

**SECOND ADDENDUM TO THE
ENVIRONMENTAL IMPACT REPORT

FOR

MANHATTAN VILLAGE SHOPPING CENTER
ENHANCEMENT PROJECT**

Prepared by

**Eyestone Environmental on Behalf of
Community Development Department
City of Manhattan Beach**

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**SECOND ADDENDUM TO THE
ENVIRONMENTAL IMPACT REPORT
FOR
MANHATTAN VILLAGE SHOPPING CENTER ENHANCEMENT PROJECT**

1. Purpose

This document is the Second Addendum to the Final Environmental Impact Report (EIR) prepared for the Manhattan Village Shopping Center Enhancement Project (Project) (State Clearinghouse No. 2004061146), which was certified by the Manhattan Beach City Council on December 2, 2014 (the "Certified EIR"). This Second Addendum specifically addresses refinements to certain conditions (the "Refined Conditions") refining the conditions of approval (the "Adopted Conditions") contained in Council Resolution No. 14-0026, which approved a Master Use Permit Amendment, Height Variance, and Sign Exception Program (collectively, the "MUP") for the project ("Project"). Also addressed herein are the non-substantive annotations to the Site Plan¹ approved by the City in December 2016 (the "Approved Site Plan"), which accompanies the Refined Conditions for illustrative purposes.

The description of the project ("Project") for purposes of this Second Addendum remains the same as described in the Certified EIR and Addendum (referred to herein as the "First Addendum", and described below). The applicant is renovating an existing shopping center with retail and restaurant uses as further summarized below. The Refined Conditions will facilitate construction of the Project.

The Refined Conditions and the annotations to the Site Plan do not propose any physical changes to the Approved Project defined below. The Refined Conditions provide clarifications to facilitate the physical construction and construction sequencing of the Project. Likewise, the Site Plan attached as Figure 1 contains textual annotations to the Approved Site Plan only and does not change the physical construction or construction sequencing of the Approved Project. The Site Plan attached as Figure 1 simply annotates the Approved Site Plan approved by the City in December 2016 (with textual changes to (1) reflect the refined square footage tables to provide additional clarity regarding the "Village Shops' Component" square footage breakdown, (2) add notes to indicate the required left turn pockets from Carlotta Way onto 30th Street and 27th Street, (3) remove notes related to the lower level culvert parking, and (4) include an additional note regarding the total gross leasable area (GLA) throughout the Shopping Center.

This Second Addendum, which builds upon the now-final Certified EIR and the First Addendum (see discussion in Section 4 of this Second Addendum), serves as the environmental review for the decision concerning the Refined Conditions pursuant to the provisions of the California Environmental Quality Act (CEQA), Public Resources Code Section 21000 *et seq.*, and the State and local CEQA Guidelines.

Pursuant to the provisions of CEQA and the State CEQA Guidelines, the City is the Lead Agency and is charged with the responsibility of deciding whether or not to approve the Refined Conditions. As part of the decision-making process, the City is required to review and consider the potential environmental effects that could result from modifications to the Adopted Conditions and annotations to the Approved Site Plan proposed by RREEF America REIT II Corp BBB (RREEF).

¹ As described in more detail herein, in December 2016, the Director of Community Development approved a modified Project site plan reflecting a number of Project refinements including modified phasing. At that time, a First Addendum to the EIR was prepared. Based upon the analysis in the First Addendum, the Director concluded that the modifications were within the scope of the EIR and thus there was no need for additional environmental analysis.

2. Required Findings for Use of an Addendum

California Code of Regulations, Title 14 (hereinafter, “State CEQA Guidelines”), Sections 15162 through 15164, set forth the environmental review requirements when a new discretionary action is required for a previously approved project.

Pursuant to State CEQA Guidelines Section 15162:

- (a) When an EIR has been certified...for a project, no subsequent EIR shall be prepared for that project unless the lead agency determines, on the basis of substantial evidence in the light of the whole record, one or more of the following:
 - 1. Substantial changes are proposed in the project which will require major revisions of the previous EIR...due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects;
 - 2. Substantial changes occur with respect to the circumstances under which the project is undertaken which will require major revisions of the previous EIR or Negative Declaration due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects; or
 - 3. New information of substantial importance, which was not known and could not have been known with the exercise of reasonable diligence at the time the previous EIR was certified as complete...shows any of the following:
 - (A) The project will have one or more significant effects not discussed in the previous EIR;
 - (B) Significant effects previously examined will be substantially more severe than shown in the previous EIR;
 - (C) Mitigation measures or alternatives previously found not to be feasible would in fact be feasible and would substantially reduce one or more significant effects of the project, but the project proponents decline to adopt the mitigation measure or alternative; or
 - (D) Mitigation measures or alternatives which are considerably different from those analyzed in the previous EIR would substantially reduce one or more significant effects on the environment, but the project proponents decline to adopt the mitigation measure or alternative.

If some changes or additions to a previously-prepared EIR are necessary but none of the conditions specified in State CEQA Guidelines Section 15162 are present, the lead agency shall prepare an addendum (State CEQA Guidelines, Section 15164(a)). Further, the addendum should include a “brief explanation of the decision not to prepare a subsequent EIR pursuant to Section 15162,” and that “explanation must be supported by substantial evidence” (State CEQA Guidelines, Section 15164(e)). The addendum need not be circulated for public review, but may simply be attached to the Final EIR (Ibid.; State CEQA Guidelines, Section 15164(c)) and considered by the decision-making body prior to making a decision on the project.

Based on the analysis and information contained herein, substantial evidence supports the conclusion that the Refined Conditions do not result in new significant impacts and do not require major revisions to the Certified EIR or First Addendum. In addition, substantial evidence supports the conclusion that the circumstances under which the Approved Project would be undertaken have not substantially changed,

and there is no evidence of new or more severe environmental impacts arising out of any of the proposed changes.

More specifically, the analysis herein demonstrates that the Refined Conditions would not result in any significant and unavailable adverse impacts to the environment. No changes to the mitigation measures set forth in the adopted Mitigation Monitoring and Report Program (MMRP) are proposed. In addition, there are no substantial changes in the existing conditions on or around the Shopping Center site that affect the analyses presented in the Certified EIR and First Addendum. Therefore, the proposed Refined Conditions do not meet the standards for preparation of a subsequent or supplemental EIR pursuant to State CEQA Guidelines Section 15162.

3. Previously Approved Project

The Certified EIR incorporated changes to the originally proposed Project within the Final EIR. Additional modifications and requirements, including a reduction in total GLA, were subsequently required by the Planning Commission and City Council. Ultimately, on December 2, 2014 the City Council approved the Project, consisting of the construction of new retail and restaurant GLA and three parking structures; reconfiguration of existing surface parking areas; and installation of signs to identify and advertise the businesses within the Shopping Center. A total of 652,709 square feet of GLA (662,426 square feet with the Equivalency Program) was approved as part of Phases I and II. The Shopping Center property may not exceed 686,509 square feet GLA (696,226 square feet with the Equivalency Program).² Project approvals included an amendment to the then-existing MUP, a height variance, and an amendment/exception to the then-existing Master Sign Program. The Project as approved in December 2014 included phased construction, with the central area known as the Village Shops constituting the first phase of development. The Village Shops component originally incorporated two buildings housing, among other things, the existing California Pizza Kitchen restaurant just west of the main Mall entrance (the CPK Buildings), into its design. The second phase incorporated the Northeast Corner and included the expansion of an existing Macy's store. The third phase of development, the Northwest Corner, was not approved and will require a future Master Use Permit Amendment and additional public hearings before any approval. In addition, given that the Shopping Center site's zoning allows for a variety of land uses and in order to respond to the future needs and demands of the Southern California economy, as well as Shopping Center and tenant demands, an Equivalency Program was included as part of the Project to allow for the exchange of land uses permitted by the MUP for the Shopping Center site based on P.M. peak traffic equivalency factors. The Project as approved in December 2014 also included new on-site parking facilities and surface parking areas that would provide a total of 2,712 parking spaces.

Subsequent to certification of the EIR and approval of Project on December 2, 2014, RREEF submitted an updated plan and applied for changes to refine the Project in response to further input from the community. Potential impacts of these refinements were addressed in the First Addendum, which is described further below. The updated plan (again, the Approved Site Plan) and First Addendum were approved by the City in December 2016. The Project as set forth in the Approved Site Plan is referred to hereafter as the Approved Project.

The Approved Site Plan retained the same 18.4-acre Development Area and involved the same land uses, with the reconfiguration of certain proposed structures, including retail buildings and parking structures, a reduction in total GLA, and an increase in parking. In addition, the phasing of the Project was adjusted and included three main construction sequences (also with sub-stages) as follows: (I) Northeast Parking Deck, Macy's expansion, new surface parking area referred to as the lower level parking field (in the culvert), and new building in the Village Shops; (II) South Parking Deck, South Village Shops, and Macy's Men's Store (interior); and (III) North Parking Deck and North Village Shops. These changes are discussed in greater detail in the First Addendum.

² MUP Condition No. 18.

4. Overview of Previously Certified EIR and First Addendum

The Certified EIR fully analyzed the potential environmental impacts of the Project. The Certified EIR determined that the Project would not have the potential to create a significant environmental effect on any environmental resource except with respect to aesthetics/visual quality (construction and operation), light/glare (construction and operation), construction-related regional air emissions, hazards and hazardous materials (construction and operation), construction noise, fire protection (construction and operation), police protection (construction and operation), and construction-related traffic and parking. With respect to these potentially significant impacted areas and resources, the Certified EIR identified feasible mitigation measures that would reduce each impact to a less than significant level. As such, the Project was not found to result in any significant and unavoidable adverse impacts to the environment.

