT FOR PROPERTY LOCATED AT 231-265 NORTH BEVERLY DRIVE (WILLIAM MORRIS AGENCY PROJECT)."

The grounds for the appeal and the items within the resolution being appealed are set forth on the attachment.

The undersigned discussed the decision being appealed with:

_____ on _____
(Department Head(s) Involved) Date

It is requested that written notice of the time and place for the hearing on this appeal before the City Council be sent to:

Mark Egerman, 9401 Wilshire Blvd., # 500, Beverly Hills, CA 90212
Name Address

BWO, LP
By: Mark Egerman
Signature of appeal party

c/o Mark Egerman, 9401 Wilshire Blvd., # 500
Beverly Hills, CA 90212
Address

(310) 248-6299 [tel]; (310) 248-6288 [fax]
Telephone Number & Fax Number

RECEIVED
CITY OF BEVERLY HILLS
2007 OCT 30 PM 12:04
CITY CLERK'S OFFICE

Fee Paid 4730.- (For City Clerk's use) DATE RECEIVED

LOG NO. 57x 07 Written Notice mailed to appellant:

Copies to: City Council, City Manager, City Attorney, Community Development/Planning
Involved Department

ATTACHMENT TO APPEAL FROM THE PLANNING COMMISSION TO THE CITY COUNCIL FROM A DECISION TAKEN ON OCTOBER 25, 2007, ENTITLED "RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS CONDITIONALLY APPROVING A PLANNED DEVELOPMENT AND LOT LINE ADJUSTMENT TO ALLOW CONSTRUCTION OF A RETAIL, COMMERCIAL AND ENTERTAINMENT TALENT AGENCY OFFICE PROJECT FOR PROPERTY LOCATED AT 231-265 NORTH BEVERLY DRIVE (WILLIAM MORRIS AGENCY PROJECT)."

APPLICANT: BWO, LP
PROJECT: 231-265 N. BEVERLY DRIVE (A.K.A. "THE WILLIAM MORRIS PROJECT")

NOTE: THE ISSUES SET FORTH IN THIS APPEAL ARE IDENTICAL TO THE ISSUES SET FORTH IN THE APPEAL FROM THE RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS CERTIFYING THE ENVIRONMENTAL IMPACT REPORT FOR THE 231-265 NORTH BEVERLY DRIVE PROJECT, MAKING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, ADOPTING A STATEMENT OF OVERRIDING CONSIDERATIONS, AND ADOPTING A MITIGATION MONITORING AND REPORTING PROGRAM, EVEN THOUGH NOT ALL ISSUES MAY BE CONTAINED IN BOTH RESOLUTIONS, BECAUSE OF POSSIBLE OR IMPLIED INCLUSION BY REFERENCE.

ISSUES THAT ARE THE SUBJECT MATTER OF THIS APPEAL:

1. REQUIRING THAT 70% OF THE OFFICE SPACE BE LEASED TO ENTERTAINMENT COMPANIES.

2. DENIAL OF THE APPLICATION TO REDUCE THE BANK OF AMERICA COVENANT FROM 262 SPACES TO 189 SPACES.

3. REQUIRING FREE PARKING FOR ALL EMPLOYEES AND VISITORS OF THE PROJECT.

4. LIMITING THE SCREENING ROOM TO 100 SEATS; REQUIRING A CUP HEARING TO INCREASE THE SCREENING ROOM TO MORE THAN 100 SEATS; AND REQUIRING ONE ADDITIONAL PARKING SPACE FOR EACH FOUR ADDITIONAL SEATS.

5. REQUIRING THE GARAGE AVAILABLE TO THE PUBLIC ON WEEKDAY EVENINGS AFTER 6 P.M. RATHER THAN AFTER 7 P.M.

6. REQUIRING THE DESIGN OF THE LOADING DOCK TO BE FOR TWO PARALLEL TRUCK LOADING SPACES AND ONE VAN LOADING SPACE PERPENDICULAR TO ALLEY, RATHER THAN THE ORIGINAL LOADING DOCK DESIGN AS CONTAINED IN THE GENSLER PLANS PROVIDING FOR TWO TRUCK LOADING SPACES AND ONE VAN LOADING SPACE AT 45 DEGREES FROM THE ALLEY.

7. PROHIBITING THE LEASING OF PARKING TO MEMBERS OF THE GENERAL PUBLIC.

As set forth in the EIR and the Findings and Facts in Support of Findings made by the Planning Commission on October 25, 2007, the Project Objectives are as follows:

"A. Develop a Class "A," six-story entertainment office building with retail/commercial on the ground floor and five stories of office space above, in a prominent location in the Business Triangle of Beverly Hills.

B. Develop retail/commercial and entertainment office uses responsive to the City's needs and regional market forces.

C. Build a subterranean parking structure:

D. Build a project that provides pedestrian-friendly amenities at the street level.

E. Build a project that is harmonious in scale and architectural style with the surrounding area.

F. Augment the City's economic base by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the office tenants, and increase in assessed land and building values to generate additional property taxes."

This appeal includes, but is not limited to, the following issues:

1. **RESTRICTION ON USE:** APPLICANT APPEALS FROM THE DECISION OF THE PLANNING COMMISSION REQUIRING THAT NOT LESS THAN 70% OF THE OFFICE SPACE BE LEASED TO ENTERTAINMENT COMPANIES.

The Planning Commission's condition that not less than 70% of the office space be leased to entertainment companies effectively kills the project. The Applicant cannot get financing on the project with this restriction. Simply put, no commercial financial institution will give financing on commercially reasonable terms for a project that limits its use to such an

extent. In addition, even if financing were available, the developer will not undertake such a risk. At the expiration of William Morris Agency's lease in 20 years, no one can predict the rental market. No rational developer can risk investing $60+ million dollars on a project with such a limitation.

The reality is that William Morris Agency has signed a 20 year lease with two options. The City of Beverly Hills has reasonable assurance in view of the lease that William Morris Agency will remain an outstanding corporate citizen for at least two more decades. The imposition of this limitation is unreasonable and unworkable. Because of this condition, none of the six objectives of the project can be met. A Class "A," six-story entertainment office building with retail/commercial on the ground floor and five stories of office space above, in a prominent location in the Business Triangle of Beverly Hills will not be built because financing cannot be obtained. The development of a retail/commercial and entertainment office complex responsive to the City's needs and regional market forces will not be done. A subterranean parking structure will not be constructed. A project that provides pedestrian-friendly amenities at the street level will not be realized. There will be no project that is harmonious in scale and architectural style with the surrounding area. The City's economic base will not be augmented by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the office tenants, and increase in assessed land and building values to generate additional property taxes.

2.-5. PARKING: APPLICANT APPEALS FROM THE DECISION OF THE PLANNING COMMISSION DENYING THE APPLICATION TO REDUCE THE COVENANT IN FAVOR OF BANK OF AMERICA FROM 262 SPACES TO 189 SPACES, REQUIRING AN ADDITIONAL 33 SPACES OVER THE CURRENT GARAGE DESIGN OF 697 SPACES, AND REQUIRING ADDITIONAL PARKING AT THE RATIO OF 1 SPACE PER EVERY FOUR SEATS THAT THE SCREENING ROOM IS OVER 100 SEATS.

A. HISTORY:

There currently exists on the project site a six story parking structure containing in excess of 500 spaces. The Bank of America Building has a covenant which allows it to use 262 spaces in the existing six story parking structure. At the commencement of the project, the applicant was aware that parking could be a serious financial issue because the new building would have a subterranean parking structure, would require 468 spaces under the current code, would require 262 covenanted spaces for the Bank of America Building, and the cost of developing parking spaces below the fourth level would be extremely expensive due to the low water table in Beverly Hills.

The submitted plans for the project calls for 4.25 level subterranean parking garage. The garage is designed to maximize the number of possible spaces and uses subsurface areas under Beverly Drive and Dayton Way. As initially designed the garage contained 665 spaces. Because there are tandem spaces and visitor parking is valet, the garage will be highly staffed with professional parking persons on every level. All parking will be either valet or assisted parking. The lease requires at least two attendants on every floor. [Lease, Exhibit J, pgs. 2-3.]

City staff and the applicant agreed that for the purpose of developing parking requirements for the overlay zone, a demand study should be conducted to determine the actual amount of parking needed for the new project. The consultants to the City and City Staff believe that a demand study for parking is more accurate in determining parking needs than the application of the general code provisions.

The City hired Fehr & Peers Associates to determine the actual parking demand needs of the project and the Bank of America. Fehr & Peers conducted a study dated June 2007, in which Fehr & Peers determined that the maximum number of spaces need for the Bank of America at peak hours adjusted to 100% occupancy was 189 spaces. Based on this demand analysis, an application was filed to reduce the number of spaces under the covenant from 262 spaces to 189 spaces. "*The conclusions of the technical studies summarized in the Draft EIR found that the adequate parking would be provided by the proposed project. Considering the results of the Bank of America parking demand study of 189 parking spaces, the project is required to provide 657 spaces and would provide 665 parking spaces, resulting a surplus of eight spaces; thus providing adequate parking.*" [RBF Consulting Memorandum, October 18,2007, pg. 13-47.] This conclusion was reached by using a demand study analysis for the Bank of America and code required parking for the new building.

The Planning Commission asked that an additional demand study be done in reference to William Morris Agency. This study, also done by Fehr & Peers, found that William Morris Agency actually needed more parking spaces for its operation than that required by code. In a meeting to review the results of this study and the Bank of America study, City Staff concluded that applying a demand analysis to determine parking for both the Bank of America and the William Morris Project, the 665 space subterranean garage was short of meeting demand at peak hours by 27 spaces. The Applicant concurred with the conclusion of the City Staff. As a result, the Applicant redesigned the garage by eliminating a cut through drive aisle and dedicated the space to parking, picking up an additional 32

spaces, or five more than are necessary to meet all peak demand parking needs of both the Bank of America Building and the William Morris Project. At the present time the garage contains 697 spaces. It should also be noted that all drive aisles in the garage are 24 feet wide. There is in excess of 1200 lineal feet of aisle space. If the need arose, with proper staffing an additional 60-80 cars can be parked in the drive aisles with more than sufficient room remaining for traffic to pass. In addition to insure that future use would not involve business with high parking or traffic demands, the Applicant agreed that the following uses would not be permitted without the prior approval of the director of community development: "medical offices; commercial exercise clubs and training centers; medical laboratories; hair salons; nail salons; real estate offices; non-office retail establishments, except on the ground floor and any mezzanine; and restaurants in excess of 5% of the total gross square footage of the building." [Draft Ordinance, §10-3-1863 C.]

B. **PLANNING COMMISSION ACTION ON BASE PARKING REQUIREMENTS:** The Planning Commission did not accept the demand studies of the City's consultant, the staff reports on parking requirements, or the testimony of the City's consultants. The Planning Commission determined that the covenant for the Bank of America should not be reduced and that the project should be required to supply current code parking of an additional 33 spaces, or a total garage capacity of 730 spaces.

C. **BASIS OF APPEAL ON PARKING:** The Planning Commission ignored the evidence presented by the City's consultants and the City's professional staff on the actual number of parking spaces needed at peak hours for the Bank of America and the William Morris Project. In addition, the Planning Commission did not take into consideration the cost of developing additional parking on the P-5 level in the water table. The cost per space to develop parking in the water table is over double that of normal spaces, in excess of $100,000 per space. This extremely high cost per space for parking makes the project problematic from a financial perspective, depending on the total number of spaces that have to be constructed below the water table. To the extent the project is not financially viable, none of the project objectives will be met.

D. **BASIS OF APPEAL ON FREE PARKING FOR EMPLOYEES AND VISITORS:** First, it should be noted that under the terms of the lease between BWO, LP and the William Morris Agency, the William Morris Agency is given the exclusive use of well over 400 spaces, for which it must pay the normal month rental charge. Thus, all employees of William Morris Agency as well as its visitors have prepaid parking.

[Lease, Article 28, pg. 51.] The problem with this restrictive provision is that it will prevent the Applicant from obtaining normal financing. In any development, the parking garage operation is part of the normal income of a project that is used to service the debt. Without this income, the debt portion of the project related to the construction of the garage cannot be obtained. There is no rational reason to treat this project differently than any other private development and allow the garage to be operated in a normal fashion.

E. **BASIS OF APPEAL ON LIMITING THE SCREENING ROOM TO 100 SEATS, REQUIRING A CUP FOR A SCREENING ROOM GREATER THAN 100 SEATS, AND REQUIRING EXTRA PARKING AT 1 SPACE FOR EVERY 4 SEATS OVER 100:** The Planning Commission set an arbitrary limit on the number of seats for the screening room at 100, unless the Applicant or William Morris applies to the Planning Commission for a CUP. This restriction is not acceptable to William Morris in that it does not meet William Morris' current business needs. In addition it is in violation to the lease terms between BWO, LP and William Morris which provides that the Applicant will as part of the landlord improvements provide William Morris with a screening room of between 170-200 seats. [Lease, Exhibit B, ¶2A., pg. B-1-2.] It is within the discretion of William Morris under the lease to determine the seating size of the screening room between 170-200 seats. With this condition the Applicant cannot comply with the terms of the lease, and William Morris is not obligated to accept the premises. Thus, the project will not go forward.

Similarly, the Planning Commission's requirement that a CUP process be used if the size of the screening room exceeds 100 seats is unreasonable because the lease requires a screening room of 170-200 seats. To require the Applicant or William Morris to make a CUP application at this point in time is unreasonable and will terminate the project because unless entitlements are obtained by December 29, 2007, the lease is no longer binding on William Morris. [Lease, ¶2.1, pg. 3.] Further, the additional parking required for a screening room over 100 seats at one additional space for each four seats is unreasonable and contrary to the existing code. Current code requires parking at the ratio of 1 per 350 square feet. Uniformly, screening rooms have been treated by the City as ancillary uses to the business and require only 1 space per 350 feet. "It should be noted that the City's practice has been to treat these facilities (screening rooms) as ancillary uses to the building as the seating capacity is limited. The facilities provide parking at a ratio of 1 space per 350 feet and are not treated as a public theater use." [Staff Report for the Planning Commission Hearing of October 25, 2007, pg. 14.] In order to satisfy any concerns of the Planning Commission, the

Applicant voluntarily agreed to the following restrictive conditions on the screening room and terrace, which are substantially more restrictive than those suggested by staff and the Draft EIR:

"The use of the screening room and terrace shall be subject to the following limitations:

1. The screening room and terrace shall be used by William Morris Agency (or a successor tenant) as an ancillary use of William Morris Agency's business. The screening room and terrace shall not be open to the general public, except through a City approved special event permit.

2. The screening room and terrace shall be limited to business purposes only and shall only be used by tenants of the building and business associates. "Business associates" shall mean persons who have a business purpose for being in the building, have a business relationship with William Morris Agency (or a successor tenant), or persons invited by William Morris Agency (or a successor tenant) as part of its business.

3. If there is an event where more than 28 off-site people are using the screening room or terrace at one time, valet parking shall be provided, if needed, to create up to 38 additional parking spaces in the aisles of the parking structure to accommodate the off-site people using the screening room or terrace.

4. No exterior signage regarding the screening room or terrace shall be permitted.

5. Maximum seating capacity for the screening room shall be as set forth in the final plans for the project.

6. "Special Event" is defined as an event that is not part of the normal business activity of the William Morris Agency (or a successor tenant) that is attended by off-site people. The term "Special Event" shall not include a use that is part of the functioning of the business or an event primarily for the employees or business associates of William Morris Agency (or a successor tenant). Special events planned for the screening room or terrace shall require a special events permit issued by the City or approved by the Community Development Director.

7. No advertising regarding the screening room shall be permitted in reference to a special event, except as provided in the special events permit.

8. During any event, any refreshments that may be served shall be provided at no charge to the patrons of the event.

9. In the event the use of the screening room or terrace does not conform to the conditions set forth herein so as to adversely affect the public safety, health, or welfare, the Director of Community Development may impose conditions limiting the use of the screening room or terrace to eliminate the adverse effect on the pubic safety, health, or welfare."

F. **BASIS OF APPEAL ON ALLOWING PUBLIC PARKING AT 6 P.M. RATHER THAN 7 P.M.:** The William Morris Agency's normal hours of operation are 9:30 a.m. to 6:30 p.m. Many employees work longer and stay after 6:30 p.m. The Applicant has agreed to provide public parking in the evening and on week-ends at the same rates and conditions as charged in City lots. The Applicant believes the public parking in the evenings should commence at 7 p.m. to allow William Morris employees to leave the building, to insure there are spaces available to the public, and to prevent traffic jams in the garage. It is unreasonable to not allow William Morris the full use of the garage during its normal working hours and a reasonable time thereafter for its employees to vacate the garage.

6. **LOADING DOCK:** APPLICANT APPEALS FROM THE CONDITION OF THE PLANNING COMMISSION REQUIRING THE DESIGN OF THE LOADING DOCK TO BE FOR TWO PARALLEL TRUCK LOADING SPACES AND ONE VAN LOADING SPACE PERPENDICULAR TO ALLEY, RATHER THAN THE ORIGINAL LOADING DOCK DESIGN AS CONTAINED IN THE PLANS PROVIDING FOR TWO TRUCK LOADING SPACES AND ONE VAN LOADING SPACE AT 45 DEGREES FROM THE ALLEY.

The Applicant will move forward with the project based on either the design of the loading dock as proposed by the Applicant's architect Gensler or the design conditioned by the Planning Commission. The Applicant appeals from the condition of the Planning Commission requiring a hybrid parallel/perpendicular loading dock because the Applicant believes that the design required by the Planning Commission is inferior to the design proposed by Gensler. Specifically, vans, which are the most common and most frequent type of delivery truck, are required to pull forward into a perpendicular loading zone and then after the deliver back out into the alley. Backing out at a right angle to the alley is much more difficult and dangerous than the Gensler design which would have the van pull forward into the alley at a 45% angle. Similarly, while there are two loading areas for trucks parallel to the building, there is no elevated dock to allow trucks to unload at the level of the cargo bay. Further, given the limited space, it would be

difficult for two trucks to unload at the same time. Simply put, the design mandated by the Planning Commission is inferior to that designed by Gensler.

7. **PROHIBITING LEASING OF PARKING TO THE GENERAL PUBLIC:** APPLICANT APPEALS FROM THE CONDITION OF THE PLANNING COMMISSION PROHIBITING LEASING OF PARKING SPACES TO THE GENERAL PUBLIC. THE APPLICANT SHOULD BE ALLOWED TO LEASE SPACES TO THE GENERAL PUBLIC IF THE SPACES ARE NOT NEEDED FOR TENANTS OF THE PROJECT, THE BANK OF AMERICA, OR TO SERVICE THE COMMERCIAL SPACE. TO INSURE THERE IS SUFFICIENT PARKING, THE APPLICANT IS WILLING TO CONDITION LEASING TO THE GENERAL PUBLIC UPON APPROVAL OF THE DIRECTOR OF COMMUNITY DEVELOPMENT.

RESERVATION OF RIGHTS: THE APPLICANT RESERVES THE RIGHT TO SUPPLEMENT THIS APPEAL UPON REVIEW OF THE FINAL DRAFT OF THE RESOLUTIONS OF THE PLANNING COMMISSION.

APPEAL PETITIONS MUST BE FILED WITH THE CITY CLERK'S OFFICE WITHIN 14 CALENDAR DATES AFTER THE DATE OF THE DECISION

APPEAL TO CITY COUNCIL COMMISSION OR CITY COUNCIL

*PLEASE TYPE OR PRINT CLEARLY IN **BLACK INK***

October 30, 2007
Date

In accordance with the appeals procedure as authorized by the provisions of the Beverly Hills Municipal Code, the undersigned hereby appeals from the decision of Planning Commission (Official, Board, or Commission involved) rendered on October 25, 2007; which decision consisted of: The grounds submitted for this appeal are as follows: ***(WARNING: State all grounds for appeal. Describe how decision is inconsistent with law. Use extra paper if necessary.)***

This is an appeal from a decision rendered by the Beverly Hills Planning Commission on October 25, 2007, entitled "RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS CERTIFYING THE ENVIRONMENTAL IMPACT REPORT FOR THE 231-265 NORTH BEVERLY DRIVE PROJECT; MAKING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; ADOPTING A STATEMENT OF OVERRIDING CONSIDERATIONS; AND ADOPTING A MITIGATION MONITORING AND REPORTING PROGRAM."

The grounds for the appeal and the items within the resolution being appealed are set forth on the attachment.

The undersigned discussed the decision being appealed with:

_____ on _____
(Department Head(s) Involved) Date

It is requested that written notice of the time and place for the hearing on this appeal before the City Council be sent to:

Mark Egerman, 9401 Wilshire Blvd., # 500, Beverly Hills, CA 90212
Name Address

BWO, LP
By: Mark Egerman
Signature of appeal party

c/o Mark Egerman, 9401 Wilshire Blvd., # 500
Beverly Hills, CA 90212
Address

(310) 248-6299 [tel]; (310) 248-6288 [fax]
Telephone Number & Fax Number

RECEIVED
CITY OF BEVERLY HILLS
2007 OCT 30 PM 12:04
CITY CLERK'S OFFICE

Fee Paid 4730.- (For City Clerk's use) DATE RECEIVED

LOG NO. 56 x 07 Written Notice mailed to appellant:

Copies to: City Council, City Manager, City Attorney, Community Development / Planning
Involved Department

ATTACHMENT TO APPEAL FROM THE PLANNING COMMISSION TO THE CITY COUNCIL FROM A DECISION TAKEN ON OCTOBER 25, 2007, ENTITLED "RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS CERTIFYING THE ENVIRONMENTAL IMPACT REPORT FOR THE 231-265 NORTH BEVERLY DRIVE PROJECT; MAKING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; ADOPTING A STATEMENT OF OVERRIDING CONSIDERATIONS; AND ADOPTING A MITIGATION MONITORING AND REPORTING PROGRAM"

APPLICANT: BWO, LP
PROJECT: 231-265 N. BEVERLY DRIVE (A.K.A. "THE WILLIAM MORRIS PROJECT")

NOTE: THE ISSUES SET FORTH IN THIS APPEAL ARE IDENTICAL TO THE ISSUES SET FORTH IN THE APPEAL FROM THE RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS CONDITIONALLY APPROVING A PLANNED DEVELOPMENT, EVEN THOUGH NOT ALL ISSUES MAY BE CONTAINED IN BOTH RESOLUTIONS, BECAUSE OF POSSIBLE OR IMPLIED INCLUSION BY REFERENCE.

ISSUES THAT ARE THE SUBJECT MATTER OF THIS APPEAL:

1. REQUIRING THAT 70% OF THE OFFICE SPACE BE LEASED TO ENTERTAINMENT COMPANIES.

2. DENIAL OF THE APPLICATION TO REDUCE THE BANK OF AMERICA COVENANT FROM 262 SPACES TO 189 SPACES.

3. REQUIRING FREE PARKING FOR ALL EMPLOYEES AND VISITORS OF THE PROJECT .

4. LIMITING THE SCREENING ROOM TO 100 SEATS; REQUIRING A CUP HEARING TO INCREASE THE SCREENING ROOM TO MORE THAN 100 SEATS; AND REQUIRING ONE ADDITIONAL PARKING SPACE FOR EACH FOUR ADDITIONAL SEATS.

5. REQUIRING THE GARAGE AVAILABLE TO THE PUBLIC ON WEEKDAY EVENINGS AFTER 6 P.M. RATHER THAN AFTER 7 P.M.

6. REQUIRING THE DESIGN OF THE LOADING DOCK TO BE FOR TWO PARALLEL TRUCK LOADING SPACES AND ONE VAN LOADING SPACE PERPENDICULAR TO ALLEY, RATHER THAN THE ORIGINAL LOADING DOCK DESIGN AS CONTAINED IN THE GENSLER PLANS PROVIDING FOR TWO TRUCK LOADING SPACES AND ONE VAN LOADING SPACE AT 45 DEGREES FROM THE ALLEY.

7. PROHIBITING THE LEASING OF PARKING TO MEMBERS OF THE GENERAL PUBLIC.

As set forth in the EIR and the Findings and Facts in Support of Findings made by the Planning Commission on October 25, 2007, the Project Objectives are as follows:

"A. Develop a Class "A," six-story entertainment office building with retail/commercial on the ground floor and five stories of office space above, in a prominent location in the Business Triangle of Beverly Hills.

B. Develop retail/commercial and entertainment office uses responsive to the City's needs and regional market forces.

C. Build a subterranean parking structure:

D. Build a project that provides pedestrian-friendly amenities at the street level.

E. Build a project that is harmonious in scale and architectural style with the surrounding area.

F. Augment the City's economic base by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the office tenants, and increase in assessed land and building values to generate additional property taxes."

This appeal includes, but is not limited to, the following issues:

1. **RESTRICTION ON USE:** APPLICANT APPEALS FROM THE DECISION OF THE PLANNING COMMISSION REQUIRING THAT NOT LESS THAN 70% OF THE OFFICE SPACE BE LEASED TO ENTERTAINMENT COMPANIES.

The Planning Commission's condition that not less than 70% of the office space be leased to entertainment companies effectively kills the project. The Applicant cannot get financing on the project with this restriction. Simply put, no commercial financial institution will give financing on commercially reasonable terms for a project that limits its use to such an extent. In addition, even if financing were available, the developer will not undertake such a risk. At the expiration of William Morris Agency's lease in 20 years, no one can predict the rental market. No rational developer can risk investing $60+ million dollars on a project with such a limitation.

The reality is that William Morris Agency has signed a 20 year lease with two options. The City of Beverly Hills has reasonable assurance in view of the lease that William Morris Agency will remain an outstanding corporate citizen for at least two more decades. The imposition of this limitation is unreasonable and unworkable. Because of this condition, none of the six objectives of the project can be met. A Class "A," six-story entertainment office building with retail/commercial on the ground floor and five stories of office space above, in a prominent location in the Business Triangle of Beverly Hills will not be built because financing cannot be obtained. The development of a retail/commercial and entertainment office complex responsive to the City's needs and regional market forces will not be done. A subterranean parking structure will not be constructed. A project that provides pedestrian-friendly amenities at the street level will not be realized. There will be no project that is harmonious in scale and architectural style with the surrounding area. The City's economic base will not be augmented by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the office tenants, and increase in assessed land and building values to generate additional property taxes.

2.-5. PARKING: APPLICANT APPEALS FROM THE DECISION OF THE PLANNING COMMISSION DENYING THE APPLICATION TO REDUCE THE COVENANT IN FAVOR OF BANK OF AMERICA FROM 262 SPACES TO 189 SPACES, REQUIRING AN ADDITIONAL 33 SPACES OVER THE CURRENT GARAGE DESIGN OF 697 SPACES, AND REQUIRING ADDITIONAL PARKING AT THE RATIO OF 1 SPACE PER EVERY FOUR SEATS THAT THE SCREENING ROOM IS OVER 100 SEATS.

A. HISTORY:

There currently exists on the project site a six story parking structure containing in excess of 500 spaces. The Bank of America Building has a covenant which allows it to use 262 spaces in the existing six story parking structure. At the commencement of the project, the applicant was aware that parking could be a serious financial issue because the new building would have a subterranean parking structure, would require 468 spaces under the current code, would require 262 covenanted spaces for the Bank of America Building, and the cost of developing parking spaces below the fourth level would be extremely expensive due to the low water table in Beverly Hills.

The submitted plans for the project calls for 4.25 level subterranean parking garage. The garage is designed to maximize the number of possible spaces and uses subsurface areas under Beverly Drive and Dayton Way. As initially designed the garage contained 665 spaces. Because there are tandem spaces and visitor parking is valet, the garage will be highly staffed with professional parking persons on

every level. All parking will be either valet or assisted parking. The lease requires at least two attendants on every floor. [Lease, Exhibit J, pgs. 2-3.]

City staff and the applicant agreed that for the purpose of developing parking requirements for the overlay zone, a demand study should be conducted to determine the actual amount of parking needed for the new project. The consultants to the City and City Staff believe that a demand study for parking is more accurate in determining parking needs than the application of the general code provisions.

The City hired Fehr & Peers Associates to determine the actual parking demand needs of the project and the Bank of America. Fehr & Peers conducted a study dated June 2007, in which Fehr & Peers determined that the maximum number of spaces need for the Bank of America at peak hours adjusted to 100% occupancy was 189 spaces. Based on this demand analysis, an application was filed to reduce the number of spaces under the covenant from 262 spaces to 189 spaces. *"The conclusions of the technical studies summarized in the Draft EIR found that the adequate parking would be provided by the proposed project. Considering the results of the Bank of America parking demand study of 189 parking spaces, the project is required to provide 657 spaces and would provide 665 parking spaces, resulting a surplus of eight spaces; thus providing adequate parking."* [RBF Consulting Memorandum, October 18,2007, pg. 13-47.] This conclusion was reached by using a demand study analysis for the Bank of America and code required parking for the new building.

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parked in the drive aisles with more than sufficient room remaining for traffic to pass. In addition to insure that future use would not involve business with high parking or traffic demands, the Applicant agreed that the following uses would not be permitted without the prior approval of the director of community development: "medical offices; commercial exercise clubs and training centers; medical laboratories; hair salons; nail salons; real estate offices; non-office retail establishments, except on the ground floor and any mezzanine; and restaurants in excess of 5% of the total gross square footage of the building." [Draft Ordinance, §10-3-1863 C.]

B. **PLANNING COMMISSION ACTION ON BASE PARKING REQUIREMENTS:** The Planning Commission did not accept the demand studies of the City's consultant, the staff reports on parking requirements, or the testimony of the City's consultants. The Planning Commission determined that the covenant for the Bank of America should not be reduced and that the project should be required to supply current code parking of an additional 33 spaces, or a total garage capacity of 730 spaces.

C. **BASIS OF APPEAL ON PARKING:** The Planning Commission ignored the evidence presented by the City's consultants and the City's professional staff on the actual number of parking spaces needed at peak hours for the Bank of America and the William Morris Project. In addition, the Planning Commission did not take into consideration the cost of developing additional parking on the P-5 level in the water table. The cost per space to develop parking in the water table is over double that of normal spaces, in excess of $100,000 per space. This extremely high cost per space for parking makes the project problematic from a financial perspective, depending on the total number of spaces that have to be constructed below the water table. To the extent the project is not financially viable, none of the project objectives will be met.

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this project differently than any other private development and allow the garage to be operated in a normal fashion.

E. **BASIS OF APPEAL ON LIMITING THE SCREENING ROOM TO 100 SEATS, REQUIRING A CUP FOR A SCREENING ROOM GREATER THAN 100 SEATS, AND REQUIRING EXTRA PARKING AT 1 SPACE FOR EVERY 4 SEATS OVER 100:** The Planning Commission set an arbitrary limit on the number of seats for the screening room at 100, unless the Applicant or William Morris applies to the Planning Commission for a CUP. This restriction is not acceptable to William Morris in that it does not meet William Morris' current business needs. In addition it is in violation to the lease terms between BWO, LP and William Morris which provides that the Applicant will as part of the landlord improvements provide William Morris with a screening room of between 170-200 seats. [Lease, Exhibit B, ¶2A., pg. B-1-2.] It is within the discretion of William Morris under the lease to determine the seating size of the screening room between 170-200 seats. With this condition the Applicant cannot comply with the terms of the lease, and William Morris is not obligated to accept the premises. Thus, the project will not go forward.

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"The use of the screening room and terrace shall be subject to the following limitations:

1. The screening room and terrace shall be used by William Morris Agency (or a successor tenant) as an ancillary use of William Morris Agency's business. The screening room and terrace shall not be open to the general public, except through a City approved special event permit.

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F. **BASIS OF APPEAL ON ALLOWING PUBLIC PARKING AT 6 P.M. RATHER THAN 7 P.M.:** The William Morris Agency's normal hours of operation are 9:30 a.m. to 6:30 p.m. Many employees work longer and stay after 6:30 p.m. The Applicant has agreed to provide public parking in the evening and on week-ends at the same rates and conditions as charged in City lots. The Applicant believes the public parking in the evenings should commence at 7 p.m. to allow William Morris employees to leave the building, to insure there are spaces available to the public, and to prevent traffic jams in the garage. It is unreasonable to not allow William Morris the full use of the garage during its normal working hours and a reasonable time thereafter for its employees to vacate the garage.

6. **LOADING DOCK:** APPLICANT APPEALS FROM THE CONDITION OF THE PLANNING COMMISSION REQUIRING THE DESIGN OF THE LOADING DOCK TO BE FOR TWO PARALLEL TRUCK LOADING SPACES AND ONE VAN LOADING SPACE PERPENDICULAR TO ALLEY, RATHER THAN THE ORIGINAL LOADING DOCK DESIGN AS CONTAINED IN THE PLANS PROVIDING FOR TWO TRUCK LOADING SPACES AND ONE VAN LOADING SPACE AT 45 DEGREES FROM THE ALLEY.

The Applicant will move forward with the project based on either the design of the loading dock as proposed by the Applicant's architect Gensler or the design conditioned by the Planning Commission. The Applicant appeals from the condition of the Planning Commission requiring a hybrid parallel/perpendicular loading dock because the Applicant believes that the design required by the Planning Commission is inferior to the design proposed by Gensler. Specifically, vans, which are the most common and most frequent type of delivery truck, are required to pull forward into a perpendicular loading zone and then after the deliver back out into the alley. Backing out at a right angle to the alley is much more difficult and dangerous than the Gensler design which would have the van pull forward into the alley at a 45% angle. Similarly, while there are two loading areas for trucks parallel to the building, there is no elevated dock to allow trucks to unload at the level of the cargo bay. Further, given the limited space, it would be difficult for two trucks to unload at the same time. Simply put, the design mandated by the Planning Commission is inferior to that designed by Gensler.

7. **PROHIBITING LEASING OF PARKING TO THE GENERAL PUBLIC:** APPLICANT APPEALS FROM THE CONDITION OF THE PLANNING COMMISSION PROHIBITING LEASING OF PARKING SPACES TO THE

GENERAL PUBLIC. THE APPLICANT SHOULD BE ALLOWED TO LEASE SPACES TO THE GENERAL PUBLIC IF THE SPACES ARE NOT NEEDED FOR TENANTS OF THE PROJECT, THE BANK OF AMERICA, OR TO SERVICE THE COMMERCIAL SPACE. TO INSURE THERE IS SUFFICIENT PARKING, THE APPLICANT IS WILLING TO CONDITION LEASING TO THE GENERAL PUBLIC UPON APPROVAL OF THE DIRECTOR OF COMMUNITY DEVELOPMENT.

RESERVATION OF RIGHTS: THE APPLICANT RESERVES THE RIGHT TO SUPPLEMENT THIS APPEAL UPON REVIEW OF THE FINAL DRAFT OF THE RESOLUTIONS OF THE PLANNING COMMISSION.

Planning Commission Resolutions

- Planning Commission Resolution certifying the Environmental Impact Report including adopting Statement of Overriding Considerations and a Mitigation Monitoring and Reporting Program

- Planning Commission Resolution recommending approval of a request for a General Plan amendment and to create an Entertainment Office Planned Development Overlay zone (E-O-PD) including the draft Ordinance creating the Entertainment Office Planned Development Overlay Zone (E-O-PD).

- Planning Commission Resolution Recommending approval for a Development Agreement between the City of Beverly Hills and Beverly Wilshire Owner, LP including draft Development Agreement and deal points.

- Planning Commission Resolution approving a Planned Development and lot Line Adjustment

RESOLUTION NO. 1487

RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS CERTIFYING THE ENVIRONMENTAL IMPACT REPORT FOR THE 231–265 NORTH BEVERLY DRIVE PROJECT; MAKING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; ADOPTING A STATEMENT OF OVERRIDING CONSIDERATIONS; AND ADOPTING A MITIGATION MONITORING AND REPORTING PROGRAM.

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

Section 1. Formal applications were submitted by Mark Egerman, on behalf of Beverly Wilshire Owner, LP (the "Applicant") to allow construction of an office and retail building with subterranean parking (the "Project"), totaling 208,100 square feet. A Draft Environmental Impact Report (the "Draft EIR") dated August 2007 was prepared for the Project. 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 land use, aesthetics, population and employment, traffic, parking, air quality, noise, geology and soils, hydrology, hazardous materials, and public services and utilities.

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 August 11, 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). In response to design modifications and an increase of 5,000 square feet in the proposed building size, a Revised Notice of Preparation was sent to the same list of responsible, trustee, and other interested agencies and persons on February 16, 2007.

Section 4. The City completed the Draft EIR, together with those certain technical appendices (the "Appendices"), on July 10, 2007. The City circulated the Draft EIR and the Appendices to the public and other interested parties between July 10, 2007 and August 23, 2007, for a 45-day comment period, consistent with the 45-day public comment period required by Guidelines Sections 15087(c) and 15105. The Planning Commission held duly noticed public hearings on July 25, 2007, August 9, 2007, September 5, 2007, September 6, 2007, September 27, 2007, October 11, 2007, and October 25, 2007 (the "PC Hearings"), 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 eight (8) written comment letters regarding the adequacy of the Draft EIR.

Section 5. As a result of the comments received during the public comment period and the PC Hearings, as well as concerns raised by the Commission itself, the Planning Commission recommended various modifications to the Project. Accordingly, the City

augmented the traffic technical analysis of the Draft EIR to fully analyze the potential environmental consequences associated with the modifications recommended by the Planning Commission or otherwise raised during the PC Hearings.

Section 6. 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 on October 17, 2007. Because no public agencies commented on the environmental aspects of the Draft EIR, Public Resources Code Section 21092.5 is inapplicable to this Project. The written responses to comments were made available for public review in the City Clerk's Office, the Department of Community Development, and the Beverly Hills Public Library. After reviewing the responses to comments and the revisions to the Draft EIR, the City 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 7. The Final Environmental Impact Report (the "Final EIR") is comprised of the Draft EIR, including Appendices, dated July 10, 2007; the Comments and Response to Comments on the Draft EIR, including errata pages; and the Mitigation Monitoring and Reporting Program.

Section 8. The findings made in this Resolution are based upon the information and evidence set forth in the EIR and upon other substantial evidence which has been presented at the PC Hearings and in the record of the proceedings. The documents, staff reports, technical studies, appendices, plans, specifications, and other materials 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 the those documents is incorporated herein by reference.

Section 9. The Planning Commission finds that agencies and interested members of the public have been afforded ample notice and opportunity to comment on the EIR.

Section 10. The Planning Commission has independently reviewed and considered the contents of the Final EIR prior to deciding whether to approve the Project and recommend approval of legislative components of the 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 after circulation of the Draft EIR, and in the evidence presented in written and oral testimony presented at the PC 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 11. 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 a decision-making body for the lead agency, has reviewed and considered all such documents and testimony prior to acting on the Project. Pursuant to Guidelines Section 15090, the Planning Commission hereby certifies that the Final EIR has been completed in compliance with CEQA.

Section 12. Based upon the Final EIR and the record before the Planning Commission, the Planning Commission finds that the Project will not cause any significant environmental impacts after mitigation except in the areas of traffic; cumulative traffic; air quality; cumulative air quality from construction emissions; and cumulative solid waste impacts. Explanations for why the impacts other than traffic, air quality, and solid waste 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 13. Based upon the Final EIR and record before the Planning Commission, the Planning Commission finds that the Project will create significant unavoidable impacts to traffic, specifically at three intersections for forecast year 2009: (1) North Santa Monica Boulevard/Wilshire Boulevard, (2) Rodeo Drive/Wilshire Boulevard, and (3) Beverly Drive/Wilshire Boulevard. Additionally the Final EIR concludes that the Project will have impacts to a Los Angeles County Congestion Management Program ("CMP") intersection at North Santa Monica Boulevard/Wilshire Boulevard, as well as cumulative traffic impacts. 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.

Section 14. Based upon the EIR and record before the Planning Commission, the Planning Commission finds that the Project will create significant unavoidable short-term project impacts to air quality as well as cumulative impacts from construction activity emissions generated by this and other projects. 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 reference, and in the Final EIR.

Section 15. Based upon the EIR and record before the Planning Commission, the Planning Commission finds that the Project will create significant unavoidable cumulative impacts to solid waste. 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 reference, and in the Final EIR.

Section 16. The EIR describes, and the Planning Commission has fully considered a reasonable range of alternatives to the Project. These alternatives include "Alternative One: No Project/No Development Alternative," "Alternative Two: Code Conforming Alternative," "Alternative Three: Office and Retail Alternative," and "Alternative Four: Office Alternative." With respect to each of the alternatives analyzed in the EIR, the Planning Commission hereby makes the findings set forth in Exhibit A, which is attached hereto and incorporated by reference, and in the Final EIR.

Section 17. For the traffic, air quality, and solid waste impacts identified in the Final EIR as "significant and unavoidable," the Planning Commission hereby adopts the "Statement of Overriding Considerations" as set forth in Exhibit B, which is attached hereto and incorporated herein by reference. The Planning Commission finds that each of the

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

Section 18. The Planning Commission hereby adopts the mitigation measures set forth in the Mitigation Monitoring and Reporting Program, attached hereto as Exhibit C and incorporated herein by this reference, and imposes each mitigation measure as a condition of Project approval. The Planning Commission further adopts the "Mitigation Monitoring and Reporting Program," attached hereto and incorporated herein by reference. City staff shall implement and monitor the mitigation measures as described in Exhibit C.

Section 19. 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: October 25, 2007

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

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 Planning Commission hereby makes the following environmental findings in connection with the proposed construction of the office and retail building with subterranean parking totaling 208,100 square feet (the "Project"), as more fully described in the EIR and as approved by the Planning Commission. These findings are based upon evidence presented in the record of these proceedings, both written and oral, the EIR and all of its contents, the Comments and Responses to Comments on the Draft EIR, and staff and consultants' reports presented to the Planning Commission.

II. Project Objectives.

As set forth in the EIR, objectives which the Project Applicant seeks to achieve with this Project (the "Project Objectives") are as follows:

A. Develop a Class "A," six-story entertainment office building with retail/commercial on the ground floor and five stories of office space above, in a prominent location in the Business Triangle of Beverly Hills:

1. To attract and provide additional opportunities for quality entertainment-related businesses that would not otherwise be encouraged by the underlying zone, in order to maintain and strengthen the economic base of the City.

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

2. To provide for an additional building project for single and multi-tenant entertainment-related business uses not currently available in the City.

3. To attract and provide high-class retail/commercial space and eating facilities.

4. To provide for the enhancement of employment and commerce within the project area on an underdeveloped site.

B. Develop retail/commercial and entertainment office uses responsive to the City's needs and regional market forces.

C. Build a subterranean parking structure:

1. To place parking below grade to allow for the most efficient use of above-grade property in the project area.

2. To provide sufficient and convenient parking for site uses.

3. To allocate a specific number of parking spaces for use by the Bank of America building, in order to accommodate existing covenanted parking obligations for the Bank of America building.

D. Build a project that provides pedestrian-friendly amenities at the street level.

E. Build a project that is harmonious in scale and architectural style with the surrounding area.

F. Augment the City's economic base by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the office tenants, and increase in assessed land and building values to generate additional property taxes.

III. 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 August 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).

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. 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.

D. CULTURAL RESOURCES

1. The Project will not cause a substantial adverse change in the significance of an historical resource as defined in Section 15064.5 of the Guidelines.

2. The Project will not cause substantial adverse change in the significance of an archaeological resource pursuant to Section 15064.5 of the Guidelines.

3. The Project will not directly or indirectly destroy a unique paleontological resource or site or unique geologic feature.

4. The Project will not disturb any human remains, including those interred outside of formal cemeteries.

E. GEOLOGY AND SOILS

1. The Project will not rupture a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area, or based on other substantial evidence of a known fault.

2. The Project will not cause landslides.

3. The Project will not have soils incapable of adequately supporting the use of septic tanks or alternative wastewater disposal systems where sewers are not available for the disposal of wastewater.

F. HAZARDOUS 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 will not create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment.

3. The Project will not emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school.

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

5. The Project is not located within an airport land use plan or, where such plan has not been adopted, within two miles of a public airport or public use airport, and thus the Project would not result in a safety hazard for people residing or working in the Project area.

6. The Project is not located within the vicinity of a private airstrip, and thus would not result in a safety hazard for people residing or working in the Project area.

7. The Project will not expose people or structures to a significant risk of loss, injury or death involving wildland fires. Further, the Project Site is not, adjacent to wildlands or where residences are intermixed with wildlands.

G. HYDROLOGY AND WATER QUALITY

1. The Project will not substantially alter the existing drainage 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 which would result in flooding on- or off-site.

2. The Project will not create or contribute runoff water which would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff.

3. The Project will not place housing within a 100-year flood hazard area as mapped on a Federal Flood Hazard Boundary or Flood Insurance Rate Map or other flood hazard delineation map.

4. The Project will not place within a 100-year flood hazard area structures which would impede or redirect flood flows.

5. The Project will not cause or be impacted by inundation by seiche, tsunami, or mudflows.

H. LAND USE

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 because the site is not located within any such 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 because no housing exists on the Project site.

2. The Project will not displace substantial numbers of people, necessitating the construction of replacement housing elsewhere, because no housing exists on the Project site.

L. PUBLIC SERVICES

1. The Project will not result in adverse impacts on schools.

2. The Project will not result in adverse impacts on parks.

M. RECREATION

1. The Project will not increase the use of existing neighborhood and regional parks or other recreational facilities such that substantial physical deterioration of the facility would occur or be accelerated.

2. The Project does not include recreational facilities or require the construction or expansion of recreational facilities that might have an adverse physical effect on the environment.

N. TRANSPORTATION/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 risks.

2. The Project will not result in inadequate emergency access.

3. The Project will not conflict with adopted policies, plans, or programs supporting alternative transportation (e.g., bus turnouts, bicycle racks).

O. UTILITIES AND SERVICE SYSTEMS

1. The Project will not require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects.

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

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

A. LAND USE

1. The proposed Project is not inconsistent with the applicable goals and policies of the City of Beverly Hills General Plan.

2. The proposed Project does not conflict with the City of Beverly Hills Zoning Code.

3. Development of the proposed Project, in conjunction with other related cumulative projects, would not result in cumulatively considerable land use and planning impacts.

B. POPULATION AND EMPLOYMENT

1. Project implementation would not induce significant population growth in the City.

2. Project implementation would not induce significant employment growth in the City.

3. Development of the proposed Project, in conjunction with other related cumulative projects, would not result in significant cumulative population and employment impacts.

C. AESTHETICS, LIGHT, AND GLARE

1. Development of the proposed Project would not substantially degrade the existing visual character or quality of the site and its surroundings.

2. Development of the proposed Project would not introduce new sources of light and glare into the Project area, such as vehicle headlights on adjacent roadways and parking areas, interior and exterior building lights, and incremental degradation of nighttime atmospheric conditions.

3. Development of the proposed Project would not introduce significant shade and shadow effects onto shadow sensitive uses within the Project area. Construction of the Project in the vicinity of the Beverly Hills Gardens (the "Gardens") and Montage Hotel project across Beverly Drive to the east, cumulative impacts due to shading and shadows from the proposed Project have the potential to be significant. Specifically, the Gardens is a shadow-sensitive recreational land use that would experience shade from the Montage Hotel (which is presently under construction) during morning hours, and from the proposed Project during afternoon hours. Although the cumulative shade and shadow impacts on the Gardens would affect the duration of direct sunlight during various times of the year, direct sunlight in the Gardens would not be obstructed during a substantial portion of the day, and thus are considered to be less than significant.

D. TRAFFIC

1. Construction activities associated with the proposed Project would not result in significant adverse impacts to the local traffic system except as discussed in Sections V and VI below.

2. Development of the proposed Project would not result in significant public transit impacts.

3. Development of the proposed Project would not result in significant impacts to weekday residential street traffic volumes for the eleven residential street segments studied in the EIR, as set forth in Table 5.4-29 in the Draft EIR.

E. SITE ACCESS AND CIRCULATION

1. The design of the proposed Project's parking structure would not result in adverse impacts related to garage access.

2. The design and operation of the proposed Project's parking structure would not result in adverse impacts related to the function of valet parking operations.

3. The design and operation of the proposed Project's truck loading docks would not result in adverse impacts related to loading dock operations or adequacy of alley access.

F. PARKING SUPPLY AND DEMAND

1. Development of the proposed Project would not result in parking space types that could be inconsistent with the proposed Overlay Zone.

2. Construction of the proposed Project would not create a demand for parking that exceeds available parking supply in the study area during weekday and/or weekend conditions.

3. Operation of the proposed Project would not create a demand for parking that exceeds off-site parking supply during weekday and/or weekend conditions.

4. Development of the proposed Project, in conjunction with other related cumulative projects, would not create a demand for parking that exceeds available parking.

G. AIR QUALITY

1. Year 2009 air quality emissions would not result in an overall increase in the local and regional pollutant load due to direct impacts from vehicle emissions and direct impacts from electricity and natural gas consumption.

2. Localized operational emissions would not result in an overall increase in the local pollutant load due to indirect impacts from electricity and natural gas consumption.

3. Localized carbon monoxide hot-spots would not result due to increases in localized traffic volumes.

4. The proposed Project would not conflict with the 2003 Air Quality Management Plan.

5. Regional air quality emissions resulting from the operation of the proposed Project and other related cumulative projects would not significantly impact existing regional air quality levels on a cumulative basis.

H. NOISE

1. Grading and construction associated with the proposed Project would not result in temporary vibration impacts to nearby noise sensitive receptors.

2. Traffic generated by the proposed Project would not contribute to existing traffic noise levels exceeding the City's established standards.

3. The proposed Project would not result in noise levels in excess of the City of Beverly Hills noise standards.

4. The proposed Project would not result in an increase in ambient noise levels due to the generation of on-site noise.

5. Development associated with the proposed Project and other related cumulative development would not result in significant cumulative noise impacts from mobile noise and operational activities.

I. GEOLOGY AND SOILS

1. Development associated with the proposed Project would not result in substantial wind or water soil erosion or the loss of topsoil, either on- or off-site.

2. Development associated with the proposed Project, in conjunction with other related cumulative projects, would not result in cumulatively considerable geology, soils, and seismicity impacts.

J. HYDROLOGY, DRAINAGE, AND WATER QUALITY

1. Development associated with the proposed Project would not result in adverse groundwater quality impacts.

2. Development associated with the proposed Project, in conjunction with other related cumulative projects, would not contribute to cumulative hydrology and water quality impacts.

K. HAZARDS AND HAZARDOUS MATERIALS

1. Development of the proposed Project would not result in potentially significant risks to people or the environment from lead in drinking water.

2. Development of the proposed Project would not result in potentially significant risks to people or the environment from listed hazardous materials sites.

3. Development of the proposed Project would not conflict with, or otherwise adversely affect, adopted emergency response or evacuation plans.

L. WATER

1. Development of the proposed Project would not result in an increased demand for water service.

2. Operation of the proposed Project would not result in an increased demand for water service.

3. Development of the proposed Project, in conjunction with other related cumulative projects, would not result in significant cumulative impacts to water supplies and distribution infrastructure.

M. WASTEWATER

1. Construction of the proposed Project would not generate wastewater that could exceed the capacity of the conveyance and treatment facilities that serve the Project area.

2. Operation of the proposed Project would not generate wastewater that could exceed the capacity of conveyance and treatment facilities that serve the Project area.

3. Development of the proposed Project, in conjunction with other related cumulative projects, would not result in significant cumulative impacts to wastewater conveyance and treatment capacity.

N. POLICE PROTECTION

1. Development of the proposed Project, in conjunction with other related cumulative projects, would not result in significant cumulative impacts to police protection services and facilities.

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

The EIR identified the potential for the Project to cause significant environmental impacts in the areas of aesthetics, light, and glare; traffic; site access and circulation; parking supply and demand; parking management during construction; parking management during operation; noise; geology and soils; hydrology and water quality; hazards and hazardous materials; solid waste; fire protection; and police protection. With the exception of the specific impacts to traffic, cumulative traffic, air quality and cumulative air quality from construction activities, and cumulative solid waste, as discussed in Article VI below, measures were identified that would mitigate all of these impacts to a less than significant level.

The Planning Commission finds that the feasible mitigation measures for the Project identified in the Final EIR, and would reduce the Project's impacts to a less than significant level, with the exception of those unmitigable impacts discussed in Article VI below. The Planning Commission 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.

A. AESTHETICS, 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 5.3, Aesthetics, Light, and Glare*, of the Draft EIR. Identified impacts include short-term construction, and cumulative aesthetic, light, and glare impacts.

1. Short-Term Construction Impacts

The EIR analyzes in detail the potential of the Project's construction activities to impact the visual character of the Project site and the surrounding area and to introduce new sources of light and glare. Development of the proposed Project, including potential night-time construction, security lighting, staging of construction materials and construction activities could result in temporary alterations in the visual character of the Project site and the surrounding area, which consists of existing commercial, retail, and office land uses, as well as residential condominium uses under construction in conjunction with the Montage Hotel project.

(a) Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant short-term construction 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:

> AES1 Construction equipment staging areas shall use appropriate screening (i.e., temporary fencing with opaque material) to buffer views of construction equipment and material, when feasible. Staging locations shall be indicated on Final Development Plans and Grading Plans.
>
> AES2 All construction-related lighting shall include shielding in order to direct lighting down and away from adjacent hotel and residential uses and consist of the minimal wattage necessary to provide safety at the construction site. A construction safety lighting plan shall be submitted to the City for review concurrent with Grading Permit application.

(b) Facts in Support of Findings

The potential aesthetic impacts from short-term construction related 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. Demolition operations, grading, construction, construction material and equipment storage, and truck traffic visible during the demolition and construction process each could be visible from areas adjacent to the Project site and thus have the potential to impact the aesthetic character of the area. However, incorporation of appropriate screening as required by mitigation measure AES1, reduces potential impacts to a less than significant level. The screening in conjunction with the shielding of lighting sources, the use of the minimal lighting levels necessary to maintain safety on the Project site, and adherence to the construction safety lighting plan required by mitigation measure AES2 will have the effect of reducing light and glare that might otherwise emanate from the Project site during construction related security lighting. With the implementation of these mitigation measures, the Project's construction related aesthetic impacts will be less than significant.

2. Cumulative Aesthetic Impacts

Development of the proposed Project, in conjunction with related cumulative projects, could result in significant cumulative aesthetic, 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 environmental effect as identified in the Draft EIR. Specifically, the mitigation measures AES1 and AES2, as set forth in Section III.A.1(a) above, imposed upon the Project mitigate impacts to less than significant levels.

(b) Facts in Support of Findings

The proposed Project would introduce greater intensity of lighting in the area than the current uses consisting of ground floor retail/commercial space and parking structure above. This incremental impact in conjunction with other cumulative projects has the potential to result in cumulatively significant impacts in the vicinity of the Project site. However, adherence to the

requirements of the City's General Plan and municipal codes, including the City's architectural review process ensures that the potentially significant cumulative impacts will be mitigated to a less than significant level. Impacts of individual development project are often mitigated, as in this case, through careful site design, avoidance of significant visual features, the use of building materials that are consistent with the general character of the area, landscape design and proper lighting techniques to direct light on-site and away from adjacent properties. Further, compliance with the construction level mitigation measures will ensure that cumulative construction impacts will be reduced to less than significant levels.

B. TRAFFIC

The Project's potential traffic impacts that can be mitigated or are otherwise less than significant are discussed in *Section 5.4, Traffic*, of the Draft EIR. The traffic impacts that are reduced to less than significant levels include weekday and weekend impacts to residential streets and intersections, and impacts to Los Angeles County Congestion Management Program facilities. Theses mitigable impacts are discussed further below, and the unmitigable impacts are discussed in Section VI below.

1. 2009 With Project - Weekday and Weekend Conditions of Local Traffic System

Development of the proposed Project could result in significant adverse impacts to the local traffic system under forecast year 2009 **weekday and weekend** conditions that can be mitigated for the following intersections:

- North Santa Monica Boulevard/Wilshire Boulevard (Weekday AM and PM peak hour; Weekend Mid-day)
- South Santa Monica Boulevard/Wilshire Boulevard (Weekday AM, PM and Mid-Day peak hour)
- Beverly Drive/North Santa Monica Boulevard (Weekday AM, Mid-Day, PM, and Weekend Mid-day peak hours)
- Beverly Drive/South Santa Monica Boulevard (Weekday AM, Mid-Day, and PM peak hours, and Weekend Mid-day peak hours)
- Beverly Drive/Dayton Way (Weekday AM, Mid-Day, and PM peak hours and Weekend Mid-day)

(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. First, the Project Applicant, at the request of the Planning Commission, incorporated a second point of access to compliment the initially proposed sole access point from Dayton Way. The Planning Commission finds that this revision had the result of reducing significant impacts to a

greater degree than did the initially proposed Project, including elimination of a potentially significant impact at Rodeo Drive and Dayton Way.. Further, the following mitigation measures imposed upon the Project mitigate impacts to the above listed intersections to less than significant levels:

TR1 **South Santa Monica Boulevard/Wilshire Boulevard** – The Project Applicant shall make a fair share contribution to widen the eastbound Wilshire Boulevard approach at South Santa Monica Boulevard from two through lanes and one shared through/right-turn lane to consist of three through lanes and one dedicated right-turn lane.

Implementation of this mitigation measure requires narrowing and relocation of the existing sidewalk and relocation of utilities adjacent to the existing Starbucks along eastbound Wilshire Boulevard.

The Planning Commission finds that this mitigation is feasible.

TR2 **Beverly Drive/North Santa Monica Boulevard** – The Project Applicant shall make a fair share contribution to widen the eastbound North Santa Monica Boulevard approach at Beverly Drive from one dedicated left-turn lane, one through lane and one shared through/right-turn lane to consist of one dedicated left-turn lane, two through lanes and one dedicated right-turn lane.

Implementation of this mitigation measure require narrowing of the existing landscaped area located at the southwest corner of the intersection, adjacent to the existing City-operated parking facility and relocation of existing curb, utilities, and signal post.

The Planning Commission finds that this mitigation is feasible.

TR3 **Beverly Drive/South Santa Monica Boulevard** – The Project Applicant shall make a fair share contribution to widen the southbound Beverly Drive approach at South Santa Monica Boulevard from one through lane and one shared through/right-turn lane to consist of two through lanes and one dedicated right-turn lane.

Implementation of this mitigation measure requires restriping of Beverly Drive between North Santa Monica Boulevard and South Santa Monica Boulevard and tapering of the southbound Beverly Drive curb at South Santa Monica Boulevard.

The Planning Commission finds that this mitigation is feasible.

TR4 **Beverly Drive/Dayton Way** – At the northeastern corner of the Project site, the Project Applicant shall restripe (by removing the parking lane) the eastbound Dayton Way approach at Beverly Drive from one shared left-turn/through lane and one shared through/right-turn lane to consist of one shared left-turn/through lane, one through lane, and one dedicated right-turn lane.

The Planning Commission finds that this mitigation is feasible.

> TR5 **North Santa Monica Boulevard/Wilshire Boulevard** – The project applicant shall make a fair share contribution to re-stripe the southbound North Santa Monica Boulevard approach at Wilshire Boulevard from two through lanes, one shared through/right-turn lane, and one dedicated right-turn lane with overlap phasing to consist of three through lanes and one dedicated right-turn lane with overlap phasing.

Modification to the westbound Wilshire Boulevard approach would require relocation of the existing sidewalk and utilities adjacent to the existing Budget Car & Truck Rental surface lot along Wilshire Boulevard, thus impacting a portion of the existing Budget Car & Truck Rental surface lot. Therefore, widening of the westbound Wilshire Boulevard approach at North Santa Monica Boulevard would require acquisition of private property, and therefore is considered infeasible, as discussed in Section VI below. Thus the Planning Commission finds that only the portion of this mitigation measure that consists of restriping the southbound North Santa Monica Boulevard approach at Wilshire Boulevard is feasible. Implementation of the feasible aspect of mitigation measure TR5 mitigates impacts during the Weekday AM and PM peak hour; Weekend Mid-day, but not Weekday mid-day.

(b) Facts in Support of Findings

During the Planning Commission's consideration of the proposed Project, and at the request of the Commission, the Project Applicant revised the Project to provide two points of access to the parking structure rather than the single point of access from Dayton Way as proposed in the initial Project design. In response to the revised access plan, the traffic study for the proposed Project was updated by the City's environmental consultant by a memorandum dated September 20, 2007. The update memorandum analyzed the Project as revised to include a second access point (from Beverly Drive, and which will be accessible to Bank of America and William Morris Agency pass-holders) in addition to the initially proposed access point from Dayton Way. The City plans improvements (which are expected to be completed prior to occupancy of the proposed Project) to widen the eastbound Wilshire Boulevard approach at North Santa Monica Boulevard from one left-turn lane, one shared left-turn/through lane, one through lane, and one shared through/right lane to consist of two left-turn lanes, two through lanes, and one shared through/right-turn lane, and the prohibition of eastbound Wilshire Boulevard left-turn movement at South Santa Monica Boulevard. These improvements in conjunction with the feasible mitigation will reduce the impacts at the above intersection to less than significant levels.

In addition to the City planned improvements, implementation of the improvements identified by mitigation measure TR1 will mitigate impacts at the intersection of South Santa Monica Boulevard and Wilshire Boulevard to a less than significant level. The Project Applicant is required to pay its fair share of the cost of the improvements, thereafter the City will oversee implementation of the necessary improvements.

Implementation of the improvements identified by mitigation measure TR2 will mitigate the impacts at the intersection of Beverly Drive/North Santa Monica Boulevard to a less than

significant level, with the exception of during the Weekday Mid-day peak period, which is discussed in more detail in Section VI below. The Project Applicant is required to pay its fair share of the improvement costs, and thereafter the City will oversee implementation of the necessary improvements.

Implementation of the improvements identified by mitigation measure TR3 will mitigate the impacts at the intersection of Beverly Drive/South Santa Monica Boulevard to a less than significant level. The Project Applicant is required to pay its fair share of the improvement cost, and thereafter the City will oversee implementation of the necessary improvements.

Implementation of the improvements identified by mitigation measure TR4 will mitigate the impacts at the intersection of Beverly Drive/Dayton Way to a less than significant level. The Project Applicant is required to pay its fair share of the improvement cost, and thereafter the City will oversee implementation of the necessary improvements. The City expects that the improvements called for by TR4 will be completed prior to the occupancy of the proposed building.

Mitigation Measure TR5 is deemed only partially feasible. Measure TR5, as set forth in the traffic analysis, contains two components – the first deals with re-striping the southbound North Santa Monica approach to Wilshire Boulevard from two through lanes, one shared through/ right-turn lane, and one dedicated right-turn lane with overlap phasing to consist of three through lanes and one dedicated right-turn land with overlap phasing. Restriping the lanes can be accommodated within the existing right-of-way, and thus is feasible. The Project Applicant is required to pay its fair share of the cost of the improvements, thereafter the City will oversee implementation of the restriping. The City expects that the restriping improvements called for by TR5 will be completed prior to the occupancy of the proposed building. The restriping component of measure TR5 reduces impacts at the intersection to less than significant levels during the AM and PM peaks, but not during the Weekday Mid-day peak.

The second component of mitigation measure TR5 involves actual widening of the westbound Wilshire Boulevard approach to North Santa Monica Boulevard from one dedicated left turn lane, two through lanes, and one shared through/right-turn lane to consist of one dedicated left-turn lane, three through lanes and one dedicated right-turn lane. However, implementation of this component of measure TR5 would require the acquisition of private property in order to obtain the necessary right-of-way width to accommodate the reconfigured intersection. The necessity of acquiring property already developed and in use for right-of-way renders this aspect of mitigation measure TR5 infeasible, as discussed more fully in Section VI below.

The potential impacts from weekday and weekend impacts to residential streets and intersections in the forecast year 2009, although not deemed significant, will benefit from the mitigation measures identified in the Draft EIR.

2. Congestion Management Program 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, the feasible portion of mitigation measure TR5 would reduce impacts during the AM, PM and Weekend Mid-day peak periods, to less than significant, although the impact would remain significant during the Weekday Mid-day peak period, as discussed more fully in Section VI below.

(b) Facts in Support of Findings

The Congestion Management Program intersection for purposes of this study is also an intersection study for Project level impacts. That intersection is North Santa Monica/Wilshire Boulevard. Implementation of the feasible restriping improvements at this intersection (which is already required by mitigation measure TR5) improves the operation of the intersection and reduces potentially significant impacts to less than significant impacts during the Weekday AM and PM peaks, as well as the Weekend Mid-day peak, although the Weekday Mid-Day peak will remain significant, as discussed more fully in Section VI below.

The potential impacts to Los Angeles County Congestion Management Program facilities have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR.

3. Cumulative 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, feasible mitigation measures TR1 through TR5 fully mitigate a number of otherwise significant cumulative impacts of the Project and the cumulative projects.

(b) Facts in Support of Findings

The proposed Project's impacts, when other cumulative projects are taken into account, are cumulatively considerable for the following intersections:

- North Santa Monica Boulevard/Wilshire Boulevard (Weekday AM, PM, and Weekend Mid-day)
- South Santa Monica Boulevard/Wilshire Boulevard (Weekday AM, Mid-day, and PM; Weekend Mid-day)
- Rodeo Drive/North Santa Monica Boulevard (Weekday AM, Mid-day and PM; Weekend Mid-day)
- Beverly Drive/South Santa Monica Boulevard (Weekday AM, Mid-day, and PM; Weekend Mid-day)
- Beverly Drive/Dayton Way (Weekday AM, Mid-day, and PM; Weekend Mid-day)

However, implementation of mitigation measures TR1 through TR4, and the feasible portion of mitigation measure TR5, reduce the cumulative impacts at these intersections to less than significant levels.

C. SITE ACCESS AND CIRCULATION

The Project's potential in regard to site access and circulation that can be mitigated or are otherwise less than significant are discussed in *Section 5.5, Site Access and Circulation*, of the Draft EIR. Identified impacts include access restrictions during construction and design of the parking structure.

1. Construction Impacts Related to Site Access and Circulation

(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 imposed upon the Project mitigate impacts to less than significant levels:

> AC1 The construction contractor shall create a site access point that would not interfere with any construction vehicles turning left from the northbound lanes into the Project site, subject to review and approval by the City of Beverly Hills.

(b) Facts in Support of Findings

Excavation, shoring, and garage construction will involve extension of a barricade approximately 28.5 feet from the property line into the North Beverly Drive right-of-way. This encroachment into the public right-of-way would reduce the width of travel lanes, and would necessitate temporary removal of on-street parking to accommodate four traffic lanes. Overall, site access would be maintained throughout the proposed Project's construction period and would provide adequate circulation at and around the Project Site. The potential construction-related impacts to site access and circulation have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measure AC1 identified in the Draft EIR.

2. Parking Structure Design/Internal Garage Circulation and Parking Function

(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 imposed upon the Project mitigates impacts to less than significant levels:

AC2 In order to mitigate potential internal circulation and parking accessibility impacts in the proposed parking structure, full-time valet parking shall be required for all building visitors.

(b) Facts in Support of Findings

Parking level P1 includes a central valet station and parking stalls for visitors and disabled persons, whereas levels P2 through P4.5 would be staffed by parking attendants, in part due to tandem parking spaces. Provision of valet service for all visitors allows valets familiar with the parking layout to efficiently and effectively park vehicle of persons who are not regular parkers in the building, whereas regular parkers on lower levels would not require such assistance. In addition, the project has been modified to incorporate an additional access point from Beverly Drive to further improve the ability to enter the parking garage. The potential impacts related to the parking structure's design and the internal garage circulation and parking function have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR.

D. PARKING SUPPLY AND DEMAND

The Project's potential in regard to parking supply and demand that can be mitigated or is otherwise less than significant are discussed in *Section 5.6, Parking Supply and Demand*, of the Draft EIR, as well as in information presented to the Planning Commission regarding parking demand studies undertaken by the City's environmental consultants. The Planning Commission, exercising its independent judgment, concludes that operation of the proposed Project could create a demand for parking that exceeds on-site parking supply during weekday and/or weekend conditions.

(a) Findings

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

PSD1 The project, as conditioned by the Planning Commission to allow a maximum of 100 screening room seats, shall be required to provide 730 parking spaces based on the City's parking code, all of which shall be provided on-site. However, the Applicant shall have the option of reducing the building area to reduce the parking need based on the City's Code. Evidence of provision of adequate parking shall be provided prior to the issuance of a building permit.

(b) Facts in Support of Findings

The Draft EIR concluded that the Project would not have significant impacts provided that a minimum of 665 parking spaces are developed to serve the building. During the Planning Commission's hearing process, the Project Applicant revised the parking layout to achieve a total of 697 on-site parking spaces by removing certain drive aisles and restriping the parking

area. The Planning Commission, in its independent judgment, concludes that a total of 730 parking spaces are necessary to ensure that the Project provides a sufficient quantity of parking, provided that the screening room does not exceed 100 seats. The Commission bases its conclusion, in part, on the determination that a 100-seat screening room constitutes an ancillary use for the proposed entertainment office, and that parking would be adequate provided all 730 spaces are located on-site. The Planning Commission determined that an additional 33 parking spaces are necessary for the building and must be provided on-site, and that the screening room would be limited to no more than 100 seats.

The Planning Commission determined that the potentially significant impact from a parking deficiency could be mitigated by provision of parking on-site in compliance with the standards of the City's codes, and by limiting the maximum number of seats in the screening room to not more than 100. With the implementation of the Mitigation Measure PSD1, the Commission concludes that the potentially significant parking impact will be mitigated to a less than significant level.

E. PARKING MANAGEMENT DURING CONSTRUCTION

The Project's potential in regard to parking management during construction that can be mitigated or are otherwise less than significant is discussed in *Section 5.7, Parking Management During Construction*, of the Draft EIR. Identified impacts include the functioning of parking systems during construction due to the proposed Project's construction management plan.

(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 imposed upon the Project mitigates impacts to less than significant levels:

> PMC1 In order to address parking for construction workers during demolition, excavation, and shoring activities, the following steps shall be implemented:
>
> - Whenever possible, park the crews at the Project site.
> - When the crews cannot park at the Project site, they shall be permitted to use available parking at 9465 Wilshire Boulevard during the off-peak hours.
> - For peak hour parking needs that cannot be accommodated on-site, the Project Applicant shall procure 20 spaces on a monthly basis in nearby parking structures with excess capacity.

(b) Facts in Support of Findings

The Project Applicant's parking and transportation plan calls for construction worker parking at the Beverly Center, with shuttle service transporting the workers to the Project site. Further,

the Applicant's Construction Management Plan contemplates non-traditional work hours (which will require issuance of an after hours construction permit from the City) and small crews during demolition, excavation and shoring, with the parking needs met on-site or at the adjacent Bank of America Building (which is owned by the Project site owner), or other nearby parking facilities. When actual construction of the building is in progress, a maximum of 125 workers would be on-site, and their parking needs would be met off-site at the Beverly Center, with appropriate shuttle service to and from the Project site.

Displacement of parking for existing commercial employees, and in particular those who use the parking on the site pursuant to the recorded covenant in favor of the adjacent Bank of America building would occur during demolition and construction activities. However, the Applicant will procure replacement parking in privately-owned parking facilities within walking distance of the existing Bank of America building. As documented in the Draft EIR, there is sufficient parking supply (a minimum of 425 spaces) available in the vicinity such that the Project Applicant will be able to obtain the temporary replacement parking. The Project Applicant has identified locations for 120 monthly parking permits, including 239 North Canon Drive, 301 North Canon Drive, 9320 Wilshire Boulevard, 9480 Dayton Way, 9701 Wilshire Boulevard, and 9777 Wilshire Boulevard. Procuring replacement parking for the covenanted parking during the temporary construction period, as contemplated in the Construction Management Plan, the background availability of 425 parking spaces, and compliance with mitigation measure PMC1 reduces impacts related to providing adequate parking during construction to less than significant levels.

F. PARKING MANAGEMENT DURING OPERATION

The Project's potential in regard to parking management during operation that can be mitigated or are otherwise less than significant is discussed in *Section 5.7, Parking Management During Operation*, of the Draft EIR. Identified impacts include function of parking garage's internal circulation and valet and parking attendant system for the parking garage because the parking structure access and control systems could result in adverse impacts related to internal garage circulation and parking function.

1. Parking Structure Access and Control Systems Impact on Internal Garage Circulation and Parking Function

(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 imposed upon the Project mitigate impacts to less than significant levels:

> PMO1 Signage and/or striping shall be installed to direct visitors to the central valet station upon entering the garage, in accordance with a signage and striping plan as approved by the Director of Community Development.

PMO2 The valet company shall be responsible for maintaining the correct directional flow of vehicles through the central valet station at all times, and especially during periods of high demands by visitors and pass-holders.

PMO3 For egress from of the structure, signage and/or striping shall be installed to direct visitors to use the Dayton Way exit in accordance with a signage and striping plan as approved by the Director of Community Development. A right-turn only sign and/or arrow shall direct visitors to Dayton Way.

(b) Facts in Support of Findings

The proposed Project will be designed to accommodate valet services for visitors to the building, while regular building employees (pass-holders) would have the ability to self-park with the assistance of attendants due to the tandem parking layout. Pass-holders would be able to bypass the valet station in order to ensure orderly traffic flow and to reduce stacking at the valet station. Signage will direct visitors to the valet station. Further, the redesign of the Project to allow pass-holder access to the parking levels will further enhance the in-garage circulation. Adherence to mitigation measures PMO1, PMO2 and PMO3 will ensure proper function of the parking operations in the on-site parking structure, and would reduce impacts related to the safe and efficient storage and movement of project-related vehicles would be reduced to less than significant levels. The potential impacts related to the parking structure's access and control systems have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR.

2. Valet and Parking Attendant System Could Result in Adverse Impacts Related to the Function of the On-site Parking Operations

(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 imposed upon the Project mitigates impacts to less than significant levels:

PMO4 The Project Applicant shall submit a Parking Operations Plan concurrent with the submittal of plans for building permit. The Parking Operations Plan shall be approved by the Director of Community Development prior to the issuance of a building permit. At a minimum, the Parking Operations Plan shall address the following:

- Parking allocation in the garage;
- Garage access and control systems;
- Valet and/or attendant assistance; and

- Staffing levels.

The Parking Operations Plan shall demonstrate that traffic does not back up onto Dayton Way. Through adequate staffing and other measures, the Parking Operations Plan shall ensure that parking aisles are kept clear, and vehicle flow for valet and/or attendant assistance is properly maintained. In doing so, the Parking Operations Plan shall prevent queues from backing up onto Dayton Way and keep the garage operations from impacting traffic circulation around the Project site. In addition, the Parking Operations Plan shall consider, but is not limited to, the following menu of methods to ensure adequate parking supply is maintained based on final floor plans submitted for building permit:

- Limit restaurant hours. Limitation of restaurant hours during peak hours from 11:00 AM to 2:00 PM.

- Use of an on-street valet. If the restaurant is open from 11:00 AM to 2:00 PM, all patrons must use an on-street valet that who park the cars in an adjacent off-site parking lot. The valet operations must be consistent with the City's Daytime Valet Guidelines. In addition, should this option be exercised, it would require a separate approval from the City.

- The valet may stack vehicles in the drive aisles, as long as circulation is maintained.

- Reduction in retail and/or restaurant square footage to reduce parking and/or valet demand.

(b) Facts in Support of Findings

The proposed parking structure contains a number of tandem parking stalls, which will require valet and attendant operations to ensure safe and efficient operation of the parking. The valet system will increase the efficiency of the available spaces by requiring that all visitors relinquish control of their vehicles to drivers familiar with the parking layout. This also allows for greater flexibility in use of the parking area through double parking, limited use of drive aisle space and efficient use of tandem parking that will be ensured by the valets' ability to rearrange and move vehicles when needed to allow ingress or egress by the vehicle owners. On lower parking levels utilized primarily by building tenants or vehicles utilizing the Bank of America covenanted parking spaces, attendant assistance will be provided in order to make efficient use of the tandem parking spaces on those levels and to maximize the operational capacity of the parking areas. Adherence to the parking operations plan, to be approved by the Director of Community Development, ensures that the on-site parking operations will function properly and will not result in impacts to adjacent streets. The potential impacts related to the parking structure's valet and parking attendant system and on-site parking operations have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measure identified in the Draft EIR.

G. NOISE

The Project's potential impacts in regard to noise that can be mitigated or are otherwise less than significant is discussed in *Section 5.10, Noise*, of the Draft EIR. Identified impacts include project-related and cumulative construction noise.

1. Short-Term Noise Impacts from Grading and Construction Activities

Grading and construction associated with the proposed Project could result in temporary noise impacts to nearby noise sensitive receptors.

(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 imposed upon the Project mitigate impacts to less than significant levels:

> NOI-1 Prior to grading permit issuance, the construction contractor shall demonstrate to the satisfaction of the City of Beverly Hills Community Development Department, the following:
>
> - Construction contracts shall specify that all construction equipment, fixed or mobile, shall be equipped with properly operating and maintained mufflers that exceed state requirements for muffler attenuation devices.
>
> - All residential units located within one-quarter mile of the construction site shall be sent a notice regarding the construction schedule of the proposed Project. A sign, legible at a distance of 50 feet, shall also be prominently posted at the construction site. All notices and signs shall indicate the dates and duration of construction activities, as well as provide a telephone number of a contact person with whom residents can discuss the construction process and register complaints. The contact person shall make good faith efforts to respond to inquiries and complaints within twenty-four (24) hours of receipt of the inquiry or complaint.
>
> - A "noise disturbance coordinator" shall be established. The noise disturbance coordinator shall be responsible for responding to any local complaints about construction noise. The noise disturbance coordinator would determine the cause of the noise complaint (e.g., starting too early, bad muffler, etc.) and would be required to implement reasonable measures such that the complaint is resolved. All notices that are sent to residential units within one-quarter mile of the construction site and all signs posted at the construction site shall list the telephone number for the noise disturbance coordinator. The noise disturbance coordinator shall be required to maintain a log of complaints for the City's inspection. The log shall include the source of complaint, the complaint, time received, and the action taken in

response. The noise disturbance coordinator shall make good faith efforts to respond to inquiries and complaints within twenty-four (24) hours of receipt of the inquiry or complaint.

- Staging of construction vehicles is prohibited on streets within the City of Beverly Hills. All construction vehicle staging shall occur on La Cienega Boulevard. During construction, stockpiling and vehicle staging areas shall be located as far as practical from noise sensitive receptors.

- Construction noise reduction methods such as shutting off idling equipment, installing temporary acoustic barriers around stationary construction noise sources, maximizing the distance between construction equipment staging areas and occupied residential areas, and use of electric air compressors and similar power tools, rather than diesel equipment, shall be employed where feasible.

- During construction, stationary construction equipment shall be placed such that emitted noise is directed away from sensitive noise receivers.

NOI-2 Prior to grading permit issuance, the Project Applicant shall demonstrate to the satisfaction of the City of Beverly Hills, that a "Nighttime Construction Noise Mitigation Plan" has been developed to address nighttime construction noise impacts. The plan shall incorporate provisions for noise attenuation barriers, truck routing, location of staging areas, worker parking and other appropriate measures for achieving an overall attenuation of construction noise of at least 8 dBA.

(b) Facts in Support of Findings

The Project entails demolition of approximately 25,000 square feet of commercial space and 154,148 square feet of parking garage over an approximately 4-month period. Demolition activities would be followed by approximately 5 months of grading and foundation work, and 12 months for construction of the proposed structures. Demolition and grading activities would require haul trucks to transport the displaced materials and soils. Hauling is not permitted in the City's central commercial district (also referred to as the Business Triangle) during business hours. Therefore, during excavation and grading, construction activity would take place both during the daytime and nighttime hours. Daytime work, from 8:00 AM to 6:00 PM, would not involve hauling activities whereas nighttime work, from 10:00 PM to 7:00 AM would allow the hauling activities. The nighttime activity is only necessary during demolition, excavation and shoring, which is expected to last for a total of 9 months. The Project Applicant must obtain a permit from the City before nighttime construction activities can commence.

During demolition activities, haul trucks would utilize a haul route consisting of an approach to the Project site along southbound Highland Avenue, westbound travel along Santa Monica Boulevard, and south on Beverly Drive to the Project site. Exiting haul trucks would follow the same roadways in reverse directions to access U.S. Route 101 north. Haul trucks involved with excavation and construction activities would approach the Project site traveling west on I-10 to

northbound La Cienega Boulevard, to westbound Wilshire Boulevard, and northbound on Beverly Drive to the Project site. Exiting haul trucks would travel south on Beverly Drive, east on Pico Boulevard, south on La Cienega to I-10. Excavation materials would be hauled only between 10:00 PM and 7:00 AM, whereas hauling of construction materials would occur between 9:00 AM and 4:00 PM, using the same routes. During construction, the proposed Project would be prohibited from staging vehicles or equipment along streets of the City of Beverly Hills. Staging of demolition hauling trucks will occur on La Cienega Boulevard to avoid residential neighborhoods, and idling between 10:00 PM and 7:00 AM would be limited to no more than 2 minutes.

In addition to noise associated with construction related traffic, construction activities will increase noise levels in the vicinity of the Project site. Average construction period noise levels are expected to range from 77 dBA L_{eq}, to 86 dBA L_{eq} at a distance of 50 feet. Based on standard attenuation rates of 6dBA for each doubling of distance for point sources, the worst-case construction-period noise level of 86 dBA L_{eq} at a distance of 50 feet would be approximately 80 dBA L_{eq} at 100 feet and 74 dBA L_{eq} at 200 feet. The nearest sensitive receptor is approximately 500 feet from the Project site, thus the worst case noise level at the sensitive receptor would be approximately 68 dBA L_{eq}. This noise level would be further reduced due to the presence of intervening structures between the sensitive receptors and the Project site. The requirements of mitigation measure NOI-1 serve to minimize impacts and provide mechanisms to ensure that permissible noise levels are not exceeded. Thus these impacts are reduced to less than significant.

Nighttime on-site construction could reach 74 dBA at 200 feet from the proposed Project, and 68 dBA at the nearest sensitive receptors located approximately 500 feet from the Project site. Intervening structures would further reduce the noise level to 63 dBA or less. When added to the ambient nighttime noise level of 50 dBA, a 13 dBA increase in noise levels would occur. However, mitigation measure NOI-2 requires implementation of measures to reduce the noise increase to no more than 5 dBA, thus mitigating the impact to a less than significant level. The potential impacts related to the temporary Project-related construction noise on sensitive receptors have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR.

2. Development Associated with the Proposed Project and Other Related Cumulative Development Could Result in Significant Cumulative Construction Noise 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 measures NOI-1 and NOI-2, set forth above, mitigate the potential cumulatively significant construction noise impacts to a less than significant level.

(b) Facts in Support of Findings

Eighty related projects have been identified within the Project study area, including 24 in the City of Beverly Hills, 39 in the City of West Hollywood, and 17 in the City of Los Angeles.

The Montage Hotel project, which is currently under construction, is on the opposite side of Beverly Drive from the proposed Project. The Montage Hotel project has completed the demolition and excavation work, which is typically the noisiest of construction activities.

Construction-related noise for the proposed Project and each of the cumulative projects would be localized, thus quantitative analysis to project potential noise levels would be unduly speculative. With respect to the Montage Hotel project, the Project's loudest construction activities would be completed before residential occupancy, which is expected no earlier than October 2008. As such, significant impacts are not expected, and compliance with mitigation measures NOI-1 and NOI-2 serve as further mitigation to ensure that significant impacts do not result. The potential impacts related to the cumulative project-related construction noise have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR.

H. GEOLOGY AND SOILS

The Project's potential in regard to geology and soils that can be mitigated or are otherwise less than significant is discussed in *Section 5.11, Geology and Soils*, of the Draft EIR. Identified impacts include seismic groundshaking, ground failure, expansive soils, and corrosive soils.

1. Development Associated with the Proposed Project Could Expose People or Structures to Potential Substantial 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 environmental effect as identified in the Draft EIR. Specifically, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

> GEO1 The Project Applicant shall incorporate all applicable recommendations of the *Geotechnical Report* into the design of proposed structures to address seismic groundshaking and other earthquake-related seismic hazards.

(b) Facts in Support of Findings

Groundshaking accompanying earthquakes on faults near the Project site would be felt on the site. Such groundshaking is common throughout Southern California and the proposed Project would pose no greater risk to public safety of destruction of property by exposing people, property, or infrastructure to seismic hazards than already exists for the region. Nonetheless, proposed structures are required to be designed, engineered, and constructed in compliance with all applicable local and State seismic safety requirements, including the *Uniform Building Code* and *Title 9, Building and Property Health and Safety Regulations* of the City of Beverly Hills Municipal Code. Furthermore, the *Geotechnical Report* prepared for the Project includes Project-specific design recommendations to mitigate seismic impacts. Mitigation measure GEO1 requires the implementation of each of the recommendations in the *Geotechnical*

Report. The potential impacts related to seismic groundshaking have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR and compliance with applicable construction regulations.

2. Ground Failure

Development of the proposed Project could expose people or structures to potential substantial adverse effects from ground failure, including settlement, subsidence, ground lurching, liquefaction, or lateral spreading.

(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 GEO1, discussed above, imposed upon the Project mitigates impacts to less than significant levels.

(b) Facts in Support of Findings

The Project site is not prone to seismically induced settlement, however, compliance with mitigation measure GEO1 and applicable building codes would preclude the potential for adverse structural impacts form liquefaction or other ground failure. Dewatering may be required for the proposed structure, however the Project is not expected to extract substantial amounts of water and thus adherence to dewatering permit requirements would ensure that risk of subsidence would be less than significant. The potential impacts related to ground failure have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measure GEO1.

