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October 1, 2013

Councilmember Bob Blumenfield
City of Los Angeles
200 N. Spring Street
Los Angeles, CA 90012

PLUM Chair Jose Huizar
Councilmember Gilbert A. Cedillo
Councilmember Mitch Englander
PLUM Committee
City of Los Angeles
200 N. Spring Street
Los Angeles, CA 90012

Re: Warner Center 2035 Plan and Westfield Shopping Centers; PLUM
Agenda 10/1/13 Item 1 (CF 13-0197)

Honorable Councilmembers:

Westfield has been a proud member of Warner Center for over three decades and has grown and evolved along with the community for years. With two existing and thriving properties at Topanga and the Promenade, Westfield is in the process of investing over \$350 million more in Warner Center at the Village at Westfield Topanga, approved last year with thousands of community members on record in support. (See attached exhibit showing these properties which comprise a large portion of the Warner Center area). We understand that the Warner Center Specific Plan must and should change along with the times, and we have appreciated the opportunity to work with Planning and the Council Office to ensure that the proposed Warner Center 2035 Plan (the "Plan") adequately meets the needs of the community as well as our shopping centers over time.

Westfield and the community have worked with Planning for more than three years on the Plan, and we were very happy this spring to have finally achieved a PLUM-approved Plan that addressed most of Westfield's unique needs and was also fully supported by the community and Planning. PLUM's approved version of the Plan was the culmination of countless meetings, discussions, and compromises between Planning and the community over dozens of months and resulted in a Plan we could support.

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We were therefore extremely surprised to see that the City Attorney's Office released a version of the Plan, just last week, that included nearly 200 pages of modifications. Many of these modifications did not appear to be for legal form only, but rather included significant and substantive modifications to land use provisions within Planning's purview that had already been approved by PLUM. These changes also added new and modified concepts only eight days before PLUM's review, and two weeks before City Council, to provisions that were the result of three years of community dialogue. We urge PLUM to return to its original language in the areas discussed in this letter, and ask for your help in working out the remaining issues on this incredibly important document. After years in the making, we ask that the Plan not be rushed through in its final days without the opportunity for the public to fully understand all of the changes that have been made.

We have identified some significant changes made by the City Attorney's Office to PLUM's approved version that we respectfully ask be addressed by your Committee. The modifications that we are requesting would continue to allow Westfield's three Shopping Center to evolve to meet the needs of the community, and avoid regulations that could inadvertently block reinvestment and jeopardize needed improvements. Our proposed language is consistent with the substance of the Plan that you already approved in March. Attached is a detailed chart with proposed language for your consideration to implement these changes, and below is a summary of the most important points.

1. Remove the Cumulative Square Footage Limit. The version of the Plan approved by your Committee and recommended by Planning limited each change of use and building addition under the Administrative Clearance process to a maximum of 50,000 square feet. (Secs. 5.3.2.6, 5.3.2.7.) The Plan has since been revised to impose a cumulative maximum for all additions and changes of use (presumably applicable to each building, although that is unclear) to 50,000 square feet. This cumulative maximum would significantly impair Westfield's ability to update its Shopping Centers over time. The Plan is intended to be a long-range vision document ensuring the continued vitality and improvement of the Warner Center area. In that spirit, large Shopping Centers like Westfield's must be able to make improvements, for instance adding a floor to one part of the shopping center one year, or slightly expanding a footprint to allow for an anchor retailer ten years later. Instituting a hard, cumulative cap of just 50,000 square feet over the lifetime of the Plan would handicap Westfield's ability to make those changes, and cause delays that could jeopardize new tenants and reinvestment.

We respectfully ask that this language be changed back to the prior version of the Plan which you approved, to allow administrative clearances for each individual change of use or building addition so long as each individual modification does not exceed 50,000 net new square feet. Alternatively, we ask that Regional Shopping Centers, as that term is defined under the current Warner Center Specific Plan as having a minimum of two major "anchor" tenants, be permitted an exception from the Cumulative Square Footage Limit in recognition of the updates needed for large shopping centers over time.

