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VIA EMAIL

September 27, 2016

City Council  
City of Los Angeles  
c/o City Clerk  
200 N. Spring Street, Room 395  
Los Angeles, CA 90012

File No. 043172-0005

Re: September 27, 2016, Agenda, Items 7, 8, 9, 17, and 18: Paramount Pictures Master Plan Project (Council File Nos. 16-0876, 16-0876-S1, 16-0876-S2)

Dear President Wesson and Honorable Councilmembers:

On behalf of Paramount Pictures, we are providing for your consideration responses to comments regarding the proposed Paramount Pictures Master Plan submitted by Blum Collins dated September 6, 2016, and September 12, 2016 (Attachment A responses) and by Beth Dorris dated September 14, 2016 (Attachment B responses). Previous letters from Blum Collins dated July 13, 2016, and July 25, 2016, as well as prior comments from Ms. Dorris, were addressed in letters we previously submitted to the Planning and Land Use Management Committee. Also, attached as Attachment C is information regarding implementation of a project lighting design feature.

Consistent with the recommendations of the Planning and Land Use Management Committee, the City Planning Commission, and Planning Department staff, we respectfully request your approval of the Paramount Pictures Master Plan and the related actions.

Very truly yours,



George J. Muhlsten  
of LATHAM & WATKINS LLP

Attachments

cc: Sharon Keyser, Paramount Pictures  
Luciralia Ibarra, Department of City Planning  
Elva Nuno-O'Donnell, Department of City Planning

## ATTACHMENT A

### Responses to Comments submitted by Blum Collins LLP on behalf of the SoCal Environmental Justice Alliance dated September 6, 2016 and September 12, 2016 (the "Alliance letters")

#### Air Quality Analysis and Assumptions

The Draft EIR includes a thorough assessment of air quality and health risk impacts consistent with guidance from the South Coast Air Quality Management District. The main body of the Draft EIR includes a detailed discussion of the background and methodology to support the air quality analysis, as discussed on pages IV.B.1-28 through IV.B.1-33. In addition, the technical appendices, including Appendix E.1, provide substantial information and technical analysis in support of the Draft EIR.

The Alliance letters largely make general assertions about the information in the appendices and the disclosure of the basis for assumptions but do not describe with particularity any specific issue or concern with the technical appendices or identify a specific issue or assumption that is not adequately described in the main body of the EIR or the technical appendices. The main body of the EIR and the technical appendices provide an appropriate level of information and analysis, and it would be speculative to guess what issues are suggested by the Alliance letters. No additional analysis or response is required. To the extent the Alliance letters raise specific points or questions regarding the analysis, those issues are addressed below.

#### Health Risks Associated with Air Pollutants, Including Ozone

The Alliance letter claims that the EIR should include health impacts of different air pollutants and suggests that the EIR does not adequately address impacts associated with ozone. As noted above, the Draft EIR includes a detailed assessment of air quality and health risk impacts, consistent with guidance from the South Coast Air Quality Management District. The Draft EIR analyzed health risks by completing a Health Risk Assessment (HRA) and a Localized Significance Threshold (LST) analysis.

As discussed on page IV.B.1-39 of the Draft EIR, even though the South Coast Air Quality Management District guidance does not call for preparing an HRA to evaluate short-term construction emissions, the Draft EIR conservatively conducted a HRA of construction-related diesel particulate emissions to assess this potential risk. The HRA analyzed diesel exhaust emissions associated with on-site heavy equipment and haul trucks during construction. As discussed on page IV.B.1-39 of the Draft EIR, the HRA concluded that impacts would be less than significant.

The LST analysis also concluded that impacts would be less than significant. Specifically, as shown in Table IV.B.1-14 on page IV.B.1-64 of the Draft EIR, construction-related LST impacts would be less than significant with incorporation of mitigation measures. In addition, as discussed on pages IV.B.1-41 through IV.B.1-45 of the Draft EIR, LST impacts during operations would be less than significant.

