

RESOLUTION NO. 14-0025

A RESOLUTION OF THE MANHATTAN BEACH CITY COUNCIL CERTIFYING THE FINAL ENVIRONMENTAL IMPACT REPORT FOR THE MANHATTAN VILLAGE SHOPPING CENTER ENHANCEMENT PROJECT LOCATED AT 3200-3600 SOUTH SEPULVEDA BOULEVARD, ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, AND ADOPTING A MITIGATION MONITORING AND REPORTING PROGRAM

The Manhattan Beach City Council hereby finds, determines and resolves as follows:

Section 1. RREEF America Reit Corp BBB II (“RREEF”) has applied for land use entitlements for improvements (the “Project”) to an approximately 18.4 portion of the 44-acre Manhattan Village Shopping Center located at 3200 – 3600 South Sepulveda Boulevard, Manhattan Beach. As described with more particularity in the Project Description of the Draft Environmental Impact Report (“DEIR”) at pp. II-1 *et seq.*, the proposal sought approval of a substantial increase in square feet of net new retail and restaurant gross leasable area; demolition of existing retail, restaurant and cinema gross leasable area; new on-site parking facilities; and surface parking areas. For the Project, the Manhattan Beach Municipal Code requires an amended Master Use Permit, a building height variance, an amended Master Sign Permit and sign exceptions, demolition, grading, and other related permits.

Section 2. In January 2009, the City distributed a Notice of Preparation (“NOP”) to the State Office of Planning and Research, responsible agencies, and other interested parties. In February 2009, the City conducted a public scoping meeting to provide information and to provide a forum where interested individuals, groups, public agencies and others could provide verbal input in an effort to assist in further refining the intended scope and focus of the Environmental Impact Report (the “EIR”).

Section 3. The City prepared and released a Draft Environmental Impact Report (the “DEIR”). In accordance with the California Environmental Quality Act (“CEQA”) and the CEQA Guidelines, the Project’s potential impacts on the environment were analyzed in the DEIR.

Section 4. Pursuant to CEQA Guideline Section 15105, the City circulated the DEIR and Appendices for the Project to the public and interested parties for a comment period from June 16, 2012 to July 17, 2012. The City held public meetings regarding the Project and DEIR on June 27 and October 3, 2012, and March 13, and on April 24, May 22, June 26, and July 24, 2013 regarding the Project and the FEIR.

Section 5. The City prepared written responses to all comments received on the DEIR and those responses to comments are incorporated into the Final Environmental Impact Report (the “Final EIR”) that was completed March 2013.

Section 6. On June 27 and October 3, 2012 and March 13, 2013, the City’s Planning Commission held duly noticed public hearings to consider the Draft EIR and the Project. On April 24, May 22, and June 26, 2013, the City’s Planning Commission held duly noticed public hearings to consider the Final EIR and the Project. On June 26, 2013, the Planning Commission held a duly noticed continued public hearing to consider the Final EIR and the Project as revised by the Applicant’s submittal. After considering all of the evidence presented, the Planning Commission adopted Resolution No. PC 13-09, certifying the Final EIR, adopting the Mitigation Monitoring and Reporting Program for the Project, and approving the Project.

Section 7. By letter dated July 9, 2013, 3500 Sepulveda LLC (“3500 Sepulveda” hereinafter) appealed the Commission’s certification of the Final EIR without stating any basis for the appeal. On later dates, the attorney for Sepulveda provided two late comment letters concerning the Project which, among other things, attempted to explain

why 3500 Sepulveda appealed. The late comment letters are addressed in the City's Response to Late Comments, which has been added to the Final EIR as Volume II. In response to such letters, additional clarification has been provided on the performance standards for Mitigation Measures C-1 and H-2.

Section 8. On September 3, 10, and 17, October 8, November 12, 2013 and April 29, 2014, the City Council held duly noticed public hearings to consider the Project. In addition, the Council held duly noticed public meetings on August 6, 2013 and January 14, 2014 and on January 14, 2014 directed staff to draft the necessary resolutions to approve a refined project. The material differences between the original project analyzed in the EIR and the Project as revised by the Applicant are summarized in Section 9 and the Final EIR, Volume 2.

Section 9. In response to Council direction and comments from the public and staff, the Applicant refined and modified the Project. The refined and modified Project is identical to the Project analyzed in the EIR in the following respects: same acreage for development; same or reduced volume of cut and fill associated with site grading; consistent types and amount of construction equipment and location of construction activities; same or reduced traffic generation; same parking ratios during construction and operation; same or reduced structure heights; same landscaping, lighting and signage; consistent building location and massing; reduced building square footage; consistent land uses; improved internal vehicular and pedestrian circulation; similar demand for utilities; and similar number of employees and visitors. The differences between the Project analyzed by the EIR and the refined and modified Project are indicated in the Final EIR, Volume 2, which is hereby incorporated by this reference.

Section 10. The City commissioned an environmental analysis of the refined and modified Project by an independent environmental consultant, Matrix Environmental. In consultation with the City's independent traffic consultant, the independent environmental consultant analyzed the refinements and modifications to the Project and prepared an "Analysis of Proposed Modifications to the Manhattan Village Shopping Center Improvement Project," dated April 2014 (see, FEIR, Volume II), which is hereby incorporated by this reference. The analysis concluded that the refined and modified Project would not result in greater impacts than were identified for the Project as originally analyzed in the EIR, and that all of the potential environmental impacts associated with the proposed modifications are within the scope of the potential impacts already evaluated in the EIR. It also recommended that only two Mitigation Measures be modified due to the refinements and modifications. Thus, no new impacts have been identified; two mitigation measures have been slightly revised; and no new mitigation measures are required for implementation of the refined and modified Project. The City Council hereby finds in the exercise of its independent judgment that the conclusions of the independent consultant are correct and the analysis was completed in full compliance with CEQA.

~~Section 11. The project as analyzed in the DEIR and as refined and modified hereinafter constitutes the Project.~~

Section 11. Section 12. On April 29, 2014, the City Council held a duly noticed public hearing to consider the refined and modified Project. The City Council invited public comment on the refined and modified Project, the draft resolutions and the draft conditions of approval. The City invited representatives of 3500 Sepulveda to provide comments. Principal Mark Neumann and two attorneys spoke for over forty minutes. After the conclusion of the public testimony, the City Council closed the public testimony portion of the public hearing, and continued the hearing to May 20, 2014. On May 20, 2014, the City Council provided another opportunity for the public to provide comments. After that opportunity, the City Council directed staff to add additional conditions for its consideration. On December 2, 2014, the City Council again invited further public comment on the draft resolutions and draft conditions of approval.