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2. Modify Setback Requirements in Uptown and Downtown Districts. The Plan imposes a new restriction on setbacks as compared to PLUM's approved version, imposing setback requirements for Projects in Uptown and Downtown Districts of "no less than 12 feet and no more than 15 feet" (with opportunity for setback of up to 20 feet if not on an Active Street Frontage). This would limit the ability to construct a new development's frontage to a three-foot wide perimeter on a potentially multi-acre site such as Westfield's three properties.

We respectfully ask that this new restriction on maximum setbacks be deleted. Alternatively, we ask that Regional Shopping Centers, as that term is defined under the current Warner Center Specific Plan as having a minimum of two major "anchor" tenants, be permitted an exception from this setback limit. This would be consistent with the current Specific Plan which applies different setback regulations to Regional Shopping Centers than to other, smaller uses in recognition of their unique needs and circumstances.

3. Updates to Project Plans. Planning's recommendation to PLUM, which was approved by the PLUM Committee, included the concept that multiple-phase Projects with an approved Project Permit be reviewed by the Director for "substantial consistency" with its approval during building permit issuance. This concept was deleted in the City Attorney version of the Plan, which changed "substantial consistency" to "full compliance". Further, a new Section 5.3.3.2.2 was added which now states that "any change to any phase of development, including changes to elevations, site plan, orientation, or other design features to a Multiple-Phase Project, requires a modification to a Project Permit Compliance."

This provision is inconsistent with Planning's long-time practice of permitting substantial conformance, and has profound implications for all projects. Such a requirement would mean that even the slightest change in an entitlement plan would trigger a new discretionary review process, following the discretionary approval process already completed by the Project, and significantly delay implementation of already approved plans. Planning understands that minor changes are inevitable between the conceptual designs of an entitlement phase and building designs of the construction phase, embodied in the substantial conformance concept. We respectfully request that Planning and PLUM's approved language be reincorporated into the Plan.

4. Historic Resources. A new definition of Historic Resources has been added by the City Attorney's Office to Section 4 which includes not only buildings and structures "formally determined eligible for listing" but also buildings and structures "*appearing* eligible for historic designation through a historic resources survey..." (emphasis added) Consequently, Section 5.3.1 now prohibits such buildings, which have not been officially designated as a historic resource, from tenant improvements or remodels through the Plan's Exemption process. We ask that either (a) the definition of Historic Resources be narrowed to remove buildings which have not been formally designated, or (b) that buildings which have not been officially designated as a Historic Resource continue to be able to make exterior and interior remodels as well as tenant improvements through either the Exemption or Administrative Clearance process under the Specific Plan.

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5. Lift Cap on Temporary Permits. The Plan was revised by the City Attorney's office to restrict temporary permits to two per year under the Exemption process, with a 75-day limit on each permit. This limitation is too restrictive for a major user of temporary permits like Westfield, which frequently pulls temporary permits for various seasonal events and community attractions, such as the ice skating rink at Westfield Promenade in the winter, and the Christmas tree and pumpkin lots in the fall. We request that this new restriction on the number of permits be deleted, consistent with Planning and PLUM's adopted version, and that the 75-day limit on such permits be removed in consideration of the seasonal uses which have always been permitted at Westfield's Shopping Centers. At a minimum, we ask that temporary permits for seasonal events such as those described above be unrestricted.

6. Mobility Fees. One issue that remains of significant concern to Westfield are the Mobility Fees currently proposed in the New Plan. These fees are many millions of dollars greater than the fees in the current Specific Plan, and greater than other Specific Plans in Los Angeles. This is particularly true of retail uses. By way of example, the recently approved Village at Westfield Topanga has current trip fees of \$8.6 million. Under the New Plan, these fees would more than double, to \$17.2 million. This is a substantial increase in costs that could make many projects infeasible, and disincentivizes reinvestment in Warner Center.

We believe these exorbitant fees are due to the Mobility Fees not being tailored to the transportation characteristics of large shopping centers as compared with other similar land uses. In the current version of the Plan, shopping centers are combined into a single land use category in Appendix D (Mobility Fee Table) with all other commercial, retail, recreational, and service land uses, with a set of graduated Mobility Fee rates based on FAR. However, shopping centers vary substantially in size and transportation characteristics, and may be quite different from other similar land uses in their transportation profiles. Further, the Plan now bases fees on FAR square footage, rather than trips generated by Gross Leasable Area ("GLA") as provided for in the current Warner Center Specific Plan. Given that FAR includes common spaces for community events and public gathering, basing fees on FAR rather than GLA actually penalizes developers for providing common areas for the public, which do not generate any retail revenue or retail trips.