3. Expansive Soils

On-site expansive soils could pose a risk to people and structures associated with the proposed development.

(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 GEO1, discussed above, imposed upon the Project mitigates impacts to less than significant levels.

(b) Facts in Support of Findings

The Project site is underlain with alluvial soils with varying content of clay materials, and thus is considered potentially expansive when exposed to moisture. Given the shrink-swell potential of on-site soils, implementation of the recommendations regarding expansive soils in the *Geotechnical Report* will ensure that the potential impacts are reduced to a level of less than significant. Mitigation measure GEO1 requires implementation of the *Geotechnical Report* recommendations.

4. Corrosive Soils

Corrosive soils could pose a risk to people and structures associated with proposed development.

(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 imposed upon the Project mitigates impacts to less than significant levels:

> GEO2 The Project Applicant shall implement all applicable recommendations related to corrosion control contained in Appendix A of the *Geotechnical Report*.

(b) Facts in Support of Findings

The Project site contains soils that range from "moderately corrosive" to "corrosive" as to ferrous metals but not copper or concrete. As such, these soils could corrode iron metallic pipes under the proposed structure. Recommendations for pipe protection include in Appendix A of the Geotechnical Report serve to reduce impacts from soil corrosion to less than significant levels. The potential impacts related to corrosive soils have been eliminated or substantially lessened to a level of less than significant by virtue of mitigation measure GEO2, as set forth above.

I. HYDROLOGY AND WATER QUALITY

The Project's potential in regard to hydrology and water quality that can be mitigated or are otherwise less than significant is discussed in *Section 5.12, Hydrology and Water Quality*, of the Draft EIR. Identified impacts include surface water hydrology impacts, surface water quality impacts, operational surface water quality impacts, and groundwater hydrology impacts.

1. Surface Water Hydrology Impacts

Development associated with the proposed Project could result in adverse surface water hydrology 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, the following mitigation measure imposed upon the Project mitigates impacts to less than significant levels:

> HWQ1 The Project Applicant shall complete a wet year (high water table) analysis to (1) quantify the amount of discharge associated with groundwater

dewatering, and (2) identify the capacity available in the system into which the water will be discharged. The analysis shall be completed prior to the commencement of construction.

If the analysis concludes that there is not sufficient capacity in the system to accept the discharge, the Project Applicant shall be required to either: (a) increase the capacity of the system, or (b) design the building foundation such that ongoing dewatering is not required.

(b) Facts in Support of Findings

The Project site is currently developed and is served by the City's existing stormwater conveyance system. Development of the proposed building, therefore, would not result in substantial changes to the site's drainage pattern or associated rate or volume of runoff or the current conveyance of stormwater flows to Ballona Creek Channel via existing drainage infrastructure. The site does not contain any drainage courses. Nonetheless, the Project may require permanent or periodic dewatering from the proposed subterranean garage due to elevated groundwater conditions. Use of pumps to remove groundwater from under the foundation slap or behind retaining walls would convey the water to the local municipal separate stormdrain system (MS4), which is subject to issuance of a groundwater discharge permit from the Los Angeles Regional Water Quality Control Board, as well as a dewatering permit from the City of Beverly Hills. The potential impacts related to surface water hydrology have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measure HWQ1, which requires preparation of a wet year analysis.

2. Construction-Related Surface Water Quality Impacts

Implementation of the proposed Project could result in adverse surface water quality impacts during construction activities.

(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 imposed upon the Project mitigate impacts to less than significant levels:

HWQ2 Prior to issuance of grading or building permits, the Project Applicant shall prepare and receive approval of a Stormwater Pollution Prevention Plan, in order to comply with the NPDES General Permit for Construction Activities.

HWQ3 The Project Applicant shall comply with all applicable requirements of City Ordinance 06-O-2506 relating to construction dewatering and discharges of groundwater.

(b) Facts in Support of Findings

Construction activities that expose soils to potential mobilization by rainfall, runoff and wind, can be the primary source of sediments. Such activities include removal of existing hardscape and structures from the site, grading and excavation of the site, and trenching for infrastructure improvements. Other pollutants of concern during construction relate to construction materials and non-stormwater flows and include waste construction materials such as chemicals, liquid products, petroleum hydrocarbon products used in building construction or the maintenance of heavy equipment, and demolition debris, as well as concrete related waste streams. Any such demolition impacts would be minimized through compliance with the NPDES General Construction Permit, and preparation and implementation of a Storm Water Pollution Prevention Plan (SWPPP) containing best management practices to control construction related pollutants. Best management practices include erosion control measures, sediment controls, slope stabilization, re-vegetation, hydro-seeding, or using tackifiers on exposed areas and stockpiles, installation of energy dissipators, drop structures, catch basin inlet protection, construction materials management, and cover and containment of construction materials and waste. The proposed Project would reduce or prevent erosion and sediment transport and transport of other potential pollutants from the Project site during the construction phase through the implementation of Best Management Practices in order to prevent or minimize environmental impacts and to ensure that discharges during the construction phase would not cause or contribute to any exceedance of water quality standards in the receiving waters. The SWPPP will address proper handling of petroleum products on the construction site, such as spill response practices and the Best Management Practices must effectively prevent the release of hydrocarbons to runoff per Best Conventional Pollutant Control Technology standards. Compliance with the Waste Discharge Requirements would further assure that the impacts of discharges from dewatering and non-stormwater sources are less than significant.

The potential impacts related to surface water quality during construction have been eliminated or substantially lessened to a level of less than significant by virtue of mitigation measures identified in the Draft EIR, including HWQ2 and HWQ3.

3. Operational Surface Water Quality Impacts

Operation of the proposed Project could result in adverse surface water quality 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, the following mitigation measure imposed upon the Project, in conjunction with HWQ1 set forth above, mitigates impacts to less than significant levels:

> HWQ4 The Project Applicant shall prepare and receive approval of a Water Quality Management Plan for project operation, in order to comply with the County Standard Urban Stormwater Mitigation Plan requirements of the NPDES MS4 permit.

(b) Facts in Support of Findings

Water quality impacts could result from Project operation due to motor vehicle operations, landscape maintenance, littering, and potential dewatering for the underground garage. Pollutants associated with the proposed parking areas are expected to include airborne pollutants from vehicle exhaust, tire rubber residue, brake dust, petroleum hydrocarbons, like gasoline and diesel, and oil and grease. Such materials can enter stormwater runoff when precipitation is sufficient to mobilize particles and residues and wash them from on-site surfaces. Because the parking in the building is underground, typical parking lot pollutant loads would have a much lower potential to enter the stormwater flows directly from the parking structure. Mitigation is required to prevent the introduction of substantial pollutant loads into the stormwater conveyance system from proposed parking areas. Compliance with a Standard Urban Stormwater Mitigation Plan (SUSMP) is required. Further, the Project includes treatment devices such as downspout filters, sizes FG-DS4 and FG-DS6, and a catch basin filter inserts by Kristar Enterprises.

The potential impacts related to surface water quality during Project operation have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR.

4. Groundwater Impacts

Development associated with the proposed Project could result in adverse groundwater hydrology 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 HWQ1 set forth above, mitigates impacts to less than significant levels.

(b) Facts in Support of Findings

The Project site is currently developed for urban uses, and therefore does not provide for groundwater recharge given the lack of pervious surfaces. Although the Project would result in total coverage of the site with impervious surfaces, groundwater levels can fluctuate over time. The Project plans indicate that the lowest point in the proposed parking structure would extend up to 43 feet below ground level. Further, any such dewatering must comply with the requirements of dewatering permits from the Los Angeles Regional Water Quality Control Board or the City. Because the proposed Project would not result in a substantial adverse effect on groundwater levels or groundwater hydrology, impacts related to groundwater hydrology have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR.

J. 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 5.13, Hazards and Hazardous Materials*, of the Draft EIR. Identified impacts include transport of hazardous materials, undiscovered hazardous materials, asbestos-containing materials, lead-based paint, contaminated soils, and cumulative hazards.

1. Transport, Use, or Disposal of Hazardous Materials

Development of the proposed Project could result in potentially significant risks to people or the environment from the routine transport, use, or disposal of hazardous materials.

(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 imposed upon the Project mitigates impacts to less than significant levels:

> HAZ1 The Project Applicant and individual tenants shall comply with all applicable City, County, State, and Federal regulations with respect to the storage, handling, transportation, and disposal of hazardous wastes.

(b) Facts in Support of Findings

It is possible that future occupants of the Project may include use and storage of various kinds of common petroleum products and/or cleaning solvents, although none of these products would be acutely hazardous or radioactive substances. Chemical storage of any kind over small quantities must be publicly reported in accordance with California Proposition 65. Business plans for businesses storing substances above certain levels must be prepared and kept on file with the Fire Department. Thereafter the Fire Department would inspect such businesses every year for adequate storage, handling, and labeling practices. Further Proposition 65 requires a material safety date sheet (MSDS) be kept at businesses, which outlines the chemical components used and stored at each business, and safety handling measures to be followed by employees. Provided that all hazardous materials are treated and disposed of in compliance with applicable laws and regulations, risks related to the routine transport, use or disposal of hazardous materials would be minimized. The potential impacts related to transport of hazardous materials have been eliminated or substantially lessened to a level of less than significant by virtue of mitigation measure HAZ1, set forth above.

2. Undiscovered Hazardous Materials

Development of the proposed Project could result in potentially significant risks to people or the environment from the release of undiscovered hazardous materials into the environment.

(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 imposed upon the Project mitigates impacts to less than significant levels:

HAZ2 If unknown wastes or suspect materials are discovered during demolition or construction by the contractor which he/she believes may involve hazardous waste/materials, the contractor shall:

- Immediately stop work in the vicinity of the suspected contaminant and remove workers and the public from the area;
- Notify the project engineer of the implementing agency;
- Secure the areas directed by the project engineer;
- Notify the implementing agency's Hazardous Waste/Materials Coordinator; and
- Implement required corrective actions, including remediation, if applicable.

(b) Facts in Support of Findings

Based on the historic past uses of the Project site as a gas station and parking lot, there is the potential for discovery of previously unidentified hazardous materials during demolition and construction activities. Any existing contamination that is identified would be remediated to the satisfaction of the regulatory agencies prior to construction and occupancy of the proposed structures. If such hazardous materials are discovered during demolition or construction, applicable mitigation would be identified and implemented to address each discovery and reduce any health risks to acceptable levels. With the implementation of applicable mitigation measures, impacts related to undiscovered contamination from past uses and hazardous materials releases would be less than significant. The potential impacts related to undiscovered hazardous materials have been eliminated or substantially lessened to a level of less than significant by virtue of mitigation measure HAZ2 set forth above.

3. Asbestos-Containing Materials

Development of the proposed Project could result in potentially significant risks to people or the environment from asbestos-containing materials ("ACMs").

(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 imposed upon the Project mitigates impacts to less than significant levels:

HAZ3 Damaged or deteriorated (unsealed ends, nicks, loose pieces of insulation, abraded floor tiles, etc.) friable and non-friable asbestos-containing materials shall be repaired by properly trained personnel. Proper respiratory protection and containment shall be provided should these materials need to be disturbed for building maintenance or renovation. Prior to demolition, renovation, or any other such activity, suspect materials observed in the subject buildings shall be sampled and tested for asbestos. Additionally, if an Operations and Maintenance (O&M) Plan does not exist, one shall be developed, and the identified materials shall be included.

(b) Facts in Support of Findings

Some of the buildings on the Project site were built prior to 1978, and based on prior sampling activities, are known to contain ACMs. Because ACMs were found on the Project site, abatement of asbestos would be required prior to any demolition activity. Compliance with mitigation measures HAZ3 and South Coast Air Quality Management District Rule 1403, which prohibits the release of ACMs into the air, would reduce potential impacts to a less than significant level.

4. Lead-Based Paint

Demolition associated with the proposed Project could result in potentially significant risks to people or the environment from lead-based paint.

(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 imposed upon the Project mitigates impacts to less than significant levels:

HAZ4 Based on the age of the property buildings (mid-1930s and early 1960s), it is possible that lead-based paint is present on-site. As such, prior to demolition and removal of on-site structures, paint shall be sampled and analyzed for the presence of lead-based paint. If lead-based paint is found to occur within the subject buildings, proper removal, handling, and disposal of such materials shall be performed pursuant to applicable rules and regulations, to the satisfaction of regulatory agencies with oversight authority.

(b) Facts in Support of Findings

Given the age of the buildings, it is possible that lead based paints may exist on the Project site. If lead-based paint is discovered during demolition, it must be removed separately (chemically or physically) before other demolition activities. Compliance with mitigation requiring independent evaluation and paint abatement, as well as compliance with State regulations regarding lead-based paints eliminates or substantially lessens impacts to a level of less than significant.

5. Contaminated Soils

Development of the proposed Project could result in potentially significant risks to people or the environment from contaminated soils.

(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 imposed upon the Project mitigates impacts to less than significant levels:

> HAZ5 Based on the historical site uses, primarily on the northwestern end of the site, soils shall be closely monitored during excavation work for any future redevelopment activities. If unusual odors or discolored soils are encountered during the excavation phase of the Project, soil samples from the area of potential concern shall be collected and analyzed. Qualified environmental personnel shall be present on-site to assist in characterizing and segregating impacted soils, if encountered. This work shall be conducted subsequent to building demolition work but before the commencement of mass excavation activities. If any such contaminated soils are encountered on-site, they shall be excavated and removed, or otherwise remediated, in accordance with applicable State law to the satisfaction of regulatory agencies with oversight authority.

(b) Facts in Support of Findings

Past uses of the Project site include a gasoline station and parking lot fueling area. Therefore, there is a possibility that on-site soils could be contaminated with petroleum hydrocarbons or metals. Impacted soils, if exposed during excavation activities, could pose a health risk to people working in the area. Monitoring the grading activities, soil sampling, analysis, and remediation (if necessary) of impacted soils would reduce the risks associated with any such materials. The potential impacts related to contaminated soils have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measure HAZ5 identified in the Draft EIR.

6. Cumulative Hazards and Hazardous Materials Impacts

Development of the proposed Project, in conjunction with other related cumulative projects, could result in potentially significant cumulative hazards and hazardous materials 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. Mitigation Measures HAZ1 through HAZ5, discussed above, mitigate the impacts to a less than significant level. No additional mitigation measures are required.

(b) Facts in Support of Findings

The Project site is located within an urbanized area with other construction projects and business activities, thus creating the potential for cumulative impacts related to hazards and hazardous materials. However, the potential impacts related to cumulative hazards and hazardous materials have been eliminated or substantially lessened to a level of less than significant by virtue of mitigation measures HAZ1 through HAZ5 identified in the Draft EIR.

K. SOLID WASTE

The Project's potential in regard to solid waste that can be mitigated or are otherwise less than significant is discussed in *Section 5.16, Solid Waste*, of the Draft EIR. Identified impacts include the lifespan of landfills and solid waste generated during construction and operation.

1. Construction-Related Impacts

Construction of the proposed Project could generate solid waste, which could incrementally decrease the disposal capacity and lifespan of landfills.

(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 imposed upon the Project mitigates impacts to less than significant levels:

> SW1 Prior to the issuance of building permits, a source reduction program shall be prepared and submitted to the City's Solid Waste Superintendent to achieve a minimum 50 percent reduction in waste disposal rates, including green waste and construction debris.

(b) Facts in Support of Findings

Site preparation, demolition and construction activity will generate construction debris and potentially hazardous waste products. The wastes generated by the Project would result in an incremental and intermittent increase in solid waste within Los Angeles County. However, there is currently no shortfall in inert waste disposal capacity in Los Angeles County due to the easier siting and permitting process for such facilities. Further, demolition waste will be recycled to the extent practicable, and a construction waste reduction program will be developed and implemented to reduce the amount of construction debris requiring landfill disposal. The potential impacts related to construction-related solid waste generation have been eliminated or substantially lessened to a level of less than significant by virtue of mitigation measure SW1 identified in the Draft EIR.

2. Project Specific Operational Impacts

Operation of the proposed Project could generate solid waste, which could incrementally decrease the capacity and lifespan of the Puente Hills Landfill.

(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 imposed upon the Project mitigate impacts to less than significant levels:

> SW2 The location of recycling/separation areas shall be in close proximity to dumpsters for non-recyclables, elevators, loading docks, and primary internal and external access points.
>
> SW3 The location of recycling/separation areas shall not be in conflict with any applicable Federal, State, or local laws relating to fire, building, access, transportation, circulation, or safety.

(b) Facts in Support of Findings

The proposed Project, in a worst case scenario involving no recycling programs, would generate up to .83 tons per day of solid waste, or 301.2 tons per year. However, compliance with City source reduction measures, are expected to reduce the amount of waste generated by 50 percent, down to .42 tons per day. The Puente Hills Landfill, which would serve the Project, has a remaining capacity that would extend through 2020. Despite the substantial increase in solid waste generation from the proposed Project, this amount would represent only .0003 percent of the daily permitted tonnage at the Puente Hills Landfill. As such, the potential impacts of this Project's operation-related solid waste generation have been eliminated or substantially lessened to a level of less than significant by virtue of mitigation measures SW2 and SW3. However, cumulative impacts, as discussed in Section VI below, remain significant.

L. FIRE PROTECTION

The Project's potential in regard to fire protection impacts that can be mitigated or are otherwise less than significant is discussed in *Section 5.17, Fire Protection*, of the Draft EIR. Identified impacts include the increased demand for fire protection services during construction and operation, as well as the cumulative fire protection service impacts.

1. Construction-Related Impacts

Construction associated with the proposed Project could result in an increased demand for fire protection services.

(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 imposed upon the Project mitigate impacts to less than significant levels.

FS1 Adequate emergency vehicle access to all buildings on the Project site shall be provided throughout the building construction process.

FS2 Adequate water availability shall be provided to meet construction activity needs, including potential fire suppression needs.

(b) Facts in Support of Findings

The Project site is currently developed with structures with fire protection infrastructure, including sprinklers. These protective mechanisms will be demolished and removed, thus temporarily increasing the fire risk during construction activities. The potential impacts related to construction-related fire protection services have been eliminated or substantially lessened to a level of less than significant by virtue of mitigation measures FS1 and FS2 identified in the Draft EIR.

2. Operational Impacts

Development associated with the proposed Project could result in an increased demand for fire protection and emergency medical services.

(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 imposed upon the Project mitigates impacts to less than significant levels:

FS3 The proposed Project shall comply with all applicable Building Code and Fire Code requirements, subject to review and approval by the Beverly Hills Fire Department.

(b) Facts in Support of Findings

The proposed Project must comply with all applicable building and fire code requirements, thus ensuring that Project operations would not diminish the staffing or the response times of existing fire stations in the City, and would not create special fire protection problems or result in a decline in existing service levels in the area. The potential impacts related to operation-related fire protection services have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR.

3. Cumulative Impacts

Development of the proposed Project, in conjunction with other related cumulative projects, could result in significant cumulative impacts to fire protection services and facilities.

(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. Mitigation Measures FS1 through FS3, set forth above, mitigate the impact to a less than significant level. No additional mitigation measures are required.

(b) Facts in Support of Findings

With the implementation of mitigation measures, operations of cumulative projects would not diminish the staffing or the response times of the existing fire stations in the area, and would not create a special fire protection problem or result in a decline in existing service levels in the area or pose unacceptable fire risk to people or structures. The potential impacts related to cumulative Project fire protection services have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures identified in the Draft EIR.

M. POLICE PROTECTION

The Project's potential in regard to police protection that can be mitigated or are otherwise less than significant is discussed in *Section 5.18, Police Protection*, of the Draft EIR. Identified impacts include the increased demand for police protection services during construction and operation.

1. Construction-Related Impacts

Construction associated with the proposed Project could increase the demand for police protection services.

(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 imposed upon the Project mitigates impacts to less than significant levels:

> PP1 During construction, private security patrols shall be utilized to protect the Project site.

(b) Facts in Support of Findings

Construction activities would increase the demand for police protection services due to both an increase in the number of persons at the site, and the presence of building materials and equipment on the site that can attract vandalism and theft. Therefore, there is an increased

potential for calls for police service at the site during construction. However, the potential impacts related to construction-related police protection services have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measure PP1 identified in the Draft EIR, which requires private security to offset need for police protection services.

2. Operational Impacts

Development of the proposed Project could result in an increased demand for police protection services during Project operation.

(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 imposed upon the Project mitigate impacts to less than significant levels:

> PP2 As final building plans are submitted to the City for approval in the future, Beverly Hills Police Department (BHPD) design requirements which reduce demands for service and ensure adequate public safety (such as those pertaining to site access and site security lighting) shall be incorporated into the building design.
>
> PP3 Project design shall provide lighting, to the satisfaction of the BHPD, around and throughout the development to enhance crime prevention and enforcement efforts.
>
> PP4 Project design shall provide clearly visible (during the day and night) address signs and/or building numbers for easy identification during emergencies.

(b) Facts in Support of Findings

Although the proposed Project would not directly induce substantial population growth warranting additional police personnel, facilities or equipment, potential impacts to police services could arise due to Project design, landscape materials, and building orientation. Incorporation of safety design features mitigates potential impacts. The potential impacts related to operation-related police protection services have been eliminated or substantially lessened to a level of less than significant by virtue of the mitigation measures PP2 through PP4 identified in the Draft EIR.

VI. Environmental Effects that Remain Significant and Unavoidable After Mitigation

In the environmental areas of traffic, air quality, and solid waste, there are instances where environmental impacts would remain significant and unavoidable after mitigation. These areas are discussed below.

A. TRAFFIC

1. Project Specific and Cumulative Impacts

Implementation of the proposed Project would result in significant unavoidable project-specific and cumulative traffic impacts for the forecast year 2009 with Project weekday and weekend conditions. Significant unavoidable impacts would occur at the following three intersections for forecast year 2009:

- North Santa Monica Boulevard/Wilshire Boulevard (Weekday Mid-day peak and Congestion Management Plan (CMP) Scenario);
- Rodeo Drive/Wilshire Boulevard (Weekday AM, Mid-day and PM peak hours, and Weekend Mid-day peak hour); and
- Beverly Drive/Wilshire Boulevard (Weekday AM, Mid-day and PM peak hours, and Weekend Mid-day peak hour)

Additionally, the proposed Project would result in significant unavoidable traffic impacts to the designated Los Angeles County CMP intersection at North Santa Monica Boulevard/Wilshire Boulevard (also noted above), as well as cumulative traffic impacts.

(a) Findings

(1) Changes or alterations have been required in, or incorporated into the Project that substantially lessen the significant environmental effect as identified in the Draft EIR. Specifically, mitigation measures TR1 through TR4 and part of TR5, have been deemed feasible, and will reduce the overall traffic impacts from the Project, a discussed above.

(2) Specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible mitigation that would require the widening of westbound Wilshire Boulevard at North Santa Monica Boulevard.

(3) There are no feasible mitigation measures beyond TR1 through TR4 and the striping portion of TR5 that would reduce the remaining significant impacts to a less than significant level. Thus, the impacts are significant and unavoidable.

(b) Facts in Support of Findings

The proposed Project's impacts associated with traffic remain significant for the intersections set forth in Section VI.A.1. above under the Project and the Cumulative Impact scenarios, as well as the CMP scenario for the North Santa Monica/Wilshire Boulevard intersection. The following facts and foregoing findings apply equally to each of those unmitigable traffic impacts.

North Santa Monica Boulevard/Wilshire Boulevard

The intersection of North Santa Monica Boulevard and Wilshire Boulevard currently operates at a Level of Service (LOS) of F during the Weekday AM peak hour, Weekday Mid-day peak hour, Weekday PM peak hour and Weekend Mid-day peak hour. Operation of the proposed Project would result in additional trips through this heavily impacted intersection. Based on the City's thresholds of significance, a signalized intersection currently operating at LOS F will be considered impacted by a project if the addition of project trips causes an increase in the volume to capacity (V/C) ratio .020 or greater. An increase in the V/C capacity represents more traffic and more congestion. The September 20, 2007 memorandum from the City's environmental consultant concludes that the Project will have a significant impact only during the Weekday Mid-day peak hour because the V/C ratio is increased from 1.226 to 1.250, which is a change of more than .020. However, the Project will not have a significant adverse impact during the Weekday AM, Weekday PM or Weekend Mid-day peak hours.

Feasible mitigation, in the form of re-striping of the southbound North Santa Monica Boulevard approach at Wilshire Boulevard from two through lanes, one shared through/right-turn lane, and one dedicated right-turn lane with overlap phasing to consist of three through lanes and one dedicated right-turn lane with overlap phasing, has been identified and required through mitigation measure TR5. Implementation of this mitigation measure would result in a decrease in the V/C ratio for the Weekday Mid-day peak hour from 1.250 to 1.248, in addition to improving conditions during the Weekday AM peak hour and Weekend Mid-day peak hour. This feasible mitigation, however, does not reduce the Weekday Mid-day peak hour impact to a less than significant level because even with mitigation the change in the V/C ratio is .022, although it does improve the conditions.

The second part of mitigation measure TR5 suggests that widening westbound Wilshire Boulevard at the intersection with North Santa Monica Boulevard is a means of further reducing the impact at this intersection. However, acquisition of private property and relocation of existing sidewalks and utilities would be required in order to implement such a widening project. Acquisition of private property for this widening project is deemed economically, socially, and legally infeasible, because the City cannot require the owner of that property to make its property available for public use short of the exercise of its powers of eminent domain. Further, if the City required the Project Applicant to acquire the necessary right-of-way to accommodate the Wilshire Boulevard widening, the owner of the property could make the acquisition economically infeasible by setting an unreasonable price for the property. The Project

Applicant, a private entity, does not have the power of eminent domain through which to obtain the right-of-way. It is not the City's practice to exercise its powers of eminent domain to obtain property from one owner in order to enable another private property owner's project. Thus the widening aspect of the mitigation measure is socially infeasible. Based on the foregoing, the widening aspect of mitigation measure TR5 is hereby deemed infeasible, and is rejected on that basis.

Rodeo Drive and Wilshire Boulevard

The intersection of Rodeo Drive and Wilshire Boulevard currently operates at a Level of Service (LOS) of E during the Weekday Mid-day peak hour, LOS C during the Weekday AM and LOS D during the Weekday PM and Weekend Mid-day peak periods. Operation of the proposed Project would result in additional trips through this heavily impacted intersection. Based on the City's thresholds of significance, a signalized intersection currently operating at LOS E will be considered impacted by a project if the addition of project trips causes an increase in the volume to capacity (V/C) ratio .020 or greater, and intersections operating at LOS D will be impacted if the V/C increases by .040 or more. The September 20, 2007 memorandum from the City's environmental consultant concludes that the Project will have a significant impact during the Weekday AM, Mid-day and PM peak hours and the Weekend Mid-day peak hour because the V/C ratio is increased from above the threshold of significance during each of these peak periods.

No feasible mitigation measures have been identified or proposed that would lessen the impact or reduce the impact to a less than significant level. The EIR considered a mitigation measure that would require the Project Applicant to make a fair share contribution to widen the westbound Wilshire Boulevard approach at Rodeo Drive from two through lanes and one dedicated right-turn lane by narrowing the existing sidewalk and relocating existing utilities along the north side of Wilshire Boulevard at the northeast corner of the intersection along with right-turn overlap phasing at the eastbound Wilshire Boulevard approach at Rodeo Drive from permitted left turn phasing to protected left-turn phasing. However, implementation of this mitigation measure would require narrowing the existing sidewalk along Wilshire Boulevard adjacent to Two Rodeo. Narrowing the sidewalk is deemed socially and economically infeasible because narrowed sidewalks would conflict with the City goals and plans for this area to be pedestrian friendly with ample sidewalks sufficient to handle the existing pedestrian traffic and what is expected in the future. Further, implementation of the right-turn overlap phasing may conflict with pedestrian traffic at this location, which conflicts with the City's goals and plans for the area. For the foregoing reasons, this mitigation is deemed infeasible.

Beverly Drive and Wilshire Boulevard

The intersection of Beverly Drive and Wilshire Boulevard currently operates at a Level of Service (LOS) of E during the Weekday Mid-day peak hour and Weekday PM peak hour and LOS D during the Weekday AM peak hour and Weekend Mid-day peak hour. Operation of the proposed Project would result in additional trips through this heavily

impacted intersection. Based on the City's thresholds of significance, a signalized intersection currently operating at LOS E will be considered impacted by a project if the addition of project trips causes an increase in the volume to capacity (V/C) ratio .020 or greater, and intersections operating at LOS D will be impacted if the V/C increases by .040 or more. The September 20, 2007 memorandum from the City's environmental consultant concludes that the Project will have a significant impact during the Weekday AM, Mid-day and PM peak hours and the Weekend Mid-day peak hour because the V/C ratio is increased from above the threshold of significance during each of these peak periods.

No feasible mitigation measures have been identified or proposed that would lessen the impact or reduce the impact to a less than significant level. The EIR considered a mitigation measure that would require the Project Applicant to make a fair share contribution to re-stripe the northbound Beverly Drive approach at Wilshire Boulevard from one dedicated left-turn lane, two through lanes and one dedicated right-turn lane to consist of two dedicated left turn lanes, one through lane and one shared through/right-turn lane. However, implementation of this mitigation measure would require narrowing the existing sidewalks at the intersection. Narrowing the sidewalks is deemed socially and economically infeasible because narrowed sidewalks would conflict with the City goals and plans for this area to be pedestrian friendly with ample sidewalks sufficient to handle the existing pedestrian traffic and what is expected in the future. For the foregoing reasons, this mitigation is deemed infeasible.

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 EIR mitigation measures are implemented are acceptable when balanced against the facts set forth therein.

B. AIR QUALITY

1. The proposed Project would result in significant unavoidable air quality impacts for:

- Short-Term Construction Emissions; and
- Cumulative Short-Term Construction Emissions.

(a) Findings

(1) 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. Mitigation includes:

AIR-1 During clearing, grading, earth moving, or excavation operations, excessive fugitive dust emissions shall be controlled by regular water or other dust preventive measures using the following procedures, as specified in the

South Coast Air Quality Management District Rule 403. Prior to the issuance of grading permits, the Project Applicant shall demonstrate to the City of Beverly Hills how the Project operations shall comply with the South Coast Air Quality Management District Rule 403.

- On-site vehicle speed shall be limited to 15 miles per hour;
- All material excavated or graded shall be sufficiently watered to prevent excessive amounts of dust. Watering shall occur at least twice daily with complete coverage, preferably in the late morning and after work is done for the day;
- All material transported on-site or off-site shall be either sufficiently watered or securely covered to prevent excessive amounts of dust;
- The area disturbed by clearing, grading, earth moving, or excavation operations shall be minimized so as to prevent excessive amounts of dust;
- A wheel washing system shall be installed and used to remove bulk material from tires and vehicle undercarriages before vehicles exit the Project site.
- All residential units located within 500 feet of the construction site shall be sent a notice regarding the construction schedule of the proposed Project. A sign, legible at a distance of 50 feet shall also be posted in a prominent and visible location at the construction site, and shall be maintained throughout the construction process. All notices and signs shall indicate the dates and duration of construction activities, as well as provided a telephone number where residents can inquire about the construction process and register complaints.
- These control techniques shall be indicated in Project specifications. Compliance with the measure shall be subject to periodic site inspections by the City; and
- Visible dust beyond the property line emanating from the Project shall be prevented to the maximum extent feasible.

AIR-2 All trucks that are to haul excavated or graded material on-site shall comply with *State Vehicle Code* Section 23114 (Spilling Loads on Highways), with special attention to Sections 23114(b)(F), (e)(4) as amended, regarding the prevention of such material spilling onto public streets and roads. Prior to the issuance of grading permits, the Project Applicant shall demonstrate to the City of Beverly Hills how the Project operations subject to that specification during hauling activities shall comply with the provisions set forth in Sections 23114(b)(F), (e)(4).

AIR-3 Prior to approval of the Project plans and specifications, the Public Works Director, or his designee, shall confirm that the construction bid

packages include a separate "Diesel Fuel Reduction Plan." This plan shall identify the actions to be taken to reduce diesel fuel emissions during construction activities (inclusive of grading and excavation activities). Reductions in diesel fuel emissions can be achieved by measures including, but not limited to, the following: a) use of alternative energy sources, such as compressed natural gas or liquefied petroleum gas, in mobile equipment and vehicles; b) use of "retrofit technology," including diesel particulate trips, on existing diesel engines and vehicles; and c) other appropriate measures. Prior to the issuance of a grading permit, the Diesel Fuel Reduction Plan shall be filed with the City of Beverly Hills. The Diesel Fuel Reduction Plan shall include, at a minimum, the following provisions:

- All diesel fueled off-road construction equipment shall be California Air Resources Board certified or use post-combustion controls that reduce pollutant emissions to the same level as California Air Resources Board certified equipment. California Air Resources Board certified off-road engines are engines that are three years old or less and comply with lower emission standards. Post-combustion controls are devices that are installed downstream of the engine on the tailpipe to treat the exhaust. These devices are now widely used on construction equipment and are capable of removing over 90 percent of the PM_{10}, carbon monoxide, and volatile organic compounds from engine exhaust, depending on the specific device, sulfur content of the fuel, and specific engine. The most common and widely used post-combustion control devices are particulate traps (i.e., soot filters), oxidation catalysts, and combinations thereof.

- All diesel fueled on-road construction vehicles shall meet the emission standards applicable to the most current year to the greatest extent possible. To achieve this standard, new vehicles shall be used or older vehicles shall use post-combustion controls that reduce pollutant emissions to the greatest extent feasible.

- The effectiveness of the latest diesel emission controls is highly dependant on the sulfur content of the fuel. Therefore, diesel fuel used by on-road and off-road construction equipment shall be low sulfur (>15 ppm) or other alternative low polluting diesel fuel formulation.

AIR-4 The Project shall comply with South Coast Air Quality Management District Rule 1113, which limits the reactive organic gases (ROG) content of architectural coatings used in the Basin or to allow the averaging of such coatings, as specified, so actual emissions do not exceed the allowable emissions if all the averaged coatings had complied with the specified limits.

AIR-5 The Project shall comply with South Coast Air Quality Management District Rule 1403, Asbestos Emissions from Demolition/Renovation Activities, which specifies work practice requirements to limit asbestos emissions from building demolition and renovation activities, including the removal and

associated disturbance of asbestos containing materials. The requirements for demolition and renovation activities include asbestos surveying, notification, asbestos containing materials removal procedures and time schedules, asbestos-containing materials handling and clean-up procedures, and storage, disposal, and landfilling requirements for asbestos-containing waste materials. All operators are required to maintain records, including waste shipment records, and are required to use appropriate warning labels, signs, and markings.

(2) Impacts associated with short-term construction air quality emissions, and the Project's contribution to cumulative short-term construction air quality emissions, have been reduced to the extent feasible. However, after implementation of the mitigation measures, the impacts would remain significant and unavoidable.

(3) 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.

(b) Facts in Support of Findings

Construction activities associated with development of the proposed Project would result in short-term air quality impacts. The EIR concluded that construction air emissions of reactive organic gasses (ROG), carbon monoxide (CO), particulate matter - 10 microns or smaller in size (PM_{10}), particulate matter, - 2.5 microns and smaller ($PM_{2.5}$) and oxides of sulfer (SOx) would not be significant during any of the three years of construction activity. However, the EIR concluded that construction generated NOx would exceed South Coast Air Quality Management District thresholds during Year 1 of construction, but not in Years 2 and 3, even with implementation of mitigation measures. Localized construction emission of PM_{10} and $PM_{2.5}$ would also exceed the Localized Significance threshold of significance in Year 1 of construction.

Feasible mitigation measures, set forth above, have been adopted to mitigate impacts to the extent feasible, and these mitigation measures serve to reduce the level of impact from the Project and the Project's contribution to cumulative air quality impacts from construction activities, although not to a less than significant level. No other feasible mitigation measures have been identified that would further reduce the level of significance of the NOx and localized PM_{10} and $PM_{2.5}$ impacts or the short-term cumulative construction impacts.

After implementation of all feasible mitigation measures, significant unavoidable air quality impacts will result.

C. SOLID WASTE

1. Implementation of the proposed Project and other related cumulative projects would result in significant unavoidable cumulative impacts to solid waste services with regard to long-term operations, since the adequacy of Class III landfill capacity in the region cannot be guaranteed in the long-term.

(a) Findings

(1) 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 impacts:

> SW1 Prior to the issuance of building permits, a source reduction program shall be prepared and submitted to the City's Solid Waste Superintendent to achieve a minimum 50 percent reduction in waste disposal rates, including green waste and construction debris.
>
> SW2 The location of recycling/separation areas shall be in close proximity to dumpsters for non-recyclables, elevators, loading docks, and primary internal and external access points.
>
> SW3 The location of recycling/separation areas shall not be in conflict with any applicable Federal, State, or local laws relating to fire, building, access, transportation, circulation, or safety.

(2) Impacts have been reduced to the extent feasible. However, after implementation of the mitigation measures contained in the Draft EIR, the cumulative impacts would constitute a significant and unavoidable impact.

(3) 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.

(b) Facts in Support of Findings

The proposed Project will generate solid waste that would be disposed of at Class III landfills in or around Los Angeles County. The remaining capacity at such landfills is approximately 300 million cubic yards. Based on projections, the remaining Class III landfill capacity in Los Angeles County would last for approximately four years without new landfills or further expansion of existing landfills. The proposed Project in conjunction with other cumulative projects in the area, would result in approximately 53.1 tons per day of solid waste, in a worst case scenario that assumes no diversion through recycling or other programs. Assuming the 50 percent diversion as mandated by State law, it is estimated that the cumulative projects would generate approximately 26.6 tons per day or 9,709 tons per year. Although this amount of

waste constitutes a small percentage of waste disposed in the region, this impact is considered significant because of the limited remaining disposal capacity of affected landfills.

Mitigation measures SW1 through SW3 mitigate the impacts to the extent feasible, but not to a level of less than significant. No additional mitigation measures that would further reduce the impacts have been identified.

The proposed Project's and cumulative projects' impacts associated with solid waste services with regard to long-term operations of landfills remain significant despite the implementation of the mitigation measures contained in the Draft EIR.

VII. Project Alternatives

The City considered a range of reasonable alternatives discussed below. In determining what alternatives to analyze, the City considered, but rejected, other potential alternatives including construction of the Project at another location in the City. An alternate location alternative was determined not to be feasible because the Project Applicant already owns the Project site, and investment in another site in the area would be cost prohibitive and economically infeasible given the relatively high property values in Beverly Hills. Further, development at another site is not likely to reduce or avoid the unmitigable traffic, construction related air quality, or solid waste impacts. Traffic impacts are likely to occur, although maybe at different intersections, as well as air quality impacts related to construction and cumulative construction, regardless of where the project is located, thus an alternate location would not alleviate these impacts. Similarly, the waste generated by the Project, regardless of the specific location within the City, would still contribute to the cumulative solid waste impact by using similar quantities of declining landfill space. Therefore, this alternative was not considered to be feasible.

A. ALTERNATIVE ONE: NO PROJECT/NO DEVELOPMENT ALTERNATIVE

1. Summary of Alternative

The No Project/No Development Alternative assumes that the Project would not be implemented and the Project site would remain in its current condition. With this Alternative, the proposed General Plan Amendment, Zoning Code Amendment, Zone Change, Planned Development Permit, Development Agreement, lot line adjustment, lot tie covenant, and associated ministerial permits would not be needed. Further, development of new office, retail, and restaurant uses (208,100 gross square feet), would not occur, nor would the four-and-one-half level subterranean parking structure be constructed. The existing single-story commercial retail building and six-story above ground parking structure with ground-floor retail uses would remain on-site, and would be re-occupied by appropriate commercial and retail uses.

2. Reasons for Rejecting Alternative

The No Project/No Development Alternative would result in reduced impacts for land use, traffic, parking supply and demand, parking management during construction, parking

management during operation, air quality, noise, geology, hydrology and water quality, hazardous and hazardous materials, water supply, wastewater, solid waste, fire protection, and police protection. This Alternative would result in comparable impacts to population and employment, aesthetics, light, and glare, and site access and circulation. The No Project/No Development Alternative does not require a General Plan Amendment or Zone Change, and eliminates the significant unavoidable impacts for traffic, air quality, and solid waste.

The No Project/No Development Alternative would not implement the overall objectives of the proposed Project, which include achieving the development of a visually compatible, successful development with entertainment-related, retail, and restaurant uses to meet market demands and increase the City's economic base. Under this Alternative, the existing zoning for the site would be maintained, the proposed new building and entertainment-related office uses would not be developed although the existing underutilized commercial uses on the site would likely be re-occupied by commercial, retail, and potentially restaurant uses. The existing building would not generate the symbiotic benefits of the concentration of office occupants who may utilize the ground floor retail and restaurant uses as would the Project. Specifically, this Alternative's ability meet each of the proposed project's objectives is summarized below:

(a) Objectives Fully Met by Alternative:

(1) Build a project that provides pedestrian-friendly amenities at the street level.

(b) Objectives Partially Met by Alternative:

(1) Build a project that is harmonious in scale and architectural style with the surrounding area.

(c) Objectives Not Met by Alternative:

(1) Develop a Class "A," six-story entertainment office building with retail/commercial on the ground floor and five stories of office space above, in a prominent location in the Business Triangle of Beverly Hills

- to attract and provide additional opportunities for quality entertainment-related businesses that would not otherwise be encouraged by the underlying zone, in order to maintain and strengthen the economic base of the City;
- to provide for an additional building project for single and multi-tenant entertainment related business uses not currently available in the City;
- to attract and provide high-class retail/commercial space and eating facilities; and
- to provide for the enhancement of employment and commerce within the project area on an underdeveloped site.

(2) Develop retail/commercial and entertainment office uses responsive to the City's needs and regional market forces.

(3) Build a subterranean parking structure (a) to place parking below grade to allow for the most efficient use of above-grade property in the project area, (b) to provide sufficient and convenient parking for site uses, and (c) to allocate a specific number of parking spaces for use by the Bank of America building, in order to accommodate existing covenanted parking obligations for the Bank of America building.

(4) Augment the City's economic base by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the office tenants, and increase in assessed land and building values to generate additional property taxes.

Therefore, only one of the Project objectives identified in *Section 3.6, Project Objectives*, would be fully met, and one of the objectives would be partially met, under the No Project/No Development Alternative. The majority of the Project objectives would not be met.

This Alternative would avoid the unmitigable impacts to traffic (because the new traffic generating office use would not be developed), air quality (because the construction impacts would not occur) and solid waste (because generation would largely stay at the existing generation rates).

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

B. ALTERNATIVE TWO: CODE CONFORMING ALTERNATIVE

1. Summary of Alternative

The Code Conforming Alternative would retain the existing land use and zoning designations for the Project site. Development of the Project site would occur in accordance with the existing General Plan and zoning designations of Low Density General Commercial and Commercial (C-3), respectively. Development of the site with commercial uses would occur at a maximum floor area ratio of 2.0:1 and maximum height of 45 feet or three stories, whichever is less. Based on the maximum floor area ratio under the C-3 zoning district, the existing General Plan and Zoning Alternative would allow for development of up to 95,832 square feet of office and commercial uses. For the purposes of this comparative analysis, a proportion of retail and office uses similar to that of the proposed project is assumed, resulting in 30,000 square feet of retail uses and 65,832 square feet of office uses.

2. Reasons for Rejecting Alternative

The Code Conforming Alternative would result in reduced impacts for land use, aesthetics, light, and glare, traffic, parking supply and demand, air quality, noise, geology, hydrology and water quality, hazardous and hazardous materials, water supply, wastewater, solid waste, fire protection, and police protection. However, these impacts are already mitigated to less than

significant levels under the Project scenario. This Alternative would result in comparable impacts to population and employment, site access and circulation, parking management during construction, and parking management during operation. The Code Conforming Alternative does not require a General Plan Amendment or Zone Change, and reduces but does not eliminate the significant impacts for traffic, air quality, and solid waste.

The Code Conforming Alternative would implement some of the overall objectives of the proposed Project, which include achieving the development of a visually compatible, successful development with entertainment-related, retail, and restaurant uses to meet market demands and increase the City's economic base. Under this Alternative, the existing zoning for the site would be maintained, commercial office and retail uses would be developed at a lower intensity, and the existing underutilized commercial uses would be removed from the site. However, this Alternative would not provide opportunities for entertainment-related uses on-site, and would not provide commercial uses at the intensity provided by the proposed Project. Specifically, this Alternative's ability meet each of the proposed Project's objectives is summarized below:

(a) Objectives Fully Met by Alternative:

(1) Build a project that is harmonious in scale and architectural style with the surrounding area.

(b) Objectives Partially Met by Alternative:

(1) Develop retail/commercial and entertainment office uses responsive to the City's needs and regional market forces.

(2) Build a subterranean parking structure (a) to place parking below grade to allow for the most efficient use of above-grade property in the project area, (b) to provide sufficient and convenient parking for site uses, and (c) to allocate a specific number of parking spaces for use by the Bank of America building, in order to accommodate existing covenanted parking obligations for the Bank of America building.

(3) Build a project that provides pedestrian-friendly amenities at the street level.

(4) Augment the City's economic base by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the office tenants, and increase in assessed land and building values to generate additional property taxes.

(c) Objectives Not Met by Alternative:

(1) Develop a Class "A," six-story entertainment office building with retail/commercial on the ground floor and five stories of office space above, in a prominent location in the Business Triangle of Beverly Hills

- to attract and provide additional opportunities for quality entertainment-related businesses that would not otherwise be encouraged by the underlying zone, in order to maintain and strengthen the economic base of the City;

- to provide for an additional building project for single and multi-tenant entertainment related business uses not currently available in the City;

- to attract and provide high-class retail/commercial space and eating facilities; and

- to provide for the enhancement of employment and commerce within the project area on an underdeveloped site.

Therefore, only one of the Project objectives identified in *Section 3.6, Project Objectives*, would be fully met, and four of the objectives would be partially met, under the Code Conforming Alternative. This Alternative would not provide opportunities for entertainment-related office uses on site or allow for retention of a valued business citizen in the City.

Although this alternative would reduce certain environmental impacts compared to the proposed Project, it would not eliminate the significant unavoidable impacts to traffic, air quality and solid waste, and as such would provide only nominal environmental benefit without the full benefits expected from the proposed Project, and is rejected on that ground.

The Planning Commission hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative Two as infeasible and by itself, independent of any other reason, would justify rejection of Alternative Two as infeasible. Not the least of which is that this Alternative does not mitigate any of the unmitigable Project impacts to less than significant.

C. ALTERNATIVE THREE: OFFICE AND RETAIL ALTERNATIVE

1. Summary of Alternative

The Office and Retail Alternative would involve implementation of the Project as proposed with the exception of restaurant uses. With this Alternative, the proposed zoning changes would still occur, although the Project site would be developed with office and retail uses only, and no restaurant uses would be included. Consequently, this Alternative would result in 177,225 square feet of office uses on the second through sixth floors and 22,875 square feet of retail uses on the ground floor. The retail uses would be arranged along the Beverly Drive frontage to maintain a pedestrian-oriented presence on the ground floor. Parking would continue to be provided within a four and one-half-level subterranean parking structure.

2. Reasons for Rejecting Alternative

The Office and Retail Alternative would result in reduced impacts for traffic, air quality, noise, geology, water supply, wastewater, solid waste, fire protection, and police protection, however,

these impacts were fully mitigated with the proposed Project. This Alternative would result in comparable impacts for land use, population and employment, aesthetics, light, and glare, site access and circulation, parking supply and demand, parking management during construction, parking management during operation, hydrology and water quality, and hazards and hazardous materials. The Office and Retail Alternative does require a General Plan Amendment and Zone Change. However, this Alternative reduces but does not eliminate the significant impacts for traffic, air quality, and solid waste.

The Office and Retail Alternative would implement most of the overall objectives of the proposed Project, which include achieving the development of a visually compatible, successful development with entertainment-related, retail, and restaurant uses to meet market demands and increase the City's economic base. Under this Alternative, the proposed zoning changes for the site would be implemented, commercial office and retail uses would be developed, but without restaurant uses, and the existing underutilized commercial uses would be removed from the site. However, this Alternative would not provide restaurant uses on-site, and therefore would not provide services and associated tax revenues to the extent the proposed project would. Specifically, this Alternative's ability meet each of the proposed Project's objectives is summarized below:

(a) Objectives Fully Met by Alternative:

(1) Build a project that is harmonious in scale and architectural style with the surrounding area.

(2) Develop retail/commercial and entertainment office uses responsive to the City's needs and regional market forces.

(3) Build a subterranean parking structure (a) to place parking below grade to allow for the most efficient use of above-grade property in the project area, (b) to provide sufficient and convenient parking for site uses, and (c) to allocate a specific number of parking spaces for use by the Bank of America building, in order to accommodate existing covenanted parking obligations for the Bank of America building.

(4) Build a project that provides pedestrian-friendly amenities at the street level.

(5) Develop a Class "A," six-story entertainment office building with retail/commercial on the ground floor and five stories of office space above, in a prominent location in the Business Triangle of Beverly Hills

- to attract and provide additional opportunities for quality entertainment-related businesses that would not otherwise be encouraged by the underlying zone, in order to maintain and strengthen the economic base of the City;
- to provide for an additional building project for single and multi-tenant entertainment related business uses not currently available in the City;

- to attract and provide high-class retail/commercial space and eating facilities; and

- to provide for the enhancement of employment and commerce within the project area on an underdeveloped site.

(b) Objectives Partially Met by Alternative:

(1) Augment the City's economic base by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the office tenants, and increase in assessed land and building values to generate additional property taxes.

(c) Objectives Not Met by Alternative:

(1) None.

Therefore, all but one of the project objectives identified in *Section 3.6, Project Objectives*, would be fully met, and the remaining objective would be at least partially met, under the Office and Retail Alternative.

Although this alternative would reduce certain environmental impacts compared to the proposed Project, it would not eliminate the significant unavoidable impacts to traffic, air quality and solid waste, and as such would provide only nominal environmental benefit without the full benefits expected from the proposed Project, and is rejected on that ground.

D. Alternative Four: Office Alternative

1. Summary of Alternative

The Office Alternative would involve development of the Project site with office uses only. Similar to the Proposed project, 177,225 square feet of office uses would be provided. However, with this Alternative, the office building would be five stories, as no retail and restaurant uses would occur. Parking would continue to be provided within a multi-level subterranean parking structure.

2. Reasons for Rejecting Alternative

The Office Alternative would result in reduced impacts for aesthetics, light, and glare, traffic, air quality, noise, geology, hazards and hazardous materials, water supply, wastewater, solid waste, fire protection, and police protection, although these impacts are mitigated to less than significant with the proposed Project. This Alternative would result in comparable impacts for land use, population and employment, site access and circulation, parking supply and demand, parking management during construction, parking management during operation, and hydrology and water quality. The Office Alternative does require a General Plan Amendment or Zone Change for increased building height and land use restrictions. However, this Alternative reduces but does not eliminate the significant impacts for traffic, air quality, and noise.

The Office Alternative would implement several of the overall objectives of the proposed Project, which include achieving the development of a visually compatible, successful development with entertainment-related, retail, and restaurant uses to meet market demands and increase the City's economic base. Under this Alternative, the proposed zoning changes for the site would be implemented, commercial office uses would be developed, but without retail or restaurant uses, and the existing underutilized commercial uses would be removed from the site. However, this Alternative would not provide retail or restaurant uses on-site, which are intended to meet market demands of the surrounding community. Specifically, this Alternative's ability meet each of the proposed Project's objectives is summarized below:

(a) Objectives Fully Met by Alternative:

(1) Build a project that is harmonious in scale and architectural style with the surrounding area.

(2) Build a subterranean parking structure (a) to place parking below grade to allow for the most efficient use of above-grade property in the project area, (b) to provide sufficient and convenient parking for site uses, and (c) to allocate a specific number of parking spaces for use by the Bank of America building, in order to accommodate existing covenanted parking obligations for the Bank of America building.

(b) Objectives Partially Met by Alternative:

(1) Augment the City's economic base by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the office tenants, and increase in assessed land and building values to generate additional property taxes.

(2) Develop retail/commercial and entertainment office uses responsive to the City's needs and regional market forces.

(3) Develop a Class "A," six-story entertainment office building with retail/commercial on the ground floor and five stories of office space above, in a prominent location in the Business Triangle of Beverly Hills

- to attract and provide additional opportunities for quality entertainment-related businesses that would not otherwise be encouraged by the underlying zone, in order to maintain and strengthen the economic base of the City;
- to provide for an additional building project for single and multi-tenant entertainment related business uses not currently available in the City;
- to attract and provide high-class retail/commercial space and eating facilities; and
- to provide for the enhancement of employment and commerce within the project area on an underdeveloped site.

(c) Objectives Not Met by Alternative:

(1) Build a project that provides pedestrian-friendly amenities at the street level.

Therefore, two of the Project objectives identified in *Section 3.6, Project Objectives*, would be fully met, three objectives would be partially met, and one objective would not be met, under the Office Alternative.

Although this alternative would reduce certain environmental impacts compared to the proposed Project, it would not eliminate the significant unavoidable impacts to traffic, air quality and solid waste, and as such would provide only nominal environmental benefit without the full benefits expected from the proposed Project, and is rejected on that ground.

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

E. ENVIRONMENTALLY SUPERIOR ALTERNATIVE

The Draft EIR identified, and the Planning Commission concurs the Code Conforming Alternative as the Environmentally Superior Alternative. However, because that Alternative does not substantially reduce unmitigable Project impacts and would not meet Project objectives, it is rejected.

F. THE PROJECT AS PROPOSED

1. Summary of Project

The Project is described in detail in the EIR.

2. Reasons for Selecting Project as Proposed

The Planning Commission has carefully reviewed the attributes and environmental impacts of all the alternatives analyzed in the EIR and has compared them with those of the proposed Project. The Planning Commission finds that each of the alternatives is infeasible for various environmental, economic, technical, social, or other reasons set forth above. The Planning Commission further finds, for various environmental, economic, technical, social, or other reasons set forth in Exhibit B that the Project as proposed with the inclusion of a secondary ingress location off Beverly Drive, is the best combination of features to serve the interests of the public.

EXHIBIT B

Statement of Overriding Considerations

The following Statement of Overriding Considerations is made in connection with the proposed approval of an office and retail building with subterranean parking (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 Planning Commission finds that the economic, social and other benefits of the Project outweigh the significant and unavoidable traffic, air quality and solid waste impacts identified in the EIR and in the record. In making this finding, the Planning Commission has balanced the benefits of the Project against its unavoidable impacts and has indicated its willingness to accept those adverse impacts. The Planning Commission 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 Planning Commission finds that all feasible mitigation measures have been imposed to either lessen Project impacts to less than significant or to the extent feasible, and furthermore, that alternatives to the Project, which specifically includes an entertainment talent

agency use, 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, which specifically includes an entertainment talent agency use, will positively influence the business climate in the City by enhancing economic vitality in the Business Triangle Area.

C. The Project, which specifically includes an entertainment talent agency use, will provide opportunities for a complimentary mix of office and retail uses, will provide enhanced employment opportunities and commerce in the City.

D. The Project, which specifically includes an entertainment talent agency use, will augment the City's economic base by providing both tax-generating revenues from the sales within each of the retail stores, and an increase in assessed land and building values that generate additional property taxes and business license fees.

F. The Project, which specifically includes an entertainment talent agency use, will allow the City to retain an important business citizen, William Morris Agency, within the City by providing a new office for occupancy by WMA.

EXHIBIT C

Mitigation Monitoring and Reporting Program

12.0 MITIGATION MONITORING AND REPORTING PROGRAM

Sections 1.0 and 5.0 of this EIR identify the mitigation measures that will be implemented to reduce the impacts associated with the 231 – 265 North Beverly Drive 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 to the project which it has adopted, or made a condition of project approval, 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 1.0 and discussed in Section 5.0. 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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Aesthetics, Light, and Glare						
AES1	Construction equipment staging areas shall use appropriate screening (i.e., temporary fencing with opaque material) to buffer views of construction equipment and material, when feasible. Staging locations shall be indicated on Final Development Plans and Grading Plans.	Community Development Department	A Construction Management Plan shall be prepared by the applicant and reviewed by the Community Development Department and filed with the Building & Safety Division prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan complies with this measure. The inspectors in the field will also review the work to ensure that the plan complies with the requirements noted in the Construction Management Plan.	This measure shall be met prior to the issuance of any grading or construction permits. This measure shall be in effect until the issuance of the certificate of occupancy.		
AES2	All construction-related lighting shall include shielding in order to direct lighting down and away from adjacent hotel and residential uses and consist of the minimal wattage necessary to provide safety at the construction site. A construction safety lighting plan shall be submitted to the City for review concurrent with Grading Permit application.	Community Development Department	As part of the construction Management Plan, the project applicant shall prepare a construction safety lighting plan. The Construction Management Plan shall be reviewed by the Community Development Department and filed with	This measure shall be met prior to the issuance of any grading or construction permits. This measure shall be in effect until the issuance of the certificate of occupancy.		

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			the Building & Safety Division prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan complies with this measure. The inspectors in the field will also review the work to ensure that the plan complies with the requirements noted in the Construction Management Plan.			
Traffic						
TR1	South Santa Monica Boulevard/Wilshire Boulevard – The project applicant shall make a fair share contribution to widen the eastbound Wilshire Boulevard approach at South Santa Monica Boulevard from two through lanes and one shared through/right-turn lane to consist of three through lanes and one dedicated right-turn lane. Implementation of this mitigation measure requires narrowing and relocation of the existing sidewalk and relocation of utilities adjacent to the existing Starbucks along eastbound Wilshire Boulevard.	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.		
TR2	Beverly Drive/North Santa Monica Boulevard – The project applicant shall make a fair share contribution to widen the	See above.	See above.	See above.		

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	eastbound North Santa Monica Boulevard approach at Beverly Drive from one dedicated left-turn lane, one through lane, and one shared through/right-turn lane to consist of one dedicated left-turn lane, two through lanes and one dedicated right-turn lane. Implementation of this mitigation measure requires narrowing of the existing landscaped area located at the southwest corner of the intersection, adjacent to the existing City-operated parking facility and relocation of existing curb, utilities, and signal post.					
TR3	Beverly Drive/South Santa Monica Boulevard – The project applicant shall make a fair share contribution to widen the southbound Beverly Drive approach at South Santa Monica Boulevard from one through lane and one shared through/right-turn lane to consist of two through lanes and one dedicated right-turn lane. Implementation of this mitigation measure requires restriping of Beverly Drive between North Santa Monica Boulevard and South Santa Monica Boulevard and tapering of the southbound Beverly Drive curb at South Santa Monica Boulevard.	See above.	See above.	See above.		
TR4	Beverly Drive/Dayton Way – At the northeastern corner of the project site, the project applicant shall restripe (by removing the parking lane) the eastbound Dayton Way approach at Beverly Drive from one shared left-turn/through lane and one shared through/right-turn lane to consist of one shared left-turn/through	See above.	See above.	See above.		

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	lane, one through lane, and one dedicated right-turn lane.					
TR5	North Santa Monica Boulevard/Wilshire Boulevard – The project applicant shall make a fair share contribution to re-stripe the southbound North Santa Monica Boulevard approach at Wilshire Boulevard from two through lanes, one shared through/right-turn lane, and one dedicated right-turn lane with overlap phasing to consist of three through lanes and one dedicated right-turn lane with overlap phasing. Additionally, the project applicant shall make a fair share contribution to widen the westbound Wilshire Boulevard approach at North Santa Monica Boulevard from one dedicated left-turn lane, two through lanes, and one shared through/right-turn lane to consist of one dedicated left-turn lane, three through lanes and one dedicated right-turn lane. The westbound Wilshire Boulevard approach requires relocation of the existing sidewalk and utilities adjacent to the existing Budget Car & Truck Rental surface lot along Wilshire Boulevard, thus impacting a portion of the existing Budget Car & Truck Rental surface lot. Widening of the westbound Wilshire Boulevard approach at North Santa Monica Boulevard would require acquisition of private property, and therefore, based on comments from City staff, is considered infeasible. Hence, according to City staff, only the portion of this mitigation measure that consists of restriping the	See above.	See above.	See above.		

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	southbound North Santa Monica Boulevard approach at Wilshire Boulevard is considered to be feasible.					
Site Access and Circulation						
AC1	The construction contractor shall create a site access point that would not interfere with any construction vehicles turning left from the northbound lanes into the project site, subject to review and approval by the City of Beverly Hills.	Community Development Department	The site access point will be identified in the Final Construction Management Plan. The Construction Management Plan shall be reviewed by the Community Department Development and filed with the Building & Safety Division prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan complies with this measure. The inspectors in the field will also review the work to ensure that the plan complies with the requirements noted in the Construction Management Plan.	This measure shall be met prior to the issuance of any grading or construction permits. This measure shall be in effect until the issuance of the certificate of occupancy.		
AC2	In order to mitigate potential internal circulation and parking accessibility impacts in the proposed parking structure, full-time valet parking shall be required for all building visitors.	Community Development Department	The project applicant will prepare a Parking Operations Plan. This measure will be included in	The Parking Operation Plan is effective immediately upon issuance of building permits for the		

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			the Parking Operation Plan, which will be maintained on file in the Building and Safety Division. In the event that substantial problems arise, the Director of Community Development may impose operational or physical conditions on the project beyond those specifically stated in the parking management plan to address such problems.	project, and shall remain effective throughout the life of the project.		
Parking Supply and Demand						
PSD1	The project, as conditioned by the Planning Commission to allow a maximum of 100 screening room seats, shall be required to provide 730 parking spaces based on the City's parking code, all of which shall be provided on-site. However, the Applicant shall have the option of reducing the building area to reduce the parking need based on the City's Code. Evidence of provision of adequate parking shall be provided prior to the issuance of a building permit.	Community Development Department	The project applicant will comply with this mitigation by providing spaces on- or off-site. The revised plans filed with the Building & Safety division shall comply with this requirement. The plan check engineers will review the revised plans to ensure that they comply with this requirement.	This measure shall be met prior to issuance of building relevant building permits.		
Parking Management During Construction						
PMC1	In order to address parking for construction workers during demolition, excavation, and shoring activities, the following steps	Community Development	The primary contractor shall submit to the department a	The program and affidavit shall be		

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	shall be implemented: • Whenever possible, park the crews at the project site. • When the crews cannot park at the project site, they shall be permitted to use available parking at 9465 Wilshire Boulevard during the off-peak hours. • For peak hour parking needs that cannot be accommodated on-site, the project applicant shall procure 20 spaces on a monthly basis in nearby parking structures with excess capacity.	Department	program and an affidavit attesting to the compliance with this measure as part of the Construction Management Plan which will be reviewed by the Community Development Department /Building & Safety Department.	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.		
Parking Management During Operation						
PMO1	Signage and/or striping shall be installed to direct visitors to the central valet station upon entering the garage, in accordance with a signage and striping plan as approved by the Director of Community Development.	Community Development Department	This measure will be included in the Parking Operation Plan, which will be maintained on file in the Building and Safety Division. In the event that substantial problems arise, the Director of Community Development may impose operational or physical conditions on the project beyond those specifically stated in the parking management plan to address such problems.	The Parking Operation Plan is effective immediately upon issuance of building permits for the project, and shall remain effective throughout the life of the project.		
PMO2	The valet company shall be responsible for maintaining the correct directional flow of vehicles through the central valet station at all	Community Development	See above	See above.		

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	times, and especially during periods of high demands by visitors and pass-holders.	Department				
PMO3	For egress out of the structure, signage and/or striping shall be installed to direct visitors to use the Dayton Way exit in accordance with a signage and striping plan as approved by the Director of Community Development. A right-turn only sign and/or arrow shall direct visitors to Dayton Way.	Community Development Department	See above.	See above.		
PMO4	The project applicant shall submit a parking operations plan concurrent with the submittal of plans for building permit. The parking operations plan shall be approved by the Director of Community Development prior to the issuance of a building permit. At a minimum, the parking operations plans shall address the following: • Parking allocation in the garage; • Garage access and control systems; • Valet and/or attendant assistance; • Staffing levels. The parking operations plan shall demonstrate that traffic does not back up onto Dayton Way. Through adequate staffing and other measures, the parking operations plans shall ensure that parking aisles are kept clear, and vehicle flow for valet and/or attendant assistance is properly maintained. In doing so, the parking operations plans shall prevent queues from backing up onto Dayton Way and keep the garage operations from impacting traffic circulation around the project site. In addition, the parking	Community Development Department	See above. In addition, any measures applicable to the restaurant operations shall be imposed to a lease agreement with a prospect tenant. Such measure shall be disclosed to any prospect tenant prior to execution of a lease agreement.	See above. Prior to application of a tenant improvement permit, the prospective tenant shall provide the preferred methods selected to operate the restaurant parking per the Community Development Director review and approval.		

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	operations plans shall consider, but is not limited to, the following menu of methods to ensure adequate parking supply is maintained based on final floor plans submitted for building permit: • Limit restaurant hours. Limitation of restaurant hours during peak hours from 11:00 AM to 2:00 PM. • Use of an on-street valet. If the restaurant is open from 11:00 AM to 2:00 PM, then all patrons must use an on-street valet that will park the cars in an adjacent off-site parking lot. The valet operations must be consistent with the City's Daytime Valet Guidelines. In addition, should this option be exercised, it would require a separate approval from the City. • The valet may stack vehicles in the drive aisles, as long as circulation is maintained. • Reduction in retail and/or restaurant square footage to reduce parking and/or valet demand.					
Air Quality						
AIR1	During clearing, grading, earth moving, or excavation operations, excessive fugitive dust emissions shall be controlled by regular water or other dust preventive measures using the following procedures, as specified in the South Coast Air Quality Management District Rule 403. Prior to the issuance of grading permits, the project applicant shall demonstrate to the City of Beverly Hills how the project operations shall comply with the South Coast Air Quality Management District Rule 403.	Community Development Department	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	This measure shall be met during the during construction period. This measure shall be in effect until the issuance of certificate of occupancy.		

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	• On-site vehicle speed shall be limited to 15 miles per hour; • All material excavated or graded shall be sufficiently watered to prevent excessive amounts of dust. Watering shall occur at least twice daily with complete coverage, preferable in the late morning and after work is done for the day; • All material transported on-site or off-site shall be either sufficiently watered or securely covered to prevent excessive amounts of dust; • The area disturbed by clearing, grading, earth moving, or excavation operations shall be minimized so as to prevent excessive amounts of dust; • A wheel washing system shall be installed and used to remove bulk material from tires and vehicle undercarriages before vehicles exit the project site. • All residential units located within 500 feet of the construction site shall be sent a notice regarding the construction schedule of the proposed project. A sign, legible at a distance of 50 feet shall also be posted in a prominent and visible location at the construction site, and shall be maintained throughout the construction process. All notices and the signs shall indicate the dates and duration of construction activities, as well as provided a telephone number where residents can inquire about the construction process and register complaints.		Department and filed with the Building & Safety Division prior to the issuance of grading permits. The plan check engineer will review the plan to ensure 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.			

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	• These control techniques shall be indicated in project specifications. Compliance with the measure shall be subject to periodic site inspections by the City; and • Visible dust beyond the property line emanating from the project shall be prevented to the maximum extent feasible.					
AIR2	All trucks that are to haul excavated or graded material on-site shall comply with *State Vehicle Code* Section 23114 (Spilling Loads on Highways), with special attention to Sections 23114(b)(F), (e)(4) as amended, regarding the prevention of such material spilling onto public streets and roads. Prior to the issuance of grading permits, the project applicant shall demonstrate to the City of Beverly Hills how the project operations subject to that specification during hauling activities shall comply with the provisions set forth in Sections 23114(b)(F), (e)(4).	Community Development Department	See above.	See above.		
AIR3	Prior to approval of the project plans and specifications, the Public Works Director, or his designee, shall confirm that the construction bid packages include a separate "Diesel Fuel Reduction Plan." This plan shall identify the actions to be taken to reduce diesel fuel emissions during construction activities (inclusive of grading and excavation activities). Reductions in diesel fuel emissions can be achieved by measures including, but not limited to, the following: a) use of alternative energy sources, such as compressed natural gas or liquefied petroleum gas, in mobile equipment and vehicles; b) use of "retrofit technology," including diesel particulate trips, on existing diesel engines and vehicles; and c) other appropriate measures. Prior to the issuance of a grading permit, the Diesel Fuel Reduction Plan shall be filed with the City of Beverly Hills.	See above.	See above.	See above.		

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The Diesel Fuel Reduction Plan shall include, at a minimum, the following provisions: • All diesel fueled off-road construction equipment shall be California Air Resources Board certified or use post-combustion controls that reduce pollutant emissions to the same level as California Air Resources Board certified equipment. California Air Resources Board certified off-road engines are engines that are three years old or less and comply with lower emission standards. Post-combustion controls are devices that are installed downstream of the engine on the tailpipe to treat the exhaust. These devices are now widely used on construction equipment and are capable of removing over 90 percent of the PM_{10}, carbon monoxide, and volatile organic compounds from engine exhaust, depending on the specific device, sulfur content of the fuel, and specific engine. The most common and widely used post-combustion control devices are particulate traps (i.e., soot filters), oxidation catalysts, and combinations thereof. • All diesel fueled on-road construction vehicles shall meet the emission standards applicable to the most current year to the greatest extent possible. To achieve this standard, new vehicles shall be used or older vehicles shall use post-combustion controls that reduce pollutant emissions to the greatest extent feasible. • The effectiveness of the latest diesel emission controls is highly dependant on the sulfur content of the fuel.					

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	Therefore, diesel fuel used by on-road and off-road construction equipment shall be low sulfur (>15 ppm) or other alternative low polluting diesel fuel formulation.					
AIR4	The project shall comply with South Coast Air Quality Management District Rule 1113, which limits the ROG content of architectural coatings used in the Basin or to allow the averaging of such coatings, as specified, so actual emissions do not exceed the allowable emissions if all the averaged coatings had complied with the specified limits.	See above.	See above.	See above.		
AIR5	The project shall comply with South Coast Air Quality Management District Rule 1403, Asbestos Emissions From Demolition/Renovation Activities, which specifies work practice requirements to limit asbestos emissions from building demolition and renovation activities, including the removal and associated disturbance of asbestos containing materials. The requirements for demolition and renovation activities include asbestos surveying, notification, asbestos containing materials removal procedures and time schedules, asbestos-containing materials handling and clean-up procedures, and storage, disposal, and landfilling requirements for asbestos-containing waste materials. All operators are required to maintain records, including waste shipment records, and are required to use appropriate warning labels, signs, and markings.	See above.	See above.	See above.		
Noise						
NOI1	Prior to grading permit issuance, the construction contractor shall demonstrate, to the satisfaction of the City of Beverly Hills Community Development Department, the following:	Community Development Department	The project applicant shall submit a construction management plan to the	This measure shall be met during the during construction period.		

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• Construction contracts shall specify that all construction equipment, fixed or mobile, shall be equipped with properly operating and maintained mufflers that exceed state requirements for muffler attenuation devices. • All residential units located within one-quarter mile of the construction site shall be sent a notice regarding the construction schedule of the proposed project. A sign, legible at a distance of 50 feet shall also be prominently posted at the construction site. All notices and signs shall indicate the dates and duration of construction activities, as well as provide a telephone number of a contact person with whom residents can discuss the construction process and register complaints. The contact person shall make good faith efforts to respond to inquiries and complaints within twenty-four (24) hours of receipt of the inquiry or complaint. • A "noise disturbance coordinator" shall be established. The disturbance coordinator shall be responsible for responding to any local complaints about construction noise. The disturbance coordinator would determine the cause of the noise complaint (e.g., starting too early, bad muffler, etc.) and would be required to implement reasonable measures such that the complaint is resolved. All notices that are sent to residential units within one-quarter mile of the construction site and all signs posted at the construction site shall list the telephone number for the disturbance coordinator. The noise disturbance coordinator shall be required to maintain a log of		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 & Safety Division prior to the issuance of grading permits. The plan check engineer will review the plan to ensure 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.	This measure shall be in effect until the issuance of certificate of occupancy.		

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	complaints for the City's inspection. The log shall include the source of complaint, the complaint, time received, and the action taken in response. The noise disturbance coordinator shall make good faith efforts to respond to inquiries and complaints within twenty-four (24) hours of receipt of the inquiry or complaint. • Staging of construction vehicles is prohibited on streets within the City of Beverly Hills. All construction vehicle staging shall occur on La Cienega Boulevard. During construction, stockpiling and vehicle staging areas shall be located as far as practical from noise sensitive receptors. • Construction noise reduction methods such as shutting off idling equipment, installing temporary acoustic barriers around stationary construction noise sources, maximizing the distance between construction equipment staging areas and occupied residential areas, and use of electric air compressors and similar power tools, rather than diesel equipment, shall be employed where feasible. • During construction, stationary construction equipment shall be placed such that emitted noise is directed away from sensitive noise receivers.					
NOI2	Prior to grading permit issuance, the project applicant shall demonstrate to the satisfaction of the City of Beverly Hills, that a "Nighttime Construction Noise Mitigation Plan" has been developed to address nighttime construction noise impacts. The	Community Development Department	A "Nighttime Construction Noise Plan" shall be submitted to the Director of Community prior to issuance	The measure shall be met during the construction period. This measure shall be in		

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	plan shall incorporate provisions for noise attenuation barriers, truck routing, location of staging areas, worker parking and other appropriate measures for achieving an overall attenuation of construction noise of at least 8 dBA.		of any grading or construction permits. The Construction Management Plan shall be reviewed by the Planning Division and filed with the Building & Safety Division prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan 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.	effect until the issuance of the certificate of occupancy.		
Geology						
GEO1	The project applicant shall incorporate all applicable recommendations of the *Geotechnical Report* into the design of proposed structures to address seismic groundshaking and other earthquake-related seismic hazards.	Community Development Department/ Building& Safety Division	The construction 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	This requirement shall be met prior to the issuance of relevant building permits		

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			requirement.			
GEO2	The project applicant shall implement all applicable recommendations related to corrosion control contained in Appendix A of the *Geotechnical Report*.	See above.	See above.	See above.		
Hydrology and Water Quality						
HWQ1	The project applicant shall complete, a wet year (high water table) analysis to 1) quantify the amount of discharge associated with groundwater dewatering, and 2) identify the capacity available in the system into which the water will be discharged. The analysis shall be completed prior to the commencement of construction. If the analysis concludes that there is not sufficient capacity in the system to accept the discharge, the project applicant shall be required to either: a) increase the capacity of the system, or b) design the building foundation such that ongoing dewatering is not required.	Community Development Department	The project applicant shall prepare a wet year analysis to file with the Department of Community Development/Building & Safety Division to comply with this requirement.	This requirement shall be met prior to the issuance of relevant building permits.		
HWQ2	Prior to issuance of grading or building permits, the project applicant shall prepare and receive approval of a Stormwater Pollution Prevention Plan, in order to comply with the NPDES General Permit for Construction Activities.	Community Development Department	The project applicant will prepare Storm water Pollution Prevention Plan.	Prior to issuance of grading and building permits.		
HWQ3	The project applicant shall comply with all applicable requirements of City Ordinance 06-O-2506 relating to construction dewatering and discharges of groundwater.	Community Development Department	Project applicant compliance with City Ordinance 06-O-2506.	During construction.		
HWQ4	The project applicant shall prepare and receive approval of a Water Quality Management Plan for project operation, in order to comply with the County Standard Urban Stormwater Mitigation	Community Development Department	The project applicant shall prepare a Water Quality Management Plan.	Prior to issuance of grading and building permits.		

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	Plan requirements of the NPDES MS4 permit.					
Hazards and Hazardous Materials						
HAZ1	The project applicant and individual tenants shall comply with all applicable City, County, State, and Federal regulations with respect to the storage, handling, transportation, and disposal of hazardous wastes.	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.		
HAZ2	If unknown wastes or suspect materials are discovered during demolition or construction by the contractor, which he/she believes may involve hazardous waste/materials, the contractor shall: • Immediately stop work in the vicinity of the suspected contaminant, removing workers and the public from the area; • Notify the project engineer of the implementing agency; • Secure the areas directed by the project engineer; and • Notify the implementing agency's Hazardous Waste/Materials Coordinator. • Implement required corrective actions, including remediation if applicable.	See above.	See above.	See above.		

231 – 265 North Beverly Drive Project Environmental Impact Report
Mitigation Monitoring and Reporting Program

	Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
HAZ3	Damaged or deteriorated (unsealed ends, nicks, loose pieces of insulation, abraded floor tiles, etc.) friable and non-friable asbestos-containing materials shall be repaired by properly trained personnel. Proper respiratory protection and containment shall be provided should these materials need to be disturbed for building maintenance or renovation. Prior to demolition, renovation, or any other such activity, suspect materials observed in the subject buildings shall be sampled and tested for asbestos. Additionally, if an Operations and Maintenance (O&M) Plan does not exist, one shall be developed and the identified materials shall be included.	See above.	See above.	See above.		
HAZ4	Based on the age of the property buildings (mid-1930s and early-1960s), it is possible that lead-based paint is present on-site. As such, prior to demolition and removal of on-site structures, paint shall be sampled and analyzed for the presence of lead-based paint. If lead-based paint is found to occur within the subject buildings, proper removal, handling, and disposal of such materials shall be performed pursuant to applicable rules and regulations, to the satisfaction of regulatory agencies with oversight authority.	See above.	See above.	See above.		
HAZ5	Based on the historical site uses, primarily on the northwestern end of the site, soils shall be closely monitored during excavation work for any future redevelopment activities. If unusual odors or discolored soils are encountered during the excavation phase of the project, soil samples from the area of potential concern shall	See above.	See above.	See above.		

231 – 265 North Beverly Drive Project Environmental Impact Report
Mitigation Monitoring and Reporting Program

	Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
	be collected and analyzed. Qualified environmental personnel shall be present on site to assist in characterizing and segregating impacted soils, if encountered. This work shall be conducted subsequent to building demolition work but before the commencement of mass excavation activities. If any such contaminated soils are encountered on-site, they shall be excavated and removed, or otherwise remediated, in accordance with applicable State law to the satisfaction of regulatory agencies with oversight authority.					
Solid Waste						
SW1	Prior to the issuance of building permits, a source reduction program shall be prepared and submitted to the City's Solid Waste Superintendent to achieve a minimum 50 percent reduction in waste disposal rates, including green waste and construction debris.	Department of Community Development, Department of Public Works	A Source Reduction Program shall include notes and specific instructions outlining the process for implementation of this mitigation measure. The responsible departments shall review the program to ensure that the plan is in compliance with this measure during construction and after completion of the project. The plan check engineers will also review the plan to ensure that the plan complies with this requirement in order to issue the building permits.	This measure shall apply to both construction and operational activities. It is effective upon the issuance of building permits and shall remain effective throughout the life of the project.		

231 – 265 North Beverly Drive Project Environmental Impact Report
Mitigation Monitoring and Reporting Program

	Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
SW2	The location of recycling/separation areas shall be in close proximity to dumpsters for non-recyclables, elevators, loading docks, and primary internal and external access points.	See above.	See above.	See above.		
SW3	The location of recycling/separation areas shall not be in conflict with any applicable Federal, State, or local laws relating to fire, building, access, transportation, circulation, or safety.	See above.	See above.	See above.		
Fire Protection Services						
FS1	Adequate emergency vehicle access to all buildings on the project site shall be provided throughout the building construction process.	Community Development Department/ Building & Safety Division Fire Department	The Construction Management Plan shall be reviewed by the Community Department Development /Building & Safety Division and Fire Department prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan complies with this measure. The inspectors in the field will also review the work to ensure that the plan complies with the requirements noted in the Construction Management Plan.	This measure shall be met prior to the issuance of any grading or construction permits. This measure shall be in effect until the issuance of the certificate of occupancy.		

231 – 265 North Beverly Drive Project Environmental Impact Report
Mitigation Monitoring and Reporting Program

	Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
FS2	Adequate water availability shall be provided to meet construction activity needs, including potential fire suppression needs.	See above.	See above.	See above.		
FS3	The proposed project shall comply with all applicable Building Code and Fire Code requirements, subject to review and approval by the Beverly Hills Fire Department.	See above.	See above.	See above.		
Police Protection Services						
PP1	During construction, private security patrols shall be utilized to protect the project site.	Community Development Department/ Building & Safety Division Police Department	The Construction Management Plan shall be reviewed by the Community Department Development /Building & Safety Division and Police Department prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan complies with this measure. The inspectors in the field will also review the work to ensure that the plan complies with the requirements noted in the Construction Management Plan.	This measure shall be met prior to the issuance of any grading or construction permits. This measure shall be in effect until the issuance of the certificate of occupancy.		
PP2	As final building plans are submitted to the City for approval in the future, BHPD design requirements which reduce demands for service and ensure adequate public safety (such as those pertaining to site access and site security lighting) shall be	See above.	See above.	See above.		

231 – 265 North Beverly Drive Project Environmental Impact Report Mitigation Monitoring and Reporting Program						
	Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
	incorporated into the building design.					
PP3	Project design shall provide lighting, to the satisfaction of the BHPD, around and throughout the development to enhance crime prevention and enforcement efforts.	See above.	See above.	See above.		
PP4	Project design shall provide clearly visible (during the day and night) address signs and/or building numbers for easy identification during emergencies.	See above.	See above.	See above.		

RESOLUTION NO. 1488

RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS RECOMMENDING APPROVAL OF A REQUEST FOR A GENERAL PLAN AMENDMENT TO ESTABLISH A MEDIUM DENSITY GENERAL COMMERCIAL LAND USE DESIGNATION AND APPLY IT TO THE PROJECT SITE, AND A ZONE TEXT AMENDMENT AND ZONE CHANGE TO CREATE AN ENTERTAINMENT OFFICE PLANNED DEVELOPMENT OVERLAY ZONE (E-O-PD) AND APPLY IT TO THE PROJECT SITE LOCATED AT 231-265 NORTH BEVERLY DRIVE.

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

Section 1. Mark Egerman, on behalf of Beverly Wilshire Owner, LP (the "Applicant"), has applied for a General Plan Amendment, a Zoning Code Amendment to create the Entertainment Office Overlay Zone (E-O-PD), a Zoning Map Amendment to apply the E-O-PD overlay zone to the subject property, a Planned Development Permit, a Lot Line Adjustment and a proposed Development Agreement for an entertainment talent agency office building with street level retail and commercial use (the "Project") at property known as 231-265 North Beverly Drive bounded by Beverly Drive on the east, Dayton Way on the north, an alley on the west and the existing Bank of America site (9461 Wilshire Boulevard) to the south (the "Project Site"). The intended office building occupant is the William Morris Agency.

The Planning Commission's role as to the General Plan Amendment, Zoning Code Amendment, Zoning Map Amendment and Development Agreement is solely advisory to the City Council, however the Commission has the role of approving or conditionally approving the Planned Development Permit and Lot Line Adjustment components of the Project.

Section 2. The approvals requested by the Applicant include but are not limited to the following:

2.1 General Plan Amendment: a request to amend the General Plan to create the Medium Density Commercial Land Use category, and amending the Land Use Plan Map to designate the Project Site as Medium density Commercial, with a maximum allowable height of 92 feet and floor area ratio (FAR) not to exceed 3.6:1;

2.2 Zoning Code Amendment: a request to create an overlay zone to allow for entertainment talent agency uses (the Entertainment Office Planned Development Overlay Zone (E-O-PD)) and set specific development standards for such uses including a maximum height of 88 feet, with allowance for up to 92 feet only in the event of technical difficulty encountered during construction, and a floor area ratio of no more than 3.6:1; and

2.3 Zone Change: a request to apply the Entertainment Office Planned Development Overlay Zone (E-O-PD) to the Project Site.

Section 3. The Planning Commission held its first duly noticed Public Hearing on July 25, 2007. The primary purpose of that hearing was to discuss the Draft Environmental Impact Report ("DEIR") which was released for public review on July 10, 2007. The hearing was continued on August 9, September 5, September 6, September 27 and October 11, 2007 to allow the Applicant to present the Project, the public to comment on the Project, the Applicant to revise the Project in accordance with direction and comments from the Planning Commission. The evidence, both written and oral, was presented at said hearings. In addition, the Commission conducted site visits on July 12, 2007 and September 27, 2007. The DEIR was released for a 45-day public review period on July 10, 2007. The 45-day comment

period ended on August 23, 2007. Responses to the comments received were prepared, and are contained in the Final EIR prepared by RBF Consulting, the City's environmental consultant.

Section 4. 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. 1487, (a) made certain CEQA findings and determinations, (b) certified the EIR, (c) adopted a Statement of Overriding Considerations, and (d) adopted a Mitigation Monitoring and Reporting Program. The documents and other materials that constitute the record on which this decisions is based are located in the Department of Community Development and are in the custody of the Director of Community Development.

Section 5. The objectives of the proposed Overlay Zone are set forth in Section 10-3-1861 of the proposed ordinance, as fully set forth in the Draft Ordinance attached hereto as Exhibit "A."

Section 6. Section 10-3-3908 of the Beverly Hills Municipal Code provides that the Planning Commission may recommend General Plan Amendments and Zone Changes to the City Council if it determines that the public interest, health, safety, morals, peace, comfort, convenience or general welfare warrants the reclassification of the subject property.

