TRANSMITTAL TO CITY COUNCIL

Case No.(s)	Planning Staff Name(s) and Contact No.	C.D. No.
CPC-2013-210-SPP-SPR-MSC	NICHOLAS HENDRICKS 818-374-5046	5

Items Appealable to Council:	Last Day to Appeal:	Appealed:
SPP, SPR, MSC	AUG. 19, 2014	Yes ☑ No ☐

Location of Project (Include project titles, if any.)

1950 AVENUE OF THE STARS

Name(s), Applicant / Representative, Address, and Phone Number.

CENTURY CITY REALTY, LLC
10250 CONSTELLATION BLVD. 200
LOS ANGELES, CA 90067

REPRESENTATIVE:
GEORGE MIHLSTEN, ESQ.,
D.J. MOORE, LATHAM & WATKINS, LLP
355 S. GRAND AVENUE
LOS ANGELES, CA 90071
213-485-1234

Name(s), Appellant / Representative, Address, and Phone Number.

APPELLANT #1

1875/1925 CENTURY PARK EAST CO. & WP
TWIN TOWERS INC.
C/O WATT COS.
2715 OCEAN PARK BLVD. 2025
SANTA MONICA, CA 90405

REPRESENTATIVE:

BENJAMIN REZNIK
JEFFER, MANGELS, BUTLER
& MITCHELL, LLP
1900 AVE. THE STARS 7TH
FLOOR
LOS ANGELES, CA 90067

310-712-8572

Final Project Description (Description is for consideration by Committee/Council, and for use on agendas and official public notices. If a General Plan Amendment and/or Zone Change case, include the prior land use designation and zone, as well as the proposed land use designation and zone change (i.e. "from Very Low Density Residential land use designation to Low Density land use designation and concurrent zone change from RA-1-K to (T)(Q)R1-1-K). In addition, for all cases appealed in the Council, please include in the description only those items which are appealable to Council.)

Century City Realty, LLC (the "Applicant") received a previous approval by the City of Los Angeles in 2006, which permitted the development of 483 residential condominiums in two 47-story towers and one 12-story building for a total of approximately 1.3 million square feet (the "Approved Project") on an approximate 5.5-acre site located at 1950 Avenue of the Stars (northeast corner of Avenue of the Stars and Constellation Boulevard) in Century City (the "Project Site"). The Applicant proposes to modify the Approved Project to allow for the construction of a 37-story (approximately 570 feet in height at site perimeter or 849 feet above mean sea level), 700,000 square-foot office building, 25,830 square feet of low-rise, one- and two-story office space, a 1,300-square-foot Mobility Hub, a Transit Plaza, 4,120 square feet of ancillary retail, and a partially subterranean parking structure with 1,579 stalls (the "Modified Project"). The parking structure would feature a 2.14-acre (approximately 93,000 square feet) landscaped private green roof deck accessible to project tenants and their guests, and the Applicant proposes to provide approximately 35,000 square feet of public open space on site. The Modified Project also would be designed to achieve a Leadership in Energy and Environmental Design (LEED) Platinum rating or equivalent green building standards. In total, the Modified Project includes approximately 731,250 square feet of floor area, which represents a decrease of 561,108 square feet as compared to the Approved Project. The originally Approved Project would remain valid if the proposed modified project is not approved.

Fiscal Impact Statement *Determination states administrative costs are recovered through fees.	Environmental No.	Commission Vote:
Yes ☑ No ☐	ENV-2004-6269-EIR-SUP-1, SCH#2005051145	7 - 0

JAMES WILLIAMS, Commission Executive Assistant II

Date: AUG 26 2014

C:\Users\74948\Desktop\COUNCIL TRANSMITTAL FORM 4.doc

MASTER APPEAL FORM

City of Los Angeles – Department of City Planning

APPEAL TO THE: Los Angeles City Council
(DIRECTOR, AREA PLANNING COMMISSION, CITY PLANNING COMMISSION, CITY COUNCIL)

REGARDING CASE #: CPC-2013-210-SPP-SPR-MSC; CPC-2009-817-DA-M1; ENV-2004-6269-EIR-SUP1

PROJECT ADDRESS: 1950 Avenue of the Stars

FINAL DATE TO APPEAL: August 19, 2014

TYPE OF APPEAL:

1. ☐ Appeal by Applicant
2. ☑ Appeal by a person, other than the applicant, claiming to be aggrieved
3. ☐ Appeal by applicant or aggrieved person from a determination made by the Department of Building and Safety

APPELLANT INFORMATION – Please print clearly

Name: 1875/1925 Century Park East Company and WP Twin Towers Inc. – Nadine Watt

- Are you filing for yourself or on behalf of another party, organization or company?

☑ Self ☐ Other: _____

Address: c/o Watt Companies, 2715 Ocean Park Blvd, Suite 2025

Santa Monica, CA Zip: 90405

Telephone: (310) 712-8572 E-mail: BMR@JMBM.COM

- Are you filing to support the original applicant's position?

☐ Yes ☑ No

REPRESENTATIVE INFORMATION

Name: Benjamin Reznik, Jeffer Mangels Butler & Mitchell, LLP

Address: 1900 Avenue of the Stars, 7th Floor

Los Angeles, CA Zip: 90067

Telephone: (310) 712-8572 E-mail: BMR@JMBM.COM

This application is to be used for any appeals authorized by the Los Angeles Municipal Code for discretionary actions administered by the Department of City Planning.

ORIGINAL

JUSTIFICATION/REASON FOR APPEALING – Please provide on separate sheet.

Are you appealing the entire decision or parts of it?

☑ Entire ☐ Part

Your justification/reason must state:

- The reasons for the appeal
- How you are aggrieved by the decision
- Specifically the points at issue
- Why you believe the decision-maker erred or abused their discretion

ADDITIONAL INFORMATION/REQUIREMENTS

- Eight (8) copies of the following documents are required (1 original and 7 duplicates):
  - Master Appeal Form
  - Justification/Reason for Appealing document
  - Original Determination Letter
- Original applicants must provide the original receipt required to calculate 85% filing fee.
- Original applicants must pay mailing fees to BTC and submit copy of receipt.
- Applicants filing per 12.26 K "Appeals from Building Department Determinations" are considered original applicants and must provide notice per 12.26 K 7.
- Appeals to the City Council from a determination on a Tentative Tract (TT or VTT) by the City (Area) Planning Commission must be filed within 10 days of the written determination of the Commission.
- A CEQA document can only be appealed if a non-elected decision-making body (i.e. ZA, APC, CPC, etc...) makes a determination for a project that is not further appealable.

"If a nonelected decision-making body of a local lead agency certifies an environmental impact report, approves a negative declaration or mitigated negative declaration, or determines that a project is not subject to this division, that certification, approval, or determination may be appealed to the agency's elected decision-making body, if any."
--CA Public Resources Code § 21151 (c)

I certify that the statements contained in this application are complete and true:

Appellant Signature: Nadine Watt/CKB Date: 8/14/14

NADINE WATT

Planning Staff Use Only

Amount 106.80	Reviewed and Accepted by DENNIS CHUNG		Date 8/18/14
Receipt No. 0202145432	Deemed Complete by Fleming J. Ti		Date 8/18/14

☑ Determination Authority Notified TELEPHONE/EMAIL

☐ Original Receipt and BTC Receipt (if original applicant) AGGRIEVED PARTY APPEAL

CP-7769 (11/09/09)

MASTER APPEAL FORM

City of Los Angeles – Department of City Planning

APPEAL TO THE: Los Angeles City Council
(DIRECTOR, AREA PLANNING COMMISSION, CITY PLANNING COMMISSION, CITY COUNCIL)

REGARDING CASE #: CPC-2013-210-SPP-SPR-MSC; CPC-2009-817-DA-M1; ENV-2004-6269-EIR-SUP1

PROJECT ADDRESS: 1950 Avenue of the Stars

FINAL DATE TO APPEAL: August 19, 2014

TYPE OF APPEAL:

1. ☐ Appeal by Applicant
2. ☑ Appeal by a person, other than the applicant, claiming to be aggrieved
3. ☐ Appeal by applicant or aggrieved person from a determination made by the Department of Building and Safety

APPELLANT INFORMATION – Please print clearly

Name: 1875/1925 Century Park East Company and WP Twin Towers Inc. - Nadine Watt

- Are you filing for yourself or on behalf of another party, organization or company?

☑ Self ☐ Other: _____

Address: c/o Watt Companies, 2715 Ocean Park Blvd, Suite 2025

Santa Monica, CA Zip: 90405

Telephone: (310) 712-8572 E-mail: BMR@JMBM.COM

- Are you filing to support the original applicant's position?

☐ Yes ☑ No

REPRESENTATIVE INFORMATION

Name: Benjamin Reznik, Jeffer Mangels Butler & Mitchell, LLP

Address: 1900 Avenue of the Stars, 7th Floor

Los Angeles, CA Zip: 90067

Telephone: (310) 712-8572 E-mail: BMR@JMBM.COM

This application is to be used for any appeals authorized by the Los Angeles Municipal Code for discretionary actions administered by the Department of City Planning.

JUSTIFICATION/REASON FOR APPEALING – Please provide on separate sheet.

Are you appealing the entire decision or parts of it?

☑ Entire ☐ Part

Your justification/reason must state:

- The reasons for the appeal
- How you are aggrieved by the decision
- Specifically the points at issue
- Why you believe the decision-maker erred or abused their discretion

ADDITIONAL INFORMATION/REQUIREMENTS

- Eight (8) copies of the following documents are required (1 original and 7 duplicates):
  - Master Appeal Form
  - Justification/Reason for Appealing document
  - Original Determination Letter
- Original applicants must provide the original receipt required to calculate 85% filing fee.
- Original applicants must pay mailing fees to BTC and submit copy of receipt.
- Applicants filing per 12.26 K "Appeals from Building Department Determinations" are considered original applicants and must provide notice per 12.26 K 7.
- Appeals to the City Council from a determination on a Tentative Tract (TT or VTT) by the City (Area) Planning Commission must be filed within 10 days of the written determination of the Commission.
- A CEQA document can only be appealed if a non-elected decision-making body (i.e. ZA, APC, CPC, etc...) makes a determination for a project that is not further appealable.

"If a nonelected decision-making body of a local lead agency certifies an environmental impact report, approves a negative declaration or mitigated negative declaration, or determines that a project is not subject to this division, that certification, approval, or determination may be appealed to the agency's elected decision-making body, if any."
--CA Public Resources Code § 21151 (c)

I certify that the statements contained in this application are complete and true:

Appellant Signature: Nadine Watt/CKB Date: 8/14/14

NADINE WATT

Planning Staff Use Only

Amount 106.80	Reviewed and Accepted by DENNIS CHUN		Date 8/18/14
Receipt No. 0202154327	Deemed Complete by		Date 8/18/14

☑ Determination Authority Notified TELEPHONE/EMAIL ☐ Original Receipt and BTC Receipt (if original applicant) AGGRIEVED PARTY APPEAL

APPEAL TO THE LOS ANGELES CITY COUNCIL

Case No:	CPC-2013-210-SPP-SPR-MSC; CPC-2009-817-DA-M1; ENV-2004-6269-EIR-SUP1
Project Address:	1950 Avenue of the Stars (the "Property")
Applicant:	Century City Realty, LLC (the "Applicant")
Appellant:	1875/1925 Century Park East Company, WP Twin Towers, Inc. (the "Appellant")
Last Date to Appeal:	August 19, 2014
Filing Date:	August 15, 2014

1875/1925 Century Park East Company and WP Twin Towers, Inc. ("Watt Plaza ") own Watt Plaza, which is located at 1875 and 1925 Century Park East in Century City and is developed with twin 23-story office towers encompassing 900,000 square feet of commercial office uses. Watt Plaza is directly adjacent to the Property on Constellation Boulevard, which is separated by an existing active alley utilized by Watt Plaza tenants, owners, and contractors. On August 4, 2014, the City Planning Commission issued approval of entitlements (the "Determination") to permit a large commercial development with a 37-story office tower with 700,000 square feet of office space, 10,338 square feet of low rise office space, a 2,389 square foot mobility hub, 17,102 square feet of retail, and parking. (the "Project")

Watt Plaza is neither anti-development nor is it anti-competitive. As such, Watt Plaza supports the development of the Project site consistent with the goals of the Specific Plan. However, because the scale of the proposed Project is not supported by the development rights attributable to the site and is plainly at odds with and cannot be reconciled with either the text or the fundamental purpose of the Specific Plan, Watt Plaza strongly objects to the current design that is more than two and a half times the density permitted under the Specific Plan. The Applicant must be subject to the same rules as every other property owner in the Specific Plan area. Allowing this Applicant the special exemption it seeks potentially undermines the Specific Plan in a very fundamental way and could have dramatic negative consequences for Century City. Therefore, we appeal the Determination and request that the City Council deny the Project by overturning the City Planning Commission ("CPC") Determination and refusing to take any CPC recommended actions.

1. Appeal

We appeal the Determination in its entirety:

(a) Approval of the proposed **Alternative Calculation of Trip Generation Factor** for the project as 4.97 per 1,000 square feet of floor area.

(b) Approval of a **Modified Project Permit** associated with Alternative 9 (enhanced retail).

(c) Adoption of the modified **Conditions of Approval**.

(d) Adoption of the **Findings**.

(e) Certification of the Supplemental **Environmental Impact Report** (ENV-2004-6269-EIR-SUP1) ("SEIR") and adoption of the **Findings and Statements of Overriding Considerations** as provided in the environmental evaluation of the EIR; adoption of the proposed **Mitigation Monitoring and Reporting Program** (MMRP).

(f) Recommendation that the City Council approve the proposed amendments to the **Development Agreement** between Century City Realty, LLC and the City of Los Angeles, subject to the additional modifications as proposed by the City Planning Commission.

2. Justification

(a) Reasons for Appeal. Watt Plaza appeals this Determination, because the Applicant does not have sufficient Development Credits for this scale of development, and the City's re-calculation of the value of development credits for office use will allow future expansion of the entire Specific Plan area far in excess of the scale and impacts evaluated and mitigated by the City. In addition, the Project shares an alley with Watt Plaza that serves as a means of ingress and egress to the Watt Plaza parking garage. The Supplemental Environmental Impact Report ("SEIR") acknowledges the alley that will be shared by five (5) separate buildings but fails to analyze the traffic and other impacts within the alley, which will be caused by the Project and will significantly impact the Watt Plaza tenants, owners and contractors.

(b) Appellant Aggrieved by the Decision. Watt Plaza is aggrieved by numerous impacts of the Project.

The Project will cause significant traffic impacts on Constellation Boulevard and surrounding streets that will create a nuisance for the owners, tenants and guests to the Watt Plaza buildings, located directly across the alley from the Project. The Project will also specifically impact the use of the shared alley, which is a primary means of ingress and egress to the Watt Plaza buildings and parking structure. The Project will create numerous other environmental impacts related to parking, emergency response times, air quality, greenhouse gases, noise and other areas. These impacts will directly affect the use and enjoyment of the Watt Plaza properties, which overlooks the entire Project Site.

(c) Points at Issue. We request that the Los Angeles City Council uphold this appeal and take the following action:

(i) Overturn the Alternative Calculation of Trip Generation Factor for the project as 4.97 Trips per 1,000 square feet of floor area, and require the Alternative Calculation of Trip Generation Factor for office use in Section 2 of the Specific Plan at 14 Trips per 1,000 square feet of floor area.

(ii) Overturn the Modified Project Permit Compliance approval for the 730,000 square foot commercial office development, in lieu of the permitted 293,857 square foot office building.

(iii) Overturn the Conditions and Approval and Findings related to the 730,000 square foot commercial office project.

(iv) Overturn and deny certification of the Supplemental Environmental Impact Report.

(v) Deny the proposed amendment to the Development Agreement.

(d) The City Planning Commission Erred in his Determination. The CPC erred and abused its discretion in its Determination for several reasons, including but not limited to those stated below.

(i) ***First, the CPC erred in approving a Project, when the SEIR fails to analyze the impacts of the Project on the adjoining shared alley.*** The eastern boundary of the Project site is improved with an alleyway that runs along the western boundary of Watt Plaza. As designed, the alleyway will serve as a means of access to the Project site. This alleyway currently serves as the means of ingress and egress to parking structures that serve Watt Plaza consisting of two towers at 1875 & 1925 Century Park East, 1900 Avenue of the Stars and 10100 Santa Monica Boulevard. The SEIR fails to analyze the impacts to the alleyway that will be caused by the additional usage that will be generated by the Project. The SEIR acknowledges that the alleyway will be used as a means of access to the Project site but does not even mention that the alleyway also serves as a primary throughway connecting the 1900 Avenue of the Stars and 10100 Santa Monica Blvd. buildings to Constellation Avenue. Hence, the proposed Project will be the fifth major building dependent upon this narrow alleyway for access. The CPC erred when it certified the SEIR that failed to analyze these traffic impacts.

(ii) ***Second, the CPC erred when it approved the Project without sufficient Development Credits***. The Project Site has a total of 4,114 Development Credits available for its proposed general office Project, pursuant to the SEIR. Section 2 of the Specific Plan allows for 1,000 square feet of general office development for every 14 Development Credits available; therefore, a general office Project on the Project Site must be limited to 293,857 square feet in size. By contrast, the Applicant's proposed Project is 731,250 square feet, or two and one half times the size allowed by the Specific Plan. The Applicant had transferred more than half of its Development Credits to other sites to construct two large office buildings, and therefore did not have sufficient Development Credits to construct the Project. The Applicant remedied this by (i) demolishing the existing buildings to receive additional Development Credits at the existing rates, and (ii) re-calculating the rate of the Development Credits to allow a building larger than permitted in the existing rates in Section 2 of the Specific Plan.

The Applicant recorded a Covenant Regarding Development Rights, that assigned 2,573.767 Development Credits from the demolition of an existing office building, bank building and restaurant. Each of those structures was allocated Development Credits at the rates set forth in Section 2 of the Specific Plan. Therefore, at the time the Applicant recorded the Covenant, it locked the future use of these Development Credits to the rates set forth in Section. Otherwise, an owner could demolish an office building at a rate of 14 Development Credits per 1,000 square

feet of floor area, and construct a new office building at a rate of 4.97 Development Credits per 1,000 square feet of floor area, and create a building that is more than two and a half times the size of the original building for the same use. This is exactly what the CPC did, when it approved the Project entitlements. The CPC erred by allowing a re-calculation of the office Development Credit rates on the new building, but not re-calculating the number of Development Credits allocated to the Property for demolition of the same office use. This is clearly contrary to the terms of the Specific Plan, the municipal code, and common concepts of equity and fairness.

(iii) ***Third, the CPC erred by failing to interpret the Specific Plan in compliance with code, historical consistency, and legislative history.*** The CPC erred in conflating the traffic trip generation rate, which evaluates traffic generated by a project, with the Development Credit generation rate, which limits the density and intensity in a Project and its numerous impacts. By permitting a traffic generation rate to be utilized in lieu of the Development Credit rates in Section 2 of the Specific Plan, the CPC has now permitted every future project in Century City to create its own Development Credit rates by providing a traffic study, or alternatively, to use the Development Credit rate of this Project (4.97 Development Credits/1,000 sf) for any future office development. This is clearly counter to the legislative history of the Specific Plan that intended to create a cap on office building development at a total of 2.5 million new square feet. The City then adopted a Development Credit program to allow Development Credits to be provided at different rates based on the type of use. By re-calculating the rate for office use only, the CPC erred in re-interpreting the formula to support massive office developments. The CPC erred in allowing the standard office development to qualify as a "dispute" under Section 6 of the Specific Plan as to what typical Development Credit rates apply. In the past 30 years, the City has always applied a rate of 14 Development Credit rates per 1,000 square feet for every office development, and refused to accept a Section 6 dispute application when requested by other developers. By accepting the Section 6 application, and creating a new office Development Credit rate without amending the Specific Plan, the CPC abused its discretion.

(iv) ***Fourth, Watt Plaza joins the comments and objections in the appeal of the Coalition to Save the Westside.*** Watt Plaza is a member of the Coalition to Save the Westside, a coalition of commercial property owners in the Specific Plan area concerned about the impacts of the proposed Project on Century City and the surrounding areas. The Coalition has offered a great deal of commentary regarding the flaws of the SEIR and various Project entitlements. Watt Plaza concurs in the findings in the appeal filed by the Coalition to Save the Westside.

(v) ***Fifth, the CPC erred for all of the reasons set forth in the Watt Towers prior comment letters to the City regarding the Project.*** These letters are attached here to and incorporated herein by reference.

Attachments to Appeal #1

WATT PLAZA

November 14, 2013

Nicholas Hendricks
City Planning Hearing Officer
Major Projects Section
200 N. Spring Street, Room 750
Los Angeles, CA 90012

Re: 1950 Avenue of the Stars / 10131 Constellation Avenue; ENV-2004-6269-EIR-SUP1, CPC-2013-210-SPP-SPR-MSC, CPC-2009-817-DA-M1

Hearing Date: November 15, 2013, 10:00 am
Location: West LA Municipal Building, Room 220

Dear Mr. Hendricks:

1875/1925 Century Park East Company and WP Twin Towers, Inc. ("Watt Plaza") are the owners of Watt Plaza, which is located at 1875 and 1925 Century Park East in Century City and is developed with twin 23-story office towers encompassing 900,000 square feet of commercial office uses. Watt Plaza is located within the Century City North Specific Plan ("Specific Plan") area and is therefore subject to the density, traffic and other land use limitations of the Specific Plan and will be impacted by the subject commercial office project (the "Project"), located at 1950 Avenue of the Stars (the "Project Site") proposed by Century City Realty, LLC (the "Developer"). This letter is sent to comment upon and object to the Final Environmental Impact Report ("FEIR") created in connection with the Project and to the requested Project entitlements.

Watt Plaza does not oppose the development of the Project Site. In fact, Watt Plaza believes that the Project Site can and should be developed consistent with the regulations of the Specific Plan and the rules and limitations that every property owner in the Specific Plan area has lived with in the 30 years since it was adopted. The Developer previously obtained approvals for a 483-unit residential project comprising two 47-story condominium towers and a 12-story loft totaling 1.3 million square feet (the "Original Project"). Watt Plaza did not oppose the Original Project and does not oppose it now precisely because it was designed to be, and approved because it was, consistent with the traffic, density and other land use policies of the City of Los Angeles expressed in the City's zoning ordinance, General Plan and, most specifically, the Specific Plan. Similarly, Watt Plaza does not oppose an office development at this site provided it is consistent with all regulations of the Specific Plan. As stated in JMB's own EIR for the Approved Project, JMB can build an office building of 261,000 square feet based on the amount of development rights known as Cumulative Automobile Trip Generation Potential ("CATGP") remaining for use on this property. This is the result of JMB having transferred all of its allocated development rights from this property to build the MGM and the Sun America Towers, each of which is much larger as a result of such transfer of CATGP trips. Hence, what JMB is attempting to do with the proposed Modified Project of 731,000 square feet of office building is to "double dip" in the use

of its originally allocated CATGP Trips. This is fundamentally unfair to all the other property owners in Century City who have abided by the rules for the past 30 years.

I. The FEIR's Project Description is Misleading

Initially, Watt Plaza takes issue with and objects to the inherently misleading manner in which the FEIR describes and touts the Project – namely, as a purportedly reduced development based solely on a comparison between the floor areas of the Original Project and the currently-proposed Project. Specifically, the FEIR describes the Project as representing a reduction of 561,108 square feet as compared to the Original Project and a corresponding reduction in floor area ratio. That description is inherently misleading because it ignores the substantial additional traffic trips that will be generated by the proposed Project as compared to the Original.

According to the FEIR, the new office Project – even using the Developer's overly generous and ultimately erroneous (as detailed below) Trip generation factor – will create 3,607 average daily vehicle trips using the so called Economy Adjustment Rate, and a whopping 4,603 trips using the Published Rates, while the Original Project generated only 2,019 trips. Hence, what is being touted as a "reduced project" will actually generate nearly 80% more traffic using the Economy Adjustment Rate and a whopping 130% increase using the Published Rates. Moreover, unlike office projects, the City does not calculate density – and traffic impacts – by floor area for residential use; residential density is calculated according to the number of residential units. Thus, a comparison of the floor area of a residential project with that of a commercial office is irrelevant and intentionally deceptive. *See City of Santa Monica v. City of Los Angeles*, 2007 WL 2677035 (Cal. Ct. App. Sept. 13, 2007) (holding that the characterization of a modified project as a reduced development when, in actuality, the project increased density and development, was misleading under CEQA).

Watt Plaza believes that the Project should be evaluated and considered based on its true characteristics. After all, an EIR at its heart is an informational document designed to spur consideration of a project's impacts on the environment, suitable methods to mitigate those impacts and the wisdom of allowing a project where impacts cannot be eliminated. Obfuscating the true impacts of a project behind misleading characterizations thoroughly undermines the very purpose of CEQA.

II. Equity, Fairness and the Principle that all Property Owners in the Specific Plan Area Should be Treated Equally Dictate that the Applicant's Project Cannot be Approved

Moreover, the FEIR cannot be certified because the Project it analyzes is not allowable given the traffic and density limitations of the Specific Plan. According to the FEIR, the Project entails construction of a 37-story, 700,000 square-foot office building, approximately 25,830 square feet of low-rise, one- and two-story office space, an approximately 1,300 square-foot Mobility Hub, a Transit Plaza, approximately 4,120 square feet of ancillary retail, and a partial subterranean parking structure. However, the Project site does not have the development rights sufficient to allow the development of a traffic-generating commercial office building of the size and scale proposed by the Developer. This is true because as mentioned earlier the Developer transferred the development rights allocated to the Project site by the Specific Plan to two other project sites in the Specific Plan area to allow it to construct the MGM and SunAmerica Towerss. Having used up the development rights associated with the Project site, the Developer now seeks through its current entitlements a special exemption from the density limitations of the Specific Plan that has been granted to no other property owner in its 30-plus year history. That exemption cannot and should not be allowed.

A. History and Purpose of the Specific Plan

As explained in a City Planning Department memorandum discussing the history and purposes of the Specific Plan, attached hereto as Exhibit A, the City faced a dilemma in the years leading up to the adoption of the Specific Plan: "the development potential of the [Century City] area" was such that "traffic congestion could become impossible unless means of regulating the intensity of development could be devised." According to the City's findings made in connection with the adoption of the Specific Plan, attached as Exhibit B hereto, the Specific Plan area in 1981 was approximately 60 percent developed with office, retail, commercial, hotel, entertainment and residential uses. The existing level of development in Century City, combined with development in surrounding areas, had already caused traffic volumes on major circulation arterials in and around Century City to approach or exceed capacity.

The City determined in the Specific Plan to address the situation by placing "a limitation on the amount of future development" in Century City resulting, upon the conclusion of the Specific Plan's "Phase Two", in floor area ratio ("FAR") of 2.29 to 1 in the "core area" and 1 to 1 in the "buffer area", well below the otherwise allowable FARs of 6 to 1 and 4.5 to 1, respectively. The goal of the Specific Plan, according to the City's findings, was "a 40 percent reduction in the amount of commercial development and a 50 percent reduction in the amount of residential development permitted by existing zoning . . . thereby greatly reducing the potential adverse impacts of future development in the Specific Plan Area." That goal was confirmed by a Negative Declaration certified in connection with the adoption of the Specific Plan, which states that the Specific Plan "involve[s] further reductions of allowed intensity of commercial and residential densities, and place[s] maximum development ceiling for properties within the Specific Plan Area."

Rather than impose a strict limit on sites of aspecific FAR, to fairly allocate the development rights amongst properties in Century City and to enable the transfer of development rights from one parcel to another, the drafters of the Specific Plan devised an "innovative planning tool" whereby "[t]he intensity of development permitted was to be based upon the number of vehicle trips an automobile made to and from a certain type of land use." In this way, according to the Planning Department, the Specific Plan imposed a "cap on the total square feet of floor area in structures based on the traffic volume that could be accommodated". Thus, the reduction in allowable densities was expressed, not in terms of direct FAR or gross floor area limits, but *in*directly through allocated vehicle "Trips" called CATGP.

Those Trips are reflected in the Specific Plan's CATGP Trip generation factors, which were taken from the Planning Department's EIR Manual and used to determine the total number of CATGP Trips to be allocated to each parcel in the Specific Plan area. The total number of allowable Trips was based on the total office floor area permitted for each phase of development – *i.e.*, approximately 1.43 million square feet of office space in the first phase and 750,000 square feet of office space in the second phase. That floor area translated to 20,000 CATGP Trips in the first phase and 10,516.789 CATGP Trips in the second phase (utilizing the ratio of 14 Trips per 1,000 square feet of office use).

B. The Developer Is Not Entitled to a Special Exemption From the Traffic and Density Limitations of the Specific Plan

The Project Site is identified as Parcels C and D of Parcel Map Exemption No. 2122 on the Specific Plan's Table of Trip Allocations in Appendix B and was allocated 5,670.263 total CATGP Trips over both of the Specific Plan's two phases. At a rate of 14 Trips per 1,000 square feet, the Project

site was allocated sufficient Trips to allow for the construction of a 405,000 square-feet of commercial office space. In addition, the Specific Plan allowed property owners to obtain credit for additional Trips by demolishing existing structures, which would have allowed the Developer to add to the allocated Trip count. In the years following the adoption of the Specific Plan, however, the Developer transferred nearly 75% of the Trips allocated to the Project site to its other property holdings in Century City allowing it to construct two massive office towers – *i.e.* the MGM and SunAmerica Buildings.

At present, the Developer claims it has 4,114 Trips available for the Project. A total of 1,541 Phase 2 Trips remained with the Project site following the Developer's transfers of Trips to the other project sites. The Developer added to that amount 2,573 Replacement CATGP Trips as a result of the removal of a restaurant, bank drive-through and bank office building. Given the assigned rate of 14 CATGP Trips per 1,000 square feet of office use, the Project site has development rights to construct only 293,857 square feet of office use under the Specific Plan. Nevertheless, the Developer proposes in the Project 731,250 square feet of new commercial office space, or two and one half times more floor area than the Specific Plan permits.

The Developer proposes to accomplish this sleight of hand by effectively creating new Trips out of whole cloth through an application under Section 6 of the Specific Plan for an alternative Trip generation factor applicable to its proposed office building. On October 10, 2013, the Developer submitted to the Department of Transportation ("DOT") an application for an Alternative Calculation of Trip Generation Factor requesting that DOT approve a dramatically reduced Trip generation factor of 4.97 Trips per 1,000 square feet of floor area. The application was supported, not by an analysis of the proposed Project that would justify ignoring the Section 2 CATGP rates for site- and Project-specific reasons, but on data in the form of counts of vehicles entering and exiting driveways at four different high rise buildings in Century City that purportedly have similar characteristics as the proposed Project. DOT recommended approval of the alternative Trip generation factor concluding that the "outdated CATGP's trip factor for 'Other Office Commercial' use should be adjusted accordingly based on empirical data and trends for this proposed project."

The application submitted by Applicant and the DOT approval reflect a fundamental misunderstanding and misapplication of the requirements of the Specific Plan and a "back door" amendment of the Specific Plan without application, environmental study or compliance with any other prerequisites necessary to amend the Specific Plan. At no point in its application to DOT or in the FEIR does the Developer analyze the implications of its Project on allowable densities and other land use policies in the Specific Plan area. That analysis is required as part of the Section 6 dispute resolution process because Trip generation factors, as the phrase is used in the Specific Plan, contain both a traffic and a density component.

The implicit premise behind the presumption that Section 6 allows calculation of an alternative Trip generation rate for an already designated land use is that the traffic rates specified for individual uses are based on actual trip generation rates that are subject to "updating" through an application under Section 6 and observation and measurement of current traffic generation rates. Neither premise is sound. Rather, the historical documents discussing the enactment of the Specific Plan, as well as the text, structure and purpose of the Specific Plan, demonstrate that the Trip generation factors established in Section 2 of the Specific Plan were not based upon actual rates, either observed or published, but were instead generated from a calculation of density limitations imposed upon and targeted for the Specific Plan area. For example, no empirical data was used to establish the 14 Trip per 1,000 square feet Trip generation rate imposed upon "Other Office Commercial" uses. In fact, the rate imposed was significantly greater than then current published ITE rates. In other words, the Trip generation rates were not true measures of traffic generation even in 1981 when they were initially imposed and – being

an expression and calculation of a density limitation – were never intended to be. With that context, a reading of Section 6 that would allow a specified Section 2 use to deviate from the established Trip generation rate based solely upon updated traffic counts is untenable as it would upset the entire equilibrium established by the Specific Plan.

C. The Proposed Project Will Generate Additional Traffic Trips Not Contemplated, Studied or Allowed by the Specific Plan

The premise behind the Developer's alternative Trip generation factor is its misleading assumption that by basing its proposed CATGP rate on current traffic counts the proposed Project would not create any new vehicle trips. That assumption, however, is undermined when the totality of the Project is examined because the Developer was awarded replacement Trips at the full Section 2 rate of 14 per 1,000 square feet. As shown by a Covenant Regarding Development Rights, which is attached hereto as Exhibit C, the subject property was assigned 2,573.767 replacement Trips from the demolition of an existing office building, bank building and restaurant. Each of those structures was allocated replacement Trips at the full Section 2 rates. Thus, for example, the Applicant demolished an existing office building on site and was thereby awarded replacement Trips at the full Section 2 rate of 14 Trips per 1,000 square feet of office floor space.

The incongruity between recognizing Trips based on Section 2 traffic generation rates and "spending" them based on measured, "updated" traffic rates is obvious and results in the addition of traffic trips not contemplated or allowed by the Specific Plan. Indeed, being that the Specific Plan was adopted with only limited environmental review and pursuant to a negative declaration that assumed that density and traffic would be substantially reduced as a result of its adoption, the addition of these traffic trips to the already taxed areas surrounding Century City have never before been studied. The FEIR's failure to do so here is therefore fatal and demands that it be rejected.

Having received the benefit of the Section 2 rates for demolishing structures, the Developer must be restricted to the Section 2 rates in connection with the development of its property. Otherwise, any property owner in the Specific Plan area would be allowed to dramatically increase the number of Trips assigned to its parcel by demolishing or changing the use of existing structures and taking advantage of the disparity when it comes to calculating the number of Trips required for a particular project. Interpreting the Specific Plan to allow such a result would effectively eliminate the density and traffic generation limits that are its cornerstone. The City obviously did not intend to create such an anomaly and the Specific Plan does not allow it.

D. The Developer Should be Subject to the Same Density and Traffic Limitations as Every Other Property Owner in the Specific Plan Area

The inherent and extreme unfairness of the Developer's Project, and what the Project potentially means for Century City and the Specific Plan, is highlighted when the situation faced by the other property owners in Century City is considered.

Watt Plaza was allocated no CATGP Trips by the Specific Plan because its property was already developed at the time the Specific Plan was adopted. In theory, Watt Plaza could accommodate an additional office tower over an existing parking garage on site. However, the lack of CATGP Trips prevents it from doing so and demolishing the existing garage would yield no Replacement Trips. Watt Plaza, like every other property owner in the Specific Plan area, has lived with the development limitations of the Specific Plan and neither Watt Plaza nor any other property owner has been granted the special development privileges sought by the Developer here.

By contrast, if the current Project is approved, the Developer would be allowed to bypass the density limitations imposed by Section 2 of the Specific Plan, exploit a heretofore unheard of loophole by demolishing one office building to fabricate "Trips" at one rate only to spend them as part of the construction of a new much larger office building at a drastically reduced rate, and potentially gut the density and traffic limitations of the Specific Plan. If this Project is approved, how possibly could the City justify disallowing any other property in the Specific Plan area from similarly tripling its density? In its FEIR responses, the Developer dismisses such concerns as mere speculation. However, given how lucrative office space in Century City is, if the Developer is allowed to change the rules, many other property owners are sure to follow suit.

The Specific Plan was designed specifically to, not only limit, but fairly allocate, the development potential of Century City amongst the property owners in the Specific Plan area. That principle of fair allocation is explicit in the Specific Plan as well as the enacting documents. The Developer here proposes to blow through the Specific Plan's density cap and hoard the development potential of the Specific Plan area. Neither the Specific Plan, sound planning principles, nor fundamental notions of fairness allow it.

III. The FEIR Fails to Analyze the Impacts of the Project on an Adjoining Alleyway

As reflected in the FEIR, the eastern boundary of the Project site is improved with an alleyway that runs along the western boundary of Watt Plaza. As designed, the alleyway will serve as a means of access to the Project site. This alleyway currently serves as the means of ingress and egress to parking structures that serve Watt Plaza consisting of two towers at 1875 & 1925 Century Park East, 1900 Avenue of the Stars and 10100 Santa Monica Boulevard.

Notwithstanding, the FEIR fails to analyze the impacts to the alleyway that will be caused by the additional usage that will be generated by the Project. The FEIR acknowledges that the alleyway will be used as a means of access to the Project site but does not even mention that the alleyway also serves as a primary throughway connecting the 1900 Avenue of the Stars and 10100 Santa Monica Blvd. buildings to Constellation Avenue. Hence, the proposed Project will be the fifth major building dependent upon this narrow alleyway for access. The FEIR fails to address the impacts.

IV. Concurrence in Comments and Objections of Coalition to Save the Westside

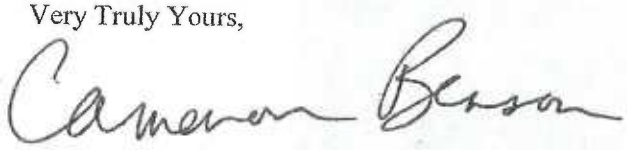
Watt Plaza is a member of the Coalition to Save the Westside, a coalition of commercial property owners in the Specific Plan area concerned about the impacts of the proposed Project on Century City and the surrounding areas. The Coalition has offered a great deal of commentary regarding the flaws of the EIR and various Project entitlements. Watt Plaza concurs in the comments of the Coalition and urges that the City reject the Project and refuse to certify the FEIR for the reasons stated therein.

* * * * *

Watt Plaza supports the development of the Project site consistent with the goals of the Specific Plan. However, because the scale of the proposed Project is not supported by the development rights attributable to the site and is plainly at odds with and cannot be reconciled with either the text or the fundamental purpose of the Specific Plan, Watt Plaza strongly objects to the current design. The Developer must be subject to the same rules as every other property owner in the Specific Plan area.

Allowing this Developer the special exemption it seeks potentially undermines the Specific Plan in a very fundamental way and could have dramatic negative consequences for Century City. We urge you to reject it.

Very Truly Yours,



Watt Plaza

cc: The Hon. Eric Garcetti, Mayor
Hon. Paul Koretz, Councilmember CD5
Hon. Michael Feuer, City Attorney
Michael LoGrande, Planning Director
Lisa Webber, Deputy Planning Director
Dan Scott, Principal Planner
Shawn Bayliss, District 5 Planning Deputy
Katherine Hennigan, District 5 Economic Development Deputy
Jay Kim, Los Angeles Department of Transportation

CENTURY CITY

SPECIFIC PLANS TRIP ALLOCATION

SUMMARY

CITY OF LOS ANGELES
DEPARTMENT OF CITY PLANNING
JUNE 20, 1996

CENTURY CITY SPECIFIC PLANS
TRIP ALLOCATIONS

Development of the Century City Specific Plans. Development of a specific plan for the Century City area was a program recommended in the West Los Angeles (Community) Plan adopted in 1974. The Community Plan contains criteria for the Specific plan, including phasing of development, provision of street capacity and pedestrian circulation, and transfer provisions for unused development rights (Programs, V.)

A specific plan was initiated in November 1975 and, based on this initiation, two preliminary specific plans were developed in September 1976, one each for Century City North and Century City South (including 20th Century Fox Studios). The phasing of future development was controversial and led to delay in the release of a revised draft plan until June 1979. The City Planning Commission adopted a modified version in March 1980. After further revisions and public review, the Century City North Plan was adopted by the City Council and became effective in November 1981 (Ordinance No. 156,122). The Century City South Specific Plan became effective in December 1981 (Ordinance No. 156,121).

This document has been prepared to assist interested parties in their review of trip allocations and Cumulative Automobile Trip Generation Potential (CATGP) and their effect of future development within the Specific Plan.

Summary of Century City South Specific Plan Provisions.
An amendment to the Century City South (CCS) Specific Plan was adopted effective August 10, 1993 (Ordinance 168,862). The revised CCS Specific Plan designates Area A (non-studio property currently built-out) and Area B (Fox Studios). The amendment removed the remaining trip balance assigned to the Fox Studios property (Specific Plan area B) and replaced it with a maximum development allotment expressed in Gross Square Feet of Studio Use facilities (1,895,000 square feet including 771,000 Gross Square Feet of new development). Parcels 15,16 and 18 in area A have utilized all allocated trips in the Specific Plan. Only if existing buildings are demolished or if the use is changed, could additional development be permitted based on "replacement trips" created by the demolition or change. Area B is designated as a "Studio Zone" in the Specific Plan. Phasing of development is coordinated with traffic mitigation and monitoring measures. No transfers of Trips are permitted between the Studio Property and other sites.

Summary of Century City North Specific Plan Provisions. When the Century City North (CCN) plan was adopted in 1981, the 148 acres involved had already been developed with regional shopping and entertainment facilities, high rise offices, hotel and residential structures. The specific plan was needed to ensure that the remaining development potential could be realized while resolving problems related to vehicular traffic that could be generated, separation of vehicular and pedestrian traffic, and the compatibility of development within the center and with the adjacent neighborhoods.

The requirements were met in the CCN plan by providing:

- a cap on the total square feet of floor area in structures based on the traffic volume that could be accommodated
- thirty (30) developer-paid street improvements to accommodate additional future traffic
- a second-level pedestrian system
- a specific amount of development which would be permitted in each of two phases of a building program
- a core area with the highest development intensity and a buffer area at the perimeter with less intense development.

Cumulative Automobile Trip Generation Potential

Traffic was the major planning concern in Century City North. Given the development potential of the area, traffic congestion could become impossible unless means of regulating the intensity of development could be devised. An innovative planning tool was developed in response. The intensity of development permitted was to be based upon the number of trips an automobile made to and from a certain type of land use. The trip generation potential per square foot of permitted land use is defined in the plan. Different types of land uses are assigned appropriate trip generation potential. Intensity of use is then measured in terms of trip generation, not floor area ratios or building square footage.

Examples are:	Trips/1,000 Sq. Ft. of Floor Area*
Office Commercial	14
Retail Commercial (not in Shopping Center)	35
Retail Commercial (within Shopping Center)	28
Sit-Down Restaurant	45

The Plan uses "Cumulative Automobile Trip Generation Potential (CATGP)" as the means of assessing and limiting the development potential of properties within the Specific Plan area. CATGP is the total daily vehicle trips generated by a project. The Specific plan contains an original allocation of "CATGP" vehicle trips for the various remaining undeveloped and underdeveloped properties:

- trips were allocated in two Phases
- trips were allocated to the "core area" at a rate approximately double that in the "buffer area." Buffer areas lie along the eastern and western perimeters of the plan area in order to protect the adjacent residential neighborhoods. The Floor Area Ratio in buffer areas is limited to 4.5:1, versus 6:1 in the core area.

* see Section 2 of Plan for Definitions

- trips were allocated proportional to lot size.

The development potential of the trips assigned to any parcel is determined by dividing the number of trips assigned by the appropriate "Trips/1,000 sq. ft. of Floor area" factor, and then multiplying by 1,000, e.g.,:

500 trips ÷ 14 = 35.714
35.714×1,000 = **35,714** square feet of Office Commercial Floor Area.

Development Phasing
To assure orderly development, the Plan establishes two phases of development. Phase 1 permits a maximum CATGP of 20,000 trips. This figure includes the 4,200 trips allocated to the shopping center (located at the northwest corner of the plan area).

Phase 2 Trigger Trips
Phase 2 begins when all street improvements designated in the Specific Plan have been completed and when building permits have been issued for Projects generating 15,225.606 Trips (defined in Section 3. of the Specific Plan). This number of Phase 1 Trips must be utilized before Phase 2 begins, and is referred to as the "Phase 2 Trigger Trips" in the attached tables (see Columns 6 and 7 of Table 1). This "Phase 2 trigger" equals the total number of Phase 1 Trips (20,000), minus the 4,200 trips assigned to the Shopping Center (Parcel A of PM L.A. No 3784) and the 574.394 trips assigned to Parcel B of PM. LA 1483 ("Northrup Office Building No. 2") .

Phase 1 Trips:	20,000.000
Less: Shopping Center:	-4,200.000
Less: Northrup Office:	-574.394
Phase 2 Trigger Trips:	**15,225.606**

Phase 2 Trips
Phase 2 allocates an additional 10,156.789 trips within the Specific Plan areas. A project under Phase 2 must also obtain a Project Permit, which involves a more detailed review by the City Planning Commission of the project's impacts. Such phasing ensures that in Phase 2 any adverse impacts created by additional development can be carefully evaluated before a project is approved or denied. This phasing is summarized below:

	TRIPS	PROCEDURE
PHASE 1	Up to 20,000 CATGP including: 15,225.606 "trigger trips" 4,200 shopping center trips 574.394 "Northrup" trips	Non-discretionary approval process (Planning Department sign-off required) No public hearing No appeal List of transportation improvements
PHASE 2	20,001 to 30,156 CATGP Maximum of 30,156 CATGP	Application to Planning Commission Discretionary action (notice and findings required) Action appealable to City Council

Transfer of Development Rights. The sale or transfer of development rights may be permitted from a site having unused allocated vehicle trips to another site in the Specific Plan area. In transfer of development rights, all or part of the unused development potential of one site is transferred to another site. The "donor" site is then permanently restricted from using those rights and the "receiver" site is entitled to the use of those rights. Section 5 of the Specific Plan sets forth requirements for Transfers of Development Rights. A Planning Department certification and a recorded covenant approved by the City Attorney are required for any trip transfers.

Transferred Trips from Century City South. Up to 5,000 trips could have been transferred from the area governed by the Century City South Specific Plan. Such Transferred Trips are not subject to Plan Phasing, street improvement or Project Permit requirements. Within Century City North, there are 319.906 remaining unused Transferred Trips currently assigned to "Parcels 4/9". There are no other remaining trips in CCS which can be transferred to Century City North.

Replacement Trips. If all or part of a building is demolished, building square footage which yields an equivalent number of Trips may be rebuilt on the same lot (3B.2(e)). If the use of a building is changed and the Trips generated are thereby reduced, the number of reduced Trips may be used for a Project on the same lot (3B.2 (f)). Such "replacement trips" are not included in the CATGP. Replacement Trips may also be transferred from any parcel to any other parcel within the Specific Plan area, in accordance with Section 5 of the Plan (3B.2 (j)).

Shopping Center. The Century City shopping center (Parcel A of Parcel Map L.A. No. 3784) had a specific trip allocation of 4,200 trips apart from the rest of Century City (Section

7 of the Specific Plan). Trips may be transferred from the shopping center to other sites in the plan area, however only 683.941 trips may be used for other than Retail Commercial uses. (These "unrestricted" trips were transferred away from the site in 1983.) Also, no more than 4,200 trips, plus replacement trips, may ever be used on the shopping center site. Shopping center trips do not count toward the Phase 2 threshold. The shopping center uses a CATGP factor of 28 vehicle trips per 1,000 square feet, instead of 35 vehicle trips for retail commercial uses on other sites. The lower CATGP factor was determined appropriate for the shopping center as the result of a special study. Fast-food restaurants (as defined in the Specific Plan) are not permitted to be developed on the shopping center site.

Trip Allocation Records. The Department of City Planning is responsible for maintaining records of Trip allocations; Trips or Transferred Trips utilized for Projects; replacement Trips arising from demolitions or changes of use; transfers of Trips between parcels; and allocations of Trips resulting from subdivisions. Any change in the number of Trips available to any lot shall be evidenced by a recorded document signed by the owner of the lot. Original Trip Allocations in the Specific Plan are contained in Plan Appendix "B." The Department of City Planning has assigned Parcel numbers to the lots listed in Appendix "B" which are used in the attached trip record tables.

The additional information on the attached records please contact the City Planning Department at (213) 485-4476.

cencit.wpd
6/20/96

OFFICE OF
CITY ATTORNEY
CITY HALL EAST
LOS ANGELES, CALIFORNIA 90012

IRA REINER
CITY ATTORNEY

REPORT NO. R 81 1567

NOV 16 1981

REPORT RE:

FINAL DRAFT OF ORDINANCE ESTABLISHING A
CENTURY CITY NORTH SPECIFIC PLAN
(CPC No. 28436 and Council File No. 80-1250 not transmitted.)

The Honorable City Council
City of Los Angeles
Room 395, City Hall
Los Angeles, California 90012

Honorable Members:

Transmitted herewith is the final draft of an ordinance establishing a Century City North Specific Plan, approved as to form and legality. This ordinance has been approved by the Director of Planning on behalf of the City Planning Commission with a recommendation that it be adopted.

The herewith transmitted ordinance is identical to the ordinance transmitted on November 9, 1981, except that it corrects an error in the Improvement Percentage of Traffic Improvement No. 29, on page 21 of the ordinance. The correct percentage is 2.59%.

Should the City Council adopt this ordinance, it may comply with the provisions of Section 96.5(5) of the Charter by either adopting the findings of the Director of Planning or by making its own findings.

A proposed Negative Declaration was prepared on October 7, 1981, and thereafter filed with the City Clerk. If the City Council concurs therewith, it must adopt the Negative Declaration prior to or concurrent with action on the ordinance, and at the same time, make the finding that the project will not have a significant effect on the environment for the reasons set forth in said Negative Declaration. If the subject ordinance is

enacted, the City Clerk should file a Notice of Determination in accordance with Section 7 of Article V of the City of Los Angeles' Guidelines for the Implementation of the California Environmental Quality Act of 1970.

Very truly yours,

IRA REINER, City Attorney

By

ANTHONY SAUL ALPERIN
Deputy City Attorney

ASA:lmr
485-4230

Attachment

JOSEPH P. LOEB (1883-1974)
EDWIN J. LOEB (1886-1970)

WRITER'S DIRECT DIAL NUMBER:
(213) 552-3601

LAW OFFICES OF
LOEB AND LOEB
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
10100 SANTA MONICA BOULEVARD
SUITE 2200
LOS ANGELES, CALIFORNIA 90067
(213) 552-7700

CABLE ADDRESS "LOBAND"
TELEX 67-3106

LOS ANGELES OFFICE
ONE WILSHIRE BUILDING
SIXTEENTH FLOOR
WILSHIRE BOULEVARD AT GRAND AVENUE
LOS ANGELES, CALIFORNIA 90017
(213) 629-0200
(213) 278-7351

NEWPORT BEACH OFFICE
500 NEWPORT CENTER DRIVE
NEWPORT BEACH, CALIFORNIA 92660
(714) 759-1272

CALLED SPECIAL

November 6, 1981

HAND DELIVERED

Los Angeles City Council
Room 340, City Hall
Los Angeles, California 90012

Attention: Joel Wachs, Council President

Re: Proposed Century City North Specific Plan (Council File No. 80-1250, City Plan Case No. 28436) re: November 10, 1981 City Council Meeting

Gentlemen:

American City Bank (hereinafter "ACB") is the owner of a parcel at the northeast corner and within the boundaries of the proposed Century City North Specific Plan (hereinafter the "Plan"). This letter is for the purpose of indicating for the record ACB's continued opposition to the proposed Plan. Representatives of ACB have written several letters in opposition to and have appeared at hearings during the formation of the proposed Plan. ACB continues to oppose the proposed Plan, including the actions taken by the Planning Commission on October 29, 1981, essentially upon the same grounds indicated in such earlier correspondence and appearances, and by this reference incorporates into this letter all of ACB's prior statements in opposition to the Plan as expressed in such correspondence and appearances. We have been advised that Councilman Yaraslovsky plans to present a proposed form of Plan to the City Council at its November 10 meeting.

The following points summarize and reiterate the nature of ACB's opposition to the Plan as currently proposed:

The proposed Plan is inconsistent with the applicable District Plan and Specific Plan. The application of the proposed Plan to ACB is inconsistent with the stated purposes of the Plan.

Allowance of increased density at the American City Bank site would not impose shadows on any residential areas.

The ACB site is substantially different than other sites designated in the proposed Plan as "buffer" areas, because the other buffer areas have been built out and because the ACB site has direct street access outside of Century City. The unique characteristics of the ACB site indicate that such site should not even be included within the Plan. The Plan is inequitable and denies ACB equal protection of the law because the Plan unreasonably regulates the ACB site in a manner similar to the regulation of dissimilar sites and in a manner dissimilar to the regulation of similar sites, especially with respect to allocation of development rights.

In the light of the above, ACB requests disapproval of the proposed Plan, or, alternatively, exclusion of the ACB site from the Plan.

Sincerely,

Stuart Sobel
for Loeb and Loeb

SS:lc
cc: Councilman Zev Yaraslovsky
Mr. Raymond Norman, Planning Commission
Mr. James Garity
Mr. Bruce Becket
Frank E. Feder, Esq.
Michael Langs, Esq.

Los Angeles City Planning Department
Room 561

DATE: November 16, 1981

TO: Ira Reiner, City Attorney

FROM: Calvin S. Hamilton, Director of Planning

SUBJECT: ORDINANCE ESTABLISHING THE CENTURY CITY NORTH SPECIFIC PLAN (CITY PLAN CASE NO. 28436 AND COUNCIL FILE NO. 80-1250)

CHARTER SECTION 97.8

Transmitted herewith is an ordinance which establishes the Century City North Specific Plan for a portion of the Century City Center.

On October 29, and November 5, 1981, the City Planning Commission recommended adoption of the subject Ordinance. An ordinance was prepared by the City Attorney and transmitted to the Council. It has been discovered that the Improvement Percentage of Traffic Improvement No. 29 was in error. The correct percentage is 2.59%. The herewith approved ordinance reflects the correction. I find that the ordinance prepared by the City Attorney according to instruction from the City Planning Commission, as corrected, although modified from such ordinance as seen by the Planning Commission, conforms with the latest action of the Commission on this matter.

CHARTER SECTION 97.2 (a) AND (b) AND CHARTER SECTION 96.5 (5)

Pursuant to Section 97.8 of the City Charter and City Plan Case No. 13505-A and the California Environmental Quality Act (see finding No. 14) and on behalf of the City Planning Commission, I adopt the attached findings, approve the Ordinance and recommend its adoption by the City Council.

ENVIRONMENTAL IMPACT

The proposed ordinance will not have a significant effect on the environment for the reasons stated in the Negative Declaration dated October 7, 1981.

CSH:LB:ic

Attachment

CITY PLAN CASE NO. 28436
COUNCIL FILE NO. 80-1250

WEST LOS ANGELES DISTRICT
COUNCIL DISTRICT NO 5

FINDINGS

FOR

CENTURY CITY NORTH SPECIFIC PLAN

NOVEMBER 3, 1981

FINDINGS
FOR
CENTURY CITY NORTH SPECIFIC PLAN

1) Concept Los Angeles, an element of the Los Angeles General Plan, adopted by the City Council on April 3, 1974, designates Century City as a "Center" with a "high intensity of varied urban activities; residential, commercial, cultural, recreational and appropriate industrial uses". The West Los Angeles District Plan, adopted by the City Council on March 21, 1974, designates that portion of the subject Specific Plan area, northwest of Olympic Boulevard as a "regional center", with corresponding zone classifications of C2, C4, P and PB, in Height District No. 2. The District Plan proposes that the portion of the subject Specific Plan area southeast of Olympic Boulevard be developed with "High-Medium" density residential uses (40+ to 60 dwelling units per gross acre, corresponding to the R4 Zone classification). The District Plan recommends that: "A Specific Plan should be developed for the Century City Center, the area generally bounded by Pico Boulevard, Century Park East, Santa Monica Boulevard and Century Park West". This Specific Plan shall designate the location of commercial uses and residential uses and densities as shown on the West Los Angeles District Plan Map and using criteria established under the "commercial features" of the West Los Angeles District Plan. The District Plan also recommends that the Specific Plan should provide for:

   A. Phasing to assure orderly development and redevelopment and to provide street capacity and other facilities adequate to the intensity and design of development. This shall include any on and off-site dedications or improvements deemed necessary as a result of this Specific Plan study.

   B. A continuous pedestrian system, separated from automobile traffic, and with pedestrian bridges and appropriate locations to be constructed concurrently with development.

   C. Off-site parking facilities with secondary transit linking the parking facilities to activity nodes within Century City Center.

   D. An overall intensity of residential and commercial development as proposed herein, but with flexibility regarding the specific location of uses. The Specific Plan should permit the transfer of unused development rights within the Specific Plan area, subject to City review and approval.

2) The Century City North and Century City South Specific Plans together comprise the specific plan regulations for the Century City Center as called for in the West Los Angeles District Plan. The proposed Century City North Specific Plan, including the change of zone, and height district, provides regulations in conformity with the above recommendations of the District Plan, and thus it is in substantial conformance with the purposes, intent and provisions of the General Plan as reflected in Concept Los Angeles and the West Los Angeles District Plan.

3) The Century City North Specific Plan Area is approximately 60 percent developed with office, retail commercial, hotel, entertainment and residential uses. The existing level of development, coupled with existing development in surrounding areas has caused the traffic volume on some of the major circulation arterials in and surrounding the Specific Plan area to approach or exceed capacity, thus necessitating a limitation on the amount of future development.

4) The Proposed Specific Plan will result in a 40 percent reduction in the amount of commercial development and a 50 percent reduction in the amount of residential development permitted by existing zoning on the remaining undeveloped or substantially underdeveloped parcels in the Century City North area, thereby greatly reducing the potential adverse impacts of future development in the Specific Plan Area.

5) The proposed phasing of development, Project Permit requirements and required traffic improvements provided for in Specific Plan will greatly reduce the traffic impact from future development on the Century City North area and on Santa Monica, Olympic, Pico and Wilshire Boulevards, vital traffic arterials for the West Los Angeles District Plan Area.

6) The Trip generation factors contained in Section 2 of the Specific Plan are based on such factors contained in the City's EIR Manual, on other local and national transportation studies and on studies performed specifically in connection with the development of the Specific Plan.

7) In order to limit the impacts of future development within its area, the Specific Plan places a limit on allowable future development for the commercially-zoned lots. That limit is expressed in terms of a ceiling on the number of vehicle trips (Trips) which may be generated by Projects (construction and changes of use) for such commercially-zoned lots. The Plan would permit 20,000 such Trips in the first phase of development and 10,156.789 Trips in the second phase. In order to assure equality of treatment of similarly situated lots and ownerships, Trips have been allocated to such lots in each phase as follows:

   A. During the first phase, each lot in the "core area" which is undeveloped or underdeveloped has been allocated a number of Trips which will permit the lot to be developed up to a floor area ratio of 1.48 to 1 (measured at 14 Trips per thousand square feet of floor area).

   B. During the first phase, each lot in the "buffer area" which is undeveloped or underdeveloped has been allocated a number of Trips which will permit the lot to be developed to a floor area ratio of 0.61 to 1 (measured at 14 Trips per thousand square feet of floor area).

   C. Similar allocations have been made for such lots during the second phase, "core area" lots being allocated sufficient Trips to produce a floor area ratio after Phase Two of 2.29 to 1, and "buffer area" lots being allocated sufficient Trips to produce a floor ratio after Phase Two of one to one.

D. Lots already developed to floor area ratios equal to or greater than such figures in the "core area" and "buffer area", set forth in "B" and "C" just above, respectively are allocated no Trips under the Plan.

E. One parcel of land, known as Lot 14, is uniquely situated in the "core area", and is not designated to receive Trips. This lot has an equivalent FAR of 2.20 based on its present use and would ordinarly be considered an underdeveloped lot which would entitle it to Trips in phase two. No Trips will be allocated to it in phase two for the following reasons: 1) it is located entirely under Avenue of the Stars; 2) it is physically precluded from any further development; 3) it has in practice been considered as a portion of the ABC Entertainment Center; and 4) it can in no practical way provide for any additional on-site parking. Therefore, it is not included in the same category with other underdeveloped lots and is a special case.

F. The Specific Plan provides for the transfer of development rights (Trips) between lots within the Specific Plan Area in order to provide more flexibility in implementing the Plan.

G. Although the "core" and "buffer" areas have already been partially developed, the average development in the "core area" is approximately two times as intense as the average development in the "buffer area". The proposed distribution of Trips to lots, permitting more intense future development toward the center of the Specific Plan Area, would help preserve that distribution, thus lessening the impact of commercial development on the low (primarily) and medium intensity residential and other (public school) uses to the immediate east and west of the Specific Plan Area. It would concentrate growth toward the center of the area served by a greater number of major circulation arterials.

H. Olympic Boulevard a grade separated major highway, already provides a natural buffer between the commercially zoned area east of Avenue of the Stars and north of Olympic Boulevard, and the high medium density residential area south of Olympic Boulevard. The parking structure now under construction south of Constellation Boulevard and east of Century Park West, together with the existing wall at the southwest border of the commercially zoned area of the Plan, already provided a buffer to the high-medium residentially zoned area at the corner of Century Park West and Olympic Boulevard. Thus, no "density" buffers are needed for those areas.

I. The shopping center identified in Section 7 of the Specific Plan is permitted to receive 4,200 Trips for development in Phase One. It is allocated 4,200 Trips in Phase One because there is a need for expanded retail commercial facilities at the present time. It is good planning practice to locate such additional retail development (125,000 square feet) in close proximity to existing retail development for the convenience of shoppers and in order to reduce trips within the Specific Plan Area. Also, the required additional parking can be easily accommodated on said site. The shopping center would otherwise, receive 683.941 Trips in Phase One. The balance of 4,200 Trips now permitted in Phase One would otherwise be allowed in Phase Two. The 683.941 Trips may be used for any purpose either on-site or off-site (off-site Trips may be transferred to any other parcel for any type use), within the Century City

North Specific Plan Area in Phase One. Within the shopping center, 15,000 square feet of space shall be made available for public purposes possibly including a U.S. Post Office, library, or other public use as approved by the City Planning Commission at a reasonable rental. Such public facilities should be located in the shopping center because the persons who will most likely use them are shoppers, merchants, and employees both of the shopping center and adjacent office structures. Thus, such location is most accessible to the persons who most likely will use the facilities. This reduces trips otherwise made to surrounding areas.

J. The Specific Plan features two phases. Phase Two shall begin when building permits have been issued for Projects generating 15,225.606 Trips, and when all public improvements are in place, unless completion is delayed by conditions beyond the control of the developer and the City as determined by the Planning Commission. Such phasing insures orderly development and mitigates certain adverse impacts created by traffic from the additional development.

8) There are differences between the regulations contained in the Century City North Specific Plan (North Plan) and those contained in the Century City South Specific Plan (South Plan). Those differences, and the reasons for imposing them in each Plan, are as follows:

A. Phasing of development in the North Plan is accomplished by means of dividing future commercial development into two distinct phases, each of which imposes distinct requirements and limitations. The South Plan, however, provides that phasing will be accomplished through the subdivision process. Both means of phasing will accomplish the same essential goals of limiting and ordering development and providing for public improvements. Different methods were chosen for each Plan Area because the North Plan Area is subdivided and the South Plan Area is not. Thus, subdivision is an available method for accomplishing such planning goals in the South Plan Area.

B. The North Plan provides for "density" and "height district" buffers ("buffer areas") along the east and west edges of the commercially zoned portions of the Plan area, in order to lessen the impact of commercial development on the adjacent low and medium density residential and school uses. The South Plan restricts the commercially-zoned lots also to provide a density buffer (with an FAR of approximately 1.36, based on a Trip generation factor of 14 Trips per acre), albeit not as much of a buffer as the buffer areas of the North Plan. In addition, there is a "height district" buffer along the western border of the commercially-zoned lots of the South Plan in order to provide an additional buffer effect between its commercial uses and the adjacent low-density residential uses to the west. The buffer zones in the two plans differ because the commercial uses in the North Plan (office commercial and retail) tend to contrast more greatly with and have a greater impact upon the adjacent areas than will be the case in the South Plan, where the projected commercial uses will be self-contained, relatively low intensity office commercial and studio uses. The intensity of the commercial zone in the South Plan, though not as low as the "buffer areas" in the North Plan (1.0 FAR based on a Trip generation potential of 14 Trips/acre), is itself (at 1.36 FAR) a density buffer.

9) The proposed limitations on intensity of development, building height and the casting of shadows by tall buildings, will serve to assure a more compatible relationship between future development in Century City North and the stability of adjacent residential areas.

10) The Specific Plan, including changes of zone and height districts, will have an effect upon the Highways and Freeways Plan and the Fire Protection Element of the General Plan. However, procedural requirements, set forth in the Specific Plan and in the City's Municipal Code, will assure compliance with these adopted General Plan Elements.

11) A continuous pedestrian corridor, comprised of pedestrian walkways and bridges has been included in the Specific Plan in order to provide greater ease in pedestrian access between the various lots and uses, thus reducing the need for vehicular traffic within the Specific Plan Area and increasing pedestrian and traffic safety.

12) There is one major parking structure under construction, in the commercially-zoned portion of the Plan area, which will serve the adjacent development. It is not part of required parking for any project but is, rather, additional parking space. This structure is needed and should be maintained in the future in order to assure continued parking capacity and availability within the Specific Plan Area.

13) The Specific Plan includes a provision for a moratorium in the event a judicial decision permits the generating of more Trips than those permitted pursuant to this Ordinance in either phase of development. Such a moratorium is necessary to preserve and protect development in and around the Plan Area, until there is a newly enacted specific plan or for six months, whichever occurs first.

14) The Planning Department's Environmental Review Committee has determined that the Century City North Specific Plan will not have a significant effect on the environment.

15) The provisions of the Century City Specific Plan will have a positive effect upon the General Plan and, other than amending the Specific Plan, will not relate to, or have an effect upon other General Plan Elements or plans in preparation by the Department of City Planning.

16) The transfer of up to 5,000 CATGP from Century City South Specific Plan Area to the Century City North Specific Plan Area will not significantly affect the environment, and will permit a degree of flexibility in the implementation of the Plans.

17) Based upon the above findings, the Specific Plan, including the change of zone and height districts, is deemed consistent with public necessity, convenience, general welfare and good zoning practice.

LB:sb:ma:gl:wh:db

0100p/0189A

This page is part of your document - DO NOT DISCARD

20070905495

Pages: 006

Recorded/Filed in Official Records
Recorder's Office, Los Angeles County, California

04/16/07 AT 11:20AM

Fee: 21.00
Tax: 0.00
Other: 18.00
Total: 39.00

541177 200704160050043 Counter

TITLE(S) :

LEAD SHEET

Assessor's Identification Number (AIN)
To be completed by Examiner OR Title Company in black ink.

Number of AIN's Shown

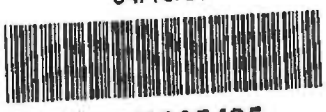
E492683

THIS FORM IS NOT TO BE DUPLICATED

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

George J. Mihlsten
Latham & Watkins LLP
633 West Fifth Street, Suite 4000
Los Angeles, California 90071-2007

04/16/07



20070905495

(Space Above Line for Recorder's Use Only)

COVENANT REGARDING DEVELOPMENT RIGHTS

This Covenant Regarding Development Rights (this "Covenant") by CC Site Two, LLC, a Delaware limited liability company (hereinafter "CC Site Two"), is made as of this 13th day of April, 2007.

RECITALS

A. CC Site Two owns that certain real property described in Exhibit A attached hereto and by reference incorporated herein (the "Property"). The Property is approximately 5.5 acres and is located generally at the northeastern corner of Avenue of the Stars and Constellation Boulevard in Century City, California.

B. As used herein, "Trips" are units of real property development rights as defined in the Century City North Specific Plan, City of Los Angeles Ordinance Number 156,122 ("Specific Plan") that are freely transferable within the Specific Plan area. The number of Trips generated by any new project or any existing building are calculated using the Cumulative Automobile Trip Generation Potential ("CATGP") factors set forth in Section 2 of the Specific Plan. Trips may be further classified as "Phase I", "Phase II" or "Replacement" Trips, based on provisions of the Specific Plan.

C. The subject property is identified as Parcels 7 and 8 within the City's CCNSP Trip Allocation Chart. As of the date of execution of this covenant, a total of zero unused Phase

I Trips, a total of 1,541.190 unused Phase II Trips, and a total of zero unused Replacement Trips remain allocated to the Property, based on the trip allocation records maintained by the Los Angeles City Planning Department in accordance with provisions of the Specific Plan, and as reflected in the December 1, 2006 Century City Trip Allocations Table issued by the City Planning Department.

D. CC Site Two intends to demolish the existing buildings on Parcels 7 and 8 (the "Existing Buildings"). Pursuant to Sections 3.C.4, 5 and 6 of the Specific Plan, properties may be granted "Replacement Trips" from the demolition or change of use of existing buildings on the property, and such Replacement Trips may be used to construct another project or transferred to another property within the Specific Plan area.

E. CC Site Two now desires to record this Covenant in order to document the Replacement Trips created as a result of the demolition of the Existing Buildings. All Floor Area square footages are calculated as defined in Section 2 of the Specific Plan, as verified by building permit records and a space allocation study completed on March 16, 2007, which have been submitted to the City Planning Department. The removal of the Existing Buildings will result in 2,573.767 Replacement Trips on the Property based on the following calculation using the CATGP factors specified in Section 2 of the Specific Plan:

Use	Floor Area (Square Feet)	CATGP Factor	Replacement Trips Created
Bank Building – First Floor and Teller Structure (Drive-Through Bank Facility)	8,251	192 Trips/1000 s.f	1,584.192
Bank Building Second Floor (Office)	5,855	14 Trips/1000 s.f	81.97
Restaurant	20,169	45 trips/1000 s.f	907.605
Total	34,275		2,573.767

F. The Director of Planning of the City of Los Angeles has approved the execution and recordation of this Covenant in order to document the creation of these Replacement Trips.

COVENANT

NOW, THEREFORE, CC Site Two hereby covenants as follows:

1. CC Site Two hereby creates 2,573.767 Replacement Trips by the demolition of the Existing Buildings on the Property. These Replacement Trips shall become effective upon the demolition of the Existing Buildings, pursuant to a demolition permit issued by the City of Los Angeles.

2. CC Site Two hereby covenants that, following the permanent removal of the Existing Buildings as described in Recital D above, the number of Trips that remain allocated and available for use on the Property, pursuant to the Specific Plan, will be changed by adding 2,573.767 Replacement Trips. This action does not increase any other Trips on the site, which are currently zero Phase I Trips and 1,541.190 Phase II Trips. Total Trips available on the Property following execution of the Covenant and the permanent removal of the Existing Buildings shall be zero Phase I Trips, 1,541.190 Phase II Trips and 2,573.767 Replacement Trips.

3. This Covenant shall be a covenant running with the land as a direct burden on the Property and shall bind the undersigned and its successor and assigns in ownership or interest in the Property. The benefits of this Covenant shall also run to the Property and the successors and assigns in ownership or interest in the Property and also the City of Los Angeles and its successors and assigns in ownership or administration of the public streets located or to be located in the Specific Plan area.

IN WITNESS WHEREOF, the undersigned have executed the Covenant Regarding Development Rights as of the day and year first above written.

CC Site Two, LLC
a Delaware limited liability company

BY Ry Nowak

**********Space Below This Line for Notary's Use**********

STATE OF California, COUNTY OF Los Angeles

On 4.13.07 before me, Valerie Hall, Notary Public (name and title of officer), personally appeared Robert Nowak, ~~personally known to me (or~~ proven to me on the basis of satisfactory evidence) to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity~~(ies)~~ and that by his/~~her/their~~ signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

WITNESS my hand and official seal

Valerie Hall (SEAL)
Notary Public Signature

VALERIE HALL
Commission # 1560781
Notary Public - California
Los Angeles County
My Comm. Expires Mar 18, 2009

********** Space Below This Line For City Use**********

Approved for recording by: _____
(Department of City Planning)

JMBM | Jeffer Mangels Butler & Mitchell LLP

Benjamin M. Reznik
Direct: (310) 201-3572
Fax: (310) 712-8572
bmr@jmbm.com

1900 Avenue of the Stars, 7th Floor
Los Angeles, California 90067-4308
(310) 203-8080 (310) 203-0567 Fax
www.jmbm.com

April 21, 2014

VIA ELECTRONIC MAIL AND HAND DELIVERY

President Renee Dake Wilson and
Members of the Los Angeles City Planning Commission
Los Angeles City Hall
200 N. Spring Street, Room 272
Los Angeles, CA 90012
Attn: James K. Williams, Executive Assistant
cpc@lacity.org

Re: 1950 Avenue of the Stars / 10131 Constellation Avenue
ENV-2004-6269-EIR-SUP1, CPC-2013-210-SPP-SPR-MSC,
CPC-2009-817-DA-M1

Regular Submission

Hearing Date: May 8, 2014

Dear President Dake Wilson and Members of the Los Angeles City Planning Commission:

This office represents 1875/1925 Century Park East Company and WP Twin Towers, Inc. ("Watt Plaza") owners of Watt Plaza, which is located at 1875 and 1925 Century Park East in Century City and is developed with twin 23-story office towers encompassing 900,000 square feet of commercial office uses. Watt Plaza is located within the Century City North Specific Plan ("Specific Plan") area and is therefore subject to the density, traffic and other land use limitations of the Specific Plan and will be impacted by the subject commercial office project (the "Project"), located at 1950 Avenue of the Stars (the "Project Site") proposed by Century City Realty, LLC (the "Applicant"). This letter is sent to comment upon and object to the Final Environmental Impact Report ("FEIR") created in connection with the Project and to the requested Project entitlements.

As we informed the hearing officer prior to the November 14, 2013 hearing before him, Watt Plaza does not oppose the development of the Project Site. In fact,

Watt Plaza believes that the Project Site can and should be developed consistent with the regulations of the Specific Plan and the rules and limitations that every property owner in the Specific Plan area has lived with in the 30 years since it was adopted. The Applicant previously obtained approvals for a 483-unit residential project comprising two 47-story condominium towers and a 12-story loft totaling 1.3 million square feet (the "Original Project"). Watt Plaza did not oppose the Original Project precisely because it was designed to be, and approved because it was, consistent with the land use regulations policies of the City of Los Angeles expressed in the City's zoning ordinance, General Plan and, most specifically, the Specific Plan. Similarly, Watt Plaza does not oppose an office development at this site provided it too is consistent with those some regulations.

As stated in JMB's own EIR for the Original Project, JMB can build an office building of 261,000 square feet based on the amount of Development Credits (called CATGP Trips in the Specific Plan) remaining for use on this property. This is the result of Applicant having transferred much of its allocated Development Credits from this property to build the MGM and the Sun America Towers, each of which is much larger as a result of the transfers. Hence, what Applicant is attempting to do with the proposed Modified Project of 731,000 square feet of office building is to "double dip" in the use of its originally allocated Development Credits. This is fundamentally unfair to all the other property owners in Century City who have abided by the rules for the past 30 years. We urge you to reject this request for a special privilege.

I. The FEIR's Project Description is Misleading

Watt Plaza also takes issue with and objects to the inherently misleading manner in which the FEIR describes and touts the Project – namely, as a purportedly reduced development based solely on a comparison between the floor areas of the Original Project and the currently-proposed Project. Specifically, the FEIR seeks to sell the Project to the community as a reduction of 561,108 square feet in development as compared to the Original Project along with a corresponding reduction in floor area ratio. That description is inherently misleading because it ignores the substantial additional traffic trips that will be generated by the proposed Project as compared to the Original.

According to the FEIR, the new office Project – even using the Applicant's overly generous and ultimately erroneous (as detailed below) Development Credit rate – will create 3,607 average daily vehicle trips using the so called Economy Adjustment Rate, and 4,603 trips using the Published Rates, while the Original Project generated only 2,019 trips. Hence, what is being touted as a "reduced project" will actually generate

nearly 80% more traffic using the Economy Adjustment Rate and a whopping 130% increase using the more acceptable Published Rates. Moreover, unlike office projects, the City does not calculate density – and traffic impacts – by floor area for residential use; residential density is calculated according to the number of residential units. Thus, a comparison of the floor area of a residential project with that of a commercial office is irrelevant and intentionally deceptive. *See City of Santa Monica v. City of Los Angeles*, 2007 WL 2677035 (Cal. Ct. App. Sept. 13, 2007) (holding that the characterization of a modified project as a reduced development when, in actuality, the project increased density and development, was misleading under CEQA; reversing trial court judgment in favor of City and Real Party with directions to the superior court to issue a peremptory writ of mandate directing the City to vacate its approvals of the project and its certification of the EIR).

Watt Plaza believes that the Project should be evaluated and considered based on its true characteristics. After all, an EIR at its heart is an informational document designed to spur consideration of a project's impacts on the environment, suitable methods to mitigate those impacts and the wisdom of allowing a project where impacts cannot be eliminated. *See Citizens of Goleta Valley v. Board of Supervisors*, 52 Cal. 3d 553, 564 (purpose of CEQA is to ensure that public officials and the public are aware of the environmental consequences of decisions before they are made); *Laurel Heights Improvement Assn. v. Regents of University of California*, 47 Cal. 3d 376, 391 (1988) (EIR process serves to inform the public of the basis for environmentally significant decisions by public officials and thereby promotes accountability and informed self-government). Obfuscating the true impacts of a project behind misleading characterizations thoroughly undermines the very purpose of CEQA.

II. The Applicant's Project Should Not be Approved Because the Applicant Does Not Have Sufficient Development Credits Available

As has been noted throughout the record generated in connection with this Project, the Applicant proposes to construct on the Project Site a 731,250 square foot commercial office project, including 725,830 square feet of office use with a 1,300 square foot mobility hub and 4,120 square feet of ancillary retail. The Project Site is governed by the Specific Plan, which regulates and restricts the amount and intensity of development in the Century City area through the allocation of development rights to parcels in the Specific Plan area.

Those development rights are known as "CATGP", or "Cumulative Automobile Trip Generation Potential" and are defined as:

> The cumulative total daily Trips generated by all Projects on commercially zoned lots within the Specific Plan Area for which building permits are issued subsequent to November 15, 1981 . . . .

A "Trip" is then defined as:

> [A] unit of real property development rights pursuant to this Specific Plan and means a calculation of daily arrivals at and daily departures from a building or structure by motor vehicles of four or more wheels. . . .

"CATGP" and "Trips", as used in the Specific Plan, therefore constitute units of development rights ("Development Credits") existing within the Specific Plan area. The Specific Plan imposes caps on Development Credits in two phases with a maximum of 20,000 Development Credits in the first phase and 10,516.789 Development Credits in the second phase, for a total cap of 30,516.789 Development Credits in the Specific Plan area.

Moreover, each undeveloped parcel in the Specific Plan area was allocated both Phase I and Phase II Development Credits as specified in Appendix B to the Specific Plan. For developed parcels, the Specific Plan allowed property owners to gain Development Credits by demolishing or changing the use of existing buildings. The Specific Plan also allowed transfers of Development Credits between properties.

Development in the Specific Plan area was limited to the number of Development Credits assigned to each parcel, with different rates applicable to each such proposed development depending upon the proposed use. For general office uses, developments must have 14 Development Credits for every 1,000 square feet of floor area. Thus, by limiting the number of Development Credits allocated to each parcel, the Specific Plan imposed restrictions on the size and intensity of developments and a corresponding limitation on the number of vehicle trips that would be generated.

Applicant's Project Site consists of two parcels, identified in the Specific Plan as "Parcel Map Exemption No. 2122, Parcel C and Parcel Map Exemption No. 2122, Parcel D." The two parcels were allocated a combined total of 2,918.731 Phase I Trips and 2,751.532 Phase II Trips. According to Appendix N of the EIR, the Project Site has a total of 4,114 Development Credits available for its proposed general office Project. Because Section 2 of the Specific Plan allows only for 1,000 square feet of general office development for every 14 Development Credits available, a general office

Project on the Project Site must be limited to 293,857 square feet in size. By contrast, the Applicant's proposed Project is 731,250 square feet, or two and one half times the size allowed by the Specific Plan and therefore cannot be allowed.

This calculation is confirmed by the Appliant's own prior submissions in which it acknowledged that the Section 2 Development Credits rate applies to its office project. For example, in its 2005 Draft EIR for a proposed residential project on the Project Site, the Applicant evaluated an office project as Alternative 3. In doing so, the Applicant acknowledged the applicability of Section 2 rates to the general office alternative and noted that such a project would be limited to 261,000 square feet.

Moreover, and even more importantly, the Applicant acknowledged the applicability of Section 2 Development Credit rates to defined uses when it took Development Credits for the demolition of existing structures on the Project Site. As shown by a Covenant Regarding Development Rights, which is included in Appendix N to the EIR, the Project Site was assigned 2,573.767 Development Credits from the demolition of an existing office building, bank building and restaurant. Each of those structures was allocated Development Credits at the full Section 2 rates. Thus, for example, the Applicant demolished an existing office building on site and was thereby awarded Development Credits at the full Section 2 rate of 14 Trips per 1,000 square feet of office floor space. The incongruity between recognizing Development Credits based on established Section 2 rates and "spending" them based on measured, "updated" traffic rates, which is what the Applicant proposes here, is obvious and results in the addition of traffic trips not contemplated or allowed by the Specific Plan. Having received the benefit of the Section 2 rates for demolishing structures, the Applicant must be restricted to the Section 2 rates in connection with the development of the Project. Otherwise, any property owner in the Specific Plan area would be allowed to dramatically increase the number of Development Credits assigned to its parcel by demolishing or changing the use of existing structures and taking advantage of the disparity when it comes to calculating the number of Development Credits required for a particular project. Interpreting the Specific Plan to allow such a result would effectively eliminate the density and traffic generation limits that are its cornerstone.

The City obviously did not intend to create such an anomaly and the Specific Plan does not allow it. Indeed, having accepted the benefit -- without challenge -- of the Section 2 rates in connection with the demolition of existing structures, the Applicant is estopped to deny the applicability of those same rates in calculating the allowable square footage of its current project. *See Bowman v. California Coastal Commission*, 224 Cal. App. 4th 1053 (2014) (property owner is estopped from

challenging the validity of a property use restriction and is bound by the restriction where owner failed to challenge and accepted the benefit of the land use action). At a minimum, CEQA mandates that the EIR provide a full analysis of the effect of adding additional traffic trips not contemplated by the Specific Plan caused by the disparity of eliminating traffic-generating development from the Specific Plan area and replacing it with the same or similar uses but utilizing different Development Credit rates for the elimination and development of uses.

III. The Applicant's Interpretation of the Specific Plan's Section 6 is Not Consistent With its Text

The Applicant does not dispute the calculations described above utilizing the established Section 2 Development Credit rates. Instead, Applicant urges that it can bypass those rates altogether and obtain an alternative Development Credit rate under Section 6 of the Specific Plan simply by presenting evidence as to the traffic generation rates of nearby office buildings on the theory that Specific Plan Development Credit rates are no different from actual traffic generation rates and that the regulations of the Specific Plan begin and end with an analysis of traffic generation. That is plainly wrong as the Specific Plan regulates not only traffic but also density and intensity of development in the Specific Plan area as well as square footage and FARs through the calculation and allocation of Development Credits.

Indeed, despite all of the pages devoted by Applicant to defending its use and interpretation of Section 6, nowhere has the Applicant actually analyzed the text of the Specific Plan to justify its position. A proper textual analysis compels the conclusion that Section 6 may not be used to deviate from established Section 2 uses. In other words, Section 6 is available to establish an alternative Development Credit rate for uses not contemplated by the Specific Plan, but it may not be used to deviate from established Development Credit rates.

When construing statutes, one must begin with the fundamental premise that the objective is to ascertain and effectuate legislative intent. *See Burden v. Snowden*, 2 Cal. 4th 556, 562 (1992). The construction of a city ordinance such as the Specific Plan is governed by the same standard. *See Tower Lane Properties v. City of Los Angeles*, 224 Cal. App. 4th 262, 268 (2014). The words of an ordinance must be construed in the context of the regulatory framework as a whole keeping in mind the nature and purpose of the ordinance in which the language appears, and harmonizing, where possible, separate provisions relating to the same subject. *See Boston v. Penny Lane Centers, Inc.*, 170 Cal. App. 4th 936, 950 (2009). In addition, one must "strive to give meaning to every word in a statute and to avoid constructions that render words, phrases, or clauses

superfluous." *Stockton Citizens for Sensible Planning v. City of Stockton*, 210 Cal. App. 4th 1484, 1495 (2012).

Section 6 of the Specific Plan provides:

> If the developer of a Project, the Director of Planning or any other interested person disputes any of the Trip generation factors enumerated in the definition of CATGP in Section 2 of this Ordinance, ***as applied to a particular Project*** during the second phase of development, such person may submit a proposed alternative Trip generation factor for the Project, along with a traffic generation study prepared by a registered traffic engineer, for review by the City of Los Angeles Department of Transportation (Department of Transportation). The Department of Transportation shall review the study, report its findings to the Area Planning Commission within 30 days. The Area Planning Commission shall schedule a public hearing thereon, give notice thereof as prescribed in Sections 11.5.7 F and J of the Municipal Code, and within 45 days after such hearing approve, disapprove or conditionally approve the proposed alternative Trip generation factor and the Trip generation factor ***for the Project.***

(Emphases supplied). Thus, by its plain terms, resort to the Section 6 alternative Development Credit rate process may be only be had where there exists a "dispute" as to the applicability of the Section 2 Development Credit rates "as applied to a particular Project".