Based on the analyses provided within the Certified EIR, impacts with respect to the following issues were determined to be less than significant and did not require or otherwise involve mitigation: views; shading; construction-related air quality (local air emissions, toxic air contaminants, and odors); operational air quality, including global climate change; hydrology and water quality (construction and operation); land use; operational noise; operational traffic; water (construction and operation); and wastewater (construction and operation). In addition, based on substantial evidence, the City of Manhattan Beach determined through the Initial Study that the Project would not have the potential to cause significant impacts related to: agricultural resources; biological resources; cultural resources; geology and soils; mineral resources; population, housing, and employment; parks and recreation; libraries; schools; solid waste; and energy. Therefore, these areas were not required under CEQA to be analyzed in the Certified EIR.

To address the potential impacts associated with the Approved Site Plan, an addendum to the Certified EIR (again, the First Addendum) was prepared in December 2016. The First Addendum addressed all of the impact categories set forth in Appendix G of the State CEQA Guidelines. The First Addendum concluded the following:

- A. Substantial changes in the project and project circumstances resulting in new significant effects or a substantial increase in the severity of previously identified significant effects have not occurred;
- B. New information of substantial importance with respect to this environmental resource/impact resulting in new significant effects or a substantial increase in the severity of previously identified effects has not been identified; and
- C. None of the proposed project changes would significantly affect this environmental resource.

Thus, the refinements associated with the Approved Site Plan (and thus the Approved Project) did not meet the standards for a Subsequent or Supplemental EIR pursuant to Public Resources Code Section 21166 and CEQA Guidelines Section 15162 and 15163.

5. Overview of Proposed Refinements to Adopted Conditions

In May, 2017, RREEF submitted an application to refine certain of the Adopted Conditions contained in Council Resolution No. 14-0026 (again, the Refined Conditions). Eyestone Environmental (Eyestone) and Gibson Transportation Consulting, Inc. (GTC) reviewed the Refined Conditions as well as an accompanying Site Plan, with annotations, that is included in Figure 1 on page 5.

The proposed Refined Conditions are listed below. Additions are indicated in underline and deletions are indicated in ~~strikeout~~.

1. Condition No. 13(f): Land Use

Proposed Refinement: RREEF shall provide a U-turn, traffic circle, or other connection at the Rosecrans Avenue a two-way vehicle access entrance from Rosecrans Avenue to the Northeast Deck at its approximate northeast corner, connect the Northeast Deck in to

Figure 1 **Approved Site Plan, as annotated**

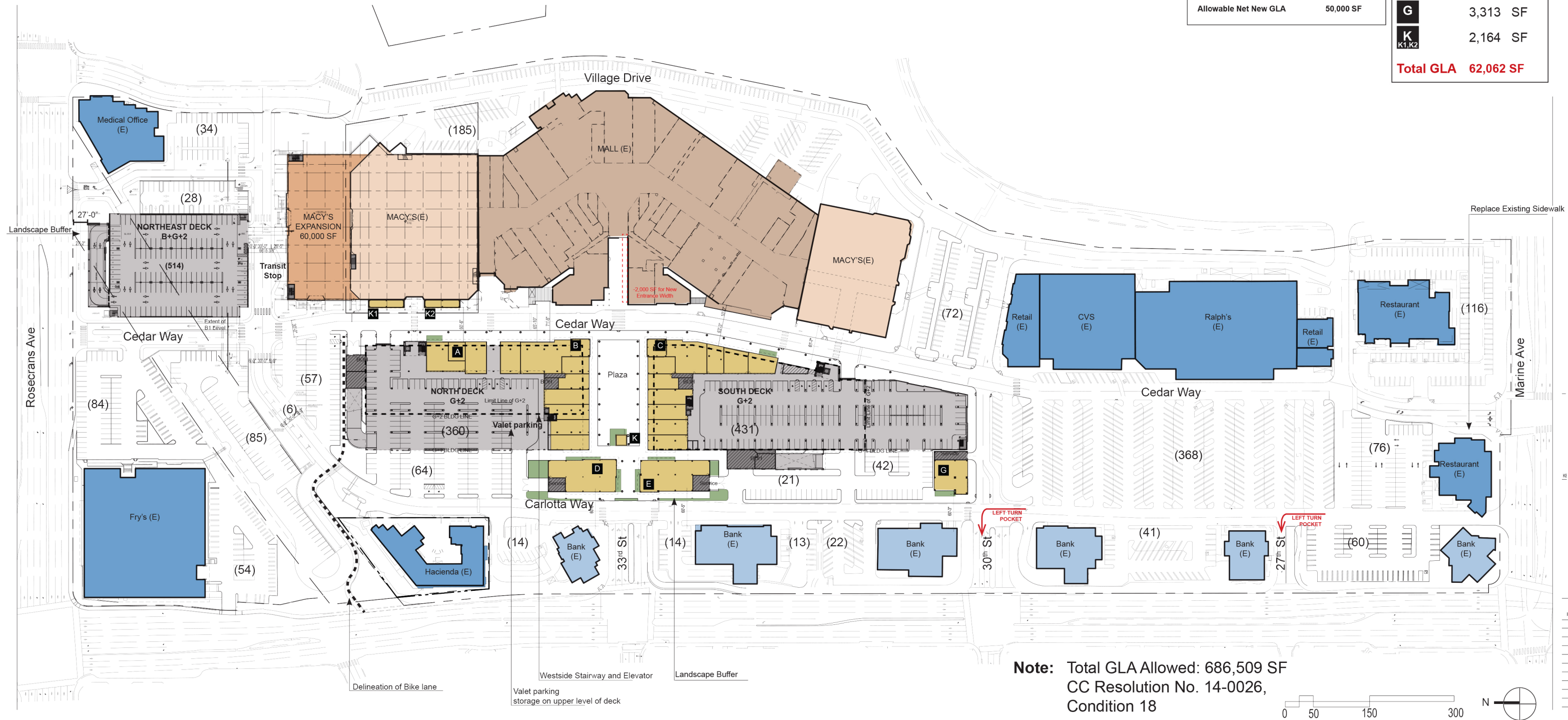
MANHATTAN VILLAGE_ OVERALL SITE PLAN

MVSC TOTAL Existing GLA	572,837 SF
Total Building Demo	(-41,342 SF)
Macy's Men's De-commissioned Area	(-7,656 SF)
Total Village GLA	62,062 SF
Macy's Expansion	60,000 SF
MVSC Total GLA	645,901 SF

MVSC Required Parking @ 4.10	2,669
MVSC Actual Parking/ Plan	2,738
MVSC Parking Ratio	4.23

Total Village GLA	62,062 SF
Demo CPK Bldg (J1,J2,H1,H2)	(-13,955 SF)
Net New GLA	48,107 SF
Allowable Net New GLA	50,000 SF

Village Components GLA:	
A	5,394 SF
B	18,298 SF
C	19,841 SF
D	5,938 SF
E	7,114 SF
G	3,313 SF
K	2,164 SF
K1,K2	
Total GLA	62,062 SF



the lower level culvert parking lot and provide a U-turn or other turn-around option with a minimum outside turning radius of 30 feet, ~~to internally connecting the lower level culvert parking lot drive aisles.~~

2. Condition No. 36: Employee Parking Management Program

Proposed Refinement: The Project shall provide an Employee Parking Management Program to encourage remote parking, parking in the lower level parking lot, off-site parking, walking, biking, transit use, carpooling and other forms of alternative and non-motorized transportation, and incentives to reduce employee parking. Street or other

public parking, other than the leased City parking lot off the Village Drive, shall not be used for employee parking. The Program shall actively promote reducing employee parking, shall prohibit parking in structures and certain surface lots during the peak parking season, and shall include active enforcement by Shopping Center personnel. The Program shall be submitted to the Community Development Department and the City Traffic Engineer for review and approval with the submittal of plans for Phase I and annual reporting shall be provided. The City will review and approve the Program and RREEF shall implement the Program and install any required improvements per the approved Program prior to the issuance of the first building ~~final permit for any retail portion of the Village Shops or the repurposing of the Macy's Men's store, whichever is first~~ Phase I. The City may request periodic review and adjustment of the Employee Parking Management Program, in cooperation with RREEF, if needed to ensure the goals of this condition and the Program are being met.

3. Condition No. 37: Valet Parking Management Plan

Proposed Refinement: RREEF shall provide a Valet Parking Management Plan to designate valet parking areas, circulation, hours, days, rates, validations, operations, terms remote drop-off/pick-up location, signage, passenger drop-off and pick-up, implementation schedule, etc. The Plan shall be submitted to the Community Development Department and the City Traffic Engineer for review and approval with the submittal of construction plans for Phase 4 the North Deck. The City will review and approve the Plan and RREEF shall implement the Plan when the North Deck opens, in accordance with the approved implementation schedule in the Plan. If it is determined that the valet parking is not being fully utilized, RREEF may modify or cease providing valet parking with the approval of the Director of Community Development. Any voluntary interim valet parking plan proposed by the applicant shall be submitted for review and approval prior to its implementation.³

4. Condition No. 39: Sepulveda Boulevard

Proposed Refinement: The retention, modification, relocation and/or removal of the existing Fry's driveway off Sepulveda Boulevard that accesses the Northwest Corner may be phased as follows: (a) ~~Through the end of 2016, or when~~ Until Fry's vacates the site or the completion of the Sepulveda Bridge project, whichever comes first, the existing driveway condition (entry and exit, right in and out) may remain; (b) ~~At the end of 2016,~~ Upon completion of the Sepulveda Bridge widening project or when Fry's vacates the site, whichever comes first, the driveway must be reconfigured/relocated to be entry, right-in only; (c) ~~At the end of 2016, if Fry's continues to occupy the site or if at any time another tenant occupies the existing site, the Sepulveda driveway must be reconfigured/relocated to be entry, right in only;~~ (d) ~~(c)~~ if at any time the site is vacant the driveway shall be barricaded from use or removed; ~~(e)~~ (d) if at any time the site is vacant

³ The text regarding interim valet parking proposed by the applicant is proposed by City staff to be moved from the third sentence to the last sentence of the condition.

for 12 months the driveway shall be removed. If the driveway is removed then the curb, gutter, sidewalk and any other required improvements shall be installed by RREEF as soon as possible, as determined by the City, unless building plans for Phase III have been approved in which case the improvements will be installed with the Phase III construction; and ~~(f)-(e)~~ If the driveway is removed any future driveway for Phase III – Northwest Corner development shall be entry right-in only. ~~Prior to December 31, 2016,~~ Plans for the driveway modifications or removal/relocation and related improvements shall be submitted to the City and Caltrans and shall include a schedule for completion of the improvement. The City will cooperate with RREEF to secure approvals affecting this Fry's Sepulveda driveway. The driveway modifications or removal/relocation and related improvements shall be completed by RREEF per the approved Plan and schedule. RREEF shall coordinate driveway modifications or removal/relocation with the Sepulveda Bridge widening project.

