



AGENDA REPORT

Meeting Date: December 5, 2007

Item Number: E-2

To: Honorable Mayor & City Council

From: Vincent P. Bertoni, AICP, Director of Community Development
Rita Naziri, Senior Planner
Larry Sakurai, Principal Planner

Subject:

- A) RESOLUTION OF THE CITY COUNCIL 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.
- B) RESOLUTION OF THE COUNCIL OF THE CITY OF BEVERLY HILLS AMENDING THE BEVERLY HILLS GENERAL PLAN TO ESTABLISH A MEDIUM DENSITY GENERAL COMMERCIAL LAND USE DESIGNATION FOR THE PROPERTY LOCATED AT 231-265 NORTH BEVERLY DRIVE IN CONJUNCTION WITH CONSTRUCTION OF A HEADQUARTERS OFFICE FOR WILLIAM MORRIS AGENCY.
- C) 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 IN CONJUNCTION WITH CONSTRUCTION OF A HEADQUARTERS OFFICE FOR WILLIAM MORRIS AGENCY

- D) RESOLUTION OF THE COUNCIL 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)

- E) AN ORDINANCE OF THE CITY OF BEVERLY HILLS APPROVING A DEVELOPMENT AGREEMENT BETWEEN THE CITY OF BEVERLY HILLS, BEVERLY WILSHIRE OWNER, LP AND WILLIAM MORRIS AGENCY, LLC FOR PROPERTY LOCATED AT 231-265 NORTH BEVERLY DRIVE IN CONJUNCTION WITH CONSTRUCTION OF A HEADQUARTERS OFFICE FOR WILLIAM MORRIS AGENCY

Attachments:

Background Information including:

- 1. Final EIR documents
- 2. Resolution certifying the Final EIR and making findings and statements of overriding considerations and adopting a Mitigation Monitoring and Reporting Program
- 3. Resolution approving a General Plan Amendment
- 4. Ordinance to create an Entertainment Office Overlay Zone and apply the Zone to the site
- 5. Resolution approving a Planned Development application and Lot Line Adjustment and upholding appeals in part and denying appeals in part
- 6. Ordinance approving a Development Agreement

RECOMMENDATIONS

Staff recommends the following actions related to the project entitlements:

- 1. Adopt a resolution certifying the Final EIR and making findings and statements of overriding considerations and adopting a mitigation monitoring and reporting program.
- 2. Adopt a resolution approving a General Plan Amendment for the project.
- 3. Adopt an Ordinance establishing an Entertainment Office Overlay Zone and applying the Overlay Zone to the subject site
- 4. Adopt an Ordinance approving a Development Agreement.
- 5. Adopt a resolution conditionally approving a Planned Development application and lot line adjustment.

INTRODUCTION

The project Applicant, Beverly Wilshire Owner, LP (the "Applicant") 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. 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, and 30,875 gross square feet of retail space (up to 8,000 square feet of which will be restaurant space) on the ground floor. The floor area as defined by the Municipal Code is 170,793 square feet. A private screening room of up to 200 seats is proposed as a component of the talent agency function.

As originally proposed, the project would include a four-and-one-half level subterranean parking structure with 665 parking spaces including tandem, compact, and tandem/compact spaces. During project Planning Commission hearings the number of parking spaces was increased to 697 spaces. At the City Council hearings of November 7, 2007, and November 20, 2007, the Applicant agreed to provide additional parking spaces on a full fifth parking level, bringing the parking to 744 spaces.

On October 30, 2007 appeals from the Planning Commission's October 25, 2007 decision were filed pertaining to conditionally approved Planned Development and 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, Beverly Wilshire Owner LP.

Pursuant to a discussion at the November 7, 2007 public hearing, the City Council established an ad hoc committee to meet with the project developer and the representatives of the William Morris Agency. On November 15 and 19, 2007, the ad hoc committee of the City Council consisting of Mayor Delshad and Vice Mayor Brucker met with representative of Beverly Wilshire Owner, LP, The William Morris Agency, and staff to discuss major aspects of the project. The appeal and subcommittee recommendations were discussed at the City Council hearing of November 20, 2007 and the City Council gave direction for the preparation of resolutions and ordinances for the project.

DISCUSSION

The remainder of this report is organized as follows:

- Summary of Council Discussion and Direction on Project Issues
- Summary of Council Direction on Project entitlements.
- Other Issues

ISSUES

Issue: Keeping William Morris Agency in Beverly Hills

At the hearing of November 20, 2007, the City Council acknowledged the desire to retain the William Morris Agency in the City of Beverly Hills. The Council reviewed the ad hoc committee's recommendation that the William Morris lease alone is not sufficient to address the City's concern that the entitlements be used to retain William Morris in Beverly Hills and discussed financing difficulties presented by limitations on use. The

Council supported the committee's recommendation that the Development Agreement be revised to contain language that would result in a financial disincentive to William Morris leaving the City. The consensus was that the following provision would be added to the Development Agreement:

- A penalty will be assessed and paid by the landlord (or William Morris as sublessor) if the William Morris occupancy of the building falls below 100,000 square feet of floor area during the 14 years of the lease's initial term and if any office space is leased or subleased to another tenant. The penalty would amount to 50% of any premium realized by leasing office space other than to William Morris.

Issue: Screening Room Parking

The City Council discussed the Planning Commission's limitation of the screening room to 100 seats unless a Conditional Use Permit is granted. The Planning Commission felt that additional parking would be required for a screening room in excess of 100 seats. The Council reviewed the ad hoc committee's recommendations that the parking provided in the structure be expanded to a total of 744 spaces by providing an expanded fifth level of parking in the structure. With the addition of these spaces, a total of 47 additional spaces will be provided since the Planning Commission action, in excess of Code. The Council supported the ad hoc committee's recommendation, thus with providing the additional parking plus conditions that would limit the use of the screening room, there was no longer a need for a conditional use permit, and eliminated the 100 seat cap on the screening room, allowing up to 200 seats.

Issue: Parking for Employees and Patrons of Tenants and Prohibition Against Leasing Parking to Non Tenants.

City Council discussed the Commission's requirement that free parking be provided for employees and patrons of tenants. The City Council agreed with the imposition of this condition and the Council added language to the relevant condition of approval recognizing that the cost of parking may be paid as rent by a tenant.

City Council agreed with the Planning Commission's requirement prohibiting leasing of parking to members of the general public both in the project and the Bank of America building. The Council directed that such leasing only be permitted under very limited circumstances with City approval. Council added several conditions related to potential leasing of parking spaces:

- a. A request to lease parking spaces would require studies of parking demand provided by the applicant and peer reviewed by an independent source contracted by the City.
- b. A threshold of 5% of the total amount of parking may potentially be leased with Community Development Director approval. Requests for over 5% would require Planning Commission approval.
- c. Parking spaces may be leased for a maximum of six month terms.

Issue: Subway Portal

Given that the William Morris Project and the Bank of America interests are intertwined (e.g. parking covenant, garage access), it has been suggested that the project presents an opportunity to obtain an offer to dedicate an easement of up to 15 feet in width and 20 feet in length to the City of Beverly Hills for a subway portal should the Los Angeles County Metropolitan Transit Authority (Metro) extend the Purple Line along Wilshire Boulevard. The applicant expressed to the ad hoc committee a willingness to provide such a portal at no charge to the Metro, subject to a number of conditions outlined to the Council in the Agenda Report for the hearing of November 20, 2007 and Memorandum dated November 16, 2007 to the City Council from Vincent Bertoni. The City Council discussed the conditions and gave direction that the term of the easement would be 20 years rather than 15 years; thus the conditions to be noted in the Development Agreement would be as follows:

1. That applicant to dedicate an easement to the City of Beverly Hills for a period of 20 years for a future subway portal;
2. That Metro has adopted a Wilshire alignment for the subway through Beverly Hills;
3. That Metro has secured funding for the construction of the station within 20 years;
4. That the portal does not interfere with or limit access to the building or any commercial space on the ground floor;
5. That the portal does not cause the loss of any parking spaces in the building; and
6. That the portal and proposed station does not affect the structural integrity of the building.

Issue: Public Parking in the Evenings and on Weekends

The City Council discussed the requirement, the appeal, and the ad hoc committee's recommendation. Based on the ad hoc committee's recommendation, the City Council directed that public parking be available at the rates charged in City garages after the 7:00 p.m. hour and on weekends. These times would avoid conflict with the William Morris working hours and address concerns about operations of the garage.

Issue: Loading Spaces

The City Council discussed the ad hoc committee's recommendation and the advantages of the two alternative loading space configurations and based on the committee's recommendation allowed the diagonal loading as originally proposed.

The City Council directed staff to prepare resolutions approving the project reflecting these changes (attached).

PROJECT ENTITLEMENTS

Certification of the Final Environmental Impact Report (FEIR)

A Final Environmental Impact Report has been prepared that reflects the direction of the City Council from its hearing of November 20, 2007. The Final EIR includes Response to Comments, an Errata document, and Mitigation Monitoring and Reporting Program.

The project has been revised to include additional parking and condition of approval language has been added to limit the screening room use in such a way that it remains an ancillary use to the primary talent agency use. The Final EIR document would be revised to include the final parking total of 744 spaces and eliminate the limitation of 100 seats in the screening room. Mitigation Measure PSD1 has been modified to match the City Council findings on the appeal.

A Resolution certifying the Final Environmental Impact Report has been prepared for City Council Consideration with findings of fact, statements of overriding considerations, and a Mitigation Monitoring and Reporting program (attached).

Planned Development Approval/Appeal

The Planned Development approval was appealed by the applicant. The City Council has given direction that supports in part and denies in part the appeal as discussed above. The City Council directed staff to prepare a resolution approving the Planned Development in keeping with the appeal findings. A resolution has been prepared for City Council consideration approving the Planned Development (attached).

General Plan Amendment

As proposed, 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 three stories or 45 feet).

The draft resolution is included as an attachment to this Agenda Report.

Zone Change/ Entertainment Office Planned Development Overlay Zone (E-O-PD Overlay Zone)

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 entertainment related uses in the designated area to utilize the additional height and density standards of the overlay zone and allow the use of compact, tandem, and compact/tandem parking spaces within the building's parking structure.

The draft Ordinance is included as an attachment to this Agenda Report.

Development Agreement

The proposed Development Agreement is intended to provide benefits to both the City and the Applicant. The Agreement vests the project entitlements for a limited period, provides the public with greater assurance that William Morris will be the primary tenant of the Project and financial penalties if William Morris is not, additional discounted public parking in the evenings and on weekends, and provides the City with infrastructure fees and additional fees that could not otherwise be required of the developer.

At its hearing of November 20, 2007, the City Council discussed the points of the Development Agreement. As part of those discussions, the City Council also incorporated a dedication of an easement for a subway portal into the Development Agreement,

as outlined in the previous Issues section; the following elements have been added to the Development Agreement provided for Council consideration:

The City Council, directed staff to prepare an Ordinance approving the Development Agreement. The draft Ordinance and draft Development Agreement are included as an attachment to this Agenda Report.

OTHER ISSUES

Encroachments into Public Right-of-Way

After construction is completed, there will be a permanent subsurface encroachment under the sidewalk and Beverly Drive of 25 feet, four and one-half inches and under the sidewalk of Dayton Way of four feet, six inches. This encroachment request requires the City Council approval. The Applicant's plans have always shown the encroachment into the public right-of-way, but the Applicant has never actually filed an application for the encroachment. Staff is working with the Applicant to submit the written application for the City Council's consideration and approval. A resolution will be prepared for consideration at a future date.

PUBLIC NOTICE AND COMMENTS

The public hearing was closed at the November 20, 2007 City Council meeting. No additional public notice was necessary. No letters were received from the members of public during preparation of this report.

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. In order to strengthen the City's financial health, it is essential to retain or attract businesses with world wide significance to the City to keep up the City's ability to provide the residents

Meeting Date: December 5, 2007

and businesses high levels of services. Additional benefits are provided through a proposed development agreement, as discussed above.

Vincent P. Bertoni, AICP
Director of Community Development



Approved By

ATTACHMENT 1

**Final Environmental Impact Report
Project Revisions and Updates**



A. Project Revisions and Updates

A.1 Revisions to Project Description

Beginning in July 2007 through December 2007, the project was reviewed by both the Planning Commission and the City Council. The Planning Commission held seven 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. In addition, the City Council held two public hearings on November 7, 2007 and November 20, 2007.

In response to concerns raised throughout the public hearing process with the Planning Commission and City Council, the project applicant revised the site plan. Key changes to the site plan include:

- Added a secondary ingress location off Beverly Drive at the existing Bank of America building garage to supplement the primary ingress/egress location off Dayton Way.
- Increased the number of on-site parking spaces from 665 to 744. The increase in parking spaces ensures the project provide code-compliant parking.

Additional project revisions are noted in the following section.

REVISED PROJECT COMPONENTS

As a result of direction by the Planning Commission and the City Council, the revised project incorporates the following components:

- The project site includes only the 1.1 acres at 231 to 265 North Beverly Drive. The Bank of America building site (0.63 acres) has been removed from the project site.
- The project approvals (general plan amendment, zoning code amendment, zone change, planned development permit, and development agreement) are applicable only to the 1.1-acre site (231 to 265 North Beverly Drive). The Bank of America building site has been removed from these approvals.
- The building's gross floor area remains unchanged at 208,100 square feet.
- The uses proposed on-site (office, retail, and restaurant) remain unchanged.



- The maximum height permitted under the overlay zone is 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.
- The maximum floor area ratio for the project is 3.6:1.
- The project description includes a secondary ingress location off Beverly Drive.
- The project description provides a total of 744 on-site parking spaces by providing 79 additional parking spaces. This was achieved by removing drive aisles on levels P2 through P4 and striping those aisles for parking spaces, and by extending the half level of parking on level 4.5 (level P5).
- The project description provides for a maximum screening room size of 200 seats.
- The project description maintains the original diagonal loading dock area off the alley.
- The project description maintains the existing Bank of America building parking covenant at 262 parking spaces.
- The project description increases the cubic yards of excavation from 95,000 to 106,000.

