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Submitted in PLUM Committee
Council File No: 11-0106
Item No.: 2
Deputy: Applicant

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2

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February 22, 2011

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BY HAND DELIVERY

Planning and Land Use Management Committee
Honorable Ed Reyes, Chair
Honorable Jose Huizar
Honorable Paul Krekorian
200 North Spring Street
Los Angeles, California 90012

Re: Wilshire Grand Redevelopment Project – CPC-2009-3416-DA-TDR-CUB-CU-
CUW-ZV-SN-ZAD-SPR-GB; ENV-2009-1577-EIR-GB

Dear Councilmembers:

We represent Hanjin International Corporation (the "Applicant") with respect to the Wilshire Grand Redevelopment Project at 930 Wilshire Boulevard (the "Project"). We look forward to presenting the Wilshire Grand Redevelopment Project to you on February 22, 2011.

Part I of this letter describes the key aspects of Applicant's appeal of the City Planning Commission's December 16, 2010 partial disapproval of the proposed Figueroa and 7th Signage Supplemental Use District (the "Sign District").

Part II of this letter describes two modifications to the Development Agreement requested by the Applicant.

Part III responds to the January 14, 2011 appeal filed by Brookfield Office Properties and its affiliates ("Brookfield") of the City Planning Commission's December 16, 2010 approval of various entitlements for the Project (the "Brookfield Appeal"), as well as Brookfield's February 17, 2011 letter regarding the Project.

Part IV responds to the February 16, 2011 and February 19, 2011 letters submitted on behalf of 1000 Wilshire Boulevard.

Honorable Ed Reyes, Chair
Honorable Jose Huizar
Honorable Paul Krekorian
February 22, 2011
Page 2

I. THE CITY COUNCIL SHOULD GRANT THE APPLICANT'S APPEAL AS TO THE SIGN DISTRICT

At its December 16, 2010 hearing, the City Planning Commission modified certain features of the Sign District, thereby reducing the signage program. The Applicant has appealed the City Planning Commission's modifications to restore the signage program predominantly as originally proposed by the Applicant.

Specifically, the Applicant requests that the City Council (i) restore the Large-Scale Architectural Lighting and Integral Large-Scale Architectural Lighting within Vertical Sign Zone 3 as recommended by the Planning Department; (ii) increase the permitted size of Scrolling News Ribbon Signs; (iii) decrease the required distances between individual lighting components of Integral Electronic Display Signs and Integral Large-Scale Architectural Lighting; and (iv) increase the maximum coverage of signs in Vertical Sign Zone 2.

The Applicant respectfully requests that the City Council reverse the City Planning Commission's modifications to these aspects of the Sign District.

A. Large-Scale Architectural Lighting and Integral Large-Scale Architectural Lighting Should be Permitted Within Vertical Sign Zone Level 3.

The Applicant requests that the City Council follow the Planning Department's recommendation and permit Large-Scale Architectural Lighting and Integral Large-Scale Architectural Lighting in Vertical Sign Zone Level 3 of Sub-Districts A-1, A and B. Although the Planning Department staff recommended approval of this proposal, the City Planning Commission modified the Sign District to prohibit this type of lighting in Vertical Sign Zone Level 3.

Vertical Sign Zone Level 3 ranges from 150 feet above ground level or the top of the podium roof line, whichever is lower to Level 4. This type of architectural lighting in this particular zone is designed to connect Sign Zone Levels 2 and 4 and to accentuate the Project's architectural characteristics and create an iconic building. Text, logos and messages would not be permitted in Level 3.

Therefore, the Applicant requests that the City Council modify this provision of the Sign District to permit Large-Scale Architectural Lighting and Integral Large-Scale Architectural Lighting in Vertical Sign Zone Level 3 of Sub-Districts A-1, A and B.

Honorable Ed Reyes, Chair
Honorable Jose Huizar
Honorable Paul Krekorian
February 22, 2011
Page 3

B. The Permitted Sizes of Signs Should be Revised in Sub-District B.

The City Planning Commission restricted the size of signs in Sub-District B (the area generally facing Francisco Street). The Applicant requests that the City Council increase the square footage of permitted signs in Sub-District B from 450 square feet in area to 1,200 square feet. The City Planning Commission also restricted the type of signage to Scrolling News Ribbon signs. The Applicant requests that the City Council permit Integral Electronic Displays and Scrolling News Ribbon signs in Sub-District B, Level 2. In addition, the Applicant requests that the City Council clarify the Sign District to allow signs in Sub-District B to wrap around a corner and have frontage on more than one street.

The Scrolling News Ribbon and Integral Electronic Display Signs are an important part of a lively, pedestrian-oriented Sign District. The additional square footage is required to enhance the integration of signage and overall appearance of the Project, increase activity and enhance the pedestrian experience.

The Applicant therefore requests that the City Council increase the square footage of permitted signs in Sub-District B from 450 square feet in area to 1,200 square feet and clarify the Sign District to allow signs in Sub-District B to wrap around a corner and have frontage on more than one street.

C. The Distance Between Individual Lighting Components of Integral Electronic Display Signs and Integral Large-Scale Architectural Lighting Should be Decreased.

The Sign District approved by the City Planning Commission requires 12 inches of clear space between individual lighting components. However, this requirement will interfere with the Integral Electronic Display Signs and Integral Large-Scale Architectural Lighting Signs' effectiveness and design, which require closer spacing inherent to its technology.

Based on the technology and to allow for variations in installation, a separation of 6 inches is more appropriate. The Applicant therefore requests that the City Council reduce the minimum clear space between individual lighting components from 12 inches to 6 inches.

D. The Maximum Areas for Integral Displays Should be Increased.

The Sign District recommended by the City Planning Commission places inappropriate size restrictions on Integral Electronic Displays, which will not allow for complete integration of the signage in the building façade as intended by the Applicant. The

Honorable Ed Reyes, Chair
Honorable Jose Huizar
Honorable Paul Krekorian
February 22, 2011
Page 4

Applicant therefore requests that the minimum Integral Electronic Display size be decreased to 300 square feet. In addition, the Applicant requests that the maximum area of Integral Electronic Signs be increased to the following totals: (i) 16,000 square feet on the 7th Street frontage, (ii) 8,000 square feet on the Wilshire Boulevard frontage, (iii) 4,500 square feet at the corner of Wilshire Boulevard and Figueroa Street, (iv) 3,600 square feet on Francisco Street, (v) 3,000 square feet on Francisco Street at the corner of Wilshire Boulevard (including the scrolling news ribbon area), and (vi) 1,500 square feet on Francisco Street at the corner of 7th Street (also including the scrolling news ribbon area).

E. **The Maximum Coverage of Signs in Vertical Sign Zone 2 Should be Increased.**

The City Planning Commission placed inappropriate limitations on the maximum coverage of signs in Vertical Sign Zone 2, which will not allow for complete integration of the signage in the building façade. The Applicant requests that the City Council permit Signs in Vertical Sign Zone 2 cover up to 80 percent of the combined façade area, as opposed to the maximum 40 percent recommended by the City Planning Commission.

II. **THE CITY COUNCIL SHOULD MODIFY THE DEVELOPMENT AGREEMENT AS REQUESTED BY THE APPLICANT**

A. **The Development Agreement Effective Date Should Coincide with the Effective Date of the Project's Tract Map.**

The City Planning Commission recommended that the Development Agreement's Effective Date be the date that the City Clerk attests to the Development Agreement, which would be many months after the Applicant's rights were vested by the submittal of a vesting tentative tract map. In order to provide consistency between the submittal of the tract map and the term of the Development Agreement, the Effective Date should be the same date that the vesting under the tentative tract map became effective, which is 30 days after the tract map application was filed.