5. Condition No. 40: Rosecrans Avenue

Proposed Refinement: RREEF shall provide an irrevocable offer to dedicate (IOD), for a new acceleration/deceleration lane and improved sidewalk on the south side of Rosecrans Avenue, beginning a minimum of 160 feet west of the future Cedar Way extension to the easternmost driveway serving the ~~lower level parking~~ Northeast Deck off of Rosecrans Avenue prior to issuance of permits for Phase I. The IOD shall provide for a 12 foot curb lane width and 8 foot sidewalk; however, the sidewalk shall be continuous from Sepulveda Boulevard to Village Drive. RREEF shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, for the eastern portion serving as a turn lane into the Northeast Deck off of Rosecrans Avenue ~~lower level parking driveway~~ with the submittal of plans for Phase I. RREEF shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, for the portion adjacent to the Cedar Way extension ~~with Phase II~~ and for the easternmost driveway with the submittal of plans for Phase II the Northeast Deck, ~~or six months following the vacation of Fry's from the site, whichever comes first.~~ RREEF shall dedicate the property and construct the eastern portion serving as a turn lane into the Northeast Deck ~~lower level parking driveway~~ per plans approved by the City in connection with the construction of Phase I the Northeast Deck. Also in connection with the construction of Phase II the Northeast Deck, RREEF shall construct the portion adjacent to the Cedar Way extension.

6. Condition No. 48: Marine Avenue-Cedar Way

Proposed Refinement: The existing driveway access at Marine Avenue and Cedar Way shall be improved to provide one or two inbound lanes and three outbound lanes, and shall be designated to accommodate emergency vehicle access. The widening shall include all related public and private improvements, and dedication of land if necessary, to accommodate the improvements. RREEF shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of the plans for Phase I. RREEF shall construct the improvements per the plans approved by the City prior to the issuance of the final a certificate of occupancy for the Northeast Parking Deck ~~Phase I.~~

7. Condition No. 50(q): Traffic, Circulation, and Parking Plan

Proposed Refinement: The North Parking Structure shall include a stairway and elevator ~~on in the western side half~~ of the parking deck to provide external access to all parking levels.

8. Condition No. 50(r): Traffic, Circulation, and Parking Plan

Proposed Refinement: The North Parking Structure shall be limited to G+2, with level 2 set back ~~90-a~~ minimum of 177 feet from the eastern boundary of the Hacienda building property line, and the western edge of the parking structure's footprint set back no less than 112 feet from the eastern boundary of the Hacienda building property line (so that the western-most ~~90-60~~ feet of the parking structure essentially is capped at G+1).

9. Condition No. 50(s): Traffic, Circulation, and Parking Plan

Proposed Refinement: A minimum of 580 total ~~Thirty additional~~ parking spaces shall be provided in the Northeast Parking Deck and ~~on the west side of in~~ the lower level culvert parking lot ~~with pedestrian access to the 3500 Sepulveda building.~~

With regard to the annotated Site Plan accompanying the Refined Conditions, Eyestone and GTC have concluded that the annotated Site Plan is substantially similar to the Approved Site Plan approved by the City in December 2016. Figure 1 includes only textual modifications to the square footage tables/summaries to provide additional clarity regarding the Village Shops component, additional notations regarding the planned left-turn pockets on Carlotta Way onto 30th Street and 27th Street, the removal of notations related to the lower level culvert parking, and the addition of a notation related to total square footage permitted at the Shopping Center pursuant to MUP Condition No. 18.

The buildings to be developed under the Site Plan, as annotated, would continue to comply with the development areas and maximum square footage parameters approved by the City in December 2016. The locations of development, building heights, and types of uses proposed would also be identical to that set forth in the Approved Site Plan. As with the Approved Project, the proposed construction would still occur in three main construction sequences (also with sub-stages) as follows: (I) Northeast Parking Deck, Macy's expansion, new surface parking area referred to as the lower level parking field (in the culvert), and new building in the Village Shops; (II) South Parking Deck, South Village Shops, and Macy's Men's Store (interior); and (III) North Parking Deck and North Village Shops.

6. Analysis of Potential Environmental Impacts Associated with the Refined Conditions

As indicated above, the Refined Conditions and annotations to the Approved Site Plan were reviewed by Eyestone and GTC. The Approved Site Plan, as annotated, does not change the refined construction sequencing or contemplate any physical project changes from what was previously analyzed in the Certified EIR and First Addendum. The Approved Site Plan, as annotated, is identical to the Approved Site Plan in what it allows with respect to physical construction. The only changes to the Approved Site Plan are textual in nature and were added to provide additional clarity with respect to certain developmental elements. Because the additional textual clarifications made on the Approved Site Plan would not result in any physical changes from the Approved Project and, as such, would not result in new significant impacts or increases to previously identified significant impacts in the Certified EIR and First Addendum for the Approved Project, no additional environmental analysis is required.

Our findings with regard to the environmental implications of the Refined Conditions are provided below.

1. Condition No. 13(f): Land Use

The suggested language changes are consistent with the vehicle circulation near the Northeast Deck and connections with the lower level culvert parking lot contained within the Approved Site Plan. The requirement that RREEF (1) provide two-way vehicle access entrance from Rosecrans Avenue to the Northeast Deck at its approximate northeast corner, (2) connect the Northeast Deck to the lower level culvert parking lot and (3) provide a U-turn or other turn-around option with a minimum outside turning radius of 30 feet, internally connecting the lower level culvert parking lot drive aisles, were already accounted for in the traffic assessment contained in the First Addendum for the Approved Project and were determined not to have any new significant impacts or increases to previously identified significant impacts. Therefore, no further analysis is required.

2. Condition No. 36: Employee Parking Management Program

The suggested language provides clarifications related to the timing for the implementation of the Employee Parking Management Program based on the proposed phasing of the Approved Site Plan. The language in the Adopted Conditions reflected the prior construction sequencing. Thus, the suggested language specifies that implementation of the Employee Parking Management Program will occur prior to the issuance of building permits for any retail portion of the Village Shops or repurposing of the Macy's Men's store, whichever is first, as opposed to the "Phase I" of the old phasing program. The First Addendum analyzed the revised construction sequencing and determined there to be no new significant impacts or increases to previously identified significant impacts associated with the revised sequencing. These clarifications in this Revised Condition do not change the conclusions or supporting analyses contained in the Certified EIR or First Addendum. Therefore, no further analysis is required.

3. Condition No. 37: Valet Parking Management Plan

The proposed refinements specify when the Valet Parking Management Plan should be implemented, tying it to construction stage for the North Deck, which is the location of the proposed valet parking contained in the Approved Site Plan. The First Addendum analyzed the revised construction sequencing and determined there to be no new significant impacts or increases to previously identified significant impacts associated with the revised sequencing. The location of valet parking is the same as the Approved Project, and, as such, the traffic and parking analyses contained in the First Addendum to the Approved Site Plan would not change. Thus, no further analysis is required.

The suggested refinements to the condition also recognize that an interim valet parking plan can be sought by the applicant with such plan requiring City approval under the Manhattan Beach Municipal Code. Although not required to mitigate project impacts, interim valet parking is a parking management strategy that allows for additional parking to be accommodated on-site to help meet the overall parking demands of the shopping center, as well as to provide additional parking proximate to building entrances for customers during construction of the Project. Valet parking during construction may help to maximize the efficiency of the parking supply and overall vehicular circulation throughout the shopping center. This recognition of a process provided in the Municipal Code is not an approval of interim valet parking and therefore does not change the vehicular circulation or parking analyzed in the Certified EIR or the First Addendum. Thus, no further analysis is required.

4. Condition No. 39: Sepulveda Boulevard

The proposed refinements clarify when the existing Fry's driveway off Sepulveda Boulevard can be retained, modified, relocated or removed while still providing adequate access to Fry's and coordination with the Sepulveda Bridge project. The timing of work to reconfigure the "Fry's Sepulveda driveway" is tied to the Cedar Way extension to Rosecrans. Ingress into and egress from the Fry's parking lot to Sepulveda Blvd. is necessary until the alternative access provided with the Cedar Way extension to Rosecrans is completed to ensure adequate access for patrons and delivery vehicles. The proposed modifications reflect the need to maintain adequate access to the Fry's parking lot as well as recognition of the need to ensure coordination with the Sepulveda Bridge widening. The suggested modifications update the condition by tying its requirements to completion of the Sepulveda Bridge project and/or Fry's vacating the site. As the suggested modifications provide clarifying language that reflects the Project phasing contemplated in the Approved Site Plan. Because the First Addendum concluded, among other things, that the revised construction sequencing of the Approved Project would not result in any significant and unavoidable adverse impacts to the environment and that the changes did not meet the standards for a subsequent or supplemental EIR. The contemplated construction sequencing is identical to the Approved Project, and this Refined Condition simply facilitates such sequencing. Thus no further analysis is required.

