



STAFF REPORT
CITY OF BEVERLY HILLS

**For the Planning
Commission Meeting of
December 11, 2008**

TO: Planning Commission
FROM: Rita Naziri, Senior Planner
THROUGH: Jonathan Lait, AICP, City Planner
SUBJECT: Development Plan Review and Vesting Tentative Tract Map No. 67884 in Connection with the Development of a Mixed Use Project at 9900 Wilshire Boulevard.

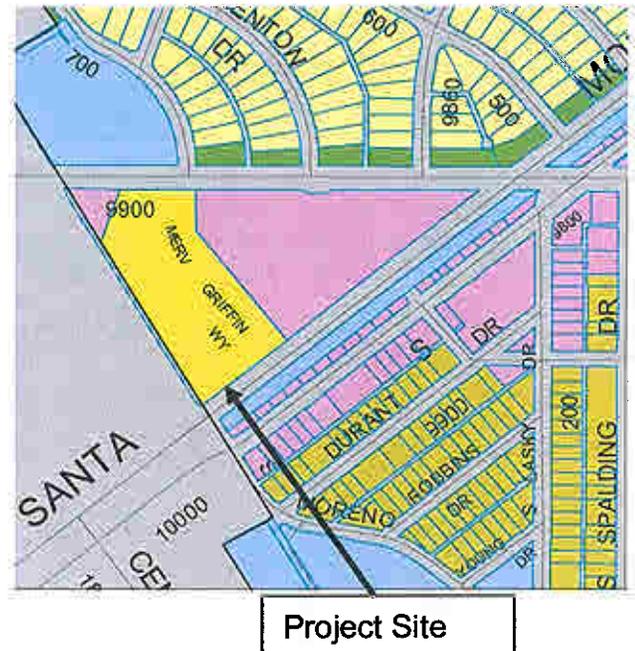
RECOMMENDATION

It is recommended that the Planning Commission adopt a resolution (Attachment 1) conditionally approving a Development Plan Review and Vesting Tentative Parcel Map No. 67884 to allow subdivision of one existing parcel into seven parcels, and to subdivide the air rights to permit the individual sale of 235 residential condominium units and five commercial condominium units in connection with the development of a mixed use project at 9900 Wilshire Boulevard.

EXECUTIVE SUMMARY

On November 20, 2008, the Planning Commission continued this matter to December 11, 2008, as requested by staff.

Applications for a Development Plan Review (DPR) and Vesting Tentative Tract Map No. 67884 have been submitted by Kathline King of Psomas to allow the subdivision of one existing parcel into seven parcels, and to subdivide the air rights to permit the individual sale of 235 residential condominium units and five commercial condominium units in connection with the development of a mixed-use project containing 235 residential dwelling units, 16,456 square feet of commercial use (restaurant and retail),



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underground parking, private gardens, pool, spa and public gardens at **9900 Wilshire Boulevard.**

In addition to the requested approvals for a Development Plan Review Permit and a Vesting Tentative Tract map, condominium projects are also subject to the regulations of the City's Common Interest Development Ordinance, which requires compliance with existing zoning, building and fire codes. As described on page 9 of the staff report, the project is consistent with the 9900 Wilshire Specific Plan.

BACKGROUND

On April 9, 2008, The Beverly Hills City Council approved a residential condominium and retail mixed-use project on the 7.95-acre site of the vacant Robinsons-May building. The project site is located on the south side of the 9900 block of Wilshire Boulevard and north of Santa Monica Boulevard. The site is bound by the Los Angeles Country Club on the west site, Wilshire Boulevard to the north, Merv Griffin Way to the east, and Santa Monica Boulevard to the south.

The approved project includes the demolition of the existing 228,000 square foot former Robinsons-May department store building and associated parking structure at 9900 Wilshire Boulevard and construction of a mixed-use project containing 235 condominium units in two buildings located near the western (Los Angeles Country Club) border, two commercial buildings which would consist of approximately 11,456 square feet of commercial development including a restaurant of not more than 4,800 square feet which includes not more than 600 square feet of outdoor dining, underground parking, private landscaped gardens with a pool and spa space.

The major project components include the following:

- **North Condominium Building with 103 units.** The North Building would incorporate a stepped design from Wilshire Boulevard with heights ranging from 9 stories (108 ft. from the datum point and from adjacent grade), 12 stories (149 ft. from the datum point from adjacent grade) and 13 stories (161 ft. from the datum point and from adjacent grade). The North Building also includes back of house facilities such as two screening rooms, an events room, game rooms, resident wine storage and general storage, warming kitchen, laundry area, staff facilities and a building office in an underground mezzanine. All of these would be shared with the residents in the South Building. The 9900 Wilshire Specific Plan, Section 4.4 indicates that the height of the North condominium near the western boundary of the Specific Plan area shall not exceed 108 feet from adjacent grade for the first 90 feet from the northerly end of north condominium building and 161 feet from the adjacent grade after the first 150 feet from the

northerly end of such condominium building, with steps in height to 137 feet and 149 feet at different locations.

- **South Condominium Building with 132 units.** The South Building would also contain a stepped design. The height of the South Building would range from 13 stories (161 ft. from datum point and 169 ft. from adjacent grade through 15 stories (185 ft. from datum point and 193 ft. and 205 ft. from adjacent grade). The 9900 Wilshire Specific Plan, Section 4.4 indicates that the height of the South Building near the western boundary of the Specific Plan area shall not exceed 205 feet from adjacent grade at its highest point.

- **Total Residential Unit Count:**

Studios	58
1 Bedroom	24
2 Bedroom	38
3 Bedroom	28
3 Bedroom + Den	36
4 Bedroom	27
4 Bedroom + Den	10
Penthouses	14

Total: 235

- Commercial Retail building of 11,656 square feet at a height of approximately 3 stories (28 ft. from the datum point and 48 ft. from adjacent grade) along the Santa Monica Boulevard frontage as specified in the 9900 Wilshire Specific Plan Section 4.4. A spa pavilion for residents of the condominiums consisting of a pool, gym and spa facilities would be located in the two stories above the ground level retail. The 9900 Wilshire Specific Plan, Section 4.4 indicates that the height of the commercial building and spa building located along the southern boundary of the Specific Plan Area shall not exceed 48 feet from adjacent grade.
- A one-story commercial building (at a height of approximately 0 ft. to 28 ft. from the datum point and 22 ft. to 50 ft. from adjacent grade at the corner of Santa Monica Boulevard and Merv Griffin Way with 4,800 square feet on restaurant space with 585 square feet of outdoor seating.
- A two-level subterranean parking garage containing a total of 803 parking spaces. Of the 803 parking spaces provided, 681 would be available to project residents, employees and visitors, and the remaining 122 spaces would be for the retail and restaurant portions of the project. Twenty-eight of the residential spaces would be tandem and 31 of the commercial spaces would be tandem. All of the retail and restaurant parking would be separated from the parking for the

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residents and their visitors. Valet parking would be provided for residents and their guests, as well as for retail and restaurant patrons.

- Landscaped gardens and other open space throughout the project site. The landscaped gardens consist of both private gardens and public gardens. The public gardens (.81 acres) are located at the corner of Wilshire Boulevard and Merv Griffin Way, along the entire length of Merv Griffin Way and at the corner of Merv Griffin Way and Santa Monica Boulevard.

Access to site would be provided from four locations along the perimeter of the project site as follows:

- A residential entry/exit on Wilshire Boulevard. This driveway would lead to the private access roadway along the western side of the project site and have two-way flow, with ingress and egress limited to right-turn in and right-turn out.
- A residential entry/exit on Santa Monica Boulevard. This driveway would have ingress and egress limited to right-turn in, right-turn out and left-turn in and lead to the private access roadway along the western side of the project site.
- A new driveway providing retail and restaurant ingress and egress along Merv Griffin Way. This driveway is located directly across the street from the entry to The Beverly Hilton Hotel.
- A new driveway providing restaurant and retail access along Santa Monica Boulevard.

Several circulation improvements are proposed as part of the project. These include the following improvements:

- Reconstruct Santa Monica Boulevard along the project frontage to both facilitate project access and also provide a third westbound lane.
- Contribute a "fair-share" towards the cost of realigning Merv Griffin Way and providing a northbound left-turn, through, and right-turn lane at the intersection of Wilshire Boulevard and Merv Griffin Way.
- Contributing a "fair share" towards the cost of signaling the intersection of Santa Monica Boulevard and Merv Griffin Way.

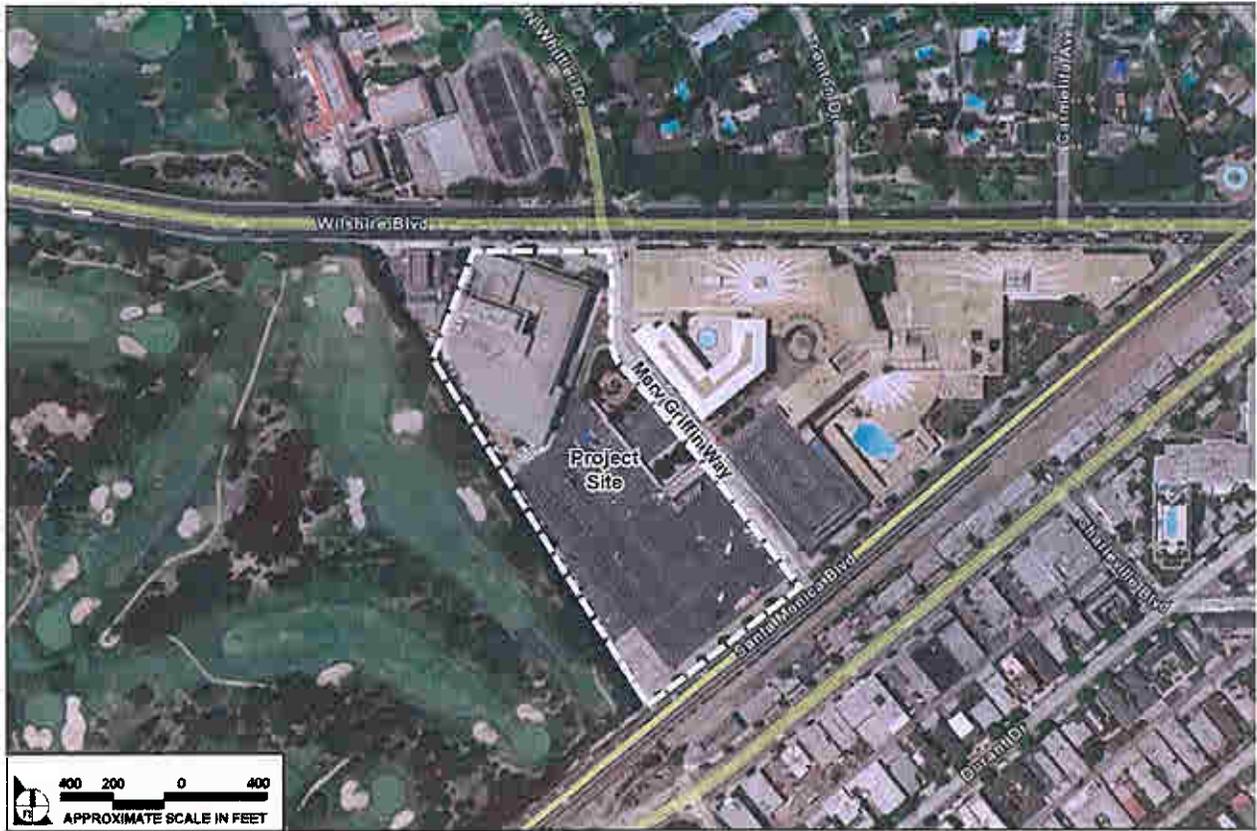
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The property owner now seeks approval of a vesting tentative map to allow each of the parcels to be sold individually. Aside from the request for a condominium map, no changes are proposed to the project as previously approved by the City Council. As conditioned, the project will comply with all applicable codes, including the 9900 Wilshire Specific Plan. In addition, the conditions of approval granted in conjunction with the previously approved 9900 Wilshire Boulevard Specific Plan shall remain in full force and effect.

GENERAL INFORMATION	
Applicant	Kathline King/ Psomas
Project Owner	Project Lotus LLC c/o Candy & Candy LLC/Ronnie Robinson
Zoning District	9900 Wilshire Specific Plan
Parcel Size	7.95-acre
Permit Streamlining Act Deadline	December 17,2008

PROJECT DESCRIPTION

Applications have been submitted by the Project Lotus LLC c/o Candy & Candy LLC/Ronnie Robinson, property owner, requesting approval for a Development Plan Review and a vesting tentative map (Vesting Tentative Tract Map No. 67884) associated with the 9900 Wilshire Project to subdivide one parcel into seven airspace lots including one master lot, 235 residential condominiums and five commercial in connection with the development of a mixed-use project containing 235 residential dwelling units (Lots 2 and 4), and five commercial condominiums including restaurant retail and commercial parking.



The project will include the following airspace lots:

Lot 1: Airspace Lot with an upper elevation of 46 feet and no lower elevation. This airspace lot encompasses the residential parking and common areas for both North and South Residential buildings. The parking structure shall have a maximum depth as allowed by the Specific Plan.

Lot 2: Airspace Lot with a lower elevation of 290 feet and no upper elevation. This airspace lot would contain the North Residential Building and Residential Gardens. The North Residential Building would have a maximum height as approved by the 9900 Wilshire Specific Plan.

Lot 3: Airspace Lot with a lower elevation of 268 to 286 feet and no upper elevation. This airspace lot would contain the Public Gardens area located between Wilshire Boulevard and Santa Monica Boulevard, west of Merv Griffin Way.

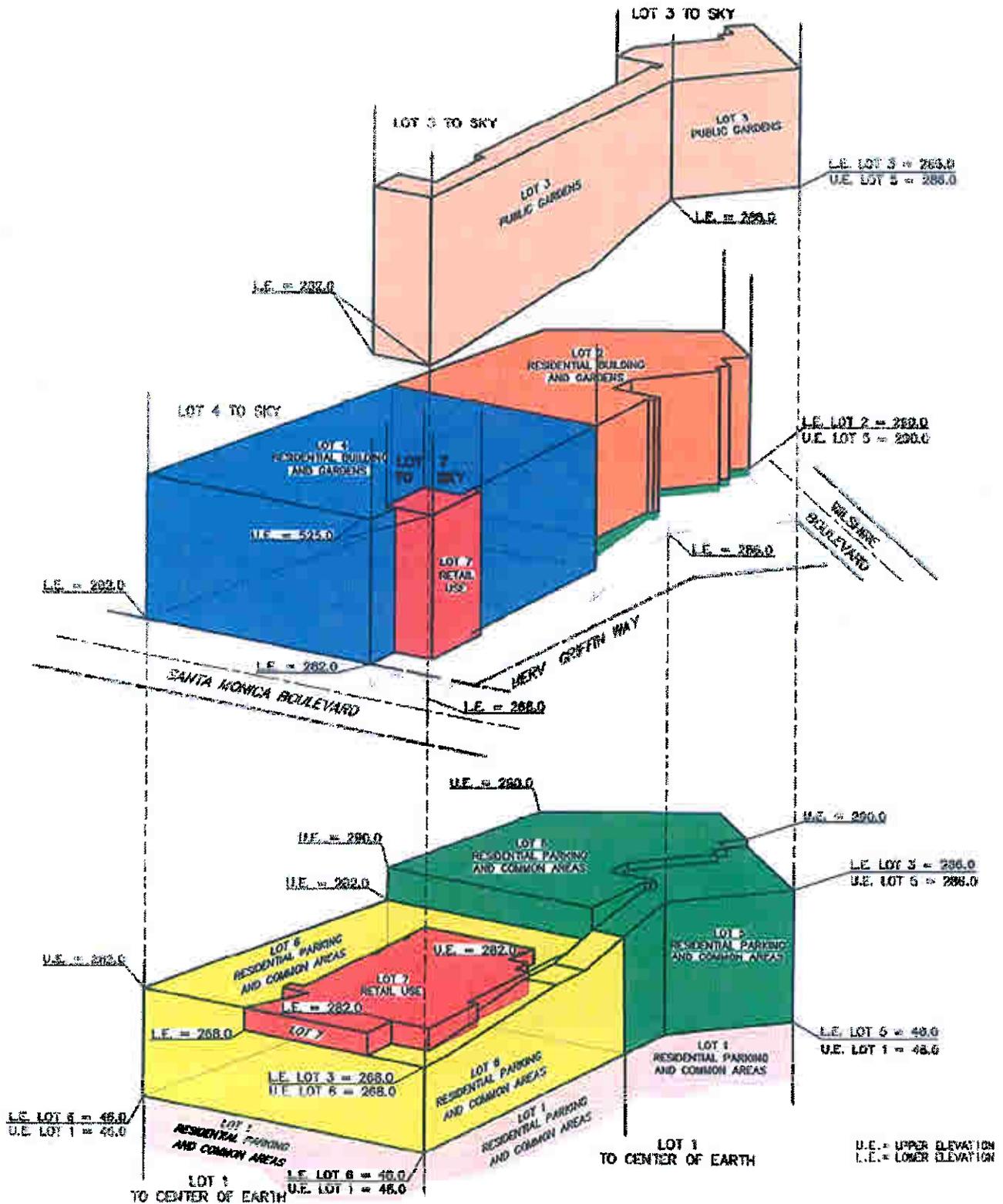
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- Lot 4:** Airspace Lot with a lower elevation of 282 and no upper elevation. This airspace lot would contain the South Residential Building and Residential Gardens. The South Residential Building would have a maximum height as approved by the 9900 Wilshire Specific Plan.
- Lot 5:** Airspace Lot with a lower elevation of 46 feet and a variable upper elevation up to 290 feet. This airspace lot would contain the Residential Parking and Common Areas for the North Residential Building. The parking structure shall have a maximum depth as allowed by the Specific Plan.
- Lot 6:** Airspace Lot with a lower elevation of 46 feet and a variable upper elevation up to 282 feet. This airspace lot would contain Residential Parking and Common Areas for the South Residential Building. The parking structure shall have a maximum depth as allowed by the Specific Plan.
- Lot 7:** Airspace Lot with a lower elevation of 268 and an upper elevation of 282 feet and no upper elevation. This airspace lot would contain Retail Uses (including commercial parking). Lot 7 would contain up to five commercial condominiums that would be subdivided into individual commercial spaces, such as restaurant, retail and commercial parking.

In order to process the requested subdivision, staff solicited input from the Public Works, Community Services departments and City Attorney's Office. Based on the comments received from the above offices, the map was revised and additional conditions of approval were recommended which are incorporated in this report.

The applicant has provided an isometric view of the proposed subdivision.

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Isometric View of Proposed Subdivision

Project Data Summary

Categories	Existing	Proposed	Allowable Under 9900 Wilshire Boulevard Specific Plan
Number of Lots	1	7 lots including 235 condominium units and five commercial condominium units	N/A
Site Area (sq.ft.)	7.95 acres	7.95 Acres	N/A
Project Square Footage	228,000 square foot	Total of 901,514 square feet South Building: 478,222 Square Feet North Building: 326,843 Square Feet Commercial Buildings: 16,456 Square Feet with a maximum of 4,800 of a restaurant space including not more than 600 square feet of outdoor dining	Complies
Floor Area (sq. ft.)/FAR	.65: 1	2.63:1 FAR	Complies
Number of Units	N/A	235 Residential Units 5 Commercial Units	Complies
Height and number of stories	60 feet	<ul style="list-style-type: none"> • South Building: 13-15 stories/161'-205' tall. • North Building: 11-12-13 stories /137'-149'-161' tall. • Retail/Spa Building: 3 stories, 28 feet tall • Retail building: 1-story plus mezzanine at 0'-0" (22" above grade)/atrium-skylight 28' tall 	Complies (The calculation of the height of any building or structure is measured from the adjacent grade)
Number of Parking Spaces	956 parking spaces	803 parking spaces: <ul style="list-style-type: none"> • Residential parking: A total of 681 with no more than 31 tandem spaces. Parking spaces shall be assigned and marked to each unit. • Commercial parking: A minimum of 99 parking spaces including no more than 30 tandem spaces. On-site valet operation will be provided 	Complies
Public Gardens	N/A	.81 acre(35,468 square feet)	Complies

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Easements

Per conditions of the Development Agreement, the tentative map is required to show all related easements. The map as submitted shows locations of these easements. The 9900 Wilshire Development Agreement includes the following with respect to the required easements:

- **Public Open Space Easement** to be executed by the developer an open space easement in favor of the City for the public gardens as shown in the Specific Plan. The open space easement shall ensure that the public gardens are maintained as public open space for the life of the Project (which maintenance, once the Project's property owners association (the "Association") becomes operational, shall be the responsibility of the Association).
- **Bus Turnouts** dedicated to the City through right of way easements along the project's Wilshire Boulevard frontage and Santa Monica Boulevard frontage sufficient to provide side walk area behind the bus turnouts.
- **Access for City Shuttle Easement** to allow any sponsored financed, or operated shuttle service vehicle to access the project site for the purpose of picking up or dropping off residents and visitors at the valet area for the commercial uses, on the project site.
- **Subway Portal Easement** for the purpose of providing a portal for a subway station under Wilshire Boulevard or Santa Monica Boulevard and shall be assignable to the Metropolitan Transportation Authority or any other governmental entity responsible for constructing or maintaining in a subway line. The easement shall be provided at the ground with no more than 300 square feet. This easement shall be terminated unless the City accepts the easement within 20 years from the effective date of the Development Agreement and the Metropolitan Transportation Authority has secured funding for construction of the station within twenty years from the effective date of the Development Agreement.