To accurately account for the unique features of shopping centers, and to eliminate the penalty for providing common areas which are otherwise incentivized under the Plan, we recommend that the Plan: (1) define shopping centers separately from other similar land uses, with a separate set of Mobility Fee rates, (2), develop a graduated rate structure for shopping centers based on size (in terms of total square feet); and/or (3) base fees on GLA, as provided for in the current Specific Plan, rather than FAR. Developing a graduated rate structure for shopping centers is similar to the approach taken by the West Los Angeles Transportation Improvement and Mitigation Specific Plan (West LA TIMP), which has a fee structure with graduated rates based on the overall square footage of shopping, office, and retail uses.

Allowing additional time to work with the Department of Transportation and the Department of City Planning on a Mobility Fee calculation tailored to shopping centers would be extremely beneficial; we therefore ask that you direct DOT and Planning to coordinate within the

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first year of the Plan's implementation to develop a shopping center-specific Mobility Fee calculation.

We appreciate your consideration of these issues and look forward to testifying today. Please do not hesitate to contact me if you have questions or need more information, and thank you again for your consideration.

Very truly yours,



Heather Crossner
of LATHAM & WATKINS LLP

Attachments

cc: Cesar Diaz
Tom Glick
Kevin Keller
Larry Green
Cindy Starrett
David Amerikaner



Oxnard St.

Oxnard St.

Canoga Ave.

Owensmouth Ave.

Westfield Promenade

Topanga Canyon Blvd.

WARNER CENTER TRANSIT HUB

Erwin St.

Erwin St.

Canoga Ave.

Owensmouth Ave.

The Village at Westfield Topanga

Topanga Canyon Blvd.

Victory Blvd.

Victory Blvd.

ORANGE LINE TRANSIT HUB

Canoga Ave.

Owensmouth Ave.

Westfield Topanga

Topanga Canyon Blvd.

Van Owen St.

Van Owen St.

Westfield Requested Changes to 9/20/13 City Attorney Draft WCSP

Issue	Current Status	Goal	Requested Change to 9/20/13 WCSP
<p>Cumulative Square Footage Limit</p>	<p>Section 4 definition: "A maximum limit associated with the cumulative total square footage of floor area approved, over the life of the Plan, pursuant to: (i) the change of use provision of Section 5.3.2.1, (ii) the building addition provision of Section 5.3.2.6, (iii) the building addition provision of Section 5.3.2.7.1, and (iv) the building addition provision of Section 5.3.2.7.2, with respect to any given building/structure that exists as of the effective date of this Plan, which maximum limit shall be 50,000 square feet."</p>	<p>Return to PLUM-approved language.</p> <p>Necessary to preserve flexibility for updates to major developments by deleting the cumulative square footage limit on building additions and changes of use</p>	<p>Delete definition of "Cumulative Square Footage Limit" in Section 4.</p> <p>Alternatively, provide an exception for Regional Shopping Centers (as that term is defined in the current Warner Center Specific Plan)</p> <p>Sec. 5.3.2.1: "Change of use within an existing Building or Structure (existing as of the effective date of this Plan) to a use permitted by this Plan, up to the Cumulative Square Footage Limit 50,000 net new square feet for an individual change of use [within a Regional Shopping Center]."</p> <p>Sec. 5.3.2.6: "a building addition (including any Mechanical Addition) that does not exceed the Cumulative Square Footage Limit 50,000 net new square feet [within a Regional Shopping Center] shall be eligible for Administrative Clearance..."</p> <p>Sec. 5.3.2.7: "a building addition that does not exceed the Cumulative Square Footage Limit 50,000 net new square feet [within a Regional Shopping Center] shall be eligible for Administrative Clearance..."</p>