5. Condition No. 40: Rosecrans Avenue

The suggested language provides clarifications related to the timing for the implementation of the improvements based on the proposed phasing and configuration of the Approved Site Plan. The language in the Adopted Conditions reflected the prior anticipated construction sequencing and the configuration of access related to the lower level parking. The suggested language clarifies the location of the improvements reflected in the Approved Site Plan and timing of plan submittal based on the Northeast Deck construction sequencing (as contemplated in the Approved Project), as opposed to the “lower level parking”, “Phase II” or “following vacation of Fry’s”. The First Addendum analyzed the revised construction sequencing and the Rosecrans Avenue improvement configurations and determined there to be no new significant impacts or increases to previously identified significant impacts associated with the revised sequencing or improvements. There are no proposed changes to the construction sequencing or the improvement configuration of the Approved Project, and therefore, these clarifications do not change the conclusions or supporting analyses contained in the Certified EIR or First Addendum. Thus, no further analysis is required.

6. Condition No. 48: Marine Avenue-Cedar Way

The suggested language provides clarification related to the timing for the implementation of the improvements based on the approved construction resequencing of the Approved Site Plan. The proposed language specifies that the improvements be constructed prior to the issuance of the final certificate of occupancy for the Northeast Parking Deck, as opposed to the “Phase I” of the old phasing program in the Adopted Conditions. The proposed modifications provide clarifying language and further facilitate the revised construction sequencing analyzed in the First Addendum. The First Addendum analyzed the revised construction sequencing and determined there to be no new significant impacts or increases to previously identified significant impacts associated with the revised sequencing for the Approved Project. The same sequencing as the Approved Project is currently contemplated and, therefore, these clarifications do not change the conclusions or supporting analyses contained in the Certified EIR or First Addendum. Thus, no further analysis is required.

7. Condition No. 50(q): Traffic, Circulation and Parking Plan

The suggested language clarifies the location for the stairway and elevators in the North Parking Structure and that it provide external access to all of the parking levels. The location of the stairway and elevator was analyzed in the First Addendum and determined not to have the potential to cause new significant effects or increase previously identified significant effects, and the stairway and elevator are contemplated to be in the exact same location as analyzed in the First Addendum. Therefore, these textual clarifications in the Revised Condition do not change the conclusions or supporting analyses contained in the Certified EIR or First Addendum. Thus, no further analysis is required.

8. Condition No. 50(r): Traffic, Circulation and Parking Plan

The suggested language provides clarifications regarding the height and massing of the North Parking Structure. The First Addendum analyzed the potential impacts associated with the North Parking Structure limited to G+2 with level 2 set back a minimum of 177 feet from the eastern boundary of the Hacienda building property line, and the western edge of the parking structure’s footprint set back no less than 112 feet from the eastern boundary of the Hacienda building property line (so that the western-most 60 feet of the parking structure essentially is capped at G+1). The North Parking Structure remains in the exact same location as shown on the Approved Site Plan and the refinement to this conditions does not change the location shown in the Approved Site Plan, which, again, was analyzed in the First Addendum where it was determined that there would be no new significant impacts or increases to previously identified significant impacts associated with the location of the North Parking Structure. Thus, no further analysis is required.

9. Condition No. 50(s): Traffic, Circulation and Parking Plan

The suggested language provides clarifications for the minimum parking spaces to be provided in the Northeast Parking Deck and lower level culvert parking lot. The First Addendum analyzed the potential impacts associated with providing a minimum of 580 total parking spaces in the Northeast Parking Deck and lower level culvert parking lot and determined there to be no new significant impacts or increases to previously identified significant impacts associated with this parking plan. The minimum of 580 total parking spaces in the in the Northeast Parking Deck and lower level culvert parking lot is not proposed to be changed, and, therefore, these clarifications do not change the conclusions nor supporting analyses contained in the Certified EIR or First Addendum. Thus, no further analysis is required.

Overall, the Refined Conditions clarify the Adopted Conditions to reflect project construction sequencing and other Project refinements that were fully analyzed in the Certified EIR and First Addendum. The Refined Conditions will not result in any changes to the construction sequencing, size, or footprint of the Approved Project.

The additional analysis below evaluates the environmental issues contained within Appendix G of the State's Initial Study Checklist for the Refined Conditions. As demonstrated by the analysis below, none of the modifications to the Adopted Conditions would result in physical changes to the Approved Project that would affect any of the environmental impacts analyses set forth in the Certified EIR and First Addendum.

- **Aesthetics**—The Certified EIR and First Addendum concluded view and shading impacts would be less than significant; impacts related to aesthetics/visual quality and light/glare were likewise found to be less than significant although mitigation was nonetheless proposed. The Refined Conditions would not result in a change in the location, height, square footage or massing of the structures set forth in the Approved Project. As such, the Refined Conditions would not create any new or more severe impacts associated with aesthetics, views, shading, or light and glare beyond those already anticipated in the Certified EIR or First Addendum. The mitigation measures contained within the previously adopted MMRP would remain applicable and would continue to be implemented, thus reducing all potentially significant aesthetic impacts to less than significant levels.
- **Agricultural Resources**—The Certified EIR and First Addendum concluded no impacts related to agricultural resources would occur. As no agricultural zoning, Williamson Act-enrolled land, agricultural uses, or related operations exist within the Project Site or the surrounding area, and the Refined Conditions would not amend the development boundaries of the Approved Project, no impact to agricultural resources would occur. Furthermore, the City of Manhattan Beach does not contain land designated as a timberland production zone. Thus, no impacts associated with agricultural resources would occur as a result of the Refined Conditions.
- **Air Quality**—The Certified EIR and First Addendum concluded construction-related and operational air quality impacts, including both local and regional emissions, would be less than significant; however, mitigation was provided to further reduce construction-related regional emissions. Given that the Refined Conditions would not amend the development boundaries of the Approved Project and permit the same construction activities and peak construction levels, the same land uses, and the same total GLA as analyzed in the Certified EIR and First Addendum, no new construction-related or operational air quality impacts would result from the Refined Conditions. The mitigation measures contained within the previously adopted MMRP would remain applicable and would continue to be implemented, thus reducing all potentially significant air quality impacts to less than significant levels.
- **Biological Resources**—The Certified EIR and First Addendum prepared for the Approved Project determined no impacts to biological resources would occur. The Project Site is located in an urbanized area and none of the following is located on-site or in the immediate vicinity: suitable habitat for candidate, sensitive, or special status species; riparian habitat or other sensitive natural communities; federally protected habitat; or wildlife corridors or native wildlife nursery

sites. In addition, since the Refined Conditions would not amend the development boundaries previously analyzed and would not permit the removal of additional trees or vegetated areas over what was analyzed in the Certified EIR and First Addendum. Therefore, any potential impacts to biological impacts would be less than significant.

- **Cultural Resources**—The Certified EIR and First Addendum prepared for the Approved Project determined impacts related to historic, archaeological, and paleontological resources as well as human remains would be less than significant. There are no historic resources located on-site, and it was determined that the Approved Project would not disturb, damage, or degrade potential unique archaeological resources, archaeological sites that are considered historic resources, or paleontological resources. As the Refined Conditions would not amend the development boundaries of the Approved Project and would not permit an increase the total amount of floor area, the proposed areas of disturbance, the amount of grading, or the depth of grading analyzed in the Certified EIR and First Addendum, no new impacts associated with cultural resources would occur as a result of the Refined Conditions. Therefore, any potential impacts to cultural resources would be less than significant.
- **Geology and Soils**—The Certified EIR and First Addendum prepared for the Approved Project concluded impacts related to geology and soils would be less than significant. The Refined Conditions would not amend the development boundaries or permit an increase total square footage, the types of uses, or the building heights anticipated in the Certified EIR and First Addendum. In addition, the maximum amount of grading, depth of grading, foundation methods, etc. would not change from those set forth in the Certified EIR and First Addendum, and compliance with all regulatory requirements related to building construction and seismic safety will still be required. Thus, no new impacts associated with geology and soils would occur as a result of the Refined Conditions. Impacts would be less than significant.
- **Greenhouse Gas Emissions (GHGs)**—The Certified EIR and First Addendum concluded the Approved Project would result in a less than significant impact related to global climate change. The Refined Conditions would not amend the development boundaries of the Approved Project and would not permit changes in land uses or increase in total GLA. The Refined Conditions would not: change the overall construction assumptions set forth in the Certified EIR and First Addendum, introduce additional stationary source emissions, or generate additional daily traffic that would result in additional mobile source emissions as compared to the Approved Project. Furthermore, the Refined Conditions do not permit any deviations to the energy and water conservation measures set forth in the Certified EIR and First Addendum and the Refined Conditions would continue to not conflict with any applicable plan, policy, or regulation intended to reduce GHG emissions. Thus, no new impacts associated with climate change would occur as a result of the Refined Conditions, and the Certified EIR's and First Addendum's conclusions of a less than significant impact would remain the same.
- **Hazards and Hazardous Materials**—The Certified EIR and First Addendum concluded impacts associated with the Approved Project related to soil contamination would be potentially significant; mitigation was proposed to reduce such impacts to a less than significant level. The Refined Conditions would not result in additional areas of disturbance, an increase in the depth of grading, new land uses, or additional floor area beyond those previously evaluated in the Certified EIR and First Addendum. In addition, the Refined Conditions would not permit in an increase in the routine transport or release of hazardous materials in the environment, or an increase in hazards to the public or the environment beyond that already anticipated in the Certified EIR and First Addendum. The mitigation measures contained within the previously adopted MMRP would remain applicable and would continue to be implemented, thus ensuring all potentially significant hazards impacts are reduced to less than significant levels.
- **Hydrology and Water Quality**—The Certified EIR and First Addendum concluded construction-related and operational impacts associated with surface water hydrology and water quality

associated with the Approved Project would be less than significant. The Refined Conditions would not permit an increase in the total amount of shopping center floor area or the proposed areas of disturbance compared to the Approved Project, nor would the Refined Conditions permit any action that could increase any violations of water quality standards, deplete groundwater, or alter drainage patterns beyond that anticipated in the Certified EIR and First Addendum. In addition, under the Refined Conditions, the Project remains subject to and would comply with all regulations related to hydrology and water quality. Thus, no new impacts associated with hydrology and water quality would occur; and any impacts would remain less than significant.

