



MASTER APPLICATION FORM

CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT

Office Use Only

Date Submitted: 2/19/19
Received By: [Signature]
F&G Check Submitted: N/A

3200 North Sepulveda Boulevard, Manhattan Beach, CA 90266 and
3160 North Sepulveda Boulevard, Manhattan Beach, CA 90266

Project Address
See attached

Legal Description
Commercial

General Plan Designation

Community Commercial Area 2
Zoning Designation Area District

For projects requiring a Coastal Development Permit, select one of the following determinations¹:

Project located in Appeal Jurisdiction

☐ Major Development (Public Hearing required)

☐ Minor Development (Public Hearing, if requested)

Project not located in Appeal Jurisdiction

☐ Public Hearing Required (due to UP, Var, ME, etc.)

☐ No Public Hearing Required

Submitted Application (check all that apply)

☐ Appeal to PC/PPIC/BBA/CC	4225	☐ Use Permit (Residential)	4330
☐ Coastal Development Permit	4341	☐ Use Permit (Commercial)	4330
☐ Continuance	4343	☒ Use Permit Amendment	4332
☐ Cultural Landmark	4336	☐ Variance	4331
☒ Environmental Assessment	4225	☐ Park/Rec Quimby Fee	4425
☐ Minor Exception	4333	☐ Pre-application meeting	4425
☐ Subdivision (Map Deposit)	4300	☐ Public Hearing Notice	4339
☐ Subdivision (Tentative Map)	4334	☐ Lot Merger/Adjust./\$15 rec. fee	4225
☐ Subdivision (Final)	4334	☐ Zoning Business Review	4337
☐ Subdivision (Lot Line Adjust.)	4335	☐ Zoning Report	4340
☐ Telecom (New or Renewed)	4338	☐ Other	

Fee Summary: (See fees on reverse side)

Total Amount: \$ _____ (less Pre-Application Fee if applied within past 3 months)

Receipt Number: _____ Date Paid: _____ Cashier: _____

Applicant(s)/Appellant(s) Information

Jason Giannantonio

Name

1200 Rosecrans Avenue, Suite 201, Manhattan Beach, CA 90266

Mailing Address

Owner's Representative and Development Manager

Applicant(s)/Appellant(s) Relationship to Property

Jason Giannantonio, Vice President, JLL (310) 628-6414 / Jason.Giannantonio@am.jll.com

Contact Person (include relation to applicant/appellant) Phone number / email

1200 Rosecrans Avenue, Suite 201, Manhattan Beach, CA 90266

Address

[Signature]

(310) 628-6414 / Jason.Giannantonio@am.jll.com

Applicant(s)/Appellant(s) Signature

Phone number / email

Complete Project Description- including any demolition (attach additional pages as necessary)

See attached Project Description

¹ An Application for a Coastal Development Permit shall be made prior to, or concurrent with, an application for any other permit or approvals required for the project by the City of Manhattan Beach Municipal Code. (Continued on reverse)

2/19/19
Fees to be paid
from JLL Trust
REEF
Fund.
Mark Comments
JLL
M. C. L.

OWNER'S AFFIDAVIT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

I/We RREEF America REIT II CORP. BBB being duly sworn, depose and say that I am/we are the owner(s) of the property involved in this application and that the foregoing statements and answers herein contained and the information herewith submitted are in all respects true and correct to the best of my/our knowledge and belief(s).

Jane Benefield
Signature of Property Owner(s) – (Not Owner in Escrow or Lessee)

Jane Benefield

Print Name

3414 Peachtree Rd, NE, Suite 950, Atlanta, GA 30326

Mailing Address

(404) 239-1104

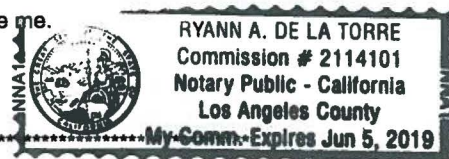
Telephone/email

Subscribed and sworn to (or affirmed) before me this 13 day of February, 20 19
by Ryana A. DeLaTorre, proved to me on

the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature [Signature]
Notary Public

SEAL



Fee Schedule Summary

Below are the fees typically associated with the corresponding applications. Additional fees not shown on this sheet may apply – refer to current City Fee Resolution (contact the Planning Division for assistance.) Fees are subject to annual adjustment.

Submitted Application (circle applicable fees, apply total to Fee Summary on application)

Coastal Development Permit

Public hearing – no other discretionary approval required:	\$ 4,871	✉
Public hearing – other discretionary approvals required:	2,142	✉
No public hearing required – administrative:	1,324	✉

Use Permit

Use Permit:	\$ 6,396	✉
Master Use Permit:	9,875	✉
Master Use Permit Amendment:	5,126	✉
Master Use Permit Conversion:	4,704	✉

Variance

Filing Fee:	\$ 6,184	✉
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Minor Exception

Without notice:	\$ 1,477	
With notice:	1,985	✉

Subdivision

Certificate of Compliance:	\$ 1,653	
Final Parcel Map + mapping deposit:	539	
Final Tract Map + mapping deposit:	748	
Mapping Deposit (paid with Final Map application):	500	
Merger of Parcels or Lot Line Adjustment:	1,153	
Quimby (Parks & Recreation) fee (per unit/lot):	1,817	
Tentative Parcel Map (4 or less lots / units) No Public Hearing:	1,333	
Tentative Parcel Map (4 or less lots / units) Public Hearing:	3,622	✉
Tentative Tract Map (5 or more lots / units) No Public Hearing:	4,134	✉

Environmental Review (contact Planning Division for applicable fee)

Environmental Assessment (no Initial Study prepared):	\$ 215	
Environmental Assessment (if Initial Study is prepared):	3,133	

✉ Public Hearing Notice applies to all projects with public hearings and covers the City's costs of envelopes, postage and handling the mailing of public notices. Add this to filing fees above, as applicable: \$ 72

MANHATTAN VILLAGE SHOPPING CENTER
Master Use Permit Amendment Application

**Change in Use to Personal Improvement Services to Allow Boutique Fitness Uses
and Request to Allow Ancillary Off-Site Alcohol Sales at Restaurants**

PROJECT DESCRIPTION

Boutique Fitness Uses

Manhattan Village Shopping Center ("Shopping Center") is a regional shopping center located on 44 acres bounded by Rosecrans Avenue, Sepulveda Boulevard, Marine Avenue and Village Drive. The site is comprised of several components including: outparcels with office, restaurant and service uses; convenience center with drug and grocery anchors, new parking structure along Rosecrans Avenue; an enclosed shopping center.

The shopping center is currently undergoing a major redevelopment and expansion and as part of the ongoing leasing strategy of the project, there is a strong market demand and desire from Ownership to incorporate Boutique Fitness tenants to compliment the new restaurant lineup at the Village Shops as well as offering additional healthy lifestyle choices of Manhattan Beach residents that visit and enjoy the shopping center experience.

The proposed Boutique Fitness users are planned to occupy a maximum total amount of 7,800 sf of GLA located in the Village Shops and existing center as shown in the attached leasing plan. Additional information for the proposed Boutique Fitness tenants is also included in the attached merchandising plan.

Parking required at the Shopping Center is 4.1 spaces /1000 square feet and initial studies done for the proposed Boutique Fitness tenants indicate that the amount of parking required to support the Boutique Fitness tenants can be accommodated in the scope of the overall redevelopment and expansion project.

Ancillary Off-Site Alcohol Sales at Restaurants

Reso. 14-0026, Condition No. 20, currently states,

"An amendment to the Master Use Permit must be approved by the City prior to the sale of alcohol other than for on-site consumption at an eating or drinking establishment, unless

specifically permitted by this Resolution. Tenants with existing ABC licenses and City approval for off-site alcohol sales and/or on-site tasting – i.e. Ralphs, CVS, and the Vintage Shoppe – may continue to sell alcohol for off-site consumption and/or on-site tasting in accordance with their approvals.”

RREEF is requesting that ancillary off-site alcohol sales be allowed at up to (4) restaurants on the Manhattan Village Shopping Center property in addition to the existing tenants with existing ABC licenses. This request is in line with recent industry trends for upscale restaurants.