B. **The Development Agreement Should Provide for the Applicant to Receive an Estoppel Certificate.**

The Applicant requested that the Development Agreement include a provision requiring the City to provide an estoppel certificate to potential lenders or transferees. This estoppel certificate provision is common in most development agreements. The City Planning Commission recommended the deletion of the estoppel certificate provision

Honorable Ed Reyes, Chair
Honorable Jose Huizar
Honorable Paul Krekorian
February 22, 2011
Page 5

from the Development Agreement. The Applicant requests that the City Council include the estoppel certificate provision in the Wilshire Grand Development Agreement.

III. BROOKFIELD'S APPEAL IS WITHOUT MERIT AND SHOULD BE DENIED IN ITS ENTIRETY

Long before the Draft EIR was circulated for public comment, the Applicant reached out to Brookfield executives, briefed them on the proposed Project and invited discussion of any concerns that Brookfield might have regarding the Project. Brookfield never responded to this invitation. Brookfield did not attend the public scoping meetings held on July 23, 2009 and November 19, 2009 nor provide any comments on the scope of the Draft EIR. Brookfield did not comment on the Draft EIR during the public comment period. Brookfield did not testify at the Planning Department's combined public hearing on the tract map and other entitlements held on November 3, 2010, nor did Brookfield provide any written comments to the Planning Department regarding the Project or its environmental impacts before its letter on December 15, 2010 to the City Planning Commission, the day before the public hearing.

Despite the fact that the public comment period for the Draft EIR closed on August 23, 2010, Brookfield waited until the day before the City Planning Commission's December 16, 2010 public hearing to submit 49 comments in an 18 page letter, including a traffic consultant's letter. As part of its appeal, Brookfield submitted 134 comments on the Project and the EIR. Despite Brookfield's intentional abuse of the CEQA and land use entitlement procedures, the Planning Department responded to all of these comments in the Additional Responses to Comments issued on February 18, 2011.

None of the issues raised by Brookfield have merit and the Brookfield Appeal should be denied.

In its December 15, 2010 letter to the City Planning Commission, in its appeal and in yet another letter dated February 17, 2011, Brookfield requested that the Project be conditioned or modified in specific ways. These conditions range from the unnecessary, unreasonable, infeasible and illegal.

For example, in an effort to prevent competition, Brookfield asks the City to limit use of the Project's spa and fitness center to "onsite patrons rather than drawing patrons from outside the Project site." (Proposed Condition 75A in February 17, 2011 letter.) Brookfield clearly wishes to prevent the Project from competing with the gym and spa located at Brookfield's 7th+Fig retail center. In addition, Brookfield asks the City to control the parking rates at the Project so that they match the parking rates at Brookfield's

Honorable Ed Reyes, Chair
Honorable Jose Huizar
Honorable Paul Krekorian
February 22, 2011
Page 6

property for a twenty year period, thereby preventing the Project's parking from competing with the parking structure at the Brookfield properties. These requests potentially violate antitrust and other laws preventing anti-competitive behavior in the marketplace. Other requests by Brookfield were previously determined by LADOT and the Planning Department to be infeasible or inconsistent with existing standards. For example, Brookfield asked that the City (i) install a third left turn lane from eastbound Wilshire Boulevard turning north on Figueroa Street, (ii) approve an exit from the Project onto Figueroa Street, and (iii) install a traffic signal on Wilshire Boulevard between Francisco Street and Figueroa Street to improve the exit from the Brookfield property at 601 Figueroa Street. Despite the fact that Brookfield did not present these issues at the proper time (i.e., during the scoping process or the public comment period for the EIR), the Applicant has spent over 14 months exploring these and other proposals with LADOT. LADOT has previously rejected all of the Brookfield proposals as infeasible.

Furthermore, many of the Brookfield requests are unreasonable. For example, to address the issue of noise from the helistop, Brookfield asks the City to determine a fixed flight path to minimize noise for its buildings. In doing so, Brookfield ignores the fact that the City cannot regulate air traffic, due to federal regulations and the imperative that pilots must ultimately determine the flight path based on weather conditions and other factors affecting safety. Similarly, Brookfield's request that the City require the helistop operator to obtain the approval from the Brookfield property manager as to helicopter flight schedule is similarly unreasonable. The helistop operations cannot be dictated by a neighboring property owner and the City cannot delegate its authority to monitor mitigation measures to a private party. The flight path outlined in the Draft EIR was developed by a recognized aviation expert and took into account known regulatory requirements.

The Applicant's detailed responses to these additional requests are attached as Exhibit A.

IV. THE FEBRUARY 16 AND FEBRUARY 19, 2011 LETTERS FROM 1000 WILSHIRE FAIL TO RAISE ANY SUBSTANTIAL ISSUES

A. The Additional Responses to Comments Addresses the Sunnyvale Case.

By letter dated February 16, 2011, counsel to the owners of 1000 Wilshire argued that the Wilshire Grand EIR was inadequate because it did not analyze the Project impacts against existing conditions as required by the recent case *Sunnyvale West Neighborhood Assn. v. City of Sunnyvale* (6th District Court of Appeals, December 16, 2010).

Honorable Ed Reyes, Chair
Honorable Jose Huizar
Honorable Paul Krekorian
February 22, 2011
Page 7

The *Sunnyvale* case decision was issued on December 16, 2010. The Draft EIR was published in July 2010 and the Final EIR was published in October 2010. The Project EIR is therefore not subject to the requirements established in the *Sunnyvale* case. However, in order to address the *Sunnyvale* case, the Additional Responses to Comments issued by the Planning Department includes a detailed analysis of traffic, noise, air quality and alternatives impacts of the Project when compared to existing conditions as of the 2009 Notice of Preparation. (See Response to Comment 3-60) The analysis concluded that there would be no new or different traffic impacts. Indeed, with application of the TDM program and mitigation measures, there would be fewer significantly impacted intersections under existing conditions. With respect to noise impacts other than traffic-related noise, all of the analysis was based on Project impacts using existing conditions as the environmental baseline. The analysis was repeated for traffic-related noise using existing conditions and it was concluded that there would be no significant impacts. Similarly, the air quality analysis was conducted using existing conditions and it was concluded that there would be no new significant impacts. Finally, the alternatives were analyzed using an existing condition baseline in accordance with *Sunnyvale* case.¹

B. The February 19, 2011 Letter Does Not Raise Any New Issues.

The majority of the issues raised in the February 19, 2011 letter have been addressed by either the EIR or the Additional Responses to Comments. In an attempt to delay the Project, 1000 Wilshire continues to raise the same issues just days before the public hearing. 1000 Wilshire did not raise these issues during the EIR public comment period even though 1000 Wilshire had ample opportunity to do so during the public comment period or even at the City Planning Commission hearing. Indeed, 1000 Wilshire has not even appealed the City Planning Commission decision.

1000 Wilshire has also requested that the PLUM Committee postpone its hearing to allow the Applicant and LADOT to develop new mitigation measures. The Notice of Preparation for the Project was issued on July 9, 2009, nearly 17 months ago and the Draft EIR, with a complete mitigation package, was published on July 8, 2010. Therefore 1000 Wilshire and Brookfield have had ample time to raise these proposed mitigations prior to the public hearing process. LADOT has already carefully analyzed all of the traffic impacts and exhaustively analyzed numerous traffic and circulation solutions. LADOT adopted mitigation measures to the fullest extent available and feasible. After the City Planning Commission hearing, the Applicant asked LADOT to reconsider several

¹ The February 16, 2011 letter also claims that the capacity of local and regional transit systems (subway and bus) also requires analysis using an existing conditions baseline. Exhibit B attached hereto sets forth the analysis of transit system impacts using a 2009 baseline.