- **Land Use and Planning**—The Certified EIR and First Addendum concluded impacts associated with the Approved Project related to land use consistency and compatibility would be less than significant. The Refined Conditions would not: increase the total amount of shopping center floor area as compared to the Approved Project, alter the types of uses to be developed, or involve development in areas of the Shopping Center site not analyzed in the Certified EIR or First Addendum. In addition, under the Refined Conditions the general locations and heights of buildings would be consistent with those anticipated and evaluated in the Certified EIR and First Addendum. As such, the Refined Conditions would not result in changes to the existing entitlements, and it would not create any new or more severe impacts associated with land use consistency or land use compatibility. Thus, no new impacts associated with land use and planning would occur; such impacts would remain less than significant.
- **Mineral Resources**—The Certified EIR and First Addendum prepared for the Approved Project determined no impact related to mineral resources would occur. As there are no known mineral resources in the Project area, there would be no loss of availability of a known mineral resource of value to the region and residents of the State as a result of development of the Project Site. Given the Refined Conditions do not permit deviations from the development boundaries of the Approved Project and does not permit any deviation from the approved land uses, no impacts associated with mineral resources would occur as a result of the Refined Conditions.
- **Noise**—The Certified EIR and First Addendum concluded construction noise impacts associated with the Approved Project would be less than significant with mitigation and operational noise impacts would be less than significant. The Refined Conditions would not allow construction activities to occur outside of the same locations as evaluated in the Certified EIR and First Addendum, and the Refined Conditions would not increase the amount of grading or the anticipated equipment mix. In addition, the Refined Conditions would not permit an increase the total amount of shopping center floor area, alter the types of uses to be developed, introduce new sources of noise not previously accounted for as part of the Approved Project, or generate additional traffic beyond that anticipated in the Certified EIR and First Addendum. Further, the mitigation measures contained within the previously adopted MMRP would remain applicable and would be implemented as part of the Refined Conditions, thus reducing all potentially significant noise impacts to less than significant levels.
- **Population and Housing**—The Certified EIR and First Addendum prepared for the Approved Project determined no impacts related to population, housing, and employment would occur. As the Revised Conditions do not permit a deviation from the land uses of the Approved Project and would not permit any residential uses, substantial population growth is not expected to occur. Additionally, like the Approved Project, the Revised Conditions would have a beneficial effect on employment and would continue to improve the local jobs/housing balance. Therefore, the Revised Conditions would not permit the Project to fall outside the SCAG population, housing, and employment projections for the area, and no new impacts associated with population, housing, or employment would occur. Such impacts would remain less than significant.
- **Public Services**—The Certified EIR and First Addendum prepared for the Approved Project concluded impacts related to schools, parks, and other public facilities such as libraries would be less than significant. The Certified EIR and First Addendum determined impacts related to fire

protection would be less than significant, although mitigation was nonetheless proposed; police impacts were found to be less than significant with mitigation. The Refined Conditions would not permit any residential uses, and the number of employees and visitors to the site is not anticipated to increase as compared to the Approved Project. Thus, the Refined Conditions would not drive an increased demand for public services, including police protection, fire protection, schools, parks, and other public facilities such as libraries, beyond that already anticipated in the Certified EIR and First Addendum. The mitigation measures contained within the previously adopted MMRP would remain applicable and would be implemented as part of the Refined Conditions, thus reducing all potentially significant police and fire protection public service impacts to less than significant levels. All other public service impacts would remain less than significant, and no mitigation would be required.

- **Recreation**—The Certified EIR and First Addendum prepared for the Approved Project concluded impacts related to parks and recreation would be less than significant. The Refined Conditions would not induce population growth, either directly or indirectly, that would result in increased use of local or regional parks or recreational facilities, and there would continue to be less than significant impacts as a result of the Refined Conditions with respect to use of parks and recreational facilities. Thus, no new impacts associated with recreation would occur with the Refined Conditions; such impacts would remain less than significant.
- **Transportation/Traffic**—The Certified EIR and First Addendum determined all transportation-related impacts associated with the Approved Project would be less than significant, although mitigation was proposed to address construction-related traffic and parking. The Refined Conditions would not permit a deviation from the square footage or uses of the Approved Project. Thus, the vehicular trips attributable to the Refined Conditions would be the same as the Approved Project and no significant traffic impacts would occur. Vehicular access and parking would also be the same as that set forth for the Approved Project. In addition, mitigation measures contained within the previously adopted MMRP would remain applicable and would be implemented as part of the Refined Conditions, thus reducing all potentially significant transportation/traffic and parking impacts to less than significant levels.
- **Utilities and Service Systems**—The Certified EIR and First Addendum prepared for the Approved Project determined solid waste, water, wastewater and energy impacts would be less than significant. The Refined Conditions would not result in any deviation from the development boundaries of the Approved Project and would not result any deviation from the land uses and square footage of the Approved Project beyond those analyzed in the Certified EIR and First Addendum. Thus, the Refined Conditions would not result in an increased demand for utilities or additional infrastructure improvements associated with water, wastewater, fire flows, electricity, natural gas, drainage, or solid waste beyond that already anticipated in the Certified EIR and First Addendum. Thus, no new impacts associated with utilities would occur as a result of the Refined Conditions; such impacts would remain less than significant.
- **Mandatory Findings of Significance**—As set forth above, potential impacts associated with the Refined Conditions would be within the envelope of impacts previously addressed in the Certified EIR and First Addendum. Like the Approved Project, the Refined Conditions : degrade the quality of the environment, substantially reduce the habitat of a fish or wildlife species, cause a fish or wildlife population to drop below self-sustaining levels, threaten to eliminate a plant or animal community, reduce the number or restrict the range of a rare or endangered plant or animal, or eliminate important examples of the major periods of California history or prehistory; have impacts that are individually limited, but cumulatively considerable; or have environmental effects which will cause substantial adverse effects on human beings, either directly or indirectly. In addition, the mitigation measures contained within the previously adopted MMRP would remain applicable and would be implemented as part of the Refined Conditions, thus reducing all potentially significant impacts to less than significant levels. Thus, the Refined Conditions would

not create new or more severe significant impacts, and no significant new information would result.

7. Conclusion

Based on this analysis and the information contained herein, substantial evidence supports the conclusion that the changes proposed in the Refined Conditions and the annotations to the Approved Site Plan would not result in new significant environmental effects or a substantial increase in the severity of previously identified significant effects and do not require major revisions to the Certified EIR. In addition, substantial evidence supports the conclusion that the circumstances under which the Project would be undertaken have not substantially changed. Therefore, the Refined Conditions and annotations do not meet the standards for preparation of a subsequent or supplemental EIR pursuant to State CEQA Guidelines Section 15162.

Appendix A

Traffic Memorandum





MEMORANDUM

TO: Laurie Jester, City of Manhattan Beach

FROM: Patrick A. Gibson, P.E., PTOE, and Sarah M. Drobis, P.E.

DATE: June 8, 2017

RE: Review of Requested MUP Condition Refinements for
Manhattan Village Shopping Center
Manhattan Beach, California

Ref: J1106a

Gibson Transportation Consulting, Inc. (GTC) reviewed the requested refinements of and modifications to certain conditions of approval (the Adopted Conditions) contained in Council Resolution No. 14-0026. City Council Resolution No. 14-0026 approved a Master Use Permit Amendment, Height Variance, and Sign Exception Program (collectively, the MUP) for the Manhattan Village Shopping Center Enhancement Project (Project) in Manhattan Beach, California. Given the refinements during the final building plans design process for plan check and updated Project construction sequencing, RREEF is requesting modifications to the Adopted Conditions (the Refined Conditions). The site plan, which accompanies the Refined Conditions for illustrative purposes, includes nonsubstantive clarifications to the site plan approved by the City in December 2016 (Approved Site Plan). This memorandum analyzes the Refined Conditions and their consistency with the supporting traffic and parking analyses contained in the approved environmental documents, including the Environmental Impact Report (EIR) certified by the City on December 2, 2014 and the December 2016 Addendum (First Addendum) to the EIR.

ANNOTATIONS TO APPROVED SITE PLAN

The nonsubstantive annotations to the Approved Site Plan include modifications to the square footage tables/summaries to provide additional clarity regarding the Village Shops component, additional notations regarding the planned left-turn pockets on Carlotta Way onto 30th Street and 27th Street, and the removal of notations related to the lower level culvert parking. The buildings to be developed would continue to comply with the development areas and maximum square footage parameters set forth in the Approved Site Plan, EIR and First Addendum. The general locations of development, types of uses and construction sequencing are the same as the Approved Site Plan. The Project is still proposed to be constructed in three main construction sequences (also with sub-stages) as follows: (I) Northeast Parking Deck, Macy's expansion, new surface parking area referred to as the lower level parking field (in the culvert), and new building in the Village Shops; (II) South Parking Deck, South Village Shops, and Macy's Men's Store (interior); and (III) North Parking Deck and North Village Shops.