ENVIRONMENTAL ASSESSMENT FORM

(to be completed by applicant)

CITY OF MANHATTAN BEACH

COMMUNITY DEVELOPMENT DEPARTMENT

1400 HIGHLAND AVENUE, MANHATTAN BEACH, CA 90266

Telephone: (310) 802-5500 Fax: (310) 802-5501 TDD: (310) 546-3501

Date Filed: _____

APPLICANT INFORMATION

Name: Jones Lang LaSalle (JLL)

Contact Person: Jason Giannantonio

Address: 1200 Rosecrans Ave, Ste 201, Manhattan Bch, CA 90266

Address: 1200 Rosecrans Ave, Ste 201, Manhattan Bch, CA 90266

Phone number: (310) 628-6414

Phone number: (310) 628-6414

Relationship to property: Owner's Representative and Development Manager

Association to applicant: Vice President, JLL

PROJECT LOCATION AND LAND USE

Project Address: 3200 North Sepulveda Blvd, Manhattan Beach, CA 90266 and 3160 North Sepulveda Blvd, Manhattan Beach, CA 90266

Assessor's Parcel Number: See attached Legal Description for list of APN's & Parcels

Legal Description: See attached Legal Description from Title Report

Area District, Zoning, General Plan Designation: Area District 2, General Commercial and Community

Surrounding Land Uses:

Commercial Zoning, General Plan Designation is Commercial

North Shopping Center, Macy's

West Parking, New Village Shops

South Shopping Center, Macy's Men's

East Parking area East of Shopping Center

Existing Land Use: Manhattan Village Shopping Center

PROJECT DESCRIPTION

Type of Project: Commercial ☒ Residential _____ Other _____

If Residential, indicate type of development (i.e.; single family, apartment, condominium, etc.) and number of units: _____

If Commercial, indicate orientation (neighborhood, citywide, or regional), type of use anticipated, hours of operation, number of employees, number of fixed seats, square footage of kitchen, seating, sales, and storage areas: Existing regional shopping center use with hours of operation Mon-Fri 10am to 9pm and weekend hours Sat 10am to 8pm and Sun 11am to 6pm. See attached for complete Project Description.

If use is other than above, provide detailed operational characteristics and anticipated intensity of the development: _____

	<u>Existing</u>	<u>Proposed</u>	<u>Required</u>	<u>Removed/ Demolished</u>
Project Site Area:	44 ac	44 ac	N/A	N/A
Building Floor Area:	572,837 sf GLA	572,837 sf GLA	N/A	N/A
Height of Structure(s)	22-43'	22-43'	N/A	N/A
Number of Floors/Stories:	1	1	N/A	N/A
Percent Lot Coverage:	.25 FAR	.25 FAR	N/A	N/A
Off-Street Parking:	2,666	2,666	2,666	N/A
Vehicle Loading Space:	No Change	No Change	N/A	N/A
Open Space/Landscaping:	No Change	No Change	N/A	N/A

Proposed Grading:

Cut N/A Fill N/A Balance N/A Imported N/A Exported N/A

Will the proposed project result in the following (*check all that apply*):

<u>Yes</u>	<u>N/A</u>	
<u> </u>	<u>X</u>	Changes in existing features or any bays, tidelands, beaches, lakes, or hills, or substantial alteration of ground contours?
<u> </u>	<u>X</u>	Changes to a scenic vista or scenic highway?
<u> </u>	<u>X</u>	A change in pattern, scale or character of a general area?
<u> </u>	<u>X</u>	A generation of significant amount of solid waste or litter?
<u> </u>	<u>X</u>	A violation of air quality regulations/requirements, or the creation of objectionable odors?
<u> </u>	<u>X</u>	Water quality impacts (surface or ground), or affect drainage patterns?
<u> </u>	<u>X</u>	An increase in existing noise levels?
<u> </u>	<u>X</u>	A site on filled land, or on a slope of 10% or more?
<u> </u>	<u>X</u>	The use of potentially hazardous chemicals?
<u> </u>	<u>X</u>	An increased demand for municipal services?
<u> </u>	<u>X</u>	An increase in fuel consumption?
<u> </u>	<u>X</u>	A relationship to a larger project, or series of projects?

Explain all "Yes" responses (*attach additional sheets or attachments as necessary*):

CERTIFICATION: I hereby certify that the statements furnished above and in 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.

Signature: 

Prepared For: JLL

Date Prepared: 2/13/2019

City of Manhattan Beach Environmental Information Form
And Master Application Form
Manhattan Village Shopping Center
Boutique Fitness Uses
Leased Parking Spaces for Site-Wide Parking Calculations
MUP Amendment Application

***Please note that legal descriptions and parcel numbers are out-dated. A new title report will be available shortly to document the recording of Lot Line Adjustment #1, #2, #3, and #4.

PRELIMINARY REPORT
YOUR REFERENCE: NBU #42347

Chicago Title Company
ORDER NO.: 00042355-994-LT2

`EXHIBIT "A"

LEGAL DESCRIPTION

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF MANHATTAN BEACH, IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

PARCEL 1:

THAT PORTION OF LOT 4 IN SECTION 19, TOWNSHIP 3 SOUTH, RANGE 14 WEST, SAN BERNARDINO BASE AND MERIDIAN, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON PARTITION MAP SHOWING PROPERTY FORMERLY OF REDONDO LAND COMPANY, SUBDIVIDED BY JAMES F. TOWELL, C.A. EDWARDS AND P.P. WILCOX, COMMISSIONER, SURVEYED AUGUST, 1897, BY L. FRIEL AND FILED IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY ON SEPTEMBER 3, 1897 DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SAID SECTION 19;
THENCE SOUTH 0° 04' 16" EAST ALONG THE WEST LINE THEREOF, 77.04 FEET;
THENCE NORTH 89° 55' 44" EAST PERPENDICULAR TO SAID WEST LINE 20.00 FEET TO THE TRUE POINT OF BEGINNING;
THENCE SOUTH 0° 04' 16" EAST PARALLEL TO SAID WEST LINE 415.97 FEET TO A POINT IN THE SOUTH LINE OF SAID LOT 4;
THENCE NORTH 89° 58' 45" EAST ALONG SAID SOUTH LINE 48.15 FEET, TO A POINT IN THE NORTHWESTERLY LINE OF THE 100 FOOT WIDE RIGHT OF WAY OF THE SOUTHERN CALIFORNIA RAILWAY COMPANY PER BOOK D-508 PAGE 76. OFFICIAL RECORDS OF SAID COUNTY, SAID POINT BEING A POINT IN A CURVE CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 5779.65 FEET, A RADIAL LINE PASSING THROUGH SAID POINT BEARS NORTH 38° 19' 56" WEST;
THENCE NORTHEASTERLY ALONG SAID CURVE AN ARC LENGTH OF 626.58 FEET THROUGH A CENTRAL ANGLE OF 6° 12' 42";
THENCE TANGENT TO SAID CURVE AND CONTINUING ALONG SAID NORTHWESTERLY LINE OF SAID RIGHT OF WAY NORTH 57° 52' 45" EAST 154.20 FEET TO A POINT IN THE SOUTHERLY LINE OF THE NORTHERLY 50.00 FEET OF SAID SECTION 19, SAID POINT ALSO BEING A POINT IN THE SOUTHERLY LINE OF ROSECRANS AVENUE, 100 FEET WIDE AS SAID AVENUE EXISTING ON NOVEMBER 29, 1979;
THENCE SOUTH 89° 58' 45" WEST ALONG SAID SOUTHERLY LINE FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 27.00 FEET;
THENCE WESTERLY, SOUTHWESTERLY AND SOUTHERLY ALONG SAID CURVE AN ARC LENGTH OF 42.43 FEET THROUGH A CENTRAL ANGLE OF 90° 03' 01" TO THE TRUE POINT OF BEGINNING.

EXCEPTING THEREFROM, THAT PORTION OF SAID LAND CONVEYED TO THE CITY OF MANHATTAN BEACH, A MUNICIPAL CORPORATION, BY DEEDS RECORDED OCTOBER 2, 1997 AS INSTRUMENT NOS. 97-1521451 AND 97-1521452, BOTH OF OFFICIAL RECORDS, SAID PORTION BEING DESCRIBED AS PARCEL 27-5 ON EXHIBIT "A" ATTACHED THERETO, TO BE KNOWN AS SEPULVEDA BOULEVARD.