Section 7. Based upon the evidence presented, the Planning Commission hereby finds the following with regard to the requests for a General Plan Amendment, Zone Text Amendment and Zone Change:

7.1 General Plan Amendment. The Project proposes amending the General Plan, which would establish a new land use category of Medium Density Commercial. The Project Site would be designated as Medium Density Commercial in the Land Use Map. This designation would allow for development of the Project site with commercial retail and entertainment office uses with a maximum Floor Area of 3.6 to 1 and a maximum height of six stories or 92 feet. The proposed language for the amendment is as follows:

"The Land Use portion of the General Plan, specifically Map 1 (Land Use Plan) is amended as follows for the reasons set forth in the objectives of the Entertainment/ Office Planned Development Overlay Zone (E-O-PD): The area in the map bounded on the south by the property presently occupied by the Bank of America Building (9461 Wilshire Boulevard), on the north by Dayton Way, on the east by Beverly Drive, and on the west by the alley between Beverly Drive and Rodeo Drive shall be designated Medium Density Commercial with a maximum 3.6:1 Floor Area Ratio (FAR) and a maximum height of 92 feet."

7.2 Zone Text Amendment and Zone Change. The proposed Zone Text Amendment to create the Entertainment Office Planned Development Overlay Zone (E-O-PD) and Zone Change to apply the overlay zone to the subject property is warranted because both further the public interest, health, safety, morals, peace, comfort, convenience or general welfare. The proposed Overlay Zone would allow additional height, increase of floor area, tandem and

compact parking spaces and screening room as an ancillary use to the primary entertainment talent agency use.

The proposed Overlay Zone will create appropriate standards and criteria that will ensure that the uses within the Overlay Zone are compatible with uses allowed within the underlying zone and on adjacent properties, and will maintain the public interest, health, safety, morals, peace, comfort, convenience or general welfare. The Amendment of the General Plan to allow for retail/commercial and entertainment agency uses and the application of the Overlay Zone to the subject property furthers these same objectives and are also warranted.

Section 8. Based upon the evidence presented, the Planning Commission hereby recommends that the City Council approve the proposed General Plan Amendment, approve the Zoning Text Amendment, and apply the Entertainment Office Planned Development Overlay Zone to the Project Site as set forth in the Draft Ordinance attached hereto as Exhibit "A."

Section 9. The Secretary of the Planning Commission shall certify to the passage, approval, and 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: October 25, 2007

Noah D. Furie
Chairman 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

EXHIBIT A

DRAFT ORDINANCE

DRAFT ORDINANCE NO. _____

AN ORDINANCE OF THE CITY OF BEVERLY HILLS CREATING THE ENTERTAINMENT OFFICE PLANNED DEVELOPMENT OVERLAY ZONE (E-O-PD) ZONE, AMENDING THE BEVERLY HILLS MUNICIPAL CODE, AND APPLYING THE ENTERTAINMENT OFFICE PLANNED DEVELOPMENT OVERLAY ZONE TO PROPERTY KNOWN AS 231-265 NORTH BEVERLY DRIVE

THE CITY COUNCIL OF THE CITY OF BEVERLY HILLS HEREBY ORDAINS AS FOLLOWS:

Section 1. Legislative Findings. Due to special circumstances surrounding the property at 231-265 North Beverly Drive, the City Council finds that certain commercially zoned properties in the City may be appropriately used for entertainment talent agency purposes and that such uses are unique and warrant specific development standards and criteria. The objectives of the Entertainment Office Planned Development Overlay Zone (E-O-PD) shall include those objectives set forth in the proposed section 10-3-861 of the Overlay Zone, as set forth in full in Section 5 below.

Section 2. The Planning Commission considered this Ordinance at duly noticed public hearings on July 25, August 9, September 5, September 6, September 27, October 11, and October 25, 2007. Evidence both written and oral was presented during the hearings. After considering the evidence, the Planning Commission recommended that the City Council adopt this Ordinance.

Section 3. The City Council considered this Ordinance at a duly noticed public hearing on _____. Evidence, both written and oral, was presented at said hearing.

Section 4. 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 Resolution 1487, (a) made certain CEQA findings and determinations, (b) certified the EIR (c) adopted a Statement of Overriding Considerations and (d) adopted a Mitigation Monitoring and Reporting Program. The documents and other material that constitute the record on which this decision is based are located in the Department of Community Development and are in the custody of the Director of Community Development.

Section 5. A new Article 18.6 is hereby added to Chapter 3 of Title 10 of the Beverly Hills Municipal Code to read as follows:

"ARTICLE 18.6. ENTERTAINMENT OFFICE PLANNED DEVELOPMENT OVERLAY ZONE (E-O-PD Overlay Zone)

10-3-1860: CREATION OF THE OVERLAY ZONE:

There is hereby created an overlay zone designated as the Entertainment Office Planned Development Overlay Zone (E-O-PD Overlay Zone).

10-3-1861: OBJECTIVES OF THE E-O-PD OVERLAY ZONE:

The objectives of the- E-O-PD Overlay Zone shall be as follows: .

A. To provide additional opportunities to locate a major quality talent agency that would not otherwise be allowed by the underlying zone due to height and floor area ratio limitations, in order to maintain and strengthen the economic base of the City;

B. To encourage the development and redevelopment of the property at 231-265 North Beverly Drive to provide for single and multi-tenant entertainment talent agency business not currently available in the city;

C. To provide for the enhancement of employment and commerce within the Project area by locating new entertainment talent agency offices in the area;

D. To provide retail/commercial and entertainment talent agency business uses responsive to the city's needs and regional market forces;

E. To encourage the provision of pedestrian-friendly amenities at the street level;

F. To augment the city's economic base by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the entertainment talent agency business, and increase in assessed land and building values, which should generate additional property taxes.

G. To protect the health, safety, and welfare of residents, businesses and visitors of the E-O-PD Overlay Zone and surrounding areas;

H. To foster development in the E-O-PD Overlay Zone that is environmentally sensitive;

I. To ensure that development, which includes floor area in excess of the density or other zoning limitations of an underlying zone and deviations from the parking stall size and configuration standards of an underlying zone, shall not be a right of the property owner, but instead shall be permitted only upon a determination that such development would meet the objectives set forth in this section as well as the amendment section contained in article 39 of this chapter and the planned development process contained in article 18.4 of this chapter;

J. To ensure that development in the E-O-PD Overlay Zone will not materially and adversely affect the businesses adjacent to the E-O-PD Overlay Zone;

10-3-1862: DEFINITIONS:

Unless the context otherwise requires, the following definitions shall govern the construction of this article:

ANCILLARY COMMERCIAL: Commercial uses that are ancillary to an entertainment business, such as food service, reprographics, news stands, and similar service oriented activities.

OVERLAY ZONE: A zoning district which governs the same territory as an underlying zone, but provides alternative development standards for a specified type of development or use.

PLANNED DEVELOPMENT: A development that is approved pursuant to the procedures of article 18.4 of this chapter.

ENTERTAINMENT TALENT AGENCY: Entertainment talent agency shall mean a business establishment with representation in all sectors of the entertainment industry, including motion pictures, television, music, modeling, Broadway theatre, book publishing, and commercial endorsements.

TANDEM SPACE: A parking space that can only be accessed through another parking space.

UNDERLYING ZONE: The primary zone designation which would govern development on a particular site if such development were not otherwise governed by an overlay zone.

10-3-1863: USES PERMITTED

Except as otherwise provided or restricted by this article, no lot, premises, building or portion thereof in the E-O-PD Overlay Zone shall be used for any purpose except the following:

A. Uses permitted in the applicable underlying zone that meet the development standards of the underlying zone, provided that a minimum of 70% of the office space shall be used as entertainment talent agency. If more than 30% of the office space will be used by uses other than entertainment talent agency, the uses in the underlying zone shall be permitted only through the planned development process in pursuant to article 18.4 of this chapter.

B. Entertainment related businesses and ancillary uses approved by the Planning Commission as part of a planned development pursuant to article 18.4 of this chapter. Entertainment related businesses may include convenience service uses that are accessory to entertainment related businesses.

C. Prohibited Uses: The following uses shall not be permitted in a E--O-PD Overlay zone without the prior approval of the Planning Commission: medical offices; commercial exercise clubs and training centers, medical laboratories, hair salons; nail salons, real estate offices; non-office retail establishments, except on the ground floor and any mezzanine; and restaurants in excess of 5% of the total gross square footage of the building.

D. Ancillary Commercial Uses: Ancillary commercial uses may be permitted on any floor. However, the total floor area occupied by ancillary commercial uses shall not exceed 5% of the floor area of the building. Ground floor commercial shall not be limited by this restriction.

10-3-1864: APPLICABILITY OF UNDERLYING ZONE REGULATIONS:

Except as otherwise specifically provided in this article, development and uses in an E-O-PD Overlay Zone shall comply with the zoning regulations applicable to the underlying zone.

10-3-1865: HEIGHT LIMIT OF BUILDING PROJECTS FOR ENTERTAINMENT RELATED BUSINESSES:

Building projects for entertainment related businesses shall be constructed, altered, or enlarged in the E-O-PD Overlay Zone in accordance with the following height restrictions:

A. Stories: No building project for an entertainment related business shall exceed six (6) stories, measured as set forth in the definition of "story" in section 10-3-100 of this chapter.

B. Height: Building height shall not exceed eighty-eight feet (88'), except that up to a maximum of ninety two feet (92') may be permitted at the discretion of the Director of Community Development due to technical difficulties that may be encountered during construction, when located within a commercial underlying zone.

C. Unoccupied Architectural Features: Notwithstanding subsection A7 of the definition of "height of building" in section 10-3-100 of this chapter, unoccupied architectural features may exceed the height limits of this section by not more than fifteen feet (15') in height if such unoccupied architectural features are approved by the Planning Commission as part of a planned development pursuant to article 18.4 of this chapter.

D. Vertical Circulation Spaces: Vertical circulation spaces such as stair shafts or elevator shafts shall not be subject to the six story limitation set forth in subsection A of this section if such vertical circulation spaces are approved by the Planning Commission as part of a planned development pursuant to article 18.4 of this chapter.

E. Mechanical Penthouse: A mechanical penthouse may exceed the story limitation set forth in subsection A of this Section.

10-3-1866: DENSITY:

A building project for an entertainment related business located in the E-O-PD Overlay Zone shall have a floor area ratio no greater than three and six-tenths to one (3.6:1).

10-3-1867: PARKING, ACCESS, AND CIRCULATION:

Except as otherwise provided in this section, parking for a building project for an entertainment related business and ancillary facilities located in the E-O-PD Overlay Zone shall be provided in accordance with sections 10-3-2727 through 10-3-2736, inclusive, of this chapter.

A. As part of a planned development application pursuant to article 18.4 of this Chapter, the Planning Commission, after reviewing a parking program with a finding that the proposed parking plan will have no adverse impact to the site or the surrounding properties, may allow tandem spaces and/or compact spaces as follows:

(1) Tandem spaces may be used, measuring not less than 9' x 17'. The amount of tandem parking spaces shall be in conformance with an approved parking program pursuant to subsection B of this Section.

(2) Compact spaces may be used, measuring not less than 7.5' x 17' to satisfy up to 17% of the parking requirement.

(3) Parking spaces that are both compact and tandem may be used, measuring not less than 7.5' x 17' to satisfy up to 7% of the parking requirement.

B. All parking that is required by this article shall conform to a parking program approved by the Planning Commission as part of a planned development approval

pursuant to article 18.4 of this chapter. The parking program shall include monitoring programs and may include measures such as: 1) free parking for employees, and 2) free validated self- and valet-parking for patrons, as necessary to minimize the parking and circulation impacts of the project on the surrounding streets and to ensure that vehicle queuing will not occur in the public right-of-way or impede access to a parking facility. The monitoring program shall be implemented by the applicant, tenant or building owner at its expense. In addition, the monitoring program shall provide the city with continuing jurisdiction to require the implementation of additional measures by the applicant to ensure vehicles will not impede traffic in the public right-of-way.

C. Any building project for an entertainment related business developed pursuant to the provisions of this article shall provide a valet queuing area of sufficient size and configuration to ensure that vehicle queuing will not occur in the public right of way or impede access to a parking facility.

D. Parking spaces in a building in the E-O-PD Overlay Zone shall not be leased or rented to persons who are not tenants of the building except pursuant to a recorded covenant.

10-3-1868: LOADING AND ANCILLARY FACILITIES:

Loading facilities shall be governed by the following provisions:

A. Notwithstanding any other provision of this code, the number and size of required loading spaces for a building project that is located in the E-O-PD Overlay Zone may

be established by the Planning Commission as part of a planned development approval pursuant to article 18.4 of this chapter."

Section 6. The official zoning map of the City is hereby amended to apply the E-O-PD overlay zone to the property known as 231-265 North Beverly Drive, Beverly Hills, as described in the legal description attached hereto as Exhibit A, and incorporated herein by reference.

Section 7. If any section, subsection, subdivision, sentence, clause, phrase, or portion of this Ordinance or the application thereof to any person or place, is for any reason held to be invalid or unconstitutional by the final decision of any court of competent jurisdiction, the remainder of this Ordinance shall be remain in full force and effect and shall control as to each property to which the E-O-PD overlay zone has been applied.

Section 8. Publication. The City Clerk shall cause this Ordinance to be published at least once in a newspaper of general circulation published and circulated in the City within fifteen (15) days after its passage, in accordance with Section 36933 of the Government Code; shall certify to the adoption of this Ordinance and shall cause this Ordinance and his certification, together with proof of publication, to be entered in the Book of Ordinances of the Council of this City.

Section 9. This Ordinance shall go into effect and be in full force and effect at 12:01 a.m. on the thirty-first (31st) day after its passage.

Adopted:
Effective:

JIMMY DELSHAD

Mayor of the City of Beverly Hills, California

ATTEST:

_____(SEAL)
BYRON POPE
City Clerk

[Signatures continue on next page.]

APPROVED AS TO FORM:

LAURENCE S. WIENER
City Attorney

APPROVED AS TO CONTENT:

RODERICK J. WOOD
City Manager

VINCENT P. BERTONI, AICP
Director of Community Development

EXHIBIT A

Legal description of the Project Site

RESOLUTION NO. 1490

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 BEVERLY WILSHIRE OWNER, LP FOR CONSTRUCTION OF AN OFFICE BUILDING WITH GROUND FLOOR RETAIL AND SUBTERRANEAN PARKING AT 231-265 NORTH BEVERLY DRIVE

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

Section 1. Beverly Wilshire Owner LP ("Developer") proposes to enter into a development agreement (the "Development Agreement" herein), a draft version of which is attached to this Ordinance as Exhibit "A" in connection with the construction of an office building intended for use by an entertainment talent agency (the William Morris Agency), which building will contain street level commercial and retail uses with subterranean parking to be located at 231-265 North Beverly Drive (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. 1487, (a) made certain CEQA findings and

determinations, (b) certified the EIR (c) adopted a Statement of Overriding Considerations and (d) adopted a Mitigation Monitoring and Reporting Program. The documents and other materials that constitute the record on which this decision was made are located in the Department of Community Development and are in the custody of the Director of Community Development.

Section 3. On October 11, 2007 and October 27, 2007, the Planning Commission conducted duly noticed public hearings to consider the Development Agreement and the Project. Notices of the time, place and purpose of public hearing 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 and comply with its objectives and policies including the objective of developing standards to provide opportunities to locate quality entertainment talent agencies that may not otherwise be encouraged, to maintain and strengthen the economic base of the City, to provide for the enhancement of employment and commerce within the project area, to provide retail/commercial and entertainment talent agency office uses responsive to the City's needs and regional market forces, and to augment the City's economic base by providing tax-generating revenues from various sources, commercial and residential uses. The Development Agreement implements the terms of the General 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 Medium Density General Commercial, and does not allow development except in conformance with the General Plan, as amended.

The foregoing notwithstanding, the Planning Commission recommends that the City Council require the following terms in the proposed Development Agreement:

4.1 Require an Early Termination Fee that would require the Developer or tenant of the building to pay the City a set amount per year in the event that the building is not occupied by a major entertainment talent agency for a minimum of fifteen years from the date of building occupancy. This Early Termination Fee could be calculated by establishing a set dollar amount per year based on the benefits the City expects to derive from the Project, and multiplying that annual rate by fifteen minus the number of years the project is occupied. The Early Termination Fee provisions should survive the termination of the Agreement for a period of fifteen years from the date the building is initially occupied. In order to make this remedy most effective, the Planning Commission recommends that the City consider making William Morris Agency, the intended tenant, a party to the development agreement, so that the City could seek to recover the Early Termination Fee from either the Developer or the intended tenant.

4.2 Require the Developer and any successors in interest to obtain a Planned Development permit for any change in occupancy that would result in less than 70% of the office space of the building being used by an entertainment talent agency.

4.3 Revise Section 10 (e) of attached Draft Development Agreement to read as follows:

> "10. (e) Public Parking. Developer shall make the Project's parking garage available for public parking after 6:00 p.m. in the evening and on weekends. Patrons entering the parking garage after 6:00 p.m. and on the weekends shall pay no more than the rate charged by the City at the City's R Lot, or if the R Lot is no longer available for public parking, then patrons shall pay no more than the rate charged at the City's next closest public parking facility. Developer shall keep the parking garage open to public parking until the later of

the R Lot and D Lot closing times; provided however, Developer shall not be required to keep the parking garage open to public parking later than midnight. Developer shall open the garage to public parking on weekends no later than the City opens the R Lot parking facility (or if the R Lot facility is not open for public parking on weekends, then no later than the nearest City owned parking facility that is open for public parking on weekends).

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," with the revisions described in Section 4 above.

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: October 25, 2007

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-FOR DISCUSSION PURPOSES. THIS DRAFT HAS NOT BEEN REVIEWED OR APPROVED BY THE CITY COUNCIL

RECORDING REQUESTED BY:
CITY OF BEVERLY HILLS

AND WHEN RECORDED MAIL TO:

City of Beverly Hills
Attention: City Attorney's Office 455 N. Rexford Dr.
Room 220
Beverly Hills, CA 90210

DEVELOPMENT AGREEMENT

THIS DEVELOPMENT AGREEMENT (the "Agreement") is made effective as of December _____, 2007, by and between THE CITY OF BEVERLY HILLS, a California municipal corporation (the "City"), and Beverly Wilshire Owner, LP, a limited partnership (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; and

B. Developer desires to construct the Project (as hereafter defined); and

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

D. In anticipation of the development of the Project, Developer has made application to the City (in its governmental capacity) for certain approval, entitlements, findings and permits required for the development and construction of the Project, including, without limitation (i) application for a general plan amendment and zone change; and (ii) application for a development agreement for the Project under the Development Agreement Act; and

E. The Developer has, as of the Agreement Effective Date, received approval of the Project Approvals (as hereinafter defined) allowing the development and construction of the Project; and

F. The City Council has specifically considered and approved the impact and benefits of this Project upon the welfare of the City; and

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

H. To provide such certainty, the City desires, by this Agreement, to provide the Developer with assurance that the Developer can proceed with development of the Project with the uses, density and other land use characteristics specified in the Project Approvals. The Developer would not enter into the 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; and

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, including without limitation, the development of a Class "A" six story office building with retail/commercial on the ground floor and five stories of office space above in a prominent location in the Business Triangle of Beverly Hills; the retention of the William Morris Agency headquarters in the City of Beverly Hills; maintaining and strengthening the economic base of the City by retaining the William Morris Agency, which provides substantial economic benefit to the City and businesses within the City; providing high-class retail/commercial space and eating facilities; providing for the enhancement of employment and commerce within the project area; developing retail/commercial and entertainment office uses responsive to the City's needs and regional market forces; building a subterranean parking structure; building a project that provides pedestrian-friendly amenities at the street level; and augmenting the City's economic base by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the office tenants, and increase in assessed land and building values to generate additional property taxes.

J. On _____, 2007, pursuant to the requirements of the Development Agreement Act, the Planning Commission of the City of Beverly Hills conducted a hearing on the Developer's application for this Agreement; and

K. On _____, 2007, 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 the Developer's application for this Agreement; and

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; and

M. On _____, 2007, the City Council adopted Ordinance No._____ approving this Agreement, and such ordinance became effective on January ___, 2007; and

N. By Resolution No. _____ adopted by the Planning Commission on _____, 2007, the Planning Commission reviewed and certified, after making

appropriate findings, a Environmental Impact Report for the Project dated _____, 2007, 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 and the mutual promises and covenants herein contained and other valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

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 Official Zoning Regulations and building regulations, adopted as of the Effective Date of this Agreement. 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) "Business Triangle" means the area in the City of Beverly Hills generally bounded by Wilshire Boulevard on the south, Santa Monica Boulevard, South Roadway, on the north, and the alley between Crescent Drive and Canon Drive on the east.

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

(d) "Change of Control" shall refer to a transaction whereby a transferee who is not an Existing Owner 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 the Developer, whether through the ownership of voting securities, by contract or otherwise. The following shall not trigger the EMS Fee: (i) appointment or replacement of a non-owner manager or non-owner managing partner or (ii) the designation of an Existing Owner as a managing member of a successor developer unless fifty percent (50%) or more of the ownership interest of the successor developer is owned by persons or entities who are not partners of Developer on the Effective Date of this Agreement.

(e) "Conditions of Approval" shall mean those conditions of approval imposed by the City upon the Project Approvals.

(f) "Developer Fees" shall mean those fees established and adopted by City with respect to development and its impacts pursuant to applicable governmental requirements, including Section 66000 et seq., of the Government Code of the State of California, including impact fees, linkage fees, exactions, assessments or fair share charges or other similar impact fees or charges imposed on or in connection with new development by the City. Developer Fees do not mean or include Processing Fees.

(g) "Development Agreement" or "Agreement" means this Agreement

(h) "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.

(i) "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 an activity which is defined herein as a Ministerial Permit or Ministerial Approval.

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

(k) "EIR" shall mean the final Environmental Impact Report (Sch #2006081074) which was prepared, circulated and certified in accordance with applicable law, including, without limitation, CEQA. "EIR Mitigation Measures" shall mean the mitigation measures imposed upon the Project pursuant to the EIR and the Conditions of Approval.

(l) "Existing Owner" shall mean an entity that has an ownership interest in Developer on the Effective Date of this Agreement.

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

(n) "Green Building Standards" means building development standards, in addition to those set forth in the California Building Code as adopted and amended by the City, that are designed to reduce energy consumption and green house gas emissions.

(o) "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.

(p) "Processing Fees" means all processing fees and charges required by the City and 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, subdivision or parcel maps, lot line adjustments, street vacations, inspection fees,

certificates of occupancy and plan check fees. Processing Fees shall not mean or include Developer Fees.

(q) "Project" means the Project as defined in the EIR.

(r) "Project Approvals" shall include, collectively, a General Plan Amendment, Zoning Code Amendment, and Planned Development Permit approved by the City with respect to the Project and shall include any Subsequent Project Approvals (as hereinafter defined).

(s) "Property" means the real property described on Exhibit "A."

(t) "Reserved Powers" means the rights and authority excepted from this Agreement's restrictions on the exercise of City's police powers.

(u) "Sales Transaction" means any transaction evidenced by the recording of a conveyance document, except for leases of all or a part of the Property, 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, except for leases of all or a part of the Property, 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 (as defined in Section 24 below), 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 Existing Owners (or the beneficial owners of such Existing Owners) shall not be deemed a Sales Transaction, (ii) any sale, assignment, or transfer of fifty percent (50%) or more of the beneficial ownership interest in a successor developer, whether in one transaction or a series of transactions, provided however that any transfers of ownership interests among the then current owners of the successor developer (or the beneficial owners of such owners) 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 owner at the time of such acquisition, and (iii) any Change of Control.

(v) "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 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.

(w) "Subsequent Project Approvals" shall mean all further Discretionary Actions or Discretionary Approvals required or requested with respect to the Project. Following adoption, a Subsequent Project Approval shall become a Project Approval.

(x) "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. It is the Developer's intent to develop the Property as described in the Project Approvals and the EIR 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 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 for the Project.

3. Property Subject to Agreement. This Agreement shall apply to all of the real property described in Exhibit A attached hereto (the "Property"), and all such real property shall be subject to this Agreement.

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 term of this Agreement shall commence on the Agreement Effective Date, and shall continue for two years.

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 which 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, 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 the Developer deems appropriate within the exercise of its sole and subjective business judgment during the Term of this Agreement.

7. Permitted Uses: Density: Building Heights and Sizes: Required Dedications. The City and the 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 required in connection with the development of the Property shall be as set forth in and consistent with the Project Approvals. The 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.

8. Developer's Rights. The 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, all of which are hereby incorporated in this Agreement by reference.

9. Changes in Applicable Rules.

(a) Nonapplication 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, referendum, 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 unless such changes represent an exercise of the City's Reserved Powers. The City's Reserved

Powers is defined as the enactment of regulations and/or the taking of Discretionary Actions if the same is expressly found by the City to be necessary to protect the residents of the City, those employed in the City, or visitors to the City, from a condition that is dangerous to public health and safety or if the same is required to comply with State or Federal laws (whether enacted previous or subsequent to the Effective Date of this Agreement).

(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 State Laws or Regulations. Changes in, or additions to, the Applicable Rules adopted or made operative on or after the Effective Date of this Agreement shall apply to the Project, if such changes or additions are specifically mandated to be applied to developments such as the Project, by applicable State or Federal laws or regulations. Where City or Developer believes that such a change or addition exists that Party shall provide the other Party hereto with a copy of such State 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 shall be final and conclusive.

(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 no such change shall be solely applicable to the Project.

10. Developer's Obligations.

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

(b) Approval Processing Fees. On the Effective Date of this Agreement, Developer shall pay all outstanding fees for the processing of the Project Approvals, including legal and environmental processing costs related to the Project Approvals and preparation of this Agreement, if any.

(c) Other 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. Prior to the issuance of a building permit for the project, Developer shall pay to City a public benefit and infrastructure contribution of $370,000.

(i) The City shall apply $_____ of the public benefit and infrastructure contribution to the applicant's fair share of offsite traffic mitigation identified in the EIR. Developer shall be

required to make no further contribution toward offsite traffic mitigation.

(e) Discounted Public Parking. Developer shall make the Project's parking garage available for public parking after 6:00 p.m. in the evening and on weekends. Patrons entering the parking garage after 6:00 p.m. and on the weekends shall pay no more than the rate charged by the City at the City's R Lot, or if the R Lot is no longer available for public parking, then patrons shall pay no more than the rate charged at the City's next closest public parking facility. Developer shall keep the parking garage open to public parking until the later of the R Lot and D Lot closing times; provided however, Developer shall not be required to keep the parking garage open to public parking later than midnight. Developer shall open the garage to public parking on weekends no later than the City opens the R Lot parking facility (or if the R Lot facility is not open for public parking on weekends, then no later than the nearest City owned parking facility that is open for public parking on weekends). The Director of Parking Operations or his successor may shorten the hours that the Project's parking garage must be available for public parking if the Director determines, in his sole discretion, that there is no need for public parking at the Project site during all or a portion of the hours set forth above.

(f) 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), subject to adjustment as set forth in Section 10(f)(ii) below. The EMS Fee shall be paid from the escrow account set up for the Sales Transaction. The fee shall be paid upon any Sales Transaction by Developer, and upon each subsequent 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.

(iii) Liens for EMS Fee Payable Upon Sale. Developer hereby grants to the City, with power of sale, a lien on the Property 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 by Developer or any successor-in-interest to Developer, then City may enforce such lien by sale by 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. 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. 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 hereby expressly granted a "power of sale" in connection therewith. Developer, or any subsequent owner of the Property or any portion thereof, shall provide notice to City, in a form satisfactory to the City, upon any opening of escrow that will result in a Sales Transaction or any other conveyance of the Property or portion thereof. The notice shall include a declaration stating the amount of the EMS Fee due upon closing of any Sales Transaction, or in the case of a conveyance that is not a Sales Transaction, the reason that such conveyance is not a Sales Transaction and therefore not subject to the EMS Fee. Upon receipt of the full amount of the EMS Fee payable with respect to a sale, City shall execute and deliver such documentation, in recordable form, as Developer, the buyer or the title company may reasonably request to evidence the payment of the EMS Fee and extinguishment of the City's lien rights with respect to such sale. Such documentation shall also indicate that payment of the EMS Fee shall not extinguish the City's lien rights with respect to subsequent Sales Transactions.

(g) Streetscape Improvements. Developer shall install streetscape improvements, including granite sidewalks, flower pots and street furniture as approved by the City, along the Dayton Way and Beverly Drive frontages of the Project provided that the City adopts a program by December 31, 2008 to generally require developments in the business triangle similar to the Project to install similar streetscape improvements.

(h) Closed Circuit Television. Developer will participate in the City's closed circuit television monitoring program for the City's streets by allowing cameras to be placed on

the Project and on the adjacent Bank of America building at the intersection of Wilshire Boulevard and Beverly Drive. The cameras shall be placed in locations reasonably acceptable to Developer and City that allow the cameras to have an unobstructed view of the adjacent right of way for a range of at least ninety (90) degrees. Prior to issuance of a building permit, Developer shall also pay to City $25,000 toward the placement of cameras in the right of way adjacent to the Project. Developer will participate in any other fee or assessment program applied generally to property owners in the Business Triangle for the purpose of funding the security camera program but will receive a credit toward any such assessment for the $25,000 previously paid by Developer pursuant to this Agreement.

(i) Green Building Standards. If the City has not adopted Green Building Standards that apply to the Project before the Effective Date of this Agreement, then Developer shall construct the Project to a level equivalent to LEED Certified status as determined by the City's Director of Building and Safety prior to issuance of a building permit.

11. Issuance of Building Permit. The City shall be under no obligation to issue a building permit for the Project until all the fees set forth in Section 10 and due before issuance of a building permit have been fully paid to City.

12. Default. Failure by City or Developer to perform any term or provision of this Agreement for a period of thirty 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 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.

Subject to the foregoing, after notice and expiration of the 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 Council within thirty 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 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.

13. Expiration. Upon the expiration of the Term, 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, subsections (d) through (j) 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, subsections (d) through (j) and the 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.

(a) In the event of a proposed transfer of interest in the Property or in this Agreement by Developer, Developer agrees to provide City at least thirty (30) days written notice of such proposed assignment prior to the proposed transfer and shall provide satisfactory evidence that the assignee will assume in writing through an assignment and assumption agreement all obligations of Developer under this Agreement. 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 the Developer (transferor) of any obligations under this Agreement.

(b) Assignment and Assumption of Obligations. For all proposed transfers of interest in the Property or in this Agreement, Developer shall provide to City an assignment and assumption agreement in a form reasonably satisfactory to the City Attorney.

(c) Successors and Assigns. All of the terms, covenants and conditions of this Agreement shall be binding upon Developer and its successors and assigns. Whenever the term "Developer" is used in this Agreement, such term shall include any other successors and assigns as herein provided.

15. Covenants. 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.

16. Indemnification.

(a) Developer agrees to and shall indemnify, hold harmless, and defend, 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 ___, regardless of whether or not City prepared, supplied, or approved plans or specifications, or both. In the event of litigation, City agrees, at no cost to City, to cooperate with Developer. This indemnification, hold harmless and defense requirement shall survive the termination or expiration of this Agreement. City reserves

the right, in cases subject to this indemnity, to reasonably approve the attorney selected by Developer to defend Developer and 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 City for 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 the 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 City in any such defense as City may reasonably request and may not resolve such challenge without the agreement of City. In the event Developer fails or refuses to reimburse City for its cost to defend any challenge to this Agreement, the Project Approvals or the EIR, City shall have the right to terminate this Agreement, subject to the notice and cure requirements of Section ___ above. In all events, City shall have the right to resolve any challenge in any manner, in its sole discretion, provided, however, the Developer's consent shall be required if the resolution of the challenge shall require a payment by the Developer.

In order to ensure compliance with this section, 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, the Developer shall deposit with the City cash or other security in the amount of $50,000, 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, the applicant 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 is necessary to secure the obligations of this section, the Developer shall provide such additional security within fifteen (15) days of notice from the City Attorney. The City shall promptly notify the 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, the Developer's consent shall be required if the resolution of the challenge shall require a payment by the Developer.

17. Relationship of the Parties. The Parties acknowledge and agree that the Developer is not acting as an agent, joint venturer or partner of the City, but 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.

18. 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.

19. No Third Party Beneficiaries. The only Parties to this Agreement are the City and Developer and their respective successors-in-interest. 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.

20. 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.

21. Certificate of Compliance. At any time during the term of this Agreement, any lender 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 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. The failure of any Party to provide the requested certificate within such ten (10) business day period shall constitute a confirmation that this Agreement is in full force and effect without modification except as may be represented by the requesting Party and that to the best of such Party's knowledge, no defaults exist under this Agreement, except as may be represented by the requesting Party.

22. 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.

23. Periodic Reviews.

(a) Annual Reviews. 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 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 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 23 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 Planning 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.

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 in the manner provided in Section 29, together with a written specification of the reasons therefor. Such written notice shall also specify a reasonable time for Developer to cure such non-compliance, which time shall be not less than thirty (30) days after Developer's receipt of such notice.

(e) Appeals to City Council. A determination of non-compliance by the Community Development Director pursuant to this Section 23 shall be appealable to the City Council within thirty (30) days after Developer's receipt of the Community Development Director's written notice of non-compliance given pursuant to Section (d) above. If Developer appeals such a determination to the City Council, then the City Council shall schedule a public hearing thereon not later than thirty (30) days after the date on which Developer gives its notice of appeal to City. At such hearing, Developer shall be entitled to address all of the issues considered by the Community Development Director in making such determination. Information presented by Developer at such hearing may be presented orally and/or in writing. If, after receiving any written response of Developer to the Community Development Director's determination, and after considering all of the information presented at such hearing, the City Council finds and determines that Developer has not in good faith complied with the terms and conditions of this Agreement, then the City Council shall specify in writing to Developer the respects in which Developer has failed to so comply, and shall also specify a reasonable time for Developer to cure such non-compliance, which time shall be not less than thirty (30) days after Developer's receipt of such notice. A determination by the City Council of non-compliance shall be in writing delivered in accordance with Section 29, and shall specify in detail the grounds therefor, so that Developer shall have the opportunity to implement any measures necessary to cure such non-compliance. If the noncompliance so specified by the City Council is not cured within the time so specified, then City may terminate this Agreement by providing written notice of termination.

(f) Effect on Default. Nothing in this Section 23 shall be interpreted to prevent the City from providing Developer with a notice of default hereunder at any time other

than during a periodic review under this Section 23, or from terminating this Agreement pursuant to the provisions hereof following any event of default by Developer.

24. Future Litigation Expenses.

(a) Payment of Prevailing Party. If 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 defaults, breaches, tortious acts, or otherwise 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.

25. 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."

26. Amendment: Waiver. 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. 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.

27. 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, this entire Agreement shall be void and unenforceable and of no further force and effect.

28. Binding Effect. Except as may otherwise be expressly provided herein to the

contrary, this Agreement and each of the provisions hereof shall be binding upon and inure to the benefit of each of the parties hereto, and their respective successors and assigns.

29. 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 the party 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 the Developer:	Beverly Wilshire Owner, LP Attn: Peter Duncan c/o George Comfort & Sons of California, Inc. 9465 Wilshire Blvd., Suite 200 Beverly Hills, CA 90212
with copy to:	Mark Egerman, Esq. Egerman & Brown, LLP 9401 Wilshire Blvd. Suite 500 Beverly Hills, CA 90212
To the City:	City Manager City of Beverly Hills 455 N. Rexford Dr. Beverly Hills, California 90210
with copy to:	City Attorney City of Beverly Hills 455 N. Rexford Drive Room 220 Beverly Hills, California 90210

Any party hereto may from time to time, by notice given to the other parties hereto pursuant to the terms of this Section 29 change the address to which communications to such party are to be sent or designate one or more additional persons or entities to which communications are to be sent.

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

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

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

33. 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.

IN WITNESS WHEREOF, the parties hereto have entered into this Agreement as of the date first above written.

[Add signature and acknowledgment blocks to execution copies]

[Add Exhibit A-Property Description]

RESOLUTION NO. 1489

RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS CONDITIONALLY APPROVING A PLANNED DEVELOPMENT AND LOT LINE ADJUSTMENT TO ALLOW CONSTRUCTION OF A RETAIL, COMMERCIAL AND ENTERTAINMENT TALENT AGENCY OFFICE PROJECT FOR PROPERTY LOCATED AT 231-265 NORTH BEVERLY DRIVE (WILLIAM MORRIS AGENCY PROJECT)

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

Section 1. Mark Egerman, on behalf of Beverly Wilshire Owner, LP (the "Applicant"), has applied for a General Plan Amendment, a Zoning Code Amendment to create the Entertainment Office Overlay Zone ("E-O-PD"), a Zoning Map Amendment to apply the E-O-PD Overlay Zone to the subject property, a Planned Development permit, a Lot Line Adjustment and a proposed Development Agreement for an entertainment talent agency office building with street level retail and commercial use (the "Project") at property known as 231-265 North Beverly Drive bounded by Beverly Drive on the east, Dayton Way on the north, an alley on the west and the existing Bank of America site (9461 Wilshire Boulevard) to the south (the "Project Site"). The intended office building occupant is William Morris Agency. The Project Site is subject to a covenant that requires provision of 262 parking spaces by the adjacent Bank of America Building at 9461 Wilshire Boulevard.

The Planning Commission's role as to the General Plan Amendment, Zoning Code Amendment, Zoning Map Amendment and Development Agreement is solely advisory to

the City Council, however the Commission has the role of approving or conditionally approving the Planned Development permit and Lot Line Adjustment components of the Project.

Section 2. The approvals requested by the Applicant include the following:

2.1 General Plan Amendment: a request to amend the text of the General Plan to create the Medium Density Commercial Land Use category, and amending the Land Use Plan Map to designate the Project Site as Medium Density Commercial, with maximum allowable height of 92 feet and floor area ratio (FAR) not to exceed 3.6:1;

2.2 Zoning Code Amendment: a request to create an overlay zone to allow for entertainment talent agency uses (the Entertainment Office Planned Development Overlay Zone (E-O-PD)) and set specific development standards for such uses including a maximum height of 88 feet, with allowance for up to 92 feet only in the event of technical difficulty encountered during construction, and a floor area ratio of no more than 3.6:1;

2.3 Zone Change: a request to apply the Entertainment Office Planned Development Overlay Zone (E-O-PD) to the Project Site;

2.4 Planned Development permit: a request to allow construction of a proposed talent agency office building with street level retail and commercial uses and subterranean parking;

2.5 Lot Line Adjustment: a request to relocate the northerly lot line of Lot 10 fifteen (15) feet to the south, in effect increasing the width of Lot 11 by fifteen (15) feet; and

2.6 Development Agreement: a request for an agreement between the Applicant and the City to address vested rights to proceed with the Project, the potential tax-generating revenues from sales from the retail/commercial stores, increased business license fees

from the office tenants, and increase in assessed land and building values which should generate additional property taxes, and other issues.

Section 3. The Planning Commission held its first duly noticed Public Hearing on July 25, 2007. The primary purpose of that hearing was to discuss the Draft Environmental Impact Report ("DEIR") which was released for public review on July 10, 2007. The hearing was continued on August 9, September 5, September 6, September 27 and October 11, 2007 to allow the Applicant to present the Project, the public to comment on the Project, and the Applicant to revise the Project in accordance with direction and comments from the Planning Commission. The evidence, both written and oral, was presented at said hearings. In addition, the Commission conducted site visits on July 12, 2007 and September 27, 2007. The DEIR was released for a 45-day public review period on July 10, 2007. The 45-day comment period ended on August 23, 2007. Responses to the comments received were prepared, and are contained in the Final EIR prepared by RBF Consulting, the City's environmental consultant.

Section 4. In response to the Planning Commission comments and direction, the Applicant has revised or agreed to revise the Project in the following ways:

4.1. Parking. Additional parking has been provided on levels P2-P4, through the elimination of drive aisles and restriping resulting in 32 additional parking spaces, for a total of 697 spaces as compared to the 665 spaces initially proposed.

4.2. Loading. Loading spaces for the Project have been revised to a parallel configuration. Sufficient space has been provided for three loading spaces, assuming two trucks in a parallel configuration and one van in a head-in configuration. The prior configuration entailed two truck and one van loading spaces all at an angle from the alley.

4.3. Access. Additional access into the William Morris building has been provided by reversing the circulation of the proposed ramp connected to the Bank of America Building driveway on parking level P1 to allow for and additional ingress. The additional access point will allow for access from both Dayton Way and Beverly Drive whereas the prior layout allowed access only from Dayton Way. The ramp has been widened to accommodate larger vehicle turning movements. The Dayton Way driveway curb radius also has been increased to facilitate the turning movements of larger vehicles. The new access point proposed from Beverly Drive would eliminate a significant traffic impact previously identified at the Rodeo Drive and Dayton Way intersection.

4.4. Overlay Zone. The Overlay Zone has been revised to eliminate uses, reduce the floor area ratio to 3.6:1, eliminate exemptions to floor area, refine the maximum height limit, and eliminate the proposed Project's eligibility to participate in the in-lieu parking program with waiver of fees.

Section 5. 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. 1487, which is hereby incorporated by reference, (a) made certain CEQA findings and determinations, (b) certified the EIR, (c) adopted a Statement of Overriding Considerations, and (d) adopted a Mitigation Monitoring and Reporting Program. The documents and other materials that constitute the record on which this decision is based are located in the Department of Community Development and are in the custody of the Director of Community Development.

Section 6. The Project Site is presently developed with a one-story commercial structure and a separate six-story parking structure, all of which will be demolished to allow construction of the Project. The Project Site is subject to a covenant that requires provision of 262 parking spaces on the site for the benefit and use by tenants in the adjacent Bank of America site at 9461 Wilshire Boulevard.

Adjacent land uses generally include various commercial office and retail uses across Dayton Way and Beverly Drive to the north; and commercial office, restaurant, retail uses and the 82-foot, seven-story (plus mezzanine) high Montage Hotel project under construction to the east across Beverly Drive. The eight-story and 110-foot tall Bank of America Building with 205 subterranean parking spaces lies to the south of the site with commercial office and retail uses on the south side of Wilshire Boulevard, and medium-density multi-family uses farther to the south of Wilshire Boulevard. Commercial retail and office uses are located across the alley between Rodeo Drive and Beverly Drive to the west.

The Project entails demolition of all on-site structures, excavating, regarding and compacting the site for the proposed building. The major Project components are as follows:

6.1 The proposed building will be 208,100 gross square feet in size, including 177,225 gross square feet of office space on floors two through six and 30,875 gross square feet of retail space (up to 8,000 square feet of which could be restaurant space) on the ground floor;

6.2 The currently proposed parking layout shows a total of 697 spaces utilizing some tandem and compact parking spaces. A valet and attendant parking system is proposed to operate on the premises, thereby allowing non-valet vehicles to utilize single and handicap spaces, as appropriate. The use of tandem spaces by the valet and attendant parking service will minimize the potential for parking conflicts, which otherwise would occur with tandem space self-parking;

6.3 The building is proposed to be constructed of structural steel over a subterranean parking garage. The exterior of the building is proposed to be clad in a glass cross-curtain wall system;

6.4 Maximum building height remains at no higher than 88 feet, except that up to a maximum of 92 feet may be permitted at the discretion of the Director of Community Development due to technical difficulties that may be encountered during construction of the Project;

6.5 The maximum Floor Area Ratio is 3.6:1, based upon the proposed building; and

6.6 The proposed building will be constructed by using techniques and measures as used in the "green developments." According to the Project's architect, the building as proposed will follow guidelines for developments that are comparable to qualify as a LEED Certified Building.

Section 7. The Planning Commission, by separate Resolution No. 1488, has recommended that the City Council amend the General Plan, adopt the proposed E-O-PD Overlay Zone and apply the E-O-PD Overlay Zone to the Project Site.

Section 8. The proposed Entertainment Office Planned Development Overlay Zone requires approval of a Planned Development permit from the Planning Commission, pursuant to Article 18.4, Planned Development, of the City's Zoning Code. The grounds for approving a Planned Development are whether the Project meets the objectives of the Overlay Zone. The objectives of the proposed E-O-PD Overlay Zone include:

8.1 To provide additional opportunities to locate a major quality talent agency that would not otherwise be allowed by the underlying zone due to height and floor area ratio limitations, in order to maintain and strengthen the economic base of the City;

8.2 To encourage the development and redevelopment of the property at 231-265 North Beverly Drive to provide for single and multi-tenant entertainment talent agency businesses, not currently available in the city;

8.3 To provide for the enhancement of employment and commerce within the Project area by locating new entertainment talent agency offices in the area;

8.4 To provide retail/commercial and entertainment talent agency's business uses responsive to the city's needs and regional market forces;

8.5 To encourage the provision of pedestrian-friendly amenities at the street level;

8.6 To augment the city's economic base by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the

entertainment talent agency business, and increase in assessed land and building values which should generate additional property taxes;

8.7 To protect the health, safety, and welfare of residents, businesses and visitors of the E-O-PD Overlay Zone and surrounding areas;

8.8 To foster development in the E-O-PD Overlay Zone that is environmentally sensitive;

8.9 To ensure that development, which includes floor area in excess of the density or other zoning limitations of an underlying zone, shall not be a right of the property owner, but instead shall be permitted only upon a determination that such development would meet the objectives set forth in this section; and

8.10 To ensure that development in the E-O-PD Overlay Zone will not materially and adversely affect the businesses adjacent to the E-O-PD Overlay Zone.

Section 9. Staff finds that, with the proposed conditions imposed on the approval of the Project, the Project meets the criteria outlined in Section 8. Conditions of approval for the Planned Development application are included in Exhibits "A," "B," and "C" to this Resolution. These conditions include city standard conditions as well as Project specific conditions noted in the staff reports provided to the Commission during Project hearings, including those related to use of the screening room and terrace and proposed parking garage operations.

9.1 The proposed Project will provide additional opportunities to locate a large scale office building to meet the needs of a quality talent agency in the Business Triangle area of the city that would not otherwise be encouraged by the underlying C-3 zone in that the

programmatic building needs of the intended tenant, William Morris Associates, would not be met without the greater height and flexibility in parking area design standards that are allowed through the E-O-PD Overlay Zone. Further, the proposed Project will help retain an important corporate citizen in the city, which will maintain and strengthen the economic base of the city.

9.2 The proposed Project encourages the development and redevelopment of the property at the 231-265 North Beverly Drive project site, and will provide for and accommodate a single tenant entertainment related business use in ways not currently available in the city. The Project will reinvigorate a site that is currently underutilized as an above ground parking structure with architecture and design that is no longer in keeping with the newer projects in the area.

9.3 The proposed Project will provide for the enhancement of employment and commerce within the Project area in that the site will be revitalized as an office building with more employment opportunities than presently exist on the site, and will bring additional workers and business guests into the Business Triangle with the increased potential for patronage of existing and proposed retail and restaurant establishments.

9.4 The proposed Project will provide retail/commercial and entertainment talent agency business office uses responsive to the city's needs and regional market forces in that the Project consists of street level retail and commercial uses, including restaurant space, to revitalize the site's relationship to the street, and will provide needed Class A office space for use by a prominent talent agency. The Project responds to the needs of the city to retain important entertainment businesses and responds to the regional market by keeping Beverly Hills competitive in the marketplace for higher end office space.

9.5 The proposed Project encourages the provision of pedestrian-friendly amenities at the street level by integrating retail and restaurant space at the street level with the office space located on higher levels. Placement of retail and restaurant space at the street level maintains the pedestrian scale of the area and reinforces the relationship of the Project Site to other pedestrian-friendly streets and developments in the area, including Beverly Drive, Two Rodeo complex, and the proposed Beverly Hills Gardens.

9.6 The proposed Project will augment the city's economic base by providing tax-generating revenues from sales from the retail/commercial stores and restaurants, increased business license fees from the entertainment talent agency businesses, and an increase in assessed land and building values which should generate additional property taxes.

9.7 The proposed Project will protect the health, safety, and welfare of residents, businesses and visitors of the E-O-PD Overlay Zone and surrounding areas in that the Project has been designed to minimize its impacts through incorporation of green building technologies and revisions to the access with the effect of eliminating potentially significant circulation impacts. Further, the economic benefits of the Project serve to maintain the success and health of the Business Triangle for the good of the entire city.

9.8 The proposed Project fosters development in the E-O-PD Overlay Zone that is environmentally sensitive through incorporation of green building techniques sufficient to qualify for a LEED certified status.

9.9 The proposed Project ensures that development, which includes floor area in excess of the density or other zoning limitations of the C-3 zone, is not a right of the property owner, but instead is permitted only upon a determination that such development would meet the objectives set forth in the E-O-PD Overlay Zone. Specifically, the E-O-PD Overlay Zone is

applied only to the 231-265 North Beverly Drive site and is not applied to the adjacent Bank of America property, even though both properties are under the same ownership.

9.10 . The proposed Project ensures that development in the E-O-PD Overlay Zone will not materially and adversely affect the businesses adjacent to the E-O-PD Overlay Zone, in that it is required to take measures to minimize impacts and disruption during construction, is designed so as to minimize impacts to adjacent businesses, and is intended to revitalize the Project Site for the overall benefit of the businesses in the area and the community as a whole.

Section 10. Article 8 of Chapter 2 of Title 10 of the Beverly Hills Municipal Code (Section 10-2.801, *et seq.*) authorizes the granting of a lot line adjustment by the Planning Commission provided the proposed adjustment meets certain criteria set forth in Section 10-2.805 of said Article 8. The lot tie is an administrative process; which can be approved by either the Director or the Commission. Because the lot line adjustment accompanies other applications, it is being brought before the Commission for review and approval. In reviewing the proposed request for a lot line adjustment, the Planning Commission considered the following issues:

10.1 Whether the proposed lot line adjustment will deny access to any parcel;

10.2 Whether the proposed lot line adjustment will result in a conflict with any public or private easement; and

10.3 Whether the proposed lot configurations meet all standards of the zoning, subdivision and building ordinances.

Section 11. Based upon the evidence presented, including the staff report and oral testimony, the Planning Commission hereby finds:

11.1 . The property consists of existing Lots 8 through 16. The Bank of America building is located on Lots 8 and 9 plus 35 feet of Lot 10, which is presently approximately 50 feet wide. The proposed new building will be built on the northerly 15 feet of Lot 10 and Lots 11, 12, 13, 14, 15 and 16. Lots 8 through 15 and the improvements thereon are owned by the same entity, Beverly Wilshire Owner, LP. The lot line adjustment will add the northerly 15 feet of Lot 10 to Lot 11 through a lot line adjustment, and Lots 11 through 16 will be tied together.

The boundary line adjustment would allow the remaining portion of Lot 10 to be tied to the site occupied by the William Morris Agency Project. With a new boundary, an easement becomes necessary for shared driveway access purposes at the Bank of America building because the Beverly Drive access to the William Morris Agency parking garage will be shared with the Bank of America driveway. The conditions of approval include a requirement for the easement, thus the lot line adjustment will not deny access to any parcel.

11.2 The proposed lot line adjustment will not result in a conflict with any public or private easement. However, in order to allow construction of the Project with subterranean linkage to the Bank of America parking, a small portion of floors two through eight of the Bank of America building will encroach over the new lot line. A condition of approval is a proposal to require an air space easement that will allow the encroachment and to require maintenance of appropriate building separations above the ground level to comply with applicable fire codes. Further, nothing in the lot line adjustment will affect the existing parking covenant recorded against the Project Site for the benefit of the Bank of America building.

11.3 The proposed lot configurations, as conditioned, meet all standards and comply with all provisions of the zoning, subdivision, and building ordinances and the proposed adjustment will not increase any existing non-conforming condition.

Section 12. As proposed and conditioned, the Project meets the objectives of the proposed Overlay Zone as set forth in Section 8 of this Resolution. For the reasons set forth above, the Planning Commission hereby approves the Planned Development permit and lot line adjustment subject to the Conditions of Approval set forth in Exhibit "A," the Standard Conditions of Approval set forth in Exhibit "B," and the Mitigation Monitoring and Reporting Program set forth in Exhibit "C," which are hereby incorporated by reference, provided that such approval shall only become valid upon the approval of the General Plan Amendment by the City Council and ordinance adopting the E-O-PD Zone Text Amendment and Zone Change having taken effect.

Section 13. 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: October 25, 2007

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

CONDITIONS OF APPROVAL

Exhibit A

CONDITIONS OF APPROVAL
William Morris Project Planned Development and Lot Line Adjustment
(October 25, 2007)

1. The Project shall be built in substantial compliance with the plans submitted and reviewed by the Planning Commission except as modified by these conditions of approval, including Exhibit B, "Standard Conditions List," and Exhibit C, "Mitigation Monitoring Program," which are incorporated herein by reference, and subject to additional conditions as may be imposed by the Architectural Commission. Any modifications to the plans shall be approved by the Department of Community Development/Planning prior to any work being done on the Project pursuant to those modifications. Review of modifications or corrections of may trigger the need to pay additional processing fees.

2. Second floor terrace level requires two legal exits.

3. An offsite improvement plan prepared by a registered civil engineer shall be submitted to the Engineering Division for review and approval prior to issuance of a building permit. This plan must show all improvements in the public right-of-way adjacent to the proposed site. All facilities to be constructed or relocated within the public right-of-way must be clearly shown.

4. In accordance with the requirements set forth in City Council Resolution 71-R-4269, the applicant shall file a formal written request with the Engineering Division 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 Engineering Division. An indemnity bond must be submitted and approved by the City Attorney prior to excavation. Such improvement shall be in accordance with the *Summary Of Requirements For The Installation/Removal Of Tie-Backs And Supporting Structures* document available from Public Works.

5. The applicant must obtain an NPDES permit State Regional Water Quality Control Board (RWQCB) for any temporary dewatering during construction. All discharge shall be made directly into a storm drain or catch basin as directed by the Engineering Division.

6. If permanent dewatering is required for this project, an NPDES permit shall be required from State Regional Water Quality Control Board (RWQCB).

7. If the subterranean parking is extended into the public right of way of Beverly Drive an 8 feet vertical separation shall be provided below the roadway and the applicant shall secure an Encroachment Permit from the City and comply with all conditions of approval imposed thereon.

8. A Standard Urban Storm water Mitigation Plan (SUSMP) prepared by a registered civil engineer shall be submitted for the project. The Best Management Practices for storm water runoff is required for project over one acre in area.

9. The project developer shall re-pave Beverly Drive, Dayton Way and the alley contiguous to the project at the conclusion of project construction.

10. No loss of parking meter revenue on Beverly Drive shall occur during construction. The applicant shall pay meter revenue for each meter based on full usage (10 hours a day and 6 days a week) multiplied by days of construction. The payment of meter revenue shall be made at the time the applicant applies for street use permit at the beginning of the construction.

11. The project developer shall investigate different methods of construction to avoid dewatering, consider using this water on site, or consider options of replenishing the Hollywood Basin. Further, the project developer shall comply with the City's ordinances regarding dewatering.

12. No solid waste bins shall be allowed in the alley (public right of way), unless they are offset inside the building wall as not to impede traffic.

13. The Floor Area Ratio (FAR) for the proposed structure at 231-265 North Beverly Drive shall not exceed 3.6:1.

14. Three loading spaces consisting of two parallel truck loading spaces and one perpendicular van loading space shall be provided for the project site as shown on the revised plans approved by the Planning Commission.

15. Prior to issuance of any building permits, reciprocal access and egress easement, or other legally binding and recordable document shall be recorded against the project site and the site of the adjacent Bank of America building at 9461 Wilshire Boulevard, to ensure access to the project site in accordance with proposed driveway access entrance/ exit through the 9461 Wilshire Boulevard building driveway access and parking structure.

16. A parking sign program shall be prepared for the Project to provide guidance for the motorists entering/existing the building garage. The parking sign program shall be approved by the Director of the Community Development Department prior to issuance of a building occupancy permit.

17. All lots designated as 231-265 North Beverly Drive, Lots 11-16 and the northerly portion of Lot 10, as defined by the lot line adjustment concurrently approved by this resolution, shall be tied together. The final plot plan for the lot line adjustment shall be recorded prior to issuance of a building permit.

18. An updated Construction Management Plan for the project shall be submitted to the Community Development Department for review and approval prior to issuance of a demolition permit for the project. The Construction Management Plan shall include the following additional information at a minimum: pedestrian connections during construction, phased to include coordination with Montage construction team to

minimize any disruption of accessibility of sidewalk within this block; location and operations information for the temporary valet station as well as details of validation or other mechanisms of payment, lane configurations/barricade plans for provision of four lanes on Beverly Drive during construction.

19. The project, as conditioned by the Planning Commission to allow a maximum of 100 screening room seats, shall be required to provide 730 parking spaces based on the City's parking code, all of which shall be provided on-site. However, the Applicant shall have the option of reducing the building area to reduce the parking need based on the City's Code. Evidence of provision of adequate parking shall be provided prior to the issuance of a building permit. See condition 26 below regarding the process and parking requirements for any increased screening room seating capacity.

20. The rates for parking at the Project shall include the following:

    a. Parking shall be provided free of charge for all employees of building tenants.

    b. Parking shall be provided free of charge for all visitors to the office tenants.

    c. Parking shall be provided free of charge for one hour for retail/restaurant visitors. After the first hour, rates shall be no more than the rates charged at nearest public parking lot, located at the Beverly Gardens/Montage development.

    d. The parking garage shall be available for public parking in the evenings (after 6:00 p.m.) on weekdays and all day on weekends.

21. In accordance with the parking covenant executed in 1958, the project site shall provide 262 covenanted parking spaces for use by the Bank of America building at 9461 Wilshire Boulevard.

22. Parking plans submitted for a building permit shall include typical parking space dimensions (width and length). All parking spaces shall be in compliance with the parking plan approved by the Planning Commission.

23. Loading operations shall be conducted in accordance with a Loading Management Plan whose central objective is to maintain traffic circulation in the alley. The plan shall be submitted to the satisfaction of the Community Development Department Planning Division and shall require coordinated scheduling of deliveries, procedures to minimize delivery times, and the presence of a loading manager at all times to ensure that a clear travel path is maintained.

24. Prior to issuance of a building permit, the applicant shall secure approval from the Architectural Commission. The plans shall be revised in compliance with conditions of approval required by the Architectural Commission. A preliminary architectural plan including landscape plan for the terrace area shall be submitted at the time of Architectural Commission review of the project. The landscape plan shall include plant names and sizes and shall include terrace landscaping.

25. The applicant shall provide a certification by a certified engineer that the proposed glass type and its reflectivity will not create any glare impacts on the adjacent

properties and adjacent streets. The project developer shall utilize glass with reflectivity factors of 34% for the Pewter color glass, and 14% for the Blue colored glass. When combined glass types that are playing a supporting role, the overall reflectivity of the building shall not exceed 24%. The Director of Community Development shall have the authority to require revisions in the glass reflectivity levels in the event that the Director determines that the glare of from the building is excessive.

26. The use of the screening room shall be subject to the following limitations:

    a) The screening room shall only be used by tenants of the building and their invited guests and shall not be open to the general public, unless authorized by a conditional use permit pursuant to Article 38 of Title 10 of the Municipal Code.

    b) No exterior signage or other type of advertising regarding the screening room shall be permitted.

    c) Maximum seating capacity of the screening room shall not exceed 100 seats unless a conditional use permit pursuant to Article 38 of Title 10 of the Municipal Code is first obtained and the project provides parking at a rate of one parking stall for each four seats in excess of 100 seats. Under no circumstances shall the total number of seats in the screening room exceed 180.

    d) "Special Event" for the purposes of this Project is defined as an event that is not part of the normal business activity of the William Morris Agency and that is attended by non-client invitees. The term "Special Event" shall not include a use that is part of the functioning of the business or an event primarily for the employees of William Morris Agency. Special Events planned for the screening room or terrace areas of the building shall require approval by the Community Development Director, which decisions may be appealed to the Planning Commission.

    e) During any event except for an approved Special Event, refreshments shall be provided at no charge to the patrons of the event.

27. The use of the terrace shall be subject to the following limitations:

    a) The Terrace shall be an ancillary use of the building for use by tenants and their invited guests.

    b) No exterior signage or other type of advertising regarding the events conducted on the terrace shall be permitted.

    c) During any event on the terrace, refreshments shall be provided at no charge to the patrons of the event.

28. Parking spaces in the proposed William Morris building and the existing Bank of America Building shall not be leased or rented to persons who are not tenants of the buildings except pursuant the recorded covenant allowing Bank of America building parking at the William Morris building site.

29. Compact spaces may be used, measuring not less than 7.5' x 17' to satisfy up to 17% of the parking requirement. Parking spaces that are both compact and tandem may be used, measuring not less than 7.5' x 17' to satisfy up to 7% of the parking requirement.

30. The property owner(s) of the project site and the adjacent Bank of America site shall enter into a reciprocal access and egress easement or other binding agreement recorded against both properties memorializing the shared access and egress. The easement or agreement shall include a provision requiring approval from the City before the easement of agreement can be revoked, withdrawn or modified and shall enable to the City to impose conditions on any closure of the access and egress for a period of longer than one (1) week.

31. Documentation of the lot line adjustment, open space easement, easement for reciprocal access and egress, and easement for maintenance of air space between the Bank of America building and the proposed project, all of which shall be in a form acceptable to the City Attorney, shall be recorded prior to the issuance of a building permit.

32. The applicant shall comply with and implement the Mitigation Monitoring and Reporting Program adopted by the Planning Commission in conjunction with the approval of this Project.

33. The Project shall not be eligible to participate in the City's in-lieu parking program.

34. The following uses shall be prohibited on the Project site: medical uses; vehicle dealership-related automotive uses; adult entertainment businesses; massage parlors; bars or taverns; liquor stores; markets; exercise facilities; hair or nail salons; and pharmacies.

35. Prior to the issuance of a building permit, the property owner shall execute and record a covenant acceptable to the City Attorney agreeing to hold the parcels contained within the project site as a single site for the life of the building.

36. As soon as feasible, and prior to occupancy of the building, the Applicant shall be responsible to reinstall the parking meters along Beverly Drive that will be displaced by construction prior to occupancy of the building, or shall reimburse the City for any costs it incurs in replacing the displaced parking meters.

37. These conditions of approval shall run with the land and shall remain in force for the duration of the life of this Permit. This resolution shall not become effective until the owner of the Project site records a covenant, satisfactory in form and content o the City Attorney, accepting the conditions of approval set forth in this resolution. The covenant shall include a copy of this resolution as an exhibit. The Applicant shall deliver the executed covenant to the Department of Community Development within 60 days of the final decision on the project. At the time that the Applicant delivers the covenant to the City, the Applicant shall also provide the City with all fees necessary to record the document with the County Recorder. If the Applicant fails to deliver the executed covenant within the required 60 days, this resolution shall be null and void and of no further effect. Notwithstanding the foregoing, the Director of Community Development may, upon a request by the Applicant, grant a waiver from

the 60-day time limit if, at the time of the request, the Director determines that there have been no substantial changes to any federal, state or local law that would affect the City's ability to approve the project.

EXHIBIT B

STANDARD CONDITIONS OF APPROVAL

EXHIBIT B

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 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.

4. 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.

5. 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.

6. 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.

7. The applicant shall underground, if necessary, the utilities in adjacent streets and alleys per requirements of the Utility Company and the City.

8. 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.

9. 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.

10. 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.

11. 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-or-way, and for use of the public right-or-way for staging and/or hauling certain equipment and materials related to the project.

12. 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.

13. During construction all items in the Erosion, Sediment, Chemical and Waste Control section of the general construction notes shall be followed.

14. Condensate from HVAC and refrigeration equipment shall drain to the sanitary sewer, not curb drains.

15. 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.

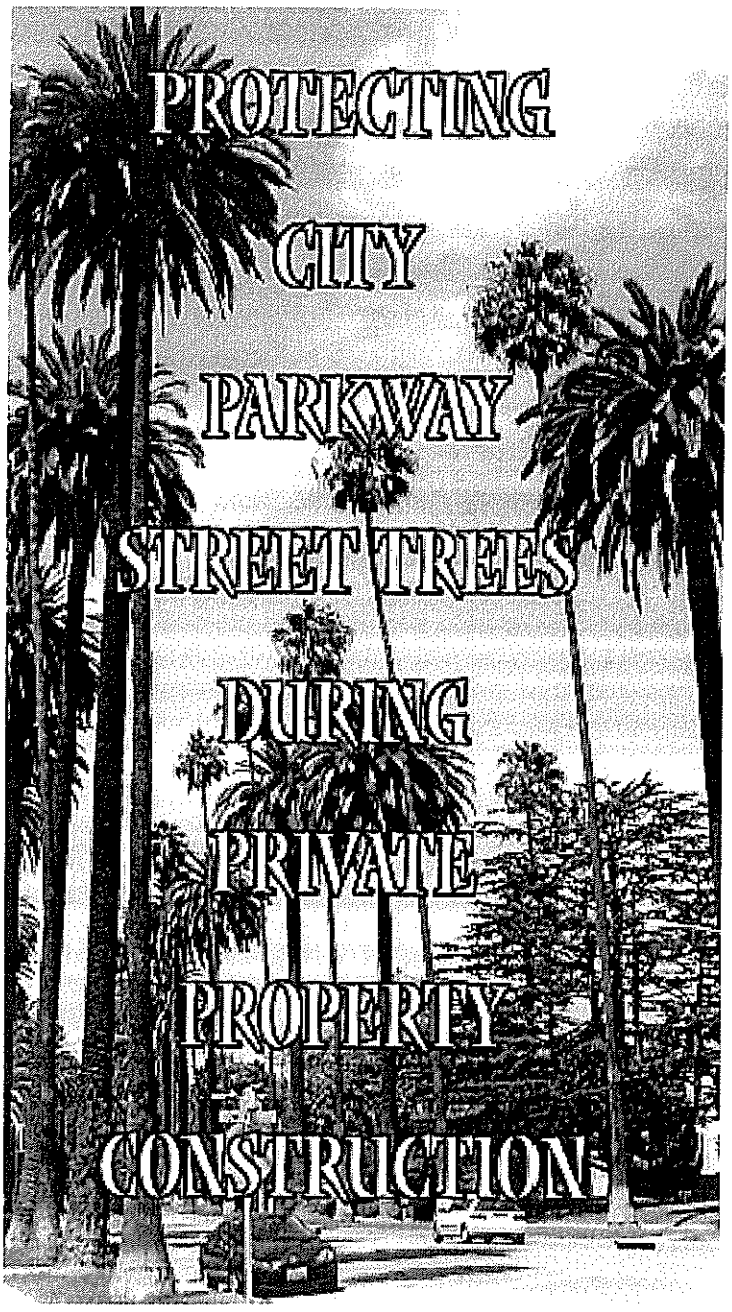
16. Organic residuals from daily operations and water used to wash trash rooms cannot be discharged to the alley. Examples are grocery stores, mini markets and food services.

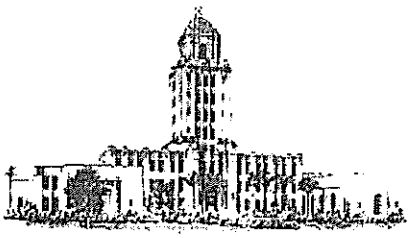
17. All ground water discharges must have a permit (NPDES) from the Regional Water Quality Control Board. Examples of ground water discharges are; rising ground water and garage sumps.

18. 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.

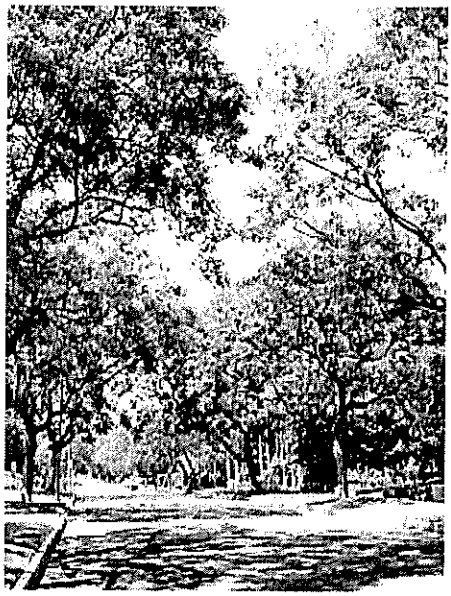
19. After completion of architectural review of a new or modified commercial structure, and prior to issuance of the certificate of occupancy, the applicant is required to comply with the Public Art Ordinance. An application is required to be submitted to the Fine Art Commission for review and approval of any proposed art piece or, as an alternative, the applicant may choose to pay an in-lieu art fee.

Standard Conditions List
for the Planning Commission





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 unheathy, 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 implemention 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.

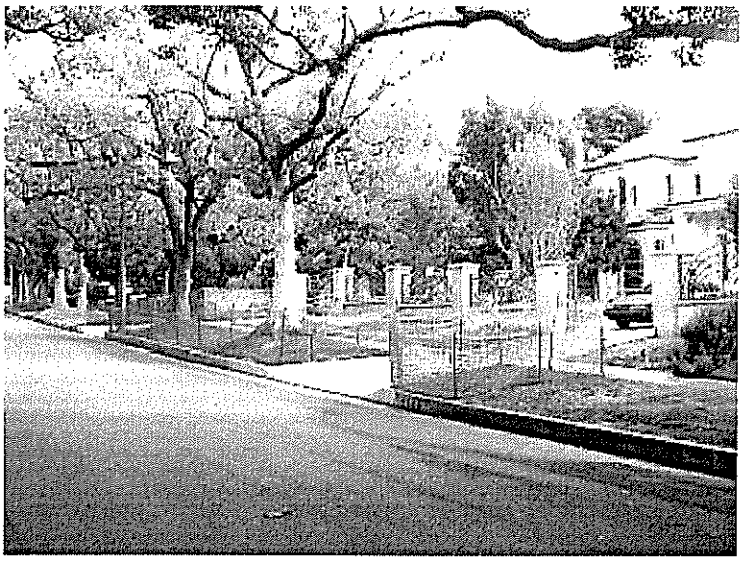
PROJECT PLANNING

- 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 inital 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.



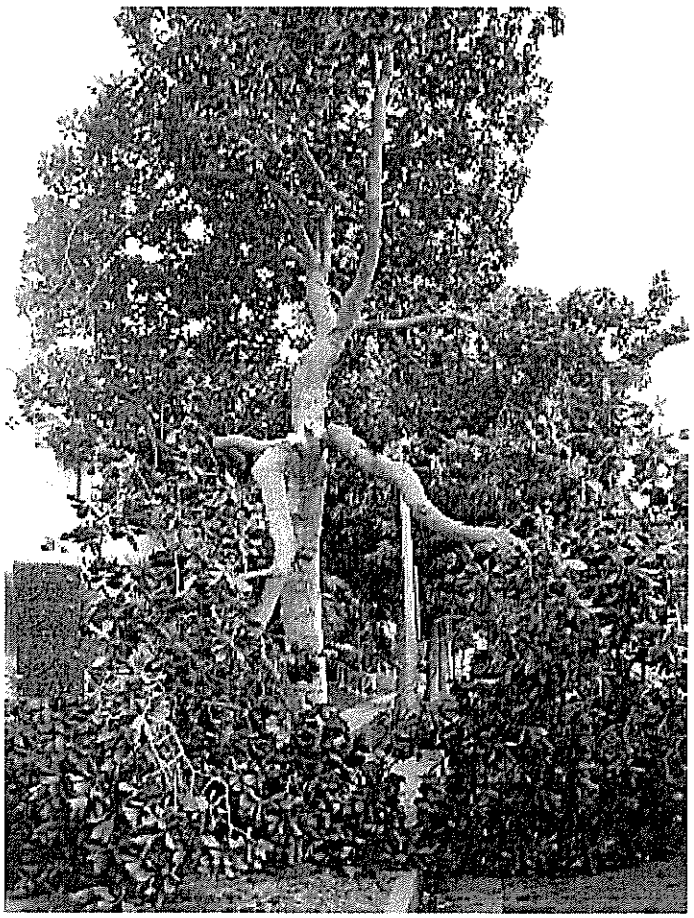
Maintain the tree protection zone fencing and parkway condition at all times.

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/pbItem.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

EXHIBIT C

MITIGATION MONITORING AND REPORTING PROGRAM

12.0 MITIGATION MONITORING AND REPORTING PROGRAM

Sections 1.0 and 5.0 of this EIR identify the mitigation measures that will be implemented to reduce the impacts associated with the 231 – 265 North Beverly Drive 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 to the project which it has adopted, or made a condition of project approval, 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 1.0 and discussed in Section 5.0. 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.

231 – 265 North Beverly Drive Project Environmental Impact Report
Mitigation Monitoring and Reporting Program

	Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
Aesthetics, Light, and Glare						
AES1	Construction equipment staging areas shall use appropriate screening (i.e., temporary fencing with opaque material) to buffer views of construction equipment and material, when feasible. Staging locations shall be indicated on Final Development Plans and Grading Plans.	Community Development Department	A Construction Management Plan shall be prepared by the applicant and reviewed by the Community Development Department and filed with the Building & Safety Division prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan complies with this measure. The inspectors in the field will also review the work to ensure that the plan complies with the requirements noted in the Construction Management Plan.	This measure shall be met prior to the issuance of any grading or construction permits. This measure shall be in effect until the issuance of the certificate of occupancy.		
AES2	All construction-related lighting shall include shielding in order to direct lighting down and away from adjacent hotel and residential uses and consist of the minimal wattage necessary to provide safety at the construction site. A construction safety lighting plan shall be submitted to the City for review concurrent with Grading Permit application.	Community Development Department	As part of the construction Management Plan, the project applicant shall prepare a construction safety lighting plan. The Construction Management Plan shall be reviewed by the Community Development Department and filed with	This measure shall be met prior to the issuance of any grading or construction permits. This measure shall be in effect until the issuance of the certificate of occupancy.		

231 – 265 North Beverly Drive Project Environmental Impact Report
Mitigation Monitoring and Reporting Program

	Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
			the Building & Safety Division prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan complies with this measure. The inspectors in the field will also review the work to ensure that the plan complies with the requirements noted in the Construction Management Plan.			
Traffic						
TR1	South Santa Monica Boulevard/Wilshire Boulevard – The project applicant shall make a fair share contribution to widen the eastbound Wilshire Boulevard approach at South Santa Monica Boulevard from two through lanes and one shared through/right-turn lane to consist of three through lanes and one dedicated right-turn lane. Implementation of this mitigation measure requires narrowing and relocation of the existing sidewalk and relocation of utilities adjacent to the existing Starbucks along eastbound Wilshire Boulevard.	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.		
TR2	Beverly Drive/North Santa Monica Boulevard – The project applicant shall make a fair share contribution to widen the	See above.	See above.	See above.		

231 – 265 North Beverly Drive Project Environmental Impact Report
Mitigation Monitoring and Reporting Program

	Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
	eastbound North Santa Monica Boulevard approach at Beverly Drive from one dedicated left-turn lane, one through lane, and one shared through/right-turn lane to consist of one dedicated left-turn lane, two through lanes and one dedicated right-turn lane. Implementation of this mitigation measure requires narrowing of the existing landscaped area located at the southwest corner of the intersection, adjacent to the existing City-operated parking facility and relocation of existing curb, utilities, and signal post.					
TR3	Beverly Drive/South Santa Monica Boulevard – The project applicant shall make a fair share contribution to widen the southbound Beverly Drive approach at South Santa Monica Boulevard from one through lane and one shared through/right-turn lane to consist of two through lanes and one dedicated right-turn lane. Implementation of this mitigation measure requires restriping of Beverly Drive between North Santa Monica Boulevard and South Santa Monica Boulevard and tapering of the southbound Beverly Drive curb at South Santa Monica Boulevard.	See above.	See above.	See above.		
TR4	Beverly Drive/Dayton Way – At the northeastern corner of the project site, the project applicant shall restripe (by removing the parking lane) the eastbound Dayton Way approach at Beverly Drive from one shared left-turn/through lane and one shared through/right-turn lane to consist of one shared left-turn/through	See above.	See above.	See above.		

231 – 265 North Beverly Drive Project Environmental Impact Report
Mitigation Monitoring and Reporting Program

	Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
	lane, one through lane, and one dedicated right-turn lane.					
TR5	North Santa Monica Boulevard/Wilshire Boulevard – The project applicant shall make a fair share contribution to re-stripe the southbound North Santa Monica Boulevard approach at Wilshire Boulevard from two through lanes, one shared through/right-turn lane, and one dedicated right-turn lane with overlap phasing to consist of three through lanes and one dedicated right-turn lane with overlap phasing. Additionally, the project applicant shall make a fair share contribution to widen the westbound Wilshire Boulevard approach at North Santa Monica Boulevard from one dedicated left-turn lane, two through lanes, and one shared through/right-turn lane to consist of one dedicated left-turn lane, three through lanes and one dedicated right-turn lane. The westbound Wilshire Boulevard approach requires relocation of the existing sidewalk and utilities adjacent to the existing Budget Car & Truck Rental surface lot along Wilshire Boulevard, thus impacting a portion of the existing Budget Car & Truck Rental surface lot. Widening of the westbound Wilshire Boulevard approach at North Santa Monica Boulevard would require acquisition of private property, and therefore, based on comments from City staff, is considered infeasible. Hence, according to City staff, only the portion of this mitigation measure that consists of restriping the	See above.	See above.	See above.		

231 – 265 North Beverly Drive Project Environmental Impact Report
Mitigation Monitoring and Reporting Program

	Mitigation Measure	Responsible Department	Monitoring Action	Implementation Schedule	Verification of Completion	
					Check Box	Date
	southbound North Santa Monica Boulevard approach at Wilshire Boulevard is considered to be feasible.					
Site Access and Circulation						
AC1	The construction contractor shall create a site access point that would not interfere with any construction vehicles turning left from the northbound lanes into the project site, subject to review and approval by the City of Beverly Hills.	Community Development Department	The site access point will be identified in the Final Construction Management Plan. The Construction Management Plan shall be reviewed by the Community Department Development and filed with the Building & Safety Division prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan complies with this measure. The inspectors in the field will also review the work to ensure that the plan complies with the requirements noted in the Construction Management Plan.	This measure shall be met prior to the issuance of any grading or construction permits. This measure shall be in effect until the issuance of the certificate of occupancy.		
AC2	In order to mitigate potential internal circulation and parking accessibility impacts in the proposed parking structure, full-time valet parking shall be required for all building visitors.	Community Development Department	The project applicant will prepare a Parking Operations Plan. This measure will be included in	The Parking Operation Plan is effective immediately upon issuance of building permits for the		

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			the Parking Operation Plan, which will be maintained on file in the Building and Safety Division. In the event that substantial problems arise, the Director of Community Development may impose operational or physical conditions on the project beyond those specifically stated in the parking management plan to address such problems.	project, and shall remain effective throughout the life of the project.		
Parking Supply and Demand						
PSD1	The project, as conditioned by the Planning Commission to allow a maximum of 100 screening room seats, shall be required to provide 730 parking spaces based on the City's parking code, all of which shall be provided on-site. However, the Applicant shall have the option of reducing the building area to reduce the parking need based on the City's Code. Evidence of provision of adequate parking shall be provided prior to the issuance of a building permit.	Community Development Department	The project applicant will comply with this mitigation by providing spaces on- or off-site. The revised plans filed with the Building & Safety division shall comply with this requirement. The plan check engineers will review the revised plans to ensure that they comply with this requirement.	This measure shall be met prior to issuance of building relevant building permits.		
Parking Management During Construction						
PMC1	In order to address parking for construction workers during demolition, excavation, and shoring activities, the following steps	Community Development	The primary contractor shall submit to the department a	The program and affidavit shall be		

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	shall be implemented: • Whenever possible, park the crews at the project site. • When the crews cannot park at the project site, they shall be permitted to use available parking at 9465 Wilshire Boulevard during the off-peak hours. • For peak hour parking needs that cannot be accommodated on-site, the project applicant shall procure 20 spaces on a monthly basis in nearby parking structures with excess capacity.	Department	program and an affidavit attesting to the compliance with this measure as part of the Construction Management Plan which will be reviewed by the Community Development Department /Building & Safety Department.	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.		
Parking Management During Operation						
PMO1	Signage and/or striping shall be installed to direct visitors to the central valet station upon entering the garage, in accordance with a signage and striping plan as approved by the Director of Community Development.	Community Development Department	This measure will be included in the Parking Operation Plan, which will be maintained on file in the Building and Safety Division. In the event that substantial problems arise, the Director of Community Development may impose operational or physical conditions on the project beyond those specifically stated in the parking management plan to address such problems.	The Parking Operation Plan is effective immediately upon issuance of building permits for the project, and shall remain effective throughout the life of the project.		
PMO2	The valet company shall be responsible for maintaining the correct directional flow of vehicles through the central valet station at all	Community Development	See above	See above.		

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	times, and especially during periods of high demands by visitors and pass-holders.	Department				
PMO3	For egress out of the structure, signage and/or striping shall be installed to direct visitors to use the Dayton Way exit in accordance with a signage and striping plan as approved by the Director of Community Development. A right-turn only sign and/or arrow shall direct visitors to Dayton Way.	Community Development Department	See above.	See above.		
PMO4	The project applicant shall submit a parking operations plan concurrent with the submittal of plans for building permit. The parking operations plan shall be approved by the Director of Community Development prior to the issuance of a building permit. At a minimum, the parking operations plans shall address the following: • Parking allocation in the garage; • Garage access and control systems; • Valet and/or attendant assistance; • Staffing levels. The parking operations plan shall demonstrate that traffic does not back up onto Dayton Way. Through adequate staffing and other measures, the parking operations plans shall ensure that parking aisles are kept clear, and vehicle flow for valet and/or attendant assistance is properly maintained. In doing so, the parking operations plans shall prevent queues from backing up onto Dayton Way and keep the garage operations from impacting traffic circulation around the project site. In addition, the parking	Community Development Department	See above. In addition, any measures applicable to the restaurant operations shall be imposed to a lease agreement with a prospect tenant. Such measure shall be disclosed to any prospect tenant prior to execution of a lease agreement.	See above. Prior to application of a tenant improvement permit, the prospective tenant shall provide the preferred methods selected to operate the restaurant parking per the Community Development Director review and approval.		

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	operations plans shall consider, but is not limited to, the following menu of methods to ensure adequate parking supply is maintained based on final floor plans submitted for building permit: • Limit restaurant hours. Limitation of restaurant hours during peak hours from 11:00 AM to 2:00 PM. • Use of an on-street valet. If the restaurant is open from 11:00 AM to 2:00 PM, then all patrons must use an on-street valet that will park the cars in an adjacent off-site parking lot. The valet operations must be consistent with the City's Daytime Valet Guidelines. In addition, should this option be exercised, it would require a separate approval from the City. • The valet may stack vehicles in the drive aisles, as long as circulation is maintained. • Reduction in retail and/or restaurant square footage to reduce parking and/or valet demand.					
Air Quality						
AIR1	During clearing, grading, earth moving, or excavation operations, excessive fugitive dust emissions shall be controlled by regular water or other dust preventive measures using the following procedures, as specified in the South Coast Air Quality Management District Rule 403. Prior to the issuance of grading permits, the project applicant shall demonstrate to the City of Beverly Hills how the project operations shall comply with the South Coast Air Quality Management District Rule 403.	Community Development Department	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	This measure shall be met during the during construction period. This measure shall be in effect until the issuance of certificate of occupancy.		

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	• On-site vehicle speed shall be limited to 15 miles per hour; • All material excavated or graded shall be sufficiently watered to prevent excessive amounts of dust. Watering shall occur at least twice daily with complete coverage, preferable in the late morning and after work is done for the day; • All material transported on-site or off-site shall be either sufficiently watered or securely covered to prevent excessive amounts of dust; • The area disturbed by clearing, grading, earth moving, or excavation operations shall be minimized so as to prevent excessive amounts of dust; • A wheel washing system shall be installed and used to remove bulk material from tires and vehicle undercarriages before vehicles exit the project site. • All residential units located within 500 feet of the construction site shall be sent a notice regarding the construction schedule of the proposed project. A sign, legible at a distance of 50 feet shall also be posted in a prominent and visible location at the construction site, and shall be maintained throughout the construction process. All notices and the signs shall indicate the dates and duration of construction activities, as well as provided a telephone number where residents can inquire about the construction process and register complaints.		Department and filed with the Building & Safety Division prior to the issuance of grading permits. The plan check engineer will review the plan to ensure 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.			

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	• These control techniques shall be indicated in project specifications. Compliance with the measure shall be subject to periodic site inspections by the City; and • Visible dust beyond the property line emanating from the project shall be prevented to the maximum extent feasible.					
AIR2	All trucks that are to haul excavated or graded material on-site shall comply with *State Vehicle Code* Section 23114 (Spilling Loads on Highways), with special attention to Sections 23114(b)(F), (e)(4) as amended, regarding the prevention of such material spilling onto public streets and roads. Prior to the issuance of grading permits, the project applicant shall demonstrate to the City of Beverly Hills how the project operations subject to that specification during hauling activities shall comply with the provisions set forth in Sections 23114(b)(F), (e)(4).	Community Development Department	See above.	See above.		
AIR3	Prior to approval of the project plans and specifications, the Public Works Director, or his designee, shall confirm that the construction bid packages include a separate "Diesel Fuel Reduction Plan." This plan shall identify the actions to be taken to reduce diesel fuel emissions during construction activities (inclusive of grading and excavation activities). Reductions in diesel fuel emissions can be achieved by measures including, but not limited to, the following: a) use of alternative energy sources, such as compressed natural gas or liquefied petroleum gas, in mobile equipment and vehicles; b) use of "retrofit technology," including diesel particulate trips, on existing diesel engines and vehicles; and c) other appropriate measures. Prior to the issuance of a grading permit, the Diesel Fuel Reduction Plan shall be filed with the City of Beverly Hills.	See above.	See above.	See above.		