Here, there is no and can be no dispute as to the applicable Section 2 Development Credit rate. Section 2's definition of CATGP (Development Credits) provides that:

> [t]he cumulative total daily Trips generated by all Projects on commercially zoned lots within the Specific Plan Area for which building permits are issued subsequent to November 15, 1981, which total ***shall be*** calculated utilizing the factors contained in the following table:
>
> . . .
>
> Other Office Commercial 14Trips/1,000 sq. ft.
> of Floor Area

Applicant has repeatedly acknowledged that its Project falls within the "Other Office Commercial" category of Section 2 of the Specific Plan. For example, Applicant noted in its October 10, 2013 Section 6 Application to the Department of Transportation that, "[i]n the absence of a request pursuant to Section 6 of the Century City North Specific Plan, the 'Other Office Commercial' Trip generation factor enumerated in Specific Plan Section 2 would apply to the proposed Modified Project for purposes of determining the number of 'Trips' that the Modified Project would generate under the Specific Plan." Accordingly, Section 2 of the Specific Plan mandates that the Development Credit rate for the Project be calculated at a factor of 14 Trips per 1,000 square feet of Floor Area.

Applicant, however, contends that it may utilize the Section 6 procedure to obtain an alternative Development Credit rate even though there is no dispute regarding the applicability of the "Other Office Commercial" category to the Project. According to Applicant's December 6, 2013 letter to the Department of City Planning:

> Under the procedures established in CCNSP Section 6 for alternative calculations of Trip generation factors, if the Trip generation of a particular use is shown in an LADOT-approved traffic generation study to be less than the Trip generation factor established for that use in CCNSP, Section 2, then following a City approval of the new Trip generation factor, the square footage of the use may be calculated using the new factor.

Nothing in Section 6 supports the argument proffered by the Applicant that Section 6 may be used to alter the Trip generation factors assigned to defined Section 2 uses in this fashion. Indeed, that interpretation would re-write the plain terms of Section 6 by effectively rendering the limitation of Section 6 alternative Development Credit rates to "disputes . . . as applied to a particular Project" superfluous in violation of fundamental rules of statutory construction. Indeed, had the drafters intended to allow applications under Section 6 of the Specific Plan to modify established Section 2 rates, they would never have included the limitation of Section 6 applications to disputes regarding Section 2 Development Credit rates "as applied to a particular Project".

In other words, rather than the following, which appears in Section 6 of the Specific Plan:

> If the developer of a Project, the Director of Planning or any other interested person disputes any of the Trip generation factors enumerated in the definition of CATGP in Section 2 of this Ordinance, ***as applied to a***

> ***particular Project*** . . . such person may submit a proposed alternative Trip generation factor for the Project. . . .

The drafters would not have included the emphasized phrase and Section 6 would read as follows:

> If the developer of a Project, the Director of Planning or any other interested person disputes any of the Trip generation factors enumerated in the definition of CATGP in Section 2 of this Ordinance, . . . such person may submit a proposed alternative Trip generation factor for the Project. . .

The latter phrasing – which does not appear in the Specific Plan – would support the interpretation urged by the Applicant but the former – which is how the Specific Plan actually reads – does not. The latter would allow a developer to dispute a Development Credit rate as it is defined in Section 2, which is precisely what the Applicant seeks to do here. By contrast, the actual wording of Section 6 limits its reach to disputes regarding the applicability of Section 2 Development Credit rates to the developer's proposed Project. However, where Section 2 has already defined the use and defined the Development Credit rate applicable to the use, there can be no "dispute" that the Development Credit rate does not apply to the Project.

Thus, the interpretation espoused by Applicant cannot be sustained because it reads out of Section 6 the phrase, "as applied to a particular Project", and therefore violates the canonical and common-sense rules of statutory interpretation requiring ***all*** words and phrases to be given meaning and avoiding interpretations that render portions of a statute superfluous. *Stockton Citizens for Sensible Planning*, 210 Cal. App. 4th at 1495. Giving effect to the subject phrase, the quoted portion of Section 6 must be construed to confine applications under Section 6 to situations where a developer can reasonably dispute the application of defined Section 2 Development Credit rates to its particular project. That is, Section 6 can only be deemed to apply where the use proposed by the developer does not fall into any of the pre-defined uses such that a "dispute" regarding the applicability of the defined Section 2 use "as applied to [the] particular Project" can be said to exist.

Likewise, Applicant's construction of the Specific Plan is odds with the purpose and nature of specific plans generally as well as the Specific Plan under consideration here. General and specific plans are the local government's long-term blueprint for development. California law has required cities and counties to adopt general or master plans for almost one hundred years, but until 1972, such planning

documents were characterized as merely an "interesting study," and no law required local land use decisions to follow the general plan's dictates. *See City of Santa Ana v. City of Garden Grove*, 100 Cal. App. 3d 521, 532 (1979). In 1971, however, legislative changes were made to significantly alter the status of general and specific plans, elevating them to the status of a "constitution for future development" located at the top of "the hierarchy of local government law regulating land use". *Lesher Comms., Inc. v. City of Walnut Creek*, 52 Cal. 3d 531, 540 (1990); *Neighborhood Action Group v. County of Calaveras*, 156 Cal. App. 3d 531, 540 (1990).

Shortly after these legislative changes, the California Supreme Court, in *Selby Realty Co. v. City of San Buenaventura*, 10 Cal. 3d 110, 120 (1973), discussed the nature and purpose of general and specific plans:

> The deleterious consequences of haphazard community growth in this state and the need to prevent further random development are evident to even the most casual observer. The Legislature has attempted to alleviate the problem by authorizing the adoption of long-range plans for orderly progress. Thus, it has provided not only for the adoption of general plans but also regional plans (§ 65060 et seq.), specific plans (§ 65450 et seq.), district plans (§ 66105 et seq.), and a comprehensive plan for the conservation of San Francisco Bay (§ 66650 et seq.).

Thus, as the *Selby Realty* Court acknowledged, confirming their status as "constitutions" guiding future development, General and Specific Plans are adopted to ensure "orderly" development and prevent "haphazard community growth" and "random development". Yet, the interpretation of the Specific Plan's Section 6 by Applicant would undermine that very purpose by subjecting every development within the Specific Plan area to a return to pre-1972 ad hoc decision making. This is so because Applicant's interpretation would render all of the development limitations of the Specific Plan subject to adjustment so long a creative traffic engineer can justify an alternative traffic count allowing wild deviations to the Development Credits rate (here, an adjustment from 14/1,000 to 4.97/1,000) of Section 2– the central development restriction of the Specific Plan. The City did not intend that result when it adopted the Specific Plan and should so interpret it now. *See Penny Lane Centers,* 170 Cal. App. 4th at 950 (words of an ordinance must be construed in the context of the regulatory framework as a whole keeping in mind the nature and purpose of the ordinance in which the language appears).

IV. Applicant's Interpretation of Section 6 is Inconsistent With the Legislative History

Likewise, Applicant's interpretation and proposed application of Section 6 is inconsistent with its legislative history. In short, while Applicant would reduce the Specific Plan solely to a traffic control mechanism, the history of the enactment of the Specific Plan reveals that it reaches much further. According to the findings, the Specific Plan "limits the impact of future development within its area" by restricting the total floor area of commercial use in a "core area" lot to 1.48:1 (1.43 million square feet of office space) after Phase I and 2.29:1 (750,000 square feet of office space) after Phase II. The Department of City Planning then translated the commercial floor area maximum to Development Credits, utilizing a ratio of 14 Trips/1,000 square feet of office space, which was taken from the 1975 Department of City Planning EIR Manual. The calculation provided a maximum of 20,000 Development Credits in the first phase and 10,516.789 Development Credits in the second phase, for a total cap of 30,516.789 Development Credits in the Specific Plan area.

Thus, far from a mere traffic regulation, the legislative history confirms that the Specific Plan was intended to regulate and limit not only the generation of traffic but also to limit density, FARs and land use intensities and allocate existing development rights fairly among property owners through the distribution of Development Credits. In fact, notably, the ratios used by the Planning Department from the EIR Manual had no correlation to the existing ITE traffic generation rate for office use in 1981 (which was 12.3 trips/1,000 sf), or to any traffic generation analysis in the Specific Plan area, rendering Applicant's argument that it can obtain an alternate Development Credit rate through nothing more than current traffic counts nonsensical.

The Applicant in the Final EIR seeks to justify its interpretation of Section 6 through a letter from Zev Yaroslavsky, a current County Supervisor, who was on the City Council at the adoption of the Specific Plan. However, the Yaroslavsky letter does not support the Applicant's position and, in fact, leads to the opposite conclusion – *i.e.*, that Section 6 was intended to apply only where a site-specific or unique aspect of a use renders the Section 2 rates inapplicable. According to Mr. Yaroslavsky, the genesis for Section 6 was a dispute by the Century City Shopping Center (then the Century City Square) regarding the Development Credit rate contemplated for retail commercial (34.5 Trips/1,000 sf) in the preliminary Specific Plan. The dispute resulted in a rate of 28 Trips/1,000 sf in the final, adopted plan. As also described in the Yaroslavsky Letter, the very basis of the Shopping Center's request was its unique nature. The arguments presented illustrated that the Shopping Center was "[u]nlike typical centers," due to its

location in the Century City area and its clientele, which were mostly lunchtime crowds. The Yaroslavsky Letter acknowledges that these "unique traffic generating characteristics" constituted "an important element in the decision to grant the center's request". Moreover, the letter closes with the acknowledgement that Section 6 was included to provide fairness for property owners who could demonstrate that "their proposed uses would generate a different number of trips," and to account for trip generation estimates "that did not accurately apply to a given site". Thus, the Yaroslavsky letter, like the legislative history of the Specific Plan, demonstrates that Section 6 was intended to apply only where some unique aspect of a project or its site takes it outside of the defined Section 2 rates. As the discussion above illustrates, the Applicant can make no such showing here

V. The FEIR Fails to Analyze the Impacts of the Project on an Adjoining Alleyway

As reflected in the FEIR, the eastern boundary of the Project site is improved with an alleyway that runs along the western boundary of Watt Plaza. As designed, the alleyway will serve as a means of access to the Project site. This alleyway currently serves as the means of ingress and egress to parking structures that serve Watt Plaza consisting of two towers at 1875 & 1925 Century Park East, 1900 Avenue of the Stars and 10100 Santa Monica Boulevard.

Notwithstanding, the FEIR fails to analyze the impacts to the alleyway that will be caused by the additional usage that will be generated by the Project. The FEIR acknowledges that the alleyway will be used as a means of access to the Project site but does not even mention that the alleyway also serves as a primary throughway connecting the 1900 Avenue of the Stars and 10100 Santa Monica Blvd. buildings to Constellation Avenue. Hence, the proposed Project will be the fifth major building dependent upon this narrow alleyway for access. The FEIR fails to address the impacts.

VI. Concurrence in Comments and Objections of Coalition to Save the Westside

Watt Plaza is a member of the Coalition to Save the Westside, a coalition of commercial property owners in the Specific Plan area concerned about the impacts of the proposed Project on Century City and the surrounding areas. The Coalition has offered a great deal of commentary regarding the flaws of the EIR and various Project entitlements. Watt Plaza concurs in the comments of the Coalition and urges that the City reject the Project and refuse to certify the FEIR for the reasons stated therein.

* * * * *

Watt Plaza is neither anti-development nor is it anti-competitive. As such, Watt Plaza supports the development of the Project site consistent with the goals of the Specific Plan. However, because the scale of the proposed Project is not supported by the development rights attributable to the site and is plainly at odds with and cannot be reconciled with either the text or the fundamental purpose of the Specific Plan, Watt Plaza strongly objects to the current design. The Applicant must be subject to the same rules as every other property owner in the Specific Plan area. Allowing this Applicant the special exemption it seeks potentially undermines the Specific Plan in a very fundamental way and could have dramatic negative consequences for Century City. We urge you to reject it.

Sincerely,

Benjamin M. Reznik

BENJAMIN M. REZNIK and
MATTHEW D. HINKS
of
Jeffer Mangels Butler & Mitchell LLP

BMR:mh

cc: Michael LoGrande, Planning Director
Lisa Webber, Deputy Planning Director
Dan Scott, Principal Planner
Hon. Paul Koretz
Shawn Bayliss, District 5 Planning Deputy
Katherine Hennigan, District 5 Economic Development Deputy
Jay Kim, Los Angeles Department of Transportation

JMBM | Jeffer Mangels Butler & Mitchell LLP

Benjamin M. Reznik
Direct: (310) 201-3572
Fax: (310) 712-8572
bmr@jmbm.com

1900 Avenue of the Stars, 7th Floor
Los Angeles, California 90067-4308
(310) 203-8080 (310) 203-0567 Fax
www.jmbm.com

May 5, 2014

VIA ELECTRONIC MAIL AND HAND DELIVERY

President Renee Dake Wilson and
Members of the Los Angeles City Planning Commission
Los Angeles City Hall
200 N. Spring Street, Room 272
Los Angeles, CA 90012
Attn: James K. Williams, Executive Assistant
cpc@lacity.org

Re: Comments on the Recommendation Report
1950 Avenue of the Stars / 10131 Constellation Avenue
ENV-2004-6269-EIR-SUP1,
CPC-2013-210-SPP-SPR-MSC,
CPC-2009-817-DA-M1
Rebuttal Submission

Hearing Date: May 8, 2014

Dear President Dake Wilson and Members of the Los Angeles City Planning Commission:

This office represents 1875/1925 Century Park East Company and WP Twin Towers, Inc. ("Watt Plaza") owners of Watt Plaza, which is located at 1875 and 1925 Century Park East in Century City and is developed with twin 23-story office towers encompassing 900,000 square feet of commercial office uses. Watt Plaza is located within the Century City North Specific Plan ("Specific Plan") area and is therefore subject to the density, traffic and other land use limitations of the Specific Plan and will be impacted by the subject commercial office project (the "Project"), located at 1950 Avenue of the Stars (the "Project Site") proposed by Century City Realty, LLC (the "Applicant"). We submit this Rebuttal Letter to the City Staff Report (the "Staff Report") for the Project in advance of the hearing before the Planning Commission of the City of Los Angeles on May 8, 2014.

The City's staff report for the Project includes several significant errors and omissions and fails to address the substantive issues identified in prior letters from Watt Plaza and others to City staff and the City Planning Commission. Specifically, the Staff Report fails to substantiate crucial information that is merely described as part of the Century City North Specific Plan Section 6 application for an alternative Cumulative Automobile Trip Generation Potential ("CATGP") Rate, as well as in Topical Response 5 in the Final Environmental Impact

Report ("EIR"). We also attach a letter from Iteris, a deeply experienced transportation engineering firm, describing the failure of the Staff Report to respond to other substantive traffic comments. Accordingly, several of the claims within the Final EIR and Staff Report remain unsubstantiated. Watt Plaza urges that the Commission reject the Applicant's proposed Project in its present form.

I. The City Staff Report Fails to Substantiate the Information Described in the Staff Report and in the Final EIR.

Comments by Watt Plaza and others on the Draft EIR (see, especially, Comment Letters O-27 and O-28) noted that the purported trip generation survey prepared by Gibson Transportation Consulting (the "Gibson Memo"), to support the Section 6 request by the Developer, failed to include the data that supported the analysis. Specifically, although the Gibson Memo provided conclusions, it failed to "show its work" and demonstrate the progression from raw data to conclusion. Consequently, no evidence in the record supports basing the "empirical" traffic survey on these counts, which are significantly low for an office building in Century City. The City relies on this data to substantiate a highly questionable survey, which is the ***sole basis*** for greatly increasing density in the Specific Plan area and justifying new CATGP Trip rates for standard office use.

Topical Response 5 in the Final EIR purported to provide the supporting data, but significant gaps remain that thwart any attempt to replicate or verify the analysis in the Gibson Memo. Instead, ***the response*** **describes** ***in general terms how certain data were collected, but nowhere provides the data.*** For example, the City failed to provide the actual driveway counts for the empirical traffic study for the Project, despite numerous requests from various commenters. The City also did not provide the actual parking counts taken from the remote structures, and did not adequately explain how, for example, parking attendants or machines at Westfield or other parking lots could identify tenants of the Developer's buildings. Although the response describes data collected for monthly parking pass holders, it does not identify how, for example, employees without monthly passes could be tracked. This is particularly important given the parking arrangements that existed at Westfield in 2011, when the survey was undertaken. In addition, the City admits that it did not take counts for off-site parking for two of the buildings, based solely on statements that the building managers believed that most of their employees parked in their respective buildings.

As another example, the Final EIR states that that parking counts were taken for one (1) day in July 2011 for 1901 Avenue of the Stars and 1801 Century Park East, and for five (5) consecutive weekdays in January 2011 for 10250 Constellation Boulevard and 1999 Avenue of the Stars. The City refuses to provide the dates of the counts and the actual count data. Therefore, we cannot ascertain whether the engineer took these counts on appropriate days, and cannot question the actual counts. (See Response to Comments, Topical Response 5.) Moreover, good traffic engineering practice generally dictates that counts for study occur during

approximately the same time period, to ensure consistency of conditions and results. Here, however, physical ***counts at two buildings occurred six months apart***, with one count occurring during the summer months, when traffic is generally lighter. In fact, it is for this reason—school is out and people tend to take vacations—that traffic impact analyses do not rely on summertime counts. Additionally, the "video counts" taken at two other buildings occurred at different times from the physical counts, further reducing the possibility of consistency.

Numerous other deficiencies occur that the Staff Report fails to address. First, the Final EIR identifies only the leased rates of the office buildings (94.2 %, 93.8%, 97.6%, and 85.6 %) as opposed to actual occupancy rates. The Developer has refused to provide the actual occupancy rates for its two buildings in the traffic study, claiming that understanding the actual use of space sis not required, even as it relies on occupancy estimates from traffic engineers. As the Developer owns two of these buildings, it knew that at the time of the traffic counts in 2011, MGM had departed the 10250 Constellation Boulevard building leaving several floors vacant, even if the space was technically still under lease. In addition, 1999 Avenue of the Stars housed multiple law and business firms that had recently completed layoffs. However, the Response to Comments merely claims that the average 92.8 percent lease rate exceeds the ITE 88 percent average occupancy rates. The developer knew that its buildings were nearly fully leased with very low actual occupancy when it decided to take the empirical counts at this location in 2011.

The City Staff Report also fails to even identify or respond to letters submitted at the hearing officer hearing, but instead refers entirely to the Response to Comments, which could not have addressed later substantive comments. In addition to prior letters submitted by our consultants, attached is an updated letter from Allyn Rifkin, dated May 5, 2014, who was the Chief of the Los Angeles Department of Transportation (LADOT) Bureau of Land Use and Planning, and worked on the Specific Plan adoption. Mr. Rifkin confirmed that the Staff Report failed to respond to any of his substantive comments in his letter to the City Planning Department, dated November 13, 2013.

II. <u>The Planning Commission Must Demand that the Final EIR Support Its Conclusions.</u>

Watt Plaza is neither anti-development nor anti-competitive. As such, Watt Plaza supports the development of the Project site consistent with the goals of the Specific Plan. However, because the scale of the proposed Project is not supported by the development rights attributable to the site and is plainly at odds with and cannot be reconciled with either the text or the fundamental purpose of the Specific Plan, Watt Plaza strongly objects to the current design. Moreover, the Gibson Memo lacks the supporting data to allow any meaningful determination of its accuracy or the soundness of its methods, and cannot support the Section 6 application before you.

The Applicant must be subject to the same rules as every other property owner in the Specific Plan area. Allowing this Applicant the special exemption it seeks, on the basis of

deeply flawed and highly incomplete data, potentially undermines the Specific Plan in a very fundamental way and could have dramatic negative consequences for Century City. We urge you to reject it.

Sincerely,

Benjamin M. Reznik

BENJAMIN M. REZNIK and
NEILL E. BROWER of
Jeffer Mangels Butler & Mitchell LLP

BMR:mh
Attachment

cc: The Hon. Eric Garcetti, Mayor
Hon. Paul Koretz, Councilmember CD5
Hon. Michael Feuer, City Attorney
Michael LoGrande, Planning Director
Lisa Webber, Deputy Planning Director
Dan Scott, Principal Planner
Shawn Bayliss, District 5 Planning Deputy
Katherine Hennigan, District 5 Economic Development Deputy
Jay Kim, Los Angeles Department of Transportation

ITERIS Innovation for better mobility

May 5, 2014

Mr. Neill Brower
JMBM | Jeffer Mangels Butler & Mitchell LLP
1900 Avenue of the Stars, 7th Floor
Los Angeles, California 90067

RE: 1950 Avenue of the Stars - Planning Commission Recommendation Report

Dear Mr. Brower:

Iteris, Inc. has reviewed the Recommendation Report prepared by City of Los Angeles Department of City Planning staff for the 1950 Avenue of the Stars project. This Recommendation Report was prepared for the May 8, 2014 Planning Commission meeting. As part of Iteris' earlier review of the traffic impact analysis prepared for this project as part of the Supplemental Final Environmental Impact Report (SFEIR), a detailed comment letter was prepared that identified deficiencies and recommended changes to the traffic impact analysis.

The Recommendation Report does not adequately respond to the comments made on the traffic impact analysis contained in the SFEIR, and does not provide information to the Planning Commission as to why these items were not addressed. Without full disclosure of the project's potential impacts, the Planning Commission may not have all the data needed to make a proper decision regarding this project. As noted in our prior comment letter, the determination of alternative trip generation rates to those contained within the Century City North Specific Plan is one of the most important assumptions of the traffic impact analysis and one that should not be based on questionable data.

Iteris is preparing an additional memorandum reiterating the most important points that still need to be addressed as part of the traffic impact analysis and any staff recommendation reports. This memorandum will be transmitted prior to the Planning Commission meeting that will be held May 8, 2014.

Sincerely,

Michael P. Meyer, TE
Principal
Transportation Systems

801 S. Grand Avenue | Suite 530 | Los Angeles | CA | 90017-4633 | tel. 213.488.0345 | fax 213.488.9440 | www.iteris.com

Allyn D. Rifkin, PE
RTPG – the Rifkin Transportation Planning Group

Los Feliz Towers
Los Angeles, CA 90027

E-mail allynrifkin@gmail.com
Mobile phone – (323) 697-1594

May 4, 2014

Sheri Bonstelle, Partner
Jeffer Mangels Butler & Mitchell LLP| JMBM
1900 Avenue of the Stars, 7th Floor
Los Angeles, CA 90067

1950 Avenue of the Stars, Century City (CPC-2013-210-SPP-SPR-MSC) – Staff Recommendation Report (for Hearing May 8, 2014)

Ms. Bonstelle:

Per your request, I have reviewed the subject staff report in advance of the upcoming hearing. I have the following comments.

1. Alternative Calculation of Trip Generation Factor for the Modified Project (Pursuant to Century City North Specific Plan (CCNSP), Section 6).

   The staff report still recommends approval of the Alternative Calculation of the Trip Generation Factor. I disagree for reasons described in my attached letter of November 15, 2014. The attached letter should be submitted to the May 8th City Planning Commission hearing. In summary, the applicant fails to demonstrate that the modified project is so unique that the Trip Generation Factor for "Other Office Commercial" does not apply.

   The assertion that the proposed revised Trip Generation Factor would apply only to this "particular Project" building (see page A-20) is not supportable and our previous comments regarding the precedent setting nature of this finding and the impact to future allowed development should be restated to the Planning Commissioners.

2. The recommended reduction from 14 Trips per 1,000 square feet to 4.97 Trips per 1,000 square feet is not realistic.

   The research provided by ITERIS demonstrates from the Institute of Transportation Engineers data that nationally the trip generation rate for office buildings has reduced from 12.3 (in 1981) to 8.16 (in 2013) Trips per 1,000 square feet. This is a decrease of 33.3%. The staff recommended reduction from 14 (in 1981) to 4.97 (in 2013) Trips per 1,000 square feet would represent a 64.3% decrease – nearly twice as much a reduction.

3. There is an omission from the methodology used by Pat Gibson Associates (PGA) to

survey existing buildings to determine the revised trip generation rate.

PGA observed cars coming in and out of nearby buildings to conclude that the trip generation rate should be 4.69 Trips per 1,000 square feet. The data were adjusted for cited bad economic conditions to increase by 6%; thus the 4.97 trip generation rate cited in the staff report.

Besides the economic conditions cited, there is evidence that a significant number of employees at these buildings parked off-site and not at the surveyed garages. These "peripheral" parking employees were not included in the survey. The car trips taken by these employees would also contribute to congestion and should have been accounted for in the CCNSP analysis.

4. The proposed driveway on Constellation Place will result in a certain traffic impact in Relation to the existing driveway across the street (on the south side of Constellation Place).

   In citing the project's compliance with Commercial Citywide Design Guidelines, the staff emphasizes the proposed project's satisfaction of Objective 4 (see page A-8) concerning the visual aspects of driveways. Staff has ignored testimony of potential impacts of the proposed driveway on Constellation Place which is in conflict with a primary access point at the south side of Constellation Place for the existing office towers. No mitigation of this impact analyzed or suggested.

5. Compliance with the West Los Angeles Transportation Improvement and Mitigation Specific Plan (WLA TIMP) is not cited as a required mitigation measure.

   The staff report acknowledges that the project would be subject to a Transportation Impact Assessment (TIA) Fee of $1,248,128. This should be recommended as a specific mitigation measure.

Please contact me if there are any questions regarding the above comments.

Allyn D. Rifkin, PE

ENVIRON

May 5, 2014

Via United States Mail

Renee Dake Wilson, President
Dana Perlman, Vice President
City of Los Angeles Planning Commission
200 N. Spring Street, Rm. 272
Los Angeles, CA 90012
Attn: James K. Williams

Re: Comments Regarding the Recommendation Report for the Century City Center Project located at 10131 Constellation Boulevard, Century City, California Project EIR

Dear President Wilson, Vice President Perlman, and Planning Commissioners:

ENVIRON has submitted this letter to the City of Los Angeles Planning Commission regarding our review of the Recommendation Report for the Century City Center Project located at 10131 Constellation Boulevard, Century City, California. On behalf of the "Coalition to Save the Westside", ENVIRON was asked to review the air quality, greenhouse gas, and noise analyses in the Recommendation Report.

Based upon our review, the Recommendation Report does not substantively respond to our comments on the Final EIR, most notably regarding the greenhouse gases and the noise evaluations.

Our comment letters dated November 14, 2013 and April 29, 2014 highlight the issues that we had identified. Thank you for your attention to these issues. Our findings reflect the conclusions reached given the time available for our review and information provided.

Very truly yours,

Eric C. Lu, MS, PE
Principal

EL:ee
P:\J\JMBM\Century City Center\Planning Commission Letter\ENVIRON CPC Letter 140505 Rec Rpt.docx

ENVIRON International Corp. 18100 Von Karman Avenue, Suite 600, Irvine, CA 92612
V +1 949.261.5151 F +1 949.261.6202

environcorp.com

CORENET GLOBAL

NEWS RELEASE

CONTACT:
David Harrison
Harrison Communications
410-804-1728

Office Space Per Worker Will Drop to 100 Square Feet or Below For Many Companies Within Five Years, According To New Research from CoreNet Global

ATLANTA, GA February 28, 2012 – New data released today from CoreNet Global show for the first time that for many companies, the average allocation of office space per person in North America will fall to 100 square feet or below within the next five years.

By 2017, at least 40% of the companies responding indicated they will reach this all-time low benchmark of individual space utilization, which has been the case in Europe for the past several years but is now heading for the Americas.

The average per worker in 2017 will be 151 square feet per worker, compared to 176 square feet today, and 225 square feet in 2010.

"The main reason for the declines," said Richard Kadzis, CoreNet Global's Vice President of Strategic Communications, "is the huge increase in collaborative and team-oriented space inside a growing number of companies that are stressing 'smaller but smarter' workplaces against the backdrop of continuing economic uncertainty and cost containment."

CoreNet Global, which conducted the survey, is the worldwide association for corporate real estate and workplace professionals.

Today, just 24 percent of the respondents reported that the average space per office worker is 100 square feet or less; however, 40 percent reported that within five years, the average space per office worker would be 100 square feet or less.

It is clear that the amount of space dedicated solely to specific employees is steadily shrinking. A majority of the respondents, 55 percent, reported that square feet per worker has already decreased between 5 and 25 percent over the last five years.

"There are number of additional factors contributing to the decline in the amount of space per worker," said Kadzis. "More companies are adopting open floor plans in

which employees do not have any permanently designated space at all; rather they use unassigned space when they are in the office, settings that often change daily. This trend is enabled by technology and by cost measures, as they require smaller foot prints."

CoreNet Global will continue to track this downward pressure on designated office space per worker over time.

The CoreNet Global benchmark survey was conducted in February 2012. More than 465 global managers of corporate real estate responded.

CoreNet Global is the world's leading association for corporate real estate (CRE) and workplace professionals, service providers, and economic developers. Our more than 7,000 members, who include 70% of the top 100 U.S. companies and nearly half of the Global 2000, meet locally, globally and virtually to develop networks, share knowledge, learn and thrive professionally.

CoreNet Global itself reduced its total office space and space per person by nearly 20% last year in a transformation of its downtown Atlanta headquarters.

LOS ANGELES CITY PLANNING COMMISSION

200 N. Spring Street, Room 272, Los Angeles, California, 90012, (213) 978-1300
www.lacity.org/PLN/index.htm

RE-ISSUED Determination Mailing Date: AUG 04 2014

CASE: CPC-2013-210-SPP-SPR-MSC
CPC-2009-817-DA-M1
CEQA: ENV-2004-6269-EIR-SUP1
SCH#2005051145

Location: 1950 Avenue of the Stars
Council District: 5 – Koretz
Plan Area: West Los Angeles
Zone: C2-2-O

Applicant: Century City Realty, LLC
Representative: George Mihlsten, Esq., DJ Moore – Latham & Watkins, LLP

At its meeting on June 12, 2014, the following action was taken by the City Planning Commission:

1. Pursuant to Section 12.36 of the Los Angeles Municipal Code (LAMC), the City Planning Commission concurrently acts on requests 2 through 7 as follows:
2. **Approved** the proposed Alternative Calculation of Trip Generation Factor for the project as 4.97 per 1,000 square feet of floor area.
3. **Approved** a **Modified Project Permit** associated with Alternative 9 (enhanced retail).
4. **Adopted** the attached modified **Conditions of Approval**.
5. **Adopted** the attached **Findings**.
6. **Certified** the Environmental Impact Report (No. **ENV-2004-6269-EIR-SUP1**) and **adopted** the Findings and Statements of Overriding Considerations as provided in the environmental evaluation of the Environmental Impact Report. Also, pursuant to **Section 21082.1(c)(3)**, **adopted** the proposed Mitigation Monitoring and Reporting Program (MMRP).
7. **Advised** the applicant that pursuant to State Fish and Game Code Section 711.4, a Fish and Game Fee and/or Certificate of Fee Exemption may be required to be submitted to the County Clerk prior to or concurrent with the Environmental Notice of Determination ("NOD") filing.

Recommendations to City Council:

1. **Recommend** that the City Council **approve** the proposed amendments to the previously approved Development Agreement between Century City Realty, LLC and the City of Los Angeles subject to the additional modifications as proposed by the City Planning Commission. The Development Agreement is attached hereto as Exhibit A.

Fiscal Impact Statement: There is no General Fund impact as administrative costs are recovered through fees.

This action was taken by the following vote:

Moved: Dake-Wilson
Seconded: Mack
Ayes: Ambroz, Cabildo, Choe, Mack, Perlman, Segura
Absent: Ahn, Katz

Vote: 7 - 0

James K. Williams, Commission Executive Assistant II
City Planning Commission

Appeals: This action of the City Planning Commission will be final within 15 days from the mailing date on this determination unless an appeal is filed within that time to the City Council. All appeals shall be filed on forms provided at the Planning Department's Public Counters at 201 North Figueroa Street, 4th Floor, Los Angeles, or at 6262 Van Nuys Boulevard, Suite 251, Van Nuys. Forms are also available on-line at http://planning.lacity.org/

FINAL APPEAL DATE: AUG 19 2014

CONDITIONS OF APPROVAL

At its June 12, 2014 hearing, the Planning Commission approved Alternative 9 (enhanced retail) (the "Enhanced Retail Alternative") in lieu of the Modified Project. The Enhanced Retail Alternative involves slight changes to the Modified Project that include a slight decrease in the total office square footage proposed for the Modified Project, and a slight increase in the retail square footage proposed for the Modified Project to further activate the Transit Plaza around the proposed portal for the Century City Westside Subway Extension station. Accordingly, these Conditions of Approval reflect the Enhanced Retail Alternative as approved by the City Planning Commission.

A. Entitlement Conditions (Project Permit)

1. **Site Plan**

   The use and development of the subject property shall be in substantial conformance with the site plan (Exhibit A) and elevations attached to the subject case file and as approved by the City Planning Commission. Minor deviations may be allowed in order to comply with the provisions of the Municipal Code and the Conditions of Approval. All signage shall be implemented in accordance with the Los Angeles Municipal Code and any applicable regulations of the Specific Plan. The project shall be constructed consistent with the following project description:

   - One 37-story building containing approximately 700,000-square feet of office space;
   - Approximately 10,338 square feet of low-rise, one- and two-story office space;
   - An approximate 2,389-square-foot Mobility Hub;
   - Transit Plaza;
   - Approximately 17,102 square feet of ancillary retail, and a partially subterranean parking structure;
   - The parking structure shall feature an approximate 2.14-acre (approximately 93,000 square feet) landscaped green roof deck open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations, including the allowance for periodic use of the deck by the Applicant for private, non-public events; and
   - Approximately 39,037 square feet of additional public open space on the project site.

   The Enhanced Retail Alternative shall also be designed to achieve a Leadership in Energy and Environmental Design (LEED) Platinum rating or equivalent green building standard. In total, the Enhanced Retail Alternative shall not exceed 729,829 square feet of floor area.

2. **Landscape Plan.** See Environmental Conditions.

3. **Lighting**. See Environmental Conditions.

4. **Specific Plans.** The project shall comply with all applicable provisions of the Century City North Specific Plan and the West Los Angeles Transportation Mitigation Specific Plan, unless otherwise granted herein.

5. **Community Plan.** The project shall comply with all applicable provisions of the West Los Angeles Community Plan.

6. **Use.** The use of the subject property shall be limited to those uses permitted in the C2 Zone as defined in Section 12.14 of the Los Angeles Municipal Code ("L.A. M C.").

7. **Height/Floor Area Ratio/Trips.** The project shall be limited to a height of 570 feet or approximately 849 feet above mean sea level. The Century City North Specific Plan restricts the Floor Area Ratio (FAR) to a maximum of 6:1 for the subject site. However, the maximum total Floor Area is further limited to the number of Trips allocated to the site and therefore is limited to a 3.03:1 FAR. This approval exhausts all Phase II Trips allocated to the project site.

8. **Vehicular and Bicycle Parking.**

   a. Vehicular Parking. Vehicular parking shall be provided pursuant to the Los Angeles Municipal Code and further restricted as follows:

      - The maximum number of parking spaces provided for the project shall be equal to the minimum number of parking stalls required by the Los Angeles Municipal Code (surplus parking is prohibited).

        Note: Additional parking stalls may be allowed to accommodate flex cars and/or be utilized for bicycle parking spaces only.

      - 20 percent of the minimum parking spaces required by the Los Angeles Municipal Code shall be constructed to accommodate the future placement of facilities for the recharging of electric vehicles.

   b. Bicycle Parking. Long Term and Short Term bicycle racks and parking devices shall be provided pursuant to the Los Angeles Municipal Code. Bicycle racks shall be placed in convenient locations for tenants and guests.

9. **Solid Waste**. See Environmental Conditions.

B. **Environmental Conditions (Environmental Impact Report)**

10. **Compliance Measure LU-1**
Compliance with CCNSP. To ensure consistency with Century City North Specific Plan Sections 3(C)(2)-(4), the proposed Enhanced Retail Alternative shall have sufficient Trips under the Specific Plan to be developed. If the Project site requires additional Trips in order to permit the development of the proposed Enhanced Retail Alternative, the applicant shall acquire such Trips from any source that is permissible under the Specific Plan prior to Enhanced Retail Alternative construction. Total Trips assigned to the site are currently limited to 4,114,957 Trips.

11. **Project Design Feature TRA-1**
Construction Staging and Traffic Management Plan. A Construction Staging and Traffic Management Plan shall be prepared for approval by the Los Angeles Department of Transportation and other appropriate agencies and implemented during proposed Enhanced Retail Alternative construction. The Construction Staging and Traffic Management Plan shall also include the name and phone number of a contact person who can be reached 24 hours a day regarding construction traffic complaints or emergency situations. In addition, the Construction Staging and Traffic Management Plan shall take into account and be coordinated with other Construction Staging and Traffic Management Plans that are in effect or have been proposed for other projects in Century City. The Construction Staging and Traffic Management Plan shall include, but not be limited to, the following:

- Provisions for temporary traffic control during all construction activities adjacent to public right-of-way to improve traffic flow on public roadways (e.g., flag person);
- Scheduling construction activities to reduce the effect on traffic flow on arterial streets;
- Rerouting construction trucks to reduce travel on congested streets;
- Prohibiting construction-related vehicles from parking on public streets;
- Providing safety precautions for pedestrians and bicyclists through such measures as alternate routing and protection barriers;
- Requiring contractors to participate in a common carpool registry during all periods of contract performance monitored and maintained by the general contractor;
- Scheduling construction-related deliveries, other than concrete and earthwork-related deliveries, so as to reduce travel during peak travel periods as identified in this study;
- Coordination with other construction projects in the vicinity to minimize conflicts;

- Obtaining the required permits for truck haul routes from the City of Los Angeles prior to the issuance of any permit for the proposed Enhanced Retail Alternative;
- Obtaining a Caltrans transportation permit for use of oversized transport vehicles on Caltrans facilities;
- Submitting a traffic management plan to Caltrans for review and approval;
- All emergency access to the Project site and adjacent areas shall be kept clear and unobstructed during all phases of demolition and construction;
- Flag persons in adequate numbers shall be provided to minimize impacts to traffic flow and to ensure the safe access into and out of the site;
- Flag persons shall be trained to assist in emergency response by restricting or controlling

12. **Project Design Feature TRA-2**
Participation in and Contribution to the Century City Transportation Management Organization (CCTMO). The Applicant shall participate in and contribute to the CCTMO to support its existing programs which include:

- Guaranteed Ride Home program
- Rideshare matching
- Administrative and financial support for formation of vanpools and/or carpools
- Bike and walk to work promotions
- Preferential load/unload or parking location for high-occupancy vehicles (HOV)
- Promotion of Internal Revenue Code Section 132(f), which allows for employers to arrange pre-tax dollar transit commute expense accounts to provide transportation fringe benefits to eligible employees.

13. **Project Design Feature TRA-3**
Transportation Demand Management (TDM) Program. The TDM program outlined in Chapter 4.2, Traffic and Circulation, of this Subsequent EIR is a set of strategies proposed for the proposed Enhanced Retail Alternative that shall encourage proposed Enhanced Retail Alternative employees to reduce vehicular traffic on the streets and freeway system during the most congested time periods of the day by promoting non-auto travel, travel outside of traditional peak commute hours, or telecommuting. The proposed Enhanced Retail Alternative shall develop and implement a TDM program containing features that are as stringent as existing programs at Constellation Place (10250 Constellation Boulevard) and the SunAmerica building (1999 Avenue of the Stars), by including Project Design Features TRA-4, TRA-5, TRA-6, and TRA-7, as well as one or more of the following:

- Providing resources and/or incentives to building tenants to encourage and implement flexible work schedules and telecommuting programs
- Providing resources and/or incentives to building tenants to encourage and implement alternative work schedules
- Pedestrian-friendly environment
- Bicycle amenities (bicycle racks, lockers, showers etc.)
- Rideshare/carpool/vanpool promotion and support
- Education and information on alternative transportation modes
- Guaranteed Ride Home (GRH) program

In addition to these strategies, the proposed Enhanced Retail Alternative is designed to integrate with the proposed Westside Subway Extension station portal at the northeast corner of Constellation Boulevard and Avenue of the Stars if the portal is ultimately placed in this location when the subway is built.

14. **Project Design Feature TRA-4**
Mobility Hub. The 2,389 square-foot Mobility Hub, provided at the Project site, shall help to provide first-mile and last-mile service for transit users. The first mile/last mile problem is characterized by the situation where bus stops and mass transit stations are often located too far from a commuter's origin or final destination to make walking to or from

that destination practical or convenient. The Mobility Hub shall help to get transit users the first mile from their origin to a transit hub or the last mile from a transit hub to their destination by providing amenities such as bicycle parking and rentals, shared vehicle rentals, and transit information (including commuter applications).

15. **Project Design Feature TRA-5**
Transportation Information Center. A Transportation Information Center (TIC) is a centrally-located commuter information center where a building's employees, residents, and patrons can obtain information regarding commute programs, and individuals can obtain real-time information for planning travel without using an automobile. A TIC shall be provided in the proposed Enhanced Retail Alternative and shall include orientations for new employees and residents as well as providing information about transit schedules, commute planning, rideshare, telecommuting, and bicycle and pedestrian plans.

16. **Project Design Feature TRA-6**
Transit Passes. All eligible employees, which shall include all employees who do not park at the Project site, shall be provided with a discounted monthly transit pass giving them access to Metro rail and bus service. The Applicant shall coordinate with Metro to implement the discount program.

17. **Project Design Feature TRA-7**
The proposed Enhanced Retail Alternative shall provide unbundled leases for the office and ancillary retail space. The tenants shall have the option of leasing the parking spaces on a monthly or yearly basis separate from the building space. This shall provide tenants with the option of offering a parking cash-out allowance for those employees who choose to park at another location or take transit to work.

18. **Project Design Feature TRA-8**
Bicycle Safety Equipment. The proposed Enhanced Retail Alternative shall provide an audible buzzer system to indicate the approach of an exiting vehicle from the alley bordering the northern edge of the Project site at Avenue of the Stars and shall install convex mirrors at exit points where visibility is hindered.

19. **Mitigation Measure 4.2.1:**
This Mitigation Measure is applicable to all trip generation rates. The Applicant or its successor shall install or pay the Los Angeles Department of Transportation (LADOT) a fixed amount of $750,000 to provide for design and installation of closed-circuit television (CCTV) cameras and the necessary infrastructure (including fiber optic and interconnect tubes) at key locations in the Study Area to be determined by LADOT. The CCTV cameras shall be located as necessary to provide visual monitoring of traffic conditions and to provide automated counts of traffic volumes. This provides LADOT with the ability to monitor traffic operations and, through modification of signal timing and phases using the Adaptive Traffic Control System (ATCS), respond instantly to incidents that delay vehicles and transit service. These improvements shall be implemented either by the Applicant through the B-permit process of the City of Los Angeles Bureau of Engineering, or through payment of the $750,000 fixed fee amount to LADOT to fund the cost of these improvements. If LADOT selects the payment option, then the Applicant shall be required to pay up to $750,000 prior to issuance of a certificate of occupancy and LADOT shall design and construct these improvements.

20. **Mitigation Measure 4.2.2:**
This Mitigation Measure is applicable to all trip generation rates. The Applicant shall work with the Century City Transportation Management Organization (CCTMO) to develop a high-quality mobile (cell phone) application for the use of residents, employees, and visitors to the Study Area, and Century City in particular. The application shall be developed fully at the Applicant's sole expense, and shall be maintained at the Applicant's sole expense for a period of ten (10) years. This application shall:

- Alert drivers of congestion on key routes serving Century City

- Identify alternate routes that bypass congestion
- Identify real-time visitor parking availability within Century City
- Identify transit options for travel to and from Century City

21. **Mitigation Measure 4.2.3:**
This Mitigation Measure is applicable to all trip generation rates. If the intersection of Merv Griffin Way and Santa Monica Boulevard (North [N]) is not signalized by the time the proposed Enhanced Retail Alternative is constructed, the Applicant shall pay to install the traffic signal with an agreement from the City of Beverly Hills that, should one of the two developments currently responsible for the improvement commence construction, the Applicant shall be reimbursed for the cost.

22. [DELETED]

23. **Mitigation Measure 4.2.5.1** is applicable to the Enhanced Retail Alternative under any trip generation scenario (Empirical Rate, Economy Adjustment, Published Rates) if the Westside Subway Extension is not operating in Century City in year 2021 or by the date that the Certificate of Occupancy is issued for the Enhanced Retail Alternative, whichever is earlier. In order to provide additional transportation capacity and mitigate traffic impacts, the Applicant shall pay to provide additional peak hour bus service for the Metropolitan Transportation Authority (Metro) Rapid Line 704 on Santa Monica Boulevard. A new articulated bus for Santa Monica Metro Rapid Line 704 shall be added that travels eastbound during the morning peak hour and westbound during the afternoon peak hour. The Applicant shall pay $750,000 toward the procurement of a new 40-foot bus and an average of $110,000 per year for 10 years ($1,100,000 total) toward the operating and maintenance costs for morning and afternoon peak hour service. Farebox revenues and State and Federal transit subsidies shall be credited against operating and maintenance costs for the 10-year period. This bus shall no longer be required to be provided upon completion of the Westside Subway Extension to Century City.

(Note: DOT has determined that the 10-year period is necessary in order for the bus service to become self-sustaining)

24. **Mitigation Measure 4.2.5.2:**
The proposed Enhanced Retail Alternative shall be subject to on-going monitoring to ensure that the actual automobile trip generation is at or below the projected afternoon peak hour estimate for the Enhanced Retail Alternative with Economy Adjustment that would require the implementation of additional mitigation (392 afternoon peak hour automobile trips). LADOT has established this on-going monitoring program to determine if additional transit mitigation shall be required in the event that the Enhanced Retail Alternative exceeds 392 afternoon peak hour automobile trips. For this purpose, LADOT has established four afternoon peak hour automobile trip generation thresholds: (i) 392 trips; (ii) 451 trips; (iii) 510 trips; and (iv) 588 trips (together, the "Trip Generation Thresholds"), the exceedance of which shall require the Applicant to implement additional transit mitigation measures as provided below.

Monitoring of automobile trips to and from the Project site shall occur on a real-time basis using video cameras mounted above the Enhanced Retail Alternative's driveways. The cameras shall operate 24 hours a day, 7 days a week. The cameras and the count system shall be connected to the LADOT Traffic Management Center or another appropriate facility of LADOT's selection.

The Enhanced Retail Alternative's trip generation level shall be the weekly average of the Monday through Friday afternoon peak hour automobile trips in and out of the Enhanced Retail Alternative driveways (excluding any Federal, State or local holidays). The Enhanced Retail Alternative's building operator shall provide weekly reports of the average trip generation level to LADOT. LADOT shall review the weekly reports and compare the Enhanced Retail Alternative's weekly average trip generation level to the Trip Generation Thresholds.

Should the Enhanced Retail Alternative's weekly average afternoon peak hour trip generation level exceed a number that is 10 percent below any of the four Trip Generation Thresholds for four consecutive weeks, the building operator shall in good faith implement additional or modified trip reduction measures with the goal of helping to ensure that the Enhanced Retail Alternative's trips do not exceed the applicable Trip Generation Threshold. Further, should the Enhanced Retail Alternative's weekly average afternoon peak hour trip generation level exceed any of the four Trip Generation Thresholds for four consecutive weeks, the Enhanced Retail Alternative shall undergo a three-month probationary period during which time the building operator shall be required to implement further trip reduction measures. Such measures may include, but are not limited to, modifications to the Transportation Demand Management Program (see Project Design Feature TRA-3). Weekly average afternoon peak hour trip generation measurements during the final four weeks of the three-month probationary period shall determine the effectiveness of the additional trip reduction measures. Pursuant to this process, if the Enhanced Retail Alternative's weekly average afternoon peak hour trip generation level in the final four weeks of the three-month probationary period exceeds any of the four Trip Generation Thresholds, the phased mitigation program described below would apply based on the threshold exceeded.

The phased mitigation program requires the implementation of the following transit measures at the time that each of the specified Trip Generation Thresholds is exceeded for the first time following the three month probationary period:

- At 392 afternoon peak hour trips, a new 40-foot bus for Santa Monica BBB Rapid 7 shall be added on Pico Boulevard that travels eastbound during the morning peak hour and westbound during the afternoon peak hour.

- At 451 afternoon peak hour trips, a new 40-foot bus for Santa Monica BBB Line 5 shall be added on Olympic Boulevard that travels eastbound during the morning peak hour and westbound during the afternoon peak hour.

- At 510 afternoon peak hour trips, a new 40-foot bus for Santa Monica BBB Line 5 shall be added on Olympic Boulevard that travels westbound during the morning peak hour and eastbound during the afternoon peak hour.

- At 588 trips, a new 40-foot bus for Metro Line 4 shall be added on Santa Monica Boulevard that travels westbound during the morning peak hour and eastbound during the afternoon peak hour.

If required by the phased mitigation program, the Applicant shall be responsible for the cost of procurement of the buses as well as a portion of the operating and maintenance costs for 10 years. For the 40-foot buses, the Applicant shall pay $500,000 each for procurement and an average of $103,000 per year for 10 years. Farebox revenues from each bus, as calculated by the appropriate transit agency (e.g., Metro or Santa Monica BBB) and applicable state or federal transit subsidies shall be credited against the Applicant's operating and maintenance costs for the 10-year period.

In addition, if the articulated bus on Santa Monica Boulevard as provided in Mitigation Measure 4.2.5.1 has not been provided because the Westside Subway Extension has been completed to Century City, this bus shall be provided at 404 afternoon peak hour trips following the three month probationary period described above. The Applicant shall pay $750,000 for procurement and an average of $110,000 per year for 10 years for an articulated bus on Metro Rapid Line 704 traveling eastbound during the morning peak hour and westbound during the afternoon peak hour. Farebox revenues from this bus, as calculated by the appropriate transit agency, and applicable state or federal transit subsidies shall be credited against the Applicant's operating and maintenance costs for the 10-year period.

The monitoring program described in this mitigation measure shall continue for a minimum of five years after full occupancy of the Enhanced Retail Alternative (defined as having leased 88% of the building's gross leasable area). If during that period the Enhanced Retail Alternative's trip generation level exceeds any of the Trip Generation Thresholds following the three month probationary period described above, the monitoring program shall continue for an additional five years following the exceedance. The monitoring program shall cease when five years of monitoring demonstrate a stable trip generation level (defined as not exceeding the next highest of the Trip Generation Thresholds).

25. **Project Design Feature VIS-1**
Maintenance of Construction Barriers. The Applicant shall ensure, through appropriate postings and daily visual inspections, that no unauthorized materials are posted on any temporary construction barriers or temporary pedestrian walkways, and that any such temporary barriers and walkways are maintained in a visually attractive manner throughout the construction period.

26. **Project Design Feature VIS-2**
Street Tree Plan. The Applicant shall prepare a street tree plan to be reviewed and approved by the City's Department of Public Works, Urban Forestry Division. All plantings in the public right-of-way shall be installed in accordance with the approved street tree plan and shall be maintained by the Property Owner for the life of the planting.

27. **Project Design Feature VIS-3**
Landscape Plan. The proposed Enhanced Retail Alternative shall implement the proposed Landscape Plan shown on Figure 3.8 in Chapter 3.0, Project Description, including the planting of California sycamores along the sidewalks on Avenue of the Stars and Constellation Boulevard, as well as around the pedestrian walkway on the northern and eastern site perimeter, to establish a tree canopy and to create a human scale for pedestrians in the area. Tree installation, including number and location of trees, species type, and tree size, shall be completed to the satisfaction of the Urban Forestry Division of the Department of Public Works.

28. **Project Design Feature VIS-4**
Publically Accessible Open Space. The proposed Enhanced Retail Alternative shall include approximately 132,037 square feet of open space accessible to the public, including a Transit Plaza on the corner of Avenue of the Stars and Constellation Boulevard that shall provide convenient access for the community, seating areas for public gathering places, and is designed to facilitate pedestrian connections throughout the Project site, and a 2.14-acre Green Roof open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations, including the allowance for periodic use of the deck by the Applicant for private, non-public events.

29. **Project Design Feature VIS-5**
Mid-Block Pedestrian Pathways. The proposed Enhanced Retail Alternative shall construct a pedestrian walkway along the northern and eastern perimeter of the Project site to further facilitate the establishment of mid-block pedestrian pathways as described in the Century City North Specific Plan, which are intended to provide pedestrian paths that shall intersect the adjacent streets approximately midblock. The pedestrian pathways shall be consistent with relevant policies and principles of the Greening of 21st Century City Pedestrian Connectivity Plan. Although there are currently no plans for the City to construct a pedestrian crossing over Constellation Boulevard to the south of the Project site, as provided for in the Century City North Specific Plan, the proposed Enhanced Retail Alternative shall not impede a future pedestrian crossing at this location. The pedestrian walkway to be constructed along the eastern perimeter of the Project site shall be designed to connect to such a pedestrian crossing.

30. **Project Design Feature VIS-6**
Graffiti Removal. The Project site shall be maintained to be clean and free of debris and rubbish, and any graffiti from walls shall be removed pursuant to Los Angeles Municipal Code (LAMC) Sections 91.8104 and 91.8904.1.

31. **Project Design Feature VIS-7**
Public Sidewalks. Reconstructed sidewalks along Avenue of the Stars and Constellation Boulevard frontages that are removed during construction shall be paved with concrete or other safe, non-slip material.

32. **Project Design Feature VIS-8**
Low Reflectivity Glass. All exterior windows and glass used on the building surfaces shall be of low reflectivity glass.

33. **Project Design Feature VIS-9**
Street Lighting. Any street or pedestrian lighting installed by the proposed Enhanced Retail Alternative in the public right-of-way shall be compatible with the existing design for street furniture and street lighting along Century City's public streets and have low reflectivity to minimize glare and limit light onto adjacent properties. The pedestrian lighting in the public right-of-way shall be approved by the Bureau of Street Lighting and shall be tested in accordance with the requirements of the Bureau of Street Lighting.

34. **Project Design Feature VIS-10**
Architectural Lighting. Architectural lighting on the Project site shall be downcasted and directed onto the building surfaces and have low reflectivity to minimize glare and limit light onto adjacent properties. In addition, all pole-mounted light fixtures on the Project site shall be shielded to limit spillover of lighting onto adjacent properties and to minimize glare.

35. **Project Design Feature VIS-11**
Signage. Signage for the proposed Enhanced Retail Alternative shall consist of a high rise wall sign pursuant to the Los Angeles Municipal Code, building identification signage and tenant monument signage. The proposed Enhanced Retail Alternative may also include construction and sales/leasing signage. Signage shall only be allowed if such signage is consistent with the applicable provisions of the Los Angeles Municipal Code.

36. **Project Design Feature VIS-12**
Mechanical Equipment. All ventilation, heating, and air conditioning ducts, tubes, and other such mechanical equipment shall be screened from the line of sight of pedestrians and motorists.

37. **Project Design Feature VIS-13**
Utility Lines. All new utility lines and connections shall be constructed underground.

38. **Project Design Feature VIS-14**
Trash Collection Areas. Trash collection areas shall be contained in the loading dock at ground level in a collection area screened from view by a solid masonry wall.

39. **Project Design Feature VIS-15**
Architectural Concept. All ground-level building fixtures, including but not limited to security gates, landscape light fixtures, pedestrian lights, air intake shafts, and other appurtenances, shall be incorporated into the architectural concept for the proposed Enhanced Retail Alternative.

40. **Compliance Measure AQ-1**
SCAQMD Rules 402 and 403. The proposed Enhanced Retail Alternative shall comply with South Coast Air Quality Management District (SCAQMD) Rules 402 and 403 regarding fugitive dust control. Control measures shall control fugitive dust and include the following measures:

- Use watering to control dust generation during the demolition of structures or the break-up of asphalt, surface parking lots, and various remnant structures such as walls and foundations from the prior uses on the Project site.
- Install wheel washers for all exiting trucks, or wash off the tires or tracks of all trucks and equipment leaving the site.
- All haul trucks shall be covered or shall maintain at least 6 inches of freeboard.
- Suspend earthmoving operations; or additional watering shall be implemented to meet Rule 403 criteria if wind gusts exceed 25 miles per hour (mph). An information sign shall be posted at the entrance to each construction site that identifies the permitted construction hours and provides a telephone number to call and receive information about the construction project or to report complaints regarding excessive fugitive dust generation. Any reasonable complaints shall be rectified within 24 hours.

41. **Compliance Measure AQ-2**
SCAQMD Rule 1113 - Coatings and Solvent. The Applicant shall utilize coatings and solvents that are consistent with applicable SCAQMD Rule 1113.

42. **Project Design Feature AQ-1**
Dust Suppression. Notes shall be included on construction and grading plans and referenced in the contractor's agreement that require the use of dust suppression measures in the South Coast Air Quality Management District (SCAQMD) California Environmental Quality Act (CEQA) Air Quality Handbook during project grading and construction. The construction contractor shall be responsible for the implementation of the following dust suppression measures:

- Revegetate disturbed areas as soon as possible.
- Increase active site watering to three times daily.
- When visible soil materials are carried to adjacent streets, those streets shall be swept once per day to the extent necessary to remove the visible soil material (recommend water sweepers with reclaimed water).
- All on-site roads shall be paved as soon as feasible, watered periodically, or chemically stabilized.
- The area disturbed by clearing, grading, earthmoving, or excavation operations shall be minimized at all times.

43. **Project Design Feature AQ-2**
Construction Vehicle Maintenance. Construction contracts shall include a statement specifying that all construction equipment shall be tuned and maintained in accordance with manufacturer's specifications.

44. **Project Design Feature AQ-3**
Equipment Shut Off and Smog Season Hours. Construction contracts shall include a statement specifying that general contractors shall maintain and operate construction equipment so as to minimize exhaust emissions. During construction, trucks and vehicles in loading and unloading queues shall turn their engines off when not in use to reduce vehicle emissions. Construction emissions shall be phased and scheduled to avoid emissions peaks and discontinued during second-stage smog alerts.

45. **Project Design Feature AQ-4**
Construction Electricity. Construction contracts shall include a statement specifying that electricity from power poles rather than temporary diesel- or gasoline-powered generators shall be used to the extent feasible.

46. **Project Design Feature AQ-5**
Construction Vehicle Idling. Construction contracts shall include a statement specifying that all construction vehicles shall be prohibited from idling in excess of 10 minutes, both on- and off-site.

47. **Mitigation Measure 4.4.1:**
Application of Architectural Coatings. The applicant shall make available to the City of Los Angeles Department of Building and Safety representatives records showing compliance with South Coast Air Quality Management District (SCAQMD) Rule 1113. In addition, the applicant shall require that the construction contractor further reduce emissions associated with architectural coatings by using one or more of the following additional measures: using precoated/natural colored building materials, using water-based or low-volatile organic compounds (VOC) coating, or using coating transfer or spray equipment with high transfer efficiency. The project applicant shall make available to the City of Los Angeles Department of Building and Safety representatives records showing use of one or more of the methods named above.

48. **Mitigation Measure 4.4.2:**
EPA Tier 4 Emissions Standards. The applicant shall make available to the City of Los Angeles Department of Building and Safety a comprehensive inventory of all off-road construction equipment, equal to or greater than 50 horsepower, that will be used an aggregate of 40 or more hours during any portion of construction activities for the Project. The inventory shall include the horsepower rating, engine production year, and certification of the specified Tier standard. A copy of each such unit's certified tier specification, best available control technology (BACT) documentation, and California Air Resources Board (ARB) or Air Quality Management District (AQMD) operating permit shall be provided onsite at the time of mobilization of each applicable unit of equipment. Off-road diesel-powered equipment that will be used an aggregate of 40 or more hours during any portion of the construction activities for the Enhanced Retail Alternative shall meet the United States Environmental Protection Agency (EPA) Tier 4 emissions standards and off-road equipment greater than 300 horsepower shall be equipped with diesel particulate filters.

49. **Compliance Measure HAZ-1**
Methane Mitigation System. Methane and hydrogen sulfide testing is required to reduce or eliminate the identified potential impacts resulting from the possible presence of methane and hydrogen sulfide on the site in the postgrading condition. In accordance with P/BC 2002-101, site testing shall be scheduled either before, or 30 days after, any site grading. Prior to issuance of any building permit or authorization to construct hardscape, the Director of the City of Los Angeles Department of Building and Safety, or designee, shall review and approve a report by a registered geologist, reporting methane and hydrogen sulfide testing results and recommendations and verify that project plans include a methane and/or hydrogen sulfide mitigation system that was designed in compliance with Division 71 of the Los Angeles Municipal Code. The Applicant shall follow the specifications identified in the Los Angeles Department of Building and Safety's Standard Plan: Methane Hazard Mitigation. Once constructed, inspection by a City of Los Angeles Department of Building and Safety inspector shall be conducted prior to the covering of any component required by the Methane Mitigation System. All components of the system shall be maintained and serviced to ensure that the system remains in proper working condition.

50. **Compliance Measure HAZ-2**
Determination of No Hazard to Air Navigation. The Applicant shall file a Notice of Proposed Construction or Alteration (Form 7460-1) with the Federal Aviation Administration (FAA) in accordance with Federal Aviation Regulation Part 77. The Director of the City of Los Angeles Department of Building and Safety, or designee, shall verify that the Applicant has received a Determination of No Hazard to Air Navigation prior to the issuance of building permits. All required notifications applicable to building height and related potential lighting requirements shall be completed and submitted to the appropriate agency. In addition, FAA recommendations regarding marking and/or lighting requirements shall be incorporated into the building design.

51. **Compliance Measure HAZ-3**
Soil and Air Monitoring Plan and Health and Safety Plan. Prior to issuance of any grading permit, the Applicant shall submit a Soil and Air Monitoring Program and associated

Health and Safety Plan to the Director of the City of Los Angeles Department of Building and Safety, or designee, for review and approval. The Plan shall be consistent with local, State, and federal regulations including but not limited to the requirements of California Occupational Safety and Health Act (Cal/OSHA) and shall encompass all subsurface soil disturbance and any groundwater activities. The Health and Safety Plan shall include, at a minimum, the following components:

- A summary of all potential risks to construction workers, monitoring programs, maximum exposure limits for all site chemicals, and emergency procedures.
- During all subsurface excavation activities, field technicians shall continuously monitor the soil as it is being excavated with an organic vaporizer and appropriate field instruments.
- During all subsurface excavation activities, soil gases including but not limited to methane and hydrogen sulfide shall be continuously monitored and compared to appropriate levels of concern (e.g., Permissible Exposure Levels [PELs], Threshold Limit Values [TLVs], or concentrations Immediately Dangerous to Life and Health [IDLH] in the breathing zone).
- Methane concentrations shall be regularly monitored and compared against the Lower Explosive Level (LEL).
- Hydrogen sulfide monitoring equipment shall be available on the construction site. If any odors are detected, all work in the immediate area shall stop, and the area shall be monitored by the Site Health and Safety Officer using a calibrated hydrogen sulfide meter.
- Specifications for use of the subterranean parking structure ventilation system, and any additional systems, to ensure maximum air exchanges, as necessary, within the facility during construction.
- Identification of a Site Health and Safety Officer.
- Methods of contact, phone number, office location, and responsibilities of the Site Health and Safety Officer.
- Emergency Response Plan.
- Specification that the Site Health and Safety Officer shall be contacted immediately by the construction contractor if evidence of soil or groundwater contamination is encountered during site preparation and construction.
- Specification that the City of Los Angeles Fire Department shall be notified if evidence of soil or groundwater contamination is encountered.

52. **Compliance Measure HAZ-4**
Closed Oil Wells. Prior to issuance of building permits, the Applicant shall comply with applicable requirements for State Division of Oil, Gas, and Geothermal Resources (DOGGR) site plan review. If any portions of the former oil wells are encountered during excavation and construction, work shall stop at that immediate location and the DOGGR shall be provided an opportunity to investigate the oil wells. If the DOGGR determines that a reabandonment is required, this reabandonment shall be completed in accordance with all applicable federal, State, and local regulations, including but not limited to Title 14 of the California Code of Regulations, as well as with appropriate Los Angeles Fire Department recommendations.

53. **Compliance Measure HAZ-5**
Potentially Hazardous Materials. During construction activities, the Applicant shall immediately notify the Director of the City of Los Angeles Department of Building and Safety, or designee, and the City of Los Angeles Fire Department if any contaminated soil, groundwater, toxic materials, subsurface tanks/piping, or potentially hazardous materials are encountered. The City of Los Angeles Fire Department shall determine the appropriate procedures for handling and disposal of the materials in accordance with local, State, and federal regulations. In the event that contaminated materials are encountered during grading activities, all work within that immediate area shall be temporarily halted and redirected around the area until the appropriate evaluation and follow-up remedial and clean-up measures are implemented so as to render that area suitable for work to resume.

54. **Compliance Measure HAZ-6**
Soil Contaminants. Prior to issuance of any grading permit, the Applicant shall provide the Director of the City of Los Angeles Department of Building and Safety, or designee, with documentation that the project area does not contain hazardous levels of residual oil and petroleum components (e.g., methane, benzene, toluene, ethylbenzene, and xylene [BTEX]) or other known contaminants in the soils and that no further investigation is needed. This documentation shall include a report prepared by a California Registered Civil Engineer or Registered Geologist with experience in hazardous materials investigation and remediation that specifies that hazardous levels of containments are not present at the site, as confirmed by historical information and/or soil sampling.

If further investigation or soil remediation is required, a "No Further Action" letter from the City of Los Angeles Fire Department shall be provided to the Director of the City of Los Angeles Department of Building and Safety, or designee, once the remediation is complete. Any soils uncovered during grading activities that contain petroleum components or other known contaminants shall be stockpiled separately and properly disposed of or remediated in accordance with all applicable federal, State, and local regulations.

55. **Compliance Measure HAZ-7**
Predemolition Surveys. Prior to commencement of demolition activities, the Director of the City of Los Angeles Department of Building and Safety, or designee, shall verify that predemolition surveys for asbestos-containing materials (ACMs) and lead-based paints (LBPs) (including sampling and analysis of all suspected building materials) and inspections for polychlorinated biphenyl (PCB)-containing electrical fixtures shall be performed. All inspections, surveys, and analyses shall be performed by appropriately licensed and qualified individuals in accordance with applicable regulations (i.e., American Society for Testing and Materials (ASTM) E 1527-05, and 40 Code of Federal Regulations (CFR), Subchapter R, Toxic Substances Control Act [TSCA], Part 716). If the predemolition surveys do not find ACMs, LBPs, or PCB-containing electrical fixtures, the inspectors shall provide documentation of the inspection and its results to the City of Los Angeles Building and Safety Department to confirm that no further abatement actions are required. If the predemolition surveys find evidence of ACMs, LBPs, or PCB-containing electrical fixtures, all such materials shall be removed, handled, and properly disposed of by appropriately licensed contractors according to all applicable regulations during demolition of structures (40 CFR, Subchapter R, TSCA, Parts 745, 761, and 763). Air monitoring shall be completed by appropriately licensed and qualified individuals in accordance with applicable regulations both to ensure adherence to applicable regulations (e.g., South Coast Air Quality Management District [SCAQMD]) and to provide safety to workers and the adjacent community. The Applicant shall provide documentation (e.g., all required waste manifests, sampling, and air monitoring analytical results) to the City of Los Angeles Fire Department showing that abatement of any ACMs, LBPs, or PCB-containing electrical fixtures identified in these structures has been completed in full compliance with all applicable regulations and approved by the appropriate regulatory agency(ies) (40 CFR, Subchapter R, TSCA, Parts 716, 745, 761, 763, and 795 and California Code of Regulations [CCR] Title 8, Article 2.6). An Operating & Maintenance Plan (O&M) shall be prepared for any ACM, LBP, or PCB-containing fixtures to remain in place and shall be reviewed and approved by the City of Los Angeles Fire Department.

56. **Project Design Feature HAZ-1**
Construction Management Plan. A general Construction Management Plan shall be prepared and implemented to the approval of the City of Los Angeles Fire Department. The Construction Management Plan shall outline best management practices for the handling and storage of all flammable construction materials, specify methods and requirements for cleanup of flammable materials, and show specific well-marked entrances/emergency access points to the Project site that shall remain clear and unobstructed at all times during construction.

57. **Compliance Measure WQ-1**
National Pollutant Discharge Elimination System General Permit. Prior to issuance of a grading permit, the Applicant shall obtain coverage under the State Water Resources Control Board National Pollutant Discharge Elimination System General Permit for Storm Water Discharges Associated with Construction and Land Disturbance Activities (Order No. 2009-0009-DWQ, National Pollutant Discharge Elimination System No. CAS000002) (Construction General Permit) for Phase 1 of the proposed Enhanced Retail Alternative. The Applicant shall provide the Waste Discharge Identification Number to the City of Los Angeles to demonstrate proof of coverage under the Construction General Permit. A Storm Water Pollution Prevention Plan shall be prepared and implemented for the proposed Enhanced Retail Alternative in compliance with the requirements of the Construction General Permit. The Storm Water Pollution Prevention Plan shall identify construction Best Management Practices to be implemented to ensure that the potential for soil erosion and sedimentation is minimized and to control the discharge of pollutants in stormwater runoff as a result of construction activities.

58. **Compliance Measure WQ-2**
Dewatering. If required, any dewatering activities during construction shall comply with the requirements of the Waste Discharge Requirements for Discharges of Groundwater from Construction and Project Dewatering to Surface Waters in Coastal Watersheds of Los Angeles and Ventura Counties (Order No. R4-2008-0032, National Pollutant Discharge Elimination System No. CAG994004) or subsequent permit. This shall include submission of a Notice of Intent for coverage under the permit to the Los Angeles Regional Water Quality Control Board at least 45 days prior to the start of dewatering and compliance with all applicable provisions in the permit, including water sampling, analysis, and reporting of dewatering-related discharges.

59. **Compliance Measure WQ-3**
Low Impact Development Plan. Prior to issuance of grading permits, the Applicant shall submit a Low Impact Development Plan and/or Standard Urban Stormwater Mitigation Plan to the City of Los Angeles Bureau of Sanitation Watershed Protection Division for review and approval. The Low Impact Development Plan and/or Standard Urban Stormwater Mitigation Plan shall be prepared consistent with the requirements of the Development Best Management Practices Handbook.

60. **Compliance Measure WQ-4**
Treatment Best Management Practices. The Best Management Practices shall be designed to retain or treat the runoff from a storm event producing 0.75 inch of rainfall in a 24-hour period, in accordance with the Development Best Management Practices Handbook Part B Planning Activities. A signed certificate from a licensed civil engineer or licensed architect confirming that the proposed Best Management Practices meet this numerical threshold standard shall be provided.

61. **Project Design Feature WQ-1**
Storm Drain Stenciling. All storm drain inlets and catch basins within the Project site area shall be stenciled with prohibitive language such as "NO DUMPING - DRAINS TO OCEAN" and/or graphical icons to discourage illegal dumping.

62. **Project Design Feature WQ-2**
Storm Drain Stenciling Legibility. The legibility of signs and stencils discouraging illegal dumping shall be maintained.

63. **Project Design Feature WQ-3**
Containment of Potential Storm Water Contaminates. Materials used on site with the potential to contaminate storm water shall be: (1) placed in an enclosure such as, but not limited to, a cabinet, shed, or similar roofed, walled building; or (2) protected by secondary containment structures such as berms, dikes, or curbs.

64. **Project Design Feature WQ-4**
Structural Best Management Practices. The Applicant shall prepare and execute a covenant and agreement (Department of City Planning General form (CP-6770)) satisfactory to the Department of City Planning binding the owners to postconstruction maintenance of all structural Best Management Practices in accordance with the Standard Urban Stormwater Mitigation Plan.

65. **Project Design Feature WQ-5**
Rooftop Runoff Containment. Roof runoff controls shall be employed to reduce the total runoff volume and rate of runoff, while retaining the pollutants on site that may be picked up from roofing materials and atmospheric deposition. This can be accomplished by directing roof runoff away from paved areas and directing flow to the storm drain system. (This is applicable only on the office and retail buildings where roof runoff capture and treatment systems are not employed.)

66. **Project Design Feature WQ-6**
Loading Dock Runoff Containment. The design of the loading docks shall encourage containment through the use of overflow containment structures and a roof or berm system to preclude urban run-on and runoff.

67. **Project Design Feature WQ-7**
Covered Trash Storage. Trash storage areas shall be covered and screened or walled to prevent off site transport of trash or rainfall from entering the containers. They shall be designed so that drainage from adjoining roofs and pavements is diverted around the area(s) to avoid run-on. Bins or dumpsters shall be lined to reduce leaking of liquid waste, and trash storage areas shall be paved with an impervious surface to mitigate spills. Storm drains shall not be located in the immediate vicinity of the trash storage areas, and signs shall be posted on all dumpsters prohibiting the disposal of hazardous materials.

68. **Compliance Measure NOISE-1**
Construction Schedule. The proposed Enhanced Retail Alternative shall comply with the City of Los Angeles Municipal Code, which limits exterior construction hours to Monday through Friday, 7:00 a.m. to 6:00 p.m., and Saturday from 8:00 a.m. to 6:00 p.m. No construction activities shall occur on Sundays or federal holidays.

69. **Compliance Measure NOISE-2**
Hauling Activities. Hauling activities shall be limited to the hours of 8:30 a.m. to 4:30 p.m., Monday through Saturday. No hauling shall occur on Sundays or federal holidays.

70. **Compliance Measure NOISE-3**
Truck Routes. All hauling truck traffic shall be restricted to truck routes approved by the City of Los Angeles Department of Building and Safety, and shall avoid residential areas and other sensitive receptors to the extent feasible.

71. **Compliance Measure NOISE-4**
Mechanical Equipment. Heating, Air Conditioning, and Ventilation (HVAC) equipment shall be designed with appropriate noise control devices such as sound attenuators or acoustics louvers. In compliance with Los Angeles Municipal Code Section 112.02, the HVAC equipment shall be designed so as to not cause the noise level on the premises of any other occupied property to exceed the ambient noise level by more than five (5) decibels. The building mechanical design shall be reviewed by a qualified acoustical consultant to ensure that the design shall meet the stated criteria.

72. **Compliance Measure NOISE-5**
Compliance with the City of Los Angeles Noise Ordinance Nos. 144,331 and 161,574. The proposed Enhanced Retail Alternative shall comply with the City of Los Angeles Noise Ordinance Nos. 144,331 and 161,574 and any subsequent ordinances that prohibit the emission or creation of noise beyond certain levels at adjacent uses unless technically infeasible.

73. **Project Design Feature NOISE-1**
Construction Equipment. The proposed Enhanced Retail Alternative contractor shall equip all construction equipment used at the Project site with properly operated and maintained noise shielding and/or muffling devices that are consistent with manufacturer's standards. In addition, all construction equipment shall be stored on site.

74. **Project Design Feature NOISE-2**
Construction Community Liaison Officer. The Applicant shall designate a Construction Community Liaison Officer to serve as a liaison with the surrounding property owners. The Construction Community Liaison Officer shall be responsible for responding to any concerns regarding construction noise, dust, and security. In compliance with City of Los Angeles Building Regulations Ordinance No. 178,048, a construction site notice shall be posted and maintained at the construction site prior to the start of construction and displayed in a location that is readily visible to the public and approved by the City's Department of Building and Safety. At a minimum, the notice shall provide the following: job site address, permit number, name and phone number of the contractor and owner or owner's agency, hours of construction allowed by code and any discretionary approval for the site; the Construction Community Liaison Officer's telephone number(s); and the City telephone number where violations can be reported.

75. **Project Design Feature NOISE-3**
Loading Dock and Trash Enclosures. The outdoor loading dock and trash/recycling areas shall be covered and screened or walled such that the line-of-sight between these noise sources and any adjacent noise sensitive land uses shall be obstructed.

76. **Mitigation Measure 4.8.1:**
Construction Noise Barrier. Prior to commencement of construction activities, and when construction activities are within 200 feet of the southwestern boundary of the Project site, a temporary construction barrier with a minimum height of 8 feet shall be required along the southwest corner of the Project site. The construction noise barrier shall extend a minimum of 200 feet east on Constellation Boulevard and 200 feet north on Avenue of the Stars. The construction barrier may be a 0.5-inch thick plywood fence or another material that has a minimum Sound Transmission Class (STC) rating of 28.

77. **Mitigation Measure 4.8.2:**
Construction Loading and Staging. Construction loading and staging areas shall be located on site. The construction contractor shall locate equipment staging in areas that shall create the greatest distance between construction-related noise sources and noise-sensitive receptors nearest the project site during all project construction activities.

788-A. **Compliance Measure FIRE-1**

Fire Suppression Training. Construction managers and construction personnel shall be trained in emergency response and fire safety. Fire suppression equipment specific to construction shall be maintained on site in accordance with Occupational Safety and Health Administration (OSHA) and Fire Code requirements.

788-B **Project Design Feature FIRE 1** - Fire and Emergency Medical Measures. The Applicant shall implement the following measures during operation of the proposed Enhanced Retail Alternative:

- Owner supplied automated external defibrillators (AEDs) on selected floors to be used by on-site security as necessary. Security personnel to be fully trained on the use and operation of AEDs;
- Training on the AEDs for tenant floor wardens and others; tenants to be encouraged to purchase their own AEDs;
- CERT/first aid training for all floor wardens and others;
- CERT/first aid training made available and encouraged for all building occupants, if it can be accessed online Joint training for Los Angeles Fire Department personnel and building personnel on-site;

- A dedicated parking bay for an emergency ambulance at the Century Park West Garage with a dedicated break area, equipment storage, and a direct communication link to the Los Angeles Fire Department. Please note that the City has no obligation to staff this resource until such time as it deems appropriate.

79. **Compliance Measure FIRE-2**
Fire Code. The Applicant shall comply with all State and local building codes relative to fire protection, safety, and suppression. Specifically, the proposed Enhanced Retail Alternative shall incorporate the standards and requirements as set forth by Title 24, the City of Los Angeles Safety Element, and the Los Angeles Municipal Code Fire Code (Chapter V, Article 7), and any additional code requirements established by the Los Angeles Fire Department. Provisions include requirements pertaining to access, signage, locations of hydrants; fire flow, the provision of a fire control room, and installation of fire sprinklers in all new buildings. The automatic fire sprinkler system shall be installed prior to final building inspection.

80. **Compliance Measure FIRE-3**
Fire Access Lane. The proposed Enhanced Retail Alternative shall maintain the existing fire lane on the northern and eastern site perimeters. The fire lane shall be a minimum of 25 feet wide, with no side parking.

81. **Compliance Measure FIRE-4**
Fire Control Room. A Fire Control Room shall be located near or adjacent to the main entrance to the tower building; the Fire Control Room shall be a minimum of 100 square feet.

82. **Compliance Measure FIRE-5**
Emergency Helipad. The proposed office tower shall include rooftop emergency helicopter landing facilities, as required by the Los Angeles Municipal Code Fire Code, in a location to be approved by the Fire Chief.

83. **Compliance Measure FIRE-6**
Site Plan Approval. The Applicant shall submit a plot plan for approval of access and hydrants by the Los Angeles Fire Department prior to the issuance of a building permit by the City. The plot plan shall include fire prevention and access features to the satisfaction of the Los Angeles Fire Department, including the following standard requirements to be determined by the Fire Department:

- Access for Fire Department apparatus and personnel to and into all structures shall be required.
- Entrances to the main lobby shall be located off the address side of the buildings.
- Any required Fire Annunciator panel or Fire Control Room shall be located within 50 feet visual line of sight of the main entrance stairwell or to the satisfaction of the Los Angeles Fire Department.
- Any required fire hydrants to be installed shall be fully operational and accepted by the Los Angeles Fire Department prior to any building occupation.
- All structures must be within 300 feet of an approved fire hydrant.
- All water systems and roadways are to be improved to the satisfaction of the Los Angeles Fire Department prior to any building occupation.
- All structures shall be fully sprinklered pursuant to Los Angeles Municipal Code Chapter V, Article 7, Division 9, Section 57.09.07(A).
- No building or portion of a building shall be constructed more than 150 feet from the edge of a roadway of an improved street, access road, or designated fire lane.
- At least two different ingress/egress roads for each area, which shall accommodate major fire apparatus and provide for major evacuation during emergency situations, shall be required.
- Construction of new project roadways, either public or private, shall not exceed 15 percent in grade, unless otherwise approved.
- The project shall utilize standard cut-corners on all turns, if applicable.

- If applicable, fire lanes and dead-ending streets shall terminate in a cul-de-sac or other appropriate turning area.
- No dead-ending street or fire lane shall be greater than 700 feet in length, or secondary access shall be required.
- If applicable, where access for a given development requires accommodation of Fire Department apparatus, minimum outside radius of the paved surface shall be 35 feet. An additional 6 feet of clear space shall be maintained beyond the outside radius to a vertical point 13 feet, 6 inches above the paved surface of the roadway.

84. **Mitigation Measure 4.10.B Police**

Project Design Feature POLICE-1
Construction Security. The Applicant shall maintain a 7-day-per-week, 24-hour on-site security patrol during construction activities. The Applicant shall also provide perimeter fencing and nighttime security lighting to reduce the potential for trespassing and acts of vandalism.

Project Design Feature POLICE-2
Crime Prevention Through Design. The proposed Enhanced Retail Alternative shall comply with the design guidelines outlined in the Los Angeles Police Department's Design Out Crime Guidelines, which recommend using natural surveillance to maximize visibility, natural access control that restricts or encourages appropriate site and building access, and territorial reinforcement to define ownership and separate public and private space. Specifically, the proposed Enhanced Retail Alternative shall, at a minimum, incorporate the following features:

- Install industry standard security lighting at recommended locations including, but not limited to, parking structures and walking pathways;
- Install closed-circuit television at select locations including, but not limited to, all exit points, outdoor seating areas, loading docks, and the parking structure;
- Provide adequate lighting of the parking structure, elevators, and lobby to reduce areas of concealment;
- Provide lighting of building entries, pedestrian walkways, and public open spaces to provide pedestrian orientation and to clearly identify a secure route between parking areas and points of entry into buildings;
- Design public spaces to be easily patrolled and accessed by safety personnel;
- Design entrances to, and exits from, buildings, open spaces around buildings, and pedestrian walkways to be open and in view of surrounding sites;
- Provide a keycard access system for commercial uses in the office tower with a central station and keycard readers placed in all elevators to limit access to employees and building visitors that are screened through building security;
- Limit visually obstructed and infrequently accessed "dead zones;"
- Provide a 7-day-per-week, 24-hour on-site security patrol during operation.

Project Design Feature POLICE-3
Facilitating Police Response. Upon completion of the Enhanced Retail Alternative, the Applicant shall provide the West Los Angeles Area Commanding Officer with a diagram of each portion of the property, including access routes, and provide additional information, as requested by the Los Angeles Police Department, that might facilitate police response.

85. **Mitigation Measure 4.10.C Public Schools**

Compliance Measure SCH-1
Payment of Development Fees. Prior to issuance of a building permit, the General Manager of the City of Los Angeles, Department of Building and Safety, or designee, shall ensure that the Applicant has paid all applicable school facility development fees in accordance with California Government Code Section 65995.

86. **Project Design Feature WTR-1**
Water Conservation. The proposed Enhanced Retail Alternative shall exceed the water conservation requirements contained in City Ordinance No. 180,822 and the LA Green Code through the utilization of additional water conservation measures. Such measures may include one or more of the following:

- All indoor faucets not already subject to the provisions of City Ordinance No. 180,822 and the LA Green Code shall have a flow rate of 1.5 gallons per minute or less;
- No more than one showerhead per stall;
- Weather-based irrigation controller;
- Drought tolerant plant species to comprise at least 50 percent of total landscaping;
- Drip/subsurface landscape irrigation;
- Landscaping to be properly hydro-zoned (plants with similar water requirements shall be grouped together);
- Zoned irrigation;
- Landscaping shall be contoured to minimize precipitation runoff;
- Cooling tower pH conductivity controllers shall be used to monitor water treatment to limit concentration; and
- Greywater system.

87. **Compliance Measure SW-1**
Designated Recycling Area. In compliance with Los Angeles Municipal Code, the proposed Enhanced Retail Alternative shall provide readily accessible areas that serve the entire building and are identified for the depositing, storage, and collection of nonhazardous materials for recycling, including (at a minimum) paper, corrugated cardboard, glass, plastics, and metals.

88. **Compliance Measure SW-2**
Construction Waste Recycling. In order to meet the diversion goals of the California Integrated Waste Management Act and the City of Los Angeles, which will total 70 percent by 2013, the Applicant shall salvage and recycle construction and demolition materials to ensure that a minimum of 70 percent of construction-related solid waste that can be recycled is diverted from the waste stream to be landfilled. Solid waste diversion shall be accomplished though the on-site separation of materials and/or by contracting with a solid waste disposal facility that can guarantee a minimum diversion rate of 70 percent. In compliance with the Los Angeles Municipal Code, the General Contractor shall utilize solid waste haulers, contractors, and recyclers who have obtained an Assembly Bill (AB) 939 Compliance Permit from the City of Los Angeles Bureau of Sanitation.

89. **Project Design Feature NRG-1**
Electricity and Natural Gas. The proposed Enhanced Retail Alternative shall incorporate a combination of energy conservation measures to exceed the requirements of Title 24 (2005) and City of Los Angeles codes in effect at the time of circulation of this Subsequent EIR by 20 percent, including one or more of the following:

- A green roof with 90,000 square feet of open and planted space
- High-performance facade to reduce solar heat gain
- Exterior shading devices
- Daylight illumination of occupied spaces
- Centrally monitored electronic electricity metering network that allows for tenant submetering
- Renewable energy generation (solar photovoltaics on the roof of the creative office space buildings)
- Use of ice tanks to shift chilled water production to nighttime hours when the electricity grid is operating more efficiently
- Any other energy conservation measures available at the time that building permits for the proposed Enhanced Retail Alternative are submitted to the City of Los

Angeles Building and Safety Department, which may incorporate newly developed technology that has been proven to conserve energy.

In the event Title 24 is amended such that the energy conservation requirements exceed Title 24 (2005) by more than 20 percent, the proposed Enhanced Retail Alternative shall comply with the amended Title 24. Plans submitted for building permits shall include written notes or calculations demonstrating exceedance of energy standards and shall be reviewed and approved by the Director of the City of Los Angeles Building and Safety Department, or designee, prior to issuance of building permits.