Section 12. In response to Council direction, comments from the public and staff, and requests by the representatives of 3500 Sepulveda and RREEF, the draft resolution includes additional conditions, as follows: (a) the addition of an elevator and stairway to the west side of the North Parking Structure; and (b) interim landscaping and signage at

the corner of Rosecrans Avenue and Sepulveda Boulevard. In addition, RREEF has proposed the following conditions: (a) an additional 30 parking spaces adjacent to 3500 Sepulveda Boulevard building in the culvert with a stairway leading directly to the building; and (b) the addition of a right-turn/deceleration lane at the 33rd Street entrance to the Project Site. The City commissioned an environmental analysis of these additional conditions, by an independent environmental consultant, Matrix Environmental. The City's independent traffic consultant analyzed the additional conditions, and prepared a "Review of New Conditions Proposed for the Manhattan Village Shopping Center dated November 2014 REF: J1106." In addition, the independent environmental consultant analyzed the additional conditions, and prepared a "Review of Applicant's Proposed Conditions regarding the Manhattan Village Shopping Center Project," dated November 2014. Both of these documents are hereby incorporated by this reference. The analysis concluded that the additional conditions would not result in greater impacts than were identified for the Project as originally analyzed in the EIR, and that all of the potential environmental impacts associated with the additional conditions are within the scope of the potential impacts already evaluated in the EIR. Further, such conditions are consistent with the project objectives identified in the EIR such as improving site access by providing new or re-aligned access driveways to reduce vehicular queuing and interference with traffic flows on adjacent streets, enhancing existing parking areas, providing additional parking with direct access to the development, improving pedestrian access and mobility, and enhancing spatial relationships that promote pedestrian access within the Shopping Center. In addition, at the May 20 meeting, the City Council directed that the North Parking Structure be reduced by eliminating the third parking deck. Staff has confirmed that the reduction in parking will not affect the allowable gross leasable area because there is adequate parking even without the third parking deck. Staff has concluded that the reduction in the parking would not alter the fact that the Project meets the required parking ratio. As such, no new impacts have been identified and no new mitigation measures are required for implementation of the refined and modified Project with the additional conditions. The City Council hereby finds in the exercise of its independent judgment that the conclusions of staff and the independent consultants are correct and the analysis was completed in full compliance with CEQA.

Section 13. ~~The project as analyzed in the DEIR and as refined and modified herein, with the proposed additional conditions, constitutes the Project.~~

Section 14. ~~Section 13.~~ The Final EIR is comprised of the DEIR dated June 2012 and all appendices thereto, the Executive Summary, Errata and Clarifications to the DEIR, written responses to comments including responses to late comments, the "Analysis of Proposed Modifications to the Manhattan Village Shopping Center Improvement Project," dated April 2014, the additional analysis contained in the consultants' letters dated November 2014, and the Mitigation Monitoring and Reporting Program.

Section 15. ~~Section 14.~~ The findings made in this Resolution are based upon the information and evidence set forth in the Final EIR and upon other substantial evidence that has been presented at the hearings before both the Planning Commission and the City Council, and in the record of the proceedings. The documents, staff reports, technical studies, appendices, plans, specifications, and other materials that constitute the record of proceedings on which this Resolution is based are on file for public examination during normal business hours at the City of Manhattan Beach, 1400 Highland Avenue, Manhattan Beach, CA 90266. Each of those documents is incorporated herein by reference. The custodian of these records is Angela Soo, Community Development Department Executive Secretary.

Section 16. ~~Section 15.~~ The City Council finds that agencies and interested members of the public have been afforded ample notice and opportunity to comment on the EIR and the Project.

Section 17. ~~Section 16.~~ Section 15091 of the State CEQA Guidelines requires that the City, before approving the Project, make one or more of the following written finding(s) for each significant effect identified in the Final EIR accompanied by a brief explanation of the rationale for each finding:

1. Changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effects as identified in the Final EIR; or,
2. Such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency; or,
3. Specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the final EIR.

Section 18. ~~Section 17.~~ Environmental impacts identified in the Initial Study to have no impact or a less than significant impact and do not require mitigation are described in Section III of Exhibit A, attached hereto and incorporated herein by reference.

Section 19. ~~Section 18.~~ Environmental impacts identified in the Final EIR as less than significant and that do not require mitigation are described in Section IV of Exhibit A, attached hereto and incorporated herein by reference.

Section 20. ~~Section 19.~~ Environmental impacts identified in the Final EIR as significant but mitigable are described in Section V of Exhibit A, attached hereto and incorporated herein by reference. Based upon the explanation of the rationale contained in Section V of Exhibit A, the Council hereby finds that changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effects as identified in the Final EIR.

Section 21. ~~Section 20.~~ Alternatives to the Project that might eliminate or reduce significant environmental impacts are described in Section VI of Exhibit A, attached hereto and incorporated herein by reference.

Section 22. ~~Section 21.~~ Public Resources Code section 21081.6 requires the City to prepare and adopt a mitigation monitoring and reporting program for any project for which mitigation measures have been imposed to assure compliance with the adopted mitigation measures. The Mitigation Monitoring and Reporting Program is attached hereto as Exhibit B, and is hereby incorporated herein by reference.

Section 23. ~~Section 22.~~ The City Council hereby certifies that prior to taking action, the City Council reviewed and considered the Final EIR and all of the information and data in the administrative record, and all oral and written testimony presented to it during meetings and hearings and certifies that the Final EIR reflects the City's independent judgment and analysis, is adequate and was prepared in full compliance with CEQA. No comments or any additional information submitted to the City, including but not limited to the evidence and legal argument presented on April 29, 2014, have produced any substantial new information requiring recirculation or additional environmental review of the Project under CEQA.

Section 24. ~~Section 23.~~ The Manhattan Beach City Council hereby certifies the Final Environmental Impact Report, adopts findings pursuant to the California Environmental Quality Act as set forth in Exhibit A attached hereto and incorporated herein by reference; adopts the Mitigation Monitoring and Reporting Program attached hereto as Exhibit B and incorporated herein by reference; and imposes each mitigation measure as a condition of Project approval. City staff shall implement and monitor the mitigation measures as described in Exhibit B.

Section 25. ~~Section 24.~~ The City Clerk shall certify to the adoption of this Resolution.

PASSED, APPROVED AND ADOPTED this ____ day of _____, 2014.

AYES:
NOES:

ABSENT:
ABSTAIN:

~~AMY HOWORTH~~WAYNE POWELL
Mayor, City of Manhattan Beach

ATTEST:

LIZA TAMURA
City Clerk

EXHIBIT A

FINDINGS AND FACTS IN SUPPORT OF FINDINGS

I. Introduction

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

- A. Changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effects identified in the EIR.
- B. Such changes or alterations are within the responsibility of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency.
- C. Specific economic, social, or other considerations make infeasible the mitigation measures or project alternatives identified in the EIR.¹

Pursuant to the requirements of CEQA, the City Council hereby makes the following environmental findings in connection with the proposed Manhattan Village Shopping Center Enhancement Project, as refined and modified (the “Project”). These findings are based upon evidence presented in the record of these proceedings, both written and oral, including, without limitation, the DEIR, and all of its contents, the Comments and Responses to Comments on the EIR, and staff and consultants’ reports presented through the hearing process, which comprise the Final EIR (“FEIR”).

II. Project Objectives

As set forth in the EIR, the proposed Project is intended to achieve a number of objectives (the “Project Objectives”) as follows:

- A. Create a high-quality, architectural design that fits the character of the surrounding uses in terms of building placement and articulation and is compatible with the existing architectural components of the Shopping Center.
- B. Maintain the unique open area characteristics of the Shopping Center with the addition of the new “Village Shops,” open air promenades, and improved landscaping, thus providing open space for patrons and the surrounding community.