PUBLIC NOTICE AND COMMENTS

Notice of the proposed project and public hearing was mailed on November 7, 2008 to all property owners and residential tenants within a 300-foot radius of the property, and all single-family zoned properties within 500 feet from the exterior boundaries of the property. The hearing notice was published in the *Beverly Hills Courier* on Friday, November 7, 2008 and the *Beverly Hills Weekly* on Thursday, November 13, 2008.

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ENVIRONMENTAL DETERMINATION

This project was previously assessed in accordance with the authority and criteria contained in the California Environmental Quality Act (CEQA), the State CEQA Guidelines, and the environmental regulations of the City. In 2008, the City Council certified an Environmental Impact Report (EIR) for the 9900 Wilshire Project, which contemplated further implementing actions such as the proposed subdivision that is the subject of this notice. There have been no changes to the project or the circumstances surrounding the project, nor is there any new information, which would require any revision to the EIR due to new or more severe environmental impacts than those identified in the EIR. Nor has staff identified any new mitigation measures or alternatives that are capable of further reducing the environmental impacts associated with the project.

SUBDIVISION

Pursuant to the City's subdivision requirements (Article 3 of Chapter 2 of Title 10 of the Beverly Hills Municipal Code), the Planning Commission is required to consider the following issues:

GENERAL PLAN AND ZONING ANALYSIS

The zoning designation for this site is the 9900 Wilshire Specific Plan (the "Specific Plan") and the General Plan designation for the subject property is SP- 9900 Wilshire Specific Plan. The project as proposed is consistent with the land use designation of the property called for in the General Plan.

COMMON INTEREST DEVELOPMENT ORDINANCE

On March 7, 2006, the City Council adopted Ordinance No. 06-2497, establishing criteria for all common interest development projects. As defined in BHMC Section 10-2-101:

COMMON INTEREST DEVELOPMENT: A community apartment project, a condominium project, a planned development, and a stock cooperative as defined in section 1351 of the California Civil Code or its successor statute.

The proposed project is a condominium project and therefore subject to the Common Interest Development ("CID") ordinance, as codified in BHMC Section 10-2-707. The CID ordinance requires all common interest development projects to comply with the current Building Codes and Zoning regulations and all other requirements of the code in effect at the time the application is submitted.

As indicated in the Project Data Summary table, the project complies with applicable zoning requirements within the 9900 Wilshire Specific Plan. As with new buildings,

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compliance with current building and fire code regulations (including life safety requirements) for the proposed conversion will be verified upon submittal of a full set of building plans, including structural plans and confirmed through the standard building inspection process. A condition of approval regarding compliance with existing regulations is included in the draft resolution attached to this report.

DEVELOPMENT PLAN REVIEW AND VESTING *TENTATIVE TRACT MAP*

Development Plan Review - Pursuant to the Beverly Hills Municipal Code Section 10-3-3100 G, all common interest development require approval of a Development Plan Review. The Planning Commission may consider a request for a Development Plan Review if the Planning Commission can make the following findings:

A. The proposal is consistent with the General Plan and any specific plans adopted for the area.

The proposed subdivision and improvement are consistent with the 9900 Wilshire Specific Plan adopted on April 9, 2008 by the City Council. The Specific Plan is consistent with the objectives, policies, general land uses, and programs specified in the General Plan. In connection with the adoption of the Specific Plan, the Land use Element of the General Plan was amended to designate the Specific Plan Area as "SP-9900 Wilshire Specific Plan".

B. The proposed project will not adversely affect existing and anticipated development in the vicinity and will promote harmonious development of the area.

The project as proposed involves the redevelopment of the exiting Robinsons-May department store building and associated parking structure. The exiting building would be replaced with 235 luxury condominium residences in two separate buildings, approximately 16,456 square feet commercial space fronting Santa Monica Boulevard, a two-level subterranean parking garage and landscape gardens including a public park. Under the 9900 Wilshire Specific Plan, the project site could be developed as designated in the specific plan. Existing and anticipated developments in the vicinity contain a variety of commercial and residential uses. The proposed project is consistent with the adopted specific plan and will promote harmonious development in the area. Therefore, as conditioned, the Project will not adversely affect existing and anticipated development in the vicinity and will promote harmonious development of the area.

C. The proposed plan will not create any significantly adverse traffic impacts, traffic safety hazards, pedestrian-vehicle conflicts, or pedestrian safety hazards.

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An Environmental Impact Report was prepared for the project to assess the potential impacts of the proposed development. As part of the Environmental Impact Report, the project traffic impacts were analyzed and mitigation measures were identified to reduce traffic impacts upon the analyzed intersections and the residential streets associated with the construction of the proposed project, to the maximum extent feasible. The Mitigation Monitoring and Reporting Plan (attachment 3) identifies these mitigation measures.

D. The project will not be detrimental to the public health, safety or general welfare.

The Project will not be detrimental to the public health, safety, or general welfare. The Project, as conditioned, will be constructed in accordance with the 9900 Wilshire Specific Plan and the City's Building Code standards. In addition, prior to the approval of the Final Map, the Project shall demonstrate compliance with all life safety requirements set forth in BHMC Section 10-2-709 A. Therefore, as conditioned, and for the reasons discussed in the foregoing paragraphs, the Project will not be detrimental to the public health, safety or general welfare.

Vesting Tentative Tract Map- The Planning Commission may authorize approval of a vesting tentative map if the findings can be made (Government Code Section 66474):

(a) That the proposed Vesting Tentative Tract Map and the design or improvements or improvements of the proposed subdivision are consistent with the General Plan of the City.

The proposed subdivision and improvement are consistent with the 9900 Wilshire Specific Plan adopted on April 9, 2008 by the City Council. The Specific Plan is consistent with the objectives, policies, general land uses, and programs specified in the General Plan. In connection with the adoption of the Specific Plan, the Land use Element of the General Plan was amended to designate the Specific Plan Area as "SP-9900 Wilshire Specific Plan".

(b) That the site is physically suitable for the type of development and the proposed density.

The site is physically suitable for the type of development and the proposed density. The 7.95-acre project site currently is developed with the vacant former Robinson-May department store and associated two-story parking garage. The project was previously reviewed by the Planning Commission and City Council and found to be consistent with the City's General Plan and the adopted 9900 Wilshire

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Specific Plan. The infrastructure serving the site is generally adequate to support the development proposed on the site and the applicant shall be required to upgrade sewer capacity, if necessary, prior to finalizing the vesting tentative tract map. The site has no unusual seismic or other hazards. Therefore, the site is physically suitable for the type of development and the proposed density.

(c) That the design of the subdivision and the proposed improvements are not likely to cause substantial environmental damage or substantially and avoidably injure fish or wildlife or their habitat.

The Project will not cause substantial environmental damage or substantial and avoidable injury to fish or wildlife or their habitat. The Environmental Impact Report (EIR) prepared for the project found no significant impacts to fish, wildlife, or habitat. The EIR identified temporary air quality, noise and groundborne vibration impacts and significant cultural resource impacts. However a statement of overriding considerations has been adopted in connection with the project.

(d) Whether the design of the subdivision or type of improvement is likely to cause serious public health problems and whether the design of the subdivision or the type of improvement will conflict with any public easement.

The design of the subdivision and the type of improvements will not cause serious public health problems, and will not conflict with easements acquired by the public at large for access through or use of property within the proposed subdivision. The proposed map has been preliminary reviewed by the Public Works and Engineering

Department. In addition, encroachment permits will be obtained for all temporary and permanent encroachments into the public right-of-way.



Rita Naziri

Attachments:

- | | |
|---|-------|
| 1. Draft Resolution | Tab A |
| 2. Application and supporting documents | Tab B |
| 3. 9900 Wilshire Specific Plan | Tab C |
| 4. Public Hearing Notice | Tab D |
| 5. Environmental Checklist | Tab E |

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- 6. Vesting Tentative Tract Map and Isometric View
- 7. Project Plans

Tab F
Tab G

**RECOMMENDED CONDITIONS OF APPROVAL
(9900 Wilshire Boulevard Project)**

(Planning Commission Hearing of December 11, 2008)

If the project is approved, the following conditions of approval are recommended:

1. Approval of this Project is subject to all other discretionary approvals required by the City for the Project and the approval of the Vesting Tentative Tract Map, including all conditions of approval imposed on the Specific Plan as contained in City Council Resolution No. 08-R-12499, Exhibit 1.
2. The applicant shall provide a sewer flow report prepared and stamped by a mechanical engineer licensed to practice in the state of California. The report shall calculate and present the sewer flow over the course of a maximum-flow 24-hour period from the proposed building into the City's sewer system. Average daily flow is not sufficient information—peak flow and flow variation over time shall be provided. The City Engineer will analyze the capacity of the City's sewer system to handle the flow from the building. Should the analysis indicate the need to upgrade the City's system, the applicant shall upgrade the system to the satisfaction of the City Engineer at the applicant's cost.
3. Offsite improvement plans (streets, alleys, drainage, traffic striping and signage, etc.) prepared by appropriately registered (state of California) professional engineers (e.g. civil or traffic) shall be prepared for all improvements in the public right-of-way. All facilities to be constructed or relocated within the public right-of-way must be clearly shown. The plans shall be subject to the requirements of the City Engineer, and shall remain the property of the City of Beverly Hills following their approval by the City.
4. Prior to issuance of a Certificate of Occupancy, the applicant shall rehabilitate the street paving to the satisfaction of the City Engineer. This rehabilitation shall, at the least, consist of cold-milling two inches of the existing asphalt paving from the street and replacing this with a new two-inch pavement cap. These improvements shall include all frontages of this project to the center line of Wilshire Boulevard and Santa Monica Boulevard from property line to property line. In addition, spot reconstruction to the satisfaction of the City Engineer will take place prior to the pavement cap installation in those areas designated by the City Engineer.

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All sidewalks, curbs and gutters in front of this project shall be replaced to the satisfaction of the City Engineer utilizing latest approved standards.

5. Encroachment permits shall be obtained for all temporary and permanent encroachments into the public right-of-way.
6. The applicant shall obtain and submit a copy of an NPDES permit to the City Engineer for temporary dewatering during construction. All discharge shall be made directly into a storm drain or catch basin as directed by the City Engineer.
7. Prior to the issuance of the Final Map, the applicant shall record CC&R's with content and form to be reviewed and approved by the City Attorney prior to recordation. A recorded copy of the said document shall be provided to the City's Planning Division Office.
8. There are existing Metropolitan Water District (MWD) water and storm drain easements located in the westerly limit of the property. The water easement with MWD will be relocated to Merv Griffin Way (Private Street). This must be reflected in the final map.
9. The Final Map plan shall be prepared in accordance with the approved Vesting Tentative Map and shall be filed within twenty-four (24) months from the date of approval by the City, unless, prior to expiration of the twenty-four months, the Planning Division has received a request from the subdivider for an extension of time and thereafter receives approval of such extension by the City.
10. The subject condominium project shall consist of no more than 235 residential and five commercial condominium units. The construction plan and final condominium shall be prepared in accordance with the number of residential and commercial units permitted by the Specific Plan and this approval.

Attachments

RESOLUTION NO.

A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BEVERLY HILLS CONDITIONALLY APPROVING VESTING TENTATIVE TRACT MAP NO. 67884 AND A DEVELOPMENT PLAN REVIEW TO SUBDIVIDE ONE PACEL INTO SEVEN PACELS AND TO SUBDIVIDE THE AIR RIGHTS TO PERMIT THE INDIVIDUAL SALES OF A MAXIMUM OF 235 CONDOMINIUM UNITS AND FIVE COMMERCIAL CONDOMINIUM UNITS IN CONNECTION WITH THE DEVELOPMENT OF A MIXED-USE PROJECT LOCATED AT 9900 WILSHIRE BOULEVARD.

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

Section 1. Project Lotus, LLC, c/o Candy & Candy LLC/ Ronnie Robinson (hereinafter referred to as the "Applicant") has submitted an application for approval of Vesting Tentative Tract Map No. 67884 and a Development Plan Review to allow subdivision of one existing parcel into seven parcels, and to subdivide the air rights to permit the individual sale of a maximum of 235 residential condominium units and five commercial condominium units in connection with the development of a mixed use project at 9900 Wilshire Boulevard (the "Project").

The project will include the following lots, with all elevation references based on relationship to sea level, which is treated as zero feet:

Lot 1: Airspace Lot with an upper elevation of 46 feet and no lower elevation. This airspace lot encompasses the residential parking and common areas for both North and South Residential buildings. The parking structure shall have a maximum depth as allowed by the Specific Plan.

Lot 2: Airspace Lot with a lower elevation of 290 feet and no upper elevation. This airspace lot

would contain the North Residential Building and Residential Gardens. The North Residential Building would have a maximum height as approved by the 9900 Wilshire Specific Plan.

Lot 3: Airspace Lot with a lower elevation of 268 to 286 feet and no upper elevation. This airspace lot would contain the Public Gardens area located between Wilshire Boulevard and Santa Monica Boulevard, west of Merv Griffin Way.

Lot 4: Airspace Lot with a lower elevation of 282 and no upper elevation. This airspace lot would contain the South Residential Building and Residential Gardens. The South Residential Building would have a maximum height as approved by the 9900 Wilshire Specific Plan.

Lot 5: Airspace Lot with a lower elevation of 46 feet and a variable upper elevation up to 290 feet. This airspace lot would contain the Residential Parking and Common Areas for the North Residential Building. The parking structure shall have a maximum depth as allowed by the Specific Plan.

Lot 6: Airspace Lot with a lower elevation of 46 feet and a variable upper elevation up to 282 feet. This airspace lot would contain Residential Parking and Common Areas for the South Residential Building. The parking structure shall have a maximum depth as allowed by the Specific Plan.

Lot 7: Airspace Lot with a lower elevation of 268 and an upper elevation of 282 feet and no upper elevation. This airspace lot would contain Retail Uses (including commercial parking). Lot 7 would contain up to five commercial condominiums that would be subdivided into individual commercial spaces, such as restaurant, retail and commercial parking

Section 2. On April 9, 2008, The Beverly Hills City Council approved a residential condominium and retail mixed-use project on the 7.95-acre site of the vacant Robinsons-May building through approval of the 9900 Wilshire Specific Plan. The project site is located on the south side of the 9900 block of Wilshire Boulevard and north of Santa Monica Boulevard. The site is bound by the

Los Angeles Country Club on the west site, Wilshire Boulevard to the north, Merv Griffin Way to the east, and Santa Monica Boulevard to the south.

The Specific Plan contemplates the demolition of the existing 228,000 square foot former Robinsons-May department store building and associated parking structure at 9900 Wilshire Boulevard and construction of a mixed-use project containing 235 condominium units in two buildings located near the western (Los Angeles Country Club) border, two commercial buildings which would consist of approximately 11,456 square feet of commercial development including a restaurant of not more than 4,800 square feet which includes not more than 600 square feet of outdoor dining, underground parking, private landscaped gardens with a pool and spa space.

The major project components include the following:

- North Condominium Building with 103 units. The North Building would incorporate a stepped design from Wilshire Boulevard with heights ranging from 9 stories (108 ft. from the datum point and from adjacent grade), 12 stories (149 ft. from the datum point from adjacent grade) and 13 stories (161 ft. from the datum point and from adjacent grade). The North Building also includes back of house facilities such as two screening rooms, an events room, game rooms, resident wine storage and general storage, warming kitchen, laundry area, staff facilities and a building office in an underground mezzanine. All of these would be shared with the residents in the South Building. The 9900 Wilshire Specific Plan, Section 4.4 indicates that the height of the North condominium near the western boundary of the Specific Plan area shall not exceed 108 feet from adjacent grade for the first 90 feet from the northerly end of north condominium building and 161 feet from the adjacent grade after the first 150 feet from

the northerly end of such condominium building, with steps in height to 137 feet and 149 feet at different locations.

- South Condominium Building with 132 units. The South Building would also contain a stepped design. The height of the South Building would range from 13 stories (161 ft. from datum point and 169 ft. from adjacent grade through 15 stories (185 ft. from datum point and 193 ft. and 205 ft. from adjacent grade). The 9900 Wilshire Specific Plan, Section 4.4 indicates that the height of the South Building near the western boundary of the Specific Plan area shall not exceed 205 feet from adjacent grade at its highest point.

- Total Residential Unit Count:

Studios	58
1 Bedroom	24
2 Bedroom	38
3 Bedroom	28
3 Bedroom + Den	36
4 Bedroom	27
4 Bedroom + Den	10
Penthouses	14
Total:	235

- Commercial Retail building of 11,656 square feet at a height of approximately 3 stories (28 ft. from the datum point and 48 ft. from adjacent grade) along the Santa Monica Boulevard frontage as specified in the 9900 Wilshire Specific Plan Section 4.4. A spa pavilion for residents of the condominiums consisting of a pool, gym and spa facilities would be located in

the two stories above the ground level retail. The 9900 Wilshire Specific Plan, Section 4.4 indicates that the height of the commercial building and spa building located along the southern boundary of the Specific Plan Area shall not exceed 48 feet from adjacent grade.

- A one-story commercial building (at a height of approximately 0 ft. to 28 ft. from the datum point and 22 ft. to 50 ft. from adjacent grade at the corner of Santa Monica Boulevard and Merv Griffin Way with 4,800 square feet on restaurant space with 585 square feet of outdoor seating.
- A two-level subterranean parking garage containing a total of 803 parking spaces. Of the 803 parking spaces provided, 681 would be available to project residents, employees and visitors, and the remaining 122 spaces would be for the retail and restaurant portions of the project. Twenty-eight of the residential spaces would be tandem and 31 of the commercial spaces would be tandem. All of the retail and restaurant parking would be separated from the parking for the residents and their visitors. Valet parking would be provided for residents and their guests, as well as for retail and restaurant patrons.
- Landscaped gardens and other open space throughout the project site. The landscaped gardens consist of both private gardens and public gardens. The public gardens (.81 acres) are located at the corner of Wilshire Boulevard and Merv Griffin Way, along the entire length of Merv Griffin Way and at the corner of Merv Griffin Way and Santa Monica Boulevard.

Access to site would be provided from four locations along the perimeter of the project site as follows:

- A residential entry/exit on Wilshire Boulevard. This driveway would lead to the private access roadway along the western side of the project site and have two-way flow, with ingress and egress limited to right-turn in and right-turn out.
- A residential entry/exit on Santa Monica Boulevard. This driveway would have ingress and egress limited to right-turn in, right-turn out and left-turn in and lead to the private access roadway along the western side of the project site.
- A new driveway providing retail and restaurant ingress and egress along Merv Griffin Way. This driveway is located directly across the street from the entry to The Beverly Hilton Hotel.
- A new driveway providing restaurant and retail access along Santa Monica Boulevard.

Several circulation improvements are proposed as part of the project. These include the following improvements:

- Reconstruct Santa Monica Boulevard along the project frontage to both facilitate project access and also provide a third westbound lane.
- Contribute a “fair-share” towards the cost of realigning Merv Griffin Way and providing a northbound left-turn, through, and right-turn lane at the intersection of Wilshire Boulevard and Merv Griffin Way.
- Contributing a “fair share” towards the cost of signaling the intersection of Santa Monica Boulevard and Merv Griffin Way.

The property owner now seeks approval of a vesting tentative map to allow each of the parcels to be sold individually. Aside from the request for a condominium map, no changes are proposed to the project as previously approved by the City Council. As conditioned, the project will comply with all applicable codes, including the 9900 Wilshire Specific Plan. In addition, the conditions of approval

granted in conjunction with the previously approved 9900 Wilshire Boulevard Specific Plan shall remain in full force and effect.