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PARCEL 2:

THAT PORTION OF THE 100 FOOT WIDE RIGHT OF WAY OF THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, AS DESCRIBED IN THAT CERTAIN DEED FROM THE REDONDO LAND COMPANY AND CHARLES SILENT, RECORDED OCTOBER 31, 1888 IN BOOK 508 PAGE 76 OF DEEDS, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, BOUNDED WESTERLY BY THE EASTERLY LINE OF SEPULVEDA BOULEVARD AS DESCRIBED IN PARCEL 4 OF THAT CERTAIN TRIAL JUDGMENT OF CASE NO.300,196 IN THE COUNTY OF LOS ANGELES SUPERIOR COURT, A CERTIFIED COPY OF WHICH WAS RECORDED ON FEBRUARY 19, 1935 AS INSTRUMENT NO. 625 IN BOOK 13277 PAGE 106 OF OFFICIAL RECORDS OF SAID COUNTY AND BOUNDED NORTHERLY BY THE SOUTHERLY LINE OF ROSECRANS BOULEVARD, 100 FEET IN WIDTH.

PARCEL 3:

PARCELS 1 THROUGH 9 INCLUSIVE, 11 AND 13 THROUGH 23 INCLUSIVE, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON PARCEL MAP NO. 12219, FILED IN BOOK 122 PAGES 33 THROUGH 35 INCLUSIVE OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT FROM THE PARCELS 1 THROUGH 8 INCLUSIVE AND 13 THROUGH 22 INCLUSIVE AND THAT PORTION OF PARCEL 23, INCLUDED WITHIN THE LINES OF PARCEL 3 OF PARCEL MAP NO. 11262, RECORDED IN BOOK 107 PAGES 37 AND 38 OF PARCEL MAPS, ALL OIL, GAS AND OTHER HYDROCARBONS, GEOTHERMAL RESOURCES AS DEFINED IN SECTION 6903 OF THE CALIFORNIA PUBLIC RESOURCES CODE AND ALL OTHER MINERALS, WHETHER SIMILAR TO THOSE HEREIN SPECIFIED OR NOT, WITHIN OR THAT MAY BE PRODUCED FROM THE PROPERTY; PROVIDED, HOWEVER THAT ALL RIGHTS AND INTEREST IN THE SURFACE OF THE PROPERTY HAVE BEEN CONVEYED TO GRANTEE, NO RIGHTS OR INTEREST OF ANY KIND THEREIN, EXPRESS OR IMPLIED, BEING EXCEPTED OR RESERVED TO GRANTOR EXCEPT AS THEREINAFTER EXPRESSLY SET FORTH THEREIN.

ALSO EXCEPT THE SOLE AND EXCLUSIVE RIGHT FROM TIME TO TIME TO DRILL AND MAINTAIN WELLS OR OTHER WORKS INTO OR THROUGH PROPERTY BELOW A DEPTH OF 500 FEET AND TO PRODUCE, INJECT, STORE AND REMOVE FROM OR THROUGH SUCH WELLS OR WORKS, OIL, GAS AND OTHER SUBSTANCES OF WHATEVER NATURE, INCLUDING THE RIGHT TO PERFORM ANY AND ALL OPERATIONS DEEMED NECESSARY OR CONVENIENT FOR THE EXERCISE OF SUCH RIGHTS, AS RESERVED BY CHEVRON U.S.A., INC., A CALIFORNIA CORPORATION, RECORDED APRIL 19, 1979 AS INSTRUMENT NO. 79-424732 OF OFFICIAL RECORDS, AS TO THAT PORTION OF SAID LAND, ACQUIRED BY DEED RECORDED APRIL 2, 1923 IN BOOK 1993 PAGE 351, OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM PARCEL 22 ABOVE ALL THAT PORTION OF THE REAL PROPERTY CONVEYED TO THE CITY OF MANHATTAN BEACH PER THAT CERTAIN INSTRUMENT ENTITLED "GRANT DEED-DEED OF DEDICATION" RECORDED JUNE 25, 2002 AS INSTRUMENT NO. 02-1439469, OFFICIAL RECORDS.

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PARCEL 4:

THE NON-EXCLUSIVE EASEMENTS FOR, INGRESS, EGRESS, PARKING, UTILITIES AND MAINTENANCE IN, TO, OVER, UNDER AND ACROSS, THE "COMMON AREA" ALL AS DESCRIBED AND SHOWN IN THAT CERTAIN CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT DATED NOVEMBER 1, 1980, EXECUTED BY MANHATTAN BEACH COMMERCIAL PROPERTIES, A GENERAL PARTNERSHIP, MANHATTAN HACIENDA PROPERTY CO., A GENERAL PARTNERSHIP AND FEDERATED DEPARTMENT STORES, INC., A DELAWARE CORPORATION, WITH ADDENDUM EXECUTED BY BUFFUMS, INC., A CALIFORNIA CORPORATION, RECORDED ON NOVEMBER 25, 1980 AS INSTRUMENT NO. 80-1188655 OF OFFICIAL RECORDS.

THE INTEREST OF MANHATTAN BEACH COMMERCIAL PROPERTIES, A CALIFORNIA GENERAL PARTNERSHIP UNDER SAID AGREEMENT HAS BEEN ASSIGNED TO BANK OF AMERICA NATIONAL TRUST AND SAVINGS TRUST AND SAVINGS ASSOCIATION, AS TRUSTEE OF THE MASTER PENSION TRUST OF THE PACIFIC TELESIS GROUP, BY ASSIGNMENT DATED DECEMBER 24, 1986 AND RECORDED DECEMBER 24, 1986 AS INSTRUMENT NO. 86-1800316. OFFICIAL RECORDS.

THE INTEREST OF BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, AS TRUSTEE OF THE MASTER PENSION TRUST OF THE PACIFIC TELESIS GROUP UNDER SAID AGREEMENT HAS BEEN ASSIGNED TO MANHATTAN ORE HOLDING COMPANY, INC. BY UNRECORDED ASSIGNMENTS NOT APPEARING IN THE PUBLIC RECORD .

THE INTEREST OF MANHATTAN ORE HOLDING COMPANY, INC. UNDER SAID AGREEMENT HAS BEEN ASSIGNED TO MANHATTAN VILLAGE, LLC, A CALIFORNIA LIMITED LIABILITY COMPANY BY ASSIGNMENT DATED AUGUST 19, 1997 AND RECORDED AUGUST 20, 1997 AS INSTRUMENT NO. 97-1291551 OF OFFICIAL RECORDS.

THE EASEMENT RIGHTS OF MANHATTAN VILLAGE, LLC, A CALIFORNIA LIMITED LIABILITY COMPANY UNDER SAID AGREEMENT HAVE BEEN CONVEYED TO MADISON MANHATTAN VILLAGE L.P., A DELAWARE LIMITED PARTNERSHIP BY DEED RECORDED OCTOBER 30, 2000 AS INSTRUMENT NO. 00-1548302 OF OFFICIAL RECORDS.

THE INTEREST OF MADISON MANHATTAN VILLAGE L.P., A DELAWARE LIMITED PARTNERSHIP UNDER SAID AGREEMENT HAS BEEN ASSIGNED TO MADISON MANHATTAN VILLAGE, LLC, A DELAWARE LIMITED LIABILITY COMPANY BY ASSIGNMENT DATED JUNE 28, 2002 AND RECORDED JULY 8, 2002 AS INSTRUMENT NO. 02-1536001 OF OFFICIAL RECORDS.

THE INTEREST OF MADISON MANHATTAN VILLAGE, LLC HAS BEEN ASSIGNED OF RECORD TO RREEF . AMERICA REIT II CORP. BBB, A MARYLAND CORPORATION, BY AN ASSIGNMENT AND ASSUMPTION OF GROUND LEASE RECORDED MAY 5, 2004 AS INSTRUMENT NO. 04-1123082 OF OFFICIAL RECORDS.