ENVIRONMENTAL CONCLUSION REGARDING PROJECT REVISIONS

The inclusion of a secondary ingress location eliminated the previously identified significant unavoidable traffic impact at Rodeo Drive/Dayton Way.

The increase in cubic yards of excavation does not significantly increase the air quality and noise impacts associated with hauling the dirt, and do not increase the impacts such that they exceed the identified thresholds. Also, the additional truck trips are below the identified significance threshold.

All other impacts identified in the EIR remain unchanged.

In conclusion, the revisions to the project description, noted above, do not result in any new substantial environmental impacts, and do not constitute significant new information requiring recirculation pursuant to Public Resources Code Section 21092.1 or 14 California Code of Regulations Section 15088.5.



A.2 Revised Project Description for Final EIR

Section 1.3, Project Summary, and Section 3.6, Project Characteristics, of the Final EIR have been revised to reflect the final changes to the project description, detailed below. The final changes supersede proposed changes to the project description noted in Section 13.8, Errata. The text in its entirety will replace the text in Section 1.3 and Section 3.6 from the Draft EIR in the Final EIR.

The project consists of a General Plan Amendment, a Zoning Code Amendment, a Zone Change, a Planned Development Permit, Development Agreement, lot line adjustment, lot tie covenant, and associated ministerial permits, as well as development of new office and retail uses. The proposed land use and zoning amendments are described as follows:

- 1) General Plan Amendment: The City's *General Plan* is proposed to be amended to add a new land use category for the project site. The new category will allow for entertainment office-related uses and will change the allowable height to accommodate the proposed project. The project site will then be designated as Medium Density Commercial Creative Office on the associated land use map.
- 2) Zoning Code Amendment: The City's *Zoning Code* is proposed to be amended to include a new zoning category to implement the Medium Density Creative Office *General Plan* designation for the project site. The proposed zoning designation is the "Entertainment Office Planned Development Overlay (E-O-PD) Zone." This new Planned Development Overlay Zone will apply new development standards for the site, although where not specified, the standards of the underlying General Commercial (C-3) Zone will still apply. In addition, the Overlay will establish a Floor Area Ratio of 3.6:1 and height of 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, whichever is less.
- 3) Zone Change: The zoning designation for the project site is proposed to be changed to impose the new E-O-PD overlay zone, and the City's Zoning Map will be modified to depict the project site subject to the "E-O-PD" overlay zone.
- 4) Planned Development Permit: A permit will be required 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 Permit, which specifies the proposed uses and development standards associated with the planned development, will be subject to approval by the City Planning Commission.
- 5) Development Agreement: An agreement between the applicant and the City to address, among other things, project fiscal impacts and development impact fees.



In addition to the proposed amendments to the City’s *General Plan* and *Zoning Code*, the project requires a lot line adjustment and lot tie covenant in order to consolidate existing lots to be consistent with the boundaries of existing and proposed land uses on-site, and to avoid creation of substandard lots, respectively.

Also, the 262-parking space covenant that currently exists with the 265 North Beverly Drive parking structure will remain in place with no changes.

The Planned Development Permit will provide the details of a new six-story office building to be constructed on the 48,067-square-foot (1.1-acre) site. 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, and a five-level subterranean parking structure with 744 total spaces (refer to *Table 3-2, Proposed Uses* and *Exhibit 3-4, Project Site Plan*). The proposed floor area for the proposed development is approximately 3.6:1 per the proposed overlay zone.

**TABLE 3-2
 Proposed Uses**

Use	Acres	Gross Floor Area (SF)	Net Floor Area (SF)	Stories/Height (Feet)	Floor Area Ratio ²	Parking Spaces
Office		177,225	142,735	Second through Sixth Floors		
Retail		22,875	20,763	First Floor		
Restaurant		8,000	7,295	First Floor		
Parking						744
Total	1.1	208,100¹	170,793	6/88	3.6:1	744

SF = Square Feet
 1. Gross floor area includes mechanical penthouse, but does not include the loading dock area.
 2. Floor Area calculated per Code.

SCREENING ROOM

A maximum 200-seat screening room is proposed as part of the tenant improvements for the new office building. The applicant intends the private screening room to be private and for the sole use of the new building’s tenant and the tenant’s guests. It is anticipated that the screening room will function in the following capacities:



- Use by tenant for informal meetings of on-site staff members on a weekly basis;
- Use by tenant for movie screenings during business hours approximately once every two weeks, with attendance generally limited to on-site staff members; and
- 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.

OPEN TERRACE

On the second level of the building on the south side, there will be an open terrace measuring approximately 71.5 feet in width from the newly constructed building to the adjacent Bank of America building to the south. 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 stories. A proposed fifth- and sixth-story building overhang will reduce the opening between the new building and the Bank of America building over the terrace to 40 feet.

BUILDING MATERIALS

The building is proposed to be constructed of structural steel over a cast in place concrete five-level subterranean parking garage. The exterior of the building is proposed to be clad in a cross-curtain wall glass system.

BUILDING HEIGHTS

The height of the proposed office building will be approximately 88 feet. The first floor height will be 17 feet; floors two, three, four, and five will be 14 feet in height; and floor six will be 15 feet in height. In addition, there will be a mechanical penthouse 15 feet in height. The maximum height allowed under the proposed zoning and General Plan Amendment is 92 feet.

BUILDING SETBACKS

The westerly side of the building along the alley will be set back 22 feet for the second to the sixth stories. There will be a 30-foot setback on Dayton Way for the fifth and sixth stories, and there will be a 7-foot setback on Beverly Drive for the second to sixth stories. The ground floor of the proposed structure will be built to the property line on all sides, and therefore will have zero (0') setbacks.



ENCROACHMENTS

During construction, there will be an encroachment into the sidewalk and Beverly Drive on the west side of Beverly Drive of 25 feet, four and one-half inches. There will also be 4.5 feet of encroachment into the sidewalk on Dayton Way. After construction is completed, there will be a permanent subsurface encroachment under the sidewalk and street of Beverly Drive of 17 feet and sidewalk on Dayton Way of 4.5 feet.

SITE ACCESS

One ingress access to the parking structure will be from Dayton Way on the north and a second ingress location to the parking will be from Beverly Drive on the east using the existing entrance into the Bank of America building parking garage. Two egress accesses from the parking structure will be to Dayton Way on the north, and to the alley between Beverly Drive and Rodeo Drive on the west. Additionally, there will be an opening in the subterranean garage on parking level P4 so that there will be reciprocal access between the Bank of America garage and the proposed office building garage.

PARKING

The project will also contain a five-level subterranean parking structure. The parking structure will have a total of 744 spaces, of which 15 will be handicap spaces, 347 will be standard spaces, 113 will be compact spaces, 225 will be tandem spaces, and 44 tandem compact spaces. Of the total 744 spaces, 262 will be replacement parking for the Bank of America building adjacent to the proposed building. A parking management (operations) plan, approved by the City of Beverly Hills, 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.

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.



VALET PARKING FOR BEVERLY DRIVE TENANTS DURING CONSTRUCTION

Construction will require the temporary removal of approximately 20 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.

DEMOLITION AND CONSTRUCTION

The project will first demolish all on-site structures, and then excavate, regrade, and compact the cleared and excavated area to provide a suitable construction surface for the proposed new parking and commercial structures. An estimated 12,000 cubic yards of demolition materials (building/structure-related) will be removed from the site.

GRADING

An estimated 106,000 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 five-level subterranean parking structure beneath the office building. Grading will not be balanced on-site, with all excavated soil requiring export to a permitted Class II (inert waste) disposal facility.

PHASING

For purposes of this EIR, it is assumed that the demolition of existing structures and construction of the proposed parking and commercial structures will occur in one phase, with the completion of construction occurring in early to mid-2009. Details of the various demolition and construction tasks are described below.

Demolition operations are anticipated to last approximately four months. Prior to below grade work, affected utilities along Beverly Drive, Dayton Way, and the alley (if required) will be temporarily relocated or supported in place to allow for the shoring and excavation operations.

A vertical shoring system, consisting of steel beams, laggings, and tie-backs or raker beams, will be installed along Beverly Drive, Dayton Way, and the alley. The shoring system will encroach into the metered parking lane of traffic on Beverly Drive. The subterranean parking garage mass excavation and temporary dewatering, if required, will begin after the shoring operation has commenced. The shoring and excavation operations are anticipated to last for approximately five months.

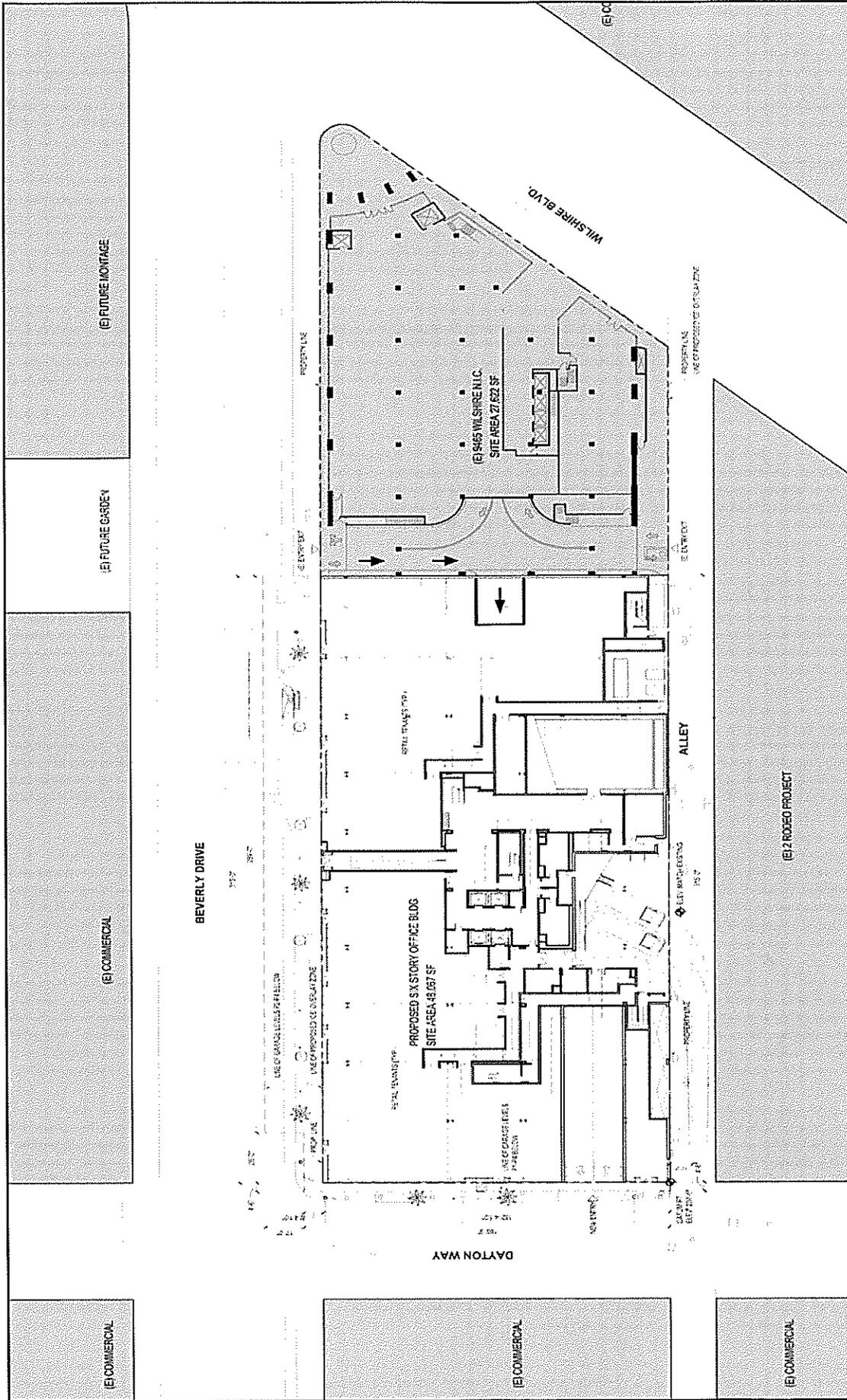
Upon completion of the mass excavation, the concrete mat slab foundation will be placed, waterproofing will be installed, and the perimeter shotcrete walls will be installed. Interior structural walls, columns, and decks will be formed and placed until the lid of the parking



structure is completed at existing grade. The shotcrete and concrete below-grade work is anticipated to last for approximately six months.

Next, the structural steel frame of the above-grade portion of the building will begin. Metal decking and concrete fill will follow closely with structural steel erection. Storefront, curtainwall, exterior metal studs, roofing, and other façade elements will commence as the structure takes shape to enclose the building. The structure and enclosure are anticipated to last for approximately ten months.

The next phases include interior and exterior finishes, along with landscaping and hardscape. The balance of this work is anticipated to last for approximately two months.



Source: Gensler Architects; January 16, 2007.

NOT TO SCALE



0797 • JUN 10 105662



A.3 Other Updates/Changes for Final EIR

Following City Council deliberation and action on the proposed project, the following changes will be made to the Final EIR.

