

II. PROJECT DESCRIPTION

1. PROJECT APPLICANT

The Applicant for the Museum Square Office Building Project (the Proposed Project) is 5757 Museum Square LLC, located at 5757 W. Wilshire Boulevard, Los Angeles, CA 90036.

2. PROJECT LOCATION

A. Project Site

The Museum Square site address is generally listed as 5757 Wilshire Boulevard. However, it should be noted that per the City of Los Angeles Department of Planning, Zone Information and Map Access System (ZIMAS), the site includes all of the following addresses: 5779 Wilshire Boulevard, 5775 Wilshire Boulevard, 5761 Wilshire Boulevard, 5757 Wilshire Boulevard, 5759 Wilshire Boulevard, 5765 Wilshire Boulevard, 5771 Wilshire Boulevard, 5767 Wilshire Boulevard, 5773 Wilshire Boulevard, 5769 Wilshire Boulevard, and 5711 Wilshire Boulevard.¹ The full Museum Square site is a rectangular shaped property that is approximately 7-1/2 acres (327,613 square feet); it is fully developed with a commercial office complex, an associated surface parking lot, and a five-story parking structure. The full site is bounded by Wilshire Boulevard to the south, Curson Avenue to the west, Masselin Avenue to the east and multi-family residential development to the north. The northwest corner of the parcel, approximately 25,852 square feet along Curson Avenue that would be redeveloped under the Proposed Project is currently in use as a surface parking lot, a fenced trash enclosure area and the parking structure. No structures are located on the portion of the site proposed for development of the new office building.

The Santa Monica Freeway (Interstate 10), located approximately two miles south of the Museum Square site, provides regional access to the Project area. Additional nearby arterials contributing to site access include 6th Street, 3rd Street and Beverly Boulevard to the north, Hauser Boulevard and S. La Brea Avenue to the east, Wilshire Boulevard, Olympic Boulevard and San Vicente Boulevard to the south, and Fairfax Avenue and Crescent Heights Boulevard to the west. Several public transit services run adjacent to the Museum Square site, including several Los Angeles County Metropolitan Transportation Authority (Metro) bus routes, and a City of Los Angeles Department of Transportation (DOT) DASH shuttle service route. The nearest Metro rail line (Purple Line) Station is located at Wilshire Boulevard and Western Avenue, approximately two and one half miles east of the Museum Square site. Work to bring the Metro Purple Line further west is moving forward, with plans approved to add nine miles of subway, in three Planned (Section 1) and Forecasted (Sections 2 and 3) Schedules. Under the currently Planned Schedule for Section 1, an additional 3.9 miles will be added to the line along with three new Metro Purple Line Stations at the intersections of Wilshire Boulevard and La Brea Avenue, Wilshire Boulevard and Fairfax Avenue, and Wilshire Boulevard and La Cienega Boulevard. Metro anticipates that a Full Funding Grant Agreement for Section 1 of the subway extension will be executed with the Federal Transit Administration (FTA) in early 2014. With the local funds provided by Measure R, this should

¹ City of Los Angeles Department of Planning, Zone Information and Map Access System, 5757 W. Wilshire Blvd (et al). Website: <http://zimas.lacity.org/>, accessed November 28, 2012.

provide sufficient funds to begin construction of Section 1 of the extension.² Two new Metro Purple Line Stations are proposed in the Project vicinity at the intersections of Wilshire Boulevard and La Brea Avenue (approximately 0.7 mile (eight blocks, 3,696 feet)) east of the Museum Square site) and Wilshire Boulevard and Fairfax Avenue (approximately 1/3 of a mile (one long block - 1,850 feet) west of the Museum Square site). Figure II-1 (Regional and Project Vicinity Map), depicts the location of the Museum Square site and Figure II-2 (Aerial View of the Museum Square site) depicts an aerial photograph of the project area.

As previously discussed, the Museum Square site is fully developed with an 11-story, approximately 530,000 square foot (sf) commercial office complex, an associated surface parking lot and a five-story parking structure. The existing building complex is located on the southern approximately one-half of the lot with a surface parking area and parking structure located on the northern half of the lot. The existing office building complex was originally constructed in 1948 as the Prudential Insurance Company Building. However, substantial renovations and improvements have been made to the building since that time and due to the extent of these changes, the building has not been listed in a local, state or national historic preservation register, nor has it been determined eligible for historic designation.³ The existing parking structure was approved and constructed in 1983. There are 50 trees with a trunk diameter greater than eight inches (8") in diameter at breast height (DBH) located in the area of the Museum Square site that will be redeveloped; all of the trees are ornamental/non-native species. An approximately 12 foot high hedgerow of Indian Laurel Fig (*Ficus retusa nitida*) currently screens the surface parking lot from view along Curson Avenue. There are two Jacarandas (*Jacaranda mimosifolia*) planted as street trees in the parkway along Curson Avenue in front of the surface parking lot area to be redeveloped. The topography of the Museum Square site is relatively flat, with a gradual slope from the north to the south.