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	The Diesel Fuel Reduction Plan shall include, at a minimum, the following provisions: • All diesel fueled off-road construction equipment shall be California Air Resources Board certified or use post-combustion controls that reduce pollutant emissions to the same level as California Air Resources Board certified equipment. California Air Resources Board certified off-road engines are engines that are three years old or less and comply with lower emission standards. Post-combustion controls are devices that are installed downstream of the engine on the tailpipe to treat the exhaust. These devices are now widely used on construction equipment and are capable of removing over 90 percent of the PM_{10}, carbon monoxide, and volatile organic compounds from engine exhaust, depending on the specific device, sulfur content of the fuel, and specific engine. The most common and widely used post-combustion control devices are particulate traps (i.e., soot filters), oxidation catalysts, and combinations thereof. • All diesel fueled on-road construction vehicles shall meet the emission standards applicable to the most current year to the greatest extent possible. To achieve this standard, new vehicles shall be used or older vehicles shall use post-combustion controls that reduce pollutant emissions to the greatest extent feasible. • The effectiveness of the latest diesel emission controls is highly dependant on the sulfur content of the fuel.					

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	Therefore, diesel fuel used by on-road and off-road construction equipment shall be low sulfur (>15 ppm) or other alternative low polluting diesel fuel formulation.					
AIR4	The project shall comply with South Coast Air Quality Management District Rule 1113, which limits the ROG content of architectural coatings used in the Basin or to allow the averaging of such coatings, as specified, so actual emissions do not exceed the allowable emissions if all the averaged coatings had complied with the specified limits.	See above.	See above.	See above.		
AIR5	The project shall comply with South Coast Air Quality Management District Rule 1403, Asbestos Emissions From Demolition/Renovation Activities, which specifies work practice requirements to limit asbestos emissions from building demolition and renovation activities, including the removal and associated disturbance of asbestos containing materials. The requirements for demolition and renovation activities include asbestos surveying, notification, asbestos containing materials removal procedures and time schedules, asbestos-containing materials handling and clean-up procedures, and storage, disposal, and landfilling requirements for asbestos-containing waste materials. All operators are required to maintain records, including waste shipment records, and are required to use appropriate warning labels, signs, and markings.	See above.	See above.	See above.		
Noise						
NOI1	Prior to grading permit issuance, the construction contractor shall demonstrate, to the satisfaction of the City of Beverly Hills Community Development Department, the following:	Community Development Department	The project applicant shall submit a construction management plan to the	This measure shall be met during the during construction period.		

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	• Construction contracts shall specify that all construction equipment, fixed or mobile, shall be equipped with properly operating and maintained mufflers that exceed state requirements for muffler attenuation devices. • All residential units located within one-quarter mile of the construction site shall be sent a notice regarding the construction schedule of the proposed project. A sign, legible at a distance of 50 feet shall also be prominently posted at the construction site. All notices and signs shall indicate the dates and duration of construction activities, as well as provide a telephone number of a contact person with whom residents can discuss the construction process and register complaints. The contact person shall make good faith efforts to respond to inquiries and complaints within twenty-four (24) hours of receipt of the inquiry or complaint. • A "noise disturbance coordinator" shall be established. The disturbance coordinator shall be responsible for responding to any local complaints about construction noise. The disturbance coordinator would determine the cause of the noise complaint (e.g., starting too early, bad muffler, etc.) and would be required to implement reasonable measures such that the complaint is resolved. All notices that are sent to residential units within one-quarter mile of the construction site and all signs posted at the construction site shall list the telephone number for the disturbance coordinator. The noise disturbance coordinator shall be required to maintain a log of		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 & Safety Division prior to the issuance of grading permits. The plan check engineer will review the plan to ensure 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.	This measure shall be in effect until the issuance of certificate of occupancy.		

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	complaints for the City's inspection. The log shall include the source of complaint, the complaint, time received, and the action taken in response. The noise disturbance coordinator shall make good faith efforts to respond to inquiries and complaints within twenty-four (24) hours of receipt of the inquiry or complaint. • Staging of construction vehicles is prohibited on streets within the City of Beverly Hills. All construction vehicle staging shall occur on La Cienega Boulevard. During construction, stockpiling and vehicle staging areas shall be located as far as practical from noise sensitive receptors. • Construction noise reduction methods such as shutting off idling equipment, installing temporary acoustic barriers around stationary construction noise sources, maximizing the distance between construction equipment staging areas and occupied residential areas, and use of electric air compressors and similar power tools, rather than diesel equipment, shall be employed where feasible. • During construction, stationary construction equipment shall be placed such that emitted noise is directed away from sensitive noise receivers.					
NOI2	Prior to grading permit issuance, the project applicant shall demonstrate to the satisfaction of the City of Beverly Hills, that a "Nighttime Construction Noise Mitigation Plan" has been developed to address nighttime construction noise impacts. The	Community Development Department	A "Nighttime Construction Noise Plan" shall be submitted to the Director of Community prior to issuance	The measure shall be met during the construction period. This measure shall be in		

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	plan shall incorporate provisions for noise attenuation barriers, truck routing, location of staging areas, worker parking and other appropriate measures for achieving an overall attenuation of construction noise of at least 8 dBA.		of any grading or construction permits. The Construction Management Plan shall be reviewed by the Planning Division and filed with the Building & Safety Division prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan 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.	effect until the issuance of the certificate of occupancy.		
Geology						
GEO1	The project applicant shall incorporate all applicable recommendations of the *Geotechnical Report* into the design of proposed structures to address seismic groundshaking and other earthquake-related seismic hazards.	Community Development Department/ Building& Safety Division	The construction 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	This requirement shall be met prior to the issuance of relevant building permits		

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			requirement.			
GEO2	The project applicant shall implement all applicable recommendations related to corrosion control contained in Appendix A of the *Geotechnical Report.*	See above.	See above.	See above.		
Hydrology and Water Quality						
HWQ1	The project applicant shall complete, a wet year (high water table) analysis to 1) quantify the amount of discharge associated with groundwater dewatering, and 2) identify the capacity available in the system into which the water will be discharged. The analysis shall be completed prior to the commencement of construction. If the analysis concludes that there is not sufficient capacity in the system to accept the discharge, the project applicant shall be required to either: a) increase the capacity of the system, or b) design the building foundation such that ongoing dewatering is not required.	Community Development Department	The project applicant shall prepare a wet year analysis to file with the Department of Community Development/Building & Safety Division to comply with this requirement.	This requirement shall be met prior to the issuance of relevant building permits.		
HWQ2	Prior to issuance of grading or building permits, the project applicant shall prepare and receive approval of a Stormwater Pollution Prevention Plan, in order to comply with the NPDES General Permit for Construction Activities.	Community Development Department	The project applicant will prepare Storm water Pollution Prevention Plan.	Prior to issuance of grading and building permits.		
HWQ3	The project applicant shall comply with all applicable requirements of City Ordinance 06-O-2506 relating to construction dewatering and discharges of groundwater.	Community Development Department	Project applicant compliance with City Ordinance 06-O-2506.	During construction.		
HWQ4	The project applicant shall prepare and receive approval of a Water Quality Management Plan for project operation, in order to comply with the County Standard Urban Stormwater Mitigation	Community Development Department	The project applicant shall prepare a Water Quality Management Plan.	Prior to issuance of grading and building permits.		

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	Plan requirements of the NPDES MS4 permit.					
Hazards and Hazardous Materials						
HAZ1	The project applicant and individual tenants shall comply with all applicable City, County, State, and Federal regulations with respect to the storage, handling, transportation, and disposal of hazardous wastes.	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.		
HAZ2	If unknown wastes or suspect materials are discovered during demolition or construction by the contractor, which he/she believes may involve hazardous waste/materials, the contractor shall: • Immediately stop work in the vicinity of the suspected contaminant, removing workers and the public from the area; • Notify the project engineer of the implementing agency; • Secure the areas directed by the project engineer; and • Notify the implementing agency's Hazardous Waste/Materials Coordinator. • Implement required corrective actions, including remediation if applicable.	See above.	See above.	See above.		

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HAZ3	Damaged or deteriorated (unsealed ends, nicks, loose pieces of insulation, abraded floor tiles, etc.) friable and non-friable asbestos-containing materials shall be repaired by properly trained personnel. Proper respiratory protection and containment shall be provided should these materials need to be disturbed for building maintenance or renovation. Prior to demolition, renovation, or any other such activity, suspect materials observed in the subject buildings shall be sampled and tested for asbestos. Additionally, if an Operations and Maintenance (O&M) Plan does not exist, one shall be developed, and the identified materials shall be included.	See above.	See above.	See above.		
HAZ4	Based on the age of the property buildings (mid-1930s and early-1960s), it is possible that lead-based paint is present on-site. As such, prior to demolition and removal of on-site structures, paint shall be sampled and analyzed for the presence of lead-based paint. If lead-based paint is found to occur within the subject buildings, proper removal, handling, and disposal of such materials shall be performed pursuant to applicable rules and regulations, to the satisfaction of regulatory agencies with oversight authority.	See above.	See above.	See above.		
HAZ5	Based on the historical site uses, primarily on the northwestern end of the site, soils shall be closely monitored during excavation work for any future redevelopment activities. If unusual odors or discolored soils are encountered during the excavation phase of the project, soil samples from the area of potential concern shall	See above.	See above.	See above.		

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	be collected and analyzed. Qualified environmental personnel shall be present on site to assist in characterizing and segregating impacted soils, if encountered. This work shall be conducted subsequent to building demolition work but before the commencement of mass excavation activities. If any such contaminated soils are encountered on-site, they shall be excavated and removed, or otherwise remediated, in accordance with applicable State law to the satisfaction of regulatory agencies with oversight authority.					
Solid Waste						
SW1	Prior to the issuance of building permits, a source reduction program shall be prepared and submitted to the City's Solid Waste Superintendent to achieve a minimum 50 percent reduction in waste disposal rates, including green waste and construction debris.	Department of Community Development, Department of Public Works	A Source Reduction Program shall include notes and specific instructions outlining the process for implementation of this mitigation measure. The responsible departments shall review the program to ensure that the plan is in compliance with this measure during construction and after completion of the project. The plan check engineers will also review the plan to ensure that the plan complies with this requirement in order to issue the building permits.	This measure shall apply to both construction and operational activities. It is effective upon the issuance of building permits and shall remain effective throughout the life of the project.		

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SW2	The location of recycling/separation areas shall be in close proximity to dumpsters for non-recyclables, elevators, loading docks, and primary internal and external access points.	See above.	See above.	See above.		
SW3	The location of recycling/separation areas shall not be in conflict with any applicable Federal, State, or local laws relating to fire, building, access, transportation, circulation, or safety.	See above.	See above.	See above.		
Fire Protection Services						
FS1	Adequate emergency vehicle access to all buildings on the project site shall be provided throughout the building construction process.	Community Development Department/ Building & Safety Division Fire Department	The Construction Management Plan shall be reviewed by the Community Department Development /Building & Safety Division and Fire Department prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan complies with this measure. The inspectors in the field will also review the work to ensure that the plan complies with the requirements noted in the Construction Management Plan.	This measure shall be met prior to the issuance of any grading or construction permits. This measure shall be in effect until the issuance of the certificate of occupancy.		

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FS2	Adequate water availability shall be provided to meet construction activity needs, including potential fire suppression needs.	See above.	See above.	See above.		
FS3	The proposed project shall comply with all applicable Building Code and Fire Code requirements, subject to review and approval by the Beverly Hills Fire Department.	See above.	See above.	See above.		
Police Protection Services						
PP1	During construction, private security patrols shall be utilized to protect the project site.	Community Development Department/ Building & Safety Division Police Department	The Construction Management Plan shall be reviewed by the Community Department Development /Building & Safety Division and Police Department prior to issuance of grading permits. The plan check engineer will review the plans to ensure that the plan complies with this measure. The inspectors in the field will also review the work to ensure that the plan complies with the requirements noted in the Construction Management Plan.	This measure shall be met prior to the issuance of any grading or construction permits. This measure shall be in effect until the issuance of the certificate of occupancy.		
PP2	As final building plans are submitted to the City for approval in the future, BHPD design requirements which reduce demands for service and ensure adequate public safety (such as those pertaining to site access and site security lighting) shall be	See above.	See above.	See above.		

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	incorporated into the building design.					
PP3	Project design shall provide lighting, to the satisfaction of the BHPD, around and throughout the development to enhance crime prevention and enforcement efforts.	See above.	See above.	See above.		
PP4	Project design shall provide clearly visible (during the day and night) address signs and/or building numbers for easy identification during emergencies.	See above.	See above.	See above.		

Planning Commission Staff Reports

- July 25, 2007 (DEIR)
- August 9, 2007 (Project)
- September 5 and 6, 2007 (Project)
- September 27, 2007 (Project, Development Agreement)
- October 11, 2007 (Entire Project; Request Resolutions)
  October 25, 2007 (Final EIR, Adopt Resolutions for Project)

STAFF REPORT

CITY OF BEVERLY HILLS

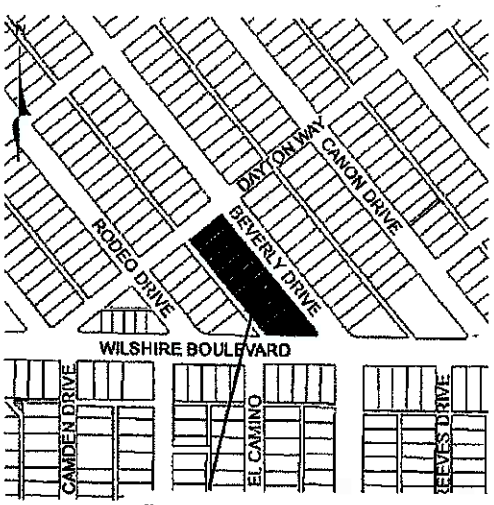
For the Planning Commission Meeting of October 25, 2007

TO: The Planning Commission

FROM: Rita Naziri, Senior Planner

THROUGH: Vincent P. Bertoni, AICP, Community Development Director

SUBJECT: Draft Environmental Impact Report, General Plan Amendment, Overlay Zone, Planned Development for a Proposed New Commercial Building **"William Morris Project"** at **231-265 Beverly Drive**



Project Site

EXECUTIVE SUMMARY

The public hearing on this matter was continued from the meeting of October 11, 2007. At that hearing preliminary direction was given by the Planning Commission and staff was directed to prepare resolutions for Planning Commission action at the hearing of October 25, 2007.

At the meeting of September 27, 2007, Planning Commission requested that additional studies including cumulative visual simulation and alley reversal be provided for the Planning Commission consideration:

- Due to time constraint, the cumulative visual simulation including views from South Beverly Drive /Wilshire Boulevard intersection and views from North Beverly Drive will be provided at the meeting.

- A memorandum from the City Traffic Engineer to study reversal of the alley is attached.

A response to comments package has been prepared responding to written and oral comments from the public and the Commission on the Draft Environmental Impact Report. A Statement of Overriding Considerations will be required for impacts to traffic,

air quality (short term/construction, project and cumulative); and solid waste (cumulative). A significant unavoidable impact for traffic impacts at the intersection of Rodeo Drive/Dayton Way was eliminated as a result of the addition of inbound access on Beverly Drive through the existing Bank of America building driveway access.

At the end of this meeting, the Planning Commission is asked to take action on the Resolutions for the project.

MEETING FORMAT

- Staff presents the Final EIR documentation, and the resolutions for action on the various approvals before the Commission
- Planning Commissions ask questions of staff
- Applicant testimony regarding the draft resolutions
- Planning Commissions ask questions of applicant
- Receive public comments on the draft resolutions
- Planning Commission takes action on the components of the project

ADDITIONAL INFORMATION

Cumulative Visual Simulation

The Commission requested a cumulative visual simulation study to be prepared to provide a sense of scale and mass on Beverly Drive view. The cumulative visual study would provide:

- Views from South Beverly Drive and Wilshire Boulevard intersection
- Views from North Beverly Drive

An VisionScape Imagery has been retained by the City's EIR consultant to prepare the photo simulation. As directed by the Planning Commission, the cumulative photo simulation will be provided at the meeting on October 25, 2007.

Alley Reversal

The Planning Commission requested further staff analysis of the potential to reverse all or a portion of the alley direction. Bijan Vaziri, the City's Traffic Engineer has prepared a memorandum on his analysis, which is attached to this report. The analysis concludes that it appears that negative impacts created by reversing the alley cannot be fully and effectively mitigated, therefore, staff cannot recommend in favor of reversing the alley direction. Traffic engineering issues are as follows:

- Conflicts with the Two Rodeo loading which is designed based on one-way northbound alley.

  The applicant would need to contact the Two Rodeo property managers and discuss the possibilities of re-designing their loading zone to work with the southbound alley operation. It is vital that the Two Rodeo loading zone be redesigned to accommodate the southbound trucks operation without any conflict. The reason is that if truck drivers do not find that building's loading area operable, they will attempt to park in front the loading area in the alley to conduct the delivery business. By doing so, they block the project site and Bank of America driveway outbound operation which happens to be across from the Two Rodeo loading area.

- Conflict with the Two Rodeo driveway which is placed too close to the alley based on northbound one-way operation. In order to allow a truck on Dayton Way to be able to negotiate a safe right turn onto the southbound alley without blocking the Two Rodeo driveway, a minimum of 6 feet setback along the William Morris building would be needed to accommodate a typical truck movement.

- Due to a sharp angle of alley with respect to Wilshire Boulevard, the outer radius for a design truck is over 40 feet. This means a truck could occupy the entire 3 lanes of Wilshire westbound to make a right turn thereby blocking the traffic on this busy arterial. Further, during the peak traffic hours, a southbound truck could have difficulty exiting the alley as the traffic congestion on Wilshire Boulevard at the Rodeo Drive and Wilshire Boulevard intersection could block the alley.

- Potential conflicts with the operation of the traffic signal at Wilshire Boulevard/El Camino. This would require re-design of the existing 3-legged signal to include a new southbound leg. Preliminary cost estimates would be about $120,000. This includes re-construction of curb and gutter and the median to house traffic signal poles and other signal equipment.

- Formation of a row of southbound alleys from South Santa Monica to Wilshire Boulevard, thereby attracting the pass-by traffic to use these alleys. This could result in more traffic conflicts at the alley/Brighton, alley/Dayton and alley/Wilshire intersections.

PROJECT ENTITLEMENT ACTIONS

The following discussion is organized by the order of Planning Commission action on the various project entitlements.

Certification of Environmental Impact Report

The Draft Environmental Impact Report for the project was released for public review on July 10, 2007. The public comment period on the Draft EIR closed on August 23, 2007.

Before approving this project, the California Environmental Quality Act (CEQA) requires the Lead Agency (the City) to prepare and certify a Final Environmental Impact Report (EIR). The Final EIR allows the public and Lead Agency an opportunity to review revisions to the Draft EIR, the responses to comments, and other components of the EIR, such as the Mitigation Monitoring Program, prior to taking action on a project. The Final EIR serves as the environmental document to support a decision on the proposed project. A Final EIR consists of:

(a) The Draft EIR.

(b) Comments and recommendations received on the Draft EIR either verbatim or in summary.

(c) A list of persons, organizations, and public agencies commenting on the Draft EIR.

(d) The responses of the Lead Agency to significant environmental points raised in the review and consultation process.

(e) Any other information added by the Lead Agency.

The Comments and Responses include all of the required components and will be attached to the Final EIR. The Final EIR will be a revised document that incorporates all of the changes made to the Draft EIR following the public review period.

The Draft EIR focused on 18 issues. As discussed and analyzed in the Draft EIR and Response to Comments, the impact findings are as follows:

- ***Land Use and Planning.*** Finding: Less than Significant Impact. No mitigation required.
- ***Population and Employment.*** Finding: Less than Significant Impact. No mitigation required.

- ***Aesthetics.*** Finding: Less than Significant With Mitigation.
- ***Traffic.*** Finding: Significant Unavoidable Impact for the following intersections/periods (The Significant Unavoidable Impact was eliminated for Rodeo Drive/Dayton Way as a result of project changes):
  - North Santa Monica Boulevard/Wilshire Boulevard (Weekday Mid-Day);
  - Rodeo Drive/Wilshire Boulevard (Weekday AM, Mid-Day, and PM; Weekend Mid-Day); and
  - Beverly Drive/Wilshire Boulevard (Weekday AM, Mid-Day, and PM; Weekend Mid-Day).

  For all other study area intersections, impacts were less than significant with mitigation.

  The final EIR will add a discussion of the new project entry on Beverly Drive and its effects, including the elimination of the following impacts:
  - Rodeo Drive/North Santa Monica Boulevard (both weekday mid-day and weekend mid-day peaks) (mitigated to less than significant in the Draft EIR)
  - Beverly Drive/Dayton Way (weekday mid-day peak only) (mitigated to less than significant in the Draft EIR)
  - Rodeo Drive/Dayton Way (both weekday mid-day and weekend mid-day peaks) (Significant Unavoidable Impact in the Draft EIR)

  Two new impacts result: Beverly Drive/North Santa Monica (all periods); and Beverly Drive/South Santa Monica (weekday am and pm peaks). These impacts are less than significant with mitigation. The new impact to Beverly Drive at South Santa Monica is mitigated by the measures applied to the previously identified impacts to that intersection at different time periods. A new mitigation measure has been developed to mitigate the new impacts at Beverly Drive/North Santa Monica Boulevard to a level of less than significant.
- ***Site Access and Circulation.*** Finding: Less than Significant With Mitigation.
- ***Parking Supply and Demand.*** Revised Finding: Less than Significant with mitigation. During the hearing of October 11, 2007, the Planning Commission, after weighing the evidence before it, concluded that the project could have a potentially significant impact with respect to parking, however the impact could be mitigated to less than significant by compliance with identified mitigation.
- ***Parking Management during Construction.*** Finding: Less than Significant With Mitigation.
- ***Parking Management during Operation.*** Finding: Less Than Significant With Mitigation.
- ***Air Quality.*** Finding: Significant Unavoidable Impact for short-term project and cumulative construction impacts otherwise less than significant with mitigation.

- ***Noise.*** Finding: Less than Significant With Mitigation.
- ***Geology and Soils.*** Finding: Less than Significant With Mitigation.
- ***Hydrology and Water Quality.*** Finding: Less than Significant With Mitigation.
- ***Hazards and Hazardous Materials.*** Finding: Less than Significant With Mitigation.
- ***Water Supply and Distribution.*** Finding: Less than Significant Impact. No mitigation required.
- ***Wastewater.*** Finding: Less than Significant Impact. No mitigation required.
- ***Solid Waste.*** Finding: Significant Unavoidable Impact for cumulative impacts, otherwise less than significant with mitigation.
- ***Fire Protection.*** Finding: Less than Significant With Mitigation.
- ***Police Protection.*** Finding: Less Than Significant With Mitigation.

Final EIR/Response to Comments. A total of seven written comment letters from the public were received; six during the 45-day public review period and one following the close of the public review period. These letters are listed below:

1. Unsigned Comment Letter, dated July 25, 2007
2. Allan L. Alexander, Esq., dated August 5, 2007
3. Paul Bernstein, dated August 6, 2007
4. Murray Pepper, dated August 9, 2007
5. Mark Egerman, Egerman & Brown, LLP, dated August 23,2007
6. Larry Larson, Larson & Associates, dated August 23,2007
7. Rose Norton, dated September 5, 2007

One written comment letter from an agency, which raised no environmental issues, was received after the 45-day public review period:

1. State of California, Governor's Office of Planning and Research, State Clearinghouse and Planning Unit, August 24, 2007.

Major issues raised included: traffic, sufficiency parking for project, sufficiency of public parking, additional ingress/egress for project, MTA portal and aesthetics (building height, mass, glare, shade/shadow). In addition, comments and questions of the Planning Commission related to the EIR analysis are included in the EIR response to comments, an attachment to this staff report.

Errata/Revised Project Description. As a result of Planning Commission discussion, the project has been modified as follows:

1. **Parking.** Additional parking has been provided through striping of levels P2-P4, adding 32 parking spaces, resulting in a total of 697 spaces.

During the hearing of October 11, 2007, the Planning Commission identified a potential significant impact with respect to parking but also identified a mitigation measure that would lessen the impact to less than significant. The EIR Errata, response to comments, and Resolution include the potential impact and mitigation measure, as follows:

The project shall be required to provide parking in accordance with City Code for office, retail, and restaurant uses. Parking for the screening room shall be provided per code for theater uses unless it is determined that the screening room is an ancillary use. As currently designed, this would consist of a total of 768 parking spaces, of which 697 parking spaces shall be provided on-site in the proposed parking structure. The remaining 71 parking spaces may be provided through one or more options, including the following:

1. Provision of additional spaces on-site at ground level, on parking level P5, or under the Beverly Alley;

2. Provision of off-site spaces through a covenant on an off-site parking structure within 500 feet radius of the building; or

3. Reduction of building floor area to reduce the parking need based on City Code.

Evidence of provision of adequate parking shall be provided prior to the issuance of a building permit.

2. **Loading.** Loading spaces for the project have been revised to a parallel configuration. The loading area for the project provides 3 loading spaces, assuming two trucks in a parallel configuration and one van in a head-in configuration.
3. **Access.** One additional inbound access into the William Morris building has been provided by reversing the connecting ramp to the Bank of America building driveway on parking level P1. This ramp has been widened to accommodate larger vehicle turning movements. The Dayton Way driveway curb radius has also been increased to facilitate the turning movements of larger vehicles.
4. **Height/Intensity.** Building height would be not to exceed 88 feet, except that up to a maximum of 92 feet may be permitted at the discretion of the Director of Community Development due to technical difficulties during construction. The maximum Floor Area Ratio has been reduced to 3.6: 1, based upon the proposed building.
5. **Overlay Zone.** The Overlay zone has been revised to eliminate certain uses; reduce the Floor Area Ratio to 3.6:1; eliminate the proposed exemptions to Floor Area, eliminate provisions pertaining to in-lieu parking with waiver of fees and refine the maximum height limit.

- Adopt a Resolution making findings pursuant to the California Environmental Quality Act, certifying the Final EIR prepared for the project, adopting a Statement of Overriding Considerations, and adopting a Mitigation Monitoring Program.

- Adopt a Resolution recommending that the City Council
  - Amend the General Plan
  - Adopt an ordinance to create an Entertainment Office Planned Development Overlay Zone and apply the overlay zone to the project site.

- Adopt a resolution conditionally approving a Planned Development and Lot Line Adjustment, subject to approval of the recommended General Plan Amendment, overlay zone and rezoning of the project site by the City Council.

- Adopt a Resolution recommending that the City Council approve and enter into a Development Agreement with the property owner.

RITA NAZIRI

Attachments:

- Draft Resolutions/Draft Overlay Zone Ordinance/Draft Development Agreement
- Development Agreement Examples
- Alley Reversal Memo
- Homeland Security Proposal
- Response to Comments, EIR Errata, Statement of Overriding Consideration and Mitigation Monitoring Program

STAFF REPORT

CITY OF BEVERLY HILLS

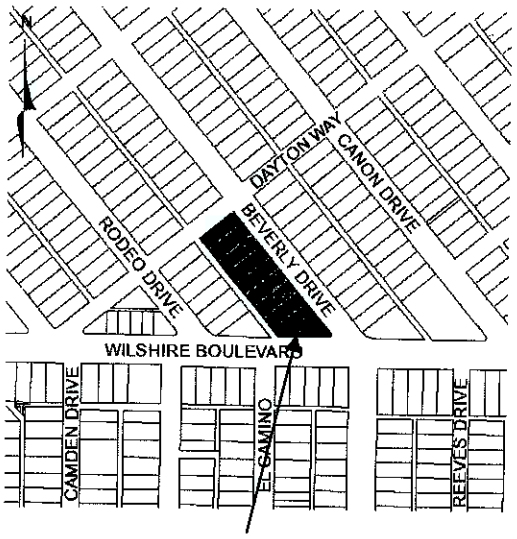
For the Planning Commission Meeting of October 11, 2007

TO: The Planning Commission

FROM: Rita Naziri, Senior Planner
Larry Sakurai, Principal Planner

THROUGH: Vincent P. Bertoni, AICP, Community Development Director

SUBJECT: Draft Environmental Impact Report, General Plan Amendment, Overlay Zone, Planned Development, Line Adjustment and Development Agreement for a Proposed New Commercial Building **"William Morris Project"** at **231-265 Beverly Drive**



Project Site

EXECUTIVE SUMMARY

The public hearing on this matter was continued from the meeting of September 27, 2007 to allow time for the applicant and staff to provide additional information based on direction and comments from the Planning Commission.

At the meeting of September 27, 2007, Planning Commission requested that the following analysis and visual aids be provided for the Planning Commission consideration at the meeting of October 11 and October 25, 2007 respectively:

- To provide a cumulative visual simulation including:
  - Views from South Beverly Drive and Wilshire Boulevard intersection
  - Views from North Beverly Drive.

- To show the project in the color and massing context of a photomontage of Beverly Drive from Santa Monica Boulevard to Wilshire Boulevard.

- To explore additional parking off the alley including a new scheme with mechanical and electrical rooms in place as proposed.

- To calculate parking demand for the new building based on William Morris' existing floor area on El Camino instead of its existing number of employees (constant: number of employees per 1,000 square feet).

- To prepare a parking demand study for the Bank of America Building ground floor assuming the bank use is replaced with a retail use.

- To evaluate screening room parking and traffic impacts further and its after work hours operation.

- To study reversal of the alley further to reduce the traffic burden on Dayton Way and eliminate any intersection impacts.

- To evaluate redevelopment of the entire block under the proposed overlay zone standards (i.e. redevelopment of the Bank of America site).

Staff has addressed some of the issues in this report because of the limited amount of time following the September 27, 2007 Planning Commission meeting to prepare the responses. The remaining issues will be provided for the subsequent meeting of October 25, 2007 Planning Commission meeting.

Staff report also includes discussion regarding the deal points of the development agreement for the Planning Commission consideration.

Staff is seeking direction from the Planning Commission toward the drafting of resolutions for the Commission's consideration at the hearing of October 25, 2007. The public hearing remains open.

SUGGESTED MEETING FORMAT

- Staff presents the deal points for the proposed development agreement and responses to some of the issues raised at the September 27, 2007
- Planning Commission questions of staff
- Applicant presentation
- Planning Commission questions of applicant
- Receive public comments on project
- Planning Commission provide staff with direction on preparation of resolutions
- Planning Commission continues the public hearing to October 25, 2007 to consider resolutions on:

- Environmental findings and certification of the EIR,
- General Plan amendment,
- Zoning amendments,
- Development agreement,
- Planned Development, and
- Lot line adjustment.

ISSUES

At the Planning Commission hearing of September 27, 2007, a number of issues were raised by the Planning Commission:

Cumulative Visual Simulation

The Commission requested a cumulative visual simulation study to be prepared to provide a sense of scale and mass on Beverly Drive view. The cumulative visual study would provide:

- Views from South Beverly Drive and Wilshire Boulevard intersection
- Views from North Beverly Drive

Applicant's Photo Simulation of Beverly Drive, Looking South Showing the Project on the Right and the Montage Hotel on the Left

Current View from the Intersection of Wilshire Boulevard and Beverly Drive

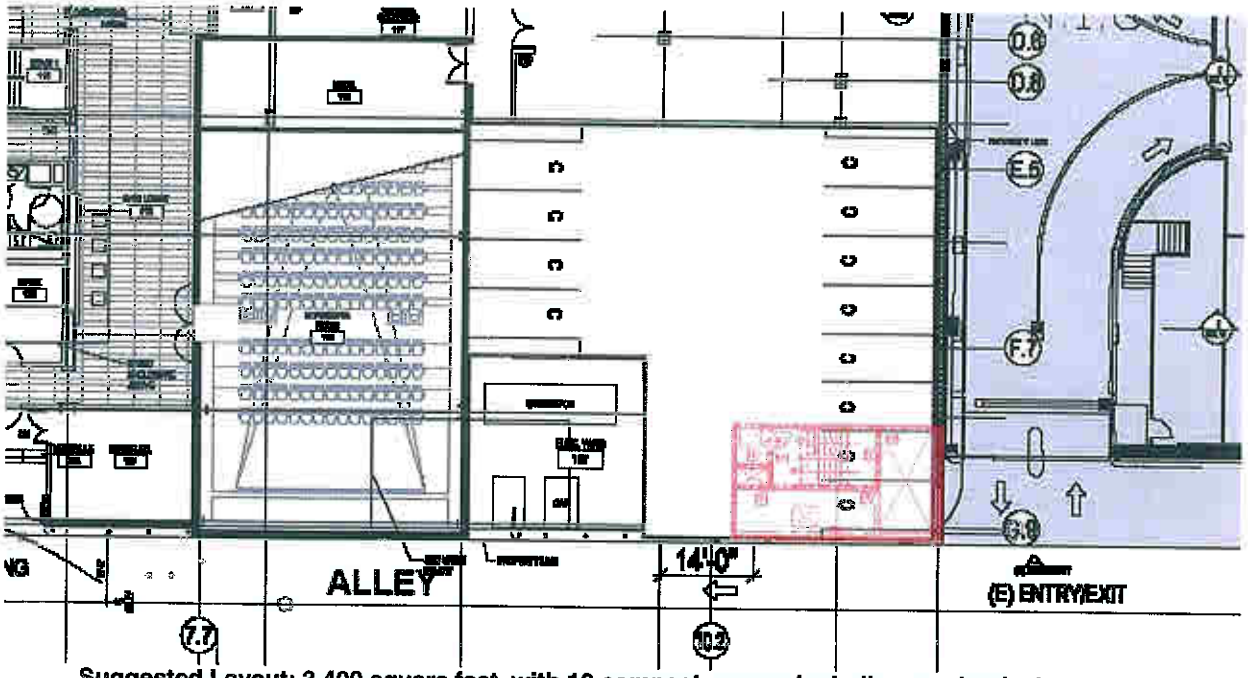
An VisionScape Imagery has been retained by the City's EIR consultant to prepare the photo simulation. As directed by the Planning Commission, the cumulative photo simulation will be provided at the subsequent meeting on October 25, 2007.

Beverly Drive Photomontage

Pursuant to the Planning Commission's direction, the applicant will provide a photomontage of Beverly Drive from Santa Monica Boulevard to Wilshire Boulevard, superimposing the Montage Hotel and the proposed building for William Morris Agency. The applicant will provide the requested photomontage on the October 11, 2007 Planning Commission meeting.

Additional Parking

Based on the direction given by the Planning Commission, Fehr and Peers has studied an additional ground floor parking scenario. In this scenario, 3,400 square feet of retail area will be utilized with 12 compact accessible spaces (Figure 1).



Suggested Layout: 3,400 square feet with 12 compact spaces including mechanical room area

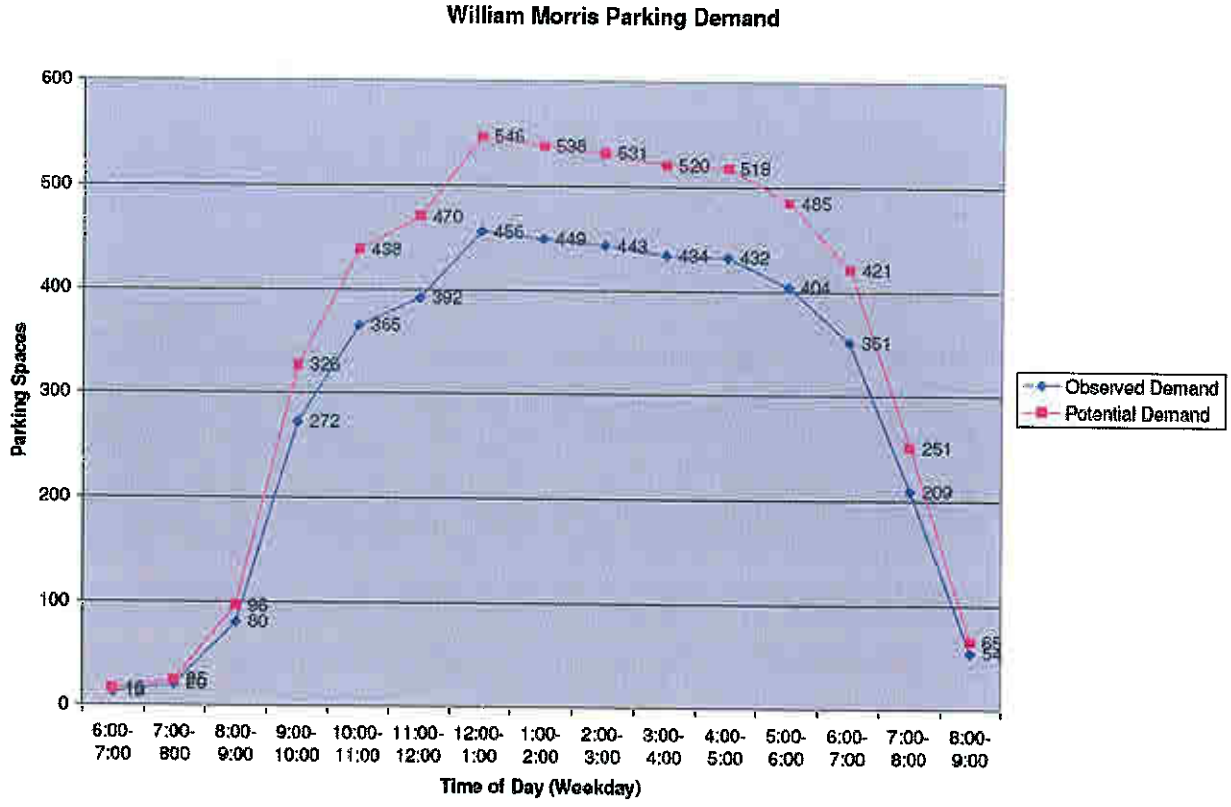
It should be noted that the above illustration does not consider the exit stairs, corridors and shafts. If the project architect could place these elements else where within the ground floor, this scenario might be achievable. Based on staff conversation with the project architect, the net gain of this scenario would be about five spaces.

Illustrations regarding ground floor parking options off the alley presented at its meeting of September 27, 2007 are attached for reference. Those illustrations show 6,600 square feet of retail space being displaced by 15-25 parking spaces. These options require relocation of equipment room, corridor, shafts and exit stairs.

William Morris Parking demand

As directed by the Planning Commission, Fehr and Peers conducted an analysis comparing the observed parking demand at the existing William Morris building at 150 El Camino with approximately 119,000 square feet existing office floor area to the potential demand at the proposed William Morris project with 143,000 square feet office floor area.

Potential demand was calculated using the observed demand ratio per square feet of office space. During the peak demand hour, William Morris demanded 3.83 spaces/square feet, totaling 456 spaces. Applying that demand ratio to the proposed office size of 143,000 square feet, 546 spaces would be demanded during the peak hour.



Bank of America Building Ground Floor Parking Demand

As directed by the Planning Commission, Fehr and Peers conducted a parking demand study of the ground floor of the Bank of America building should the bank use be

replaced with a retail uses. The parking demand analysis will be provided to the Commission prior to October 11, 2007 meeting.

Screening room analysis

The proposed building includes a private screening room and an outdoor terrace on the second level of the building. At the September 27, 2007 Planning Commission meeting, the applicant proposed revisions to the proposed conditions regarding the screening room which are as follows:

A. The use of the screening room and terrace shall be subject to the following limitations between the hours of 8:00am and 5:00pm, Monday through Friday excluding holidays:

1. If the screening room and terrace are used solely by William Morris or tenants of the building, and their invited guests and not open to the general public, then there shall be no restrictions on use.

2. If the screening room and terrace are not used solely by William Morris or tenants of the building, and their invited guests, then such use shall constitute a Special Event and require a permit issued by the City or approved by the Community Development Director.

3. Refreshments shall be provided at no charge to patrons, unless covered by the special events permit

B. No exterior signage shall be permitted regarding the screening room or terrace.

Based on the Commission concerns about the potential impacts of the screening room, further analysis of the screening room will be provided as part of the Final EIR on the October 25, 2007 Planning Commission meeting.

Alley Reversal

The existing alley is a one-way north bound alley, 20 feet in width. Based on staff report dated September 27, 2007, staff conducted analysis regarding the change of the direction of the alley in all or a portion of its length, found is not feasible from a traffic engineering perspective. Although the alley reversal may not present a problem for passenger vehicles or light trucks, larger trucks may have difficulty making a right turn from Dayton into the alley. In addition, any turns from the alley into the Wilshire Boulevard would also create a substantial disruption to Wilshire Boulevard traffic and the potential for collisions. Further, the Two Rodeo complex loading dock is designed for northbound alley circulation. As such that reversal of the alley would present difficulty using it. This assessment was confirmed by Fehr and Peers study.

As directed by the Planning Commission after tour of the alley on September 27, 2007, staff is studying the alley reversal further considering change of alley radius at the corner of Wilshire Boulevard and alley; and possible alley widening which may require building setback along the alley.

The results of this study will be provided at the October 25, 2007 Planning Commission meeting.

Redevelopment of the Entire Block Under the Proposed Overlay Zone

Although the proposed overlay zone would apply to the entire block, however, the two buildings would remain independent of each other, except for sharing driveway access and parking garage connection at P4 level. As proposed, the overlay zone would apply over the entire block, including both the new building and the Bank of America building. In general, the land uses proposed by the overlay zone include the uses in the underlying C-3 zoning, but would add overlay zone related uses such as talent agencies as part of a planned development and prohibits certain uses with high parking demand.

The underlying C-3 zone allows a range of office and retail commercial uses, including a number of uses with high parking needs which are proposed to be prohibited within the proposed Overlay Zone, including medical office uses.

Application of the proposed overlay zone to entire block would not serve to intensify the potential use of the Bank of America Building. On a per-site basis, the existing Floor Area Ratio (FAR) of the Bank of America building exceeds the proposed Overlay zone limitation, as does the building height and thus the building would be considered an existing legal non-conforming structure if the proposed overlay zone restrictions were applied. If the building were to be demolished and rebuilt, the lower Floor Area Ratio and height limits would apply.

If the proposed overlay zone is applied to the Bank of America Building site as well as the William Morris Agency site a number of changes would apply, including:

- *Reduction in Floor Area Ratio (FAR)*, which is currently 5.96 to 4.5 (building would be an existing non-conforming structure)
- *Reduction in Floor Area by approximately 11,500 square feet due to the lower floor area ratio proposed by the C-O-PD Overlay Zone;*
- *Reduction in height to 88 feet*[1] (building would be an existing non-conforming structure)

[1] Based on the proposed overlay zone, the building height shall not exceed eighty-eight feet (88'), except that up to a maximum of ninety two feet (92') may be permitted at the discretion of the Director of Community Development due to technical difficulties that may be encountered during construction, when located within a commercial underlying zone.

- *Limitation on certain uses*
- *Allowance of use of compact and tandem spaces with an approved parking program, a discretionary approval.*

DISCUSSION

Parking

Based on direction given by the Planning Commission on September 6, 2007 meeting, parking needs to be determined by application of existing zoning for definition of floor area and parking ratios, and the application of the existing Bank of America covenant of 262 spaces. This results in a parking deficit of 65 spaces. The Commission gave direction that this deficit may be addressed through providing parking in a variety of ways, including:

- Providing additional parking on levels P2-P4 by adding 32 spaces;
- Extending parking under the alley in levels P3 and P4
- Providing parking off the alley if no significant retail space is lost
- Providing covenanted off-site parking
- Reduce building square footage Based on revised plans provided by the applicant, additional parking provided on levels P2-P4, adding 32 parking spaces, resulting in a total of 697 spaces. On September 6, 2007 meeting, the Commission recommended

On September 27, 2007 meeting, the applicant submitted a revised plan providing an additional 32 parking spaces within P2-P4 levels. The project originally provided 665 parking spaces. By adding 32 additional parking spaces, the total on-site parking would be 697 parking spaces. This results in a remaining deficit of 33 spaces. The applicant proposed to mitigate any potential parking shortage, by leasing up to 33 additional parking spaces to supplement parking shortage for the project. At the September 27, Planning Commission meeting, the Commission directed staff to explore a new parking alternative off the alley. As noted previously, the new option will provide maximum of 12 compact spaces if the exist staircase and exhaust shaft could be relocated.

The project architect has been consulted about the new parking option off the alley. It was noted that the exit staircase is required by law and could not be relocated and if it is rotated at least three parking spaces would be lost from this area. In addition, an additional four parking spaces would be lost on garage levels. It was concluded that there would be only a net gain of five parking spaces due to loss of parking spaces through four levels of parking and rotating the required exit staircase.

Development Agreement

The developer wishes to enter into a Development Agreement to address, project fiscal impacts and development impact fees as well as to address project requirements which need applicant/city concurrence but which fall outside the normal city requirements. The Planning Commission must make a recommendation to the City Council on the key deal points of the agreement; the form and content of the Development Agreement will be subject to City Council review and approval. The draft points have been negotiated with the applicant and include the following:

1. Beverly Wilshire Owners ("Developer") will obtain vested rights to build the proposed project, as approved by the Planning Commission and City Council and without further fees or conditions, for a period of two years from the effective date of the agreement.

2. The Developer shall make the parking garage available for public parking in the evenings (after 7:00 p.m.) and on weekends. Rates charged for public parking shall not exceed the rates charged at the City's R Lot.

3. The Developer will pay a "Public Benefit and Infrastructure Fee" to the City. This fee will equal $370,000, will provide a general benefit to the City, and will compensate the City for any infrastructure costs associated with the project, including the project's fair share contribution to offsite traffic improvements identified by the EIR.

4. Developer will pay an "Environmental Mitigation and Sustainability Fee." This fee will be paid each time the property is transferred and shall equal $4.50 for each $1,000 of consideration or value of the property or interest transferred. The Developer's obligation will be triggered by the City's adoption of a policy to apply this fee to all projects that substantially exceed the density allowed under the current zoning code.

5. Developer shall install streetscape improvements, including granite sidewalks, flower pots and street furniture as approved by the City, along the Dayton Way and Beverly Drive frontages of the project provided that the City adopts a program by December 31, 2008 to generally require similar developments in the business triangle to install similar streetscape improvements.

6. Developer will participate in the City's closed circuit television monitoring program for the City's streets by allowing cameras to be placed on the newly constructed building and on the Bank of America building. Developer shall also contribute $25,000 toward the placement of cameras in the right of way adjacent to the project. Developer will participate in any other assessment made generally to property owners in the business triangle for the purpose of funding the security camera program but will receive a credit toward any such assessment for the $25,000 previously paid by Developer pursuant to the development agreement.

7. If the City has not adopted an ordinance establishing "green building" standards before the approval of the development agreement, then the newly constructed building shall be constructed to a level equivalent to LEED certified status.

8. The Developer shall enter into a covenant with the City which will provide that the Director of Community Development may require the Developer to lease up to 33 off site parking spaces for the benefit of occupants of the project if the Director determines that the parking provided on site is inadequate for the on site uses.

General Plan Amendment

The project proposes amending the General Plan, which would establish a new land use category of Medium Density, General Commercial. The project site would be designated as Medium Density, General Commercial in the General Plan text and associated land use map. This designation would allow for development of the project site with commercial retail and entertainment office uses with a maximum Floor Area of 3.6 to 1 and a maximum height of six stories or 92 feet, whichever is less. The proposed text language for the amendment is as follows:

> *The Land Use portion of the General Plan, specifically Map 1 (Land Use Plan) is amended for the reasons set forth in the objectives of the Creative Office Planned Development Overlay Zone (C-O-PD Overlay Zone, as follows:*
>
> *The area in the map bounded on the south by Wilshire Boulevard, on the north by Dayton Way, on the east by Beverly Drive, and on the west by the alley between Beverly Drive and Rodeo Drive shall be designated Medium Density Commercial " with a 3.6:1 Floor Area Ratio (FAR) and a maximum height of 92 feet.*

Overlay Zone Options

The original proposal submitted by the applicant was intended to accommodate a very specific tenant - William Morris Agency. Through the hearings and subsequent parking studies, the Planning Commission provided direction regarding parking, height, floor area ratio and ancillary uses. The Commission also direct staff not to include the provisions related to additional floor area exemptions and in-lieu parking participation with fee waiver. In addition, the Commission raised issues pertaining to unclear definition of entertainment related business contained in the original draft and voiced concerns about future uses of this building. The Commission also pointed out that the proposed office building could be considered as a Class A building and as the City has a need to accommodate more Class A offices, it is reasonable to provide incentives such as additional height and floor areas for such development.

In response to Commission's comments, staff prepared two options to address the proposed Overlay Zone on the September 27, 2007 Planning Commission meeting.

- **Option 1-Creative Office Planned Development Overlay Zone (William Morris Proposal)**

- **Option 2-Commercial Office Planned Development Overlay Zone (Class A Office Proposal)**

Details of the proposed options are provided as follows:

Items	Option 1 – Entertainment Talent Agency	Option 2 – Class A Office
Objectives	Encouraging quality entertainment talent agencies	Encouraging Class A office development
Uses	With the exception of the ground floor, the building shall be occupied by entertainment talent agency office use	With the exception of the ground, the building will be occupied by office uses
Prohibited use	No medical office uses	same
Building Height	6 stories, 88' (may be added to 92')	same
Floor Area Ratio (FAR)	3.6: 1	3.6 – 5.0:1 depending on individual aspects of a site and the proposed project. FAR incentive can only be approved through the Planned Development process
Parking	Tandem and compact spaces may be used based on an approved parking program	same
Multiple-family residential buffers	N/A	Requiring appropriate buffers where a Class A office is located next to a residential use.
Application	Very limited application; this overlay zone may only apply to one site	This overlay zone may apply to multiple sites if the Planning Commission can find each of the proposed office development meet the objectives of this overlay zone.

The draft overlay zone texts for both options are attached to this staff report for the Planning Commission consideration.

PUBLIC NOTICE AND COMMENTS

Notice of this hearing was published in the *Beverly Hills Courier* on Friday, September 28, 2007 and in the *Beverly Hills Weekly* on Thursday, October 4, 2007. Notice of the public hearing was also mailed on September 28, 2007 to all property owners and residential tenants within a 300-foot radius of the property, and all owners of single-family zoned properties within 500 feet from the exterior boundaries of the property, if any and as required by Code. In addition, notices were mailed to interested parties.

RECOMMENDATION

Based on the foregoing analysis and pending the information and conclusions that may result from testimony received at the public hearing and Planning Commission deliberations, staff recommends that the Planning Commission direct staff to prepare resolutions for the following actions:

Planning Commission Actions:

- Certify EIR with adoption of findings and statements of overriding considerations
- Conditionally Approve Development Plan Review subject to approval of General Plan Amendment and rezoning by the City Council
- Approve the lot line adjustment

Recommendations to the City Council:

- Amend the General Plan
- Adopt an ordinance to create an overlay zone and rezone the site
- Adopt a development agreement

It is recommended that the hearing be continued to October 25, 2007 to consider the aforementioned resolutions.

RITA NAZIRI

LARRY SAKURAI

Attachments:

- Ground Flour Parking Options
- Revised Overlay Zone Options

STAFF REPORT

CITY OF BEVERLY HILLS

For the Planning Commission
Meeting of September 27, 2007

TO: The Planning Commission

FROM: Rita Naziri, Senior Planner
Larry Sakurai, Principal Planner

THROUGH: Vincent P. Bertoni, AICP, Community Development Director

SUBJECT: Draft Environmental Impact Report, General Plan Amendment, Overlay Zone, Planned Development and lot line adjustment for a Proposed New Commercial Building **"William Morris Project"** at **231-265 Beverly Drive**

EXECUTIVE SUMMARY

The public hearing on this matter was continued from the meetings of September 5 and 6, 2007 to allow time for the applicant to prepare a revised project proposal based on direction and comments from the Planning Commission. A Draft Environmental Impact Report (DEIR) was released for public review on July 10, 2007. The 45-day comment period ended on August 23, 2007. The "Responses to Comments" document/Final EIR is under preparation by RBF Consulting, the City's environmental consultant which will be provided to the Planning Commission prior to October 11, 2007 meeting.

Revised plans have been provided by the Applicant's design team (attached), and revised Overlay Zone text has been prepared by staff. Project changes include provision of additional parking, revision of the loading configuration on the alley, addition of a second inbound access point on Beverly Drive, and revisions to the Overlay Zone to reduce the Floor Area Ratio, eliminate in-lieu parking provisions and floor area exemptions.

Planning Commission direction is sought on the remaining, unresolved issues on the project. Based on the Commission's direction at the September 27th meeting,

resolutions will be prepared for the Planning Commission's consideration at its October 11th meeting. The public hearing remains open.

SUGGESTED MEETING FORMAT

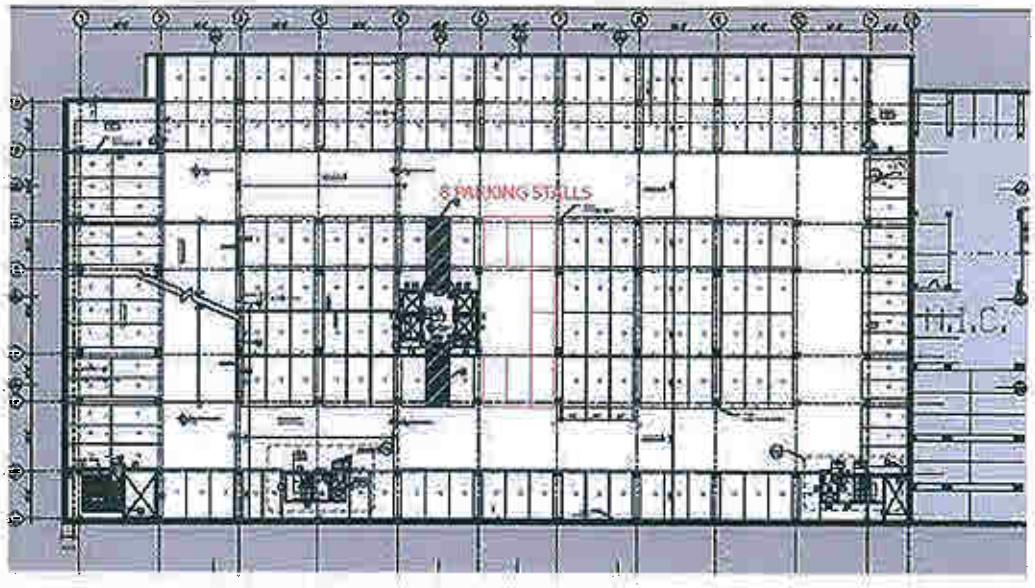
- Staff presents the revised project and responses to direction from the hearing of September 6, 2007
- Planning Commissions ask questions of staff
- Applicant presentation
- Planning Commission ask questions of applicant
- Receive public comments on project
- Planning Commission provide staff with direction on preparation of resolutions
- Planning Commission continues the public hearing to October 11, 2007 to consider resolutions on:
  - Environmental findings,
  - Development agreement,
  - General Plan amendment,
  - Zoning amendments,
  - Planned Development, and
  - Lot line adjustment.

REVISED PROPOSAL

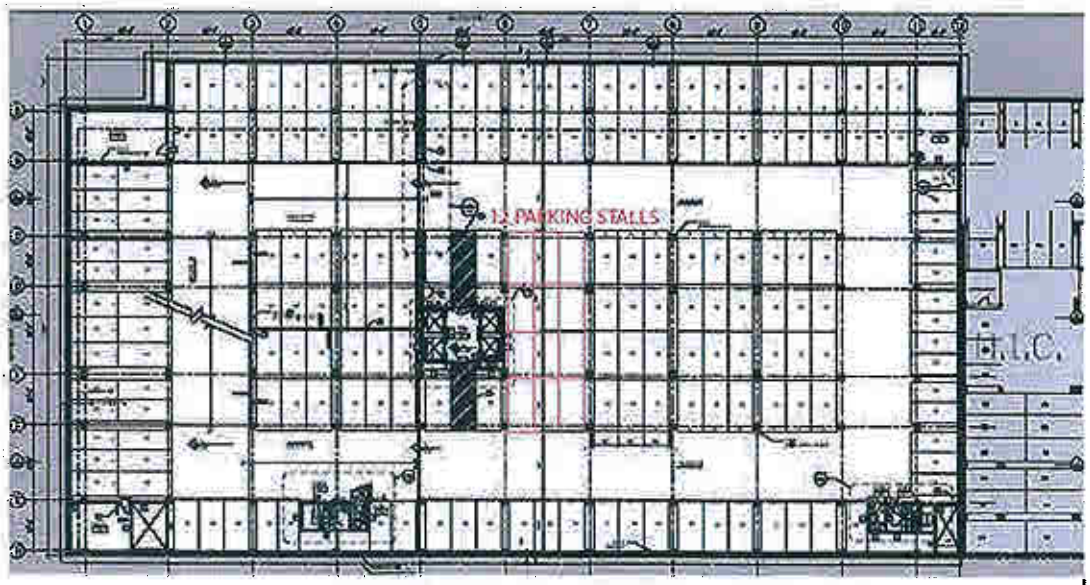
At its meeting of September 6, 2007, the Planning Commission gave direction on the major issues related to the project. The applicant has revised the project plans or agreed to project revisions in the following areas:

1. **Parking**. Additional parking has been provided on levels P2-P4, adding 32 parking spaces, resulting in a total of 697 spaces. The applicant has submitted a letter, dated September 17, 2007 in which he states that these additional spaces meet the parking requirements identified in the demand analysis.

APPLICANT'S PROPOSED GARAGE REVISIONS

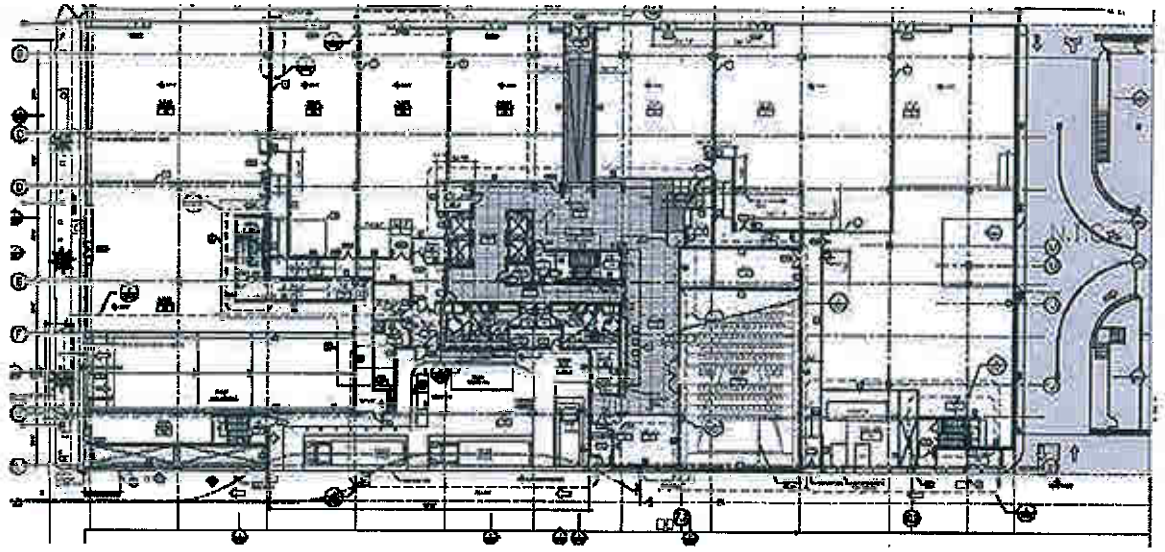


EIGHT ADDITIONAL PARKING SPACES ON P-2 LEVEL

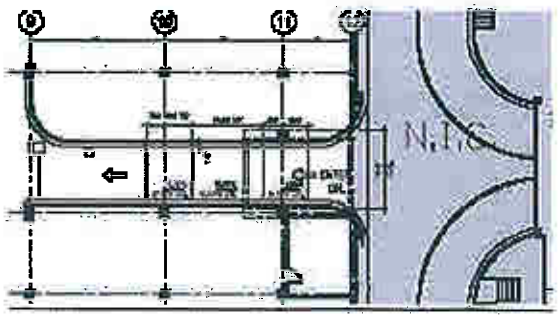


**TWELVE ADDITIONAL PARKING SPACES ON EACH LEVEL:
TOTAL 24 SPACES (P3 AND P4 LEVELS)**

2. **Loading**. Loading spaces for the project have been revised to a parallel configuration. Sufficient space has been provided for 3 loading spaces, assuming two trucks in a parallel configuration and one van in a head-in configuration.



3. **Access.** Additional inbound access into the William Morris building has been provided by reversing the circulation of the proposed ramp connected to the Bank of America Building driveway on parking level P1 for employee ingress only. The ramp has been widened to accommodate larger vehicle turning movements. The Dayton Way driveway curb radius has been increased to facilitate the turning movements of larger vehicles. The new access point proposed to Beverly Drive would eliminate a significant traffic impact previously identified at Rodeo Drive/Dayton Way.



In addition, as a result of the Planning Commission's direction, the following modifications are made to the proposed project including:

4. **Height**. Maximum building height remains at no higher than 88 feet, except that up to a maximum of 92 feet may be permitted at the discretion of the Director of

Community Development due to technical difficulties that may be encountered during construction of the project.

5. **Density.** The maximum Floor Area Ratio has been reduced to 3.6:1, based upon the proposed building.
6. **Overlay Zone.** The Overlay zone has been revised to eliminate uses, reduce the Floor Area Ratio to 3.6, eliminate exemptions to Floor Area, and refine the maximum height limit.

Key Issues

At the hearing of September 6, 2007, staff presented the major project issues for discussion and Planning Commission direction. These issues, their resolution, and Planning Commission direction are summarized below:

- ***Parking.*** After the staff presentation and recommendation for a demand-based determination of parking needs for both William Morris Project and the Bank of America building, the Commission directed that parking needs be determined by application of existing zoning for definition of floor area and parking ratios, and the application of the existing Bank of America covenant of 262 spaces. This results in a parking deficit of 65 spaces. The Commission gave direction that this deficit may be addressed through providing parking in a variety of ways, including:

  - Providing additional parking on levels P2-P4 by adding 32 spaces;
  - Extending parking under the alley in levels P3 and P4
  - Providing parking off the alley if no significant retail space is lost
  - Providing covenanted off-site parking
  - Reduce building square footage

  Based on the applicant's submittal of potential ways to make up this deficit, a total of 32 spaces can be attained through more efficient striping of levels P2-4 for a total of 697spaces. Revised plans submitted for this hearing reflect these additional parking spaces. The applicant has determined that it is cost prohibitive to add parking under the alley or on the fifth level, and that the loss of retail space on the ground level is not balanced by the small number of parking spaces which would be achieved. This results in a remaining deficit of 33 spaces. In a letter dated September 17, 2007(attached), Mark Egerman, on behalf of the applicant, states that provision of these spaces meets the parking need based on the needs analysis for both William Morris and the Bank of America buildings. The applicant proposes that to mitigate any potential parking shortage, the applicant would agree to lease up to 33 additional parking spaces to supplement parking shortage for the project. However, under the Commission's Code-oriented approach, the applicant would need to provide the additional 33 off-site parking spaces within 500 feet of the building, tied to the project through a

covenant. This reflects the current Code requirements for off-site parking (BHMC §10-3-2733 and §10-3.2734).[a] It should be noted that staff concurs with the parking analyses prepared by the City's technical consultants, Fehr & Peers and RBF, which indicates that the project as originally proposed would have a 27-space deficit rather than 65-space deficit.

- ***Access***

  - ***Access Points.*** The original plan provides ingress though a single entry on Dayton Way, and egress through the driveway at Dayton Way and indirectly through the Bank of America building through exits on levels P1 and P4 to the alley (leading to Dayton Way) and Beverly Drive (both right and left turns). The Planning Commission expressed concern that a single point of ingress would not be sufficient for a building of the size of the proposed structure and place too much of the project's traffic on Dayton Way. Planning Commission recommended that the exit ramp between the William Morris building and the Bank of America building on level P1 be reversed to provide an additional new entrance from Beverly Drive.

    Exit points would be as follows (no change from the original submittal):

    - Dayton Way driveway. To facilitate out-bound turns, the turn radius has been increased to facilitate the turns of larger vehicles. This change is reflected in the revised plan set provided by the applicant.
    - Beverly Drive. The existing driveway to the Bank of America building will continue to provide an exit onto Beverly Drive for its own employees and those of the William Morris building, through the connection on level P4.
    - Alley. The existing exit from the Bank of America building will continue to provide access to the alley for its own employees and those of the William Morris building, through the connection on level P4. This exit is one-way and eventually empties onto Dayton Way.

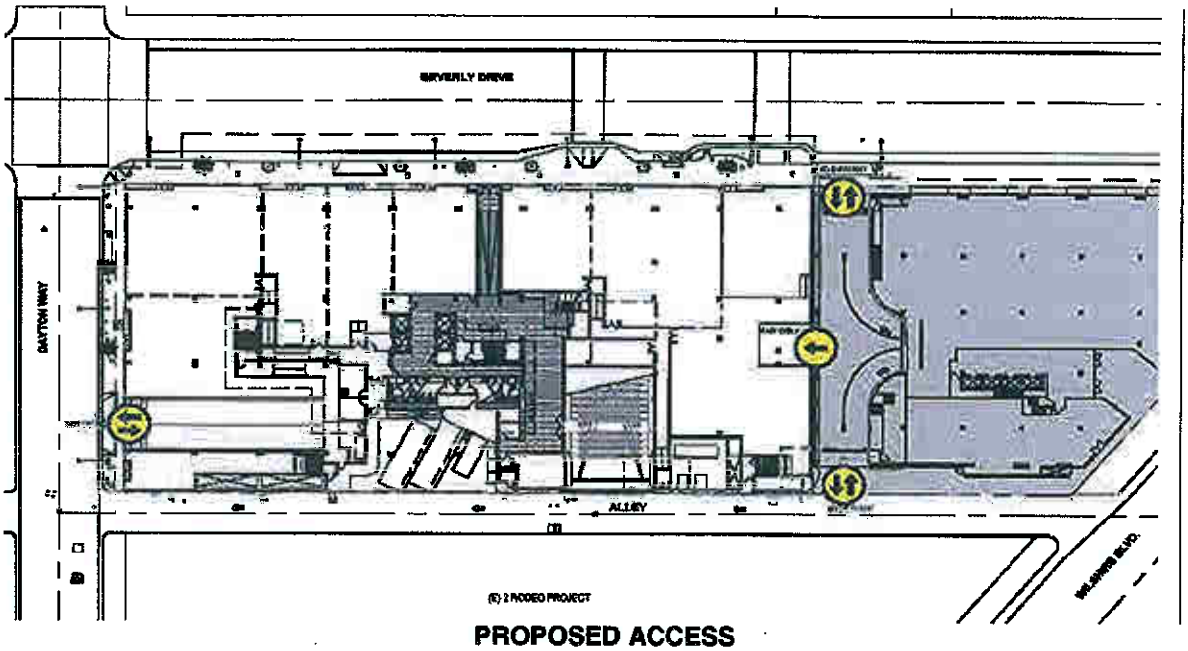
    In-bound entry points would be as follows:

    - Dayton Way driveway. This entry point will remain as originally proposed.
    - Beverly Drive. This existing driveway will remain as presently configured: a two-way driveway with full vehicle movements in and out. The project revision is that the connection between the two buildings will be reversed, providing a new entry into the William Morris building at the first parking level (P1) for employees only, with a minor widening to accommodate full

[a] Section 10-3-2733 requires off-site parking to be located within 500 feet of the use requiring the parking; Section 10-3-2734 requires a covenant for off-site parking, authorized by the Planning Commission through the CUP process.

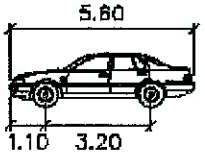
sized/larger vehicles. Visitors to William Morris and the retail uses will enter through the Dayton Way driveway. Project plans resubmitted by the applicant include this in-bound access point. Traffic impacts of this plan revision are discussed below in the Traffic section.

- Alley. The alley access would also provide ingress into the project. This would further relieve demand on the Dayton and Beverly access particularly from traffic arriving from the east and south.

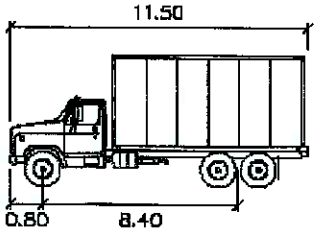


PROPOSED ACCESS

- **Alley Operation.** The existing alley is a one-way alley 20 feet in width. Staff analysis shows that changing the direction of the alley in all or a portion of its length is not feasible from a traffic engineering perspective. The analysis conducted by Fehr and Peers confirms this assessment. It should be noted that the following truck/car sizes were utilized for this analysis:



PTAC	meters
Width	: 2.00
Track	: 2.00
Lock to Lock Time	: 6.00
Steering Angle	: 36.20



HSUTAC	meters
Width	: 2.60
Track	: 2.60
Lock to Lock Time	: 6.00
Steering Angle	: 39.70

Descriptions of the analyses conducted are as follows:

Figure 1 illustrates the conflict between a truck entering and a car exiting the 20' alley. The turning radii overlap leads to serious safety and circulation concerns. Also note that both vehicles require use of the 2nd travel lane on Wilshire Boulevard to begin/complete their respective turns.

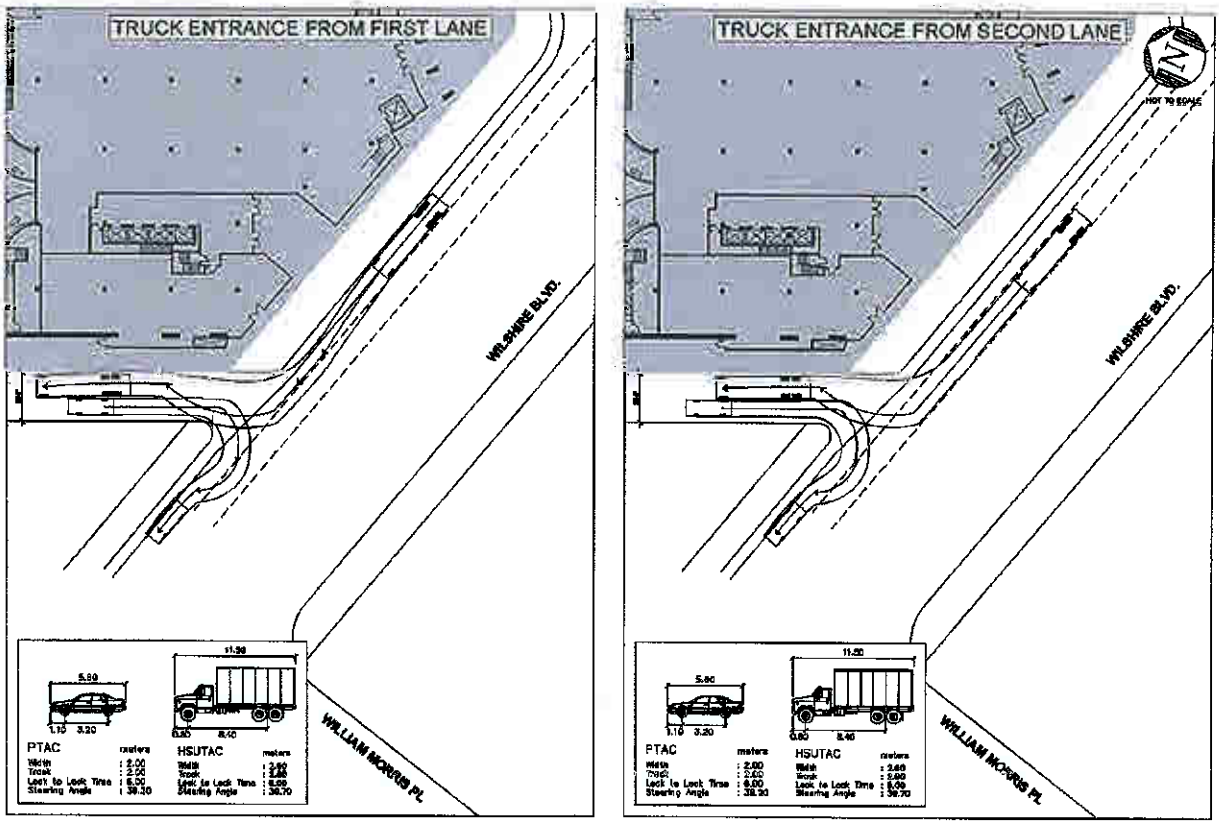


Figure 1
Truck Entering from and Car Exiting to Wilshire Boulevard
20' Alley

Figure 2 illustrates the conflict between a car entering and a van exiting the 20' alley. The turning radii marginally overlap. A more serious concern is Wilshire access of the van -- it cannot make the turn without exceeding the width of the 2nd lane.

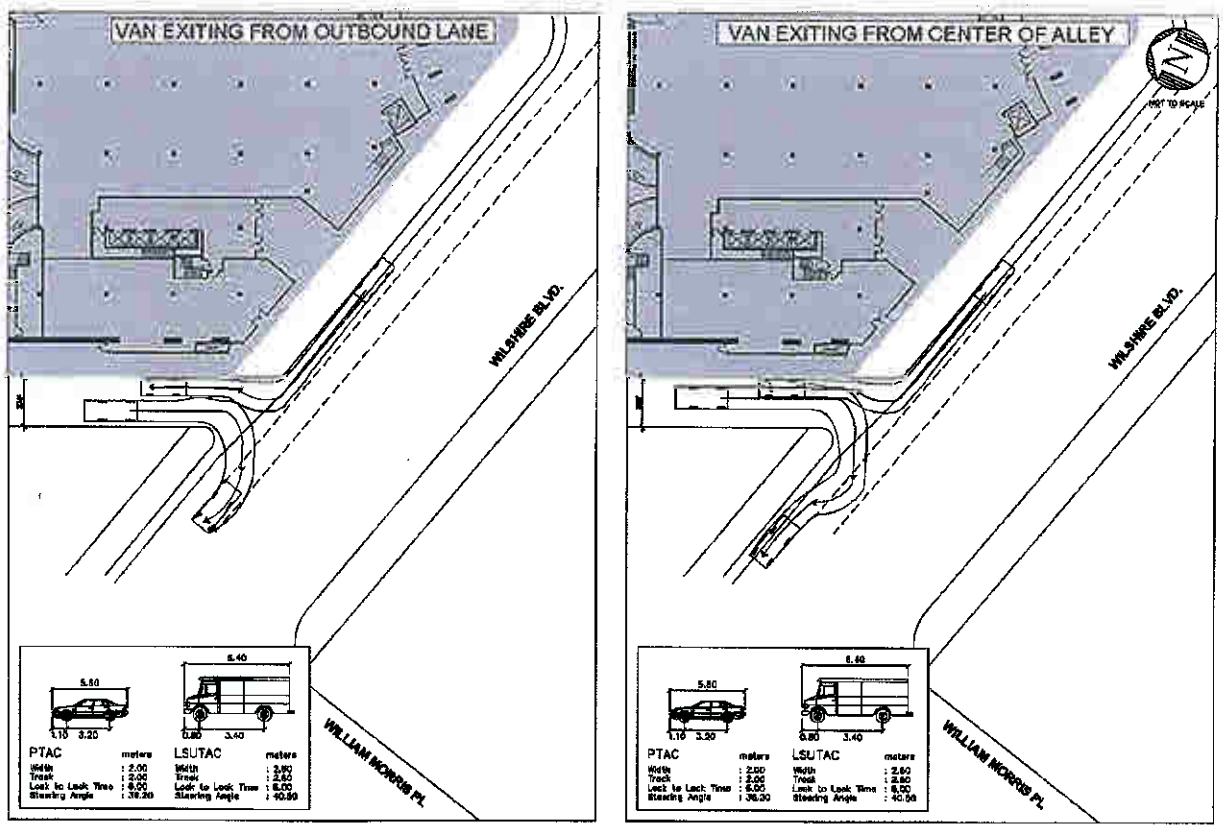


Figure 2
Car Entering from and Van Exiting to Wilshire Boulevard
20' alley

Figure 3 illustrates the conflict between a truck entering and a car exiting the 25' alley. The extra 5' of alley width reduces but does not eliminate the turning overlap between the two vehicles. The extra alley width does not improve the maneuverability of the car exiting the alley onto Wilshire, where it will still require partial access of the 2nd through lane.

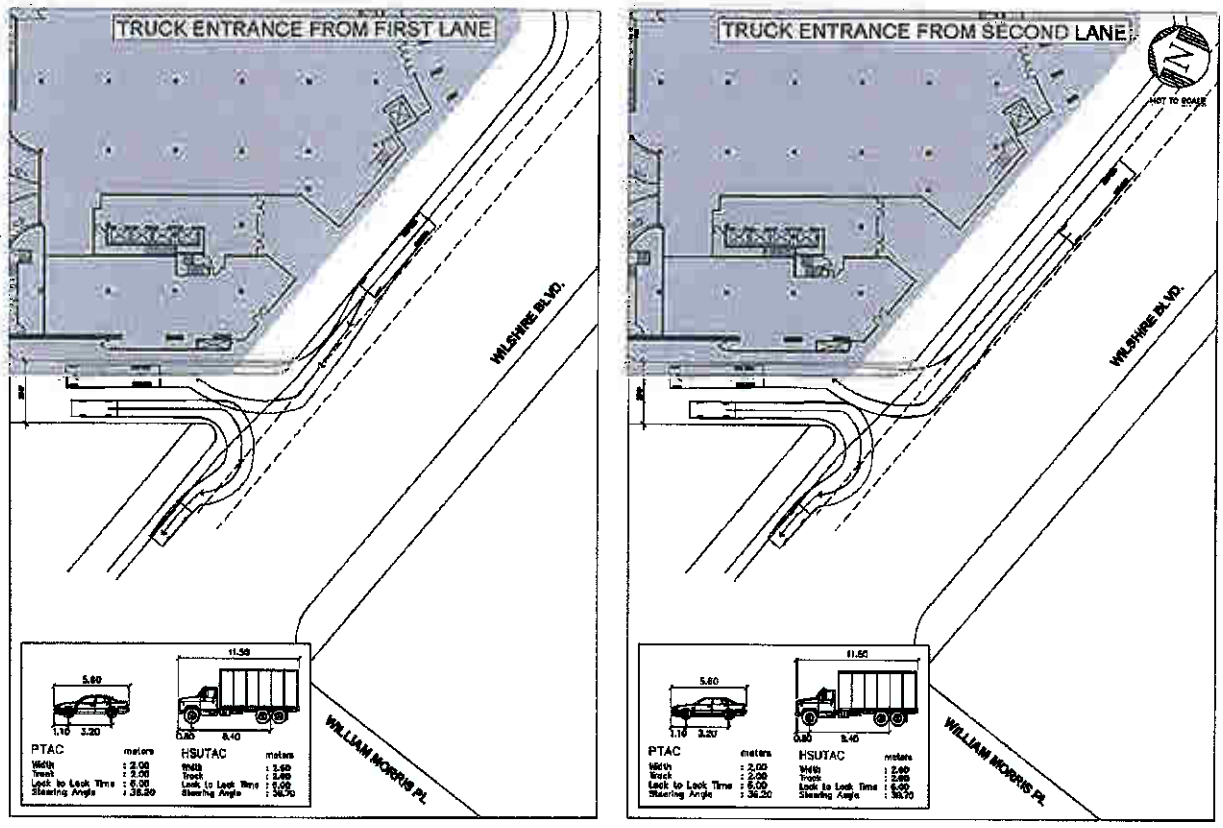


Figure 3
Truck Entering from and Car Exiting to Wilshire Boulevard
25' Alley

Figure 4 illustrates the conflict between a car entering and a van exiting the 25' alley. This dual maneuver is technically feasible but the concern surrounding the van exiting onto Wilshire and protruding past the 2nd through lane is not diminished.

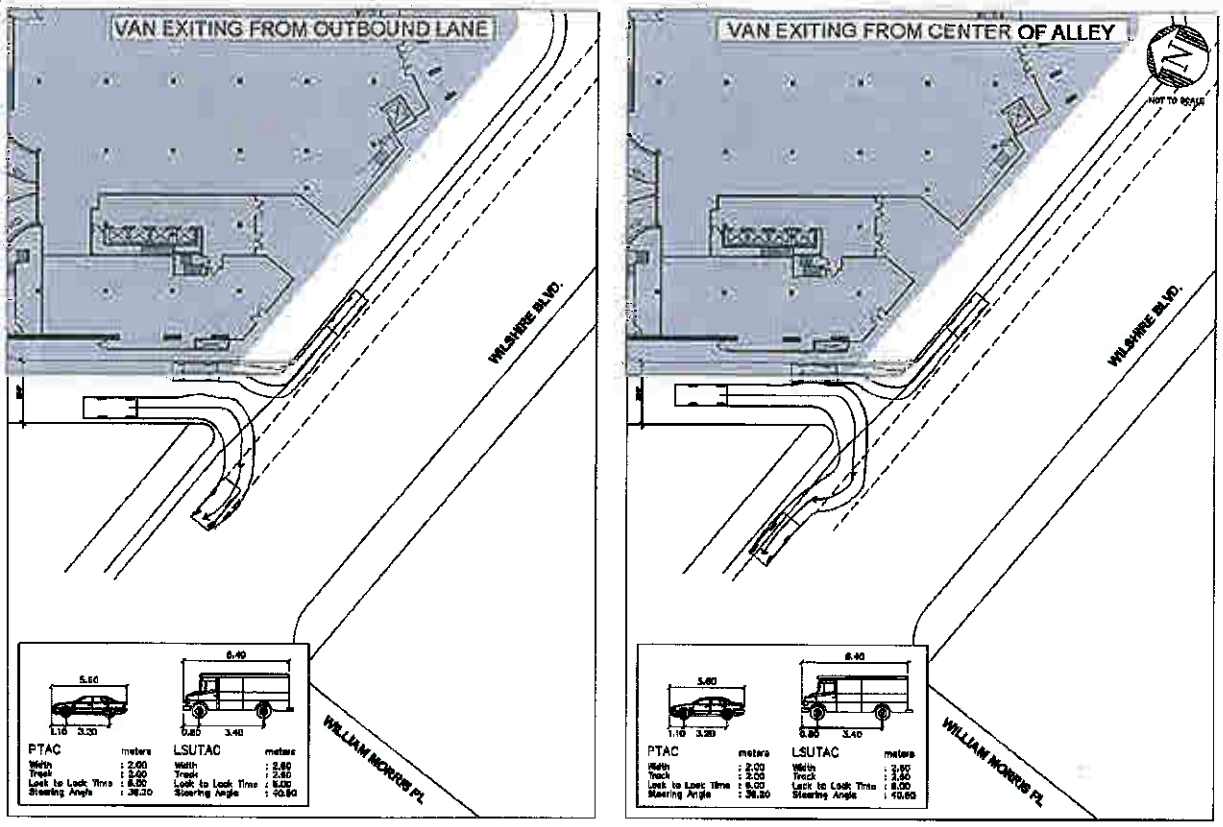


Figure 4
Car Entering from and Van Exiting to Wilshire Boulevard
25' Alley

As directed by the Commission, staff also reviewed the option which the alley becomes one-way southbound alley from the B of A ingress/egress to Wilshire Blvd. from 1:00 p.m. to 5:00 p.m. The analysis provided by staff indicates while the change of alley direction after 1:00 p.m. would provide PM egress to westbound Wilshire via the alley, partial change in alley direction would present the following issues to consider:

1- Requires enforcement of signs installed on Wilshire (NO RIGHT TURN 1PM-5AM MON-SUN) and at B of A exit to Alley (NO LEFT TURN 5AM-1 PM MON-SUN).

2- Potential conflict with operation of the traffic signal at Wilshire/El Camino that would require redesign of the signal to include a new southbound phase. Costs could be estimated about $120,000.

3- Potential circulation confusion and increase of movement violations.

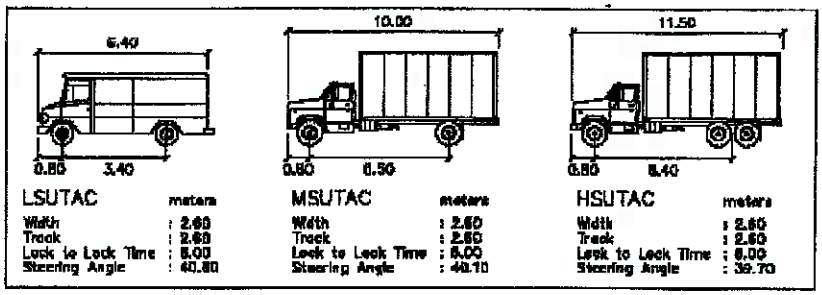
4- Commitment of Two Rodeo Complex to schedule loading and unloading prior to 1:00 p.m. Based on staff observation the loading activities of Two Rodeo complex continues through afternoon hours and the property management can not enforce limited hours of truck loading (for example, only during morning) since individual lease contracts with many retailers on the "Two Rodeo" Complex can not be amended while the lease is in effect. In addition, due to the proximity of Two Rodeo loading area to the driveway of B of A building in the alley, there could be a physical obstruction (like a truck or van park in the alley) to block left turns to for a southbound one way alley from the B of A driveway.