The project site is located on the south side of the 9900 block of Wilshire Boulevard and north of Santa Monica Boulevard. The site is bound by the Los Angeles Country Club on the west, Wilshire Boulevard to the north, Merv Griffin Way to the east, and Santa Monica Boulevard to the south.

Section 3. This project was previously assessed in accordance with the authority and criteria contained in the California Environmental Quality Act (CEQA), the State CEQA Guidelines, and the environmental regulations of the City. In April 2008, the City Council certified an Environmental Impact Report (EIR) for the proposed 9900 Wilshire Boulevard Project. The EIR considered the proposed Vesting tentative map as part of the overall project. There have been no changes to the project or the circumstances surrounding the project, nor is there any new information, which would require any revision to the EIR due to new or more severe environmental impacts than those identified in the EIR. Nor has staff identified any new mitigation measures or alternatives that are capable of further reducing the environmental impacts associated with the project. The Planning Commission hereby incorporates by reference the environmental findings and determinations set forth in Resolution 08-R-12497.

Section 4. On November 7, 2008, notice of the proposed project and public hearing was mailed to all property owners and residential tenants within a 300-foot radius of the property, and all single-family zoned properties within 500 feet (if any) from the exterior boundaries of the property. The hearing notice was published in the *Beverly Hills Courier* on Friday, November 7, 2008 and the *Beverly Hills Weekly* on Thursday, November 13, 2008. The project was scheduled for the November 20, 2008, Planning Commission meeting, and was continued to the December 11, 2008

meeting. On December 11, 2008, the Planning Commission held a duly noticed public hearing to consider the project. Evidence, both written and oral, was presented at said hearing.

Section 5. Pursuant to the California Subdivision Map Act and the city's subdivision requirements, the Planning Commission considered the following issues in reviewing the application for Vesting Tentative Tract Map No. 67884:

1) Whether the proposed vesting tentative tract map and the design or improvement of the proposed subdivision are consistent with the General Plan of the City;

2) Whether the site is physically suitable for the type of development and the proposed density;

3) Whether the design of the subdivision and the proposed improvements are likely to cause substantial environmental damage or substantially and avoidably injure fish or wildlife or their habitat; and

4) Whether the design of the subdivision or type of improvement is likely to cause serious public health problems and whether the design of the subdivision or the type of improvement will conflict with any public easements.

Section 6. Based upon the evidence presented in the record on this matter, including the staff report and oral and written testimony, the Planning Commission hereby finds as follows with respect to Vesting Tentative Tract Map No. 67884:

6.1 The proposed subdivision and improvement are consistent with the 9900 Wilshire Specific Plan adopted on April 9, 2008 by the City Council. The Specific Plan is consistent with the objectives, policies, general land uses, and programs specified in the General Plan. In connection with the adoption of the Specific Plan, the Land use Element of the General Plan was amended to

designate the Specific Plan Area as “SP-9900 Wilshire Specific Plan”. The proposed subdivision represents one of the steps in implementation of the Specific Plan.

6.2 The site is physically suitable for the type of development and the proposed density. The 7.95-acre project site currently is developed with the vacant former Robinson-May department store and associated two-story parking garage. The project was previously reviewed by the Planning Commission and City Council and found to be consistent with the City's General Plan and the adopted 9900 Wilshire Specific Plan. The infrastructure serving the site is generally adequate to support the development proposed on the site and the applicant shall be required to upgrade sewer capacity, if necessary, prior to finalizing the vesting tentative tract map. The site has no unusual seismic or other hazards. Therefore, the site is physically suitable for the type of development and the proposed density.

6.3 The Project will not cause substantial environmental damage or substantial and avoidable injury to fish or wildlife or their habitat. The Environmental Impact Report (EIR) prepared for the project found no significant impacts to fish, wildlife, or habitat. The EIR identified temporary air quality, noise and groundborne vibration impacts and significant cultural resource impacts. However a statement of overriding considerations has been adopted in connection with the project.

6.4 The design of the subdivision and the type of improvements will not cause serious public health problems, and will not conflict with easements acquired by the public at large for access through or use of property within the proposed subdivision. The proposed map has been preliminary reviewed by the Public Works and Engineering Department. In addition, encroachment permits will be obtained for all temporary and permanent encroachments into the public right-of-way.

Section 7. Pursuant to the Beverly Hills Municipal Code Section 10-3-3100 G, all common interest developments require approval of a Development Plan Review. The Planning Commission may consider a request for a Development Plan Review if the Planning Commission can make the following findings:

- 1) Whether the proposed plan is consistent with the General Plan and any specific plans for the area;
- 2) Whether the proposed plan will adversely affect existing and anticipated development in the vicinity and will promote harmonious development of the area;
- 3) Whether the proposed plan will create any significantly adverse traffic impacts, traffic safety hazards, pedestrian-vehicle conflicts, or pedestrian safety hazards; and
- 4) Whether the proposed plan will be detrimental to the public health, safety or general welfare.

Section 8. Based upon the evidence presented in the record on this matter, including the staff report and oral and written testimony, the Planning Commission hereby finds, as follows, with respect to the Development Plan Review:

8.1 The proposed subdivision and improvement are consistent with the 9900 Wilshire Specific Plan adopted on April 9, 2008 by the City Council. The Specific Plan is consistent with the objectives, policies, general land uses, and programs specified in the General Plan. In connection with the adoption of the Specific Plan, the Land use Element of the General Plan was amended to designate the Specific Plan Area as "SP-9900 Wilshire Specific Plan". The proposed subdivision represents one of the steps in implementation of the Specific Plan.

8.2 The project as proposed involves the redevelopment of the exiting Robinsons-May department store building and associated parking structure. The exiting building would be replaced with 235 condominium residences in two separate buildings, approximately 16,456 square feet commercial space fronting Santa Monica Boulevard, a two-level subterranean parking garage and landscape gardens including a public park. Under the 9900 Wilshire Specific Plan, the project site could be developed as designated in the specific plan. Existing and anticipated developments in the vicinity contain variety of commercial and residential uses. The proposed project is consistent with the adopted specific plan and will promote harmonious development in the area. Therefore, as conditioned, the Project will not adversely affect existing and anticipated development in the vicinity and will promote harmonious development of the area.

8.3 An Environmental Impact Report was prepared for the project to assess the potential impacts of the proposed development. As part of the Environmental Impact Report, the project traffic impacts were analyzed and mitigation measures were identified to reduce traffic impacts upon the analyzed intersections and the residential streets associated with the construction of the proposed project, to the maximum extent feasible. The Mitigation Monitoring and Reporting Plan (attached) identifies these mitigation measures. The applicant must comply with all mitigation measures identified for the project.

8.4 The Project will not be detrimental to the public health, safety, or general welfare. The Project, as conditioned, will be constructed in accordance with the 9900 Wilshire Specific Plan and the City's Building Code standards. In addition, prior to the approval of the Final Map, the Project shall demonstrate compliance with all life safety requirements set forth in BHMC Section 10-2-709 A. Therefore, as conditioned, and for the reasons discussed in the foregoing paragraphs, the Project will

not be detrimental to the public health, safety or general welfare.

Section 9. Pursuant to Article 7 of Chapter 2 of Title 10 of the Beverly Hills Municipal Code, in reviewing the application for a common interest development, the Planning Commission considered the following issues:

1) Whether the Project complies with applicable requirements of Article 7 of Chapter 2 of the Planning and Zoning Code of the City of Beverly Hills, including, but not limited to: compliance with the current zoning and building code and all other applicable current requirements of the Municipal Code.

9.1 The proposed project is subject to the 9900 Wilshire Specific Plan adopted on April 9, 2008. The project will be in conformance with the development standards as prescribed by the specific plan. During construction, the project will be monitored for compliance as required and full compliance shall be verified prior to approval of the final map.

Section 10. Based upon the foregoing findings, the Planning Commission hereby approves Vesting Tentative Tract Map No. 67884 subdividing one parcel into seven parcels and subdividing the air rights to permit the individual sale of 235 condominium units and five commercial units in connection with the development of the 9900 Wilshire project, subject to the following conditions:

1. Approval of this Project is subject to all other discretionary approvals required by the City for the Project and the approval of the Vesting Tentative Tract Map, including all conditions of approval imposed on the Specific Plan as contained in City Council Resolution No. 08-R-12499, Exhibit 1.

2. The applicant shall provide a sewer flow report prepared and stamped by a mechanical engineer licensed to practice in the state of California. The report shall calculate and present the sewer flow over the course of a maximum-flow 24-hour period from the proposed building into the City's sewer system. Average daily flow is not sufficient information—peak flow and flow variation over time shall be provided. The City Engineer will analyze the capacity of the City's sewer system to handle the flow from the building. Should the analysis indicate the need to upgrade the City's system, the applicant shall upgrade the system to the satisfaction of the City Engineer at the applicant's cost.

3. Offsite improvement plans (streets, alleys, drainage, traffic striping and signage, etc.) prepared by appropriately registered (state of California) professional engineers (e.g. civil or traffic) shall be prepared for all improvements in the public right-of-way. All facilities to be constructed or relocated within the public right-of-way must be clearly shown. The plans shall be subject to the requirements of the City Engineer, and shall remain the property of the City of Beverly Hills following their approval by the City.

4. Prior to issuance of a Certificate of Occupancy, the applicant shall rehabilitate the street paving to the satisfaction of the City Engineer. This rehabilitation shall, at the least, consist of cold-milling two inches of the existing asphalt paving from the street and replacing this with a new two-inch pavement cap. These improvements shall include all frontages of this project to the center line of Wilshire Boulevard and Santa Monica Boulevard from property line to property line. In addition, spot reconstruction to the satisfaction of the City Engineer will take place prior to the pavement cap installation in those areas designated by the City Engineer.

All sidewalks, curbs and gutters in front of this project shall be replaced to the satisfaction of the

City Engineer utilizing latest approved standards.

5. Encroachment permits shall be obtained for all temporary and permanent encroachments into the public right-of-way.

6. The applicant shall obtain and submit a copy of an NPDES permit to the City Engineer for temporary dewatering during construction. All discharge shall be made directly into a storm drain or catch basin as directed by the City Engineer.

7. There are existing Metropolitan Water District (MWD) water and storm drain easements located in the westerly limit of the property. The water easement with MWD will be relocated to Merv Griffin Way (Private Street). This must be reflected in the final map.

8. The Final Map plan shall be prepared in accordance with the approved Vesting Tentative Map and shall be filed within twenty-four (24) months from the date of approval by the City, unless, prior to expiration of the twenty-four months, the Planning Division has received a request from the subdivider for an extension of time and thereafter receives approval of such extension by the city.

9. The subject condominium project shall consist of no more than 235 residential and five commercial condominium units. The construction plan and final condominium shall be prepared in accordance with the number of residential and commercial units permitted by the Specific Plan and this approval.

10. This resolution approving Vesting Tentative Tract Map No. 67884 and a Development Plan Review to allow conversion of the thirteen-unit office building to a condominium

building located at 9900 Wilshire Boulevard (collectively the “Approvals”), 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 Applicant shall deliver the executed covenant to the Department of Planning and Community Development **within 60 days** of the Planning Commission decision. At the time that the Applicant delivers the covenant to the City, the Applicant shall also provide the City with all fees necessary to record the document with the County Recorder. If the Applicant fails to deliver the executed covenant within the required 60 days, this resolution approving the Tentative Parcel Map subdividing the project site shall be **null and void and of no further effect**.

Notwithstanding the foregoing, the Director of Community Development may, upon a request by the Applicant, grant a waiver from the 60-day time limit if, at the time of the request, the Director determines that there have been no substantial changes to any federal, state or local law that will affect the City’s ability to approve a Vesting Tentative Tract Map and Development Plan Review.

11. Prior to approval of the Final Map and in accordance with the provisions of Section 10-2-704 of the Beverly Hills Municipal Code, the Applicant shall submit a copy of the proposed covenants, conditions and restriction (CC&Rs) for the Project to the Director of Community Development and the City Attorney for review and approval, which CC&Rs shall be recorded before or at the same time as recordation of the final map.

12. Each of the mitigation measures in the adopted Mitigation Monitoring and Reporting Program adopted for the 9900 Wilshire Specific Plan are hereby made conditions of approval to the extent that each is applicable to this subdivision.

Section 11. Based upon the foregoing findings and subject to the Conditions of Approval, the Planning Commission hereby approves Vesting Tentative Tract Map No. 67884 and the Development Plan Review to allow the conversion of the thirteen-unit office building into a condominium building located at 9900 Wilshire Boulevard, in the City of Beverly Hills and County of Los Angeles.

Section 12. The Secretary of the Planning Commission shall certify to the passage, approval, and adoption of this resolution, and shall cause this resolution and his certification to be entered in the Book of Resolutions of the Planning Commission of the City.

Adopted:

Kathy Reims
Chair of the Planning Commission
of the City of Beverly Hills

ATTEST:

Secretary

Approved as to form:

Approved as to content:

David M. Snow
Assistant City Attorney

Jonathan Lait, AICP
City Planner

David D. Gustavson
Director of Public Works and Transportation

Vesting Tentative Tract Map 67884
October 2008 (revised 12/02/2008)

Project Lotus
9900 Wilshire Boulevard
Beverly Hills, CA 90210

Airspace Subdivision Configuration *

The subject property is an approximately eight-acre parcel located at the western gateway to the City of Beverly Hills between Wilshire and Santa Monica Boulevards. The site is currently improved with the Robinsons-May department store building and a related above-ground parking structure.

The proposed 9900 Wilshire project includes a maximum of 235 residential units and 16,456 square feet of commercial space for retail and restaurant uses, in conformance with development parameters contained in the Specific Plan adopted by the City on April 9, 2008 (Resolution No. 08-R-12499). Project Lotus LLC, as owner, requests approval of Vesting Tentative Tract Map 67884 to create seven airspace lots. The airspace subdivision is designed to create separate lots for each of two residential buildings, commercial space, parking garages and common areas, and public gardens area. The proposed subdivision includes a maximum of 235 residential condominiums in Lots 2 and 4 and a maximum of five commercial condominiums in Lot 7.

Proposed Airspace lots:

Lot 1: Airspace Lot with an upper elevation of 46 feet and no lower elevation. This airspace lot would contain the Residential Parking and Common Areas for both the north and south residential buildings.

Lot 2: Airspace Lot with a lower elevation of 290 feet and no upper elevation. This airspace lot would contain the Residential Building (North) and Residential Gardens. The Residential Building (North) would have a maximum height as approved by the City of Beverly Hills for the 9900 Wilshire Specific Plan.

Lot 3: Airspace Lot with a lower elevation of 268 to 286 feet and no upper elevation. This airspace lot would contain the Public Gardens located between Wilshire Boulevard and Santa Monica Boulevard, west of Merv Griffin Way.

Lot 4: Airspace Lot with a lower elevation of 282 and no upper elevation. This airspace lot would contain the Residential Building (South) and Residential Gardens. The Residential Building (South) would have a maximum height as approved by the City of Beverly Hills for the 9900 Wilshire Specific Plan.

Lot 5: Airspace Lot with a lower elevation of 46 feet and a variable upper elevation up to 290 feet. This airspace lot would contain the Residential Parking and Common Areas for the north residential building.

Lot 6: Airspace Lot with a lower elevation of 46 feet and a variable upper elevation up to 282 feet. This airspace lot would contain Residential Parking and Common Areas for the south residential building..

Lot 7: Airspace Lot with a lower elevation of 268 and no upper elevation. This airspace lot would contain Retail Uses (including commercial parking). Lot 7 would contain up to five commercial condominiums that would be subdivided into individual commercial spaces, such as restaurant, retail and commercial parking.

* Noted elevations are in relation to vertical datum of the benchmark shown on the title block of drawings which are related to sea level. These are estimates and are subject to change.

SEP 29 2008

COMMON INTEREST DEVELOPMENT FORM

PLANNING DEPARTMENT
CITY OF BEVERLY HILLS

Project Address: 9900 Wilshire Boulevard, Beverly Hills, California

Legal or Assessor's Description: (see attached LEGAL DESCRIPTION)

Landowner

Applicant or Agent

Name: Project Lotus LLC

Name: of Agent: Psomas/Kathline King

Address: c/o Candy & Candy LLC/R. Robinson
421 N Rodeo Drive, Ste One

Address: 555 South Flower Street
44th Floor

City: Beverly Hills, CA 90210

City: Los Angeles, CA 90071

State & Zip: _____

State & Zip: _____

Phone: (310) 385-0900

Phone: (213) 223-1420

Fax: (310) 285-3990

Fax: (213) 223-1444

Proposed Tract No. VTTM 67884

Engineer or Surveyor

Name: Psomas/Douglas Howard

Address: 555 South Flower Street
44th Floor

City: Los Angeles

State & Zip: CA 90071

Phone: (213) 223-1471

Fax: (213) 223-1444

Legal description of all parcels of property under consideration:

(see attached LEGAL DESCRIPTION)

Project Description:

Designer's Name: _____

Architect's Name: Richard Meier & Partners
Attn: Michael Gruber

Year Built: _____

Site Size: _____

Floor area of existing structure: _____ FAR: _____

Floor area of proposed addition or new structure: 901,514 sf FAR: 2.66:1/Residential

Square footage of basement, non-story and/or parking levels: approx. 450,000 sf
2.63:1/Retail

Square footage of total roof area: approx. 43,755 sf for North and South buildings
(not including terraces)

Square footage of "roof features" (skylights, clerestories): none on roof

Distance from ~~front~~ property line: 200-foot Public Gardens and varying setback from Wilshire

Distance from ~~side~~ property lines: 42-foot and varying setback from west prop. line
32-foot and varying setback from Merv Griffin Way

Distance from ~~rear~~ property line: 20-foot and varying setback from Santa Monica Blvd.

Height of existing structure (as defined by Code): _____

Number of stories: _____ In Feet: _____

Height of proposed addition or of new structure (as defined by Code):

Number of stories: _____ In Feet: 161' (above project 0'-0") North Bldg.
185' (above project 0'-0") South Bldg.

Characteristics/Features that contribute to surrounding area: _____

Public Gardens, future subway portals and transit areas will contribute to the surrounding area and larger community.

I, RONALD ROBINSON, have read and understand all statements including the supplement to application attached to this application. I am the property owner or authorized agent of the subject property. I hereby declare (affirm) that the foregoing statements, facts, and attached plans and materials are true and correct.

Ronald Robinson 22nd Sept 2008
Signature of () Property Owner or () Authorized Agent Date

I, PROSPECT LOTUS, am the property owner of the subject property. I have read and understand all foregoing statements, and hereby authorize the processing of this application.

Reedl Koh

Signature of Property Owner

22nd Sept 2008.

Date

(for office use only)

Date received: _____

Application fee Paid: _____

Notice fee Paid: _____

LEGAL DESCRIPTION

Real property in the City of Beverly Hills, County of Los Angeles, State of California, described as follows:

PARCEL 1:

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

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

PARCEL 2:

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

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

APN: 4327-028-002

SEP 29 2008

CITY OF BEVERLY HILLS

COMMUNITY DEVELOPMENT DEPARTMENT

DEVELOPMENT PLAN REVIEW PERMIT

Project Address: 9900 Wilshire Boulevard, Beverly Hills, CA 90210

Legal or Assessor's Description: (see attached LEGAL DESCRIPTION)

Landowner

Applicant or Agent

Name: Project Lotus LLC

Name: of Agent: Psomas/Kathline King

Address: c/o Candy & Candy LLC/Ronnie Robinson
421 N Rodeo Drive, Ste One

Address: 555 South Flower Street
44th Floor

City: Beverly Hills

City: Los Angeles

State & Zip: CA 90210

State & Zip: CA 90071

Phone: (310) 385-0900

Phone: (213) 223-1420

Fax: (310) 285-3990

Fax: (213) 223-1444

Project Description

Vesting Tentative Tract 67884 for 7 airspace lots, 235 residential condominiums and 5 commercial condominiums in conjunction with the development of a mixed-use project containing 235 residential dwelling units, 16,456 sf of commercial area (restaurant/retail), underground parking, private garden/pool/spa and Public Gardens.

Site Size: 7.95 acres

Floor area of existing structure: _____ FAR: _____

Floor area of proposed addition or new structure: 901,514 sf FAR: 2.66:1/Residential
2.63:1/Retail

Square footage of basement, non-story and/or parking levels: approx. 450,000 sf

Square footage of total roof area: approx. 43,755 sf for North and South buildings (not including terraces)

Square footage of "roof features" (skylights, clerestories): none on roof

Distance from front property line: 200-foot Public Garden and varying setback from Wilshire
42-foot and varying setback from west prop. line

Distance from side property lines: 32-foot and varying setback from Merv Griffin Way

Distance from ~~rear~~ property line: 20-foot and varying setback from Santa Monica Blvd.