Honorable Ed Reyes, Chair
Honorable Jose Huizar
Honorable Paul Krekorian
February 22, 2011
Page 8

traffic solutions, including a Project egress driveway on Figueroa Street and a third left turn lane from eastbound Wilshire to northbound Figueroa. LADOT has rejected these solutions as infeasible and inconsistent with existing standards. Accordingly, there is no reason to postpone the hearing for more traffic analysis.

1000 Wilshire claims in its letter that it is unclear how many square feet of transferable floor area rights the Convention Center has in total. We understand the Community Redevelopment Agency has advised the Planning Department that the Convention Center has approximately six million square feet of transferable floor area rights, more than enough for the Project.

In addition, 1000 Wilshire claims that the Applicant is not paying the City enough for purchasing the transferable floor area rights. The TFAR payments were calculated in accordance with Sections 14.5.9 and 14.5.10 of the City's TFAR Ordinance, as adopted by City on January 28, 2011 and signed by the Mayor on February 11, 2011. The TFAR payments are predicated on an appraisal completed by the City's Department of General Services. The City's appraisal concluded that the fair-market-value of the Project Site is \$180 per square foot. This equates to TFAR payments totaling \$17.00 per square foot of floor area.

The Applicant will pay \$25.3 million in total consideration for the TFAR (1000 Wilshire incorrectly claimed in its February 19 letter that the Applicant was paying the City only \$17 million). The payments include \$8.9 million to the City's Public Benefit Payment Trust Fund, \$7.4 million in TFAR transfer payments to the City, and \$8.9 million for the direct provision of Public Benefit Payments.

1000 Wilshire's statement that the City is selling floor area for 3-4% of its value is patently false. 1000 Wilshire is incorrectly comparing the value per square foot of "site area" with the value per square foot of "floor area rights".

The Applicant's detailed responses to new EIR-related issues are attached as Exhibit C.

V. THE PLUM COMMITTEE HEARING SHOULD NOT BE CONTINUED

Both 1000 Wilshire and Brookfield have had ample time to raise these issues during the EIR public comment period. The Notice of Preparation for the EIR was circulated for a 30-day review period in 2009 and public scoping meetings were held on July 23 and November 19, 2009. The draft EIR was circulated for 45 days starting on July 8, 2010. Brookfield, however, chose to wait until the day before the City Planning Commission

Honorable Ed Reyes, Chair
Honorable Jose Huizar
Honorable Paul Krekorian
February 22, 2011
Page 9

hearing to raise EIR and project related issues. Brookfield then raised additional issues in its appeal of the City Planning Commission's decision.

1000 Wilshire, which is not an appellant here, waited until the week before the PLUM Committee hearing to barrage this Committee with four separate letters. 1000 Wilshire should have raised the issues during the EIR public comment period, not the week before the scheduled PLUM Committee hearing.

In any event, the Planning Department staff and environmental consultants responded to the nearly 200 comments presented by 1000 Wilshire and Brookfield and issued the Additional Responses to Comments last Friday, leaving 1000 Wilshire and Brookfield ample time to review the responses. The Additional Responses to Comments satisfactorily address all of the issues raised. Therefore, there is no reason to postpone the PLUM Committee hearing.

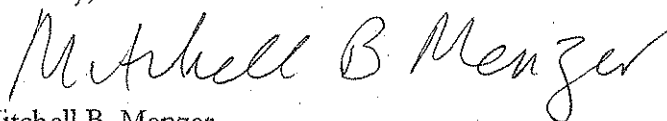
VI. CONCLUSION

The Applicant has proposed a project that is compatible with the community's desires, is supported by the community and satisfies the City's goal for a high quality mixed-use project that will enhance pedestrian activity and revitalize the City's financial core. Additionally, the project as proposed will support the City's substantial investment in the Convention Center by providing new, four-plus star quality hotel rooms that will be available for Convention Center related uses under the terms of a Room Block Agreement. The Applicant believes that the Wilshire Grand Redevelopment Project satisfies all of these important objectives.

Honorable Ed Reyes, Chair
Honorable Jose Huizar
Honorable Paul Krekorian
February 22, 2011
Page 10

For these reasons, we urge the City Council to approve the Wilshire Grand Redevelopment Project by granting the Applicant's appeal and denying the Brookfield Appeal.

Sincerely,



Mitchell B. Menzer
of PAUL, HASTINGS, JANOFISKY & WALKER LLP

cc: Council President Pro Tempore Jan Perry
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Exhibit A

A. Traffic

1. Appeal Section II.A.1.a. *Brookfield proposes that the Applicant protect and preserve 601 S. Figueroa's eastbound access to Wilshire Boulevard by creating a third shared through/left turn lane on eastbound Wilshire Boulevard to northbound Figueroa Street.*

The triple left turn lanes were rejected by the Los Angeles Department of Transportation (the "LADOT") because they would result in a misalignment of the through lanes on Wilshire Boulevard and the required split phasing for the east – west traffic.

2. Appeal Section II.A.1.b. *Brookfield proposes that the Applicant protect and preserve 601 S. Figueroa's eastbound access to Wilshire Boulevard by constructing an egress ramp to Figueroa Street directly from the parking garage underneath the Figueroa Street sidewalk.*

The Figueroa Street direct exit from the Project was rejected by City of Los Angeles Planning Department because of the effects it had on the sidewalk along Figueroa Street and because it would conflict with the adopted Downtown Design Guidelines and street standards.

3. Appeal Section II.A.1.c and II.A.1.d. *Brookfield proposes that the Applicant protect and preserve 601 S. Figueroa's eastbound access to Wilshire Boulevard by (i) restricting cars from turning right on northbound Francisco during the evening peak hour at Wilshire Boulevard, and (ii) preserving the primary southbound lanes and one northbound lane on Francisco Street adjacent to the Project Site.*

These proposals are not feasible and cannot be incorporated into the Project because it would restrict the capacity of the Francisco Street corridor and create capacity impacts on the 7th Street corridor.

4. Appeal Section II.A.2. *Brookfield requests that a condition be added requiring a mezzanine level in the parking garage to accommodate busses, taxis, limos, vanpools, valet and self-parkers so that there will not be an impact on the surrounding roadways.*

This proposal is not necessary because these modes of transportation are already provided in the Project. There is a tour bus loading zone on the Wilshire Boulevard frontage of the Project. Taxis and limousines will have access to the 7th Street vehicle entrance. Vanpools and self-parkers will have access to the Project's parking garage at the Francisco Street entrance. Furthermore, the 7th Street driveway and valet ramps have ample capacity for taxis and cars without causing cars to queue onto 7th Street.

5. Appeal Section II.A.3. *Brookfield requests that a condition be added requiring the dedication of a bus drop off on Wilshire Boulevard with no other loading/unloading or parking allowed in the area.*

The proposed driveway on Wilshire Boulevard would be used as a drop-off area for shuttles and tour buses. This driveway would not be used for valet operation. (See Draft EIR, Figure IV.B-27.)

6. Appeal Section II.A.4. *Brookfield requests that the City require a revised Site Plan with a reconfigured hotel loading dock so as to preclude any backing of trucks onto Francisco Street.*

As noted in the LADOT traffic assessment letter, the Project is already conditioned to ensure that all delivery truck loading and unloading will occur without the vehicles backing onto any adjacent street.