PARCEL 5:

THAT PORTION OF PARCEL 3 OF PARCEL MAP NO. 13910, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 145, PAGES 23, 24

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AND 25. INCLUSIVE, OF PARCEL MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE B.C. OF THAT CERTAIN CURVE ON THE CENTERLINE OF PARK VIEW AVENUE DESCRIBED AS C-2 ON SAID PARCEL MAP AND BEING CONCAVE SOUTHERLY HAVING A RADIUS OF 1400 FEET AND A LENGTH OF 424.58 FEET; THENCE EASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 1° 28' 25" A DISTANCE OF 36.01 FEET;
THENCE ALONG SOUTHERLY RADIAL TO SAID CURVE SOUTH 15° 55' 23" EAST 25.00 FEET;
THENCE SOUTH 06° 08' 54" EAST 137.00 FEET;
THENCE SOUTH 10° 09' 19" EAST 97.57 FEET TO THE TRUE POINT OF BEGINNING;
THENCE SOUTH 80° 13' 52" WEST 127.21 FEET;
THENCE SOUTH 10° 24' 59" EAST 161.00 FEET;
THENCE NORTH 88° 14' 56" WEST 128.31 FEET;
THENCE NORTH 10° 47' 05" WEST 283.00 FEET;
THENCE NORTH 68° 14' 03" EAST 250.72 FEET;
THENCE SOUTH 12° 53' 22" EAST 200.00 FEET MORE OR LESS TO THE POINT OF BEGINNING.

SAID LAND IS NOW KNOWN AS BEING A PORTION OF PARCEL MAP NO. 23389, IN THE CITY OF MANHATTAN, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 260, PAGES 28 THROUGH 31 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID-COUNTY.

EXCEPT THEREFROM ALL OIL, GAS AND OTHER HYDROCARBONS, GEOTHERMAL RESOURCES, AS DEFINED IN SECTION 6903 OF THE CALIFORNIA PUBLIC RESOURCES CODE AND ALL OTHER MINERALS, WHETHER SIMILAR TO THOSE HEREIN SPECIFIED OR NOT, WITHIN OR THAT MAY BE PRODUCED FROM THE PROPERTY; PROVIDED, HOWEVER, THAT ALL RIGHTS AND INTEREST IN THE SURFACE OF THE PROPERTY HAVE BEEN CONVEYED TO GRANTEE, NO RIGHT OR INTEREST OF ANY KIND THEREIN, EXPRESS OR IMPLIED, BEING EXCEPTED OR RESERVED TO GRANTOR, EXCEPT AS THEREINAFTER EXPRESSLY SET FORTH.

ALSO EXCEPT THEREFROM THE SOLE AND EXCLUSIVE RIGHT FROM TIME TO TIME TO DRILL AND MAINTAIN WELLS OR OTHER WORKS INTO OR THROUGH THE PROPERTY BELOW A DEPTH OF 500 FEET AND TO PRODUCE, INJECT STORE AND REMOVE FROM OR THROUGH SUCH WELLS OR WORKS, OIL, GAS AND OTHER SUBSTANCES OR WHATEVER NATURE, INCLUDING THE RIGHT TO PERFORM ANY AND ALL OPERATIONS DEEMED BY GRANTOR NECESSARY OR CONVENIENT FOR THE EXERCISE OF SUCH RIGHTS, AS RESERVED IN DEED RECORDED APRIL 19, 1979 AS INSTRUMENT NO. 79-424731 OF OFFICIAL RECORDS.

PARCEL 6:

NON-EXCLUSIVE EASEMENTS FOR INGRESS AND EGRESS OVER THE FOLLOWING DESCRIBED PROPERTY AS PROVIDED IN EASEMENT AGREEMENT DATED AUGUST 3, 1984, REFERRED TO IN MEMORANDUM OF PARKING LOT LEASE AND EASEMENT AGREEMENT DATED SEPTEMBER 27, 2000 BETWEEN THE CITY OF MANHATTAN BEACH AND MANHATTAN VILLAGE, LLC, RECORDED ON OCTOBER 3, 2000 AS INSTRUMENT NO. 00-1548303 OF OFFICIAL RECORDS, AS ASSIGNED BY ASSIGNMENT AND ASSUMPTION OF GROUND LEASE, RECIPROCAL EASEMENT AGREEMENT AND

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Chicago Title Company
ORDER NO.: 00042355-994-LT2

EASEMENT AGREEMENT TO MADISON MANHATTAN VILLAGE, LLC, A DELAWARE LIMITED LIABILITY COMPANY BY INSTRUMENT RECORDED JULY 8, 2002, AS INSTRUMENT NO. 02-1536001 OF OFFICIAL RECORDS, AND THE INTEREST OF MADISON MANHATTAN VILLAGE, LLC HAS BEEN ASSIGNED OF RECORD TO RREEF AMERICA REIT II CORP. BBB, A MARYLAND CORPORATION, BY AN ASSIGNMENT AND ASSUMPTION OF GROUND LEASE RECORDED MAY 5, 2004 AS INSTRUMENT NO.04-1123082 OF OFFICIAL RECORDS.

THAT PORTION OF PARCEL 3 OF PARCEL MAP NO. 13910, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 145 PAGES 23, 24 AND 25, INCLUSIVE, OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS :

BEGINNING AT THE B.C. OF THAT CERTAIN CURVE OF THE CENTERLINE OF "PARK VIEW AVENUE" DESCRIBED AS C-2 ON SAID PARCEL MAP AND BEING CONCAVE SOUTHERLY HAVING A RADIUS OF 1400 FEET AND A LENGTH OF 424.58 FEET;
THENCE EASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 1° 28' 25", A DISTANCE OF 36.01 FEET;
THENCE ALONG SAID SOUTHERLY RADIAL TO SAID CURVE SOUTH 15° 55' 23" EAST 25 FEET TO THE TRUE POINT OF BEGINNING;
THENCE SOUTH 06° 08' 54" EAST 137.00 FEET;
THENCE SOUTH 10° 09' 19" EAST 97.57 FEET;
THENCE SOUTH 80° 13' 52" WEST 127.21 FEET;
THENCE SOUTH 10° 24' 59" EAST 20 FEET;
THENCE NORTH 80° 13' 52" EAST 152.12 FEET;
THENCE NORTH 11° 09' 05" WEST 117.45 FEET;
THENCE NORTH 04° 39' 04" WEST 140.06 FEET TO THE SOUTHERLY SIDE OF SAID "PARK VIEW AVENUE", SAID SIDELINE BEING A CURVE CONCAVE TO THE SOUTH AND HAVING A RADIUS OF 1375 FEET;
THENCE WESTERLY ALONG SAID SIDELINE THROUGH A CENTRAL ANGLE OF 1° 07' 20", A DISTANCE OF 26.93 FEET, MORE OR LESS, TO THE TRUE POINT OF BEGINNING.

City of Manhattan Beach Environmental Information Form
And Master Application Form
Manhattan Village Shopping Center
Boutique Fitness Uses
Leased Parking Spaces for Site-Wide Parking Calculations
MUP Amendment Application

****Please note that legal descriptions and parcel numbers are out-dated. A new title report will be available shortly to document the recording of Lot Line Adjustment #1, #2, #3, and #4.*

PRELIMINARY REPORT
YOUR REFERENCE: NBU #42347

Chicago Title Company
ORDER NO.: 00042355-994-LT2

SAID LAND IS NOW KNOWN AS BEING A PORTION OF PARCEL 1 OF PARCEL MAP NO.23389, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 260, PAGES 28 THROUGH 31, OF PARCEL MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

APN(s): 4138-020-033; 4138-020-034; 4138-020-003; 4138-020-004; 4138-020-005; 4138-020-006; 4138-020-007; 4138-020-008; 4138-020-009; 4138-020-013; 4138-020-015; 4138-020-016; 4138-020-017; 4138-020-018; 4138-020-019; 4138-020-020; 4138-020-021; 4138-020-022; 4138-020-023; 4138-020-027; 4138-020-030; 4138-020-035; 4138-020-036