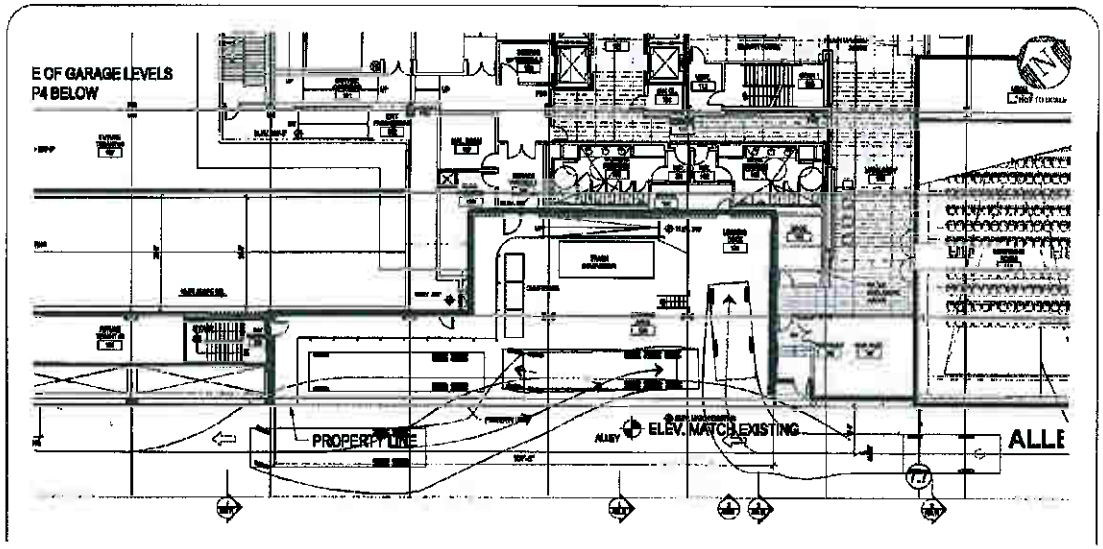
5- Commitment of William Morris building to schedule loading and unloading prior to 1:00 pm. Based on loading survey of William Morris by Fehr & Peers, William Morris loading activity occurs through-out the day between the hours of 8:00 a.m. to 6:00 p.m.

6- During loading survey conducted by the City, the Bank of America building loading activity was observed between the hours of 1:00 p.m. and 4:00 p.m.

In conclusion, staff does not recommend consideration of "time managed one-way alley" as apparent disadvantages outweigh the one potential benefit of allowing a second egress toward the west. Based on Fehr & Peers analysis, this is due to the safety issues that will arise from vehicles maneuvering the 130 degree turning radius from the alley onto Wilshire Boulevard. This concern is illustrated in Figures 1-4. Vehicles will have a difficult time maneuvering the right turn without entering into the 2nd through lane on Wilshire Boulevard, which could lead to conflicts with through traffic, and ultimately liability issues for the City. In general, staff recommends that the existing alley circulation to be maintained and as discussed earlier in the report, the lower level connections between B of A and William Morris Building can provide the additional egress via B of A circulation exiting into Beverly Drive.

- ***Loading***. Planning Commission direction was to revise the loading on the alley to a parallel configuration. The applicant's revised plans have made that revision. Sufficient space has been provided for 3 loading spaces, assuming two trucks in a parallel configuration and one van in a head-in configuration. Fehr and Peers has reviewed the revised configuration and confirms staff assessment that the proposed configuration would function efficiently. The following truck sizes were used in evaluation of the loading area efficiency.





Revised Loading Configuration

- ***Traffic***

  - ***Reduction of Traffic Impacts.*** An analysis of traffic impacts related to provision of an additional entry point was performed as discussed at the meetings of September 5 and 6, 2007. Adding this access eliminates significant traffic impacts at the following intersections: the impact at Rodeo Drive/Dayton Way was a significant unavoidable impact previously identified in the Draft EIR:

    - Rodeo Drive/Santa Monica North (both weekday mid-day and weekend mid-day peaks) (mitigated to less than significant in the Draft EIR)
    - Rodeo Drive/Dayton Way (both weekday mid-day and weekend mid-day peaks) (Significant Unavoidable Impact in the Draft EIR)
    - Beverly Drive/Dayton Way (weekday mid-day peak only) (mitigated to less than significant in the Draft EIR)

Two new potential impacts result: Beverly Drive/Santa Monica North (all periods); and Beverly Drive/Santa Monica South (weekday am and pm peaks). These impacts are less than significant with mitigation. The new impact to Beverly Drive at Santa Monica South is mitigated by the measures applied to the previously identified impacts to that intersection at different time periods. The new impact to Beverly Drive/Santa Monica North is mitigated through addition of a new right turn lane, with the applicant paying a fair share of this improvement.

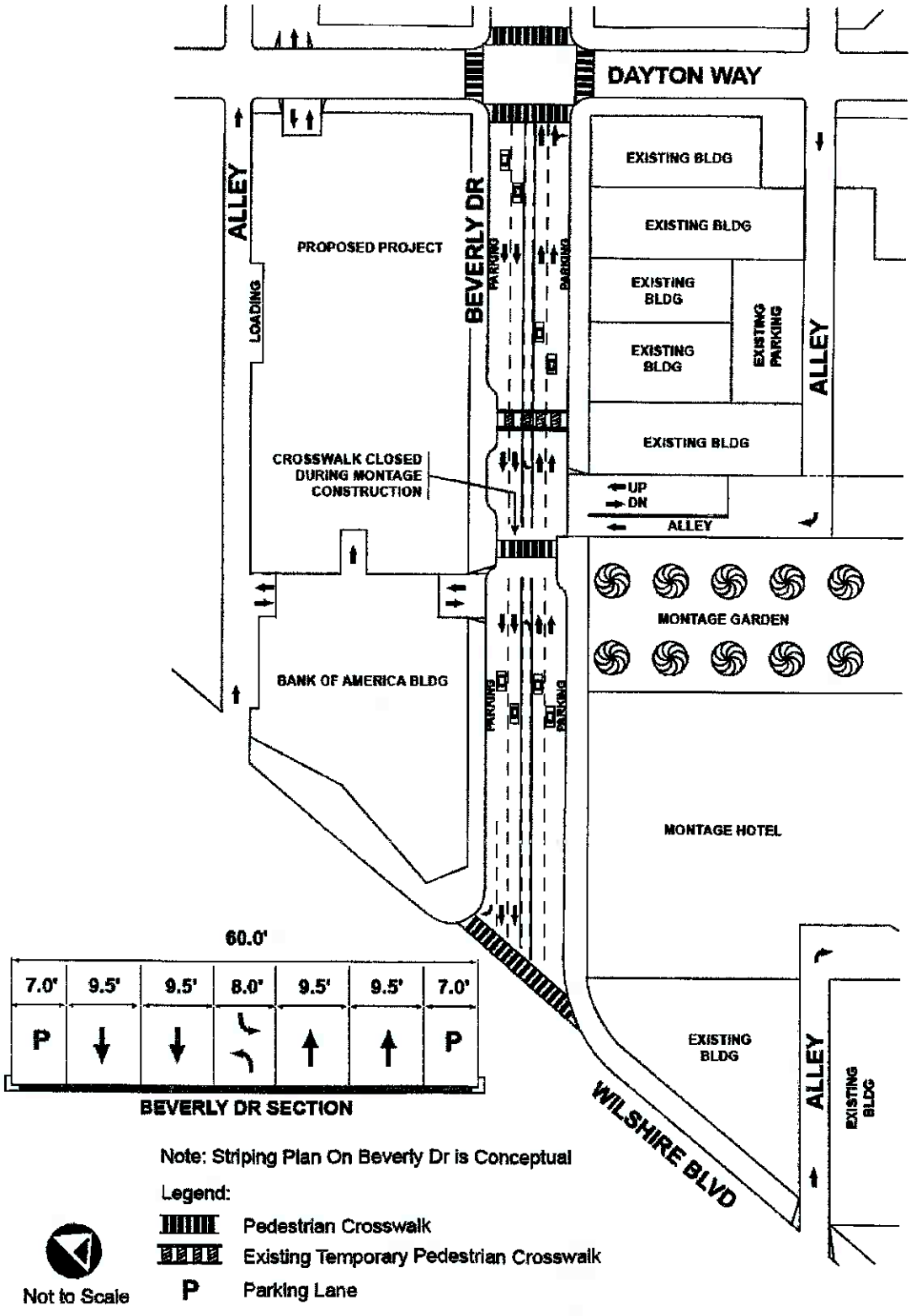
The end result of this revision is the elimination of an unavoidable significant impact related to the project.

A sensitivity analysis was performed as part of Planning Commission requests at the hearing of August 9, 2007 to determine if a revision to the project could reduce traffic impacts. This analysis showed that a reduction of impacts was possible with a minor reduction of the project while meeting project objectives. The impact that was eliminated was the intersection of Rodeo Drive/Dayton Way. Subsequently, the change in driveway access discussed above eliminated this impact without a reduction in the project.

- ***Pedestrian Access.*** Continuous pedestrian access will be provided to existing retail tenants on Beverly Drive during construction. This will be accomplished by allowing the in-place pedestrian tunnel along the east side of Beverly adjacent to the Montage construction to remain in place. The mid block crossing, installed by the Athens Group will be moved south, to the north edge of the Bank of America building, allowing pedestrian crossing from the east side of Beverly Drive to the west side. The portion of Beverly on the west side, adjacent to the William Morris Project construction will be unavailable to pedestrians. Beverly retail activities north of Dayton Way will be unaffected. After construction, sidewalks will be provided on the full frontage of Beverly Drive.

As requested by the Planning Commission, the following illustration provided to show the Beverly Drive vehicular and pedestrian circulation:

Staff Report
William Morris Project
For the Planning Commission Meeting of September 27, 2007



- ***Aesthetics.*** The Draft Environmental Impact Report analyzed impacts to aesthetics, including light and glare and shade and shadow. An additional analysis was prepared as a response to comments. Aesthetic-related issues include the following:

  - ***Color.*** The Planning Commission preferred to review the building color further. In addition, the Commission requested a visual study to be prepared to provide a sense of scale and mass on Beverly Drive view. An independent firm is hired to prepare the visual study. Analysis of the visual study will be provided at the subsequent meeting on October 11, 2007.

  - ***Modulation.*** The Commission reviewed the applicant's alternatives providing additional modulation to the building. Of the three alternatives presented, the Commission preferred the original building configuration, unless the applicant's design team could develop additional options. The applicant has stated that any additional modulation on the Beverly Drive frontage affects the ability to provide William Morris Project with the office unit depth required to meet their program. No additional modulation options have been prepared or submitted by the applicant.

- ***Visual Impact.*** The Draft Environmental Impact Report did not find significant impacts for aesthetics, including light and glare and shade and shadow. No mitigation for aesthetic impacts other than construction-related impacts was required.

  - ***Shade & Shadow.*** The Draft EIR did include a review of shade/shadow impacts created by the proposed project at four times during the year: winter and summer solstices and the spring and fall equinoxes. The Montage Hotel and Beverly Gardens project is located on the east side of Beverly Drive, just to the south east of the project site. The shadow impacts associated with the proposed project are primarily to the east, depending upon the time of day and the time of year. Similar impacts would be expected with the Montage Hotel and Beverly Hills Gardens Project, where shadow impacts would extend eastward to Canon Drive and beyond. The applicant prepared composite shade and shadow exhibits to include the project and the Montage Hotel and Beverly Hills Gardens Project. Some shadow impacts from the Montage Hotel and Beverly Hills Gardens Project would extend west onto Beverly Drive during the summer and autumn morning conditions. The extent of shade extending onto Beverly Drive from the two projects is dependent upon the time of day and the time of year, but portions of Beverly Drive will experience shadow impacts. The EIR did not find these impacts to be significant and no mitigation was required; this additional analysis does not change this conclusion.

- ***Glare.*** The Draft EIR includes a discussion of the proposed project's glare impacts and identifies the range of reflectivity associated with the proposed glass surfaces. The Commission has heard information provided by the project architect detailing glass production, glass coatings, and reflectivity, and how the glass must meet Title 24 requirements. In order to meet LEED certification for the core building and LEED silver for the interiors, the applicant has indicated that the proposed glass type and its reflectivity would assist the project to be qualified for LEED certification. The Draft EIR concluded that less than significant glare impacts would result from the proposed project, and that no mitigation measures were required. In order to ensure that there would not be any glare impact on neighboring properties including the future residences across Beverly Drive (Montage condominiums), staff recommends that the applicant provide a certification by a certified engineer that the proposed glass type and its reflectivity will not create any glare impacts on the adjacent properties and adjacent streets.

- **General Plan Amendment**

The project proposes amending the General Plan, which would establish a new land use category of Medium Density, General Commercial. The project site would be designated as Medium Density, General Commercial in the General Plan text and associated land use map. This designation would allow for development of the project site with commercial retail and entertainment office uses with a maximum Floor Area of 3.6 to 1 and a maximum height of six stories or 92 feet, whichever is less. The proposed text language for the amendment is as follows:

The Land Use portion of the General Plan, specifically Map 1 (Land Use Plan) is amended for the reasons set forth in the objectives of the Creative Office Planned Development Overlay Zone (C-O-PD Overlay Zone, as follows:

The area in the map bounded on the south by Wilshire Boulevard, on the north by Dayton Way, on the east by Beverly Drive, and on the west by the alley between Beverly Drive and Rodeo Drive shall be designated Medium Density Commercial " with a 3.6:1 Floor Area Ratio (FAR) and a maximum height of 92 feet.

- **Zone Change – Establishing an Overlay Zone**

The original proposal submitted by the applicant was intended to accommodate a very specific tenant - William Morris Agency. Through the hearings and subsequent parking studies, the Planning Commission provided a clear direction regarding parking, height, floor area ratio and ancillary uses. The Commission also direct staff not to include the provisions related to additional floor area exemptions and in-lieu parking participation

with fee waiver. In addition, the Commission raised issues pertaining to unclear definition of entertainment related business contained in the original draft and voiced concerns about future uses of this building. The Commission also pointed out that the proposed office building could be considered as a Class A building, and as the City has a need to accommodate more Class A offices, it is reasonable to provide incentives such as additional height and floor areas for such development.

In response to Commission's comments, planning staff prepared two options to address the proposed Overlay Zone:

Option 1-Creative Office Planned Development Overlay Zone (William Morris Proposal)

Under this proposal, the objective is to accommodate entertainment business office. The proposed overlay zone would allow additional height, increase of floor area, tandem and compact parking spaces and screen room as ancillary use to the entertainment talent agency. As the objective is for entertainment related business only, the Commission raised two issues:

1) Definition of entertainment related business. It is a challenge to provide a clear definition for such businesses; thus, staff recommends narrowing this use as entertainment talent agency.

2) Future uses of this building. As the use for this building would be limited to this business. Future tenants must be a similar business. In case the owner cannot find entertainment related businesses as tenants, the parking spaces must be re-striped to comply with the current code at that time (elimination of tandem and compact spaces) for other commercial uses. This re-striping will result in parking deficit. Thus, the only option is to require additional off-site covenant parking spaces to meet the parking requirement for other commercial uses.

Option 2-Commercial Office Planned Development Overlay Zone (Class A Office Proposal)

Under this proposal, the objective is to encourage Class A office development in the City. The proposed overlay would allow the same incentives as allowed under Option 1. As recommended, a developer must proposed a Class A office building, and through the rezoning and planned development process, the Planning Commission can then determine the appropriate height, FAR, and different type of parking (tandem and/or compact) as incentives for such development. Based on this option, it is clear that the Commission can demand the highest quality of building design to achieve its objectives of this overlay zone.

The difference between these two options can be summarized as follows:

Items	Option 1 – Entertainment Talent Agency	Option 2 – Class A Office
Objectives	Encouraging quality entertainment talent agencies	Encouraging Class A office development
Uses	With the exception of the ground floor, the building shall be occupied by entertainment talent agency office use	With the exception of the ground, the building will be occupied by office uses
Prohibited use	No medical office uses	same
Building Height	6 stories, 88' (may be added to 92')	same
Floor Area Ratio (FAR)	3.6: 1	3.6 – 5.0:1 depending on individual aspects of a site and the proposed project. FAR incentive can only be approved through the Planned Development process
Parking	Tandem and compact spaces may be used based on an approved parking program	same
Multiple-family residential buffers	N/A	Requiring appropriate buffers where a Class A office is located next to a residential use.
Application	Very limited application; this overlay zone may only apply to one site	This overlay zone may apply to multiple sites if the Planning Commission can find each of the proposed office development meet the objectives of this overlay zone.

The draft overlay zone texts for both options are attached to this staff report for the Planning Commission consideration.

- **Development Agreement**

  The developer wishes to enter into a Development Agreement to address, among other things, project fiscal impacts and development impact fees as well as to address project requirements that need applicant/City concurrence but which fall

outside the ordinary City requirements. The key deal points of the agreement require a recommendation from the Planning Commission to the City Council. As the City is still in the process of discussing this agreement with the applicant, these deal points will be transmitted to the Planning Commission at the September 24th meeting (the special meeting on Monday for the 9900 Wilshire Project) under separate cover. Based upon the direction given by the Commission at its September 27th meeting, a resolution will be prepared for consideration at the October 11th meeting. The form and content of the Development Agreement will be subject to City Council review and approval.

- **Planned Development Review**

The proposed overlay zone requires the project to obtain Planned Development approval from the Planning Commission, pursuant to Article 18.4, Planned Development, of the City's Zoning Code. The grounds for approving a Planned Development are whether the project meets the objectives of the overlay zone. The proposed objectives of the overlay zone include:

A. To provide additional opportunities to locate quality entertainment related businesses that would not otherwise be encouraged by the underlying zone in order to maintain and strengthen the economic base of the City;

B. To encourage the development and redevelopment of commercial areas within the City to provide for additional building projects for single and multi-tenant entertainment related business uses not currently available in the City;

C. To provide for the enhancement of employment and commerce within the project area;

D. To provide retail/commercial and entertainment office uses responsive to the City's needs and regional market forces;

E. To encourage the provision of pedestrian-friendly amenities at the street level;

F. To augment the City's economic base by providing tax-generating revenues from sales from the retail/commercial stores, increased business license fees from the office tenants, and increase in assessed land and building values which should generate additional property taxes.

G. To protect the health, safety, and welfare of residents, businesses and visitors of the C-O-PD Overlay Zone and surrounding areas;

H. To foster development in the C-O-PD Overlay Zone that is environmentally sensitive;

I. To encourage, through planned development, the prudent use of scarce natural and physical resources;

J. To ensure that development, which includes floor area in excess of the density or other zoning limitations of an underlying zone, shall not be a right of the property owner, but instead shall be permitted only upon a determination that such development would meet the objectives set forth in this section;

K. To ensure that development in the C-O-PD Overlay Zone will not materially and adversely affect the businesses adjacent to the C-O-PD Overlay Zone;

If the Planning Commission agrees that the aforementioned objectives are what the City desires to achieve with the proposed overlay standards, they will be instituted with the adoption of the overlay zone. Staff finds that, with the proposed conditions imposed on the approval of the project, the project meets these objectives.

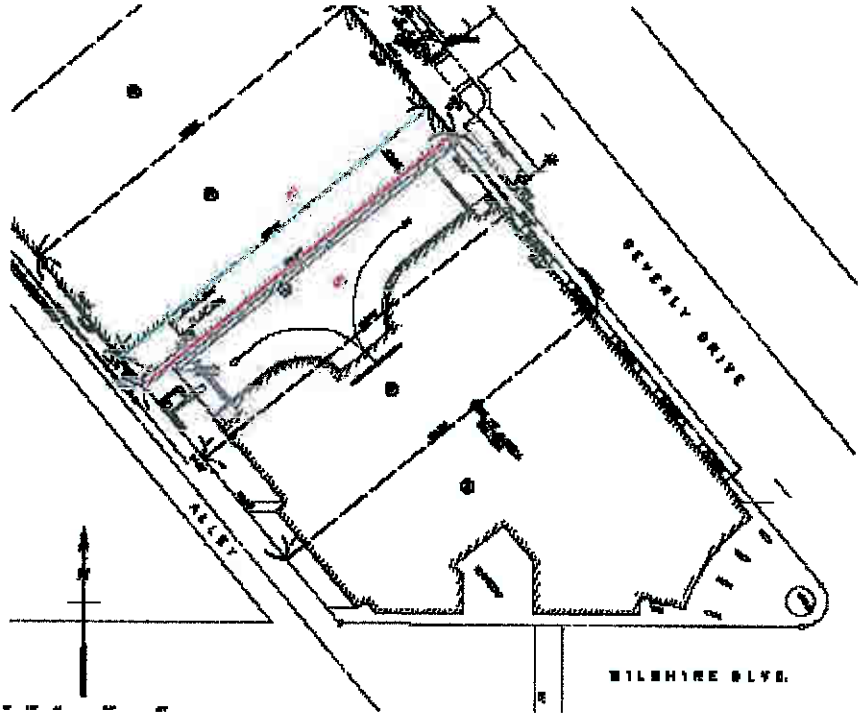
Staff has prepared draft conditions of approval for the Planned Development application, included as Appendix A to this staff report. These conditions include City standard conditions as well as project specific conditions noted in the staff reports provided to the Commission during project hearings, including those related to use of the screening room and terrace, proposed parking garage operations.

- **Lot line Adjustment**

The property consists of existing lots 8 through 16. The existing Bank of America building is located on lots 8 and 9 plus 35 feet of lot 10. The proposed new building will be built on the northerly 15 feet of lot 10 and lots 11, 12, 13, 14, 15 and 16. The lot line adjustment will add the northerly 15 feet of lot 10 to lot 11 through a lot line adjustment and lots 11 through 16 will be tied together.

The lot line adjustment is required because the existing Bank of America building is on a portion of lot 10 and will define a division between the bank building and the subject site. In 1958, an off-site parking covenant was required between the bank building and the existing parking structure. The lot line adjustment helps to identify and distinguish between the two sites. The Bank of America building has been and will continue to be legally nonconforming irrespective of the proposed adjustment request. The boundary line adjustment would then allow the remaining portion of Lot 10 to be tied to the site occupied by the William Morris Project. With a new boundary, an easement becomes necessary for driveway access purposes at the bank building because the garage access to the William Morris garage would be from the Bank of America building driveway. The proposed line adjustment will not change the number of lots in the subdivision tract.

The lot tie is an administrative process; which can be approved by either director or commission. Because the lot line adjustment accompanies other applications, it is being brought before the Commission for review and approval (see attachment).



RECOMMENDATION

Based on the foregoing analysis and pending the information and conclusions that may result from testimony received at the public hearing and Planning Commission deliberations, staff recommends that the Planning Commission direct staff to prepare resolutions for the following actions:

Planning Commission Actions:

- Certify EIR with adoption of findings and statements of overriding considerations
- Conditionally Approve Development Plan Review subject to approval of General Plan Amendment and rezoning by the City Council
- Approve the lot line adjustment

Recommendations to the City Council:

- Amend the General Plan
- Adopt an ordinance to create an overlay zone and rezone the site
- Adopt a development agreement

It is recommended that the hearing be continued to October 11, 2007 to consider the aforementioned resolutions.

RITA NAZIRI

LARRY SAKURAI

Attachments:

- Traffic Analysis of Secondary Access (Beverly & Alley) Option
- Letters from Mark Egerman, dated September 14 and 17, 2007
- Lot line Adjustment Map
- Revised Draft C-O-PD Overlay Zone
- Alley Operation Illustrations
- Revised project plans by Gensler Associates

APPENDIX "A"
RECOMMENDED CONDITIONS OF APROVAL
William Morris Project
(September 27, 2007)

1. Second floor terrace level requires two legal exits.

2. An offsite improvement plan prepared by a registered civil engineer shall be submitted to the Engineering Division for review and approval prior to issuance of a building permit. This plan must show all improvements in the public right-of-way adjacent to the proposed site. All facilities to be constructed or relocated within the public right-of-way must be clearly shown.

3. In accordance with the requirements set forth in City Council Resolution 71-R-4269, the applicant shall file a formal written request with the Engineering Division 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 Engineering Division. An indemnity bond must be submitted and approved by the City Attorney prior to excavation. Such improvement shall be in accordance with the *Summary Of Requirements For The Installation/Removal Of Tie-Backs And Supporting Structures* document available from Public Works.

4. The applicant must obtain an NPDES permit State Regional Water Quality Control Board (RWQCB) for any temporary dewatering during construction. All discharge shall be made directly into a storm drain or catch basin as directed by the Engineering Division.

5. If permanent dewatering is required for this project, an NPDES permit shall be required from State Regional Water Quality Control Board (RWQCB).

6. If the subterranean parking is extended into the public right of way of Beverly Drive an 8 feet vertical separation shall be provided and the applicant shall secure an Encroachment Permit from the City

7. A Standard Urban Storm water Mitigation Plan (SUSMP) prepared by a registered civil engineer shall be submitted for the project. The Best Management Practices for storm water runoff is required for project over one acre in area.

8. The street pavement on Beverly Drive, Dayton Way and the alley contiguous to the project shall be re-paved at the conclusion of project construction.

9. No loss of parking meter revenue on Beverly Drive shall occur during construction. The applicant shall pay meter revenue for each meter based on full usage (10 hours a day and 6 days a week) multiplied by days of construction. The payment of meter revenue shall be made at the time the applicant applies for street use permit at the beginning of the construction.

10. The project developer shall investigate different methods of construction to avoid dewatering, consider using this water on site, or consider options of replenishing the Hollywood Basin.

11. No solid waste bins shall be allowed in the alley (public right of way), unless they are offset inside the building wall as not to impede traffic.

12. The Floor Area Ratio (FAR) for the proposed structure at 231-265 N. Beverly Drive shall not exceed 3.6:1.

13. Three loading spaces shall be provided for the project site as shown on the revised plans approved by the Planning Commission.

14. Prior to issuance of any building permits, a covenant, driveway easement agreement, and /or other legally binding and recordable document shall be recorded to provide access to the project site in accordance with proposed driveway access entrance/ exit through the 9461 Wilshire Boulevard building driveway access and parking structure.

15. A parking sign program shall be prepared for the new building to provide guidance for the motorists entering/exiting the building garage. The parking sign program shall be approved by the Director Community Development Department prior to issuance of a building occupancy permit.

16. All lots designated as 235-269 N. Beverly Drive, Lots 11-16 and the northerly portion of lot to, as defined by the boundary line adjustment concurrently approved by this resolution, shall be tie together. The final plot plan for the lot line adjustment shall be recorded prior to issuance of a building permit.

17. An updated Construction Management Plan for the project shall be submitted to the Community Development Department for review and approval prior to issuance of a demolition permit for the project. The Construction Management Plan shall include the following additional information at a minimum: pedestrian connections during construction, phased to include coordination with Montage construction team to minimize any disruption of accessibility of sidewalk within this block; location and operations information for the temporary valet station as well as details of validation or other mechanisms of payment, lane configurations/barricade plans for provision of four lanes on Beverly Drive during construction.

18. The project is required to provide 730 parking spaces of which 697 parking spaces shall be provided on-site in the proposed parking structure. The remaining 33 parking spaces shall be provided through a covenant on an off-site parking structure within 500 feet radius of the building or be provided on site to the satisfaction of the Director of Community Development.

19. According the parking covenant executed in 1958, the project site shall provide 262 covenanted parking spaces for use by the Bank of America building at 9461 Wilshire Boulevard.

20. Parking plans submitted for a building permit shall include typical parking space dimensions (width and length). All parking spaces shall be in compliance with the parking plan approved by the Planning Commission.

21. Loading operations shall be conducted in accordance with a Loading Management Plan whose central objective is to maintain traffic circulation in the alley. The plan shall be submitted to the satisfaction of the Community Development Department Planning Division and shall require coordinated scheduling of deliveries, procedures to minimize delivery times, and the presence of a loading manager at all times to ensure that a clear travel path is maintained.

22. Prior to issuance of a building permit, the applicant shall secure approval from the Architectural Commission. The plans shall be revised in compliance with conditions of approval required by the Architectural Commission. A preliminary architectural plan including landscape plan for the terrace area shall be submitted at the time of Architectural Commission review of the project. The landscape plan shall include plant names and sizes and shall include terrace landscaping.

23. The applicant shall provide a certification by a certified engineer that the proposed glass type and its reflectivity will not create any glare impacts on the adjacent properties and adjacent streets.

24. The use of the screening room and terrace shall be subject to the following limitations:

    a) The screening room and terrace shall only be used by tenants of the building and their invited guests and shall not be open to the general public, except through a City approved special event permit.

    b) No exterior signage regarding the screening room shall be permitted.

    c) Maximum seating capacity of the screening room shall be as set forth in the plans for the project.

    d) "Special Event" is defined as an event that is not part of the normal business activity of the William Morris Agency attended by non-client invitees. The term "Special Event" shall not include a use that is part of the functioning of the

business or an event primarily for the employees of William Morris Agency. Special Events planned for the screening room or terrace areas of the building shall require special events permit issued by the City or approved by the Community Development Director.

e) No other type of advertising regarding the screening room shall be permitted.

f) During any event, refreshments shall be provided at no charge to the patrons of the event.

25. The use of the terrace shall be subject to the following limitations:

a) The Terrace shall be an ancillary use of the building for use by tenants including clients of the establishment.

b) No exterior signage or other type of advertising regarding the events conducted on the terrace shall be permitted.

c) During any event, refreshments shall be provided at no charge to the patrons of the event.

APPENDIX "B"
RECOMMENDED MITIGATION MEASURES
William Morris Project
(September 27, 2007)

Aesthetics, Light, and Glare

AES1 Construction equipment staging areas shall use appropriate screening (i.e., temporary fencing with opaque material) to buffer views of construction equipment and material, when feasible. Staging locations shall be indicated on Final Development Plans and Grading Plans.

AES2 All construction-related lighting shall include shielding in order to direct lighting down and away from adjacent hotel and residential uses and consist of the minimal wattage necessary to provide safety at the construction site. A construction safety lighting plan shall be submitted to the City for review concurrent with Grading Permit application.

Traffic

TR1 **South Santa Monica Boulevard/Wilshire Boulevard** – The project applicant shall make a fair share contribution to widen the eastbound Wilshire Boulevard approach at South Santa Monica Boulevard from two through lanes and one shared through/right-turn lane to consist of three through lanes and one dedicated right-turn lane.

Implementation of this mitigation measure requires narrowing and relocation of the existing sidewalk and relocation of utilities adjacent to the existing Starbucks along eastbound Wilshire Boulevard.

TR2 **Rodeo Drive/North Santa Monica Boulevard** – The project applicant shall make a fair share contribution to widen the eastbound North Santa Monica Boulevard approach at Rodeo Drive from one dedicated left-turn lane, one through lane, and one shared through/right-turn lane to consist of one dedicated left-turn lane, two through lanes and one dedicated right-turn lane.

Implementation of this mitigation measure requires narrowing of the existing landscaped area located at the southwest corner of the intersection, adjacent to the existing City-operated parking facility and relocation of existing curb, utilities, and signal post.

TR3 **Beverly Drive/South Santa Monica Boulevard** – The project applicant shall make a fair share contribution to widen the southbound Beverly Drive approach at South Santa Monica Boulevard from one through lane and one shared through/right-turn lane to consist of two through lanes and one dedicated right-turn lane.

Implementation of this mitigation measure requires restriping of Beverly Drive between North Santa Monica Boulevard and South Santa Monica Boulevard and tapering of the southbound Beverly Drive curb at South Santa Monica Boulevard.

TR4 **Beverly Drive/Dayton Way** – At the northeastern corner of the project site, the project applicant shall restripe (by removing the parking lane) the eastbound Dayton Way approach at Beverly Drive from one shared left-turn/through lane and one shared through/right-turn lane to consist of one shared left-turn/through lane, one through lane, and one dedicated right-turn lane.

TR5 **North Santa Monica Boulevard/Wilshire Boulevard** – The project applicant shall make a fair share contribution to re-stripe the southbound North Santa Monica Boulevard approach at Wilshire Boulevard from two through lanes, one shared through/right-turn lane, and one dedicated right-turn lane with overlap phasing to consist of three through lanes and one dedicated right-turn lane with overlap phasing.

Additionally, the project applicant shall make a fair share contribution to widen the westbound Wilshire Boulevard approach at North Santa Monica Boulevard from one dedicated left-turn lane, two through lanes, and one shared through/right-turn lane to consist of one dedicated left-turn lane, three through lanes and one dedicated right-turn lane.

The westbound Wilshire Boulevard approach requires relocation of the existing sidewalk and utilities adjacent to the existing Budget Car & Truck Rental surface lot along Wilshire Boulevard, thus impacting a portion of the existing Budget Car & Truck Rental surface lot.

Widening of the westbound Wilshire Boulevard approach at North Santa Monica Boulevard would require acquisition of private property, and therefore, based on comments from City staff, is considered infeasible. Hence, according to City staff, only the portion of this mitigation measure that consists of restriping the southbound North Santa Monica Boulevard approach at Wilshire Boulevard is considered to be feasible.

Site Access and Circulation

AC1 The construction contractor shall create a site access point that would not interfere with any construction vehicles turning left from the northbound lanes into the project site, subject to review and approval by the City of Beverly Hills.

AC2 In order to mitigate potential internal circulation and parking accessibility impacts in the proposed parking structure, full-time valet parking shall be required for all building visitors.

Parking Management During Construction

PMC1 In order to address parking for construction workers during demolition, excavation, and shoring activities, the following steps shall be implemented:

- Whenever possible, park the crews at the project site.
- When the crews cannot park at the project site, they shall be permitted to use available parking at 9465 Wilshire Boulevard during the off-peak hours.
- For peak hour parking needs that cannot be accommodated on-site, the project applicant shall procure 20 spaces on a monthly basis in nearby parking structures with excess capacity.

Parking Management During Operation

PMO1 Signage and/or striping shall be installed to direct visitors to the central valet station upon entering the garage, in accordance with a signage and striping plan as approved by the Director of Community Development.

PMO2 The valet company shall be responsible for maintaining the correct directional flow of vehicles through the central valet station at all times, and especially during periods of high demands by visitors and pass-holders.

PMO3 For egress out of the structure, signage and/or striping shall be installed to direct visitors to use the Dayton Way exit in accordance with a signage and striping plan as approved by the Director of Community Development. A right-turn only sign and/or arrow shall direct visitors to Dayton Way.

PMO4 The project applicant shall submit a parking operations plan concurrent with the submittal of plans for building permit. The parking operations plan shall be approved by the Director of Community Development prior to the issuance of a

building permit. At a minimum, the parking operations plans shall address the following:

- Parking allocation in the garage;
- Garage access and control systems;
- Valet and/or attendant assistance;
- Staffing levels.

The parking operations plan shall demonstrate that traffic does not back up onto Dayton Way. Through adequate staffing and other measures, the parking operations plans shall ensure that parking aisles are kept clear, and vehicle flow for valet and/or attendant assistance is properly maintained. In doing so, the parking operations plans shall prevent queues from backing up onto Dayton Way and keep the garage operations from impacting traffic circulation around the project site. In addition, the parking operations plans shall consider, but is not limited to; the following menu of methods to ensure adequate parking supply is maintained based on final floor plans submitted for building permit:

- Limit restaurant hours. Limitation of restaurant hours during peak hours from 11:00 AM to 2:00 PM.
- Use of an on-street valet. If the restaurant is open from 11:00 AM to 2:00 PM, then all patrons must use an on-street valet that will park the cars in an adjacent off-site parking lot. The valet operations must be consistent with the City's Daytime Valet Guidelines. In addition, should this option be exercised, it would require a separate approval from the City.
- The valet may stack vehicles in the drive aisles, as long as circulation is maintained.
- Reduction in retail and/or restaurant square footage to reduce parking and/or valet demand.

Air Quality

AIR1 During clearing, grading, earth moving, or excavation operations, excessive fugitive dust emissions shall be controlled by regular water or other dust preventive measures using the following procedures, as specified in the South Coast Air Quality Management District Rule 403. Prior to the issuance of grading permits, the project applicant shall demonstrate to the City of Beverly Hills how the project operations shall comply with the South Coast Air Quality Management District Rule 403.

- On-site vehicle speed shall be limited to 15 miles per hour;

- All material excavated or graded shall be sufficiently watered to prevent excessive amounts of dust. Watering shall occur at least twice daily with

complete coverage, preferable in the late morning and after work is done for the day;

- All material transported on-site or off-site shall be either sufficiently watered or securely covered to prevent excessive amounts of dust;

- The area disturbed by clearing, grading, earth moving, or excavation operations shall be minimized so as to prevent excessive amounts of dust;

- A wheel washing system shall be installed and used to remove bulk material from tires and vehicle undercarriages before vehicles exit the project site.

- All residential units located within 500 feet of the construction site shall be sent a notice regarding the construction schedule of the proposed project. A sign, legible at a distance of 50 feet shall also be posted in a prominent and visible location at the construction site, and shall be maintained throughout the construction process. All notices and the signs shall indicate the dates and duration of construction activities, as well as provided a telephone number where residents can inquire about the construction process and register complaints.

- These control techniques shall be indicated in project specifications. Compliance with the measure shall be subject to periodic site inspections by the City; and

- Visible dust beyond the property line emanating from the project shall be prevented to the maximum extent feasible.

AIR2 All trucks that are to haul excavated or graded material on-site shall comply with *State Vehicle Code* Section 23114 (Spilling Loads on Highways), with special attention to Sections 23114(b)(F), (e)(4) as amended, regarding the prevention of such material spilling onto public streets and roads. Prior to the issuance of grading permits, the project applicant shall demonstrate to the City of Beverly Hills how the project operations subject to that specification during hauling activities shall comply with the provisions set forth in Sections 23114(b)(F), (e)(4).

AIR3 Prior to approval of the project plans and specifications, the Public Works Director, or his designee, shall confirm that the construction bid packages include a separate "Diesel Fuel Reduction Plan." This plan shall identify the actions to be taken to reduce diesel fuel emissions during construction activities (inclusive of grading and excavation activities). Reductions in diesel fuel emissions can be achieved by measures including, but not limited to, the following: a) use of alternative energy sources, such as compressed natural gas or liquefied petroleum gas, in mobile equipment and vehicles; b) use of "retrofit technology," including diesel particulate trips, on existing diesel engines and

vehicles; and c) other appropriate measures. Prior to the issuance of a grading permit, the Diesel Fuel Reduction Plan shall be filed with the City of Beverly Hills. The Diesel Fuel Reduction Plan shall include, at a minimum, the following provisions:

- All diesel fueled off-road construction equipment shall be California Air Resources Board certified or use post-combustion controls that reduce pollutant emissions to the same level as California Air Resources Board certified equipment. California Air Resources Board certified off-road engines are engines that are three years old or less and comply with lower emission standards. Post-combustion controls are devices that are installed downstream of the engine on the tailpipe to treat the exhaust. These devices are now widely used on construction equipment and are capable of removing over 90 percent of the PM_{10}, carbon monoxide, and volatile organic compounds from engine exhaust, depending on the specific device, sulfur content of the fuel, and specific engine. The most common and widely used post-combustion control devices are particulate traps (i.e., soot filters), oxidation catalysts, and combinations thereof.

- All diesel fueled on-road construction vehicles shall meet the emission standards applicable to the most current year to the greatest extent possible. To achieve this standard, new vehicles shall be used or older vehicles shall use post-combustion controls that reduce pollutant emissions to the greatest extent feasible.

- The effectiveness of the latest diesel emission controls is highly dependant on the sulfur content of the fuel. Therefore, diesel fuel used by on-road and off-road construction equipment shall be low sulfur (>15 ppm) or other alternative low polluting diesel fuel formulation.

AIR4 The project shall comply with South Coast Air Quality Management District Rule 1113, which limits the ROG content of architectural coatings used in the Basin or to allow the averaging of such coatings, as specified, so actual emissions do not exceed the allowable emissions if all the averaged coatings had complied with the specified limits.

AIR5 The project shall comply with South Coast Air Quality Management District Rule 1403, Asbestos Emissions From Demolition/Renovation Activities, which specifies work practice requirements to limit asbestos emissions from building demolition and renovation activities, including the removal and associated disturbance of asbestos containing materials. The requirements for demolition and renovation activities include asbestos surveying, notification, asbestos containing materials removal procedures and time schedules, asbestos-containing materials handling and clean-up procedures, and storage, disposal, and landfilling requirements for asbestos-containing waste materials. All

operators are required to maintain records, including waste shipment records, and are required to use appropriate warning labels, signs, and markings.

Noise

NOI1 Prior to grading permit issuance, the construction contractor shall demonstrate, to the satisfaction of the City of Beverly Hills Community Development Department, the following:

- Construction contracts shall specify that all construction equipment, fixed or mobile, shall be equipped with properly operating and maintained mufflers that exceed state requirements for muffler attenuation devices.

- All residential units located within one-quarter mile of the construction site shall be sent a notice regarding the construction schedule of the proposed project. A sign, legible at a distance of 50 feet shall also be prominently posted at the construction site. All notices and signs shall indicate the dates and duration of construction activities, as well as provide a telephone number of a contact person with whom residents can discuss the construction process and register complaints. The contact person shall make good faith efforts to respond to inquiries and complaints within twenty-four (24) hours of receipt of the inquiry or complaint.

- A "noise disturbance coordinator" shall be established. The disturbance coordinator shall be responsible for responding to any local complaints about construction noise. The disturbance coordinator would determine the cause of the noise complaint (e.g., starting too early, bad muffler, etc.) and would be required to implement reasonable measures such that the complaint is resolved. All notices that are sent to residential units within one-quarter mile of the construction site and all signs posted at the construction site shall list the telephone number for the disturbance coordinator. The noise disturbance coordinator shall be required to maintain a log of complaints for the City's inspection. The log shall include the source of complaint, the complaint, time received, and the action taken in response. The noise disturbance coordinator shall make good faith efforts to respond to inquiries and complaints within twenty-four (24) hours of receipt of the inquiry or complaint.

- Staging of construction vehicles is prohibited on streets within the City of Beverly Hills. All construction vehicle staging shall occur on La Cienega Boulevard. During construction, stockpiling and vehicle staging areas shall be located as far as practical from noise sensitive receptors.

- Construction noise reduction methods such as shutting off idling equipment, installing temporary acoustic barriers around stationary construction noise

sources, maximizing the distance between construction equipment staging areas and occupied residential areas, and use of electric air compressors and similar power tools, rather than diesel equipment, shall be employed where feasible.

- During construction, stationary construction equipment shall be placed such that emitted noise is directed away from sensitive noise receivers.

NOI2 Prior to grading permit issuance, the project applicant shall demonstrate to the satisfaction of the City of Beverly Hills, that a "Nighttime Construction Noise Mitigation Plan" has been developed to address nighttime construction noise impacts. The plan shall incorporate provisions for noise attenuation barriers, truck routing, location of staging areas, worker parking and other appropriate measures for achieving an overall attenuation of construction noise of at least 8 dBA.

Geology and Soils

GEO1 The project applicant shall incorporate all applicable recommendations of the *Geotechnical Report* into the design of proposed structures to address seismic groundshaking and other earthquake-related seismic hazards.

GEO2 The project applicant shall implement all applicable recommendations related to corrosion control contained in Appendix A of the *Geotechnical Report*.

Hydrology and Water Quality

HWQ The project applicant shall complete, a wet year (high water table) analysis to 1) quantify the amount of discharge associated with groundwater dewatering, and 2) identify the capacity available in the system into which the water will be discharged. The analysis shall be completed prior to the commencement of construction.

If the analysis concludes that there is not sufficient capacity in the system to accept the discharge, the project applicant shall be required to either: a) increase the capacity of the system, or b) design the building foundation such that ongoing dewatering is not required.

HWQ2 Prior to issuance of grading or building permits, the project applicant shall prepare and receive approval of a Stormwater Pollution Prevention Plan, in order to comply with the NPDES General Permit for Construction Activities.

HWQ3 The project applicant shall comply with all applicable requirements of City Ordinance 06-O-2506 relating to construction dewatering and discharges of groundwater.

HWQ4 The project applicant shall prepare and receive approval of a Water Quality Management Plan for project operation, in order to comply with the County Standard Urban Stormwater Mitigation Plan requirements of the NPDES MS4 permit.

Hazards and Hazardous Materials

HAZ1 The project applicant and individual tenants shall comply with all applicable City, County, State, and Federal regulations with respect to the storage, handling, transportation, and disposal of hazardous wastes.

HAZ2 If unknown wastes or suspect materials are discovered during demolition or construction by the contractor, which he/she believes may involve hazardous waste/materials, the contractor shall:

- Immediately stop work in the vicinity of the suspected contaminant, removing workers and the public from the area;
- Notify the project engineer of the implementing agency;
- Secure the areas directed by the project engineer; and
- Notify the implementing agency's Hazardous Waste/Materials Coordinator.
- Implement required corrective actions, including remediation if applicable.

HAZ3 Damaged or deteriorated (unsealed ends, nicks, loose pieces of insulation, abraded floor tiles, etc.) friable and non-friable asbestos-containing materials shall be repaired by properly trained personnel. Proper respiratory protection and containment shall be provided should these materials need to be disturbed for building maintenance or renovation. Prior to demolition, renovation, or any other such activity, suspect materials observed in the subject buildings shall be sampled and tested for asbestos. Additionally, if an Operations and Maintenance (O&M) Plan does not exist, one shall be developed, and the identified materials shall be included.

HAZ4 Based on the age of the property buildings (mid-1930s and early- 1960s), it is possible that lead-based paint is present on-site. As such, prior to demolition and removal of on-site structures, paint shall be sampled and analyzed for the presence of lead-based paint. If lead-based paint is found to occur within the subject buildings, proper removal, handling, and disposal of such materials shall be performed pursuant to applicable rules and regulations, to the satisfaction of regulatory agencies with oversight authority.

HAZ5 Based on the historical site uses, primarily on the northwestern end of the site, soils shall be closely monitored during excavation work for any future redevelopment activities. If unusual odors or discolored soils are encountered

during the excavation phase of the project, soil samples from the area of potential concern shall be collected and analyzed. Qualified environmental personnel shall be present on site to assist in characterizing and segregating impacted soils, if encountered. This work shall be conducted subsequent to building demolition work but before the commencement of mass excavation activities. . If any such contaminated soils are encountered on-site, they shall be excavated and removed, or otherwise remediated, in accordance with applicable State law to the satisfaction of regulatory agencies with oversight authority.

Solid Waste

SW1 Prior to the issuance of building permits, a source reduction program shall be prepared and submitted to the City's Solid Waste Superintendent to achieve a minimum 50 percent reduction in waste disposal rates, including green waste and construction debris.

SW2 The location of recycling/separation areas shall be in close proximity to dumpsters for non-recyclables, elevators, loading docks, and primary internal and external access points.

SW3 The location of recycling/separation areas shall not be in conflict with any applicable Federal, State, or local laws relating to fire, building, access, transportation, circulation, or safety.

Fire Protection

FS1 Adequate emergency vehicle access to all buildings on the project site shall be provided throughout the building construction process.

FS2 Adequate water availability shall be provided to meet construction activity needs, including potential fire suppression needs.

FS3 The proposed project shall comply with all applicable Building Code and Fire Code requirements, subject to review and approval by the Beverly Hills Fire Department.

Police Protection

PP1 During construction, private security patrols shall be utilized to protect the project site.

PP2 As final building plans are submitted to the City for approval in the future, BHPD design requirements which reduce demands for service and ensure adequate public safety (such as those pertaining to site access and site security lighting) shall be incorporated into the building design.

PP3 Project design shall provide lighting, to the satisfaction of the BHPD, around and throughout the development to enhance crime prevention and enforcement efforts.

PP4 Project design shall provide clearly visible (during the day and night) address signs and/or building numbers for easy identification during emergencies.

STAFF REPORT

CITY OF BEVERLY HILLS

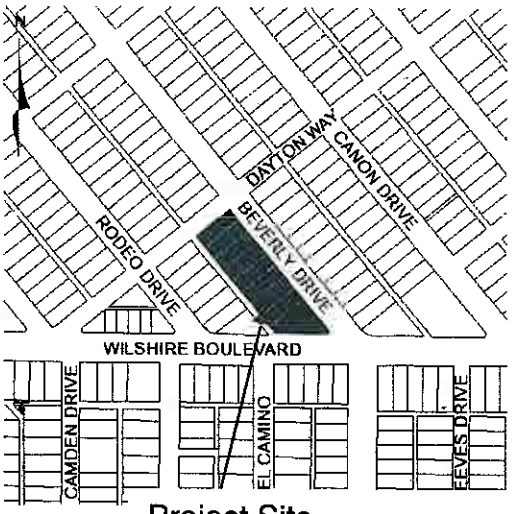
For the Planning Commission
Meeting of September 5, 2007

TO: The Planning Commission

FROM: Rita Naziri, Senior Planner
Larry Sakurai, Principal Planner

THROUGH: Vincent P. Bertoni, AICP, Community Development Director

SUBJECT: Draft Environmental Impact Report, General Plan Amendment, Overlay Zone, Planned Development for a Proposed New Commercial Building **"William Morris Project"** at **231-265 Beverly Drive**



Project Site

EXECUTIVE SUMMARY

The public hearing on this matter was continued from the meeting of August 9, 2007 to allow time for the public review of the Draft Environmental Impact Report (DEIR) and to provide further information in response to issues raised at that meeting and at the first hearing of July 25, 2007.

A number of questions were raised at the July 25, 2007 and August 9, 2007 Planning Commission meetings which have been addressed in detailed responses by staff, City consultants, and the applicant. The detailed responses are attached to this report as Appendix A. These questions can be grouped in several key issues, including Land Use, Parking, Access, Traffic, Aesthetics, overlay zone and LEED Certification. This report will summarize these key issues and discuss options. At the end of this meeting, the Planning Commission is asked to provide direction on these key issues.

MEETING FORMAT

- Staff presents responses to Planning Commission questions on key issues with recommendations
- Planning Commissions ask questions of staff
- Applicant presentation
- Planning Commissions ask questions of applicant
- Receive public comments on project
- Planning Commission provide staff with direction on the project issues
- Planning Commission continues public hearing to date certain (suggested date: September 24, 2007)

ISSUES

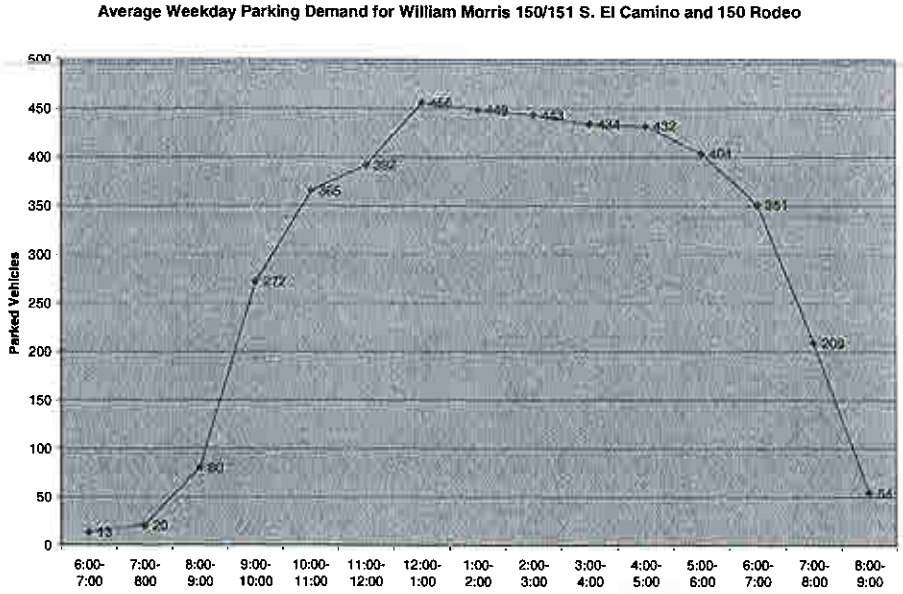
At the Planning Commission hearings of July 25, 2007 and August 9, 2007, a number of issues were raised by the Planning Commission, which can be grouped as follows:

- Parking Requirements
- Displacement of Parking During Construction
- Traffic Issues
- In-Lieu Parking Program Participation
- Access
- Aesthetic Issues
- Overlay Zone and Standards
- LEED Certification

PARKING

The proposed project will contain a four-and-one-half level subterranean parking structure with 665 parking spaces. The following are parking related issues for discussion:

- ***Parking Survey of Existing William Morris Office Building.*** The two current William Morris offices located at 150 and 151 South El Camino include approximately 119,018 square feet in area with 471 available parking spaces. In response to Commission questions, Fehr & Peers Associates conducted a William Morris parking occupancy study surveying the two buildings at 150 and151 South El Camino and a parking structure at 150 Rodeo where the agency leases parking spaces. Based on the on-site survey including license plate surveys and review of the structure with the Agency's site manager, it was determined that the William Morris Agency experiences a maximum parking demand of 456 spaces at the peak hour of 12:00-1:00. The Agency's working hours are from 9:30-6:30. The graph below shows the parking demand averaged over three days of survey.



- ***Bank of America Building Parking Demand.*** An existing parking covenant applies to the 265 North Beverly Drive property. The covenant requires the provision of 262 parking spaces for the users of the Bank of America building. The applicant has requested reduction of this covenant based on actual use.

    - ***Survey of Parking Demand.*** To analyze support for this request and assist in the determination of overall parking demand, Fehr and Peers studied the parking patterns in the existing parking structure related to Bank of America permit-holders. Based on an empirical peak parking demand analysis at the 265 North Beverly parking facility the peak number of spaces demanded by Bank of America building employees averaged 150 over a four-day data collection period in November 2006 and February 2007. The observed demand corresponded to a tenant occupancy rate of 90 percent during the survey period, according to the property manager of the existing Bank of America office building. The property manager also indicated that the parking facility associated with the existing Bank of America office building was fully occupied when the surveys at the 265 North Beverly Drive building were conducted, i.e., all 203 spaces were occupied between 2:00 and 3:00 p.m. This indicates that the total parking demand generated by the Bank of America building was 353 spaces, including 203 spaces from the Bank of America parking garage and 150 spaces in the 265 North Beverly parking structure. Assuming no additional supply at the Bank of America building parking garage, all new demand must be accommodated at the 265 North Beverly parking structure. Therefore, the peak parking demand by employees adjusted to represent 100 percent tenant occupancy at the Bank of America building is estimated to be 189 spaces. The Fehr & Peers analysis concludes that if the actual demand (observed over the four day study period and adjusted to 100% tenant occupancy) is used to represent the parking requirement, the covenant could be adjusted downward by 73 spaces (from 262 to 189). The reduced parking need of the Bank of America building tenants may be based on a number of factors, including potentially lower bank use due to prevalent ATMs and on-line banking, and an observed lower parking demand for office buildings over 100,000

square feet, based on review of ULI parking studies and a review of parking standards from jurisdictions with high rise standards.

- **Determination of Parking Need.** Parking needs are determined in a variety of ways. Code is applied in most cases; however, when site-specific demand data is available it becomes the preferred methodology because it's based on observations of actual demand rather than a more generic statute. The Table below shows the parking need for the project based on current Code[a] and the demand study. However, with the above demand-based analyses, a more accurate assessment of the need and potential deficit can be made.

  The peak parking demand for the two uses differ, with the Bank of America parking demand peaking between 2-3 pm and William Morris peaking at noon. During the Bank of America's peak, William Morris has a demand of 443 spaces. Combining these peaks with the maximum Bank of America building demand as the critical factor leads to a conclusion that the proposed building will have a parking deficit of 27 spaces as shown in the table below. Because no information is known about the potential retail uses, a strict application of code (60 spaces) is assumed in the analysis (see table below for calculation). If the peak parking demand for both uses is applied, the deficit would be 40 spaces.

  A key assumption in the above analysis is that William Morris' workforce remains the size that it is currently. The proposed facility on Beverly Drive is approximately 24,000 square feet larger than its present facility at El Camino.

  After analysis of the supporting studies, staff supports the consistent application of this methodology for determining the parking need for the project.

Parking Demand Study

Parking Computation	William Morris	B of A	Total	Project provided	Difference
Existing Code					
office	408	262			
retail/restaurant	60				
total	468	262	730	665	-65
Demand Study 12:00 - 1:00pm					
office	456	158			
retail/restaurant	60				
total	516	158	674	665	-9
Demand Study 2:00 - 3:00pm					
office	443	189			
retail/restaurant	60				
total	503	189	692	665	-27

[a] Code Section 10-3.2730 requires one space for every 350 square feet of floor area for commercial buildings.

Parking Computation	William Morris	B of A	Total	Project provided	Difference
Demand Study Peak on both					
office	**456**	**189**			
retail/restaurant	**60**				
total	**516**	**189**	**705**	**665**	**-40**
Existing Code for William Morris plus peak demand for Bank of America building					
office	**408**	**189**			
retail/restaurant	**60**				
Total	**468**	**189**	**657**	**665**	**8**

Staff recommends that the applicant mitigate this deficit through a combination of the following mechanisms:

- Reduction in retail square footage
- Provision of additional parking on-site (see discussion below);
- Acquisition of off-site parking through an enforceable covenant.

The applicant and staff are investigating a specific response to eliminating this deficit. One or more proposed solutions will be presented at the hearing on September 5, 2007 Planning Commission meeting.

Additional Supporting Parking-Related Issues

- ***Additional Floor Area Exemptions.*** The proposed Creative Office Planned Development Overlay Zone (C-O-PD Overlay Zone) would expand upon the allowable exclusions for determining Floor Area defined in the Municipal Code. The Municipal Code presently includes a listing of elements which may be excluded from the calculation of Floor Area, typically element that are not usable area (such as corridors, elevator shafts etc. (Code Section 10-3.100). As Floor Area is the basis for parking calculations, the Code exempts areas that clearly do not generate a parking need; these can be characterized as common areas not populated by employees. The exemptions presently listed in the Municipal Code include many items that reasonably do not generate parking need. The proposed Overlay Zone would add the following floor area exemptions as they do not generate parking needs and could not be easily converted into employment uses:

  - Bathrooms,
  - Lobbies,
  - Service corridors,
  - Storage rooms,
  - Atriums, and
  - Common walkways.

The project Draft EIR analyzed the parking requirements for the project based on the existing Code definitions of Floor Area. Thus, the parking analysis did not use any additional floor area exemption proposed in the overlay zone

Based on review of existing William Morris parking demand, staff does not recommend approval of the additional exemptions as proposed; rather that the demand based analysis be used in determining the parking requirement.

- ***Screening Room/Terrace Use**: Parking and Special Events.* The proposed building includes a private screening room as well as an outdoor terrace on the second level of the building. Current parking standards require one parking space for every four fixed seats for theaters for the general public. Based on the parking standard, a total of 45 spaces would be required for a 180 seats theater. However, as noted by the applicant, the proposed screening room is a private facility, not a commercial theater, or a public assembly area; it will not be open to the general public. Its intent is for internal private use ancillary to the functioning of the talent agency for private screenings and internal staff presentations during business hours. The proposed screening room is located on the ground floor and is intended to be a "stadium" style room with a raised/slanted floor and terraced seating. There is potential for the screening room to be used for private special events through approval of a special event permit.

  Based on information provided by the applicant, screening room uses by the existing William Morris facility are for informal staff meetings with people already in the building, screening movies during business hours on the average of once every two weeks by population already on site, and screenings after business hours generally every two weeks by William Morris employees and invited guests.

  The William Morris Agency presently has a 50-seat screening room and reception area in their existing facility at 151 El Camino which was the subject of a covenant/agreement for its use as a general commercial use of the building not subject to different parking requirements. The agreement was required due to ancillary refreshment facility, tent and/or pavilions in the reception area, and live music outside of the Business Triangle during business hours and to set conditions of operation.

  As proposed, the terrace is primarily intended for the internal use of the William Morris employees during work hours. As with the screening room, there is potential for the terrace to be used for private special events after business hours or during weekends. The applicant is proposing to use the terrace during non work hours; therefore, no additional parking needs or traffic impacts are anticipated. This would be made a condition of approval for the project, and included in the project Development Agreement. Options related to potential conditions of approval for this are outlined on the section for recommendation.

- ***Compact Size /Tandem Parking.*** The number of compact and tandem spaces is outlined in the table below. Fehr & Peers Associates performed a survey of vehicle types in the existing William Morris facility. The survey was conducted at the hour of peak or near-peak parking demand for William Morris. An analysis of the vehicle types in the existing William Morris operations shows that 70% of the vehicles are compact or mid-size cars, with only 30% being full-sized or larger cars and trucks. Thus the provided parking space types are

consistent with the types of vehicles expected in the structure. Use of tandem spaces assumes the provision of a valet-parked operation.

Table 3
Parking Space Types

Parking Level	Total Spaces	Disabled	Standard	Compact	Tandem Standard	Tandem Compact
P1	86	13	35	21	10	7
P2	181	0	82	29	59	11
P3	181	0	82	29	59	11
P4	178	0	82	26	59	11
P4.5	39	0	18	7	10	4
All Levels	665	13	299	112	197	44
Percent of Total	100%	2.0%	45.0%	16.8%	29.6%	6.6%

Source: *Parking Management Plan for Beverly Wilshire.* Fehr & Peers/Kaku Associates. May 10, 2007.

- ***Valet Parking/Assisted Parking.*** The parking structure has been designed such that parking level 1 (P1) would be used to valet park the retail, restaurant and office visitors, and parking levels 2 through 4.5 (P2 through P4.5) would be used for office employee parking. P1 will have a full valet service, while levels P2 through P4.5 will have attendant-assisted parking. If visitor demand exceeds supply on P1, unused parking spaces on P2 could be used for overflow. Valets could also use open parking spaces on additional parking levels (P3, P4, P4.5). In addition, there is the potential that valets could be double-park vehicles in drive aisles, or that tandem spaces could be used to the maximum capacity.

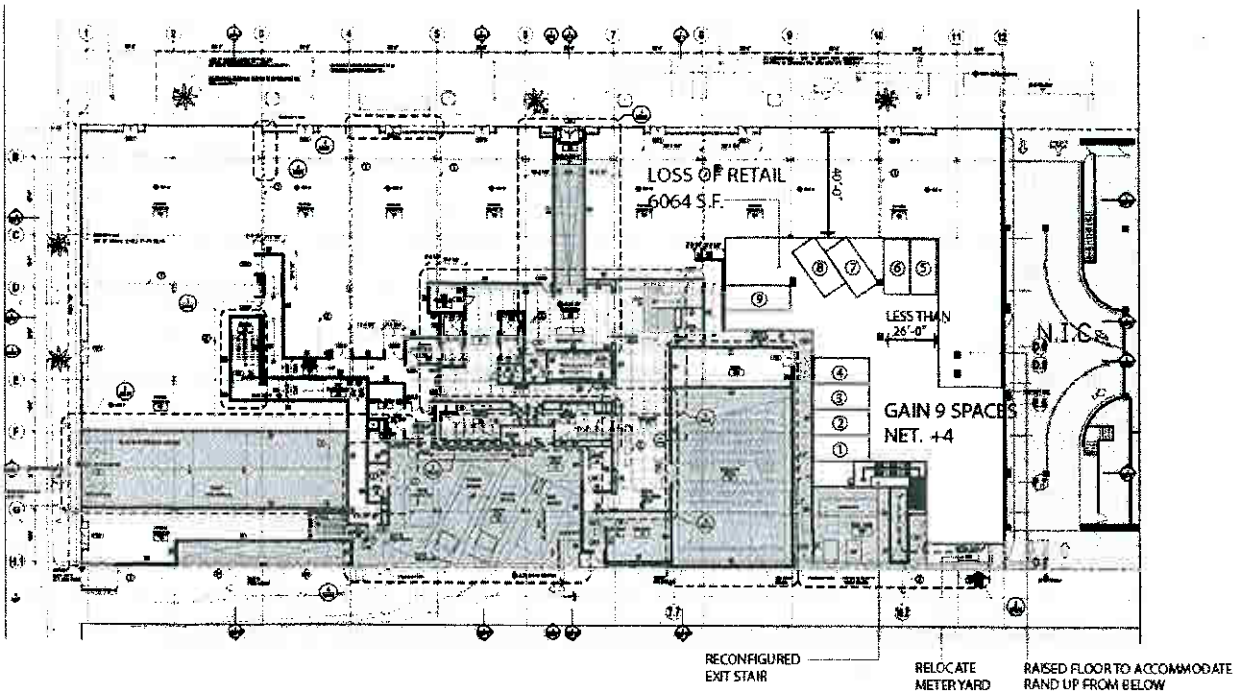
  The use of a valet (and attendant) parking system is necessary for the project given the type of parking spaces, particularly tandem spaces, proposed to ensure the safe and efficient operation of the garage. Independent technical studies by Fehr & Peers Associates were prepared to evaluate the type of parking spaces proposed for the project and to evaluate site access and circulation. The two technical studies prepared by Fehr & Peers collectively determined that with the type of spaces proposed and with the access and circulation proposed into and through the garage that the site would function adequately. The technical studies include an analysis of turning movements in the garage and the function of the driveway on Dayton Way. The project applicant will be responsible for preparing and implementing a Parking Operations Plan (mitigation measure PMO4), which shall further specify valet and attendant staffing levels necessary to maintain a safe and efficient garage operation.

  The Parking Operations Plan required by the EIR will ensure that the details of the valet service and garage management will be fully planned.

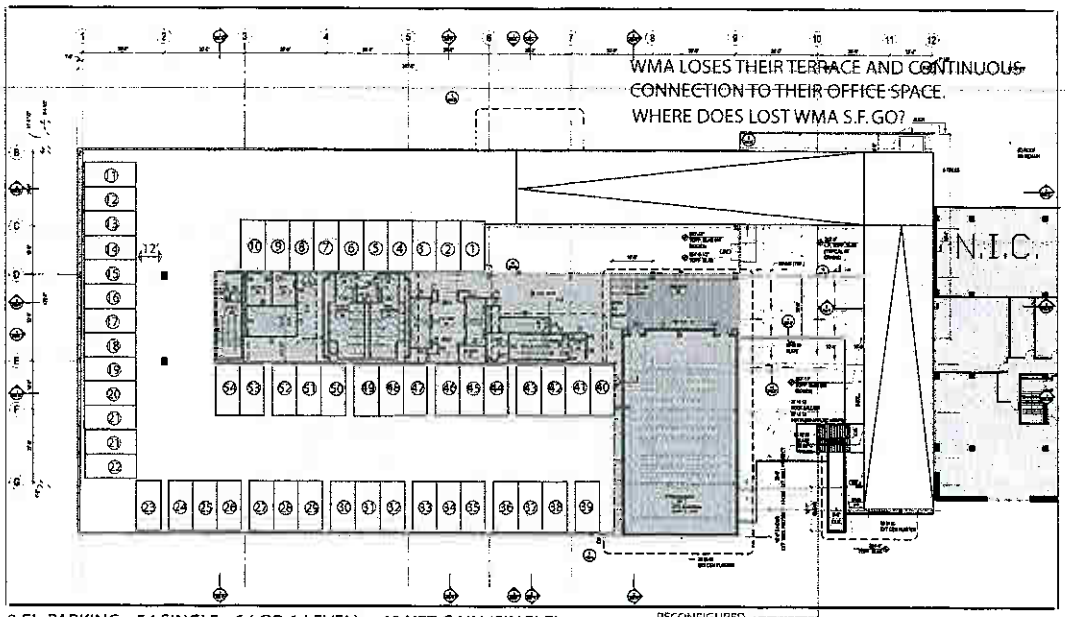
- ***Additional Potential Parking***

  - ***Additional Parking on the Ground Floor.*** In response to the Planning Commission question, the applicant's architect (Gensler) has prepared a study of potential parking on the ground floor, accessed from the alley. The study concludes that use of the ground floor for parking at the rear of the project off of the alley would allow for four additional

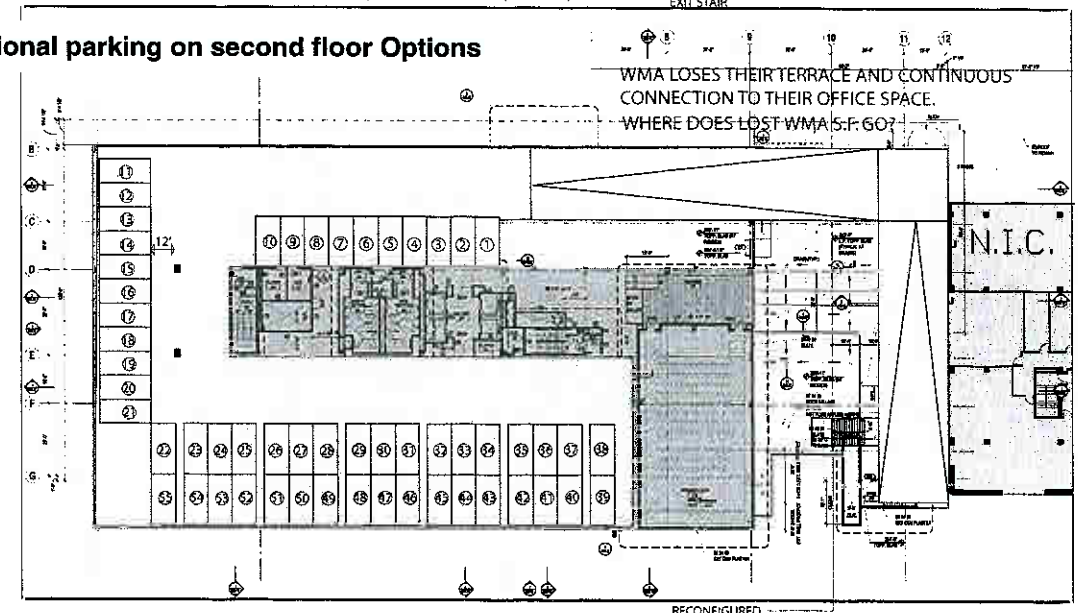
parking spaces. Only four spaces would be gained due to drive aisle width. The applicant has indicated that loss of the retail commercial space in order to provide additional parking on the ground floor would result in the loss of approximately $10,000^{\pm}$ per month in commercial rents. Diagram below shows the potential number of parking spaces at the rear of the building. In the diagram, spaces #5 through #9 are not considered viable because the motorist would be required to back the vehicle all the way out to the alley.



- ***Additional Parking Levels.*** In response to the Planning Commission's question regarding providing additional parking on the second floor of the building with an option to add an additional level, the applicant has indicated that additional parking could potentially be put on the second floor. This would result in a loss of retail square footage from the required access ramps and a loss of office square footage for the parking area. Loss of office space could be prevented by adding a new additional floor which was not the applicant preference. The net parking gained could potentially be approximately 40 spaces.



Additional parking on second floor Options



Commission has also suggested the addition of a full fifth floor to the parking structure. The proposed structure is 4½ levels, with a partial level at P-5. An additional 90 spaces could be added on a full fifth floor (comparable in layout to P-2 or P-3 except that a ramp to a lower level would be eliminated). The build out of the fifth level of the parking structure is limited by the presence of groundwater. The applicant response is that construction of a full fifth level of parking is prohibitively expensive (estimated at up to $15 million by the applicant) and technically difficult, requiring on-going dewatering and special foundation materials.

Recommendation for Parking

Determination of Parking Need:

1. Staff recommends application of the demand-based parking analysis to determine parking need. This results in a total parking need of 692 spaces, a 27-space deficit under the present garage configuration. The applicant would be required to mitigate this deficit through a combination of the following mechanisms:

   - Reduction in retail square footage;
   - Provision of additional parking on-site (see related discussion below);
   - Acquisition of off-site parking through an enforceable covenant.

2. If the Commission follows the above recommendation to allow the demand-based analysis, the following associated recommendations would be applied as well:

   a. Allow the existing covenant to be modified based on empirical data on parking needs for Bank of America pass holders.

   b. Elimination of the proposed floor area exemptions from the Overlay Zone. The proposed additional floor area exemptions were proposed to reduce the required parking, however, the required parking for the building was calculated based on today's code at a rate of one space per 350 square feet and allowable exemption under the existing code; therefore, staff does not perceive a need to include this provision under the proposed overlay zone and recommend elimination of the additional exemptions from the proposed Overlay. Further, with the additional clarification of a demand-based parking analysis, the parking need based upon the additional exemptions is not supported.

   c. Allow the proposed parking types (compact/tandem) based on the technical evaluation provided by Fehr & Peers.

Screening Room Use

1. Require a condition of approval related to use of the screening room, as follows:
   The use of the screening room and terrace shall be subject to the following limitations:

   a) The screening room and terrace shall only be used by tenants of the building and their invited guests and shall not be open to the general public, except through a City approved special event permit.
   b) No exterior signage regarding the screening room shall be permitted.
   c) Maximum seating capacity of the screening room shall be as set forth in the plans for the project.
   d) "Special Event" is defined as an event which is not part of the normal business activity of the William Morris Agency attended by non client invitees. The term "Special Event" shall not include a use which is part of the functioning of the business or an event primarily for the employees of William Morris Agency. Special Events planned for the screening room or terrace areas of the building shall require special events permit issued by the City or approved by the Community Development Director.
   e) No other type of advertising regarding the screening room shall be permitted.

f) During any event, refreshments shall be provided at no charge to the patrons of the event.
g) No cooking facility shall be permitted in conjunction with the screening room.

Terrace Use

The use of the terrace shall be subject to the following limitations:

a) The Terrace shall be an ancillary use of the building for use by tenants including clients of the establishment.
b) No exterior signage or other type of advertising regarding the events conducted on the terrace shall be permitted.
c) During any event, refreshments shall be provided at no charge to the patrons of the event.
d) No cooking facility shall be permitted in conjunction with the terrace.

IN-LIEU PARKING PROGRAM PARTICIPATION.

Although staff is recommending that the project parking deficiency should be satisfied through other available options rather than participation in the in-lieu parking program. The following is provided as information to the Planning Commission.

Based on the Code Section 10-3-3302, BULK AND SIZE LIMITS, structures within the City's Business Triangle are currently eligible to participate in the In-lieu Parking Program if they meet the following bulk and size limits:

A. The site areas shall not exceed sixteen thousand (16,000) square feet in size.

B. The floor area ratio to the ground area of any building constructed on the site shall not exceed two to one (2:1).

C. The height of any building on the site area shall not exceed forty five feet (45') in height, measured as set forth in this chapter.

The proposed Overlay zone is requesting to allow the ground floor retail space to be eligible to use the City's in-lieu parking provisions whereby parking for retail uses may be offset by the payment of fees. As shown in the analysis in the Draft EIR, using existing code provisions for parking and an adjusted covenant for the Bank of America building, no in-lieu parking fees are required, as the project is adequately parked if the Bank of America parking covenant is modified.

The applicant request to amend the provisions of the in-lieu parking program is primarily to allow its potential application for this site, which exceeds the area and bulk requirements of the code and to allow the applicant the potential to ask for fee waivers in the future. By allowing this provision in the Overlay Zone, the Planning Commission and City Council would have an opportunity to examine any future request and determine whether the application of

the in-lieu program is in the best interest of the City. As noted by the applicant, an example of the future need for the in-lieu program would be a restaurant that expands beyond the size assumed in the current calculations. In that case a formal request would be required which would trigger Planning Commission review and approval. It should be noted that payment of in-lieu fees is based on a fee amount that is escalated annually and is paid in installments. At the present time the in-lieu fee amount is $28,563.40 per parking space.

As shown in the discussion above on Parking Issues, calculating parking need results in a deficit of parking spaces which could potentially be mitigated by application of the in-lieu program, although staff is proposing other options to satisfy the parking deficit.

Recommendations for the In-lieu Parking Program

1. The intent of the in-lieu parking program is to preserve the Business Triangle village atmosphere and to promote pedestrian activities and usage. The program was implemented to preserve the existing developments and to allow small scale developments to participate in this program. Therefore, staff does not find any basis to recommend modification to the in-lieu parking provisions including the requested fee exemptions for a new high rise building.

2. Staff recommends that the applicant seek other methods other than in-lieu fees to mitigate the calculated 27-space deficit, and;

3. Consider a condition of approval limiting retail/restaurant uses to the aggregate amount of parking provided (60 spaces) to avoid changes in use that would create a parking deficit.

DISPLACEMENT OF PARKING DURING CONSTRUCTION

- ***Bank of America Building.*** The Bank of America parking structure will not be closed during construction, and thus the parking presently provided for bank transactions will remain in place. Per information provided by the applicant, there is validated parking for bank customers. Only covenanted spaces in the existing structure at 231 Beverly will be displaced during construction, and these are for building employees not bank customers. Based on the project applicant, the property owner will provide parking for the B of A employees in the privately owned parking facilities within walking distance of the existing Bank of America Building at 9465 Wilshire Boulevard.

- ***On-Street Metered Parking.*** During project construction, a total of 20 metered on-street parking spaces will be temporarily displaced. The City will charge the applicant for each meter based on full usage (10 hours a day and 6 days a week) multiplied by days of construction. The payment of meter revenue is made at the time the applicant applies for street use permit at the beginning of the construction.

- ***Parking for Existing Retail on East of Beverly Drive.*** Temporary valet parking will be provided on Dayton Way during construction to serve patrons of the retail uses on Beverly Drive between Dayton and Wilshire who are presently using the on-street metered parking displaced by construction. The Construction Management Plan for the project will outline

the valet station and its requirements as well as details of validation or other mechanisms of payment. A condition of approval will be included requiring this provision.

- ***Existing Structure***. The plan to satisfy displaced covenant parking during construction involves the procurement by the project applicant of replacement parking in privately-owned parking facilities within walking distance of the existing Bank of America building. The entire parking study area is within walking distance of the site, defined as under ¼ mile (approximately 1,300 feet). As noted in the Draft EIR, the Beverly/Wilshire Office Project Parking Analysis, performed by RBF Consulting (June 28, 2007) indicates that up to 425 spaces are available. The study performed occupancy counts at 13 private garages and four publicly owned facilities. Of the 11 private garages with spaces available, 250 spaces were unoccupied during the peak hour from 2:00 to 3:00 PM. At the two public facilities that leased spaces on a monthly basis, a total of 175 spaces were available during the peak hour from 1:00 to 2:00 PM. It should be noted that the available parking within the City's parking structures should be kept available for shoppers in the area rather than providing monthly parking for employees in the triangle area.

  The project applicant has identified six additional privately-owned structures with 120 parking spaces available. The 250 unoccupied spaces identified in the RBF study together with the 120 unsold permits demonstrate that there is sufficient capacity to meet the observed demand of all displaced Bank of America building employees, or fulfill covenant obligations.

- ***Construction Worker Parking***. The applicant estimates that during construction, a maximum of 125 workers will be on site at any given time. In response to the this issue, the applicant has identified for the use of 130 parking spaces at the Beverly Center for construction workers during construction period. This facility is located approximately two miles from the project site and therefore requires the use of a shuttle service to transport these construction workers.

Recommendations for Construction Related Parking

1. Accept and institute the provisions of the EIR and Construction Management Plan related to parking during construction.

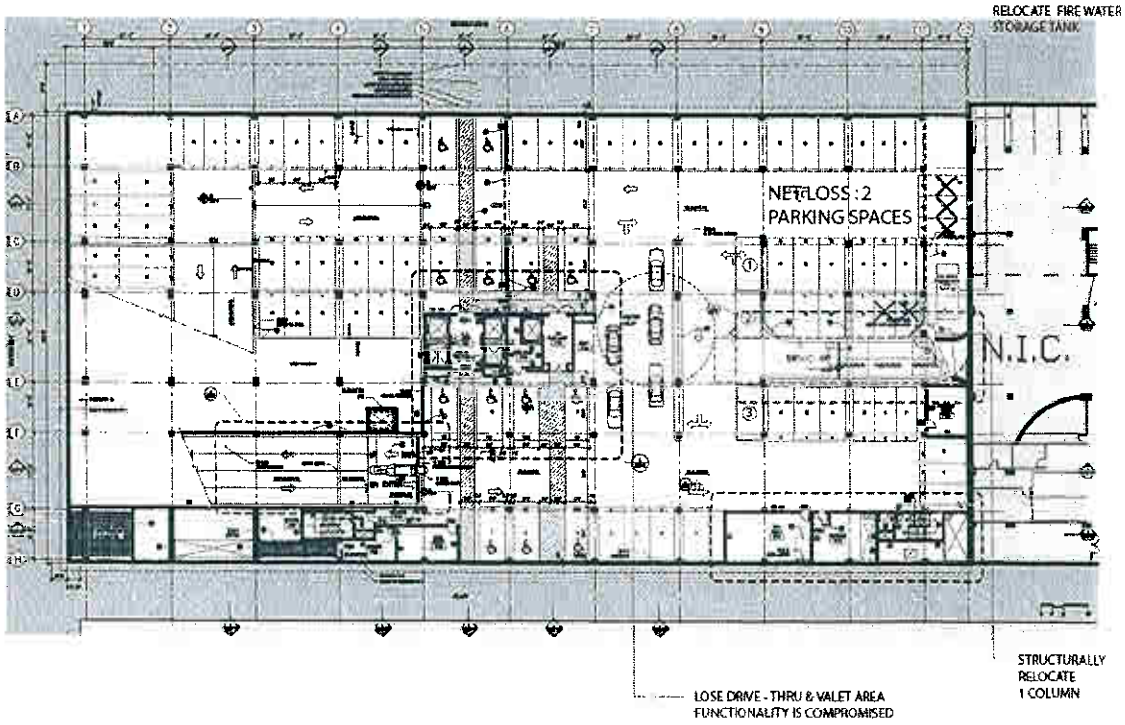
ACCESS

- **Additional Access**. Access into the proposed parking structure is proposed via a an entry point on Dayton Way, with exits provided in three locations: on Dayton Way, and through the Bank of America building connections on levels P1 and P4 which provide exiting on Beverly Drive and the alley. Operation of the Dayton Way two-way driveway and the operation of the alley were analyzed by Fehr & Peers as part of the EIR process. Their analysis indicated that a maximum of 353 inbound trips are expected to be generated during the midday peak hour (332 during the a.m. peak hour and 126 during the p.m. peak hour). Based on the analysis provided (Appendix C, Draft EIR), ingress ticket dispensers can accommodate 500 to 600 vehicles per hour. Based on this data, the single entrance driveway would not produce vehicle queuing that extend into Dayton Way under peak conditions. Further, Bank of America building employee demand will be accommodated through the garage entrance on P4.

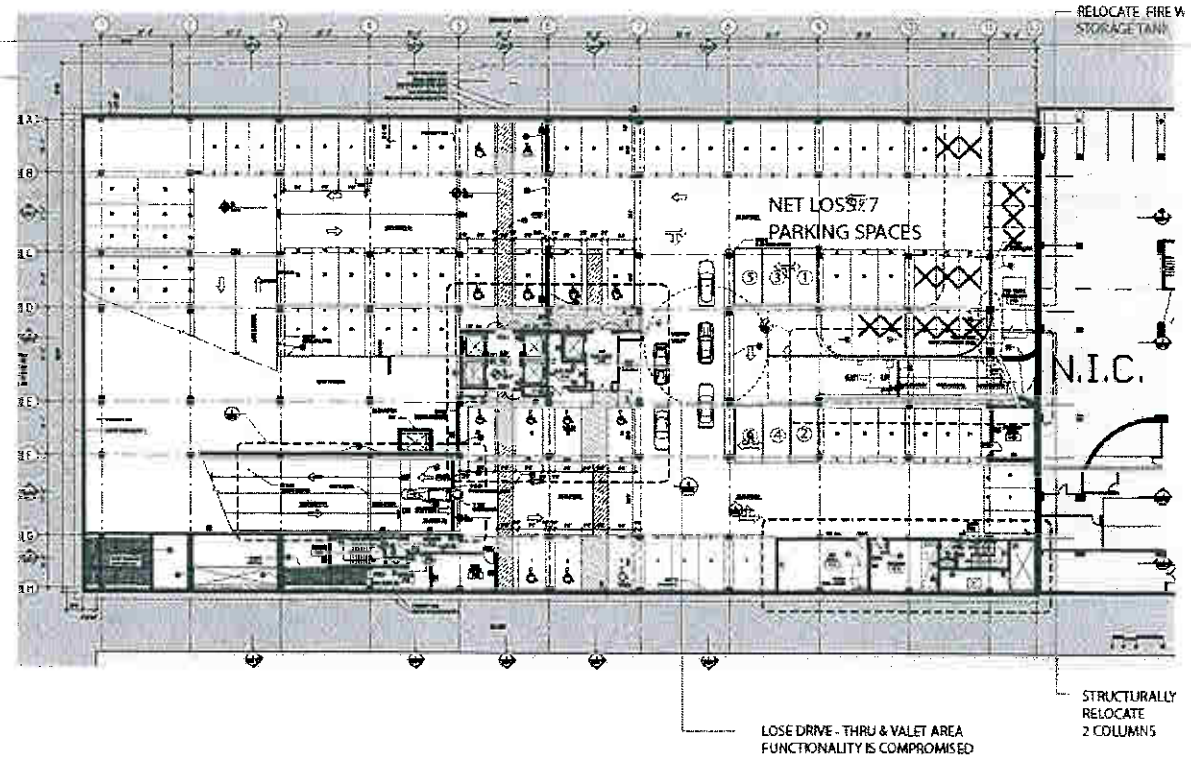
The analysis also shows that the two points of connection between the proposed building and the Bank of America building on P1 and P4 will provide adequate access and that additional connections are not needed. Turning templates were also applied to loading activities in the alley based on the proposed configuration and found no operational concerns.