90. **Project Design Feature GEO-i**
Incorporation of and Compliance with the Recommendations in the Final Geotechnical Investigation. Prior to issuance of a grading permit, a qualified geotechnical engineer shall prepare and submit to the Department of Building and Safety a final Geotechnical Investigation that provides final recommendations to address seismic safety and design requirements for foundations and excavation. The final Geotechnical Investigation shall include all applicable recommendations included in the Updated Geotechnical Site Investigation Report (December 2011) prepared by GeoKinetics and included as Appendix L to this Subsequent EIR. A qualified geotechnical engineer shall be retained by the Applicant to be present on the Project site during excavation, grading, and general site preparation activities to monitor the implementation of the recommendations specified in the Geotechnical Investigation as well as other recommendations made in subsequent geotechnical investigations prepared for the project subject to City review and approval. If needed, the geotechnical engineer shall provide structure-specific geologic and geotechnical recommendations that shall be documented in a report to be approved by the City and appended to the project's previous geotechnical investigations.

91. **Mitigation Measure CR-1:**
If archaeological resources are discovered during excavation, grading, or construction activities, work shall cease in the area of the find until a qualified archaeologist has evaluated the find in accordance with federal, State, and local guidelines, including those set forth in California Public Resources Code Section 21083.2. Personnel of the proposed Enhanced Retail Alternative shall not collect or move any archaeological materials and associated materials. Construction activity may continue unimpeded on other portions of the Project site. The found deposits shall be treated in accordance with federal, State, and local guidelines, including those set forth in California Public Resources Code Section 21083.2.

92. **Mitigation Measure CR-2:**
If paleontological resources are discovered during excavation, grading, or construction, the City of Los Angeles Department of Building and Safety shall be notified immediately, and all work shall cease in the area of the find until a qualified paleontologist evaluates the find. Construction activity may continue unimpeded on other portions of the Project site. The paleontologist shall determine the location, the time frame, and the extent to which any monitoring of earthmoving activities shall be required. The found deposits shall be treated in accordance with federal, State, and local guidelines, including those set forth in California Public Resources Code Section 21083.2.

C. <u>Administrative Conditions</u>

93. **Grant.** The entitlements granted herein shall be effectuated as prescribed by the Los Angeles Municipal Code.

94. **Approval, Verification and Submittals.** Copies of any approvals, guarantees or verification of consultations, review or approval, plans, etc., as may be required by the subject conditions, shall be provided to the Planning Department for placement in the subject file.

95. **Code Compliance.** All regulations of the zone classification of the subject property shall be complied with, except where herein conditions or grants have been modified.

96. **Covenant**. Prior to the issuance of any permits relative to this matter, an agreement concerning all the information contained in these conditions shall be recorded in the County Recorder's Office. The agreement shall run with the land and shall be binding on any subsequent property owners, heirs or assign. The agreement must be submitted to the Planning Department for approval before being recorded. After recordation, a copy bearing the Recorder's number and date shall be provided to the Planning Department for attachment to the file.

97. **Definition**. Any agencies, public officials or legislation referenced in these conditions shall mean those agencies, public officials, legislation or their successors, designees or amendment to any legislation.

98. **Enforcement**. Compliance with these conditions and the intent of these conditions shall be to the satisfaction of the Planning Department and any designated agency, or the agency's successor and in accordance with any stated laws or regulations, or any amendments thereto.

99. **Building Plans**. Page 1 of the grants and all the conditions of approval shall be printed on the building plans submitted to the Department of City Planning and the Department of Building and Safety.

100. **Indemnification**. The applicant shall defend, indemnify and hold harmless the City, its agents, officers, or employees from any claim, action, or proceeding against the City or its agents, officers, or employees relating to or to attack, set aside, void or annul this approval which action is brought within the applicable limitation period. The City shall promptly notify the applicant of any claim, action, or proceeding and the City shall cooperate fully in the defense. The applicant shall notify the City if the City fails to cooperate fully in the defense and the City shall have a period of fifteen (15) days in which to cure such non-cooperation. If the City fails to promptly notify the applicant of any claim, action or proceeding, or if the City fails to cooperate fully in the defense after notice thereof, the applicant shall not thereafter be responsible to defend, indemnify, or hold harmless the City.

101. **Project Plan Modifications**. Any corrections and/or modifications to the Project plans made subsequent to this grant that are deemed necessary by the Department of Building and Safety, or other Agency for Code compliance, and which involve a change in site plan, floor area, parking, building height, yards or setbacks, building separations, or lot coverage, shall require a referral of the revised plans back to the Department of City Planning for additional review and final sign-off prior to the issuance of any building permit in connection with said plans. This process may require additional review and/or action by the appropriate decision making authority including the Director of Planning and/or City Planning Commission.

102. **Mitigation Monitoring**. The applicant shall identify mitigation monitors who shall provide periodic status reports on the implementation of the Environmental Conditions specified herein, as to area of responsibility, and phase of intervention (pre-construction, construction, post-construction/maintenance) to ensure continued implementation of the Environmental Conditions. The applicant shall adhere to the Mitigation Monitoring and Reporting Program as approved by this determination.

FINDINGS

At its June 12, 2014 hearing, the Planning Commission approved Alternative 9 (Enhanced Retail) (the "Enhanced Retail Alternative") in lieu of the Modified Project. As approved by the Planning Commission, the Enhanced Retail Alternative would include the construction of one 37-story, 700,000 square foot office building, approximately 10,338 square feet of low-rise, one- and two-story office space, a 2,389-square foot Mobility Hub, a 39,037-square foot Transit Plaza, approximately 17,102 square feet of ancillary retail, and a partially subterranean parking structure with 1,530 stalls on the Project Site. In addition, the Enhanced Retail Alternative would include a 2.14-acre landscaped green roof deck on the parking structure which would be open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, as an additional public amenity. In total, the Enhanced Retail Alternative would comprise approximately 729,829 square feet of occupiable square footage, which would be a reduction of approximately 1,421 total square feet as compared with the Modified Project.

The Enhanced Retail Alternative involves the following changes to the Modified Project: the low-rise, one- and two-story office space would be reduced from 25,830 square feet in the Modified Project to 10,338 square feet in the Enhanced Retail Alternative; the ancillary retail space would be increased from 4,120 square feet in the Modified Project to 17,102 square feet in the Enhanced Retail Alternative; the Mobility Hub would be increased from 1,300 square feet in the Modified Project to 2,389 square feet in the Enhanced Retail Alternative; and the Transit Plaza would be increased from 35,380 square feet in the Modified Project to 39,037 square feet in the Enhanced Retail Alternative. In addition, while the total square footage of the green roof deck is identical in both the Modified Project and the Enhanced Retail Alternative, this space would have been private under the Modified Project and will be open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, as an additional public amenity under the Enhanced Retail Alternative.

In addition, the Enhanced Retail Alternative approved by the Planning Commission is slightly modified from Alternative 9 (Enhanced Retail) analyzed in the Final Subsequent EIR. The modifications the Commission approved include: the one- and two-story low-rise, creative office space is reduced from 10,450 square feet described in the Final Subsequent EIR to 10,338 square feet; the ancillary retail space is reduced from 19,500 square feet described in the Final Subsequent EIR to 17,102 square feet; the Mobility Hub is increased from 1,300 square feet described in the Final Subsequent EIR to 2,389 square feet; and the Transit Plaza is increased from 35,380 square feet described in the Final Subsequent EIR to 39,037 square feet. These modifications resulted in an overall decrease in occupiable square footage from 731,250 square feet described in the Final Subsequent EIR to 729,829 square feet for the Enhanced Retail Alternative as approved by the Planning Commission.

Due to the reduction in occupiable square footage, the Enhanced Retail Alternative approved by the Planning Commission is within the scope of the Subsequent EIR's analysis of Alternative 9. Further, due to the Enhanced Retail Alternative's reduction in office square footage from the Modified Project (reduced from 25,830 square feet in the Modified Project to 10,338 square feet in the Enhanced Retail Alternative), the Enhanced Retail Alternative would result in fewer automobile trips than the Modified Project, which would reduce potential traffic and circulation impacts. This reduction in automobile trips also fully addresses the comments of certain project opponents that are described and analyzed in Topical Response 7 in the Final Subsequent EIR.

Based on the foregoing, these Findings reflect the Enhanced Retail Alternative as approved by the Planning Commission.

1. **Century City North Specific Plan Section 6 (Alternative Calculation of Trip Generation Factors) Findings**

Pursuant to Section 6 of the Century City North Specific Plan (Ordinance No. 156,122) (CCNSP), the Applicant requested approval of an Alternative Calculation of Trip Generation Factors for the Modified Project. That request also applies to the Enhanced Retail Alternative, which contains the same uses as the Modified Project but would generate fewer automobile trips due to a reduction in office square footage. The Applicant submitted an empirical trip generation study prepared by Gibson Transportation Consulting, Inc. (GTC) for the Modified Project to the Los Angeles Department of Transportation (LADOT) for review on December 1, 2011, prior to the commencement of the Modified Project's Transportation Study. The empirical trip generation

study developed trip generation factors for the Modified Project based on empirical data collected in Century City. LADOT approved of the base assumptions and methodologies in the empirical trip generation study, which was used as the basis for the Modified Project's Transportation Study, as shown in the Memorandum of Understanding attached as Appendix A to the Modified Project's Transportation Study (Appendix C to the Draft Subsequent EIR.) Following the receipt of the Modified Project's Transportation Study in May 2012, with subsequent revisions through September 2012, LADOT reviewed and approved the Transportation Study in its Revised Traffic Assessment for the Proposed Modified Project at 1950 Avenue of the Stars, dated December 18, 2012 (see Appendix C to the Draft Subsequent EIR). The Revised Traffic Assessment found that the Economy Adjustment Rate of 4.97 trips per 1,000 square feet was the appropriate trip generation rate to evaluate the Modified Project's impact on transportation and circulation. In October 2013, the Applicant submitted a request that LADOT review the empirical trip generation study and Transportation Study to confirm an Alternative Calculation of Trip Generation Factors as applied to the Modified Project under CCNSP Section 6. In a memorandum to the Planning Commission dated October 28, 2013, LADOT recommended approval of an Alternative Calculation of Trip Generation Factor of 4.97 Trips per 1,000 square feet for the Modified Project. Chapter 3.0 of the Final Subsequent EIR contains an analysis of the Enhanced Retail Alternative's compliance with the CCNSP using the recommended Alternative Calculation of Trip Generation Factors of 4.97 Trips per 1,000 square feet.

The CCNSP is an ordinance which governs development in Century City primarily through automobile trip allocations. The intent of the CCNSP is to assure orderly development and provide street capacity and other public facilities adequate for the intensity and design of development in the CCNSP area. The CCNSP assigned certain "Trips" to various properties within the Specific Plan area during two phases of development to establish the overall development parameters within the Specific Plan. The CCNSP is currently in the second phase of development, and the Enhanced Retail Alternative is governed by the regulations affecting second phase projects.

In addition, the CCNSP allows properties to create Trips through demolition or a change of use ("Replacement Trips"). Trips assigned by the CCNSP or Replacement Trips are permitted to be transferred between properties within the CCNSP. The Department of City Planning maintains a record of all Trips assigned by the CCNSP and Replacement Trips that have been utilized or are remaining to be used for each affected property.

The Project Site is identified as Parcels 7 and 8 within the Los Angeles Department of City Planning's Century City Trip Allocations Charts. The Trip Allocations Charts as of January 1, 2011, show that there are 1,541.190 Trips currently available on Parcel 7, and 2,573.767 Replacement Trips currently available on Parcel 8, based on the demolition of the uses previously existing on the Project Site. Thus, in total, the Project Site has 4,114.957 Trips available for new development under the CCNSP. The Los Angeles Department of City Planning has confirmed that the Century City Trip Allocations Charts were not modified in 2012 and remain current.

"Trip" is defined in CCNSP Section 2 as a "unit of real property development rights pursuant to this Specific Plan and means a calculation of daily arrivals at and departures from a building or structure by motor vehicles of four or more wheels." Accordingly, the number of Trips a particular development project might require is inherently tied to the number of traffic trips (i.e., daily arrivals and departures) that the uses in that building will generate. The CCNSP states that for commercial office development, a default value of 14 Trips per 1,000 square feet of Floor Area generally applies. This Trip generation factor, along with the other Trip generation factors in CCNSP Section 2 (Medical, Drive-Through Bank Facility, etc.) are based on traffic trip generation rates for those uses that were contained in the City's EIR Manual that existed at the time the CCNSP was adopted in 1981, on other local and national transportation studies, and on studies performed specifically in connection with the development of the CCNSP.

The current Trip generation factor for "Other Office Commercial" uses in CCNSP Section 2 was created in 1981, and is outmoded. Historical trip generation data from ITE's Trip Generation Manuals from the 1st Edition (1975) to the 5th Edition (1991) shows a general downward trend in daily office trip generation from 12.30 trips per 1,000 square feet to 8.73 trips per 1,000 square

feet. The last three editions of the ITE Trip Generation Manuals have not added any new data for office buildings nor have they removed the outdated data from the early 1970's from statistics used to develop the current published rates, so the trip rates have remained constant at 8.46 daily trips per 1,000 square feet.

An alternative calculation of Trip generation factors may be utilized for a second phase project when considered and approved pursuant to Section 6 of the CCNSP. This procedure is allowed because the use will not result in greater traffic generation (i.e., development intensity) than was contemplated when the CCNSP was adopted in 1981. Approval of a Trip generation factor for a particular project that is lower than the default Trip generation factor listed in CCNSP Section 2, and the larger floor area allowed under the lower Trip generation factor, will not result in more traffic generated by that project because the project is still limited to the total number of Trips assigned to its site. The approval of an alternative Trip generation factor confirms that a proposed project will generate less traffic than the default rates in the CCNSP, and therefore that more square footage may be developed without exceeding the traffic intensity limits imposed by the CCNSP upon its adoption. Therefore, the approval of a lower Trip generation factor under CCNSP Section 6 cannot create density or growth beyond what is contemplated in the CCNSP, because a new development project is still limited based on the number of Trips that are allocated to its project site through the CCNSP. So long as an individual project does not exceed that the number of Trips available to it for development, it will not generate more traffic and development intensity than the CCNSP contemplates for the future buildout of Century City.

Under CCNSP Section 6, the developer of a project may submit a proposed Alternative Trip Generation Factor for a project, along with a trip generation study prepared by a registered traffic engineer, for review by LADOT. As described above, the Applicant and its consultants prepared and submitted both an empirical trip generation study describing the development of an Alternative Trip Generation Factor based on empirical data and a Transportation Study using empirical trip generation rates to identify traffic impacts associated with the Modified Project. Additional supporting information was provided in the Subsequent EIR, including information related to the traffic impacts of the Enhanced Retail Alternative.

The Transportation Study assessed the Modified Project's significant traffic impacts based on three sets of trip generation factors (each set consisted of a daily factor and morning and afternoon peak hour factors), and Chapter 3.0 of the Final Subsequent EIR applied these analyses to the Enhanced Retail Alternative:

1. Empirical Rate – based on the results of the Gibson Transportation Consulting, Inc. (GTC) empirical trip generation study conducted at four existing high-rise office towers in Century City similar to the proposed Project; the daily trip generation factor under the Empirical Rate methodology is 4.69 trips per 1,000 square feet for both the Modified Project and the Enhanced Retail Alternative.

2. Economy Adjustment Rate – reflected a 6% adjustment to the Empirical Rate to account for reduced economic conditions at the time the GTC empirical trip generation study was conducted; the daily trip generation factor under the Economy Adjustment methodology is 4.97 trips per 1,000 square feet for both the Modified Project and the Enhanced Retail Alternative.

3. Published Rates – used trip generation estimates published by the Institute of Transportation Engineers (ITE) Trip Generation, 8th Edition, 2008, and Appendix "A" of the West Los Angeles Transportation Improvement and Mitigation Specific Plan Ordinance No. 171,492 (WLA TIMP); the daily trip generation factor under the Published Rates methodology is 6.34 trips per 1,000 square feet for the Modified Project. As analyzed in the Final Subsequent EIR, the daily trip generation factor under the Published Rates methodology for the Enhanced Retail Alternative would increase a negligible amount (6.37 trips per 1,000 square feet for the Enhanced Retail Alternative as compared to 6.34 trips per 1,000 square feet for the Modified Project) due to the slight changes in project components and square footages in the Enhanced Retail Alternative as compared with the Modified Project

The high-rise low employee-density office towers in Century City have substantially different trip-generating characteristics than the typical office buildings surveyed for the ITE Trip Generation. The GTC empirical trip generation study included data from four high-rise office towers in Century City and found the following results:

Building	Size	Daily Trip Rate[1]
10250 Constellation Boulevard	704,000 sf	4.63
1999 Avenue of the Stars	723,746 sf	4.57
1901 Avenue of the Stars	442,925 sf	4.93
1801 Century Park East	336,510 sf	4.78
Weighted Average of Empirical Rates		**4.69**
Economy Adjustment Rate (6% Increase)		**4.97**

[1] Daily Trip Rate is based on Trips per 1,000 square feet of development.

LADOT reviewed the methodology of the GTC empirical trip generation study and found that it followed best practices for an empirical trip generation study:

- Based on criteria described in ITE Trip Generation Handbook, 2nd Edition, 2004, the Project Site is not consistent with the data provided in ITE Trip Generation, and an empirical trip generation study should be conducted as recommended by the Handbook (the Project Site is in a downtown setting, served by significant public transit, and has an extensive transportation TDM program both as part of the Project and through the Century City Transportation Management Organization).
- The office trip generation rates reported in editions of ITE Trip Generation through the years have trended downward.
- The empirical trip generation study inherently included TDM program efforts that are currently in effect at the four high-rise office towers that were studied.
- The empirical trip generation study accounted for off-site parking by patrons of the office towers.
- The empirical trip generation study considered building vacancy, and the 6% adjustment for economic conditions reflected in the Economy Adjustment Rate accounted for possible employee workforce reductions at the time the data was collected. The 6% adjustment was found to be a conservative estimate of potential employment loss in Century City based on countywide unemployment statistics.
- The empirical trip generation study followed procedures developed by ITE for conducting empirical trip generation surveys.
- The results of the trip generation surveys at the four high-rise office towers were statistically very similar to each other, which supports a lower trip generation factor for similar high-rise office uses in Century City.

In addition, the results of a trip monitoring report for 2000 Avenue of the Stars, an office development across the street from the Project, was conducted in 2011 when the Modified Project's empirical trip generation study was conducted. This monitoring report demonstrated similar peak hour trip generating characteristics as the office towers evaluated in the empirical trip generation study. (See CPC-2002-4621-CU-SPP-DD) This data, from a third-party source, provided independent corroboration of the validity of the results of the empirical trip generation study.

CCNSP Section 6 allows for the use of empirical trip generation data instead of the default Trip generation factors in CCNSP Section 2, because the empirical data may more accurately reflect a project's trip generation characteristics than the default Trip factors. Based on its review of the relevant data in the empirical trip generation study, the Transportation Study, and the Subsequent EIR, LADOT found the methodology and results of the empirical trip generation study, when

adjusted by 6% to account for economic conditions, to be an accurate representation of the daily Trip generation factor for the Project. In its October 28, 2013, memorandum to the City Planning Commission, LADOT recommended approval of an Alternative Calculation of Trip Generation Factor of 4.97 Trips per 1,000 square feet for the Modified Project, pursuant to CCNSP Section 6.

Based on the Economy Adjustment methodology, LADOT found that the Modified Project is expected to create a net increase of 4.97 daily Trips per 1,000 square feet of office uses, which would result in 3,607 daily Trips based on the 725,830 square feet of office uses (consistent with the CCNSP, "incidental retail" not exceeding 3% of the floor area of a commercial office building would not generate additional Trips; the Project's incidental retail uses are therefore inherent in the office trip generation factor). Chapter 3.0 of the Final Subsequent EIR analyzed the Enhanced Retail Alternative under all Trip scenarios, and found that the Enhanced Retail Alternative would result in 3,530.38 daily Trips based on the 710,450 square feet of office space analyzed in the Final Subsequent EIR (the total office square footage has been revised slightly to 710,338 square feet based on the site plan approved by the Planning Commission). Consistent with Section 2 of the CCNSP, the Trip generation factor for office buildings includes the Trip generation potential of office uses, and incidental Retail Commercial uses in the same building not to exceed 3 percent of the Floor Area of such building. The Enhanced Retail Alternative would provide 17,102 square feet of ancillary retail space and a 2,389-square foot Mobility Hub, whose combined area of 19,491 square feet is approximately 2.7 percent of the total floor area of the Enhanced Retail Alternative. Therefore, the ancillary retail and Mobility Hub uses in the Enhanced Retail Alternative will not generate additional Trips beyond the 3,530.38 Trips generated by the Enhanced Retail Alternative's 710,338 square feet of office uses. As a project design feature, the Enhanced Retail Alternative will implement a TDM program (including the installation of an on-site Mobility Hub and investment in new transportation management technologies) to ensure it will have similar trip-generating characteristics to the high-rise office towers that provided the basis for the empirical data.

After a careful review of the pertinent data, LADOT's findings and recommendations, the empirical trip generation study, the Transportation Study and the Subsequent EIR, the City approves an Alternative Calculation of Trip Generation Factor of 4.97 Trips per 1,000 square feet for the Enhanced Retail Alternative pursuant to CCNSP Section 6. Based on this Alternative Calculation of Trip Generation Factor, the 729,829 square foot project (consisting of 710,338 square feet of office uses and 19,491 square feet of ancillary uses) would require 3,530.38 Trips under the CCNSP.

Based on the express language of CCNSP Section 6, the City also finds that its approval of an Alternative Calculation of Trip Generation Factors for the Enhanced Retail Alternative is a project-specific entitlement that cannot be applied to other development projects in Century City. Any future projects seeking an Alternative Calculation of Trip Generation Factors must apply to the City and satisfy CCNSP Section 6's procedural requirements. All applications pursuant to CCNSP Section 6 are subject to the City's discretionary review.

Because development on properties within the CCNSP area remains limited based on the number of Trips allocated by the CCNSP, and because CCNSP Section 6 has been in place since the CCNSP was adopted by the City Council in 1981, the approval of an Alternative Calculation of Trip Generation Factor for the Enhanced Retail Alternative or any future project cannot create growth beyond what was contemplated at the time the CCNSP was adopted. During the second phase of development, a project in the commercially zoned areas of the CCNSP is permitted only if the CATGP does not exceed 30,516.789 Trips. Section 6 of the CCNSP makes clear that alternative calculations of Trip generation factors may only be granted for projects during the second phase of development. In its first sentence, Section 6 states that "[i]f the developer of a Project, the Director of Planning or any other interested person disputes any of the Trip generation factors enumerated in the definition of CATGP of this Ordinance, as applied to a particular Project during the second phase of development, such person may submit a proposed alternative Trip generation factor for the Project..." (CCNSP, Sec. 6.) Therefore, once Phase II ends, Section 6 will no longer be operative. Development of the Enhanced Retail Alternative and utilization of its available 1,541.190 Phase II Trips will leave only two parcels within the CCNSP area still in possession of Phase I and Phase II Trips: Parcel 6 will have 156.789 unused Phase II Trips, and Parcel 13 will have 28.757 unused Phase I Trips. After those

Trips are used, and Phase II comes to an end, Section 6 will no longer be available. The small number of outstanding Phase I and Phase II Trips, and the foreseeable end of the second phase of development, demonstrate that opportunities for the use of Section 6 are limited.

Nevertheless, approval of an Alternative Calculation of Trip Generation Factors for the Enhanced Retail Alternative will not induce growth or density in Century City beyond what the CCNSP contemplates for several reasons. First, the CCNSP regulates density through limits on floor area ratio (FAR), and an alternative Trip generation factor does not change the available FAR density limit on any property. Within that FAR density limit, a Project may be developed to the maximum density provided it has sufficient Trips under the CCNSP for the uses proposed. Second, approval of an alternative Trip generation factor is an acknowledgment that the trip generation potential of a particular project's mix of uses is not accurately captured in the CCNSP Section 2 Trip generation rates. The approval of an alternative Trip factor confirms the number of Trips that a particular project will generate at the density and with the uses it proposes. An alternative Trip factor does not create more total traffic than was projected when the CCNSP was adopted. Because the CCNSP limits the total number of Trips that can be generated on a property, and a project with an approved alternative Trip generation factor still cannot exceed the number of Trips available to its property, the approval of an alternative Trip generation factor cannot create more Trips and development intensity than was contemplated for future growth when the CCNSP was adopted. Third, approval of a request for an Alternative Calculation of Trip Generation Factors is project-specific. Any other person who wishes to utilize an alternative Trip generation factor must submit an application to the City with a traffic study that is reviewed and approved by LADOT, and must go through the same public hearing and discretionary approval process that the Applicant has undertaken. Approval of one alternative Trip generation factor does not transfer that rate to other properties.

Therefore, given that approval of an alternative Trip generation factor pursuant to CCNSP Section 6 does not increase density or intensity beyond what was contemplated for future growth in the CCNSP, and such alternative factors are project-specific, the approval of the Applicant's request for an Alternative Calculation of Trip Generation Factors for the Enhanced Retail Alternative will not induce growth or density in Century City beyond what is contemplated in the CCNSP.

2. **Multiple Approvals Ordinance (LAMC Sec. 12.36) Findings**

The Los Angeles Municipal Code's (LAMC) Multiple Approvals Ordinance [Ordinance No. 182,106], effective as of May 20, 2012, provides that "[i]f a project requires any approval or recommendation separately decided by an Area Planning Commission, the Zoning Administrator, and/or the Director, as the initial decision-maker, and also requires any approval or recommendation by the City Planning Commission as the initial decision-maker, then the City Planning Commission shall have initial decision-making authority for all of the approvals and/or recommendations." (LAMC Sec. 12.36.C.1.) The Multiple Approvals section applies only "[i]f an applicant files for a project that requires multiple Legislative and/or Quasi-judicial Approvals." (LAMC, § 12.36.B.)

The Enhanced Retail Alternative's Applicant filed applications for all approvals reasonably related and necessary to complete the Enhanced Retail Alternative simultaneously on January 24, 2013. These requested approvals include numerous Quasi-judicial Approvals, such as a Modified Project Permit, Modified Site Plan Review, and a request for an Alternative Calculation of Trip Generation Factors pursuant to Century City North Specific Plan (CCNSP) Section 6. These requested approvals also include a Legislative Approval for which the City Planning Commission is the initial decision-making authority, an application to amend the Development Agreement between Century City Realty, LLC and the City of Los Angeles as approved by Ordinance No. 180,765, dated September 16, 2009.

Therefore, the Multiple Approvals Ordinance is properly applied to all of the Applicant's requested approvals, and the City Planning Commission properly served as the initial decision-maker for all of the Applicant's requested approvals in the first instance.

3. **General Plan/Charter Findings**

General Plan Land Use Designation. The Project Site is located within an area covered by the West Los Angeles Community Plan, which was adopted by the City Council on July 27,1999 (Case No. CPC 97-0048 CPU; CF 98-2024). The Plan Map designates the Project Site as Regional Commercial, which designation has corresponding zones of C2, C4, P and PB. The subject site is zoned C2-2-0 and therefore is consistent with the Regional Commercial land use designation.

General Plan Text. The West Los Angeles Community Plan text includes the following relevant land use objectives, policies and programs:

The West Los Angeles Community Plan states that a Commercial Opportunity is provided by existing Specific Plans for Century City South and North that regulate land uses by vehicle trip generation, and provide traffic mitigation. The Project Site is located within the Century City North Specific Plan.

The Community Plan states that Transportation Opportunities include the West Los Angeles Transportation Improvement and Mitigation Specific Plan (WLA TIMP), which mitigates the impact of new development on the circulation system primarily through transportation impact fees and project phasing. Also included on the list of Transportation Opportunities are the street improvements of Santa Monica Boulevard completed in 2007 by the Metropolitan Transportation Authority (Metro) and the City of Los Angeles to improve traffic flow, reduce congestion, and enhance the appearance of the street; improved and expanded bicycle lanes coordinated with systems in adjacent communities to provide convenient access to major activity centers; and implementation of traffic mitigation measures required for major projects in the area.

a. Commercial Land Use

1) Objective 2-1: To conserve and strengthen viable commercial development and to provide additional opportunities for new commercial development and services within existing commercial areas.

i. Policy 2-1.1: New commercial uses shall be located in existing established commercial areas or shopping centers.

ii. Program: The West Los Angeles Community Plan map designates appropriate locations where commercial uses are permitted.

2) Objective 2-2: To promote distinctive commercial districts and pedestrian-oriented areas.

i. Policy 2-1.1: Encourage pedestrian-oriented design in designated areas and in new development.

ii. Program: Implement design policies in designated areas to ensure the creation of pedestrian friendly commercial development.

3) Objective 2-3: To enhance the appearance of commercial districts.

I. Policy 2-3.2: Require that commercial projects be designed and developed to achieve a high level of quality, distinctive character and compatibility with surrounding uses and development.

ii. Program: The West Los Angeles Community Plan contains Design Guidelines for commercial development.

b. Transportation Improvement and Mitigation Program

A Transportation Improvement and Mitigation Program (TIMP) was prepared for the West Los Angeles Community Plan area that analyzes land use impacts on transportation projected to the year 2010 (WLA TIMP).

The WLA TIMP establishes a program of specific measures to be undertaken during the life of the Community Plan. It also takes into account and incorporates the local, state and regional programs noted above. Due consideration should be given to individual recommendations regarding residential neighborhoods and any potential adverse impacts of a project on existing commercial activities.

Implementation measures listed in the Community Plan, taken from the TIMP, are identified by "[TIMP]" after the program description. The TIMP document provides an implementation program for the circulation needs of the Plan area which consist of recommendations as follows:

1) Public Transportation
2) Transportation Demand Management strategies (TDM)
3) Residential Neighborhood Protection Plans
4) Transportation System Management strategies (TSM)
5) Highway Infrastructure Improvements

4. **Transportation Element.** The Transportation Element of the General Plan is relevant to the development of the Enhanced Retail Alternative. Any necessary dedication and/or improvement of Avenue of the Stars to Plan designated Major Highway standards and Constellation Boulevard to Plan designated Secondary Highway standards will assure compliance with this Element of the General Plan and with the City's street improvement standards pursuant to Municipal Code Section 17.05.

5. **Sewerage Facilities Element.** The Sewerage Facilities Element of the General Plan is relevant to the development of the Enhanced Retail Alternative. Requirements for construction of sewer facilities to serve the Project Site and complete the City sewer system for the health and safety of City inhabitants will assure compliance with the goals of this General Plan Element.

6. **Street Lights.** Any City required installation or upgrading of street lights as necessary to complete the City street improvement system so as to increase night safety along the streets that adjoin the subject property will be provided.

7. **Traffic.** The Modified Project's vehicular trip generation was analyzed according to three different trip generation alternative analyses: (a) using an empirical rate that reflects actual project traffic generation based on studies of existing, similar nearby projects ("Empirical Rate"), (b) using an adjustment of the first analysis to account for the level of regional economic activity at the time the analysis was conducted ("Economy Adjustment Rate"), and (c) using published trip generation rates from the Institute of Transportation Engineers (ITE) manual, "Trip Generation 8th Edition," for the morning peak hour and daily estimates and the West Los Angeles Transportation Improvement and Mitigation Specific Plan (WLA TIMP) for the afternoon peak hour ("Published Rates"). In Chapter 3.0 of the Final Subsequent EIR, the Enhanced Retail Alternative's vehicular trip generation was analyzed under all three scenarios. Each of the analyses uses the same assumptions, methodologies, and impact criteria.

a. Empirical Rate based on Traffic Measurements at Similar, Nearby Projects. The traffic consultants for the Modified Project researched and tracked empirical trip generation rates for office land uses by utilizing parking and daily and peak period (A.M. and P.M.) traffic counts conducted at four office buildings proximate to the Project Site in Century City (Constellation Place tower, SunAmerica tower, 1901 Avenue of the Stars building, and 1801 Century Park East building). These buildings were selected given their proximity to the Project Site, as well as their size and similar characteristics as compared to the Modified Project. The trip generation rates for the four comparable office sites in Century City were then calculated from this data set, and an overall weighted average trip

rate (daily and peak periods) was developed for the Century City office buildings. This rate was used to determine the daily trip generation rate for the Modified Project, as described in the Transportation Study for the Modified Project (Appendix C to the Draft Subsequent EIR), which also applies to the Enhanced Retail Alternative (Chapter 3.0 of the Final Subsequent EIR).

Based on the empirical data, the Transportation Study determined that the actual trip rate for an office building of the Modified Project's or Enhanced Retail Alternative's size is approximately 4.69 trips per 1,000 square feet. This generation rate reflects actual conditions for an office building of this size in today's business environment. The workplace and office set-up has changed drastically in the last 30 years, and professional office layouts currently include fewer people per square foot given advances in technology and communications infrastructure. In particular, office towers in Century City have a lower level of employee density and a high rate of employees on alternative work schedules that reduce the number of trips generated during the peak hours. This is especially true of the entertainment, financial services, and legal professionals that are prevalent in Century City office buildings, who do not typically follow a 9:00 a.m. to 5:00 p.m. work schedule. The declining trend in office trip generation rates and office density is supported by research into historical Institute of Traffic Engineers (ITE) office trip generation rates. Historical data from ITE show that office density was much higher in the 1970s (4.25 to 4.4 employees per 1,000 square feet in Trip Generation, 1st Edition, published 1975) than in more recent versions of the ITE Trip Generation Report (3.29 employees per 1,000 square feet in Trip Generation, 5th Edition, published 1991) and that actual office density in Century City today (2.84 employees per 1,000 square feet at the time of the empirical trip generation surveys) is still lower than data extrapolated from ITE. In addition, historical trip generation data from ITE's Trip Generation Manuals from the 1st Edition (1975) to the 5th Edition (1991) shows a general downward trend in daily office trip generation from 12.30 trips per 1,000 square feet to 8.73 trips per 1,000 square feet. The last three editions of the ITE Trip Generation Manuals have not added any new data for office buildings nor have they removed the outdated data from the early 1970's from statistics used to develop the current published rates, so the trip rates have remained constant at 8.46 daily trips per 1,000 square feet.

It should be noted that this Empirical Rate inherently includes the effects of both transit usage and Transportation Demand Management (TDM) programs utilized by the employees and visitors to the four sites surveyed, and therefore no deductions were taken from the Empirical Rate to account for transit usage or participation in a TDM program. As a project design feature, the Modified Project and the Enhanced Retail Alternative are required to implement a TDM program to ensure they have similar trip generation features to the four sites surveyed.

The Modified Project would have included 725,830 square feet of office floor space, which, with the Empirical Rate of 4.69 Trips per 1,000 square feet, will generate approximately 3,404 daily trips. The Modified Project also would have included 4,120 square feet of ancillary Retail Commercial floor space, as well as a 1,300 square foot Mobility Hub. In accordance with LADOT policy for small retail uses, a 50 percent reduction in trips was applied to account for "pass-by" trips, or trips patronizing the retail use that were already on adjacent streets for another purpose. In consultation with LADOT, in recognition of the fact that nearly all of the people expected to patronize the retail use would likely already be on the Project Site at other components of the Modified Project or from other nearby developments within walking distance of the Project Site, an additional 50 percent reduction in trips was applied to account for "internal capture." Therefore, the retail component of the Modified Project was not expected to generate any net trips of its own. Accordingly, based on the Empirical Rate, the Modified Project would have generated approximately 3,404 daily trips.

This total of approximately 3,404 daily trips generated by the Modified Project includes 414 total A.M. peak-hour trips and 370 total P.M. peak-hour trips. The Modified Project trip generation does not assume any explicit reduction in automobile trips as a result of transit usage by employees and visitors of the Project Site or a TDM program, because

both reductions are inherent in the empirical trip generation rate. The Modified Project would have resulted in a net increase of 1,385 daily trips from the Approved Project and net increases of 250 total A.M. peak-hour trips and 186 total P.M. peak hour trips.

The Enhanced Retail Alternative includes 710,338 square feet of office floor space, which, with the Empirical Rate of 4.69 Trips per 1,000 square feet, will generate approximately 3,332 daily trips. The Enhanced Retail Alternative also includes 17,102 square feet of ancillary Retail Commercial floor space, as well as a 2,389 square foot Mobility Hub. In accordance with LADOT policy for small retail uses, a 50 percent reduction in trips was applied to account for "pass-by" trips, or trips patronizing the retail use that were already on adjacent streets for another purpose. As with the Modified Project, in recognition of the fact that nearly all of the people expected to patronize the retail use would likely already be on the Project Site at other components of the Enhanced Retail Alternative or from other nearby developments within walking distance of the Project Site, an additional 50 percent reduction in trips was applied to account for "internal capture." Therefore, the retail component of the Enhanced Retail Alternative is not expected to generate any net trips of its own. Accordingly, based on the Empirical Rate, the Enhanced Retail Alternative will generate approximately 3,332 daily trips.

This total of approximately 3,332 daily trips generated by the Enhanced Retail Alternative includes 405 total A.M. peak-hour trips and 362 total P.M. peak-hour trips. The Enhanced Retail Alternative trip generation does not assume any explicit reduction in automobile trips as a result of transit usage by employees and visitors of the Project Site or a TDM program, because both reductions are inherent in the empirical trip generation rate. The Enhanced Retail Alternative will result in a net increase of 1,313 daily trips from the Approved Project and net increases of 241 total A.M. peak-hour trips and 178 total P.M. peak hour trips.

The Final Subsequent EIR's analysis identified six study intersections that would be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2015, prior to mitigation, as compared to the Approved Project, and ten study intersections that would be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2015, prior to mitigation, as compared to existing conditions. The proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate all potential impacts at the identified intersections below the applicable thresholds of significance. Thus, with the implementation of the proposed mitigation program, no significant impact to transportation and circulation would remain as a result of the Enhanced Retail Alternative under the Empirical Rate analysis.

Although construction is expected to be completed by 2015, it is at least possible that the Enhanced Retail Alternative might not be built until as late as 2021 as contemplated under the proposed amendment to the Development Agreement. In the event that the buildout year were to be extended by six years to coincide with the anticipated expiration of the amended Development Agreement, the Final Subsequent EIR's analysis identified six study intersections could be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2021, prior to mitigation, as compared to the Approved Project, and ten study intersections could be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2021, prior to mitigation, as compared to existing conditions. The proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate all potential impacts at the identified intersections below the applicable thresholds of significance. Thus, with the implementation of the proposed mitigation program, no significant impact to transportation and circulation would remain as a result of the Enhanced Retail Alternative under the Empirical Rate analysis in 2021.

b. Adjustment of Empirical Traffic Data to Account for Current Level of Economic Activity. At the request of the Los Angeles Department of Transportation, the Economy Adjustment analysis increases the trip generation estimates above in finding 6(a) by six percent to offset the potential effect of current unemployment levels on the Empirical Rate due to the economic recession.

This analysis found a total of 3,607 daily trips generated by the Modified Project, including 435 total A.M. peak-hour trips and 392 total P.M. peak hour trips. The Modified Project would result in a net increase of 1,588 daily trips from the Approved Project and net increases of 271 total A.M. peak-hour trips and 208 total P.M. peak hour trips.

As to the Enhanced Retail Alternative, the Final Subsequent EIR's analysis found a total of 3,531 daily trips generated by the Enhanced Retail Alternative, including 426 total A.M. peak-hour trips and 384 total P.M. peak hour trips. The Enhanced Retail Alternative would result in a net increase of 1,512 daily trips from the Approved Project and net increases of 262 total A.M. peak-hour trips and 200 total P.M. peak hour trips.

The Final Subsequent EIR's analysis identified six study intersections that could be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2015, prior to mitigation, as compared to the Approved Project, and ten study intersections that could be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2015, prior to mitigation, as compared to existing conditions. The proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate all potential impacts at the identified intersections below the applicable thresholds of significance. Thus, with the implementation of the proposed mitigation program, no significant impact to transportation and circulation would remain as a result of the Enhanced Retail Alternative under the Economy Adjustment analysis.

Although construction is expected to be completed by 2015, it is at least possible that the Enhanced Retail Alternative might not be built until as late as 2021 as contemplated under the proposed amendment to the Development Agreement. In the event that the buildout year were to be extended by six years to coincide with the anticipated expiration of the amended Development Agreement, the Final Subsequent EIR's traffic analysis identified six study intersections that could be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2021, prior to mitigation, as compared to the Approved Project, and 11 study intersections that could be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2021, prior to mitigation, as compared to existing conditions. The proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate all potential impacts at the identified intersections below the applicable thresholds of significance. Thus, with the implementation of the proposed mitigation program, no significant impact to transportation and circulation would remain as a result of the Enhanced Retail Alternative under the Economy Adjustment analysis.

In its memorandum to the Department of City Planning dated December 18, 2012, LADOT found that the Economy Adjustment Rate is the appropriate trip generation rate for the Modified Project. This determination also applies to the Enhanced Retail Alternative, which contains the same uses as the Modified Project but would generate fewer automobile trips due to a reduction in office square footage.

c. Published Rates. At the request of LADOT, the Published Rates analysis was performed by calculating the Modified Project's trip generation rates using the ITE Trip Generation Report for the morning peak hour and daily estimates. The ITE Trip Generation Report is the accepted standard for trip generation rates when empirical studies are not available. For the afternoon peak hour, the Published Rates analysis uses rates based on those published in the WLA TIMP, The WLA TIMP Specific Plan (Ordinance No. 171,492) was adopted by the City Council on March 8, 1997. The WLA TIMP requires an analysis of P.M. peak-hour trips and payment of Transportation Impact Fees.

The Published Rates analysis found a total of 4,603 daily trips generated by the Modified Project, including 687 total A.M. peak-hour trips and 604 total P.M. peak hour trips. The office trip generation includes a ten percent credit for the effects of transit usage and a 15 percent credit for the Transportation Demand Management (TDM) program that would be implemented by the Modified Project with Published Rates. In total, a 25 percent credit for transit usage and the TDM program was approved by LADOT and applied to the Published Rates trip generation. No trip credits were taken for the previously existing

banking, office, and restaurant/club uses on the Project Site. The Modified Project would result in a net increase of 2,584 daily trips from the Approved Project and net increases of 523 total A.M. peak-hour trips and 420 total P.M. peak hour trips.

As to the Enhanced Retail Alternative, the Published Rates analysis in the Final Subsequent EIR found a total of 4,528 daily trips generated by the Enhanced Retail Alternative, including 675 total A.M. peak-hour trips and 597 total P.M. peak hour trips. The office trip generation includes a ten percent credit for the effects of transit usage and a 15 percent credit for the Transportation Demand Management (TDM) program that would be implemented by the Enhanced Retail Alternative with Published Rates. In total, a 25 percent credit for transit usage and the TDM program was approved by LADOT for the Modified Project and also applied to the Published Rates trip generation for the Enhanced Retail Alternative. No trip credits were taken for the previously existing banking, office, and restaurant/club uses on the Project Site. The Enhanced Retail Alternative would result in a net increase of 2,509 daily trips from the Approved Project and net increases of 511 total A.M. peak-hour trips and 413 total P.M. peak hour trips.

The Published Rates analysis identified 18 study intersections that could be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2015, prior to mitigation, as compared to the Approved Project, and 25 study intersections that could be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2015, prior to mitigation, as compared to existing conditions. The proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate impacts at 17 of the 18 identified intersections below the applicable thresholds of significance as compared to the Approved Project. The proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate impacts at 24 of the 25 identified intersections below the applicable thresholds of significance as compared to existing conditions. Thus, with the implementation of the proposed mitigation program under the Published Rates analysis, a significant and unavoidable impact to transportation and circulation would remain as a result of the Enhanced Retail Alternative, and one intersection would be significantly impacted both when compared to the Approved Project and to existing conditions. (Note: The Subsequent EIR also found that the intersection of Cotner Avenue & Santa Monica Boulevard would be significantly and unavoidably impacted if project buildout were to hypothetically occur in 2011 under the Published Rates analysis as compared to existing conditions, but this impact would be reduced to a less than significant level with the completion of the I-405 Sepulveda Pass Improvement Project, which was under construction at the time of the Subsequent EIR's traffic analysis and is now substantially complete. Therefore, this impact would not occur at buildout of the Enhanced Retail Alternative in 2015 or 2021, but the intersection is found to be significantly and unavoidably impacted due to the existing conditions analysis.)

Although construction is expected to be completed by 2015, it is at least possible that the Enhanced Retail Alternative might not be built until as late as 2021 as contemplated under the proposed amendment to the Development Agreement. In the event that the buildout year were to be extended by six years to coincide with the anticipated expiration of the amended Development Agreement, the traffic analysis identified 19 study intersections that could be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2021, prior to mitigation, as compared to the Approved Project, and 24 study intersections that could be significantly impacted at anticipated Enhanced Retail Alternative buildout in 2021, prior to mitigation, as compared to existing conditions. The proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate impacts at 18 of the 19 identified intersections below the applicable thresholds of significance as compared to the Approved Project. The proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate impacts at and 22 of the 24 identified intersections below the applicable thresholds of significance as compared to existing conditions. Thus, with the implementation of the proposed mitigation program under the Published Rates analysis, a significant and unavoidable impact to transportation and circulation would

remain as a result of the Enhanced Retail Alternative. One intersection would remain significantly impacted when compared to the Approved Project, and two intersections would remain significantly impacted when compared to existing conditions. The list of intersections is provided in Chapter 3.0 of the Final Subsequent EIR.

8. **Century City North Specific Plan.** The Century City North Specific Plan (CCNSP) Specific Plan (Ordinance No. 156,122) was adopted by the City Council on November 17, 1981 (effective November 24, 1981). Portions of the Specific Plan were amended by the Council on August 8, 2000 (Ordinance No. 173,455, effective September 22, 2000).

The Specific Plan is an ordinance which governs development in Century City primarily through automobile trip allocations. The intent of the CCNSP is to assure orderly development and provide street capacity and other public facilities adequate for the intensity and design of development in the CCNSP area. The CCNSP assigned certain "Trips" to various properties within the Specific Plan area during two phases of development to establish the overall development parameters within the Specific Plan. The CCNSP is currently in the second phase of development, and the Enhanced Retail Alternative is governed by the regulations affecting second phase projects.

In addition, the CCNSP allows properties to create Trips through demolition or a change of use ("Replacement Trips"). Replacement Trips are generally calculated using a Cumulative Automobile Trip Generation Potential rate provided in the CCNSP for different types of uses. Trips assigned by the CCNSP or Replacement Trips are permitted to be transferred between properties within the CCNSP. The Department of City Planning maintains a record of all Trips assigned by the CCNSP and Replacement Trips that have been utilized or are remaining to be used for each property.

The Project Site is identified as Parcels 7 and 8 within the Los Angeles Department of City Planning's Century City Trip Allocations Charts. The Trip Allocations Charts as of January 1, 2011, show that there are 1,541.190 Trips currently available on Parcel 7, and 2,573.767 Replacement Trips currently available on Parcel 8, based on the demolition of the uses previously existing on the Project Site. Thus, in total, the Project Site has 4,114.957 Trips available for new development under the CCNSP. The Los Angeles Department of City Planning has confirmed that the Century City Trip Allocations Charts were not modified in 2012 and remain current.

"Trip" is defined in CCNSP Section 2 as a "unit of real property development rights pursuant to this Specific Plan and means a calculation of daily arrivals at and departures from a building or structure by motor vehicles of four or more wheels." Accordingly, the number of Trips a particular development project might require is inherently tied to the number of traffic trips (i.e., daily arrivals and departures) that the uses in that building will generate. The CCNSP states that for commercial office development, a default value of 14 Trips per 1,000 square feet of Floor Area applies under the CCNSP's Trip generation factors. This Trip generation factor, along with the other Trip generation factors in CCNSP Section 2 (Medical, Drive-Through Bank Facility, etc.) are based on traffic trip generation rates for those uses that were contained in the City's EIR Manual that existed at the time the CCNSP was adopted in 1981, on other local and national transportation studies, and on studies performed specifically in connection with the development of the CCNSP.

The current Trip generation factor for "Other Office Commercial" uses was created in 1981, and reflects a different office environment than currently exists in modern office buildings. The workplace and office set-up has changed drastically in the last 30 years, and professional office layouts currently include fewer people per square foot given advances in technology and communications infrastructure. In particular, office towers in Century City have a lower level of employee density and a high rate of employees on alternative work schedules that reduce the number of trips generated during peak traffic hours. This is especially true of the entertainment, financial services, and legal professionals that are prevalent in Century City office buildings who do not typically follow a 9:00 a.m. to 5:00 p.m. work schedule. The declining trend in office trip generation rates and office density is supported by research into historical Institute of Traffic Engineers (ITE) office trip generation rates. Historical data from ITE show that office density was much higher in the 1970s (4.25 to 4.4 employees per 1,000 square feet in Trip Generation, 1st

Edition, published 1975) than in more recent versions of the ITE Trip Generation Report (3.29 employees per 1,000 square feet in Trip Generation, 5th Edition, published 1991) and that actual office density in Century City today (2.84 employees per 1,000 square feet at the time of the empirical trip generation surveys) is still lower than data extrapolated from ITE. In addition, historical trip generation data from ITE's Trip Generation Manuals from the 1st Edition (1975) to the 5th Edition (1991) shows a general downward trend in daily office trip generation from 12.30 trips per 1,000 square feet to 8.73 trips per 1,000 square feet. The last three editions of the ITE Trip Generation Manuals have not added any new data for office buildings nor have they removed the outdated data from the early 1970's from statistics used to develop the current published rates, thus the trip rates have remained constant at 8.46 daily trips per 1,000 square feet.

An alternative calculation of Trip generation factors may be utilized for a second phase project when considered and approved pursuant to Section 6 of the CCNSP. This procedure is allowed because the use will not result in greater traffic generation (i.e., development intensity) than was contemplated when the CCNSP was adopted in 1981. Approval of a Trip generation factor for a particular project that is lower than the default Trip generation factor listed in CCNSP Section 2, and the larger floor area allowed under the lower Trip generation factor, will not result in more traffic generated by that project because the project is still limited to the total number of Trips assigned to its site. The approval of an alternative Trip generation factor confirms that a proposed project will generate less traffic than the default rates in the CCNSP, and therefore that more square footage may be developed without exceeding the traffic intensity limits imposed by the CCNSP upon its adoption. Therefore, the approval of a lower Trip generation factor under CCNSP Section 6 cannot create density or growth beyond what is contemplated in the CCNSP, because a new development project is still limited based on the number of Trips that are allocated to its project site through the CCNSP. So long as an individual project does not exceed that the number of Trips allocated to it for development, it will not generate more traffic and development intensity than the CCNSP contemplates for the future buildout of Century City.

The Applicant has submitted a proposed alternative Trip generation factor for the Modified Project, along with a traffic study in support of the modified Trip generation factor based upon empirical trip counts taken within the CCNSP area. The Department of Transportation approved the Trip generation factor in its letter dated October 28, 2013. This approval also applies to the Enhanced Retail Alternative, which contains the same uses as the Modified Project but would generate fewer automobile trips due to a reduction in office square footage.

The traffic consultants for the Enhanced Retail Alternative researched and tracked empirical trip generation rates for office land uses by utilizing parking and traffic counts conducted at four office buildings proximate to the Project Site in Century City (Constellation Place tower, SunAmerica tower, 1901 Avenue of the Stars building, and 1801 Century Park East building).

These buildings were selected given their proximity to the Project Site, as well as their size as compared to the Enhanced Retail Alternative. The trip generation rates from the comparable office sites in Century City were used to determine the daily and peak hour trip generation rates for the Enhanced Retail Alternative in lieu of the 14 Trips per 1,000 square feet factor for "Other Office Commercial" uses set forth in CCNSP Section 2. Based on the empirical data, the traffic study determined that actual trip rate for an office building of similar size is approximately 4.69 Trips per 1,000 square feet (the Empirical Rate). This Trip generation factor reflects actual conditions for an office building of similar size in today's business environment. It should be noted that this Empirical Rate inherently includes the effects of both transit usage and Transportation Demand Management (TDM) programs utilized by the employees and visitors to the four sites surveyed, and therefore no deductions were taken from the Empirical Rate to account for transit usage or participation in a TDM program. As a project design feature, the Enhanced Retail Alternative is required to implement a TDM program to ensure it has similar trip generation features to the four sites surveyed.

At the request of the Los Angeles Department of Transportation, the Empirical Rate was increased by six percent to offset the potential effect of unemployment levels due to the economic recession when trip counts were taken. The six percent adjustment was based on a review of the change in countywide unemployment statistics between the economic boom of the early-mid

2000s and year 2011. Appendix F to the Modified Project's Transportation Study provides a detailed discussion of the process used to calculate the six percent adjustment factor. The six percent adjustment is based on the difference between the unemployment rate in 2011, when the trip counts were conducted, and the average unemployment rate recorded between 2000 and 2010. Century City, where many legal, entertainment, and financial firms are located, experienced less of an economic impact than many other areas within Los Angeles County and, as a result, using the countywide rate as an adjustment factor is conservative. This six percent increase results in a daily Trip generation factor of 4.97 Trips per 1,000 square feet (the Economy Adjustment Rate). The Enhanced Retail Alternative includes 710,338 square feet of office floor space, which, with the proposed Economy Adjustment Rate of 4.97 Trips per 1,000 square feet, will require 3,530.38 Trips for development. The Enhanced Retail Alternative also includes 17,102 square feet of ancillary Retail Commercial floor space, as well as a 2,389 square foot Mobility Hub. In accordance with LADOT policy for small retail uses, a 50 percent reduction in trips was applied to account for "pass-by" trips, or trips patronizing the retail use that were already on adjacent streets for another purpose. In consultation with LADOT, in recognition of the fact that nearly all of the people expected to patronize the retail use would likely already be on the Project Site at other components of the Enhanced Retail Alternative or from other nearby developments within walking distance of the Project Site, an additional 50 percent reduction in trips was applied to account for "internal capture." Additionally, Section 2 of the CCNSP assumes that "incidental retail" not exceeding three percent of the floor area of a commercial office building does not generate additional Trips. Therefore, the retail component of the Enhanced Retail Alternative is not expected to generate any net Trips of its own. Accordingly, based on the Economy Adjustment Rate, the Enhanced Retail Alternative will generate and result in the use of 3,530.38 Trips, which is less than the 4,114.957 Trips available for the Project Site. As a result, the Project Site will have sufficient development rights under the CCNSP to allow for the Enhanced Retail Alternative's development. In its memorandum to the City Planning Commission dated October 28, 2013, LADOT recommended the approval of an Alternative Calculation of Trip Generation Factor of 4.97 Trips per 1,000 square feet under CCNSP Section 6, based on its review of the empirical trip generation study performed for the Modified Project by Gibson Transportation Consulting, Inc., and the Modified Project's Transportation Study. The Enhanced Retail Alternative's Trip generation would be consistent with the CCNSP using the Economy Adjustment analysis.

In addition to regulating Trip generation, the CCNSP includes requirements for the development of a continuous Pedestrian Corridor. In accordance with Section 10 of the CCNSP, the Enhanced Retail Alternative is designed to provide and enhance pedestrian pathways and connects to the Pedestrian Corridor established by the 2000 Avenue of the Stars project, located immediately south across Constellation Boulevard from the Project Site. Specifically, the Enhanced Retail Alternative will construct a pedestrian pathway along both the northern and eastern perimeter of the Enhanced Retail Alternative's parking structure, consistent with the description of mid-block pedestrian pathways and Figure 1 in the CCNSP. While the pedestrian walkway on the eastern perimeter of the Enhanced Retail Alternative's parking structure is required under the CCNSP, the mid-block pedestrian pathway along the northern perimeter of the Enhanced Retail Alternative's parking structure would be provided as an additional public amenity, which would further the CCNSP's goals of providing pedestrian connectivity within Century City. The Enhanced Retail Alternative will also include upgraded landscaping along the public streets and sidewalks along both Avenue of the Stars and Constellation Boulevard. To help create an inviting and attractive pedestrian experience, the pathways and landscaping program may include elements such as a canopy of shade trees, flower gardens, landscaping lighting features, broad landscaped setbacks, and streetscape amenities. Further, the Enhanced Retail Alternative's street frontages along Avenue of the Stars and Constellation Boulevard will be designed to provide visual interest and articulation at the pedestrian level. Through the incorporation of landscaped areas and walkways, the Enhanced Retail Alternative will provide a pedestrian-friendly environment and will enrich the street life by encouraging walking between adjacent uses. Finally, the Enhanced Retail Alternative would not impede the construction of a future pedestrian crossing across Constellation Boulevard, consistent with CCNSP Section 10. Taken together, the Enhanced Retail Alternative's design and amenities will further the CCNSP's goals of providing pedestrian connectivity within Century City.

CCNSP Section 3.C further requires that projects adequately screen mechanical systems from the views of pedestrians, and a parking facility's facade must be designed to be compatible with the character of its principal building. The Enhanced Retail Alternative has been designed to screen all ventilation, heating, and air conditioning ducts, tubes, and other such related appurtenances from the line of sight of pedestrians, motorists, and occupants of adjacent buildings. The Enhanced Retail Alternative's parking structure will be designed to be architecturally compatible with the office tower and adjacent ancillary creative office space and ancillary retail buildings. Therefore, the Enhanced Retail Alternative's design will be in compliance with CCNSP Section 3.C.

9. **Modification of a Specific Plan Project Permit Compliance Review Finding. Pursuant to Sections 11.5.7.C and 11.5.7.D of the Municipal Code**

Pursuant to Municipal Code Section 11.5.7.C, Project Permits determine consistency with Specific Plans. The Approved Project was consistent with each finding required under the Century City North Specific Plan ("CCNSP"). As demonstrated by the following findings, the Enhanced Retail Alternative would also be consistent with each of the same findings required under the CCNSP. Therefore, the Enhanced Retail Alternative would not involve any new conflicts related to the policies included in the CCNSP as compared to the Approved Project. Accordingly, and consistent with Municipal Code Section 11.5.7.D, the modification to the Project Permit for the Enhanced Retail Alternative is substantially in conformance with the original Project Permit Compliance for the Approved Project.

1) **The project substantially complies with the applicable regulations, standards and provisions of the Specific Plan.**

Pursuant to Case #CF 98-0672, all Century City North Specific Plan ("CCNSP") Phase I improvements have been completed. As described below, the Enhanced Retail Alternative, as a Second Phase Development, complies with the applicable regulations, standards, and provisions of the Specific Plan, the West Los Angeles Transportation Improvement and Mitigation Specific Plan, the West Los Angeles Community Plan, and the City's General Plan.

Specific Plan

With the approval of the requested discretionary actions, the Enhanced Retail Alternative will comply with all applicable components of the CCNSP. The Enhanced Retail Alternative proposes a total of approximately 710,338 square feet of development on the approximately 5.5-acre Project Site, resulting in a floor area ratio (FAR) of approximately 3.03:1, which is well within the maximum FAR of 6:1 permitted on the Project Site pursuant to CCNSP Section 3.C.2.d and Figure 1. The CCNSP also governs development in Century City through automobile Trip allocations. The intent of the CCNSP is to impose regulations that assist in assuring orderly development and redevelopment and provide adequate transportation and other public facilities. The CCNSP assigned certain "Trips" to various properties within the Specific Plan area during two phases of development to establish the overall development parameters within the Specific Plan. The CCNSP is currently in the second phase of development, and the Enhanced Retail Alternative is governed by the regulations affecting second phase projects.

In addition, the CCNSP allows properties to create Trips through demolition or a change of use ("Replacement Trips"). Replacement Trips are generally calculated using a Cumulative Automobile Trip Generation Potential rate provided in the CCNSP for different types of uses. Trips assigned by the CCNSP or Replacement Trips are permitted to be transferred between properties within the CCNSP. The Department of City Planning maintains a record of all Trips assigned by the CCNSP and Replacement Trips that have been utilized or are remaining to be used for each property.

The Project Site is identified as Parcels 7 and 8 within the Los Angeles Department of City Planning's Century City Trip Allocations Charts. The Trip Allocations Charts as of

January 1, 2011, show that there are 1,541,190 Trips currently available on Parcel 7, and 2,573,767 Replacement Trips currently available on Parcel 8, based on the demolition of the uses previously existing on the Project Site. Thus, in total, the Project Site has 4,114,957 Trips available for new development under the CCNSP. The Los Angeles Department of City Planning has confirmed that the Century City Trip Allocations Charts were not modified in 2012 and remain current.

"Trip" is defined in CCNSP Section 2 as a "unit of real property development rights pursuant to this Specific Plan and means a calculation of daily arrivals at and departures from a building or structure by motor vehicles of four or more wheels." Accordingly, the number of Trips a particular development project might require is inherently tied to the number of traffic trips (i.e., daily arrivals and departures) that the uses in that building will generate. The CCNSP states that for commercial office development, a default value of 14 Trips per 1,000 square feet of Floor Area applies under the CCNSP's Trip generation factors. This Trip generation factor, along with the other Trip generation factors in CCNSP Section 2 (Medical, Drive-Through Bank Facility, etc.) are based on traffic trip generation rates for those uses that were contained in the City's EIR Manual that existed at the time the CCNSP was adopted in 1981, on other local and national transportation studies, and on studies performed specifically in connection with the development of the CCNSP.

The current Trip generation factor for "Other Office Commercial" uses was created in 1981, and reflects a different office environment than currently exists in modern office buildings. The workplace and office set-up has changed drastically in the last 30 years, and professional office layouts currently include fewer people per square foot given advances in technology and communications infrastructure. In particular, office towers in Century City have a lower level of employee density and a high rate of employees on alternative work schedules that reduce the number of trips generated during peak traffic hours. This is especially true of the entertainment, financial services, and legal professionals that are prevalent in Century City office buildings, who do not typically follow a 9:00 a.m. to 5:00 p.m. work schedule. The declining trend in office trip generation rates and office density is supported by research into historical Institute of Traffic Engineers (ITE) office trip generation rates. Historical data from ITE show that office density was much higher in the 1970s (4.25 to 4.4 employees per 1,000 square feet in Trip Generation, 1st Edition, published 1975) than in more recent versions of the ITE Trip Generation Report (3.29 employees per 1,000 square feet in Trip Generation, 5th Edition, published 1991) and that actual office density in Century City today (2.84 employees per 1,000 square feet at the time of the empirical trip generation surveys) is still lower than data extrapolated from ITE. In addition, historical trip generation data from ITE's Trip Generation Manuals from the 1st Edition (1975) to the 5th Edition (1991) shows a general downward trend in daily office trip generation from 12.30 trips per 1,000 square feet to 8.73 trips per 1,000 square feet. The last three editions of the ITE Trip Generation Manuals have not added any new data for office buildings nor have they removed the outdated data from the early 1970's from statistics used to develop the current published rates, so the trip rates have remained constant at 8.46 daily trips per 1,000 square feet.

An alternative calculation of Trip generation factors may be utilized for a second phase project when considered and approved pursuant to Section 6 of the CCNSP. This procedure is allowed because the use will not result in greater traffic generation (i.e., development intensity) than was contemplated when the CCNSP was adopted in 1981. Approval of a Trip generation factor for a particular project that is lower than the default Trip generation factor listed in CCNSP Section 2, and the larger floor area allowed under the lower Trip generation factor, will not result in more traffic generated by that project because the project is still limited to the total number of Trips assigned to its site. The approval of an alternative Trip generation factor confirms that the proposed project will generate less traffic than the default rates in the CCNSP, and therefore that more square footage may be developed without exceeding the traffic intensity limits imposed by the CCNSP upon its adoption. Therefore, the approval of a lower Trip generation factor under CCNSP Section 6 cannot create intensity or growth beyond what is contemplated in the

CCNSP, because a new development project is still limited based on the number of Trips that are allocated to its project site through the CCNSP. So long as an individual project does not exceed the number of Trips available to it for development, it will not generate more traffic and development intensity than the CCNSP contemplates for the future buildout of Century City.

The Applicant has submitted a proposed alternative Trip generation factor, along with a traffic study in support of the modified Trip generation factor based upon empirical trip counts taken within the CCNSP area.

The traffic consultants for the Enhanced Retail Alternative researched and tracked empirical trip generation rates for office land uses by utilizing parking and traffic counts conducted at four office buildings proximate to the Project Site in Century City (Constellation Place tower, SunAmerica tower, 1901 Avenue of the Stars building, and 1801 Century Park East building). These buildings were selected given their proximity to the Project Site, as well as their size as compared to the Enhanced Retail Alternative. The trip generation rates from the comparable office sites in Century City were used to determine the daily and peak hour trip generation rates for the Enhanced Retail Alternative in lieu of the 14 Trips per 1,000 square feet factor for "Other Office Commercial" uses set forth in CCNSP Section 2. Based on the empirical data, the traffic study determined that the actual trip rate for an office building of similar size is approximately 4.69 Trips per 1,000 square feet (the Empirical Rate). This Trip generation factor reflects actual conditions for an office building of similar size in today's business environment. It should be noted that this Empirical Rate inherently includes the effects of both transit usage and Transportation Demand Management (TDM) programs utilized by the employees and visitors to the four sites surveyed, and therefore no deductions were taken from the Empirical Rate to account for transit usage or participation in a TDM program. As a project design feature, the Enhanced Retail Alternative is required to implement a TDM program to ensure it has similar trip generation features to the four sites surveyed.

At the request of the Los Angeles Department of Transportation, the Empirical Rate was increased by six percent to offset the potential effect of unemployment levels due to the economic recession when trip counts were taken. The six percent adjustment was based on a review of the change in countywide unemployment statistics between the economic boom of the early-mid 2000s and year 2011. Appendix F to the Modified Project's Transportation Study provides a detailed discussion of the process used to calculate the six percent adjustment factor. The six percent adjustment is based on the difference between the unemployment rate in 2011, when the trip counts were conducted, and the average unemployment rate recorded between 2000 and 2010. Century City, where many legal, entertainment, and financial firms are located, experienced less of an economic impact than many other areas within Los Angeles County and, as a result, using the countywide rate as an adjustment factor is conservative. This six percent increase results in a daily Trip generation factor of 4.97 Trips per 1,000 square feet (the Economy Adjustment Rate). The Enhanced Retail Alternative includes 710,338 square feet of office floor space, which, with the proposed Economy Adjustment Rate of 4.97 Trips per 1,000 square feet, will require 3,530.38 Trips for development. The Enhanced Retail Alternative also includes 17,102 square feet of ancillary Retail Commercial floor space, as well as a 2,389 square foot Mobility Hub. In accordance with LADOT policy for small retail uses, a 50 percent reduction in trips was applied to account for "pass-by" trips, or trips patronizing the retail use that were already on adjacent streets for another purpose. In consultation with LADOT, in recognition of the fact that nearly all of the people expected to patronize the retail use would likely already be on the Project Site at other components of the Enhanced Retail Alternative or from other nearby developments within walking distance of the Project Site, an additional 50 percent reduction in trips was applied to account for "internal capture." Additionally, Section 2 of the CCNSP assumes that "Incidental retail" not exceeding three percent of the floor area of a commercial office building does not generate additional Trips. Therefore, the retail component of the Enhanced Retail Alternative is not expected to generate any net Trips of its own.

Accordingly, based on the Economy Adjustment Rate, the Enhanced Retail Alternative will generate and result in the use of 3,530.38 Trips, which is less than the 4,114.957 Trips available for the Project Site. As a result, the Project Site will have sufficient development rights under the CCNSP to allow for the Enhanced Retail Alternative's development.

In its memorandum to the City Planning Commission dated October 28, 2013, LADOT recommended the approval of an Alternative Calculation of Trip Generation Factor of 4.97 Trips per 1,000 square feet for the proposed Modified Project under CCNSP Section 6, based on its review of the empirical trip generation study performed for the Modified Project by Gibson Transportation Consulting, Inc., and the Modified Project's Transportation Study. Based on the evidence provided in LADOT's October 28, 2013 memorandum, the Modified Project's empirical trip generation study and Transportation Study, and information provided in the Subsequent EIR and the administrative record, the City has found that the Economy Adjustment Trip generation factor of 4.97 Trips per 1,000 square feet shall be applied to the Enhanced Retail Alternative pursuant to CCNSP Section 6. Using the Economy Adjustment Trip generation factor, the Enhanced Retail Alternative is consistent with the CCNSP's Trip provisions.

As discussed in Chapter 3.0 of the Final Subsequent EIR, the Enhanced Retail Alternative would also comply with other applicable policies and requirements of the CCNSP to the same extent as the Modified Project. Those policies and requirements include: (1) compliance with shade/shadow restrictions; (2) provision of a pedestrian walkway; (3) screening of equipment areas; (4) compatible architecture; (5) provision of a traffic analysis for designated intersections; and (6) no exceedance of existing capacity of sewers and other public facilities.

Therefore, the Enhanced Retail Alternative is consistent with the applicable provisions of the Century City North Specific Plan.

West Los Angeles Community Plan

The Project Site is also located within the boundaries of the West Los Angeles Community Plan, most recently amended on July 27, 1999. The West Los Angeles Community Plan designates the Project Site for Regional Commercial Land Uses. A variety of commercial, office, retail, and residential uses are permitted within the Regional Commercial land use designation. As a corporate and professional office project designed to be compatible with the surrounding commercial uses, the Enhanced Retail Alternative is consistent with the requirements, goals, and policies of both the West Los Angeles Community Plan and the Regional Commercial land use designation. There is no applicable adopted redevelopment plan for the area including the Project Site.

West Los Angeles Transportation Improvement and Mitigation Specific Plan

The Project Site is within the boundaries of the West Los Angeles Transportation Improvement and Mitigation Specific Plan (WLA TIMP), adopted March 8, 1997. The WLA TIMP includes a broad area between the Hollywood Hills to the north, the City of Santa Monica boundary to the west, the City of Culver City boundary to the south, and the City of Beverly Hills boundary to the east. The WLA TIMP is intended to regulate land use impacts on transportation and to provide a mechanism to fund specific transportation improvements due to potential transportation impacts generated by new development in the WLA TIMP area. The WLA TIMP applies to any building or structure which requires the issuance of a building permit and which results in an increase in trips utilized on a property, as determined by LADOT.

Projects subject to the WLA TIMP that generate 43 or more trips must guarantee the implementation of transportation mitigation measures required by LADOT. LADOT has reviewed the Modified Project's Transportation Study and proposed transportation mitigation program, and it has found that the Modified Project's Transportation Study and proposed transportation mitigation program comply with the WLA TIMP. The Enhanced

Retail Alternative would generate fewer trips than the Modified Project but would have substantially the same mitigation program as the Modified Project, which was modified to reflect the reduced number of trips generated by the Enhanced Retail Alternative. In addition, the Enhanced Retail Alternative will execute a covenant with the City to implement the transportation mitigation program outlined in the Chapter 3.0 of the Final Subsequent EIR, as modified by the Planning Commission.

Projects subject to the WLA TIMP must also execute a covenant with the City to implement a transportation demand management program satisfactory to the Department of Transportation which is substantially in conformance with the requirements outlined in the WLA TIMP. The Enhanced Retail Alternative would be subject to this requirement, and will execute a covenant with the City to implement the transportation demand management program outlined in Chapter 3.0 of the Final Subsequent EIR, as modified by the Planning Commission.

The WLA TIMP also established a Transportation Impact Assessment process and fee for the purpose of funding the Transportation Improvements listed in the WLA TIMP. The Transportation Impact Assessment Fee must be paid or guaranteed before a building permit is issued for a project or prior to each phase of a multiphased project. The Enhanced Retail Alternative would be subject to the Transportation Impact Assessment Fee. The Transportation Impact Assessment Fee has been determined to be $1,222,656.00.

General Plan

Framework Element

The Framework Element of the General Plan establishes the conceptual basis for the City's General Plan, The General Plan Framework Element is a strategy for long-term growth that sets a Citywide context to guide the City's community plans, zoning ordinances, and other pertinent programs. It supersedes Concept Los Angeles and the Citywide elements of the City of Los Angeles General Plan. The Framework defines Citywide policies for land use, housing, urban form and neighborhood design, open space and conservation, economic development, transportation, and infrastructure and public services.

Land Use

The Framework's Land Use policy supports the viability of the City's residential neighborhoods and commercial districts. When growth occurs, the Framework encourages sustainable growth in a number of higher-intensity commercial and mixed-use districts, centers, boulevards, and industrial districts, particularly in proximity to transportation corridors and transit stations. The Framework includes Regional Centers, which are focal points of regional commerce, identity, and activity. Regional Centers are high-density places whose physical form is substantially differentiated from the lower-density neighborhoods of the City. Century City is designated as a Regional Center, containing high- and mid-rise structures sited on large independent lots, set back from property frontages.

The Enhanced Retail Alternative will include construction and operation of (1) an approximately 37-story, 700,000-square-foot office building; (2) approximately 10,338 square feet of one and two-story creative office space along Constellation Boulevard; (3) a five-level, approximately 1,530 space, partially-subterranean parking structure with an approximately 2.14 acre (approximately 93,000 square feet) landscaped rooftop comprised of gardens, seating areas, pedestrian walkways, and landscaping; (4) an approximately 2,389-square-foot Mobility Hub and a Transit Plaza on the northeasterly corner of Avenue of the Stars and Constellation Boulevard that will be designed to accommodate the potential portal for the Westside Subway Extension's Century City station and that will provide a usable public open space for the community; and (5) approximately 17,102 square feet of ancillary retail space to serve the Transit Plaza.

The Enhanced Retail Alternative will be consistent with the following goals, objectives, and policies of the Land Use chapter of the Framework:

Goal 3A - A physically balanced distribution of land uses that contributes toward and facilitates the City's long-term fiscal and economic viability, revitalization of economically depressed areas, conservation of existing residential neighborhoods, equitable distribution of public resources, conservation of natural resources, provision of adequate infrastructure and public services, reduction of traffic congestion and improvement of air quality, enhancement of recreation and open space opportunities, assurance of environmental justice and a healthful living environment, and achievement of the vision for a more liveable city.

The Enhanced Retail Alternative will help facilitate the City's long-term fiscal and economic vitality. The Enhanced Retail Alternative proposes to provide approximately 710,338 square feet of new sustainable office space in the heart of Century City's commercial district. This includes approximately 700,000 square feet of professional office space in an attractive, modern 37-story building. The Enhanced Retail Alternative also includes approximately 10,338 square feet of creative, loft-style office space in adjacent one- and two-story buildings, which will be designed to accommodate smaller and emerging companies. The Enhanced Retail Alternative is designed to offer a long-term home for corporations, professional services firms, technology, and creative companies who wish to locate office space in the Century City area.

In addition, the office tower will be constructed with a target of achieving Leadership in Environmental and Energy Design (LEED) Platinum or equivalent green building standards. The tower will be designed with several sustainable strategies to minimize the Enhanced Retail Alternative's energy and water use. These sustainable strategies may include a high-performance glass façade system to control solar heat gain, stormwater and grey water capture and filtration systems, and an energy efficient mechanical system and central utilities plant. In addition, the Enhanced Retail Alternative may include approximately 7,000 square feet of solar photovoltaic panels on the low-rise office buildings on Constellation Avenue, which will generate renewable energy. Taken together, the Enhanced Retail Alternative's energy strategy will be designed to improve upon California's Title 24 energy efficiency code by more than 20 percent, with a targeted 30 percent improvement over the American Society of Heating, Refrigerating, and Air-Conditioning Engineers (ASHRAE) 90.1 2007 standard.

The Enhanced Retail Alternative will also promote conservation of natural resources and the provision of adequate infrastructure and public services through its inclusion of a Mobility Hub and Transit Plaza, which will be designed to promote pedestrian activity and alternative forms of transportation. The Transit Plaza will include several water and landscape features, an outdoor garden cafe, and ancillary retail uses, and will be designed as a social hub for transit uses within the Century City area. The Mobility Hub located within the plaza will provide access to alternative forms of transportation, bicycle rentals, and smart transit information. By promoting the use of alternative forms of transportation and the use of less carbon-intensive transportation options, the Enhanced Retail Alternative will assist the City in promoting its long-term environmental, infrastructure, and traffic goals.

Further, the Transit Plaza will be designed to accommodate a portal for the Century City Westside Subway Extension station. The Westside Subway Extension is the proposed mass-transit rail project that will extend the Metro Purple Line from its current terminus at Wilshire/Western to the west side of Los Angeles. On April 26, 2012, the Metro Board approved the Final EIS/EIR for the Westside Subway Extension project. The Final EIS/EIR identifies two station location options in Century City and recommends that the station be located at the corner of Constellation Boulevard and Avenue of the Stars. Though a final decision on the station location is still pending, the southwesterly corner of the Project Site is one of the options under consideration for the subway entrance portal in Century City and is in close proximity to neighboring office, commercial, retail, restaurant, and entertainment uses.

The Enhanced Retail Alternative will also enhance open space opportunities in the regional center of Century City, where open space is in short supply. In addition to approximately 35,000 square feet of usable public open space constructed in the Transit Plaza, the Enhanced Retail Alternative will include approximately 2.14 acres (approximately 93,000 square feet) of park-like, private open space on the roof of the Enhanced Retail Alternative's parking structure which will be open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations. This open space will be comprised of gardens, seating areas, pedestrian walkways, and landscaping. This green roof will decrease the urban heat island effect by decreasing the absorption of heat into the built fabric of the City. Landscaped areas of the project will feature at least 50 percent drought tolerant species, and will be hydro-zoned and contoured to minimize water use and precipitation runoff. Irrigation of landscaped areas of the project will be weather-controlled and will include micro-irrigation capabilities.

Objective 3.1 - Accommodate a diversity of uses that support the needs of the City's existing and future residents, businesses, and visitors.

The Enhanced Retail Alternative builds upon and enhances the diversity of uses in the Century City area that support the needs of the City's existing and future residents, businesses, and visitors. The Enhanced Retail Alternative will provide professional and creative office space, along with ancillary retail space and substantial open space, in an existing Regional Center. The Century City area includes a variety of office, retail, entertainment, and residential uses, and the Enhanced Retail Alternative's diversity of uses will support the needs of the City's existing and future residents, businesses, and visitors. The Transit Plaza will serve as a meeting space and social hub for local residents and employees in Century City. Further, the Mobility Hub located within the plaza will provide access to alternative forms of transportation, bicycle rentals and smart transit information, further supporting a diversity of needs and uses for residents, visitors, and local businesses. Finally, the Enhanced Retail Alternative's Transit Plaza will be designed to accommodate the Westside Subway Extension Century City station portal.

Policy 3.1.4 - Accommodate new development in accordance with land use and density provisions of the General Plan Framework Long-Range Land Use Diagram.

The Enhanced Retail Alternative will provide approximately 710,338 square feet of corporate/professional and creative office space and a Mobility Hub promoting alternative forms of transportation, as well as a Transit Plaza designed to accommodate the potential future location of the Westside Subway Extension Century City station portal. In addition, the Enhanced Retail Alternative will provide ancillary retail space. The Framework Element's Long-Range Land Use Diagram identifies Century City as a Regional Center designed to be a focal point of regional commerce and a major transportation hub. Accordingly, the Enhanced Retail Alternative is consistent with the Framework Element's Long-Range Land Use Diagram and its policy of concentrating high-density development in existing Regional Centers.

Policy 3.1.7 - Allow for development in accordance with the policies, standards, and programs of specific plans in areas in which they have been adopted.

The Enhanced Retail Alternative will be consistent with the requirements, goals, and objectives of the CCNSP. The approximately 5.5-acre site is located within the CCNSP and within the C2-2-O zone. The properties surrounding the Project Site are also in the C2-2-O zone, allowing for the same range of uses allowed on the Project Site. Pursuant to Section 12.14 of the Municipal Code, the C2 zone allows for a variety of office, retail, and residential uses, including the office and ancillary retail uses proposed in the Enhanced Retail Alternative.

The approximately 5.5-acre Project Site is designated Height District No. 2, which permits development at a 6:1 Floor Area Ratio (FAR). The permitted FAR would allow for approximately 1,444,000 square feet of development on the Project Site. The Enhanced Retail Alternative, which contains approximately 729,829 square feet of floor area, will be

consistent and well within the allowable FAR. The Enhanced Retail Alternative will increase the vitality of the area through the provision of professional office space, and a Mobility Hub and Transit Plaza with ancillary retail space within an existing commercial center.

Further, with the approval of the requested discretionary actions, the Enhanced Retail Alternative will comply with all applicable components of the CCNSP. As previously discussed, the Project Site has 4,114.957 Trips available under the CCNSP. In its letter dated October 28, 2013, LADOT recommended approval of an Alternative Calculation of Trip Generation Factor of 4.97 Trips per 1,000 square feet for the proposed Modified Project, based on its review of the empirical trip generation study performed for the Modified Project by Gibson Transportation Consulting, Inc., and the Modified Project's Transportation Study. This recommendation also applies to the Enhanced Retail Alternative, which contains the same uses as the Modified Project but would generate fewer automobile trips due to a reduction in office square footage. The Enhanced Retail Alternative includes 710,338 square feet of office floor space, which, with the approval of the Economy Adjustment alternative CATGP Trip generation rate of 4.97 per 1,000 square feet, will require 3,530.3799 Trips. The Enhanced Retail Alternative also includes 17,102 square feet of ancillary Retail Commercial floor space, as well as a 2,389 square foot Mobility Hub. In accordance with LADOT policy for small retail uses, a 50 percent reduction in trips was applied to account for "pass-by" trips, or trips patronizing the retail use that were already on adjacent streets for another purpose. In consultation with LADOT, in recognition of the fact that nearly all of the people expected to patronize the retail use would likely already be on the Project Site at other components of the Enhanced Retail Alternative or from other nearby developments within walking distance of the Project Site, an additional 50 percent reduction in trips was applied to account for "internal capture." Additionally, Section 2 of the CCNSP assumes that "incidental retail" not exceeding three percent of the floor area of a commercial office building does not generate additional Trips. Therefore, the retail component of the Enhanced Retail Alternative is not expected to generate any net Trips of its own. Accordingly, the Enhanced Retail Alternative will generate and result in use of 3,530.38 Trips, which is less than the 4,114.957 Trips available for the Project Site. As a result, the Project Site will have sufficient development rights under the CCNSP to allow for the Enhanced Retail Alternative's development.

Policy 3.2.4 - Provide for the siting and design of new development that...enhance[s] the character of commercial and industrial districts.

The Enhanced Retail Alternative will replace an underutilized and mostly vacant parcel with a sustainable, modern 37-story office building that will be constructed with the target of achieving LEED Platinum or equivalent green building standards. The Enhanced Retail Alternative will complement the existing Century City skyline, and the one- and two-story buildings containing creative office space for smaller and emerging companies will further activate Constellation Boulevard. The Enhanced Retail Alternative will also provide a Mobility Hub providing alternative forms of transportation, bicycle rentals, and smart transit information, and the Transit Plaza will be constructed to accommodate the potential future location of the Westside Subway Extension Century City station portal. The Enhanced Retail Alternative's parking structure roof will be landscaped to create an approximately 2.14-acre (approximately 93,000 square feet) park-like open space comprised of gardens, seating areas, pedestrian walkways, and landscaping open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations. In addition, the proposed Transit Plaza will provide approximately 39,037 square feet of community open space at the corner of Constellation Boulevard and Avenue of the Stars. As designed, the Transit Plaza will serve as an expansive outdoor space that invites Century City residents, employees, and visitors to meet and enjoy the public outdoor space. The Transit Plaza may contain such design features as landscaping, public art, a café, and ancillary retail. Further, the Enhanced Retail Alternative intends to integrate features to promote public transit and other alternative forms of transportation. A Mobility Hub will allow commuters and residents to

buy transit tickets, rent or store bikes, or rent flex cars for errands or offsite meetings, and the Enhanced Retail Alternative will be designed to accommodate a potential portal for the Westside Subway Extension's Century City station. Together, the Enhanced Retail Alternative's proposed uses will enhance the character of Century City's commercial core.

Objective 3.4 - Encourage new multi-family residential, retail commercial, and office development in the City's neighborhood districts, community, regional, and downtown centers as well as along primary transit corridors/boulevards, while at the same time conserving existing neighborhoods and related districts.

The Enhanced Retail Alternative will provide approximately 710,338 square feet of professional and creative office space, as well as a Mobility Hub providing alternative forms of transportation, bicycle rentals, and smart transit information. The Enhanced Retail Alternative also will create a Transit Plaza with approximately 39,037 square feet of community open space, and the site will be designed to accommodate a potential future mass transit stop. The Enhanced Retail Alternative is located within the core area of Century City, where it is consistent in character with the surrounding uses, thereby conserving and enhancing the character of the surrounding area. The Enhanced Retail Alternative is consistent with the Framework, which targets Regional Centers for future growth.

Goal 3E - Pedestrian-oriented, high activity, multi- and mixed-use centers that support and provide identity for Los Angeles' communities.

The Enhanced Retail Alternative will incorporate a variety of pedestrian-friendly uses that will support and provide identity for the Century City community. The Enhanced Retail Alternative will use building orientation, pedestrian amenities, and landscaping to enhance the quality of experience for the Enhanced Retail Alternative's occupants and the City's existing and future residents. The Enhanced Retail Alternative's design will link the site to other nearby job centers and retail uses, promoting pedestrian activity and reducing dependence on automobiles.

The Enhanced Retail Alternative also will include a public Transit Plaza at the corner of Constellation Boulevard and Avenue of the Stars, which will provide over 39,000 square feet of public open space. The plaza will include a Mobility Hub that will provide access to alternative forms of transportation, bicycle rentals, smart transit information, and the potential portal for the Westside Subway Extension Century City station. The Transit Plaza will also include approximately 17,102 square feet of ancillary retail uses to serve the employees of, and visitors to, the Enhanced Retail Alternative.

Because the Enhanced Retail Alternative is located in the middle of Century City at a major intersection, the public amenities and open space will promote pedestrian activity and community use. The Enhanced Retail Alternative will also provide more than 2.14 acres (approximately 93,000 square feet) of landscaped, park-like open space on the roof of the Enhanced Retail Alternative's parking structure, offering gardens, seating areas, and pedestrian walkways open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations.