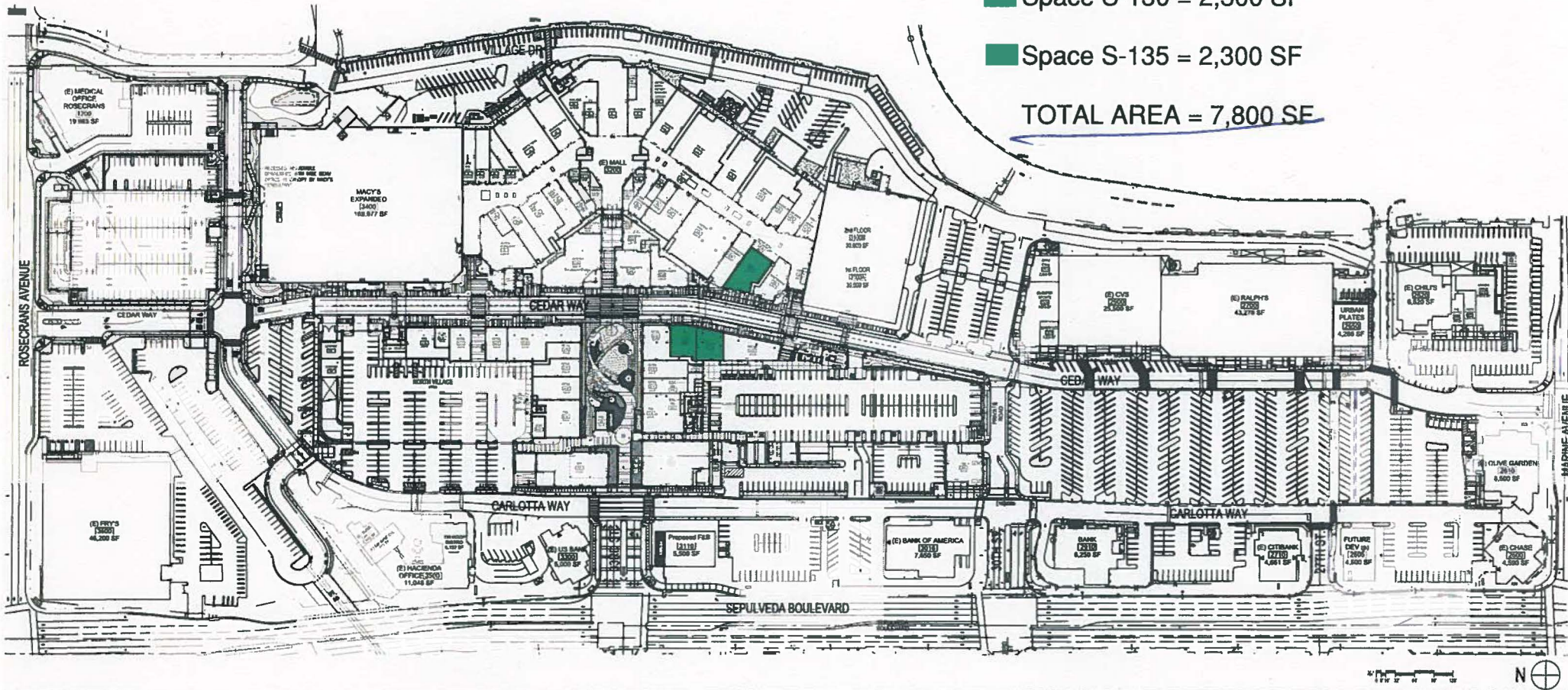
Manhattan Village
Three-(3) 3 Boutique Fitness Tenants Proposed

■ Space E-16 = 3,200 SF

■ Space S-130 = 2,300 SF

■ Space S-135 = 2,300 SF

TOTAL AREA = 7,800 SF





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Boutique Fitness Merchandising Plan

Boutique Fitness 101



Boutique fitness tenants a good fit for shopping centers

Los Angeles Times

Millennials are spending big on trendy places to sweat

What is Boutique Fitness?

Boutique Fitness is generally viewed as a small studio (800 - 3500 square feet) that focuses on group exercise limited to, and specializing in, one or two fitness areas.

Why do Shoppers like Boutique Fitness?

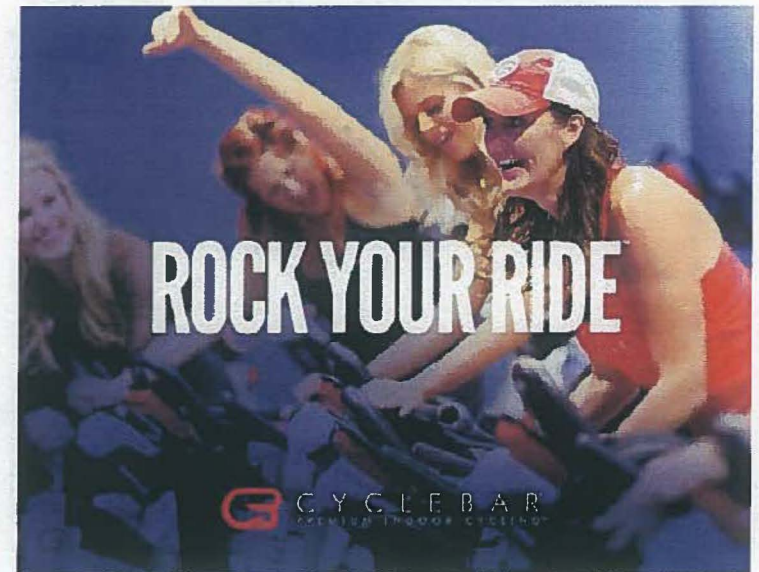
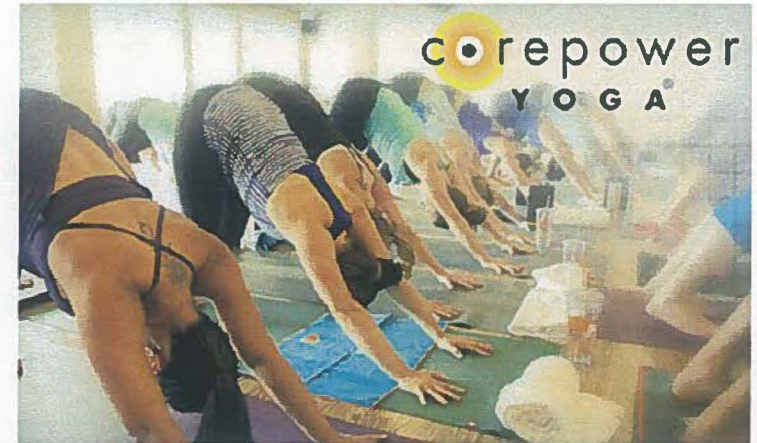
Exercisers are surrounded by energetic people in a social atmosphere. Developing a bond with the instructors is commonplace, and the experience is intimate, trendy, fun, and intense.

Why is having Boutique Fitness so Important?

Maximum sales generating retailers, such as Lululemon, Kreation, and Blue Bottle Coffee, demand close proximity to boutique fitness studios since it attracts their ideal customer profile: affluent, young, and health-conscious.

Without Boutique Fitness uses, Manhattan Village will struggle to attract these maximum sales retailers, and the Center will miss the opportunity to properly merchandise to the right tenant mix for today's experiential retail environment. (Sustainable, Healthy, Modern Luxury)