7. Appeal Section II.A.5. *Brookfield requests that the Applicant provide a more detailed Site Plan for the 7th Street entrance/exit to show access for busses, multiple lanes for valet, a self-parking lane for the hotel, and adequate space for passenger loading and unloading.*

Figure I-2 of the Additional Responses to Comments issued on February 18, 2011 depicts the layout and operation of the 7th Street entrance and exit for buses, taxis, valet parking, self parking and passenger loading and unloading.

8. Appeal Section II.A.6. *Brookfield requests that the Project be conditioned to limit the gym to on-site patrons to the exclusion of others.*

The Project Description includes a gym of up to 50,000 square feet. The trip generation figures used in the EIR's traffic analysis analyzed the Project's gym as if it would include off-site patrons. Accordingly, there is no need to limit the gym to on-site patrons only.

B. Parking

1. Appeal Section II.B.1. *Brookfield requests that the City require parking validation for retail/restaurant/fitness center uses at a cost/rate equivalent to that at the parking structure at 7th and Figueroa so as to preclude Project patrons from parking in Brookfield's retail parking structure at 7th and Figueroa.*

The Applicant will not agree to this proposed condition. As explained by Brookfield, as part of the bond financing for the Brookfield parking structure at 7th and Figueroa, Brookfield agreed to validation requirements that it believes are disadvantageous. The Applicant understands, however, that the bonds have been retired and Brookfield may request that the validation requirements be modified. If Brookfield is not satisfied with its agreed-upon validation cost structure, Brookfield should seek modifications of the validation requirements, rather than attempt to force the same agreement upon the Applicant.

2. Appeal Section II.B.2. *Brookfield requests that the Applicant provide adequate valet staffing for large conference room events/multiple events so as to mitigate queuing and back up on surrounding roadways.*

The Project includes 24-hour, seven day a week valet parking services for all hotel related services at the Project's 7th Street entrance. (See Draft EIR, page IV.B-19 and B-49.)

3. Appeal Section II.B.3. *Brookfield requests that the City require the installation of "Park Assist" in the Project's parking garage prior to the issuance of the Certificate of Occupancy for Phase 2 to prevent spillover impacts on surrounding roadways and parking lots.*

The transportation study and the Final EIR for the Project analyzed parking impacts and determined that the specified number of on-site parking spaces would be adequate for parking demand, particularly in light of the Transportation Demand Management program and the availability of public transit at the nearby Metro subway station and numerous public bus lines. As a result, no

significant parking impacts and no spillover impacts on surrounding roadways and parking lots are expected. The "Park Assist" system is therefore not necessary for the Project parking structure.

C. Signage

1. Appeal Section II.C.1. *Brookfield requests that the City impose additional conditions to prevent the signage for the crown of the Project's buildings from being placed lower in height than the top of the tallest buildings adjacent to/ across the street from the Project Site. Specifically, Brookfield requests that the Vertical Sign Zone 4 signage for the hotel building be no lower in height than 100 feet above the 534-foot height of the 725 S. Figueroa Building and the Vertical Sign Zone 4 signage for the office building be no lower in height than 100 feet above the 717-foot height of the 615 S. Figueroa Building [an apparent incorrect reference to the 601 S. Figueroa Building.]*

The Applicant will not agree to this condition. The Supplement Use District ("SUD") as approved by the City Planning Commission limits the brightness in Vertical Sign Zone 4 to 130 candelas per square meter, which the EIR concluded is consistent with downtown office buildings and results in a less than significant impact. In addition, the SUD contains other measures which will mitigate against any adverse effects to the Brookfield buildings from the Vertical Sign Zone 4 signage, including a requirement that maximum output may not exceed 20 lumens per square foot (SUD Section 5.H.1.g).

2. Appeal Section II.C.2. *Brookfield requests that the City delete SUD Section 9 and limit the Maximum Permitted Combined Sign Area Bonus.*

The Applicant will not agree to this condition. The proposed SUD includes appropriate design features, conditions and mitigation measures to reduce the impacts of the signage. The Wilshire Grand sign program and SUD as appealed by the Applicant will provide an aesthetically attractive signage program integrated into the architecture of the Project. The Sign Area Bonus is an important feature because it will result in the removal of unattractive billboards and help beautify Los Angeles.

3. Appeal Section II.C.2.a. *Brookfield requests that if SUD Section 9 is not deleted, that the City requires the total signage square footage not exceed the amount of "illustrated signage area" for each elevation listed and depicted on Sheets. 0.311 to 0.318 of Exhibit F to the December 16, 2010 City Planning Commission Staff Report.*

The Applicant has appealed the City Planning Commission's approval of the sign area in Level 2 as recommended in the December 16, 2010 City Planning Commission Staff Report and the Applicant will not agree to this condition. The area of Integrated Electronic Signage in Level 2 as originally proposed by the Applicant is necessary to create the active and vibrant signage program desired for the Wilshire Grand redevelopment project.

4. Appeal Section II.C.2.b. *Brookfield requests that if SUD Section 9 is not deleted, that the City require that the only street frontage where the amount of "illustrated signage area" may be exceeded is signage mounted along the Figueroa Street frontage and parallel to Figueroa Street.*

The Applicant will not agree to this condition. As noted above, the area of Integrated Electronic Signage in Level 2 and the location of the signage on 7th Street and Wilshire Boulevard as originally

proposed by the Applicant are necessary to create the active and vibrant signage program desired for the Project.

5. Appeal Section II.C.3. *Brookfield requests that the City add an explicit restriction that signage located on the same frontage is limited to a maximum of four square feet of signage for each foot of linear street frontage.*

The SUD as approved by the City Planning Commission restricts the maximum permitted combined sign area to four square feet of signage for each foot of linear street frontage, subject to increases for certain types of signage in connection with a billboard reduction program. The increase in signage in excess of the four to one ratio is necessary to achieve the vibrant and dynamic signage program designed for the Wilshire Grand Redevelopment Project. The proposed SUD includes appropriate design features, conditions and mitigation measures to ensure that the signage is aesthetically pleasing and does not cause significant impacts. Therefore, the proposed additional restrictions are unnecessary.

6. Appeal Section II.C.4. *Brookfield requests that street frontage not be defined as extending to the centerline of the streets, but rather to the area that does not extend beyond the edge of the interior line of the to-be-constructed sidewalks surrounding the Project Site.*

The Applicant agrees that the street frontage for purposes of calculating the maximum sign area does not extend to the centerline of the street.

7. Appeal Section II.C.5.a. *The Brookfield Appeal states that if the City Council allows architectural lighting and/or signage in Vertical Sign Zone 3, logos, trade or brand names, advertising or text should not be allowed.*

Signage proposed by the Applicant in Vertical Sign Zone 3 does not include logos, trade or brand names, advertising or text.

8. Appeal Section II.C.5.b. *The Brookfield Appeal states that if the City Council allows architectural lighting and/or signage in Vertical Sign Zone 3, there shall be no bonus sign area allowed.*

The Applicant's appeal requests approval for Large Scale Architectural Lighting and Integral Large Scale Architectural Lighting in Vertical Sign Zone 3 for which bonus sign area is not required.

9. Appeal Section II.C.5.c. *The Brookfield Appeal states that if the City Council allows architectural lighting and/or signage in Vertical Sign Zone 3, all lighting must be limited to soft visuals with low candela levels.*

The Applicant's proposal would limit the brightness levels within Vertical Sign Zone 3 to 130 candelas per square meter, which is quite low for electronic lighting and will result in a soft visual effect.