These uses, combined with the Enhanced Retail Alternative's 710,338 square feet of corporate/professional and creative office space, will make the Enhanced Retail Alternative a high activity mixed-use facility that supports the surrounding uses and promotes connectivity within Century City. Further, the low-rise one- and two-story creative office space buildings will be architecturally designed to provide visual interest at the pedestrian level, and along with attractive streetscape, will further activate Avenue of the Stars and Constellation Boulevard and encourage pedestrian activity in Century City.

Goal 3F - Mixed-use centers that provide jobs, entertainment, culture, and serve the region.

The Enhanced Retail Alternative will provide approximately 710,338 square feet of office space, including a 37-story tower and one- and two-story office buildings designed to offer loft-style creative space for smaller and emerging companies. The introduction of new office space in an attractive, modern, environmentally friendly building will attract new jobs to the heart of Century City and complement existing commercial uses. In addition, the Enhanced Retail Alternative's Transit Plaza will serve the region by offering public open space and ancillary retail uses for residents and employees living and working in Century City. As a result, the Enhanced Retail Alternative will promote the continued reinvestment in Century City and help Century City continue to be one of the most desirable locations for business in West Los Angeles.

Objective 3.10. Reinforce existing and encourage the development of new regional centers that accommodate a broad range of uses that serve, provide job opportunities, and are accessible to the region, are compatible with adjacent land uses, and are developed to enhance urban lifestyles.

The Enhanced Retail Alternative reinforces the existing Regional Center of Century City by providing professional and creative office space to meet the needs of Century City's expanding corporate, professional, technology, and entertainment business communities, and by providing space for growth in job opportunities. It also includes an important transportation component to help make the vibrant commercial and retail area of Century City accessible to the region with alternative forms of transportation. The Enhanced Retail Alternative will locate office space and a proposed Mobility Hub in close proximity to other commercial and office uses, including the Century City Shopping Center and Century Plaza Hotel, among other neighboring uses. The Mobility Hub will allow commuters and Century City employees and residents to buy transit tickets, rent or store bikes, or rent flex cars for errands or offsite meetings. The Enhanced Retail Alternative also will be designed to accommodate a potential portal for the Westside Subway Extension's Century City station. Thus, workers in offices in the Enhanced Retail Alternative and surrounding office buildings, as well as visitors to Century City, will be able to access Century City and alternative forms of transportation, thereby enhancing the urban lifestyle.

Goal 3K - Transit stations to function as a primary focal point of the City's development. The Enhanced Retail Alternative includes a Mobility Hub and Transit Plaza at the northeasterly corner of Avenue of the Stars and Constellation Boulevard. The Mobility Hub will allow commuters and Century City employees and residents to buy transit tickets, rent or store bikes, or rent flex cars for errands or offsite meetings.

The Enhanced Retail Alternative also proposes to locate approximately 710,338 square feet of professional and creative office space in the heart of Century City. The Project Site is within close proximity to major roadways and other major arterials in Century City that are served by public transit. Because the Enhanced Retail Alternative is located within a highly developed area of West Los Angeles, it is well served by existing roadways and other regional infrastructure, and the Enhanced Retail Alternative's urban location will take advantage of neighboring amenities, existing urban infrastructure, and public transportation.

Lastly, the Enhanced Retail Alternative will be designed to accommodate a potential portal location for the Century City station of the Westside Subway Extension, making the site a focal point of future growth and development in Century City. The location of the Enhanced Retail Alternative, and of the potential transit station, is in the heart of Century City's commercial core and in close proximity to neighboring office, retail, restaurant, and entertainment uses. Accordingly, the Enhanced Retail Alternative has the potential to serve as a focal point for sustainable development and transit in Century City and the surrounding area.

Goal 3L - Districts that promote pedestrian activity and provide a quality experience for the City's residents.

Pedestrian activity is an important element of any urban environment, and the Enhanced Retail Alternative is designed to promote and encourage pedestrian activity by the tenants of the Enhanced Retail Alternative, workers in surrounding commercial and office buildings; and visitors to Century City. The Enhanced Retail Alternative's location and design will encourage workers and visitors to Century City to use alternative forms of transit to access Century City. The Enhanced Retail Alternative will also provide storage and change rooms for bicyclists and an on-site bicycle hub with rentals to encourage alternative transport options.

The Enhanced Retail Alternative also emphasizes pedestrian connections, as addressed in the CCNSP. Project design features that support and enhance pedestrian activity within Century City include upgraded landscaping along the public streets and sidewalks along both Avenue of the Stars and Constellation Boulevard. The landscaping program will include elements such as a canopy of shade trees, flower gardens, landscaping lighting features, broad landscaped setbacks, and streetscape amenities. The Enhanced Retail Alternative also will provide an approximately 2.14-acre (approximately 93,000 square feet) landscaped park-like space on the roof of the Enhanced Retail Alternative's parking structure. The Enhanced Retail Alternative will also provide a public Transit Plaza, which will also be designed to accommodate a potential portal for the Century City Westside Subway Extension's Century City station. The provision of public space within the Enhanced Retail Alternative will continue an existing pattern within Century City of gathering places at the corners of major boulevards and at street crossings. Such spaces serve to enrich the street life by encouraging walking connections between adjacent uses.

Further, the Enhanced Retail Alternative's street frontages along Avenue of the Stars and Constellation Boulevard will be designed to provide visual interest and articulation at the pedestrian level. Through the incorporation of landscaped areas and walkways, the Enhanced Retail Alternative will provide a pedestrian-friendly environment and will enrich the street life by encouraging walking between adjacent uses.

Objective 3.16 - Accommodate land uses, locate and design buildings, and implement streetscape amenities that enhance pedestrian activity.

The Enhanced Retail Alternative includes a number of design features that will support and enhance the overall pedestrian environment within Century City by including elements such as upgraded landscaping along the public streets and sidewalks along both Avenue of the Stars and Constellation Boulevard. The landscaping program will include elements such as a canopy of shade trees, flower gardens, landscaping lighting features, broad landscaped setbacks, and streetscape amenities.

The Enhanced Retail Alternative will use building orientation, pedestrian amenities, and landscaping to enhance the quality of life for the Enhanced Retail Alternative's tenants and the City's existing and future residents. The Enhanced Retail Alternative's design will link the Project Site to other nearby job centers and retail uses, promoting pedestrian activity and reducing dependence on automobiles.

The Enhanced Retail Alternative also includes a public plaza at the corner of Constellation Boulevard and Avenue of the Stars, which will provide over 39,000 square feet of public open space. The Transit Plaza will include a Mobility Hub that will provide access to alternative forms of transportation, bicycle rentals, and smart transit information. The Project Site also will be designed to accommodate the potential portal for the Westside Subway Extension Century City station at the corner of Avenue of the Stars and Constellation Boulevard, and will include bike stations and approximately 17,102 square feet of ancillary retail uses.

Because the Enhanced Retail Alternative is located on an underutilized lot located on a major intersection of Century City, the public amenities and open space at the Transit Plaza will promote pedestrian activity and community use. The Enhanced Retail Alternative will also provide more than 2.14 acres (approximately 93,000 square feet) of

landscaped, park-like open space on the roof of the Enhanced Retail Alternative's parking structure, offering gardens, seating areas, and walkways, which will be open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations.

These uses, combined with the Enhanced Retail Alternative's 710,338 square feet of professional and creative office space, will make the Enhanced Retail Alternative a high activity mixed-use facility that supports the surrounding uses and promotes connectivity within Century City. Further, the low-rise one- and two-story creative office space buildings will be architecturally designed to provide visual interest at the pedestrian level, and along with attractive streetscape, will further activate Constellation Boulevard and promote pedestrian activity in Century City.

Urban Form and Neighborhood Design

The Enhanced Retail Alternative is consistent with the following goals, objectives, and policies of the Urban Form and Neighborhood Design chapter of the Framework:

Goal 5A - A livable City for existing and future residents and one that is attractive to future investment. A City of interconnected, diverse neighborhoods that builds on the strengths of those neighborhoods and functions at both the neighborhood and citywide scales.

The Enhanced Retail Alternative will play an important role in creating a liveable City for existing and future residents and will help make the Century City area in particular, and the City in general, attractive for future investment. The Enhanced Retail Alternative represents a significant investment in the City and a significant investment in high-quality, sustainable office use along a major commercial corridor.

By locating office uses within an area that already includes transit, shops, restaurants, hotels and residential uses, the Enhanced Retail Alternative will enhance the quality of life for its tenants, visitors, and nearby residents. The Project Site is located within a high-density, high-rise corridor, and is surrounded by office and commercial buildings in a dense urban landscape. It is also within close proximity to three major roadways, including Avenue of the Stars, Santa Monica Boulevard, and Olympic Boulevard, as well as the Westfield Shopping Center, which is a regional shopping center containing various department stores, a market, movie theaters, and retail uses. The proximity to major roadways and regional-serving commercial and retail uses builds on the strength of the Century City area to enable it to function at both the neighborhood and Citywide scales.

Objective 5.2 - Encourage future development in centers and in nodes along corridors that are served by transit and are already functioning as centers for the surrounding neighborhoods, the community or the region.

The Project Site is located within a high-density, high-rise Regional Commercial area, and is surrounded by office and commercial buildings in a dense urban environment. The Century City area is a Regional Center for the surrounding area, and the location of the Enhanced Retail Alternative within the commercial core area will further the objective of encouraging development within such areas. The Enhanced Retail Alternative will situate new professional and creative office space in the heart of Century City. The Project Site is in close proximity to major transit corridors. It is also within close proximity to the Westfield Century City Shopping Center, which is a regional shopping center containing various department stores, a grocery store, movie theaters, and other retail uses.

Additionally, as the Enhanced Retail Alternative will be located within a highly developed area of West Los Angeles, no new roadways or regional infrastructure (e.g., water or wastewater lines) will need to be developed to service the Enhanced Retail Alternative. The existing regional infrastructure and the established roadway network are sufficient to serve the Enhanced Retail Alternative's workers and employees. The Enhanced Retail Alternative will also be supported by sufficient public services. Lastly, the Enhanced

Retail Alternative's Mobility Hub will allow commuters and residents to buy transit tickets, rent or store bikes, or rent flex cars for errands or offsite meetings, and will be designed to accommodate a potential portal for the Westside Subway Extension's Century City station.

Policy 5.2.2 - Encourage the development of centers, districts, and selected corridor/boulevard nodes such that the land uses, scale, and built form allowed and/or encouraged within these areas allow them to function as centers and support transit use, both in daytime and nighttime.

Century City is a designated Regional Center consisting of a mixture of high-rise office, commercial, retail restaurant, entertainment, and residential uses located in close proximity to transit corridors. The Enhanced Retail Alternative will be located within a developed urban area and in close proximity to other office, commercial, retail, restaurant, and entertainment uses, which are well served by existing transit and make the Project Site, at the corner of Avenue of the Stars and Constellation Boulevard, an ideal site for professional and creative office space, a public plaza and retail, and a Mobility Hub. The location of the Enhanced Retail Alternative within this Regional Center and in close proximity to a transit corridor is consistent with the land uses, scale, and built form of the surrounding area and will encourage and support transit use. There are a number of bus stops within a block of the Project Site and numerous bus routes providing service within walking distance of the Project Site. Further, the Enhanced Retail Alternative will be designed to accommodate a potential portal for the Westside Subway Extension's Century City station. The Enhanced Retail Alternative, therefore, is well situated to encourage and support the use of transit in the area.

The Enhanced Retail Alternative will encourage and enhance pedestrian activity in Century City.

The Enhanced Retail Alternative includes a number of design features that support the overall pedestrian environment within Century City. Project design features that support and enhance pedestrian activity within Century City include upgraded landscaping along the public streets and sidewalks along both Avenue of the Stars and Constellation Boulevard. The landscaping program may include elements such as a canopy of shade trees, flower gardens, landscaping lighting features, broad landscaped setbacks, and streetscape amenities. Further, the Enhanced Retail Alternative's design will link the site to other nearby job centers and retail, promoting pedestrian activity and reducing dependence on automobiles.

The Enhanced Retail Alternative also includes a public Transit Plaza at the corner of Constellation Boulevard and Avenue of the Stars, which will provide over 39,000 square feet of public open space. The Transit Plaza will include a Mobility Hub that will provide access to alternative forms of transportation, bicycle rentals, and smart transit information. The Transit Plaza will include bike stations, and approximately 17,102 square feet of ancillary retail uses. Because the Enhanced Retail Alternative is located in the center of Century City, the public amenities and public open space at the Transit Plaza will promote pedestrian activity and community use. Furthermore, the Green Roof, which will provide approximately 93,000 square feet of landscaped gardens, seating areas and walkways on the roof of the parking structure, will be open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations.

These uses, combined with the Enhanced Retail Alternative's 710,338 square feet of professional and creative office space, will make the Enhanced Retail Alternative a high activity mixed-use facility that supports the surrounding uses and promotes connectivity within Century City. Further, the low-rise one- and two-story creative office space buildings will be architecturally designed to provide visual interest at the pedestrian level, and along with attractive streetscape, will further activate Constellation Boulevard and promote pedestrian activity in Century City.

Objective 5.8 - Reinforce or encourage the establishment of a strong pedestrian orientation in designated neighborhood districts, community centers, and pedestrian-oriented subareas within regional centers, so that these districts and centers can serve as a focus of activity for the surrounding community and a focus for investment in the community.

The Enhanced Retail Alternative includes a number of design features that will reinforce and encourage the establishment of a strong pedestrian orientation within the Century City Regional Center. Project design features that support and enhance pedestrian activity within Century City include upgraded landscaping along the public streets and sidewalks along both Avenue of the Stars and Constellation Boulevard. The landscaping program may include elements such as a canopy of shade trees, flower gardens, landscaping lighting features, broad landscaped setbacks, and streetscape amenities. The provision of public open space within the Enhanced Retail Alternative will continue an existing pattern within Century City of gathering places at the corners of major boulevards and street crossings. Such spaces serve to enrich the street life by encouraging walking connections between adjacent uses. Further, the Enhanced Retail Alternative's frontages along Avenue of the Stars and Constellation Boulevard, including the two-story creative office space along Constellation Boulevard, will be designed to provide visual interest and articulation at the pedestrian level. Accordingly, the Enhanced Retail Alternative will provide a pedestrian-friendly environment and will enrich the street life by encouraging walking between adjacent uses.

Open Space and Conservation

The Open Space and Conservation chapter of the Framework calls for the use of open space to enhance community and neighborhood character. The policies of this chapter recognize that there are communities where open space and recreation resources are currently in short supply, and it therefore suggests that pedestrian-oriented streets and small parks, where feasible, might serve as important resources for serving the open space and recreation needs of residents. The Enhanced Retail Alternative is consistent with the following goals, objectives, and policies of the Open Space and Conservation chapter of the Framework:

Policy 6.4.1 - Encourage and seek to provide for usable open space and recreational facilities that are distributed through the City.

The Enhanced Retail Alternative will provide public open space in the urban center of Century City, an area where open space is in short supply. The Enhanced Retail Alternative will provide a public Transit Plaza, Green Roof, bike stations, and ancillary retail uses that are accessible to the entire community. The Transit Plaza, which will provide approximately 39,000 square feet of public open space, will be designed to serve as meeting space and social hub for local residents and employees in Century City. Located at the northeasterly corner of Avenue of the Stars and Constellation Boulevard, the Transit Plaza will include water and landscape features, an outdoor garden café, and small scale ancillary retail uses, and will be designed as a social hub for Century City. The Mobility Hub located within the plaza will provide access to alternative forms of transportation, bicycle rentals, and smart transit information for employees and local residents.

In addition, the Enhanced Retail Alternative will include an approximately 2.14 acre (approximately 93,000 square feet) park-like open space on the roof of the Enhanced Retail Alternative's parking structure, comprised of gardens, seating areas, pedestrian walkways, and landscaping, which will be open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations. This green roof will decrease absorption of heat into the built fabric of the city and will be irrigated with reclaimed water collected on the Enhanced Retail Alternative.

Policy 6.4.8 - Maximize the use of existing public open space resources at the neighborhood scale and seek new opportunities for private development to enhance the open space resources of the neighborhoods.

a. Encourage the development of public plazas, forested streets, farmers markets, residential commons, rooftop spaces, and other places that function like open space in urbanized areas of the City with deficiencies of natural open space, especially in targeted growth areas.

b. Encourage the improvement of open space, both on public and private property, as opportunities arise. Such places may include the dedication of "unbuildable" areas or sites that may serve as green space, or pathways and connections that may be improved to serve as neighborhood landscape and recreation amenities.

The Enhanced Retail Alternative will provide approximately 2.95 acres of open space. The open space will include an approximately .90-acre (39,037 square foot) Transit Plaza located at the northeasterly corner of Avenue of the Stars and Constellation Boulevard with bike stations as well as ancillary retail uses for transit riders. The Transit Plaza will include water and landscape features, an outdoor garden cafe, and small scale ancillary retail uses, and will be designed as a social hub for Century City. The Transit Plaza also will be designed to accommodate the potential portal for the Westside Subway Extension's Century City station. The provision of public open spaces within the Project Site will continue an existing pattern within Century City of landscaped gathering places at the corners of major boulevards. These public areas will also provide gathering and recreation spaces in the highly urbanized Century City regional center, where there is currently a deficiency of open space. The Enhanced Retail Alternative will also offer an approximately 2.14 acre (93,000 square foot) park-like open space on the roof of the Enhanced Retail Alternative's parking structure, comprised of landscaped gardens, seating areas, and pedestrian walkways, which will be open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations.

Policy 6.4.9 - Encourage the incorporation of small-scaled public open spaces within transit-oriented development, both as plazas and small parks associated with transit stations, and as areas of public access in private joint development at transit station locations.

The Enhanced Retail Alternative offers a small-scaled public open space in the form of a plaza at the northeasterly corner of Avenue of the Stars and Constellation Boulevard. This approximately 39,000 square foot Transit Plaza, which will provide bike stations and ancillary retail uses as well as benches and an outdoor cafe, will be open for community use. The Mobility Hub located within the Transit Plaza will provide access to alternative forms of transportation, bicycle rentals, and smart transit information for residents and employees. The Transit Plaza will also be designed to accommodate a potential portal for the Westside Subway Extension's Century City station, further activating the property and the Century City area.

Economic Development

The Enhanced Retail Alternative is consistent with the following goals, objectives, and policies of the Economic Development chapter of the Framework:

Goal 7A - A vibrant economically revitalized City.

The Enhanced Retail Alternative will promote the revitalization of the City by attracting jobs to new office space and serving as a focal point for Century City activity. The Enhanced Retail Alternative includes a 37-story modern office building designed with the target to achieve LEED Platinum standards with approximately 700,000 square feet of professional office space. This new office space will attract employers, including corporations and professional services firms, who wish to locate operations in an

environmentally friendly, modern building in the heart of Century City. The Enhanced Retail Alternative will also include a smaller building offering approximately 10,338 square feet of loft-style, creative office space that are designed to serve smaller or emerging companies. This balance of employment opportunities will complement the existing employment base in Century City, where offices are occupied by a mix of corporations, professional services firms, and entertainment and creative companies.

The Enhanced Retail Alternative also includes ancillary retail uses centered around the Enhanced Retail Alternative's Transit Plaza. These ancillary retail uses will support the Transit Plaza and approximately 39,000 square feet of associated public open space.

Furthermore, the design, construction, and ongoing maintenance and operation of all structures on the Enhanced Retail Alternative will create additional jobs, helping to revitalize the City's economy in the short and long run.

Objective 7.2 - Establish a balance of land uses that provides for commercial and industrial development which meets the needs of local residents, sustains economic growth, and assures maximum feasible environmental quality.

The Enhanced Retail Alternative includes a balance of land uses that will provide for commercial development and economic growth and complement the existing diversity of commercial uses in Century City's commercial core. The Enhanced Retail Alternative will include approximately 710,338 square feet of corporate/professional and creative office space, and will attract employers who wish to locate jobs on the west side of Los Angeles. These employers may be corporations, professional services firms, technology, creative, and entertainment companies. This mix of employers will complement and support the existing mix of employers in Century City.

In addition, the Enhanced Retail Alternative's high-rise office tower will be constructed with a target of achieving Leadership in Environmental and Energy Design (LEED) Platinum standards, the highest level of environmental responsibility and resource conservation. The tower may include features such as a high-performance glass skin that will maximize solar heat efficiency, a stormwater capture system to minimize water use, and energy efficient mechanical systems and central utilities plant. The accessory office buildings will include photovoltaic panels to capture and use renewable energy. These "green" buildings will help to assure maximum feasible environmental quality in the Century City regional center and will provide an attractive destination for companies wishing to locate operations in an environmentally responsible office development.

Policy 7.2.2 - Concentrate commercial development entitlements in areas best able to support them, including community and regional centers, transit stations, and mixed-use corridors. This concentration prevents commercial development from encroaching on existing residential neighborhoods.

The Enhanced Retail Alternative will locate new commercial development in the urban core of Century City, an area that already includes several other high- and mid-rise office buildings. Century City is designated a Regional Center in the Framework Element; Regional Centers are focal points of regional commerce, identity, and activity. Century City's existing concentration of office, commercial, retail, shopping, restaurant, and entertainment uses set it apart as an area uniquely suited to support the uses proposed in the Enhanced Retail Alternative. The Enhanced Retail Alternative will also be designed to accommodate a potential portal for the Westside Subway Extension's Century City station, thus increasing the area's viability as a location for commercial development.

Policy 7.2.6 - Concentrate office development in regional mixed-use centers, around transit stations, and within community centers.

The Enhanced Retail Alternative will offer approximately 710,338 square feet of new corporate/professional and creative office space in the Century City regional center, on the site of a potential portal for the Westside Subway Extension's Century City station

and within close proximity to other transportation corridors. The Enhanced Retail Alternative's office space is adjacent to the office, commercial, retail, restaurant, shopping, and entertainment uses in the heart of Century City.

Transportation

The Enhanced Retail Alternative is consistent with the following goals, objectives, and policies of the Transportation Element of the General Plan:

Policy 2.12 b. - Establishes the following priority corridors for high capacity transit service post-2010, and develop programs to foster transit ridership along these corridors:

1. Wilshire Corridor (Wilshire/Western to I-405, serving Century City and Westwood)

Metro is planning the Westside Subway Extension to the Metro Purple Line, which will place a subway stop in Century City. Currently, bus transit service is operated in the vicinity of the Project Site by the following providers: Metro, LADOT Commuter Express, Santa Monica Big Blue Bus, Culver City Bus, Antelope Valley Transit Authority, and the Santa Clarita Transit systems. Twenty-nine total bus lines are offered between these services. Development of the Enhanced Retail Alternative, which includes a Transit Plaza, a Mobility Hub designed to promote pedestrian activity and alternative forms of transportation, and which will be designed to accommodate a potential portal for the Westside Subway Extension's Century City station, along with a new office complex above the station, will serve the policy of developing programs for increasing ridership along the Wilshire corridor. In addition, the Enhanced Retail Alternative would implement a TDM Program, which may include the following strategies: flexible work schedules and telecommuting programs; alternative work schedules; pedestrian-friendly environment; bicycle amenities (bicycle racks, lockers, showers, etc.); rideshare/carpool/vanpool promotion and support; education and information on alternative transportation modes; Transportation Information Center (TIC); Guaranteed Ride Home (GRH) program; Transportation Management Coordination Program; discounted transit passes for eligible employees/residents; parking strategies such as unbundled parking and parking cash-out; and alternative modes of travel available at the Mobility Hub (such as short-term auto and bicycle rentals).

Objective 3 - Support development in regional centers, community centers, major economic activity areas and along mixed-use boulevards as designated in the Community Plans.

The Enhanced Retail Alternative is located in Century City, which is designated and currently functions as a Regional Center. Major arterials serving Century City, as well as the internal street circulation system, are served by public transit. The Project Site is located within a high-density, high-rise corridor, and is surrounded by office and commercial buildings in a dense urban landscape. It is also within close proximity to three major roadways, including Avenue of the Stars, Santa Monica Boulevard, and Olympic Boulevard, as well as the Westfield Shopping Center, which is a regional shopping center containing various department stores, a market, theater, and retail uses.

Policy 3.13 - Enhance pedestrian circulation in neighborhood districts, community centers, and appropriate locations in regional centers and along mixed-use boulevards; promote direct pedestrian linkages between transit portals/platforms and adjacent commercial development through facilities orientation and design.

The Enhanced Retail Alternative will not only maintain, but also enhance the pedestrian-friendly character of the Century City. The Enhanced Retail Alternative includes a number of design features that support and enhance the overall pedestrian environment within Century City, including upgraded landscaping along the public streets and sidewalks along both Avenue of the Stars and Constellation Boulevard. The landscaping program may include elements such as a canopy of shade trees, flower gardens, landscaping lighting features, broad landscaped setbacks, and streetscape amenities. In addition, the

Enhanced Retail Alternative includes a Transit Plaza at the northeasterly corner of Avenue of the Stars and Constellation Boulevard.

The provision of public open spaces within the Enhanced Retail Alternative will continue an existing pattern within Century City of landscaped gathering places at the corners of major boulevards and at street crossings. Such spaces serve to enrich the street life by encouraging walking connections between adjacent uses. Further, the Enhanced Retail Alternative's frontages along Avenue of the Stars and Constellation Boulevard, including the two-story creative office space along Constellation Boulevard, will be designed to provide visual interest and articulation at the pedestrian level. Through the incorporation of landscaped areas and walkways linked to adjacent uses, the Enhanced Retail Alternative will provide a pedestrian-friendly environment and will enrich the street life by encouraging walking between adjacent uses.

2) ***The Project has been designed in a way to reasonably assure that it will not cast a shadow for more than two hours, between 8:00 AM and 8:00 PM, upon any detached single-family dwelling located outside the CCNSP area. (CCNSP Sec. 3.C.1.b)***

The Enhanced Retail Alternative has been designed so no detached single-family residence located outside the CCNSP area will be in shadow for more than two hours, between 8:00 AM and 8:00 PM during any season of the year, as confirmed by the analysis in the Subsequent EIR. During the winter solstice when the greatest extent of shading will occur, no single-family area located outside the CCNSP area will experience more than one hour of new shading by the Enhanced Retail Alternative.

3) ***Sufficient provisions have been made, if necessary, to assure the installation of a continuous Pedestrian Corridor in accordance with the provisions of CCNSP Section 10 and as shown on the Map. (CCNSP Sec. 3.C.1.c)***

The Enhanced Retail Alternative is designed to emphasize pedestrian connections, as addressed in the CCNSP, and is designed to connect to the Pedestrian Corridor established by the 2000 Avenue of the Stars project, which is located immediately south across Constellation Boulevard from the Project Site. A pedestrian walkway would be constructed along both the northern and eastern perimeter of the Enhanced Retail Alternative's parking structure, consistent with the description of mid-block pedestrian pathways and Figure 1 in the CCNSP. While the pedestrian walkway on the eastern perimeter of the Enhanced Retail Alternative's parking structure is required under the CCNSP, the mid-block pedestrian pathway along the northern perimeter of the Enhanced Retail Alternative's parking structure would be provided as an additional public amenity, which would further the CCNSP's goals of providing pedestrian connectivity within Century City. Further, the Enhanced Retail Alternative would not impede the construction of a future pedestrian crossing across Constellation Boulevard, consistent with CCNSP Section 10. Thus, the Enhanced Retail Alternative would provide a pedestrian-friendly environment and be in conformance with the CCNSP's implementation of the Pedestrian Corridor.

4) ***Sufficient provisions have been made, if necessary, to assure the installation of Pedestrian Crossings in accordance with the provisions of CCNSP Section 10 and as shown on the Map. (CCNSP Sec. 3.C.1.d)***

The design of the Enhanced Retail Alternative will emphasize pedestrian connections, as addressed in the CCNSP, and will be designed to connect to the Pedestrian Corridor. The Enhanced Retail Alternative will not impede the construction of a future pedestrian crossing across Constellation Boulevard.

5) ***The Project has been designed in a manner which adequately screens ventilation, heating and air conditioning ducts, tubes, equipment and other related appurtenances from the view of pedestrians, motorists and occupants of adjacent buildings. (CCNSP Sec. 3.C.1.e)***

The Enhanced Retail Alternative has been designed to screen all ventilation, heating, and air conditioning ducts, tubes, and other such related appurtenances from the line of sight of pedestrians, motorists, and occupants of adjacent buildings. The Enhanced Retail Alternative will include a two-story central plant to be located to the north of the Enhanced Retail Alternative's parking structure. All on-site electrical distribution infrastructure will be underground.

6) ***The facade of the parking building has been designed to be compatible in architectural character with its principal building and with adjacent existing office, commercial or residential buildings. (CCNSP Sec. 3.C.1.f)***

The Enhanced Retail Alternative's parking structure consists of three subterranean and two above ground parking levels. The parking structure's facades will be designed to be architecturally compatible with the tower and adjacent ancillary creative office space and ancillary retail buildings. The parking structure will be largely screened from view on Constellation Boulevard and Avenue of the Stars due to the intervening office tower, Transit Plaza, and creative office buildings that will front those streets. The Enhanced Retail Alternative will also provide an approximately 2.14 acre (approximately 93,000 square feet) park-like open space on the roof of the Enhanced Retail Alternative's parking structure, comprised of gardens, seating areas, pedestrian walkways, and landscaping.

7) ***Consideration has been given by the City Planning Commission to impacts generated by the Project on the vehicular circulation system within the Specific Plan Area and on the sections of Pico, Olympic and Santa Monica Boulevards between one mile easterly and one mile westerly of the boundaries of the Specific Plan Area, including specifically the impacts at those intersections serving the Specific Plan Area at Pico, Olympic and Santa Monica Boulevards, and that mitigation measures, if any, were given due consideration. Such consideration of impacts and mitigation measures shall include, but not be limited to, forecasts of potential traffic from: (1) all Projects within the Specific Plan Area and the area governed by the Century City South Specific Plan for which building permits have been issued, but which have not yet been constructed and (2) all allowable future development permitted under the densities and uses set forth for said areas. These forecasts shall be based on the Trip generation factors contained in the definition of CATGP. Said consideration of impacts and mitigation measures shall be made in writing or reduced to writing and shall be a part of the Project Permit file. (CCNSP Sec. 3.C.1.g)***

The Subsequent EIR includes a comprehensive Transportation Study which was prepared in accordance with the guidelines set forth by the Los Angeles Department of Transportation. The traffic analysis and related documentation in the Transportation Study is contained in the Subsequent EIR and is included in the Enhanced Retail Alternative's file. The cumulative traffic impacts analysis in the Subsequent EIR takes into account all "past, present and probable future" projects in the CCNSP area and surrounding areas into account, in accordance with CEQA Guidelines Sec. 15130(b)(1)(A). These projects include (1) all projects within the Century City North and Century City South Specific Plan Areas for which building permits have been issued but which have not yet been constructed, and (2) all allowable future development that has been permitted by the City under the densities and uses set forth for the Century City North and Century City South Specific Plan Areas, consistent with CCNSP Sec. 3.C.1.g.

Based on the analysis in the Transportation Study, Chapter 3.0 of the Final Subsequent EIR found that under the Empirical Rate analysis in 2015, six study intersections could be significantly impacted by the Enhanced Retail Alternative when compared to impacts of the Approved Project, and that ten study intersections could be significantly impacted when compared to existing conditions. Although construction is expected to be completed by 2015, it is possible that the Enhanced Retail Alternative will not be built until as late as 2021 as contemplated under the proposed amendment to the Development Agreement. Accordingly, the analysis also examined the potential impacts of the Enhanced Retail Alternative under this extended time horizon, and it identified the same number of

intersections could be impacted as under the Project buildout in 2015. With mitigation proposed as part of the Enhanced Retail Alternative, however, impacts at all identified intersections would be reduced below the applicable thresholds of significance under both the 2015 buildout scenario and the 2021 buildout scenario. It is also important to note that none of the intersections with pre-mitigation impacts are within the boundaries of the CCNSP, although several are intersections along Pico, Olympic, and Santa Monica Boulevards within one mile easterly or westerly of the boundaries of the CCNSP. With implementation of mitigation measures, no study intersections would be significantly impacted using the Empirical Rate analysis under either the 2015 buildout scenario or the 2021 buildout scenario.

Using the Economy Adjustment Rate in 2015, Chapter 3.0 of the Final Subsequent EIR identified six study intersections that could be significantly impacted by the Enhanced Retail Alternative, prior to mitigation, as compared to the Approved Project, and ten study intersections that could be significantly impacted by the Enhanced Retail Alternative, prior to mitigation, as compared to existing conditions. If the Enhanced Retail Alternative buildout occurs in 2021, the analysis identifies six study intersections that could be significantly impacted, prior to mitigation, as compared to the Approved Project, and 11 study intersections that could be significantly impacted, prior to mitigation, as compared to existing conditions. The proposed transportation improvements under the Enhanced Retail Alternative's mitigation program would reduce impacts at all identified intersections below the applicable thresholds of significance under both the 2015 buildout scenario and the 2021 buildout scenario. It is also important to note that none of the intersections with pre-mitigation impacts are within the boundaries of the CCNSP, although several are intersections along Pico, Olympic, and Santa Monica Boulevards within one mile easterly or westerly of the boundaries of the CCNSP. With implementation of mitigation measures, no study intersections would be significantly impacted as a result of the Enhanced Retail Alternative under the Economy Adjustment analysis under either the 2015 buildout scenario or the 2021 buildout scenario.

Using the Published ITE Rates in 2015, Chapter 3.0 of the Final Subsequent EIR identified 18 study intersections that could be significantly impacted by the Enhanced Retail Alternative, prior to mitigation, as compared to the Approved Project, and 25 study intersections that could be significantly impacted by the Enhanced Retail Alternative, prior to mitigation, as compared to existing conditions. If the Enhanced Retail Alternative buildout occurs in 2021, the analysis identifies 19 study intersections that could be significantly impacted, prior to mitigation, as compared to the Approved Project, and 24 study intersections that could be significantly impacted in 2021, prior to mitigation, as compared to existing conditions. One of the impacted intersections is within the boundaries of the CCNSP (Century Park East and Olympic Boulevard), and several other intersections along Pico, Olympic, and Santa Monica Boulevards are within one mile easterly or westerly of the boundaries of the CCNSP. For the 2015 buildout scenario, the proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate impacts at 17 of the 18 identified intersections below the applicable thresholds of significance as compared to the Approved Project. The proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate impacts at 24 of the 25 identified intersections below the applicable thresholds of significance as compared to existing conditions. The one intersection that would remain significantly impacted under both scenarios, Beverwil Drive and Pico Boulevard, is outside the boundaries of the CCNSP but within one mile easterly of the boundaries of the CCNSP. For the 2021 buildout scenario, the proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate impacts at 18 of the 19 identified intersections below the applicable thresholds of significance as compared to the Approved Project. The proposed transportation improvements under the Enhanced Retail Alternative's mitigation program are expected to mitigate impacts at 22 of the 24 identified intersections below the applicable thresholds of significance as compared to existing conditions. The intersection of Beverwil Drive and Pico Boulevard would be significantly impacted as compared to both the Approved Project and to existing conditions, and while this intersection is outside

the boundaries of the CCNSP, it is within one mile easterly of the boundaries of the CCNSP. The other impacted intersection, at Century Park East and Santa Monica Boulevard, would only be impacted as compared to existing conditions and is within the boundaries of the CCNSP. Thus, with the implementation of the proposed mitigation program under the Published Rates analysis, a significant and unavoidable impact to traffic and circulation would remain. One intersection would remain significantly impacted under the 2015 buildout scenario, and two intersections would remain significantly impacted under the 2021 buildout scenario.

Therefore, the Enhanced Retail Alternative's impacts on the vehicular circulation system within the Specific Plan Area and on the sections of Pico, Olympic and Santa Monica Boulevards between one mile easterly and one mile westerly of the boundaries of the Specific Plan Area, have been given due consideration, along with all applicable and feasible mitigation measures.

8) ***Adequate sewers and similar public utilities, facilities and services, other than those considered pursuant to Section C.1.g, exist or will exist to service the intensity and design of the proposed Project and other development in the CCNSP Area (CCNSP Sec. 3.C.1.h)***

Wastewater: Wastewater treatment services will be provided to the Enhanced Retail Alternative by the City of Los Angeles Department of Public Works. Any wastewater generated on the Project Site will be treated at the Hyperion Treatment Plant ("HTP"), which has adequate capacity to accommodate the estimated wastewater generated by the Enhanced Retail Alternative. The Enhanced Retail Alternative would require connections to existing 24-inch sanitary sewer line in Constellation Boulevard via an existing eight-inch lateral, to the 18-inch sanitary sewer line in Constellation Boulevard via an existing eight-inch sanitary sewer lateral. The Enhanced Retail Alternative would also connect to an existing ten-inch sanitary sewer line in Avenue of the Stars via a new eight-inch sanitary sewer line. The design of the Enhanced Retail Alternative's on-site sewer improvements and connections to off-site facilities will be developed by a registered engineer and reviewed by the Los Angeles Department of Public Works prior to the issuance of building permits.

Stormwater: The Subsequent EIR studied stormwater treatment and found that existing storm drains have adequate capacity to absorb the stormwater runoff from the site. In addition, the Enhanced Retail Alternative will incorporate stormwater collection systems for reuse on the site, as well as filtration systems for water released into the City's stormwater system. The Enhanced Retail Alternative will also incorporate drainage features that will appropriately accommodate, treat, and convey anticipated stormwater flows in accordance with SUSMP and LARWQCB requirements.

Water Supply: Water supply will be provided to the Project Site by the City of Los Angeles Department of Water and Power ("LADWP"). The LADWP prepared a Water Supply Assessment in accordance with California State Water Code Sections 10910-10915. The Modified Project is estimated to increase total water demand by approximately 147 acre-feet annually. The Water Supply Assessment found that adequate water supplies will be available to meet the Modified Project's water demand during normal, single-dry, and multiple-dry water years, in addition to the existing and planned future demands on the LADWP. The LADWP Board approved the Modified Project's Water Supply Assessment on January 3, 2012. The Final Subsequent EIR found that the Enhanced Retail Alternative would increase total water demand by approximately 145 acre-feet annually, which is less than the 147-acre feet demand projected for the Modified Project. Therefore, the Enhanced Retail Alternative's water demand would be within the scope of the Water Supply Assessment approved for the Modified Project, and adequate water supplies will be available to meet the Enhanced Retail Alternative's water demand during normal, single-dry, and multiple-dry years, in addition to the existing and planned future demands on the LADWP. The construction of the proposed Project will include all necessary on- and off-site improvements and

connections to adequately link the Project to the existing City water system under the surrounding streets.

Solid Waste: Solid waste generated on-site during operation of the Enhanced Retail Alternative will be collected and transported by a private contractor. Site-generated solid waste will be disposed of at one or more of the Class III landfills located within Los Angeles County, most likely Sunshine Canyon and Chiquita Canyon landfills. During the Enhanced Retail Alternative's construction, the existing partially demolished structures will be fully demolished prior to grading of the site. During demolition and construction, the Enhanced Retail Alternative will ensure that a minimum of 70 percent of construction-related solid waste that can be recycled is diverted from the waste stream for recycling or reuse. Any remaining solid waste generated by demolition or construction will be accommodated by existing landfills in Los Angeles County.

Electricity and Natural Gas: The Project Site currently has electricity transmission provided and maintained by LADWP. Natural gas is provided to the Project Site by the Southern California Gas Company ("SCGC"). The Enhanced Retail Alternative-related annual electricity demand is within the anticipated service capabilities of LADWP and would not adversely affect LADWP's renewable energy resource supplies, and the consumption of natural gas associated with the Enhanced Retail Alternative is within the service capabilities of SCGC.

9) ***Sufficient provisions have been made to assure the installation of any on-site or off site improvements deemed necessary by the City Engineer to accommodate any cumulative impacts generated by the Project on existing sewers or other similar public utilities, facilities and services, other than those considered pursuant to CCNSP Section 3.C.1.g. (CCNSP Sec. 3.C.1.i)***

See 8(a)8 above.

10) ***The project incorporates mitigation measures, monitoring measures when necessary, or alternative identified in the environmental review which would mitigate the negative environmental effects of the project, to the extent physically feasible.***

The Subsequent EIR analyzes the potential environmental impacts that could result from the construction and operation of the Enhanced Retail Alternative. The Subsequent EIR identifies project design features and mitigation measures, monitoring measures when necessary, and alternatives that mitigate the environmental effects of the Enhanced Retail Alternative to the extent physically feasible. For any unavoidable significant adverse impacts identified in the EIR cannot be mitigated below a level of significance, a Statement of Overriding Considerations will have to be adopted prior to approval of the Enhanced Retail Alternative.

Additionally, some aspects of the Enhanced Retail Alternative's design are subject to existing City ordinances, such as the Sewer Ordinance, Grading Ordinance, Water Conservation Ordinance, Landscape Ordinance, and the Flood Plain Management Specific Plan, These other ordinances are specifically intended to mitigate potential impacts for all projects.

10. **Site Plan Review Findings**

Pursuant to Section 11.5.7.C.4(f) of the Los Angeles Municipal Code, the Director of the Department of City Planning has determined that Site Plan Review Regulations are not applicable to the Enhanced Retail Alternative due to the fact that similar project site planning regulations and environmental review requirements are already a consideration as part of the Project Permit Compliance Regulations of the Century City North Specific Plan (see Section 3.C of the Century City North Specific Plan). Section 11.5.7.C.4(f) of the Los Angeles Municipal Code states: "Project review pursuant to the Site Plan Review regulations in Section 16.05 shall not be required for projects in those specific plan areas,

as determined by the Director, where similar project site planning regulations are established by the specific plan and significant project environmental impacts, if any, are mitigated by the measures imposed in the Project Permit Compliance." Because the Enhanced Retail Alternative is located in a specific plan area with project site planning regulations established by the specific plan, and because significant environmental impacts of the Enhanced Retail Alternative are mitigated by measures imposed through the Project Permit Compliance and CEQA review process, an exemption from Site Plan Review is warranted.

11. **Development Agreement Findings pursuant to Government Code Section 65864.**

a. State Government Code Sections 65864 through 65869.5 authorize municipalities to enter into binding development agreements with persons having legal or equitable interest in real property for the development of such property.

b. The City of Los Angeles ("City") has adopted rules and regulations establishing procedures and requirements for consideration of development agreements under Citywide Development Agreement Procedures (CF 85-2313-S3). In addition, on November 19, 1992, the City Planning Commission adopted new guidelines for the processing of development agreement applications (CPC No. 86-404 MSC).

c. The Applicant has requested that the City consider a first amendment to the existing Development Agreement effective September 16, 2009, by and between the City and Century City Realty, LLC (CPC-2009-817-DA / Council File 09-1164) recorded in the Official Records of Los Angeles County, California as Instrument No. 20091429410 on September 18, 2009, after adoption by the Los Angeles City Council as Ordinance No. 180,765 on June 23, 2009, effective on August 16, 2009. The development agreement amendment process was initiated by the Applicant, and all proceedings have been taken in accordance with the City's adopted procedures and requirements.

d. Pursuant to Section 65867.5 of the Government Code, the proposed First Amendment to Development Agreement is consistent with the objectives, policies, and programs specified in the City of Los Angeles General Plan, including the West Los Angeles Community Plan, which is part of the General Plan. The Enhanced Retail Alternative complies with the applicable provisions of the Community Plan identifying and describing the Century City Regional Commercial Center. The Enhanced Retail Alternative complies with the applicable provisions of the West Los Angeles Transportation and Mitigation Plan ("WLA TIMP") and the Los Angeles Municipal Code ("LAMC"). If selected discretionary approvals are granted, the Enhanced Retail Alternative will comply with the applicable provisions of the Century City North Specific Plan ("CCNSP").

1) The Enhanced Retail Alternative will promote economic development and growth by building approximately 710,338 square feet of new professional and creative office space in Century City's commercial core.

2) The Enhanced Retail Alternative will include a Transit Plaza and Mobility Hub that will provide access to alternative forms of transportation, bicycle rentals and smart transit information. The Transit Plaza will also be designed to accommodate a potential portal for the Westside Subway Extension's Century City station, encouraging use of mass transit in the City.

3) The Enhanced Retail Alternative will provide substantial open space, including an approximately 2.14-acre (approximately 93,000 square feet) landscaped, park-like open space on the roof of the Enhanced Retail Alternative's parking garage that shall be open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations, and a public Transit Plaza at the northeasterly corner of Avenue of the Stars and Constellation Boulevard.

e. The proposed First Amendment to Development Agreement will not be detrimental to the public health, safety and general welfare. Approval of the First Amendment to Development Agreement will promote the public health, safety, and general welfare by promoting economic growth, by conserving resources and promoting "green" building, and by potentially increasing ridership of the City's mass transit system. In addition, the First Amendment to Development Agreement includes provisions which specifically permit application to the Enhanced Retail Alternative of rules and regulations as necessary to protect public health and safety.

f. The proposed First Amendment to Development Agreement vests the Applicant's rights to develop the property as will be delineated in the Subsequent Environmental Impact Report and the discretionary approvals requested concurrently herewith. The proposed First Amendment to the Development Agreement will promote the orderly development of the Project Site in accordance with good land use practice. As discussed above, the Enhanced Retail Alternative is consistent with the applicable policies and provisions of the General Plan, the West Los Angeles Community Plan, the WLA TIMP, the CCNSP, and the LAMC.

The proposed First Amendment to Development Agreement provides assurances that the Enhanced Retail Alternative will proceed in accordance with all applicable rules, regulations, and conditions, and strengthens the public planning process by encouraging private participation in comprehensive planning and reducing the economic costs of development to the Applicant and the public. The proposed First Amendment to Development Agreement provides assurance of a comprehensive development plan that is consistent with all applicable provisions of the LAMC, the General Plan, the Specific Plan, the WLA TIMP, and the CCNSP, and that therefore is consistent with good land use practice.

g. The proposed First Amendment to Development Agreement complies in form and substance with all applicable City and State regulations governing development agreements.

h. The proposed First Amendment to Development Agreement will provide public benefits not otherwise obtainable, and for which no nexus exists under the Enhanced Retail Alternative's forthcoming environmental clearance, that will benefit the surrounding residents of the site and the City as a whole.

i. Based upon the above findings, the proposed First Amendment to Development Agreement is deemed consistent with public necessity, convenience, general welfare and good zoning practice.

12. **CEQA FINDINGS**

THE SUBSEQUENT ENVIRONMENTAL IMPACT REPORT

Serving as Lead Agency, the Los Angeles Department of City Planning reviewed the Initial Study prepared for the Modified Project and determined that the Project required a Subsequent Environmental Impact Report ("EIR"). The California Environmental Quality Act ("CEQA") requires lead agencies to prepare subsequent EIRs when "[s]ubstantial changes are proposed in the project which will require major revisions of the environmental impact report." (Pub. Res. Code, § 21166(a).) Likewise, the CEQA Guidelines provide that "[w]hen an EIR has been certified...for a project, no subsequent EIR shall be prepared for that project unless the lead agency determines, on the basis of substantial evidence in the light of the whole record...[that] [s]ubstantial changes are proposed in the project which will require major revisions of the previous EIR...due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects." (CEQA Guidelines, § 15162(a).) Here, the Lead Agency determined that a subsequent EIR is warranted because the Applicant has proposed changes to the Approved Project which would result in the construction of a 37-story office tower and other associated uses and which require major revisions to the previously certified EIR for the Approved Project. In addition, other factors listed in Public Resources Code section 21166 and

CEQA Guidelines section 15162 are relevant here, including new information regarding potential project impacts and substantial changes in the circumstances under which the Modified Project will be undertaken that may affect the previous analysis of environmental effects for the Approved Project.

In compliance with CEQA Section 21080.4, a Notice of Preparation ("NOP") was prepared by the City of Los Angeles Department of City Planning ("Planning Department") and distributed for public comment to the State Clearinghouse, Office of Planning and Research, responsible agencies, and other interested parties on June 28, 2011. The Initial Study attached to the NOP identified those environmental topics for which the proposed Modified Project could have adverse environmental effects and concluded that a Subsequent EIR would need to be prepared to document these effects. A Copy of the NOP and Initial Study, the NOP distribution list, and responses to the NOP received by the City are included in the City's files. The City held a public scoping meeting on July 13, 2011, to present the proposed Modified Project and to solicit input from interested individuals regarding environmental issues that should be addressed in the Subsequent EIR.

The Draft Subsequent EIR, including analyses of environmental issues raised during the public scoping process, was submitted to the State Clearinghouse, Office of Planning and Research, and circulated for a 46-day public review from March 14, 2013, to April 29, 2013. The Draft Subsequent EIR evaluated in detail the potential environmental effects of the proposed Modified Project. It also analyzed the effects of a reasonable range of eight alternatives to the proposed Modified Project, including potential effects of a "No Project/No Build" alternative. Following the close of the public review period, written responses were prepared to the comments received on the Draft Subsequent EIR. The comments on the Draft Subsequent EIR and the responses to those comments are included within the Final Subsequent EIR. The Final Subsequent EIR also presented a new alternative (Alternative 9 – Enhanced Retail Alternative), which was prepared during the EIR process based on public comments and input from the Planning Department concerning the desire to promote pedestrian opportunities around the Modified Project's proposed Transit Plaza. A duly noticed public hearing on the Final Subsequent EIR was held by a Hearing Officer for the City Planning Commission, on November 15, 2013. At its duly noticed public hearing held on June 12, 2014, the City Planning Commission approved the Enhanced Retail Alternative with slight modifications. As discussed below, the changes required through the Enhanced Retail Alternative would lessen significant environmental effects of the Modified Project identified in the Final Subsequent EIR.

The documents and other materials that constitute the record of proceedings on which the City of Los Angeles' CEQA findings are based are located at the Department of City Planning, Environmental Review Section, 200 North Main Street, Room 750, Los Angeles California 90012. This information is provided in compliance with CEQA Section 21081.6 (a)(2).

FINDINGS REQUIRED UNDER CEQA

Section 21081 of the California Public Resources Code and Section 15091 of the CEQA Guidelines require a public agency, prior to approving a Project, to identify significant impacts of the Project and make one or more of three possible findings for each of the significant impacts.

- The first possible finding is that "[c]hanges or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effect as identified in the final EIR." (State CEQA Guidelines, § 15091, subd. (a)(1))
- The second possible finding is that "[s]uch changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency." (State CEQA Guidelines, § 15091, subd. (a)(2))
- The third possible finding is that "[s]pecific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the final EIR." (State CEQA Guidelines, § 15091, subd. (a)(3))

The findings reported in the following pages incorporate the facts and discussions of the environmental impacts that are found to be significant or potentially significant in the Final Subsequent EIR for the Modified Project as fully set forth therein. Although Section 15091 of the CEQA Guidelines does not require findings to address environmental impacts that an EIR identifies as merely "potentially significant," these findings will nevertheless fully account for all such effects identified in the Final Subsequent EIR. For each of the significant impacts associated with the Modified Project, either before or after mitigation, the following sections are provided:

Description of Significant Effects – A specific description of the environmental effects identified in the Subsequent EIR, including a judgment regarding the significance of the impact.

Mitigation Measures – Identified Mitigation Measures or actions that are required as part of the Modified Project (numbering of the Mitigation Measures corresponds to the Draft Subsequent EIR and the Corrections and Additions section of the Final Subsequent EIR).

Finding – One or more of three specific findings in direct response to CEQA Section 21081 and CEQA Guidelines Section 15091.

Rationale – A summary of the reasons for the finding(s).

Reference – A notation on the specific section in the Final Subsequent EIR, which includes the evidence and discussion of the identified impact.

A. Impacts Determined in the Initial Study Not to Be Significant

The City of Los Angeles Planning Department prepared an Initial Study for the Modified Project, in which it determined that the proposed Modified Project would not have the potential to cause significant impacts in the following areas: Agriculture and Forestry Resources, Biological Resources, Cultural Resources, Mineral Resources, and Parks and Recreation. Therefore, these issue areas were not further examined in this Subsequent EIR. The Enhanced Retail Alternative would also not have the potential to cause significant impacts in these issue areas. The rationale for the conclusion that no significant impact would occur in each of these issue areas is summarized below:

Agriculture and Forestry Resources

The Project Site is currently developed with an urban use and is located in an urban setting. The surrounding area is developed with commercial, retail, restaurant, and hotel uses. No agricultural uses or related operations exist within the site or surrounding area. The site has not been mapped as Prime Farmland, Unique Farmland, or Farmland of Statewide Importance pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency. The site was previously used for oil production and exploration. Since there are no agricultural uses or related operations on or near the Project Site, the proposed Enhanced Retail Alternative would not involve the conversion of farmland to other uses, either directly or indirectly. As such, the 2006 EIR found that under the Approved Project, no impacts to agricultural land or uses would occur. As compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to agricultural land or uses. Furthermore, as compared to existing conditions, no impacts would occur to agricultural land or uses under the proposed Enhanced Retail Alternative. Therefore, no Mitigation Measures are required.

The Project Site is zoned Commercial, C2-2-O. No agricultural zoning is present in the surrounding area, and no nearby lands are enrolled under the Williamson Act and no conflict exists with agricultural zoning of Williamson Act contracts. As such, the 2006 EIR found that under the Approved Project, no impacts to agricultural land or uses would occur. As compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to agricultural land or uses. Furthermore, as compared to existing conditions, no impacts would occur to agricultural land or uses under the proposed Enhanced Retail Alternative. Therefore, no further analysis of this issue is required.

As stated above, the Project Site is zoned Commercial, C2-2-O. Neither the Project Site nor the surrounding area is zoned as forest land, timberland, or Timberland Production. As such, the 2006 EIR found that under the Approved Project, no impacts to forest land, timberland, or Timberland Production would occur. As compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to forest land, timberland, or Timberland Production. Furthermore, as compared to existing conditions, no impacts to forest land, timberland, or Timberland Production would occur under the proposed Enhanced Retail Alternative. Therefore, no further analysis of this issue is required.

The Project Site is located in a high-density urban setting. No forest or timberland exists on the Project Site or in the surrounding area; thus, development of the Project Site would not result in the loss of forest land or the conversion of forest land to non-forest use. As such, the 2006 EIR found that under the Approved Project, no impacts to forest land would occur. As compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to forest land. Furthermore, as compared to existing conditions, no impacts to forest land would occur under the proposed Enhanced Retail Alternative. Therefore, no further analysis of this issue is required.

Biological Resources

Pursuant to the California Department of Fish and Wildlife's (CDFW) Natural Diversity Database (CNDDB), there are no species designated as endangered and/or threatened within a 0.5-mile radius of the Project Site. As the site and its surrounding areas are completely urbanized and the existing vegetation on-site consists of typical non-native landscaping, the potential for endangered or threatened species to be present in the Project area is remote. Removal of the on-site landscaping would have no adverse effect on sensitive or threatened species, as defined by the CDFW or U.S. Fish and Wildlife Service. As such, the 2006 EIR found that under the Approved Project, no impacts would occur related to sensitive or threatened species. As compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to sensitive or threatened species. Furthermore, as compared to existing conditions, no impacts would occur related to sensitive or threatened species under the proposed Enhanced Retail Alternative. Therefore, no further analysis of this issue is required.

The Project Site is not located in or adjacent to a significant ecological area (SEA), as determined by the City of Los Angeles. No riparian habitat or other sensitive natural communities exist on-site. Located within a high-density, high-rise corridor, the Project Site is surrounded by office and commercial buildings in a dense urban landscape. The site does not function as a wildlife corridor, and no bodies of water exist on-site that provide habitat for fish. Additionally, there is no adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan in place for the Project Site. Furthermore, no locally protected biological resources, such as oak trees, exist on the site. The site does not contain any federally protected waters or wetlands as defined by Section 404 of the Clean Water Act.

Based upon these findings, the 2006 EIR found that implementation of the Approved Project would have no impact on riparian habitat or other sensitive natural communities. As compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to riparian habitat or other sensitive natural communities. Furthermore, as compared to existing conditions, no impacts would occur on riparian habitat or other sensitive natural communities under the proposed Enhanced Retail Alternative. Therefore, no further analysis of this issue is required.

Cultural Resources

The Project Site currently consists of disturbed land, asphalt surface parking lots, and various remnant structures. A records search was conducted at the South Central Coastal Information Center of the California Historical Resources Information System, located at the California State University at

Fullerton, on June 8, 2011. It included a review of all recorded historic and prehistoric archaeological sites within a 0.5-mile radius of the Project Site area, as well as a review of known cultural resource survey reports, excavation reports, and historic maps. In addition, the California State Historic Resources Inventory, the National Register of Historic Places (National Register), California Historic Landmarks, and California Points of Historical Interest were examined.

There are no sites within the 0.5-mile radius that are listed on the National Register. The California Register lists 12 properties within the 0.5-mile radius; none are within the boundaries of the Project Site, and the Approved Project and proposed Enhanced Retail Alternative would not physically alter or impact any known historic sites. The Approved Project and proposed Enhanced Retail Alternative would not cause a substantial adverse change to any known historical resources. The 2006 EIR also found that the Approved Project would not cause a substantial adverse change to any known historical resources. As compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to historical resources. Furthermore, as discussed above, when compared to existing conditions, the proposed Enhanced Retail Alternative would not cause a substantial adverse change to any known historical resources. Therefore, no further analysis of this issue is required.

Results of the records search show that one prehistoric archaeological site has been identified within the 0.5-mile radius and five historic archaeological resources are located within the 0.5-mile radius. None of the identified archaeological sites are located within the Project Site. No archaeological isolates have been recorded within the Project Site or the 0.5-mile radius. The soil has already been graded from previous development on site, and the potential for previous unknown subsurface resources to be encountered during site preparation activities is remote. Development of the Approved Project or proposed Enhanced Retail Alternative would, however, require excavation for building foundations, and subsurface disturbance related to the subterranean levels of proposed parking structures. As such, the unanticipated discovery of archaeological resources is possible, albeit unlikely given the prior uses of the Project Site. Both the Approved Project and the proposed Enhanced Retail Alternative include mitigation that would require work to cease in the event that archaeological resources are discovered during excavation, grading, or construction activities until a qualified archaeologist has evaluated the find. With implementation of mitigation (Mitigation Measure CR-1 for the proposed Enhanced Retail Alternative), potential impacts related to the potential presence of archaeological resources would be reduced to less than significant levels for both the Approved Project and the proposed Enhanced Retail Alternative. Therefore, the Approved Project and proposed Enhanced Retail Alternative would not cause a substantial adverse change to archaeological resources. Accordingly, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects of the Approved Project. Furthermore, as compared to existing conditions, no significant impacts would occur. No further analysis is necessary.

As indicated in the Approved Project's 2004 Geotechnical Report for the Project Site, the Project Site is underlain by the following eight geologic formations: Recent Alluvium, Older Alluvium, San Pedro, Pico, Repetto, Modelo, Topanga, and Santa Monica Slate. The San Pedro Formation is encountered beneath the recent and older alluvium that ranges in thickness from 0 to 20 and 30 to 50 feet below ground surface, respectively. While there are no known paleontological resources on the Project Site, any substantial excavations into the older Quaternary Alluvium (approximately 40 feet) could encounter unknown buried paleontological resources. Implementation of the Approved Project and the proposed Enhanced Retail Alternative would require excavation for building foundations, and the subterranean levels of the proposed parking structure would necessitate subsurface disturbance. As such, the unanticipated discovery of paleontological resources is possible. Both the Approved Project and the proposed Enhanced Retail Alternative include mitigation that would require work to cease in the event that paleontological resources are discovered during excavation, grading, or construction activities, until a qualified paleontologist has evaluated the find. Implementation of mitigation (Mitigation Measure CR-2 for the proposed Enhanced Retail Alternative) would reduce potential impacts related to the potential discovery of paleontological resources during construction to a less than significant level for both the Approved Project and the proposed Enhanced Retail Alternative. Therefore, no significant impacts to paleontological resources would result with mitigation incorporated. Accordingly, the proposed Enhanced Retail Alternative would not involve new

significant environmental effects or a substantial increase in the severity of previously identified significant effects of the Approved Project. Furthermore, as compared to existing conditions, no significant impacts would occur. No further analysis is necessary.

No known human remains are present on the Project Site, and there are no facts or evidence to support the idea that Native Americans or any other people are buried on the Project Site. However, ground-disturbing activities associated with the Approved Project or proposed Enhanced Retail Alternative have the potential to disturb previously unknown human remains. In the unlikely event that human remains are encountered during grading for the Approved Project or proposed Enhanced Retail Alternative, the proper authorities would be notified, and standard procedures for the respectful handling of human remains (as outlined in State CEQA Guidelines Section 15064.5[0 during the earthmoving activities would be implemented. Specifically, State Health and Safety Code Section 7050.5 states that no further disturbance shall occur until the County Coroner has made a determination of origin and disposition pursuant to Public Resources Code Section 5097.98. The County Coroner must be notified of the find immediately. If the remains are determined to be Native American, the County Coroner will notify the Native American Heritage Commission, which will determine and notify a Most Likely Descendant. With the permission of the landowner or his/her authorized representative, the Most Likely Descendant may inspect the site of the discovery. The Most Likely Descendant shall complete the inspection within 48 hours of notification by the Native American Heritage Commission. The Most Likely Descendant will have the opportunity to offer recommendations for the disposition of the remains. As such, the 2006 EIR found that for the Approved Project, compliance with existing rules and regulations would reduce potential impacts related to unknown buried human remains to a less than significant level. The proposed Enhanced Retail Alternative also would comply with the same rules and regulations; thus, in comparison to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to unknown buried human remains.

Furthermore, as compared to existing conditions, compliance with existing rules and regulations would reduce the proposed Enhanced Retail Alternative's potential impacts related to unknown buried human remains to a less than significant level. Therefore, no further analysis of this issue is required.

Mineral Resources

The Project Site is currently developed with restaurant and commercial buildings as well as associated paved areas. The Project Site is not located in an area containing significant mineral deposits, as designated by the City of Los Angeles nor is it identified as an existing mineral resource extraction area for the State of California. In addition, the California Geological Survey (CGS) has not classified the Project Site as a Non-Fuel Production area. Although the site was historically used for oil extraction, the oil wells have been abandoned and capped. Therefore, the Project area is not a designated mineral extraction site or a regionally or locally important significant mineral resource area. As such, the 2006 EIR found that Approved Project implementation would not result in impacts associated with the loss or availability of a known mineral resource that would be of value to the region and the residents of the state. Similarly, no significant impacts related to known mineral resources would result from implementation of the proposed Enhanced Retail Alternative. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to mineral resources. Furthermore, as compared to existing conditions, no impacts would occur under the proposed Enhanced Retail Alternative. As such, no further analysis of this issue is necessary.

Parks and Recreation

The Los Angeles CEQA Thresholds Guide indicates that if a project will result in a net increase of 50 or more residential units, the project would adversely impact park services and/or recreation facilities due to the proximity to, or expected usage of, those facilities or services. The 2006 EIR found that the Approved Project would generate a greater demand for parks and recreation due to the permanent increase in residential population. Therefore, the 2006 EIR included mitigation requiring the Applicant to either dedicate 3 acres of parkland per 1,000 residents or provide on-site improvement equivalent in value to the in-lieu fees. With implementation of this mitigation, the 2006 EIR concluded that the

Approved Project's impact to parklands would be less than significant. No new residential uses are proposed as part of the proposed Enhanced Retail Alternative, and no impacts to existing neighborhood or regional parks or other recreational facilities are anticipated. Further, the proposed Enhanced Retail Alternative will provide an approximately 2-acre landscaped area open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations, and a 39,037 square foot public Transit Plaza is proposed for the Project Site, along with new landscaped pedestrian walkways around the entire site. As a result, compared to the Approved Project, no new significant environmental impacts or substantial increase in the severity of previously identified significant effects would occur. Furthermore, as compared to existing conditions, no impacts would occur under the proposed Enhanced Retail Alternative. Therefore, no Mitigation Measures or further evaluation of this issue are required.

B. Impacts Analyzed in the Subsequent EIR and Determined Not to Be Significant

The City of Los Angeles Planning Department required analysis of the following environmental impact areas in the Subsequent EIR: land use, traffic, aesthetics, air quality, climate change, hazards and hazardous materials, hydrology and water quality, noise, population, housing, and employment, public services (fire protection, police protection, public schools and library services), utilities (water supply, wastewater and solid waste), energy (electricity and natural gas), and geology and soils. The following impact areas were concluded to be less than significant.

1. Land Use

a. Land Use Plan Consistency

(1) Southern California Association of Governments Regional Comprehensive Plan

The 2006 EIR concluded that the Approved Project was consistent with the 1994 Regional Comprehensive Plan and Guide, the applicable regional planning document at the time of the 2006 EIR because the Approved Project would have implemented a pattern of development in which new multifamily residences would have been located in close proximity to a larger supply of jobs in and around Century City, such that it would have advanced SCAG's policies regarding jobs/housing balance by potentially reducing the length of commuting trips and not requiring additional infrastructure (e.g., roadways, sewer). The 2008 Regional Comprehensive Plan is applicable to the proposed Enhanced Retail Alternative, and the proposed Enhanced Retail Alternative would be consistent with the objectives and policies of the 2008 Regional Comprehensive Plan. The proposed Enhanced Retail Alternative is infill development in a designated Regional Center and commercial core. Development of a commercial building such as the proposed Enhanced Retail Alternative on an unused, mostly vacant site in Century City would continue to focus development in an established urban center, consistent with SCAG goals and policies. The proposed Enhanced Retail Alternative would also create and add activity to Century City by building a new commercial development on an underutilized site. Both projects would be substantially consistent with the goals and policies of the previously applicable 1994 Regional Comprehensive Plan and Guide and the currently applicable 2008 Regional Comprehensive Plan, and therefore would result in less than significant land use impacts relative to these land use plans. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to the goals and policies of the previously applicable 1994 Regional Comprehensive Plan and Guide and the currently applicable 2008 Regional Comprehensive Plan. Impacts would remain less than significant and no mitigation is required. For the same reasons provided above, potential land use plan consistency impacts of the proposed Enhanced Retail Alternative would be less than significant compared to existing conditions.

(2) City of Los Angeles General Plan

The 2006 EIR concluded that the Approved Project would have been consistent with the goals, objectives, and policies of the City of Los Angeles General Plan. The proposed Enhanced Retail Alternative would also be consistent with the applicable goals, objectives, and policies of the City of Los Angeles General Plan, including the Economic Development Chapter of the Framework Element (by locating higher-intensity development in an identified Regional Center), the Land Use Chapter of

the Framework Element (by encouraging the development of a broad range of uses in a Regional Center), the Housing Chapter (because the development of an underutilized property in the Century City commercial core could reduce pressure for non-residential development in the surrounding neighborhoods), the Open Space and Conservation Chapter (by including significant open space, including a public Transit Plaza and green roof deck on the parking structure), the Urban Form and Neighborhood Design Chapter (by making an investment in high quality urban development of an underutilized property within a major Regional Center, and by creating pedestrian, transit, and open space amenities), and the Transportation Element (by promoting the use of transit by including a Transit Plaza with a Mobility Hub and a potential Century City Westside Subway Extension station portal). Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to General Plan goals and policies. Impacts would remain less than significant and no mitigation is required. For the same reasons provided above, potential land use plan consistency impacts of the proposed Enhanced Retail Alternative would be less than significant compared to existing conditions.

(3) West Los Angeles Community Plan

The 2006 EIR concluded that the Approved Project would have been consistent with the West Los Angeles Community Plan. The proposed Enhanced Retail Alternative would also be consistent with the West Los Angeles Community Plan, which promotes the preservation of existing housing and neighborhoods, because it would not result in the removal of any housing, as the Project Site is mostly vacant in the existing condition, the Project Site is not within an existing single-family residential neighborhood, and the proposed Enhanced Retail Alternative would be compatible in scale to the adjacent office buildings. Accordingly, infill commercial office development on the Project Site would protect other vital resource areas in the City and region from potential encroachment by new commercial office development. The proposed Enhanced Retail Alternative is also consistent with the Community Plan objective of providing additional opportunities for new commercial development within existing commercial areas, because the proposed Enhanced Retail Alternative is providing additional commercial development opportunities on an existing underutilized site within the existing Century City commercial core. The proposed Enhanced Retail Alternative is consistent with the Community Plan objective of reducing vehicular trips and congestion because a Transit Plaza is incorporated into the Project to promote transit use and the Project would incorporate a potential Century City Westside Subway Extension station portal into the Transit Plaza if this location is ultimately selected as the portal site. Within the Transit Plaza, the proposed Enhanced Retail Alternative would also include a Mobility Hub structure to further promote pedestrian activity as well as the use of alternative modes of transportation. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to West Los Angeles Community Plan goals and policies. Impacts would remain less than significant and no mitigation is required. For the same reasons provided above, potential land use plan consistency impacts of the proposed Enhanced Retail Alternative would be less than significant compared to existing conditions.

(4) Century City North Specific Plan

The 2006 EIR concluded that the Approved Project would have been consistent with the Century City North Specific Plan. The proposed Enhanced Retail Alternative would also be consistent with the Century City North Specific Plan. Section 6 of the Century City North Specific Plan limits development within the specific plan area through the assignment of development rights called "Trips" to particular properties. Unlike the Approved Project, the proposed Enhanced Retail Alternative would require the approval of an Alternative Calculation of Trip Generation Factors and/or the acquisition of additional Trips in order to be consistent with the Century City North Specific Plan (Compliance Measure LU-1). The proposed Enhanced Retail Alternative includes a request for an Alternative Calculation of Trip Generation Factors under Specific Plan Section 6. On October 28, 2013, the Los Angeles Department of Transportation recommended approval of an Alternative Calculation of Trip Generation Factors of 4.97 daily trips per 1,000 square feet for the proposed Modified Project. The City finds that this Alternative Calculation of Trip Generation Factors would also apply to the Enhanced Retail Alternative, which contains the same uses as the Modified Project but involves a decrease in office square footage and a slight increase in ancillary retail square footage. If approved, the proposed

Enhanced Retail Alternative would be consistent with all applicable Specific Plan policies, similar to the Approved Project. If the Alternative Calculation of Trip Generation Factors is not approved, compliance with Compliance Measure LU-1, which prohibits the development of the proposed Enhanced Retail Alternative until sufficient Trips are acquired to permit its development under the Specific Plan, would ensure the proposed Enhanced Retail Alternative is consistent with Specific Plan Section 6. In addition, the Enhanced Retail Alternative would be consistent with the following applicable Specific Plan policies, including: (1) compliance with shade/shadow restrictions; (2) provision of a pedestrian walkway; (3) screening of equipment areas; (4) compatible architecture; (5) provision of a traffic analysis for designated intersections; and (6) no exceedance of existing capacity of sewers and other public facilities, similar to the Approved Project. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to Century City North Specific Plan goals and policies. Impacts would remain less than significant and no mitigation is required. For the same reasons provided above, potential land use plan consistency impacts of the proposed Enhanced Retail Alternative would be less than significant compared to existing conditions.

(5) City of Los Angeles Municipal/Planning and Zoning Code

High density multiple-family development is permitted in the C2-2-O zone, as long as it complies with the area, density, parking and other requirements of the R4 zone. Office and ancillary retail uses also are permitted in the C2-2-O zone if they comply with the zone's height, setbacks, parking and other requirements. The Approved Project would have been consistent with applicable policies of the Los Angeles Municipal Code in relation to the allowable size (number of units and floor area), setbacks, open space, and parking requirements of the R4 zone and the proposed Enhanced Retail Alternative would be consistent with the applicable policies of the Los Angeles Municipal Code in relation to height, setbacks, and parking requirements of the C2 zone. Both projects would comply with an irrevocable offer to dedicate land for future street-widening along Constellation Boulevard at Avenue of the Stars, would be consistent with the City's Methane Zone building regulations, and with Los Angeles Municipal Code standards for driveway access, parking stall dimensions, and loading areas. Both projects would be substantially consistent with the policies of the Los Angeles Municipal Code, and therefore would result in less than significant land use impacts relative to the Municipal Code. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to Century City North Specific Plan goals and policies. Impacts would remain less than significant and no mitigation is required. For the same reasons provided above, potential land use plan consistency impacts of the proposed Enhanced Retail Alternative would be less than significant as compared to existing conditions.

(6) Other Plans

Both the Approved Project and the proposed Enhanced Retail Alternative would be substantially consistent with the policies of the Greening of Century City Plan, the policies of the Do Real Planning Guidelines, and the policies of the Walkability Checklist. In addition, the proposed Enhanced Retail Alternative would be substantially consistent with the Citywide Design Guidelines for Commercial Buildings, which are not applicable to the Approved Project. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to consistency with these land use plans. Impacts would remain less than significant and no mitigation is required. For the same reasons provided above, potential land use plan consistency impacts of the proposed Enhanced Retail Alternative would be less than significant as compared to existing conditions.

(7) Conclusion Regarding Land Use Plan Consistency

Therefore, both the Approved Project and the proposed Enhanced Retail Alternative would result in similar, less than significant impacts related to land use plan consistency and the proposed Enhanced Retail Alternative would not have any significant new impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects. The proposed

Enhanced Retail Alternative also would have less than significant impacts related to land use plan consistency as compared to existing conditions.

b. Land Use Compatibility

The Project Site is surrounded by office, hotel, retail, restaurant, hospital, utility, and multifamily residential uses. To the north of the Project Site, and within the same block, are high-rise office buildings, including the 28-story, 1900 Avenue of the Stars building. A parking structure, screened from adjacent roadways, occupies the center of the block, adjacent to the north boundary of the Project site. The 2006 EIR identified the following considerations pertaining to land use compatibility: (i) mixed-use environment, (ii) juxtaposition of land uses, (iii) intensity of development/commercial core, and (iv) pedestrian orientation. The Subsequent EIR identified the same considerations pertaining to land use compatibility.

(1) Mixed-Use Environment

The Approved Project was determined to contribute to the planned mixed-use environment by introducing a high-rise residential land use to the Century City commercial core area. The proposed Enhanced Retail Alternative proposes an office tower with a diversity of supporting uses, is consistent with the commercial core designation of this area of Century City, and would contribute to a mixed-use environment in a designated Regional Center. As a result, the Approved Project and the proposed Enhanced Retail Alternative would result in less than significant impacts concerning land use compatibility with the mixed-use environment. Accordingly, as compared to the Approved Project the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to this issue. For the same reasons provided above, potential land use compatibility impacts of the proposed Enhanced Retail Alternative would be less than significant as compared to existing conditions.

(2) Juxtaposition of Land Uses

The Approved Project was a residential land use that the 2006 EIR found would not cause an impediment to the enjoyment and operation of the existing commercial uses in the area. The proposed Enhanced Retail Alternative proposes an office tower with a diversity of supporting uses, and would be compatible with the existing surrounding, mostly high-rise office uses and an urban lifestyle because it preserves the existing office community in Century City and maintains a pedestrian-oriented environment through its open spaces, landscaping, and pedestrian-serving ancillary retail uses. As a result, the Approved Project and the proposed Enhanced Retail Alternative would result in less than significant impacts concerning land use compatibility with regard to juxtaposition of adjacent land uses. Accordingly, as compared to the Approved Project the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to this issue. For the same reasons provided above, potential land use compatibility impacts of the proposed Enhanced Retail Alternative would be less than significant as compared to existing conditions.

(3) Intensity of Development/Commercial Core

The intensity of the Approved Project was found in the 2006 EIR to be consistent with the land use intensity of adjacent and nearby land uses. The proposed Enhanced Retail Alternative's scale (including activity level, height of buildings, and dominance of site) and use would be similar to the other existing office uses in the vicinity of the Project Site. As a result, the Approved Project and the proposed Enhanced Retail Alternative would result in less than significant land use compatibility impacts with regard to the intensity of development. Accordingly, as compared to the Approved Project the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to this issue. For the same reasons provided above, potential land use compatibility impacts of the proposed Enhanced Retail Alternative would be less than significant as compared to existing conditions.

(4) Pedestrian Orientation

The Approved Project was found in the 2006 EIR to be consistent with the pedestrian orientation of Century City because it included upgraded landscaping along the public streets and sidewalk and public open space at the corner of Avenue of the Stars and Constellation Boulevard. The proposed Enhanced Retail Alternative is also consistent with the pedestrian orientation of Century City because it maintains pedestrian-oriented environments through its open spaces and landscaping. A pedestrian walkway also would be constructed along the northern and eastern perimeter of the proposed parking structure, consistent with the description of mid-block pedestrian pathways in the Century City North Specific Plan. Further, the proposed Enhanced Retail Alternative would provide a public 39,037 square foot Transit Plaza accessible to pedestrians from the street-front with retail amenities surrounding the Plaza, and a landscaped green roof deck on the parking structure which would be open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations. As a result, the Approved Project and the proposed Enhanced Retail Alternative would result in less than significant land use compatibility impacts with regard to pedestrian orientation. Accordingly, as compared to the Approved Project the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to this issue. For the same reasons provided above, potential land use compatibility impacts of the proposed Enhanced Retail Alternative would be less than significant as compared to existing conditions.

(5) Conclusion Regarding Land Use Compatibility

In summary, both the Approved Project and the proposed Enhanced Retail Alternative would result in a less than significant land use compatibility impact, and as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to land use compatibility. Impacts would remain less than significant and no mitigation is required. The proposed Enhanced Retail Alternative also would have less than significant land use compatibility impacts compared to existing conditions.

c. 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the term of the Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impacts related to land use would not change. Century City is a highly urbanized area characterized by distinctive high- and mid-rise buildings. Century City's valued aesthetic image is tied to its modern high-rise towers, distinctive skyline, landscaping, and broad avenues. The proposed Enhanced Retail Alternative would continue to contribute to and would not impede these characteristics in 2021. Impacts would remain less than significant and no mitigation is required.

d. Cumulative Impacts

The 2006 EIR found that the Approved Project would result in less than significant cumulative impacts related to land use. Based on the information available regarding the 2006 related projects, it was found to be reasonable to assume that the projects under consideration would implement and support important local and regional planning goals and policies and that any new project would be subject to the project permit approval process under the Century City North Specific Plan and would incorporate any Mitigation Measures necessary to reduce potential land use impacts to a less than significant level. Therefore, the 2006 EIR concluded that the Approved Project, in combination with the related projects that would be constructed in the Project Site vicinity, would not result in any cumulative considerable impacts related to land use. The proposed Enhanced Retail Alternative is concluded to have substantially the same impacts as the Approved Project with regard to land use. Therefore, when compared to the cumulative impacts of the Approved Project, cumulative impacts of the proposed Enhanced Retail Alternative would be substantially the same as the Approved Project. All potential cumulative impacts related to land use associated with implementation of the Approved Project and the proposed Enhanced Retail Alternative would be less than significant. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to land use. For similar reasons, the proposed Enhanced Retail Alternative would not combine with any of the related past, present or reasonably

foreseeable future projects to create a cumulatively significant land use impact, and cumulative impacts would be less than significant.

e. Project Design Features, Compliance Measures, and Mitigation Measures

There is one Compliance Measure for the proposed Enhanced Retail Alternative that is applicable to land use.

Compliance Measure LU-1 Compliance with CCNSP. To ensure consistency with Century City North Specific Plan Sections 3(C)(2)-(4), the proposed Enhanced Retail Alternative shall have sufficient Trips under the Specific Plan to be developed.

The proposed Enhanced Retail Alternative would not result in potentially significant impacts related to land use; therefore, no mitigation is required.

2. Traffic

a. Construction Impacts

Construction for both the Approved Project and the proposed Enhanced Retail Alternative would generate traffic from construction worker travel, as well as the arrival and departure of trucks delivering construction materials to the site and the hauling of debris and exported soils generated by on-site demolition and excavation activities. The majority of the construction workers for the Approved Project and the proposed Enhanced Retail Alternative would arrive at and depart from the Project Site during off-peak hours (i.e., arrive prior to 7:00 a.m. and depart prior to 4:00 p.m.). In addition, hauling activities also would be limited to the hours of 8:30 a.m. to 4:30 p.m., Monday through Saturday and would not occur on holidays. Given the off-peak nature of construction worker traffic and haul trips, construction impacts to the local roadway network as well as the freeway mainline and on/off ramps would be substantially the same impacts as the Approved Project, which would be less than significant for both projects. Therefore, the proposed Enhanced Retail Alternative would not have any significant new impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects.

For both the Approved Project and proposed Enhanced Retail Alternative, installation of proposed landscaping along Avenue of the Stars may require the temporary relocation of a bus stop. However, even if temporary relocation of the bus stop were to be required, it would not be relocated to more than one-quarter mile from its existing location and access to transit in the project vicinity would be maintained throughout construction. Further, neither construction of the Approved Project nor construction of the proposed Enhanced Retail Alternative would result in a substantial loss of on-street parking such that the parking needs of the project area would not be met. Accordingly, the proposed Enhanced Retail Alternative is concluded to have substantially the same impacts as the Approved Project and impacts for both projects would be less than significant. Therefore, the proposed Enhanced Retail Alternative would not have any significant new impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects.

Temporary lane closures and sidewalk closures could reduce travel times for vehicles and pedestrians during construction of both the Approved Project and proposed Enhanced Retail Alternative. A Construction Management Plan and a Construction Staging and Traffic Management Plan would be prepared for both the Approved Project and the proposed Enhanced Retail Alternative to ensure that emergency vehicles would be able to navigate through streets adjacent to the Project Site that may experience congestion due to construction activities. Further, if a partial street closure were to be required, notice would be provided to the Los Angeles Police Department, and flag persons would be used to facilitate the traffic flow until construction is complete. With implementation of the Construction Staging and Traffic Management Plan, traffic impacts during construction would be less than significant for both Projects. Accordingly, construction of the Approved Project and the proposed Enhanced Retail Alternative would have similar, less than significant impacts and the proposed Enhanced Retail Alternative would not have any significant new impacts nor would it increase the severity of any previously identified significant effects.

b. Operational Impacts

In order to ensure that the proposed Modified Project's impacts were conservatively analyzed, the traffic study included three different analysis scenarios. First, the traffic report analyzed an empirical trip rate that reflects the actual project traffic generation based on studies of existing, similar nearby projects (Empirical Rate). In order to present a conservative analysis, the appendix to the traffic report also analyzed an alternative trip generation rate for the proposed Modified Project that includes an adjustment factor for the current level of regional economic activity (Economy Adjustment Rate). Lastly, in order to present a conservative analysis, a trip generation rate also was developed for the proposed Modified Project based on published trip generation rates from the Institute of Transportation Engineers (ITE) and the City of Los Angeles (Published Rates). These trip rate scenarios were applied to the Enhanced Retail Alternative in Chapter 3.0 of the Final Subsequent EIR.

The 2006 EIR projected that the Approved Project would generate a gross total of 2,019 daily trips, 164 morning peak-hour trips, and 184 afternoon peak-hour trips. The Approved Project was found to have no significant intersection impacts. In comparison, using the Empirical Rate, the proposed Modified Project is forecast to generate approximately 3,404 trips during a typical weekday, including 414 additional morning peak-hour trips and 370 additional afternoon peak-hour trips. The Enhanced Retail Alternative is forecast to generate approximately 3,332 trips during a typical weekday using the Empirical Rate, including approximately 405 additional morning peak-hour trips and approximately 362 afternoon peak-hour trips. Using the Economy Adjustment Rate, the proposed Modified Project is forecast to generate 3,607 trips on a typical weekday, consisting of 435 additional morning peak-hour trips and 392 additional afternoon peak-hour trips. The Enhanced Retail Alternative is forecast to generate approximately 3,531 trips during a typical weekday using the Economy Adjustment Rate, including approximately 426 morning peak-hour trips and approximately 384 afternoon peak-hour trips. Using the Published Rates, the proposed Modified Project is forecast to generate 4,603 trips on a typical weekday, consisting of 687 additional morning peak-hour trips and 604 additional afternoon peak-hour trips. The Enhanced Retail Alternative is forecast to generate approximately 4,528 trips during a typical weekday using the Published Rates, including approximately 675 morning peak-hour trips and approximately 597 afternoon peak-hour trips. Pursuant to the December 18, 2012 Revised Traffic Assessment for the Proposed Modified Project at 1950 Avenue of the Stars prepared by the Los Angeles Department of Transportation (included as part of Appendix C to the Draft Subsequent EIR), the LADOT conservatively assumed that the Modified Project with Economy Adjustment would be the appropriate trip generation rate for the proposed Modified Project. This assessment also applies to the Enhanced Retail Alternative, which contains the same uses as the Modified Project but would generate fewer trips due to a decrease in office square footage.

Traffic impacts were evaluated for existing conditions (2011), which provides an assessment of operating conditions in the Study Area as of the date of the proposed Modified Project's Notice of Preparation. Traffic impacts were also evaluated for the year 2015, which forecasts the future traffic growth and intersection operating conditions that could be expected as a result of regional growth and related projects in the vicinity of the Project Site by 2015, which is the projected build-out year.

(1) Intersections

(a) Enhanced Retail Alternative vs. Approved Project

For the 2011 Horizon, using Empirical Rates, four study intersections would be significantly impacted by the Enhanced Retail Alternative's additional trips during the morning peak hour when compared to the Approved Project. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1), impacts to all traffic intersections in 2011 using the Empirical Rate would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to the Approved Project.

For the 2011 Horizon, using Economy Adjustment Rates, five study intersections would be significantly impacted by the Enhanced Retail Alternative's additional trips during the morning peak hour when compared to the Approved Project. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to all traffic intersections in 2011 using the Economy Adjustment Rate would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to the Approved Project.

For the 2011 Horizon, using Published Rates, a total of 12 study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's additional trips during either the morning or afternoon peak hour when compared to the Approved Project. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to all traffic intersections in 2011 using the Published Rates would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to the Approved Project.

For the 2015 Horizon, using Empirical Rates, six study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's additional trips during either the morning or afternoon peak hour when compared to the Approved Project. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1), impacts to all traffic intersections in 2015 using the Empirical Rate would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to the Approved Project.

For the 2015 Horizon, using Economy Adjustment Rates, six study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's additional trips during either the morning or afternoon peak hour when compared to the Approved Project. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to all traffic intersections in 2011 using the Economy Adjustment Rate would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to the Approved Project.