B. Surrounding Land Uses

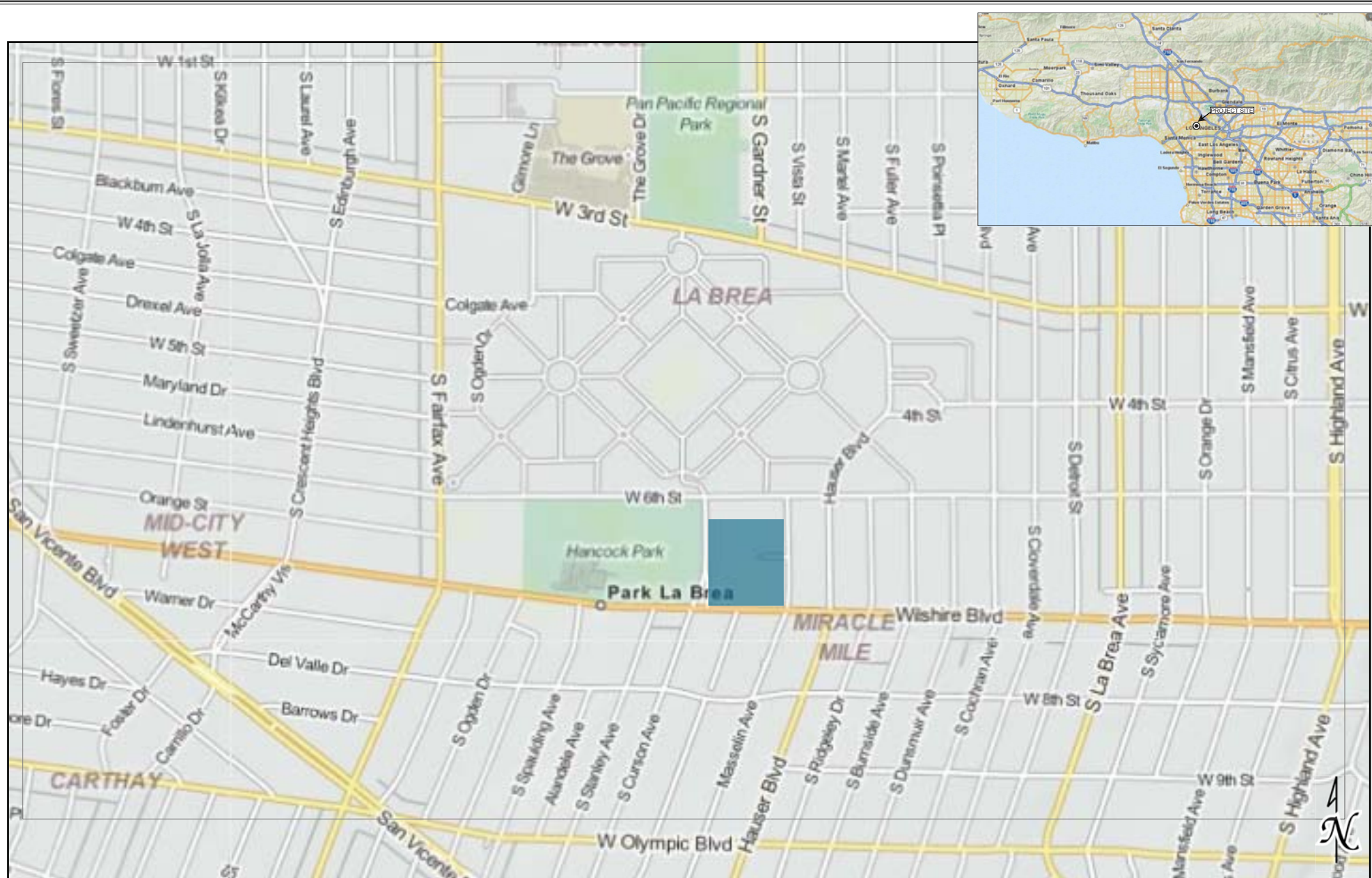
The Museum Square site is located on a heavily trafficked segment of Wilshire Boulevard in the Miracle Mile area of the City west of downtown Los Angeles and Mid-City. The land uses within the general vicinity of the Museum Square site are characterized by a mix of low- to high-intensity commercial, institutional and residential uses, which vary widely in building style and period of construction.

The area immediately surrounding the Museum Square site is developed with a mix of multi-family residential, commercial, retail and institutional buildings with associated parking structures and surface parking lots, of varying architectural style and dates of construction. Sharing the block and to the immediate north of the Museum Square site are the five-story Museum Terrace Apartments building (600 S. Curson Avenue) and the five-story Masselin Park West apartment building (5700 W. 6th Street). To the north of that, across W. 6th Street, is the 160 acre, Park La Brea residential development which includes 18 Art Deco style apartment towers, along with numerous Modern Colonial style low-rise townhouse and garden apartment buildings, providing over 4,000 residences and affiliated on-site amenities. Sharing the parcel and to the south of the redevelopment site, fronting along Wilshire Boulevard, is the existing 11-story, approximately 530,000 sf Museum Square Office building complex, which includes office, banking, concierge, conferencing facility, convenience store, dry cleaning and

² Metro Purple Line Extension Frequently Asked Questions website: <http://www.metro.net/projects/westside/>, accessed January 3, 2014.