10. Appeal Section II.C.6. *The Brookfield Appeal states that portions of Section 5N.1 of the SUD should be modified to "all unused mounting structures, hardware, and wall perforation from any previous sign shall be repaired/resurfaced with materials and colors that are compatible with the facades."*

The Applicant agrees to modify the applicable portions of SUD Section 5N.1 accordingly in response to this comment.

D. Helistop

1. Appeal Section II.D.1. *Brookfield requests that the City add a condition that helicopters shall not be permitted to fly over Brookfield's buildings and all flights shall be set back at least one hundred horizontal feet from Brookfield's property.*

The Applicant cannot accept this condition, and the City cannot impose this condition, because Federal Aviation Administration regulations prohibit the establishment of a set flight path as proposed by Brookfield. Aviation safety is the primary responsibility of the federal government, which has exclusive control over the aircraft in the air and regulation of pilots (49 U.S.C. Sec. 40103). The wind, the weather, the type of helicopter, the air traffic and the noise abatement factors are all considerations of the pilot when taking off and landing at the helistop. Therefore, it is not possible to direct the pilot as to the exact buildings they must avoid during flight. (See also Additional Response to Comments 3-21.)

2. Appeal Section II.D.2. *Brookfield requests that the City add a condition limiting the heliport to no more than two flights (i.e., four flight operations) per day.*

The City Planning Commission approved the operation of a helistop at the Project but limited the operations to an average of two flights per day. The Final EIR analyzed the noise impacts from the helistop operations based on an average of two flights per day and concluded that there would be no adverse noise impacts. The Applicant desires some flexibility in the number of flights per day, which may vary based on demand, weather conditions and other factors. Accordingly, the appropriate limitation on the helistop operation is an average of two flights per day. However, the Applicant is willing to agree to the Planning Department's proposed condition that would limit the helistop operations to no more than an average of two flights per day. (See also Draft EIR, pages IV.C-42 through 44.)

3. Appeal Section II.D.3. *Brookfield requests that the City add a condition prohibiting the helistop from an elevation lower than 1,090 feet above grade.*

The Applicant analyzed in the Response to Comments the helistop as low as 817 feet above grade, and determined that the helistop at 817 feet above grade would not result in any significant noise impacts. (See also Additional Response to Comments 3-23.)

4. Appeal Section II.D.4. *Brookfield requests that the City add a condition requiring a noticed public hearing at the City Planning Commission for any lowering of the height of the helistop below 1,090 feet above grade.*

The Applicant will not accept this condition because the Project's EIR analyzed the helistop as low as 817 feet above grade, and determined that the helistop at 817 feet above grade would not result in any significant noise impacts.

5. Appeal Section II.D.5. *Brookfield requests that the Applicant add a sound barrier wall at the rooftop level of proposed Building A along the perimeter of the helipad that is constructed such that it attenuates a minimum of 30 dBA.*

A. helistop consists of the load bearing helipad where the helicopter lands and also the free, unobstructed airspace around this landing pad. All of this empty, unobstructed airspace is vital to creating a well-designed and safe helistop. Therefore, it would not be feasible for the helipad to be surrounded by a sound wall, or to be located behind fencing because it needs the unobstructed airspace for the safety of its operations, the flight paths and the transitional slopes. In addition, because the helicopter is a non-stationary noise source, a sound barrier wall at the rooftop level would not be effective in reducing the sound levels when the helicopter is in the air. Furthermore, the noise analysis provided in the EIR indicates that the noise levels associated with the helistop operations would not generate a significant noise impact. (See also Additional Response to Comments 3-25.)

6. Appeal Section II.D.6. *Brookfield requests that the Applicant provide and maintain, for the life of the heliport, upper floor noise attenuation to the offices at 601 S. Figueroa Street and 725 S. Figueroa Street, including acoustically attenuating windows and additional rooftop and wall insulation, such that interior noise levels within these office buildings do not exceed 65 dBA SEL or 45 dBA CNEL.*

The proposed condition is not necessary because the Additional Response to Comments analyzed the helistop as low as 817 feet above grade, and determined that the helistop at 817 feet above grade would not result in any significant impacts to the offices at 601 S. Figueroa Street and 725 S. Figueroa Street.

7. Appeal Section II.D.7. *Brookfield requests that the manager of proposed Building A consult with and receive approval from Brookfield for helicopter flight times in order for the occupants of 601 S. Figueroa Street and 725 S. Figueroa Street to plan for and avoid interruptions of office activities to the fullest extent.*

The suggested condition that the building manager for Building A consult with and receive approval from an adjacent property with respect to helicopter flight times would be infeasible. The proposed helistop on Building A would not conduct regularly scheduled service but rather would be serviced by periodic flights for which the facility would need to be available. The helistop would be operated in accordance with the requirements and regulations of the FAA and California Division of Aeronautics. Moreover, the noise analysis provided in the EIR does not identify significant impacts on adjacent uses as a result of helicopter operations. Therefore, this proposed measure is not needed to address an environmental impact. (See also Draft EIR, pages IV.C-42 through 44.)

8. Appeal Section II.D.8. *Brookfield requests that a detailed approach and departure path showing elevations of the helicopter approach and departure be included as mitigation.*

The FAA controls the aircraft in the airspace and the pilot is responsible for the safety of flight. The City cannot interfere with the navigation of the helicopter by making the elevation of the helicopter in the airspace a mitigation measure. There are several different helicopters that could qualify to land at the helistop. Their approach/departure glide slopes will depend upon the weather, the wind, the performance characteristics of the aircraft and the noise abatement procedures that are appropriate for this helicopter. The flight paths presented in the DEIR were originally designed to avoid undue noise exposure to the surrounding neighbors, both residential and commercial. The helicopters landing or departing from the helistop will be flying at an altitude above the elevations of Brookfield's buildings and not at the window level of these buildings. They will use the best noise

abatement procedures possible commensurate with the safety of the flight. (See also Draft EIR, Appendix IV.C.2.)

E. Construction

1. Appeal Section II.E.1. *Brookfield requests that Condition No. 75, which was deleted at the City Planning Commission hearing, be reinstated.*

The *City Planning Commission* deleted Condition No. 75 because it was duplicative of Mitigation Measure 23, and therefore not necessary.

2. Appeal Section II.E.2. *Brookfield requests that the Applicant provide a construction staging plan for Phase 2 that prohibits encroachment into the Wilshire Boulevard right-of-way and other surrounding roadways.*

The Applicant cannot agree to this request because the construction plan for Phase 2 requires the closure of the Wilshire Boulevard parking lane to provide room for construction staging.

As noted on page 194, Chapter 9 of the Transportation Study, lane closures on Wilshire Boulevard and Figueroa Street would be limited to:

- The parking lane on the west side of Figueroa Street, along the Project Site, from Wilshire Boulevard to 7th Street during the entire construction period to allow for construction and protected pedestrian access. This would result in a loss of on-street parking on the west side of this section of Figueroa Street. The remaining four travel lanes would remain operational.
- The parking lane on the south side of Wilshire Boulevard, between Figueroa Street and Francisco Street, during the entire construction period. The four travel lanes would remain operational.

While the Transportation Study does include the statement that a lane closure of the parking lane on the south side of Wilshire Boulevard would occur, this should be corrected to state that the existing drop-off area on the south side of Wilshire Boulevard would be utilized for construction staging. The four existing travel lanes will remain operational during construction. Therefore, the construction activities would result in the loss of on-street parking but would not result in any traffic lane closures on both Figueroa Street and Wilshire Boulevard.