For the 2015 Horizon, using Published Rates, 18 study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's additional trips during either the morning or afternoon peak hour when compared to the Approved Project. Using the Published Rates, after mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to the majority of these traffic intersections would be reduced to less than significant levels in 2015; however, a significant and unavoidable impact would remain at the Beverwil Drive & Pico Boulevard intersection during the morning peak hour.

Therefore, using the Empirical and Economy Adjustment Rates when compared to the Approved Project, no study area intersections would be significantly impacted by the proposed Enhanced Retail Alternative following the implementation of mitigation. One study intersection would be significantly and unavoidably impacted following mitigation under the Published Rates in 2015 when compared to the Approved Project.

In addition, a supplemental traffic impacts analysis was conducted as part of the Final Subsequent EIR to assess the potential for the Modified Project to result in a significant traffic impact at intersections on Robertson Boulevard south of Pico Boulevard. This analysis, as described in Topical Response 3 in the Final Subsequent EIR, assumes a worst-case scenario where all proposed Modified Project traffic traveling from Pico Boulevard into the residential neighborhood to the west of Robertson Boulevard and vice versa (6 percent) would instead travel along the entire length of Robertson Boulevard between Pico Boulevard and the I-10. This analysis assessed impacts at eight intersections under the above conditions. This analysis found that under the Empirical Rate and Economy Adjustment analysis, none of the eight intersections would be significantly impacted before or after mitigation in 2011 or 2015. Under the Published Rates analysis, prior to mitigation, one intersection (Pico Boulevard & Robertson Boulevard) would be impacted in both 2011 and 2015, and two intersections (Robertson Boulevard & Hillsboro Avenue/Cadillac Avenue and Robertson Boulevard & National Boulevard) would be impacted in 2015. Following implementation of the mitigation program for the Published Rates analysis (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), no intersections studied along Robertson Boulevard would be significantly impacted under any trip generation scenario in 2011 or 2015 under the Modified Project vs. Approved Project scenario. This analysis also applies to the Enhanced Retail Alternative, which would generate fewer trips than the Modified Project due to a decrease in office square footage.

(b) Enhanced Retail Alternative vs. Existing/Future Conditions

For the 2011 Horizon, using the Empirical Rate, seven study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's trips during either the morning or afternoon peak hour when compared to existing conditions. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1), impacts to all traffic intersections in 2011 using the Empirical Rate would be reduced

to less than significant levels for the proposed Enhanced Retail Alternative as compared to existing conditions.

For the 2011 Horizon, using the Economy Adjustment Rate, eight study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's trips during either the morning or afternoon peak hour when compared to existing conditions. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to all traffic intersections in 2011 using the Economy Adjustment Rate would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to existing conditions.

For the 2011 Horizon, using the Published Rates, a total of 15 study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's trips during either the morning or afternoon peak hour when compared to existing conditions. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to the majority of these intersections would be reduced to less than significant levels in 2011 using the Published Rates; however, the Cotner Avenue & Santa Monica Boulevard intersection would be significantly and unavoidably impacted during the afternoon peak hour. This impact would be reduced to a less than significant level in the 2015 Horizon with the completion of the I-405 Sepulveda Pass Improvement Project.

For the 2015 Horizon, using the Empirical Rate, ten study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's trips during either the morning or afternoon peak hour. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1), impacts to all traffic intersections in 2015 using the Empirical Rate would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to future conditions.

For the 2015 Horizon, using the Economy Adjustment Rate, ten study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's trips during either the morning or afternoon peak hour. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to all traffic intersections in 2015 using the Economy Adjustment Rate would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to future conditions.

For the 2015 Horizon, using the Published Rates, 25 study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's trips during either the morning or afternoon peak hour. Using the Published Rates, after mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to the majority of these traffic intersections would be reduced to less than significant levels in 2015; however, the Beverwil Drive & Pico Boulevard intersection would be significantly and unavoidably impacted during the morning peak hour.

Therefore, using the Empirical and Economy Adjustment Rates when compared to existing and future conditions, no study intersections would be significantly impacted by the proposed Enhanced Retail Alternative following the implementation of mitigation. One study intersection would be significantly and unavoidably impacted following mitigation under the Published Rates in 2011 and one study intersection would be significantly and unavoidably impacted following mitigation under the Published Rates in 2015 when compared to existing and future conditions.

In addition, a supplemental traffic impacts analysis was conducted as part of the Final Subsequent EIR to assess the potential for the Modified Project to result in a significant traffic impact at intersections on Robertson Boulevard south of Pico Boulevard. This analysis, as described in Topical Response 3 in the Final Subsequent EIR, assumes a worst-case scenario where all proposed Modified Project traffic traveling from Pico Boulevard into the residential neighborhood to the west of Robertson Boulevard and vice versa (6 percent) would instead travel along the entire length of Robertson Boulevard between Pico Boulevard and the I-10. This analysis assessed impacts at eight intersections under the above conditions. This analysis found that under the Empirical Rate and Economy Adjustment analysis, none of the eight intersections would be significantly impacted before or after mitigation in 2011 or 2015. Under the Published Rates analysis, prior to mitigation, one intersection (Pico Boulevard & Robertson Boulevard) would be impacted in both 2011 and 2015, and two intersections (Robertson Boulevard & Hillsboro Avenue/Cadillac Avenue and Robertson Boulevard & National Boulevard) would be impacted in 2015. Following implementation of the mitigation program for the Published Rates analysis (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1,

4.2.5.2), no intersections studied along Robertson Boulevard would be significantly impacted under any trip generation scenario in 2011 or 2015 under the Modified Project vs. Existing Conditions Scenario. This analysis also applies to the Enhanced Retail Alternative, which would generate fewer trips than the Modified Project due to a decrease in office square footage.

(2) Regional Arterial Traffic

(a) Enhanced Retail Alternative vs. Approved Project

Since the Approved Project was projected to result in fewer than 50 vehicle trips traveling through the Congestion Management Program (CMP) arterial monitoring stations during the morning or afternoon peak hour, peak hour trips would not have exceeded two percent of capacity of these street segments. Therefore, the impact of the Approved Project on CMP arterial intersections was determined to have been less than significant. Using the Empirical and Economy Adjustment Rates, the proposed Enhanced Retail Alternative is not projected to result in any significant impacts on CMP arterial intersections in the 2011 or 2015 horizons. Using the Published Rates, the proposed Enhanced Retail Alternative is not projected to result in any significant impacts on CMP arterial intersections in the 2011 horizon, but is projected to result in significant impacts prior to mitigation on one CMP arterial intersection in the 2015 horizon. With implementation of Mitigation Measures 4.2.1 through 4.2.5.2, such impacts would be reduced to a less than significant level. Therefore, the proposed Enhanced Retail Alternative would not have any significant new impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects related to CMP intersections.

(b) Enhanced Retail Alternative vs. Existing Conditions

Using the Empirical and Economy Adjustment Rates, the proposed Enhanced Retail Alternative is not projected to result in any significant impacts on CMP arterial intersections in the 2011 or 2015 horizons. Using the Published Rates, the proposed Enhanced Retail Alternative is not projected to result in any significant impacts on CMP arterial intersections in the 2011 horizon. However, the proposed Enhanced Retail Alternative is projected to result in significant impacts on one CMP arterial intersection in the 2015 horizon using the Published Rates. With implementation of Mitigation Measures 4.2.1 through 4.2.5.2, such impacts would be reduced to less than significant levels. Therefore, the proposed Enhanced Retail Alternative would not result in any significant effects related to CMP intersections compared to existing or future conditions.

(c) 2021 Horizon

Using the Empirical and Economy Adjustment Rates, the proposed Enhanced Retail Alternative is not projected to result in any significant impacts on CMP arterial intersections in the 2021 Horizon. Using the Published Rates, the proposed Enhanced Retail Alternative is projected to result in a significant impact at one intersection prior to mitigation. With implementation of Mitigation Measures 4.2.1 through 4.2.5.2, this impact would be mitigated to a less than significant level. Therefore, the proposed Enhanced Retail Alternative would not result in any significant effects related to CMP intersections in the 2021 Horizon compared to the Approved Project or to future without Project conditions.

(3) Freeway Traffic

(a) Enhanced Retail Alternative vs. Approved Project

The Approved Project and the proposed Enhanced Retail Alternative (using all three trip rates) would result in a net increase of fewer than 150 trips to the CMP freeway monitoring locations during the morning or afternoon peak hours; therefore, CMP freeway impacts would be considered less than significant for both projects. As such, the proposed Enhanced Retail Alternative would not have any significant new impacts related to CMP arterial intersections and CMP freeway monitoring locations beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects.

(b) Enhanced Retail Alternative vs. Existing Conditions

Using any of the three trip generation rates, the proposed Enhanced Retail Alternative is expected to add less than 150 trips to the freeway monitoring locations during the morning and afternoon peak hours. Therefore, CMP freeway impacts would be considered less than significant under all three trip generation rates and no mitigation is required.

(4) Site Access

(a) Enhanced Retail Alternative vs. Approved Project

The 2006 EIR found that access to the Project under the Approved Project would be sufficient and that each driveway intersection would operate at satisfactory LOS D or better. For the proposed Enhanced Retail Alternative, the primary access point to the Project Site on Constellation Boulevard is a full access driveway nearest to the study intersection of Avenue of the Stars & Constellation Boulevard. Additional access would be provided via driveways on the north and east edges of the Project site to alleys along those edges.

As an unsignalized intersection, the intersection of Constellation Boulevard and the driveways of the proposed Enhanced Retail Alternative and 2000 Avenue of the Stars would operate at LOS C during the morning peak hour in years 2011 and 2015 under the Empirical Rate analysis and in year 2011 under the Economy Adjustment analysis, at LOS D during the morning peak hour in year 2021 under the Empirical Rate analysis and in years 2015 and 2021 under the Economy Adjustment analysis, and LOS E during the morning peak hour in years 2011, 2015, and 2021 under the Published Rates analysis. It would operate at LOS E during the afternoon peak hour in year 2011 under the Empirical Rate analysis and LOS F during the afternoon peak hour in years 2015 and 2021 under the Empirical Rate analysis and in years 2011, 2015, and 2021 under both the Economy Adjustment analysis and the Published Rates analysis, which would result in potentially significant site access impacts as compared to the Approved Project.

If a traffic signal were to be installed at the Constellation Boulevard location, as proposed by the proposed Enhanced Retail Alternative, this intersection is projected to operate at LOS A during the morning and afternoon peak hours in 2011, 2015, and 2021 under all three trip generation scenarios, thereby reducing the potentially significant site access impacts to a less than significant level. It should be noted that the Applicant proposes to install a traffic signal as a feature of the proposed Enhanced Retail Alternative, which would also serve to control access to the driveway for 2000 Avenue of the Stars across the street.

As a feasible alternative to the proposed traffic signal, the Enhanced Retail Alternative could instead limit the primary driveway on Constellation Boulevard to right-turn in, right-turn out access. In order to enforce this condition, a narrow concrete median island would be installed on Constellation Boulevard which would prohibit left-turns in or out of the Enhanced Retail Alternative driveway to the north while permitting left-turns in and out of the existing driveway to 2000 Avenue of the Stars to the south. Under this configuration, the driveway to 2000 Avenue of the Stars would remain unsignalized as in its current condition, and it would not be affected by the Enhanced Retail Alternative driveway to the north. The Enhanced Retail Alternative driveway would function as a three-way "T" intersection. Under this scenario, the Enhanced Retail Alternative driveway would operate at LOS A during the morning peak hour and LOS B during the afternoon peak hour under each trip generation scenario and analysis year. The driveway to 2000 Avenue of the Stars would operate at LOS C during the morning and afternoon peak hours under each trip generation scenario and analysis year, except in year 2021 during the afternoon peak hour under the Published Rates scenario, when it would operate at LOS D. Under this alternative access configuration, neither the Enhanced Retail Alternative driveway nor the driveway to 2000 Avenue of the Stars would operate at LOS E or F, and no significant site access impact would occur as a result of Enhanced Retail Alternative traffic. After implementation of mitigation, no additional intersections would be significantly impacted by the Enhanced Retail Alternative when considering the alternative access configuration, and no change to the impact conclusions in the Subsequent EIR would result.

At this time, it is unknown whether the property owner of 2000 Avenue of the Stars would agree to the installation of a traffic signal at this intersection, and therefore implementation may not be feasible. In addition, LADOT may decide for policy reasons not to implement the alternative access configuration involving the installation of a concrete median island on Constellation Boulevard which would limit the

primary Enhanced Retail Alternative driveway on Constellation Boulevard to right-turn in, right-turn out access, and therefore this alternative may not be feasible. The implementation of either the installation of a traffic signal or the alternative access scheme described above would reduce the potentially significant impact related to site access to a less than significant level, and the choice of access scheme would be at the discretion of LADOT. If either scenario is implemented, as compared to the Approved Project, the Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to site access. However, if neither access alternative is determined to be feasible and cannot be implemented, the Enhanced Retail Alternative is conservatively concluded to result in a significant and unavoidable impact related to site access.

Findings related to this conclusion are discussed in Section 12.C of these Findings.

(b) Enhanced Retail Alternative vs. Existing/Future Conditions

As described above, the Enhanced Retail Alternative would result in a potentially significant impact related to site access at the intersection of Constellation Boulevard and the driveways of the Enhanced Retail Alternative and 2000 Avenue of the Stars. However, with the installation of a traffic signal as proposed by the Applicant, or with the implementation of the alternative access scheme described above, this impact would be reduced to a less than significant level. However, if neither access alternative is determined to be feasible and cannot be implemented, the Enhanced Retail Alternative is conservatively concluded to result in a significant and unavoidable impact related to site access.

Findings related to this conclusion are discussed in Section 12.C of these Findings.

(5) Parking

(a) Enhanced Retail Alternative vs. Approved Project

Parking for residents of the Approved Project would have been provided at a ratio of two spaces per unit plus guest parking. Under the Los Angeles Municipal Code (LAMC), Section 12.21.A.4(a), each multiple unit dwelling with more than three rooms is required to provide two spaces per each dwelling unit. Under this criterion, the parking required for a 483-unit development would be 966 spaces. The Approved Project would have met code requirements by providing a total of 1,208 spaces within an on-site four-level subterranean structure. In comparison, for office space, the LAMC Section 12.21.A.4 requires the use of a parking ratio of one parking space for every 500 square feet of gross floor area. Retail establishments are required to provide at least four automobile parking spaces for each 1,000 square feet of gross floor area and at least one automobile parking space is required for each five seats contained within any theatre. Under LAMC Section 12.21.A.4, a total of 1,530 spaces is required to serve the Enhanced Retail Alternative's proposed uses (1,421 parking spaces are required for 710,338 square feet of office, 69 parking spaces are required for 17,102 square feet of retail, and 40 spaces are required for a 200-seat private screening room). The Enhanced Retail Alternative would comply with code requirements by providing 1,530 spaces in an on-site parking structure. The Approved Project and the Enhanced Retail Alternative would provide parking in excess of the City parking code requirements; therefore, impacts related to parking would be less than significant for both projects. Accordingly, as compared to the Approved Project, the Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to parking.

(b) Enhanced Retail Alternative vs. Existing Conditions

For office space, the Los Angeles Municipal Code (LAMC), Section 12.21.A.4 requires the use of a parking ratio of one parking space for every 500 square feet of gross floor area. Retail establishments are required to provide at least four automobile parking spaces for each 1,000 square feet of gross floor area and at least one automobile parking space is required for each five seats contained within any theatre. Under the Los Angeles Municipal Code, Section 12.21.A.4, a total of 1,530 spaces is required to serve the Enhanced Retail Alternative's proposed uses (1,421 parking spaces are required for 710,338 square feet of office, 69 parking spaces are required for 17,102 square feet of retail, and 40 spaces are required for a 200-seat private screening room). The Enhanced Retail

Alternative would comply with code requirements by providing a total of 1,530 spaces in an on-site parking structure. The Enhanced Retail Alternative would exceed City parking code requirements; therefore, impacts related to parking would be less than significant, and no mitigation is required.

(6) Public Transit

(a) Enhanced Retail Alternative vs. Approved Project

The Approved Project was expected to generate a net increase of approximately 48 vehicles during the morning peak hour and a net decrease of approximately 154 vehicles in the afternoon peak hour, which would result in an estimated increase of approximately 67 person trips during the morning peak hour and a net decrease of approximately 216 person trips during the afternoon peak hour. The 2006 EIR found that, assuming five percent of all person trips consist of transit trips, the Approved Project would have added approximately three new transit person trips in the morning peak hour and approximately 11 fewer trips in the afternoon peak hour. Sections 4.2.7 and 4.2.8 of the Draft Subsequent EIR analyzed public transit impacts for the Modified Project, and the impacts of the Enhanced Retail Alternative, which contains the same uses as the Modified Project and would be built to substantially the same overall density, would be the same. Pursuant to that analysis, assuming that 20 percent of the Enhanced Retail Alternative's 1,467 on-site employees would use public transit to commute to and from the Project Site, the Enhanced Retail Alternative is expected to add 293 inbound and 293 outbound daily transit trips to the transit system. The transit lines serving the Project Site had an existing residual capacity of 3,285 transit patrons during the morning peak period and 4,133 transit patrons during the afternoon peak period in 2011, and are projected to have a residual capacity of 3,033 transit patrons during the morning peak period and 3,892 transit patrons during the afternoon peak period in 2015. Based on the anticipated number of transit trips generated by the Enhanced Retail Alternative and the existing (2011) and future (2015) residual capacity of the transit lines serving the Project Site, the anticipated demand from the Enhanced Retail Alternative would be less than the existing (2011) and future (2015) capacity surplus on the transit lines serving the Project Site. Therefore, impacts to the regional transit system would be less than significant for both the Approved Project and the Enhanced Retail Alternative, and the Enhanced Retail Alternative would not have any significant new impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects related to transit services.

(b) Enhanced Retail Alternative vs. Existing Conditions

As discussed above, Sections 4.2.7 and 4.2.8 of the Draft Subsequent EIR analyzed public transit impacts for the Modified Project, and the impacts of the Enhanced Retail Alternative, which contains the same uses as the Modified Project and would be built to substantially the same overall density, would be the same. The Enhanced Retail Alternative is expected to add 293 inbound and 293 outbound daily transit trips to the transit system. The transit lines serving the Project Site had an existing residual capacity of 3,285 transit patrons during the morning peak period and 4,133 transit patrons during the afternoon peak period in 2011, and are projected to have a residual capacity of 3,033 transit patrons during the morning peak period and 3,892 transit patrons during the afternoon peak period in 2015. Based on the anticipated number of transit trips generated by the Enhanced Retail Alternative and the existing (2011) and future (2015) residual capacity of the transit lines serving the Project Site, the anticipated demand from the Enhanced Retail Alternative would be less than the existing (2011) and future (2015) capacity surplus on the transit lines serving the Project Site. Therefore, anticipated transit demand from the Enhanced Retail Alternative would be more than satisfied by the overall capacity surplus and the Enhanced Retail Alternative is not expected to significantly impact the regional transit system. No mitigation is required.

(7) Pedestrian/Bicycle Safety

(a) Enhanced Retail Alternative vs. Approved Project

The Approved Project and Enhanced Retail Alternative would both encourage bicycle activities and would not allow on-street parking or other design features, such as line-of-sight obstructions, that would increase conflicts between cyclists and vehicles. Sections 4.2.7 and 4.2.8 of the Draft Subsequent EIR analyzed pedestrian and bicycle safety impacts for the Modified Project, and the impacts of the Enhanced Retail Alternative, which contains the same uses as the Modified Project

and would be built to substantially the same overall density, would be the same. Specifically, for the Enhanced Retail Alternative, there could be access impacts with regard to bicycle activity and pedestrian activity if the proposed bicycle lane on Avenue of the Stars between Santa Monica Boulevard and Pico Boulevard is constructed in the future due to the potentially higher volume of bikes and pedestrians. However, with the implementation of Project Design Feature TRA-8, impacts with respect to bicycle access and safety as a result of the Enhanced Retail Alternative would be less than significant.

The Approved Project and Enhanced Retail Alternative would increase pedestrian activity in the area. Because both the Approved Project and the Enhanced Retail Alternative would support pedestrian access and safety by including the construction of a pedestrian walkway along the eastern perimeter of the Project Site, landscaped parkways and well-marked driveway crossings, neither project would result in a regular increase in pedestrian/vehicle conflicts. In addition, the Enhanced Retail Alternative would include a pedestrian walkway on the northern perimeter as a community benefit. Therefore, impacts with respect to pedestrian access and safety would be less than significant for both projects. For these reasons, as compared to the Approved Project, the Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to parking, transit, and bicycle and pedestrian access and safety.

(b) Enhanced Retail Alternative vs. Existing Conditions

Sections 4.2.7 and 4.2.8 of the Draft Subsequent EIR analyzed pedestrian and bicycle safety impacts for the Modified Project, and the impacts of the Enhanced Retail Alternative, which contains the same uses as the Modified Project and would be built to substantially the same overall density, would be the same. Specifically, the Enhanced Retail Alternative would both encourage bicycle activities and would not allow on-street parking or other design features, such as line-of-sight obstructions, that would increase conflicts between cyclists and vehicles. However, for the Enhanced Retail Alternative, there could be access impacts with regard to bicycle activity and pedestrian activity at the proposed bicycle lane on Avenue of the Stars between Santa Monica Boulevard and Pico Boulevard due to the relatively high volume of bikes and pedestrians within Century City; however, with the implementation of Project Design Feature TRA-8, impacts with respect to bicycle access and safety would be less than significant.

The Enhanced Retail Alternative would increase pedestrian activity in the area. Because the Enhanced Retail Alternative would support pedestrian access and safety by including the construction of a pedestrian walkway along the northern and eastern perimeter of the Project site, landscaped parkways and well-marked driveway crossings, the Enhanced Retail Alternative would not result in a regular increase in pedestrian/vehicle conflicts. Therefore, impacts with respect to pedestrian access and safety would be less than significant.

(8) Neighborhood Traffic Intrusion

(a) Modified Project/Enhanced Retail Alternative vs. Approved Project

Neighborhood traffic intrusion impacts were not analyzed in the 2006 EIR for the Approved Project. Therefore, it is not possible to compare the potential neighborhood traffic intrusion impacts of the Enhanced Retail Alternative to those of the Approved Project.

(b) Modified Project/Enhanced Retail Alternative vs. Existing Conditions

In response to comments received during the scoping process regarding cut-through traffic through Beverly Glen, Cheviot Hills, the Palms neighborhood, and the residential developments bound by Santa Monica Boulevard, Pico Boulevard, Beverly Glen Boulevard, and Sepulveda Boulevard, the potential for the proposed Modified Project to result in neighborhood traffic intrusion impacts was analyzed in the Draft EIR. Under all three trip generation scenarios, none of the study intersections that are projected to receive 1,200 or more new trips from the proposed Modified Project are projected to operate at LOS E or F during both the morning and afternoon peak hours in 2011 and 2015. Further, there are no residential streets that would provide cut-through opportunities for vehicles in the immediate vicinity of any of the arterials that are projected to receive 1,200 or more new trips from the proposed Modified Project. Accordingly, no significant neighborhood traffic

intrusion impacts would occur at neighborhoods adjacent to these or any other roadways in the Study Area in 2011 or 2015 using all three trip generation scenarios. Therefore, impacts with respect to neighborhood traffic intrusion would be less than significant. The Enhanced Retail Alternative, which contains the same uses as the Modified Project but would generate fewer trips due to a decrease in office square footage, also would have less than significant impacts with respect to neighborhood traffic intrusion.

In addition, a supplemental analysis of intersections south of Pico Boulevard within the Beverlywood neighborhood was conducted as part of the Final Subsequent EIR. The proposed Modified Project's traffic was analyzed for potential impacts to the intersections of Beverwil Drive & Cashio Street and Beverly Drive & Cashio Street using the same assumptions and methodologies as the study intersections in the Transportation Study, under each of the three analysis years (2011, 2015, and 2021) and each of the three trip generation rates (the Empirical Rate, the Economy Adjustment Rate, and the Published Rates). None of the mitigation proposed in the Draft Subsequent EIR was implemented as part of this analysis. This analysis showed that these intersections would not be significantly impacted with proposed Modified Project traffic under any scenario. Accordingly, this supplemental analysis further confirmed that this neighborhood would not be significantly impacted by proposed Modified Project traffic. The Enhanced Retail Alternative, which contains the same uses as the Modified Project but would generate fewer trips due to a decrease in office square footage, also would have less than significant impact at these intersections and would not significantly impact the Beverlywood neighborhood.

c. 2021 Horizon

The Enhanced Retail Alternative contains the same uses as the Modified Project but would generate fewer trips due to a decrease in office square footage. Consistent with the Subsequent EIR's conclusions for the Modified Project, in the event that the Enhanced Retail Alternative build-out year were to be extended by 6 years to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the Enhanced Retail Alternative's impacts related to construction traffic, public transit, parking, site access, pedestrian/bicycle safety, pedestrian access and safety, and neighborhood traffic intrusion would not change. Therefore, impacts related to these topics would be the same as those analyzed above if the Enhanced Retail Alternative build-out year were to be extended to 2021. In addition, the potentially significant impact related to site access at the intersection of Constellation Boulevard and the driveway of the Enhanced Retail Alternative would be reduced to a less than significant level with the installation of a traffic signal as proposed by the Applicant, or with the implementation of the alternative access scheme described above, but due to the possibility that neither access configuration is determined to be feasible and therefore is not implemented, a significant impact related to site access is conservatively concluded to remain as a result of the Enhanced Retail Alternative. Intersection impacts and impacts to CMP intersections would differ in 2021 compared to 2011 and 2015, and thus these issues are discussed in detail below.

(1) Intersections

The 2006 EIR projected that the Approved Project would generate a gross total of 2,019 daily trips, 164 morning peak hour trips, and 184 afternoon peak-hour trips. The Approved Project was found to have no significant intersection impacts.

The proposed Modified Project is forecast to generate approximately 3,404 trips during a typical weekday using the Empirical Rate, including 414 additional morning peak-hour trips and 370 additional afternoon peak-hour trips. The Enhanced Retail Alternative is forecast to generate approximately 3,332 trips during a typical weekday using the Empirical Rate, including approximately 405 additional morning peak-hour trips and approximately 362 afternoon peak-hour trips. Using the Economy Adjustment Rate, the proposed Modified Project is forecast to generate 3,607 trips on a typical weekday, consisting of 435 additional morning peak-hour trips and 392 additional afternoon peak-hour trips. The Enhanced Retail Alternative is forecast to generate approximately 3,531 trips during a typical weekday using the Economy Adjustment Rate, including approximately 426 morning peak-hour trips and approximately 384 afternoon peak-hour trips. Using the Published Rates, the proposed Modified Project is forecast to generate 4,603 trips on a typical weekday, consisting of 687 additional morning peak-hour trips and 604 additional afternoon peak-hour trips. The Enhanced Retail

Alternative is forecast to generate approximately 4,528 trips during a typical weekday using the Published Rates, including approximately 675 morning peak-hour trips and approximately 597 afternoon peak-hour trips.

(a) Enhanced Retail Alternative vs. Approved Project

Using the Empirical Rate, six study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's additional trips during either the morning or afternoon peak hour when compared to the Approved Project in the 2021 horizon. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1), impacts to all traffic intersections in 2021 using the Empirical Rate would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to the Approved Project.

Using the Economy Adjustment Rate, six study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's additional trips during either the morning or afternoon peak hour when compared to the Approved Project in the 2021 horizon. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to all traffic intersections in 2021 using the Economy Adjustment Rate would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to the Approved Project.

Using Published Rates, 19 study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's additional trips during either the morning or afternoon peak hour when compared to the Approved Project in the 2021 horizon. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to the majority of the traffic intersections would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to the Approved Project. However, a significant and unavoidable impact would remain at the Beverwil Drive & Pico Boulevard intersection during the morning peak hour in 2021.

Therefore, using the Empirical and Economy Adjustment Rates when compared to the Approved Project, no study intersections would be significantly impacted by the Enhanced Retail Alternative in 2021 following the implementation of mitigation. One study intersection would be significantly and unavoidably impacted following mitigation under the Published Rates in 2021 when compared to the Approved Project.

In addition, a supplemental traffic impacts analysis was conducted as part of the Final Subsequent EIR to assess the potential for the Modified Project to result in a significant traffic impact at intersections on Robertson Boulevard south of Pico Boulevard. This analysis, as described in Topical Response 3 in the Final Subsequent EIR, assumes a worst-case scenario where all proposed Modified Project traffic traveling from Pico Boulevard into the residential neighborhood to the west of Robertson Boulevard and vice versa (6 percent) would instead travel along the entire length of Robertson Boulevard between Pico Boulevard and the I-10. This analysis assessed impacts at eight intersections under the above conditions. This analysis found that under the Empirical Rate and Economy Adjustment analysis, none of the eight intersections would be significantly impacted before or after mitigation in 2021. Under the Published Rates analysis, prior to mitigation, two intersections (Robertson Boulevard & Hillsboro Avenue/Cadillac Avenue and Robertson Boulevard & National Boulevard) would be impacted in 2021. Following implementation of the mitigation program for the Published Rates analysis (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), no intersections studied along Robertson Boulevard would be significantly impacted under any trip generation scenario in 2021 under the Modified Project vs. Approved Project Scenario. This analysis also applies to the Enhanced Retail Alternative, which would generate fewer trips than the Modified Project due to a decrease in office square footage.

(b) Enhanced Retail Alternative vs. Existing Conditions

Using the Empirical Rate, ten study intersections would be significantly impacted by the proposed Modified Project's additional trips during either the morning or afternoon peak hour in the 2021 horizon. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1), impacts to all traffic intersections in 2021 using the Empirical Rate would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to future conditions.

Using the Economy Adjustment Rate, a total of 11 study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's additional trips during either the morning or afternoon peak hour in the 2021 horizon. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to all traffic intersections in 2021 using the Economy Adjustment Rate would be reduced to less than significant levels for the proposed Enhanced Retail Alternative as compared to future conditions.

Using the Published Rates, a total of 24 study intersections would be significantly impacted by the proposed Enhanced Retail Alternative's additional trips during either the morning or afternoon peak hour in the 2021 horizon. After mitigation (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), impacts to the major of the traffic intersections would be reduced to less than significant levels for the proposed Enhanced Retail Alternative. However, two traffic intersections (Beverwil Drive & Pico Boulevard and Century Park East & Santa Monica Boulevard) would be significantly impacted during the morning peak hour in 2021.

Therefore, using the Empirical and Economy Adjustment Rates when compared to 2021 conditions, no study intersections would be significantly impacted by the Enhanced Retail Alternative following the implementation of mitigation. Two study intersections would be significantly and unavoidably impacted following mitigation under the Published Rates in 2021 when compared to future conditions.

In addition, a supplemental traffic impacts analysis was conducted as part of the Final Subsequent EIR to assess the potential for the Modified Project to result in a significant traffic impact at intersections on Robertson Boulevard south of Pico Boulevard. This analysis, as described in Topical Response 3 in the Final Subsequent EIR, assumes a worst-case scenario where all proposed Modified Project traffic traveling from Pico Boulevard into the residential neighborhood to the west of Robertson Boulevard and vice versa (6 percent) would instead travel along the entire length of Robertson Boulevard between Pico Boulevard and the I-10. This analysis assessed impacts at eight intersections under the above conditions. This analysis found that under the Empirical Rate and Economy Adjustment analysis, none of the eight intersections would be significantly impacted before or after mitigation in 2021. Under the Published Rates analysis, prior to mitigation, two intersections (Robertson Boulevard & Hillsboro Avenue/Cadillac Avenue and Robertson Boulevard & National Boulevard) would be impacted in 2021. Following implementation of the mitigation program for the Published Rates analysis (Mitigation Measures 4.2.1, 4.2.2, 4.2.3, 4.2.5.1, 4.2.5.2), no intersections studied along Robertson Boulevard would be significantly impacted under any trip generation scenario in 2021 under the Modified Project vs. Existing Conditions Scenario. This analysis also applies to the Enhanced Retail Alternative, which would generate fewer trips than the Modified Project due to a decrease in office square footage.

(2) Regional Arterial Traffic

(a) Enhanced Retail Alternative vs. Approved Project

Using the Empirical and Economy Adjustment Rates, the proposed Enhanced Retail Alternative is not projected to result in any significant impacts on CMP arterial intersections in the 2021 horizon. Using the Published Rates, the proposed Enhanced Retail Alternative is projected to result in significant impact on one CMP arterial intersection in the 2021 horizon using the Published Rates. However, with implementation of Mitigation Measures 4.2.1 through 4.2.5.2, this impact would be reduced to a less than significant level. The Approved Project and the proposed Enhanced Retail Alternative under all three trip rates would result in a net increase of fewer than 150 trips to the CMP freeway monitoring locations during the morning or afternoon peak hours; therefore, CMP freeway impacts would be considered less than significant in 2021 for both projects.

As such, the Enhanced Retail Alternative would not have any significant new impacts related to CMP arterial intersections and CMP freeway monitoring locations beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects.

(b) Enhanced Retail Alternative vs. Existing Conditions

Using the Empirical and Economy Adjustment Rates, the proposed Enhanced Retail Alternative is not projected to result in any significant impacts on CMP arterial intersections in the 2021 horizon. Using

the Published Rates, the proposed Enhanced Retail Alternative is projected to significantly impact one CMP arterial intersection in the 2021 horizon using the Published Rates. However, with implementation of Mitigation Measures 4.2.1 through 4.2.5.2, this impact would be reduced to a less than significant level. Using all three trip generation rates, the proposed Enhanced Retail Alternative is expected to add fewer than 150 trips to the freeway monitoring locations during the morning and afternoon peak hours in the 2021 horizon. Therefore, CMP freeway impacts would be considered less than significant under all three trip generation rates even if build out of the proposed Enhanced Retail Alternative were delayed until 2021.

d. Cumulative Impacts

The year 2015 and year 2021 traffic volume forecasts were developed by accounting for growth in traffic from ambient traffic growth and related projects. Therefore, the analysis of future traffic conditions in the years 2015 and 2021 are inherently cumulative in that it considers traffic generated by future planned land uses.

e. Project Design Features, Compliance Measures, and Mitigation Measures

The following Project Design Features and Compliance Measures for the proposed Enhanced Retail Alternative are applicable to traffic and circulation:

Compliance Measure LU-1 Compliance with CCNSP. To ensure consistency with Century City North Specific Plan Sections 3(C)(2)-(4), the proposed Enhanced Retail Alternative shall have sufficient Trips under the Specific Plan to be developed.

Project Design Feature TRA-1 Construction Staging and Traffic Management Plan. A Construction Staging and Traffic Management Plan shall be prepared for approval by the Los Angeles Department of Transportation and other appropriate agencies and implemented during proposed Enhanced Retail Alternative construction. The Construction Staging and Traffic Management Plan shall also include the name and phone number of a contact person who can be reached 24 hours a day regarding construction, traffic complaints or emergency situations. In addition, the Construction Staging and Traffic Management Plan shall take into account and be coordinated with other Construction Staging and Traffic Management Plans that are in effect or have been proposed for other projects in Century City. The Construction Staging and Traffic Management Plan may include, but not be limited to, the following:

- Provisions for temporary traffic control during all construction activities adjacent to public right-of-way to improve traffic flow on public roadways (e.g., flag person);
- Scheduling construction activities to reduce the effect on traffic flow on arterial streets;
- Rerouting construction trucks to reduce travel on congested streets;
- Prohibiting construction-related vehicles from parking on public streets;
- Providing safety precautions for pedestrians and bicyclists through such measures as alternate routing and protection barriers;
- Requiring contractors to participate in a common carpool registry during all periods of contract performance monitored and maintained by the general contractor;
- Scheduling construction-related deliveries, other than concrete and earthwork-related deliveries, so as to reduce travel during peak travel periods as identified in this study;
- Coordination with other construction projects in the vicinity to minimize conflicts;
- Obtaining the required permits for truck haul routes from the City of Los Angeles prior to the issuance of any permit for the proposed Enhanced Retail Alternative;

- Obtaining a Caltrans transportation permit for use of oversized transport vehicles on Caltrans facilities;
- Submitting a traffic management plan to Caltrans for review and approval;
- All emergency access to the Project Site and adjacent areas shall be kept clear and unobstructed during all phases of demolition and construction;
- Flag persons in adequate numbers shall be provided to minimize impacts to traffic flow and to ensure the safe access into and out of the site;
- Flag persons shall be trained to assist in emergency response by restricting or controlling the movement of traffic that could interfere with emergency vehicle access;
- Construction vehicles, including construction personnel vehicles, shall not park on public streets, including streets outside Century City;
- Construction vehicles shall not stage or queue where they interfere with pedestrian and vehicular traffic or block access to nearby businesses;
- If feasible, any traffic lane closures will be limited to off-peak traffic periods, as approved by the Los Angeles Department of Transportation;
- The Los Angeles Police Department shall be notified a minimum of 24 hours in advance of any lane closures or other roadway work; and
- To the extent feasible, the delivery of construction materials shall be scheduled during the off-peak traffic periods.
- All haul trucks leaving the Project Site shall access I-405 either via Santa Monica Boulevard or via Pico Boulevard.
- Construction haul trucks containing concrete and earthwork-related deliveries and excavated materials shall be prohibited from using Pico Boulevard from 7:00 am through 9:00 am and from 1:00 pm through 3:00 pm. During these periods all such trucks shall travel to and from I-405 on Santa Monica Boulevard.

Project Design Feature TRA-2 Participation in and Contribution to the Century City Transportation Management Organization (CCTMO). The Applicant shall participate in and contribute to the CCTMO to support its existing programs which include:

- Guaranteed Ride Home program
- Rideshare matching
- Administrative and financial support for formation of vanpools and/or carpools
- Bike and walk to work promotions
- Preferential load/unload or parking location for high-occupancy vehicles (HOV)
- Promotion of Internal Revenue Code Section 132(f), which allows for employers to arrange pre-tax dollar transit commute expense accounts to provide transportation fringe benefits to eligible employees.

Project Design Feature TRA-3 Transportation Demand Management (TDM) Program. The TDM program outlined in Chapter 4.2, Traffic and Circulation, of the Subsequent EIR is a set of strategies proposed for the proposed Enhanced Retail Alternative that shall encourage proposed Enhanced Retail Alternative employees and residents to reduce vehicular traffic on the streets and freeway system during the most congested time periods of the day by promoting non-auto travel, travel

outside of traditional peak commute hours, or telecommuting. The proposed Enhanced Retail Alternative shall develop and implement a TDM program containing features that are more robust than existing programs at other high-rise office buildings in Century City by including Project Design Features TRA-4, TRA-5, TRA-6, and TRA-7, as well as one or more of the following:

- Providing resources and/or incentives to building tenants to encourage and implement flexible work schedules and telecommuting programs
- Providing resources and/or incentives to building tenants to encourage and implement alternative work schedules
- Pedestrian-friendly environment
- Bicycle amenities (bicycle racks, lockers, showers etc.)
- Rideshare/carpool/vanpool promotion and support
- Education and information on alternative transportation modes
- Guaranteed Ride Home (GRH) program

In addition to these strategies, the proposed Enhanced Retail Alternative is designed to integrate with the proposed Westside Subway Extension station portal at the northeast corner of Constellation Boulevard and Avenue of the Stars if the portal is ultimately placed in this location when the subway is built.

Project Design Feature TRA-4 Mobility Hub, The Mobility Hub, provided at the Project Site, shall help to provide first-mile and last-mile service for transit users. The first mile/last mile problem is characterized by the situation where bus stops and mass transit stations are often located too far from a commuter's origin or final destination to make walking to or from that destination practical or convenient. The Mobility Hub shall help to get transit users the first mile from their origin to a transit hub or the last mile from a transit hub to their destination. The space would provide amenities such as bicycle parking and rentals, shared vehicle rentals, and transit information.

Project Design Feature TRA-5 Transportation Information Center. A Transportation Information Center (TIC) is a centrally-located commuter information center where a building's employees, residents, and patrons can obtain information regarding commute programs, and individuals can obtain real-time information for planning travel without using an automobile. A TIC shall be provided in the proposed Enhanced Retail Alternative and shall include orientations for new employees and residents as well as providing information about transit schedules, commute planning, rideshare, telecommuting, and bicycle and pedestrian plans.

Project Design Feature TRA-6 Transit Passes. All eligible employees, which shall include employees who do not park at the Project Site, shall be provided with a discounted monthly transit pass giving them access to Metro rail and bus service. The Applicant shall coordinate with Metro to implement the discount program.

Project Design Feature TRA-7 Unbundled Parking. Unbundled parking is a program wherein parking spaces are rented separately from the building space. A lease is unbundled when there is a separate charge for parking and there is the flexibility to vary the number of spaces rented. Bundled parking is absorbed into tenant leases and hides the cost of parking. Unbundling parking is an essential first step towards getting people to understand the economic cost of parking. Without unbundled parking, tenants often assume that parking is free.

The proposed Enhanced Retail Alternative shall provide unbundled leases for the office and ancillary retail space. The tenants will have the option of leasing the parking spaces on a monthly or yearly basis separate from the building space. This shall provide tenants with the option of offering a parking cash-out allowance for those employees who choose to park at another location or take transit to work.

Project Design Feature TRA-8 Bicycle Safety Equipment. The proposed Enhanced Retail Alternative shall provide an audible buzzer system to indicate the approach of an exiting vehicle from the alley bordering the northern edge of the Project Site at Avenue of the Stars and shall install convex mirrors at exit points where visibility is hindered.

Project Design Feature VIS-5 Mid-Block Pedestrian Pathways. The proposed Enhanced Retail Alternative shall construct a pedestrian walkway along the northern and eastern perimeter of the Project Site to further facilitate the establishment of mid-block pedestrian pathways as described in the Century City North Specific Plan, which are intended to provide pedestrian paths that would intersect the adjacent streets approximately midblock. Although there are currently no plans for the City to construct a grade-separated pedestrian crossing over Constellation Boulevard to the south of the Project Site, as provided for in the Century City North Specific Plan, the proposed Enhanced Retail Alternative shall not impede any necessary substructure for a future pedestrian crossing at this location. The pedestrian walkway to be constructed along the eastern perimeter of the Project Site shall be designed to connect to such a pedestrian crossing.

Compliance Measure NOISE-2 Hauling Activities. Hauling activities shall be limited to the hours of 8:30 a.m. to 4:30 p.m., Monday through Saturday. No hauling shall occur on Sundays or federal holidays.

Compliance Measure NOISE-3 Truck Routes. All hauling truck traffic shall be restricted to truck routes approved by the City of Los Angeles Department of Building and Safety, which avoid residential areas and other sensitive receptors to the extent feasible

In addition to the Project Design Features and Compliance Measures for the proposed Enhanced Retail Alternative, the following Mitigation Measures would reduce impacts related to traffic and circulation:

Mitigation Measure 4.2.1: This Mitigation Measure is applicable to all trip generation rates. The Applicant or its successor shall install or pay the Los Angeles Department of Transportation (LADOT) a fixed amount of $750,000 to provide for design and installation of closed-circuit television (CCTV) cameras and the necessary infrastructure (including fiber optic and interconnect tubes) at key locations in the Study Area to be determined by LADOT. The CCTV cameras shall be located as necessary to provide visual monitoring of traffic conditions and to provide automated counts of traffic volumes. This provides LADOT with the ability to monitor traffic operations and, through modification of signal timing and phases using the Adaptive Traffic Control System (ATCS), respond instantly to incidents that delay vehicles and transit service. These improvements shall be implemented either by the Applicant through the B-permit process of the City of Los Angeles Bureau of Engineering, or through payment of the $750,000 fixed fee amount to LADOT to fund the cost of these improvements. If LADOT selects the payment option, then the Applicant shall be required to pay up to $750,000 prior to issuance of a certificate of occupancy and LADOT shall design and construct these improvements.

Mitigation Measure 4.2.2: This Mitigation Measure is applicable to all trip generation rates. The Applicant shall work with the Century City Transportation Management Organization (CCTMO) to develop a high-quality mobile (cell phone) application for the use of residents, employees, and visitors to the Study Area, and Century City in particular. The application shall be developed fully at the Applicant's sole expense, and shall be maintained at the Applicant's sole expense for a period of ten (10) years. This application shall:

- Alert drivers of congestion on key routes serving Century City
- Identify alternate routes that bypass congestion
- Identify real-time visitor parking availability within Century City
- Identify transit options for travel to and from Century City

The application shall be promoted by the CCTMO and the Applicant and shall help to relieve congestion, reduce vehicle miles travelled (VMT) through the identification of available parking, and promote transit usage by suggesting non-automotive methods of travel for a proposed route. The

application shall help reduce peak-hour vehicular trips throughout the Study Area, and particularly within Century City.

Mitigation Measure 4.2.3: This Mitigation Measure is applicable to all trip generation rates. If the intersection of Merv Griffin Way and Santa Monica Boulevard (North [N]) is not signalized by the time the proposed Enhanced Retail Alternative is constructed, the Applicant shall pay to install the traffic signal with an agreement from the City of Beverly Hills that, should one of the two developments currently responsible for the improvement commence construction, the Applicant shall be reimbursed for the cost.

Mitigation Measure 4.2.5.1: Mitigation Measure 4.2.5.1 is applicable to the Enhanced Retail Alternative under any trip generation scenario (Empirical Rate, Economy Adjustment, Published Rates) if the Westside Subway Extension is not operating in Century City in year 2021 or by the date that the Certificate of Occupancy is issued for the Enhanced Retail Alternative, whichever is earlier. In order to provide additional transportation capacity and mitigate traffic impacts, the Applicant shall pay to provide additional peak hour bus service for the Metropolitan Transportation Authority (Metro) Rapid Line 704 on Santa Monica Boulevard. A new articulated bus for Santa Monica Metro Rapid Line 704 would be added that travels eastbound during the morning peak hour and westbound during the afternoon peak hour. The Applicant shall pay $750,000 toward the procurement of a new 40-foot bus and an average of $110,000 per year for 10 years ($1,100,000 total) toward the operating and maintenance costs for morning and afternoon peak hour service. Farebox revenues and State and Federal transit subsidies shall be credited against operating and maintenance costs for the 10-year period. This bus shall no longer be required to be provided upon completion of the Westside Subway Extension to Century City.

Mitigation Measure 4.2.5.2: The proposed Enhanced Retail Alternative shall be subject to on-going monitoring to ensure that the actual automobile trip generation is at or below the projected afternoon peak hour estimate for the Enhanced Retail Alternative with Economy Adjustment that would require the implementation of additional mitigation (392 afternoon peak hour automobile trips). LADOT has established this on-going monitoring program to determine if additional transit mitigation shall be required in the event that the Enhanced Retail Alternative exceeds 392 afternoon peak hour automobile trips. For this purpose, LADOT has established four afternoon peak hour automobile trip generation thresholds: (i) 392 trips; (ii) 451 trips; (iii) 510 trips; and (iv) 588 trips (together, the "Trip Generation Thresholds"), the exceedance of which shall require the Applicant to implement additional transit mitigation measures as provided below.

Monitoring of automobile trips to and from the Project site shall occur on a real-time basis using video cameras mounted above the Enhanced Retail Alternative's driveways. The cameras shall operate 24 hours a day, 7 days a week. The cameras and the count system shall be connected to the LADOT Traffic Management Center or another appropriate facility of LADOT's selection.

The Enhanced Retail Alternative's trip generation level shall be the weekly average of the Monday through Friday afternoon peak hour automobile trips in and out of the Enhanced Retail Alternative driveways (excluding any Federal, State or local holidays). The Enhanced Retail Alternative's building operator shall provide weekly reports of the average trip generation level to LADOT. LADOT shall review the weekly reports and compare the Enhanced Retail Alternative's weekly average trip generation level to the Trip Generation Thresholds.

Should the Enhanced Retail Alternative's weekly average afternoon peak hour trip generation level exceed a number that is 10 percent below any of the four Trip Generation Thresholds for four consecutive weeks, the building operator shall in good faith implement additional or modified trip reduction measures with the goal of helping to ensure that the Enhanced Retail Alternative's trips do not exceed the applicable Trip Generation Threshold. Additionally, should the Enhanced Retail Alternative's weekly average afternoon peak hour trip generation level exceed any of the four Trip Generation Thresholds for four consecutive weeks, the Enhanced Retail Alternative shall undergo a three-month probationary period during which time the building operator shall be required to implement further trip reduction measures. Such measures may include, but are not limited to, modifications to the Transportation Demand Management Program (see Project Design Feature TRA-3). Weekly average afternoon peak hour trip generation measurements during the final four weeks of the three-month probationary period shall determine the effectiveness of the additional trip reduction

measures. Pursuant to this process, if the Enhanced Retail Alternative's weekly average afternoon peak hour trip generation level in the final four weeks of the three-month probationary period exceeds any of the four Trip Generation Thresholds, the phased mitigation program described below would apply based on the threshold exceeded.

The phased mitigation program requires the implementation of the following transit measures at the time that each of the specified Trip Generation Thresholds is exceeded for the first time following the three month probationary period:

- At 392 afternoon peak hour trips, a new 40-foot bus for Santa Monica BBB Rapid 7 shall be added on Pico Boulevard that travels eastbound during the morning peak hour and westbound during the afternoon peak hour.
- At 451 afternoon peak hour trips, a new 40-foot bus for Santa Monica BBB Line 5 shall be added on Olympic Boulevard that travels eastbound during the morning peak hour and westbound during the afternoon peak hour.
- At 510 afternoon peak hour trips, a new 40-foot bus for Santa Monica BBB Line 5 shall be added on Olympic Boulevard that travels westbound during the morning peak hour and eastbound during the afternoon peak hour.
- At 588 trips, a new 40-foot bus for Metro Line 4 shall be added on Santa Monica Boulevard that travels westbound during the morning peak hour and eastbound during the afternoon peak hour.

If required by the phased mitigation program, the Applicant shall be responsible for the cost of procurement of the buses as well as a portion of the operating and maintenance costs for 10 years. For the 40-foot buses, the Applicant shall pay $500,000 each for procurement and an average of $103,000 per year for 10 years. Farebox revenues from each bus, as calculated by the appropriate transit agency (e.g., Metro or Santa Monica BBB) and applicable state or federal transit subsidies shall be credited against the Applicant's operating and maintenance costs for the 10-year period.

In addition, if the articulated bus on Santa Monica Boulevard as provided in Mitigation Measure 4.2.5.1 has not been provided because the Westside Subway Extension has been completed to Century City, this bus shall be provided at 404 afternoon peak hour trips following the three month probationary period described above. The Applicant shall pay $750,000 for procurement and an average of $110,000 per year for 10 years for an articulated bus on Metro Rapid Line 704 traveling eastbound during the morning peak hour and westbound during the afternoon peak hour. Farebox revenues from this bus, as calculated by the appropriate transit agency, and applicable state or federal transit subsidies shall be credited against the Applicant's operating and maintenance costs for the 10-year period.

The monitoring program described in this mitigation measure shall continue for a minimum of five years after full occupancy of the Enhanced Retail Alternative (defined as having leased 88% of the building's gross leasable area). If during that period the Enhanced Retail Alternative's trip generation level exceeds any of the Trip Generation Thresholds following the three month probationary period described above, the monitoring program shall continue for an additional five years following the exceedance. The monitoring program shall cease when five years of monitoring demonstrate a stable trip generation level (defined as not exceeding the next highest of the Trip Generation Thresholds)

With the implementation of the Compliance Measure, Project Design Features, and mitigation program, no significant impacts related to traffic and circulation would remain as a result of the proposed Enhanced Retail Alternative under the Empirical and Economy Adjustment Rates in 2011, 2015, and 2021.

Although implementation of the Project Design Features, Compliance Measure, and mitigation program would also reduce most of the potential significant traffic and circulation impacts under the Published Rates, traffic intersections would remain significantly and unavoidably impacted in the 2011, 2015, and 2021 horizons (Cotner Avenue & Santa Monica Boulevard during the afternoon peak hour in 2011 as compared to existing conditions, Beverwil Drive & Pico Boulevard during the morning

peak hour in 2015 and 2021 as compared to the Approved Project and as compared to future without Project conditions, and Century Park East & Santa Monica Boulevard during the morning peak hour in 2021 as compared to future without Project conditions).

Findings related to these conclusions are discussed in Section 12.C of these Findings.

3. Aesthetics

a. Construction Impacts

The short-term construction activities associated with construction of both the Approved Project and the proposed Enhanced Retail Alternative, including, but not limited to demolition of on-site structures, excavation, haul trucks required for delivery and removal of excavation equipment, cranes, machinery, materials, and removal of street trees, were determined to be less than significant for both projects. The visual effect of potential graffiti and inappropriate posting on the construction screen would be less than significant with the incorporation of mitigation for the Approved Project, and with the incorporation of Project Design Features for the proposed Enhanced Retail Alternative. In addition, construction activities for both projects would occur primarily during daylight hours, and any construction-related illumination would be used for safety and security purposes in compliance with the Los Angeles Municipal Code light intensity requirements. Minor glare from sunlight on construction vehicle windshields during construction of both projects is not anticipated to impact visibility in the area as (1) this is an existing urban area where sunlight reflecting on vehicle windshields is a common occurrence; (2) the construction site would be fenced and shielded from pedestrian views; and (3) generally, construction vehicles are not polished to a high shine condition. The Subsequent EIR concluded that both the Approved Project and the proposed Enhanced Retail Alternative would have similar, less than significant impacts related to aesthetics during construction with the incorporation of Project Design Features or Mitigation Measures, and that the proposed Enhanced Retail Alternative would not have any significant new impacts, nor would it increase the severity of any previously identified significant effects. For the same reasons, potential visual impacts of the proposed Enhanced Retail Alternative compared to existing conditions during construction would be less than significant with incorporation of Project Design Features.

b. Operational Impacts

Both the Approved Project and the proposed Enhanced Retail Alternative would result in new off-site shading to sensitive uses. However, the area of each sensitive use that is shaded during these periods varies slightly between the Approved Project and proposed Enhanced Retail Alternative. The maximum duration of shading of the shade-sensitive areas for both the Approved Project and proposed Enhanced Retail Alternative would not exceed the shading limitations set by the Los Angeles CEQA Thresholds Guide requirements or the Century City North Specific Plan criteria. Accordingly, in comparison to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to shade/shadow. Impacts would remain less than significant, and no mitigation is required. The same is true for the proposed Enhanced Retail Alternative as compared with existing conditions.

As compared to the Approved Project, the proposed Enhanced Retail Alternative would not significantly block views of the prominent structures that contribute to the valued views of the Century City skyline when viewed from public and private locations east, north, west, and south of Century City or from view locations a few blocks to the south. For instances where the proposed Enhanced Retail Alternative would result in changes in views or blockage of mid-and high-rise buildings, the impact would diminish in relation to increasing distance from the Project Site, and the impact would be less under the proposed Enhanced Retail Alternative than the Approved Project because only one tower is proposed, rather than two, and the tower would be smaller in mass compared to the Approved Project. The future views of the proposed Enhanced Retail Alternative as compared to the Approved Project would be consistent with what would be reasonably expected to be seen from all views of Century City. Accordingly, the proposed Enhanced Retail Alternative would not result in in any new or greater impacts related to visual character or view obstruction beyond those of the Approved Project; rather, impacts generally would be less under the proposed Enhanced Retail Alternative because of the proposed Enhanced Retail Alternative's smaller mass and density. Impacts

from both projects would be less than significant, and no mitigation is required. The proposed Enhanced Retail Alternative would be similar in height and massing to existing high-rise buildings in Century City and would therefore be consistent with the existing and anticipated development pattern in the surrounding area. The proposed Enhanced Retail Alternative would not significantly block views of the prominent structures that contribute to valued views of the Century City skyline when viewed from public and private locations east, north, west and south of Century City. Panoramic views of long-distance resources such as the horizon or mountains would not be significantly blocked by the addition of the proposed buildings within the context of the existing skyline. In addition, the office tower would be consistent in form, style, and height with other modern high-rise structures in the area and, in particular, the varying building height and roofline would enhance the diversity of the skyline and its visual character. Therefore, operational impacts related to visual character and view obstruction as compared to existing conditions would be less than significant, and no mitigation is required.

Development of the Approved Project and the proposed Enhanced Retail Alternative would introduce new and expanded sources of artificial light in Century City. Since Century City is an existing urban area with existing lighting, adherence to the Los Angeles Municipal Code lighting restrictions, and incorporation of Mitigation Measures for the Approved Project and Project Design Features for the proposed Enhanced Retail Alternative, operational lighting impacts associated with both projects would be similar and would not substantially alter the character of off-site areas or interfere with the performance of an off-site activity. Accordingly, operational lighting impacts would be less than significant for both projects. Therefore, the proposed Enhanced Retail Alternative would not have any significant new impacts related to operational lighting beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects. Because Century City is an existing urban area with existing lighting, operational lighting impacts as compared to existing conditions would be less than significant, and no mitigation is required.

Based on the design of the Approved Project and the proposed Enhanced Retail Alternative, adherence to Los Angeles Municipal Code restrictions, and incorporation of Mitigation Measures for the Approved Project and Project Design Features for the proposed Enhanced Retail Alternative, the Approved Project and proposed Enhanced Retail Alternative would both be constructed of low-reflective materials. Therefore, the proposed Enhanced Retail Alternative, similar to the Approved Project, is not anticipated to generate substantial glare that would affect off-site activities. Potential operational impacts related to glare would be less than significant for both projects, and no mitigation is required. Therefore, the proposed Enhanced Retail Alternative would not have any significant new impacts related to operational glare beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects. For the same reasons, as compared to existing conditions, the potential operational impacts related to glare would be less than significant, and no mitigation is required.

c. Development Agreement Horizon Period (2021) Analysis

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the term of the Development Agreement, because the proposed Enhanced Retail Alternative would remain consistent with the overall character of Century City through 2021, the less than significant conclusions regarding the proposed Enhanced Retail Alternative's construction and operational impacts related to aesthetics would not change.

d. Cumulative Impacts

The 2006 EIR found that the Approved Project would result in less than significant cumulative impacts related to visual quality, blocked views from prominent view locations, including public streets, off-site residential neighborhoods, and the Los Angeles Country Club golf course, light, glare, and shade/shadow. In addition, the 2006 EIR found that the Approved Project, in combination with the related projects that would be constructed along the Avenue of the Stars scenic highway, would not cause any cumulative impacts related to visual quality related to its designation as a scenic highway. The proposed Enhanced Retail Alternative is concluded to have substantially the same impacts as the Approved Project with regard to aesthetics; therefore, cumulative impacts of the proposed Enhanced Retail Alternative would be substantially the same as the Approved Project. All potential cumulative impacts related to aesthetics associated with implementation of the Approved Project and

the proposed Enhanced Retail Alternative would be less than significant. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to aesthetics.

There are four related projects identified in the Subsequent EIR located within the potential area of cumulative visual impact. The proposed Enhanced Retail Alternative and the related projects would be complementary in visual character and quality. Therefore, the proposed Enhanced Retail Alternative and the related projects are considered to be beneficial contributions to the existing aesthetic environment on the Project Site and in the Project area, and cumulative impacts to visual quality/character would be less than significant.

Similar to the proposed Enhanced Retail Alternative, panoramic views of long-distance resources such as the horizon or mountains would not be significantly blocked by the addition of the proposed buildings within the context of the existing skyline. Therefore, cumulative impacts to view blockage would be less than significant. While one of the related projects may result in a significant cumulative impact related to the removal of a scenic resource within a Scenic Highway corridor, the proposed Enhanced Retail Alternative would not contribute to that impact because there are no visual resources on the Project Site that would be removed as part of Project implementation. Therefore, cumulative impacts to visual resources under the proposed Enhanced Retail Alternative would be less than significant.

With regard to light, development of the proposed Enhanced Retail Alternative and the related projects would introduce new and expanded sources of artificial light in Century City. Because the proposed Enhanced Retail Alternative and the related projects would be required to comply with Los Angeles Municipal Code lighting restrictions and because Century City is an existing urban area with existing lighting, cumulative lighting impacts would be less than significant, and no mitigation is required.

The proposed Enhanced Retail Alternative would be constructed of low-reflective materials. In addition, each related project has individually selected materials for their low-reflective qualities and located the project materials so as to avoid substantial glare. Taken together, the related projects and the proposed Enhanced Retail Alternative are not anticipated to generate substantial glare that would affect off-site activities. Potential cumulative impacts related to glare would be less than significant, and no mitigation is required.

The proposed Enhanced Retail Alternative and related projects would not shade the same areas of each shade-sensitive use for longer periods than prescribed in the standards identified in the thresholds set by the Los Angeles CEQA Thresholds Guide and the Century City North Specific Plan. Therefore, cumulative impacts related to shading would also be less than significant under the criteria of the Los Angeles CEQA Thresholds Guide and the Century City North Specific Plan.

e. Project Design Features, Compliance Measures, and Mitigation Measures

There are no Compliance Measures applicable to aesthetics. The following Project Design Features for the proposed Enhanced Retail Alternative are applicable to aesthetics:

Project Design Feature VIS-1 Maintenance of Construction Barriers. The Applicant shall ensure, through appropriate postings and daily visual inspections, that no unauthorized materials are posted on any temporary construction barriers or temporary pedestrian walkways, and that any such temporary barriers and walkways are maintained in a visually attractive manner throughout the construction period.

Project Design Feature VIS-2 Street Tree Plan. The Applicant shall prepare a street tree plan to be reviewed and approved by the City's Department of Public Works, Street Tree Division. All plantings in the public right-of-way shall be installed in accordance with the approved street tree plan and shall be maintained by the Property Owner for the life of the planting.

Project Design Feature VIS-3 Landscape Plan. The proposed Enhanced Retail Alternative shall implement the proposed Landscape Plan shown on Figure 3.8 in Chapter 3.0, Project Description,

Including the planting of California sycamores along the sidewalks on Avenue of the Stars and Constellation Boulevard, as well as around the pedestrian walkway on the northern and eastern site perimeter, to establish a tree canopy and to create a human scale for pedestrians in the area. Tree installation, including number and location of trees, species type, and tree size, shall be completed to the satisfaction of the Urban Forestry Division of the Department of Public Works.

Project Design Feature VIS-4 Publically Accessible Open Space. The proposed Enhanced Retail Alternative shall include approximately 132,037 square feet of open space accessible to the public, including a Transit Plaza on the corner of Avenue of the Stars and Constellation Boulevard that shall provide convenient access for the community, seating areas for public gathering places, and is designed to facilitate pedestrian connections throughout the Project Site, and a 2.14-acre Green Roof open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations.

Project Design Feature VIS-5 Mid-Block Pedestrian Pathways. The proposed Enhanced Retail Alternative shall construct a pedestrian walkway along the northern and eastern perimeter of the Project Site to further facilitate the establishment of mid-block pedestrian pathways as described in the Century City North Specific Plan, which are intended to provide pedestrian paths that shall intersect the adjacent streets approximately midblock. The pedestrian pathways shall be consistent with relevant policies and principles of the Greening of 21st Century City Pedestrian Connectivity Plan. Although there are currently no plans for the City to construct a pedestrian crossing over Constellation Boulevard to the south of the Project Site, as provided for in the Century City North Specific Plan, the proposed Enhanced Retail Alternative shall not impede a future pedestrian crossing at this location. The pedestrian walkway to be constructed along the eastern perimeter of the Project Site shall be designed to connect to such a pedestrian crossing.

Project Design Feature VIS-6 Graffiti Removal. The Project Site shall be maintained to be clean and free of debris and rubbish, and any graffiti from walls shall be removed pursuant to Los Angeles Municipal Code (LAMC) Sections 91.8104 and 91.8904.1.

Project Design Feature VIS-7 Public Sidewalks. Reconstructed sidewalks along Avenue of the Stars and Constellation Boulevard frontages that are removed during construction shall be paved with concrete or other safe, non-slip material to create a distinctive pedestrian environment.

Project Design Feature VIS-8 Low Reflectivity Glass. All exterior windows and glass used on the building surfaces shall be of low reflectivity glass to the extent feasible.

Project Design Feature VIS-9 Street Lighting. Any street or pedestrian lighting installed by the proposed Enhanced Retail Alternative in the public right-of-way shall be compatible with the existing design for street furniture and street lighting along Century City's public streets and have low reflectivity to minimize glare and limit light onto adjacent properties. The pedestrian lighting in the public right-of-way shall be approved by the Bureau of Street Lighting and shall be tested in accordance with the requirements of the Bureau of Street Lighting.

Project Design Feature VIS-10 Architectural Lighting. Architectural lighting on the Project Site shall be directed onto the building surfaces and have low reflectivity to minimize glare and limit light onto adjacent properties. In addition, all pole-mounted light fixtures on the Project Site shall be shielded to limit spillover of lighting onto adjacent properties and to minimize glare.

Project Design Feature VIS-12 Mechanical Equipment. All ventilation, heating, and air conditioning ducts, tubes, and other such mechanical equipment shall be screened from the line of sight of pedestrians and motorists.

Project Design Feature VIS-13 Utility Lines. All new utility lines and connections shall be constructed underground.

Project Design Feature VIS-14 Trash Collection Areas. Trash collection areas shall be contained in the loading dock at ground level in a collection area screened from view by a solid masonry wall.

Project Design Feature VIS-15 Architectural Concept. All ground-level building fixtures, including but not limited to security gates, landscape light fixtures, pedestrian lights, air intake shafts, and other appurtenances, shall be incorporated into the architectural concept for the proposed Enhanced Retail Alternative.

With implementation of the Project Design Features, no Mitigation Measures are required for the proposed Enhanced Retail Alternative. There are no potentially significant impacts related to aesthetics.

4. Air Quality

a. Construction Impacts

Construction of the proposed Enhanced Retail Alternative would result in similar construction activities and use similar construction equipment as the Approved Project. Daily net emissions of reactive organic compounds (ROC), carbon monoxide (CO), particulate matter less than 10 microns in diameter (PM10), particulate matter less than 2.5 microns in diameter (PM2.5), and sulfur oxides (SOx) during construction of the Approved Project were determined to be adverse but less than significant, as the estimated net emissions for these pollutants would fall below their respective South Coast Air Quality Management District (SCAQMD) significance thresholds. However, nitrogen oxide (NOx) emissions during construction of the Approved Project were determined to exceed the current SCAQMD significance threshold. Implementation of Mitigation Measure 4.4.2 (as proposed in the Subsequent EIR for the proposed Enhanced Retail Alternative) would reduce NOx emissions during construction of the Approved Project to below a level of significance.

The Subsequent EIR concluded that the proposed Enhanced Retail Alternative's peak daily construction air emissions for NOx, CO, and SOx would be slightly greater than the Approved Project. Further, the proposed Enhanced Retail Alternative's peak daily construction emissions for PM2.5 would be similar to the Approved Project, while PM10 emissions would be less than the Approved Project. Unlike the Approved Project, construction emissions for the proposed Enhanced Retail Alternative would exceed the SCAQMD daily emission thresholds for ROC. Similar to the Approved Project, construction emissions for the proposed Enhanced Retail Alternative would exceed the SCAQMD daily emission threshold for NOx. With the incorporation of Mitigation Measures, which include the high-volume low pressure (HVLP) spray method and the use of the United States Environmental Protection Agency (EPA) Tier 4 equipment during the building construction phase, as well as a number of feasible control measures that can reasonably be implemented to reduce PM10 emissions from construction, potential air quality impacts related to ROC and NOx emissions for the proposed Enhanced Retail Alternative would be reduced below a level of significance. In addition, localized impacts from criteria pollutants or toxic air contaminants and exposure to naturally occurring asbestos that may result from the mitigated Approved Project or the mitigated proposed Enhanced Retail Alternative construction-period air pollutant emissions were determined to be less than significant. Accordingly, with the incorporation of proposed Mitigation Measures, the proposed Enhanced Retail Alternative would result in similar, less than significant air quality impacts during construction as the Approved Project. Therefore, as compared to the Approved Project, the proposed Enhanced Retail Alternative's construction activities would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to construction emissions, local significance thresholds (LST) for any criteria pollutants, toxic air contaminants, localized CO impacts, or naturally occurring asbestos.

With the incorporation of mitigation, which includes the HVLP spray method and the use of EPA Tier 4 equipment during the Building Construction phase, as well as a number of feasible control measures that can reasonably be implemented to reduce PM10 emissions from construction, potential impacts would be reduced to a less than significant level as compared to existing conditions. All other proposed Enhanced Retail Alternative-related construction emissions (CO, PM10, PM2.5, and SOx), localized significance thresholds (LST) for any criteria pollutants, toxic air contaminants, localized CO impacts, and naturally occurring asbestos would be less than significant, and no other mitigation is required.

b. Operational Impacts

Long-term air emission impacts as a result of both the Approved Project and the proposed Enhanced Retail Alternative are those associated with stationary sources and mobile sources involving any project-related changes. The stationary source emissions would come from many sources, including the use of cleaning products, landscape equipment, general energy, and solid waste collection and decomposition. The stationary source emissions of all criteria pollutants and toxic air contaminants from operation of both the Approved Project and the proposed Enhanced Retail Alternative would not exceed the corresponding SCAQMD daily emission thresholds for any criteria pollutants. Similarly, emissions from stationary sources of both criteria pollutants and toxic air contaminants during daily operation of both the Approved Project and the proposed Enhanced Retail Alternative would not result in concentrations of pollutants at nearby sensitive receptors that are at or above the SCAQMD thresholds of significance. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative's stationary source operational activities in 2011 and 2015 would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects as compared to the Approved Project. Similarly, stationary source operational activities of the proposed Enhanced Retail Alternative in 2011 and 2015 would not result in a significant impact as compared to existing and future conditions.

In order to ensure that the proposed Modified Project's air quality impacts were conservatively analyzed, the traffic study included three different analysis scenarios. First, the traffic report analyzed an empirical trip rate that reflects the actual project traffic generation based on studies of existing, similar nearby projects (Empirical Rate). In order to present a conservative analysis, the appendix to the traffic report also analyzed an alternative trip generation rate for the proposed Modified Project that includes an adjustment factor for the current level of regional economic activity (Economy Adjustment Rate). Lastly, in order to present a conservative analysis, a trip generation rate also was developed for the proposed Modified Project based on published trip generation rates from the Institute of Transportation Engineers (ITE) and the City of Los Angeles (Published Rates). These trip rate scenarios were applied to the Enhanced Retail Alternative in Chapter 3.0 of the Final Subsequent EIR.

Vehicular trips associated with both the Approved Project and the proposed Enhanced Retail Alternative have the potential to contribute to congestion at traffic intersections and along roadway segments in the Project Site vicinity. Localized air quality impacts would occur when emissions from vehicular traffic increase in local areas as a result of a project. The primary mobile source pollutant of local concern is CO, which is a direct function of vehicle idling time and, thus, traffic flow conditions. The 2006 EIR determined that CO concentrations at all traffic intersections affected by Approved Project-related traffic would be well below their respective State and federal standards in 2011 and 2015. The Subsequent EIR concluded that CO concentrations at all traffic intersections affected by proposed Enhanced Retail Alternative-related traffic using all three traffic study rates would be well below their respective State and federal standards as compared to both the Approved Project and to existing conditions in 2011 and future conditions in 2015. Because no CO hot spots would occur, the proposed Enhanced Retail Alternative would not have a significant impact on local air quality for CO as compared to the Approved Project or existing or future conditions, and no Mitigation Measures would be required.

The Subsequent EIR concluded that regional mobile source emissions of ROC, NOx, CO, SOx, PM10, and PM2.5 due to long-term operation of both the Approved Project and the proposed Enhanced Retail Alternative using all three trip generation rates would be less than the corresponding SCAQMD daily emission thresholds in 2011 and 2015. Therefore, the long-term operational air quality impacts of the proposed Enhanced Retail Alternative on ROC, NOx, CO, SOx, PM10, and PM2.5 would be less than significant as compared to the Approved Project and existing conditions, and no mitigation is required. Further, the localized CO hot spots and regional emissions analyses for the proposed Enhanced Retail Alternative indicate that, similar to the Approved Project, there would not be any significant localized CO or regional mobile source emissions impact in 2011 and 2015. Accordingly, as compared to the Approved Project and existing and future conditions, the proposed Enhanced Retail Alternative's mobile source operational activities would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to localized CO hot spots or regional emissions.

c. 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended by six years to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impact to air quality would not change. The trend in air emissions from all sources is that improvements in technologies and stricter regulations combine to result in lower emissions over time. Thus, it is expected that construction equipment used in 2021 would be as or more efficient and have equivalent or lower emissions than similar equipment used in 2012. However, while operational emissions are also expected to be less in 2021 because building efficiency regulations and vehicle emissions regulations will both require better efficiency and lower emissions than in 2012, the differences are enough that the operational emissions were analyzed in the Subsequent EIR. This analysis determined that that the proposed Enhanced Retail Alternative-related long-term air quality impacts in 2021 would be less than significant.

d. Cumulative Impacts

With the incorporation of proposed Mitigation Measures, construction of the proposed Enhanced Retail Alternative would result in similar, less than significant air quality impacts during construction as compared to the Approved Project. Therefore, as compared to the Approved Project, the proposed Enhanced Retail Alternative's construction activities would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to construction emissions, LST emission thresholds for any criteria pollutants, toxic air contaminants, localized CO impacts, or naturally occurring asbestos. SCAQMD policy states that individual development projects that generate construction-related or operational emissions that exceed the SCAQMD recommended daily thresholds for project-specific impacts would also cause a cumulatively considerable increase in emissions for those pollutants for which the Basin is in nonattainment (i.e., if project-specific impacts are significant, then cumulative impacts are also significant). Therefore, an individual development project that does not exceed the SCAQMD recommended daily thresholds for project-specific impacts would not be considered cumulatively considerable. In accordance with SCAQMD guidance, cumulative air quality impacts during construction of both the Approved Project and the proposed Enhanced Retail Alternative would be less than significant, because net project-level construction emissions for all pollutants would fall below their respective SCAQMD significance thresholds after incorporation of mitigation. As compared to the Approved Project the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to cumulative construction air quality impacts since the proposed Enhanced Retail Alternative would result in less than significant emissions and less total emissions than the Approved Project.

Cumulative localized emissions are also anticipated to be less than significant, since the identified related projects are located sufficiently distant from the Project Site so as to preclude locally cumulative pollutant concentrations. Even the Century Plaza, Westfield New Century Plan and 10000 Santa Monica Boulevard projects that are within a mile of the Project Site are located far enough away that the atmospheric dispersion effects will result in little overlap of high-concentration zones. For the same reason, toxic air contaminant emissions from the related projects are anticipated to be less than significant individually as well as cumulatively in conjunction with the proposed Enhanced Retail Alternative. Thus, as compared to the Approved Project and existing and future conditions, the proposed Enhanced Retail Alternative's cumulative localized air quality and toxic air contaminant construction emissions were all concluded to be less than significant.

As to operational emissions, both the Approved Project and the proposed Enhanced Retail Alternative would result in operational emissions that are less than the corresponding SCAQMD daily emission thresholds for all pollutants. Air quality impacts during operation of the Approved Project and the proposed Enhanced Retail Alternative would be less than significant, and no mitigation is required. Therefore, based on SCAQMD guidance discussed above, both the Approved Project and the proposed Enhanced Retail Alternative's cumulative air quality impacts would be less than significant for operational emissions. Additionally, the differences between the Approved Project and the proposed Enhanced Retail Alternative emissions are slight compared to total regional emissions that include projects throughout the region; thus, there is no significant difference in cumulative operational air quality impacts between the Approved Project and the proposed Enhanced Retail Alternative. Therefore, as compared to the Approved Project, the proposed Enhanced Retail

Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to cumulative operational air quality impacts.

e. Project Design Features, Compliance Measures, and Mitigation Measures

The following Compliance Measures and Project Design Features for the proposed Enhanced Retail Alternative are applicable to air quality:

Compliance Measure AQ-1 SCAQMD Rules 402 and 403. The proposed Enhanced Retail Alternative shall comply with South Coast Air Quality Management District (SCAQMD) Rules 402 and 403 regarding fugitive dust control. Control measures would control fugitive dust at least as effectively as the following measures:

- Use watering to control dust generation during the demolition of structures or the breakup of asphalt, surface parking lots, and various remnant structures such as walls and foundations from the prior uses on the Project Site.
- Install wheel washers for all exiting trucks, or wash off the tires or tracks of all trucks and equipment leaving the site.
- All haul trucks shall be covered or shall maintain at least 6 inches of freeboard.
- Suspend earthmoving operations; or additional watering shall be implemented to meet Rule 403 criteria if wind gusts exceed 25 miles per hour (mph). An information sign shall be posted at the entrance to each construction site that identifies the permitted construction hours and provides a telephone number to call and receive information about the construction project or to report complaints regarding excessive fugitive dust generation. Any reasonable complaints shall be rectified within 24 hours.

Compliance Measure AQ-2 SCAQMD Rule 1113 - Coatings and Solvents. The Applicant shall utilize coatings and solvents that are consistent with applicable SCAQMD Rule 1113.

Project Design Feature AQ-1 Dust Suppression. Notes shall be included on construction and grading plans and referenced in the contractor's agreement that require the use of dust suppression measures in the South Coast Air Quality Management District (SCAQMD) California Environmental Quality Act (CEQA) Air Quality Handbook during project grading and construction. The construction contractor shall be responsible for the implementation of the following dust suppression measures:

- Revegetate disturbed areas as soon as possible.
- Increase active site watering to three times daily.
- When visible soil materials are carried to adjacent streets, those streets shall be swept once per day to the extent necessary to remove the visible soil material (recommend water sweepers with reclaimed water).
- All on-site roads shall be paved as soon as feasible, watered periodically, or chemically stabilized.
- The area disturbed by clearing, grading, earthmoving, or excavation operations shall be minimized at all times.

Project Design Feature AQ-2 Construction Vehicle Maintenance. Construction contracts shall include a statement specifying that all construction equipment shall be tuned and maintained in accordance with manufacturer's specifications.

Project Design Feature AQ-3 Equipment Shut Off and Smog Season Hours. Construction contracts shall include a statement specifying that general contractors shall maintain and operate construction equipment so as to minimize exhaust emissions. During construction, trucks and vehicles in loading and unloading queues shall turn their engines off when not in use to reduce vehicle emissions.

Construction emissions shall be phased and scheduled to avoid emissions peaks and discontinued during second-stage smog alerts.

Project Design Feature AQ-4 Construction Electricity. Construction contracts shall include a statement specifying that electricity from power poles rather than temporary diesel- or gasoline-powered generators shall be used to the extent feasible.

Project Design Feature AQ-5 Construction Vehicle Idling. Construction contracts shall include a statement specifying that all construction vehicles shall be prohibited from idling in excess of 10 minutes, both on- and off-site.

Compliance Measure SW-2 Construction Waste Recycling. In order to meet the diversion goals of the California Integrated Waste Management Act and the City of Los Angeles, which will total 70 percent by 2013, the Applicant shall salvage and recycle construction and demolition materials to ensure that a minimum of 70 percent of construction-related solid waste is diverted from the waste stream to be landfilled. Solid waste diversion shall be accomplished though the on-site separation of materials and/or by contracting with a solid waste disposal facility that can guarantee a minimum diversion rate of 70 percent. In compliance with the Los Angeles Municipal Code, the General Contractor shall utilize solid waste haulers, contractors, and recyclers who have obtained an Assembly Bill (AB) 939 Compliance Permit from the City of Los Angeles Bureau of Sanitation.

Project Design Feature NRG-1 Electricity and Natural Gas. The proposed Enhanced Retail Alternative shall incorporate a combination of energy conservation measures to exceed the requirements of Title 24 (2005) and City of Los Angeles codes in effect at the time of circulation of this Subsequent EIR by 20 percent, including one or more of the following:

- A green roof with 90,000 square feet of open and planted space
- High-performance facade to reduce solar heat gain
- Exterior shading devices
- Daylight illumination of occupied spaces
- Centrally monitored electronic electricity metering network that allows for tenant submetering
- Renewable energy generation (solar photovoltaics on the roof of the creative office space buildings)
- Use of ice tanks to shift chilled water production to nighttime hours when the electricity grid is operating more efficiently
- Any other energy conservation measures available at the time that building permits for the Project are submitted to the City of Los Angeles Building and Safety Department, which may incorporate newly developed technology that has been proven to conserve energy

In the event Title 24 is amended such that the energy conservation requirements exceed Title 24 (2005) by more than 20 percent, the Project shall comply with the amended Title 24. Plans submitted for building permits shall include written notes or calculations demonstrating exceedance of energy standards and shall be reviewed and approved by the Director of the City of Los Angeles Building and Safety Department, or designee, prior to issuance of building permits.

Project Design Feature WTR-1 Water Conservation. The proposed Enhanced Retail Alternative shall exceed the water conservation requirements contained in City Ordinance No. 180,822 and the LA Green Building Code through the utilization of additional water conservation measures. Such measures may include one or more of the following:

- All indoor faucets not already subject to the provisions of City Ordinance No. 180,822 and the LA Green Building Code shall have a flow rate of 1.5 gallons per minute or less;

- No more than one showerhead per stall;
- Weather-based irrigation controller;
- Drought tolerant plant species to comprise at least 50 percent of total landscaping;
- Drip/subsurface landscape irrigation;
- Landscaping to be properly hydro-zoned (plants with similar water requirements shall be grouped together);
- Zoned irrigation;
- Landscaping shall be contoured to minimize precipitation runoff;
- Cooling tower pH conductivity controllers shall be used to monitor water treatment to limit concentration; and
- Greywater system.

Project Design Feature VIS-3 Landscape Plan. The proposed Enhanced Retail Alternative shall implement the proposed Landscape Plan described in Section 4.3, Aesthetics, including the planting of California sycamores along the sidewalks on Avenue of the Stars and Constellation Boulevard, as well as around the pedestrian walkway on the northern and eastern site perimeter, to establish a tree canopy and to create a human scale for pedestrians in the area. Tree installation, including number and location of trees, species type, and tree size, shall be completed to the satisfaction of the Urban Forestry Division of the Department of Public Works.

In addition to the Project Design features for the proposed Enhanced Retail Alternative, the following Mitigation Measures would reduce air quality impacts during construction:

Mitigation Measure 4.4.1: Application of Architectural Coatings. The applicant shall make available to the City of Los Angeles Department of Building and Safety representatives records showing compliance with South Coast Air Quality Management District (SCAQMD) Rule 1113. In addition, the applicant shall require that the construction contractor further reduce emissions associated with architectural coatings by using one or more of the following additional measures: using pre-coated/natural colored building materials, using water-based or low-volatile organic compounds (VOC) coating, or using coating transfer or spray equipment with high transfer efficiency. The project applicant shall make available to the City of Los Angeles Department of Building and Safety representatives records showing use of one or more of the methods named above.

Mitigation Measure 4.4.2: EPA Tier 4 Emissions Standards. The applicant shall make available to the City of Los Angeles Department of Building and Safety a comprehensive inventory of all off-road construction equipment, equal to or greater than 50 horsepower, that will be used an aggregate of 40 or more hours during any portion of construction activities for the Project. The inventory shall include the horsepower rating, engine production year, and certification of the specified Tier standard. A copy of each such unit's certified tier specification, best available control technology (BACT) documentation, and California Air Resources Board (ARB) or Air Quality Management District (AQMD) operating permit shall be provided onsite at the time of mobilization of each applicable unit of equipment. Off-road diesel-powered equipment that will be used an aggregate of 40 or more hours during any portion of the construction activities for the Project shall meet the United States Environmental Protection Agency (EPA) Tier 4 emissions standards and off-road equipment greater than 300 horsepower shall be equipped with diesel particulate filters.

All potential construction and operational-related air quality impacts would be less than significant for the proposed Enhanced Retail Alternative with implementation of Compliance Measures, Project Design Features and Mitigation Measures.