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Issue	Current Status	Goal	Requested Change to 9/20/13 WCSP
<p>Setbacks in Uptown and Downtown Districts</p>	<p>Sections 6.1.2.3.9 and 6.1.2.8.8: “All Projects shall observe a front setback area of no less than 12 feet and no more than 15 feet. Any project not located on an Active Street Frontage shall be permitted a front setback area up to 20 feet. A minimum of 30% of the required setback shall be landscaped.”</p>	<p>Return to PLUM-approved language. Provide flexibility in building design and master planning needed to create unique and optimally designed projects.</p>	<p>Sections 6.1.2.3.9 and 6.1.2.8.8: “All Projects shall observe a front setback area of no less than 12 feet and no more than 15 feet. Any project not located on an Active Street Frontage shall be permitted a front setback area up to 20 feet.” OR: Provide an exception from the maximum setback requirement for Regional Shopping Centers (as that term is defined in the current Warner Center Specific Plan)</p>

Issue	Current Status	Goal	Requested Change to 9/20/13 WCSP
<p>Updates to Multiple-Phase Project Plans</p>	<p>Section 5.3.3.2.2: “Any changes to any phase of development, including changes to elevations, site plan, orientation, and other design features to a Multiple-Phase Project, shall require a modification to a Project Permit Compliance pursuant to the requirements of LAMC Section 11.S.7-D.</p>	<p>Return to PLUM-approved language Maintain Planning’s long-time practice of requiring substantial conformance with approved plans.</p>	<p>Delete Section 5.3.3.2.2 Section 5.3.3.2.1 “Multiple-phase Projects that have been approved or conditionally approved pursuant to the Project Permit Compliance review process per Section 5.3.3 shall not require Project Permit Compliance review for future building permit applications for the subsequent phases of development, provided that each subsequent phase of development shall be reviewed by the Director for the <u>compliance</u> <u>substantial consistency</u> with the terms and conditions of the Multiple-Phase Project approval.”</p>

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Issue	Current Status	Goal	Requested Change to 9/20/13 WCSP
<p>Historic Resources</p>	<p>Section 4 definition of Historic Resource: "A building, structure, object, or site listed in or formally determined eligible for listing in a national, state or local register of historic resources, <i>or identified as appearing eligible for historic designation through a historic resources survey accepted by the City's Office of Historic Resources.</i>"</p> <p>Section 5.3.1 now prohibits such buildings, which have not been officially designated as a historic resource, from tenant improvements or remodels through the Plan's Exemption process.</p>	<p>Preserve flexibility for owners of properties not officially designated as historic resources to perform exterior and interior remodels and tenant improvements.</p>	<p>Section 4 definition of Historic Resource: "A building, structure, object, or site listed in or formally determined eligible for listing in a national, state or local register of historic resources, or identified as appearing eligible for historic designation through a historic resources survey accepted by the City's Office of Historic Resources."</p>

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<p>Temporary Permits</p>	<p>Section 5.3.1.4 (Exemptions): “Temporary Use of Land permits, not to exceed two permits per year per lot, and each permit shall not allow more than seventy-five(75) days.”</p>	<p>Return to PLUM-approved language Permit more than two temporary permits per year, and permit permits for longer than 75 days, in recognition of seasonal events like ice skating rinks and Christmas tree lots.</p>	<p>Section 5.3.1.4: “Temporary Use of Land permits; not to exceed two permits per year per lot, and each permit shall not allow more than seventy-five(75) days.” OR “Temporary Use of Land permits, not to exceed two permits per year per lot, and each permit shall not allow more than seventy-five(75) days, except that <u>Temporary Use of Land permits for seasonal events such as Christmas tree lots, ice skating rinks, and similar uses shall be unrestricted.</u>”</p>