Page IV.B.1-4 of the Draft EIR discusses health risks related to ozone, including potentially more severe risks to people with asthma and other respiratory ailments. In addition,

as discussed on page IV.B.1-34 of the Draft EIR, the analysis considered and disclosed the potential for health impacts from the Project's emissions, including from ozone precursors. Specifically, the Draft EIR states:

Recognizing the correlation between potential impacts on local air quality and human health, the SCAQMD developed the LSTs discussed above, which are based on compliance with the NAAQS and CAAQS. As discussed above, the NAAQS and CAAQS are established at concentration levels to provide public health protection, including protecting the health of "sensitive" populations such as asthmatics, children, and the elderly. Potential human health impacts are evaluated using a screening level analysis using the SCAQMD's LST methodology followed by a detailed analysis for any pollutants exceeding the LSTs.

The SCAQMD developed LSTs for CO, NO<sub>2</sub>, PM<sub>10</sub>, and PM<sub>2.5</sub>. The SCAQMD has not established an LST for ozone. Given that ozone formation occurs through a complex photo-chemical reaction between NO<sub>x</sub> and VOCs in the atmosphere with the presence of sunlight, the impacts of ozone are typically considered on a basin-wide or regional basis instead of a localized basis.

Accordingly, the health risks associated with the Project, included related to ozone impacts, were properly discussed in the Draft EIR.

#### Diesel Particulate Matter

The Alliance letters claim that the EIR's statement that diesel particulate matter may be a health hazard is an understatement. However, this comment does not properly characterize the Draft EIR's detailed discussion of potential health impacts from diesel particulate matter (DPM). In fact, the Draft EIR included a thorough discussion about the potential health risks from exposure to DPM. Specifically, on pages IV.B.1-6 and IV.B.1-7, the Draft EIR states:

Diesel Particulate Matter (DPM), which is emitted in the exhaust from diesel engines, was listed by the State as a TAC in 1998. DPM has historically been used as a surrogate measure of exposure for all diesel exhaust emissions. DPM consists of fine particles (fine particles have a diameter less than 2.5 µm), including a subgroup of ultrafine particles (ultrafine particles have a diameter less than 0.1 µm). Collectively, these particles have a large surface area which makes them an excellent medium for absorbing organics. The visible emissions in diesel exhaust include carbon particles or "soot." Diesel exhaust also contains a variety of harmful gases and cancer-causing substances.

Exposure to DPM may be a health hazard, particularly to children whose lungs are still developing and the elderly who may have

other serious health problems. DPM levels and resultant potential health effects may be higher in close proximity to heavily traveled roadways with substantial truck traffic or near industrial facilities. According to CARB, DPM exposure may lead to the following adverse health effects: (1) aggravated asthma; (2) chronic bronchitis; (3) increased respiratory and cardiovascular hospitalizations; (4) decreased lung function in children; (5) lung cancer; and (6) premature deaths for people with heart or lung disease. To provide a perspective on the contribution that DPM has on the overall Statewide average ambient air toxics potential cancer risk, CARB evaluated risks from specific compounds using data from CARB's ambient monitoring network. CARB maintains a 21-site air toxics monitoring network which measures outdoor ambient concentration levels of approximately 60 air toxics. CARB has determined that, of the top ten inhalation risk contributors, DPM contributes approximately 71 percent of the total potential cancer risk.

As a result, the Draft EIR's analysis and discussion of DPM was appropriate and no additional information is required.

### Ozone Levels

The Alliance letters claim that the EIR omits information regarding the existing nonattainment for ozone. To the contrary, Table IV.B.1-1 in the Draft EIR correctly describes the federal non-attainment level for ozone as Non-Attainment (Extreme) and for California as Non-Attainment (Extreme) (1-hour) and Non-Attainment (8-hour).

The Draft EIR evaluated whether the Project would be consistent with the long-term policies to reduce air pollution, including ozone. The Draft EIR concluded that the Project is consistent with the South Coast Air Quality Management District's Air Quality Management Plan. Further, as discussed on page IV.B.1-56 of the Draft EIR, the Project is consistent with applicable policies of the City of Los Angeles Air Quality Element.