5. Climate Change

Due to the complex physical, chemical, and atmospheric mechanisms involved in global climate change, it is speculative to identify the specific impact, if any, to global climate change from an individual project's incremental increase in greenhouse gas (GHG) emissions. As such, a project's GHG emissions and the resulting significance of potential impacts are more properly assessed on a cumulative basis, and thus the analysis below is inherently cumulative. The State's CEQA Guideline Amendments (based on Senate Bill [SB] 97 [Chapter 185, 2007]) also state "that the effects of GHG emissions are cumulative, and should be analyzed in the context of State CEQA Guidelines requirements for cumulative impact analysis." The findings below address the cumulative impacts of the proposed Enhanced Retail Alternative on climate change.

a. Construction Impacts

Construction of the proposed Enhanced Retail Alternative would emit less CO2e than the Approved Project since it is a smaller project that requires less total construction. Therefore, the proposed Enhanced Retail Alternative would involve a decrease in the level of GHG emissions related to construction as compared to the Approved Project. Accordingly, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to construction emissions. As directed by the South Coast Air Quality Management District (SCAQMD), due to the long-term nature of the GHGs in the atmosphere, instead of determining significance of construction emissions alone, the total construction emissions of a project should be amortized over 30 years (an estimate of the life of a project) and included in the operations analysis, where total GHG emissions significance is analyzed.

b. Operational Impacts

Assembly Bill 32 established greenhouse gas reduction targets for statewide emissions, and not specific targets for commercial developments. Demonstrating consistency with the more aggressive Assembly Bill 32 statewide targets is considered to be conservative, so based on the foregoing, a proposed project would have a significant impact if project-wide emissions reduction does not constitute an equivalent or larger break from "business-as-usual" than has been determined by the California Air Resources Board (ARB) to be necessary to meet the State Assembly Bill 32 goals (approximately 16 percent). Operation of the proposed Enhanced Retail Alternative and/or the Approved Project would result in both direct and indirect greenhouse gas emissions generated by different types of buildings, land uses, and emissions sources. It is assumed that the Approved Project would have exceeded the minimum Title 24 (2005) energy code requirements by 10 percent. Additionally, the Approved Project would have improved destination accessibility due to its proximity to mass transit and included design features that would result in an approximately 10 percent reduction in indoor water use. With these factors, the Approved Project would achieve a reduction from 5,480 to 5,320 metric tons of carbon dioxide equivalent (CO2e) annually, or about a 2.9 percent reduction from "business-as-usual." In comparison, the Subsequent EIR concluded that the proposed Modified Project is expected to achieve a much greater improvement over "business-as-usual" emissions (construction and operations) than the Approved Project due to the increased emphasis on energy efficiency and water conservation. The proposed Modified Project would achieve a reduction from 14,600 to 11,900 metric tons of CO2e annually, or an approximate 18.5 percent reduction from "business-as-usual." Although the gross operational emissions from the proposed Modified Project would be greater than those of the Approved Project, with the achievement of approximately 18.5 percent total reduction from "business-as-usual," the proposed Modified Project's climate change impacts with regard to greenhouse gas emissions would be less than significant and a greater decrease than the Approved Project's "as proposed" emissions compared to its "business-as-usual" emissions. Accordingly, as compared to the Approved Project, the proposed Modified Project would not involve a substantial increase in the severity of significant effects related to operational greenhouse emissions. Further, by achieving an 18.5 percent reduction from "business-as-usual," the proposed Modified Project would result in less than significant operational greenhouse gas emissions as compared to existing conditions. The Enhanced Retail Alternative proposes the same mix of land uses as the Modified Project, although with a slightly smaller overall built square footage. In addition, the Enhanced Retail Alternative would result in lower vehicular trip generation than the Modified Project. Therefore, the Subsequent EIR concluded that the Enhanced Retail Alternative would result in slightly less generation of CO2e than the Modified Project, with a similar reduction from "business-as-usual." Accordingly, the Enhanced Retail Alternative would have less than significant operational

greenhouse emissions as compared to the Approved Project and to existing conditions, and no mitigation is required.

c. 2021 Horizon

As the climate change analysis above determines the consistency with GHG emissions goals for 2020 and there are currently no separate goals or policies in place for 2021, the conclusions of the analysis for the proposed Enhanced Retail Alternative in a build-out year of 2021 would be the same as the conclusions for the operational analysis presented above.

d. Project Design Features, Compliance Measures, and Mitigation Measures

The following Compliance Measures and Project Design Features for the proposed Enhanced Retail Alternative are applicable to climate change:

Project Design Feature NRG-1 Electricity and Natural Gas. The proposed Enhanced Retail Alternative shall incorporate a combination of energy conservation measures to exceed the requirements of Title 24 (2005) and City of Los Angeles codes in effect at the time of circulation of this Subsequent EIR by 20 percent, including one or more of the following:

- A green roof with 90,000 square feet of open and planted space
- High-performance facade to reduce solar heat gain
- Exterior shading devices
- Daylight illumination of occupied spaces
- Centrally monitored electronic electricity metering network that allows for tenant submetering
- Renewable energy generation (solar photovoltaics on the roof of the creative office space buildings)
- Use of ice tanks to shift chilled water production to nighttime hours when the electricity grid is operating more efficiently
- Any other energy conservation measures available at the time that building permits for the proposed Enhanced Retail Alternative are submitted to the City of Los Angeles Building and Safety Department, which may incorporate newly developed technology that has been proven to conserve energy.

In the event Title 24 is amended such that the energy conservation requirements exceed Title 24 (2005) by more than 20 percent, the proposed Enhanced Retail Alternative shall comply with the amended Title 24. Plans submitted for building permits shall include written notes or calculations demonstrating exceedance of energy standards and shall be reviewed and approved by the Director of the City of Los Angeles Building and Safety Department, or designee, prior to issuance of building permits.

Project Design Feature WTR-1 Water Conservation. The proposed Enhanced Retail Alternative shall exceed the water conservation requirements contained in City Ordinance No. 180,822 and the LA Green Building Code through the utilization of additional water conservation measures. Such measures may include one or more of the following:

- All indoor faucets not already subject to the provisions of City Ordinance No. 180822 and the LA Green Building Code shall have a flow rate of 1.5 gallons per minute or less
- No more than one showerhead per stall
- Weather-based irrigation controller
- Drought tolerant plant species to comprise at least 50 percent of total landscaping

- Drip/subsurface landscape irrigation
- Landscaping to be properly hydro-zoned (plants with similar water requirements shall be grouped together)
- Zoned irrigation
- Landscaping shall be contoured to minimize precipitation runoff
- Cooling tower pH conductivity controllers shall be used to monitor water treatment to limit concentration
- Greywater system

Compliance Measure SW-2 Construction Waste Recycling. In order to meet the diversion goals of the California Integrated Waste Management Act and the City of Los Angeles, which will total 70 percent by 2013, the Applicant shall salvage and recycle construction and demolition materials to ensure that a minimum of 70 percent of construction-related solid waste that can be recycled is diverted from the waste stream to be landfilled. Solid waste diversion shall be accomplished though the on-site separation of materials and/or by contracting with a solid waste disposal facility that can guarantee a minimum diversion rate of 70 percent. In compliance with the Los Angeles Municipal Code, the General Contractor shall utilize solid waste haulers, contractors, and recyclers who have obtained an Assembly Bill (AB) 939 Compliance Permit from the City of Los Angeles Bureau of Sanitation.

With implementation of Compliance Measures and Project Design Features, no Mitigation Measures are required for the proposed Enhanced Retail Alternative. No significant impacts related to climate change have been identified.

6. Hazards and Hazardous Materials

a. Construction Impacts

Because the proposed Enhanced Retail Alternative would not involve the demolition of the previously existing buildings on the Project Site – which have been demolished – the proposed Enhanced Retail Alternative would not encounter the same level of potential building materials containing asbestos, lead-based paint (LBP), and polychlorinated biphenyls (PCBs) as the Approved Project. Thus, the proposed Enhanced Retail Alternative would have lesser impacts with respect to asbestos, lead-based paint and PCBs than the Approved Project, and with implementation of Compliance Measures and Project Design Features, potential impacts related to these substances would be less than significant compared with the Approved Project and existing conditions.

The Project Site is located within a City-designated methane zone and was previously used for oil production. As such, the potential exists for contaminated soil (e.g., residual oil, light petroleum components) and soil gases (e.g., methane and hydrogen sulfide) to be encountered during construction of both the Approved Project and the proposed Enhanced Retail Alternative. With implementation of Compliance Measures and Project Design Features, the proposed Enhanced Retail Alternative would result in less than significant construction impacts associated with soil contaminants and soil gases as compared with existing conditions, which would be similar to those identified for the Approved Project. Construction of both the Approved Project and the proposed Enhanced Retail Alternative would involve the use of similar hazardous materials, all of which would be handled and stored in compliance with applicable standards and regulations. Therefore, the proposed Enhanced Retail Alternative would have less than significant construction impacts as compared to existing conditions related to the hauling, storage, transport, and disposal of hazardous materials, which would be similar to those of the Approved Project. Accordingly, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects with regards to the hauling, storage, transport, and disposal of hazardous materials during construction.

b. Operational Impacts

Operation of both the Approved Project and the proposed Enhanced Retail Alternative would involve the limited use and storage of cleaning solvents and pesticides, all of which would be used and stored in compliance with applicable standards and regulations. Therefore, the proposed Enhanced Retail Alternative would have less than significant operational impacts related to the hauling, storage, transport, and disposal of hazardous materials, as compared to existing conditions, which would be similar to those of the Approved Project. Accordingly, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects with regards to the hauling, storage, transport, and disposal of hazardous materials during operation.

Due to the proximity of the Project Site to the Santa Monica Airport, both the Approved Project and the proposed Enhanced Retail Alternative would be required to comply with Federal Aviation Administration (FAA) filing regulations prior to construction. Upon compliance with FAA notification requirements and incorporation of FAA recommendations, construction and operation of the proposed Enhanced Retail Alternative would result in less than significant impacts with regard to airports as compared with existing conditions, which would be similar to those of the Approved Project. Accordingly, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects with regard to airports.

c. 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impact to hazards and hazardous materials would not change. There is the potential for a lowering of environmental screening levels that may require additional soils to be removed to a disposal site prior to construction. In addition, there is a potential for a site in the vicinity to affect groundwater below the site. However, this would be addressed through implementation of the permit requirements in Compliance Measure WQ-2. Regardless of the construction time frame, the proposed Enhanced Retail Alternative includes Compliance Measures and Project Design Features to address potential hazards and hazardous materials, and would comply with all applicable regulations related to hazards and hazardous materials. Therefore, hazards and hazardous materials impacts would be similar to those analyzed above if the proposed Enhanced Retail Alternative build-out year were to be extended to 2021, and would be less than significant.

d. Cumulative Impacts

The 2006 EIR found that all renovation and demolition activities associated with the related projects would be subject to applicable local, State, and federal regulations, and that with compliance with these regulations, the potential for cumulative impacts related to the accidental release of asbestos or exposure to listed hazardous materials would be less than significant. The proposed Enhanced Retail Alternative is concluded to have substantially the same impacts as the Approved Project with regard to hazards and hazardous materials; therefore, cumulative impacts of the proposed Enhanced Retail Alternative would be substantially the same as the Approved Project. All potential cumulative impacts related to hazards and hazardous materials associated with implementation of the Approved Project and the proposed Enhanced Retail Alternative would be less than significant. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to hazards and hazardous materials.

Only three related projects are close enough to the Project Site to be considered relevant to the cumulative hazards impact analysis for the proposed Enhanced Retail Alternative. Asbestos and other related hazardous materials, such as lead-based paint and PCBs, may be present in buildings renovated or demolished by the related projects. As with the proposed Enhanced Retail Alternative, all renovation and demolition activity associated with the related projects would be subject to compliance with all applicable hazardous materials handling procedures. Related projects that contain active or closed oil wells, or which are located in a methane zone, would be required to comply with State Department of Conservation, Division of Oil, Gas, and Geothermal Resources (DOGGR) and City regulations with respect to these issues. During construction and excavation of

the related projects, the potential exists that soils which may contain hazardous materials would need to be removed and transported off site to an approved disposal facility. The California Department of Transportation, the California Highway Patrol, and local police and fire departments are trained in emergency response procedures for safely responding to accidental spills of hazardous substances on public roads.

None of the related projects in close proximity to the Project Site would involve the routine use, storage, or transport of hazardous materials beyond those typical of residential and business uses; however, all of the related projects would be required to comply with applicable regulations with regard to the handling, storage, and transport, and disposal of hazardous materials.

Because the proposed Enhanced Retail Alternative is subject to FAA review, the proposed Enhanced Retail Alternative would not cumulatively contribute to any potential airport proximity hazards. All of the related projects also would be required to comply with the applicable FAA regulations regarding aircraft safety and adopted airport land use plans, as applicable.

Short-term construction activities associated with the proposed Enhanced Retail Alternative and the related projects could affect response times for emergency vehicles; however, implementation of a Congestion Management Plan and compliance with all City codes and regulations related to emergency evacuation plans would ensure that emergency vehicles would be able to navigate through streets adjacent to the project sites during construction of the proposed Enhanced Retail Alternative and related projects. Further, the proposed Enhanced Retail Alternative would not involve any other activities during the operational phase that would impede public access or travel upon the public right-of-way or would interfere with an adopted emergency response or evacuation plan.

For the reasons outlined above, implementation of the proposed Enhanced Retail Alternative would not result in a significant cumulative impact related to hazards and hazardous materials. The proposed Enhanced Retail Alternative and all related projects are required to adhere to City, State, and federal regulations designed to reduce and/or avoid impacts related to hazards and hazardous materials. With compliance with these regulations, cumulative impacts related to hazards and hazardous materials would be less than significant.

e. Project Design Features, Compliance Measures, and Mitigation Measures

The following Compliance Measures and Project Design Features for the proposed Enhanced Retail Alternative are applicable to hazards and hazardous materials:

Compliance Measure HAZ-1 Methane Mitigation System. Methane and hydrogen sulfide testing is required to reduce or eliminate the identified potential impacts resulting from the possible presence of methane and hydrogen sulfide on the site in the postgrading condition. In accordance with P/BC 2002-101, site testing shall be scheduled either before, or 30 days after, any site grading. Prior to issuance of any building permit or authorization to construct hardscape, the Director of the City of Los Angeles Department of Building and Safety, or designee, shall review and approve a report by a registered geologist, reporting methane and hydrogen sulfide testing results and recommendations and verify that project plans include a methane and/or hydrogen sulfide mitigation system that was designed in compliance with Division 71 of the Los Angeles Municipal Code. The Applicant shall follow the specifications identified in the Los Angeles Department of Building and Safety's Standard Plan: Methane Hazard Mitigation. Once constructed, inspection by a City of Los Angeles Department of Building and Safety inspector shall be conducted prior to the covering of any component required by the Methane Mitigation System. All components of the system shall be maintained and serviced to ensure that the system remains in proper working condition.

Compliance Measure HAZ-2 Determination of No Hazard to Air Navigation. The Applicant shall file a Notice of Proposed Construction or Alteration (Form 7460-1) with the Federal Aviation Administration (FAA) in accordance with Federal Aviation Regulation Part 77. The Director of the City of Los Angeles Department of Building and Safety, or designee, shall verify that the Applicant has received a Determination of No Hazard to Air Navigation prior to the issuance of building permits. All required notifications applicable to building height and related potential lighting requirements shall be completed and submitted to the appropriate agency. In addition, FAA recommendations regarding marking and/or lighting requirements shall be incorporated into the building design.

Compliance Measure HAZ-3 Soil and Air Monitoring Plan and Health and Safety Plan. Prior to issuance of any grading permit, the Applicant shall submit a Soil and Air Monitoring Program and associated Health and Safety Plan to the Director of the City of Los Angeles Department of Building and Safety, or designee, for review and approval. The Plan shall be consistent with local, State, and federal regulations including but not limited to the requirements of California Occupational Safety and Health Act (Cal/OSHA) and shall encompass all subsurface soil disturbance and any groundwater activities. The Health and Safety Plan shall include, at a minimum, the following components:

- A summary of all potential risks to construction workers, monitoring programs, maximum exposure limits for all site chemicals, and emergency procedures.
- During all subsurface excavation activities, field technicians shall continuously monitor the soil as it is being excavated with an organic vaporizer and appropriate field instruments.
- During all subsurface excavation activities, soil gases including but not limited to methane and hydrogen sulfide shall be continuously monitored and compared to appropriate levels of concern (e.g., Permissible Exposure Levels [PELs], Threshold Limit Values [TLVs], or concentrations Immediately Dangerous to Life and Health [IDLEH] in the breathing zone).
- Methane concentrations shall be regularly monitored and compared against the Lower Explosive Level (LEL).
- Hydrogen sulfide monitoring equipment shall be available on the construction site. If any odors are detected, all work in the immediate area shall stop, and the area shall be monitored by the Site Health and Safety Officer using a calibrated hydrogen sulfide meter.

Specifications for use of the subterranean parking structure ventilation system, and any additional systems, to ensure maximum air exchanges, as necessary, within the facility during construction.

- Identification of a Site Health and Safety Officer.
- Methods of contact, phone number, office location, and responsibilities of the Site Health and Safety Officer.
- Emergency Response Plan.
- Specification that the Site Health and Safety Officer shall be contacted immediately by the construction contractor if evidence of soil or groundwater contamination is encountered during site preparation and construction.
- Specification that the City of Los Angeles Fire Department shall be notified if evidence of soil or groundwater contamination is encountered.

Compliance Measure HAZ-4 Closed Oil Wells. Prior to issuance of building permits, the Applicant shall comply with applicable requirements for State Division of Oil, Gas, and Geothermal Resources (DOGGR) site plan review. If any portions of the former oil wells are encountered during excavation and construction, work shall stop at that immediate location and the DOGGR shall be provided an opportunity to investigate the oil wells. If the DOGGR determines that a reabandonment is required, this reabandonment shall be completed in accordance with all applicable federal, State, and local regulations, including but not limited to Title 14 of the California Code of Regulations, as well as with appropriate Los Angeles Fire Department recommendations.

Compliance Measure HAZ-5 Potentially Hazardous Materials. During construction activities, the Applicant shall immediately notify the Director of the City of Los Angeles Department of Building and Safety, or designee, and the City of Los Angeles Fire Department if any contaminated soil, groundwater, toxic materials, subsurface tanks/piping, or potentially hazardous materials are encountered. The City of Los Angeles Fire Department shall determine the appropriate procedures for handling and disposal of the materials in accordance with local, State, and federal regulations. In the event that contaminated materials are encountered during grading activities, all work within that immediate area shall be temporarily halted and redirected around the area until the appropriate

evaluation and follow-up remedial and clean-up measures are implemented so as to render that area suitable for work to resume.

Compliance Measure HAZ-6 Soil Contaminants. Prior to issuance of any grading permit, the Applicant shall provide the Director of the City of Los Angeles Department of Building and Safety, or designee, with documentation that the project area does not contain hazardous levels of residual oil and petroleum components (e.g., methane, benzene, toluene, ethylbenzene, and xylene [BTEX]) or other known contaminants in the soils and that no further investigation is needed. This documentation shall include a report prepared by a California Registered Civil Engineer or Registered Geologist with experience in hazardous materials investigation and remediation that specifies that hazardous levels of containments are not present at the site, as confirmed by historical information and/or soil sampling. If further investigation or soil remediation is required, a "No Further Action" letter from the City of Los Angeles Fire Department shall be provided to the Director of the City of Los Angeles Department of Building and Safety, or designee, once the remediation is complete. Any soils uncovered during grading activities that contain petroleum components or other known contaminants shall be stockpiled separately and properly disposed of or remediated in accordance with all applicable federal, State, and local regulations.

Compliance Measure HAZ-7 Predemolition Surveys. Prior to commencement of demolition activities, the Director of the City of Los Angeles Department of Building and Safety, or designee, shall verify that predemolition surveys for asbestos-containing materials (ACMs) and lead-based paints (LBPs) (including sampling and analysis of all suspected building materials) and inspections for polychlorinated biphenyl (PCB)-containing electrical fixtures shall be performed. All inspections, surveys, and analyses shall be performed by appropriately licensed and qualified individuals in accordance with applicable regulations (i.e., American Society for Testing and Materials (ASTM) E 1527-05, and 40 Code of Federal Regulations (CFR), Subchapter R, Toxic Substances Control Act [TSCA], Part 716). If the predemolition surveys do not find ACMs, LBPs, or PCB-containing electrical fixtures, the inspectors shall provide documentation of the inspection and its results to the City of Los Angeles Building and Safety Department to confirm that no further abatement actions are required. If the predemolition surveys find evidence of ACMs, LBPs, or PCB-containing electrical fixtures, all such materials shall be removed, handled, and properly disposed of by appropriately licensed contractors according to all applicable regulations during demolition of structures (40 CFR, Subchapter R, TSCA, Parts 745, 761, and 763). Air monitoring shall be completed by appropriately licensed and qualified individuals in accordance with applicable regulations both to ensure adherence to applicable regulations (e.g., South Coast Air Quality Management District [SCAQMD]) and to provide safety to workers and the adjacent community. The Applicant shall provide documentation (e.g., all required waste manifests, sampling, and air monitoring analytical results) to the City of Los Angeles Fire Department showing that abatement of any ACMs, LBPs, or PCB-containing electrical fixtures identified in these structures has been completed in full compliance with all applicable regulations and approved by the appropriate regulatory agency(ies) (40 CFR, Subchapter R, TSCA, Parts 716, 745, 761, 763, and 795 and California Code of Regulations [CCR] Title 8, Article 2.6). An Operating & Maintenance Plan (O&M) shall be prepared for any ACM, LBP, or PCB-containing fixtures to remain in place and shall be reviewed and approved by the City of Los Angeles Fire Department.

Project Design Feature HAZ-1 Construction Management Plan. A general Construction Management Plan shall be prepared and implemented to the approval of the City of Los Angeles Fire Department. The Construction Management Plan shall outline best management practices for the handling and storage of all flammable construction materials, specify methods and requirements for cleanup of flammable materials, and show specific well-marked entrances/emergency access points to the Project Site that shall remain clear and unobstructed at all times during construction.

Compliance Measure WQ-2 Dewatering. If required, any dewatering activities during construction shall comply with the requirements of the Waste Discharge Requirements for Discharges of Groundwater from Construction and Project Dewatering to Surface Waters in Coastal Watersheds of Los Angeles and Ventura Counties (Order No. R4-2008-0032, National Pollutant Discharge Elimination System No. CAG994004) or subsequent permit. This shall include submission of a Notice of Intent for coverage under the permit to the Los Angeles Regional Water Quality Control Board at least 45 days prior to the start of dewatering and compliance with all applicable provisions in the permit, including water sampling, analysis, and reporting of dewatering-related discharges.

Project Design Feature TRA-1 Construction Staging and Traffic Management Plan. A Construction Staging and Traffic Management Plan shall be prepared for approval by the Los Angeles Department of Transportation and other appropriate agencies and implemented during proposed Enhanced Retail Alternative construction. The Construction Staging and Traffic Management Plan shall also include the name and phone number of a contact person who can be reached 24 hours a day regarding construction traffic complaints or emergency situations. In addition, the Construction Staging and Traffic Management Plan shall take into account and be coordinated with other Construction Staging and Traffic Management Plans that are in effect or have been proposed for other projects in Century City. The Construction Staging and Traffic Management Plan may include, but not be limited to, the following:

- Provisions for temporary traffic control during all construction activities adjacent to public right-of-way to improve traffic flow on public roadways (e.g., flag person);
- Scheduling construction activities to reduce the effect on traffic flow on arterial streets;
- Rerouting construction trucks to reduce travel on congested streets;
- Prohibiting construction-related vehicles from parking on public streets;
- Providing safety precautions for pedestrians and bicyclists through such measures as alternate routing and protection barriers;
- Requiring contractors to participate in a common carpool registry during all periods of contract performance monitored and maintained by the general contractor;
- Scheduling construction-related deliveries, other than concrete and earthwork-related deliveries, so as to reduce travel during peak travel periods as identified in this study;
- Coordination with other construction projects in the vicinity to minimize conflicts;
- Obtaining the required permits for truck haul routes from the City of Los Angeles prior to the issuance of any permit for the proposed Enhanced Retail Alternative;
- Obtaining a Caltrans transportation permit for use of oversized transport vehicles on Caltrans facilities;
- Submitting a traffic management plan to Caltrans for review and approval;
- All emergency access to the Project Site and adjacent areas shall be kept clear and unobstructed during all phases of demolition and construction;
- Flag persons in adequate numbers shall be provided to minimize impacts to traffic flow and to ensure the safe access into and out of the site;
- Flag persons shall be trained to assist in emergency response by restricting or controlling the movement of traffic that could interfere with emergency vehicle access;
- Construction vehicles, including construction personnel vehicles, shall not park on public streets, including streets outside Century City;
- Construction vehicles shall not stage or queue where they interfere with pedestrian and vehicular traffic or block access to nearby businesses;
- If feasible, any traffic lane closures shall be limited to off-peak traffic periods, as approved by the Los Angeles Department of Transportation;
- The Los Angeles Police Department shall be notified a minimum of 24 hours in advance of any lane closures or other roadway work; and

- To the extent feasible, the delivery of construction materials shall be scheduled during the off-peak traffic periods.
- All haul trucks leaving the Project Site shall access I-405 either via Santa Monica Boulevard or via Pico Boulevard.
- Construction haul trucks containing concrete and earthwork-related deliveries and excavated materials shall be prohibited from using Pico Boulevard from 7:00 am through 9:00 am and from 1:00 pm through 3:00 pm. During these periods all such trucks shall travel to and from I-405 on Santa Monica Boulevard.

With implementation of the Compliance Measures and Project Design Features, the proposed Enhanced Retail Alternative would not result in potentially significant impacts related to hazards and hazardous materials; therefore, no mitigation is required, and impacts related to hazards and hazardous waste would be less than significant.

7. Hydrology and Water Quality

a. Construction Impacts

Construction of both the Approved Project and the proposed Enhanced Retail Alternative would require excavation and grading. Dust-calming and precipitation waters would come in contact with exposed on-site soils and increase soil erosion and sedimentation. Both the Approved Project and the proposed Enhanced Retail Alternative would comply with the Construction General Permit, including the development of a Stormwater Pollution Prevention Plan and implementation of Best Management Practices relating to stormwater runoff during construction. Given compliance with the requirements, the Subsequent EIR concluded that the proposed Enhanced Retail Alternative would have similar, less than significant, water quality impacts during construction as compared to the Approved Project. For the same reasons provided above, the proposed Enhanced Retail Alternative would also have less than significant water quality impacts as compared to existing conditions during construction.

b. Operational Impacts

The proposed Enhanced Retail Alternative includes more pervious area than the Approved Project, with approximately 72,710 square feet of landscaped area proposed (68,340 square feet of vegetated area on the roof and 4,370 square feet of planted/pervious area on the ground level). The storm drain system at the Project Site was designed for full build-out of the site; therefore, storm water flows generated from build-out of the Approved Project or proposed Enhanced Retail Alternative would not increase flows beyond the designed capacity of the storm drain system. Further, with the incorporation of the additional square feet of pervious space, the proposed Enhanced Retail Alternative would result in reduced peak flow as compared to the Approved Project and thus is concluded to have fewer impacts to storm drain capacity than the Approved Project. In addition, given compliance of both the Approved Project and the proposed Enhanced Retail Alternative with relevant water quality and hydrology requirements, as well as the fact that the proposed Enhanced Retail Alternative intends to retain and treat a portion of the storm water runoff from the Parking structure green roof and commercial building roof prior to release, the proposed Enhanced Retail Alternative is projected to have fewer hydrology and water quality impacts as compared to both the Approved Project and to existing conditions. Accordingly, the proposed Enhanced Retail Alternative would not have any significant new impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant impacts. The proposed Enhanced Retail Alternative also would have less than significant operational water quality impacts compared to existing conditions.

c. 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the less than significant conclusions regarding the proposed Enhanced Retail Alternative's impact to hydrology and water quality would not change. Regardless of the construction time frame, the proposed Enhanced Retail Alternative would include the Compliance Measures and Project Design

Features and would comply with all applicable regulations related to hydrology and water quality. In addition, the storm drain system at the Project Site was designed for full build-out of the Project Site; therefore, as discussed above, storm water flows generated from the proposed Enhanced Retail Alternative Site would not increase flows beyond the designed capacity of the storm drain system, even if the build-out year is extended. Therefore, hydrology and water quality impacts would be the same (less than significant) during construction and operation if the proposed Enhanced Retail Alternative is built in 2015 or 2021.

d. Cumulative Impacts

The 2006 EIR found that development of the Approved Project would improve the quality of the water discharged from the Project Site in comparison to existing conditions and that the Approved Project, and all related projects more than one acre in size, would be required to comply with the NPDES requirements during construction and operation, including the development and implementation of Storm Water Pollution Prevention Plans and Low Impact Development Plans and/or Standard Urban Stormwater Mitigation Plans. Therefore, based on compliance with regulations in effect at that time, cumulative impacts to water quality were anticipated to be less than significant for the Approved Project. The proposed Enhanced Retail Alternative is concluded to have substantially the same impacts as the Approved Project with regard to hydrology and water quality; therefore, cumulative impacts of the proposed Enhanced Retail Alternative would be substantially the same as the Approved Project. All potential cumulative impacts related to hydrology and water quality associated with implementation of the Approved Project and the proposed Enhanced Retail Alternative would be less than significant, and the proposed Enhanced Retail Alternative would not involve new significant cumulative impacts to hydrology and water quality. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to hydrology and water quality.

There are 39 related projects located within the City of Los Angeles that would discharge storm water to the same City storm drainage infrastructure as the proposed Enhanced Retail Alternative. However, none of the related projects would discharge storm water to the same storm drain inlet structures as the proposed Enhanced Retail Alternative. In addition, the amount of runoff from the proposed Enhanced Retail Alternative would not exceed the full build-out peak runoff from the Project Site used to forecast the storm drain capacity. Each of the related projects, individually and cumulatively, could potentially increase the volume of storm water runoff and contribute to pollutant loading in storm water runoff reaching both the City's storm drain system and the Ballona Creek channel, resulting in cumulative impacts to hydrology and surface water quality. However, as with the proposed Enhanced Retail Alternative, each of the related projects would also be subject to National Pollutant Discharge Elimination System and City Permit requirements for both construction and operation. Each project would be required to develop Stormwater Pollution Prevention Plans and Low Impact Development Plans and/or Standard Urban Stormwater Mitigation Plans and would be evaluated individually to determine appropriate Best Management Practices and treatment measures to avoid impacts to surface water quality. In addition, the Los Angeles Department of Public Works reviews all construction projects on a case-by-case basis to ensure that sufficient local and regional drainage capacity is available. Thus, cumulative impacts to hydrology and surface water quality for the proposed Enhanced Retail Alternative would be less than significant as compared to existing and future conditions.

e. Project Design Features, Compliance Measures, and Mitigation Measures

The following Compliance Measures and Project Design Features for the proposed Enhanced Retail Alternative are applicable to hydrology and water quality:

Compliance Measure WQ-1 National Pollutant Discharge Elimination System General Permit. Prior to issuance of a grading permit, the Applicant shall obtain coverage under the State Water Resources Control Board National Pollutant Discharge Elimination System General Permit for Storm Water Discharges Associated with Construction and Land Disturbance Activities (Order No. 2009-0009-DWQ, National Pollutant Discharge Elimination System No. CAS000002) (Construction General Permit) for Phase 1 of the proposed Enhanced Retail Alternative. The Applicant shall provide the Waste Discharge Identification Number to the City of Los Angeles to demonstrate proof of coverage

under the Construction General Permit. A Storm Water Pollution Prevention Plan shall be prepared and implemented for the proposed Enhanced Retail Alternative in compliance with the requirements of the Construction General Permit. The Storm Water Pollution Prevention Plan shall identify construction Best Management Practices to be implemented to ensure that the potential for soil erosion and sedimentation is minimized and to control the discharge of pollutants in stormwater runoff as a result of construction activities.

Compliance Measure WQ-2 Dewatering. If required, any dewatering activities during construction shall comply with the requirements of the Waste Discharge Requirements for Discharges of Groundwater from Construction and Project Dewatering to Surface Waters in Coastal Watersheds of Los Angeles and Ventura Counties (Order No. R4-2008-0032, National Pollutant Discharge Elimination System No. CAG994004) or subsequent permit. This shall include submission of a Notice of Intent for coverage under the permit to the Los Angeles Regional Water Quality Control Board at least 45 days prior to the start of dewatering and compliance with all applicable provisions in the permit, including water sampling, analysis, and reporting of dewatering-related discharges.

Compliance Measure WQ-3 Low Impact Development Plan. Prior to issuance of grading permits, the Applicant shall submit a Low Impact Development Plan and/or Standard Urban Stormwater Mitigation Plan to the City of Los Angeles Bureau of Sanitation Watershed Protection Division for review and approval. The Low Impact Development Plan and/or Standard Urban Stormwater Mitigation Plan shall be prepared consistent with the requirements of the Development Best Management Practices Handbook.

Compliance Measure WQ-4 Treatment Best Management Practices. The Best Management Practices shall be designed to retain or treat the runoff from a storm event producing 0.75 inch of rainfall in a 24-hour period, in accordance with the Development Best Management Practices Handbook Part B Planning Activities. A signed certificate from a licensed civil engineer or licensed architect confirming that the proposed Best Management Practices meet this numerical threshold standard shall be provided.

Project Design Feature WQ-1 Storm Drain Stenciling. All storm drain inlets and catch basins within the Project Site area shall be stenciled with prohibitive language such as "NO DUMPING - DRAINS TO OCEAN" and/or graphical icons to discourage illegal dumping.

Project Design Feature WQ-2 Storm Drain Stenciling Legibility. The legibility of signs and stencils discouraging illegal dumping shall be maintained.

Project Design Feature WQ-3 Containment of Potential Storm Water Contaminates. Materials used on site with the potential to contaminate storm water shall be: (1) placed in an enclosure such as, but not limited to, a cabinet, shed, or similar roofed, walled building; or (2) protected by secondary containment structures such as berms, dikes, or curbs.

Project Design Feature WQ-4 Structural Best Management Practices. The Applicant shall prepare and execute a covenant and agreement (Department of City Planning General form (CP-6770)) satisfactory to the Department of City Planning binding the owners to post-construction maintenance of all structural Best Management Practices in accordance with the Standard Urban Stormwater Mitigation Plan.

Project Design Feature WQ-5 Rooftop Runoff Containment. Roof runoff controls shall be employed to reduce the total runoff volume and rate of runoff, while retaining the pollutants on site that may be picked up from roofing materials and atmospheric deposition. This can be accomplished by directing roof runoff away from paved areas and mitigation flow to the storm drain system. (This is applicable only on the office and retail buildings where roof runoff capture and treatment systems are not employed.)

Project Design Feature WQ-6 Loading Dock Runoff Containment. The design of the loading docks shall encourage containment through the use of overflow containment structures and a roof or berm system to preclude urban run-on and runoff.

Project Design Feature WQ-7 Covered Trash Storage. Trash storage areas shall be covered and screened or walled to prevent off-site transport of trash or rainfall from entering the containers. They shall be designed so that drainage from adjoining roofs and pavements is diverted around the area(s) to avoid run-on. Bins or dumpsters shall be lined to reduce leaking of liquid waste, and trash storage areas shall be paved with an impervious surface to mitigate spills. Storm drains shall not be located in the immediate vicinity of the trash storage areas, and signs shall be posted on all dumpsters prohibiting the disposal of hazardous materials.

With implementation of Compliance Measures and Project Design Features, no Mitigation Measures are required for the proposed Enhanced Retail Alternative. No significant and unavoidable adverse impacts related to hydrology and water quality have been identified.

8. Noise

a. Construction Impacts

Short-term noise impacts would be associated with site preparation and building construction on site during construction of both the Approved Project and the proposed Enhanced Retail Alternative. Construction of the proposed Enhanced Retail Alternative would result in similar construction activities and use similar construction equipment as the Approved Project. It should be noted that because the proposed Enhanced Retail Alternative does not involve as much site preparation as the Approved Project, noise levels for this stage of construction would be less than for the Approved Project. In addition, because the proposed Enhanced Retail Alternative requires less grading and earthwork than the Approved Project, the duration of higher noise-producing activities during these activities would occur for less time with the proposed Enhanced Retail Alternative than the Approved Project. Nevertheless, the Subsequent EIR concluded that construction noise for both the Approved Project and the proposed Enhanced Retail Alternative would have the potential to raise the ambient noise level more than the 5 dBA significance threshold at the Century Plaza Hotel property without mitigation, but the noise level increase at all other sensitive receptor locations would be less than significant. Thus, construction period noise impacts would have the potential to be significant without implementation of the Compliance Measures, Project Design Features, and incorporation of Mitigation Measures for both the Approved Project and the proposed Enhanced Retail Alternative. The proposed Enhanced Retail Alternative includes Compliance Measures and Mitigation Measures that would reduce the temporary construction noise impacts to a less than significant level for the proposed Enhanced Retail Alternative. With the incorporation of these Compliance Measures, Project Design Features, and Mitigation Measures, the proposed Enhanced Retail Alternative would have similar, less than significant construction noise impacts as compared to the Approved Project. Accordingly, the proposed Enhanced Retail Alternative's construction activities would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to construction noise associated with site preparation and building construction. Similarly, construction noise impacts for the proposed Enhanced Retail Alternative as compared to existing conditions would be less than significant.

Groundborne vibration during construction of both the Approved Project and the proposed Enhanced Retail Alternative would be generated primarily during site preparation and grading activities on site and by off-site haul truck travel. As the peak vibration from bulldozer and heavy truck operations for both projects would fall below the significance threshold established by the Federal Transit Administration, and no vibration-sensitive receptors are located within 25 feet of the Project Site where heavy duty construction equipment would be used, vibration impacts associated with construction of both the Approved Project and the proposed Enhanced Retail Alternative would be similar and less than significant, and that no Mitigation Measures would be required. Accordingly, the proposed Enhanced Retail Alternative's construction activities would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to groundborne vibration during construction as compared to the Approved Project. Similarly, construction vibration impacts for the proposed Enhanced Retail Alternative as compared to existing conditions would be less than significant.

b. Operational Impacts

Long-term noise or vibration from on-site operations of the Approved Project or the proposed Enhanced Retail Alternative could have the potential to result in impacts to nearby noise-sensitive receptor locations. Noise or vibration impacts could also occur to noise-sensitive receptor locations further from the Project Site as a result of mobile noise sources generated by either the Approved Project or the proposed Enhanced Retail Alternative. Specific noise or vibration sources located on the Project Site associated with operation of the Approved Project and the proposed Enhanced Retail Alternative include mechanical equipment rooms (e.g., HVAC equipment and emergency generator), loading dock and trash/recycling areas, miscellaneous rooftop mechanical equipment, parking facility, and rooftop helipads. Due to a combination of distance and the presence of intervening structures that would serve as noise barriers, no on-site noise or vibration sources for the Approved Project or proposed Enhanced Retail Alternative would affect noise-sensitive locations in the immediate vicinity of the Project Site, including the Century Plaza Hotel. Accordingly, the proposed Enhanced Retail Alternative would result in similar, less than significant on-site noise and vibration impacts as compared to the Approved Project, and that no mitigation is required. Therefore, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to operational noise or vibration impacts. Similarly, impacts for the proposed Enhanced Retail Alternative as compared to existing conditions would be less than significant, and no mitigation is required.

The Subsequent EIR concluded that the maximum level of Enhanced Retail Alternative-related noise level increases attributable to the proposed Enhanced Retail Alternative for each of the three trip generation rates studied along roadway segments in the Project Site vicinity for the 2011 and 2015 Horizons would be less than 0.7 dBA for the Empirical Rate and Economy Adjustment Rate and 1.0 dBA for the Published Rate, and 0.2 dBA for the Approved Project. Thus, regardless of the trip rate used for the proposed Enhanced Retail Alternative and for the Approved Project, the maximum range of traffic noise level change would not be perceptible by the human ear. As this range of the traffic noise level increases falls well below the Los Angeles CEQA Thresholds Guide's 5 dBA significance threshold, the 2011 and 2015 Horizon roadway noise level increases would be less than significant for the proposed Enhanced Retail Alternative as compared to the Approved Project, and no mitigation is required. At some traffic intersections, the proposed Enhanced Retail Alternative would result in slightly higher traffic noise level increases than the Approved Project. However, the Subsequent EIR concluded that the differences are small and not perceptible by the human ear, and all fall below the applicable significance threshold. Accordingly, the proposed Enhanced Retail Alternative would result in similar, less than significant off-site roadway noise impacts as compared to the Approved Project, and that no mitigation is required. Therefore, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to off-site roadway noise impacts as compared to the Approved Project for the 2011 and 2015 Horizons. Similarly, impacts for the proposed Enhanced Retail Alternative as compared to existing and future conditions would be less than significant, and no mitigation is required.

Lastly, the 2006 EIR concluded that on-site residents would not be exposed to inappropriately high noise levels from off-site activity (i.e., vehicle traffic on Avenue of the Stars and Constellation Boulevard). The proposed Enhanced Retail Alternative would result in net increases in traffic noise levels as compared to the Approved Project. However, for all three of the trip generation rates studied for the proposed Enhanced Retail Alternative for the 2011 and 2015 Horizons, the traffic noise levels would not exceed 70 dBA CNEL more than 84 feet from the roadway centerline. As there are no proposed on-site buildings or outdoor active use areas within 84 feet, the proposed Enhanced Retail Alternative-generated traffic would not have any significant noise impacts on the proposed on-site uses. Therefore, as with the Approved Project, the proposed Enhanced Retail Alternative-related long-term on-site traffic noise impacts would be less than significant, and no mitigation would be required for the 2011 and 2015 Horizons. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative's traffic noise impacts would not involve new significant on-site environmental effects or a substantial increase in the severity of previously identified significant effects related to long-term on-site traffic noise impacts for the 2011 and 2015 Horizons. Similarly, impacts for the proposed Enhanced Retail Alternative as compared to existing and future conditions would be less than significant, and no mitigation is required.

c. 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the less than significant conclusions regarding the proposed Enhanced Retail Alternative's potential construction and operational noise impacts would not change. Since it takes a doubling of the traffic volumes to increase the traffic noise by 3 dBA, and Century City is a highly urbanized area, it is not expected that traffic volumes along the roadway segments would increase by a substantial amount that would result in measurable traffic noise level increases after 2015. Stationary noise-producing sources on the Project Site and in the Project Site vicinity likely would remain similar between 2015 and 2021; therefore, this aspect of potential noise impacts would also remain the same.

d. Cumulative Impacts

The 2006 EIR found that construction noise impacts of the Approved Project in combination with any of the related projects in the vicinity of the Project Site could result in a significant cumulative construction noise impact at the noise-sensitive receptors that could not be reduced to a less than significant level. The proposed Enhanced Retail Alternative was determined to have substantially the same contribution to the potentially significant unavoidable cumulative construction noise impact as the Approved Project; this impact would only occur if construction of several projects in Century City were to occur simultaneously. There are several related projects that are located within the Project Site vicinity, including the Westfield New Century Plan, the 10000 Santa Monica Boulevard Project, and the Century Plaza Hotel Mixed-Use Development Project. The Subsequent EIR concluded that significant cumulative noise impacts could occur at the noise-sensitive receptors that are located between the identified related projects and the proposed Enhanced Retail Alternative due to concurrent construction activities at multiple locations. If this were to occur, the Subsequent EIR conservatively concluded that, even with implementation of the Compliance Measures, Project Design Features, and Mitigation Measures, if nearby related projects were to be constructed concurrently with the proposed Enhanced Retail Alternative, noise impacts due to construction of the proposed Enhanced Retail Alternative in combination with any of the related projects could remain significant and unavoidable. A potential significant and unavoidable cumulative construction noise impact would therefore remain under both the Approved Project and the proposed Enhanced Retail Alternative. Findings related to this conclusion are discussed in Section 12.C of these Findings. However, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to cumulative construction noise or vibration impacts as compared to the Approved Project.

Since groundborne vibration is highly dissipative and would be reduced quickly by distance divergence, cumulative impacts from vibration occurring at different locations more than 500 feet apart would be negligible. Accordingly, the Subsequent EIR concluded that potential cumulative vibration impacts resulting from construction of either the Approved Project or the proposed Enhanced Retail Alternative at the same time as related projects are constructed in Century City would be similar and less than significant, and that no mitigation is required.

The 2006 EIR found that the Approved Project would not substantially contribute to a cumulative operational noise impact. Roadway noise and stationary source noise and vibration attributable to the Approved Project in combination with that of the related projects identified in the 2006 EIR were determined to be less than significant. Similarly, the cumulative traffic volumes for the proposed Enhanced Retail Alternative, which include traffic from related projects in the Project Site vicinity, would result in a maximum increase of less than 0.7 dBA for the Empirical Rate and Economy Adjustment Rate and 1.0 dBA for the Published Rates along the roadway segments analyzed for both the 2011 and 2015 Horizons. All of these increases are below the 5 dBA significance threshold and would barely be perceptible (if at all). Accordingly, roadway noise impacts due to cumulative traffic volumes would be less than significant for the proposed Enhanced Retail Alternative as compared to the Approved Project and to existing and future conditions.

In addition, as all projects are required to comply with Los Angeles Municipal Code provisions that limit stationary-source noise from items such as rooftop mechanical equipment and emergency generators, and with a similar combination of distance and the presence of intervening structures that would serve as noise barriers, stationary source noise levels likely would be less than significant at

the property line for each related project in the vicinity of the Project Site in Century City. For this reason, on-site noise and vibration produced by any related project would not be likely to materially add to the proposed Enhanced Retail Alternative-related stationary source noise levels. As the proposed Enhanced Retail Alternative's composite stationary-source impacts would be less than significant, composite stationary-source noise and vibration impacts attributable to cumulative development would also be less than significant. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to operational noise and vibration. For the same reasons, the proposed Enhanced Retail Alternative's stationary source noise and vibration impacts would be less than significant as compared to existing and future conditions.

e. Project Design Features, Compliance Measures, and Mitigation Measures

The following Compliance Measures and Project Design Features for the proposed Enhanced Retail Alternative are applicable to noise:

Compliance Measure NOISE-1 Construction Schedule. The proposed Enhanced Retail Alternative shall comply with the City of Los Angeles Municipal Code, which limits exterior construction hours to Monday through Friday, 7:00 a.m. to 6:00 p.m., and Saturday from 8:00 a.m. to 6:00 p.m. No construction activities shall occur on Sundays or federal holidays.

Compliance Measure NOISE-2 Hauling Activities. Hauling activities shall be limited to the hours of 8:30 a.m. to 4:30 p.m., Monday through Saturday. No hauling shall occur on Sundays or federal holidays.

Compliance Measure NOISE-3 Truck Routes. All hauling truck traffic shall be restricted to truck routes approved by the City of Los Angeles Department of Building and Safety, which avoid residential areas and other sensitive receptors to the extent feasible.

Compliance Measure NOISE-4 Mechanical Equipment. Heating, Air Conditioning, and Ventilation (HVAC) equipment shall be designed with appropriate noise control devices such as sound attenuators or acoustics louvers. In compliance with Los Angeles Municipal Code Section 112.02, the HVAC equipment shall be designed so as to not cause the noise level on the premises of any other occupied property to exceed the ambient noise level by more than five (5) decibels. The building mechanical design shall be reviewed by a qualified acoustical consultant to ensure that the design would meet the stated criteria.

Compliance Measure NOISE-5 Compliance with the City of Los Angeles Noise Ordinance Nos. 144,331 and 161,574. The proposed Enhanced Retail Alternative shall comply with the City of Los Angeles Noise Ordinance Nos. 144,331 and 161,574 and any subsequent ordinances that prohibit the emission or creation of noise beyond certain levels at adjacent uses unless technically infeasible.

Project Design Feature NOISE-1 Construction Equipment. The proposed Enhanced Retail Alternative contractor shall equip all construction equipment used at the Project Site with properly operated and maintained noise shielding and/or muffling devices that are consistent with manufacturer's standards. In addition, all construction equipment shall be stored on site.

Project Design Feature NOISE-2 Construction Community Liaison Officer. The Applicant shall designate a Construction Community Liaison Officer to serve as a liaison with the surrounding property owners. The Construction Community Liaison Officer shall be responsible for responding to any concerns regarding construction noise, dust, and security. In compliance with City of Los Angeles Building Regulations Ordinance No; 178,048, a construction site notice shall be posted and maintained at the construction site prior to the start of construction and displayed in a location that is readily visible to the public and approved by the City's Department of Building and Safety. At a minimum, the notice shall provide the following: job site address, permit number, name and phone number of the contractor and owner or owner's agency, hours of construction allowed by code and any discretionary approval for the site; the Construction Community Liaison Officer's telephone number(s); and the City telephone number where violations can be reported.

Project Design Feature NOISE-3 Loading Dock and Trash Enclosures. The outdoor loading dock and trash/recycling areas shall be covered and screened or walled such that the line-of-sight between these noise sources and any adjacent noise sensitive land uses shall be obstructed.

Project Design Feature VIS-12 Mechanical Equipment. All ventilation, heating, and air conditioning ducts, tubes, and other such mechanical equipment shall be screened from the line-of-sight of pedestrians and motorists.

Project Design Feature TRA-1 Construction Staging and Traffic Management Plan. A Construction Staging and Traffic Management Plan shall be prepared for approval by the Los Angeles Department of Transportation and other appropriate agencies and implemented during proposed Enhanced Retail Alternative construction. The Construction Staging and Traffic Management Plan shall also include the name and phone number of a contact person who can be reached 24 hours a day regarding construction traffic complaints or emergency situations. In addition, the Construction Staging and Traffic Management Plan shall take into account and be coordinated with other Construction Staging and Traffic Management Plans that are in effect or have been proposed for other projects in Century City. The Construction Staging and Traffic Management Plan may include, but not be limited to, the following:

- Provisions for temporary traffic control during all construction activities adjacent to public right-of-way to improve traffic flow on public roadways (e.g., flag person);
- Scheduling construction activities to reduce the effect on traffic flow on arterial streets;
- Rerouting construction trucks to reduce travel on congested streets;
- Prohibiting construction-related vehicles from parking on public streets;
- Providing safety precautions for pedestrians and bicyclists through such measures as alternate routing and protection barriers;
- Requiring contractors to participate in a common carpool registry during all periods of contract performance monitored and maintained by the general contractor;
- Scheduling construction-related deliveries, other than concrete and earthwork-related deliveries, so as to reduce travel during peak travel periods as identified in this study;
- Coordination with other construction projects in the vicinity to minimize conflicts;
- Obtaining the required permits for truck haul routes from the City of Los Angeles prior to the issuance of any permit for the proposed Enhanced Retail Alternative;
- Obtaining a Caltrans transportation permit for use of oversized transport vehicles on Caltrans facilities;
- Submitting a traffic management plan to Caltrans for review and approval;
- All emergency access to the Project Site and adjacent areas shall be kept clear and unobstructed during all phases of demolition and construction;
- Flag persons in adequate numbers shall be provided to minimize impacts to traffic flow and to ensure the safe access into and out of the site;
- Flag persons shall be trained to assist in emergency response by restricting or controlling the movement of traffic that could interfere with emergency vehicle access;
- Construction vehicles, including construction personnel vehicles, shall not park on public streets, including streets outside Century City;

- Construction vehicles shall not stage or queue where they interfere with pedestrian and vehicular traffic or block access to nearby businesses;
- If feasible, any traffic lane closures shall be limited to off-peak traffic periods, as approved by the Los Angeles Department of Transportation;
- The Los Angeles Police Department shall be notified a minimum of 24 hours in advance of any lane closures or other roadway work; and
- To the extent feasible, the delivery of construction materials shall be scheduled during the off-peak traffic periods.
- All haul trucks leaving the Project Site shall access I-405 either via Santa Monica Boulevard or via Pico Boulevard.
- Construction haul trucks containing concrete and earthwork-related deliveries and excavated materials shall be prohibited from using Pico Boulevard from 7:00 am through 9:00 am and from 1:00 pm through 3:00 pm. During these periods all such trucks shall travel to and from I-405 on Santa Monica Boulevard.

In addition to the Compliance Measures and Project Design Features for the proposed Enhanced Retail Alternative, the following Mitigation Measures are required to reduce noise impacts:

Mitigation Measure 4.8.1: Construction Noise Barrier. Prior to commencement of construction activities, and when construction activities are within 200 feet of the southwestern boundary of the Project Site, a temporary construction barrier with a minimum height of 8 feet shall be required along the southwest corner of the Project Site. The construction noise barrier shall extend a minimum of 200 feet east on Constellation Boulevard and 200 feet north on Avenue of the Stars. The construction barrier may be a 0.5-inch thick plywood fence or another material that has a minimum Sound Transmission Class (STC) rating of 28.

Mitigation Measure 4.8.2: Construction Loading and Staging. Construction loading and staging areas shall be located on site. The construction contractor shall locate equipment staging in areas that will create the greatest distance between construction-related noise sources and noise-sensitive receptors nearest the Project Site during all project construction activities.

Through compliance with Section 41.40 of the Los Angeles Municipal Code and implementation of the Project Design Features and Mitigation Measures, construction-related noise impacts associated with the proposed Enhanced Retail Alternative would be reduced to a less than significant level. In addition, no vibration level would exceed the thresholds for building damage for either the Approved Project or the proposed Enhanced Retail Alternative, construction vibration from both projects would be less than significant, and no Mitigation Measures are required. In addition, long-term noise impacts due to Approved and proposed Enhanced Retail Alternative and cumulative stationary sources and traffic volumes would be less than significant.

However, even with the proposed Mitigation Measures, if nearby related projects in Century City were to be constructed concurrently with the proposed Enhanced Retail Alternative, noise impacts due to construction of the proposed Enhanced Retail Alternative in combination with any of the related projects could result in a temporary impact that is significant and unavoidable. However, this is a conservative conclusion and would only occur if the proposed Enhanced Retail Alternative and related projects' construction occurred concurrently. Findings related to this conclusion are discussed in Section 12.C of this document.

9. Population, Housing, and Employment

   a. Construction Impacts

Construction of both the Approved Project and the proposed Enhanced Retail Alternative would create temporary (short-term) construction jobs. The Approved Project was projected to create 3,348 temporary full-time equivalent construction jobs. The proposed Enhanced Retail Alternative is

projected to create 2,600 temporary full-time equivalent construction jobs. Given the available supply of general construction labor in the local and regional vicinity of the Project Site and the fact that construction workers would not be expected to relocate their households' places of residence as a consequence of working on the proposed Enhanced Retail Alternative or the Approved Project, potential population, housing, and employment impacts related to construction for both projects would be similar and less than significant. For the same reasons, impacts related to construction of the Enhanced Retail Alternative would be less than significant as compared to existing conditions.

b. Operational Impacts

The Approved Project would have included 483 new housing units and thus would have introduced a new residential population into the area. The estimated population of the Approved Project would have been 903 residents if all units were occupied. The population growth associated with the Approved Project would be consistent with the established SCAG forecast for the West Los Angeles Community Plan area, and the Approved Project's potential impacts related to population and housing would have been less than significant. The proposed Enhanced Retail Alternative would not cause or result in direct population growth because the proposed Enhanced Retail Alternative would not provide housing on the Project Site. The proposed Enhanced Retail Alternative would provide long-term employment for approximately 1,467 employees. The Subsequent EIR concluded that it is unlikely that a substantial number of employees would need to be relocated from outside the region to meet the need for 1,467 employees. In addition, this growth would not materially alter the sub-regional jobs-to-housing ratio forecasts, exceed employment projections, or conflict with City plans or policies related to employment growth in the area surrounding the Project Site. Therefore, the Subsequent EIR concluded that the proposed Enhanced Retail Alternative and the Approved Project would have similar, less than significant operational impacts related to housing, population, and employment and that the proposed Enhanced Retail Alternative would not have any significant new impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects. For the same reasons, it was also determined that the proposed Enhanced Retail Alternative would have less than significant impacts related to housing, population, and employment as compared to existing conditions.

c. 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the less than significant conclusions regarding the proposed Enhanced Retail Alternative's construction and operational impacts on housing and population would not change. The number of employees associated with the proposed Enhanced Retail Alternative would be within SCAG's forecasted growth for housing, population, and employment in the sub-region, City, and West Los Angeles Community Plan area if the proposed Enhanced Retail Alternative's build-out year were to be extended to 2021.

d. Cumulative Impacts

In the Initial Study for the Approved Project, the City determined that the Approved Project would not have the potential to cause significant impacts related to population and housing. The Initial Study concluded that compared to the projected growth of the community by 2010, the population growth associated with the Approved Project would be consistent with the established West Los Angeles Community Plan forecast, the Approved Project's potential impacts related to population and housing would be less than significant, and the Approved Project would not contribute to or result in a significant cumulative impact related to population and housing.

The proposed Enhanced Retail Alternative is concluded to have substantially the same impacts as the Approved Project with regard to housing and population; therefore, cumulative impacts of the proposed Enhanced Retail Alternative would be substantially the same as the Approved Project. All potential cumulative impacts related to housing and population associated with implementation of the Approved Project and the proposed Enhanced Retail Alternative would be less than significant, and the proposed Enhanced Retail Alternative would not involve new significant cumulative impacts to housing and population. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial

increase in the severity of previously identified cumulative significant effects related to housing and population.

There are 21 related projects within the West Los Angeles Community Plan which are considered in the context of the cumulative analysis for population, housing, and employment. Like the proposed Enhanced Retail Alternative, construction of the related projects would result in increased temporary (short-term) employment opportunities. Although the related projects would increase the number of available construction jobs, none of these employees are expected to relocate, thereby creating a permanent increase in population or an increased demand for housing in the Project area. Therefore, cumulative impacts related to population and housing growth due to temporary construction jobs would be less than significant and no mitigation is required.

Within the West Los Angeles Community Plan, resident-generating related projects would have the potential to increase the population by 4,059 persons, which could exceed SCAG's projected population growth for the West Los Angeles Community Plan area. Regardless, the proposed Enhanced Retail Alternative would not contribute to cumulative population impacts in the West Los Angeles Community Plan area, as it does not include new residential uses and would not result in direct population growth. Therefore, the proposed Enhanced Retail Alternative's contribution to cumulative impacts associated with population growth would be less than significant, and no mitigation is required.

Within the West Los Angeles Community Plan area, resident-generating related projects would have the potential to increase the number of housing units by 1,890 dwelling units and 184 beds (assisted living), which could exceed the projected household growth for the West Los Angeles Community Plan area. Nonetheless, the proposed Enhanced Retail Alternative would not contribute to cumulative population and housing impacts in the West Los Angeles Community Plan area as it does not include new residential uses. Therefore, the proposed Enhanced Retail Alternative's contribution to cumulative impacts associated with direct population and housing growth would be less than significant, and no mitigation is required.

Within the West Los Angeles Community Plan, the related projects would have the potential to generate opportunities for 3,553 employees, which could have the potential to exceed the projected employment growth for the West Los Angeles Community Plan area. Because of the City's designation of Century City as a Regional Center and SCAG's recognition of the likelihood of high employment growth levels in the area, cumulative impacts associated with employment growth would be less than significant, and no mitigation is required.

The proposed Enhanced Retail Alternative and the related projects would result in an estimated jobs/housing balance of 2.63 in the West Los Angeles Community Plan area, which is slightly greater than the jobs-to-housing ratio (2.61) extrapolated from the SCAG projections but still less than the jobs-to-housing ratio in the West Los Angeles Community Plan area in 2010 (2.66). The decline in the ratio of jobs to housing indicates that the region would still become slightly more housing-rich in that 5-year period, despite exceeding SCAG projections for housing and employment.

While the proposed Enhanced Retail Alternative and some of the related projects would contribute to the existing jobs/housing imbalance in the West Los Angeles Community Plan area, it would also further City goals and policies that support further commercial development in and near Century City, which is a designated Regional Center. Therefore, cumulative impacts relating to the job/housing balance would be less than significant, and no Mitigation Measures are required.

e. Project Design Features, Compliance Measures, and Mitigation Measures

There are no Compliance Measures, Project Design Features or Mitigation Measures for the proposed Enhanced Retail Alternative that are applicable to housing, population, and employment. There are no potentially significant impacts related to housing, population, employment, or the jobs/housing balance.

10. Public Services

a. Fire Protection

(1) Construction Impacts

Construction of both the Approved Project and the proposed Enhanced Retail Alternative would increase the potential for accidental on-site fires resulting from the use of construction equipment and flammable construction materials. Construction activities also have the potential to affect fire protection services, such as emergency vehicle response times, by adding construction traffic to the street network and potentially requiring partial lane closures during street improvement and utility installations. The potential construction impacts of the Approved Project and the proposed Enhanced Retail Alternative related to fire protection services would be similar and less than significant because (1) the Approved Project and the proposed Enhanced Retail Alternative are both designed to be consistent with and to comply with the requirements of the Los Angeles Fire Code and other applicable regulations; (2) emergency access to the Project Site would be maintained during construction for both the Approved Project and proposed Enhanced Retail Alternative; (3) construction personnel would be trained in fire emergency response and fire safety for both the Approved Project and proposed Enhanced Retail Alternative; (4) construction impacts are temporary in nature for both the Approved Project and proposed Enhanced Retail Alternative; and (5) if a partial street closure were required, notice would be provided to the Los Angeles Police Department, and flag persons would be used to facilitate the traffic flow until construction is complete for both the Approved Project and proposed Enhanced Retail Alternative. With implementation of these measures, the proposed Enhanced Retail Alternative was concluded to have substantially the same impacts related to fire protection as the Approved Project, which would be less than significant. For the same reasons, the proposed Enhanced Retail Alternative would have less than significant construction impacts related to fire protection services as compared to existing conditions.

(2) Operational Impacts

The Project Site is served by the three existing and operational fire stations: Station No. 92 (approximately 1.3 miles southwest of the Project Site), Station No. 58 (approximately 2.1 miles southeast of the Project Site), and Station No. 59 (approximately 2.3 miles southwest of the Project Site). The Los Angeles Fire Department has indicated that the response times to the Project Site from the above-stated fire stations are sufficient to meet the Department's current demand and response distance standards. The Approved Project is a high-density residential use that would have occupancy 24 hours per day. The proposed Enhanced Retail Alternative is an office tower project with ancillary retail that would have employees and visitors on site, primarily during daytime working hours. The distance requirements for high-density commercial uses are more stringent than for residential uses. The maximum response distance between high-density commercial land uses and a fire station that houses an engine company is 0.75 mile, and the maximum response distance for a fire station that houses a truck company is 1 mile (both the engine and truck company requirements apply). When response distances exceed these recommendations, all structures must be equipped with automatic fire sprinkler system and any other fire protection devices deemed necessary by the Fire Chief (e.g., fire signaling systems, fire extinguishers, smoke removal systems). The Project Site is within 1.3 miles of Fire Station No. 92, which houses a paramedic light force (Aerial Ladder Truck and Engine); therefore, the Project Site is not within the Los Angeles Municipal Code maximum response distance for commercial land uses, and the proposed Enhanced Retail Alternative would be required to install an automatic fire sprinkler system and other fire protection devices pursuant to the Fire Chief's specifications. Sprinklers are included in the proposed Enhanced Retail Alternative as a Compliance Measure (Compliance Measure FIRE-2).

By increasing the population on the Project Site, both projects have the potential to increase the number of calls for Los Angeles Fire Department services. However, the Los Angeles Fire Department has indicated that staffing and equipment levels and facility space at all three fire stations that would provide "first in" or second call services to the Project Site (Nos. 92, 58, and 59) are adequate to provide services to meet the existing demand. Furthermore, although different standards apply for the response distance for high-density residential uses and high-density commercial uses, both the Approved Project and the proposed Enhanced Retail Alternative would be required to comply with Los Angeles Fire Code and other applicable regulations in order to ensure that the projects would not adversely impact existing fire protection services (including response distance requirements, fire flow, fire hydrants, and emergency access). By complying with these requirements, the proposed Enhanced Retail Alternative was concluded to have substantially the same impacts as the Approved Project, which would be less than significant. Accordingly, the proposed Enhanced

Retail Alternative would not have any significant new impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects. For the reasons described above, the proposed Enhanced Retail Alternative is also concluded to have less than significant impacts related to fire protection services as compared to existing conditions during operation.

(3) 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impact to fire protection services would not change; potential impacts would remain less than significant with the incorporation of Project Design Features. The number of employees associated with the proposed Enhanced Retail Alternative would be within SCAG's forecasted growth for housing, population, and employment in the sub-region, City, and West Los Angeles Community Plan area if the proposed Enhanced Retail Alternative's build-out year were to be extended to 2021. SCAG forecasts form the basis for updating the General Plan Framework, which in turn sets long-term growth strategy for updating Community Plans and General Plan Elements. Thus, the proposed Enhanced Retail Alternative's consistency with SCAG growth forecasts ensures that it would be accounted for in the City's long-term growth planning for fire protection services through 2021. Therefore, the conclusions presented above regarding the proposed Enhanced Retail Alternative's impacts to fire protection services would not change if the proposed Enhanced Retail Alternative build-out year were to be extended to 2021.

(4) Cumulative Impacts

The 2006 EIR found that the total demand for fire services of the related projects combined with the Approved Project would comprise a small percentage of the demand for fire services that existed at that time. The 2006 EIR further determined that the impact of the related projects in relation to the service capacity of the existing "first in" station (Station No. 92) would be less than significant considering the relatively low demand for services from Station No. 92 at that time. Further, all the related projects would comply with Los Angeles Fire Code and Building Code requirements pertaining to fire safety, access, and fire flow. Therefore, the 2006 EIR found that the Approved Project combined with related projects would result in a less than significant cumulative impact related to fire and emergency services.

In comparing the findings in the 2006 EIR, implementation of the proposed Enhanced Retail Alternative is anticipated to create an increased demand for Los Angeles Fire Department services at the Project site; however, like the Approved Project, the proposed Enhanced Retail Alternative would not result in the need for the addition of a new fire station or the expansion, consolidation, or relocation of an existing facility to maintain adequate service levels. Similarly, although a cumulative increase in demand for Los Angeles Fire Department services would occur, cumulative project impacts on fire protection and emergency medical services would be reduced through regulatory compliance, similar to the Approved Project. All related projects would comply with Los Angeles Fire Code and Building Code requirements pertaining to fire safety, access, and fire flow. Therefore, operation of the proposed Enhanced Retail Alternative is concluded to have similar impacts on fire protection services as the Approved Project, and all potential cumulative impacts related to fire protection services and fire facilities with implementation of the Approved Project and the proposed Enhanced Retail Alternative would be less than significant. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to fire protection services and facilities. For similar reasons, the proposed Enhanced Retail Alternative as compared to existing and future conditions would not have a cumulatively considerable impact on fire protection services.

Finally, the Los Angeles Fire Department issued a letter dated September 11, 2013 which states, "[w]hile the development of the CCC project and other projects in the area will have cumulative effects on fire protection services, those impacts would be less than significant.

Therefore, the CCC project's impacts on fire protection services are not cumulatively considerable." This letter is provided in the Final Subsequent EIR, State and Local Agency Comments and

Responses. Therefore the proposed Enhanced Retail Alternative's impact on fire protection services would not be cumulatively considerable, and cumulative fire protection services impacts would be less than significant.

(5) Project Design Features, Compliance Measures, and Mitigation Measures

The following Compliance Measures and Project Design Features for the proposed Enhanced Retail Alternative are applicable to fire protection services:

Compliance Measure FIRE-1 Fire Suppression Training. Construction managers and construction personnel shall be trained in emergency response and fire safety. Fire suppression equipment specific to construction shall be maintained on site in accordance with Occupational Safety and Health Administration (OSHA) and Fire Code requirements.

Compliance Measure FIRE-2 Fire Code. The Applicant shall comply with all State and local building codes relative to fire protection, safety, and suppression. Specifically, the proposed Enhanced Retail Alternative shall incorporate the standards and requirements as set forth by Title 24, the City of Los Angeles Safety Element, and the Los Angeles Municipal Code Fire Code (Chapter V, Article 7), and any additional code requirements established by the Los Angeles Fire Department. Provisions include requirements pertaining to access, signage, locations of hydrants, fire flow, the provision of a fire control room, and installation of fire sprinklers in all new buildings. The automatic fire sprinkler system shall be installed prior to final building inspection.

Compliance Measure FIRE-3 Fire Access Lane. The proposed Enhanced Retail Alternative shall maintain the existing fire lane on the northern and eastern site perimeters. The fire lane shall be a minimum of 25 feet wide, with no side parking.

Compliance Measure FIRE-4 Fire Control Room. A Fire Control Room shall be located near or adjacent to the main entrance to the tower building; the Fire Control Room shall be a minimum of 100 square feet.

Compliance Measure FIRE-5 Emergency Helipad. The proposed office tower shall include rooftop emergency helicopter landing facilities, as required by the Los Angeles Municipal Code Fire Code, in a location to be approved by the Fire Chief.

Compliance Measure FIRE-6 Site Plan Approval. The Applicant shall submit a plot plan for approval of access and hydrants by the Los Angeles Fire Department prior to the issuance of a building permit by the City. The plot plan shall include fire prevention and access features to the satisfaction of the Los Angeles Fire Department, which may include the following standard requirements:

- Access for Fire Department apparatus and personnel to and into all structures shall be required.
- Entrances to the main lobby shall be located off the address side of the buildings.
- Any required Fire Annunciator panel or Fire Control Room shall be located within 50 feet visual line of sight of the main entrance stairwell or to the satisfaction of the Los Angeles Fire Department.
- Any required fire hydrants to be installed shall be fully operational and accepted by the Los Angeles Fire Department prior to any building occupation.
- All structures must be within 300 feet of an approved fire hydrant.
- All water systems and roadways are to be improved to the satisfaction of the Los Angeles Fire Department prior to any building occupation.
- All structures shall be fully sprinklered pursuant to Los Angeles Municipal Code Chapter V, Article 7, Division 9, Section 57.09.07(A).
- No building or portion of a building shall be constructed more than 150 feet from the edge of a roadway of an improved street, access road, or designated fire lane.

- At least two different ingress/egress roads for each area, which would accommodate major fire apparatus and provide for major evacuation during emergency situations, shall be required.
- Construction of new project roadways, either public or private, shall not exceed 15 percent in grade, unless otherwise approved.
- The project shall utilize standard cut-corners on all turns, if applicable.
- If applicable, fire lanes and dead-ending streets shall terminate in a cul-de-sac or other appropriate turning area.
- No dead-ending street or fire lane shall be greater than 700 feet in length, or secondary access shall be required.
- If applicable, where access for a given development requires accommodation of Fire Department apparatus, minimum outside radius of the paved surface shall be 35 feet. An additional 6 feet of clear space shall be maintained beyond the outside radius to a vertical point 13 feet, 6 inches above the paved surface of the roadway.

Project Design Feature FIRE-1 Voluntary Fire and Emergency Medical Measures. The Applicant shall implement the following measures during operation of the proposed Enhanced Retail Alternative:

- Owner supplied automatic external defibrillators (AEDs) on selected floors to be used by on-site security as necessary. Security personnel to be fully trained on the use and operation of AEDs;
- Training on the AEDs for tenant floor wardens and others; tenants to be encouraged to purchase their own AEDs;
- CERT/first aid training for all floor wardens and others;
- CERT/first aid training made available and encouraged for all building occupants, if it can be accessed online;
- Joint training for Los Angeles Fire Department personnel and building personnel on-site;
- A dedicated parking bay for an emergency ambulance at the Century Park West Garage with a dedicated break area, equipment storage, and a direct communication link to the Los Angeles Fire Department. Please note that the City has no obligation to staff this resource until such time as it deems appropriate.

Project Design Feature HAZ-1 Construction Management Plan. A general Construction Management Plan shall be prepared and implemented with approval of the City of Los Angeles Fire Department. The Construction Management Plan shall outline best management practices for the handling and storage of all flammable construction materials, specify methods and requirements for cleanup of flammable materials, and show specific well-marked entrances/emergency access points to the Project Site that shall remain clear and unobstructed at all times during construction.

Project Design Feature TRA-1 Construction Staging and Traffic Management Plan. A Construction Staging and Traffic Management Plan shall be prepared for approval by the Los Angeles Department of Transportation and other appropriate agencies and implemented during proposed Enhanced Retail Alternative construction. The Construction Staging and Traffic Management Plan shall also include the name and phone number of a contact person who can be reached 24 hours a day regarding construction traffic complaints or emergency situations. In addition, the Construction Staging and Traffic Management Plan shall take into account and be coordinated with other Construction Staging and Traffic Management Plans that are in effect or have been proposed for other projects in Century City. The Construction Staging and Traffic Management Plan may include, but not be limited to, the following:

- Provisions for temporary traffic control during all construction activities adjacent to public right-of-way to improve traffic flow on public roadways (e.g., flag person);

- Scheduling construction activities to reduce the effect on traffic flow on arterial streets;
- Rerouting construction trucks to reduce travel on congested streets;
- Prohibiting construction-related vehicles from parking on public streets;
- Providing safety precautions for pedestrians and bicyclists through such measures as alternate routing and protection barriers;
- Requiring contractors to participate in a common carpool registry during all periods of contract performance monitored and maintained by the general contractor;
- Scheduling construction-related deliveries, other than concrete and earthwork-related deliveries, so as to reduce travel during peak travel periods as identified in this study;
- Coordination with other construction projects in the vicinity to minimize conflicts;
- Obtaining the required permits for truck haul routes from the City of Los Angeles prior to the issuance of any permit for the proposed Enhanced Retail Alternative;
- Obtaining a Caltrans transportation permit for use of oversized transport vehicles on Caltrans facilities;
- Submitting a traffic management plan to Caltrans for review and approval;
- All emergency access to the Project Site and adjacent areas shall be kept clear and unobstructed during all phases of demolition and construction;
- Flag persons in adequate numbers shall be provided to minimize impacts to traffic flow and to ensure the safe access into and out of the site;
- Flag persons shall be trained to assist in emergency response by restricting or controlling the movement of traffic that could interfere with emergency vehicle access;
- Construction vehicles, including construction personnel vehicles, shall not park on public streets, including streets outside Century City;
- Construction vehicles shall not stage or queue where they interfere with pedestrian and vehicular traffic or block access to nearby businesses;
- If feasible, any traffic lane closures shall be limited to off-peak traffic periods, as approved by the Los Angeles Department of Transportation;
- The Los Angeles Police Department shall be notified a minimum of 24 hours in advance of any lane closures or other roadway work; and
- To the extent feasible, the delivery of construction materials shall be scheduled during the off-peak traffic periods.
- All haul trucks leaving the Project Site shall access I-405 either via Santa Monica Boulevard or via Pico Boulevard.
- Construction haul trucks containing concrete and earthwork-related deliveries and excavated materials shall be prohibited from using Pico Boulevard from 7:00 am through 9:00 am and from 1:00 pm through 3:00 pm. During these periods all such trucks shall travel to and from I-405 on Santa Monica Boulevard.

Project Design Feature POLICE-1 Construction Security. The Applicant shall maintain a 7-day-per-week, 24-hour on-site security patrol during construction activities. The Applicant shall also provide

perimeter fencing and nighttime security lighting to reduce the potential for trespassing and acts of vandalism.

With incorporation of Compliance Measures and Project Design Features, the proposed Enhanced Retail Alternative would have a less than significant impact on fire protection services provided by the Los Angeles Fire Department.

b. Police Protection

(1) Construction Impacts

Short-term construction activities such as lane closures, sidewalk closures, and utility line construction associated with construction of the Approved Project and the proposed Enhanced Retail Alternative could have implications related to response times for emergency vehicles due to travel time delays. Other implications of construction include reduced travel time due to flagging or stopping of traffic to accommodate trucks entering and exiting the Project Site during construction. Construction activities would also generate traffic associated with the movement of construction equipment, hauling of demolition and graded materials, and employee traffic that would have the potential to affect police protection services such as emergency vehicle response times by adding construction traffic to the street network. Both the proposed Enhanced Retail Alternative and the Approved Project include Mitigation Measures or Project Design Features that would require the Los Angeles Police Department to be notified of the times of day and locations of any traffic slowing or lane closures. Traffic management personnel (flag persons) would be trained to assist in emergency response by restricting or controlling the movement of traffic that could interfere with emergency vehicle access. With implementation of these measures, the proposed Enhanced Retail Alternative would have substantially the same or fewer impacts as the Approved Project, which would be less than significant. Because the proposed Enhanced Retail Alternative would not involve demolition of the previously existing structures on the Project Site, less traffic associated with construction equipment and housing of demolition and graded materials would be generated by the proposed Enhanced Retail Alternative as compared to the Approved Project (approximately 125 haul trips per day for the proposed Enhanced Retail Alternative compared to approximately 240 haul trips per day for the Approved Project). Therefore, the proposed Enhanced Retail Alternative is anticipated to have fewer impacts than the Approved Project related to the potential reduction of emergency vehicle response times. In addition, both the Approved Project and the proposed Enhanced Retail Alternative would require the onsite storage of construction equipment and building materials, which could result in theft that could potentially necessitate police involvement. Both the proposed Enhanced Retail Alternative and the Approved Project include Mitigation Measures or Project Design Features requiring implementation of security measures during construction, which would reduce potential impacts from theft to a less than significant level. Therefore, the proposed Enhanced Retail Alternative would not have any significant new impacts related to police protection services during construction as compared with the Approved Project, nor would it increase the severity of any previously identified significant impacts. For similar reasons, the proposed Enhanced Retail Alternative as compared to existing conditions would have less than significant impacts related to police protection services during construction.

(2) Operational Impacts

With regard to project operations, the Approved Project (a residential project) would have added new permanent residents at the Project Site and thus would have reduced the officer-to-resident ratio in the Los Angeles Police Department's West Los Angeles Community Police Station service area. The proposed Enhanced Retail Alternative would generate employees and increase the number of site visitors within the Project Site, but these individuals would visit the Project Site primarily during weekday business hours and would not add to the total permanent population in the area. With implementation of Project Design Features or Mitigation Measures, which require the incorporation of project security features and coordination with the Los Angeles Police Department regarding access routes to reduce potential long-term impacts to law enforcement services, both the Approved Project and the proposed Enhanced Retail Alternative were found to have similar, less than significant operational impacts to police protection services. Based on the foregoing, the Subsequent EIR concluded that the proposed Enhanced Retail Alternative would not have any significant new impacts compared to the Approved Project, nor would it increase the severity of any previously identified

significant effects. For the reasons described above, the proposed Enhanced Retail Alternative is also concluded to have less than significant impacts related to police services as compared to existing conditions during operation.

(3) 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impact to police protection services would not change, and potential impacts would remain less than significant. The number of employees associated with the proposed Enhanced Retail Alternative would be within SCAG's forecast growth for housing, population, and employment in the sub-region, City, and West Los Angeles Community Plan area if the proposed Enhanced Retail Alternative's build-out year were to be extended to 2021. SCAG forecasts form the basis for updating the General Plan Framework, which in turn sets long-term growth strategy for updating Community Plans and General Plan Elements. Thus, the proposed Enhanced Retail Alternative's consistency with SCAG growth forecasts implies that it would be accounted for in the City's long-term growth planning for police protection services through 2021. Therefore, the conclusions presented above regarding the proposed Enhanced Retail Alternative's impacts to police protection services would not change if the proposed Enhanced Retail Alternative build-out year were to be extended to 2021.

(4) Cumulative Impacts

The 2006 EIR found that the related projects combined with the Approved Project would generate approximately 2,496 new residents in the Los Angeles Police Department's West Los Angeles Division, which would increase the ratio of total arrests per officer from 12.65 per officer to 12.78 per officer. This increase would be approximately 35 percent less than the 19.66 annual average arrests per officer in the West Bureau and approximately 6 percent less than the 13.59 annual average arrests per officer Citywide; therefore, the Approved Project and related projects would not exceed the capability of the Los Angeles Police Department to serve cumulative development and cumulative impacts with regard to police protection services would be less than significant.

In comparing the findings in the 2006 EIR, implementation of the proposed Enhanced Retail Alternative is anticipated to create an increased demand for Los Angeles Police Department services at the Project site; however, like the Approved Project, the proposed Enhanced Retail Alternative would not result in the need for the addition of a new police station or the expansion, consolidation, or relocation of an existing facility to maintain adequate service levels. Similar to the Approved Project, the proposed Enhanced Retail Alternative and each of the related projects would be subject to Los Angeles Police Department review and would be required to comply with all applicable safety requirements of the Los Angeles Police Department and the City of Los Angeles in order to adequately address police protection service demands. Therefore, operation of the proposed Enhanced Retail Alternative is concluded to have similar impacts on police protection services as the Approved Project, and all potential cumulative impacts related to police protection services and facilities with implementation of the Approved Project and the proposed Enhanced Retail Alternative would be less than significant. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to police protection services and facilities. For similar reasons, the proposed Enhanced Retail Alternative as compared to existing and future conditions would have less than significant cumulative impacts related to police protection services.

(5) Project Design Features, Compliance Measures, and Mitigation Measures

There are no Compliance Measures applicable to police protection services. The following Project Design Features for the proposed Enhanced Retail Alternative are applicable to police protection services:

Project Design Feature TRA-1 Construction Staging and Traffic Management Plan. A Construction Staging and Traffic Management Plan shall be prepared for approval by the Los Angeles Department of Transportation and other appropriate agencies and implemented during proposed Enhanced Retail

Alternative construction. The Construction Staging and Traffic Management Plan shall also include the name and phone number of a contact person who can be reached 24 hours a day regarding construction traffic complaints or emergency situations. In addition, the Construction Staging and Traffic Management Plan shall take into account and be coordinated with other Construction Staging and Traffic Management Plans that are in effect or have been proposed for other projects in Century City. The Construction Staging and Traffic Management Plan may include, but not be limited to, the following:

- Provisions for temporary traffic control during all construction activities adjacent to public right-of-way to improve traffic flow on public roadways (e.g., flag person);
- Scheduling construction activities to reduce the effect on traffic flow on arterial streets;
- Rerouting construction trucks to reduce travel on congested streets;
- Prohibiting construction-related vehicles from parking on public streets;
- Providing safety precautions for pedestrians and bicyclists through such measures as alternate routing and protection barriers;
- Requiring contractors to participate in a common carpool registry during all periods of contract performance monitored and maintained by the general contractor;
- Scheduling construction-related deliveries, other than concrete and earthwork-related deliveries, so as to reduce travel during peak travel periods as identified in this study;
- Coordination with other construction projects in the vicinity to minimize conflicts;
- Obtaining the required permits for truck haul routes from the City of Los Angeles prior to the issuance of any permit for the proposed Enhanced Retail Alternative;
- Obtaining a Caltrans transportation permit for use of oversized transport vehicles on Caltrans facilities;
- Submitting a traffic management plan to Caltrans for review and approval;
- All emergency access to the Project Site and adjacent areas shall be kept clear and unobstructed during all phases of demolition and construction;
- Flag persons in adequate numbers shall be provided to minimize impacts to traffic flow and to ensure the safe access into and out of the site;
- Flag persons shall be trained to assist in emergency response by restricting or controlling the movement of traffic that could interfere with emergency vehicle access;
- Construction vehicles, including construction personnel vehicles, shall not park on public streets, including streets outside Century City;
- Construction vehicles shall not stage or queue where they interfere with pedestrian and vehicular traffic or block access to nearby businesses;
- If feasible, any traffic lane closures shall be limited to off-peak traffic periods, as approved by the Los Angeles Department of Transportation;
- The Los Angeles Police Department shall be notified a minimum of 24 hours in advance of any lane closures or other roadway work; and
- To the extent feasible, the delivery of construction materials shall be scheduled during the off-peak traffic periods.

- All haul trucks leaving the Project Site shall access I-405 either via. Santa Monica Boulevard or via Pico Boulevard.
- Construction haul trucks containing concrete and earthwork-related deliveries and excavated materials shall be prohibited from using Pico Boulevard from 7:00 am through 9:00 am and from 1:00 pm through 3:00 pm. During these periods all such trucks shall travel to and from I-405 on Santa Monica Boulevard.

Project Design Feature POLICE-1 Construction Security. The Applicant shall maintain a 7-day-per-week, 24-hour on-site security patrol during construction activities. The Applicant shall also provide perimeter fencing and nighttime security lighting to reduce the potential for trespassing and acts of vandalism.

Project Design Feature POLICE-2 Crime Prevention Through Design. The proposed Enhanced Retail Alternative shall comply with the design guidelines outlined in the Los Angeles Police Department's Design Out Crime Guidelines, which recommend using natural surveillance to maximize visibility, natural access control that restricts or encourages appropriate site and building access, and territorial reinforcement to define ownership and separate public and private space. Specifically, the proposed Enhanced Retail Alternative shall, at a minimum, incorporate the following features:

- Install industry standard security lighting at recommended locations including, but not limited to, parking structures and walking pathways;
- Install closed-circuit television at select locations including, but not limited to, all exit points, outdoor seating areas, loading docks, and the parking structure;
- Provide adequate lighting of the parking structure, elevators, and lobby to reduce areas of concealment;
- Provide lighting of building entries, pedestrian walkways, and public open spaces to provide pedestrian orientation and to clearly identify a secure route between parking areas and points of entry into buildings;
- Design public spaces to be easily patrolled and accessed by safety personnel;
- Design entrances to, and exits from, buildings, open spaces around buildings, and pedestrian walkways to be open and in view of surrounding sites;
- Provide a keycard access system for commercial uses in the office tower with a central station and keycard readers placed in all elevators to limit access to employees and building visitors that are screened through building security;
- Limit visually obstructed and infrequently accessed "dead zones;"
- Provide a 7-day-per-week, 24-hour on-site security patrol during operation.

Project Design Feature POLICE-3 Facilitating Police Response. Upon completion of the Project, the Applicant shall provide the West Los Angeles Area Commanding Officer with a diagram of each portion of the property, including access routes, and provide additional information, as requested by the Los Angeles Police Department, that might facilitate police response.

With implementation of Project Design Features, impacts of the proposed Enhanced Retail Alternative related to police protection services would be less than significant.

c. Public Schools

(1) Construction Impacts

Construction traffic (e.g., worker travel, hauling activities, and the delivery of construction materials) for both the Approved Project and the proposed Enhanced Retail Alternative would not affect existing school traffic, pedestrian routes, or transportation safety in the Project Site vicinity because there are

no schools adjacent to the Project Site. Furthermore, proposed construction-related haul routes for both projects would be located on major arterials. In addition, construction staging and construction-related vehicle parking for the Approved Project would have occurred on site; construction workers for the proposed Enhanced Retail Alternative would park their private vehicles at the parking structure located at 2030 Century Park West, which is approximately one block southwest of the Project Site, and walk to the Project Site. There are no schools located between the parking structure at 2030 Century Park West and the proposed Project Site. Accordingly, the proposed Enhanced Retail Alternative was concluded to have substantially the same construction impacts as the Approved Project with regard to construction traffic and schools. Further, short-term demand for public school services is not anticipated to be substantial for either the Approved Project or the proposed Enhanced Retail Alternative, as construction workers would not be expected to relocate their households' places of residence as a consequence of working on a proposed development, and there would therefore be no increase in student enrollment at the schools serving the Project Site during construction of either the Approved Project or the proposed Enhanced Retail Alternative. Therefore, school impacts associated with short-term construction activities for both the Approved Project and the proposed Enhanced Retail Alternative are similar and less than significant. The proposed Enhanced Retail Alternative would not have any new significant impacts as compared with the Approved Project, nor would it increase the severity of any previously identified significant effects. For the reasons stated above, school impacts associated with short-term construction activities for the proposed Enhanced Retail Alternative as compared to existing conditions would also be less than significant.