3. Appeal Section II.E.3. *Brookfield requests that the City add a mitigation measure requiring a sound barrier wall at ground level along the north and south perimeter of the construction site such that it attenuates to a minimum of 20 dBA.*

Presumably, Brookfield seeks installation of a sound barrier that would reduce sound levels by at least 20 dBA.

Mitigation Measure 25 already requires a temporary six foot tall noise barrier to be installed at the construction area along Francisco Street where construction trucks are lining up to enter the Project's construction site. The Applicant is willing to expand this condition so that the sound barrier would also be installed on Wilshire Boulevard and 7th Street.

4. Appeal Section II.E.4. *Brookfield requests that the City add a mitigation measure requiring upper floor construction of the two high-rise towers to include temporary sound barrier walls along the north and south sides of the high-rise towers as they are constructed to attenuate construction noise impacts at the upper floor offices of 601 S. Figueroa Street and 725 S. Figueroa Street.*

The request to include sound barriers along the entire length of the buildings along Wilshire Boulevard and 7th Street is infeasible because it would potentially interfere with safety requirements and construction process. Mitigation Measure 34 requires that power construction equipment to be equipped with state-of-the-art noise shielding and muffling devices.

5. Appeal Section II.E.5. *Brookfield requests that the City add a mitigation measure requiring the construction contractor to consult with Brookfield in order to coordinate noise intensive activities to avoid interruptions of office activities to the fullest extent feasible.*

Condition 73, CM-1 already requires the contractor to provide contact/complaint telephone numbers that provide contact to a live voice during all hours of construction.

6. Appeal Section II.E.6. *Brookfield requests that the City add a mitigation measure requiring additional temporary sound walls to be used in conjunction with noise intensive construction equipment that has limited mobility while in use.*

This requested mitigation measure is unnecessary because the Project's Conditions of Approval, Condition 72 and mitigation measures MM-34 and MM-35 (Page C-18) require the contractor to utilize construction equipment with state-of-the-art noise shielding and muffling devices, to locate stationary sources (e.g., generators and compressors) so as to maintain the greatest distance from sensitive land uses, and to prohibit unnecessary idling of equipment.

7. Appeal Section II.E.7. *Brookfield requests that the City add a mitigation measure requiring haul trucks to avoid Figueroa Street between 7th and Wilshire Boulevard east of Francisco Street to reduce construction related noise at the offices located at 601 S. Figueroa Street and 725 S. Figueroa Street.*

The proposed mitigation measure is not feasible because Figueroa Street is part of the haul route determined to be a direct and efficient route for the haul trucks. While the trucks are not expected to travel along Wilshire Boulevard, east of Francisco Street, it would not be possible to restrict travel along Figueroa Street between 7th Street and Wilshire Boulevard as Figueroa Street provides access to the freeway ramps. Requiring the haul trucks to avoid these parts of Figueroa Street may cause traffic and noise impacts to other streets in the vicinity of the Project Site.

8. Appeal Section II.E.8. *Brookfield requests that the City require more mitigation than temporary fencing for construction areas to ensure an aesthetically pleasing exterior during the duration of the new construction schedule.*

The conditions of approval already address this concern. Condition 72, MM-97 requires temporary fencing to be installed around the construction site and MM-40 requires all fences to be kept free from graffiti, pursuant to LAMC Section 91.8104.15.

9. Appeal Section II.E.9. Brookfield requests that the City modify Condition 11 of the City Planning Commission approval to require, six months prior to the anticipated issuance of a Certificate of Occupancy for Phase 1, that the developer submit a report for review and approval of the City Planning Commission on the economic feasibility of the Phase 2 presumptive office building, and if the presumptive office building is not economically viable, construction of a publicly accessible plaza shall be installed with copious landscaping and amenities in the Phase 2 area and shall commence prior to the issuance of a Phase 1 Certificate of Occupancy.

The Applicant will not accept this proposed condition. The Applicant is willing to accept the condition required by the City Planning Commission (Condition No. 11), which requires the public plaza at grade to be built within two years after completion of Phase 1.

F. **Public Benefits Package**

1. Appeal Section II.F.1. Brookfield requests that the City require completion of all of the streetscape and pedestrian improvements for 7th Street and the Wilshire and 7th Street Harbor Freeway overcrossings prior to the completion of Phase 1. In addition, Brookfield requests that new landscaping on the Wilshire and 7th Street Harbor Freeway overcrossings shall not consist of tall trees that would block Brookfield's entitled signage.

The phasing of the public benefit obligations has been carefully staged to correspond to the Project construction process. Therefore, the Applicant is not willing to agree to complete the streetscape improvements for 7th Street and Wilshire Boulevard before Phase 1. Planting tall trees on the Harbor Freeway overcrossings is not possible due to the fact that the overcrossing consists of structural steel and concrete that will not allow for the root structure of tall trees.

2. Appeal Section II.F.2. Brookfield requests that the City require the traffic signal contributions be paid prior to the completion of Phase 1 and not defer them to the completion of Phase 2.

The Applicant will not agree to this request. Pursuant to LADOT requirements, the Project's traffic signal contributions will be paid prior to the construction of Phase 2.

G. **Additional Request from February 17, 2011 Letter**

1. Item I.D. Brookfield requests an additional condition MM-21D that would require that Grand Avenue be restriped to accommodate two way traffic between 5th Street and 7th Street.

The Applicant cannot agree to this request because the proposed two way configuration has not been reviewed or analyzed or determined to be feasible by LADOT.

Exhibit B

Analysis of Transit System Impacts Using 2009 Existing Conditions

As shown in Table 6 (also attached hereto as Table 1) of the Transportation Study for the Wilshire Grand Redevelopment Project (Gibson Transportation Consulting, Inc. April 2010, Appendix IV.B of the Draft EIR), a residual capacity of 5,276 in the morning peak hour and 4,396 during the afternoon peak hour exists under current conditions on the Metro and LADOT DASH transit lines serving the Project Site. As mentioned in Chapter 5 of the Transportation Study, the Project is proposing to provide one additional bus with a seated capacity of 25 and a standing capacity of 30 to supplement the LADOT DASH E transit service.

Accounting for the transit trips generated by the Project, shown in Table 23 of the Transportation Study, and the additional bus proposed as part of the Project's transportation improvement program, the residual capacity on the transit system under 2009 existing conditions with the Project and its traffic improvements is expected to be 4,522 in the morning peak hour and 3,565 in the afternoon peak hour as shown in the attached Table 2. Therefore, the anticipated transit demand from the Project on a system-wide basis would be more than satisfied by the capacity surplus and the Project is not expected to significantly impact the regional transit system under 2009 existing conditions.