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

- C. Integrate the various uses and structures on-site with an emphasis on improving vehicular access within and adjacent to the site while promoting a pedestrian friendly design.
- D. Integrate the Fry's Electronics parcel; i.e., "Fry's Corner," into the Shopping Center site.
- E. Enhance spatial relationships that promote pedestrian access within the Shopping Center site.
- F. Improve pedestrian access, mobility and ADA facilities on the Project perimeter.
- G. Provide new and enhanced landscaping in the Shopping Center and along the borders of the site to improve and enhance the street appearance and revitalize the site frontage along Sepulveda Boulevard and Rosecrans Avenue.
- H. Maximize site opportunities by integrating a range of building types and uses within the existing Shopping Center development.
- I. Minimize environmental impacts by locating new development within an area that is currently developed and that has the existing infrastructure to support the development.
- J. Improve site access by providing new or re-aligned access driveways to reduce vehicular queuing and interference with traffic flows on adjacent streets.
- K. Enhance existing parking areas and provide additional parking with direct access to the development.
- L. Identify potential green building opportunities for the upcoming development with emphasis on water conservation, energy efficiency, and pollution reduction.
- M. Generate additional tax revenues for the City of Manhattan Beach.
- N. Maximize the value of the site and ensure the future economic vitality of an existing Shopping Center through revitalization, consistent with market demands.
- O. Provide a broad range of shopping and dining options with featured amenities to serve the needs of the nearby community.
- P. Strengthen the economic vitality of the region by creating new jobs and attracting new workers, through construction, revitalization, and operation of the Project.

III. Effects Determined to be Less Than Significant/No Impact in the Initial Study/Notice of Preparation

A Notice of Preparation ("NOP") and Initial Study were conducted to determine the potential environmental effects of the Project. In the course of this evaluation, the Project was found to have no impact in certain impact categories because a project of this type and scope would not create such impacts or because of the absence of project characteristics producing effects of this type. The following effects were determined not to be significant or to be less than significant for the reasons set forth in the Initial Study, and were not analyzed in the EIR because they require no additional analysis to determine whether the effects could be significant.

A. AESTHETICS

1. The Project will not substantially damage scenic resources, including but not limited to, trees, rock outcroppings, and historic buildings within a state scenic highway.

B. AGRICULTURAL RESOURCES

1. The Project will not convert prime farmland, unique farmland, or farmland of statewide importance, as shown on the maps prepared pursuant to the farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use.
2. The Project will not conflict with existing zoning for agricultural use, or a Williamson Act contract.
3. The Project will not involve other changes in the existing environment which, due to their location or nature, could result in conversion of Farmland to non-agricultural use.

C. AIR QUALITY

1. The Project will not create objectionable odors affecting a substantial number of people.

D. BIOLOGICAL RESOURCES

1. The Project will not have a substantial adverse effect, either directly or through habitat modifications, on any species identified as a candidate, sensitive, or special status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Game or U.S. Fish and Wildlife Service.
2. The Project will not have a substantial adverse effect on any riparian habitat or other sensitive natural community identified in local or regional

plans, policies, regulations or by the California Department of Fish and Game or U. S. Fish and Wildlife Service.

3. The Project will not have a substantial adverse effect on federally protected wetlands as defined by Section 404 of the Clean Water Act (including, but not limited to, marsh, vernal pool, coastal, etc.) through direct removal, filling, hydrological interruption, or other means.
4. The Project will not interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident migratory wildlife corridors, or impede the use of native wildlife nursery sites.
5. The Project will not conflict with any local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance.
6. The Project will not conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan.

E. CULTURAL RESOURCES

1. The Project will not cause a substantial adverse change in the significance of a historical resource as defined in California Code of Regulations, Section 15064.5.
2. The Project will not cause a substantial adverse change in the significance of an archaeological resource pursuant to Section 15064.5.
3. The Project will not directly or indirectly destroy a unique paleontological resource or site or unique geologic feature.
4. The Project will not disturb any human remains, including those interred outside of formal cemeteries.

F. GEOLOGY AND SOILS

1. The Project will have a less than significant impact with regard to rupture of a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area or based on other substantial evidence of a known fault.
2. The Project will have a less than significant impact with regard to exposure to strong seismic ground shaking.
3. The Project will have a less than significant impact with regard to seismic-related ground failure, including liquefaction.

4. The Project will not result in landslides.
5. The Project will not result in substantial soil erosion or the loss of topsoil.
6. The Project will not be located on a geologic unit or soil that is unstable, or that would become unstable as a result of the Project, and potentially result in on- or off-site landslide, lateral spreading, collapse, or rockfall hazards.
7. The Project site is not located on expansive soil, as defined in Table 18-1-B of the Uniform Building Code (1994), creating substantial risks to life or property.
8. The Project will not have soils incapable of supporting the use of septic tanks or alternative waste water disposal systems where sewers are not available for the disposal of waste water.

G. HAZARDS AND HAZARDOUS MATERIALS

1. The Project will have a less than significant impact with regard to creating a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials.
2. The Project will not emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school.
3. The Project is not located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, and thus would not result in a safety hazard for people residing or working in the Project area.
4. The Project is not within the vicinity of a private airstrip, or heliport, and thus would not result in a safety hazard for people residing or working in the Project area.
5. The Project will not expose people or structures to a significant risk of loss, injury or death involving wildland fires.

H. HYDROLOGY AND WATER QUALITY

1. The Project will have a less than significant impact related to water quality standards and waste discharge requirements.
2. The Project will not substantially alter the existing drainage pattern of the site or area, including through the alteration of a stream or river, in a manner which would result in substantial erosion or siltation on- or off-site.

3. The Project will not otherwise substantially degrade water quality.
4. The Project will not place housing within a 100-year flood hazard area, as mapped on a federal Flood Hazard Boundary or Flood Insurance Rate Map or other flood hazard delineation map.
5. The Project will not place within a 100-year flood hazard area structures which would impede or redirect flood flows.
6. The Project will not expose people or structures to a significant risk of loss, injury or death involving flooding, including flooding as a result of the failure of a levee or dam.
7. The Project will not cause inundation by seiche, tsunami, or mudflow.

I. LAND USE AND PLANNING

1. The Project will not physically divide an established community.
2. The Project will not conflict with any applicable habitat conservation plan or natural community conservation plan.

J. MINERAL RESOURCES

1. The Project will not result in the loss of availability of a known mineral resource that would be of value to the region and the residents of the State.
2. The Project will not result in the loss of availability of a locally-important mineral resource recovery site delineated on a local general plan, specific plan or other land use plan.

K. NOISE

1. The Project is not located within an airport land use plan or within two miles of a public airport or public use airport, and thus would not expose people residing or working in the Project area to excessive noise levels.
2. The Project is not within the vicinity of a private airstrip, and thus would not expose people residing or working in the Project area to excessive noise levels.

L. POPULATION AND HOUSING

1. The Project will not induce substantial population growth in the area, either directly or indirectly.
2. The Project will not displace substantial numbers of existing housing, necessitating the construction of replacement housing elsewhere.

3. The Project will not displace substantial numbers of people, necessitating the construction of replacement housing elsewhere.

M. PUBLIC SERVICES

1. The Project will not result in substantial adverse physical impacts associated with the provision of new or physically altered school facilities, park facilities, or other governmental facilities (including roads).

N. RECREATION

1. The Project will not increase the use of existing neighborhood or regional parks or other recreation facilities such that substantial physical deterioration of the facility would occur or be accelerated.
2. The Project does not include recreational facilities or require the construction or expansion of recreational facilities that might have an adverse physical effect on the environment.

O. TRAFFIC AND TRANSPORTATION

1. The Project will not result in a change in air traffic patterns, including either an increase in traffic levels or a change in location that results in substantial safety risks.
2. The Project will not substantially increase hazards due to a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment).

P. UTILITIES AND SERVICE SYSTEMS

1. The Project will have a less than significant effect with respect to whether it will be served by a landfill with sufficient permitted capacity to accommodate the Project's solid waste disposal needs.
2. The Project will have a less than significant effect with respect to compliance with federal, state, and local statutes and regulations related to solid waste.

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

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

A. AESTHETICS

1. The Project will have a less than significant effect on views.
2. The Project will have a less than significant effect on shading.