1. Topical Response No. 3 is no longer applicable. Section 13.8, Errata, identified text changes from the Draft EIR to the Final EIR associated with Topical Response No. 3. The proposed text changes are noted in the Errata on modified pages 1-20 to 1-21, 5.3-36 through 5.6-38, and 9-11. These text changes are also no longer applicable and will not be made in the Final EIR. In addition, Mitigation Measure PSD-1 will be removed from Section 12.0, Mitigation Monitoring and Reporting Program.
2. Additional wording will be added to the Monitoring Action for Mitigation Measure PMC1 in Section 12.0, Mitigation Monitoring and Reporting Program to acknowledge valet parking for Beverly Drive tenants during construction.
3. Table 5.6-10, Proposed Project Parking Summary, will be revised to reflect the total count of 744 parking spaces. In addition, the text on pages 5.6-27 and 5.6-28 will also be revised to reflect the final parking count of 744 parking spaces.
4. The proposed project will be required to meet parking code requirements and provide 262 parking spaces per the Bank of America building parking covenant. Thus, the proposed project is required to provide 730 parking spaces. As noted above, the proposed project is providing 744 parking spaces; resulting in a surplus of 14 parking spaces.
5. The following text will be added to page 5.6-36 prior to the Operational Off-Site Parking heading in the Draft EIR for the Final EIR to reflect the revised proposal of parking the project per Code and the existing Bank of America building parking covenant. All tables and text references to the tables following this insert will be renumbered accordingly.

It is important to note that, although revisions to the Draft EIR have been made, none of the conclusions have changed regarding parking supply and demand, or their significance. Therefore, impacts related to parking supply and demand remain less than significant.



ON-SITE PARKING UNDER EXISTING ZONING WITH EXISTING BANK OF AMERICA BUILDING PARKING COVENANT

- ◆ OPERATION OF THE PROPOSED PROJECT COULD CREATE A DEMAND FOR PARKING THAT EXCEEDS ON-SITE PARKING SUPPLY DURING WEEKDAY AND/OR WEEKEND CONDITIONS WITH EXISTING ZONING AND THE EXISTING BANK OF AMERICA BUILDING PARKING COVENANT.

Level of Significance Before Analysis and Mitigation: Less Than Significant Impact.

Impact Analysis: As shown in Table 5.6-18, On-Site Parking Spaces Required for Proposed Project Assuming Existing Zoning and Actual Bank of America Demand, according to the existing City parking code, 468 on-site parking spaces are required to park the proposed project. Table 5.6-18 also shows that when the existing parking covenant for the adjacent Bank of America building 262 spaces is accounted for, a total of 730 on-site parking spaces are required for the proposed project under existing zoning with the existing Bank of America building parking covenant..

**TABLE 5.6-18
On-Site Parking Spaces Required for Proposed Project Assuming Existing Zoning and Existing Bank of America Building Parking Covenant**

Net Floor Area ¹	City Parking Requirements	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
Existing Parking Covenant for the Bank of America Building at 9465 Wilshire Boulevard		262
Total On-Site Parking Spaces Required		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 5.6-19, On-Site Parking Spaces Required for Proposed Project Assuming Existing Zoning and Actual Bank of America Demand, summarizes the number of on-site parking spaces required for the office component and non-office components of the proposed project based on existing zoning parking requirements shown in *Table 5.6-18*.

TABLE 5.6-19
On-Site Parking Spaces Required for Proposed Project Assuming Existing Zoning and Existing Bank of America Building Parking Covenant

Land Use	On-Site Parking Spaces Required
Office On-Site Parking Requirement	
Proposed Office	408
Existing Bank of America Building Covenant	262
Total On-Site Parking Spaces Required for Office	670
Non-Office On-Site Parking Requirement	
Proposed Retail	60
Proposed Restaurant	93
Proposed Restaurant Shared Parking Allowance	- 93
Total On-Site Parking Spaces Required for Non-Office	60
Total On-Site Parking Requirement	730

As shown in *Table 5.6-19*, the total of 730 on-site parking spaces required for the proposed project site under existing zoning consists of 670 parking spaces for the office component and 60 parking spaces for the non-office components of the proposed project.

Table 5.6-20, On-Site Parking Spaces Provided by Proposed Project (Existing Zoning and Bank of America Building Parking Covenant), summarizes the number of on-site parking spaces required for the proposed project under existing zoning according to City parking requirements compared to the number of on-site parking spaces provided by the proposed project.



TABLE 5.6-20
On-Site Parking Spaces Provided by Proposed Project
(Existing Zoning and Bank of America Building Parking Covenant)

City-Required On-Site Parking Spaces According to Existing Zoning	On-Site Parking Spaces Provided ¹	Excess Number of On-Site Parking Spaces Provided	Sufficient On-Site Parking Spaces Provided?	Significant Impact?
730	744	14	Yes	No

As shown in *Table 5.6-20*, since 730 on-site parking spaces are required by the City under existing zoning and 744 on-site parking spaces are planned to be provided by the proposed project, a surplus of 14 on-site parking spaces is forecast to occur under existing zoning when accounting for the existing 262-space parking covenant for the adjacent Bank of America building, resulting in a less than significant on-site parking impact under existing zoning with the existing Bank of America building parking covenant.

Mitigation Measures: No mitigation measures are required.

Level of Significance After Analysis and Mitigation: Less Than Significant Impact.

ATTACHMENT 2

RESOLUTION OF THE CITY COUNCIL 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

RESOLUTION NO. _____

RESOLUTION OF THE CITY COUNCIL 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 City Council 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 Planning Commission, on October 25, 2007, adopted Resolution No. 1487 certifying the Final EIR for the Project, making environmental findings pursuant to CEQA, adopting a statement of overriding considerations and adopting a Mitigation

Monitoring and Reporting Program. The Applicant subsequently filed a timely appeal of the EIR certifications, requesting review by the City Council.

Section 9. The City Council considered the Project at its meeting of November 7, 2007, and set a hearing on the appeal of the Planning Commission's certification of the Final EIR, and the appeal of the Planning Commission's conditional approval of the Planned Development Permit for November 20, 2007. The City Council considered the appeals at the November 27, 2007 meeting and provided direction to staff and the Applicant regarding revisions to the Project, and requested preparation of documents for certification of the EIR and approval of the Project, and granting in part and denying in part the appeals.

Section 10. 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, the City Council 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 11. The City Council finds that agencies and interested members of the public have been afforded ample notice and opportunity to comment on the EIR.

Section 12. The Planning Commission and City Council independently reviewed and considered the contents of the Final EIR prior to deciding whether to approve the Project. The City Council hereby finds that the Final EIR, as modified by the Council's

direction, reflects the independent judgment of the City and the City Council. The City Council 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, and City Council hearings does not constitute new information requiring recirculation of the EIR under CEQA. None of the information presented to the Planning Commission or City Council has deprived the public of a meaningful opportunity to comment upon a substantial environmental impact of the Project or a feasible mitigation measure or alternative that the City has declined to implement.

Section 13. The City Council finds that the comments regarding the Draft EIR and the responses to those comments have been received by the City; that the Planning Commission and City Council received public testimony regarding the adequacy of the EIR; and that the City Council, 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 City Council hereby certifies that the Final EIR has been completed in compliance with CEQA.

Section 14. Based upon the Final EIR and the record before the Planning Commission and City Council, the City Council 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 15. Based upon the Final EIR and record before the Planning Commission and City Council, the City Council 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 16. Based upon the EIR and record before the Planning Commission and the City Council, the City Council 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 17. Based upon the EIR and record before the Planning Commission and City Council, the City Council 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 18. The EIR describes, and the City Council 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 City Council hereby makes the findings set forth in Exhibit A, which is attached hereto and incorporated by reference, and in the Final EIR.

Section 19. For the traffic, air quality, and solid waste impacts identified in the Final EIR as “significant and unavoidable,” the City Council hereby adopts the “Statement of Overriding Considerations” as set forth in Exhibit B, which is attached hereto and incorporated herein by reference. The City Council finds that each of the overriding benefits, by itself, would justify proceeding with the Project despite and significant unavoidable impacts identified in the Final EIR or alleged to be significant in the record of proceedings.

Section 20. The City Council hereby adopts the mitigation measures set forth in the Mitigation Monitoring and Reporting Program, attached hereto as Exhibit C and incorporated herein by this reference, and imposes each mitigation measure as a condition of Project approval. The City Council 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 21. The City Clerk shall certify to the adoption of this Resolution, and shall cause this Resolution and his certification to be entered into the Book of Resolutions of the Council of the City.

Adopted:

JIMMY DELSHAD
Mayor of the City of
Beverly Hills, California

ATTEST:

BRYON POPE
City Clerk

APPROVED AS TO FORM:



LAURENCE S. WIENER
City Attorney

APPROVED AS TO CONTENT:



VINCENT P. BERTONI, AICP
Director of Community Development

EXHIBIT A

Findings and Facts in Support of Findings

I. Introduction.

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

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

B. Such changes or alterations are within the responsibility of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency.

C. Specific economic, social, or other considerations make infeasible the mitigation measures or project alternatives identified in the EIR.¹

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

II. Project Objectives.

As set forth in the EIR, objectives 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.

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.

These conclusions do not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaces on the project site.

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. This conclusion does not change with the Applicant’s project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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.

These conclusions are reinforced by the Applicant's project revisions that increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

J. HYDROLOGY, DRAINAGE, AND WATER QUALITY

1. Development associated with the proposed Project would not result in adverse groundwater quality impacts. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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 City Council finds that the feasible mitigation measures for the Project identified in the Final EIR would reduce the Project's impacts to a less than significant level, with the exception of those unmitigable impacts discussed in Article VI below. The City Council adopts all of the feasible mitigation measures for the Project described in the Final EIR as conditions of approval of the Project and incorporates those into the Project.

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. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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. These 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 City Council 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 City Council 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 City Council 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 City Council 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 City Council 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. 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 City Council 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 peak hour, but not Weekday mid-day peak hour.

(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 lane 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 P5 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. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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 and City Council regarding parking demand studies undertaken by the City's environmental consultants. The City Council, exercising its independent judgment, concludes that operation of the proposed Project would not 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 Applicant has revised the Project to provide at least 744 parking spaces, or 14 more than the 730 required by code.

(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, concluded that a total of 730 on-site parking spaces were necessary to ensure that the Project provides a sufficient quantity of parking. The Applicant subsequently revised the plans to provide 744 parking spaces on-site, and presented those plans to the City Council. Thus, the City Council finds that the Project as revised, including a maximum 200-seat screening room, will not result in a significant parking impact and no mitigation is required.

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, and by the Applicant's revision to provide 744 on-site parking spaces.

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. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaces on the project site.

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. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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 from 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. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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 and five level subterranean parking garage, 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 slab 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. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaces on the project site.

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. This conclusion does not change

with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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 below ground levels that could require dewatering depending on the groundwater levels. 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. This conclusion does not change with the Applicant's project revisions to increase the size of the parking garage to accommodate approximately 744 parking spaced on the project site.

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 data 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, as 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 traps, 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 PM₁₀, 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 (PM₁₀), particulate matter, - 2.5 microns and smaller (PM_{2.5}) and oxides of sulfur (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 PM₁₀ 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 PM₁₀ 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 City Council 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 City Council 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 City Council 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 City Council 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 City Council 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 City Council finds that each of the alternatives is infeasible for various environmental, economic, technical, social, or other reasons set forth above. The City Council 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 City Council 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 City Council has balanced the benefits of the Project against its unavoidable impacts and has indicated its willingness to accept those adverse impacts. The City Council finds that each one of the following benefits of the Project, independent of the other benefits, would warrant approval of the Project notwithstanding the unavoidable environmental impacts of the Project.

A. The City Council finds that all feasible mitigation measures have been imposed 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.



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	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

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
		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.			
<p>Traffic</p> <p>TR1</p> <p>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.</p> <p>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.</p>	Department of Public Works/ Civil Engineering and Community Development	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.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>TR2</p> <p>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.</p> <p>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.</p>	See above.	See above.	See above.		
<p>TR3</p> <p>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.</p> <p>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.</p>	See above.	See above.	See above.		
<p>TR4</p> <p>Beverly Drive/Dayton Way – At the northeastern corner of the project site, the project applicant shall restripe (by removing the</p>	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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.	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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 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.		
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, which will be maintained on	The Parking Operation Plan is effective immediately upon issuance of building permits for the project, and shall remain effective throughout the life		



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
		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.	of the project.		
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: <ul style="list-style-type: none"> • 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. 	Community Development Department	The primary contractor shall submit to the department a 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.	The program and affidavit shall be submitted prior to the commencement of any work on the project site. This measure shall be in effect until the issuance of the certificate of occupancy.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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. See above	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 times, and especially during periods of high demands by visitors and pass-holders.	Community Development Department	See above	See above.		
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 Department	See above. In addition, any measures applicable to the restaurant operations shall	See above. Prior to application of a tenant improvement permit, the		



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
<p>Community Development prior to the issuance of a building permit. At a minimum, the parking operations plans shall address the following:</p> <ul style="list-style-type: none"> • Parking allocation in the garage; • Garage access and control systems; • Valet and/or attendant assistance; • Staffing levels. <p>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:</p> <ul style="list-style-type: none"> • 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 		<p>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.</p>	<p>prospective tenant shall provide the preferred methods selected to operate the restaurant parking per the Community Development Director review and approval.</p>		



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
<p>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.</p> <ul style="list-style-type: none"> 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. 					
<p>Air Quality</p> <p>AIR1</p> <p>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.</p> <ul style="list-style-type: none"> 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 	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 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	This measure shall be met during the during construction period. This measure shall be in effect until the issuance of certificate of occupancy.		



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

Mitigation Measure	Responsible Department	Monitoring Action	Verification of Completion	
			Check Box	Date
<p>sufficiently watered or securely covered to prevent excessive amounts of dust;</p> <ul style="list-style-type: none"> 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. 		<p>will also review the work to ensure that it complies with the requirements noted in the construction management plan.</p>		



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
<p>AIR2</p> <p>All trucks that are to haul excavated or graded material on-site shall comply with <i>State Vehicle Code</i> 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).</p>	Community Development Department	See above.	See above.		
<p>AIR3</p> <p>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 traps, 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:</p> <ul style="list-style-type: none"> All diesel fueled off-road construction equipment shall be California Air Resources Board certified or use post- 	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>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 PM₁₀, 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.</p> <ul style="list-style-type: none"> 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. 				