A final phase of development in the Northwest Corner has not yet been approved and will require a future Master Use Permit Amendment followed by public hearings before the Planning Commission for Site Plan Review.

REQUESTED MUP CONDITION REFINEMENTS

RREEF is requesting the refinements to nine of the Adopted Conditions to facilitate the physical construction and construction sequencing of the approved project and the Approved Site Plan. The proposed Refined Conditions are contained in the Attachment. The proposed refinements are shown in underline/strikethrough to provide a comparison against the applicable language in the Adopted Conditions. All mitigation measures specified in the previously certified EIR, as well as the Adopted Conditions set forth in the MUP, will continue to apply, except for as modified in the proposed Refined Conditions detailed in the Attachment. A summary of the refined conditions and comparison with the Adopted Conditions and Approved Site Plan is provided below.

1. Condition No. 13(f): Land Use

The suggested language changes are consistent with the vehicle circulation near the Northeast Deck and connections with the lower level culvert parking lot contained Approved Site Plan. These modifications were accounted for in the traffic assessment contained in the EIR Addendum for the Approved Site Plan. Therefore, no further analyses are required.

2. Condition No. 36: Employee Parking Management Program

The suggested language provides clarifications related to the timing for the implementation of the Employee Parking management Program based on the proposed phasing of the Approved Site Plan. The language in the Adopted Conditions reflected the old phasing program. Thus, the suggested language specifies that implementation of the Employee Parking Management Program will be prior to the issuance of building permits for the retail portion of the Village Shops or repurposing of the Macy's Men's store, whichever is first, as opposed to the "Phase I" of the old phasing program. These clarifications do not change the conclusions or supporting analyses contained in the EIR. Therefore, no further analysis is required.

3. Condition No. 37: Valet Parking Management Plan

The proposed refinements specify when the Valet Parking Management Plan should be implemented, tying it to construction stage for the North Deck, which is the location of the proposed valet parking contained in the Approved Site Plan. The location of valet parking remains the same as the Approved Site Plan, and the traffic and parking analyses for the Approved Site Plan and EIR is the same. Thus, no further analysis is required.

The suggested language also allows for voluntary interim valet parking to be permitted at the shopping center with City approval (i.e., to the satisfaction of the City's Traffic Engineer). Interim valet parking is a parking management strategy that allows for additional parking to be accommodated on-site to help meet the overall parking demands of the shopping center, as well as to provide additional parking proximate to

building entrances for customers during construction of the Project. Valet parking during construction also helps to maximize the efficiency of the parking supply and overall vehicular circulation throughout the shopping center. This voluntary option for interim valet parking does not change the vehicular circulation or parking the Approved Site Plan. Thus, no further analysis is required.

4. Condition No. 39: Sepulveda Boulevard

The proposed refinements specify when the existing Fry's driveway off Sepulveda Boulevard can be retained, modified, relocated or removed. The suggested modifications remove dates that have already passed (e.g., "end of 2016"), tying the conditions instead to completion of the Sepulveda Bridge project and/or Fry's vacates the site. As the suggested modifications provide clarifying language and are consistent with the Approved Site Plan, no further analysis is required.

5. Condition No. 40: Rosecrans Avenue

The suggested language provides clarifications related to the timing for the implementation of the improvements based on the proposed phasing of the Approved Site Plan. The language in the Adopted Conditions reflected the old phasing program. The suggested language specifies location of the improvements and timing of plan submittal based on the Northeast Deck construction, as opposed to the "Phase II" or "following vacation of Fry's". The proposed modifications reflect the Approved Site Plan and, therefore, these clarifications do not change the conclusions or supporting analyses contained in the EIR. No further analysis is required.

6. Condition No. 48: Marine Avenue-Cedar Way

The suggested language provides clarifications related to the timing for the implementation of the improvements based on the proposed phasing of the Approved Site Plan. The proposed language specifies that the improvements be constructed prior to the issuance of the final certificate of occupancy for the Northeast Parking Deck, as opposed to the "Phase I" of the old phasing program in the Adopted Conditions. The proposed modifications reflect the Approved Site Plan and, therefore, these clarifications do not change the conclusions or supporting analyses contained in the EIR. No further analysis is required.

7. Condition No. 50(q): Traffic, Circulation and Parking Plan

The suggested language specifies the location for the stairway and elevators in the parking deck and that it provide external access to all of the parking levels. The modifications reflect and are consistent with the Approved Site Plan and, therefore, these clarifications do not change the conclusions or supporting analyses contained in the EIR. No further analysis is required.

8. Condition No. 50(r): Traffic, Circulation and Parking Plan

The suggested language provides clarifications for the height and locations for the North Parking Structure. The modifications reflect and are consistent with the Approved Site Plan and, therefore, these clarifications do not change the conclusions or supporting analyses contained in the EIR. No further analysis is required.

9. Condition No. 50(s): Traffic, Circulation and Parking Plan

The suggested language provides clarifications for the minimum parking spaces to be provided in the Northeast Parking Deck and lower level culvert parking lot. The modifications reflect and are consistent with the Approved Site Plan and, therefore, these clarifications do not change the conclusions nor supporting analyses contained in the EIR. No further analysis is required.

CONCLUSION

Based on the review outlined above, the proposed refinements to the Adopted Conditions would not change the findings of the traffic, access and parking impact analyses in the EIR or the First Addendum. The Refined Conditions provide clarifying language to reflect the current construction phasing and implementation of the Project that were encompassed in the Approved Site Plan. The overall site access and circulation system is the same as the Approved Site Plan. Therefore, the analysis findings and conclusions for the nonsubstantive clarifications to the Approved Site Plan and Refined Conditions would be the same as those in the EIR and First Addendum.

Attachment

Proposed Refined Conditions

Manhattan Village Shopping Center

Project Description and Request

Pursuant to Manhattan Beach Municipal Code (the “Municipal Code”) section 10.84.100, RREEF America REIT Corp. BBB II (“RREEF”) requests the approval of refinements of/modifications to certain conditions of approval (the “Adopted Conditions”) contained in City Council Resolution No. 14-0026. City Council Resolution No. 14-0026 approved a Master Use Permit Amendment, Height Variance, and Sign Exception/Program (collectively, the “MUP”) which authorizes the remodeling and expansion of the Manhattan Village Shopping Center (the “Shopping Center”) located at 2600 through 3600 Sepulveda Boulevard and 1220 Rosecrans Avenue (the “Project”).

Given the refinements to the Project design as RREEF prepared final building plans for plan check, and updated Project phasing, RREEF is now requesting certain related refinements and/or modifications to the Adopted Conditions (the “Refined Conditions”). RREEF planned to construct the Project in two phases, with the central area known as the “Village Shops” constituting the previously anticipated first phase of development. RREEF anticipated expanding the existing Macy’s store (the “Macy’s Consolidation”) and constructing the Northeast Parking Structure in the second phase of development. However, the Macy’s Consolidation and construction of the Northeast Parking Structure will now occur in the first phase of development.

Attached to accompany this request is a site plan (the “Updated Site Plan”) substantially similar to the site plan approved by the City in December 2016.¹ The Updated Site Plan, which, if approved as part of this application, will replace the site plan approved by the City in December 2016, refines the square footage tables to provide additional clarity regarding the “Village Shops’ Component” square footage breakdown, adds notes to indicate the planned left turn pockets from Carlotta Way onto 30th Street and 27th Street and removes notes related to the lower level culvert parking.

The Refined Conditions help facilitate the implementation of the Macy’s Consolidation in the first phase of Project construction and are consistent with the overall intent of the MUP.

Requested MUP Condition Refinements

RREEF now requests approval of the Refined Conditions (9 in total) to provide additional clarity for project implementation.² All mitigation measures specified in the previously certified EIR,³ as well as the Adopted Conditions set forth in the MUP, continue to apply, except for as modified in the proposed Refined Conditions detailed below.

1. Condition No. 13(f): Land Use

Proposed Refinement: RREEF shall provide a ~~U-turn, traffic circle, or other connection at the Rosecrans Avenue~~ a two-way vehicle access entrance from Rosecrans Avenue to the Northeast Deck at its approximate northeast corner, connect

¹ In December 2016, the Director of Community Development approved a modified Project site plan reflecting a number of Project refinements including modified phasing.

² The “Proposed Refinements” requested in this application are shown in Underline/Strikethrough against the applicable Condition language approved in the MUP. In those instances where the entirety of the Condition language was not necessary for context, the inapplicable language is not reproduced.

³ The City certified an Environmental Impact Report (“EIR”) for the Project in December 2014.

the Northeast Deck in to the lower level culvert parking lot and provide a U-turn or other turn-around option with a minimum outside turning radius of 30 feet, to internally connecting the lower level culvert parking lot drive aisles.

2. Condition No. 36: Employee Parking Management Program

Proposed Refinement: The Project shall provide an Employee Parking Management Program to encourage remote parking, parking in the lower level parking lot, off-site parking, walking, biking, transit use, carpooling and other forms of alternative and non-motorized transportation, and incentives to reduce employee parking. Street or other public parking, other than the leased City parking lot off the Village Drive, shall not be used for employee parking. The Program shall actively promote reducing employee parking, shall prohibit parking in structures and certain surface lots during the peak parking season, and shall include active enforcement by Shopping Center personnel. The Program shall be submitted to the Community Development Department and the City Traffic Engineer for review and approval with the submittal of plans for Phase I and annual reporting shall be provided. The City will review and approve the Program and RREEF shall implement the Program and install any required improvements per the approved Program prior to the issuance of the first building ~~final~~ permit for any retail portion of the Village Shops or the repurposing of the Macy's Men's store, whichever is first ~~Phase I~~. The City may request periodic review and adjustment of the Employee Parking Management Program, in cooperation with RREEF, if needed to ensure the goals of this condition and the Program are being met.