Although analysis shows that the single access point on Dayton Way will function adequately, the Commission has expressed concern about the need for an additional entrance on Beverly Drive. Initial plans in early design development showed an access point on Beverly Drive adjacent to the Bank of America driveway. This presented a variety of technical issues due to the closeness of the two driveways and associated vehicle movement and fire code conflicts. The applicant has provided sketches showing a new entrance on Beverly Drive (please see below), indicating that location of an additional new driveway on Beverly drive would be complicated by a number of factors including:

- Loss of retail space for a new driveway and ramp;
- Loss of parking on P1 for the ramp and new aisle configuration;
- Disruption of the pedestrian sidewalk and streetscape;
- Potential conflict with the planned pedestrian crossing at midblock to be installed by the Montage project;
- Constraints related to the short distance from Dayton Way

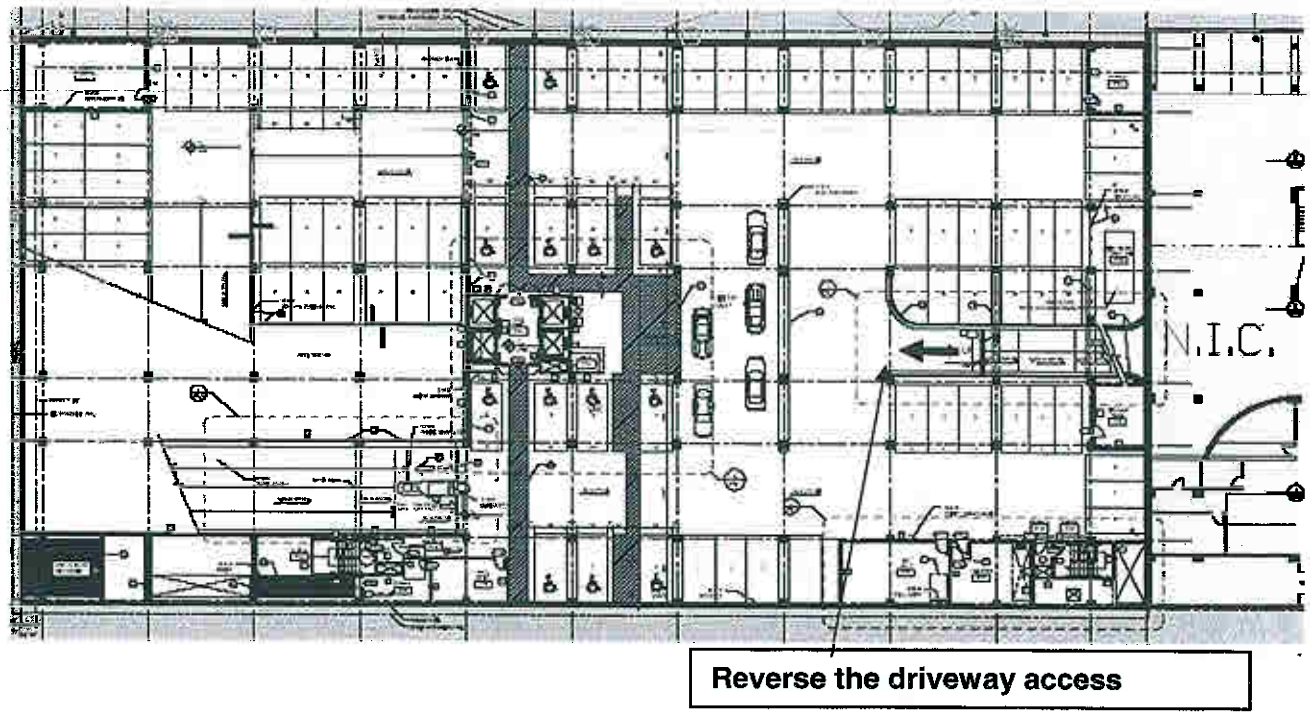


1 Ingress/Egress Lane off Beverly Drive



2 Ingress/Egress Lane off Beverly Drive

After reviewing the project lay out, staff is proposing a potential solution which is to reverse the proposed traffic flow from the new building and the Bank of America building on level P1. The present connection would be outbound only, with egress access to Beverly Drive and the alley. If reversed, this connection could provide inbound access to the employee levels for permit holders of both Bank of America and William Morris, bypassing the valet station on the ground level. This would allow for reduced use of the Dayton Way driveway, and the connection between the two buildings on P4 would continue to provide an exit to both Beverly Dive and the alley. Reversing the direction of the south exit to an entrance is not expected to result in any safety concerns or need for redesign based on a preliminary analysis by Fehr & Peers. Vehicles making a right turn into the driveway will need to be positioned away from the south wall to achieve the necessary radius. The exit can effectively be switched to an entrance without widening-and thus no loss of parking will occur. The amount of associated traffic would likely be similar to the traffic from the existing structure at 231 Beverly.



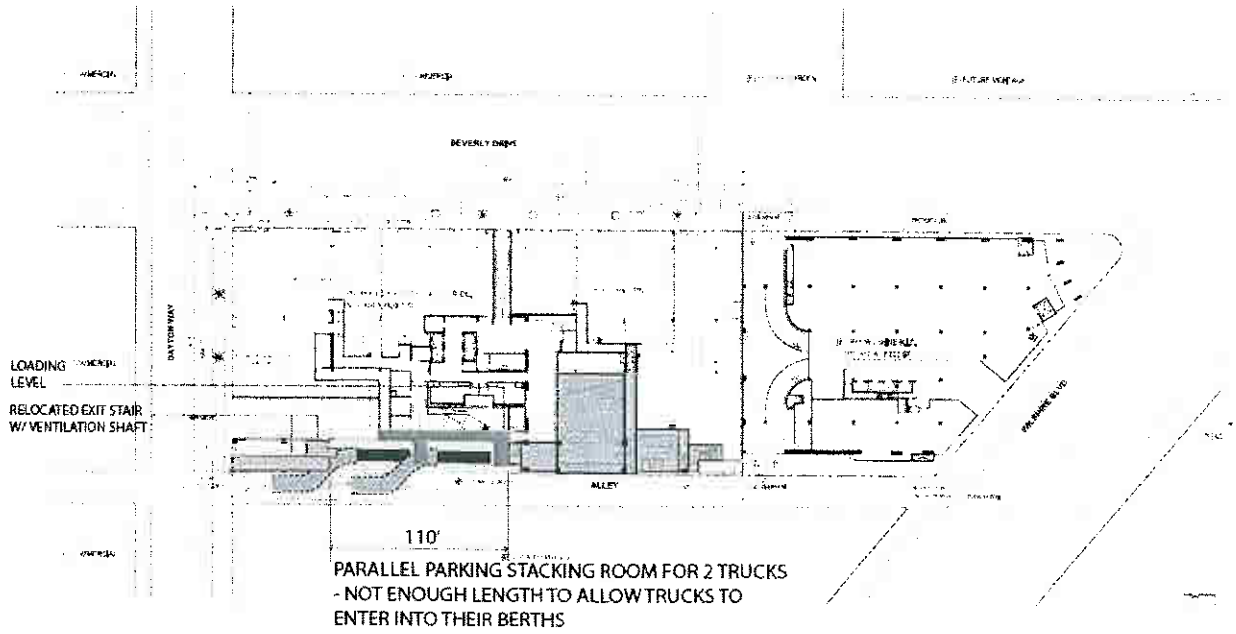
- ***Alley Operation***

  - **Loading.** The Municipal Code outlines loading requirements in commercial zones. Per Code, a multiple use project the size of the proposed project would require three full sized truck loading spaces. The current code states that the number and type of loading spaces would be subject to Planning Commission review as part of a planned development approval. The plans as submitted include three loading spaces: two full size truck spaces and a third small truck/van space, based upon data provided by a loading space analysis.

    A study was prepared by Fehr & Peers Associates, dated February 20, 2007 (*Beverly Wilshire Loading Dock Analysis*) analyzing the loading needs for the proposed project. The study looked at both the present operations of the existing William Morris Agency (WMA) and the loading areas of several commercial operations in the Business Triangle. The study found that WMA received a number of deliveries over the course of a business day and determined that three loading spaces would be required. Further, the study showed that a small number of deliveries to WMA were delivery/UPS trucks (approximately 24%) and that the great majority were smaller vans, cars, or SUVs (approximately 76%). No large tractor-trailers were observed. In addition, the access study prepared by Fehr & Peers analyzed the operation of the proposed loading docks using software turning templates, and found that the proposed configuration operated adequately. Thus, in review of the study and proposed plans, staff believes there is sufficient support for the reduced-size third loading space as provided on the plans and the proposed configuration.

    At the hearing of August 9, 2007 the question was raised of reconfiguring the proposed loading to a parallel configuration. The Applicant's architect prepared a design study of

this configuration. The applicant noted that all three loading areas could not be accommodated in a parallel configuration and a parallel configuration could result in conflicts with the Two Rodeo loading area, which would overlap a parallel configuration.



Staff reviewed the proposed parallel loading design proposed by the applicant's architect. After reviewing the original proposal and the parallel proposal, it appears that both proposals are workable. Because the alley behind the project site is 20-foot wide alley, a parallel design would be an acceptable solution. As designed, a 110 parallel loading design can easily accommodate two trucks. Based on the City's Engineering Division, a 125 feet long parallel loading could accommodate two trucks and one van. To ensure that the ventilation shaft would not intrude left loading dock, perhaps an 11 foot wide loading space would work better. However, it should be noted this parallel configuration will require a redesign of the project.

- **Tour bus Parking.** Construction of the William Morris building would require relocation of the tour bus loading space on Dayton Way and the north/south alley between Rodeo and Beverly Drives. Transportation and Economic Development staff will work with the Traffic & Parking Commission and the Visitor's Bureau to permanently relocate these two tour bus spaces prior to commencement of construction.

- **Changing Direction of Alley Traffic.** Although the alley reversal may not present a problem for passenger vehicles or light trucks, larger trucks may have difficulty making a right turn from Dayton into the alley. In addition, any turns from the alley into the Wilshire Boulevard would also create a substantial disruption to Wilshire Boulevard traffic and the potential for collisions. Further, the Two Rodeo complex loading dock is designed for northbound alley circulation. As such that reversal of the alley would present difficulty using it.

Recommendations for Access

Additional Access Points

1. Accept the driveway at Dayton Way as the main access point based on the Fehr & Peers analysis of its operation;

   and

2. Reverse the access ramp between the buildings on P1 to provide a second entrance for pass-holders of Bank of America and William Morris.

Loading

1) Staff reviewed the original loading design and parallel design alternative and considers the both scenarios manageable.
2) Under either loading configuration, it is recommended that a Loading Management Plan be requires as a condition of approval, with the following suggested language:

   Loading operations shall be conducted in accordance with a Loading Management Plan whose central objective is to maintain traffic circulation in the alley. The plan shall be approved by the Community Development Department Planning Division and shall require coordinated scheduling of deliveries, procedures to minimize delivery times, and the presence of a loading manager at all times to ensure that a clear travel path is maintained.

TRAFFIC ISSUES

- ***Traffic Study Methodology.*** RBF Consulting, the City's traffic engineer for the EIR analysis, prepared a comprehensive traffic analysis for the project. The study was prepared to analyze the project's impacts on 28 intersections in the project vicinity and 11 additional residential street segments. The study used Level of Service (LOS) as the basis for project impacts. Level of Service is based on the capacity of the intersection and the volume of traffic using the intersection, determined through use of Intersection Capacity Utilization analysis for signalized intersections and Highway Capacity manual analysis for unsignalized intersections. These methods are standard practice in the industry and are utilized for all traffic analyses in the city. The analysis analyzed the existing conditions, and two future conditions both with and without the project. The traffic analysis used 7:00 a.m. to 9:00 a.m., the industry standard, for the a.m. peak period. Additionally, a mid-day analysis has been prepared that evaluates the time period between 1:00 p.m. and 3:00 p.m.

  To evaluate the worst-case scenario, at some intersections, the peak hour of adjacent street traffic was considered. ITE charts identify these peak periods one hour between 7:00 and 9:00 a.m. In other words, the base count looks at more traffic between 7:00 and 9:00 a.m. even though the project may generate more traffic at a later hour during when adjacent streets may be non-peak. In Beverly Hills, when a project is located within the

Business Triangle, staff requires mid-day traffic be investigated in addition to AM and PM peaks to ensure that the peak hour of the day is not overlooked.

- ***Potential for Reduction of Traffic Impacts.*** The Draft Environmental Impact Report identifies significant unavoidable impacts related to traffic for the following four intersections:

  - North Santa Monica Boulevard/Wilshire Boulevard (Weekday Mid-Day)
  - Rodeo Drive/Dayton Way (Weekday Mid-Day)
  - Rodeo Drive/Wilshire Boulevard (Weekday AM, Mid-Day, and PM)
  - Beverly Drive/Wilshire Boulevard (Weekday AM, Mid-Day, and PM

  Members of the Commission had a number of questions related to the potential to reduce or eliminate the significant traffic impacts by the reduction of project size/intensity.

  To address this question, a sensitivity analysis was prepared by RBF Consulting, the City's traffic engineer, to identify various combinations of land use quantities and reductions which would eliminate project-related significant traffic impacts at each of the significantly impacted study intersections for each analysis time period. The assumption in the analysis is that certain project objectives must be met: accommodating the William Morris programmatic needs; provision of retail on the ground floor for pedestrian orientation and project feasibility; retention of the restaurant use for project feasibility. As a rule, as the distance from the project increases, the effect of the project size on an intersection decreases. Of the options and intersections analyzed, one option was identified as an achievable way to eliminate a significant impact:

  The Rodeo Drive/Dayton Way intersection was analyzed as remaining a significant unavoidable impact for both the weekday mid-day peak and the weekday PM peak. This intersection is in close proximity to the project. The analysis showed that a slight reduction in either retail use (by 3,875 square feet) or a reduction in restaurant use by 1,500 square feet would eliminate the significant impact at this intersection. Reduction of the retail use would result in a lower parking need for that component.

- **Restriction of Restaurant hours.** The EIR identifies the requirement for a Parking Operations Plan for the parking structure, including staffing, and confirmation that queuing would not extend onto Dayton Way. The elements of the plan included potential menu of methods to ensure adequate parking supply is maintained within the parking structure. One of the methods was to restrict the restaurant hours during peak hours from 11:00 p.m. to 2:00 p.m. in order to prevent backup onto Dayton Way. However, the parking operation plan could be designed as such that that this limitation would not be needed. This restriction was imposed on the project as a potential tool for limiting backup of cars onto Dayton Way.

- **Pedestrian Access**

  - Construction Pedestrian Connections. Continuous pedestrian access will be provided on Beverly Drive between Dayton Way and Wilshire Boulevard during construction. This will be accomplished by allowing the in place pedestrian tunnel along the Eastern

side of Beverly adjacent to the Montage construction to remain in place. The mid block crossing, installed by the Athens Group will be moved south, to the north edge of the Bank of America building, allowing pedestrian crossing from the eastern side of Beverly to the western side of Beverly. The portion of Beverly on the West side, adjacent to the William Morris construction will be unavailable to pedestrians. Beverly retail activities north of Dayton Way will be unaffected.

- After Construction. After construction, sidewalks will be provided on the full frontage of Beverly Drive.

Options/Recommendation

1. Recommend that the project be reduced by one of the following in order to eliminate the significant impact at the intersection of Rodeo and Dayton Way:

    a. 3,875 gross square feet of retail or
    b. 1,500 gross square feet of restaurant.
2. Construction Management Plan should include coordination with Montage construction team to minimize any distruption of accessibility of sidewalk within this block.

AESTHETIC ISSUES

The proposed building is a six story building constructed of structural steel over a subterranean parking garage. The exterior of the building is proposed to be clad in a cross-curtain wall glass system. The building as proposed has a façade of transparent blue and silver glass.

- ***Modulation/Articulation on Beverly Drive***. Commissioners were concerned about articulation of the building, with a focus on the Beverly Drive frontage. The Beverly Drive frontage includes some façade articulation as noted below (Original Design). The applicant's design team is investigating the potential for additional articulation of the Beverly Drive frontage, which will be presented at the hearing. The options presented by the applicant include the following:

    - ***Option 1-Original design***: The current design has modulated the project by dividing it into three components:

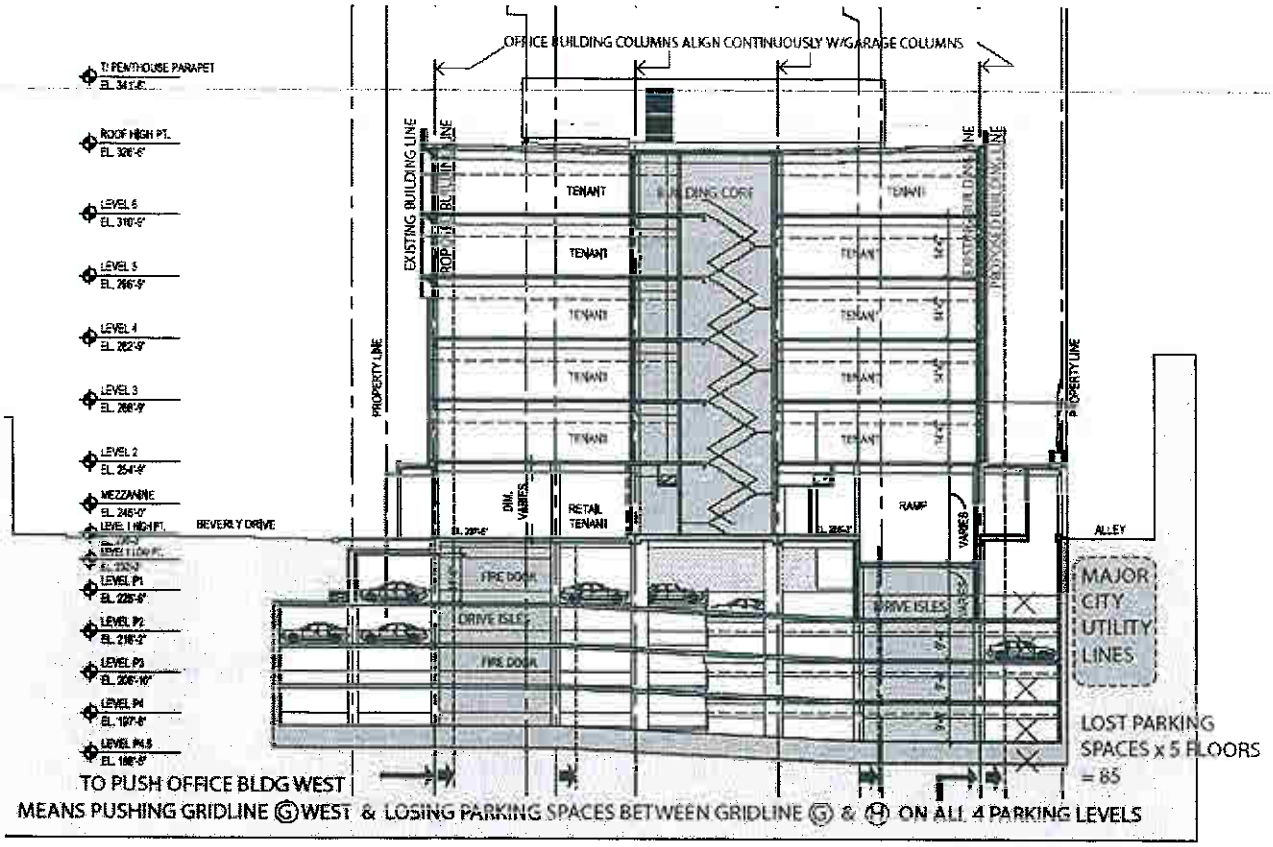
        - The first floor commercial base is constructed at the property line and serves as a platform for the remainder of the building. The first floor serves as a distinct component of the project and is the first of three unique segments.

        - Floors 2-4, are shifted 8 feet to the west and are not seen by pedestrians adjacent to the project due to the first floor average height of 20 feet and the 8 foot setback. Floors 2-4 serve as the second distinct component of the design.

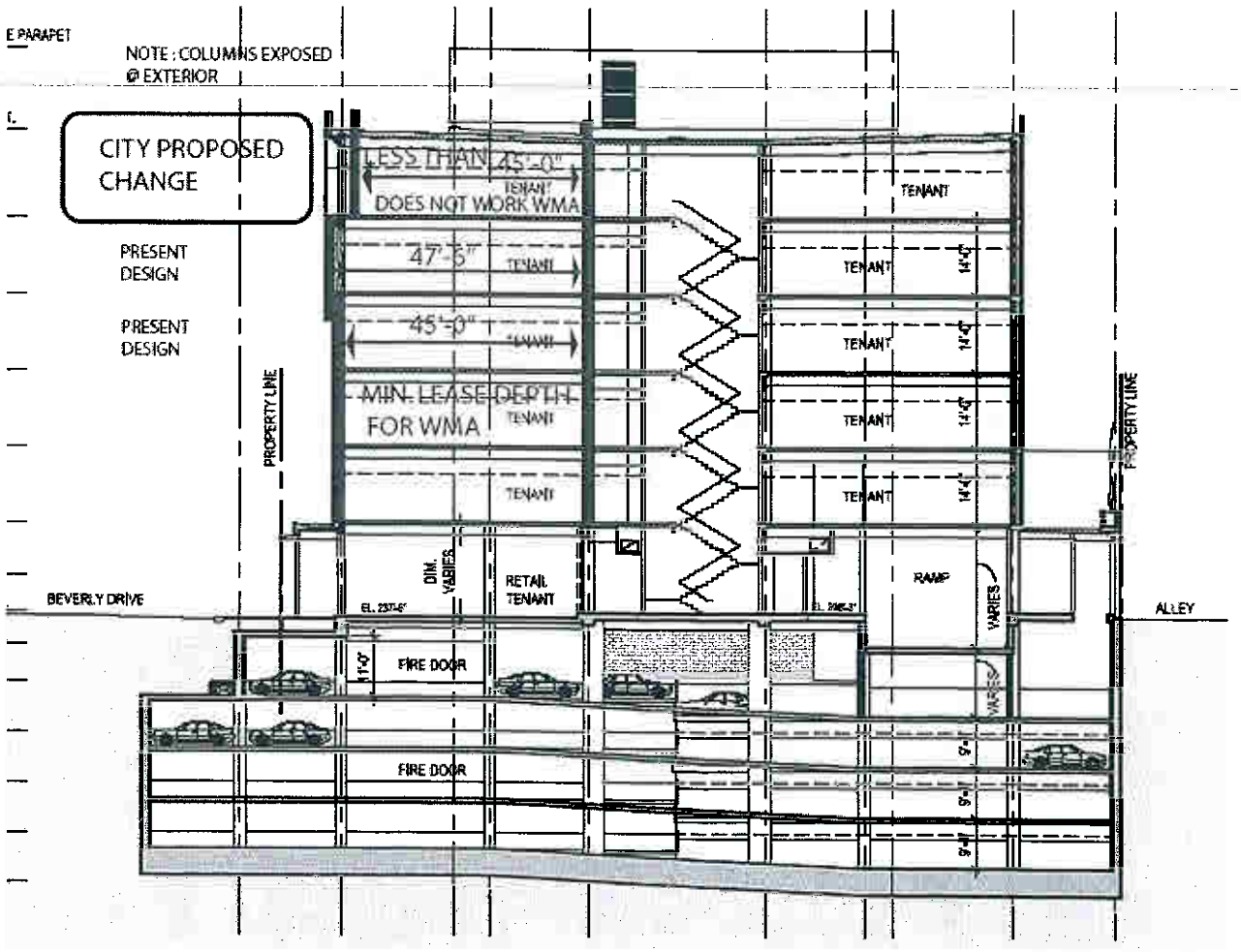
        - Floors 5-6, are shifted 2.5 feet to the east to create a break in the frontal plane of the building. Shifting floors 5-6 to the east establishes the third distinct component of the building, breaking the façade into three distinct horizontal components. In addition, shifting floors 5-6 by 2.5 feet to the east allows the underside of the overhang to be laded with the same hardwood as the overhang of the gardens and

form a continuous wrap of wood exposed to any members of the public who view the building from the street.

- ***Option 2-Set Back Floors 5-6 to West to Match Set Back of Floors 2-4***: Option 2 sets back floors 5-6 to align with floors 2-4. In setting back floors 5-6, the interior dimension of 45 feet from the exterior glass wall to the core, which is the minimum needed to meet William Morris' interior design needs, is maintained. This option, however, breaks the façade into two segments, the first floor and floors 2-6. By having the same plane for floors 2-6, the mass of the face of the building is greater, since there is no articulation between floors 2-6. In addition, the architectural feature of surfacing the underside of the overhang at floor 5 in wood is eliminated on the Beverly Drive side of the project.



- ***Option 3-Set Back Floors 5-6 to West Approximately 5 Feet, Or 2.5 Feet West of Floors 2-4***: Option 3 sets back floors 5-6 approximately 5 feet from the current design or 2.5 feet west of floors 2-4. This setback reduces the interior dimension from the exterior glass wall to the core to 42.5 feet, which is 2.5 feet less than the minimum needed to meet William Morris' interior design needs. In addition, this setback exposes the vertical support columns of the structure to public view creating a vertical element that accentuates the height of the building. Further, the architectural feature of surfacing the underside of the overhang at floor 5 in wood is eliminated on the Beverly Drive side of the project.



- **Visual Impact/Shade and Shadow.** Views of the proposed building are provided in the Draft EIR, showing the proposed building from a variety of locations. The applicant has also provided a line of sight graphic from the Il Fornaio sidewalk showing that the upper floors of the building are not likely to be visible. The mechanical penthouse is stepped back approximately 30 feet and is not visible from any vantage points studied.

  Composite shade and shadow exhibits showing both the proposed project and the Montage Hotel and Beverly Gardens Project have not been created. The Montage Hotel and Beverly Gardens project is located on the east side of Beverly Drive, just to the south east of the project site. The shade and shadow impacts associated with the proposed project are primarily to the east, depending upon the time of day and the time of year. Similar impacts would be expected with the Montage Hotel and Beverly Hills Gardens Project, where shadow impacts would extend eastward to Canon Drive and beyond. Some shadow impacts from the Montage Hotel and Beverly Gardens Project would extend west onto Beverly Drive during the summer and autumn morning conditions. The extent of shade extending onto Beverly Drive from the two projects is dependent upon the time of day and the time of year, but portions of Beverly Drive will experience shadow impacts. These impacts have been deemed not to be significant in the Draft EIR.

- ***Architectural Commission.*** A preview of the project was presented to the Architectural Commission on May 9, 2007. The applicant made a presentation, noting that the proposed building has been designed to accommodate the William Morris Agency, which has outgrown its current locations due to company expansion and wishes to remain in the City in a single facility. Design of building is dictated by the needs of the William Morris agency, whose operations require approximately 200,000 square feet of office area. Attaining this square footage dictated the proposed building height and configuration. A representative of Gensler presented the design concept, describing the building's interior design concept which maximizes perimeter office space and views as well as the exterior massing and materials. The images shown included hypothetical retail tenants on the ground floor as an illustration; it should be noted that the building as presently proposed is a shell building and does not include specific retail tenants.

  Although the Commission did not take action on the project, several comments and suggestions were made. Although generally comments were positive, concern was expressed about the following:

  - Color. The intensity of the blue glass color and its potential for reflection was discussed and it was suggested that the blue color be toned down;
  - Entry Treatment. The small size of the entry on Beverly Drive was discussed and it was noted that for a building of this prominence a larger entrance should be considered; and
  - Retail Frontage Treatment. The treatment of the retail frontage was discussed. The images shown included hypothetical tenants and tenant improvements. Although not included on the shell building presented for consideration by the Planning Commission and City Council, the Commission's concern was that the retail frontage should be compatible with and complement the overall building and work as a unified whole.

  The project will come before the Architectural Commission formally prior to approval of building permits. In addition, tenant improvements that affect the exterior of the building would require architectural review.

- ***Color.*** The blue glass material of the building has generated some concern from both the Architectural Commission and Planning Commission. The proposed blue color presents a relatively low reflectivity (approximately 15%), but could be viewed as an intense color. Examples of the glass presented to Planning Commission show that the glass is not an intense blue, but largely transparent; in addition the blue will be offset by clear glass on the retail frontage and a silver-toned glass along each façade. The project architect has prepared a number of color studies for presentation to the Planning Commission at the hearing of September 5, 2007.

- ***Glare.*** The project architect has indicated that the first-floor retail space will have clear glass. On the upper floors of the building, blue and silver glass will be used. The project architect presented samples of the glass at the August 9, 2007 Planning Commission meeting, and indicated that the range of reflectivity would be in the low range of reflectivity and specularity (10 to 25 percent). According to the applicant, the proposed project would not create new traffic safety impacts on the site beyond what presently exists, as clear glass with low reflectivity would be used on the first floor of the building.

Recommendation for Aesthetics

1. The applicant is proposing two options as discussed above. These options do not appear to substantially increase the amount of articulation. However, the Option 3 results of exposure of vertical columns on the upper floors creating visual distinction between upper and lower floors. The applicant will present these options at the September 5, 2007 Planning Commission meeting for its consideration.

2. Staff recommends the glare reflectivity be restricted to not to exceed 15% for the building.

OVERLAY ZONE

- ***Application of the Overlay Designation.*** The applicant's proposal would apply the proposed C-O-PD Overlay Zone designation over the entire block, including both the new building and the Bank of America building. The land uses proposed by the Overlay Zone include the uses in the underlying C-3 zoning, but would add entertainment related uses such as talent agencies as part of a planned development and prohibits certain uses with high parking demand unless approved by the Community Development Director (please see attached draft Overlay Zone proposed by the applicant).

  The underlying C-3 zone allows a range of office and retail commercial uses, including a number of uses with high parking needs which are proposed to be prohibited within the Proposed Overlay Zone, including medical office uses, nail salons and exercise clubs. As permitted uses in the Code, no discretionary approval is needed for such tenants in a commercial building; specifically prohibiting them in this application would allow control of parking-intensive uses subject to interpretation by the Community Development Director.

  Application of the proposed Overlay Zone to entire block would not serve to intensify the potential use of the Bank of America Building. On a per-site basis, the existing Floor Area Ratio (FAR) of the Bank of America building exceeds the proposed Overlay zone limitation, as does the building height and thus the building would be considered an existing legal non-conforming structure if the proposed Overlay Zone restrictions were applied. If the building were to be demolished and rebuilt, the lower Floor Area Ratio and height limits would apply.

  The Planning Commission could choose to recommend application of the proposed Overlay zone on the new building only.

- ***Consequence for applying the Overlay to Bank of America Building.*** If the proposed Overlay Zone is applied to the Bank of America Building site as well as the William Morris Agency site a number of changes would apply, including:

  - *Reduction in Floor Area Ratio (FAR)*, which is currently 5.96 to 4.5 (building would be an existing non-conforming structure)
  - *Reduction in Floor Area by approximately 11,500 square feet due to the lower floor area ratio proposed by the C-O-PD Overlay Zone;*
  - *Reduction in height to 92 feet.* (building would be an existing non-conforming structure)
  - *Limitation on certain uses*

- *Allowance of use of compact and tandem spaces with an approved parking program, a discretionary approval.*

- ***Parking***. The proposed Overlay Zone uses the parking ratios in the Municipal Code with additional floor area exemptions. In addition, compact spaces tandem spaces are also would be allowed subject to an approved parking program. An analysis of the operation of the parking structure prepared by Fehr and Peers as previously discussed indicates that with the proposed valet operation, the compact and tandem spaces operate in an acceptable manner. A Parking Management Plan has been required by the EIR mitigation measures; this parking plan is also required by the proposed Overlay zone.
- **Height**. The overlay zone would allow building heights of up to six stories or 92 feet. This height would permit the proposed building; the Bank of America building (110 feet in height) exceeds this height and would be an existing nonconforming structure in this regard. The adjacent Montage Hotel is an 82 foot building similar in height to the proposed building. The proposed height would represent a stepping down of height as the buildings move away from the Wilshire corridor.
- **Floor Area Ratio**. The proposed Overlay Zone would allow a maximum floor area ratio (FAR) of 4.5:1. This measure is the ratio of total Floor Area as defined by the overlay zone divided by the total site area. The proposed building would have an FAR of 3.56 based on the floor area calculated under existing zoning.

Recommendations on Overlay Zone

1. Staff recommends application of the proposed Overlay designation to the entire Block as proposed by the applicant accepting the proposed height and density as proposed by the proposed Overlay zone and eliminating of the in-lieu parking provisions and additional exemptions for floor area as part of the proposal. In addition, compact and tandem parking spaces may be permitted subject to an approved parking plan.

LEED CERTIFICATION

The applicant has indicated that William Morris intends to pursue LEED Certification for the building based on their tenant improvements. The applicant has indicated that the developer is willing to commit to certification and thus staff will draft a condition of approval to that effect.

Recommendation on LEED certification

Recommendation suggested by staff for Planning Commission consideration:

1. Require that the building follow the City's green building regulations.

ENVIRONMENTAL ASSESSMENT

The Draft Environmental Impact Report for the project was released for public review on July 10, 2007. The public comment period on the Draft EIR closed on August 23, 2007. Three comment letters were received related to issues of mass transit, pedestrian access, and traffic methodology. In addition, Planning Commission questions and public questions during the two hearings on July 25, 2007 and August 9, 2007 are comments to be included in the final EIR.

Preparation of the responses to the comments is still in progress. A courtesy notice will be published informing the public of the availability of the responses to comments when complete.

Tentative Planning Commission Review Schedule

July 10, 2007	Draft EIR released;
July 25, 2007	Planning Commission meeting on the DEIR (complete);
August 9, 2007	Planning Commission meeting to discuss the project issues, overlay zone and remaining issues on the DEIR (complete);
August 23, 2007	End of public comment period on the DEIR (complete)
September 5, 2007	Planning Commission meeting to receive responses to questions on the DEIR and project;
September 20, 2007	Planning Commission meeting to discuss the project and adequacy of the DEIR and direct staff to prepare resolution;
October 1, 2007	Planning Commission meeting to Adopt Resolution.

RECOMMENDATION

Based on the foregoing analysis and pending the information and conclusions that may result from testimony received at the public hearing and Planning Commission deliberations, staff recommends that the Planning Commission review and comment on the discussion of issues and provide direction. As seen in this report, the developer has offered a range of approaches and options for addressing issues such as those associated with the parking, the Beverly Drive access and façade modulation. Planning Commission direction in such matters is important for the developer to proceed with further development of the plans. It is then recommended that the Commission continue the public hearing to September 24, 2007 to allow for staff to prepare responses to public comments; and allow time for consideration of any remarks and suggestions made by the Planning Commission at the public hearing.

RITA NAZIRI

LARRY SAKURAI

Attachments:

- Appendix A: Response to Planning Commission Questions
- Options Provided by the Applicant
- Loading Study by Fehr & Peers
- Draft C-O-PD Overlay Zone

STAFF REPORT

CITY OF BEVERLY HILLS

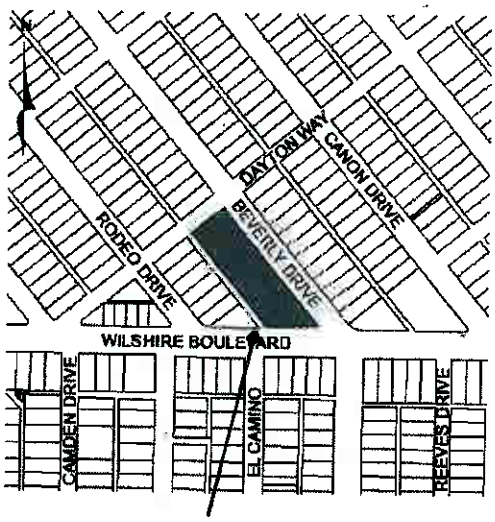
For the Planning Commission
Meeting of August 9, 2007

TO: The Planning Commission

FROM: Rita Naziri, Senior Planner
Larry Sakurai, Principal Planner

THROUGH: Vincent P. Bertoni, AICP,
Community Development Director

SUBJECT: Draft Environmental Impact Report, General Plan Amendment, Overlay Zone, Planned Development for a Proposed New Commercial Building **"William Morris Project"** at **231-265 Beverly Drive**



Project Site

INTRODUCTION

This is the second public hearing for reviewing the proposed project for William Morris Agency. The Planning Commission at its meeting of July 25, 2007 reviewed the draft Environmental Impact Report (DEIR) and received comments from the public and requested additional information pertaining to environmental impact issues.

At this meeting, the suggested meeting format is as follows:

- Staff presents the proposed project and overlay zone specifications;
- Applicant presents the proposed project;
- Public testimony on the project and any remaining Draft EIR issues;
- Planning Commission asks questions on the project and remaining Draft EIR issues;
- Planning Commission direct staff to provide comprehensive responses to the questions raised by the Commission pertaining to the DEIR and project at the subsequent meeting on September 5 or 11, 2007.

GENERAL INFORMATION	
Applicant	Mark Egerman
Project Owner	Beverly Wilshire owner, LP
Zoning District	C-3 (commercial – three stories/45-foot height)
Site Area/Number of Lots	1.73 acres (Overlay Zone); 1.1 acres (new construction) / 9 lots existing (lots 8-16)
Site Dimensions	Lot Frontage = 537.9' Lot Depth = 152.5' (Proposed Overlay) Lot Frontage = 315' Lot Depth = 152.5' (Proposed new Construction)
Permit Streamlining Act Deadline	Project application involves legislative acts and so project decision is outside PSA deadlines
DEIR Released	July 10, 2007
Comment Period ends	August 23, 2007

PROJECT SITE AND EXISTING ON-SITE STRUCTURES

The approximately 1.73-acre of land project site is completely developed with commercial retail and parking uses which includes three structures at 231 North Beverly Drive, 265 North Beverly Drive, and 9461 Wilshire Boulevard.

- 231 North Beverly Drive structure includes a single-story commercial retail building.
- 265 North Beverly Drive structure includes a six-story (65-foot), 507-space parking structure with ground-floor retail uses totaling approximately 154,148 square feet.
- 9465 Wilshire Boulevard structure eight-story (110-foot) commercial building. As known as "The Bank of America building". The building currently has 205 on-site parking spaces in a subterranean parking structure. Based on the City's records, there is a parking covenant to provide 262 required parking spaces for the Bank of America building within the 265 North Beverly Drive parking structure.

DESCRIPTION OF PROPOSED PROJECT

The proposed development is to demolish the existing one-story commercial building and the parking structure and to construct a six story office building. The new building will be 208,100 gross square feet in size, including approximately 177,225 gross square feet of office space on floors two through six, 30,875 gross square feet of retail space (up to 8,000 square feet of which will be restaurant space) on the ground floor, and a four-and-one-half level subterranean parking structure with 665 total spaces.

Two unique features are proposed for this building:

Screening room. The applicant originally proposed a 100-seat private screening room for the new office building. The screening room will be used by William Morris Agency for the movie screening by staff during business hours and invited guests off business hours. The applicant has shown higher number of seats on the plans.

Open terrace. On the second level of the building on the south side, there will be an open terrace measuring approximately 75' by 71'. The Bank of America Building will not have access to this open terrace. The area will be totally open from the second to the fifth floors.

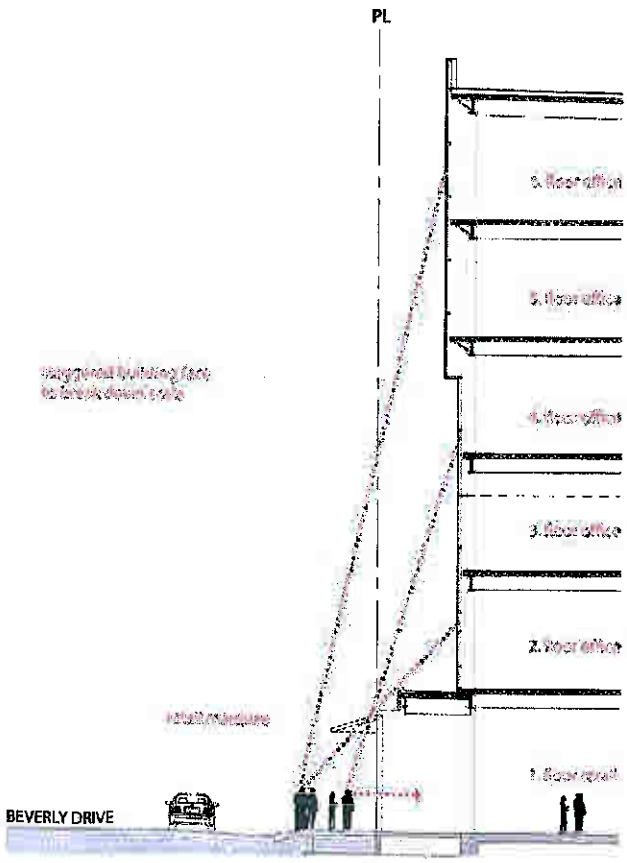
Building height and number of stories. The maximum height of the proposed office building will be approximately 88 feet and six stories.

Floor area ratio. The proposed floor area ratio is approximately 3.15:1.

Building setbacks and design. The façade design is articulated, providing setbacks on Beverly Drive, Dayton Way and the alley:

- The Beverly Drive frontage includes retail commercial/restaurant frontages at the property line. However, there will be a 10-foot setback from floors 2 through 4. At the fourth floor an architectural feature steps forward by two feet. The mechanical penthouse on the roof top is further stepped back approximately 30 feet.

- This Dayton frontage also includes articulation with the ground floor retail façade at the property line. At level 5, this façade steps back by approximately 30 feet to the roof. The mechanical penthouse is further stepped back approximately 30 feet.

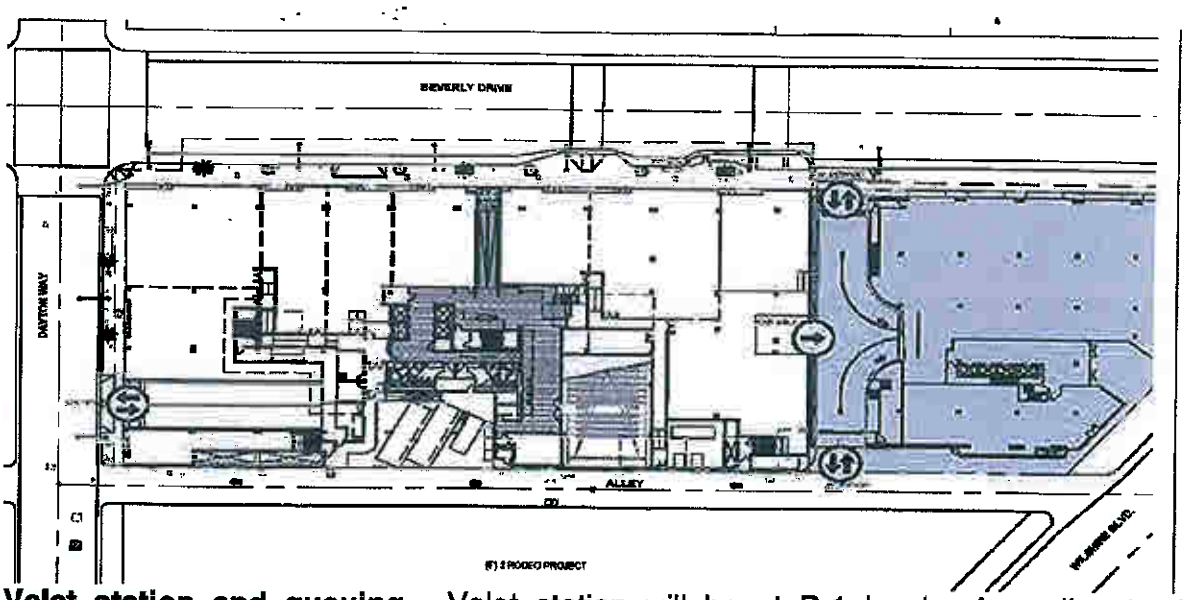


- The westerly side of the building along the alley will be also set back 22 feet from the second to the sixth floor.

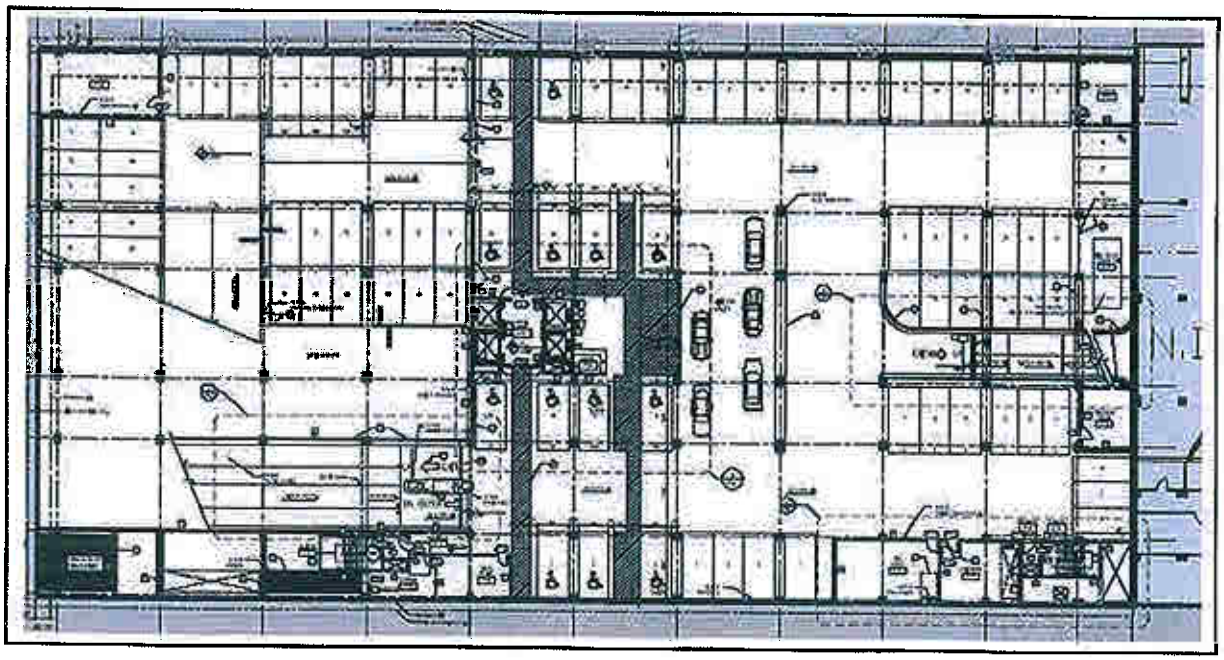
Building material/color. The proposed six-story building will be constructed of structural steel over a subterranean parking garage. The exterior of the building is proposed to be clad in a cross-curtain wall glass system, a façade of primary blue glass.

The proposed blue color presents a relatively low reflectivity (approximately 15%), but could be viewed as an intense color. The project architect, Gensler, indicates that the proposed glass panels are not opaque but transparent, and a variety of colors would be provided. Variation of the color intensity and/or shade on the building's façade may serve to provide additional visual interest along the street front

Vehicular access. Access to the Bank of America Building is provided via two enter/exit access points to the subterranean parking from Beverly Drive and the alley. The primary access to the parking garage for the new building is from Dayton Way. Because this parking garage also provides covenant parking for Bank of America Building, at the parking level 4, a controlled egress connection is provided between this parking garage and the Bank of America garage. Thus, those employees who park in this parking garage can exit the site through the Bank of America parking garage to Beverly Drive or alley.



Valet station and queuing. Valet station will be at P-1 level. According to the applicant, the valet station would be able to handle three inbound and three outbound cars at any time, however, in high demand situations, the valet station can handle up to nine cars and maintain enough distance between them to allow motorists to enter and exit their vehicles.



Parking. The project will also contain a four-and-one-half level subterranean parking structure. The parking structure will have a total of 665 spaces, of which 13 will be handicap spaces, 299 will be standard size single spaces, 112 will be compact spaces, 197 will be tandem spaces and 44 will be tandem compact spaces.

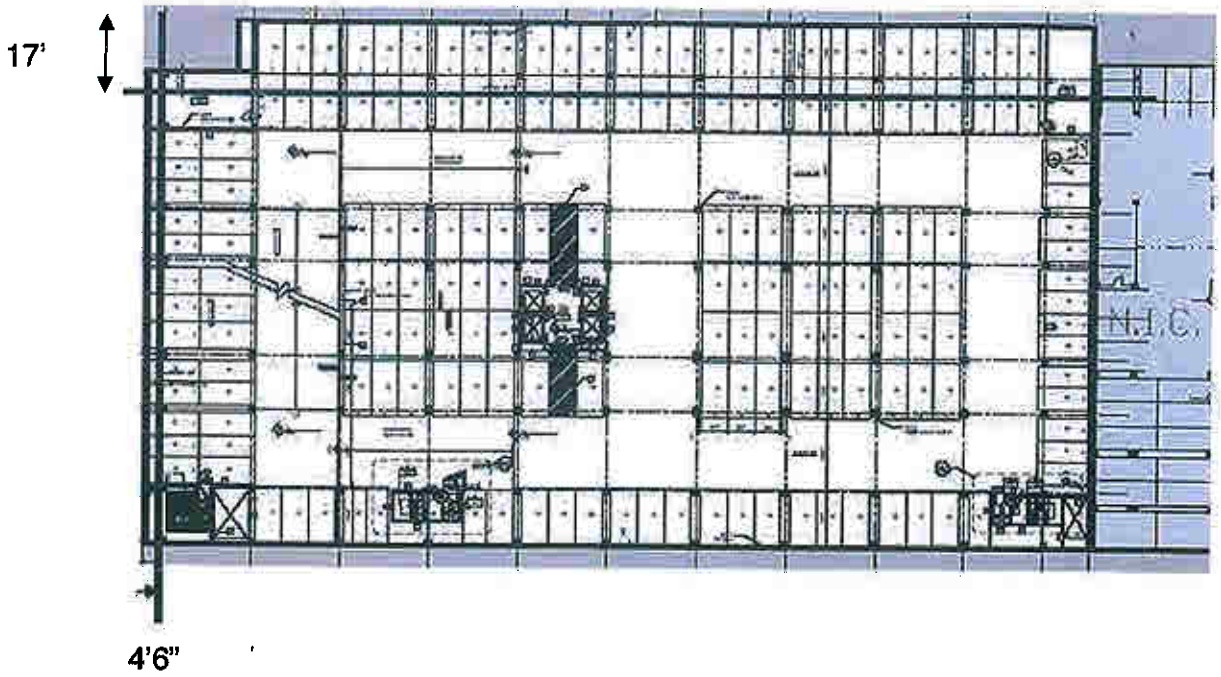
Proposed Project Parking Summary

Parking Level	Total Spaces	Disabled	Standard	Compact	Tandem Standard	Tandem Compact
P1	86	13	35	21	10	7
P2	181	0	82	29	59	11
P3	181	0	82	29	59	11
P4	178	0	82	26	59	11
P4.5	39	0	18	7	10	4
All Levels	665	13	299	112	197	44
Percent of Total	100%	2.0%	45.0%	16.8%	29.6%	6.6%

Source: *Parking Management Plan for Beverly Wilshire.* Fehr & Peers/Kaku Associates. May 10, 2007.

A parking management (operations) plan will also be implemented to ensure the adequacy of parking and proper function of the subterranean parking structure. A valet and attendant parking system is proposed to operate on the premises, which will utilize the tandem parking spaces, thereby allowing non-valet vehicles to utilize single and handicap spaces, as appropriate. The use of tandem spaces by the valet parking service will minimize the potential for parking conflicts, which may otherwise occur with tandem space self-parking.

Encroachments. As proposed, the parking structure will encroach 17 feet into Beverly Drive and 4.5 feet into Dayton Way (all below the roadway and sidewalk).



Loading. The project will also contain three loading spaces which include two truck spaces and one van space located off the alley behind the project site.

Construction information. All on-site structures, except the Bank of America Building, will be demolished to construct the new project. An estimated 12,000 cubic yards of demolition materials (building/structure-related) will be removed from the site. An estimated 95,000 cubic yards of excavation (cut) and 2,500 cubic yards of fill (import and backfill) are required for the project, in order to construct the four-and-one-half level subterranean parking structure beneath the office building. During the construction, sidewalk along Beverly Drive and Dayton Way will be blocked.

Replacement parking for Bank of America Building tenants during construction. Parking spaces for tenants of the Bank of America building will be removed during the construction phase, and will require monthly parkers to park at other local facilities near the building. In addition, the project construction will require the temporary removal of approximately 29 metered parking spaces on Beverly Drive. A free valet service during business hours (8:00 AM to 6:00 PM daily) will be provided by the project applicant to all patrons of shops on Beverly Drive between Dayton Way and Wilshire Boulevard.

Reduction of covenanted parking spaces for the Bank of America Building. Based on the parking standards proposed by the overlay zone, a total of 468 parking spaces will be required for the new office building. In addition, there is a 262 existing parking covenant for the Bank of America building on this site. The applicant has requested reduction of this covenant parking spaces based on actual use. To support

for this request, Fehr and Peers/Kaku Associates prepared a study of the parking patterns in the existing parking structure related to Bank of America permit-holders.

The study found that of 242 monthly pass holders, during the peak hour the number of spaces utilized by Bank of America Building employees is 150 spaces. The study made an adjustment for the present 90% occupancy of the Bank of America Building with the resulting finding that Bank of America Building peak demand is 189 spaces.

On-Site Parking Spaces Based on the Proposed Parking Standards and Reduced Parking Covenant

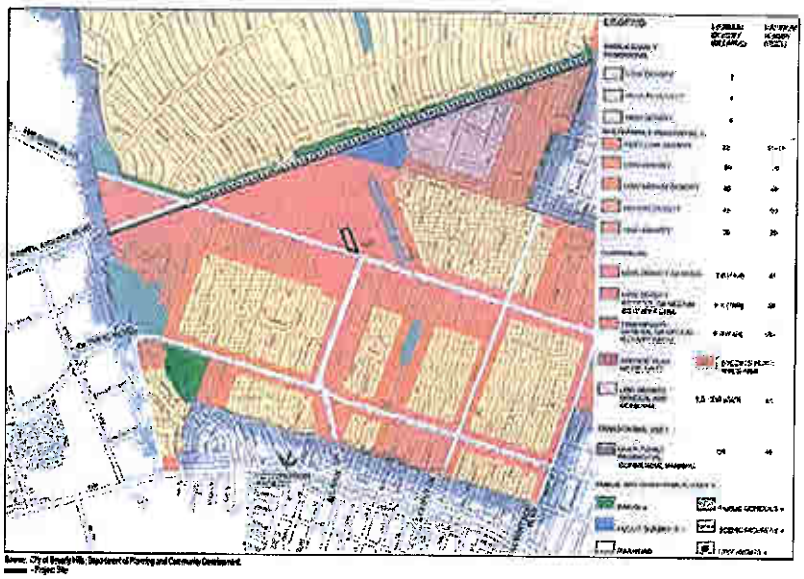
Net Floor Area [1]	Proposed Parking Standards	On-Site Parking Spaces Required
142,735 square feet General Office	1 space per 350 square feet of floor area	408
20,763 square feet Retail	1 space per 350 square feet of floor area	60
7,295 square feet Restaurant [2]	1 space per 45 square feet of dining and bar floor area 1 space per 350 square feet of remaining floor area	93
Restaurant Shared Parking Allowance [3]	25% of Spaces Required for Office and Retail	- 93
	Proposed Project Total	468
Reduced Covenant for the Bank of America Building at 9465 Wilshire Boulevard [4]		189
	Total Parking Based on Proposed Parking Standards	**657**
	Total On-Site Parking Spaces Provided	**665**
	Surplus	**8**

Note:
1 = Floor area shown is adjusted gross floor area calculated according to the existing City of Beverly Hills Municipal Code.
2 = Analysis assumes 50 percent of total restaurant square footage to be bar and dining area.
3 = Based on City of Beverly Hills Municipal Code, 25 percent of the spaces required to be provided for the office and retail components may also be applied towards the parking requirements for the restaurant component.
4 = Covenant was reduced from 262 to 189 spaces based upon empirical data for Bank of America building employees.

PROPOSED AMENDMENT TO THE GENERAL PLAN AND ESTABLISHMENT OF OVERLAY ZONE

General Plan

The Beverly Hills General Plan is comprised of nine elements, each of which specifically addresses issue areas dictated by the California Planning and Zoning Law. Development in a City must be consistent with the general plan. Time to time, the planning agency may amend the general plan as warranted. Development in the City must be designed as such to ensure that the proposed uses are conforming to the General Plan and such development will fulfill the General plan Development goals.



Existing Land Use Designation

The City's current General plan recommends that certain anchor locations be set aside to permit development of a higher intensity which is not otherwise provided in the community. 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. The anchor location should encourage unified development oriented towards and along Wilshire Boulevard and should incorporate measures to enhance streets, sidewalks, and roadways in order to encourage pedestrian circulation between these areas and the Business Triangle.(Land Use Element, Section 2.2) .

In 2004, the City's General Plan Update Topic Committees made their final recommendations to the City Council for the Business Triangle which included support for increased height and density for multi lot projects. The Committee also recommended that height of 45 feet and 2:1 FAR should be retained in the center of Business Triangle, but permit additional density and height at key corners such as Wilshire Boulevard and north/south streets to encourage more interesting architecture.

The current "Land Use Map" designates the project site as Commercial/Low Density General with a maximum height of 45 feet and a maximum FAR of 2.0. The proposed amendment would designate the project site as Medium Density Commercial Creative.

Office to allow for commercial, retail and entertainment office uses with a maximum Floor Area of 4.5 to 1 and a maximum height of six stories or 92 feet.

The Land Use Element of the General Plan will have to be amended to allow the proposed development and to allow height greater than 45 feet and a density of 2.0.

Creative Office Planned Development Overlay Zone (C-O-PD Overlay Zone)

The project site is located in the C-3 Commercial Zone with certain allowable development standards. To construct the proposed structure, the applicant is proposing an overlay zone (Creative Office Planned Development Overlay zone).

Existing Zoning

Project Site

Table below provides a comparison between the existing zoning restriction and the proposed overlay zone:

Zoning Restriction	Commercial C-3 Zone	Proposed C-O-PD Overlay Zone
USES		
Uses Permitted	Variety of commercial uses, except for prohibited uses as stated below.	Uses permitted in the underlying zone including entertainment related businesses and ancillary uses, convenience service uses subject to approval by the Director of Community Development.
Uses Prohibited	-Adult hotels/motels and sexual encounter centers, -Automatic machine self-service type laundries containing more than five (5) machines of the usual household type or larger, -Car washes employing more than four (4) employees or involving machinery other than water treatment equipment as necessary to comply with local, state and federal law, but excepting car washes, -Dyeing establishments, - Hospitals in which patients are permitted to remain overnight, -Machine laundries, -Public and private stables, -Rug cleaning establishments, - Sanitariums in which patients are permitted to remain overnight, -Self-service laundries, -Sheet metal shops, -Steam laundries.	-Commercial exercise clubs and training centers, -Hair salons, -Medical laboratories, -Medical offices, -Nail salons, -Non-office retail establishments, except on the ground floor and mezzanine, restaurants in excess of 5% of the total gross footage of the building, -Real estate offices, unless approved by the Director of Community Development.

Zoning Restriction	Commercial C-3 Zone	Proposed C-O-PD Overlay Zone
FLOOR AREA		
Floor Area Ratio	2:1	4.5:1
Floor Area Exemptions	• Stair shafts; • Elevator and escalator shafts and elevator lobbies located in parking areas or on roof tops; • Courts; • Parking spaces below the first floor and access thereto; • mechanical equipment room; • Mall areas.	In addition to allowable exemptions under C-3 zone, the following exemptions are proposed: • Bathrooms • Lobbies • Service corridors • Storage and supply rooms • Common walkways • Atriums • Other areas that do not impact parking needs as determined by the Community Development Director.
BUILDING HEIGHT		
No. of Stories/Heights	3/45' which ever is less.	6/92'

Zoning Restriction	Commercial C-3 Zone	Proposed C-O-PD Overlay Zone
PARKING		
Required parking	1 space per 350 sq.ft.	1 space per 350 sq.ft.
In-Lieu parking participation	Allowing the retail/restaurant uses within the Business Triangle to participate in the in-lieu program if the property does not exceed 16,000 square feet in size with 2:1 FAR and height of 45'.	Allowing the retail/restaurant spaces located at ground floor to participate in the in-lieu program by amending the section 10-3-3311 in regards to waiver of fees and other exemptions.
Parking/Compact space allowance	Not permitted for office/retail development.	20% of required parking to be satisfied by compact spaces measuring not less than 7.5'X16'. In addition, allowance for greater number of compact parking spaces by the Director of Community Development.
Parking /Tandem space allowance	Not permitted for office/retail development.	To allow tandem spaces measuring 9'X17'.
Parking program	A parking program is associated with the Planned Development applications which includes overlay zone component.	A parking program to be approved by the Planning Commission.
LOADING		
Required number of loading spaces	Buildings with 50,000 sq.ft.: 3 trucks. The minimum loading space requirement may be established by the reviewing authority as a condition of approval of the use.	Three loading spaces, two trucks and one van spaces. The minimum loading space requirement may be established by the Planning Commission as part of a planned development.
SCREENING ROOM	Screening room is not specified in the current code. For public use as a theater or auditorium: 1 space per 4 seats.	No additional parking for a stadium style theater or auditorium or screening room if it is used primary for the entertainment businesses of the building.

To recap the overlay zone components and project specifications noted in the report, the Planning Commission may consider the following issues:

- Additional exemptions of the floor area calculation for parking requirement;
- Reduction of covenanted parking spaces for the Bank of America Building;

- Size of Loading spaces and its configurations;
- In-lieu parking program participation for a large scale building;
- Building height and density;
- Compact and tandem parking.

ENVIRONMENTAL ASSESSMENT

The central focus of the July 25 meeting was to receive the comments of the public and the Planning Commission on the Draft Environmental Impact Report on the project. The purpose of the EIR is to inform the Planning Commission on the implications of the project on its environment and provide guidance on how the project's impacts can be addressed. The Draft Environmental Impact Report (DEIR) was released for public review on July 10, 2007. The period for public comment on the DEIR will run for a minimum of 45 days (at least until August 23, 2007).

RECOMMENDATION

It is recommended that the public hearing be continued to allow additional time for the public to continue reviewing the Draft EIR and the proposed Project, and to provide direction with regard to the proposed project and the overlay zone.

At the next public hearing, staff and the EIR consultant will prepare responses to questions and comments from the Commission pertaining to the DEIR and the project.

Tentative Planning Commission Review Schedule

July 10, 2007	Draft EIR released;
July 25, 2007	Planning Commission meeting on the EIR (complete);
August 9, 2007	Planning Commission meeting to discuss the project issues, overlay zone and remaining issues on the EIR;
August 23, 2007	End of public comment period on the DEIR
September 5 or September 11, 2007	Planning Commission meeting to receive responses to questions on the EIR and project;

September 20, 2007	Planning Commission Meeting to discuss the project and adequacy of the EIR and direct staff to prepare resolution;
October 1, 2007	Planning Commission Meeting to Adopt Resolution.

RITA NAZIRI LARRY SAKURAI

Attachments:

Applications	Tab A
Creative Office Planned Development Overlay zone (C-O-PD Overlay Zone) Applicant Proposal	Tab B
General Plan Amendment Text Applicant Proposal	Tab C
Current Code Sections	Tab D
Staff Report of July 25, 2007	Tab E
Plans (provided at the July 25, 2007 meeting)	Tab F

STAFF REPORT

CITY OF BEVERLY HILLS

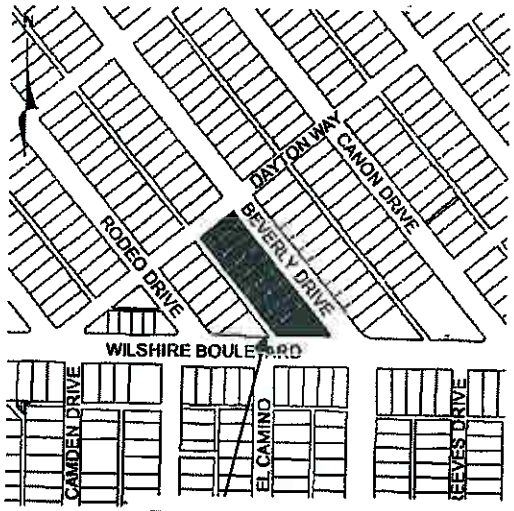
For the Planning Commission Meeting of July 25, 2007

TO: The Planning Commission

FROM: Rita Naziri, Senior Planner
Larry Sakurai, Principal Planner

THROUGH: Vincent P. Bertoni, AICP, Community Development Director

SUBJECT: Draft Environmental Impact Report for a Proposed New Commercial Building **"William Morris Project"** at **231-265 Beverly Drive**



Project Site

EXECUTIVE SUMMARY

The City of Beverly Hills as the Lead Agency under the California Environmental Quality Act (CEQA) prepared a Draft Environmental Impact Report (DEIR) for the proposed William Morris Project at 231-265 N. Beverly Drive. In accordance with the CEQA Guidelines, an initial study was prepared for this proposal and it was determined that an EIR is the appropriate level of analysis for a project that may have a significant effect on the environment.

The purpose of this meeting is to provide the Planning Commission and the public with specific information regarding the environmental effects associated with development of the site, identify ways to minimize the significant effects, and provide rational alternatives to the project. Mitigation measures are provided (Appendix A, attached), which may be adopted as conditions of approval, in order to reduce the significance of impacts resulting from the project.

The Draft Environmental Impact Report (DEIR) was released for public review on July 10, 2007. The period for public comment on the DEIR will run for a minimum of 45 days (at least until August 23, 2007). At the July 25th meeting, staff will provide an overview of the project; and the City's environmental consultant for the project, RBF Consulting (RBF), will present the EIR. The project applicant's representative will present the proposed project, and then the opportunity will be provided for questions and public comment on the project and the DEIR. At the meeting's conclusion, staff will request

direction as to additional information needed by the Commission to facilitate a more detailed discussion about the project and the proposed General Plan and Zoning amendments required to approve the project. It is anticipated the next Planning Commission meeting would be in August, 2007. The focus of the July 25th meeting should be on the Environmental Impact Report.

PROJECT DESCRIPTION AND AREA CHARACTERISTICS

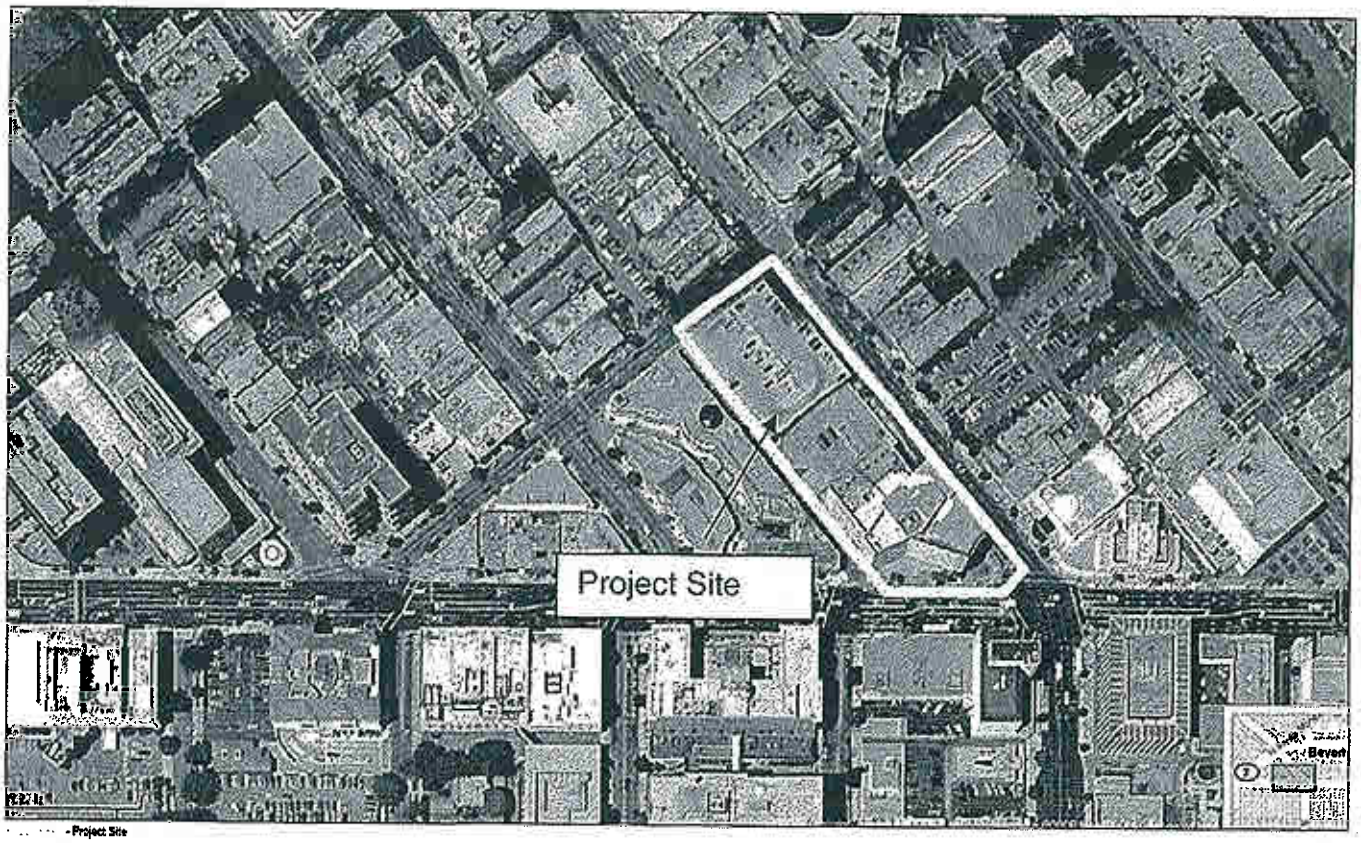
The project applicant, Mark Egerman, on behalf of Beverly Wilshire Owner, LP proposes to construct a new six-story office building to be constructed on the 48,067-square-foot (1.1-acre) northern portion of the site. The proposed building will be occupied by the William Morris Agency. Today, the Agency is located at William Morris Plaza on El Camino Drive. William Morris Beverly Hills is a major talent agency that handles a wide range of entertainment clientele.

GENERAL INFORMATION	
Applicant	Beverly Wilshire owner, LP
Project Owner	Beverly Wilshire owner, LP
Zoning District	C-3 (commercial – three stories/45-foot height)
Site Area/Number of Lots	1.73 acres (Overlay Zone); 1.1 acres (new construction) / 9 lots existing (lots 8-16)
Site Dimensions	Lot Frontage = 537.9' Lot Depth = 152.5' (Proposed Overlay) Lot Frontage = 315' Lot Depth = 152.5' (Proposed new Construction)
Permit Streamlining Act Deadline	Project application involves legislative acts and so project decision is outside PSA deadlines

The project site is located at 9461 Wilshire Boulevard, which is known as the "Bank of America Building," and 231–265 North Beverly Drive in the City's Business Triangle. The site consists of an area bounded on the south by Wilshire Boulevard, on the east by Beverly Drive, on the north by Dayton Way, and on the west by the alley between Wilshire Boulevard and Rodeo Drive. No changes are proposed to the Bank of America Building, although it will be included in the proposed overlay zone. The demolition and construction of the office/retail building will take place on 231–265 North Beverly Drive, which is presently developed with one-story commercial structure and six-story parking structure.

Adjacent land uses generally include various commercial office and retail uses across Dayton Way and Beverly Drive to the north; commercial office, restaurant, retail uses and the 82-foot, 7-story (plus mezzanine) high Montage Hotel project under construction to the east across Beverly Drive; commercial office and retail uses to the south across Wilshire Boulevard with medium-density multi-family uses farther to the south; and

commercial retail and office uses across the alley between Rodeo Drive and Beverly Drive to the west.



The project will first demolish all on-site structures except the Bank of America building at 9461 Wilshire Boulevard, and then excavate, regrade, and compact the site for the proposed new parking and commercial structure. The major project components are as follows:

- The proposed building will be 208,100 gross square feet in size, including approximately 177,225 gross square feet of office space on floors two through six, 30,875 gross square feet of retail space (up to 8,000 square feet of which will be restaurant space) on the ground floor,

- A four-and-one-half level subterranean parking structure with 665 total spaces of which 13 will be handicap spaces, 299 will be single spaces, 112 will be compact spaces, and 197 will be tandem spaces.

- The building is proposed to be constructed of structural steel over a subterranean parking garage. The exterior of the building is proposed to be clad in a cross-curtain wall glass system.

- The maximum height of the proposed office building will be approximately 92 feet per the proposed C-O-PD Overlay Zone, while the project plans show the building height as 88 feet[a]. In addition, there will be a mechanical penthouse 15 feet in height.

- The proposed floor area ratio (FAR) for the proposed development is approximately 3.15:1 per the proposed C-O-PD Overlay Zone.

- Of the total 665 spaces, 262 will be replacement parking for the Bank of America Building adjacent to the proposed building. The project applicant is interested in reducing the 262-parking space covenant that currently exists with the 265 North Beverly Drive parking structure should empirical parking data support the covenant reduction. A parking management plan, to be approved by the City, will also be implemented to ensure the adequacy of parking and proper function of the subterranean parking structure. A valet and attendant parking system is proposed to operate on the premises, which will utilize the tandem parking spaces, thereby allowing non-valet vehicles to utilize single and handicap spaces, as appropriate. The use of tandem spaces by the valet parking service will minimize the potential for parking conflicts, which may otherwise occur frequently with tandem space self-parking.

- The proposed building will be constructed by using techniques and measures as used in the Green developments. According the project's architect, the building as proposed will follow guidelines for developments that are comparable to the LEED Certified Buildings[b].

[a] The height is measured from the highest point of grade, located at Dayton Way.
[b] The City of Beverly Hills is in process of developing guidelines for development of environmentally sustainable buildings.

Project Data Summary

Categories	Existing	Proposed	Allowable Under Current C-3 Development Standards	Proposed Creative Office Overlay Zone Development Standards
Number of Lots	9	1 (lot tied)	N/A	N/A
Site Area (sq.ft.)	1.73 acres (Overlay Zone); 1.1 acres (new construction)	1.73 acres (Overlay Zone) 1.1 acres (new construction)	N/A	N/A
Floor Area (sq. ft.)/FAR	Bank of America Building: 163,438 Existing Commercial Building: 25,000 Parking structure:154,148	Bank of America Building: 163,438 (No Change) New Construction: 208,100 (GFA) Office: 177,225 Retail: 22,875 Restaurant: 8,000	95,832 GFA Office Area : 63,888 SF Retail: 31,944 SF	4.5:1 for entire site Bank of America Building (existing): 163,438 sq.ft. w/5.9 FAR New Construction: 151,200 w/3.15 FAR
Height	Bank of America Building: 110' Existing Commercial Building: 29' Parking Structure:65'	Bank of America Building: No change. New Building: 88 feet plus 15' for rooftop mechanical uses	45'	Bank of America Building: No change: 110' max. New Building: 92.' Max. including 15' for rooftop mechanical uses
Number of Stories	Bank of America Building: 8 story plus mezzanine Commercial building: 1 Parking Structure:6	Bank of America Building: 8 story plus mezzanine (No Change) New building: 6	3	Bank of America Building: 8 story plus mezzanine (No Change) New Building: 6
Number of Parking Spaces	Bank of America Building: 205 spaces on site, 262 covenant spaces on adjacent lot at 265 N. Beverly Drive: 467. 265 N. Beverly parking structure: 507	Bank of America Building: 205 spaces on site and 189 reduced covenant spaces on adjacent lot: 394 New building: 665 (Including 189 reduced covenant spaces and 476 parking spaces).	One space per every 350 square feet of floor area: Bank of America Building (Existing): Legal non-conforming. Required parking for a new Construction with 2:1 FAR: 274 spaces plus 262 covenant spaces Total:536	Commercial: One parking space per 350 sq.ft. with certain floor area exemptions

Categories	Existing	Proposed	Allowable Under Current C-3 Development Standards	Proposed Creative Office Overlay Zone Development Standards
No. of Loading Spaces	2	3 loading spaces (2 trucks and 1 van spaces)	3 loading spaces	3 loading spaces

PROJECT ENTITLEMENTS

The following is a list of reviews and approvals that the Planning Commission will undertake and consider for the proposed project:

- Environmental considerations, including the adequacy of the Draft EIR and findings contained therein (recommendation to the City Council);

- General Plan Amendment to add a new land use category for the project site and the existing Bank of America building to the south to allow for creative office-related uses. The project site will then be designated as General Commercial Creative Office in the *General Plan* and associated land use map (recommendation to the City Council).

- Zone Change to institute a new C-O-PD overlay zone in order to establish new development standards, and the City's Zoning Map would be modified to depict the project site subject to the "C-O-PD" overlay zone (recommendation to the City Council).

- Development Agreement to address, among other things, project fiscal impacts and development impact fees (recommendation to the City Council).

- Planned Development to allow a planned development project with office and retail uses on the project site pursuant to Article 18.4, Planned Development, of the City's Zoning Code. The Planned Development, which specifies the proposed uses and development standards associated with the planned development, will be subject to approval by the City Planning Commission (subject to City Council approval of the above requests).

- A Parking Covenant Amendment Review to allow reduction of 262 covenanted parking spaces to 189 parking spaces for the Bank of America Building at 9461 Wilshire Boulevard.

- The project will require a lot line adjustment to add a portion of existing lot 10 into lot 11 which would be part of the proposed project (subject to City Council approval of the above requests).

In addition, the project will require consolidation of existing Lots 11 through 16 and a portion of lot 10 via a lot tie covenant to tie lots 11 through 16 together and a portion of Lot 10 respectively. The lot tie is an administrative process and does not require Planning Commission approval.

ENVIRONMENTAL ASSESSMENT

The central focus of the July 25 meeting is to receive the comments of the public and the Planning Commission on the Draft Environmental Impact Report on the project. The purpose of the EIR is to inform the Planning Commission on the implications of the project on its environment and provide guidance on how the project's impacts can be addressed. As such, the feedback sought of the Commission is whether the Draft EIR satisfies that function or how the Draft EIR might better achieve that function. The following is a summary of the Draft EIR's findings.

Land Use and Planning.

EIR Finding: Less than significant.

Discussion:

While the project proposes policies (height, density) that deviate from the established land use policies, the project's proposed amendments are subject to a public hearing and policy-making process. As such, its policy implications come under control and scrutiny of that process and were not found to be significant environmental impacts. The project's proposed use is consistent with existing zoning and General Plan designations.

Population and Employment.

EIR Finding: Less than significant.

Discussion:

The project's employment (453 jobs) represents 0.85% of SCAG's projected number of jobs in 2010 for Beverly Hills and is considered consistent with the regional planning agency's projections. Due to the high cost of housing in Beverly Hills, an influx of population associated with the employees is seen as nominal.

Aesthetics.

EIR Finding: Less than significant with mitigation.

Discussion:

The project would replace a 65-foot high parking structure and ground-level retail building with an 88-foot high office building. The proposed building's mass is broken by horizontal articulation and it would provide a transition between the higher development along Wilshire Boulevard and the lower scale development to the north, east, and west. The potential for glare is limited by the use of glass varying in reflectivity from 14% to 44% and the general orientation of the building. Nighttime lighting is regulated by City ordinances, and the building is subject to the approval of the Architectural Commission. The building would cast longer shadows but additional shade in the affected areas would be limited in duration. Overall the proposed building is not anticipated to result in a significant, adverse aesthetic impact.

During demolition, excavation, and construction the project site would be visually unattractive. The temporary aesthetic impacts during construction would be mitigated through screening and controlling light sources during construction.

Traffic.

EIR Finding: Significant, unavoidable impact.

Project Trip Generation	
Weekday daily traffic:	4,081 trips
Weekend daily traffic:	2,670 trips
Weekday a.m. peak:	411 trips
Weekday midday:	678 trips
Weekday p.m. peak	456 trips
Weekend midday:	437 trips

Discussion:

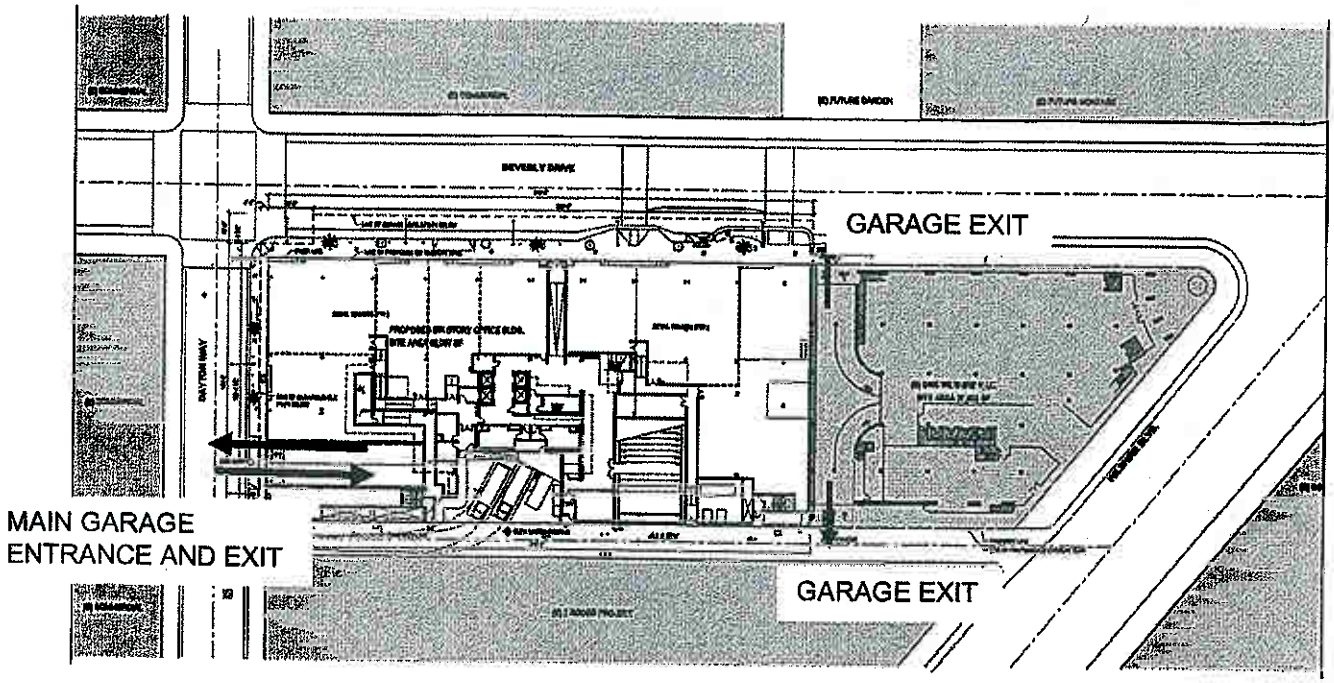
Impacts were identified during all peak periods, particularly for the Beverly/Wilshire and Rodeo/ Wilshire intersections. Dayton Way at Rodeo Drive and at Beverly Drive were also impacted during various periods in the afternoons. The weekday midday period is anticipated to experience the most impact, with impacts expected along Santa Monica Boulevard at Wilshire Boulevard and at Rodeo Drive in addition to all those intersections identified above. The Santa Monica/Beverly Drive. intersection would be impacted during the weekday peaks.

Mitigation involves changing the lane configuration at various Santa Monica Boulevard intersections and on Dayton Way at Beverly Drive, but mitigation is not feasible at the other impacted intersections.

The volume of construction traffic is not expected to cause significant traffic impact. Hauling would be conducted at night and would be subject to the requirements of a construction management plan.

No significant neighborhood street impacts were identified.

One of the significantly impacted intersections, Santa Monica Boulevard North/Wilshire Boulevard, is one of Los Angeles County's Congestion Management Plan (CMP) facilities. The impact was not mitigable and is considered to be a significant, unavoidable impact. No other significant CMP impacts were identified.



Site Access and Circulation.

EIR Finding: Less than significant with mitigation.

Discussion:

Vehicular access is provided primarily through a 26-foot wide, two-way driveway at Dayton Way. Additional egress is proposed through a garage exit to the existing Bank of America driveways, leading to both the alley and Beverly Drive. Garage access was found to be adequate but the layout of the garage presented difficulties for full-size vehicles. A significant portion of the parking in the garage consists of compact and tandem spaces, and aisles are narrower than the City standard. As such, full-time valet is required for all building visitors.

During construction, there could be movement conflicts with construction traffic from the Montage Project; therefore, the project will be required to locate the construction access at a point that would not result in such conflicts.

No other significant site access and circulation issues were identified.

Parking Supply and Demand.

Proposed Parking	
Proposed Stalls:	
Standard aisle accessible:	299
Compact aisle accessible:	112
Standard tandem:	197
Compact tandem:	44
Handicapped:	13
Total:	665

EIR Finding: Less than significant.

Discussion:

The proposed parking was found to be adequate to meet the demand of the uses on the project site, including the Bank of America (covenant may be reduced from 262 to 189). The existing parking demand being met on the project site was found to peak at 154. A survey of private and public parking in the vicinity found that there is at least 551 open spaces available to satisfy the demand. This is also adequate to satisfy the existing parking demand during construction (including the Bank of America). Worker parking is required to be addressed by the construction management plan.

Parking Management.

EIR Finding: Less than significant with mitigation.

Discussion:

During construction, the parking demand for as many as 125 workers will be needed to be accommodated. The applicant is proposing to arrange for parking at the Beverly Center and utilize a shuttle. During nighttime activities (e.g. demolition, excavation), the applicant proposes to utilize the Bank of America's parking. The project is not expected to result in a significant parking impact during construction, provided that the parking for the Bank of America Building employees is arranged to be met at specified locations (to be a condition of approval).

In order for the project's garage to effectively meet the project's parking demand, the garage operation needs to 1) provide enough direction to motorists to circulate efficiently to the central valet station and safely exit the facility, and 2) institute a parking operation with adequate staffing, access/control systems, and parking allocation to ensure that the garage and the main driveway to/from Dayton Way do not become congested.

Air Quality.

EIR Finding: Significant, unavoidable short-term impact.