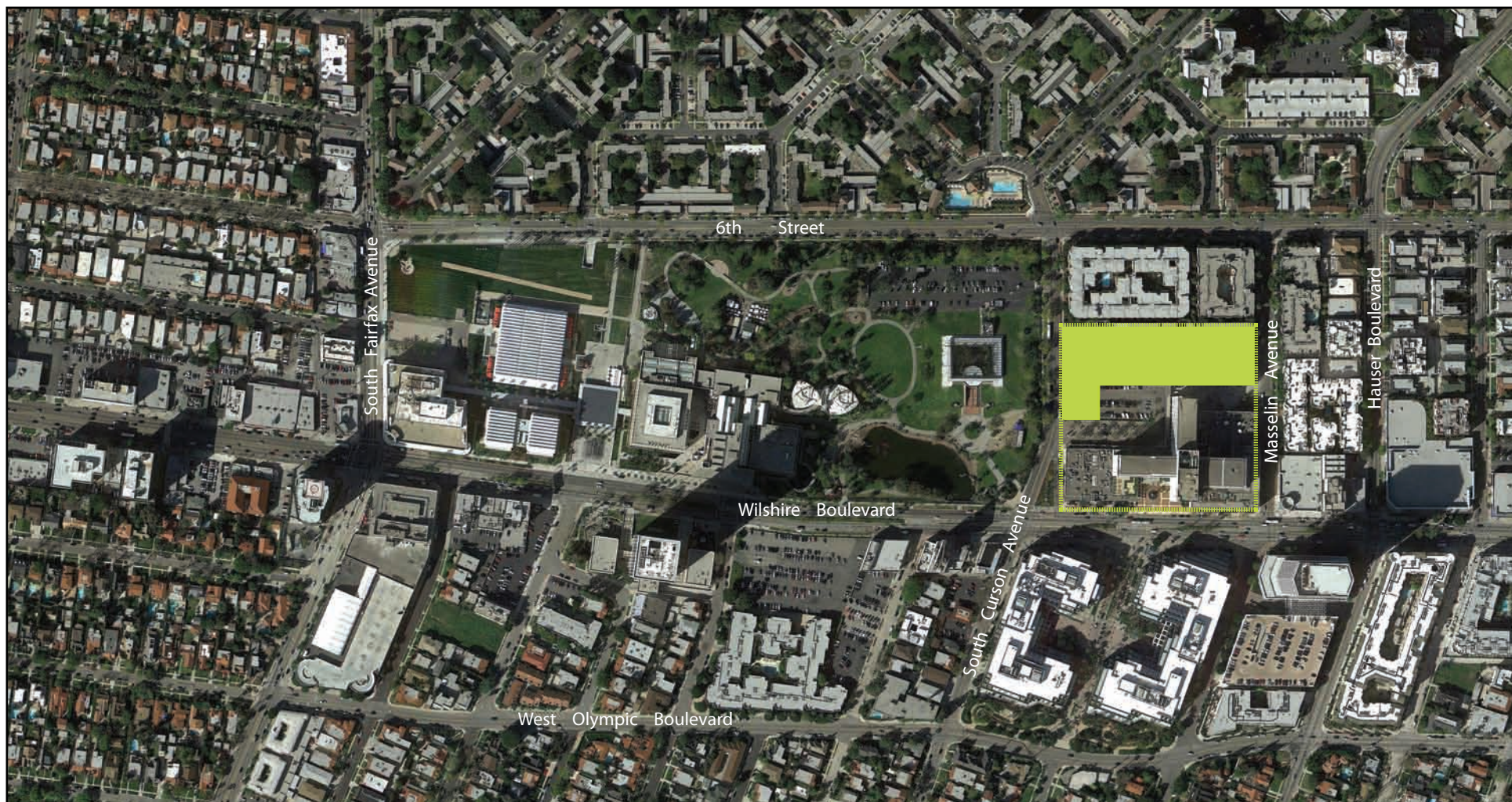
³ ZIMAS op. cit.

restaurant (including Callender's Grill, Mixt Greens, Baja Fresh, Johnnies New York Pizza and The Counter Burger) uses. Across Wilshire Boulevard, south of the Museum Square site, is the Wilshire Courtyard complex (5700 and 5750 Wilshire Boulevard), comprised of two six-story commercial office buildings linked by a central drive and park-like open spaces. Directly east of the Museum Square site (across Masselin Avenue) are a two-story commercial retail building housing an Office Depot store and two five-story, multi-family residential developments; Renaissance Apartment Homes located at 630 Masselin Avenue and Tiffany Court Apartment Homes, located at 616 Masselin Avenue.



Project Site

Source: MapQuest, December 2012.



 Project Site

Source: Jerde, December 2012.



West of the Museum Square site is Hancock Park and the George C. Page Museum, which is part of the Natural History Museum of Los Angeles County and includes the La Brea Tar Pits and associated paleontological sites. The 20-acre, seven building campus of the Los Angeles County Museum of Art (LACMA) is located to the west of this facility.

C. Land Use Plans/Zoning

The Museum Square site is located in the Wilshire Community Plan Area of the City of Los Angeles at 5757 Wilshire Boulevard (see Figure II-1, Regional Vicinity and Project Location). The Museum Square site is located within the Miracle Mile Community Design Overlay (CDO) area. The Museum Square site contains two zoning designations: [Q]C4-2-CDO (Commercial Zone) and QPB-2 (Parking Building Zone). The General Plan land use designation for the Museum Square site is 'Regional Center Commercial'.

3. PROJECT CHARACTERISTICS

The Proposed Project Site is the approximately 135,831 sf northern portion of the Museum Square development which contains the parking structure and a portion of the surface parking lot (refer to Figure II-3, Parcel Survey Map). The Proposed Project is requesting a lot split to separate an approximately 25,852 sf parcel at the northwestern corner of the Museum Square site which contains a portion of the surface parking lot from the remainder of the Museum Square site (which contains the 11-story commercial development, access lanes and parking structure), to create a separate, financeable parcel under the new building (refer to Figure II-4, Proposed New Parcel Map). Following the lot split, that portion of the existing surface parking lot would be demolished, allowing for the construction of a new 13-story, approximately 249,500 square-foot commercial office building and the addition of two new levels of parking (approximately 162,768 square feet) to the existing five-level parking.

The 13-story building will be 207 feet high and following the addition, the parking structure will be approximately 72 feet high. The Proposed Project would provide a total of 2,040 parking spaces; an addition of 550 net new spaces.

While building plans are still in the preliminary phase, in order to minimize excavation in a sensitive cultural resource area and a methane zone, the foundation system for the new office building will most likely consist of a mat footing supporting the core of the building, which is the central area of the building housing the elevators, stairwells, electrical and climate control equipment, restrooms, and other facilities. The mat footing will require excavation to a depth of approximately six to eight feet, and would match the footprint of the core of the building, approximately 2,700 sf (13.4%) of the total building footprint of approximately 20,010 sf (refer to Figure II-8, Proposed Floor Plan). The remaining structural elements for the building would consist of approximately 20 perimeter column footings/foundations which would extend to a depth of approximately 2'-6".