Height of existing structure (as defined by Code): _____

Number of stories: _____ In Feet: _____

Height of proposed ~~addition~~ or of new structure (as defined by Code):

Number of stories: _____ In Feet: 161' above project 0'-0" North Bldg.
185' above project 0'-0" South Bldg.

I, RONALD ROBINSON, have read and understand all statements including the supplement to application attached to this application. I am the property owner or authorized agent of the subject property. I hereby declare (affirm) that the foregoing statements, facts, and attached plans and materials are true and correct.

Ronald Robin 22nd Sept 2008
Signature of () Property Owner or () Authorized Agent Date

I, PROJECT LOTUS LLC, am the property owner of the subject property. I have read and understand all foregoing statements, and hereby authorize the processing of this application.

Ronald Robin 22nd Sept 2008
Signature of Property Owner Date

(for office use only)

Date received: _____

Application fee Paid: _____

Notice fee Paid: _____

LEGAL DESCRIPTION

Real property in the City of Beverly Hills, County of Los Angeles, State of California, described as follows:

PARCEL 1:

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

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

PARCEL 2:

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

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

APN: 4327-028-002

Environmental Information Form
(To be completed by applicant)

GENERAL INFORMATION

1. Name, address, and telephone number of person to be contacted concerning this project: Applicant: Candy & Candy/Ronnie Robinson
2. List and describe any other related permits and other public approvals required for this project, including those required by city, regional, state and federal agencies:
Specific Plan and General Plan Amendment adopted by City Council of City of Beverly Hills (Resolution 08-R-12499)
3. Existing zoning district: "9900 Wilshire Specific Plan"
4. Proposed use of site (Project for which this form is filed):
mixed-use project containing 235 residential dwelling units, 16,456 sf of commercial (rest't/retail), landscaped gardens/pool/spa and Public Gardens

PROJECT INFORMATION

5. Site size 7.95 acres 6. Number of floors of construction _____
7. Floor area 901,514sf 8. Off-street parking proposed _____
9. Proposed scheduling construction 2010
10. If the project is associated with another project, what is the other project? N/A
11. If the project(s) is(are) to be developed in stages, explain. N/A
12. If residential, include the number of units, schedule of unit sizes, range of sale prices or rents, and type of household size expected. 235 residential units
13. If commercial, indicate the type, whether neighborhood, city or regionally oriented, square footage of sales area, and loading facilities.
Neighborhood oriented commercial: restaurant and retail.
14. If industrial, indicate type, estimated employment per shift, and loading facilities.
15. If institutional, indicate the major function, estimated employment per shift, estimated occupancy, loading facilities, and community benefits to be derived from the project.
16. If the project involves a variance, conditional use or rezoning application, state this and indicate clearly why the application is required.

Are the following items applicable to the project or its effects? Discuss below all items checked yes (attach additional sheets as necessary).

YES NO

- X 17. Change in existing features of any bays, tidelands, beaches, lakes or hills, or substantial alteration of ground contours.
- X 18. Change in scenic views or vistas from existing residential areas or public lands or roads.
- X 19. Change in pattern, scale or character of general area of project.
- X 20. Significant amounts of solid waste or litter.
- X 21. Change in dust, ash, smoke, fumes or odors in vicinity.
- X 22. Change in ocean, bay, lake, stream or ground water quality or quantity, or alteration of existing drainage patterns.
- X 23. Substantial change in existing noise or vibration levels in the vicinity.
- X 24. Site on filled land or on slope of 10 percent or more.
- X 25. Use or disposal of potentially hazardous materials, such as toxic substances, flammables or explosives.
- X 26. Substantial change in demand for municipal services (police, fire, water, sewage, etc.)
- X 27. Substantially increase fossil fuel consumption (electricity, oil, natural gas, etc.)
- X 28. Relationship to a larger project or series of projects.

Final Environmental Impact Report (State Clearinghouse #2006071107):

Project impacts were analyzed in the Final Environmental Impact Report that was prepared for the proposed development and certified by the City Council of the City of Beverly Hills. Mitigation measures contained in the FEIR reduce the project's impacts to a level of insignificance.

The Applicant's request for approval of Vesting Tentative Tract 67884 is not likely to generate project impacts beyond those already analyzed in the FEIR. The Vesting Tentative Tract is a subdivision map that will create an orderly arrangement of legal lots and condominiums within the already approved residential density and commercial intensity.

ENVIRONMENTAL SETTING

- 29. Describe the project site as it exists before the project, including information on topography, soil stability, plants and animals, and any cultural, historical or scenic aspects. Describe any existing structures on the site, and the use of the structures. Attach photographs of the site. Snapshots or polaroid photos will be accepted.
- 30. Describe the surrounding properties, including information on plants and animals and any cultural, historical or scenic aspects. Indicate the type of land use (residential, commercial, etc.), intensity of land use (one-family, apartment houses, shops, department stores, etc.), and scale of development (height, frontage, setback, rear yard, etc.). Attach photographs of the vicinity. Snapshots or polaroid photos will be accepted.

HAZARDOUS WASTE AND SUBSTANCES STATEMENT

Before the City can accept this application as complete, the applicant must consult the State Department of Health Services' Hazardous Waste Sites Lists {filed annually with the State Office of Planning and Research (OPR) pursuant to Government Code 65962.5} and submit a signed statement indicating whether the project and any alternatives are located on a site which is included on any such list, and shall specify any list. In the event that the project site and any alternatives are not listed on any list compiled pursuant to Government Code 65962.5, then the applicant must certify that fact as provided under #35. below.

32. Specify any list pursuant to Section 65962.5 of the California Government Code:

33. Regulatory identification number: _____

34. Date of List: _

35. If the project does not appear on any list compiled pursuant to Section 65962.5, the following certification must be completed:

I have consulted the lists compiled pursuant to Section 65962.5 of the Government Code and hereby certify that the project and any alternatives proposed in this application are not contained on these lists.

Date: _____

(Signature)

For: _____

(Applicant)

CERTIFICATION: I hereby certify that the statements furnished above and in the attached exhibits present the data and information required for this initial evaluation to the best of my ability, and that the facts, statements, and information presented are true and correct to the best of my knowledge and belief.

Date 22nd Sept 2008

Ronald Robin

(Signature)

For PROJECT LOTUS LLC

CITY OF BEVERLY HILLS

APPLICATION FOR SUBDIVISION (TENTATIVE MAP)

Proposed Tract No. Vesting Tentative Tract 67884 Date July 16, 2008

Owner(s) Project Lotus LLC

Candy & Candy, Inc.
Owner's Address 421 N Rodeo Drive, Suite One Phone (310) 385-0900
Beverly Hills, CA 90210

Fax (310) 285-3990

Engineer or Surveyor Psomax, Attn: Kathline King (213) 223-1420

Address 555 S Flower Street, 44th Floor Phone (213) 223-1420
Los Angeles, CA 90071

Fax (213) 223-1444

Legal description of all parcels of property under consideration:

9900 Wilshire Boulevard; that portion of Block 33 of Beverly, Sheet 2, in
the City of Beverly Hills, County of Los Angeles, State of California, as
per Map recorded in Book 13, Pages 62 and 63 of Maps, in the office of the
County Recorder of said County, as further described in the Preliminary
Title Report dated June 20, 2008 (attached with Application for Subdivision).

See current Fee Schedule for Subdivision Fees

Note fee differences for:

Request filed without other application

No. of Lots 7

Request filed with other application

Vesting map request with other application

No. of Units ²³⁵ residential units
5 commercial units

Condominium conversions

Owner's Signature

Ronald Robinson
Candy & Candy Inc., on behalf of

PROJECT LOTUS LLC.

Update 1



First American Title Insurance Company

9130 Anaheim Pl., Ste 230
Rancho Cucamonga, CA 91730

Ronnie Robinson
Candy and Candy Inc., Suite 1 3rd Flr. Rodeo Collection
421 North Rodeo Drive
Beverly Hills, CA 90210-4500

Customer Reference:	Robinson-May Site
Order Number:	3076631 (29)
Title Officer:	Hugo Tello
Phone:	(909)477-5678
Fax No.:	(866)782-3439
E-Mail:	htello@firstam.com
Buyer:	
Owner:	Project Lotus LLC
Property:	9900 Wilshire Boulevard Beverly Hills, CA

PRELIMINARY REPORT

In response to the above referenced application for a policy of title insurance, this company hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a policy or policies of title insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an exception below or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said policy forms.

The printed Exceptions and Exclusions from the coverage and Limitations on Covered Risks of said policy or policies are set forth in Exhibit A attached. *The policy to be issued may contain an arbitration clause. When the Amount of Insurance is less than that set forth in the arbitration clause, all arbitrable matters shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties.* Limitations on Covered Risks applicable to the CLTA and ALTA Homeowner's Policies of Title Insurance which establish a Deductible Amount and a Maximum Dollar Limit of Liability for certain coverages are also set forth in Exhibit A. Copies of the policy forms should be read. They are available from the office which issued this report.

Please read the exceptions shown or referred to below and the exceptions and exclusions set forth in Exhibit A of this report carefully. The exceptions and exclusions are meant to provide you with notice of matters which are not covered under the terms of the title insurance policy and should be carefully considered.

It is important to note that this preliminary report is not a written representation as to the condition of title and may not list all liens, defects, and encumbrances affecting title to the land.

This report (and any supplements or amendments hereto) is issued solely for the purpose of facilitating the issuance of a policy of title insurance and no liability is assumed hereby. If it is desired that liability be assumed prior to the issuance of a policy of title insurance, a binder or commitment should be requested.

Dated as of June 20, 2008 at 7:30 A.M.

The form of Policy of title insurance contemplated by this report is:

Subdivision Guarantee

A specific request should be made if another form or additional coverage is desired.

Title to said estate or interest at the date hereof is vested in:

Project Lotus LLC, a Delaware limited liability company

The estate or interest in the land hereinafter described or referred to covered by this Report is:

A fee as to Parcel(s) 1, an easement as to Parcel(s) 2.

The Land referred to herein is described as follows:

(See attached Legal Description)

At the date hereof exceptions to coverage in addition to the printed Exceptions and Exclusions in said policy form would be as follows:

1. General and special taxes and assessments for the fiscal year 2008-2009, a lien not yet due or payable.
2. The lien of supplemental taxes, if any, assessed pursuant to Chapter 3.5 commencing with Section 75 of the California Revenue and Taxation Code.
3. An easement for storm drain and incidental purposes, recorded December 8, 1927 in Book 7785 Page 46 of Official Records.
In Favor of: City of Beverly Hills
Affects: That portion of Parcel 1 as described therein
4. An easement for conduits for water transportation and incidental purposes, recorded June 15, 1940 in Book 17544 Page 320 of Official Records.
In Favor of: The Metropolitan Water District of Southern California, a Public Corporation
Affects: That portion of Parcel 1 as described therein

5. Covenants, conditions, restrictions and easements in the document recorded December 22, 1950 as Instrument No. 1344 in Book 35141 Page 331 of Official Records, but deleting any covenant, condition or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, sexual orientation, marital status, ancestry, disability, handicap, familial status, national origin or source of income (as defined in California Government Code §12955(p)), to the extent such covenants, conditions or restrictions violate 42 U.S.C. § 3604(c) or California Government Code §12955 . Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

An easement as contained in the above document.

For: Private road and incidental purposes.

6. An easement for public utilities and incidental purposes, recorded October 26, 1951 as Instrument No. 2239 of Official Records.
In Favor of: Southern California Edison Company, a Corporation
Affects: Said land as described therein
7. An easement affecting the portion of said land and for the purpose stated herein, and incidental purposes, condemned by final decree.

Purpose: A permanent channel and appurtenant structures to carry, control, and confine the flood, storm and other waste waters of Benedict Channel; and a permanent easement for public utilities

Case No: 787,048, Superior Court

Recorded: October 9, 1964 as Instrument No. 4727, of Official Records

Affects: That portion of said land as described in the document attached hereto.
8. The terms and provisions contained in the document entitled Notice of Consent to Use Land Notice executed by and between The Equitable Life Assurance Society of the United States, Hilton Hotels Corporation and Associated Dry Goods Corporation recorded July 25, 1966 as Instrument No. 3096 of Official Records.
9. An easement for public utilities and incidental purposes, recorded July 24, 1967 as Instrument No. 3475 of Official Records.
In Favor of: Southern California Edison Company, a Corporation
Affects: A strip of land 4 feet in width
10. A deed of trust to secure an original indebtedness of \$356,500,000.00 recorded April 10, 2007 as Instrument No. 20070856054 of Official Records.
Dated: April 10, 2007
Trustor: Project Lotus LLC, A Delaware Limited Liability Company
Trustee: Chicago Title Insurance Company, a Missouri Corporation
Beneficiary: Column Financial, Inc., a Delaware Corporation

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11. A document entitled Assignment of Leases and Rents recorded April 10, 2007 as Instrument No. 20070856055 of Official Records, as additional security for the payment of the indebtedness secured by the deed of trust recorded April 10, 2007 as Instrument No. 20070856054 of Official Records.
12. A financing statement recorded April 10, 2007 as Instrument No. 20070856056 of Official Records.
Debtor: Project Lotus LLC
Secured party: Column Financial, Inc

Prior to the issuance of any policy of title insurance, the Company will require:

13. With respect to Project Lotus LLC, a limited liability company:
 - a. A copy of its operating agreement and any amendments thereto;
 - b. If it is a California limited liability company, that a certified copy of its articles of organization (LLC-1) and any certificate of correction (LLC-11), certificate of amendment (LLC-2), or restatement of articles of organization (LLC-10) be recorded in the public records;
 - c. If it is a foreign limited liability company, that a certified copy of its application for registration (LLC-5) be recorded in the public records;
 - d. With respect to any deed, deed of trust, lease, subordination agreement or other document or instrument executed by such limited liability company and presented for recordation by the Company or upon which the Company is asked to rely, that such document or instrument be executed in accordance with one of the following, as appropriate:
 - (i) If the limited liability company properly operates through officers appointed or elected pursuant to the terms of a written operating agreement, such document must be executed by at least two duly elected or appointed officers, as follows: the chairman of the board, the president or any vice president, and any secretary, assistant secretary, the chief financial officer or any assistant treasurer;
 - (ii) If the limited liability company properly operates through a manager or managers identified in the articles of organization and/or duly elected pursuant to the terms of a written operating agreement, such document must be executed by at least two such managers or by one manager if the limited liability company properly operates with the existence of only one manager.
 - e. Other requirements which the Company may impose following its review of the material required herein and other information which the Company may require.

INFORMATIONAL NOTES

Note: The policy to be issued may contain an arbitration clause. When the Amount of Insurance is less than the certain dollar amount set forth in any applicable arbitration clause, all arbitrable matters shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties. If you desire to review the terms of the policy, including any arbitration clause that may be included, contact the office that issued this Commitment or Report to obtain a sample of the policy jacket for the policy that is to be issued in connection with your transaction.

The map attached, if any, may or may not be a survey of the land depicted hereon. First American expressly disclaims any liability for loss or damage which may result from reliance on this map except to the extent coverage for such loss or damage is expressly provided by the terms and provisions of the title insurance policy, if any, to which this map is attached.

1. General and special taxes and assessments for the fiscal year 2007-2008.

First Installment:	\$322,687.35, PAID
Penalty:	\$0.00
Second Installment:	\$267,731.66, PAID
Penalty:	\$0.00
Tax Rate Area:	02410
A. P. No.:	4327-028-002

Order Number: 3076631 (29)
Page Number: 6

WIRE INSTRUCTIONS

for

**First American Title Company - Los Angeles, Title Department
Los Angeles County, California**

**First American Trust, FSB
5 First American Way
Santa Ana, CA 92707**

**ABA 122241255
Credit to First American Title Company Los Angeles
Account No. 2000014101**

Reference Title Order Number 3076631 and Title Officer Hugo Tello

Funds for other loans being insured by First American Title Company must not be combined into one wire - or funds may be returned.

All wires must reference (1) First American Title Company - Los Angeles and (2) our Account Number - or funds may be returned.

LEGAL DESCRIPTION

Real property in the City of Beverly Hills, County of Los Angeles, State of California, described as follows:

PARCEL 1:

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

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

PARCEL 2:

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

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

APN: 4327-028-002

Order Number: 3076631 (29)

Page Number: 8

NOTICE

Section 12413.1 of the California Insurance Code, effective January 1, 1990, requires that any title insurance company, underwritten title company, or controlled escrow company handling funds in an escrow or sub-escrow capacity, wait a specified number of days after depositing funds, before recording any documents in connection with the transaction or disbursing funds. This statute allows for funds deposited by wire transfer to be disbursed the same day as deposit. In the case of cashier's checks or certified checks, funds may be disbursed the next day after deposit. In order to avoid unnecessary delays of three to seven days, or more, please use wire transfer, cashier's checks, or certified checks whenever possible.

If you have any questions about the effect of this new law, please contact your local First American Office for more details.

EXHIBIT A
LIST OF PRINTED EXCEPTIONS AND EXCLUSIONS (BY POLICY TYPE)

1. CALIFORNIA LAND TITLE ASSOCIATION STANDARD COVERAGE POLICY - 1990
SCHEDULE B

EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records. Proceedings by a public agency which may result in taxes or assessments, or notice of such proceedings, whether or not shown by the records of such agency or by the public records.
2. Any facts, rights, interests, or claims which are not shown by the public records but which could be ascertained by an inspection of the land or which may be asserted by persons in possession thereof.
3. Easements, liens or encumbrances, or claims thereof, which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by the public records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b), or (c) are shown by the public records.

EXCLUSIONS FROM COVERAGE

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
(b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims or other matters:
(a) whether or not recorded in the public records at Date of Policy, but created, suffered, assumed or agreed to by the insured claimant;
(b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
(c) resulting in no loss or damage to the insured claimant;
(d) attaching or created subsequent to Date of Policy; or
(e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the insured mortgage or for the estate or interest insured by this policy.
4. Unenforceability of the lien of the insured mortgage because of the inability or failure of the insured at Date of Policy, or the inability or failure of any subsequent owner of the indebtedness, to comply with applicable "doing business" laws of the state in which the land is situated.
5. Invalidity or unenforceability of the lien of the insured mortgage, or claim thereof, which arises out of the transaction evidenced by the insured mortgage and is based upon usury or any consumer credit protection or truth in lending law.
6. Any claim, which arises out of the transaction vesting in the insured the estate or interest insured by their policy or the transaction creating the interest of the insured lender, by reason of the operation of federal bankruptcy, state insolvency or similar creditors' rights laws.

2. AMERICAN LAND TITLE ASSOCIATION OWNER'S POLICY FORM B - 1970
SCHEDULE OF EXCLUSIONS FROM COVERAGE

1. Any law, ordinance or governmental regulation (including but not limited to building and zoning ordinances) restricting or regulating or prohibiting the occupancy, use or enjoyment of the land, or regulating the character, dimensions or location of any improvement now or hereafter erected on the land, or prohibiting a separation in ownership or a reduction in the dimensions of area of the land, or the effect of any violation of any such law, ordinance or governmental regulation.
2. Rights of eminent domain or governmental rights of police power unless notice of the exercise of such rights appears in the public records at Date of Policy.
3. Defects, liens, encumbrances, adverse claims, or other matters (a) created, suffered, assumed or agreed to by the insured claimant; (b) not known to the Company and not shown by the public records but known to the insured claimant either at Date of Policy or at the date such claimant acquired an estate or interest insured by this policy and not disclosed in writing by the insured claimant to the Company prior to the date such insured claimant became an insured hereunder; (c) resulting in no loss or damage to the insured claimant; (d) attaching or

created subsequent to Date of Policy; or (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the estate or interest insured by this policy.

**3. AMERICAN LAND TITLE ASSOCIATION OWNER'S POLICY FORM B - 1970
WITH REGIONAL EXCEPTIONS**

When the American Land Title Association policy is used as a Standard Coverage Policy and not as an Extended Coverage Policy the exclusions set forth in paragraph 2 above are used and the following exceptions to coverage appear in the policy.

SCHEDULE B

This policy does not insure against loss or damage by reason of the matters shown in parts one and two following:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.
2. Any facts, rights, interests, or claims which are not shown by the public records but which could be ascertained by an inspection of said land or by making inquiry of persons in possession thereof.
3. Easements, claims of easement or encumbrances which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
5. Unpatented mining claims; reservations or exceptions in patents or in Acts authorizing the issuance thereof; water rights, claims or title to water.
6. Any lien, or right to a lien, for services, labor or material heretofore or hereafter furnished, imposed by law and not shown by the public records.