B. AIR QUALITY

1. The Project will have a less than significant effect on local emissions during both construction and operation.
2. The Project will have a less than significant effect on toxic air contaminants during both construction and operation.
3. The Project will have a less than significant effect on objectionable odors during both construction and operation.
4. The Project will have a less than significant effect on regional emissions during the operation phase.
5. The Project will have a less than significant effect on global climate change.

C. HYDROLOGY AND SURFACE WATER QUALITY

1. The Project will result in a less than significant impact to surface water hydrology during both construction and operation.
2. The Project will result in a less than significant impact to surface water quality during both construction and operation.

D. LAND USE AND PLANNING

1. The Project will not result in a substantial alteration of the present or planned land uses in the area.
2. The Project will not be inconsistent with the site's existing or proposed zoning.
3. The Project will not be incompatible with existing surrounding zoning.
4. The Project will be compatible with existing and planned surrounding land uses.
5. The Project will be consistent with the land use designations and policies of the comprehensive General Plan.

E. NOISE

1. The Project will have less than significant noise impacts during the operation phase.

F. TRANSPORTATION AND CIRCULATION/PARKING

1. The Project will have a less than significant impact on intersections, freeway segments, access and circulation, and parking during the operation phase.

G. UTILITIES

1. The Project will have a less than significant impact on water supply during both the construction and operation phases.
2. The Project will have a less than significant impact on wastewater during both the construction and operation phases.

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

The EIR identified the potential for the Project to cause significant environmental impacts in the areas of aesthetics, air quality, hazards and hazardous materials, noise, public services related to fire and police protection, and transportation and circulation. For all of the impacts identified in the FEIR, measures were identified that would mitigate all of these impacts to a less than significant level.

The City Council finds that the feasible mitigation measures for the Project identified in the FEIR would reduce the Project's impacts to a less than significant level. The City Council will adopt all of the feasible mitigation measures for the Project described in the FEIR as conditions of approval of the Project and incorporate those into the Project, if approved.

A. AESTHETICS

1. Aesthetics/Visual Quality

Both construction and operation of the Project have the potential to create aesthetic impacts. During construction, the visual appearance of the site would be altered due to the removal of existing buildings, surface parking areas, and/or landscaping. The presence of construction equipment and materials, as well as temporary fencing, also would affect the visual quality of the area during construction. The removal of existing trees also could cause significant impacts during the operation phase. Mitigation measures will be imposed, however, to ensure that all aesthetic impacts remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen any visual impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure that any aesthetic impacts remain less than significant:

Mitigation Measure A-1: The Applicant shall ensure through appropriate postings and daily visual inspections that no unauthorized materials are posted on any temporary construction barriers or temporary pedestrian walkways, and that such temporary barriers and walkways are maintained in a visually attractive manner throughout the construction period.

Mitigation Measure A-2: Temporary fencing with screening material (e.g., a chain link fence with green or black screen material) approximately six feet in height shall be used around the perimeter of construction activities within the development area to buffer views of construction equipment and materials. In addition, construction activities internal to the site shall be screened by temporary construction fencing located within five to ten feet of the vertical construction areas.

Mitigation Measure A-4: A landscape plan for the Development Area shall be prepared to the satisfaction of the Community Development Department. The landscape plan shall provide for the replacement of any significant tree removed with a minimum of one 36-inch box tree, with the specific number and size to be determined by the Community Development Department. The landscape plan shall also include an automatic irrigation plan.

b. **Facts in Support of Findings**

The EIR undertook an analysis of both construction and operational impacts to aesthetics and the visual quality of the area. The EIR identified potentially significant impacts during construction. Construction activities, including site preparation/grading, staging of construction equipment and materials, and the unfinished construction could have aesthetic impacts. The visual inspections and fencing/screening required by Mitigation Measures A-1 and A-2, however, will ensure that the site will remain visually attractive during construction. Thus, aesthetic impacts during construction will remain less than significant with mitigation incorporated.

The EIR did not identify any significant visual impacts during the operation phase. Nonetheless, the Project will require the removal of existing trees

within the Development Area. To reduce impacts as much as possible, Mitigation Measure A-4 is proposed to ensure that the landscaping complies with the City's requirements and expectations. Landscaping would be provided along the perimeter of new buildings, along walkways, and in courtyards and surface parking areas. Landscaping will include native and drought-tolerant trees and shrubs, as well as ornamental plantings and shade trees. Any significant trees that are removed will be replaced with one 36-inch box tree, as approved by the Community Development Director. With the incorporation of these mitigation measures, all aesthetic impacts will be reduced to a less than significant level.

2. Light

Both construction and operation of the Project have the potential to create lighting impacts. In general, these impacts are not anticipated to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that minimize lighting impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure that lighting impacts remain less than significant:

Mitigation Measure A-3: Any necessary construction lighting shall be directed onto the construction site and have low reflectivity to minimize glare and limit light spillover onto adjacent properties.

Mitigation Measure A-5: All new street lighting within the public right-of-way required for the Project shall be approved by the Public Works Department, and where applicable, Caltrans.

Mitigation Measure A-6: All new parking and pedestrian lighting required for the Project shall be the minimum height needed and shall include cutoff optics and shielding that direct light away from off-site uses. Such lighting shall be approved by the Community Development Department.

Mitigation Measure A-7: Architectural lighting shall be directed onto the building surfaces, have low reflectivity to minimize glare, limit light spillover onto adjacent properties and night sky, and be approved by the Community Development Department.

Mitigation Measure A-8: Lighting controls shall allow the stepping down of light intensity after business hours.

Mitigation Measure A-9: A photometric lighting plan for the Development Area shall be prepared by an electrical engineer registered in the state of California. The plan shall consist of a foot-candle layout based on a 10-foot grid extending for a minimum of 20 feet outside the property lines. This plan shall demonstrate that additional lighting does not exceed 2.0 foot-candles at a light-sensitive use (e.g., residential or hotel uses) or 0.5 foot-candles in an R district. Upon completion of installation of such lighting, lights shall be field verified and/or adjusted to ensure consistency with the photometric plan.

b. **Facts in Support of Findings**

The EIR analyzed light impacts during both the construction and operation phases. Although most construction activities would occur during the day, lighting during construction would be used for safety and security reasons. Mitigation Measure A-3 has been proposed to ensure that any necessary construction lighting shall be directed onto the construction site and have low reflectivity to minimize glare and limit light spillover onto adjacent properties. Thus, with the implementation of this mitigation measure, any light impacts during the construction phase would not have a significant impact.

Since the Project would add new lighting to the site, it has the potential to increase ambient light levels on-site and in the surrounding area. The imposition of Mitigation Measures A-5 through A-9, however, will reduce spillover onto residential and other adjacent uses. Lighting will be required to comply with the Municipal Code requirements and will be directed onto specific areas. The use of shielding and LED lighting will limit spillover. In addition, the lighting plan must comply with the following standard: additional lighting may not exceed 2.0 foot-candles at a light-sensitive use (e.g., residential or hotel uses) or 0.5 foot-candles in an R district. In short, no measurable light will extend outside the Shopping Center site. Thus, the mitigation measures imposed on the Project will ensure that any increase in ambient light would not alter the character of the area, interfere with nearby residential uses, or interfere with the performance of an off-site activity. Project-related light impacts will be less than significant.