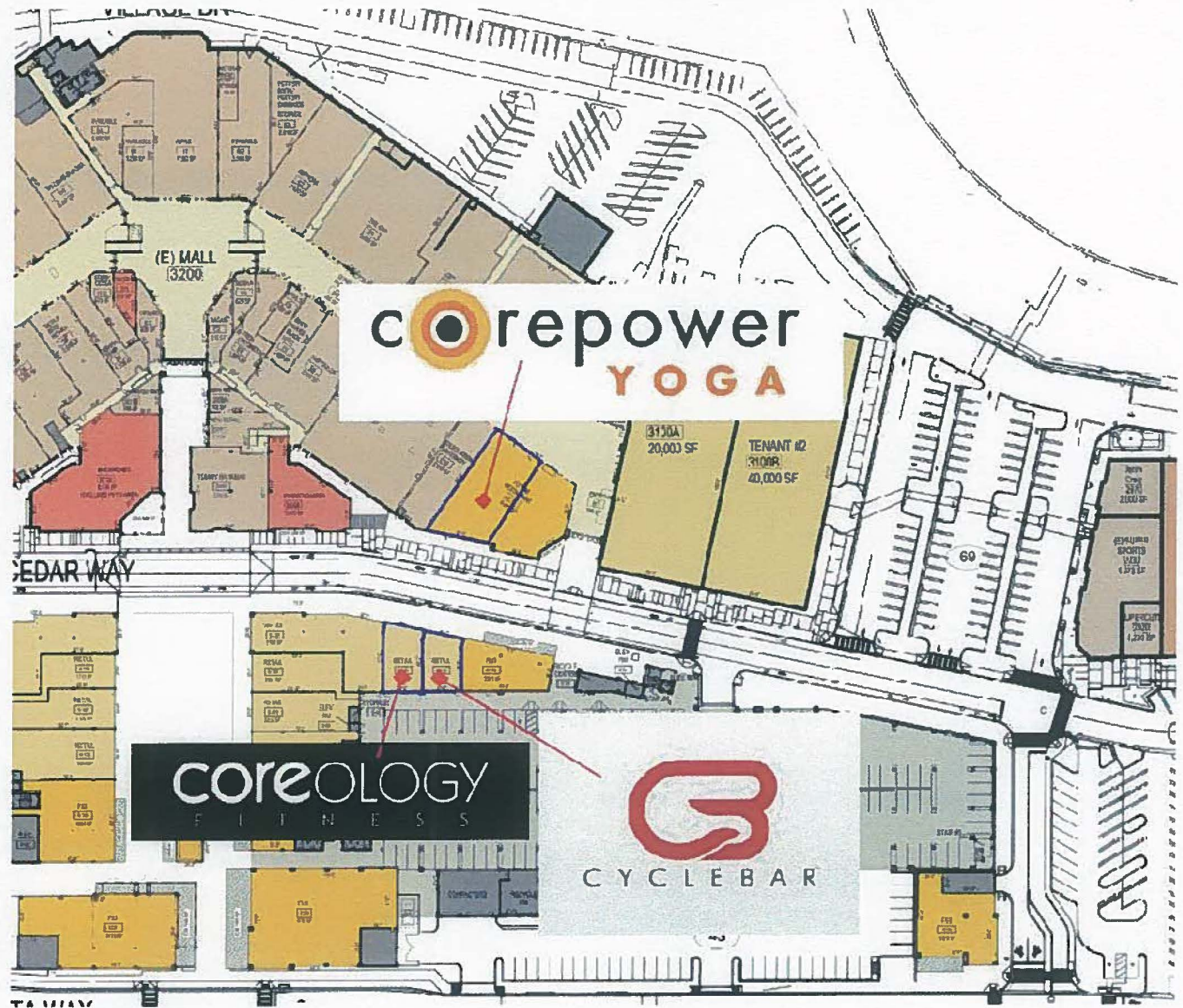
Boutique fitness concepts are a social gathering place and provide an extended use for shopping centers. Those who park to attend the fitness class will also grab coffee and shop with friends afterwards thus generating additional sales for the surrounding Tenants.



Proposed South Village Boutique Fitness Plan

Corepower Yoga would lease 3200 SF of Space E18, current Talbots space.

Coreology and Cyclebar are lined up to lease 2,300 SF each in the South Village across from the Talbots space.



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CorePower Yoga

- Popular Yoga studio with locations in 22 states nationwide.
- Proven success in the South Bay with the nearest location to Manhattan Beach in Lawndale on Hawthorne Blvd adjacent to Del Amo Mall.
- A favorite use and tenant of athletic wear, health conscious restaurants, and high sales volume uses.



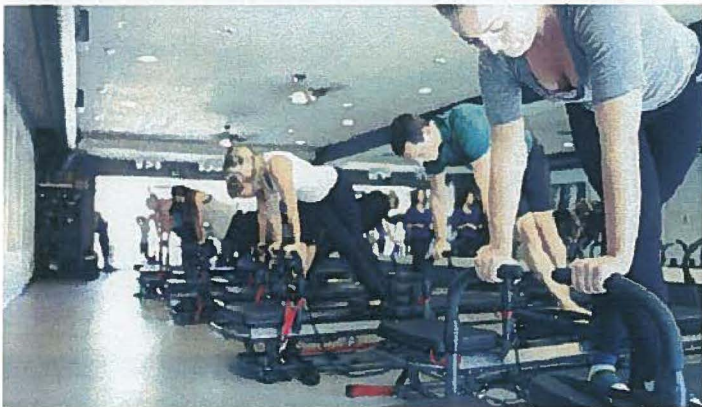
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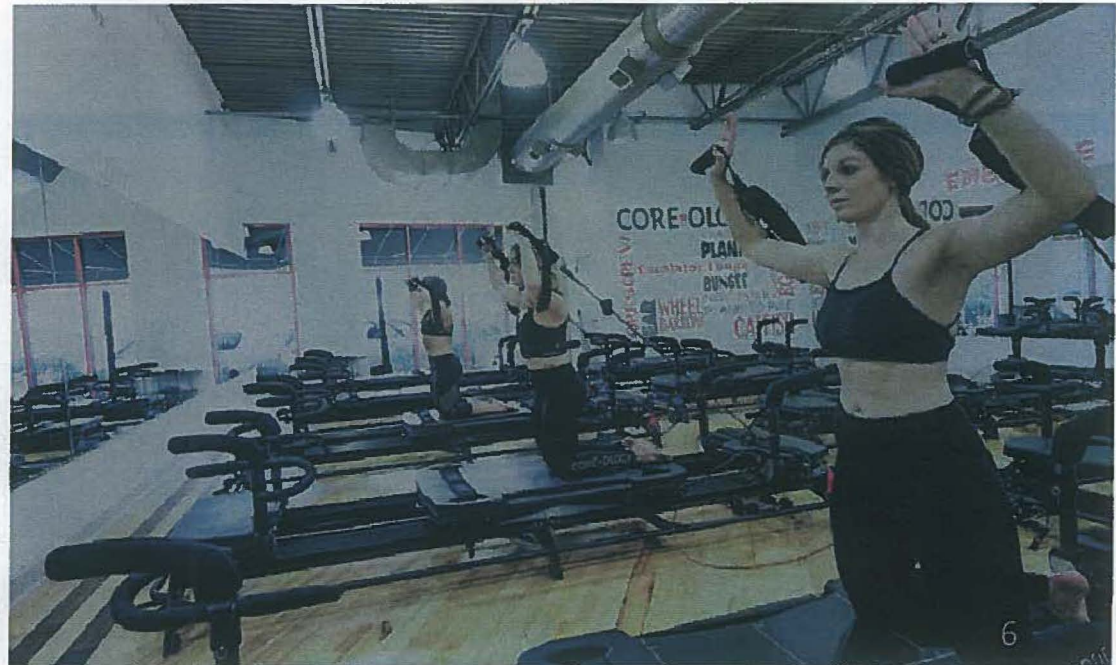
Coreology Fitness



- South Bay Pilates concept with a proven cult following
- Locations in Manhattan Beach on Sepulveda and Marine and in Palos Verdes.
- Local, niche operators appeal greatly to the best-in-class retailers of today.

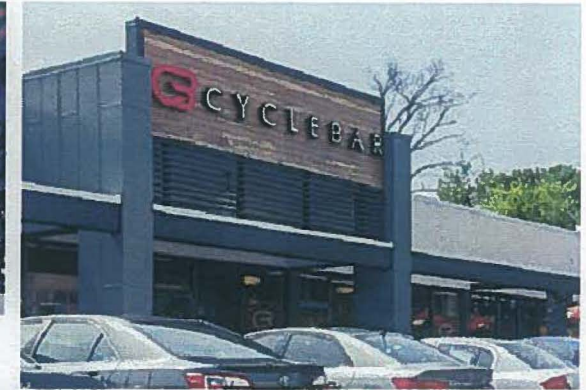


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CycleBar

- Premium Indoor Cycling Concept
- Has locations in 22 states nationwide
- Ranked #4 in Top 25 Best Boutique Fitness Franchises
- Great cross-over appeal for both men and women in the profession crowd.
- CycleBar, among other Boutique Fitness concepts, uses sophisticated algorithms to track the progress of their consumers. CycleBar's unique approach includes four key ingredients: Rider-specific performance data that can be tracked over-time online (CycleStats), a motivating environment that includes energy-enhancing video graphics and light shows, great instructors (called CycleStars), and lively music (the playlists are called Cycle Beats and can be downloaded online).



