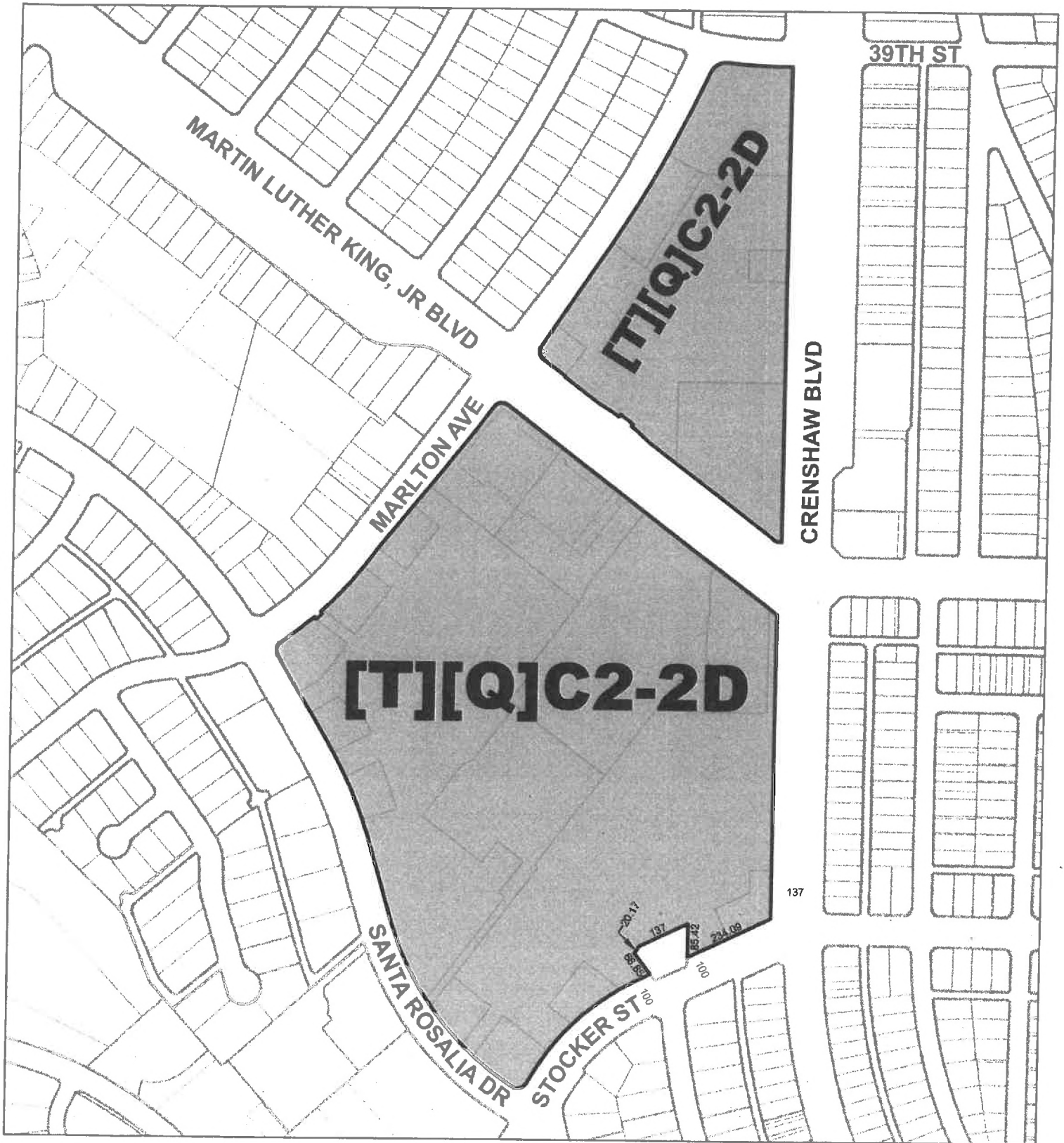


ORDINANCE NO. _____

An ordinance amending Section 12.04 of the Los Angeles Municipal Code by amending the zoning map.

THE PEOPLE OF THE CITY OF LOS ANGELES DO ORDAIN AS FOLLOWS:

Section 1. Section 12.04 of the Los Angeles Municipal Code is hereby amended by changing the zone classifications of properties shown upon a portion of the Zoning Map incorporated therein and made a part of Article 2, Chapter 1 of the LAMC, so that such portion of the Zoning Map shall conform to the zoning on the map attached hereto and incorporated herein by this reference.

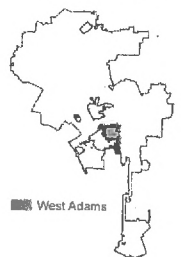


CPC-2015-4398-GPA-ZC-HD-ZAD-CU

CFI *CFI*

040317

City of Los Angeles



(Q) Qualified Conditions of Approval**As modified by the Planning and Land Use Management Committee on June 5, 2018**

Pursuant to Section 12.32 G of the Municipal code, the following limitations are hereby imposed upon the use of the subject property, subject to the "Q" Qualified classification.