**4. AMERICAN LAND TITLE ASSOCIATION LOAN POLICY - 1970
WITH A.L.T.A. ENDORSEMENT FORM 1 COVERAGE
SCHEDULE OF EXCLUSIONS FROM COVERAGE**

1. Any law, ordinance or governmental regulation (including but not limited to building and zoning ordinances) restricting or regulating or prohibiting the occupancy, use or enjoyment of the land, or regulating the character, dimensions or location of any improvement now or hereafter erected on the land, or prohibiting a separation in ownership or a reduction in the dimensions or area of the land, or the effect of any violation of any such law ordinance or governmental regulation.
2. Rights of eminent domain or governmental rights of police power unless notice of the exercise of such rights appears in the public records at Date of Policy.
3. Defects, liens, encumbrances, adverse claims, or other matters (a) created, suffered, assumed or agreed to by the insured claimant, (b) not known to the Company and not shown by the public records but known to the insured claimant either at Date of Policy or at the date such claimant acquired an estate or interest insured by this policy or acquired the insured mortgage and not disclosed in writing by the insured claimant to the Company prior to the date such insured claimant became an insured hereunder, (c) resulting in no loss or damage to the insured claimant; (d) attaching or created subsequent to Date of Policy (except to the extent insurance is afforded herein as to any statutory lien for labor or material or to the extent insurance is afforded herein as to assessments for street improvements under construction or completed at Date of Policy).
4. Unenforceability of the lien of the insured mortgage because of failure of the insured at Date of Policy or of any subsequent owner of the indebtedness to comply with applicable "doing business" laws of the state in which the land is situated.

**5. AMERICAN LAND TITLE ASSOCIATION LOAN POLICY - 1970
WITH REGIONAL EXCEPTIONS**

When the American Land Title Association Lenders Policy is used as a Standard Coverage Policy and not as an Extended Coverage Policy, the exclusions set forth in paragraph 4 above are used and the following exceptions to coverage appear in the policy.

SCHEDULE B

This policy does not insure against loss or damage by reason of the matters shown in parts one and two following:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.
2. Any facts, rights, interests, or claims which are not shown by the public records but which could be ascertained by an inspection of said land or by making inquiry of persons in possession thereof.
3. Easements, claims of easement or encumbrances which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
5. Unpatented mining claims; reservations or exceptions in patents or in Acts authorizing the issuance thereof; water rights, claims or title to water.
6. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.

**6. AMERICAN LAND TITLE ASSOCIATION LOAN POLICY - 1992
WITH A.L.T.A. ENDORSEMENT FORM 1 COVERAGE
EXCLUSIONS FROM COVERAGE**

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy;
(b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims, or other matters:
 - (a) whether or not recorded in the public records at Date of Policy, but created, suffered, assumed or agreed to by the insured claimant;
 - (b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
 - (c) resulting in no loss or damage to the insured claimant;
 - (d) attaching or created subsequent to Date of Policy (except to the extent that this policy insures the priority of the lien of the insured mortgage over any statutory lien for services, labor or material or the extent insurance is afforded herein as to assessments for street improvements under construction or completed at date of policy); or
 - (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the insured mortgage.
4. Unenforceability of the lien of the insured mortgage because of the inability or failure of the insured at Date of Policy, or the inability or failure of any subsequent owner of the indebtedness, to comply with the applicable "doing business" laws of the state in which the land is situated.
5. Invalidity or unenforceability of the lien of the insured mortgage, or claim thereof, which arises out of the transaction evidenced by the insured mortgage and is based upon usury or any consumer credit protection or truth in lending law.
6. Any statutory lien for services, labor or materials (or the claim of priority of any statutory lien for services, labor or materials over the lien of the insured mortgage) arising from an improvement or work related to the land which is contracted for and commenced subsequent to Date of Policy and is not financed in whole or in part by proceeds of the indebtedness secured by the insured mortgage which at Date of Policy the insured has advanced or is obligated to advance.
7. Any claim, which arises out of the transaction creating the interest of the mortgagee insured by this policy, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that is based on:
 - (i) the transaction creating the interest of the insured mortgagee being deemed a fraudulent conveyance or fraudulent transfer; or
 - (ii) the subordination of the interest of the insured mortgagee as a result of the application of the doctrine of equitable subordination; or
 - (iii) the transaction creating the interest of the insured mortgagee being deemed a preferential transfer except where the preferential transfer results from the failure:
 - (a) to timely record the instrument of transfer; or
 - (b) of such recordation to impart notice to a purchaser for value or a judgment or lien creditor.

**7. AMERICAN LAND TITLE ASSOCIATION LOAN POLICY - 1992
WITH REGIONAL EXCEPTIONS**

When the American Land Title Association policy is used as a Standard Coverage Policy and not as an Extended Coverage Policy the exclusions set forth in paragraph 6 above are used and the following exceptions to coverage appear in the policy.

SCHEDULE B

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.
2. Any facts, rights, interests, or claims which are not shown by the public records but which could be ascertained by an inspection of said land or by making inquiry of persons in possession thereof.
3. Easements, claims of easement or encumbrances which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
5. Unpatented mining claims; reservations or exceptions in patents or in Acts authorizing the issuance thereof; water rights, claims or title to water.
6. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.

8. AMERICAN LAND TITLE ASSOCIATION OWNER'S POLICY - 1992

EXCLUSIONS FROM COVERAGE

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
- (b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims, or other matters:
 - (a) created, suffered, assumed or agreed to by the insured claimant;
 - (b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
 - (c) resulting in no loss or damage to the insured claimant;
 - (d) attaching or created subsequent to Date of Policy; or
 - (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the estate or interest insured by this policy.
4. Any claim, which arises out of the transaction vesting in the insured the estate or interest insured by this policy, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that is based on:
 - (i) the transaction creating the estate or interest insured by this policy being deemed a fraudulent conveyance or fraudulent transfer; or
 - (ii) the transaction creating the estate or interest insured by this policy being deemed a preferential transfer except where the preferential transfer results from the failure:
 - (a) to timely record the instrument of transfer; or
 - (b) of such recordation to impart notice to a purchaser for value or a judgment or lien creditor.

**9. AMERICAN LAND TITLE ASSOCIATION OWNER'S POLICY - 1992
WITH REGIONAL EXCEPTIONS**

When the American Land Title Association policy is used as a Standard Coverage Policy and not as an Extended Coverage Policy the exclusions set forth in paragraph 8 above are used and the following exceptions to coverage appear in the policy.

SCHEDULE B

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.
2. Any facts, rights, interests, or claims which are not shown by the public records but which could be ascertained by an inspection of said land or by making inquiry of persons in possession thereof.
3. Easements, claims of easement or encumbrances which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
5. Unpatented mining claims; reservations or exceptions in patents or in Acts authorizing the issuance thereof; water rights, claims or title to water.
6. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.

**10. AMERICAN LAND TITLE ASSOCIATION RESIDENTIAL
TITLE INSURANCE POLICY - 1987
EXCLUSIONS**

In addition to the Exceptions in Schedule B, you are not insured against loss, costs, attorneys' fees and expenses resulting from:

1. Governmental police power, and the existence or violation of any law or government regulation. This includes building and zoning ordinances and also laws and regulations concerning:

* land use	* land division
* improvements on the land	* environmental protection

This exclusion does not apply to violations or the enforcement of these matters which appear in the public records at Policy Date. This exclusion does not limit the zoning coverage described in items 12 and 13 of Covered Title Risks.
2. The right to take the land by condemning it, unless:

- * a notice of exercising the right appears in the public records on the Policy Date
 - * the taking happened prior to the Policy Date and is binding on you if you bought the land without knowing of the taking.
3. Title Risks:
- * that are created, allowed, or agreed to by you
 - * that are known to you, but not to us, on the Policy Date - unless they appeared in the public records
 - * that result in no loss to you
 - * that first affect your title after the Policy Date - this does not limit the labor and material lien coverage in Item 8 of Covered Title Risks
4. Failure to pay value for your title.
5. Lack of a right:
- * to any land outside the area specifically described and referred to in Item 3 of Schedule A, or
 - * in streets, alleys, or waterways that touch your land
- This exclusion does not limit the access coverage in Item 5 of Covered Title Risks.

1.1 EAGLE PROTECTION OWNER'S POLICY

**CLTA HOMEOWNER'S POLICY OF TITLE INSURANCE - 1998
ALTA HOMEOWNER'S POLICY OF TITLE INSURANCE - 1998**

Covered Risks 14 (Subdivision Law Violation), 15 (Building Permit), 16 (Zoning) and 18 (Encroachment of boundary walls or fences) are subject to Deductible Amounts and Maximum Dollar Limits of Liability

EXCLUSIONS

In addition to the Exceptions in Schedule B, you are not insured against loss, costs, attorneys' fees, and expenses resulting from:

1. Governmental police power, and the existence or violation of any law or government regulation. This includes ordinances, laws and regulations concerning:
 - a. building
 - b. zoning
 - c. land use
 - d. improvements on the land
 - e. land division
 - f. environmental protection

This exclusion does not apply to violations or the enforcement of these matters if notice of the violation or enforcement appears in the Public Records at the Policy Date.
This exclusion does not limit the coverage described in Covered Risk 14, 15, 16, 17 or 24.
2. The failure of Your existing structures, or any part of them, to be constructed in accordance with applicable building codes. This Exclusion does not apply to violations of building codes if notice of the violation appears in the Public Records at the Policy Date.
3. The right to take the Land by condemning it, unless:
 - a. a notice of exercising the right appears in the Public Records at the Policy Date; or
 - b. the taking happened before the Policy Date and is binding on You if You bought the Land without Knowing of the taking.
4. Risks:
 - a. that are created, allowed, or agreed to by You, whether or not they appear in the Public Records;
 - b. that are Known to You at the Policy Date, but not to Us, unless they appear in the Public Records at the Policy Date;
 - c. that result in no loss to You; or
 - d. that first occur after the Policy Date - this does not limit the coverage described in Covered Risk 7, 8.d, 22, 23, 24 or 25.
5. Failure to pay value for Your Title.
6. Lack of a right:
 - a. to any Land outside the area specifically described and referred to in paragraph 3 of Schedule A; and
 - b. in streets, alleys, or waterways that touch the Land.

This exclusion does not limit the coverage described in Covered Risk 11 or 18.

LIMITATIONS ON COVERED RISKS

Your insurance for the following Covered Risks is limited on the Owner's Coverage Statement as follows:

Covered Risk 14, 15, 16 and 18, Your Deductible Amount and Our Maximum Dollar Limit of Liability shown in Schedule A.

The deductible amounts and maximum dollar limits shown on Schedule A are as follows:

<u>Your Deductible Amount</u>	<u>Our Maximum Dollar Limit of Liability</u>
Covered Risk 14: 1% of Policy Amount or \$5,000.00 (whichever is less)	\$10,000.00
Covered Risk 15: 1% of Policy Amount or \$5,000.00 (whichever is less)	\$25,000.00
Covered Risk 16: 1% of Policy Amount or \$5,000.00 (whichever is less)	\$25,000.00

Covered Risk 18: 1% of Policy Amount or \$2,500.00 (whichever is less) \$5,000.00

12. SECOND GENERATION EAGLE LOAN POLICY AMERICAN LAND TITLE ASSOCIATION EXPANDED COVERAGE RESIDENTIAL LOAN POLICY (10/13/01)

EXCLUSIONS FROM COVERAGE

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the Land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the Land; (iii) a separation in ownership or a change in the dimensions or area of the Land or any parcel of which the Land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the Land has been recorded in the Public Records at Date of Policy. This exclusion does not limit the coverage provided under Covered Risks 12, 13, 14 and 15 of this policy.
(b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the Public Records at Date of Policy. This exclusion does not limit the coverage provided under Covered Risks 12, 13, 14 and 16 of this policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the Public Records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without Knowledge.
3. Defects, liens, encumbrances, adverse claims or other matters:
(a) created, suffered, assumed or agreed to by the Insured Claimant;
(b) not Known to the Company, not recorded in the Public Records at Date of Policy, but Known to the Insured Claimant and not disclosed in writing to the Company by the Insured Claimant prior to the date the Insured Claimant became an Insured under this policy;
(c) resulting in no loss or damage to the Insured Claimant;
(d) attaching or created subsequent to Date of Policy (this paragraph does not limit the coverage provided under Covered Risks 8, 16, 18, 19, 20, 21, 22, 23, 24, 25 and 26); or
(e) resulting in loss or damage which would not have been sustained if the Insured Claimant had paid value for the Insured Mortgage.
4. Unenforceability of the lien of the Insured Mortgage because of the inability or failure of the Insured at Date of Policy, or the inability or failure of any subsequent owner of the indebtedness, to comply with applicable doing business laws of the state in which the Land is situated.
5. Invalidity or unenforceability of the lien of the Insured Mortgage, or claim thereof, which arises out of the transaction evidenced by the Insured Mortgage and is based upon usury, except as provided in Covered Risk 27, or any consumer credit protection or truth in lending law.
6. Real property taxes or assessments of any governmental authority which become a lien on the Land subsequent to Date of Policy. This exclusion does not limit the coverage provided under Covered Risks 7, 8 (e) and 26.
7. Any claim of invalidity, unenforceability or lack of priority of the lien of the Insured Mortgage as to advances or modifications made after the Insured has Knowledge that the vestee shown in Schedule A is no longer the owner of the estate or interest covered by this policy. This exclusion does not limit the coverage provided in Covered Risk 8.
8. Lack of priority of the lien of the Insured Mortgage as to each and every advance made after Date of Policy, and all interest charged thereon, over liens, encumbrances and other matters affecting title, the existence of which are Known to the Insured at:
(a) The time of the advance; or
(b) The time a modification is made to the terms of the Insured Mortgage which changes the rate of interest charged, if the rate of interest is greater as a result of the modification than it would have been before the modification.
This exclusion does not limit the coverage provided in Covered Risk 8.
9. The failure of the residential structure, or any portion thereof to have been constructed before, on or after Date of Policy in accordance with applicable building codes. This exclusion does not apply to violations of building codes if notice of the violation appears in the Public Records at Date of Policy.

**13. SECOND GENERATION EAGLE LOAN POLICY AMERICAN LAND TITLE ASSOCIATION EXPANDED COVERAGE RESIDENTIAL LOAN POLICY (10/13/01)
WITH REGIONAL EXCEPTIONS**

When the American Land Title Association loan policy with EAGLE Protection Added is used as a Standard Coverage Policy and not as an Extended Coverage Policy the exclusions set forth in paragraph 12 above are used and the following exceptions to coverage appear in the policy.

SCHEDULE B

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.
2. Any facts, rights, interests, or claims which are not shown by the public records but which could be ascertained by an inspection of said land or by making inquiry of persons in possession thereof.

3. Easements, claims of easement or encumbrances which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
5. Unpatented mining claims; reservations or exceptions in patents or in acts authorizing the issuance thereof; water rights, claims or title to water.
6. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.

14. AMERICAN LAND TITLE ASSOCIATION LOAN POLICY - 2006
EXCLUSIONS FROM COVERAGE

The following matters are expressly excluded from the coverage of this policy, and the Company will not pay loss or damage, costs, attorneys' fees, or expenses that arise by reason of:

1. (a) Any law, ordinance, permit, or governmental regulation (including those relating to building and zoning) restricting, regulating, prohibiting, or relating to
 - (I) the occupancy, use, or enjoyment of the Land;
 - (II) the character, dimensions, or location of any improvement erected on the Land;
 - (III) the subdivision of land; or
 - (IV) environmental protection;or the effect of any violation of these laws, ordinances, or governmental regulations. This Exclusion 1(a) does not modify or limit the coverage provided under Covered Risk 5.
- (b) Any governmental police power. This Exclusion 1(b) does not modify or limit the coverage provided under Covered Risk 6.
2. Rights of eminent domain. This Exclusion does not modify or limit the coverage provided under Covered Risk 7 or 8.
3. Defects, liens, encumbrances, adverse claims, or other matters
 - (a) created, suffered, assumed, or agreed to by the Insured Claimant;
 - (b) not Known to the Company, not recorded in the Public Records at Date of Policy, but Known to the Insured Claimant and not disclosed in writing to the Company by the Insured Claimant prior to the date the Insured Claimant became an Insured under this policy;
 - (c) resulting in no loss or damage to the Insured Claimant;
 - (d) attaching or created subsequent to Date of Policy (however, this does not modify or limit the coverage provided under Covered Risk 11, 13, or 14); or
 - (e) resulting in loss or damage that would not have been sustained if the Insured Claimant had paid value for the Insured Mortgage.
4. Unenforceability of the lien of the Insured Mortgage because of the inability or failure of an Insured to comply with applicable doing-business laws of the state where the Land is situated.
5. Invalidity or unenforceability in whole or in part of the lien of the Insured Mortgage that arises out of the transaction evidenced by the Insured Mortgage and is based upon usury or any consumer credit protection or truth-in-lending law.
6. Any claim, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that the transaction creating the lien of the Insured Mortgage, is
 - (a) a fraudulent conveyance or fraudulent transfer, or
 - (b) a preferential transfer for any reason not stated in Covered Risk 13(b) of this policy.
7. Any lien on the Title for real estate taxes or assessments imposed by governmental authority and created or attaching between Date of Policy and the date of recording of the Insured Mortgage in the Public Records. This Exclusion does not modify or limit the coverage provided under Covered Risk 11(b).

15. AMERICAN LAND TITLE ASSOCIATION LOAN POLICY - 2006
WITH REGIONAL EXCEPTIONS

When the American Land Title Association policy is used as a Standard Coverage Policy and not as an Extended Coverage Policy the exclusions set forth in paragraph 14 above are used and the following exceptions to coverage appear in the policy.

SCHEDULE B

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. (a) Taxes or assessments that are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the Public Records; (b) proceedings by a public agency that may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the Public Records.
2. Any facts, rights, interests, or claims that are not shown by the Public Records but that could be ascertained by an inspection of the Land or that may be asserted by persons in possession of the Land.
3. Easements, liens or encumbrances, or claims thereof, not shown by the Public Records.
4. Any encroachment, encumbrance, violation, variation, or adverse circumstance affecting the Title that would be disclosed by an accurate and complete land survey of the Land and not shown by the Public Records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b), or (c) are shown by the Public Records.

**16. AMERICAN LAND TITLE ASSOCIATION OWNER'S POLICY - 2006
EXCLUSIONS FROM COVERAGE**

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance, permit, or governmental regulation (including those relating to building and zoning) restricting, regulating, prohibiting, or relating to
 - (i) the occupancy, use, or enjoyment of the Land;
 - (ii) the character, dimensions, or location of any improvement erected on the Land;
 - (iii) the subdivision of land; or
 - (iv) environmental protection; or the effect of any violation of these laws, ordinances, or governmental regulations. This Exclusion 1(a) does not modify or limit the coverage provided under Covered Risk 5.
 (b) Any governmental police power. This Exclusion 1(b) does not modify or limit the coverage provided under Covered Risk 6.
2. Rights of eminent domain. This Exclusion does not modify or limit the coverage provided under Covered Risk 7 or 8.
3. Defects, liens, encumbrances, adverse claims, or other matters
 - (a) created, suffered, assumed, or agreed to by the Insured Claimant;
 - (b) not known to the Company, not recorded in the Public Records at Date of Policy, but known to the Insured Claimant and not disclosed in writing to the Company by the Insured Claimant prior to the date the Insured Claimant became an Insured under this policy;
 - (c) resulting in no loss or damage to the Insured Claimant;
 - (d) attaching or created subsequent to Date of Policy (however, this does not modify or limit the coverage provided under Covered Risks 9 and 10); or
 - (e) resulting in loss or damage that would not have been sustained if the Insured Claimant had paid value for the Title.
4. Any claim, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that the transaction vesting the Title as shown in Schedule A, is
 - (a) a fraudulent conveyance or fraudulent transfer; or
 - (b) a preferential transfer for any reason not stated in Covered Risk 9 of this policy.
5. Any lien on the Title for real estate taxes or assessments imposed by governmental authority and created or attaching between Date of Policy and the date of recording of the deed or other instrument of transfer in the Public Records that vests Title as shown in Schedule A.

**17. AMERICAN LAND TITLE ASSOCIATION OWNER'S POLICY - 2006
WITH REGIONAL EXCEPTIONS**

When the American Land Title Association policy is used as a Standard Coverage Policy and not as an Extended Coverage Policy the exclusions set forth in paragraph 16 above are used and the following exceptions to coverage appear in the policy.