Attachments

**TABLE 1
EXISTING TRANSIT SERVICE PATRONAGE
LINES SERVING PROJECT PERIPHERY**

Provider	Route	Frequency		Passenger Boardings [a]		Capacity [b]	Maximum Load [c]		Load Factor - Maximum Load/Capacity		Residual Capacity per Run		Residual Capacity in Peak Hours [d]	
		A.M. Peak Hour	P.M. Peak Hour	6:00 - 10:00 A.M.	3:00 - 7:00 P.M.		6:00 - 10:00 A.M.	3:00 - 7:00 P.M.	6:00 - 10:00 A.M.	3:00 - 7:00 P.M.	6:00 - 10:00 A.M.	3:00 - 7:00 P.M.	A.M. Peak Hour	P.M. Peak Hour
Metro	20	9	9	239 / 4,260	256 / 4,942	50	50	53	1.00	1.06	0	0	0	0
	26	7	3	217 / 2,192	127 / 1,314	50	50	49	1.00	0.98	0	1	0	3
	51	8	7	198 / 4,252	393 / 5,063	50	57	53	1.14	1.06	0	0	0	0
	52	3	1	39 / 1,040	91 / 1,117	50	56	45	1.12	0.90	0	5	0	5
	60	9	10	552 / 4,696	459 / 5,885	50	51	51	1.02	1.02	0	0	0	0
	66 / 366	20	20	151 / 8,000	288 / 8,458	50	60	51	1.20	1.02	0	0	0	0
	352	3	5	67 / 992	118 / 1,333	50	47 [e]	45	0.94	0.90	3	5	9	25
	442	2	2	0 / 119	31 / 117	50	22	17	0.44	0.34	28	33	56	66
	444	3	2	73 / 1,027	75 / 898	50	36	40	0.72	0.80	14	10	42	20
	445	2	2	34 / 465	88 / 410	50	39	31	0.78	0.62	11	19	22	38
	446 / 447	2	3	30 / 2,160	129 / 1,188	50	29	32	0.58	0.64	21	18	42	54
	450X	4	4	45 / 408	176 / 371	50	30	10	0.60	0.20	20	40	80	160
	460	3	2	48 / 994	98 / 973	50	51	43	1.02	0.86	0	7	0	14
	487	3	3	17 / 786	100 / 722	50	48	50	0.96	1.00	2	0	6	0
	489	2	2	15 / 578	49 / 276	50	53	43	1.06	0.86	0	7	0	14
	760	5	5	289 / 2,595	251 / 2,906	75	48	49	0.64	0.65	27	26	135	130
	801 - Blue Line	9	9	3,233 / 20,249	6,959 / 27,477	399	261	282	0.65	0.71	138	117	1,242	1,053
	802 - Red Line	6	6	3,529 / 28,091	6,702 / 38,547	762	418	566	0.55	0.74	344	196	2,064	1,176
	805 - Purple Line	6	6	1,820 / 10,653	3,692 / 13,845	508	293	299	0.58	0.59	215	209	1,290	1,254
LADOT CE	409	3	3	0 / 248	62 / 225	50	44	10	0.88	0.20	6	40	18	120
	422	3	3	25 / 478	1 / 458	50	51	44	1.02	0.88	0	6	0	18
	423	4	3	8 / 231	108 / 222	50	28	20	0.56	0.40	22	30	88	90
	430	2	1	0 / 40	3 / 13	50	24	13	0.48	0.26	26	37	52	37
	437	2	2	0 / 176	26 / 196	50	38	57	0.76	1.14	12	0	24	0
	438	4	4	0 / 398	103 / 409	50	63	69	1.26	1.38	0	0	0	0
	448	3	3	0 / 221	44 / 259	50	40	47	0.80	0.94	10	3	30	9
	534	2	2	15 / 109	0 / 103	50	30	33	0.60	0.66	20	17	40	34
LADOT DASH	A	6	6	276 / 1,311	726 / 4,660	30	37	32	1.23	1.07	0	0	0	0
	B	8	8	140 / 1,009	77 / 952	30	30	37	1.00	1.23	0	0	0	0
	C	4	4	22 / 73	28 / 93	30	21	11	0.70	0.37	9	19	36	76
	E	12	12	259 / 4,056	816 / 6,600	30	58	53	1.93	1.77	0	0	0	0
	F	6	6	283 / 940	654 / 3,476	30	35	32	1.17	1.07	0	0	0	0
Total Residual Capacity in Peak Hours													5,276	4,396

Notes:

- [a] # / # - Passenger Boardings in Project vicinity / Passenger Boardings for the entire route. Boardings are sum of both route directions.
- [b] Capacity assumptions:
Metro Regular Bus / LADOT CE Bus - 40 seated / 50 standing.
Metro Articulated Bus - 66 seated / 75 standing.
LADOT DASH Bus - 25 seated / 30 standing.
Metro Blue Line - 76 seats / car, 3 cars / run during peak periods. Metro assumes a maximum capacity of 175% of seated capacity, or 133 / car.
Metro Red Line - 55 seats / car, 6 cars / run during peak periods. Metro assumes a maximum capacity of 230% of seated capacity, or 127 / car.
Metro Purple Line - 55 seats / car, 4 cars / run during peak periods. Metro assumes a maximum capacity of 230% of seated capacity, or 127 / car.
- [c] Maximum Load is the maximum number of people per bus / train in the peak direction.
- [d] Maximum residual capacity in peak hours = Maximum residual capacity per run x Frequency.
- [e] Maximum Load shown is the maximum in the eastbound direction only. The westbound direction (maximum load 57) only runs twice during the A.M. peak period.
- Metro: Los Angeles County Metropolitan Transportation Authority.
LADOT CE: Los Angeles Department of Transportation Commuter Express.
LADOT DASH: Los Angeles Department of Transportation Downtown Area Shuttle.

TABLE 2
EXISTING PLUS PROJECT WITH MITIGATION CONDITIONS
REGIONAL TRANSIT SYSTEM IMPACT ANALYSIS

	A.M. Peak Hour	P.M. Peak Hour
Existing Capacity Surplus	5,276	4,396
Project Transit Trips	784	861
Existing plus Project Capacity Surplus	4,492	3,535
Capacity of additional bus on LADOT DASH E	30	30
Existing plus Project with Mitigation Capacity Surplus	4,522	3,565

Exhibit C

Additional Responses to Issues Identified in 1000 Wilshire's February 19, 2011 Letter

A. Additional Traffic Improvements are Not Feasible

1000 Wilshire requests that the Applicant include the following additional traffic improvements: (i) widen Francisco Street to four lanes; (ii) provide three left turn lanes from eastbound Wilshire to northbound Figueroa; (iii) add a new inbound driveway from Seventh Street; and (iv) add an outbound driveway onto Figueroa Street.

The Applicant has already agreed to provide four travel lanes on Francisco, which was evaluated in the Draft EIR. LADOT has reviewed and rejected the remaining three requests. The Applicant has worked closely with LADOT and the Project neighbors to evaluate the access improvements requested.

1000 Wilshire has also asked for two additional variations of requests (ii) and (iii), above. At Wilshire and Figueroa, LADOT has requested that the Applicant evaluate the operations under a configuration that would provide three eastbound left turn lanes and one eastbound through lane. The analysis of this improvement is being conducted and will be provided to LADOT. A similar design and operation effort is being conducted for the additional entrance driveway from Seventh Street and will be provided to LADOT. However, LADOT's further review of these matters is no reason to delay the PLUM Committee hearing because there is ample time to incorporate any new traffic measures before the full City Council acts.

B. The Project's Trip Credits Are Not Excessive and Are Consistent with Other Downtown Projects

1000 Wilshire incorrectly claims that the trip credits applied to the Project are excessive. The Additional Responses to Comments prepared by the City verify that the credits taken by the Project's traffic analysis are consistent with (and in fact less than) the credits taken by other downtown projects that are built and operating without traffic problems.

The Project's trip generation estimates were prepared in consultation with and approved by LADOT. Additionally, as noted in LADOT's traffic assessment letter, the Project would be required to comply with the trip estimates noted in the EIR as the Project's TDM Program would be required to include:

"an annual trip monitoring and reporting program that sets trip-reduction milestones and a monitoring program to ensure effective participation and compliance with the TDM goals; non-compliance to the trip-reduction goals would lead to financial penalties or may require the implementation of physical transportation improvements."

C. The EIR Disclosed the Number of Trips the Project Assigned to Francisco Street

The comment suggests that the Traffic Impact Report conceals how traffic would be assigned to Francisco Street. On the contrary, Figure IV.B-18b in the DEIR (taken directly from the Transportation Study) clearly shows the amount of project traffic assigned to the Francisco Street corridor.