### Emergency Generators

The Alliance letters suggest that a Health Risk Assessment should have been conducted with regard to operation of the Project to model the use of backup diesel powered emergency generators. A Health Risk Assessment (HRA) for operational emissions is not required under the South Coast Air Quality Management District guidance for this type of project. The Draft EIR properly considered health risks impacts for operational emissions, including potential impacts from emergency diesel generators. As discussed on page IV.B.1-49 of the Draft EIR, because the Project would result in only a relatively low incremental increase in the annual average activity of onsite toxic air contaminant sources, the potential impacts associated with Project-related toxic air containments would be less than significant and a HRA for operational emissions is not needed. Further, as discussed on page IV.B.1-49 of the Draft EIR, all new generators would be required to comply with applicable rules and regulations imposed by the

South Coast Air Quality Management District, including achieving Best Available Control Technology (BACT) standards, minimizing the potential for health risks. Further, if the installation of new generators results in multiple-generator groups, the installation would be required to comply with SCAQMD Rule 1472 to ensure that localized health risks remain below applicable thresholds.

### Construction Schedule

The Alliance letters claim that the duration of construction is not disclosed and that a Health Risk Assessment should have been performed to address concurrent construction and operational emissions. A Health Risk Assessment (HRA) was conducted to evaluate the Project's construction-related emissions. The HRA concluded that health risk impacts would be less than significant. An HRA is based on *total* exposure to a pollutant from a certain source, such as construction-related emissions. As a result, the duration of the construction schedule would not affect the results of the HRA because the total pollutant exposure was included in the analysis.

### NO<sub>x</sub>

The Alliance letter notes that the Project will not involve any substantial stationary source emissions but notes that vehicles including diesel trucks can have significant NO<sub>x</sub> and PM emissions. The Alliance letter questions whether the EIR analyzed the Project in relation to air quality standards with respect to NO<sub>x</sub>.

The Draft EIR analyzed localized impacts from the Project's construction and operational emissions consistent with the South Coast Air Quality Management District's Localized Significance Thresholds (LSTs) methodology. The Draft EIR's LST analysis included an assessment of whether the Project's construction and operational emissions would result in an exceedance of LSTs for NO<sub>x</sub>, CO, PM<sub>10</sub> and PM<sub>2.5</sub>. As discussed on page IV.B.1-62 and Table IV.B.1-14 of the Draft EIR, with incorporation of mitigation measures, localized construction impacts from NO<sub>x</sub>, CO, PM<sub>10</sub>, and PM<sub>2.5</sub> emissions would be less than significant. Similarly, as described on pages IV.B.1-41 through IV.B.1-45 of the Draft EIR, localized operational impacts emissions from NO<sub>x</sub>, CO, PM<sub>10</sub>, and PM<sub>2.5</sub> emissions would be less than significant. No additional analysis or information is required.

### Air Quality Management Plan

The EIR analyzed consistency with the Air Quality Management Plan (AQMP) based on guidance from the South Coast Air Quality Management District. The Alliance letters indicate disagreement with the EIR's conclusion that the Project is consistent with the AQMP but do not identify any basis for their comments about the jobs information or the RTP/SCS. The Draft EIR concluded that the Project is consistent with the AQMP. Further, as discussed on page IV.B.1-56 of the Draft EIR, the Project is consistent with applicable policies of the City of Los Angeles Air Quality Element. Accordingly, no additional analysis or information is required.

## Concurrent Construction

The assertion provided in the Alliance letters and the Soil Water Air Protection Enterprises (SWAPE) memo that the construction analysis should have considered concurrent construction of groups A-D is incorrect and contradictory to information provided in the Draft EIR. The proposed Project does not contemplate construction of all of the groups (i.e., A through D) occurring concurrently in year 1.

The construction methodology was provided on Page IV.B.1-28 of Section IV.B.1, Air Quality, of the Draft EIR. As stated therein, the Project construction schedule would depend on market conditions and the business needs of the Applicant. For purposes of the construction analysis, a construction phasing schedule was developed that considered the anticipated business needs and the maximum amount of development that may occur in the Project Site at any one time. The location of the anticipated construction phases were depicted on Figure IV.B.1-4 on page IV.B.1-29 of the Draft EIR. Within each construction phase, activities were grouped by geographic area that allow for maximum construction to occur within a given phase while providing for continued studio operations within the Project Site.

