



MASTER APPLICATION FORM

CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT

#001814-0068

Office Use Only
Date Submitted: 5/10/17
Received By: [Signature]
F&G Check Submitted: [Signature]

To Rafael

1180-1200 Rosecrans Avenue, and 2600-3600 Sepulveda Blvd known as Manhattan Village Shopping Center.

Project Address

See Attached

Legal Description

Commercial

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

General Plan Designation

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

Project located in Appeal Jurisdiction

Project not located in Appeal Jurisdiction

☐ Major Development (Public Hearing required)

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

☐ Minor Development (Public Hearing, if requested)

☐ No Public Hearing Required

Submitted Application (check all that apply)

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

Trust Deposit
(To be submitted 5/16/17)

\$4,972
\$70

Fee Summary: (See fees on reverse side)

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

Receipt Number: _____ Date Paid: _____ Cashier: _____

Applicant(s)/Appellant(s) Information

Cheryl Hines

Name

2141 Rosecrans Ave., Suite 6100, El Segundo, CA 90245

Mailing Address

Owner Representative and Development Manager

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

Cheryl Hines, Sr. Project Manager, JLL

424-398-9946 / cheryl.hines@am.jll.com

Contact Person (include relation to applicant/appellant)

Phone number / email

2141 Rosecrans Avenue, Suite 6100, El Segundo, CA 90245

Address

424-398-9946 / cheryl.hines@am.jll.com

Applicant(s)/Appellant(s) Signature

Phone number / email

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

Amend certain Manhattan Village Shopping Center Master Use Permit Conditions of Approval (Resolution 14-0026)

See attached Project Description.

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

OWNER'S AFFIDAVIT

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

STATE OF ~~CALIFORNIA~~ Georgia
COUNTY OF ~~LOS ANGELES~~ Cherokee

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

Signature of Property Owner(s) - (Not Owner in Escrow or Lessee)

D.J. Saunders
Print Name

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

404-239-1105 - joseph.saunders@db.com
Telephone/email

Subscribed and sworn to (or affirmed) before me this 10th day of May, 2017

by D.J. Saunders, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.




Signature B. Carol Knaggs
Notary Public

Fee Schedule Summary

Below are the fees typically associated with the corresponding applications. Additional fees not shown on this sheet may apply - refer to current City Fee Resolution (contact the Planning Division for assistance.) Fees are subject to annual adjustment. June 16, 2021

Submitted Application (circle applicable fees, apply totaling fee shown on application)

Coastal Development Permit

Public hearing - no other discretionary approval required: \$ 4,727 
Public hearing - other discretionary approvals required: 2,083 
No public hearing required - administrative: 1,287 

Use Permit

Use Permit: \$ 6,207 
Master Use Permit: 9,578 
Master Use Permit Amendment: 4,972 
Master Use Permit Conversion: 4,564 




Variance

Filing Fee: \$ 6,001 

Minor Exception


Without notice: \$ 1,434 
With notice: 1,929 

Subdivision

Certificate of Compliance: \$ 1,604 
Final Parcel Map + mapping deposit: 520
Final Tract Map + mapping deposit: 720
Mapping Deposit (paid with Final Map application): 500
Merger of Parcels or Lot Line Adjustment: 1,119
Quimby (Parks & Recreation) fee (per unit/lot): 1,817
Tentative Parcel Map (4 or less lots / units) No Public Hearing: 1,291
Tentative Parcel Map (4 or less lots / units) Public Hearing: 3,511 
Tentative Tract Map (5 or more lots / units): 4,007 

Environmental Review (contact Planning Division for applicable fee)

Environmental Assessment (no Initial Study prepared): \$ 215
Environmental Assessment (if Initial Study is prepared): 3,040
Fish and Game/CEQA Exemption County Clerk Posting Fee²: 75

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

\$ 70

² Make a separate \$75 check payable to LA County Clerk, (DO NOT PUT DATE ON CHECK)



ENVIRONMENTAL INFORMATION FORM

(to be completed by applicant)

CITY OF MANHATTAN BEACH
COMMUNITY DEVELOPMENT DEPARTMENT

Date Filed: May 11, 2017

APPLICANT INFORMATION

Name: JLL
Address: 2141 Rosecrans Avenue, Suite 6100, El Segundo, CA 90245
Phone number: 424-398-9946
Relationship to property: Owner's agent and
development manager