Issue	Current Status	Goal	Requested Change to 9/20/13 WCSP
<p>Administrative Clearances for Changes of Use</p>	<p>Section 5.3.2.1: A change of use project within an existing building or structure would need to comply with new street requirements.</p> <p>Administrative Clearance for change of use is available only to buildings existing at adoption of the Plan.</p>	<p>A project involving a change of use alone should not be required to comply with new street requirements, given that such a project would not be implementing the type of redevelopment that would make compliance with the street standards, dedications, and other urban design requirements feasible. Such a burdensome requirement would stop owners from replacing outdated uses on their properties consistent with the Plan's provisions.</p> <p>In addition, changes of use to new buildings built after the effective date of the Plan should be able to go through the same Administrative Clearance process as existing buildings in this situation.</p>	<p>Section 5.3.2.1: "Change of use within an existing Building or Structure (existing as of the effective date of this Plan) to a use permitted by this Plan, up to the Cumulative Square Footage Limit <u>50,000 net new square feet [within a Regional Shopping Center]</u>."</p> <p>"Additionally, such change of use within the existing Building or Structure shall not be required to comply with this Plan's Urban Design Guidelines <u>or Standards</u> and Activity Node and Active Frontage Street requirements <u>or the New Streets and PAP requirements</u> and shall not require street dedication or improvements."</p>

Issue	Current Status	Goal	Requested Change to 9/20/13 WCSP
<p>Administrative Clearances for Building Additions - Within Existing Building Envelope</p>	<p>Section 5.3.2.6: A building addition project within an existing building or structure would need to comply with new street requirements.</p> <p>Administrative Clearance for building additions is available only to buildings existing at adoption of the Plan.</p>	<p>Encourage reinvestment in existing buildings, whether those buildings are in existence at the time of the Plan's effective date or are built after the Plan's effective date.</p>	<p>Section 5.3.2.6: With respect to Buildings or Structures that exist as of the effective date of this Plan, A building addition (including any mechanical additions) to a Building or Structure that does not exceed the Cumulative Square Footage Limit up to 50,000 net new square feet [within a Regional Shopping Center] shall be eligible for Administrative Clearance, if such Project results in new floor area but does not change the existing Building Envelope. Such Project shall not be required to comply with this Plan's Urban Design Guidelines or Standards, the Activity Node and Active Street Frontage Street requirements or the New Street and PAP requirements, and the requirements for street dedication or improvements, but shall comply with other provisions of this Plan.</p>

Issue	Current Status	Goal	Requested Change to 9/20/13 WCSP
<p>Administrative Clearances for Building Additions - Resulting in Change to Existing Building Envelope</p>	<p>Section 5.3.2.7: It appears that a building addition project within an existing building or structure may need to comply with new street requirements, and Administrative Clearance is only available to existing buildings.</p> <p>Administrative Clearance for building additions is available only to buildings existing at adoption of the Plan.</p>	<p>Encourage reinvestment in existing buildings, whether those buildings are in existence at the time of the Plan's effective date or are built after the Plan's effective date.</p>	<p>Section 5.3.2.7: “With respect to Buildings or Structures that exist as of the effective date of this Plan, a A building addition that does not exceed the Cumulative Square Footage Limit 50,000 net new square feet [within a Regional Shopping Center] shall be eligible for Administrative Clearance...”</p> <p>Sec. 5.3.2.7.1: “Such additions are neither required to comply with the Plan’s Urban Design Guidelines or Standards, the <u>Activity Node and Active Street Frontage Street requirements or the New Street and PAP requirements</u>, nor required to provide street dedications and improvements...”</p> <p>Sec. 5.3.2.7.2: “Such additions are neither required to comply with the Plan’s Urban Design Guidelines or Standards, the <u>Activity Node and Active Street Frontage Street requirements or the New Street and PAP requirements</u>, nor required to provide street dedications and improvements...”</p>

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<p>Building Height – Uptown and Downtown Districts</p>	<p>Sections 6.1.2.3.5 and 6.1.2.8.4 do not make clear that the Urban Design Guidelines are advisory, not mandatory.</p>	<p>Clarify that the Urban Design Guidelines are advisory, not mandatory.</p>	<p>Section 6.1.2.3.5: “Street Wall: All Projects with frontage along a public street or highway shall be required to have a minimum building height of 35 feet along that public street or highway. The Street Wall’s design should follow consult the guidelines established in the Urban Design Guidelines in Appendix F.”</p> <p>Section 6.1.2.8.4(b): “Street Wall: All new buildings or structures shall have a minimum Street Wall height of 35 feet. The Street Wall’s design should follow consult the guidelines established in the Urban Design Guidelines in Appendix F.”</p>