Discussion:

During the demolition and excavation phases of the project, the project will have significant, unavoidable air quality impacts from oxides of nitrogen (NOx) emissions, dust, and smoke (particulates, PM10 and PM2.5). Mitigation is proposed to reduce dust

and particulate emissions, but the emissions would still be significant with mitigation implement. Together with other construction in the Air Basin, the project would also contribute to a significant, unavoidable cumulative short-term impact.

The project's operation air quality impact was not found to be significant.

Noise.

EIR Finding: Less than significant with mitigation.

Discussion:

The project's greatest noise impacts are associated with its construction, particularly during grading and excavation. Once completed, since the activities of the project are enclosed within a structure, the project's operational impacts are mostly associated with its traffic, building equipment, and trash pick-up, which were not found to be significant. During construction, hauling traffic would be isolated from residential uses and is not expected to be significant. Most of the vibration from use of heavy equipment would occur during the demolition and excavation phases before residents occupy the Montage Hotel nearby. At night, construction activities could result in a significant noise impact; therefore a Nighttime Construction Noise Mitigation Plan is required which would reduce noise emanating from the site by at least 8 dBA. The construction management is also to include requirements for notification, contact information, construction staging & routing, and specific noise attenuation measures. When considered in conjunction with the Montage Hotel construction activities, the project's impacts are not cumulatively significant because of the phasing of construction activities do not coincide to exacerbate each other's construction noise.

Geology and Soils.

EIR Finding: Less than significant with mitigation.

Discussion:

The project site presents no greater seismic dangers than is typical in Southern California and incorporation of all the recommendations of the geotechnical analysis will minimize seismic hazards. Recommendations of the geotechnical analysis also address expansive nature of local soils as well as their moderately corrosive nature to iron and steel.

Hydrology and Water Quality.

EIR Finding: Less than significant with mitigation.

Discussion:

The site is in a developed urban setting which is served by a storm drain system. The site itself currently has no exposed ground surface, no natural drainage. Due to the depth of the garage, the site is expected to be dewatered. Any discharge into the storm drain system is subject to the issuance of a NPDES permit and other permits. Mitigation also requires the amount of dewatering required to be gauged against the capacity of the storm drain to ensure that it does not significantly impact storm drain capacity. The project would also be required to comply with the County's Standard Urban Stormwater Mitigation Plan which minimizes pollutants from runoff.

Hazards and Hazardous Materials.

EIR Finding: Less than significant with mitigation.

Discussion:

The project proposes office, retail, and restaurant uses which do not typically involve the use of various hazardous materials. Environmental Site Assessments reveal that a portion of the project site was occupied by a service station for approximately 15 years (1940s-1950s). The project site was also inspected for asbestos, lead, and other materials. Although no hydrocarbons were detected from soil samples, the former presence of a service station and other uses suggests that previously undiscovered hazardous materials (close monitoring required) is possible during demolition and excavation, and the contractor is required to cease work in the vicinity and take corrective actions as required by Federal, State, and County agencies. Removal of asbestos and lead paint is also to be done in accordance with Federal, State, and County regulations. As the operation of the project is also subject to Federal, State, and County regulations (EPA, OSHA, etc.) regarding the handling and transport of hazardous materials, the project is not expected to have any significant, operational hazardous impacts.

Utilities and Service Systems.

EIR Finding: Less than significant with mitigation.

Discussion:

WATER SUPPLY AND DISTRIBUTION. The project would require some water for dust control during construction. Operationally, the project would generate more water demand than the existing use. The project's operational water demand would represent 0.024% of the overall City water demand an is not deemed to be significant. The temporary demand during construction was also not found to be significant.

WASTEWATER. The project would increase wastewater generation over the existing uses on the project site by 22,606 gallons per day. Together with other known projects in the vicinity of Beverly Hills, 1.45 million gallons per day would be added to the Hyperion Treatment Plant's load. The Hyperion Treatment Plant has sufficient capacity to handle the additional flow, which represents 1.5% of the Plant's capacity. The project's anticipated wastewater generation would not exceed the capacity of the local sewer system, and the City does not permit a connection to the sewer system if it cannot be demonstrated that sufficient capacity exists to serve a proposed development project.

SOLID WASTE. Demolition of the existing structures is expected to generate 463 tons of waste. Operation of the project would generate approximately 301 tons each year. Prior to construction, the project is required to submit a source reduction program to divert recyclable material from the waste stream. The project is to locate recycling/separation areas in close proximity to the dumpsters and in compliance with statutes relating to fire, building, access, transportation, circulation, or safety. The objective of the mitigation is to ensure that the City can maintain a diversion of material from the waste stream of at least 50%.

Public Services.

EIR Finding: Less than significant with mitigation.

Discussion:

The project would increase the density of development and use on the project site which can result in corollary increases in demand for Fire and Police services. During construction, the project must ensure that adequate access and water is provided for fire suppression needs, and that the site is secured through private security patrols. The final plans are to be submitted to the Police and Fire Departments to ensure adequate public safety, access, lighting, signage (i.e. building address) is provided and that the project meets all Fire Code requirements.

The proposed mitigation measures are included as Exhibit A (attached).

Project Alternatives

The California Environmental Quality Act requires Environmental Impact Reports to evaluate alternatives to the project being assessed by the report. The primary goal of evaluating alternatives is to explore whether there is another way to achieve the objectives of the project which might be better for the environment. The Draft EIR evaluated four alternatives:

- The "No Project" alternative, which assumes that the project would not be implemented and the project site would remain in its current condition;

- The "Code-Conforming" alternative which would retain the existing land use and zoning designations for the project site with the existing General Plan and Zoning designations of Low Density General Commercial and Commercial (C-3);
- The "Office and Retail" Alternative would involve implementation of the project as proposed with the exception of restaurant uses; and
- The "Office" alternative which would involve development of the 1.1-acre northern portion of the project site with office uses only.

Summary of Alternatives

Development Characteristics	Proposed Project	No Project Alternative	Code - Conforming Alternative	Office and Retail Alternative	Office Alternative
Stories/Height (feet)	6/91.5	Commercial Building - 1 Parking – 5	3/45	6/91.5	5/71
Office (square feet)	177,225	0	65,832	177,225	177,225
Retail (square feet)	22,875	25,000	30,000[1]	22,875	0
Restaurant (square feet)	8,000	0	0	0	0
Parking Structure		154,148			
Total	208,100 Gross Square Feet	Retail - 25,000 Gross Square Feet Parking – 154,148 Square Feet	95,832 Gross Square Feet	200,100 Gross Square Feet	177,225 Gross Square Feet

1. Assumes development of retail uses consisted with permitted uses identified for the C-3 zone in the Zoning Code.

The Code-Conforming Alternative was deemed to be the environmentally superior alternative.[c] In comparing the Code-Conforming Alternative to the project, the Draft Environmental Impact Report found the following:

Less Impact than the Project:

- Land Use
- Aesthetics
- Traffic
- Parking Supply and Demand
- Air Quality
- Noise
- Geology and Soils
- Water Supply and Distribution
- Solid Waste
- Fire Protection
- Police Services

Comparable Impact to the Project:

- Population and Employment
- Site Access and Circulation
- Parking Management during Construction
- Parking Management during Operation
- Hydrology and Water Quality
- Hazards and Hazardous Materials

However, among the alternatives, the Code-Conforming Alternative was the poorest in achieving the project's objectives.

PUBLIC NOTICE AND COMMENTS

Notice of the proposed project and public hearing was mailed on July 6, 2007 to all property owners and residential tenants within a 300-foot radius of the property, and all owners of single-family zoned properties within 500 feet from the exterior boundaries of the property, if any including the interested residents. The notice of completion of the draft EIR and notice of this hearing was published in the *Beverly Hills Courier* on July 6, 2007 and in the *Beverly Hills Weekly* on July 12, 2007. Staff has received letters regarding the project prior to release of the DEIR (attached).

RECOMMENDATION

The July 25, 2007 meeting is the first of a series of Planning Commission and City Council meetings on the project. It is recommended that the public hearing be continued to allow time for the public to continue reviewing the Draft EIR, staff to prepare responses to questions and comments from the Commission and public, the EIR consultant to begin preparing responses to public comments, and to allow time for the applicant to consider any remarks and suggestions made at the hearing.

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[c] Where the "No Project" alternative would be the "environmentally-superior" alternative, CEQA then requires another environmentally-superior alternative to be identified.

Tentative Planning Commission Review Schedule

July 10, 2007	Draft EIR released
July 25, 2007	Planning Commission meeting: Project description and EIR
August 9, 2007	Planning Commission meeting: EIR follow-up and project impacts
September 6, 2007	Planning Commission meeting: EIR follow-up and project impacts
October 1, 2007	Planning Commission Meeting: Adopt Resolution

RITA NAZIRI

LARRY SAKURAI

Attachments:

DEIR Errata
Project Applications
Public Notice
Draft EIR (sent to Planning Commissioners on July 10, 2007, so not attached)
Letters

Exhibit A
Proposed Mitigation Measures

Aesthetics, Light and Glare

AES1 Construction equipment staging areas shall use appropriate screening (i.e., temporary fencing with opaque material) to buffer views of construction equipment and material, when feasible. Staging locations shall be indicated on Final Development Plans and Grading Plans.

AES2 All construction-related lighting shall include shielding in order to direct lighting down and away from adjacent hotel and residential uses and consist of the minimal wattage necessary to provide safety at the construction site. A construction safety lighting plan shall be submitted to the City for review concurrent with Grading Permit application.

TRAFFIC

TR1 South Santa Monica Boulevard/Wilshire Boulevard – The project applicant shall make a fair share contribution to widen the eastbound Wilshire Boulevard approach at South Santa Monica Boulevard from two through lanes and one shared through/right-turn lane to consist of three through lanes and one dedicated right-turn lane.

Implementation of this mitigation measure requires narrowing and relocation of the existing sidewalk and relocation of utilities adjacent to the existing Starbucks along eastbound Wilshire Boulevard.

TR2 Rodeo Drive/North Santa Monica Boulevard – The project applicant shall make a fair share contribution to widen the eastbound North Santa Monica Boulevard approach at Rodeo Drive from one dedicated left-turn lane, one through lane, and one shared through/right-turn lane to consist of one dedicated left-turn lane, two through lanes, and one dedicated right-turn lane.

Implementation of this mitigation measure requires narrowing of the existing landscaped area located at the southwest corner of the intersection, adjacent to the existing City-operated parking facility and relocation of existing curb, utilities, and signal post.

TR3 Beverly Drive/South Santa Monica Boulevard – The project applicant shall make a fair share contribution to widen the southbound Beverly Drive approach at South Santa Monica Boulevard from one through lane and one shared through/right-turn lane to consist of two through lanes and one dedicated right-turn lane.
Implementation of this mitigation measure requires restriping of Beverly Drive between North Santa Monica Boulevard and South Santa Monica Boulevard and tapering of the southbound Beverly Drive curb at South Santa Monica Boulevard.

TRAFFIC

TR4 Beverly Drive/Dayton Way – At the northeastern corner of the project site, the project applicant shall restripe (by removing the parking lane) the eastbound Dayton Way approach at Beverly Drive from one shared left-turn/through lane and one shared through/right-turn lane to consist of one shared left-turn/through lane, one through lane, and one dedicated right-turn lane.

TR5 North Santa Monica Boulevard/Wilshire Boulevard – The project applicant shall make a fair share contribution to re-stripe the southbound North Santa Monica Boulevard approach at Wilshire Boulevard from two through lanes, one shared through/right-turn lane, and one dedicated right-turn lane with overlap phasing to consist of three through lanes and one dedicated right-turn lane with overlap phasing.

Additionally, the project applicant shall make a fair share contribution to widen the westbound Wilshire Boulevard approach at North Santa Monica Boulevard from one dedicated left-turn lane, two through lanes, and one shared through/right-turn lane to consist of one dedicated left-turn lane, three through lanes and one dedicated right-turn lane.

The westbound Wilshire Boulevard approach requires relocation of the existing sidewalk and utilities adjacent to the existing Budget Car & Truck Rental surface lot along Wilshire Boulevard, thus impacting a portion of the existing Budget Car & Truck Rental surface lot.

Widening of the westbound Wilshire Boulevard approach at North Santa Monica Boulevard would require acquisition of private property, and therefore, is considered infeasible. Hence, only the portion of this mitigation measure that consists of restriping the southbound North Santa Monica Boulevard approach at Wilshire Boulevard is considered to be feasible.

SITE ACCESS AND CIRCULATION

AC1 The construction contractor shall create a site access point that would not interfere with any construction vehicles turning left from the northbound lanes into the project site, subject to review and approval by the City of Beverly Hills.

AC2 In order to mitigate potential internal circulation and parking accessibility impacts in the proposed parking structure, full-time valet parking shall be required for all building visitors.

CONSTRUCTION-RELATED PARKING

PMC1 In order to address parking for construction workers during demolition, excavation, and shoring activities, the following steps shall be implemented:

- Whenever possible, park the crews at the project site.
- When the crews cannot park at the project site, they shall be permitted to use available parking at 9465 Wilshire Boulevard during the off-peak hours.
- For peak hour parking needs that cannot be accommodated on-site, the project applicant shall procure 20 spaces on a monthly basis in nearby parking structures with excess capacity.

CONSTRUCTION-RELATED PARKING (CONTINUED)

PMO1 Signage and/or striping shall be installed to direct visitors to the central valet station upon entering the garage.

PMO2 The valet company shall be responsible for maintaining the correct directional flow of vehicles through the central valet station at all times, and especially during periods of high demands by visitors and pass holders.

PMO3 For egress out of the structure, signage and/or striping shall be installed to direct visitors to use the Dayton Way exit. A right-turn only sign and/or arrow shall direct visitors to Dayton Way.

PMO4 The project applicant shall submit a parking operations plan concurrent with the submittal of plans for building permit. The parking operations plan shall be approved by the Director of Community Development prior to the issuance of a building permit. At a minimum, the parking operations plans shall address the following:

- Parking allocation in the garage;
- Garage access and control systems;
- Valet and/or attendant assistance;
- Staffing levels.

The parking operations plan shall demonstrate that traffic does not back up onto Dayton Way. Through adequate staffing and other measures, the parking operations plans shall ensure that parking aisles are kept clear, and vehicle flow for valet and/or attendant assistance is properly maintained. In doing so, the parking operations plans shall prevent queues from backing up onto Dayton Way and keep the garage operations from impacting traffic circulation around the project site. In addition, the parking operations plans shall consider, but is not limited to, the following menu of methods to ensure adequate parking supply is maintained based on final floor plans submitted for building permit:

- Limit restaurant hours. Limitation of restaurant hours during peak hours from 11:00 AM to 2:00 PM.
- Use of an on-street valet. If the restaurant is open from 11:00 AM to 2:00 PM, then all patrons must use an on-street valet that will park the cars in an adjacent off-site parking lot. The valet operations must be consistent with the City's Daytime Valet Guidelines. In addition, should this option be exercised, it would require a separate approval from the City.
- The valet may stack vehicles in the drive aisles, as long as circulation is maintained.
- Reduction in retail and/or restaurant square footage to reduce parking and/or valet demand.

AIR QUALITY

AIR-1 During clearing, grading, earth moving, or excavation operations, excessive fugitive dust emissions shall be controlled by regular water or other dust preventive measures using the following procedures, as specified in the South Coast Air Quality Management District Rule 403. Prior to the issuance of grading permits, the project applicant shall demonstrate to the City of Beverly Hills how the project operations shall comply with the South Coast Air Quality Management District Rule 403.

- On-site vehicle speed shall be limited to 15 miles per hour;
- All material excavated or graded shall be sufficiently watered to prevent excessive amounts of dust. Watering shall occur at least twice daily with complete coverage, preferable in the late morning and after work is done for the day;
- All material transported on-site or off-site shall be either sufficiently watered or securely covered to prevent excessive amounts of dust;
- The area disturbed by clearing, grading, earth moving, or excavation operations shall be minimized so as to prevent excessive amounts of dust;
- A wheel washing system shall be installed and used to remove bulk material from tires and vehicle undercarriages before vehicles exit the project site.
- All residential units located within 500 feet of the construction site shall be sent a notice regarding the construction schedule of the proposed project. A sign, legible at a distance of 50 feet shall also be posted in a prominent and visible location at the construction site, and shall be maintained throughout the construction process. All notices and the signs shall indicated the dates and duration of construction activities, as well as provided a telephone number where residents can in quire about the construction process and register complaints.
- These control techniques shall be indicated in project specifications. Compliance with the measure shall be subject to periodic site inspections by the City; and
- Visible dust beyond the property line emanating from the project shall be prevented to the maximum extent feasible.

AIR QUALITY (CONTINUED)

AIR-2 All trucks that are to haul excavated or graded material on-site shall comply with *State Vehicle Code* Section 23114 (Spilling Loads on Highways), with special attention to Sections 23114(b)(F), (e)(4) as amended, regarding the prevention of such material spilling onto public streets and roads. Prior to the issuance of grading permits, the project applicant shall demonstrate to the City of Beverly Hills how the project operations subject to that specification during hauling activities shall comply with the provisions set forth in Sections 23114(b)(F), (e)(4).

AIR-3 Prior to approval of the project plans and specifications, the Public Works Director, or his designee, shall confirm that the construction bid packages include a separate "Diesel Fuel Reduction Plan." This plan shall identify the actions to be taken to reduce diesel fuel emissions during construction activities (inclusive of grading and excavation activities). Reductions in diesel fuel emissions can be achieved by measures including, but not limited to, the following: a) use of alternative energy sources, such as compressed natural gas or liquefied petroleum gas, in mobile equipment and vehicles; b) use of "retrofit technology," including diesel particulate trips, on existing diesel engines and vehicles; and c) other appropriate measures. Prior to the issuance of a grading permit, the Diesel Fuel Reduction Plan shall be filed with the City of Beverly Hills. The Diesel Fuel Reduction Plan shall include, at a minimum, the following provisions:

- All diesel fueled off-road construction equipment shall be California Air Resources Board certified or use post-combustion controls that reduce pollutant emissions to the same level as California Air Resources Board certified equipment. California Air Resources Board certified off-road engines are engines that are three years old or less and comply with lower emission standards. Post-combustion controls are devices that are installed downstream of the engine on the tailpipe to treat the exhaust. These devices are now widely used on construction equipment and are capable of removing over 90 percent of the PM_{10}, carbon monoxide, and volatile organic compounds from engine exhaust, depending on the specific device, sulfur content of the fuel, and specific engine. The most common and widely used post-combustion control devices are particulate traps (i.e., soot filters), oxidation catalysts, and combinations thereof.

- All diesel fueled on-road construction vehicles shall meet the emission standards applicable to the most current year to the greatest extent possible. To achieve this standard, new vehicles shall be used or older vehicles shall use post-combustion controls that reduce pollutant emissions to the greatest extent feasible.

- The effectiveness of the latest diesel emission controls is highly dependant on the sulfur content of the fuel. Therefore, diesel fuel used by on-road and off-road construction equipment shall be low sulfur (>15 ppm) or other alternative low polluting diesel fuel formulation.

AIR QUALITY (CONTINUED)

AIR-4 The project shall comply with South Coast Air Quality Management District Rule 1113, which limits the ROG content of architectural coatings used in the Basin or to allow the averaging of such coatings, as specified, so actual emissions do not exceed the allowable emissions if all the averaged coatings had complied with the specified limits.

AIR-5 The project shall comply with South Coast Air Quality Management District Rule 1403, Asbestos Emissions From Demolition/Renovation Activities, which specifies work practice requirements to limit asbestos emissions from building demolition and renovation activities, including the removal and associated disturbance of asbestos containing materials. The requirements for demolition and renovation activities include asbestos surveying, notification, asbestos containing materials removal procedures and time schedules, asbestos-containing materials handling and clean-up procedures, and storage, disposal, and landfilling requirements for asbestos-containing waste materials. All operators are required to maintain records, including waste shipment records, and are required to use appropriate warning labels, signs, and markings.

NOISE

NOI-1 Prior to grading permit issuance, the construction contractor shall demonstrate, to the satisfaction of the City of Beverly Hills Community Development Department, the following:

- Construction contracts shall specify that all construction equipment, fixed or mobile, shall be equipped with properly operating and maintained mufflers that exceed state requirements for muffler attenuation devices.

- All residential units located within one-quarter mile of the construction site shall be sent a notice regarding the construction schedule of the proposed project. A sign, legible at a distance of 50 feet shall also be prominently posted at the construction site. All notices and signs shall indicate the dates and duration of construction activities, as well as provide a telephone number of a contact person with whom residents can discuss the construction process and register complaints. The contact person shall make good faith efforts to respond to inquiries and complaints within twenty-four (24) hours of receipt of the inquiry or complaint.

NOISE (CONTINUED)

- A "noise disturbance coordinator" shall be established. The disturbance coordinator shall be responsible for responding to any local complaints about construction noise. The disturbance coordinator would determine the cause of the noise complaint (e.g., starting too early, bad muffler, etc.) and would be required to implement reasonable measures such that the complaint is resolved. All notices that are sent to residential units within one-quarter mile of the construction site and all signs posted at the construction site shall list the telephone number for the disturbance coordinator. The noise disturbance coordinator shall be required to maintain a log of complaints for the City's inspection. The log shall include the source of complaint, the complaint, time received, and the action taken in response. The noise disturbance coordinator shall make good faith efforts to respond to inquiries and complaints within twenty-four (24) hours of receipt of the inquiry or complaint.

- Staging of construction vehicles is prohibited on streets within the City of Beverly Hills. All construction vehicle staging shall occur on La Cienega Boulevard. During construction, stockpiling and vehicle staging areas shall be located as far as practical from noise sensitive receptors.

- Construction noise reduction methods such as shutting off idling equipment, installing temporary acoustic barriers around stationary construction noise sources, maximizing the distance between construction equipment staging areas and occupied residential areas, and use of electric air compressors and similar power tools, rather than diesel equipment, shall be employed where feasible.

- During construction, stationary construction equipment shall be placed such that emitted noise is directed away from sensitive noise receivers.

NOI-2 Prior to grading permit issuance, the project applicant shall demonstrate to the satisfaction of the City of Beverly Hills, that a "Nighttime Construction Noise Mitigation Plan" has been developed to address nighttime construction noise impacts. The plan shall incorporate provisions for noise attenuation barriers, truck routing, location of staging areas, worker parking and other appropriate measures for achieving an overall attenuation of construction noise of at least 8 dBA.

GEOLOGY AND SOILS

GEO1 The project applicant shall incorporate all applicable recommendations of the Geotechnical Report into the design of proposed structures to address seismic groundshaking and other earthquake-related seismic hazards.

GEO2 The project applicant shall implement all applicable recommendations related to corrosion control contained in Appendix A of the *Geotechnical Report.*

HYDROLOGY AND WATER QUALITY
HWQ1 The project applicant shall complete, a wet year (high water table) analysis to 1) quantify the amount of discharge associated with groundwater dewatering, and 2) identify the capacity available in the system into which the water will be discharged. The analysis shall be completed prior to the commencement of construction. If the analysis concludes that there is not sufficient capacity in the system to accept the discharge, the project applicant shall be required to either: a) increase the capacity of the system, or b) design the building foundation such that ongoing dewatering is not required.
HWQ2 Prior to issuance of grading or building permits, the project applicant shall prepare and receive approval of a Stormwater Pollution Prevention Plan, in order to comply with the NPDES General Permit for Construction Activities. **HWQ3** The project applicant shall comply with all applicable requirements of City Ordinance 06-O-2506 relating to construction dewatering and discharges of groundwater.
HYDROLOGY AND WATER QUALITY (CONTINUED)
HWQ4 The project applicant shall prepare and receive approval of a Water Quality Management Plan for project operation, in order to comply with the County Standard Urban Stormwater Mitigation Plan requirements of the NPDES MS4 permit.
HAZARDS AND HAZARDOUS MATERIALS
HAZ1 The project applicant and individual tenants shall comply with all applicable City, County, State, and Federal regulations with respect to the storage, handling, transportation, and disposal of hazardous wastes.
HAZ2 If unknown wastes or suspect materials are discovered during demolition or construction by the contractor, which he/she believes may involve hazardous waste/materials, the contractor shall: • Immediately stop work in the vicinity of the suspected contaminant, removing workers and the public from the area; • Notify the project engineer of the implementing agency; • Secure the areas directed by the project engineer; • Notify the implementing agency's Hazardous Waste/Materials Coordinator; and • Implement required corrective actions, including remediation if applicable. •
HAZ3 Damaged or deteriorated (unsealed ends, nicks, loose pieces of insulation, abraded floor tiles, etc.) friable and non-friable asbestos-containing materials shall be repaired by properly trained personnel. Proper respiratory protection and containment shall be provided should these materials need to be disturbed for building maintenance or renovation. Prior to demolition, renovation, or any other such activity, suspect materials observed in the subject buildings shall be sampled and tested for asbestos. Additionally,

HAZARDS AND HAZARDOUS MATERIALS (CONTINUED)	
HAZ3	Damaged or deteriorated (unsealed ends, nicks, loose pieces of insulation, abraded floor tiles, etc.) friable and non-friable asbestos-containing materials shall be repaired by properly trained personnel. Proper respiratory protection and containment shall be provided should these materials need to be disturbed for building maintenance or renovation. Prior to demolition, renovation, or any other such activity, suspect materials observed in the subject buildings shall be sampled and tested for asbestos. Additionally, if an Operations and Maintenance (O&M) Plan does not exist, one shall be developed, and the identified materials shall be included.
HAZ4	Based on the age of the property buildings (mid-1930s and early-1960s), it is possible that lead-based paint is present on-site. As such, prior to demolition and removal of on-site structures, paint shall be sampled and analyzed for the presence of lead-based paint. If lead-based paint is found to occur within the subject buildings, proper removal, handling, and disposal of such materials shall be performed.
HAZ5	Based on the historical site uses, primarily on the northwestern end of the site, soils shall be closely monitored during excavation work for any future redevelopment activities. If unusual odors or discolored soils are encountered during the excavation phase of the project, soil samples from the area of potential concern shall be collected and analyzed. Qualified environmental personnel shall be present on site to assist in characterizing and segregating impacted soils, if encountered. This work shall be conducted subsequent to building demolition work but before the commencement of mass excavation activities.
SOLID WASTE	
SW1	Prior to the issuance of building permits, a source reduction program shall be prepared and submitted to the City's Solid Waste Superintendent to achieve a minimum 50 percent reduction in waste disposal rates, including green waste and construction debris.
SW2	The location of recycling/separation areas shall be in close proximity to dumpsters for non-recyclables, elevators, loading docks, and primary internal and external access points.
SW3	The location of recycling/separation areas shall not be in conflict with any applicable Federal, State or local laws relating to fire, building, access, transportation, circulation, or safety.
FIRE PROTECTION	
FS1	Adequate emergency vehicle access to all buildings on the project site shall be provided throughout the building construction process.
FS2	Adequate water availability shall be provided to meet construction activity needs, including potential fire suppression needs.
FS3	The proposed project shall comply with all applicable Building Code and Fire Code requirements, subject to review and approval by the Beverly Hills Fire Department.

POLICE PROTECTION
PP1 During construction, private security patrols shall be utilized to protect the project site.
PP2 As final building plans are submitted to the City for approval in the future, BHPD design requirements which reduce demands for service and ensure adequate public safety (such as those pertaining to site access, site security lighting), shall be incorporated into the building design.
PP3 Project design shall provide lighting, to the satisfaction of the BHPD, around and throughout the development to enhance crime prevention and enforcement efforts.
PP4 Project design shall provide clearly visible (during the day and night) address signs and/or building numbers for easy identification during emergencies.

Environmental Documents:

- Final EIR Including:
  - Draft EIR (previously distributed)
  - Appendices (previously distributed)
  - Comments and Responses including Errata for text and exhibits

Public Correspondence

ROSE NORTON
213 So RODEO DR
B.H. 90210

CITY OF BEVERLY HILLS
PLANNING DEPARTMENT

SUBMITTED AT PLANNING
COMMISSION MEETING ON

CHARLVILLE AT RODEO & BEVERLY

NOT ADDRESSED
POSSIBLE INTENSIFICATION OF OLD WH MORRIS BUILDINGS

LOADING DOCKS?

BUILDING OF LINER BUILDING
& PROJECT AT SAME TIME

SHADOW
SHADE & STUDY ON GARDENS

STREET LANDSCAPING?

---

5 EMPLOYEE PARKING AGENCY & RETAIL & RESTAURANT ONSITE?
400?

HAS CULTURAL CENTER NUMBERS BEEN INCLUDED IN TRAFFIC REPORT?

WILL THERE BE PUBLIC PARKING AT WHAT COST?
IF PARKING GOES UNDER PUBLIC STREETS

IF HEIGHT IS DOUBLED
AND DENSITY MORE THAN DOUBLED WHAT BENEFIT DOES THIS CREATE?

STATE OF CALIFORNIA

GOVERNOR'S OFFICE *of* PLANNING AND RESEARCH

STATE CLEARINGHOUSE AND PLANNING UNIT

ARNOLD SCHWARZENEGGER
GOVERNOR

CYNTHIA BRYANT
DIRECTOR

RECEIVED
CITY OF BEVERLY HILLS
AUG 27 2007
COMMUNITY
DEPARTMENT

August 24, 2007

Rita Naziri
City of Beverly Hills
455 N. Rexford Drive
Beverly Hills, CA 90210

Subject: 231-265 North Beverly Drive Office Building
SCH#: 2006081074

Dear Rita Naziri:

The State Clearinghouse submitted the above named Draft EIR to selected state agencies for review. The review period closed on August 23, 2007, and no state agencies submitted comments by that date. This letter acknowledges that you have complied with the State Clearinghouse review requirements for draft environmental documents, pursuant to the California Environmental Quality Act.

Please call the State Clearinghouse at (916) 445-0613 if you have any questions regarding the environmental review process. If you have a question about the above-named project, please refer to the ten-digit State Clearinghouse number when contacting this office.

Sincerely,

Terry Roberts

Terry Roberts
Director, State Clearinghouse

Document Details Report
State Clearinghouse Data Ba

SCH#	2006081074
Project Title	231-265 North Beverly Drive Office Building
Lead Agency	Beverly Hills, City of

Type	**EIR** Draft EIR
Description	208,100 square foot, six-story commercial building in the City's central business district, on a site shared with an existing nine-story office building. Parking for the new building is to be provided in a 665 car subterranean garage. Portions of the parking facilities are proposed to encroach into the Beverly Drive right-of-way. The project would exceed current zoning and general plan standards. As such, the project proposes an overlay zone and a general plan amendment to address the differences between the project and the standards. The project may require utilizing the City's in-lieu Parking Program, in which fee's are deposited into the City's Parking Enterprise Fund for public parking facilities. The project also involves a lot line adjustment to address certain existing uses and improvements associated with the existing nine-story building.

Lead Agency Contact

Name	Rita Naziri		
Agency	City of Beverly Hills		
Phone	(310) 285-1123	**Fax**	
email			
Address	455 N. Rexford Drive		
City	Beverly Hills	**State** CA	**Zip** 90210

Project Location

County	Los Angeles		
City	Beverly Hills		
Region			
Cross Streets	Beverly Drive and Wilshire Boulevard		
Parcel No.	4343-014-013, 4343-014-014		
Township	**Range**	**Section**	**Base**

Proximity to:

Highways	
Airports	
Railways	
Waterways	
Schools	Beverly Hills School District
Land Use	C-3 Zone; Low Density General Commercial

Project Issues	Aesthetic/Visual; Air Quality; Geologic/Seismic; Landuse; Noise; Population/Housing Balance; Public Services; Toxic/Hazardous; Traffic/Circulation
Reviewing Agencies	Caltrans, District 7; California Highway Patrol; Department of Water Resources; Department of Fish and Game, Region 5; Native American Heritage Commission; Department of Parks and Recreation; Regional Water Quality Control Board, Region 4; Resources Agency; Department of Toxic Substances Control

Date Received 07/10/2007 **Start of Review** 07/10/2007 **End of Review** 08/23/2007

Note: Blanks in data fields result from insufficient information provided by lead agency.

Murray Pepper
9744 Wilshire Blvd
Suite 440
Beverly Hills, California 90212
310/247-8354 fax: 310/247-121

August 9, 2007

CITY OF BEVERLY HILLS
PLANNING DEPARTMENT

SUBMITTED AT PLANNING
COMMISSION MEETING OF:
8/9/2007

Planning Commission
455 N. Rexford Drive
Beverly Hills, CA 90210

Dear Planning Commission,

We were pleased to have attended a private presentation on the proposed William Morris Building to be built on Beverly Drive and Dayton Way. The façade of the building with its two colors of glass is beautiful and certainly will enhance the streetscape. The new project will make a further declaration of the importance of Beverly Drive and will become a complementary neighbor to the new Montage Hotel.

We were impressed with both the pedestrian experience on the south side as well as the east side of the building. By floating the office building atop a retail ground structure, Gensler's design lightens the expanse along Beverly Drive, and the setbacks near the top of the building further reduce any potential appearance of bulk.

We all recognize the benefit of a prestigious entertainment enterprise remaining in the City and specifically the William Morris Agency for its long time contributions as a participant in city activities, as well as its major contributions to the financial strength of the Beverly Hills economy.

We encourage your support of this project and look forward to your approval.

Murray Pepper

Vicki Reynolds

cc: Rod Wood, City Manager

Larson & Associates

RECEIVED
CITY OF BEVERLY HILLS

AUG 27 2007

PLANNING & COMMUNITY
DEVELOPMENT DEPARTMENT

Larson Building
6303 Wilshire Boulevard
Suite 201
Los Angeles, California 90048-5001
(323) 782-1144 . Fax: (323) 782-1149

August 23, 2007

Copies to:
Commission
Vince B.
Bonny L.
Donna J.

Chairman Noah D. Furie
Vice Chair Kathy Reims
Commissioners Marks, Bosse, and Cole
Planning Commission
City of Beverly Hills
455 N. Rexford Dr.
Beverly Hills, CA 90210

RE: Hilton Hotel Expansion

Dear Chairman Furie and Commissioners:

At last night's meeting on the above project, I noticed that Jimmy Delshad was standing in the back of the room. I am not certain why Mayor Delshad needs to monitor the Planning Commission, but I believe that his presence was improper.

Nonetheless, I encourage you to investigate all environmental impacts on all project submittals without any pressure from our City staff or Council. You are appointed to be independent thinkers for the benefit of the public, not the City Council or staff!

You should also know that after the initial hearings on the William Morris project, Mark Egerman complained to the Council that he thought that, perhaps, the project was in some trouble. Egerman said that it seemed that the Planning Commissioners did not know that there have been negotiations with the City and William Morris for the past 18 months. You can draw your own conclusions from Egerman's improper appeal to the City Council.

If you conclude that the proposed parking is insufficient at the proposed William Morris building, or that the ingress and egress is poorly located, you should simply reject the William Morris project and let the Council override you, which they will. My comments also apply to the Hilton Hotel expansion.

Very truly yours,

Larry Larson
An Interested Resident

LL/skl

ALLAN L. ALEXANDER, ESQ.

9601 WILSHIRE BOULEVARD
SUITE 828
BEVERLY HILLS, CALIFORNIA 90210-5270
TELEPHONE (310) 273-8400
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AALEXANDER@AALEXANDER.NET

FILE COPY

August 5, 2007

Planning Commission
City of Beverly Hills
455 N. Rexford Drive,
Beverly Hills, CA 90210

Subject: 231-265 North Beverly Drive Project (the "Project")

Dear Commissioners:

I am writing this letter on my own behalf and not on behalf of any other person or organization. Further, I have no economic interest in this project.

I believe that there are two very beneficial conditions and traffic and parking mitigation measures that should be added to the approval of this development if the Planning Commission recommends approval and the City Council approves this zone and General Plan change. They can be summarized as follows:

1. **Require as a condition of approval that the owner of the Property, George Comfort & Sons, be required to dedicate to the City of Beverly Hills a specified area of the surface and subsurface area of the Property fronting on Wilshire Boulevard for the purpose of constructing and operating a subway portal for a future subway station at the corner of Beverly Drive and Wilshire Boulevard.**

2. **Require as a condition of approval that the owner of the Property dedicate to the City of Beverly Hills a portion of the Property abutting the north wall of the Bank of America building to create a pedestrian walkway on the roof top of the proposed new building which would include provision for stairs (and, if required for ADA, an elevator) on to the sidewalk on Beverly Drive and a pedestrian walkway west to abut to the City alley which then can be connected to the second story of Two Rodeo. The cost of the design and the construction of the dedicated pedestrian walkway should be borne by the Applicant.**

Discussion

1. **The Subway Portal**

During 2007-08, I served as Co-Chair of the Mass Transit Committee along with former Mayor Mark Egerman. In January 2008 we presented our Final Report and made an oral presentation to the Beverly Hills City Council.

The unanimous conclusion of the 18 member Committee was that the alignment of the western extension of the Wilshire subway should continue down Wilshire through Beverly Hills and then turn in a southwest direction down Santa Monica Boulevard to Century City. The Committee also recommended there be two stations in Beverly Hills—an eastern station at or near to La Cienega and Wilshire and a western station at or near the intersection of Beverly Drive and Wilshire. The Final Report can be viewed on the City of Beverly Hills website (www.beverlyhills.org) under the "Shortcut" heading "Mass Transit Committee".

It is this latter station that has direct connection to the Property you are considering at this time. Clearly the best location for the station portal from a ridership and logistics standpoint would be in the front open area of the Bank of America building. It appears from the study that was undertaken by the Committee (which included my personal engagement in this specific matter) that a station portal at the Property is feasible. The dimension of the portal entrance and exit is 10 ft. by 15 ft. and, in addition space for an elevator, for which there is more than sufficient space at the front of the Bank of America building. Also, because the underground parking for the building does not extend all the way out to the sidewalk, there also appears ample subsurface area for the escalators and the stairs, as well as the elevator, without having to remove any underground parking in the Bank of America building.

Please see in this regard the enclosed aerial photo showing with a "red circle" the approximate location of the station portal and the ground pictures that I took showing the general area for the portal.

Stating the obvious, such a subway station portal at this location will significantly reduce the traffic and possibly the parking demand that will be generated by this development.

Thus, a dedicated easement for this portal should be negotiated with the property owner as a condition to the approval of any zone or general plan change.

2. **Pedestrian Walkway Connecting Rodeo Drive to Beverly Drive**

I have over a number of years spoken to owners of the Property and Two Rodeo as well as others in the community about someday creating a pedestrian walkway which would start at Two Rodeo where the elevators are located with stairs to the second level, a passage way east through the second floor of Two Rodeo which would then bridge the alley and continue across the Property abutting the north wall of the Bank of America building with stairs down to the sidewalk at Beverly Drive (and an elevator if required by ADA) (the "Beverly Rodeo Walkway"). The Beverly Rodeo Walkway would then connect to the midblock crossing at this location and connect with the public gardens on the east side of Beverly Drive in front of the Montage Hotel.

What is quite striking about this pedestrian walkway is how short a distance it actually is from the elevator at Two Rodeo to what will be the center point of the Montage Hotel and the public garden. By looking at an aerial of the area some time ago I realized that the distance I have just described is approximately the same distance that we all have traversed many times. It is about the same as the distance from the Two Rodeo elevator down Via Rodeo to the stores just north of Dayton Way on the east side of Rodeo Drive.

Please see the enclosed photos which include an aerial photo showing with the "red line" the approximate location of the Beverly Rodeo Walkway. Also, note the ground photos that I took showing the areas that would become the walking routes pedestrians would take to the Beverly Rodeo Walkway and the location of the Beverly Rodeo Walkway starting at the elevators at Two Rodeo, crossing the City alley at the back of Two Rodeo, traversing the roof top of the proposed new building on the north side of the Bank of America building, the area of the building abutting Beverly Drive where the stairs (and possibly an elevator) would be located and the mid block crossing which is already in place and will integrate with the Beverly Rodeo Walkway.

If the Beverly Rodeo Walkway were to be included in the proposed development, it would be similar in concept to the second level walkway created by the City at the Crate and Barrel building on Beverly Drive and Canon. In this regard, see the photos I took of the Crate and Barrel walkway to get a better idea of what I am proposing. In the case at hand, however, it would be a much more significant "connector" converting Via Rodeo to a street that does more than just go from Rodeo Drive immediately back to Rodeo Drive. It also would connect Beverly Drive and even Canon Drive (keep in mind the public garden that it will lead to continues east all the way to Canon Drive) to Rodeo Drive in a way that currently does not exist and won't exist without the Beverly Rodeo Walkway. It is my observation that today Rodeo Drive, on the one hand, and Beverly Drive and Canon Drive, on the other hand, are viewed and operate as very separate elements of our business triangle because there is not any "connector" like I am suggesting.

It should be noted that the Beverly Rodeo Walkway may reduce traffic generated by the Project and perhaps parking at the project site by making it easier for those using the retail stores and the restaurant on the ground floor to park at the City's parking facilities on Camden Drive and on Rodeo Drive or in the Two Rodeo parking structure and walk on the Beverly Rodeo Walkway to Beverly Drive. Note that someone parking in the Two Rodeo parking structure could take the elevator from the parking level directly to the Beverly Rodeo Walkway on the 2nd level.

Thus, I am recommending that any approval of the current Project be subject to the dedication to the City of easements as noted above and the construction of the pedestrian passageway on the Property at the cost of the owner of the Property.

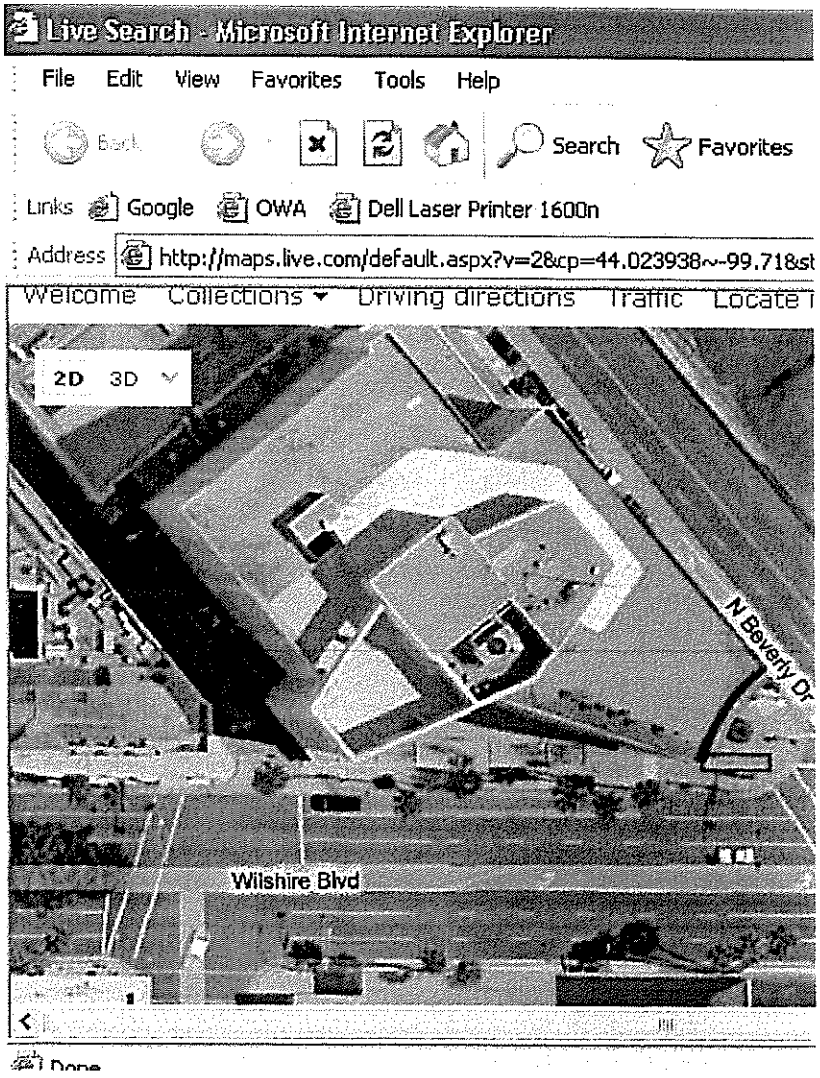
Thank you for considering my comments.

Very Truly Yours,

Allan Alexander

Cc: Ms. Rita Naziri
Mark Egerman, Esq.

WILSHIRE AND BEVERLY SUBWAY PORTAL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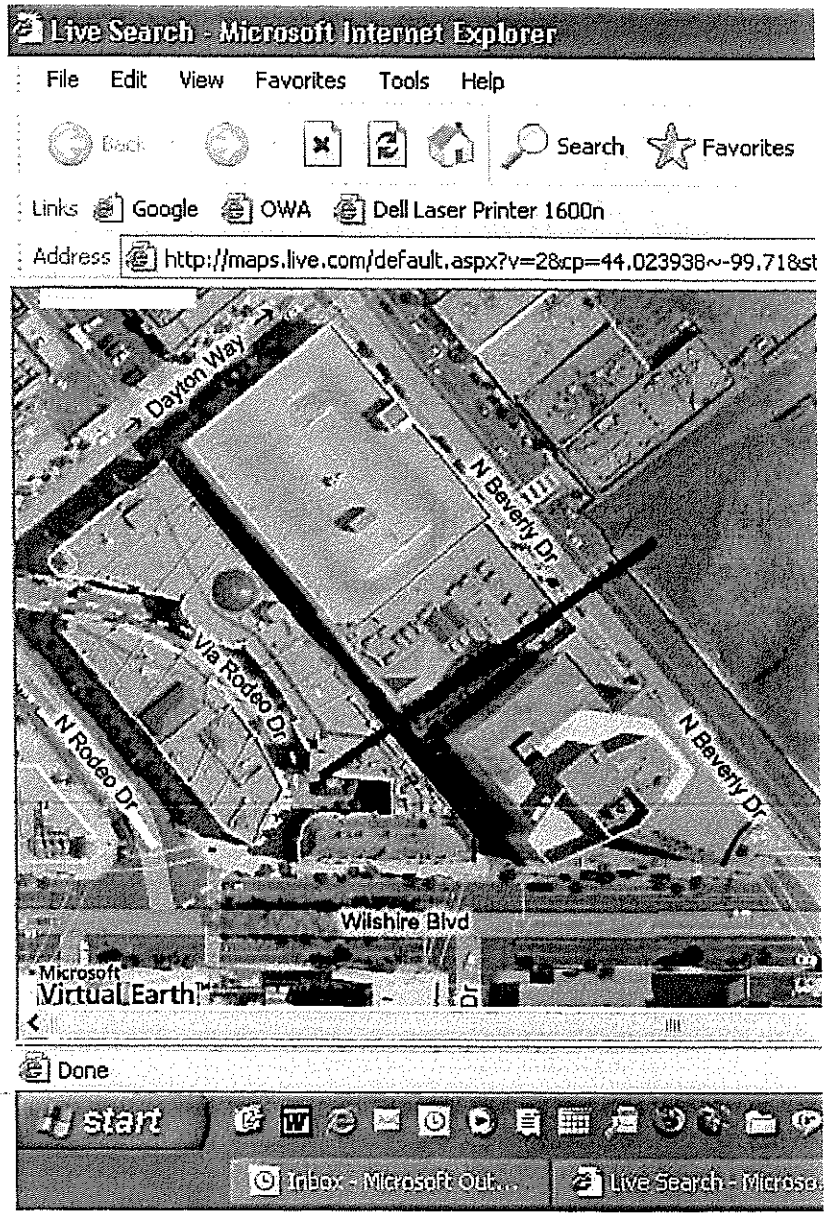
BEVERLY RODEO WALKWAY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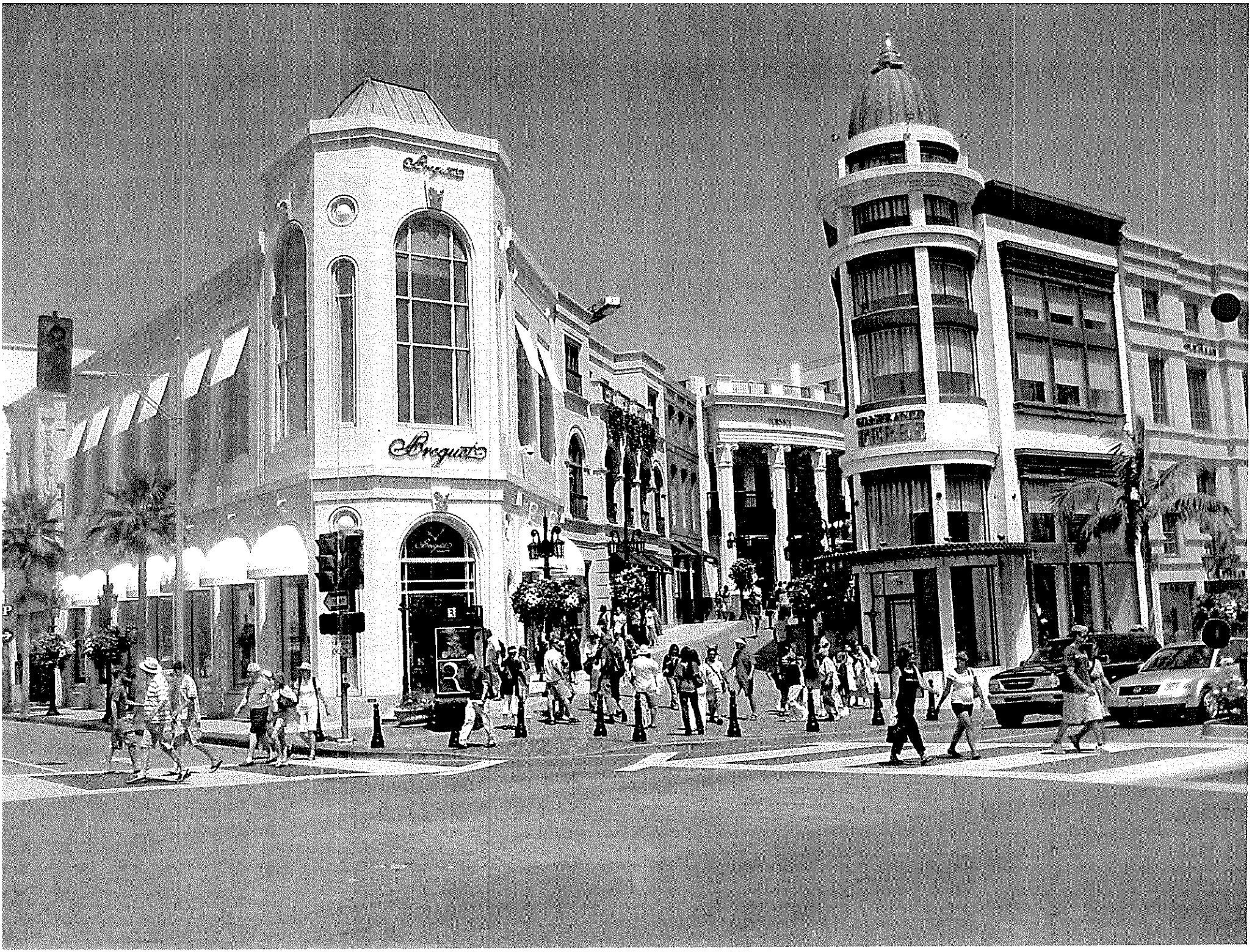
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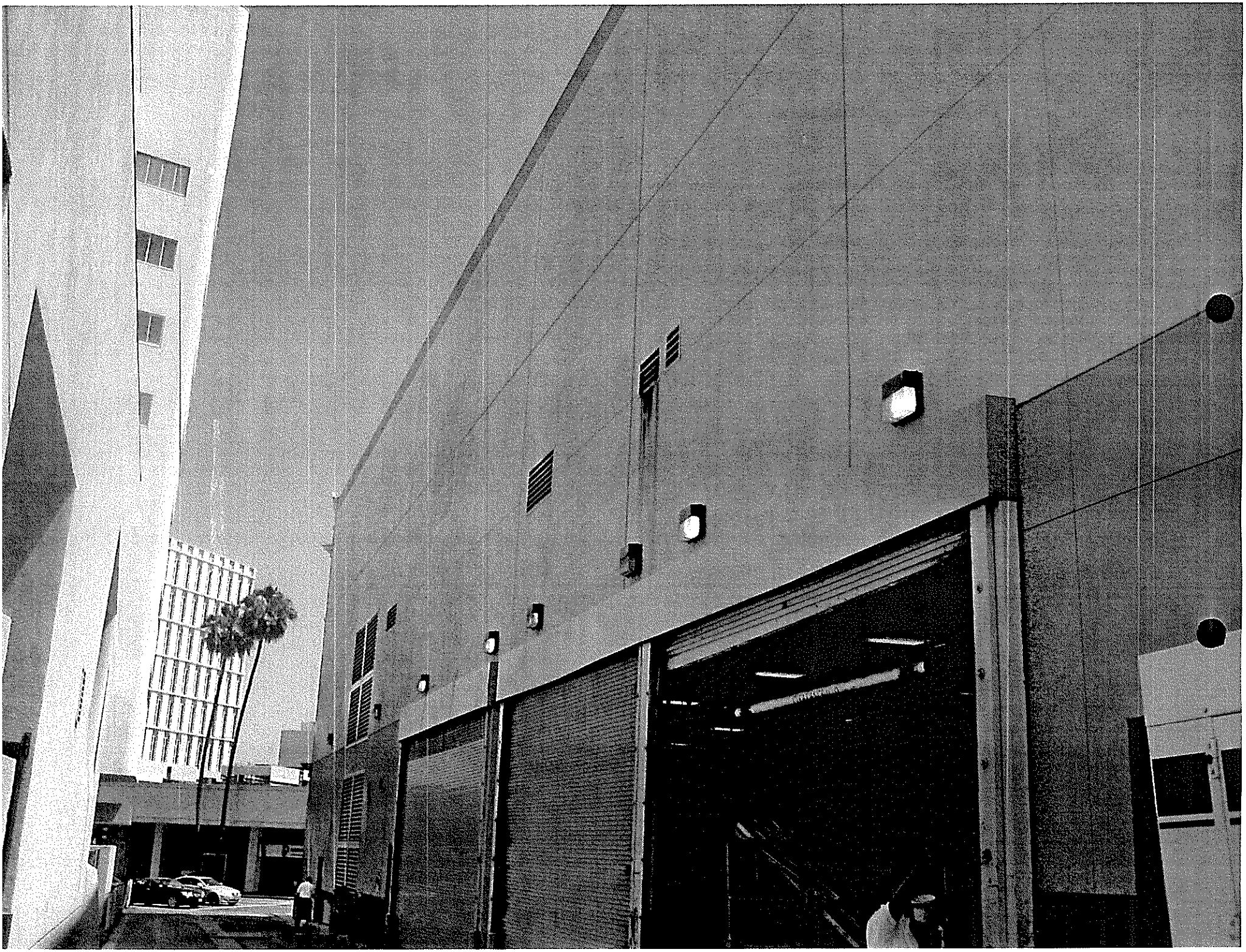

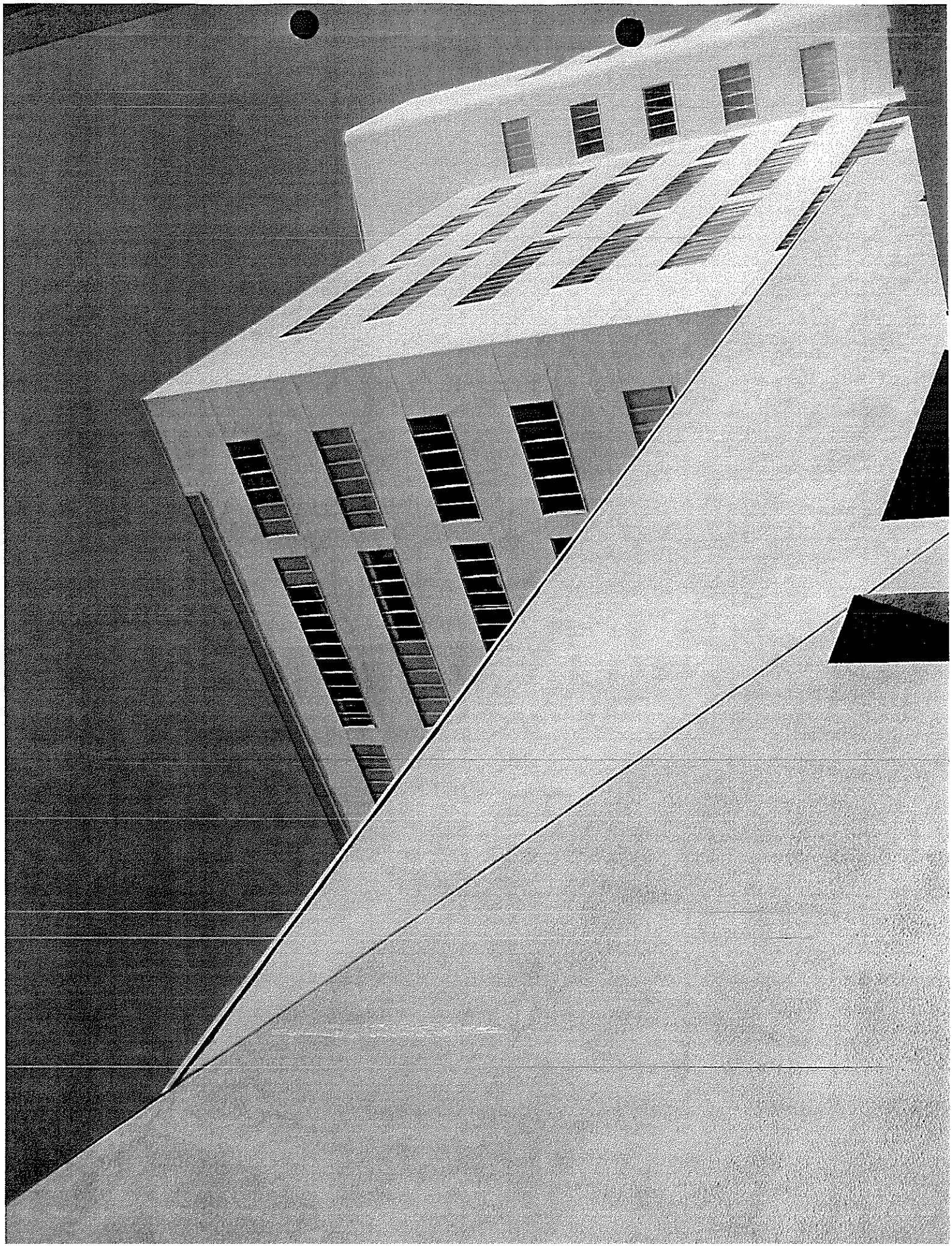

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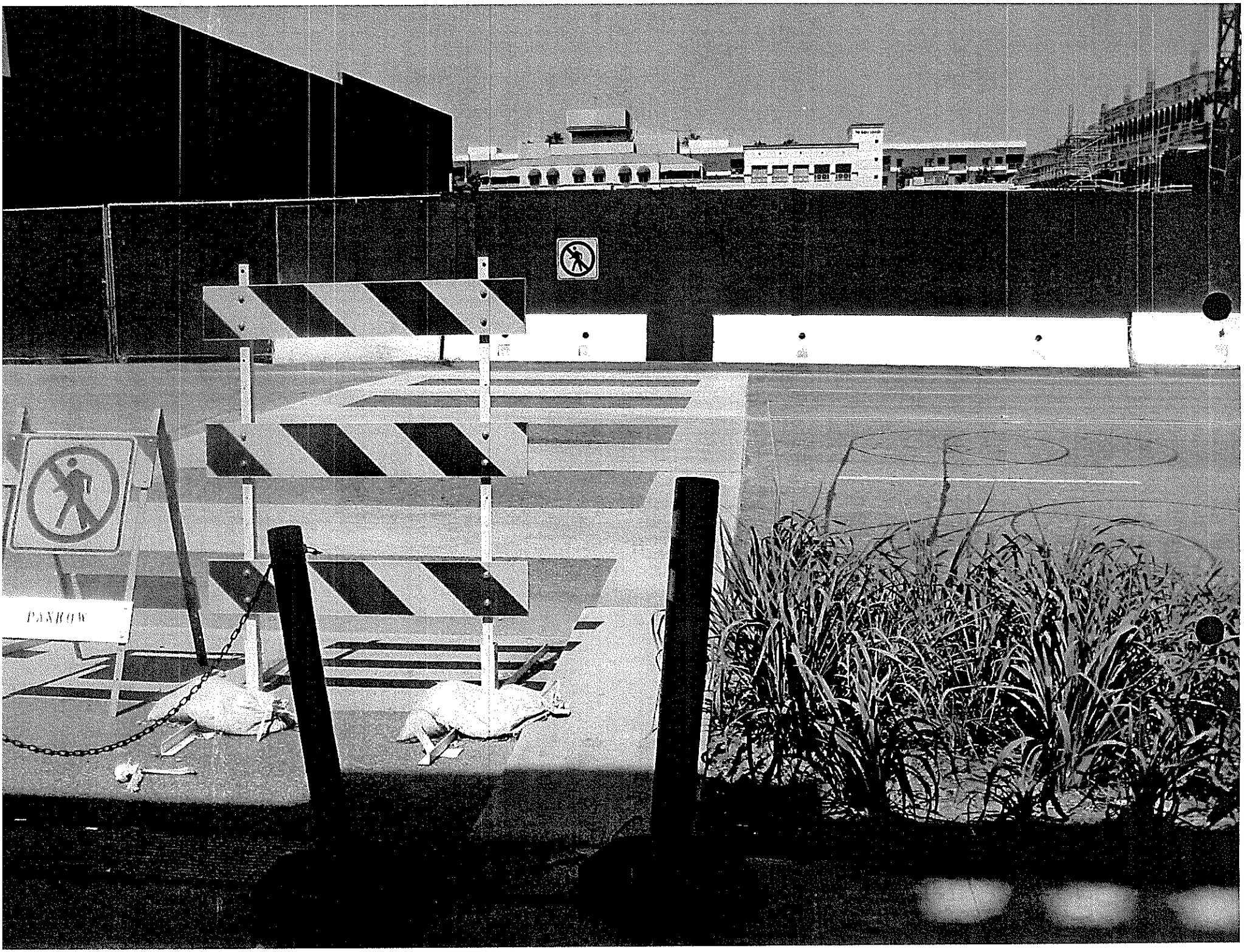
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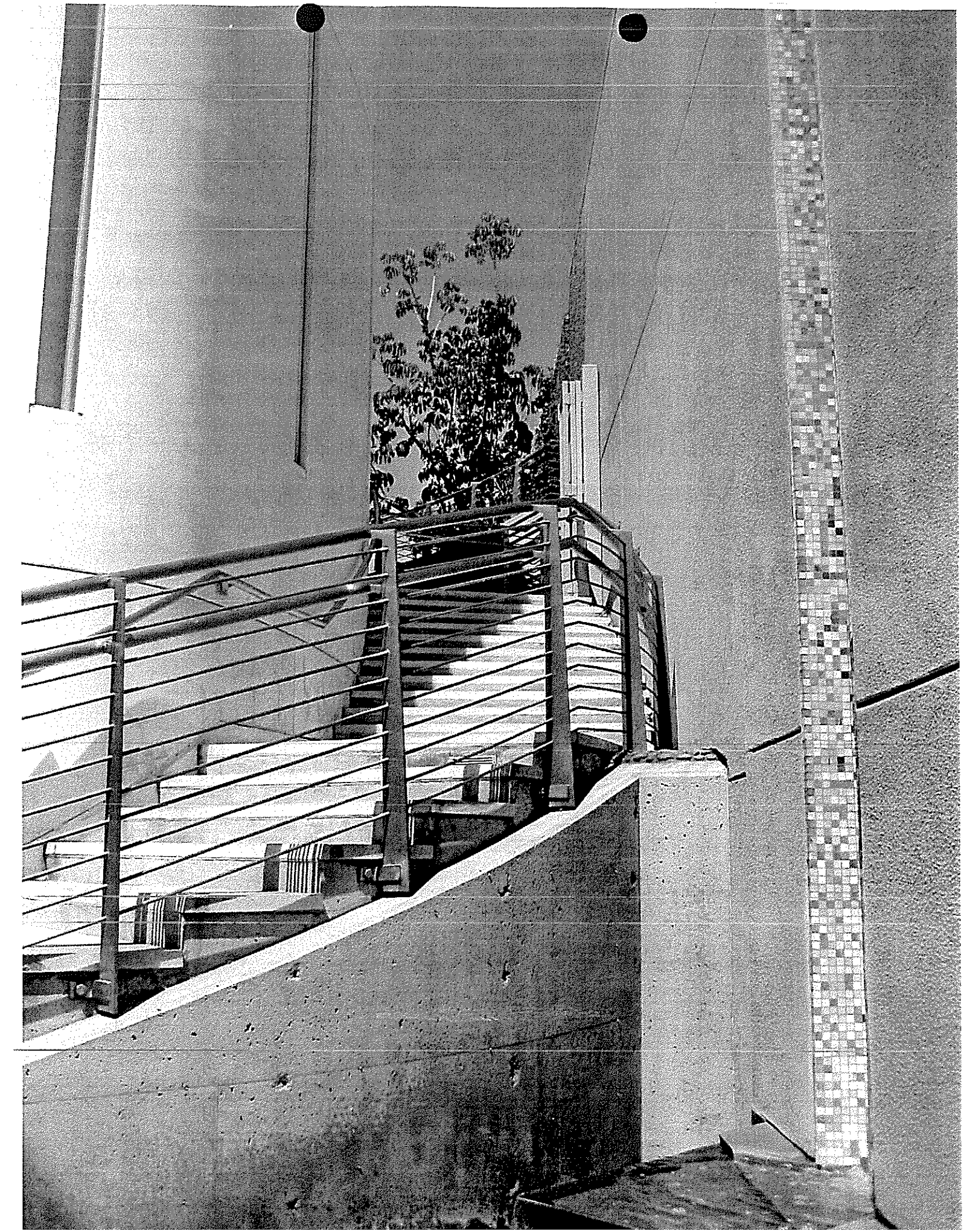

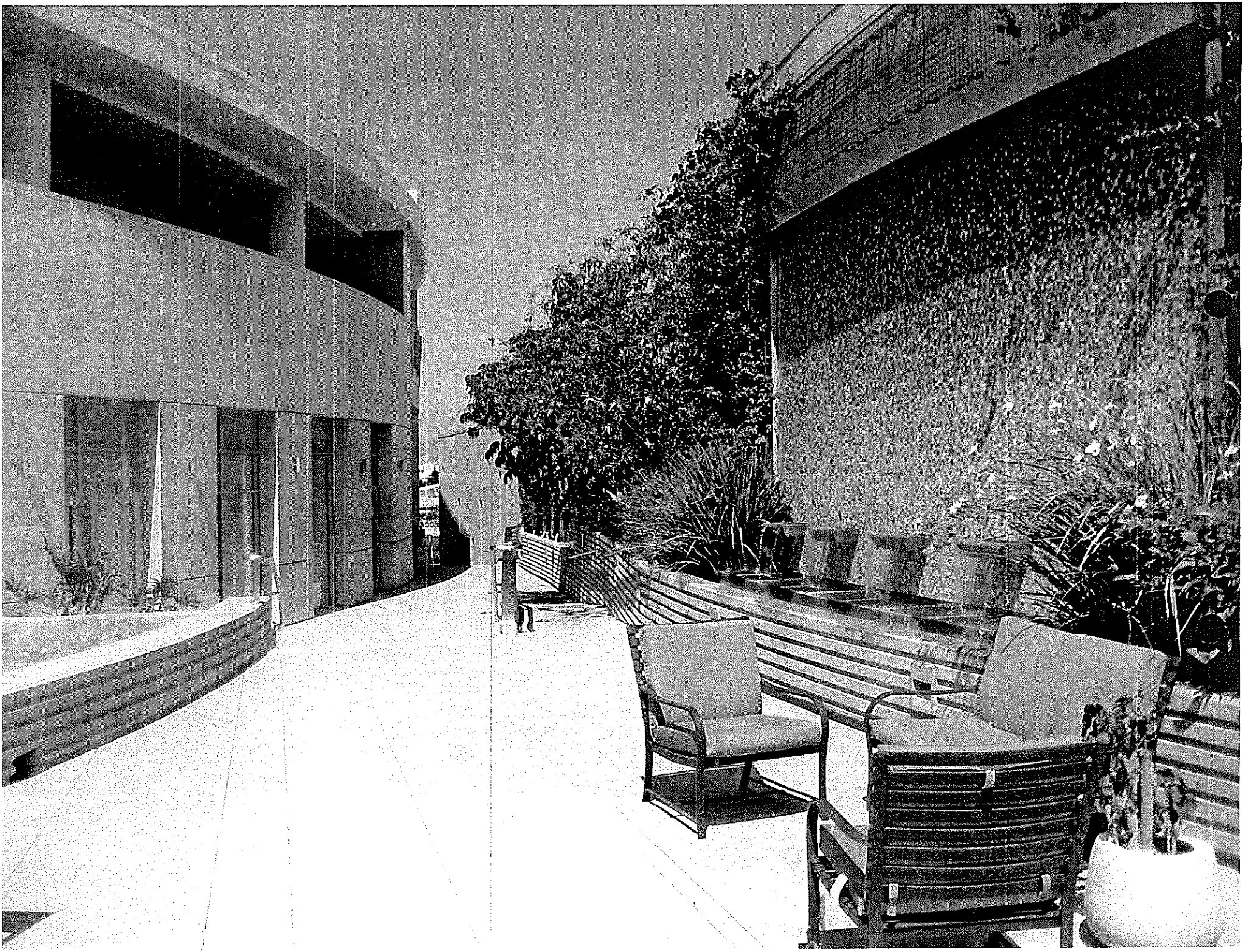

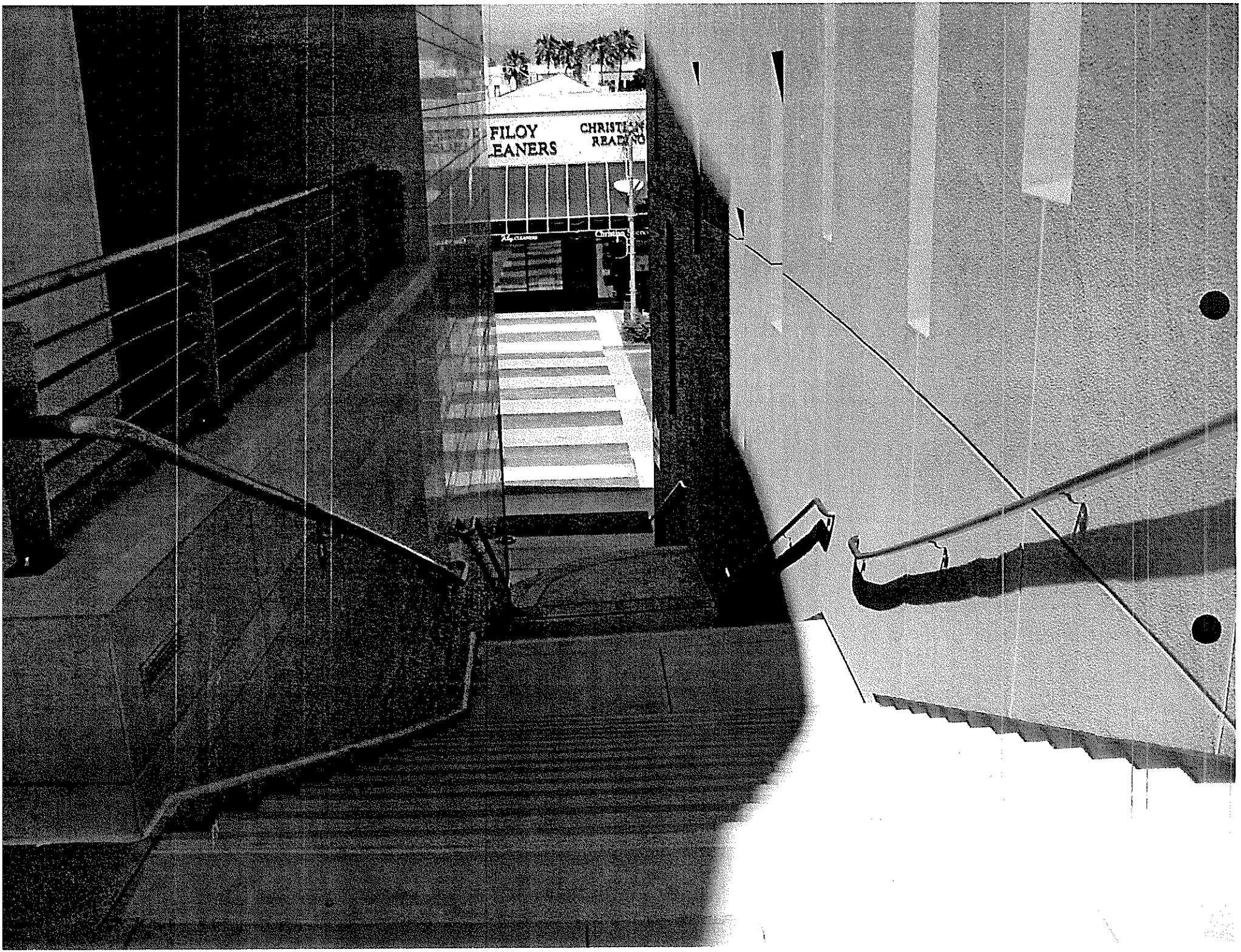
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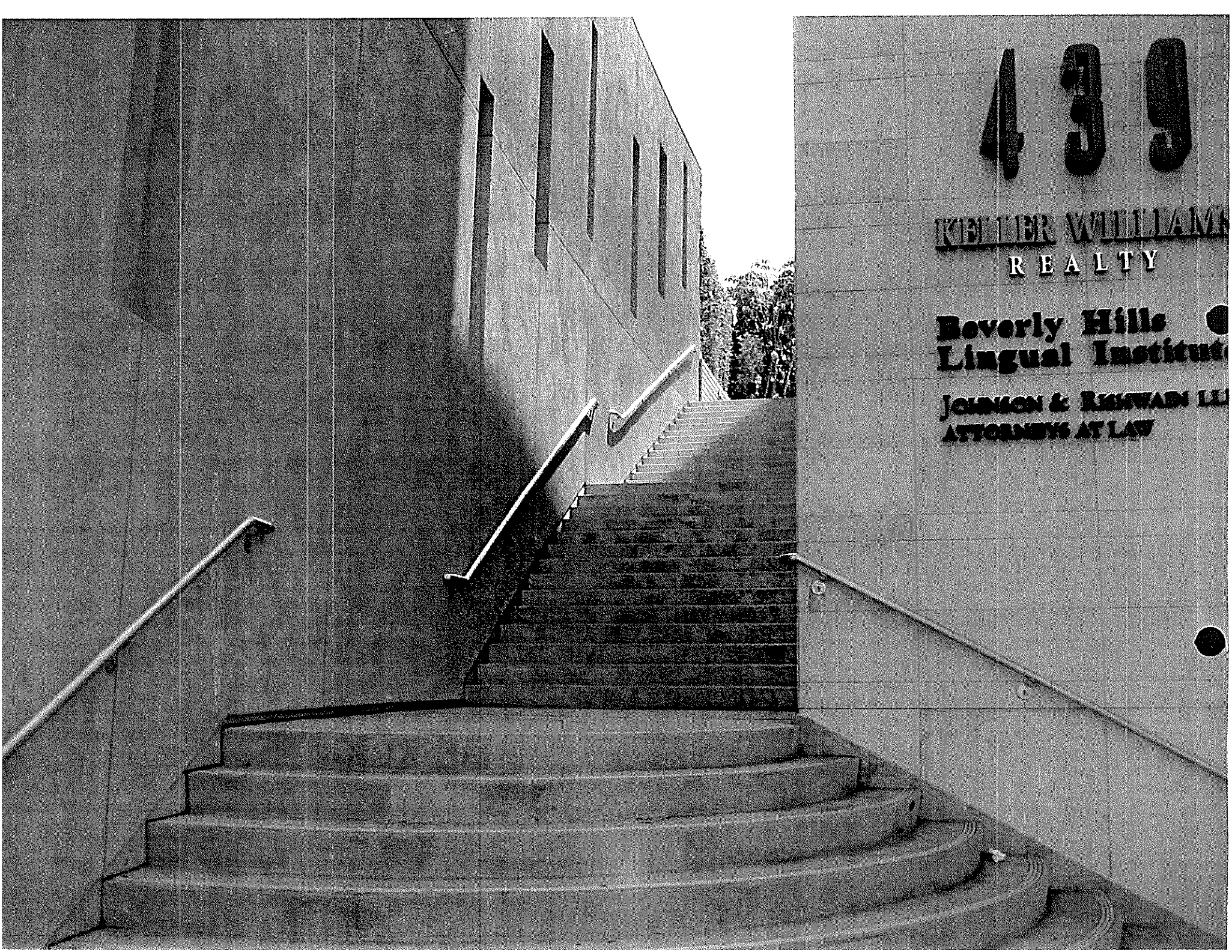
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KELLER WILLIAMS
REALTY
Beverly Hills
Lingual Institute
JOHNSON & KESWARD LL
ATTORNEYS AT LAW

Unsigned Comment Letter Submitted
at the July 25, 2007
Planning Commission Meeting

July 24, 2007

Re: 231-265 North Beverly Drive Project Environmental Impact Report

1. It appears that the traffic counts relating to the proposed project are gross numbers without any credit being given for the existing traffic counts. The consultants should provide a "net" number since we are analyzing the "additional" traffic impacts that will occur as a result of this project. While it is true that some of the existing traffic (Bank of America employees that park on site) will be added to the new project, there are others who park there as well. Also, if they built nothing and just rented out existing retail space what traffic would be generated?

2. With respect to the cumulative 81 project traffic counts, please provide the traffic counts for each of the 81 projects utilized in this analysis. In this connection, are these gross numbers, without taking into account existing traffic generated from each of these sites?

3. What would the traffic counts be if this were a multi-user traditional office building (excluding medical) as distinct from the single tenant;

4. Has anyone done any actual traffic counts of the William Morris Agency (and parking) and if so, what are those numbers; if not, why not?

5. If the 8,000 square foot restaurant was replaced by 8,000 square feet of retail, what would the projected traffic counts be on both the weekday and the weekends?

6. It appears that most if not all of the intersections identified as having significant impact in this EIR, would have significant impacts without this project, simply as a result of the increase in traffic from the cumulative projects identified in the EIR. Is this a correct conclusion? What impacts can be anticipated at these intersections from the Century City/West Los Angeles cumulative projects alone?

7. With respect to the North and South Santa Monica Boulevard/Wilshire Boulevard intersection, there were two mitigation measures proposed. What is the quantifiable impact anticipated as the result of each such mitigation measure?

8. The Hilton Hotel/Waldorf Astoria project has proposed its own mitigation measures at the Santa Monica/Wilshire intersection. Are these measures compatible with what is proposed in this EIR, and if implemented, what is the quantifiable impact on this project? If the Hilton modification of the Santa Monica/Wilshire roadways is implemented, would you still need the mitigation measures proposed for this project?

9. It appears that there is the possibility that the demolition of the existing structures on this project, and the construction, will commence before the completion of the Montage/Public Garden/Parking Parking project directly across the street. Has this conflict been analyzed? If this were to occur, what are the anticipated impacts? Are there any proposed

mitigation measures to reduce these impacts?

10. There is currently a mid-block pedestrian crossway directly in front of the proposed project on North Beverly Drive that will cross to the Montage/Public Gardens. It is currently little used because of the inactivity of the project site. Has any analysis been done to determine the impact on the flow of traffic once this pedestrian crosswalk is fully utilized? Has any thought been given to any mitigation measures such as a below grade pedestrian tunnel between the project and the public gardens/public parking across the street;

11. With respect to the shade/shadow analysis, has there been any investigation as to whether or not the shade from this project would have any negative impact on the proposed landscaping for the City's public gardens?

12. With respect to the issue of glare, the EIR merely comments that this will be dealt with by the City's Municipal Code and the Architectural Commission. Has there in fact been an analysis of the materials proposed to be utilized on the Beverly Drive façade of the project building to quantify the amount of glare, light and/or heat that will be reflected from these specific materials during the morning/noon hours (and the impact on Dayton during the afternoon hours) and the anticipated impact thereof on the Montage, Hotel Gardens and ---off of Dayton. If this has not occurred, then it should be undertaken;

13. Would there be any additional significant impacts, whether from shade/shadow, massing, etc. if the decision makers were to keep the same density and square footage but allow for additional height in exchange for greater set-back and/or modulation on Beverly Drive and/or Dayton?

14. How does an in-lieu parking fee mitigate against the stated impact of additional parking demand?

15. One of the mitigation measures during construction requires the developer to find replacement parking for Bank of American employees who park on site. Some of these spaces are located off site and are not as convenient. Is there a condition that could assure that these individuals will park there and not in City lots or on the street?

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FOR PLANNING COMMISSION MEMBERS

Paul Bernstein

WILLIAM MORRIS PROJECT DEIR EVALUATION

I attended the William Morris DEIR meeting at 6 PM on July 25. Attendance was overflowing. After various presentations there were only three participants from the audience: a friend, my favorite Beverly Hills senior citizen, Rose Norton, and myself.
My observations are as follows.

PARKING SPACES

I believe there is some confusion as to how many are required. The confusion centers on code requirements versus the Bank of America (BA) covenant, and William Morris (WM) spaces at its existing locations. Covenants and existing spaces should govern.
The BA covenant is for 262 parking spaces. The developer believes that BA can do with 189 parking spaces. Why does the developer think that he knows BA customer requirements better than BA?
Although WM has 630 spaces at its present three locations, they only use two locations totaling 450 spaces. The third location consisting of 180 spaces should not be counted as it is leased to a WM tenant.
The retail requirement is 65 spaces and the restaurant requirement is 40 spaces. There also remains 238 spaces at the 265 N. Beverly parking structure. This is a grand total of 1055 spaces. As the project DEIR is proposing 665 spaces, there is a shortage of 390 spaces.
When the 500 space parking structure will be torn down, where will these people park during the 2-3 year construction period. This was not addressed. It was left to the imagination. However, it cannot be assumed that the Montage garage will be available. That would be double dipping and I am sure Beverly Hills would not like to be accused of that.
Parking spaces appear to be compact and tandem. There is no mention of full size spaces, yet 50% of all vehicles in California are full size. WM executives and clients would not appreciate compact tandem parking, along with an understaffed valet service.
If In Lieu Parking is appropriate for this size project, the city could receive as much as $12 million from the developer. Yet the money does not have to be spent on providing parking spaces.

EGRESS

I believe that egress is through the alley west of Beverly Drive. Vehicles must travel north to Dayton, a one way street, then east to Beverly, Crescent, Canon, etc. Once inside the complex, it will be a challenge to exit in less than one half-hour. If anyone remembers, egress was one of the issues that killed the Gelson Market project.

TRAFFIC MITIGATION

The model used to evaluate traffic flow was not realistic. It assumed a 1-% per year increase in traffic but no consideration for the huge step increase when the Montage comes on line.

The mitigation proposals were items like additions and deletions of traffic lanes and turn lanes. These are cheap lip service items that do little to improve traffic flow. Real mitigation should consideration smart traffic lights, an underpass for Santa Monica Blvd. at Wilshire along with a pedestrian overpass, and believe it or not, vehicles should pay to enter the business triangle during peak traffic hours of 11AM-2PM and 4PM-7-PM. This is called congestion pricing. All new projects should include a fixed percentage of its cost for purposes of traffic mitigation. Mitigation design to be performed by the traffic department or its designee.

OVERALL PROJECT SIZE

A former city official tried to downplay the size of this project as compared to nearby projects that are two to four times as large. These large projects may or may not affect Beverly Hills. However, Beverly Hills is a small town, Beverly Drive is a narrow congested street and a 208,100 square feet project is a big deal, especially if not properly configured.

OVERALL CONCLUSION

I was surprised at the lack of audience participation. Maybe this was due to the fact that the start time conflicted with the dinner hour, lack of interest, or inability to review the DEIR document.

I, as most of us, would like WM to remain in Beverly Hills. However, if this project is approved as is or nearly as is, the traffic, parking, and egress will force people to other areas than Beverly Hills for their needs.

The DEIR, as presented, does not address traffic, parking, and egress in a satisfactory manner. The project should not have been presented to the residents of Beverly Hills in its present form.

Beverly Hills Unified School District
255 South Lasky Drive
Beverly Hills, California 90212-3697
(310) 551-5100

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March 6, 2007

Rita Naziri, Senior Planner
City of Beverly Hills
Department of Community Development
455 North Rexford Drive, Room G-40
Beverly Hills, CA 90210

Dear Ms. Naziri,

Thank you for the opportunity to communicate with the City of Beverly Hills regarding the proposed developments at 9561 Wilshire Boulevard and 231-265 North Beverly Drive, and the preparation of the Environmental Impact Report associated with these projects.

Beverly Hills Unified School District focuses on high academic standards and a safe learning environment for its students. The maintenance and improvement of the City of Beverly Hills provides an important role in upholding the prominent distinction of our community and its inhabitants and reflects greatly on the school district. We are, and will continue to be, supportive of improvements that are located within and benefit our community.

Our number one concern for any project is the safety of our students, staff, and parents. The primary focus is the traffic increase and change in traffic patterns and congestion due to the project, with specific concentration on the nearby K-8 Beverly Vista School. Please address these issues in the EIR with particular interest to the time before and after school.

We would also like to remind you at this time that any development within the city limits is subject to developer fees. Beverly Hills Unified School District qualifies for Level 1 Developer Fees. The January 2006 adjustment raised these fees to $2.63 per square foot for residential construction and $0.42 per square foot of commercial/non-residential construction.