SCHEDULE B

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. (a) Taxes or assessments that are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the Public Records; (b) proceedings by a public agency that may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the Public Records.
2. Any facts, rights, interests, or claims that are not shown by the Public Records but that could be ascertained by an inspection of the Land or that may be asserted by persons in possession of the Land.
3. Easements, liens or encumbrances, or claims thereof, not shown by the Public Records.
4. Any encroachment, encumbrance, violation, variation, or adverse circumstance affecting the Title that would be disclosed by an accurate and complete land survey of the Land and not shown by the Public Records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b), or (c) are shown by the Public Records.

PRIVACY POLICY

We Are Committed to Safeguarding Customer Information

In order to better serve your needs now and in the future, we may ask you to provide us with certain information. We understand that you may be concerned about what we will do with such information – particularly any personal or financial information. We agree that you have a right to know how we will utilize the personal information you provide to us. Therefore, together with our parent company, The First American Corporation, we have adopted this Privacy Policy to govern the use and handling of your personal information.

Applicability

This Privacy Policy governs our use of the information which you provide to us. It does not govern the manner in which we may use information we have obtained from any other source, such as information obtained from a public record or from another person or entity. First American has also adopted broader guidelines that govern our use of personal information regardless of its source. First American calls these guidelines its *Fair Information Values*, a copy of which can be found on our website at www.firstam.com.

Types of Information

Depending upon which of our services you are utilizing, the types of nonpublic personal information that we may collect include:

- Information we receive from you on applications, forms and in other communications to us, whether in writing, in person, by telephone or any other means;
- Information about your transactions with us, our affiliated companies, or others; and
- Information we receive from a consumer reporting agency.

Use of Information

We request information from you for our own legitimate business purposes and not for the benefit of any nonaffiliated party. Therefore, we will not release your information to nonaffiliated parties except: (1) as necessary for us to provide the product or service you have requested of us; or (2) as permitted by law. We may, however, store such information indefinitely, including the period after which any customer relationship has ceased. Such information may be used for any internal purpose, such as quality control efforts or customer analysis. We may also provide all of the types of nonpublic personal information listed above to one or more of our affiliated companies. Such affiliated companies include financial service providers, such as title insurers, property and casualty insurers, and trust and investment advisory companies, or companies involved in real estate services, such as appraisal companies, home warranty companies, and escrow companies. Furthermore, we may also provide all the information we collect, as described above, to companies that perform marketing services on our behalf, on behalf of our affiliated companies, or to other financial institutions with whom we or our affiliated companies have joint marketing agreements.

Former Customers

Even if you are no longer our customer, our Privacy Policy will continue to apply to you.

Confidentiality and Security

We will use our best efforts to ensure that no unauthorized parties have access to any of your information. We restrict access to nonpublic personal information about you to those individuals and entities who need to know that information to provide products or services to you. We will use our best efforts to train and oversee our employees and agents to ensure that your information will be handled responsibly and in accordance with this Privacy Policy and First American's *Fair Information Values*. We currently maintain physical, electronic, and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

RESOLUTION NO. 08-R-12499

RESOLUTION OF THE CITY COUNCIL ADOPTING A SPECIFIC PLAN FOR A GATEWAY DEVELOPMENT TO THE CITY OF BEVERLY HILLS INCLUDING LUXURY RESIDENTIAL CONDOMINIUMS, PUBLIC GARDENS, AND ANCILLARY COMMERCIAL USES FOR THE PROPERTY LOCATED AT 9900 WILSHIRE BOULEVARD (THE FORMER ROBINSONS-MAY DEPARTMENT STORE SITE)

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

Section 1. The City of Beverly Hills has adopted a General Plan for the City.

The City Council desires to adopt a Specific Plan to implement the General Plan on the approximately eight acre property known as 9900 Wilshire Boulevard, and described in Exhibit A.

Section 2. The City of Beverly Hills Planning Commission has held numerous hearings to consider the proposed Specific Plan. The Planning Commission has provided the City Council with a written recommendation to adopt the Specific Plan.

Section 3. The City Council finds that the 9900 Wilshire Specific Plan attached hereto as Exhibit B and incorporated herein by reference, is consistent with the Beverly Hills General Plan for the reasons set forth in Section 5.2 of the Specific Plan and the following:

3.1 The 9900 Wilshire Specific Plan implements Section 2.2 of the Land Use ~~Element of the General Plan, as amended. The development contemplated by the~~ Specific Plan is appropriate for the anchor location of the project site, which is located at the western gateway to the City along both Wilshire Boulevard and Santa Monica Boulevard. The Specific Plan also contains a variety of land uses, including residential, restaurant and other commercial uses, and public and private open space. The mixed use

nature of the site, its architectural quality, and the extensive incorporation of public and private open space make this development unique in the City. The mix of proposed uses and the project design also provide an adequate transition from the single family residential neighborhood to the north as well as the El Rodeo School to the north. The design of the buildings and open spaces in the Specific Plan incorporate generous setbacks from Wilshire Boulevard, and the building heights step up from north to south. The buildings are set back from Wilshire Boulevard to the same extent as the northern wing of the Hilton Tower (specifically, the buildings are set back to the same extent as the mid point of the Wilshire facade of the northern wing of the Wilshire Tower). The Hilton Tower, which has been in existence for more than fifty years, establishes the long existing scale and appropriate transition for this area. Further, the area is readily accessible from the City's major shopping areas, including the City's department store corridor which is located several blocks east of the Specific Plan area. The Specific Plan also contains public gardens and pedestrian pathways to link the entire site, including the commercial uses along Santa Monica Boulevard, to the Beverly Gardens pedestrian pathway that leads to the City's business triangle and retail area. Thus, the Specific Plan area is also readily accessible to that major shopping area. Finally, this anchor location is bounded by it Wilshire and Santa Monica Boulevards which are major streets.

~~3.2 The Specific Plan is consistent with the General Plan Land Use Map, as amended to incorporate the 9900 Wilshire Specific Plan designation.~~

3.3 The Specific Plan, as adopted, is consistent with Land Use Objectives 1.3 and 1.4 and the discussion of commercial area standards in the Land Use Element because, as adopted, the Specific Plan serves as an anchor location, establishes a sense of

place through its architecture and landscaping and also provides for an adequate transition from surrounding uses, an appropriate scale for the area, and incorporates a significant buffer from nearby residential and institutional uses. The design of the buildings and open spaces in the Specific Plan incorporate generous setbacks from Wilshire Boulevard, and the building heights step up from north to south. The buildings are set back from Wilshire Boulevard to the same extent as the northern wing of the Hilton Tower (specifically, the buildings are set back to the same extent as the mid point of the Wilshire facade of the northern wing of the Wilshire Tower). The Hilton Tower, which has been in existence for more than fifty years, establishes the long existing scale and appropriate transition for this area.

3.4 The Specific Plan implements Program 4.3 of the housing element, as amended, by developing standards for a mixed residential commercial development, including additional height, for commercially zoned property at 9900 Wilshire Boulevard.

3.5 The Specific Plan would enable development of housing stock of exceptional quality that offers a variety of housing and neighborhoods rarely found elsewhere (Land Use Element Section 1.1.). The architectural design and features of the proposed development, along with its extensive open space and other amenities will ensure that the housing stock in the Specific Plan area is of exceptional quality.

3.6 The Specific Plan, and related Development Agreement, will implement Housing Element Objective 2.2, Program 2.6 which provides that the City should create a local fund to assist developers of housing affordable to lower income households. As a

condition of proceeding with the Specific Plan, the developer must contribute \$3 million to an affordable housing fund (Housing Element Objective 2.2, Program 2.6).

3.7 The Specific Plan implements Housing Element Goal 4, which is to expand the variety of housing products. The residential units proposed for this development are different from other units in the City due to the architectural design, the amenities provided, the location of the units, and the generous open space incorporated into the Specific Plan area.

3.8 The Specific Plan is consistent with Goal 1 of the Housing Element, which is to maintain the community's housing stock and to preserve the viability and stability of residential neighborhoods. The Specific Plan will meet the demand for new luxury housing by allowing a former commercial site to be developed with a mixed use development. This development will reduce the market pressure to replace older housing stock with new, more expensive, residential units.

3.9 The Specific Plan implements Recommendation 4.3 of the Open Space Element. Recommendation 4.3 recommends that open space standards in the multi-family (R-4) zone be developed so that there is an open space benefit to the City for permitting residential density in excess of the basic density of the zone. Recommendation 4.3 also indicates that the open space should be visible to the public. The Specific Plan implements Recommendation 4.3 for the multi-family portion of the Specific Plan area by requiring extensive open space visible from Wilshire Boulevard and Beverly Gardens Park. Additionally, a portion of this open space is also publicly accessible.

3.10 The Specific Plan is consistent with Section 3.4 of the Open Space Element of the General Plan. Section 3.4 reaffirms the importance of open space requirements in multi-family zones. Again, the Specific Plan provides for extensive open space in the multi-family portion of the Specific Plan area and furthers the City's distinctive atmosphere for commercial and residential areas.

3.11 The Specific Plan implements Circulation Element Recommendation 2.5.2.f. Recommendation 2.5.2.f recommends that the City encourage the development of interconnected pedestrian ways with the private sector. The Specific Plan requires the development of a public gardens on private property that will have a pedestrian way that links the pedestrian way of Beverly Gardens Park through the Specific Plan Area to Santa Monica Boulevard.

3.12 The Specific Plan is consistent with the Conservation Element. The Conservation Element does not require the preservation of all potentially significant historic structures. However, Program Goal 2 of the Landmark Preservation section of the Conservation Element provides that the City should preserve the heritage and maintain historical continuity for buildings which are to be demolished. The Specific Plan requires that the Robinson's-May department store shall be photographed with large format black and white photography and that a written report be prepared which follows Historic American Buildings Survey (HABS)/Historic American Engineering Record (HAER) standards at a minimum level 3 recordation. This documentation must be deposited in a suitable public depository. Additionally, the developer must fund the production of a video of the property in its current condition, including the interiors and

exteriors of the Robinson's-May building to show its history. This video will be placed in the City of Beverly Hills public library and on the City of Beverly Hills website.

Additionally, Program Goals 1 and 2 of the Solar Energy Program of the Conservation Element encourage the conservation of energy and the use of solar energy. The project will incorporate several energy saving measures and is designed to use passive solar heating.

Finally, the Program Goals of the Water Conservation Program of the Conservation Element provide that the City should provide an adequate supply of high quality potable water to meet existing and future needs and that the City should provide water at the lowest cost. The Specific Plan requires development of a gray water system that helps the City meet the need for potable water and reduces the cost of potable water by reducing demand for potable water through development of alternative water sources for uses that do not require potable water.

Section 4. The Project proposed for 9900 Wilshire Boulevard, including this Specific Plan, 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. A Final Environmental Impact Report (the "Final EIR") was~~ prepared for the Project and is attached hereto as Exhibit C and is incorporated herein by reference. The City Council certified the Final EIR, made environmental findings, adopted a statement of overriding considerations and adopted a mitigation monitoring program concerning

the Project by separate Resolution No. 08-R-12497. That resolution is attached hereto as Exhibit D and incorporated herein by reference as if set forth in full.

Section 5. The City Council hereby adopts the 9900 Wilshire Specific Plan.

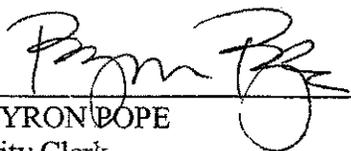
Section 6. The City Clerk shall certify to the adoption of this resolution and shall cause this resolution and his certification to be entered in the Book of Resolutions of the City Council.

Adopted: April 9, 2008



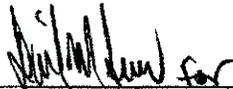
BARRY BRUCKER
Mayor

ATTEST:



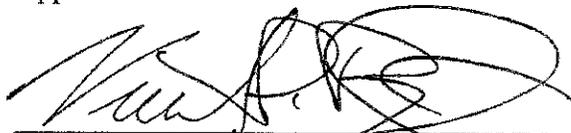
BYRON POPE
City Clerk

Approved as to form:



LAURENCE S. WIENER
City Attorney

Approved as to content:



VINCENT P. BERTONI, AICP
Director of Community Development

EXHIBIT A
LEGAL DESCRIPTION

9900 WILSHIRE LEGAL DESCRIPTION

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

PARCEL 1:

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

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

PARCEL 2:

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

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

EXHIBIT B
SPECIFIC PLAN

9900 Wilshire Specific Plan

April 9, 2008

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CHAPTER 1.0 - INTRODUCTION

1.1 PURPOSE AND INTENT

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

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

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

1.2 SPECIFIC PLAN AREA

A Project Location

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

B. Existing Setting

1. Specific Plan Area

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

2. Surrounding Land Uses

The Site is surrounded by a mix of land uses:

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

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

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

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

Figure 4 illustrates the surrounding land uses.

1.3 GOALS AND OBJECTIVES

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

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

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

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

1.4 CONTENTS

The Specific Plan consists of the following components:

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

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

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

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

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

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

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

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

Exhibit 1: Conditions of Approval imposed on the Specific Plan

CHAPTER 2.0 - PLANNING CONTEXT

2.1 INTRODUCTION

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

2.2 AUTHORITY

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

2.3 GENERAL PLAN AND ZONING DESIGNATIONS

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

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

2.4 RELATIONSHIP TO THE ZONING ORDINANCE

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

2.5 PUBLIC PARTICIPATION

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

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

2.6 CEQA COMPLIANCE

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

CHAPTER 3.0 - PLAN COMPONENTS

3.1 INTRODUCTION

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

3.2 LAND USES

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

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

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

3.3 SITE PLANNING

A. Building Placement

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

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

B. Circulation

1. Local Circulation

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

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

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

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

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

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

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

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

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

2. Traffic Impacts

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

3. Pedestrian Circulation

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

4. Parking Facilities

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

3.4 UTILITIES

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

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

A. Water

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

B. Sewer

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

C. Solid Waste Disposal

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

D. Stormdrain

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

E. Energy

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

F. Graywater System

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

CHAPTER 4.0 - DEVELOPMENT STANDARDS AND GUIDELINES

4.1 GENERAL PROVISIONS

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

4.2 PERMITTED USES

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

A. COMMERCIAL AREA

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

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

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

B. RESIDENTIAL AREA

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

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

C. PUBLIC GARDENS

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

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

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

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

4.3 PARKING

A. Parking Requirements

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

B. General Parking Provisions

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

C. Loading Docks

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

4.4 BUILDING HEIGHT

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

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

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

4.5 RESIDENTIAL OUTDOOR LIVING SPACE

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

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

4.6 SIGN STANDARDS

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

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

4.7 ARCHITECTURE AND DESIGN

A. Residential Buildings

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

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

B. Commercial Buildings

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

C. Open Space / Landscaping

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

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

D. Public Gardens

The Public Gardens are on a 0.81 acre (35,468 square feet) area located at the corner of Wilshire Boulevard and Merv Griffin Way, and include a garden pathway along Merv Griffin Way from Wilshire Boulevard to the corner of Merv Griffin Way and Santa Monica Boulevard as generally shown of Figures 2 and 39 of the Specific Plan. The gardens are provided for the use and enjoyment of Beverly Hills residents and visitors, including Specific Plan Area residents and visitors. They are designed to enhance the garden qualities of the City. The Public Gardens shall be open to the public during certain hours, and shall complement and extend the existing Beverly Gardens Park on the north side of Wilshire Boulevard. The Public Gardens shall be developed substantially as shown on Figure 39 of the Specific Plan. The Public Gardens shall include both functional and aesthetic elements such as water features, paths and benches.

E. Architectural Review

Prior to the issuance of building permits, the design, materials and finishes of the buildings, and proposed landscaping shall be subject to the review and approval of the Architectural Commission and shall be generally consistent with the building elevations presented to the City Council, as shown in figures 40 through 43. The Architectural Commission shall ensure that the building architecture substantially complies with the building elevations of the project as presented to the City Council during its consideration of the Specific Plan. After Architectural Commission approval, all development that, in the determination of the Director, is in substantial conformance with the Specific Plan shall be issued a building permit without further discretionary architectural review. Any future construction and modification to the exterior of the structures within the Specific Plan Area that is not in substantial conformance with the Specific Plan shall be subject to architectural review pursuant to the procedures set forth in Article 30 of Chapter 3 of Title 10 of the Municipal Code.

4.8 GREEN BUILDING STANDARDS

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

The following LEEDs features shall be incorporated into the project:

- Balconies and overhangs to shade window glazing, while allowing reflected and diffuse daylight into residential units to enhance the use of natural light and reduce the need for artificial light sources;

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

CHAPTER 5.0 - IMPLEMENTATION AND ADMINISTRATION

5.1 PURPOSE

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

5.2 RELATIONSHIP TO THE GENERAL PLAN

The General Plan serves as the long-term planning guide for future development throughout the City. The General Plan operates as a guide to the type of community desired for the future and provides the means to accomplish that goal. California law requires a specific plan to be consistent with the adopted general plan. The Specific Plan has been adopted in conjunction with general plan amendments to: (a) add text in the Land use Element identifying this site as an anchor location which permits higher intensity development; (b) amend the Land Use Element to change the land use designation for the Specific Plan Area from "Low Density General Commercial" to "~~SP-9900 Wilshire Specific Plan~~" in order to permit a mix of residential condominiums and commercial uses in the Specific Plan Area in a manner consistent with the General Plan, and (c) amend Housing Element Program 4.3 of Objective 4.3 to add the 9900 Wilshire Site to the list of areas zoned commercial for which mixed use could be appropriate (collectively, the "General Plan Amendments").

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

A. Land Use Element

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

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

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

2.2 Commercial Areas. This subsection of the General Plan Land Use Element, as amended, provides:

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

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

In addition, the site is located at a gateway location at the western entry into the City along Santa Monica and Wilshire Boulevards. The General Plan Amendments include amendments to the Land Use Element that include this gateway site as one of the anchor locations for which the

General Plan would allow higher intensity type of development, and specifically additional height for the Site. These anchor locations could include commercial, residential, or mixed uses. The General Plan Amendment incorporates language that would require any development proposed on an anchor location to effectively mitigate the transition to single family residences. The General Plan Amendments result in the consistency of the Specific Plan with the Land Use Element.

B. Open Space Element

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

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

While not an express policy, the Specific Plan contributes to this valuable resource by maximizing open space opportunities and landscaping in the Specific Plan Area. The Public Gardens along Wilshire Boulevard, Merv Griffin Way and at the corner of Merv Griffin Way and Santa Monica Boulevard will enhance the garden quality of the City and add to the existing elaborate network of landscaping and vistas throughout the City. In addition, the Public Gardens have been located to complement the existing Beverly Gardens Park on the north side of Wilshire Boulevard.

C. Circulation Element

The Circulation Element of the General Plan contains the following policies that are important to the Specific Plan:

Section 2.1: Access traffic (traffic destined for and/or originating in Beverly Hills) should be restricted to the extent possible to "through traffic" streets as well as certain north-south streets.

Section 2.2: Centrally located parking facilities which can provide common parking for commercial establishments . . . should be encouraged.

The Specific Plan is consistent with these provisions of the Circulation Element. It provides centrally located parking facilities to serve both the residential and commercial uses in the Specific Plan Area. It also includes new access points that will diminish the traffic load on Merv Griffin Way compared to the historical use of the Specific Plan area as well as improving both on-site circulation and access to Santa Monica Boulevard and Wilshire Boulevard, the two commercial corridors adjacent to the Specific Plan Area.

D. Housing Element

The Housing Element of the General Plan contains the following policies that are important to the Specific Plan:

Section 2.5.1.1.1: "The range of theoretical [residential] densities possible is from 25.6 units per acre to 48.4 units per acre."

Objective 2.2: "Expand supply of housing affordable to lower income households.

Program 2.6: Create a local fund to assist developers of housing affordable to lower income households. Possible methods of creating this fund could include requiring an in-lieu fee ... or could include an inclusionary requirement on new, market rate multifamily residential development above some minimum size with the requirement met by a choice of development of low income units or an in-lieu payment to the housing fund.

The Specific Plan is consistent with these policies and programs. The Specific Plan is also consistent with Program 4.3 of the Housing Element as amended by the related General Plan Amendment to list the Project Site as appropriate for mixed use development. The permitted residential density in the Specific Plan is approximately 29.5 units per acre, which is well within the desired range of 25.6 to 48.4 units per acre. As part of the project approvals, the project will contribute funds that will be set aside for affordable housing.