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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					
NO1 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	Community Development Department	The project applicant shall submit a construction management plan to the Director of Community Development prior to	This measure shall be met during the during construction period. This measure shall be in effect until the issuance		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>operating and maintained mufflers that exceed state requirements for muffler attenuation devices.</p> <ul style="list-style-type: none"> 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 		<p>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.</p>	<p>of certificate of occupancy.</p>		



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

Mitigation Measure	Responsible Department	Monitoring Action	Verification of Completion	
			Check Box	Date
<p>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.</p> <ul style="list-style-type: none"> 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. 	Community Development Department	A "Nighttime Construction Noise Plan" shall be submitted to the Director of Community prior to issuance of any grading or	The measure shall be met during the construction period. This measure shall be in effect until the issuance	
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,			



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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.		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.	of the certificate of occupancy.	
Geology GEO1	Community Development/ 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	
The project applicant shall incorporate all applicable recommendations of the <i>Geotechnical Report</i> into the design of proposed structures to address seismic groundshaking and other earthquake-related seismic hazards.				



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

231 – 265 North Beverly Drive Project Environmental Impact Report Mitigation Monitoring and Reporting Program					
	Mitigation Measure	Responsible Department	Monitoring Action	Verification of Completion	
				Check Box	Date
GEO2	The project applicant shall implement all applicable recommendations related to corrosion control contained in Appendix A of the <i>Geotechnical Report</i> .	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	Community Development Department	The project applicant shall prepare a Water Quality	Prior to issuance of grading and building	



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
<p>comply with the County Standard Urban Stormwater Mitigation Plan requirements of the NPDES MS4 permit.</p> <p>Hazards and Hazardous Materials</p>	Department	Management Plan.	permits.		
<p>HAZ1</p> <p>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.</p>	Community Development Department/Bullding & 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.		
<p>HAZ2</p> <p>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:</p> <ul style="list-style-type: none"> • 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

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 be collected and analyzed. Qualified environmental personnel shall be present on site to assist in characterizing and segregating	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>Solid Waste</p> <p>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.</p>					
<p>SW1</p> <p>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.</p>	<p>Department of Community Development, Department of Public Works</p>	<p>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.</p>	<p>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.</p>		
<p>SW2</p> <p>The location of recycling/separation areas shall be in close</p>	<p>See above.</p>	<p>See above.</p>	<p>See above.</p>		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>proximity to dumpsters for non-recyclables, elevators, loading docks, and primary internal and external access points.</p> <p>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.</p>	See above.	See above.	See above.		
Fire Protection Services					
<p>FS1 Adequate emergency vehicle access to all buildings on the project site shall be provided throughout the building construction process.</p>	<p>Community Development/ Building & Safety Division</p> <p>Fire Department</p>	<p>The Construction Management Plan shall be reviewed by the Community 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.</p>	<p>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.</p>		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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/ Building & Safety Division Police Department	The Construction Management Plan shall be reviewed by the Community 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	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
	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.	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.		



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

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	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

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
		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.			
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.		



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

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
TR2	<p>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.</p> <p>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.</p>	See above.	See above.	See above.		
TR3	<p>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.</p> <p>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.</p>	See above.	See above.	See above.		
TR4	<p>Beverly Drive/Dayton Way – At the northeastern corner of the project site, the project applicant shall restripe (by removing the</p>	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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.	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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 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.		
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, which will be maintained on	The Parking Operation Plan is effective immediately upon issuance of building permits for the project, and shall remain effective throughout the life		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>Parking Management During Construction</p> <p>PMc1 In order to address parking for construction workers during demolition, excavation, and shoring activities, the following steps shall be implemented:</p> <ul style="list-style-type: none"> • 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. 		<p>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.</p>	of the project.		
	Community Development Department	<p>The primary contractor shall submit to the department a 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.</p>	<p>The program and affidavit shall be submitted prior to the commencement of any work on the project site. This measure shall be in effect until the issuance of the certificate of occupancy.</p>		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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. See above	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 times, and especially during periods of high demands by visitors and pass-holders.	Community Development Department	See above	See above.		
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 Department	See above. In addition, any measures applicable to the restaurant operations shall	See above. Prior to application of a tenant improvement permit, the		



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
<p>Community Development prior to the issuance of a building permit. At a minimum, the parking operations plans shall address the following:</p> <ul style="list-style-type: none"> • Parking allocation in the garage; • Garage access and control systems; • Valet and/or attendant assistance; • Staffing levels. <p>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:</p> <ul style="list-style-type: none"> • 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 		<p>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.</p>	<p>prospective tenant shall provide the preferred methods selected to operate the restaurant parking per the Community Development Director review and approval.</p>	



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>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.</p> <ul style="list-style-type: none"> 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. 					
<p>Air Quality AIR1</p> <p>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.</p> <ul style="list-style-type: none"> 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 	Community Development	The project applicant shall submit a construction management plan to the Director of Community Development prior to issuance of any grading or construction permits. The plan shall be reviewed by the Community Development Department and filed with the Building & 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	This measure shall be met during the during construction period. This measure shall be in effect until the issuance of certificate of occupancy.		



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

Mitigation Measure	Responsible Department	Monitoring Action	Verification of Completion	
			Check Box	Date
<p>sufficiently watered or securely covered to prevent excessive amounts of dust;</p> <ul style="list-style-type: none"> 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. 		<p>will also review the work to ensure that it complies with the requirements noted in the construction management plan.</p>		



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
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 traps, 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: <ul style="list-style-type: none">All diesel fueled off-road construction equipment shall be California Air Resources Board certified or use post-	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
<p>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 PM₁₀, 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.</p> <ul style="list-style-type: none"> 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. 					



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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: • Construction contracts shall specify that all construction equipment, fixed or mobile, shall be equipped with properly	Community Development Department	The project applicant shall submit a construction management plan to the Director of Community Development prior to	This measure shall be met during the during construction period. This measure shall be in effect until the issuance		



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
<p>operating and maintained mufflers that exceed state requirements for muffler attenuation devices.</p> <ul style="list-style-type: none"> 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 		<p>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.</p>	<p>of certificate of occupancy.</p>		



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

Mitigation Measure	Responsible Department	Monitoring Action	Verification of Completion		
			Check Box	Date	
<p>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.</p> <ul style="list-style-type: none"> 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	Community Development Department	A "Nighttime Construction Noise Plan" shall be submitted to the Director of Community prior to issuance of any grading or	The measure shall be met during the construction period. This measure shall be in effect until the issuance		



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
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.		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.	of the certificate of occupancy.		
Geology GEO1	Community Development/ 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		
The project applicant shall incorporate all applicable recommendations of the <i>Geotechnical Report</i> into the design of proposed structures to address seismic groundshaking and other earthquake-related seismic hazards.					



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
GE02	The project applicant shall implement all applicable recommendations related to corrosion control contained in Appendix A of the <i>Geotechnical Report</i> .	See above.	requirement. 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	Community Development Department	The project applicant shall prepare a Water Quality	Prior to issuance of grading and building		



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
comply with the County Standard Urban Stormwater Mitigation Plan requirements of the NPDES MS4 permit.	Department	Management Plan.	permits.		
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/Buidin g & 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: <ul style="list-style-type: none"> 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**

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 be collected and analyzed. Qualified environmental personnel shall be present on site to assist in characterizing and segregating	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
Solid Waste					
<p>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.</p> <p>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.</p>	<p>Department of Community Development, Department of Public Works</p>	<p>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.</p>	<p>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.</p>		
<p>The location of recycling/separation areas shall be in close</p>	<p>See above.</p>	<p>See above.</p>	<p>See above.</p>		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>proximity to dumpsters for non-recyclables, elevators, loading docks, and primary internal and external access points.</p> <p>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.</p>	See above.	See above.	See above.		
Fire Protection Services					
<p>FS1 Adequate emergency vehicle access to all buildings on the project site shall be provided throughout the building construction process.</p>	<p>Community Development Department/ Building & Safety Division</p> <p>Fire Department</p>	<p>The Construction Management Plan shall be reviewed by the Community 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.</p>	<p>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.</p>		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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 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	See above.	See above.	See above.		



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

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
	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.	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.		

ATTACHMENT 3

RESOLUTION OF THE COUNCIL OF THE CITY OF BEVERLY HILLS AMENDING THE BEVERLY HILLS GENERAL PLAN TO ESTABLISH A MEDIUM DENSITY GENERAL COMMERCIAL LAND USE DESIGNATION FOR THE PROPERTY LOCATED AT 231-265 NORTH BEVERLY DRIVE IN CONJUNCTION WITH CONSTRUCTION OF A HEADQUARTERS OFFICE FOR WILLIAM MORRIS AGENCY

RESOLUTION NO. 07-R-

RESOLUTION OF THE COUNCIL OF THE CITY OF BEVERLY HILLS AMENDING THE BEVERLY HILLS GENERAL PLAN TO ESTABLISH A MEDIUM DENSITY GENERAL COMMERCIAL LAND USE DESIGNATION FOR THE PROPERTY LOCATED AT 231-265 NORTH BEVERLY DRIVE IN CONJUNCTION WITH CONSTRUCTION OF A HEADQUARTERS OFFICE FOR WILLIAM MORRIS AGENCY

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

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

Section 2. The Land Use portion of the General Plan, specifically Map 1 (Land Use Plan), is hereby amended by designating the area in the map that consists 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 the William Morris project ("Project"), as Medium Density Commercial with a maximum 3.6:1 Floor Area Ratio (FAR) and a maximum height of 92 feet, as shown on the map attached hereto as Exhibit A and incorporated herein by this reference.

Section 3. The Project proposed for 231-265 North Beverly Drive, including the General Plan Amendment, 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. An Environmental Impact Report was prepared and the City Council has certified the Final Environmental Impact Report, made appropriate environmental findings, and adopted a Mitigation Monitoring and Reporting Program for the project as fully set forth in Resolution No. 07-R-_____, adopted by the City Council on December 5, 2007. That Resolution is incorporated by reference, and made a part hereof as if fully set forth herein. Further, the mitigation measures set forth therein are hereby made applicable to the general plan amendment for the project at 231-265 North Beverly Drive.

Section 4. The City Clerk 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 Council of the City.

Adopted:

JIMMY DELSHAD
Mayor of the City of Beverly Hills, California

ATTEST:

BYRON POPE
City Clerk

Approved as to form:



LAURENCE S. WIENER
City Attorney

Approved as to content:

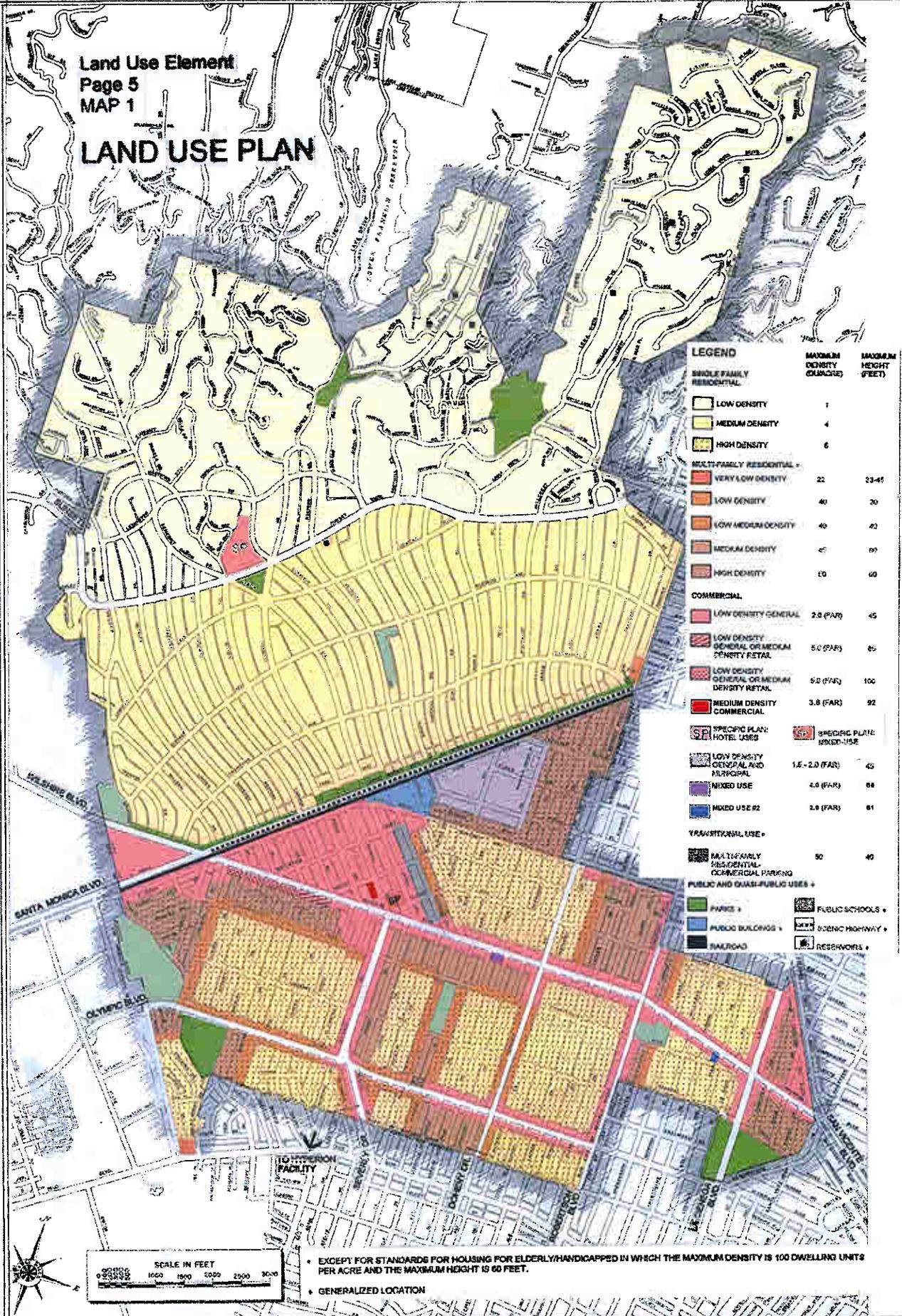


VINCENT P. BERTONI, AICP
Director of Community Development

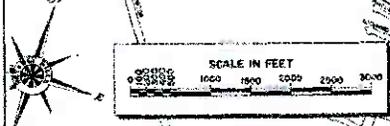
EXHIBIT A

[Land Use Map]