Potential air quality impacts from each construction phase were evaluated at the earliest potential construction timeframe. This approach is conservative since pollutant emission factors decrease in subsequent years as newer and more efficient construction equipment and vehicles enter the fleet mix (i.e., the State-wide heavy-duty construction equipment and vehicular fleet mix in future years has a better overall fuel efficiency with decreased emission factors due to more stringent regulations). Therefore, the analysis addressed whether the proposed construction would begin with Group A, Group B, Group C, or Group D. All subsequent construction after the first construction group completed would conservatively reflect emission factors beginning in 2016. As stated above, this approach is conservative and provides the flexibility (dependent on market conditions) as to which construction group is built first.

Based on the construction schedule, the potential existed for some limited overlap between phases. This potential for overlapping emissions from multiple phases was addressed in Appendix E, Air Quality Data, of the Draft EIR. Specifically, the Summary of CalEEMod Output by Phase and Overlapping Phases section of Appendix E.1.1 (Construction Impacts) shows overlap between Groups B and C (Subphases B3 and C1). Potential emissions resulting from the overlap of Groups B and C were less than the peak daily emissions from the individual phases when overlap would not occur. Consistent with guidance from the South Coast Air Quality Management District, the Draft EIR analyzed construction emission based on the “peak” (i.e., worst case) daily emissions. Therefore, the emissions from the overlap between Groups B and C were not reported in Section IV.B-1, Air Quality, of the Draft EIR because the overlapping emissions were less than the peak daily emissions used to determine the significance of the air quality impact. In this way, the Draft EIR was conservative. In addition, the Draft EIR recognized that it is possible that some individual subphases may overlap within each of the phases (e.g., demolition for a particular subphase could potentially overlap with site grading of another subphase). The Summary of CalEEMod Output by Phase and Overlapping Phases section of Appendix E.1.1 (Construction Impacts) shows the emissions between these subphases. As an example, Appendix E.1.1 shows that maximum daily emissions from Group B would occur during the overlap of grading/excavation and building construction of Subphase B2.

Another example shows that maximum emissions during Group C would occur during grading/excavation of Subphase C4 and building construction of C5. These maximum daily emissions from each of the Groups were presented in Table IV.B.1-4, Unmitigated Proposed Project-Estimate of Regional Construction Emissions, on page IV.B.1-37 of the Draft EIR. As discussed above, consistent with guidance from the South Coast Air Quality Management District, construction impacts were based on peak daily emissions, which took into account this potential for subphase overlap. Based on this analysis, the potential for overlap of construction activities was accounted for in the construction air quality impact analysis.

## **ATTACHMENT B**

### **Responses to Comments submitted by Beth Dorris dated September 14, 2016** **("the Dorris letter")**

#### **Building Location Near Plymouth Gate**

The Dorris letter repeats prior comments regarding the Plymouth Gate which have been addressed previously. As explained in the EIR and in prior responses to comments, the EIR fully evaluates the noise, parking, traffic, emergency access, and safety impacts of the Project, including those associated with Plymouth Gate, which would be less than significant.

The Dorris letter suggests that the placement of a building near the Plymouth Gate would have significant impacts on the KCAL building and historic residential buildings in the surrounding area. To the contrary, as discussed in the EIR, with implementation of the proposed Specific Plan, including the Historic Resources Preservation Plan, and the proposed mitigation measures, the potential impacts of new construction on potential historic resources would be less than significant. The KCAL Building would be retained and rehabilitated as part of the proposed Project, and the Historic Resources Preservation Plan includes guidelines specifically related to new construction adjacent to the KCAL building. As explained in the EIR, the KCAL building would retain eligibility for historic designation following implementation of the proposed Project, and new construction would have a less than significant impact on the eligibility of the KCAL building.

The analysis of potential impacts to historic resources also included an analysis of potential impacts to nearby historic preservation overlay zones (HPOZs). As discussed in Section IV.C., Cultural Resources, the nearest designated HPOZs (Hancock Park and Windsor Square) are located approximately 0.5 mile from the Project Site, and all HPOZs are separated from the Project Site by major arterial streets and existing development. No neighboring historic resources would be demolished as part of the proposed Project. Therefore, the proposed Project would have a less-than-significant impact on historic resources in the Project vicinity. It is further noted that the site of the proposed Project development near the Plymouth Gate would be separated from the residential area to the south by a major arterial street (Melrose Avenue) and commercial development, and that this residential area is not within an HPOZ or otherwise designated historic. The Dorris letter suggests that the placement of a 150-foot tall building associated with the Project would be more appropriate near Van Ness Avenue, because it would be across from the Raleigh Studios. However, there are residential uses near that portion of the Project site as well, some of which would not be separated by a major arterial and intervening commercial development.