B. AIR QUALITY

1. **Regional Emissions during Construction**

Construction of the proposed Project has the potential to create air quality impacts due to the use of heavy-duty construction equipment. In addition, the added vehicle trips of construction workers traveling to and from the Shopping Center site will contribute to an increase in regional emissions during construction. Lastly, fugitive dust emissions would result from demolition and construction activities. In general, these

impacts are not anticipated to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts on regional emissions. Specifically, the following mitigation measures are imposed upon the Project to ensure that this less than significant impact is reduced even further:

Mitigation Measure B-1: All unpaved demolition and construction areas shall be wetted at least twice daily during excavation and construction, and temporary dust covers shall be used to reduce dust emissions and meet South Coast Air Quality Management District (“SCAQMD”) Rule 403.

Mitigation Measure B-2: The owner or contractor shall keep the construction area sufficiently dampened to control dust caused by construction and hauling, and at all times provide reasonable control of dust caused by wind without causing runoff or discharge to the municipal stormwater system.

Mitigation Measure B-3: All loads shall be secured by trimming, watering or other appropriate means to prevent spillage and dust.

Mitigation Measure B-4: All materials transported off-site shall be either sufficiently watered or securely covered to prevent excessive amount of dust.

Mitigation Measure B-5: All earth moving or excavation activities shall be discontinued during periods of high winds (i.e., greater than 15 mph), so as to prevent excessive amounts of dust.

Mitigation Measure B-6: General contractors shall maintain and operate construction equipment so as to minimize exhaust emissions. During construction, trucks and vehicles in loading and unloading queues will have their engines turned off when not in use, to reduce vehicle emissions. Construction activities should be phased and scheduled to avoid emissions peaks and discontinued during second-stage smog alerts.

Mitigation Measure B-7: To the extent possible, petroleum powered construction activity shall utilize electricity from

power poles rather than temporary diesel power generators and/or gasoline power generators.

Mitigation Measure B-8: On-site mobile equipment shall be powered by alternative fuel sources (i.e., methanol, natural gas, propane or butane) as feasible.

b. **Facts in Support of Findings**

Construction of the proposed Project has the potential to create air quality impacts due to the use of heavy-duty construction equipment. The vehicle trips of construction workers traveling to and from the Shopping Center site also will contribute to an increase in regional emissions during construction. By using well-maintained construction equipment, timing construction to avoid emissions peaks, and relying on alternative fuel sources, the Project can avoid significant impacts. Mitigation Measures B-6 through B-8 will minimize emissions and ensure that emissions remain below a significant level.

Fugitive dust emissions may result from demolition and construction activities. Compliance with SCAQMD District Rule 403 and Mitigation Measures B-1 through B-5 will reduce dust emissions to a less than significant level.

Implementation of the mitigation measures described above would reduce construction emissions for all pollutants, and Project-related and cumulative construction air quality impacts would remain less than significant.

C. HAZARDS AND HAZARDOUS MATERIALS

1. **Construction and Operation**

The Project has the potential to create significant impacts related to hazards and hazardous materials. Excavation, drilling, grading, and foundation preparation activities could expose workers to hazards during construction, including migrating VOCs. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. **Findings**

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts related to hazards and hazardous materials. Specifically, the following mitigation measures are imposed upon the Project to ensure that impacts are reduced to a less than significant level:

Mitigation Measure C-1: Given the likelihood of encountering soil containing crude oil and its associated components (VOCs, PAHs, heavy metals, etc.) during major earthwork performed within the Development Area, earthwork shall be conducted under a Soil Management

Plan (SMP), designed to guide construction and earthwork contractors in the best management practices (BMPs) for excavations, utility installations, grading, compaction, and other earthwork activities on potentially contaminated sites.

The SMP shall contain the following information:

- A summary of Site topography and soil conditions;
- Decision matrix for the application of the SMP procedures;
- Description of applicable earthwork and maintenance activities that will trigger the SMP procedures;
- Discussion of applicable regulations for performing earthwork in potentially contaminated soil areas, including those from the Occupational Safety and Health Administration (OSHA), the SCAQMD, and the LARWQCB;
- Health & safety procedures for worker safety, personal protective equipment, and training;
- Air pollution measurement and control measures for compliance with SCAQMD Rules 403 and 1166;
- Stormwater pollution control measures and best management practices (BMPs) to prevent non-stormwater discharge, control stormwater runoff and prevent pollution of stormwater runoff including control of sediments;
- Methods to identify potentially impacted soils;
- Truck traffic planning procedures;
- Recommended Site security procedures;
- Stockpile management;
- Stockpile profiling;
- Decontamination procedures; and
- Record keeping procedures.

The SMP shall set forth in one document requirements and performance standards of Federal and State law, including the general construction permit conditions issued by the Regional Water Quality Control Board, that are required in

connection with the performance of earthwork on sites that exhibit or that potentially exhibit the presence of hazardous substances.

The SMP shall be made available to various agencies for comment, including the LARWQCB and the South Coast Air Quality Management District at least 60 days prior to the start of earthwork. The SMP shall also be subject to review and approval by the City of Manhattan Beach prior to the start of earthwork. The Applicant will use the SMP as a guide for all construction or maintenance work conducted on the Shopping Center Site.

- Enforcement Agency: LARWQCB; SCAQMD; OSHA; City of Manhattan Beach Community Development, Fire, and Public Works Departments
- Monitoring Agency: City of Manhattan Beach Community Development Department; Manhattan Beach Fire Department
- Monitoring Phase: Pre-Construction (prior to the start of earthwork); Construction
- Monitoring Frequency: Once prior to the issuance of grading permit; Periodic during construction
- Action(s) Indicating Compliance with Mitigation Measure(s): City approval of Soil Management Plan prepared by qualified professional; Approval of grading plans; Quarterly compliance report submitted by qualified professional; Quarterly compliance certification report submitted by project contractors

Mitigation Measure C-2: Any underground storage tanks, toxic materials, contaminated soils, or contaminated groundwater encountered during demolition, excavation, or grading shall be evaluated and excavated/disposed of, treated in-situ (in place), or otherwise managed in accordance with applicable regulatory requirements and in accordance with the SMP.

Mitigation Measure C-3: The Applicant shall install and use a sub-slab barrier and vent system (vapor intrusion protection system) in each building to mitigate the hazards caused by methane and VOCs in subsurface soil. The Applicant shall construct the impermeable membrane barrier of a minimum 60-mil-thick high-density polyethylene

("HDPE") liner system or liquid asphaltic spray-applied liner installed underneath each slab-on-grade structure constructed in the Project. This barrier shall be installed over a network of slotted vent piping set in gravel in order to collect and safely redirect any vapors from beneath the building based on a comprehensive review of historical data, the types of VOCs identified, and the range of methane concentrations.

To ensure proper installation, the performance of the vapor intrusion protection system shall be monitored by screening for methane in selected "compliance rooms" within the Project buildings for the first year of occupancy on a quarterly basis. Methane shall act as the indicator of a leak or malfunction with the system, since it is far more abundant in soil than any other vaporous chemical, is non-toxic, and can be detected easily with portable, hand-held equipment.

Reports summarizing the quarterly monitoring events shall be provided to the City of Manhattan Beach Fire Department. If the system is determined to be performing according to design specifications established by the design engineer and approved during the plan check process, the monitoring will be concluded after four monitoring periods, or one year.