A. Design and Architectural Features

The proposed new Museum Square Office Building would be designed in a modern vernacular. The new building would be visible from Hancock Park and the LACMA campus and from distant vistas driving east on 6th Street and Wilshire Boulevard. The glass façade of the new building integrates screening as an element to soften the building face while offering privacy that will benefit both the neighboring residential units and the office tenants. The placement of the new office building would also screen the parking structure from direct view from the LACMA campus/Hancock Park. The service storage and access will be located to the north side of the building, keeping the lobby and the main entrance

separate from the back of house functions. An approximately 68 foot setback on the northern property line and landscaping would serve to provide further privacy enhancement to residents of the Museum Terrace apartment building and to pull the park edge into the Museum Square ground plane (refer to Figures II-3 through II-10).

B. Access and Parking

Access for pedestrians would be from Wilshire Boulevard and Curson Avenue, with vehicle access to the parking structure, for both tenants and visitors, provided along Curson Avenue and Masselin Avenue. Entries and exits from Curson Avenue will be indicated by formal tree canopies marking a clear vehicular circulation path. An additional service lane will be added to the north vehicular entry from Curson Avenue for easy access to the service entry and to ensure adequate ingress and egress for building patrons.

The Applicant will be requesting a variance to permit one parking space per one hundred five square feet in lieu of the required one parking space per thirty five square feet required for auditorium space. The auditorium is not utilized on a regular basis, but rather is used intermittently and generally at off-peak hours, such that more parking is currently required than needed and more than sufficient parking exists.

C. Zoning

The current zoning across a portion of the Proposed Project Site is not consistent with the proposed use. In order to allow for the Proposed Project, the Project Applicant, along with the request for the granting of a lot split, will seek a zone change to convert the approximately 118,596 sf portion of the parcel which contains a portion of the surface parking lot and the parking structure, from QPB-2 zoning to (Q)C4-2 zoning (refer to Figure II-5, Proposed Zone Change Map). This change will result in the entire Museum Square site being singularly zoned for commercial use.

D. Operations

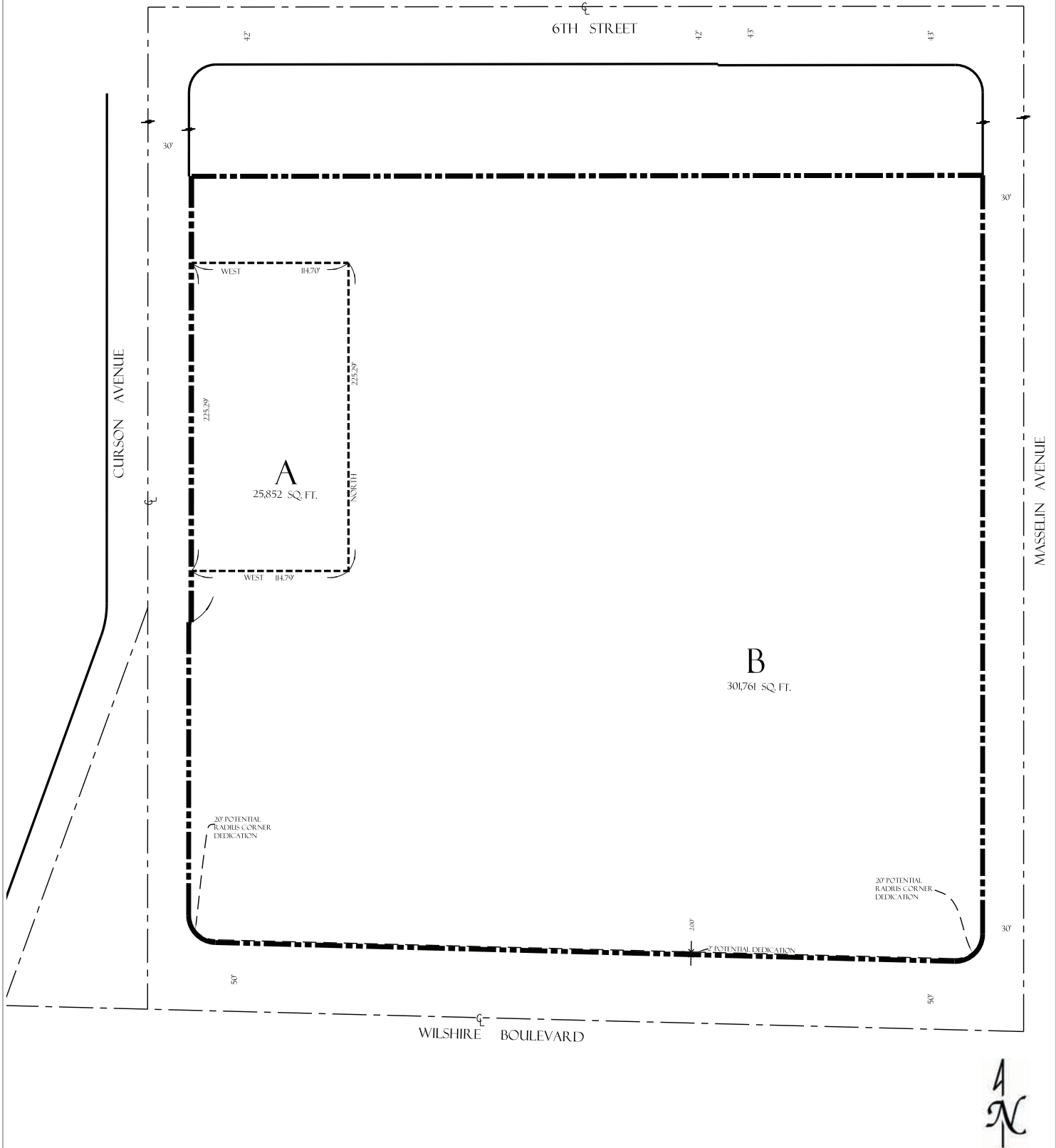
The Proposed Project would accommodate approximately 873 full and part-time employees, primarily from the local community. Cleaning crews and security personnel would routinely be inside the building every weeknight after normal business hours (typically 8 am to 6 pm).