1000 Wilshire incorrectly claims that the current Francisco Street "is a currently overburdened street". A four-lane street can accommodate 16-20,000 trips per day at Level of Service C/D, and the Francisco Street currently has only 5,155 trips per day. With the implementation of the Project, Francisco Street would accommodate an additional 3,485 project trips for a total of 8,640 trips per day, well within its capacity.

D. 1000 Wilshire Incorrectly Claims that a Significant Impact Would Occur to the Francisco Street/Wilshire Boulevard Intersection

1000 Wilshire claims that there is would be a significant impact at the Francisco Street/Wilshire Boulevard intersection under a certain methodology. 1000 Wilshire is referring to the results of an alternative analysis that was voluntarily conducted by the Applicant in order to provide full disclosure of the Project's potential traffic impacts. This alternate analysis was undertaken in order to disclose all potential impacts because it is a far more conservative methodology than the standard LADOT traffic impact analysis procedures. LADOT determines project impacts based its adopted guidelines, methodology and thresholds, which is less conservative than the alternative analysis that 1000 Wilshire is relying upon.

The alternate analysis was provided merely to document impact levels for the Project using more conservative assumptions. The Draft EIR clearly identifies that with these very conservative procedures, the Project could have one additional significantly impacted intersection at Wilshire Boulevard and Francisco Street. The intersection of Francisco/Wilshire was found to be significantly impacted under this alternate methodology and physical mitigations were impossible because of the location of the existing buildings on the north and west sides of the intersection. The Draft EIR fully disclosed this condition.

There was no attempt to hide the results of this conservative analysis. The results were not listed in the impact summary because the results are based on a methodology that is not consistent with LADOT procedures and requirements, and mixing the two analyses methodologies would have been confusing and inappropriate. Clearly, the alternate analysis was sufficiently disclosed so that 1000 Wilshire to notice of this analysis.

E. The EIR's Project Description Is Accurate and the Land Use Equivalency Program Is Fully Disclosed and Analyzed

The Land Use Equivalency Program and the Design Flexibility Program are described in detail in the Draft EIR and its appendices. The Project Description section of the Draft EIR contains a detailed overview of the methodology and analysis of the Land Use Equivalency Program. The Project Description also contains a detailed description of the parameters to be applied in the Design Flexibility Program to allow design flexibility without changing the environmental impact

outcomes. Appendix II.2 of the Draft EIR contains a detailed technical report that explains and demonstrates the application of the Land Use Equivalency Program. In addition, Appendix II.2 contains analysis and uses examples to substantiate how the Land Use Equivalency Program will allow land uses to be exchanged without increasing the environmental impacts of the Projects. Finally, each section of the Draft EIR contains a specific analysis as to the application of the Land Use Equivalency Program and the Design Flexibility Program to the subject area of such section.

F. The Mitigation Measures Identified by 1000 Wilshire Are Adequate in All Respects

1. Light and Glare Mitigation Measures IV.E-7 through IV.E-10 and IV.E-14
Reduce the SUD's Potential Impacts

The City determined that the mitigation measures would reduce the Project's Light and Glare impacts. Limiting the maximum lumen output of signage to 20 lumens per square foot would limit the amount of light that the Project's signage would generate and is intended to represent the amount of light that is consistent with office buildings in the downtown Los Angeles area. Requiring that the lighting displays cease operating at 2:00 A.M. would eliminate any Project light impact between in the late night hours. Limiting the maximum amount of candelas at certain times of the day would also make insignificant any Project light impact within the restricted time frame. Mitigation Measure IV.E-14

2. Environmental Hazards and Safety PDFs 1 and 2 Do Not Defer Analysis

Environmental Hazards and Safety PDFs 1 and 2 do not defer environmental analysis. The two PDFs require the Applicant to remediate any soil contamination and methane gas in accordance with applicable rules and regulations.

3. Mitigation Measure IV.A-1 is not vague and unenforceable

The Project would not result in a significant Land Use and Planning impact. Therefore, the Mitigation Measure is designed to ensure that electronic signs are reviewed by the Director to establish compliance with the SUD.

4. Land Use PDFs 1 through 13 Does Not Allow TPG to Build the Project as it Proposes

Land Use PDFs 1 through 13 are the parameters of the Design Flexibility Program. These parameters ensure that a project that satisfies the parameters will be consistent with the environmental impact analysis set forth in the Final EIR.

5. Transportation and Traffic PDF-2 and PDF-3 Mitigate Traffic Impacts

Direct physical and/or operational mitigation was not possible at seven of the study locations. This is not uncommon in the case of downtown projects where physical widening of streets is difficult due to existing building locations. In addition, the City has adopted pedestrian and street design standards that discourage and even prohibit street widening. Instead, LADOT and the Department of Planning look for other ways to increase the capacity of the transportation system and/or decrease the automobile trip demand.

If the case of the Project, LADOT has requested that there be included a project design feature consisting of a Mobility Hub. This improvement would reserve parking spaces within the garage to accommodate short-term rental cars, provide spaces for electric vehicles, and provide facilities for short term bicycle rental and storage. The Mobility Hub would be a visible facility that would disseminate transit information to let people know what the travel alternatives are in the area. The idea of the Mobility Hub is that by providing people in the area help with the first mile or last mile of travel between their jobs and the transit station, more people would be willing and able to take transit.

The ExpressPark contribution is aimed at informing motorists of the location of available parking. By using changeable message signs connected to large parking supplies, motorists arriving in downtown can be directed to available parking and they will not have to circle around the downtown streets looking for available parking.

In Westwood, Professor Donald Shoup found that up to 25% of the vehicles on Westwood streets at any one time were vehicles merely circulating in search of an available parking space. The intent of the ExpressPark program is to reduce travel on downtown streets by providing motorists with parking information that will eliminate the need for excessive circulation.

Both of these improvements have been added as project design features because they will increase transit usage and decrease the need for "around the block" movements; thus improving traffic in the study area. They are not aimed specifically at Project trips, but rather at trips to/from the area by employees and visitors of other building in the study area.

G. The EIR's Alternatives Analysis Represents a Reasonable Range of Alternatives in Compliance with CEQA

State CEQA Guidelines Section 15126.6(c) requires that an EIR's alternatives analysis include a range of potential alternatives to the project that could feasibly accomplish most of the basic objectives of the project and could avoid or substantially lessen one or more of the significant effects. However, CEQA does not require that every conceivable alternative configuration be analyzed.

In addition to certain alternatives considered but rejected as infeasible, the EIR's Alternatives Section thoroughly analyzed the following nine Alternatives: (i) Alternative 1: No Project Alternative; (ii) Alternative 2: Reduced Density Alternative; (iii) Alternative 3: Phased Construction Alternative; (iv) Alternative 4: Office-Only Alternative; (v) Alternative 5: Residential-Only Alternative; (vi) Alternative 6: Reduced Height Alternative; (vii) Alternative 7: Zoning Compliant Alternative; (viii) Alternative 8: Reduced Signage Alternative; (ix) Alternative 9: Zoning Compliant Signage Alternative.

The EIR thoroughly analyzed each of the nine Alternatives, and compared whether each Alternative would satisfy the Project Objectives and whether the Alternative would avoid or substantially lessen one or more of the significant effects. For instance, although Alternative 9 Zoning Compliant Signage Alternative would eliminate the significant Light and Glare impacts, it would not satisfy the Project's basic objectives to create a vibrant and exciting visual environment by creating electronic

signage that will attract visitors and establish a connection between the project site and downtown entertainment districts.