Each system shall be configured so that it is prepared for the unlikely event that a breach occurs or portions of the barrier and vent system are damaged. The following back-up safety systems shall be in place and available to the Applicant if elevated methane concentrations are detected inside a building during an inspection or inspections indicate system damage or malfunction:

- The system shall be configured such that it may be converted to an active vacuum system that will create negative pressure under the building slab; and
- Heating/ventilation/air conditioning ("HVAC") equipment and controls shall be configured so as to be capable of generating and maintaining positive pressure within the Project buildings (with the exception of restaurant buildings, for safety reasons).

b. **Facts in Support of Findings**

Construction of the Project requires excavation that would disturb soil below the ground surface to as deep as approximately 10 feet below ground. Construction activities, such as foundation demolition, excavations for grading, excavations for linear utilities, drilling for caissons, grading, compaction, and foundation preparation, likely will encounter demolition fill and oily dune sand. Without mitigation measures, construction workers could be exposed to hazards during construction. In addition, based on historical methane data, commercial workers during operation of the Project have the potential to be exposed to migrating VOC vapors from groundwater as a result of vapor intrusion.

To address these potential impacts, mitigation measures would be implemented that include: (i) the preparation of a soil management plan during construction and (ii) incorporating vapor venting and barrier protection into the Project design. With implementation of Mitigation Measures C-1 through C-3, impacts associated with hazards and hazardous materials would be reduced to less than significant levels.

D. NOISE

1. Project Construction Noise

Construction associated with the Project would generate temporary noise levels that could affect sensitive receptors near the Project site. With the implementation of mitigation measures, however, noise impacts will be reduced to a less than significant level.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen any potential construction noise impacts. Specifically, the following mitigation measures are imposed upon the Project to ensure a less than significant impact:

Mitigation Measure F-1: A temporary, continuous and impermeable sound barrier wall shall be erected along those portions of the Development Area closest to off-site sensitive receptors during construction activities. The required height and extent of the sound barrier wall shall be designed to achieve: a minimum 2 dBA reduction during construction of the Village Shops at receptor R3; a minimum 15 dBA and 2 dBA reduction at receptors R2 and R3, respectively, during construction of the Northeast Corner component; and a minimum 1 dBA and 16 dBA reduction at receptors R2 and R3, respectively, during construction of the Northwest Corner component.

Mitigation Measure F-2: Exterior noise-generating construction activities shall be limited to Monday through

Friday from 7:30 A.M. to 6:00 P.M., and from 9:00 A.M. to 6:00 P.M. on Saturdays. No noise-generating exterior construction activities shall occur on Sundays or City observed holidays.

Mitigation Measure F-3: Construction activities shall be scheduled so as to avoid operating several pieces of heavy equipment simultaneously when close to nearby sensitive uses, which causes high noise levels.

Mitigation Measure F-4: Noise-generating construction equipment operated at the Shopping Center site shall be equipped with effective noise control devices, i.e., mufflers, lagging, and/or motor enclosures. All equipment shall be properly maintained to assure that no additional noise due to worn or improperly maintained parts would be generated.

Mitigation Measure F-5: Engine idling from construction equipment such as bulldozers and haul trucks shall be limited. Idling of haul trucks shall be limited to five minutes at any given location as established by the SCAQMD.

b. **Facts in Support of Findings**

Construction of the proposed Project is expected to require the use of backhoes, front-end loaders, heavy-duty trucks, earth moving equipment, cranes, forklifts, and other heavy equipment. Such equipment often produces significant noise.

During the demolition phase related to the Village Shops, the threshold would be exceeded for the hotel and senior housing uses to the west by 2dBA. This would be a significant impact. In addition, construction activities associated with the Northeast Corner would exceed the significance thresholds at two receptor locations – the residential uses to the east (R2) and the hotel and senior housing uses to the west (R3). Construction of the Northwest Corner could cause significant impacts at the same two locations. As such, noise impacts associated with Project construction would be significant at those two receptor locations.

The temporary sound barriers prescribed in Mitigation Measure F-1 would reduce the potential short-term construction impacts to sensitive receptors to less than significant levels. Implementation of Mitigation Measure F-2 would preclude construction noise impacts from occurring during the noise-sensitive night time periods, or at any time on Sundays and holidays. Noise level reductions attributable to Mitigation Measures F-3 through F-5 would ensure that the noise levels associated with construction activities would be reduced to the extent feasible. Reducing engine idling and preventing the simultaneous use of multiple pieces of heavy equipment will significantly reduce noise impacts. In sum, implementation of the prescribed mitigation

measures would reduce Project noise impacts associated with on-site construction activities to less than significant levels.

E. PUBLIC SERVICES

1. Fire Services

Emergency access for fire department vehicles could be impacted by Project construction activities, but impacts are not anticipated to be significant. Similarly, impacts to fire services during the operation phase are not expected to be significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that minimize impacts to emergency access for fire department vehicles. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure G.1-1: During Project construction, the Applicant shall ensure that Manhattan Beach Fire Department access to the Shopping Center site will remain clear and unobstructed from construction activities.

Mitigation Measure G.1-2: The Applicant shall submit plans including a site plan for approval by the Manhattan Beach Fire Department prior to approval and issuance of a building permit.

Mitigation Measure G.1-3: The Applicant shall consult with the Manhattan Beach Fire Department and incorporate fire prevention and suppression features appropriate to the design of the Project.

b. Facts in Support of Findings

Construction of the Project could have an impact on emergency access for fire department vehicles due to temporary lane closures, sidewalk closures, increased traffic due to the movement of construction equipment, and hauling of demolition materials that could slow traffic. Mitigation Measure G.1-1 would ensure that such impacts remain less than significant by requiring the Applicant to use traffic management personnel and appropriate signage. Thus, impacts to emergency access during construction will remain less than significant.

Any potential impacts during operation also will be reduced to a less than significant level. Although the increased demand for fire protection services during operation is not anticipated to be significant, Mitigation Measures G.1-2 and G.1-3 will ensure that response times remain adequate and that the Project

incorporates sufficient hydrants and fire flow to meet local requirements. In sum, the inclusion of Mitigation Measures G.1-1 through G.1-3 will reduce impacts to fire protection services to a less than significant level.

2. Police Services

Construction activities could increase response time for emergency vehicles due to temporary lane closures and other implications of construction-related traffic that cause increased travel time. In addition, the Project would increase the daytime population in the City, which could result in an increased need for security services. These impacts are not anticipated to be significant, but mitigation measures will be imposed to ensure that any such impacts to police services remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that reduce impacts to police services. Specifically, the following mitigation measures are imposed upon the Project to ensure that the impacts to police services remain less than significant:

Mitigation Measure G.2-1: During Project construction, the Applicant shall ensure that Manhattan Beach Police Department access to the Shopping Center site will remain clear and unobstructed from construction activities, consistent with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-2: During Project construction, the Applicant shall implement security measures including, but not limited to, security fencing, lighting, and the use of a seven-day, 24-hour security patrol consistent with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-3: The Applicant shall consult with the Manhattan Beach Police Department and incorporate crime prevention features appropriate for the design of the Project in accordance with the Security Plan approved by the Manhattan Beach Police Department.

Mitigation Measure G.2-4: Upon Project completion, the Applicant shall provide the Manhattan Beach Police Department with a diagram of each portion of the property, including access routes, and provide additional information that might facilitate police response in accordance with the Security Plan.

Mitigation Measure G.2-5: A Security Plan for the Shopping Center shall be developed in coordination with the Manhattan Beach Police Department and subject to the review and approval of the Manhattan Beach Police Department. This Security Plan shall include a specific security plan for the parking structures and a requirement to routinely meet with the Manhattan Beach Police Department regarding security within the Shopping Center.

b. **Facts in Support of Findings**

Similar to the effect on fire services, construction-related traffic could affect emergency access to the Shopping Center site and to surrounding areas. Temporary lane closures and other traffic-related effects could increase response times for police vehicles. Mitigation Measure G.2-1, however, will require the use of traffic management personnel and appropriate signage to reduce impacts to a less than significant level. Since emergency access to the Shopping Center site would remain clear and unobstructed during construction of the Project, construction impacts related to police access would be less than significant.