LAND USE PLAN



	MAXIMUM DENSITY (Dw./Acre)	MAXIMUM HEIGHT (FEET)
SINGLE FAMILY RESIDENTIAL		
LOW DENSITY	1	
MEDIUM DENSITY	4	
HIGH DENSITY	6	
MULTI-FAMILY RESIDENTIAL		
VERY LOW DENSITY	22	23-45
LOW DENSITY	40	20
LOW-MEDIUM DENSITY	40	40
MEDIUM DENSITY	40	60
HIGH DENSITY	60	60
COMMERCIAL		
LOW DENSITY GENERAL	2.0 (FAR)	45
LOW DENSITY GENERAL OR MEDIUM DENSITY RETAIL	5.0 (FAR)	65
LOW DENSITY GENERAL OR MEDIUM DENSITY RETAIL	5.0 (FAR)	100
MEDIUM DENSITY COMMERCIAL	3.8 (FAR)	92
SP SPECIFIC PLAN: HOTEL USES		
SP SPECIFIC PLAN: MIXED-USE		
LOW DENSITY GENERAL AND AGRICULTURAL	1.5 - 2.0 (FAR)	45
MIXED USE	4.0 (FAR)	68
MIXED USE #2	2.0 (FAR)	61
TRANSITIONAL USE		
MULTI-FAMILY RESIDENTIAL-COMMERCIAL PARKING	50	40
PUBLIC AND QUASI-PUBLIC USES		
PARKS		
PUBLIC BUILDINGS		
RAILROADS		
PUBLIC SCHOOLS		
SCENIC HIGHWAY		
RESERVOIRS		



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

ATTACHMENT 4

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 IN CONJUNCTION WITH CONSTRUCTION OF A HEADQUARTERS OFFICE FOR WILLIAM MORRIS AGENCY

ORDINANCE NO. 07-O-_____

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 IN CONJUNCTION WITH CONSTRUCTION OF A HEADQUARTERS OFFICE BUILDING FOR WILLIAM MORRIS AGENCY

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 duly noticed public hearings on November 7, 2007 and November 20, 2007. Evidence, both written and oral, was presented at said hearings.

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 City Council, by Resolution No. 07-R-_____ adopted on December 5, 2007, (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. That Resolution is incorporated herein by reference, and made a part hereof as if fully set forth herein. 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 quality major
entertainment 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
businesses 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 increased 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; and

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 talent agency business, such as food service, reprographics, news stands, and similar service oriented activities.

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

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.

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: PERMITTED AND PROHIBITED USES

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 uses permitted in the applicable underlying zone.

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.

Ancillary commercial uses may be permitted on any floor. However, the total floor area occupied by ancillary commercial uses above the ground floor shall not exceed 5% of the floor area of the building.

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

Building projects 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 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 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 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 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 as may be allowed by a planned development approval pursuant to article 18.4 of this chapter.

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:

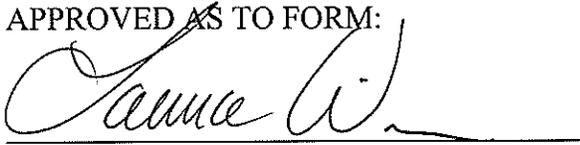
JIMMY DELSHAD
Mayor of the City of Beverly Hills, California

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

The northerly 13.8 feet of lot 10 and all of lots 11, 12, 13, 14, 15 and 16 in Block 10 of Beverly drive inn the City of Beverly Hills, County of Los Angeles, State of California as per Book 11, Page 94 of Maps, of the Office of the County Recorded of said County.

///

///

ATTACHMENT 5

RESOLUTION OF THE COUNCIL 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)

RESOLUTION NO. 07-R-

RESOLUTION OF THE COUNCIL 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 Council of the City of Beverly Hills hereby finds, resolves and determines as follows:

Section 1. 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 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 for the adjacent Bank of America Building at 9461 Wilshire Boulevard.

Section 2. The approvals requested by the Applicant include 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 a floor area ratio (FAR) not to exceed 3.6:1;

2.2 Zoning Code Amendment: a request to create an overlay zone (the “Entertainment Office Planned Development Overlay Zone” (E-O-PD)) and set specific development standards 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 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 approximately fourteen (14) feet to the south, in effect increasing the width of Lot 11 by approximately fourteen (14) 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, and potential benefits and protections for the City.

Section 3. The Planning Commission held duly noticed public hearings on the Project on July 25, August 9, September 5, September 6, September 27, October 11, and October 25, 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. Evidence, both written and oral, was presented at said hearings.

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 City Council held a public hearing on the legislative applications on November 7 and November 20, 2007. The City Council also held a public hearing on the appeal of the Planning Commission's approval of the Planned Development permit, and lot line adjustment and certification of the DEIR on November 20, 2007.

Section 5. In response to comments and direction from the Planning Commission and the City Council, the Applicant has revised or agreed to revise the Project in the following ways:

5.1. Parking. Additional parking has been provided on levels P2 through P5, so that the total number of parking spaces being provided in the Project will equal 744.

5.2. Access. Additional access into the Project 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 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.

5.4. 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 6. 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 City Council, by separate Resolution No. ____, 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 7. 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 Building 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) 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, regrading and compacting the site for the proposed building. The major Project components are as follows:

7.1 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;

7.2 The currently proposed parking layout shows a total of 744 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;

7.3 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;

7.4 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;

7.5 The maximum Floor Area Ratio is 3.6:1, based upon the proposed building; and

7.6 The proposed building will be constructed by using techniques and measures as used in “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 8. 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. The City Council, by separate resolution has amended the General Plan and by ordinance has adopted the E-O-PD Overlay Zone and applied the zone to the Project Site.

Section 9. The E-O-PD Overlay Zone requires approval of a Planned Development permit pursuant to Article 18.4, Planned Development, of the City’s Zoning Code prior to construction of a Project pursuant to the standards of the Overlay Zone. 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:

9.1 To provide additional opportunities to locate a 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;

9.2 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;

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

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

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

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

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

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

9.9 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

9.10 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 10. Staff finds that, with the proposed conditions imposed on the approval of the Project, the Project meets the criteria outlined in Section 9. 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 City Council during Project hearings, including those related to use of the screening room and terrace and proposed parking garage operations.

10.1 The proposed Project will provide 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. The programmatic building needs of the intended tenant, William Morris Agency, 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.

10.2 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 talent agency in ways not currently available in the City. The Project will make available contiguous Class A office space that is not available in a similar configuration anywhere else 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.

10.3 The proposed Project will provide for the enhancement of employment and commerce within the Project area by locating new entertainment talent agency offices in the area and 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. The William Morris Agency has executed a lease to occupy the Project upon its completion.

10.4 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. The William Morris Agency has executed a lease to occupy the Project upon its completion.

10.5 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, the Two Rodeo complex, and the proposed Beverly Hills Gardens.

10.6 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 rental of office space and from the operation of an entertainment talent agency businesses, and an increase in assessed land and building values which should generate additional property taxes.

10.7 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.

10.8 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.

10.9 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. For the reasons set forth in this Section 10, the proposed Project meets the objectives of the E-O-PD Zone.

10.10 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 measures have been imposed to minimize impacts and disruption during construction. Additionally, setbacks, ingress and egress and additional parking have been designed so as to minimize impacts to adjacent businesses. Furthermore, in the evenings and on weekends, the Project will provide additional parking, at rates equivalent to those charged by the City, for patrons of surrounding businesses. Finally, the Project will revitalize the Project Site for the overall benefit of the businesses in the area and the community as a whole.

Section 11. 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. 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:

11.1 Whether the proposed lot line adjustment will deny access to any parcel;

11.2 Whether the proposed lot line adjustment will result in a conflict with any public or private easement; and

11.3 Whether the proposed lot configurations conform to the City's General Plan, zoning, subdivision and building ordinances.

Section 12. Based upon the evidence presented, including the staff report and oral testimony, the City Council hereby finds:

12.1 The Project and the adjacent Bank of America Building occupy 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 14 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 14 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 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.

12.2 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. Additionally, as conditioned, an air space easement to allow the encroachment and to require maintenance of appropriate building separations above the ground level to comply with applicable fire codes will be recorded in conjunction with a deed or certificate of compliance showing the adjusted lot line.

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.

12.3 As conditioned, the proposed lot configurations conform to the general plan, zoning, subdivision, and building ordinances and the proposed adjustment will not increase any existing non-conforming condition. The lots as adjusted will further development consistent with the City's General Plan and zoning. With the easement as required by the attached conditions, the lots will also allow for development consistent with the City's building Ordinances.

Section 13. 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 City Council hereby approves the Planned Development permit and lot line adjustment, approves the parking program submitted to the City Council and finds that the proposed parking plan will have no adverse impact to the site and surrounding properties, and approves the number, size and configuration of loading spaces, all 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. This approval shall become effective upon the approval of the General Plan Amendment by the City Council, the adoption of the E-O-PD Zone Text Amendment and Zone Change, and the recordation of a development agreement between the Applicant and the City concerning the Project.

Section 14. The City Clerk 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 Council of the City.

JIMMY DELSHAD
Mayor of the City of
Beverly Hills, California

ATTEST:

(SEAL)
BYRON POPE
City Clerk

APPROVED AS TO FORM:



LAURENCE S. WIENER
City Attorney

APPROVED AS TO CONTENT


VINCENT P. BERTONI, AICP
Director of Community Development

EXHIBIT A
CONDITIONS OF APPROVAL

Exhibit A

CONDITIONS OF APPROVAL

William Morris Project Planned Development and Lot Line Adjustment (December 5, 2007)

1. The Project shall be built in substantial compliance with the plans submitted to and reviewed by the City Council 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 in response to those modifications shall be approved by the Department of Community Development/Planning prior to any work being done on the Project. Review of modifications or corrections may trigger the need to pay additional processing fees.
2. The Second floor terrace level shall have two legal exits.
3. A utility relocation and offsite improvement plan prepared by a registered civil engineer and satisfactory to the City 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, including utilities and storm drains, 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 with such request. An indemnity bond must be submitted and approved by the City Attorney prior to excavation. Any tie back installation 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 from the 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 Regional Water Quality Control Board (RWQCB).
7. An eight (8) foot vertical separation shall be provided between the public right of way on Beverly Drive and any subterranean parking that encroaches into the right of way

beneath Beverly Drive. The Applicant shall secure an Encroachment Permit from the City for any excavation or subterranean parking below the public right of way and comply with all conditions of approval imposed thereon.

8. A Standard Urban Storm Water Mitigation Plan (SUSMP) prepared by a registered civil engineer and incorporating Best Management Practices shall be submitted for the Project.
9. The Applicant shall reconstruct the right of way adjacent to the Project and at the conclusion of Project construction shall re-pave Beverly Drive from the intersection of Dayton Way to the centerline of Wilshire Boulevard, Dayton Way from the intersection of Rodeo Drive to the intersection of Beverly Drive, the alley contiguous to the Project from Wilshire Boulevard to Dayton Way, and Wilshire Boulevard from the intersection of Beverly Drive to the westerly border of the alley contiguous to the Project. All reconstruction and repaving shall be performed in accordance with the Urban Design Project plans and specifications.
10. The City shall be reimbursed for lost parking meter revenue on Beverly Drive during construction. The Applicant shall pay meter revenue for each metered parking space removed or blocked during construction based on full usage (10 hours a day and 6 days a week) multiplied by projected days of construction. The reimbursement of meter revenue shall be made at the time the Applicant applies for a street use permit at the beginning of the construction. If parking meters are not reinstalled by the projected date, the Applicant shall reimburse the City for additional revenue lost until the date of reinstallation. Such additional reimbursement shall be calculated based on full usage, as provided above and shall be paid prior to occupancy of the Project.
11. As soon as feasible, and prior to occupancy of the Project, the Applicant shall reinstall the parking meters along Beverly Drive displaced by construction, or shall reimburse the City for any costs it incurs in replacing the displaced parking meters.
12. The Applicant shall investigate methods of construction to avoid dewatering, consider using water from dewatering on site, or consider options of replenishing the Hollywood Basin. Prior to issuance of a building permit, the Applicant shall provide the City with a report satisfactory to the Director of Public Works, explaining whether the Applicant intends to dewater and, if so, how such water will be used or disposed. Further, the Applicant shall comply with the City's ordinances regarding dewatering.
13. No solid waste bins shall be allowed in the alley. Solid waste bins may be placed on private property adjacent to the alley provided that they are offset inside the building wall so as not to impede traffic.
14. The Floor Area Ratio (FAR) for the proposed structure at 231-265 North Beverly Drive shall not exceed 3.6:1.
15. Prior to issuance of any building permits, a reciprocal access and egress easement, or a similar legally binding and recordable document satisfactory to the City Attorney

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 through the proposed driveway entrance/exit from Beverly Drive into the 9461 Wilshire Boulevard building and parking structure. The easement or agreement shall require approval from the City before the document may be modified or terminated. The document shall also allow the City to impose conditions on any closure of the access that exceeds one week.