We look forward to receiving the EIR and working together to ensure that all members of the school community benefit from, and are not adversely affected by, the proposed changes to Beverly Hills.

Thank you for your consideration.

Sincerely,

Karen Christiansen, Consultant
Director of Facilities and Planning
Beverly Hills Unified School District

BOARD OF EDUCATION: JOHN D. MILLAN, President • MYRA DEMETER, Ph.D., Vice President • MYRA B. LURIE • NOOSHIN MESHKATY • ALISSA ROSTON
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PLANNING & COMMUNITY
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To: City of Beverly Hills
Dept. of Community Development/Planning Division
ATTN: Rita Naziri, Sr. Planner

March 12, 2007

From: Paul Bernstein

Subject: Proposed Office/Retail Development
231-265 No. Beverly Drive/9461 Wilshire Blvd.

CONCLUSION: I am against this project for the following reasons.

- This project exceeds existing building code height limits by at least a factor of two. The FAR is probably exceeded also.
- Why does the Wm. Morris Agency, who this project is for, need more space? How many more square feet will the agency have compared to what exists at their present Rodeo Drive location?
- Is there a developer for this project or will it be undertaken by the city of Beverly Hills? How will the property for this project be acquired? Will it be acquired by eminent domain?
- How will the project be financed? The Montage finance plan should not be the model. A long-term lease with an inflation clause is preferred.
- The EIR must address a number of issues. Will the city expand the police and fire departments? We cannot continue massive expansion without an increase to our law enforcement and fire protection personnel.
- The construction time for a project of this magnitude is 2.5 to 3.0 years. What will be the effect on traffic during this period of time and after completion? When the Montage is completed, Beverly Drive traffic will be at gridlock status. This project will only add more traffic and we will have gridlock squared. How much will the Wm. Morris Agency contribute to mitigate traffic congestion and parking problems as a result of this project?
- What recourse will small business owners have during the construction time period to recoup lost revenue because of reduced business due to construction?
- There are currently 6 underground floors at this location, presumably for parking. How many spaces are there; how many spaces will be displaced during construction and where will those displaced people park? How many more spaces will a new parking structure provide, as compared to the existing structure and will they be single spaces or tandem?
- What effect will this project have on our utility supplies such as gas, electricity, and water? Will our suppliers add more supply or will supply to residential users be reduced?

CONCUSION: The answers to the above questions will solidify the conclusion that this project will not enhance the quality of life in Beverly Hills. Therefore, if the Wm. Morris Agency really requires more space than what they have at their Rodeo Drive location, they probably should move. Beverly Hills will be able to lease this prime Rodeo Drive location to any number of prestigious clients.

Paul Bernstein

Paul Bernstein
312 South Canon Drive
Beverly Hills, Ca. 90212
310-277-3928
310-553-2438 Fax

cc: Beverly Hills City Clerk to distribute to City Council and Planning Commission Members

Christine Skirmuntt Ford
304 South Canon Drive
Beverly Hills, CA 90212

21 February 2007

City of Beverly Hills
Dept. of Community Development /Planning Division
455 North Rexford Drive, Room G-40
Beverly Hills, CA 90210
ATTN: Rita Naziri, Sr. Planner

RE: Proposed Office/Retail Development
231 – 265 No. Beverly Dr. / 9461 Wilshire Blvd.

Dear Ms. Naziri:

I am writing you to express my position that this project is NOT acceptable for our community. This project if approved would have irreversible impacts which would destroy the character and quality of this City. Specifically this project is the epitome of "over-development". I say this based upon the following:

This would be the first step in the impending destruction of our village community character.

Beverly Hills was originally designed to be a low-rise community with high rise buildings to be facing along Wilshire Blvd. only. The reason for this was to create and maintain a village atmosphere within the shopping streets of Beverly Hills. To allow a six story structure which would encroach along the entire first block of Beverly Dr. north of Wilshire Blvd. to Dayton Way would annihilate the existing low rise character of Beverly Drive. In past years you knew when you were driving through Beverly Hills because there was a reprieve in the Los Angeles high rise. You could see the elegant yet charming "village" shopping streets that were Beverly Hills. To allow this project would not only destroy the character that is Beverly Hills, but would also be a signal to other developers that Beverly Hills could be sold to high rise and mall development. This would be a MAJOR mistake.

To allow this expansive office space, which would be taking up the entire first block of North Beverly Drive, would be a violation of the community shopping street character of Beverly Drive.

The character of Beverly Drive is that of a community shopping/restaurant street with occasional

and incidental offices----not as a high rise office street with incidental retail and restaurant space. The community nature of Beverly Drive is already compromised with the upcoming Montage Hotel, but to allow a full block office building would entirely destroy the character and complexion of what was the original Beverly Drive. This would be a MAJOR mistake. Again, to allow this project would also signal that Beverly Driver is for sale.

This project would have gross negative impacts on traffic and density.

The parking structure at 265 N. Beverly Dr. which is the major occupancy at the proposed project site, is located in a traffic gridlock area. However, this current occupancy does not contribute to traffic or density. If anything, just the opposite. To replace such a benign occupancy with a 208,100 square foot building, which is 85% office space and 10.8% retail, would have a severe negative impact on the current gridlock condition.

This project would have gross negative impacts on pollution and noise.

Given the existing traffic gridlock conditions of the immediate and surrounding area, the significant contribution of traffic by the this project would only intensify the existing pollution and noise levels.

This project is not suitable nor acceptable if we as a City are looking to maintain the character and quality that has become our definition. If we want our City to be like Los Angeles, if we want to become a visual extension of Los Angeles, then let the developers come and build what they want. If not, we need to maintain the foresight and vision of our founders to continue the uniqueness of Beverly Hills. If not, we will find ourselves regretting in future years that we fell victim to the flattery of developers who were only looking to maximize their own profits.

I hope that this project will not move forward and that there will be no further expenditure of city funds or staff time.

Sincerely,

Christine Skirmuntt Ford

Christine Skirmuntt Ford

Cc: Beverly Hills City Council Members
Beverly Hills Planning Commission Members

PUBLIC COMMENT FORM

PROJECT NAME: Environmental Impact Report (EIR) for the Beverly Wilshire Office Building Project.

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DEVELOPMENT DEPARTMENT

NAME AND ADDRESS OF COMMENTOR: (include group or public agency affiliation, as applicable)

Mr. Jay Kanter
726 N Roxbury Dr
Beverly Hills CA 90210-3212

Telephone Number: 310.246.9399

COMMENTS:

Please provide your comments on potential environmental issues/impacts that you feel should be addressed in further detail in the EIR. Attach additional pieces of paper, as needed.

This form and/or additional comments can be submitted to City Staff at the Scoping Meeting or mailed to the City of Beverly Hills, 455 N. Rexford Drive, Beverly Hills, California 90210, Attention: Rita Naziri, Senior Planner. Written comments are to be received by the City no later than Monday, September 11, 2006.

I attended the meeting for this project at the Beverly Hills City Hall, and voiced my comments, but just to reiterate, I believe this plan will have a very big impact on Beverly Drive, especially in view of the Montage project going up across the street. I also believe the noise of tearing down the existing building would be very detrimental to the tenants of 9465 Wilshire Boulevard building. Then, the noise of erecting a new building will continue to add to the daily bother to the tenants of said building. Adding more people to an overcrowded area will continue to have a negative impact on the traffic in an Already impossible situation in Beverly Hills.

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PLANNING & COMMUNITY
DEVELOPMENT DEPARTMENT

THE LADD COMPANY

Alan Ladd, Jr.

August 25, 2006

To Whom It Concerns,

As a business owner at 9465 Wilshire Blvd., I would like to express my extreme dismay at the proposed development of a six-story, 203,400 square-foot office building and four-story subterranean parking structure next door to our building here on Beverly Blvd.

I'm sure you are well aware that we have been forced to endure the demolition and construction of a similar-sized lot across the street to build a new Montage hotel. For what seemed like an eternity, we conducted business against the backdrop of a deafening cacophony of jackhammers. Though this demolition finally ended, it was immediately replaced by the constant roar of trucks and construction vehicles. Under these circumstances, it has been virtually impossible to think clearly and conduct business in a dignified manner (the number of phone calls in which the other party has asked "Where are you? Out on the street?"—despite the fact that our windows have been CLOSED—is embarrassing). The thought of going through all this again is unimaginable.

As if all of this weren't reason enough, traffic on Beverly Drive is already approaching horrendous levels. It is a major thoroughfare within the city of Beverly Hills—a street not only used by those at my company and all other companies at 9465 Wilshire trying to go about daily business/taking meetings, etc., but also commuters who drive through the area every day. I shudder to think what the conditions would be with an entire new brigade of trucks and other construction vehicles.

Further, a major concern is the parking situation. Currently, numerous employees within the building (including my company) park next door at 265 Beverly Drive. If that space is demolished, where will all these people be expected to park every day? And for how long? Constructing a parking area of the nature described would surely take years, at best. The number of employees that would be displaced and majorly inconvenienced by this construction is immense.

For all reasons stated above, I strongly urge you to deny this proposed demolition and development.

Thank you for your time.

Sincerely,

Alan Ladd, Jr

9465 Wilshire Boulevard, Suite 910, Beverly Hills, California 90212
(310) 777-2060 (310) 777-2061 Fax

BEVERLY WILSHIRE OFFICE BUILDING EIR
AUGUST 23, 2006 SCOPING MEETING
SIGN-IN SHEET

NAME	ORGANIZATION/TITLE (if applies)	MAILING ADDRESS	PHONE	EMAIL
Jay Kanter		9365 Wilshire Blvd #910	3102469399	Jaykan@co.aol
Scott Kaufman				
Michael May				
Kevin Henry				
Marcia Smith				
Lou Moore				
David Fraley				
Rose Notter		213 So Rodeo Dr 90212		
Li Wen				
Susan Berk		427 S. Peck Dr. 90212		
Allen Alexander		9601 Wilshire Blvd S. 878 B.H. 90210		
Houman Matbaubi		9629 Brighton Way BH. 90210		
Karen Williamson				

Christine Skirmuntt Ford
304 South Canon Drive
Beverly Hills, CA 90212

21 February 2007

RECEIVED
CITY OF BEVERLY HILLS
FEB 23 2007
PLANNING & COMMUNITY
DEVELOPMENT DEPARTMENT

City of Beverly Hills
Dept. of Community Development /Planning Division
455 North Rexford Drive, Room G-40
Beverly Hills, CA 90210
ATTN: Rita Naziri, Sr. Planner

RE: Proposed Office/Retail Development
231 – 265 No. Beverly Dr. / 9461 Wilshire Blvd.

Dear Ms. Naziri:

I am writing you to express my position that this project is NOT acceptable for our community. This project if approved would have irreversible impacts which would destroy the character and quality of this City. Specifically this project is the epitome of "over-development". I say this based upon the following:

This would be the first step in the impending destruction of our village community character.

Beverly Hills was originally designed to be a low-rise community with high rise buildings to be facing along Wilshire Blvd. only. The reason for this was to create and maintain a village atmosphere within the shopping streets of Beverly Hills. To allow a six story structure which would encroach along the entire first block of Beverly Dr. north of Wilshire Blvd. to Dayton Way would annihilate the existing low rise character of Beverly Drive. In past years you knew when you were driving through Beverly Hills because there was a reprieve in the Los Angeles high rise. You could see the elegant yet charming "village" shopping streets that were Beverly Hills. To allow this project would not only destroy the character that is Beverly Hills, but would also be a signal to other developers that Beverly Hills could be sold to high rise and mall development. This would be a MAJOR mistake.

To allow this expansive office space, which would be taking up the entire first block of North Beverly Drive, would be a violation of the community shopping street character of Beverly Drive.

The character of Beverly Drive is that of a community shopping/restaurant street with occasional

and incidental offices----not as a high rise office street with incidental retail and restaurant space. The community nature of Beverly Drive is already compromised with the upcoming Montage Hotel, but to allow a full block office building would entirely destroy the character and complexion of what was the original Beverly Drive. This would be a MAJOR mistake. Again, to allow this project would also signal that Beverly Driver is for sale.

This project would have gross negative impacts on traffic and density.

The parking structure at 265 N. Beverly Dr. which is the major occupancy at the proposed project site, is located in a traffic gridlock area. However, this current occupancy does not contribute to traffic or density. If anything, just the opposite. To replace such a benign occupancy with a 208,100 square foot building, which is 85% office space and 10.8% retail, would have a severe negative impact on the current gridlock condition.

This project would have gross negative impacts on pollution and noise.

Given the existing traffic gridlock conditions of the immediate and surrounding area, the significant contribution of traffic by the this project would only intensify the existing pollution and noise levels.

This project is not suitable nor acceptable if we as a City are looking to maintain the character and quality that has become our definition. If we want our City to be like Los Angeles, if we want to become a visual extension of Los Angeles, then let the developers come and build what they want. If not, we need to maintain the foresight and vision of our founders to continue the uniqueness of Beverly Hills. If not, we will find ourselves regretting in future years that we fell victim to the flattery of developers who were only looking to maximize their own profits.

I hope that this project will not move forward and that there will be no further expenditure of city funds or staff time.

Sincerely,

Christine Skirmuntt Ford

Christine Skirmuntt Ford

Cc: Beverly Hills City Council Members
Beverly Hills Planning Commission Members

Applicant's Letters

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October 24, 2007

RECEIVED
CITY OF BEVERLY HILLS

OCT 24 2007

PLANNING & COMMUNITY
DEVELOPMENT DEPARTMENT

Mr. Vince Bertoni
City of Beverly Hills
Planning Department
455 N. Rexford Drive
Beverly Hills, CA 90210

Re: Beverly Wilshire Owner, LP - William Morris Project

Dear Mr. Bertoni:

One of the issues before the Planning Commission is whether parking for the screening room should be governed by the general provision of BHMC 10-3-2730 B. 10 requiring 1 parking space for each 350 square feet of commercial space or BHMC 10-3-2730 B. 2, which governs "theaters, auditoriums, and public assembly areas," and requires 1 parking space for each 4 seats. The Applicant strongly believes that since the screening room is not a theater, auditorium, or public assembly area, is not open to the general public, and is purely ancillary to the business conducted by the William Morris Agency, the parking requirement should be 1 space per 350 feet. The Applicant's position is supported by the studies contained in the Draft EIR. In addition, as set forth in the Staff Report issued for the Planning Commission hearing on October 25, 2007, the City has historically treated screening rooms as ancillary uses and only required parking at a ratio of 1 space per 350 feet.

In an effort to resolve any concerns of the Planning Commission, the Applicant would be willing to agree to the following restrictive language on the use of the screening room and terrace with the understanding that the parking requirement for the screening room would be 1 space per 350 feet:

"The use of the screening room and terrace shall be subject to the following limitations:

1. The screening room and terrace shall be used by William Morris Agency (or a successor tenant) as an ancillary use of William Morris Agency's

business. The screening room and terrace shall not be open to the general public, except through a City approved special event permit.

2. The screening room and terrace shall be limited to business purposes only and shall only be used by tenants of the building and business associates. "Business associates" shall mean persons who have a business purpose for being in the building, have a business relationship with William Morris Agency (or a successor tenant), or persons invited by William Morris Agency (or a successor tenant) as part of its business.

3. If there is an event where more than 28 off-site people are using the screening room or terrace at one time, valet parking shall be provided, if needed, to create up to 38 additional parking spaces in the aisles of the parking structure to accommodate the off-site people using the screening room or terrace.

4. No exterior signage regarding the screening room or terrace shall be permitted.

5. Maximum seating capacity for the screening room shall be as set forth in the final plans for the project.

6. "Special Event" is defined as an event that is not part of the normal business activity of the William Morris Agency (or a successor tenant) that is attended by off-site people. The term "Special Event" shall not include a use that is part of the functioning of the business or an event primarily for the employees or business associates of William Morris Agency (or a successor tenant). Special events planned for the screening room or terrace shall require a special events permit issued by the City or approved by the Community Development Director.

7. No advertising regarding the screening room shall be permitted in reference to a special event, except as provided in the special events permit.

8. During any event, any refreshments that may be served shall be provided at no charge to the patrons of the event.

9. In the event the use of the screening room or terrace does not conform to the conditions set forth herein so as to adversely affect the public safety, health, or welfare, the Director of Community Development may impose

conditions limiting the use of the screening room or terrace to eliminate the adverse effect on the pubic safety, health, or welfare."

Should you have any questions, please do not hesitate to contact me at the number listed above.

Very truly yours,

MARK EGERMAN

ME/jl
enc.
S:\Clients\BEVERLY WILSHIRE OWNER\Bertoni-2.10-23-07.wpd

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September 6, 2007

City of Beverly Hills
Attn: Ms. Rita Naziri
455 N. Rexford Drive
Beverly Hills, CA 90210

Re: BWO, LP - William Morris Project/KOA Report

Dear Rita:

There was a clerical error in Exhibit "B" of the KOA Report. I am enclosing a corrected Exhibit "B" for your records.

Should you have any questions, please do not hesitate to contact me at the number listed above.

Very truly yours,

MARK EGERMAN

ME/jl
enc.
S:\Clients\BEVERLY WILSHIRE OWNER\Naziri.09-06-07.wpd

ATTACHMENT B – SIGNIFICANT IMPACT CONCLUSIONS

	Study Intersections	Weekday AM				Change in V/C	Significant Impact ?	Future With Proj with Trip Credits		Change in V/C	Significant Impact ?	Significant with Mitig?
		Future No Project		Future With Proj								
		V/C	LOS	V/C	LOS			V/C	LOS			
1	N Santa Monica Blvd & Wilshire Blvd	1.314	F	1.318	F	0.004	NO	1.316	F	0.002	NO	NO
2	S Santa Monica Blvd & Wilshire Blvd	1.491	F	1.507	F	0.016	NO	1.504	F	0.013	NO	NO
3	Rodeo Dr & N Santa Monica Blvd	0.831	D	0.841	D	0.010	NO	0.836	D	0.005	NO	NO
4	Beverly Dr & S Santa Monica Blvd	1.011	F	1.022	F	0.011	NO	1.017	F	0.006	NO	NO
5	Rodeo Dr & Dayton Wy	0.517	A	0.714	C	0.197	NO	0.682	B	0.165	NO	NO
6	Rodeo Dr & Wilshire Blvd	0.790	C	0.866	D	0.076	YES	0.853	D	0.063	YES	YES
7	Beverly Dr & Dayton Wy	0.524	A	0.549	A	0.025	NO	0.535	A	0.011	NO	NO
8	Beverly Dr & Wilshire Blvd	0.879	D	0.918	E	0.039	YES	0.910	E	0.031	YES	YES

	Study Intersections	Weekday Midday				Change in V/C	Significant Impact ?	Future With Proj with Trip Credits		Change in V/C	Significant Impact ?	Significant with Mitig?
		Future No Project		Future With Proj								
		V/C	LOS	V/C	LOS			V/C	LOS			
1	N Santa Monica Blvd & Wilshire Blvd	1.226	F	1.250	F	0.024	YES	1.240	F	0.014	NO	NO
2	S Santa Monica Blvd & Wilshire Blvd	1.284	F	1.309	F	0.025	YES	1.299	F	0.015	NO	NO
3	Rodeo Dr & N Santa Monica Blvd	0.885	D	0.918	E	0.033	YES	0.903	E	0.018	NO	NO
4	Beverly Dr & S Santa Monica Blvd	0.793	C	0.814	D	0.021	NO	0.806	D	0.013	NO	NO
5	Rodeo Dr & Dayton Wy	0.649	B	0.808	D	0.159	YES	0.735	C	0.086	NO	NO
6	Rodeo Dr & Wilshire Blvd	0.907	E	1.009	F	0.102	YES	0.965	E	0.058	YES	YES
7	Beverly Dr & Dayton Wy	0.713	C	0.815	D	0.102	YES	0.776	C	0.063	NO	NO
8	Beverly Dr & Wilshire Blvd	0.932	E	0.974	E	0.042	YES	0.956	E	0.024	YES	YES

	Study Intersections	Weekday PM				Change in V/C	Significant Impact ?	Future With Proj with Trip Credits		Change in V/C	Significant Impact ?	Significant with Mitig?
		Future No Project		Future With Proj								
		V/C	LOS	V/C	LOS			V/C	LOS			
1	N Santa Monica Blvd & Wilshire Blvd	1.249	F	1.267	F	0.018	NO	1.261	F	0.012	NO	NO
2	S Santa Monica Blvd & Wilshire Blvd	1.393	F	1.408	F	0.015	NO	1.403	F	0.010	NO	NO
3	Rodeo Dr & N Santa Monica Blvd	0.951	E	0.963	E	0.012	NO	0.954	E	0.003	NO	NO
4	Beverly Dr & S Santa Monica Blvd	0.911	E	0.932	E	0.021	YES	0.927	E	0.016	NO	NO
5	Rodeo Dr & Dayton Wy	0.665	B	0.720	C	0.055	NO	0.683	B	0.018	NO	NO
6	Rodeo Dr & Wilshire Blvd	0.816	D	0.861	D	0.045	YES	0.837	D	0.021	NO	NO
7	Beverly Dr & Dayton Wy	0.810	D	0.913	E	0.103	YES	0.891	D	0.081	YES	NO
8	Beverly Dr & Wilshire Blvd	0.959	E	0.988	E	0.029	YES	0.978	E	0.019	NO	NO

	Study Intersections	Saturday MD				Change in V/C	Significant Impact ?	Future With Proj with Trip Credits		Change in V/C	Significant Impact ?	Significant with Mitig?
		Future No Project		Future With Proj								
		V/C	LOS	V/C	LOS			V/C	LOS			
1	N Santa Monica Blvd & Wilshire Blvd	1.241	F	1.252	F	0.011	NO	1.243	F	0.002	NO	NO
2	S Santa Monica Blvd & Wilshire Blvd	1.019	F	1.035	F	0.016	NO	1.021	F	0.002	NO	NO
3	Rodeo Dr & N Santa Monica Blvd	0.965	E	0.991	E	0.026	YES	0.968	E	0.003	NO	NO
4	Beverly Dr & S Santa Monica Blvd	0.709	C	0.721	C	0.012	NO	0.710	C	0.001	NO	NO
5	Rodeo Dr & Dayton Wy	0.700	B	0.806	D	0.106	YES	0.715	C	0.015	NO	NO
6	Rodeo Dr & Wilshire Blvd	0.887	D	0.956	E	0.069	YES	0.898	D	0.011	NO	NO
7	Beverly Dr & Dayton Wy	0.692	B	0.753	C	0.061	NO	0.701	C	0.009	NO	NO
8	Beverly Dr & Wilshire Blvd	0.895	D	0.933	E	0.038	YES	0.901	E	0.006	NO	NO

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September 17, 2007

City of Beverly Hills
Community Development - Planning
Attn: Mr. Vince Bertoni
Attn: Ms. Rita Naziri
455 N. Rexford Drive
Beverly Hills, CA 90210

Re: BWO - William Morris Project - 231-265 N. Beverly Drive

Dear Mr. Bertoni and Naziri:

On behalf of my client Beverly Wilshire Owner, LP, I am writing to respond to the Planning Commission in reference to the number of parking spaces needed for the William Morris Project and the coloration of the proposed glass.

When the project was originally contemplated approximately two years ago, the Applicant and the City recognized that parking could be a problem since the site was burdened with a covenant to provide 262 spaces for tenants in the Bank of the American Building. There was general concurrence between City Staff and the Applicant that a demand analysis should be done to determine what the actual parking needs were of the Bank of America Building and the William Morris Project. A demand study is more accurate than the general parking code requirements because it uses real empirical data to determine need. At the time this determination was made, neither City Staff nor the Applicant knew whether a demand study would result in a parking need greater or lesser than that required by the existing code.

Several studies were conducted by the City's traffic and parking consultant Fehr & Peers. The result of these studies reflect the actual needs of the Bank of America Building at 100% occupancy and the new William Morris Project with its restaurant and retail component. The studies demonstrated that the Bank of America at 100% occupancy needs 189 spaces in the new project. The studies

also demonstrated that the new building to meet William Morris' use will require greater than code required parking.

A meeting was held with representatives from the City Staff, RBF, and the Applicant. At that meeting, City Staff, RBF and the Applicant concurred that the parking garage as presently designed and stripped is deficient by 27 spaces. Following this meeting, the Applicant was able to restripe the garage to create 32 more spaces, or 5 more than are actually needed.

Expanding the garage by building out additional spaces under the alley on P-3 and P-4, while possible from an engineering point of view, is very problematic and financially prohibitive. Essentially, to do so would require a mining or tunneling operation. A specialized contractor would be required with experience in tunneling or mining. The utilities contained in the P-1 and P-2 level in the alley would have to be supported. Any settling by reason of the shoring operations could result in substantial and costly disruption of utilities and the requirement to replace all utilities. The cost of adding spaces on P-3 and P-4 under the alley could very well exceed the cost of adding additional spaces on P-5 in the water table. It does not presently appear that the cost of adding spaces on P-3 and P-4 can be financially sustained by the project.

Adding additional spaces on P-5 is equally problematic due to the cost of those spaces. There is already a small number of spaces on P-5, a total of 39 spaces. Additional construction on P-5 takes the garage level directly into the water table. Construction of parking spaces within the water table increases the costs geometrically. Engineering challenges include de-watering during construction and special engineering to handle the hydrostatic water pressure because the garage is below the water table. Being below the water table causes tremendous pressure under the garage tending to lift the garage and the building. This pressure must be counter balanced by engineering friction pilings to substantial depths to prevent hydrostatic pressure from raising the building. In addition, engineering studies would have to be conducted to determine whether work would have to be done to protect the Bank of America Building immediately adjacent to the garage of the William Morris Project. Again, it does not appear that the current project financially can support the cost of developing additional parking on P-5.

To mitigate any potential that there may be a net shortage of 33 spaces after restripping, which the Applicant does not believe is the case, the Applicant would agree that the Director of Community Development be given authority to require the Applicant to lease up to 33 additional parking spaces at current market rates to supplement existing parking for the project in the event parking for the project is

determined to be insufficient.

The color of a glass skin building can be literally almost any shade as was demonstrated by Gensler at the last hearing before the Planning Commission. Picture renderings and the model tend to show the glass as a darker blue than it actually is. The glass samples that were presented before the Planning Commission show a very light translucent blue tinged glass and a very light translucent silver tinged glass. The only other color glass contemplated for the building is clear glass to be used on the first floor, the southern exposure, and the northern exposure.

Gensler will present a sample of the glass used in the CAA building in Century City, which is darker than blue glass intended to be used in the present project. Use of all clear glass in the project is not feasible. The use of clear glass would insufficiently insulate the building causing a substantial additional use of heating and air conditioning. Indeed, use of clear glass might prevent the Applicant from complying with Title 24. Further, it would make LEED certification much more difficult because use of clear glass would substantially increase the need for more HVAC because clear glass does not serve well as an insulator for the building. The present design of the building, as verified in the EIR, is to have an average reflectivity of the glass at or below 25. This balance allows the building to be environmentally sustainable and helps it to meet LEED certification.

The building has been previewed before the Architectural Commission. The Architectural Commission has requested that Gensler provide actual samples of the glass at it next meeting. Staff believes the Architectural Commission should take up the issue of glass coloration since it is primarily an aesthetic issue.

Should you need anything further, please feel free to call me at any time.

My best personal regards.

Always,

MARK EGERMAN

ME/jk
enc.

SEP 17 2007

EGERMAN & BROWN, LLP

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September 14, 2007

City of Beverly Hills Planning Commission
Mr. Noah Furie, Chairperson
Mrs. Kathy Reims, Vice Chairperson
Mrs. Stacey Marks, Member
Mrs. Lili Bosse, Member
Mrs. Nan Cole, Member
455 Rexford Drive
Beverly Hills, CA 90210

Re: BWO, LP - William Morris Project
231-265 North Beverly Drive

Dear Members of the Planning Commission:

On behalf of the applicant Beverly Wilshire Owner, LP, I am writing to respond to the August 5, 2007, letter of Allan Alexander. Mr. Alexander suggested that as a condition of entitlements Beverly Wilshire Owner grant (1) an easement in the general area of the northwest corner of Beverly Drive and Wilshire Boulevard for a subway portal and (2) an air rights easement over the second floor garden area of the William Morris project for a pedestrian bridge joining Two Rodeo to the westerly sidewalk of Beverly Drive.

The Beverly Hills Mass Rapid Transit Committee, of which I was co-chair, recommended to the City Council that the subway be aligned along Wilshire Boulevard with two stops in Beverly Hills, one at La Cienega and one at the corner of Beverly Drive and Wilshire. The Committee's recommendations are advisory to the City Council. Should the City Council adopt the Mass Rapid Transit Committee's recommendations, the City Council's action would only be advisory to the MTA. The MTA is the governmental entity responsible for the acquisition of property for any subway expansion.

It is respectfully submitted that the concept of acquiring easement rights over the northwest corner of Wilshire Boulevard and Beverly Drive for a subway portal is inappropriate, pre-mature and unnecessary. It is not the responsibility of the City of Beverly Hills to acquire property for the MTA to facilitate the construction of a subway. The MTA has the right to condemn property, although the MTA prefers to acquire land through negotiations. A subway system is for the benefit of the broader community. It is improper to ask a single private owner to give up his property without compensation to a governmental agency not connected with the City of Beverly Hills for a county wide project. It is the responsibility of the MTA, not the City of Beverly Hills, to acquire land and easements for the subway.

The MTA is only now in the initial process of a multi-year study to analyze potential subway routes. A decision will not be made as to route alignment and station locations for several years. Since the Bank of America building and its subsurface garage presently exist, there is no need to preserve the status quo as the area is already fully developed and will not change. Even were the MTA to select a Wilshire corridor route with a station location at or near Beverly Drive and Wilshire Boulevard, there is no evidence that the MTA would select a station at the northwest corner. The Sterling building at the northeast corner does not have a subterranean garage. From an engineering and construction point of view, that corner may be preferable. Similarly, engineering considerations might make areas on the south side of Wilshire preferable. Currently the southeast and southwest corners of Wilshire and Canon are vacant lots. It is premature to consider any location of the subway portal in the vicinity of Beverly Drive and Wilshire Boulevard.

An easement for a subway portal is not feasible at the present time. The location of any future portal is unknown. The size of the portal is unknown. The number of parking spaces that may be lost in the Bank of America garage is unknown. The amount of commercial space that might be lost in the Bank of America building is unknown. The structural impact to the Bank of America building is unknown. The size, location, and spacial dimensions of any easement are unknown, and the engineering requirements have yet to be determined.

It is also respectfully submitted that the concept of an easement running east and west across the William Morris project to connect Two Rodeo with the westerly sidewalk of Beverly Drive is also premature and unwarranted. First, the City of Beverly Hills has not indicated an interest in such a concept. Second, Two Rodeo has not indicated a willingness to participate or donate any of its property for the proposed sky bridge. There currently exists ample pedestrian access from

Two Rodeo's main entrances at Wilshire Boulevard and Rodeo Drive and Wilshire Boulevard and Dayton Way to the west side of Beverly Drive and across the street to the public gardens and the Montage Hotel. Further, Mr. Alexander's proposed bridge would allow pedestrians to bypass the City's business establishments on Wilshire Boulevard, Beverly Drive, and Dayton Way. The proposed pedestrian bridge would not facilitate pedestrian traffic and, in fact, would have a negative impact on businesses within the City.

The proposed concept of a pedestrian bridge would also substantially negatively impact both the Bank of America building and the William Morris project. The proposed bridge would be directly in front of the office windows of the Bank of America building, totally blocking the view. The bridge would also seriously impinge on the privacy of William Morris' employees and its clients by allowing members of the general public open views into the outdoor gardens of the William Morris project and into the William Morris office building itself.

For the foregoing reasons it is respectfully submitted that no action should be taken on either proposal at this time by the City.

Very truly yours,

MARK EGERMAN

ME/jl

cc: Vince Bertoni
Rita Naziri
Rod Wood
Larry Wiener
Allan Alexander

S:\Clients\BEVERLY WILSHIRE OWNER\planning commission.08-21-07.wpd

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August 23, 2007

RECEIVED
CITY OF BEVERLY HILLS

AUG 23 2007

PLANNING & COMMUNITY
DEVELOPMENT DEPARTMENT

Via Hand Delivery

Mr. Vince Bertoni
Ms. Rita Naziri
City of Beverly Hills
455 N. Rexford Drive
Beverly Hills, CA 90210

Re: Traffic Study Peer Review by KOA Corporation

Dear Vince and Rita:

Enclosed please find a Trip Generation Analysis for the William Morris Project from KOA Corporation in reference to the traffic impact analysis contained in the Draft EIR. As can be seen from the Trip Generation Analysis, the methodology used in the Draft EIR was overly conservative and charged the project with traffic counts and traffic impacts for which it should not have been charged.

The peer review establishes that the William Morris project does not create significant unmitigable traffic impacts at North Santa Monica Boulevard/Wilshire Boulevard and Rodeo Drive/Dayton Way.

Thus, the correct impact analysis is as follows:

1. The number of significant traffic impacts during the weekday a.m. peak remains at two.

2. The number of significant traffic impacts during the weekday mid-day period is reduced from seven intersections to two intersections.

3. The number of significant traffic impacts during the weekday p.m. peak period is reduced from four intersections to zero intersections.

4. The number of significant traffic impacts during the Saturday mid-day period is reduced from four intersections to zero intersections.

Please make sure that this information is brought to the attention of staff, the Planning Commission, and City Council.

Thank you for your attention to this matter.

Very truly yours,

MARK EGERMAN

ME/jl
enc.
S:\Clients\BEVERLY WILSHIRE OWNER\Niziri.08-23-07.wpd

KOA CORPORATION
PLANNING & ENGINEERING

TECHNICAL MEMORANDUM

Date: August 23, 2007

To: Mark Egerman – Egerman & Brown, LLP

From: Brian A. Marchetti, AICP

Subject: Trip Generation Analysis for Wilshire/Beverly Office Project – William Morris Project

---

KOA Corporation has completed a trip generation analysis for the proposed Beverly/Wilshire office project in Beverly Hills. The project would be located within a site bounded by Dayton Way on the north, Beverly Drive on the east, Wilshire Boulevard on the south, and Beverly Alley on the west. The proposed project land uses would include 177,225 square feet of general office space, 22,875 of commercial retail space, and 8,000 square feet of restaurant space.

A traffic impact analysis report for the project, dated May 5, 2007, was prepared by RBF Consulting. This traffic report was included as Appendix C in the Draft Environmental Impact Report (DEIR) for the project.

This memorandum does not constitute a complete peer review analysis of the project DEIR or the traffic study, but rather provides a supplemental review of the project trip generation calculations, and an alternate set of conclusions for significant traffic impacts. This document is provided as input to Egerman & Brown, LLP, during the course of that firm's work during the project environmental review process.

Summaries of the analysis conducted by KOA are provided within the following sub-sections.

Project Trip Generation

The RBF project traffic analysis used the three proposed land use intensities (office, retail, and restaurant) as inputs to the trip generation analysis. Trip generation credits were not taken for the existing commercial retail floor area or for the existing restaurant floor area. Generally, industry standards allow trip credits to be taken for existing and active land uses that would be replaced during project construction. These existing uses, currently operating, generate existing trips that should be removed as part of the post-project traffic analysis. In addition, the overall size of the commercial and retail floor area is being reduced by six percent:

- The existing commercial retail and restaurant floor area is 32,747 square feet
- The proposed commercial retail and restaurant floor area 30,875 square feet

The difference between these existing and proposed floor area totals is six percent, based on this reduction in total floor area.

The trip generation analysis conducted by KOA includes a credit for the commercial and restaurant floor area reduction, and for the existing total floor area of these uses. The trip generation adjustments utilized for this supplemental analysis are summarized within Attachment A to this memorandum.

Project Significant Traffic Impacts

Based on the trip generation calculations summarized above, KOA Corporation recalculated the level of service at the significantly-impacted intersections, as defined for the Draft EIR document. The results of this analysis are provided within Attachment B to this memorandum.

The DEIR and traffic study describe the following access configuration for the project site driveways:

- Dayton Way Driveway: Right-in/right-out access only
- Beverly Drive/Beverly Alley Ramps: Exit access only

The analysis conducted by KOA follows this access scheme, which matches that utilized for the Draft EIR and traffic report.

A comparison of the KOA analysis to the Draft EIR conclusions is provided below. These conclusions incorporate the feasibility of mitigation measures, as defined in the Draft EIR:

- The number of significant traffic impacts during the weekday a.m. peak period remains at two.
- The number of significant traffic impacts during the weekday mid-day period is reduced from seven intersections to two intersections.
- The number of significant traffic impacts during the weekday p.m. peak period is reduced from four intersections to zero intersections.
- The number of significant traffic impacts during the Saturday mid-day period is reduced from four intersections to zero intersections.

Summary

Based on this analysis, proposed mitigation measures may not be required at a number of the study intersections. The remaining impacts under this analysis, at the intersections of Rodeo Drive & Wilshire Boulevard and Beverly Drive & Wilshire Boulevard, would remain significant and unavoidable. The project DEIR concluded that impacts at these two locations, among other locations, could not be mitigated within the scope of the project.

ATTACHMENT A – TRIP GENERATION ADJUSTMENTS

Land Use		Area (Sqft)	Weekday AM			Weekday Midday			Weekday PM			Saturday Midday		
			In	Out	Total	In	Out	Total	In	Out	Total	In	Out	Total
Existing Uses Trip Credits	Commercial	(22,875)	0	0	0	-64	-51	-115	-27	-35	-62	-96	-96	-192
	Restaurant	(8,000)	-48	-44	-92	-83	-68	-150	-53	-34	-87	-101	-59	-160
	Subtotal	**(30,875)**	**-48**	**-44**	**-92**	**-147**	**-118**	**-265**	**-81**	**-69**	**-149**	**-197**	**-156**	**-352**
Reduction in Total Floor Area	Commercial	(1,387)	0	0	0	-4	-3	-7	-2	-2	-4	-6	-6	-12
	Restaurant	(485)	-3	-3	-6	-5	-4	-9	-3	-2	-5	-6	-4	-10
	Subtotal	**(1,872)**	**-3**	**-3**	**-6**	**-9**	**-7**	**-16**	**-5**	**-4**	**-9**	**-12**	**-9**	**-21**
Total		**(32,747)**	**-51**	**-47**	**-98**	**-156**	**-125**	**-281**	**-85**	**-73**	**-158**	**-209**	**-165**	**-374**

ATTACHMENT B – SIGNIFICANT IMPACT CONCLUSIONS

	Study Intersections	Weekday AM				Change in V/C	Significant Impact?	Future With Proj with Trip Credits		Change in V/C	Significant Impact?	Significant with Mitig?
		Future No Project		Future With Proj								
		V/C	LOS	V/C	LOS			V/C	LOS			
1	N Santa Monica Blvd & Wilshire Blvd	1.314	F	1.318	F	0.004	NO	1.316	F	0.002	NO	YES
2	S Santa Monica Blvd & Wilshire Blvd	1.491	F	1.507	F	0.016	NO	1.504	F	0.013	NO	YES
3	Rodeo Dr & N Santa Monica Blvd	0.831	D	0.841	D	0.010	NO	0.836	D	0.005	NO	YES
4	Beverly Dr & S Santa Monica Blvd	1.011	F	1.022	F	0.011	NO	1.017	F	0.006	NO	YES
5	Rodeo Dr & Dayton Wy	0.517	A	0.714	C	0.197	NO	0.682	B	0.165	NO	YES
6	Rodeo Dr & Wilshire Blvd	0.790	C	0.866	D	0.076	YES	0.853	D	0.063	YES	YES
7	Beverly Dr & Dayton Wy	0.524	A	0.549	A	0.025	NO	0.535	A	0.011	NO	YES
8	Beverly Dr & Wilshire Blvd	0.879	D	0.918	E	0.039	YES	0.910	E	0.031	YES	YES

	Study Intersections	Weekday Midday				Change in V/C	Significant Impact?	Future With Proj with Trip Credits		Change in V/C	Significant Impact?	Significant with Mitig?
		Future No Project		Future With Proj								
		V/C	LOS	V/C	LOS			V/C	LOS			
1	N Santa Monica Blvd & Wilshire Blvd	1.226	F	1.250	F	0.024	YES	1.240	F	0.014	NO	NO
2	S Santa Monica Blvd & Wilshire Blvd	1.284	F	1.309	F	0.025	YES	1.299	F	0.015	NO	NO
3	Rodeo Dr & N Santa Monica Blvd	0.885	D	0.918	E	0.033	YES	0.903	E	0.018	NO	NO
4	Beverly Dr & S Santa Monica Blvd	0.793	C	0.814	D	0.021	NO	0.806	D	0.013	NO	NO
5	Rodeo Dr & Dayton Wy	0.649	B	0.808	D	0.159	YES	0.735	C	0.086	NO	NO
6	Rodeo Dr & Wilshire Blvd	0.907	E	1.009	F	0.102	YES	0.965	E	0.058	YES	YES
7	Beverly Dr & Dayton Wy	0.713	C	0.815	D	0.102	YES	0.776	C	0.063	NO	NO
8	Beverly Dr & Wilshire Blvd	0.932	E	0.974	E	0.042	YES	0.956	E	0.024	YES	YES

	Study Intersections	Weekday PM				Change in V/C	Significant Impact?	Future With Proj with Trip Credits		Change in V/C	Significant Impact?	Significant with Mitig?
		Future No Project		Future With Proj								
		V/C	LOS	V/C	LOS			V/C	LOS			
1	N Santa Monica Blvd & Wilshire Blvd	1.249	F	1.267	F	0.018	NO	1.261	F	0.012	NO	NO
2	S Santa Monica Blvd & Wilshire Blvd	1.393	F	1.408	F	0.015	NO	1.403	F	0.010	NO	NO
3	Rodeo Dr & N Santa Monica Blvd	0.951	E	0.963	E	0.012	NO	0.954	E	0.003	NO	NO
4	Beverly Dr & S Santa Monica Blvd	0.911	E	0.932	E	0.021	YES	0.927	E	0.016	NO	NO
5	Rodeo Dr & Dayton Wy	0.665	B	0.720	C	0.055	NO	0.683	B	0.018	NO	NO
6	Rodeo Dr & Wilshire Blvd	0.816	D	0.861	D	0.045	YES	0.837	D	0.021	NO	NO
7	Beverly Dr & Dayton Wy	0.810	D	0.913	E	0.103	YES	0.891	D	0.081	YES	NO
8	Beverly Dr & Wilshire Blvd	0.959	E	0.988	E	0.029	YES	0.978	E	0.019	NO	NO

	Study Intersections	Saturday MD				Change in V/C	Significant Impact?	Future With Proj with Trip Credits		Change in V/C	Significant Impact?	Significant with Mitig?
		Future No Project		Future With Proj								
		V/C	LOS	V/C	LOS			V/C	LOS			
1	N Santa Monica Blvd & Wilshire Blvd	1.241	F	1.252	F	0.011	NO	1.243	F	0.002	NO	NO
2	S Santa Monica Blvd & Wilshire Blvd	1.019	F	1.035	F	0.016	NO	1.021	F	0.002	NO	NO
3	Rodeo Dr & N Santa Monica Blvd	0.965	E	0.991	E	0.026	YES	0.968	E	0.003	NO	NO
4	Beverly Dr & S Santa Monica Blvd	0.709	C	0.721	C	0.012	NO	0.710	C	0.001	NO	NO
5	Rodeo Dr & Dayton Wy	0.700	B	0.806	D	0.106	YES	0.715	C	0.015	NO	NO
6	Rodeo Dr & Wilshire Blvd	0.887	D	0.956	E	0.069	YES	0.898	D	0.011	NO	NO
7	Beverly Dr & Dayton Wy	0.692	B	0.753	C	0.061	NO	0.701	C	0.009	NO	NO
8	Beverly Dr & Wilshire Blvd	0.895	D	0.933	E	0.038	YES	0.901	E	0.006	NO	NO

Applications and Supplemental Documents

CITY OF BEVERLY HILLS
COMMUNITY DEVELOPMENT DEPARTMENT
PLANNED DEVELOPMENT REVIEW

Project Address: 9461-9465 Wilshire Blvd.; 231-2 N. Beverly Dr. to Dayton.

Legal or Assessor's Description: Lot 8 through 16 Inclusive, in Block 10 of "Beverly" in City of Beverly Hills, County of Los Angeles, State of California as per Map recorded in Book 11, Page 94 of Maps, of the Office of the County Recorder of said County.

Applicant (Owner)		Agent	
Name:	Beverly Wilshire Owner, LP	Name:	Mark Egerman
Address:	9465 Wilshire Blvd. # 310	Address:	9401 Wilshire Blvd., # 500
City:	Beverly Hills	City:	Beverly Hills
State & Zip:	CA 90210	State & Zip:	CA 90212
Phone:	310-246-1881	Phone:	310-248-6299
Fax:	310-276-1631	Fax:	310-248-6288

Existing Site Information:

Site Size: 300 x 152.5 - exclusive of B of A Floor area of existing structure: _____

Height of existing structure: 5 - 6 stories; 65 feet to the roof.

Present number of parking spaces: 520

Project Information:

Floor area of proposed addition or new structure: 201,000 gross FAR: 3.6 to 1

Height of proposed structure: 6 stories; 92 feet to the roof.

Proposed number of parking spaces: 660-700

Project Description: Class "A" office building of six stories in height with approximately 201,000 gross square feet, a 100 seat screening room, with commercial space on the ground floor. There will be a four or five level subterranean garage containing between 660 and 700 spaces.

To the extent information contained herein differs from the Application for Zone Change, the information contained herein shall controll, as it is more accurrate and current.

See Attachment "A" regarding parking.

Explain how the proposed project will advance the objectives of the zone (attach additional pages as necessary):

The proposed project will advance the objectives of the proposed new zone by creating a new class "A" office building of approximately 201,000 square feet suitable for a major corporate tenant. At the present time the City of Beverly Hills lacks class "A" office space of a size to provide for nationally known major corporate tenants. The new project will further the economic development plans of the City to attract and maintain top quality commercial tenants in the City to ensure continued economic viability of the City. The location of the project is in the business triangle, where many buildings exceed the project's height and density. The height and density of the project is below that of the Bank of America immediately to the south and is similar in height to the Montage Hotel, immediately to the east.

I, Kelly Pucci, have read and understand all statements including the supplement to application attached to this application. I am the property owner or authorized agent of the subject property. I hereby declare (affirm) that the foregoing statements, facts, and attached plans and materials are true and correct.

Kelly Pucci

Signature of (x) Property Owner or ( ) Authorized Agent

June 2, 2006

Date

I, Kelly Pucci, vice President, am the property owner of the subject property. I have read and understand all foregoing statements, and hereby authorize the processing of this application.

BEVERLY WILSHIRE OWNER, LP

Kelly Pucci

Signature of Property Owner

June 2, 2006

Date

ATTACHMENT "A" TO COMMUNITY DEVELOPMENT DEPARTMENT PLANNED DEVELOPMENT REVIEW FOR 9461-9465 WILSHIRE BLVD. - 231-255 N. BEVERLY DRIVE

PARKING PLAN ASSUMPTIONS:

For the project, it is assumed that the dimensions of a regular parking space will be 9' by 18' with aisle widths of 24'. There will be use of tandem spaces as shown on the parking plan. In addition, as to spaces adjacent to a support column, clearance will be an additional 6 inches (alternatively the width of the space will be 8 1/2').

The project will contain 15% compact spaces measuring 8' by 16', or greater.

In any area with tamden spaces, there will be a professional parking assistant to aid in the parking of the vehicle.

AMENDMENT TO APPLICATION FOR ZONE CHANGE/GENERAL PLAN AMENDMENT/SPECIFIC PLAN OR SPECIFIC PLAN AMENDMENT
AND
SUPPLEMENT TO APPLICATION FOR ENVIRONMENTAL ASSESSMENT

THE UNDERSIGNED BEVERLY WILSHIRE OWNER, LP HEREIN AMENDS ITS FILED AMENDMENT TO APPLICATION FOR ZONE CHANGE/GENERAL PLAN AMENDMENT/SPECIFIC PLAN OR SPECIFIC PLAN AMENDMENT AND SUPPLEMENT TO APPLICATION FOR ENVIRONMENTAL ASSESSMENT TO DEFINE AND DESCRIBE THE HEIGHT OF THE BUILDING AT 91 FEET SIX INCHES RATHER THAN 85 FEET.

DATED: APRIL 19, 2006.

BEVERLY WILSHIRE OWNER, LP

BY: _____
MARK EGERMAN

S:\Clients\BEVERLY WILSHIRE OWNER\AMENDMENT TO APPLICATION.4-18-06.wpd

APPLICATION FOR ENVIRONMENTAL ASSESSMENT
DEPARTMENT OF COMMUNITY DEVELOPMENT
CITY OF BEVERLY HILLS

Date submitted_____ Project Identification No._____

Project name Beverly Wilshire Owner, LP

Project address 200 block of N. Beverly Drive, Beverly Hills, California

Between Wilshire Blvd. and Dayton Way, lots 10 through 16

County Assessor Map Book 11 Page 94

Parcel Number(s) 8 through 16

Applicant's name Beverly Wilshire Owner, LP Phone_____

Address 9465 Wilshire Blvd., #310 City Beverly Hills Zip 90210

Agent's name Mark Egerman Phone 310-248-6299

Address 9401 Wilshire Blvd., Ste. 500 City Beverly Hills Zip 90212

PROJECT DESCRIPTION AND SCOPE Demolition of a one story building and six story parking garage. Construction of a six story (plus mechanical penthouse) 201,000 square foot building and a five story 832 space subterranean parking garage.

(Please Print)

I, Peter Duncan, have read and understand all statements including the Supplement to Application attached to this application. I am the property owner or authorized agent of subject property. I hereby declare (affirm) that the foregoing statement, facts, and attached report are true and correct.

Beverly Wilshire Owner, LP

by: Peter J. Duncan

Signature of: (x) Property Owner or ( ) Authorized Agent Date April 4, 2006

For Office Use Only

Date material received_____ Received by_____

Amount of initial fee received_____ Amount of additional fee received_____

Material check by_____ and determined to be (complete)

(incomplete). If incomplete, applicant notified on date_____ by (phone - mail - other)_____ to supply missing information_____

Date Filed_____

Environmental Information Form
(To be completed by applicant)

GENERAL INFORMATION

1. Name, address, and telephone number of person to be contacted concerning this project: Mark Egerman, 9401 Wilshire Blvd., Ste. 500, Beverly Hills, CA 90212, tel: 310-248-6299 fax: 310-248-6288

2. List and describe any other related permits and other public approvals required for this project, including those required by city, regional, state and federal agencies:

   None

3. Existing zoning district: C-3

4. Proposed use of site (Project for which this form is filed):

   Commercial

PROJECT INFORMATION

5. Site size 45,750 / 201,000 total

6. Number of floors of construction 6

7. Floor area 33,500± floor

8. Off-street parking proposed zero

9. Proposed scheduling undetermined

10. If the project is associated with another project, what is the other project? No

11. If the project(s) is(are) to be developed in stages, explain. No

12. If residential, include the number of units, schedule of unit sizes, range of sale prices or rents, and type of household size expected.

13. If commercial, indicate the type, whether neighborhood, city or regionally oriented, square footage of sales area, and loading facilities.

14. If industrial, indicate type, estimated employment per shift, and loading facilities.

15. If institutional, indicate the major function, estimated employment per shift, estimated occupancy, loading facilities, and community benefits to be derived from the project.

16. If the project involves a variance, conditional use or rezoning application, state this and indicate clearly why the application is required.

Are the following items applicable to the project or its effects? Discuss below all items checked yes (attach additional sheets as necessary).

YES NO

_ x 17. Change in existing features of any bays, tidelands, beaches, lakes or hills, or substantial alteration of ground contours.

_ x 18. Change in scenic views or vistas from existing residential areas or public lands or roads.

_ x 19. Change in pattern, scale or character of general area of project.

_ x 20. Significant amounts of solid waste or litter.

_ x 21. Change in dust, ash, smoke, fumes or odors in vicinity.

_ x 22. Change in ocean, bay, lake, stream or ground water quality or quantity, or alteration of existing drainage patterns.

_ x 23. Substantial change in existing noise or vibration levels in the vicinity.

_ x 24. Site on filled land or on slope of 10 percent or more.

_ x 25. Use or disposal of potentially hazardous materials, such as toxic substances, flammables or explosives.

_ x 26. Substantial change in demand for municipal services (police, fire, water, sewage, etc.)

_ x 27. Substantially increase fossil fuel consumption (electricity, oil, natural gas, etc.)

_ x 28. Relationship to a larger project or series of projects.

SUPPLEMENT TO APPLICATION FOR ENVIRONMENTAL ASSESSMENT

ITEM 13:

The project is a commercial office building within the heart of the City's Golden Triangle. The ground floor will be used as commercial space, while the upper five stories will be used as office space. The building is city oriented. The ground floor will have up to approximately 35,000 square feet of commercial space. Total gross square footage of the building will be 201,000 square feet.

ITEM 16:

The property is presently under utilized. Nearly half of the block is an above grade parking structure on the prime business street in the Golden Triangle of Beverly Hills. Another portion of the block is occupied by a one story building with no parking. The surrounding commercial properties consist of an 8 story, 140 office building to the south, the 6 story, 110 foot Sterling Office building to the southeast, and the Montage hotel project to the east. Further, there are no structures in the Golden Triangle which have sufficient space for corporate headquarter tenants. Rezoning is sought to construct a six story office building, which is a more compatible use than the present uses and which will fill the need to provide Class A office space for corporate headquarter tenants.

ITEM 29:

The project site consists of a fully developed land site consisting of a one story commercial office building and a six story above grade parking garage. The area is flat and stable. There are no plants or animals. There are no cultural, historical, or scenic aspects regarding the property.

ITEM 30:

The surrounding properties are commercial in nature. To the south is the eight story Bank of American commercial office building. To the southeast is the Sterling 8 story commercial office building. To the east is the Montage Hotel development. To the north are commercial buildings.

ENVIRONMENTAL SETTING

29. Describe the project site as it exists before the project, including information on topography, soil stability, plants and animals, and any cultural, historical or scenic aspects. Describe any existing structures on the site, and the use of the structures. Attach photographs of the site. Snapshots or polaroid photos will be accepted.

30. Describe the surrounding properties, including information on plants and animals and any cultural, historical or scenic aspects. Indicate the type of land use (residential, commercial, etc.), intensity of land use (one-family, apartment houses, shops, department stores, etc.), and scale of development (height, frontage, setback, rear yard, etc.). Attach photographs of the vicinity. Snapshots or polaroid photos will be accepted.

HAZARDOUS WASTE AND SUBSTANCES STATEMENT

Before the City can accept this application as complete, the applicant must consult the State Department of Health Services' Hazardous Waste Sites Lists {filed annually with the State Office of Planning and Research (OPR) pursuant to Government Code 65962.5} and submit a signed statement indicating whether the project and any alternatives are located on a site which is included on any such list, and shall specify any list. In the event that the project site and any alternatives are not listed on any list compiled pursuant to Government Code 65962.5, then the applicant must certify that fact as provided under #35. below.

32. Specify any list pursuant to Section 65962.5 of the California Government Code:

none

33. Regulatory identification number: _____

34. Date of List: _____

35. If the project does not appear on any list compiled pursuant to Section 65962.5, the following certification must be completed:

I have consulted the lists compiled pursuant to Section 65962.5 of the Government Code and hereby certify that the project and any alternatives proposed in this application are not contained on these lists.

Date: April 4, 2006 _____ Peter S. Norman
(Signature)

For: Beverly Wilshire Owner, LP
(Applicant)

CERTIFICATION: I hereby certify that the statements furnished above and in the attached exhibits present the data and information required for this initial evaluation to the best of my ability, and that the facts, statements, and information presented are true and correct to the best of my knowledge and belief.

Date April 4, 2006 _____

(Signature)

For Beverly Wilshire Owner, LP

City of Beverly Hills

Application For Zone Change, General Plan Amendment, Specific Plan Or Specific Plan Amendment

Please specify what type of application(s) is/are requested:

- ☒ Zone Change
- ☒ General Plan Amendment
- ☐ Specific Plan
- ☐ Specific Plan Amendment

ZC/GPA/SP NO._____ Application Date_____

For the following questions, please attached additional sheets as necessary.

Applicant's Name: Beverly Wilshire Owner, LP

Applicant's Address: c/o Mark Egerman, Esq., 9401 Wilshire Blvd., Ste. 500
Beverly Hills, CA 90212-2918

Applicants' Telephone No.: (310) 248-6299

Property for which the application is requested (give street address and exact legal description of the property): 9461-9465 Wilshire Blvd., Beverly Hills, CA.; 231-235 N. Beverly Drive. Beverly Hills, CA; remainder of west side of 200 block of North Beverly Drive, Beverly Hills, CA, Lot 8 through 16 Inclusive, in Block 10 of "Beverly" City of Beverly Hills, County of Los Angeles, State of California as per Map recrded in Book 11, Page 94 of Maps, the Office of the County Recorder of said County.

Identify the specific boundaries of the area for which each change is sought or for which a change in zone standards or specific plan is requested. An area bounded on the Sputh by Wilshire Blvd. on the east by Beverly Drive, on the north by Dayton Way and on the west by the alley between Rodeo Drive and Beverly Drive.

In general, specify what is/are the existing zone or zone standards for the property or area to be rezoned or modified? C-3

In general, what changes to existing standards are requested?

Right to construct a 85 foot high six story plus 15 foot high mechanical penthouse office building containing approximately 201,000 gross square feet with five levels of subterranean parking containing approximately 832 stalls.

The petitioner requests that the application be granted for the following reasons:

The property is presently under utilized. Nearly half of the block is an above grade parking structure on the prime business street in the Golden Triangle of Beverly Hills. Another portion of the block is occupied by a one story building with no parking. The surrounding commercial properties consist of an 8 story, 140 office building to the south, the 8 story, 110 foot Sterling Office building to the southeast, and the Montage hotel project to the east. Further, there are no structures in the Golden Triangle which have sufficient space for corporate headquarter tenants. Rezoning is sought to construct a six story office building, which is a more compatible use than the present use and which will fill the need to provide Class A office space for corporate headquarter tenants.

Exiting On-Site Uses: Commercial - parking

Zone Change/Specific Plan Application (continued)

NEIGHBORING USES:

North Commercial South Commercial

East Commercial West Commercial

SUMMARY OF RELATED OF PROJECT DESCRIPTION AS NOTED IN SECTION 2B(3) OF THIS APPLICATION, IF ANY:

Site Dimensions: 300' x 152.5' - exclusive of Bank of America Site Area: 45,750 - exclusive of Bank of America

Existing F.A.R.: 2:1 Existing Lot Coverage: 100%

Building Height(s): 85' + 15' mechanical penthouse Stories Above Grade: 6

Levels Below Grade: 5

Parking:

Existing Number of spaces: 832 Standard: to be determined

Compact: to be determined Tandem: to be determined

Total Number of Required Spaces: 775

Additional General Information:

Setbacks: Front: 0 Rear: 0 Sides: 0

Residential: Number of Existing Units: 0

Commercial: Use: Office - commercial on ground floor
Hours of Operation: 7:00 a.m. - 7:00 p.m.
Number of Peak Hour Employees: 300
If Restaurant or Bar, Number of Seats: 75

I declare under penalty of perjury the foregoing is true and correct except as to those matters stated as information and belief.

Executed on April 4, 2006, at Beverly Hills, California.

Beverly Wilshire Owner, LP

Applicant's Signature

NOTE: Signature of Applicant must be acknowledged before a Notary Public

Looking Westerly At Project

Looking Westerly At Project

Looking Westerly At Project

Looking Southerly At Project

Looking Northerly At Project

Looking Easterly from Project

Looking Easterly from Project

Looking Northerly at West Side of Project

LOT LINE ADJUSTMENT AND LOT TIE

THE PROPOSED C-E ZONE IS AN AREA BOUNDED ON WILSHIRE BOULEVARD ON THE SOUTH, BEVERLY DRIVE ON THE EAST, DAYTON ON THE NORTH, AND THE ALLEY BETWEEN BEVERLY DRIVE AND RODEO DRIVE ON THE WEST. THE ZONE CONTAINS LOTS 8, 9, 10, 11, 12, 13, 14, 15, AND 16.

THE BANK OF AMERICA BUILDING IS ON LOTS 8 AND 9 AND THE SOUTHERLY 35 FEET OF LOT 10. NO CHANGES WILL BE MADE TO THE BANK OF AMERICA BUILDING. THE PROPOSED NEW SIX STORY BUILDING WILL BE CONSTRUCTED ON THE NORTHERLY 15 FEET OF LOT 10 AND LOTS 11, 12, 13, 14, 15, AND 16.

AS PART OF THE DEVELOPMENT, THE APPLICANT WILL FILE FOR A LOT LINE ADJUSTMENT UNDER WHICH THE NORTHERLY 15 FEET OF LOT 10 WILL BE ADDED TO LOT 11 AND THE SOUTHERLY 35 FEET OF LOT 10 WILL BE ADDED TO LOT 9. THE PURPOSE OF ADDING THE SOUTHERLY 35 FEET OF LOT 10 TO LOT 9 IS TO AVOID HAVE A SUBSTANDARD SIZED LOT. AFTER THE LOT LINE ADJUSTMENT, LOT 10 WILL NO LONGER EXIST. ONCE THE LOT LINE ADJUSTMENT IS COMPLETED, THE BANK OF AMERICA BUILDING WILL ENCOMPASS ALL OF LOTS 8 AND 9. THE PROPOSED NEW SIX STORY BUILDING WILL ENCOMPASS ALL OF LOTS 11, 12, 13, 14, 15, AND 16.

IN CONJUNCTION WITH THE LOT LINE ADJUSTMENT, THERE WILL BE A LOT TIE. UNDER THE LOT TIE, LOTS 11, 12, 13, 14, 15, AND 16 WILL BE TIED SO THAT ALL OF THE PARCELS ON WHICH THE PROPOSED NEW SIX STORY BUILDING IS TO BE CONSTRUCTED WILL BE TIED TOGETHER.

EGERMAN & BROWN, LLP

PHILIP BROWN
ARK EGERMAN
LEE A. EGERMAN
DAVID BROWN

9401 Wilshire Boulevard
Suite 500
Beverly Hills, California 90212-2918

TELEPHONE
(310)248-6299

TELECOPIER
(310)248-6288

RECEIVED
CITY OF BEVERLY HILLS
OCT 10 2006
PLANNING DEPARTMENT

October 10, 2006

Ms. Rita Naziri
City of Beverly Hills
Planning Department
455 N. Rexford Drive
Beverly Hills, CA 90210

Re: Beverly Wilshire Owner, LP - William Morris Project

Dear Rita:

I am enclosing to you copies of a revised Application for Beverly Wilshire Owner, LP changing the name of the zone to Creative Office Plan Development Overlay Zone (C-O-PD Overlay Zone) pursuant to your request. The three documents enclosed are a Zoning Amendment Application, a new Article 18.3 Creative Office Planed Development Overlay Zone (C-O-PD Overlay Zone) and a General Plan Amendment.

Please note that I have also made an amendment to BHMC 10-3-100 which was not in the original application and a few minor modifications throughout the document to correspond to the new zone name.

Should you have any questions, please do not hesitate to contact me at the number listed above.

Very truly yours,

MARK EGERMAN

ME/jl
enc.
S:\Clients\BEVERLY WILSHIRE OWNER\Naziri.10-09-06.wpd

EGERMAN & BROWN, LLP

PHILIP BROWN
MARK EGERMAN
LEE A. EGERMAN
DAVID BROWN

9401 Wilshire Boulevard
Suite 500
Beverly Hills, California 90212-2918

TELEPHONE
(310) 248-6299

TELECOPIER
(310) 248-6288

RECEIVED
CITY OF BEVERLY HILLS
MAR 16 2007
PLANNING & COMMUNITY
DEVELOPMENT DEPARTMENT

March 13, 2007

City of Beverly Hills
Attn: Ms. Rita Naziri
Planning Department
455 N. Rexford Drive
Beverly Hills, CA 90210

Re: Beverly Wilshire Owner, LP - William Morris Project

Dear Rita:

Enclosed please find an Amendment to the Application of Beverly Wilshire Owner, LP in which the applicant is requesting a modification to the parking covenant reducing the parking covenant from 262 spaces to 150 spaces as per the parking needs analysis prepared by Fehr & Peers/Kaku Associates.

Very truly yours,

MARK EGERMAN

ME/jl
enc.
cc: Rod Wood, City Manager
Vince Bertoni
Larry Wiener, Esq.
S:\Clients\BEVERLY WILSHIRE OWNER\Naziri.03-12-07.wpd

GENERAL PLAN AMENDMENT

PREAMBLE: ON MAY 17, 1977, THE BEVERLY HILLS CITY COUNCIL ADOPTED THE LAND USE ELEMENT OF THE GENERAL PLAN, WHICH WAS AMENDED FROM TIME TO TIME. THE LAND USE ELEMENT OF THE GENERAL PLAN PROVIDES IN PART AS FOLLOWS:

"THE PERMITTED INTENSITY OF COMMERCIAL AREA DEVELOPMENT SHOULD REMAIN AS IT NOW EXISTS, ALTHOUGH IT MAY BE WELL TO CONSIDER ALLOWING HIGHER DENSITIES IN CERTAIN 'ANCHOR' LOCATIONS."

"ASIDE FROM THE ISSUES OF CHANGE WHICH FACE THE COMMUNITY AS NEW DEVELOPMENT OCCURS AND NEW DEMANDS ARE PLACED UPON THE CITY, IT IS EQUALLY IMPORTANT TO RECOGNIZE THAT THE PROCESS OF MAINTAINING THE QUALITY OF LIFE IS A DYNAMIC ONE. THE CITY'S PROGRAMS MUST BE ABLE TO RECOGNIZE AND RESPOND TO THE PROBLEMS WHICH TYPICALLY AFFECT CITIES, SUCH AS DETERIORATION OF ITS OLDER HOUSING STOCK, OBSOLESCENCE OR LOSS OF COMPETITIVE ABILITY OF COMMERCIAL AREAS, RISING COSTS AND OVERBURDENED SERVICES AND FACILITIES, AND INCREASED PROBLEMS OF ACCESSIBILITY AND PARKING."

"THROUGH ITS POLICIES AND PROGRAMS, THEREFORE, THE CITY MUST PROVIDE THE OPPORTUNITY AND INCENTIVES, WITHIN THE GUIDELINES OF THE CITY'S OBJECTIVES, WHICH WILL ENCOURAGE PRIVATE INVESTMENT IN THE REGENERATION AND REDEVELOPMENT PROCESS, USING SUCH DEVICES AS THE 'IN-LIEU' PARKING PROGRAM. IN THOSE INSTANCES WHERE PRIVATE INVESTMENT CANNOT DIRECTLY ACHIEVE MUNICIPAL OBJECTIVES, SUCH AS THE PROVISION OF CENTRALIZED PARKING FOR COMMERCIAL AREAS, THEN THE CITY SHOULD TAKE THE INITIATIVE AND RESPONSIBILITY TO MAKE IT HAPPEN."

"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. 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."

"THE ANCHOR LOCATIONS SHOULD ENCOURAGE UNIFIED DEVELOPMENT ORIENTED TOWARDS AND ALONG WILSHIRE BOULEVARD PLANNED TO COMPLEMENT THE SCALE AND CHARACTER OF ADJACENT RESIDENTIAL AREAS. IN ADDITION, DEVELOPMENT OF THE ANCHOR LOCATIONS SHOULD INCORPORATE MEASURES TO ENHANCE STREETS, SIDEWALKS, AND ROADWAYS IN ORDER TO ENCOURAGE PEDESTRIAN CIRCULATION BETWEEN THESE AREAS AND THE BUSINESS TRIANGLE."

THE LAND USE PORTION OF THE GENERAL PLAN, SPECIFICALLY MAP 1 [LAND USE PLAN] IS AMENDED FOR THE REASONS SET FORTH IN THE OBJECTIVES OF THE CREATIVE OFFICE PLANNED DEVELOPMENT OVERLAY ZONE (C-O-PD OVERLAY ZONE) AS FOLLOWS:

THE AREA IN THE MAP BOUNDED ON THE SOUTH BY WILSHIRE BOULEVARD, ON THE NORTH BY DAYTON WAY, ON THE EAST BY BEVERLY DRIVE, AND ON THE WEST BY THE ALLEY BETWEEN BEVERLY DRIVE AND RODEO DRIVE BE DESIGNATED "LOW DENSITY, GENERAL OR MEDIUM DENSITY CREATIVE OFFICE" WITH A 4.5:1 FAR AND A MAXIMUM HEIGHT OF 92 FEET.

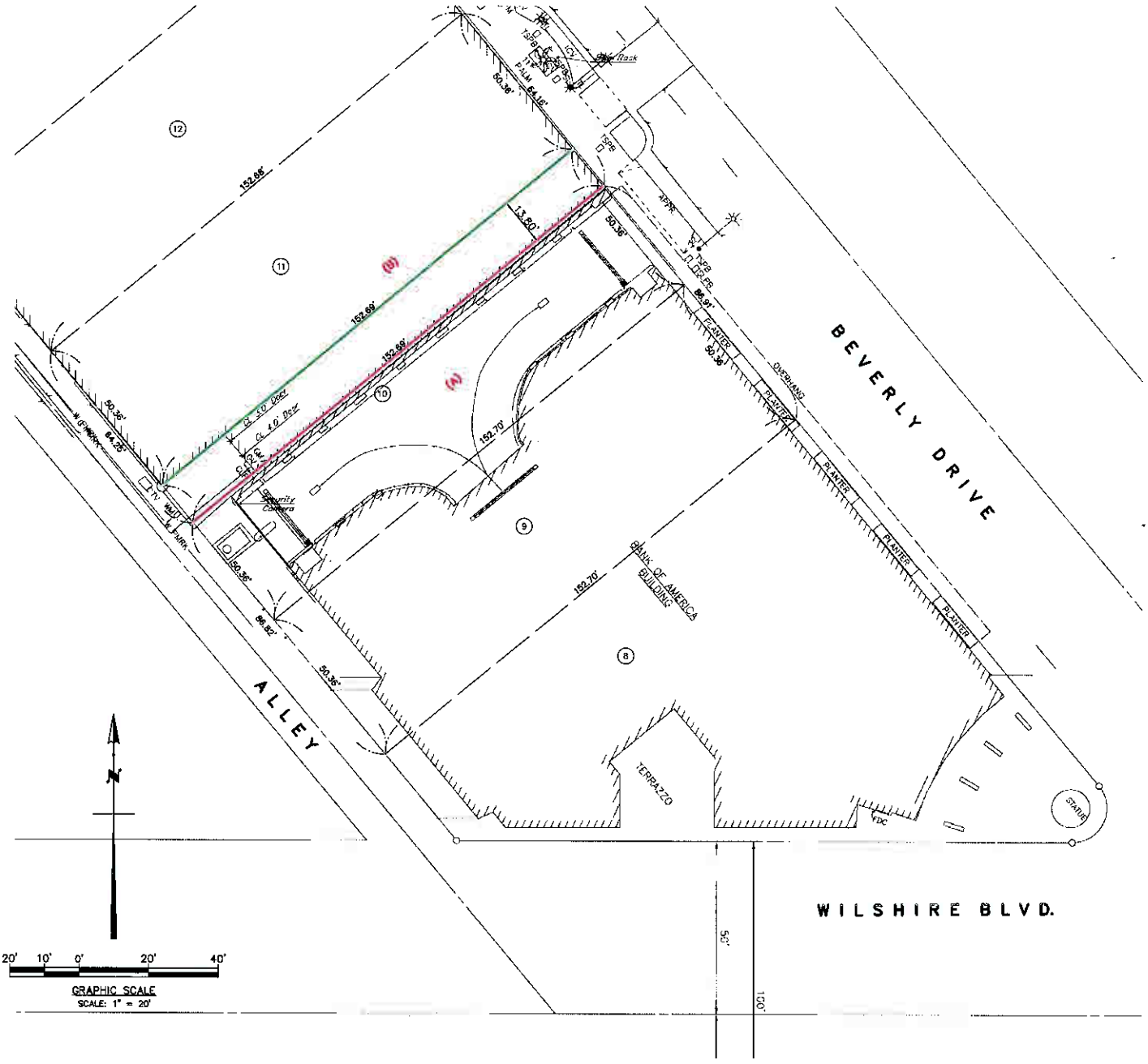
SCALE: 1" = 20'

SHEET 1 OF 1

LOT LINE ADJUSTMENT
NO._____

BEING A LOT LINE ADJUSTMENT OF LOTS 9, 10 AND 11 IN BLOCK 10 OF "BEVERLY" IN THE CITY OF BEVERLY HILLS, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 11, PAGE 94 OF MAPS, RECORDS OF LOS ANGELES COUNTY.

AUGUST 29, 2007



20' 10' 0' 20' 40'

GRAPHIC SCALE
SCALE: 1" = 20'

OWNER:
MARK EGERMAN
9401 WILSHIRE BLVD., STE 500
BEVERLY HILLS, CA. 90212
(310) 248-6299

SITE ADDRESS:
9465 WILSHIRE BOULEVARD
BEVERLY HILLS, CA. 90212

ZONING:
C-3
(COMMERCIAL ZONE)

LEGEND
= EXISTING LINE
= PROPOSED LINE

EXISTING PARCEL AREAS
LOT 9: 7,689 SQ. FT.
LOT 10: 7,689 SQ. FT.
LOT 11: 7,688 SQ. FT.

PROPOSED PARCEL AREAS
PARCEL A: 13,264 SQ. FT.
PARCEL B: 9,803 SQ. FT.

NOTE: LEGAL DESCRIPTIONS PROVIDED ON SEPARATE SHEETS.

PROFESSIONAL LAND SURVEYOR
JOHN CHIAPPE JR.
No. 7230
Exp. 12-31-2008
STATE OF CALIFORNIA

SURVEYOR: JOHN CHIAPPE, JR.
PSOMAS 11444 W. OLYMPIC BLVD, SUITE 750 WEST LOS ANGELES, CA. 90064
310- 954-3700 PH.
310- 954-3777 FAX

PSOMAS

Project No. 1EGE0101

LEGAL DESCRIPTION

BUILDING EASEMENT

A strip of land 1.75 feet wide being a portion of Lot 10 in Block 10 of Beverly Tract, in the City of Beverly Hills, County of Los Angeles, State of California, as per map recorded in Book 11 Page 94 of Maps, in the office of the County Recorder of said County, lying above a horizontal plane with a lower elevation of 259.43 feet, the southeasterly line being described as follows:

Beginning at the point of intersection of the northeasterly line of said Lot 10 and the southeasterly line of the northwesterly 13.80 feet of said Lot 10; thence along said southeasterly line, South 50°30'23" West, 30.18 feet to the True Point of Beginning, thence continuing along said southeasterly line, South 50°30'23" West 11.27 feet.

Said Elevation is based upon the City of Beverly Hills Bench Mark No. 278, described as a Brass Cap 6.6 feet east of curb at the southeast corner of Wilshire Boulevard and Camden Drive, Elevation = 239.55 feet (1987 Adjustment).

This legal description is delineated on accompanying "EXHIBIT MAP" and is made a part hereof for reference purposes and is not intended to be used in the conveyance of land in violation of the Subdivision Map Act of the State of California.

Prepared under the direction of

Douglas R. Howard PLS 6169
PSOMAS

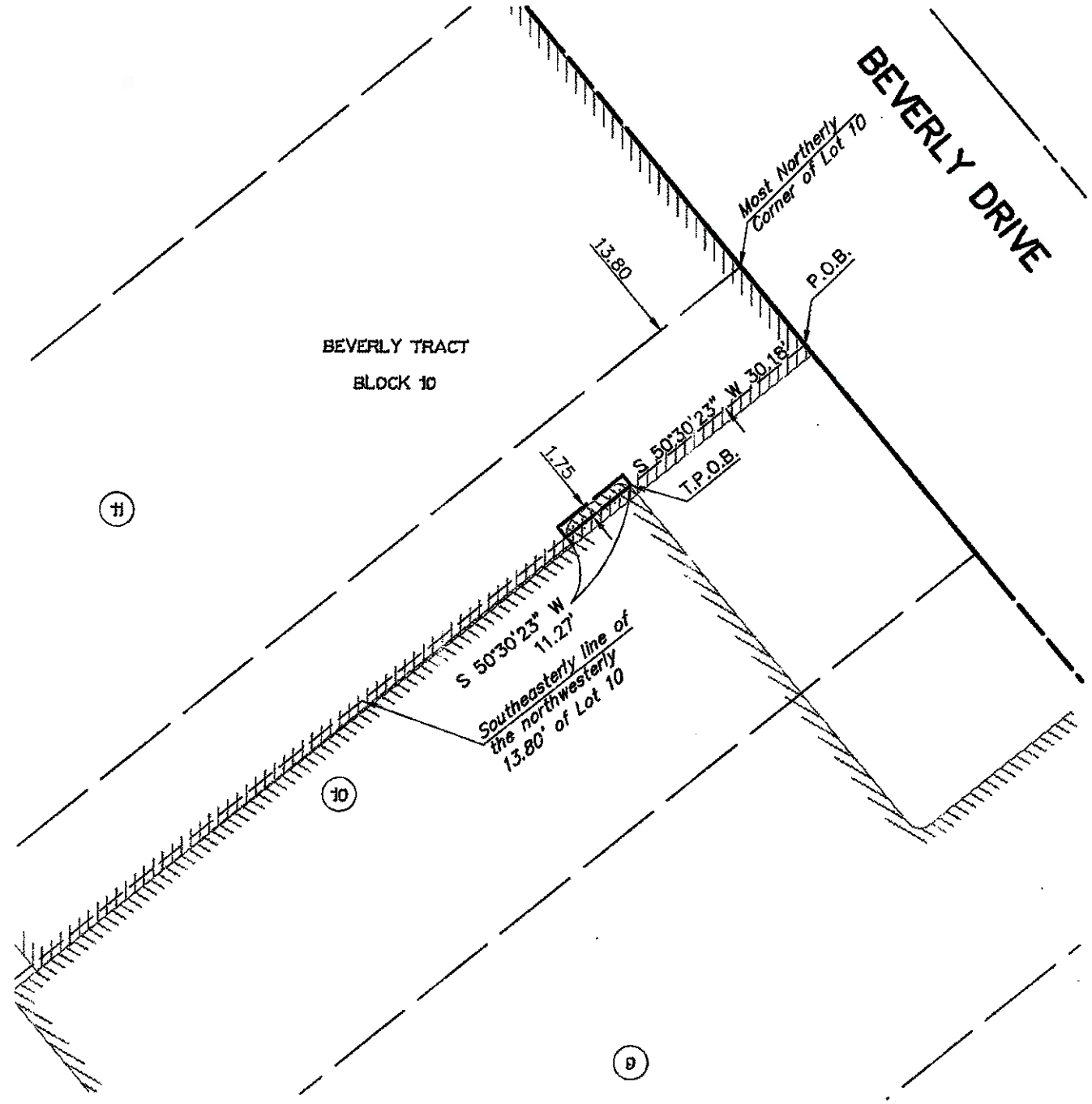
9/20/2007
DATE

SCALE: 1"=20'

SHEET 1 OF 1

EXHIBIT MAP

AIRSPACE EASEMENT
IN THE CITY OF BEVERLY HILLS
COUNTY OF LOS ANGELES, STATE OF CALIFORNIA
SUPPLEMENTAL EXHIBIT TO LEGAL DESCRIPTION - JOB NO: 1EGE0101



PSOMAS

Sept. 20, 2007 - 10:05:38 DWG Name: W:\1EGE010100\SURVEY\LEGALS\pl-legl-easement.dwg Updated By: kslee

LEGAL DESCRIPTION

PROPOSED PARCEL B

Lot 11 and the northwesterly 13.80 feet of Lot 10 in Block 10 of Beverly Tract, in the City of Beverly Hills, County of Los Angeles, State of California, as per map recorded in Book 11 Page 94 of Maps, in the office of the County Recorder of said County.

This legal description is delineated on accompanying "Lot Line Adjustment" and is made a part hereof for reference purposes and is not intended to be used in the conveyance of land in violation of the Subdivision Map Act of the State of California.

Prepared under the direction of

Douglas R. Howard PLS 6169
PSOMAS

9/20/2007
DATE

LEGAL DESCRIPTION

PROPOSED PARCEL A

Lots 9 and 10 in Block 10 of Beverly Tract, in the City of Beverly Hills, County of Los Angeles, State of California, as per map recorded in Book 11 Page 94 of Maps, in the office of the County Recorder of said County.

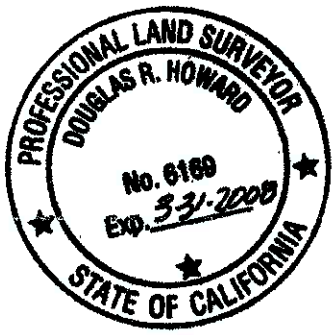
Except therefrom the northwesterly 13.80 feet of said Lot 10.

This legal description is delineated on accompanying "Lot Line Adjustment" and is made a part hereof for reference purposes and is not intended to be used in the conveyance of land in violation of the Subdivision Map Act of the State of California.

Prepared under the direction of

Douglas R. Howard PLS 6169
PSOMAS

9/20/2007
DATE



AMENDMENT TO APPLICATION OF BEVERLY WILSHIRE OWNER, LP
9465 WILSHIRE BLVD. - 231-265 N. BEVERLY DRIVE

Applicant, Beverly Wilshire Owner, LP, herein amends its prior applications to the City in reference to the project at 9465 Wilshire Boulevard and 231-265 North Beverly Drive, Beverly Hills, California to amend two covenants, one dated January 2, 1958, recorded in the Office of the County Recorder of the County of Los Angeles, State of California in Book 56509, pg. 60, instrument number 3433 and a second covenant dated September 27, 1958, recorded in the Office of the County Recorder of the County of Los Angeles, State of California in Book M142, pg. 148, instrument number 4290.

It is requested that both covenants be modified reduced the 92,500 square feet of parking covenanted in lots 13, 14, 15, and 16 to provide necessary automobile parking in connection with the Bank of America Building built on lots 8, 9, and 10 to a total of 52,958 square feet, or the equivalent of 150 parking spaces as defined in the proposed overlay zone for said project.

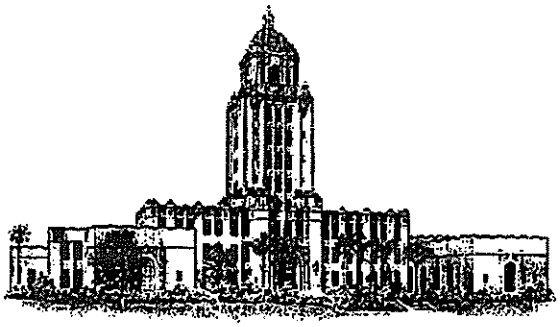
This amendment also requests the modification of any other covenants, resolutions, ordinances, or documents regarding parking on lots 13 through 16 for the benefit of lots 8, 9 and 10 to a total of 150 spaces.

The basis for this request is the study by Fehr & Peers/Kaku Associates establishing that at peak hours the maximum number of parking spaces needed by the Bank of America building in the parking structure on lots 13 through 16 is 150 spaces.

Dated: March 13, 2007

BEVERLY WILSHIRE OWNER, LP

By: _____
MARK EGERMAN, Attorney for
Beverly Wilshire Owner, LP



CITY OF BEVERLY HILLS

STAFF REPORT

Date: November 7, 2007

To: Honorable Mayor and Members of the City Council

From: Dr. Scott G Miller, Chief Financial Officer

Subject: Financial Impact of William Morris Project on City Revenues

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Over the past several years, the City Council has been very concerned about the City's ability to keep pace with the growing costs of our high levels of services to the residents and businesses in our city. The City Council and staff have spent considerable time discussing the general economy, the City's revenues and expenditures, and the City's possible revenue and expenditure "cross-over" at City Council meetings and with community groups.

In light of these concerns, the Council commissioned in 2006 a very detailed and statistically significant economic study with Muni-Financial pinpointing the City's revenue sources, what are the strengths and weaknesses in our economy and what we need to do to stay competitive in an ever-increasing competitive world.

That study clearly points to survive; the City not only needs to strengthen our current business base, but to also retain and attract businesses of similar world wide significance to keep up in the ever changing worlds of retail, entertainment and hoteliers. Beyond the studies conclusions, the City significantly depends on the fact that over 70% of the City's general fund revenues comes from or through businesses, in the form of our business tax, transient occupancy tax, sales tax and to a smaller degree, property tax.

The Muni Financial study, as well as our own business tax reviews, identifies certain businesses that produce higher levels of business tax in relation to other elements of a typical business (i.e., customer trips, in-direct generation of sales tax, city revenue dollars per square foot, etc.). While I am prohibited by law to reveal specific numbers, without a doubt, firms such as William Morris produce a higher rate of direct and indirect tax revenue dollars then most of the other office based businesses in the City.

This fact is so well known to our neighboring Cities and they have made "lucrative offers" to businesses like William Morris to come to their locations instead. Unfortunately, these cities have been very successful and William Morris is the last of the major businesses in this industry that the City still has- where once we had all of them.

While not having the expertise to comment on the pros or cons of this specific development proposal, I can say that there would be a material revenue loss (both directly and indirectly) to the City's tax base if we lose a business like William Morris.

CC: Rod Wood, City Manager
Vince Bertoni, Community Development Director

Project Plans