The storage of equipment and building materials on-site during construction could induce theft, which could increase the need for police services. Mitigation Measure G.2-2, however, would be required to ensure that the site remains secure, thereby reducing any impact on police services to a less than significant level.

Although the Project would not cause an increase in the permanent residential population served by the Police Department, it would increase the daytime population of the City. Thus, the daytime population could increase the demand for police protection services. Mitigation Measures G.2-3 through G.2-5, however, will reduce the increase in demand caused by the Project. The Project would provide adequate security features within the Shopping Center site, including foot patrol and bike patrol by private security guards, and security lighting in areas including, but not limited to, parking structures and pedestrian pathways. The Applicant also will provide conduit with hard wiring in the parking structures for exclusive use for possible future security cameras. Emergency phones also would be installed throughout the parking structures. Thus, the Project will include sufficient design features and operational features to reduce any impact on police services to a less than significant level.

Implementation of the mitigation measures provided above would ensure that potential police protection services impacts associated with the proposed Project would be less than significant.

F. TRANSPORTATION AND CIRCULATION

1. Traffic during Construction

Traffic impacts during construction are expected to be less than significant. Nonetheless, mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project to ensure that traffic impacts during construction remain less than significant. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure H-1: Prior to the start of construction, the Applicant shall devise a Construction Traffic Management Plan (“CTMP”) to be implemented during construction of the Project. The CTMP shall identify all traffic control measures and devices to be implemented by the construction contractor through the duration of demolition and construction activities associated with the Project. Construction traffic controls should be provided consistent with current California Manual of Uniform Traffic Control Devices standards and include provisions to provide and maintain ADA pedestrian mobility and access consistent with current California requirements. If lane closures are needed, the CTMP shall be submitted for review to Caltrans. The Construction Traffic Management Plan shall also be submitted for review to the City of El Segundo Public Works Department and the City of El Segundo Planning and Building Safety Department. The Construction Traffic Management Plan shall be subject to final approval by the City of Manhattan Beach Public Works Department, the City of Manhattan Beach Community Development Department, and the Manhattan Beach Police and Fire Departments. A final copy of the CTMP shall be submitted to the City of El Segundo.

b. Facts in Support of Findings

It is anticipated that during peak excavation periods, Project construction would generate up to 52 daily haul trips for 26 loads (i.e., average of seven haul trips per hour from 9:00 A.M. to 4:00 P.M.). During the store finishing portion of the construction Project, up to 50 daily trucks would produce 100 truck trips (14 truck trips per hour from 9:00 A.M. to 4:00 P.M.). Construction activity would be severely curtailed during the month of December in order to avoid conflicts with the peak shopping season. Although such impacts remain below the City’s thresholds of significance, the Public Works Department will require approval of a CTMP prior to commencement of construction (see Mitigation Measure H-1) to ensure that impacts remain less than

significant. Such a plan would seek to limit construction-related truck trips to off-peak traffic periods, to the extent feasible. With implementation of Mitigation Measure H-1, construction-related traffic impacts would remain less than significant.

2. Parking during Construction

Project impacts on parking during the construction phase have been identified as potentially significant, especially if construction occurs during the holiday shopping season and/or construction delays occur. These impacts are not anticipated to be significant, but mitigation measures will be imposed to ensure that any such impacts remain less than significant.

a. Findings

Changes or alterations have been required in, or incorporated into, the Project that minimize parking impacts during construction. Specifically, the following mitigation measure will be imposed upon the Project:

Mitigation Measure H-2: The Applicant shall submit a Construction Parking Management Plan to the City Community Development Department in October or earlier of each year that construction is planned between Thanksgiving through New Year's. The initial October or earlier submittal shall estimate the number of parking spaces to be available during the upcoming holiday shopping period and the peak demand likely during that same period based on the shared parking analysis similar to the analyses performed in the Traffic Study for the Manhattan Village Shopping Center Improvement Project. In the event that a parking shortage is projected, the Construction Parking Management Plan shall include the following points:

- A determination of the need for the provision of off-site parking.
- An estimate of the number of weekday and weekend off-site parking spaces needed to meet the demand identified by the parking demand study.
- The identification of the location of an off-site parking location(s) with the appropriate number of available spaces.
- Signed agreements with the owners of the off-site parking supply allowing the shopping center to utilize the spaces during the needed time periods.

- A transportation plan identifying shuttle operations, frequency, and hours of operation for any off-site spaces beyond a reasonable walking distance.
- Modification or reduction in construction hours or days. The annual Construction Parking Management Plan shall be submitted to and approved by the Director of Community Development. A final copy of the Construction Parking Management Plan shall be submitted to the City of El Segundo.
- **Enforcement Agency:** City of Manhattan Beach Community Development, Police, Fire, and Public Works Departments
- **Monitoring Agency:** City of Manhattan Beach Community Development Department
- **Monitoring Phase:** Pre-construction; Construction
- **Monitoring Frequency:** Annually in October or earlier of each year that construction is planned between Thanksgiving and New Year's
- **Action(s) Indicating Compliance with Mitigation Measure(s):** Annual approval by the Community Development, Police, Fire and Public Works Department

Facts in Support of Findings

Analysis of the proposed parking demand based on active land uses, customers, employees, and construction employees shows that the parking supply would be adequate to meet the peak monthly parking demand at the Shopping Center site. The possibility remains, however, that due to project delays or construction scheduling, temporary parking shortages may occur on occasion. Specifically, there may be holiday shopping periods during which there would not be sufficient on-site parking supplies to meet the Christmas parking demand if certain phases of construction do not proceed as planned in terms of scheduling. Given this uncertainty, Mitigation Measure H-2 will be imposed to require a CPMP for periods when a parking shortage is anticipated. With implementation of this mitigation measure, Project construction would not significantly impact the availability of parking.

VI. Project Alternatives

The City of Manhattan Beach has considered a range of reasonable alternatives for the proposed Project including: Alternative A – No Project/No Build Alternative; Alternative B – Reduced Project – Village Shops Only Alternative; and Alternative C – Modified Site Plan Alternative. Alternatives A, B, and C were analyzed in the EIR, and the basis for rejecting each of these alternatives as infeasible is analyzed below.

As described in the Executive Summary of the FEIR, an “Alternative Site” alternative was rejected from further analysis because it would not meet the underlying purpose of the Project. As described in the Executive Summary, development at another location would not advance the majority of the Project Objectives, including promoting the future vitality of the Shopping Center site, improving vehicular/pedestrian access at the site, and integrating the Fry’s parcel into the site. For the reasons stated above and discussed further in the Executive Summary, an “Alternative Site” alternative was not analyzed further because it would result in greater environmental impacts than the Project and would not achieve the Project Objectives.

A. ALTERNATIVE A – NO PROJECT/NO BUILD ALTERNATIVE

1. Summary of Alternative

The No Project/No Build Alternative includes continued use of the site as it exists today. No new buildings would be constructed, none of the existing facilities would be expanded or improved, and existing buildings would continue to function as they currently do, with no increase in shopping center uses. Internal circulation and parking at the Shopping Center site would remain unchanged. Finally, no landscaping or sustainability features would be implemented as part of this Alternative.