E. Security

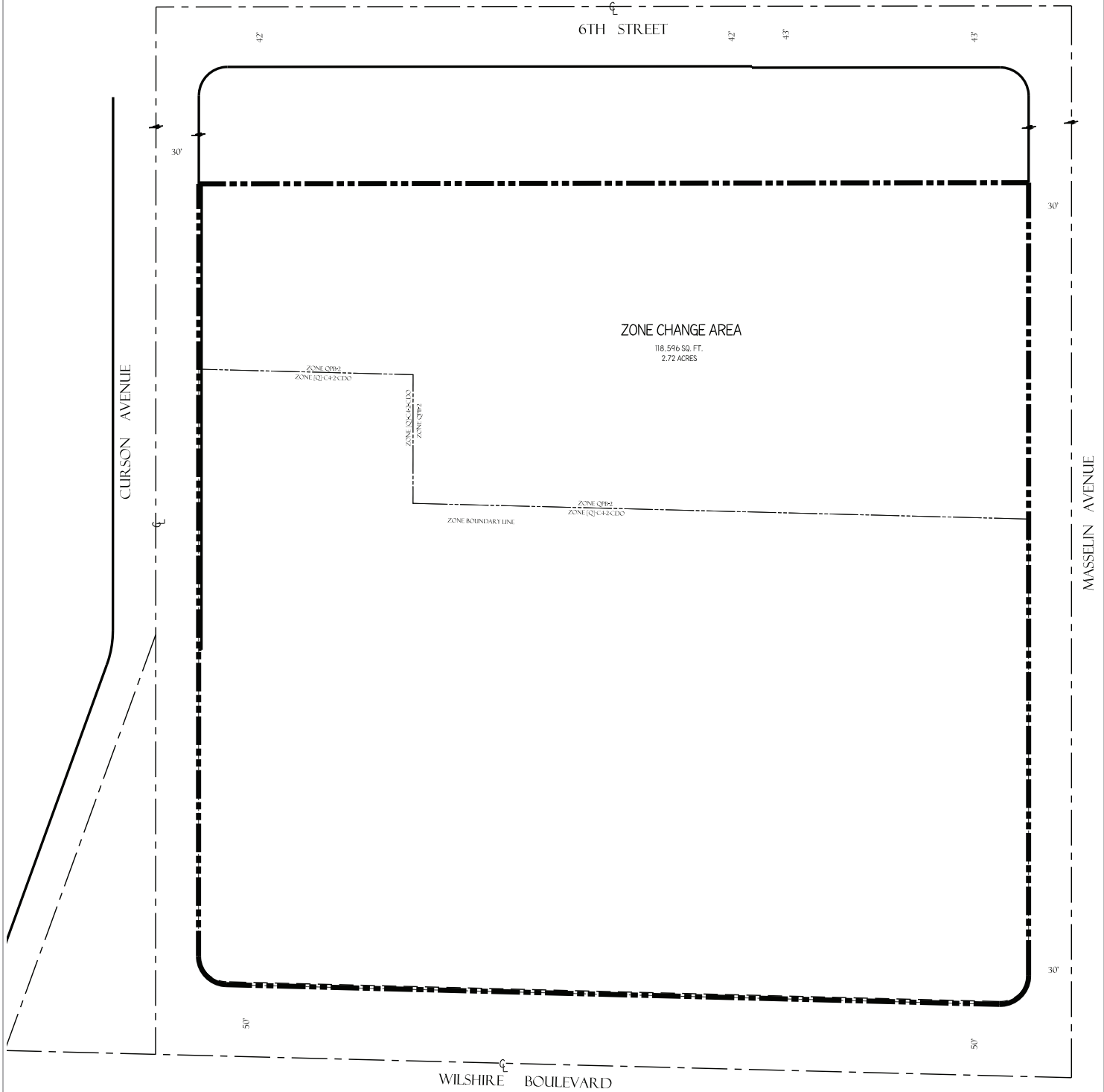
The Proposed Project would include installation of security and fire sprinkler alarm systems that would be connected to a UL (Underwriters Laboratories Inc.) listed 24-hour monitoring station and local police and/or fire departments. Closed circuit television (CCTV) cameras would be mounted on the building exterior that would record activity on the property. Similar to current operations in the existing Museum Square office complex, a security/check-in desk would be located in the lobby of the new office building; security personnel would also be present after normal business hours.

F. Project Signage

Proposed Project building signage would consist of combination of letter and logo signs that would be architecturally integrated into the Project design. The Project would not include any new monument or pylon signs in conjunction with the operation of the Proposed Project, nor would any off-site advertising be included.



Source: Iacobellis & Associates, Inc., November 4, 2013.