Contact Person: Cheryl Hines
Address: 2141 Rosecrans Avenue, Suite 6100, El Segundo, CA 90245
Phone number: 424-398-9946
Association to applicant: Sr, Project Manager, JLL

PROJECT LOCATION AND LAND USE

Project Address: 1180 & 1200 Rosecrans Ave., 2600-3600 Sepulveda Blvd (also known as Manhattan Village Shopping Center)
Assessor's Parcel Number: see attached
Legal Description: see attached
Area District, Zoning, General Plan Designation: Area District 2, General Commercial and Community Commercial
Surrounding Land Uses:
North Rosecrans Avenue, commercial West Sepulveda Blvd, commercial.
South Marine Avenue, commercial, residential East Village Drive, office, parking, residential
Existing Land Use: Manhattan Village Shopping Center (retail, office, restaurant)

PROJECT DESCRIPTION

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

If Commercial, indicate orientation (neighborhood, citywide, or regional), type of use anticipated, hours of operation, number of employees, number of fixed seats, square footage of kitchen, seating, sales, and storage areas: existing regional and community retail, office and service with uses that operates from 6 am to midnight. The allowed uses and maximum square footage is specified in Resolution 14-0026 dated 2/2/2014.

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

Removed/

	<u>Existing</u>	<u>Proposed</u>	<u>Required</u>	<u>Demolished</u>
Project Site Area:	<u>44 acres</u>	<u>44 acres</u>	<u>N/A</u>	<u>N/A</u>
Building Floor Area:	<u>763,933 sf</u>	<u>763,933 sf</u>	<u>N/A</u>	<u>N/A</u>
Height of Structure(s)	<u>22-43 '</u>	<u>22-43'</u>	<u>N/A</u>	<u>N/A</u>
Number of Floors/Stories:	<u>1-4 floors</u>	<u>1-4 floors</u>	<u>N/A</u>	<u>N/A</u>
Percent Lot Coverage:	<u>40%</u>	<u>40%</u>	<u>N/A</u>	<u>N/A</u>
Off-Street Parking:	<u>2,738 spaces</u>	<u>2,738 spaces</u>	<u>2,669 spaces</u>	<u>N/A</u>
Vehicle Loading Space:	<u>21 spaces</u>	<u>21 spaces</u>	<u>N/A</u>	<u>N/A</u>
Open Space/Landscaping:	<u>224,090 sf</u>	<u>224,090 sf</u>	<u>N/A</u>	<u>N/A</u>

Proposed Grading:

Cut 23,775 cy Fill 13,150 cy Balance 10,625 cy Imported 0 Exported 10,625 cy
(cut)

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

<u>Yes</u>	<u>No</u>	
<u> </u>	<u> X </u>	Changes in existing features or any bays, tidelands, beaches, lakes, or hills, or substantial alteration of ground contours?
<u> </u>	<u> X </u>	Changes to a scenic vista or scenic highway?
<u> </u>	<u> X </u>	A change in pattern, scale or character of a general area?
<u> </u>	<u> X </u>	A generation of significant amount of solid waste or litter?
<u> </u>	<u> X </u>	A violation of air quality regulations/requirements, or the creation of objectionable odors?
<u> </u>	<u> X </u>	Water quality impacts (surface or ground), or affect drainage patters?
<u> </u>	<u> X </u>	An increase in existing noise levels?
<u> </u>	<u> X </u>	A site on filled land, or on a slope of 10% or more?
<u> </u>	<u> X </u>	The use of potentially hazardous chemicals?
<u> </u>	<u> X </u>	An increased demand for municipal services?
<u> </u>	<u> X </u>	An increase in fuel consumption?
<u> X </u>	<u> </u>	A relationship to a larger project, or series of projects?

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

This applicaiton is related to the Manhattan Village Shopping Center.