5.3 ADMINISTRATION

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

5.4 AMENDMENTS AND MODIFICATIONS TO THE SPECIFIC PLAN

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

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

applicant or any person aggrieved by any decision regarding an Administrative Modification may appeal to the City Council as provided in Section 10-3-3604 of the Municipal Code (or any successor provision).

Notwithstanding anything to the contrary in this Section, the following modifications to the Specific Plan shall not require an Amendment to the Specific Plan or an Administrative Modification: (a) the relocation or alteration of residential ancillary uses provided the Director determines that the relocation or alteration does not increase parking demand, (b) variations between the conceptual plans set forth in Chapter 8.0 and the final construction documents for the Specific Plan Area development, provided the final construction documents substantially conform to the conceptual plans set forth in Chapter 8.0; (c) changes to the number and location of the residential and commercial parking spaces in the subterranean parking structure, provided that the subterranean parking structure includes a sufficient number of parking spaces to satisfy the parking requirements in Section 4.3 of Chapter 4.0 of this Specific Plan; (d) changes to the configuration of the subterranean parking structure, provided that the Director determines the access points to the subterranean parking structure do not materially change and do not present any safety issues; (e) changes to the locations of the permitted retail and restaurant uses provided that the total floor area of the commercial uses does not exceed 16,456 square feet, the total square footage of the restaurant uses (inclusive of open air dining) does not exceed 4,800 square feet, there is no material change to the location of the restaurant and the Director determines that the changes do not increase parking demand; (f) changes to the location of the open air dining area provided that the total square footage of the open air dining area does not exceed 600 square feet, there is no material change to the location of the open air dining, and provided that the Director determines that the changes do not increase parking demand (g) an increase in the square footage of the non-restaurant permitted use(s) in the commercial building, provided that the total floor area for commercial uses does not exceed 16,456 square feet; (h) the substitution of similar types of plant species in the landscaping plan; or (i) minor changes to the site plan, building elevations and Public Gardens, provided such changes do not materially alter the approved architectural style, modulation or height of the buildings or the size or location of the Public Gardens.

5.5 FINANCING

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

CHAPTER 6.0 - STANDARDS

6.1 RESIDENTIAL CONDOMINIUMS

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

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

6.2 RETAIL/RESTAURANT

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

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

6.3 PUBLIC GARDENS

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

6.4 OPEN AIR DINING

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

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

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

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CHAPTER 7.0 – CONDITIONS OF APPROVAL AND MITIGATION MEASURES

The conditions of approval attached hereto as Exhibit 1 , and the Mitigation Monitoring and Reporting Program adopted for the Specific Plan which is included as part of Exhibit 1, are hereby incorporated by reference, and shall be part of the Specific Plan as if set forth in full in this Chapter 7.

CHAPTER 8.0
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April 9, 2008

Exhibit 1

Conditions of Approval

9900 Wilshire Specific Plan

Exhibit 1

Conditions of Approval

Community Development/Planning Project Conditions

1. Compliance with Plans. The Project shall be built in substantial compliance with the plans bearing a revision date of April 7, 2008 and submitted for review to the City Council along with the Planning Commission's recommendations on the project. These plans shall be kept on file with the City Clerk's office and the Department of Community Development/ Planning, inclusive of Exhibit A, "Standard Conditions List," and Exhibit B, "Mitigation Monitoring and Reporting Program," which are incorporated herein by reference and made conditions to the approval of the Project. The Project shall be subject to additional conditions as may be imposed by the Architectural Commission.
2. Minor Amendments. Minor amendments to the Conditions of Approval may be approved by the Director of Community Development and shall not require an amendment to the 9900 Wilshire Specific Plan.
3. Number of Residential Units. In no case shall the Project include more than 235 residential units in accordance with the approved plans and details contained in approved 9900 Wilshire Specific Plan. The total square footage of the two condominium buildings including back of house and common areas shall not exceed 885,658 inclusive of the 80,587 square feet of below grade (mezzanine) back of house area.

4. Commercial Space. In no case shall the project include more than a maximum 16,456 square feet of commercial space which includes a maximum 4,800 square foot restaurant including not more than 600 square feet of outdoor dining in the location shown in the Specific Plan.

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

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

7. Residential Parking. A total of not less than 681 standard size residential parking spaces shall be provided. Of these, not more than 31 spaces may be tandem., Tandem spaces may not be used for guest parking. Parking spaces for residential units are required to comply with the City's Municipal Code standards and shall be used solely for the parking of the personal vehicles of residents, their guests, and employees associated with the condominium units. Parking spaces for residential units may not be leased, subleased, sold, transferred, or otherwise separated from the unit for which the parking spaces are required and shall not be dedicated to or used to provide parking for any off-site use.

Parking spaces for the residential units shall be permanently assigned to each unit and shall be labeled as such.

8. Commercial Parking: A minimum of 99 parking spaces (including not more than 30 tandem spaces) shall be provided for the commercial uses. A total of 122 spaces shall

be provided for the commercial area, however, the excess 23 spaces may be leased on a month to month basis or shorter term. A valet shall be on-site and operating pursuant to the approved Parking Valet/Operations Plan set forth under Condition 14 below for the tandem spaces.

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

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

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

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

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

14. Parking Valet/Operations Plan. Prior to the issuance of any occupancy permit, Project Lotus, LLC or its successors in interest (referred to as the applicant or developer herein) shall prepare and shall have received approval from the Director of Community Development and Director of Public Works and Transportation of a Parking Valet/Operations Plan for both commercial tandem parking operations and residential parking operations. The residential parking operations plan shall include plans to meet the parking needs generated by large on-site events and parties (i.e. to include the aggregate number of people generated for multiple, simultaneous small events occurring on-site). Thereafter, the applicant and subsequent homeowners association shall implement said plan for any large on-site events and parties. The requirement for this residential operations plan shall be incorporated into the Covenants, Conditions and Restrictions for the condominiums.

15. Safety/Technology. The Applicant shall install state-of-the-art devices or equipment as approved by the City's Police and Fire Departments to ensure that wireless telecommunication reception in the parking garage and in the project is adequate for police, fire and other emergency responders and the health and safety of residents and visitors. The system shall include an In-Building Bi-Directional Amplification System that will (a) provide City Emergency services personnel the ability to communicate reliably and

efficiently by supported City radio systems, within any occupiable spaces inside the respective buildings; and (b) contain back-up / emergency power to ensure on-going, uninterrupted functionality in the event of any power failures or interruptions. Further, the System shall be tested on a regular basis to ensure reliable performance at all times, and the building owner or future homeowners association shall work cooperatively with the City to design, build, maintain and update the system as conditions require.

16. Loading. Prior to issuance of occupancy permits and subject to the review and approval of the Directors of Community Development and Public Works and Transportation, the Applicant shall provide a Loading Management Plan to minimize loading-related impacts from the Project on adjacent land uses. The Loading Management Plan shall identify permissible hours for loading and shall designate a delivery monitor to monitor the loading area and deliveries in order to control the circulation activities and to prevent overcrowding in the loading area. The City hereby retains the authority to impose additional conditions on the Project to address loading, delivery and parking issues, including without limitation the authority to require valet parking for patrons of the commercial uses. The Applicant shall comply with the approved Loading Management Plan and any additional conditions imposed after adoption of this Resolution and after adoption of the Loading Management Plan, in order to address parking, loading and delivery issues. No loading shall occur on Wilshire Boulevard or Santa Monica Boulevard.

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

18. Rooftop Uses. Rooftop uses and structures on the North and South Condominium Buildings shall be limited to the 5 private terraces with pools/spas and trellises, and the 3 private terraces with trellises but without pools/spas as shown on the approved plans. The trellises shall be limited to a maximum 10 feet in height and shall be set back from the face of any exterior wall of the floor immediately below so that a forty five degree (45°) angle to the vertical plane of the nearest outside wall is not intersected.

19. Green Building Design. The Project shall be constructed to meet the “Silver” rating pursuant to the City’s green building rating system as set forth in the City’s Green Building/Sustainability Checklist (“Checklist”) attached hereto and incorporated herein as Exhibit D. A green building plan shall be submitted as part of the application for a building permit. The green building plan shall indicate which points in the Checklist that the project will utilize, and indicate where compliance with each selected point is shown on the plans. The applicant shall be required to implement all points shown in the final green building plan. The Building Official or his designee shall verify compliance with each selected point prior to issuance of a final certificate of occupancy. The Building Official may conduct other inspections as needed to ensure compliance with this condition. The Applicant may request amendment of the green building plan and such amendment may be approved by the Building Official. If the City Council adopts a green building ordinance prior to the submittal of an application for a building permit, the applicant shall comply with said Ordinance.

20. Gray Water Usage Requirement. The applicant shall install a gray water system as required by Section 3.4 F of the Specific Plan, including sufficient plumbing features to allow gray water to be used for landscaped areas on the property. All plumbing

requirements shall be subject to review and approval by the City's Building and Safety Division.

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

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

23. Traffic/Crossing Guard. In addition to the existing City crossing guards in the vicinity of the Project site, during Project construction, the City shall hire and the applicant shall pay for, one or more additional crossing guards to assist children in crossing Wilshire Boulevard, Santa Monica Boulevard and Little Santa Monica at the beginning and end of each school day, as deemed appropriate by the Director of Community Development. In addition, if deemed necessary by the Environmental Compliance Monitor, an additional guard shall be hired during construction on an as-needed basis to ensure the safety of children walking the length of Merv Griffin Way before and after school. The cost of any such additional crossing guards may be shared by the applicant and the applicant for the Beverly Hilton Revitalization Project if such cost sharing is directed by the Director of Community Development.

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

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

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

Landscaping and Irrigation

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

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

29. The property owners and successors in interest, including but not limited to any homeowners association, shall be responsible for the maintenance of the site drainage system, sidewalks, parkways, street trees and other landscaping, including irrigation, within and along the adjacent public right-of-way and all public and private open areas on the site

including the western half of Merv Griffin Way. The Covenants, Conditions and Restrictions for this project shall specifically reflect this obligation.

Other City Departments' Requirements

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

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

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

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

Construction Management

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

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

- c. A plan for the proposed demolition/construction staging for the Project to determine the amount, appropriate routes and time of day of heavy hauling truck traffic necessary for demolition, deliveries etc., to the subject site shall be included in the Construction Management Plan. The construction haul route shall be reviewed and approved by the City Traffic Engineer and the Director of Community Development. The approved haul route is subject to change if the haul route creates unanticipated traffic congestion or noise impacts.
- d. All final construction mitigation measures.
- e. An implementation plan for each phase of construction (demolition, excavation, concrete, superstructure, etc).
- f. A requirement that the Robinsons-May building be wrapped during demolition.
- g. Specification that construction hauling shall be restricted to Santa Monica Boulevard to/from Interstate 405; any deviations from this requirement first shall be reviewed by the School District and approved by the Director of Community Development.
- h. Specification that hauling of debris and/or soil from the site shall be allowed to take place at night and/or weekends as approved by the Director of Community Development in accordance with an after hours work permit (BHMC Section 5-1206).

- i. Measures to protect the artificial turf field and associated drainage system on El Rodeo School's campus from construction dirt and debris.
- j. Requirements for measures such as a sign-in/sign-out requirement for all persons accessing and leaving the site, defined separations between public and

construction areas, fencing and/or landscape barriers, active surveillance, privacy screening, and other similar measures to prevent unauthorized access between such areas.

34. A third-party Construction Management Plan Coordinator shall be retained to develop and maintain the Construction Management Plan. The developer shall deposit funds sufficient to pay for the Construction Management Plan Coordinator who shall be hired by and work for the City.

a. The Construction Management Plan Coordinator hired to provide these services shall be selected from a list of individuals or firms deemed qualified by the Director of Community Development, and shall be mutually agreed upon by the City of Beverly Hills and the Beverly Hills Unified School District.. If the District does not agree with the City on a Coordinator within a 14 calendar day period after being presented with the list of qualified coordinators, the Director of Community Development shall have the authority to select the Coordinator.

b. The Construction Management Plan Coordinator should have experience in large private and public development including experience with school or hospital construction. The Coordinator must have a broad range of experience in construction management, estimating, scheduling and large commercial construction practices and techniques. Past experience with development projects in the City of Beverly Hills will be a consideration in the selection process.

35. An updated copy of the Construction Management Plan shall be provided to the designated Beverly Hills Unified School District representative, and shall be available at El Rodeo School at all times. Further, an up-to-date copy of the Construction Management

Plan shall be made available to the general public on the project's publicly accessible web page.

36. The Beverly Hills Unified School District shall be given a 14 calendar day period in which to review and comment on the Construction Management Plan before the City approves it.

37. The Construction Management Plan shall be updated, as deemed necessary by the Coordinator, throughout all phases of the construction process. This Plan shall be amended and updated to coordinate all construction activity at the site area should the adjacent Beverly Hilton Revitalization Project move forward concurrently.

38. The Construction Management Plan Coordinator shall participate in meetings throughout the construction process and shall provide necessary and prudent advice and resources to the City to properly develop, implement and modify the mitigation plan. Further, the applicant shall invite School District representatives and the City's representatives including but not limited to the Construction Management Plan Coordinator and Environmental Compliance Monitor to attend and participate in regular construction progress meetings.

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

40. The applicant shall maintain a current construction schedule on a publicly accessible project web page and shall provide the web page address on construction

signage placed on the boundary of the property or in a location visible to the public as determined by the Environmental Compliance Monitor.

41. A cash deposit of \$25,000 shall be deposited with the City to ensure compliance with the conditions of this Resolution regarding construction activities. The \$25,000 deposit shall be replenished as deemed necessary by the City's Building Official. Such deposit shall be returned to Applicant upon completion of all construction activities and in the event that no more than two violations of such conditions or the Beverly Hills Municipal Code occur. In the event that three or more such violations occur, the City may: (a) retain the deposit to cover costs of enforcement; (b) notify the Applicant that the Applicant may request a hearing before the City within ten days of the notice; and (c) issue a stop work notice until such time that an additional deposit of \$25,000 is deposited with the City to cover the costs associated with subsequent violations. Work shall not resume for a minimum of two days after the day that the additional deposit is received by the City. If the Applicant timely requests a hearing, said deposit will not be forfeited until after such time that the Applicant has been provided an opportunity to appear and offer evidence to the City, and the City determines that substantial evidence supports forfeiture. Any subsequent violation will trigger forfeiture of the additional deposit, the issuance of a stop work notice and the deposit of an additional \$25,000, pursuant to the procedure set forth herein above. All amounts deposited with the City shall be deposited in an interest bearing account. The Applicant shall be reimbursed all interest accruing on monies deposited. The requirements of this condition are in addition to any other remedy that the City may have in law or equity and shall not be the sole remedy of the City in the event of a violation of the conditions of this Resolution or the Beverly Hills Municipal Code.

42. During construction, the Applicant shall install a minimum twelve-foot (12') construction fence to reduce noise and dust impacts on neighboring properties. The final height of the fence shall be approved by the Director of Community Development in order to mitigate environmental impacts as provided in the Mitigation Monitoring and Reporting Program for the project. The design of the construction fence shall be subject to Architectural Commission review and approval. The applicant shall provide temporary aesthetic improvements, which may include landscaping, to improve the appearance of the site around the fence during the construction period.

43. The Applicant shall maintain the site in an orderly condition prior to commencement of and during construction, including but not limited to, maintenance of the orderly appearance of existing structures and landscaping on the site, dust suppression for areas cleared by demolition, maintenance of safety barriers and adjacent public sidewalks.

44. The applicant shall designate a Community Liaison Officer as outlined in the attached Mitigation Measures, directly accessible to the public by telephone in the event that the public has any concerns regarding the maintenance of the site. The name and telephone number of the Community Liaison Officer shall be transmitted to the Director of Community Development, the City's Building Official, and the Beverly Hills Unified School District Superintendent and Principal at El Rodeo School. In addition, the Applicant shall post the name and telephone number of the Community Liaison Officer on the site in a location readily visible to the general public as approved by the Director of Community Development. Said signs shall also include the name and number of a City contact from the Community Development Department. The Applicant representative's telephone number provided shall be manned during construction hours.

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

Property Maintenance

46. The property owners and successors in interest, including but not limited to any homeowners association shall be responsible for the operation and maintenance of the private sewer connection to the public sewer in the public right-of-way, the site drainage system, the maintenance of the common areas and facilities, the exterior of the building, and any costs or corrections due to building or property maintenance code enforcement actions. The Covenants, Conditions and Restrictions for this project shall specifically reflect this obligation.

Environmental Compliance Monitor

47. The Construction Management Plan Coordinator shall provide assistance in the selection of a full-time Environmental Compliance Monitor. The developer shall deposit funds sufficient to pay for the Environmental Compliance Monitor who shall be hired by and work for the City. The Environmental Compliance Monitor shall be selected from a list of individuals deemed qualified by the Director of Community Development and shall be mutually agreed upon by the City of Beverly Hills and the Beverly Hills Unified School District. If the District does not agree with the City on a Monitor within a 14 calendar day period after being presented with the list of qualified monitors, the Director of Community Development shall have the authority to select the Monitor.

48. The field office of the Environmental Compliance Monitor shall be located in a office trailer provided by the developer on or adjacent to the El Rodeo School campus for easy access to District staff, parents, and local residents. The location of the field office shall be approved by the Community Development Director. All utility and maintenance costs associated with the installation and maintenance of this trailer shall be paid for by the developer.

49. The Environmental Compliance Monitor shall maintain a daily log and provide monthly reports to the City and School District.

50. The Environmental Compliance Monitor shall immediately report any violations of the construction mitigation measures to the City.

51. City staff shall have the authority to immediately stop construction upon verification of any violation of the Construction Management Plan. Work shall not be allowed to restart until the problem is abated and/or corrective actions are taken to mitigate the violation.

52. The Environmental Compliance Monitor shall conduct a weekly meeting with the project construction manager(s) and shall invite City and School District representatives to attend such meetings.

Specialty Testing

~~53. Specialty consultants (noise and air quality) shall be hired to provide testing and~~
monitoring and provide recommendations as described in the EIR, and imposed by these conditions of approval. The developer shall deposit funds sufficient to pay for the specialty consultants who shall be hired by and work for the City.

54. The Construction Management Plan Coordinator shall provide assistance in the selection of these specialists.

55. Consultants hired to provide specialty testing services shall be selected from a list of individuals or firms deemed qualified by the Director of Community Development, and shall be mutually agreed upon by the City of Beverly Hills and the Beverly Hills Unified School District. If the District does not agree with the City on specialty testing consultants within a 14 calendar day period after being presented with the list of qualified specialty testing consultants, the Director of Community Development shall have the authority to select the specialty testing consultants.

56. All test results shall be maintained on file with the Environmental Compliance Monitor and included in monthly reports submitted to the City and School District.

57. Construction noise and vibration shall be monitored at El Rodeo School as part of the Construction Management Plan. Construction activities and/or measures may be modified to correct any excesses in the event acceptable thresholds are exceeded.

58. The Environmental Monitor shall initiate, and the Developer shall pay for a traffic study to be undertaken within 45 days after the beginning of each school year during construction of the Project to measure the then existing conditions and to determine whether unanticipated impacts resulting from the Project construction are occurring. ~~Additional measures as may be identified by any such study that address impacts from the~~
Project shall be implemented by the developer.

59. Construction traffic shall be monitored at the site so that the frequency of construction to/from the project site during periods when most schoolchildren are

arriving/departing to/from schools will be reduced in the event that construction traffic exceeds thresholds that shall be identified in the Construction Management Plan.

General Conditions.

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

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

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

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

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

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

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

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

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

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

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

71. Unanticipated Traffic Impacts. In the event that the Director of Community Development determines that operation of the project is having unanticipated traffic or

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

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

~~73. An air cleaning/filtering system shall be installed in~~
the condominium buildings subject to the review and approval of the Building Official to assist in the removal of pollutants emanating from the adjacent streets.

74. The provisions of the Specific Plan shall not become effective until the ordinance approving the zone text amendment and zone change establishing the 9900

Wilshire Specific Plan zoning and applying the zoning to the subject property becomes effective.

75. The provisions of the Specific Plan shall not become effective, and no development or implementation of the Specific Plan shall be permitted until a) the ordinance approving the development agreement has become effective and b) the Development Agreement is executed and recorded.

76. Merv Griffin and Wilshire Boulevard Intersection Improvements. The north bound configuration of Merv Griffin Way portion of the southern leg of the intersection of Merv Griffin Way and Wilshire Boulevard shall be modified to provide one left-turn lane, one through lane, and one right-turn lane on the portion of Merv Griffin Way within the Specific Plan Area. The improvements shall be completed prior to the recordation of any final subdivision map.