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How Boutique Fitness Uses Can Drive Sales

Current Sales Analysis – Talbots

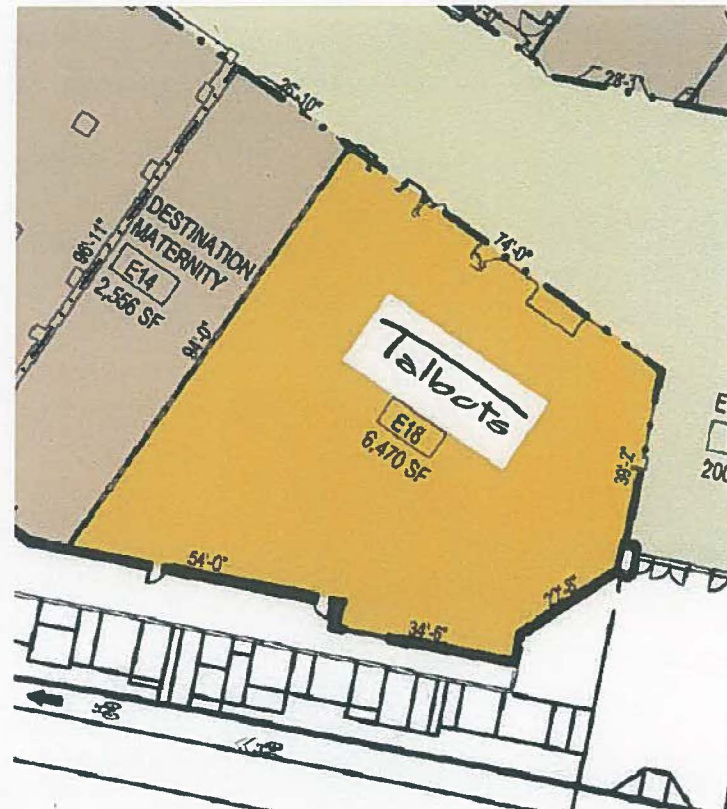
Talbots currently leases 6470 SF and in 2017 generated ~\$242 sales per foot (~\$1.56M)

Set to expire in February 2019, the Center has an opportunity to redemise the Talbot's space and activate the southern corner of the interior mall with higher sales production.



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Talbots		6470 sf
Lease Expiration Date		February 1st, 2019
Historical Sales	EOY 2016	\$246 psf
	EOY 2017	\$242 psf
Revenue from 9.5% Sales Tax	EOY 2016	\$151,327
	EOY 2017	\$148,936



How Boutique Fitness Uses Can Drive Sales

Prospective Sales Analysis – South Village

By demising the Talbot's space to include Boutique Fitness and a High-Profile Restaurant Tenant, sales tax revenue for that space is projected to more than double what Talbot's current generates.

A Food & Beverage Tenant such as Sweetgreen would generate \$1000+ in sales per foot (~\$3.2M +).

Talbot's currently yields ~\$148,940 in sales tax revenue, whereas a tenant alone like Sweetgreen would generate ~\$365,000 in sales tax revenue.

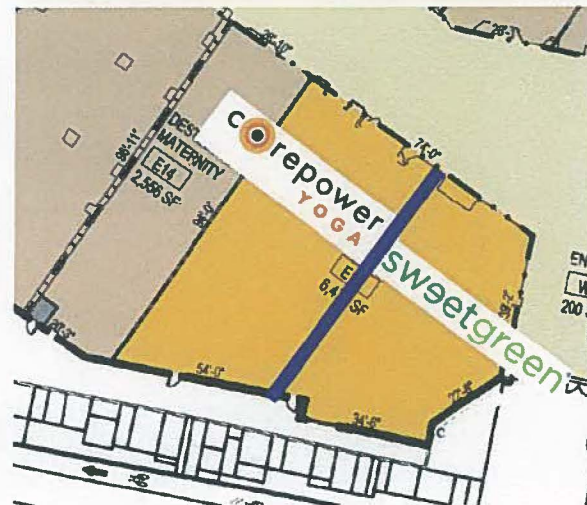
However in order attract Tenants such as Sweetgreen, Boutique Fitness uses are strongly desired.

Talbots		6470 sf
Lease Expiration Date	February 1st, 2019	
Historical Sales	EOY 2016	\$246.20 psf
	EOY 2017	\$242.31 psf
Revenue from 9.5% Sales Tax	EOY 2016	\$151,327
	EOY 2017	\$148,936

Sweetgreen		3200 sf
Prospective Sales	EOY 2020	\$1,000 psf
	EOY 2021	\$1,200 psf
Revenue from 9.5% Sales Tax	EOY 2020	\$304,000
	EOY 2021	\$364,800

Corepower Yoga		3200 sf
Prospective Retail Sales	EOY 2020	\$50 psf
	EOY 2021	\$75 psf
Revenue from 9.5% Sales Tax	EOY 2020	\$15,200 psf
	EOY 2021	\$22,800 psf

Total Revenue from 9.5% Sales Tax	EOY 2020	\$319,200
	EOY 2021	\$387,600



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Proposed Fitness Plan- South Village Shops & Mall

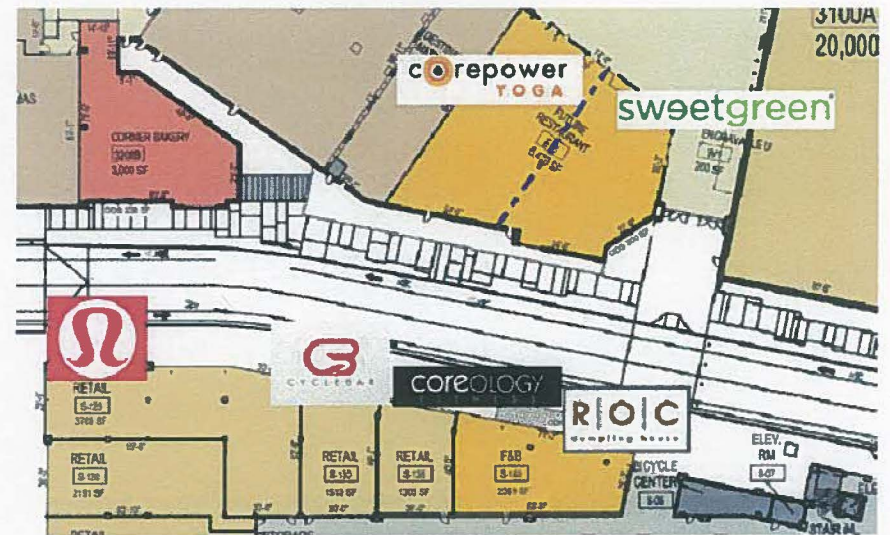
By having boutique fitness located in the South Village, the Center will be able to generate interest from maximum sales tenants.

Compared to the total square footage of the center, South Village boutique fitness would only constitute **7800 SF or 1.34%** of total GLA.

With the inclusion of fitness uses in Manhattan Village, the below example would be repeated throughout the entire project – maximum sales generating tenants instead of medium sales generating tenants.

The below financial chart illustrates a scenario in which the South Village **does not include** Boutique Fitness uses

Chipotle	3500 SF		
Prospective Sales	EOY 2020	\$500	psf
Revenue from Sales Tax		\$166,250	
Retail A	2300 SF		
Prospective Sales	EOY 2020	\$400	psf
Revenue from Sales Tax		\$87,400	
Retail B	2300 SF		
Prospective Sales	EOY 2020	\$400	psf
Revenue from Sales Tax		\$87,400	
Retail C	3000 SF		
Prospective Sales	EOY 2020	\$350	psf
Revenue from Sales Tax		\$99,750	
Total Sales Tax Revenue		~ \$440,800	



The below financial chart illustrates a scenario in which the Village **includes** Boutique Fitness uses

ROC	3500 SF		
Prospective Sales	EOY 2020	\$1,000	psf
Revenue from Sales Tax		\$332,500	
CycleBar	2300 SF		
Prospective Retail Sales	EOY 2020	\$75	psf
Revenue from Sales Tax		\$16,388	
Coreology	2300 SF		
Prospective Retail Sales	EOY 2020	\$50	psf
Revenue from Sales Tax		\$10,925	
Lululemon or similar	4500 SF		
Prospective Sales	EOY 2020	\$1,500	psf
Revenue from Sales Tax		\$641,250	
Total Sales Tax Revenue		~ \$1,001,063	

Existing Centers with Boutique Fitness

It is proven that Boutique Fitness is *critical criteria* for successful shopping centers.

Most Centers already use boutique fitness to assist in driving daily foot traffic and thus, brick-and-mortar sales.

For the Manhattan Village to compete with surrounding projects, the Center will need Boutique Fitness as a daily use anchor.