(2) Operational Impacts

The Approved Project would have generated 31 students on the Project Site, consisting of 13 elementary school students, 8 middle school students, and 10 high school students. At the time of the 2006 EIR, the schools designated to serve the Approved Project were forecasted to operate at below capacity in the future with the exception of Westwood Charter Elementary School. Therefore, the increased enrollment attributable to the Approved Project would not have exceeded school capacities at any of the schools except Westwood Charter Elementary School, and development of the Approved Project would not have required the construction of new facilities, a major reorganization of students or classrooms, or changes to the single-track school calendar. The increased enrollment attributable to the Approved Project would have contributed to Westwood Charter Elementary School exceeding its operational capacity; however, payment of the requisite development fees pursuant to California Government Code Section 65995 would have offset the Approved Project's impacts to Westwood Charter Elementary School. The proposed Enhanced Retail Alternative would have the potential to generate 39 students, consisting of 19 elementary students, 9 middle school students, and 11 high school students. It is important to note that the proposed Enhanced Retail Alternative (which is a commercial use) only results in a higher number of projected students than the Approved Project (which is a residential use) because the generation factors have changed since certification of the 2006 EIR. If 2010 generation rates are used to calculate the projected students from the Approved Project, the Approved Project would generate approximately 117 students. Based on this comparison, the proposed Enhanced Retail Alternative would generate 78 fewer students than the Approved Project.

The increased enrollment attributable to the proposed Enhanced Retail Alternative would not exceed existing school capacities at any of the schools serving the Project Site, and development of the proposed Enhanced Retail Alternative would not require the construction of new facilities, a major reorganization of students or classrooms, or changes to the single-track school calendar at either of the middle schools or high school. However, based on Los Angeles Unified School District projections, increased enrollment attributable to the proposed Enhanced Retail Alternative would contribute to Westwood Charter Elementary School exceeding its operational capacity in the 2013-2014 school year because Los Angeles Unified School District considers a school to have a shortage of capacity if there are not 30 seats available. Similar to the Approved Project, payment of the requisite development fees pursuant to California Government Code Section 65995 would offset the proposed Enhanced Retail Alternative's impacts to Westwood Charter Elementary School. Through the payment of the required development fees, both the proposed Enhanced Retail Alternative and the Approved Project would have a less than significant impact associated with school services. Using 2010 generation rates, impacts of the proposed Enhanced Retail Alternative would be less than those of the Approved Project. Accordingly, the proposed Enhanced Retail Alternative would not have

any significant new impacts, nor would it increase the severity of any previously identified significant effects related to school services. For the reasons described above, the proposed Enhanced Retail Alternative is also concluded to have less than significant impacts related to school services as compared to existing conditions during operation.

(3) 2021 Horizon

In the event that the Project build-out year were to be extended to 2021 to coincide with the anticipated expiration of the term of the Development Agreement, the conclusion regarding the proposed Enhanced Retail Alternative's impacts to school services and facilities would not change, and impacts would be reduced to a less than significant level through the incorporation of mitigation. The proposed Enhanced Retail Alternative would increase demand for schools by 39 students. Schools potentially serving the Project Site are all forecasted to be operating well below capacity in 2013-2014, with the exception of Westwood Charter Elementary School, which is forecasted to continue operating over capacity in 2013-2014 regardless of the status of the proposed Enhanced Retail Alternative. It is reasonable to assume that the projection to exceed operational capacity would continue beyond the 2013-2014 school year. Although Los Angeles Unified School District is implementing a $19.5 billion program to modernize and construct schools, there are no new schools currently planned within 2 miles of the Project Site, and Los Angeles Unified School District has indicated that it does not have any new schools planned for the area serving the Project Site. In the event that the project build-out year were to be extended to 2021 to coincide with the anticipated expiration of the term of the Development Agreement, the conclusion regarding the proposed Enhanced Retail Alternative's impacts to school services and facilities would not change, and impacts would be reduced to a less than significant level through the incorporation of Compliance Measure SCH-1. Regardless of when the proposed Enhanced Retail Alternative is implemented and the number of students generated, with the payment of the requisite school facility development fees, the proposed Enhanced Retail Alternative would have a less than significant impact on school services and facilities even if it is developed in 2021.

(4) Cumulative Impacts

The 2006 EIR found that the schools potentially serving the Project site were all forecast to be operating below capacity with the exception of Westwood Charter Elementary School, which was forecast to be operating over capacity by 12 seats in 2009. The 2006 EIR found that all schools serving the Project site had sufficient available capacity to accommodate the students that would be generated by the Approved Project and that payment of the requisite school facility development fees would offset the Approved Project's potential impacts to Westwood Charter Elementary School. Therefore, it was concluded that the Approved Project would have a less than significant impact on the LAUSD schools potentially serving the Project site and that the Approved Project's contribution to cumulative impacts related to the provision of school services and facilities would be less than significant.

In comparison to the findings in the 2006 EIR, the proposed Enhanced Retail Alternative would generate 8 more students than the Approved Project (though as discussed above, the proposed Enhanced Retail Alternative, as a commercial project, only exceeds the student generation of the Approved Project, a residential project, because the generation factors have changed since the 2006 EIR was certified), which would not exceed existing school capacities at any of the schools serving the Project site except for Westwood Charter Elementary School, and development of the proposed Enhanced Retail Alternative would not require the construction of new facilities, a major reorganization of students or classrooms, or changes to the single-track school calendar at either of the middle schools or high school. Payment of the requisite school facility development fees would offset the Enhanced Retail Alternative's potential impacts to Westwood Charter Elementary School. Therefore, potential cumulative impacts related to school services and facilities with implementation of the Approved Project and the proposed Enhanced Retail Alternative would be less than significant. As compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to school services and facilities.

Comparing the proposed Enhanced Retail Alternative's cumulative impacts to existing and future conditions, cumulative impacts related to schools were considered only for the 31 related projects

within the same attendance boundaries as the following four schools serving the Project site: Westwood Charter Elementary School, Ralph Waldo Emerson and Webster Middle Schools, and University Senior High School. The 31 related projects and the proposed Enhanced Retail Alternative would generate a total of 174 elementary school students, 238 middle school students, and 224 high school students, for a total of 636 students. With the exception of Westwood Charter Elementary School, all public schools that would serve the proposed Enhanced Retail Alternative and the related projects would have adequate capacity to accommodate the cumulative student generation. Westwood Charter Elementary School would exceed its capacity with the cumulative student generation. Because the elementary school that would serve the proposed Enhanced Retail Alternative and the related projects may not have adequate capacity to accommodate the cumulative student generation, new or expanded elementary schools could be needed, which could result in a potentially significant cumulative impact. Although the cumulative student generation of the proposed Enhanced Retail Alternative would exceed the capacity of Westwood Charter Elementary School, the proposed Enhanced Retail Alternative and related projects would be required to pay a fee to mitigate each project's impact on school facilities. Payment of fees is deemed to provide full and complete mitigation of school facilities impacts. Therefore, with the full payment of all applicable school fees, the proposed Enhanced Retail Alternative's contribution to a cumulative impact to schools would not be cumulatively considerable, and cumulative impacts would be less than significant.

(5) Project Design Features, Compliance Measures, and Mitigation Measures

There are no Project Design Features for the proposed Enhanced Retail Alternative that are applicable to school capacity and services. The following Compliance Measure is required for impacts to schools from the proposed Enhanced Retail Alternative:

Compliance Measure SCH-1 Payment of Development Fees: Prior to issuance of a building permit, the General Manager of the City of Los Angeles, Department of Building and Safety, or designee, shall ensure that the Applicant has paid all applicable school facility development fees in accordance with California Government Code Section 65995.

With implementation of the Compliance Measure, no Mitigation Measures are required for impacts to schools for the proposed Enhanced Retail Alternative. No significant adverse impacts related to schools have been identified.

d. Library Services

(1) Construction Impacts

It is anticipated that the, majority of the proposed construction workers for either the Approved Project or the proposed Enhanced Retail Alternative would arrive to and depart from the Project Site during off-peak hours (i.e., arrive prior to 7:00 a.m. and depart prior to 4:00 p.m.). Given the anticipated construction schedule, access to library services would likely be limited to a few hours after work. As a result, construction activities for both the Approved Project and the proposed Enhanced Retail Alternative are anticipated to have a less than significant impact on library services, and the proposed Enhanced Retail Alternative would not have any new significant impacts as compared with the Approved Project, nor would it increase the severity of any previously identified significant effects. For similar reasons, the proposed Enhanced Retail Alternative would have a less than significant impact on library services during construction as compared with existing conditions.

(2) Operational Impacts

The Approved Project would have resulted in direct population growth related to the provision of residential units; the Approved Project would have provided housing for 980 new residents. The Approved Project would not have caused an increase in the community population that would have exceeded the target service population for the Westwood Branch Library (the nearest library to the Project Site) and project impacts would have been less than significant. In comparison, the proposed Enhanced Retail Alternative would not cause or result in direct population growth because the proposed Enhanced Retail Alternative would not provide housing on the Project Site. Nonresidential projects are viewed as having relatively limited impacts attributable to occasional and incidental use of library facilities for generalized research purposes. Therefore, operation of the proposed Enhanced

Retail Alternative was determined to have fewer impacts to library services than the Approved Project, which would also be less than significant. Accordingly, the proposed Enhanced Retail Alternative would not have any new significant impacts as compared to the Approved Project, nor would it increase the severity of any previously identified significant effects. For the reasons described above, the proposed Enhanced Retail Alternative is also concluded to have less than significant impacts related to library services as compared to existing conditions during operation.

(3) 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impact to library services would not change. The proposed Enhanced Retail Alternative would not increase demand for library services and potential impacts would remain less than significant.

(4) Cumulative Impacts

The 2006 EIR found that the libraries potentially serving the Approved Project had sufficient available capacity to accommodate the residents that would be generated by the Approved Project and the six related projects within the same library service areas. Therefore, it was concluded that the Approved Project would have a less than significant impact on the Los Angeles Public Libraries potentially serving the Project site and that the Approved Project's contribution to cumulative impacts related to the provision of library services and facilities would be less than significant.

The proposed Enhanced Retail Alternative does not provide housing and therefore would not cause or result in direct population growth that would increase demand for library services. The proposed Enhanced Retail Alternative would result in indirect growth associated with additional employment; however, employees would likely utilize library facilities near their places of residence and not near their workplace. Therefore, operation of the proposed Enhanced Retail Alternative is concluded to have fewer impacts on library services than the Approved Project, and all potential cumulative impacts related to library services and facilities with implementation of the Approved Project and the proposed Enhanced Retail Alternative would be less than significant. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to library services and facilities. For the reasons stated above, the proposed Enhanced Retail Alternative would also have a less than significant cumulative impact related to library services as compared to existing and future conditions.

(5) Project Design Features, Compliance Measures, and Mitigation Measures

There are no Compliance Measures or Project Design Features applicable to library services, and no Mitigation Measures are required. No significant impacts relating to library services have been identified.

11. Utilities

a. Water Supply

(1) Construction Impacts

Short-term demand for water may occur during demolition, excavation, grading, and construction activities on site for both the Approved Project and the proposed Enhanced Retail Alternative, but overall, demolition and construction activities require minimal water and are not expected to have any adverse impacts on the existing water system or available water supplies. Therefore, impacts associated with short-term construction activities for both the Approved Project and the proposed Enhanced Retail Alternative would be similar and less than significant. For the reasons stated above, construction impacts of the proposed Enhanced Retail Alternative would be less than significant as compared with existing conditions.

(2) Operational Impacts

Taking into account the existing commercial and restaurant/night club uses on the Project Site at that time, the Approved Project was projected to result in a net increase in water demand of 111,461 gallons per day. The City determined that because the Approved Project was consistent with the General Plan, sufficient water was expected to be available to Los Angeles Department of Water and Power (LADWP) under existing entitlements, and no new or expanded entitlements would have been required. In comparison, the proposed Enhanced Retail Alternative (less existing demand and water conservation features) is projected to demand 129,824 gallons per day. The difference would be 18,363 gallons per day, which is an increase of approximately 16 percent. According to a Water Supply Assessment prepared by LADWP, the increase in water demand attributable to the proposed Modified Project as compared to existing conditions (i.e., not accounting for the Approved Project's projected water demand) would fall within the available and projected water supplies of the 2010 Urban Water Management Plan, and water is available within the municipal system to serve the proposed Modified Project. Given that LADWP has confirmed that it would be able to meet the proposed Modified Project's water demand, as well as the service area's existing and planned water demands even without consideration of the Approved Project's water demand, impacts associated with the long-term operation of the proposed Modified Project as compared to the Approved Project would be slightly greater but less than significant. The Enhanced Retail Alternative proposes the same mix of land uses as the Modified Project, with slightly reduced office space and increased retail space, and would result in a slightly smaller overall development. As discussed above, the water demand of the Enhanced Retail Alternative would be less than that of the Modified Project. Accordingly, the assessment by LADWP that it would be able to meet the Modified Project's water demand as well as the service area's existing and planned water demands even without consideration of the Approved Project also applies to the Enhanced Retail Alternative. Accordingly, the proposed Enhanced Retail Alternative would not have any new significant impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects. For the reasons described above, the proposed Enhanced Retail Alternative is also concluded to have less than significant impacts related to water as compared to existing conditions during operation.

(3) 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impact to water would not change; potential impacts would remain less than significant. LADWP's 2010 Urban Water Management Plan provides water demand projections in 5-year increments through 2035, which are based on demographic data from the SCAG 2008 Regional Transportation Plan, as well as billing data for each major customer class, weather, and conservation. The City's anticipated water demand is projected to be 652,012 acre-feet in 2020, 675,604 acre-feet in 2025, and 710,760 acre-feet by 2035. The increase of 145 acre-feet in water demand generated by the proposed Enhanced Retail Alternative would constitute approximately 0.02 percent of the City's total water demand in 2020, 2025, and 2035.

(4) Cumulative Impacts

The 2006 EIR found that the estimated water demand of the Approved Project would have been within the service capabilities of LADWP and that the Approved Project would not have the potential to cause significant impacts related to demand for water. Therefore, cumulative impacts related to the demand for water were anticipated to be less than significant for the Approved Project.

The proposed Modified Project would demand approximately 23 acre-feet per year more water than the Approved Project; however, LADWP has confirmed that it would be able to meet the proposed Modified Project's water demand. The Enhanced Retail Alternative would demand approximately 21 acre-feet per year more water than the Approved Project, which is a decrease in demand of 2 acre-feet per year as compared to the Modified Project. Therefore, LADWP's confirmation that it would be able to meet the demand of the Modified Project also applies to the Enhanced Retail Alternative. Accordingly, impacts associated with the long-term operation of the proposed Enhanced Retail Alternative would be less than significant, and LADWP would have sufficient water supply to meet future water demands for the service area with the addition of the proposed Enhanced Retail Alternative and related projects. Therefore, as compared to the Approved Project, the proposed

Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to water. For the reasons stated above, the proposed Enhanced Retail Alternative's cumulative impacts to water supply would be less than significant as compared with existing and future conditions.

(5) Project Design Features, Compliance Measures, and Mitigation Measures

There are no Compliance Measures applicable to water supply and infrastructure capacity. There is one Project Design Feature for the proposed Enhanced Retail Alternative that is applicable to water supply and infrastructure capacity.

Project Design Feature WTR-1 Water Conservation. The proposed Enhanced Retail Alternative shall exceed the water conservation requirements contained in City Ordinance No. 180,822 and the LA Green Building Code through the utilization of additional water conservation measures. Such measures may include one or more of the following:

- All indoor faucets not already subject to the provisions of City Ordinance No. 180,822 and the LA Green Building Code shall have a flow rate of 1.5 gallons per minute or less;
- No more than one showerhead per stall;
- Weather-based irrigation controller;
- Drought tolerant plant species to comprise at least 50 percent of total landscaping;
- Drip/subsurface landscape irrigation;
- Landscaping to be properly hydro-zoned (plants with similar water requirements will be grouped together);
- Zoned irrigation;
- Landscaping shall be contoured to minimize precipitation runoff;
- Cooling tower pH conductivity controllers shall be used to monitor water treatment to limit concentration; and
- Greywater system.

With implementation of the Project Design Feature, no Mitigation Measures are required for the proposed Enhanced Retail Alternative. No significant adverse impacts relating to water supply have been identified.

b. Wastewater

(1) Construction Impacts

No significant increase in wastewater flows is anticipated as a result of construction activities on the Project Site for either the Approved Project or the proposed Enhanced Retail Alternative. Sanitary services during construction would likely be provided by portable toilet facilities, which transport waste off site for treatment and disposal. As such, impacts of the proposed Enhanced Retail Alternative as compared to the Approved Project would be similar and less than significant. For similar reasons, the proposed Enhanced Retail Alternative would have less than significant impacts related to wastewater during construction as compared with existing conditions.

(2) Operational Impacts

The proposed Enhanced Retail Alternative would be expected to generate 108,154 gallons per day of wastewater (a net increase of 103,236 gallons per day). The Approved Project would have generated approximately 94,980 gallons per day of wastewater (a net increase of 91,330 gallons per day). The Subsequent EIR concluded that the estimated wastewater generation totals for the Approved Project

would not exceed the City of Los Angeles wastewater treatment requirements and would not have a significant impact on the City of Los Angeles wastewater system. It was also determined that there is adequate capacity at the Hyperion Treatment Plant to accommodate the additional wastewater generated by the proposed Enhanced Retail Alternative as compared to the Approved Project and that the proposed Enhanced Retail Alternative would also have a less than significant impact on the City of Los Angeles wastewater treatment system. The Hyperion Treatment Plant currently processes average wastewater flows of approximately 350-375 million gallons per day. With a treatment capacity of 450 million gallons per day and using the upper average, the remaining capacity of the Hyperion Treatment Plant is approximately 75 million gallons per day or 17 percent of its total capacity. In addition, the proposed Enhanced Retail Alternative would not cause a substantial increase in wastewater flows at a point where, and a time when, a sewer's capacity is already constrained or that would cause a sewer's capacity to become constrained. Accordingly, the proposed Enhanced Retail Alternative would not have any new significant impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects. For the reasons described above, the proposed Enhanced Retail Alternative is also concluded to have less than significant impacts related to wastewater as compared to existing conditions during operation.

(3) 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impact on wastewater infrastructure and wastewater treatment facilities would not change; potential impacts would remain less than significant. The average dry weather flow for the Hyperion Treatment Plan is anticipated to be 511.5 million gallons per day in 2020, the closest year to 2021 for which projections exist. The Hyperion Treatment Plant is anticipated to have an available capacity of 39 million gallons per day in 2020, without consideration of the 20 million gallons per day increase in treatment capacity that may occur with implementation of the Integrated Resources Plan improvements. The proposed Enhanced Retail Alternative would require 0.3 percent of the anticipated available capacity in 2020.

(4) Cumulative Impacts

The 2006 EIR found that wastewater that would have been generated by the Approved Project would have been accommodated by the existing sewer system and wastewater treatment plants in the County and that the Approved Project would not have the potential to cause significant impacts relative to wastewater, and no mitigation measures were necessary. Therefore, cumulative impacts to the transport, treatment, reuse, and disposal of wastewater related to the Approved Project were anticipated to be less than significant for the Approved Project.

The Subsequent EIR concluded that the related projects would generate approximately 1,950,662 gallons per day of wastewater. The proposed Enhanced Retail Alternative would generate 108,154 gallons per day of wastewater. Therefore, the proposed Enhanced Retail Alternative in conjunction with the related projects would generate an increase of 2,058,816 gallons per day of wastewater. The Project site is within the Hyperion Service Area and is served by the Hyperion Treatment Plant. The Hyperion Treatment Plant currently has an available capacity of 75 million gallons per day. The increased wastewater generation from the related projects of 2,058,816 gallons per day could be accommodated by the Hyperion Treatment Plant's current available capacity and would also be within the Hyperion Treatment Plant's permitted annual flow increase of 5 million gallons per day per City Ordinance No. 166,060. The proposed Enhanced Retail Alternative and the related projects would account for approximately 3 percent of current available capacity. In addition, the cumulative wastewater figures in the Subsequent EIR are conservative in that they do not account for water conservation measures required by Title 20 and Title 24 of the California Code of Regulations or mitigation measures that would be applied to each of the related projects. Furthermore, the future wastewater demand throughout the Hyperion Treatment Plant service area is addressed in the City's Integrated Resources Plan, which was developed to optimize the use of the City's existing facilities and water resources. Lastly, the related projects would be required to obtain Los Angeles Department of Public Works Bureau of Sanitation approval and a sewer permit, and would be required to make necessary improvements to sewer lines or other infrastructure. These processes would ensure that adequate sewer capacity is available prior to the start of construction for all related projects.

Therefore, the proposed Enhanced Retail Alternative is concluded to have substantially the same impacts as the Approved Project with regard to the sewer system and wastewater treatment plants; therefore, cumulative impacts of the proposed Enhanced Retail Alternative would be substantially the same as the Approved Project and would be less than significant. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to wastewater. For the reasons stated above, cumulative impacts of the proposed Enhanced Retail Alternative on the transport, treatment, reuse, and disposal of wastewater would be less than significant as compared to existing and future conditions.

(5) Project Design Features, Compliance Measures, and Mitigation Measures

There are no Compliance Measures applicable to wastewater. There is one Project Design Feature for the proposed Enhanced Retail Alternative that is applicable to wastewater services.

Project Design Feature WTR-1 Water Conservation. The proposed Enhanced Retail Alternative shall exceed the water conservation requirements contained in City Ordinance No. 180,822 and the LA Green Building Code through the utilization of additional water conservation measures. Such measures may include one or more of the following:

- All indoor faucets not already subject to the provisions of City Ordinance No. 180,822 and the LA Green Building Code shall have a flow rate of 1.5 gallons per minute or less;
- No more than one showerhead per stall;
- Weather-based irrigation controller;
- Drought tolerant plant species to comprise at least 50 percent of total landscaping;
- Drip/subsurface landscape irrigation;
- Landscaping to be properly hydro-zoned (plants with similar water requirements will be grouped together);
- Zoned irrigation;
- Landscaping shall be contoured to minimize precipitation runoff;
- Cooling tower pH conductivity controllers shall be used to monitor water treatment to limit concentration; and
- Greywater system.

With implementation of the Project Design Feature, no Mitigation Measures are required. No significant and unavoidable adverse impacts related to wastewater have been identified.

c. Solid Waste

(1) Construction Impacts

During the construction phase of the Approved Project, the structures on the Project Site at that time would have been demolished prior to grading the Project Site. Materials generated during the demolition process would have been reused and/or recycled to the extent feasible. Based on the limited amount of existing development on the Project Site at the time the Approved Project was being considered and the ability to reuse and/or recycle some of the materials from the structures being demolished, the Initial Study for the Approved Project found that solid waste that would have been generated during the demolition/construction phase of the Approved Project would have been accommodated by existing landfills in Los Angeles County. Therefore, the Subsequent EIR concluded that the Approved Project's construction activities would not have had the potential to cause significant impacts related to solid waste generation during demolition/construction, and no Mitigation Measures were necessary. Similarly, solid waste generated during construction of the proposed

Enhanced Retail Alternative (e.g., limited amounts of asphalt removed from existing parking areas) would be disposed of at any of the landfills in the region that accept demolition/construction waste. Given the limited quantities of asphalt, no new construction waste facilities would be required as a result of construction of the proposed Enhanced Retail Alternative. In addition, the proposed Enhanced Retail Alternative would divert/recycle a minimum of 70 percent of the solid waste generated during construction (refer to Compliance Measure SW-2). Therefore, potential impacts related to the generation of solid waste during construction of the proposed Enhanced Retail Alternative would be less than significant and less than those of the Approved Project. Accordingly, the proposed Enhanced Retail Alternative would not have any significant new impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects with incorporation of Compliance Measures related to construction solid waste. For the reasons stated above, the proposed Enhanced Retail Alternative's impacts related to solid waste during construction would be less than significant as compared with existing conditions.

(2) Operational Impacts

The Initial Study for the 2006 EIR concluded that the Approved Project would have generated approximately 5,907 pounds (3 tons) of solid waste per day. However, taking into account the commercial and restaurant/nightclub uses that existed on the Project Site at the time the 2006 EIR was prepared, the Approved Project would have resulted in a net increase in solid waste generation of 4,538 pounds (2.3 tons) of solid waste per day. In comparison, the proposed Enhanced Retail Alternative would be expected to generate 15,448 pounds (7.7 tons) of solid waste per day, which is 10,910 pounds (5.5 tons) more per day than the Approved Project's net impact or 9,541 pounds (4.8 tons) more than the Approved Project's gross impact. Furthermore, by applying the 50 percent reuse and recycling requirements of the California Integrated Waste Management Act, which is conservative given the actual and projected waste diversion rates in the City, the solid waste that would have been generated by the Approved Project would have been reduced to 2,269 pounds (1.1 tons), and would be reduced to 7,724 pounds (3.9 tons) for the proposed Enhanced Retail Alternative. The combined remaining daily intake of Sunshine Canyon and Chiquita Canyon Landfills is 9,947 tons per day. As such, the landfills would have adequate capacity to accommodate the additional 5.5 tons per day of waste generated during operation of the proposed Enhanced Retail Alternative as compared to the Approved Project, and both the Approved Project and the proposed Enhanced Retail Alternative would have a less than significant impact related to solid waste generation. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to solid waste.

As stated above, operation of the proposed Enhanced Retail Alternative would result in ongoing generation of solid waste. The proposed Enhanced Retail Alternative would be expected to generate 15,448 pounds (7.7 tons) of solid waste per day as compared to existing conditions. By applying the 50 percent reuse and recycling requirements of the California Integrated Waste Management Act, which is conservative given the actual and projected waste diversion rates in the City, the solid waste anticipated to be generated by the proposed Enhanced Retail Alternative would be reduced to 7,724 pounds (3.9 tons). The combined remaining daily intake of Sunshine Canyon and Chiquita Canyon Landfills is 9,947 tons per day. As such, the landfills would have adequate capacity to accommodate the additional 3.9 tons per day of solid waste generated during operation of the proposed Enhanced Retail Alternative, and the proposed Enhanced Retail Alternative's impacts with respect to solid waste would be less than significant as compared with existing conditions.

(3) 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impact on solid waste generation and landfill capacities would not change; potential impacts would remain less than significant. The City of Los Angeles adopted a 20-year plan (RENEW LA) to permanently alter waste disposal in the City with the goal of reaching "zero waste" (90 percent overall waste diversion) by 2025. The City of Los Angeles is now in the process of developing and adopting the Solid Waste Integrated Resources Plan to achieve this goal. It is expected that solid waste disposal will continue to decrease in the future as the City works toward achieving its waste diversion goals.

(4) Cumulative Impacts

The 2006 EIR found that solid waste that would have been generated by the Approved Project would have been accommodated by existing landfills in Los Angeles County and that the Approved Project would not have the potential to cause significant impacts relative to solid waste, and no mitigation measures were necessary. All related projects proposed at the time the 2006 EIR was prepared would have been required to comply with federal, State, and local statutes and regulations related to solid waste, including those regulations emphasizing resource conservation through reduction, recycling, and reuse of solid waste. Therefore, based on compliance with regulations in effect at that time, cumulative impacts to solid waste were anticipated to be less than significant for the Approved Project.

The proposed Enhanced Retail Alternative is concluded to have substantially the same impacts as the Approved Project with regard to solid waste; therefore, cumulative impacts of the proposed Enhanced Retail Alternative would be substantially the same as the Approved Project and would be less than significant. As compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to solid waste.

Implementation of the proposed Enhanced Retail Alternative in conjunction with 98 related projects would increase the total amount of solid waste generated in the City by approximately 116.79 tons per day. When accounting for the minimum diversion rate of 50% required by the California Integrated Waste Management Act, the anticipated amount of solid waste that would need to be landfilled as a result of the related projects and the proposed Enhanced Retail Alternative would be reduced to 58.4 tons per day, which is approximately 0.6 percent of the combined 9,947 tons per day of remaining daily capacity at the Sunshine Canyon and Chiquita Canyon Landfills. The proposed Enhanced Retail Alternative's daily generation of solid waste of 7.7 tons would not be cumulatively considerable when compared to the total amount of solid waste that would be generated by the related projects. Because the landfill capacities would be sufficient to accommodate the solid waste generated by the proposed Enhanced Retail Alternative and the related projects, the projects' cumulative impact on landfill capacities would be less than significant, and the proposed Enhanced Retail Alternative would not result in a cumulatively considerable impact on landfill capacities as compared with existing and future conditions.

(5) Project Design Features, Compliance Measures, and Mitigation Measures

There are no applicable Project Design Features for solid waste. There are two Compliance Measures for the proposed Enhanced Retail Alternative that are applicable to solid waste.

Compliance Measure SW-1 Designated Recycling Area. In compliance with Los Angeles Municipal Code, the proposed Enhanced Retail Alternative shall provide readily accessible areas that serve the entire building and are identified for the depositing, storage, and collection of nonhazardous materials for recycling, including (at a minimum) paper, corrugated cardboard, glass, plastics, and metals.

Compliance Measure SW-2 Construction Waste Recycling. In order to meet the diversion goals of the California Integrated Waste Management Act and the City of Los Angeles, which will total 70 percent by 2013, the Applicant shall salvage and recycle construction and demolition materials to ensure that a minimum of 70 percent of construction-related solid waste that can be recycled is diverted from the waste stream to be landfilled. Solid waste diversion would be accomplished though the on-site separation of materials and/or by contracting with a solid waste disposal facility that can guarantee a minimum diversion rate of 70 percent. In compliance with the Los Angeles Municipal Code, the General Contractor shall utilize solid waste haulers, contractors, and recyclers who have obtained an Assembly Bill (AB) 939 Compliance Permit from the City of Los Angeles Bureau of Sanitation.

With implementation of the Compliance Measures, no Mitigation Measures are required. No significant adverse impacts relating to solid waste have been identified.

12. Energy

a. Electricity

(1) Construction Impacts

During construction of both the Approved Project and the proposed Enhanced Retail Alternative, electricity would be used to provide lighting, power for office equipment, cooling/heating in construction offices, and possibly refrigeration in on-site mobile construction offices. Because electricity use during construction would be minimal, no disruption of power to adjacent properties is anticipated, and all connections would occur in accordance with Los Angeles Department of Water and Power's (LADWP's) policies, construction impacts with respect to electrical facilities would be similar for both projects and less than significant. Accordingly, the proposed Enhanced Retail Alternative would not have any significant new impacts, nor would it increase the severity of any previously identified significant effects related to energy use during construction. For similar reasons, the proposed Enhanced Retail Alternative would have less than significant impacts related to electricity during construction as compared to existing conditions.

(2) Operational Impacts

The Approved Project would have used an estimated 2,826,000 kilowatt hours per year. The proposed Enhanced Retail Alternative would use an estimated 9,482,168 kilowatt hours per year, which is a net increase of 6,656,168 kilowatt hours per year or 18,236 kilowatt hours per day when compared to the Approved Project due to the change from a residential development to a commercial office development, which uses more electricity. The proposed Enhanced Retail Alternative's net increase in electricity demand compared to the electricity demand of the Approved Project (18,236 kilowatt hours [18.2 megawatt hours] per day, or 6,656,168 kilowatt hours [6,656 megawatt hours] per year) represents 0.52 percent of the LADWP's forecasted growth in annual net energy load by 2015. The proposed Enhanced Retail Alternative would comply with Title 24 standards as required by the California Building Code and enforced by the City of Los Angeles. In addition, the proposed Enhanced Retail Alternative is committed to a 20 percent reduction in electricity consumption beyond the requirements of Title 24 and related City standards as set forth in Project Design Feature NRG-1. This would reduce the proposed Enhanced Retail Alternative's electricity usage to 7,585,734 kilowatt hours per year, which is a net increase as compared to the Approved Project of 4,759,734 kilowatt hours per year or 0.37 percent of LADWP's forecasted growth in annual electricity demand by 2015.

The net increase in power demand associated with the proposed Enhanced Retail Alternative as compared to the Approved Project is anticipated to be within the service capabilities of LADWP and would not result in the need for new electricity supplies or adversely impact LADWP's renewable energy resource supplies. The proposed Enhanced Retail Alternative would also include energy conservation design features beyond State and City conservation standards that may allow the proposed Enhanced Retail Alternative to obtain LEED Platinum certification (or equivalent green building standards). Therefore, the increase in electricity demand required for the proposed Enhanced Retail Alternative when compared to the Approved Project would be less than significant. Accordingly, the proposed Enhanced Retail Alternative would not have any significant new impacts, nor would it increase the severity of any previously identified significant effects related to energy use. For the reasons described above, the proposed Enhanced Retail Alternative is also concluded to have less than significant impacts related to electricity as compared to existing conditions during operation.

(3) 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impact on electricity supplies and the electricity distribution system would not change; potential impacts would remain less than significant. LADWP has estimated an annual growth rate in electricity demand of 0.16 percent between 2009-2016, 0.62 percent between 2009-2020, and 1.07 percent between 2009-2030. The estimated yearly demand for electricity in 2021 is 30,335 gigawatt hours. Under the City Charter, LADWP has an obligation to serve residents of the City. According to LADWP, the all-time peak demand for its service area was 6,142 megawatts, which occurred on September 27, 2010, and its system has an installed generation capacity of 7,977 megawatts. Furthermore, the LADWP's Final 2010 Integrated Resource Plan, which considers projected energy loads and resources through 2030, concludes that by taking actions to achieve the recommendations set forth in the 2007 Integrated

Resource Plan, LADWP can continue to meet its goals of providing reliable service to its customers, remaining committed to environmental leadership, and maintaining a competitive price. Given the reliability of existing and future supply sources, the commitment of LADWP to serve its customers, and the very small percentage of the existing and future demand that the proposed Enhanced Retail Alternative would comprise, impacts would continue to be less than significant if the proposed Enhanced Retail Alternative build-out year were to be extended to the anticipated expiration of the amended Development Agreement in 2021.

(4) Cumulative Impacts

At the time the Initial Study for the Approved Project was prepared, it was determined that because the electricity demand of the Approved Project was within the anticipated service capabilities of LADWP and the consumption factors used to calculate the Approved Project's electricity demand did not account for the energy conservation measures that would be incorporated into the Approved Project, cumulative impacts were anticipated to be less than significant for the Approved Project.

The proposed Enhanced Retail Alternative is concluded to have substantially the same impacts as the Approved Project with regard to electricity demand and distribution; therefore, cumulative impacts of the proposed Enhanced Retail Alternative would be substantially the same as the Approved Project, would be less than significant, and would not involve new significant cumulative impacts to electricity demand and distribution. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to electricity demand and distribution.

Implementation of the proposed Enhanced Retail Alternative in combination with the 39 related projects identified within the LADWP service area would increase the demand for electricity by approximately 77,249,685 kilowatt hours per year, or 211,642 kilowatt hours per day, which would represent approximately 6 percent of LADWP's forecast growth in annual supply between 2010-2015 (1,289,000 megawatt hours). The net increase in power demand for the proposed Enhanced Retail Alternative would represent approximately 0.73 percent of LADWP's forecasted growth in annual supply. Therefore, the net increase in power demand associated with the proposed Enhanced Retail Alternative and cumulative related development is anticipated to be within the service capabilities of LADWP because the combination of projects represents a very small portion of the additional electricity supply that would be available at the time of the proposed Enhanced Retail Alternative's buildout, and the increase associated with the proposed Enhanced Retail Alternative is not considered a substantial incremental contribution. In addition, LADWP plans to continue to provide reliable service to its customers as set forth in the Final 2010 Integrated Resource Plan and to upgrade the distribution system as necessary. For these reasons, the cumulative impacts of the proposed Enhanced Retail Alternative related to electricity supplies and infrastructure are considered less than significant as compared with existing and future conditions.

(5) Project Design Features, Compliance Measures, and Mitigation Measures

There are no Compliance Measures applicable to electricity. There are two Project Design Features for the proposed Enhanced Retail Alternative that are applicable to energy consumption.

Project Design Feature NRG-1 Electricity and Natural Gas. The proposed Enhanced Retail Alternative shall incorporate a combination of energy conservation measures to exceed the requirements of Title 24 (2005) and City of Los Angeles codes in effect at the time of circulation of this Subsequent EIR by 20 percent, including one or more of the following:

- A green roof with 90,000 square feet of open and planted space
- High-performance facade to reduce solar heat gain
- Exterior shading devices
- Daylight illumination of occupied spaces

- Centrally monitored electronic electricity metering network that allows for tenant submetering
- Renewable energy generation (solar photovoltaics on the roof of the creative office space buildings)
- Use of ice tanks to shift chilled water production to nighttime hours when the electricity grid is operating more efficiently
- Any other energy conservation measures available at the time that building permits for the Project are submitted to the City of Los Angeles Building and Safety Department: which may incorporate newly developed technology that has been proven to conserve energy

In the event Title 24 is amended such that the energy conservation requirements exceed Title 24 (2005) by more than 20 percent, the Project shall comply with the amended Title 24. Plans submitted for building permits shall include written notes or calculations demonstrating exceedance of energy standards and shall be reviewed and approved by the Director of the City of Los Angeles Building and Safety Department, or designee, prior to issuance of building permits.

Project Design Feature WTR-1 Water Conservation. The proposed Enhanced Retail Alternative shall exceed the water conservation requirements contained in City Ordinance No. 180,822 and the LA Green Building Code through the utilization of additional water conservation measures. Such measures may include one or more of the following:

- All indoor faucets not already subject to the provisions of City Ordinance No. 180,822 and the LA Green Building Code shall have a flow rate of 1.5 gallons per minute or less;
- No more than one showerhead per stall;
- Weather-based irrigation controller;
- Drought tolerant plant species to comprise at least 50 percent of total landscaping;
- Drip/subsurface landscape irrigation;
- Landscaping to be properly hydro-zoned (plants with similar water requirements shall be grouped together);
- Zoned irrigation;
- Landscaping shall be contoured to minimize precipitation runoff;
- Cooling tower pH conductivity controllers will be used to monitor water treatment to limit concentration; and
- Greywater system.

With implementation of the Project Design Features, no Mitigation Measures are required. No significant and unavoidable adverse impacts related to electricity have been identified.

b. Natural Gas

(1) Construction Impacts

It is not anticipated that natural gas would be required during construction of either the Approved Project or the proposed Enhanced Retail Alternative. Therefore, no impacts related to natural gas demand during construction would occur for the Approved Project or the proposed Enhanced Retail Alternative.

(2) Operational Impacts

The Approved Project, once operational, would have consumed an estimated 85.49 thousand cubic feet of natural gas per day, or 31.2 million cubic feet annually. The Approved Project's demand for natural gas was determined to be within the service capabilities of the Southern California Gas Company. Natural gas consumption by the proposed Enhanced Retail Alternative is estimated to be approximately 49.37 thousand cubic feet of natural gas per day, or 18.0 million cubic feet per year. Based on the natural gas demand estimates, the proposed Enhanced Retail Alternative would have an annual natural gas demand that is only 57 percent that of the Approved Project. Thus, the proposed Enhanced Retail Alternative would use significantly less natural gas than would the Approved Project, and like the Approved Project, the proposed Enhanced Retail Alternative would be within the service supply capabilities of the Southern California Gas Company and would not require the need for new natural gas supplies. The Approved Project and the proposed Enhanced Retail Alternative therefore would result in a less than significant impact with respect to natural gas supplies. In addition, it is not anticipated that any new off-site natural gas distribution pipelines or infrastructure facilities would be constructed or expanded as a result of the Approved Project or proposed Enhanced Retail Alternative because California natural gas utilities, interstate pipelines, and instate natural gas storage facilities have increased their delivery and receipt capacity to meet natural gas demand growth. The proposed Enhanced Retail Alternative therefore would result in a less than significant impact with respect to natural gas supplies, and the proposed Enhanced Retail Alternative would not have any new significant impacts beyond those of the Approved Project, nor would it increase the severity of any previously identified significant effects. For the reasons described above, the proposed Enhanced Retail Alternative is also concluded to have less than significant impacts related to natural gas as compared to existing conditions during operation.

(3) 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impact to natural gas supplies and facilities would not change; potential impacts would remain less than significant. According to the most recent California Gas Report, Southern California Gas Company projects gas demand for all of its market sectors to decrease at an annual average rate of approximately 0.212 percent from 2010 to 2030. Demand is expected to slightly decline for the next 21 years due to modest economic growth, California Public Utility Commission-mandated demand side management goals and renewable electricity goals, decline in commercial and industrial demand, continued increased use of nonutility pipeline systems by enhanced oil-related recovery customers, and savings linked to advanced metering modules. Given the overall decrease in anticipated area-wide demand by 2021, the reliability of existing and future supply sources, and the very small percentage of the existing demand that the proposed Enhanced Retail Alternative would comprise, impacts would continue to be less than significant if the proposed Enhanced Retail Alternative build-out year were to be extended to the anticipated expiration of the amended Development Agreement in 2021.

(4) Cumulative Impacts

The 2006 EIR found that the estimated natural gas consumption for the Approved Project would have been within the service capabilities of the Southern California Gas Company and that the Approved Project would not have the potential to cause significant impacts related to demand for natural gas. Therefore, cumulative impacts related to the demand for natural gas were anticipated to be less than significant for the Approved Project.

The proposed Enhanced Retail Alternative would consume approximately 57 percent of the total natural gas consumed by the Approved Project. Therefore, cumulative impacts associated with natural gas for the proposed Enhanced Retail Alternative would be less than the cumulative impacts associated with Approved Project. Therefore, compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or an increase in the severity of previously identified significant effects associated with demand for natural gas.

The cumulative study area for energy resources analysis pertaining to natural gas is Southern California Gas Company's service area, which is all of central and southern California. Implementation of the proposed Enhanced Retail Alternative in combination with the 98 related

projects would increase the demand for natural gas by approximately 485,112,090 cubic feet per year. The related projects and the proposed Enhanced Retail Alternative would demand approximately 1.3 million cubic feet per day of natural gas, which is approximately 0.04 percent of Southern California Gas Company's daily withdrawal of 3,195 million cubic feet. The proposed Enhanced Retail Alternative represents a negligible increase (0.3 percent) in natural gas usage when compared to the natural gas demand for the 98 related projects. Therefore, the incremental additional natural gas demand of the proposed Enhanced Retail Alternative, when compared to the related projects, would not be cumulatively considerable. The cumulative demand for natural gas that would result from implementation of the proposed Enhanced Retail Alternative and the related projects is anticipated to be within the future service capabilities of the Southern California Gas Company. Therefore, cumulative impacts of the proposed Enhanced Retail Alternative related to natural gas supplies and distribution infrastructure would be less than significant as compared with existing and future conditions.

(5) Project Design Features, Compliance Measures, and Mitigation Measures

There are no Compliance Measures applicable to natural gas consumption. There are two Project Design Features for the proposed Enhanced Retail Alternative that are applicable to natural gas consumption.

Project Design Feature NRG-1 Electricity and Natural Gas: The proposed Enhanced Retail Alternative shall incorporate a combination of energy conservation measures to exceed the requirements of Title 24 (2005) and City of Los Angeles codes in effect at the time of circulation of this Subsequent EIR by 20 percent, including one or more of the following:

- A green roof with 90,000 square feet of open and planted space
- High-performance facade to reduce solar heat gain
- Exterior shading devices
- Daylight illumination of occupied spaces
- Centrally monitored electronic electricity metering network that allows for tenant submetering
- Renewable energy generation (solar photovoltaics on the roof of the creative office space buildings)
- Use of ice tanks to shift chilled water production to nighttime hours when the electricity grid is operating more efficiently
- Any other energy conservation measures available at the time that building permits for the Project are submitted to the City of Los Angeles Building and Safety Department, which may incorporate newly developed technology that has been proven to conserve energy

In the event Title 24 is amended such that the energy conservation requirements exceed Title 24 (2005) by more than 20 percent, the Project shall comply with the amended Title 24. Plans submitted for building permits shall include written notes or calculations demonstrating exceedance of energy standards and shall be reviewed and approved by the Director of the City of Los Angeles Building and Safety Department, or designee, prior to issuance of building permits.

Project Design Feature WTR-1 Water Conservation. The proposed Enhanced Retail Alternative shall exceed the water conservation requirements contained in City Ordinance No. 180,822 and the LA Green Building Code through the utilization of additional water conservation measures. Such measures may include one or more of the following:

- All indoor faucets not already subject to the provisions of City Ordinance No. 180,822 and the LA Green Building Code shall have a flow rate of 1.5 gallons per minute or less;
- No more than one showerhead per stall;

- Weather-based irrigation controller;
- Drought tolerant plant species to comprise at least 50 percent of total landscaping;
- Drip/subsurface landscape irrigation;
- Landscaping to be properly hydro-zoned (plants with similar water requirements will be grouped together);
- Zoned irrigation;
- Landscaping shall be contoured to minimize precipitation runoff;
- Cooling tower pH conductivity controllers shall be used to monitor water treatment to limit concentration; and
- Greywater system.

With implementation of the Project Design Features, no Mitigation Measures are required. No significant adverse impacts related to the supply of natural gas and the capacity of the natural gas distribution infrastructure have been identified.

13. Geology and Soils

a. Environmental Impacts

For both the Approved Project and proposed Enhanced Retail Alternative, the potential for fault rupture on the Project Site is very low because the Project Site is not located in an Alquist-Priolo Fault Study Zone, and no active or inactive faults cross the Project Site. There are, however, several faults in the vicinity of the Project Site. Therefore, as with all of Southern California, the Project Site would be subject to strong ground motion resulting from earthquakes on nearby faults. As such, the buildings proposed as part of the Approved Project and the proposed Enhanced Retail Alternative would be designed to resist ground shaking through modern construction techniques pertaining to seismic design, site preparation and grading, foundation support, retaining walls and shoring, and site excavation. Compliance with the California Building Code and the Los Angeles Municipal Code and implementation of all applicable building safety regulations would ensure that adequate structural protection would be provided in the event of an earthquake for both the Approved Project and Enhanced Retail Alternative. Therefore, the potential to expose people to impacts from fault rupture resulting from seismic activity and seismic ground shaking would be less than significant for both the Approved Project and the proposed Enhanced Retail Alternative. In addition, the potential for liquefaction at the Project Site is low based on the depth to groundwater, soil type, gradation, and soil density. Further, the potential ground settlement was estimated to be less than 1 inch for the design seismic event studied in the 2011 Updated Geotechnical Site Investigation Report prepared for the Subsequent EIR. Accordingly, the potential for seismic-related ground failure and liquefaction is less than significant for the proposed Enhanced Retail Alternative as compared to the Approved Project. The proposed Enhanced Retail Alternative would not have any new significant impacts, nor would it increase the severity of any previously identified significant effects related to geology and seismicity. For the same reasons, the potential for seismic-related ground failure and liquefaction is less than significant for the proposed Enhanced Retail Alternative as compared to existing conditions.

b. 2021 Horizon

In the event that the proposed Enhanced Retail Alternative build-out year were to be extended to 2021 to coincide with the anticipated expiration of the amended Development Agreement, the conclusions regarding the proposed Enhanced Retail Alternative's impact to geology and soils would not change; potential impacts would remain less than significant. Regardless of the construction time frame, the proposed Enhanced Retail Alternative would include preparation of a final Geotechnical Investigation that provides final recommendations to address seismic safety and design requirements. The proposed Enhanced Retail Alternative would comply with all applicable regulations related to geology and soils, including seismic hazards, in place at the time of construction.

Therefore, impacts related to geology and soils would be the same as those analyzed above if the proposed Enhanced Retail Alternative build-out year were to be extended to 2021.

c. Cumulative Impacts

The Approved Project's Initial Study concluded that the potential for fault rupture and liquefaction on the Project Site is very low. However, because there are several faults in the vicinity of the Project Site and because the entire region is seismically active, the Approved Project's Initial Study concluded that the Approved Project would be subject to similar seismic risks as other developments throughout the City of Los Angeles. The buildings proposed as part of the Approved Project would have been designed to resist ground shaking through modern construction techniques. Therefore, the Approved Project's Initial Study found that, with adherence to applicable regulations, the potential to expose people to impacts from fault rupture resulting from seismic activity and seismic ground shaking would be less than significant. Therefore, the Approved Project would not contribute to or result in a significant cumulative impact related to seismic activity.

The proposed Enhanced Retail Alternative is concluded to have substantially the same impacts as the Approved Project with regard to seismic activity, seismic ground shaking, and liquefaction; therefore, cumulative impacts of the proposed Enhanced Retail Alternative would be substantially the same as the Approved Project and would be less than significant. The buildings proposed as part of the proposed Enhanced Retail Alternative would be designed to resist ground shaking through modern construction techniques. Accordingly, as compared to the Approved Project, the proposed Enhanced Retail Alternative would not involve new significant cumulative environmental effects or a substantial increase in the severity of previously identified cumulative significant effects related to seismic activity, seismic ground shaking, and liquefaction. Adherence to applicable building regulations and standard engineering practices would ensure that cumulative impacts would also be less than significant as compared to existing and future conditions.

d. Project Design Features, Compliance Measures, and Mitigation Measures

There are no Compliance Measures applicable to geology and soils. There is one Project Design Feature for the proposed Enhanced Retail Alternative that is applicable to geology and soils.

Project Design Feature GEO-1 Incorporation of and Compliance with the Recommendations in the Final Geotechnical Investigation. Prior to issuance of a grading permit, a qualified geotechnical engineer shall prepare and submit to the Department of Building and Safety a final Geotechnical Investigation that provides final recommendations to address seismic safety and design requirements for foundations and excavation. The final Geotechnical Investigation shall include all applicable recommendations included in the Updated Geotechnical Site Investigation Report (December 2011) prepared by GeoKinetics and included as Appendix L to the Subsequent EIR. A qualified geotechnical engineer shall be retained by the Applicant to be present on the Project Site during excavation, grading, and general site preparation activities to monitor the implementation of the recommendations specified in the Geotechnical Investigation as well as other recommendations made in subsequent geotechnical investigations prepared for the project subject to City review and approval. If needed, the geotechnical engineer shall provide structure-specific geologic and geotechnical recommendations that shall be documented in a report to be approved by the City and appended to the project's previous geotechnical investigations.

With implementation of the Project Design Feature, no Mitigation Measures are required. No potentially significant impacts related to geology and soils have been identified.

C. ENVIRONMENTAL IMPACTS FOUND TO BE SIGNIFICANT

Traffic

1. Traffic Intersection Impacts

a. Description of Significant Effects

The proposed Enhanced Retail Alternative would result in a significant and unavoidable impact to traffic and circulation. The following intersections would be significantly and unavoidably impacted

under the Enhanced Retail Alternative with Published Rates scenario: (1) the intersection of Cotner Avenue & Santa Monica Boulevard during the afternoon peak hour in year 2011, as compared to existing conditions; (2) the intersection of Beverwil Drive & Pico Boulevard during the morning peak hour in years 2015 and 2021 as compared to the Approved Project and as compared to future without Project conditions; and (3) the intersection of Century Park East & Santa Monica Boulevard during the morning peak hour in year 2021 as compared to future without Project conditions. Regarding the intersection of Cotner Avenue & Santa Monica Boulevard, the Subsequent EIR found that this intersection would be significantly and unavoidably impacted if project buildout were to hypothetically occur in 2011 under the Published Rates analysis as compared to existing conditions, but this impact would be reduced to a less than significant level with the completion of the I-405 Sepulveda Pass Improvement Project, which was under construction at the time of the Subsequent EIR's traffic analysis and is now substantially complete. Therefore, this impact would not occur at buildout of the Enhanced Retail Alternative in 2015 or 2021, but the intersection is found to be significantly and unavoidably impacted due to the existing conditions analysis.

b. Mitigation Measures

Mitigation Measure 4.2.1: This Mitigation Measure is applicable to all trip generation rates. The Applicant or its successor shall install or pay the Los Angeles Department of Transportation (LADOT) a fixed amount of $750,000 to provide for design and installation of closed-circuit television (CCTV) cameras and the necessary infrastructure (including fiber optic and interconnect tubes) at key locations in the Study Area to be determined by LADOT. The CCTV cameras shall be located as necessary to provide visual monitoring of traffic conditions and to provide automated counts of traffic volumes. This provides LADOT with the ability to monitor traffic operations and, through modification of signal timing and phases using the Adaptive Traffic Control System (ATCS), respond instantly to incidents that delay vehicles and transit service. These improvements shall be implemented either by the Applicant through the B-permit process of the City of Los Angeles Bureau of Engineering, or through payment of the $750,000 fixed fee amount to LADOT to fund the cost of these improvements. If LADOT selects the payment option, then the Applicant shall be required to pay up to $750,000 prior to issuance of a certificate of occupancy and LADOT shall design and construct these improvements.

Mitigation Measure 4.2.2: This Mitigation Measure is applicable to all trip generation rates. The Applicant shall work with the Century City Transportation Management Organization (CCTMO) to develop a high-quality mobile (cell phone) application for the use of residents, employees, and visitors to the Study Area, and Century City in particular. The application shall be developed fully at the Applicant's sole expense, and shall be maintained at the Applicant's sole expense for a period of ten (10) years. This application shall:

- Alert drivers of congestion on key routes serving Century City
- Identify alternate routes that bypass congestion
- Identify real-time visitor parking availability within Century City
- Identify transit options for travel to and from Century City

The application would be promoted by the CCTMO and the Applicant and would help to relieve congestion, reduce vehicle miles travelled (VMT) through the identification of available parking, and promote transit usage by suggesting non-automotive methods of travel for a proposed route. The application would help reduce peak-hour vehicular trips throughout the Study Area, and particularly within Century City.

Mitigation Measure 4.2.3: This Mitigation Measure is applicable to all trip generation rates. If the intersection of Merv Griffin Way and Santa Monica Boulevard (North [N]) is not signalized by the time the proposed Enhanced Retail Alternative is constructed, the Applicant shall pay to install the traffic signal with an agreement from the City of Beverly Hills that, should one of the two developments currently responsible for the improvement commence construction, the Applicant shall be reimbursed for the cost.

Mitigation Measure 4.2.5.1: Mitigation Measure 4.2.5.1 is applicable to the Enhanced Retail Alternative under any trip generation scenario (Empirical Rate, Economy Adjustment, Published Rates) if the Westside Subway Extension is not operating in Century City in year 2021 or by the date that the Certificate of Occupancy is issued for the Enhanced Retail Alternative, whichever is earlier. In order to provide additional transportation capacity and mitigate traffic impacts, the Applicant shall pay to provide additional peak hour bus service for the Metropolitan Transportation Authority (Metro) Rapid Line 704 on Santa Monica Boulevard. A new articulated bus for Santa Monica Metro Rapid Line 704 would be added that travels eastbound during the morning peak hour and westbound during the afternoon peak hour. The Applicant shall pay $750,000 toward the procurement of a new 40-foot bus and an average of $110,000 per year for 10 years ($1,100,000 total) toward the operating and maintenance costs for morning and afternoon peak hour service. Farebox revenues and State and Federal transit subsidies shall be credited against operating and maintenance costs for the 10-year period. This bus shall no longer be required to be provided upon completion of the Westside Subway Extension to Century City.

Mitigation Measure 4.2.5.2: The proposed Enhanced Retail Alternative shall be subject to on-going monitoring to ensure that the actual automobile trip generation is at or below the projected afternoon peak hour estimate for the Enhanced Retail Alternative with Economy Adjustment that would require the implementation of additional mitigation (392 afternoon peak hour automobile trips). LADOT has established this on-going monitoring program to determine if additional transit mitigation shall be required in the event that the Enhanced Retail Alternative exceeds 392 afternoon peak hour automobile trips. For this purpose, LADOT has established four afternoon peak hour automobile trip generation thresholds: (i) 392 trips; (ii) 451 trips; (iii) 510 trips; and (iv) 588 trips (together, the "Trip Generation Thresholds"), the exceedance of which shall require the Applicant to implement additional transit mitigation measures as provided below.

Monitoring of automobile trips to and from the Project site shall occur on a real-time basis using video cameras mounted above the Enhanced Retail Alternative's driveways. The cameras shall operate 24 hours a day, 7 days a week. The cameras and the count system shall be connected to the LADOT Traffic Management Center or another appropriate facility of LADOT's selection.

The Enhanced Retail Alternative's trip generation level shall be the weekly average of the Monday through Friday afternoon peak hour automobile trips in and out of the Enhanced Retail Alternative driveways (excluding any Federal, State or local holidays). The Enhanced Retail Alternative's building operator shall provide weekly reports of the average trip generation level to LADOT. LADOT shall review the weekly reports and compare the Enhanced Retail Alternative's weekly average trip generation level to the Trip Generation Thresholds.

Should the Enhanced Retail Alternative's weekly average afternoon peak hour trip generation level exceed any of the four Trip Generation Thresholds for four consecutive weeks, the Enhanced Retail Alternative shall undergo a three-month probationary period during which time the building operator shall be required to implement further trip reduction measures. Such measures may include, but are not limited to, modifications to the Transportation Demand Management Program (see Project Design Feature TRA-3). Weekly average afternoon peak hour trip generation measurements during the final four weeks of the three-month probationary period shall determine the effectiveness of the additional trip reduction measures. Pursuant to this process, if the Enhanced Retail Alternative's weekly average afternoon peak hour trip generation level in the final four weeks of the three-month probationary period exceeds any of the four Trip Generation Thresholds, the phased mitigation program described below would apply based on the threshold exceeded.

The phased mitigation program requires the implementation of the following transit measures at the time that each of the specified Trip Generation Thresholds is exceeded for the first time following the three month probationary period:

- At 392 afternoon peak hour trips, a new 40-foot bus for Santa Monica BBB Rapid 7 shall be added on Pico Boulevard that travels eastbound during the morning peak hour and westbound during the afternoon peak hour.

- At 451 afternoon peak hour trips, a new 40-foot bus for Santa Monica BBB Line 5 shall be added on Olympic Boulevard that travels eastbound during the morning peak hour and westbound during the afternoon peak hour.
- At 510 afternoon peak hour trips, a new 40-foot bus for Santa Monica BBB Line 5 shall be added on Olympic Boulevard that travels westbound during the morning peak hour and eastbound during the afternoon peak hour.
- At 588 trips, a new 40-foot bus for Metro Line 4 shall be added on Santa Monica Boulevard that travels westbound during the morning peak hour and eastbound during the afternoon peak hour.

If required by the phased mitigation program, the Applicant shall be responsible for the cost of procurement of the buses as well as a portion of the operating and maintenance costs for 10 years. For the 40-foot buses, the Applicant shall pay $500,000 each for procurement and an average of $103,000 per year for 10 years. Farebox revenues from each bus, as calculated by the appropriate transit agency (e.g., Metro or Santa Monica BBB) and applicable state or federal transit subsidies shall be credited against the Applicant's operating and maintenance costs for the 10-year period.

In addition, if the articulated bus on Santa Monica Boulevard as provided in Mitigation Measure 4.2.5.1 has not been provided because the Westside Subway Extension has been completed to Century City, this bus shall be provided at 404 afternoon peak hour trips following the three month probationary period described above. The Applicant shall pay $750,000 for procurement and an average of $110,000 per year for 10 years for an articulated bus on Metro Rapid Line 704 traveling eastbound during the morning peak hour and westbound during the afternoon peak hour. Farebox revenues from this bus, as calculated by the appropriate transit agency, and applicable state or federal transit subsidies shall be credited against the Applicant's operating and maintenance costs for the 10-year period.

The monitoring program described in this mitigation measure shall continue for a minimum of five years after full occupancy of the Enhanced Retail Alternative (defined as having leased 88% of the building's gross leasable area). If during that period the Enhanced Retail Alternative's trip generation level exceeds any of the Trip Generation Thresholds following the three month probationary period described above, the monitoring program shall continue for an additional five years following the exceedance. The monitoring program shall cease when five years of monitoring demonstrate a stable trip generation level (defined as not exceeding the next highest of the Trip Generation Thresholds).

c. Adoption of Alternative

Following their assessment of the alternatives, the Department of City Planning recommended and the City Planning Commission approved at its June 12, 2014 hearing Alternative 9 (Enhanced Retail) in lieu of the Modified Project. As discussed in Section 4.2 of the Draft Subsequent EIR and the Modified Project's Transportation Study, the Modified Project under the Economy Adjustment Rate (as approved by LADOT) would generate a total of 3,607 daily trips, including 435 total A.M. peak-hour trips and 392 total P.M. peak hour trips. The Modified Project would result in a net increase of 1,588 daily trips from the Approved Project and net increases of 271 total A.M. peak-hour trips and 208 total P.M. peak hour trips.

As discussed in Chapter 3.0 of the Final Subsequent EIR, due to its reduction in office square footage as compared with the Modified Project, the Enhanced Retail Alternative would generate a total of 3,531 daily trips, including 426 total A.M. peak-hour trips and 384 total P.M. peak hour trips. The Enhanced Retail Alternative would result in a net increase of 1,512 daily trips from the Approved Project and net increases of 262 total A.M. peak-hour trips and 200 total P.M. peak hour trips.

Therefore, the Enhanced Retail Alternative would reduce the number of trips generated as compared to the Modified Project and impacts related to the Enhanced Retail Alternative would be less than those of the Modified Project. For additional discussion, please see Chapter 3.0 of the Final Subsequent EIR.

d. Finding

Changes or alterations have been required in, or incorporated into, the Modified Project which avoid or substantially lessen the significant environmental effect of the Modified Project upon Traffic and Circulation identified in the Final Subsequent EIR. Such changes include the adoption of the Enhanced Retail Alternative in lieu of the Modified Project, which will reduce the number of trips generated and therefore lessen identified significant effects, and all identified traffic mitigation measures. However, although such measures may reduce and possibly eliminate certain impacts, Traffic and Circulation impacts may be significant and unavoidable during operations. Specific economic, legal, social, technological, or other considerations, including considerations identified in Section IX of these Findings (Statement of Overriding Considerations), make infeasible additional Mitigation Measures or Project alternatives identified in the Final EIR.

e. Rationale for Finding

Even with implementation of Project Design Features and all feasible Mitigation Measures, under the Enhanced Retail Alternative Trip Generation with Published Rates scenario, the proposed Enhanced Retail Alternative would result in significant and unavoidable impacts to traffic and circulation. Impacts would occur at the following intersections:

- Cotner Avenue & Santa Monica Boulevard during the afternoon peak hour in 2011 (the existing conditions analysis year), as compared to existing conditions. (Note: this intersection would be significantly and unavoidably impacted if project buildout were to hypothetically occur in 2011, but this impact would be reduced to a less than significant level with the completion of the I-405 Sepulveda Pass Improvement Project, which was under construction at the time of the Subsequent EIR's traffic analysis and is now substantially complete. Therefore, this impact would not occur at buildout of the Enhanced Retail Alternative in 2015 or 2021, but the intersection is found to be significantly and unavoidably impacted due to the existing conditions analysis.)
- Beverwil Drive & Pico Boulevard during the morning peak hour in 2015 and 2021, as compared to the Approved Project and as compared to future without Project conditions.
- Century Park East & Santa Monica Boulevard during the morning peak hour in 2021 as compared to future without Project conditions.

f. Reference

For a complete discussion of impacts to Traffic and Circulation, please see Section 4.2 of the Draft Subsequent EIR and Chapter 3.0 of the Final Subsequent EIR.

2. Site Access Impacts

a. Description of Significant Effects

A significant operational impact related to site access could occur at the intersection of Constellation Boulevard and the driveways of the Enhanced Retail Alternative and 2000 Avenue of the Stars if the intersection is not signalized or an alternative access configuration is not imposed. According to the Los Angeles CEQA Thresholds Guide, a project would have a significant site access impact if the intersection nearest the primary site access is projected to operate at level of service (LOS) E or F during the morning or afternoon peak hour under Future with Project conditions. If it remains unsignalized or an alternative access configuration is not imposed, the intersection of Constellation Boulevard and the driveways of the Enhanced Retail Alternative and 2000 Avenue of the Stars would operate at LOS E during the morning peak hour under the Published Rates analysis in 2015 and 2021, and at LOS F during the afternoon peak hour under the Economy Adjustment or Published Rates analyses in 2015 and 2021.

b. Project Design Components

The Enhanced Retail Alternative proposes two feasible design configurations, either of which would reduce this potential impact to a less than significant level. First, the Enhanced Retail Alternative proposes to install a traffic signal at the intersection of Constellation Boulevard and the driveways of the Enhanced Retail Alternative and 2000 Avenue of the Stars. With installation of a traffic signal, the

intersection is projected to operate at LOS A during the morning and afternoon peak hours in 2015 and 2021 under all three trip generation scenarios. However, if the owners of 2000 Avenue of the Stars were to object to installation of a traffic signal at their driveway, it may not be feasible to implement a traffic signal at this location. As demonstrated in Comment Letter O-26 in the Final Subsequent EIR, the owners of 2000 Avenue of the Stars are currently objecting to the proposed traffic signal.

Instead of the proposed traffic signal, Topical Response 6 and Response to Comment O-26-3 in the Final Subsequent EIR provided a feasible alternative that would involve limiting the Modified Project's primary driveway on Constellation Boulevard to right-turn in, right-turn out access while allowing the 2000 Avenue of the Stars driveway to remain unsignalized. (Note: Topical Response 7 in the Final Subsequent EIR provides this analysis for the Enhanced Retail Alternative and demonstrates that it is a feasible alternative.) In order to enforce this alternative access configuration, a narrow concrete median island would be installed on Constellation Boulevard which would prohibit left turns in or out of the Enhanced Retail Alternative to the north while permitting left turns in and out of the existing driveway to 2000 Avenue of the Stars to the south. Under this configuration, the driveway to 2000 Avenue of the Stars would remain unsignalized as in its current condition, and it would not be affected by the Enhanced Retail Alternative driveway to the north. The Enhanced Retail Alternative driveway would function as a three-way "T" intersection. Under this scenario, the Enhanced Retail Alternative driveway would operate at LOS A during the morning peak hour and LOS B during the afternoon peak hour under each trip generation scenario and analysis year. The driveway to 2000 Avenue of the Stars would operate at LOS C during the morning and afternoon peak hours under each trip generation scenario and analysis year, except in year 2021 during the afternoon peak hour under the Published Rates scenario, when it would operate at LOS D. Under this configuration, no significant site access impact would remain. However, approval of this alternative access configuration would be at the discretion of the Los Angeles Department of Transportation (LADOT), and if LADOT decides for policy reasons that this alternative access configuration cannot be installed, then a significant and unavoidable site access impact would remain.

Accordingly, while the Enhanced Retail Alternative has proposed two different design scenarios, either of which would reduce the potentially significant site access impact at the intersection of Constellation Boulevard and the driveways of the Enhanced Retail Alternative and 2000 Avenue of the Stars to a less than significant level, this impact is conservatively concluded to be significant and unavoidable because is is possible that neither of the proposed design scenarios may be feasibly implemented.

c. Finding

Design features have been incorporated into the Enhanced Retail Alternative which could avoid the significant environmental effect of the Enhanced Retail Alternative upon site access identified in the Final Subsequent EIR. This impact may remain significant and unavoidable, however, if: (i) the owners of 2000 Avenue of the Stars object to the installation of a traffic signal at the intersection of Constellation Boulevard and the driveways of the Enhanced Retail Alternative and 2000 Avenue of the Stars and that objection prevents implementation of this mitigation measure, and (ii) LADOT decides for policy reasons not to implement the alternative access configuration that would limit the primary driveway for the Enhanced Retail Alternative on Constellation Boulevard to right-turn in, right-turn out access through the installation of a concrete median in Constellation Boulevard that would also permit left turns in and out of the existing driveway to 2000 Avenue of the Stars as under existing conditions. Specific economic, legal, social, technological, or other considerations, including considerations identified in Section IX of these Findings (Statement of Overriding Considerations), make infeasible additional Mitigation Measures or Project alternatives identified in the Final Subsequent EIR.

d. Rationale for Finding

Though the Enhanced Retail Alternative has proposed two feasible traffic access configurations that would reduce the potentially significant site access impact at the intersection of Constellation Boulevard and the driveways of the Enhanced Retail Alternative and 2000 Avenue of the Stars to a less than significant level, it is possible that neither access configuration may be feasibly implemented. The impact is therefore conservatively concluded to be significant and unavoidable.

There are no other feasible Mitigation Measures or Project alternatives which would reduce this impact to a less than significant level.

e. Reference

For a complete discussion of impacts to Traffic, please see Section 4.2 of the Draft Subsequent EIR and Chapter 3.0 of the Final Subsequent EIR.

Noise

3. Cumulative Construction Noise Impacts

a. Description of Significant Effects

Significant cumulative construction noise impacts could occur at the noise-sensitive receptors that are located between these identified related projects and the proposed Enhanced Retail Alternative due to concurrent construction activities at multiple locations.

b. Mitigation Measures

Mitigation Measure 4.8.1: Construction Noise Barrier. Prior to commencement of construction activities, and when construction activities are within 200 feet of the southwestern boundary of the Project Site, a temporary construction barrier with a minimum height of 8 feet shall be required along the southwest corner of the Project Site. The construction noise barrier shall extend a minimum of 200 feet east on Constellation Boulevard and 200 feet north on Avenue of the Stars. The construction barrier may be a 0.5-inch thick plywood fence or another material that has a minimum Sound Transmission Class (STC) rating of 28.

Mitigation Measure 4.8.2: Construction Loading and Staging. Construction loading and staging areas shall be located on site. The construction contractor shall locate equipment staging in areas that will create the greatest distance between construction-related noise sources and noise-sensitive receptors nearest the Project Site during all project construction activities.

c. Finding

Changes or alterations have been required in, or incorporated into, the Enhanced Retail Alternative which avoid or substantially lessen the significant environmental effect of the Enhanced Retail Alternative upon noise identified in the Final Subsequent EIR. Cumulative noise impacts may be significant and unavoidable, however, if construction from other projects in the vicinity of the Project Site that are beyond the control of the proposed Enhanced Retail Alternative occur at the same time as construction of the Enhanced Retail Alternative. Specific economic, legal, social, technological, or other considerations, including considerations identified in Section IX of these Findings (Statement of Overriding Considerations), make infeasible additional Mitigation Measures or Project alternatives identified in the Final Subsequent EIR.

d. Rationale for Finding

There are several related projects that are located within the immediate Project Site vicinity, including the Westfield New Century Plan, the 10000 Santa Monica Boulevard Project, and the Century Plaza Hotel Mixed-Use Development Project. The Subsequent EIR concluded that significant cumulative noise impacts could occur at the noise-sensitive receptors that are located between these identified related projects and the proposed Enhanced Retail Alternative due to concurrent construction activities at multiple locations. Thus, the Subsequent EIR conservatively concluded that, even with implementation of the Project Design Features and Mitigation Measures, if nearby related projects were to be constructed concurrently with the proposed Enhanced Retail Alternative, noise impacts due to construction of the proposed Enhanced Retail Alternative in combination with any of the related projects could remain significant and unavoidable.

e. Reference

For a complete discussion of impacts to Noise, please see Section 4.8 of the Draft Subsequent EIR and Chapter 3.0 of the Final Subsequent EIR.

D. ALTERNATIVES TO THE PROJECT

In addition to the proposed Modified Project, the Draft Subsequent EIR examined eight reasonable alternatives to the proposed Modified Project. These alternatives include: (1) No Project/No Build, (2) Alternate Use (Residential), (3) Alternate Use (Hotel, Condominium, Restaurant), (4) Reduced Density (25 Percent Reduction), (5) Reduced Density (60 Percent Reduction), (6) Alternative Site – Northeast Corner of Veteran Avenue and Wilshire Boulevard, (7) Alternative Site – Southwest Corner of Sepulveda Boulevard and Ohio Avenue, and (8) Alternative Site – Northwest Corner of Wilshire Boulevard and La Brea Avenue. The Final Subsequent EIR examined a ninth reasonable alternative to the proposed Modified Project: (9) Enhanced Retail. In accordance with CEQA requirements, the alternatives to the Project include a "No Project" alternative and alternatives capable of eliminating the significant adverse impacts of the proposed Modified Project. These alternatives and their impacts, which are summarized below, are more fully described in Chapter 7 of the Draft Subsequent EIR.

Following their assessment of the alternatives, the Department of City Planning recommended and the City Planning Commission approved at its June 12, 2014 hearing Alternative 9 (Enhanced Retail) in lieu of the Modified Project. As described below, Alternative 9 (Enhanced Retail) proposes the same mix of land uses as the Modified Project, but with slightly reduced office space and increased retail space. Alternative 9 (Enhanced Retail) will result in reduced impacts in comparison to the Modified Project due to the reduction in automobile trip generation associated with Alternative 9 (Enhanced Retail).

Alternative 1 – No Project/No Build

1. Description of the Alternative

   Under this Alternative, no new uses would be developed at the Project Site. The No Project alternative assumes that neither the proposed Modified Project nor the Approved Project would be developed. The Project Site would remain undeveloped and mostly vacant except for some of the remnant structures and prior foundation of the previously existing buildings that currently exist on site. It is assumed that the subway portal would not be built on the Project Site if the Project Site were to remain vacant. It is assumed that the subway portal would be built at an alternative, developed site (such as the Century Plaza Hotel site) in order to take advantage of a use that would provide ridership as opposed to a vacant site that would not generate transit patrons. The subway station would likely be designed to accommodate the development of an additional portal to the Project Site at some point in the future. However, the locations of the subway portals under this scenario are speculative and at the discretion of the Los Angeles County Metropolitan Transportation Authority.

2. Impact Summary of Alternative 1

   The No Project/No Build Alternative would have negligible impacts for most issues associated with existing undeveloped site conditions. Alternative 1 would result in the avoidance of most of the less than significant impacts anticipated to occur with the development of the proposed Modified Project, including, among other areas: aesthetics; traffic and circulation; air quality; climate change; hazards and hazardous materials; hydrology/water quality; noise; population, housing, and employment; public services; utilities; and geology and soils. Additionally, the proposed Modified Project's significant and unavoidable operational traffic impacts and cumulative construction noise impacts would be avoided under Alternative 1.

3. Finding

   While Alternative 1 would avoid many of the proposed Modified Project's impacts Alternative 1 would result in greater impacts related to land use (plan/zoning consistency) and aesthetics than the proposed Modified Project, though such impacts would remain less than significant. In addition, Alternative 1 would eliminate net beneficial effects that would otherwise occur with

implementation of the proposed Modified Project, including advancing key local and regional land use policies, and creating new employment opportunities. Further, Alternative 1 would not meet any of the Project Objectives. Therefore, the City finds that this alternative is infeasible and less desirable than the proposed Modified Project and rejects this alternative for the reasons stated above.

Alternative 2 - Alternate Use (Residential)

1. Description of the Alternative

Alternative 2 is nearly identical to the Approved Project analyzed in the 2006 EIR and the Draft Subsequent EIR. It would include the development of 483 residential condominiums in two 47-story towers and one 12-story building for a total of approximately 1,292,358 square feet on the 5.5-acre Project Site. The 483 condominium units would be developed in three separate buildings, including two 47-story towers and one 12-story building (Loft Building). The total floor area of Alternative 2 would be approximately 1,292,358 square feet (net), with an overall floor-area ratio (FAR) of approximately 6.0 (6:1 FAR). One tower would be located parallel to Avenue of the Stars, and the second tower would be located parallel to Constellation Boulevard. The Loft Building would be located in the northeastern portion of the Project Site. The two towers would each contain approximately 194 residential units, and the Loft Building would contain approximately 95 two-story lofts. Parking for residents of Alternative 2 would be provided at a ratio of two spaces per dwelling unit plus guest parking. Most parking would be contained in a four-level subterranean parking structure. Vehicular access to the Project Site would be provided from Constellation Boulevard and Avenue of the Stars. Alternative 2 would comply with all applicable open space requirements and would provide approximately 1.7 acres of open space. Excavation and grading for the alternative's four-level parking structure and building foundations would involve approximately 225,000 cubic yards of cut and 40,000 cubic yards of fill. Approximately 185,000 cubic yards of material would be exported off site. Since the approval of the Approved Project, Metro has approved the Westside Subway Extension; therefore, it is assumed that Alternative 2 would be able to support a portal for the Century City Westside Subway Extension station, but would not provide a Transit Plaza since Alternative 2's residential uses would not be expected to provide sufficient support and demand for that use.

2. Impact Summary of Alternative 2

Alternative 2 would result in a significant cumulative construction noise impact that would be similar to that of the proposed Modified Project, and a significant climate change impact which would not occur with development of the proposed Modified Project. Long-term operational impacts of Alternative 2 would be greater than those of the proposed Modified Project with respect to aesthetics (views only), hydrology/water quality, public schools, library services, and natural gas, as would construction impacts related to traffic/circulation, hydrology/water quality, and electricity. Alternative 2's construction impacts on aesthetics, air quality, hazards/hazardous materials, noise, population/housing/employment, fire protection, police protection, public schools, library services, water supply, wastewater, solid waste, natural gas, and the long-term operational impacts on aesthetics (light/glare and shade/shadow only), stationary air emission sources, hazards/hazardous materials, stationary noise sources, population/housing/employment, fire protection, police protection, land use, and geology/soils would be similar to those of the proposed Modified Project. Alternative 2 would also result in operational impacts related to traffic intersections that would be less to those of the proposed Modified Project (for the Economy Adjustment Rate) in 2011 and similar in 2015 and 2021. Further, Alternative 2 would result in lesser construction impacts with respect to water supply, wastewater, solid waste, and electricity, and less long-term operational impacts related to mobile air emission sources, and mobile noise sources, than the proposed Modified Project.

3. Finding

Alternative 2 would result in environmental impacts that are generally similar to those of the proposed Modified Project, although it would result in a significant and unavoidable climate change impact that the proposed Modified Project would not create, due to the larger overall size of Alternative 2 and the inability of Alternative 2 to reduce GHG emissions below the same extent

as the proposed Modified Project. In addition, Alternative 2 would not fully meet most of the Modified Project Objectives. Alternative 2 would construct residential units instead of a state-of-the-art commercial building and transit plaza that that would attract future businesses and employers to the City of Los Angeles and maximize employment opportunities in Century City (Objective 1). Alternative 2 would not develop creative incubator office space (Objective 3), maximize employment density adjacent to existing and planned major transit lines (Objective 4), or encourage increased sales taxes or property taxes (Objective 9). In addition, while construction of Alternative 2 would create short-term construction jobs, it would create a limited number of permanent jobs in the City of Los Angeles (Objective 7). While it is assumed that Alternative 2 could be developed as an energy-efficient and environmentally conscious residential development, it is unlikely that the Alternative would seek to achieve Leadership in Energy and Environmental Design (LEED) Platinum rating (Objective 2). Alternative 2 would be designed and developed in such way so as to support a portal for the Century City Westside Subway Extension station (Objective 5), similar to the proposed Modified Project, but it would not sufficiently meet the goal of maximizing employment density adjacent to transit (Objective 4). Further, Alternative 2 would maximize public and private open space on the property, but would not sufficiently meet the goal of maximizing public open space to the same extent as the proposed Modified Project (Objective 6). Finally, Alternative 2 would revitalize a currently underutilized site by providing high-end residential space and residential amenities, but such a use would not maximize the creation of jobs and encourage economic investment, nor would it include high-end office space (Objective 8). Therefore, the City finds that this alternative is infeasible and less desirable than the proposed Project and rejects this alternative for the reasons stated above.

Alternative 3 - Alternate Use (Hotel, Condominium, Restaurant)

1. Description of the Alternative

Alternative 3: Alternate Use (Hotel, Condominium, Restaurant) assumes the development of a 300-room hotel with 22,000 square feet of restaurants, meeting rooms, and retail commercial facilities; 125 condominiums; and approximately 9,500 square feet of additional restaurant uses. The hotel and condominiums would be located in two 47-story towers (570 feet above grade at the perimeter of the site) and the restaurant, meeting, and retail uses would be located in one low-rise building. This alternative would also establish a public transit-ready site with the ability to support a portal for the Century City Westside Subway Extension station, but would not provide a Transit Plaza.

2. Impact Summary of Alternative 3

Alternative 3 would result a significant cumulative construction noise impact similar to that of the proposed Modified Project. Long-term operational impacts of Alternative 3 would be greater than those of the proposed Modified Project with respect to aesthetics (views and shade/shadow only), mobile air emission sources (for the Empirical and Economy Adjustment Rate), hydrology/water quality, mobile noise sources (for the Empirical and Economy Adjustment Rate), and library services, as would construction impacts related to traffic/circulation (haul trips only) and climate change. Alternative 3's construction impacts on traffic/circulation, aesthetics, air quality, hazards/hazardous materials, hydrology and water quality, noise, population/housing/employment, fire protection, police protection, public schools, library services, water supply, wastewater, solid waste, electricity, and natural gas, and the long-term operational impacts on aesthetics (light and glare only), stationary air emission sources, hazards/hazardous materials, population/housing/employment, fire protection, police protection, mobile air emission sources (for the Published Rates only), would be similar to those of the proposed Modified Project. Alternative 3 would also result similar operational impacts related to land use, traffic and circulation, and geology/soils and greater operational impacts related to noise (for two of the three trip rates) compared to those of the proposed Modified Project. Alternative 3 would also result in operational impacts related to traffic intersections that would be less to those of the proposed Modified Project (for the Economy Adjustment Rate) in 2011 and similar in 2015 and 2021. Further, Alternative 3 would result in lesser construction impacts with respect to water supply, wastewater, solid waste, and electricity, and lesser long-term operational impacts related to mobile air emission sources (for the Published Rates only), climate change, mobile noise sources

(for the Published Rates only), public schools, water supply, wastewater, solid waste, electricity, and natural gas than the proposed Modified Project.

3. Finding

Alternative 3 would result in a similar significant cumulative construction noise impact to that of the proposed Modified Project. Alternative 3 would not meet the majority of the Project Objectives, and the remaining Project Objectives it would not sufficiently meet to achieve the City's policy goals. Alternative 3 would not meet Objective 6 to the same extent as the proposed Modified Project because it would not provide a green roof. In addition, the City's goal of maximizing open space (Objective 6) would not be sufficiently met because Alternative 3 would have two towers in addition to a low-rise building, and therefore would result in greater building mass, and less open space, than the proposed Modified Project. Alternative 3 would not meet the intent of Objective 1 to the same extent as the proposed Modified Project because it would create far fewer permanent jobs and would not provide high-end office space. By not providing office space, Alternative 3 would fail to sufficiently meet the City's goal of attracting a diverse set of future businesses and employers to a designated Regional Center (Objective 1). Alternative 3 would partially meet the intent of Objectives 4 and 5 by reinforcing public investment in and use of public transit and establishing a transit-ready site, but, again, it would not sufficiently meet the City's goal of maximizing employment density adjacent to a planned transit line because it would create fewer permanent jobs than the proposed Modified Project (Objective 4). Similarly, Alternative 3 would encourage increased sales taxes and property taxes (Objective 9), but not to the same extent as the proposed Modified Project. Alternative 3 would not meet the intent of Objective 2 because, although it may be energy-efficient, it is likely that it would not achieve LEED Platinum status, would not include an office building, and would not provide substantial sustainable elements. In addition, Alternative 3 would not develop creative incubator office space to meet the City's goal of attracting emerging companies to Los Angeles and would therefore not meet the intent of Objective 3. Finally, while Alternative 3 would create some new jobs, it would not do so through the provision of office space and thus, would not meet the intent of Objectives 7 and 8. Therefore, the City finds that this alternative is infeasible and less desirable than the proposed Modified Project and rejects this alternative for the reasons stated above.

Alternative 4 – Reduced Density (25 Percent Reduction)

1. Description of the Alternative

Alternative 4 would include the development of 544,373 square feet of office uses, a 1,300-square-foot Mobility Hub, a Transit Plaza, approximately 4,120 square feet of ancillary retail, and a partially subterranean parking structure. Based on the reduced square footage, Alternative 4 would provide a minimum of 1,106 parking stalls in the parking structure. For the purposes of this analysis it is assumed that the parking structure would include two subterranean levels and two aboveground levels. The parking structure would include a landscaped green deck for tenants and their guests.

Under Alternative 4, the primary office tower would be 28 stories high (instead of 37 stories high) and the proposed low-rise office space component would be eliminated. The Alternative would incorporate an approximately 35,000-square foot open public Transit Plaza at the corner of Avenue of the Stars and Constellation Boulevard. The Transit Plaza would be designed to accommodate a portal for the Century City Westside Subway Extension station. The Transit Plaza would be open-air and would be accessible to pedestrians using the sidewalks on Constellation Boulevard and Avenue of the Stars. An approximately 1,300-square-foot Mobility Hub structure would be located within the Transit Plaza to provide alternative forms of transportation, including bicycle rentals and smart transit information. Because of the reduced parking need, excavation and grading for Alternative 4's subterranean parking structure and building foundations would be slightly less than that identified for the proposed Modified Project.

2. Impact Summary of Alternative 4

Alternative 4 would result in a similar significant cumulative construction noise impact to that of the proposed Modified Project. With mitigation, Alternative 4 would avoid the significant and

unavoidable operational traffic and circulation impact anticipated to occur with the development of the proposed Modified Project (under the Published Rates) and would result in similar impacts using the Empirical and Economy Adjustment Rates. Alternative 4's construction impacts on aesthetics, air quality, hazards/hazardous materials, hydrology/water quality, noise, population/housing/employment, fire protection, police protection, public schools, library services, water supply, wastewater, electricity, and natural gas, and the long-term operational impacts on aesthetics (light and glare only), stationary noise sources, population/housing/employment, and library services would be similar to those of the proposed Modified Project. Alternative 4 would also result in impacts related to land use and geology/soils that would be similar to those of the proposed Modified Project. Further, Alternative 4 would result in lesser construction impacts with respect to traffic/circulation, climate change, and solid waste and lesser long-term operational impacts related to aesthetics (views and shade/shadow), stationary air emission sources, mobile air emission sources (for all three trip generation rates), climate change, water quality, mobile noise sources (for all three trip generation rates), fire protection, police protection, public schools, water supply, wastewater, solid waste, electricity, and natural gas than the proposed Modified Project.