77. Uses ancillary to the residential uses in the Specific Plan, including but not limited to the spa, screening rooms, and common event spaces, shall be for the exclusive use of residents within the Specific Plan. Guests of residents may use such facilities except that there shall be no charge to or for non-resident guests and in no event shall memberships be given or sold to any person or entity that is not a resident within the Specific Plan.

~~78. The applicant shall execute and record against the 9900 Wilshire property, a~~
covenant and agreement to facilitate the continuation of the Golden Globe Awards, or successor event, at The Beverly Hilton Property. The CC&Rs shall be in a form satisfactory to the City Manager and the City Attorney, after consultation with the Beverly Hills Fire and Police Departments. The covenant and agreement shall include provisions

providing for (a) the closure of Merv Griffin Way the day prior to and the day of the Golden Globe Awards event, (b) prohibitions on the use of vehicles on or access of persons to Merv Griffin Way the day prior to, the day or and the day after the Golden Globe Awards event, (c) grant of a license to use Merv Griffin Way for camera equipment, satellite truck use, celebrity arrivals, or any similar event-related use on the day prior to and the day of the Golden Globes Awards event, (d) closure of any pedestrian and vehicular access points (other than emergency access as may be required by the Beverly Hills Fire or Police Departments) from the 9900 Wilshire property to Merv Griffin Way and to prohibit persons or vehicles from entering Merv Griffin Way from such access points on the day prior to and the day of the Golden Globe Awards event. These provisions also shall apply to the day after the Golden Globe Awards event to the extent reasonably necessary to remove equipment utilized in the Golden Globe Awards event. In addition, the covenant and agreement shall provide for a grant of access to the 9900 Wilshire Property and its buildings at any time as requested by the Beverly Hills Police Department, United States Secret Service, Federal Bureau of Investigation, or other governmental security agency and/or their successors, as needed, to provide security for the Golden Globe Awards event, and (e) cooperation with requests by the Beverly Hills Police Department, United States Secret Services, Federal Bureau of Investigation, or other governmental security agency ~~and/or their successors for a security perimeter on the 9900 Wilshire Property for the~~ Golden Globe Awards event. The covenant and agreement shall provide for notice to all owners of the 9900 Wilshire Boulevard Property, including without limitation successors and assigns, owners of condominium interests, and tenants, of the existence of the covenant and agreement, which covenant and agreement shall be recorded prior to final map

approval, but not prior to the issuance of a Building Permit, as that term is defined in the development agreement approved as part of this project.

Demolition

79. The developer shall take all reasonable actions to start and complete the demolition phases of construction on the 9900 Wilshire Project site during the summer months when El Rodeo School is not in session (approximately June 22nd through September 2nd). In the event that the demolition phases of construction are delayed for any reason such that substantial completion of those activities cannot be accomplished during the summer months of 2008, the Community Development Director shall have the discretion, but not the obligation, to allow demolition to proceed while El Rodeo School is in session. The decision of the Director pursuant to this condition of approval 79 shall be appealable to the City Manager.

80. Work at the site shall be accelerated during the summer months and while school is not in session to the fullest extent that is approved by the City.

81. The applicant shall provide the Beverly Hills Unified School District with a full set of final demolition plans and specifications and construction plans and specifications, before the start of demolition and construction respectively. The applicant shall also provide the Beverly Hills Unified School District with a copy of the detailed construction schedule prior to commencement of demolition.

Other Measures

82. During construction, the developer shall install and maintain at least two (2) remotely controlled cameras made accessible via the internet to City staff, the Construction Management Coordinator, and the Environmental Compliance Monitor for mitigation

monitoring purposes. The cameras are to be placed at a height and location so that 100% of the project site is visible at all times. Cameras shall be maintained regularly and accessible at all times and shall be equipped with microphones.

83. During construction, the Construction Management Coordinator, Environmental Compliance Monitor or the specialty testing consultants shall have the authority to require additional measures deemed necessary to address unanticipated issues that may arise due to construction of the Project. The developer shall fund any and all such recommended measures regardless of the cost.

84. Any lighting associated with permitted night-time construction shall be shielded, directed downward, and directed to face west or south, as approved by the Environmental Compliance Monitor.

CITY OF BEVERLY HILLS
STANDARD CONDITIONS LIST
FOR THE PLANNING COMMISSION

ENGINEERING, UTILITIES AND RECREATION & PARKS:

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

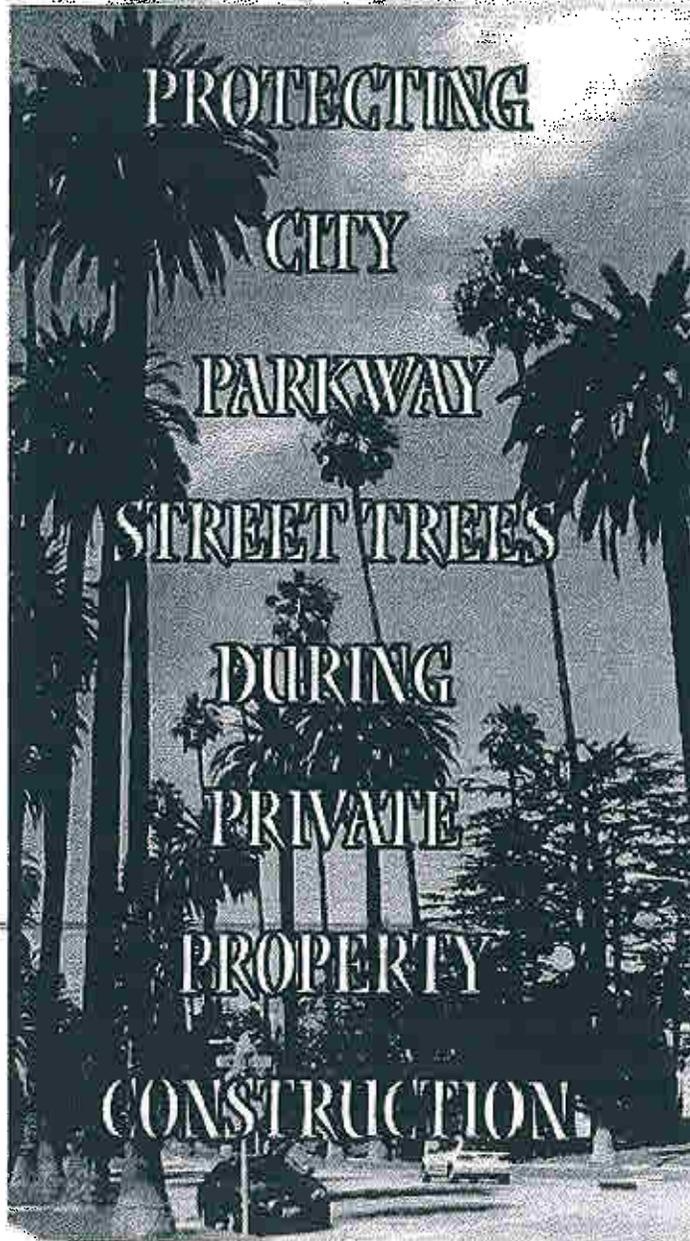
Removal and/or replacement of any street trees shall not commence until the applicant has provided the City with an improvement security to ensure the establishment of any relocated or replaced street trees. The security amount will be determined by the Director of Recreation and Parks, and shall be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

Standard Conditions List
for the Planning Commission

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

Standard Conditions List
for the Planning Commission

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



PROTECTING
CITY
PARKWAY
STREET TREES
DURING
PRIVATE
PROPERTY
CONSTRUCTION



PROTECTING CITY PARKWAY STREET TREES DURING PRIVATE PROPERTY CONSTRUCTION

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

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

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



Recreation and Parks Urban Forestry Division at 310.550.4638.

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

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

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

PROJECT PLANNING

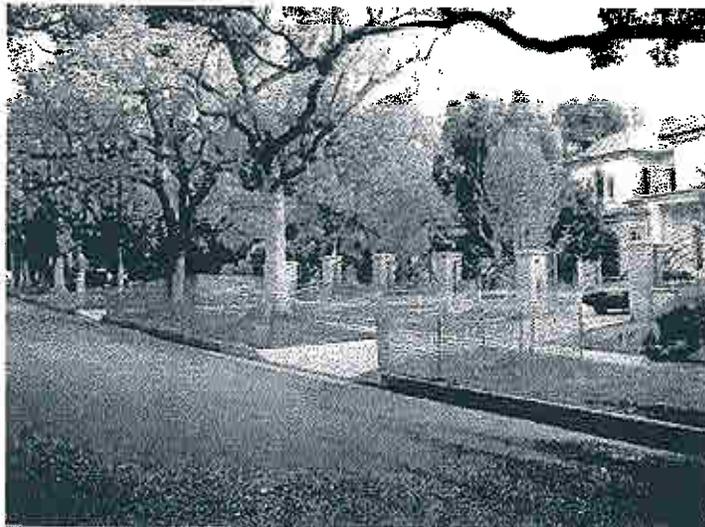
- During the design process, please consider the long term effects that construction may have on City trees. Plan activities carefully, as the City of Beverly Hills will seek compensation for any damage to the trees caused by your construction activities.
- For any projects that include construction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



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

PROJECT APPROVAL

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



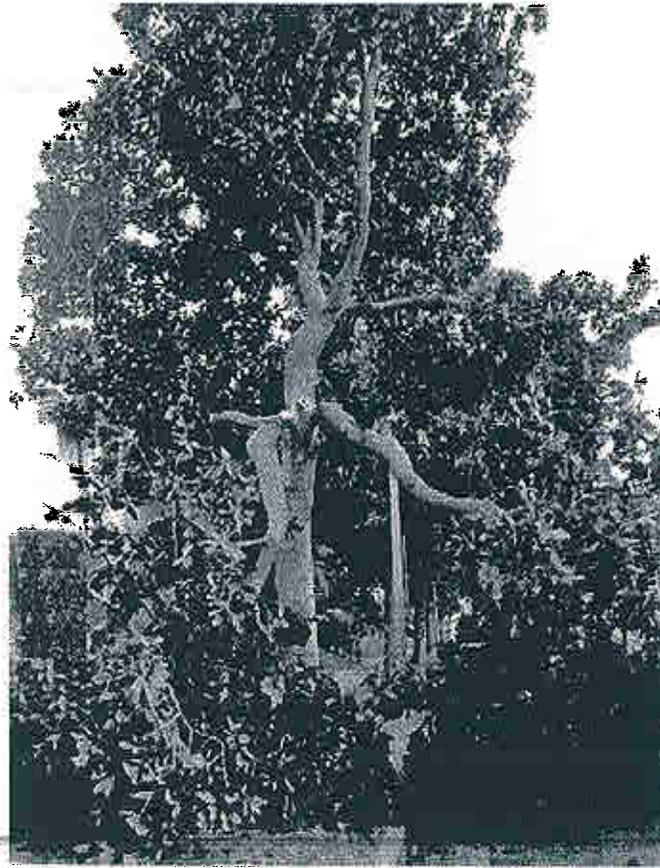
Maintain the tree protection zone fencing and parkway condition at all times.

SPECIFICATIONS

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

DURING THE PROJECT

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



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

CONTACT/RESOURCE INFORMATION

City of Beverly Hills contact information

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

Determining the value of trees

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

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

Find an International Society of Arboriculture (ISA) Certified Arborist

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

Attachment 3

City of Beverly Hills

Green Building/Sustainability Checklist

New Commercial, Multi-Family and Mixed-Use Development

Project Name:

Project Address:

Compliance Level

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



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



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



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

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

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

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

Section 5: Innovation in Design (Pre-certification estimates)

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

Section 6: Innovation in Design (Pre-certification estimates)

- * Certified 26- 32 points; Silver 33 - 38 points; Gold 39 - 51 points; Platinum 52 - 69 points
- ** Refers to LEED Source Book for New Construction for Intent and Requirement of each category

MITIGATION MONITORING PLAN

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

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

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

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

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

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

Mitigation Monitoring Plan

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

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

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

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<p>If the remains are determined to be Native American, the coroner shall contact the California Native American Heritage Commission to determine the most likely living descendant(s). The most likely living descendant shall determine the most appropriate means of treating the human remains and any associated grave artifacts and oversee disposition of the human remains and associated artifacts by the project archaeologists.</p>					
CR-6	Community Development Department	The project applicant shall provide proof that a certified paleontologist has investigated and has made appropriate recommendations.	During project construction.		

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

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

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

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

Mitigation Monitoring Plan

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

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

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Mitigation Monitoring and Reporting Plan

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

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

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

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

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

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

Mitigation Monitoring Plan

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

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

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

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

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

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

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<p>TRAF-6</p> <p>The Developer shall submit a Construction Workers Parking Plan identifying parking locations for construction workers. To the maximum extent feasible, all worker parking shall be accommodated on the project site. During demolition and construction activities when construction worker parking cannot be accommodated on the project site, the Plan shall identify alternate parking locations for construction workers and specify the method of transportation to and from the project site for approval by the City 30 days prior to commencement of construction. The Construction Workers Parking Plan must include appropriate measures to ensure that the parking location requirements for construction workers will be strictly enforced. These include but are not limited to the following measures:</p>	<p>Community Development Department</p>	<p>The primary contractor shall submit to the department a program and affidavit attesting to the compliance with this measure as part of the Construction Workers Parking Plan, which will be reviewed by the Community Development Department/Building & Safety Department.</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>		

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

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

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

Mitigation Monitoring Plan

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

EXHIBIT C

FINAL EIR

EXHIBIT D

RESOLUTION NO. 08-R-12497

Public Hearing Notice

Tab D

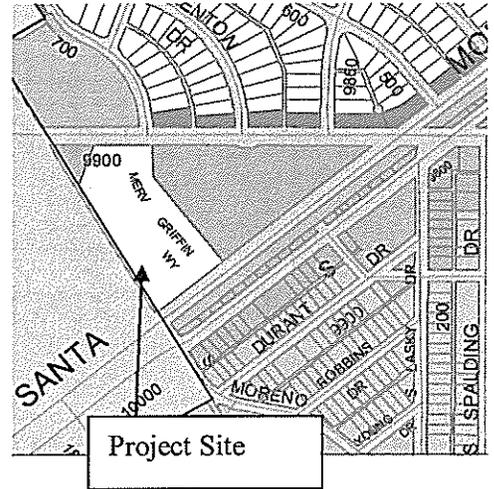


NOTICE OF PUBLIC HEARING

DATE: November 20, 2008

TIME: 1:30 pm, or as soon thereafter as the matter may be heard

LOCATION: Commission Meeting Room A
Beverly Hills City Hall
455 North Rexford Drive
Beverly Hills, California 90210



The Planning Commission of the City of Beverly Hills, at its regular meeting on Thursday, November 20, 2008, will hold a public hearing beginning at 1:30 pm, or as soon thereafter as the matter may be heard, to consider:

A request for a Development Plan Review and Vesting Tentative Tract Map No. 67884 to allow subdivision of one existing parcel into seven lots, and to subdivide the air rights to permit the individual sale of 235 residential condominium units and five commercial condominium units in connection with the development of a mixed-use project at **9900 Wilshire Boulevard**.

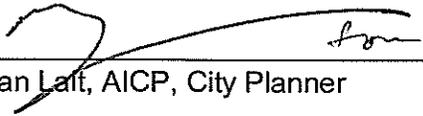
This project was previously assessed in accordance with the authority and criteria contained in the California Environmental Quality Act (CEQA), the State CEQA Guidelines, and the environmental regulations of the City. In 2008, the City Council certified an Environmental Impact Report (EIR) for the 9900 Wilshire Project, which contemplated further implementing actions such as the proposed subdivision that is the subject of this notice. There have been no changes to the project or the circumstances surrounding the project, nor is there any new information, which would require any revision to the EIR due to new or more severe environmental impacts than those identified in the EIR. Nor has staff identified any new mitigation measures or alternatives that are capable of further reducing the environmental impacts associated with the project.

Any interested person may attend the meeting and be heard or present written comments to the Planning Commission. Comments may be submitted in writing to the Planning Department prior to the meeting date and written or oral comments will be accepted at the Planning Commission meeting at the date and time noted above.

Notice of Public Hearing
9900 Wilshire Boulevard
November 7, 2008

If you challenge the Commission's action in court, you may be limited to raising only those issues you or someone else raised at the public hearing described in this notice, or in written correspondence delivered to the City, either at or prior to the public hearing.

If there are any questions regarding this notice, please contact the Community Development Department, Planning Division at 310.285.1123. The file, including the EIR prepared for the project, can be reviewed in the Community Development Department, Planning Division by any interested person at 455 North Rexford Drive, Room 100, Beverly Hills, CA. 90210.



Jonathan Laft, AICP, City Planner

Dated: November 7, 2008

Environmental Checklist

TAB E

CITY OF BEVERLY HILLS
ENVIRONMENTAL CHECKLIST FORM
for Previously Environmentally Assessed Projects
(To be completed by Lead Agency)

I. BACKGROUND.

1. Name of Project: 9900 Wilshire Project
2. Project Address: 9900 Wilshire Boulevard
3. Type of Approval: Vesting Tentative Tract Map, Development Plan Review, Common Interest Development
4. Date of Original Approval: April 9, 2008
5. Approval Authority: City Council

II. PROJECT & ENVIRONMENTAL STATUS.

Have any of the following conditions occurred since the project was originally assessed for environmental impacts?

- | | <u>Yes</u> | <u>No</u> |
|--|------------|-----------|
| 1. <u>Changes to the Project?</u> | | |
| (Skip if the answer above is "no".) Are the changes proposed to the project substantial ones which will require major revisions of the previous EIR or negative declaration due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects? (Explain answer on an attached page.) | _____ | <u>X</u> |
| 2. <u>Substantial Change in Circumstances Under Which the Project is Undertaken?</u> | | |
| (Skip if the answer above is "no".) Are the changes that have occurred with respect to the circumstances under which the project is undertaken substantial ones which will require major revisions of the previous EIR or Negative Declaration due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects? (Explain answer on an attached page.) | _____ | <u>X</u> |

Environmental Checklist Form of Extensions of Project Approvals
 December 5, 2008

- | | <u>Yes</u> | <u>No</u> |
|--|------------|-----------|
| 3. <u>New information</u> of substantial importance has become available, in which: | | |
| a. The information was not known and could not have been known with the exercise of reasonable diligence at the time the previous EIR was certified as complete or the Negative Declaration was adopted, and | _____ | <u>X</u> |
| b. (Skip if the answer to 3.a. is "no".) The new information shows any of the following (explain the following answers on an attached page): | | |
| • The project will have one or more significant effects not discussed in the previous EIR or Negative Declaration? | _____ | <u>X</u> |
| • Significant effects previously examined will be substantially more severe than shown in the previous EIR?* | | <u>X</u> |
| • Mitigation measures or alternatives previously found not to be feasible would in fact be feasible, and would substantially reduce one or more significant effects of the project, but the project proponents decline to adopt the mitigation measure or alternative? | | <u>X</u> |
| • Mitigation measures or alternatives which are considerably different from those analyzed in the previous EIR or negative declaration would substantially reduce one or more significant effects on the environment, but the project proponents decline to adopt the mitigation measure or alternative? | _____ | <u>X</u> |

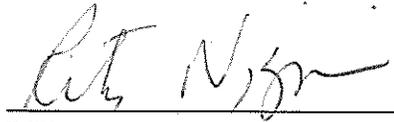
If "yes" is checked for questions 1., 2., or for both 3.a. and 3.b. above, then an environmental assessment application needs to be submitted and an initial study needs to be prepared. Based on the initial study, further environmental documentation will be prepared for the project. If changes to a project or its circumstances occur or new information becomes available after adoption of a negative declaration, the lead agency shall prepare a subsequent EIR if the new initial study reveals a potentially significant,

* Applies only if an EIR was prepared; answer "no" if no EIR was prepared for the project.

Environmental Checklist Form of Extensions of Project Approvals
December 5, 2008

unmitigated impact. Otherwise the lead agency shall determine whether to prepare a subsequent negative declaration, an addendum, or no further documentation.

Checklist prepared by:



RITA NAZIRI

December 5, 2008

ATTACHMENT

to

ENVIRONMENTAL CHECKLIST FORM
for Previously Environmentally Assessed Projects
(To be completed by Lead Agency)

The following are explanations of answers given on the Previously Environmentally Assessed Project ENVIRONMENTAL CHECKLIST FORM, under II. PROJECT & ENVIRONMENTAL STATUS.

(PROVIDED SEPARATELY WITH PLANS)

Vesting Tentative Tract Map and Isometric View

Tab F

Project Plans

Tab G