#### **Transportation Analysis**

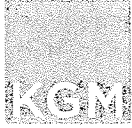
The Dorris letter claims that transportation impacts were insufficiently addressed in the EIR, and suggests that the transportation study was flawed because it does not reflect the "extraordinary situation" that there is no east-west bound public street for at least half of a mile between Melrose Avenue and Santa Monica Boulevard, between Gower Street and Van Ness



Avenue. However, contrary to the Dorris letter's contention, this is not an extraordinary or unique circumstance. There are numerous areas in the City, including in the subject area, where streets are cut off by existing properties. For example, between Beverly Boulevard and Melrose Avenue, east-west access is cut off by the Wilshire Country Club. In any event, as explained in detail in the EIR and prior responses to comments, the Project's EIR fully analyzes potential traffic impacts in detail in Section IV.K, Traffic, Access and Parking, of the Draft EIR. The transportation study included as Appendix Q to the Draft EIR took into consideration the existing street configuration and traffic patterns in the study area, and includes detailed information regarding Project trip generation, trip distribution, and trip assignment, among other aspects of the analysis.

**ATTACHMENT C**

KGM Memorandum



KAPLAN GEHRING MCCARROLL  
ARCHITECTURAL LIGHTING

MEMORANDUM

DATE: September 26, 2016

TO: Mike Sweeney  
Rios Clementi Hale Studios

FROM: Kris Sandheinrich

RE: Paramount Pictures  
KGM #11345

CC: Eyestone Environmental

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Kaplan Gehring McCarroll Architectural Lighting (“KGM”) previously analyzed the potential light spill impacts of lighting related to the proposed Paramount Pictures Master Plan (“Project”), which analysis was documented in our *Paramount Pictures Lighting Analysis* report dated November 2013. As explained in the Lighting Analysis report, to evaluate the potential light spill from all of the proposed Project light, KGM performed a photometric study that analyzed a combination of all potential lighting and calculated the potential light spill levels from the combined lighting. The methodology for the photometric study is explained in Section 3.0 of the Lighting Analysis report.

As explained in Section 4.0 of the Light Analysis report, without incorporation of any design standards or mitigation measures to reduce light spillage, Project lighting would not exceed the light spill thresholds with the exception of office/production office and support building lighting on Ancillary Lots abutting a residential property. Using the photometric study, KGM also analyzed ways to ameliorate light spillage, while maintaining a lighting design that is feasible, efficient, cost effective and state of the art. This analysis is explained in Section 4.1. of the Lighting Analysis report. As shown in the report, with the incorporation of standard methods of ameliorating light spillage, the light levels from such buildings on Ancillary Lots abutting a residential property would be reduced to below the light spill threshold (2 foot-candles). The attached are examples of the results of the photometric analysis of development on the Ancillary Lots that show that with building designs in compliance with the proposed Specific Plan and the Los Angeles Building and Fire Codes, buildings on the Ancillary Lots would not result in light spillage impacts. During implementation of

the Project, this type of documentation could be prepared to evidence compliance with the proposed Project Design Feature A.2.4 (building plans shall include documentation that the building lighting will not exceed 2 foot-candles as measured at the abutting residential property).

If you have any questions regarding this information, please feel free to contact me.





**PARAMOUNT PICTURES  
 PHOTOMETRIC STUDIES**

**STUDY**

- MELROSE & GOWER
- RECESSED 2X4 LIGHT FIXTURES WITH 0.8 LIGHT LOSS FACTOR
- WITH PERIMETER FENCING

**FIXTURES & BUILDINGS :**

INCLUDE ALL INTERIOR AND EXTERIOR PROJECT LIGHTING

**NOTES :**

GREEN DASH LINE INDICATES THE APPROXIMATE LOCATION OF RESIDENTIAL PROPERTY LINE

DATE : SEPTEMBER 2016

SCALE : 1/32"=1'