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

Signature: Digitally signed by Cheryl Hines
DN: cn=Cheryl Hines, ou=JLL, ou=PDS, email=cheryl.hines@am.jll.com, c=US
Date: 2017.05.11 08:13:43 -07'00'

Prepared For: Owner

Date Prepared: 5/8/17

Revised 7/97

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~~ 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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EXHIBIT "A"

LEGAL DESCRIPTION

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

PARCEL 1:

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

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

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

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PARCEL 2:

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

PARCEL 3:

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

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

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

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

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PARCEL 4:

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

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

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

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

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

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

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

PARCEL 5:

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

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

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

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

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

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

PARCEL 6:

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

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

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

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

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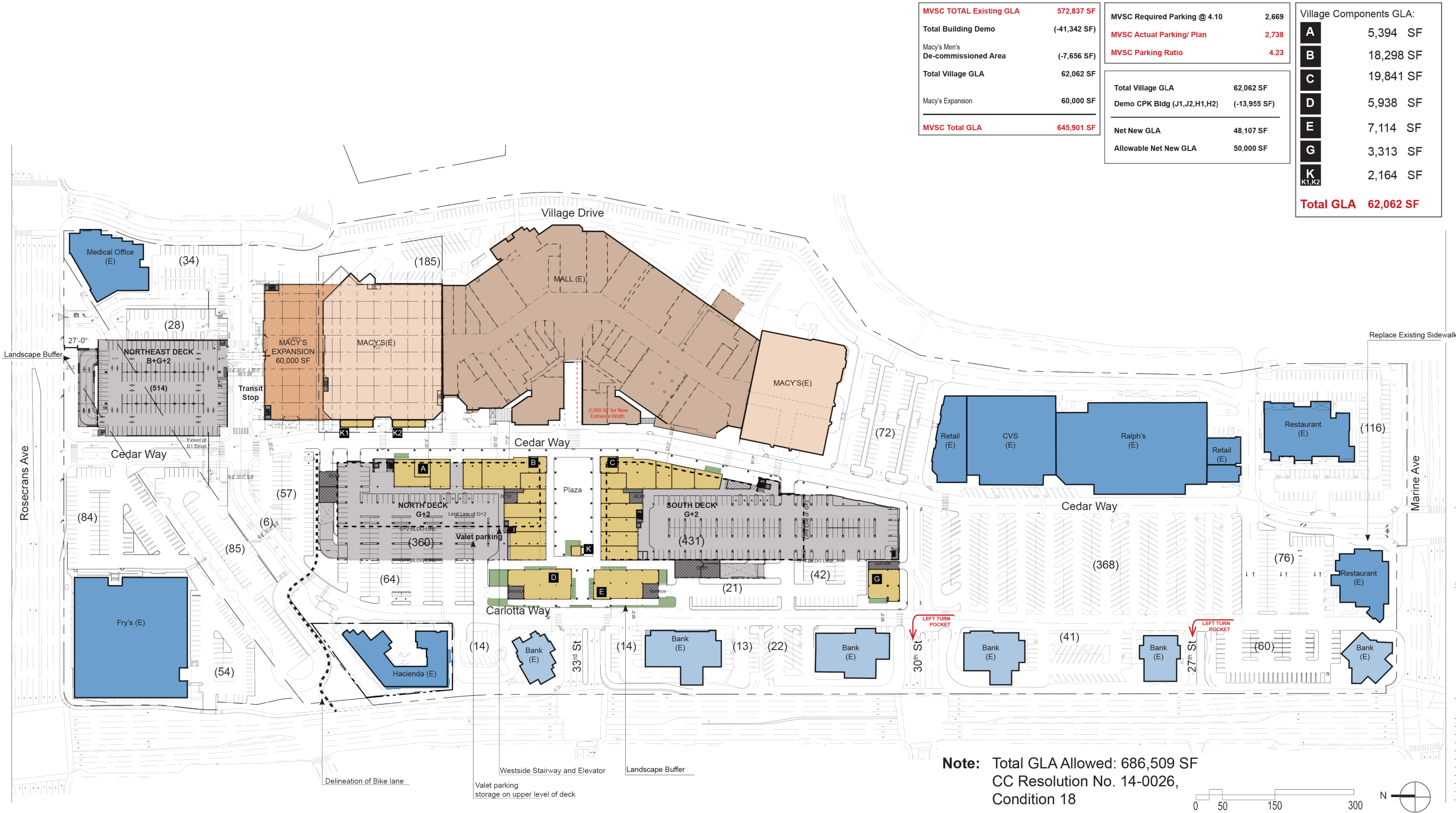
SAID LAND IS NOW KNOWN AS BEING A PORTION OF PARCEL 1 OF PARCEL MAP NO.23389, IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 260, PAGES 28 THROUGH 31, OF PARCEL MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

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

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