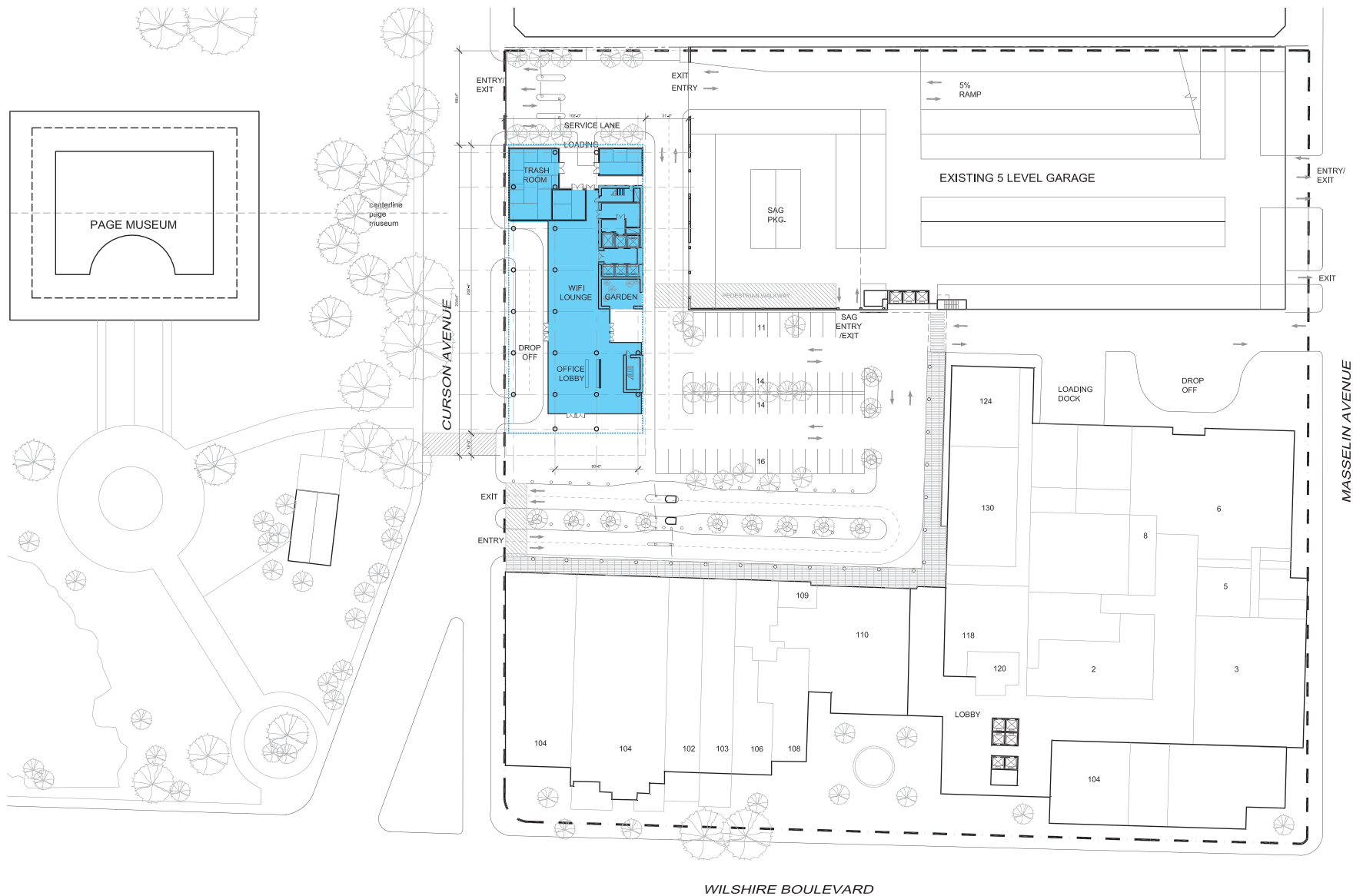
Source: Iacobellis & Associates, Inc., November 4, 2013.



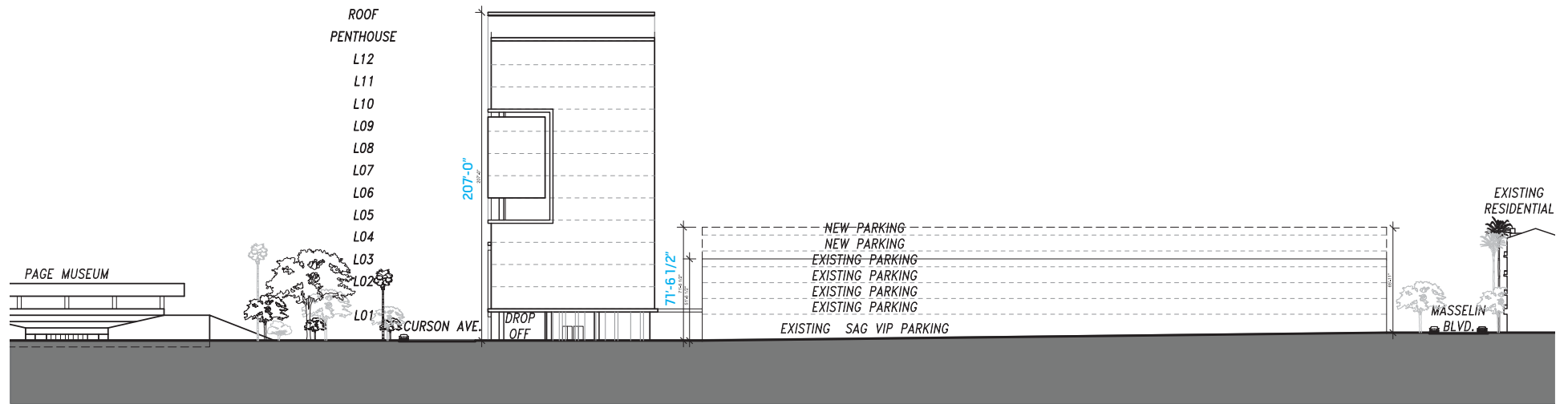
Source: Jerde, January 2013.