16. A parking sign program shall be prepared for the Project to provide guidance for the motorists entering the Project garage. The parking sign program shall be approved by the Director of the Community Development Department prior to issuance of an occupancy permit for the Project.
17. The Applicant shall record a deed to complete the lot line adjustment or shall record a certificate of compliance with a record of survey to document the lot line adjustment. The deed or certificate of compliance for the lot line adjustment shall be recorded prior to issuance of a building permit for the Project. Upon completion of the lot line adjustment, the Applicant shall record an airspace easement, satisfactory to the City Attorney, authorizing projections from the building at 9461 Wilshire to encroach into the Project Site.
18. Prior to issuance of a demolition permit, the Applicant shall prepare a demolition plan, satisfactory to the Director of Community Development. The demolition plan shall include, without limitation, the sequence of demolition, the location of demolition equipment, hauling truck routes and staging, access to the Project Site and plans for maintaining pedestrian travel on Beverly Drive between Wilshire Boulevard and Dayton Way during demolition.
19. A 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 cover all phases of construction, including excavation and shoring, and shall include the following at a minimum: pedestrian connections during construction, including maintenance of the mid-block crossing on Beverly Drive; provisions for street lighting; construction phasing to include coordination with Montage and Beverly Gardens construction to ensure that pedestrians may travel on Beverly Drive between Wilshire and Dayton Way at all times; plans to maintain pedestrian access along the south side of Dayton Way; location and operations information for a 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 as measured from property lines, not curb faces; a striping modification plan for Beverly Drive, north of Dayton Way to transition vehicles to the narrowing of Beverly Drive south of Dayton Way; plans showing an adequate turning radius during construction from the alley adjacent to the Project onto Dayton Way and from the building at 9461 Wilshire onto Beverly Drive; and heavy hauling routes and staging. All street lights, tree wells and street furniture that conform to the Urban Design program shall be removed in accordance with the Construction Management

- Plan, stored during construction, and reinstalled by the Applicant before issuance of an occupancy permit.
20. Prior to issuance of a demolition permit, the Applicant shall prepare a temporary traffic signal plan for the removal of the traffic signal at the southwest corner of Beverly Drive and Dayton Way and continuous operation of the signals at that intersection during demolition and construction.
 21. The Applicant shall provide parking, or shall, through all future leases, require tenants of the building to provide parking, as follows:
 - a. Parking shall be provided free of charge for all employees of building tenants.
 - b. Parking shall be provided free of charge for one hour to all visitors to office or retail tenants.
 - c. Parking shall be provided free of charge for two hours to all visitors to restaurant tenants.
 22. In accordance with the parking covenant executed in 1958, the Project Site shall provide 262 covenanted parking spaces for use by tenants of the Bank of America building at 9461 Wilshire Boulevard.
 23. Parking plans submitted in connection with a building permit application shall include typical parking space dimensions (width and length). All parking spaces shall be in compliance with the parking plan presented to the City Council.
 24. Loading operations shall be conducted in accordance with a Loading Management Plan satisfactory to the Director of Community Development. The central objective of the Loading Management Plan shall be to maintain traffic circulation in the alley. The plan 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. The Plan shall be reviewed and approved before issuance of an occupancy permit for the Project.
 25. Prior to issuance of a building permit, the Applicant shall secure approval from the Architectural Commission. The plans for the Project shall be revised in compliance with conditions of approval required by the Architectural Commission. A preliminary architectural plan, including a 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.
 26. The Applicant shall provide a certification by a registered engineer that the proposed glass type and its reflectivity will not create any glare impacts on nearby properties or the public right of way. 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 with glass types that are playing a supporting role, the overall reflectivity of the building shall not exceed 24%. After construction, 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 from the building is adversely impacting nearby properties or use of the public right of way.

27. 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 issued 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) Screening Room Events planned for the screening room or terrace areas of the Project shall require approval by the Community Development Director or his designee. "Screening Room Event" shall mean 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 "Screening Room Event" shall not include a use that is part of the functioning of the business of William Morris Agency or an event primarily for the employees of William Morris Agency.
- d) To the extent that refreshments are made available, refreshments shall be provided at no charge to screening room attendees.

28. 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 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.

29. Parking spaces in the proposed Project and the existing Bank of America Building shall not be leased or rented to persons who are not tenants of the buildings or employees of those tenants, except pursuant the recorded covenant allowing parking for Bank of America building tenants at the Project Site. Notwithstanding this restriction, the Director of Community Development may authorize the leasing of up to five percent of the parking spaces in the Project and the Bank of America building to non-tenants provided that the authorization does not exceed six months, is supported by a parking study prepared by the Applicant that demonstrates that there is no tenant demand for the spaces and is supported by a parking study commissioned by the City that confirms that there is no tenant demand for the spaces. The Planning Commission may authorize leasing of more than five percent of the spaces in the Project and the Bank of America Building to non-tenants.

30. 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.
31. Prior to issuance of a building permit for the Project, the Applicant shall record a covenant in favor of the City, satisfactory in form and content to the City Attorney and the City Building Official, to maintain a separation between the building at 9461 Wilshire Boulevard and the Project in a manner that complies with the City's building and fire codes.
32. The Applicant shall comply with and implement the Mitigation Monitoring and Reporting Program adopted by the City Council and attached as Exhibit C to this resolution.
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. 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 to 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 covenant shall burden the Project Site and shall burden the Bank of America site to the extent that conditions of approval impact that site. 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.
37. A cash deposit of \$10,000.00 shall be deposited with the City to ensure compliance with the conditions of this Resolution regarding construction activities. Such deposit shall be returned to the Applicant upon completion of all construction activities and in the event that no more than two violations of such conditions or the Beverly Hills Municipal Code occur. In the event that three or more such violations occur, the City may: (a) retain the deposit to cover costs of enforcement; (b) notify the Applicant that the Applicant may request a hearing before the City within ten days of the notice; and (c) issue a stop work notice until such time that an additional deposit of \$10,000.00 is deposited with the City to cover the cost associated with subsequent

violations. Work shall not resume for a minimum of two days after the day that the additional deposit is received by the City. If the Applicant timely request a hearing, said deposit will not be forfeited until after such time that the Applicant has been provided an opportunity to appear and offer evidence to the City, and the City determines that substantial evidence supports forfeiture. Any subsequent violation will trigger forfeiture of the additional deposit, the issuance of a stop work notice, and the deposit of an addition \$10,000.00, pursuant to the procedure set forth herein above. All amounts deposited with the City shall be deposited in an interest bearing account. The Applicant shall be reimbursed all interest accruing on monies deposited, if any. Requirements of this condition are in addition to any other remedy that the City may have at law or equity and shall not be the sole remedy of the City in the event of a violation of the conditions of this Resolution or the Beverly Hills Municipal Code.

38. Within three working days after approval of this Resolution, the Applicant shall remit to the City a cashier's check, payable to the County Clerk, in the amount of \$50.00 for a documentary handling fee in connection with the filing of the Notice of Determination, along with the appropriate Department of Fish and Game filing fee.

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.

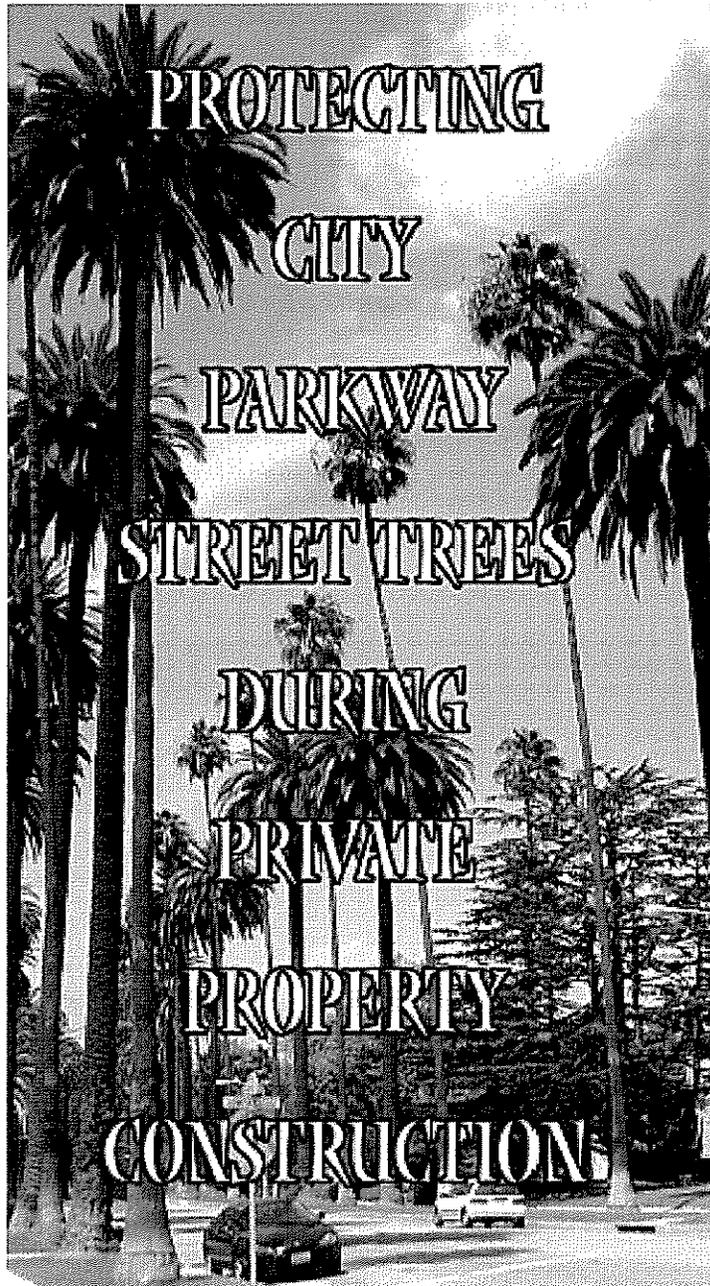
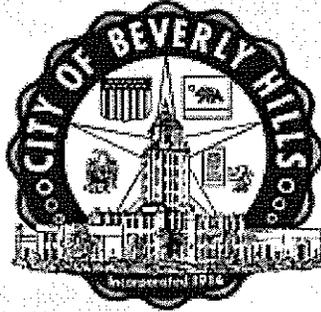
Standard Conditions List
for the Planning Commission

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-of-way, and for use of the public right-of-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.

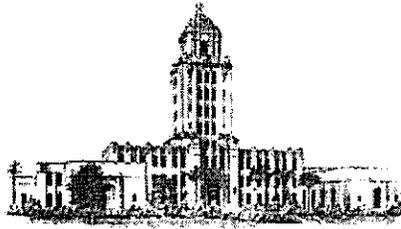
Standard Conditions List
for the Planning Commission

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



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 unhealthy, damaged or in need of pruning, please contact the Department of

Recreation and Parks Urban Forestry Division at 310.550.4638.

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

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

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

PROJECT PLANNING

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



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

PROJECT APPROVAL

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



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

SPECIFICATIONS

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

Standard Conditions List
for the Planning Commission

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.

Standard Conditions List
for the Planning Commission

CONTACT/RESOURCE
INFORMATION

City of Beverly Hills contact information

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

Determining the value of trees

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

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

**Find an International Society of Arboriculture (ISA)
Certified Arborist**

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

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

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	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

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
		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.			
<p>Traffic</p> <p>TR1</p> <p>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.</p> <p>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.</p>	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.		



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

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
TR2	<p>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.</p> <p>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.</p>	See above.	See above.	See above.		
TR3	<p>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.</p> <p>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.</p>	See above.	See above.	See above.		
TR4	<p>Beverly Drive/Dayton Way – At the northeastern corner of the project site, the project applicant shall restripe (by removing the</p>	See above.	See above.	See above.		



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

231 – 265 North Beverly Drive Project Environmental Impact Report Mitigation Monitoring and Reporting Program					
	Mitigation Measure	Responsible Department	Monitoring Action	Verification of Completion	
				Check Box	Date
	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.	See above.	See above.		



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

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
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 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.	
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, which will be maintained on	The Parking Operation Plan is effective immediately upon issuance of building permits for the project, and shall remain effective throughout the life	



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
<p>Parking Management During Construction</p> <p>PMc1 In order to address parking for construction workers during demolition, excavation, and shoring activities, the following steps shall be implemented:</p> <ul style="list-style-type: none"> • 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. 		<p>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.</p>	<p>of the project.</p>		
	Community Development Department	<p>The primary contractor shall submit to the department a 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.</p>	<p>The program and affidavit shall be submitted prior to the commencement of any work on the project site. This measure shall be in effect until the issuance of the certificate of occupancy.</p>		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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. See above	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 times, and especially during periods of high demands by visitors and pass-holders.	Community Development Department	See above	See above.		
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 Department	See above. In addition, any measures applicable to the restaurant operations shall	See above. Prior to application of a tenant improvement permit, the		



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
<p>Community Development prior to the issuance of a building permit. At a minimum, the parking operations plans shall address the following:</p> <ul style="list-style-type: none"> • Parking allocation in the garage; • Garage access and control systems; • Valet and/or attendant assistance; • Staffing levels. <p>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:</p> <ul style="list-style-type: none"> • 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 		<p>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.</p>	<p>prospective tenant shall provide the preferred methods selected to operate the restaurant parking per the Community Development Director review and approval.</p>		



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
<p>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.</p> <ul style="list-style-type: none"> 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. 					
<p>Air Quality AIR1</p> <p>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.</p> <ul style="list-style-type: none"> 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 	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 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	This measure shall be met during the during construction period. This measure shall be in effect until the issuance of certificate of occupancy.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

231 – 265 North Beverly Drive Project Environmental Impact Report Mitigation Monitoring and Reporting Program				
Mitigation Measure	Responsible Department	Monitoring Action	Verification of Completion	
			Check Box	Date
<p>sufficiently watered or securely covered to prevent excessive amounts of dust;</p> <ul style="list-style-type: none"> 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. 		<p>will also review the work to ensure that it complies with the requirements noted in the construction management plan.</p>		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>AIR2</p> <p>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).</p>	Community Development Department	See above.	See above.		
<p>AIR3</p> <p>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 traps, 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:</p> <ul style="list-style-type: none"> All diesel fueled off-road construction equipment shall be California Air Resources Board certified or use post- 	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
<p>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 PM₁₀, 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.</p> <ul style="list-style-type: none"> 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. 					