3. Finding

Alternative 4 would not avoid the Modified Project's significant cumulative construction noise impact, but would avoid the Modified Project's significant and unavoidable operational traffic and circulation impact. Alternative 4 also would not sufficiently meet the City's policy goals in a majority of the Project Objectives to the same extent as the proposed Modified Project. Alternative 4 would only partially meet the intent of Objectives 1, 7, and 8 through the development of the Project with office and retail uses that would encourage economic revitalization of the area through the creation of jobs and new transit infrastructure. It should be noted, however, that Alternative 4 would not maximize the creation of construction and permanent jobs, as it would create fewer employment opportunities than the proposed Modified Project. As such, Alternative 4 would not maximize construction or permanent employment opportunities and therefore would not sufficiently meet the City's policy goals of maximizing employment in a designated Regional Center planned to accommodate additional employment and maximizing the creation of new jobs in the City (Objectives 1, 7, and 8). Similarly, Alternative 4 would only partially meet the intent of Objectives 4 and 5. Alternative 4 would reinforce public investment in and use of public transit (Objective 4) and establish a transit-ready site (Objective 5), but, again, it would not sufficiently meet the City's goal of maximizing employment density adjacent to a planned transit line because it would create fewer jobs than the proposed Modified Project. Although Alternative 4 would encourage increased sales taxes and property taxes (Objective 9), due to the reduced size of the project and the elimination of the creative office space, it would not maximize such revenues to the same extent as the proposed Modified Project. Alternative 4, however, could maximize public and private open space on the property, thereby meeting the intent of Objective 6. Alternative 4 would not meet the intent of Objective 3 because it would not provide incubator space that would provide opportunities for new and emerging companies to start in Century City where they can stay, grow, and connect with other companies. In addition, although Alternative 4 could incorporate energy-efficient and environmentally conscious design techniques, it may not be feasible to achieve LEED Platinum status, and Alternative 4 would therefore not meet the intent of Objective 2. Therefore, the City finds that this alternative is infeasible and less desirable than the proposed Project and rejects this alternative for the reasons stated above.

Alternative 5 – Reduced Density (60 Percent Reduction)

1. Description of the Alternative

Alternative 5 would include the development of a 15-story office tower, a Mobility Hub, ancillary retail space, a Transit Plaza, and a two-level above-ground parking structure for a total of approximately 299,420 square feet of development. The 15-story office tower would contain approximately 294,000 square feet of office space, the Mobility Hub and ancillary retail space would comprise a total of approximately 5,420 square feet, and the Transit Plaza would cover approximately 35,000 square feet. Alternative 5 would provide 588 parking spaces to serve the needs of the proposed office space. As such, Alternative 5 would not require a subterranean

portion of the parking structure. Alternative 5 includes only the two-story above-ground portion of the parking structure with a landscaped green deck for tenants and their guests. Vehicular access would be provided from Constellation Boulevard and Avenue of the Stars. Alternative 5 would comply with all applicable open space requirements and would provide both public and private open space areas. In addition, frontages along Avenue of the Stars and Constellation Boulevard would be designed as wide urban streetscapes with attractive landscaping. Street trees would create a natural tree canopy over the sidewalks to create a human scale for pedestrians in the area.

2. Impact Summary of Alternative 5

Alternative 5 would result in a similar significant cumulative construction noise impact to that of the proposed Modified Project. Using the Published Rates in 2021, Alternative 5 with mitigation would avoid the significant and unavoidable operational traffic and circulation impact anticipated to occur with the development of the proposed Modified Project. Alternative 5's construction impacts on aesthetics, air quality, hazards/hazardous materials, noise, population, housing, and employment, fire protection, police protection, public schools, library services, water supply, wastewater, electricity, and natural gas and the long-term operational impacts on aesthetics (light and glare only), hazards/hazardous materials, stationary noise sources, population/housing/employment, and library services would be similar to those of the proposed Modified Project. Alternative 5 would also result in impacts related to land use and geology/soils that would be similar to those of the proposed Modified Project. Further, Alternative 5 would result in lesser construction impacts with respect to traffic/circulation, climate change, hydrology/water quality, and solid waste and lesser long-term operational impacts related to traffic intersections (for all three trip generation rates in 2011, 2015, and 2021), aesthetics (views and shade/shadow), stationary air emission sources, mobile air emission sources (for all three trip generation rates), climate change, fire protection, police protection, public schools, water supply, wastewater, solid waste, electricity, and natural gas than the proposed Modified Project. In regards to long-term mobile noise sources, impacts for Alternative 5 would be less using the Published Rates and similar for the Empirical and Economy Adjustment Rates compared to the proposed Modified Project.

3. Finding

Alternative 5 would not avoid the Modified Project's significant cumulative construction noise impact, but would avoid the Modified Project's significant and unavoidable operational traffic and circulation impact. Alternative 5 also would not meet the City's policy goals in a majority of the Project Objectives to the same extent as the proposed Modified Project. Alternative 5 would partially meet the intent of Objectives 1, 7, and 8 through the development of the Project with office and retail uses that would encourage economic revitalization of the area through the creation of jobs and new transit infrastructure. It should be noted, however, that Alternative 5 would create fewer employment opportunities than the proposed Modified Project and as such would not maximize construction or permanent employment opportunities. As such, Alternative 5 would not maximize construction or permanent employment opportunities and therefore would not sufficiently meet the City's policy goals of maximizing employment in a designated Regional Center planned to accommodate additional employment and maximizing the creation of new jobs in the City (Objectives 1, 7, and 8). Similarly, Alternative 5 would partially meet the intent of Objectives 4 and 5. Alternative 5 would reinforce public investment in and use of public transit (Objective 4) and establish a transit-ready site (Objective 5), but, again, it would not sufficiently meet the City's goal of maximizing employment density adjacent to a planned transit line because it would create substantially fewer jobs than the proposed Modified Project. Similarly, Alternative 5 would encourage increased sales taxes and property taxes (Objective 9), but due to the reduced size of the project and the elimination of the creative office space, it would not encourage increased tax revenues to the same extent as the proposed Modified Project. Alternative 5 could maximize public and private open space on the property through the use of building orientation, design, and site layout, thereby meeting the intent of Objective 6. Alternative 5, however, would not meet Objective 3 because it would not provide business incubator space in Century City to achieve the City's policy goal of attracting emerging companies to the City. In addition, although Alternative 5 could incorporate energy-efficient and environmentally conscious design techniques, it may not be feasible to achieve LEED Platinum status (Objective 2). Therefore, the City finds

that this alternative is infeasible and less desirable than the proposed Project and rejects this alternative for the reasons stated above.

Alternative 6 – Alternative Site – Northeast Corner of Veteran Avenue and Wilshire Boulevard

1. Description of the Alternative

Alternative 6 assumes that the proposed Modified Project would be developed at an alternative site located at the northeast corner of Veteran Avenue and Wilshire Boulevard. The Alternative 6 site is a portion of the 7.14-acre property located at the northeast corner of Veteran Avenue and Wilshire Boulevard. The property is currently developed with two buildings (Kinross Building and Kinross Building South) on approximately 2.64 acres that are used for the University of California at Los Angeles (UCLA) Department of Design and a recreation center, and the remaining 4.5 acres is a surface parking area (UCLA Parking Lot 36). Alternative 6 would involve developing the proposed Modified Project on the 4.5-acre surface parking area and replacing the lost parking for the Kinross buildings with parking spaces in Alternative 6's parking structure.

Alternative 6 includes the construction of the proposed Modified Project at the Alternative 6 site using the same design, intensity, and mix of uses as the proposed Modified Project, with the modification described below. Alternative 6 includes the construction and operation of one 37-story, approximately 700,000-square-foot office building, approximately 25,830 square feet of low-rise, one- and two-story office space, approximately 4,120 square feet of ancillary retail, and a partially subterranean parking structure with approximately 1,579 stalls to serve Alternative 6 plus 653 parking stalls to replace the lost parking for the Kinross buildings. The parking structure would include a landscaped green deck for tenants and their guests. Because of its location and the smaller size of the vacant portion of the site (4.5 acres compared to the 5.5-acre Project Site in Century City), Alternative 6 would not include the approximately 1,300-square-foot Mobility Hub or the Transit Plaza components of the proposed Modified Project.

2. Impact Summary of Alternative 6

Alternative 6 would have greater impacts related to plan/zoning consistency and geology/soils than those identified for the proposed Modified Project. However, after approval of discretionary actions for impacts related to plan/zoning consistency and mitigation for impact related to geology/soils, these impacts would be less than significant. Prior to mitigation, Alternative 6 would result in a greater operational traffic and circulation impact at intersections than the proposed Modified Project (as compared to both the Approved Project and existing conditions for the Empirical and Economy Adjustment Rates in 2011, 2015, and 2021, and as compared to the Approved Project for the Published Rates in 2011 only). A transportation mitigation program would be developed for Alternative 6, similar to the proposed Modified Project mitigation program. However, because the Alternative 6 site does not enjoy the unique combination of office density and transit availability that exists in Century City, its location could limit the effectiveness of the TDM program as well as the bus service improvements and other transit-related Mitigation Measures in the proposed Modified Project mitigation program. Therefore, the traffic and circulation impact of Alternative 6 is conservatively assumed to remain significant and unavoidable following the implementation of mitigation. Alternative 6 would also result in a similar significant cumulative construction noise impact to that of the proposed Modified Project. Long-term operational impacts of Alternative 6 would also be greater than those of the proposed Modified Project with respect to aesthetics (views only), mobile air emission sources (for the Empirical and Economy Adjustment Rates only), and mobile noise sources (for the Empirical and Economy Adjustment Rates only) as would construction impacts on traffic/circulation. Alternative 6's construction impacts on aesthetics, air quality, climate change, hazards/hazardous materials, hydrology/water quality, noise, population/housing/employment, fire protection, police protection, public schools, library services, water supply, wastewater, solid waste, electricity, and natural gas and the long-term operational impacts on aesthetics (light/glare and shade/shadow only), stationary air emission sources, mobile air emission sources (for the Published Rates only), climate change, hazards/hazardous materials, stationary noise sources, mobile noise sources (for the Published Rates only), population/housing/employment, fire protection, police protection, public schools, library services, water supply, wastewater, solid waste, electricity, and natural gas would be similar to those of the proposed Modified Project. In addition, Alternative 6 would result

in lesser long-term operational impacts related to hydrology/water quality than the proposed Modified Project.

3. Finding

Alternative 6 is assumed to result in a greater operational traffic and circulation impact to intersections than the proposed Modified Project because Alternative 6's location does not enjoy the unique combination of office density and transit availability that exists in Century City, which could limit the effectiveness of the TDM program as well as the bus service improvements and other transit-related Mitigation Measures in the proposed Modified Project mitigation program. Alternative 6 would fully meet several of the Project Objectives; however, it would only partially meet several others due to its location outside of Century City. Therefore, Alternative 6 would not sufficiently meet several of the City's policy goals in the Project Objectives to the same extent as the proposed Modified Project. Alternative 6 would meet the intent of Objectives 2, 6, 7, and 9 by maximizing public and private open space on the property (Objective 6), contributing to the creation of construction jobs and permanent jobs in the City of Los Angeles (Objective 7), and encouraging increased sales taxes and property taxes (Objective 9). In addition, Alternative 6 would incorporate energy-efficient and environmentally conscious design techniques in order to achieve LEED Platinum status or equivalent green building status (Objective 2). Alternative 6 would also provide high-end office space, which would intensify land use on a currently underutilized site by providing office and retail facilities, and would create construction and permanent jobs and encourage economic investment in the City of Los Angeles and develop creative incubator office space for new and emerging companies (Objectives 2, 3, and 8). However, due to its location, Alternative 6 would not create jobs, encourage economic development, or maximize employment opportunities in the designated Regional Center of Century City and would therefore not sufficiently achieve the City's policy goals for Century City and would only partially meet the intent of Objectives 1, 3, and 8. While Alternative 6 would attract future businesses and employers to the City of Los Angeles, it would not maximize employment opportunities in Century City because it would be developed at a location outside of Century City. Therefore, Alternative 6 would fail to advance numerous policy goals for this Regional Center identified in the General Plan Framework Element. Alternative 6 is not located on the site of a proposed station for the Westside Subway Extension, and, therefore, would not reinforce public investment in and use of public transit (Objective 4), and would not establish a transit-ready site (Objective 5). Accordingly, Alternative 6 would fail to achieve the City's goals of maximizing employment density around major transit lines with uses to support transit stations. Therefore, the City finds that this alternative is infeasible and less desirable than the proposed Project and rejects this alternative for the reasons stated above.

Alternative 7 – Alternative Site – Southwest Corner of Sepulveda Boulevard and Ohio Avenue

1. Description of the Alternative

Alternative 7 assumes development of most elements of the proposed Modified Project on a 5.42-acre property assembled from multiple lots located at the southwest corner of Sepulveda Boulevard and Ohio Avenue (the Alternative 7 site). The Alternative 7 site is currently developed with approximately 20 buildings containing commercial (primarily medical facilities), industrial, and single and multifamily residential uses. Alternative 7 assumes demolition of the approximately 20 existing buildings at this location and construction of one 37-story, 700,000-square-foot office building, approximately 25,830 square feet of low-rise, one- and two-story office space, a Mobility Hub, approximately 4,120 square feet of ancillary retail, and a partially subterranean parking structure with approximately 1,579 stalls. The parking structure would include a landscaped green deck for tenants and their guests. However, unlike the proposed Modified Project, Alternative 7 would not include a Transit Plaza because this alternative site is not identified as a possible station location for the Westside Subway Extension. In addition, Alternative 7 would require permanent closure of Pontius Avenue, a local street that provides access to approximately 15 businesses and residences, between Ohio Avenue and Massachusetts Avenue.

2. Impact Summary of Alternative 7

Alternative 7 would have greater impacts related to plan/zoning consistency and geology/soils than those identified for the proposed Modified Project, and would result in significant and unavoidable land use conflicts, which would not occur under the proposed Modified Project. Prior to mitigation, Alternative 7 would result in a greater operational traffic and circulation impact than the proposed Modified Project. A transportation mitigation program would be developed for Alternative 7, similar to the proposed Modified Project mitigation program. However, because the Alternative 7 site does not enjoy the unique combination of office density and transit availability that exists in Century City, its location could limit the effectiveness of the TDM program as well as the bus service improvements and other transit-related Mitigation Measures in the proposed Modified Project mitigation program. Therefore, the traffic and circulation impact of Alternative 7 is conservatively assumed to remain significant and unavoidable following the implementation of mitigation. In addition, Alternative 7 would result in a similar significant cumulative construction noise impact to that of the proposed Modified Project. Long-term operational impacts of Alternative 7 would be greater than those of the proposed Modified Project with respect to aesthetics (views and shade/shadow only), mobile air emission sources (for the Empirical and Economy Adjustment Rates only), mobile noise sources (for the Empirical and Economy Adjustment Rates only), and population/housing/employment, as would construction impacts related to traffic/circulation, aesthetics (views only), hazards/hazardous materials, hydrology/water quality, solid waste, and electricity. Alternative 7's construction impacts on aesthetics (light and glare only), air quality, climate change, noise, population/housing/employment, fire protection, police protection, public schools, library services, water supply, wastewater, and natural gas and the long-term operational impacts on aesthetics (light and glare only), stationary air emission sources, mobile air emission sources (for the Published Rates only), climate change, hazards/hazardous materials, stationary noise sources, mobile noise sources (for the Published Rates only), fire protection, police protection and library services would be similar to those of the proposed Modified Project. Further, Alternative 7 would result in lesser long-term operational impacts related to hydrology/water quality, public schools, water supply, wastewater, solid waste, electricity, and natural gas than the proposed Modified Project due to the removal of the existing uses on the site.

3. Finding.

Alternative 7 would result in several significant impacts that would be avoided by the proposed Modified Project, including a significant impact related to land use conflicts with surrounding uses and a greater operational traffic and circulation impact to intersections that would arise because the Alternative 7 site does not enjoy the unique combination of office density and transit availability that exists in Century City, meaning its location could limit the effectiveness of the TDM program as well as the bus service improvements and other transit-related Mitigation Measures in the proposed Modified Project mitigation program. In addition, Alternative 7 would result in a similar significant cumulative construction noise impact as the proposed Modified Project. Alternative 7 would fully meet several of the Project Objectives; however, it would only partially meet several others due to its location outside of Century City. Therefore, Alternative 7 would not sufficiently meet several of the City's policy goals in the Project Objectives to the same extent as the proposed Modified Project. Alternative 7 would meet the intent of Objectives 2, 6, 7, and 9 by maximizing public and private open space on the property (Objective 6), contributing to the creation of construction jobs and permanent jobs in the City of Los Angeles (Objective 7), and encouraging increased sales taxes and property taxes (Objective 9). In addition, Alternative 7 would incorporate energy-efficient and environmentally conscious design techniques in order to achieve LEED Platinum status or equivalent green building status (Objective 2). Alternative 7 would also provide high-end office space, which would intensify land use on a currently underutilized site by providing office and retail facilities, and would create construction and permanent jobs and encourage economic investment in the City of Los Angeles and develop creative incubator office space for new and emerging companies (Objectives 1, 3, and 8). However, due to its location, Alternative 7 would not create jobs, encourage economic development, or maximize employment opportunities in the designated Regional Center of Century City and would therefore not sufficiently achieve the City's policy goals for Century City and would only partially meet the intent of Objectives 1, 3, and 8. Therefore, Alternative 7 would fail to advance numerous policy goals for this Regional Center identified in the General Plan Framework Element. Alternative 7 is not located on the site of a proposed station for the

Westside Subway Extension. Therefore, it would not include a Transit Plaza and would not reinforce public investment in and use of public transit (Objective 4), and would not establish a transit-ready site (Objective 5). As such, Alternative 7 would fail to achieve the City's policy goals in Objectives 4 and 5 of maximizing employment density adjacent to planned transit lines and providing a site that will support a future subway station portal. Therefore, the City finds that this alternative is infeasible and less desirable than the proposed Project and rejects this alternative for the reasons stated above.

Alternative 8 – Alternative Site – Northwest Corner of Wilshire Boulevard and La Brea Avenue

1. Description of the Alternative

Alternative 8 assumes development of the proposed Modified Project on a 5.06 acre property assembled from multiple lots located at the northwest corner of Wilshire Boulevard and La Brea Avenue (the Alternative 8 site). The Alternative 8 site is currently developed with a 1.25 acre parking lot owned by MTA, 7 multifamily residential buildings, 10 commercial buildings, one gas station, and one billboard. The Alternative 8 site is a future site of a Westside Subway Extension Portal. The Alternative 8 site is located approximately 4 miles from the Project Site, within the City of Los Angeles. Alternative 8 assumes demolition of approximately 18 existing buildings at this location and construction of one 37-story, 700,000-square-foot office building, approximately 25,830 square feet of low-rise, one- and two-story office space, a Transit Plaza, a Mobility Hub, approximately 4,120 square feet of ancillary retail, and a partially subterranean parking structure with approximately 1,579 stalls. The parking structure would include a landscaped green deck for tenants and their guests. Although the general size and scope of the buildings proposed for Alternative 8 would be identical to those of the proposed Modified Project, because of the rectangular shape of the Alternative 8 site, the placement of the buildings and landscaping would differ from that of the proposed Modified Project.

2. Impact Summary of Alternative 8

Alternative 8 would have greater impacts related to plan/zoning consistency than those identified for the proposed Modified Project, and would result in significant and unavoidable land use conflicts, which would not occur under the proposed Modified Project. Prior to mitigation, Alternative 8 would result in a greater operational traffic and circulation impact to intersections than the proposed Modified Project. A transportation mitigation program would be developed for Alternative 8, similar to the proposed Modified Project mitigation program. However, because the Alternative 8 site does not enjoy the unique combination of office density and transit availability that exists in Century City, its location could limit the effectiveness of the TDM program as well as the bus service improvements and other transit-related Mitigation Measures in the proposed Modified Project mitigation program. Therefore, the traffic and circulation impact of Alternative 8 is conservatively assumed to remain significant and unavoidable following the implementation of mitigation. Alternative 7 would also result in a similar cumulative construction noise impact as the proposed Modified Project. Long-term operational impacts of Alternative 8 would be greater than those of the proposed Modified Project with respect to aesthetics (views only), mobile air emission sources (for the Empirical and Economy Adjustment Rates only), mobile noise sources (for the Empirical and Economy Adjustment Rates only), and population/housing/employment, as would construction impacts related to traffic/circulation, aesthetics, (views only), hazards/hazardous materials, hydrology/water quality, public schools, solid waste, and electricity. Alternative 8's construction impacts on aesthetics (light and glare only), air quality, climate change, noise, population/housing/employment, fire protection, police protection, library services, water supply, wastewater, and natural gas and the long term operational impacts on aesthetics (light/glare and shade/shadow), stationary air emission sources, mobile air emission sources (for the Published Rates only), climate change, hazards/hazardous materials, stationary noise sources, mobile noise sources (for the Published Rates only), fire protection, and police protection associated with Alternative 8 would be similar to those of the proposed Modified Project. Alternative 8 would also result in impacts related to geology/soils that would be similar to those of the proposed Modified Project. Further, Alternative 8 would result in lesser long-term operational impacts related to hydrology/water quality, public schools, library services, water supply, wastewater, solid waste, electricity and natural gas than the proposed Modified Project due to the removal of the existing uses on the site.

3. Finding

Alternative 8 would result in several significant impacts that would be avoided by the proposed Modified Project, including a significant impact related to land use conflicts with surrounding uses and a greater operational traffic and circulation impact to intersections that would arise because the Alternative 8 site does not enjoy the unique combination of office density and transit availability that exists in Century City, meaning its location could limit the effectiveness of the TDM program as well as the bus service improvements and other transit-related Mitigation Measures in the proposed Modified Project mitigation program. In addition, Alternative 8 would result in a similar significant cumulative construction noise impact as the proposed Modified Project. Alternative 8 would fully meet several of the Project Objectives; however, it would only partially meet several others due to its location outside of Century City. Therefore, Alternative 8 would not sufficiently meet several of the City's policy goals in the Project Objectives to the same extent as the proposed Modified Project. Alternative 8 would meet the intent of Objectives 2, 6, 7, and 9 by maximizing public and private open space on the property (Objective 6), contributing to the creation of construction jobs and permanent jobs in the City of Los Angeles (Objective 7), and encouraging increased sales taxes and property taxes (Objective 9). In addition, Alternative 8 would incorporate energy-efficient and environmentally conscious design techniques in order to achieve LEED Platinum status or equivalent green building status (Objective 2). Alternative 8 would also provide high-end office space, which would intensify land use on a currently underutilized site by providing office and retail facilities, and would create construction and permanent jobs and encourage economic investment in the City of Los Angeles and develop creative incubator office space for new and emerging companies (Objectives 2, 3, and 8). However, due to its location, Alternative 8 would not create jobs, encourage economic development, or maximize employment opportunities in the designated Regional Center of Century City and would therefore not sufficiently achieve the City's policy goals for Century City and would only partially meet the intent of Objectives 1, 3, and 8. Therefore, Alternative 8 would fail to advance numerous policy goals for this Regional Center identified in the General Plan Framework Element. Similarly, Alternative 8 would establish a transit-ready site, including a Transit Plaza, at the location of a proposed station for the Westside Subway Extension; however, the station would be located approximately 5 miles east of Century City. Therefore, Alternative 8 would fail to meet the City's policy objectives of maximizing employment density adjacent to planned transit in Century City and providing a site to support a subway station portal in Century City. (Objectives 4 and 5). Therefore, the City finds that this alternative is infeasible and less desirable than the proposed Project and rejects this alternative for the reasons stated above.

Alternative 9 – Enhanced Retail

1. Description of the Alternative

As analyzed in the Subsequent EIR, Alternative 9 would include the construction of one 37-story, 700,000 square foot office building, approximately 10,450 square feet of low-rise one- and two-story office space, a 1,300-square-foot Mobility Hub, a Transit Plaza, approximately 19,500 square feet of ancillary retail, and a partially subterranean parking structure with approximately 1,579 parking stalls on the Project Site. It is assumed that the parking structure would include three subterranean levels and two aboveground levels. The parking structure would include a landscaped green deck for tenants and their guests.

Alternative 9 would include the same amount of built square footage as the proposed Modified Project (731,250 square feet); however, under Alternative 9, 15,380 square feet of the Modified Project's proposed low-rise office space would be converted to ancillary retail space. The alternative would incorporate an approximately 35,000-square-foot public Transit Plaza at the corner of Avenue of the Stars and Constellation Boulevard. The Transit Plaza would be designed to accommodate a portal for the Century City Westside Subway Extension station. The Transit Plaza would be open-air and would be accessible to pedestrians using the sidewalks on Constellation Boulevard and Avenue of the Stars. An approximately 1,300-square-foot Mobility Hub structure would be located within the Transit Plaza to provide alternative forms of transportation, including bicycle rentals and smart transit information. The addition of more ancillary retail space would serve to further activate the pedestrian experience around the Transit Plaza and provide a more walkable, transit and pedestrian-oriented environment for transit riders

as well as employees and residents in Century City. Alternative 9 was prepared during the EIR process based on public comments and input from the City of Los Angeles Planning Department concerning the desire to promote the pedestrian experience around the proposed Transit Plaza. Accordingly, Alternative 9 represents a refinement to the proposed Modified Project's design to provide more amenities to transit users and pedestrians by providing additional retail uses surrounding and adjacent to the Transit Plaza.

At its June 12, 2014 hearing on the Modified Project, the City Planning Commission approved a slightly modified-version of Alternative 9 (the Enhanced Retail Alternative) in lieu of the Modified Project. The modifications the Commission approved included: 10,338 square feet of one- and two-story low-rise, creative office space (approved) instead of 10,450 square feet (described in Final Subsequent EIR), resulting in total office square footage of 710,338 square feet (approved) instead of 710,450 square feet (described in Final Subsequent EIR); a decrease in ancillary retail space from 19,500 square feet (described in Final Subsequent EIR) to 17,102 square feet (approved); an increase in the size of the Mobility Hub from 1,300 square feet (described in Final Subsequent EIR) to 2,389 square feet (approved); and an increase in the size of the Transit Plaza from 35,380 square feet (described in Final Subsequent EIR) to 39,037 square feet (approved). These modifications resulted in an overall decrease in occupiable square footage (729,829 square feet for the Enhanced Retail Alternative as approved by the Planning Commission compared to 731,250 square feet described in the Subsequent EIR). As approved by the Planning Commission, the Enhanced Retail Alternative would include the construction of one 37-story, 700,000 square foot office building, approximately 10,338 square feet of low-rise, one- and two-story office space, a 2,389-square-foot Mobility Hub, a 39,037-square foot Transit Plaza, approximately 17,102 square feet of ancillary retail, and a partially subterranean parking structure with 1,530 stalls on the Project Site. In addition, the Planning Commission required the Enhanced Retail Alternative's 2.14-acre landscaped green roof deck to be open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, as an additional public amenity. Due to the reduction in occupiable square footage, the Enhanced Retail Alternative approved by the Planning Commission is within the scope of the Subsequent EIR's analysis of Alternative 9.

2. Impact Summary of Alternative 9

Alternative 9 would result in the same significant cumulative construction noise impact and operational traffic and circulation impact as the proposed Modified Project although Alternative 9 would generate lower traffic volumes than the proposed Modified Project. Alternative 9 would also have greater, but still less than significant, operational impacts related to police protection, solid waste, electricity, and natural gas than those identified for the proposed Modified Project due to the increase in retail uses. Alternative 9's construction impacts on land use, aesthetics, air quality, climate change, hazards/hazardous materials, hydrology/water quality, noise, population/housing/employment, fire protection, police protection, public schools, library services, water supply, wastewater, solid waste, electricity, natural gas, and geology/soils and the long term operational impacts on land use, aesthetics, stationary air emission sources, hazards/hazardous materials, hydrology/water quality, noise, population/housing/employment, fire protection, public schools, library services, and geology/soils would be similar or the same as those of the proposed Modified Project. Further, Alternative 9 would result in lesser long-term operational impacts related to mobile air emission sources, climate change, water supply, wastewater than the proposed Modified Project.

3. Finding

Alternative 9 as modified and approved by the City Planning Commission would meet the intent of all the Project Objectives. Alternative 9 would meet the intent of Objectives 1, 7, and 8 through the development of the Project with office and retail uses that would encourage economic revitalization of the area through the creation of jobs and new transit infrastructure. It should be noted that Alternative 9 would maximize the creation of construction and permanent jobs as it would create more permanent employment opportunities (1,467 employees for Alternative 9 versus 1,464 permanent employees for the proposed Modified Project) than the proposed Modified Project and the same number of construction employment opportunities as the proposed Modified Project (2,600 temporary full-time equivalent construction jobs). As such, Alternative 9 would maximize construction and permanent employment opportunities (Objectives 1, 7, and 8).

Similarly, Alternative 9 would meet the intent of Objectives 2, 4, 5, 6, and 9. Alternative 9 would be designed to incorporate energy-efficient and environmentally conscious design techniques with the target of achieving LEED Platinum status or equivalent green building status, including but not limited to the use of recycled or energy-efficient materials, water-saving devices, and sustainable design elements that conserve energy (Objective 2). Alternative 9 also would reinforce public investment in and use of public transit (Objective 4) and establish a transit-ready site (Objective 5), but to a greater extent than the proposed Modified Project, specifically by placing more retail uses around and adjacent to the proposed Transit Plaza than the proposed Modified Project, Alternative 9 would help activate the public realm surrounding the transit site by providing more amenities to transit users. These retail amenities further reinforce the public investment in transit in Century City. Further, Alternative 9 would maximize employment density adjacent to a planned transit line because it would create more jobs than the proposed Modified Project.

Alternative 9 would maximize public and private open space on the property through the use of building orientation, design, and site layout to a greater extent than the Modified Project because Alternative 9 would open the landscaped green roof deck on the parking structure to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, whereas the Modified Project's roof deck would have been private. (Objective 6). Similarly, Alternative 9 would encourage increased sales taxes or property taxes (Objective 9), and due to the inclusion of additional retail space that would generate additional sales tax revenues, it would maximize such revenues to a similar degree as the proposed Modified Project.

Alternative 9 would meet the intent of Objective 3 because it would provide incubator space that would provide opportunities for new and emerging companies to start in Century City where they can stay, grow, and connect with other companies. While Alternative 9 would provide less creative office space than the proposed Modified Project (10,338 square feet for Alternative 9 versus 25,830 square feet for the proposed Modified Project), and Alternative 9 would meet Objective 3 to a lesser extent than the proposed Modified Project, Alternative 9 would provide increased retail space compared to the Modified Project that would further activate the Transit Plaza and pedestrian experience around the proposed subway portal and support the portal (Objective 5). In addition, Alternative 9 would provide increased Mobility Hub space as compared to the Modified Project, which would provide expanded bicycle and flex car rental and transit information amenities. The City finds that this alternative is feasible and meets most of the Objectives to substantially the same extent as the Modified Project.

The City finds that the Enhanced Retail Alternative as approved by the City Planning Commission compares to the other Alternatives evaluated in the Subsequent EIR as follows:

- Alternative 1 (No Project): The City finds that the Enhanced Retail Alternative is preferable as compared to Alternative 1 because Alternative 1 would result in greater impacts related to land use (plan/zoning consistency) and aesthetics than the Enhanced Retail Alternative, Alternative 1 would eliminate net beneficial effects that would otherwise occur with implementation of the Enhanced Retail Alternative, including advancing key local and regional land use policies and creating new employment opportunities, and Alternative 1 would not meet any of the Project Objectives.

- Alternative 2 (Alternate Use – Residential): The City finds that the Enhanced Retail Alternative is preferable as compared to Alternative 2 because Alternative 2 would result in a significant and unavoidable climate change impact that the Enhanced Retail Alternative would not create, due to the larger overall size of Alternative 2 and the inability of Alternative 2 to reduce GHG emissions to the same extent as the Enhanced Retail Alternative. In addition, Alternative 2 would not sufficiently meet the City's policy goals in most of the Project Objectives. Alternative 2 would not develop creative incubator office space (Objective 3), maximize employment density adjacent to existing and planned major transit lines (Objective 4), or encourage increased sales taxes or property taxes (Objective 9). In addition, while construction of Alternative 2 would create short-term construction jobs, it would create a limited number of permanent jobs in the City of Los Angeles and would fail to achieve the City's policy goal of maximizing employment opportunities in the Regional Center of Century City (Objectives 1 and 7).

While it is assumed that Alternative 2 could be developed as an energy-efficient and environmentally conscious residential development, it is unlikely that the Alternative would seek to achieve Leadership in Energy and Environmental Design (LEED) Platinum rating (Objective 2). Further, Alternative 2 would maximize public and private open space on the property, but would not sufficiently meet the goal of maximizing public open space to the same extent as the Enhanced Retail Alternative (Objective 6). Finally, Alternative 2 would revitalize a currently underutilized site by providing high-end residential space and residential amenities, but such a use would not achieve the City's goals of maximizing the creation of jobs and encouraging economic investment in Los Angeles and Century City, nor would it include high-end office space in a designated Regional Center planned for increased office uses (Objective 8).

- Alternative 3 (Alternate Use – Hotel, Condominium, Restaurant): The City finds that the Enhanced Retail Alternative is preferable as compared to Alternative 3 because Alternative 3 would result in a similar significant cumulative construction noise impact, would not meet the majority of the Project Objectives, and it would not sufficiently meet the remaining Project Objectives to achieve the City's policy goals. Alternative 3 would not meet Objective 6 to the same extent as the Enhanced Retail Alternative because it would not provide a green roof. In addition, the City's goal of maximizing open space (Objective 6) would not be sufficiently met because Alternative 3 would have two towers in addition to a low-rise building, and therefore would result in greater building mass, and less open space, than the Enhanced Retail Alternative. Alternative 3 would not meet the intent of Objective 1 to the same extent as the Enhanced Retail Alternative because it would create far fewer permanent jobs and would not provide high-end office space. By not providing office space, Alternative 3 would fail to sufficiently meet the City's goal of attracting a diverse set of future businesses and employers to a designated Regional Center (Objective 1). Alternative 3 would partially meet the intent of Objectives 4 and 5 by reinforcing public investment in and use of public transit and establishing a transit-ready site, but, again, it would not sufficiently meet the City's goal of maximizing employment density adjacent to a planned transit line because it would create fewer permanent jobs than the Enhanced Retail Alternative. Similarly, Alternative 3 would encourage increased sales taxes and property taxes (Objective 9), but not to the same extent as the Enhanced Retail Alternative. Alternative 3 would not meet the intent of Objective 2 because, although it may be energy-efficient, it is likely that it would not achieve LEED Platinum status, would not include an office building, and it would not provide substantial sustainable elements that go beyond the requirements of the City's Green Building Ordinance. In addition, Alternative 3 would not develop creative incubator office space to meet the City's goal of attracting emerging companies to Los Angeles, and would therefore not meet the intent of Objective 3. Finally, while Alternative 3 would create some new jobs, it would not do so through the provision of office space in a designated Regional Center planned for additional office development and thus, would not meet the intent of Objectives 7 and 8.

- Alternative 4 (Reduced Density – 25 Percent Reduction): The City finds that the Enhanced Retail Alternative is preferable as compared to Alternative 4 because Alternative 4 would not avoid a significant cumulative construction noise impact or sufficiently meet the City's policy goals in a majority of the Project Objectives to the same extent as the Enhanced Retail Alternative. Alternative 4 would only partially meet the intent of Objectives 1, 7, and 8 through the development of the Project with office and retail uses that would encourage economic revitalization of the area through the creation of jobs and new transit infrastructure. It should be noted, however, that Alternative 4 would not maximize the creation of construction and permanent jobs, as it would create fewer employment opportunities than the Enhanced Retail Alternative. As such, Alternative 4 would not maximize construction or permanent employment opportunities and therefore would not sufficiently meet the City's policy goals of maximizing employment in a designated Regional Center planned to accommodate additional employment and maximizing the creation of new jobs in the City (Objectives 1, 7, and 8). Similarly, Alternative 4 would only partially meet the intent of Objectives 4 and 5. Alternative 4 would reinforce public investment in and use of public transit (Objective 4)

and establish a transit-ready site (Objective 5), but, again, it would not sufficiently meet the City's goal of maximizing employment density adjacent to a planned transit line because it would create fewer jobs than the Enhanced Retail Alternative. Although Alternative 4 would encourage increased sales taxes and property taxes (Objective 9), due to the reduced size of the project and the elimination of the creative office space, it would not maximize such revenues to the same extent as the Enhanced Retail Alternative. Alternative 4 would not meet the intent of Objective 3 because it would not provide incubator space that would provide opportunities for new and emerging companies to start in Century City where they can stay, grow, and connect with other companies. In addition, although Alternative 4 could incorporate energy-efficient and environmentally conscious design techniques, it may not be feasible to achieve LEED Platinum status and meet the City's goal of providing substantial sustainable elements that go beyond the requirements of the City's Green Building Ordinance, and Alternative 4 would therefore not meet the intent of Objective 2.

- Alternative 5 (Reduced Density – 60 Percent Reduction): The City finds that the Enhanced Retail Alternative is preferable as compared to Alternative 5 because Alternative 5 would not avoid a significant cumulative construction noise impact or sufficiently meet the City's policy goals in a majority of the Project Objectives to the same extent as the Enhanced Retail Alternative. Alternative 5 would partially meet the intent of Objectives 1, 7, and 8 through the development of the Project with office and retail uses that would encourage economic revitalization of the area through the creation of jobs and new transit infrastructure. It should be noted, however, that Alternative 5 would create fewer employment opportunities than the Enhanced Retail Alternative and as such would not maximize construction or permanent employment opportunities. As such, Alternative 4 would not maximize construction or permanent employment opportunities and therefore would not sufficiently meet the City's policy goals of maximizing employment in a designated Regional Center planned to accommodate additional employment and maximizing the creation of new jobs in the City (Objectives 1, 7, and 8). Similarly, Alternative 5 would partially meet the intent of Objectives 4 and 5. Alternative 5 would reinforce public investment in and use of public transit (Objective 4) and establish a transit-ready site (Objective 5), but, again, it would not sufficiently meet the City's goal of maximizing employment density adjacent to a planned transit line because it would create substantially fewer jobs than the Enhanced Retail Alternative. Similarly, Alternative 5 would encourage increased sales taxes and property taxes (Objective 9), but due to the reduced size of the project and the elimination of the creative office space, it would not encourage increased tax revenues to the same extent as the Enhanced Retail Alternative. Alternative 5 would not meet Objective 3 because it would not provide business incubator space in Century City to achieve the City's policy goal of attracting emerging companies to the City. In addition, although Alternative 5 could incorporate energy-efficient and environmentally conscious design techniques, it may not be feasible to achieve LEED Platinum status (Objective 2), and therefore would be inconsistent with the City's goal of providing substantial sustainable elements that go beyond the requirements of the City's Green Building Ordinance.

- Alternative 6 (Alternative Site – Northeast Corner of Veteran Avenue and Wilshire Boulevard): The City finds that the Enhanced Retail Alternative is preferable as compared to Alternative 6 because Alternative 6 is assumed to result in a greater operational traffic and circulation impact at intersections than the Enhanced Retail Alternative because Alternative 6's location does not enjoy the unique combination of office density and transit availability that exists in Century City, which could limit the effectiveness of the TDM program as well as the bus service improvements and other transit-related Mitigation Measures in the Enhanced Retail Alternative mitigation program. Alternative 6 would fully meet several of the Project Objectives; however, it would only partially meet several others due to its location outside of Century City. Therefore, Alternative 6 would not sufficiently meet several of the City's policy goals in the Project Objectives to the same extent as the Enhanced Retail Alternative. Due to its location, Alternative 6 would not create jobs, encourage economic development, or maximize employment opportunities in the designated Regional Center of Century City and would

therefore not sufficiently achieve the City's policy goals for Century City and would only partially meet the intent of Objectives 1, 3, and 8. Alternative 6 would attract future businesses and employers to the City of Los Angeles, but would not maximize employment opportunities in Century City because it would be developed at a location outside of Century City. Therefore, Alternative 6 would fail to advance numerous policy goals for this Regional Center identified in the General Plan Framework Element. Alternative 6 is not located on the site of a proposed station for the Westside Subway Extension, and, therefore, would not reinforce public investment in and use of public transit (Objective 4), and would not establish a transit-ready site (Objective 5). Accordingly, Alternative 6 would fail to achieve the City's goals of maximizing employment density around major transit lines with uses to support transit stations.

- Alternative 7 (Alternative Site – Southwest Corner of Sepulveda Boulevard and Ohio Avenue): The City finds that the Enhanced Retail Alternative is preferable as compared to Alternative 7 because Alternative 7 would result in several significant impacts that would be avoided by the Enhanced Retail Alternative, including a significant impact related to land use conflicts with surrounding uses and a greater operational traffic and circulation impact to intersections that would arise because the Alternative 7 site does not enjoy the unique combination of office density and transit availability that exists in Century City, meaning its location could limit the effectiveness of the TDM program as well as the bus service improvements and other transit-related Mitigation Measures in the Enhanced Retail Alternative mitigation program. In addition, Alternative 7 would result in a similar significant cumulative construction noise impact as the Enhanced Retail Alternative. Alternative 7 would fully meet several of the Project Objectives; however, it would only partially meet several others due to its location outside of Century City. Therefore, Alternative 7 would not sufficiently meet several of the City's policy goals in the Project Objectives to the same extent as the Enhanced Retail Alternative. Due to its location, Alternative 7 would not create jobs, encourage economic development, or maximize employment opportunities in the designated Regional Center of Century City, and would therefore not meet the City's policy goals for Century City and would only partially meet the intent of Objectives 1, 3, and 8. Therefore, Alternative 7 would fail to advance numerous policy goals for this Regional Center identified in the General Plan Framework Element. Alternative 7 is not located on the site of a proposed station for the Westside Subway Extension. Therefore, it would not include a Transit Plaza and would not reinforce public investment in and use of public transit (Objective 4), and would not establish a transit-ready site (Objective 5). As such, Alternative 7 would fail to achieve the City's policy goals in Objectives 4 and 5 of maximizing employment density adjacent to planned transit lines and providing a site that will support a future subway station portal.

- Alternative 8 (Alternative Site – Northwest Corner of Wilshire Boulevard and La Brea Avenue): The City finds that the Enhanced Retail Alternative is preferable as compared to Alternative 8 because Alternative 8 would result in several significant impacts that would be avoided by the Enhanced Retail Alternative, including a significant impact related to land use conflicts with surrounding uses and a greater operational traffic and circulation impact to intersections that would arise because the Alternative 8 site does not enjoy the unique combination of office density and transit availability that exists in Century City, meaning its location could limit the effectiveness of the TDM program as well as the bus service improvements and other transit-related Mitigation Measures in the Enhanced Retail Alternative mitigation program. In addition, Alternative 8 would result in a similar significant cumulative construction noise impact as the Enhanced Retail Alternative. Alternative 8 would fully meet several of the Project Objectives; however, it would only partially meet several others due to its location outside of Century City. Therefore, Alternative 8 would not sufficiently meet the City's policy goals in the Project Objectives to the same extent as the Enhanced Retail Alternative. Due to its location, Alternative 8 would not create jobs, encourage economic development, or maximize employment opportunities in the designated Regional Center of Century City and would therefore not meet the City's policy goals for Century City and would only partially meet the intent of Objectives 1, 3, and 8. Therefore, Alternative 8 would fail to advance numerous policy goals for this Regional Center identified in the General Plan Framework Element.

Similarly, Alternative 8 would establish a transit-ready site, including a Transit Plaza, at the location of a proposed station for the Westside Subway Extension; however, the station would be located approximately 5 miles east of Century City. Therefore, Alternative 8 would fail to meet the City's policy objectives of maximizing employment density adjacent to planned transit in Century City and providing a site to support a subway station portal in Century City (Objectives 4 and 5).

E. ENVIRONMENTALLY SUPERIOR ALTERNATIVE

Section 15126.6(e)(2) of the CEQA Guidelines indicates that an analysis of alternatives to a project shall identify an Environmentally Superior Alternative among the alternatives evaluated in an EIR. In addition, Section 15126.6 of the CEQA Guidelines states that "If the environmentally superior alternative is the 'no project' alternative, the EIR shall also identify an environmentally superior alternative among the other alternatives."

The selection of an Environmentally Superior Alternative is based on an evaluation of the extent to which the alternatives reduce or eliminate the significant impacts associated with the project, and on a comparison of the remaining environmental impacts of each alternative.

Of the alternatives analyzed in the Subsequent EIR, Alternative 1 (No Project) would be the Environmentally Superior Alternative, as it would result in lesser environmental impacts relative to the Modified Project than the other alternatives. However, as indicated herein, Alternative 1 (No Project) would not meet the Project Objectives.

In accordance with the CEQA Guidelines' requirement to identify an Environmentally Superior Alternative other than the No Project Alternative, a comparative evaluation of the remaining alternatives indicates that Alternative 5 (Reduced Density – 60 Percent Reduction) is the Environmentally Superior Alternative. Alternative 5 would have relatively smaller environmental impacts than the Modified Project or any of the other alternatives, other than the No Project Alternative.

However, as discussed herein, the City finds that the Enhanced Retail Alternative as compared to Alternative 5 is preferable because Alternative 5 would not sufficiently meet the City's policy goals in the Project Objectives, which would be achieved through development of the Enhanced Retail Alternative. Therefore, despite the fact that Alternative 5 would result in comparatively smaller environmental impacts than the Enhanced Retail Alternative, and pursuant to the Statement of Overriding Considerations provided below, the City approves Alternative 9 (the Enhanced Retail Alternative) in lieu of both Alternative 5 and the Modified Project.

FINDINGS REGARDING OTHER CEQA CONSIDERATIONS

1. Significant Irreversible Environmental Changes

Construction of the proposed Enhanced Retail Alternative or the Approved Project would require the use of nonrenewable resources, such as wood, the raw materials in steel, metals such as copper and lead, aggregate materials used in concrete and asphalt such as sand and stone, water, petrochemical construction materials such as plastic, and petroleum-based construction materials. In addition, fossil fuels used to power construction vehicles would also be consumed.

Operation of the proposed Enhanced Retail Alternative or the Approved Project would involve the ongoing consumption of nonrenewable resources, such as electricity, petroleum-based fuels, fossil fuels, and water, which are commonly consumed in the existing surrounding urban environment. Energy resources would be used for heating and cooling of buildings, lighting, and transporting of residents to and from the Project Site. Operation of the proposed Enhanced Retail Alternative or the Approved Project would occur in accordance with Title 24, Part 6 of the California Code of Regulations, which sets forth conservation practices that would limit the amount of energy consumed by the proposed Enhanced Retail Alternative or the Approved Project. The proposed Enhanced Retail Alternative's energy consumption would be further

reduced compared to a typical development of comparable use and intensity through its design to achieve a Leadership in Energy and Environmental Design (LEED) Platinum rating or equivalent green building standards. Nonetheless, the use of such resources would continue to represent a long-term commitment of essentially nonrenewable resources. Operation of the proposed Enhanced Retail Alternative or the Approved Project would also result in an increased commitment of public maintenance services such as waste disposal and treatment as well as increased commitment of the infrastructure that serves the Project Site.

The limited use of potentially hazardous materials contained in typical cleaning agents and pesticides for landscaping would occur on the site. Such materials would be used, handled, stored, and disposed of in accordance with applicable government regulations and standards, which would serve to protect against a significant and irreversible environmental change resulting from the accidental release of hazardous materials.

In summary, construction and operation of the Approved Project or proposed Enhanced Retail Alternative would commit the use of slowly renewable and nonrenewable resources and would limit the availability of these resources on the Project Site for future generations or for other uses during the life of the Approved Project or proposed Enhanced Retail Alternative. However, the continued use of such resources during operation would be on a relatively small scale and consistent with regional and local urban design and development goals for the area. As a result, the use of nonrenewable resources in this manner would not result in significant irreversible changes to the environment under both the Approved Project and the proposed Enhanced Retail Alternative. Accordingly, the proposed Enhanced Retail Alternative would not involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects related to significant irreversible environmental changes.

2. Growth-Inducing Impacts of the Proposed Project

The Approved Project would have involved the construction of 483 residential units, which would have generated an approximate population of 980. The proposed land use and the prospective residents would have represented a direct, incremental increase in population. The Approved Project and the incremental growth were the subject of each of the analyses of Approved Project impacts upon the various environmental categories presented in Section IV, Environmental Impact Analysis, of the 2006 EIR. The Approved Project would have had environmental effects relative to land use, visual resources, traffic and parking, air quality, noise, water quality, hazardous materials, and public services, including fire, police, schools, libraries, and parks. The effect of the Approved Project related to these environmental categories was not considered growth-inducing because it would not have created an impetus for growth beyond the Project Site itself.

In comparison, the proposed Enhanced Retail Alternative would not cause or result in direct population growth because the proposed Enhanced Retail Alternative would not provide housing on the Project Site. The increase in employment anticipated with implementation of the proposed Enhanced Retail Alternative would not exceed the employment forecast provided by the Southern California Association of Governments for the subregion, City, or the West Los Angeles Community Plan area. Furthermore, although the proposed Enhanced Retail Alternative would increase the number of employees at the Project Site, most of these employees would not be expected to relocate to the subregion. The Project Site is located in a highly urbanized area, and Century City is designated as a Regional Center intended to serve as the focal point of regional commerce, identity, and activity. As such, Century City serves as an employment center for the west side of Los Angeles. Therefore, a permanent increase in population or an increased demand for housing in the Project Site area would not be expected to occur. Therefore, although neither project would result in substantial direct population growth, potential direct population growth attributable to the proposed Enhanced Retail Alternative would be less than that of the Approved Project.

The Approved Project's approximately 980 residents would have produced a demand for goods and services, which would not have been satisfied within the Approved Project.

The demand for services would have indirectly induced off-site growth necessary to accommodate this demand, if the existing supply of goods, commercial services, or public services in the area was not adequate to provide for the Approved Project. The adjacent, surrounding developed community, including Century City, West Los Angeles, Westwood, the Wilshire Corridor, and the City of Beverly Hills, currently provide a broad range of goods and services. The Approved Project represented less than 1.14 percent of the West Los Angeles Community estimated 2003 residential population of 71,808. The 1.14 percent increase in population would have been within the general growth parameters of existing business and would not have caused the need for the development of substantial new commercial uses. The proposed Enhanced Retail Alternative would provide long-term employment for approximately 1,467 employees. It is anticipated that on-site employees would patronize local businesses and services both on the Project Site (i.e., the retail component of the proposed Enhanced Retail Alternative) and within Century City, which would incrementally foster economic growth. While commercial office uses associated with the proposed Enhanced Retail Alternative may also generate demand for secondary services, it would be to a lesser extent than the Approved Project. The adjacent communities, including Century City, West Los Angeles, the Wilshire Corridor, and the City of Beverly Hills currently provide a broad range of goods and services. Therefore, any additional demand for off-site commercial goods and services is anticipated to be met by the existing retail, service, and other resources already located within proximity to the Project Site under both project scenarios. Accordingly, the proposed Enhanced Retail Alternative would not involve new indirect growth-inducing impacts related to economic effects.

As discussed in the Draft Subsequent EIR in Section 4.10, Public Services, the Project Site is currently served by all public service providers, including police protection services, fire prevention services, public transit, schools, and libraries. Both the Approved Project and the proposed Enhanced Retail Alternative would increase demand for police and fire protection, schools, and libraries, but neither project would exceed the existing capacity of these public facilities or cause the construction of new public facilities. Existing and planned facilities are sufficient to accommodate the demand for services generated by the Approved Project or the proposed Enhanced Retail Alternative. Expansion of public services beyond what is currently planned for, and encouragement of other new growth, would not result from implementation of either project. Accordingly, the proposed Enhanced Retail Alternative would not involve new indirect growth-inducing impacts related to the expansion of public services.

Due to the scope of the Approved Project relative to existing on-site uses, improvements to existing utility infrastructure would have been made to serve the proposed development and would have been sized according to projected demands, including maximum daily demands. Likewise, improvements to existing on-site utility infrastructure would be made to serve the proposed Enhanced Retail Alternative and would be sized according to projected demands. In addition, existing utility facilities in Avenue of the Stars and Constellation Boulevard would be extended to the Project Site; these extensions would provide sufficient tie-ins to the existing utility system to serve the proposed Enhanced Retail Alternative. Since distribution infrastructure already existed in the area, the Approved Project's utility infrastructure improvements would have been required to meet only the Approved Project's flow and distribution needs and would not have expanded services to off-site areas. Similarly, the existing infrastructure in the surrounding area would have adequate capacity to serve the proposed Enhanced Retail Alternative. The Los Angeles Department of Water and Power found that the 12-inch water main in Avenue of the Stars and the existing 8-inch water main in Constellation Boulevard currently exceed the City's minimum residual water pressure requirement of 20 pounds per square inch and are capable of achieving the anticipated 9,000 gallons per minute fire flow requirement for the proposed Enhanced Retail Alternative. In addition, the Los Angeles Department of Water and Power also confirmed that installation of a new regulator pump station for Century City is anticipated to be completed in 2014. The Los Angeles Department of Water and Power has confirmed that the pump station will alleviate water pressure issues in Century City which, in turn, will further ensure adequate fire flow capacity for the proposed Enhanced Retail Alternative. Because the proposed Enhanced Retail Alternative is not anticipated to be completed until 2015, the pump station would be operational, and additional pressure and fire flow capacity would be available at the time of building occupancy. While this service capacity enhancement would not accelerate development in an undeveloped area or introduce unplanned infrastructure that was not previously evaluated in

the adopted Community Plan or General Plan, it could indirectly facilitate additional development or redevelopment in Century City. It is, however, important to note that the area surrounding the Project Site is already fully developed with residential and commercial uses and would continue to be governed by the area's zoning restrictions, as established by the West Los Angeles Community Plan, the Century City North Specific Plan, and the Los Angeles Municipal Code. The proposed Enhanced Retail Alternative would not result in changes to existing regulations pertaining to land development that would induce substantial new growth. As such, the potential growth-inducing effect of any additional capacity in the water line in Constellation Boulevard would be limited by existing zoning and General Plan policies. As such, the proposed Enhanced Retail Alternative would not indirectly generate substantial growth in the area by removing an existing impediment to growth.

The Project Site is in a highly urbanized area of the City of Los Angeles that is served by existing roadways. The existing system would have had sufficient capacity to accommodate the Approved Project. The Approved Project provided an irrevocable offer to dedicate an area for a future street width along Constellation Boulevard. The dedication would not have been growth-inducing as it would not have induced new population into the area. The proposed Enhanced Retail Alternative would not introduce any new public roadways. Construction of driveways to access the Project Site from Avenue of the Stars and Constellation Boulevard and roadway maintenance would facilitate vehicular circulation but would not induce growth. As previously recorded, the irrevocable offer to dedicate an area for future street improvements along Constellation Boulevard or Avenue of the Stars is now part of the existing condition and would not be growth-inducing, as it would not induce new population into the area of removal or be an obstacle to additional growth.

In summary, implementation of the proposed Enhanced Retail Alternative would indirectly contribute to the growth of the area surrounding the Project Site, and would result in some direct growth that is consistent with what is already anticipated in adopted plans. However, as a development project occurring in an urban and substantially built-out area, the proposed Enhanced Retail Alternative would result in beneficial impacts related to growth. The proposed Enhanced Retail Alternative would improve the tax base in Century City, contribute economic benefits to local businesses in the City of Los Angeles and the City of Beverly Hills, and would increase job opportunities, all of which would be beneficial impacts. Therefore, impacts related to growth would be less than significant.

Further, approval of the Applicant's request for an Alternative Calculation of Trip Generation Factors pursuant to Section 6 of the Century City North Specific Plan (CCNSP) would not induce growth or cause an increase in density in Century City. The purpose of the CCNSP is to assure orderly development and provide street capacity and other public facilities adequate for the intensity and design of development in the CCNSP area. One of the ways in which the CCNSP limits the scope and intensity of future development is through the allocation of "Trips" (defined in CCNSP Section 2 as a "unit of real property development rights pursuant to this Specific Plan and means a calculation of daily arrivals at and daily departures from a building or structure by motor vehicles of four or more wheels") to certain parcels in the CCNSP area. CCNSP Section 2 provides Trip generation factors for certain uses, which are based on trip generation rates used by the City when the CCNSP was adopted in 1981. The CCNSP has always included Section 6, which allows any person who disputes any of the Trip generation factors to apply for an alternative Trip generation factor to be applied to a particular project, provided that application is supported by a traffic study that is reviewed and approved by LADOT. Here, the Applicant has applied for an alternative Trip generation factor for the commercial office uses in the Enhanced Retail Alternative; this application was supported by a traffic study and empirical trip generation study which were reviewed and approved by LADOT. LADOT recommended approval of an alternative Trip generation factor of 4.97 Trips per 1,000 square feet in a memo dated October 28, 2013.

Approval of this request will not induce growth or density in Century City for several reasons. First, the CCNSP regulates density through limits on floor area ratio (FAR). Approval of an alternative Trip generation factor is an acknowledgment that the trip generation potential of a particular project's mix of uses is not accurately captured in the CCNSP Section 2 Trip generation rates, and approval of an alternative factor confirms that a particular project will generate no more

total traffic than was projected when the CCNSP was adopted. Because the CCNSP limits the total number of Trips that can be generated on a property, and a project with an approved alternative Trip generation factor still cannot exceed the number of trips available to its property, the approval of an alternative Trip generation factor cannot create more Trips and development intensity than was contemplated for future growth when the CCNSP was adopted. Second, approval of a request for an Alternative Calculation of Trip Generation Factors is project-specific. Any other person who wishes to utilize an alternative Trip generation factor must submit an application to the City with a traffic study that is reviewed and approved by LADOT, and must go through the same public hearing and discretionary approval process that the Applicant has undertaken. Approval of one alternative Trip generation factor does not transfer that rate to other properties.

Therefore, given that approval of an alternative Trip generation factor pursuant to CCNSP Section 6 does not increase density or intensity beyond what was contemplated for future growth in the CCNSP, and such alternative factors are project-specific and only available when supported by an LADOT-approved traffic study, the approval of the Applicant's request for an Alternative Calculation of Trip Generation Factors for the Enhanced Retail Alternative will not induce growth or density in Century City beyond what is contemplated in the CCNSP.

STATEMENT OF OVERRIDING CONSIDERATIONS

The Final Subsequent EIR has identified unavoidable significant impacts that will result from implementation of the proposed Enhanced Retail Alternative. Section 15093(b) of the CEQA Guidelines provides that when the decision of the public agency allows the occurrence of significant impacts that are identified in the EIR but are not at least substantially mitigated, the agency must state in writing the reasons to support its action based on the completed EIR and/or other information in the record.

Based on the analysis contained in this Final Subsequent EIR, the Enhanced Retail Alternative could result in significant unavoidable impacts to traffic (operational impacts to intersections) and noise (construction-related cumulative impacts).

Accordingly, the City adopts the following Statement of Overriding Considerations. The City recognizes that significant and unavoidable impacts will result from implementation of the Enhanced Retail Alternative. Having (i) adopted all feasible Mitigation Measures, (ii) rejected alternatives to the Enhanced Retail Alternative discussed above and found that the Enhanced Retail Alternative is preferable to those alternatives, (iii) recognized all significant, unavoidable impacts, and (iv) balanced the benefits of the Enhanced Retail Alternative against the Enhanced Retail Alternative's significant and unavoidable impacts, the City hereby finds that the benefits outweigh and override the significant unavoidable impacts for the reasons stated below.

The below stated reasons summarize the benefits, goals and objectives of the proposed Enhanced Retail Alternative, and provide the rationale for the benefits of the Enhanced Retail Alternative. These overriding considerations of economic, social, aesthetic, and environmental benefits for the Enhanced Retail Alternative justify adoption of the Enhanced Retail Alternative and certification of the completed Final Subsequent EIR. Many of these overriding considerations individually would be sufficient to outweigh the adverse environmental impacts of the Enhanced Retail Alternative.

1. The Enhanced Retail Alternative will build upon the existing vitality and diversity of uses in Century City by providing needed commercial uses within an existing Regional Center.

2. Implementation of the Enhanced Retail Alternative will maximize employment opportunities by providing commercial office space to help attract future business and employers to the commercial core of Century City and within close proximity to transit opportunities.

3. The Enhanced Retail Alternative will revitalize a currently underutilized site. The Project will maximize the value of the site through the addition of high-end office space and amenities consistent with anticipated market demands.

4. The proposed Enhanced Retail Alternative will provide creative incubator office space that will provide opportunities for new and emerging companies to start in Century City where they can stay, grow, and connect with other companies, contributing to the long-term economic health of the region.

5. Implementation of the Enhanced Retail Alternative will maintain and enhance the economic vitality of the region by providing temporary job opportunities associated with the construction of the proposed Enhanced Retail Alternative and permanent job opportunities during the Enhanced Retail Alternative's operation.

6. The Enhanced Retail Alternative will result in an approximately $350 million investment in the City and a total economic impact of over $290 million, over 25 years, and it will add approximately 4,067 jobs, of which approximately 1,467 will be permanent jobs directly related to the Enhanced Retail Alternative operation.

7. The proposed Enhanced Retail Alternative would maximize revenues to the City of Los Angeles in the form of increased sales, documentary transfer, business license, and property taxes while also contributing economic benefits to local businesses in the City of Los Angeles and the City of Beverly Hills.

8. Implementation of the Enhanced Retail Alternative will result in an energy-efficient and environmentally conscious office building with the target of achieving LEED Platinum status or equivalent green building standards through such means as the use of recycled or energy-efficient materials, water-saving devices, and sustainable design elements that conserve energy.

9. The Enhanced Retail Alternative will create a state-of-the-art commercial building and transit plaza in close proximity to housing, public transit, shops, restaurants, and entertainment uses. The proximity of residential uses and transit connections to commercial uses would support Century City's existing range of services and commercial activities, thereby supporting the economic future of the region.

10. The development of the Enhanced Retail Alternative in an established urban center served by existing infrastructure would minimize the need for the development of new infrastructure and make more efficient use of existing facilities.

11. The Enhanced Retail Alternative facilitates modes of travel other than by private automobiles by locating the proposed development within close proximity to transit and providing a comprehensive Transportation Demand Management (TDM) Program, including a mobility hub to promote use of transit services and other measures.

12. The Enhanced Retail Alternative will help develop a high-quality mobile cell phone app with the Century City Transportation Management Organization for the use of residents, employees, and visitors to Century City to help relieve congestion, reduce vehicle miles traveled, and promote transit usage by suggesting non-automotive methods of travel.

13. The Enhanced Retail Alternative will promote bicycle usage by providing bike racks, lockers, storage, and a bike-sharing service, and will offer shared vehicle rentals, as well as carpooling and vanpooling services, to promote modes of travel as alternatives to solo driving.

14. The Enhanced Retail Alternative reinforces public investment in and use of public transit by maximizing employment density adjacent to existing and planned major transit lines.

15. Implementation of the Enhanced Retail Alternative will provide sufficient parking to ensure the parking needs of the Enhanced Retail Alternative's tenants, visitors, staff, maintenance personnel, and delivery vehicles.

16. Implementation of the Enhanced Retail Alternative will create a landmark high-rise commercial building and unified site design that complements the aesthetic character of the area through appropriate scale and high-quality architectural design and detail.

17. The Enhanced Retail Alternative would enhance existing uses in Century City by creating greater pedestrian amenities, and reinforcing the strength and character of Century City with new architecture, landscaping, and other street-level amenities.

18. Implementation of the Enhanced Retail Alternative would enhance the appearance of the existing commercial district by redeveloping an underutilized and primarily vacant site with high-end office space and amenities.

19. The Enhanced Retail Alternative's extensive landscaping along the public street and sidewalks would enhance, and be in character with, adjacent and surrounding land uses.

20. Implementation of the Enhanced Retail Alternative would provide a pedestrian path along its eastern boundary, which would be linked to a mid-block pedestrian path across Constellation Boulevard. By providing a pedestrian walkway along the eastern boundary of the Project Site, the Enhanced Retail Alternative would enhance pedestrian activity and street life in the Project area.

21. The pedestrian environment of the area would be enhanced with upgraded landscaping along the public streets and sidewalks, including such proposed elements as a canopy of shade trees, flower gardens, water features, landscaping lighting features, broad landscaped setbacks, and streetscape amenities including seating areas for pedestrians.

22. The landscape features of the proposed Enhanced Retail Alternative will provide natural character and texture in an urban environment and enhance the visual character of the unified development.

23. Implementation of the Enhanced Retail Alternative would provide public and private open space areas to serve the needs of the community. The parking structure would feature an approximately 2.14-acre (approximately 93,000 square feet) landscaped green roof deck open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations, including the allowance for periodic use of the deck by the Applicant for private, non-public events, and the Applicant proposes providing approximately 39,037 square feet of additional public open space on site, including a Transit Plaza.

24. The Enhanced Retail Alternative directs growth into an existing intensely urban area, protecting and preserving surrounding low-density neighborhoods from the encroachment of incompatible land uses.

25. As set forth in the First Amendment to Development Agreement between the City of Los Angeles and the Applicant, the Enhanced Retail Alternative would provide additional public benefits to the City, including: contribution of community benefit funds to be dedicated to planning studies, regional transportation planning, the construction and development of transportation improvements in the West Los Angeles area, and a contribution to the City's Affordable Housing Trust Fund.

26. As set forth in the First Amendment to Development Agreement between the City of Los Angeles and the Applicant, the Enhanced Retail Alternative would provide funding to establish and operate a private shuttle service between Century City and the Metropolitan Transportation Authority's Expo Line, which would further reduce vehicle trips in Century City and the surrounding area and encourage the use of transit.

27. As set forth in the First Amendment to Development Agreement between the City of Los Angeles and the Applicant, the Enhanced Retail Alternative would be designed to accommodate a portal for the Metropolitan Transportation Authority's Century City Purple Line station in Century City, if the Project Site is selected as the station portal location. This would further the City's goals of making Century City a more walkable, pedestrian and transit-oriented environment and would support Century City's existing range of services and commercial activities, thereby supporting the economic future of Century City and the region.

FIRST AMENDMENT TO

DEVELOPMENT AGREEMENT

by and between

THE CITY OF LOS ANGELES

and

CENTURY CITY REALTY, LLC.

dated as of

_____

EXHIBIT A

FIRST AMENDMENT TO DEVELOPMENT AGREEMENT

This First Amendment to Development Agreement ("First Amendment") is executed this _____ day of _____, 2014, by and between the CITY OF LOS ANGELES, a municipal corporation ("City"), and Century City Realty, LLC, a Delaware limited liability company ("Century City Realty" or the "Property Owner"), pursuant to California Government Code Section 65864 *et seq.*, and the implementing procedures of the City, with respect to the following:

RECITALS

WHEREAS, the City and Century City Realty entered into a Development Agreement dated September 16, 2009 (CPC-2009-817-DA / Council File 09-1164), and recorded in the Official Records of Los Angeles County, California as Instrument No. 20091429410 on September 18, 2009, after adoption by the Los Angeles City Council as Ordinance No. 180,765 (the "Agreement"), pursuant to California Government Code Section 65864 *et seq.*, and the implementing procedures of the City; and

WHEREAS, the Agreement governed the development of certain real property in the City of Los Angeles, County of Los Angeles, State of California, commonly known as 10131 Constellation Boulevard and/or 1950 Avenue of the Stars, as more fully described in Exhibit E of the Agreement (the "Property"), and contemplated development of a high density residential complex known as Constellation Park on the Property, as described in Exhibit C of the Agreement (the "Approved Project"); and

WHEREAS, Century City Realty has requested pursuant to Section 6.8 of the Agreement that the City modify the Agreement to enable the development of a 37-story office tower and ancillary commercial facilities, as described on Exhibit 1 attached hereto and incorporated herein by reference (the "Enhanced Retail Alternative") as an alternative to the Approved Project; accordingly, proceedings to amend the Agreement have been undertaken in accordance with California Government Code Section 65868 and all other applicable laws; and

WHEREAS, development of either the Approved Project or the Enhanced Retail Alternative, in close proximity to jobs, public transit, shops, restaurants and entertainment uses will build upon the existing mixed-use nature of Century City and provide either housing or commercial office space within an existing regional center; and

WHEREAS, Century City Realty wishes to obtain reasonable assurances that the Property may be developed in accordance with the Project Approvals, as defined below, and the terms of the Agreement as amended by this First Amendment; and

WHEREAS, the Agreement as amended by this First Amendment is necessary to assure the Property Owner that the Approved Project and/or the Enhanced Retail Alternative will not be reduced in density, intensity or use or be subjected to new rules, regulations, ordinances or policies unless otherwise allowed by the Agreement as amended by this First Amendment; and

WHEREAS, the implementation of the Project Approvals and related actions will allow further development of either the Enhanced Retail Alternative or the Approved Project consistent with the objectives of the respective projects;

FIRST AMENDMENT

NOW, THEREFORE, pursuant to the authority contained in the Development Agreement Act, as it applies to the City, and in consideration of the mutual promises and covenants herein contained and other valuable consideration the receipt and adequacy of which the Parties hereby acknowledge, the Parties agree as follows:

1. **Incorporation into Agreement.** This First Amendment is hereby incorporated into the Agreement such that references to the "Agreement" or the "Development Agreement" in the Agreement's text shall hereafter also include this First Amendment. Unless otherwise set forth or modified herein, all capitalized terms used in this First Amendment shall have the same meaning as provided in the Agreement.

2. **Definitions.** The following definitions shall apply in the Agreement and this First Amendment:

a) Amendment Date. The "Amendment Date" means the date on which this First Amendment is attested by the City Clerk of the City of Los Angeles after execution by the Property Owner and the Mayor of the City of Los Angeles.

b) Project. The "Project" as originally defined in Section 1.22 of the Agreement and described in Exhibit C of the Agreement is hereby augmented also to allow, as an alternative to the Project so defined, the development of the Enhanced Retail Alternative described in Exhibit 1 attached hereto and incorporated herein by reference.

c) FSEIR. "FSEIR" means the Final Subsequent Environmental Impact Report for the Enhanced Retail Alternative, State Clearing House No. 2005051145, certified by the City in accordance with the requirements of CEQA.

d) Project Approvals. The "Project Approvals" as originally defined in Section 1.23 of the Agreement is hereby augmented also to mean, as applied to the Enhanced Retail Alternative, those Discretionary Actions authorizing the Enhanced Retail Alternative which have been approved by the City on or before the Amendment Date. These Project Approvals include, but are not limited to, certification of the Enhanced Retail Alternative's FSEIR and approval of Project Permit Compliance Review and Alternative Calculation of Trip Generation Factors pursuant to Section 6 of the Century City North Specific Plan, all as adopted by the City. These Project Approvals are listed in Exhibit 2, Enhanced Retail Alternative Project Approvals.

e) Applicable Rules. The "Applicable Rules" as originally defined in Section 1.2 of the Agreement is hereby augmented also to mean, as applied to the Enhanced Retail Alternative, the rules, regulations, ordinances and officially adopted policies of the City in full force and effect as of the Amendment Date which are generally

applicable to all or some properties within the City. The "Applicable Rules" as defined in this First Amendment shall apply only to the Enhanced Retail Alternative, the Project Approvals defined in this First Amendment, and any subsequent discretionary actions which are necessary for implementation of the Enhanced Retail Alternative.

f) Conditions of Approval. The "Conditions of Approval" as originally defined in Section 1.7 of the Agreement shall be applicable only to the Approved Project if the Property Owner elects to develop the Approved Project. If the Property Owner elects to develop the Enhanced Retail Alternative, "Conditions of Approval" shall refer only to the Conditions of Approval for the Enhanced Retail Alternative, including those contained in CPC 2013-210-SPP-SPR-MSC, approved by the City Planning Commission at the hearing held on June 12, 2014 (Determination Date of [DATE]) and by the City Council on [DATE], and attached hereto as Exhibit 3, Enhanced Retail Alternative Conditions of Approval.

g) Impact Fees. The "Impact Fees" as originally defined in Section 1.14 of the Agreement is hereby augmented also to mean, as applied to the Enhanced Retail Alternative, those Impact Fees in full force and effect as of the Amendment Date.

h) Mitigation Measures. The "Mitigation Measures" as originally defined in Section 1.16 of the Agreement is hereby augmented also to mean, as applied to the Enhanced Retail Alternative, the mitigation measures described in the FSEIR and in the Mitigation Monitoring Program for the Enhanced Retail Alternative which is attached hereto as Exhibit 4, Enhanced Retail Alternative Mitigation Monitoring Program.

i) Processing Fees. The "Processing Fees" as originally defined in Section 1.21 of the Agreement, is hereby augmented also to expressly exempt, as applied to the Enhanced Retail Alternative, all Impact Fees which may be imposed by the City on development projects pursuant to rules, regulations, ordinances, and policies enacted after the Amendment Date, except as specifically provided for in this First Amendment.

j) Term. The "Term" as originally defined in Sections 1.28 and 6.2 of the Agreement is hereby augmented to mean the period of time for which this Agreement shall be effective in accordance with Section 10 of this First Amendment.

k) First Structural Building Permit. The "First Structural Building Permit" means the first building permit issued for a structure (i.e., office tower, parking structure, etc.) in the Enhanced Retail Alternative, including a foundation permit or a building permit for theEnhanced Retail Alternative's parking structure, but specifically excluding any non-structural permit(s) such as grading, excavation, utility, or similar permits.

3. City Procedures and Actions.

a) City Planning Commission Action. The City Planning Commission held duly noticed public hearings on May 8, 2014 and June 12, 2014 and recommended approval of the First Amendment.

b) City Council Action. The City Council on [DATE], after conducting a duly-noticed public hearing, adopted Ordinance No. [XXXX], to become effective on the thirty-first day after publication, or on the forty-first day after posting, approving the First Amendment, found that its provisions are consistent with the City's General Plan, the West Los Angeles Community Plan, the Century City North Specific Plan, and the Municipal Code, and authorized the execution of the First Amendment.

4. **Applicability of the First Amendment.** This First Amendment does not: (1) grant density or intensity in excess of that otherwise established in the Project Approvals or Applicable Rules; (2) eliminate future Discretionary Actions relating to the Project if applications requiring such Discretionary Action are initiated and submitted by the owner of the Property after the Amendment Date; (3) guarantee that Property Owner will receive any profits from the Project; or (4) amend the City's General Plan. The Agreement as amended by this First Amendment has a fixed Term. Furthermore, in any subsequent actions applicable to the Property, the City may apply such new rules, regulations and official policies as are contained in its Reserved Powers.

5. **Obligations and Public Benefits.** If the Property Owner elects to develop the Approved Project, the obligations of the Property Owner contained in Section 3.1.3 of the Agreement shall apply to the Approved Project, and no other obligations or public benefits shall be required. If the Property Owner elects to develop the Enhanced Retail Alternative, Section 3.1.3 shall be augmented to include the following additional obligations and community benefit fund payments:

a) Planning, Transportation Planning and Improvements Funds: Property Owner shall contribute a total of **$4,000,000** of community benefit funds to be dedicated to planning studies, regional transportation planning and the construction and development of transportation improvements in the West Los Angeles area, as follows:

i. Property Owner shall contribute $1,500,000 of the community benefit funds into a City designated fund account for regional transportation planning and the construction and development of transportation improvements in the South Robertson Boulevard (south of Pico Boulevard and north of the I-10 Freeway) and Beverlywood community areas, as determined by the Office of Council District 5 in consultation with the Department of Transportation, Property Owner, the South Robertson Neighborhood Council and the Beverlywood community. Of the total $1,500,000 amount, Property Owner shall contribute $250,000 into the fund account within 30 days of the execution of this First Amendment, and $1,250,000 into the fund account upon the issuance of the First Structural Building Permit.

~~ii.~~ Property Owner shall contribute $2,500,000 of the community benefit funds to the City Planning Department for planning studies and regional transportation planning studies to improve the quality

of life and mobility for all residents in the West Los Angeles area, upon issuance of the First Structural Building Permit. Of the total $2,500,000 amount, $500,000 shall be directed for regional transportation planning studies in Council District 5 and adjacent areas, and $2,000,000 shall be directed for planning studies for the West Los Angeles area.

b) Shuttle Service: Property Owner shall establish a private shuttle connection between the Enhanced Retail Alternative and the Westwood/Rancho Park station of the Metropolitan Transportation Authority's Expo Line upon the issuance of a temporary certificate of occupancy for the 37-story tower element of the Enhanced Retail Alternative. This private shuttle shall remain in operation until (i) a public agency operated shuttle or shuttle operated by the Century City Transportation Management Organization is established between Century City and the Expo Line's Westwood/Rancho Park station, (ii) the Metropolitan Transportation Authority's Purple Line or a similar transit connection is extended to Century City, or (iii) for ten (10) years, whichever is earlier. The private shuttle will provide a connection for commuters between Century City and the Expo Line during the morning and afternoon peak hours. The private shuttle shall have approximately 20 to 25 seats for passengers. Members of the general public may use the private shuttle service; however, priority seating may be given to Enhanced Retail Alternative tenants. The private shuttle shall be a clean-fuel-operating vehicle.

c) "Trip" Covenant: In recognition of the alternative "Trip" generation factor recommended by the Department of Transportation for the Enhanced Retail Alternative, Property Owner shall record a covenant on the Property relinquishing 52.871 "Replacement Trips" upon the issuance of the building permit (structural) for the 37-story tower element of the Enhanced Retail Alternative. Those "Replacement Trips" relate to the previously demolished Bank Building Second Floor Office space on the Property, which were previously calculated using a "Trip" generation factor that is higher than the Department of Transportation's recommended factor.

d) Other Public Benefits: Property Owner shall provide additional public benefits, including:

i. Pedestrian Walkway: The Enhanced Retail Alternative shall provide an additional pedestrian walkway as shown on the Enhanced Retail Alternative's approved plans in the City's file along the northern perimeter of the Project Site that is not otherwise required by the Century City North Specific Plan (CCNSP), in addition to the pedestrian walkway required by the CCNSP, in order to facilitate the goals of establishing a network of mid-block pedestrian pathways and promoting the policies and principles of the Greening of 21st Century City Pedestrian Connectivity Plan.

ii. Green Roof. The Enhanced Retail Alternative shall include an approximately 2.14-acre (approximately 93,000 square feet) landscaped green roof deck on the parking structure which shall be open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations, including the allowance for periodic use of the deck by the Property Owner for private, non-public events.

iii. Subway Portal: The Enhanced Retail Alternative's Transit Plaza shall be designed to accommodate a portal for the Metropolitan Transportation Authority's Century City Purple Line station, if the Metropolitan Transportation Authority ultimately selects the Project Site as the station portal location.

iv. Diverse Workforce. In connection with the Project Labor Agreement for construction of the Enhanced Retail Alternative, Property Owner agrees to work in good faith with the Los Angeles/Orange Counties Building Trades Council and the individual unions that are signatories to the Project Labor Agreement to promote a diverse workforce for construction of the Enhanced Retail Alternative. In addition, in connection with the construction of the Enhanced Retail Alternative, Property Owner agrees to establish in good faith a program for minority-owned business enterprises, women-owned business enterprises, and disabled veteran-owned business enterprises to be included among the Enhanced Retail Alternative's contractors and subcontractors.

e) Affordable Housing Trust Fund Contribution: Property Owner shall contribute $250,000 to the City's Affordable Housing Trust Fund upon issuance of the First Structural Building Permit. If the Property Owner elects to develop the Approved Project, Property Owner shall contribute $500,000 to the City's Affordable Housing Trust Fund upon issuance of the first building permit issued for a structure in the Approved Project.

6. **Entitlement to Develop.** The following sentence in Section 3.2.1 of the Agreement shall apply only to the Approved Project: "In the event that it becomes desirable for the Project to be used in part or in full as a rental project, the City shall agree to expeditiously process any application to modify any Project entitlements, if necessary, pursuant to any fee agreement or expedited processing that may be negotiated between the City and Property Owner."

7. **Consistency in Applicable Rules.** Based upon all information made available to the City up to or concurrently with the execution of this First Amendment, the City finds and certifies that no Applicable Rules prohibit or prevent the full completion and occupancy of the Enhanced Retail Alternative in accordance with the uses, intensities, densities, designs and

heights, permitted demolition, and other development entitlements incorporated and agreed to herein and in the Project Approvals.

8. Nonapplication of Changes in Applicable Rules. For purposes of the Enhanced Retail Alternative, any change in, or addition to, the Applicable Rules, including, without limitation, any change in any applicable general or specific plan, zoning or building regulation, adopted or becoming effective after the Amendment Date, including, without limitation, any such change by means of ordinance, City Charter amendment, initiative, referendum, resolution, motion, policy, order or moratorium, initiated or instituted for any reason whatsoever and adopted by the City, the Mayor, City Council, Planning Commission or any other Board, Commission, Department or Agency of the City, or any officer or employee thereof, or by the electorate, as the case may be, which would, absent this First Amendment, otherwise be applicable to the Enhanced Retail Alternative and which would conflict in any way with the Applicable Rules, Project Approvals, or the Agreement as amended by this First Amendment, shall not be applied to the Enhanced Retail Alternative unless such changes represent an exercise of the City's Reserved Powers, or are otherwise agreed to in this First Amendment. Notwithstanding the foregoing, Property Owner may, in its sole discretion, consent to the application to the Enhanced Retail Alternative of any change in the Applicable Rules.

9. Impact Fees. Impact Fees imposed by the City with respect to the Enhanced Retail Alternative shall be only those Impact Fees in full force and effect as of the Amendment Date, the amounts of which are subject to ongoing annual increases which shall be calculated at time of payment. The installation of improvements identified in the Mitigation Measures and/or the Conditions of Approval implemented in connection with the Enhanced Retail Alternative shall be accepted by the City in lieu of otherwise applicable Impact Fees. The Agreement as amended by this First Amendment shall not limit any impact fees, linkage fees, exaction, assessments or fair share charges or other similar fees or charges imposed by other governmental entities and which the City is required to collect or assess pursuant to applicable law (e.g., school district impact fees pursuant to Government Code Section 65995).

10. Term. The Term as provided in Section 6.2 of the Agreement is hereby modified to extend until September 18, 2021, unless said Term is otherwise terminated, modified or extended by circumstances set forth in the Agreement or by mutual consent of the Parties hereto pursuant to Government Code Section 65868.

11. Covenants. The provisions of this First Amendment shall constitute covenants which shall run with the land comprising the Property for the benefit thereof, and the burdens and benefits hereof shall bind and inure to the benefit of all assignees, transferees, and successors to the Parties hereto.

12. Recordation. As provided in Government Code Section 65868.5, a copy of this First Amendment shall be recorded with the Registrar-Recorder of the County of Los Angeles within ten (10) days following the Amendment Date. Property Owner shall provide the City Clerk with the fees for such recording prior to or at the time of such recording should the City Clerk record the First Amendment.

13. **Entire Agreement.** The Agreement and this First Amendment set forth and contain the entire understanding and agreement of the Parties and there are no oral or written representations, understandings or ancillary covenants, undertakings or agreements which are not contained or expressly referred to herein (or any such representations, understandings or ancillary covenants, undertakings or agreements are integrated in the Agreement and this First Amendment) and no testimony or evidence of any such representations, understandings, or covenants shall be admissible in any proceedings of any kind or nature to interpret or determine the provisions or conditions of the Agreement and this First Amendment. Except as augmented by this First Amendment, the Agreement remains in full force and effect. To the extent of a conflict between the Agreement and this First Amendment, this First Amendment shall control.

14. **Counterparts**. This First Amendment is executed in duplicate originals, each of which is deemed to be an original. This First Amendment, not counting the Cover Page, Table of Contents or Index, consists of 6 pages and four (4) Exhibits.

IN WITNESS WHEREOF, the Parties hereto have executed this Amended Agreement as of the date first written above.

CITY OF LOS ANGELES, a municipal corporation of the State of California

By: _____

Eric Garcetti, Mayor

DATE: ,'

APPROVED AS TO FORM:
MIKE FEUER, City Attorney

By: _____

, Deputy City Attorney

DATE:

ATTEST:
HOLLY L. WOLCOTT, Interim City Clerk

By: _____

Deputy

DATE:

CENTURY CITY REALTY, LLC, a Delaware limited liability company

By: _____
Name:
Title:

By: _____
Name:
Title:

APPROVED AS TO FORM:

By: _____

Exhibit 1:

Enhanced Retail Alternative Description

The Enhanced Retail Alternative, also called the Century City Center Project, involves the development of a sustainably designed 37-story, approximately 700,000 square foot office tower; approximately 10,338 square feet of one- and two-story creative office space; a Transit Plaza including approximately 39,037 square feet of public open space at the corner of Avenue of the Stars and Constellation Boulevard, designed to accommodate the potential Century City Westside Subway Extension station, along with approximately 17,102 square feet of ancillary retail uses; and an approximately 2,389 square foot Mobility Hub. The total floor area for the Enhanced Retail Alternative would be approximately 729,829 square feet.

The Enhanced Retail Alternative would also include 1,530 parking spaces in a parking garage consisting of three subterranean levels and two aboveground levels, with an approximately 2.14 acre landscaped deck on the roof of the parking garage open to members of the public between 6:00 a.m. – 8:00 p.m., seven days per week, subject to reasonable rules and regulations, including the allowance for periodic use of the deck by the Property Owner for private, non-public events.

Exhibit 2:

Enhanced Retail Alternative Project Approvals

The Project Approvals for the Enhanced Retail Alternative include, without limitation, those Discretionary Actions approved by the City Council on [DATE], as described in the City Council approval dated [DATE] under Council File No. [XXXX], subject to the Conditions of Approval and Mitigation Measures in the City Council Approval dated [DATE]. The attached document is a portion of the Enhanced Retail Alternative's City Council approval dated [DATE], which lists those Discretionary Actions approved by the City Council on [DATE]. The City Council approval also includes Conditions of approval, which have been omitted and included as Exhibit 3 of this First Amendment; Mitigation Measures, which have been omitted and included as Exhibit 4 of this First Amendment, and associated findings, which have been omitted.

Exhibit 3:

Enhanced Retail Alternative Conditions of Approval

[TO BE ADDED]

Exhibit 4:

Enhanced Retail Alternative Mitigation Monitoring Program

[TO BE ADDED]