1. Reasons for Rejecting Alternative: Infeasibility

The No Project/No Build Alternative would avoid the proposed Project’s impacts relating to aesthetics, light, air quality, noise, and traffic/circulation. Since all of those impacts for the Project were found to be less than significant with mitigation incorporated, however, Alternative A would not actually reduce any significant and unmitigated impacts.

In addition, the No Project/No Build Alternative would not improve the site from a land use or aesthetic perspective, and would not meet any of the objectives for the proposed Project. The No Project/No Build Alternative would not enhance spatial relationships that promote pedestrian access within the Shopping Center site. This Alternative would neither integrate the Fry’s Electronics parcel into the Shopping Center site nor improve pedestrian access. Finally, the No Project/No Build Alternative would neither maximize the value of the site nor ensure the future economic vitality of an existing Shopping Center. As these and other Project objectives would not be met with Alternative A, the City Council finds this to be an adequate basis for rejecting this Alternative as socially infeasible.

The City Council hereby finds that each of the reasons set forth above would be an independent ground for rejecting Alternative A as socially infeasible,

and by itself, independent of any other reason, would justify the rejection of Alternative A as infeasible.

B. ALTERNATIVE B – REDUCED PROJECT – VILLAGE SHOPS ONLY ALTERNATIVE

1. Summary of Alternative

The Reduced Project – Village Shops Only Alternative would involve the development of 60,000 square feet of the Village Shops component, but would not include the development of the Northeast Corner or the Northwest Corner components. Specifically, a new parking facility and new retail buildings would not be developed in the Northeast Corner. In addition, the 46,200 square foot Fry's Electronics building would not be demolished and new shopping center buildings and parking facilities would not be developed in the Northwest Corner.

2. Reasons for Rejecting Alternative: Infeasibility

The Reduced Project – Village Shops Only Alternative would cause similar aesthetic effects during construction, though for a shorter term than for the Project because of the reduced scale. Like the Project, however, all aesthetic impacts would be reduced to a less than significant level through mitigation. In comparison to the Project, Alternative B would result in a reduction in lighting due to the exclusion of the development in the Northeast and Northwest Corners of the Shopping Center site proposed as part of the Project. Like the Project, lighting impacts would be less than significant, though lighting impacts of Alternative B would be less than for the proposed Project.

The reduction in scale of construction also would reduce air quality impacts as compared to the proposed Project. Given the difference of operational uses between Alternative B and the proposed Project and the subsequent difference in vehicle trips, however, regional operational emissions under the Alternative B are anticipated to be greater than the proposed Project – though still less than significant. The same can be said for greenhouse gas emissions, which would be greater for Alternative B than for the proposed Project, but remain less than significant.

Alternative B would cause similar effects related to exposing workers to hazards during construction because both would require workers to excavate and prepare foundations. Thus, impacts associated with chemical and physical hazards would be similar to the Project and less than significant with mitigation incorporated. By not requiring demolition, Alternative B would have a reduced impact on asbestos exposure. Alternative B would cause greater impacts to operational noise and traffic than the proposed Project. Like the Project, however, the impacts would remain less than significant.

Alternative B would not meet the objective of integrating the various uses and structures into the Site, especially with respect to integrating the Fry's Electronics parcel (the Northwest Corner). In addition, Alternative B would not enhance spatial

relationships that promote pedestrian access within the Shopping Center site or maximize site opportunities in the same manner as the proposed Project. Additionally, the consolidation of the Macy's Men's store from the south portion of the Main Mall into the Macy's main store at the north end of the Mall, and the expansion of the Macy's main store to accommodate the consolidation of the two parts of the store, is a key component of the Project that would not be realized if Alternative B were constructed. As these Project objectives would not be met to the degree they would be met with the proposed Project, the City Council finds this to be an adequate basis for rejecting Alternative B as socially infeasible.

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

C. ALTERNATIVE C – MODIFIED SITE PLAN ALTERNATIVE

1. Summary of Alternative

The Modified Site Plan Alternative would involve the same overall types and amounts of development as the proposed Project, but the Village Shops and related parking would be relocated further south and east within the Shopping Center site. The Northwest Corner, Northeast Corner, the total net increase of new retail and restaurant space, and the demolition of existing retail, restaurant, and cinema space would be the same as the proposed Project.

2. Reasons for Rejecting Alternative: Infeasibility

The Modified Site Plan Alternative would cause similar aesthetic effects during construction and would result in a similar time frame as the proposed Project. The Development Area where construction would occur would be shifted further south and east and would therefore be more visible to the east of the site. However, fencing, landscaping and changes in topography would obstruct the visibility of construction activities and the same mitigation measures would be imposed for Alternative C as would be imposed for the Project. Thus, aesthetic impacts would be slightly more than the proposed Project due to the changed location of construction, but would remain less than significant.

Similarly, potential light and glare effects would be slightly greater than the Project due to the location of construction, but impacts would remain less than significant. The same can be said for the noise impacts related to this Alternative. While noise may be slightly greater due to the location of construction, impacts would be expected to remain less than significant.

Air quality impacts, toxics, and greenhouse gas emissions would essentially be the same as the proposed Project due to the similar scale of the Project and would be less than significant. Hazards and hydrology impacts would be similar to the proposed Project and less than significant.

Impacts relative to consistency with land use plans would be slightly greater for Alternative C than for the proposed Project because the design would be less accommodating to pedestrian activity and less internally consistent with other land uses on the Shopping Center site. Nonetheless, impacts under either scenario would be less than significant.

Impacts to fire and police services, as well as water supply and wastewater, would be the same as the proposed Project. Similarly, traffic impacts are expected to be the same as the proposed Project. With mitigation measures incorporated, however, any traffic impacts would be less than significant under either scenario.

Alternative C generally would meet the underlying purpose of the Project and would meet many of the Project Objectives. Due to the revised location of the proposed Village Shops under Alternative C, however, some of the Project Objectives would not be met. Primarily, this Alternative would not maintain the unique open air characteristics of the Shopping Center, nor would it promote pedestrian access within the Site. It would not enhance existing parking areas and provide additional parking with direct access to the development nor would the architectural design in terms of building placement be as compatible with the existing components of the Shopping Center as the proposed Project. In short, this Alternative would not integrate the various uses on the site to the same extent as the proposed project, maximize site opportunities, or improve vehicular access while promoting pedestrian-friendly design. Given that this Alternative would not meet as many of the Project Objectives as the proposed Project, the City Council finds this to be an adequate basis for rejecting Alternative C as socially infeasible.

In addition, Alternative C is rejected on the basis that it would not be environmentally superior to the proposed Project. The light and glare impacts of Alternative C would exceed those of the Project and the Alternative would not be as consistent with land use policies because it would not improve pedestrian access as well as the proposed Project, nor would it separate or buffer residential areas from noise, odors, or light and glare as well as the proposed Project.

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

D. ENVIRONMENTALLY SUPERIOR ALTERNATIVE

Of the alternatives evaluated above, the No Project Alternative is the environmentally superior alternative with respect to reducing the potentially significant impacts created by the proposed Project. The CEQA Guidelines require the identification of another environmentally superior alternative if the No Project Alternative is the environmentally superior alternative.

Of the remaining project alternatives, the Reduced Project – Village Shops Only alternative is the environmentally superior alternative. Although the Reduced Project Alternative would decrease some environmental impacts as compared to the proposed Project, it would actually have greater impacts than the proposed Project with respect to operational traffic impacts. In addition, the proposed Project does not have any significant unmitigated impacts. For those reasons and for the reasons discussed above, the City Council hereby rejects the Reduced Project Alternative in favor of the Project.

EXHIBIT B

MITIGATION MONITORING AND REPORTING PROGRAM