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

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
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 landfiling 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						
NO1	<p>Prior to grading permit issuance, the construction contractor shall demonstrate, to the satisfaction of the City of Beverly Hills Community Development Department, the following:</p> <ul style="list-style-type: none"> Construction contracts shall specify that all construction equipment, fixed or mobile, shall be equipped with properly 	Community Development Department	The project applicant shall submit a construction management plan to the Director of Community Development prior to	This measure shall be met during the during construction period. This measure shall be in effect until the issuance		



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
<p>operating and maintained mufflers that exceed state requirements for muffler attenuation devices.</p> <ul style="list-style-type: none"> 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 		<p>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.</p>	<p>of certificate of occupancy.</p>	



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>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.</p> <ul style="list-style-type: none"> 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. 	Community Development Department	A "Nighttime Construction Noise Plan" shall be submitted to the Director of Community prior to issuance of any grading or	The measure shall be met during the construction period. This measure shall be in effect until the issuance		
NO12	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,				



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
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.		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.	of the certificate of occupancy.		
Geology GEO1	Community Development/ 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		
The project applicant shall incorporate all applicable recommendations of the <i>Geotechnical Report</i> into the design of proposed structures to address seismic groundshaking and other earthquake-related seismic hazards.					



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

**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
GE02 The project applicant shall implement all applicable recommendations related to corrosion control contained in Appendix A of the <i>Geotechnical Report</i> .	See above.	requirement. 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	Community Development Department	The project applicant shall prepare a Water Quality	Prior to issuance of grading and building		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
comply with the County Standard Urban Stormwater Mitigation Plan requirements of the NPDES MS4 permit.	Department	Management Plan.	permits.		
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/Bullding & 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: <ul style="list-style-type: none"> • 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

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 be collected and analyzed. Qualified environmental personnel shall be present on site to assist in characterizing and segregating	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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	Check Box	Date
<p>Solid Waste</p> <p>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.</p>						
<p>SW1</p> <p>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.</p>	<p>Department of Community Development, Department of Public Works</p>	<p>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.</p>	<p>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.</p>			
<p>SW2</p> <p>The location of recycling/separation areas shall be in close</p>	<p>See above.</p>	<p>See above.</p>	<p>See above.</p>			



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>proximity to dumpsters for non-recyclables, elevators, loading docks, and primary internal and external access points.</p> <p>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.</p>	See above.	See above.	See above.		
Fire Protection Services					
<p>FS1 Adequate emergency vehicle access to all buildings on the project site shall be provided throughout the building construction process.</p>	<p>Community Development/ Building & Safety Division</p> <p>Fire Department</p>	<p>The Construction Management Plan shall be reviewed by the Community 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.</p>	<p>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.</p>		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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 Development Department /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	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
PP3 pertaining to site access and site security lighting) shall be incorporated into the building design. 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.		



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

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	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

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
		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.			
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.		



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

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
TR2	<p>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.</p> <p>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.</p>	See above.	See above.	See above.		
TR3	<p>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.</p> <p>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.</p>	See above.	See above.	See above.		
TR4	<p>Beverly Drive/Dayton Way – At the northeastern corner of the project site, the project applicant shall restripe (by removing the</p>	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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.	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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 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.		
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, which will be maintained on	The Parking Operation Plan is effective immediately upon issuance of building permits for the project, and shall remain effective throughout the life		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>Parking Management During Construction</p> <p>PMC1</p> <p>In order to address parking for construction workers during demolition, excavation, and shoring activities, the following steps shall be implemented:</p> <ul style="list-style-type: none"> • 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. 	Community Development Department	The primary contractor shall submit to the department a 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.	of the project.		
		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 program and affidavit shall be submitted prior to the commencement of any work on the project site. This measure shall be in effect until the issuance of the certificate of occupancy.	



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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. See above	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 times, and especially during periods of high demands by visitors and pass-holders.	Community Development Department	See above	See above.		
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 Department	See above. In addition, any measures applicable to the restaurant operations shall	See above. Prior to application of a tenant improvement permit, the		



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
<p>Community Development prior to the issuance of a building permit. At a minimum, the parking operations plans shall address the following:</p> <ul style="list-style-type: none"> • Parking allocation in the garage; • Garage access and control systems; • Valet and/or attendant assistance; • Staffing levels. <p>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:</p> <ul style="list-style-type: none"> • 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 		<p>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.</p>	<p>prospective tenant shall provide the preferred methods selected to operate the restaurant parking per the Community Development Director review and approval.</p>	



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
<p>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.</p> <ul style="list-style-type: none"> 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. 					
<p>Air Quality</p> <p>AIR1</p> <p>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.</p> <ul style="list-style-type: none"> 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 	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 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	This measure shall be met during the during construction period. This measure shall be in effect until the issuance of certificate of occupancy.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>sufficiently watered or securely covered to prevent excessive amounts of dust;</p> <ul style="list-style-type: none"> 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. 		<p>will also review the work to ensure that it complies with the requirements noted in the construction management plan.</p>			



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

231 – 265 North Beverly Drive Project Environmental Impact Report Mitigation Monitoring and Reporting Program					
	Mitigation Measure	Responsible Department	Monitoring Action	Verification of Completion	
				Check Box	Date
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 traps, 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: <ul style="list-style-type: none">• All diesel fueled off-road construction equipment shall be California Air Resources Board certified or use post-	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
<p>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 PM₁₀, 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.</p> <ul style="list-style-type: none"> 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. 					



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

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
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	<p>Prior to grading permit issuance, the construction contractor shall demonstrate, to the satisfaction of the City of Beverly Hills Community Development Department, the following:</p> <ul style="list-style-type: none"> Construction contracts shall specify that all construction equipment, fixed or mobile, shall be equipped with properly 	Community Development Department	The project applicant shall submit a construction management plan to the Director of Community Development prior to	This measure shall be met during the during construction period. This measure shall be in effect until the issuance		



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
<p>operating and maintained mufflers that exceed state requirements for muffler attenuation devices.</p> <ul style="list-style-type: none"> 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 		<p>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.</p>	<p>of certificate of occupancy.</p>	



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>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.</p> <ul style="list-style-type: none"> 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	Community Development Department	A "Nighttime Construction Noise Plan" shall be submitted to the Director of Community prior to issuance of any grading or	The measure shall be met during the construction period. This measure shall be in effect until the issuance		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
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.		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.	of the certificate of occupancy.		
Geology GEO1	Community Development/ 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		
The project applicant shall incorporate all applicable recommendations of the <i>Geotechnical Report</i> into the design of proposed structures to address seismic groundshaking and other earthquake-related seismic hazards.					



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
GEO2 The project applicant shall implement all applicable recommendations related to corrosion control contained in Appendix A of the <i>Geotechnical Report</i> .	See above.	requirement. 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	Community Development Department	The project applicant shall prepare a Water Quality	Prior to issuance of grading and building		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>comply with the County Standard Urban Stormwater Mitigation Plan requirements of the NPDES MS4 permit.</p> <p>Hazards and Hazardous Materials</p>	Department	Management Plan.	permits.		
<p>HAZ1</p> <p>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.</p>	Community Development Department/Bulldog & 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.		
<p>HAZ2</p> <p>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:</p> <ul style="list-style-type: none"> • 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**

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 be collected and analyzed. Qualified environmental personnel shall be present on site to assist in characterizing and segregating	See above.	See above.	See above.		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>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.</p>					
Solid Waste					
<p>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.</p>	<p>Department of Community Development, Department of Public Works</p>	<p>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.</p>	<p>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.</p>		
<p>SW2 The location of recycling/separation areas shall be in close</p>	<p>See above.</p>	<p>See above.</p>	<p>See above.</p>		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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
<p>proximity to dumpsters for non-recyclables, elevators, loading docks, and primary internal and external access points.</p> <p>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.</p>	See above.	See above.	See above.		
Fire Protection Services					
<p>FS1 Adequate emergency vehicle access to all buildings on the project site shall be provided throughout the building construction process.</p>	<p>Community Development Department/ Building & Safety Division</p> <p>Fire Department</p>	<p>The Construction Management Plan shall be reviewed by the Community Development Department /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.</p>	<p>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.</p>		



231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT

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 Development Department /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	See above.	See above.	See above.		



**231 – 265 NORTH BEVERLY DRIVE PROJECT
ENVIRONMENTAL IMPACT REPORT**

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
	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.	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.		

ATTACHMENT 6

**AN ORDINANCE OF THE CITY OF BEVERLY HILLS APPROVING
A DEVELOPMENT AGREEMENT BETWEEN THE CITY OF
BEVERLY HILLS, BEVERLY WILSHIRE OWNER, LP AND
WILLIAM MORRIS AGENCY, LLC FOR PROPERTY LOCATED AT
231-265 NORTH BEVERLY DRIVE IN CONJUNCTION WITH
CONSTRUCTION OF A HEADQUARTERS OFFICE FOR WILLIAM
MORRIS AGENCY**

ORDINANCE NO. 07-O-_____

AN ORDINANCE OF THE CITY OF BEVERLY HILLS APPROVING A DEVELOPMENT AGREEMENT BETWEEN THE CITY OF BEVERLY HILLS, BEVERLY WILSHIRE OWNER, LP AND WILLIAM MORRIS AGENCY, LLC FOR PROPERTY LOCATED AT 231-265 NORTH BEVERLY DRIVE IN CONJUNCTION WITH CONSTRUCTION OF A HEADQUARTERS OFFICE FOR WILLIAM MORRIS AGENCY

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

Section 1. The City of Beverly Hills (“City”) and Beverly Wilshire Owner, LP (“Developer”) and William Morris Agency, LLC (“William Morris”) desire to enter into that certain development agreement (the “Development Agreement” herein), attached to this Ordinance as Exhibit A in connection with the construction of a Class “A” six story office building with retail/commercial uses on the ground floor and five stories of office space at property located at 231-265 North Beverly Drive (the “Project”).

Section 2. The Development Agreement 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. An Environmental Impact Report was prepared in connection with the Project. The City Council has certified the Final Environmental Impact Report (“FEIR”) and made environmental findings in connection with the approval of the Project, including this Development Agreement, and adopted a Mitigation Monitoring and reporting program for the Project, as fully set forth in Resolution No. 07-R-_____ adopted by the City Council on December 5, 2007. That Resolution is incorporated herein by reference, and made a part hereof as if fully set forth herein.

Section 3. On October 11, 2007 and October 25, 2007, the Planning Commission conducted a duly noticed public hearing 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. On November 7, 2007 and November 20, 2007, the City Council conducted a duly noticed public hearing to consider the Development Agreement and the Project. Notices of the time, place and purpose of the public hearing were duly provided in accordance with California Government Code Sections 65867, 65090 and 65091.

Section 5. 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 be 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 based 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 establish the Project site as Medium Density Commercial.

Section 6. The City Council hereby approves the Development Agreement and authorizes the Mayor to execute the Development Agreement on behalf of the City.

Section 7. No later than ten (10) days after the effective date of this Ordinance, the City Clerk shall record with the County Recorder a copy of the Development Agreement and the notice shall describe the land to which such contract applies.

Section 8. 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 this certification, together with proof of publication, to be entered in the Book of Ordinances of the Council of this City.

Section 9. Effective Date. 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.

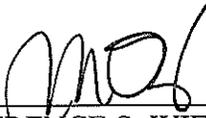
Adopted:
Effective:

JIMMY DELSHAD
Mayor of the City of Beverly Hills, California

ATTEST:

(SEAL)
BYRON POPE
City Clerk

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
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 by and between THE CITY OF BEVERLY HILLS, a California municipal corporation (the "City"), Beverly Wilshire Owner, LP, a Delaware limited partnership (the "Developer"), and William Morris Agency, LLC, a Delaware limited liability company ("William Morris"). The City and Developer are individually referred to herein as a "Party" and collectively referred to as the "Parties."

RECITALS

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

- A. Developer is the fee owner of that certain real property located in the City of Beverly Hills, California and described in Exhibit A attached hereto and incorporated herein by reference;
- B. Developer desires to construct the Project (as hereafter defined);
- C. Developer has applied to the City for approval of this mutually binding Agreement, pursuant to the provisions of the Development Agreement Act (as hereinafter defined) and other applicable laws;
- D. William Morris desires to be the principal office tenant of the Project and has entered into a Lease, dated September 29, 2006 to occupy the Project (the "Lease"). The parties and William Morris desire to include provisions in this Agreement that recognize William Morris' tenancy as a material benefit that the City seeks to secure by entering this Agreement;
- E. In anticipation of the development of the Project, Developer has made application to the City (in its governmental capacity) for certain approvals, entitlements, findings and permits required for the development and construction of the Project, including, without limitation (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;

F. 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;

G. The City Council has specifically considered and approved the impact and benefits of this Project upon the welfare of the City;

H. 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;

I. 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 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;

J. 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 uses 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 headquarters in the City of Beverly Hills; maintaining and strengthening the economic base of the City by retaining William Morris, 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 increased property taxes by increasing the assessed value of the land and building;

K. On October 25, 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;

L. On November 7 and November 20, 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;

M. 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;

N. On _____, 2007, the City Council adopted Ordinance No. _____ approving this Agreement, and such ordinance became effective on January ____, 2008; and

O. By Resolution No. _____ adopted by the City Council on December 5, 2007, the City Council reviewed and certified, after making appropriate findings, a Environmental Impact Report for the Project that contemplates this Agreement.