A. Entitlement Conditions

1. **Project Description.** Master Plan development resulting in a mixed-use retail, commercial, office, hotel, and residential project totaling approximately 3,072,956 square feet of floor area. The existing structures, cinema, and one outparcel developed with a Staples store will be maintained and 77,933 square feet of the existing structures will be demolished. The project will result in a total net new floor area of approximately 2,056,215 square feet consisting of:
 - a. 331,838 square feet of retail/restaurant uses,
 - b. 143,377 square feet of office uses,
 - c. 346,500 square feet of hotel uses providing up to 400 hotel rooms, and
 - d. 1,234,500 square feet of residential uses within 961 residential units (551 condominiums and 410 apartments).

The existing mall structures, areas, uses and/or operations, which may include tenant improvements, additions, alterations, modifications and/or required structural improvements are not a part of the project and shall not be subject to these "Q" Qualified Conditions of Approval.

2. **Site Development.** Except as modified herein, the project shall be in substantial conformance with the plans and materials stamped "Exhibit A" and dated March 2017, and attached to the subject case file. No change to the plans will be made without prior review by the Department of City Planning, and written approval by the Director of Planning, with each change being identified and justified in writing. Minor deviations may be allowed in order to comply with provisions of the Municipal Code, the subject conditions, and the intent of the subject permit authorization.
3. **Ordinance No. 162,020.** Establishment of the project approvals associated with CPC-2015-4398-GPA-ZC-HD-ZAD-CU shall supersede and replace the 'Q' condition established by Ordinance No. 162,020.
4. **Historic Preservation Plan.** Prior to the issuance of any building permits for the exterior and interior renovation to the Broadway and May Company buildings, the applicant shall submit a Historic Preservation Plan for the review and approval of the Department of City Planning, Office of Historic Resources (OHR). The content and format of the Historic Preservation Plan must be approved by OHR before it is submitted for approval.
5. **Site Plan Review.** The applicant shall file a Site Plan Review with the Department of City Planning pursuant to Section 16.05 of the LAMC prior to the development of each proposed project component (eg. residential, retail village, office, hotel, parking structures). The application shall include a site plan, floor plans, elevations, and a landscape plan.
 - a. LAMC Sections 16.05-D and 16.05-I shall not be applicable;

- b. In addition to the provisions of LAMC Section 16.05-E,4, a "Supplemental EIR", an "Addendum", or a "Subsequent EIR" shall be acceptable to satisfy the requirements of CEQA;
 - c. Appeals shall be heard by the City Planning Commission, the original decision-maker, in lieu of the Area Planning Commission as otherwise specified in LAMC Section 16.05-H,1; and
 - d. No single phase shall consist of less than 50 dwelling units or guest rooms, or 50,000 square feet of net new non-residential floor area.
6. **Zoning.** In compliance with the LAMC, uses permitted in the C2 Zone shall apply to the project site.
 7. **Parking.** Parking shall be in compliance with the LAMC, except as otherwise authorized herein.
 8. **Development Agreement.** Prior to the issuance of a building permit for any phase within the project, the Department of Building and Safety shall confirm that the public benefits, as identified in Case No. CPC-2016-3681-DA, have been satisfied.
 9. **Mitigation Monitoring Program.** The project shall be in substantial conformance with the mitigation measures in the attached MMP and stamped "Exhibit B" and attached to the subject case file. The implementing and enforcing agencies may determine substantial conformance with mitigation measures in the MMP. If substantial conformance results in effectively deleting or modifying the mitigation measure, the Director of Planning shall provide a written justification supported by substantial evidence as to why the mitigation measure, in whole or in part, is no longer needed and its effective deletion or modification will not result in a new significant impact or a more severe impact to a previously identified significant impact.

If the Project is not in substantial conformance to the adopted mitigation measures or MMP, a modification or deletion shall be treated as a new discretionary action under CEQA Guidelines, Section 15162(c) and will require preparation of an addendum or subsequent CEQA clearance. Under this process, the modification or deletion of a mitigation measure shall not require a Zone Change unless the Director of Planning also finds that the change to the mitigation measures results in a substantial change to the Project or the non-environmental conditions of approval.

10. **Mitigation Monitor.** During the construction phase and prior to the issuance of building permits, the applicant shall retain an independent Construction Monitor (either via the City or through a third-party consultant), approved by the Department of City Planning, who shall be responsible for monitoring implementation of project design features and mitigation measures during construction activities consistent with the monitoring phase and frequency set forth in this MMP.

The Construction Monitor shall also prepare documentation of the applicant's compliance with the project design features and mitigation measures during construction every 90 days in a form satisfactory to the Department of City Planning. The documentation must be signed by the applicant and Construction Monitor and be included as part of the applicant's Compliance Report. The Construction Monitor shall be obligated to immediately report to the Enforcement Agency any non-compliance with the mitigation measures and project design features within two businesses days if the applicant does not correct the non-compliance within a reasonable time of notification to the applicant by

the monitor or if the non-compliance is repeated. Such non-compliance shall be appropriately addressed by the Enforcement Agency.