3. Condition No. 37: Valet Parking Management Plan

Proposed Refinement: RREEF shall provide a Valet Parking Management Plan to designate valet parking areas, circulation, hours, days, rates, validations, operations, terms remote drop-off/pick-up location, signage, passenger drop-off and pick-up, implementation schedule, etc. The Plan shall be submitted to the Community Development Department and the City Traffic Engineer for review and approval with the submittal of construction plans for Phase I the North Deck. Any voluntary interim valet parking plan proposed by the applicant shall be submitted for review and approval prior to its implementation. The City will review and approve the Plan and RREEF shall implement the Plan when the North Deck opens, in accordance with the approved implementation schedule in the Plan. If it is determined that the valet parking is not being fully utilized, RREEF may modify or cease providing valet parking with the approval of the Director of Community Development.

4. Condition No. 39: Sepulveda Boulevard

Proposed Refinement: The retention, modification, relocation and/or removal of the existing Fry's driveway off Sepulveda Boulevard that accesses the Northwest Corner may be phased as follows: (a) ~~Through the end of 2016, or when~~ Until Fry's vacates the site or the completion of the Sepulveda Bridge project, whichever comes first, the existing driveway condition (entry and exit, right in and out) may remain; (b) ~~At the end of 2016, Upon completion of the Sepulveda Bridge widening project or when~~ Fry's vacates the site, whichever comes first, the driveway must be reconfigured/relocated to be entry, right-in only; (c) ~~At the end of 2016, if Fry's continues to occupy the site or if at any time another tenant occupies the existing site,~~ the Sepulveda driveway must be reconfigured/relocated to be entry, right in only; (d)

(c) if at any time the site is vacant the driveway shall be barricaded from use or removed; ~~(e)~~ (d) if at any time the site is vacant for 12 months the driveway shall be removed. If the driveway is removed then the curb, gutter, sidewalk and any other required improvements shall be installed by RREEF as soon as possible, as determined by the City, unless building plans for Phase III have been approved in which case the improvements will be installed with the Phase III construction; and ~~(f)~~ (e) If the driveway is removed any future driveway for Phase III – Northwest Corner development shall be entry right-in only. ~~Prior to December 31, 2016, P~~plans for the driveway modifications or removal/relocation and related improvements shall be submitted to the City and Caltrans and shall include a schedule for completion of the improvement. The City will cooperate with RREEF to secure approvals affecting this Fry's Sepulveda driveway. The driveway modifications or removal/relocation and related improvements shall be completed by RREEF per the approved Plan and schedule. RREEF shall coordinate driveway modifications or removal/relocation with the Sepulveda Bridge widening project.

5. Condition No. 40: Rosecrans Avenue

Proposed Refinement: RREEF shall provide an irrevocable offer to dedicate (IOD), for a new acceleration/deceleration lane and improved sidewalk on the south side of Rosecrans Avenue, beginning a minimum of 160 feet west of the future Cedar Way extension to the easternmost driveway serving the ~~lower level parking~~ Northeast Deck off of Rosecrans Avenue prior to issuance of permits for Phase I. The IOD shall provide for a 12 foot curb lane width and 8 foot sidewalk; however, the sidewalk shall be continuous from Sepulveda Boulevard to Village Drive. RREEF shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, for the eastern portion serving as a turn lane into the Northeast Deck off of Rosecrans Avenue ~~lower level parking driveway~~ with the submittal of plans for Phase I. RREEF shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, for the portion adjacent to the Cedar Way extension ~~with Phase II~~ and for the easternmost driveway with the submittal of plans for ~~Phase II~~ the Northeast Deck, ~~or six months following the vacation of Fry's from the site, whichever comes first.~~ RREEF shall dedicate the property and construct the eastern portion serving as a turn lane into the Northeast Deck ~~lower level parking driveway~~ per plans approved by the City in connection with the construction of ~~Phase I~~ the Northeast Deck. Also ~~in~~ in connection with the construction of ~~Phase II~~ the Northeast Deck, RREEF shall construct the portion adjacent to the Cedar Way extension.

6. Condition No. 48: Marine Avenue-Cedar Way

Proposed Refinement: The existing driveway access at Marine Avenue and Cedar Way shall be improved to provide one or two inbound lanes and three outbound lanes, and shall be designated to accommodate emergency vehicle access. The widening shall include all related public and private improvements, and dedication of land if necessary, to accommodate the improvements. RREEF shall submit plans for the improvements to the Public Works, Fire, Police and Community Development Departments and the City Traffic Engineer, for review and approval, with the submittal of the plans for Phase I. RREEF shall construct the improvements per the

plans approved by the City prior to the issuance of the final a certificate of occupancy for the Northeast Parking Deck~~Phase I~~.

7. Condition No. 50(q): Traffic, Circulation, and Parking Plan

Proposed Refinement: The North Parking Structure shall include a stairway and elevator ~~on~~ in the western side half of the parking deck to provide external access to all parking levels.

8. Condition No. 50(r): Traffic, Circulation, and Parking Plan

Proposed Refinement: The North Parking Structure shall be limited to G+2, with level 2 set back ~~90~~ a minimum of 177 feet from the eastern boundary of the Hacienda building property line, and the western edge of the parking structure's footprint set back no less than 112 feet from the eastern boundary of the Hacienda building property line (so that the western-most ~~90~~ 60 feet of the parking structure essentially is capped at G+1).

9. Condition No. 50(s): Traffic, Circulation, and Parking Plan

Proposed Refinement: A minimum of 580 total ~~Thirty additional~~ parking spaces shall be provided in the Northeast Parking Deck and on the west side of ~~in the~~ lower level culvert parking lot ~~with pedestrian access to the 3500 Sepulveda building.~~

Consistency with Required Findings

1. The proposed location of the use is in accord with the objectives of this title and the purposes of the district in which the site is located.

As detailed in City Council Resolution No. 14-0026, the Project Site is located within Area District II and, with the exception of the northwest portion of the Project Site, is zoned Community Commercial (CC).⁴ The purpose of the CC zoning district is to provide sites for planned commercial centers that contain a wide variety of commercial establishments, including businesses selling home furnishings, apparel, durable goods and specialty items generally having a city-wide market area. CC zoning permits retail support facilities such as entertainment and eating and drinking establishments, subject to certain limitations to avoid adverse effects on adjacent uses. When it approved the MUP, the City Council concluded that the Project was consistent with the purposes of the CC zone.

The Refined Conditions will ensure that the Project continues to be consistent with the purposes of the CC zone. Importantly, the Refined Conditions will help facilitate the implementation of the Macy's Consolidation in the first phase of Project construction to ensure its completion as a vital Project component. Accelerating the Macy's Consolidation will further improve the viability of a wide variety of uses, such as retail, services, restaurants, grocery store, banks and offices that will continue to be provided on the Project Site. Also, implementing the Macy's Consolidation in the first phase ensures that the Project will maintain and enhance its character as a planned commercial center that offers a different and complementary shopping experience to downtown Manhattan Beach. This supports consistency with the purposes of the Commercial Districts, as stated in

⁴ The northwest corner of the site (3.6 Acres Fry's site) is zoned General Commercial (CG). The portion of the application relating to that corner is part of the proposed Phase III. The City is not approving Phase III at this time.

Municipal Code Section 10.16.010, because it will provide appropriately located areas consistent with the General Plan for a full range of office, retail commercial, and service commercial uses needed by residents of, and visitors to, the City and region. Facilitating the Macy's Consolidation in the Project's first phase will also strengthen the City's economic base and protect small businesses that serve City residents.

The Project will continue to expand on the wide variety of uses and services already provided the Shopping Center, while providing more diversity and options for the customer. The Refined Conditions do not change the allowed restaurant or medical or dental office square footage limits, and do not amend any Condition related to allowed uses or allowed square footage. The Project's architectural style and design features remain compatible with the existing Shopping Center and the City's beach community character.

One of the purposes of the Commercial Districts is to ensure that the appearance and effects of commercial buildings and uses are harmonious with the character of the area in which they are located. Consistent with the City Council's findings when it approved the Project, the Project will continue to mesh seamlessly with existing structures while also updating the Shopping Center aesthetic by providing contemporary architecture. The Project buildings are consistent in height with the existing buildings, and the refined parking structures are architecturally designed to reflect the rhythm and design features of the commercial buildings.

Another one of the purposes of the Commercial Districts is to ensure the provision of adequate off-street parking and loading facilities. The Project now contemplates providing a total of 2,738 spaces within the parking garages and surface parking lots, resulting in a parking ratio of 4.23 spaces per 1,000 square feet of GLA, as compared to the prior plan's parking supply of 2,712 spaces at ratio of 4.16 spaces per 1,000 square feet. The Refined Conditions facilitate development of the Project as currently contemplated and help improve overall traffic circulation within the Project site to increase the convenience and overall experience of the public when visiting the Shopping Center.

Finally, the Refined Conditions will not impact (and will, in some cases, enhance) the Project's consistency with each of the eleven development criteria outlined in the Sepulveda Boulevard Development Guide. The Project will still provide reciprocal access, right-turn pockets, driveway throats, sidewalk dedication, and appropriate building orientation, while ensuring positive visual aesthetics and pedestrian access and minimizing residential nuisances. Further, the Project will continue to utilize appropriate landscaping and signage and will underground new construction utilities.