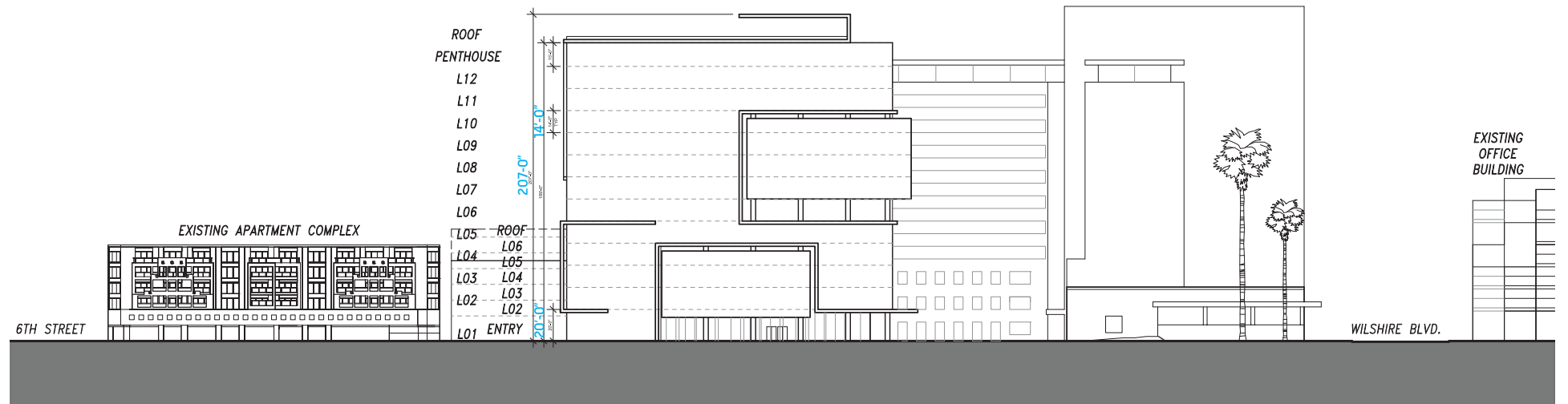
Source: Jerde, January 2013.



Source: Jerde, January 2013.



SOUTH ELEVATION



WEST ELEVATION

Source: Jerde, January 2013.



Source: Jerde, January 2013.

G. Lighting

Project lighting would be wall mounted or ground mounted, directed downward, and shielded away from adjacent uses. Building security lighting operated by an energy management system would be used at all entry/exits and would remain on from dusk to dawn but would be designed to prevent glare onto adjacent properties. Lighting for all parking areas would remain lit at a lower level after normal business hours for security purposes.

H. Open Space and Landscaping

The Proposed Project would provide public amenities such as street trees, tree well covers, a landscaped plaza with a potential water feature, outdoor seating, bike racks, and trash receptacles. Furthermore, the Proposed Project would include an enhanced open air entry drive and courtyard with a dedicated office drop off area, upgraded lighting, including a well-lit pedestrian pathway garden/green buffer between the existing Museum Terrace residential complex and the new building, as well as a green wall design to enhance the parking structure façade. The Proposed Project would also incorporate water quality features, which includes a storm water quality treatment system designed to treat roof water.

I. Green Building and Sustainability

The Proposed Project's proximity to public transportation and services would aid in reducing vehicle miles traveled for employees. The Museum Square site is currently served by Metro buses and the LADOT DASH Fairfax service. As previously discussed, the nearest Metro rail line (Purple Line) Station is located at Wilshire Boulevard and Western Avenue, approximately two and one half miles east of the Museum Square site. Under the Purple Line Extension project Planned Schedule for Section 1, two new Metro Purple Line Stations are proposed in the Project vicinity at the intersections of Wilshire Boulevard and La Brea Avenue (approximately 0.7 mile (eight blocks, 3,696 feet) east of the Museum Square site) and Wilshire Boulevard and Fairfax Avenue (approximately 1/3 of a mile (one long block - 1,850 feet) west of the Museum Square site). Local bus routes serving this area include Metro Local Lines 20, 212/312, and 217 and Metro Rapid Lines 720 and 780. The City provides the Fairfax DASH shuttle service, which loops between the Hancock Park area to the Cedars-Sinai Medical Center and generally runs along Wilshire Boulevard, Fairfax Avenue, Melrose Avenue and La Cienega Boulevard. Additionally, the Wilshire Bus Rapid Transit (BRT) Project, which is scheduled for completion in November 2014, will convert the existing curb lane along Wilshire Boulevard to bus and right-turn-only operation during the weekday AM and PM peak periods throughout the area, which will improve area transit services and bus travel times by an estimated 24 percent. The Proposed Project is proximate to a variety of shops and services for employees (e.g., food services) that would further reduce the need for vehicle trips.

i. CALGreen Building Code

The 2013 California Green Building Standards Code, referred to as CALGreen, became effective on January 1, 2014. CALGreen sets minimum standards that all new structures can meet to minimize significantly the state's overall carbon output. Local jurisdictions retain the administrative authority to exceed the new CALGreen standards. The CALGreen Standards are set forth in Part 11 of Title 24 of the California Code of Regulations.

CALGreen requires that new buildings reduce water consumption, employ building commissioning to increase building system efficiencies, divert construction waste from landfills, and install low pollutant emitting finish materials. CALGreen's mandatory measures establish a minimum for green construction

practices, and incorporate environmentally responsible buildings into the everyday fabric of California cities without significantly driving up construction costs in a slow economy.

CALGreen also has more stringent, voluntary provisions that have been placed in the appendix for optional use. Some key mandatory measures for commercial occupancies include specified parking for clean air vehicles, a 20 percent reduction of potable water use within buildings, a 50 percent construction waste diversion from landfills, use of building finish materials that emit low levels of volatile organic compounds, and commissioning for new, nonresidential buildings over 10,000 square feet.

Key optional measures are included in a two tiered system designed to allow jurisdictions to adopt codes that go beyond the State mandatory provisions. The nonresidential tiers include increased reduction in energy usage by 15 or 30 percent and increased reduction in potable water use, parking for clean air vehicles, cool roofs, construction waste diversion, use of recycled materials, and use of low-emitting resilient flooring and thermal insulation.