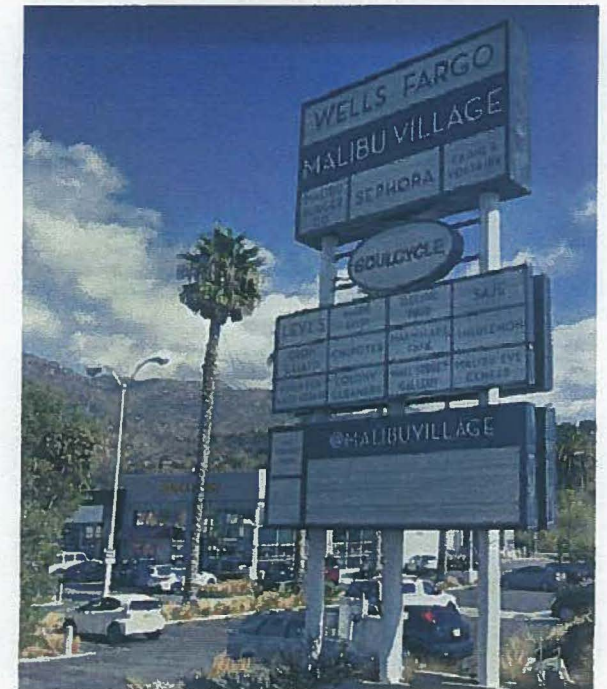
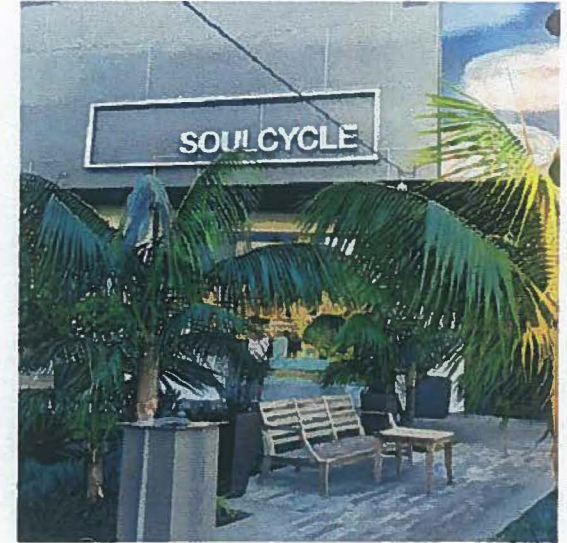
The following are just a few Shopping Centers out of many that have proven success with Boutique Fitness:

The Point El Segundo (SoulCycle)

El Segundo Plaza (YogaWorks, Barry's Bootcamp)

Redondo Shores Shopping Center (Purre Barre, Orangetheory)

Malibu Village (SoulCycle)

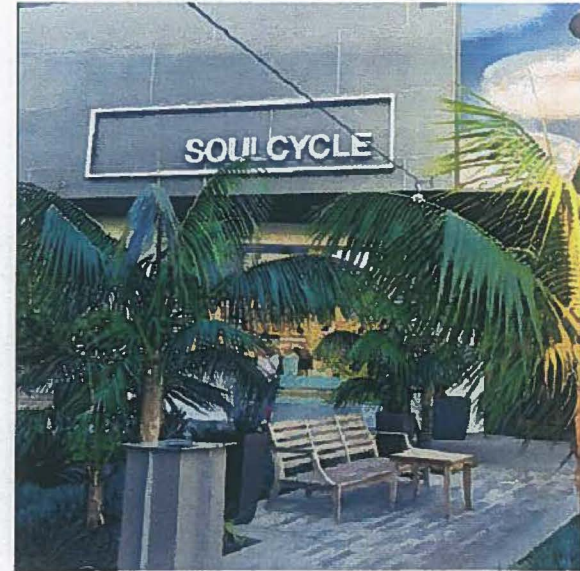


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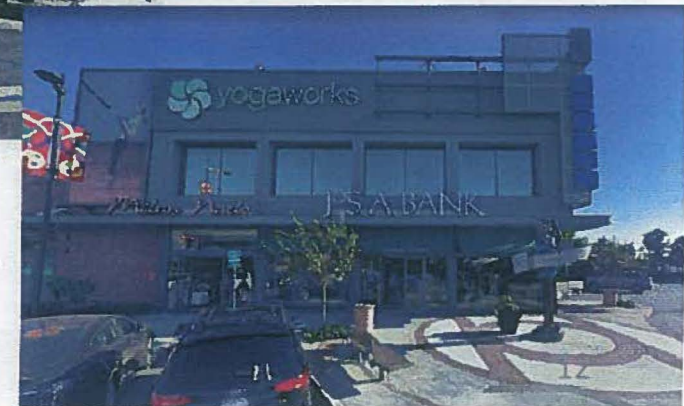
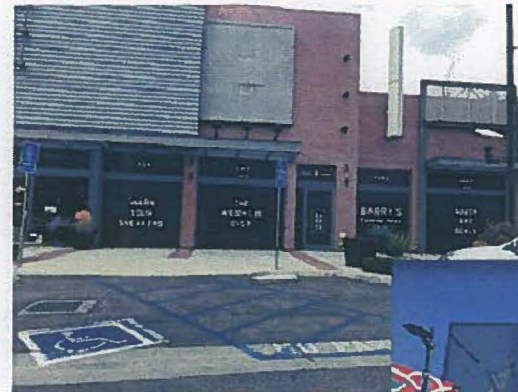
The Point El Segundo & El Segundo Plaza

Manhattan Village's closest comparable property is across the street.

Available to the public in 2015, The Point (115,000 SF) successfully used SoulCycle as an anchor to draw in maximum sales generating tenants such as Lululemon (\$10M+), Athleta, True Food (\$9M+), Mendocino Farms, North Italia, etc.



Further North, El Segundo Plaza utilized a similar strategy and leased space to two boutique fitness concepts; YogaWorks and Barry's Bootcamp. Surrounding these concepts in the eastern section of the center are two successful vegetarian concepts; Veggie Grill and Samosa House.



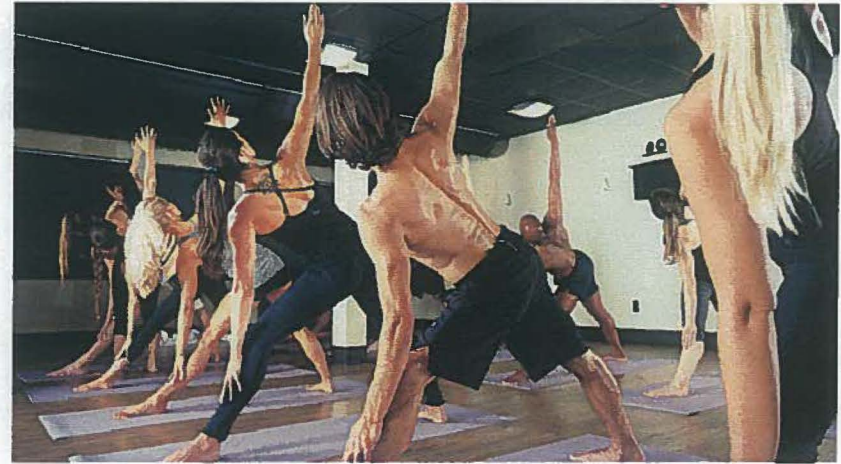
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Fitness is a Trend to Stand Behind

Boutique Fitness studios are remaking urban and dense suburban neighborhoods. Wellness now defines the character of many city blocks across the nation.

According to The Atlantic, California leads the nation in the sheer number of fitness instructors, with more than 30,000 in all. That's almost double the number of instructors than in each of the next five leading states.

Millennials are spending big on trendy places to sweat. Boutique fitness studios have become the only growth segment in an otherwise stagnant fitness industry, according to separate research reports from the Assn. of Fitness Studios, fitness technology firm Netpulse and financial services firm Stephens.



Manhattan Beach Has Favorable Demographics



Manhattan Beach prides itself in being an athletic community.

41 years running, downtown Manhattan Beach closes its streets and opens them to the public for the annual Manhattan Beach 10K.

Manhattan Beach also hosts the annual 6-Man Beach Volleyball Tournament, as well as the AVP Manhattan Beach Open.

The South Bay is also home to many players who play for the LA Kings, LA Lakers, and LA Clippers organizations, whose practice facilities are close-by.



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