- 2. The proposed location of the use and the proposed conditions under which it would be operated or maintained will be consistent with the General Plan; will not be detrimental to the public health, safety or welfare of persons residing or working on the proposed project site or in or adjacent to the neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the city.***

The Project is Consistent with the General Plan

The Shopping Center is designated "Manhattan Village and General Commercial" in the Land Use Element of the City of Manhattan Beach General Plan. This designation reflects the unique nature of the subject property as the largest retail development in the City. When it approved the Project, the City Council concluded that the Project was consistent with the Goals and Policies outlined in the City's General Plan. As explained below, the refinements to the Conditions will not impact this prior consistency determination and will facilitate the enhancement of the Project's consistency with the General Plan's five categories of Goals and Policies.

1. Land Use

The Revised Conditions help facilitate the development of the Macy's Consolidation in the Project's first construction phase. The Macy's Consolidation ensures that the Shopping Center will maintain its viability as a regional serving shopping district pursuant to General Plan Land Use Goal 8. Further, given the efforts to promote the expansion of the anchor tenants (including by moving forward with the Macy's Consolidation in the Project's first phase), the Project will preserve and enhance the features of a planned commercial center, thereby preserving the unique features of this commercial neighborhood and not intruding on the unique features of other commercial neighborhoods.

The Project design will continue to utilize quality materials and continue to provide visually interesting architecture, while facilitating a diverse mix of uses and services that residents and patrons can enjoy year round.

The Project, including the refined buildings and open space areas reflected in the Updated Site Plan, continues to create hubs of activity that are mindful of resource usage such as landscape placement and facilitate community gathering places that reflect the unique culture of the city. The refined Project design continues to utilize buffer zones, appropriately located uses, and smart site planning to ensure compatibility with surrounding land uses. Further, the Project continues to provide a wide range of lease depths, square footages, and locations to encourage both national retailers as well as local business owners to locate at the Shopping Center.

In addition, the City Council previously determined that the design and operational Project components regarding noise, lighting, signage, odors, parking, architectural articulation, and circulation are consistent with the Sepulveda Development Guide and are either a part of the Project or the subject of Conditions to limit any potential impacts. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures that limit these potential impacts.

For all of these reasons, the Project remains consistent with the Land Use Goals and Policies identified by the City Council when approving Resolution No. 14-0026.

2. Infrastructure

When approving the Project, the City Council recognized that the Project includes significant upgrades to either maintain or improve the supporting infrastructure and utility systems and provides solutions that facilitate circulation for pedestrians, bicyclists, mass transit riders and cars, treat storm water run-off on-site to the degree feasible, and manage the frequency and location of cars and service trucks during both construction and operation of the Shopping Center.

The Refined Conditions insure that the proposed on- and off-site improvements will result in significantly improved on- and off-site traffic circulation and parking during each of the Project's construction phases. The Project will continue to unite the Fry's and other Shopping Center parcels and improve traffic circulation for cars, bikes and pedestrians. The Refined Conditions will ensure that each of these improvements occurs at the appropriate time during Project construction.

The Project will continue to utilize bio-filtration, landscaping, and Best Management Practices during construction to reduce soil loss, sedimentation and dust/particulate matter air pollution, all of which support consistency with the Infrastructure Goals and Policies identified in Resolution No. 14-0026. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures that ensure these protections.

3. Community Resources

When approving the Project, the City Council found that (1) building the Project to a U.S. Green Building Council Leadership in Energy and Environmental Design (LEED) Silver or equivalent standard, (2) protecting and enhancing of existing landscape and mature trees, and (3) enhancing and promoting of alternative transportation to and from the Shopping Center, all supported the Project's consistency with the applicable Community Resources Policies. The City Council further determined that the Project's additional sustainable and energy-efficient Project components including (1) potable water use reduction of at least 20%, (2) Electrical Vehicle charging stations, (3) reduction in the use of utilities, and (4) minimized generation of non-recyclable waste further supported such consistency. The Project will continue to incorporate these community resource enhancing features, ensuring continued consistency with the applicable policies. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures that support consistency with the applicable Community Resources Policies.

4. Community Safety

The Project will continue to be consistent with the Community Safety policies. The Project will utilize private security guards that will coordinate closely with the City Police Department and regular security patrols will be tailored to the Project. Further, there are no modifications to those Adopted Conditions that require the Project to (1) comply with City Fire Department requirements to insure that bridge heights, building heights and roadway widths allow emergency vehicle access safely throughout the Project site; and (2) provide adequate water distribution and ensure supply facilities have adequate capacity and reliability to supply both everyday and emergency fire-fighting needs. Response times for both Police and Fire will continue to meet or exceed current levels. The Refined Conditions will not change any of the Project design features, Adopted Conditions, or EIR Mitigation Measures designed to ensure and enhance community safety.

5. Noise Element

The Project will continue to be consistent with the General Plan's noise element. The Refined Conditions will not implicate any of the design features, Adopted Conditions, or EIR mitigation measures included in the Project's approval adopted to ensure that there would be no unmitigated construction or operational impacts on surrounding commercial and residential receptors. There is no request to modify the limited construction hours, and construction will still be phased to minimize synergistic noise that could exceed codified standards.

There will be no Detriment to Public Health, Safety or Welfare of Persons Residing or Working on the Proposed Project Site or in or Adjacent to the Neighborhood of Such Use, or to Properties or Improvements in the Vicinity or to the General Welfare of the City

In approving the Project, the City Council concluded that the Project, as conditioned (including the construction and the on-going physical and operational upgrades associated with tenant improvements and redevelopment across the entire Project Site), was designed to minimize impacts to neighboring uses and would not be detrimental to properties or improvements in the vicinity or to the general welfare of the City.

Project features continue to include appropriate scale, layout, massing, articulation, height, architectural design and details of the buildings, parking structures, lighting design, signage design, LEED sustainability or equivalent features, as well as pedestrian, bike, and transit linkages all of which are intended to ensure compatibility with surrounding uses. The Refined Conditions ensure that these features will be implemented at the appropriate times and places to coincide with the

various construction phases. The Refined Conditions will not diminish protections in the Project's design, Adopted Conditions, or EIR Mitigation Measures implemented to ensure that there are no detrimental impacts as a result of the following: lighting modifications, removal of obsolete pole signs, reduction of visual impact of parking structures, Project phasing, architectural detail review, land use compatibility, alcohol service and square footage limits, fire emergency response upgrades, improved security features, improved on- and off-site pedestrian, bike and transit linkages, parking management programs, traffic, parking and circulation improvements, trash enclosures improvements, and utility upgrades.

Further, the Adopted Conditions continue to ensure that there are no detrimental impacts through off-site improvements to the surrounding roadway network and the still-contemplated roadway dedication, improvements, and fair-share contributions will improve the regional roadway networks surrounding and servicing the Project site. As previously concluded by the City Council, these improvements will enhance safety, better accommodate emergency vehicles, improve flow of traffic, and improve the regional transportation network on surrounding arterials. The Refined Conditions ensure that these improvements occur at the appropriate time during the Project's construction.

In addition, the Project continues to be sensitive to nearby properties with respect to aesthetic design, site planning, building layout, and parking structures, and the Project design, Adopted Conditions, and EIR Mitigation Measures related to traffic, parking, noise, security, landscaping, lighting, signage, utilities, and other provisions will continue to ensure that the Project will not adversely impact nearby properties. The Refined Conditions do not require changes to those Adopted Conditions or Project design features designed to minimize impacts to neighboring uses, and, as such, the Project will not be detrimental to public health, safety or welfare of persons residing or working on the Project Site or in or adjacent to the neighborhood of that Site.

3. The proposed use will comply with the provisions of this title, including any specific condition required for the proposed use in the district in which it would be located.

The Refined Conditions will not impact the Project's compliance with Title 10 of the Municipal Code. As explained above, existing and proposed improvements authorized by the MUP will be developed in accordance with the purpose and standards of the CC zone. The Project continues to propose a variety of retail, restaurant, office, and specialty uses and continues to contemplate parking and landscaping at a rate above that required by the Municipal Code. Finally, the Project phasing adjustments to develop the Macy's Consolidation in the first phase ensures consistency with Municipal Code Section 10.16.010, which provides that the CC zone shall be for planned commercial centers and that entertainment and eating and drinking facilities shall be for support, not primary uses. For additional support for the Project's consistency with this Finding, see the discussions above for Finding 1 and Finding 2.

4. The proposed use will not adversely impact nor be adversely impacted by nearby properties. Potential impacts are related but not necessarily limited to: traffic, parking, noise, vibration, odors, resident security and personal safety, and aesthetics, or create demands exceeding the capacity of public services and facilities which cannot be mitigated.

The Project will not result in adverse impacts to nearby properties and will be sensitive to nearby properties with respect to aesthetic design, site planning, building layout, and parking structures. The Project EIR fully analyzed the potential environmental impacts of the Project and determined that the Project would not have the potential to create a significant environmental effect on any environmental resource except with respect to aesthetics/visual quality (construction and operation), light/glare (construction and operation), construction-related regional air emissions, hazards and

hazardous materials (construction and operation), construction noise, fire protection (construction and operation), police protection (construction and operation), and construction-related traffic and parking. With respect to these potentially significant impacted areas and resources, the EIR identified feasible mitigation measures that would reduce each impact to a less than significant level. Further, as detailed in the Addendum prepared in the context of the Director's 2016 approval of the substantially similar site plan, all impacts from the Updated Site Plan are the same as, or less than, the impacts of the Project as previously approved. The Refined Conditions do not require any changes to any Adopted Conditions or EIR Mitigation Measures that would diminish these protections. As such, the Project remains consistent with this Finding.

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