The code addresses the critical issue of compliance verification by utilizing the existing building code enforcement infrastructure. The mandatory CALGreen measures would be inspected and verified by local building departments, in this case the City of Los Angeles Department of Building and Safety, using special inspectors as they determine necessary.

ii. Los Angeles Green Building Code

As of January 3, 2014, the City of Los Angeles implemented Ordinance No. 182,849 as the most recent update to the Los Angeles Green Building Code ("LA Green Building Code"). The LA Green Building Code is based on the 2013 California Green Building Standards Code and commonly known as CALGreen as discussed above, that was developed and mandated by the State to attain consistency among the various jurisdictions within the State with the specific goals to reduce a building's energy and water use, reduce waste, and reduce the carbon footprint. The following types of projects are subject to the LA Green Building Code:

- All new buildings (residential and non-residential)
- All addition (residential and non-residential)
- Alterations with building valuations over \$200,000 (residential and non-residential)

iii. United States Green Building Council

Projects have the option to meet the intent of the criteria of the United States Green Building Council's ("USGBC") Leadership in Energy and Environmental Design ("LEED") rating system's "certified" performance level. Developers are required to submit a LEED checklist, a signed declaration from a LEED accredited professional asserting that the Project would meet the intent of the LEED rating system's "certified" level, and a set of plans that identifies the LEED measures.

While building plans are still in the preliminary phase, the Proposed Project would be designed to meet all provisions of CALGreen, the LAGBC and LEED Green Building Rating System standards to reduce energy and water use, reduce waste, and reduce the carbon footprint.

Specific measures to be incorporated into the Proposed Project to the extent feasible could include, but are not limited to:

- Recycling of asphalt, concrete and cardboard waste generated during demolition and construction;
- Installation of a “cool roof” that reflects the sun’s heat and reduces urban heat island effect;
- Use of recycled construction materials, including recycled steel framing, crushed-concrete sub-base in parking lots, fly ash-based concrete and recycled content in joists and joist girders when feasible;
- Use of locally (within 500 miles) manufactured construction materials, where possible;
- Central tracking of waste compactor loads, ensuring that compactors are full thereby reducing trips to landfills;
- Use of energy efficient lighting;
- Use of Energy Star appliances for office equipment;
- Use of high energy efficiency rooftop heating and conditioning systems;
- Use of ultra low-flow toilets and low-flow metered hand-wash faucets;
- Use of smart irrigation systems to avoid over-watering of landscape;
- Use of indigenous and/or water-appropriate plants in landscaping; and
- Use of low-impact development measures using innovative design to filter and infiltrate stormwater runoff and reduce water sent to sewer systems.

J. Construction, Grading, and Phasing

The Proposed Project would be constructed over approximately 24 months. The Proposed Project would be constructed in three construction phases that would include demolition, excavation, and construction. Demolition could begin as early as June 2014. The Proposed Project would require the net export of up to 5,000 cubic yards of material from the site. The Proposed Project will require a haul route permit. The likely haul route for the project would utilize Wilshire Boulevard and La Brea Avenue to access the Santa Monica Freeway, with exported materials most likely disposed of at the Sunshine Canyon Landfill in Sun Valley.

4. PROJECT OBJECTIVES

The objectives of the Proposed Project are as follows:

- To provide infill commercial development by creating an iconic building in the Miracle Mile community, and implement good planning principles by constructing office uses along a major arterial and transit corridor.
- To provide a development that is compatible and complementary with surrounding land uses.
- To provide adequate parking facilities to serve the Proposed Project tenants and visitors.
- To maximize opportunities for the local and regional economy by constructing an economically viable Project that creates construction job opportunities, and attracts commercial tenants to the Proposed Project.
- To mitigate, to the extent feasible, the potential environmental impacts of the Proposed Project.

5. DISCRETIONARY ACTIONS AND APPROVALS

The City of Los Angeles Planning Department is the lead agency for the Proposed Project. In order to permit development of the Proposed Project, the City may require approval of one or more of the following discretionary actions:

- A Lot Split to separate an approximately 25,852 sf parcel at the northwestern corner of the Museum Square site which contains the surface parking lot from the remainder of the Museum Square site (which contains the 11-story commercial development and parking structure), to create a separate, financeable parcel under the new building;
- A Zone Change to convert the approximately 118,596 sf portion of the parcel which contains a portion of the surface parking lot and the parking structure (the Proposed Project Site), from QPB-2 zoning to (Q)C4-2 zoning;
- A Conditional Use Permit to allow floor area ratio averaging for a unified commercial development in a C zone, which is requested in conjunction with the subdivision of the current parcel into two parcels.
- A Variance to permit one parking space per one hundred five square feet in lieu of the required one parking space per thirty five square feet required for auditorium space;
- Removal of the current 15' building line setback in connection with the Zone Change and needed for the Project to be properly situated on the Site and consistent with the Miracle Mile CDO, which was adopted subsequent to the 15' building line setback, and requires that buildings be built "to the street" (note: a two foot irrevocable right of way easement was dedicated and recorded April 1997);
- Green Building Program Applications; and
- Other approvals (as needed), ministerial or otherwise, may be necessary, as the City finds appropriate, in order to execute and implement the Proposed Project. Such approvals may include, but are not limited to: architectural design, landscaping, lighting and signage in accordance with the City of Los Angeles Department of Building and Safety; City of Los Angeles Department of Transportation permits for driveways/curb cuts; storm water discharge permit; issuance of permits from the City of Los Angeles Department of Building and Safety that may include permit approvals for demolition and grading, approval of the haul route for the export of demolition debris, approvals for foundations, and structural improvements; building permits; installation and hookup approvals for public utilities and related permits. Additional discretionary or ministerial action may include sewer and water hook-up permits from the City of Los Angeles Department of Water and Power and a Site Plan review by Department of City Planning.

Federal, state, and regional agencies that may have jurisdiction over some aspect the project include, but are not limited to:

- Metropolitan Transportation Authority (Metro);
- Regional Water Quality Board;
- South Coast Air Quality Management District; and
- California Department of Conservation, Division of Oil, Gas, and Geothermal Resources.