B. Administrative Conditions

11. **Approval, Verification and Submittals.** Copies of any approvals, guarantees or verification of consultations, reviews 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.
12. **Code Compliance.** Area, height and use regulations of the zone classification of the subject property shall be complied with, except wherein these conditions explicitly allow otherwise.
13. **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.
14. **Definition.** Any agencies, public officials or legislation referenced in these conditions shall mean those agencies, public offices, legislation or their successors, designees or amendment to any legislation.
15. **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.
16. **Building Plans.** Page 1 of the grant and all the conditions of approval shall be printed on the building plans submitted to the City Planning Department and the Department of Building and Safety.
17. **Indemnification and Reimbursement of Litigation Costs.** Applicant shall do all of the following:
 - i. Defend, indemnify and hold harmless the City from any and all actions against the City relating to or arising out of, in whole or in part, the City's processing and approval of this entitlement, including but not limited to, an action to attack, challenge, set aside, void, or otherwise modify or annul the approval of the entitlement, the environmental review of the entitlement, or the approval of subsequent permit decisions, or to claim personal property damage, including from inverse condemnation or any other constitutional claim.
 - ii. Reimburse the City for any and all costs incurred in defense of an action related to or arising out of, in whole or in part, the City's processing and approval of the entitlement, including but not limited to payment of all court costs and attorney's fees, costs of any judgments or awards against the City (including an award of attorney's fees), damages, and/or settlement costs.
 - iii. Submit an initial deposit for the City's litigation costs to the City within 10 days' notice of the City tendering defense to the Applicant and requesting a deposit. The initial deposit shall be in an amount set by the City Attorney's Office, in its sole discretion,

based on the nature and scope of action, but in no event shall the initial deposit be less than \$50,000. The City's failure to notice or collect the deposit does not relieve the Applicant from responsibility to reimburse the City pursuant to the requirement in paragraph (ii).

- iv. Submit supplemental deposits upon notice by the City. Supplemental deposits may be required in an increased amount from the initial deposit if found necessary by the City to protect the City's interests. The City's failure to notice or collect the deposit does not relieve the Applicant from responsibility to reimburse the City pursuant to the requirement in paragraph (ii).
- v. If the City determines it necessary to protect the City's interest, execute an indemnity and reimbursement agreement with the City under terms consistent with the requirements of this condition.

The City shall notify the applicant within a reasonable period of time of its receipt of any action and the City shall cooperate in the defense. If the City fails to notify the applicant of any claim, action, or proceeding in a reasonable time, or if the City fails to reasonably cooperate in the defense, the applicant shall not thereafter be responsible to defend, indemnify or hold harmless the City.

The City shall have the sole right to choose its counsel, including the City Attorney's office or outside counsel. At its sole discretion, the City may participate at its own expense in the defense of any action, but such participation shall not relieve the applicant of any obligation imposed by this condition. In the event the Applicant fails to comply with this condition, in whole or in part, the City may withdraw its defense of the action, void its approval of the entitlement, or take any other action. The City retains the right to make all decisions with respect to its representations in any legal proceeding, including its inherent right to abandon or settle litigation.

For purposes of this condition, the following definitions apply:

"City" shall be defined to include the City, its agents, officers, boards, commissions, committees, employees, and volunteers.

"Action" shall be defined to include suits, proceedings (including those held under alternative dispute resolution procedures), claims, or lawsuits. Actions includes actions, as defined herein, alleging failure to comply with any federal, state or local law.

Nothing in the definitions included in this paragraph are intended to limit the rights of the City or the obligations of the Applicant otherwise created by this condition.

“D” Development Limitation Conditions of Approval

Pursuant to Section 12.32 G of the Municipal code, the following limitations are hereby imposed upon the use of the subject property, subject to the “D” Development Limitations.

1. **Ordinance No. 165,481.** Establishment of the project approvals associated with CPC-2015-4398-GPA-ZC-HD-ZAD-CU shall supersede and replace the “D” Limitation established by Ordinance No. 165,481.
2. **Floor Area.** The project shall be limited to a 3:1 Floor Area Ratio across the entire site.

Sec. __. The City Clerk shall certify to the passage of this ordinance and have it published in accordance with Council policy, either in a daily newspaper circulated in the City of Los Angeles or by posting for ten days in three public places in the City of Los Angeles: one copy on the bulletin board located at the Main Street entrance to the Los Angeles City Hall; one copy on the bulletin board located at the Main Street entrance to the Los Angeles City Hall East; and one copy on the bulletin board located at the Temple Street entrance to the Los Angeles County Hall of Records.

Pursuant to Section 559 of the City Charter, I **DISAPPROVE** this ordinance on behalf of the City Planning Commission and recommend that it **NOT BE ADOPTED**.

By 
Vincent P. Bertoni, AICP
Director of Planning

Date 6/8/18

File No. 17-0872-51

CITY CLERK

MAYOR

Ordinance Passed _____

Approved _____