AGREEMENT

NOW THEREFORE, pursuant to the authority contained in the Development Agreement Act, as it applies to the City, and in consideration of the mutual promises and covenants herein contained and other valuable consideration, the receipt and adequacy of which 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.

(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) "Lease" shall mean the lease as defined in Recital D, as it existed upon its execution, without amendment.

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

(q) "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.

(r) "Project" means the Project as defined in the EIR.

(s) "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).

(t) "Property" means the real property described on Exhibit "A."

(u) "Reserved Powers" means the rights and authority excepted from this Agreement's restrictions on the exercise of City's police powers.

(v) "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, wherein the seller retains the title as security for the payment of the price shall be deemed a Sales Transaction. Notwithstanding the foregoing, a transfer of all or a portion of the Property as a result of a judicial or non-judicial foreclosure, or by deed in lieu of foreclosure, initiated by a Mortgagee, shall not be deemed a Sales Transaction. For the purposes of triggering the EMS Fee only, a Sales Transaction shall include: (i) any sale, assignment, or transfer of fifty percent (50%) or more of the beneficial ownership interest in Developer, whether in one transaction or a series of transactions, provided however, that any transfers of ownership interests among the 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; provided, however, the following shall not constitute a change of control and 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.

(w) "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.

(x) "Subsequent Project Approvals" shall mean all further Discretionary Actions or Discretionary Approvals, Ministerial Permits and Ministerial Approvals required or requested with respect to the Project. Following adoption, a Subsequent Project Approval shall become a Project Approval.

(y) "Transfer Premium" shall mean all rent, additional rent or other consideration (including any key money, bonus money or other cash consideration paid by a Transferee in connection with a lease or sublease of office space in the Project) payable by a Transferee in connection with the lease or sublease of office space in excess of the rent and additional rent (as defined in the Lease) payable by William Morris under the Lease during the term of the lease or sublease to the Transferee for the space leased or subleased (as applicable), after first deducting all reasonable expenses incurred by Developer or William Morris in connection with such lease or sublease, including, without limitation, (i) any improvement allowance or other economic concessions (space planning allowance, moving expenses, etc.) paid by Developer or William Morris to the lessee or sublessee in connection with the lease or sublease; (ii) any brokerage commissions incurred by Developer or William Morris in connection with the lease or sublease, (iii) any attorneys' fees actually incurred by Developer or William Morris in connection with the lease or sublease, (iv) any lease takeover incurred by Developer or William Morris in connection with the lease or sublease, and (v) any actual out-of-pocket costs of advertising the space subject to the lease or sublease (collectively, "Subleasing Costs") which Subleasing Costs shall expressly exclude any amounts allocable to the unamortized cost of the Tenant's Work as defined in the Lease or rent payable by William Morris prior to the execution of a sublease. In calculating the Transfer Premium the amount paid by the lessee or sublessee shall also include any payment in excess of fair market value for services rendered by Developer or William Morris to the lessee or sublessee or for assets, fixtures, inventory, equipment, or furniture transferred by Developer or William Morris in connection with the lease or sublease. The determination of the amount of City's share of the Transfer Premium (as determined below in Section ___) shall be made on a monthly basis as rent or other consideration is received by Developer or William Morris from the lessee or sublessee. For purposes of calculating the Transfer Premium on a monthly basis, the rent paid (or the rent that would have been paid) for the subject space by William Morris shall be computed after adjusting such rent to the actual effective rent to be paid, taking into consideration any and all leasehold concessions granted in connection with the Lease, including, but not limited to, any rent credit and tenant improvement allowance.

(z) "Transferee" shall mean an office tenant of the Project other than William Morris.

(aa) "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, the EIR and the final plans submitted to the City, subject to the Applicable Rules, the Project Approvals, and the Conditions of Approval. The Parties hereby agree that, for the Term of this Agreement, the permitted uses, the density and intensity of use, the maximum height and size of proposed buildings, parking requirements, setbacks, and development standards, provisions for reservation or dedication of land for public purposes and location of public 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 until July 1, 2024.

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 are 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 as to the applicability of State or Federal laws to the Project 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 such a change is applied on a City wide basis.

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 \$136,000 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 7:00 p.m. in the evening and on weekends. Patrons entering the parking garage after 7:00 p.m. and on the weekends shall pay no more than the rate

charged by the City at City owned parking lots with entrances on North Beverly Drive. If there are different rates charged among City owned parking lots with entrances on North Beverly Drive, then the City may elect and, may at any time with reasonable notice to Developer change, the parking lot to be used as the basis for the limitation of this Section. Developer shall keep the parking garage open to public parking until the later of the closing times of City owned parking lots with entrances on North Beverly Drive; 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 the 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 paid by Developer pursuant to this Agreement. Developer shall have no obligation to maintain or repair the cameras. Developer's obligations under this section shall terminate if the City's closed circuit television monitoring program is terminated.

(i) Green Building Standards. If the City has not adopted Green Building Standards that apply to projects that would include 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. If the City has adopted Green Building Standards that apply to projects that would include the Project, Developer shall construct the Project according to such standards.

(j) William Morris Occupancy. It is the intent of the parties that William Morris be the principal occupant of the Project and William Morris has executed the Lease for the purpose of the occupying the Project. The Lease provides that William Morris will occupy the building for a term of 20 years, but that William Morris may cancel the Lease upon a date that is 14 years after the date that the Lease commences (the "Lease Cancellation Date.") If, at any time prior to the Lease Cancellation Date, William Morris occupies less than one hundred thousand rentable square feet of the Project (as measured pursuant to the standards set forth in ANSI Z65.1 1996, promulgated by the Building Owners and Managers Association) (the "Threshold"), then the City shall receive fifty percent of any Transfer Premium realized from leasing or subleasing office space within the Project that is leased or subleased during the time period when William Morris occupies less than one hundred thousand rental square feet of the Project during any time prior to the Lease Cancellation Date. Neither Developer nor William Morris shall have any obligation to pay the Transfer Premium for any period of time after the Lease Cancellation Date.

(A) *Calculation of Transfer Premium*. The Parties and William Morris desire to select a neutral party to calculate the Transfer Premium in the event that William Morris occupies less than the Threshold prior to the Lease Cancellation Date (the "Neutral"). The Parties shall select the Neutral pursuant to the procedure described below, no later than thirty (30) days after approval of this Agreement by the City Council. The Neutral selected by the Parties is [to be inserted upon selection of the Neutral]. The Lease shall be provided to the Neutral upon selection of the Neutral. In the event that William Morris occupies less than the Threshold, then Developer and William Morris, as appropriate, will provide the Neutral with all leases or subleases for office space in the Project and with any other documentation related to consideration paid in connection with occupancy of office space within the Project. Such documentation shall be provided within thirty (30) days of the date that William Morris first occupies less than the Threshold. The Neutral shall also be provided with any other documentation requested by the Neutral from Developer, William Morris or a future lessee or sublessee of the Project, for the purpose of calculating the Transfer Premium. Such documentation will be provided within ten days of making such request. In addition, upon executing any additional lease, sublease

or other document related to the consideration paid for office space within the Project, Developer and William Morris shall provide such lease, sublease or other document to the Neutral. After examining all relevant documents, the Neutral shall provide the Parties, and in the case of a sublease, William Morris, with a calculation of the Transfer Premium and a payment schedule for payment of the Transfer Premium. Such calculation and payment schedule may be updated by the Neutral at any time that it receives additional information pursuant to this subsection 10(j). The determination by the Neutral of the Transfer Premium and the payment schedule for the Transfer Premium shall be final and the Parties and William Morris intend that the Neutral shall have the sole and exclusive authority to calculate the Transfer Premium and establish the payment schedule. The Parties and William Morris shall share equally the reasonable cost of retaining the Neutral, calculating the Transfer Premium and establishing the payment schedule pursuant to this Section.

The Neutral, and if necessary, any replacement of the Neutral, shall have at least 10 years experience in the area of commercial real estate leasing, shall be independent of the Parties and William Morris (and their affiliates) shall hold no financial interest in or have any material financial or personal relationship with, the Parties or William Morris (or their respective affiliates) and shall not have been employed or engaged, or be under consideration for engagement, either as an employee or a consultant, by either of the Parties or William Morris. If the Parties and William Morris cannot agree on a Neutral, or a replacement for a Neutral, then a Neutral meeting the criteria of this Section shall be appointed by the office of the American Arbitration Association (“AAA”) conducting business in Los Angeles County, California.

(k) Subway Portal. Prior to obtaining a building permit for the Project, Developer shall dedicate an easement to the City substantially in the form set forth in Exhibit B. The easement shall be for the purpose of providing a portal for a subway station under Wilshire Boulevard and shall be assignable to the Metropolitan Transportation Authority or any other governmental entity responsible for constructing or maintaining a subway line. The easement shall provide that the surface area of the portion of the portal on Developer’s property at ground level shall be no more than 300 square feet. The easement shall automatically terminate unless each of the following conditions are met: (i) The City must accept the easement within twenty (20) years from the Effective Date of this Agreement; and (ii) the Metropolitan Transportation Authority, or other appropriate governmental entity, must have secured funding for construction of the station within twenty years from the Effective Date of this Agreement. The easement shall limit the portal so that it does not materially interfere with or limit access to the Project or the building at 9461-9465 Wilshire Boulevard (“B of A”), shall not cause the loss of any parking spaces designated for the Project or B of A, nor materially affect the structural integrity of the Project or B of A.

11. Issuance of Building Permit. The City shall be under no obligation to issue a building permit for the Project until: (i) all the fees set forth in Section 10 and due before issuance of a building permit have been fully paid to City; (ii) a title company reasonably acceptable to City shall have issued a title policy in the amount of \$5 million insuring the City that this

Agreement is not subject or subordinate to any liens, and (iii) Developer shall have paid all charges for such title policy. With the approval of the City, in lieu of a title policy, the Developer may obtain the acknowledgment from its lender in a form reasonably satisfactory to the City that the provisions of this Agreement relating to the economic benefits to be received by the City shall survive any foreclosure.

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. Termination and Expiration. The City, at its sole option, may terminate this Agreement if Developer has not obtained a building permit for construction of the Project by July 1, 2009. Upon such termination, this Agreement shall terminate and be of no further force and effect. Upon the expiration of the Term or termination of this Agreement other than termination as provided in this Section 13, 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. 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 transfer and shall provide satisfactory evidence that the transferee will assume in writing through an assignment and assumption agreement all obligations of Developer under this Agreement. The assignment and

assumption agreement shall be in a form satisfactory to the City Attorney. However, Developer has no obligation to obtain the consent of the City to assign this Agreement to a transferee. Notwithstanding the foregoing: (i) the terms, covenants and conditions of this Agreement shall be binding upon any transferee whether or not such an assignment and assumption agreement is signed by the assignee upon acquiring the Property; and (ii) no such transfer shall relieve the Developer (transferor) of any obligations under this Agreement.

15. Mortgagee Protection

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

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

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

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

Agreement, provided, however, that in no event shall such mortgagee personally be liable for any defaults or monetary obligations of Developer arising prior to acquisition of possession of such property by such Mortgagee

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

17. Indemnification.

(a) Developer agrees to and shall indemnify, hold harmless, and defend, 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 16, 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 12 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 or limit Developer's rights under this Agreement.

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 Developer shall restore the deposit to its original amount within fifteen (15) days after notice from the City. Additionally, if at any time the City Attorney determines that an additional deposit or additional security up to an additional \$50,000, 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 or limit the Developer's rights under this Agreement.

18. Relationship of the Parties. The Parties and William Morris acknowledge and agree that neither the Developer nor William Morris is acting as an agent, joint venturer or partner of the City, but each is, in fact, an independent contractual party and not in any way under the control or direction of the City except as is expressly provided to the contrary in this Agreement.

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

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

21. Advice; Neutral Interpretation. Each Party and William Morris 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, William Morris and their counsel and therefore shall not be construed against either of the Parties or William Morris in its capacity as draftsman, but in accordance with its fair meaning.

22. 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.

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

24. 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.

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

25. Future Litigation Expenses.

(a) Payment of Prevailing Party. If City, Developer or William Morris 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, acts of omission, 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.

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

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

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

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

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

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

30. Severability. If any article, section, subsection, term or provision of this Agreement, or the application thereof to any party or circumstance, shall, to any extent, be invalid or unenforceable, the remainder of the article, section, subsection, term or provision of this Agreement, or the application of the same to parties or circumstances other than those to which it is held invalid or unenforceable, shall not be affected thereby, and each remaining article, section, subsection, term or provision of this Agreement shall be valid and enforceable to the fullest extent

permitted by law, except that if any provision of Section 10 is held invalid or unenforceable before issuance of a building permit for the Project, then this entire Agreement shall be void and unenforceable and of no further force and effect.

31. William Morris Obligations. The Parties acknowledge that William Morris' obligations and rights under this Agreement are limited to Section 10(j), 20 and 21. Specifically, William Morris shall be obligated to comply with Section 10(j) in the event that William Morris subleases office space within the Project under the conditions specified in that Section. William Morris shall not be responsible for any obligation of Developer under this Agreement and Developer is not obligated in any way to William Morris under this Agreement.

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

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

To 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

To William Morris: William Morris Agency
Attn: Irv Weintraub
1 William Morris Plaza
Beverly Hills, California 90212

with a copy to: Dan McIntosh, Esq.
Morrison & Forrester
555 W. Fifth Street
Suite 3500
Los Angeles, California 90013

Any signatory hereto may from time to time, by notice given to the other signatories hereto pursuant to the terms of this Section 29 change the address to which communications to such signatory are to be sent or designate one or more additional persons or entities to which communications are to be sent.

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

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

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

37. 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 Exhibits]